

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
December 17, 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 December 17, 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:

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| Kenneth Barr | Chairman |
| William Moore | Vice Chairman |
| Jane Willard | Director |
| Michael Nowels | Director |
| Gary Kloepper | Director |
| Mojoy Haddad | Director |
| George (Tex) Quesada | Director |
| Matrice Ellis-Kirk | Director |
| Bill Elliott | 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; Robert Rangel, Director of Financial Planning and Analysis; Gio Rodriguez, Director of Collections and Toll Enforcement; Sabu Stephen, Director of Information Technology; Clint Purtell, Director of Procurement Services

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. Resolution honoring former NTTA Director Alan Sims on his retirement
 - B. Asian American Contractors Association of Texas - 2014 Mercury Award to Anthony Coleman, NTTA Director of Business Diversity

4. Committee Chair reports
 - A. Customer Service, Projects and Operations
 - B. Finance and Audit
 - C. Administration
 - D. Regional Transportation Council

5. Approval of the minutes from the November 19, 2014 Regular Board Meeting

Director Willard made a motion to approve the minutes of the meeting held November 19, 2014. Director Haddad seconded the motion, and it was approved unanimously (Resolution No. 14-127).

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

6. 2015 Annual Work Authorizations with:
 - A. VRX Engineering, Inc., for Asset Condition and Annual Inspection, in an amount not to exceed \$1,036,079.00
 - B. Atkins North America, Inc., for 2015 General Engineering Consultant Services, in an amount not to exceed \$798,310.00
 - C. HNTB Corporation for 2015 Program Management Consultant Services, in an amount not to exceed \$5,323,931.00
 - D. Jacobs Engineering, Inc., for 2015 Corridor Management Services on Chisholm Trail Parkway, in an amount not to exceed \$638,486.00
7. Dedication of a Permanent Utility Easement and a Temporary Construction Easement to the City of Rowlett on real property owned by the NTTA located along President George Bush Turnpike Eastern Extension
8. Six-month contract extension with Questmark Information Management, Inc., for printing services in the amount of \$1,400,000.00

Chairman Barr entertained a motion to approve items 6- 8. Director Ellis-Kirk made a motion to approve items 6-8, and Director Kloepper seconded the motion. The motion was unanimously (Resolutions No. 14-128 through 14-130)

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

9. Approval of the Fiscal Year (FY) 2015 NTTA System Final Budget

Chairman Barr entertained a motion to approve item 9. Vice Chairman Moore made a motion to approve the item, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution No. 14-131)

ITEMS RECOMMENDED FOR APPROVAL BY THE ADMINISTRATION COMMITTEE

10. Joint Resolution of the NTTA and the Regional Transportation Council in support of granting to the Texas Department of Transportation (TxDOT) Comprehensive Development Agreement (CDA) legislative authority for IH 635 Phase 3, and extending TxDOT's CDA authority for existing projects identified in Texas Transportation Code Chapter 223, Subchapter E
11. Substitution of TIAA-CREF Trust Company, FSB, as Trustee for NTTA's Employee 401k Plan

Chairman Barr entertained a motion to approve items 10 and 11. Director Willard made a motion to approve items 10 and 11, and Director Kloepper seconded the motion. The motion was approved unanimously. (Resolutions No. 14-136 and 14-137)

BRIEFINGS AND REPORTS

12. Biennial Customer and Stakeholder Survey
13. Consolidated Monthly Performance Report
14. Executive Director Report
 - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in November 2014
15. 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 11:00 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.

16. Possible action on any matter deliberated in Executive Session

ADJOURNMENT

The meeting adjourned at 12:51 p.m.


Kenneth Barr, Chairman


Lorelej Griffith, Secretary