



BOARD OF DIRECTORS MEETING AGENDA

REGULAR MEETING **WEDNESDAY, NOVEMBER 16, 2022** **2:30 P.M.**

ARTS DISTRICT PARKING GARAGE LARGE CONFERENCE ROOM
431 West Main Street, Suite B Oklahoma City, OK, 73102

DIRECTORS:

City of Edmond	James Boggs, Treasurer
City of Edmond	Vacant
City of Norman	Marion Hutchison, Vice Chairperson
City of Norman	Chuck Thompson
City of Oklahoma City	Brad Henry, Chairperson
City of Oklahoma City	Mary Mélon, Secretary
City of Oklahoma City	Vacant

Regional Transportation Authority of Central Oklahoma

MEETING INFORMATION

The Regional Transportation Authority of Central Oklahoma (RTA) typically meets once a month. The meetings are held on the third Wednesday of the month at the Arts District Parking Garage, Large Conference Room, 431 West Main Street, Suite B, Oklahoma City, Oklahoma, at 2:30 p.m. Notices of or changes to meeting dates and locations are posted prior to the meeting at www.rtaok.org, and filed with the Secretary of State.

It is the policy of RTA to ensure communication with participants and members of the public with disabilities are as effective as communications with others. Anyone with a disability who requires accommodations, modifications of policies or procedures or auxiliary aid or services to participate in this meeting should call (405) 297-2484 or TDD (405) 297-2020 at least 48 hours in advance (excluding weekends or holidays). The department will give primary consideration to the choice of auxiliary aid or service requested by the individual with disability. If you need an alternate format of the agenda or any information provided at this meeting, please call (405) 297-2484 at least 48 hours before the meeting.

Public Parking

Parking for meeting is available in the Arts District Parking Garage, 431 West Main Street, or at metered parking on the street.

Addressing RTA

The public may address RTA during public hearings on any agenda item or at the end of the meeting when the Board Chairperson asks for public comments. You may sign up to speak at the meeting. **Please limit your comments to three minutes.** Prior to the meeting, you may submit your comments by e-mail to: info@rtaok.org. Please address your e-mail to the RTA Board Chairperson.

The Chairperson or presiding officer may in his or her discretion prohibit a person from addressing the RTA, or have any person removed from the meeting, if that person commits any disorderly or disruptive behavior. Disorderly conduct includes, but is not limited to, any of the following: speaking without being recognized by the Chairperson or presiding officer; continuing to speak after notice that the speaker's allotted time has expired; presenting comments or material not relevant to the item under discussion; failing to comply with the lawful instructions of the Chairperson or presiding officer; engaging in other conduct, activity or speech that delays, pursuant to 21 O.S. §280, disruptive conduct includes any conduct that is "violent, threatening, abusive, obscene, or that jeopardizes the safety of self or others". A person may also be subject to arrest and removal from the building for violation of Oklahoma City Municipal Code 2020, § 30-81 - Disorderly conduct and/or violation of Okla. Stat. tit. 21, §280- Willfully Disturbing, Interfering With or Disrupting State Business, Agency Operations or Employees



BOARD OF DIRECTORS MEETING AGENDA

RTA Actions

RTA may adopt, amend, approve, ratify, deny, defer, recommend, strike or continue any agenda item. RTA is not limited by staff recommendations as to the actions it may take. When more information is needed, RTA may refer matters to the Executive Director, General Counsel, committees, or independent consultants for additional information and study. Items may be stricken from the agenda, or no action may be taken.

To confirm meeting dates or for more information about the RTA, call (405) 297-2185; or visit the website at www.rtaok.org

November 16, 2022
2:30 p.m.
431 W. MAIN STREET, SUITE B, OKLAHOMA CITY, OK
REGULAR MEETING

1. Call to Order – Brad Henry, RTA Board Chairperson
2. Introduction of Chuck Thompson, Newly Appointed RTA Director – Brad Henry, RTA Board Chairperson
3. Roll Call – Brad Henry, RTA Board Chairperson
4. Consider Approval of Minutes
 - A. June 15, 2022 Regional Transportation Authority Meeting
 - B. September 15, 2022 Regional Transportation Authority Meeting
5. Executive Director Reports – Jason Ferbrache, Interim Executive Director
6. Committee Reports – Board of Directors
 - A. Property Acquisition Committee
 - B. Outreach Committee
7. Receive Financial Reports and Ratify and Approve Claims
 - A. Period of September 1, 2022 through September 30, 2022
 - B. Period of October 1, 2022 through October 31, 2022
8. Receive the amended Trust Indenture of the Regional Transportation Authority of Central Oklahoma and resolutions from withdrawing cities.
9. Consider adopting a Resolution approving the Regional Transportation Authority of Central Oklahoma Regular Meeting Schedule for Calendar Year 2023.
10. Consider amending the Bylaws of the Regional Transportation Authority of Central Oklahoma.
11. Project Update: Alternative Analysis – Liz Scanlon, Kimley-Horn
12. Public Comments – Brad Henry, RTA Board Chairperson



BOARD OF DIRECTORS MEETING AGENDA

13. Enter into Executive Session on advice of the Municipal Counselor to discuss the purchase or appraisal of real property as authorized by 25 O.S (2021 Supp) § 307 (B)(3)
14. New Business – Brad Henry, RTA Board Chairperson
Non-action items that were not known or reasonably foreseen at the time of the posting of the agenda. This may include requests for future agenda items.
15. Adjournment



BOARD OF DIRECTORS MEETING MINUTES

The regular meeting of the Regional Transportation Authority (RTA) was convened at 2:31 p.m. on Wednesday, June 15, 2022 at 431 W. Main Street. This meeting was held as indicated by advanced notice filed with the Oklahoma County Clerk on June 14, 2022 at 2:03 p.m.

RTA Board of Directors Present

Marion Hutchison, Vice Chairperson
Brad Henry, Chairperson
James Boggs, Treasurer
Mary Mélon, Secretary

Entity

City of Norman
City of Oklahoma City
City of Edmond
City of Oklahoma City

RTA Board of Directors Absent

None

Administrative Support Staff Present

Jason Ferbrache, Interim Executive Director
Joshua Minner, Legal Counsel
Suzanne Wickenkamp, RTA Admin Support
Christina Hankins, Trust Specialist

Guests Present

Amy Parker, OKC Finance
Sue Korpi, OKC Finance
Linsey Nunn, OKC Finance
Randy Entz, City of Edmond
Hannah Nolen, ACOG

Shelby Templin, ODOT
Justin Henry, OKC
Derek Sparks, Greater OKC Chambers
May Harris, OKC
Steve Lackmeyer, Oklahoman

Consultants Present

Kathryn Holmes, Holmes & Assoc.
Liz Scanlon, Kimley-Horn
Luke Schmidt, Kimley-Horn



BOARD OF DIRECTORS MEETING MINUTES

1. Call to Order – 2:31 p.m.

Chairperson Henry called the meeting to order at 2:31 p.m.

2. Roll Call

QUORUM PRESENT: Hutchison, Henry, Boggs, and Mélon. **ABSENT:** None.

3. Consider Approval of Minutes

A. May 18, 2022 Regional Transportation Authority Special Meeting

APPROVED. Moved by Hutchison, seconded by Mélon. AYES: Hutchison, Henry, and Mélon. **ABSTAINED:** Boggs. **NAYS:** None.

4. Executive Director Reports – Jason Ferbrache, Interim Executive Director

Interim Executive Director Ferbrache stated based on the feedback received from the Board regarding making the RTA website more intuitive as to the RTA's latest activities, and where things are located on the website have begun and are continually being tweaked to make it as easy as possible for everyone to use. Interim Executive Director Ferbrache thanked the Board for their patience as to the late distribution of this month's agenda packets.

