

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
February 19, 2014

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 Clerks of Collin County, Tarrant County, Denton County and Dallas 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 10:00 a.m. on February 19, 2014.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:00 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
Michael Nowels	Director
Gary Kloepper	Director
William Elliott	Director
Matrice Ellis-Kirk	Director
George (Tex) Quesada	Director
Jane Willard	Director
Mojoy Haddad	Director

NTTA employees attending the meeting were: Gerry Carrigan, CEO/Executive Director; Lorelei Griffith, Secretary; Karen Madison-Ponds, Assistant Secretary; Horatio Porter CFO/Treasurer; Dana Gibson-Boone, Director of Cash and Debt Management/Assistant Treasurer; Tom Bamonte, General Counsel; Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions; Magdalena Kovats, Director of Internal Audit; James Hofmann, Assistant Executive Director of Operations; Kim Tolbert, Chief Strategic Officer; Ray Zies, Controller; Dave Pounds, Director of Information Technology; Anthony Coleman, Director of Business Diversity; Pete Havel, Director of Legislative Affairs; Eric Hemphill, Director of Maintenance; Craig Lockett, Director of Human Resources; Kim Jackson, Senior Director of Public Affairs; Nicole Mucha, Interim Director of Procurement Services; John Bannerman, Interim Director of Customer Service Center.

Also present representing the Authority were: Frank Stevenson, Locke, Lord LLP, Board Counsel; Keith Jackson, Atkins, Inc., General Engineering Consultant to the Authority; Stephanie Halliday, HNTB Corporation, Project Management 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; Sam Bahluli, C&M Associates, Inc., Traffic & Revenue Consultant to the Authority.

2. General public comments not related to specific agenda items

No comments were made under this item.

3. Comments and announcements from the Chairman and Board Members

- A. Quest for Success Award to Bill Mahomes from the Dallas Black Chamber of Commerce
- B. Maintenance Department Awards from the Texas Public Works Association
 - 1. Operations Excellence Awarded to the Sign Shop
 - 2. In House Project of the Year for the conversion of Main Lane Plaza 10
- C. Certificate of Achievement for Excellence in Financial Reporting

4. Committee Chair reports

- A. Regional Transportation Council

5. Approval of the minutes from the January 15, 2014 Regular Board Meeting

Director Haddad made a motion to approve the minutes of the meeting held January 15, 2014. Director Willard seconded the motion, and it was approved unanimously (Resolution No. 14-08).

6. Change order to contract with Securadyne Systems, LLC, for purchase of On-Net Surveillance Systems, Inc. (commonly known as OnSSI) and Agent Video Intelligence Ltd. (commonly known as Agent VI) software licenses for cameras on Chisholm Trail Parkway in an amount not to exceed \$231,585.00

Chairman Barr entertained a motion to approve item 6. Director Nowels made a motion to approve item 6, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 14-09)

7. One-year extension of contract with RFD & Associates, Inc., for Enterprise Project Delivery System support and Intelligent Transportation System program management, procured using a Texas Department of Information Resources ("DIR") cooperative purchasing agreement, in an amount not to exceed \$720,000.00

Chairman Barr entertained a motion to approve item 7. Vice Chairman Moore made a motion to approve item 7, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 14-10)

8. One-year extension of contract with Catapult Systems, LLC, for installation and configuration of Microsoft SharePoint Server Upgrades, procured using a Texas

DIR cooperative purchasing agreement, in an aggregate amount not to exceed \$428,400.00

Chairman Barr entertained a motion to approve item 8. Director Nowels made a motion to approve item 8, and Director Kloepper seconded the motion. The motion was approved unanimously. (Resolution No. 14-11)

9. One-year extension of contract with Dell Inc., for installation and configuration of Linux Servers and Upgrades, procured using a Texas DIR cooperative purchasing agreement, in an aggregate amount not to exceed \$500,000.00

Chairman Barr entertained a motion to approve item 9. Director Nowels made a motion to approve item 9, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 14-12)

10. Contract with Rebcon, Inc., for the construction of an operations and maintenance sand stockpile facility on Chisholm Trail Parkway, in an amount not to exceed \$1,445,880.08

Chairman Barr entertained a motion to approve item 10. Director Willard made a motion to approve item 10, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 14-13)

11. Interlocal Agreement with Camino Real Regional Mobility Authority for TollTag distribution and related services

Chairman Barr entertained a motion to approve item 11. Director Elliott made a motion to approve item 11, and Director Quesada seconded the motion. The motion was approved unanimously. (Resolution No. 14-14)

BRIEFINGS AND REPORTS

12. Briefing on refunding the \$100,000,000.00 2011A Bonds
13. Consolidated Monthly Performance Report
14. Quarterly Financial and Investment Report

The Quarterly Financial and Investment Report was included in the agenda packet.

15. Executive Director Report
 - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in January 2014

The Executive Director's Report was included in the agenda packet.

16. **EXECUTIVE SESSION – Pursuant to chapter 551, subchapter D, Texas Government Code:**

A. Section 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters regarding:

1. SH 360 Project Agreement with Texas Department of Transportation and Financial Backstop Agreement with Texas Department of Transportation and the North Central Texas Council of Governments Regional Transportation Council

Chairman Barr called the Board into Executive Session at 11:38 a.m. and reconvened the meeting into open session at 12:55 p.m.

17. Possible action on any matter deliberated in Executive Session

After some discussion on item 16A, Chairman Barr entertained a motion to approve item 16A. Director Haddad made a motion to approve, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution No. 14-15)

ADJOURNMENT

The meeting adjourned at 1:06 p.m.



Kenneth Barr, Chairman



Lorelei Griffith, Secretary