

**NORTH TEXAS TOLLWAY AUTHORITY**  
**Legal Services Committee Meeting Minutes**  
**March 3, 2011**

Minutes of the NTTA Legal Services Committee meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, on March 3, 2011 at 8:00 a.m.

**CALL TO ORDER**

Committee Chairman Day called the meeting to order at 8:02 a.m.

**1. Establishment of Quorum**

Committee Chairman Day established a quorum by calling the roll. The following committee members were in attendance:

Bob Day	Committee Chairman
*Ken Barr	Member
Jane Willard	Member

\*Director Barr arrived at 8:10 a.m.

Chairman Vandergriff, Vice Chairman Denison and Director Moore were also in attendance.

NTTA employees attending the Committee meeting were: Allen Clemson, Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Dana Boone, Director of Cash and Debt Management/Assistant Treasurer; Bob Schell, Assistant Director of General Counsel; Clayton Howe, Assistant Executive Director of Operations; Kim Tolbert, Assistant Executive Director of Administrative Services; Gerry Carrigan, Assistant Executive Director of Project Delivery; Ray Zies, Controller; Magdalena Kovats, Director of Internal Audit; Elizabeth Mow, Director of Project Delivery; Kiven Williams, Director of Customer Service; Marty Legè, Director of System Incident Management; Nina Arias, Director of Human Resources; Anthony Coleman, Director of Business Diversity; Dave Pounds, Director of Information Technology.

Also present at the meeting representing the Authority were Frank Stevenson, Locke, Lord, Bissell & Liddell, Outside Counsel to the Authority; Greg Schaecher, McCall Parkhurst & Horton, Bond Counsel to the Authority; Tom O'Grady, HNTB, General Engineering Consultant to the Authority; Michael Copeland, Wilbur Smith Associates, Traffic and Revenue Consultant to the Authority; Ron Morrison, RBC Capital Markets, Financial Advisor to the Authority.

2. Discussion and briefing of a contract with Locke Lord Bissell & Liddell, L.L.P. for the legal services of Frank Stevenson

Committee Chairman Day provided comments on a contract with Locke Lord Bissell & Liddell, L.L.P., stating that the services provided by Frank Stevenson should be codified in a contract through LLBL. Committee Chairman Day stated that the intent was to start discussions about the different services and how they should be treated. Discussions will continue at the April Committee meeting, with a contract presented to the full Board at its April meeting.

3. Discussion and briefing of a contract with Locke Lord Bissell & Liddell, L.L.P. to provide general legal services

Committee Chairman Day commented that the Committee and staff would be working through the process of getting a contract with LLBL approved with the new billing procedures that the Board approved on March 16, 2011.

Allen Clemson, Executive Director, indicated that staff could work with Bob Schell and Frank Stevenson to provide an updated contract with LLBL in general, with the provisions outlined.

Committee Chairman Day agreed and stated that according to the resolution approved by the Board on March 16, 2011, the Committee could obtain outside help if necessary as well.

4. Discussion of history and previous action on outside legal services procurement and outside legal services pool and/or panel

Committee Chairman Day explained the reason for including this item on the agenda was to discuss changes that had been made during the past year, and changes that still need to be made, and to provide some background for Director Willard. He stated that having a panel in place would allow the opportunity to engage attorneys for legal services that might be needed, and that he would like to have some discussions and continue moving forward in the process of putting a panel in place.

5. Discussion and possible recommendation on selection of outside counsel to provide legal services in the acquisition of right-of-way for Chisholm Trail sections 5 and 6

Elizabeth Mow, Director of Project Delivery, briefed the Committee on item 5, and addressed questions of the Board. The Committee and other Board Members present discussed the process of collecting names of potential firms, fees and procedures.

6. Review discussion of an executive search for the NTTA position of General Counsel and involvement of Korn/Ferry International as the search consultant

Kim Tolbert, Assistant Executive Director, Administrative Services, introduced Victor Arias and Paige Westhoff of Korn/Ferry International. Mr. Arias provided a presentation which included a general counsel profile, a search strategy, target organizations, Korn/Ferry International's legal center of expertise, cross-practice teaming, proprietary executive search assessment, approach to recruitment and representative searches across industries.

Staff provided additional information concerning previous searches and addressed questions.

The Committee and other Board Members present discussed objectives and specifications that should be considered.

7. Discussion and possible recommendation on selection of outside counsel to provide legal services for the legal sufficiency review of the environmental document for the DNT 4B/5A project

Frank Stevenson, LLBL, stated that the current outside counsel had already started work on this item, and that if the decision was made to retain a new firm, to continue with LLBL, or to handle internally, he would like to have an opportunity to discuss the nature of the work.

Committee Chairman Day responded that as the process moves forward, that would be part of the criteria considered. He stated that a decision could be made at the next meeting.

#### 8. Executive Session

Committee Chairman Day called the Committee into Executive Session at 8:46 a.m. and reconvened the meeting into open session at 9:00 a.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

#### 9. Consideration of items from Executive Session

- A. Discussion and possible recommendation of outside counsel to assist Legal Services Committee and the Board with implementation of Legal Services Delivery Plan and search for General Counsel

Committee Chairman Day stated that he and Chairman Vandergriff had discussed the possibility of getting outside help with writing a contract for the implementation of a Legal Services Delivery Plan and the search for General Counsel. He called on Chairman Vandergriff to present a recommendation.

Chairman Vandergriff recommended the Committee consider the law firm of Hunton & Williams, and specifically Laura Franze, Senior Partner. He introduced Ms. Franze.

Ms. Franze provided some background on her past experiences, and addressed questions.

After some discussion, Director Willard made a motion to move forward with the recommendation of hiring the law firm of Hunton & Williams, and Director Barr seconded the motion. The motion was approved unanimously.

### **ADJOURNMENT**

The meeting adjourned at 9:16 a.m.



Bob Day, Committee Chairman  
NTTA Legal Services Committee

  
Ruby Franklin, Secretary