

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
March 16, 2022

A public notice of this meeting containing all items was posted at a place convenient to the public in the administrative offices of 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 North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, at 10:00 a.m. on March 16, 2022.

CALL TO ORDER

Chairman Mahalik called the meeting to order at 10:01 a.m.

1. Establishment of Quorum

Chairman Mahalik established a quorum by calling the roll.

John Mahalik	Chair
Jane Willard	Vice Chair
Mojoy Haddad	Director
Scott Levine	Director
Tim Carter	Director
*George (Tex) Quesada	Director
*Lynn Gravley	Director
*Pete Kamp	Director

*Directors Pete Kamp, Tex Quesada, and Lynn Gravley participated by phone.

NTTA employees attending the meeting were: James Hofmann, CEO/Executive Director; Lorelei Griffith, Secretary; Karen Madison-Ponds, Assistant Secretary; Horatio Porter, CFO/Treasurer; Cindy Demers, Director of Treasury Management/Assistant Treasurer; Elizabeth Mow, Assistant Executive Director of Infrastructure; Dena Stroh, General Counsel; Jeff Dailey, Assistant Executive Director of Operations; Linh Truong, Director of Internal Audit; Nancy St. Pierre, Director of Public Affairs; Amitis Meshkani, Director of Maintenance; Eric Hemphill, Director of Traffic and Incident Management; Juhi Chawla, Director of Information Technology; Moses Aito, Director of Business Diversity; Kevin Banks, Interim Director of Contact Center and Collections; John Bannerman, Director of Customer Care; Brian Reich, Controller; and David Evans, Senior Director of Procurement Services and Business Diversity. Also present at the meeting representing NTTA was Greg Schaecher, McCall, Parkhurst & Horton, bond counsel; and Tammy Sims, Atkins, GEC.

2. Pledge of Allegiance

Director Haddad led Board members and meeting attendees in the Pledge of Allegiance.

3. Public comments not related to specific agenda items

No comments were made under this item.

4. Comments and announcements from the Chairman and Board Members

A. 2021 charitable fundraising results

Eric Hemphill, Director of Traffic and Incident Management, introduced Leah Gambrell, Director of the Special Olympics of North Texas, who thanked staff and the Board for the contributions to the Special Olympics of North Texas.

5. Committee Chair reports

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

No comments were made under this item.

6. Approval of the minutes from February 16, 2022 regular board meeting

Director Haddad made a motion to approve the minutes from the February 16, 2022 regular board meeting. Director Carter seconded the motion, and it was approved unanimously. (Resolution No. 22-16)

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

7. Request to advertise for the following:

- A. Construction services for President George Bush Turnpike at Arbor Creek erosion mitigation
- B. Chisholm Trail Parkway Total Routine Maintenance contract
- C. Janitorial services at Gleneagles

8. Contract approval for the following:

- A. Construction services for Ohio Maintenance Service Center building improvements
- B. Video management and analytics system:
 - 1. Software
 - 2. Servers
 - 3. Storage

Chairman Mahalik entertained a motion to approve items 7 and 8. Director Haddad made a motion to approve the items, and Director Levine seconded the motion. Elizabeth Mow, Assistant Executive Director of Infrastructure; Dena Stroh, General Counsel; and James Hofmann, Executive Director responded to questions from the Board on item 7C. The motion was approved unanimously with Director Quesada voting no on item 7C. (Resolution Nos. 22-17 through 22-23)

ITEMS RECOMMENDED FOR APPROVAL BY THE FINANCE, AUDIT, AND ADMINISTRATION COMMITTEE

9. Vendor selection for the following:
 - A. Custodial and Trustee services
10. Annual review and approval of the following policies:
 - A. Debt policy
 - B. Investment policy and strategy including qualified financial institutions
11. Underwriting pool selection

Chairman Mahalik entertained a motion to approve items 9 and 10. Director Carter made a motion to approve the items, and Director Gravley seconded the motion. Horatio Porter, Chief Financial Officer, responded to questions from the Board on items 10A and B. The motion was approved unanimously. (Resolution Nos. 22-24 through 22-26)

Chairman Mahalik entertained a motion to approve item 11. Director Carter made a motion to approve the item, and Vice Chair Willard seconded the motion. The motion was approved unanimously with Director Quesada and Director Haddad abstaining. (Resolution No. 22-27)

ACTION ITEM

12. Legal engagement agreement

This item was voted on after executive session.

BRIEFING ITEMS

13. Consolidated Monthly Performance Report

Horatio Porter, Elizabeth Mow, and Jeff Dailey briefed the Board on the Consolidated Monthly Performance Report. Mr. Dailey responded to questions from the Board.

14. Executive Director Report

- A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in February 2022

No comments were made under this item.

15. 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. Legal update

Chairman Mahalik called the Board into executive session at 10:31 a.m. and reconvened the meeting into open session at 11:07 a.m. No final action, decision, or vote with regard to any matter was taken during the executive session.

Chairman Mahalik entertained a motion to approve item 12. Director Gravley made a motion to approve the item, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 22-15)

16. Adjourn

The meeting was adjourned at 11:08 a.m.


John Mahalik, Chairman


Lorelei Griffith, Secretary