

**North Texas Mobility Corporation (NTMC)  
Board of Directors Regular Meeting**  
Thursday, February 16, 2023 | 9:00 am

**NOTICE IS HEREBY GIVEN** that the members of the North Texas Mobility Corporation (NTMC) Board of Directors will hold a Regular Called Meeting at 9:00 am at the Denton County Transportation Authority (DCTA) Administrative Offices located at 1955 Lakeway Drive, Suite 260, Lewisville, Texas, 75057 and by Zoom Conference at which time the following agenda will be discussed.

The public is allowed to use the ZOOM link below to participate in a Board Meeting. To join the meeting, please use the information below:

Join the Webinar:

<https://us06web.zoom.us/j/86105325871>

Passcode: 356484

Or One tap mobile: US: +1-346-248-7799

Or Telephone: US: +1 346 248 7799

Webinar ID: 861 0532 5871

Passcode: 356484

The Board of Directors reserves the right to convene into Closed Executive Session at any time during the meeting pursuant to the Texas Government Code § 551.071(2) to seek confidential legal advice from the Corporation's attorneys regarding any agenda item listed hereon.

**CALL TO ORDER**

**INTRODUCTIONS**

**PUBLIC COMMENT**

This agenda item provides an opportunity for citizens to address the Board of Directors on any agenda item(s) or other matters relating to NTMC. Each speaker will be given a total of three (3) minutes to address any item(s). Anyone wishing to speak shall be courteous and cordial.

Speakers making personal, impertinent, profane, or slanderous remarks may be removed from the meeting. Unauthorized remarks from the audience, stamping of feet, whistles, yells, clapping and similar demonstrations will not be permitted.

Citizens that are not able to connect to the Zoom meeting must email his or her public comment to [sspell@ntmc.com](mailto:sspell@ntmc.com) no later than 12:00 noon on Wednesday, February 15, 2023, to ensure the comment will be distributed to Board Members prior to the meeting.

The Board of Directors are 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; briefly state existing NTMC policy; or provide a brief statement of factual information in response to the inquiry.

## **CONSENT AGENDA**

1. Consider Approval of NTMC Regular Meeting Minutes dated October 26, 2022 and December 8, 2022.

## **INFORMATIONAL REPORTS**

1. Monthly Financial Statements: FY2022 Year to Date – November 2022

## **REGULAR AGENDA**

1. **Consider Fiscal Year 2023 Election of Board Officers (Chair, Vice-Chair)**
2. **Consider Revisions to the North Texas Mobility Corporation (NTMC) Bylaws**  
Backup Information: Exhibit 1: Amended NTMC Bylaws
3. **Consider Authorizing the Board Chair to Negotiate and Execute an Employment Agreement for the position of General Manager with the North Texas Mobility Corporation (NTMC)**
4. **Presentation of the General Manager's Monthly Report**  
Backup Information: Exhibit 1: Organization Chart  
Exhibit 2: Ticket Sales  
Exhibit 3: Driver's Recruitment Status
5. **Denton County Transportation Authority (DCTA)/North Texas Mobility Corporation (NTMC) Key Performance Indicators (KPI) Briefing**
6. **Presentation of the North Texas Mobility Corporation (NTMC) Staff Spotlight**

## **FUTURE AGENDA ITEMS AND BOARD MEMBER REQUESTS**

Staff will discuss proposed future agenda items. Board members may request an informational item or action item be added to the next Board Meeting agenda.

**Next Regular Board Meeting Date:** March 16, 2023

## **CONVENE EXECUTIVE SESSION**

The Board may convene the Regular Board Meeting into Closed Executive Session for the following: **No items scheduled for this agenda.**

## **RECONVENE OPEN SESSION**

Reconvene and take necessary action on items discussed during Closed Executive Session.

## **ADJOURN**

**BOARD MEMBERS**

Fred Busche  
Paul Cristina  
Gina McGrath  
Cassey Ogden

**OFFICERS**

John Hendrickson, Interim NTMC President  
Scott Lewis, NTMC Treasurer  
Sean T. Spell, NTMC Secretary

I certify that the above agenda giving notice of the meeting was posted on the bulletin board at the Corporation's offices, which are also the offices of the Denton County Transportation Authority (DCTA), on Friday, February 10, 2023 by 5pm.

*Sean T. Spell*

---

Sean T. Spell  
Board Secretary

## NTMC BOARD OF DIRECTORS REGULAR MEETING MINUTES

Wednesday, October 26, 2022 | 8:00 am

### ATTENDANCE

#### **Board Members**

Vice-Chair Richard Hayes  
Board Member Paul Cristina  
Board Member David Gaines  
Board Member Fred Bushie

#### **Officers**

Interim NTMC President John Hendrickson  
NTMC Treasurer – Scott Lewis  
NTMC Secretary – Sean T. Spell

#### **Legal Counsel**

Joseph J. Gorfida, Jr.,  
Nichols, Jackson, Dillard, Haggard, & Smith

### CALL TO ORDER

Vice Chair Hayes called the meeting order at 8:00 am. Board Member Cristina and Board Member Gaines, Board Member Bushie attended in person. Chair Ueckert was absent.

### PUBLIC COMMENT

There were no public comments during this time.

#### 1. CONSENT AGENDA

- a. Consider approval of Minutes: NTMC Regular Board Meeting – June 22, 2022  
NTMC Regular Board Meeting – September 21, 2022

*Motioned to be approved as prepared.*

## 2. INFORMATIONAL REPORTS

- a. Monthly Financial Statements: FY 2022 Year to Date September 2022  
*No actions were required.*

## 3. REGULAR AGENDA

- a. Presentation of General Manager's Monthly Report  
Presenter: Maurice Pearl, General Manager

*Backup Information:* Memo

### Exhibit 1: General Manager's Monthly Report

- Organization Chart
- Ridership Report
- Ticket Sales
- Driver's Pay and Benefits Comparisons
- Driver's Availability Pool
- Driver's Recruitment Status
- NTMC Wellness Program

Mr. Pearl began his monthly report briefing to the board members. He went over the numbers as far as opened positions throughout the organization and the positions that have been filled. Mr. Pearl and Board Member Cristina explained the importance of the ridership reports and broke down the numbers to the board members for better clarity. As Mr. Pearl moved into the overtime report Board Member Gaines and Board Member Cristina asked the question as to why the overtime hours were high and what the actual overtime goal was. Mr. Pearl and Mr. Hendrickson explained that the operator shortage was driving the overtime numbers which the benchmark was set at 10%. Board Member Gaines also asked if the numbers would start trending downward, but he did understand the reasoning why it would be difficult at this time.

Ms. Springer entered the conversation with the driver's pay and benefits comparisons. The entire board spoke in length over her slides gaining knowledge as to how our wages and benefits compare to other transit companies in the area. This also led to a conversation on the recruitment information Mr. Springer also

provided. The Board asked how the recruitment was being handled, and what the actual process led to the numbers she provided. Ms. Springer went into detail explaining the process and the outcome was understandable by all members. The boardroom conversation changed from why are we so short-handed to how do we get operators in the door? This portion of the conversation led to Mr. Hendrickson explaining how difficult it is to obtain a Commercial Driver's License and the over cost for each person to take on such a task. He also explained how other organizations would pay for their operators to attend these schools and what the overall cost would be. Vice-Chair Hayes asked the question would it be in our best interest to look at more part-time operators vs full-time operators? The consensus was no, simply because our hours of operations don't coincide with most part-time workers' hours. Vice-Chair Hayes also asked about prior convictions that wouldn't allow the company to hire an individual. Ms. Springer explained what the Department of Transportation wouldn't accept as an eligible person.

Ms. Spring's next presentation was on the wellness committee. She spoke highly of the overall responses she was getting from the NTMC employees. She explained that they don't just focus on the physical aspects of health, but the financial parts as well.

***No Action Required.***

- b. Denton County Transportation Authority (DCTA)/ North Texas Mobility Corporation (NTMC) Key Performance Indicators (KPI) Briefing

Presenters: Troy Raley, Senior Director of Mobility Services

Mr. Raley opened his presentation by explaining how the new system is intended to work. Board Member Cristina asked if he could go ahead and explain in detail DCTA's new vision for bus operations. He explained how the new reporting system would be a minute-by-minute update on the status of all modes across the organization at a glance. Mr. Raley continued his presentation by explaining all the different components work together to show the overall on-time performance and if data is updated regularly or other performances aren't met (having missed trips or delayed starts), negatively impacts the on-time performance. Mr. Raley moved on to his next slide which covered demand response performance. Board Member Bushie asked several questions concerning the on-time performance of both modes of transportation and if different factors had been removed simply because they were out of the control of the operator. Mr. Raley explained that they

were removed as factors and that the data shown was due to operational issues. Mr. Raley also explained how teams process the information and send it to HTG for investigation and to have issues corrected. The last slide Mr. Raley presented showed the service metrics which were explained in detail and had only a few questions addressing the complaint numbers that were shown. He explained that complaints range from a wide variety of issues but would mainly be operational issues like buses being late or things of that nature. Board Member Cristina add that the numbers were very low for a system this size and complimented Mr. Pearl and his team for doing a good job in that area.

