

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

CALL TO ORDER

Chairman Barr called the meeting to order at 10:02 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. Presentation of Cooperative Inclusion Program (CIP) Scholarship Awards

4. Committee Chair reports

- A. Regional Transportation Council

5. Approval of the minutes from the February 18, 2015 Regular Board Meeting

Director Quesada made a motion to approve the minutes of the meeting held February 18, 2015. Director Willard seconded the motion, and it was approved unanimously (Resolution No. 15-20).

INDIVIDUAL ITEMS FOR CONSIDERATION

6. Approval of a construction contract with Munilla Construction Management, LLC dba MCM, for the President George Bush Turnpike fourth lane project from Dallas North Tollway to Renner Road, in an amount not to exceed \$13,784,958.84

7. Approval of a construction management services contract with Foster CM Group, for the President George Bush Turnpike fourth lane project from Dallas North Tollway to Renner Road, in an amount not to exceed \$1,215,281.00

Chairman Barr entertained a motion to approve items 6 and 7. Vice Chairman Moore made a motion to approve items 6 and 7, and Director Haddad seconded the motion. The motion was approved unanimously (Resolutions No. 15-21 and 15-22)

8. Ratification of a construction contract with Hayward Baker, Inc., for stabilization of President George Bush Turnpike Wall 304, in an amount not to exceed \$400,000.00

Chairman Barr entertained a motion to approve item 8. Director Nowels made a motion to approve item 8, and Director Kloepper seconded the motion. The motion was approved unanimously (Resolution No. 15-23)

9. Approval of waiver of primacy and first option regarding TxDOT's Southern Gateway Project

Chairman Barr entertained a motion to approve item 9. Director Haddad made a motion to approve item 9, and Vice Chairman Moore seconded the motion. The motion was approved unanimously (Resolution No. 15-24)

10. Approval of First Amendment to SH 360 Project Agreement Amendment with TxDOT

Chairman Barr entertained a motion to approve item 10. Director Nowels made a motion to approve item 10, and Director Willard seconded the motion. The motion was approved unanimously (Resolution No. 15-25)

11. Approval of a three-year Oracle unlimited license agreement and maintenance and support contract with RFD & Associates, Inc., in the amount of \$17,568,000.00

Chairman Barr entertained a motion to approve item 11. Director Haddad made a motion to approve item 11, and Director Ellis-Kirk seconded the motion. The motion was approved unanimously (Resolution No. 15-26)

12. Annual review and approval of NTTA Investment Policy and Strategy
13. Annual review and approval of NTTA Debt Policy and Interest Rate Risk Management Plan

Chairman Barr entertained a motion to approve items 12 and 13. Director Quesada made a motion to approve items 12 and 13, and Director Nowels seconded the motion. The motion was approved unanimously (Resolutions No. 15-27 and 15-28)

BRIEFINGS AND REPORTS

14. Briefing on FY2015 refunding transaction
15. Briefing on FY2016 budget calendar
16. Consolidated Monthly Performance Report
17. Quarterly Financial and Investment Report: 4th Quarter 2014
18. Executive Director Report
 - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in February 2015
19. 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. Legal briefing on amendment to section III.J of Board Ethics Policy
 2. Legal briefing on legislation impacting NTTA

- 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

Chairman Barr called the Board into Executive Session at 11:27 a.m. and reconvened the meeting into open session at 1:07 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

20. Possible action on any matter deliberated in Executive Session

Chairman Barr entertained a motion to approve item 20.A.1. Director Nowels made a motion to approve the item, and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 15-29)

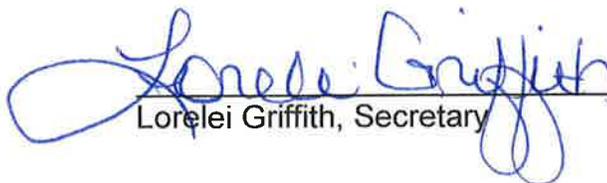
Chairman Barr entertained a motion to approve item 20.B.1. Director Haddad made a motion to approve the item, and Director Kloepper seconded the motion. The motion was approved unanimously (Resolution No. 15-17)

ADJOURNMENT

The meeting adjourned at 1:16 p.m.



Kenneth Barr, Chairman



Lorelei Griffith, Secretary