

**EXHIBIT 2**

**DEVELOPER'S PROPOSAL COMMITMENTS, ATCS, SCHEMATIC ROW  
ADJUSTMENTS AND SCHEMATICS**

**Appendix 1:**            **Proposal Commitments**

**Appendix 2:**            **ATC's**

**Appendix 3:**            **Schematic ROW Adjustments**

**Appendix 4:**            **Proposal Schematics**

## Appendix 1

### Proposal Commitments

#### SUBSTANTIAL COMPLETION DEADLINE(S)

Description	Substantial Completion Date
Proposal Commitment Date for Substantial Completion for Segment F-1	NTP1 plus 845 calendar days
Proposal Commitment Date for Substantial Completion for Segment F-2	NTP1 plus 845 calendar days
Proposal Commitment Date for Substantial Completion for Segment G <sup>1</sup>	NTP1 plus 845 calendar days

#### OTHER PROPOSAL COMMITMENTS

No.	Proposal Location	Proposal Commitment
1	Development Plan, pg C-5	Designate the TCC (Traffic Control Coordinator) as an Emergency Response Liaison.
2	Development Plan, pg C-5	Provide emergency responders with timely and accurate construction closure and emergency access route information.
3	Development Plan, pg C-5	Deploy a comprehensive Incident Response Plan.
4	Development Plan, pg C-5	Provide motorists with safety and incident information.
5	Development Plan, pg C-5	Most of our hauling operations will be along the corridor, out of existing traffic flows. We will minimize employee travel along the Project corridor by shuttling workers from strategically located parking areas to the worksite.
6	Development Plan, pg C-7	Businesses will receive advance notification, allowing them time to inform their customers of impending changes to access.

<sup>1</sup> Pursuant to Section 20.1.1.1 of the Development Agreement, Developer shall achieve Substantial Completion of Segment G on or before the date of Substantial Completion of Segment F-1 or F-2, whichever is earlier.

No.	Proposal Location	Proposal Commitment
7	Development Plan, pg C-7	<p>Each non-residential property directly affected by construction activities will receive an access inventory list, which will identify business access points that construction might affect and will record pertinent information such as the following:</p> <ul style="list-style-type: none"> <li>• Driveway location and condition</li> <li>• Volume and time of day usage</li> <li>• Parking and traffic circulation</li> <li>• Americans with Disabilities Act (ADA) access needs</li> <li>• Location of delivery and loading docks</li> <li>• Emergency exits</li> </ul>
8	Development Plan, pg C-7	<p>At FM 2920, Developer will construct a temporary diversion roadway around the new bridge construction for the interchange while maintaining all lanes along FM 2920 and all movements between FM 2920 and Boudreaux Road during construction, as shown in Exhibit 1-4. This configuration will require temporary traffic signals.</p>
9	Development Plan, pg C-10	<p>Larger, long-term settlements – such as at Schiel and Meuschke roads – are potential mitigation areas. In these areas, embankment will commence early to allow for a preload period before the construction of subgrades and pavements.</p>
10	Development Plan, pg C-11	<p>Developer shall control the construction of the top three feet of embankment under the roadway section using material with a Plasticity Index (PI) of less than 25. TxDOT will accept an equal or better subgrade structure.</p>
11	Development Plan, pg C-11	<p>...utilize select fills with a PI less than 25 in all zones below pavement with cement stabilization in the top six inches of the construction platform. TxDOT will accept an equal or better subgrade structure.</p>
12	Development Plan, pg C-11	<p>The shoulders for all sections will be the same section as the adjacent main lane pavement, except as provided for in ATC-29 or otherwise agreed with TxDOT.</p>
13	Development Plan, pg C-17	<p>The Developer's ROW office will be co-located with the Developer's design and construction members.</p>

