

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Meeting  
February 20, 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 February 20, 2013.

**CALL TO ORDER**

Chairman Barr called the meeting to order at 9:10 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
William Elliott	Director
Mojoy Haddad	Director
*Michael Nowels	Director
George (Tex) Quesada	Director
Jane Willard	Director

\*Director Nowels joined the meeting telephonically at 9:30 a.m.

NTTA employees attending the meeting were: Gerry Carrigan, CEO/Executive Director; John Carreker, COO/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 Public Affairs; Felix Alvarez, Director of Procurement Services; Marty Legè, Director of System Incident Management.

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; Greg Schaecher, McCall Parkhurst & Horton (MPH), Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority; Phani Jammalamadaka, CDM Smith Associates, Traffic & Revenue Consultant to the Authority.

2. General public comments not related to specific agenda items

No comments were made under this item.

3. Comments and announcements from the Chairman and Board Members

A. Recognition of Clayton Howe

Chairman Barr recognized and extended a welcome to Denton County Commissioner Hugh Coleman.

Chairman Barr expressed appreciation to the Board and staff for all their efforts at the NTTA Board Retreat on February 1 and 2, 2013.

Chairman Barr recognized Clayton Howe, Assistant Executive Director of Operations, announcing that this was Mr. Howe's last day with the NTTA. Chairman Barr read and presented a resolution to Mr. Howe, and expressed appreciation to him for his service to the NTTA during his tenure.

4. Approval of the minutes from the January 16, 2013 Regular Board Meeting and the January 25, 2013 Board of Directors Special Called Meeting

Vice Chairman Moore made a motion to approve the minutes of January 16, 2013, and January 25, 2013. Director Quesada seconded the motion and they were approved unanimously. (Resolutions No. 13-10, 13-11)

5. Briefing on President George Bush Turnpike Eastern Extension Noise Analysis

Elizabeth Mow, Assistant Executive Director of Infrastructure, provided a briefing on the PGBT Eastern Extension noise analysis, including background, history, the methodology of the noise analysis, feasible and reasonable criteria, noise wall voting results of adjacent property owners, and the outcome. Ms. Mow indicated staff met with HOA representatives, who have petitioned for additional noise walls and/or retrofitted walls to further abate noise. Staff reviewed and evaluated the noise walls as proposed and constructed and found that they meet applicable federal regulations, state guidelines and Board policy. Ms. Mow stated that staff recommended no further actions beyond the additional landscaping the Board had previously approved. She then addressed questions of the Board.

Chairman Barr called on speakers who had signed up to speak on this item.

Annette Ratliff, representing Senator John Carona, expressed gratitude from Senator Carona for being willing to hear the noise issues of the neighborhood residents along the PGBT Eastern Extension. She stated that Senator Carona appreciated the responsibility that the Board has to the public, and hoped that the Board would take action to address these issues in Rowlett. Ms. Ratliff shared her concerns of the noise issues as well, and addressed questions of the Board.

Tracy Enna, representing Dallas County Commissioner Mike Cantrell, read remarks from Commissioner Cantrell, which included expressing appreciation to the NTTA for their partnerships with Dallas County, RTC and TxDOT, and stating that he was very supportive of the Board taking action to provide the necessary noise mitigation measures as requested by the residents. Ms. Enna addressed questions of the Board.

Melissa Bengé, a resident of Ridgecove subdivision in Rowlett, expressed appreciation to the Board and staff, and spoke on behalf of the people in the Rowlett area affected by the noise. Ms. Bengé indicated that the additional landscaping was appreciated, but did not make any impact as a sound barrier. Ms. Bengé read comments from some of the other residents in the area, and addressed questions of the Board.

