

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
February 22, 2012

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, at 9:00 a.m. on February 22, 2012.

CALL TO ORDER

Chairman Barr called the meeting to order at 9:05 a.m.

1. Establishment of Quorum

Chairman Barr established a quorum by calling the roll.

The following Board members were present in the meeting:

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|--------------------|---------------|
| Kenneth Barr | Chairman |
| William Moore | Vice Chairman |
| Dave Denison | Director |
| William D. Elliott | Director |
| Matrice Ellis Kirk | Director |
| Michael Nowels | Director |
| Tex Quesada | Director |
| Jane Willard | Director |

NTTA employees attending the meeting were: Gerry Carrigan, Interim Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, CFO/Treasurer; Dana Gibson-Boone, Director of Cash and Debt Management/Assistant Treasurer; Tom Bamonte, General Counsel; Clayton Howe, Assistant Executive Director Operations; Elizabeth Mow, Interim Assistant Executive Director Project Delivery; Kim Tolbert, Assistant Executive Director Administrative Services; Magdalena Kovats, Director of Internal Audit; Ray Zies, Controller; Kiven Williams, Director of Customer Service Center; Dave Pounds, Director of Information Technology; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; Eric Hemphill, Interim Director of Maintenance; Nina Arias, Director of Human Resources; Felix Alvarez, Director of Procurement Services; Marty Legè, Director of System Incident Management; Kim Jackson, Director of Communications.

Also present at the meeting representing the Authority were: Frank Stevenson, Jim Rain, Jeff Mead, Locke Lord, Bissell & Liddell (LLBL), Outside Counsel to the Authority; Steve Knobbe, Stephanie Halliday, HNTB, General Engineering Consultant to the

Authority; Ron Morrison, Rhett Brady, RBC Capital Markets, Financial Advisor to the Authority; Greg Schaecher, McCall Parkhurst & Horton (MPH), Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority; Michael Copeland, Wilbur Smith Associates (CDM Smith), Traffic & Revenue Consultant to the Authority.

2. Administer Oath of Office to William D. Elliott, gubernatorial appointee to the NTTA Board of Directors

Chairman Barr introduced the new gubernatorial appointee to the Board of Directors, William D. Elliott, and administered the Oath of Office. Chairman Barr extended a welcome to Director Elliott.

3. General public comments not related to specific agenda items

There were no comments made under this item.

4. Comments and announcements from the Chairman and Board Members

Chairman Barr advised the public on revisions made to the NTTA Board standing committees.

5. Committee Chair reports

- A. Customer Service, Projects and Operations – February 2, 2012
- B. Finance & Audit – February 2, 2012

Director Nowels, Chairman of the Customer Service, Projects and Operations Committee, and Vice Chairman Moore, Chairman of the Finance & Audit Committee, reported on the committee meetings held on February 2, 2012.

ACTION ITEMS

6. Resolutions approving the minutes from (a) the January 18, 2012 Board of Directors Regular Meeting, (b) the January 27-28, 2012 Board of Directors Retreat, (c) and the February 2, 2012 Special Called Board of Directors Meeting

Director Ellis-Kirk made a motion to approve the minutes listed under item 6, and Vice Chairman Moore seconded the motion. The motion was approved 7-0. (Director Elliott did not vote) (Resolutions No. 12-10 through 12-13)

7. Briefing and possible action on the form of a Request for Qualifications to be used for procurement of Financial Advisors services

Janice Davis, CFO, provided a briefing on the RFQ for procurement of Financial Advisors services, including an overview of the process, scope of work, the next steps and staff's recommendations, and addressed questions of the Board.

Director Nowels made a motion to approve the RFQ for procurement of Financial Advisors services, and Director Denison seconded the motion. The motion was approved 7-0. (Director Elliott did not vote) Resolution No. 12-14)

8. Briefing and possible action on amendment to the Ethics Policy to require Board Members' financial disclosure statements to be filed by April 30 of each year, consistent with the deadline for filing State-required financial disclosure statements

Tom Bamonte, General Counsel, briefed the Board on an amendment to the Ethics Policy, and addressed questions of the Board.

