



Thursday, January 7, 2010
 4:00 p.m. EST
 Membership Webinar / Phone Conference

AGENDA & MEETING DETAILS

**Please Register to attend this meeting at
<https://www2.gotomeeting.com/register/786612482>**

5 Minutes	Welcome and Approval of 11/19/09 Minutes	JJ Eden
5 Minutes	Treasurers 2010 Report	Grady Rankin
5 Minutes	Nominating Committee Report and Recommendations	David Machamer
10 Minutes	Articles of Incorporation & Bylaws amendments	Grady Rankin
5 Minutes	2010 Meetings	JJ Eden
25 Minutes	ATI Initiatives	
	<i>Phase 2, Business Rules Development</i>	<i>Phil Miller/Joe Ely</i>
	<i>Florida/IAG Pilot Program</i>	<i>Orlando Torres/Jim Crawford</i>
	<i>Texas/Oklahoma Pilot Program,</i>	<i>Clayton Howe/David Machamer</i>
	<i>AAMVA, Electronic Vehicle Registration</i>	<i>JJ Eden</i>
	<i>Federal Legislation/Education Program</i>	<i>JJ Eden/Neil Grey</i>
	<i>Other Opportunities/Technology</i>	<i>JJ Eden</i>
	<i>New Committees</i>	<i>JJ Eden</i>
5 Minutes	Voting Results	David Machamer
10 Minutes	Industry Updates and Next Steps	JJ Eden



Alliance for Toll Interoperability
November 19, 2009 4:00-5:00 p.m. EST
Board Meeting, Phone Conference

Attendees:

DelDOT	<i>PJ Wilkins*</i>
E-470	<i>David Kristick*</i>
GSRTA	<i>John Breedlove*</i>
Halifax	<i>Steve Snider*</i>
HNTB	<i>Joe Ely</i>
NCTA	<i>JJ Eden*</i>
NCTA	<i>Grady Rankin*</i>
NCTA	<i>JR Fenske</i>
OTA	<i>David Machamer*</i>
PBS&J	<i>Megan Garner</i>
PBS&J	<i>Phil Miller</i>

**Board of Trustees*

Welcome and Meeting Minutes Approval:

Chairman Jim Eden opened the meeting at 4:00 p.m. EST. A quorum was present. The August 4, 2009 Board Phone Conference meeting minutes were approved.

Treasurers Report:

Secretary Grady Rankin updated the board on new members. ATI is officially up to 30 members and the number of interested parties continues to grow as well. We have only spent about \$300 this year and have right under \$30,000 in the bank.

Secretary Rankin suggested amending the current rules on membership dues in the Articles of Incorporation, or applying a new policy. He suggested new members joining after 6 months into any fiscal year, i.e. June-December, would be established as a member for the remainder of that year at half the amount of dues, i.e. \$500.00. He suggested for this current fiscal year, any new member who joined after June 2009 and

paid full membership dues would be relieved of dues for fiscal year 2010. There were no objections this notion.

Nominating Committee Report and Recommendations

Vice Chair, David Machamer indicated there were several vacancies on the Board of Trustees for 2010. He nominated Clayton Howe, NTTA, to fill Rick Herrington's vacancy, which expires in 2011.

Expiring terms in 2009 were Randal Piasant, Steve Andriuk and John Breedlove. Mr. Machamer suggested continuing Mr. Andriuk and Mr. Breedlove's participation on the Board of Trustees for one additional term, expiring in 2012. He nominated Mr. Randy Brown of MDT to fill the vacancy of Randal Piasant. The Board of Trustees voted and approved this motion unanimously.

Articles of Incorporation & Bylaws Amendments

Secretary Grady Rankin reviewed several suggested changes to the current Articles of Incorporation and Bylaws. Please refer to the attached document.

The changes to the Bylaws should be forwarded to the entire membership and a full membership meeting should be established to finalize the suggested changes.

ATI Initiatives Update and Open Discussion

Phase 2, Interoperability Business Rules, Phil Miller, PBS&J

The committee released a Request for Information in October 2009. A webinar introducing the RFI was held on November 9, 2009 and responses to the RFI are due on December 14, 2009.

Florida / IAG Pilot Program, PJ Wilkins, MDX

Several meetings have been held in the past few months between Florida staff and IAG staff. The first internal meeting within the IAG was held on November 18. Initial reception is positive within the IAG membership but IAG also feels more comfortable moving forward slowly by establishing a proven concept through one-way reciprocity.

Texas/Oklahoma Pilot Program, David Machamer, OTA

No update available.

AAMVA / Electronic Vehicle Registration, JJ Eden

No update available. ATI is still waiting for progress from the Business Rules committee. Discussion regarding potential revenue streams for AAMVA.

Legislation / IBTTA, JJ Eden

Mr. Eden introduced potential legislation the State of North Carolina that would help enforce tolls not only in North Carolina but other states as well. The details are currently being worked out and Mr. Eden asked that anyone with recommendations or ideas contact him or Grady Rankin.

Other Opportunities: GPS/Cellular Applications, OmniAir, 5,9 & EPSNIS, JJ Eden

Two vendors are visiting ATI/NCTA in the next month. 3M, in conjunction with Pips Camera Technology are introducing a new technology and are potentially asking for a test site to demo their new product.

T-Systems, sister company to T-Mobile will be introducing their cell phone/GPS tolling application and are requesting a test site as well.

