

NORTH TEXAS TOLLWAY AUTHORITY
Legal Services Committee Meeting Minutes
March 17, 2011

Minutes of the NTTA Legal Services Committee meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, on March 17, 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 8:26 a.m.

Chairman Vandergriff 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; Janice Davis, CFO/ 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; Kim Jackson, Director of Communications; Carrie Rogers, Director of Government Affairs; 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.

Items 2, 3 and 5 were considered following a brief recess taken after item 7.

2. 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

The Committee was provided the names of three firms for consideration. After some discussion and questions were addressed, Director Barr made a motion to recommend that the Board retain the law firm of Newby-Davis in conjunction with Cantey Hanger to represent the NTTA in the acquisition of for Chisholm Trail Sections 5 and 6. Director Willard seconded the motion and it was approved unanimously.

3. 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

The Committee was provided the names of five firms for consideration. Committee Chairman Day asked Frank Stevenson, Locke, Lord, Bissell & Liddell, to discuss LLBL's previous involvement in the project. Mr. Stevenson briefed the Committee on work performed on the project by Richard Franchek, an environmental lawyer at LLBL.

Director Barr made a motion to recommend the Board continue with LLBL and Director Willard seconded the motion. The motion was approved unanimously.

4. Discussion and possible recommendation on selection of outside counsel to provide legal service for development of a Tolling Services Agreement for the DFW Connector

Committee Chairman Day explained the procedures he would like to follow for using outside counsel until protocols are in place. As needs come forward for legal services, the item will be placed on agendas, allowing the Committee to have an opportunity to look at the general scope and discuss options before making a recommendation to the full Board. The committee received the scope of the legal services for development of a Tolling Services Agreement for the DFW Connector.

Allen Clemson, Executive Director, stated that staff was receptive to any comments, directions and suggestions on how the scope of legal services should be presented.

Committee Chairman Day indicated that he would like for the Committee to meet every two weeks, prior to the Board worksessions and the Board meetings each month until a process is developed.

5. Discussion and possible recommendation on engagement of Korn/Ferry International to conduct an executive search for the NTTA position of General Counsel

Mr. Clemson briefed the Committee on Korn/Ferry International, addressing major concerns of the Board Members during the previous discussion of this item.

After some discussion concerning the need for a firm that specializes in the legal arena, Director Barr made a motion to recommend the Board deny any action on this item, and have staff identify specialty firms in the area, and provide some background to the

Committee at its next meeting. Director Willard seconded the motion and it was approved unanimously.

6. Discussion and possible recommendation on retaining a law firm to provide legal services regarding the Texas Lawyer TPIA request

Mr. Clemson stated that staff recommended this request be assigned to the law firm of Nesbitt, McCown and Roden, who has been assigned to the request from the Dallas Morning News.

Director Willard made a motion to recommend that the Board retain the law firm of Nesbitt, McCown and Roden, and Committee Chairman Day seconded the motion. The motion was approved unanimously.

7. Discussion and possible recommendation on outside legal services protocols for the Legal Services Committee

Committee Chairman Day provided a draft letter that will be sent from him, as Chairman of the Committee, in response to unsolicited proposals for legal services.

The meeting went into recess from 8:15 a.m. to 8:26 a.m. Items 2, 3 and 5 were considered after the break.

8. EXECUTIVE SESSION

The Committee did not go into Executive Session.

9. CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

N/A

ADJOURNMENT

The meeting adjourned at 8:55 a.m.



Bob Day, Committee Chairman
NTTA Legal Services Committee



Ruby Franklin, Secretary