

MINUTES
FORT BEND COUNTY TOLL ROAD AUTHORITY

July 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 July 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: Larry Janak of IDCUS, Inc.; Ahmad Alaswad of Fort Bend County Commissioners Court; Rick Staigle of Fort Bend County Engineering Department; Colin Parrish of Statehouse Consultants, LLC; James Thompson of Lucrum Investments, LLP; Gary Gehbauer of Brown & Gay Engineers, Inc.; Mike Stone and Phillip Smith 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 June 19, 2019, regular meeting, a copy of which is included in the attached Board Book. Following review and discussion, Director Hrbacek moved to approve the minutes, as submitted. Director Rencher seconded the motion, which passed unanimously.

INSURANCE MATTERS

Mr. Stone reported that HARCO Insurance Services, Inc. (“HARCO”) provided an updated estimate of premiums based on a revised insured asset list that includes only the Authority’s toll structures and toll equipment. He added that, based on the estimates received from HARCO, adjusting the insured asset list to include only the Authority’s toll structures and toll equipment would provide substantial savings in insurance costs of the Authority for the remainder of the 2018-2019 term and for the upcoming 2019-2020 term. Following review and discussion, Director Kee moved to: i) authorize HARCO to apply the revised insured asset list for the remainder of the 2018-2019 insurance policy; and ii) authorize MSA to solicit proposals from multiple insurance providers, based

on the revised insured asset list, for the 2019-2020 term. Director Tallas seconded the motion, which passed unanimously.

ENGAGEMENT OF WHITLEY PENN TO PERFORM AUDIT FOR FISCAL YEAR END SEPTEMBER 30, 2019

The Board reviewed an engagement letter with Whitley Penn to perform the annual audit for the fiscal year ending September 30, 2019. Following review and discussion, Director Tallas moved to engage Whitley Penn to perform the annual audit. Director Rencher seconded the motion, which was approved by unanimous vote.

FINANCIAL AND BOOKKEEPING MATTERS

Mr. Stone presented the bookkeeper's report, a copy of which is included in the attached Board Book, including the budget, flow of funds, and a list of checks presented for Board approval. Following review and discussion, Director Kee moved to approve the bookkeeper's report, including authorization of payment of the presented checks. Director Tallas seconded the motion, which passed unanimously.

ADOPTION OF AMENDED AND RESTATED NON-REVENUE AND DISCOUNT USAGE POLICY

Mr. Muller reviewed a draft Amended and Restated Non-Revenue and Discount Usage Policy. He stated that the policy is being amended, pursuant to Senate Bill 1091, to provide that qualified veterans may have up to a maximum of two toll tags for free passage, with an additional tag for qualified veterans showing hardship. Following review and discussion, Director Hrbacek moved to: i) adopt the Amended and Restated Non-Revenue and Discount Usage Policy; and ii) designate the determination of hardship to MSA. Director Tallas 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. He noted that the rail crossing signal at the intersection of FM-3013 and the Westpark Corridor was removed on July 3, 2019. He also stated that MSA is working with Enhanced Energy Services of America, LLC to identify better rates for electricity. No Board action was taken.

CAPITAL IMPROVEMENT PLAN

RIGHT TURN LANE FROM FORT BEND PARKWAY TO HIGHWAY 6

Mr. Stone provided an update on the design of the the right turn lane from southbound Fort Bend Parkway to northbound Highway 6. No Board action was taken.

FORT BEND PARKWAY, SEGMENT B-2

Mr. Stone provided an update on the clearing and right-of-way preparation, as well as the design of the overpass and roadway, for the construction of Segment B-2 of the Fort Bend Parkway. No Board action was taken.

INSTALLATION OF FOUR CHANGEABLE MESSAGE SIGNS ON FORT BEND PARKWAY

Mr. Stone provided an update on the plans for the installation of four changeable message signs on Fort Bend Parkway. No Board action was taken.

INSTALLATION OF TRAFFIC CAMERAS AND SPEED MONITORS ON FORT BEND PARKWAY

Mr. Stone provided an update on the plans for the installation of traffic cameras and speed monitors on Fort Bend Parkway. No Board action was taken.

INSTALLATION OF FOUR CHANGEABLE MESSAGE SIGNS ON FORT WESTPARK TOLLWAY

Mr. Stone provided an update on the plans for the installation of four changeable message signs on Westpark Tollway. No Board action was taken.

INSTALLATION OF TRAFFIC CAMERAS AND SPEED MONITORS ON WESTPARK TOLLWAY

Mr. Stone provided an update on the plans for the installation of traffic cameras and speed monitors on Westpark Tollway. No Board action was taken.

MASON ROAD ENTRANCE RAMP

Mr. Stone provided an updated on the plans for the construction of a westbound entrance ramp on Westpark Tollway near Mason Road. He reported that after considerable discussion with the Texas Department of Transportation ("TxDOT") to allow the Mason Road entrance ramp to connect to FM-1093, TxDOT would like to review and approve signed and sealed drawings. Mr. Stone stated that Halff & Associates, Inc., has been directed to complete the drawings and seal them for TxDOT's review. He added that the drawings are expected to be complete within the next six weeks. Mr. Stone noted that the next step would be to advertise the project for bids. No Board action was taken.

CLEANING AND PAINTING BARRIERS AND RAILS

Mr. Stone provided an update on the cleaning and painting of the barriers and rails on Fort Bend Parkway and Westpark Tollway. He reported that the contracts are in place and the Notice to Proceed will be issued on July 29, 2019. No Board action was taken.

CLEANING AND PAINTING BRIDGES

Mr. Stone provided an update on the cleaning and painting of the bridges and overpasses on Fort Bend Parkway and Westpark Tollway. He reported that BGE is putting together a bid package for this project. Mr. Stone added that the bid package is expected to be ready to advertise for bids by the end of July in order to receive bids in August. No Board action was taken.

ADOPTION OF AMENDED CAPITAL IMPROVEMENTS PLAN

Mr. Stone presented and reviewed the Authority's amended and restated 2019-2020 Capital Improvements Plan ("CIP"), which replaces the prior version of the CIP in its entirety. The CIP was amended and restated to include only the projects prioritized for 2019-2020. Following review and discussion, Director Rencher moved to approve the Authority's amended and restated CIP. Director Kee seconded the motion, which passed unanimously.

UPDATE ON TRAFFIC AND REVENUE STUDY

Mr. Stone reported that the Authority previously received a proposal from CDM Smith, Inc., to update the Authority's traffic and revenue study. He added that MSA and BGE will be meeting with CDM Smith, Inc., to determine the complete scope of the update. No Board action was taken.

WESTPARK CORRIDOR MANAGEMENT

Ms. Jalalipour reported that 1093 Rails To Trails was being created as a local government corporation and negotiations with respect to the long-term lease to the entity would begin soon.

No Board action was taken.

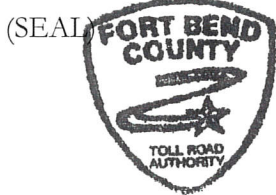
INTER-GOVERNMENTAL DISCUSSIONS AND STRATEGIC PLANNING

There was no discussion on this agenda item.

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.