

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
August 21, 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 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 the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, at 10:00 a.m. on August 21, 2013.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:04 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
Mojy Haddad	Director

NTTA employees attending the meeting were: Gerry Carrigan, CEO/Executive Director; Lorelei Griffith, Secretary; Karen Madison-Ponds, 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; Horatio Porter, CFO; Magdalena Kovats, Director of Internal Audit; 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; Kiven Williams, Director of Human Resources; Kim Jackson, Senior 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 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; Sam Bahluli, C&M Associates, Inc., 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. Introduction of the new NTTA Business Diversity Advisory Council members and recognition of outgoing members
- B. Achievement of Excellence in Procurement awarded by the National Procurement Institute
- C. Facility Manager of the Year: Scott Foster

Director Denison requested to make a statement at this time:

“Approximately 2 years ago, the FBI launched an investigation related to my outspoken support for the Chisholm Trail project and my past efforts toward securing free ROW for NTTA projects. My attorney initially told me that when that investigation was concluded, I would feel as though I had been scrubbed with a wire brush. Well, I do and here’s the brush.

I was notified last Friday by the US Attorney’s office that they have concluded their investigation, I am no longer a target of the FBI and the file is closed, confirming my complete exoneration in the matter.

I want to express my most heartfelt appreciation to my 8 colleagues on the board who supported and stood by me during that time and maintained their faith and confidence in me. For that I am forever grateful.

I want to also express my sincere thanks to my County Judge, the Hon. Mary Horn, as well as to my Denton County Commissioners, who stood by me all the way. It has been an honor to serve them and my county.

This very lengthy, fair and thorough investigation by the FBI, and my resulting exoneration, speaks volumes about the honesty, accuracy and integrity of those persons and organizations who falsely accused me.

I am very gratified to be able to tell you today that the cloud these persons and organizations caused over the NTTA has been lifted.

And lastly, to quote an old cowboy from 1903, “That’s my final word on the matter.”

Chairman Barr thanked Director Denison for making that statement.

Chairman Barr introduced the outgoing members of the BDAC and presented each one with a plaque and resolution. He expressed appreciation to the outgoing members for the time they devoted to the NTTA while serving on the Council. Chairman Barr also took a moment to remember John Kelly, a dedicated member of the advisory council and executive director of the Black Contractors who passed away following an extended illness. He noted John's wisdom, counsel and kindness and said that he would be dearly missed. Chairman Barr introduced two new members of the BDAC and recognized the other members of the Council who were present.

Chairman Barr acknowledged the awarding of the Annual Achievement of Excellence in Procurement Award, for the second year in a row. He noted that The National Procurement Institute gives this award based on standardized procurement criteria, including innovation, professionalism, productivity and leadership attributes. Chairman Barr recognized the staff in the Procurement Department who take on the challenge of procuring the wide range and sometimes odd assortment of goods and services needed to keep the organization in motion and completing its mission.

4. Recognition of Director David Denison

Chairman Barr gave the following speech in recognition of Director Dave Denison:

"It is with regret that the NTTA Board of Directors says farewell to one of its most dedicated members. After eight years, during which the NTTA has seen tremendous growth, Dave is moving on. Since 2005, Dave Denison has helped to strengthen the NTTA's role in this region and bring his unique perspective to the Board. You may not know, but Dave's service on the Board was preceded by several years of public service, including mayor of Lewisville

Dave would probably shrink from taking *full* credit, but during his eight years on the Board, the NTTA has marked the following significant achievements:

- Increased its TollTag distribution by more than 1.6 million
- Built the Lewisville Lake Toll Bridge.
- Negotiated the rights to build, operate and maintain the Sam Rayburn Tollway, or, as Dave will always call it, just 121. Sorry about the name, Dave!
- Contributed \$3.4 billion in funding for non-tolled mobility projects throughout the North Texas region
- Launched the Relationships and Opportunities Advancing Diversity (or ROAD) program
- Acquired the extension of State Highway 161 as part of the President George Bush Turnpike
- Completed financing for and began construction on Chisholm Trail Parkway, the NTTA's first toll road in Tarrant and Johnson counties

Dave should certainly take credit for supporting and challenging NTTA staff to be its best and to achieve higher goals. While he encourages growth, he also provided the positive reinforcement to staff and was always quick to pass along the good things he heard about the work staff is doing.

Dave takes his work on the NTTA Board seriously, but he never takes himself too seriously. He has been willing to read whatever staff puts in front of him, and he does it with maximum flair and enthusiasm. His speech at the grand opening of Lewisville Lake Toll Bridge comes to mind, where he referenced 5,667 elephants to describe the tons of concrete used to build the bridge.

