

MINUTES
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

March 23, 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 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; David Gornet of the Grand Parkway Association; Mark Heidaker of Property Acquisition Services, LLC (“PAS”); Cliff Kavanaugh of FirstSouthwest, a Division of Hilltop Securities Inc.; Scott Kirby and Rick Carle of Aguirre + Fields; Karen Vannerson of Linebarger Goggan Blair & Sampson LLP; Zak Vermillion of Ramos Consulting; Gary Gehbauer of Brown & Gay Engineers, Inc.; Pamela Logsdon of AVANTA Services; Officer Ronald DeJohn of Fort Bend County Constables Office Precinct 3; Ed Sturdivant, Richard Stolleis, and Charles Dean of Fort Bend County (the “County”); Michael Stone, Sherrie Knoepfel, 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. Mr. Anthony Alai addressed the Board regarding his toll road account being sent to collections. He explained that he settled his account with Harris County Toll Road Authority (“HCTRA”) and was told to ignore any additional notices he might receive. Mr. Alai added that he learned later that HCTRA and the Authority are different entities. He requested the Board waive all fees associated with his account and asked that the Authority work with HCTRA to link accounts of all toll riders together to avoid this happening to any other customer. Director Condrey thanked Mr. Alai for his comments and stated that a representative from MSA will contact him in the next couple of weeks regarding his account.

Director Condrey closed the meeting to public comments.

CONSENT AGENDA

Director Condrey requested agenda item no. 6 be pulled from the Consent Agenda.

Director Tallas moved to approve the following Consent Agenda items: (1) the meeting minutes from February 20, 2016; (2) the bookkeeper's report, including payment of bills; (3) the operating report; and (4) the Annual Report and authorize filing of same. 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.

Mr. Sturdivant reviewed the audit for fiscal year end September 30, 2015. Following review and discussion, Director Kee moved 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. 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 Kee seconded the motion, which was approved by unanimous vote. A copy of the amended section of the Business Requirements is attached.

Ms. Knoepfel informed the Board that she met with representatives of the County regarding signs along the County toll road system. She added that permitting and enforcement of sign regulations are currently handled by the County and she recommends the Board transfer this responsibility to MSA. Discussion ensued and the Board requested MSA provide a proposal for the cost to handle permitting and enforcement of signs along the County toll road system.

MASTER SERVICE AGREEMENT WITH STRIPES AND STOPS COMPANY, INC. AND JOB ORDER

Mr. Stone stated that pavement markings in several areas on the Grand Parkway need to be replaced and recommends the Board enter into a Master Service Agreement with Stripes and Stops Company, Inc. ("S&S") for roadway marking repairs. He added that Job Orders with S&S in the amounts of \$15,495.72, \$4,458.10, and \$6,436.50, for repairs along US 90A, FM 1464, and FM 1093 intersections of Grand Parkway, are also being presented for approval by the Board. Mr. Muller informed the Board that the Authority's Master Service Agreement NOW authorizes Mr. Stone or Mr. Stolleis to approve Job Orders under \$10,000. Following review and discussion, Director Tallas moved to authorize execution of a Master Service Agreement and approve the Job Orders with S&S, pending approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote.

SUPPLEMENTAL AGREEMENT TRANSCORE, LP

Mr. Stone discussed the toll violation review process. He explained that in order to reduce the number of images sent to human review TransCore, LP is introducing a third OCR engine to improve the confidence levels to bypass human review. He recommended the Board approve Supplemental Agreement No. 4, in the amount of \$41,775.90, to the Agreement between the

Authority and TransCore, LP. Following discussion, Director Tallas moved to authorize execution of Supplemental Agreement No. 4 with TransCore, LP for a third OCR engine, subject to approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote.

MASTER SERVICE AGREEMENT FOR ILLUMINATION AND ELECTRICAL REPAIR SERVICES

Mr. Stone review and recommended the Board approve a Master Service Agreement with Traf-Tex, Inc. for illumination and electrical repair services. Following discussion, Director Hrbacek moved to authorize execution of a Master Service Agreement with Traf-Tex, Inc., pending approval by Commissioners Court. Director Kee 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 construction of Segment "C," Phase 1. No Board action was needed.

DESIGN OF DIRECT CONNECTORS AT FM 1093

Mr. Gehbauer introduced Mr. Carle to the Board. Mr. Carle gave a presentation on the design and schematic of the direct connectors. No Board action was needed.

PEEK ROAD INTERSECTION MODIFICATIONS

Mr. Stone stated that the pre-construction meeting on the Peek Road intersection modifications was held today. He added that MSA is meeting with businesses in the area tomorrow regarding the road closure. No Board action was required.

Mr. Gornet informed the Board that Segment G of the Grand Parkway will open on March 29, 2016.

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 8:00 p.m.

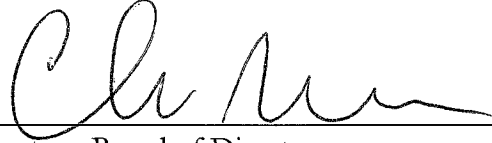
RECONVENE IN OPEN SESSION

The Board reconvened in regular session at 8:23 p.m.

Following discussion, Director Hrbacek moved to: (1) approve a check request in the amount of \$2,500.00 from PAS for Mount Mariah Baptist Church for expenses related to finding a new location; (2) approve a check request in the amount of \$19,925.00 from PAS for Mount Mariah Baptist Church for relocation expenses, to be paid once the move is complete; (3) approve a check

request to the Registry of County Court of Law No. 5 in the amount of \$1,082.00 for the Canyon Gate at the Brazos Owners Association condemnation; and (4) approve a check request to the Registry of County Court of Law No. 5 in the amount of \$1,491,285.00 for Buc-ee's Ltd. condemnation. Director Kee 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
Page

Attendance Sheet.....	1
Board Book.....	1
Amended section of the Business Requirements.....	2