

NORTH TEXAS TOLLWAY AUTHORITY  
NTTA Legal Services Committee Meeting Minutes  
September 5, 2013

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 September 5, 2013, beginning at 10:00 a.m.

**CALL TO ORDER**

Committee Chairman Elliott called the meeting to order at 10: 16 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
Mojy 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, and Director Willard were also in attendance.

\*Director Quesada joined by via telephone on item 6.

NTTA employees attending the Committee meeting were: Gerry Carrigan, CEO/Executive Director; Lorelei Griffith, Secretary; Karen Madison-Ponds, Assistant Secretary; Janice Davis, AED of Strategic & Innovative Solutions/Treasurer; Dana Gibson-Boone, Director of Cash and Debt Management/Assistant Treasurer; Horatio Porter, CFO; Tom Bamonte, General Counsel; Magdalena Brady, Director of Internal Audit; Ray Zies, Controller; Felix Alvarez, 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 August 1, 2013 Legal Services Committee meeting

Director Haddad made a motion to approve the minutes, and Committee Chairman Elliott seconded the motion. The motion was approved unanimously. (Resolution No. 13-109)

***New Business***

4. Interlocal Agreements for vehicle registration block services

Tom Bamonte, General Counsel, briefed the Committee on three ILA's, Dallas County, Texas Department of Motor Vehicles and Denton County, stating that all three agencies are willing to work collectively towards toll enforcement efforts. Mr. Bamonte asked for recommendations to proceed with moving the three ILA's to the full Board for approval.

Committee Chairman Elliott asked Mr. Bamonte to expound on each responsible parties that will manage the preparation and sorting of the documents.

Director Haddad inquired about the escrow and the secure of payments.

Director Haddad made a motion to move this item to the full Board, and Committee Chairman Elliott seconded the motion. The motion was approved unanimously.

5. Approval of retention of outside legal counsel:

- A. Locke Lord LLP: Work on legal agreement "boilerplate" project
- B. Locke Lord LLP: Review and redraft of TollTag license agreements
- C. Haynes & Boone, LLP: Assessment of NTTA E&O coverage for NTTA directors

Tom Bamonte, General Counsel, briefed the Committee on the outside legal counsel's providing retention services. Mr. Bamonte described the essential responsibilities of each firm, first Locke Lord LLP; Jim Rain would be responsible for the legal agreement boilerplate project. Secondly, Locke Lord LLP, Kevin Twining is responsible for reviewing the redraft for the NTTA Tolltag license agreements. The final retention will be performed by Haynes and Boone, Chuck Keeble will be engaged in reviewing the process for the directors D&O policy coverage etc., and report back to the Board.

Mr. Bamonte addressed questions of the Committee concerning tolltag agreements and future agreements.

Director Haddad made a motion to approve this item, and Committee Chairman Elliott seconded the motion. The motion was approved unanimously.

## **Old Business**

### 6. Special projects

- D. Update on legal agreement depository project
- E. Legal agreement "boilerplate" project: Phase 1

Tom Bamonte, General Counsel, briefed the Committee on the project goals that were reported in last month's meeting. Mr. Bamonte stated the past efforts on exploring the use of outside resources haven't been successful. However, the internal process of compiling and placing documents on the website appears to be working well. Mr. Bamonte touched basis on the tracking system for Board resolutions such as annual year-by-year files, indexing, filing, title search and the functionality.

Committee Chairman Elliott asked Mr. Bamonte to expound on the responsible party for scanning Board documents.

Mr. Bamonte addressed questions of the Committee concerning the supporting materials and how the material could possibly be linked to the resolutions.

Committee Chairman Elliott emphasized the importance to Mr. Bamonte how critical it would be to have the documents linked.

Mr. Bamonte discussed the debt obligations timing, amounts and other pertinent information pertaining to the debt obligations. Mr. Bamonte provided an update on the boilerplate project.

Committee Chairman Elliott indicated that the boilerplate presentations were off to a good start. No action required.

### 7. Committee informational items

- F. Two-month draft agenda outlook
- G. Legal budget information
- H. Litigation update

Tom Bamonte, General Counsel, provided the Committee members with the Committee informational items listed above.

### 8. EXECUTIVE SESSION

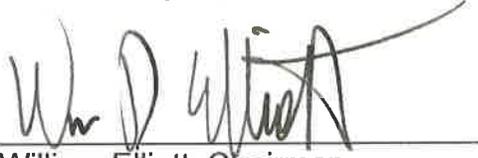
- 1. Kelly Wall litigation
- 2. Project Agreement with TxDOT for SH 360

Committee Chairman Elliott called the Committee into Executive Session at 10:30 p.m.

and reconvened the meeting into open session at 10:52 a .m. No final action, decision nor vote with regard to any matter was taken during the Executive Session.

9. Adjournment

The meeting adjourned at 10:52 a.m.



William Elliott, Chairman  
NTTA Legal Services Committee



Karen Madison-Ponds, Assistant Secretary