

NORTH TEXAS TOLLWAY AUTHORITY
NTTA Administration Committee Meeting Minutes
December 1, 2011

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 Administration Committee meeting held at the North Texas Tollway Authority, 5900 West Plano Parkway, Plano, Texas, on December 1, 2011, beginning at 1:00 p.m.

CALL TO ORDER

Director Quesada chaired the meeting on behalf of Committee Chairwoman Willard, and called the meeting to order at 1:00 p.m.

1. ESTABLISHMENT OF QUORUM

Director Quesada established a quorum by calling the roll. The following committee members were in attendance:

George (Tex) Quesada	Member
Dave Denison	Member
William Moore	Member

Chairman Barr and Director Vandergriff arrived at 1:26 p.m.

NTTA employees attending the Committee meeting were: Gerry Carrigan, Interim Executive Director; Ruby Franklin, Secretary; Lorelei Griffith, Assistant Secretary; Janice Davis, CFO/Treasurer; Dana Gibson-Boone, Assistant Treasurer; Tom Bamonte, General Counsel; Clayton Howe, Assistant Executive Director Operations; Kim Tolbert, Assistant Executive Director Administrative Services; Ray Zies, Controller; Anthony Coleman, Director of Business Diversity; Magdalena Kovats, Director of Internal Audit; Dave Pounds, Director of Information Technology; Marty Legè, Director of System Incident Management; Eric Hemphill, Interim Executive Director of Maintenance.

Also present at the meeting representing the Authority were Frank Stevenson, Locke, Lord, Bissell & Liddell, Outside Counsel to the Authority; Greg Schaecher, McCall Parkhurst & Horton, Bond Counsel to the Authority.

2. General public comments not related to specific agenda items

There were no comments.

3. Resolution approving the minutes of the November 3, 2011 Administration Committee meeting

Director Denison made a motion to approve the minutes of the November 3, 2011 Administration Committee meeting. Director Quesada seconded the motion and it was approved unanimously. (Resolution No. 11-187)

BRIEFING ITEMS

4. Briefing on the 401K and 457 plan amendment and response to guidance from the IRS

Nina Arias, Director of Human Resources, provided a briefing on the NTTA 401 (k) and 457 Plan amendments.

Director Denison made a motion to move this item forward to the Board with the recommendation that authorization be given to the Executive Director to execute the amendments. Vice Chairman Moore seconded the motion and it was approved unanimously.

5. Briefing on the 2012 holidays

Kimberly Tolbert, Assistant Executive Director of Administrative Services, briefed the Committee on the holiday schedule for 2012 and addressed questions of the Committee.

Director Denison made a motion to recommend approval of the 2012 holiday schedule to the Board. Vice Chairman Moore seconded the motion and it was approved unanimously.

6. Briefing on the temporary staffing services contract

This item was not considered.

7. Briefing on the Ethics Policy

Tom Bamonte, General Counsel, provided an update on the Ethics Policy, focusing on key components of the policy and requesting input and direction from the Committee. The Committee discussed conflicts of interest, appearance of impropriety, abstentions, annual reporting and certification, gifts, proper use of office, and scope of the policy. Mr. Bamonte and Frank Stevenson, Locke Lord, addressed questions of the Committee.

REPORTS AND UPDATES

8. Third quarter Administrative Services performance report

A report was included in the materials.

9. Discussion of the County Review items

This item was discussed in the committee meetings held earlier in the day.

10. **EXECUTIVE SESSION**

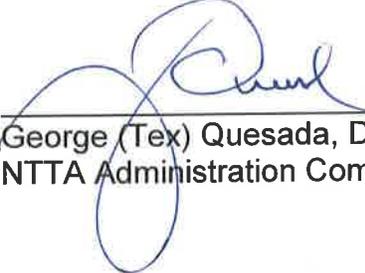
An Executive Session was not held.

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

N/A

ADJOURNMENT

Director Denison moved to adjourn, and Vice Chairman Moore seconded the motion. The meeting adjourned at 1:58 p.m.



George (Tex) Quesada, Director
NTTA Administration Committee



Ruby Franklin, Secretary