

MINUTES
FORT BEND COUNTY TOLL ROAD AUTHORITY

April 17, 2019

The Board of Directors (“Board”) of the Fort Bend County Toll Road Authority (“Authority”) met in regular session, open to the public, on April 17, 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, thus constituting a quorum.

Also present for all or part of the meeting were: Karen Vannerson and James Harris of Linebarger Goggan Blair & Sampson, LLP; Carmen Best of YaCari Consultants, LLC (“YaCari”); Francine Stefan and Terrell Palmer of Post Oak Municipal Advisors, LLC (“POMA”); Nadeem Abbasi of IDCUS, Inc.; Colin Parrish of Statehouse Consultants, LLC, via telephone conference; Rick Staigle of Fort Bend County Engineering Department; James Thompson of Lucrum Investments, LLP; Gary Gehbauer of Brown & Gay Engineers, Inc. (“BGE”); Mike Stone of Mike Stone Associates, Inc. (“MSA”); and Richard L. Muller, Jr. and Keely Campbell of The Muller Law Group, PLLC (“MLG”).

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 March 20, 2019, regular meeting, a copy of which is included in the attached Board Book. Following review and discussion, Director Tallas moved to approve the minutes, as submitted. Director Rencher seconded the motion, which passed unanimously.

DIGITAL BOARD BOOKS

Mr. Stone reported that the cost of a personal computer tablet for each Board member would be equal to the cost of printing board books for each Board member for approximately five to seven months. Following discussion regarding the Board’s use of digital board books, Director Rencher moved to: 1) authorize each Board member to purchase a personal computer tablet, including a keyboard and stylus, to be used during Board meetings; and 2) authorize the Authority’s

reimbursement of each Board member for the cost of the personal computer tablet, including a keyboard, stylus, and sales tax. Director Hrbacek 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 attached 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 a discrepancy in the prior months' bookkeeper's reports regarding the forecasted transactions and revenue, and stated that he would bring an updated budget for approval next month. Following review and discussion, Director Kee moved to approve the bookkeeper's report, including authorization of payment of the presented checks. Director Rencher seconded the motion, which passed unanimously.

ENGAGEMENT OF POST OAK MUNICIPAL ADVISORS AND YACARI CONSULTANTS FOR FINANCIAL ADVISORY SERVICES

Mr. Palmer reported that POMA and YaCari sent a draft engagement letter to Fort Bend County ("County"); however, they had not yet received a response from the County. Following discussion, Director Kee moved to approve the engagement letter of POMA and YaCari, subject to the approval of same by the County and MLG. Director Rencher seconded the motion, which passed unanimously.

SIGN REGULATIONS

Mr. Muller asked remaining questions to the Board regarding the draft sign regulations. Discussion ensued and the Board concurred that: i) the duration of changing messages should match the Texas Department of Transportation's ("TxDOT") standard of eight seconds with the message changing within two seconds and simultaneously on the entire sign face; ii) a "Temporary Sign" is only displayed for a maximum of seven consecutive days in any 30-day period; iii) there should be a minimum of one-half mile between Subdivision Entry Signs; iv) fees and penalties should be made payable to the Fort Bend County Toll Road Authority; and v) the sign regulations should be effective as of May 1, 2019. Following discussion, Director Rencher moved to adopt the draft sign regulations, subject to the input of the information listed above. Director Hrbacek seconded the motion, which passed unanimously.

OPERATING MATTERS

Mr. Stone presented and reviewed the operations report, a copy of which is included in the attached Board Book.

ELECTRICAL POWER CONTRACT

Mr. Stone reported that the Authority's current contract with Champions Energy for electrical usage will expire on April 30, 2021, and MSA is currently obtaining competitive quotes for electrical usage from multiple vendors. No Board action was taken.

CAPITAL IMPROVEMENTS

MASON ROAD ENTRANCE RAMP UPDATE

Mr. Gehbauer reported that BGE is working to coordinate a review meeting with the Texas Department of Transportation to discuss plans for construction of the entrance ramp.

FORT BEND PARKWAY, SEGMENT B-2

Mr. Gehbauer reported on the construction kick-off meeting held with selected engineering companies to discuss the proposed scope and fee associated with designing the extension of Fort Bend Parkway, Segment B-2. He stated he expects to have their proposals by the next Board meeting. Mr. Gehbauer also reported on a meeting held with the City of Missouri City Engineer, who did not raise any concerns regarding the extension.

