

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Meeting  
January 19, 2011

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

Minutes of the North Texas Tollway Authority Board of Directors meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, on January 19, 2011.

**CALL TO ORDER**

Chairman Vandergriff called the meeting to order at 9:05 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; 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 Customer Service Center; 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; Anthony Coleman, Director of Business Diversity.

Also present at the meeting representing the Authority were: Frank Stevenson, Kevin Twining, Locke Lord, Bissell & Liddell (LLBL), Outside Counsel to the Authority; 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; Michael Copeland, Wilbur Smith Associates (WSA), Traffic & Revenue Consultant to the Authority.

2. Public Comments

No comments were made under this item.

3. Recognition of 2011 Relationship and Opportunities Advancing Diversity (ROAD) Program Participants

Kim Tolbert, Assistant Executive Director of Administrative Services, briefed the Board on the NTTA ROAD Program, and introduced the prime and consultant participants in construction services and professional services.

Chairman Vandergriff expressed appreciation to the NTTA ROAD Program participants.

4. Chairman update

- A. Regional partnership
- B. Legislative opportunities and issues

Chairman Vandergriff noted that discussions were being held with TxDOT and the RTC to consider local issues.

**CONSENT AGENDA (ITEMS 5 - 21)**

Items 9-20 of the Consent Agenda were deferred to the next meeting, and item 5 was removed from the Consent Agenda.

- 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

Chairman Vandergriff entertained a motion on items 6, 7 and 8 of the Consent Agenda. Director Cagle made a motion to approve the items and Director Moore seconded the motion. The motion was approved unanimously. (Resolutions 11-04, 11-05, 11-06)

Under item 5, Vice Chairman Denison noted that Director Nowels name was omitted from the voting results on the December 21, 2010 Board meeting minutes.

Vice Chairman Denison made a motion to approve item 5 with corrections to the December 21, 2010 Board meeting minutes. Director Moore seconded the motion and it was approved unanimously. (Resolutions No. 11-01, 11-02, 11-03)

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

Gerry Carrigan, Assistant Executive Director of Project Delivery, provided a briefing on the utility work on SWP Section 5, and addressed questions.

Director Barr made a motion to approve a Work Authorization with US ROW and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution No. 11-19)

#### **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

After some discussion and questions were addressed, Chairman Vandergriff entertained a motion to defer items 22 through 25. Vice Chairman Denison made a motion to defer and Director Shepard seconded the motion. The motion was approved unanimously. (Resolutions 11-20 through 11-23)

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

Allen Clemson, Executive Director, provided a briefing on a joint resolution with the RTC, stating that there were some areas that still needed to be clarified. Staff will bring the resolution back to the Board for action at the February 3, 2011 meeting.

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

Janice Davis, CFO, briefed the Board on the status of the TIFIA loan, and explained the negotiations between TxDOT and TIFIA related to language, and how it impacts the project.

Vice Chairman Denison noted that it was important for the public to understand that the lack of an agreement at this time was due to TxDOT and TIFIA, and not the NTTA.

Kevin Twining, LLBL, provided additional details on the issues and concerns of TxDOT and TIFIA.

Dan Heimowitz, RBC Capital Markets, provided a PGBT-WE and SWP/CT financial feasibility update. His report included the status of the projects, market interest rate volatility, financial feasibility, change in equity requirement, and an interest rate sensitivity analysis.

After some discussion, questions, observations and opinions expressed by the Board, Chairman Vandergriff stated that the Board would be kept apprised of the proceedings, and that there might be a need for a special called meeting of the Board of Directors.

## **Reports**

28. Business Diversity Activity Report January 2011

A report was provided in the agenda packet.

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

This item was postponed to the February 3, 2011 meeting.

30. RTC Briefing

A report was provided in the agenda packet.

31. Executive Director Report

- C. PeopleSoft reimplementation
- D. RITE system upgrade
- E. Administrative approved procurements report

Mr. Clemson advised the Board of upcoming meetings on the outer loop and SH 360 development.

**32. EXECUTIVE SESSION**

Chairman Vandergriff called the Board into Executive Session at 10:55 a.m. and reconvened the meeting into open session at 12:23 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

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

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

Vice Chairman Denison provided and explained an updated version of a proposed legal services document he had previously provided to the Board. The updated version included suggestions made by Director Day.

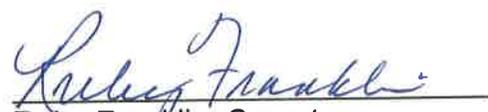
Director Day clarified changes he had made and why he had suggested the changes.

After some discussion, the Board agreed to send the document back to the Ad hoc Legal Services Committee for further revisions, with input from other Board Members, John Dahill and Frank Stevenson.

**ADJOURNMENT**

Vice Chairman Denison made a motion to adjourn and Director Moore seconded the motion. The meeting adjourned at 12:59 p.m.

  
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Victor T. Vandergriff, Chairman

  
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Ruby Franklin, Secretary