

**NORTH TEXAS
TOLLWAY
AUTHORITY**

**BOARD OF
DIRECTORS MEETING**

JANUARY 19, 2011

**AGENDA
NORTH TEXAS TOLLWAY AUTHORITY
BOARD OF DIRECTORS MEETING
BOARD ROOM, SUITE 200
5900 WEST PLANO PARKWAY
PLANO, TEXAS
JANUARY 19, 2011
9:00 AM**

All agenda items are subject to possible discussions, questions, and actions by the North Texas Tollway Authority Board of Directors. Agenda item numbers are assigned for ease of reference only and do not necessarily reflect the order of their consideration by the Board. The Board of Directors reserves the right to discuss any items in executive session whenever legally justified under the Open Meetings Act. Board members may participate in this meeting via telephone conference call in accordance with Section 366.262 of the Texas Transportation Code.

CALL TO ORDER

1. Establishment of quorum
2. Public Comments
3. Recognition of 2011 Relationship and Opportunities Advancing Diversity (ROAD) Program Participants
4. Chairman update
 - A. Regional partnership
 - B. Legislative opportunities and issues

CONSENT AGENDA (ITEMS 5 - 21)

5. Resolution approving the minutes of the November 29, 2010 and December 2, 2010 Special Called Board of Directors meeting and the December 21, 2010 Board meeting
6. Approval of the extension of the 2010 M/WBE industry-specific goals
7. Authorize a work authorization with HNTB Corporation to perform the 2011 Annual Inspection of the NTTA's infrastructure asset groups and prepare the 2011 Annual Inspection Report letter to bond holders as required by the trust agreement in an amount not to exceed \$363,000.00
8. Authorize a work authorization with Jacobs Engineering Group, Inc. to perform the 2011 Asset Condition Inspection

9. Approval of 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
10. Approval of 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
11. Approval of 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
12. Approval of 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
13. Approval of 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
14. Approval of 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
15. Approval of 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
16. Approval of 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
17. Approval of 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
18. Approval of 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
19. Approval of 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

20. Approval of 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
21. Approval of a Work Authorization with US ROW for utility coordination services for Southwest Parkway Section 5 in an amount not to exceed \$514,300.00

ITEMS FOR INDIVIDUAL CONSIDERATION

22. Approval of a contract with Williams Brothers Construction Co., Inc. for Southwest Parkway Section 1 construction in an amount not to exceed \$122,560,413.61
23. Approval of a contract with Webber, LLC for Southwest Parkway Section 2 construction in an amount not to exceed \$77,782,579.19
24. Approval of a contract with Texas Sterling Construction Co. for Southwest Parkway Section 3B construction in an amount not to exceed \$91,241,537.00
25. Approval of a contract with Sema Construction, Inc. for Southwest Parkway Section 4 construction in an amount not to exceed \$59,959,713.43
26. Consideration of a joint resolution with the Regional Transportation Council to support comprehensive development agreement authority for TxDOT to advance the IH 35 East managed lanes, SH 183 and the North Tarrant Express
27. Briefing and possible action regarding the financing for development of the President George Bush Turnpike – Western Extension, including approval of a loan agreement under the Transportation Infrastructure Finance and Innovation Act, a Master Custodial Account Agreement, a Trust Agreement, Tiger Grant Agreement, the issuance of PGBT-WE bonds and bond anticipation notes, a toll rate resolution, and related documents

Reports

28. Business Diversity Activity Report January 2011
29. Briefing on the business model and procurement project report, recommendations and next steps for consideration
30. RTC Briefing
31. Executive Director Report
 - A. PeopleSoft reimplementation
 - B. RITE system upgrade

- C. Administrative approved procurements report
32. **EXECUTIVE SESSION - Pursuant to chapter 551, subchapter D, Texas Government Code:**
- A. Subsection 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters
 - B. Section 551.072, to deliberate the purchase, exchange, lease, or value of real property
 - C. Section 551.073, to deliberate regarding gifts and donations
 - D. Section 551.074(a) (1), to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee
 - E. Section 551.076, to deliberate regarding security devices
33. **CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION**
- A. Briefing and possible approval of a legal services delivery plan and related personnel actions

ADJOURNMENT

NOTES

The North Texas Tollway System includes the Dallas North Tollway (the DNT), the President George Bush Turnpike (the PGBT), the Eastern Extension of the President George Bush Turnpike (the PGBT EE), President George Bush Turnpike Western Extension (PGBT WE), the Addison Airport Toll Tunnel (the AATT), Lewisville Lake Toll Bridge (LLTB), the Sam Rayburn Tollway (SRT), and the Mountain Creek Lake Bridge (the MCLB).

SWP refers to the Southwest Parkway Project, State Highway (SH) 121 from IH 30 to FM 1187 in Tarrant County; Chisholm Trail refers to SH 121 between FM 1187 in Tarrant County and U.S. 67 in Johnson County; Trinity Parkway refers to the proposed Trinity Parkway project between SH 183/ IH 35E interchange and U.S. 175 in Dallas County; SH 161 refers to SH 161 between SH 183 and IH 20 in Dallas County; SH 170 refers to SH 170 between SH 114 and SH 199 in Denton, Tarrant and Parker County; SH 360 refers to SH 360 between Green Oaks Boulevard and U.S. 67 in Tarrant, Johnson and Ellis County; SH 190 refers to SH 190 between IH 30 and IH 20 in Dallas County. Note that the stated end points for each of the referenced projects are approximate.

The term TxDOT refers to the Texas Department of Transportation; RTC refers to the Regional Transportation Council; NCTCOG refers to the North Central Texas Council of Governments; LBJ refers to IH 635.

Any individual with a disability who plans to attend this meeting and requires auxiliary aids or services should notify the Authority as far in advance as possible, but no less than 2 days in advance, so that appropriate arrangements can be made. Contact Human Resources by telephone at (214) 461-2000 or Relay Texas at 1-800-735-2989; by e-mail at ADA@ntta.org; or in person at 5900 W. Plano Parkway, Plano, Texas, 75093.

NTTA BOARD OF DIRECTORS

January 19, 2011

Victor Vandergriff, Chairman
P. O. Box 120963
Arlington, TX 76012
PH: 972-536-2900
C: 817-271-1200
E: vvandergriff@vtaig.com

Tarrant County Appointee
Appointed to Board – September, 2007
Term ending 08-31-12

Dave Denison, Vice Chairman
The Stratford Group
5949 Sherry Lane
Suite 1750
Dallas, Texas 75225
PH: 214-239-2359 (O)
E: ddenison@stratfordland.com

Denton County Appointee
Appointed to Board – October, 2005
Term ending 08-31-11

Kenneth Barr
Barr Consulting Group
3101 Avondale Ave.
Fort Worth, TX 76109
PH: 817-994-3937
E: kbarr@barrco.com

Tarrant County Appointee
Appointed to Board – May, 2008
Term ending 08-31-11

Kent Cagle
City Manager
City of Duncanville
P. O. Box 380280
Duncanville, TX 75138-0280
PH: 972-780-5003
E: kcagle@ci.duncanville.tx.us

Dallas County Appointee
Appointed to Board – September, 2010
Term ending 08-31-12

Bob Day
Broadway Eye Center
3034 Broadway Blvd.
Garland, TX 75041
PH: 972-278-2121
E: bob.day1@verizon.net

Dallas County Appointee
Appointed to Board – September, 2007
Term ending 08-31-11

Bill Moore
5900 W. Plano Parkway
Suite 100
Plano, Texas 75093
PH: 214-224-3038 (O)
E: Bmoore2@ntta.org

Collin County Appointee
Appointed to Board – September, 2009
Term ending 08-31-11

Michael Nowels
204 Lakeshore Road
Shady Shores, Texas 76208
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C: 214-244-7776
E: mnowels@aol.com

Denton County Appointee
Appointed to Board – September, 2007
Term ending 08-31-12

Bob Shepard
190 Clear Lake Lane
Weatherford, Texas 76087
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E: rkshepard72@gmail.com

Governor Appointee
Appointed to Board – September, 2006
Term ending 08-31-11

Jane Willard
5900 W. Plano Parkway
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Plano, Texas 75093
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Collin County Appointee
Appointed to Board – October 2010
Term ending 08-31-12

EXECUTIVE SUMMARY
January 19, 2011

Public Comments

This item allows for comments on matters not provided for on the agenda

EXECUTIVE SUMMARY
January 19, 2011

Relationships and Opportunities Advancing Diversity (ROAD) Program

Business Diversity Department

Background/Issue

- The North Texas Tollway Authority (NTTA) is committed to increasing participation of Disadvantaged, Minority and Women-Owned Business Enterprises (D/M/WBEs) in all procurement opportunities. To help achieve this, the Business Diversity Department (BDD) developed the Relationships and Opportunities Advancing Diversity (ROAD) Program to promote and facilitate relationships between prime contractors and consultants, and foster opportunities for D/M/WBEs.
- The pilot ROAD Program was launched on December 3, 2009 with a kick-off event held at the NTTA and was attended by some Board members, NTTA staff, representatives from area prime contracting firms and D/M/WBEs.
- The ROAD Program is a voluntary program aimed at enhancing the capacity of D/M/WBEs and providing guidance to increase industry and technical knowledge through best practices. The ROAD Program supports one of the key focus areas of the Business Diversity Department's (BDD) Action Plan.
- The class of 2010 has six (6) teams which were officially implemented in July 2010. Graduation is scheduled for July 21, 2011. More details on the graduation and the Board's involvement are forthcoming.
- The purpose of this briefing is to provide an overview of the teaming partnerships selected for the 2011 ROAD Program which commences on February 1, 2011.

General Overview

- The ROAD Program is modeled after existing capacity building programs across the country designed to increase diversity participation. Similar programs are common with state transportation authorities.
- The ROAD Program expands the ability of D/M/WBEs to successfully and systematically build capacity and compete for larger contracts by teaming larger firms (primes) with smaller firms (consultants) to:
 - Expand the consultant's scope and specialization of services and capabilities
 - Develop the consultant's bidding capabilities
 - Broaden the consultant's exposure to the process, execution and management of larger, more complex contracts
 - Develop more robust accounting procedures and reporting
 - Strengthen financial stability and relationships with credit grantors
 - Create a dialog that includes coaching, innovation, guidance and best practices
- The 2011 ROAD Program received an increase in participation from the pilot program. Staff received a total of 87 applications, 27 from primes and 60 from consultants. The 2011 program has twelve teams which is twice the number as the pilot program.

- The following teams were selected and will be formally introduced at the NTTA Board meeting:

Construction

PRIME	CONSULTANT
Austin Bridge & Road, L.P.	3i Construction
Azteca Omega Group	PDI Green Technology
Granite Construction Company	Bradley Douglas Construction Services, LLC
Kiewit Infrastructure South Co. (KISC)	Lone Star Ready Mix LP
Prairie Link Constructors, JV	Vendigm Construction, LLC
Shaw Engineering & Consulting	Rollins Construction Services, Inc.

Professional

PRIME	CONSULTANT
CP & Y, Inc. (dba Chiang, Patel, & Yerby, Inc.)	Civil Consulting Group, PLLC
HDR Engineering, Inc.	Criado & Associates
HNTB Corporation	EJES, Inc.
Jacobs Engineering Group, Inc.	Craig Design Group, Inc. (dba CDG Landscape Architects)
PBS&J	AP Engineering Consultant
URS Corporation	Benchmark Environmental Consultants

Legal Information

- Legal has reviewed the ROAD Program and has been involved in all relevant aspects of the ROAD Program implementation.

Financial Impact

- This item has no financial impact.

Business Diversity

- Diversity goal not applicable to this item.

Staff Recommendation

- No action necessary by the NTTA Board.
- The ROAD program helps the NTTA to achieve its strategic goal as a respected leader and partner in the region's transportation network.

Materials Prepared By	Materials Approved By
Anthony Coleman Director of Business Diversity	Kimberly Tolbert Assistant Executive Director of Administrative Services
Materials Approved By	Materials Approved By
Janice Davis Chief Financial Officer	John Dahill General Counsel

EXECUTIVE SUMMARY
January 19, 2011

Remarks given by NTTA Chairman, Victor Vandergriff



NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO.

**A RESOLUTION APPROVING MINUTES OF THE NOVEMBER 29, 2010
SPECIAL CALLED BOARD OF DIRECTORS MEETING**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA"), is a regional Tollway authority created and operating pursuant to Chapter 366 of the Texas Transportation Code (the "Code"), known as the "Regional Tollway Authority Act";

NOW, THEREFORE BE IT RESOLVED, that the attached minutes of the November 29, 2010, Special Called Board of Directors meeting be approved on this 19th day of January 2011.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Special Called Board of Directors Meeting
November 29, 2010

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 November 29, 2010.

CALL TO ORDER

Chairman Vandergriff called the meeting to order at 10:06 a.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
Kent Cagle	Director
*Bob Day	Director
Bill Moore	Director
Michael Nowels	Director
Bob Shepard	Director
Jane Willard	Director

*Participated telephonically

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

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

2. Public Comment

Chairman Vandergriff recognized Verlie Edwards of Representative Ron Orr's office, and Brian Beck from the City of Fort Worth.

3. Briefing regarding the financing for development of the President George Bush Turnpike – Western Extension (PGBT-WE) and related documents, including the TxDOT Toll Equity Loan Agreement for PGBT-WE and Southwest Parkway/Chisholm Trail, resolutions authorizing the issuance of PGBT-WE bonds and bond anticipation notes, a Special Projects System Trust Agreement, a loan agreement under the Transportation Infrastructure Finance and Innovation Act (TIFIA), a TIGER Grant Agreement, a Master Custodial Account Agreement, and a toll rate resolution

Janice Davis, CFO, stated that a detailed presentation of this item to the Board was important due to the complexity of the transaction. Ms. Davis introduced members of the team who would be participating in the presentation.

Dan Heimowitz, RBC Capital Markets, began the presentation by providing context and historical reference for the PGBT-WE financing, and the financing's multiple elements of implications for the NTTA System and future projects. Mr. Heimowitz provided an overview of the NTTA's current debt, a summary of the PGBT-WE transaction, detail of financing components and documents, the Toll Equity loan, the SPS Trust Agreement and the TIFIA loan agreement.

Ron Morrison and Andrew Mendelson, RBC Capital Markets, provided an overview of the NTTA System protections, and Mr. Heimowitz concluded the presentation with an overview of the PGBT-WE financing's effect on the SWP/CT financial feasibility.

Mr. Clemson, Executive Director, Ms. Davis, CFO, Mr. Carrigan, Assistant Executive Director Project Delivery, Kevin Twining, LLBL, Ron Marino, Citigroup, Michael Copeland, WSA, and Mr. Heimowitz, Mr. Morrison, and Mr. Mendelson of RBC Capital Markets, addressed questions of the Board.

4. Executive Session

The Board of Directors did not go into Executive Session.

5. Consideration of items from Executive Session

N/A

ADJOURNMENT

Director Nowels made a motion to adjourn, Director Moore seconded the motion and the meeting was adjourned.

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary



NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO.

**A RESOLUTION APPROVING MINUTES OF THE DECEMBER 2, 2010
SPECIAL CALLED BOARD OF DIRECTORS MEETING**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA"), is a regional Tollway authority created and operating pursuant to Chapter 366 of the Texas Transportation Code (the "Code"), known as the "Regional Tollway Authority Act";

NOW, THEREFORE BE IT RESOLVED, that the attached minutes of the December 2, 2010, Special Called Board of Directors meeting be approved on this 19th day of January 2011.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Special Called Board of Directors Meeting
December 2, 2010

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 December 2, 2010.

CALL TO ORDER

Chairman Vandergriff called the meeting to order at 9:04 a.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
Bob Shepard	Director
Jane Willard	Director

NTTA employees attending the meeting were: Allen Clemson, Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant 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 Toll Collections; J.C. Wood, Director of Maintenance; Dave Pounds, Director of Information Technology; Kimberly Jackson, Director of Communications; Magdalena Kovats, Director of Internal Audit; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; John Bannerman, Director of Customer Service Center; Marty Lege, Director of System Incident Management; Armando Garza, Budget and Compliance Manager.

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; Dan Heimowitz, Ron Morrison, RBC Capital Markets, Financial Advisor to the Authority; Rick Porter, McCall Parkhurst & Horton (MPH), Bond Counsel to the Authority; Justin Winn, Wilbur Smith Associates (WSA), Traffic & Revenue Consultant to the Authority.

2. Public Comments

No comments were made.

3. Chairman update

Chairman Vandergriff noted that the 2011 board and worksession calendar was provided to the Board.

4. EXECUTIVE SESSION

RESOLUTION(S) FOR CONSIDERATION

5. 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

Janice Davis, CFO, provided an update on the status of the loan agreement under the Transportation Infrastructure Finance and Innovation Act.

6. Legal briefing and possible approval of legal services delivery plan

Item 6 was not considered.

7. Briefing and approval of a Resolution authorizing the issuance of commercial paper notes in an amount not to exceed \$200,000,000, and approving Dealer Agreements with Bank of America, Merrill Lynch and Morgan Stanley, a Letter of Credit Reimbursement Agreement and Fee Letter Agreement with Bank of America, an Issuing and Paying Agent Agreement with Deutsche Bank Trust Company, and an Offering Memorandum

Ray Zies, Controller, provided background and history on the Commercial Paper Program and briefed the Board on the current program and proposed action. Mr. Zies, Mr. Clemson, Ms. Davis and Greg Schaecher, MPH, addressed questions of the Board.

After some discussion, Vice Chairman Denison made a motion to approve and Director Shepard seconded the motion. The motion was approved unanimously. (Resolution 10-288)

BRIEFINGS

Finance

8. October 31, 2010 Monthly Financial Report

Mr. Zies briefed the Board on the monthly financial report, and addressed questions of the Board.

9. Adoption of 2011 operating budget

Armando Garza, Budget and Compliance Manager, briefed the Board on the FY 2011 final budget numbers and format changes.

10. 2010 Refunding briefing

Ms. Davis briefed the Board on the NTTA Series 2010 refunding bonds financing results.

Legislative

11. Collin County proposed legislation to address relationship of multiple toll authorities in one service area

Carrie Rogers, Director of Government Affairs, briefed the Board on Collin County's proposed draft legislation to address multiple toll authorities and their primacy rights in the shared service area. She provided background on previous legislation and an overview of the primary elements of Collin County's draft legislation.

Chairman Vandergriff briefed the Board on discussions previously held with Judge Self and other Collin County Commissioners and Commissioners elect.

Director Moore and Chairman Vandergriff explained the process that created the Collin County proposed draft legislation, and Chairman Vandergriff asked for comments. After some discussion, the general consensus of the Board was to move forward to work with TxDOT, the region, Collin County and the other counties, to come up with a legislative compromise.

Contracts

12. Extensions, amendments and work authorizations through substantial completion of SWP/CT

- A. Contract with RBC Capital Markets Corporation for financial advisor services
- B. Contract with McCall, Parkhurst & Horton, LLP for bond counsel
- C. Contract with Wilbur Smith Associates for traffic and revenue engineering services
- D. Contract with HNTB Corporation for general engineering consultant services and approval of the 2011 work authorization
- E. Contract with Jacobs Engineering Group, Inc. for maintenance management consultant services
- F. Contract with Locke Lord Bissell & Liddell, LLP for legal services

After some discussions, questions addressed and opinions expressed, there was a general consensus of the Board to request staff to look at how the contracts could have staggered dates. The contracts should be brought back to the Board to be considered individually.

Information Technology

- 13. Procurement of consulting services from Go IT Services, Inc. for Intelligent Transportation System (ITS) program management and Enterprise Project Delivery System (EPDS) project management through the Texas Department of Information Resources Deliverables Based Information Technology Services (DBITS) contract in an amount not to exceed \$1.5 M

Dave Pounds, Director of Information Technology, briefed the Board on procurement of consulting services to support the Information Technology Department with the ITS program management and EPDS project management. This procurement is due to IT related consulting services no longer being included in the PMC and GEC contracts for 2011. Staff proposed a contract through the state of Texas.

