

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
May 21, 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 April 16, 2014.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:05 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
George (Tex) Quesada	Director
Jane Willard	Director
Mojy Haddad	Director
William Elliott	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; James Hofmann, Assistant Executive Director of Operations; Brian Reich, Controller; 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; Jeff English, 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. Chisholm Trail Parkway Opening
- B. May 1, 2014 Board Workshop

4. Committee Chair reports

- A. Customer Service, Projects and Operations
- B. Finance and Audit
- C. Regional Transportation Council

5. Approval of the minutes from the April 16, 2014 Regular Board Meeting

Director Quesada made a motion to approve the minutes of the meeting held April 16, 2014. Director Nowels seconded the motion, and it was approved unanimously (Resolution No. 14-37).

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

6. Determination that certain parcels of land are necessary or convenient for the construction, operation, and maintenance of the Dallas North Tollway Improvements project between Park Boulevard and Plano Parkway in Plano, Texas (List of properties is attached)

7. Two-year contracts for anti-icing and deicing chemicals

- A. Southwest Envirotx Partners, LLC (doing business as Envirotx) for chloride-based anti-icer
- B. Morton Salt, Inc., for sodium chloride

8. Two-year contract with Microsoft Licensing, GP, for Microsoft software licenses known as "Enterprise Agreement" procured through SHI Government Solutions, Inc., under the State of Texas Department of Information Resources cooperative purchasing program in an amount of \$1,600,000.00

Chairman Barr entertained a motion to approve items 6-8. Director Haddad made a motion to approve the items, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolutions No. 14-38 through 14-40)

INDIVIDUAL ITEM FOR CONSIDERATION

9. Request for installation of additional soundwalls adjacent to President George Bush Turnpike Eastern Extension Section 31, between Main Street and the north shore of Lake Ray Hubbard in Rowlett, Texas

Chairman Barr called the Board into Executive Session at 11:04 a.m. and reconvened the meeting into open session at 11:57 p.m.

Elizabeth Mow, Assistant Executive Director of Infrastructure presented on this and after some discussion Chairman Barr entertained a motion to approve item 9. Vice Chairman Moore made a motion to approve item 9. Director Kloepper seconded the motion. The motion passed 7 – 1, with Director Quesada voting no. (Resolution No. 14-41)

BRIEFINGS AND REPORTS

10. Update on Toll Enforcement Remedies
11. Quality Assessment Review Report on the Internal Audit Department, updated Internal Audit Charter and Required Communication Checklist for the Internal Audit Department
12. Consolidated Monthly Performance Report
13. Quarterly Financial and Investment Report 1st quarter 2014
14. Executive Director Report
 - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in April 2014

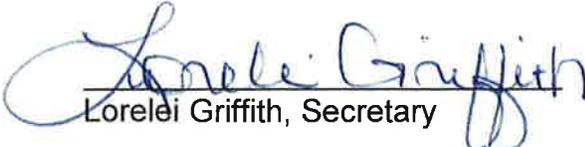
The Executive Director's Report was included in the agenda packet.

15. **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. Request for installation of additional soundwalls adjacent to President George Bush Turnpike Eastern Extension Section 31, between Main Street and the north shore of Lake Ray Hubbard in Rowlett, Texas
16. Possible action on any matter deliberated in Executive Session

ADJOURNMENT

The meeting adjourned at 12:39 p.m.


Kenneth Barr, Chairman


Lorelei Griffith, Secretary