

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Worksession  
May 5, 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 May 5, 2011.

**CALL TO ORDER**

Vice Chairman Denison called the meeting to order at 9:00 a.m.

1. Establishment of Quorum

Chairman Vandergriff established a quorum by calling the roll.

The following Board members were present in the meeting:

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; Lorelei Griffith, Assistant Secretary; Janice Davis, Chief Financial Officer/Treasurer; 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; Marty Legè, Director of System Incident Management.

Also present at the meeting representing the Authority were: Frank Stevenson, Locke Lord, Bissell & Liddell (LLBL), Outside Counsel to the Authority; Stephanie Halliday, HNTB, General Engineering Consultant to the Authority; Ron Morrison, 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 Comments

No comments were made under this item.

**RESOLUTION(S) FOR CONSIDERATION**

3. Briefing and possible action on retaining outside counsel to provide legal services for the agreement between NTTA, LBJ Infrastructure Group and TxDOT regarding the DNT and LBJ interchange

After some discussion regarding whether or not this item needed to go through the Legal Services Committee, and the timeline required for this project, Director Barr made a motion to select Locke, Lord, Bissell & Liddell to negotiate the agreement between NTTA, LBJ Infrastructure Group and TxDOT regarding the DNT and LBJ interchange. Director Moore seconded the motion, and the motion passed with a vote of 6 to 2, with Directors Day and Cagle voting nay. (Resolution number 11-86)

**BRIEFINGS**

**Project Delivery**

Gerry Carrigan, Assistant Executive Director Project Delivery, briefed the Board on items 4 through 16, and addressed questions of the Board. He stated that staff recommended forwarding items 4 through 16 for final action at the next Board meeting.

4. Briefing on a contract with Williams Brothers Construction Co., Inc. for Southwest Parkway Section 1 construction in an amount not to exceed \$122,560,413.61
5. Briefing on a work authorization with Tollway Transportation Team for construction management services for Southwest Parkway Section 1 in an amount not to exceed \$ 6,299,600.00
6. Briefing on a contract and work authorization with MACTEC Engineering and Consulting, Inc. for construction materials testing services for Southwest Parkway Section 1 in an amount not to exceed \$2,135,500.00
7. Briefing on a supplemental agreement with AECOM USA Group, Inc. for design services during construction on Southwest Parkway Section 1 in an amount not to exceed \$647,954.00
8. Briefing on a contract with Webber, LLC for Southwest Parkway Section 2 construction in an amount not to exceed \$77,782,579.19

9. Briefing on a contract and work authorization with Lamb-Star Engineering, L.P. for construction management services for Southwest Parkway Section 2 in an amount not to exceed \$5,668,500.00
10. Briefing on a contract and work authorization with Alliance Geotechnical Group, Inc. for construction materials testing services for Southwest Parkway Section 2 in an amount not to exceed \$1,708,000.00
11. Briefing on a supplemental agreement with Kimley-Horn & Associates, Inc. for construction phase services on Southwest Parkway Section 2 in an amount not to exceed \$438,200.00
12. Briefing on a contract with Texas Sterling Construction Co. for Southwest Parkway Section 3B construction in an amount not to exceed \$91,241,537.00
13. Briefing on a contract and work authorization with DFW Construction Management Partners for construction management services for Southwest Parkway Section 3B in an amount not to exceed \$5,805,900.00
14. Briefing on a contract and work authorization with Mas-Tek Engineering & Associates, Inc. for construction materials testing services for Southwest Parkway Section 3B in an amount not to exceed \$1,584,519.00
15. Briefing on a supplemental agreement with HDR Engineering, Inc. for design services during construction on Southwest Parkway Section 3B in an amount not to exceed \$420,000.00
16. Briefing on a contract and work authorization with Raba-Kistner Infrastructure, Inc. for owner verification testing services for Section 6 of Southwest Parkway/Chisholm Trail in an amount not to exceed \$1,248,500.00

## **Finance**

17. Monthly Financial/Quarterly Investment Report for March 31, 2011

The Financial/Quarterly Investment Report was delayed until the next Board meeting.

18. Briefing on refunding of NTTA First Tier Revenue Bonds, Series 2008J

Dana Gibson-Boone, Director of Cash and Debt Management, briefed the Board on the refunding of Series 2008J bonds, including current options, Letter of Credit (LOC) summary, and a proposed timeline, and addressed questions of the Board.

## **Business Diversity**

19. Briefing on revised Business Diversity Advisory Council (BDAC) procedures

Kim Tolbert, Assistant Executive Director Administrative Services, briefed the Board on a proposed modification to the BDAC operating procedures, and addressed questions of the Board. After some discussion concerning a two-term limit versus a one-term limit, Ms. Tolbert indicated staff would provide the BDAC with feedback received from the Board. Staff will also work with the two Board Members from Collin County on filling a vacancy on the BDAC.

## Reports

20. 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

## 21. EXECUTIVE SESSION

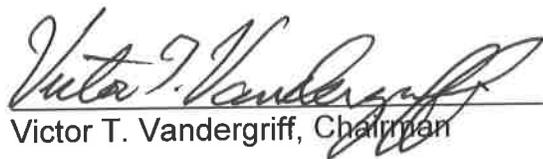
Vice Chairman Denison called the Board into Executive Session at 9:39 a.m. and reconvened the meeting into open session at 10:14 a.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

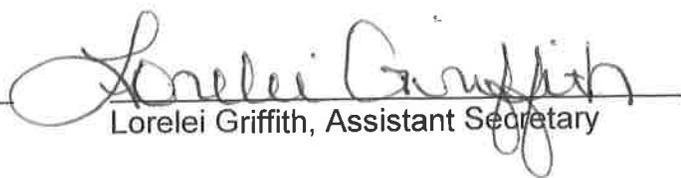
## 22. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

N/A

## ADJOURNMENT

Director Moore made a motion to adjourn and Director Nowels seconded the motion. The meeting adjourned at 10:14 a.m.

  
Victor T. Vandergriff, Chairman

  
Lorelei Griffith, Assistant Secretary