

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
April 17, 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 10:00 a.m. on April 17, 2013.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:00 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 during the Executive Session.

NTTA employees attending the meeting were: Gerry Carrigan, CEO/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; 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; Armando Garza, Budget and Compliance Manager.

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.

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
- B. Finance and Audit
- C. Regional Transportation Council

Vice Chairman Moore reported on the Finance and Audit Committee meeting; Chairman Barr reported on the Customer Service, Projects and Operations Committee meeting on behalf of Committee Chairman Nowels, who was not yet participating in the meeting; and, Elizabeth Mow reported on the Regional Transportation Council meeting.

5. Approval of the minutes from the March 20, 2013 Regular Board Meeting

Director Quesada made a motion to approve the minutes of the March 20, 2013 Regular Board meeting minutes, and Director Ellis-Kirk seconded the motion. The motion was approved 8-0. (Resolution No. 13-49)

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

6. Two-year contract renewal with RFD & Associates for Oracle Unlimited License Agreement in an amount not to exceed \$4,693,420.00 for software and hardware and \$4,960,907.68 for maintenance and support

Director Willard made a motion to approve a two-year contract renewal with RFD & Associates, and Director Denison seconded the motion. After some questions were addressed, the motion was approved 8-0. (Resolution No. 13-50)

7. Five-year contract with eVerge Group, LLC for PeopleSoft consulting services in an amount not to exceed \$1,603,800.00

Director Willard made a motion to approve a five-year contract with eVerge Group, LLC, and Vice Chairman Moore seconded the motion. The motion was approved 8-0. (Resolution No. 13-51)

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE / WORKSHOP

8. One-year contract with four one-year extensions with Crowe Horwath LLP for professional auditing services in an amount not to exceed \$260,000.00 for the first year

Director Ellis-Kirk made a motion to approve a one-year contract with four one-year extensions with Crowe Horwath LLP, and Director Haddad seconded the motion. The motion was approved 8-0. (Resolution No. 13-52)

9. Amendment to the FY 2013-2017 Five-Year Capital Plan to fund a multi-year Collections Process project for 2013 and 2014 in the amount of \$2.5 million per year

Director Ellis-Kirk made a motion to approve an amendment to the FY 2013-2017 Five-Year Capital Plan, and Director Denison seconded the motion. The motion was approved 8-0. (Resolution No. 13-53)

INDIVIDUAL ITEMS

10. Adoption of the NTTA Strategic Plan covering fiscal years 2013-2017

Kim Tolbert, Chief Strategic Officer, provided a briefing on the updated five-year Strategic Plan/Strategy Map, including background and implementation activities.

Director Willard made a motion to adopt the NTTA Strategic Plan covering fiscal years 2013-2017, and Director Denison seconded the motion. (Resolution No. 13- 54)

11. Agreement with LBJ Infrastructure Group LLC regarding performance security requirements under IH 635 Tolling Services Agreement

This item was considered following the Executive Session.

12. Tolling Services Agreement term sheet with Texas Department of Transportation: North Tarrant Express 3A/3B project

This item was considered following the Executive Session.

BRIEFINGS AND REPORTS

13. 2012 Business Diversity Accomplishment and Activity Report

Anthony Coleman, Director of Business Diversity, provided a briefing on the 2012 Business Diversity accomplishments and the Activity Report. Mr. Coleman provided some history, significant D/M/WBE trends, the 2012 D/M/WBE participation, a percentage comparison of 2012 to 2011, and discussed contributing factors. Mr. Coleman and Elizabeth Mow, Assistant Executive Director of Infrastructure, addressed questions of the Board.

John Martinez, President of the Hispanic Contractors Association of DFW, was recognized for all his efforts in the accomplishments of the Business Diversity. Mr. Martinez stated that it was a team effort throughout the process.

The Board also expressed appreciation for all the efforts of Senator West, Kim Tolbert, Chief Strategic Officer, and Carrie Rogers, Director of Government Affairs in the accomplishments of Business Diversity.

14. Monthly Financial Report for February 2013

Ray Zies, Controller, provided a report on the monthly financial report for February 2013. Mr. Zies and Janice Davis, Assistant Executive Director of Strategic and Innovative Solutions, addressed questions of the Board.

15. Executive Director Report

- A. Contracts, supplements and change orders not exceeding \$300,000.00 executed in March 2013

A report was included in the agenda packet.

- B. Status of action plan in response to 2011 County Review Report

Chairman Barr noted that the Board would be meeting with the four County judges at 1:30 p.m. to provide a report on the 2011 County review.

16. EXECUTIVE SESSION

Chairman Barr called the Board into Executive Session at 10:38 a.m. and reconvened the meeting into open session at 12:05 a.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

17. Possible action on any matter deliberated in Executive Session

Ms. Davis provided a briefing on item 11 of the agenda, including background on the Tolling Services Agreement and the performance security efforts.

Director Elliott made a motion to approve item 11, and Director Willard seconded the motion. The motion was approved 9-0. (Resolution No. 13-55)

Vice Chairman Moore made a motion to approve item 12, and Director Elliott seconded the motion. The motion was approved 9-0. (Resolution No. 13-56)

ADJOURNMENT

The meeting adjourned at 12:13 p.m.



Kenneth Barr, Chairman



Ruby Franklin, Secretary