

MINUTES  
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

December 16, 2015

The Board of Directors (the "Board") of the Fort Bend Grand Parkway Toll Road Authority (the "Authority") met in regular session, open to the public, on the 16th day of December, 2015, 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, thus constituting a quorum.

Also present for all or part of the meeting were: David Gornet of the Grand Parkway Association; David Hannah of HWR Holdings LLC; Mark Heidaker of Property Acquisition Services, LLC ("PAS"); Howard Caldwell of LJA Engineering, Inc.; Karen Vannerson of Linebarger Goggan Blair & Sampson LLP; Zak Vermillion of Ramos Consulting; Raj Basavaraju of HNTB; Gary Gehbauer and Dave Johnston of Brown & Gay Engineers, Inc. ("B&G"); R. Masters and T. Wall of Fort Bend County Constables Office Precinct 3; Richard Stolleis of Fort Bend County (the "County"); Michael Stone, Phil Martin and Megan Brown 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 Kee moved to approve the following Consent Agenda items: (1) the meeting minutes from November 18, 2015; (2) the bookkeeper's report, including payment of bills; (3) the operating report; (4) a request to Fort Bend County Commissioners Court to adopt a Resolution Appointing Directors; and (5) authorize preparation of the Annual 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. Copies of the summary of construction pay invoices are attached.

#### ADDITIONAL OPERATING MATTERS

Mr. Stone discussed additional operating matters. He stated that the overhead sign modifications project will be ready to advertise later this month.

Mr. Gehbauer stated that the bid package for the storm sewer repair is complete, advertising for the project has begun, and bids will be received in January 2016.

Mr. Stone informed the Board that the Texas Department of Transportation ("TxDOT") is sending invoices to motorists that use Segment "E" of the Grand Parkway that do not have an electronic toll tag versus sending a toll violation notice. Discussion ensued regarding options to handle motorists that do not have an electronic toll tag. Mr. Stone then distributed and reviewed a worksheet showing an option for adding additional notices to motorists without an electronic toll tag, a copy of which is attached. Discussion ensued and the Board concurred to authorize MSA to analyze what the toll collections would be for motorists without an electronic toll tag and to discuss with Xerox the cost associated with modifying the toll violation system.

#### SUPPLEMENTAL AGREEMENT WITH RS&H

Mr. Stone reviewed and recommended the Board approve Supplemental Agreement No. 2 to the Agreement of March 18, 2015, for Engineering Services for Segment D with Pierce Goodwin Alexander & Linville, Inc. ("PGAL"). Following review and discussion, Director Tallas moved to approve Supplemental Agreement No. 2 with PGAL, subject to approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote. Ms. Browne added that the conversion project should be closed out next month.

#### REPAIR AND REHABILITATION PROJECTS

##### MAINLANE RESURFACING

Mr. Stone stated that this project is complete and recommended the Board: (1) approve Pay Application No. 7 and Final in the amount of \$332,191.96; (2) approve Change Order No. 6 in the amount of \$109,509.35; and (3) accept the project. Following discussion, Director Rencher moved to: (1) approve Pay Application No. 7 and Final in the amount of \$332,191.96; (2) approve Change Order No. 6 in the amount of \$109,509.35; and (3) accept the project. Director Hrbacek seconded the motion, which was approved by unanimous vote.

#### PLANNING/CAPITAL IMPROVEMENTS

##### SEGMENT "C" PHASE I (U.S. 59 TO RABBS BAYOU)

Mr. Gehbauer gave an update on Segment "C" Phase I clearing and grubbing contract. He stated that this project is complete and recommended the Board: (1) approve Pay Application No. 3 and Final in the amount of \$17,076.50; and (2) accept the project. Director Tallas moved to: (1) approve Pay Application No. 3 and Final in the amount of \$17,076.50; and (2) accept the project. Director Rencher seconded the motion, which was approved by unanimous vote.

Mr. Stone then recommended the Board approve Supplemental Agreement No. 3 to the Agreement of March 18, 2015, for Engineering Services Agreement with IDC, Inc. ("IDC"). Following review and discussion, Director Tallas moved to approve the Supplemental Agreement No. 3 with IDC, subject to approval by Commissioners Court. Director Rencher seconded the motion, which was approved by unanimous vote.

DESIGN OF DIRECT CONNECTORS AT FM 1093

Mr. Stone next recommended the Board approve Supplemental Agreement No. 2 to the Agreement of March 18, 2015, for Engineering Services Agreement with Aguirre & Fields, LP. ("A&F"). Following review and discussion, Director Tallas moved to approve the Supplemental Agreement No. 2 with A&F, subject to approval by Commissioners Court. Director Rencher seconded the motion, which was approved by unanimous vote.

PEEK ROAD INTERSECTION MODIFICATIONS

Mr. Stone stated that the bid package for Peek Road intersection modifications is complete, advertising for the project has begun, and bids will be received in January 2016. No Board action was needed.

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 convened in Executive Session at 6:51 p.m.

RECONVENE IN OPEN SESSION

The Board reconvened in regular session at 7:06 p.m.

Director Kee moved to authorize execution of a Memorandum of Agreement with the land owners of Parcel No. 6 as discussed in executive session and subject to approval by Commissioners Court. Director Hrbacek seconded the motion, which was approved by unanimous vote.

PROPOSAL FOR PROFESSIONAL LAND PLANNING SERVICES

Mr. Muller explained that the Authority's condemnation attorney requested the Board consider engaging RVi to provide professional land planning services for Parcel No. 22A. Following review and discussion, Director Rencher moved to engage RVi to provide professional land planning services for Parcel No. 22A at an amount not to exceed \$8,000 and subject to approval by Commissioners Court. Director Tallas seconded the motion, which was approved by unanimous vote.

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



Secretary, Board of Directors

LIST OF ATTACHMENTS

|                                   | Minutes     |
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| Attendance Sheet .....            | 1           |
| Board Book.....                   | 1           |
| Worksheet Showing Toll Rates..... | 2           |