5. Committee Reports – Board of Directors

A. Property Acquisition Committee

Vice Chairperson Hutchison stated that the Property Acquisition Committee did not meet this month.

B. Outreach Committee

Director Mélon stated that the Virtual Town Hall meeting is scheduled for tonight at 6:30 p.m. There was a lot of promotion for the meeting, and we are hoping for good attendance from the public.

6. Consider Resolution authorizing the Interim Executive Director to facilitate consideration of amended Trust Agreement and Indenture with member governing bodies and return decisions to the Board

Interim Executive Director Ferbrache stated that since the departure of three of the member cities from the RTA, staff are asking the Board to consider amending the Trust Agreement and Indenture to reflect the changes to the makeup of the Board and to also consider changing the number of Directors for each of the remaining cities. If the Board adopts the Resolution attached to the agenda today, staff can present these changes to the governing bodies of the remaining cities, Oklahoma City, Edmond, and Norman.

Chairperson Henry stated that the Board needs more than four members due to the ancillary duties required to support the RTA.

ADOPTED. Moved by Boggs, seconded by Hutchison. AYES: Hutchison, Henry, Boggs, and Mélon. NAYS: None.

7. **Consider** Resolution authorizing travel for up to three directors to attend the APTA's Transit Board Members and Transit Board Administrators Seminars in Salt Lake City Utah; and authorize staff to coordinate and make travel arrangements on behalf of the board, estimated cost \$8,000

Kathryn Holmes, Holmes and Associates, gave a verbal summary of some of the events she is planning for the RTA Directors that attend the APTA conference.

ADOPTED. Moved by Hutchison, seconded by Mélon. AYES: Hutchison, Henry, Boggs, and Mélon. NAYS: None.

8. **Receive** Financial Reports and Ratify and Approve Claims for Period of May 1, 2022 through May 31, 2022

RECEIVED. Moved by Mélon, seconded by Boggs. AYES: Hutchison, Henry, Boggs, and Mélon. NAYS: None.

9. **Consider** approving Task Order No. 3 for the Professional Services Agreement with Kimley-Horn and Associates, Inc., cost not to exceed \$1,099,060; authorize Notice to Proceed for Task Order 3

APPROVED. Moved by Hutchison, seconded by Mélon. AYES: Hutchison, Henry, Boggs, and Mélon. NAYS: None.

10. **Consider** approving Amended and Restated Professional Service Agreement with Holmes and Associates, LLC, extending the term of the agreement from July 1, 2022 to June 30, 2024, estimated annual cost \$444,900

APPROVED. Moved by Boggs, seconded by Hutchison. AYES: Hutchison, Henry, Boggs, and Mélon. NAYS: None.



BOARD OF DIRECTORS MEETING MINUTES

11. Project Update: Alternative Analysis – Liz Scanlon, Kimley-Horn

Liz Scanlon, Kimley-Horn, gave a PowerPoint presentation reviewing year 2 progress, a look ahead for year 3 and gave a reminder that there is a Virtual Town Hall scheduled for tonight.

12. Public Comments – Brad Henry, RTA Board Chairperson

None.

13. Enter into Executive Session on advice of the Municipal Counselor to discuss the purchase or appraisal of real property as authorized by 25 O.S (2021 Supp) § 307 (B)(3)

ENTERED EXECUTIVE SESSION. Moved by Hutchison seconded by Mélon. AYES: Hutchison, Henry, Boggs, and Mélon. NAYS: None.

14. New Business – Brad Henry, RTA Board Chairperson

Non action items that were not known or reasonably foreseen at the time of the posting of the agenda. This may include requests for future agenda items.

15. Adjournment – 4:30 p.m.

APPROVED by the Board of Directors and **SIGNED** by the Chairperson of the Regional Transportation Authority of Central Oklahoma, on this **16th** day of **November 2022**.

ATTEST:

Mary Mélon, Secretary

Brad Henry, Chairperson



BOARD OF DIRECTORS MEETING MINUTES

The special meeting of the Regional Transportation Authority (RTA) was convened at 10:36 a.m. on Wednesday, September 15, 2022 at 431 W. Main Street. This meeting was held as indicated by advanced notice filed with the Oklahoma County Clerk on September 12, 2022 at 4:48 p.m.

RTA Board of Directors Present

Marion Hutchison, Vice Chairperson
Brad Henry, Chairperson
James Boggs, Treasurer
Mary Mélon, Secretary

Entity

City of Norman
City of Oklahoma City
City of Edmond
City of Oklahoma City

RTA Board of Directors Absent

None

Administrative Support Staff Present

Jason Ferbrache, Interim Executive Director
Joshua Minner, Legal Counsel
Christina Hankins, Trust Specialist

Guests Present

Amy Parker, OKC Finance
Sue Korpi, OKC Finance
Taylor Johnson, City of Norman
Randy Entz, City of Edmond
Shelby Templin, ODOT
Robert Paquin, Jacobs Engineering Group
Denotria Davis, Mbroh Engineering, Inc.
Justin Henry, OKC Planning
Derek Sparks, Greater OKC Chambers
Rachel Jamieson, Greater OKC Chambers

Consultants Present

Kathryn Holmes, Holmes & Assoc.
Liz Scanlon, Kimley-Horn

1. Call to Order – 10:36 a.m.

Chairperson Henry called the meeting to order at 10:36 a.m.

2. Roll Call

QUORUM PRESENT: Hutchison, Henry, Boggs, and Mélon. ABSENT: None.

3. Consider Approval of Minutes

A. June 15, 2022 Regional Transportation Authority Regular Meeting

DEFERRED. Minutes were not in the packet.

4. Executive Director Reports – Jason Ferbrache, Interim Executive Director

Interim Executive Director Ferbrache stated that the amended Trust Indenture and invoices have been provided to the member cities. Mr. Ferbrache also informed the board of a workshop that was held in August to develop a work plan for 2023. He would like to meet with the directors to review the work plan and receive feedback before finalizing the plan.

Interim Executive Director Ferbrache provided an update on the RAISE grant that was awarded in November 2021. COTPA, with the help of Kathryn Holmes, has submitted the Paper Grant Agreement (PGA) to the FTA and is waiting on feedback. In the meantime, the board will have the option to approve an RFP for the west corridor alternative analysis. The goal is to award the contract in December, provided the PGA has been executed. Chairperson Henry asked if we needed to do an RFP since we have existing consultants. Kathryn Holmes explained since the scope of the project was different from the scope of the existing consultant, the RTA is required to go out to bid.

Several board members and administrative staff attended the APTA conference in Salt Lake City. Chairperson Henry and Director Hutchison provided feedback from the conference. The board enjoyed meeting with Directors from all over. People are excited a new RTA has formed, and they want to help in whatever way they can.

5. Committee Reports – Board of Directors

A. Property Acquisition Committee

Vice Chairperson Hutchison stated that the Property Acquisition Committee did not meet this month.

B. Outreach Committee

Director Mélon stated the Outreach Committee met with ACOG, OU, Norman, and the Alliance for Economic Development in August. The Committee will meet with OKC, Norman, and Edmond this week.

6. Receive Financial Reports and Ratify and Approve Claims

A. Period of June 1, 2022 through June 30, 2022

B. Period of July 1, 2022 through July 31, 2022

C. Period of August 1, 2022 through August 31, 2022

RECEIVED, RATIFIED and APPROVED. Moved by Boggs, seconded by Hutchison. AYES: Hutchison, Henry, Boggs, and Mélon. NAYS: None.

7. **Consider** adopting a Resolution updating a prior resolution appointing official custodians of the Regional Transportation Authority's funds, by adding a provision to include authority to approve collateral transfers.

ADOPTED. Moved by Hutchison, seconded by Mélon. AYES: Hutchison, Henry, Boggs, and Mélon. NAYS: None.

