

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
July 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 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 July 17, 2013.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:04 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
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; Bob Schell, Assistant 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: 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; 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

A. Annual Employee Recognition Awards program

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

Chairman Barr and Gerry Carrigan, Executive Director, recognized NTTA's top performers for 2012 and presented awards. Chairman Barr and Mr. Carrigan expressed appreciation to all the employees for their hard work and contributions to the Authority.

Chairman Barr announced the recipient of the 2013 Jere W. Thompson, Jr. Scholarship, Josh Shen. Mr. Shen has also earned the State Top Ten Percent Scholarship, the Academy of Distinguished Alumni Endowed Scholarship in civil, architectural and environmental engineering; and several other well deserved grants. Mr. Shen could not be present for the announcement due to a work commitment.

4. Approval of the minutes from the June 19, 2013 Regular Board Meeting

Director Quesada made a motion to approve the minutes of the meeting held on June 19, 2013. Director Willard seconded the motion, and it was approved unanimously (Resolution No. 13-92).

INDIVIDUAL ITEMS

Chairman Barr announced that Mr. John Spargur would like to address the Board. Mr. Spargur discussed his concerns with safety issues regarding Granite Construction and their current work on Chisholm Trail. Chairman Barr thanked him for bringing this issue to the Board and assured him that the matter would be taken seriously. Chairman Barr asked Mr. Spargur to meet with Elizabeth Mow, Assistant Director of Infrastructure, who is the staff member in charge of the Granite contract in order to give her more details.

5. Interlocal Agreement with the City of Cleburne for funding of the completion of entrance and exit ramps at County Road 1125 (Industrial Blvd.) on Chisholm Trail Parkway Section 6

6. Change order with Granite Construction Company for the construction of entrance and exit ramps at County Road 1125 (Industrial Blvd.) on Chisholm Trail Parkway Section 6, in an amount not to exceed \$946,831.00

Elizabeth Mow presented on items 5 and 6. After some discussion regarding the City of Cleburne Interlocal Agreement, Chairman Barr entertained a motion to approve items 5 and 6. Director Nowels made a motion to approve these items, and Director Haddad seconded the motion. The motion was approved unanimously 9-0 (Resolutions No. 13-93 and 13-94).

Chairman Barr then announced that he would like to skip to item 10 due to the number of people attending the meeting with an interest in this item.

7. Declaration that certain NTTA properties are surplus and authorizing their sale or other disposition (list of properties attached)

Eric Hemphill, Director of Maintenance, presented on item 7 and discussed how surplus real property is determined, categories and options and which properties should be sold and which properties should be offered to abutting property owners.

After some discussion, Chairman Barr entertained a motion to approve item 7. Director Denison made a motion to approve, and Director Quesada seconded the motion. The motion was approved unanimously 9-0 (Resolution No. 13-95).

8. Extension until September 12, 2014 of printing services contract with QuestMark Information Management, Inc., in the amount of \$1,500,000.00

John Bannerman, Interim Director of Customer Service, presented this item, discussing the background, general overview and the recommendation to approve this one year extension through September 2014.

Chairman Barr entertained a motion to approve item 8. Vice Chairman Moore made a motion to approve this item, and Director Haddad seconded the motion. The motion passed unanimously 9-0 (Resolution No. 13-96).

9. Defeasance of 2011 Bond Anticipation Notes maturing on September 1, 2013 and approval of related escrow agreement

Janice Davis, Assistant Executive Director of Strategic and Innovative Solutions, presented this item. Ms. Davis discussed PGBT Western Extension bond anticipation notes and the TIFIA loan draw on this project.

After some discussion Chairman Barr entertained a motion to approve item 9. Director Ellis-Kirk made a motion to approve, and Director Nowels seconded the motion. The motion passed unanimously 9-0. (Resolution No. 13-97)

BRIEFINGS AND REPORTS

10. Procurement status briefing for the President George Bush Turnpike Eastern Extension Pilot Noise Analysis

Chairman Barr recognized several elected officials that were in attendance and who had a special interest in this item.

Elizabeth Mow presented the steps that have been taken in procuring a firm to do the President George Bush Western Extension Noise Analysis. She announced that, based on demonstrated competence and qualifications, Paul Carpenter Associates were selected. Ms. Mow then discussed next steps and stated that the consultant report was anticipated to be presented at the October Board meeting.

11. Performance Metrics Report through May 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.

12. Business Diversity Activity Report

A report was provided with the agenda packet.

13. Monthly Financial Report May 2013

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

14. 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
 - 2. Tolling Services Agreement with TxDOT for North Tarrant Express Segments 3A and 3B

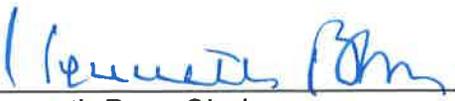
Chairman Barr called the Board into Executive Session at 11:57 a.m. and reconvened the meeting into open session at 12:35 p.m.

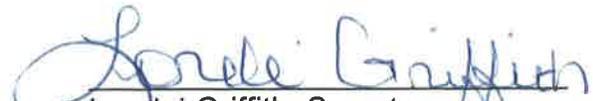
19. Possible action on any matter deliberated in Executive Session

No action was taken after Executive Session

ADJOURNMENT

The meeting adjourned at 12:36 p.m.


Kenneth Barr, Chairman


Lorelei Griffith, Secretary