

## ATTACHMENT 2

### MARCH 21, 2019 MINUTES

---

A regular meeting of the Regional Transportation Authority (RTA) was convened at 9:30 a.m. on Thursday March 21, 2019 in the Board Room of the Association of Central Oklahoma Governments (ACOG), 4205 N. Lincoln Blvd., Oklahoma City, Oklahoma. This meeting was held as indicated by advanced notice filed with the Oklahoma County Clerk and by notice posted at the ACOG office at least twenty-four (24) hours prior to the meeting.

#### **RTA Board of Directors Present**

Ken Bartlett	City of Del City
Aaron Budd	City of Midwest City
Steve Eddy	City of Moore
Marion Hutchison	City of Norman
Brad Henry	City of Oklahoma City
Mary Mélon	City of Oklahoma City

#### **RTA Board of Directors Absent**

James Boggs

#### **Municipal Staff Support Present**

Randy Entz, Planning Director	City of Edmond
Billy Harless, Comm Develop. Director	City of Midwest City
Brooks Mitchell, City Manager	City of Moore
Jason Ferbrache, COTPA Administrator	City of Oklahoma City

#### **Guests Present**

Pete White, Attorney	ACOG Legal Counsel
Chip Nolen, Associate Planner	Central Oklahoma Transportation Authority (COTPA)
Steve Jagosh, Engineer	Oklahoma Department of Transportation
Ernestine Mbroh, Mgr. Transit Program	Oklahoma Department of Transportation
Jim Hatt	Oklahoma Department of Transportation
Kathryn Holmes	RTA Consultant

#### **ACOG Staff**

Mark W. Sweeney	Executive Director
John Sharp	Deputy Director & Div. Dir. of Trans. & Planning Serv.
Jennifer Sebesta	Program Coordinator, TPS
Taylor Johnson	Program Coordinator, TPS
Hayden Harrison	Projects Coordinator, TPS
Conrad Aaron	GIS Technician, TPS
Gwendolyn Gordon	Administrative Assistant

#### **1. Welcome and Introductions**

Mark W. Sweeney called the meeting to order. He welcomed everyone and entertained introductions.

## 2. Review and Approval of the February 20, 2019 Minutes

Director Ken Bartlett moved to approve the February 20, 2019 minutes. Director Marion Hutchison seconded the motion. The motion carried (6-0).

## 3. Review and Adoption of Proposed Bylaws

Kathryn Holmes explained the process she used in compiling the Bylaws together with the committee and began to review each section of the Bylaws. She said she found a typo that needs to be corrected. Ms. Holmes said the draft Bylaws contained typical provisions included in such documents.

Ms. Holmes said on page 11, Section 7.7 Meeting Minutes (a) (3) - make a change to now read: **Written minutes of all executive sessions shall be maintained in a confidential manner by the Authority unless disclosure is ordered by a court of competent jurisdiction.**

Director Marion Hutchison said on page 15, Section 8.5 Order of Business, item 4. Public Comments, should be moved toward the end, which is something that he normally sees. Director Ken Bartlett said he also had concerns with the location of Public Comments.

Mark Sweeney asked for a motion to move Public Comments before Executive session in Section 8.5. Director Brad Henry made a motion to make that move. Director Mary Mélon seconded the motion. The motion carried (6-0).

Director Brad Henry had a suggestion for the language used in Section 6.3 Responsibilities. Kathryn Holmes suggested in subsection (j), items (1) and (2) to move the words “**have charge of**” to the beginning of each sentence.

Ms. Holmes also suggested to change (j) (3) to now read: **be entitled to participate in the deliberations of the board as to any matter before the board, except for personnel matters involving the Executive Director or other matters determined by majority vote of the board.**

Mark Sweeney asked for a motion to approve the changes suggested by Director Brad Henry. Director Marion Hutchison made the motion. Director Mary Mélon seconded the motion. The motion carried (6-0).

Director Aaron Budd had a question on page 12 and 13, Section 8.2 Voting (b) (3) on how the weighted vote percentage came to be. Kathryn Holmes said the entirety of Section 8.2, except for (c) on top of page 14, was taken directly from the Trust Indenture. Therefore, no changes can be made to this section without reopening the Trust Indenture.

Director Brad Henry had a question on page 10, subsection (b) Notice to the Public, if the section on emergency meeting was the correct language from the statute. Ms. Holmes said yes, it was taken directly from the statute.