8. **Consider** approving Request for Proposals for professional services to perform an Alternatives Analysis study for two transit corridors in the Central Oklahoma Region (RTA 22-001); and authorize the Interim Executive Director to advertise.

APPROVED and AUTHORIZED. Moved by Boggs, seconded by Hutchison. AYES: Hutchison, Henry, Boggs, and Mélon. NAYS: None.

9. Project Update: Alternative Analysis – Liz Scanlon, Kimley-Horn

Liz Scanlon gave a PowerPoint update on the Alternative Analysis, which included detailed analysis criteria and methodology, East corridor station locations methodology, and next steps. She also provided details on upcoming community engagement events.

10. Public Comments – Brad Henry, RTA Board Chairperson

None.

11. Enter into Executive Session on advice of the Municipal Counselor to discuss the purchase or appraisal of real property as authorized by 25 O.S. (2021 Supp.) § 307 (B)(3)

ENTERED EXECUTIVE SESSION. Moved by Hutchison seconded by Mélon. AYES: Hutchison, Henry, Boggs, and Mélon. NAYS: None.

12. New Business – Brad Henry, RTA Board Chairperson

Chairperson Henry recommended the December RTA meeting be moved from December 21st to December 14th. Director Boggs stated he could not make the October RTA meeting unless he could attend virtually to make a quorum.

13. Adjournment – 12:32 p.m.

APPROVED by the Board of Directors and **SIGNED** by the Chairperson of the Regional Transportation Authority of Central Oklahoma, on this **16th** day of **November 2022**.

ATTEST:

Mary Mélon, Secretary

Brad Henry, Chairperson

Regional Transportation Authority of Central Oklahoma Payment Claims

Period: 09/01/2022 to 09/30/2022

Date	Vendor	Description	Invoice No.	Cost	Total
10/1/2022	Holmes & Associates LLC	Consultant Fees - Labor	1022	\$ 14,965.00	
		Consultant Fees - Travel	1022	\$ 2,972.50	
		Consultant Fees - Cost Reimb.	1022	\$ 1,849.08	
					\$ 19,786.58
8/31/2022	Kimley-Horn	Task 1 - Project Management	22492483	\$ 7,540.00	
	Kimley-Horn	Task 2 - Public Engagement	22492483	\$ 12,205.00	
	Kimley-Horn	Task 4 - AA Process	22492483	\$ 42,002.50	
					\$ 61,747.50
9/1/2022	Republic Parking	Parking Fees - August	2424019	\$ 3.00	
					\$ 3.00
10/1/2022	COTPA	Admin Services Fee	2023-103	\$ 2,288.00	
					\$ 2,288.00
Total Claims					\$ 83,825.08

APPROVED:



10/11/22

James P. Boggs

Date

RATIFIED and APPROVED by the Treasurer and Chairman of the Regional Transportation Authority of Central Oklahoma, this _____ day of _____, 2022.

ATTEST:

REGIONAL TRANSPORTATION AUTHORITY
OF CENTRAL OKLAHOMA

Mary Mélon, Secretary

Brad Henry, Chairperson



HOLMES & ASSOCIATES LLC

Holmes & Associates LLC
910 S Donner Way #304
Salt Lake City, UT 84108
Phone: 703.999.4440
E-Mail: kathryn@holmesassociatesllc.com

Invoice #1022

October 1, 2022

EIN: 82-1144150
Supplier ID: 231866
P.O # 2021-003

Client

RTA
2000 S. May
Oklahoma City, OK 73108
ATTN: James P. Boggs
boggsedmondrt@cox.net
ATTN: Suzanne Wickenkamp
suzanne.wickenkamp@okc.gov

Date	Bill	Description	Hours/Qty	Rate	Amount
9/01- 9/30/2022	KAH	RTA - TIME: Time billed by K Holmes for the period 9/01/2022 to 9/30/2022	36.50	410.00	\$14,965.00
9/01- 9/30/2022	KAH	RTA - TIME: Travel time billed by K Holmes for the period 9/01/2022 to 9/30/2022	14.50	205.00	\$2,972.50
9/01- 9/30/2022	KAH	RTA - COSTS: Total costs incurred by KAH			\$1,849.08
We appreciate your business. Please make checks payable to "Holmes & Associates LLC." Thank you.				Invoice Balance Due	\$19,786.58

**Please remit payment electronically to:**

Account Name: KIMLEY-HORN AND ASSOCIATES, INC.
Bank Name and Address: WELLS FARGO BANK, N.A., SAN FRANCISCO, CA 94163
Account Number: 2073089159554
ABA#: 121000248

If paying by check, please remit to:

KIMLEY-HORN AND ASSOCIATES, INC.
P.O. BOX 847385
LOS ANGELES, CA 90084-7385

RTA OF CENTRAL OK
ATTN: JASON FERBRACHE
2000 S. MAY AVENUE
OKLAHOMA CITY, OK 73108

Invoice No: 22492483
Invoice Date: Aug 31, 2022
Invoice Amount: \$61,747.50

Project No: 197385001.B
Project Name: OKC RTA AA NEPA STUDY
Project Manager: SCANLON, LIZ

Federal Tax Id: 56-0885615
For Services Rendered through Aug 31, 2022

Client Reference:

COST PLUS MAX

Description	Contract Value	% Billed to Date	Amount Billed to Date	Previous Amount Billed	Current Amount Due
TASK 1: PROJECT MANAGEMENT	97,742.00	10.79%	10,545.00	3,005.00	7,540.00
TASK 2: PUBLIC ENGAGEMENT	106,333.00	12.99%	13,815.00	1,610.00	12,205.00
TASK 4: ALTERNATIVES ANALYSIS - EAST CORRIDOR	219,555.00	24.58%	53,972.50	11,970.00	42,002.50
TASK 5: STATION ARE AND LAND USE ANALYSIS	54,610.00	0.00%	0.00	0.00	0.00
TASK 6: RAIL OPERATIONS PLANNING - NORTH/SOUTH CORRIDOR	246,632.00	0.00%	0.00	0.00	0.00
TASK 7: TRAVEL DEMAND/RIDERSHIP FORECASTING	234,779.00	0.00%	0.00	0.00	0.00
TASK 8: FTA CAPITAL GRANT AND FINANCIAL PLAN SUPPORT	67,178.00	0.00%	0.00	0.00	0.00
TASK 9: NEPA DOCUMENTATION	55,233.00	0.00%	0.00	0.00	0.00
KHA EXPENSES	17,000.00	0.00%	0.00	0.00	0.00
Subtotal	1,099,062.00	7.13%	78,332.50	16,585.00	61,747.50
Total COST PLUS MAX					61,747.50

Total Invoice: \$61,747.50

Account 127340 RTA (TE)
Invoice 2424019 Total Due: \$3.00
Invoice Date 9/1/2022
Printed on 9/9/2022

PAYMENT DUE UPON RECEIPT OF INVOICE, THANK YOU

Description of Billing

1 VALIDATED TKT @ \$3.00 FOR AUGUST 2022 DAILY PARKING

Charges

Parking \$3.00

Total Charges \$3.00

Please detach and return this stub with your payment

RTA (TE)
2000 S MAY
OKC OK 73108

Remit To:
C.O.T.P.A.
C/O REPUBLIC PARKING SYSTEMS
P.O. BOX 2404
OKLAHOMA CITY, OK 73101

Account 127340
Location 64-103V Art District
Invoice 2424019 9/1/2022
Total Due \$3.00

Amount Enclosed _____



CENTRAL OKLAHOMA
TRANSPORTATION & PARKING
AUTHORITY

REMIT PAYMENT TO:
EMBARC - Accts Receivable
2000 S. May | Oklahoma City, OK 73108
embarkok@okc.gov

