



## Board of Directors Meeting Minutes for:

December 5, 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 December 5, 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 – left @ 12:15  
Carter Wilson, Frisco  
Connie White, Small Cities  
Michael Savoie, Small Cities – present @  
10:25

##### Legal Counsel

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

##### Guest Speakers

Mark Brooks, Brooks Hospitality Consulting  
Reed Lanham, Deputy COO of Rail  
Trinity Metro

##### 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

##### Other DCTA Staff Attendees

Lindsey Baker, Director of Strategic Partnerships  
Amber Karkauskas, Controller  
Troy Raley, Director of Bus Operations and  
Maintenance  
Brandy Pedron, Executive Administrator

##### Public Attendees

Shannon Joski, Denton County #1 Alternate  
Brandi Bird, Bird Advocacy and Consulting  
Stan Nixon, UNT Assistant Director, Transit and  
Special Projects  
Peggy Hinkle-Wolf, DRC  
Jim Owen  
Paula Richardson

*CALL TO ORDER: Chair Costa called the meeting to order and announced the presence of a quorum at 10:01 am. Raymond Suarez, announced NTMC meeting still in session with the presence of a quorum.*

*PLEDGE OF ALLEGIANCE – led by Secretary Chrisman*

*INVOCATOIN – led by Chair Costa*

*WELCOME AND INTRODUCTION OF VISITORS – none*

PUBLIC COMMENT – *Jim Owen gave a public comment to the Board of Directors*

GUEST PRESENTER – *Mark Brooks with Brooks Hospitality Consulting and Reed Lanham, Deputy COO of Rail for Trinity Metro, gave a presentation to the Board of Directors regarding Mixed-Use, Transit Oriented Development.*

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 October Board meeting with the objective to find continued alignment across all Board members and consider approving the final Bylaws during Regular Agenda Item 9.*

- *The Board participated in discussions regarding non-voting Board members presence in Closed Sessions of the Board Meetings.*

*[Board Chair Costa made a motion to recess the meeting for 10 minutes at 12:06 pm. The time of recess expired, and the meeting resumed at 12:17 pm.]*

#### WORKSHOP AGENDA ITEMS

1. Consider Resolution R19-13 to Approve the Amended and Restated Bylaws
  - *A Motion to approve the Resolution R19-13 to Approve the Amended and Restated Bylaws with the following stipulations: two parentheticals 1) change may to shall in Article 1, Section 3 (g), Romanette III; 2) accepted changes as submitted to the Board with review regarding Article 1, Section 3(j); and stipulation to language to include non-voting Board members in Closed Session and Executive Sessions up to June 5, 2020, and all preceding changes the Board had closure on earlier in discussion was made by Chair Costa. The motion was seconded by Sam Burke. Votes in favor were made by Secretary Chrisman, Chair Costa and Sam Burke. Votes opposed were made by Vice Chair Gilmore and Chris Watts. There are less than the required 3/5<sup>th</sup> majority votes required in the affirmative and the motion is lost.*
  - *A Motion to approve the Resolution R19-13 to Approve the Amended and Restated Bylaws with the three stipulations mentioned above excluding the proposed language allowing non-voting Board members in Closed Session and Executive Sessions was made by Sam Burke. The motion was seconded by Vice Chair Gilmore. Votes in favor were made by Vice Chair Gilmore, Chris Watts and Sam Burke. Votes opposed were made by Chair Costa and Secretary Chrisman. The required 3/5<sup>th</sup> majority vote in the affirmative was made and the motion is adopted.*
2. Consider Resolution R19-15 Amending Resolution for Board Officers
  - *A Motion to approve the approve Resolution R19-15 Amending Resolution for Board Officers was made by Sam Burke. The motion was seconded by Chris Watts. Motion passed unanimously by the Board with no abstentions.*
3. Consider the Approval of Second Amendment to Engagement Letter with Locke Lord, LLP, Related to Amended Bylaws
  - *A Motion to approve the approve Second Amendment to Engagement Letter with Locke Lord, LLP was made by Vice Chair Gilmore. The motion was seconded by Chair Costa. Motion passed unanimously by the Board with no abstentions.*



## CONSENT AGENDA

1. Approval of October 24, 2019 Minutes
2. Consider Monthly Financial Statement for October 2019
  - *A Motion to approve the Consent Agenda item 1 and 2 was made by Vice Chair Gilmore. The motion was seconded by Chris Watts. Motion passed unanimously by the Board with no abstentions.*

INFORMATIONAL REPORTS – *The following information reports were presented to the Board in the Board Packets for review. No inquires of these items were made at this time.*