John Spor, homeowner in the Harborside HOA, addressed the Board explaining the noise problems, discussing actions taken by the NTTA, and providing a video showing test results of noise meters in the neighborhoods. He reviewed what has been done to help with the issues, and offered some possible solutions. Mr. Spor provided some photos taken in the neighborhoods, and photos of other noise abatement walls placed in other areas. Mr. Spor submitted some questions for staff, and Chairman Barr stated that responses would be provided to him within the following week. Mr. Spor addressed some questions and comments of the Board.

After some discussion, Director Quesada made a motion that the NTTA create a panel to study proposals and make recommendations back to the NTTA on how to effectively and significantly reduce the noise originating from the PGBT Eastern Extension which affects Harborside, Ridgecove, Magnolia Springs neighborhoods, and to further examine any projected noise that's going to come from the Chisholm Trail Parkway, to make a recommendation back to the NTTA with regard to additional sound reduction efforts which can be incorporated into the current construction in that area. Director Quesada added that he would like the panel be put together from someone from the NTTA, that the City of Rowlett be invited to send someone, that Dallas County be asked to provide a subject matter expert in this area, as well as a non-expert in this area, a representative of the citizens of the City of Rowlett, perhaps someone from the homeowners association, and also that Tarrant County do the same, sending a subject matter representative from Tarrant County and someone who is drawn from the larger pool, and that the Board authorize the panel to, subject to the normal controls, spend up to \$2 million to do it.

Director Ellis-Kirk seconded the motion for discussion.

After some discussion, Director Quesada amended the motion by deleting the portion related to the Chisholm Trail Parkway and to Tarrant County.

Director Ellis-Kirk accepted the amended motion.

After some discussion and comments by Board Members, Director Quesada withdrew his motion, and submitted a second motion saying that the NTTA would agree to study proposals to consider recommendations on how to effectively and significantly reduce the noise originating from the PGBT Eastern Extension. He further stated that he would be ok with going with requests for an RFP, or going to an outside party. Director Quesada added that the Board should commit to study and come up with some proposals.

Director Ellis-Kirk withdrew her second, and seconded the amended motion.

Chairman Barr asked staff to look at including a demonstration project as requested by Director Nowels, to see if it was a viable possibility that might conceivably help from a funding standpoint.

Chairman Barr addressed the group from Rowlett, stating that the Board had heard them, and would ask staff to come up with a strategy on how to appropriately address the issue and see what can be done about it.

Chairman Barr addressed staff, stating that the Board would like to see this moved aggressively and sooner rather than later and requested staff to control the costs.

Chairman Barr called for a vote, and the motion passed 7-1, with Director Elliott voting nay, and Director Willard abstaining.

6. Interlocal Agreement with Denton County for Dallas North Tollway Extension, Phase 4B frontage road project

Ms. Mow provided a briefing on the Interlocal Agreement with Denton County, including background on the project and terms of the ILA. Maps were provided displaying the location of Phase 4B. Ms. Mow addressed questions of the Board.

Denton County Commissioner Hugh Coleman addressed the Board answering questions concerning land use regulations and construction costs.

Tom Bamonte, General Counsel, and Frank Stevenson, Board Counsel, addressed questions concerning legal fees.

After some discussion, Director Denison made a motion to approve the ILA with Denton County for the Dallas North Tollway Extension, Phase 4B frontage road project, and Director Quesada seconded the motion. After further discussion concerning costs, the motion was approved 7-2, with Vice Chairman Moore and Director Willard voting nay. (Resolution No. 13-12)

Chairman Barr and Director Ellis-Kirk requested letters be sent to the four county commissioners courts, as well as some cities, advising them of the NTTA's concerns about long-range development plans including noise issues.

7. Work authorization for Atkins North America, Inc., to perform 2013 Annual Inspections in the amount of \$325,882.00
8. Work authorization for VRX, Inc., to perform 2013 Asset Condition Inspections in the amount of \$582,432.00

Eric Hemphill, Director of Maintenance, provided a briefing on items 7 and 8, explaining the inspection responsibilities of Atkins North America, Inc., and VRX, Inc.