***No Actions Required***

- c. Discuss and Consider Approval of North Texas Mobility Corporation (NTMC) Annual Medical and dental Benefits Renewal for Fiscal Year (FY) 2023

Presenter: Julie Rickman, Holmes Murphy  
Adam Kinyicky, Holmes Murphy

***Motioned by Board Member Cristina and seconded by Board Member Gaines  
Motioned passes 4-0***

- d. Discuss and Consider Approval of the Onsite Health Diagnostics in an amount not to exceed \$1000 to perform Bio-Metric Screenings for North Texas Mobility Corporation (NTMC) Employees for Fiscal Year (FY) 2023

Presenter: Julie Rickman, Holmes Murphy  
Adam Kinyicky, Holmes Murphy

***Motioned by Board Member Cristina and seconded by Board Member Bushie  
Motioned passes 4-0***

- e. Discuss and Consider Approval of a Contract Renewal with Arcpoint Labs in an amount not to exceed \$6000 for Drug and Alcohol Testing effective January 1, 2023

Presenter: Sean Spell, NTMC Assistant General Manager  
NTMC Board Secretary

***Motioned by Board Member Cristina and seconded by Board Member Gaines  
Motioned passes 4-0***

- f. Discuss and Consider Approval of a One-Time Inflationary Payment for North Texas Mobility Corporation (NTMC) Employees

Presenter: Maurice Pearl, NTMC General Manager

*Motioned by Board Member Cristina and seconded by Board Member Bushie  
Motioned passes 4-0*

- g. Presentation of North Texas Mobility Corporation (NTMC) Staff Spotlight  
Ms. Yolanda Harris (Customer Service Representative)

Presenter: Sean Spell, NTMC Assistant General Manager  
NTMC Board Secretary

Mr. Spell spoke very highly of Ms. Yolanda as a customer service representative and how she was a great assist to the NTMC teams. All board members thanked her for her loyalty and service to our customers.

4. **CONVENE EXECUTIVE SESSION**

*The Board did not convene into Executive Session.*

5. **RECONVENE OPEN SESSION**

*The Board did not convene into Executive Session; therefore, a reconvening into Open Session was not necessary.*

6. **FUTURE BOARD MEETINGS & AGENDA ITEMS**

The next NTMC Board Meeting is scheduled for December 8, 2022, at 8:30 am.

7. **ADJOURN**

Board Meeting was adjourned at 10:00 am.



---

Richard Hayes, Vice-Chair

---

Sean T. Spell  
NTMC Board Secretary

## NTMC BOARD OF DIRECTORS REGULAR MEETING MINUTES

Thursday, December 8, 2022 | 8:30 am

### ATTENDANCE

#### **Board Members**

Vice-Chair Richard Hayes  
Board Member David Gaines  
Board Member Paul Cristina  
Board Member Fred Bushie  
Board Member Gina McGrath

#### **Officers**

Interim NTMC President John Hendrickson  
NTMC Treasurer – Scott Lewis  
NTMC Secretary – Sean Spell

#### **Legal Counsel**

Joseph J. Gorfida, Jr.,  
Nichols, Jackson, Dillard, Haggard, & Smith

### CALL TO ORDER

Vice-Chair Hayes called the meeting order at 8:30 am. Board Member Gaines, Board Member Cristina, Board Member McGrath, and Board Member Bushie attended in person.

### INTRODUCTIONS

Board Member Gina McGrath, Assistant City Manager, City of Lewisville  
David Magana, DCTA Director of Marketing and Communications

### PUBLIC COMMENT

There were no public comments during this time.

### 1. CONSENT AGENDA

*None at this time.*

## 2. Informational Reports

- a. Monthly Financial Statements: FY 2022 Year to Date October 2022

*No Board action is required at this time, as items presented is for informational purposes only.*

## 3. Regular Agenda

- a. Presentation of General Managers' Monthly Report

*Presenter:* Maurice Pearl

*Backup information:* Exhibit 1 – General Manager’s Report  
NTMC - Organization Chart  
NTMC - Ticket Sales  
NTMC – Pay and Benefits Comparisons  
NTMC Driver and Staff Vacancy Recruitment Status  
NTMC Wellness Program

### General Manager’s Report

Mr. Pearl began his monthly General Manager’s report covering NTMC’s organizational chart. The slide showed all vacancies within the organization. Mr. Pearl noted the loss of two dispatchers but was able to fill the Road Supervisor position. He also deferred the ridership report to Mr. Raley which would be covered during his presentation. Board Member Cristina noted the addition of one new CDL operator and congratulated Mr. Pearl on that.

Ms. Springer began her presentation by covering the pay and benefits comparisons. She noted that the format of the graphs was changed for easier reading to a line graph. All information on the slides showed the wages across different transit agencies including Trinity Metro as well as Dart. Ms. Springer and Board Member Cristina explained in greater detail as to why the graphs were so important to the overall conversation. I gave the board a better understanding of

why other organizations may seem to make more, but at the same time show how our company's benefits outshine our competitors. Once Ms. Springer concluded the comparison slides she moved into the recruitment slide which covers all the attempts and hiring employees and reasoning as to why they haven't sought employment with the company. The overall consensus was our wages weren't high enough for them to leave their jobs. Board Member Cristina that Ms. Springer for all her hard work getting the data and improving the appearance of the graph. Board Member Cristina did suggest removing some of the source information which would make her task a little easier and the graph a little clearer to read.

Mr. Steven Beck presented the information from the wellness committee. He spoke about the wellness meal that was prepared by the employees by using healthier options such as fried rice made from cauliflower and mashed radishes as a substitute for mashed potatoes. Mr. Beck also informed the Board Members of upcoming events to help keep promoting healthier lifestyles. This concluded the General Manager's Monthly Report.

***No Board Actions are Required.***

- b. Discuss and Consider Approval of the Amalgamated Transit Union Local 1338 The Joint Labor and Management Safety Committee Charter
- c.

*Presenter:* Maurice Pearl - General Manager

Mr. Pearl opened by explaining to the Board Members why this was formed and the importance of having it. Board Member Cristina also engaged the conversation with more insight and how other organizations had a difficult time with their Unions to even engage with them. Board Member Cristina thanked Mr. Pearl and the Union for putting this Charter together before the December 31, 2022 deadline.

***Motioned by Board Member Cristina and second by Board Member Bushie  
The Resolution was approved 5-0***

- d. Denton County Transportation Authority (DCTA)/ North Texas Corporation (NTMC Key Performance Indicators (KPI) Briefing

*Presenter:* Troy Raley, DCTA – Senior Director of Mobility Services

Mr. Raley opened his briefing with the fixed route services slide which he explained, that though there was a decrease in ridership it was due to the Thanksgiving Holiday and that amount of decline is normal. He also noted that the fixed route service hit its mark of 90% on-time performance. Member Cristina asked Mr. Pearl why the numbers have gone up. Mr. Pearl responded by noting that all staff members were working together to keep the routes on time, overseeing the software used to keep the bus on time, and quickly making any adjustments to routes that are having issues.

Mr. Raley moved on to the demand response slide where he continued to brief the on-time performance which has been showing concerning issues. He explained that trip denials and missed trips have gone up slightly due to scheduling and communication issues that he and Mr. Pearl had been working on solving. Member Cristina brought up an incident concerning one of the riders and asked why the customer was missed. He also asked if that would show on the slide report shown? Mr. Raley replied that it's not covered in the report only trip denials would. Member Cristina felt that there was a disconnect somewhere and it need to be corrected. Mr. Raley agreed that it was an operational issue and Mr. Pearl and his team were addressing it. Member Busche asked what does he feel is the root cause of the delays we're having? Mr. Raley responded by stating that, there are several different causes, whether it's traffic, road construction, or the operator.

***No Action Needed***

- e. Consider Approval of Notice regarding Termination of Second Amended and Restated Agreement for Transportation Services between Hendrickson Transportation Group and North Texas Mobility Corporation (NTMC)

*Presenter:* Paul Cristina – Chief Executive Officer

Mr. Cristina briefed all three opening slides in succession. He presented the North Texas Mobility Corporation Overview as it stands currently. The slide listed all board members and all Hendrickson Transportation Groups officers. He explained what NTMC's role is in the community and why HTG was contracted to oversee the operations. Mr. Cristina also briefly touched on the roles of each person listed on the slide. The next slide showed the Whats and Whys this termination was taking place. Mr. Cristina discussed these reasons in length and also later in his presentation. He commended HTG for all its work and its ability to adjust itself during rapid changes that were accruing. He then quickly went over the next slide

which showed HTG's contract timelines and milestones. The next slide presented captured the NTMC – DCTA Organizational Structure. It showed the current and proposed structure of the company. Mr. Cristina explained to the Board what the current structure is vs his proposed vision. He explained in great detail how the proposed structure will work.

Member McGrath asked for clarification on the difference between the General Manager's position and the Senior Director of Bus Operation. Mr. Cristina explained that the General Manager's roles were the overseer of the bus operations, paratransit, and all employees whereas the Senior Director of Bus Operations has their own team which covers more administration functions like procurement and things of that nature.

Member Gaines asked, would the General Manager have a contract. Mr. Cristina said it would be more of an employment agreement and would further explain it later in the briefing. Vice-Chair Hayes spoke very highly about the service and dedication that HTG had provided throughout the years. He felt that they stood shoulder to shoulder with the community and were there through thick and thin.

***Motioned by Board Member Gaines and second by Vice-Chair Hayes  
The motion was approved 5-0***

- f. Discuss Modification of North Texas Mobility Corporation (NTMC) Bylaws

*Presenter:* Paul Cristina – Chief Executive Officer

Member Cristina briefed the Bylaw packet that was presented to all members. He outlined some changes that would take place with General Manager reporting to the Board as a whole and not just to the Chair. The Board would use that to evaluate the General Manager's performance. General Manager would report directly to the Chief Operating Officer who would also be the NTMC Present. Member Cristina also envisioned the Board would have the hiring and terminating rights over the appointed General Manager. Member Cristina explained to the Board how the communication flow would work from DCTA to NTMC and how he wants the Chief Operating Officer to communicate across the modes and report back to the Chief Executive Officer of DCTA and fix or adjust what needs to be done. Member Cristina went into the Hiring Committee & Timeline for NTMC General Manager Transition. Member Cristina went over the timeline with the Board explaining how he wants it to flow. The further conversation went on as to how the committee would be

structured. It was concluded that the new DCTA Chief Executive Officer Paul Cristina, NTMC Board Member Gina McGrath, NTMC Human Resources Manager Cameron Springer, and the new Chief Operating Officer (to be determined) would make up the hiring committee for the General Manager position.

***Motioned by Vice-Chair Hayes and second by Board Member Cristina.  
The motion was approved 5-0***

A second conversation was brought to the Boards attention regarding the job description and language used in the description. Member Cristina wanted to have some adjustments made and to ensure all committee members were given the opportunity to review the job description. Member Cristina also wanted the job posting to happen within ten (10) days of the Board Meeting.

