

MINUTES
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

October 18, 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 October 18, 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, thus constituting a quorum.

Also present for all or part of the meeting were: Trey Cash of FirstSouthwest, a Division of Hilltop Securities, Inc.; Pamela Logsdon of AVANTA Services; Charles Dean of Fort Bend County; Gary Gehbauer of Brown & Gay Engineers, Inc. ("BGE"); Michael Stone, Phil Martin, and Megan Browne of Mike Stone Associates, Inc. ("MSA"); Richard L. Muller, Jr., Shima Jalalipour, 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 Rencher moved to approve all items on the consent agenda, which includes: (1) the meeting minutes from September 20, 2017; (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.

NOVEMBER AND DECEMBER MEETING DATES

After discussion, the Board concurred to hold the next Board meetings as regularly scheduled on November 15, 2016, and December 20, 2016.

JODIE STAVINOHA BRIDGE EROSION PROJECT

Mr. Stone and Mr. Gehbauer presented and reviewed draft sketches of the modified repair design, copies of which are attached in the Board Book. Mr. Stone reported that engineers are completing a modification of the design because of the additional erosion that occurred from Harvey and to remove the approach slabs and install drill shafts. These drill shafts will replace the work that was to be installed from a bench beneath the bridge in the river in front of the abutment.

Mr. Stone stated that for the safety of the traveling public, traffic across the bridge will be closed in one direction for 3 weeks while work is performed, and the opposite side of the bridge would then be closed to traffic for 3 weeks to finalize this phase of construction. Then the bridge would be reopened in both directions. Mr. Stone noted he will notify all appropriate parties regarding the partial closure of the bridge. No Board action was taken.

AMEND TOLL RATE SCHEDULE

Mr. Stone and Mr. Muller discussed and reviewed changes that were made to the Amended and Restated Order Establishing a Toll Rate Schedule for the Fort Bend Grand Parkway Toll Road ("Order"). Following review and discussion, Director Tallas moved to adopt the Order, subject to approval by Commissioners Court. Director Rencher seconded the motion. Director Condrey called the question, and Directors Tallas, Condrey, Rencher, and Kee voted aye. Director Hrbacek voted naye. The motion thus passed.

CONTRACT FOR RIGHT-OF-WAY MOWING

Mr. Stone presented and reviewed a Master Service Agreement ("Agreement") with Yellowstone Landscape ("Yellowstone"). Mr. Stone reported that Yellowstone's proposal was the only prequalified contractor for the Texas Department of Transportation ("TxDOT"), and had satisfactory references from comparable projects. Following review and discussion, Director Tallas moved to approve the Agreement with Yellowstone. Director Hrbacek seconded the motion, which was approved by unanimous vote.

ADDITIONAL OPERATING MATTERS

Mr. Stone discussed additional operating matters with the Board.

Mr. Stone distributed and reviewed a term sheet, a copy of which is attached in the Board Book, for an Interlocal Agreement between the City of Sugar Land and the Authority to operate and maintain traffic signals on SH-99. The Interlocal Agreement will be presented to the Board in next month's meeting for approval.

Gary stated there is nothing to report at this time regarding permit applications and construction along the Grand Parkway.

Ms. Browne presented and reviewed Supplemental Agreement No. 2 ("Agreement") with SWC Group, LLC, ("SWC") related to implementing a communication strategy for violation notices, and revising the pricing and payment schedule in Exhibit E. After review and discussion, Director Tallas moved to approve the Agreement with SWC; pending approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote.

Mr. Stone presented and reviewed a final invoice, a copy of which is attached in the Board Book, to close out the contract with Conduent (formerly known as Xerox). Mr. Stone requested approval of the final payment to Conduent in the amount of \$201,152.00. Following review and discussion, Director Hrbacek moved to approve a final payment to Conduent in the amount of \$201,152.00. Director Rencher seconded the motion, which was approved by unanimous vote.

Mr. Stone reported that the state of Colorado has expressed interest in joining the Central US Interoperability HUB, and the Southern States Regional HUB will begin testing in January 2018 to join the Central US Interoperability HUB.

EXPIRATION OF COLLECTION CONTRACTS

Mr. Stone presented and reviewed a chart, a copy of which is attached in the Board Book, of the accounts receivables for accounts in collection. Mr. Stone reported that the collections contract with Linebarger, Goggan, Blair & Sampson, LLP, and Perdue, Brandon, Fielder, Collins & Mott, LLP ended on October 1, 2017. He noted that the purpose of the contracts were to collect the remaining \$2,009,034.00 in fees owed to the Fort Bend Grand Parkway Toll Road Authority and the Fort Bend County Toll Road Authority (collectively, the “Authorities”) from old accounts. Following review and discussion, Director Rencher moved to discontinue collecting on the \$2,009,034.00 in fees owed to the Authorities. Director Kee seconded the motion. Director Condrey called the question, and Directors Tallas, Condrey, and Kee voted aye. Director Hrbacek voted naye. The motion thus passed.

REPORT ON INTERIM CHANGES TO LEGISLATIVE COMMITTEES

Mr. Muller and Mr. Stone reviewed and discussed Senate Bill 312 (“S.B. 312”). Mr. Stone noted that S.B. 312 amends the Government Code and Transportation Code to revise provisions relating to the administration and operation of the Texas Department of Transportation (TxDOT). Mr. Muller reported that S.B. 312 revises provisions relating to the use and operation of toll projects and systems in Texas, including turnpikes and toll projects of regional tollway authorities and regional mobility authorities. No Board action was taken.

CAPITAL IMPROVEMENTS

FINAL ACCOUNTING FOR SEGMENT “C” PHASE I (U.S. 59 TO RABBS BAYOU)

Ms. Browne and Ms. Logsdon reviewed the final accounting summary for Segment C, Phase 1. Mr. Muller noted the project was completed within the timeline presented at the beginning of the project.

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. Gehbauer presented and reviewed Supplemental Agreement No. 1 (“Agreement”) with AECOM Technical Services, Inc., (“AECOM”) to extend the termination date of the original Agreement to December 31, 2017. After review and discussion, Director Tallas moved to approve the Agreement with AECOM; pending approval by Commissioners Court. Director Hrbacek seconded the motion, which was approved by unanimous vote.

Mr. Stone and Ms. Browne discussed and reviewed how the trip aggregation process will help reduce the amount of Interoperability fees the Authority will pay moving forward.

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



Secretary, Board of Directors

(SEAL)



LIST OF ATTACHMENTS

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