

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Worksession  
September 1, 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 September 1, 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

Vice Chairman Denison participated by phone.

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; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; Kim Jackson, Director of Communications; Nina Arias, Director of Human Resources.

Also present at the meeting representing the Authority were: Jim Rain, Kevin Twining, 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. RTC Update
- B. Schedule for 2011-2012 officer elections

Materials were provided in the packet on the RTC meeting held on August 11, 2011.

Chairman Vandergriff stated that NTTA officer elections would be on the agenda for the September 21, 2011 Board meeting.

## **BRIEFINGS AND POSSIBLE ACTIONS**

### **Administration**

4. Briefing on first quarter 2011 Strategic Performance Report

Kim Tolbert, Assistant Executive Director Administrative Services, Clayton Howe, Assistant Executive Director Operations, Janice Davis, CFO, and Gerry Carrigan, Assistant Executive Director Project Delivery, provided a briefing on the Strategic Performance Quarterly report, including strategy map, goal progress, strategic goals, major trends, key initiatives, performance against targets, go-forward initiatives and Strategic Plan communications. Staff addressed questions of the Board.

### **Operations**

5. Briefing on the DFW connector tolling services agreement

Mr. Howe briefed the Board on the DFW connector tolling services agreement, and addressed questions of the Board.

6. Briefing on DART discussions and development of NTTA's participation in a Transit Card

Mr. Howe briefed the Board on background, discussions and development of NTTA's participation in a Transit Card with DART. Mr. Howe and Mr. Clemson addressed questions of the Board.

7. Briefing on SB 469 implementation

Mr. Howe briefed the Board on SB 469 implementation, including background, overview, activity, new invoices and the next steps. Mr. Clemson stated that with the Board's approval, staff would continue to work on the implementation. Mr. Howe and Mr. Clemson addressed questions of the Board.

## **Human Resources**

### 8. Overview of the NTTA's employee retirement plan

Mr. Clemson provided an overview of the NTTA's employee retirement plan, including some background, current retirement portfolio, plans considerations and the next steps, and addressed questions.

## **Communications**

### 9. Briefing on NTTA marketing initiatives

Kim Jackson, Director of Communications, briefed the Board on marketing initiatives, including ongoing initiatives, completed 2011 campaigns, third and fourth quarter marketing objectives, marketing strategy, tactics and timeline.

## **Finance**

### 10. Briefing on the 2012 Annual Budget

Armando Garza, Budget and Compliance Manager, briefed the Board on the 2012 preliminary budget for the NTTA system and special system projects. Departments will present individual budgets at the Board worksession scheduled for October 6<sup>th</sup>.

### 11. Briefing to exercise the second one-year contract renewal with Chase Paymentech for merchant payment card processing from October 2011 through October 2012

Dana Boone, Director of Cash & Debt Management, briefed the Board on the Chase Paymentech credit card processing contract extension, and addressed questions of the Board.

### 12. Monthly Financial Report for July 31 2011

Ray Zies, Controller, briefed the Board on the monthly financial report, including transactions, revenues and expenses. Mr. Zies added the revenue fund cash and investments to his monthly report.

### 13. Briefing on proposed amendments to the Eastern Extension Construction Operation and Maintenance Agreement

Kevin Twining, LLBL, briefed the Board on the proposed amendments to the Eastern Extension Construction Operation and Maintenance Agreement, including background, definitions of various tolls, project agreement revenue sharing, NTTA System toll rates, and some possible alternatives.

14. Briefing on Chisholm Trail Parkway project including financial feasibility and status of TELA negotiations with TxDOT

Ms. Davis provided an update on the financial feasibility and status of TELA negotiations with TxDOT, stating that some issues had been resolved.

### **Project Delivery**

15. Briefing on the purchase of environmental mitigation banking credits for impacts to jurisdictional waters of the U.S., resulting from the construction of Chisholm Trail Parkway Section 5, in an amount not to exceed \$672,000.00

Mr. Carrigan briefed the Board on the Chisholm Trail Parkway mitigation bank credits.

16. Briefing on a change order for the installation of additional pipe restraint fittings with Zachry Construction Corporation for the President George Bush Turnpike - Eastern Extension, Section 30 project, in an amount not to exceed \$355,422.00

Mr. Carrigan briefed the Board on the installation of additional pipe restraint fittings on the PGBT EE, Section 30 project.

17. Briefing on the acquisition of 13 parcels of land necessary for the construction, operation, and maintenance of Chisholm Trail Parkway Section 5

Elizabeth Mow, Director of Project Delivery, briefed the Board on right-of-way needed for the Chisholm Trail Parkway right-of-way, identifying 13 additional parcels of land.

### **Reports**

18. Executive Director Reports
  - A. IH 35E development report
  - B. Human Capital Metrics Report - 2nd Quarter 2011
  - C. Administrative Services Performance Report - 2nd Quarter 2011
  - D. Overview of the NTTA's 2011 Internal Compensation Study

Mr. Clemson indicated that a meeting was scheduled on the following day to discuss the IH 35E development report.

A Human Capital Metrics Report, Administrative Services Performance Report, and an Internal Compensation Study were provided in the agenda packet.

19. 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

**20. EXECUTIVE SESSION**

Chairman Vandergriff called the Board into Executive Session at 12:55 p.m. and reconvened the meeting into open session at 2:40 p.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 action was taken.

**ADJOURNMENT**

Director Barr made a motion adjourn and Director Day seconded the motion. The meeting adjourned at 2:41 p.m.

  
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Victor T. Vandergriff, Chairman

  
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Ruby Franklin, Secretary