Bill To: Regional Transportation
Authority of Central Oklahoma

Invoice #: 2023-103

Address: 2000 S May Avenue
Oklahoma City, OK 73108

Invoice Date: 10/1/22

Invoice For: Administrative Services

Item #	Description	Qty	Unit Price	Discount	Price
1	Admin Services Fee - September 2022	1	\$2,288.00		\$2,288.00
NOTES: RTA PO # 2023-003					
Invoice Subtotal					\$2,288.00
Tax Rate					
Sales Tax					\$0.00
Other					
Deposit Received					
Make all checks payable to EMBARK					
TOTAL					\$2,288.00

James Boggs

From: Tracie Coker
Sent: Thursday, October 6, 2022 1:22 PM
To: James Boggs
Subject: RTA invoices to approve
Attachments: 22Sep_ClaimsSummaryWorksheet.pdf

Tracie Coker, *Banking Officer, Executive Assistant*

NMLS ID# 1257401



tcoker@fnbokla.bank

O: 405.778.6500

D: 405.778.6514

F:

3030 NW Expressway, Ste 130 • Oklahoma City, OK 73112 • fnbokla.bank

Regional Transportation Authority of Central Oklahoma Payment Claims

Period: 10/01/2022 to 10/31/2022					
Date	Vendor	Description	Invoice No.	Cost	Total
11/1/2022	Holmes & Associates LLC	Consultant Fees - Labor	1122	\$ 20,192.50	
		Cost Reimbursement RTA	1122	\$ 1,259.01	
					\$ 21,451.51
9/30/2022	Kimley-Horn	Task 1 - Project Management	22646058	\$ 14,405.00	
	Kimley-Horn	Task 2 - Public Engagement	22646058	\$ 53,372.50	
	Kimley-Horn	Task 4 - AA Process	22646058	\$ 47,632.50	
	Kimley-Horn	Task 5 - Station Area/Land Use Analysis	22646058	\$ 13,405.00	
	Kimley-Horn	Task 6 - Rail Ops Planning	22646058	\$ 5,765.00	
	Kimley-Horn	Task 7 - Travel/Rider Forecast	22646058	\$ 515.00	
	Kimley-Horn	Expenses	22646058	\$ 3,298.21	
					\$ 138,393.21
10/3/2022	IndaGo Digital, Inc.	Website Hosting - Q4 2022	1596	\$ 125.00	
		Domain Renewal	1596	\$ 20.99	
		Annual License Fee	1596	\$ 49.00	
		Domain Protection	1596	\$ 14.84	
					\$ 209.83
10/1/2022	PCI Municipal Services	Parking Fees - September	127340	\$ 10.00	
					\$ 10.00
11/1/2022	COTPA	Admin Services Fee	2023-104	\$ 2,288.00	
		Journal Record - EDEI RFP	2023-104	\$ 111.07	
					\$ 2,399.07
Total Claims					\$ 162,463.62

APPROVED by the Regional Transportation Authority of Central Oklahoma, and **SIGNED** by the Treasurer and Chairman on this _____ day of _____, 2022.

TREASURER:

**REGIONAL TRANSPORTATION AUTHORITY
OF CENTRAL OKLAHOMA**

James P. Boggs

Brad Henry, Chairperson

ATTEST:

Mary Mélon, Secretary



HOLMES & ASSOCIATES LLC

Holmes & Associates LLC
910 S Donner Way #304
Salt Lake City, UT 84108
Phone: 703.999.4440
E-Mail: kathryn@holmesassociatesllc.com

Invoice #1122

November 1, 2022

EIN: 82-1144150
Supplier ID: 231866
P.O # 2021-003

Client

RTA
2000 S. May
Oklahoma City, OK 73108
ATTN: James P. Boggs
boggsedmondrt@cox.net
ATTN: Suzanne Wickenkamp
suzanne.wickenkamp@okc.gov

Date	Billor	Description	Hours/Qty	Rate	Amount
10/01- 10/31/2022	KAH	RTA - TIME: Time billed by K Holmes for the period 10/01/2022 to 10/31/2022	42.00	410.00	\$17,220.00
10/01- 10/31/2022	KAH	RTA - TIME: Travel time billed by K Holmes for the period 10/01/2022 to 10/31/2022	14.50	205.00	\$2,972.50
10/01- 10/31/2022	KAH	RTA - COSTS: Total costs incurred by KAH			\$1,259.01

We appreciate your business. Please make checks payable to "Holmes & Associates LLC." Thank you.

Invoice Balance Due

\$21,145.51

Please remit payment electronically to:

Account Name: KIMLEY-HORN AND ASSOCIATES, INC.
 Bank Name and Address: WELLS FARGO BANK, N.A., SAN FRANCISCO, CA 94163
 Account Number: 2073089159554
 ABA#: 121000248

If paying by check, please remit to:

KIMLEY-HORN AND ASSOCIATES, INC.
 P.O. BOX 847385
 LOS ANGELES, CA 90084-7385

RTA OF CENTRAL OK
 ATTN: JASON FERBRACHE
 2000 S. MAY AVENUE
 OKLAHOMA CITY, OK 73108

Invoice No: 22646058
 Invoice Date: Sep 30, 2022
 Invoice Amount: \$138,393.21

 Project No: 197385001.B
 Project Name: OKC RTA AA NEPA STUDY
 Project Manager: SCANLON, LIZ

 Client Reference:

Federal Tax Id: 56-0885615
 For Services Rendered through Sep 30, 2022

COST PLUS MAX

Description	Contract Value	% Billed to Date	Amount Billed to Date	Previous Amount Billed	Current Amount Due
TASK 1: PROJECT MANAGEMENT	97,742.00	25.53%	24,950.00	10,545.00	14,405.00
TASK 2: PUBLIC ENGAGEMENT	106,333.00	63.19%	67,187.50	13,815.00	53,372.50
TASK 4: ALTERNATIVES ANALYSIS - EAST CORRIDOR	219,555.00	46.28%	101,605.00	53,972.50	47,632.50
TASK 5: STATION ARE AND LAND USE ANALYSIS	54,610.00	24.55%	13,405.00	0.00	13,405.00
TASK 6: RAIL OPERATIONS PLANNING - NORTH/SOUTH CORRIDOR	246,632.00	2.34%	5,765.00	0.00	5,765.00
TASK 7: TRAVEL DEMAND/RIDERSHIP FORECASTING	234,779.00	0.22%	515.00	0.00	515.00
TASK 8: FTA CAPITAL GRANT AND FINANCIAL PLAN SUPPORT	67,178.00	0.00%	0.00	0.00	0.00
TASK 9: NEPA DOCUMENTATION	55,233.00	0.00%	0.00	0.00	0.00
KHA EXPENSES	17,000.00	19.40%	3,298.21	0.00	3,298.21
Subtotal	1,099,062.00	19.72%	216,725.71	78,332.50	138,393.21
Total COST PLUS MAX					138,393.21

Total Invoice: \$138,393.21

**IndaGo Digital, Inc.**

500 S Lynn Riggs #214
Claremore, OK 74017 US
+1 9186305255
andrea@indagodigital.us
indagodigital.us

INVOICE

BILL TO
Michael Scroggins
Regional Transportation Authority of Central Oklahoma
2000 S May Ave
Oklahoma City, OK 73108 USA

INVOICE 1596
DATE 10/03/2022
TERMS Net 30
DUE DATE 11/02/2022

DATE		DESCRIPTION	QTY	RATE	AMOUNT
09/01/2022	Plugin License	Elementor Plug-in Annual License (Sept 2022-Aug. 2023) - rta.org	1	49.00	49.00
09/26/2022	Software Services	Domain Renewal (1 Year) - rtaok.org	1	20.99	20.99
10/01/2022	Website Hosting	4Q 2022 - rtaok.org	1	125.00	125.00
10/04/2022	Software Services	Ultimate Domain Protection (1 Year) - rtaok.org	1	14.84	14.84

