

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Worksession  
August 4, 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 August 4, 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, 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 Issues Workshop – August 17
- B. RTC Update

Chairman Vandergriff indicated that legislative issues would be discussed at a workshop following the Board meeting on August 17, 2011.

**BRIEFINGS**

**Administration**

4. Briefing and possible action on the major consultant procurement and the RFQ for the procurement of the General Engineering Consultant (GEC)

Felix Alvarez, Director of Procurement Services, provided a briefing on the major consultant procurement and the RFQ for the procurement of the GEC, including the suggested schedule and timeline, the revised procurement process and the next steps. Mr. Alvarez and Mr. Clemson, Executive Director, addressed questions of the Board.

After some discussion concerning the responsibilities of the GEC and PMC, Director Barr made a motion to not split the responsibilities. Vice Chairman Denison seconded the motion and it was approved 5-4, with Chairman Vandergriff, Director Cagle, Director Day and Director Willard voting nay.

After further discussion regarding moving forward with the procurement schedule, Director Nowels made a motion to move forward with the procurement schedule for the Financial Analyst, Maintenance Management and Traffic and Revenue procurements. Director Moore seconded the motion. After some discussion and questions were addressed, the motion was approved unanimously. (Resolution No. 11-126)

5. Briefing and possible action on the implementation of SB 469 directives

Mr. Clemson provided a briefing on the implementation of SB 469 directives, including the process flows and financial analysis results. Mr. Clemson and Kiven Williams, Director of Customer Service Center, addressed questions.

After some discussion, Director Barr made a motion to approve the implementation of SB 469 directives and Vice Chairman Denison seconded the motion. The motion was approved unanimously. (Resolution No. 11-127)

## **Finance**

### 6. Monthly Financial Report/Quarterly Investment Report for June 30, 2011

Ray Zies, Controller, briefed the Board on the monthly financial report, including transactions, revenues, expenses, assets, toll receivable analysis, feasibility study fund deferred study costs, and cash flow cumulative forecasts to actuals.

Dana Gibson-Boone, Director of Cash and Debt Management, briefed the Board on the quarterly investment report, including the portfolio composition, maturity schedule, and historical performance. At the request of the Board, Ms. Gibson-Boone will provide a broader understanding of the investments.

### 7. Briefing on Chisholm Trail Parkway feasibility update

Michael Copeland, Wilbur Smith Associates, provided a Chisholm Trail Parkway feasibility update. His briefing included demographic comparisons of population and employment, trip attractions comparison, current and forecasted traffic, key project assumptions, traffic and revenue, toll sensitivities, NCTCOG forecast comparison and building permit trends.

Dan Heimowitz, RBC Capital Markets, provided a status update on the preliminary financial feasibility of Chisholm Trail Parkway.

Janice Davis, CFO, Mr. Copeland and Mr. Heimowitz addressed questions of the Board. Chairman Vandergriff requested an additional update at the August Board meeting.

## **Project Delivery**

### 8. Briefing and possible action regarding the Award of a contract to Rebcon, Inc. for the construction of a Sand Stockpile Facility on President George Bush Turnpike -Western Extension in an amount not to exceed \$ 1,005,529.60

Gerry Carrigan, Assistant Executive Director Project Delivery, briefed the Board on a contract for construction of a sand stockpile facility on PGBT-WE, including the purpose of the project, site criteria, and facility construction. Mr. Carrigan addressed questions of the Board.

## **Maintenance**

### 9. Briefing and possible action regarding Contract 03165-FOC-00-CN-MA with AUI Contractors, LLC for final design and construction of the Frisco Operations Center and NTTA Central Warehouse in an amount not to exceed \$10,846,068.00

J.C. Wood, Director of Maintenance, briefed the Board on a design-build contract for a Frisco Operations Center, providing some background and an overview of the project location, recommended contractor, and financial impact. Mr. Wood addressed questions of the Board.

After some discussion, Vice Chairman Denison made a motion to approve the contract and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution No. 11-129)

## **Reports**

### 10. Executive Director reports

#### A. 35E development report

Mr. Clemson stated that a report would be provided in the near future on the 35E development.

Chairman Vandergriff stated that the NTTA was asked to participate by regional partners.

### 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. 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 12:15 p.m. and reconvened the meeting into open session at 12:30 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**

No action was taken.

**ADJOURNMENT**

The meeting adjourned at 12:32 p.m.

  
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Victor T. Vandergriff, Chairman

  
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Ruby Franklin, Secretary