

NORTH TEXAS TOLLWAY AUTHORITY
Minutes of the Board of Directors Retreat
January 16, 2015

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 16, 2015.

CALL TO ORDER

Chairman Barr called the meeting to order at 10:03 a.m.

1. Establishment of Quorum

Chairman Barr established a quorum by calling the roll.

The following Board members were present in the meeting:

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|----------------------|---------------|
| 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; Kim Jackson, Senior Director of Public Affairs; Magdalena Brady, Director of Internal Audit.

Also present at the meeting: Ron Orsini, Alvarez & Marsal

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 retreat facilitator.

Mr. Orsini and the Board members discussed Board governance and key components of and roles in strategic planning.

3. State of the Authority

Gerry Carrigan, CEO/Executive Director, presented on NTTA's growth and 2014 accomplishments.

4. NTTA strategic goals and objectives

Elizabeth Mow, Assistant Executive Director of Infrastructure, presented on 2015 priorities and toll enforcement remedies.

James Hofmann, Assistant Executive Director of Operations, presented on 2015 focus areas including collections, system reliability, TSA compliance and unpursuable transactions.

Horatio Porter, CFO/Assistant Executive Director of Finance, presented on 2015 financial outlook.

5. Breakout session overview

Ron Orsini provided an overview of long range planning and collections.

6. Board breakout groups – Policy discussions

- A. Policy discussion – long range planning
- B. Policy discussion – collections

Board members had two breakout groups to discuss long range planning and collections.

7. Board – group discussion

- A. NTTA strategic goals and objectives
- B. Policy issues and direction

Ron Orsini facilitated discussion with Board members regarding strategic goals and objectives and policy issues.


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

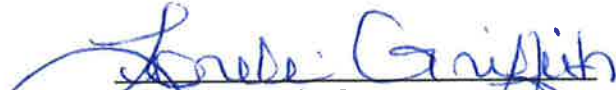
- A. Section 551.074(a)(1), to deliberate the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of a public officer or employee.

1. Executive Director – Goals and Evaluation

There was no executive session held.

9. The meeting was called into recess at 5:30 p.m., to be reconvened at 8:30 a.m. on Saturday, January 17, 2015.


Kenneth Barr, Chairman


Lorelei Griffith, Secretary