

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

CALL TO ORDER

Chairman Vandergriff called the meeting to order at 9:10 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; Tom Bamonte, General Counsel; 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; Carrie Rogers, Director of Government Affairs; Magdalena Kovats, Director of Internal Audit; Felix Alvarez, Director of Procurement Services.

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; Dan Heimowitz, Andrew

Mendelson, 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

Melissa Watson addressed the Board concerning wrong-way drivers and offered some suggestions for consideration.

3. Chairman updates

- A. Presentation of the IBTTA Toll Excellence Award
- B. RTC
- C. Recent Media Inquiries regarding NTTA contracts

Allen Clemson, Executive Director, called on Kiven Williams, Director of Customer Service, to present the IBTTA Toll Excellence Award, received by the NTTA at the IBTTA Annual meeting, to Chairman Vandergriff.

Chairman Vandergriff announced that Director Nowels would be the NTTA's representative to the RTC, replacing Director Day.

Chairman Vandergriff announced that staff was being asked to bring back to the Board a practice and policy of the agency with respect to small contracts.

Chairman Vandergriff briefed the Board on the annual presentation recently given to Tarrant County.

CONSENT AGENDA (ITEMS 4 - 9)

Item 6 was removed from the Consent Agenda.

Director Moore made a motion to approve items 4, 5, 7, 8 and 9, and Vice Chairman Denison seconded the motion. (Resolutions No. 11-138 through 11-141, 11-143 through 145)

- 4. Resolutions approving the minutes from the August 14, 2011 Special Called Board meeting, the August 17, 2011 Board meeting and September 1, 2011 Board Worksession
- 5. Approval 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
- 6. Approve the acquisition of 13 parcels of land necessary or convenient for the construction, operation, and maintenance of Chisholm Trail Parkway section 5

Director Barr stated that he had a business relationship with one of the companies related to item 6, and would abstain from voting.

Director Nowels made a motion to approve item 6 and Director Moore seconded the motion. The motion was approved 8-0, with Director Barr abstaining. (Resolution No. 11-142)

7. Approval of 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
8. Approval of 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, in the amount not to exceed \$355,422.00
9. Approval to exercise the second one-year contract renewal with Chase Paymentech for merchant payment card processing services from October 1, 2011 through October 31, 2012

BRIEFINGS WITH POSSIBLE ACTION

10. Briefing and possible action on waiver of primacy for IH 35E Managed Lanes Project, from IH 635 to US 380

Allen Clemson, Janice Davis and Elizabeth Mow briefed the Board on IH 35E managed lanes, providing some background, project overview, assumptions, revenue and cost projections, a recommendation, and addressed questions of the Board.

The Honorable Mary Horn, Denton County Judge, addressed the Board expressing appreciation to the Board and stressed that everyone was working together as a region to make the project happen as expeditiously and efficiently as possible.

Michael Morris, North Central Texas Council of Governments, addressed the Board stating that the regional partnership had never been stronger. Mr. Morris presented three options for the Board to consider, and expressed appreciation to the Board and NTTA staff.

After some discussion of appropriate wording for the resolution and questions were addressed, Chairman Vandergriff stated that the Board would go into Executive Session a little later in the meeting to discuss this item, and that it would be considered following that Executive Session.

Following the Executive Session called to discuss item 10, Frank Stevenson, LLBL, briefed the Board on the revised form of a resolution regarding a waiver of market valuation and first option on the IH-35E managed lane project, and addressed questions of the Board.

Judge Horn and Mr. Morris agreed to the modified resolution.

Director Nowels made a motion to approve the resolution as modified and Vice Chairman Denison seconded the motion. The motion was approved unanimously. (Resolution No. 11-146)

11. Briefing and possible action on 2011B Refunding Bonds Finance Plan and designation of underwriters syndicate relating to the series 2011B bonds

Dana Gibson Boone, Director of Cash & Debt Management, briefed the Board on the Series 2011B NTTA System refunding plan of finance, providing an overview, Series 2008E-2 put bond refunding, Series 1997A and 1998 current refunding, Series 2003A advance refunding, current market and proposed timeline, and introduced the members of the finance team. Ms. Gibson Boone and Ms. Davis addressed questions of the Board.