No.	Proposal Location	Proposal Commitment
14	Development Plan, pg C-17	For challenging acquisitions, the Developer will use a dual-path method; preparing both the acquisition package and the necessary documentation, including E-49's, to go to eminent domain, at the same time.
15	Development Plan, pg C-18	O.R. Colan will provide a second level of review to CobbFendley-produced ROW packages and its process and procedures; CobbFendley will do the same for the properties processed by O.R. Colan.
16	Development Plan, pg C-25	With the NEPA Schematic ROW, Developer shall assist TxDOT in fulfilling archeological survey and data recover obligations by gaining preacquisition ROE into previously unsurveyed properties, expediting acquisition of parcels if ROE is denied, and rephasing or working around any sites requiring further testing or data recovery.
17	Development Plan, pg C-40	The Maintenance Services QC Plan will be consistent with ISO standards for quality and audit, and will include the control of quality records, management reviews, resource allocation, measurement of customer satisfaction, control of nonconforming products and services, internal audits, and continual improvement to the Maintenance Services QC Plan.
18	Development Plan, pg C-42	100 percent design submittals by the later of October 14, 2013 or 10 months after NTP 1.
19	Development Plan, pg C-44	The Developer shall update the schedule bi-weekly for each Segment
20	Development Plan, pg C-48	Each Segment will have an assigned Schedule Engineer that will update the schedule daily; provide three-week, look-ahead schedules; and communicate the schedule among different participants within the Segment.
21	Development Plan, pg C-61	By 1:00 PM each day, new information is sent out to key media members.

No.	Proposal Location	Proposal Commitment
22	Development Plan, pg C-61	<p>Developer's PICP (Public Information &amp; Communications Plan) details how the team will listen to the public concerns and ensure that the public and the Stakeholders have a positive understanding of the Project in advance of construction and throughout the Project duration. Key tools for this include the following:</p> <ul style="list-style-type: none"> <li>• A Project-specific website that includes a section allowing the general public to post comments, concerns, or complaints.</li> <li>• A smart phone app to provide real-time traffic and routing data in a mobile environment.</li> <li>• The team will catalog and track every message received on the website and hotline on a spreadsheet and set a goal to address every concern within three days.</li> </ul>

## Appendix 2

### Developer's ATC's

The following table lists Developer's alternative technical concepts (ATCs), which are described in further detail in the ATC submittals, that Developer may incorporate into the Project. The Deviations set forth in the ATC submittals, are approved by TxDOT subject to satisfaction of any conditions set forth in the letters from TxDOT to Developer. Such Deviations, subject to satisfaction of any listed "conditions," expressly supersede any conflicting provisions in the Technical Provisions, as provided in Section 1.2.2 of the Development Agreement. The ATCs, to the extent utilized by Developer, shall otherwise meet all requirements of the Technical Provisions.

	Brief Description of ATC		
<b>ATC ZOPB06</b>	Reduce the longitudinal slope requirement for the roadway on long structures to be zero and rely on a designed cross slope to ensure drainage requirements on the structures are met.		
<b>ATC ZOPB07</b>	Reduce the median width at river structures and other long structures to allow twin structures to be built as single structure.		

<p><b>ATC ZOPB08</b></p>	<p>Adjust the mainlanes median width from 40'-0" to 38'-0". A median width of 38'-0" accommodates an additional 12-foot lane and 10-foot shoulder in each direction, and a barrier width up to 2'-0" wide. When approaching major interchanges, overpasses and at horizontal curve locations this width may vary to the original 40'-0" to accommodate bridge columns and provide equal horizontal sight distance as provided in the RFP design.</p>		
<p><b>ATC ZOPB10</b></p>	<p>Use dynamic testing to supplement typical TxDOT standard Geotechnical investigation procedures . This will enable the designs to fully utilize the strength of the subsurface strata to meet TxDOT's technical requirements</p>		

<p><b>ATC ZOPB18</b></p>	<p>Developer believes that the crossing accommodations shown in the Schematic Design, listed in Section 1.2 of the Technical Provisions, and listed in Section 1.7 of Hydrologic &amp; Hydraulic Analysis for State Highway 99 Grand Parkway Segments F-1, F-2 and G [Drainage Report], can be optimized further given the corresponding ultimate flow rates listed therein. If the requirements of Section 12.3 Design Requirements in the Technical Provisions are strictly employed for design, several of the major crossing structures could be revised from a bridge structure to a box culvert array or precast arch structure; or to a smaller hydraulic structure than currently shown.</p> <p>Developer will use the requirements as outlined in Section 12.3 of the Technical Provisions to design the</p>		
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	<p>hydraulic crossings throughout the project provided coordination with any affected interests and regulatory agencies is conducted in accordance with Section 12.2.2 of the Technical Provisions.</p>		
<p><b>ATC ZOPB19</b></p>	<p>Keep Lindsey Lane on north side of SH 99 and tie it in to existing Cedar Lane generally along the same alignment as the 20-foot-wide Access Driveway Road depicted on the Schematic. Since an overpass will no longer be required at Lindsey Lane, the bridge profile will be lowered resulting in shorter bridge columns. In addition, add a cul-de-sac at the beginning of W. Selph Road at Sta. 2822+00.</p> <p>Existing Lindsay is a 20-ft wide</p>		

