

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
July 16, 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 July 16, 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
*George (Tex) Quesada	Director
Jane Willard	Director
Matrice Ellis-Kirk	Director
Mojoy Haddad	Director

*Director Quesada attended the meeting by phone.

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; Bob Schell, Associate Director of 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; John Bannerman, Director of Customer Service; Eric Hemphill, Director of Maintenance; Kim Tolbert, Chief Strategic Officer; Robert Rangel, Director of Financial Planning and Analysis

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. IABC Gold Quill Award of Excellence – \$20 Starter TollTag
- B. Texas Public Works Association Maintenance Department Awards:
(1) Project of the Year – Dallas North Tollway (DNT) Southbound Bridge Deck; (2) Public Works Leader of the Year – Eric Hemphill

4. Committee Chair reports

- A. Regional Transportation Council

5. Approval of the minutes from the June 18, 2014 Regular Board Meeting

Director Nowels made a motion to approve the minutes of the meeting held June 18, 2014. Vice Chairman Moore seconded the motion, and it was approved unanimously (Resolution No. 14-56).

INDIVIDUAL ITEMS FOR CONSIDERATION

6. Proposed legislative goals for 84th Texas Legislature

Pete Havel, Director of Legislative Affairs, provided a briefing on item 6 including key dates, proposed legislative goals and stakeholder outreach, and addressed questions of the Board.

Director Willard made a motion to approve the proposed legislative goals for 84th Texas Legislature, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 14-57)

7. Contract with Gibson & Associates, Inc., for the DNT Bridge Deck Repair project at Lemmon and Maple/Knight Avenues and NTTA Gleneagles headquarters entrance bridge in an amount not to exceed \$1,104,907.50

Eric Hemphill, Director of Maintenance, provided a briefing on item 7 including some background on the project and project overview, and addressed questions of the Board.

Chairman Barr called for a vote on item 7. The motion was approved unanimously. (Resolution No. 14-58)

8. Contracts for investigation, plans, specifications and engineer's estimate for the stabilization of mechanically stabilized earth retaining walls on the President George Bush Turnpike (PGBT):

- A. Huitt-Zollars, Inc., for walls 50, 101, 102, 201 and 202 between SH 114 and IH 635 in an amount of \$1,361,954.05
- B. Kleinfelder Central, Inc., for walls A, B, C, D, E, F and G on the south side of PGBT/IH 635 interchange in an amount of \$508,310.00
- C. White Hawk Engineering & Design, LLC., for walls A, B, C, D, E and F on the west side of PGBT/IH 635 interchange in an amount of \$948,682.90

Eric Hemphill, Director of Maintenance, provided a briefing on item 8 regarding the project overview for each scope of work, and addressed questions of the Board.

Director Ellis-Kirk made a motion to approve the contracts for investigation, plans, specifications and engineer's estimate for the stabilization of mechanically stabilized earth retaining walls on the President George Bush Turnpike, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolutions No. 14-59-14-61)

- 9. Change order to a contract with iDiggApp, Inc., for various enhancements to NTTA's Tollmate mobile application and maintenance fees for these enhancements in an amount of \$120,600.00

James Hofmann, Assistant Executive Director of Operations, provided a briefing on item 9 including background on the application, project overview and financial impact. Mr. Hofmann addressed questions of the Board.

Vice Chairman Moore made a motion to approve the change order to a contract with iDiggApp, Inc., for various enhancements to NTTA's Tollmate mobile application and maintenance fees for these enhancements, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 14-62)

- 10. Change order to a contract with Integrated Access Systems, Inc., for a software upgrade to NTTA's building access security system in an amount of \$189,618.75

James Hofmann, Assistant Executive Director of Operations, provided a briefing on item 10 including background, project overview and financial impact. Mr. Hofmann addressed questions of the Board.

Director Nowels made a motion to approve the change order to a contract with Integrated Access Systems, Inc., for a software upgrade to NTTA's building access security system, and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 14-63)

- 11. Three-year contract with HNTB Corporation to provide toll operations consulting services and approval of a not to exceed amount of \$895,000.00 for services in 2014

This item was removed from the agenda.

BRIEFINGS AND REPORTS

- 12. Global Wellness Program offered by Public Employee Benefits Cooperative

13. Consolidated Monthly Performance Report
14. Executive Director Report
 - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in June 2014
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. Regional managed lane project tolling services agreement with TxDOT

Chairman Barr called the Board into Executive Session at 12:13 p.m. and reconvened the meeting into open session at 12:48 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

16. Possible action on any matter deliberated in Executive Session

ADJOURNMENT

The meeting adjourned at 12:49 p.m.


Kenneth Barr, Chairman


Lorelei Griffith, Secretary