

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
October 21, 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 October 21, 2015.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:03 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
Vice Chairman Moore	Director
Michael Nowels	Director
George (Tex) Quesada	Director
Jane Willard	Director
John Mahalik	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, Assistant Executive Director of Strategy and Innovations; Dena DeNooyer Stroh, General Counsel; Elizabeth Mow, Assistant Executive Director of Infrastructure; James Hofmann, Assistant Executive Director of Operations; Magdalena Brady, Director of Internal Audit; Brian Reich, Controller; Kim Jackson, Senior Director of Public Affairs; Carrie Rogers, Director of Government Affairs; Anthony Coleman, Director of Business Diversity; Craig Lockett, Director of Human Resources; Mark Pavageau, Interim Director of Maintenance; John Bannerman, Director of Customer Service; Eric Hemphill, Director of System Incident Management; Kim Tolbert, Director of Strategy and Innovations; Sabu Stephen, Director of Information Technology; Clint Purtell, Director of Procurement Services; Claire Swann, Assistant General Counsel.

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) and Steve Bolden, 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 in support of a constitutional amendment for increased state transportation funding

Chairman Barr read the resolution to be approved, in support of the Senate Joint Resolution No. 5 which was passed by the Texas Legislature to place a constitutional amendment on the November 3rd ballot and to direct existing revenue streams to transportation funding.

Chairman Barr entertained a motion to approve this item. Vice Chairman Moore made a motion to approve the item, and Director Quesada seconded the motion. The motion was approved unanimously. (Resolution No. 15-93)

B. NTTA Relationships and Opportunities Advancing Diversity (ROAD) Program - Update

Anthony Coleman, Director of Business Diversity, introduced Mr. Edwin Jones, EJES Inc., Owner, Mr. Lembke, Lemco Construction Services and Anuj Patel, APEC, Owner; to share their experiences.

4. Committee Chair reports

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

5. Approval of the minutes from the September 16, 2015 Regular Board Meeting

Director Quesada made a motion to approve the minutes of the meeting held September 16, 2015. Director Nowels seconded the motion, and it was approved unanimously. (Resolution No. 15-85)

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

6. Request to advertise a contract for marketing, advertising and creative services

7. Primacy waiver on LBJ East

Item 7 was pulled from the consent agenda for further discussion. Elizabeth Mow, Assistant Executive Director of Infrastructure, presented this item.

Senator Bob Hall addressed the Board with concerns regarding LBJ East.

After discussion, Chairman Barr entertained a motion to approve item 7. Director Willard made a motion to approve waiver of primacy on LBJ East, and Director

Quesada seconded the motion. The motion was approved unanimously. (Resolution No. 15-87)

8. A contract with Kimley-Horn and Associates, Inc., for ITS Engineering design services in an amount not to exceed \$1,300,000.00 and work-authorization #1 for 42 CCTV locations in an amount not to exceed \$471,758.00
9. A one-year contract extension with Tamer Partners Corporation for Customer Driven Management survey software
10. Acknowledgement of receipt of the 2015 Annual General Engineering Consultant Inspection Report, issued by Atkins North America, Inc.

Chairman Barr entertained a motion to approve items 6, 8, 9 and 10. Director Quesada made a motion to approve the items, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution No. 15-86, 15-88 and 15-89)

ITEMS CONSIDERED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

11. FY2016 NTTA System preliminary budget second review

After discussion and questions from the Board, including a request of an overview of the Public Employees Benefits Cooperative, Chairman Barr entertained a motion to approve item 11. Vice Chairman Moore made a motion to approve item 11, and Director Quesada seconded the motion. The motion was approved unanimously. (Resolution No. 15-90 and 15-91)

ITEM FOR INDIVIDUAL CONSIDERATION

12. Request to Advertise for an Availability & Disparity (A&D) Study

Chairman Barr entertained a motion to approve item 12. Director Quesada made a motion to approve item 12, and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 15-92)

BRIEFINGS AND REPORTS

13. Consolidated Monthly Performance Report
14. Executive Director Report
 - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in September 2015
15. EXECUTIVE SESSION – Pursuant to chapter 551, subchapter D, Texas Government Code:

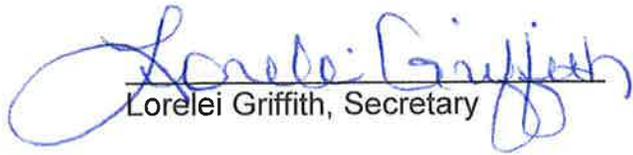
There was no executive session held.

16. Adjournment

The meeting adjourned at 11:43 a.m.



Kenneth Barr, Chairman



Lorelei Griffith, Secretary