

MINUTES
FORT BEND COUNTY TOLL ROAD AUTHORITY

August 21, 2019

The Board of Directors (“Board”) of the Fort Bend County Toll Road Authority (“Authority”) met in regular session, open to the public, on August 21, 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: Commissioner Andy Meyers and Robert Pechukas of Fort Bend County Precinct 3; Rick Staigle of Fort Bend County Engineering Department; Colin Parrish of Statehouse Consultants, LLC; Gary Gehbauer of Brown & Gay Engineers, Inc.; Mike Stone and Phillip Smith of Mike Stone Associates, Inc. (“MSA”); and Shima Jalalipour and Amy N. Love of The Muller Law Group, PLLC (“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.

CAPITAL IMPROVEMENT PLAN

ADDITION OF DIRECT CONNECTORS AT WESTPARK TOLLWAY AND SH-99

Commissioner Meyers addressed the Board regarding the timeline and funding for the eastbound and westbound direct connectors at Westpark Tollway and State Highway 99. He stated that Fort Bend County Precinct No. 3 can contribute \$17 million towards the cost of construction for this project. Mr. Stone informed the Board that this project is estimated to cost \$48 million. Discussion ensued regarding the timeline and additional sources of revenue. Commissioner Meyers added that the Texas Department of Transportation has also agreed to accelerate constructing additional lanes at Westpark and Grand Parkway to coincide with construction of this project. Following discussion, the Board concurred to follow-up with Commissioner Meyers regarding the timeline of the project once potential funding sources have been identified. No further Board action was taken.

MINUTES

The Board considered approving the minutes of the July 17, 2019, regular meeting and the July 24, 2019, special meeting, copies of which are included in the attached Board Book. Following review and discussion, Director Tallas moved to approve the meeting minutes, as submitted. Director Kee seconded the motion, which passed unanimously.

INSURANCE MATTERS

Mr. Stone reported that HARCO Insurance Services, Inc. ("HARCO") provided a reimbursement check in the amount of \$20,215.44, to the Authority for the insured property adjustments that were made to the current policy. He added that HARCO has also submitted a request to TML for renewal pricing and McDonald and Wessendorff Insurance is working on obtaining pricing for private insurance coverage options. No Board action was made.

ADOPTION OF ORDER AMENDING AND RESTATING THE RECORDS MANAGEMENT PROGRAM

Ms. Jalalipour presented an Order Amending and Restating the Authority's Records Management Program ("Order"). Director Hrbacek recommended Board members be given an Authority email address for all communications regarding Authority matters. Discussion ensued, and Mr. Stone agreed to create email addresses for each Board member, adding that MLG, as the Authority's Records Management Officer, will have access to each email account. Following review and discussion, Director Kee moved to adopt the Order. 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 budget, flow of funds, and a list of checks presented for Board approval. Following review and discussion, Director Hrbacek moved to approve the bookkeeper's report, including authorization of payment of 32 of the 35 invoices presented, totaling \$313,147.31. Director Kee seconded the motion, which passed unanimously.

The Board reviewed the draft budget for the fiscal year ending September 30, 2020. Mr. Stone stated that certain operational and toll system expenses shared by the Authority and the Fort Bend Grand Parkway Toll Road Authority ("FBGPTRA") will be billed at 60 percent (60%) to the Authority and 40 percent (40%) to the FBGPTRA moving forward. He added that the percentages are determined based on roadway revenues and will be recalculated annually.

Mr. Stone then discussed billing procedures and requested the Board authorize MSA and MLG to combine their individual billing of each capital improvement project into one invoice from each firm. He stated that each invoice will continue to separate each project, however only one check, to each firm, will need to be issued from Fort Bend County. Discussion ensued, and the Board concurred to authorize MSA and MLG to combine individual billing of capital improvement projects into one invoice from each firm.

OPERATING MATTERS

Mr. Stone presented and reviewed the operations report, a copy of which is included in the attached Board Book. Discussion ensued regarding costs and benefits of planting wildflowers in certain areas instead of regular mowing, and the Board concurred to take no action at this time.

Mr. Stone stated that BGE is working with MSA to prepare a contract to repair slope erosion at bridges and replace the guard fence at approaches to bridges which will help prevent future erosion. He requested authorization to advertise for bids for embankment erosion mitigation.