Director Denison made a motion to approve items 7 and 8, and Vice Chairman Moore seconded the motion. The motion was approved 8-0, with Director Quesada being out of the room when vote was taken. (Resolutions No. 13-13, 13-14)

9. Contract with Wiss, Janney, Elstner Associates, Inc., for the retaining wall inventory and condition assessment program on the Sam Rayburn Tollway between West Sandy Lake Road and the interchange with the Dallas North Tollway in an amount not to exceed \$779,000.00
10. Contract with Kleinfelder, Inc., for the retaining wall inventory and condition assessment program on the Dallas North Tollway between US Highway 380 and the interchange with the Sam Rayburn Tollway in an amount not to exceed \$430,716.00

Mr. Hemphill provided a briefing on items 9 and 10, explaining the wall maintenance program that has been in place on the President George Bush Tollway for three years is being continued in areas of the Sam Rayburn Tollway and the Dallas North Tollway.

Director Denison made a motion to approve items 9 and 10, and Director Ellis-Kirk seconded the motion. The motion was approved unanimously. (Resolutions No. 13-15, 13-16)

11. Procurement of electricity services either by (a) entering into an agreement for a 48-month term with one of three retail electric providers, i.e., Direct Energy, LP., Cavallo Energy – Texas State Power Program, or Green Mountain Energy Company, based on their final and best offers, or (b) joining either (i) the Public Power Pool or (ii) Texas Coalition for Affordable Power, with the procurement determination to be based upon terms most favorable to NTTA

Mr. Hemphill provided an overview of the procurement of electricity services, explaining the process necessary for the procurement of electricity services. He addressed questions of the Board.

Vice Chairman Moore made a motion to approve item 11, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution No. 13-17)

12. Five-year contract with AssetWorks, Inc., for a Computerized Maintenance Management System in an amount not to exceed \$504,868.00

Dave Pounds, Director of Information Technology, provided a briefing on a contract with AssetWorks, Inc., explaining the reason for moving forward with a different firm. Mr. Pounds addressed questions of the Board.

Chairman Barr requested that future presentations include competing prices.

Director Quesada made a motion to approve the five-year contract with AssetWorks, Inc., and Director Denison seconded the motion. The motion was approved unanimously. (Resolution No. 13-18)

13. Contract with TEKsystems, Inc., for installation and configuration of Microsoft SQL Server Database Upgrades, using a State of Texas cooperative purchasing agreement, in an amount not to exceed \$415,460.00

Mr. Pounds provided a briefing on a contract with TEKsystems, Inc., explaining the need for an upgrade of Microsoft SQL Server Database. Mr. Pounds, Felix Alvarez, Director of Procurement Services, and Anthony Coleman, Director of Business Diversity, addressed questions of the Board concerning MWBE numbers.

Director Willard made a motion to approve the contract with TEKsystems, Inc., and Director Quesada seconded the motion. The motion was approved unanimously. (Resolution No. 13-19)

14. Three-year contract with Securadyne Systems Texas, LLC, to perform first level of support for On-Net Surveillance Systems, Inc. (OnSSI) and Agent Video Intelligence Ltd. (Agent Vi) software in an amount not to exceed \$800,082.00

Mr. Pounds briefed the Board on a contract with Securadyne Systems Texas, LLC, explaining that they would serve as vendor of record for OnSSI and Agent VI. He indicated that these two firms are the primary core products associated with the NTTA's incident detection system used by the Command Center to detect incidents on the road and to control surveillance cameras.

Mr. Pounds, Mr. Alvarez and Marty Legè, Director of System Incident Management, addressed questions of the Board concerning single source procurements.

