

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Special Called Board of Directors Meeting
January 10, 2011

A public notice of this meeting containing all items was posted at a place convenient to the public in the administrative offices of the North Texas Tollway Authority, provided to the Secretary of State, and provided to the County Clerk of Collin County, as required by Chapter 551 of the Texas Government Code, referred to as "The Open Meetings Act."

Minutes of the North Texas Tollway Authority Board of Directors meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, on January 10, 2011.

CALL TO ORDER

Chairman Vandergriff called the meeting to order at 1:00 p.m.

1. Establishment of Quorum

Chairman Vandergriff established a quorum by calling the roll.

The following Board members were present in the meeting:

Victor Vandergriff	Chairman
Dave Denison	Vice Chairman
Kenneth Barr	Director
Kent Cagle	Director
Bob Day	Director
Bill Moore	Director
Michael Nowels	Director
*Jane Willard	Director

*Participated telephonically

NTTA employees attending the meeting were: Allen Clemson, Executive Director; Ruby Franklin, Secretary; Janice Davis, CFO/Treasurer; Dana Gibson-Boone, Director of Cash & Debt Management/Assistant Treasurer; John Dahill, General Counsel; Ray Zies, Controller; Clayton Howe, Assistant Executive Director Operations; Gerry Carrigan, Assistant Executive Director Project Delivery; Kim Tolbert, Assistant Executive Director Administrative Services; Elizabeth Mow, Director of Project Delivery; Nina Arias, Director of Human Resources; Kiven Williams, Director of Customer Service Center; J.C. Wood, Director of Maintenance; Dave Pounds, Director of Information Technology; Magdalena Kovats, Director of Internal Audit; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; Marty Lege, Director of System Incident Management.

Also present at the meeting representing the Authority were: Frank Stevenson, Locke Lord, Bissell & Liddell (LLBL), Outside Counsel to the Authority; Doug Mann, Stephanie Halliday, HNTB, General Engineering Consultant to the Authority; Ron Morrison, RBC Capital Markets, Financial Advisor to the Authority; Rick Porter, McCall Parkhurst & Horton (MPH), Bond Counsel to the Authority; Michael Copeland, Wilbur Smith Associates (WSA), Traffic & Revenue Consultant to the Authority.

2. Public Comments

No comments were made.

3. Chairman update

Chairman Vandergriff expressed appreciation to the Board and staff for their support during the loss of his Father, Tom Vandergriff.

RESOLUTION(S) FOR CONSIDERATION

4. Briefing and possible action regarding the financing for development of the President George Bush Turnpike – Western Extension (PGBT-WE), including approval of a loan agreement under the Transportation Infrastructure Finance and Innovation Act (TIFIA), a Master Custodial Account Agreement, a Trust Agreement, the issuance of PGBT-WE bonds, a toll rate resolution, and related documents

This item was not considered.

BRIEFINGS

Finance

5. Monthly Financial Report for November 30, 2010

Ray Zies, Controller, briefed the Board on the month at-a-glance as of November 30, 2010, including transactions, revenues, and operating expenses. Mr. Zies provided deferred study costs and a graph with cash flow cumulative forecasts to actuals.

6. Briefing on proposed amendments to the Debt Policy and the Swap Management Plan

Dana Gibson-Boone, Director of Cash and Debt Management, briefed the Board on proposed amendments to the Debt Policy and the Swap Management Plan.

After some discussion, staff was directed to provide some recommendations to the Board concerning the responsibilities previously performed by the Chairman of the Finance and Audit Committee related to Chapter 1371 amendments, and to bond issues as well.

Ms. Gibson-Boone, Mr. Clemson, and Ms. Davis addressed questions of the Board.

Maintenance

7. Briefing on work authorization for HNTB Corporation 2011 Inspection and Jacobs Engineering Group 2011 Asset Condition Inspection

J.C. Wood, Director of Maintenance, provided an overview on work authorizations for HNTB Corporation 2011 inspection, and for Jacobs Engineering Group 2011 asset condition inspection, including purpose, responsibilities, specialized inspections and budget impacts. Mr. Wood addressed questions of the Board.

Procurement

8. Briefing on the draft business model and procurement project report, recommendations and next steps for consideration

Mr. Clemson presented an update on the peer review project and business model/procurement process, including conclusions, findings and recommendations. He addressed questions concerning the use of consultants relative to the various work categories, and the use of third parties.

Operations

9. Briefing on toll collection solutions for rental cars

Clayton Howe, Assistant Executive Director of Operations, provided a briefing on toll collection solutions for rental cars, including the current transaction flow, rental car user options, approaches currently used by rental car companies, and challenges.

After some discussion on possible solutions, and questions were addressed, Mr. Clemson indicated that staff would continue to look at possibilities for solutions and bring back options to the Board.

Project Delivery

Gerry Carrigan, Assistant Executive Director of Project Delivery, briefed the Board on items 10 through 26 related to Southwest Parkway, Section 1-4, including timeline, construction, construction management, construction materials testing, design services during construction and staff recommendations. Mr. Carrigan provided a briefing on Southwest Parkway Section 5, including utility coordination services and staff recommendation.

