

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Meeting  
November 16, 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 November 16, 2011.

**CALL TO ORDER**

Chairman Barr called the meeting to order at 9:03 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
Tex Quesada	Director
Bob Shepard	Director
Victor Vandergriff	Director
Jane Willard	Director

NTTA employees attending the meeting were: Gerry Carrigan, Interim Executive Director, Lorelei Griffith, Assistant Secretary; Janice Davis, Treasurer; Dana Gibson-Boone, Assistant Treasurer; Tom Bamonte, General Counsel; Clayton Howe, Assistant Executive Director Operations; Elizabeth Mow, Interim Assistant Executive Director Project Delivery; Kim Tolbert, Assistant Executive Director Administrative Services; Ray Zies, Controller; Kiven Williams, Director of Customer Service Center; Dave Pounds, Director of Information Technology; Kim Jackson, Director of Communications; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; Eric Hemphill, Interim Director of Maintenance; Nina Arias, Director of Human Resources; 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; 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. Comments and announcements from the Chairman and Board Members

Chairman Barr recognized Director Cagle, and stated that this would be his last Board meeting with the NTTA due to the fact that Director Cagle has accepted a job as the City Manager of Leander.

Chairman Barr noted some recent good news items such as his meeting with the Dallas Morning News editorial Board and the successful pricing of the NTTA's refinance bonds.

4. Committee Chair reports

- A. Administration – November 3, 2011
- B. Legal Services – November 3, 2011
- C. Customer Service, Projects and Operations – November 7, 2011
- D. Finance and Audit – November 7, 2011

Each Committee Chair gave a brief report on their individual committee meetings and Chairman Barr announced that the Committee structure would continue through next year in lieu of alternating committee meetings and workshops.

**ITEMS FOR INDIVIDUAL CONSIDERATION**

5. Resolutions approving the minutes from the October 18, 2011 Special Called Board Meeting and the October 19, 2011 Regular Board Meeting

Director Nowels made a motion to approve both sets of minutes, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolutions No. 11-171 and 11-172)

6. Approval of a negotiated change order with SEMA Construction, Inc., in an amount not to exceed \$3,599,998.83 for Chisholm Trail Parkway, Section 4

After some discussion, Director Nowels made a motion to approve and Director Vandergriff seconded the motion. The motion was approved unanimously. (Resolution No. 11-173)

**RESOLUTIONS RECOMMENDED FOR APPROVAL BY THE CUSTOMER SERVICE, PROJECTS AND OPERATIONS COMMITTEE**

Director Vandergriff made a motion to approve items 7, 8, 9, 10, 12, 13, 14, 15 and 16 and Director Shepard seconded the motion. (Resolutions No. 11-174 through 11-177 and 11-179 through 11-182)

7. Approval of a cost escalation change order with Williams Brothers Construction, Co. in an amount not to exceed \$1,146,306.68 for Chisholm Trail Parkway, Section 1
8. Approval of a cost escalation change order with Webber, LLC in an amount not to exceed \$727,499.92 for Chisholm Trail Parkway, Section 2
9. Approval of a cost escalation change order with Texas Sterling Construction, Co. in an amount not to exceed \$853,381.46 for Chisholm Trail Parkway, Section 3B
10. Approval of a cost escalation change order with Texas Sterling Construction, Co. in an amount not to exceed \$176,096.25 for Chisholm Trail Parkway, Section 5
11. Approval of a utility adjustment agreement with Texas Midstream Gas Services, LLC for relocation of facilities on Chisholm Trail Parkway, Section 5, in an amount not to exceed \$1,300,000.00

Director Barr stated that he had a business relationship with one of the companies related to item 11, and would abstain from voting.

Director Vandergriff made a motion to approve item 11 and Director Willard seconded the motion. The motion was approved 8-0, with Director Barr abstaining. (Resolution No. 11-178)

12. Approval of a utility adjustment agreement with Southwestern Bell Telephone Company for relocation of facilities on Chisholm Trail Parkway, Section 5, in an amount not to exceed \$980,000.00
13. Approval of two utility adjustment agreements with Oncor Electric Delivery Company, LLC for relocation of facilities on Chisholm Trail Parkway, Section 5, in amounts not to exceed \$700,000.00 and \$2,900,000.00
14. Approval of a utility adjustment agreement with Energy Transfer Fuel, LP AAU for relocation of facilities on Chisholm Trail Parkway, Section 5, in an amount not to exceed \$950,000.00
15. Approval of a contract with Greener Pastures Landscape, Inc. for landscape and irrigation improvements on Segment 4 of the Sam Rayburn Tollway in an amount not to exceed \$1,594,546.94
16. Adoption of a resolution confirming the appointment of Elizabeth Mow as the NTTA representative to the IH 35E (from US 380 to IH 635) Committee

## **BRIEFING AND REPORTS**

17. Briefing on the outcome of the Chisholm Trail Parkway financing

Janice Davis, CFO, gave a good news report on the Chisholm Trail Parkway financing, stating that it went much better than anticipated. Ms. Davis then thanked all who worked so hard to help complete the transaction successfully.

18. Briefing on the opening of the SRT / DNT interchange

Ms. Mow briefed the Board on the last direct connect opening for the SRT, stating that this opening completes construction on the SRT.

19. September 30, 2011 Monthly Financial Report/Quarterly Investment Report

A report was provided in the agenda materials.

20. Business Diversity Activity Report for November 2011

A report was provided in the agenda materials.

21. County Review action plan

The action plan was provided in the agenda materials.

22. **EXECUTIVE SESSION**

Chairman Barr called the Board into Executive Session at 10:23 a.m. and reconvened the meeting into open session at 11:55 a.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

- A. Section 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters
  - a. Update on ongoing law enforcement matters
- B. Section 551.072, to deliberate the purchase, exchange, lease, or value of real property
  - a. Acquisition of crossing rights from Fort Worth & Western Railroad Company, Cen-Tex Rural Rail Transportation District, and Cen-Tex Rail Link, Ltd. (Chisholm Trail Parkway)
  - b. Chisholm Trail Parkway, Section 5, property acquisitions
  - c. Rall Ranch, owned by Rall Properties, L.P. (Chisholm Trail Parkway)
- C. Section 551.073, to deliberate regarding gifts and donations
- D. Section 551.074(a)(1), to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee

**23. Consideration of items after Executive Session**

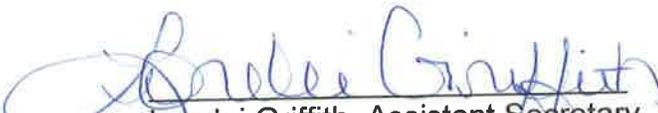
Director Vandergriff made a motion to approve item 22.B, and Director Quesada seconded the motion. The motion was approved unanimously. (Resolution No. 11-170)

Director Vandergriff made a motion to approve item 22.C, and Director Nowels seconded the motion. The motion passed 8-0 with Director Quesada abstaining. (Resolution No. 11-189)

**ADJOURNMENT**

The meeting adjourned at 11:58 a.m.

  
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Kenneth Barr, Chairman

  
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Lorelei Griffith, Assistant Secretary