

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Retreat
January 27, 2012

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 Clerk of Collin 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 Retreat held at the Star Brand Ranch, 1182 Star Brand Drive, Kaufman, Texas, at 10:00 a.m. on January 27, 2012.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:06 a.m.

1. Establishment of Quorum

Chairman Barr established a quorum.

The following Board members were present in the meeting:

Kenneth Barr	Chairman
William Moore	Vice Chairman
Dave Denison	Director
Matrice Ellis-Kirk	Director
Michael Nowels	Director
Tex Quesada	Director
Victor Vandergriff	Director
Jane Willard	Director

NTTA employees attending the meeting were: Gerry Carrigan, Interim Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, CFO/Treasurer; Tom Bamonte, General Counsel; Elizabeth Mow, Interim Assistant Executive Director Project Delivery; Clayton Howe, Assistant Executive Director Operations; Kim Tolbert, Assistant Executive Director Administrative Services; Kim Jackson, Director of Communications and Marketing; Magdalena Kovats, Director of Internal Audit;

1. Introduction/Purpose and Goals of Retreat

Chairman Barr called on Ron Orsini, Alvarez and Marsal, who served as the facilitator for the Board Retreat.

Mr. Orsini went over the expectations of the Retreat, which included quality, frank discussions on the critical issues; building understanding and appreciation for the views among Board Members and senior staff; plans for a shared vision, how to improve collections management, and organizational requirements to achieve the goals.

2. Real World Ethics

Chairman Barr introduced Glen J. Hettinger and Bob Dransfield, Fulbright and Jaworski L.L.P., who provided a briefing on trends and context for ethics and accountability. The briefing included: NTTA origins and context; evolution of private company board duties under state law; rules and principles: emergence of codes of conduct under federal law; public disclosure by public bodies; technology and increased transparency; and paradigm shift. Mr. Hettinger and Mr. Bransfield addressed questions of the Board.

3. Strategic Planning – Current Situation an Overview

Gerry Carrigan, Interim Executive Director, provided a briefing on the past, present and future of the NTTA. His briefing included some history and governance of the NTTA, transportation choices for the regional plan, the NTTA facilities, program progress, growth, costs, customer contacts, transactions and tolltags. Mr. Carrigan discussed the years 2012-2016, including revenue vs. expenditures, anticipated projects, changing focus from builder/operator to operator/builder, and the longer-range planning beyond 2016. The Board Members, staff and Mr. Orsini discussed the current situation and strategic planning.

4. Communications as a Strategic Business Tool – Speaking with One Voice

Chairman Barr introduced Merrie Spaeth, Spaeth Communications, who provided a briefing on communications. The briefing included enlistment and implications of the influence model, five drivers of memory good/bad word exercises, structuring remarks, response techniques and the headline drill. Ms. Spaeth, the Board Members and staff discussed the presentation, and Ms. Spaeth addressed questions.

5. Mission and Vision Introduction

Mr. Orsini and the Board discussed the likes and dislikes of the 2011 Strategic Plan, and what they would like to see in a new strategic plan. They discussed strategy, planning framework, NTTA strengths and weaknesses, strategic initiatives, near term goals, mission/vision statement

6. Key Issue Discussion – Regional Role

7. Key Issue Discussion – Operator

8. Key Issue Discussion – Long Range Planning

The Board and staff held discussions on the NTTA's regional role and long range planning, including future expansion opportunities, revenue and expense assumptions, evaluation criteria of projects, and potential projects.

Clayton Howe, Assistant Executive Director of Operations, provided a briefing on operations, and the Board and staff discussed when a customer becomes a debtor.

5. EXECUTIVE SESSION

An Executive Session was not held

6. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

N/A

ADJOURNMENT

The meeting adjourned at 5:57 p.m.



Kenneth Barr, Chairman



Ruby Franklin, Secretary