***Motioned by Board Member Bushie and second by Board Member Cristina.  
The motion was approved 5-0***

- g. Discuss and Consider Approval of North Texas Mobility Corporation (NTMC) Board Meeting Calendar and Time Change for Fiscal Year (FY) 2023

*Presenter:* Maurice Pearl - General Manager

Vice-Chair Hayes briefly went over the calendar, highlighting the NTMC Board Meeting would be held on the third Thursday of every month. Member Bushie asked if at all possible could the meeting times to be adjusted. Member Cristina agreed to adjust the time to 9:00 AM. All Board Members agreed with the time changes as well.

***Motioned by Vice-Chair Hayes and second by Board Member Bushie.  
The motion was approved 5-0***

- h. Presentation of North Texas Mobility Corporation (NTMC) Staff Spotlight  
Tina Coxsey (Fixed Route Bus Operator)

*Presenter:* Kelly Richardson – Operations Manager

Mr. Spell spoke on Mr. Richardson's behalf. He spoke very highly of Ms. Coxsey and her outstanding customer service. He also explained how she had received numerous compliments for going above and beyond during her daily operations as a fixed-route bus operator. The Board Members thanks Ms. Coxsey for her service to the company and the community as a whole.

4. **CONVENE EXECUTIVE SESSION**

*The Board did not convene in Executive Session.*

5. **RECONVENE OPEN SESSION**

*The Board did not convene into Executive Session; therefore, a reconvening into Open Session was unnecessary.*

6. **FUTURE BOARD MEETINGS & AGENDA ITEMS**

The next NTMC Board Meeting is scheduled for January 19, 2023, at 9:00 am.

7. **ADJOURN**

Motion by Board Member Cristina with a second by Board Member Gaines to adjourn the meeting at 8:33 am. Motion passes 5-0.



---

Richard Hayes, Vice-Chair

---

Sean T. Spell  
NTMC Board Secretary

**AMENDED AND RESTATED BYLAWS OF THE  
NORTH TEXAS MOBILITY CORPORATION.**

A Texas Non-Profit Local Government Corporation created by and on behalf of the  
Denton County Transportation Authority

**ARTICLE I  
Corporate Purpose and Authority**

1.01 *Purpose.* The Corporation is organized for the purpose of aiding, assisting, and acting on behalf of the Denton County Transportation Authority (“the Authority”) in the performance of its governmental functions to promote the common good and general welfare of the Authority, including, without limitation, financing, constructing, owning, managing and operating regional mobility services (the “Mobility Services”) on behalf of the Authority, and to perform such other governmental purposes of the Authority, as may be determined from time to time by the Authority’s Board of Directors (the “DCTA Board”). Subject to applicable state law and any contractual obligations of DCTA or the Corporation, DCTA may discontinue participation in the activities of the Corporation, or a non-participating unit of local government, business, or individuals may join in the activities of the Corporation, under procedures established in the Bylaws of the Corporation (the “Bylaws”). The Corporation, with the prior written consent of the Authority or as may be provided by the Bylaws, shall have the following powers to carry out the purposes of the Corporation, by and through its Directors:

- A. employ and/or contract with persons to carry out the purposes of the Corporation;
- B. own, lease, maintain and dispose of real and personal property; and
- C. contract with the Authority, political subdivisions, units of governments, and other persons and non-governmental entities.

1.02 *Local Government Corporation.* The Corporation is formed pursuant to the provisions of Subchapter D of Chapter 431, Texas Transportation Code (the “Act”), as it now or may hereafter be amended, and Chapter 394, Texas Local Government Code, which authorizes the Corporation to assist and act on behalf of the Authority and to engage in activities in the furtherance of the purposes for its creation.

1.03 *Non-Profit Corporation.* The Corporation shall have and exercise all of the rights, powers, privileges, and functions given by the general laws of Texas to non-profit corporations incorporated under the Act including, without limitation, the Texas Nonprofit Corporation Law (Tex. Bus. Org. Code, Chapters 20 and 21 and the provisions of Title I thereof to the extent applicable to non-profit corporations, as amended) or their successor.

1.04 *Powers of Non-Profit Corporation.* The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to non-profit corporations in

Texas and which are necessary or useful to enable the Corporation to perform the purposes for which it is created.

1.05 *Governmental Entity for Immunity.* The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Subdivision (3), Section 101.001, Texas Civil Practice and Remedies Code. The operations of the Corporation are governmental and not proprietary functions for all purposes, including for purposes of the Texas Tort Claims Act, Section 101.001, et seq., Texas Civil Practice and Remedies Code. The Corporation shall have the power to acquire land in accordance with the Act as amended from time to time.

1.06 *Authority Consent.* References herein to the consent or written consent of the Authority shall refer to a resolution or order of the Authority's Board of Directors.

1.07 *Other Units of Government.* The Corporation, upon approval of the Authority, may contract with a non-member unit of government to provide services on behalf of such non-member unit of government.

1.08 *Approved Projects.* The Corporation, by and through its Board of Directors, may approve capital improvements, services, or other projects consistent with the purposes of the Corporation to assist the Authority in the performance of the Authority's governmental functions (each an "Approved Project").

## **ARTICLE II**

### **Board of Directors**

2.01 *Powers Vested in Board.* All powers of the Corporation shall be vested in a Board of Directors consisting of five (5) members (the "Board") subject to the oversight of the Authority and as otherwise provided in these Bylaws. The qualification, selection, terms, removal, replacement, and resignation of the members of the Board of Directors of the Corporation ("Director" or "Directors") shall be governed by Article VI of the Certificate of Formation ("Certificate").

2.02 *Initial Board and Transition.* The initial directors of the Corporation ("Director" or "Directors") shall be those persons named in Article VIII of the Certificate. To provide for terms which end at the end of a calendar month, each initial Director named in Article VIII of the Certificate shall serve for the term prescribed therein. With respect to the initial Board, the terms of the initial Directors shall commence on the date the Secretary of State has issued the certificate of incorporation for the Corporation. Upon the expiration of the terms of office of the initial Directors, the subsequent Directors shall be appointed for a three (3) year term, or until his or her successor is appointed by the Authority; provided, however, upon the death, resignation or removal of a Director, the Authority shall appoint a replacement Director to serve for the unexpired term of office of the replaced Director.

2.03 *Governing Documents.* All other matters pertaining to the internal affairs of the Corporation shall be governed by these Bylaws, so long as these Bylaws are not inconsistent with

the Certificate, and such other documents agreed to by the Authority and as the same may be amended from time to time, or the laws of the State of Texas.

2.04 *Voting Rights.* All Directors shall have full and equal voting rights. All references herein to an act, resolution or vote of the Directors shall refer to a vote of the Directors entitled to vote on the matter as provided herein.

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”).

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 of the Board.

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.

2.08 *Election of Chair and Vice-Chair of the Board.* Upon the initial meeting of the Board and at the last regular meeting of the Board occurring prior to October 1 of each calendar year thereafter, the Directors shall elect a Chair and Vice-Chair from among the members of the Board who will serve as Chair and Vice-Chair, respectively, for the period of October 1 until September 30 immediately following their election, and until their replacements are elected.

2.10 *Quorum.* A majority of the entire Board shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation. If at any meeting of the Board there is less than a quorum present, those present may adjourn the meeting. The vote of a majority of the entire membership of the Board in favor of a motion, resolution, or other act shall be required to constitute the act of the Board, unless the vote of a greater number of Directors is required by law, by the Certificate of Formation, or by these Bylaws.

2.11 *Assent Presumed Without Express Abstention or Dissent.* A Director who is present at a meeting of the Board at which any corporate action is taken shall be presumed to have assented to such action unless such person's dissent or abstention shall be entered in the minutes of the meeting or unless such person shall file written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent or abstain shall not apply to a Director who voted in favor of the action.

2.12 *Conduct of Business.* At the meetings of the Board, matters pertaining to the purpose of the Corporation shall be considered in such order as the Board may from time to time determine. At all meetings of the Board, the Chair of the Board shall preside, and in the absence of the Chair, the Vice-Chair shall preside. In the absence of the Chair and Vice-Chair, the majority of Directors present and voting shall select from among the Directors in attendance a Director to preside at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the Director presiding at the meeting may appoint any person to act as secretary of the meeting.

2.13 *Executive Committee, Other Committees.* The Board may, by resolution passed by a majority of the entire Board, designate two (2) or more Directors to constitute an executive committee or other type of committee. In addition, the Board may appoint members of Corporation staff and citizens and/or employees of the Authority to be members of a committee, except for an Audit, Compensation or Governance Committee, which committees may only be composed of Directors.

2.14 *Power of Committees.* Except to the extent provided in the authorizing resolution for the committee and the Board-approved committee charter, a committee may not exercise the authority of the Board. Each committee so designated shall keep regular minutes of the transactions of its meetings, shall cause such minutes to be recorded in books kept for that purpose in the office of the Corporation, and shall report the same to the Board from time to time. Committees authorized to exercise the powers of the Board shall give notice of any meeting in the manner required for a meeting of the Board.

2.15 *Compensation of Directors.* Directors, as such, shall receive no salary or compensation for their services as Directors; provided, however, Directors may be reimbursed for reasonable and necessary expenses incurred in carrying out the Corporation's purposes.

2.16 *Director's Reliance on Consultant Information.* A Director shall not be liable if, while acting in good faith and with ordinary care, such person relies on information, opinions, reports or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by:

- (a) one or more other officers or employees of the Corporation;
- (b) an employee of the Authority; or
- (c) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

2.17 *Attorneys and Consultants.* The Board may employ attorneys, auditors, certified accountants, engineers, and such other professionals and consultants as may be required for the purposes of the Corporation from time to time.

2.18 *Approval of Contracts.* The Board shall approve all contracts regardless of the amount of the expenditure. Upon approval by the Board, the President is authorized to sign on behalf of the Board.