Industry Updates and Next Steps

North Carolina Turnpike Authority – The authority is moving forward with the selection of their Electronic Toll Collection System. Orals are scheduled with the two bidding vendors, TransCore and IRD (joint venture between Mark IV and Kaspisch).

John Breedlove indicated GSRTA would complete their proposals by the first quarter of 2009. They recently visited Albuquerque to view a potential solution.

Steve Snider recently visited with authorities in Brazil who have indicated a preference to move to EVR in the next three years. He also thanked JJ and others who attended IBTTA's Interoperability forum.

The Board of Trustees discussed potential time frames for a face-to-face meeting. The March 2010 US Policy meeting in DC was suggested with a preference to meet after IBTTA's sessions.

The meeting concluded at 4:55 p.m. EST

Minutes prepared by J.R. Fenske



Alliance for Toll Interoperability
Membership Dues Received
 as of 12/31/2009

Oklahoma	Maine
MTA – Bridges and Tunnels	Tampa - Hillsborough
North Carolina Turnpike Authority	BATA
South Carolina DOT	Lee County
CTRMA	State Road & Tollway Authority
New Jersey Turnpike Authority	Halifax/Dartmouth
E-470	Maryland Transportation Authority
Orlando-Orange County Expressway Authority	Delaware DOT
MDX	NTTA
Crescent City	407 ETR
Kansas Turnpike Authority	Mass Port
New York State Bridge Authority	FTE
Golden Gate	Thousand Islands Bridge Authority
Delaware River & Bay Authority	Washington State DOT
Rhode Island Turnpike & Bridge Authority	Niagara Falls Bridge Commission

30 Members



2010 Nominations for the Board of Trustees

Stephan P. Andriuk

Miami-Dade Expressway Authority

Nomination to extend the term of Mr. Steve Andriuk by one additional 3 year term

Stephan P. Andriuk, “Steve” is the Deputy Executive Director of the Miami-Dade Expressway Authority (MDX). He supports the Executive Director on matters pertaining to the overall operation of MDX and assists him in executing the directives of the Authority.

He began his toll experience over 16 years ago at the Dulles Toll Road in Northern Virginia, moving to Richmond as the Assistant Resident Engineer of the Powhite Parkway Extension and then on to the Chesapeake Expressway in Chesapeake, Virginia as the Expressway Administrator. Steve served as the Chairman of the Virginia Toll Facilities Group where he spearheaded the revision of various State Statutes on violation enforcement.

Mr. Andriuk has a Bachelor of Science degree in Business Administration from George Mason University. He is a retired Master Sergeant with over 20 years of military service in the Army and Virginia Army National Guard. He resides in South Florida with his wife Sue, son Tyler, and daughter Erica.

John Breedlove

Georgia State Road & Tollway Authority

Nomination to extend the term of Mr. Steve Andriuk by one additional 3 year term

John Breedlove is currently the Operations Director for the Georgia State Road and Tollway Authority. John has over 12 years experience in Information Technology Management and 12 years experience in the transportation industry (including airline operations and tolling). He is one of the inventors of the Gantry Controlled Access (virtual toll facility barrier) which is the cornerstone of the federally funded HOV to HOT conversion project currently underway in Atlanta Georgia. John is a native of North Carolina and a graduate of North Carolina State University.

Randolph P. Brown, P.E.

Maryland Transportation Authority

Nomination of Mr. Randy Brown to fill the vacancy of Mr. Randall Paisant, which expires in 2012

Randy Brown was recently appointed as the Deputy Executive Secretary of the Maryland Transportation Authority. He is responsible for overseeing a team of more than 1,000 employees in the areas of Operations, Capital Planning, Strategic Development, Procurement and Statutory Program Compliance, Information Technology, Human Resources, Engineering and Construction. He manages the agency's minority-business efforts and its \$3.8 billion capital program. Prior to this appointment, Mr. Brown was the Director of Operations for the MdTA. In this capacity, he had oversight of daily operations of the State's seven tolled facilities, including maintenance, E-ZPass operations, manual toll collection and traffic management. This position included oversight of 825 employees and a \$100 million operating budget. He has been with the MdTA for 9 years.

Prior to joining MDTA, Mr. Brown worked for 22 years with the Maryland State Highway Administration in the areas of bridge design and highway maintenance.

He has a Bachelor of Civil Engineering from the University of Delaware and a Masters in Operations Management from University of Baltimore.

Clayton Howe

North Texas Tollway Authority

Nomination of Mr. Clayton Howe to fill Rick Herrington's vacancy, which expires in 2011

After graduating with a degree in Plant Engineering from Texas State Technical College (TSTC) in Waco, Clayton Howe worked in the healthcare field for 18 years with administrative responsibilities in the areas of Maintenance, Plant Operations, Safety, Security, Risk Management, Construction, Biomedical Engineering, Environmental Services, and Materials Management. Most recently working at the Matagorda County Hospital District as the District Director of Engineering, he was selected and successfully completed the Clarion Groups Consultant Development Program for organization cultural transformation leadership.

Initially Mr. Howe joined the NTTA as the Assistant Director of the Maintenance Department focusing on the initial implementation of the Asset Management program. In 2003, Clayton moved to the Toll Programs and Services Department as the Assistant Director charged with the implementation of the Customer Service Center initiative. In 2004 he was moved to the Director of Toll Programs and Services, responsible for the

operational activities and the strategic planning in the areas of the Command Center, Vault Collection and Processing, Department of Public Safety support, Loss Prevention and the Customer Service Center. In 2006, Mr. Howe moved into the role as the Director of Customer Programs and Services tasked with the development of service offerings to include customer experience management and fiscal accountability. In 2007, Mr. Howe was promoted to the Assistant Executive Director of Operations with oversight of Customer Service, Maintenance, System and Incident Management, Toll Collection and Information Technology.