	<p>Harris County Local Road in a 60-ft. ROW. Existing Lindsey Lane starts at W. Selph Road, along the proposed south ROW of SH 99, and dead ends approximately one-half mile north. W. Selph Road starts at existing Lindsay Lane and intersects with Cedar Lane approximately one-half mile to the east.</p> <p>Eliminate the SH 99 overpass of Lindsay Lane at Sta. 2820+60.</p>		
<p><b>ATC ZOPB25</b></p>	<p>Redirect sheet flow waters at Willow Creek coming from the north through an interceptor channel, within the right-of-way, to a detention facility near Telge Road. Land for this additional detention facility will be acquired by the Developer and incorporated into the Project's ROW.</p> <p>This ATC would benefit the project by allowing a larger portion of the Parkway to be constructed on embankment,</p>		

	<p>which will reduce the bridge length approximately one mile.</p> <p>To accommodate the interceptor channel within the ROW, the Parkway alignment will be shifted to the south approximately between Sta. 2775+00 to Sta. 2915+00.</p> <p>The proposed detention facility will be approximately 36 ac with an excavated volume of approximately 300 ac-ft. Detention volumes could be expanded by the local authorities in the future, to provide additional improvements to the flood plain.</p> <p>This ATC will conform to all Harris County Flood Control District (HCFCD) requirements including no negative impacts to the flood plain, and the mitigation of any additional flood plain fill.</p> <p>The Developer will take on the responsibility of</p>		
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	<p>approval of this ATC design with the HCFCD and all other associated permitting requirements.</p>		
<p><b>ATC ZOPB27</b></p>	<p>This proposed ATC involves geometric revisions to the proposed US 59 frontage roads at the SH 99 Grand Parkway/59 Interchange. The concept re-aligns the US 59 SB frontage road toward the west keeping it at-grade. This concept greatly reduces the amount of bridge (including removing the time consuming and expensive non-standard bridge construction required for complex elevated intersections), and would benefit the adjacent land owner by providing potential at-grade access to the frontage roads, making the ROW acquisition process easier. The concept also involves utilization of MSE retaining</p>		

	<p>walls for the US 59 NB frontage road rather than bridge structure. This ATC provides a significant increase in available storm water detention volume (potentially accommodating future segment H construction). This change will require a slight increase in ROW necessary (approximately 3 acres) along the NW and SW quadrants of the interchange. This ATC will not affect the ultimate construction of the main lanes of the Grand Parkway project or future construction beyond segment G.</p>		
<p><b>ATC ZOPB 28</b></p>	<p>Use MSE retaining walls for the US 59 NB and SB frontage roads rather than bridge structure. This concept greatly reduces the amount of bridge (including removing the time consuming and expensive non-standard bridge construction required for complex elevated intersections),</p>		

	<p>and provides more detention storage within the proposed ROW than the schematic design, which may benefit the future Segment H.</p>		
<p><b>ATC ZOPB30</b></p>	<p>Use an alternate pavement type, Concrete Pavement Contraction Design (CPCD) for the two hundred (200) feet of the Frontage Road and the intersection in lieu of RFP requirement of using CRCP. This ATC will provide the same performance as CRCP, while allowing expedited construction operations in these high traffic areas. Even though the RFP states that "Fast Track" paving may be allowed if approved by TxDOT, we believe the proposed CPCD will further expedite the construction operation since it does not require any rebar placement.</p>		

<p><b>ATC ZOPB31</b></p>	<p>Use economical, round columns and square pier caps at structures or portions of structures that do not have vehicular traffic below them or whose substructure aesthetic features are not easily visible to the public.</p>		
<p><b>ATC ZOPB42</b></p>	<p>Maintain the existing IH 45 SB Frontage Road as-is from Spring Crossing Drive, south approximately 2260 feet by shifting the SB CD closer to IH 45 and avoiding the conflict with the existing frontage road. The existing frontage road is three lanes with a 1-foot offset to the face of curb line on each side of the road. Shifting the SB CD closer to IH 45 will require relocating an existing overhead sign and light standard. We intend to integrate the sign and light foundations into the concrete roadside barrier to minimize the required offset from the SB CD and SB IH 45.</p>		

