

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Meeting  
December 16, 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 December 16, 2015.

**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
Mojy Haddad	Director
Bill Elliott	Director
Matrice Ellis-Kirk	Director
Jane Willard	Director
John Mahalik	Director
*George (Tex) Quesada	Director

\*Director Quesada 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; and Claire Swann, Assistant General Counsel.

Also present representing NTTA were: Keith Jackson, Atkins, Inc., General Engineering Consultant; Stephanie Halliday, HNTB Corporation, Project Management Consultant; Greg Schaecher, McCall Parkhurst & Horton, and Steve Bolden, Mahomes Bolden, PC, Bond Counsel; Michael Copeland, CDM Smith Associates, Traffic & Revenue Consultant; Sam Bahluli, C&M Associates, Inc., Traffic & Revenue Consultant.

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. Government Finance Officers Association recognition for the SPS 2014 Comprehensive Annual Financial Report and SPS Budget
- B. Corporate Challenge recognition, Special Olympics of Texas, Inc.

4. Committee Chair reports

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

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

Director Ellis-Kirk made a motion to approve the minutes of the meeting held November 18, 2015. Director Haddad seconded the motion, and it was approved unanimously. (Resolution No. 15-117)

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

6. Request to advertise the following:

- A. Gleneagles 5910 backup power improvements
- B. General Engineering Consulting (GEC) services and contract extension
- C. Two-way radio equipment and air lease

7. Vendor selection for the following:

- A. Environmental engineering services for PGBT widening from IH 35E to south of Beltline Road

8. Contract award for the following:

- A. A three-year contract with Questmark Information Management, Inc. for invoice printing and distribution services, in an amount not to exceed \$7,435,000.00

9. 2016 annual work authorization with:
  - A. VRX, Inc., for Maintenance Management Consultant services, in an amount not to exceed \$3,981,000.00
10. Interlocal Agreement with Collin County and the City of Celina for DNT 4A Extension
11. Purchase of sticker TollTags for FY 2016, in the amount of \$10,094,732.00

Chairman Barr entertained a motion to approve items 6 through 11. Director Willard made a motion to approve the items, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution Nos. 15-118 through 15-125)

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

12. Contract award for the following:
  - A. A three-year contract with Crowe Horwath LLP for annual external audits and related services, in an amount not to exceed \$1,050,000.00
13. FY2016 NTTA System final budget
14. Annual toll receivables write-off
15. Acknowledgment of receipt of the Special Project System (SPS) FY2015 audited financial statement and reports

Chairman Barr entertained a motion to approve items 12 through 15. Director Nowels made a motion to approve the items, and Director Mahalik seconded the motion. The motion was approved unanimously. (Resolution Nos. 15-126 through 15-128)

#### **ITEMS RECOMMENDED FOR APPROVAL BY THE ADMINISTRATION COMMITTEE**

16. Request for contract extension of the following Legal Services contracts:
  - A. McCall, Parkhurst & Horton L.L.P.
  - B. Mahomes Bolden PC
  - C. Locke Lord LLP
17. Amendment of NTTA 401(k) Plan pursuant to Internal Revenue Code Section 401(b) to maintain tax-qualified status from IRS

Chairman Barr entertained a motion to approve items 16 and 17. Director Willard made a motion to approve the items, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution Nos. 15-129 and 15-130)

#### **ACTION ITEMS**

18. A three-year contract with Technogent for IT Business Continuity services, in the amount of \$16,570,169.00

This item was considered after Executive Session.

19. TxDOT's request to extend its option to develop the LBJ East project

Chairman Barr entertained a motion to approve item 19. Director Nowels made a motion to approve the item, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 15-132)

## **BRIEFINGS AND REPORTS**

20. Consolidated Monthly Performance Report

21. Executive Director Report

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

22. 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 Business Continuity

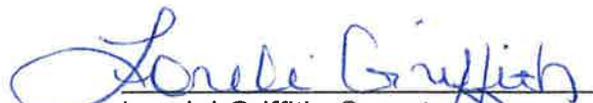
Chairman Barr called the Board into Executive Session at 10:38 a.m. and reconvened the meeting into open session at 11:21 a.m. No final action, decision or vote with regard to any matter was taken during the Executive Session. Tex hung up near the end of Executive Session.

Chairman Barr entertained a motion to approve item 18. Director Nowels made a motion to approve the item, and Director Haddad seconded the motion. The motion was approved 7-0 with Director Ellis-Kirk abstaining from the vote due to a potential conflict with Technogent. (Resolution No. 15-131)

23. Adjournment

The meeting adjourned at 11:23 a.m.

  
Kenneth Barr, Chairman

  
Lorelei Griffith, Secretary