

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
July 21, 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 July 21, 2011.

CALL TO ORDER

Chairman Vandergriff 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:

Victor Vandergriff	Chairman
Kenneth Barr	Director
Kent Cagle	Director
Bob Day	Director
Bill Moore	Director
Michael Nowels	Director
*Bob Shepard	Director
Jane Willard	Director

*Director Shepard participated by phone

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; J. C. Wood, Director of Maintenance; Carrie Rogers, Director of Government Affairs; Magdalena Kovats, Director of Internal Audit; Felix Alvarez, Director of Procurement Services; 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

Chairman Vandergriff recognized Matt Shaheen, Collin County Commissioner, and expressed appreciation to him for being present.

3. Chairman updates

- A. RTC briefing
- B. 2011 Jere Thompson Scholarship recipient
- C. New Collin County BDAC member announcement
- D. Legislative review

Chairman Vandergriff moved to item 3.B and introduced the 2011 Jere Thompson Scholarship recipient, Uma Bond, a student at Southern Methodist University.

Chairman Vandergriff called the Board into Executive Session at 9:07 a.m. and reconvened the meeting into open session at 9:42 a.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

Following the Executive Session, updates were provided on items 3.A, 3.C, and 3.D.

CONSENT AGENDA (ITEMS 4-17)

Director Day requested a change to the minutes of the June 29, 2011 Special Called Board meeting.

Director Moore made a motion to approve the items on the consent agenda with a change to the minutes of the June 29, 2011 Special Called Board meeting requested by Director Day. Director Day seconded the motion and it was approved unanimously. (Resolutions No. 11-108 through 11-124)

- 4. Resolutions approving the minutes from the May 19, 2011 and June 15, 2011 Board meetings; June 2, 2011 Worksession and the June 29, 2011 Special Called Board meeting.
- 5. Approval of 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
- 6. Approval of 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

7. Approval of 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
8. Approval of a contract with Texas Sterling Construction Co. for Chisholm Trail Parkway Section 5 construction in an amount not to exceed \$61,952,016.68
9. Approval of 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
10. Approval of 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
11. Approval of 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
12. Approval of 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.) results in a net zero cost to NTTA
13. Adoption of the NTTA Title VI Nondiscrimination Policy
14. Approval of the exercise 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
15. Approval of a contract with Stripe-A-Zone Inc. for the Sam Rayburn Tollway Segment 1 Main Lanes and Frontage Road Restriping Project in an amount not to exceed \$998,601.35
16. Approval of the revised Diversity Policy
17. Approval of the 2012 -2016 Capital Plan

ITEMS FOR INDIVIDUAL CONSIDERATION

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

J. C. Wood, Director of Maintenance, briefed the Board on the contract for routine maintenance services, including the procurement process, an overview of routine maintenance items, the financial impact and staff recommendation. Mr. Wood and Mr. Clemson addressed questions of the Board.

After some discussion, Director Day made a motion to approve and Director Barr seconded the motion. The motion was approved 7-0. Director Shepard was not participating. (Resolution No. 125)

19. Briefing and possible action on the Limited Waiver of Confidentiality Agreements for former employees and consultants for the purpose of the county review

Bob Schell, Assistant Director of General Counsel, briefed the Board on the confidentiality agreements to be used during the county review, and addressed questions of the Board.

After some discussion, Director Moore made a motion to approve the confidentiality agreement, with the qualification that they be reviewed on an individual basis as Alvarez and Marsal requests interviews. Director Nowels seconded the motion and it was approved 7-0. Director Shepard was not participating. (Resolution No. 130)

BRIEFINGS

20. Pricing of NTTA System First Tier Variable Rate Revenue Refunding Bonds, Series 2011A

Dana Gibson-Boone, Director of Cash and Debt Management, provided a briefing on refunding bonds series 2011A, including background, timeline, transaction pricing and rate comparisons, and introduced members of the finance team. Ms. Gibson-Boone addressed questions of the Board.

21. Briefing on staff's proposed plan for implementation of SB 469

Clayton Howe, Assistant Executive Director Operations, briefed the Board on the implementation of Senate Bill 469, including the current toll collection process and proposed SB 469 process, financial analysis, required activity underway, and the communications plan. Mr. Howe and Mr. Clemson addressed questions of the Board. After some discussion, staff agreed to bring this item back to the Board at the August 4th Worksession as an action item.

