

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
October 19, 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 October 19, 2016.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:13 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
Carl O. Sherman	Director
George (Tex) Quesada	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; Craig Lockett, Director of Human Resources, 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

- A. Swearing in of Dallas County appointee Carl O. Sherman
- B. Government Finance Officers Association - Distinguished Budget Presentation Award

Judge Clay Jenkins, Dallas County, swore in Mr. Carl O. Sherman as Dallas County's newest appointee to the NTTA Board.

Director Mahalik presented the award for the Government Finance Officers Association - Distinguished Budget to Rob Hurmence, Director of Finance Planning and Analysis, and Armando Garza, Budget and Compliance Manager.

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 September 21, 2016 regular board meeting

Director Quesada made a motion to approve the minutes of the meeting held on September 21, 2016. Director Nowels seconded the motion, and it was approved unanimously. (Resolution No. 16-116)

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

6. Acknowledgement of receipt of the 2016 Annual General Engineering Consultant Inspection Report, issued by Atkins North America, Inc.

7. Request to advertise the following:

- A. Heating, ventilation, and air conditioning (HVAC) unit replacements at Gleneagles Complex

- B. Construction contract for President George Bush Turnpike sign replacement from Midway to SH 78
 - C. President George Bush Turnpike fourth lane project:
 - 1. Construction from IH 35E to Dallas North Tollway
 - 2. Construction from US 75 to SH 78
 - 3. Construction management services from IH 35E to Dallas North Tollway
 - 4. Construction management services from US 75 to SH 78
 - D. Intelligent Transportation System CCTV structures along the Dallas North Tollway, President George Bush Turnpike, and Sam Rayburn Tollway
 - 1. Construction
 - E. Construction management services
8. Contract award for the following:
- A. North Highland Group for toll system procurement program management for back office toll system replacement, in an amount not to exceed \$2,000,000.00
 - B. Civil Associates, Inc. for environmental engineering services on the President George Bush Turnpike Western Extension third lane widening project from IH 20 to IH 30, in an amount not to exceed \$644,136.00

Chairman Barr entertained a motion to approve items 6 through 8. Vice Chairman Moore made a motion to approve the items, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution Nos. 16-117 through 16-121)

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

- 9. Chase Paymentech payment processing contract 1-year extension
- 10. FY2017 NTTA System preliminary budget

Chairman Barr entertained a motion to approve items 9 and 10. Director Sherman made a motion to approve the items, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolution Nos. 16-122 through 16-124)

ITEMS RECOMMENDED FOR APPROVAL BY THE ADMINISTRATION COMMITTEE

- 11. Contract award for the following:
 - A. Carrington, Coleman, Sloman & Blumenthal, L.L.P.; Estes Thorne & Carr PLLC; Gardere Wynne Sewell LLP; Jackson Walker L.L.P.; and Locke Lord LLP for outside legal services
 - B. Mahomes Bolden PC and *McCall, Parkhurst & Horton L.L.P.* for outside bond and disclosure counsel
- 12. Employee Ethics Policy

Chairman Barr entertained a motion to approve items 11 and 12. Vice Chairman Moore made a motion to approve the items, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution Nos. 16-125 through 16-127)

ACTION ITEM

13. SH 360 South roadway naming

Chairman Barr pulled this item from the agenda.

BRIEFINGS AND REPORTS

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 September 2016

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

- A. 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 update

Chairman Barr called the Board into Executive Session at 10:45 a.m. and reconvened the meeting into open session at 12:02 p.m. No final action, decision or vote with regard to any matter was taken during the Executive Session.

17. Adjourn

The meeting was adjourned at 12:02 p.m.



Kenneth Barr, Chairman



Lorelei Griffith, Secretary