

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Worksession  
October 6, 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 October 6, 2011.

**CALL TO ORDER**

Chairman Barr called the meeting to order at 9:02 a.m.

1. Establishment of Quorum

Chairman Barr established a quorum by calling the roll.

The following Board members were present in the meeting:

Kenneth Barr	Chairman
Bill Moore	Vice Chairman
Kent Cagle	Director
Dave Denison	Director
Michael Nowels	Director
Bob Shepard	Director
*Victor Vandergriff	Director

Director Vandergriff 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; 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; 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; Magdalena Kovats, Director of Internal Audit; Marty Legè, Director of System Incident Management; Armando Garza, Budget and Compliance Manager.

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. Swearing in of new board member George (Tex) Quesada

Chairman Barr introduced the new Dallas County NTTA Board appointee, Tex Quesada, administered the Oath of Office, and welcomed Director Quesada to the Board.

Item 12 was considered at this time.

3. General public comments not related to specific agenda items

Chairman Barr recognized and welcomed Tom Bamonte, the new NTTA General Counsel.

4. Comments and announcements from the Chairman and Board Members

- A. TxDOT actions related to NTTA
- B. Chairman's priorities
- C. Special Called Board Meeting to receive County Review

Chairman Barr expressed appreciation for the partnership with TxDOT, and to the leadership of Bill Meadows, Texas Transportation Commission, related to the Chisholm Trail project. He discussed the priorities he would like the Board to address, including procurement and toll collection. Chairman Barr reminded the Board of the upcoming County review to be presented at a Special Called Board meeting on Tuesday, October 18, 2011.

**BRIEFINGS AND POSSIBLE ACTIONS**  
**Board**

5. Board committee appointments

Chairman Barr presented a proposed committee structure for the Board to consider, and asked for volunteers to serve on the committees. The committees included: an Administrative Committee; a Customer Service, Projects and Operations Committee; a Finance and Audit Committee; and, a Legal Services Committee. Appointments included Vice Chairman Moore as Chair of the Finance and Audit Committee, and Director Denison as Chair of the Legal Services Committee. Directors Shepard and Willard will serve on the Legal Services Committee. Director Nowels, who was

appointed as the Board representative to the RTC by Chairman Vandergriff, will continue serving in that capacity.

6. Discussion of Board Committee Structure and Board Workshop Meetings

The Board discussed the structure of committee meetings, workshop meetings and any necessary additional meetings, and the quorum requirements. The committees will be advisory in nature absent express delegation of authority from the Board pursuant to the Bylaws.

**Maintenance**

7. Briefing on the 2011 annual inspection report

Stephanie Halliday, HNTB, provided a briefing on the 2011 annual inspection, including purpose, general evaluation, inspection findings, changes since 2010, recommended projects and future challenges. Ms. Halliday, Mr. Clemson, and J. C. Wood, Director of Maintenance, addressed questions of the Board.

**Administration**

8. Second Quarter Strategic Performance Report

Kim Tolbert, Assistant Executive Director of Administrative Services, was present to address any questions.

**Business Diversity**

9. Briefing on the NTTA ROAD program

Chairman Barr requested that this item be delayed.

**Internal Audit**

10. Internal Audit Report

Magdalena Kovats, Director of Internal Audit, provided a briefing on Internal Audit, including approved and unapproved reports issued, and the FY 2012 proposed work plan. Ms. Kovats addressed questions of the Board.

**Finance**

11. Monthly Financial report for August 31, 2011

Ray Zies, Controller, briefed the Board on the financial report, including the transactions, revenues and expenses, cash and investments, the Special Projects System, toll receivable analysis, the Feasibility Study Fund, and cash flow cumulative

forecasts to actual. Mr. Zies, Ms. Davis and Mr. Clemson addressed questions of the Board.

12. Briefing and possible action regarding the financing for development of the Chisholm Trail Parkway (CTP), including approval of a supplement to the TxDOT Toll Equity Loan Agreement, the issuance of Chisholm Trail Parkway bonds, the addition of the Chisholm Trail Parkway to the Special Projects System, a toll rate resolution for the Special Projects System, and related documents

Ms. Davis briefed the Board on the CTP financing, including three resolutions that needed Board approval for the financing to move forward, and schedule. The resolutions included adding the CTP to the Special Projects System, a toll rate resolution, and a bond resolution. Ms. Davis and Greg Schaecher, MPH, addressed questions of the Board.

Director Shepard made a motion to approve all three resolutions and Director Denison seconded the motion. The motion was approved unanimously. (Resolutions No. 11-155, 11-156, 11-157)

Chairman Barr recognized Janice Davis for her leadership, and extended appreciation to colleagues across the region for all their efforts on the CTP project.

13. Briefing on the 2012 Preliminary Budget

Armando Garza, Budget and Compliance Manager, provided a briefing on the 2012 preliminary budget, including changes from 2011 to 2012, budget considerations, budget numbers for the NTTA System and Special Projects System, and staffing summary. Mr. Garza, Ms. Davis and Mr. Clemson addressed questions of the Board.

## **Human Resources**

14. 2012 Benefits and Compensation updates

Nina Arias, Director of Human Resources, provided an update on 2011 employee benefits, 2012 proposed benefits, 2012 proposed holidays and personal time, 2011 retiree benefits and 2012 proposed retiree benefits, external and internal considerations of compensation, and a 2012 proposed increase. Ms. Arias, Mr. Clemson and Diana Kongevick of PEBC, addressed questions of the Board, and agreed to provide more information.

## **Reports**

15. Executive Director reports
  - A. SB 469 implementation update

Mr. Clemson provided an update on SB 469, stating that the implementation had gone well.

16. 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

**17. EXECUTIVE SESSION**

Chairman Barr called the Board into Executive Session at 12:33 p.m. and reconvened the meeting into open session at 1:23 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

**18. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION**

No action was taken.

**ADJOURNMENT**

The meeting adjourned at 1:26 p.m.



Kenneth Barr, Chairman



Ruby Franklin, Secretary