

RESOLUTION AUTHORIZING THE CHAIRMAN TO EXECUTE  
TOLL EQUITY GRANT APPLICATION

WHEREAS, the Fort Bend County Toll Road Authority (the "Authority") is a local government corporation operating pursuant to Texas Transportation Code, Chapter 284, and is a toll entity eligible to apply for a Toll Equity Grant from the Texas Department of Transportation ("TxDOT") pursuant to 43 Texas Administrative Code §27.50 *et. Seq.* (Financial Assistance for Toll Facilities); and

WHEREAS, Fort Bend County (the "County"), the Fort Bend Grand Parkway Toll Road Authority, and the Authority desire to apply for a Toll Equity Grant and enter into a Toll Equity Agreement (the "Agreement") for a project to expand FM 1093 from SH 99 to FM 1463, extend the Westpark Tollway from SH 99 to just west of FM 723/Spring Green Road, and construct a direct connector eastbound from Westpark Tollway to north SH 99 (the "Project"); and

WHEREAS, TxDOT has requested a determination from the Federal Highway Administration ("FHWA") that the Project only requires an Environmental Assessment and does not require an Environmental Impact Study; and

WHEREAS, the economic feasibility of the Project is premised on the assumption that FHWA will determine that the Project requires an Environmental Assessment only and an alternate determination would require the Authority to reassess the feasibility of the Project; and

WHEREAS, the Board of Directors of the Authority (the "Board") is of the opinion that administrative efficiency will be served by authorizing the Chairman to execute the Toll Equity Grant application and take any other action necessary to file the application with TxDOT; NOW, THEREFORE,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE FORT BEND COUNTY TOLL ROAD AUTHORITY THAT:

Section 1: In connection with the Project, the Authority commits that the environmental consequences of the proposed Project will be fully considered in accordance with, and that the proposed Project will comply with, all applicable local, state, and federal environmental laws, regulations, and requirements and that all environmental permits, issues, and commitments will be implemented.

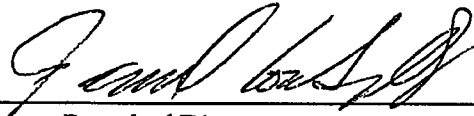
Section 2: The Board of Directors of the Authority hereby authorizes the Chairman to execute the Toll Equity Grant application related to the Project and take any other action necessary to file the application with TxDOT. Notwithstanding Section 1 above, the Authority's commitment to construct the Project and enter into the

6-30-11 copy received

Agreement is conditioned on a determination by the FHWA that the Project only requires an Environmental Assessment and does not require an Environmental Impact Study.

Section 3: This Resolution is effective immediately upon passage.

PASSED AND APPROVED on June 15, 2011.

  
\_\_\_\_\_  
Chairman, Board of Directors

THE STATE OF TEXAS  
COUNTY OF FORT BEND

§  
§  
§

RESOLUTION AND ORDER

**WHEREAS**, the Commissioners Court finds it in the best interests of the citizens of Fort Bend County (the "County"), that the County improve the FM 1093 – Westpark Toll Road corridor to include the construction of four lanes of FM 1093 frontage roads from SH 99 to FM 1463; extending the Westpark Toll Road from SH 99 to just west of FM 723/Spring Green Road, and constructing an east FM 1093 to north SH 99 direct connector (the "Project"); and

**WHEREAS**, the Commissioners Court agrees that the Project will only be feasible if the Federal Highway Administration ("FHWA") determines the Project will only require an Environmental Assessment and will not require an Environmental Impact Study; and

**WHEREAS**, the Commissioners Court finds that, the County should join the Fort Bend County Toll Road Authority and the Fort Bend Grand Parkway Toll Road Authority in submitting a joint request to the Texas Department of Transportation ("TxDOT") for a grant of financial assistance as a contribution to the Project; and

**NOW THEREFORE, BE IT RESOLVED AND ORDERED:**

1. That the Commissioners Court approves the Project as described above, conditioned on the determination by the FHWA that the Project only requires an Environmental Assessment; and
2. That the County commits that the environmental consequences of the proposed Project will be fully considered in accordance with, and that the proposed Project will comply with all, applicable local, state, and federal environmental laws, regulations, and requirements and that all environmental permits, issues, and commitments will be implemented; and
3. That Robert Hebert, County Judge is authorized to execute the joint request by application and take any action necessary to file the application with TxDOT.