Mr. Stone reported that the signs to be placed at the intersection of Fort Bend Parkway's right-of-way with Sienna Parkway and Sienna Ranch Road, respectively, have been ordered and will be installed in the next few weeks. He stated that MSA's presentation outlining the Fort Bend Parkway extension to the Sienna Realtor Group was well received.

WESTPARK EXTENSION PROJECT B

Mr. Stone reported that the extension of Westpark Tollway, Project B has achieved substantial completion. He added that the contractor demobilized all but a small crew, who will be taking care of punch list items for the next four to six weeks as the paperwork and state acceptance occur. Mr. Stone noted that the County Auditor advised that the Authority may have unused bond funds remaining from this project, which may be used towards other capital improvement projects.

WESTPARK CORRIDOR MANAGEMENT

AUTHORIZATION OF MIKE STONE AND ASSOCIATES, INC. TO ISSUE STANDARD PERMITS

Discussion ensued regarding the procedure for approval and execution of standard permits for access to the Authority's right-of-way. Following discussion, Director Tallas moved to authorize Mr. Stone to approve and execute standard permits for access to the Authority's right-of-way, subject to approval of each permit by the Authority's consultants. Director Kee seconded the motion, which passed unanimously.

ENGINEERING MATTERS

Mr. Gehbauer presented and reviewed the engineering report, a copy of which is included in the attached Board Book.

Mr. Gehbauer reviewed bids received for the preparation of right-of-way for the eastern portion of Fort Bend Parkway, Segment B-2, and recommended the contract be awarded to ISI Contracting, Inc. ("ISI"), in the amount of \$682,652.20. Following review and discussion, and based on the engineer's recommendation, the Board determined that, in their judgment, ISI would be most advantageous to the Authority and would result in the best and most economical completion of this project.

Mr. Gehbauer reviewed bids received for the painting of rails on the Fort Bend Parkway, and recommended the contract be awarded to ISI, in the amount of \$496,279.50. Following review and discussion, and based on the engineer's recommendation, the Board determined that, in their judgment, ISI would be most advantageous to the Authority and would result in the best and most economical completion of this project.

Mr. Gehbauer reported that the bid package for the painting of bridges on the Fort Bend Parkway was put on hold until September 2019, due to environmental concerns related to migratory birds' nesting and breeding season delaying the work.

Mr. Gehbauer stated that BGE is currently reviewing ARA's pavement analysis report and will incorporate same into BGE's facility inspection, which he expects to be complete by next month's Board meeting.

Following review and discussion, and based on the engineer's recommendations, Director Kee moved to: (1) approve the engineer's report; (2) award the contract for the preparation of right-of-way to ISI in the amount of \$682,652.20, subject to receipt and approval of bonds, insurance, and Form 1295s; and (3) award the contract for the painting of rails to ISI in the amount of \$496,279.50, subject to receipt and approval of bonds, insurance, and Form 1295s. Director Rencher seconded the motion, which passed unanimously.

REIMBURSEMENT AGREEMENT WITH FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

Mr. Muller presented and reviewed a Reimbursement Agreement Related to Capital Improvements ("Reimbursement Agreement"), a copy of which is included in the attached Board Book. He reported that the Reimbursement Agreement would provide for the Fort Bend County Toll Road Authority ("FBCTRA") to advance funds, as needed, in an amount not to exceed \$30,000,000, for costs related to the Authority's Capital Improvement Plan. Mr. Muller noted that, because bonds would not be issued by FBCTRA to make the loan to the Authority, the interest rate is only two percent. Following discussion and review, Director Hrbacek moved to approve the Reimbursement Agreement. Director Kee seconded the motion, which passed unanimously.

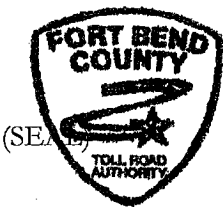
INTER-GOVERNMENTAL DISCUSSIONS AND STRATEGIC PLANNING

Mr. Thompson reported on the City of Fulshear's proposed community impact project in the Authority's right-of-way. Discussion ensued, and no Board action was taken.

LEGISLATIVE UPDATE

Mr. Parrish reported on legislative matters impacting toll roads. No Board action was taken.

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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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.