

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
August 15, 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 August 15, 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
*Dave Denison	Director
Matrice Ellis-Kirk	Director
Michael Nowels	Director
George (Tex) Quesada	Director
Victor Vandergriff	Director
Jane Willard	Director

*Director Denison participated by telephone

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; Kim Tolbert, Assistant Executive Director of Administrative Services; Elizabeth Mow, 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, Director of Maintenance; Nina Arias, Director of Human Resources; Kim Jackson, Director of Communications; Felix Alvarez, Director of Procurement Services; Marty Legè, Director of System Incident Management.

Also present at the meeting representing the Authority were: Frank Stevenson, Locke, Lord LLP, Board Counsel; Stephanie Halliday, HNTB, General Engineering Consultant to the Authority; Greg Schaecher, McCall Parkhurst & Horton (MPH), Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority; Dan Heimowitz, RBC Capital Markets; Financial Consultant 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. Introduction of the new NTTA Business Diversity Advisory Council (BDAC) members and recognition of outgoing members

Chairman Barr introduced the outgoing members of the BDAC, and presented each one with a plaque and resolution. He expressed appreciation to the outgoing members for all the time they had devoted to the NTTA while serving on the Council. Chairman Barr also expressed appreciation to Alan Sims, former NTTA Board Member, Kim Tolbert, Assistant Executive Director of Administrative Services, and Anthony Coleman, Director of Business Diversity for all their efforts. Chairman Barr introduced four new members of the BDAC, and recognized the other members of the Council who were present.

5. Employee Recognition Program

Chairman Barr and Gerry Carrigan, Executive Director, recognized the NTTA's top performers for 2011, and presented awards. Chairman Barr and Mr. Carrigan expressed appreciation to all the employees for their hard work and contributions. Mr. Carrigan and staff recognized employees who have achieved milestone anniversaries.

6. Approval of the minutes from the July 18, 2012, Regular Board Meeting

Director Willard made a motion to approve the minutes from the July 18, 2012, Regular Board meeting, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution No. 12-118)

7. Committee Chair reports

- A. Customer Service, Projects and Operations – August 2, 2012 meeting
- B. Finance & Audit – August 2, 2012 meeting
- C. RTC Report

Director Nowels briefed the Board on the Customer Service, Projects and Operations Committee meeting on held on August 2, 2012, and the RTC meeting held on August 9, 2012.

Vice Chairman Moore briefed the Board on the Finance and Audit Committee meeting held on August 2, 2012.

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

Items 8, 9, 10 and 11 were considered with one vote.

Director Vandergriff made a motion to approve items 8, 9, 10 and 11, and Director Ellis-Kirk seconded the motion. The motion was approved unanimously. (Resolutions No. 12-119 through 12-122)

8. Change order with Webber, LLC for Chisholm Trail Parkway Section 2 drainage revisions in an amount not to exceed \$489,700.00
9. Purchase of Dell servers through Texas Department of Information Resources (DIR) cooperative purchase agreement in an amount not to exceed \$400,000.00
10. Purchase of EMC2 electronic storage hardware through Texas DIR cooperative purchase agreement in an amount not to exceed \$3,092,639.00

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

11. Exercise the first one-year contract renewal option of the QuestMark Printing Services contract for printing services in an amount not to exceed \$1,500,000.00

INDIVIDUAL ITEMS

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

Director Nowels made a motion to approve item 12 and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 12-123)

BRIEFINGS

13. MAP-21 Transportation Infrastructure Finance and Innovation Act (TIFIA) Project Application

Elizabeth Mow, Assistant Executive Director of Project Delivery, and Janice Davis, CFO, briefed the Board on the MAP-21 TIFIA Project Applications, including background, provision, eligibility requirement and next steps. Ms. Mow and Ms. Davis addressed questions of the Board.

REPORTS

14. Monthly Financial Report / Quarterly Investment Report June 2012

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

Dana Gibson-Boone, Director of Cash and Debt Management, provided a briefing on the Quarterly Investment Report, and addressed questions of the Board.

15. Business Diversity Activity Report

A report was provided in the agenda materials.

16. Performance Metrics Report through 2nd Quarter 2012

Mr. Carrigan indicated that the Performance Metrics Report had been supplemented with additional graphs and charts to show trends.

Janice Davis, CFO, provided a briefing on the financial metrics; Clayton Howe, Assistant Executive Director of Operations, provided a briefing on the operational metrics; Kim Tolbert, Assistant Executive Director of Administrative Services, provided a briefing on the administrative metrics; and, Elizabeth Mow, Assistant Executive Director of Project Delivery, provided a briefing on the projects metrics.

17. Executive Director Reports

- A. Report on contracts, supplements, and orders not exceeding \$300,000.00, executed in June 2012
- B. County Review action plan

Materials were provided in the agenda packet.

18. EXECUTIVE SESSION

Chairman Barr called the Board into Executive Session at 10:55 a.m. and reconvened the meeting into open session at 1:48 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

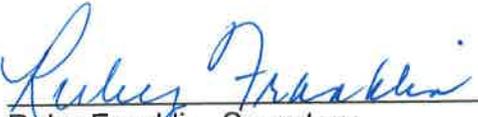
19. Possible action on any matter deliberated in Executive Session

No items were considered following the Executive Session.

ADJOURNMENT

The meeting adjourned at 1:50 p.m.


Kenneth Barr, Chairman


Ruby Franklin, Secretary