Adopted this 28 day of June, 2011.

FORT BEND COUNTY

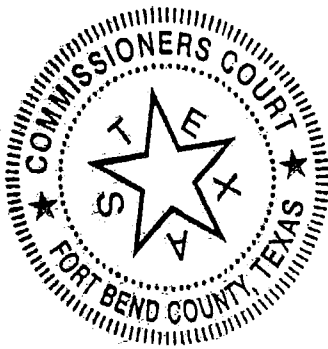


Robert E. Hebert, County Judge

ATTEST:



Dianne Wilson, County Clerk



**Westpark Toll Equity Project**  
**Court Agenda Item 23(B)**  
**June 28, 2011**

- The Pass-Through Agreement the County proposed to TxDOT will not be pursued and would be substituted with a Toll Equity Agreement for the FM 1093/Westpark Toll Road project (frontage lanes would extend from SH 99 to FM 1463 and the Westpark Tollway would extend from SH 99 to just west of FM 723/Spring Green Road).
  - The Toll Equity Agreement/Development Agreement are expected to net \$7 million more from TxDOT than the Pass-Through Agreement would have. The scope of the two new proposed Projects is the same as the original FM 1093/Westpark Toll Road Project with the addition of an east to north direct connector, which direct connector would be funded by the Grand Parkway Toll Road Authority.
  - The Toll Equity Agreement/Development Agreement is less complex than the Pass-Thru Agreement. The Toll Equity Agreement has more flexibility, a guaranteed revenue stream, and is easier to administer.
  - Under the two new Agreements, Fort Bend County's overall financial obligations would be less than under the Pass-Thru Agreement; TxDOT's contribution under the Toll Equity Agreement will be greater and fixed, as opposed to variable based on the number of vehicle miles traveled. TxDOT would commit to pay \$4 million per year for 10 years beginning in 2015. This payment structure is easier to finance than the Pass-Thru.
- The Toll Equity Agreement includes the construction of a direct connector eastbound from Westpark Tollway to northbound Grand Parkway by the Fort Bend Grand Parkway Toll Road Authority. While this direct connector is an addition to the original Project, it would have been constructed anyway. Richard Field's firm will have estimated costs for each direct connector at FM 1093/SH 99 in a few days.
- The development of FM 1093 frontage lanes west of FM 1463 and toll lanes west of Spring Green Road would be covered under the Development Agreement with TxDOT. Essentially, the County pays back TxDOT's Toll Equity by committing to this Development Agreement and making these improvements. According to TxDOT, since only local funds would be used on this Project a federal EIS would not be required.
- Estimated total cost of both Projects is \$137.5 million. Estimated costs allocable to the two toll roads are \$92 million funded by toll revenues. Estimated costs allocable to the non-tolled frontage roads are \$45.5. TxDOT contributes \$40 million and the difference of \$5.5 million development costs plus the carry costs on the debt for the Project that the county would have to cover can be funded by the contributions from ESD

100 Agreement (\$500,000/yr.) and/or the County Assistance Districts to be created (\$800,000/yr.) and the increase in property tax revenue.

- The improvements to FM 1093/Westpark Toll Road would accommodate \$1-2 Billion of commercial development in the corridor, which would generate \$5-10 million per year in property tax revenue to the county, not to mention \$15-30 million/yr. to the school districts.

# REQUEST BY FORT BEND COUNTY, FORT BEND COUNTY TOLL ROAD AUTHORITY AND FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY FOR FINANCIAL ASSISTANCE FOR TOLL FACILITIES

Pursuant to Chapter 222 of the Texas Transportation Code and 43 Texas Administrative Code §27.50 *et. Seq.* (Financial Assistance for Toll Facilities), Fort Bend County (the "County"), Fort Bend County Toll Road Authority ("FBCTRA") and the Fort Bend Grand Parkway Toll Road Authority ("FBGPTRA") jointly submit this request for a grant of financial assistance to be used in the construction of four lanes of FM 1093 frontage roads from SH 99 to FM 1463, the extension of the Westpark Toll Road from SH 99 to just west of FM 723/Spring Green Road, and the construction of an east FM 1093 to north SH 99 direct connector (the "Project").

