



Board of Directors Regular Meeting

MAY 23, 2019 | 2:30 p.m.

**or immediately following Board Work Session scheduled at 1:30 p.m. on May 23, 2019*

To be held at Denton County Transportation Authority | Administrative Boardroom
1955 Lakeway Drive, Suite 260, Lewisville, Texas 75057

NOTICE IS HEREBY GIVEN that the DCTA Board of Directors will conduct its regular meeting at the time and location above to consider the following:

CALL TO ORDER

PLEDGE OF ALLEGIANCE TO US AND TEXAS FLAGS

INVOCATION

WELCOME AND INTRODUCTION OF VISITORS

1. PUBLIC COMMENT

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

2. CONSENT AGENDA

- a. Approval of Minutes for the Board Work Session and Regular Meeting on April 25, 2019
- b. Acceptance of Monthly Financial Statements – April 2019
- c. Approval of Budget Revision 2019-09 Fuel Tank/Bus Fueling Island

3. REGULAR AGENDA

- a. Discussion and Approval of Task Order no. 7 with Lockwood Andrews and Newnam (LAN) for PTC Phase III Track Study
- b. Discussion and Approval of Resolution R19-08 Authorizing the CEO to Expand Lewisville Elderly and Disabled Services to Designated Areas in Flower Mound
- c. Discussion and Approval of Resolution R19-07 Approving North Texas Mobility Corporation (NTMC) Resolution 2019-N007 Bylaw Amendment

4. CONVENE EXECUTIVE SESSION. The Board may convene the Regular Board Meeting into Closed Executive Session for the following:

- a. As Authorized by Section 551.071(2) of the Texas Government Code, the Regular Board 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.

- b. As Authorized by Texas Government Code Section 551.072 Deliberation regarding Real Property: Discuss acquisition, sale or lease of real property related to long-range service plan within the cities of Denton, Lewisville, Highland Village, or the A-train corridor.
- 5. RECONVENE OPEN SESSION
 - a. Reconvene and Take Necessary Action on Items Discussed during Executive Session.
- 6. CHAIR REPORT
 - a. Discussion of Regional Transportation Issues
 - b. Discussion Legislative Issues
 - i. Regional
 - ii. State
 - iii. Federal
- 7. CEO'S REPORT
 - a. Budget Transfers
 - b. Regional Transportation Issues
- 8. REPORT ON ITEMS OF COMMUNITY INTEREST
 - 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.
- 9. ADJOURN

Chair – Charles Emery
Vice Chair – Dianne Costa

Treasurer – Dave Kovatch
Secretary – Sara Bagheri

Members:
Tom Winterburn, Don Hartman, Allen Harris, Carter Wilson,
Connie White, Mark Miller, Ron Trees, Michael Savoie
Staff Liaison: CEO – Raymond Suarez

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

This notice was posted on 5/17/2019 at 11:17 AM.



Brandy Pedron, Executive Administrator | Open Records

Board of Directors Work Session Meeting Minutes for: April 25, 2018

Board of Directors Work Session Minutes

The Board of Directors of the Denton County Transportation Authority convened the work session of the Board of Directors with Charles Emery, Chairman presiding on April 25, 2019 at 1955 Lakeway Drive, Suite 260, Lewisville, Texas 75057.

Attendance

Small Cities

Skip Kalb
Connie White

Large Cities

Charles Emery, Lewisville, Chairman
Dianne Costa, Highland Village
Sara Bagheri, Denton
Mark Miller, Flower Mound
Tom Winterburn, Corinth
Joe Perez, The Colony Alternate
Ron Trees, Little Elm
Don Hartman, Denton County
Unincorporated @ 1:58
Dave Kovatch, Denton County At
Large, Treasurer

Board Members Absent

Michael Savoie, Small Cities
Allen Harris, The Colony
Carter Wilson, Frisco

Legal Counsel

Pete Smith

DCTA Staff

Raymond Suarez, Chief Executive Officer
Kristina Holcomb, Deputy Chief Executive
Officer
Marisa Perry, Chief Financial Officer, Vice
President of Finance
Michelle Bloomer, Vice President,
Operations

Other Attendees

Adrienne Hamilton, Communications
Manager
Lindsey Baker, Director of Strategic
Partnerships
Athena Forrester, Assistant Vice President of
Regulatory Compliance
Sarah Martinez, Director of Procurement
Whitney Trayler, Grants Manager
Chrissy Nguyen, Senior Accountant
Ann Boulden, Director of Capital
Development
Jonathan Strawther, Project Management
Specialist
Brandy Pedron, Executive Administrator

CALL TO ORDER: Chairman, Charles Emery, called the meeting to order and announced the presence of a quorum at 1:30 p.m.