Director Willard made a motion to approve the amendment to the Ethics Policy and Director Ellis-Kirk seconded the motion. The motion was approved 7-0. (Director Elliott did not vote). Resolution No. 12-15)

BRIEFING AND POSSIBLE ACTION ON THE FOLLOWING ITEMS RECOMMENDED FOR APPROVAL BY THE CUSTOMER SERVICE, PROJECTS AND OPERATIONS COMMITTEE

Chairman Barr pulled item 18 from the agenda, and entertained a motion to approve items 9 through 17 on the agenda. Director Nowels made a motion to approve items 9 through 17, and Vice Chairman Moore seconded the motion. The motion was approved 7-0. (Director Elliott did not vote) Resolutions No. 12-16 through 12-24)

- 9 Approval of the purchase of Sticker Tags from TransCore in the amount of \$4,575,493.17 in eleven separate payments
10. Approval of the Texas/Louisiana State License Plate Information Exchange
11. Approval of a contract with Florida Traffic Control Devices, Inc., for fiber installation on the President George Bush Turnpike Western Extension in the amount of \$808,542.09
12. Approval of procurement from multiple vendors of Intelligent Transportation System components and tolling equipment on President George Bush Turnpike Western Extension, in a total amount not to exceed \$2,320,000.00
13. Approval of a contract with Silver Creek Construction, Inc., for Dallas North Tollway bridge deck repairs, in an amount not to exceed \$524,494.06
14. Approval of a contract with McMahon Contracting, L.P., for pavement repairs on the Sam Rayburn Tollway, Segment 1, in an amount not to exceed \$845,437.40

15. Approval of a contract with Omega Contracting, Inc., for the construction of a maintenance and operations storage facility on the Sam Rayburn Tollway at IH 35E, in an amount not to exceed \$1,417,279.90
16. Approval of a Work Authorization with HNTB Corporation, to perform the 2012 Annual Inspection of the NTTA's infrastructure asset groups and prepare the 2012 Annual Inspection Report letter to bond holders as required by the trust agreement in an amount not to exceed \$343,130.00
17. Approval of a Work Authorization with Jacobs Engineering Group, Inc., to perform the 2012 Asset Condition Inspection in an amount not to exceed \$882,835.00
18. Confirmation of waiver of market valuation and first option regarding the SH 183 managed lanes project from SH 161 to IH 35E / Trinity Parkway

Item 18 was pulled from the agenda.

BRIEFING AND POSSIBLE ACTION ON THE FOLLOWING ITEM PREVIOUSLY CONSIDERED BY THE FINANCE AND AUDIT COMMITTEE

19. Approval of an agreement with Electronic Transaction Consultants Corporation for completion of the RITE electronic toll collection software upgrade project, in an amount not to exceed \$3,955,441.00

Clayton Howe, Assistant Executive Director of Operations, briefed the Board on an agreement with ETCC, including some history, contractual commitment from ETCC, the schedule and next steps. Mr. Howe, Ms. Davis, and Randi Oldham addressed questions of the Board.

Director Denison made a motion to approve an agreement with ETCC for completion of the RITE electronic toll collection software upgrade project, and Director Willard seconded the motion. The motion was approved 7-0. (Director Elliott did not vote) Resolution No. 12-26)

BRIEFINGS AND REPORTS

20. Business Diversity Activity Report for the month of February 2012

Anthony Coleman, Director of Business Diversity, noted one item included in the Business Diversity Activity Report, was that Omega Contracting, Inc., an MWBE contractor, was selected as the prime on the Sam Rayburn Tollway storage facility.

21. Monthly Financial and Quarterly Investment reports for month ending December 31, 2011

Ray Zies, Controller, provided a briefing on the Monthly Financial report, and Dana Gibson-Boone, Director of Cash and Debt Management, provided a briefing on the

Quarterly Investment report. Mr. Zies, Ms. Gibson-Boone and Ms. Davis addressed questions of the Board.

22. Executive Director Reports

- A. Report on contracts, supplements, and orders not exceeding \$300,000.00, executed in January 2012

A report was provided in the agenda packet.

23. **EXECUTIVE SESSION**

Chairman Barr called the Board into Executive Session at 10:20 a.m. and reconvened the meeting into open session at 12:55 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

- A. Section 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters
1. Kelly Wall litigation and related issues
 2. Reyes litigation
 3. Legal matters arising after agenda posting (any such matter will be referenced in open meeting)
- B. Section 551.072, to deliberate the purchase, exchange, lease, or value of real property
1. Authorize the fee simple acquisition of NTTA Parcel 114 Part 1, from Summer Sycamore I, LTD, for purposes of constructing and maintaining Section 5 of the Chisholm Trail Parkway.
 2. Authorize the fee simple acquisition of NTTA Parcel 119 A Part 1, from MMCAD, LLC, for purposes of constructing and maintaining Section 5 of the Chisholm Trail Parkway
 3. Authorize the fee simple acquisition of NTTA Parcel 129 Part 1, from Summer Sycamore I, LTD, for purposes of constructing and maintaining Section 5 of the Chisholm Trail Parkway
 4. Authorize the fee simple acquisition of NTTA Parcel 129 Part 2, from Summer Sycamore I, LTD, for purposes of constructing and maintaining Section 5 of the Chisholm Trail Parkway

