NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
May 16, 2012

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 Clerk of Collin 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 9:00 a.m. on May 16, 2012.

CALL TO ORDER

Chairman Barr called the meeting to order at 9:05 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
Dave Denison	Director
William D. Elliott	Director
Michael Nowels	Director
*Tex Quesada	Director
*Victor Vandergriff	Director
Jane Willard	Director

*Directors Quesada and Vandergriff arrived at 9:10 a.m.

NTTA employees attending the meeting were: Gerry Carrigan, Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, CFO/Treasurer; Dana Gibson-Boone, Director of Cash and Debt Management/ Assistant Treasurer; Tom Bamonte, General Counsel; Clayton Howe, Assistant Executive Director Operations; Kim Tolbert, Assistant Executive Director Administrative Services; Elizabeth Mow, Interim Assistant Executive Director of Project Delivery; Magdalena Kovats, Director of Internal Audit; Ray Zies, Controller; Kiven Williams, Director of Customer Service Center; Dave Pounds, Director of Information Technology; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; Eric Hemphill, Interim Director of Maintenance; Nina Arias, Director of Human Resources; Kim Jackson, Director of Communications.

Also present at the meeting representing the Authority were: Frank Stevenson, Kevin Twining, Locke Lord, Bissell & Liddell (LLBL), Outside Counsel to the Authority;

Stephanie Halliday, HNTB, General Engineering Consultant to the Authority; Andrew Mendelson, Ron Morrison, RBC Capital Markets, Financial Advisor to the Authority; Greg Schaecher, McCall Parkhurst & Horton (MPH), Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority; Michael Copeland, CDM Smith Associates, Traffic & Revenue Consultant to the Authority.

2. General public comments not related to specific agenda items

No comments were made.

3. Comments and announcements from the Chairman and Board Members

Chairman Barr recognized and extended a welcome to The Honorable John J. Carona, Texas State Senator.

4. Approval of the minutes from the (a) March 21, 2012 Board of Directors Regular Meeting, (b) the March 21, 2012 Workshop, and (c) the April 18, 2012 Board of Directors Regular Meeting

Vice Chairman Moore made a motion to approve the minutes listed in item 4. Director Vandergriff seconded the motion and the motion was approved unanimously. (Resolutions No. 12-73, 74 and 12-91)

5. Committee Chair reports

   A. Customer Service, Projects and Operations – May 3, 2012 meeting
   B. Finance & Audit – May 3, 2012 meeting
   C. RTC Report

Vice Chairman Moore, Finance & Audit Committee Chairman, provided a briefing on the committee meeting held on May 3, 2012. Director Nowels, Customer Service, Projects & Operations Committee Chairman, provided a briefing on the committee meeting held on May 3, 2012. Chairman Barr provided a briefing on the RTC meeting held on May 3, 2012.

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

6. Network upgrade and procurement of required hardware from AT&T in an amount not to exceed $404,880.00

Director Nowels made a motion to approve item 6, and Director Vandergriff seconded the motion. The motion was approved unanimously. (Resolution No. 12-75)

Chairman Barr indicated that items 7 through 13 would be considered with one motion.

Eric Hemphill, Interim Director of Maintenance, addressed questions concerning the speed study related to item 9. Chairman Barr introduced Noele Ibrahim, President of

VRX, Inc., the proposed Maintenance Management Consultant related to item 10. Chairman Barr then entertained a motion to approve items 7 through 13.

Director Willard made a motion to approve items 7 through 13, and Director Quesada seconded the motion. The motion was approved unanimously. (Resolutions No. 12-76 through 12-82)

7. Voice over internet protocol (VOIP) upgrade and procurement of required hardware from AT&T in an amount not to exceed $247,342.00, and related services from Insight Networking, in an amount not to exceed $177,000.00

8. Renewal of the Oracle Unlimited License Agreement for one year for Oracle database and related tools in an amount not to exceed $2,587,722.00 for licensing and annual maintenance, and ratification of $2,411,407.00 in past expenditures for annual maintenance and support fees pursuant to the contract

9. Results of a speed study for the President George Bush Turnpike Eastern Extension and establishment of speed limits

10. Maintenance Management Consultant contract with VRX Inc.

11. Contract change order with Prairie Link Constructors, LLC, to modify the Union Pacific Railroad Development Work for the President George Bush Turnpike Western Extension Phase 4, in an amount not to exceed $6,261,392.72

12. Work authorization with Michael Baker Jr., Inc., for design section engineering services on S.M. Wright Phase 1 portion of Trinity Parkway Section 5, in an amount not to exceed $4,000,000.00

13. Contract change order with Webber, LLC, for drainage modifications on Chisholm Trail Parkway Section 2, in an amount not to exceed $1,670,000.00

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

Chairman Barr indicated that items 14 through 17 would be considered with one motion.