### **ARTICLE III Officers**

3.01 *Titles and Term of Office.* The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as the Board may from time to time elect or appoint. One person may hold more than one office, except the President shall not hold the office of Secretary. The initial term of the officers of the Corporation shall extend to December 31, 2021. The subsequent terms of office for each officer shall be three (3) years commencing on January 1.

All officers shall be appointed and subject to removal at any time, with or without cause, by a vote of a majority of the entire Board.

A vacancy in any office elected pursuant to this Article III shall be filled by a vote of a majority of the entire Board and shall be for the remainder of the then current term of office vacated.

3.02 *Powers and Duties of the President.* The President shall be the principal executive officer of the Corporation and, subject to the Board's approval, the President shall be in general charge of the properties and affairs of the Corporation. In furtherance of the purposes of the Corporation and subject to the limitations contained in the Certificate, the President may sign and execute all deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the Corporation. The President will be responsible for implementing

all orders and resolutions of the Board, and all other powers that are not specifically reserved to the Directors or Authority will be executed by the President within the general guidelines and policies of the Board and Authority. The President shall have such other duties as are assigned by the Board including, but not limited to, supervising the day-to-day management of the General Manager. ~~those set forth in Article VI, below.~~ The President shall be an ex-officio member of all Board committees except the Audit Committee, if established.

3.03 *Treasurer.* The Treasurer shall have custody of all funds and securities of the Corporation which come into possession of the Corporation. When necessary or proper, the Treasurer (i) may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board; (ii) may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such other officer as is designated by the Board; (iii) shall enter or cause to be entered regularly in the books of the Corporation to be kept by such person for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; (iv) shall perform all acts incident to the position of Treasurer subject to the control of the Board; including the monitoring and audit of all cash accounts whose existence must first be approved by the Board; and (v) shall, if required by the Board, give such bond for the faithful discharge of his or her duties in such form as the Board may require. The Corporation may contract with the Authority to provide financial services for the Corporation in deciding the performance of the duties of the Treasurer set forth in this Section 3.04.

3.04 *Secretary.* The Secretary (i) shall keep or cause to be kept the minutes of all meetings of the Board in books provided for that purpose; (ii) shall attend to the giving and serving of all notices; (iii) in furtherance of the purposes of the Corporation and subject to the limitations contained in the Certificate of Formation, may sign with the President in the name of the Corporation and/or attest the signatures thereof, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; (iv) shall have charge of the Corporation's books, records, documents and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to the inspection of any Director upon application at the office of the Corporation during business hours; and, (v) shall in general perform all duties incident to the office of Secretary subject to the control of the Board.

In addition to the duties prescribed above, upon the death, absence, disability, or resignation of the President, or upon the President's inability to perform the duties of such office, the Secretary shall have such powers and duties as those assigned to the President. Any action taken by the Secretary in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Nothing in this Section 3.05 shall be construed as prohibiting the Board or the President from providing to the Secretary such support as may be reasonable and necessary to assist the Secretary in carrying out the duties set forth herein.

3.05. *Compensation and Staff.* Officers who are members of the DCTA Board of Directors or DCTA employees or who occupy a government office of emolument (as defined in Tex. Const. art. XVI §40) shall serve without compensation with respect to the performance of their duties as officers of the Corporation but are entitled to receive reimbursement for their reasonable expenses only in performing their functions in accordance with any policies that may be adopted by the Board. Administrative services for the Corporation may be performed by employees of the Authority, as directed by the Authority's Chief Executive Officer, and the Corporation shall pay the costs for such services pursuant to an agreement between the Corporation and the Authority entered pursuant the Interlocal Cooperation Act (Chapter 791, Tex. Govt. Code).

3.06. *Officer's Reliance on Consultant Information.* In the discharge of a duty imposed or power conferred on an officer of the Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by:

- (a) one or more other officers or employees of the Corporation, including members of the Board;
- (b) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence; or,
- (c) an employee of the Authority.

#### **ARTICLE IV Financial Responsibilities**

4.01 *Audit.* The Corporation shall have an annual audit prepared by an independent auditor who is duly licensed or certified as a public accountant in the State of Texas of the financial books and records of the Corporation.

4.02 *Capital Spending Authority:* The Board may expend funds for capital improvements in accordance with a capital improvement plan approved by the Board for the current fiscal year budget as follows:

- (a) Funds from the Authority shall be used for the purposes of the Corporation as authorized and directed by the Authority.
- (b) Funds from other sources, such as donations, may be used at the discretion of the Board for capital purposes as long as the uses are consistent with the direction of the Authority and are not reasonably expected by the Board to increase the operation and maintenance costs of the Corporation above the limits established in Section 4.04, below, or have a capital cost greater than \$100,000.
- (c) Proceeds of bonds, notes and other obligations shall be expended in accordance with the terms of the resolution authorizing the issuance of such bonds, notes or other obligations.



4.03 *Issuance of Debt.* The Corporation shall have no authority to issue debt.

4.04 *Increase of O&M Costs.* Except for items mandated by changes in state or federal law or regulation that could not reasonably have been anticipated prior to submission of the Corporation's annual budget to the Authority for review and comment, in the event any one or more items are added during a fiscal year that would increase or cause the annual operation and maintenance costs to exceed ten percent (10%) above the budgeted amount for that year, the Board must receive prior approval from the Authority prior to making that addition.

4.05 *Fiscal Year.* The fiscal year of the Corporation shall begin October 1 of each year.

4.06 *Annual Budget.*

(a) Prior to the beginning of each fiscal year, the Board shall prepare, or cause to be prepared, and approve a budget (the "Budget") for the fiscal year. After approval by the Board, the Budget shall be submitted to the Authority for approval.

(b) The Budget shall, at a minimum, include capital, operational, and project-specific expenditures and corresponding revenues. The Budget shall clearly indicate the sources and purposes of revenues contributed by the Authority, any non-participating unit of government, or other third-parties.

(c) If the Board fails to approve the Budget, or if the Budget is not approved by the Authority, then the Budget for the prior fiscal year shall be deemed approved.

(d) From time to time, the Board may undertake one or more projects related to the purposes of the Corporation requiring the expenditure of funds not approved in the Annual Budget. While the Board may elect to amend the Annual Budget for a particular project(s) related to the purposes of the Corporation, such expenditures may not be undertaken in that regard unless or until an agreement with the Authority or a third-party unit of government is executed with the Corporation, which shall contain at least the following:

(i) the service(s) to be provided by the Corporation;

(ii) the method by which the Corporation intends to provide the service(s) (i.e., the Corporation intends to contract with a private entity or perform the service(s) itself, or some blending of the various methods);

(iii) the total cost of the project(s) to be undertaken by the Corporation; and

(iv) written agreement by the third-party unit of government to contribute an agreed-upon portion of the stated project expenditures, along with the agreed-upon portion being contributed by the Authority, if any.

4.07 *Line Item Flexibility.* The Board and, if authorized by the Board, the President, has the authority to shift operation and maintenance funds from one line item of the Budget to another without the approval of the Authority.

4.08 *Reserve Fund.* The Budget may provide for one or more reserve funds for the replacement of scheduled assets, for capital improvements and reasonable reserves for future activities, debt, establishment of a capital reserve. Any unencumbered funds remaining at the end of the fiscal year shall be converted to the Reserve Fund.

4.09 *Other Funds.* Other funds, such as unrestricted charitable donations, may be used by the Board in accordance with the approved budget or, if not anticipated in the Budget, as the Board directs, provided that the limitation set out in Section 4.04, above or a capital cost of \$100,000 is not exceeded.

4.10 *Appropriations and Grants.* The Corporation shall have the power to request and accept any appropriations, grant, contribution, donation, or other form of aid from the federal government, the State, any political subdivision, or municipality in the State, or from any other source.

4.11 *Sale or Transfer of Assets.* The Corporation may not sell, transfer or assign real property or permits of the Corporation, in whole or in part, without the approval of the Board. After approval by the Board, the proposed sale, transfer or assignment of the assets (“the Asset Transfer”) must be submitted to the Authority for approval. The Authority will approve or disapprove the Asset Transfer in whole or in part. Notwithstanding the foregoing, the Board shall not be required to obtain the consent of the Authority to sell, convey, or transfer to a third-party personal property of the Corporation determined by the Board to be surplus and which has a depreciated unit value of less than \$1000.00 per unit.

## **ARTICLE V**

### **Indemnification of Directors and Officers**

5.01 *Right to Indemnification.* Subject to the limitations and conditions as provided in this Article V and the Certificate, each person who was or is made a party, is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative (hereinafter a “proceeding”), or any appeal in such a proceeding or any inquiry or investigation that could lead to such a proceeding, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the Texas Nonprofit Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlement and reasonable expenses (including, without limitation, attorneys’ fees) actually incurred by such person in connection with such proceeding, and indemnification under this Article V shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnify

hereunder. The rights granted pursuant to this Article V shall be deemed contract rights, and no amendment, modification or repeal of this Article V shall have the effect of limiting or denying any such rights with respect to actions taken or proceedings arising prior to any such amendment, modification or repeal. It is expressly acknowledged that the indemnification provided in this Article V could involve indemnification for negligence or under theories of strict liability.

5.02 *Advance Payment.* The right to indemnification conferred in this Article V shall include the right to be paid in advance or reimbursed by the Corporation the reasonable expenses incurred by a person of the type entitled to be indemnified under Section 5.01 who was, is or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of the proceeding and without any determination as to the person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such person in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of a written affirmation by such Director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article V and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Article V or otherwise.

5.03 *Indemnification of Employees and Agents.* The Corporation, by adoption of a resolution of the Board, may indemnify and advance expenses to an employee or agent of the Corporation to the same extent and subject to the same conditions under which it may indemnify and advance expenses to Directors and officers under this Article V.

5.04 *Appearance as a Witness.* Notwithstanding any other provision of this Article V, the Corporation may pay or reimburse expenses incurred by a Director or officer in connection with his or her appearance as a witness or other participation in a proceeding involving the Corporation or its business at a time when he or she is not a named defendant or respondent in the proceeding.

