NORTH TEXAS TOLLWAY AUTHORITY
Customer Service, Projects and Operations Committee Meeting Minutes
June 5, 2014

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 Customer Service, Projects and Operations Committee meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, on June 5, 2014 at 10:45 a.m.

CALL TO ORDER

Committee Chairman Nowels called the meeting to order at 11:51 a.m.

1. ESTABLISHMENT OF QUORUM

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

Michael Nowels	Committee Chairman
Jane Willard	Member
Mojy Haddad	Member

Chairman Barr, Vice Chairman Moore and Directors Elliott and Quesada were also in attendance.

NTTA employees attending the Committee 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; Elizabeth Mow, Assistant Executive Director of Infrastructure; James Hofmann, Assistant Executive Director of Operations; Magdalena Brady, Director of Internal Audit; Eric Hemphill, Director of Maintenance; John Bannerman, Director of Customer Service; Kim Jackson, Director of Public Affairs; Craig Lockett, Director of Human Resources; Anthony Coleman, Director of Business Diversity; Jeff English, Director of Procurement Services; Marty Lege, Director of System and Incident Management; Carrie Rogers, Director of Government Affairs; Pete Havel, Director of Legislative Affairs; Brian Reich, Controller

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; Keith Jackson, Atkins North America, Inc., General Engineering Consultant to the Authority; Stephanie Halliday, HNTB, Project Management Consultant to the Authority; Michael Copeland, CDM Smith Associates, Traffic & Revenue Consultant to the Authority; Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority and Sam Bohluli, C&M Associates, Inc., Traffic & Revenue Consultant to the Authority

2. Public Comments

There were no comments.

Committee Chairman Nowels stated that he would like to convene into Executive Session before discussing the rest of the agenda items.

3. Approval of the minutes from the May 1, 2014 Customer Service, Projects and Operations Committee meeting

Director Haddad made a motion to approve the minutes of the May 1, 2014 Customer Service, Projects and Operations Committee meeting. Director Willard seconded the motion and it was approved unanimously. (Resolution No. 14-44)

4. Five-year contract with Link America, LLC, for maintenance and expansion of the NTTA public-safety radio system in an amount not to exceed $1,250,634.00

Marty Lege, Director of System Incident Management, presented information on a five-year contract with Link America, LLC, for maintenance and expansion of the NTTA public-safety radio system in an amount not to exceed $1,250,634.00. The Customer Service, Projects, and Operations Committee supported the staff recommendation to approve the contract and to forward for Board action at the June 18, 2014 Board Meeting.

5. Three-year contract with Roy Jorgensen Associates, Inc., for the Total Routine Maintenance on the Chisholm Trail Parkway in an amount of $11,595,200.00

Eric Hemphill, Director of Maintenance, presented information on a three-year contract with Roy Jorgensen Associates, Inc., for the Total Routine Maintenance on the Chisholm Trail Parkway in an amount of $11,595,200.00. The Customer Service, Projects, and Operations Committee supported the staff recommendation to approve the contract and to forward for Board action at the June 18, 2014 Board Meeting.

6. Contract with Southwest International Trucks, Inc. for purchase and delivery of six dump trucks in an amount not to exceed $588,069.00

Eric Hemphill, Director of Maintenance, presented information on a contract with Southwest International Trucks, Inc. for purchase and delivery of six dump trucks in an amount not to exceed $588,069.00. The Customer Service, Projects, and Operations Committee supported the staff recommendation to approve the contract and to forward for Board action at the June 18, 2014 Board Meeting.

7. Contract for the sale of surplus real properties commonly known as 4406 Brown Street, 4410 Brown Street, 4414 Brown Street, and 2719 Wycliff Avenue, all in Dallas, Texas, to Wycliff-Tollway, Ltd. for $402,000.00 plus NTTA's closing costs

Eric Hemphill, Director of Maintenance, presented information on a contract for the sale of surplus real properties commonly known as 4406 Brown Street, 4410 Brown Street, 4414 Brown Street, and 2719 Wycliff Avenue, all in Dallas, Texas, to Wycliff-Tollway, Ltd. for $402,000.00 plus NTTA's closing costs. The Customer Service, Projects, and

Operations Committee supported the staff recommendation to approve the contract and to forward for Board action at the June 18, 2014 Board Meeting.

8. Two work authorizations under Amended and Restated Agreement for a System Engineer and Programmer/Systems Integrator/Licensee/Value Added Reseller/Distributor for the RITE Project (the "Restated VAR Agreement") between NTTA and Electronic Transaction Consultants Corporation:

    A. Additional expenditure of $600,000.00 under Work Authorization No. 1

    B. Issuance of Work Authorization No. 3 in the amount of $6,490,000.00

James Hofmann, Assistant Executive Director of Operations, presented information on two work authorizations under Amended and Restated Agreement for a System Engineer and Programmer/Systems Integrator/Licensee/Value Added Reseller/Distributor for the RITE Project (the "Restated VAR Agreement") between NTTA and Electronic Transaction Consultants Corporation.

A. Additional expenditure of $600,000.00 under Work Authorization No. 1

B. Issuance of Work Authorization No. 3 in the amount of $6,490,000.00

The Customer Service, Projects, and Operations Committee supported the staff recommendation to approve the work authorizations and to forward for Board action at the June 18, 2014 Board Meeting.

9. 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. DFW Connector (SH 114) and IH 635 Tolling Services Agreements

        2. Additional expenditure under Work Authorization No. 1 and issuance of Work Authorization No. 3, each under the Restated VAR Agreement, as described in Items 8.A and 8.B. above

Committee Chairman Nowels called the Committee in to Executive Session at 11:51 a.m. and reconvened at 1:20 p.m.

Adjournment

The meeting adjourned at 1:34 p.m.

Michael Nowels, Committee Chairman
Customer Service, Projects & Operations Committee

Lorelei Griffith, Secretary