BALANCE DUE

\$209.83

Account 127340 RTA (TE)
Invoice 2424531 Total Due: \$10.00
Invoice Date 10/1/2022
Printed on 11/7/2022

Description of Billing

3 VALIDATED TKTS @ \$3.33 FOR SEPTEMBER 2022 DAILY
PARKING

Charges

Parking \$10.00

Total Charges \$10.00

Adjustments

10/27/2022 Balance Adjustment: BALANCE ADJUSTMENT DUE TO POSTING PAYMENT TWICE \$3.00
10/27/2022 Balance Adjustment: BALANCE ADJUSTMENT DUE TO POSTING PAYMENT TWICE AN (\$3.00)

Please detach and return this stub with your payment

RTA (TE)
2000 S MAY
OKC OK 73108



Account 127340
Location 64-103V Art District
Invoice 2424531 10/1/2022
Total Due \$10.00

Remit To: Amount Enclosed _____
C.O.T.P.A.-ARTS DISTRICT VALIDATIONS
C/O PCI MUNICIPAL SERVICES
P.O. BOX 2404
OKLAHOMA CITY, OK 73101



CENTRAL OKLAHOMA
TRANSPORTATION & PARKING
AUTHORITY

REMIT PAYMENT TO:
EMBARC - Accts Receivable
2000 S. May | Oklahoma City, OK 73108
embarkok@okc.gov

Bill To: **Regional Transportation
Authority of Central Oklahoma**

Invoice #: 2023-104

Address: 2000 S May Avenue
Oklahoma City, OK 73108

Invoice Date: 11/1/22

Invoice For: Administrative Services

Item #	Description	Qty	Unit Price	Discount	Price
1	Admin Services Fee -October 2022	1	\$2,288.00		\$2,288.00
2	Journal Record	1	\$111.07		\$111.07
NOTES: RTA PO # 2023-003				Invoice Subtotal	\$2,399.07
				Tax Rate	
				Sales Tax	\$0.00
				Other	
				Deposit Received	
Make all checks payable to EMBARK				TOTAL	\$2,399.07

INVOICE

The Journal Record

a division of BridgeTower Media
PO Box 745929
Atlanta, GA 30374-5929
866-802-8214

Embark
2000 S May Ave
Oklahoma City, OK 73108-4446

Account #
10000984
Invoice Date
10/10/2022
Invoice #
745558100
Order #
12161099
Terms
NET 30
PO/Case #
RTA 22-001
Salesperson

Days/Inserts	Description	Size/Qty	Amount
2	Central Oklahoma Regional Transit Corridors to Promote Economic Development and Equity Inclusion Pro Journal Record (OK) Bids / Construction Regional Transportation Authority; Bid Location Oklahoma County; Due 10/19/2022 at 05:00 PM 10/03/2022, 10/10 Total Charges	1col x 8.32in 383 wrd / 80 ln	111.07
TOTAL DUE			111.07

Acceptable Payment Methods:

To Pay by Check:
BridgeTower OpCo, LLC
PO Box 745929
Atlanta, GA 30374-5929

To Pay by ACH:
Bank: Bank of America
Contact Accounts Receivable
Account Number: 237025443017
Routing Number: 053000196

To Pay by Credit Card:
Contact Accounts Receivable:
866-802-8214
Please have your Invoice Number
and Credit Card Number Ready

Regional Transportation Authority of Central Oklahoma
FY2023 Year End Forecast

Presented November 16, 2022
Prepared by RTA Support Team (unaudited)

OPERATIONS		YTD Actuals	Est. Remaining	Total YE	FY23	
Sources		Jul-Oct	Nov-Jun	Forecast	Budget	Variance
						Variance %
Local Contributions		\$182,654	\$1,106,378	\$1,289,032	\$1,409,753	-\$120,721
Total Operations Revenues		\$182,654	\$1,106,378	\$1,289,032	\$1,409,753	-\$120,721
						-9%
Expenditures		YTD Actuals	Est. Remaining	Total YE	FY23	
		Jul-Oct	Nov-Jun	Forecast	Budget	Variance
						Variance %
Contracts and Services						
Professional Services - COTPA Administration		\$9,152	\$18,304	\$27,456	\$27,460	\$4
Professional Services - Holmes & Associates		\$86,798	\$329,600	\$416,398	\$444,900	\$28,502
Professional Services - Kimley Horn ⁽¹⁾		\$340,273	\$739,312	\$1,079,585	\$1,121,110	\$41,525
Transfer to Grant Activity for Local Grant Match ⁽²⁾		\$0	\$24,000	\$24,000	\$200,000	\$176,000
BNSF Study Fee		\$0	\$250,000	\$250,000	\$250,000	\$0
Professional Services-Legal		\$0	\$9,000	\$9,000	\$9,000	\$0
Independent Financial Audit		\$0	\$15,000	\$15,000	\$15,000	\$0
Website Hosting Fee		\$275	\$2,225	\$2,500	\$2,500	\$0
Branding		\$0	\$10,000	\$10,000	\$10,000	\$0
Conference/Training		\$1,690	\$6,160	\$7,850	\$7,850	\$0
Directors & Officer Liability Insurance		\$0	\$3,500	\$3,500	\$3,500	\$0
Advertising/Public Notice		\$69	\$727	\$796	\$1,000	\$204
Printing & Binding		\$0	\$20	\$20	\$20	\$0
Postage		\$0	\$70	\$70	\$100	\$30
Mileage		\$0	\$10	\$10	\$20	\$10
Parking		\$26	\$25	\$51	\$50	-\$1
Travel		\$2,405	\$15,000	\$17,405	\$20,000	\$2,595
Polling Services		\$0	\$26,000	\$26,000	\$26,000	\$0
Other Services & Fees		\$4	\$216	\$220	\$300	\$80
Total Contracts and Services		\$440,691	\$1,449,169	\$1,889,860	\$2,138,810	\$248,950
						12%
Equipment and Supplies						
Office Supplies		\$0	\$0	\$0	\$320	\$320
Food		\$0	\$750	\$750	\$1,000	\$250
Other Supplies		\$0	\$150	\$150	\$200	\$50
Total Equipment and Supplies		\$0	\$900	\$900	\$1,520	\$620
						41%
Total Operations Expenditures		\$440,691	\$1,450,069	\$1,890,760	\$2,140,330	\$249,570
						12%

(1) This reflects estimated expenses from two invoices carried over from FY22 plus 10 months of projected expenditures for Kimley Horn's Year 3 contract.
(2) This is the 33% local match required for the RAISE grant based on estimated consultant cost.

GRANT ACTIVITY		YTD Actuals	Est. Remaining	Total YE	FY23	
Sources		Jul-Oct	Nov-Jun	Forecast	Budget	Variance
						Variance %
Federal Grant ⁽³⁾		\$0	\$48,000	\$48,000	\$400,000	\$352,000
Transfer from Operations for Local Grant Match ⁽⁴⁾		\$0	\$24,000	\$24,000	\$200,000	\$176,000
Total Grant Revenues		\$0	\$72,000	\$72,000	\$600,000	\$528,000
						88%
Expenditures		YTD Actuals	Est. Remaining	Total YE	FY23	
		Jul-Oct	Nov-Jun	Forecast	Budget	Variance
						Variance %
Contracts and Services						
Professional Services - RAISE Grant Consultant Fees		\$0	\$120,000	\$120,000	\$600,000	\$480,000
Total Grant Expenditures		\$0	\$120,000	\$120,000	\$600,000	\$480,000
						80%

(3) This revenue is reimbursement from COTPA for 67% of consultant fees for the RAISE grant funded study.
(4) This revenue is the 33% RTA local match for the RAISE grant funded consultant fees.

