

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Worksession
July 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 July 7, 2011.

CALL TO ORDER

Chairman Vandergriff called the meeting to order at 9:04 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

*Vice Chairman Denison participated by phone

**Director Nowels arrived at 9:15 a.m.

NTTA employees attending the meeting were: Allen Clemson, Executive Director; Ruby Franklin, Secretary; 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; J.C. Wood, Director of Maintenance; Dave Pounds, Director of Information Technology; Magdalena Kovats, Director of Internal Audit; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs;

Kim Jackson, Director of Communications; Marty Legè, Director of System Incident Management; Nina Arias, Director of Human Resources.

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.

3. Chairman comments

- A. Legislative Services
- B. Legal Services

Chairman Vandergriff stated that he and staff would be meeting individually with Board Members to recap the Legislative Session, and that a Board Workshop would be held after the Board meeting in August to discuss legislative issues.

Director Day, Legal Services Committee Chairman, stated that the Legal Services Committee would meet after the July 21, 2011 Board meeting, to discuss protocols and a contract with Frank Stevenson.

BRIEFINGS
Administration

Item 7 was presented following item 3.

4. An update on the county review to be performed by Alvarez & Marsal Business Consulting, LLC

Kim Tolbert, Assistant Executive Director Administrative Services, briefed the Board on the schedule for the county review to be performed by Alvarez & Marsal Business Consulting, LLC.

Bob Schell, Assistant Director of General Counsel, stated that legal was working on the final contract and anticipated it to be final later in the day. Mr. Schell explained the confidentiality document to be signed by Chairman Vandergriff.

Ron Orsini, Alvarez & Marsal, presented the key tasks and deliverables for the organization assessment, transparency assessment, procurement assessment and financial assessment, and addressed questions of the Board.

After some discussion, Chairman Vandergriff stated that item 4 would be considered later during the meeting.

5. Briefing on ceremonial opening of McKinney interchange on Sam Rayburn Tollway Segment 4

Kim Jackson, Director of Communications, addressed questions of the Board.

After some discussion, Director Barr made a motion to approve a ceremonial opening of McKinney interchange on SRT Segment 4. Director Moore seconded the motion and it was approved unanimously.

6. Briefing on the RFQ process and schedule for major consultant procurements

Allen Clemson, Executive Director, briefed the Board on major procurements and a go forward plan, including major procurement objectives, history and future direction, and considerations on extending contracts, new procurements, firm eligibility, schedule, timeline and time frame.

Felix Alvarez, Director of Procurement Services, continued the briefing with evaluation process considerations, evaluation committee, and RFQ template.

After some discussion and questions were addressed, staff agreed to bring an Executive Summary and resolution back to the Board ratifying the process as discussed, with any additional changes being made at the Board meeting.

Business Diversity

7. Briefing on revised Business Diversity Policy

Anthony Coleman, Director of Business Diversity, briefed the Board on revisions to the Disadvantaged, Minority, Women-Owned and Small Business Enterprises Policy.

Communications

8. Briefing on 2011 marketing initiatives

Item 8 was not briefed.

Finance

9. Monthly Financial Report for May 31, 2011

Ray Zies, Controller, briefed the Board on the monthly financial report, including transactions, revenues, expenses, assets, toll receivable analysis, deferred study costs, and cash flow cumulative forecasts to actuals. Mr. Zies, Janice Davis, CFO, and Dana Gibson-Boone, Director of Cash and Debt Management, addressed questions of the Board.

10. Briefing on 2012 -2016 Capital Plan Review

Armando Garza, Budget and Compliance Manager, briefed the Board on the five-year Capital Plan, including financial numbers, long term financial plans and main projects. Mr. Garza, Mr. Clemson, Ms. Davis, and Mr. Howe addressed questions of the Board.

Project Delivery

Gerry Carrigan, Assistant Executive Director Project Delivery, briefed the Board on items 11 through 18, and addressed questions of the Board.