Maintenance

- 14. A contract with Stripe-A-Zone, Inc. for PGBT Restriping Contract 03042- PGB-00-CN-MA in an amount not to exceed \$729,830.98

J.C. Wood, Director of Maintenance, briefed the Board on the PGBT restriping project, stating that the need for restriping had been identified from Midway Road to U.S. 78.

- 15. Business case for the permanent Frisco Operations Center and continuation of the services of the design-build firm

Mr. Wood briefed the Board on the proposed Frisco Operations Center. He provided some background, explained needs that were considered, the design and construction of the facility, and the financial impact. Mr. Wood and Mr. Clemson addressed questions of the Board.

Operations

16. Tolling services agreements for IH 635 and the North Tarrant Express

Item 16 was taken following item 23.

Clayton Howe, Assistant Executive Director Operations, briefed the Board on the managed lanes tolling service agreement. He provided some history of tolling services, tolling services agreement projects, responsibilities of the NTTA and the developer, terms, original and current financial modeling, financial analysis, and risk mitigation.

Mr. Clemson, Mr. Howe and Frank Stevenson, LLBL, addressed questions of the Board.

Project Delivery

Mr. Carrigan stated that items 17, 18 and 19 were negotiated work authorizations that provide continuation of the corridor management services for the PGBT-WE, SWP/CT and SH 170 projects. He addressed questions of the Board.

17. A work authorization with HDR Engineering, Inc., to provide SH 161 corridor management services during 2011 in an amount not to exceed \$1,578,500.00
18. A work authorization with Jacobs Engineering Group, Inc., to provide Southwest Parkway corridor management services during 2011 in an amount not to exceed \$2,408,800.00
19. A work authorization with Kimley-Horn & Associates, Inc., to provide SH 170 corridor management services during 2011 in an amount not to exceed \$382,500.00

Human Resources

Mr. Clemson stated that amendments in items 20 and 21 were legally required changes that should have minimal financial impact.

20. Amendments to the NTTA 401(k) Plan
21. Amendments to the NTTA 457 Deferred Compensation Plan

Major Procurements

22. Peer review progress report and next steps

Kim Tolbert, Assistant Executive Director Administrative Services, briefed the Board on the completed actions of the peer review progress report, and identified the next steps.

Reports

23. Executive Director Report

- A. PeopleSoft reimplementation
- B. RITE system upgrade
- C. 2011 Holiday Schedule

Mr. Clemson stated that PeopleSoft would go live in January, and that delays of the RITE system would be explained in detail at the Board meeting. He noted that the 2011 holiday schedule was included in the agenda packets.

24. 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

Prior to the Board going into Executive Session, Vice Chairman Denison suggested that a discussion of the committee structure as a whole versus individual committees and other options be discussed at the December Board meeting.

Chairman Vandergriff stated that his intention was to bring it back for a discussion and decision of the Board.

25. **EXECUTIVE SESSION**

Chairman Vandergriff called the Board into Executive Session at 12:15 p.m. and reconvened the meeting into open session at 12:50 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

26. **CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION**

Chairman Vandergriff stated that no action would be taken following the Executive Session.

Chairman Vandergriff stated that Vice Chairman Denison had provided a potential resolution related to legal services for the December 15, 2010 Board meeting agenda for consideration and action, and called on Vice Chairman Denison.

Vice Chairman Denison stated that he had already made a presentation and asked for any input or questions.

The Board and staff discussed options for roles and responsibilities of legal services, the possibility of a legal services committee and manager of legal services, role of the internal auditor, inside counsel, outside counsel and staff working collaboratively.

ADJOURNMENT

Director Shepard made a motion to adjourn and Director Moore seconded the motion. The meeting adjourned at 1:17 p.m.

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary



NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO.

**A RESOLUTION APPROVING MINUTES OF THE DECEMBER 21, 2010
BOARD OF DIRECTORS MEETING**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA"), is a regional Tollway authority created and operating pursuant to Chapter 366 of the Texas Transportation Code (the "Code"), known as the "Regional Tollway Authority Act";

NOW, THEREFORE BE IT RESOLVED, that the attached minutes of the December 21, 2010, Board of Directors meeting be approved on this 19th day of January 2011.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
December 21, 2010

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 December 21, 2010.

CALL TO ORDER

Chairman Vandergriff called the meeting to order at 9:02 a.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
Bob Shepard	Director
Jane Willard	Director

*Director Barr arrived at 9:50 a.m.

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

Also present at the meeting representing the Authority were: Kevin Twining, 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.

Chairman Vandergriff recognized Ruby Franklin, Secretary to the NTTA Board of Directors, for her years of service to the NTTA and presented her with a ten year pin.

2. Public Comments

Chairman Vandergriff recognized Keith Self, Collin County Judge, and Matt Shaheen, Collin County Commissioner.

Judge Self addressed the Board, expressing appreciation to Director Moore and Director Willard for participating in the Collin County Commissioners Court held on December 20, 2010. He provided an update to the Board on Collin County's opinion on SB-163. Judge Self indicated that he would like for Collin County and the NTTA to continue discussions before the legislative session gets underway on language for a local agreement.

Carrie Rogers, Director of Government Affairs, discussed SB 163, stating that the language was near verbatim to language in the regional mobility authority statute, Chapter 370.

Director Moore briefed the Board on discussions held at the Collin County Commissioners Court on December 20th. He proposed that the NTTA look at SB 163 and consider correcting or modifying any language to use as a basis for ongoing discussions on a local agreement.

Director Day stressed the importance of an agreement being finalized quickly due to the legislature only meeting every two years for a short period of time.

Chairman Vandergriff agreed that working together to come up with a compromise solution would be the best approach.

3. Chairman briefing and board discussion

A. Format for 2011 meetings – Board Work Sessions or Committee Meetings

Chairman Vandergriff asked for comments on conducting committee meetings versus meetings as a whole.

After comments and some discussion, there was a general consensus of the Board to continue with meetings as a whole in a worksession format, with special committee meetings held when necessary and appropriate.

Chairman Vandergriff stated that with the upcoming legislative session, he had asked Director Barr, Director Day and Director Moore to serve on the Legislative Committee during that time.

Chairman Vandergriff announced that he had appointed Director Day to be the Board appointee to the RTC. Director Day was previously the alternate.

B. Legislative and Regional Initiatives

1. Collin County Toll Authority
2. Regional partnership
3. Legislative opportunities and issues
4. Revenue sharing on projects

Ms. Rogers provided an update on the status of the NTTA legislative program for the upcoming legislative session.

Chairman Vandergriff briefed the Board on ongoing discussions he initiated with TxDOT and the RTC on how to break down some of the institutional barriers and work better in a cooperative way to move projects forward. He called on Mr. Clemson to present details of discussions concerning revenue sharing and a Regional Mobility Dividend Bank.

After comments from the Board and some discussion, Chairman Vandergriff summarized that the Board's perspective seemed to be continuing the dialogue and discussions. He indicated that the Board would be kept apprised as discussions move forward.

CONSENT AGENDA (ITEMS 4-13)

Items 4, 9, 10 and 11 were pulled from the Consent Agenda.

Chairman Vandergriff entertained a motion to approve items 5, 6, 7, 8, 12 and 13 of the Consent Agenda. Director Moore made a motion to approve and Director Day seconded the motion. The motion was approved unanimously. (Resolutions No. 10-291 through 294, and Resolutions No. 10-298 and 10-299)

4. Resolution approving the minutes of the November 4, 2010 Special Called Board of Directors meeting and the November 17, 2010 Board meeting

Vice Chairman Denison stated that at the November 4, 2010 Special Called Board meeting, he had requested a discussion on rental car policies and their fees at some point. Mr. Clemson indicated that rental car policies and fees would be included on the January meeting agenda.

Vice Chairman Denison made a motion to approve the minutes of the November 4, 2010 Special Called Board of Directors meeting and the November 17, 2010 Board

meeting. Director Barr seconded the motion and it was approved unanimously. (Resolutions No. 10-289 and 10-290)

5. Adoption of 2011 operating budget and approval of payment to the Reserve Maintenance Fund for 2011
6. Approval of the 2011 paid holidays and personal days
7. Approval of contract for information technology services with Go IT Services, Inc. related to the Intelligent Transportation System, the Electronic Toll Collection System and the Enterprise Project Delivery System in an amount not to exceed \$1,500,000.00
8. Approval of a contract with Stripe-A-Zone, Inc. for PGBT Restriping Contract 03042-PGB-00-CN-MA in an amount not to exceed \$729,830.98
9. Approval of a work authorization with HDR Engineering, Inc. to provide PGBT WE corridor management services during 2011 in an amount not to exceed \$1,578,500.00

Director Barr stated that he had previously asked for information concerning MWBE participation and the level of work authorization for 2010, and information on any significant deviation in the actual from the work authorization.

Gerry Carrigan, Assistant Executive Director Project Delivery, addressed Director Barr's questions.

Director Barr made a motion to approve item 9 and Director Day seconded the motion. The motion was approved unanimously. (Resolution No. 10-295)

10. Approval of a work authorization with Jacobs Engineering Group, Inc., to provide Southwest Parkway/Chisholm Trail corridor management services during 2011 in an amount not to exceed \$2,408,800.00

Director Day made a motion to approve item 10 and Director Barr seconded the motion. The motion was approved unanimously. (Resolution No. 10-296)

11. Approval of a work authorization with Kimley-Horn and Associates, Inc. to provide SH 170 corridor management services during 2011 in an amount not to exceed \$382,500.00

Director Day expressed concerns about spending large amounts of money at risk on projects that may not be NTTA projects for several years.

Mr. Clemson and Mr. Carrigan addressed questions concerning investments in future projects.

Director Cagle made a motion to approve item 11 and Director Nowels seconded the motion. The motion was approved 8-1, with Director Day voting against the motion. (Resolution No. 10-297)

12. Approval of amendment to the NTTA 401(k) Plan

13. Approval of amendment to the NTTA 457 Deferred Compensation Plan

ITEMS FOR INDIVIDUAL CONSIDERATION

14. Briefing, cost benefit analysis and discussion on historical and current model of legal services delivery for NTTA. Presentation and possible approval of new legal services delivery plan

Item 14 was postponed to January.

15. Briefing and possible approval of an updated strategic plan

David Eisenlohr, Azimuth Group, provided a briefing on the NTTA 2011-2015 Strategic Plan, stating that the plan accounts for changes in the internal and external environments since the adoption of the 2008 plan. Mr. Eisenlohr provided a SWOT analysis, operating context, goals and objectives, executive oversight, key performance indicators, and discussed the next steps. He then addressed questions of the Board.

Director Day made a motion to approve the updated strategic plan and Director Cagle seconded the motion. The motion was approved 8-0. Director Shepard was not present when vote was taken. (Resolution No. 10-301)

16. Briefing, discussion and possible action on business model and peer – review survey

Mr. Clemson briefed the Board on the peer review survey results, including budgets, spending, business models and procurement departments. Mr. Clemson indicated that the next steps would be to get feedback from the Board, consolidate the report and bring it back to the Board along with a proposed first draft of business model options that would be reflective of the survey data. He indicated that additional questions would be included.

Janice Davis, CFO, briefed the Board on the consultant contract extensions for items 17, 18 and 19.

The Board discussed the reasoning for the extensions being moved out to 2013, and Chairman Vandergriff explained the action taken at an August Special Called Board meeting. Mr. Clemson presented options for the Board, and Ms. Davis addressed questions concerning a logical procurement process to stagger the contracts.

17. Approval of a contract with RBC Capital Markets Corporation for financial advisory services

After comments, discussions and questions were addressed, Director Day made a motion to amend the contract with RBC Capital Markets Corporation to be extended through June 30, 2011, with staff to come back to the Board with a staggered procurement process as discussed. Director Barr seconded the motion.

Vice Chairman Denison called for a point of order related to the motion made and approved at the August 2010 Board meeting. He stated that the only Board Members who could bring this item up to do something different than what was approved in August, would be the Board Members who voted for the motion.

Director Day called for a point of order stating that his motion was not a reconsideration of the previous motion approved by the Board in August.

John Dahill, General Counsel, offered clarification on the action taken at the August 2010 Board meeting.

Vice Chairman Denison made a motion to amend the motion on the floor by changing the date to June 30, 2013. Director Moore seconded the motion.

Vice Chairman Denison called the question, but agreed to further questioning and discussion.

After further comments and questions were addressed, Director Moore called the question on Vice Chairman Denison's motion.

Chairman Vandergriff called for a vote on the amendment to the motion that extends the RBC Capital Markets contract to June 2013. The motion failed 5-4. Chairman Vandergriff, Director Barr, Director Cagle, Director Willard and Director Day voted nay. Vice Chairman Denison, Director Moore, Director Nowels and Director Shepard voted aye.

Chairman Vandergriff called for a vote on the motion extending the RBC Capital Markets contract to June of 2011.

Director Willard made a motion to amend the motion extending the contract to the end of December 2011. Director Nowels seconded the motion to amend the motion extending the contract. Chairman Vandergriff clarified that the amended motion included staff bringing back a proposed staggered procurement process to the Board.

Vice Chairman Denison called the question on the motion.

Chairman Vandergriff called for a vote on the amended motion, and the motion was approved 5-4. Chairman Vandergriff, Director Nowels, Director Moore, Director Willard and Director Barr vote aye. Vice Chairman Denison, Director Day, Director Cagle and Director Shepard voted nay.

Chairman Vandergriff called for a vote on the motion to extend the RBC Capital Markets contract, with an amendment of one year, and to request staff to bring back a schedule

for a staggered procurement process. The motion was approved 7-1, with Director Shepard voting nay. Vice Chairman Denison was not present when the vote was taken. (Resolution 10-303)

18. Approval of a contract with McCall, Parkhurst & Horton, LLP for bond counsel services

Director Day made a motion to approve a contract with MPH, extending the contract to the end of December 2011. Director Barr seconded the motion and it was approved unanimously. Vice Chairman Denison was not present when the vote was taken. (Resolution No. 10-304)

19. Approval of a contract with Wilbur Smith Associates for traffic and revenue engineering services

Director Day made a motion to approve a contract with WSA, extending the contract to the end of December 2011. Director Barr seconded the motion and it was approved unanimously. Vice Chairman Denison was not present when the vote was taken. (Resolution No. 10-305)

20. Approval of a contract with Locke Lord Bissell & Liddell, LLP for legal services

Item 20 was considered following the Executive Session.

Director Day made a motion to approve a contract with LLBL for 60 days. Vice Chairman Denison seconded the motion and it was approved unanimously. Director Moore was not present when vote was taken. (Resolution No. 10-306)

21. Approval of a contract with Jacobs Engineering Group, Inc. for maintenance management consultant services

J.C. Wood briefed the Board on a contract with Jacobs Engineering Group, Inc.

Director Day made a motion to approve a contract with Jacobs Engineering Group, Inc. and extend it to the end of February 2012. Director Barr seconded the motion. After some discussion and clarification, the motion was approved 7-2, with Vice Chairman Denison and Director Shepard voting nay. (Resolution No. 10-307)

22. Approval of a contract with HNTB Corporation for general engineering consultant services and approval of the 2011 work authorization

Vice Chairman Denison made a motion to approve a contract with HNTB Corporation and extending the contract to June 30, 2013. Director Nowels seconded the motion.

Director Day made a motion to amend the motion to extend the contract to December 31, 2011. Director Barr seconded the motion to amend the motion. Vice Chairman Denison called the question and Chairman Vandergriff called for a vote. The motion was approved 5-4. Chairman Vandergriff, Director Barr, Director Day, Director Cagle,

and Director Willard voted for the motion. Vice Chairman Denison, Director Shepard and Director Moore voted against the motion.

Chairman Vandergriff called for a vote on the motion approving a contract with HNTB Corporation, and extending the contract to the end of December 2011. The motion was approved 5-4. Chairman Vandergriff, Director Barr, Director Day, Director Cagle and Director Willard voted aye. Vice Chairman Denison, Director Moore, Director Nowels and Director Shepard voted nay. (Resolution No. 10-308)

23. Briefing on financial capacity of NTTA and the Authority's ability to support additional projects

Item 23 will be brought back to the Board in January.

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

Item 24 was not briefed nor considered.

Chairman Vandergriff recognized Larry Taylor, representing Congresswoman Eddie Bernice Johnson's office, and expressed appreciation to Congresswoman Johnson for all her efforts in assisting the NTTA in its pursuit of a TIFIA loan.

REPORTS AND BRIEFINGS

25. Business Diversity activity report December 2010

A report was included in the agenda packet.

26. Briefing on RITE Intellectual property sale

Clayton Howe, Assistant Executive Director Operations, provided a briefing on the RITE Intellectual property sale, including the VAR agreement, enhancements to RITE and VAR renegotiation, and discussed the next steps. Mr. Howe addressed questions of the Board.

27. RTC Briefing

A report was included in the agenda packet. Director Day stated that the RTC had concerns about regional tolling revenue being used by the state of Texas to balance budget shortfalls.

28. Executive Director reports

- A. PeopleSoft reimplementation
- B. RITE system upgrade

Mr. Clemson state that the PeopleSoft reimplementation was continuing to go well and that the all-ETC toll collection for the DNT was implemented.

29. EXECUTIVE SESSION

Chairman Vandergriff called the Board into Executive Session at 12:15 p.m. and reconvened the meeting into open session at 1:50 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

Chairman Vandergriff noted that Director Moore departed at 1:30 p.m.

30. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

- A. Authorize the purchase of fee title to a tract of land designated as NTTA Parcel 30-36 and a utility easement over a tract of land designated as NTTA Parcel 30-36UE, both located at 5518 Liberty Grove Road, Rowlett, Texas and owned by Covington Nursery and Landscape, Inc., and settlement of pending litigation

Director Day made a motion to approve item 30.A and Director Nowels seconded the motion. The motion was approved 8-0. Director Moore was not present when vote taken.

ADJOURNMENT

Director Barr made a motion to adjourn and Vice Chairman Denison seconded the motion. The meeting adjourned at 1:52 p.m.

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

2010 Minority and Women-Owned Business Enterprise Goal Extension

Business Diversity Department

Background/Issue

- In January 2010, the NTTA Board of Directors approved the Disadvantaged, Minority, Women-Owned and Small Business Enterprise Policy (Diversity Policy).
- The Diversity Policy establishes a separate Minority and Women-Owned Business Enterprise (M/WBE) program under which the NTTA establishes annual M/WBE industry-specific goals for NTTA subcontracting opportunities that do not involve federal funding. The M/WBE goals address underutilization of ready, willing and able minority and women-owned businesses in the NTTA's relevant market area.
- Prior to the adoption of the Diversity Policy, goals for M/WBE participation were set on an ad-hoc basis with no established baseline for industry-specific procurements.
- The 2008 Availability and Disparity Study provides the supporting data to assist staff with developing applicable subcontracting goals.
- In July 2010, the NTTA Board of Directors adopted initial industry-specific subcontracting goals applicable to the planned procurements in construction, professional services, consulting, and goods and services to provide a starting point and lay the groundwork for the annual goal setting process.
- The purpose of this item is to provide the Board with an update on the M/WBE industry-specific goals and request an extension of these goals through the first quarter of 2011.

General Overview

- Subcontracting goals are narrowly tailored and established based on subcontracting opportunities and the availability of ready, willing and able M/WBEs to meet the identified subcontracting opportunities.
- The M/WBE subcontracting goals for industry-specific procurements are aspirational, not quotas. These goals are narrowly tailored to focus on addressing disparity and underutilization of minority and women-owned businesses, and are specific to the NTTA's anticipated procurement opportunities.
- Business Diversity is currently completing its analysis of 2010 subcontracting goal attainment. The attainment against the established goals is a critical factor in the goal setting process for 2011. Staff is currently compiling the listing of planned procurements and applicable subcontracting opportunities for 2011 to

complete the narrowly tailoring of proposed goals. Since this process is still underway, staff proposes to extend the goals adopted by the Board in 2010 through the first quarter of 2011. This extension will allow staff to complete its report of M/WBE participation attainment through December 31, 2010. In addition, staff will have adequate time to perform the process of narrowly tailoring goals for planned procurements in 2011 and to determine the availability of M/WBEs to perform subcontracted work. Both processes are critical for setting goals for 2011. The final analysis should be complete by the end of the first quarter of 2011.

