

MINUTES
FORT BEND COUNTY TOLL ROAD AUTHORITY

March 23, 2016

The Board of Directors (the “Board”) of the Fort Bend County Toll Road Authority (the “Authority”) met in regular session, open to the public, on the 23rd day of March, 2016, at the offices of the Greater Fort Bend Economic Development Council, One Fluor Daniel Drive, Sugar Land, Texas, and the roll was called of the members of the Board:

James D. Condrey, DDS	Chairman
Bobbie A. Tallas	Vice Chairman
Charles Rencher	Secretary
Dean Hrbacek	Assistant Secretary
William D. Kee, III	Treasurer/Assistant Vice Chairman

and all of the above were present except Director Rencher, thus constituting a quorum.

Also present for all or part of the meeting were: Christopher Breaux of Whitley Penn LLP; Randy Redmond of CDM Smith; Mark Heidaker of Property Acquisition Services, LLC (“PAS”); Cliff Kavanaugh of FirstSouthwest, a Division of Hilltop Securities Inc.; Zak Vermillion of Ramos Consulting; Gary Gehbauer of Brown & Gay Engineers, Inc.; Pamela Logsdon of AVANTA Services; Ed Sturdivant, Richard Stolleis, and Charles Dean of Fort Bend County (the “County”); Michael Stone and Megan Browne of Mike Stone Associates, Inc. (“MSA”); Richard Muller and Amy N. Love of The Muller Law Group (“MLG”). A list of others in attendance is attached.

Director Condrey called the meeting to order.

RECEIVE PUBLIC COMMENTS

Director Condrey opened the meeting to receive public comments. There being no public comments, Director Condrey closed the meeting to public comments.

CONSENT AGENDA

Director Condrey requested agenda item no. 5 be pulled from the Consent Agenda.

Director Tallas moved to approve the following Consent Agenda items: (1) the meeting minutes from February 17, 2016; (2) the bookkeeper’s report, including payment of bills; and (3) the operating report. Director Hrbacek seconded the motion, which was approved by unanimous vote. Copies of documents related to Consent Agenda items are included in the attached Board Book.

Mr. Sturdivant reviewed the audit for fiscal year end September 30, 2015. Following review and discussion, Director Tallas moved to approve the audit for fiscal year end September 30, 2015. Director Hrbacek seconded the motion, which was approved by unanimous vote.

ADDITIONAL OPERATING MATTERS

Mr. Stone discussed additional operating matters. Mr. Gehbauer stated that the contractor has completed all of the work on the roadway signing and pavement markings project. He recommended the Board approve the final pay estimate in the amount of \$45,000.00, which includes deductions due to extensive delays with the project completion, and accept the project. Following discussion, Director Hrbacek moved to approve the final pay estimate in the amount of \$45,000.00 to Batterson LLP, for the roadway signing and pavement markings project, and accept the project. Director Kee seconded the motion, which was approved by unanimous vote.

Mr. Stone discussed additional operating matters. He explained that the number one customer service challenge the Authority faces is customers that have experienced credit card fraud, identity theft, and credit card expiration issues. Mr. Stone and Ms. Browne then reviewed the Authority's Business Requirements and recommended the Board amend a section of the Business Requirements to give the customer service group more flexibility to waive fees in these situations. Following review and discussion, Director Hrbacek move to amend the Authority's Business Requirements to allow up to three courtesy waivers of administrative fees per year. Director Tallas seconded the motion, which was approved by unanimous vote. A copy of the amended section of the Business Requirements is attached.

MASTER SERVICE AGREEMENT WITH APPLIED RESEARCH ASSOCIATES, INC.

Mr. Stone recommended the Board enter into a Master Service Agreement with Applied Research Associates, Inc. ("ARA") for analysis and prediction of pavement performance. He also presented a Job Order with ARA in the amount of \$12,000.00, the initial review and evaluation. Following review and discussion, Director Kee moved to authorize execution of a Master Service Agreement and approve the Job Order with ARA, pending approval by Commissioners Court and receipt of a Form 1295. Director Hrbacek seconded the motion, which was approved by unanimous vote.

FORT BEND PARKWAY STATE HIGHWAY 6 CROSSING

Mr. Stone and Mr. Gehbauer gave an update on the status of construction of the State Highway 6 Crossing project. Mr. Stone stated that he is working with the contractor regarding extending the completion date of the project due to weather delays. Mr. Gehbauer then recommended the Board approve Pay Estimate No. 13 to Williams Brothers Construction, Inc. in the amount of \$2,507,412.88. Following review and discussion, Director Tallas moved to approve Pay Estimate No. 13 to Williams Brothers Construction, Inc. in the amount of \$2,507,412.88. Director Kee seconded the motion, which was approved by unanimous vote.

WESTPARK EXTENSION, PROJECT B

Mr. Stolleis and Mr. Stone gave an update on the status of the Westpark Extension, Project B. No Board action was needed.

FORT BEND PARKWAY, PROJECT B-2 AND C-1

Mr. Stolleis gave an update on the Fort Bend Parkway, Project B-2 and C-1 project. He then recommended the Board approve a Master Service Agreement with CDM Smith, Inc. ("CDM") to conduct a traffic and revenue study on these segments of the Parkway. Mr. Stolleis added that a Job Order with CDM in the amount of \$97,500.00, for the traffic and revenue study, is also being presented for approval by the Board. Director Hrbacek questioned the timing of the study and requested a step-by-step timeline for the development of the project. Following review and discussion, Director Kee moved to approve the Master Service Agreement and Job Order with CDM, subject to approval by Commissioners Court. Director Tallas seconded the motion. Director Condrey called the question, and Directors Tallas, Condrey and Kee voted aye. Director Hrbacek voted no. The motion thus passed.

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE, LEASE, OR VALUE OF REAL PROPERTY

The Board did not convene in Executive Session.

There being no further business to come before the Board, the meeting was adjourned.



A handwritten signature in black ink, appearing to read "Alan ...", is written over a horizontal line.

Secretary, Board of Directors

LIST OF ATTACHMENTS

Minutes

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