FY23 Beginning Cash Balance	\$1,219,729
FY23 Ending Cash Balance (Forecast)	\$618,001

REGIONAL TRANSPORTATION AUTHORITY OF CENTRAL OKLAHOMA

AMENDED AND RESTATED TRUST AGREEMENT AND INDENTURE

THIS AMENDED AND RESTATED TRUST AGREEMENT AND INDENTURE of the Regional Transportation Authority of Central Oklahoma, hereinafter referred to as Authority, is made and entered into as of the 24th day of October, 2022, by the governing city councils of Oklahoma City, Edmond, and Norman, hereinafter referred to as Beneficiaries. The Authority shall be governed by a board of directors appointed by the governing city councils of the member jurisdictions creating the Authority, hereinafter referred to as Directors. The Directors act in the capacity of trustees for the Trust.

WITNESSETH: That in consideration of the payment by the trustors to the Directors of the sum of Ten Dollars (\$10.00), the mutual covenants herein set forth, and other valuable considerations, the said Directors agree to hold, manage, invest, assign, convey, and distribute as herein provided, authorized, and directed, such property as trustors, or others, may from time to time assign, transfer, lease, convey, give, bequeath, devise, or deliver into this Trust or the Directors thereof.

TO HAVE AND TO HOLD such property and the proceeds, rents, profits, and increases thereof unto said Directors, and said Directors' successors and assigns, but nevertheless in trust, for the use and benefit of the cities of Oklahoma City, Edmond, and Norman and upon the following trusts, terms and conditions herein stated.

ARTICLE I CREATION OF TRUST

The undersigned trustors created and established a Trust for the use and benefit of the Authority and for the public purposes hereinafter set forth, under the provisions of Title 68, Oklahoma Statutes 2014, Section §1370.7; Title 60, Oklahoma Statutes §176, et seq., as amended by Title 60, Chapter 4, Oklahoma Session Laws 1953; and the Oklahoma Trust Act and other applicable statutes of the State of Oklahoma for the purpose of planning, financing, constructing, maintaining, and operating transportation projects located within the boundaries of the regional transportation district.

ARTICLE II NAME

The name of this Trust is "Regional Transportation Authority of Central Oklahoma." Under that name it shall, so far as practicable, conduct all business and execute all instruments, and otherwise perform its duties and functions in the execution of this Trust.

ARTICLE III
DEFINITIONS

- A. "Beneficiaries" means the member cities, towns, or counties that comprise the Authority.
- B. "Board" means the board of directors who are the governing body of the Authority appointed by the governing boards of the cities, towns, or counties creating such Authority.
- C. "Bus rapid transit" means a high-capacity bus transit system operating on a wide variety of rights-of-way, including mixed traffic, dedicated lanes on surface streets, and busways separated from traffic.
- D. "Commission" means the Oklahoma Tax Commission.
- E. "Commuter rail" means urban passenger train service for local travel between a central city and adjacent suburbs and regional passenger service between cities. Commuter rail often shares track or right of way with a freight railroad.
- F. "Complementary paratransit transportation services" means comparable transportation services required by the Federal Transit Administration to comply with the Americans with Disabilities Act, which is available to eligible individuals with a disability who are functionally unable to use fixed- route services.
- G. "Director" means a board member.
- H. "Fiscal year" means the time period between July 1 of a calendar year through June 30 of the following calendar year.
- I. "Light rail transit" means a system that uses a fixed guideway rail with electric power propelling mass transit passenger vehicles that is constructed by an Authority.
- J. "Member jurisdiction" means those cities, towns, or counties that created the Authority and are authorized to appoint a member of the board under Article VI.
- K. "Operation" includes but is not limited to leasing services, contracting for services, planning, staffing, operating, financing, construction, and maintenance of a transportation project regardless of the source of funding.
- L. "Public transportation" means the movement of individuals and goods by publicly owned traditional bus, bus rapid transit, streetcar, light rail transit, commuter rail or other high capacity transit vehicle, complementary paratransit transportation services, or other conveyance that provides general or

special service to the public. Public transportation includes the movement of individuals and goods by privately owned bus, railroad car, high capacity transit vehicle, or other conveyance that, under a contract with the Authority, provides general or special service to the public.

- M. "Public transportation facilities" means any real property, facilities or equipment necessary for public transportation services including rolling stock, locomotives, stations, vehicle parking areas and facilities, rail lines, plants, equipment, work instrumentalities, and real and personal property and rights used or useful for public transportation.
- N. "Public transportation provider" means a public or private entity that provides public transportation services and includes a contractor providing services to a public transportation provider. Public transportation provider includes an authority or agency existing on or created after the effective date of this agreement.
- O. "Public transportation system" means a system of providing public transportation and public transportation facilities to individuals.
- P. "Regional district" means the specific governing and assessment district created by the member jurisdictions of the Regional Transportation Authority of Central Oklahoma for the purpose of providing regional transportation services.
- Q. "Streetcar" means a vehicle on rails used primarily for transporting passengers and typically operating on city streets.
- R. "Trust" means the Regional Transportation Authority created by Central Oklahoma municipalities pursuant to Title 68, Oklahoma Statutes §1370.7, as amended by House Bill 2480 in May 2014.
- S. "Unit of election" means a city, town, or county, or portion thereof, that holds an election to annex or withdraw from the regional district of the Authority.

ARTICLE IV BENEFICIARIES OF TRUST

- 4.1 Beneficiaries. The jurisdictions of Oklahoma City, Edmond, and Norman, are designated the Beneficiaries of the Trust. Additional beneficiaries may be added in accordance with the provisions set forth in Section 10.1.
- 4.2 Rights of Beneficiaries. The Beneficiaries shall have no legal title, claim, or rights to the Trust Estate, its income, or to any part hereof, or to demand or require any partition or distribution hereof except as provided in Article XIII. Neither shall the Beneficiaries have any authority, power, or right

whatsoever to do or transact any business for, or on behalf of, or binding upon the Directors or upon the Trust Estate, nor the right to control or direct the actions of the Directors, except as required by the laws of the State of Oklahoma. The Beneficiaries shall be entitled solely to the benefits of this Trust, as administered by the Directors hereunder; and upon the termination of the Trust, as provided hereinafter, and only then, the Beneficiaries shall receive the residue of the Trust Estate.

ARTICLE V PURPOSES OF TRUST

The purposes of the Trust are:

- 5.1 To plan, establish, develop, acquire, construct, purchase, own, install, repair, enlarge, improve, maintain, equip, finance and refinance, operate and regulate public transportation systems and facilities within the boundaries of the regional district of the Authority including but not limited to the purchase, lease, construction, installation, equipping, maintenance, and operation of such buildings and other facilities necessary for the servicing of such public transportation systems and facilities or for the comfort and accommodation of patrons of such public transportation systems and facilities or for use by authorities or agencies of the United States of America, the State of Oklahoma, or other political subdivisions of government or for other uses that the Authority may undertake as to public transportation and the buildings and facilities thereof.
- 5.2 To hold, maintain, and administer any leasehold rights in and to physical properties demised to the Beneficiaries and to comply with the terms and conditions of any such lease.
- 5.3 To acquire by lease, purchase or otherwise, and to plan, establish, develop, construct, enlarge, improve, maintain, equip, operate, and regulate any and all physical properties designated or needful for utilization in the furnishing and providing of services, in connection with public transportation systems and facilities properties, and to dispose of, rent, or otherwise make provisions for properties owned by the Trust but no longer needful for Trust purposes.
- 5.4 To provide funds for the cost of financing, acquiring, constructing, leasing, equipping, maintaining, repairing, and operating such public transportation systems and facilities and buildings and other improvements thereto, and all properties, real, personal, or mixed, required for execution and fulfilling the Trust purposes as set forth in this instrument, and all other charges, costs, and expenses necessarily incurred in connection therewith, and in so doing, to incur indebtedness, either unsecured or secured by all or any part of the Trust Estate and its revenues.

