NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Special Called Board of Directors Meeting
January 3, 2013

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 9:00 a.m. on January 3, 2013.

CALL TO ORDER

Chairman Barr called the meeting to order at 9:00 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
William Moore	Vice Chairman
Dave Denison	Director
Matrice Ellis-Kirk	Director
William Elliott	Director
Michael Nowels	Director
George (Tex) Quesada	Director
*Victor Vandergriff	Director
Jane Willard	Director

*Director Vandergriff arrived at 9:10 a.m.

NTTA employees attending the meeting were: Gerry Carrigan, Executive Director; John Carreker, Deputy 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; Kim Tolbert, Assistant Executive Director of Administrative Services; Elizabeth Mow, Assistant Executive Director of Project Delivery; Magdalena Kovats, Director of Internal Audit; Ray Zies, Controller; Dave Pounds, Director of Information Technology; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; Nina Arias, Director of Human Resources; Kim Jackson, Director of Communications; Felix Alvarez, Director of Procurement Services; Marty Legè, Director of System Incident Management; John Bannerman, Interim Director of Customer Service.

Also present at the meeting representing the Authority were: Frank Stevenson, Locke, Lord LLP, Board Counsel; Rick Porter, Greg Schaecher, McCall Parkhurst & Horton (MPH), Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority; Michael Copeland, CDM Smith Associates, Traffic & Revenue Consultant to the Authority.

2. General public comments not related to specific agenda items

No comments were made.

3. ITEM RECOMMENDED FOR APPROVAL BY THE FINANCE AND AUDIT COMMITTEE

A. Approval of a First Amendment to Construction, Operation, and Maintenance Agreement for the President George Bush Turnpike between Texas Department of Transportation and NTTA

Kevin Twining, Locke Lord LLP, provided an overview and explanation of a first amendment to construction, operation and maintenance agreement for the PGBT between TxDOT and the NTTA.

Director Denison made a motion to approve the amendment and Vice Chairman Moore seconded the motion. The motion was approved 8-0. (Resolution No. 13-01)

4. Extension through April 30, 2013, of the current composition of the NTTA's underwriting pool

Dana Gibson-Boone, Director of Cash and Debt Management, provided a briefing on the NTTA's current composition of the underwriting pool, and addressed questions of the Board. She stated that staff recommended extending the term of the underwriting pool through April 2013.

Vice Chairman Moore made a motion to approve and Director Nowels seconded the motion. The motion was approved 7-0, with Director Quesada abstaining. (Resolution No. 13-02)

5. Briefing on the NTTA's outstanding debt

Chairman Barr stated that item 5 would move to the Finance and Audit Committee for further discussion.

6. Monthly Financial Report for November 2012

Ray Zies, Controller, provided a briefing on the monthly financial report for November 2012, and addressed questions of the Board.

19. EXECUTIVE SESSION

Chairman Barr called the Board into Executive Session at 9:17 a.m. and reconvened the meeting into open session at 10:40 a.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

ADJOURNMENT

The meeting adjourned at 10:41 a.m.

Kenneth Barr, Chairman

Ruby Franklin, Secretary