During his time at the NTTA he has performed in a lead position for the following projects: Implementation of Customer Service Center roadmap creating a customer centric approach to toll operations; Interoperability integration with local airport transactions; Development and implementation of service plan to convert a dispatch operation to a proactive full service traffic management operation center; Conversion to all electronic toll collection on an existing facility averaging over 400,000 transactions per day; Development of a toll services agreement partnering public sector with a private organization for the delivery of service.

Mr. Howe has served on the Board of Directors for The Bay City Scholars program, The Festival Arts organization, The Brown Schools HRC school board, and as a Team Chairperson for the Local Emergency Planning Committee responsible for community information during times of disaster. Currently he serves as the Chairman of the Team Texas Interoperability Technical Task Force supporting the development and implementation of the initial business requirements and technical standards for statewide interoperability of regional tolling agencies.

Other community activities include coaching youth sports to include football, basketball, soccer, baseball and serving as an active member of the Rotary club. He also founded and served as a coach for the Kenny Smart Memorial Basketball Camp for challenged youth and was honored to serve as a coach at the Texas Special Olympics.

BY-LAWS

OF

ALLIANCE FOR TOLL INTEROPERABILITY

ARTICLE I

Meetings of Members

Section 1. The annual meeting of the members of the corporation shall be held at the registered office of the corporation, or at such place, within or without the State of Louisiana, as may be determined by the Board of Trustees, or as may be determined by the Chair of the Board of Trustees if the Board of Trustees has not determined the place of the meeting, and shall be designated in the notice of said meeting, on the third Thursday in ~~October~~ of each year (provided, however, if said day be a legal holiday, then on the next succeeding day not a legal holiday), at 4:00 p.m. ~~ET~~, or at such other date and hour as may be determined by the Board of Trustees or as may be determined by the Chair of the Board of Trustees if the Board of Trustees has not determined the date and hour of the meeting, and as shall be designated in the notice of said meeting, for the purpose of electing trustees and for the transaction of such other business as may properly be brought before the meeting.

Deleted: November

Section 2. Special meetings of the members for any purpose or purposes, unless otherwise provided by law or by the Articles of Incorporation, may be held at any place, within or without the State of Louisiana, and may be called by a resolution duly adopted by a majority of the members of the Board of Trustees or by the Chair of the Board of Trustees and shall be called by the Chair of the Board of Trustees or the Secretary at the request in writing by a majority of the members. Such request shall state the purpose or purposes of the proposed

meeting.

Section 3. Notice of the purpose or purposes and of the time and place of every meeting of the members shall be in writing and signed by the Chair of the Board of Trustees or Secretary/Treasurer or an Assistant Secretary and a copy thereof shall be served either personally or by mail, not less than 10 nor more than 60 days before the meeting, upon each member. If mailed, such notice shall be directed to each member at his last known address.

Section 4. Each member shall be entitled to one vote and a majority of the members present in person, by telephony or represented by proxy, (except that no proxy shall be considered in determining the presence of a quorum at any meeting held for the purpose of electing or removing trustees) shall be requisite and constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law, the Articles of Incorporation or these By-Laws. Adjournments of any annual or special meeting of members may be taken without new notice being given, unless a new record date is fixed for the adjourned meeting, but any meeting at which trustees are to be elected shall be adjourned only from day to day until such trustees have been elected.

Section 5. When a quorum is present or represented at any meeting, the vote of a majority of the members present in person or represented by proxy (except that voting by proxy shall not be permitted for the election or removal of trustees) shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law, the Articles of Incorporation or these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 6. Meetings of the members shall be presided over by the Chair of the Board of Trustees, or if he is not present, by the Vice Chair of the Board of Trustees, but if neither the Chair nor Vice Chair is present, the meetings shall be presided over by a chair to be chosen at the meeting. The Secretary/Treasurer of the corporation, or in his absence, an Assistant Secretary, shall act as Secretary of every meeting, but if neither the Secretary/Treasurer nor an Assistant Secretary is present, the meeting shall choose any person present to act as Secretary of the meeting.

Section 7. Notice of a meeting need not be given to any member who waives notice and attendance at any meeting shall constitute a waiver of notice except for a member who, at the beginning of the meeting, objects to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. The order of business at all meetings of the members shall be as follows:

- (a) Calling of meeting to order
- (b) Election of chair and the appointment of a Secretary, if necessary
- (c) Presentation of proof of the due calling of the meeting
- (d) Presentation and examination of proxies
- (e) Settlement of the minutes of the previous meeting
- (f) Reports of officers and committees
- (g) The election of trustees, if an annual meeting, or a meeting called for that purpose
- (h) Unfinished business
- (i) New business

(j) Adjournment.

Section 9. Any action of the members authorized, required or permitted by the Articles of Incorporation or these By-Laws, may be taken in lieu of a meeting and without prior notice, by the written consent of ~~two-thirds (2/3)~~ of the members of this corporation.

