

MINUTES
FORT BEND COUNTY TOLL ROAD AUTHORITY

September 18, 2019

The Board of Directors (“Board”) of the Fort Bend County Toll Road Authority (“Authority”) met in regular session, open to the public, on September 18, 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: David Gornet of Gornet Consulting, LLC; James Thompson of Lucrum Investments, LLC; Francine Stefan of Post Oak Municipal Advisors, LLC; Rick Staigle of Fort Bend County Engineering Department; Gary Gehbauer of Brown & Gay Engineers, Inc. (“BGE”); Mike Stone and Phillip Smith of Mike Stone Associates, Inc. (“MSA”); and Shima Jalalipour and Keely Campbell of The Muller Law Group, PLLC (“MLG”).

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 August 21, 2019, regular meeting, a copy of which is included in the attached Board Book. Following review and discussion, Director Kee moved to approve the meeting minutes, as submitted. Director Tallas seconded the motion, which passed unanimously.

ENGAGEMENT OF ROBERTS MARKEL WINBERG BUTLER HAILEY, PC

The Board considered approving the engagement letter received from Roberts Markel Weinberg Butler Hailey, PC (“RMWBH”), for sign regulation enforcement services. Following review and discussion, Director Kee moved to approve the engagement letter received from RMWBH. Director Tallas seconded the motion, which passed unanimously.

RENEWAL OF INSURANCE COVERAGE

The Board considered approving the insurance renewal proposal received from McDonald and Wessendorff Insurance (“M&W”) for directors’ and officers’ liability, public employee blanket

crime, and director's position schedule bond coverage. Following review and discussion, Director Kee moved to approve the insurance renewal proposal from M&W, including the option to prepay for public employee blanket crime coverage for the next three years. Director Hrbacek seconded the motion, which passed unanimously.

Mr. Hargrave presented and reviewed an insurance renewal proposal from HARCO for insurance coverage, including but not limited to general liability insurance. Following review and discussion, Director Kee moved to approve the insurance renewal proposal from HARCO, including: i) the rejection of flood insurance coverage; ii) the rejection of a deductible buyback for wind and hail damage; and iii) a \$3,000,000 decrease in coverage for loss of revenue. Director Tallas seconded the motion, which passed unanimously.

AGREEMENTS FOR THE PROVISION OF TOLL ENFORCEMENT, INCIDENT MANAGEMENT, AND LAW ENFORCEMENT SERVICES

The Board reviewed a cost estimate and considered approving the Agreement for Provision of Toll Enforcement, Incident Management, and Law Enforcement Services on the Fort Bend Parkway with the Fort Bend County Constable's Office, Precinct 2 ("Law Enforcement Contract - 2"). Following review and discussion, Director Tallas moved to approve the Law Enforcement Contract - 2, pending MLG's receipt of the Law Enforcement Contract - 2. Director Rencher seconded the motion, which passed unanimously.

The Board considered approving the Agreement for Provision of Toll Enforcement, Incident Management, and Law Enforcement Services on the Westpark Tollway with the Fort Bend County Constable's Office, Precinct 3 ("Law Enforcement Contract - 3"). Following review and discussion, Director Tallas moved to approve the Law Enforcement Contract - 3. Director Rencher 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 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 invoices presented. Director Hrbacek seconded the motion, which passed unanimously.

Mr. Stone presented the operations and maintenance budget for the fiscal year ending September 30, 2020. Following review and discussion, Director Rencher moved to approve the operations and maintenance budget. Director Tallas 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.

Mr. Ciarella presented and reviewed a handout regarding historical and current energy market pricing, a copy of which is attached. He noted that the Authority could receive a cost benefit by entering into one contract for electricity services for both the Authority and the Fort Bend Grand

Parkway Toll Road Authority (“FBGPTRA”). Following review and discussion, Director Hrbacek moved to enter into a combined contract with FBGPTRA and Reliant Energy for electricity services for a 96-month term, with a start date of May 1, 2020 for the Authority and May 1, 2021 for FBGPTRA. Director Tallas seconded the motion, which passed unanimously.

