

## MEMORANDUM OF UNDERSTANDING AND INTENT

THIS MEMORANDUM OF UNDERSTANDING AND INTENT is made as of the 22 day of July, 2008, by and among COLUMBIA MEDICAL CENTER OF MCKINNEY SUBSIDIARY, L.P., a Texas limited partnership (the "Hospital"), THE CITY OF MCKINNEY, TEXAS, a Texas ~~home rule municipality~~ ("McKinney"), THE TOWN OF FAIRVIEW, TEXAS, a Texas ~~home rule municipality~~ ("Fairview"), and SLOAN CREEK II, LLC, a Texas limited liability company ("Sloan Creek"), under the following circumstances:

A. The Hospital, McKinney and Fairview desire to cause a realignment of the existing Frisco Road, and certain related improvements to be made to Frisco Road, in connection with the changes to the configuration of the U.S. 75/S.H. 121 interchange as proposed by the North Texas Tollway Authority ("NTTA") and the Texas Department of Transportation ("TXDOT") (the "ROW Improvements"), situated adjacent to a portion of the Hospital campus in McKinney, Collin County, Texas.

B. The parties intend for this Memorandum to set forth the parties' respective intentions and obligations with respect to the contemplated ROW Improvements and certain related conveyances of interests in real property.

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, and other good and valuable consideration, the parties agree as follows:

1. The Hospital owns that certain real property comprising approximately 0.72 acres as shown in green on the drawing attached hereto as **Exhibit A** and made a part hereof (the "New Right-of-Way"). The Hospital intends to convey fee simple title to the New Right-of-Way to McKinney, on the condition that McKinney would immediately upon such conveyance cause the New Right-of-Way to be dedicated as a new public right-of-way for Frisco Road.

2. That portion of the existing right-of-way of Frisco Road, as shown in violet and teal on the attached **Exhibit A**, comprising approximately 0.65 acres and approximately 0.35 acres for a total of approximately 1.00 acres (collectively, the "Existing Right-of-Way"), is controlled and regulated by McKinney and Fairview. McKinney controls and regulates the northerly eighty feet (80') of the Existing Right-of-Way (the "McKinney Parcel"), and Fairview owns the southerly forty feet (40') of the Existing Right-of-Way (the "Fairview Parcel"). Sloan Creek owns the real property south of the Existing Right-of-Way (the "Sloan Creek Property"). McKinney and Fairview desire to abandon all of their respective interests in the Existing Right-of-Way after the New Right-of-Way is conveyed and dedicated and the Right-of-Way Improvements for the realignment of Frisco Road have been completed by NTTA as described more particularly hereinbelow. McKinney intends to quitclaim any ownership interest it may possess in the McKinney Parcel to the Hospital, and Fairview intends to convey its ownership interest in the Fairview Parcel to Sloan Creek. It is the understanding of the parties that TXDOT currently does not control or regulate any interest in any portion of the Existing Right-of-Way.

3. Following the dedication of the New Right-of-Way and the completion of the ROW Improvements, the Hospital and Sloan Creek will negotiate in good faith an

agreement whereby the Hospital would sell and convey fee title to the approximately 2.1 acre parcel situated to the southwest of the New Right-of-Way and north of the Existing Right-of-Way (the "Hospital Parcel") to Sloan Creek. The agreement would provide that at closing the Hospital would pay the cost of any appraisal obtained in connection with the conveyance of the Hospital Parcel; all other costs associated with the conveyance would be apportioned between the two parties as closing costs are customarily apportioned in Collin County, Texas. In the event the parties are unable to negotiate a mutually acceptable agreement as described in this paragraph 3, neither party shall have any obligation to the other with respect to the sale or purchase of the Hospital Parcel.

4. The parties contemplate that following the dedication of the New Right-of-Way by of McKinney as contemplated in Paragraph 1 above, NTTA will at its expense design and construct the necessary roadway improvements for the realignment of Frisco Road and the connection of Frisco Road as realigned to the U.S. 75/S.H. 121 interchange, as such improvements are contemplated and described in that certain Letter of Intent dated June 17, 2008 from NTTA to Mr. John Godwin, Town Manager, Town of Fairview, and that certain Letter of Intent dated June 17, 2008 from NTTA to Mr. Jack Carr, Director of Engineering, City of McKinney (collectively, the "NTTA Letters of Intent"), copies of which Letters of Intent are attached hereto as **Exhibit B** and made a part hereof. Frisco Road as realigned over the New Right-of-Way shall be constructed so as to accommodate at least three (3) lanes of traffic, one (1) in the northwesterly direction and two (2) in the southeasterly direction. Except as set forth herein, NTTA and/or TXDOT shall be responsible for the cost of acquiring any additional right-of-way for the realignment of Frisco Road and the contemplated ROW Improvements. Frisco Road as currently aligned over the Existing Right-of-Way shall remain open and functional until such time as the new alignment of Frisco Road over the New Right-of-Way is opened to traffic flow. TXDOT and NTTA shall at all times maintain continuous and safe vehicular traffic flow to and from the Hospital campus.

