

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Meeting  
June 20, 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 June 20, 2012.

**CALL TO ORDER**

Chairman Barr called the meeting to order at 9:10 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
William D. Elliott	Director
*Michael Nowels	Director
Tex Quesada	Director
Jane Willard	Director

\*Director Nowels arrived at 9:20 a.m.

NTTA employees attending the meeting were: Gerry Carrigan, 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; Elizabeth Mow, Interim Assistant Executive Director of Project Delivery; 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; Kim Jackson, Director of Communications; Felix Alvarez, Director of Procurement Services.

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; Rick Porter, 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

Bill Hoffman, New Mexico, addressed the Board concerning permits and waivers for disabled vets and those with permanent disabilities.

Chairman Barr requested Clayton Howe, Assistant Executive Director of Operations, to meet with Mr. Hoffman to discuss his issues and report back to the Board.

3. Comments and announcements from the Chairman and Board Members

Chairman Barr recognized Elizabeth Mow, Interim Assistant Executive Director of Project Delivery, and her staff for their excellent work as evidenced by receiving the 2011 Qualifications-Based Selection Merit Award from the American Council of Engineering Companies and the National Society of Professional Engineers. Chairman Barr presented Ms. Mow with the award plaque and offered congratulations to Ms. Mow and her staff.

4. Announcement of 2012 Jere W. Thompson, Jr. Scholarship recipient

Vice Chairman Moore, who served on the selection committee, announced the recipient of the 2012 Jere W. Thompson, Jr. Scholarship, Stephanie Garcia. Ms. Garcia is a member of the Texas A&M student chapter of the American Society of Civil Engineers, and currently assists the director of facilities at the Texas A&M College of Veterinary Medicine and Biomedical Sciences. In addition to receiving the Jere W. Thompson, Jr. Scholarship, Ms. Garcia is also receiving a scholarship from the Texas Association of County Engineers and Road Administrators. She is scheduled to graduate in May 2014. Ms. Garcia could not be present for the announcement due to a work commitment.

Vice Chairman Moore also recognized the generous donors who helped establish the Jere W. Thompson Scholarship who are now called the Friends of the NTTA, and explained that the scholarship was named for a former NTTA Board Member who served as the Chairman more than a decade ago.

5. Approval of the minutes from the May 16, 2012 Board Meeting and the May 23, 2012 Board Workshop

Director Quesada made a motion to approve the minutes from the May 16, 2012 Board Meeting and the May 23, 2012 Board Workshop. Vice Chairman Moore seconded the motion and it was approved unanimously. (Resolutions No. 12-95 and 12-96)

6. Committee Chair reports

- A. Customer Service, Projects and Operations – June 7, 2012 meeting
- B. Finance & Audit – June 7, 2012 meeting
- C. Administration – June 7, 2012 meeting

#### D. RTC Report

Director Nowels, Chairman of the Customer Service, Projects and Operations Committee, Vice Chairman Moore, Chairman of the Finance & Audit Committee, and Director Willard, Chairwoman of the Administration Committee, provided briefings on the committee meetings held on June 7, 2012.

Director Nowels, RTC Representative for the NTTA, provided a briefing on the RTC meeting held on June 14, 2012.

Director Quesada and Chairman Barr expressed appreciation to Director Nowels for all the time he spends attending the RTC meetings on behalf of the NTTA.

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

Items 7 and 8 were considered with one motion.

7. Purchase of an under bridge inspection unit/snooper truck from Grande Truck Center in the amount of \$368,974.00
8. Interlocal agreement with Tarrant County for the purchase and delivery of fuel from Douglass Distributing

Director Nowels made a motion to approve items 7 and 8, and Director Willard seconded the motion. The motion was approved unanimously. (Resolutions No. 12-97 and 12-98)

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

9. 2013 Special Projects System Budget

After Armando Garza, Budget and Compliance Manager, and Janice Davis, CFO, addressed some questions of the Board, Director Quesada made a motion to approve item 9. Director Willard seconded the motion and it was approved unanimously. (Resolution No. 12-99)

Items 10 and 11 were considered with one motion.