Director Brad Henry suggested a change to be made to page 12, Section 7.9 Attestation to include in the language “**emergency meeting.**” Mr. Henry also suggested a change to Article 8, Section 8.1 Quorum to now read: **No business of the board of directors may be conducted except at a regular, special or emergency meeting at which a quorum is present. A majority of all voting members of the board of directors constitute a quorum for the transaction of business.**

Mark Sweeney proposed to the committee on page 8, Article 7, Section 7.2. Regular Meetings, changing the meeting date from every third Thursday, at 9:30 a.m., to every third Wednesday at 2:30 p.m. Mr. Sweeney said the next meeting on Wednesday, April 24, at 9:30 a.m. will remain as scheduled. The new meeting schedule will begin with the RTA BOD meeting set for Wednesday, June 19, 2019 at 2:30 p.m.

Mr. Sweeney asked for a motion to change the meeting date. Director Marion Hutchison made a motion to change the meeting date and time from every third Thursday at 9:30 a.m. to every third Wednesday at 2:30 p.m. Director Aaron Budd seconded the motion. The motion carried (6-0).

Mr. Sweeney asked for a motion for the overall changes to the Bylaws made by the Board. Director Ken Bartlett made a motion to accept all the changes made to the Bylaws. Director Marion Hutchison seconded the motion. The motion carried (6-0).

#### **4. Election of Officers: Chair, Vice Chair, Secretary, and Treasurer**

After a brief discussion, Director Ken Bartlett made a motion for Director Brad Henry, to be the Chair, Director Marion Hutchison, Vice Chair, Director Mary Mélon, Secretary, and Director James Boggs, Treasurer. Director Aaron Budd seconded the motion. The motion carried (6-0).

#### **5. Board Appointment of Interim RTA Executive Director – RTA BOD Chair**

Chair Brad Henry nominated Mark Sweeney for Interim RTA Executive Director. Director Ken Bartlett made a motion to approve the nomination. Secretary Mary Mélon seconded the motion. The motion carried (6-0).

#### **6. Consideration of the MOU for Interim Administrative Services between ACOG and the RTA.**

Vice Chair Marion Hutchison inquired about the way the funding was originally set up by the RTA Task Force, asking if it provided for the transfer of money. Kathryn Holmes said the Memorandum of Understanding (MOU) provides for the transfer.

Vice Chair Marion Hutchison made a motion to amend the language on the Memorandum of Understanding (MOU) Section B. General Terms, item 15, from one year to five years beginning on March 2019. Secretary Mary Mélon seconded the motion. The motion carried (6-0).

Director Ken Bartlett asked if the funds managed by ACOG were earning interest, or just sitting in the bank, earning no interest. Mark Sweeney said beginning in April, ACOG will provide the Board a monthly Financial Statement. Mr. Sweeney also said at the next RTA meeting, he would have ACOG's Director of Finance, Debbie Cook, speak on financial matters. Mr. Sweeney said he had a new Procurement Policy put in place in January 2019, which can be utilized to address future acquisitions and consulting services for the Regional Transportation Authority (RTA).

Secretary Mary Mélon made a motion to approve the MOU as amended. Director Steve Eddy seconded the motion. The motion carried (6-0).

**7. Review and Approval of the Conflict of Interest Resolution and Policy**

Kathryn Holmes highlighted the information in the agenda memorandum on the Conflict of Interest and how the conflict rules apply to the RTA. Ms. Holmes said the policy was drafted using Oklahoma Ethics Rules and Policies.

Director Steve Eddy made the motion to approve the Conflict of Interest Resolution and Policy. Vice Chair Marion Hutchison seconded the motion. The motion carried (6-0).

**8. Consideration of the Indemnification Resolution and Policy**

Kathryn Holmes highlighted the information in the agenda memorandum on the Indemnification Resolution and Policy.

Vice Chair Marion Hutchison made a motion to approve the Indemnification Resolution and Policy. Secretary Mary Mélon seconded the motion. The motion carried (6-0).

**9 Workshop: Presentation and Discussion of Commuter Corridors Study and RTA Tasks**

Kathryn Holmes presented on the Commuter Corridors Study and RTA Tasks. See link below for more information:

[www.acogok.org/wp-content/uploads/2019/03/Overview-of-Funding-Provisions-of-the-FAST-Act-March-2019.pdf](http://www.acogok.org/wp-content/uploads/2019/03/Overview-of-Funding-Provisions-of-the-FAST-Act-March-2019.pdf)

None

**10. New Business**

Executive Director Mark Sweeney said business cards will be designed for the Board of Directors, as requested.

**11. Adjourn**

There being no further business to discuss, the meeting adjourned at 12 p.m. The next meeting will be at 9:30 on Wednesday, April 24, at ACOG.