

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
October 17, 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 October 17, 2012.

CALL TO ORDER

Chairman Barr called the meeting to order at 9:08 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
William Elliott	Director
George (Tex) Quesada	Director
Victor Vandergriff	Director
Jane Willard	Director

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; Phani Jammalamadaka, 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

4. Acknowledgement of receipt of the Government Finance Officers Association's (GFOA) Certificate of Achievement for Excellence in Financial Reporting, awarded to the NTTA for the Special Project System's 2011 Comprehensive Annual Financial Report

Ray Zies, Controller, introduced the Accounting staff and expressed appreciation for the award of GFOA's Certificate of Achievement for Excellence in Financial Reporting.

5. Approval of a resolution supporting the Cooperative Inclusion Plan with TxDOT and contractor associations to increase business diversity within heavy highway contracting

Chairman Barr stated that the NTTA had been working diligently during the past few years to increase the diversity among the various businesses and individuals, and called on Kim Tolbert, Assistant Executive Director of Administrative Services, to present the Cooperative Inclusion Plan (CIP) with TxDOT and contractor associations.

Ms. Tolbert stated that the CIP is a comprehensive and consolidated approach to address the challenges and opportunities within the heavy highway industry, with target groups including minority businesses, woman-owned businesses, historically underutilized businesses, small businesses and disadvantaged businesses. Five major components include education, access, availability, capacity and utilization. Ms. Tolbert explained the next steps and addressed questions of the Board.

Chairman Barr recognized Senator Royce West, expressing appreciation for all the Senator's efforts and involvement in the CIP.

Senator West addressed the Board, expressing appreciation to the Board and staff for their efforts in looking at the issues and taking corrective action. He encouraged the Board to approve the resolution.

Director Ellis-Kirk made a motion to approve the resolution supporting the CIP and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 12-149)

6. Approval of the minutes from the September 19, 2012, Regular Board Meeting

Director Willard made a motion to approve the minutes and Director Quesada seconded the motion. The motion was approved unanimously. (Resolution No. 12-150)

7. Committee Chair reports

- A. Customer Service, Projects and Operations (CSPOC) – October 4, 2012
- B. Finance & Audit (F&A) – October 4, 2012
- C. Legal Services (LS) – October 4, 2012
- D. RTC Report – October 11, 2012

Reports were provided in the agenda materials for the CSPOC, F&A and RTC meetings. Vice Chairman Moore reported on the F&A Committee meeting, and Director Denison reported on the LS Committee meeting.

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

8. Approval of a request by the City of Frisco for a variance from the NTTA Sign Policy

Eric Hemphill, Director of Maintenance, and Elizabeth Mow, Assistant Executive Director of Project Delivery, addressed questions of the Board.

Director Denison made a motion to approve the variance and Director Vandergriff seconded the motion. The motion was approved unanimously. (Resolution No. 12-151)

ITEM RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

9. Approval of the 2013 Preliminary Budget

Director Vandergriff made a motion to approve the 2013 Preliminary Budget and Director Denison seconded the motion. The motion was approved unanimously. (Resolutions No. 12-152 and 12-153)

ITEM RECOMMENDED FOR APPROVAL BY THE LEGAL SERVICES COMMITTEE

10. Delegation of authority to General Counsel - Locke Lord LLP retention on certain matters

Director Denison made a motion to approve delegation of authority to General Counsel – Locke Lord LLP retention on certain matters. Director Willard seconded the motion and the motion was approved unanimously. (Resolution No. 12-154)

INDIVIDUAL ITEMS

11. SH 360 and Trinity Parkway Project Delivery Options

Elizabeth Mow, Assistant Executive Director of Project Delivery, provided an overview of the SH 360 project, and discussed project delivery options for SH 360 and the Trinity Parkway Project. Ms. Mow and Janice Davis addressed questions of the Board.

Director Vandergriff made a motion to approve SH 360 and Trinity Parkway project delivery options and Director Ellis-Kirk seconded the motion. The motion was approved unanimously. (Resolution No. 12-155)

BRIEFINGS AND REPORTS

12. Performance Metrics Report through August 2012

Janice Davis, CFO, provided a report on Financial Metrics; Clayton Howe, Assistant Executive Director of Operations, provided a report on Operational Metrics; Kim Tolbert, Assistant Executive Director of Administrative Services, provided a report on Administrative Metrics; Elizabeth Mow, Assistant Executive Director of Project Delivery, provided a report on Project Delivery Metrics.

13. Monthly Financial Report for August 2012

The report was provided at the Finance & Audit Committee meeting on October 4, 2012.

14. Business Diversity Activity Report

A report was provided in the agenda materials.

15. Executive Director Reports

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

Gerry Carrigan, Executive Director, reported on the County Review Report action plan, stating that progress had been made and that the third quarter report would be provided to the Board.

16. EXECUTIVE SESSION

Chairman Barr called the Board into Executive Session at 10:04 a.m. and reconvened the meeting into open session at 11:33 a.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

17. Possible action on any matter deliberated in Executive Session

No action was taken.

ADJOURNMENT

The meeting adjourned at 11:34 a.m.


Kenneth Barr, Chairman


Ruby Franklin, Secretary