

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Retreat
February 1, 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 8:30 a.m. on February 1, 2014.

CALL TO ORDER

Chairman Barr called the meeting to order at 8:39 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
Mojoy 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. Ethics Refresher and Conflicts of Interest Annual Training

Tom Bamonte, General Counsel, presented on the Board Ethics Policy, Open Government and laws regarding conflicts of interest. Mr. Bamonte discussed the annual certification of eligibility and informed Board members of the 2014 Personal Financial Statement deadline of April 30, 2014. Mr. Bamonte answered Board members' questions.

3. 4Cs: Customer, Collections, Construction, Collaboration Presentation

James Hofmann, Assistant Executive Director of Operations, presented on the customer experience. Mr. Hofmann spoke about 2013 and 2014 actions and levers, a review of the 2013 unpursuable transactions, grace period and the toll service

agreement. He also spoke about 2014 unpursuable transactions, consolidated monthly statements, the toll landscape and an ETCC update.

Horatio Porter, CFO/Assistant Executive Director of Finance, presented on collections, including benchmarks, metrics, collection stages and cash outflow.

Elizabeth Mow, Assistant Executive Director of Infrastructure, presented on construction, including NTTA growth, the 2035 mobility plan, 2014 focus and the 5-year outlook.

Janice Davis, Assistant Executive Director of Strategic and Innovative Solutions, presented on collaboration, including internal and external factors that drove collaboration, 2013 key external milestones and 2014 internal and external key business drivers.

4. Visioning/Strategy Discussion

Mr. Orsini gave a recap of the Board's and management's short-term and long-term goals and objectives and discussed strategy with Board members.

5. Wrap-Up

Board members and staff expressed their thoughts on the retreat.

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

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

A. Section 551.074(a)(1), to deliberate the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of a public officer or employee.

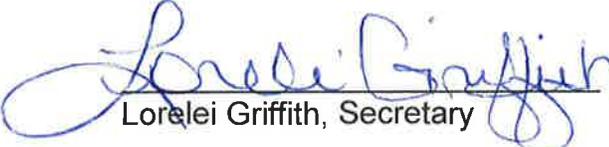
1. Executive Director – Goals and Evaluation

There was no executive session held.

7. Adjournment

The meeting adjourned at 11:26 a.m.


Kenneth Barr, Chairman


Lorelei Griffith, Secretary