I can say personally that Dave has made serving on the NTTA Board easier and much more enjoyable, and we will miss his insight and his wit.”

Chairman Barr presented Director Denison with a resolution from the Board and a commemorative roadway sign signed by the NTTA staff.

5. Committee Chair reports
 - A. Customer Service, Projects and Operations
 - B. Finance and Audit
 - C. Legal Services
 - D. Regional Transportation Council

Director Elliott and Vice Chairman Moore reported on their respective committee meetings, and Director Nowels reported on the Customer Service, Projects and Operations Committee and the RTC meeting.

6. Approval of the minutes from the July 17, 2013 Regular Board Meeting

Vice Chairman Moore made a motion to approve the minutes of the meeting held on July 17, 2013. Director Nowels seconded the motion, and it was approved unanimously (Resolution No. 13-101).

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

7. Contract with Silver Creek Construction, Inc., for repair of the Dallas North Tollway (DNT) main lane bridge decks on the Lemmon Avenue, Forest Lane and Inwood Road overpasses in an amount not to exceed \$878,741.00
8. Contract with Future Telecom, Inc., for the installation of fiber optic cable along Chisholm Trail Parkway (CTP) in an amount not to exceed \$997,376.72
9. Two-year contract with Securadyne, Inc., for video system cameras and equipment in an amount not to exceed \$750,000.00, as follows:
 - A. CTP
 - B. Equipment replacements on NTTA turnpike projects
 - C. Intelligent Transportation System (ITS) gap-closure projects along the President George Bush Turnpike (PGBT) and DNT
10. Purchase of Electronic Toll Collection and ITS equipment for CTP in an amount not to exceed \$2,351,000.00, as follows:
 - A. Dynamic Message Signs from Skyline Products, Inc., in an amount not to exceed \$475,000.00

- B. Image capture cameras from JAI, Inc., in an amount not to exceed \$940,000.00
 - C. Automatic vehicle identification equipment from TransCore, LP., in an amount not to exceed \$561,000.00
 - D. Uninterruptible Power Supply equipment from Falcon Electric, Inc., in an amount not to exceed \$375,000.00
11. Change order with Prairie Link Constructors, LLC, for the PGBT Western Extension, Phase 4, in the amount of \$1,407,683.99

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

12. Contract with Chase Paymentech Solutions, LLC., to provide payment processing services for three years with two one-year options to renew

Chairman Barr entertained a motion to approve items 7 through 12. Director Haddad made a motion to approve, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolutions No. 13-102 through 13-107)

INDIVIDUAL ITEMS

13. Tolling Services Agreement with Texas Department of Transportation (TxDOT) for North Tarrant Express Segments 3A and 3B

Chairman Barr stated that item 13 would be taken up after Executive Session.

BRIEFINGS AND REPORTS

14. Performance Metrics Report through June 2013

Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions, reported on the financial metrics. James Hofmann, Assistant Executive Director of Operations reported on the operational metrics. Elizabeth Mow, Assistant Executive Director of Infrastructure, reported on the projects metrics.

15. Monthly Financial Report and Quarterly Investment as of June 30, 2013

Ray Zies, Controller and Dana Gibson Boone provided a briefing on the Monthly Financial Report and Quarterly Investment Report and addressed questions from the Board.

16. Business Diversity Activity Report

A report was provided with the agenda packet.

17. Executive Director Report

- A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in July 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:
1. SH 360 Project Agreement with TxDOT
 2. Trinity Parkway briefing
 3. Legislative briefing
- 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 FY 2013 goals

Chairman Barr called the Board into Executive Session at 11:10 a.m. and reconvened the meeting into open session at 1:46 p.m.

19. Possible action on any matter deliberated in Executive Session

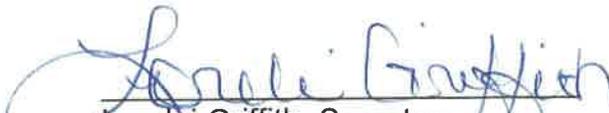
After some discussion on item 13, Chairman Barr entertained a motion to approve. Director Nowels made a motion to approve item 13, and Director Elliott seconded the motion. The motion was approved unanimously. (Resolution No. 13-108)

Chairman Barr then called the Board back into Executive Session to discuss one final item at 1:50 p.m. and reconvened the meeting into open session at 2:32 p.m.

ADJOURNMENT

The meeting adjourned at 2:32 p.m.


Kenneth Barr, Chairman


Lorelei Griffith, Secretary