*Raymond Suarez introduced Peggy Hinkle-Wolf, DRC and Emily Davis, Community Impact
Ann Boulden introduced new employee, Jonathan Strawther*



1. Monthly Financial Reports – *Marisa Perry, Chief Financial Officer, VP of Finance, provided a report on the following: No further discussion*
 - a. Financial Statements for March 2019
 - b. Capital Projects Budget Report for March 2019
 - c. Monthly Sales Tax Receipts
 - d. Quarterly Investment Report – *trending at 33 percent reserve fund*
 - e. Quarterly Grant Report
2. Update and Discussion Regarding Agency Initiatives / Intent
 - a. Local and Regional Transit System Growth
 - i. Collin County Commuter Vanpool – *Michelle Bloomer, Vice President of Operations, updated the Board on Collin County Commuter Vanpool. The North Texas Council of Governments (NCTCOG) approached DCTA about providing services in Collin County. DCTA submitted a letter of intent of interest. NCTCOG is discussing this further with DART*
 - ii. Trinity Metro I-35 Service Partnership – *Michelle Bloomer, Vice President of Operations, briefed the Board on the Trinity Metro I-35 Service Partnership. On February 1, 2019 Alliance Link Demand Response changed to ZipZone, a subsidy program originally scheduled for six months of service. Trinity Metro wants DCTA to continue the service with an 18-month extension.*
 - b. Improving Efficiencies and Maximizing City's Return on Investment
 - i. ELAP Status Update / FY2020 Budget Timeline – *Marisa Perry, CFO, gave a brief update on TTI Cost Model and ELAP Status Update and informed the Board that the DCTA May 2019 Finance Committee Meeting will be cancelled.*
 - ii. 86th Legislative Session Activities Update – *Lindsey Baker, Director of Strategic Partnerships, updated the Board on the 86th Legislative Session. The bill is at local and consent and is waiting to get scheduled. SB1066 will probably be on next week's calendar.*
 - c. Assessing Everything We Do with Innovation
 - i. North Texas Mobility Corporation (NTMC) Organizational Chart – *Kristina Holcomb, Deputy CEO presented the Board with an NTMC Flier update and an organizational flow chart.*
3. Discussion and Review of Regular Board Meeting Agenda Items
 - a. Leadership Development Services Contract with Strategic Government Resources – *Kristina Holcomb, Deputy CEO, briefed the Board on the agenda item*
 - b. Mobility-as-a-Service Contracts (MaaS)– *Sarah Martinez, Director of Procurement, discussed the MaaS: DCTA received 37 procurements and 33 were given to the Evaluation Team for review, 2 scored below the minimum and 31 are being presented to the Board. After discussion regarding the pre-approved budget item, it was agreed that DCTA staff will add a standing update on the Work Session agenda as a tracking item to give a monthly update on activities, commitments and expenditures.*



- c. City of Amarillo Interlocal Agreement for Gillig Bus Purchase Options – *Athena Forrester, presented the Interlocal Agreement for Gillig Bus Purchase Options for the City of Amarillo.*
 - d. The Retreat at Denton, LLC Agreement – *Michelle Bloomer, Vice President of Operations, announce the request from the Retreat at Denton, LLC for DCTA to provide shuttle service from the new apartments to UNT. This service would modify the North Texan route and will not increase hours but will increase miles. The developer will cover the \$13,000 annual cost increase.*
 - e. New Agency Policies – *Kristina Holcomb, Deputy CEO, presented the following policies to the Board for approval during the Regular Board meeting*
 - i. Access to Premises Policy
 - ii. Social Media Policy
 - iii. Media Relations Policy
 - f. Swiftly Contract Renewal - *Raymond Suarez, CEO announced that this item will be pulled from the agenda*
4. Convene Executive Session – *The Board did not convene into executive session at this time*
As Authorized by Texas Government Code Section 551.072 Deliberation regarding Real Property:
Discussed acquisition, sale or lease of real property related to long-range service plan within the cities of Denton, Lewisville, Highland Village, or the A-train corridor.
5. Reconvene Open Session – *Not applicable*
 - a. Reconvene and Take Necessary Action on Items Discussed during Executive Session
6. Discussion of Future Agenda Items – *Nothing discussed at this time.*
7. ADJOURN at 2:36 p.m.

The minutes of the March 25, 2018 Work Session meeting of the Board of Directors were passed and approved by a vote on this 23rd day of May 2019.

Charles Emery, Chairman

ATTEST

Sara Bagheri, Secretary



Board of Directors Regular Meeting Minutes for:

April 25, 2018

Board of Directors
Regular Meeting Minutes

The Board of Directors of the Denton County Transportation Authority convened the Regular Meeting of the Board of Directors with Charles Emery, Chairman presiding on April 25, 2018 at 1955 Lakeway Drive, Suite 260, Lewisville, Texas 75057.

Attendance

Small Cities

Skip Kalb
Connie White

Large Cities

Charles Emery, Lewisville, Chairman
Dianne Costa, Highland Village
Sara Bagheri, Denton
Mark Miller, Flower Mound
Tom Winterburn, Corinth
Joe Perez, The Colony Alternate
Ron Trees, Little Elm
Don Hartman, Denton County
Unincorporated @ 1:58
Dave Kovatch, Denton County At
Large, Treasurer

Board Members Absent

Michael Savoie, Small Cities
Allen Harris, The Colony
Carter Wilson, Frisco

Legal Counsel

Pete Smith

DCTA Staff

Raymond Suarez, Chief Executive Officer
Kristina Holcomb, Deputy Chief Executive
Officer
Marisa Perry, Chief Financial Officer, Vice
President of Finance
Michelle Bloomer, Vice President,
Operations

Other Attendees

Adrienne Hamilton, Communications
Manager
Ann Boulden, Director of Capital
Development
Jonathan Strawther, Project Management
Specialist
Brandy Pedron, Executive Administrator

CALL TO ORDER: Charles Emery, Board Chair, called the meeting to order and announced the presence of a quorum at 3:37 p.m.

