

MEETING MINUTES

THE BOARD OF DIRECTORS MEETING

April 22, 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 April 22, 2020 virtually.

ATTENDANCE

BOARD MEMBERS

Dean Ueckert
Richard Hayes
Don Combs
Sara Hensley
Raymond Suarez

OFFICERS

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

LEGAL COUNSEL

Joe Gorfida

OTHER ATTENDEES

Javier Trilla
Troy Raley
Amanda Riddle
Amber Karkauskas
Claire Powell
Paula Richardson
Brandi Bird

CALL TO ORDER – *The meeting is called to order by Chair Ueckert at 9:11 am*

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

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

1. CONSENT AGENDA – *Regular agenda item 2b was conducted before consent agenda*
 - a. Approval of Minutes from December 5, 2019 Board Meeting Continued from February 28, 2020 Meeting
 - **VOTE:** *Vice Chair Hayes made a motion to approve the December 5, 2019 meeting minutes continued from February 28, 2020 as prepared. Sara Hensley 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.*
 - b. Approval of Minutes from February 28, 2020 and March 25, 2020 Board Meetings
 - **VOTE:** *Chair Ueckert made a motion to approve the February 28, 2020 meeting minutes as prepared and the March 25, 2020 meeting minutes with the addition of added information as noted. Vice Chair Hayes 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. REGULAR AGENDA
 - a. Coronavirus (COVID-19) Response Update – *Chair Ueckert previously ask the Officers to keep the Board updated by email as has been done to save time here in the meeting. No update given at this time.*
 - b. Discuss and Approve Amendments to the NTMC Certificate of Formation
 - *Kristina Holcomb, Sara Hensley and Chair Ueckert noted and discussed the four major changes proposed for the Certificate of Formation. The proposed modifications included the following:*
 - *Removal of Article IV, Section 4.3 B: “issue debt or enter into and administer other contractual obligations to carry out the purposes of the Corporation;”*
 - *Removal of the following in Article IV, Section 4.5: “including the power to issue bonds, notes or other obligations, and otherwise exercise its borrowing power to accomplish the purposes for which it was created; provided, however, that the Corporation shall not issue any bond, certificate, note or other obligation evidenced by an instrument without the prior written consent of the Authority or as otherwise allowed by the Bylaws.”*
 - *Removal of Article VI, Section 6.3 A: “The Authority shall appoint one (1) Director who shall at all times during the term of office be serving as the Chief Executive Officer or similar position for the Authority.”*
 - *Change to Article VI, Section 6.3 B: “The Authority shall appoint ~~four (4)~~ **five (5)** Directors who shall at all times during the term of office be a resident of Denton County, Texas.”*

- ***VOTE:** Vice Chair Hayes made a motion to approve the proposed amendments to the NTMC Certificate of Formation with the necessary administrative and grammar edits as outlined during discussion. Sara Hensley 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.*

 - c. NTMC Budget Briefing
 - *Marisa Perry answered Board questions and briefed the Board on the following budget items as presented in the packet: FY20 change in net position, FY20 operating budget by department, and budget comparison line item.*

 - d. General Manager Report, Hendrickson Transportation Group
 - *John Hendrickson gave the Board a brief background on Hendrickson Transportation Group and introduced RJ Garza, NTMC General Manager.*
 - *RJ Garza gave the Board a brief background of his work history and presented his general manager updates report included in the packet.*
 - *Chair Ueckert requested that the NTMC General Manager reported directly to the Board instead of the President and requested that RJ provide the Board with a weekly update*

 - e. General Manager RFP Process Update
 - *Kristina Holcomb made mention to the Board that an updated timeline was included in the Board Packet. No questions or further discussion.*

 - f. Discuss Modification of NTMC Bylaws
 - *The Board agreed to have Legal Counsel draft a red-line version for the Board to review at the next meeting. Chair Ueckert requested that the General Manger reporting to the Board be included in those modifications. Board comments or concerns will be sent to Legal Counsel directly.*
3. NEXT BOARD MEETING – The next NTMC Board meeting is currently scheduled for May 27, 2020 at 9:00 a.m.
- *No scheduling conflicts were addressed.*
 - *Staff will keep the Board updated on how this meeting will be conducted.*
4. FUTURE AGENDA ITEMS –
- a. Consider Resolution 2020-N001 Approving FY20 Budget Revision Continued from February 28, 2020 Meeting
 - b. NTMC Bylaw Modification Discussion Continued from April 22, 2020 Meeting
 - c. Executive Closed Session with Labor Relations Attorney

- *It was recommended by Legal Counsel to have this closed session in May or June at the latest.*
- *Chair Ueckert directed staff to plan for it to go on the May agenda.*

d. Monthly Financial Report

5. ADJOURN – *The meeting was motioned to adjourn at 9:58 am by Sara Hensley. Motion for adjournment was seconded by Vice Chair Hayes.*

Dean Ueckert

Dean Ueckert, Board Chair

ATTEST:

Brandy Pedron

Brandy Pedron, NTMC Secretary