5.05 *Non-exclusivity of Rights.* The right to indemnification and the advancement and payment of expenses conferred in this Article V shall not be exclusive of any other right which a Director or officer or other person indemnified pursuant to Section 5.03 of this Article V may have or hereafter acquire under any law (common or statutory), provision of the Certificate or these Bylaws, agreement or disinterested Directors or otherwise.

5.06 *Insurance.* The Corporation shall provide for the purchase and maintenance of insurance, at its expense, to protect itself and any person who is (or was) serving as a Director, officer, employee or agent of the Corporation or who is (or was) serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, proprietorship, employee benefit plan, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article V.

5.07 *Notification.* Any indemnification of or advance of expenses to a Director or officer in accordance with this Article V shall be reported in writing to the members of the Board with or before the notice of the next regular meeting of the Board and, in any case, within the ninety (90) day period immediately following the date of the indemnification or advance notification.

5.08 *Savings Clause.* If this Article V or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each Director, officer or any other person indemnified pursuant to this Article V as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted by any applicable portion of this Article V that shall not have been invalidated and to the fullest extent permitted by applicable law.

## **ARTICLE VI**

### **Duties and Authority of the General Manager; Employees**

#### *6.01 Powers and Duties of the General Manager.*

(a) *Responsible for hiring and supervision of Employees.* The General Manager shall shall be responsible for delivering Mobility Services authorized by the Authority and for the hiring, evaluating and terminating the employees of the Corporation. Except to the extent provided (i) in a collective bargaining agreement to which the Corporation is a party or (ii) under applicable state or federal law or regulations, all employees hired by the General Manager shall be terminable at-will and not be provided any term or promise of employment. The General Manager shall report directly to the ~~Chair of the Board~~Board. The General Manager is responsible to coordinate duties and shall be managed, on an operational basis, by the NTMC President. NTMC employees shall report directly to the General Manager. The Board shall be responsible for the hiring, evaluation and termination of the General Manager.

6.02 *Contracting with the Authority.* The Corporation may contract with the Authority for utilization of employees of the Authority. The Corporation may, without compensation, use the services of employees the Authority with the prior written consent of the Authority's Chief Executive Officer. The Board is authorized to employ or contract for project-specific personnel to manage or to operate a service provided by the Corporation.

## **ARTICLE VII**

### **Code of Ethics**

7.01 *Policy.* It is the policy of the Corporation that Directors and officers conduct themselves in a manner consistent with sound business and ethical practices; that the public interest always be considered in conducting corporate business; that the appearance of impropriety be avoided to ensure and maintain public confidence in the Corporation; and that the Board establish policies to control and manage the affairs of the Corporation fairly, impartially, and without discrimination.

7.02 *Purpose.* This Code of Ethics has been adopted as part of the Corporation's Bylaws for the following purposes: (i) to encourage high ethical standards in official conduct by Directors and corporate officers; and (ii) to establish guidelines for such ethical standards of conduct.

## **ARTICLE VIII Miscellaneous Provisions**

8.01 *Seal.* The seal of the Corporation shall be such as may be from time to time approved by the Board. The seal of the Corporation shall not be required to be placed on a document in order for the document to be considered a valid act or agreement of the Corporation.

8.02 *Notice and Waiver of Notice.* Whenever any notice, other than public notice of a meeting given to comply with the Open Meetings Act, is required to be given under the provisions of these Bylaws, such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. If transmitted by facsimile or email, such notice shall be deemed to be delivered upon successful transmission of the facsimile or email. A Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting unless such attendance is for the purpose of objecting to the failure of notice. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

8.03 *Gender.* References herein to the masculine gender shall also refer to the feminine in all appropriate cases and vice versa.

8.04 *Distribution of Net Income; Return of Funds.* Notwithstanding Section 431.107 of the Act entitling the Authority at all times to have the right to equally receive the income earned by the Corporation, any income earned by the Corporation after payment of reasonable expenses, reasonable reserves for future activities, debt, establishment of a capital reserve, and establishment of a reserve for satisfaction of other legal obligations of the Corporation shall be retained by the Corporation and applied as a credit to the charges to the Authority for operations of the Corporation and/or other services provided by the Corporation to the Authority.

8.05 *Authority Access to Records of Corporation.* Notwithstanding the provisions of the Public Information Act or any exceptions contained therein to disclosure and the rights or limitations thereof regarding the review of records of Texas non-profit corporations, the Authority shall have a special right to review and obtain copies of the records of the Corporation, regardless of format, upon reasonable notice and during regular business hours of the Corporation; provided, however, such special right of access to the Authority shall not apply to records to which law or regulation expressly prohibit disclosure to third parties that would by definition include the Authority.

8.06 *Amendments.* A proposal to alter, amend or repeal these Bylaws shall be made by the affirmative vote of a majority of the entire Board at any regular meeting, or at any special meeting if notice of the proposed amendment be contained in the notice of said special meeting.

However, any proposed change or amendment to these Bylaws must be approved by resolution of the Authority in order to be effective.

**ADOPTED AND APPROVED BY THE NORTH TEXAS MOBILITY CORPORATION  
BOARD OF DIRECTORS ON JUNE 23, 2021.**

---

Dean Ueckert, NTMC Chairman

**Approved by DCTA Board of Directors on February 28, 2019**

**Approved by Board of Directors of North Texas Mobility Corporation on April 16, 2019.**

**Amended by NTMC Board of Directors and DCTA Board of Directors on May 23, 2019**

**Approved by NTMC Board of Directors on June 23, 2021, and DCTA Board of Directors on July 22, 2021**



## NORTH TEXAS MOBILITY CORPORATION

### STATEMENT OF NET POSITION AS OF NOVEMBER 30, 2022 (UNAUDITED)

|                               | <u>November 30, 2022</u> | <u>October 31, 2022</u> | <u>Change</u> |
|-------------------------------|--------------------------|-------------------------|---------------|
| <b>Assets</b>                 |                          |                         |               |
| Cash & Cash Equivalents       | \$ 174,496               | \$ 106,812              | \$ 67,684     |
| Receivables                   | -                        | -                       | -             |
| Prepaid Expenses              | (11,984)                 | (5,992)                 | (5,992)       |
| <b>Total Assets</b>           | <u>162,512</u>           | <u>100,820</u>          | <u>61,692</u> |
| <b>Liabilities</b>            |                          |                         |               |
| Accounts Payable              | -                        | 564                     | (564)         |
| Accrued Liabilities and Other | 211,650                  | 149,394                 | 62,256        |
| <b>Total Liabilities</b>      | <u>211,650</u>           | <u>149,958</u>          | <u>61,692</u> |
| <b>Net Position</b>           |                          |                         |               |
| Change in Net Position        | -                        | -                       | -             |
| <b>Total Net Position</b>     | <u>\$ -</u>              | <u>\$ -</u>             | <u>\$ -</u>   |



## NORTH TEXAS MOBILITY CORPORATION

CHANGE IN NET POSITION  
MONTH AND YEAR TO DATE AS OF NOVEMBER 30, 2022  
(UNAUDITED)

| Description                           | Month Ended November 30, 2022 |                |                  | Year to Date November 30, 2022 |                  |                  | Annual Budget    |
|---------------------------------------|-------------------------------|----------------|------------------|--------------------------------|------------------|------------------|------------------|
|                                       | Actual                        | Budget         | Variance         | Actual                         | Budget           | Variance         |                  |
| <b>Operating Expenses</b>             |                               |                |                  |                                |                  |                  |                  |
| Salary, Wages and Benefits            | \$ 308,249                    | \$ 616,967     | \$ 308,718       | \$ 853,049                     | \$ 1,243,262     | \$ 390,213       | \$ 6,579,563     |
| Outsourced Services and Charges       | 13,316                        | 50,120         | 36,804           | 13,935                         | 101,840          | 87,905           | 607,445          |
| Materials and Supplies                | -                             | 150            | 150              | -                              | 334              | 334              | 1,936            |
| Insurance                             | 5,992                         | 7,968          | 1,976            | 11,984                         | 15,936           | 3,952            | 95,592           |
| Employee Development                  | 621                           | 8,995          | 8,374            | 656                            | 13,810           | 13,154           | 53,260           |
| <b>Total Operating Expenses</b>       | <u>328,178</u>                | <u>684,200</u> | <u>356,022</u>   | <u>879,623</u>                 | <u>1,375,182</u> | <u>495,559</u>   | <u>7,337,796</u> |
| <b>Income (Loss) before Transfers</b> | (328,178)                     | (684,200)      | 356,022          | (879,623)                      | (1,375,182)      | 495,559          | (7,337,796)      |
| Transfers In                          | 328,178                       | 684,200        | (356,022)        | 879,623                        | 1,375,182        | (495,559)        | 7,337,796        |
| <b>Total Transfers</b>                | <u>328,178</u>                | <u>684,200</u> | <u>(356,022)</u> | <u>879,623</u>                 | <u>1,375,182</u> | <u>(495,559)</u> | <u>7,337,796</u> |
| <b>Change in Net Position</b>         | <u>\$ -</u>                   | <u>\$ -</u>    | <u>\$ -</u>      | <u>\$ -</u>                    | <u>\$ -</u>      | <u>\$ -</u>      | <u>\$ -</u>      |