- The following table sets forth the adopted 2010 M/WBE industry-specific goals and participation attainment through November 1, 2010.

Category	Industry-Specific 2010 Goals	2010 Industry-Specific Goal Attainment YTD*
Construction services	13.00%	12.60%
Professional services	28.00%	24.80%
Goods & services	12.00%	24.40%
Consulting services	13.00%	13.90%
Business Diversity Overall Annual Goal	15.20%	14.00%

* Through November 1, 2010.

Legal Information

- Staff has been working with General Counsel and outside legal counsel in analyzing the proposed 2011 subcontracting goals for legal compliance.

Financial Impact

- This item has no financial impact.

Staff Recommendation

- Staff recommends the Board extend the 2010 M/WBE industry-specific goals through the first quarter of 2011.
- The M/WBE industry-specific goal setting helps the NTTA to achieve its strategic goal as a respected leader and partner in the region’s transportation network.

Materials Prepared By	Materials Approved By
Anthony Coleman Director of Business Diversity	Kimberly Tolbert Assistant Executive Director of Administrative Services
Materials Approved By	Materials Approved By
Janice Davis Chief Financial Officer	John Dahill General Counsel



NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO.

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY EXTENDING THE
2010 MINORITY AND WOMEN-OWNED BUSINESS ENTERPRISE INDUSTRY-
SPECIFIC GOALS**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority created and operating pursuant to Chapter 366 of the Texas Transportation Code, known as the Regional Tollway Authority Act; and

WHEREAS, the NTTA Board of Directors adopted the Disadvantaged, Minority, Women-Owned and Small Business Enterprises Policy (the "Diversity Policy") on January 20, 2010, which established the Minority and Women-Owned Business Enterprise ("M/WBE") Program as a separate and distinct program; and

WHEREAS, under the Diversity Policy, the NTTA may establish annual M/WBE industry-specific goals to address the underutilization of ready, willing and able minority and women-owned firms in the NTTA's relevant market area, without respect to whether the relevant NTTA contracts are federally-funded; and

WHEREAS, the Diversity Policy states that the Executive Director will recommend for adoption by the NTTA Board of Directors annual M/WBE industry-specific goals in contracts for construction services, professional services, goods and services and consulting services; and

WHEREAS, the proposed M/WBE industry-specific goals in 2010 are narrowly tailored and are based on the forecast of expected NTTA procurements and the availability of M/WBE firms ready, willing and able to participate in those procurements; and

WHEREAS, the process of narrowly tailoring the M/WBE industry-specific goals for 2011 is anticipated to be completed in the first quarter of 2011;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the extension of the 2010 M/WBE industry-specific goals through March 31, 2011.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Work Authorizations for HNTB Corporation 2011 Annual Inspection
and Jacobs 2011 Asset Condition Inspection**

Maintenance Department

Background/History

- As a requirement of Section 504 of the NTTA Amended and Restated Trust Agreement, the General Engineering Consultant (GEC), HNTB Corporation, is charged with making an annual inspection and reporting on the condition of the NTTA System.
- The NTTA began compliance with the Governmental Accounting Standards Board Statement 34 (GASB 34) in 2002. The NTTA Board of Directors set a standard for the desired condition rating of 8.0 (on a 10.0 scale) and engaged the NTTA's Maintenance Management Consultant (MMC), Jacobs Engineering Group (formerly Carter and Burgess, Inc.) to conduct inspections and condition assessments (ratings) of the NTTA's assets. For fiscal year 2010, the NTTA's overall weighted asset condition level was 8.9.
- The annual inspection program includes a visual inspection of screening walls and retaining walls. The first phase of additional or special condition inspections for select walls on our system is currently underway and the results will be used by the GEC in place of redundant visual inspections in those select areas. The balance of our walls will be visually inspected by the GEC under this work authorization.
- 100 percent of NTTA's operating roadways are included in the inspection. In 2010, this amounted to 704 lane miles and 98 center line miles; the 2011 inspection will include approximately 752 lane miles and 98 center line miles.

General Overview

- The GEC annually reports on the general condition of the NTTA's infrastructure asset groups including roadways, bridges, and buildings. The MMC is responsible for assessing the condition of the Authority's assets as part of the asset management program and to assist the NTTA to comply with GASB 34. The MMC accomplishes this assessment through various special inspections and participation in the annual inspection.
- The GEC and the MMC will perform a comprehensive condition assessment of the NTTA's infrastructure assets from January through May 2010. All assessment procedures and documentation performed by the GEC and MMC will fulfill requirements of the Trust Agreement and the asset management program. The complete inspection findings will be reported in the 2011 capital asset management and inspection report to the NTTA.

- The GEC and MMC have developed a combined work plan to eliminate duplication of efforts.

Legal Information

- Legal will review and approve the final work authorizations prior to execution.

Financial Impact

- The annual inspection occurs in the first half of the year so that results of the inspection can be fully utilized in the development of the subsequent year's budget proposals. This year the inspections are to be conducted earlier than previous inspections in order to incorporate the results into the 5-year capital plan, support the 2012 Reserve Maintenance Fund recommended budget, and to comply with the PGBT WE Project Agreement and Special Projects System Trust Agreement. Section 710 of the draft Trust Agreement for the Special Projects System directs "the Consulting Engineers to make an inspection of the Project on or before the 90th day prior to the end of each Fiscal Year." Article 1 Definitions further defines "Fiscal Year" as "each 12-month period ending August 31, or any other period agreed to by the Authority and TxDOT as the Fiscal Year for the System." The annual inspection and condition assessment (including special inspections performed at other times) provide the information needed by the NTTA to manage our infrastructure assets and to fully comply with GASB 34.
- A work authorization to contract number 02005-NTT-00-PS with HNTB in an amount not to exceed \$363,000 has been prepared for the GEC portion of the annual inspection.
- A work authorization to contract number 02023-NTT-00-PS-MA with Jacobs in an amount not to exceed \$863,555 has been prepared for the inspection and condition assessment.
- The fees are considered reasonable by staff for the level of effort involved to perform the 2011 annual inspection and to prepare the required documentation.
- The 2011 annual inspection is funded from both the Reserve Maintenance Fund with an approved budget of \$1,200,000 and the Major Maintenance Fund within the Special Projects System Budget with an approved budget of \$348,294.

Business Diversity

- The M/W/DBE participation for this work authorization for HNTB under contract number 02005-NTT-00-PS is anticipated to be 7 percent. The overall M/W/DBE goal for the full contract remains at 25 percent.
- The M/W/DBE participation for this work authorization for Jacobs under contract number 02023-NTT-00-PS-MA is anticipated to be 68 percent

Staff Recommendations

- Staff recommends the NTTA Board authorize the executive director to execute a work authorization in an amount not to exceed \$363,000.00 to contract 02005-NTT-00-PS with HNTB Corporation to perform the 2011 Annual Inspection of the NTTA’s infrastructure asset groups, prepare the asset condition letter to bond holders as required by the Trust Agreement, and prepare the 2011 Capital Asset Management and Inspection Report.
- Staff also recommends that the NTTA Board authorize the executive director to execute a work authorization in an amount not to exceed \$863,555.00 to contract 02023-NTT-00-PS-MA with Jacobs Engineering to perform the 2011 Asset Condition Inspection to complete its assessment of the general condition of the NTTA’s assets.

Materials Prepared By Victor Pavloff, P.E. Assistant Director of Maintenance	Materials Approved By J.C. Wood, P.E. Director of Maintenance
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO. _____

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
APPROVING A WORK AUTHORIZATION UNDER
CONTRACT NUMBER 02005-NTT-00-PS-AD WITH HNTB CORPORATION
TO PERFORM THE 2011 ANNUAL INSPECTION OF NTTA ASSETS**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (“NTTA”) is a regional tollway authority governed by the Regional Tollway Authority Act, Chapter 366 of the Texas Transportation Code (the “Act”); and

WHEREAS, pursuant to the Act and the NTTA’s Procurement Policy, the NTTA awarded contract number 02005-NTT-00-PS-AD (the “Contract”) to HNTB Corporation to provide services to the NTTA as the NTTA’s General Engineering Consultant (“GEC”); and

WHEREAS, pursuant to Section 504 of the Trust Agreement pertaining to the NTTA’s turnpike revenue bonds, the GEC must perform an annual inspection and report on the condition of the NTTA’s turnpike projects and facilities (the “Annual Inspection”); and

WHEREAS, in accordance with the Contract, the NTTA requested, and HNTB Corporation will submit, a work authorization to perform the Annual Inspection, and has proposed a price for the 2011 Annual Inspection that NTTA staff believes to be fair and reasonable; and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the NTTA hereby authorizes the Executive Director to finalize and execute a work authorization under Contract 02005-NTT-00-PS-AD with HNTB Corporation to perform the 2011 Annual Inspection at a cost not to exceed \$363,000.00, to be paid from the Reserve Maintenance Fund and the Major Maintenance Fund within the Special Projects System Budget.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary



NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO. _____

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING A WORK AUTHORIZATION UNDER
CONTRACT NUMBER 02023-NTT-00-PS-MA
WITH JACOBS ENGINEERING GROUP, INC. TO PERFORM THE
2011 NTTA ASSET CONDITION INSPECTION**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (“NTTA”) is a regional tollway authority governed by the Regional Tollway Authority Act, Chapter 366 of the Texas Transportation Code (the “Act”); and

WHEREAS, pursuant to the Act and the NTTA Procurement Policy, the NTTA awarded contract number 02023-NTT-00-PS-MA (the “Contract”) to Carter and Burgess, Inc., to provide services to the NTTA as the NTTA’s Maintenance Management Consultant (“MMC”); and

WHEREAS, Carter and Burgess, Inc. was acquired by Jacobs Engineering Group, Inc. (“Jacobs”) in 2007; and

WHEREAS, to complete its assessment of the condition of the NTTA assets as part of the Asset Management program, to ensure compliance with Governmental Accounting Standards Board Statement 34 (GASB 34), and to assist with the development of the subsequent year’s budget, the MMC participates in and provides services for the annual inspection of the NTTA’s asset groups (collectively, the “MMC’s Inspection Services”); and

WHEREAS, in accordance with the Contract, the NTTA and Jacobs have negotiated a work authorization for the MMC’s Inspection Services in 2011 for a price that NTTA staff believes to be fair and reasonable;

NOW, THEREFORE, BE IT RESOLVED that the Executive Director is authorized to finalize and execute a work authorization under Contract 02023-NTT-00-PS-MA with Jacobs, to perform the MMC’s 2011 Asset Condition Inspection Services at a cost not to exceed \$863,555.00, with such cost to be paid from the Reserve Maintenance Fund and the Major Maintenance Fund within the Special Projects System Budget.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Work Authorization with Tollway Transportation Team for
Construction Management Services on Southwest Parkway Section 1**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the SWP/CTP Corridor.
- Construction activities for the Section 1 contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Construction Fund will be established.
- If NTTA's commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that, upon approval, TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- Under contract 02424-NTT-00-PS-PM, awarded via Resolution 08-354 at the August 2008 meeting of the Board of Directors, Tollway Transportation Team agreed to provide construction management services under work authorization for any NTTA project as directed by the NTTA.

Legal Information

- Legal previously approved the contract with Tollway Transportation Team, and will review and approve the work authorization for Section 1 prior to execution.

Financial Impact

- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations for the work authorization. The negotiated value of the work authorization is within the value determined by the independent analysis of the proposed scope of work.
- This work authorization for Tollway Transportation Team will be in an amount not to exceed \$6,299,600.00.
- Project costs of \$6,299,600.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for the contract was set at 28% and Tollway Transportation Team has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute a work authorization under contract 02424-NTT-00-PS-PM with Tollway Transportation Team for construction management services for Southwest Parkway, Section 1 in an amount not to exceed \$6,299,600.00, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



RESOLUTION NO.

**A RESOLUTION OF
THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING A WORK AUTHORIZATION
FOR CONSTRUCTION MANAGEMENT SERVICES
WITH TOLLWAY TRANSPORTATION TEAM
FOR SOUTHWEST PARKWAY, SECTION 1**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority created and operating pursuant to Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act" (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the Project extends 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth; and

WHEREAS, in August 2008, the NTTA Board of Directors awarded a contract to Tollway Transportation Team to provide construction management services to NTTA; and

WHEREAS, Tollway Transportation Team and the NTTA have negotiated a work authorization to provide construction management services for the construction of Southwest Parkway, Section 1, for a fair and reasonable price;

NOW, THEREFORE, BE IT RESOLVED, the NTTA Board of Directors authorizes the Executive Director to finalize and execute a work authorization under contract 02424-NTT-00-PS-PM with Tollway Transportation Team to provide construction management services for the construction of Section 1 of Southwest Parkway for an amount not to exceed \$6,299,600.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Contract Award and Approval of a Work Authorization with
MACTEC Engineering and Consulting, Inc. for
Construction Materials Testing Services on Southwest Parkway Section 1**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway/Chisholm Trail Parkway (SWP/CTP) Corridor.
- Construction activities for the Section 1 contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Corridor Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- The services of a consultant firm are required to conduct construction materials testing on behalf of the NTTA on Southwest Parkway Section 1.
- Services under this contract will include sampling, testing, documenting, and reporting the materials used in the construction of the Project to verify that they comply with the Project's construction specifications and the relevant TxDOT and NTTA testing and inspection specifications and procedures.
- The NTTA advertised a request for qualifications on August 29, 2010 to serve as SWP Section 1 Construction Materials Testing Services Consultant. A mandatory pre-proposal meeting was held on September 14, 2010. Eleven (11) firms delivered statements of qualifications by the

deadline of September 28, 2010. Of these firms, two (2) were short listed and interviewed on October 22, 2010.

- Based on its demonstrated competence and qualifications to perform the services, MACTEC Engineering and Consulting, Inc. was selected as the most highly qualified firm to provide these services, and the NTTA has successfully negotiated the terms of a contract for the services at a fair and reasonable price.
- The proposed work authorization under this contract will be to provide construction materials testing services for the duration of Section 1 construction, which is proposed to begin after corridor financing.

Legal Information

- Legal previously provided review of the standard contract form, and will review and approve the final contract and the work authorization, prior to execution.

Financial Impact

- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations for the work authorization. The negotiated value of the work authorization is within the value determined by the independent analysis of the proposed scope of work.
- This work authorization with MACTEC Engineering and Consulting, Inc. will be in an amount not to exceed \$2,135,500.00
- Project costs of \$2,135,500.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for the contract was set at 20%, and MACTEC Engineering and Consulting, Inc. has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute contract 02883-SWP-01-PS-PM with MACTEC Engineering and Consulting, Inc. for construction material testing services.
- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute a work authorization for the above contract with MACTEC Engineering and Consulting, Inc. to provide the required services on Southwest Parkway, Section 1, in an amount not to exceed \$2,135,500.00, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



RESOLUTION NO.

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING AWARD OF A CONTRACT AND WORK AUTHORIZATION WITH
MACTEC ENGINEERING AND CONSULTING, INC. TO PROVIDE CONSTRUCTION
MATERIALS TESTING SERVICES ON SOUTHWEST PARKWAY, SECTION 1**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act" (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the Project extends 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth; and

WHEREAS, in accordance with the Act, the NTTA Procurement Policy, and the Professional Services Procurement Act, the NTTA issued a request for qualifications to firms interested in providing construction materials testing services (the "Services") to the NTTA; and

WHEREAS, based on demonstrated competence and qualifications, MACTEC Engineering and Consulting, Inc. was selected as the most highly qualified firm to provide the Services from the firms that responded to the NTTA's request for qualifications; and

WHEREAS, the NTTA has negotiated a work authorization-based contract for the Services with MACTEC Engineering and Consulting, Inc. under which the NTTA may issue a work authorization for the Services that the NTTA determines to be required for construction of Section 1 of the Project; and

WHEREAS, the NTTA and MACTEC Engineering and Consulting, Inc. have negotiated a work authorization to provide the Services for Section 1 of the Project for a fair and reasonable price;

NOW, THEREFORE, BE IT RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute contract 02883-SWP-01-PS-PM with MACTEC Engineering and Consulting, Inc. to provide construction materials testing services as requested by the NTTA pursuant to a work authorization issued by the NTTA.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute a work authorization for MACTEC Engineering and Consulting, Inc. to provide construction materials testing services for construction of Section 1 of the Project in an amount not to exceed \$2,135,500.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Supplemental Agreement with AECOM USA Group, Inc. for
Design Services during Construction on Southwest Parkway Section 1**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- Construction activities for the Section 1 contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval, TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- Under contract 02075-SWP-01-PS-EN, awarded via Resolution 05-120 at the December 2005 NTTA Board meeting, AECOM USA Group, Inc. serves as the design section engineer (DSE) to provide design services for plans, specifications and estimates for Section 1 of SWP.
- During construction of Southwest Parkway Section 1, it may be necessary for the DSE to assist NTTA, the corridor manager and the construction manager by reviewing specialty shop drawings and/or answering requests for information (RFI) generated by the contractor.
- The DSE will provide on-call support services, at NTTA's request, during the construction of SWP Section 1. The support services for this authorization will include, but are not limited to: review of shop drawings, investigating changes to plans requested by the Contractor and/or NTTA

personnel to streamline construction, to accommodate unforeseen or changed field conditions, and to respond to RFI's about the project specifications and requirements.

- The services will be performed, at the request of NTTA, on an on-call basis, within the financial limits of a supplemental agreement.

Legal Information

- Legal will review and approve the final supplemental agreement prior to execution.

Financial Impact

- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations for the supplemental agreement. The negotiated value of the supplemental agreement is within the value determined by the independent analysis of the proposed scope of work.
- The value of this supplemental agreement is \$647,954.00.
- Project costs of \$647,954.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for the contract was set at 20%, and AECOM USA Group, Inc. has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute a supplemental agreement to contract 02075-SWP-01-PS-EN with AECOM USA Group, Inc. in an amount not to exceed \$647,954.00 for design services during construction for Southwest Parkway Section 1, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



RESOLUTION NO.

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING A SUPPLEMENTAL AGREEMENT WITH AECOM USA GROUP, INC.
FOR DESIGN SERVICES DURING CONSTRUCTION ON
SOUTHWEST PARKWAY, SECTION 1**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act" (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the NTTA awarded contract 02075-SWP-01-PS-EN, to AECOM USA Group, Inc., to serve as Design Section Engineer (DSE) for Section 1 of the Project; and

WHEREAS, during construction of Southwest Parkway Section 1, it may be necessary for the DSE to assist NTTA, the corridor manager and the construction manager by reviewing specialty shop drawings and/or answering requests for information generated by the contractor; and

WHEREAS, the DSE will provide on-call support services, at NTTA's request, within the financial limits of a supplemental agreement; and

WHEREAS, the total cost of the supplemental agreement will not exceed \$647,954.00;

NOW, THEREFORE, BE IT RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute a supplemental agreement to contract 02075-SWP-01-PS-EN with AECOM USA Group, Inc. for design services during construction for Section 1 of the Project, in an amount not to exceed \$647,954.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Contract Award and Approval of a Work Authorization with
Lamb-Star Engineering, L.P. for Construction Management Services on
Southwest Parkway Section 2**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- Construction activities for the Section 2 contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval, TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- The NTTA advertised a request for qualifications on June 6, 2010 to serve as SWP Section 2 Construction Management Consultant. A mandatory pre-proposal meeting was held on June 22, 2010. Ten (10) firms delivered statements of qualifications by the deadline of July 14, 2010. Of these firms, three (3) were short listed and interviewed on August 4, 2010.
- Based on its demonstrated competence and qualifications to perform the services, Lamb-Star Engineering, L.P. was selected as the most highly qualified firm to provide these services, and the NTTA has successfully negotiated the terms of a contract for the services at a fair and reasonable price.

