

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Meeting  
June 19, 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 Clerks of Collin County, Tarrant County, Denton County and Dallas 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 June 19, 2013.

**CALL TO ORDER**

Chairman Barr called the meeting to order at 10:11 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 Elliott	Director
Matrice Ellis-Kirk	Director
Michael Nowels	Director
George (Tex) Quesada	Director
Jane Willard	Director
Mojoy Haddad	Director

\*Director Denison participated by phone.

NTTA employees attending the meeting were: Gerry Carrigan, CEO/Executive Director; Lorelei Griffith, Secretary; Karen Madison-Ponds, 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; Horatio Porter, CFO; Magdalena Kovats, Director of Internal Audit; Elizabeth Mow, Assistant Executive Director of Infrastructure; James Hofmann, Assistant Executive Director of Operations; 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, Senior 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 representing the Authority were: Keith Jackson, Atkins, Inc., General Engineering Consultant to the Authority; Jerry Hiebert, 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; Sam Bahluli, C&M Associates, Inc., 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

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

5. Approval of the minutes from the May 15, 2013, Regular Board Meeting

Director Haddad made a motion to approve the minutes of the meeting held on May 15, 2013. Vice Chairman Moore seconded the motion, and it was approved unanimously (Resolution No. 13-76).

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

After some discussion on items 6, 8, 12 and 13, Chairman Barr entertained a motion to approve items 6 through 14. Director Haddad made a motion to approve the items, and Director Willard seconded the motion. The motion was approved unanimously, 8-0. Director Elliott was not present for the vote (Resolutions No. 13-77 through 13-85).

- 6. Contract with Rebcon, Inc., for the reconstruction of Sam Rayburn Tollway frontage road (SH 121) pavement at I-35E and Josey Lane, in an amount not to exceed \$1,730,638.76
- 7. Contract with Total Highway Maintenance, LLC, for the restriping of Sam Rayburn Tollway frontage roads (SH 121) Segments 2 and 3 and restriping of Dallas North Tollway Segment 1 ramps, in an amount not to exceed \$1,455,923.37
- 8. Work authorization with Stateside Right of Way Services, LLC, for right of way services for Dallas North Tollway improvements from President George Bush Turnpike to Sam Rayburn Tollway, in an amount not to exceed \$549,408.00

9. Contract and work authorization with Michael Baker Jr., Inc., for design services for Dallas North Tollway improvements from President George Bush Turnpike to Parker Road, in an amount not to exceed \$7,204,483.00
10. Contract and work authorization with Halff Associates, Inc., for design services for Dallas North Tollway improvements from Parker Road to Sam Rayburn Tollway, in an amount not to exceed \$7,187,654.00
11. Change orders with Texas Sterling Construction for additional work necessary to add the McPherson Blvd. intersection and tolled ramps to Chisholm Trail Parkway Section 5, in an amount not to exceed \$992,783.45
12. Amendment to lease with HNTB Corporation for space in Gleneagles Office Center, 5910 West Plano Parkway, Plano, Texas, for 18 months in the amount of \$582,447.00
13. Amendment to contract with Louthan Consulting LLC, for integrated cost management services, in an amount not exceed \$220,000.00
14. Ratification of IH 30 primacy waiver extension letter agreement with the Texas Department of Transportation (TxDOT)

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

15. Briefing on and acknowledgement of receipt of the NTTA System FY2012 audited Financial Statements and Reports

Vice Chairman Moore requested that item 15 be presented in full. Magdalena Kovats, Director of Internal Audit and Kevin Smith, Partner for Crowe Horwath, presented this item. After some discussion Chairman Barr entertained a motion to acknowledge item 15. Vice Chairman Moore made the motion, and Director Ellis-Kirk seconded the motion. The motion was approved unanimously, 9-0.

16. Approval of amended Internal Audit Charter and Internal Audit Policy Statement
17. Approval of 2014 Special Projects System Budget
18. Approval of designation of Assistant Executive Director of Strategic and Innovative Solutions as additional authorized representative under NTTA financing documents

Chairman Barr entertained a motion to approve items 16 through 18. Director Nowels made a motion to approve these items, and Director Ellis-Kirk seconded the motion. Janice Davis, Assistant Executive Director of Strategic and Innovative Solutions, addressed some questions related to item 17, and the motion was then approved unanimously, 9-0 (Resolutions No. 13-86 through 13-88).

## **INDIVIDUAL ITEMS**

19. Ratification of a contract amendment with Southwest Credit for the provision of collection agency services during the temporary grace period under Section 372.166, Texas Transportation Code, added by Senate Bill 1792 (the "SB 1792 Grace Period")
20. Ratification of a contract with Harris & Harris, Ltd., for collection agency services during the SB 1792 Grace Period

After some discussion on items 19 and 20, Chairman Barr entertained a motion to approve items 19 and 20. Director Willard made a motion to approve the items, and Director Nowels seconded the motion. The motion was approved unanimously, 9-0 (Resolutions No. 13-89 and 13-90).

## **BRIEFINGS AND REPORTS**

21. Performance Metrics Report through April 2013

Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions, reported on the financial metrics. James Hofmann, Assistant Executive Director of Operations reported on the operational metrics. Elizabeth Mow, Assistant Executive Director of Infrastructure, reported on the projects metrics.

22. Business Diversity Activity Report

A report was provided with the agenda packet.

23. Monthly Financial Report April 2013

Ray Zies, Controller, provided a briefing on the Monthly Financial Report and addressed questions from the Board.

24. Executive Director Report

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

The Executive Director's Report was included in the agenda packet.

25. **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. SH 360 Project Agreement with TxDOT

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/Goals/Performance Plan

Chairman Barr called the Board into Executive Session at 11:27 a.m. and reconvened the meeting into open session at 12:01 p.m.

19. Possible action on any matter deliberated in Executive Session

Chairman Barr entertained a motion to approve item B number 1. Vice Chairman Moore made a motion to approve, and Director Willard seconded the motion. The motion was approved 8-0. Director Denison did not participate in Executive Session (Resolution 13-91).

### **ADJOURNMENT**

The meeting adjourned at 12:03 p.m.

  
Kenneth Barr, Chairman

  
Lorelei Griffith, Secretary