

NORTH TEXAS TOLLWAY AUTHORITY  
Minutes of the Board of Directors Retreat  
February 2, 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 Board of Directors Retreat held at the Star Brand Ranch, 1182 Star Brand Drive, Kaufman, Texas, at 8:30 a.m. on February 2, 2013.

**CALL TO ORDER**

Chairman Barr called the meeting to order at 8:35 a.m.

1. Establishment of Quorum

Chairman Barr established a quorum.

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
Mojoy Haddad	Director
Michael Nowels	Director
Tex Quesada	Director
Jane Willard	Director

NTTA employees attending the meeting were: Gerry Carrigan, CEO/Executive Director; John Carreker, COO/Deputy Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, CFO/Treasurer; Tom Bamonte, General Counsel; Elizabeth Mow, Assistant Executive Director of Infrastructure; Kim Tolbert, Chief Strategic Officer; Kim Jackson, Senior Director of Public Affairs; Magdalena Kovats, Director of Internal Audit.

Also present at the meeting: Frank Stevenson, Locke, Lord LLP, Board Counsel.

2. Conflict of interest and ethics annual training

Tom Bamonte, General Counsel, provided a presentation on the Board Ethics Policy, including some background, key provisions, and other key director duties. Mr. Bamonte discussed the October 2011 County Review, that recommended the Board adopt an

ethics policy that would include, defining conflicts of interest, specifying who would be covered, requiring regular disclosure of information related to conflicts, specifying procedures for handling potential or actual conflicts when they arise, designating an Ethics Officer, providing for annual Board ethics training, and requiring conflicted individuals to fully abstain. The Board adopted the Ethics Policy in January 2012. Mr. Bamonte discussed the business rationale and sources used in developing an ethics policy. He briefed the Board on director eligibility, duty to NTTA, some shall-nots, conflicts of interest, apparent conflicts, dealing with conflicts, other provisions, the Open Meetings Act, the Public Information Act, and other obligations. Mr. Bamonte discussed the circulation of the annual certification of eligibility for execution, and informed the Board that the 2013 Personal Financial Statements were due by April 30, 2013. Mr. Bamonte addressed questions of the Board.

Director Nowels made a motion certifying that all Board Members had received annual ethics training and would comply with the Ethics Policy. Vice Chairman Moore seconded the motion and the motion passed 9-0, with all Board Members present.

3. Goals and priorities brainstorming

Ron Orsini and Kim Tolbert continued the discussion and brainstorming on goals and priorities of the organization, incorporating comments from day one and two of the retreat.

4. Wrap Up

Each member of the Board and staff expressed their thoughts on the retreat.

Chairman Barr expressed appreciation to Board and staff, and to Mr. Orsini.

5. **EXECUTIVE SESSION**

An Executive Session was not held

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

N/A

**ADJOURNMENT**

The meeting adjourned at 11:40 a.m.

  
Kenneth Barr, Chairman

  
Ruby Franklin, Secretary