

MINUTES
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

January 20, 2016

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 20th day of January, 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, thus constituting a quorum.

Also present for all or part of the meeting were: David Gornet of the Grand Parkway Association; Mark Heidaker of Property Acquisition Services, LLC; Howard Caldwell of LJA Engineering, Inc.; Cliff Kavanaugh of First Southwest Company; Andy Boswell of Bio-West Inc.; John Maples of CDM Smith; Scott Kirby of Aguirre + Fields ("A&F"); Karen Vannerson, James Harris, and Brian Harris of Linebarger Goggan Blair & Sampson LLP; Zak Vermillion of Ramos Consulting; Raj Basavaraju of HNTB; Gary Gehbauer of Brown & Gay Engineers, Inc.; Terence Wall of Fort Bend County Constables Office Precinct 3; John Herman and Martin Garret of Fort Bend County Constables Office Precinct 4; Richard Stolleis and Cindy Pribyl of Fort Bend County (the "County"); Michael Stone, Phil Martin 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 Tallas moved to approve the following Consent Agenda items: (1) the meeting minutes from December 16, 2015; (2) the bookkeeper's report, including payment of bills; (3) the operating report; and (4) sworn statements, bonds, and oaths of office for members of the Board of Directors. Director Kee 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.

DISCLOSURE OF INTERESTED PARTIES IN DISTRICT CONTRACTS

Mr. Muller stated that the Texas Legislature passed a bill, imposing new requirements for contracts entered into by governmental entities. He added that a business entity must disclose

certain interested parties, intermediaries, and controlling interests when seeking any contract that is in excess of \$1 million or requires an action or vote by the governing body before a governmental entity may enter into the contract. Mr. Muller explained that business entities are required to fill out a disclosure form, which can be found on the Texas Ethics Commission website, and have the form notarized. He added that a governmental entity cannot enter into a contract until proper disclosure forms are received by the Authority. Mr. Muller stressed that HB 1295 affects all contracts entered into by all Texas governmental entities, including construction contracts, consultant and service contracts and bond-related contracts. No action was needed by the Board.

UPDATE ON FILING OF REQUIRED DOCUMENTATION OF EMINENT DOMAIN AUTHORITY IN TEXAS

Mr. Muller stated that SB 1812 (2015) requires all public and private entities with eminent domain authority to annually file a report with the Comptroller of Public Accounts. He added that MLG has filed this report for the Authority for calendar year 2015. No Board action was needed.

ADDITIONAL OPERATING MATTERS

Mr. Stone discussed additional operating matters.

Mr. Gehbauer stated that bids were received for the storm sewer repair project on January 19, 2016 and recommended the Board award the contract to T Construction, the low bidder, in the amount of \$131,115.00. Following discussion, Director Kee moved to authorize the Chairman or Vice Chairman to execute a contract with T Construction for the storm sewer repair project, subject to receipt of Form 1295, receipt of required insurance certificate and bonds, and approval by Commissioners Court. Director Tallas seconded the motion, which was approved by unanimous vote.

The Board discussed the possibility of issuing non-tag customers invoices in lieu of violation notices. Mr. Stone stated that MSA is waiting on additional information from Xerox before this process can be implemented. He added that Segment "F" of the Grand Parkway is scheduled to open February 2016 and recommended the Board authorize MSA the discretion to waive penalty fees of customers without toll tags while the Authority works on implementing the new policy. Following discussion, the Board concurred to allow MSA to waive penalty fees of customers without toll tags at their discretion.

SUPPLEMENTAL AGREEMENT XEROX

Mr. Stone gave an update on discussions with Xerox regarding changing the Authority's software to allow for pre-violation invoices. He stated that MSA is does not have final pricing and asked that the Board table action regarding this agenda item. Discussion ensued and the Board tabled action.

CENTRAL US HUB INTEROPERABILITY AGREEMENT

Mr. Stone gave an update on the status of the Central US HUB Interoperability Agreement and reviewed highlights of the new Agreement. He stated that MSA has not received the final Agreement and recommended the Board table action regarding this agenda item. Discussion ensued and the Board tabled action.

PLANNING/CAPITAL IMPROVEMENTS

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

Mr. Gehbauer stated that bids were received for construction of Segment "C," Phase 1 and recommended the Board award the contract to James Construction, the low bidder, in the amount of \$5,199,904.50. Following discussion, Director Rencher moved to authorize the Chairman or Vice Chairman to execute a contract with James Construction for construction of Segment "C," Phase I, subject to receipt of Form 1295, receipt of required insurance certificate and bonds, and approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote.

DESIGN OF DIRECT CONNECTORS AT FM 1093

Mr. Gehbauer introduced Scott Kirby with A&F to the Board. Mr. Kirby then gave an update on the design of the direct connectors.

PEEK ROAD INTERSECTION MODIFICATIONS

Mr. Gehbauer stated that bids were received for the Peek Road closure project on January 19, 2016 and recommended the Board award the contract to NBG Constructors, Inc. ("NBG"), the low bidder, in the amount of \$133,406.00. Following discussion, Director Tallas moved to authorize the Chairman or Vice Chairman to execute a contract with NBG for the Peek Road project, subject to receipt of Form 1295, receipt of required insurance certificate and bonds, and approval by Commissioners Court. Director Hrbacek seconded the motion, which was approved by unanimous vote.

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 7:55 p.m.

RECONVENE IN OPEN SESSION

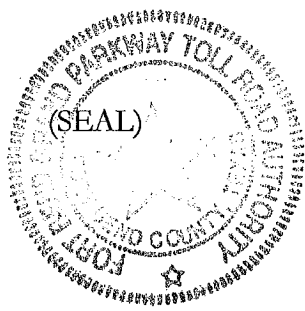
The Board reconvened in regular session at 8:14 p.m.

Director Kee moved to authorize the Authority's condemnation attorneys proceed with condemnation of Parcel No. 6 if necessary because of title defects. 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.

Asst.

Secretary, Board of Directors



LIST OF ATTACHMENTS

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