NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
May 18, 2016

A public notice of this meeting containing all items was posted at a place convenient to the public in the administrative offices of 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 North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, at 10:00 a.m. on May 18, 2016.

CALL TO ORDER

Vice Chairman Moore called the meeting to order at 10:18 a.m.

1. Establishment of Quorum

Vice Chairman Moore 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
John Mahalik	Director
George (Tex) Quesada	Director

*Director Mojy Haddad arrived at 10:25 a.m., and Chairman Barr arrived at 10:30 a.m.

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; Kim Jackson, Senior Director of Public Affairs; Brian Reich, Controller; Carrie Rogers, Director of Government Affairs; Arturo Ballesteros, Director of Legislative Affairs; Anthony Coleman, Director of Business Diversity; 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; Angela Hough, Assistant General Counsel; David Evans, Senior Director of Procurement Services and Business Diversity; and Gio Rodriguez, Director of Collections and Toll Enforcement.

Also present and 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; and 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. Transportation Research Board Managed Lanes Committee - Don Capelle Award for Dallas/Fort Worth TEXpress Lanes

Director Nowels presented the Transportation Research Board Managed Lanes Committee's award for Dallas/Fort worth TEXpress Lanes to Elizabeth Mow and James Hofmann for NTTA's assistance to the region for the success of the Dallas/Fort Worth TEXpress Lanes.

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 April 20, 2016 regular board meeting

Director Nowels made a motion to approve the minutes of the meeting held on April 20, 2016. Director Mahalik seconded the motion, and it was approved unanimously. (Resolution No. 16-58)

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

6. Vendor selection for the following:

   A. General Engineering Consulting (GEC) services

7. Contract award for the following:

   A. 2016 Fleet vehicle purchase:
      1. Caldwell Country Chevrolet, in an amount not to exceed $109,809.00
      2. Sam Pack's Five Star Ford, in an amount not to exceed $177,933.00
      3. Southwest Ford, Inc., in an amount not to exceed $203,781.00

B. Rucker & Co and for marketing, advertising, and creative design services, in the amount of $1,245,000.00

8. Donation of property:

A. Texas Department of Transportation of highway easement at IH 35E and President George Bush Turnpike
B. City of Carrollton of real property for roadway purposes at IH 35E and President George Bush Turnpike

Vice Chairman Moore entertained a motion to approve items 6 through 8. Director Mahalik made a motion to approve the items, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution Nos. 16-59 through 16-63)

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

9. Contract award for the following:

A. Contract with First Southwest Company for general/municipal financial advisory services, in an amount not to exceed $1,050,000.00
B. Contract with RBC Capital Markets for P3 financial advisory services, in an amount not to exceed $450,000.00
C. Contract with MGT of America, Inc. for consultant services to conduct an Availability and Disparity Study, in the amount of $350,000.00

Vice Chairman Moore entertained a motion to approve item 9. Director Mahalik made a motion to approve the item, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution Nos. 16-64 and 16-66)

BRIEFINGS AND REPORTS

10. Briefing on 2016A Pricing Results

Horatio Porter briefed the Board on the recent 2016A pricing results.

11. Consolidated Monthly Performance Report

Horatio Porter, Elizabeth Mow and James Hofmann briefed the Board on the Consolidated Monthly Performance Report.

12. Quarterly Financial and Investment Report: 1st Quarter 2016

13. Executive Director Report

A. Contracts, supplements, and change orders not exceeding $300,000.00 executed in April 2016

14. EXECUTIVE SESSION – Pursuant to chapter 551, subchapter D, Texas Government Code:

There was no executive session held.

15. *Recess* –Tour of the Ohio Maintenance center

The meeting was called in to recess at 11:00 a.m.

16. Adjournment

The meeting was adjourned at 1:00 p.m.

Kenneth Barr, Chairman

Lorelei Griffith, Secretary