Director Denison made a motion to approve Item 23. B. 1, 2, 3, and 4. Director Quesada seconded the motion and it was approved unanimously. (Resolutions No. 12-27 through 12-30)

5. Authorize a Possession and Use Agreement for NTTA Parcels 128, 128 PE, 128TE-PT1, and 128TE-PT2, with FW 205 Partners, LTD, for Chisholm Trail Parkway Section 5

Director Nowels made a motion to approve Item 23. B. 5. Vice Chairman Moore seconded the motion and it was approved unanimously. (Resolution No. 12-31)

6. Authorize the Use of Eminent Domain Authority for the Acquisition of Parcels on the Chisholm Trail Parkway Section 5:

a. Parcel 119B

A 0.367 acre tract of land situated in the J. J. Albrado Survey. Abstract No.4, City of Fort Worth, Tarrant County, Texas, and being a portion of a 11.681 acre tract of land (by deed) deeded by BP 367 Fort Worth, Ltd. to Fairbanks Trail, LLC by Special Warranty Deed dated December 28, 2005 as recorded in County Clerk's File No. D205384512 of the Deed Records of Tarrant County, Texas.

b. Parcel 128

1. A fee simple interest in:

A 22.664 acre tract of land situated in the J. S. Foster Survey, Abstract No. 547, Tarrant County, Texas, said 22.655 acre tract of land being out of a 205.607 acre tract of land (by deed) deeded by Capital Concepts Properties 86-2, Ltd. to FW 205 Partners, Ltd. by Special Warranty Deed dated April 24, 2006 and recorded in County Clerk's File No. D206119527 of the Deed Records of Tarrant County, Texas.

2. A temporary easement in:

A 0.577 acre tract of land situated in the J. S. Foster Survey, Abstract No. 547, City of Fort Worth, Tarrant County, Texas, and being a portion of a 205.607 acre tract of land (by deed) deeded by Capital Concepts Properties 86-2, Ltd. to FW 205 Partners, Ltd. by Special Warranty Deed dated April 24, 2006 and recorded in County Clerk's File No. D206119527 of the Deed Records of Tarrant County, Texas.

3. A temporary easement in:

A 0.399 acre tract of land situated in the J. S. Foster Survey, Abstract No. 547, City of Fort Worth, Tarrant County, Texas, and being a portion of a 205.607 acre tract of land (by deed) deeded by Capital Concepts Properties 86-2, Ltd. to FW 205 Partners, Ltd. by Special Warranty Deed dated April 24, 2006 and recorded in County Clerk's File No. D206119527 of the Deed Records of Tarrant County, Texas.

4. A permanent easement in:

A 0.208 acre tract of land situated in the J. S. Foster Survey, Abstract No. 547, City of Fort Worth, Tarrant

County, Texas, and being a portion of a 205.607 acre tract of land (by deed) deeded by Capital Concepts Properties 86-2, Ltd. to FW 205 Partners, Ltd. by Special Warranty Deed dated April 24, 2006 and recorded in County Clerk's File No. D206119527 of the Deed Records of Tarrant County, Texas.

Vice Chairman Moore made a motion to approve Item 23 B. 6. a. Director Willard seconded the motion and it was approved unanimously. (Resolution No. 12-32)

7. Authorize the Interim Executive Director to approve the issuance of offers for property necessary for the construction and operation of the Chisholm Trail Parkway Section 6 at amounts representing just compensation established by fair market value appraisals

Director Nowels made a motion to approve Item 7. Director Denison seconded the motion and it was approved unanimously. (Resolution No. 12-33)

- 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.
 - a. Executive Director

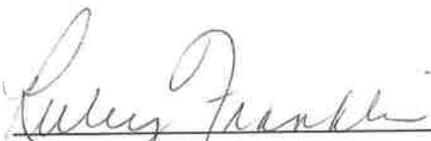
24. Possible action on any matter deliberated in Executive Session

Items listed under the Executive Session tab were considered.

ADJOURNMENT

The meeting adjourned at 1:05 p.m.


Kenneth Barr, Chairman


Ruby Franklin, Secretary