- The proposed work authorization under this contract will be to provide construction management services for the duration of Section 2 construction, which is proposed to begin after corridor financing.

Legal Information

- Legal previously provided review of the standard contract form, and will review and approve the final contract prior to execution.

Financial Impact

- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations for the work authorization. The negotiated value of the work authorization is within the value determined by the independent analysis of the proposed scope of work.
- This work authorization with Lamb-Star Engineering, L.P. will be in an amount not to exceed \$5,668,500.00.
- Project costs of \$5,668,500.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for the contract was set at 28%, and Lamb-Star Engineering, L.P. has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute Contract 02875-SWP-01-PS-PM with Lamb-Star Engineering, L.P. for construction management services.
- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute a work authorization for the above contract with Lamb-Star Engineering, L.P. to provide the required services on Southwest Parkway, Section 2, in an amount not to exceed \$5,668,500.00, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



RESOLUTION NO.

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING AWARD OF A CONTRACT AND WORK AUTHORIZATION WITH LAMB-
STAR ENGINEERING, L.P. TO PROVIDE CONSTRUCTION MANAGEMENT SERVICES
ON SOUTHWEST PARKWAY, SECTION 2**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act" (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the Project extends 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth; and

WHEREAS, in accordance with the Act, the NTTA Procurement Policy, and the Professional Services Procurement Act, the NTTA issued a request for qualifications to firms interested in providing construction materials testing services (the "Services") to the NTTA; and

WHEREAS, based on demonstrated competence and qualifications, Lamb-Star Engineering, L.P. was selected as the most highly qualified firm to provide the Services from the firms that responded to the NTTA's request for qualifications; and

WHEREAS, the NTTA has negotiated a work authorization-based contract for the Services with Lamb-Star Engineering, L.P. under which the NTTA may issue a work authorization for the Services that the NTTA determines to be required for construction of Section 2 of the Project; and

WHEREAS, the NTTA and Lamb-Star Engineering, L.P. have negotiated a work authorization to provide the Services for Section 2 of the Project for a fair and reasonable price; and

NOW, THEREFORE, BE IT RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute contract 02875-SWP-01-PS-PM with Lamb-Star Engineering, L.P. to provide construction management services as requested by the NTTA pursuant to a work authorization issued by the NTTA.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute a work authorization with Lamb-Star Engineering, L.P. to provide construction management services for construction of Section 2 of the Project in an amount not to exceed \$5,668,500.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Contract Award and Approval of a Work Authorization with
Alliance Geotechnical Group, Inc. for
Construction Materials Testing Services on Southwest Parkway Section 2**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- Construction activities for the Section 2 contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- The services of a consultant firm are required to conduct construction materials testing on behalf of the NTTA on Southwest Parkway Section 2.
- Services under this contract will include sampling, testing, documenting, and reporting the materials used in the construction of the Project to verify that they comply with the Project's construction specifications and the relevant TxDOT and NTTA testing and inspection specifications and procedures.
- The NTTA advertised a request for qualifications on May 23, 2010 to serve as SWP Section 2 Construction Materials Testing Consultant. A mandatory pre-proposal meeting was held on June 8, 2010. Nine (9) firms

- delivered statements of qualifications by the deadline of June 22, 2010. Of these firms, two (2) were short listed and interviewed on July 16, 2010.
- Based on its demonstrated competence and qualifications to perform the services, Alliance Geotechnical Group, Inc. was selected as the most highly qualified firm to provide these services, and the NTTA has successfully negotiated the terms of a contract for the services at a fair and reasonable price.
 - The proposed work authorization under this contract will be to provide construction materials testing services for the duration of Section 2 construction, which is proposed to begin after corridor financing.

Legal Information

- Legal previously provided review of the standard contract form, and will review and approve the final contract prior to execution.

Financial Impact

- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations for the work authorization. The negotiated value of the work authorization is within the value determined by the independent analysis of the proposed scope of work.
- This work authorization with Alliance Geotechnical Group, Inc. will be in an amount not to exceed \$1,706,600.00.
- Project costs of \$1,706,600.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for the contract was set at 11.5%, and Alliance Geotechnical Group, Inc. has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute Contract 02879-SWP-01-PS-PM with Alliance Geotechnical Group, Inc. for construction material testing services.
- Staff recommends that the NTTA Board of Directors authorize the Executive Director to execute a work authorization for the above contract with Alliance Geotechnical Group, Inc. to provide the required services on Southwest Parkway, Section 2, in an amount not to exceed \$1,706,600.00, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



RESOLUTION NO.

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING AWARD OF A CONTRACT AND WORK AUTHORIZATION WITH
ALLIANCE GEOTECHNICAL GROUP, INC. TO PROVIDE CONSTRUCTION
MATERIALS TESTING SERVICES ON SOUTHWEST PARKWAY, SECTION 2**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act" (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the Project extends 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth; and

WHEREAS, in accordance with the Act, the NTTA Procurement Policy, and the Professional Services Procurement Act, the NTTA issued a request for qualifications to firms interested in providing construction materials testing services (the "Services") to the NTTA; and

WHEREAS, based on demonstrated competence and qualifications, Alliance Geotechnical Group, Inc. was selected as the most highly qualified firm to provide the Services from the firms that responded to the NTTA's request for qualifications; and

WHEREAS, the NTTA has negotiated a work authorization-based contract for the Services with Alliance Geotechnical Group, Inc. under which the NTTA may issue a work authorization for the Services that the NTTA determines to be required for construction of Section 2 of the capital project; and

WHEREAS, the NTTA and Alliance Geotechnical Group, Inc. have negotiated a work authorization to provide the Services for Section 2 of the Project for a fair and reasonable price;

NOW, THEREFORE, BE IT RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute contract 02879-SWP-01-PS-PM with Alliance Geotechnical Group, Inc. to provide construction materials testing services as requested by the NTTA pursuant to a work authorization issued by the NTTA.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute a work authorization for Alliance Geotechnical Group, Inc. to provide construction materials testing services for construction of Section 2 of the Project in an amount not to exceed \$1,706,600.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

Supplemental Agreement with Kimley-Horn & Associates, Inc. for Design Services during Construction on Southwest Parkway Section 2

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- Construction activities for the Section 2 contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval, TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- Under contract 02077-SWP-01-PS-EN, awarded via Resolution 05-121 at the December 2005 NTTA Board meeting, Kimley-Horn & Associates, Inc. serves as the design section engineer (DSE) to provide design services for plans, specifications and estimates for Section 2 of SWP.
- During construction of Southwest Parkway Section 2, it may be necessary for the DSE to assist NTTA, the corridor manager and the construction manager by reviewing specialty shop drawings and/or answering requests for information (RFI) generated by the contractor.
- The DSE will provide on-call support services, at NTTA's request, during the construction of SWP Section 2. The support services for this authorization will include, but are not limited to: review of shop drawings, investigating changes to plans requested by the contractor and/or NTTA

personnel to streamline construction, to accommodate unforeseen or changed field conditions, and to respond to RFI's about the project specifications and requirements.

- The services will be performed, at the request of NTTA, on an on-call basis, within the financial limits of a supplemental agreement.

Legal Information

- Legal will review and approve the final supplemental agreement prior to execution.

Financial Impact

- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations for the supplemental agreement. The negotiated value of the supplemental agreement is within the value determined by the independent analysis of the proposed scope of work.
- The value of this supplemental agreement is \$438,200.00.
- Project costs of \$438,200.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for the contract was set at 20%, and Kimley-Horn & Associates, Inc. has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute a supplemental agreement to contract 02077-SWP-01-PS-EN with Kimley-Horn & Associates, Inc. in an amount not to exceed \$438,200.00 for design services during construction for Southwest Parkway Section 2, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



RESOLUTION NO.

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING A SUPPLEMENTAL AGREEMENT WITH KIMLEY-HORN &
ASSOCIATES, INC. FOR DESIGN SERVICES DURING CONSTRUCTION OF
SOUTHWEST PARKWAY, SECTION 2**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act" (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the NTTA awarded contract 02077-SWP-01-PS-EN, to Kimley-Horn & Associates, Inc., to serve as Design Section Engineer (DSE) for Section 2 of the Project; and

WHEREAS, during construction of Southwest Parkway Section 2, it may be necessary for the DSE to assist NTTA, the corridor manager and the construction manager by reviewing specialty shop drawings and/or answering requests for information generated by the contractor; and

WHEREAS, the DSE will provide on-call support services, at NTTA's request, within the financial limits of a supplemental agreement; and

WHEREAS, the total cost of the supplemental agreement will not exceed \$438,200.00;

NOW, THEREFORE, BE IT RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute a supplemental agreement to contract 02077-SWP-01-PS-EN with Kimley-Horn & Associates, Inc. for design services during construction for Section 2 of the Project, in an amount not to exceed \$438,200.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Contract Award and Approval of a Work Authorization with
DFW Construction Management Partners for Construction Management
Services on Southwest Parkway Section 3B**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- Construction activities for the Section 3B contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Corridor Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval, TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- The NTTA advertised a request for qualifications on August 15, 2010 to serve as SWP Section 3B Construction Management Consultant. A mandatory pre-proposal meeting was held on September 1, 2010. Eleven (11) firms delivered statements of qualifications by the deadline of September 15, 2010. Of these firms, three (3) were short listed and interviewed on October 8, 2010.
- Based on its demonstrated competence and qualifications to perform the services, DFW Construction Management Partners was selected as the most highly qualified firm to provide these services, and the NTTA has successfully negotiated the terms of a contract for the services at a fair and reasonable price.

- The proposed work authorization under this contract will be to provide construction management services for the duration of Section 3B construction, which is proposed to begin after corridor financing.

Legal Information

- Legal previously provided review of the standard contract form, and will review and approve the final contract prior to execution.

Financial Impact

- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations for the work authorization. The negotiated value of the work authorization is within the value determined by the independent analysis of the proposed scope of work.
- This work authorization with DFW Construction Management Partners will be in an amount not to exceed \$5,805,900.00.
- Project costs of \$5,805,900.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for the contract was set at 28%, and DFW Construction Management Partners has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute contract 02876-SWP-01-PS-PM with DFW Construction Management Partners for construction management services.
- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute a work authorization for the above contract with DFW Construction Management Partners to provide the required services on Southwest Parkway, Section 3B, in an amount not to exceed \$5,805,900.00, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



RESOLUTION NO.

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING AWARD OF A CONTRACT AND WORK AUTHORIZATION WITH DFW
CONSTRUCTION MANAGEMENT PARTNERS TO PROVIDE CONSTRUCTION
MANAGEMENT SERVICES ON SOUTHWEST PARKWAY, SECTION 3B**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act" (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the Project extends 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth; and

WHEREAS, in accordance with the Act, the NTTA Procurement Policy, and the Professional Services Procurement Act, the NTTA issued a request for qualifications to firms interested in providing construction materials testing services (the "Services") to the NTTA; and

WHEREAS, based on demonstrated competence and qualifications, DFW Construction Management Partners was selected as the most highly qualified firm to provide the Services from the firms that responded to the NTTA's request for qualifications; and

WHEREAS, the NTTA has negotiated a work authorization-based contract for the Services with DFW Construction Management Partners under which the NTTA may issue a work authorization for the Services that the NTTA determines to be required for construction of Section 3B of the capital project; and

WHEREAS, the NTTA and DFW Construction Management Partners have negotiated a work authorization to provide the Services for Section 3B of the Project for a fair and reasonable price;

NOW, THEREFORE, BE IT RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute contract 02876-SWP-01-PS-PM with DFW Construction Management Partners to provide construction management services as requested by the NTTA pursuant to a work authorization issued by the NTTA.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute a work authorization with DFW Construction Management Partners to provide construction management services for construction of Section 3B of the Project in an amount not to exceed \$5,805,900.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Contract Award and Approval of a Work Authorization with
Mas-Tek Engineering & Associates, Inc. for
Construction Materials Testing Services on Southwest Parkway Section 3B**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- Construction activities for the Section 3B contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Corridor Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval, TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- The services of a consultant firm are required to conduct construction materials testing on behalf of the NTTA on Southwest Parkway Section 3B.
- Services under this contract will include sampling, testing, documenting, and reporting the materials used in the construction of the Project to verify that they comply with the Project's construction specifications and the relevant TxDOT and NTTA testing and inspection specifications and procedures.
- The NTTA advertised a request for qualifications on July 18, 2010 to serve as SWP Section 3B Construction Materials Testing Consultant. A mandatory pre-proposal meeting was held on August 3, 2010. Nine (9)

firms delivered statements of qualifications by the deadline of August 17, 2010. Of these firms, three (3) were short listed and interviewed on September 7, 2010.

- Based on its demonstrated competence and qualifications to perform the services, Mas-Tek Engineering & Associates, Inc. was selected as the most highly qualified firm to provide these services, and the NTTA has successfully negotiated the terms of a contract for the services at a fair and reasonable price.
- The proposed work authorization under this contract will be to provide construction materials testing services for the duration of Section 3B construction, which is proposed to begin after corridor financing.

Legal Information

- Legal previously provided review of the standard contract form, and will review and approve the final contract prior to execution.

Financial Impact

- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations for the work authorization. The negotiated value of the work authorization is within the value determined by the independent analysis of the proposed scope of work.
- This work authorization with Mas-Tek Engineering & Associates, Inc. will be in an amount not to exceed \$1,584,519.00.
- Project costs of \$1,584,519.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for the contract was set at 20%, and Mas-Tek Engineering & Associates, Inc. has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute contract 02878-SWP-01-PS-PM with Mas-Tek Engineering & Associates, Inc. for construction material testing services.
- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute a work authorization for the above contract with Mas-Tek Engineering & Associates, Inc. to provide the required services on Southwest Parkway, Section 3B, in an amount not to exceed \$1,584,519.00, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



RESOLUTION NO.

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING AWARD OF A CONTRACT AND WORK AUTHORIZATION WITH
MAS-TEK ENGINEERING & ASSOCIATES, INC. TO PROVIDE
CONSTRUCTION MATERIALS TESTING SERVICES ON
SOUTHWEST PARKWAY, SECTION 3B**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act" (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the Project extends 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth; and

WHEREAS, in accordance with the Act, the NTTA Procurement Policy, and the Professional Services Procurement Act, the NTTA issued a request for qualifications to firms interested in providing construction materials testing services (the "Services") to the NTTA; and

WHEREAS, based on demonstrated competence and qualifications, Mas-Tek Engineering & Associates, Inc. was selected as the most highly qualified firm to provide the Services from the firms that responded to the NTTA's request for qualifications; and

WHEREAS, the NTTA has negotiated a work authorization-based contract for the Services with Mas-Tek Engineering & Associates, Inc. under which the NTTA may issue a work authorization for the Services that the NTTA determines to be required for construction of Section 3B of the Project; and

WHEREAS, the NTTA and Mas-Tek Engineering & Associates, Inc. have negotiated a work authorization to provide the Services for Section 3B of the Project for a fair and reasonable price;

NOW, THEREFORE, BE IT RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute contract 02878-SWP-01-PS-PM with Mas-Tek Engineering & Associates, Inc. to provide construction materials testing services as requested by the NTTA pursuant to a work authorization issued by the NTTA.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute a work authorization for Mas-Tek Engineering & Associates, Inc. to provide construction materials testing services for construction of Section 3B of the Project in an amount not to exceed \$1,584,519.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Supplemental Agreement with HDR Engineering, Inc. for
Design Services during Construction on Southwest Parkway Section 3B**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- Construction activities for the Section 3B contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval, TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- Under contract 02081-SWP-01-PS-EN, awarded via Resolution 05-123 at the December 2005 NTTA Board meeting, HDR Engineering, Inc. serves as the design section engineer (DSE) to provide design services for plans, specifications and estimates for Section 3B of SWP.
- During construction of Southwest Parkway Section 3B, it may be necessary for the DSE to assist NTTA, the corridor manager and the construction manager by reviewing specialty shop drawings and/or answering requests for information (RFI) generated by the contractor.
- The DSE will provide on-call support services, at NTTA's request, during the construction of SWP Section 3B. The support services for this authorization will include, but are not limited to: review of shop drawings, investigating changes to plans requested by the contractor and/or NTTA personnel to streamline construction, to accommodate unforeseen or changed field conditions, to respond to RFI's about the project specifications and requirements.

- The services will be performed, at the request of NTTA, on an on-call basis, within the financial limits of a supplemental agreement.

Legal Information

- Legal will review and approve the final supplemental agreement prior to execution.

Financial Impact

- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations for the supplemental agreement. The negotiated value of the supplemental agreement is within the value determined by the independent analysis of the proposed scope of work.
- The value of this supplemental agreement is \$420,000.00.
- Project costs of \$420,000.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for the contract was set at 20%, and HDR Engineering, Inc. has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute a supplemental agreement to Contract No. 02081-SWP-01-PS-EN with HDR Engineering, Inc. for design services during construction for Southwest Parkway Section 3B in an amount not to exceed \$420,000.00, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



RESOLUTION NO.

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING A SUPPLEMENTAL AGREEMENT WITH HDR ENGINEERING, INC.
FOR DESIGN SERVICES DURING CONSTRUCTION OF
SOUTHWEST PARKWAY, SECTION 3B**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act" (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the NTTA awarded contract 02081-SWP-01-PS-EN, to HDR Engineering, Inc., to serve as design section engineer (DSE) for Section 3B of the Project; and

WHEREAS, during construction of Southwest Parkway Section 3B, it may be necessary for the DSE to assist NTTA, the corridor manager and the construction manager by reviewing specialty shop drawings and/or answering requests for information generated by the contractor; and

WHEREAS, the DSE will provide on-call support services, at NTTA's request, within the financial limits of a supplemental agreement; and

WHEREAS, the total cost of the Supplemental Agreement is not to exceed \$420,000.00;

NOW, THEREFORE, BE IT RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute a supplemental agreement to contract 02081-SWP-01-PS-EN with HDR Engineering, Inc. for design services during construction for Section 3B of the Project in an amount not to exceed \$420,000.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Contract Award and Approval of a Work Authorization with
Brown & Gay Engineers, Inc. for Construction Management Services on
Southwest Parkway Section 4**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- Construction activities for the Section 4 contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Corridor Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- The NTTA advertised a request for qualifications on July 4, 2010 to serve as SWP Section 4 Construction Management Services Consultant. A mandatory pre-proposal meeting was held on July 19, 2010. Ten (10) firms delivered statements of qualifications by the deadline of August 8, 2010. Of these firms, three (3) were short listed and interviewed on August 20, 2010.
- Based on its demonstrated competence and qualifications to perform the services, Brown & Gay Engineers, Inc. was selected as the most highly qualified firm to provide these services, and the NTTA has successfully negotiated the terms of a contract for the services at a fair and reasonable price.

- The proposed work authorization under this contract will be to provide construction management services for the duration of Section 4 construction, which is proposed to begin after corridor financing.

Legal Information

- Legal previously provided review of the standard contract form, and will review and approve the final contract prior to execution.

Financial Impact

- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations for the work authorization. The negotiated value of the work authorization is within the value determined by the independent analysis of the proposed scope of work.
- This work authorization with Brown & Gay Engineers, Inc. will be in an amount not to exceed \$4,416,000.00.
- Project costs of \$4,416,000.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning Design	\$50,888,885	\$37,941,073		\$50,888,885
	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for the contract was set at 28%, and Brown & Gay Engineers, Inc. has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute Contract 02877-SWP-01-PS-PM with Brown & Gay Engineers, Inc. for construction management services.
- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute a work authorization for the above contract with Brown & Gay Engineers, Inc. to provide the required services on Southwest Parkway, Section 4, in an amount not to exceed \$4,416,000.00, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



RESOLUTION NO.

