

# MEETING MINUTES

## THE BOARD OF DIRECTORS MEETING

March 25, 2020 | 9:00 am

This meeting was held by Video Conference through Adobe Connect

The Board of Directors of the North Texas Mobility Corporation convened the Regular Meeting of the Board of Directors with Dean Ueckert, Chair presiding on March 25, 2020 virtually.

### ATTENDANCE

#### BOARD MEMBERS

Dean Ueckert  
Richard Hayes  
Don Combs  
Sara Hensley  
Raymond Suarez

#### LEGAL COUNSEL

Joe Gorfida

#### OTHER ATTENDEES

Javier Trilla

#### OFFICERS

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

*CALL TO ORDER – The meeting is called to order by Chair Ueckert at 9:07 am*

*BRIEF ORIENTATION TO NAVIGATING THE VIDEO CONFERENCE – President Holcomb gave a brief orientation to the video conference and how the meeting would be navigated.*

*PUBLIC COMMENT – There were no public comments made.*

*Chair Ueckert gave direction to the Board on how the voting process shall be conducted virtually.*

1. REGULAR AGENDA – *Item b was conducted before item a.*
  - a. Coronavirus (COVID-19) Response Update – *Chair Ueckert ask the Officers to keep the Board updated by email as has been done to save time here in the meeting.*
  - b. Consider and Approve Resolution 2020-N008 Authorizing the President to Execute and Negotiate the Agreement Contract with Hendrickson Transportation Group to Provide NTMC General Management Services. – *Chair Ueckert presented questions to the NTMC Officers regarding the previous General Manager and the General Manager contract. NTMC Officers and Legal Counsel answered Chair Ueckert's questions:*
    - *Chair Ueckert would like to address, in a future meeting, the issue of the general manager reporting to the NTMC President employed by DCTA.*
    - *Chair Ueckert asked if a bid process was performed for this contract. President Holcomb and Legal Counsel clarified that NTMC does not required a bidding process according to the Texas Transportation Code for this type of contract and further explained that this contract was for a maximum of 6 months until the position can be filled if that is the direction of the Board. NTMC could begin a bidding process now, but given that the process could take weeks or a couple of months to get someone in the role, Officers would like the Board to approve the contract presented to fill the position right now as both NTMC and DCTA do not have the capability to fill the role from within. Legal Counsel stated that the contract does have a termination provision that allows us to terminate the contract without cause with a 30-day notice. President Holcomb clarified that this contractor will be working solely for NTMC and not shared in other roles.*
    - *Chair Ueckert's major concern was the salary which seemed excessive to him as he interpreted the salary to be over \$170,00 for a six-month contract which would be over \$340,000 a year. Board Member Suarez explained the value of this position and what NTMC would need to pay for a qualified, competent contractor for the General Manager position to the Board and NTMC needs the position filled to follow the protocol with the Union and to follow the proper process and procedures. Suarez also mentioned that DCTA will be performing an efficiency study in the near future and filling the position with a hire or a long-term contract did not make sense until DCTA knows what the future service looks like.*
    - *Vice Chair Hayes asked if it was a good time to hire someone with the ridership numbers down so low. President Holcomb clarified that we are asking to do a six-month contract instead of hiring for the position. This contract will provide NTMC the flexibility to fill a critical position, to help operations continue and dealings with the Union, and respond to DCTA's requested services to NTMC.*
    - *Don Combs supported the reasons for the decision that were laid out and can see that it is not ideal, but it is a critical need and all his questions have been answered.*

- *Board Member Hensley asked if there were any opportunity for a temporary NTMC or DCTA person to fill that position. Legal Counsel replied that the only way for that to occur, DCTA would have to relinquish all control of the DCTA employee to NTMC under the borrowed employee theory and DCTA did not have that staff to support a DCTA employee sitting in as an NTMC representative fulltime.*
  - *Chair Ueckert asked if NTMC could enter into a contract with DCTA with the same specifications as the contract presented and then DCTA would determine what source they want to give the General Manager from and how they provide the General Manager service is up to them? Legal Counsel responded that it is something that we would have to look at to make sure we would not be running afoul of the Collective Bargaining Agreement with DCTA having control of the contract. That is something that we can investigate, but timing is the issue.*
  - *Chair Ueckert asked if there was a way that this position could report directly to the Board? Legal Counsel replied that we would have to change the Resolution that was passed in accordance with the Bylaws that made the General Manager report to the President. Additionally, it was stated that the General Manager would need daily interactions who they report to in order to run daily operations. The Board does have control of the contract for the services of the General Manager. President Holcomb suggested that the General Manager attend the Board meetings and provide a report to the Board. Chair Ueckert agreed.*
  - *Chair Ueckert stated concern with the budget going from \$109,000 a year to \$345,00 a year and how NTMC is would reassure taxpayers that NTMC is doing its due diligence for this contract. President Holcomb stated that the year amount would only be \$170,000 and the contract is only six-month contract so it would only be half of the \$170,000 which is \$85,000. There are cost savings in the budget to cover this item which were laid out to the Board by Treasurer Perry.*
  - *Board Member Hensley asked if there was any payout from the previous General Manager leaving? Treasurer Perry responded that the previous employees' payouts for sick and vacation were already accrued, and she did not receive any additional payouts.*
  - ***VOTE:** Vice Chair Hayes made a motion to adopt the Resolution 2020-N008 as prepared with the additional requirement that staff immediately prepare Request for Proposal, send it out, interview and bring back a recommendation to the Board of Directors as soon as reasonably practical. Don Combs seconded the motion. All signified by saying "I". A roll-call vote was not needed because there were no "no" votes; the "I" vote was unanimous.*
2. NEXT BOARD MEETING – The next NTMC Board meeting is currently scheduled for April 22, 2020 at 9:00 a.m.
- *Staff will keep the Board updated on how this meeting will be conducted.*

3. FUTURE AGENDA ITEMS – *Chair Ueckert would like to add the issue of the Articles of Formation as the first item after approval of minutes on the next meeting agenda.*
  - a. Approval of Minutes from December 5, 2019 Board Meeting Continued from February 28, 2020 Meeting
  - b. Approval of Minutes from January 28, 2020 and March 25, 2020 Board Meeting
  - c. NTMC Budget Workshop
  - d. Bylaws and Certification of Formation Discussion
  - e. Current and Prior Budgets Discussion
  - f. Consider Resolution 2020-N001 Approving FY20 Budget Revision Continued from February 28, 2020 Meeting
  - g. Executive Closed Session with Labor Relations Attorney
  - h. NTMC Operations Workforce/Positions
  - i. NTMC Insurance/Retirement
  
4. ADJOURN – *The meeting was motioned to adjourn at 10:06 am by Don Combs. Motion for adjournment was seconded by Raymond Suarez.*

*Dean Ueckert*

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Dean Ueckert, Board Chair

ATTEST:

*Brandy Pedron*  
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Brandy Pedron, NTMC Secretary