

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
June 18, 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 June 18, 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 Kloeppe	Director
George (Tex) Quesada	Director
Jane Willard	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; Craig Lockett, Director of Human Resources; Kim Jackson, Senior Director of Public Affairs; Jeff English, Director of Procurement Services; 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. 2014 Jere W. Thompson, Jr. Scholarship Recipient(s)
- B. Recognition of NTTA by Institute of Internal Auditors for completion of 2014 independent external quality assessment
- C. Presentation to NTTA of National Recognition Award by American Council of Engineering Companies

4. Committee Chair reports

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

5. Approval of the minutes from the May 21, 2014 Regular Board Meeting

Director Quesada made a motion to approve the minutes of the meeting held May 21, 2014. Vice Chairman Moore seconded the motion, and it was approved unanimously (Resolution No. 14-45).

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

- 6. 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
- 7. 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
- 8. Contract with Southwest International Trucks, Inc., for purchase and delivery of six dump trucks in an amount not to exceed \$588,069.00
- 9. 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
- 10. 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 between NTTA and Electronic Transaction Consultants Corporation:
 - A. Additional expenditure of \$600,000.00 under Work Authorization No. 1 for completion of updates to existing "Legacy" RITE toll-collection system
 - B. Issuance of Work Authorization No. 3 in the amount of \$6,490,000.00 for:
 - (i) interim implementation of the DFW Connector managed lanes toll project, (ii) implementation of the North Tarrant Express 1 and 2W managed lanes toll projects, (iii) development of "fee for services" tolling

services agreement module for North Tarrant Express 3A/3B and DFW Connector managed lanes toll projects, (iv) development to support toll enforcement remedies under Chapters 366 and 372 of the Texas Transportation Code, and (v) implementation of electronic-toll-collection interoperability with the Oklahoma Turnpike Authority

Chairman Barr entertained a motion to approve items 6-10. Director Willard made a motion to approve the items, and Director Kloepper seconded the motion. The motion was approved unanimously. (Resolutions No. 14-46 through 14-51)

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

11. FY2015 Special Projects System second budget review
12. Approval of NTTA Disclosure Policy regarding policies and procedures to ensure compliance with federal and state securities laws and regulations
13. Approval of the updated Internal Audit Charter

Chairman Barr entertained a motion to approve items 11-13. Director Nowels made a motion to approve the items, and Director Kloepper seconded the motion. The motion was approved unanimously. (Resolutions No. 14-52 through 14-54)

INDIVIDUAL ITEM FOR CONSIDERATION

14. Acknowledgement of receipt of the NTTA System FY2013 audited financial statement and reports

Kevin Smith, Crowe Horwath, presented this item to the Board. After some discussion the Acknowledged receipt of the NTTA System FY2013 audited financial statement and reports.

15. Approval of interim DFW Connector Tolling Services Agreement with the Texas Department of Transportation ("TxDOT")

BRIEFINGS AND REPORTS

16. Briefing on suggested NTTA legislative priorities for the 84th Texas legislative session
17. Consolidated Monthly Performance Report
18. Executive Director Report
 - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in May 2014

19. 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. Legal briefing on proposed legislation for the 84th Texas legislative session
2. Interim DFW Connector Tolling Services Agreement with TxDOT
3. Litigation update: Reyes v. NTTA, No. 3:10-CV-0868-G (ND. Tx.)

Chairman Barr called the Board into Executive Session at 10:58 a.m. and reconvened the meeting into open session at 2:04 p.m.

20. Possible action on any matter deliberated in Executive Session

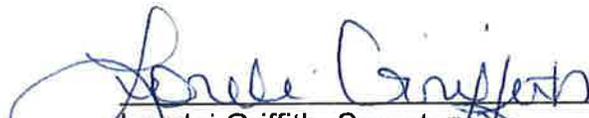
James Hofmann, Assistant Executive Director of Operations presented on item 15 and after some discussion Chairman Barr entertained a motion to approve item 15. Director Willard made a motion to approve item 15. Director Nowels seconded the motion. The motion passed unanimously. (Resolution No. 14-55)

ADJOURNMENT

The meeting adjourned at 2:14 p.m.



Kenneth Barr, Chairman



Lorelei Griffith, Secretary