

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Worksession
April 7, 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 Worksession held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, at 9:00 a.m. on April 7, 2011.

CALL TO ORDER

Chairman Vandergriff called the meeting to order at 9:52 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
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; Dana Gibson-Boone, Director of Cash & Debt Management/Assistant Treasurer; Bob Schell, Assistant Director of 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; Elizabeth Mow, Director of Project Delivery; Kim Jackson, Director of Communications; J.C. Wood, Director of Maintenance; Nina Arias, Director of Human Resources; Dave Pounds, Director of Information Technology; Magdalena Kovats, Director of Internal Audit; Anthony Coleman, Director of Business Diversity; 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; 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. Chairman report

- A. Briefing on action in the Texas Legislature
- B. Proposed County review of NTTA and Sunset review by the Texas Legislature

Carrie Rogers, Director of Government Affairs, provided an update on SB 246, introduced by Senator Shapiro, stating that the bill had been voted out of the Senate, but not yet formally received in the House.

Chairman Vandergriff briefed the Board on SB 469, introduced by Senator Nelson, stating that the bill would call for some restrictions on the NTTA's administrative fees. Chairman Vandergriff indicated that conversations were being held with Senator Nelson on some language that would not unduly penalize the agency for trying to collect.

Director Barr asked staff to prepare a fact sheet for the Board, related to the NTTA's administrative fees.

Director Day expressed appreciation to Chairman Vandergriff for the amount of time and effort he has given to legislative issues in Austin on behalf of the NTTA.

Chairman Vandergriff expressed appreciation to Director Day, Director Barr and Director Nowels for their time and efforts as well.

Chairman Vandergriff briefed the Board on the Sunset Review Bill, introduced by Representative Anchia, and addressed the concerns of Representative Anchia, including the administrative fees, minority representation on the Board, and transparency related to legacy firms. Chairman Vandergriff provided an update on actions taken by Dallas, Denton, Tarrant and Collin counties, proposing a member county review of the NTTA. After some discussion, there was a general consensus that although the Board did not fear the scrutiny of a Sunset review, the NTTA should continue opposing a Sunset review and support an effort by the four counties.

RESOLUTION(S) FOR CONSIDERATION

4. Briefing and possible action on a supplement to 2010 work authorization with RBC Capital Markets Corporation for Financial Advisory Services for PGBT WE and SWP/CT project financing

Dana Gibson-Boone, Director of Cash and Debt Management, briefed the Board on the financial impact of a supplement to the 2010 work authorization with RBC Capital Markets Corporation.

Director Nowels made a motion to approve and Director Barr seconded the motion. The motion was approved unanimously.

Item 7 was considered following item 4.

5. Briefing and possible action on the engagement of a recruitment firm to conduct an executive search for the NTTA position of General Counsel

Director Day, Chairman of the Legal Services Committee, stated that the Committee met earlier in the day and interviewed three firms to consider as a recruitment firm to conduct an executive search for the position of NTTA General Counsel. The Committee unanimously recommended the firm of Pye Legal Group. Committee Chairman Day expressed appreciation to staff for all their assistance to the Committee.

Susan Pye, Owner and President of Pye Legal Group, and Cortland Grynwald, Legal Recruiter, were introduced to the Board and offered to answer any questions.

Director Day made a motion to approve Pye Legal Group as the search firm for general counsel. Director Barr seconded the motion and it was approved unanimously.

BRIEFINGS

Administration

6. Briefing on the analysis and proposed approach for the staff augmentation portion of the NTTA business model

Allen Clemson, Executive Director, briefed the Board on the staff augmentation portion of the NTTA's business model, including consultant uses, guiding principles and criteria, and a go forward approach. Mr. Clemson addressed questions of the Board.

Steve Stagner, President, Texas Council of Engineering Companies, addressed the Board to express the industry's perspective on the peer review, and to make recommendations. Mr. Stagner addressed questions of the Board.

Jere Thompson, former NTTA Board Member and Chairman, addressed the Board providing some history of the organization and encouraged the Board to consider the risk in dismissing experience in favor of staffing augmentation.

Dave Blair, former NTTA Board Member and Chairman, addressed the Board to express his thoughts on the importance of using consultants, and to encourage the Board to avoid a Sunset Review.

Chairman Vandergriff expressed appreciation to Mr. Thompson and Mr. Blair for their service and for their comments.

7. 2010 Business Diversity Accomplishment Report

Devoyd Jennings, President of the Fort Worth Metropolitan Black Chamber of Commerce, and Chairman of the NTTA Business Diversity Advisory Committee (BDAC), addressed the Board, noting the increased opportunities for diversity due to NTTA staff and the creation of the BDAC. He expressed appreciation to the members of the Board who had attended BDAC meetings.

Chairman Vandergriff expressed appreciation to Mr. Jennings and the members of BDAC for all their advice and counsel.

Director Barr acknowledged the contributions of former Board Member, Alan Sims.

Kim Tolbert, Assistant Executive Director of Administrative Services, briefed the Board on the 2010 Business Diversity Accomplishments Report, including significant trends, spending, progress, outreach and marketing, compliance and reporting, policies and procedures, facilitated capacity building and initiatives for 2011. Ms. Tolbert addressed questions of the Board.

Item 5 was considered following item 7.

Finance

8. Monthly Financial Report for February 28, 2011

This item was not briefed.

Information Technology

Dave Pounds, Director of Information Technology, briefed the Board on item 9, the purchase of ETC and ITS equipment for the PGBT EE, and item 10, fiber installation for the PGBT EE. Mr. Pounds addressed questions of the Board.

9. Briefing on the purchase of Electronic Toll Collection (ETC) and Intelligent Transportation System (ITS) Equipment for the President George Bush Turnpike (PGBT) Eastern Extension (EE)
10. Briefing on fiber installation for the President George Bush Turnpike (PGBT) Eastern Extension (EE)

Reports

11. 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

12. EXECUTIVE SESSION

Chairman Vandergriff called the Board into Executive Session at 12:25 p.m. and reconvened the meeting into open session at 2:00 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

13. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

No items were considered.

ADJOURNMENT

Director Cagle made a motion to adjourn and Director Moore seconded the motion. The meeting adjourned at 2:05 p.m.


Victor T. Vandergriff, Chairman


Ruby Franklin, Secretary