



September 10, 2025

To: Finance and Administration Committee
From: Darrell E. Johnson, Chief Executive Officer
Subject: 241/91 Express Connector Project Approval

Overview

In October 2019, the Orange County Transportation Authority Board of Directors approved a term sheet that provides the foundation for advancing the tolled 241/91 Express Connector Project. Since 2019, staff from the California Department of Transportation, Foothill/Eastern Transportation Corridor Agency, Orange County Transportation Authority, and Riverside County Transportation Commission have been meeting regularly to advance the project to construction. After several years of discussion, the agencies have negotiated a master agreement and operating agreement that are consistent with the term sheet. These agreements are presented for Board of Directors' approval.

Recommendations

- A. Authorize the Chief Executive Officer to finalize and execute a master agreement with the California Department of Transportation, Foothill/Eastern Transportation Corridor Agency, and Riverside County Transportation Commission for the development and operation of the 241/91 Express Connector Project.
- B. Authorize the Chief Executive Officer to finalize and execute an operating agreement with the Foothill/Eastern Transportation Corridor Agency and Riverside County Transportation Commission for the operation of the 241/91 Express Connector Project.
- C. Authorize the Chief Executive Officer to finalize and execute amendments to the Lease Agreement Regarding State Route 91 Median Improvements, Amended and Restated Development Franchise Agreement, and any other related 91 Express Lanes agreements necessary for the development and operation of the 241/91 Express Connector Project.

- D. Approve the required AB 194 (Chapter 687, Statutes of 2015) consent letter for the 241/91 Express Connector Project.

Background

The Foothill/Eastern Transportation Corridor Agency (F/ETCA) has been working with California Department of Transportation (Caltrans), Orange County Transportation Authority (OCTA), and the Riverside County Transportation Commission (RCTC) (collectively referred to as the Agencies) on a project that will construct a new tolled connector between the State Route 241 Toll Road (SR-241) and the 91 Express Lanes (Project). The Project would connect directly with the 91 Express Lanes (91 EL), approximately two miles west of the Orange County/Riverside County Line. Currently, motorists traveling between Orange and Riverside counties, and beyond, can experience significant delays transitioning from SR-241 to State Route 91 (SR-91). This Project is intended to help lessen that delay by providing a tolled connection that improves traffic operations at this junction. The Project is included in the OCTA 2022 Long-Range Transportation Plan, the Southern California Association of Governments' Regional Transportation Plan/Sustainable Communities Strategy, and the SR-91 Implementation Plan.

Since 2017, the Agencies have worked together to review the traffic analysis, engineering plans, and ensure coordination with other planned SR-91 projects. These reviews led to discussions and negotiations among the chief executive officers/executive directors of Caltrans Districts 8 and 12, F/ETCA, OCTA, and RCTC regarding the Project. In late 2019, the negotiations reached a consensus in the form of a 241/91 Express Connector Term Sheet.

The term sheet was approved by the respective Boards of Directors (Board) from F/ETCA OCTA, and RCTC in October and November of 2019. As a partner in this arrangement, Caltrans District 12 also provided a letter of support for the term sheet. After approval, the Agencies were tasked to develop detailed agreements related to roles and responsibilities, funding, construction, operations, maintenance, and use of toll revenues.

Discussion

Throughout the project development, OCTA staff has been working in close partnership with Caltrans, F/ETCA, and RCTC to implement the Project, with a keen focus on maximizing system performance, meeting performance metrics, and providing operational benefits to the traveling public, while not negatively impacting the 91 EL or SR-91 general purpose lanes. Interagency agreements have been developed to document the roles and responsibilities of each of the

Agencies. The following sections provide a summary of the key terms of these agreements.

Master Agreement (Attachment A)

The master agreement is a four-party agreement among Caltrans, F/ETCA, OCTA, and RCTC to set forth various responsibilities of the parties related to the development, construction, and operation of the Project. Key commitments included in this agreement for each party are described below.

Caltrans

The master agreement provides that Caltrans will:

- Provide oversight and approve the final design.
- Advise, award, and administer the construction phase of the Project.
- Honor the existing OCTA franchise and lease agreements and RCTC Toll Facility Agreement with the 91 EL.
- Enter into a maintenance agreement with F/ETCA for the maintenance of all Project improvements.

F/ETCA

The master agreement provides that F/ETCA will:

- Serve as the operator of the Project.
- Provide 100 percent funding for the Project.
- Commit to performance metrics, progressive demand management strategies, and key east end considerations at the Interstate 15 (I-15) with final approval by OCTA and RCTC.
- Responsible for the maintenance of the Project roadway infrastructure and toll systems and performance of roadway infrastructure maintenance work by Caltrans, which will be reimbursed from Project toll revenues.
- Apply for AB 194 toll authority approval from the California Transportation Commission (CTC).
- Coordinate among the partner Agencies for Project construction and scheduled maintenance closures with the 91 EL.
- Use and reimburse (from Project toll revenues) the 91 EL Traffic Operations Center jointly operated by OCTA and RCTC for monitoring and incident management of the Project.
- Use California Highway Patrol (CHP) for enforcement.
- Use excess revenue to fund programs and projects in the corridors as described in the Expenditure Plan adopted annually by F/ETCA.
- Reimburse OCTA and RCTC for consultant costs related to project development and delivery.
- Establish a high-occupancy vehicle (HOV) discount program for the Project.

