

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
February 18, 2015

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 February 18, 2015.

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
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; 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: 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 for the NTTA System Comprehensive Annual Financial Report (2013)
- B. Resolution honoring Texas Transportation Commission Chairman Ted Houghton

4. Committee Chair reports

- A. Customer Service, Projects and Operations
- B. Finance and Audit
- C. Contiguous County Advisory
- D. Regional Transportation Council

5. Approval of the minutes from the December 17, 2014 Regular Board Meeting

Director Quesada made a motion to approve the minutes of the meeting held December 17, 2014. Director Haddad seconded the motion, and it was approved unanimously (Resolution No. 15-03).

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

6. Agreements for adjustment of utility relocation services on the Dallas North Tollway, with:

- A. AT&T Corporation, in an amount not to exceed \$980,000.00
- B. Atmos Energy Corporation, in an amount not to exceed \$342,300.00

7. Change Order with Link America, LLC., for an upgrade to NTTA's radio infrastructure, in the amount of \$123,085.00

8. One-year contract renewal with Rocket Red LLC., for advertising and design services, in an amount not to exceed \$300,000.00

9. Three-year contract with WHAPPS LLC (dba Online Rewards), for NTTA customer loyalty program, in an amount not to exceed \$825,000.00

10. Collection services contracts:

- A. Four-year contract with Law Enforcement Systems, LLC
- B. Four-year contract with Alliance One Receivables Management, Inc.

Chairman Barr entertained a motion to approve items 6- 10. Director Willard made a motion to approve items 6-10, and Director Haddad seconded the motion. The motion was approved unanimously (Resolutions No. 15-04 through 15-10)

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

11. Selection of Royal Bank of Canada as substitute letter of credit provider for Series 2009D bonds and related letter of credit and reimbursement agreement
12. Designation of the underwriting syndicate for fiscal year 2015 NTTA System bonds refunding
13. Acknowledgement of receipt of the Special Projects System (SPS) FY2014 audited financial statements and reports, OMB - Circular A-133 for FY2012 and FY2014, reissuance of opinion for SPS FY2012 audited financial statements, and reissuance of OMB - Circular A-133 for SPS FY2013

Chairman Barr entertained a motion to approve items 11 through 13. Director Nowels made a motion to approve the item, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolutions No. 15-11 through 15-12)

ITEMS RECOMMENDED FOR APPROVAL BY THE ADMINISTRATION COMMITTEE

14. Approval of a work authorization with HNTB Corporation, for toll system enhancement consulting services, in an amount not to exceed \$375,000.00

Chairman Barr entertained a motion to approve item 14. Director Ellis-Kirk made a motion to approve the item, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution No. 15-13)

15. Approval of bond resolution authorizing the issuance of NTTA System revenue refunding bonds for the refunding of outstanding NTTA System bonds and approving an Official Statement for the refunding bonds

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

16. Approval of second one-year renewal option with Crowe Horwath LLP, for professional auditing services, in an amount not to exceed \$313,247.00

Chairman Barr entertained a motion to approve item 16. Director Nowels made a motion to approve the item, and Director Ellis-Kirk seconded the motion. The motion was approved unanimously. (Resolution No. 15-15)

BRIEFINGS AND REPORTS

17. Consolidated Monthly Performance Report
18. Quarterly Financial and Investment Report: 4th Quarter 2014

19. Executive Director Report

- A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in January 2015

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. Contracts with Electronic Transaction Consultants Corporation
2. Trinity Parkway project interlocal agreement
3. Settlement agreement: *North Texas Tollway Authority v. James Construction Group, LLC, et al.*, Cause No. 12-1431, filed in 401st Judicial District, Collin County, Texas

- B. 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: Contract extension
2. General Counsel

Chairman Barr called the Board into Executive Session at 10:39 a.m. and reconvened the meeting into open session at 2:06 p.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

Chairman Barr entertained a motion to approve item 20.A.3. Director Haddad made a motion to approve the item, and Director Kloepper seconded the motion. The motion was approved unanimously. (Resolution No. 15-16)

ADJOURNMENT

The meeting adjourned at 2:08 p.m.


Kenneth Barr, Chairman


Lorelei Griffith, Secretary