

MINUTES  
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

March 15, 2017

The Board of Directors (the "Board") of the Fort Bend Grand Parkway Toll Road Authority (the "Authority") met in regular session, open to the public, on March 15, 2017, 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, thus constituting a quorum.

Also present for all or part of the meeting were: Pamela Logsdon of AVANTA Services; Trey Cash of FirstSouthwest, a Division of Hilltop Securities, Inc. ("First Southwest"); Richard Stolleis and Ed Sturdivant of Fort Bend County (the "County"); Gary Gehbauer and Dave Johnston of Brown & Gay Engineers, Inc. ("B&G"); Michael Stone, Phil Martin, Sherrie Knoepfel and Megan Browne of Mike Stone Associates, Inc. ("MSA"); Nancy Carter and Jenny Salgado 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 further public comments, Director Condrey closed the meeting to public comments.

CONSENT AGENDA

Director Kee moved to approve all items on the consent agenda, which includes: (1) the meeting minutes from February 15, 2017; (2) the bookkeeper's report, including payment of bills; and (3) 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.

ANNUAL REPORT AND FILING IN ACCORDANCE WITH THE AUTHORITY'S CONTINUING DISCLOSURE OF INFORMATION AGREEMENT AND AS REQUIRED BY SEC RULE 15c2-12

The Board reviewed a draft of the Authority's 2017 annual report prepared by First Southwest. Ms. Carter stated that the Authority is required to file its annual report with the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access System ("EMMA") pursuant to SEC Rule 15c2-12 prior to March 30, 2017. After review and discussion, Director Kee moved to approve the annual report, subject to final review and approval by Directors Hrbacek and Kee, and authorize filing of the annual report through EMMA. Director Tallas seconded the motion, which

passed unanimously.

#### APPROVE AUDIT FOR FISCAL YEAR END SEPTEMBER 30, 2016

Mr. Garcia presented the Authority's draft audit for the fiscal year end September 30, 2016. A copy of the draft audit is attached in the Board Book. Discussion ensued relating to the timing of the preparation and presentation of the draft audit. After review and discussion, Director Rencher moved to approve the audit and direct that the audit be filed appropriately and retained in the Authority's official records. Director Tallas seconded the motion, which passed unanimously.

#### UPDATE ON SOUND MITIGATION ALTERNATIVES ALONG SEGMENT C FROM DRAINAGE CHANNEL TO SANSBURY BOULEVARD

Mr. Gehbauer and Mr. Stone reported there is a meeting tentatively scheduled for April 10, 2017, with the Texas Department of Transportation ("TxDOT") to discuss the sound wall. No Board action was taken.

#### ADDITIONAL OPERATING MATTERS

Mr. Stone discussed additional operating matters with the Board.

Mr. Stone updated the Board on the transition of violation processing services from Conduent (formerly Xerox) to SWC Group, LLC ("SWC"). He noted the first phase of the transition will occur on April 3, 2017. Mr. Stone stated that MSA staff will be immediately available from April 3<sup>rd</sup> through April 4<sup>th</sup> to assist with any issues that may occur as a result of initial phase of the transition.

Mr. Stone reviewed Supplemental Agreement No. 1 ("Agreement") with SWC related to fees for image review, mailout expenses, and accelerated service fees. After review and discussion, Director Rencher moved to approve the Agreement with SWC; pending approval by Commissioners Court. Director Hrbacek seconded the motion, which was approved by unanimous vote.

Ms. Brown reviewed Supplemental Agreement No. 6 with TransCore. She noted Attachment 6 includes changes to the scope of work and compensation related to the new Central US IOP-HUB. After review and discussion, Director Tallas moved to approve Supplemental Agreement No. 6 with TransCore; pending approval by Commissioners Court. Director Kee seconded the motion, which was approved by unanimous vote.

Mr. Stone updated and requested authorization to participate in the H-GAC Energy Purchasing Corporation Program ("H-GAC Program") for electricity services for the Authority upon the expiration of its current contract on May 1, 2017. Following review and discussion, Director Hrbacek authorized Mr. Stone to execute a 36-month electricity contract through the H-GAC Program on behalf of the Authority. Director Kee seconded the motion, which was approved by unanimous vote.

Ms. Knoepfel distributed and reviewed a tracking report and customer service initiatives, copies of which are attached in the Board Book. Ms. Knoepfel and Ms. Browne discussed the additional steps MSA is undergoing to improve customer service with callers while the transition of the violations processing services takes place between SWC and Conduent. Ms. Knoepfel noted that

once the transition is complete, the number of calls to MSA should decrease and only escalated issues will be directed to MSA. The Board discussed possible website modifications.

Ms. Browne discussed and reviewed the current contract in place between the Authority and the Fort Bend County Constable's Office, Precinct 4. She noted current budgeted amounts in the contract budget for officer training, and that Precinct 4 has requested approval to send Deputy Hernandez to a training class that costs \$1,000. After review and discussion, Director Tallas moved to approve the attendance and additional cost for Deputy Hernandez to attend the training class. Director Kee seconded the motion, which was approved unanimously.

Mr. Stone requested to meet for a workshop with Directors regarding the Authority's toll rate order. The Board agreed to meet on April 6, 2017, at 5:30 p.m., at the offices of The Muller Law Group.

## CAPITAL IMPROVEMENTS

### SEGMENT "C" PHASE I (U.S. 59 TO RABBS BAYOU)

Mr. Gehbaur reported on the construction of Segment "C," Phase 1. Mr. Gehbaur recommended the Board approve Pay Estimate No. 11 to James Construction in the amount of \$50,661.21.

Following review and discussion, Director Tallas moved to approve Pay Estimate No. 11 in the amount of \$50,661.21. Director Kee seconded the motion, which was approved by unanimous vote.

### DESIGN OF DIRECT CONNECTORS AT FM 1093/WESTPARK

Mr. Gehbauer reported on the progress of design of the direct connectors at FM 1093.

### JOINT PROJECT AGREEMENT WITH FORT BEND COUNTY LEVEE IMPROVEMENT DISTRICT NO. 7

Ms. Carter and Mr. Stolleis presented and reviewed a Joint Project Agreement Regarding Harlem Road Intersection Improvements and Related Construction (the "Agreement") between the Authority and Fort Bend County. The Board tabled action on this agenda item.

## LEGISLATIVE UPDATE

The Board considered consenting to the Assignment, assigning the Contract for Professional Services from G & P Consulting to Statehouse Consultants, LLC. After review and discussion, Director Kee moved to consent to the Assignment and direct that the Assignment be filed appropriately and retained in the District's official records. Director Tallas seconded the motion, which passed by unanimous vote.

SPECIAL PROJECTS

Mr. Stone reviewed the Authority's special projects list with the Board.

Mr. Stone updated the Board on the continuing negotiations for the Joint Project Agreement between the Authority and Fort Bend County Levee Improvement District No. 7 for repair work related to the Brazos River Erosion. No Board action was taken.

Mr. Gehbauer presented and reviewed an engineering services agreement (the "Agreement") with IDS Engineering Group, Inc., in the amount of \$111,083.25, for the design of the southbound exit ramp to serve Harvest Green Boulevard / West Airport Boulevard. After review and discussion, Director Kee moved to approve the Agreement with IDS Engineering Group, Inc., in the amount of \$111,083.25. Director Hrbacek seconded the motion, which was approved by unanimous vote.

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

(SEAL)



*[Handwritten signature]*  
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Assistant Secretary, Board of Directors

LIST OF ATTACHMENTS

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