

MINUTES
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

May 15, 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 May 15, 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:

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|-----------------------|-----------------------------------|
| 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: David Gornet of Gornet Consulting, LLC; Ed Sturdivant of Fort Bend County; Bill Rickert of Fort Bend County; Francine Stefan of Post Oak Municipal Advisors, LLC (“POMA”); Colin Parrish of Statehouse Consultants, LLC, via telephone conference; Rick Staigle of Fort Bend County Engineering Department; 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 April 17, 2019, regular meeting, a copy of which is included in the attached Board Book. Following review and discussion, Director Tallas moved to approve the minutes, as submitted. Director Kee seconded the motion, which passed unanimously.

DIGITAL BOARD BOOKS

Mr. Muller reported on several options, including screen size, storage, and connectivity, involved in the Board’s purchase of personal computer tablets to be used during Board meetings. Discussion ensued regarding the Board members’ preferences related to the above-referenced options. Mr. Stone reported that the average monthly cost to the District for producing and delivering physical board books is approximately \$2,082. Following discussion, Director Rencher moved to authorize the Authority’s reimbursement of each Board member for the cost of a personal computer tablet,

including a keyboard, stylus, AppleCare coverage, and sales tax, at a cost not to exceed \$1,687. Director Kee seconded the motion, which passed unanimously.

INSURANCE MATTERS

Discussion ensued regarding the Authority's insurance coverage, and the Board concurred that it would be advantageous and economical to seek quotes for insurance that would only cover electrical and mechanical equipment. Following discussion, Director Kee moved to authorize Mr. Stone to obtain new insurance quotes. Director Tallas 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 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 Hrbacek moved to approve the bookkeeper's report, including authorization of payment of the presented checks. Director Tallas seconded the motion, which passed unanimously.

AMENDED BUDGET FOR FISCAL YEAR ENDING 2019

Mr. Stone presented an amended budget for the fiscal year ending 2019, a copy of which is included in the bookkeeper's report. He noted the amendment addressed a reallocation of budget line items to match the Authority's forecasted revenue. Following discussion and review, Director Hrbacek moved to adopt the amended budget for fiscal year ending 2019, as presented. Director Rencher seconded the motion, which passed unanimously.

RESOLUTION EXPRESSING INTENT TO REIMBURSE FROM FUTURE BOND PROCEEDS

This agenda item was tabled until the Authority is closer to incurring construction expenses for capital improvements to be paid for with bond proceeds.

AMENDED AND RESTATED ENGAGEMENT LETTER WITH POST OAK MUNICIPAL ADVISORS FOR FINANCIAL ADVISORY SERVICES

Ms. Stefan reported that, since the last Board meeting, YaCari Consultants, LLC, is no longer in business. She stated that Fort Bend County had finalized the terms of the Fort Bend County Toll Road Authority's ("FBCTRA") engagement with POMA only, pending approval by the Fort Bend County Commissioner's Court. Ms. Stefan presented an engagement letter between POMA and the Authority, which mirrors the terms of the FBCTRA's engagement with POMA. Following review and discussion, Director Tallas moved to approve the engagement letter with POMA, subject to Commissioner's Court approval. 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.

FIBER INSTALLATION PROJECT UPDATE

Mr. Gehbauer reiterated that Iteris Consulting (“Iteris”) is nearing completion of the fiber installation design. He reported that BGE and Iteris are working with the Texas Department of Transportation (“TxDOT”) to schedule a meeting regarding the necessary tie-in to TxDOT’s existing fiber. No Board action was taken.

SIGN REGULATION IMPLEMENTATION AND ENFORCEMENT

Mr. Stone reported that there is currently a paper process in place for sign permit applications; however, MSA is working on a website portal to streamline this process. No Board action was taken.

ENGINEERING MATTERS

Mr. Gehbauer presented and reviewed the engineering report, a copy of which is included in the attached Board Book. He presented the Board with an Engineering Excellence award from the American Council for Engineering Companies in relation to the Jodie Stavinoha Bridge.

Mr. Gehbauer reported that BGE completed its review of the noise study in relation to a request for a sound wall for a residential area south of Oyster Creek. He stated that the noise study meets the TxDOT and Federal Highway Administration guidelines used by the Authority.

Mr. Gehbauer reported that BGE is working with MLG and Harvest Green to coordinate review of the plans for the proposed iShine car wash’s requested driveway access to SH-99.

Mr. Gehbauer noted that BGE is currently reviewing the locations proposed by CenterPoint Energy and AT&T for line installations and crossings along SH-99.

Mr. Gehbauer stated that BGE continues to work with MSA to determine the best options to package the bids for design of the West Airport ramps, U-turns, and auxiliary lanes.

Mr. Gehbauer added that design and construction of the Peek Road overpass is on hold, pending potential funding from the Houston Galveston Area Council.

Mr. Gehbauer gave an update on BGE’s review of the pavement analysis report received from Applied Research Associates, Inc. (“ARA”). He stated that ARA found fifteen percent (15%) of pavement in need of repair, particularly on frontage roads. Mr. Gehbauer added that ARA recommends overlay of the oldest pavement within the next year.

No Board action was taken.

TOLL COLLECTION AND VIOLATION PROCESSING AGREEMENTS

Mr. Stone gave an update on the Authority’s negotiations with the Harris County Toll Road Authority (“HCTRA”) regarding HCTRA’s unsolicited proposal to perform the Authority’s toll collection and violation processing services. He advised that a meeting was scheduled for the

following week to determine the proposed costs and schedule of implementation. No Board action was taken.

INTER-GOVERNMENTAL DISCUSSIONS AND STRATEGIC PLANNING

There was no discussion on this agenda item.

LEGISLATIVE UPDATE

Mr. Parrish reported on legislative matters impacting toll roads. No Board action was taken.

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



A handwritten signature in blue ink, appearing to read "Chris..." followed by a flourish.

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.