

## THE BOARD OF DIRECTORS MEETING

February 28, 2020 | 1:00 pm

Administrative Offices of Denton County Transportation Authority | Board Room  
1955 Lakeway Drive, Suite 260, Lewisville, Texas 75057

*NOTICE IS HEREBY GIVEN that there will be a NTMC Board of Directors Regular Meeting at the time and location above to consider the following:*

### CALL TO ORDER

### PUBLIC COMMENT

This agenda item provides an opportunity for citizens to address the Board of Directors on any agenda items or other matters relating to the NTMC. Anyone wishing to address the Board of Directors should complete a Citizen Comment Registration Card and submit it to the NTMC Secretary prior to the start of the Board meeting. There is a three (3) minute time limit for each citizen. Anyone wishing to speak shall be courteous and cordial. The Board of Directors is not permitted to take action on any subject raised by a speaker during Citizen Comments. However, the Board of Directors may have the item placed on a future agenda for action; refer the item to the NTMC Officers for further study or action; or provide a brief statement of factual information in response to the inquiry.

### 1. CONSENT AGENDA

- a. Approval of Minutes from NTMC December 5, 2019 Board Meeting

### 2. REGULAR AGENDA

- a. Consider Resolution 2020-N002 Appointing NTMC Chair and Vice Chair
- b. Consider Resolution 2020-N003 Designating Brandy L. Pedron as the North Texas Mobility Corporation Public Information Coordinator and Records Manager
- c. Consider Resolution 2020-N001 Approving FY20 Budget Revision
- d. North Texas Mobility Corporation Operational Update
- e. Discuss and Consider Resolution 2020-N004 Designating Dates, Times, and Location of NTMC Board Meetings

### CONVENE EXECUTIVE SESSION

The Board may convene the Regular Board Meeting into Closed Executive Session for the following:

- a. As Authorized by Section 551.071(2) of the Texas Government Code, the Board of Directors Meeting may be Convened into Closed Executive Session for the Purpose of Seeking Confidential Legal Advice from the General Counsel on any Agenda Item Listed Herein or the Regular Board Meeting Agenda

RECONVENE OPEN SESSION

Reconvene and Take Necessary Action on Items Discussed during Executive Session.

FUTURE AGENDA ITEMS

- a. Mission and Vision Development
- b. Board Governance Policy and Procedure Development

ADJOURN

BOARD MEMBERS:

Raymond Suarez, Chair  
Dean Ueckert, Sara Hensley, Richard Hayes, Don Combs

OFFICERS:

Kristina Holcomb, NTMC President  
Nicole Recker, NTMC Vice President  
Marisa Perry, NTMC Treasurer  
Brandy Pedron, NTMC Secretary

The Denton County Transportation Authority meeting rooms are wheelchair accessible. Access to the building and special parking are available at the main entrance. Requests for sign interpreters or special services must be received forty-eight (48) hours prior to the meeting time by emailing bpedron@dcta.net or calling Brandy Pedron at 972.221.4600.

***CERTIFICATE** – I certify that the above agenda giving notice of meeting was posted on the bulletin board at the Corporation's offices, which are also the offices of the Denton County Transportation Authority, on 2/24/2020 at 11:01 AM.*

  
\_\_\_\_\_  
Brandy Pedron, NTMC Secretary

# MEETING MINUTES

## THE BOARD OF DIRECTORS MEETING

December 5, 2019 | 9:00 am

Offices of Denton County Transportation Authority | T&P Conference Room  
1955 Lakeway Drive, Suite 260, Lewisville, Texas 75057

The Board of Directors of the North Texas Mobility Corporation convened the Regular Meeting of the Board of Directors with Raymond Suarez, Chair presiding on December 5, 2019 at 1955 Lakeway Drive, Suite 260, Lewisville, Texas 75057.

