

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

**CALL TO ORDER**

Chairman Barr called the meeting to order at 9:13 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
Michael Nowels	Director
George (Tex) Quesada	Director
Jane Willard	Director

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 Infrastructure; Kim Tolbert, Chief Strategic Officer; Ray Zies, Controller; Dave Pounds, Director of Information Technology; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; Pete Havel, Director of Legislative 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; John Bannerman, Interim Director of Customer Service Center.

Also present at the meeting representing the Authority were: Frank Stevenson, Locke, Lord LLP, Board Counsel; Keith Jackson, Atkins, Inc., General Engineering Consultant to the Authority; Stephanie Halliday, HNTB Corporation, Project Management Consultant to the Authority; 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; Ron Morrison, RBC Capital Markets, Financial 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

No comments were made under this item.

4. Committee Chair reports

- A. Customer Service, Projects and Operations – March 7, 2013
- B. Finance and Audit – March 7, 2013
- C. Legal Services – March 7, 2013
- D. RTC – March 14, 2013

Director Nowels, Vice Chairman Moore and Director Denison reported on their respective committee meetings, and Elizabeth Mow, Assistant Executive Director of Infrastructure, reported on the RTC meeting.

5. Briefing on procurement of electricity services from Green Mountain Energy Company

Eric Hemphill, Director of Maintenance, provided an update on the procurement of electricity services from Green Mountain Energy Company, stating that in February the Board approved staff negotiating with three firms and two cooperative power pools to get best and final offers for electricity. Green Mountain Energy was the lowest bidder.

6. Approval of the minutes from the February 1-2, 2013 Board of Directors Retreat and the February 20, 2013 Regular Board Meeting

Director Quesada made a motion to approve the minutes of the February 1 and 2 Board Retreat minutes and the February 20, 2013 regular Board meeting. Director Nowels seconded the motion and it was approved unanimously. (Resolutions No. 13-31, 13-32, 13-33)

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

- 7. Two-year contract with Rocket Red, Ltd. for marketing and advertising services in an amount not to exceed \$300,000.00 per year
- 8. Three-year extension of contract with Meridian Systems for maintenance, and support of Proliance software used for the Enterprise Project Delivery System in the amount of \$427,671.00
- 9. 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

10. 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
11. Production Sharing Agreement for the Edwards Overland NW C – A Unit #29H Well in Tarrant County with XTO Energy, Inc.

Chairman Barr entertained a motion to approve items 7 through 11. Director Nowels made a motion to approve items 7 through 11, and Director Ellis-Kirk seconded the motion. The motion was approved unanimously. (Resolutions No. 13-34 through 13-38)

#### **ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE**

12. Investment Policy and Strategy and the authorized Financial Institutions
13. Amendments to the Debt Policy and the Interest Rate Risk Management Plan

Chairman Barr entertained a motion to approve items 12 and 13. Director Willard made a motion to approve items 12 and 13, and Vice Chairman Moore seconded the motion. Janice Davis, Assistant Executive Director of Strategic and Innovative Solutions, addressed some questions related to item 13, and the motion was then approved unanimously. (Resolutions No. 13-39, 13-40, 13-41)

14. Selection of an underwriting pool from which the NTTA could form underwriting syndicates for future NTTA financings

Director Quesada stated that he would abstain from voting on item 14.

Director Ellis-Kirk made a motion to approve item 14, and Vice Chairman Moore seconded the motion. The motion was approved 7-0, with Director Quesada abstaining. (Resolution No. 13-42)

15. Service Agreement with TIAA-CREF for provision of 401(k) and 457(b) Administrative, Trustee and Investment Services

Director Ellis-Kirk stated that she would abstain from voting on item 15.

Director Willard made a motion to approve item 15, and Director Denison seconded the motion. The motion was approved 7-0, with Director Ellis-Kirk abstaining. (Resolution No. 13-43)

#### **INDIVIDUAL ITEMS**

16. Three-year contract with Microsoft Licensing, GP for an Enterprise Agreement procured through Summus Industries, Inc., using a Texas Department of Information Resources' cooperative purchasing agreement in an amount not to exceed \$2,400,000.00

Dave Pounds, Director of Information Technology, provided a briefing on item 16, including the financial impact and diversity, and addressed questions of the Board.

Vice Chairman Moore made a motion to approve the three-year contract with Microsoft Licensing, GP, and Director Will seconded the motion. The motion was approved unanimously. (Resolution No. 13-44)

17. Approval of the revised 2014 Budget Calendar

Armando Garza, Budget and Compliance Manager, provided a briefing on the 2014 Budget calendar, highlighting dates that would impact the Board and the Finance and Audit Committee. Mr. Garza discussed the materials that would be provided for a budget workshop to be held on April 4, 2013, and he and Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions, addressed questions of the Board.

Director Ellis-Kirk made a motion to approve the Budget Calendar, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 13-45)

18. Joint resolution of NTTA and the Regional Transportation Council of the North Central Texas Council of Governments ("RTC") pertaining to the delivery of regional projects

Item 18 was considered following the Executive Session.

## **BRIEFINGS AND REPORTS**

19. Performance Metrics Report through January 2013

Ms. Davis briefed the Board on the Financial Metrics, and Ms. Mow briefed the Board on the Project Delivery metrics. Ms. Davis addressed questions of the Board.

20. Monthly Financial Report for January 2013

Ray Zies, Controller, provided a briefing on the monthly financial report for January 2013, and addressed questions of the Board.

21. Business Diversity Activity Report

A report was provided with the agenda packet.

22. Executive Director Report

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

Ms. Mow, Anthony Coleman, Director of Business Diversity, addressed questions concerning Business Diversity goals on contracts included on the Executive Director's report. Mr. Carrigan noted that Mr. Coleman would provide a report on diversity spending for 2012 at the April Board meeting.

**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. Legal implications of proposed changes to Texas Transportation Code, Chapter 366
  2. Joint RTC/NTTA resolution pertaining to the delivery of regional projects
  3. Collections litigation program
  4. IH 635 Tolling Services Agreement
  5. Outside counsel briefing on litigation with Sloan Creek II, L.L.C., relating to acquisition of right-of-way for the Sam Rayburn Tollway
- 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 evaluation

Chairman Barr called the Board into Executive Session at 10:03 a.m. and called for a recess and reconvened the meeting into open session at 1:00 p.m.

**24. Possible action on any matter deliberated in Executive Session**

Chairman Barr indicated that the Board had been briefed on item 18 and entertained a motion to approve the item. Director Denison made a motion to approve item 18, and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 13-46)

Chairman Barr reconvened the Executive Session at 1:05 p.m., and reconvened the meeting into open session at 1:55 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

**ADJOURNMENT**

The meeting adjourned at 1:56 p.m.



Kenneth Barr, Chairman



Ruby Franklin, Secretary