

MINUTES
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

July 19, 2017

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 July 19, 2017, 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: Robert Quarles of Fort Bend County Precinct One; James Harris of Linebarger Goggan Blair & Sampson LLP; Francine Stefan of FirstSouthwest, a Division of Hilltop Securities Inc.; Colin Parrish of Statehouse Consultants, LLC; Pamela Logsdon of AVANTA Services; Richard Stolleis of Fort Bend County (the “County”); Gary Gehbauer and Dave Johnson of Brown & Gay Engineers, Inc. (“BGE”); Michael Stone, Phil Martin, and Megan Browne of Mike Stone Associates, Inc. (“MSA”); Richard L. Muller, Jr. and Jenny Salgado 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 Hrbacek moved to approve all items on the consent agenda, which includes: (1) the meeting minutes from June 21, 2017; (2) the bookkeeper’s report, including payment of bills; and (3) 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.

BRAZOS RIVER EROSION

Mr. Stone reported on the status of the Jodie Stavinoha Bridge Erosion Project (the “Project”), and noted NBG Constructors has been working on the site since June 21, 2017.

Mr. Stone and Mr. Muller presented, reviewed, and recommended approval of the construction contract with NBG Constructors, Inc., in the amount of \$14,767,125.00 to serve the Project. After review and discussion, Director Hrbacek moved to authorize the execution of the contract with NBG Constructors, Inc., pending receipt of the appropriate bonds, certificates of insurance, and 1295 Form. Director Kee seconded the motion, which passed unanimously.

Director Hrbacek requested clarification regarding the Project engineer. Mr. Stone reported that Freese & Nichols will be designated as the design engineer and BGE will operate as the engineer for construction.

Mr. Gehbauer recommended the Authority enter into an agreement with Geotest Engineering, Inc. ("Geotest") for the testing services for the Project in an amount not to exceed \$75,000.00. Following review and discussion, Director Kee moved to authorize and execute an Engineering Services Agreement with Geotest, subject to approval by Commissioner Court. Director Tallas seconded the motion, which was approved by unanimous vote.

Mr. Stone reviewed and recommended the Board approve Supplemental Agreement No. 3 to the Engineering Services Agreement with Freese and Nichols, Inc. ("F&N"). Following review and discussion, Director Tallas moved to approve Supplemental Agreement No. 3 with F&N, subject to approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote.

Mr. Stone discussed and reviewed a meeting held with Tom Wendorf. Mr. Muller and Mr. Stone recommended approval of a contract with Wendorf Beward Partners in an amount not to exceed \$20,000 to evaluate state and federal funding for the Project. After review and discussion, Director Kee moved to approve the contract with Wendorf Beward Partners in an amount not to exceed \$20,000. Director Tallas seconded the motion, which was approved by unanimous vote. Director Hrbacek recused himself from any discussion on the issue.

Mr. Muller reviewed with the Board a proposed Reimbursement Agreement with Fort Bend County Toll Road Authority and a Resolution Expressing Intent to Reimburse related to the Project. After review and discussion, Director Tallas moved to approve the Reimbursement Agreement with Fort Bend County Toll Road Authority and a Resolution Expressing Intent to Reimburse. Director Hrbacek seconded the motion, which passed unanimously.

Mr. Muller reviewed an Amended and Restated Interlocal Agreement for the Design and Construction of Erosion Control Facilities between the Authority and Fort Bend County Levee Improvement District No. 7 ("LID No. 7") ("Amended and Restated Interlocal Agreement") for the Project. Mr. Muller reported the purpose of the Amended and Restated Interlocal Agreement is to reapportion the costs in the agreement due to an increase in the budget for the Project. Mr. Muller noted that inside Right-Of-Way maintenance will be the Authority's responsibility and outside Right-Of-Way maintenance will be LID No. 7's responsibility. LID No. 7 has secured an easement from the Homeowner's Association to allow the necessary work for the Project. Following review and further discussion, Director Hrbacek moved to approve and authorize execution of the Amended and Restated Interlocal Agreement subject to approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote.

SCHEDULE BUDGET WORKSHOP

Following discussion, the Board concurred to hold a special meeting to conduct a budget workshop on August 22, 2017, at 5:30 p.m. at the offices of the Greater Fort Bend Economic Development Council.

ENGAGEMENT LETTER WITH WHITLEY PENN

The Board reviewed an engagement letter with Whitley Penn to perform the annual audit of the Authority's financial statements. Following review and discussion, Director Kee moved to engage Whitley Penn to perform the annual audit, subject to approval by Commissioners Court. Director Hrbacek seconded the motion, which was approved by unanimous vote

ADDITIONAL OPERATING MATTERS

Mr. Stone reported on the Central US Interoperability HUB. He discussed the recent media coverage on violation notices, noting the Harris County Toll Road Authority ("HCTRA") and TxTag are experiencing back-office system issues. MSA reported issues with HCTRA and TxTag have created a delay in processing violation notices for the Authority.

Ms. Browne noted MSA is working with Off Cinco to make the Authority website mobile-friendly. The website is scheduled to go live by the end of the week.

SOUND MITIGATION ALTERNATIVES ALONG SEGMENT C FROM DRAINAGE CHANNEL TO SANSBURY BOULEVARD

Mr. Gehbauer presented and reviewed a final report on the sound wall study. Discussion ensued regarding other alternatives for the sound wall. No Board action was taken.

LEGISLATIVE UPDATE

Mr. Parrish reported on the special session. No Board action was taken.

CAPITAL IMPROVEMENTS

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

Mr. Stone stated Change Order No. 15 adjust final quantities for expedited concrete pavement, additional law enforcement hours, and concrete riprap. The change order initiates the process of closing out the project, but MSA and BGE are still waiting on warranty documentation before they can recommend project acceptance. After review and discussion, Director Tallas moved to approve Change Order No. 15. Director Kee seconded the motion, which was approved by unanimous vote.

DESIGN OF DIRECT CONNECTORS AT FM 1093/WESTPARK

Mr. Gehbauer reported on the progress of design of the direct connectors at FM 1093.

SPECIAL PROJECTS

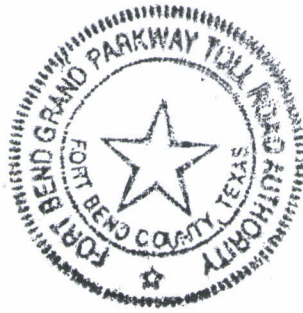
Mr. Stone reviewed the Authority's special projects list.

Mr. Stone reported on the construction of FM 1093/SH 99 turn lane and signal modification. Mr. Stone recommended approval of Pay Estimate No. 3 and Change Order No. 1 to Main Lane

Construction in the respective amounts of \$137,582.80 and \$5,148.97. Following review and discussion, Director Hrbacek moved to approve Pay Estimate No. 3 and Change Order No. 1 in the respective amounts of \$137,582.80 and \$5,148.97. 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.

(SEAL)



Asst.

Secretary, Board of Directors

LIST OF ATTACHMENTS

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