

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
August 20, 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 August 20, 2014.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:10 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
Mojy 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; 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; 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. Drive to Excellence Award presented to Congresswoman Eddie Bernice Johnson and Paul N. Wageman
- B. Introduction of the new NTTA Business Diversity Advisory Council members, Cindy Dao, Luis A. Galindo and John Proctor, and recognition of outgoing member Luis Estrada

4. Committee Chair reports

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

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

Director Quesada made a motion to approve the minutes of the meeting held July 16, 2014. Director Willard seconded the motion, and it was approved unanimously (Resolution No. 14-69).

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

6. Interlocal Agreement with the City of Grand Prairie for the installation and maintenance of Changeable Message Signs along the President George Bush Turnpike – Western Extension frontage roads in support of Grand Prairie's Incident Management Program
7. Change orders with Williams Brothers Construction Co., Inc., regarding bridge modifications on Chisholm Trail Parkway Section 1, in an amount not to exceed \$800,000.00

Chairman Barr entertained a motion to approve items 6 and 7. Vice Chairman Moore made a motion to approve the items, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolutions No. 14-70 through 14-71)

8. Supplemental Agreement with Tollway Transportation Team to provide additional Construction Management Services on Chisholm Trail Parkway Section 1, in an amount not to exceed \$1,083,600.38

Vice Chairman Moore entertained a motion to approve item 8. Director Nowels made a motion to approve the item, and Director Willard seconded the motion. The motion was approved unanimously with Chairman Barr recusing himself due to a conflict. (Resolution No. 14-72)

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

9. Three-year contract with options for two one-year extensions with Wells Fargo Bank, N.A. for master lockbox and custodial services
10. Three-year contract with options for two one-year extensions with Wells Fargo Bank, N.A. for bank depository services

Chairman Barr entertained a motion to approve items 9 and 10. Director Ellis-Kirk made a motion to approve the items, and Director Willard seconded the motion. The motion was approved unanimously with Director Quesada recusing himself due to a conflict. (Resolutions No. 14-73 through 14-74)

ITEMS RECOMMENDED FOR APPROVAL BY THE ADMINISTRATION COMMITTEE

11. Formation of Contiguous County Advisory Committee, addition of Section 44, "Contiguous County Advisory Committee," to the Bylaws of the North Texas Tollway Authority, approval of the committee charter, and related proposed legislation
12. Two-year extension of contract with Granite Public Affairs, LLC., for legislative advisory consulting services, in an amount not to exceed \$294,000.00
13. Establishment of a three-year pool of temporary staffing agencies consisting of BridgeWork Partners, LLC, KL Glaspy Group, LLC., PrideStaff, Inc., and Randstad North America, Inc., for provision of temporary staffing services and imposition of a \$1,000,000.00 cumulative limit on contracts that may be awarded to pool members
14. NTTA participation in the new Wellness Program offered by Public Employee Benefits Cooperative

Chairman Barr entertained a motion to approve items 11 - 14. Director Nowels made a motion to approve the items, and Director Kloepper seconded the motion. The motion was approved unanimously. (Resolutions No. 14-75 through 14-78)

ITEMS RECOMMENDED FOR APPROVAL BY THE LEGAL SERVICES COMMITTEE

15. Amendment to Section 31 of NTTA Bylaws "Indemnification by the Authority"

Chairman Barr entertained a motion to approve item 15. Director Haddad made a motion to approve the item, and Director Kloepper seconded the motion. The motion was approved unanimously. (Resolution No. 14-79)

INDIVIDUAL ITEM FOR CONSIDERATION

16. Three-year contract with HNTB Corporation to provide toll operations consulting services and approval of services in 2014 in an amount not to exceed \$500,000.00

Chairman Barr entertained a motion to approve item 16. Vice Chairman Moore made a motion to approve the item, and Director Willard seconded the motion. The motion was approved 7-1 with Director Kloepper voting no. (Resolution No. 14-80)

17. Regional Tolling Services Agreement with the Texas Department of Transportation for NTTA's provision of tolling services under Section 366.038 of the Texas Transportation Code

This item was discussed after Executive Session

BRIEFINGS AND REPORTS

18. Consolidated Monthly Performance Report
19. Quarterly Financial and Investment Report 2nd quarter 2014
20. Executive Director Report
 - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in July 2014
21. 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 Tolling Services Agreement with the Texas Department of Transportation for NTTA's provision of tolling services under Section 366.038 of the Texas Transportation Code
 - B. Section 551.074(a)(1), to deliberate the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of a public officer or employee.
 1. Executive Director mid-year goals review

Chairman Barr called the Board into Executive Session at 11:03 a.m. and reconvened the meeting into open session at 11:29 a.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

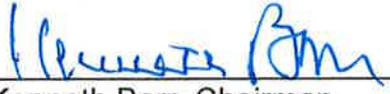
22. Possible action on any matter deliberated in Executive Session

Elizabeth Mow, Assistant Executive Director of Infrastructure presented on this item and answered questions from the Board.

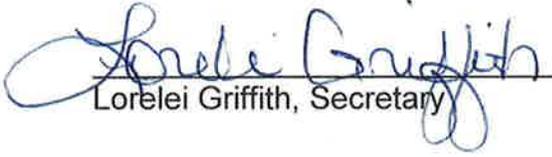
Chairman Barr entertained a motion to approve item 17. Director Nowels made a motion to approve the item, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 14-81)

ADJOURNMENT

The meeting adjourned at 12:09 p.m.



Kenneth Barr, Chairman



Lorelei Griffith, Secretary