<p style="text-align: center;"><b>ATC ZOPB45</b></p>	<p>Use a maximum 4:1 unprotected roadway side slope . Increase the slopes on the mainlanes (outside slope), ramps, direct connectors, frontage roads and cross streets to 4:1. The mainlane center median will maintain 6:1 slopes with a cable barrier. In areas where retaining walls cannot be eliminated, a 3:1 slope with guardrail protection will be used to reduce or eliminate the retaining wall.</p>		
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## Appendix 3

### Schematic ROW Adjustments

The following chart includes a list of entire parcels and portions of parcels, as defined below, that are excluded from the definition for Schematic ROW. The parcels identified in nos. 5, 6, 7, 13, 18, 19, 21, 22, 24, 25 and 26 are excluded from the Schematic ROW in their entirety. Only the footprint of the listed existing improvements/structures identified below in nos. 1, 2, 3, 4, 8, 9, 10, 11, 12, 14, 15, 16, 17, 20 and 23 and the footprint of such existing improvements/structures' associated improvements, including but not limited to parking lots, are excluded from the Schematic ROW.

No.	Description of Proposed Acquisition Elimination, including Parcel Number	No. of Acres (if applicable)
1.	Oil Well located in Parcel 137 is avoided by reconfiguring the proposed Willow Flats detention basin.	
2.	Oil Well in Parcel 142 Pt 1 located between WB SH 99 mainlanes and Telge Road westbound exit ramp. Oil Well is avoided without modifications to our schematic design.	
3.	Oil Well in Parcel 142 Pt 1 located between EB SH 99 mainlanes and Telge Road eastbound entrance ramp. Oil well is avoided without modifications to the schematic design.	
4.	Oil Well in Parcel 152 is avoided without modifications to our schematic design.	
5.	Reduction of ROW is achieved by eliminating the acquisition of Parcel 154 in its entirety without modifications to our schematic design.	0.0245
6.	Reduction of ROW is achieved by eliminating the acquisition of Parcel 160 in its entirety without modifications to our schematic design.	0.125
7.	Reduction of ROW is achieved by eliminating the acquisition of Parcel 204 in its entirety without any modifications to our schematic design.	0.0619
8.	Existing Structures are avoided in Parcel 217 by adding a retaining wall and adjusting the slope limits and pond limits.	
9.	Existing Structures are avoided in Parcel 218 by adding a retaining wall and adjusting the pond limits to the east side of the parcel.	
10.	Oil Well in Parcel 237 is avoided without any modifications to our schematic design.	
11.	Existing Structures is avoided in Parcel 239 without any modifications to our schematic design.	
12.	Existing Structure and impacts to Rhetta Lane in Parcel 290 are avoided by shortening the proposed curb return.	
13.	Reduction of ROW is achieved by eliminating the acquisition of Parcel 304 in its entirety without modifications to our schematic design.	0.125
14.	Oil Well in Parcel 316 is avoided by moving the WB mainlanes and widening the median.	
15.	Oil Well in Parcel 341 Pt 2 is avoided without modifications to our schematic design.	
16.	Oil Well in Parcel 345 is avoided by moving the WB mainlanes and widening the median.	
17.	Existing Structures in Parcel 350 are avoided by adding walls.	

18.	Reduction of ROW is achieved by eliminating the acquisition of Parcel 357 in its entirety by adding a retaining wall.	
19.	Reduction of ROW is achieved by eliminating the acquisition of Parcel 360 in its entirety by adding a retaining wall.	
20.	Existing structures are avoided in Parcel 361 without modifications to our schematic design.	
21.	Reduction of ROW is achieved by eliminating the acquisition of Parcel 371 in its entirety by moving the northbound frontage road.	
22.	Reduction of ROW is achieved by eliminating the acquisition of Parcel 372 in its entirety by moving the northbound frontage road.	
23.	Cell Tower in Parcel 381 is avoided by constructing a retaining wall and additional access further north on the IH 45 SB frontage Rd.	
24.	Reduction of ROW is achieved by eliminating the acquisition of Parcel 511 in its entirety without any modifications to our schematic design.	0.1426
25.	Reduction of ROW is achieved by eliminating the acquisition of Parcel 711 in its entirety without any modifications to our schematic design.	0.0288
26.	Reduction of ROW is achieved by eliminating the acquisition of Parcel 716 in its entirety without any modifications to our schematic design.	0.0212

**Appendix 4**  
**Proposal Schematic**

The attached CD contains Developer's Schematics, which formed the basis of Developer's Proposal.