PLEDGE OF ALLEGIANCE – led by Ron Trees

INVOCATOIN – led by Tom Winterburn

WELCOME AND INTRODUCTION OF VISITORS – None at this time



1. PUBLIC COMMENT – *no public comments at this time*

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

2. SERVICE AWARD – Skip Kalb – *Raymond Suarez and Charles Emery presented a service plaque to Skip Kalb for his 15 years of service on the DCTA Board.*

3. CONSENT AGENDA

- a. Approval of Minutes for the Board Work Session and Regular Meeting on March 28, 2018.
- b. Acceptance of Monthly Financial Statements for March 2019
- c. Acceptance of Quarterly Investment Report
- d. Acceptance of Quarterly Grant Report
 - *A Motion to approve the Consent Agenda items (a and d) was made by Sarah Bagheri. The motion was seconded by Dianne Costa. Motion passed unanimously by the Board with no abstentions.*

4. REGULAR AGENDA

- a. Discussion and Approval of Leadership Development Services Contract with Strategic Government Resources (SGR) – *Presented for discussion by Kristina Holcomb, Deputy CEO. Staff recommends to award contract to SGR to assist the agency with leadership development services including Board Governance, organizational process development, workplace and employee assessments, organizational process development and help infuse the leadership philosophy throughout the agency.*
 - *A Motion to approve the Regular Agenda item (a) was made by Connie White. The motion was seconded by Dave Kovatch. Motion passed unanimously by the Board with no abstentions.*
- b. Discussion and Approval of Mobility-as-a-Service Contracts – *Presented for discussion by Kristina Holcomb, Deputy CEO. A Request for Proposals (RFP) for Mobility-as-a-Service was released on January 16, 2019 and DCTA received 37 proposals in the RFP process. These vendors will assist DCTA in providing mobility services to contract cities as well as member cities. The list of firms was provided to the Board. There are 31 firms DCTA recommends providing award of contract to. In presenting this RFP, DCTA held webinars and leveraged our network with the Texas Innovation Alliance, APTA and Council of Governments to help broadcast the RFP. There were four sub-categories under demand response considered ranging from technology services, vehicles, scooters, app base, or service/technology components. Staff is recommending the*

Board authorize the CEO to negotiate and execute on-call Mobility-as-a-Service contracts with each of the thirty-one (31) firms listed on the attached list and a total annual contract value of \$2,400,000 for all task orders issued under the master on-call contracts. Additional language requested by the Board: "Staff will provide a monthly update to the Board of Directors on all Mobility-as-a-Service commitments, activities and expenditures".

- *A Motion to approve the Regular Agenda item (b) as amended to include requested language as stated above was made by Mark Miller. The motion was seconded by Dave Kovatch. Motion passed unanimously by the Board with no abstentions.*
- c. Discussion and Approval City of Amarillo Interlocal Agreement for Gillig Bus Purchase Options – *Presented for discussion by Marisa Perry, Chief Financial Officer, Vice President of Finance. This item is an ILA with the City of Amarillo to use eight of our 30 remaining, unused options for the purchase of large heavy-duty buses that expires on June 3, 2020. Based on DCTA's current and planned services, staff does not anticipate the need to purchase any additional large heavy-duty buses during this time. Staff recommends the Board of Directors authorize the CEO to execute an Interlocal Agreement with the City of Amarillo, allowing the City to use options assigned to DCTA to purchase Gillig buses.*
 - *A Motion to approve the Regular Agenda item (c) was made by Mark Miller. The motion was seconded by Dave Kovatch. Motion passed unanimously by the Board with no abstentions.*
- d. Discussion and Approval of an agreement with The Retreat at Denton, LLC – *Presented for discussion by Michelle Bloomer, Vice President Operations. Landmark Properties approached University of North Texas (UNT) to request a bus stop for the benefit and convenience of their residents at the new 700 plus bed complex located west of IH 35 near Apogee Stadium named Retreat at Denton. UNT and the developer approached DCTA, as the official provider UNT's shuttle services. DCTA is proposing to serve this new housing development with a modification to the current North Texas shuttle route. The property owner has agreed to an annual contribution of \$13,000 to offset the cost of the services. Staff is requesting the Board authorize the CEO to execute the agreement with The Retreat at Denton, LLC and authorize the CEO to negotiate and execute future agreements.*
 - *A Motion to approve the Regular Agenda item (d) was made by Skip Kalb. The motion was seconded by Connie White. Motion passed unanimously by the Board with no abstentions.*
- e. Discussion and Approval of New Agency Policies – *Presented for discussion by Kristina Holcomb, Deputy CEO. DCTA's Employee Handbook currently does not outline policies and procedures relating to access to agency facilities, social media utilization or media relations protocols. DCTA Staff recommends the Board approve the proposed policies for inclusion in the DCTA Employee Handbook.*
 - i. Access to Premises Policy
 - ii. Social Media Policy
 - iii. Media Relations Policy



- *A Motion to approve the Regular Agenda item (e) was made by Dianne Costa. The motion was seconded by Connie White. Motion passed unanimously by the Board with no abstentions.*

f. Discussion and Approval of Swiftly Contract Renewal – *This item was removed from the agenda*

