

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
April 18, 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 April 18, 2012.

CALL TO ORDER

Chairman Barr called the meeting to order at 9:04 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
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, Kevin Twining, Locke Lord, Bissell & Liddell (LLBL), Outside Counsel to the Authority; Stephanie Halliday, HNTB, General Engineering Consultant to the Authority; Rhett

Brady, RBC Capital Markets, Financial Advisor 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.

3. Comments and announcements from the Chairman and Board Members

Chairman Barr recognized and congratulated Frank Stevenson, Outside General Counsel, on being elected Chairman of the State Bar of Texas.

4. Committee Chair reports

- A. Customer Service, Projects and Operations – April 5, 2012 meeting
- B. Finance & Audit – April 5, 2012 meeting
- C. Administration – April 5, 2012 meeting
- D. RTC Report

Director Nowels, who chaired the April 5, 2012, CSPOC and F & A committee meetings, reported on those two committee meetings. As the RTC Representative for the NTTA Board, Director Nowels also reported on the RTC meeting. Director Willard, Chair of the Administration Committee, reported on the April 5, 2012 committee meeting.

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

Director Nowels made a motion to approve items 5, 6, 7 and 8, and Director Vandergriff seconded the motion. The motion was approved unanimously. (Resolutions No. 12-57 through 12-60)

- 5. Approval of selection of VRX Inc., for the Maintenance Management Consultant and authorization to negotiate a contract
- 6. Approval of a contract with SCR Construction Inc., for a joint - separation repair project on the President George Bush Turnpike at I-35E in an amount not to exceed \$551,860.35
- 7. Approval of a contract with Nortex Concrete Lift & Stabilization Inc., for the systemwide 2012 pavement profiling project in an amount not to exceed \$311,311.00
- 8. Approval of an amendment to Board Resolution No. 10-214 for the Frisco maintenance facility to authorize the payment of taxes, insurance, and operating expenses per the lease in the amount of \$298,000.00

ACTION ON THE FOLLOWING ITEM PREVIOUSLY CONSIDERED BY THE FINANCE AND AUDIT COMMITTEE

9. Briefing and possible approval of:
 - A. A Bond Resolution authorizing the issuance of NTTA System Revenue Refunding Bonds in an amount not to exceed \$600,000,000.00 and the remarketing of the Series 2008L-2 Bonds and approving an Official Statement relating to the Bonds
 - B. The 2012A Refunding Bonds Finance Plan and designation of underwriters syndicate relating to the series 2012A bonds
10. Approval of a one-year contract extension with Chase Paymentech for credit card processing services

After some discussion and questions were addressed, Director Quesada made a motion to approve items 9 and 10. Director Ellis-Kirk seconded the motion and it was approved unanimously. (Resolutions No. 12-61 through 12-63)

ACTION ON THE FOLLOWING ITEMS RECOMMENDED FOR APPROVAL BY THE ADMINISTRATION COMMITTEE

11. Approval of amended NTTA Procurement Policy

Director Willard made a motion to approve item 11 and Director Denison seconded the motion. The motion was approved unanimously. (Resolution No. 12-64)

12. Approval of an amendment to the NTTA Equal Employment Opportunity Policy to prohibit discrimination based on sexual orientation or gender identity

Maive O'Connor, addressed the Board regarding nondiscrimination against gender identity and sexual orientation.

Director Willard made a motion to approve item 12 and Director Quesada seconded the motion. The motion was approved 7-1, with Director Denison abstaining. (Resolution No. 12-65)

ACTION ITEMS

13. Briefing and possible action on agreement with Trinity Infrastructure, LLC (Developer) and LBJ Infrastructure Group, LLC (Design-Builder) for the IH 635 Intersection with the DNT required for the IH 635 (LBJ) Managed Lanes Project
14. Briefing and possible action on agreement with the Texas Department of Transportation for the IH 635 Intersection with the DNT required for the IH 635 (LBJ) Managed Lanes Project

Items 13 and 14 were discussed during Executive Session and considered under item 25.