Mr. Clemson, Ms. Davis and Mr. Carrigan addressed questions of the Board related to financing of the Southwest Parkway and Chisholm Trail projects, and the process used for selecting professional services.

10. Briefing on a contract with Williams Brothers Construction Co., Inc. for Southwest Parkway Section 1 construction in an amount not to exceed \$122,560,413.61
11. Briefing on a work authorization with Tollway Transportation Team for construction management services for Southwest Parkway Section 1 in an amount not to exceed \$ 6,299,600.00
12. Briefing on a contract and work authorization with MACTEC Engineering and Consulting, Inc. for construction materials testing services for Southwest Parkway Section 1 in an amount not to exceed \$2,135,500.00
13. Briefing on a supplemental agreement with AECOM USA Group, Inc. for design services during construction on Southwest Parkway Section 1 in an amount not to exceed \$647,954.00
14. Briefing on a contract with Webber, LLC for Southwest Parkway Section 2 construction in an amount not to exceed \$77,782,579.19
15. Briefing on a contract and work authorization with Lamb-Star Engineering, L.P. for construction management services for Southwest Parkway Section 2 in an amount not to exceed \$5,668,500.00
16. Briefing on a contract and work authorization with Alliance Geotechnical Group, Inc. for construction materials testing services for Southwest Parkway Section 2 in an amount not to exceed \$1,706,600.00
17. Briefing on a supplemental agreement with Kimley-Horn & Associates for construction phase services on Southwest Parkway Section 2 in an amount not to exceed \$438,200.00
18. Briefing on a contract with Texas Sterling Construction Co. for Southwest
19. Briefing on a contract and work authorization with DFW Construction Management Partners for construction management services for Southwest Parkway Section 3B in an amount not to exceed \$5,805,900.00
20. Briefing on a contract and work authorization with Mas-Tek Engineering & Associates, Inc. for construction materials testing services for Southwest Parkway Section 3B in an amount not to exceed \$1,584,519.00
21. Briefing on a supplemental agreement with HDR Engineering, Inc. for design services during construction on Southwest Parkway Section 3B in an amount not to exceed \$420,000.00
22. Briefing on a contract with Sema Construction, Inc. for Southwest Parkway Section 4 construction in an amount not to exceed \$59,959,713.43

23. Briefing on a contract and work authorization with Brown & Gay Engineers, Inc. for construction management services for Southwest Parkway Section 4 in an amount not to exceed \$4,416,000.00
24. Briefing on a contract and work authorization with MACTEC Engineering and Consulting, Inc. for construction materials testing services for Southwest Parkway Section 4 in an amount not to exceed \$972,811.00
25. Briefing on a supplemental agreement with Kennedy Consulting, Ltd. for design services during construction on Southwest Parkway Section 4 in an amount not to exceed \$300,000.00
26. Briefing on a Work Authorization with US ROW for utility coordination services for Southwest Parkway Section 5 in an amount not to exceed \$514,300.00

Business Diversity

27. Briefing on the extension of the 2010 MWBE industry-specific goals

Kim Tolbert, Assistant Executive Director of Administrative Services, briefed the Board on the extension of the 2010 MWBE industry-specific goals. Ms. Tolbert presented a chart reflecting 2010 goal attainment year-to-date for categories in construction services, professional services, goods and services, consulting services and business diversity overall annual goal. Staff recommended extending the 2010 MWBE industry-specific goals to the first quarter of 2011, which would allow time to present the proposed goals to the Business Diversity Advisory Council at its meeting in January.

Reports

28. Executive Director Report
 - A. PeopleSoft reimplementation
 - B. RITE system upgrade

Mr. Clemson reported that the PeopleSoft implementation was successful, and complimented Ms. Davis and the rest of the team on accomplishing a major milestone.

29. Summary of Monthly Project Delivery Report relating to contracts, expenditures, budgets and status of the following NTTA turnpike projects
 - A. Dallas North Tollway
 - B. President George Bush Turnpike
 - C. Lewisville Lake Toll Bridge
 - D. President George Bush Turnpike – Eastern Extension
 - E. President George Bush Turnpike – Western Extension
 - F. Southwest Parkway / Chisholm Trail Parkway
 - G. Sam Rayburn Tollway
 - H. Mountain Creek Lake Bridge

- I. Addison Airport Toll Tunnel
- J. SH 190 East Branch
- K. SH 170
- L. SH 360
- M. Trinity Parkway

30. EXECUTIVE SESSION

Chairman Vandergriff called the Board into Executive Session at 3:00 p.m. and reconvened the meeting into open session at 6:50 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

31. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

- A. Briefing and possible approval of a legal services delivery plan and related personnel actions

Chairman Vandergriff stated that no action would be taken on item 31.

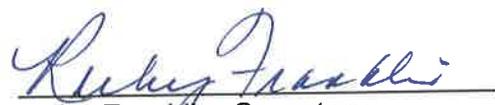
ADJOURNMENT

Chairman Vandergriff noted that Director Barr departed at 5:00 p.m., and that Director Willard ended phone participation at the conclusion of the Executive Session.

Vice Chairman Denison made a motion to adjourn and Director Moore seconded the motion. The motion was approved unanimously, and the meeting adjourned at 6:51 p.m.



Victor T. Vandergriff, Chairman



Ruby Franklin, Secretary