## SECTION I – Requestor Information

**Project Name:** Westpark Toll Road Phase II, between Grand Parkway (State Highway 99) and FM 1463

**Requestor Name:** Fort Bend County, Fort Bend County Toll Road Authority, Fort Bend Grand Parkway Toll Road Authority

**Requestor's Status:** The County is a political subdivision of the State of Texas, operating pursuant to Chapter 284 (the "County Toll Road Laws") of the Texas Transportation Code. FBCTRA and FBGPTRA are local government corporations, created pursuant to Chapter 431 (the "LGC Laws") of the Texas Transportation Code and operated pursuant to the County Toll Road Laws and the LGC Laws.

**Internal Ethics and Compliance Program:** On April 4, 2011, the County, acting through its Commissioners Court certified that it has adopted and does enforce an internal ethics and compliance program to satisfy requirements of Title 43 of the Texas Administrative Code. The County is thus eligible to receive grants of financial assistance in accordance with 43 Tex. Admin. Code §27.53(a)(3).

**Requestor's Eligibility for Financial Assistance:** The County, FBCTRA and FBGPTRA are public entities authorized by Texas state law to construct and maintain a toll facility. They are therefore eligible under 43 Tex. Admin. Code §27.53(a) to submit a request for financial assistance.

### Contact Person(s):

Fort Bend County  
Jesse Hegemier, P.E.  
Fort Bend County Engineer  
1124-52 Blume Road  
Rosenberg, Texas 77471  
(281) 633-7500 Phone  
(281) 342-7366 Facsimile

Fort Bend County Toll Road Authority and Fort Bend Grand Parkway Toll Road Authority  
Bill Jameson  
WJ Interests, LLC  
2333 Town Center Drive, Suite 100  
Sugar Land, Texas 77478-4383  
(281) 634-9400 Phone  
(281) 634-9406 Facsimile

**Legal and Procedural Information:**

Roy L. Cordes, Jr.  
Fort Bend County Attorney  
301 Jackson Street, Suite 728  
Richmond, Texas 77469  
281-341-4555 Phone  
281-341-4557 Facsimile

Richard Muller  
Allen Boone Humphries Robinson LLP  
Attorney for FBCTRA and FBGPTRA  
3200 Southwest Freeway, Suite 2600  
Houston, Texas 77027  
713-860-6415 Phone  
713-860-6615 Facsimile

## SECTION II – Financial Information

### Requested Amount of Financial Assistance:

Grant of \$4,000,000 per year for 10 years, commencing March 1, 2015, through March 1, 2024, inclusive.

### Project Overview and Proposed Use of Requested Funds:

The proposed Project includes the extension of the Westpark Tollway facility, including frontage roads, from the existing western terminus at SH 99, west to east of FM 1463/FM359 for a total length of 4.2 miles. The tolled mainlanes, consisting of four lanes, would extend a total length of 3.0 miles and will include grade separations over Katy-Gaston Road and FM 723/Spring Green Drive. The mainlanes would transition to the frontage roads approximately 0.5 miles west of FM 723/Spring Green Drive. The continuous frontage roads, consisting of two lanes each direction, would continue west and transition into the existing 2-lane pavement section of FM 1093 immediately east of the FM 1463/FM359 intersection. The total length of proposed frontage roads is 4.2 miles. The project also includes a direct connector from the eastbound Westpark mainlanes to the northbound mainlanes of SH 99.

The total estimated cost of the Project, as specified below, is \$88,780,000.00

The project is expected to be financed by the Toll Equity Agreement funding and by bonds issued by Fort Bend County or its toll road systems. The anticipated revenues to be used in repayment of such bonds include annual payments from the Texas Department of Transportation pursuant to the Toll Equity Agreement, toll road revenues available for debt service, and other funds available to Fort Bend County for purposes of paying debt service and expenses of the project. See Attachment A for the anticipated debt service requirements.

