



Board of Directors Meeting Minutes for:

October 24, 2019

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 Dianne Costa, Vice Chair presiding on October 24, 2019 at 1955 Lakeway Drive, Suite 260, Lewisville, Texas 75057.

Attendance

Voting Members

Dianne Costa, Chair, Highland Village
TJ Gilmore, Vice Chair, Lewisville
Randall Chrisman, Secretary,
Denton County #1
Chris Watts, Denton
Sam Burke, Denton County #2

Non-voting Members

Tom Winterburn, Corinth
Mark Miller, Flower Mound
Ron Trees, Little Elm
Allen Harris, The Colony
Carter Wilson, Frisco
Connie White, Small Cities
Michael Savoie, Small Cities @ 3:15 pm

Legal Counsel

Joe Gorfida
Frank Stevenson, Locke Lord
David Allen, Locke Lord

DCTA Executive Staff

Raymond Suarez, Chief Executive Officer
Kristina Holcomb, Deputy Chief Executive Officer
Marisa Perry, Chief Financial Officer, Vice President of
Finance
Nicole Recker, Vice President of Marketing and
Administration
Michelle Bloomer, Vice President Operations

Other DCTA Staff Attendees

Lindsey Baker, Director of Strategic Partnerships
Amanda Riddle, Senior Manager of Budget
Amber Karkauskas, Controller
Adrienne Hamilton, Sr. Manager of Marketing and
Communications
Brandy Pedron, Executive Administrator

Public Attendees

Shannon Joski, Denton County #1 Alternate
Claire Powell, Lewisville Alternate
Michael Leavitt, Highland Village Alternate
Brandi Bird, Bird Advocacy and Consulting
Stan Nixon, UNT Assistant Director, Transit and
Special Projects
Peggy Hinkle-Wolf, DRC
Jim Owen

CALL TO ORDER: *Dianne Costa, Vice Chair, called the meeting to order and announced the presence of a quorum at 12:03 p.m.*

PLEDGE OF ALLEGIANCE – *led by Sam Burke*

INVOCATOIN – *led by Dianne Costa*

WELCOME AND INTRODUCTION OF VISITORS – *none*

BYLAW MODIFICATION WORKSHOP - *Lindsey Baker, Director of Strategic Partnerships, provided an overview of the Bylaws Modification process. Frank Stevenson, Locke Lord LLP, facilitated the discussion as continued from the September Board meeting with the objective to find continued alignment across all Board members.*

- *After discussion of the Bylaws, Dianne Costa, Chair, made a motion that the final bylaws brought to the Board would contain a provision whereby non-voting members would be included to attend all Executive/Closed sessions for 1 year with the intention of the Board to revisit the subject matter at the end of 1 year and, unless voted to change under super-majority vote, would continue. The motion was seconded by Randall Chrisman. All in favor: Dianne Costa, Randall Chrisman, Sam Burke. Opposed: Chris Watts, TJ Gilmore. Motion fails because two of the Founding Members did not vote in favor of the motion. At the next DCTA Board meeting Locke Lord will present the agreed upon changes made today and 2 versions of the Bylaws will be brought back to the Board for action.*

COST ALLOCATION MODEL DISCUSSION – *Michael Walk, Research Scientist and Program Manager, Transit Mobility Program with Texas A&M Transportation Institute (TTI), provided an explanation and presentation of the framework established for the proposed cost allocation model. The Board reviewed the output TTI provided.*

PUBLIC COMMENT – *No public comment at this time*

CONSENT AGENDA

1. Approval of September 26, 2019 Minutes
 - *A Motion to approve the Consent Agenda item 1 was made by Randall Chrisman, Secretary. The motion was seconded by Sam Burke. Motion passed unanimously by the Board with no abstentions.*

REGULAR AGENDA

1. Financial Investment Policies Presentation and Consider Resolution R19-12 Approving the Financial Management Policies and Annual Investment Policy for FY2020
 - *Marisa Perry provided the Board a brief background and introduced Scott McIntyre with Hilltop Securities Asset Management. Mr. McIntyre provided the Board a presentation on the Financial Investment Policies and Annual Investment Policy for FY2020.*
 - *A Motion to approve Resolution R19-12 Approving the Financial Management Policies and Annual Investment Policy for FY2020 was made by Chris Watts subject to the following change on Page 41 of the packet (Debt Management Policy, item e.): "The DCTA's annual audited financial report will be sent to EMMA as soon as the external auditor issues the report and it has been ~~presented to~~ approved by the Board of Directors". The motion was seconded by TJ Gilmore, Vice-Chair. Motion passed unanimously by the Board with no abstentions.*
2. Consider Monthly Financial Statements for September 2019
 - *Financial Statements – Marisa Perry reported the following: The reports presented for the period ending September 30, 2019 include the Statement of Change in Net Position, Statement of Net Position, and Capital Projects Fund. These reports provided a comparison of budget vs. actual for the fiscal year as of the current month.*
 - *Capital Projects Budget report presented to the Board.*
 - *A Motion to approve the Regular Agenda item 2 was made by Chris Watts. The motion was seconded by Sam Burke. Motion passed unanimously by the Board with no abstentions.*

