

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

CALL TO ORDER

Chairman Barr called the meeting to order at 10:06 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
Matrice Ellis-Kirk	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; Magdalena Brady, Director of Internal Audit; Elizabeth Mow, Assistant Director of Infrastructure; Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions; James Hofmann, Assistant Executive Director of Operations; Kim Tolbert, Chief Strategic Officer; 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; Marty Lege, Director of System Incident Management; Carrie Rogers, Director of Government Affairs.

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. Acknowledgement of second Relationships and Opportunities Advancing Diversity (ROAD) Program graduation ceremony for 2011 - 2013 Participants

4. Committee Chair reports

- A. Finance and Audit
- B. Legal Services
- C. Regional Transportation Council

5. Approval of the minutes from the February 19, 2014 Regular Board Meeting

Director Haddad made a motion to approve the minutes of the meeting held February 19, 2014. Vice Chairman Moore seconded the motion, and it was approved unanimously (Resolution No. 14-16).

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

6. Annual review of the Investment Policy and Strategy and the Authorized Financial Institutions approved for investment transactions with NTTA
7. Conversion of Series 2011A Bonds to a new interest rate mode and related bond resolution amendments; designation of RBC Capital Markets and Loop Capital Markets as remarketing agents for the bonds; and approval of offering documents
8. Proposed amendments to the Debt Policy and the Interest Rate Risk Management Plan
9. Exercise of first one-year renewal option with Crowe Horwath LLP for professional auditing services in an amount not to exceed \$277,160.00

Chairman Barr entertained a motion to approve items 6-9. Vice Chairman Moore made a motion to approve the items, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolutions No. 14-17 through 14-21)

ITEMS RECOMMENDED FOR APPROVAL BY THE LEGAL SERVICES COMMITTEE

10. Interlocal agreements for habitual violator vehicle registration blocks with Ellis, Grayson, Johnson and Rockwall counties
11. One-year extension and amendment to the Interlocal Agreement with the City of Dallas Regarding Parking Transaction Clearinghouse Services and Automated Vehicle Identification Equipment at Dallas Love Field Airport

Chairman Barr entertained a motion to approve items 10 and 11. Director Willard made a motion to approve items 10 and 11, and Director Kloepper seconded the motion. The motion was approved unanimously. (Resolutions No. 14-22 through 14-26)

BRIEFINGS AND REPORTS

12. Consolidated Monthly Performance Report
13. Executive Director Report
 - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in February 2014

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

14. **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:
15. Possible action on any matter deliberated in Executive Session

ADJOURNMENT

The meeting adjourned at 10:33 a.m.



Kenneth Barr, Chairman



Lorelei Griffith, Secretary