### ESTIMATED PROJECT COSTS AND PROPOSED FUNDING SOURCES:

#### Proposed Project Costs:

Right of Way Costs	\$9,500,000.00
Utility Relocation Costs	3,900,000.00
Engineering/Environmental/ Construction Admin.	5,800,000.00
Construction Costs – 4-lane Frontage Roads (est. 4.5 miles)	19,300,000.00
Construction Costs – 4-lane Mail Toll Lanes (est. 2.5 miles)	17,500,000.00
Direct Connector Costs (est. 7,500 feet in length)	22,000,000.00
Deposit to Debt Service Reserve Fund	4,510,300.00
Deposit to Capitalized Interest Fund	4,878,000.00
Costs of Issuance	701,460.00
Underwriter's Discount	<u>690,240.00</u>
Total	<u>\$88,780,000.00</u>



Proposed Project Funding Sources:

Toll Road Bonds - Main Lanes	\$20,950,000.00
Toll Road Bonds - Direct Connector	27,830,000.00
TxDOT Supported Bonds	<u>40,000,000.00</u>
Total	<u>\$88,780,000.00</u>

**Statement Regarding Amount of Unencumbered/Unreserved Cash on Hand or Requestor's Latest Audited Financial Statement:**

The County's latest audited financial statement is available at the following address:

<http://www.co.fort-bend.tx.us/getSitePage.asp?sitePage=5764>

The page includes audited financials from 2001 – 2010 and the County's audited financial statement for the fiscal year ending September 30, 2010 may be accessed by selecting "Fiscal Year 2010."

**Latest Bond Rating Obtained by the Requestor When Using Similar Sources of Revenue to Be Pledged (if applicable):**

In 2003, the County issued Unlimited Tax and Subordinate Lien Toll Road Revenue Bonds for the original Westpark Toll Road Project, which received the following ratings: Aa2/AA – (Moody's/S&P).

The County's current bond rating as determined by Moody's for the Fort Bend Flood Control Water Supply Corporation Revenue Refunding Bonds, Series 2010 is Aa1 and the current bond rating as determined by S&P is AA+. Attachment B contains the bond rating letters as discussed above.

## SECTION III – Project Information

### **Description of the need for this project and the potential impact on traffic congestion and mobility:**

The proposed project is needed for system connectivity, accommodating growth, upgrading the existing system to current design standards and enhancing mobility along FM 1093 and the surrounding roadways. The existing roadway does not meet the current roadway design standards and does not provide safe system connectivity for the region.

Currently, FM 1093 is a heavily congested east/west roadway. According to the citizens living and working along FM 1093, and supported by accident data provided by the Texas Department of Public Safety and by the Fort Bend County Sheriff Department, the facility is dangerous due to the growth that has occurred and continues to occur. The segment of FM 1093 between FM 1463 and SH 99 has realized nearly 150 accidents annually since 2008, including fatalities.

FM 1093 is an established major transportation route connecting western Houston/Harris County with northeastern Fort Bend County, serving numerous surrounding communities. Increases in population and employment in the City of Fulshear and Fort Bend County coupled with ongoing and projected urban development in the project region result in the need to improve the FM 1093 facility to meet existing and future traffic demands and to improve safety.

### **Preliminary Design Study:**

#### **1) Initial Routes and Potential Alignments:**

A route and design study was initiated in 2004 to evaluate alternatives for the future extension of the Westpark Tollway facility. The proposed alignment parallels an existing rail corridor with constrained right-of-way. The recommended preferred alignment was selected because it does not impact any residences, cultural or historic resources, environmentally sensitive areas, or wetlands. Only one business will be directly affected as a result of the proposed project. The schematic layout and the drainage study were approved by TxDOT Houston District in 2008. The Executive Summary of the drainage study and the Schematic Layout are attached in Attachment C.

#### **2) Project's Logical Termini and Independent Utility:**

The project's logical termini include two major north/south facilities. SH 99 serves as the eastern terminus, and FM 1463/FM 359 serves as the western terminus. SH 99 currently connects IH-10 to US 59 and is being extended as a controlled access tollway north to US 290. FM 1463/FM 359 connects IH-10 to US 90A.

#### **3) Potential Revisions or Changes to State Highway System Facilities:**

The State facilities that will be modified as a result of this project include upgrading the existing FM 1093 facility, which currently exists as a 2-lane rural roadway, with one-way, 2-lane frontage roads. The intersections at FM 1463/FM 359, FM 723/Spring Green Drive, and at SH 99 will be modified with new traffic signals to accommodate the new expanded facility. The proposed project once constructed will bring the State facilities up to current design standards.

