

NORTH TEXAS TOLLWAY AUTHORITY
Customer Service, Projects and Operations Committee Meeting Minutes
March 7, 2013

A public notice of this meeting containing all items was filed in the Office of the Secretary of State as required by Chapter 551 of the Texas Government Code, referred to as "The Open Meetings Act."

Minutes of the Customer Service, Projects and Operations Committee meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, on March 7, 2013 at 10:00 a.m.

CALL TO ORDER

Committee Chairman Nowels called the meeting to order at 10:20 a.m.

1. ESTABLISHMENT OF QUORUM

Committee Chairman Nowels established a quorum by calling the roll. The following committee members were in attendance:

Michael Nowels	Committee Chairman
Jane Willard	Member
Matrice Ellis-Kirk	Member
*Moji Haddad	Member

* Director Haddad was appointed as a member of this Committee by Chairman Barr at this meeting.

Chairman Barr, Vice Chairman Moore and Directors Elliott and Quesada were also in attendance.

NTTA employees attending the Committee meeting were: Gerry Carrigan, CEO/Executive Director; John Carreker, COO/Deputy Executive Director, Tom Bamonte, General Counsel; 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; Elizabeth Mow, Assistant Executive Director of Infrastructure; Ray Zies, Controller; Magdalena Kovats, Director of Internal Audit; Kim Tolbert, Chief Strategic Officer; Eric Hemphill, Director of Maintenance; John Bannerman, Interim Director of Customer Service; Anthony Coleman, Director of Business Diversity; Kim Jackson, Director of Public Affairs; Felix Alvarez, Director of Procurement Services; Dave Pounds, Director of Information Technology; Marty Lege, Director of System Incident Management; Carrie Rogers, Director of Government Affairs; and Nina Arias, Director of Human Resources.

Also present at the meeting representing the Authority were Frank Stevenson, Locke Lord LLC, Board Counsel; Greg Schaecher, McCall Parkhurst & Horton, Bond Counsel

to the Authority; Keith Jackson, Atkins North America, Inc., General Engineering Consultant to the Authority; Stephanie Halliday, HNTB, Project Management Consultant to the Authority; Phani Jammalamadaka, CDM Smith Associates, Traffic & Revenue Consultant to the Authority; Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority.

2. Public Comments

There were no comments.

3. Approval of the minutes from the December 6, 2012 Customer Service, Projects and Operations Committee meeting

Director Willard made a motion to approve the minutes of the December 6, 2012 Customer Service, Projects and Operations Committee meeting. Director Ellis-Kirk seconded the motion and it was approved unanimously. (Resolution No. 13-29)

4. Two-year contract with Rocket Red, Ltd. for marketing and advertising services in an amount not to exceed \$300,000.00 per year

Kim Jackson, Director of Public Affairs, presented information on a two-year contract with Rocket Red, Ltd. for marketing and advertising services in an amount not to exceed \$300,000.00 per year. The Customer Service, Projects, and Operations Committee supported the staff recommendation to approve the contract and to forward for Board action at the March 20, 2013 Board Meeting.

5. Three-year contract with Microsoft Licensing, GP for an Enterprise Agreement procured through Dell Marketing LP using the Texas Department of Information Resources' cooperative purchasing agreement in an amount not to exceed \$2,627,494.00

This item was moved to the April committee meeting agenda.

6. Three-year extension of contracts with Meridian Systems for maintenance, and support of Proliance software used for the Enterprise Project Delivery System in the amount of \$427,671.00

Dave Pounds, Director of Information Technology, presented information on a three-year extension of contracts with Meridian Systems for maintenance, and support of Proliance software used for the Enterprise Project Delivery System in the amount of \$427,671.00. The Customer Service, Projects, and Operations Committee supported the staff recommendation to approve the contract and to forward for Board action at the March 20, 2013 Board Meeting.

7. Change order with Prairie Link Constructors, LLC for the IH 30 gas station hazardous material removal for the President George Bush Turnpike - Western Extension Phase 4 project in an amount not to exceed \$337,046.41

Elizabeth Mow, Assistant Executive Director of Infrastructure, presented information on a change order with Prairie Link Constructors, LLC for the IH 30 gas station hazardous

material removal for the President George Bush Turnpike - Western Extension Phase 4 project in an amount not to exceed \$337,046.41. The Customer Service, Projects, and Operations Committee supported the staff recommendation to approve the work authorization and contract, and to forward for Board action at the March 20, 2013 Board Meeting.

8. Confirmation of prior waiver of market valuation and first option regarding the IH 30 Managed Lanes Project from Baird Farm Road to IH 35E in Dallas County

Elizabeth Mow, Assistant Executive Director of Infrastructure, presented information on a confirmation of prior waiver of market valuation and first option regarding the IH 30 Managed Lanes Project from Baird Farm Road to IH 35E in Dallas County. The Customer Service, Projects, and Operations Committee supported the staff recommendation to approve the prior waiver of market valuation and first option, and to forward for Board action at the March 20, 2013 Board Meeting.

9. Production Sharing Agreement for the Edwards Overland NW C – A Unit #29H Well in Tarrant County with XTO Energy, Inc.

Tom Bamonte, General Counsel, presented information on a production sharing agreement for the Edwards Overland NW C – A Unit #29H Well in Tarrant County with XTO Energy, Inc. The Customer Service, Projects, and Operations Committee supported the staff recommendation to approve the agreement, and to forward for Board action at the March 20, 2013 Board Meeting.

10. Summary of Monthly Project Delivery Report relating to contracts, expenditures, budgets and status of the following NTTA turnpike projects

No updates presented.

11. Executive Session

There were no items for Executive Session.

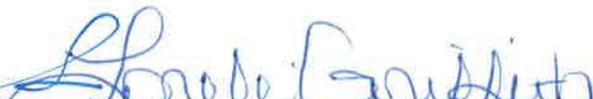
12. Discussion of possible future agenda items

There were no items brought forward. However, Director Nowels requested Board staff to send the list of possible agenda items brought forward at the February 2013 Board Retreat, to the Customer Service, Projects, and Operations Committee and Board members.

13. Adjournment

The meeting adjourned at 10:55 a.m.


Michael Nowels, Committee Chairman
Customer Service, Projects & Operations
Committee


Lorelei Griffith, Assistant Secretary