

NORTH TEXAS TOLLWAY AUTHORITY  
Finance & Audit Committee Meeting Minutes  
December 6, 2012

A public notice of this meeting containing all items was filed in the Office of the Secretary of State as required by Chapter 551 of the Texas Government Code, referred to as "The Open Meetings Act."

Minutes of the Finance & Audit Committee meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, on December 6, 2012 at 10:30 a.m.

**CALL TO ORDER**

Committee Chairman Moore called the meeting to order at 11:10 a.m.

**1. ESTABLISHMENT OF QUORUM**

Committee Chairman Moore established a quorum by calling the roll. The following committee members were in attendance:

William Moore	Committee Chairman
Michael Nowels	Member
Bill Elliott	Member
*Matrice Ellis-Kirk	Member

\* Director Ellis-Kirk participated telephonically

Directors Willard and Quesada were also in attendance.

NTTA employees attending the Committee meeting were: Gerry Carrigan, Executive Director; John Carreker, Deputy Executive Director; Tom Bamonte, General Counsel; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, Chief Financial Officer/Treasurer; Dana Boone, Director of Cash and Debt Management/Assistant Treasurer; Clayton Howe, Assistant Executive Director of Operations; Kim Tolbert, Assistant Executive Director of Administrative Services; Ray Zies, Controller; Magdalena Kovats, Director of Internal Audit; Eric Hemphill, Director of Maintenance; John Bannerman, Director of Customer Service Center; Marty Legè, Director of System Incident Management; Anthony Coleman, Director of Business Diversity; Kim Jackson, Director of Communications; Carrie Rogers, Director of Government Affairs; Dave Pounds, Director of Information Technology; Felix Alvarez, Director of Procurement Services; and Nina Arias, Director of Human Resources.

Also present at the meeting representing the Authority were Frank Stevenson, Locke Lord LLC, Board Counsel; Greg Schaecher, McCall Parkhurst & Horton, Bond Counsel to the Authority; Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority; Stephanie Halliday, HNTB, General Engineering Consultant to the Authority; Michael Copeland, Wilbur Smith Associates, Traffic and Revenue Consultant to the Authority.

2. General public comments not related to specific agenda items

No comments were made under this item.

3. Approval of the minutes from the October 4, 2012 Finance and Audit Committee meeting

Director Nowels made a motion to approve the minutes of the October 4, 2012 Finance and Audit Committee meeting, and Director Elliott seconded the motion. The minutes were approved unanimously. (Resolution No. 12-169)

4. Final Preliminary Budget Review

Armando Garza, Budget and Compliance Manager, presented the final preliminary budget review. He provided an overview of 2013 final budget numbers. Mr. Garza compared 2012 and 2013 numbers and explained the deltas – noting increases in Estimated Revenues, Total Net Debt Service, and Estimated Capital Improvement Fund deposits as well as decreases in the Operating budget, Estimated Coverage for All Debt, and Reserve Maintenance Fund deposits. Estimated coverage for the First Tier held steady. He discussed changes between the 2013 Preliminary Budget and Final Budget, revealed the budgetary impact of adding Strategic and Innovative Solutions (SIS), affirmed the addition of SIS which addresses Alvarez & Marsal recommendations, and concluded with questions from the Committee.

Director Quesada commented that he appreciated the budget workshop. The 2013 budget was unanimously approved for recommendation to the Board.

5. Approval of a First Amendment to Construction, Operation, and Maintenance Agreement for the President George Bush Turnpike

Kevin Twining, Partner with Locke Lord, presented the First Amendment to Construction, Operation, and Maintenance Agreement for the PGBT. TxDOT and the RTC are entering into the transaction to replenish the funds in the SIB and to afford the RTC an opportunity to earn a higher rate of return on the funds held in the SRT account. There is no change in the NTTA's obligations. He concluded with questions from the Committee. The Amendment was unanimously approved for recommendation to the Board.

6. Monthly Financial Report for October 2012

Ray Zies, Controller, presented the MFR for October 2012. Mr. Zies highlighted positive factors related to the cumulative system cash flow projection, AVI growth, ZipCash collection status, percentage of invoices billed in the current month, Aging, and decrease in receivables turnover. He pointed out that we were below budget for year to date expenses because of good planning, execution, and weather. The departments were not asked to defer any required expenses. He also noted the reduction in projected versus actual transactions for the Special Projects System (SPS).

7. EXECUTIVE SESSION

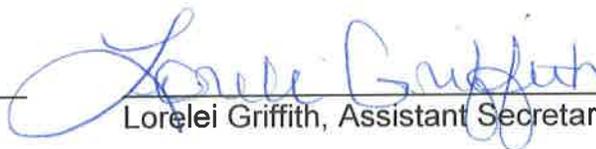
An Executive Session was not held.

**ADJOURNMENT**

The meeting adjourned at 11:30 a.m.



William Moore, Committee Chairman  
NTTA Finance & Audit Committee



Lorelei Griffith, Assistant Secretary