

## ATTACHMENT 2

### NOVEMBER 13, 2019 MINUTES

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A regular meeting of the Regional Transportation Authority (RTA) was convened at 2:30 p.m. on Wednesday November 13, 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  
James Boggs  
Aaron Budd  
Steve Eddy  
Mary Melon  
Brad Henry

#### **Entity**

Del City  
Edmond  
Midwest City  
Moore  
Oklahoma City  
Oklahoma City

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

Marion Hutchison

Norman

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

Billy Harless, ADA Project Director  
Jason Ferbrache, COTPA Admin.

Midwest City  
Oklahoma City

#### **Guests Present**

Derek Sparks, Government Relations  
Kathryn Holmes  
Pete White, Attorney  
Mike Patterson  
Cody Boyd, Public Relations  
Taylor Johnson

Greater Oklahoma City Chamber  
RTA Consultant  
ACOG Legal Counsel  
HNTB  
ODOT  
Norman

#### **ACOG Staff**

Mark W. Sweeney  
John Sharp  
Debbie Cook  
Jennifer Sebesta  
Hayden Harrison  
Jordan Evans  
Gwendolyn Gordon

#### **Position**

Executive Director  
Deputy Director  
Director of Finance  
Manager, TPS  
Projects Coordinator II, TPS  
Assistant Planner - Multimodal, TPS  
Administrative Assistant

**1. Welcome and Introductions**

Director Brad Henry called the meeting to order. He welcomed everyone and entertained introductions. There was a quorum.

**2. Review and Approval of the October 16, 2019 Minutes**

Director Mary Melon made a motion to approve the October 16, 2019 minutes. Director Ken Bartlett seconded the motion. The motion carried unanimously. (6-0)

**3. RTA Monthly Financial Report**

Debbie Cook said the question was asked at last month's meeting, about what funds the sweeps they would be investing in. Ms. Cook said they chose the JP Morgan US Treasury Money Market fund, and she brought a copy for Director James Boggs, RTA Board Treasurer, if he was interested.

Ms. Cook said to complete the RTA checking account setup, she needs the SSN# of Director Brad Henry, and Director Marion Hutchison. Director Brad Henry asked the Board if there were any questions.

Director James Boggs thanked Ms. Cook for letting the Board know what fund the RTA money is being invested in. Mr. Boggs said it sounds like all the normal conversion process of transferring money to RTA's own bank account is going smoothly. He asked if there are any concerns that the Board needed to be aware of. Ms. Cook said everything is going along in the normal time restraints, other than needing the social security numbers. Mr. Sweeney said ACOG was also transferring its account from Bank of America to Chase Bank.

Director Brad Henry asked if there were any further questions. There were no questions.

**4. Update regarding meeting with ODOT/FHWA**

Director Brad Henry asked the committee to recall discussions in past meetings about building institutional capacity for the RTA, and to become a direct recipient of federal funding. Mr. Henry said the RTA has adopted their own Procurement Policy and Procedures Manual. He said they have now completed the assignment of the consultant's contract from ACOG to the RTA. They are working on a RFP, through the RFP Evaluation Subcommittee, to solicit proposals for the updated corridor study.

Director Henry said they also talked about becoming a subrecipient of ACOG to receive Federal Highway Administration (FHWA) funds. He said in a previous telephone conversation, the Federal Transit Authority (FTA) said since the Oklahoma Department of Transportation (ODOT) was the primary conduit to which FHWA planning funds flow, it is possible the RTA could be a subrecipient directly under ODOT.

Director Brad Henry said they set up a meeting last Friday with the Director of the ODOT/Secretary of Transportation, Tim Gatz. He said Mr. Gatz bought several of his key staff to the meeting. Also, Mark Sweeney and John Sharp as well as Kathryn Holmes and Marion Hutchison attended the meeting. He said ODOT wants to see the RTA succeed and is willing help in any way they can.