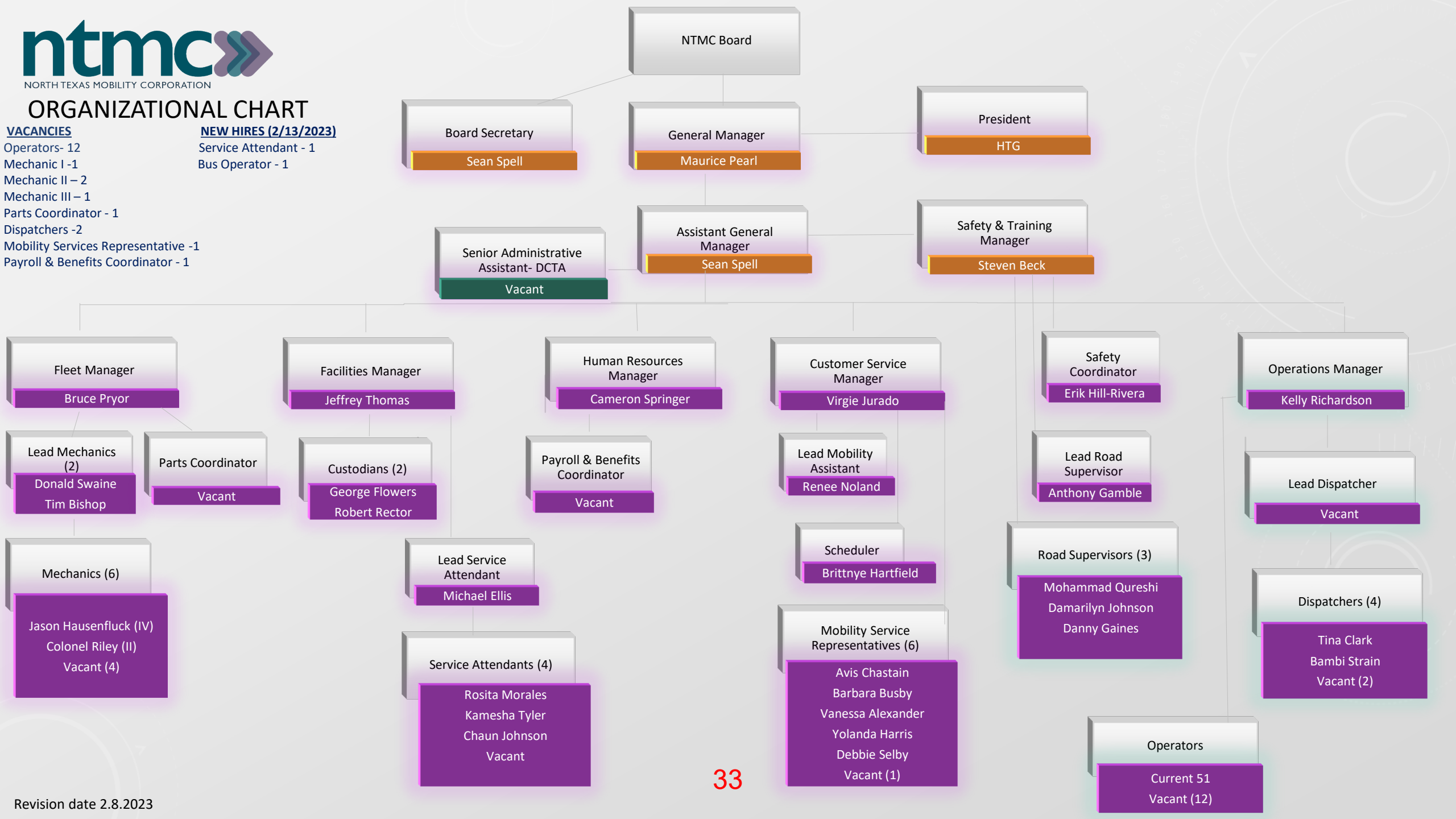
# ORGANIZATIONAL CHART

**VACANCIES**

Operators- 12  
 Mechanic I -1  
 Mechanic II – 2  
 Mechanic III – 1  
 Parts Coordinator - 1  
 Dispatchers -2  
 Mobility Services Representative -1  
 Payroll & Benefits Coordinator - 1

**NEW HIRES (2/13/2023)**

Service Attendant - 1  
 Bus Operator - 1





**DENTON COUNTY TRANSPORTATION AUTHORITY**

**DAILY DEPOSIT DETAILS**

December 2022

| Detailed Daily Report Date | FB Revenue |             |           |             | Pos Revenue |           |       |             |             |
|----------------------------|------------|-------------|-----------|-------------|-------------|-----------|-------|-------------|-------------|
|                            | Date       | Cash        | Check     | Daily Total | Date        | Cash      | Check | Credit Card | Daily Total |
| 12.8.2022                  | 12/1/2022  | \$ 121.77   | \$ -      | \$ 121.77   | 12/1/2022   | \$ 8.25   | \$ -  | \$ 120.00   | \$ 128.25   |
| 12.8.2022                  | 12/2/2022  | \$ 215.77   | \$ -      | \$ 215.77   | 12/2/2022   | \$ 119.75 | \$ -  | \$ 96.00    | \$ 215.75   |
| 12.8.2022                  | 12/3/2022  | \$ 87.77    | \$ -      | \$ 87.77    | 12/3/2022   | \$ -      | \$ -  | \$ -        | \$ -        |
| Sunday                     | 12/4/2022  | \$ -        | \$ -      | \$ -        | 12/4/2022   | \$ -      | \$ -  | \$ -        | \$ -        |
| 12.8.2022                  | 12/5/2022  | \$ 252.77   | \$ 90.00  | \$ 342.77   | 12/5/2022   | \$ 69.00  | \$ -  | \$ 1.50     | \$ 70.50    |
| 12.8.2022                  | 12/6/2022  | \$ 187.56   | \$ -      | \$ 187.56   | 12/6/2022   | \$ 36.00  | \$ -  | \$ 315.00   | \$ 351.00   |
| 12.12.2022                 | 12/7/2022  | \$ 220.00   | \$ 60.00  | \$ 280.00   | 12/7/2022   | \$ 20.25  | \$ -  | \$ 93.00    | \$ 113.25   |
| 12.12.2022                 | 12/8/2022  | \$ 179.06   | \$ -      | \$ 179.06   | 12/8/2022   | \$ 104.25 | \$ -  | \$ 178.50   | \$ 282.75   |
| 12.12.2022                 | 12/9/2022  | \$ 211.06   | \$ 30.00  | \$ 241.06   | 12/9/2022   | \$ 57.00  | \$ -  | \$ 91.50    | \$ 148.50   |
| 12.12.2022                 | 12/10/2022 | \$ 94.06    | \$ -      | \$ 94.06    | 12/10/2022  | \$ -      | \$ -  | \$ -        | \$ -        |
| Sunday                     | 12/11/2022 | \$ -        | \$ -      | \$ -        | 12/11/2022  | \$ -      | \$ -  | \$ -        | \$ -        |
| 12.15.2022                 | 12/12/2022 | \$ 197.06   | \$ -      | \$ 197.06   | 12/12/2022  | \$ 12.75  | \$ -  | \$ 111.75   | \$ 124.50   |
| 12.15.2022                 | 12/13/2022 | \$ 111.06   | \$ 30.00  | \$ 141.06   | 12/13/2022  | \$ 7.50   | \$ -  | \$ 66.00    | \$ 73.50    |
| 12.15.2022                 | 12/14/2022 | \$ 213.47   | \$ 30.00  | \$ 243.47   | 12/14/2022  | \$ 10.50  | \$ -  | \$ 15.00    | \$ 25.50    |
| 12.21.2022                 | 12/15/2022 | \$ 126.47   | \$ -      | \$ 126.47   | 12/15/2022  | \$ 15.75  | \$ -  | \$ 44.50    | \$ 60.25    |
| 12.21.2022                 | 12/16/2022 | \$ 185.47   | \$ 60.00  | \$ 245.47   | 12/16/2022  | \$ 27.00  | \$ -  | \$ 25.50    | \$ 52.50    |
| 12.21.2022                 | 12/17/2022 | \$ 29.47    | \$ -      | \$ 29.47    | 12/17/2022  | \$ -      | \$ -  | \$ -        | \$ -        |
| Sunday                     | 12/18/2022 | \$ -        | \$ -      | \$ -        | 12/18/2022  | \$ -      | \$ -  | \$ -        | \$ -        |
| 12.21.22                   | 12/19/2022 | \$ 205.47   | \$ 60.00  | \$ 265.47   | 12/19/2022  | \$ 0.75   | \$ -  | \$ 278.00   | \$ 278.75   |
| 12.21.22                   | 12/20/2022 | \$ 53.47    | \$ -      | \$ 53.47    | 12/20/2022  | \$ 28.25  | \$ -  | \$ 122.25   | \$ 150.50   |
| 12/29/2022                 | 12/21/2022 | \$ 144.00   | \$ 180.00 | \$ 324.00   | 12/21/2022  | \$ 31.50  | \$ -  | \$ 114.00   | \$ 145.50   |
| 12/29/2022                 | 12/22/2022 | \$ 81.00    | \$ -      | \$ 81.00    | 12/22/2022  | \$ 15.50  | \$ -  | \$ 72.00    | \$ 87.50    |
| 12/29/2022                 | 12/23/2022 | \$ 154.00   | \$ 30.00  | \$ 184.00   | 12/23/2022  | \$ 6.00   | \$ -  | \$ 24.00    | \$ 30.00    |
| Saturday                   | 12/24/2022 | \$ 6.00     | \$ -      | \$ 6.00     | 12/24/2022  | \$ -      | \$ -  | \$ -        | \$ -        |
| HOLIDAY                    | 12/25/2022 | \$ -        | \$ -      | \$ -        | 12/25/2022  | \$ -      | \$ -  | \$ -        | \$ -        |
| NO Service                 | 12/26/2022 | \$ -        | \$ -      | \$ -        | 12/26/2022  | \$ -      | \$ -  | \$ -        | \$ -        |
| 12/29/2022                 | 12/27/2022 | \$ 69.00    | \$ 30.00  | \$ 99.00    | 12/27/2022  | \$ 91.50  | \$ -  | \$ 144.00   | \$ 235.50   |
| 1/3/2023                   | 12/28/2022 | \$ 251.26   | \$ 60.00  | \$ 311.26   | 12/28/2022  | \$ 42.00  | \$ -  | \$ 58.50    | \$ 100.50   |
| 1/3/2023                   | 12/29/2022 | \$ 133.25   | \$ -      | \$ 133.25   | 12/29/2022  | \$ 108.75 | \$ -  | \$ 66.00    | \$ 174.75   |
| 1/3/2023                   | 12/30/2022 | \$ 202.54   | \$ 30.00  | \$ 232.54   | 12/30/2022  | \$ 24.00  | \$ -  | \$ 137.25   | \$ 161.25   |
| Saturday                   | 12/31/2022 | \$ 79.08    | \$ -      | \$ 79.08    | 12/31/2022  | \$ -      | \$ -  | \$ -        | \$ -        |
|                            |            |             |           |             |             |           |       |             |             |
|                            | Total      | \$ 3,811.89 | \$ 690.00 | \$ 4,501.89 | Total       | \$ 836.25 | \$ -  | \$ 2,174.25 | \$ 3,010.50 |

