

NORTH TEXAS TOLLWAY AUTHORITY
NTTA Legal Services Committee Meeting Minutes
August 15, 2012

A public notice of this meeting containing all items was filed in the Office of the Secretary of State as required by Chapter 551 of the Texas Government Code, referred to as "The Open Meetings Act."

Minutes of the NTTA Legal Services Committee meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, on August 15, 2012, beginning at 11:00 a.m.

CALL TO ORDER

Committee Chairman Denison called the meeting to order at 1:56 p.m.

1. ESTABLISHMENT OF QUORUM

Committee Chairman Denison established a quorum by calling the roll. The following committee members were in attendance:

*Dave Denison	Committee Chairman
*William Elliott	Member
George (Tex) Quesada	Member

*Committee Chairman Denison and Director Elliott participated telephonically.

The following ex officio non-voting members were in attendance:

Gerry Carrigan	Executive Director
Tom Bamonte	General Counsel
Frank Stevenson	Board Counsel
Magdalena Kovats	Director of Internal Audit

Chairman Barr and Director Vandergriff were also in attendance.

NTTA employees attending the Committee meeting were: Gerry Carrigan, Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, CFO/Treasurer; Tom Bamonte, General Counsel; Elizabeth Mow, Assistant Executive Director of Project Delivery; Magdalena Kovats, Director of Internal Audit; Kim Jackson, Director of Communications, Felix Alvarez, Director of Procurement Services, Carrie Rogers, Director of Government Affairs.

Also present at the meeting representing the Authority were Frank Stevenson, Locke, Lord, Outside Counsel to the Authority; Greg Schaecher, McCall Parkhurst & Horton, Bill Mahomes, Mahomes Bolden, P.C., Bond Counsel to the Authority.

2. Public Comments

There were no comments under this item.

3. Committee Chairman's remarks

Committee Chairman Denison expressed appreciation to Director Elliott for agreeing to serve on the Legal Services Committee.

4. Adoption of Committee Charter

Mr. Bamonte briefed the Committee on the proposed Committee Charter. Two responsibilities added to the Committee, included making recommendations to the Board concerning any needed changes to the legal services protocol and the legal services framework, and providing ethics oversight and compliance. After some discussion concerning the ex officio format, the Committee agreed to continue with the same format.

5. Report on Recent Time-Sensitive Legal Services Assignments

Mr. Bamonte discussed time-sensitive assignments given to Locke Lord, and welcomed any suggestions or improvements the Committee might have.

6. Proposed Retentions of Outside Counsel

- A. Assistance with NTTA's collections litigation effort—Coats Rose
- B. Interlocal Agreement with City of The Colony—(i) Abernathy Roeder Boyd & Joplin; (ii) Board Counsel
- C. Assessment of ETCC-related issues—Fulbright & Jaworski

Committee Chairman Denison stated that 6.C would be considered following an Executive Session.

Director Elliot indicated that he would abstain from voting on item 6.A, due to a legal relationship with Coats Rose.

Mr. Bamonte discussed the proposed retentions of outside counsel for assistance with collections litigation efforts, and addressed questions concerning fees related to Coats Rose and inside staffing. He discussed the ILA with the City of The Colony and TxDOT for a bridge over the SRT, and indicated that the firm of Abernathy Roeder Boyd & Joplin had a lot of experience in interlocal agreements in the region. Mr. Bamonte addressed questions of the Committee.

Committee Chairman Denison requested there be close collaboration between Board Counsel and Abernathy Roeder Boyd & Joplin. He stated that when possible, he would like to see firms located in the county of the project be utilized.

Frank Stevenson confirmed he had been working with Abernathy Roeder Boyd & Joplin, and that they were very active in this particular field.

Committee Chairman Denison requested some research be performed on past projects of Abernathy Roeder Boyd & Joplin.

After some discussion, Director Quesada made a motion to accept General Counsel's recommendations on item 6.A, Coats Rose. Committee Chairman Denison seconded the motion, and it was approved 2-0, with Director Elliott abstaining.

Director Quesada made a motion to accept General Counsel's recommendations on 6.B, Abernathy Roeder Boyd & Joplin and Board Counsel. Director Elliott seconded the motion, and it was approved unanimously.

7. Proposed plan of delegation of authority to General Counsel re: Locke Lord assistance on matters assigned to other legal counsel

Mr. Bamonte briefed the Committee on a limited delegation of authority to the General Counsel to retain Locke Lord to provide certain support and transition services.

Director Quesada made a motion to approve the proposed plan, and Director Elliott seconded the motion. The motion was approved unanimously.

Committee Chairman stated that item 8 would be considered following the Executive Session.

8. Ratification of selection of collections litigation counsel pursuant to Board Resolution No. 12-107
 - A. Carter Stafford Arnett Hamada & Mockler
 - B. Curtis Castillo
 - C. Gay, McCall, Isaacks, Gordon & Roberts
 - D. Linebarger Goggan Blair & Sampson LLP
 - E. Newby Davis, PLLC
 - F. Roberts, Watson & Davis, PC
 - G. The Jackson Law Firm

9. **EXECUTIVE SESSION**

Committee Chairman Denison called the Board into Executive Session at 2:20 p.m. and reconvened the meeting into open session at 2:56 p.m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

CONSIDERATION OF ITEMS FROM EXECUTIVE SESSION

Item 6.C

Director Quesada made a motion to accept the recommendation with regard to item 6.C, Fullbright & Jaworski. Director Elliott seconded the motion and it was approved 2-0. Contact with Committee Chairman Denison was lost when vote was taken.

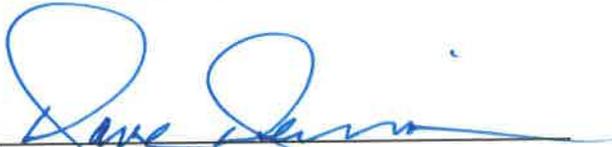
Item 8

Mr. Bamonte requested that the firm of Linebarger Goggan Blair & Sampson LLP be removed from the motion to approve item 8.

Director Quesada made a motion to accept the recommendation to approve the firms listed under item 8, with the removal of 8.D. Director Elliott seconded the motion and it was approved 2-0. Contact with Committee Chairman Denison was lost when vote was taken.

ADJOURNMENT

Director Quesada made a motion to adjourn and Director Elliott seconded the motion. The meeting adjourned at 3:05 p.m.



Dave Denison, Chairman
NTTA Legal Services Committee



Ruby Franklin, Secretary