

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Meeting  
May 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, at 9:00 a.m. on May 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 and 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; Dave Pounds, Director of Information Technology; Marty Legè, Director of System Incident Management; Kim Jackson, Director of Communications; Anthony Coleman, Director of Business Diversity; Nina Arias, Director of Human Resources; J. C. Wood, Director of Maintenance.

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 update

- A. Legislative update
- B. Update on Sunset and County reviews
- C. RTC briefing
- D. Selection process for General Counsel

Chairman Vandergriff provided an update on the Sunset review, and Kim Tolbert, Assistant Executive Director Administrative Services, provided an update on the county review.

Allen Clemson, Executive Director, noted that at their May 12, 2011, meeting, the RTC recognized the NTTA for the \$200 concession payment on SH 161 being released to the State of Texas.

Chairman Vandergriff and Ms. Tolbert provided an update on the selection process for General Counsel.

**CONSENT AGENDA (ITEMS 4-16)**

Director Moore made a motion to approve the Consent Agenda, items 4-16. Director Barr seconded the motion and it was approved unanimously. (Resolutions No. 11-72 through 11-84)

- 4. 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
- 5. 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
- 6. 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

7. 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
8. Approval of a contract with Webber, LLC for Southwest Parkway Section 2 construction in an amount not to exceed \$77,782,579.19
9. 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
10. 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 \$1,708,000.00
11. Approval of 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. 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
13. 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
14. 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
15. 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
16. Approval of 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

## **Reports**

17. Business Diversity Activity Report - May 2011

A report was provided to the Board in the agenda packet.

18. Monthly Financial/Quarterly Investment report for March 31, 2011

Ray Zies, Controller, discussed revenue versus cash and pinch point, and provided updated 2011 budget estimates. The financial report included transactions, revenues,

operating expenses, net assets, toll receivable analysis, Feasibility Study Fund deferred study costs, and cash flow cumulative forecasts to actuals.

Dana Gibson-Boone, Director of Debt and Cash Management, briefed the Board on the investment report, including the portfolio composition, maturity schedule, and historical performance.

Janice Davis, CFO, Mr. Zies, Ms. Gibson-Boone and Clayton Howe, Assistant Executive Director Operations, addressed questions of the Board.

19. Executive Director Report

- A. 1st quarter 2011 Human Capital Metrics Report
- B. Recognition of the Maintenance Department for being selected by APWA for a 2011 Public Works Project of the Year for the Emergency Repair of PGBT Wall 301

The 1<sup>st</sup> quarter 2011 Human Capital Metrics Report was provided in the agenda packet.

Mr. Clemson recognized J.C. Wood and the Maintenance Department for being selected by APWA for the 2011 Public Works Project of the Year recipient, for the emergency repair of the PGBT Wall 301.

Mr. Wood expressed appreciation to Eric Hemphill, Assistant Director of Maintenance, and the contractors for all their efforts.

20. EXECUTIVE SESSION

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

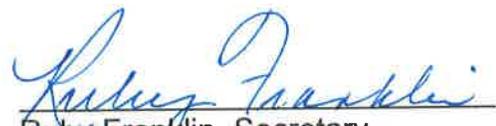
21. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

No items were considered.

ADJOURNMENT

Director Nowels made a motion to adjourn and Vice Chairman Denison seconded the motion. The meeting adjourned at 10:55 a.m.

  
Victor T. Vandergriff, Chairman

  
Ruby Franklin, Secretary