

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
October 15, 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 October 15, 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
Michael Nowels	Director
*Gary Kloepper	Director
William Elliott	Director
Mojoy Haddad	Director
Matrice Ellis-Kirk	Director
* George (Tex) Quesada	Director

*Director Kloepper attended via 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; 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; Gio Rodriquez, Director of Collections and Toll Enforcement; Sabu Stephen, Director of Information Technology

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. Certificate of Achievement for Excellence in Financial Reporting
- B. NTTA's contribution to the Special Olympics of Texas, Inc.
- C. IBTTA - Toll Excellence Award in the category of Customer Service and Marketing Outreach: Toll Enforcement Remedies (2014)
- D. Achievement of Excellence in Procurement (AEP) award

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 September 24, 2014 Regular Board Meeting

Director Ellis-Kirk made a motion to approve the minutes of the meeting held September 24, 2014. Director Haddad seconded the motion, and it was approved unanimously (Resolution No. 14-104).

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

- 6. Advanced Funding Agreement with the Texas Department of Transportation for President George Bush Turnpike Eastern Extension Section 32 utility relocation
- 7. Design- engineering services contract with Burns & McDonnell Engineering, Inc., for a two-lane roadway in Denton County from the Grayson County line to FM 428 suitable for use as a possible future Dallas North Tollway Phase 4B southbound frontage road, in an amount not to exceed \$1,473,549.00
- 8. Amendment of Interlocal Agreement with the Texas Department of Transportation for each party's use of the other party's fiber- optic cable and related infrastructure
- 9. Purchase of Cisco network equipment from Netsync Network Solutions, Inc., to replace President George Bush Turnpike network switches, in the amount of \$403,055.70
- 10. Five-year contract with TransCore, LP, for maintenance of toll and intelligent transportation systems equipment on the Chisholm Trail Parkway, in the amount of \$4,323,257.40

11. One-year contract renewal with Tamer Partners Corporation for customer-driven management survey software and support services in the amount of \$108,000.00
12. Sixty-six-month lease to HNTB Corporation for space in Gleneagles 5910 building (5910 W. Plano Parkway, Plano, Texas) in the amount of \$2,474,150.58
13. Acknowledgement of receipt of the 2014 Annual General Engineering Consultant Inspection Report, issued by Atkins North America, Inc.

Chairman Barr entertained a motion to approve items 6 through 13. Director Ellis-Kirk made a motion to approve the items, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolutions No. 14-105 through 14-111)

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

14. FY2015 NTTA System Preliminary Budget Approval

Chairman Barr entertained a motion to approve item 14. Director Ellis-Kirk made a motion to approve the item, and Director Elliott seconded the motion. The motion was approved unanimously. (Resolution No. 14-112)

INDIVIDUAL ITEM FOR CONSIDERATION

15. A bond resolution authorizing the issuance of NTTA System Revenue Refunding Bonds for the refunding of Series 2008A, 2008E-3 and 2008F bonds and approving an Official Statement for the Bonds

Chairman Barr entertained a motion to approve item 15. Director Nowels made a motion to approve the item, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 14-113)

16. Contract amendment and six-month contract extension with Southwest Credit Systems, L.P., for collection services in an amount not to exceed \$2,200,000.00

Chairman Barr entertained a motion to approve item 16. Director Elli-Kirk made a motion to approve the item, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolutions No. 14-114 and 14-115)

17. A resolution repealing section 28(b) of the NTTA Bylaws and the following NTTA resolutions: No. 11-31, No. 11-136 and No. 11-137

Chairman Barr entertained a motion to approve item 17. Director Elliott made a motion to approve the item, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 14-116)

BRIEFINGS AND REPORTS

18. Consolidated Monthly Performance Report
19. Executive Director Report

- A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in September 2014

20. EXECUTIVE SESSION – Pursuant to chapter 551, subchapter D, Texas Government Code:

- A. 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 11:06 a.m. and reconvened the meeting into open session at 11:56 a.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

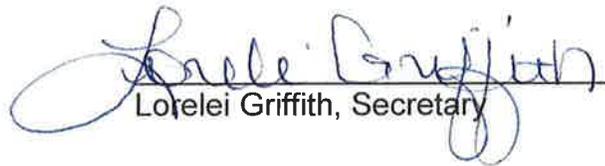
21. Possible action on any matter deliberated in Executive Session

ADJOURNMENT

The meeting adjourned at 11:56 a.m.



Kenneth Barr, Chairman



Lorelei Griffith, Secretary