

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
November 20, 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 November 20, 2013.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:12 a.m.

1. Establishment of Quorum

Chairman Barr established a quorum by calling the roll.

The following Board members were present in the meeting:

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|----------------------|---------------|
| Kenneth Barr | Chairman |
| William Moore | Vice Chairman |
| Michael Nowels | Director |
| 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; Pete Havel, Director of Legislative 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. Texas Comptroller Leadership Circle - Gold Circle Designation
- B. Presentation of the Inaugural Cooperative Inclusion Program (CIP) Scholarship Award

4. Committee Chair reports

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

Vice Chairman Moore, and Directors Elliott and 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 October 16, 2013 Regular Board Meeting

Director Quesada made a motion to approve the minutes of the meeting held September 18, 2013. Director Willard seconded the motion, and it was approved unanimously (Resolution No. 13-154).

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

- 6. Contract for construction of landscape and irrigation improvements on President George Bush Turnpike Western Extension, Phase 4 North, with Central North Construction, LLC, in an amount not to exceed \$1,083,413.83
- 7. Contract for construction of landscape and irrigation improvements on President George Bush Turnpike Western Extension, Phase 4 South, with Central North Construction, LLC, in an amount not to exceed \$1,213,000.00
- 8. Sale of surplus real property commonly known as 4503 Cedar Springs, Dallas, Texas, to CS Villas JV II, a Texas joint venture, for \$51,816.00
- 9. Three-year contract plus two one-year options with MBI Consulting, Inc., for consulting services and program management for tolling services, interoperability, toll collection software, and similar information technology projects in an amount not to exceed \$1,500,000.00 for the first three years

Chairman Barr entertained a motion to approve items 6 through 9. Director Ellis-Kirk made a motion to approve, and Vice Chairman Nowels seconded the motion. The motion was approved unanimously. (Resolutions No. 13-155 through 13-158)

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

10. Approval of Five-Year Capital Plan

Chairman Barr entertained a motion to approve item 10. Vice Chairman Moore made a motion to approve, and Director Willard seconded the motion. The motion was approved unanimously. (Resolution No. 13-159)

11. Selection of Bank of America, NA, as letter of credit provider and approval of letter of credit and reimbursement agreement for Commercial Paper Program (the "program"), and designation of Merrill Lynch, Pierce, Fenner & Smith Incorporated (known as "Bank of America Merrill Lynch") and Loop Capital Markets, LLC, as dealers for the program

Chairman Barr entertained a motion to approve item 11. Director Ellis-Kirk made a motion to approve, and Director Haddad seconded the motion. The motion was approved 8-0 with Director Quesada abstaining. (Resolution No. 13-160)

ITEMS RECOMMENDED FOR APPROVAL BY THE LEGAL SERVICES COMMITTEE

12. Order pursuant to Section 372.110(a) of the Texas Transportation Code authorizing prohibition of motor vehicles owned by "habitual violators" from operation on NTTA toll projects

Chairman Barr entertained a motion to approve item 12. Director Elliott made a motion to approve, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolutions No. 13-161)

BRIEFINGS AND REPORTS

13. LBJ Express Project

- A. Cintra Managed Lanes
- B. Tolling Services Agreement Implementation Update

14. 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.

15. Quarterly Financial and Investment Report

16. Executive Director Report

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

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

17. **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. Legislative briefing

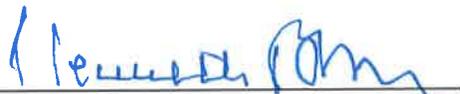
Chairman Barr called the Board into Executive Session at 11:34 a.m. and reconvened the meeting into open session at 1:05 p.m.

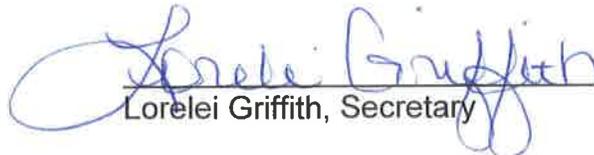
26. Possible action on any matter deliberated in Executive Session

No action was taken after Executive Session

ADJOURNMENT

The meeting adjourned at 1:05 p.m.


Kenneth Barr, Chairman


Lorelei Griffith, Secretary