1. Monthly Financial Reports for October 2019
2. Community Forum Update

## REGULAR AGENDA

1. Cost Model Status Update – *Marisa Perry provided the Board a brief update on the Cost Model Status. DCTA staff will host an additional Cost Allocation Workshop with Member City staff on December 19, 2019.*
2. Transformation Initiative Scope of Services – *Nicole Recker provided the Board with an update on the Agency Transformation Initiative and the Transformation Initiative RFQ Timeline. The Board discussed and agreed that Board Members will have until Monday, January 13th to provide edits to the draft scope of work. All edits will be combined into one comprehensive, redlined document that will be included in the January Board packet in preparation for a workshop at the January 23rd Board meeting. Additionally, staff asked the Board to begin the consideration of: (1) how they would like staff to support this RFP and implementation effort, and (2) who they would like to recommend for the RFP evaluation committee. Each member city and the county will receive one slot on the evaluation committee.*
3. North Texas Mobility Corporation (NTMC) Board Appointment – *Kristina Holcomb provided the Board with a proposed timeline for DCTA Board appointments for the North Texas Mobility Corporation Board of Directors and provided requirements for eligibility and the Board agreed to have recommended candidate names and resumes send to Brandy Pedron by January 13 to present to the board at the January 23<sup>rd</sup> Board meeting.*
4. Consider Approval of an Award for State Legislative Consulting Services and Authorize CEO to Negotiate an Agreement – *Kristina Holcomb and Lindsey Baker provided an overview of the RFP process and made a recommendation of award to state legislative consulting firm. Chris Watts requested that next time staff include the financial impact on this information.*
  - *A Motion to approve the Regular Agenda item 4 was made by Secretary Chrisman. The motion was seconded by Sam Burke. Motion passed unanimously by the Board with no abstentions.*
5. Consider the Approval of Task Order 3, Revision 2 with Irving Holdings for Contract 17-03 On-Demand Rideshare Services for Frisco – *Troy Raley provided an update on the current contract and requested the board to increase the budget to \$95,000 annually and provide an option to renew annually for this contract.*

- *A Motion to approve the Regular Agenda item 5 without the option to renew annually was made by Sam Burke. The motion was seconded by Secretary Chrisman. Motion passed unanimously by the Board with no abstentions.*
6. Consider the Approval of Task Order 10 with Lyft for Contract 17-03 On-Demand Rideshare Services for University of North Texas (UNT) Late-Night Ride Service. – *Troy Raley requested Board approval for this Task Order to provide late-night service to the UNT campus in the amount of \$72,000 per year.*
    - *A Motion to approve the Regular Agenda item 6 was made by Sam Burke. The motion was seconded by Secretary Chrisman. Motion passed unanimously by the Board with no abstentions.*
  7. Consider Approval of the Interlocal Agreement Amendment 5 with North Central Texas College for DCTA Bus Services – *Troy Raley informed the Board of DCTA and NCTC desire to extend the current agreement for an additional six months through June 30, 2020.*
    - *A Motion to approve the Regular Agenda item 7 was made by Vice Chair Gilmore. The motion was seconded by Sam Burke. Motion passed unanimously by the Board with no abstentions.*
  8. Consider Resolution R19-16 to Endorse the FTA Transit-Oriented Development (TOD) Grant Submittal and Support 20% Local Match for TOD Planning Study – *Raymond Suarez provided an update to the Board. The proposed project, TOD Planning for the Kansas City Southern Rail Line: Denton County Future Corridor will enable the agency to collaborate with its member cities towards developing conceptual station-area master plans and transit-supportive land development regulations. The project is intended to help ensure that any future commuter rail service on the Denton County portion of the KCS corridor is economically productive through value capture of future investments in mobility by DCTA and its regional partners. The 25-mile segment of the existing Kansas City Southern (KCS) Rail Line is entirely located in Denton County and begins at the University of North Texas and continues southeast through the cities of Denton, Highland Village, Lewisville, and eastern Denton County. The corridor study area is a separate right-of-way for freight rail which has long-range potential for expanded DCTA commuter rail service and would connect to A-train and DART lines.*
    - *A Motion to approve the Regular Agenda item 8 was made by Chris Watts. The motion was seconded by Sam Burke. Motion passed unanimously by the Board with no abstentions.*
  9. Corinth Station Feasibility Update – *Raymond Suarez briefly updated the Board on the Corinth Station and noted that the Board needs to address the New Member Policy before further detailed discussions.*
  10. Consider the Elimination of Denton Enterprise Airport Zone Service – *Troy Raley briefed the Board on Staff's request to eliminate the Denton Enterprise Airport Zone Service due to ridership not developed.*
    - *A Motion to approve the Regular Agenda item 10 was made by Secretary Chrisman. The motion was seconded by Sam Burke. Motion passed unanimously by the Board with no abstentions.*
  11. Service Standards Briefing – *Raymond Suarez gave the Board a briefing on Service Standards.*
  12. DCTA 2020 Board Meeting Calendar – *A draft 2020 Board meeting calendar was presented to the Board for review. Chair Costa proposed the meetings begin at 10 am rather than 12 pm and the Board agreed. Marisa Perry stated that there will be an FY21 Budget Workshop midyear and the Board agreed to hold that meeting on July 8, 2020.*

## 13. Discussion of Regional Transportation and Legislative Issues

- *Chair Costa informed the Board that any DART-related initiative would be covered under this agenda item from now on.*
- *Chair Costa provided a recap to the Board regarding DCTA Annual DC Visit and provided the legislative meeting schedule.*

CONVENE EXECUTIVE SESSION – *The Board convened into executive session at 3:09 pm*

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 3:42 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. –

REPORT ON ITEMS OF COMMUNITY INTEREST – *None at this time.*ADJOURN – *The meeting was adjourned at 6:51 p.m.*

The minutes of the October 24, 2019 Board of Directors Meeting were passed and approved by a vote on this 23<sup>rd</sup> day of January 2020.

  
Dianne Costa, Chair

ATTEST

  
Randall Chrisman, Secretary