

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

CALL TO ORDER

Chairman Barr called the meeting to order at 10:09 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
Mojoy Haddad	Director
Bill Elliott	Director
Matrice Ellis-Kirk	Director
Jane Willard	Director
John Mahalik	Director

*Director Nowels attended via phone

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; 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; Tom Bamonte, Assistant Executive Director of Strategy and Innovations; Brian Reich, Controller; Carrie Rogers, Director of Government Affairs; Anthony Coleman, Director of Business Diversity; Craig Lockett, Director of Human Resources; Mark Pavageau, 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; Gio Rodriguez, Director of Collections and Toll Enforcement; Clint Purtell, Senior 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, 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. Bond Buyer Southwest Region Deal of the Year

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 October 21, 2015 Regular Board Meeting

Director Willard made a motion to approve the minutes of the meeting held October 21, 2015. Director Haddad seconded the motion, and it was approved unanimously. (Resolution No. 15-97)

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

6. Request to advertise the following:

- A. Program Management Consulting services and extension of existing contract
- B. Janitorial services and extension of existing contract

7. Vendor selection for the following:

- A. Print vendor services
- B. Design Engineering Services for the PGBT widening from IH 35E to DNT and from US 75 to SH 78
- C. Construction management Services for the widening of the Dallas North Tollway mainlanes at various locations from IH 635 to PGBT

8. Contract award for the following:

- A. Purchase and delivery of deicing materials
- B. Two-year contract with the Texas Department of Public Safety for the provision of police services in an amount not to exceed \$19,580,424.00

9. Declaration that certain NTTA properties are surplus and authorizing their sale or other disposition:
 - A. 5550 Montrose Drive, Dallas
 - B. 4344 Zion Road, Garland

10. Registered Vehicle Owner Data Retrieval Agreements with the following out-of-state Departments of Motor Vehicles:
 - A. Florida
 - B. Illinois
 - C. Ohio

Chairman Barr entertained a motion to approve items 6 through 10. Director Haddad made a motion to approve the items, and Director Willard seconded the motion. The motion was approved unanimously. (Resolution Nos. 15-98 through 15-106)

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

11. Request to advertise the following:
 - A. Financial Advisor Services - Public Private Partnership (P3) and extension of existing contract
 - B. Financial Advisor Services - General/Municipal and extension of existing contract
 - C. Underwriting Pool

12. Vendor selection for the following:
 - A. Traffic and Revenue Consultant - NTTA System
 - B. Traffic and Revenue Consultant - Special Project System
 - C. External Audit Services

Chairman Barr entertained a motion to approve items 11 and 12. Vice Chairman Moore made a motion to approve the items, and Director Mahalik seconded the motion. The motion was approved unanimously. (Resolution Nos. 15-107 through 15-112)

ACTION ITEMS

13. Performance Security under Tolling Services Agreement: IH 635 (LBJ) Managed Lanes Project

This item was considered after Executive Session

BRIEFINGS AND REPORTS

14. Consolidated Monthly Performance Report

15. Quarterly Financial and Investment Report: 3rd Quarter 2015
16. Executive Director Report
 - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in October 2015
17. EXECUTIVE SESSION – Pursuant to chapter 551, subchapter D, Texas Government Code:
 - A. Section 551.076, to deliberate regarding security devices and section 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters regarding:
 1. IT security
 - B. Section 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters regarding:
 1. Performance Security under Tolling Services Agreement: IH 635 (LBJ) Managed Lanes Project

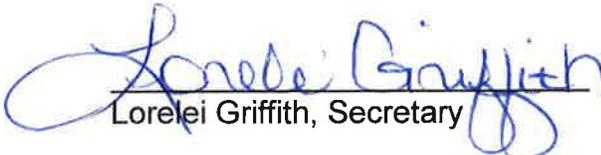
Chairman Barr called the Board into Executive Session at 10:49 a.m. and reconvened the meeting into open session at 12:56 p.m. No final action, decision or vote with regard to any matter was taken during the Executive Session.

Chairman Barr entertained a motion to approve item 13. Director Haddad made a motion to approve the item, and Director Ellis-Kirk seconded the motion. The motion was approved unanimously. (Resolution No. 15-113)

18. Adjournment

The meeting adjourned at 1:00 p.m.


Kenneth Barr, Chairman


Lorelei Griffith, Secretary