11. Briefing on final quantity change order with Webber, LLC for Segment 4 Sam Rayburn Tollway/US 75 Interchange, in the amount not to exceed \$4,781,640.00
12. Briefing on an agreement with SLF IV/Legacy Capital, L.P. to compensate for incorporating McPherson Boulevard betterments by the developer in Chisholm Trail Parkway Section 5
13. Briefing on an agreement with Summer Sycamore I, LTD to compensate for incorporating Sycamore School Road betterments proposed by the developer in Chisholm Trail Parkway Section 5.
14. Briefing on a contract with Texas Sterling Construction Co. for Chisholm Trail Parkway Section 5 construction in an amount not to exceed \$61,952,016.68
15. Briefing on a contract and work authorization with Southwest Mobility Partners for construction management services for Chisholm Trail Parkway Section 5 in an amount not to exceed \$4,602,300.00
16. Briefing on a contract and work authorization with Team Consultants for construction materials testing services for Chisholm Trail Parkway Section 5 in an amount not to exceed \$1,499,200.00
17. Briefing on a contract and work authorization with Kleinfelder Central, Inc. for independent assurance services for Chisholm Trail Parkway Sections 1, 2, 3B, 4, 5, & 6 in an amount not to exceed \$780,500.00
18. Briefing on change orders to shift Bent Cap N5 construction from Section 2C to Section 2B of Chisholm Trail Parkway. A deductive change order of \$348,882.84 to contract 02789-SWP-00-CN-PM and an additive change order of \$348,882.84 to 02080-SWP-01-CN-PM (both to Austin, Bridge & Road, L.P.) resulting in a net zero cost to the NTTA

19. Briefing on the adoption of the NTTA Title VI Nondiscrimination policy

Mr. Carrigan briefed the Board on the NTTA Title VI Nondiscrimination Policy, providing background, applicable regulations, TxDOT review recommendations and the proposed policy.

20. Briefing on the RFQ for the procurement of the General Engineering Consultant (GEC)

After some discussion, staff was directed to bring this item back to the Board at the July Board meeting, and include the GEC and PMC.

Maintenance

21. Briefing on the contract for Total Routine Maintenance services for the PGBT, PGBT Eastern Extension and PGBT Western Extension

Item 21 was not briefed.

22. Briefing on contract for final design and construction of the Frisco Operations Center

Item 22 was not briefed.

23. Briefing on a contract with Stripe-A-Zone Inc. for the Sam Rayburn Tollway Segment 1 Main Lanes and Frontage Road Restriping Project in the amount not to exceed \$998,601.35

J.C. Wood, Director of Maintenance, provided a briefing on the restriping project and addressed questions.

Internal Audit

24. Briefing on the third of four-one year contract renewal options with Crowe Horwath LLP to provide independent financial audit services in an amount not to exceed \$287,040.00

Magdalena Kovats, Director of Internal Audit, briefed the Board on the contract renewal options with Crowe Horwath LLP, external auditors, and addressed questions.

25. Internal Auditor report

Ms. Kovats provided a briefing on reports issued and the updated 2011 work plan and addressed questions.

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26. Briefing on the NTTA Wrecker pilot project

Mr. Clemson and Marty Legè, Director of System Incident Management, provided a briefing on the NTTA wrecker pilot project and addressed questions.

Reports

Item 27 was taken following the Executive Session.

27. Executive Director reports

- A. 35E (635 to Denton)
- B. Outer Loop
- C. DNT – 635 Interchange
- D. 360
- E. Regional transit card
- F. DPS contract

Mr. Clemson provided a briefing on the Executive Director reports.

28. 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. 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

29. **EXECUTIVE SESSION**

Chairman Vandergriff called the Board into Executive Session at 1:32 p.m. and reconvened the meeting into open session at 2:46 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

30. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

Chairman Vandergriff entertained a motion to approve the confidentiality agreement, related to item 4, with the document addressing just the employee.

Director Nowels made a motion to approve, Director Moore seconded the motion and it was approved unanimously 8-0. (Vice Chairman Denison was not participating after the Executive Session)

ADJOURNMENT

Director Cagle made a motion to adjourn and Director Barr seconded the motion. The meeting adjourned at 3:03 p.m.



Victor T. Vandergriff, Chairman



Ruby Franklin, Secretary