

MINUTES  
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

April 17, 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 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 Kee 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

### FIBER INSTALLATION PROJECT UPDATE

Mr. Stone reported that Iteris Consulting (“Iteris”) is nearing completion of the fiber installation design. Mr. Stone reiterated that an agreement with TxDOT will be necessary to tie-in to TxDOT’s existing fiber. No Board action was taken.

### ELECTRICAL POWER CONTRACT

Mr. Stone reported that the Authority’s current contract with Champions Energy for electrical usage will expire on April 30, 2020, and MSA is currently obtaining competitive quotes for electrical usage from multiple vendors. No Board action was taken.

### ENGINEERING MATTERS

Mr. Gehbauer presented and reviewed the engineering report, a copy of which is included in the attached Board Book. He reported that BGE is currently reviewing a noise study in relation to a request for a sound wall for a residential area south of Oyster Creek.

Mr. Thompson reported that Jerry Ulke requested that Johnson Development be allowed to construct the deceleration lane associated with iShine’s request for access at a later date. Discussion ensued, and the Board concurred that it would not vary from its policy requiring the deceleration lane be built at the same time as iShine is granted access.

Mr. Gehbauer reported that MSA and BGE are currently working on cost estimates for various options related to the construction of the Peek Road Overpass.

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. No Board action was taken.

### REIMBURSEMENT AGREEMENT WITH FORT BEND COUNTY 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.

TOLL COLLECTION AND VIOLATION PROCESSING AGREEMENTS

Mr. Stone reported that the Authority received an unsolicited proposal from the Harris County Toll Road Authority (“HCTRA”) to perform the Authority’s toll collection and violation processing services. He stated that the proposal was reviewed to determine the economic impact and the potential customer service impacts that could be expected if the proposal was implemented. Mr. Stone added that an initial meeting between the Authority and HCTRA was held to discuss the proposal and various details about implementation and operations. Mr. Muller noted that the Authority’s current contract with SWC for violation processing services will expire in January 2020. Mr. Stone requested authorization for MSA, MLG, and Mr. Thompson to begin negotiating an Interlocal Agreement with HCTRA for toll collection services. Discussion ensued, and the Board concurred to authorize MSA, MLG, and Mr. Thompson to begin negotiating an Interlocal Agreement with HCTRA for toll collection and violation processing services. No Board action was taken.

INTER-GOVERNMENTAL DISCUSSIONS AND STRATEGIC PLANNING

There was no discussion on this agenda item.

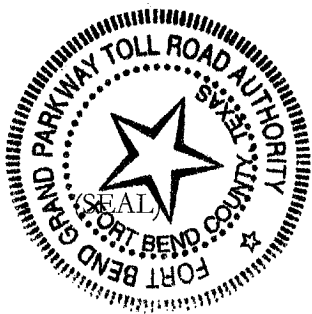
LEGISLATIVE UPDATE

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

SUPPLEMENTAL AGREEMENT NO. 5 TO MASTER SERVICES AGREEMENT OF NOVEMBER 15, 2017 FOR TOLL SYSTEMS OPERATION AND MAINTENANCE

Mr. Stone presented and reviewed Supplemental Agreement No. 5 to Master Services Agreement of November 15, 2017 for Toll Systems Operation and Maintenance with TransCore, LP (“Supplemental Agreement No. 5”). He stated that Supplemental Agreement No. 5 provides for the installation of traffic and speed monitoring systems on the Grand Parkway, Fort Bend Parkway, and Westpark Tollway. Mr. Stone added that, as such, FBCTRA will need to reimburse the Authority for its portion of the costs associated with Fort Bend Parkway and Westpark Tollway. Following review and discussion, Director Hrbacek moved to approve Supplemental Agreement No. 5, subject to FBCTRA’s agreement to reimburse the Authority for its portion of the costs associated with Fort Bend Parkway and Westpark Tollway. Director Tallas seconded the motion, which passed unanimously.

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.