5. Convene Executive Session. The Board may convene the Regular Board Meeting into Closed Executive Session for the following: - *The Board did not meet in executive session at this time*

6. Reconvene Open Session – *Not applicable*

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

7. CHAIR REPORT – *Charles Emery briefly stated DCTA's good standing with the Regional Transportation Council (RTC); there is a meeting with Michael Morris scheduled for later in the month; Judge Andy Eads will be Chair of the RTC beginning in June or July*

- a. Discussion of Regional Transportation Issues – *Charles Emery noted that Denton County's air quality has improved slightly and that the region is growing by 125 thousand per year.*
- b. Discussion Legislative Issues
 - i. Regional State
 - ii. Federal

8. CEO'S REPORT

- a. Budget Transfers – *No budget transfers at this time*
- b. Regional Transportation Issues – *Raymond Suarez briefly discussed the following:*
 - *Raymond Suarez attending the APTA CEO Seminar. Some of the discussions were around data analytics and unemployment – difficulty in finding drivers industry wide and discussions on how to attract employees in the public transit sector*
 - *Raymond Suarez announce his presence on the United Way Board of Directors*
 - *Raymond discussed a meeting with Judge Andy Eads regarding regional planning in Denton and Collin counties by working together and how DCTA can contribute by utilizing our resources*

9. REPORT ON ITEMS OF COMMUNITY INTEREST

- 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.
 - *Dave Kovatch suggested to cancel the May Program Services Committee meeting and noted t discuss the role of the Program Services Committee in the July meeting as changes come to the Board structure.*
 - *Dianne Costa informed the Board that she spoke to the Highland Village Council about the Maas and other innovative and good things that DCTA is initiating.*



- Kristina Holcomb, Deputy CEO, announced that Brandy Pedron will add the APTA Seminars and Events the weekly event log.

10. ADJOURN – *The meeting was adjourned at 4:14 p.m.*

The minutes of the March 28, 2018 Regular meeting of the Board of Directors were passed and approved by a vote on this 25th day of April 2019.

Charles Emery, Chairman

ATTEST

Sara Bagheri, Secretary



Board of Directors Memo

May 23, 2019

SUBJECT: Approval of Budget Revision 2019-09 Fuel Tank/Bus Fueling Island

Background

DCTA has completed the construction of a fuel island and additional parking at the Rail O&M Facility to accommodate the Lewisville fleet. The tank is equipped with our fleet monitoring system, Fleet Watch, however Fleet Watch will not continuously monitor the tank volume or environmental conditions.

Identified Need

In order to properly reconcile fuel usage of those buses located at the Rail Operations & Maintenance Facility, we need to install a monitoring system that will remotely capture and record the tank contents and environmental conditions. Fleet Watch does not provide this function. This budget amendment will provide the funds to purchase and install the appropriate tank monitoring hardware and software.

Financial Impact

The additional funds will be transferred from the Rail Capital Maintenance 2019 project so there will be no bottom line impact to the FY19 budget.

Recommendation

Staff recommends the Board of Directors approve Budget Revision 2019-09 for the additional \$25,000 for the Fuel Tank/Bus Fueling Island.

Exhibits

Exhibit 1: Budget Transfer 2019-09 Fuel Tank.

Submitted By: _____

Amanda Riddle, Budget Manager

Final Review: _____

Marisa Perry, CPA

Chief Financial Officer/VP of Finance

Approval: _____

Raymond Suarez, CEO

DENTON COUNTY TRANSPORTATION AUTHORITY (DCTA)

BUDGET TRANSFER / REVISION REQUEST

Number: 2019-09

TRANSACTION TYPE: Transfer ☒
 Revision ☐

		Current Budget Amount	Budget Revision Amount	Adjusted Budget Amount
FROM:	61719 Rail Capital Maintenance 2019	\$ 2,475,000.00	(\$25,000.00)	\$ 2,450,000.00
TO:	50305 Fuel Tank	\$ 1,012,000.00	\$25,000.00	\$ 1,037,000.00
		\$ 3,487,000.00	\$ -	\$ 3,487,000.00

EXPLANATION: In order to properly reconcile fuel usage of those buses located at the Rail Operations & Maintenance Facility, we need to install a monitoring system that will remotely capture and record the tank contents and environmental conditions. Fleet Watch does not provide this function. This budget amendment will provide the funds to purchase and install the appropriate tank monitoring hardware and software. The additional funds will be transferred from the Rail Capital Maintenance 2019 project so there will be no bottom line impact to the FY19 budget.

DATE: 5.14.2019

REQUESTED BY:



DATE: 5.14.2019

REVIEWED BY:



DATE: 5.16.2019

CEO:





Board of Directors Memo

May 23, 2019

SUBJECT: Discussion and Approval of Task Order No. 7 with Lockwood Andrews and Newnam (LAN) for PTC Phase III Track Study

Background

DCTA was awarded a grant under the FRA's Consolidated Rail Infrastructure and Safety Improvements (CRISI) program for the integration of our Train Control system and our Temporary Speed Restriction (TSR) system. In addition to this work, an evaluation of existing track geometry is needed to see if operating speeds of train can be increased on main line track and curves to offset delays caused by implementation of current E-ATC technology. Any speed improvement if identified, would benefit immensely in fine tuning the E-ATC system to achieve lesser transit times.

