

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Special Called Board of Directors Meeting
February 2, 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 Special Called Board of Directors meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, at 1:30 p.m. on February 2, 2012.

CALL TO ORDER

Chairman Barr called the meeting to order at 1:35 p.m.

1. Establishment of Quorum

Chairman Barr established a quorum by calling the roll.

The following Board members were present in the meeting:

Kenneth Barr	Chairman
Kent Cagle	Director
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; Dana Gibson-Boone, Director of Cash and Debt Management/Assistant 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; Ray Zies, Controller; Anthony Coleman, Director of Business Diversity; Kiven Williams, Director of Customer Service; Marty Legè, Director of System Incident Management; Dave Pounds, Director of Information Technology; Nina Arias, Director of Human Resources; Magdalena Kovats, Director of Internal Audit; Felix Alvarez, Director of Procurement Services; Kim Jackson, Director of Communications and Marketing; Carrie Rogers, Director of Government Affairs; Eric Hemphill, Interim Director of Maintenance.

Also present at the meeting representing the Authority were: Frank Stevenson, Locke Lord, Bissell & Liddell (LLBL), Outside Counsel to the Authority; Stephanie Halliday, HNTB, General Engineering Consultant to the Authority; Ron Morrison, RBC Capital Markets, Financial Advisor to the Authority; Greg Schaecher, McCall Parkhurst & Horton (MPH), Bond Counsel to the Authority; Michael Copeland, Wilbur Smith Associates (WSA), Traffic & Revenue Consultant to the Authority.

Chairman Barr recognized and welcomed The Honorable Keith Self, Collin County Judge; The Honorable Clay Jenkins, Dallas County Judge; The Honorable Mary Horn, Denton County Judge; and, The Honorable B. Glen Whitley, Tarrant County Judge. Chairman Barr also introduced other officials who were present for the meeting.

2. General public comments not related to specific agenda items

No comments were made under this item.

3. Texas Comptroller award for financial transparency

Gerry Carrigan, Interim Executive Director, announced that the NTTA had received the Texas Comptrollers Leadership Circle program, Gold Circle Award for financial transparency, and stated that the award was reserved for those who set the bar for transparency. Mr. Carrigan recognized Janice Davis, CFO, Kim Jackson, Director of Communications and Marketing, Ray Zies, Controller, Michael Rey and Michael Inklebarger of Communications, Gloria Dodson and Jennifer Royal in Payroll, and other staff for all their efforts. Ms. Davis presented the award to Chairman Barr.

Chairman Barr presented the award to Mr. Carrigan and staff, offering congratulations, and stating that receiving the award was a great accomplishment and well representative of what the NTTA is about.

4. Update on the progress of the County Review action plan

Chairman Barr invited the four county judges and the Board Members to be as interactive as they would like during the update on the County Review action plan. The Chairman provided a brief summary of the NTTA Board Retreat held recently, stating that all Board Members were present and participated in discussions, and that it was a great education session for understanding some of the intricacies and challenges of running a successful organization.

Mr. Carrigan began his presentation with some background, stating that the review was commissioned by the four member county judges to ensure the effectiveness of the NTTA in carrying out its mission as the regional toll provider, and to evaluate the NTTA's financial, operating and administrative functions and assess whether the NTTA's goals and objectives are being achieved and the stakeholder concerns or needs are being addressed. Of the 82 recommendations to be reviewed, 44 have been completed and implemented, 30 are currently in progress, 5 relate to the NTTA's organizational design and are pending future action, and 3 relate to the county judge's decisions. Mr. Carrigan stated that specific recommendations were assigned to NTTA Board committees for review and investigation, and included areas in transparency,

procurement, organization and financial. He provided an overview on major accomplishments, and stated that staff would continue to implement county review recommendations, present quarterly reports to the county judges and Board Members, and proactively distribute Action Plan and launch searchable review matrix on the website to inform public of progress made to date. The goal is to have all recommendations implemented by the end of FY 2012. Mr. Carrigan completed his presentation by providing a summary of strengths that were identified by the Alvarez and Marsal Report.

Chairman Barr asked for any comments from the Board and the county judges. Comments included compliments on the progress made by the NTTA Board and staff, the change in the culture at the NTTA, the possibility of legislative help in the next legislative session, clarification between implementing and completely accomplished, long-range planning and consideration of funding alternatives, and the NTTA's role.

The Honorable Rafael Anchia, State Representative, expressed appreciation to the county judges and the NTTA Board and staff for all their efforts, and commended all involved on the progress made. Representative Anchia provided some comments on the new Ethics Policy related to conflicts, the procurement process related to diversity, and suggested updates on the search for an NTTA Executive Director. Representative Anchia stated that he was committed to helping the NTTA on any legislative initiative that would help collect tolls.

The Honorable Linda Harper-Brown, State Representative, commended the NTTA Board and staff on their efforts thus far, with coordination among the county judges.

Chairman Barr expressed appreciation to all for being present, and stated that the communication would continue.

5. EXECUTIVE SESSION

An Executive Session was not held

6. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

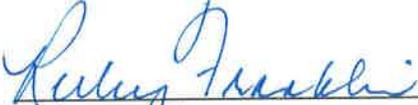
N/A

ADJOURNMENT

The meeting adjourned at 2:51 p.m.



Kenneth Barr, Chairman



Ruby Franklin, Secretary