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING AWARD OF A CONTRACT AND WORK AUTHORIZATION WITH
BROWN & GAY ENGINEERS, INC. TO PROVIDE CONSTRUCTION MANAGEMENT
SERVICES ON SOUTHWEST PARKWAY, SECTION 4**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act" (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the Project extends 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth; and

WHEREAS, in accordance with the Act, the NTTA Procurement Policy, and the Professional Services Procurement Act, the NTTA issued a request for qualifications to firms interested in providing construction management services (the "Services") to the NTTA; and

WHEREAS, based on demonstrated competence and qualifications, Brown & Gay Engineers, Inc. was selected as the most highly qualified firm to provide the Services from the firms that responded to the NTTA's request for qualifications; and

WHEREAS, the NTTA has negotiated a work authorization-based contract for the Services with Brown & Gay Engineers, Inc. under which the NTTA may issue a work authorization for the Services that the NTTA determines to be required for construction of Section 4 of the capital project; and

WHEREAS, the NTTA and Brown & Gay Engineers, Inc. have negotiated a work authorization to provide the Services for Section 4 of the Project for a fair and reasonable price;

NOW, THEREFORE, BE IT RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute contract 02877-SWP-01-PS-PM with Brown & Gay Engineers, Inc. to provide construction management services as requested by the NTTA pursuant to a work authorization issued by the NTTA.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute a work authorization with Brown & Gay Engineers, Inc. to provide construction management services for construction of Section 4 of the Project in an amount not to exceed \$4,416,000.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Contract Award and Approval of a Work Authorization with
MACTEC Engineering and Consulting, Inc. for
Construction Materials Testing Services on Southwest Parkway Section 4**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP).
- Construction activities for the Section 4 contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Corridor Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- The services of a consultant firm are required to conduct construction materials testing on behalf of the NTTA on Southwest Parkway Section 4.
- Services under this contract will include sampling, testing, documenting, and reporting the materials used in the construction of the Project to verify that they comply with the Project's construction specifications and the relevant TxDOT and NTTA testing and inspection specifications and procedures.
- The NTTA advertised a request for qualifications on June 27, 2010 to serve as SWP Section 4 Construction Materials Testing Services Consultant. A mandatory pre-proposal meeting was held on July 14, 2010. Nine (9) firms delivered statements of qualifications by the deadline of

July 28, 2010. Of these firms, two (2) were short listed and interviewed on August 16, 2010.

- Based on its demonstrated competence and qualifications to perform the services, MACTEC Engineering and Consulting, Inc. was selected as the most highly qualified firm to provide these services, and the NTTA has successfully negotiated the terms of a contract for the services at a fair and reasonable price.
- The proposed work authorization under this contract will be to provide construction materials testing services for the duration of Section 4 construction, which is proposed to begin after corridor financing.

Legal Information

- Legal previously provided review of the standard contract form, and will review and approve the final contract prior to execution.

Financial Impact

- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations for the work authorization. The negotiated value of the work authorization is within the value determined by the independent analysis of the proposed scope of work.
- This work authorization with MACTEC Engineering and Consulting, Inc. will be in an amount not to exceed \$972,811.00.
- Project costs of \$972,811.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for the contract was set at 20%, and MACTEC Engineering and Consulting, Inc. has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute contract 02880-SWP-01-PS-PM with MACTEC Engineering and Consulting, Inc. for construction material testing services.
- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute a work authorization for the above contract with MACTEC Engineering and Consulting, Inc. to provide the required services on Southwest Parkway, Section 4, in an amount not to exceed \$972,811.00, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



RESOLUTION NO.

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING AWARD OF A CONTRACT AND WORK AUTHORIZATION WITH
MACTEC ENGINEERING AND CONSULTING, INC. TO PROVIDE CONSTRUCTION
MATERIALS TESTING SERVICES ON SOUTHWEST PARKWAY, SECTION 4**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act" (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the Project extends 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth; and

WHEREAS, in accordance with the Act, the NTTA Procurement Policy, and the Professional Services Procurement Act, the NTTA issued a request for qualifications to firms interested in providing construction materials testing services (the "Services") to the NTTA; and

WHEREAS, based on demonstrated competence and qualifications, MACTEC Engineering and Consulting, Inc. was selected as the most highly qualified firm to provide the Services from the firms that responded to the NTTA's request for qualifications; and

WHEREAS, the NTTA has negotiated a work authorization-based contract for the Services with MACTEC Engineering and Consulting, Inc. under which the NTTA may issue a work authorization for the Services that the NTTA determines to be required for construction of Section 4 of the Project; and

WHEREAS, the NTTA and MACTEC Engineering and Consulting, Inc. have negotiated a work authorization to provide the Services for Section 4 of the Project for a fair and reasonable price;

NOW, THEREFORE, BE IT RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute contract 02880-SWP-01-PS-PM with MACTEC Engineering and Consulting, Inc. to provide construction materials testing services as requested by the NTTA pursuant to a work authorization issued by the NTTA.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute a work authorization for MACTEC Engineering and Consulting, Inc. to provide construction materials testing services for construction of Section 4 of the Project in an amount not to exceed \$972,811.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Supplemental Agreement with Kennedy Consulting, Ltd. for
Design Services during Construction on Southwest Parkway Section 4**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- Construction activities for the Section 4 contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval, TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- Under contract 02083-SWP-01-PS-EN, awarded via Resolution 05-124 at the December 2005 NTTA Board meeting, Kennedy Consulting, Ltd. serves as the design section engineer (DSE) to provide design services for plans, specifications and estimates for Section 4 of SWP.
- During construction of Southwest Parkway Section 4, it may be necessary for the DSE to assist NTTA, the corridor manager and the construction manager by reviewing specialty shop drawings and/or answering requests for information (RFI) generated by the contractor.
- The DSE will provide on-call support services, at NTTA's request, during the construction of SWP Section 4. The support services for this authorization will include, but are not limited to: review of shop drawings, investigating changes to plans requested by the contractor and/or NTTA personnel to streamline construction, to accommodate unforeseen or changed field conditions, and to respond to RFI's about the project specifications and requirements.

- The services will be performed, at the request of NTTA, on an on-call basis, within the financial limits of a supplemental agreement.

Legal Information

- Legal will review and approve the final supplemental agreement prior to execution.

Financial Impact

- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations for the supplemental agreement. The negotiated value of the supplemental agreement is within the value determined by the independent analysis of the proposed scope of work.
- The value of this supplemental agreement is \$300,000.00.
- Project costs of \$300,000.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for the contract was set at 15%, and Kennedy Consulting, Ltd. has committed to demonstrate good faith efforts to meet or exceed this goal on this work authorization.

Staff Recommendation

- Staff recommends that the NTTA Board of Directors authorize the Executive Director to finalize and execute a supplemental agreement with Kennedy Consulting, Ltd. on contract 02083-SWP-01-PS-EN in an amount not to exceed \$300,000.00 for design services during construction for Southwest Parkway Section 4, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



RESOLUTION NO.

**A RESOLUTION OF THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING A SUPPLEMENTAL AGREEMENT WITH KENNEDY CONSULTING,
LTD. FOR DESIGN SERVICES DURING CONSTRUCTION ON
SOUTHWEST PARKWAY, SECTION 4**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code, known as the "Regional Tollway Authority Act" (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the NTTA awarded contract 02083-SWP-01-PS-EN, to Kennedy Consulting, Ltd., to serve as design section engineer (DSE) for Section 4 of the Project; and

WHEREAS, during construction of Southwest Parkway Section 4, it may be necessary for the DSE to assist NTTA, the corridor manager and the construction manager by reviewing specialty shop drawings and/or answering requests for information generated by the contractor; and

WHEREAS, the DSE will provide on-call support services, at NTTA's request, within the financial limits of a supplemental agreement; and

WHEREAS, the total cost of the supplemental agreement is not to exceed \$300,000.00;

NOW, THEREFORE, BE IT RESOLVED, that the NTTA Board of Directors authorizes the Executive Director to finalize and execute a supplemental agreement to contract 02083-SWP-01-PS-EN with Kennedy Consulting, Ltd. for design services during construction of Section 4 of the Project in an amount not to exceed \$300,000.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

Work Authorization with United States Right of Way Acquisition Company, Inc. for Utility Coordination Services on Southwest Parkway Section 5

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway/Chisholm Trail Parkway (SWP/CTP) Corridor.
- In accordance with Section 9 (a) of the Project Agreement; the Authority, after the Commitment Date and at its sole costs, shall be responsible for the design and construction of the Project, including all required and remaining utility relocations and/or adjustments.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such case, Section 22 of the Project Agreement provides that upon approval TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (*i.e.*, costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- On January 25, 2009, the NTTA issued a Request for Qualifications (RFQ) to engineering firms for right of way acquisition and utility coordination support.
- Through the NTTA procurement process, United States Right of Way Acquisition Company, Inc. (US ROW) was selected based upon their demonstrated competence and qualifications.
- On April 6, 2010 the NTTA awarded contract 02671-NTT-00-PS-PM to US ROW for a two year time period. The contract is for right of way acquisition and utility coordination services for multiple NTTA corridors as needed. A Notice to Proceed was issued to US ROW on April 28, 2010.
- Utility coordination services are required on SWP Section 5, the portion of the Project extending approximately 5.9 miles south from Altamesa Boulevard to FM 1187, to verify that all utility relocations needed for construction are performed prior to construction of the corridor.
- Services to be performed specific to SWP Section 5 under this work authorization include preparation of utility agreements, cost estimates and schedules, utility

coordination and field verification including documenting and reporting actual utility relocation progress and verification that all utility relocations are performed to NTTA requirements. Services also include support for Project Delivery coordination and oversight of utility relocations including administrative support and project management services as required for the project.

Legal Information

- Legal previously provided review of the standard contract form, and will review and approve the final work authorization prior to execution.

Financial Impact

- The NTTA has negotiated a work authorization for the work with US ROW in an amount not to exceed \$514,300.00, which is in line with industry standards.
- An independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations. The negotiated value of the work authorization is in line with the value determined by the independent analysis of the proposed work.
- Project costs will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The diversity goal for this contract was set at 15%, and US ROW has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the Executive Director be authorized to finalize and execute a work authorization to contract 02671-NTT-00-PS-PM with US ROW to provide utility coordination services for Southwest Parkway Section 5 in an amount not to exceed \$514,300.00, with said costs being paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.
- The NTTA Mission Statement to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Dave Clarke ROW and Utility Coordination	Department Director Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel



ORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO.

**A RESOLUTION OF
THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING A WORK AUTHORIZATION
WITH UNITED STATES RIGHT OF WAY ACQUISITION COMPANY, INC.,
FOR UTILITY COORDINATION SERVICES FOR
SOUTHWEST PARKWAY SECTION 5**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional tollway authority governed by Chapter 366 of the Texas Transportation Code, known as the Regional Tollway Authority Act (the "Act"); and

WHEREAS, the NTTA anticipates that utility coordination services (collectively, "Utility Services") will be required with respect to turnpike construction projects the NTTA may undertake in the future; and

WHEREAS, in accordance with the Act and the NTTA's Procurement Policy, the NTTA solicited, received, and reviewed statements of qualifications from professional engineering firms to provide Utility Services required by the NTTA; and

WHEREAS, United States Right of Way Acquisition Company, Inc. (US ROW) was determined on the basis of demonstrated competence and qualifications to be the most highly qualified firm responding to the NTTA's solicitation; and

WHEREAS, the NTTA has negotiated a work authorization-based contract with US ROW under which the NTTA may issue work authorizations for the Utility Services that the NTTA determines to be required for construction of NTTA turnpike projects; and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the portion of the Project known as Section 5 extends approximately 5.9 miles south from Altamesa Boulevard to FM 1187, and

WHEREAS, NTTA has identified a need for Utility Services for Section 5 of the Project; and

WHEREAS, the NTTA and US ROW have negotiated a work authorization to provide the Utility Services for Section 5 of the Project; and

WHEREAS, an independent cost estimate was prepared and validated in accordance with established procedures prior to contract negotiations and the negotiated value of the work authorization is in line with the value determined by the independent analysis of the proposed work;

NOW, THEREFORE, BE IT RESOLVED, the NTTA Board of Directors authorizes the Executive Director to finalize and execute a work authorization to contract 02671-NTT-00-PS-PM with US ROW to provide utility coordination services on Section 5 of Southwest Parkway in an amount not to exceed \$514,300.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Defer Contract Award with Williams Brothers Construction Co., Inc. for
Construction of Section 1 of Southwest Parkway**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- With the expressed interest of realizing optimum pricing, the Authority is securing bids for various SWP/CTP construction packages in advance of finalizing and securing corridor financing, and has instituted certain contract clauses to accommodate delays in the start of construction (see Legal Information).
- Construction activities for the Section 1 contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval, TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (i.e., costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- Advertisement of bids for construction of Section 1 began on October 21, 2010.
- A mandatory pre-bid meeting was held on November 2, 2010.
- The bid opening was held on November 16, 2010. Bids were received from six (6) qualified contractors. These are provided on the accompanying construction bid tabulation.
- Williams Brothers Construction Co., Inc. was the apparent lowest responsible bidder, having submitted a bid in the amount of \$122,560,413.61.

Legal Information

- Legal previously provided review of the standard contract form, and will review and approve the final contract prior to execution.
- With the understanding that the start of construction will be delayed until financing is secured at a later date, this contract contains the following provisions:
 - Special Provision 3.5, “Award and Execution of Contract” states in Article 3.1 that, “Within 100 days after the opening of proposals, the Authority or designated representative will award the Contract, reject all proposals, or defer awarding the Contract or rejecting all proposals for up to 210 days following the opening of proposals.”
 - Upon award, if notice-to-proceed is issued between 90 to 180 days, the contract provides for a set escalation calculated by formula and based on the then current Construction Cost Index.
 - Upon award, if notice-to-proceed is issued after 180 days, the contract provides for a mutually acceptable negotiated change order, including an extension of time and an increase in Bid Price to cover attributable cost increases.
 - If the change order is not executed within 30 days, the Contractor shall be deemed to have elected to terminate the contract.
 - The Authority then has the option to negotiate with the 2nd lowest bidder or to re-procure the contract.
- The Bid Opening for Section 1 was held on November 16, 2010. By June 14, 2011, which marks 210 days after the opening of the proposals, the Authority will award the Contract or reject all proposals for Section 1.

Financial Impact

- This contract is for the construction of grading, drainage, structures, concrete pavement, walls, illumination, signs and sign structures, pavement markings, traffic signals and ITS infrastructure, landscape, irrigation construction and maintenance period services from IH 30 / Summit Avenue to Rogers Road in an amount not to exceed \$122,560,413.61.
- The Budget for this project is \$131,197,408.
- The low-bid amount of \$122,560,413.61 is 6.58% under the Budget.
- Project costs of \$122,560,413.61 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new contract and work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The DBE goal is set at 13% and the M/WBE goal is set at 3% and Williams Brothers Construction Co., Inc. has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA defer the award of contract number 02076-SWP-01-CN-PM with Williams Brothers Construction Co., Inc. for the construction of Section 1 of the Southwest Parkway Project. This matter will be brought back to the Board prior to June 14, 2011.
- The NTTA Mission Statement is to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel

CONSTRUCTION BID TABULATION
02076

PROJECT: Construction of Grading, Drainage, Structures, Concrete Pavement, Walls, Illumination, Signs and Sign Structures, Pavement Markings, Traffic Signals, ITS Infrastructure, Landscape, Irrigation Construction and Maintenance Period Services; Southwest Parkway Section 1

BIDS OPENED: November 16, 2010
2:00 p.m.

GENERAL ENGINEERING CONSULTANT: HNTB Corporation
5910 W. Plano Parkway, Suite 200
Plano, Texas 75093

CORRIDOR MANAGER: Jacobs Engineering Group, Inc.
5900 W. Plano Parkway
Plano, Texas 75093

DESIGN ENGINEER: AECOM USA Group, Inc.
1200 Summit Ave #600
Fort Worth, TX 76102

BUDGET: \$131,197,408

CONTRACTORS BIDDING	BASE BID	% OVER/UNDER BUDGET
Williams Brothers Construction Co., Inc.	\$ 122,560,413.61	-6.58%
Webber, LLC	\$ 124,291,214.12	-5.26%
Austin Bridge & Road, LP	\$ 128,379,088.41	-2.15%
McCarthy Building Companies, Inc.	\$ 134,449,218.15	2.48%
SEMA Construction, Inc.	\$ 134,955,874.92	2.86%
J.D. Abrams, LP	\$ 146,870,080.29	11.95%

Note: Minimum DBE contract-specific goal for this project is 13% and minimum M/WBE contract-specific goal for this project is 3%.



NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO.

**A RESOLUTION OF
THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING AWARD OF A CONTRACT WITH
WILLIAMS BROTHERS CONSTRUCTION CO., INC.
FOR CONSTRUCTION OF SECTION 1 OF SOUTHWEST PARKWAY**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional toll way authority governed by Chapter 366 of the Texas Transportation Code, known as the Regional Tollway Authority Act (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the Project extends 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth; and

WHEREAS, in accordance with the Act and the NTTA's Procurement Policy, the NTTA solicited, received and reviewed competitive bids that met the plans, specifications and other requirements necessary for the construction of Section 1 of the Project; and

WHEREAS, Williams Brothers Construction Co., Inc. is the apparent lowest responsible bidder for such work, having submitted a bid in the amount of \$122,560,413.61;

NOW, THEREFORE, BE IT RESOLVED that the NTTA Board of Directors authorizes the Executive Director to execute contract 02076-SWP-01-CN-PM with Williams Brothers Construction Co., Inc. for construction of Section 1 of the Project in the amount of \$122,560,413.61, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Defer Contract Award with Webber, LLC for
Construction of Section 2 of Southwest Parkway**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- With the expressed interest of realizing optimum pricing, the Authority is securing bids for various SWP/CTP construction packages in advance of finalizing and securing corridor financing, and has instituted certain contract clauses to accommodate delays in the start of construction (see Legal Information).
- Construction activities for the Section 2 contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval, TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (i.e., costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- Advertisement of bids for construction of Section 2 began on October 14, 2010.
- A mandatory pre-bid meeting was held on October 28, 2010.
- The bid opening was held on November 11, 2010. Bids were received from eight (8) qualified contractors. These are provided on the accompanying construction bid tabulation.
- Webber, LLC was the apparent lowest responsible bidder, having submitted a bid in the amount of \$77,782,579.19.

Legal Information

- Legal previously provided review of the standard contract form, and will review and approve the final contract prior to execution.
- With the understanding that the start of construction will be delayed until financing is secured at a later date, this contract contains the following provisions:
 - Special Provision 3.5, “Award and Execution of Contract” states in Article 3.1 that, “Within 100 days after the opening of proposals, the Authority or designated representative will award the Contract, reject all proposals, or defer awarding the Contract or rejecting all proposals for up to 210 days following the opening of proposals.”
 - Upon award, if notice-to-proceed is issued between 90 to 180 days, the contract provides for a set escalation calculated by formula and based on the then current Construction Cost Index.
 - Upon award, if notice-to-proceed is issued after 180 days, the contract provides for a mutually acceptable negotiated change order, including an extension of time and an increase in Bid Price to cover attributable cost increases.
 - If the change order is not executed within 30 days, the Contractor shall be deemed to have elected to terminate the contract.
 - The Authority then has the option to negotiate with the 2nd lowest bidder or to re-procure the contract.
- The Bid Opening for Section 2 was held on November 11, 2010. By June 9, 2011, which marks 210 days after the opening of the proposals, the Authority will award the Contract or reject all proposals for Section 2.

