

MINUTES
FORT BEND GRAND PARKWAY TOLL ROAD AUTHORITY

July 17, 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 July 17, 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, thus constituting a quorum.

Also present for all or part of the meeting were: Larry Janak of IDCUS, Inc.; Ahmad Alaswad of Fort Bend County Commissioners Court; Rick Staigle of Fort Bend County Engineering Department; Colin Parrish of Statehouse Consultants, LLC; James Thompson of Lucrum Investments, LLP; Gary Gehbauer of Brown & Gay Engineers, Inc. (“BGE”); Mike Stone and Phillip Smith 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.

Mr. Alaswad reported that Commissioner DeMerchant is in favor of the construction of entrance and exit ramps to Owens Road off of SH-99. No Board action was taken.

Director Condrey closed the meeting to public comments.

MINUTES

The Board considered approving the minutes of the June 19, 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.

INSURANCE MATTERS

Mr. Stone reported that HARCO Insurance Services, Inc. (“HARCO”) provided an updated estimate of premiums based on a revised insured asset list that includes only the Authority’s toll structures and toll equipment. He added that, based on the estimates received from HARCO,

adjusting the insured asset list to include only the Authority's toll structures and toll equipment would provide substantial savings in insurance costs of the Authority for the remainder of the 2018-2019 term and for the upcoming 2019-2020 term. Following review and discussion, Director Kee moved to: i) authorize HARCO to apply the revised insured asset list for the remainder of the 2018-2019 insurance policy; and ii) authorize MSA to solicit proposals from multiple insurance providers, based on the revised insured asset list, for the 2019-2020 term. Director Hrbacek seconded the motion, which passed unanimously.

ENGAGEMENT OF WHITLEY PENN TO PERFORM AUDIT FOR FISCAL YEAR END SEPTEMBER 30, 2019

The Board reviewed an engagement letter with Whitley Penn to perform the annual audit for the fiscal year ending September 30, 2019. Following review and discussion, Director Hrbacek moved to engage Whitley Penn to perform the annual audit. Director Tallas seconded the motion, which was approved by unanimous vote.

FINANCIAL AND BOOKKEEPING MATTERS

Mr. Stone presented the bookkeeper's report, a copy of which is included in the attached Board Book, including the budget, flow of funds, and a list of checks presented for Board approval. Following review and discussion, Director Kee moved to approve the bookkeeper's report, including authorization of payment of the presented checks. Director Rencher seconded the motion, which passed unanimously.

ADOPTION OF AMENDED AND RESTATED NON-REVENUE AND DISCOUNT USAGE POLICY

Mr. Muller reviewed a draft Amended and Restated Non-Revenue and Discount Usage Policy. He stated that the policy is being amended, pursuant to Senate Bill 1091, to provide that qualified veterans may have up to a maximum of two toll tags for free passage, with an additional tag for qualified veterans showing hardship. Following review and discussion, Director Tallas moved to: i) adopt the Amended and Restated Non-Revenue and Discount Usage Policy; and ii) designate the determination of hardship to MSA. Director Hrbacek 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. No Board action was taken.

CAPITAL IMPROVEMENTS PLAN

INSTALLATION OF DEDICATED FIBER FROM WESTPARK TOLLWAY TO US-59

Mr. Stone provided an update on the installation of dedicated fiber from Westpark Tollway to US-59, including proposed tie-ins to the Texas Department of Transportation ("TxDOT") and Harris County Toll Road Authority ("HCTRA")

fiber. No Board action was taken.

PEEK ROAD OVERPASS AND SIGNALIZED INTERSECTION

Mr. Stone reported that the original design of the Peek Road overpass did not include the toll plaza, the standard design for which would have to be adapted to this location site. He stated that EHRA, Inc. ("EHRA"), performed the original design; therefore, he recommended that EHRA add the required updates. Mr. Stone added that, if the Board did not object, MSA and BGE would begin negotiations with EHRA concerning the required updates. He noted that the updates should only take a few months to complete. Following review and discussion, Director Hrbacek moved to authorize MSA and BGE to begin negotiations with EHRA concerning the required updates to the design of this project. Director Kee seconded the motion, which passed unanimously.

