

NORTH TEXAS TOLLWAY AUTHORITY
Finance & Audit Committee Meeting Minutes
September 4, 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 Finance & Audit Committee meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, on September 4, 2014 at 10:30 a.m.

CALL TO ORDER

Committee Chairman Moore called the meeting to order at 11:27 a.m.

1. ESTABLISHMENT OF QUORUM

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

William Moore	Committee Chairman
Michael Nowels	Member
William Elliott	Member
Matrice Ellis-Kirk	Member

Chairman Barr and Directors Kloepper, Haddad and Quesada were also in attendance.

NTTA employees attending the Committee meeting were: Gerry Carrigan, CEO/Executive Director; Tom Bamonte, General Counsel; Lorelei Griffith, Secretary; Karen Madison Ponds, Assistant Secretary; Horatio Porter, CFO/Treasurer; Dana Gibson-Boone, Director of Cash and Debt Management/Assistant Treasurer; 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 Center; Anthony Coleman, Director of Business Diversity; Kim Jackson, Director of Public Affairs; Carrie Rogers, Director of Government Affairs; Pete Havel, Director of Legislative Affairs; Craig Lockett, Director of Human Resources; Brian Reich, Controller; Robert Rangel, Director of Financial Analysis and Planning; Gio Rodriquez, Director of Collections and Toll Enforcement; Sabu Stephen, Director of Information Technology

Also present at the meeting representing the Authority were Greg Schaecher, McCall Parkhurst & Horton, Bond Counsel to the Authority; Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority; Stephanie Halliday, HNTB, Project Management Consultant to the Authority; Keith Jackson, Atkins North America, Inc., General Engineering Consultant to the Authority; Michael Copeland, CDM Smith Associates,

Traffic & Revenue Consultant to the Authority and Sam Bohluli, 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. Approval of the minutes from the August 7, 2014 Finance and Audit Committee meeting

Director Nowels made a motion to approve the minutes of the August 7, 2014 Finance and Audit Committee meeting, and Director Elliott seconded the motion. The minutes were approved unanimously. (Resolution No. 14-84)

4. 2015 Five-Year Capital Plan review

Horatio Porter, Chief Financial Officer (CFO), presented highlights of the Five-Year Capital Plan. Mr. Porter discussed how projects in the Capital Plan will be funded through existing cash balances, annual excess revenue and Commercial Paper, if necessary. The latest version of the Capital Plan anticipates using approximately \$90 Million in Commercial Paper which is lower than was anticipated last year. Mr. Porter reviewed major changes since last year's plan as well as an overview of the projects in the plan. The 2015 Five Year Capital Plan was unanimously passed on to the Board.

5. 2015 NTTA System Preliminary Budget review

Horatio Porter, CFO, presented an overview of the NTTA System Preliminary Budget. Mr. Porter discussed various budget drivers in relation to the covenants of the Trust Agreement. Mr. Porter also discussed previous year's results including a walk forward from the 2014 estimate to the 2015 budget.

In addition to the NTTA System Budget, Mr. Porter also briefly discussed the budget for the Enterprise Fund.

Any recommendations or changes will be incorporated into the 2nd review of the budget documents that will be presented in October.

6. Fiscal year 2014 NTTA System bond refinancing plan

Dana Gibson-Boone, Director of Cash and Debt Management, presented an overview of the Five-Year Strategic Refinancing Plan and Underwriting team. NTTA has approximately \$4.5 billion of outstanding bonds callable between years 2016-2022. NTTA has developed a Five-Year Strategic Refinancing Plan to capitalize on the low interest rate environment. Ms. Boone also provided current market conditions details and a transaction timeline with details.

7. Designation of underwriting syndicate for fiscal year 2014 NTTA System bond refinancing

Dana Gibson-Boone, Director of Cash and Debt Management, presented an extension of item #6 with details for the proposed underwriting team.

The proposed underwriting team for Series 2014A and B bonds consisted of: Bank of America/Merrill Lynch-Senior Manager, Barclays-Co-Senior Manager, JP Morgan and Estrada Hinojosa-Co-Managers.

The proposed underwriting team for Series 2014C (variable rate) consisted of: Morgan Stanley-Senior Manager and Loop Capital Markets-Co-Manager.

The Financing Plan and Underwriting Team proposals were unanimously approved to be forwarded to the Board.

8. Financial overview of NTTA employee benefits

This line item was not discussed during the open session; however, information regarding the topic was provided to board members for review.

EXECUTIVE SESSION

An Executive Session was not held.

ADJOURNMENT

The meeting adjourned at 12:35 p.m.



William Moore, Committee Chairman
NTTA Finance & Audit Committee



Lorelei Griffith, Secretary