Financial Impact

- This contract is for the construction of grading, drainage, structures, concrete pavement, walls, illumination, signs and sign structures, pavement markings, traffic signals and ITS infrastructure, landscape, irrigation construction and maintenance period services from Rogers Road to south of Arborlawn Drive in an amount not to exceed \$77,782,579.19.
- The Budget for this project is \$92,908,476.
- The low-bid amount of \$77,782,579.19 is 16.28% under the Budget.
- Project costs of \$77,782,579.19 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The DBE goal is set at 13% and the M/WBE goal is set at 7% and Webber, LLC has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA defer the award of contract number 02078-SWP-01-CN-PM with Webber, LLC for the construction of Section 2 of the Southwest Parkway Project. This matter will be brought back to the Board prior to June 9, 2011.
- The NTTA Mission Statement is to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel

CONSTRUCTION BID TABULATION
02078

PROJECT: Construction of Grading, Drainage, Structures, Concrete Pavement, Walls, Illumination, Signs and Sign Structures, Pavement Markings, Traffic Signals, ITS Infrastructure, Landscape, Irrigation Construction and Maintenance Period Services; Southwest Parkway Section 2

BIDS OPENED: November 11, 2010
3:00 p.m.

GENERAL ENGINEERING CONSULTANT: HNTB Corporation
5910 W. Plano Parkway, Suite 200
Plano, Texas 75093

CORRIDOR MANAGER: Jacobs Engineering Group, Inc.
5900 W. Plano Parkway
Plano, Texas 75093

DESIGN ENGINEER: Kimley-Horn & Associates
12700 Park Central Drive, Suite 1800
Dallas, TX 75251

BUDGET: \$92,908,476

CONTRACTORS BIDDING	BASE BID	% OVER/UNDER BUDGET
Webber, LLC	\$77,782,579.19	-16.28%
J.D. Abrams, LP	\$79,168,396.02	-14.79%
Austin Bridge & Road, LP	\$79,281,807.61	-14.67%
SEMA Construction, Inc.	\$79,392,688.83	-14.55%
The Lane Construction Corporation	\$79,778,961.80	-14.13%
Williams Brothers Construction Co., Inc.	\$80,410,006.67	-13.45%
Texas Sterling Construction Co.	\$80,918,245.47	-12.91%
Balfour Beatty Infrastructure, Inc.	\$82,279,541.92	-11.44%

Note: Minimum DBE contract-specific goal for this project is 13% and minimum M/WBE contract-specific goal for this project is 7%.



NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO.

**A RESOLUTION OF
THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING AWARD OF A CONTRACT WITH
WEBBER, LLC FOR CONSTRUCTION OF
SECTION 2 OF SOUTHWEST PARKWAY**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional toll way authority governed by Chapter 366 of the Texas Transportation Code, known as the Regional Tollway Authority Act (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the Project extends 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth; and

WHEREAS, in accordance with the Act and the NTTA's Procurement Policy, the NTTA solicited, received and reviewed competitive bids that met the plans, specifications and other requirements necessary for the construction of Section 2 of the Project; and

WHEREAS, Webber, LLC is the apparent lowest responsible bidder for such work, having submitted a bid in the amount of \$77,782,579.19;

NOW, THEREFORE, BE IT RESOLVED that the NTTA Board of Directors authorizes the Executive Director to execute contract 02078-SWP-01-CN-PM with Webber, LLC for construction of Section 2 of the Project in the amount of \$77,782,579.19, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Defer Contract Award with Texas Sterling Construction Co. for
Construction of Section 3B of Southwest Parkway**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- With the expressed interest of realizing optimum pricing, the Authority is securing bids for various SWP/CTP construction packages in advance of finalizing and securing corridor financing, and has instituted certain contract clauses to accommodate delays in the start of construction (see Legal Information).
- Construction activities for the Section 3B contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval, TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (i.e., costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- Advertisement of bids for construction of Section 3B began on September 23, 2010.
- A mandatory pre-bid meeting was held on October 8, 2010.
- The bid opening was held on October 22, 2010. Bids were received from six qualified contractors. These are provided on the accompanying construction bid tabulation.
- Texas Sterling Construction Co. was the apparent lowest responsible bidder, having submitted a bid in the amount of \$91,241,537.00

Legal Information

- Legal previously provided review of the standard contract form, and will review and approve the final contract prior to execution.
- With the understanding that the start of construction will be delayed until financing is secured at a later date, this contract contains the following provisions:
 - Special Provision 3.5, “Award and Execution of Contract” states in Article 3.1 that, “Within 100 days after the opening of proposals, the Authority or designated representative will award the Contract, reject all proposals, or defer awarding the Contract or rejecting all proposals for up to 210 days following the opening of proposals.”
 - Upon award, if notice-to-proceed is issued between 90 to 180 days, the contract provides for a set escalation calculated by formula and based on the then current Construction Cost Index.
 - Upon award, if notice-to-proceed is issued after 180 days, the contract provides for a mutually acceptable negotiated change order, including an extension of time and an increase in Bid Price to cover attributable cost increases.
 - If the change order is not executed within 30 days, the Contractor shall be deemed to have elected to terminate the contract.
 - The Authority then has the option to negotiate with the 2nd lowest bidder or to re-procure the contract.
- The Bid Opening for Section 3B was held on October 22, 2010. By May 20, 2011, which marks 210 days after the opening of the proposals, the Authority will award the Contract or reject all proposals for Section 3B.

Financial Impact

- This contract is for the construction of grading, drainage, structures, concrete pavement, walls, illumination, signs and sign structures, pavement markings, ITS infrastructure, landscape, irrigation construction and maintenance period services from south of Arborlawn Drive to south of Overton Ridge Boulevard in an amount not to exceed \$91,241,537.00
- The Budget for this project is \$105,723,044.
- The low-bid amount of \$91,241,537.00 is 13.7% under the Budget.
- Project costs of \$91,241,537.00 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The DBE goal is set at 13% and the M/WBE goal is set at 9% and Texas Sterling Construction Co. has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA defer the award of contract number 02720-SWP-01-CN-PM with Texas Sterling Construction Co. for the construction of Section 3B of the Southwest Parkway Project. This matter will be brought back to the Board prior to May 20, 2011.
- The NTTA Mission Statement is to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel

CONSTRUCTION BID TABULATION
02720

PROJECT: Construction of Grading, Drainage, Structures, Concrete Pavement, Walls, Illumination, Signs and Sign Structures, Pavement Markings, ITS Infrastructure, Landscape, Irrigation Construction and Maintenance Period Services; Southwest Parkway Section 3B

BIDS OPENED: October 22, 2010
2:00 p.m.

GENERAL ENGINEERING CONSULTANT: HNTB Corporation
5910 W. Plano Parkway, Suite 200
Plano, Texas 75093

CORRIDOR MANAGER: Jacobs Engineering Group, Inc.
5900 W. Plano Parkway
Plano, Texas 75093

DESIGN ENGINEER: HDR Engineering, Inc.
17111 Preston Road, #200
Plano, TX 75093

BUDGET: \$105,723,044

CONTRACTORS BIDDING	BASE BID	% OVER/UNDER BUDGET
Texas Sterling Construction Co.	\$ 91,241,537	-13.70%
SEMA Construction, Inc.	\$ 92,201,984	-12.79%
Webber, LLC	\$ 93,711,216	-11.36%
Austin Bridge & Road, LP	\$ 97,769,913	-7.52%
Balfour Beatty Infrastructure, Inc.	\$ 97,882,435	-7.42%
J.D. Abrams, LP	\$ 104,902,451	-0.78%

Note: Minimum DBE contract-specific goal for this project is 13% and minimum M/WBE contract-specific goal for this project is 9%.



NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO.

**A RESOLUTION OF
THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING AWARD OF A CONTRACT WITH
TEXAS STERLING CONSTRUCTION CO. FOR CONSTRUCTION OF
SECTION 3B OF SOUTHWEST PARKWAY**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional toll way authority governed by Chapter 366 of the Texas Transportation Code, known as the Regional Tollway Authority Act (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the Project extends 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth; and

WHEREAS, in accordance with the Act and the NTTA's Procurement Policy, the NTTA solicited, received and reviewed competitive bids that met the plans, specifications and other requirements necessary for the construction of Section 3B of the Project; and

WHEREAS, Texas Sterling Construction Co. is the apparent lowest responsible bidder for such work, having submitted a bid in the amount of \$91,241,537.00;

NOW, THEREFORE, BE IT RESOLVED that the NTTA Board of Directors authorizes the Executive Director to execute contract 02720-SWP-01-CN-PM with Texas Sterling Construction Co. for construction of Section 3B of the Project in the amount of \$91,241,537.00, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

**Defer Contract Award with SEMA Construction, Inc. for
Construction of Section 4 of Southwest Parkway**

Project Delivery Department

Background History

- The Southwest Parkway (SWP) is to be a limited-access toll road located in Tarrant County and the City of Fort Worth, extending 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth.
- SWP is divided into several sections and will feature main lane and ramp gantries which will support all-electronic toll collection equipment.
- By Board Resolution 10-215, the NTTA Board of Directors approved a Project Agreement with TxDOT on August 18, 2010, and anticipates securing financing for the Southwest Parkway / Chisholm Trail Parkway (SWP/CTP) Corridor.
- With the expressed interest of realizing optimum pricing, the Authority is securing bids for various SWP/CTP construction packages in advance of finalizing and securing corridor financing, and has instituted certain contract clauses to accommodate delays in the start of construction (see Legal Information).
- Construction activities for the Section 4 contract are proposed to begin only after corridor financing is secured. At that time, a Special Projects System Corridor Construction Fund will be established.
- If NTTA's Commitment to develop the corridor or financing for development of the corridor are not secured by certain deadlines, the Project Agreement may be terminated. In such a case, Section 22 of the Project Agreement provides that upon approval, TxDOT shall reimburse the Authority for all of its reasonable and verifiable development costs, other than internal soft costs (i.e., costs attributable to the services performed by the Authority's employees), relating to the design and construction of any portions of the Project to be constructed by the Authority.

General Overview

- Advertisement of bids for construction of Section 4 began on August 19, 2010.
- A mandatory pre-bid meeting was held on September 1, 2010.
- The bid opening was held on September 16, 2010. Bids were received from ten qualified contractors. These are provided on the accompanying construction bid tabulation.
- SEMA Construction, Inc. was the apparent lowest responsible bidder, having submitted a bid in the amount of \$59,959,713.43.

Legal Information

- Legal previously provided review of the standard contract form, and will review and approve the final contract prior to execution.
- With the understanding that the start of construction will be delayed until financing is secured at a later date, this contract contains the following provisions:
 - Special Provision 3.5, “Award and Execution of Contract” states in Article 3.1 that, “Within 100 days after the opening of proposals, the Authority or designated representative will award the Contract, reject all proposals, or defer awarding the Contract or rejecting all proposals for up to 210 days following the opening of proposals.”
 - Upon award, if notice-to-proceed is issued between 90 to 180 days, the contract provides for a set escalation calculated by formula and based on the then current Construction Cost Index.
 - Upon award, if notice-to-proceed is issued after 180 days, the contract provides for a mutually acceptable negotiated change order, including an extension of time and an increase in Bid Price to cover attributable cost increases.
 - If the change order is not executed within 30 days, the Contractor shall be deemed to have elected to terminate the contract.
 - The Authority then has the option to negotiate with the 2nd lowest bidder or to re-procure the contract.
- The Bid Opening for Section 4 was held on September 16, 2010. By April 14, 2011, which marks 210 days after the opening of the proposals, the Authority will award the Contract or reject all proposals for Section 4.

Financial Impact

- This contract is for the construction of grading, drainage, structures, concrete pavement, walls, illumination, signs and sign structures, pavement markings, traffic signals and ITS infrastructure, landscape, irrigation construction and maintenance period services from South of Overton Ridge Boulevard to South of Altamesa Boulevard in an amount not to exceed \$59,959,713.43.
- The Budget for this project is \$70,744,510.
- The low-bid amount of \$59,959,713.43 is 15.24% under the Budget.
- Project costs of \$59,959,713.43 will be paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

Southwest Parkway/Chisholm Trail Parkway Budget

Description	Estimate/Budget	Committed To-Date	This Request	Estimate at Completion*
Administrative / Planning	\$50,888,885	\$37,941,073		\$50,888,885
Design	\$57,222,507	\$52,525,205		-
<i>Proposed new supplemental agreement for Section 1 construction phase services</i>			\$647,954	-
<i>Proposed new supplemental agreement for Section 2 construction phase services</i>			\$438,200	-
<i>Proposed new supplemental agreement for Section 3B construction phase services</i>			\$420,000	-
<i>Proposed new supplemental agreement for Section 4 construction phase services</i>			\$300,000	\$57,222,507
Roadway Construction / ITS	\$902,976,749	\$145,943,311		-
<i>Proposed new contract for Section 1 construction</i>			\$122,560,414	-
<i>Proposed new work authorization for Section 1 construction management services</i>			\$6,299,600	-
<i>Proposed new contract and work authorization for Section 1 construction materials testing services</i>			\$2,135,500	-
<i>Proposed new contract for Section 2 construction</i>			\$77,782,579	-
<i>Proposed new contract and work authorization for Section 2 construction management services</i>			\$5,668,500	-
<i>Proposed new contract and work authorization for Section 2 construction materials testing services</i>			\$1,706,600	-
<i>Proposed new contract for Section 3B construction</i>			\$91,241,537	-
<i>Proposed new contract and work authorization for Section 3B construction management services</i>			\$5,805,900	-
<i>Proposed new contract and work authorization for Section 3B construction materials testing services</i>			\$1,584,519	-
<i>Proposed new contract for Section 4 construction</i>			\$59,959,713	-
<i>Proposed new contract and work authorization for Section 4 construction management services</i>			\$4,416,000	-
<i>Proposed new contract and work authorization for Section 4 construction materials testing services</i>			\$972,811	-
<i>Proposed new work authorization for Section 5 utility coordination services</i>			\$514,300	\$902,976,749
ROW, Utilities	\$355,532,490	\$340,202,640		\$355,532,490
Contingencies	\$67,523,225	\$0		\$67,523,225
TOTAL SWP/CTP	\$1,434,143,856	\$576,612,229	\$382,454,127	\$1,434,143,856
Work Paid For by Others	\$364,958,187	\$364,958,187		\$364,958,187
Reimbursements to NTTA	\$167,945,999	\$51,845,999		\$167,945,999
TOTAL NTTA COST	\$901,239,670	\$159,808,043	\$382,454,127	\$901,239,670

*These estimated values may change as the project progresses.

Business Diversity

- The DBE goal is set at 11.5% and the M/WBE goal is set at 10.5% and SEMA Construction, Inc. has committed to demonstrate good faith efforts to meet or exceed this goal.

Staff Recommendation

- Staff recommends that the NTTA defer the award of contract number 02084-SWP-01-CN-PM with SEMA Construction, Inc. for the construction of Section 4 of the Southwest Parkway Project. This matter will be brought back to the Board prior to April 14, 2011.
- The NTTA Mission Statement is to enhance mobility through responsible and innovative tolling solutions fully supports the strategic plan goals, and this item supports delivering mobility with an innovative tolling solution.

Materials Prepared By Michael Bauer Corridor Manager	Director of Project Delivery Elizabeth Mow Director of Project Delivery
Materials Approved By Janice Davis Chief Financial Officer	Materials Approved By John Dahill General Counsel

CONSTRUCTION BID TABULATION
02084

PROJECT: Construction of Grading, Drainage, Structures, Concrete Pavement, Walls, Illumination, Signs and Sign Structures, Pavement Markings, Traffic Signals, ITS Infrastructure, Landscape, Irrigation Construction and Maintenance Period Services; Southwest Parkway Section 4

BIDS OPENED: September 16, 2010
2:00 p.m.

GENERAL ENGINEERING CONSULTANT: HNTB Corporation
5910 W. Plano Parkway, Suite 200
Plano, Texas 75093

CORRIDOR MANAGER: Jacobs Engineering Group, Inc.
5900 W. Plano Parkway
Plano, Texas 75093

DESIGN ENGINEER: Kennedy Consulting, Inc.
1871 Harroun Ave. Suite 101
McKinney, TX 75069

BUDGET: \$70,744,510

CONTRACTORS BIDDING	BASE BID	% OVER/UNDER BUDGET
SEMA Construction, Inc.	\$59,959,713.43	-15.24%
Webber, LLC	\$60,395,481.21	-14.63%
Austin Bridge & Road, LP	\$60,792,050.43	-14.07%
Mario Sinacola & Sons Excavating, Inc.	\$61,609,052.70	-12.91%
Balfour Beatty Infrastructure, Inc.	\$63,604,270.14	-10.09%
The Lane Construction Corporation	\$66,598,673.50	-5.86%
Williams Brothers Construction Co., Inc.	\$69,590,021.01	-1.63%
Texas Sterling Construction, Co.	\$69,911,057.49	-1.18%
J. D. Abrams, L.P.	\$71,271,950.25	0.75%
Fred Weber, Inc.	\$76,381,662.12	7.97%

Note: Minimum DBE contract-specific goal for this project is 11.5% and minimum M/WBE contract-specific goal for this project is 10.5%.



NORTH TEXAS TOLLWAY AUTHORITY

RESOLUTION NO.

**A RESOLUTION OF
THE NORTH TEXAS TOLLWAY AUTHORITY
AUTHORIZING AWARD OF A CONTRACT WITH
SEMA CONSTRUCTION, INC. FOR CONSTRUCTION OF
SECTION 4 OF SOUTHWEST PARKWAY**

January 19, 2011

WHEREAS, the North Texas Tollway Authority (the "NTTA") is a regional toll way authority governed by Chapter 366 of the Texas Transportation Code, known as the Regional Tollway Authority Act (the "Act"); and

WHEREAS, in accordance with the Act, the NTTA is designing and may construct a limited-access toll road in Tarrant County and the City of Fort Worth, known as the Southwest Parkway (the "Project"); and

WHEREAS, the Project extends 8.7 miles from Interstate Highway 30 to Altamesa Boulevard, linking the Fort Worth central business district with southwest Fort Worth, a portion of which is known as Section 4, which extends from South of Overton Ridge Boulevard to South of Altamesa Boulevard; and

WHEREAS, in accordance with the Act and the NTTA's Procurement Policy, the NTTA solicited, received and reviewed competitive bids that met the plans, specifications and other requirements necessary for the construction of Section 4 of the Project; and

WHEREAS, SEMA Construction, Inc. is the apparent lowest responsible bidder for such work, having submitted a bid in the amount of \$59,959,713.43;

NOW, THEREFORE, BE IT RESOLVED that the NTTA Board of Directors authorizes the Executive Director to execute contract 02084-SWP-01-CN-PM with SEMA Construction, Inc. for construction of Section 4 of the Project in the amount of \$59,959,713.43, with said costs paid with Commercial Paper and then, once established, the Special Projects System Construction Fund.

ATTEST:

Victor T. Vandergriff, Chairman

Ruby Franklin, Secretary

EXECUTIVE SUMMARY
January 19, 2011

Joint resolution with the RTC to support comprehensive development agreement

A briefing for this item will be provided at the January 19, 2011 Board meeting.

EXECUTIVE SUMMARY
January 19, 2011

SH 161 Toll Project
TIFIA Briefing

A briefing and materials for this item may be provided at the January, 2011 Board meeting.



NORTH TEXAS TOLLWAY AUTHORITY

5900 West Plano Parkway, Suite 100 • Plano, Texas 75093 • (214) 461-2000 • Fax (214) 528-4826 • www.ntta.org

MEMORANDUM

Date: January 19, 2011
To: NTTA Board of Directors
From: Anthony Coleman
Re: Business Diversity Activity Report

Attached is the January 2011 Business Diversity Activity Report. The report highlights projects in which a diversity aspirational goal or Good Faith Effort (GFE) was established and includes the following information:

- Agenda item description
- Business Diversity Department established goal
- D/M/WBE participation and firms committed to meet or exceed the goal

Please let me know if you have any questions or should require additional information.

