

MINUTES  
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

November 16, 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 November 16, 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: Trey Cash of FirstSouthwest, a Division of Hilltop Securities Inc.; Gary Gehbauer of Brown & Gay Engineers, Inc.; Karen Vannerson of Linebarger Goggan Blair & Sampson LLP; Richard Stolleis of Fort Bend County; Phil Martin, Michael Stone, Megan Browne, and John Fletcher of Mike Stone Associates, Inc.; Richard L. Muller, Jr. and Jenny Salgado of The Muller Law Group. 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 Hrbacek moved to approve all items on the consent agenda, which includes: (1) the meeting minutes from October 19, 2016; (2) the bookkeeper's report, including payment of bills; and (3) the operating report. 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.

ADDITIONAL OPERATING MATTERS

Mr. Stone discussed additional operating matters with the Board.

Mr. Muller discussed the Right of Entry Agreement between the Authority and Fort Bend County Levee Improvement District No. 7 for geotechnical investigations occurring on the north bank of the Brazos River at the Grand Parkway. Following review and discussion, Director Kee moved to approve the Right of Entry Agreement, subject to approval by Commissioners Court. Director Rencher seconded the motion, which was approved by unanimous vote.

Mr. Stone presented and reviewed a memorandum on the proposals received for violation processing services. Proposals were received from Xerox, TransCore, Municipal Service Bureau (“MSB”) and South West Credit (“SWC”). Mr. Stone noted the Authority’s current contract is with Xerox and ends in March 2017. Following review and discussion, Director Rencher moved to select SWC to provide violation processing services for the Authority and finalize an agreement with SWC for consideration by the Board at the next meeting. Director Hrbacek seconded the motion, which was approved by unanimous vote. A copy of the memorandum is attached.

Mr. Stone stated that the Authority currently has one contract with RS&H, Inc. (“RS&H”) for implementation of new contracts and projects as well as ongoing operation and maintenance support. Mr. Stone recommends the Authority enter into a separate Master Service Agreement with RS&H, for ongoing operation and maintenance support. The existing service agreement will be for implementation of new contracts and projects. After review and discussion, Director Tallas moved to approve the Master Service Agreement with RS&H, subject to approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote. Mr. Muller added that MLG received a Form 1295 from RS&H for this Agreement.

Mr. Stone reviewed and recommended the Board approve a Service Order with ISI Contracting, Inc. in the amount of \$182,904.00, for the toll plaza pavement repair project. Following review and discussion, Director Kee move to approve the Service Order with ISI Contracting, Inc., pending approval by Commissioners Court. Director Tallas seconded the motion, which was approved by unanimous vote. Mr. Muller added that MLG received a Form 1295 from ISI Contracting, Inc for this Service Order.

Mr. Gehbauer gave an update on construction along the Grand Parkway. He noted that the construction along the HEB and River Park are complete. No Board action was taken.

## CAPITAL IMPROVEMENTS

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

Mr. Stone presented and recommended approval of Change Order Nos. 6, 8, 9, and 10 in the respective amounts of \$28,853.71, \$11,783.32, \$671.40, and \$5,942.83 to James Construction Group for the construction of Segment “C,” Phase 1. Following review and discussion, Director Hrbacek moved to approve the Change Orders. Director Kee seconded the motion, which was approved by unanimous vote.

### DESIGN OF DIRECT CONNECTORS AT FM 1093

Mr. Gehbauer updated the Board on progress for the direct connectors on SH 99 and FM 1093. He stated that Aguirre & Fields, LLC will submit 30% of design plans by November 18, 2016. No Board action was taken.

### EXIT RAMP AT AIRPORT BOULEVARD AND RELATED COST SHARING AGREEMENT WITH FORT BEND COUNTY MUNICIPAL UTILITY DISTRICT NO. 134E

Mr. Muller presented and reviewed the Joint Project Agreement Regarding Road Right-of-Way and Related Construction (the “Joint Project Agreement”) with Fort Bend

County Municipal Management District No. 1 ("FBC MMD No. 1"). Mr. Muller explained that Grand Parkway 1358 LP currently owns the land adjacent to the Grand Parkway and necessary for construction of the deceleration lane associated with the Exit Ramp, (the "Land") and has agreed to convey the Land for use as road right-of-way for the deceleration lane. He added that the Authority shall design and construct the Land and FBC MMD No. 1 will be responsible for 100% of the cost to design and construct the Land. Following review and discussion, Director Rencher moved to approve the Joint Project Agreement between the Authority and FBC MMD No. 1. Director Tallas seconded the motion, which was approved by unanimous vote.

### SPECIAL PROJECTS

Mr. Stone reviewed the Authority's special projects list with the Board. 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 did not convene in Executive Session.

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

  
Secretary, Board of Directors



LIST OF ATTACHMENTS

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