

NORTH TEXAS TOLLWAY AUTHORITY
NTTA Legal Services Committee Meeting Minutes
October 3, 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 October 3, 2013, beginning at 11:00 a.m.

CALL TO ORDER

Committee Chairman Elliott called the meeting to order at 11: 48 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 Ellis-Kirk, Director Quesada, Director Kloepper and Director Knowles were also in attendance.

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 September 5, 2013 Legal Services Committee meeting

Director Haddad made a motion to approve the minutes, and Director Quesada made the second motion, but also stated he was present at the last meeting on item 5, although Committee members were unable to hear him speak until item 6. The motion was approved unanimously. (Resolution No. 13-109)

New Business

4. Retention of Abernathy, Roeder, Boyd & Joplin P.C., to provide legal services in connection with the disposition of surplus real property

Tom Bamonte, General Counsel, briefed the Committee stating back in July the Board declared 25 property parcels that were surplus and authorized their disposition for public sale under lawfully authorized which means.

In addition, Mr. Bamonte describe the Maintenance department is proceeding with the process. The Abernathy and Roeder, is a firm that has the expertise in exemplifying government entities which has also provided NTTA with a service of satisfactory in the past, and will also administer the supply of legal services for this process. Mr. Bamonte stated that Richard Roeder will be the point of contact for the duration of the engagement.

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

5. Interlocal Agreements for vehicle registration block services with Tarrant County
Approval of retention of outside legal counsel:

Tom Bamonte, General Counsel, briefed the Committee stating last month the Board approved vehicle registration block interlocal agreements with Dallas County, Denton County and the Department of Motor Vehicle. Mr. Bamonte indicated that these agreements have paved the way for the roll-out of the vehicle registration block remedy for habitual toll violators.

Mr. Bamonte discussed this ILA being in the possession of Tarrant County in order for NTTA to roll out the RB program in that County. The business model will allow Tarrant County to follow suit of the business model that Denton County is presently following. This will allow the counties to honor vehicle registration blocks that NTTA identifies through communication with DMV.

Director Haddad inquired about the notification to the counties prior to 90 days registration period and the sufficient advance notification for the blocks.

Mr. Bamonte addressed the questions of the Committee concerning the 90 days registration and sufficient advance notifications.

Committee Chairman Elliott inquired about the terms being driven by the counties mentioned above and the abundant amount of input.

Mr. Bamonte addressed the questions of the Committee concerning the terms and NTTA's recommendations.

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

6. ILA between NTTA and Fort Bend Grand Parkway Toll Road Authority (FBGPTRA) providing for reimbursement to NTTA of \$131,790.00 for integration of FBGPTRA into the statewide interoperability hub and related testing

Tom Bamonte, General Counsel, briefed the Committee on the next two items as they relate to expanding interoperability for NTTA customers. First, Fort Bend Grand Parkway through the statewide interoperability hub and second the interim peer-to-peer network amongst NTTA and the Oklahoma Turnpike.

James Hofmann, Assistant Executive Director of Operations, provided an overview of the interoperability that NTTA has had with several Texas agencies through the interoperability hub, which is a centralized computer systems that allows the agencies to exchange transactions, once a customer travels from one authority to another along the roads.

Mr. Hofmann discussed the parties' responsibilities for formalizing the interlocal agreements which is referred to as a statewide interoperability ILA. Mr. Hofmann illustrated the differentials colors of ping-pong paddles, red simplifies customers that maintain accounts, the two greens simplifies either through direct or secondary access, and the blue simply simplifies the future for RMA all of which are interoperable.

NTTA is responsible for the development work. The purpose for the ILA is to make certain NTTA obtains reimbursement in the amount of \$131,790.00 for the development and evaluation of the work process.

Vice Chairman Moore inquired about the fees pertaining to the interoperability hub charges, the accounts being charged, and the contractual relationship with ETCC.

Mr. Hofmann addressed the questions of the Committee concerning the charges, accounts and the relationships.

7. ILA between NTTA and Oklahoma Turnpike Authority for peer-to-peer toll-collection interoperability

James Hofmann, Assistant Executive Director of Operations, briefed the Committee stating at last month Board meeting, staff has been working vigorously in negotiating with Oklahoma Turnpike Authority to enter into a peer-to-peer to build a relationship.

Director Haddad inquired about the collection fees and how the enforcement collection is going to be managed.

Mr. Hofmann addressed the questions of the Committee concerning the collection fees and enforcement.

Director Quesada inquired about the first ILA, having any exposure and any risk towards NTTA that could prevent any chances of reimbursement.

Mr. Hofmann addressed the questions of the Committee concerning the reimbursement.

Director Quesada made a motion to approve items 6 and 7, and Director Haddad seconded the motion. The motion was approved unanimously.

Old Business

8. Special projects

- A. Update on legal agreement depository project
- B. Legal agreement "boilerplate" project: Phase 2

Tom Bamonte, General Counsel, provided the Committee members with the Special projects materials.

Committee Chairman Elliott indicated he was very satisfied with the continued work on the boilerplate.

9. Committee informational items

- A. Two-month draft agenda outlook
- B. Legal budget information
- C. Litigation update

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

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

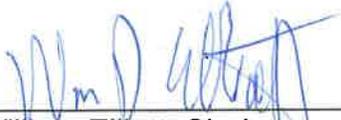
A. Section 551.071, to receive advice from legal counsel about pending or contemplated litigation and/or settlement offers or other legal matters.

1. Briefing on North Texas Tollway Authority v. James Construction Group, LLC, et al. filed in 401st Judicial District, Collin county, Texas (Kelly Wall litigation)
2. Project Agreement with TxDOT for SH 360

No Executive Session held.

11. Adjournment

The meeting adjourned at 12:00 p.m.



William Elliott, Chairman
NTTA Legal Services Committee

Karen Madison-Ponds, Assistant Secretary