### ATTENDANCE

#### BOARD MEMBERS

Raymond Suarez, Chair  
Dianne Costa  
Connie White

#### OFFICERS

Kristina Holcomb, President  
Nicole Recker, Vice President  
Marisa Perry, Treasurer  
Brandy Pedron, Secretary

#### LEGAL COUNSEL

Joe Gorfida

#### OTHER ATTENDEES

Troy Raley, DCTA Director of Bus Operations and Maintenance  
Jim Owen, NTMC Bus Driver  
Paula Richardson, ATU  
Peggy Hinkle-Wolf, DRC

CALL TO ORDER – *The meeting was called to order by Chair Suarez at 9:01 am*

#### PUBLIC COMMENT

- *Paula Richardson read a statement from a previous employee.*
- *Jim Owen gave comment on scheduling issues.*

#### 1. CONSENT AGENDA

- Approval of Minutes from NTMC August 22, September 26, and November 14, 2019 Board Meetings
  - *VOTE: A motion to approve the minutes for August 22, September 26 and November 14, 2019 as presented was made by Connie White. The Motion was seconded by Dianne Costa. Motion passed unanimously by the Board with no abstentions.*

2. REGULAR AGENDA

- a. Consider Resolution 2019-N008 Designating Authorized Signatories for Contractual and Financial Documents – *Treasurer Perry stated to the Board that this resolution is to establish a clear line of demand to sign any and all documents on behalf of NTMC.*
- *VOTE: A motion to approve Resolution 2019-N008 was made by Dianne Costa. The motion was seconded by Connie White. Motion passed unanimously by the Board with no abstentions.*
- a. Discussion regarding Employee Health Benefits – *Treasurer Perry updated the Board on Employee Health benefit with the following: first year with United Health Care saw a - 110% loss ratio in 2019. The initial renewal rate was 19%. Homes and Murphy negotiated to 16%. Anything over 15% requires us to notify the Union. Final negotiated rate, by removing Out-of-Network coverage, came at 6.9% and was approved by the Union. 6.9% is within the Budget and does not require Board approval. Dental and Vision coverage stayed the same and Open Enrollment meetings occurring this week.*

NORTH TEXAS MOBILITY CORPORATION OPERATIONAL UPDATE – *NTMC Officers gave an update on the following:*

- *NTMC Open Enrollment: Open Enrollment Events (Held this week)*
- *Operational Task Force: Strategically Assign Vehicles to Service + Parts, Maintenance Partnerships + Staffing/Training Opportunities, Workforce Sustainability, Procurement/Contract Strategy, Payroll/Accounts Payable*
- *DCTA staff from all departments will provide support to the NTMC GM to develop and implement solutions to current challenges; Group Problem Solving*
- *Operator Appreciation Events*
- *Secret Holiday Pal*

FUTURE AGENDA ITEMS - *Chair Suarez discussed addressing on-time performance, scheduling, late-night service (UNT) and bids in a future meeting.*

ADJOURN – *The meeting was called to recess by Chair Suarez at 9:40 am and will stay in session due to a quorum in the following DCTA Board meeting where it will be adjourned at the adjournment of the DCTA Board meeting.*

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Raymond Suarez, Board Chair

ATTEST:

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Brandy Pedron, NTMC Secretary

**NORTH TEXAS MOBILITY CORPORATION  
RESOLUTION NO. 2020-N002**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTH TEXAS MOBILITY CORPORATION ELECTING A CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF DIRECTORS TO FILL THE UNEXPIRED TERM EXPIRING SEPTEMBER 30, 2020; AND PROVIDING AN EFFECTIVE DATE.**

**WHEREAS**, pursuant to Article II of the Bylaws of the North Texas Mobility Corporation, the Board of Directors shall elect a Chairman and Vice Chairman.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NORTH TEXAS MOBILITY CORPORATION THAT:**

**SECTION 1.** The Chairman and Vice Chairman of Board of Directors of the North Texas Mobility Corporation are hereby appointed as follows:

Chairman \_\_\_\_\_  
Vice Chairman \_\_\_\_\_

**SECTION 2.** This resolution shall become effective immediately upon its passage and approval.

**DULY PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF THE DENTON COUNTY TRANSPORTATION AUTHORITY THE 28<sup>TH</sup> DAY OF FEBRUARY, 2020.**

