

MINUTES
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

March 20, 2019

The Board of Directors (“Board”) of the Fort Bend Grand Parkway Toll Road Authority (“Authority”) met in regular session, open to the public, on March 20, 2019, at the offices of The Muller Law Group, PLLC, 202 Century Square Boulevard, Sugar Land, Texas 77478, 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: Hughes Jenkins of New Abundant Life Church; Greg Gray of Coast Graphics & Signs, Inc.; Scott Kirby of Freese and Nichols, Inc.; Vern Hegwood of Costello, Inc.; Lupe Garcia of Whitley Penn, LLP; Don Durgin of RPS Infrastructure, Inc.; Nadeem Abbasi of IDCUS, Inc.; Colin Parrish of Statehouse Consultants, LLC; Ed Sturdivant of Fort Bend County (“County”); Richard Stolleis and J. Stacy Slawinski of Fort Bend County Engineering Department; Joe Morrow of Hilltop Securities, Inc.; Tina Peterman of Masterson Advisors, LLC; James Thompson of Lucrum Investments, LLP; Gary Gehbauer of Brown & Gay Engineers, Inc. (“BGE”); Mike Stone of Mike Stone Associates, Inc.; and Richard L. Muller, Jr., Shima Jalalipour, and Keely Campbell of The Muller Law Group, PLLC.

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.

MINUTES

The Board considered approving the minutes of the February 20, 2019, regular meeting, and the March 6, 2019, special meeting, copies of which are attached in the Board Book. Following review and discussion, Director Tallas moved to approve the minutes, as submitted. Director Hrbacek seconded the motion, which passed unanimously.

ANNUAL REPORT

Mr. Sturdivant presented the Authority’s financial statements for the year ended September 30, 2018, copies of which are attached in the Board Book. Mr. Garcia announced that Whitley Penn, LLP, reviewed and issued a clean opinion on the Authority’s financial statements.

Mr. Morrow reported that Hilltop Securities cannot finalize the Annual Report until certain additional information from the County is received. Ms. Jalalipour stated that the Authority is required to file its annual report with the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access System ("EMMA") pursuant to SEC Rule 15c2-12 prior to March 30, 2019. Mr. Sturdivant reported that the County would send the additional information requested to Hilltop Securities prior to the filing deadline.

Following review and discussion, Director Tallas moved to approve the annual report and authorize filing of the annual report through EMMA, subject to the receipt of additional information from the County and the Authorities' consultants' review and approval. Director Kee seconded the motion, which passed unanimously.

FINANCIAL AND BOOKKEEPING MATTERS

Mr. Stone presented the bookkeeper's report, a copy of which is included in the Board Book, including the account reconciliation, budget, flow of funds, and summary of construction pay estimates, and a list of checks presented for Board approval. He noted that the overage of expenses is related to debt service. Following review and discussion, Director Hrbacek moved to approve the bookkeeper's report, including authorization of payment of the presented checks. Director Kee seconded the motion, which passed unanimously.

SIGN REGULATIONS

Ms. Jalalipour reported that the Authority's contact at Harris County Toll Road Authority ("HCTRA") stated that HCTRA is not currently revising their sign regulations. Mr. Stone advised that the Authority should move forward with finalizing its revised sign regulations, as planned.

OPERATING MATTERS

Mr. Stone presented and reviewed the Operations Report, a copy of which is included in the Board Book.

UPDATE ON APPLICATIONS FOR FLOOD RELIEF FUNDS

Mr. Stone reported that the Authority received \$12,815.81 in Direct Administrative Cost funds and that all applications to the Federal Emergency Management Agency are now closed.

AMENDMENT OF MASTER SERVICE AGREEMENT WITH TRANSCORE, LP

Mr. Stone reported that the Authority will be amending its Master Service Agreement with TransCore, L.P., to include a traffic and speed monitoring system on the Grand Parkway, at the next regular Board meeting.

FIBER INSTALLATION PROJECT UPDATE

Mr. Stone reported that BGE is working closely with Iteris Consulting, and

the fiber installation project is on schedule for completion in summer 2019. He noted that agreements will be necessary to tie-in to the Texas Department of Transportation's existing fiber.

ENGINEERING MATTERS

Mr. Gehbauer presented and reviewed the engineering report, a copy of which is in the attached Board Book. He reported that the Authority often performs regular maintenance and small projects, for which the Authority requires materials and/or lab testing. Mr. Gehbauer noted that it would be beneficial to maintain contracts with testing firms for on-call services, as needed. As such, Mr. Gehbauer presented and recommended approval of an Engineering Services Agreement with Geotest Engineering, Inc. ("Geotest") for on-call materials testing services. He then presented and recommended approval of an Engineering Services Agreement with HVJ Associates, Inc. ("HVJ") for on-call materials testing services. Following review and discussion, Director Tallas moved to approve the Engineering Services Agreements with Geotest and HVJ, subject to the receipt of a Form 1295 and counter-execution by both Geotest and HVJ. Director Kee seconded the motion, which passed unanimously.

UPDATE OF CAPITAL IMPROVEMENTS PLAN

Mr. Stone presented and reviewed the Authority's 2019-2020 Capital Improvements Plan, a copy of which is included in the Board Book. Following review and discussion, Director Hrbacek moved to approve the Authority's 2019-2020 Capital Improvements Plan, subject to approval by Fort Bend County Commissioners Court ("Commissioners Court"). Director Kee seconded the motion, which passed unanimously.

INTER-GOVERNMENTAL DISCUSSIONS AND STRATEGIC PLANNING

Mr. Thompson reported that he is working closely with Mr. Parrish regarding legislative matters impacting toll roads. He also advised that the County received and reviewed approximately 7 submittals in response to the County's request for qualifications for financial advisory services. Mr. Sturdivant added that the Commissioners Court formed a sub-committee, including Commissioners Meyers and Prestage, to conduct phone interviews with qualified financial advisory service providers. He noted that the sub-committee's decision will be discussed at the Commissioners Court meeting scheduled on March 26, 2019.

LEGISLATIVE UPDATE

Mr. Parrish reported on legislative matters impacting toll roads.

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



A handwritten signature in blue ink, appearing to be 'Ch. M.', written over a horizontal line.

Secretary, Board of Directors

LIST OF ATTACHMENTS

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Any documents referenced in these minutes and not attached herein are retained in the Authority's official records, in accordance with the Authority's Record Management Program, and are available upon request.