AC/ac

Enclosures:
January 2011 Business Diversity Activity Report

**NORTH TEXAS TOLLWAY AUTHORITY
BOARD OF DIRECTORS MEETING
JANUARY 2011
BUSINESS DIVERSITY ACTIVITY REPORT**

	Agenda Item	BDD Percent Goal Set	Notes
A.	<p>2011 Annual Inspection</p> <p>Work authorization for HNTB Corporation 2011 Inspection</p>	25% D/M/WBE	<p>HNTB Corp. has committed to meet goal with :</p> <ul style="list-style-type: none"> • Aguirre Corporation – 7% <p>Current contract diversity participation achievement is 24%</p>
B.	<p>2011 Asset Condition Inspection</p> <p>Work authorization for Jacobs Engineering Group 2011 Asset Condition inspection</p>	25% D/M/WBE	<p>Jacobs Engineering has committed to meet goal with:</p> <ul style="list-style-type: none"> • Lamb-Star Engineering – 61% <p>Current contract diversity participation achievement is 24%</p>
C.	<p>Southwest Parkway Section 1 Construction</p> <p>Contract with Williams Brothers Construction Co., Inc. for Southwest Parkway Section 1 construction in an amount not to exceed \$122,560,413.61</p>	13% DBE 3% M/WBE	<p>Firms to be determined (14) days after contract authorization</p>
D.	<p>Southwest Parkway Section 1 Construction Management</p> <p>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</p>	28% D/M/WBE	<p>Tollway Transportation Team has committed to meet goal with:</p> <ul style="list-style-type: none"> • TEI Construction & Engineering – 47.6% <p>Current contract diversity participation achievement is 46%</p>
E.	<p>Southwest Parkway Section 1 Material Testing</p> <p>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</p>	11.5% DBE 8.5% M/WBE	<p>Mactec Engineering has committed to meet goal with:</p> <ul style="list-style-type: none"> • STL Engineers, Inc – 20%
F.	<p>Southwest Parkway Section 1 Design Services</p> <p>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</p>	20% D/M/WBE	<p>AECOM USA Group has committed to meet goal with:</p> <ul style="list-style-type: none"> • Rodriguez Transportation Group – 14.6% • STL Engineers, Inc - 13% <p>Current contract diversity participation achievement is 23%</p>

*Please note agenda items not included on this matrix do not have a BDD goal.

**NORTH TEXAS TOLLWAY AUTHORITY
BOARD OF DIRECTORS MEETING
JANUARY 2011
BUSINESS DIVERSITY ACTIVITY REPORT**

G.	<p>Southwest Parkway Section 2 Construction</p> <p>Contract with Webber, LLC for Southwest Parkway Section 2 construction in an amount not to exceed \$77,782,579.19</p>	<p>13% DBE 7% M/WBE</p>	<p>Firms to be determined (14) days after contract authorization</p>
H.	<p>Southwest Parkway Section 2 Construction Management</p> <p>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</p>	<p>11.5% DBE 16.5% M/WBE</p>	<p>Lamb-Star Engineering has committed to meet goal with:</p> <ul style="list-style-type: none"> • Rodriguez Transportation Group – 23% • Texas Quality Drilling – 12%
I.	<p>Southwest Parkway Section 2 Material Testing</p> <p>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</p>	<p>11.5% DBE</p>	<p>Alliance Geotechnical Group has committed to meet goal with:</p> <ul style="list-style-type: none"> • Mas-Tek Engineering – 25%
J.	<p>Southwest Parkway Section 2 Design Services</p> <p>Supplemental agreement with Kimley-Horn & Associates for construction phase services on Southwest Parkway Section 2 in an amount not to exceed \$438,200.00</p>	<p>20% D/M/WBE</p>	<p>Kimley-Horn & Associates has committed to meet goal with:</p> <ul style="list-style-type: none"> • STL Engineers, Inc. – 14% • CP&Y, Inc. – 7.5% • Lina T. Ramey & Associates, Inc – 7% <p>Current contract diversity participation achievement is 28%</p>
K.	<p>Southwest Parkway Section 3B Construction</p> <p>Contract with Texas Sterling Construction Co. for Southwest Parkway Section 3B construction in an amount not to exceed \$91,241,537.00</p>	<p>13% DBE 9% M/WBE</p>	<p>Firms to be determined (14) days after contract authorization</p>
L.	<p>Southwest Parkway Section 3B Construction Management</p> <p>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</p>	<p>11.62% DBE 16% M/WBE</p>	<p>DFW Construction Management is a joint venture agreement between Huitt-Zollars and Lamb-Star Engineering. The firm has committed to meet goal with:</p> <ul style="list-style-type: none"> • Lamb-Star Engineering – 36% • Texas Quality Drilling – 15% <p>NTTA must review JV agreement before Lamb-Star's utilization can be counted towards goal.</p>

*Please note agenda items not included on this matrix do not have a BDD goal.

**NORTH TEXAS TOLLWAY AUTHORITY
BOARD OF DIRECTORS MEETING
JANUARY 2011
BUSINESS DIVERSITY ACTIVITY REPORT**

<p>M.</p>	<p>Southwest Parkway Section 3B Material Testing</p> <p>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</p>	<p>11.5% DBE 8.5% M/WBE</p>	<p>Mas-Tek Engineering has committed to meet goal with:</p> <ul style="list-style-type: none"> • Terry Smith Inspection Services – 20%
<p>N.</p>	<p>Southwest Parkway Section 3B Design Services</p> <p>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</p>	<p>20% D/M/WBE</p>	<p>HDR Engineering has committed to meet goal with:</p> <ul style="list-style-type: none"> • TEDSI Infrastructure, Inc. – 12% • PE Structural, Inc. – 8% <p>Current contract diversity participation achievement is 24%</p>
<p>O.</p>	<p>Southwest Parkway Section 4 Construction</p> <p>Contract with Sema Construction, Inc. for Southwest Parkway Section 4 construction in an amount not to exceed \$59,959,713.43</p>	<p>13% DBE 9% M/WBE</p>	<p>Firms to be determined (14) days after contract authorization</p>
<p>P.</p>	<p>Southwest Parkway Section 4 Construction Management</p> <p>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</p>	<p>11.5% DBE 16.5% M/WBE</p>	<p>Brown & Gay Engineers has committed to meet goal with:</p> <ul style="list-style-type: none"> • Pavetex Engineering & Testing – 13% • Iconic Consulting Group, Inc. – 5% • Gorrondona & Associates, Inc. 5% • Bowman Engineering & Consulting – 8% • Greener Pastures Landscape, Inc. – 3%
<p>Q.</p>	<p>Southwest Parkway Section 4 Material Testing</p> <p>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</p>	<p>11.5% DBE 8.5% M/WBE</p>	<p>Mactec Engineering has committed to meet goal with:</p> <ul style="list-style-type: none"> • Globe Engineering – 10% • Terry Smith Inspection Services – 20%
<p>R.</p>	<p>Southwest Parkway Section 4 Design Services</p> <p>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</p>	<p>15% D/M/WBE</p>	<p>Current contract awarded in December 2005 stipulates that a prime minority firm counts toward the minority participation goals</p>
<p>S.</p>	<p>Southwest Parkway Section 5 Utility Coordination Services</p> <p>Work Authorization with US ROW for Utility Coordination Services for Southwest Parkway Section 5 in an amount not to exceed \$514,300.00</p>	<p>15% D/M/WBE</p>	<p>US ROW has committed to meet goal with:</p> <ul style="list-style-type: none"> • VRX, Inc. – 68% <p>Current contract diversity participation achievement is 10%</p>

*Please note agenda items not included on this matrix do not have a BDD goal.

EXECUTIVE SUMMARY
January 19, 2011

Business model and procurement project report, recommendations and next steps for consideration

A briefing and materials for this item may be provided at the January, 2011 Board meeting.

EXECUTIVE SUMMARY
January 19, 2010

Regional Transportation Council (RTC)

Project Delivery Department

General Overview

Below is a brief summary of the Thursday, January 13, 2011 meeting of the Regional Transportation Council (RTC). The NTTA was represented by Director Bob Day. The RTC meeting agenda and supporting documents are included in the reference materials.

Joint NTTA and RTC Resolution to Support the Comprehensive Development Agreement Authority for TxDOT to advance the IH 35 East managed lanes, SH 183 and the North Tarrant Express

- Michael Morris requested that the NTTA Board of Directors approve a joint NTTA/RTC resolution to support the comprehensive development authority of TxDOT to advance three regional private public partnerships for managed lane projects.
- The managed lane projects to be included in the joint resolution are the SH 183 managed lanes, the North Tarrant Express and the I 35 East project.

Value Pricing Funding Opportunity

- The RTC approved a request from the NCTCOG staff to pursue participation in a Federal Highway Administration (FHWA) Value Pricing Pilot Program.
- NCTCOG staff submitted a concept to the FHWA to utilize “smart card” technology to manage congestion in managed lanes through peak period pricing. The proposal includes components influencing travel behavior, sensitivity to environmental justice issues, and use of innovative technology. See the attached Reference Item 2.3.
- If selected, the pilot program would be applied to the I-30 Managed Lanes.
- The pilot program application is a joint effort between NCTCOG, the Texas Department of Transportation, the North Texas Tollway Authority, the Dallas Area Rapid Transit, the Fort Worth Transportation Authority, and the Cities of Arlington, Dallas, and Grand Prairie, Texas.
- As requested by NCTCOG staff, the NTTA submitted a letter of support for the use of innovative technology to manage lane demand, roadway congestion and capacity and the collection of tolls.

SH 161 Update

- Director Day reported that the TIFIA loan negotiations continue and the NTTA is hopeful to conclude the SH 161 financing by February 1.

Materials Prepared By	Department Director

AGENDA

**Regional Transportation Council
Thursday, January 13, 2011
North Central Texas Council of Governments**

1:00 pm

Full RTC Business Agenda

1:00 – 1:05

1. **Approval of December 9, 2010, Minutes**
 Action Possible Action Information Minutes: 5
Presenter: Ron Natinsky, RTC Chair
Item Summary: Approval of the December 9, 2010, minutes contained in [Reference Item 1](#) will be requested.
Background: N/A

1:05 – 1:05

2. **Consent Agenda**
 Action Possible Action Information Minutes: 0
- 2.1. **2011-2014 Transportation Improvement Program Modifications and Resolution for Regional Toll Revenue Projects Modifications**
Presenter: Christie Jestis, NCTCOG
Item Summary: Regional Transportation Council (RTC) approval of revisions to the 2011-2014 Transportation Improvement Program (TIP) will be requested, along with a resolution outlining desired Texas Transportation Commission (TTC) action on Regional Toll Revenue (RTR) funded projects.
Background: Revisions to the 2011-2014 TIP are provided as [Reference Item 2.1.1](#) for RTC consideration. Administrative amendments are provided for information in [Reference Item 2.1.2](#). These modifications have been reviewed for consistency with the air quality conformity determination and financial constraint of the TIP. The Surface Transportation Technical Committee (STTC) reviewed and recommended RTC approval of the revisions at its December 17, 2010, meeting. In addition, [Reference Item 2.1.3](#) is an RTC resolution that transmits desired TTC action for RTR funded projects.
- 2.2. **North Central Texas Clean Construction Equipment: 2011 Call for Projects**
Presenter: Carrie Reese, NCTCOG
Item Summary: Staff will request RTC approval to administer the proposed North Central Texas Clean Construction Equipment: 2011 Call for Projects.
Background: The North Central Texas Council of Governments (NCTCOG) has been awarded grant funding by the Environmental Protection Agency (EPA) under the National Clean Diesel Funding Assistance Program to provide financial assistance for projects which reduce emissions from construction equipment by replacing, repowering, or retrofitting older equipment. This Call for

Projects will result in reductions of nitrogen oxides (NO_x) emissions which will support efforts to attain the federal ozone standard. Staff is requesting approval to open the Call for Projects to seek applications from interested public and private sector fleets. Details are provided in [Reference Item 2.2](#). Further information is posted online at www.nctcog.org/aqfunding, where NCTCOG maintains a comprehensive list of clean vehicle-related funding programs.

2.3. Value Pricing Funding Opportunity

Presenter: Dan Lamers, NCTCOG

Item Summary: RTC approval will be requested on two proposals that staff desires to submit under the Federal Highway Administration (FHWA) Value Pricing Pilot Program.

Background: FHWA recently issued a solicitation for participation in the Value Pricing Pilot Program (VPPP). NCTCOG staff submitted a concept to utilize “smart card” technology to manage congestion in managed lane corridors through peak-period pricing. The proposal contains components influencing travel behavior, being sensitive to environmental justice issues, and using innovative technology. [Reference Item 2.3](#) contains the submitted expression of interest. Formal applications are due to FHWA on January 18, 2011, and staff will work with local partners to develop the application. The concept will be tested first in the IH 30 (Tom Landry Freeway) corridor from Arlington to Dallas. This corridor has been awarded two previous grants to study and implemented the managed lanes as part of the VPPP. This application will serve to further the concept. In addition, staff also held a request for proposals (RFP) to solicit interest for companies to partner with NCTCOG on additional VPPP proposals that would advance the availability of Pay-As-You-Drive (PAYD) automobile insurance in the North Central Texas region. One proposal was received through this RFP which would advance PAYD by utilizing in-vehicle technology to assist motorists in reducing travel time and improving air quality by avoiding congested routes and areas and modifying driver behavior. Staff is currently reviewing this proposal and working with the applicant to incorporate regional interests into the final proposal, which will be submitted to FHWA through the Texas Department of Transportation (TxDOT).

1:05 – 1:25

3. Orientation to Agenda/Director of Transportation Report

Action Possible Action Information Minutes: 20
Presenter: Michael Morris, NCTCOG

1. Remembrance of Mayor, Congressman, and Judge Tom Vandergriff
2. Air Quality Vehicle Funding Update ([Electronic Item 3.1](#))
3. Nonattainment Area Reclassification Status ([Electronic Item 3.2](#))

4. 2010 Ozone National Ambient Air Quality Standards, Delayed Until July 2011
5. Lost Revenue Earmarks
6. December Public Meeting Minutes (Handout)
7. Transportation Performance Measures Web Site (Overview)
(www.nctcog.org/trans/data/gasprices/)
8. Thank You to the Texas Department of Transportation (TxDOT) for the 2009 Saturation Traffic Counts (Overview)
9. Upcoming Household Survey (Overview)
10. National Environmental Policy Act (NEPA) Reviews of SH 170 and IH 35W
11. Cost to Implement Web Broadcasting (Still Being Reviewed by Staff)
12. Regional Coordination Committee Study/School District Coordination
13. Coordination of Truck Routes Related to the Barnett Shale (requested by Sheri Capehart)
14. Email to RTC and STTC Members to Vote on Inter-City Rail
15. TxDOT Report to the TTC by the TxDOT Restructure Council
16. Innovative Finance Initiative Update
17. Recent Congressional Action on Appropriations and Authorization
18. Recent Correspondence ([Electronic Item 3.3](#))
19. Recent News Articles ([Electronic Item 3.4](#))
20. Transportation Partners Progress Reports (Handout)

1:25 – 1:30

4. **Clean School Bus Program Call for Projects Recommendations and Next Steps**

Action Possible Action Information Minutes: 5

Presenter: Carrie Reese, NCTCOG

Item Summary: Staff will request RTC approval of project recommendations for the North Central Texas Clean School Bus Program 2010 Call for Projects. As funds are still available for this program, staff will seek RTC approval to begin seeking additional applications in early 2011.

Background: NCTCOG received \$500,000 from the US EPA through the National Clean Diesel Funding Assistance Program and has approximately \$16,575 remaining from the Texas Commission on Environmental Quality (TCEQ) Supplemental Environmental Project (SEP) Program, as well as \$189,739 remaining from the EPA American Recovery and Reinvestment Act (ARRA) On-Road Heavy-Duty Diesel Grant. NCTCOG administered the 2010 North Central Texas Clean School Bus Program Call for Projects between September 13 and November 19, 2010. Eligibility extended to public and private schools, school districts, and school bus operators that provide service within the 16-county NCTCOG region. Public entities were required to have adopted the RTC's Clean Fleet Vehicle Policy by the proposal deadline and private entities were strongly encouraged to adopt a similar type policy. Staff will provide a summary of applications received, funding recommendations, and suggested next steps. [Reference Item 4](#) provides an overview of the 2010 Call for Projects. This program is included as a Voluntary Mobile Emissions Reduction Program (VMEP) commitment in the Dallas-Fort Worth 8-hour Ozone Attainment Demonstration State Implementation Plan (SIP).

1:30 – 1:45

5. **SH 161 Regional Toll Revenue Funding and Strategic Partnership with the Texas Department of Transportation: Draft Project Listings**

Action Possible Action Information Minutes: 15

Presenter: Christie Jestis, NCTCOG

Item Summary: Staff will brief the Council on the proposed updates to the process and timeline associated with the SH 161 RTR Funding/Strategic Partnership with TxDOT, as well as present draft project listings. As outlined below, some projects necessitated a December RTC action, and some project needs can be satisfied using the original January 2011 RTC action timeframe. Due to uncertainty associated with the LBJ remaining funding balance, some project approvals must be considered in a later month, such as February 2011.

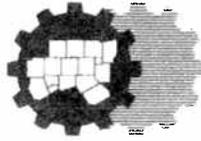
Background: As noted previously, the region is scheduled to receive an up-front concession payment from the SH 161 project being built by NTTA. These RTR funds can be used for roadway, transit, and air quality projects in the Dallas-Fort Worth region. This summer, staff initiated a discussion with the Dallas County RTR Task Force about how to program the SH 161 RTR funds, along with other funds available in Dallas County. In addition, staff has identified a possible partnership opportunity with TxDOT that will leverage regional funds against State funding to construct critical on-system projects that currently lack necessary funding. In December 2010, the Council approved a request by NTTA to extend the deadline for financial close on the SH 161 project. This delay has altered the project selection timeline to accommodate the availability of funding. Staff has also worked closely with agencies in Dallas County that are implementing RTC commitments to identify potential cost savings that can be utilized through this effort. This project review also highlighted the need for cost overruns on existing projects. The reference items below provide background information and a recommendation for how to proceed with each of these issues.