AUXILIARY LANES BETWEEN HARLEM ROAD AND MASON ROAD, ENTRANCE AND EXIT RAMP AND U-TURNS AT WEST AIRPORT BOULEVARD

Mr. Stone provided an update on the design of auxiliary lanes between Harlem Road and Mason Road, and the entrance and exit ramps and U-turns at West Airport Boulevard. No Board action was taken.

ADDITION OF THIRD LANE BETWEEN US-59 AND RIVERPARK DRIVE

Mr. Stone provided an update on the design of an additional northbound third lane between US-59 and the Riverpark Drive entrance ramp. No Board action was taken.

INSTALLATION OF FOUR CHANGEABLE MESSAGE SIGNS

Mr. Stone provided an update on the plans for the installation of four changeable message signs. No Board action was taken.

INSTALLATION OF TRAFFIC CAMERAS AND SPEED MONITORS ON SEGMENT D

Mr. Stone provided an update on the installation of traffic cameras and speed monitors on Segment D. No Board action was taken.

MILL AND OVERLAY OF MAIN LANES ON SEGMENT D

Mr. Stone provided an update on the plans for the mill and overlay of main lanes on Segment D. He stated that the Authority's maintenance staff and BGE are finalizing the sections of the Grand Parkway to receive an asphalt overlay. He reported that there was a project meeting scheduled for the next week to calculate the total length of the overlay and prepare a cost estimate to ensure the areas selected will not exceed the budgeted cost. He added that the next step will be to prepare a bid package.

No Board action was taken.

ADOPTION OF AMENDED AND RESTATED CAPITAL IMPROVEMENTS PLAN

Mr. Stone presented and reviewed the Authority's amended and restated 2019-2020 Capital Improvements Plan ("CIP"), which replaces the prior version of the CIP in its entirety. The CIP was amended and restated to include only the projects prioritized for 2019-2020. Following review and discussion, Director Kee moved to approve the Authority's amended and restated CIP. Director Rencher seconded the motion, which passed unanimously.

UPDATE ON TRAFFIC AND REVENUE STUDY

Mr. Stone reported that the Authority previously received a proposal from CDM Smith, Inc., to update the Authority's traffic and revenue study. He added that MSA and BGE will be meeting with CDM Smith, Inc., to determine the complete scope of the update. No Board action was taken.

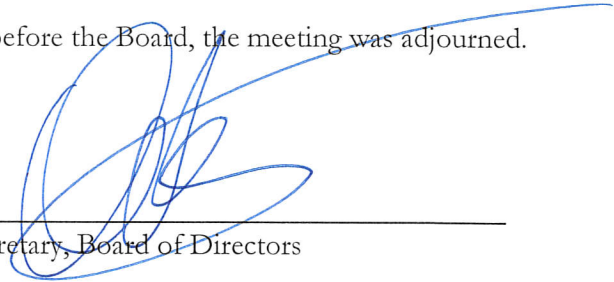
TOLL COLLECTION AND VIOLATION PROCESSING AGREEMENTS

There was no discussion on this agenda item.

INTER-GOVERNMENTAL DISCUSSIONS AND STRATEGIC PLANNING

Mr. Thompson reported that TxDOT is currently considering removal of Grand Parkway Segments B, C, and D from its Unified Transportation Program ("UTP"). Mr. Parrish reported on the customary procedures involved in the update of TxDOT's UTP. Mr. Thompson advised that the public comment period, during which local support letters would be considered, would end on August 12, 2019. Following discussion, Director Rencher moved to adopt a Joint Resolution Supporting Retention of the Grand Parkway (State Highway 99) on the Unified Transportation Program. Director Kee seconded the motion, which passed unanimously.

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.