

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Meeting
January 15, 2014

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 Clerks of Collin County, Tarrant County, Denton County and Dallas 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 10:00 a.m. on January 15, 2014.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:05 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
Michael Nowels	Director
Gary Kloepper	Director
William Elliott	Director
Matrice Ellis-Kirk	Director
George (Tex) Quesada	Director
Jane Willard	Director
Mojoy Haddad	Director

NTTA employees attending the meeting were: Gerry Carrigan, CEO/Executive Director; Lorelei Griffith, Secretary; Karen Madison-Ponds, Assistant Secretary; Horatio Porter CFO/Treasurer; Dana Gibson-Boone, Director of Cash and Debt Management/Assistant Treasurer; Tom Bamonte, General Counsel; Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions; Magdalena Kovats, Director of Internal Audit; Elizabeth Mow, Assistant Executive Director of Infrastructure; James Hofmann, Assistant Executive Director of Operations; Kim Tolbert, Chief Strategic Officer; Ray Zies, Controller; Dave Pounds, Director of Information Technology; Anthony Coleman, Director of Business Diversity; Carrie Rogers, Director of Government Affairs; Pete Havel, Director of Legislative Affairs; Eric Hemphill, Director of Maintenance; Craig Lockett, Director of Human Resources; Kim Jackson, Senior Director of Public Affairs; Nicole Mucha, Interim Director of Procurement Services; John Bannerman, Interim Director of Customer Service Center.

Also present representing the Authority were: Frank Stevenson, Locke, Lord LLP, Board Counsel; Keith Jackson, Atkins, Inc., General Engineering Consultant to the Authority;

Stephanie Halliday, HNTB Corporation, Project Management Consultant to the Authority; 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; Sam Bahluli, C&M Associates, Inc., Traffic & Revenue Consultant to the Authority.

2. General public comments not related to specific agenda items

No comments were made under this item.

3. Comments and announcements from the Chairman and Board Members

A. Recognition of 2014 Relationships and Opportunities Advancing Diversity (ROAD) Program Participants

4. Committee Chair reports

A. Regional Transportation Council

Director Nowels reported on the RTC meeting.

5. Approval of the minutes from the December 18, 2013 Regular Board Meeting

Director Ellis-Kirk made a motion to approve the minutes of the meeting held December 18, 2013. Director Willard seconded the motion, and it was approved unanimously (Resolution No. 14-01).

INDIVIDUAL ITEMS

6. Approve form of offering document for NTTA System Commercial Paper Notes, Series A, and appointment of U.S. Bank National Association as Issuing and Paying Agent for the Notes

Chairman Barr entertained a motion to approve item 6. Director Nowels made a motion to approve item 6, and Director Ellis-Kirk seconded the motion. The motion was approved unanimously. (Resolution No. 14-02)

7. Declare two parcels of land (parcels 145 and 146) currently owned by the Texas General Land Office and located in the vicinity of the intersection of Old Granbury Road and the Chisholm Trail Parkway in southern Tarrant County as necessary and convenient for the construction, operation, and maintenance of Chisholm Trail Parkway Section 5 and authorize acquisition of those parcels in accordance with, and subject to, NTTA policies and procedures

Chairman Barr entertained a motion to approve item 7. Vice Chairman Moore made a motion to approve item 7, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 14-03)

8. Approve settlement of pending litigation: Cause No. 2013-000290-1; North Texas Tollway Authority v. FW 205 Partners, Ltd., Texas Midstream Gas Services,

L.L.C., Four Sevens Oil Co., Ltd., Link Cattle Co., and Capital Concepts Properties 86-2, Ltd.; in the County Court at Law No. 1, Tarrant County, Texas

Chairman Barr stated that item 8 would be taken up after Executive Session.

BRIEFINGS AND REPORTS

9. SH 360 Project Agreement update
10. NTTA Holiday Community Outreach
11. Consolidated Monthly Performance Report

Horatio Porter, CFO, reported on the financial metrics. James Hofmann, Assistant Executive Director of Operations reported on the operational metrics. Elizabeth Mow, Assistant Executive Director of Infrastructure, reported on the projects metrics.

12. Executive Director Report
 - A. Contracts, supplements, and change orders not exceeding \$300,000.00 executed in December 2013

The Executive Director's Report was included in the agenda packet.

13. EXECUTIVE SESSION – Pursuant to chapter 551, subchapter D, Texas Government Code:

- A. Section 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters regarding:
 1. Trinity Parkway Interlocal Agreement legal briefing

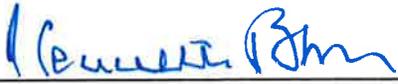
Chairman Barr called the Board into Executive Session at 11:12 a.m. and reconvened the meeting into open session at 12:50 p.m.

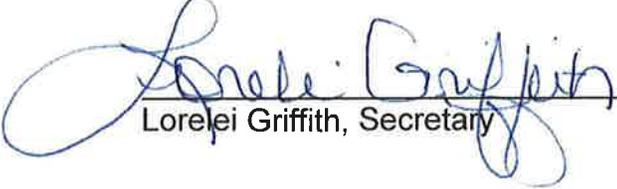
14. Possible action on any matter deliberated in Executive Session

After some discussion on item 8, Chairman Barr entertained a motion to approve item 8. Vice Chairman Moore made a motion to approve, and Director Haddad seconded the motion. The motion was approved unanimously. (Resolution No. 14-04)

ADJOURNMENT

The meeting adjourned at 12:56 p.m.


Kenneth Barr, Chairman


Lorelei Griffith, Secretary