- 5.5 To expend all funds coming into the hands of the Directors as revenue or otherwise in the payment of any indebtedness incurred by the Directors for purposes specified herein, and in the payment of the aforesaid costs and expenses, and in the payment of any other obligation properly chargeable against the Trust Estate, and to distribute the remainder of such funds to the municipal Beneficiaries.

ARTICLE VI DIRECTORS

6.1 Appointment of Directors

There shall be seven Directors of this Trust who shall be appointed by the governing boards of the member jurisdictions creating such Authority. A Director shall be subject to removal only by action of the governing board appointing the Director.

- a. Three Directors shall be appointed by the Mayor of Oklahoma City, subject to the approval of the governing board of the City of Oklahoma City.
- b. Two Directors shall be appointed by the Mayor of Edmond, subject to the approval of the governing board of the City of Edmond.
- c. Two Directors shall be appointed by the Mayor of Norman, subject to the approval of the governing board of the City of Norman.

6.2 Terms of the Directors

- a. The initial term of the Directors shall begin concurrent with the creation of the Authority and end on June 30 in the year following a successful referendum establishing a dedicated funding source for Authority operations.
- b. Effective July 1 in the year following a successful referendum establishing a dedicated funding source for Authority operations, the term of the Directors shall be established on a staggered basis with four Directors serving a transitional term of four years and three Directors serving a transitional term of two years as follows: Of the members appointed by Oklahoma City, one of the Directors shall be appointed for a term of two years and the two of the Directors shall be appointed for a term of four years. For the Directors appointed Edmond, one of the Directors shall be appointed for a term of two years and one of the Directors shall be appointed for a term of four years. For the Directors appointed Norman, one of the Directors shall be

appointed for a term of two years and one of the Directors shall be appointed for a term of four years.

- c. After completion of the transitional term by the Directors, all Directors shall be appointed for four-year terms beginning on July 1.
 - d. A Director may be reappointed for additional terms subject to approval by the governing body of the member jurisdiction.
 - e. If a vacancy occurs on a board other than by expiration of a term, the vacancy shall be filled in the same manner as the original appointment for the remainder of the term.
 - f. A Director may continue to serve until a successor is appointed and qualified.
- 6.3 A Director shall not be an employee of the county or city appointing the Director under Section 6.1 or an employee of a public transportation provider operating in a public transit region.
- 6.4 A Director shall not be a currently serving elected officer of this state or a political subdivision of this state.
- 6.5 To be eligible to serve as a Director, a person must be a bona fide resident of the municipality which the Director is to represent for at least one year before the date of the appointment and shall continue in that residency to remain qualified to serve as a Director.
- 6.6 Upon appointment to the board, a Director shall take and subscribe to the oath of office required under section 1 of article XV of the state constitution of Oklahoma.
- 6.7 An individual who has been convicted of, pled guilty or no contest to, or forfeited bail concerning a felony under the laws of this state, any other state, or the United States shall not be appointed or remain as a member of the board.
- 6.8 A Director shall discharge the duties of the position in a nonpartisan manner, in good faith, in the best interests of the regional district, and with the degree of diligence, care, and skill that an ordinarily prudent person would exercise under similar circumstances in a like position. A Director shall not make or participate in making a decision, or in any way attempt to use his or her position as a Director to influence a decision, on a matter before the Authority in which the member is directly or indirectly interested. A Director shall not be interested directly or indirectly in any contract with the Authority or the department that would cause an actual or potential conflict of interest between a public duty and a private interest. A Director shall comply by all applicable constitutional provisions, statutes, and ethical

rules relating to conflicts of interest. To the extent not covered by applicable constitutional provisions, statutes, or rules, a Director shall also be prohibited from the following:

- a. Improperly disclosing or using private, controlled, or protected information that has been gained by reason of a person's position as a Director;
- b. Receiving or agreeing to receive compensation for assisting any person or business entity in any transaction involving the Authority; and
- c. Knowingly receiving, accepting, taking, seeking, or soliciting, directly or indirectly for themselves or another a gift of significant value or significant economic benefit tantamount to a gift that would tend improperly to influence a reasonable person in the person's position to depart from the faithful and impartial discharge of the person's public duties.

6.9 Election of Officers

- a. The Directors shall elect a chair from their members who shall preside at all meetings and perform other duties designated by the Directors. The Directors shall elect one or more vice chairs from their members who shall act as a chair during the temporary absence or disability of the chair. If a permanent vacancy occurs in the office of the chair or vice chair, the Directors shall elect a successor thereto from its members.
- b. The Directors shall keep minutes of all meetings of the Directors and shall maintain complete and accurate records of all their financial transactions, all such minutes, books, and records to be on file in the office of the Trust.

6.10 Voting Protocols

- a. Each voting member may cast one vote on all questions, orders, resolutions, and ordinances coming before the board of directors.
- b. A majority of all voting members of the board of directors are a quorum for the transaction of business.
- c. The affirmative vote of a majority of all voting members present at any meeting at which a quorum is present shall be necessary and, except as otherwise provided, is sufficient to carry a motion, resolution, ordinance, or proposition before the board of directors.
- d. After a vote of members is taken, a weighted vote may be called by the voting members of any three jurisdictions.

- e. When applicable, votes shall be weighted as follows:

City	Members	Weighted Vote
Oklahoma City (1)	1	18.667%
Oklahoma City (2)	1	18.667%
Oklahoma City (3)	1	18.667%
Norman (1)	1	11.00%
Norman (2)	1	11.00%
Edmond (1)	1	11.00%
Edmond (2)	1	11.00%

- f. The following matters require approval by a 67% weighted vote:

- Pledge assets
- Approve budget
- Major service change
- Determine tax rate to be placed on ballot
- Call for the governing bodies of the municipalities comprising the Authority to put a referendum on ballot

- g. A motion to approve the acquisition, construction, or operation of a rail line must receive the affirmative vote of 67% of the weighted vote including a majority of representatives of member cities through which the rail line traverses.

- h. A motion to approve the acquisition of a transit provider and associated liability and assets must receive the affirmative vote of 67% of the weighted vote including a majority of representatives of member cities in the service area.

- i. A motion to issue debt must receive the affirmative vote of 67% of the weighted vote. In addition, the indebtedness must be approved by a 2/3 vote of the governing body of 2/3 of the Beneficiaries of the Trust; provided, however, that a municipal beneficiary with a governing body consisting of fewer than seven members shall be required to approve the issuance of debt by a 3/5 vote of the governing body. After each decennial census beginning in 2030, the governing boards of the Beneficiaries shall review the apportionment of the board of directors

and associated voting protocols to make such adjustments, if any, as may be appropriate to account equitably for the population and sales tax distribution among the member jurisdictions.

6.11 Compensation

No Director shall be paid any compensation of any kind for providing services as a Director of this Trust. However, Directors may be reimbursed for expenses incurred in the performance of their duties hereunder.

6.12 No Personal Liability

The Directors, the State of Oklahoma, and the Beneficiaries hereof shall not be personally liable whatsoever by reason of an act or omission committed or suffered in good faith or in the exercise of their honest discretion of the performance of such Trust or the operation of the Trust Estate.

6.13 Meetings and Records

The Directors shall designate the time and place of all regular meetings, which meetings shall be public. All meetings of the Directors shall be open to the public to the extent provided by the Oklahoma Open Meeting Act. The books, records, and minutes of the Directors shall be considered public records and available for inspection during normal business hours by any interested party to the extent provided by the Oklahoma Open Records Act.