10. Approval of the NTTA System Traffic and Revenue consultant
11. Approval of the Special Projects System Traffic and Revenue consultant

After Ms. Davis addressed some questions of the Board, Director Willard made a motion to approve items 10 and 11. Vice Chairman Moore seconded the motion and it was approved unanimously. (Resolutions No. 12-100 and 12-101)

12. Contract for Public Private Partnership (P3) / Project Financial Advisor services with RBC Capital Markets

After some discussion, there was a consensus of the Board to bring item 12 back to the Board at the next meeting. Chairman Barr requested that the General Counsel, Executive Director, Board Counsel, Chairman and Director Elliott be involved in the review process before item 12 goes back to the Board.

13. Contract for General / Municipal Financial Advisory services with First Southwest Company

After some discussion and questions were addressed, Director Nowels made a motion to approve item 13. Director Quesada seconded the motion and it was approved unanimously. (Resolution No. 12-103)

#### **ITEMS RECOMMENDED FOR APPROVAL BY THE ADMINISTRATION COMMITTEE**

14. Proposed 2013 NTTA Legislative Program

Director Quesada made a motion to approve item 14, and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 12-104)

#### **OTHER ITEMS**

15. Briefing and possible action on Request for Qualifications to be used for the procurement of Program Management Consultant (PMC) services

Ms. Mow provided a briefing on the RFQ for the procurement of PMC services, including an overview, scope of services, summary, next steps and recommendation. Ms. Mow addressed questions of the Board.

Director Willard made a motion to approve item 15, and Director Quesada seconded the motion. The motion was approved 5-0. Director Elliott was out of the room when vote was taken. (Resolution No. 12-105)

16. Briefing and possible action on approval to exercise fourth of four-one year contract renewal options with Crowe Horwath LLP to provide independent financial audit services in an amount not to exceed \$314,544.00

Magdalena Kovats, Director of Internal Audit, provided a briefing on the contract renewal options with Crowe Horwath LLP for financial audit services, including background, overview, financial impact, Business Diversity goal and recommendation.

After questions were addressed by Ms. Kovats, Ms. Davis and Anthony Coleman, Director of Business Diversity, Vice Chairman Moore made a motion to approve item 16. Director Nowels seconded the motion and it was approved unanimously. (Resolution No. 12-106)

17. Briefing and possible action on Toll Violation Enforcement Initiative

Tom Bamonte, General Counsel, provided a briefing on a Toll Violation Enforcement Initiative plan, including some background and the implementation of the plan.

After some discussion and questions were addressed by Mr. Bamonte and Mr. Howe, Director Willard made a motion to approve item 17, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 12-107)

**REPORTS**

18. NTTA System FY2011 audited Financial Statements and Reports

This item was presented at the June 7, 2012, Committee meetings. No questions were asked.

19. Monthly Financial and Quarterly Investment report for April 2012

Ray Zies, Controller, briefed the Board on the monthly financial report. Mr. Zies, Mr. Carrigan, Ms. Davis and Mr. Howe addressed questions of the Board.

20. RITE Systems Project Update

This item was presented at the June 7, 2012, Committee meetings. Mr. Howe addressed some questions of the Board.

21. Business Diversity Activity Report for June 2012

A report was included in the agenda packet.

22. Strategic Performance Metrics April update

A report was included in the agenda packet.

23. Executive Director Reports

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

A report was included in the agenda packet.

B. County Review action plan

Chairman Barr announced that a Special Called Board meeting would be held later in the day, at 1:30 p.m., with the County Judges to provide an update of the County Review action plan.

**24. EXECUTIVE SESSION**

Chairman Barr called the Board into Executive Session at 11:00 a.m. and reconvened the meeting into open session at 12:10 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

**ADJOURNMENT**

The meeting adjourned at 12:11 p.m.

  
Kenneth Barr, Chairman

  
Ruby Franklin, Secretary