Items 22 and 23 were taken in reverse order.

22. Briefing and possible action on the major consultant procurements

Mr. Clemson and Felix Alvarez, Director of Procurement Services, briefed the Board on the major procurements revised go forward plan, including objectives, process, proposed changes, and suggested schedule and timeline. Mr. Clemson, Mr. Alvarez, Ms. Davis and Mr. Carrigan addressed questions of the Board. After some discussion, staff was requested to brief the Board on item 24.

23. Briefing on the roles of the GEC/PMC

Gerry Carrigan, Assistant Executive Director Project Delivery, provided a briefing on the roles of the GEC/PMC. Mr. Carrigan and Janice Davis, CFO, addressed questions of the Board.

At this time, Chairman Vandergriff moved to item 29 and welcomed all the NTTA's top performers from 2010, as well as employees celebrating milestone anniversaries. After awards were presented, Chairman Vandergriff recessed the meeting at 12:06 p.m. for lunch and reconvened at 1:20 p.m.

24. Briefing and possible action on the General Engineering Consultant procurement

Mr. Carrigan provided a briefing on the GEC contract procurement, including purpose, scope of services, process, evaluation committee and criteria, transition plan, schedule, financial impact and business diversity goals. Mr. Clemson, Mr. Carrigan and Mr. Alvarez addressed questions of the Board.

After some discussion, Director Cagle made a motion to approve the procurement of the GEC, splitting the services of GEC and PMC apart. Director Day seconded the motion. Director Cagle clarified that his motion included preventing the GEC from bidding on PMC work and the PMC from bidding on GEC work.

Director Nowels made a motion to amend Director Cagle's motion to reflect that one company could hold both contracts. Chairman Vandergriff asked Director Cagle if he would accept that amendment to his motion and Director Cagle stated he would not. Director Nowels motion to amend Director Cagle's motion died for lack of a second.

After further discussion, Director Barr made a motion to amend the proposal to allow for bidders to bid on both the GEC and PMC work, and Director Nowels seconded the motion. The motion failed 5-3, with Director Barr, Director Nowels and Director Moore voting aye.

Chairman Vandergriff called for a vote on Director Cagle's original motion to move forward with the GEC procurement and split the responsibilities of the GEC and the PMC. The motion failed 5-3, with Director Cagle, Director Day and Director Willard voting aye.

Chairman Vandergriff requested staff to address questions that were put forth and bring back to the Board.

Chairman Vandergriff entertained a motion to consider the proposed procurement schedule provided under item 22. Director Cagle moved to postpone and Director Nowels seconded the motion. The motion was approved unanimously.

REPORTS

25. Business Diversity Activity Report July 2011

A report was provided in the agenda materials.

26. Executive Director Report

- A. 35E development report
- B. Administrative Services performance measures report
- C. Employee Handbook
- D. Wrong Way Driver initiative

Mr. Clemson provided updates on 35E development, performance measures for Administrative Services, and the employee handbook. Mary Legè provided an update on the wrong way driver initiative.

27. EXECUTIVE SESSION

Chairman Vandergriff called the Board into Executive Session at 2:33 p.m. and reconvened the meeting into open session at 3:18 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

28. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

- A. Subsection 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters
 - 1. Parcel 32-03 and 32-03E (Parts 1 & 2) in the John D. Alston survey of Dallas County
 - 2. Parcel 31-17 in the John D. Alston survey of Dallas County

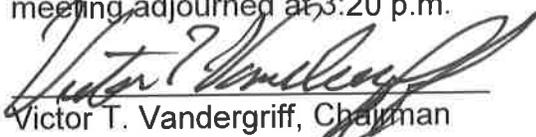
Director Day made a motion to approve item 28.A 1 and Director Cagle seconded the motion. The motion was approved 6-0. Director Nowels was not present and Director Shepard was not participating. (Resolution No. 131)

Director Moore made a motion to approve item 28.A 2 and Director Barr seconded the motion. The motion was approved 6-0. Director Nowels was not present and Director Shepard was not participating. (Resolution No. 132)

29. EMPLOYEE AWARDS

ADJOURNMENT

Director Day made a motion to adjourn and Director Moore seconded the motion. The meeting adjourned at 3:20 p.m.


Victor T. Vandergriff, Chairman


Ruby Franklin, Secretary