5. The parties agree to negotiate in good faith any definitive documents required or desired in order to effectuate the intentions expressed in this Memorandum, and further shall cooperate as reasonably necessary with respect to any governmental permits or authorizations, or other consents required to consummate the transactions described herein. The parties shall each pay their own attorneys' and other consultants' fees in connection therewith. This Memorandum shall be governed by the laws of the State of Texas.

7. This Memorandum may be executed in any number of counterparts, each of which when taken together shall constitute an original.

**[The remainder of this page intentionally left blank.]**

IN WITNESS WHEREOF, the parties have executed this Memorandum of Understanding and Intent as of the day first written above.

**HOSPITAL:**

COLUMBIA MEDICAL CENTER OF MCKINNEY  
SUBSIDIARY, L.P.

By: Columbia North Texas Subsidiary GP, LLC, its  
general partner

By: W. McKinney  
Name: \_\_\_\_\_  
Title: VP

**MCKINNEY:**

THE CITY OF MCKINNEY, TEXAS

By: Frank Ragan  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
by Rick Chaffin, Assistant City  
Manager and authorized signatory

**FAIRVIEW:**

THE TOWN OF FAIRVIEW, TEXAS

By: John Gardner  
Name: \_\_\_\_\_  
Title: Town Manager

**SLOAN CREEK:**

SLOAN CREEK II, LLC

By: Virginia P. Lea  
Name: \_\_\_\_\_  
Title: President

Existing Gravel Road

Frontage Road per TxDOT Schematic

Exist ROW

Exist ROW

Frontage Road Per NTTA Schematic

Alignment per NTTA Schematic

0.65 Acres Existing Right-of-Way to be Abandoned

0.72 Acres

Exist ROW

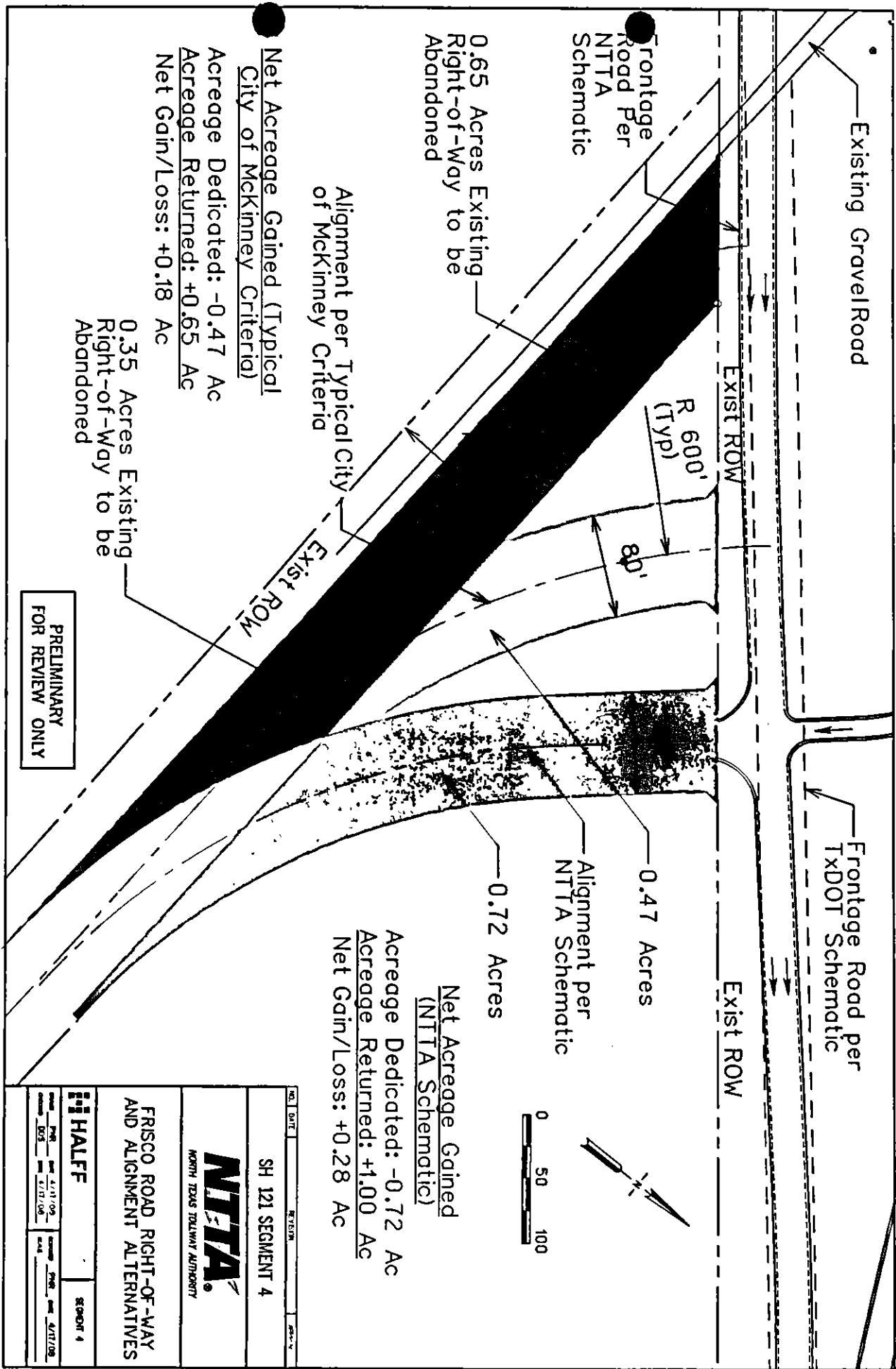


NO. DATE	REVISION	DATE
SH 121 SEGMENT 4		
FRISCO ROAD RIGHT-OF-WAY AND ALIGNMENT ALTERNATIVES		
DESIGNED BY	CHECKED BY	DATE
H HALFF		

PRELIMINARY FOR REVIEW ONLY

**EXHIBIT A**

**[attach drawing]**



Existing Gravel Road

Frontage Road per TxDOT Schematic

Frontage Road Per NITA Schematic