Director Denison made a motion to approve the contract with Securadyne Systems Texas, LLC, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 13-20)

15. Contract (Phase 2) with Bridgeforce Inc., to assist NTTA in developing detailed implementation plans for modifying its end-to-end collections operating model in an amount not to exceed \$200,000.00. In aggregate, Phases 1 and 2 will not exceed \$400,000.00

John Carreker, COO/Deputy Executive Director, provided a briefing on a contract with Bridgeforce, Inc., including a profile of Bridgeforce, Inc., and the purpose of the engagement. He explained the reason for single source procurement, and provided an update on Phase 1. Mr. Carreker addressed questions of the Board.

Director Quesada made a motion to approve the contract with Bridgeforce, Inc., and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 13-21)

16. Interlocal agreement regarding interoperability of toll collection systems among NTTA, the Texas Department of Transportation, Harris County, the Central Texas Regional Mobility Authority, and the Oklahoma Turnpike Authority, allowing participation by out-of-state tolling organizations

Clayton Howe, Director of Business Ventures, provided a briefing on the importance of interoperability, including customer impacts, revenue impacts and operational impacts. Mr. Howe discussed the origins and growth of interoperability, compared models, and identified states by type of reciprocity. Mr. Howe addressed some questions of the Board.

Director Ellis-Kirk made a motion to approve the interlocal agreement regarding interoperability, and Director Quesada seconded the motion. The motion was approved 8-0. Director Elliott was out of the room when voting occurred. (Resolution No. 13-22)

17. Three-year contract with two optional one-year extensions with Locke Lord LLP for legal services

Tom Bamonte, General Counsel, provided a briefing on a three-year contract with two optional one-year extensions with Locke Lord LLP, and addressed questions of the Board.

Director Denison noted that the proposed contract allowed the same or greater discount than the 2008 contract, and expressed appreciation to Locke Lord LLP.

Director Denison made a motion to approve the three-year contract with Locke Lord LLP, and Director Elliott seconded the motion. The motion was approved unanimously. (Resolution No. 13-23)

## REPORTS

18. Performance Metrics Report through December 2012

Janice Davis, Assistant Executive Director of Strategic and Innovative Solutions presented the Financial performance metrics; Mr. Howe presented the Operational performance metrics; Kim Tolbert, Chief Strategic Officer, presented the Administrative performance metrics; and, Elizabeth Mow presented the Projects performance metrics.

Ms. Tolbert discussed the next steps, and staff addressed questions of the Board.

19. Monthly Financial and Quarterly Investment Report for December 2012

The report was provided in the agenda materials.

20. Business Diversity Activity Report

The report was provided in the agenda materials.

21. February 14, 2013 RTC meeting briefing

A report was not presented.

22. Executive Director Report

- A. Report on contracts, supplements and orders not exceeding \$300,000.00 executed in January 2012

The report was provided in the agenda materials.

- B. County Review Report action plan

Chairman Barr indicated that all 82 of the recommendations from the Alvarez and Marsal report had been implemented, and that a meeting with the County Judges is being planned in April.

Chairman Barr called the Board into Executive Session at 12:55 p.m. and reconvened the meeting into open session at 3:45 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

**23. 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 regarding:

1. Electronic Transaction Consultants Corporation negotiations update
2. Tolling Services Agreements update
3. Proposed changes to Texas Transportation Code, Chapter 366

- B. 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 and General Counsel evaluation

24. Possible action on any matter deliberated in Executive Session

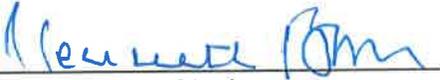
23. A. 1. Electronic Transaction Consultants Corporation negotiations update

Director Quesada made a motion to approve the term sheet related to ETCC negotiations and authorize the Executive Director to execute the term sheet and any ancillary documents, and to bring back to the Board the final agreement memorializing

the terms of the term sheet. Director Denison seconded the motion and it was approved 7-0. Director Ellis-Kirk was not present and Director Nowels was not participating by phone when voting occurred. (Resolution No. 13-24)

**ADJOURNMENT**

The meeting adjourned at 3:51 p.m.



Kenneth Barr, Chairman

  
Ruby Franklin, Secretary