Identified Need

LAN will evaluate the track curves to determine if modifications can be made to the existing operating speeds. LAN will develop reports and assist with engineering support as necessary during the track study. DCTA must complete the study and obtain approval from FRA to meet the requirements of the funding source. DCTA has received pre-award authority to assist with the reimbursement of the cost of the track study.

Committee Review


This item was presented to the Executive Committee on May 14, 2019.

Financial Impact

The total cost of the task order shall not exceed \$150,000 and will be paid from the current budget. Upon approval of the FRA grant, the costs will be reimbursed at 80%.

Recommendation

DCTA Staff recommends the Board of Directors approve Task Order No. 7 with Lockwood Andrews and Newnam (LAN) for Track Study for Phase III of PTC for a maximum amount of \$150,000.

Submitted By:  for,
Athena Forrester/AVP of Regulatory Compliance

Final Review: 
Michelle Bloomer/VP of Operations

Approval: 
Raymond Suarez/Chief Executive Officer



Board of Directors Memo

May 23, 2019

SUBJECT: Discussion and Approval of Resolution R19-08 Authorizing the CEO to Expand Lewisville Elderly and Disabled Services to Designated Areas in Flower Mound

Background

Access services, for the elderly and individuals with disabilities, is provided within the three (3) member cities. A group of current Access customers approached the City of Lewisville to request assistance in accessing medical facilities within the Town of Flower Mound. In March 2019, DCTA staff meet with the City of Lewisville and Town of Flower Mound to discuss potential service options.

At the request of the City of Lewisville, staff is recommending providing service to designated portions of Flower Mound utilizing Lyft. For those trips that cannot be accommodated on Lyft, DCTA would either directly provide those trips, or contract with SPAN to provide those trips.

Identified Need

City of Lewisville residents have requested the ability to access doctor's offices and other medical facilities located within Flower Mound, which is currently not served by DCTA.

Committee Review

This item was presented to the Program Services Committee on at their January 15, 2019 and March 19, 2019 meetings, and at the January 24, 2019 Board Work Session.

Financial Impact

The costs associated with this service will be covered by existing funding in the FY 2019 Budget.

Recommendation

Staff recommends the Board of Directors approve Resolution R19-08 Authoring the CEO to Expand Lewisville Elderly and Disabled Services to Designated Areas in Flower Mound

Exhibits

Exhibit 1: DCTA Resolution R19-08 Authorizing the CEO to Expand Lewisville Elderly and Disabled Services to Designated Areas in Flower Mound

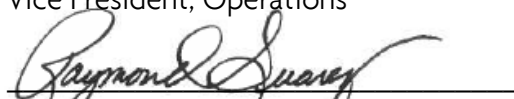
Exhibit 2: Letter of Support from the City of Lewisville 05.14.2019

Submitted By:


Michelle Bloomer,

Vice President, Operations

Approval:


Raymond Suarez, CEO

**DENTON COUNTY TRANSPORTATION AUTHORITY
RESOLUTION NO. R19-08**

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE DENTON COUNTY TRANSPORTATION AUTHORITY AUTHORIZING THE CEO TO EXPAND LEWISVILLE ELDERLY AND DISABLED SERVICES TO DESIGNATED AREAS IN FLOWER MOUND; PROVIDING A REPEALING CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Access is a shared ride, origin to destination, paratransit service that provides transportation for disabled residents and visitors in Lewisville, Denton and Highland Village.

WHEREAS, DCTA desires to authorize the CEO to take the necessary action to expand service for the City of Lewisville for Lewisville residents who are Access customers for transportation to medical facilities located in Flower Mound.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DENTON COUNTY TRANSPORTATION AUTHORITY, THAT:

SECTION 1. The Denton County Transportation Authority Board of Directors hereby authorizes the CEO to take the necessary action expand Lewisville elderly and disabled services to designated areas in Flower Mound.

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

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

DULY PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF THE DENTON COUNTY TRANSPORTATION AUTHORITY THE 23RD DAY OF MAY, 2019.

APPROVED:

Dianne Costa, Vice Chairman

ATTEST:

Sara Bagheri, Secretary

APPROVED AS TO FORM:

A handwritten signature in cursive script that reads "Peter G. Smith". The signature is written in black ink and is positioned above a horizontal line.

Peter G. Smith, General Counsel
(PGS:5-16-19:TM 108046)



LEWISVILLE

Deep Roots. Broad Wings. Bright Future.

May 14, 2019

Denton County Transportation Authority
Raymond Suarez
P.O. Box 96
Lewisville, Texas 75067

Mr. Suarez,

A large group of senior citizens and disabled residents living within the City of Lewisville have expressed concern that they cannot use public transit to access their doctors' offices located in Flower Mound, Texas. This is because DCTA currently does not provide services within the City of Flower Mound. The City of Lewisville requests that DCTA extend limited services for the elderly and disabled residents of Lewisville to travel to their doctors' offices located within the boundaries of the Flower Mound medical area, an area with boundaries as shown in the attached map.

