

MINUTES
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

September 21, 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 September 21, 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; Zak Vermellion of Ramos Consulting, LLC; Ahmed Valdez of HNTB; Colin Parish of G&P Consulting; Gary Gehbauer and Dave Johnston of Brown & Gay Engineers, Inc.; Pamela Logsdon of AVANTA Services; Karen Vannerson of Linebarger Goggan Blair & Sampson LLP; Officers Ronald DeJohn and Terrance Wall of Fort Bend County Constables Office Precinct 3; Cliff Kavanaugh and Trey Cash of FirstSouthwest, a Division of Hilltop Securities Inc.; Richard Stolleis and Charles Dean of Fort Bend County (the "County"); Michael Stone, Megan Browne, and Phil Martin of Mike Stone Associates, Inc. ("MSA"); Richard L. Muller, Jr. 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 all items on the consent agenda item, which include: (1) the meeting minutes from August 17, 2016 and August 31, 2017; (2) the bookkeeper's report, including payment of bills; (3) engagement Whitley Penn to perform the annual audit, subject to approval by Commissioners Court; and (4) the operating report. Director Tallas seconded the motion, which was approved by unanimous vote. Copies of documents related to consent agenda items are included in the attached Board Book.

ADOPT BUDGET FOR FISCAL YEAR ENDING SEPTEMBER 30, 2017

Mr. Stone reviewed the budget for fiscal year ending September 30, 2017. He stated that changes to the budget were made as discussed at the special Board meeting. Following review and discussion, Director Tallas moved to approve the budget for fiscal year ending September 30, 2017,

as revised, and subject to approval by Commissioners Court. Director Hrbacek seconded the motion, which was approved by unanimous vote.

RENEWAL OF AGREEMENT FOR THE PROVISION OF TOLL ENFORCEMENT, INCIDENT MANAGEMENT, AND LAW ENFORCEMENT SERVICES ON THE GRAND PARKWAY TOLLWAY

The Board reviewed an Agreement for the Provision of Toll Enforcement, Incident Management, and Law Enforcement Services on the Grand Parkway Tollway for services commencing October 1, 2016, and ending September 30, 2017. After review and discussion, Director Kee moved to approve the Agreement for the Provision of Toll Enforcement, Incident Management, and Law Enforcement Services on the Grand Parkway Tollway, subject to approval by Commissioners Court. Director Tallas seconded the motion, which passed unanimously.

ADDITIONAL OPERATING MATTERS

Mr. Stone discussed additional operating matters with the Board. He reported on the status of the storm sewer repair at US 90A and the Grand Parkway and recommended the Board approve Change Order No. 5 in the amount of \$9,230.00, and accept the project. Following review and discussion, Director Tallas moved to approve Change Order No. 5 in the amount of \$9,230.00, and acceptance of the project. Director Kee seconded the motion, which was approved by unanimous vote.

Mr. Stone reported on erosion occurring on the north bank of the Brazos River at the Grand Parkway. He stated that Freese and Nichols, Inc. ("F&N") is continuing to work on the preliminary engineering report to identify options to stop the erosion at the Grand Parkway bridge. Mr. Stone recommended the Board approve Supplemental Agreement No. 1 to the contract with F&N to expand the scope of work, due to additional information requested by the Army Corps of Engineers on the project. Mr. Muller informed the Board that Fort Bend County Levee Improvement District No. 7 ("FBC LID No. 7") has engaged F&N to address erosion concerns on the bank of the Brazos River as well; however, Mr. Stone confirmed that the scope of service stated in Supplemental Agreement No. 1 does not overlap with scope of service F&N is performing for FBC LID No. 7. Mr. Stone added that once the Authority's report is complete a meeting will be held with FBC LID N. 7 to review F&N's findings. Following review and discussion, Director Hrbacek moved to approve Supplemental Agreement No. 1 with F&N, subject to approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote.

Mr. Stone reported that the Request for Proposals for violation processing services were issued on September 9, 2016, and are due on October 14, 2016. No Board action was needed.

Mr. Stone reported on the status of the sign regulations along the parkway. He stated that MSA has begun to map the data and formulate a plan of action. Mr. Stone added that MSA is continuing to work revising the Authority's Order Establishing Regulations for the Placement of Signs. No Board action was needed.

MASTER SERVICE AGREEMENT WITH YELLOWSTONE LANDSCAPE AND JOB ORDER

Mr. Stone recommended the Board renew the existing contract with Yellowstone Landscape, LLC ("Yellowstone"), formally Bio Landscape, LLC, for maintenance and mowing services by

entering into a Master Service Agreement. He then reviewed a Job Order with Yellowstone which, explains the services that will be performed and the cost. Following review and discussion, Director Hrbacek moved to authorize execution of a Master Service Agreement and Job Order with Yellowstone, pending approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote.

JOB ORDER WITH TRAF-TEX, INC. FOR ILLUMINATION REPLACEMENT

Mr. Stone reviewed and recommended the Board approve a Job Order with Traf-Tex, Inc. in the amount of \$573,750.00, to upgrade roadway illumination fixtures with LED fixtures on the Fort Bend Parkway and Westpark Tollway. He added that the Authority will bill Fort Bend County Toll Road for this Job Order. Following review and discussion, Director Tallas move to approve the Job Order with Traf-Tex, Inc., pending approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote.

LEGISLATIVE UPDATE

Mr. Parish gave an update on legislative matters. He informed the Board that he will start sending out weekly summaries of bills that are of interest for the Authority.

RENEW CONTRACT FOR PROFESSIONAL SERVICES WITH G&P CONSULTING

The Board reviewed and discussed the Contract for Professional Services with G&P Consulting. Following review and discussion, Director Tallas moved to renew the Contract for Professional Services with G&P Consulting, subject to approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote.

CAPITAL IMPROVEMENTS

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

Mr. Stone reported on construction of Segment "C," Phase 1, and recommended the Board approve Change Order No. 2 in the amount of \$167,442.61. Following review and discussion, Director Kee moved to approve Change Order No. 2 in the amount of \$167,442.61. Director Hrbacek seconded the motion, which was approved by unanimous vote.

DESIGN OF DIRECT CONNECTORS AT FM 1093

Mr. Gehbauer stated that Aguirre & Fields, LLC will proceed with design of the "short" version of the direct connectors as instructed by the Board at the special meeting. No Board action was needed.

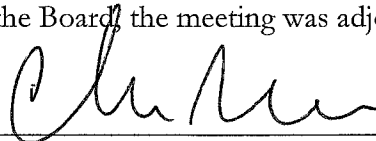
CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE, LEASE, OR VALUE OF REAL PROPERTY

The Board convened in Executive Session, and Director Condrey announced the date and time to be 7:53 p.m. on September 21, 2016.

RECONVENE IN OPEN SESSION

The Board reconvened in regular session, and Director Condrey announced the date and time to be 8:05 p.m. on September 21, 2016. Following discussion, Director Hrbacek moved to authorize Gardere Wynne Sewell LLP, the Authority's condemnation attorneys, to negotiate a Settlement Agreement under the parameters discussed in executive session. Director Robertson Kee 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



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