

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
August 17, 2011

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 meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, at 9:00 a.m. on August 17, 2011.

CALL TO ORDER

Chairman Vandergriff called the meeting to order at 9:06 a.m.

1. Establishment of Quorum

Chairman Vandergriff established a quorum by calling the roll.

The following Board members were present in the meeting:

Victor Vandergriff	Chairman
Dave Denison	Vice Chairman
Kenneth Barr	Director
Kent Cagle	Director
Bob Day	Director
Bill Moore	Director
Michael Nowels	Director
Bob Shepard	Director
Jane Willard	Director

NTTA employees attending the meeting were: Allen Clemson, Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, CFO/Treasurer; Dana Gibson-Boone, Director of Cash and Debt Management/Assistant Treasurer; Bob Schell, Assistant Director of General Counsel; Clayton Howe, Assistant Executive Director Operations; Gerry Carrigan, Assistant Executive Director Project Delivery; Kim Tolbert, Assistant Executive Director Administrative Services; Ray Zies, Controller; Kiven Williams, Director of Customer Service Center; Elizabeth Mow, Director of Project Delivery; Dave Pounds, Director of Information Technology; Marty Legè, Director of System Incident Management; Kim Jackson, Director of Communications; Anthony Coleman, Director of Business Diversity; J. C. Wood, Director of Maintenance; Carrie Rogers, Director of Government Affairs; Magdalena Kovats, Director of Internal Audit; Felix Alvarez, Director of Procurement Services; Nina Arias, Director of Human Resources.

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

2. Public Comments

The Honorable Clay Jenkins, Dallas County Judge, addressed the Board to encourage the Board to delay any action related to Board Counsel, long-term contracts and the Executive Director, until the county review report is completed.

3. Chairman updates

A. Legislative workshop

Chairman Vandergriff indicated that he would call for a separate legislative workshop in the near future.

CONSENT AGENDA (ITEM 4)

4. Resolutions approving the minutes from the July 7, 2011 and August 4, 2011 Worksessions and the July 21, 2011 Board meeting

Director Day made a motion to approve all the minutes, with a correction to the August 4, 2011 Worksession minutes. Director Moore seconded the motion and it was approved unanimously. (Resolutions No. 11-133, 11-134, 11-135)

Item 12 was taken following item 4.

Chairman Vandergriff called the Board into Executive Session at 10:30 a.m. and reconvened the meeting into open session at 11:20 a.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

Item 5 was considered following the Executive Session.

ITEMS FOR INDIVIDUAL CONSIDERATION

5. Discussion and possible action on a contract with Locke Lord Bissell & Liddell LLP regarding the services of Frank Stevenson as Board Counsel

Director Barr made a motion to approve the draft contract for the engagement of Board Counsel by the NTTA. Director Nowels seconded the motion. Director Day proposed eight amendments to the draft document, but after some discussion pulled one of the amendments. Director Barr and Director Nowels accepted the proposed amendments and Chairman Vandergriff called for a vote. The motion was approved 8-1, with Director Cagle voting nay. (Resolution No. 11-137)

6. Discussion and possible action regarding the protocols for identifying, selecting and engaging outside counsel

Director Day made a motion to approve the protocols for identifying, selecting and engaging outside counsel. Director Barr seconded the motion and it was approved 8-1, with Director Cagle voting nay. (Resolution No. 11-136)

7. Discussion of the selection of General Counsel and any appropriate action

Director Moore made a motion to allow the Chairman of the Board to complete negotiations with a candidate for General Counsel and report back to the Board at a meeting scheduled for September 1, 2011. Director Barr seconded the motion and it was approved unanimously.

BRIEFINGS

8. Briefing on Chisholm Trail Parkway

Janice Davis, CFO, provided an update on Chisholm Trail Parkway, stating that staff was working with TxDOT to get a waiver of NEPA finality. Ms. Davis addressed questions of the Board.

9. Briefing on Dallas Cowboy Specialty TollTag proposal

Kim Jackson, Director of Communications, briefed the Board on the Dallas Cowboy Specialty TollTag proposal and addressed questions of the Board.

After some discussion, Director Nowels made a motion for approval and Director Moore seconded the motion. After further discussion, Vice Chairman Denison made an amendment to the motion that no TollTags be offered or sold for less than \$22.99, and any TollTags remaining would be returned to the NTTA and not distributed at any price. Vice Chairman made a second amendment to the motion clarifying that the resolution should state Cowboy TollTags. Director Shepard seconded both amendments. Director Cagle requested that in the future items on the agenda be clarified as to whether they are briefing items or action items. Chairman Vandergriff called for a vote and the motion was approved unanimously.

10. Strategic Performance Quarterly report – 1st Quarter 2011

REPORTS

11. Business Diversity Activity Report August 2011

12. Executive Director Report

A. IH 35E development report

Mr. Clemson indicated that staff was continuing to work with the corridor partners on the development of IH 35E.

B. City of Sachse PGBT Eastern Extension signage

Mr. Clemson introduced Barry Shelton, Director of Economic Development for Sachse, Texas, who addressed the Board to request signage on the PGBT.

13. **EXECUTIVE SESSION** – Pursuant to chapter 551, subchapter D, Texas Government Code:

A. Section 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters

1. Waivers and Releases to facilitate the County Review
2. Contracts with Locke Lord Bissell & Liddell, LLP for legal services and the services of Frank Stevenson as Board Counsel

B. Section 551.072, to deliberate the purchase, exchange, lease, or value of real property

1. Acquisition of Right-of-Way Easements in Sections 1, 5 and 6 of the Chisholm Trail Parkway

C. Section 551.074(a)(1), to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee

1. Executive Director annual performance review
2. Internal Auditor performance review
3. Board Secretary performance review
4. General Counsel selection

Chairman Vandergriff called the Board into Executive Session at 12:15 p.m. and reconvened the meeting into open session at 3:10 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

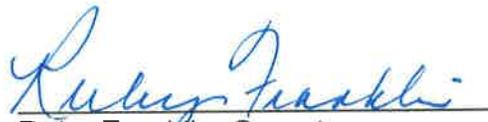
14. **CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION**

None

ADJOURNMENT

Director Barr made a motion to adjourn and Director Day seconded the motion. The meeting adjourned at 3:15 p.m.


Victor T. Vandergriff, Chairman


Ruby Franklin, Secretary