

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
September 18, 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 September 18, 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
George (Tex) Quesada	Director
Jane Willard	Director
Mojoy 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. Project Delivery Award: Design-Build Merit Award for Phase 4 President George Bush Turnpike-Western Extension (PGBT-WE)
- B. Facility Manager of the Year Award: Scott Foster
- C. Recognition and Resolution: Maribel Chavez, TxDOT Fort Worth District Engineer

Chairman Barr acknowledged the awarding of the Design-Build Merit Award for the Phase 4 Development of the President George Bush Turnpike – Western Extension which was presented by the Design-Build Institute of America. He also recognized Special Projects Building Manger, Scott Foster for being named Facility Manger of the year by the Dallas/Fort Worth chapter of the International Facility Manager Association.

Chairman Barr acknowledged and expressed the Boards appreciation to Maribel Chavez, who is retiring after 31 years of public service. Chairman Barr presented Ms. Chavez with a resolution from the Board and a commemorative Chisholm Trail Parkway roadway sign.

4. 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 Elizabeth Mow, Assistant Executive Director of Infrastructure reported on the Customer Service, Projects and Operations Committee and the RTC meeting.

5. Approval of the minutes from the August 21, 2013 Regular Board Meeting

Director Willard made a motion to approve the minutes of the meeting held on August 21, 2013. Vice Chairman Moore seconded the motion, and it was approved unanimously (Resolution No. 13-112).

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

- 6. One-year extension of collection services contract with Southwest Credit Systems, L.P., in an amount not to exceed \$1,050,000.00

7. Contract with Roy Jorgensen Associates, Inc., for Dallas North Tollway (DNT) concrete pavement repairs from Galleria Drive to Frankford Road in an amount not to exceed \$589,298.59
8. Results and recommendation of the speed study for the PGBT-WE
9. Change Order No. 2 to contract with Gibson and Associates, Inc., for additional material for bridge deck repairs along the southbound direct connector from the DNT to I-35E in an amount not to exceed \$72,705.00
10. Supplemental Agreement with Halff Associates, Inc., for environmental documentation (Final Environmental Impact Statement) for Trinity Parkway Project in an amount not to exceed \$725,745.00
11. Supplemental Agreement with Michael Baker Jr. Inc., for design services for Trinity Parkway Project Section 5 (S.M. Wright Phase 1) in an amount not to exceed \$1,307,443.37
12. Amendment to Advance Funding Agreement with TxDOT for additional funding for Trinity Parkway Project development work
13. Contract with Technologent, Inc., for the procurement of EMC² Corporation enterprise storage equipment in the amount of \$518,151.00
14. Contract with Summus Industries, Inc., for the procurement of Dell Inc. servers in the amount of \$1,562,991.30
15. Two-year contract with the Texas Department of Public Safety for the provision of police services in an amount not to exceed \$13,369,392.00

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

16. Renewal of contract with Wells Fargo Bank, N.A. for depository services

Chairman Barr entertained a motion to approve item 16. Director Ellis-Kirk made a motion to approve, and Director Willard seconded the motion. The motion was approved 7-0 with Director Quesada abstaining. (Resolutions No. 13-123)

ITEMS RECOMMENDED FOR APPROVAL BY THE LEGAL SERVICES COMMITTEE

17. Interlocal Agreements for vehicle registration block services
 - A. Dallas County
 - B. Texas Department of Motor Vehicles
 - C. Denton County

Chairman Barr entertained a motion to approve items 6 through 15 and item 17. Vice Chairman Moore made a motion to approve, and Director Quesada seconded the motion. The motion was approved unanimously. (Resolutions No. 13-113 through 13-122 and 13-124-13-126)

INDIVIDUAL ITEMS

18. 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

Director Quesada made a motion to reelect by acclamation the current slate of officers: Kenneth Barr, Chairman; Bill Moore, Vice Chairman; Lorelei Griffith, Secretary; Karen Madison-Ponds, Assistant Secretary; Horatio Porter, Treasurer; and, Dana Gibson-Boone, Assistant Treasurer. Director Willard seconded the motion and it was approved unanimously. (Resolutions No. 13-127 through 13-132)

19. Approval of Work Authorizations No. 1 and No. 2 with Electronic Transaction Consultants Corporation for development of toll-collection software under the existing "Value-Added Reseller" services agreement and the existing "Final Scope Document," as amended
20. Briefing on the Customer experience enhancements for unpaid tolls and approval of adjusted administrative fees

Chairman Barr stated that items 19 and 20 would be taken up after Executive Session.

BRIEFINGS AND REPORTS

21. Toll enforcement remedies

John Bannerman, Interim Director of Customer Service, presented on the grace period impact on Customer Service including the number of customer contacts, web contacts and IVR contacts during the 90 day period. Mr. Bannerman stated that it was a team effort throughout the agency that made this a very successful event.

22. Consolidated Monthly Performance Report

Horatio Porter, CFO, 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.

23. Business Diversity Activity Report

A report was provided with the agenda packet.

24. Executive Director Report

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

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

25. **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. Briefing on North Texas Tollway Authority v. James Construction Group, LLC, et al. filed in 401st Judicial District, Collin county, Texas (Kelly Wall litigation)
- 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 10:58 a.m. and reconvened the meeting into open session at 12:33 p.m.

26. Possible action on any matter deliberated in Executive Session

After some discussion on items 19 and 20, Chairman Barr entertained a motion to approve item 19. Director Ellis-Kirk made a motion to approve item 19, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 13-133)

Chairman Barr entertained a motion to approve item 20. Director Haddad made a motion to approve item 20, and Vice Chairman Moore seconded the motion. The motion was approved unanimously. (Resolution No. 13-134)

ADJOURNMENT

The meeting adjourned at 1:05 p.m.



Kenneth Barr, Chairman



Lorelei Griffith, Secretary