

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
September 21, 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 September 21, 2016.

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
John Mahalik	Director
Matrice Ellis-Kirk	Director
George (Tex) Quesada	Director
Jane Willard	Director
Mojoy Haddad	Director
William (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; 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 Care; Eric Hemphill, Director of System Incident Management; Sabu Stephen, Director of Information Technology; Angela Hough, Assistant General Counsel; David Evans, Senior Director of Procurement Services and Business Diversity; Rob Hurmence, Director of Finance Planning and Analysis; and Gio Rodriguez, Director of Collections and Contact Center.

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

4. Committee Chair reports

A. Regional Transportation Council

5. Approval of the minutes from the August 17, 2016 regular board meeting, and the September 1, 2016 Board Retreat

Director Quesada made a motion to approve the minutes from the August 17, 2016 regular board meeting, and the September 1, 2016 Board Retreat. Director Mahalik seconded the motion, and it was approved unanimously. (Resolution Nos. 16-96 and 16-97)

6. Election of NTTA Officers pursuant to Section 20 of NTTA Bylaws

- A. Chairman
- B. Vice Chairman
- C. Secretary
- D. Assistant Secretary
- E. Treasurer
- F. Assistant Treasurer

Chairman Barr entertained a motion related to election of NTTA officers. Director Nowels made a motion to re-elect the existing officers, which are: Kenneth Barr as Chairman, Bill Moore as Vice Chairman, Lorelei Griffith as Secretary, Karen Madison-Pond as Assistant Secretary, Horatio Porter as Treasurer, and Dana Gibson Boone as Assistant Treasurer. Director Haddad seconded the motion. The motion was approved unanimously. Under Section 20 of the NTTA Bylaws, a Chairman may not be elected to more than four successive one-year terms as Chairman unless such four-term limit is deemed waived through a two-thirds vote of the Board. Though Chairman Barr had served four consecutive terms as Chairman, the four-term limit was waived through the unanimous vote that met the two-thirds vote requirement, allowing Chairman Barr to serve another one-year term. (Resolution Nos. 16-98 through 16-103)

ACTION ITEMS

7. Request to advertise the following:

- A. Construction services for site improvements to support the Safety Operation Center services at President George Bush Turnpike Mainlane Plaza 7 at Coit Road
- B. Design engineering services for Sam Rayburn Tollway fourth lane widening

Chairman Barr entertained a motion to approve items 7A and 7B. Vice Chairman Moore made a motion to approve the items, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution Nos. 16-104 and 16-105)

8. Request to negotiate the following:

- A. Construction management services for Dallas North Tollway roadway improvements from Harvest Hill Road to IH 35E

Chairman Barr entertained a motion to approve item 8A. Director Nowels made a motion to approve the item, and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 16-106)

9. Contract for a new ZipCash payment option and a Work Authorization for related toll system modifications:

- A. Six-year contract with AETolls, LLC for payment of ZipCash transactions through direct carrier billing
- B. Work authorization with ETC for \$1,400,000 on modifications to the toll collection system

10. Supplemental agreement to 2016 work authorization with Professional Account Management, LLC and AllianceOne Receivables Management, Inc. for collection agency services, in an amount not to exceed \$3,165,587.00

11. Construction agreement with Cassco Development Co., Inc. for Chisholm Trail Parkway lighting construction

12. Policy updates:

- A. Toll receivable write-off
- B. Roadway Naming

Chairman Barr stated the items 8, 10, and 12 were discussed at the Board Retreat and staff is prepared to present on them if needed. There was no request for any presentations.

Chairman Barr entertained a motion to approve items 9, 10, and 12. Director Haddad made a motion to approve the items, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution Nos. 16-107, 16-108, 16-110, and 16-111)

Chairman Barr entertained a motion to approve item 11. Director Haddad made a motion to approve the item, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 16-109)

BRIEFINGS AND REPORTS

13. FY2017 NTTA System Preliminary Budget

Horatio Porter, Chief Financial Officer, provided the Board a brief update on the status of the budget and went over next steps.

This was a briefing item only, no action was necessary.

14. Consolidated Monthly Performance Report

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

15. Executive Director Report

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

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

There was no executive session held.

17. Recess – Life of a Toll Transaction Workshop

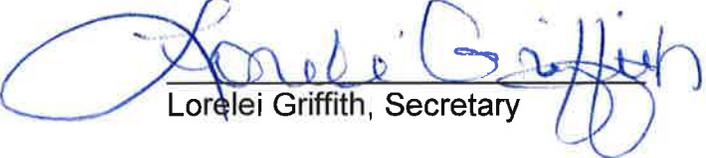
The meeting was called in to recess at 11:12 a.m.

18. Adjourn

The meeting was adjourned at 12:50 p.m.



Kenneth Barr, Chairman



Lorelei Griffith, Secretary