

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Meeting  
December 18, 2013

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 18, 2013.

**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
William Moore	Vice Chairman
Michael Nowels	Director
William Elliott	Director
Matrice Ellis-Kirk	Director
George (Tex) Quesada	Director
Jane Willard	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; Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions; Magdalena Kovats, Director of Internal Audit; Elizabeth Mow, Assistant Executive Director of Infrastructure; James Hofmann, Assistant Executive Director of Operations; Kim Tolbert, Chief Strategic Officer; Ray Zies, Controller; Dave Pounds, Director of Information Technology; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; Pete Havel, Director of Legislative Affairs; Eric Hemphill, Director of Maintenance; Kiven Williams, Director of Human Resources; Kim Jackson, Senior Director of Public Affairs; Felix Alvarez, Director of Procurement Services; Marty Legè, Director of System Incident Management; John Bannerman, Interim Director of Customer Service Center.

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. Recognition of NTTA staff working through winter ice storm

4. Committee Chair reports

A. Customer Service, Projects and Operations

B. Finance and Audit

C. Legal Services

D. Regional Transportation Council

Vice Chairman Moore, and Directors Elliott and Nowels reported on their respective committee meetings, and Elizabeth Mow, Assistant Executive Director of Infrastructure reported on the RTC meeting.

5. Approval of the minutes from the November 20, 2013 Regular Board Meeting

Director Quesada made a motion to approve the minutes of the meeting held November 20, 2013. Director Willard seconded the motion, and it was approved unanimously (Resolution No. 13-165).

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

6. Work Authorizations for 2014 Asset Condition and Annual Inspections with:

A. VRX Engineering, Inc., in an amount not to exceed \$912,382.00

B. Atkins North America, Inc., in an amount not to exceed \$321,186.00

7. 2014 Annual Work Authorizations with:

A. Atkins North America, Inc. for 2014 General Engineering Consultant Services in an amount not to exceed \$498,085.00

B. HNTB Corporation for 2014 Program Management Consultant Services in an amount not to exceed \$5,323,601.00

8. One-year contract extension and 2014 work authorization with Jacobs Engineering Inc. for Corridor Management Services on Chisholm Trail Parkway, in an amount not to exceed \$1,396,379.00

9. Purchase from TransCore, LP of 2014 sticker-type TollTags in an amount not to exceed \$7,571,912.76

10. Five-year contract for \$2,298,673.82 and four-year contract for \$220,433.52, both with RFD & Associates, Inc., for Oracle software applications maintenance and support in 2014-2018 period

### **ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE**

11. Final FY2014 System Budget Approval
12. Write-off of toll receivables for financial statement purposes only pursuant to NTTA Write-Off Policy

Chairman Barr entertained a motion to approve items 6 - 12. Director Nowels made a motion to approve items 6-12, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolutions No. 13-166 – 13-175)

### **INDIVIDUAL ITEMS**

13. Briefing on and acknowledgement of receipt of the Special Projects System FY2013 audited financial statements and reports and OMB - Circular A-133

Resolutions No. 13-176 & 177

14. Approval of the recommendations of the SH 360 project "Regional Working Group" composed of NTTA, Texas Department of Transportation ("TxDOT"), and Regional Transportation Council representatives and consideration of TxDOT's request that NTTA waive its option under Section 373.052(a) of the Texas Transportation Code to develop, finance and construct the SH 360 project

Chairman Barr stated that item 14 would be taken up after Executive Session.

### **BRIEFINGS AND REPORTS**

15. President George Bush Turnpike Eastern Extension Pilot Noise Analysis
16. Construction Bonding Process
17. Quarterly Financial and Investment Report

Horatio Porter, CFO, reported on the financial metrics. James Hofmann, Assistant Executive Director of Operations reported on the operational metrics. Elizabeth Mow, Assistant Executive Director of Infrastructure, reported on the projects metrics.

18. Executive Director Report
  - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in November 2013

The Executive Director's Report was included in the agenda packet.

19. **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:

Chairman Barr called the Board into Executive Session at 11:29 a.m. and reconvened the meeting into open session at 12:36 p.m.

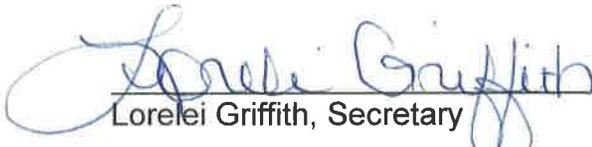
20. Possible action on any matter deliberated in Executive Session

After some discussion on item 14, Chairman Barr entertained a motion to approve item 14. Director Haddad made a motion to approve, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution No. 13-178)

**ADJOURNMENT**

The meeting adjourned at 12:45 p.m.

  
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Kenneth Barr, Chairman

  
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Lorelei Griffith, Secretary