Deleted: unanimous

Deleted: all

ARTICLE II

Trustees

Section 1. The business and affairs of the corporation shall be managed by its Board of Trustees which shall consist of individuals with the qualifications set forth in the Articles of Incorporation. If, however, at its annual meeting the members shall elect a number of individuals, which exceeds the maximum provided in the Articles of Incorporation only the first newly elected members within the number permitted by the Articles of Incorporation shall so serve. If at such meeting, the members shall elect not more than the maximum nor less than the minimum number of Board members provided for in Article VII of the Articles of Incorporation, the number so elected shall constitute the Board of Trustees for the year unless the members of the corporation shall supplement such number at subsequent meetings prior to the next annual meeting, in which event, the additional members so elected shall act as trustees until their successors are elected.

Section 2. Vacancies occurring in the Board for any reason may be filled by vote of a majority of the trustees then in office, although less than a quorum, provided that the members of the corporation shall have the right to fill the vacancy at any special meeting called for that purpose prior to such action by the Board.

Section 3. Any trustee may be removed from office at a meeting duly called to

consider such removal by a majority of the members of the corporation.

Section 4. This corporation may become a member of any nonprofit corporation or the majority shareholder of any for profit corporation if authorized by the Board of Trustees. All action of this corporation as a member or shareholder of such a corporation shall be determined by the Board of Trustees, and the Chair of the Board of Trustees, or such other person as may be authorized by the Board of Trustees, shall act solely in accordance with the instructions of the Board of Trustees as the agent of this corporation with respect to voting as a member or shareholder of such a corporation.

Deleted: ¶
Page Break
¶
Section Break (Continuous)

Section 5. Each trustee is expected to serve on at least one committee of the Board and to attend at least fifty percent of all meetings of the corporation, the Board and the committee on which the trustee serves. Failure of a trustee to meet attendance expectations as stated herein during any calendar year will result in automatic removal of a trustee from the Board effective at the end of that calendar year. The automatic removal of a trustee may be waived by the affirmative vote of a majority of the members of the corporation.

ARTICLE III

Meetings of the Board

Section 1. The Board shall meet at least four (4) times each year. Meetings of the Board of Trustees may be held at such place within or without the State of Louisiana as a majority of the trustees may from time to time designate and members may participate by telephone.

Section 2. The Board shall meet within 60 days following the annual meeting of the members of the Corporation for the election of officers and members of the Nominating

Committee whose terms will commence on January 1st, such election to be held at such time and place either within or without the State of Louisiana as shall be determined by the Board. The order of business at meetings of the Board shall be as follows:

- (a) Calling of meeting to order
- (b) Election of Chair and the appointment of a Secretary, if necessary
- (c) Presentation of proof of the due calling of the meeting
- (d) Presentation and examination of proxies
- (e) Settlement of the minutes of the previous meeting
- (f) Reports of officers and committees
- (g) The election of officers and the Nominating Committee if within 60 days following the annual meeting of the members, or at a meeting called for that purpose, if necessary
- (h) Any action to be taken by the Board pursuant to Article II, Section 4 of these By-Laws
- (i) Unfinished business
- (j) New business
- (j) Adjournment

Section 3. Special meetings of the Board may be called by the Chair of the Board of Trustees on two (2) days notice given to each trustee, either personally or by telephone, mail, telegram, or other electronic means. Special meetings shall be called by the Chair of the Board of Trustees or Secretary/Treasurer in like manner and on like notice on the written request of a majority of the trustees.

Section 4. Notice of a meeting need not be given to any trustee who waives notice and attendance at any meeting shall constitute a waiver of notice.

Section 5. A majority of the Board, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the Board for the transaction of business except as otherwise provided by law, the Articles of Incorporation or these By-Laws, provided that at any meeting of the Board held for the purpose of electing or removing officers, one-half (1/2) of the members of the Board shall be in attendance, in person or by telephony, to constitute a quorum and no proxy shall be considered in determining the presence of a quorum at such meeting. In the absence of a quorum, a majority of the trustees present or represented by proxy may adjourn the meeting from time to time until a quorum shall be present for the transaction of business.

Deleted: ¶
Page Break

Section 6. When a quorum is present in person or by telephony or represented at the meeting, the vote of a majority of the trustees present or represented by proxy (except that voting by proxy shall not be permitted for the election or removal of officers) shall decide any question brought before such meeting, unless the question is one upon which, by the express provision of law, the Articles of Incorporation, or these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 7. Any action of the Board of Trustees permitted, required or authorized in the Articles of Incorporation or these By-Laws may be taken in lieu of a meeting and without prior notice by the unanimous written consent of all of the members of the Board of Trustees.

ARTICLE IV

Elections

Section 1. Any election held by the members of this corporation or the Board of Trustees shall be conducted by written vote or role call voice vote. Nominations shall be received from the Nominating Committee and from those present at the meeting who are entitled

Deleted: voice

to vote. Only those individuals receiving a majority of the votes cast shall be elected.

Cumulative voting and voting by proxy are not permitted. If during any ballot no candidate receives a majority of the votes cast, there shall be successive balloting whereby the name of the candidate receiving the least number of votes is removed from the next vote.

ARTICLE V

Officers

Section 1. The officers of this corporation shall be elected to terms commencing on January 1st with such elections held annually by the Board of Trustees at a meeting held within 60 days following the annual meeting of members of the corporation, or from time to time, and shall hold office until their successors are elected and qualify, or until their earlier death, resignation or removal. Such officers shall consist of a Chair, and Vice Chair of the Board of Trustees who shall be members of the Board of Trustees and the officers listed in Article VI of these By-Laws who need not be members of the Board of Trustees.

Section 2. The officers shall have powers and duties as may be provided in these By-Laws and as may be conferred upon or assigned to them by the Board of Trustees from time to time.

