

NORTH TEXAS TOLLWAY AUTHORITY  
NTTA Legal Services Committee Meeting Minutes  
JUNE 5, 2014

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 June 5, 2014, beginning at 10:00 a.m.

**CALL TO ORDER**

Committee Chairman Elliott called the meeting to order at 10:00 a.m.

**1. ESTABLISHMENT OF QUORUM**

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

William Elliott	Committee Chairman
Mojoy Haddad	Member
*George (Tex) Quesada	Member

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

Gerry Carrigan	CEO/Executive Director
Tom Bamonte	General Counsel
Frank Stevenson	Board Counsel
Magdalena Brady	Director of Internal Audit

Chairman Barr, Vice Chairman Moore, Director Nowels, and Director Willard were also in attendance.

\* Director Quesada arrived at 10:07 a.m.

\* Director Nowels arrived at 10:23 a.m.

NTTA employees attending the Committee meeting were: Gerry Carrigan, CEO/Executive Director; Lorelei Griffith, Secretary; Karen Madison-Ponds, Assistant Secretary; Dana Gibson-Boone, Director of Cash and Debt Management/Assistant Treasurer; Horatio Porter, CFO; Tom Bamonte, General Counsel; Magdalena Brady, Director of Internal Audit; Brian Reich, Controller; Jeff English, Director of Procurement Services.

Also present at the meeting representing the Authority were Frank Stevenson, Locke,

Lord, Board Counsel to the Authority; Greg Schaecher, McCall Parkhurst & Horton, Bill Mahomes, Mahomes Bolden, PC, Bond Counsel to the Authority.

2. General public comments not related to specific agenda items

No comments were made under this item.

3. Approval of minutes from the March 6, 2014 Legal Services Committee meeting

Director Haddad made a motion to approve the minutes, and Vice Chairman Moore made the second motion. The motion was approved unanimously. (Resolution No 14-42)

***New Business***

4. Introduction of summer 2014 legal interns

Tom Bamonte, General Counsel, provided a briefing to the Committee regarding the legal interns program. Mr. Bamonte expressed the vital functions to the committee and as a part of the introduction of the program; Mr. Bamonte will also introduce three interns working with NTTA. As stated, this program started in the late 2011. We are eager to have one or two students throughout the year and afterwards follow the immersive twelve-week program for three students.

Committee Chairman Elliott extended his welcome to all of the interns. Director Haddad wanted to congratulate our legal team for such a phenomenal program. Director Haddad inquired about the school selections. Mr. Bamonte explained he starts with SMU and expanded to Baylor and the University of Texas. The plan is to publicize the program with the hopes of making it a national program which would draw interest of individuals worldwide.

5. Approval of retention of outside counsel

- A. Haynes & Boone, LLP (Kathy Beasley, lead project attorney) to advise on attorney-client privilege issues
- B. Locke Lord LLP (Bart Huffman, lead project attorney) to advise on potential legal risks that might occur in the event of a security breach

Tom Bamonte, General Counsel, provided the Committee with a brief statement regarding outside legal counsel services. Haynes & Boone will be providing assistance with advising us on attorney-client matters. In addition, Locke Lord is dedicated to providing assistance on a project that will also assist us with advising us through the process on legal risks and mitigation measures in the event of any data security breach.

Committee Chairman Elliott made an observation to the Committee stating that Haynes and Boone was selected because one of the inquiries is our affiliation with Locke and

what instances do we have attorney-client privilege questions should occur in the midst of dealing with Haynes & Boone. Therefore, we utilize an outside legal counsel to examine the relationship.

Director Haddad made a motion to approve this item, and Vice Chairman Moore second the motion. The motion was approved unanimously.

Item 6 was discussed in Executive Session

6. Approval of amendment to Section 31, "Indemnification by the Authority," of the Bylaws of the North Texas Tollway Authority

Tom Bamonte, General Counsel, briefed the Committee on the proposed amendment to the Section 31 of the NTTA Bylaws. This section of the tune-up in the wake of Chuck Keeble's presentation D&O issues at last meeting. Mr. Bamonte expounded on our current Bylaws assured NTTA directors that once the matter is settled they'll be reimbursed for those expenses.

Committee Chairman Elliott stated this item would be discussed in the executive session and will return later with a vote on the proposed amendment.

**Old Business**

7. Projects

- A. Update on contract boilerplate initiative
- B. Update on document repository initiative
- C. Update on NTTA trademarks

Tom Bamonte, General Counsel, briefed the Committee on the Special Projects listed above. Contract boilerplate, has been discussed with Jim Rain with the hopes of supplying the final or near final draft of the contract templates. Our next item, the goals of the document repository project is to assemble our legal agreements and our Board resolutions in a user-friendly format, searchable format.

Mr. Bamonte addressed numerous questions and concerns the Committee presented.

8. Committee informational items

- A. Legal services budget information
- B. Pending matters

Committee Chairman Elliott stated self-explanatory items members can read.

9. **EXECUTIVE SESSION – Pursuant to Chapter 551, Subchapter D, Texas Government Code**

A. Section 551.071, to receive advice from legal counsel concerning proposed amendment to Section 31, "Indemnification by the Authority," of the Bylaws of the North Texas Tollway Authority

Committee Chairman Elliott called the Committee into Executive Session at 10:32 a.m. and reconvened the meeting into session at 11:14 a.m.

Committee Chairman Elliott stated we have a floor resolution to approve and move forward to the full Board for their consideration, item 6 the proposed amendment to the Bylaws.

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

10. Adjournment

The meeting adjourned at 11:15 a.m.

  
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William Elliott, Chairman  
NTTA Legal Services Committee

  
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Karen Madison-Ponds, Assistant Secretary