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Denton County Transportation Authority
Board of Directors' Meeting Minutes

The Board of Directors of the Denton County Transportation Authority convened with Chairman Charles Emery presiding at 3:02 p.m. November 17, 2011 at 1660 S. Stemmons, Suite 250, Lewisville, TX 75067. A quorum was present.

Board Members in Attendance
Charles Emery, Chairman, Lewisville
Charles Correll, Vice Chairman, Dntn Cnty Unincorp.
Paul Pomeroy, Highland Village
Tom Spencer, Small Cities
Dave Kovatch, The Colony
Bill Walker, Small Cities
Thomas Smith, Denton County at Large
Daniel Peugh, Corinth
Doug Peach, Little Elm
Jeff Snowden, Treasurer, Frisco
Skip Kalb, Small Cities

Member Absent
Richard Moore, Secretary, Denton
Jim Robertson, Flower Mound

Staff Members Present
Jim Cline, President
Anna Mosqueda, CFO / VP Finance
Jarod Varner, VP Bus Operations
Tom LeBeau, VP Rail Development
Dee Leggett, VP Communications and Planning

Joe Gorfida, General Counsel

Others in Attendance
Michael Leavitt, City of Highland Village
Mark Nelson, City of Denton

CALL TO ORDER – Chair Charles Emery called the meeting to order at 3:02 p.m. and announced the presence of a quorum of the Board of Directors.

PLEDGE OF ALLEGIANCE TO U.S. AND TEXAS FLAGS – Tom Smith led the Pledge of Allegiance to the US and Texas Flags.

INVOCATION – Charles Emery offered the invocation.

WELCOME AND INTRODUCTIONS OF VISITORS

1) CONSENT AGENDA*
   a) Approve Minutes of October 27, 2011 Board of Directors Meeting
   b) Approve Minutes of October 27, 2011 Board Work Session
   c) Approve Quarterly Investment Report
   -Motion to approve items 1a-c by Dave Kovatch, 2nd by Bill Walker. Motion carried. Doug Peach and Jeff Snowden abstained due to absence from October meetings.

2) FINANCIAL REPORTS
   a) Present and Accept Monthly Financial Report – Presented by Anna Mosqueda, CFO and VP Finance
      i) Financial Statement

ii) Capital Projects Fund
-Motion to Accept Monthly Financial Report by Charles Correll, 2nd by Tom Smith. Motion carried unanimously.

b) Present Sales Tax Report – Presented by Anna Mosqueda, CFO and VP Finance

3) BRIEFING AGENDA – reports were provided to the Board in monthly packets and posted for the public on the DCTA website. Departmental Vice Presidents provided briefings by exception and/or answered questions of the Board.
   a) Capital Projects Briefing – Tom LeBeau
   b) Communications and Planning – Dee Leggett
      i) 2035 Service Plan Update Presentation
   c) Transit Operations – Tom LeBeau and Jarod Varner

4) CHAIR REPORT – Chairman Emery gave an update on the following topics:
   a) Discussion of Regional and Legislative Issues
   b) Washington – Legislative Activities in Washington
   c) Committee Structure

5) REGULAR AGENDA
   a) Discussion / Approval of Bus Acquisition (ITEM PULLED BY STAFF)

   b) Discussion / Approval Updates to Disadvantaged Business Enterprise Program and Adopting Resolution 11-12 Establishing Disadvantaged Business Enterprise Goal

-Motion to approve updates to Disadvantaged Business Enterprise Program and adopting Resolution 11-12 establishing Disadvantaged Business Enterprise Goal by Dave Kovatch, 2nd by Skip Kalb. Motion carried unanimously

c) Discussion / Approval of Denton County Transportation Authority 2012 Benefits Plan

-Motion to approve DCTA Staff Benefit Plan and authorize President to negotiate and execute agreement, within budget, for Transit Management of Denton County employees made by Charles Correll, 2nd by Doug Peach. Motion carried unanimously.

d) Discussion / Approval of Bylaws

-Motion by Dave Kovatch to approve Bylaws with the changes below:

Delete:	Article I Section 3e
	Article III Section 9c
	Article IV Section 1 – Last sentence only
	Article IV Section 2
Change:	Article III Section 10b from 2/3 to 51% of vote

Motion 2nd (for discussion) by Daniel Peugh
Vote *requires 2/3 vote of Member City Representatives in order to pass*
Yes – 6 No – 5 Including 2 Member City Representatives
Vote does not carry

-Motion by Paul Pomeroy to adopt Bylaws as recommended by Bylaws Committee, 2nd by Bill Walker.
Vote *requires 2/3 vote of Member City Representatives in order to pass*
Yes – 6 Including 2 Member City Representatives No – 5
Motion carried.

6) PRESIDENTS REPORT – Jim Cline gave update on the following:
   a) Liability Coverage for Board of Directors

7) REPORTS ON ITEMS OF COMMUNITY INTERST – None
   a) Pursuant to Texas Government Section 551.0415 the Board of Directors may report on following items: (1) expression of thanks, congratulations, or condolences; (2) information about holiday schedules; (3) recognition of individuals; (4) reminders about upcoming DCTA and Member City events; (5) information about community events; and (6) announcements involving imminent threat to public health and safety.

8) CONVENE EXECUTIVE SESSION/CLOSED MEETING - None
   a) As Authorized by Section 551.071(2) of the Texas Government Code, the Meeting may be Convened into Closed Executive Session for the Purpose of Seeking Confidential Legal Advice from the General Counsel on any Agenda Item Listed Herein.

9) RECONVENE OPEN SESSION
   a) Reconvene and Take Necessary Action on Items Discussed during Executive Session.

10) ADJOURN 5:18 p.m.

The minutes of the November 17, 2011 meeting of the Board of Directors were passed, and approved by a vote on this 15th day of December, 2011.

Charles Emery, Chairman

ATTEST

Charles Correll, Vice-Chairman