Director Brad Henry said ODOT does not believe there is a way to become a subrecipient of ODOT. The money needs to be funneled through ACOG as it is

currently planned. He said they talked about a pass-through agreement between ODOT, ACOG, and RTA that would outline monies of federal highway funds through ODOT and programmed through ACOG, that would then flow to the RTA, for the specific purposes of the updated corridor study. He said ACOG would maintain oversight of the funds, and oversight responsibility of RTA for administration of those funds.

Director Brad Henry said Kathryn Holmes has prepared a draft of a pass-through document and forwarded it to ODOT. She also has prepared an ACOG oversight agreement, and a copy of the RTA Procurement Policy and Procedures Manual adopted at the last meeting. He said they are waiting to hear back from ODOT. Mr. Henry said the hope is that ODOT will give a final blessing to this process.

Director Brad Henry said they are not in a rush for this pass-through agreement; we have time. Kathryn Holmes agreed with Mr. Henry, saying the money needs to be in place by the time the consultants are hired.

Kathryn Holmes said the package of agreements, oversight agreement, and the Procurement Policy and Procedures Manual (PPM) was previously distributed to the FTA and was approved by FTA. She said the changes that were discussed at the last RTA meeting are now with the committee a redline document with the changes requested by the FTA. She said ODOT may have its own changes, but there has been a review and approval of the three documents by a sister agency.

Director Brad Henry asked Mark Sweeney if he had anything to add. Mr. Sweeney said he had three points he wanted to make. 1) The pass-through agreement needs to be developed with ACOG, ODOT, and the FHWA. It is important because ODOT will be a part of the agreement. He said their name will show up in the document; therefore, how we design that agreement is very pivotal to the success. 2) The RTA Procurement Policy needs to be sent to FHWA for their review and for them to put their blessing on it. 3) The RFP will need to be reviewed by ODOT and FHWA as well. He said that ODOT will have a representative on the technical committee for the RFP.

Mr. Sweeney said the only questions he has is related to the schedule of the RFP and he wants to know the impact of getting the agreement in place. He said he must work with his legal counsel to figure out what other models are available that may be of value to us to develop an appropriate agreement. Mr. Sweeney said this type of agreement is new to ACOG and it has never been done in the state of Oklahoma. It is breaking new ground; therefore, we need to research and bring all the pieces together so when ACOG sits down with ODOT and works out all the details, we have all the information in front of us.

Kathryn Holmes said we certainly need to confirm FHWA has approved all these needs. She said it is a fact that the FHWA was involved in the FTA meeting, so their comments were passed along by FTA. She said the meeting they had with FTA included FHWA representation as well as ODOT representation. She said it is important to check that box again, but she thinks they have already blessed these things.

Director Brad Henry said the RTA has one of the premier transit consultants in the country in Kathryn Holmes. Therefore, he can appreciate looking at the agreement, but he does not think we need to take weeks or months doing a lot of research. He said we have our consultant who is a lawyer who has dealt with this kind of work. We have had

input from FTA, FHWA, and ODOT and at some point, we need to move along. Ms. Holmes said in the meeting with ODOT, she and ODOT Deputy Director Dawn Sullivan talked about forwarding all the documents to ODOT's General Counsel. Ms. Holmes said these pass-through agreements are very common. She is confident that general counsel will be reaching out to other counsel in other regions, or states confirming him or herself particularly for federal planning funds. She is confident that ODOT's General Counsel will undertake the detailed legal analysis and review to satisfy themselves that the agreement is consistent with how planning funds are passed through.

Director Brad Henry asked if anyone had anything to add. Director Aaron Budd asked what the ramifications are if the agreement is done incorrectly. Director Henry said a lot of work has been done and there is no need to reinvent the wheel. He said we have received input from all agencies, and we are waiting final input from ODOT. Director Henry said that Mark Sweeney's point of researching all the alternatives, he does not know what that means, and he does not want it to slow down getting the RFP out. Mr. Henry said it will be done right. Director Aaron Budd said fine as long as he does not have to go back to Midwest City asking for more money.

