

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
March 21, 2012

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 21, 2012.

CALL TO ORDER

Chairman Barr called the meeting to order at 9:07 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
William D. Elliott	Director
Matrice Ellis Kirk	Director
Michael Nowels	Director
Tex Quesada	Director
Victor Vandergriff	Director
Jane Willard	Director

NTTA employees attending the meeting were: Gerry Carrigan, Interim Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, CFO/Treasurer; Dana Gibson-Boone, Director of Cash and Debt Management/Assistant Treasurer; Tom Bamonte, General Counsel; Clayton Howe, Assistant Executive Director Operations; Kim Tolbert, Assistant Executive Director Administrative Services; Magdalena Kovats, Director of Internal Audit; Ray Zies, Controller; Kiven Williams, Director of Customer Service Center; Dave Pounds, Director of Information Technology; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; Eric Hemphill, Interim Director of Maintenance; Nina Arias, Director of Human Resources; Felix Alvarez, Director of Procurement Services; Marty Legè, Director of System Incident Management; Kim Jackson, Director of Communications.

Also present at the meeting representing the Authority were: Frank Stevenson, Locke Lord, Bissell & Liddell (LLBL), Outside Counsel to the Authority; Steve Knobbe,

Stephanie Halliday, HNTB, General Engineering Consultant to the Authority; Rhett Brady, RBC Capital Markets, Financial Advisor to the Authority; Rick Porter, McCall Parkhurst & Horton (MPH), Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority; Michael Copeland, Wilbur Smith Associates (CDM Smith), Traffic & Revenue Consultant to the Authority.

2. General public comments not related to specific agenda items

No comments were made.

3. Recognition of David Bryson for 30 years of Service

Chairman Barr recognized and expressed appreciation to David Bryson, who retired after 30 years of service.

4. Comments and announcements from the Chairman and Board Members

No comments were made.

5. Committee Chair reports

- A. Customer Service, Projects and Operations – March 1, 2012
- B. Finance & Audit – March 1, 2012
- C. RTC Report

Committee Chairmen and the RTC Representative reported on their respective meetings.

ACTION ITEMS

6. Resolutions approving the minutes from (a) the February 22, 2012 Board of Directors Regular Meeting and (b) the March 1, 2012 Special Called Board of Directors Meeting

Director Quesada made a motion to approve the minutes listed in item 6, and Director Ellis-Kirk seconded the motion. The motion was approved unanimously. (Resolutions No. 12-40 and 12-41)

7. Briefing and possible action on the form of a Request for Qualifications to be used for procurement of Traffic and Revenue services

Janice Davis, CFO, provided a briefing on the scope of services for the Traffic & Revenue RFQ, and addressed questions of the Board.

Director Nowels made a motion to approve the form of the RFQ to be used for procurement of Traffic and Revenue services, and Director Denison seconded the motion. Chairman Barr noted that the Cone of Silence would go into effect immediately following the vote. The motion was approved unanimously. (Resolution No. 42)

8. Briefing and possible action on the 2013 budget calendar

Armando Garza, Budget and Compliance Manager, provided a briefing on the budget and the five-year Capital Plan calendars FY 2013, and addressed questions of the Board.

Vice Chairman Moore made a motion to approve the 2013 budget calendars and Director Ellis-Kirk seconded the motion. The motion was approved unanimously. (Resolution No. 43)

9. Briefing and possible action on a utility relocation agreement with Trinity Infrastructure, LLC, for the relocation of telecommunication fiber and associated infrastructure required for the LBJ-IH 635 Project at its intersection with the Dallas North Tollway

Frank Stevenson, LLBL, provided a briefing on the key features of the DNT/LBJ interchange utility relocation agreement, and addressed questions of the Board.

Director Quesada made a motion to approve the utility relocation agreement. Director Vandergriff seconded the motion and it was approved unanimously. (Resolution No. 12-44)

10. Briefing and possible action on a contract with Malouf & Nockels LLP for litigation services

Tom Bamonte provided a briefing on a contract with Malouf & Nockels LLP for litigation services, and addressed questions of the Board.

Director Willard made a motion to approve the contract with Malour & Nockels and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 12-45)

11. Adoption of a resolution confirming the appointment of Gerry Carrigan as the alternate NTTA representative to the SB 1420 Committee for the IH 35E project (from US 380 to IH 635)

12. Adoption of a resolution confirming the appointment Elizabeth Mow as the NTTA representative to the SB 1420 Committee for the SH 183 project (from SH 161 to IH 35E/ Trinity Parkway) and Gerry Carrigan as the alternate

Director Nowels made a motion to approve items 11 and 12, and Director Quesada seconded the motion. The motion was approved unanimously. (Resolutions No. 12-46 and 12-47)

13. Briefing and possible action on a consulting contract with Rose Porterfield Group for personnel services in an amount of \$35,000

Mr. Bamonte indicated that item 13 was a Board initiative to engage Rose Porterfield Group in a contract to perform an assessment of the Executive Director position.

