NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
November 14, 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 November 14, 2012.

CALL TO ORDER

Vice Chairman Moore called the meeting to order at 9:07 a.m.

1. Establishment of Quorum

Vice Chairman Moore 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

*Chairman Barr arrived at 9:27 a.m.; Director Ellis-Kirk arrived at 10:13 a.m.; Director Vandergriff arrived at 10:21 a.m.

NTTA employees attending the meeting were: Gerry Carrigan, Executive Director; John Carreker, Deputy 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.

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; 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

Neither comments nor announcements were made.

4. Acknowledgement of the Regional Hispanic Contractors Association 2012 Luna Award for Outstanding Executive, awarded to Kimberly Tolbert, Assistant Executive Director, Administrative Services

Director Quesada recognized Kim Tolbert and congratulated her on receiving the Regional Hispanic Contractors Association 2012 Luna Award for Outstanding Executive. Director Quesada expressed appreciation to Ms. Tolbert for all her efforts related to the diversity program.

5. Acknowledgement of the Asian American Contractors Association of Texas' 2012 Moon Award, awarded to Anthony Coleman, Director of the Business Diversity Department

Director Quesada recognized Anthony Coleman and congratulated him on receiving the Asian American Contractors Association of Texas' 2012 Moon Award, and expressed appreciation to him for all his efforts related to the diversity program.

6. Acknowledgement of the Texas Comptroller of Public Accounts' 2012 Gold Leadership Circle Award for financial transparency, awarded to the NTTA

Vice Chairman Moore acknowledged the awarding of the Texas Comptroller of Public Accounts' 2012 Gold Leadership Circle Award for financial transparency to the NTTA for the second year in a row, and noted that the award is Texas' highest honor for online public access to financial documents. Vice Chairman Moore recognized staff in the Finance, Payroll and Communications departments for ensuring that NTTA financial information is posted to the NTTA website in a timely manner.

Gerry Carrigan, Executive Director, introduced John Carreker, the new NTTA Deputy Executive Director. Mr. Carreker stated that he was honored to be a part of the NTTA and looked forward to working with everyone.

Vice Chairman Moore extended a welcome to Mr. Carreker.

7. Approval of the minutes from the October 17, 2012 Regular Board Meeting and the October 17, 2012 Budget Workshop

Director Quesada made a motion to approve the minutes, and Director Denison seconded the motion. The motion was approved 5-0. (Resolutions No. 12-156 and 12-157)

8. Committee Chair Reports

A. RTC Report – October 11, 2012

A report was provided in the agenda packet.

INDIVIDUAL ITEMS

9. A contract with Oracle America, Inc., for enterprise software maintenance and support for 2013 in the amount of $516,539.04

Dave Pounds, Director of Information Technology, provided a briefing on a contract with Oracle America, Inc., including financial impact and business diversity, and addressed questions of the Board.

Director Willard made a motion approve the contract, and Director Quesada seconded the motion. The motion was approved 5-0. (Resolution No. 12-158)

10. A five-year contract with Integrated Access Systems for software support and integration services related to C*Cure software and related physical security components in an amount not to exceed $725,000.00

Mr. Pounds provided a briefing of the contract with Integrated Access Systems, including background, overview, financial impact, business diversity and recommendations. Mr. Pounds addressed questions of the Board.

Chairman Barr arrived at 9:27 a.m. and began chairing the meeting.

Vice Chairman Moore made a motion to approve the contract, and Director Willard seconded the motion. The motion was approved 6-0. (Resolution No. 12-159)

11. A contract with TranSystems Corporation Consultants for investigation, plans, specifications, and engineer's estimate for the stabilization of MSE retaining walls (301-307) on the President George Bush Turnpike between Josey Lane and Kelly Boulevard in an amount not to exceed $2,772,474.44

12. A contract with White Hawk Engineering & Design, LLC, for investigation, plans, specifications and engineer's estimate for the stabilization of MSE retaining walls (1R, 2L, 2R, RW-A) on the President George Bush Turnpike at Gateway Drive in an amount not to exceed $1,218,652.26

Eric Hemphill, Director of Maintenance, provided a briefing on items 11 and 12, including background, overview and recommendations.

Director Quesada made a motion to approve items 11 and 12, and Vice Chairman Moore seconded the motion. The motion was approved 6-0. (Resolutions No. 12-160 and 12-161)

13. A contract and 2013 work authorization with HNTB Corporation for Program Management Consultant (PMC) Services

Elizabeth Mow, Assistant Executive Director of Project Delivery, provided a briefing on a contract and 2013 work authorization with HNTB Corporation, including background, procurement process, overview of the contract and recommendations. Ms. Mow addressed questions of the Board.

Vice Chairman Moore made a motion to approve a contract and 2013 work authorization with HNTB Corporation for PMC services. Director Willard seconded the motion and it was approved 6-0. (Resolution No. 12-162)

14. Three contracts for construction of landscape and irrigation improvements on President George Bush Turnpike Eastern Extension for:

    A. Section 28 with Greener Pastures Landscape, Inc., at a cost not to exceed $706,191.25,
    B. Section 29 with Greener Pastures Landscape, Inc., at a cost not to exceed $564,855.67, and
    C. Sections 30-32 with Legends Landscapes, LLC, at a cost not to exceed $1,185,300.00

Ms. Mow briefed the Board on the three contracts for construction of landscape and irrigation improvements on the PGBT Eastern Extension, including overview, contract description and recommendations. Ms. Mow addressed questions of the Board.

Director Quesada made a motion to approve the three contracts, and Director Willard seconded the motion. The motion was approved 6-0. (Resolutions No. 12-163 through 12-165)

BRIEFINGS AND REPORTS

15. Monthly Financial Report and Quarterly Investment Report for September 2012

Ray Zies, Controller, briefed the Board on the Financial Report, and Dana Gibson-Boone, Director of Debt and Cash Management, briefed the Board on the Investment Report. Mr. Zies, Ms. Gibson-Boone and Clayton Howe, Assistant Executive Director of Operations, addressed questions of the Board.

16. Performance Metrics Report through September 2012

Janice Davis, CFO, presented the Financial performance metrics report; Mr. Howe presented the Operational performance metrics report; Ms. Tolbert presented the Administrative performance metrics report; and, Ms. Mow presented the Projects performance metrics report.

17. Business Diversity Activity Report

Anthony Coleman, Director of Business Diversity, noted some highlights of the Business Diversity report, including a D/M/WBE serving in the prime capacity, and several projects in landscaping areas having 25% diversity goals.

18. Executive Director Reports

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

Mr. Carrigan noted that the report to the County Judges was completed and disseminated on October 31, 2012, and that as of that report, the implementation efforts from the report recommendations was 96% complete.

19. **EXECUTIVE SESSION**

Chairman Barr called the Board into Executive Session at 10:30 a.m. and reconvened the meeting into open session at 12:40 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

20. Possible action on any matter deliberated in Executive Session

No action was taken.

ADJOURNMENT

The meeting adjourned at 12:41 p.m.

Kenneth Barr, Chairman

Ruby Franklin, Secretary