

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Meeting  
May 15, 2013

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 10:00 a.m. on May 15, 2013.

**CALL TO ORDER**

Chairman Barr called the meeting to order at 10:00 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 Elliott	Director
**Matrice Ellis-Kirk	Director
Michael Nowels	Director
George (Tex) Quesada	Director
Jane Willard	Director
Mojoy Haddad	Director

\*Director Moore arrived during the Executive Session portion of the meeting.

\*\*Director Ellis-Kirk arrived at 10:42 a.m.

NTTA employees attending the meeting were: Gerry Carrigan, CEO/Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions/Treasurer; Dana Gibson-Boone, Director of Cash and Debt Management/Assistant Treasurer; Tom Bamonte, General Counsel; Elizabeth Mow, Assistant Executive Director of Infrastructure; James Hofmann, Assistant Executive Director of Operations; Kim Tolbert, Chief Strategic Officer; Ray Zies, Controller; Dave Pounds, Director of Information Technology; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; Eric Hemphill, Director of Maintenance; Nina Arias, Director of Human Resources; Kim Jackson, Director of Public Affairs; Felix Alvarez, Director of Procurement Services; Marty Legè, Director of System Incident Management; John Bannerman, Interim Director of Customer Service Center.

Also present at the meeting representing the Authority were: Frank Stevenson, Locke, Lord LLP, Board Counsel; Keith Jackson, Atkins, Inc., General Engineering Consultant to the Authority; Stephanie Halliday, HNTB Corporation, Project Management Consultant 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 under this item.

3. Comments and announcements from the Chairman and Board Members

- A. 5-year recognition awards for Kim Tolbert and Magdalena Kovats
- B. Recognition of Ruby Franklin, Board Secretary

Chairman Barr recognized and congratulated Kim Tolbert and Magdalena Kovats for their 5-year service to the NTTA. He expressed appreciation to Ms. Tolbert and Ms. Kovats for their stability, consistency and accomplishments during a rapidly growing period for the NTTA. Chairman Barr presented certificates of appreciation and 5-year pins to Ms. Tolbert and Ms. Kovats.

Chairman Barr recognized and congratulated Ruby Franklin on her retirement after serving as Board Secretary for 13 years. Chairman Barr read and presented a resolution expressing respect for, and gratitude to Ms. Franklin for her dedication and commitment to the NTTA.

4. Committee Chair reports

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

Director Nowels, Chairman of the Customer Service, Projects and Operations Committee, and the RTC Representative for the Board, provided an update on the RTC meeting held on May 9, 2013, and stated that a report on the May 2, 2013 CSPOC meeting was included in the agenda packet. Director Denison, Chairman of the Legal Services Committee reported on the May 2, 2013 LSC meeting. Reports on all the May 2, 2013, Committee meetings were included in the agenda packet.

5. Approval of the minutes from the April 4, 2013 Board of Directors Workshop, April 17, 2013 Regular Board Meeting and the April 17, 2013 Special Called Board Meeting

Director Denison made a motion to approve the minutes of the meetings held on April 4, 2013 and April 17, 2013. Director Haddad seconded the motion and it was approved unanimously. (Resolutions No. 13-61, 13-62, 13-63)

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

Chairman Barr entertained a motion to approve items 6, 8, 9, 10, 11 and 12, and stated that item 7 would be considered separately. Director Quesada made a motion to approve the items and Director Nowels seconded the motion. The motion was approved unanimously, 6-0. (Resolutions No. 13-64, 13-66 through 13-70)

6. Contract with Gibson & Associates, Inc., for Dallas North Tollway bridge deck repairs at a cost not to exceed \$756,814.08
7. Updates to NTTA Sign Policy

Eric Hemphill, Director of Maintenance, addressed questions concerning municipal district signs and how cities with NTTA facilities can use certain criteria to take advantage of the municipal district.

Director Denison made a motion to approve item 7 and Director Haddad seconded the motion. The motion was approved unanimously, 6-0. (Resolution No. 13-65)

8. Five-year contract with WEX Bank to provide fleet card fueling services for amounts to be determined by actual usage within limits established in annual budget
9. Interlocal Agreement with The Colony pertaining to the South Colony Boulevard Extension at the Sam Rayburn Tollway
10. Amendment to the SH 121 Project Agreement with the Texas Department of Transportation pertaining to the South Colony Boulevard Extension at the Sam Rayburn Tollway
11. Purchase of Oracle Hyperion Cost Management software and Oracle Business Intelligence software through RFD & Associates, Inc. for an amount not to exceed \$447,095 for software and \$98,360.90 for support
12. Change order to Maintenance and Support Contract with Zenisys Corporation for the Service Center Information Portlet (SCIP) and independent verification and validation services through December 31, 2014, for an amount not to exceed \$1,044,000.00

### **INDIVIDUAL ITEMS**

13. Confirmation of Waiver of Primacy and First Option regarding the SH 183 Managed Lanes Project with the addition of three segments, SH 114 (from SH 161 to Loop 12), Loop 12 (from SH 183 to IH 35E) and the North Tarrant Express Section 2E (from SH 121 to SH 161)

Elizabeth Mow, Assistant Executive Director of Infrastructure, provided an overview of the SH 183 Managed Lanes Project and the addition of three segments.

Director Quesada moved for approval, and Director Nowels seconded the motion. The motion was approved unanimously. (6-0) (Resolution No. 13-71)

14. First Amendment to Final Scope Document; Amended and Restated Agreement for a System Engineer and Programmer/Systems Integrator/Licensee/Value Added Reseller/Distributor for the RITE Project; First Amendment to Software License Agreement and First Amendment to Escrow Agreement with Electronic Transaction Consultants Corporation pursuant to a Term Sheet dated February 8, 2013 and approved on February 20, 2013, to upgrade the NTTA's toll collection system

Item 14 was considered following the Executive Session.

### **BRIEFINGS AND REPORTS**

15. Business Diversity Activity Report

A report was provided in the agenda packet.

16. Monthly Financial Report and Quarterly Investment Report – March 2013

Ray Zies, Controller, provided a briefing on the Monthly Financial Report, and addressed questions of the Board. Dana Gibson-Boone, Director of Cash and Debt Management, provided a briefing on the Quarterly Investment Report.

17. Executive Director Report

- A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in April 2013

The Executive Director's Report was included in the agenda packet.

18. **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:
- B. Section 551.074(a)(1), to deliberate the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of a public officer or employee.
  1. Executive Director Evaluation/Goals
  2. Board Secretary

Chairman Barr called the Board into Executive Session at 10:50 a.m. and reconvened the meeting into open session at 12:28 p.m. Chairman Barr noted that Director Nowels had departed.

19. Possible action on any matter deliberated in Executive Session

Chairman Barr entertained a motion to approve item 14. Director Denison made a motion to approve, and Director Quesada seconded the motion. The motion was approved 5-0. Vice Chairman Moore and Director Elliott abstained. (Resolution 13-72)

Chairman Barr entertained a motion to approve appointing Lorelei Griffith as Secretary, commencing immediately upon the date of Ruby Franklin's resignation and for the remainder of her unexpired one-year term ending August 31, 2013; and appointing Karen Madison to fill the Assistant Secretary position vacated by Lorelei Griffith for the remainder of the unexpired one-year term ending August 31, 2013. Director Ellis-Kirk moved for approval, and Director Denison seconded the motion. The motion was approved unanimously. (7-0) (Resolution No. 13-73)

**ADJOURNMENT**

The meeting adjourned at 12:34 p.m.

  
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Kenneth Barr, Chairman

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Ruby Franklin, Secretary