

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Meeting  
October 19, 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 October 19, 2011.

**CALL TO ORDER**

Chairman Barr called the meeting to order at 9:03 a.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
Bill Moore	Vice Chairman
Kent Cagle	Director
Dave Denison	Director
Michael Nowels	Director
Tex Quesada	Director
Bob Shepard	Director
Jane Willard	Director

NTTA employees attending the meeting were: Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, Treasurer; Dana Gibson-Boone, Assistant Treasurer; Tom Bamonte, General Counsel; Gerry Carrigan, Assistant Executive Director Project Delivery; Clayton Howe, Assistant Executive Director Operations; 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; Carrie Rogers, Director of Government Affairs; J. C. Wood, Director of Maintenance; Nina Arias, Director of Human Resources; Magdalena Kovats, Director of Internal Audit; Felix Alvarez, Director of Procurement Services; Felix Alvarez, Director of Procurement Services.

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; Dan Heimowitz, Andrew

Mendelson, 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.

2. Public Comments

No comments were made under this item.

3. Comments and announcements from the Chairman and Board Members

A. American Heart Association recognition

The Information Technology Department, the Maintenance Department, and the Finance Department, were recognized as the top three fundraising departments for the NTTA's participation in the American Heart Association's Dallas Heart Walk. Chairman Barr expressed appreciation to all the employees for their participation.

B. Board Committees: appointments and additional area(s) of responsibility

Chairman Barr announced that Director Willard would be chairing the Administration Committee, Vice Chairman Moore would be chairing the Finance & Audit Committee, Director Nowels would be chairing the Customer Service, Projects & Operations Committee, and Director Denison would be chairing the Legal Services Committee.

C. County Review

Chairman Barr stated that the County Review Report presented to the Board on October 18, 2011, was taken very seriously by the Board Members, and that the Board would be working hard to address the recommendations. He indicated that the recommendations would be assigned to the committees for consideration and resolution.

Director Nowels, the NTTA Representative to the Regional Transportation Council (RTC), provided a briefing on the RTC meeting held on October 13, 2011.

**CONSENT AGENDA (ITEM 4)**

4. Resolutions approving the minutes from the September 21, 2011 Board meeting and October 6, 2011 Worksession

Director Nowels made a motion to approve the minutes and Vice Chairman Moore seconded the motion. The motion was approved unanimously. Director Quesada's vote was cast for the October 6, 2011 Board Worksession minutes only. He was not present for the September 21, 2011 Board meeting. (Resolutions No. 11-158 and 11-159)

**BRIEFINGS WITH POSSIBLE ACTION**

5. Briefing and approval of the 2012 preliminary budget

Janice Davis, CFO, indicated that the Board would have an opportunity to meet with the departments in a workshop format before the final budget is presented for approval.

Vice Chairman Moore made a motion to approve the 2012 preliminary budget, with the understanding that the Finance & Audit Committee will review the budget between the preliminary budget approval and the presentation of the final budget. Director Denison seconded the motion. After some discussion, the motion was approved unanimously. (Resolutions No. 11-160 and 11-161)

6. Briefing on the 2011B Refunding Bonds Finance Plan

Ms. Davis informed the Board Members that a special called Board meeting would be necessary on November 3, 2011, to approve the documents related to refunding bonds.

## REPORTS

7. Business Diversity Activity Report October 2011

Chairman Barr recognized Anthony Coleman, Director of Business Diversity, and his team on the progress made in the NTTA's diversity program.

## 8. EXECUTIVE SESSION

Chairman Barr called the Board into Executive Session at 9:25 a.m. and reconvened the meeting into open session at 12:00 noon. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

Chairman Barr read a resolution related to item 8. C. 1, announcing the resignation of the Executive Director of the NTTA effective October 14, 2011, and selecting an Interim Executive Director.

Director Nowels made a motion to adopt the resolution accepting the resignation of Allen Clemson as the Executive Director, and nominated Gerry Carrigan as the Interim Executive Director. Vice Chairman Moore seconded the motion. After some comments, the motion was approved unanimously. (Resolution No. 11-163)

Chairman Barr called the Board back into Executive Session at 12:10 p.m. and reconvened the meeting into open session at 1:15 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

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

1. Cause No. D-1-GN-10-002245; North Texas Tollway Authority v. Greg Abbott, Attorney General of Texas
2. Rall Ranch, owned by Rall Properties, L.P. (Chisholm Parkway)
3. Implementation issues regarding SB 469 passed by the 82nd Texas Legislature

4. Bond issuance disclosure requirements
- B. Section 551.072, to deliberate the purchase, exchange, lease, or value of real property
  1. Acquisition of crossing rights from Fort Worth & Western Railroad Company (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. Consideration of the terms and conditions of the acceptance of the Executive Director's resignation, the selection of an Interim Executive Director, and any action deemed appropriate by the Board with respect to the Executive Director or Interim Executive Director position

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

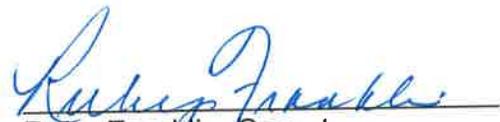
Director Nowels made a motion to approve item 8.A.1, and Director Cagle seconded the motion. The motion was approved unanimously. (Resolution No. 11-162 )

Item 8.C.1 was considered following the first Executive Session.

**ADJOURNMENT**

The meeting adjourned at 1:16 p.m.

  
Kenneth Barr, Chairman

  
Ruby Franklin, Secretary