Section 3. The Chair of the Board shall preside over meetings of the Board of Trustees and members of the corporation and shall have and exercise such powers and perform such duties as may be conferred upon or assigned to him by the Board of Trustees.

Section 4. The Vice Chair of the Board shall have and exercise such powers and perform such duties as may be conferred upon or assigned to him by the Board. In the absence or disability of the Chair of the Board, the Vice Chair of the Board shall perform his duties and exercise his powers.

Section 5. ~~The term of the initial chair of the Board shall be three (3) years to provide for continuity during the critical start-up phase of the organization and may be re-elected for an additional one year term.~~ The Chair of the Board and the Vice Chair of the Board may not be re-elected to their respective offices after they have served for two consecutive one (1) year terms. After the lapse of one year a trustee shall be eligible for election to an office previously held.

Deleted: The term of the initial Chair of the Board

Deleted: shall be three (3) years to provide for continuity during the critical start-up phase of the organization

ARTICLE VI

Other Officers

Section 1. In addition to the officers listed in Article V of these By-Laws, the Board of Trustees may elect a President/Chief Executive Officer, Secretary/Treasurer, one or more Vice Presidents, and one or more Assistant Secretaries and Treasurers.

Section 2. The duties of the President/Chief Executive Officer shall include the administration of the operations of this corporation, as directed by the Board of Trustees.

Section 3. The Vice President or Vice Presidents, in the order of their seniority, unless otherwise determined by the Board of Trustees, shall in the absence or disability of the President/Chief Executive Officer, perform the duties and exercise the powers of the President/Chief Executive Officer. They shall perform such other duties and shall have such other powers as the Board may from time to time prescribe. The Chief Executive Officer of any subsidiary corporation, if not elected as the President/Chief Executive Officer of this corporation, shall be a Vice President of this corporation.

Section 4. The Secretary/Treasurer shall, as Secretary, give proper notices of meetings of the members of the corporation and the Board, and shall be custodian of the books in which the minutes of such meetings are kept. The Secretary/Treasurer as treasurer shall keep or cause to be kept accounts of all monies of the corporation received or disbursed, shall deposit or

cause to be deposited all monies and other valuables in the name of and to the credit of the corporation in such hands and depositories as the Board shall designate. All checks or other instruments for the payment of money shall be signed in such a manner as the Board may from time to time determine. The Secretary/Treasurer shall also perform such other duties as shall be assigned by the Board. In addition, the Secretary/Treasurer shall serve *ex officio* with vote as member of the Board of Trustees and as Chair of the Finance Committee.

Section 5. The Assistant Secretary or Secretaries in the order of their seniority, unless otherwise determined by the Board of Trustees, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

Section 6. The Assistant Treasurer or Treasurers in the order of their seniority, unless otherwise determined by the Board of Trustees, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

Section 7. Any officers of the corporation, including the officers elected under Article VI of these By-Laws, may be removed, with or without cause, by resolution adopted by a majority of the members of the Board of Trustees present in person at a meeting at which a quorum is present and which has been called for that purpose.

ARTICLE VII

Standing Committees

Section 1. The Executive Committee shall be comprised of the following individuals who shall serve *ex officio* with vote: Chair of the Board of Trustees, Vice Chair of the Board, ~~and Secretary/Treasurer. In addition, the Immediate Past Chair of the Board, if he or she is a~~ member of the Board, shall serve on the Executive Committee. The Executive Committee shall have and may exercise the powers of the Board of Trustees (i) as specifically delegated by the Board by resolution adopted by a majority of the members of the Board or (ii) as may be necessary during intervals between Board meetings, and shall have the power to authorize the seal of this corporation to be affixed to documents.

Deleted: , and the Chair of the Committee

The Executive Committee shall recommend to the Board the appointment of an internal auditor who shall report to the Executive Committee. Assignments of the internal auditor shall be determined ~~and directed~~ by the Executive Committee. All reports from the internal auditor will be made to the Executive Committee which shall provide timely communication of the summarized findings and any action taken as a result thereof to the Board of Trustees.

Deleted: and directed by the Chair of the Executive Committee

Section 2. The Nominating Committee shall be comprised of the ~~Current Chair of the Board and~~ Immediate Past Chair of the Board who shall ~~both~~ serve *ex officio* with vote and three members of the Board of Trustees, none of whom are officers and all of whom are elected by the Board to serve on the Nominating Committee for one (1) year terms or until their successors are elected. No member of the Nominating Committee may be elected to serve more than two (2) consecutive terms provided that after the lapse of one (1) year a non-officer trustee shall be eligible for election to the Nominating Committee. The Nominating Committee shall be elected by the Board of Trustees within 60 days following the meeting at which officers are elected. The

Nominating Committee shall elect a Chair from among its members. The Nominating Committee shall propose at least one (1) candidate for each of the following offices: Chair of the Board, Vice Chair of the Board and Secretary/Treasurer. In addition the Nominating Committee shall propose to the members of the corporation candidates for membership on the Board.

Deleted: and, if the Immediate Past Chair of the Board is not a member of the Board, the Nominating Committee shall propose at least one (1) candidate to serve at large on the Executive Committee

The Nominating Committee shall also develop for approval by the Board criteria for selection of potential nominees to the Board. Such criteria shall be consistent with and in addition to those qualifications set forth in the Articles of Incorporation.