OCTA and RCTC

The master agreement provides that OCTA and RCTC will:

- Support F/ETCA's AB 194 application to the CTC to develop, construct, and operate the 241/91 EC.
- Amend and/or grant any necessary rights and/or permits to F/ETCA for the purpose of building, operating, and maintaining the 241/91 EC.
- Enter into an agreement with F/ETCA to perform traffic/incident monitoring via closed circuit television in the traffic operations center, dispatching CHP in response to incidents, and coordinating closures for the Project as required for incident management.
- Provide input into the setting of parameters and monitoring performance of the dynamic pricing algorithm and progressive demand management systems in accordance with the governance process included in the operating agreement.
- Coordinate closure periods with F/ETCA to minimize lost toll revenues due to any closures of the Project during and due solely to 91 EL activities.
- Coordinate with F/ETCA to minimize impacts to the traveling public, which includes minimizing the closure period, and agreeing to good faith discussions for mitigating impacts of delays to reopening.

Other

The master agreement includes these other key provisions:

- The term of the agreement is defined as ending on whichever is later: the sunset dates for the existing 91 EL, F/ETCA Toll Facility Agreement, or any subsequent amendments in the future.
- Should F/ETCA dissolve prior to the end of the term of the agreement, OCTA shall be the successor operator and will continue debt repayment to F/ETCA member cities after the funding of operations, maintenance, and other reserves.
- F/ETCA will establish an Excess Operating Expenditure Reserve to be used by the successor operator that will contain funds equal to the estimated operating expenses for the time period between the dissolution of F/ETCA and the end of the operating term.
- Defines dispute resolution processes, including processes for injunctions and termination clauses.

Operating Agreement (Attachment B)

The operating agreement is a three-party agreement between F/ETCA, OCTA, and RCTC that establishes the obligations of the parties with respect to the operation and maintenance of the Project toll systems. Key provisions included in this agreement are listed below.

- Key traffic operations metrics including:
 - Maintaining 60 miles per hour or more in the 91 EL critical zone (critical zone is defined as the touchdown point of the Project to the county line in the eastbound direction and from the county line to the Project's divergent point from the 91 EL in the westbound direction).
 - Volumes not exceeding 1,500 vehicles per hour in each direction on the Express Connector.
 - Volumes not exceeding 200 vehicles egressing the eastbound 91 EL at the Orange/Riverside County Line.
 - Queue length not exceeding 100 vehicles from the toll connector meter.
- A major consideration for the 91 EL at the east end includes:
 - Maximum of 370 vehicles per hour on the eastbound 91 EL during super peak periods.
 - Governance process that allows for piloting/testing of criteria modifications for enhanced corridor operations and requirement for mutual consent for permanent modifications to criteria.
- Description of the operational elements, including the toll collection system and monitoring equipment of the Project.
- Roles and responsibilities of the partner Agencies as they relate to operations, monitoring, governance, and change management.
- Key performance metrics and operating rules that the Project must operate within.
- Implementation of a progressive demand management form of traffic demand management.
- Toll policy exhibit, which includes toll setting, discounts, and enforcement policies.
- Details on the enforcement approach that includes CHP and available automated technologies.
- Incident management during operations, including emergencies.
- Traffic operations monitoring and governance processes.
- Maintenance of the Project toll collection system and supporting equipment.
- F/ETCA will pay closure fees to OCTA and RCTC for closures of the 91 EL related to the Project construction, maintenance, and operation.
- F/ETCA reimbursement of any additional costs for the 91 EL related to operations.
- Customer messaging development processes.

Other Agreements

OCTA operates the 91 EL under an Amended and Restated Development Franchise Agreement and a Lease Agreement regarding SR-91 median improvements with Caltrans. These agreements will need to be amended to account for the addition of the Project. In addition, other agreements, such as OCTA's freeway service patrol and OCTA's and RCTC's operator agreement, will need to be amended to account for the additional services needed for the use of the traffic operations center and tow truck services for the Project.

Next Steps

Each of these agreements represents the roles and responsibilities each agency has agreed to assume for the Project development, construction, and operation. The Agencies have substantially agreed to the terms within each draft agreement. Remaining revisions are expected to be minor formatting and language refinement. Staff does not anticipate any material changes. The F/ETCA Board approved the agreements on August 14, 2025, and RCTC is taking their item to their Commission for approval on September 10, 2025.

The Project is currently in final design and is estimated to cost \$524 million (2024 estimate). The costs will be funded by F/ETCA and will be reimbursed with Project revenues. The Project is expected to go out for construction in late 2025 and open to traffic by early 2029.

A CTC AB 194 application was submitted by the F/ETCA in late August 2025 for tolling authority. As part of the process, the consent of a transportation planning agency or a county transportation commission for the jurisdiction where the transportation project will be developed must be submitted. A draft letter of support from OCTA is included as Attachment C.

Summary

Agreements for the 241/91 Express Connector Project are provided for Board of Directors' review and approval. Each of the agreements represent the roles and responsibilities each agency has agreed to assume for the delivery and operation of the 241/91 Express Connectors Project. Any material changes or substantive revisions to the draft agreements would be provided to the Board of Directors for consideration.

Attachments

- A. Draft Final Master Agreement for the Development and Operation of the 241/91 Express Connector (Master Agreement)
- B. Draft Final Operating Agreement for the Operation of the 241/91 Express Connector (Operating Agreement)
- C. Draft Support Letter from Doug Chaffee, Chair, Orange County Transportation Authority, to Darnell Grisby, Chair, California Transportation Commission, re: Support for the 241/91 Express Connector – AB 194 (Chapter 687, Statutes of 2015) Application

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