Kathryn Homes said conceptually the purpose of the agreement is passing down the requirements to comply with federal grant requirements. She said ODOT has to comply with federal grant requirements when it gets the grant and it passes to ACOG the obligation to comply with federal grant requirements. Then ACOG passes the requirement down to RTA. Ms. Holmes said it is reciting all the legislation you are subject to. She said it is making sure federal obligations are being passed down, and that we agree to be subject to them and ACOG agrees to provide oversight.

Ms. Holmes said there is a companion monitoring procedure that ACOG will follow to confirm that the RTA is following all the grant requirements.

Mark Sweeney said in the meeting with ODOT, Secretary Gatz said at the end of the day ACOG is responsible for the federal funding. ACOG is providing staffing for the RTA and the federal money for the transit plan update. ACOG must be sure it is following the federal guidelines.

Director Brad Henry asked if there were any further questions. Director James Boggs said the RTA has come a long way and it is exciting, and he thanked Kathryn Holmes and Mark Sweeney.

#### **5. Update from Property Acquisition Subcommittee**

Director Brad Henry filled in for Director Marion Hutchison who was out sick. Mr. Henry said the Property Acquisition Subcommittee met today at 1:30 p.m., and primarily they discussed how they will approach the upcoming legislative session. They talked about possible authors for the legislation that they want to submit to the legislature that will assist the RTA in their negotiation with Burlington Northern Santa Fe (BNSF). He said they also talked about the schedule for visiting with legislative leaders and updating member cities. He said that each of the Board members need to visit with their city liaison to see what type of update they prefer.

Director Brad Henry said Jason Ferbrache attends every RTA meeting and he does a good job of keeping the Oklahoma City Mayor informed of RTA actions and progress.

He said it is important that we keep our member cities informed on what the RTA is doing, and how it is progressing. Director Henry said the legislation they are working on is not going to be controversial at all. He asked if there were any questions. There were no questions.

Director Henry asked for a motion to move into the Executive Session. Director Ken Bartlett made the motion to move into the Executive Session. Director James Boggs seconded the motion. The motion carried unanimously. (6-0)

**6. Proposed Executive Session**

Meeting closed to the public.

Director Brad Henry asked for a motion to come back into regular session. Director Aaron Budd made the motion to return to regular session. Director Ken Bartlett seconded the motion. The motion carried unanimously. (6-0).

**7. Open Public Meeting – Report and consider vote on any actions to be taken by the RTA Board as a result of the Executive Session.**

Director Brad Henry said there are no items that needed a vote.

**8. Proposed Meeting Schedule of 2020**

Mark Sweeney handed out the schedule of RTA Board Meetings for 2020. The bylaws state that RTA meets on the third Wednesday of every month. The January 15, 2020 meeting was changed to January 29, and the February 24 meeting was changed to February 26, 2020.

Director James Boggs asked for an outlook request for the RTA meeting. Mr. Sweeney said he would make that available to the Board.

**9. Public Comments**

None

**10. New Business**

Director Steve Eddy said the RFP Evaluation Subcommittee had a meeting today at 11:00 a.m. Mr. Eddy said he was appointed Chair of the Subcommittee. He said they laid out the path for the issuance of the RFP and talked about proposed changes to the RFP that Kathryn Holmes suggested. Mr. Eddy said they looked at refining the schedule. He said the goal is to issue the RFP early next year in January 2020. The plan is to have a kickoff meeting with the consultants in May. He said they also talked about a Technical Committee and five members that would assist with the RFP process.

Director Brad Henry asked what agencies were the five (5) people from. Director Eddy said it is ODOT, John Sharp with ACOG, Jason Ferbrache with COTPA, Shawn O’Leary with the City of Norman and Billy Harless with the City of Midwest City.

Director Brad Henry asked if there were any questions. Director James Boggs said to remind members of the RFP Evaluation Subcommittee to be mindful of being approached by potential vendors. Director Henry said he agrees the committee needs to be careful and not entertain talking to a potential vendor because it would invalidate their bid.

**11.. Adjourn**

Director Brad Henry asked for a motion to adjourn the meeting. Director Ken Bartlett made a motion to adjourn. Director Mary Melon seconded the motion. The motion carried. Unanimously (6-0). The meeting adjourned at 4:00 p.m.