0.65 Acres Existing Right-of-Way to be Abandoned

Alignment per Typical City of McKinney Criteria

Net Acreage Gained (Typical City of McKinney Criteria)

Acreage Dedicated: -0.47 Ac  
 Acreage Returned: +0.65 Ac  
 Net Gain/Loss: +0.18 Ac

0.35 Acres Existing Right-of-Way to be Abandoned

Exist ROW  
 R 600' (TYP)

80'

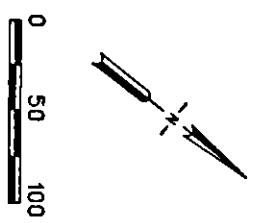
0.47 Acres  
 Alignment per NITA Schematic



0.72 Acres

Net Acreage Gained (NITA Schematic)

Acreage Dedicated: -0.72 Ac  
 Acreage Returned: +1.00 Ac  
 Net Gain/Loss: +0.28 Ac

PRELIMINARY FOR REVIEW ONLY



NO.	DATE	REVISION	BY
SH 121 SEGMENT 4			
 NORTH TEXAS TOLLWAY AUTHORITY			
FRISCO ROAD RIGHT-OF-WAY AND ALIGNMENT ALTERNATIVES			
 McHALFF		SHEET 4	
DATE	BY	DATE	BY

**EXHIBIT B**

**[copies of Letters of Intent]**



**NORTH TEXAS TOLLWAY AUTHORITY**

June 17, 2008

**Paul M. Wegeman**  
Chairman

**Kenneth Barr**  
Director

**Gary Base**  
Director

**Bob Day**  
Director

**David R. Denison**  
Director

**Michael Nowels**  
Director

**Robert Shepard**  
Director

**Alan E. Sims**  
Director

**Victor Vandergriff**  
Director

**Jorge Figueroa**  
Executive Director

**Rick Herrington**  
Deputy  
Executive Director

P.O. Box 260729  
Plano, TX 75026

5900 W. Plano Parkway  
Suite 100  
Plano, TX 75093

214 461 2000

214 528 4826 (Fax)

[www.ntta.org](http://www.ntta.org)

Mr. John Godwin  
Town Manager  
Town of Fairview  
500 S. Highway 5  
Fairview, TX 75069

RE: Letter of Intent for the Realignment of Frisco Road at SH 121/US 75 Interchange

Dear Mr. Godwin:

The proposed realignment of Frisco Road at the US 75/SH 121 interchange results in geometric intersection and alignment changes that increase capacity to serve future development needs and provides a safer intersection with the frontage road network associated with the SH 121 project under development by the North Texas Tollway Authority (NTTA). The NTTA supports the proposed realignment as depicted on the attached exhibit.

