

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
November 19, 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 November 19, 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
Mojy Haddad	Director
George (Tex) Quesada	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; 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. International Association of Business Communicators - Silver Quill Awards of Excellence: Toll Enforcement Remedies Communication (2014) and \$20 Starter TollTag (2014)
- B. Platinum Award from the State Comptroller for financial transparency

4. Committee Chair reports

- A. Regional Transportation Council

5. Approval of the minutes from the October 15, 2014 Regular Board Meeting

Director Quesada made a motion to approve the minutes of the meeting held October 15, 2014. Director Nowels seconded the motion, and it was approved unanimously (Resolution No. 14-117).

INDIVIDUAL ITEMS FOR CONSIDERATION

6. Overview of NTTA technology platforms

7. Three-year single-source contract with Information Methods Inc., for toll- and parking-equipment programming, wrong-way-vehicle-detection programming and toll-equipment troubleshooting, in an amount not to exceed \$750,000.00

Chairman Barr entertained a motion to approve item 7. Vice Chairman Moore made a motion to approve the item, and Director Kloepper seconded the motion. The motion was approved 6-1 with Director Quesada voting no. (Resolution No. 14-118)

8. Three-year contract extension with Zenisys Corporation, for maintenance of the Service Center Information Portlet (SCIP) and toll-system user administration, in the amount of \$1,965,600.00

Chairman Barr entertained a motion to approve item 8. Director Nowels made a motion to approve the item, and Director Kloepper seconded the motion. The motion was approved 6-1 with Director Quesada voting no. (Resolution No. 14-119)

9. Four-year product and services supply agreement with TransCore, LP., for sticker TollTags, automated vehicle identification readers and antennas; purchase of sticker TollTags for FY 2015 in the amount of \$9,997,048.50

Chairman Barr entertained a motion to approve item 9. Director Nowels made a motion to approve the item, and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 14-120)

10. Contract for sale of surplus real property commonly known as at 4507 Vandelia Street, Dallas, Texas, to The KAS Revocable Trust, in the amount of \$153,000.00

Chairman Barr entertained a motion to approve item 10. Director Haddad made a motion to approve the item, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 14-121)

11. Contract with Gibson & Associates, Inc., for the President George Bush Turnpike Segment V (between IH 635 and SH114) pavement-repairs project, in an amount not to exceed \$678,333.87

Chairman Barr entertained a motion to approve item 11. Director Quesada made a motion to approve the item, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 14-122)

12. Amended and Restated Agreement Regarding IH 635 Tolling Services Agreement Performance Security with LBJ Infrastructure Group LLC (LBJIG) and Joinder Agreement with LBJIG and Texas Department of Transportation

Chairman Barr entertained a motion to approve item 12. Director Quesada made a motion to approve the item, and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 14-123)

BRIEFINGS AND REPORTS

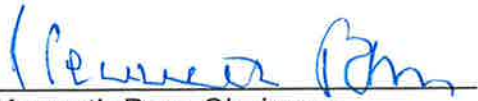
13. Consolidated Monthly Performance Report
14. Quarterly Financial and Investment Report 3rd quarter 2014
15. Executive Director Report
 - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in October 2014
16. EXECUTIVE SESSION – Pursuant to chapter 551, subchapter D, Texas 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. Agreements with Electronic Transaction Consultants Corporation regarding toll-collection and violations software

Chairman Barr called the Board into Executive Session at 11:59 a.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.

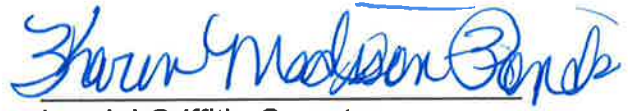
17. Possible action on any matter deliberated in Executive Session

ADJOURNMENT

The meeting adjourned at 12:51 p.m.

A handwritten signature in blue ink, appearing to read "Kenneth Barr", written over a horizontal line.

Kenneth Barr, Chairman

A handwritten signature in blue ink, appearing to read "Lorelei Griffith", written over a horizontal line.

Lorelei Griffith, Secretary