Section 4. The Finance Committee shall be comprised of not less than three (3) members of the Board of Trustees appointed by the Chair of the Board. The Secretary/Treasurer shall also serve *ex officio* with vote as Chair of the Finance Committee. The Finance Committee shall establish a Funding Limits Policy for approval by the Board. The Finance Committee shall also collaborate with the President/Chief Executive Officer and shall review and make recommendations concerning the fiscal aspects of the operations of this corporation, including its accounting systems and reports and operating and capital expenditures. The Finance Committee shall recommend the selection, engagement and discharge of independent external auditors and investment advisors. In collaboration with the President/Chief Executive Officer, it will serve as the Committee of direct reporting for any internal auditors employed by this corporation and shall monitor, receive, review and follow-up on reports from the external and/or internal auditors and investment advisors. The Finance Committee shall collaborate with the President/Chief Executive Officer in preparing yearly and long range financial plans for operating and capital needs, to be presented to the Board of Trustees for adoption.

ARTICLE VIII

Committees

The Board of Trustees may authorize the Chairman to create any committee it deems appropriate to fulfill the objects of the Corporation.

ARTICLE IX

Indemnification

The corporation shall indemnify and hold harmless each member, trustee, and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a member, trustee or officer of the corporation and/or by reason of his alleged acts or omissions as such member, trustee or officer, whether or not he continues to be such member, trustee or officer at the time when any such claim or liability is asserted, and shall reimburse each such member, trustee and officer for all legal and other expenses reasonably incurred by him in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Trustees whether or not he continues to be such member, trustee or officer at the time such expenses are incurred, provided, however, that no member, trustee or officer shall be indemnified against any claim or liability arising out of his own negligence or willful misconduct or shall be indemnified against or reimbursed for any expense incurred in defending any or all such claims or liability or in settling the same unless in the judgment of the trustees of the corporation, the member, trustee or officer against whom such claims or liability is asserted has not been guilty of negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any member, trustee or officer may be entitled as a matter of law and shall inure to the benefit of his heirs and legal representatives.

ARTICLE X

Notice

Whenever any notice is required to be given by law, the Articles of Incorporation, or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XI

Corporate Seal

The Corporate seal shall be in such form as shall be approved from time to time by the Board of Trustees. The seal shall be kept in the custody of the Secretary/Treasurer or such other person as the Board of Trustees may designate.

ARTICLE XII

Calendar Year

The fiscal calendar year of the corporation shall be the same as the calendar year.

ARTICLE XIII

Auditing

The financial books and records of the corporation shall be audited by a certified public accountant or firm of Certified Public Accountants appointed by the Board when directed by the Board of Trustees. The reports of the auditor's examination shall be delivered to each Board member. All books and records shall at all times be open to the inspection of the Board, or to any committee appointed by the Board for that purpose; provided, however, that no books or records may be removed from the office in which they are usually kept without the special authority of the Board.

ARTICLE XIV

Amendments

These By-Laws may be amended only by a vote of ~~two-thirds (2/3)~~ of the members of the corporation ~~in attendance, in person or by telephony~~, at any annual or other meeting called for that purpose, after 30 days written notice, including a copy of such proposed amendment, mailed to each member of the corporation at his last known address or these By-Laws may be amended, without any requirement that prior notice of the amendment be given to any member, by the unanimous written consent of all of the members of the corporation.

Deleted: 50%



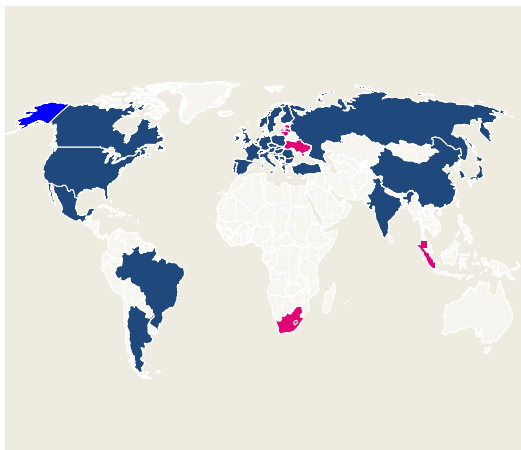
Alliance for Toll Interoperability

2010 Meetings

1/7/10	Board Meeting / Membership Meeting	Phone
5/25/10	Board Meeting / Membership Meeting	Boston, MA
8/16/10	Full Membership Meeting	Phone
10/5/10	Board Meeting / Membership Meeting	Raleigh, NC
11/19/10	Board Meeting / Membership Meeting	Phone



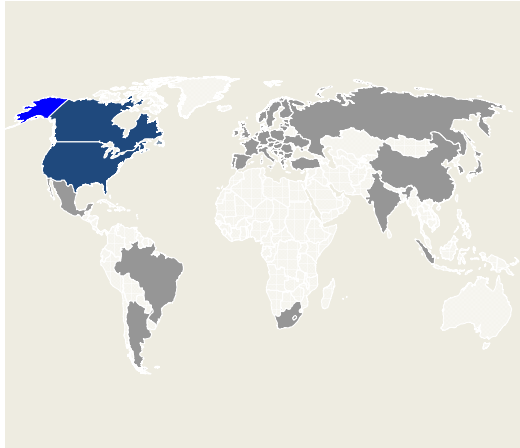
T-Systems Global Services



T-Systems Around the World

- Anywhere, anytime access to the T-Systems IP infrastructure, with defined quality of service
- Global presence and capabilities
- Approximately 400 major customers worldwide
- 79 data centers managed – 117,100 m²
- 176 MPLS PoP networks
- Over 1.1million desktops managed
- Around 1.6million supported SAP users worldwide