Mr. Gehbauer reported on the 2018 system inspection report for field inspections of the Fort Bend Parkway and Westpark Tollway, which were conducted from September 2018 to May 2019. No Board action was taken.

Mr. Stone reported that BGE is finalizing the plans and bid package for erosion mitigation on the Fort Bend Parkway bridge approach embankments. He added that he anticipates advertisement of this project in late September.

Mr. Stone reported that the Fort Bend Central Appraisal District’s (“FBCAD”) records do not accurately reflect the Authority’s ownership of right-of-way. Following discussion, the Board authorized MLG, MSA, and BGE to work with the Texas Department of Transportation, FBCAD, and Fort Bend County to clear up any and all such issues.

Following discussion, Director Kee moved to approve the operations report. Director Rencher seconded the motion, which passed unanimously.

ENGINEERING SERVICES AGREEMENT WITH RPS INFRASTRUCTURE, INC.

This agenda item was tabled.

CAPITAL IMPROVEMENT PLAN

DISCUSSION OF CAPITAL IMPROVEMENT PLAN FOR 2019-2020 AND FUNDS FOR SAME

Mr. Stone presented and reviewed a revised draft Capital Improvement Plan for 2019-2020, including the addition of: i) eastbound to northbound direct connectors at Westpark Tollway and SH-99; and ii) Westpark Tollway main lane extension. Ms. Stefan also distributed a pro-forma cash flow projection for funding capital projects. Discussion ensued, and no Board action was taken.

RIGHT TURN LANE FROM SOUTHBOUND FORT BEND PARKWAY TO NORTHBOUND HIGHWAY 6

There was no discussion on this agenda item. No Board action was taken.

FORT BEND PARKWAY, SEGMENT B-2 MAIN LANES FROM SIENNA PARKWAY TO SIENNA RANCH ROAD

There was no discussion on this agenda item. No Board action was taken.

INSTALLATION OF FOUR CHANGEABLE MESSAGE SIGNS ON FORT BEND PARKWAY

There was no discussion on this agenda item. No Board action was taken.

INSTALLATION OF TRAFFIC CAMERAS AND SPEED MONITORS ON FORT BEND PARKWAY

There was no discussion on this agenda item. No Board action was taken.

INSTALLATION OF FOUR CHANGEABLE MESSAGE SIGNS ON FORT WESTPARK TOLLWAY

There was no discussion on this agenda item. No Board action was taken.

INSTALLATION OF TRAFFIC CAMERAS AND SPEED MONITORS ON WESTPARK TOLLWAY

There was no discussion on this agenda item. No Board action was taken.

WESTBOUND ENTRANCE RAMP ON WESTPARK TOLLWAY NEAR MASON ROAD

There was no discussion on this agenda item. No Board action was taken.

CLEANING AND PAINTING OF CONCRETE BARRIERS AND RAILS ON FORT BEND PARKWAY AND WESTPARK TOLLWAY

There was no discussion on this agenda item. No Board action was taken.

CLEANING AND PAINTING OF BRIDGES AND OVERPASSES ON FORT BEND PARKWAY AND WESTPARK TOLLWAY

As bids have not yet been received for this project, this agenda item was tabled until the Authority's next regular meeting.

WESTPARK CORRIDOR MANAGEMENT

Ms. Jalalipour reported that the local governments participating in the proposed Rails-to-Trails project are working on completing the formation of the local government corporation by the end of September.

INTER-GOVERNMENTAL DISCUSSIONS AND STRATEGIC PLANNING

There was no discussion on this agenda item.

UPDATE ON LEGISLATIVE AND/OR STATEWIDE POLICY

There was no discussion on this agenda item.

Additional information on each agenda item may be found in the attached Board Book. There being no further business to come before the Board, the meeting was adjourned.

Asst. _____
Secretary, Board of Directors

(SEAL)



LIST OF ATTACHMENTS

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HARCO insurance renewal proposal	2
EES handout on historical and current energy pricing	2
Draft 2019-2020 Capital Improvement Plan	3
Pro Forma Cash Flow Projections	3

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.