

MINUTES
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

June 21, 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 June 21, 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: Colin Parrish of Statehouse Consultants, LLC; Trey Cash and Cliff Kavanaugh of FirstSouthwest, a Division of Hilltop Securities, Inc. ("First Southwest"); Pamela Logsdon of AVANTA Services; Richard Stolleis and Ed Sturdivant of Fort Bend County (the "County"); Gary Gehbauer and Dave Johnson of Brown & Gay Engineers, Inc. ("BGE"); Michael Stone, Phil Martin, and Megan Browne of Mike Stone Associates, Inc. ("MSA"); Richard L. Muller, Jr. 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 public comments, Director Condrey closed the meeting to public comments.

CONSENT AGENDA

Director Tallas moved to approve all items on the consent agenda, which includes: (1) the meeting minutes from May 17, 2017; (2) the bookkeeper's report, including payment of bills; and (3) the operating report. Director Kee seconded the motion, which was approved by unanimous vote. Copies of documents related to consent agenda items are included in the attached Board Book.

ADDITIONAL OPERATING MATTERS

Mr. Stone discussed additional operating matters with the Board and reported on construction along the Grand Parkway. Gary reported on permit applications and construction along the Grand Parkway.

Mr. Stone updated the Board on the transition of violations processing services. He noted that a few minor delays have created a backlog in transactions. Mr. Stone reported SWC Group, LP ("SWC") will not send out violation notices until the issues are resolved to ensure no violations are sent incorrectly. Mr. Stone noted that MSA is consulting with Fort Bend County regarding the new

process for violation collections and administrative hearings on violation. The discussion of collection fees is being addressed and the Authority will present an amended toll rate order in the near future.

Mr. Stone reviewed with the Board the latest updates on the customer service initiative. He noted calls are low due to a hold on violation notices. Ms. Browne updated the Board on the latest revisions to the Authority website. Director Hrbacek inquired about the number of views the website receives on a monthly basis. Ms. Browne stated she will request monthly reports from Off Cinco that disclose the website statistics. Director Condrey requested that all Directors review the website and instructed MSA to go live in one week.

Mr. Stone discussed and reviewed the First and Second Amendment to the Agreement Regarding the Central US Interoperability of Toll Systems (the "Agreement"). He noted the First Amendment establishes a joint account for the collection and disbursement of payments between the parties mentioned in the Agreement. The Second Amendment joins all the parties in the Agreement to the Agreement Regarding Southern States Interoperability of Toll Systems (the "Southern States Agreement").

Mr. Stone discussed and reviewed the Southern States Agreement. He noted the Southern States Agreement facilitates interoperability between the Central US HUB and the Southern States HUB. The Southern States HUB includes Florida, Georgia, North Carolina and South Carolina. Mr. Stone stated the First and Second Amendments to the Agreement and the Southern States Agreement will be effective once all parties have executed each document. After review and discussion, Director Kee moved to approved the First and Second Amendment to the Agreement and the Southern States Agreement. Director Hrbacek seconded the motion, which was approved by unanimous vote.

SOUND MITIGATION ALTERNATIVES ALONG SEGMENT C FROM DRAINAGE CHANNEL TO SANBURY BOULEVARD

Mr. Gehbauer informed the Board the sound wall study is complete and BGE is working on finalizing a report of the results. He reviewed a short presentation regarding noise abatement criteria, decibel changes in noise rankings, and how these types of studies are conducted. A copy of the presentation is included in the Board Book. Mr. Gehbauer noted the measurement sites are located between the right of way line and fence line of Canyon Gate. Rolando Flores, a resident of Canyon Gate, requested further review of the measurements used in the study. No Board action was taken.

LEGISLATIVE UPDATE

Mr. Parrish reported the legislative session concluded on Memorial Day. He informed the Board there will be a special session on July 18, 2017. The topics of discussion will include caps on state and local spending, restrictions on land development, and property tax reform. Mr. Parrish will attend next month's meeting to discuss the outcome of the special session.

CAPITAL IMPROVEMENTS

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

Mr. Stone reported that MSA and BGE are working on records and measured quantities with the contractor for the final pay estimate.

DESIGN OF DIRECT CONNECTORS AT FM 1093/WESTPARK

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

SPECIAL PROJECTS

Mr. Stone and Mr. Gehbauer reviewed the Authority's special projects list.

Mr. Stone discussed and reviewed video footage of the area affected by the Brazos River Erosion (the "Project"). Mr. Muller reminded the Board that it had declared the Project an emergency and that proposals had been obtained rather than full competitive bidding. Mr. Stone reported the two contractors, NBG Constructors ("NBG") and Webber Construction, were asked to provide proposals based on the design provided by Freese & Nichols, Inc. Mr. Stone reported that the majority of the design is complete and repairs can begin in the next week. Each contractor submitted their preliminary pricing to MSA and after careful consideration, MSA's recommendation to the Board is to enter into an agreement with NBG.

Mr. Stone reported the Jodie Stavinoha Bridge (the "Bridge") will be limited to one lane in each direction to allow trucks and equipment to enter the work site safely. Mr. Stone noted the majority of the work will take place directly below the Bridge. The budget for the Project is now estimated to cost \$17,195,125.00. Mr. Muller reported that the Interlocal Agreement between the Authority and Fort Bend Levee Improvement District No. 7 approved in May's Board meeting will be reviewed and amended, if necessary, due to the significant change in the project budget. Discussion ensued regarding funding for the Project. Mr. Muller reported that he will review all applicable avenues of funding for the Project.

Following review and discussion, Mr. Stone requested approval from the Board to issue a Letter of Intent for the Project. Director Rencher moved to approve the Letter of Intent. 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)




Secretary, Board of Directors

LIST OF ATTACHMENTS

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