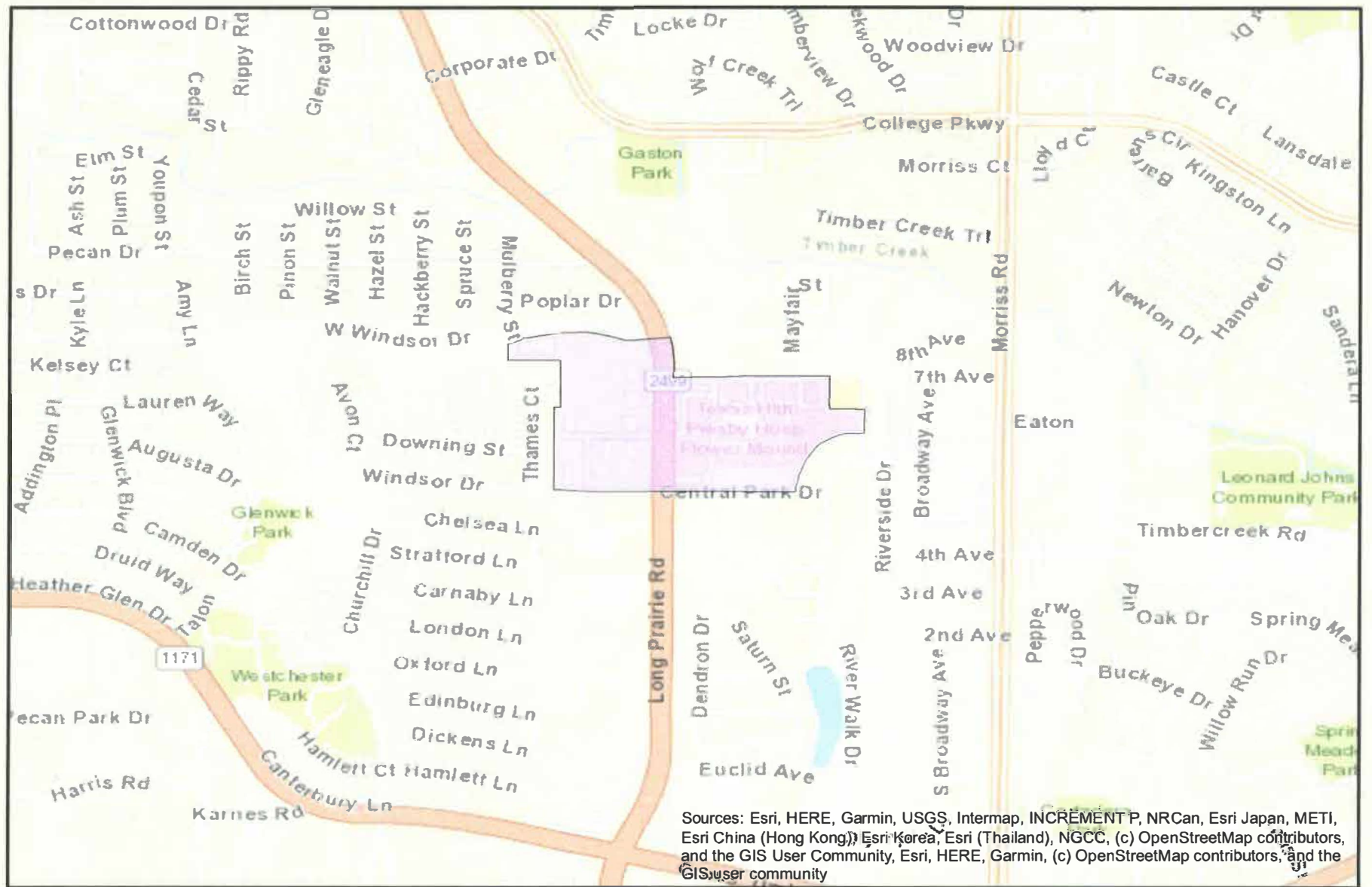
Based on our conversations, it is our understanding that DCTA will provide a partially-subsidized ride-share program by leveraging Lyft, Uber or other similar ride-sharing services. This partial subsidy would allow residents to pay the same amount they would otherwise pay for a bus ticket, and it would allow them to cross municipal boundaries. You also advised that a different type of transport may be required to provide services to individuals with wheel chairs.

Claire Powell will be the contact person for this project. We are requesting that we be involved with working with you and our senior citizen community in implementation of this program. We look forward to continuing our partnership with DCTA to promote the connectivity and mobility of our community and region. Please let us know if you need any additional information.

Sincerely,

Donna Barron
City Manager
City of Lewisville, Texas

Cc: Nancy Sansom, nancysansom@comcast.net
Cc: Bobbie Mitchell, County Commissioner, Precinct 3



