

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Retreat
January 31, 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 Retreat held at the Star Brand Ranch, 1182 Star Brand Drive, Kaufman, Texas, at 10:00 a.m. on January 31, 2014.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:06 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
George (Tex) Quesada	Director
Jane Willard	Director
Mojy Haddad	Director
Matrice Ellis-Kirk	Director
Gary Kloepper	Director
William Elliott	Director

NTTA employees attending the meeting were: Gerry Carrigan, CEO/Executive Director; Lorelei Griffith, Secretary; Horatio Porter, CFO/Treasurer; Tom Bamonte, General Counsel; Elizabeth Mow, Assistant Executive Director of Infrastructure; James Hofmann, Assistant Executive Director of Operations; Janice Davis, Assistant Executive Director of Strategic & Innovative Solutions; Kim Tolbert, Chief Strategic Officer; Kim Jackson, Senior Director of Public Affairs; Magdalena Kovats, Director of Internal Audit.

2. Introductions

Chairman Barr expressed appreciation to all attendees for attending the Retreat and stated that discussion would be open to Board members and staff. He expressed appreciation to Ron Orsini for serving as facilitator.

3. Retreat Overview

Mr. Orsini discussed the Board members' responsibilities, as well as the Board's and management's role in strategic planning.

4. State of the Authority Presentation

Gerry Carrigan, CEO/Executive Director, presented on NTTA's strategic priorities, Board goals and objectives, key performance metrics, five-year outlook and positioning for the future.

5. Futurist Presentation

Carolyn Corbin, President of the Center for the 21st Century, presented on the futuring model which included trends, windows of opportunity, conditions and issues.

6. Visioning/Strategy Discussion

Mr. Orsini presented Board and staff perspectives on 2014 strengths, weaknesses and opportunities as well as short-term objectives.

7. Marketing and Branding Discussion

Kim Jackson, Senior Director of Public Affairs, presented on past customer surveys, opening of additional TollTag stores, the \$20 starter TollTag, Tollmate App and future promotional ideas. Ms. Jackson also spoke about the number of active TollTags currently issued, TollTag penetration and branding.

8. Wrap-Up – Day One

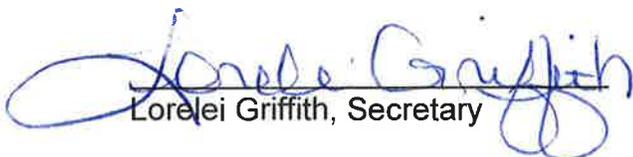
Chairman Barr gave a brief wrap-up.

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

There was no executive session held.

10. The meeting was called into recess at 5:30 p.m., to be reconvened at 8:30 a.m. on Saturday, February 1, 2014.


Kenneth Barr, Chairman


Lorelei Griffith, Secretary