T-Systems in North America



T-Systems in North America

- 550 specialized corporate personnel
- Offices in key business centers
 - ✓ Houston
 - ✓ New York
 - ✓ Detroit
 - ✓ Chicago
 - ✓ Tempe
- Global on or off-site service delivery capabilities
- Experience in managing ICT solutions for multi-national firms, large and mid-sized enterprises
- 6 Data Centers Managed
- 20 MPLS PoP networks

T-Systems Credentials



Leading ICT Provider

- #1 globally in the SAP field with around 1.6 million supported SAP users
- #2 Europe and # 5 worldwide in operating data centers
- #3 globally in ICT services
- #3 W. Europe in Telecommunications Services (#6 worldwide)
- #1 in systems integration for the automotive sector

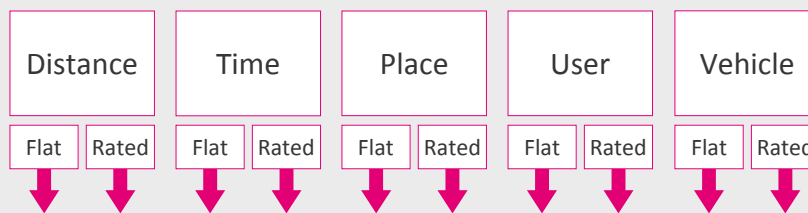
20 Years in Transport Technology and Information Services

- 1991 Transport Telematics Research – Prometheus and STORM.
- 1996 Telematics Platform for Mercedes Benz
- 1997 Automatic Emergency Call Platform and Consumer Navigation Product
- 1998 TeleAid - European Automatic Emergency Call) for DaimlerChrysler
- 2000 Designed, developed and launch TeleDiagnosis for DaimlerChrysler
- 2003 Pan-European GPS/Symbyan pay as you go navigation service launched
- 1999 successful demo of heavy goods vehicle road charging system tests in Germany
- End 2002 Toll Collect Contract Signed
- Mid 2004 Toll Collect Operational [start of fee collection 1/1/05]
- 2006 to date International Demonstrations for National and City charging systems



VMT Scheme Flexibility

Charging scheme design is up to you...



Focused on Policy Objectives

VMT Scheme Flexibility



Connected Travel



UK Department for Transport Road Pricing Demonstrations Project Road User Service Provider



Time Distance Place Road Pricing

- The Demonstrations Project is a 2½ year research programme set up by the UK Department for Transport to establish how road pricing by Time, Distance and Place (TDP) could operate reliably, accurately and affordably, whilst safeguarding privacy
- Project provides an end-to-end road pricing service demonstration, and includes Expert consulting assignments across the range of elements of a road pricing system
- The project establishes 4 road charging operators delivering road pricing services with hypothetical payment
- Interfaces to Compliance / Enforcement and Verification



All Roads in England and Wales

- TDP Road Pricing on 300,000KM of roads and motorways, **tightened performance parameters**
- The demonstrations are taking place on **ALL types of road** in England and Wales in order to maximise the potential for learning, **plus off-road charging**
- Multiple scheme owners/toll agencies
- Pricing based on Distance plus many attributes:
 - Road User Class (up to 10)
 - Vehicle / Emission Class (up to 10)
 - Road Class (Motorway, A, B, Other)
 - Time Class (up to 10)
 - **Events (cordon / area / zone / bridge / tunnel charging)**
- These are client requirements NOT system limitation