- [Reference Item 5.1](#) – SH 161 RTR Funding Distribution by County (RTC action in January)
- [Reference Item 5.2](#) – Cost Savings on Existing Projects (RTC action in January)
- [Reference Item 5.3](#) – Requests for Cost Increases on Existing Projects (RTC action in January)
- [Reference Item 5.4](#) – Requests to Defederalize or Advance Projects to Earlier Year (RTC action in January)
- [Reference Item 5.5](#) – Project and Revenue Matrix (RTC action in January for project highlighted in bold type)
- [Reference Item 5.6](#) – Project Recommendation Listing (RTC action in January for project highlighted in bold type)

- 1:45 – 1:55** 6. **Metropolitan Planning Organization Agreement in Mega Region**
 Action Possible Action Information Minutes: 10
 Presenter: Michael Morris, NCTCOG
 Item Summary: Action will be requested to develop agreements with major metropolitan regions surrounding the Dallas-Fort Worth region in order to coordinate passenger rail investments that are integrated into the new Mobility 2035 Plan.
 Background: Michael Morris conducted an RTC Regionalism Workshop in November 2010. [Reference Item 6](#) highlights this needed coordination and an existing status report on where we do and do not have Memorandum of Agreements with our neighboring communities.
- 1:55 – 2:05** 7. **SH 161 Update**
 Action Possible Action Information Minutes: 10
 Presenter: Ken Kirkpatrick, NCTCOG
 Item Summary: NTTA and NCTCOG staff will present the latest information regarding the financial closure of SH 161.
 Background: The RTC has been briefed each month through 2010 on the importance of SH 161. At the time of the mail out, no additional RTC action is necessary. This item is listed for possible action in order to address any needs coming from NTTA over the next week. Communication on SH 161 is included in Electronic Item 7.
- 2:05 – 2:10** 8. **TxDOT Fiber Sharing Agreement**
 Action Possible Action Information Minutes: 5
 Presenter: Natalie Bettger, NCTCOG
 Item Summary: Staff will brief the RTC on the progress to establish a regional Intelligent Transportation System (ITS) fiber network in partnership with TxDOT and other regional partners and how we envision the use and sharing of this regional resource in the future.
 Background: In 2000, a communication analysis was completed with regional partners agreeing to contribute two strands of every fiber link to be part of a regional ITS fiber network. This included TxDOT, toll authorities, cities, counties and transit agencies. Since that time, a high-level design has been completed and the region has engaged Emergency Operations Centers in this regional partnership. With recent Super Bowl-related activities and the need to coordinate and communicate during this regionally significant event, the fiber network has become a high priority. Based on this, NCTCOG and TxDOT are working on an agreement to utilize this fiber for the Super Bowl-related activities and continue the connections after the Super Bowl.
- 2:10 – 2:20** 9. **Mobility 2035**
 Action Possible Action Information Minutes: 10
 Presenter: Dan Lamers, NCTCOG
 Item Summary: Staff will summarize Mobility 2035 draft recommendations and adoption schedule.
 Background: Since December 2009, staff has been in the process of

developing a new Metropolitan Transportation Plan, Mobility 2035. This effort has included many public meetings and discussions with the RTC and the Surface Transportation Technical Committee. The development effort has resulted in modified policies, an understanding of the financial situation, and project recommendations. The official public involvement effort will start in January 2011 with RTC approval of Mobility 2035 anticipated in March 2011.

- 2:20 – 2:30** 10. **US Army Corps of Engineers Section 404 Agreement Update**
 Action Possible Action Information Minutes: 10
Presenter: Dan Lamers, NCTCOG
Item Summary: Staff will provide information related to the continuation and funding of an agreement with the US Army Corps of Engineers (USACE) to expedite Section 404 permits for regional transportation projects. Staff will provide highlights of the program, the participating partners, project status, and a proposed funding partnership necessary to continue permit work on regional projects.
Background: In March 2008, the RTC approved up to \$500,000 to fund USACE positions to provide expedited review of 404 permits associated with regional transportation priority projects. RTC recently issued the last installment of an approved \$500,000 to the USACE. In December 2010, Congress extended the authority to enter into such agreements with the USACE for an additional six years. NCTCOG's existing agreement, due to expire in October 2011, has enhanced communication and coordination between transportation partners and USACE which has led to cost savings and improved environmental stewardship for transportation projects.
11. **Progress Reports**
 Action Possible Action Information
Item Summary: Progress Reports are provided as Reference Item 11.
- RTC Attendance ([Reference Item 11.1](#))
 - STTC Attendance and Minutes ([Electronic Item 11.2](#))
 - Bicycle and Pedestrian Advisory Committee Attendance ([Electronic Item 11.3](#))
 - Local Motion ([Electronic Item 11.4](#))
 - North Texas Transportation Connection ([Reference Item 11.5](#))
12. **Other Business (Old or New):** This item provides an opportunity for members to bring items of interest before the group.
13. **Future Agenda Items:** This item provides an opportunity for members to bring items of future interest before the Council.
14. **Next Meeting:** The next meeting of the Regional Transportation Council is scheduled for ***Thursday, February 10, 2011, at 1:00 pm, at the North Central Texas Council of Governments.***



North Central Texas Council Of Governments

December 3, 2010

Ms. Maribel Chavez, P.E.
 District Engineer
 Texas Department of Transportation –
 Fort Worth District
 P.O. Box 6868
 Fort Worth, Texas 76115

Mr. William Hale, P.E.
 District Engineer
 Texas Department of Transportation -
 Dallas District
 4777 US Highway 80 East
 Mesquite, Texas 75150

Dear Ms. Chavez and Mr. Hale:

This letter responds to the most recent Federal Highway Administration (FHWA) request for applications under the Value Pricing Pilot Program Participation, Fiscal Years 2010 and 2011, advertised in the Federal Register Notice dated October 19, 2010. The North Central Texas Council of Governments (NCTCOG) would like to submit the attached project idea for consideration by FHWA. The Federal Register notice recommends that all proposals be submitted through State departments of transportation.

The project proposes the use of smart card technology to collect revenue from managed lane users and to allocate a portion of peak-period pricing revenue to smart card subscribers in an effort to induce targeted travel behavior changes and to address potential environmental justice (EJ) concerns regarding the use of dynamic pricing by EJ populations. An additional component would be the creation of a smart phone application that would allow potential managed lane users to “lock in” the current rate before leaving home or work, providing reliability benefit to the user and an advance usage warning to managed lane operators.

Although this expression of interest is being submitted by NCTCOG, we intend to work closely with our partners to submit a joint application on behalf of the entire region by the January 18, 2011 deadline. By submitting this expression of interest now, FHWA will work with applicants to refine project proposals prior to the formal application submittal.

Through this letter I am requesting that this proposed project idea be submitted to FHWA as expeditiously as possible to meet the Federal Register notice of December 3, 2010 for expressions of interest to the following:

Ms. Angela Jacobs
 FHWA Office of Operations
 angela.jacobs@dot.gov

December 3, 2010

Thank you for your consideration of this request. If you have any questions regarding this proposed idea, please contact me, Natalie Bettger, Christie Jestis or Dan Lamers at (817) 695-9240.

Sincerely,

A handwritten signature in black ink that reads "Michael Morris". The signature is written in a cursive style with a large, prominent "M".

Michael Morris, P.E.
Director of Transportation

DL:bw
Enclosure

cc: Angela Jacobs, FHWA

Value Pricing Program Proposal – Influencing Travel Behavior, Sensitivity to Environmental Justice, and Use of Innovative Technology

Submitted by –North Central Texas Council of Governments

General Concept

1. Implement Smart Card technology on Managed Lanes with variable pricing in the IH 30 (Tom Landry) corridor from Arlington to Dallas Central Business District (CBD).
2. Use peak-period pricing on Managed Lanes to provide revenue to incentivize commuters to change their commute behavior.
 - Examples of targeted travel behavior changes may include:
 - Changing travel mode
 - Taking transit
 - Offer car sharing
 - Guaranteed Ride Home Program
 - Park-n-Ride lots
 - Parking cash out
 - Changing auto occupancy
 - Carpooling (3+)
 - Park-n-Ride lots
 - Parking cash out
 - Traveling during off-peak travel period
 - Telecommuting
 - Varied work schedule
 - Others as appropriate
 - Examples of Incentives could include:
 - Airline miles
 - Gift cards
 - Credit towards transportation system usage
 - Consider incentive/travel behavior sensitivity -- how long do we offer incentives and how much to make it worth commuters to change?
 - Evaluate whether incentives can be used for specific corridor users or for all eligible smart card subscribers.
3. Sensitivity to Environmental Justice Concerns – By offering incentives to users of managed lanes, environmental justice populations will receive tangible benefits that will offset a portion of their expenses. The benefits can be flexible for use to offset other transportation costs or to offset other selected living expenses.
4. Use of Innovative Technology – Smart Card technology would be used to keep track of managed lane usage and to credit incentives to eligible subscribers. Subscriptions would be free to users and would require the disclosure of certain socio-economic and travel behavior characteristics. In exchange, subscribers would be eligible to receive incentives. In addition, we propose to offer a smart phone app that would allow users to look at managed lane rates prior to leaving home or the office and lock the rate in if used within a specified timeframe. Benefit to the user would be to lock in a rate ahead of time or alter travel decisions to change mode, adjust trip start time, or diversion to alternate route. Benefit to the transportation system operator would be advance warning of managed lane usage.

We propose to use the IH 30 (Tom Landry) corridor from Arlington to the Dallas CBD as this corridor is already part of the Value Pricing Pilot Program and we can leverage the value pricing activities already planned in the corridor.

Total Project Dollars Requesting – Approximately \$1 million.

**Executive Director Report for Items Approved in December 2010
Administratively Approved \$0 to \$100K**

ED Report for Items approved in December 2010

Contract #	Consultant	Job	Original Contract Amount	Previous Approved Changes	Current Amount Requested	Total % Change (including this request)	Total New Contract Amount	Work Authorization Change Order Supplemental Agreement	Description of Change	Approved By:
02387	Charter Communications	Dirk's/Alta Mesa Utility Relocation	\$41,867.10	\$0.00	\$52,602.10	125.6%	\$ 94,469.20	CO-01	Change to the depth of bore to account for other utilities and storm sewer facilities, also equipment change used in boring rock in the area.	Gerry Carrigan
02075	AECOM USA Group, Inc.	Design Services for PS&E for the Section I of SH 121 (SWP) from east of Summit Ave to West of Montgomery St	\$5,800,241.62	\$2,362,685.50	\$12,860.00	41.0%	\$ 8,175,787.12	SA-13	Covers scope and fee revisions and extends the agreement to 12/31/11.	Gerry Carrigan
02870	Oncor Electric Delivery	Install 1200 ft of 100 mcm all underground cable with two 6 in HDPE conduits and install two primary splice boxes at Rodgers Road and West.	\$216,456.66	\$0.00	\$68,074.41	31.4%	\$284,531.07	CO-01	Relocate aerial and buried electric distribution lines.	Gerry Carrigan
02559	Williams Brothers Construction Co, Inc.	SH 121 Segment 5 Construction	\$79,431,355.35	\$572,870.12	\$10,066.80	0.7%	\$ 80,014,292.27	CO-13	Engineering fees for shop drawing rework to U Walls 12, 16, and 17. Includes 16.5 man hours w/SEA to rework retaining Wall 14a.	Gerry Carrigan
02418	HDR Engineering	Program Wide Construction Manager	Work Authorization Driven	\$30,723,971.00	\$20,465.71	N/A	\$ 30,744,436.71	WA-06	Construction management services to convert MCLB to All-ETC Toll Collections including installation of concrete traffic barrier and signing/pavement markings	Elizabeth Mow
02362	Kimley-Horn & Associates, Inc	SH170 Corridor Management Services from planning through construction for the SH170 corridor	Work Authorization Driven	\$1,105,845.67	-\$95,528.32	N/A	\$ 1,010,317.35	WA-01 SA 01	Reduces the total WA-01 amount to match the actual total amount expended.	Gerry Carrigan
02281	Jacobs Engineering	Planning and Environmental Services for SH 170	\$1,043,834.00	\$0.00	\$63,518.00	6.1%	\$ 1,107,352.00	SA-02	Scope and Fee revisions. Extend contract to 02/29/12.	Gerry Carrigan
02117	Zenysis Corporation	Security Systems Integration, Sole Source	Work Authorization Driven	\$3,386,600.00	\$40,000.00	N/A	\$ 3,426,600.00	WA-2011-001	Professional services to support the SCIP application.	Dave Pounds
02117	Zenysis Corporation	Security Systems Integration, Sole Source	Work Authorization Driven	\$3,426,600.00	\$40,000.00	N/A	\$ 3,466,600.00	WA-2011-002	Professional services to support the ARM Application.	Dave Pounds
02117	Zenysis Corporation	Security Systems Integration, Sole Source	Work Authorization Driven	\$3,466,600.00	\$39,400.00	N/A	\$ 3,506,000.00	WA-2011-005	Professional services to support the PCI compliance of SCIP.	Dave Pounds
02117	Zenysis Corporation	Security Systems Integration, Sole Source	Work Authorization Driven	\$3,506,000.00	\$9,000.00	N/A	\$ 3,515,000.00	WA-2011-006	Provide after-hours/on-call support to assist with database needs for People Soft upgrades for SQL Server and Oracle Instances.	Dave Pounds
02292	Jacobs Engineering Group, Inc.	Design Services to provide Schematics, plans, specifications and estimates for Segment 4 of SH 121 in Collin and Denton Counties	Work Authorization Driven	\$17,325,100.00	-\$8,950.47	N/A	\$ 17,316,149.53	WA-01 SA 01	Reduce WA-01 funding to match the final expended to date amount.	Elizabeth Mow
02418	HDR Engineering	Program Wide Construction Manager	Work Authorization Driven	\$30,744,436.71	-\$23,419.48	N/A	\$ 30,721,017.23	WA-02 SA 02	Reduces the original contract amount to match the actual expended to date amount.	Elizabeth Mow
02857	Power Engineers, Inc	All ETC DNT Fiber Optical Relocation	\$1,198,994.88	\$0.00	\$82,766.64	6.9%	\$ 1,281,761.52	CO-01	Fabrication and delivery of Structural Steel for Mainlane and Ramp Gantries from IH-635 to West Parker Rd	Clayton Howe
02606	PBS&J	DNT 4TH Lane Study Analysis PGBT to SRT Widening project	\$29,005.00	\$0.00	-\$3,271.33	-11.3%	\$ 25,733.67	SA-02	To reduce contract amount to match the expended-to date amount.	Gerry Carrigan
02007	WW Webber	Construction Services for Section XXVIII of the Eastern Extension of the President George Bush Turnpike (PGBT EE) from west of SH 78 to west of Miles Road	\$98,539,358.78	\$1,130,885.03	\$38,519.71	1.2%	\$99,708,763.52	CO-18	Extra retaining wall material due to increased design parameters and additional walls added to project	Gerry Carrigan

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02007	WW Webber	Construction Services for Section XXVIII of the Eastern Extension of the President George Bush Turnpike (PGBT EE) from west of SH 78 to west of Miles Road	\$98,539,358.78	\$1,169,404.74	\$73,721.29	1.3%	\$ 99,782,484.81	CO-27	Incorporates new pay item to address the removal of existing coping and traffic rail and the installation of aesthetic coping meeting SS 850 requirements on existing retaining wall "1"	Gerry Carrigan
02007	WW Webber	Construction Services for Section XXVIII of the Eastern Extension of the President George Bush Turnpike (PGBT EE) from west of SH 78 to west of Miles Road	\$98,539,358.78	\$1,243,126.03	\$7,588.67	1.3%	\$ 99,790,073.48	CO-31	Covers application of anti-graffiti coating to various structural elements on Sec 28 proposed ramp 78-E bridge	Elizabeth Mow
02007	WW Webber	Construction Services for Section XXVIII of the Eastern Extension of the President George Bush Turnpike (PGBT EE) from west of SH 78 to west of Miles Road	\$98,539,358.78	\$1,250,714.70	-\$3,632.77	1.3%	\$ 99,786,440.71	CO-32	Covers acquisition of a camera pole from PGBT EE Sec. 30 to be utilized for CCTV #4, station 1225+75 (NOTE: CO incorporates material credit for camera pole previously added to Sec 28's CO# 21)	Elizabeth Mow
02013	Williams Brothers Construction Co., Inc.	Construction Services for Section XXXI of the Eastern Extension of the President George Bush Turnpike (PGBT EE) from south of Main Street to the north bank of Lake Ray Hubbard	\$56,971,131.20	\$679,004.51	\$14,403.73	1.2%	\$ 57,664,539.44	CO-26	Labor and steel costs for revised wall code summary call-outs	Elizabeth Mow
02065	Infrastructure Corporation of America	PGBT Total Routine Maintenance	\$ 26,351,000.00	\$3,328,388.33	\$74,475.53	12.9%	\$ 29,753,863.86	CO-09	All ETC implementation and transverse and longitudinal joint sealing on the PGB.	Clayton Howe
02105	SecureNet, Inc	Security Systems Integration, Sole Source	Work Authorization Driven	\$8,565,885.79	\$17,396.70	N/A	\$ 8,583,282.49	WA-85	DNT Mainlane Gantry PTZ Installation at MLG 3 and Access Control & CCTV for 2 IT Buildings at MLG 3 site	Dave Pounds
02105	SecureNet, Inc	Security Systems Integration, Sole Source	Work Authorization Driven	\$8,583,282.49	\$11,980.45	N/A	\$ 8,595,262.94	WA-86	DNT Mainlane Gantry PTZ Installation at MLG 2 and at Keller Springs Ramp Gantries	Dave Pounds
02105	SecureNet, Inc	Security Systems Integration, Sole Source	Work Authorization Driven	\$8,595,262.94	\$17,780.44	N/A	\$ 8,613,043.38	WA-87	Installation of Gantry PTZ's at DNT Ramps (Spring Valley, Beltline, and Frankford) as part of the ETC Conversion Project	Dave Pounds
02105	SecureNet, Inc	Security Systems Integration, Sole Source	Work Authorization Driven	\$8,613,043.38	\$17,780.44	N/A	\$ 8,630,823.82	WA-88	Installation of Gantry PTZ's at DNT Ramps (Mockingbird, Northwest Highway, and Royal Lane) as part of the ETC Conversion Project	Dave Pounds
02105	SecureNet, Inc	Security Systems Integration, Sole Source	Work Authorization Driven	\$8,630,823.82	\$8,333.33	N/A	\$ 8,639,157.15	WA-89	Removal of CCTV and Access Control Equipment from DNT MLP 3 and MLP 2 Canopy and Booths/Packaging and Delivery to Inventory Warehouse of Equipment Removed/Inventory Records Update	Dave Pounds
02359	HDR Engineering, Inc.	SH161 Corridor Management Services-Provide corridor management services from planning through construction for the SH161 corridor	Work Authorization Driven	\$5,907,101.00	-\$97,607.52	N/A	\$ 5,809,493.48	WA-01 SA 01	Reduce total amount to match expended-to-date amount	Gerry Carrigan

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02607	Gibson & Associates, Inc.	Conversion of Mainlane plazas and existing ramp plaza along the President George Bush Turnpike from belt line to SH 78 to All Electronic Toll Collection.	\$2,780,491.59	\$106,247.67	-\$48,085.19	2.1%	\$2,838,654.07	CO-06	Cost of paid-to-date quantity overruns, added to the contract at NTTA's request	Gerry Carrigan
02644	Raba-Kistner Infrastructure, Inc.	Program Wide Quality Assurance Program	Work Authorization Driven	\$5,456,889.00	-\$1,994.00	N/A	\$ 5,454,895.00	WA-03 SA 01	Adjustment to total amount to match expended-to-date amount	Elizabeth Mow
02688	AT&T	Part 1:Proposed replacement of an underground fiber and duct system with a temporary aerial line crossing PGBT right-of-way at Las Colinas Blvd to clear the construction zone. Part 2: replacement of existing conduit with a 4" conduit which will house AT&T fiber and traffic control system.	\$65,644.51	\$19,981.86	\$10,920.41	47.1%	\$ 96,546.78	CO-04	Part 1:Proposed replacement of an underground fiber and duct system with a temporary aerial line crossing PGBT right-of-way at Las Colinas Blvd to clear the construction zone. Part 2: replacement of existing conduit with a 4" conduit which will house AT&T fiber and traffic control system.	J.C. Wood
TOTAL					\$449,165.28					

EXECUTIVE SUMMARY
January 19, 2011

Executive Session

Pursuant to Chapter 551, Subchapter D, Texas Government Code

Pursuant to the Texas Open Meetings Act provisions indicated below, the Board may conduct a closed meeting with respect to the following matters specified in the Agenda:

- A. Subsection 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters
- B. Section 551.072, to deliberate the purchase, exchange, lease or value of real property
- C. Section 551.073, to deliberate regarding gifts and donations
- D. Section 551.0741(a)(1), the board may deliberate the appointments, employment, evaluation, reassignment, duties, discipline or dismissal of a public officer or employee
- E. Section 511.076, to deliberate regarding security devices

EXECUTIVE SUMMARY
January 19, 2011

Actions from Executive Session

Actions from Executive Session

This item is placed on the agenda to allow for any actions following the Executive Session.

EXECUTIVE SUMMARY
January 19, 2011

Legal briefing and possible approval of legal services delivery plan

A briefing for this item will be provided at the January 19, 2011 Board meeting.