Director Nowels made a motion to approve the Underwriting team as presented and Director Shepard seconded the motion. The motion was approved unanimously. (Resolution No. 11-147)

12. Briefing and possible action on Chisholm Trail Parkway Finance Plan and designation of underwriters syndicate relating to the Special Project System bonds

Ms. Davis, as well as, Dan Heimowitz and Andrew Mendelson, RBC Capital Markets, briefed the Board on the Chisholm Trail Parkway finance plan and underwriters relating to the Special Project System bonds. The briefing included an overview and financial feasibility update, a plan of finance, stress tests, future refinancing of SPS debt, and the next steps.

After some discussion and questions were addressed, Director Barr made a motion to approve the underwriters syndicate and Vice Chairman Denison seconded the motion. The motion was approved unanimously. (Resolution No. 11-148)

REPORTS

13. Business Diversity Activity Report for September 2011

Anthony Coleman, Director of Business Diversity, highlighted the construction of sand stockpiles procurement stating that it had a 13% goal established for DBE and MWBE. Mr. Coleman expressed appreciation to Director Willard for serving as the facilitator for a Women's Forum held recently.

Chairman Vandergriff called the Board into Executive Session at 10:37 a.m. to discuss item 10, and reconvened the meeting into open session at 11:00 a.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

Item 10 was considered at this time.

Chairman Vandergriff recognized Director Day, who completed his term on the Board and expressed appreciation to him for all his service during the past four years.

Director Day expressed appreciation to the Board and staff, and stated that he was pleased with all that had been accomplished during his term.

ACTION ITEM

14. Election of NTTA Officers

Chairman Vandergriff announced that he would not be standing for re-election as the Chairman, and explained his reasons. He expressed appreciation to the Board and staff, and stated that he was pleased with the accomplishments of the Board during his term.

Director Day stated that he would abstain from the election of officers.

- A. Chairman
- B. Vice Chairman
- C. Secretary
- D. Assistant Secretary
- E. Treasurer
- F. Assistant Treasurer

Chairman Vandergriff made a motion to nominate Director Barr as Chairman. Vice Chairman Denison moved to cease nominations and elect Director Barr as Chairman by acclamation. Director Moore seconded the motion and Director Barr was elected Chairman. (Resolution No. 149)

Chairman Barr expressed appreciation to the Board and to Director Vandergriff for all his efforts in leading the agency, and stated that Director Vandergriff had been a great advocate for mobility and transportation in North Texas and the state. Chairman Barr asked Director Vandergriff to continue chairing the meeting.

Vice Chairman Denison made a motion to nominate Director Moore as Vice Chairman. Vice Chairman Denison moved to cease nominations and elect Director Moore as Vice Chairman by acclamation. Director Moore was elected Vice Chairman. Resolution No. 11-150)

Vice Chairman Moore expressed appreciation to the Board and stated that he would be pleased to serve as Vice Chairman.

Director Nowels made a motion to elect Ruby Franklin as Secretary, Lorelei Griffith as Assistant Secretary, Janice Davis as Treasurer, and Dana Gibson Boone as Assistant Treasurer. Director Denison seconded the motion and it was approved 8-0, with Director Day abstaining. (Resolutions No. 11-151 through 11-154)

15. EXECUTIVE SESSION – Pursuant to chapter 551, subchapter D, Texas Government Code:

- A. Section 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters
 - 1. Waivers and Releases to facilitate the County Review
 - 2. Contracts with Locke Lord Bissell & Liddell, LLP for legal services and the services of Frank Stevenson as Board Counsel
- B. Section 551.072, to deliberate the purchase, exchange, lease, or value of real property
 - 1. Acquisition of Right-of-Way Easements in Sections 1, 5 and 6 of the Chisholm Trail Parkway
- C. Section 551.074(a)(1), to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee
 - 1. Executive Director annual performance review
 - 2. Internal Auditor performance review
 - 3. Board Secretary performance review
 - 4. General Counsel selection

Chairman Vandergriff called the Board into Executive Session at 11:26 a.m. and reconvened the meeting into open session. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

16. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

None

ADJOURNMENT

The Chairman adjourned the meeting.



Victor T. Vandergriff, Chairman



Ruby Franklin, Secretary