**APPROVED:**

\_\_\_\_\_  
\_\_\_\_\_, Chair

**ATTEST:**

\_\_\_\_\_  
Brandy Pedron, Secretary  
(02-19-2020:TM 113945)

**NORTH TEXAS MOBILITY CORPORATION  
RESOLUTION NO. 2020-N003**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTH TEXAS MOBILITY CORPORATION (“NTMC”) APPOINTING BRANDY L. PEDRON AS THE PUBLIC INFORMATION COORDINATOR AND RECORDS MANAGER FOR NORTH TEXAS MOBILITY CORPORATION; AND PROVIDING FOR AN EFFECTIVE DATE.**

**WHEREAS**, Section 552.012 of the Texas Government Code, as added by Texas Senate Bill 286, in the Texas 79<sup>th</sup> Regular Legislative Session, effective January 1, 2006, requires public officials and/or the public information coordinator to complete one (1) to two (2) hours of training on the Public Information Act;

**WHEREAS**, the Board of Directors of NTMC desires to appoint Brandy L. Pedron as the public information coordinator pursuant to Section 552.012 of the Texas Government Code; and

**WHEREAS**, the Board of Directors of NTMC also desires to appoint Brandy L. Pedron as the records manager for NTMC;

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NORTH TEXAS MOBILITY CORPORATION THAT:**

**SECTION 1.** The Board of Directors of NTMC hereby appoints Brandy L. Pedron as public information coordinator and as records manager.

**SECTION 2.** This resolution shall become effective immediately upon its passage and approval.

**DULY PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF THE DENTON COUNTY TRANSPORTATION AUTHORITY THE 28<sup>TH</sup> DAY OF FEBRUARY, 2020.**

**APPROVED:**

\_\_\_\_\_  
\_\_\_\_\_, Chair

**ATTEST:**

\_\_\_\_\_  
Brandy Pedron, Secretary  
(02-19-2020:TM 113937)

**NORTH TEXAS MOBILITY CORPORATION  
RESOLUTION NO. 2020-N001**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTH TEXAS MOBILITY CORPORATION (“NTMC”) APPROVING FISCAL YEAR 2020 BUDGET AMENDMENT 2020-N001 REVISED OPERATING BUDGET ATTACHED HERETO AS EXHIBITS “1’ THROUGH “2”;  
PROVIDING THAT EXPENSES FOR SAID FISCAL YEAR SHALL BE MADE IN ACCORDANCE WITH THE BUDGET AS ADOPTED;  
ADOPTING CHANGE IN NET POSITION; PROVIDING A REPEALING CLAUSE; AND PROVIDING FOR AN EFFECTIVE DATE.**

**WHEREAS**, the NTMC budget is a well calculated estimate as to what will be needed for expenses in the fiscal year; and

**WHEREAS**, budget estimates are often prepared months in advance of the actual expenses and the possibility that the actual amount of the expenses will be known in exact terms at the time of the budget preparation is unlikely; and

**WHEREAS**, during the fiscal year, it may become necessary to reforecast the annual expenses and modify the budget by amendment; and

**WHEREAS**, the Board of Directors of NTMC desires to revise the fiscal year 2020 Operating Budget as set forth in Exhibits “1” through “2”, respectively.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NORTH TEXAS MOBILITY CORPORATION THAT:**

**SECTION 1.** The budget revision attached hereto as Exhibits “1” through “2”, respectively, be, and the same are hereby adopted and which shall amend the original budget adopted September 26, 2019, from and after the effective date of this Resolution.

**SECTION 2.** That all provisions of the resolutions of the NTMC Board of Directors in conflict with the provisions of this Resolution be, and the same are hereby, repealed, and all other provisions not in conflict with the provisions of this Resolution shall remain in full force and effect.