15. Briefing and possible action on the Interlocal Agreement with Dallas County regarding the implementation of Senate Bill 469

Tom Bamonte, General Counsel, briefed the Board on the ILA with Dallas County regarding SB 469, providing some background, proposed terms and recommendation. Mr. Bamonte addressed questions of the Board.

Director Nowels made a motion to approve item 15 and Director Denison seconded the motion. The motion was approved unanimously. (Resolution No. 12-68)

16. Approval of the issuance of the Legal Services RFQ

Mr. Bamonte briefed the Board on the Legal Services RFQ, providing some background, subject matter areas, the selection process and the next steps.

Director Quesada made a motion to approve item 16 and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 12-69)

BRIEFINGS AND REPORTS

17. 2012 Employee Engagement Survey results and analysis

This item was briefed following item 22.

Kim Tolbert, Assistant Executive Director of Administrative Services, introduced Andrea Thomas, NSR, and Michelle Ford, ILS, stating that both firms were engaged to develop and implement the 2012 NTTA employee engagement survey. Ms. Thomas and Ms. Ford provided a briefing on the survey and addressed questions of the Board.

After some discussion, staff was requested to consider strategies to address the issues that were apparent in the survey results.

18. Monthly Financial report for month ending February, 2012

Ray Zies, Controller, provided a briefing on the monthly financial report. Mr. Zies, Janice Davis, CFO, and Clayton Howe, Assistant Executive Director of Operations, addressed questions of the Board.

19. Briefing on the ZipCash invoicing business rules

Mr. Howe provided a briefing on invoicing business rules, including current invoicing business rules, invoicing margins, transactions not meeting business rules, and recommendations. Mr. Howe and Ms. Davis addressed questions of the Board. After some discussion, there was a consensus of the Board to move forward with staff recommendations.

20. RITE Systems Projects Update

Mr. Howe provided a briefing on the RITE Systems Projects update, including milestone schedule adherence and testing results, and next period deliverables.

21. Briefing on the 2011 D/M/WBE Annual Accomplishments Report

Anthony Coleman, Director of Business Diversity, briefed the Board on accomplishments, including significant D/M/WBE trends, one year D/M/WBE spending, actual spending and trend comparison for 2008-2011, and next steps. Mr. Coleman and Kim Tolbert, Assistant Executive Director of Administrative Services, addressed questions of the Board.

22. Business Diversity Activity Report for April 2012

A report was provided in the agenda packet.

23. Executive Director Reports

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

A report was included in the agenda packet.

- B. County Review action plan

Mr. Carrigan indicated that staff was in the process of updating the County Review Action Plan, and that a quarterly update would be provided to the county judges in June.

24. **EXECUTIVE SESSION**

Chairman Barr called the Board into Executive Session at 11:31 a.m. and reconvened the meeting into open session at 2:26 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

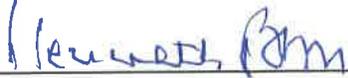
25. Possible action on any matter deliberated in Executive Session

Director Quesada made a motion to approve items 13 and 14, and Director Ellis-Kirk seconded the motion. The motion was approved unanimously. Resolutions No. 12-66, 12-67)

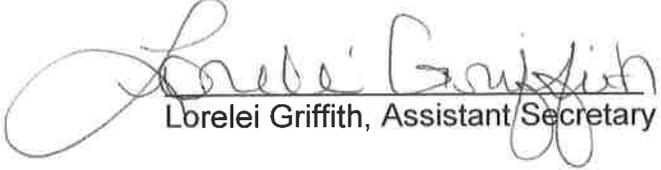
Director Denison made a motion to hire Gerry Carrigan as the Executive Director, to direct Chairman Barr, Vice Chairman Moore and Director Ellis-Kirk to negotiate an employment agreement with Mr. Carrigan, and to bring the contract back to the Board for a vote confirming the Executive Director appointment and contract. Director Vandergriff seconded the motion. After some comments of support from the Board, the motion was approved unanimously.

ADJOURNMENT

The meeting adjourned at 2:34 p.m.



Kenneth Barr, Chairman



Lorelei Griffith, Assistant Secretary