NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
December 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 December 19, 2012.

CALL TO ORDER

Chairman Barr called the meeting to order at 9:07 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

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; 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 and Marketing; Felix Alvarez, Director of Procurement Services; Marty Legè, Director of System Incident Management; John Bannerman, Interim Director of Customer Service.

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

A. 2013 Committee and Board meeting schedule

Chairman Barr recognized and extended a welcome to Hugh Coleman, Denton County Commissioner.

Chairman Barr reported on his speech to the Senate Transportation Committee in Austin on December 18, 2012, concerning toll collection remedies. The Chairman expressed appreciation to Mr. Carrigan and staff for their support, and stated that the committee members understood the issues facing toll collections.

Chairman Barr noted that a 2013 Committee and Board meeting schedule was included in the agenda packet, and asked that the Board Members review and report any foreseen problems with any of the dates.

4. "From the Employee's Point of View" video presentation

Kim Jackson, Director of Communications and Marketing, introduced a video produced by the Communications team showing the organization from the employees' point of view.

Chairman Barr expressed appreciation to Ms. Jackson and her team.

5. Approval of the minutes from the November 14, 2012 Regular Board Meeting

Director Quesada made a motion to approve the November 14, 2012 minutes and Vice Chairman Moore seconded the motion. The motion was approved unanimously, 8-0. (Resolution No. 12-170)

6. Committee Chair Reports

A. Customer Service, Projects and Operations – December 6, 2012
B. Finance and Audit – December 6, 2012
C. Administration – December 6, 2012
D. Legal Services – December 6, 2012
E. RTC Report – December 13, 2012

Director Nowels reported on the December 6, 2012, CSPOC meeting; Director Nowels and Elizabeth Mow, Assistant Executive Director of Project Delivery, reported on the December 13, 2012 RTC meeting; Vice Chairman Moore reported on the December 6,

2012, F & A Committee meeting; Director Willard reported on the December 6, 2012, Administration Committee meeting; and, Director Denison reported on the December 6, 2012, Legal Services Committee meeting.

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

7. One-year purchase order with TransCore LP for TollTag transponders in an amount not to exceed $6,840,600.00

8. Three-year contract with iDigg Apps for a tolling customer service mobile application in an amount not to exceed $458,000.00

9. One-year contract with RFD & Associates through the Texas Department of Information Resources' Deliverables-Based Information Technology Services (DBITS) cooperative purchasing contract for Intelligent Transportation Systems (ITS) Program Management and Enterprise Project Delivery System (EPDS) Support in an amount not to exceed $1,397,000.00

10. 2013 Work Authorization with Jacobs Engineering Group Inc. for Corridor Management Services on Chisholm Trail Parkway in an amount not to exceed $2,373,344.00

11. 2013 Work Authorization with HDR Engineering, Inc. for Corridor Management Services on President George Bush Turnpike Western Extension, in an amount not to exceed $546,156.00

12. Authorization to negotiate a three-year contract with Atkins North America, Inc. for General Engineering Consultant (GEC) Services, subject to final Board approval

Director Willard made a motion to approve items 7 through 12. Director Nowels seconded the motion and it was approved unanimously. Director Nowels noted that this action completes the process of renewing or reprocuring all of the major consulting contracts. (Resolutions No. 12-171 through 12-176)

Chairman Barr stated that the renewing or reprocuring of the major consulting contracts was an important and significant recommendation coming out of the County review. He expressed appreciation to Mr. Carrigan, staff and the Board Members on a great accomplishment.

ITEM RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

13. Final approval 2013 Budget

Director Ellis-Kirk made a motion to approve the 2013 Budget and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolutions No. 12-177 and 12-178)

Chairman Barr expressed appreciation to Armando Garza and staff on a job well done.

Director Ellis-Kirk commended staff for holding additional budget workshops, stating that they were very helpful.

ITEMS RECOMMENDED FOR APPROVAL BY THE LEGAL SERVICES COMMITTEE

14. One-year contract renewals with existing outside counsel

    A. Locke Lord LLP
    B. Mahomes Bolden PC
    C. McCall Parkhurst Horton LLP

Director Denison asked that item 14. A be taken separately. He then made a motion to approve item 14.A and Director Vandergriff seconded the motion. After some discussion concerning rates and questions were addressed, the motion was approved unanimously.

After some discussion concerning including designating bond attorney, and questions were addressed, Chairman Barr suggested that items 14. B and C be approved as presented and that the issue of bond attorney go back to the Legal Services Committee for further study on the term of the contracts and commitment for bond counsel.

Director Denison made a motion to approve what is being recommended by staff at this time, and that the Legal Services Committee discuss terms, duties and fees for bond counsel to include bond sales. Director Quesada seconded the motion and it was approved unanimously. (Resolutions No. 12-179, 12-180 and 12-181)

BRIEFINGS AND REPORTS

15. Monthly Financial Report for October 2012

Ray Zies, Controller, provided a briefing on the monthly financial report for October 2012, and addressed questions of the Board.

16. Performance Metrics Report through October 2012

Reports were provided by Janice Davis for Financial Metrics; Clayton Howe for Operational Metrics; Kim Tolbert for Administrative Metrics; and, Elizabeth Mow for Projects Metrics.

17. Business Diversity Activity Report

Anthony Coleman, Director of Business Diversity, expressed appreciation to the Board for the opportunity to be a part of the Cooperative Inclusion Plan, and provided a brochure and resource guide to the Board Members. The Business Diversity Activity Report was provided in the agenda packet.

18. Executive Director Reports

F. Report on contracts, supplements and orders not exceeding $300,000.00 executed in November 2012

G. County Review Report action plan

Reports were provided in the agenda packet.

19. **EXECUTIVE SESSION**

Chairman Barr called the Board into Executive Session at 10:17 a.m. and reconvened the meeting into open session at 1:45 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 1:46 p.m.

Kenneth Barr, Chairman

Ruby Franklin, Secretary