Mr. Stone stated that the current landscaping maintenance service contract is scheduled to expire at the end of September. He requested authorization to send out a request for proposals for landscaping maintenance services.

Mr. Stone stated that the current illumination maintenance service contract is scheduled to expire at the end of September. He requested authorization to send out a request for proposals for illumination maintenance services.

Following discussion, Director Kee moved to: i) approve the operations report; ii) authorize MSA to advertise for bids for embankment erosion mitigation; iii) authorize MSA to submit a request for proposals for landscaping maintenance services; and iv) authorize MSA to submit a request for proposals for illumination maintenance services. Director Tallas seconded the motion, which passed unanimously.

CAPITAL IMPROVEMENT PLAN

RIGHT TURN LANE FROM SOUTHBOUND FORT BEND PARKWAY TO NORTHBOUND HIGHWAY 6

Mr. Stone provided an update on the design of the right turn lane from southbound Fort Bend Parkway to northbound Highway 6. He added that NewQuest recently purchased property on this corner and has requested access from the Authority. Mr. Stone stated that he and Richard Muller will meet with NewQuest to discuss their request. No Board action was taken.

FORT BEND PARKWAY, SEGMENT B-2 MAIN LANES FROM SIENNA PARKWAY TO SIENNA RANCH ROAD

Mr. Gehbauer provided an update on 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. He stated that once the locations are determined, TransCore, LP ("TransCore"), will develop a final cost to procure,

install, and connect the signs to the Authority's fiber network. 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. He recommended the Board approve Change Order No. 1 in the amount of \$503,228 (\$221,835 of which is the Authority's share) for additional cameras, speed monitors, and related equipment. Mr. Stone reported that TransCore is the only source from which these items can be obtained. Following review and discussion, Director Hrbacek moved to approve Change Order No. 1 in the amount of \$503,228. Director Kee seconded the motion, which passed unanimously.

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. He stated that once the locations are determined, TransCore will develop a final cost to procure, install, and connect the signs to the Authority's fiber network. 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 additional Board action was taken.

WESTBOUND ENTRANCE RAMP ON WESTPARK TOLLWAY NEAR MASON ROAD

Mr. Gehbauer provided an updated on the plans for the construction of a westbound entrance ramp on Westpark Tollway near Mason Road. No Board action was taken.

CLEANING AND PAINTING OF CONCRETE BARRIERS AND RAILS ON FORT BEND PARKWAY AND WESTPARK TOLLWAY

Mr. Gehbauer provided an update on the cleaning and painting of the barriers and rails on Fort Bend Parkway and Westpark Tollway. No Board action was taken.

CLEANING AND PAINTING OF BRIDGES AND OVERPASSES ON FORT BEND PARKWAY AND WESTPARK TOLLWAY

Mr. Stone provided an update on the cleaning and painting of the bridges and overpasses on Fort Bend Parkway and Westpark Tollway. He stated that the project was advertised but did not receive any bids. Mr. Stone added that MSA and BGE will reach out to bridge cleaning contractors prior to the next advertisement to make sure they are aware of the project. No Board action was taken.

ADDITION OF DIRECT CONNECTORS AT WESTPARK TOLLWAY AND SH-99 (CONT'D)

There was no further discussion on this agenda item.

WESTPARK CORRIDOR MANAGEMENT

The local governments participating in the proposed Rails-to-Trails project are still working on forming a local government corporation.

JOINT PROJECT AGREEMENT REGARDING ROAD RIGHT-OF-WAY AND RELATED CONSTRUCTION

Ms. Jalalipour reviewed the Joint Project Agreement with Fort Bend County, Fort Bend County Municipal Utility District No. 216, and Fulshear Lakes, Ltd., and presented maps showing the agreed upon driveway locations, copies of which are in the attached Board Book. Following discussion, Director Kee moved to approve the Joint Project Agreement. Director Tallas seconded the motion, which passed unanimously.

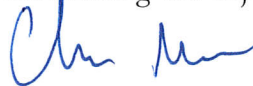
INTER-GOVERNMENTAL DISCUSSIONS AND STRATEGIC PLANNING

There was no discussion on this agenda item.

UPDATE ON LEGISLATIVE AND/OR STATEWIDE POLICY

There was no discussion on this agenda item.

Additional information on each agenda item may be found in the attached Board Book. 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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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.