Director Nowels made a motion to approve items 14 through 17. After some discussion, staff was directed to delay item 17 and send it to the Administration Committee for further consideration. Director Nowels amended his motion to approve items 14 through 16 only, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolutions No. 12-83 through 12-85)

14. Conversion of Series 2009D Bonds to a new interest rate mode and related bond resolution, JPMorgan Letter of Credit Agreement and Remarketing Agreement amendments and extensions, and approval of Remarketing Memorandum related to the Bonds

15. Selection of Public Private Partnership (P3)/Project Financial Advisor

16. Selection of General/Municipal Financial Advisor

17. Approval of issuance of RFP for health and related benefits providers

ITEMS RECOMMENDED FOR APPROVAL BY THE ADMINISTRATION COMMITTEE

18. Employee Ethics Policy (from the April Administration Committee meeting)

Tom Bamonte, General Counsel, addressed questions concerning the Employee Ethics Policy related to financial statements and the revolving door provision.

Director Quesada made a motion to approve item 18, and Director Willard seconded the motion. Chairman Barr clarified that the Board would approve the policy as is, ask Mr. Bamonte to review the policy for any changes that might need to be made, and bring back proposed changes to the Board for approval. The motion was approved unanimously. (Resolution No. 12-87)

OTHER ITEMS

19. President George Bush Turnpike Eastern Extension Noise Analysis

Elizabeth Mow, Interim Assistant Executive Director of Project Delivery, provided a briefing on the PGBT Eastern Extension Noise Analysis, including background, standard methodology of noise analysis, feasible and reasonable criteria, neighborhood voting results, history and current site conditions. Ms. Mow discussed meetings held with HOA representatives, their requests and estimated costs, the ILA with the City of Rowlett, and the Board policy concerning construction of additional noise abatement structures. Ms. Mow indicated staff recommended a proposed landscape visual buffer.

Brad Cruse, President, Harborside HOA, addressed the Board on behalf of residents surrounding Section 31 of the PGBT Easter Extension, concerning a request for sound walls. Mr. Cruse expressed concerns the residents had with noise, and requested additional sound walls.

After questions were addressed and discussions held, the Board directed staff to keep a focus on the issues and move ahead aggressively to find possible resolutions.

REPORTS

20. Monthly Financial and Quarterly Investment report for March, 2012

Ray Zies, Controller, provided a briefing on the financial and quarterly investment report for March, and addressed questions of the Board.

21. RITE Systems Projects Update

Clayton Howe, Assistant Executive Director of Operations, provided a briefing on the RITE Systems Projects update, and addressed questions of the Board.

22. Business Diversity Activity Report for May 2012

23. Executive Director Reports

    A. Report on contracts, supplements, and orders not exceeding $300,000.00, executed in April 2012
    B. County Review action plan

24. **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

        1. Briefing on an Interlocal agreement with the City of The Colony for improvements related to the Sam Rayburn Tollway

        2. Possession and Use Agreement for NTTA Parcels 128, 128 PE, 128TE-PT1, and 128TE-PT2, with FW 205 Partners, LTD, for Chisholm Trail Parkway Section 5

        3. Use of Eminent Domain Authority for the Acquisition of Parcels on the Chisholm Trail Parkway Section 5:

            i. <u>Parcel118B</u>

                1. A fee simple interest in:
                a 5.016 acre tract of land situated in the J. J. Albirado Survey, Abstract No. 4, City of Fort Worth, Tarrant County, Texas, and being a portion of a tract of land deeded by North Texas Acquisition L.L.C. to Chesapeake Land Development Company, L.L.C. by Affidavit Regarding Certificate of Merger and Amended Articles of Organization dated February 19, 2009 and recorded in County Clerk's File No. D209046066 of said Deed Records of Tarrant County, Texas

                2. A temporary easement in:
                a 1.033 acre tract of land situated in the J. J. Albirado Survey, Abstract No. 4, City of Fort Worth, Tarrant County, Texas, and being a portion of a tract of land deeded by North Texas Acquisition L.L.C. to Chesapeake Land Development Company, L.L.C. by Affidavit Regarding Certificate of Merger and Amended Articles of Organization dated February 19,

2009 and recorded in County Clerk's File No. D209046066 of said Deed Records of Tarrant County, Texas

b. Briefing on Tolling Services Agreements

B. Section 551.074(a)(1), to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee.

a. Executive Director Contract
b. General Counsel Evaluation

Chairman Barr called the Board into Executive Session at 11:31 a.m. and reconvened the meeting into open session at 2:48 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

Chairman Barr indicated that he had a conflict of interest related to the next two items, and asked Vice Chairman Moore to proceed.

Vice Chairman Moore entertained a motion to approve item 24A.2.

24A.2. Director Quesada made a motion to approve Item 24A.2, and Director Vandergriff seconded the motion. The motion was approved 7-0, with Chairman Barr abstaining. (Resolution No. 12-88)

Vice Chairman Moore entertained a motion to approve item 24A.3.

24A.3. Director Nowels made a motion to approve Item 24A.3, and Director Vandergriff seconded the motion. The motion was approved 7-0, with Chairman Barr abstaining. (Resolution No. 12-89)

Chairman Barr entertained a motion to approve 24B.1

24B.1. Director Willard made a motion to approve item 14B.1, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 12-90)

ADJOURNMENT

The meeting adjourned at 2:49 p.m.

Kenneth Barr, Chairman

Lorelei Griffith, Assistant Secretary