Extended DCTA Services

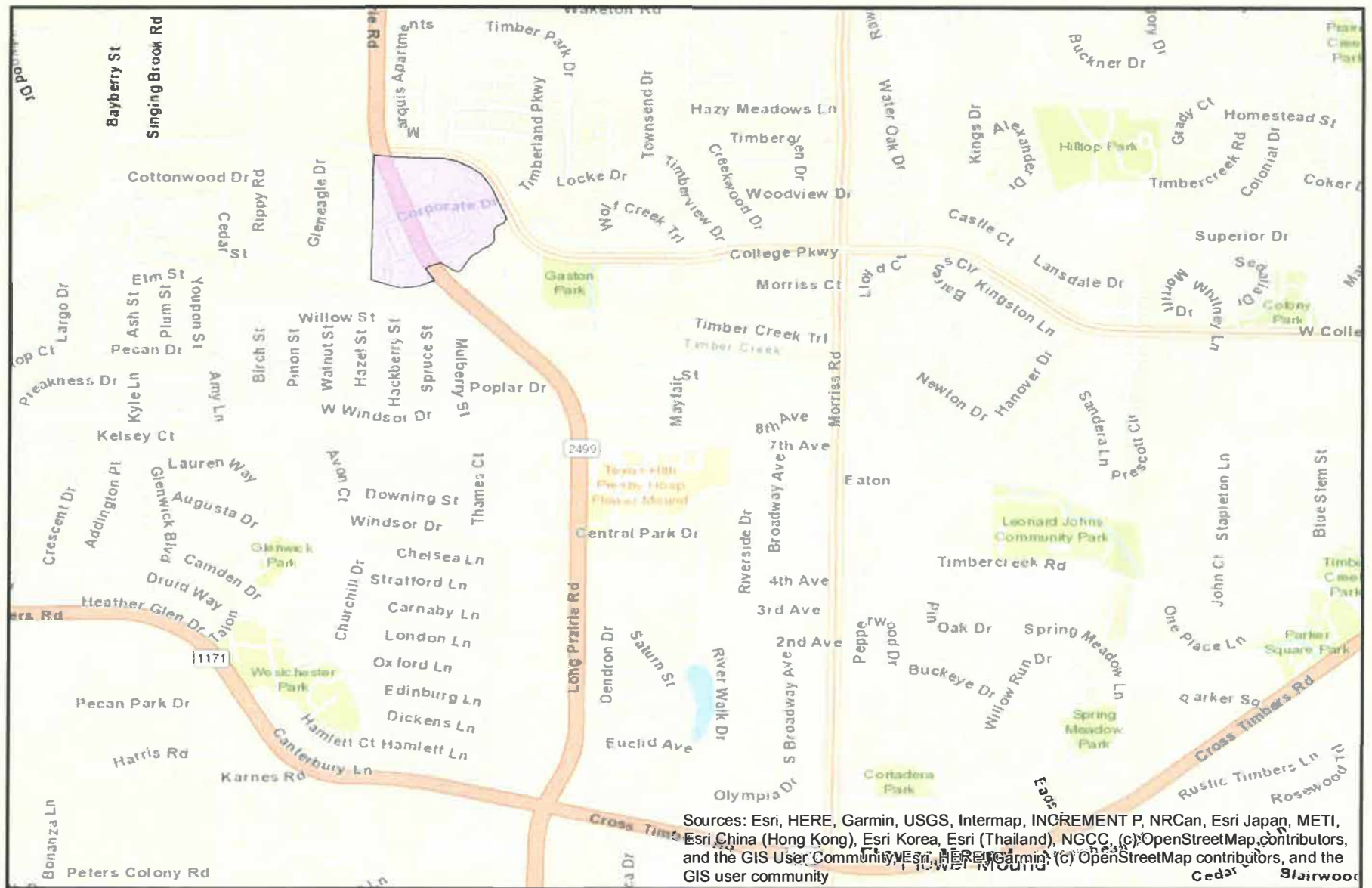


LEWISVILLE

Keep Texas Beautiful

0 0.075 0.15 0.3 0.45 0.6 Miles





Sources: Esri, HERE, Garmin, USGS, Intermap, INCREMENT P, NRCan, Esri Japan, METI, Esri China (Hong Kong), Esri Korea, Esri (Thailand), NGCC, (c) OpenStreetMap contributors, and the GIS User Community, Esri, HERE, Garmin, (c) OpenStreetMap contributors, and the GIS user community

Extended DCTA Services



LEWISVILLE

One Team. One Vision. One Future.

0 0.125 0.25 0.5 0.75 1 Miles





Board of Directors Memo

May 23, 2019

SUBJECT: Discussion and Approval of Resolution R19-07 Approving North Texas Mobility Corporation (NTMC) Resolution 2019-N007 Bylaw Amendment

Background

The Bylaws for NTMC were adopted by the DCTA Board on February 28, 2019 and adopted by the NTMC Board on April 16, 2019. NTMC Resolution 2019-N007 Amending the North Texas Mobility Corporation (NTMC) Bylaws was approved by the NTMC Board on May 23, 2019.

Identified Need

Section 4.06 of the current NTMC bylaws reads:

4.06 Annual Budget.

(a) No later than ninety (90) days 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.

This 90-day deadline does not align with the DCTA budget development, review, and approval schedule for the fiscal year. Staff is proposing an amendment to the bylaws to remove the 90-day deadline to read:

4.06 Annual Budget.

(a) ~~No later than ninety (90) days prior~~ 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.

Recommendation


Staff recommends the Board of Directors approve Resolution R19-07 Approving North Texas Mobility Corporation (NTMC) Resolution 2019-N007 Bylaw Amendment.