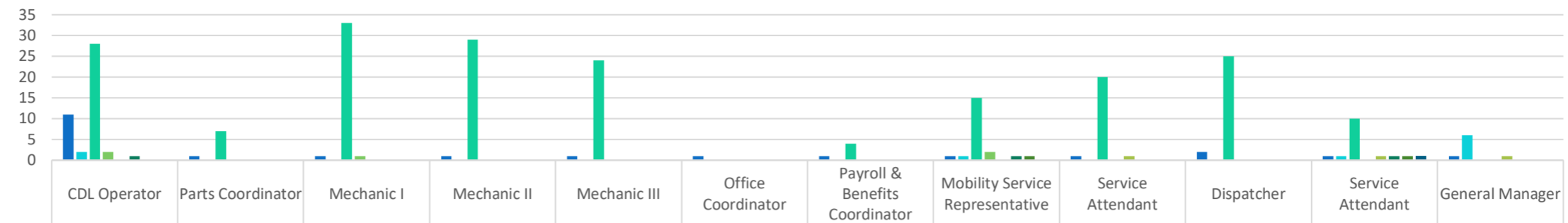
**DENTON COUNTY TRANSPORTATION AUTHORITY**

**DAILY DEPOSIT DETAILS**

January 2023

| Detailed Daily Report<br>Date | FB Revenue |             |           |                | Pos Revenue |           |       |             |                |
|-------------------------------|------------|-------------|-----------|----------------|-------------|-----------|-------|-------------|----------------|
|                               | Date       | Cash        | Check     | Daily<br>Total | Date        | Cash      | Check | Credit Card | Daily<br>Total |
| Sunday                        | 1/1/2023   | \$ -        | \$ -      | \$ -           | 1/1/2023    | \$ -      | \$ -  | \$ -        | \$ -           |
| Holiday                       | 1/2/2023   | \$ -        | \$ -      | \$ -           | 1/2/2023    | \$ -      | \$ -  | \$ -        | \$ -           |
| 1.7.2023                      | 1/3/2023   | \$ 166.25   | \$ -      | \$ 166.25      | 1/3/2023    | \$ 56.25  | \$ -  | \$ 300.00   | \$ 356.25      |
| 1.7.2023                      | 1/4/2023   | \$ 192.25   | \$ 90.00  | \$ 282.25      | 1/4/2023    | \$ 3.00   | \$ -  | \$ 70.50    | \$ 73.50       |
| 1.7.2023                      | 1/5/2023   | \$ 142.25   | \$ 30.00  | \$ 172.25      | 1/5/2023    | \$ 22.50  | \$ -  | \$ 748.50   | \$ 771.00      |
| 1.7.2023                      | 1/6/2023   | \$ 181.25   | \$ 150.00 | \$ 331.25      | 1/6/2023    | \$ 112.50 | \$ -  | \$ 131.00   | \$ 243.50      |
| 1.11.2023                     | 1/7/2023   | \$ 78.95    | \$ -      | \$ 78.95       | 1/7/2023    | \$ -      | \$ -  | \$ -        | \$ -           |
| Sunday                        | 1/8/2023   | \$ -        | \$ -      | \$ -           | 1/8/2023    | \$ -      | \$ -  | \$ -        | \$ -           |
| 1.11.2023                     | 1/9/2023   | \$ 228.95   | \$ -      | \$ 228.95      | 1/9/2023    | \$ 8.25   | \$ -  | \$ 124.50   | \$ 132.75      |
| 1.11.2023                     | 1/10/2023  | \$ 153.94   | \$ -      | \$ 153.94      | 1/10/2023   | \$ 27.00  | \$ -  | \$ 48.50    | \$ 75.50       |
| 1.15.2023                     | 1/11/2023  | \$ 151.33   | \$ -      | \$ 151.33      | 1/11/2023   | \$ 6.00   | \$ -  | \$ 138.50   | \$ 144.50      |
| 1.15.2023                     | 1/12/2023  | \$ 67.33    | \$ -      | \$ 67.33       | 1/12/2023   | \$ 30.00  | \$ -  | \$ 247.50   | \$ 277.50      |
| 1.15.2023                     | 1/13/2023  | \$ 180.33   | \$ 30.00  | \$ 210.33      | 1/13/2023   | \$ 39.75  | \$ -  | \$ 219.00   | \$ 258.75      |
| 1.15.2023                     | 1/14/2023  | \$ 46.33    | \$ -      | \$ 46.33       | 1/14/2023   | \$ -      | \$ -  | \$ -        | \$ -           |
| Sunday                        | 1/15/2023  | \$ -        | \$ -      | \$ -           | 1/15/2023   | \$ -      | \$ -  | \$ -        | \$ -           |
| 1.18.2023                     | 1/16/2023  | \$ 172.63   | \$ -      | \$ 172.63      | 1/16/2023   | \$ 4.50   | \$ -  | \$ 36.00    | \$ 40.50       |
| 1.18.2023                     | 1/17/2023  | \$ 185.63   | \$ 150.00 | \$ 335.63      | 1/17/2023   | \$ 67.50  | \$ -  | \$ 286.50   | \$ 354.00      |
| 1.23.2023                     | 1/18/2023  | \$ 126.15   | \$ 30.00  | \$ 156.15      | 1/18/2023   | \$ 23.75  | \$ -  | \$ 171.50   | \$ 195.25      |
| 1.23.2023                     | 1/19/2023  | \$ 144.14   | \$ 120.00 | \$ 264.14      | 1/19/2023   | \$ 27.00  | \$ -  | \$ 170.00   | \$ 197.00      |
| 1.23.2023                     | 1/20/2023  | \$ 226.14   | \$ 63.00  | \$ 289.14      | 1/20/2023   | \$ 23.25  | \$ -  | \$ 217.00   | \$ 240.25      |
| 1.23.2023                     | 1/21/2023  | \$ 33.14    | \$ -      | \$ 33.14       | 1/21/2023   | \$ -      | \$ -  | \$ -        | \$ -           |
| Sunday                        | 1/22/2023  | \$ -        | \$ -      | \$ -           | 1/22/2023   | \$ -      | \$ -  | \$ -        | \$ -           |
| 1/29/2023                     | 1/23/2023  | \$ 169.75   | \$ 60.00  | \$ 229.75      | 1/23/2023   | \$ 8.25   | \$ -  | \$ 123.75   | \$ 132.00      |
| 1/29/2023                     | 1/24/2023  | \$ 98.70    | \$ -      | \$ 98.70       | 1/24/2023   | \$ -      | \$ -  | \$ 61.50    | \$ 61.50       |
| 1/29/2023                     | 1/25/2023  | \$ 201.80   | \$ -      | \$ 201.80      | 1/25/2023   | \$ 1.50   | \$ -  | \$ 486.50   | \$ 488.00      |
| 1/29/2023                     | 1/26/2023  | \$ 40.70    | \$ 30.00  | \$ 70.70       | 1/26/2023   | \$ 9.00   | \$ -  | \$ 120.00   | \$ 129.00      |
| 1/29/2023                     | 1/27/2023  | \$ 191.28   | \$ 33.00  | \$ 224.28      | 1/27/2023   | \$ 10.50  | \$ -  | \$ 112.50   | \$ 123.00      |
| 1/29/2023                     | 1/28/2023  | \$ 75.70    | \$ -      | \$ 75.70       | 1/28/2023   | \$ -      | \$ -  | \$ -        | \$ -           |
| Sunday                        | 1/29/2023  | \$ -        | \$ -      | \$ -           | 1/29/2023   | \$ -      | \$ -  | \$ -        | \$ -           |
|                               | 1/30/2023  | \$ -        | \$ -      | \$ -           | 1/30/2023   | \$ -      | \$ -  | \$ -        | \$ -           |
|                               | 1/31/2023  | \$ -        | \$ -      | \$ -           | 1/31/2023   | \$ -      | \$ -  | \$ -        | \$ -           |
|                               |            |             |           |                |             |           |       |             |                |
|                               | Total      | \$ 3,254.92 | \$ 786.00 | \$ 4,040.92    | Total       | \$ 480.50 | \$ -  | \$ 3,813.25 | \$ 4,293.75    |