3. Presentation and Discussion of Monthly Financial Reports for September 2019
 - Monthly Sales Tax Receipts – *Marisa Perry reported the following: Sales tax represents the single largest source of revenue for DCTA at 64.13% for the Fiscal Year 2019 budget. The annual sales tax budget for FY19 is \$28,450,180. Because of its importance in funding of DCTA's ongoing operations, the Board adopted a Budget Contingency Plan that outlines the Agency's response when declines in sales tax hit a specific target. Sales tax reports were presented to the Board. This month, receipts were unfavorable compared to budget by 3.39%, or \$81,072. Sales tax for sales generated at retail in September and received in October was \$2,312,424. Compared to the same month last year, sales tax receipts are \$31,527 or 1.35% lower. Member city collections: Lewisville down 3.29%, Denton up 3.47%, and Highland Village up 11.20%.*
 - Monthly Mobility-as-a-Service (MaaS) Update – *Marisa Perry gave the Board a monthly update on MaaS commitments, activities and expenditures as follows: to-date, 26 contracts have been fully executed with four remaining to be executed. No task orders have been issued to-date.*
 - Budget Transfers – *Marisa Perry reported that there were no budget transfers completed in the month of September.*
4. New Member Policy Discussion – *Dianne Costa discussed with the Board a proposed timeline for the Board's review of the Agency's New Member Policy. The current New Member Policy will be shared with the Board in the weekly email for the Board's review.*
5. North Texas Mobility Corporation (NTMC) Board Appointment – *A Motion to table this agenda item until the next Board meeting was made Chris Watts. The motion was seconded by Randall Chrisman, Secretary. Motion passed unanimously by the Board with no abstentions.*
6. Transformation Initiative Scope of Services – *Raymond Suarez and Nicole Recker provided the Board with an overview of the Agency Transformation Initiative and the Transformation Initiative RFQ Timeline. The Board held brief discussion regarding the Draft RFQ, the first task order, holding a visioning session and requested more time. A new time line will be drafted and sent to the Board in the weekly email.*
7. Access Service Overview – *A Motion to table this agenda item until the January 2020 Board meeting was made Chris Watts. The motion was seconded by Randall Chrisman, Secretary. Motion passed unanimously by the Board with no abstentions.*
8. Operations Overview – *Dianne Costa, Chair and Michelle Bloomer provided a presentation to the Board regarding Operation Update.*
9. Consider Resolution R19-13 to Approve the Amended and Restated Bylaws – *A Motion to table this agenda item until the next Board meeting was made Chris Watts. The motion was seconded by Randall Chrisman, Secretary. Motion passed unanimously by the Board with no abstentions.*
10. Consider Resolution R19-15 Amending Resolution R19-10 for Board Officers– *A Motion to table this agenda item until the next Board meeting was made Chris Watts. The motion was seconded by Randall Chrisman, Secretary. Motion passed unanimously by the Board with no abstentions.*

11. Consider Resolution R19-14 to Cancel November Board Meeting – *A Motion to cancel DCTA’s November Board meeting was made by Sam Burke. The motion was seconded by Chris Watts. Motion passed unanimously by the Board with no abstentions.*
 - *In discussion of this item, the Board also agreed to move the December meeting from December 12 to December 5 beginning at 10:00 am.*
12. Consider the Approval of the Mobility-as-a-Service (MaaS) Signature Authorization Limit Modification – *During discussions at the August 22, 2019 meeting, the Board requested the not-to-exceed contract value be modified from the previously awarded \$2,400,000 total threshold to be consistent with the \$75,000 threshold for other awards. Board members requested to be notified of all task orders issued, including those less than \$75,000, on a monthly basis. No task orders have been issued to date. Staff is recommending the Board of Directors authorize the CEO to negotiate and execute task orders up to the \$75,000 threshold level. Task orders exceeding the \$75,000 threshold will be presented to the Board of Directors for approval prior to execution. 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 12 was made by TJ Gilmore, Vice-Chair. The motion was seconded by Sam Burke. Motion passed unanimously by the Board with no abstentions.*
13. Social Service Agency Roundtable Recap Report – *A Motion to table this agenda item until the next Board meeting was made Chris Watts. The motion was seconded by Randall Chrisman, Secretary. Motion passed unanimously by the Board with no abstentions.*
14. Discussion of Regional Transportation and Legislative Issues
 - *Kristina Holcomb gave a brief overview of the RFP On-Call Planning Contract aligning with the Transformation Plan.*
 - *Kristina Holcomb informed the Board of the Agency Update trip to Washington, D.C. where Dianne Costa, Raymond Suarez and Kristina Holcomb met with representatives of the Federal Transit Administration (FTA), Federal Railroad Administration (FRA) and the American Public Transportation Association.*

CONVENE EXECUTIVE SESSION – *The Board convened into executive session at 5:15 pm (Item C only)*

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 Board of Directors 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 or the Regular Board Meeting Agenda.
- b. As Authorized by Section 551.071(2) of the Texas Government Code, Consultation with General Counsel regarding duties and responsibility of North Texas Mobility Corporation (NTMC) and the Collective Bargaining Agreement with NTMC and Amalgamated Transit Union Local 1338, effective April 1, 2018.
- c. As Authorized by Section 551.074 of the Texas Government Code, the Board Meeting may be Convened into Closed Executive Session for Deliberation of Personnel: Annual President’s Performance Review.

RECONVENE OPEN SESSION – *The Board reconvened the open meeting at 6:13 pm*

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

No action taken.



FUTURE AGENDA ITEMS AND BOARD MEMBER REQUESTS

Staff will discuss proposed future agenda items. Board members may request an informational item or action item to be added to the next Board meeting agenda. – *Kristina Holcomb mentioned to the Board the following items that will be on the next Board agenda: Bylaws, Officer Elections, NTMC Board discussion, Task Orders, Transformation Initiative.*

- *The Board discussed getting the Agenda Outlook sent to them in the weekly email.*

REPORT ON ITEMS OF COMMUNITY INTEREST – *None at this time.*

ADJOURN – *The meeting was adjourned at 6:14 p.m.*

The minutes of the October 24, 2019 Board of Directors Meeting were passed and approved by a vote on this 5th day of December 2019.



Dianne Costa, Chair

ATTEST



Randall Chrisman, Secretary