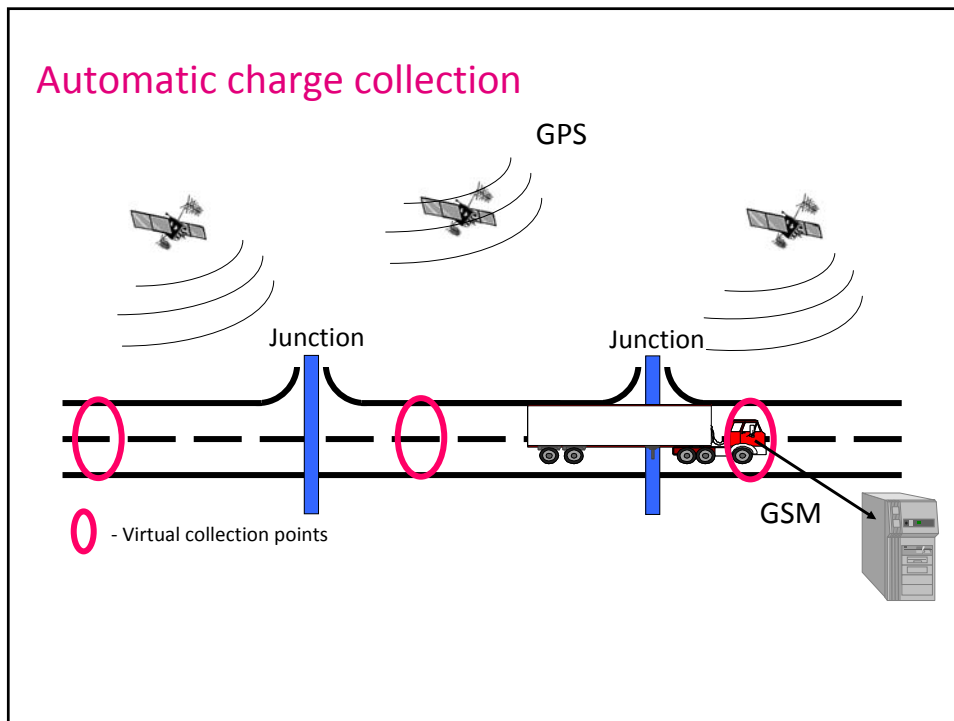
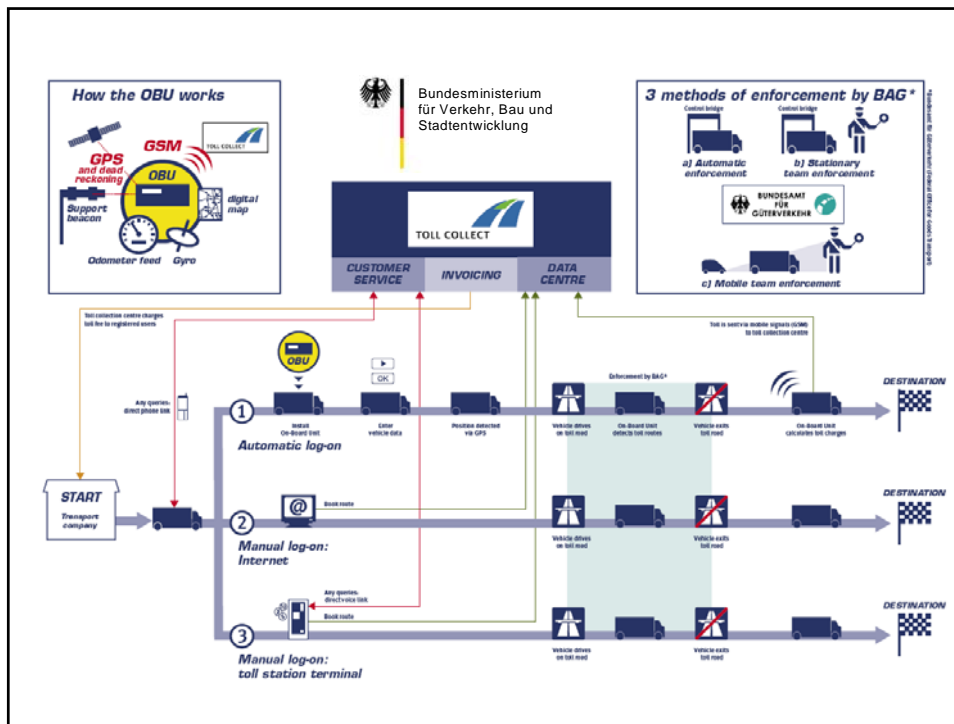


Balancing Road User Needs

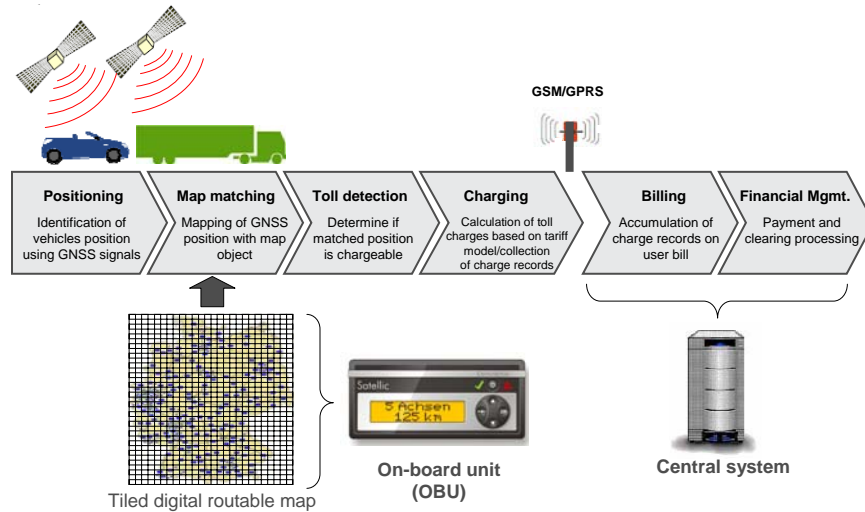
SMART Client enables greater flexibility for the Toll operator and Road User

You choose.....

- **Journey Maps**
- **Detailed map view of journeys**
- **Daily trip view of all journeys**
- **Break down charges into manageable chunks**
- **Journey presented only visible by the road user**
- **Enhanced Privacy Option**
- **No GPS data transferred**
- **Charge data held ONLY**



Automatic Toll Detection Process



Statistical overview of Toll Collect

	2005	2006	2007	2008	01.01.-31.10.09
registered users in thousands /end of period	109.1	118.2	112.6	122.1	127.5
registered vehicles in thousands/end of period	736.3	846.5	917.9	937.1	899.8
mounted OBU in thousands / end of period	482.3	546.0	609.8	646.9	642.3
toll kilometres in billions	23.9	25.8	27.4	27.6	20.396
quota automatic system	86%	90%	90%	90%	90%
quota manual system	14%	10%	10%	10%	10%
controlled vehicles BAG+TC in millions	17.6	18.2	18.4	18.7	15.416
availability / accuracy level of automatic system	99%	99.75%	99.75%	99.75%	99.75%



Demonstrating in North Carolina



Demonstrating in North Carolina



Demonstrating in North Carolina



Demonstrating in North Carolina



■ ■ T ■ ■

■ ■ Thank you ■ ■ ■