Director Ellis-Kirk made a motion to approve and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution No. 12-48)

BRIEFING AND POSSIBLE ACTION ON THE FOLLOWING ITEMS RECOMMENDED FOR APPROVAL BY THE CUSTOMER SERVICE, PROJECTS AND OPERATIONS COMMITTEE

14. Approval of an Interlocal Agreement with other toll authorities to maintain the Interoperable Toll Transaction HUB

A briefing was not provided for this item, due to a presentation given in detail at the March Committee meeting.

Director Nowels made a motion to approve an Interlocal Agreement with other toll authorities and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No 12-49)

15. Approval of two letter agreements for flagging services with Fort Worth and Western Railroad for Sections 1 and 5 of Chisholm Trail Parkway, in an amount not to exceed \$1,030,000.00 and \$259,000.00 respectively

Gerry Carrigan, Interim Executive Director, stated that item 15 was moved forward to the Board by the Customer Services, Projects and Operations Committee.

Vice Chairman Moore made a motion to approve the two letter agreements and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 12-50)

BRIEFINGS AND REPORTS

16. Monthly Financial report for month ending January 31, 2012

Ray Zies, Controller, briefed the Board on the monthly financial report, and addressed questions of the Board. Mr. Zies and Ms. Davis addressed questions of the Board, and noted that there would be more charts and less numbers in the future.

17. Executive Director Reports

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

A report was provided in the agenda packet. Director Quesada requested a briefing be provided in the future on how the items in the report are approved.

- B. County Review action plan

Chairman Barr stated that staff was continuing to work on the County Review action plan, and that a second quarterly report would be scheduled for the County Judges.

18. EXECUTIVE SESSION

Chairman Barr called the Board into Executive Session at 10:18 a.m. and reconvened the meeting into open session at 10:59 p.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. Legal matters arising after agenda posting (any such matter will be referenced in open meeting)
- B. Section 551.072, to deliberate the purchase, exchange, lease, or value of real property
- a. Authorize the use of eminent domain authority for the acquisition of parcels for the Chisholm Trail Parkway Section 5:
- i. Parcel 113
A 1.260 acre tract of land situated in the J. F. Heath Survey, Abstract No. 641, Tarrant County, Texas, and being a portion of a 3.74 acre tract of land deeded by Thomas H. Law, Trustee to Texas Electric Service Company by Deed dated December 8, 1982 and recorded in Volume 7404, Page 1549 of the Deed Records of Tarrant County, Texas
- ii. Parcel 120
A 34.972 acre tract of land situated in the J. J. Albirado Survey, Abstract No. 4, City of Fort Worth, Tarrant County, Texas, and being a portion of a tract of land deeded by CL Realty, LLC to CL Texas LP by Warranty Deed dated June 23, 2003 and recorded in County Clerk's File No. D203221146 of the Deed records of Tarrant County Texas
- iii. Parcel 123
A 0.626 acre tract of land situated in the J. Korticky Survey, Abstract No. 914, City of Fort Worth, Tarrant County, Texas, and being a portion of a 7.96 acre tract of land deeded by Reed Stewart and wife, Letha Mae Stewart to Texas Electric Service

Company by Deed dated September 11, 1961 and recorded in Volume 3599, Page 588 of the Deed Records of Tarrant County, Texas

iv. Parcel 125

1. A fee simple interest in:

A 0.354 acre tract of land situated in the J. J. Albirado Survey, Abstract No. 4, City of Fort Worth, Tarrant County, Texas, and being a portion of a 13.703 acre tract of land deeded by F. P. Feltz, Jr. and wife, Dena Feltz to Texas Electric Service Company by Deed dated June 13, 1961 and recorded in Volume 3569, Page 410 of the Deed Records of Tarrant County, Texas

b. A temporary easement in:

A 0.053 acre tract of land situated in the J. J. Albirado Survey, Abstract No. 4, City of Fort Worth, Tarrant County, Texas, and being a portion of a 13.703 acre tract of land deeded by F. P. Feltz, Jr. and wife, Dena Feltz to Texas Electric Service Company by Deed dated June 13, 1961 and recorded in Volume 3569, Page 410 of the Deed Records

C. Section 551.074(a)(1), to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee.

- a. Executive Director
- b. General Counsel

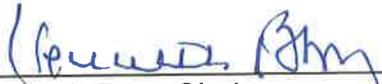
19. Possible action on any matter deliberated in Executive Session

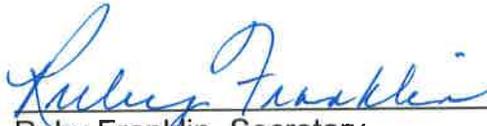
Chairman Barr entertained a motion to approve four resolutions related to possible use of eminent domain authority for the acquisition of parcels in Section 5 of the Chisholm Trail Parkway, including parcels 120, 113, 123 and 125.

Director Quesada made a motion to approve, and Director Denison seconded the motion. The motion was approved unanimously. (Resolutions No. 12-51, 12-52, 12-53, 12-72)

ADJOURNMENT

The meeting adjourned at 11:02 p.m.


Kenneth Barr, Chairman


Ruby Franklin, Secretary