

MINUTES
FORT BEND COUNTY TOLL ROAD AUTHORITY

March 20, 2019

The Board of Directors (“Board”) of the Fort Bend County Toll Road Authority (“Authority”) met in regular session, open to the public, on March 20, 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: Scott Kirby of Freese and Nichols, Inc.; Vern Hegwood of Costello, Inc.; Lupe Garcia of Whitley Penn, LLP; Don Durgin of RPS Infrastructure, Inc.; Ed Sturdivant of Fort Bend County (“County”); Richard Stolleis and J. Stacy Slawinski of Fort Bend County Engineering Department; Joe Morrow of Hilltop Securities, Inc.; Tina Peterman of Masterson Advisors, LLC; James Thompson of Lucrum Investments, LLP; Gary Gehbauer of Brown & Gay Engineers, Inc. (“BGE”); Mike Stone of Mike Stone Associates, Inc. (“MSA”); and Richard L. Muller, Jr., 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 February 20, 2019, regular meeting, and the March 6, 2019, special meeting, copies of which are attached in the Board Book. Following review and discussion, Director Tallas moved to approve the minutes, as submitted. Director Kee seconded the motion, which passed unanimously.

ANNUAL REPORT

Mr. Sturdivant presented the Authority’s financial statements for the year ended September 30, 2018, copies of which are attached in the Board Book. Mr. Garcia announced that Whitley Penn, LLP, reviewed and issued a clean opinion on the Authority’s financial statements.

Mr. Morrow reported that Hilltop Securities cannot finalize the annual report until certain additional information from the County is received. Ms. Jalalipour 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, 2019. Mr. Sturdivant reported that the County would send the additional information requested to Hilltop Securities prior to the filing deadline.

Following review and discussion, Director Kee moved to approve the annual report and authorize filing of the annual report through EMMA, subject to the receipt of additional information from the County and the Authorities' consultants' review and approval. Director Hrbacek seconded the motion, which passed unanimously.

FINANCIAL AND BOOKKEEPING MATTERS

Mr. Stone presented the bookkeeper's report, a copy of which is attached, including the account reconciliation, budget, flow of funds, and summary of construction pay estimates, and a list of checks presented for Board approval. Following review and discussion, Director Tallas moved to approve the bookkeeper's report, including authorization of payment of the presented checks. Director Kee seconded the motion, which passed unanimously.

SIGN REGULATIONS

Ms. Jalalipour reported that the Authority's contact at Harris County Toll Road Authority ("HCTRA") stated that HCTRA is not currently revising their sign regulations. Mr. Stone advised that the Authority should move forward with finalizing its revised sign regulations, as planned.

OPERATING MATTERS

Mr. Stone presented and reviewed the operations report, a copy of which is included in the Board Book. No Board action was taken.

CAPITAL IMPROVEMENTS

UPDATE OF CAPITAL IMPROVEMENTS PLAN

Mr. Stone presented and reviewed the Authority's 2019-2020 Capital Improvements Plan, a copy of which is included in the Board Book. Following review and discussion, Director Hrbacek moved to approve the Authority's 2019-2020 Capital Improvements Plan, subject to approval by Fort Bend County Commissioners Court ("Commissioners Court"). Director Kee seconded the motion, which passed unanimously.

MASON ROAD ENTRANCE RAMP UPDATE

Mr. Stone reported that Half Associates, Inc. submitted its progress drawings of a westbound entrance ramp west of Mason Road on the Westpark Tollway for the Authority's review. He stated that BGE is scheduling a meeting with the Texas Department of Transportation to coordinate the tie-in with FM-1093.

FORT BEND PARKWAY, SEGMENT B-2

Mr. Stone advised that MSA is currently reviewing a bid package for the site work on Fort Bend Parkway, Segment B-2, from Sienna Parkway to the eastern bank of Flat Bank Creek.

Ms. Jalalipour advised that Johnson Development (“Johnson”) requested that the Authority execute Internal Revenue Service (“IRS”) Form 8283, Noncash Charitable Contributions, for the 60 acres of right-of-way Johnson recently conveyed for the extension. Following review and discussion, Director Hrbacek moved to approve and authorize execution of IRS Form 8283, subject to MLG’s receipt and approval of an associated property appraisal.

Mr. Stone presented and reviewed diagrams of proposed signage to be placed at the intersections of Fort Bend Parkway right-of-way with Sienna Parkway and Sienna Ranch Road, respectively, copies of which are included in the Board Book. He added that MSA is currently scheduling presentations with various municipal utility districts, levee districts, and property owners’ associations within Sienna Plantation to update them on this project. Following review and discussion, Director Kee moved to approve the proposed signage to be placed at the intersections of Fort Bend Parkway right-of-way with Sienna Parkway and Sienna Ranch Road. Director Tallas seconded the motion, which passed unanimously.

WESTPARK EXTENSION PROJECT B

Mr. Stone reported that the Westpark Tollway frontage roads are being extended to just west of Cross Creek Ranch. He stated that all lanes have been open for the past two weeks and traffic is moving freely through the FM-1463/FM-1093 intersection. Mr. Stone advised that the contractor is still working on the remaining sidewalks, ditch clean-up, seeding, and a few drainage items to finalize Phase IIA of Project B.

WESTPARK CORRIDOR MANAGEMENT

Ms. Jalalipour reported that the Houston-Galveston Area Council coordinated a meeting with Art Pertile of Olson & Olson, LLP on March 22, 2019, to discuss the formation of a local government corporation to manage the rails-to-trails project.

Mr. Stone reported that the City of Fulshear requested relocation of the “flag garden” currently located at the intersection of FM-1093 and FM-359. Discussion ensued, and the Board requested further information regarding the maintenance of the flag garden before taking action on this matter.

Mr. Stone also reported that the City of Fulshear requested an agreement with the Authority to allow the development of an esplanade park between the lanes of FM-1093. Discussion ensued and the Board requested further information regarding ownership and maintenance of the park, as well as the rules regulating the use of the Westpark Corridor, before taking action on this matter.

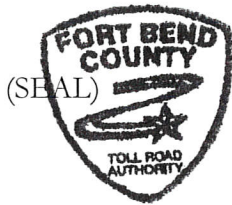
INTER-GOVERNMENTAL DISCUSSIONS AND STRATEGIC PLANNING

Mr. Thompson reported that he is working closely with Mr. Parrish regarding legislative matters impacting toll roads. He also advised that the County received and reviewed approximately 7 submittals in response to the County's request for qualifications for financial advisory services. Mr. Sturdivant added that the Commissioners Court formed a sub-committee, including Commissioners Meyers and Prestage, to conduct phone interviews with qualified financial advisory service providers. He noted that the sub-committee's decision will be discussed at the Commissioners Court meeting scheduled on March 26, 2019.

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



Secretary, Board of Directors



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.