

MINUTES
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

September 18, 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 September 18, 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: Osagie John Okpamen of Read King, Inc.; Josh Hargrave and Corrie Aday of HARCO Insurance Services (“HARCO”); Dave Ciarella of Enhanced Energy Services of America, LLC (“EES”); David Gornet of Gornet Consulting, LLC; Chief Deputy John Hermann of Fort Bend County Constable’s Office, Precinct 4 (“Precinct 4”); James Thompson of Lucrum Investments, LLC; Francine Stefan of Post Oak Municipal Advisors, LLC; Rick Staigle of Fort Bend County Engineering Department; Gary Gehbauer of Brown & Gay Engineers, Inc.; Mike Stone and Phillip Smith of Mike Stone Associates, Inc. (“MSA”); and 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 August 21, 2019, regular meeting, a copy of which is included in the attached Board Book. Following review and discussion, Director Rencher moved to approve the minutes, as submitted. Director Tallas seconded the motion, which passed unanimously.

ENGAGEMENT OF ROBERTS MARKEL WEINBERG BUTLER HAILEY, PC

The Board considered approving the engagement letter received from Roberts Markel Weinberg Butler Hailey, PC (“RMWBH”), for sign regulation enforcement services. Following review and discussion, Director Rencher moved to approve the engagement letter received from RMWBH. Director Hrbacek seconded the motion, which passed unanimously.

RENEWAL OF INSURANCE COVERAGE

The Board considered approving the insurance renewal proposal received from McDonald and Wessendorff Insurance (“M&W”) for directors’ and officers’ liability, public employee blanket crime, and director’s position schedule bond coverage. Following review and discussion, Director Hrbacek moved to approve the insurance renewal proposal from M&W, including the option to prepay for public employee blanket crime coverage for the next three years. Director Kee seconded the motion, which passed unanimously.

Mr. Hargrave presented and reviewed an insurance renewal proposal from HARCO for insurance coverage, including but not limited to general liability insurance. Following review and discussion, Director Kee moved to approve the insurance renewal proposal from HARCO, including: i) the rejection of flood insurance coverage; ii) the rejection of a deductible buyback for wind and hail damage; and iii) a \$3,000,000 decrease in coverage for loss of revenue. Director Tallas seconded the motion, which passed unanimously.

APPROVAL OF AGREEMENT FOR PROVISION OF TOLL ENFORCEMENT, INCIDENT MANAGEMENT, AND LAW ENFORCEMENT SERVICES

Chief Deputy Hermann presented and reviewed an Agreement for Provision of Toll Enforcement, Incident Management, and Law Enforcement Services on the Grand Parkway with Precinct 4 (“Law Enforcement Contract”). Following review and discussion, Director Tallas moved to approve the Law Enforcement Contract. 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 attached Board Book, including the 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 invoices presented. Director Tallas seconded the motion, which passed unanimously.

Mr. Stone presented the operations and maintenance budget for the fiscal year ending September 30, 2020. Following review and discussion, Director Hrbacek moved to approve the operations and maintenance budget. Director Kee 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. Following review and discussion, Director Hrbacek moved to approve the operations report. Director Tallas seconded the motion, which passed unanimously.

Mr. Ciarella presented and reviewed a handout regarding historical and current energy market pricing, a copy of which is attached. He noted that the Authority could receive a cost benefit by entering into one contract for electricity services for both the Authority and the Fort Bend County Toll Road Authority (collectively, the “Authorities”). Following review and discussion, Director Hrbacek moved to enter into a combined contract with the Fort Bend County Toll Road Authority (“FBCTRA”) and Reliant Energy for electricity services for a 96-month term, with a start date of May

1, 2020 for FBCTRA and May 1, 2021 for the Authority.

Mr. Gehbauer reported on the 2018 system inspection report (“BGE Inspection Report”) for field inspections of the Fort Bend Grand Parkway Toll Road, which were conducted from September 2018 to May 2019. He noted a recommendation to repair and/or replace certain portions of the main lane and frontage road overlays. No Board action was taken.

Mr. Smith confirmed that the Board members received access to their new email accounts created for Authority-related communication. No Board action was taken.

CAPITAL IMPROVEMENTS PLAN

DISCUSSION OF CAPITAL IMPROVEMENTS PLAN FOR 2019-2020 AND FUNDS FOR SAME

Mr. Stone presented and reviewed a revised draft Capital Improvement Plan for 2019-2020, including the addition of: i) westbound to northbound direct connectors at SH-99 and Westpark Tollway; ii) northbound main lanes from FM-1464 to West Airport Boulevard; and iii) segment D main lane overlays, along with sources of project funding. Ms. Stefan also distributed a pro-forma cash flow projection for funding of capital projects. Discussion ensued, and no Board action was taken.

INSTALLATION OF DEDICATED FIBER FROM WESTPARK TOLLWAY TO US-59

There was no discussion on this agenda item. No Board action was taken.

PEEK ROAD OVERPASS AND SIGNALIZED INTERSECTION

There was no discussion on this agenda item. No Board action was taken.

AUXILIARY LANES BETWEEN HARLEM ROAD AND MASON ROAD, ENTRANCE AND EXIT RAMP AT WEST AIRPORT BOULEVARD, AND U-TURNS AT WEST AIRPORT BOULEVARD

There was no discussion on this agenda item. No Board action was taken.

ADDITION OF THIRD LANE BETWEEN US-59 AND RIVERPARK DRIVE

Mr. Gehbauer presented and reviewed an Engineering Services Agreement with Binkley & Barfield, Inc. (“ESA”), in an amount not to exceed \$189,352, for the design of a third lane on the northbound frontage road of SH-99, between US-59 and the existing entrance ramp south of Riverpark Drive. Ms. Campbell reported that MLG received a Form 1295 and insurance certificate from Binkley & Barfield, Inc. Following review and discussion, Director Hrbacek moved to approve the ESA. Director Rencher seconded the motion, which passed unanimously.

INSTALLATION OF FOUR CHANGEABLE MESSAGE SIGNS

There was no discussion on this agenda item. No Board action was taken.

INSTALLATION OF TRAFFIC CAMERAS AND SPEED MONITORS ON SEGMENT D

There was no discussion on this agenda item. No Board action was taken.

MILL AND OVERLAY OF MAIN LANES ON SEGMENT D

Mr. Gehbauer reported that the mill and overlay of main lanes on Segment D is consistent with the recommendation for pavement repair and/or replacement provided in the BGE Inspection Report. No Board action was taken.

TOLL COLLECTION AND VIOLATION PROCESSING AGREEMENTS

Mr. Stone provided an update on meetings MSA had with HCTRA regarding toll collection and processing agreements for potential customer service improvement and cost savings. No Board action was taken.

UPDATE ON INTER-GOVERNMENTAL DISCUSSIONS AND STRATEGIC PLANNING

Mr. Thompson reported on his attendance at a meeting with the Texas Department of Transportation (“TxDOT”) regarding the potential removal of the construction of Segments C and D of the Grand Parkway from TxDOT’s 2020 Unified Transportation Program (“UTP”). He noted that, due to a provision in the Texas Transportation Code and overwhelming public support, the construction of Segments C and D would remain on TxDOT’s 2020 UTP.

UPDATE ON LEGISLATIVE AND/OR STATEWIDE POLICY

There was no discussion on this agenda item. No Board action was taken.

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.



Asst.

Secretary, Board of Directors

LIST OF ATTACHMENTS

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HARCO insurance renewal proposal	2
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Pro Forma Cash Flow Projections	3

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.