Exhibits

Exhibit 1: Resolution R19-07 Approving North Texas Mobility Corporation (NTMC) Resolution 2019-N007 Bylaw Amendment

Attachment 1: NTMC Resolution 2019-N007 Amending North Texas Mobility Corporation (NTMC) Bylaws

Attachment 2: Redline of NTMC Bylaws

Submitted By: 
Marisa Perry, CPA
Chief Financial Officer/VP of Finance

Approval: 
Raymond Suarez, CEO

**DENTON COUNTY TRANSPORTATION AUTHORITY
RESOLUTION NO. R19-07**

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE DENTON COUNTY TRANSPORTATION AUTHORITY APPROVING THE NORTH TEXAS MOBILITY CORPORATION'S ("NTMC") RESOLUTION NO. 2019-N007 APPROVING AN AMENDMENT TO THE NTMC BYLAWS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Board of Directors of the North Texas Mobility Corporation ("NTMC") has adopted Resolution No. 2019-N007 approving an amendment to Section 4.06(a) of the NTMC Bylaws and has presented such amendment for consideration by the DCTA Board of Directors for approval pursuant to Section 8.06 of the NTMC Bylaws; and

WHEREAS, upon full review and consideration of the amendment to the NTMC Bylaws set forth in NTMC Resolution No. 2019-N007, and all matters related thereto, the Board of Directors of the Denton County Transportation Authority is of the opinion and finds that such Bylaws amendment should be approved;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DENTON COUNTY TRANSPORTATION AUTHORITY, THAT:

SECTION 1. The amendment to Section 4.06(a) of the Bylaws of the North Texas Mobility Corporation set forth in NTMC Resolution No. 2019-N007 is hereby approved.

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

DULY PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF THE DENTON COUNTY TRANSPORTATION AUTHORITY THE 23RD DAY OF MAY 2019.

APPROVED:

Dianne Costa, Vice Chairman

ATTEST:

Sara Bagheri, Secretary

APPROVED AS TO FORM:



Peter G. Smith, General Counsel
(PGS:5-16-19:TM 108066)

RESOLUTION NO. 2019-N007

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTH TEXAS MOBILITY CORPORATION APPROVING AN AMENDMENT TO THE BYLAWS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the North Texas Mobility Corporation desires to amend Article IV, Financial Responsibilities, section 4.06, Annual Budget, of the Bylaws with respect to the procedures for adopting the Corporations annual budget; and;

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

SECTION 1. The Bylaws of the North Texas Mobility Corporation are amended by amending Article IV, Financial Responsibilities, Section 4.06, Annual Budget to read as follows:

**“ARTICLE IV
Financial Responsibilities**

...

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.

...”

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

DULY PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF THE NORTH TEXAS MOBILITY CORPORATION THE 23RD DAY OF MAY 2019.

APPROVED:

Kristina Holcomb, President

ATTEST:

Brandy Pedron, Secretary
(PGS:5-15-19:TM 108001)

**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. issue debt or enter into and administer other contractual obligations to carry out the purposes of the Corporation;
- C. own, lease, maintain and dispose of real and personal property; and
- D. 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, 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 each of the Authority or as otherwise allowed by these Bylaws.

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 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 resolution 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.

ARTICLE III Officers

3.01 *Titles and Term of Office.* The officers of the Corporation shall be a President, one or more Vice Presidents, 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 or Vice-President may sign and execute all bonds, notes, 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, 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 *Powers and Duties of the Vice President.* The Vice President shall have such powers and duties as may be assigned to such person by the Board or the President, including the performance of the duties of the President upon the death, absence, disability, or resignation of the President, or upon the President's inability to perform the duties of such office. Any action taken by the Vice President 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.

3.04 *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.

3.05 *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. 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.

3.06. *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).

3.07 *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.*

(a) The Corporation, with the approval of the Authority, is authorized to issue short-term debt in the form of bonds, notes, and other obligations which by their terms mature and are payable not later than one (1) year from their initial date of issuance. Where possible, the amount and purpose of the short-term debt shall be projected by the Corporation in its annual budget to the Authority. The Authority shall be given the first opportunity to provide these funds before the Board incurs debt.

(b) The Corporation, with the approval of the Authority, is authorized to issue long-term debt in the form of bonds, notes, and other obligations which by their terms mature and are payable beyond one (1) year from their initial date of issuance. Long term debt may be issued to finance capital improvements and costs related thereto, and to refund or refinance any outstanding bonds, notes, or obligations issued or incurred by the Corporation, or for such other reasons as may be approved by the Authority.

(c) Short-term debt as defined in Subsection (a) and long-term debt as defined in Subsection (b) of this Section 4.03 may be issued only if:

(i) the issuance of said debt is approved by a majority of the entire Board; and

(ii) the issuance of said debt is approved by resolution or ordinance of the Authority.

(d) Any debt issuance approved by the Authority shall be paid from any source or sources permitted by law including the income and revenue of the Corporation.

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.

Deleted: No later than ninety (90) days p

(b) The Budget shall, at a minimum, include capital, operational, debt service 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, arbitrative 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

Additional Duties and Authority of the President; Employees

6.01 *Additional Powers and Duties of the President.*

(a) *Responsible for hiring and supervision of Employees.* The President shall be responsible for hiring 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 President shall be terminable at-will and not be provided any term or promise of employment.

(c) *Spending Authority.* The President is authorized to approve expenditures, make purchases, and enter into contracts on behalf of the Corporation which require an expenditure not to exceed \$50,000 without Board approval as long as funds are budgeted and are available for the expenditure.

(d) *Annual Budget.* The President is responsible for the preparation of the Corporation's annual budget for consideration and approval by the Board.

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.

Approved by DCTA Board of Directors on February 28, 2019

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

Deleted: __,