

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Meeting  
January 16, 2013

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 January 16, 2013.

**CALL TO ORDER**

Chairman Barr called the meeting to order at 9:06 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
William Moore	Vice Chairman
Dave Denison	Director
*Matrice Ellis-Kirk	Director
Michael Nowels	Director
*George (Tex) Quesada	Director
Victor Vandergriff	Director
Jane Willard	Director

\*Directors Ellis-Kirk and Quesada participated by phone.

NTTA employees attending the meeting were: Gerry Carrigan, Executive Director; John Carreker, Deputy Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions/Treasurer; Dana Gibson-Boone, Director of Cash and Debt Management; Assistant Treasurer; Tom Bamonte, General Counsel; Elizabeth Mow, Assistant Executive Director of Project Delivery; Kim Tolbert, Chief Strategic Officer; Clayton Howe, Director of Business Ventures; Magdalena Kovats, Director of Internal Audit; Ray Zies, Controller; Dave Pounds, Director of Information Technology; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; Eric Hemphill, Director of Maintenance; Nina Arias, Director of Human Resources; Kim Jackson, Director of Communications and Marketing; Felix Alvarez, Director of Procurement Services; Marty Legè, Director of System Incident Management; John Bannerman, Interim Director of Customer Service.

Also present at the meeting representing the Authority were: Frank Stevenson, Locke, Lord LLP, Board Counsel; Stephanie Halliday, HNTB, General Engineering Consultant to the Authority; Rick Porter, Greg Schaecher, McCall Parkhurst & Horton (MPH), Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority; Michael Copeland, CDM Smith Associates, Traffic & Revenue Consultant to the Authority.

2. General public comments not related to specific agenda items

No comments were made.

3. Comments and announcements from the Chairman and Board Members

Chairman Barr recognized Kristin Vandergriff, and called on Director Vandergriff for comments.

Director Vandergriff announced that he would be vacating his position on the NTTA Board at the end of January. He commented on his tenure on the Board and expressed appreciation to the Board, elected officials, staff, consultants, and others.

Chairman Barr expressed appreciation to Director Vandergriff for his service while serving on the Board, and to Mrs. Vandergriff for being present at the meeting.

4. Approval of the minutes from the December 6, 2012 Board Workshop, the December 19, 2012 Regular Board Meeting and the January 3, 2013 Special Called Board Meeting

Vice Chairman Moore made a motion to approve the minutes and Director Willard seconded the motion. The motion was approved unanimously. (Resolutions No. 13-03, 13-04, 13-05)

5. Three- year contracts with two one-year optional extensions with bond counsel

- A. McCall Parkhurst & Horton, LLP
- B. Mahomes Bolden PC

Tom Bamonte, General Counsel, briefed the Board on the proposed contracts and addressed questions of the Board.

Director Denison made a motion to approve the contracts and Director Elliott seconded the motion. The motion was approved unanimously. (Resolutions No. 13-06)

6. Contract and 2013 work authorization with Atkins North America for General Engineering Consultant (GEC) Services

Elizabeth Mow, Assistant Executive Director of Infrastructure, provided a briefing on a contract with Atkins North America for GEC services. Ms. Mow discussed background, the procurement process, and gave an overview of the contract and work authorization. Ms. Mow addressed questions of the Board, and introduced Keith Jackson, who will be the primary contact at Atkins North America for the NTTA.

Director Denison made a motion to approve the contract and work authorization, and Director Vandergriff seconded the motion. The motion was approved unanimously. (Resolution No. 13-07)

7. Briefing on and acknowledgement of receipt of the Special Projects System FY2012 audited financial statements and reports

Kevin Smith, Crowe Horwath, provided a briefing on the first of two audits that the firm will perform. The first audit focused solely on the Special Projects System, which resulted with an unqualified (clean) opinion. Mr. Smith addressed questions of the Board concerning writing off old receivables. Chairman Barr requested the Finance and Audit Committee to review that process.

## REPORTS

8. Performance Metrics Report through November 2012

Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions, reported on the financial metrics. Clayton Howe, Director of Business Ventures, reported on the operational metrics. Kim Tolbert, Chief Strategic Officer, reported on the Administrative metrics. Elizabeth Mow, Assistant Executive Director of Infrastructure, reported on the projects metrics. Ms. Tolbert and Anthony Coleman, Director of Business Diversity, addressed questions concerning the diversity goal.

9. Monthly Financial Report for November 2012

This item was not briefed.

10. Business Diversity Activity Report

Mr. Coleman noted that that Atkins North America is a member of the NTTA's ROAD program.

11. January 10, 2012 RTC briefing

A report was provided in the agenda materials.

12. Executive Director Reports

- A. Report on contracts, supplements and orders not exceeding \$300,000.00 executed in December 2012
- B. County Review Report action plan

13. **EXECUTIVE SESSION**

Chairman Barr called the Board into Executive Session at 9:44 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.

14. Possible action on any matter deliberated in Executive Session

No action was taken.

**ADJOURNMENT**

The meeting adjourned at 11:59 a.m.

  
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Kenneth Barr, Chairman

  
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Ruby Franklin, Secretary