**SECTION 3.** This resolution shall become effective immediately upon its passage and approval.

**DULY PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF THE NORTH TEXAS MOBILITY CORPORATION THE 28<sup>TH</sup> DAY OF FEBRUARY, 2020.**

**APPROVED:**

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\_\_\_\_\_, Chair

**ATTEST:**

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Brandy Pedron, Secretary  
(02-19-2020:TM 113950)



**Exhibit “1”  
FY20 Revised Budget**

## NORTH TEXAS MOBILITY CORPORATION

### BUDGET TRANSFER / REVISION REQUEST

Number: 2020-N001

TRANSACTION TYPE:    Transfer      
                                  Revision   

	Current Budget Amount	Budget Revision Amount	Adjusted Budget Amount	
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**TRANSFERS WITHIN EXISTING BUDGET**

Bus Maintenance Salary & Benefits	\$	1,150,815	\$	(60,065)	\$	1,090,750	<i>Offset by DCTA Budget Revision 2020-02</i>
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**ADDITIONS TO OPERATING BUDGET**

700-50315	Legal Fees	-	80,789	80,789
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**TRANSFERS IN / OUT**

Transfers In	8,781,700	20,724	8,802,424
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<b>Net Revision Impact</b>	<b>\$</b>	<b>-</b>
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EXPLANATION:

- The transfer of the Procurement Specialist position from the NTMC operating budget, where it was originally budgeted, into the DCTA operating budget. This item is offset by DCTA Budget Revision 2020-02, making the overall net budget impact is zero for this item.
- Increase of \$80,789 for expected legal services related to:
  - \*Upcoming union negotiation
  - \*Employee handbook revision
  - \*Employment legal matters
- Increase of \$20,724 for the Transfer In from DCTA related to corresponding Budget Revision Number 2020-02 (to be approved by DCTA Board).

DATE:	2.19.2020	REQUESTED BY:	<u></u>
DATE:		TREASURER:	<u></u>
DATE:		PRESIDENT:	<u></u>

**Exhibit “2”  
Change in Net Position**

**NORTH TEXAS MOBILITY CORPORATION**  
Change in Net Position - Proposed FY 20 Budget Revision

Description	NTMC FY 2020 Adopted Budget	Proposed Revisions	NTMC FY 2020 Proposed Revised Budget
<b>OPERATING EXPENSES</b>			
Salary, Wages and Benefits	\$ 8,460,824	\$ (60,065)	\$ 8,400,759
Services	95,040	80,789	175,829
Materials and Supplies	-	-	-
Utilities	-	-	-
Insurance, Casualties and Losses	132,636	-	132,636
Purchased Transportation Services	-	-	-
Miscellaneous	93,200	-	93,200
Leases and Rentals	-	-	-
Depreciation	-	-	-
<b>Total Operating Expenses</b>	<b>8,781,700</b>	<b>20,724</b>	<b>8,802,424</b>
Income (Loss) Before Transfers	(8,781,700)	(20,724)	(8,802,424)
Transfers Out	-	-	-
Transfers In	8,781,700	20,724	8,802,424
<b>Total Transfers</b>	<b>8,781,700</b>	<b>20,724</b>	<b>8,802,424</b>
<b>CHANGE IN NET POSITION</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

## Proposed NTMC Board Meeting Dates and Time

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NTMC Officers propose the following dates and times for the remainder of the 2020 Board meetings:

- Wednesday, March 25 – 10:00 am
- Wednesday, April 22 – 10:00 am
- Wednesday, May 27 – 10:00 am
- Wednesday, June 24 – 10:00 am
- Wednesday, July 22 – 10:00 am
- Wednesday, August 26 – 10:00 am
- Wednesday, September 23 – 10:00 am
- Wednesday, October 21 – 10:00 am
- Wednesday, November 11 – 10:00 am \*
- Wednesday, December 9 – 10:00 am \*

*\* NTMC Board could consider merging the November and December meetings by resolution, if desired.*

### BACKUP INFORMATION:

According to the NTMC Bylaws, Article II, Section 2.05:

*Meetings of Directors.* **The Directors may hold their meetings and may have an office and keep the books of the Corporation at such place or places within Denton County, Texas, as the Board may from time to time determine; provided, however, in the absence of any such determination, such place shall be the registered office of the Corporation in the State of Texas.** The Board shall meet in accordance with and file notice of each meeting of the Board for the same length of time and in the same manner and location as is required under Chapter 551, Texas Government Code (the "Open Meetings Act"); provided that the notice of each meeting of the Board shall be posted on the official bulletin board designated by the Authority for the posting of meetings of the Authority. The Corporation, the Board, and any committee of the Board exercising the powers of the Board are subject to Chapter 552, Texas Government Code (the "Public Information Act").

According to the NTMC Bylaws, Article II, Section 2.06:

*Regular Meetings.* Regular meetings of the Board shall be held **at least quarterly** at such times and places as shall be designated, from time to time, by resolution of the Board.

According to the NTMC Bylaws, Article II, Section 2.07:

*Special and Emergency Meetings.* Special and emergency meetings of the Board shall be held whenever called by the Chair of the Board, the President of the Corporation, or by any two (2) Directors who are serving duly appointed terms of office at the time the meeting is called. A majority of the Board must be present for the conduct of any special called or emergency meeting. The Secretary of the Corporation shall give notice of each **special meeting** in

person, by telephone, facsimile, mail or email **at least three (3) days before** the meeting to each Director and to the public in compliance with the Open Meetings Act. Notice of each emergency meeting shall also be given in the manner required under the Open Meetings Act. An emergency meeting may only be held when there is an emergency or an urgent public necessity exists and immediate action is required of the Board because of an imminent threat to public health and safety, or a reasonably unforeseeable situation. The agenda notice of the **emergency meeting** must be posted **at least two (2) hours before** the meeting and clearly identify the emergency or urgent public necessity. The President or Secretary of the Corporation, the Chair of the Board, or the Board members who call an emergency meeting must notify by telephone, facsimile transmission, or electronic mail not later than one hour before the meeting those members of the news media that have previously filed at the Corporation's office a request containing all pertinent information for the special notice and has agreed to reimburse the Board for the cost of providing the special notice. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting to the same extent as they may be considered and acted upon in a regular meeting. At any meeting at which every Director shall be present, even though without any notice, any matter pertaining to the purposes of the Corporation may be considered and acted upon to the extent allowed by the Open Meetings Act.

**NORTH TEXAS MOBILITY CORPORATION  
RESOLUTION NO. 2020-004**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTH TEXAS MOBILITY CORPORATION ESTABLISHING THE OFFICIAL DATE, TIME AND LOCATION FOR REGULAR MEETINGS OF THE BOARD OF DIRECTORS; AND PROVIDING FOR AN EFFECTIVE DATE.**

**WHEREAS**, pursuant to Section 2.06 of the Bylaws of NTMC, the official time and location of regular meetings of the Board of Directors (the "Board") shall be established by resolution of the Board; and

**WHEREAS**, the Board desires to establish a monthly meeting schedule and the official location of the regularly scheduled meetings;

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NORTH TEXAS MOBILITY CORPORATION THAT:**

**SECTION 1.** The Board of Directors shall meet monthly at the official location, \_\_\_\_\_

at \_\_\_\_\_ am/pm on the following dates, \_\_\_\_\_

at the unless the Board decides a meeting is not required; the Board shall meet at a quarterly basis as directed by the Bylaws of NTMC.

**SECTION 2.** This resolution shall become effective immediately upon its passage and approval.

**DULY PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF THE DENTON COUNTY TRANSPORTATION AUTHORITY THE 28<sup>TH</sup> DAY OF FEBRUARY, 2020.**

**APPROVED:**

\_\_\_\_\_  
\_\_\_\_\_, Chair

**ATTEST:**

\_\_\_\_\_  
Brandy Pedron, Secretary  
(02-19-2020:TM 113948)