

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Meeting  
October 16, 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 October 16, 2013.

**CALL TO ORDER**

Chairman Barr called the meeting to order at 10:06 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
Gary Kloepper	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; Horatio Porter CFO/Treasurer; Dana Gibson-Boone, Director of Cash and Debt Management/Assistant Treasurer; Tom Bamonte, General Counsel; Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions; 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. Corporate Challenge Recognition
- B. Maintenance Safety Program Award from American Road & Transportation Builders Association
- C. Compliance Award from Total Training Network

Chairman Barr recognized the NTTA's first year to participate in the Corporate Challenge which not only raises money for the Special Olympics' but was a great opportunity to increase employee engagement. Chairman Barr noted that this fundraiser is one that is near to our hearts as several of our employees' family members and children participate in the Special Olympics'. Chairman Barr then presented a check for \$6,281.84, the total of funds that were raised in a 30 day period, to Samantha Vogel, Development Director of Events and Sponsorships with the Special Olympics' Texas-Greater Dallas.

Chairman Barr recognized NTTA's Maintenance Department for winning the Roadway Work Zone Safety Awareness Award for the second year received from the American Road & Transportation Builders Association. This award was based on the NTTA's Maintenance Department Safety Program which was launched in 2010.

Chairman Barr announced that the NTTA recently won a Customer Excellence Award for its commitment to compliance training by the Total Training Network. NTTA was chosen out of 1,000 companies and organizations using the Total Training Network's services.

Chairman Barr recognized Gerry Carrigan, Executive Director, for being selected to the Board of Directors for the International Bridge Tunnel and Turnpike Association.

4. Committee Chair reports

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

Director Elliott and Director Nowels reported on their respective committee meetings, and Elizabeth Mow, Assistant Executive Director of Infrastructure reported on the RTC meeting.

5. Approval of the minutes from the September 18, 2013 Regular Board Meeting

Director Quesada made a motion to approve the minutes of the meeting held September 18, 2013. Director Ellis-Kirk seconded the motion, and it was approved unanimously (Resolution No. 13-139).

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

6. Acknowledgement of receipt of the Annual General Engineering Consultant Inspection Report
7. Order pursuant to Section 372.110(a) of Transportation Code authorizing prohibition of motor vehicles owned by "habitual violators" from operation on NTTA toll projects
8. Contract with Graybar Electric Company, Inc., for the purchase of Hoffman cabinets for Chisholm Trail Parkway at a cost of \$284,070.04
9. Contract with Netsync Network Solutions, Inc., for the procurement of Cisco network equipment for Chisholm Trail Parkway at a cost of \$657,973.90
10. Amendment No. 3 to the Interlocal Agreement between NTTA, City of Fort Worth and TxDOT on Chisholm Trail Parkway, which includes capital improvements to be constructed by NTTA and funded by City of Fort Worth for an estimated amount of \$5,096,546.00

#### **ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE**

11. FY2014 Preliminary NTTA System Budget
12. Toll Receivable Write-off Policy

#### **ITEMS RECOMMENDED FOR APPROVAL BY THE LEGAL SERVICES COMMITTEE**

13. Interlocal Agreement with Tarrant County for vehicle registration block services
14. Interlocal Agreement between NTTA and Fort Bend Grand Parkway Toll Road Authority providing for reimbursement to NTTA of \$131,790.00 for integration of Fort Bend Grand Parkway Toll Road Authority into the statewide interoperability hub and related testing
15. Interlocal Agreement between NTTA and Oklahoma Turnpike Authority for peer-to-peer toll-collection interoperability

Chairman Barr entertained a motion to approve items 6 and 8 through 15. Director Quesada made a motion to approve, and Director Nowels seconded the motion. The motion was approved unanimously. (Resolutions No. 13-141 through 13-149)

Item 7 was pulled from the agenda.

#### **INDIVIDUAL ITEMS**

16. Approval of letter of credit and reimbursement agreement, selection of Bank of America as credit provider for the commercial paper program, and designation of Bank of America Merrill Lynch and Loop Capital as dealers for the program

This item was pulled from the agenda and pushed to the November Committee meetings.

## **BRIEFINGS AND REPORTS**

17. 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.

18. Executive Director Report

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

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

19. **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. Kelly Wall litigation
  2. SH 360 Project Agreement with TxDOT
  3. Briefing on Public Information Act matter OR2013-16130
  4. Legislative briefing

Chairman Barr called the Board into Executive Session at 10:43 a.m. and reconvened the meeting into open session at 12:20 p.m.

26. Possible action on any matter deliberated in Executive Session

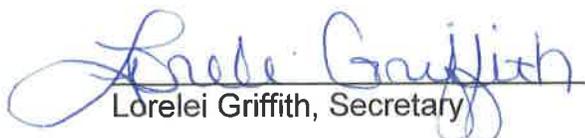
No action was taken after Executive Session

## **ADJOURNMENT**

The meeting adjourned at 12:20 p.m.



Kenneth Barr, Chairman



Lorelei Griffith, Secretary