

MINUTES
FORT BEND COUNTY TOLL ROAD AUTHORITY

September 21, 2016

The Board of Directors (the "Board") of the Fort Bend County Toll Road Authority (the "Authority") met in regular session, open to the public, on September 21, 2016, at the offices of the Greater Fort Bend Economic Development Council, One Fluor Daniel Drive, Sugar Land, Texas, 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: Christopher Breaux of Whitley Penn; Zak Vermellion of Ramos Consulting, LLC; Ahmed Valdez of HNTB; Colin Parish of G&P Consulting; Gary Gehbauer and Dave Johnston of Brown & Gay Engineers, Inc.; Pamela Logsdon of AVANTA Services; Karen Vannerson of Linebarger Goggan Blair & Sampson LLP; Officers Ronald DeJohn and Terrance Wall of Fort Bend County Constables Office Precinct 3; Cliff Kavanaugh and Trey Cash of FirstSouthwest, a Division of Hilltop Securities Inc.; Richard Stolleis and Charles Dean of Fort Bend County (the "County"); Michael Stone, Megan Browne, and Phil Martin of Mike Stone Associates, Inc. ("MSA"); Richard L. Muller, Jr. and Amy N. Love of The Muller Law Group ("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.

CONSENT AGENDA

Director Hrbacek moved to approve all items on the consent agenda item, which include: (1) the meeting minutes from August 17, 2016 and August 31, 2017; (2) the bookkeeper's report, including payment of bills; (3) engagement Whitley Penn to perform the annual audit, subject to approval by Commissioners Court; and (4) the operating report. Director Tallas seconded the motion, which was approved by unanimous vote. Copies of documents related to consent agenda items are included in the attached Board Book.

ADOPT BUDGET FOR FISCAL YEAR ENDING SEPTEMBER 30, 2017

Mr. Stone reviewed the budget for fiscal year ending September 30, 2017. He stated that changes to the budget were made as discussed at the special Board meeting. Following review and discussion, Director Tallas moved to approve the budget for fiscal year ending September 30, 2017,

as revised, and subject to approval by Commissioners Court. Director Hrbacek seconded the motion, which was approved by unanimous vote.

RENEWAL OF AGREEMENT FOR THE PROVISION OF TOLL ENFORCEMENT, INCIDENT MANAGEMENT, AND LAW ENFORCEMENT SERVICES ON THE FORT BEND PARKWAY TOLL ROAD AND WESTPARK TOLLWAY

The Board reviewed an Agreement for the Provision of Toll Enforcement, Incident Management, and Law Enforcement Services on the Fort Bend Parkway Toll Road and Westpark Tollway for services commencing October 1, 2016, and ending September 30, 2017. After review and discussion, Director Tallas moved to approve the Agreement for the Provision of Toll Enforcement, Incident Management, and Law Enforcement Services on the Fort Bend Parkway Toll Road and Westpark Tollway, subject to approval by Commissioners Court. Director Kee seconded the motion, which passed unanimously.

MASTER SERVICE AGREEMENT WITH YELLOWSTONE LANDSCAPE AND JOB ORDER

Mr. Stone recommended the Board renew the existing contract with Yellowstone Landscape, LLC ("Yellowstone"), formally Bio Landscape, LLC, for maintenance and mowing services by entering into a Master Service Agreement. He then reviewed a Job Order with Yellowstone which, explains the services that will be performed and the cost. Following review and discussion, Director Hrbacek moved to authorize execution of a Master Service Agreement and Job Order with Yellowstone, pending approval by Commissioners Court. Director Tallas seconded the motion, which was approved by unanimous vote.

ADDITIONAL OPERATING MATTERS

Mr. Stone discussed additional operating matters with the Board. He reported that 42% of all violations mailed are being resolved with the initial toll violation notice.

Mr. Stone reported that the bridge approach and departure slabs for the Fondren and Fuqua bridges are in need of maintenance due to settling. He explained that the County has a competitively procured contract with Uretek to perform this same scope of work and recommends the Board engage Uretek to repair the bridge approach and departure slabs thru the County's contract. Mr. Muller reviewed the Memorandum of Understanding between the Authority and the County with the Board. A copy of the Memorandum of Understanding is attached. Following review and discussion, Director Tallas moved to approve the Memorandum of Understanding with the County, pending approval by Commissioners Court. Director Hrbacek seconded the motion, which was approved by unanimous vote.

FORT BEND PARKWAY STATE HIGHWAY 6 CROSSING

Mr. Stone gave an update on the status of construction on the State Highway 6 Crossing project. No Board action was needed.

WESTPARK EXTENSION, PROJECT B

Mr. Stolleis and Mr. Stone reported on the Westpark Extension, Project B. Mr. Stone stated that progress of the project has slowed due to a series of rain events. He added that there are still several utilities that have not been relocated that continue to hinder construction as well.

Mr. Stolleis reported on the status of the Phase I. The Board requested Mr. Stolleis add a monthly report to the Board Book with the actual project cost compared to cost allocation budget previously approved with the County.

FORT BEND PARKWAY, PROJECT B-2 AND C-1

Mr. Gehbauer reported on the Fort Bend Parkway, Project B-2 and C-1 project and reviewed the Bio-West, Inc. environmental progress report. He stated that a representative from Bio-West, Inc. will attend the Authority's November Board meeting to present a detailed report.

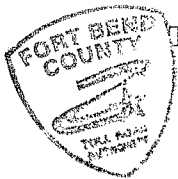
Mr. Stolleis reported that CDM Smith, Inc. has finished the traffic and revenue study and is currently making minor adjustments he requested.

Mr. Kavanaugh distributed and reviewed a report regarding the issuance of bonds for the Brazos River Bridge project. A copy of the report is attached. He stated that the report is for construction of a 2-lane bridge and that he would provide the Board with a similar report for construction of a 4-lane bridge prior to the next Board meeting. No Board action was needed.

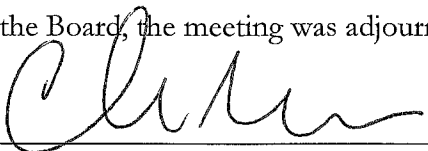
CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE, LEASE, OR VALUE OF REAL PROPERTY

The Board did not convene in Executive Session.

There being no further business to come before the Board, the meeting was adjourned.



(SEAL)



Secretary, Board of Directors

LIST OF ATTACHMENTS

	Minutes
	<u>Page</u>
Attendance Sheet.....	1
Board Book	1
Memorandum of Understanding.....	2
Brazos River Bridge project.....	3