

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
September 19, 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 September 19, 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
William Elliott	Director
*Michael Nowels	Director
George (Tex) Quesada	Director
Victor Vandergriff	Director
Jane Willard	Director

*Director Nowels 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; Ron Morrison, 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.

3. Comments and announcements from the Chairman and Board Members

Chairman Barr recognized Felix Alvarez, Director of Procurement Services, and congratulated Mr. Alvarez and the Procurement Department staff on being named as a recipient of the 17th Annual Achievement of Excellence in Procurement Award by the National Procurement Institute. Chairman Barr expressed appreciation to the Procurement Services Department for their excellent service to the NTTA.

4. Approval of the minutes from the August 15, 2012, Regular Board Meeting

Director Quesada made a motion to approve the August 15, 2012, meeting minutes, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 12-127)

5. Committee Chair reports

- A. Customer Service, Projects and Operations – September 6, 2012 meeting
- B. Finance & Audit – September 6, 2012 meeting
- C. Administration – September 6, 2012 meeting
- D. RTC Report – September 13, 2012 meeting

Reports were provided in the agenda materials.

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

Chairman Barr stated that item 10 would be considered separately. He then entertained a motion for approval of items 6, 7, 8, 9 and 11.

Director Willard made a motion to approve items 6, 7, 8, 9 and 11, and Director Quesada seconded the motion. The motion was approved unanimously. (Resolutions No. 12-128 through 12-131, and Resolution No. 12-133)

6. Approval of a contract with Unicare Building Maintenance, Inc., for janitorial services for the Gleneagles facilities for an initial term of three years in an amount of \$477,000.00

7. Approval of a change order with Roy Jorgenson Associates for total routine maintenance services for the Mountain Creek Lake Toll Bridge for an amount of \$568,750.00
8. Approval of an interlocal agreement with TxDOT for TxDOT's temporary use of NTTA fiber optic cable
9. Approval of procurement of consulting services with Catapult Systems for installation of Microsoft System Center Operations Manager (SCOM) in an amount not to exceed \$170,000.00
10. Adoption of administrative rules providing for a ban on vehicles of repeat toll violators accessing NTTA toll roads

Tom Bamonte, General Counsel, provided a briefing on administrative rules providing for a ban on vehicles of repeat toll violators accessing NTTA toll roads, including toll enforcement initiatives, the proposed administrative rules and implementation. Mr. Bamonte addressed questions of the Board.

Director Vandergriff made a motion to approve item 10 and Director Willard seconded it. The motion was approved unanimously. (Resolution No. 12-132)

11. Approval of the Program Management Consultant (PMC) selection

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

Chairman Barr entertained a motion to approve items 12, 13, 14, 15 and 16.

Director Willard made a motion to approve items 12, 13, 14, 15 and 16, and Director Denison seconded the motion. The motion was approved 8-0. Director Elliott was not present when vote was taken. (Resolutions No. 12-134 through 12-138)

12. Approval of the TexasTERM Local Government Investment Pool as an authorized investment for NTTA funds
13. Exercise the first one year contract renewal of the Wells Fargo Bank Depository Services Contract
14. Approval of a bond resolution authorizing the issuance of NTTA System Revenue Refunding Bonds in an amount not to exceed \$155 million for the refunding of 2008L-2 and 2003A bonds, approving an Official Statement for the Bonds, and approving an underwriting syndicate for the Bonds
15. Approval of a contract with CDM Smith Associates for System Traffic & Revenue Engineering Services for an initial three-year term and in an annual amount of \$1.1 million

16. Approval of a contract with C&M Associates, Inc., for Special Projects System Traffic & Revenue Engineering Services for an initial three-year term and in an annual amount of \$600,000.00

INDIVIDUAL ITEMS

17. Briefing and possible action on the form of Request for Qualifications to be used for the procurement of General Engineering Consultant (GEC) Services

Elizabeth Mow, Assistant Executive Director of Project Delivery, provided an overview of the scope of services for the GEC.

Vice Chairman Moore made a motion to approve item 17 and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 12-139)

18. Election of NTTA Officers
 - A. Chairman
 - B. Vice Chairman
 - C. Secretary
 - D. Assistant Secretary
 - E. Treasurer
 - F. Assistant Treasurer

Director Denison made a motion to reelect by acclamation the current slate of officers: Kenneth Barr, Chairman; Bill Moore, Vice Chairman; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, Treasurer; and, Dana Gibson-Boone, Assistant Treasurer. Director Quesada seconded the motion and it was approved unanimously. (Resolutions No. 12-140 through 12-145)

BRIEFINGS AND REPORTS

19. 2013 Employee health and other related benefits

Kim Tolbert, Assistant Executive Director of Administrative Services, provided a briefing on the results of the third-party review of NTTA benefits by Holmes and Murphy. Nina Arias, Director of Human Resources, provided a briefing on 2013 benefits for active employees, as well as retirees. Ms. Tolbert and Ms. Arias addressed questions of the Board.

20. Monthly Financial Report for July 2012

Ray Zies, Controller, provided a briefing on the monthly financial report and addressed questions of the Board.

21. Performance Metrics Report through July 2012

Financial Metrics Graphs was provided by Janice Davis; Operational Metrics Graphs was provided by Clayton Howe; Administrative Metrics Graphs was provided by Kim Tolbert; Project Delivery Metrics Spreadsheet was provided by Elizabeth Mow.

22. Business Diversity Activity Report

A report was provided in the agenda materials.

23. Executive Director Reports

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

Reports were provided in the agenda materials.

24. **EXECUTIVE SESSION**

Chairman Barr called the Board into Executive Session at 10:43 a.m. and reconvened the meeting into open session at 12:55 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

No action was taken.

ADJOURNMENT

The meeting adjourned at 12:56 p.m.



Kenneth Barr, Chairman


Ruby Franklin, Secretary