**Description of Planned Toll Collection System Interoperability:**

The project would be part of FBCTRA's Toll Collection System. FBCTRA's Toll Collection System presently is comprised of an existing contract with Harris County and an Interoperability Agreement in place with Harris County Toll Road Authority and other toll entities.

## **SECTION IV – Written Approvals and Binding Commitments of Requestor**

### **Written Approval of Requestor:**

Resolutions of Fort Bend County Commissioners Court, the FBCTRA Board of Directors and the FBGPTRA Board of Directors authorizing submission of this grant are included as Attachment D.

### **Binding Commitment of Requestor Regarding Environmental Impact and Compliance with Local, State and Federal Environmental Laws and Implementation:**

The County, FBCTRA and FBGPTRA commit that the environmental consequences of the proposed Project will be fully considered in accordance with, and that the proposed Project will comply with, all applicable local, state, and federal environmental laws, regulations, and requirements and; that all environmental permits, issues, and commitments will be implemented. The County, FBCTRA and FBGPTRA will reaffirm that commitment and their respective commitments to comply with all applicable environmental laws in the Financial Assistance Agreement or other documentation prior to funding of the assistance requested herein.

**SECTION V – Available Documentary Evidence of Community Involvement and Public Opinion Regarding Development of Proposed Project**

Fort Bend County conducted a series of public meetings regarding the expansion of FM 1093 and the extension of Westpark Tollway. A total of eight public meetings have been conducted in which alternatives were presented and input received from the public. Open house public meetings were conducted at the Fulshear Community Center in July 2005 and in November 2006. Three public meetings were conducted at Fulshear City Council meetings and at the Fulshear Planning Committee meetings in 2005 and 2006. Public meetings were conducted at the Fort Bend County Commissioners Court meetings in December 2005, February 2006, and October 2010.

Uniformly, the response from the public has been positive and in favor of the project as currently defined. Further, the public has the opportunity to address the governing bodies of Fort Bend County, FBCTRA, and FBGPTRA a total of five times per month.

## SECTION VI – Supplemental Information and Data from Requestor

### Supplemental Information and Data:

#### 1) Financial Feasibility Study.

The Project is expected to be financed by the Toll Equity Agreement funding and by bonds issued by Fort Bend County or its toll road systems. The anticipated revenues to be used in repayment of such financing include annual payments from the Texas Department of Transportation pursuant to the Toll Equity Agreement, toll road revenues available for debt service, and other funds available to Fort Bend County for purposes of paying debt service and expenses of the project. See Attachment A for the anticipated debt service requirements, assumed interest rates, and the expected financing period of the Project. Additional information regarding the source of funds may be found in Section II. Wilbur Smith and Associates is updating a previously completed traffic and revenue feasibility study, but the results are not yet available. The study is expected to be completed in July and at such time as it is complete, the results will be provided to TxDOT.

The proposed Project will benefit the State and the Requestor as follows:

- A) By making available funds from this Toll Equity Grant, the proposed project will expand the availability of transportation funding by incorporating a variety of funding mechanisms including toll revenue, county-issued mobility bonds, and possibly sales tax revenue from a proposed County Assistance District.
- B) Direct State Costs will be reduced by drastically reducing or eliminating maintenance costs on the FM 1093 facility for up to 10 years because the existing asphalt roadway will be replaced with a new concrete facility.
- C) The project maximizes local participation in financing projects by utilizing toll revenue bonds and County mobility bonds.
- D) The State's transportation system will operate at a higher efficiency once this project is constructed by providing added capacity to the FM 1093 corridor, by providing a direct connector between FM 1093 and SH 99, and by improving State operated intersections at FM 1093 and FM 723, FM 1093 and SH 99, and FM 1093 and FM 1463/FM 359. Adding capacity to the FM 1093 corridor will relieve congestion on parallel mobility corridors including IH-10 and US 90A.

Positive effects are anticipated for improving safety, mobility, traffic operations, travel times, and reducing traffic delays along a congested and developing FM 1093 corridor.