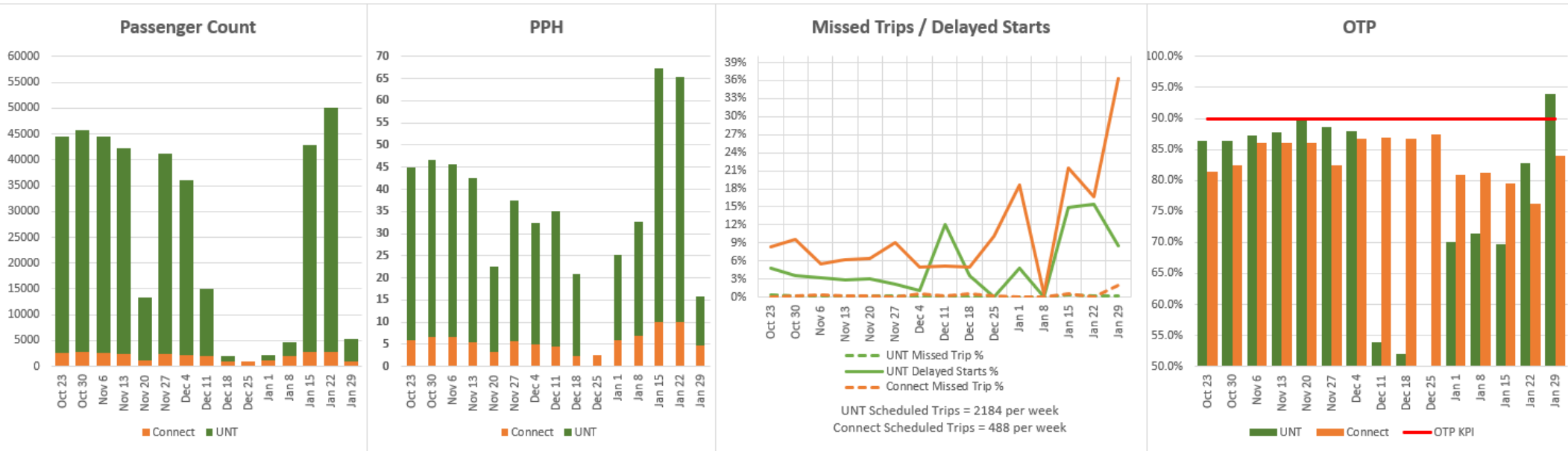
## January Recruitment



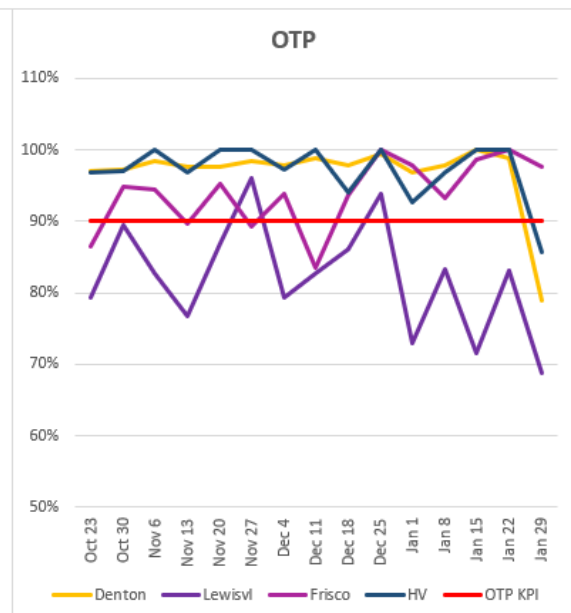
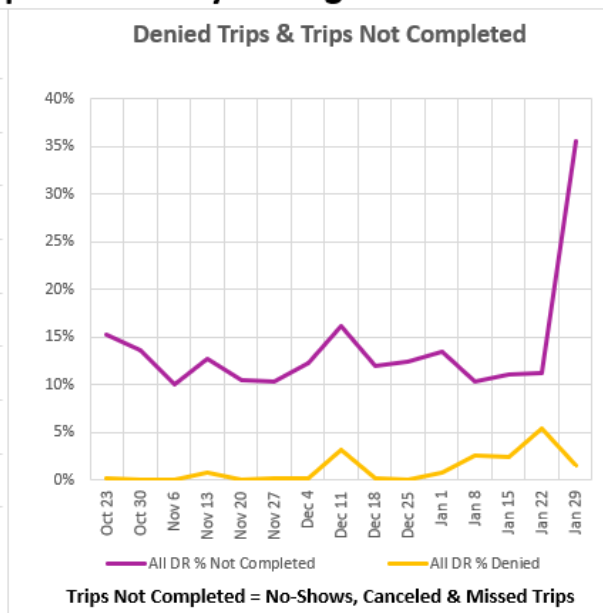
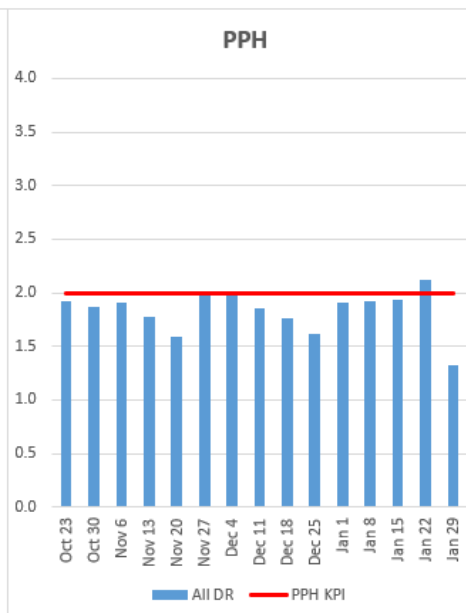
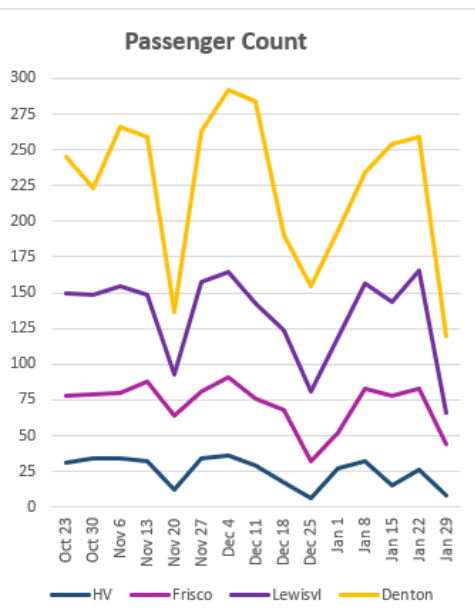
|                                       | CDL Operator | Parts Coordinator | Mechanic I | Mechanic II | Mechanic III | Office Coordinator | Payroll & Benefits Coordinator | Mobility Service Representative | Service Attendant | Dispatcher | Service Attendant | General Manager |
|---------------------------------------|--------------|-------------------|------------|-------------|--------------|--------------------|--------------------------------|---------------------------------|-------------------|------------|-------------------|-----------------|
| Number of Positions Open              | 11           | 1                 | 1          | 1           | 1            | 1                  | 1                              | 1                               | 1                 | 2          | 1                 | 1               |
| Total Applicants Applied              | 2            | 0                 | 0          | 0           | 0            | 0                  | 0                              | 1                               | 0                 | 0          | 1                 | 6               |
| Sourced Candidates / Invited to Apply | 28           | 7                 | 33         | 29          | 24           | 0                  | 4                              | 15                              | 20                | 25         | 10                | 0               |
| Applicants Sourced / Interested       | 2            | 0                 | 1          | 0           | 0            | 0                  | 0                              | 2                               | 0                 | 0          | 0                 | 0               |
| Interviews scheduled                  | 0            | 0                 | 0          | 0           | 0            | 0                  | 0                              | 0                               | 1                 | 0          | 1                 | 1               |
| Offer's Extended                      | 1            | 0                 | 0          | 0           | 0            | 0                  | 0                              | 1                               | 0                 | 0          | 1                 | 0               |
| Actual Hired                          | 0            | 0                 | 0          | 0           | 0            | 0                  | 0                              | 1                               | 0                 | 0          | 1                 | 0               |
| Qualified Candidates                  | 0            | 0                 | 0          | 0           | 0            | 0                  | 0                              | 0                               | 0                 | 0          | 1                 | 0               |

■ Number of Positions Open   
 ■ Total Applicants Applied   
 ■ Sourced Candidates / Invited to Apply   
 ■ Applicants Sourced / Interested   
 ■ Interviews scheduled   
 ■ Offer's Extended   
 ■ Actual Hired   
 ■ Qualified Candidates

## Fixed Route Weekly Rolling KPI's

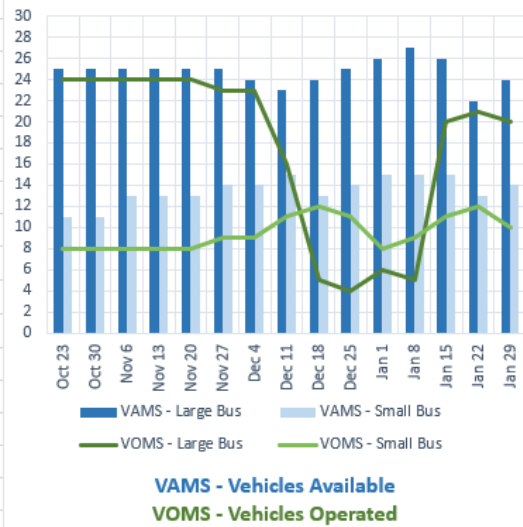


### Demand Response Weekly Rolling KPI's

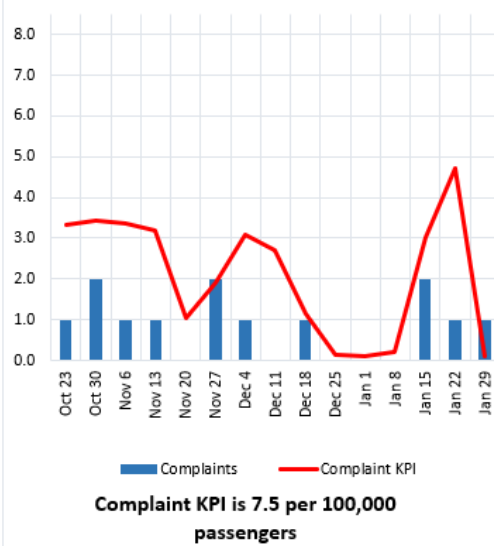


## Rolling Weekly Service Metrics

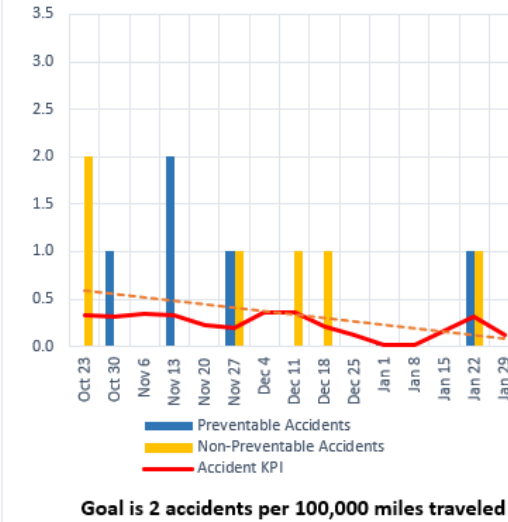
### Fleet Status



### Complaints



### Accidents



### Road Calls

