

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
October 21, 2020

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 October 21, 2020.

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
Scott Levine	Director
Marcus Knight	Director
Lynn Gravley	Director
Mojy Haddad	Director
*Tim Carter	Director
*Pete Kamp	Director
*George (Tex) Quesada	Director

*These Board members 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; Sabu Stephen, Assistant Executive Director of Operations; Dena Stroh, General Counsel; Elizabeth Mow, Assistant Executive Director of Infrastructure; Magdalena Brady, Director of Internal Audit; Juhi Chawla, Director of Information Technology; Moses Aito, Director of Business Diversity; Eric Hemphill, Director of Traffic and Incident Management and Interim Director of Maintenance; and Arturo Ballesteros, Director of Government Affairs.

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

No comments were made under this item.

4. Committee Chair reports
 - A. Regional Transportation Council

No comments were made under this item.

5. Approval of the minutes from September 16, 2020 regular board meeting

Director Gravley made a motion to approve the minutes from the September 16, 2020 regular Board meeting. Director Haddad seconded the motion, and it was approved unanimously. (Resolution No. 20-100)

ACTION ITEMS

6. Request to advertise for the following:
 - A. Systemwide pavement profiling

Elizabeth Mow, Assistant Executive Director of Infrastructure, presented staff's recommendation that the Board approve the request to advertise for systemwide pavement profiling and responded to questions from the Board.

Chairman Mahalik entertained a motion to approve item 6. Director Haddad made a motion to approve the item, and Director Knight seconded the motion. The motion was approved unanimously. (Resolution No. 20-101)

7. Contract award for the following:
 - A. Systemwide bridge joint seal replacement

Elizabeth Mow, Assistant Executive Director of Infrastructure, presented staff's recommendation that the Board approve the contract for systemwide bridge joint seal replacement and responded to questions from the Board.

Chairman Mahalik entertained a motion to approve item 7. Director Haddad made a motion to approve the item, and Director Levine seconded the motion. The motion was approved unanimously. (Resolution No. 20-102)

8. FY2021 Internal Audit proposed work plan

Magdalena Brady, Director of Internal Audit, presented staff's recommendation that the Board approve the FY2021 Internal Audit proposed work plan and responded to questions from the Board.

Chairman Mahalik entertained a motion to approve item 8. Director Knight made a motion to approve the item, and Director Gravley seconded the motion. The motion was approved unanimously. (Resolution No. 20-103)

9. FY2021 Preliminary NTTA System budget

Horatio Porter, Chief Financial Officer, presented staff's recommendation that the Board approve the FY2021 preliminary NTTA System budget and responded to questions from the Board.

Chairman Mahalik entertained a motion to approve item 9. Director Knight made a motion to approve the item, and Director Haddad seconded the motion. The motion was approved with a vote of 6-3 with Directors Gravley, Levine, and Willard voting against. (Resolution Nos. 20-104 and 20-105)

10. Approval of contracts for repair of retaining walls

- A. Keller North America, Inc. for phases 1 and 2 repair of PGBT wall at Pioneer Parkway
- B. Keller North America, Inc. for phase 1 repair of PGBT wall at Alma Road

Items 10A and B were voted on after executive session.

BRIEFINGS AND REPORTS

11. External Auditor's annual communication of audit planning

Michelle Buss with Crowe briefed the Board on the External Auditor's annual communication of audit planning.

12. General Engineering Consultant Annual Inspection Report

Tammy Simms with Atkins briefed the Board on the General Engineering Consultant annual inspection report and responded to questions from the Board.

13. Back Office System update

Item 13 was presented after executive session.

14. Diversity update and study

Item 14 was presented after executive session.

15. Consolidated Monthly Performance Report

Horatio Porter, Sabu Stephen, and Elizabeth Mow briefed the Board on the Consolidated Monthly Performance Report and responded to questions from the Board.

16. Executive Director Report

- A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in September 2020

No comments were made under this item.

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. Diversity update and study
2. Back Office System update
3. PGBT walls
4. Business continuity

Chairman Mahalik called the Board into executive session at 10:55 a.m. and reconvened the meeting into open session at 12:40 p.m. No final action, decision, or vote with regard to any matter was taken during the executive session. Director Knight and Director Carter stepped away and were not in attendance after executive session.

Chairman Mahalik entertained a motion to approve items 10A and B. Director Haddad made a motion to approve the items, and Director Kamp seconded the motion. The motion was approved unanimously. (Resolution Nos. 20-106 and 20-107)

Juhi Chawla, Director of Information Technology, briefed the Board on item 13, the Back Office System update.

Moses Aito, Director of Business Diversity, briefed the Board on item 14, the Diversity update and study, and responded to questions from the Board.

18. Adjourn

The meeting was adjourned at 12:56 p.m.



John Mahalik, Chairman



Lorelei Griffith, Secretary