#### 2) Project Impacts.

##### a) Transportation Plan:

The proposed project is included in the Houston-Galveston Area Council (HGAC) Regional Transportation Plan (RTP) in two phases. The frontage roads are included

in fiscal year 2013, and the mainlanes are included in fiscal year 2025. The RTP is included in Attachment E.

HGAC is currently revising the RTP to move the tolled mainlanes project forward to a construction year of 2015 to 2018.

b) Nonattainment Area:

The frontage roads for the proposed project are included in the HGAC TIP in 2013 (found in Attachment F). HGAC is currently revising the conformity model to move the tolled mainlanes project forward to a construction year of between 2015 and 2018.

c) Preliminary description of any known environmental, social, economic, or cultural resource issues.

A detailed description of the environmental, social, economic, and cultural resources issues are found in a classification letter from TxDOT to FHWA found in Attachment G. A summary of the environmental impacts are as follows:

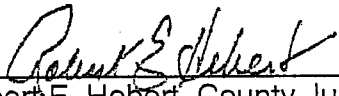
- There is only one anticipated commercial displacement/relocation within the proposed right-of-way (ROW).
- No publicly owned land or property from a public park, recreation area, or wildlife/waterfowl refuge would be required. It is not anticipated that that any historic sites of national, state, or local significance would be required. It is not anticipated that coordination would be necessary under Section 4(f) of the 1966 Department of Transportation Act.
- There would be no impacts to the Katy Prairie.
- There would be minimal to no environmental impacts to environmental justice populations, threatened and endangered species, vegetation, wildlife, water quality, archeological or historical resources and hazardous materials.
- There would be no impact to air quality or Mobile Source Air Toxics (MSATs). A Traffic Air Quality Analysis (TAQA) and quantitative MSAT analysis are not required; however, a qualitative MSAT analysis would be conducted.
- There would be no impacts to floodplains.
- Based on a preliminary investigation, there are no wetlands within the existing and proposed ROW. Upon completion of a wetlands determination, if wetlands are discovered and would be potentially impacted, the impacts would be covered by a U.S. Army Corps Engineers (USACE) Nationwide Permit. It is anticipated that there would be no impacts. There are no jurisdictional waters within the limits of the proposed project.
- Sections 9 and 10 of the Rivers and Harbors Act of 1966 do not apply, as there would be no work in navigable waters.
- Runoff from this project would not discharge directly into the Texas Commission on Environmental Quality's (TCEQ) 2008 Texas Clean Water Act Section 303(d) List (approved July 9, 2008) for listed threatened or impaired waters, or into a stream within 5 miles upstream of a Section 303(d) listed threatened or impaired water.
- There would be no impacts to coastal natural resource areas, as the proposed project is not located in the Coastal Management Zone.

- There would be no impacts to coastal barriers.
- There would be no impacts to wild and scenic rivers.
- There would be no impacts to essential fish habitat, as no tidally influenced waters exist within the proposed project limits.
- There would be no impacts to migratory birds, as nest surveys would be conducted during the nesting and breeding season in order to avoid impacts.
- There would be no impacts to prime farmland.
- Development is currently occurring at a tremendous pace within the proposed project corridor and is expected to continue. The development that would occur after the proposed project is constructed would be consistent with the growth that is currently occurring and that is projected to occur along the project corridor.
- There is no known controversy.
  - Positive effects are anticipated for improving safety, mobility, traffic operations, travel times, and reducing traffic delays along a congested and developing FM 1093 corridor.



**Submitted By:**

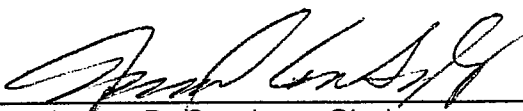
FORT BEND COUNTY

By:   
Robert E. Hebert, County Judge

Date: June 30, 2011

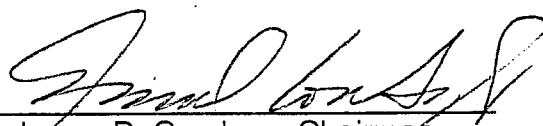
*Approved by Commissioners Court June 28, 2011*

FORT BEND COUNTY TOLL ROAD AUTHORITY

By:   
James D. Condrey, Chairman

Date: June 30, 2011

FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

By:   
James D. Condrey, Chairman

Date: June 30, 2011