In light of the benefits to the traveling public associated with the proposed realignment, the NTTA commits to perform the following at its sole cost and expense:

1. Maintain access and traffic control to Frisco Road at the intersection with the SH 121 project throughout our construction activity;
2. Design and construct an access ramp from the SH 121 northbound frontage road to the proposed Frisco Road intersection location;
3. Design and construct concrete pavement and curbing for the realigned Frisco Road intersection at the SH 121 northbound frontage road, and within the SH 121 right-of-way, consistent with planned local development; and
4. During the course of the SH 121 interchange construction, and subject to receipt of a right of entry from all necessary parties, grade, perform subgrade preparation, and construct surface course for the realigned portion of Frisco Road consistent with the existing Frisco Road cross section. Following this construction of the realignment, the NTTA shall have no responsibility for the future construction and/or maintenance of the affected portion of Frisco Road.

Thank you for your continued cooperation and support in the development of the SH 121 corridor. If you have questions or require additional information please don't hesitate to contact me at 214-461-2020.



Sincerely,

**NORTH TEXAS TOLLWAY AUTHORITY**

A handwritten signature in black ink, appearing to read "Rick Herrington", with a long horizontal flourish extending to the right.

**Rick Herrington**  
**Deputy Executive Director**

cc: **Jack Carr, City of McKinney**  
**Jim Rain, Locke Lord Bissell & Liddell**  
**Claudio Dallavalle, HNTB**  
**David Clarke, HNTB**  
**Steve Hankins, HDR**  
**David Tarrant, McRoberts Senior Vice President**  
**Gavin Maloy, HCA Senior Real Estate Representative**

Existing Gravel Road

Frontage Road per TxDOT Schematic

Exist ROW

Exist ROW

Frontage Road Per NITA Schematic

Alignment per NITA Schematic

0.65 Acres Existing Right-of-Way to be Abandoned

0.72 Acres

Exist ROW



REVISION	DATE
SH 121 SEGMENT 4	
<b>NTTA</b> NORTH TEXAS TOLLWAY AUTHORITY	
FRISCO ROAD RIGHT-OF-WAY AND ALIGNMENT ALTERNATIVES	
<b>H HALFF</b>	NUMBER 4
DATE	SCALE
1998	1" = 100'

PRELIMINARY FOR REVIEW ONLY



NORTH TEXAS TOLLWAY AUTHORITY

June 17, 2008

Paul N. Wageman  
Chairman

Kenneth Barr  
Director

Gary Base  
Director

Bob Day  
Director

David R. Denison  
Director

Michael Nowels  
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Robert Shepard  
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Plano, TX 75026

5900 W. Plano Parkway  
Suite 100  
Plano, TX 75093

214 461 2000

214 528 4826 (Fax)

www.ntta.org

Mr. Jack Carr  
Director of Engineering  
City of McKinney  
221 North Tennessee  
McKinney, TX 75069

RE: Letter of Intent for the Realignment of Frisco Road at SH 121/US 75 Interchange

Dear Mr. Carr:

The proposed realignment of Frisco Road at the US 75/SH 121 interchange results in geometric intersection and alignment changes that increase capacity to serve future development needs and provides a safer intersection with the frontage road network associated with the SH 121 project under development by the North Texas Tollway Authority (NTTA). The NTTA supports the proposed realignment as depicted on the attached exhibit.

In light of the benefits to the traveling public associated with the proposed realignment, the NTTA commits to perform the following at its sole cost and expense:

1. Maintain access and traffic control to Frisco Road at the intersection with the SH 121 project throughout our construction activity;
2. Design and construct an access ramp from the SH 121 northbound frontage road to the proposed Frisco Road intersection location;
3. Design and construct concrete pavement and curbing for the realigned Frisco Road intersection at the SH 121 northbound frontage road, and within the SH 121 right-of-way, consistent with planned local development; and
4. During the course of the SH 121 interchange construction, and subject to receipt of a right of entry from all necessary parties, grade, perform subgrade preparation, and construct surface course for the realigned portion of Frisco Road consistent with the existing Frisco Road cross section. Following this construction of the realignment, the NTTA shall have no responsibility for the future construction and/or maintenance of the affected portion of Frisco Road.

Thank you for your continued cooperation and support in the development of the SH 121 corridor. If you have questions or require additional information please don't hesitate to contact me at 214-461-2020.

Sincerely,

NORTH TEXAS TOLLWAY AUTHORITY



Rick Herrington  
Deputy Executive Director

cc: Jack Carr, City of McKinney  
Jim Rain, Locke Lord Bissell & Liddell  
Claudio Dallavalle, HNTB  
David Clarke, HNTB  
Steve Hankins, HDR  
David Tarrant, McRoberts Senior Vice President  
Gavin Maloy, HCA Senior Real Estate Representative