6.14 No Power to Bind

Notwithstanding any other provisions of this Trust Indenture which shall appear to provide otherwise, no Director or Directors shall have the power or authority to bind or obligate any other Director, or any Beneficiary, nor can any Beneficiary bind or obligate the Trust or any individual Director.

ARTICLE VII

POWERS AND DUTIES OF THE DIRECTORS

To accomplish the purposes of the Trust, and subject to the provisions and limitations otherwise provided in this Trust Indenture, the Directors shall have all powers necessary or convenient to carry out the purposes of the Trust and, in addition to the usual powers incident to their office and the powers granted to them in other parts of this Trust Indenture, the following rights, power, duties, authority, discretion, and privileges, all of which may be exercised by them without any order or authority from any court:

- 7.1 To designate by resolution a description of the boundary of the Authority which boundary shall be coterminous with the entirety of the boundaries of the jurisdictions which have joined the Authority.
- 7.2 To finance, acquire, establish, develop, construct, enlarge, improve, extend, maintain, equip, operate, lease, furnish, provide, supply, regulate, hold, store, and administer any of the public transportation systems and facilities determined by the Directors to be necessary for the benefit and development of the Beneficiaries.
- 7.3 To enter into contracts, leases, and agreements of every kind, in accordance with all applicable federal and state procurement regulations and requirements of Section 176 of Title 60 relating to public trusts, including:
- a. To acquire, construct, enlarge, and improve buildings and works, including but not limited to, transportation vehicle terminals and weigh stations, garages and repair shops, and facilities authorized to be acquired and constructed, enlarged and improved pursuant to the terms of this Trust Indenture;
 - b. To acquire rolling stock or other property under a contract or trust agreement, including a conditional sales contract, cooperative purchasing agreement, lease, and equipment trust certificate;
 - c. To hold, use, sell, lease, dispose of, and acquire, by any means, any interest in real property, licenses, patents, rights, and other interests necessary, convenient, or useful to the providing of regional transportation services;
 - d. To acquire, construct, develop, own, operate, and maintain transit facilities necessary to serve high capacity, intercity, or other types of passenger rail services, within the Authority;
 - e. For the furnishing of any services or the performance of any duties that they deem necessary or proper and pay for the same as they see fit;
 - f. For the sale of bonds, notes or other evidences of indebtedness or obligations of the Trust for the purpose of acquiring or constructing works and facilities authorized to be acquired or constructed pursuant to the terms of this Trust Indenture and for that purpose may:
 - i. Employ financial advisors and underwriters to advise and assist the Directors in finalizing the financing plan, developing offering documents, preparing for any rating agency and investor presentations, marketing and selling the bonds, notes or other evidences of indebtedness or obligations, and presenting financial plans for the

financing of the acquisition or construction of each project, and to recommend to, or consult with, the Directors concerning the terms and provisions of bond indentures and bond issues, and may pay appropriate compensation for such work and services performed in the furtherance of the project;

- ii. Sell all bonds, notes or other evidences of indebtedness or obligations of the Trust in installments or series and on such terms and conditions and in such manner as the Directors shall deem to be in the best interest of the Trust Estate; and
- iii. Appoint and compensate attorneys, paying agencies and corporate Directors in connection with the issuance of any such bonds, notes, evidences of indebtedness or other obligations of the Trust.

g. For payment with debt obligations and for performance and payments to extend longer than one fiscal year if the contract provides for the discharge of the contractual obligations by any method, including:

- i. Committing current year funds, future tax revenues, or cancellation charges; and
- ii. Making the contract subject to the future availability of funds.

h. With such architectural and engineering firm or firms as the Directors deem necessary to prepare such preliminary or detailed studies, plans, specifications, cost estimates, and feasibility reports as are required in the opinion of the Directors;

i. With such attorneys and accountants and other professional service providers or firms as are required to further the purposes of the Trust in the opinion of the Directors;

j. With the United States, this state and its agencies and political subdivisions, public or private corporations, and any other person;

k. To accept a grant or loan from any person; and

l. As otherwise may be necessary for the furtherance of the authorized Trust purposes set out herein.

7.4 To fix, demand and collect charges, rentals and fees for the services and facilities of the Trust to the same extent as the Beneficiary might do and to discontinue furnishing of services and facilities to any person, firm or corporation, or public instrumentality, delinquent in the payment of any indebtedness

to the Trust; to purchase and sell such supplies, goods, and commodities as are incident to the operation of its properties.

- 7.5 Subject to voter approval, to levy a sales tax upon the gross proceeds or gross receipts derived from all sales or services in the regional district and/or such other tax or assessment as maybe authorized by law.
- 7.6 To utilize the provisions of the Local Development Act, Title 62 Oklahoma Statutes §853, and such other acts as may be authorized relating to the financing of regional transportation projects.
- 7.7 To operate a public transportation system:
- a. With the consent of a political subdivision, may use streets, alleys, roads, highways, and other public ways of the political subdivision as necessary or useful in the construction, reconstruction, repair, maintenance, and operation of the system;
 - b. With the consent of a political subdivision, may relocate, raise, reroute, change the grade of, or alter, at the Trust's expense, the construction of a public owned or privately- owned street, alley, highway, road, railroad, electric line or facility, or telephone property or facility, pipeline or facility, conduit or facility, and other property.
 - c. Contract with a municipality, county, other political subdivision, or federally recognized tribe for the Trust to provide public transportation services;
 - d. Make agreements with a public utility, private utility, communication system, common carrier, state agency, or transportation system for the joint use of facilities, installations, or property inside or outside the district; and
 - e. Lease all or a part of the public transportation system to, or contract for the operation of all or a part of the public transportation system by, an operator.
- 7.8 To use or alter a road, highway, or turnpike with the permission of the Oklahoma Department of Transportation or the Oklahoma Turnpike Authority.
- 7.9 To use or alter a railroad with the permission of the railroad.
- 7.10 To compromise any debts or claims of or against the Trust Estate and may adjust any dispute in relation to such debts or claims by arbitration or otherwise and may pay any debts or claims against the Trust Estate upon any evidence deemed by the Directors to be sufficient. The Directors may bring any suit or action, which in their judgment is necessary or proper to protect the interest of the Trust Estate, or to

enforce any claim, demand or contract for the Trust; and they shall defend, in their discretion, any suit against the Trust, or the Directors or employees, agents or servants thereof. They may compromise and settle any suit or action and discharge the same out of assets of the Trust Estate, together with court costs and attorneys' fees.

- 7.11 To require an audit of the Authority's financial records, financial controls, and annual financial report.
- 7.12 To file annually, with the governing body of the Beneficiaries, copies of financial documents and reports sufficient to demonstrate the fiscal activity of the Trust, including, but not limited to, budgets, financial reports, bond indentures, and audits.
- 7.13 To file for the next fiscal year a proposed operating and capital budget no later than March 15 of each year and a final operating and capital budget within 30 days after adoption by the Authority with the governing bodies of the Beneficiaries.
- 7.14 To adopt rules to govern the operation of the Trust, its employees, the public transportation system, service provided by the Authority, and any other necessary matter concerning its purposes including to:
 - a. Employ and prescribe the compensation for a chief executive officer of the Authority;
 - b. Adopt and enforce procurement procedures, guidelines, and rules consistent with procurement requirements of applicable state and federal laws and regulations covering the appointment of contracting officers, the solicitation for and award of contracts, the resolution of protests and contract disputes, and other aspects of the procurement process for domestic and international contracts;
 - c. Establish appropriate personnel policies, procedures, and benefit systems;
 - d. Employ such persons as are necessary to operate the business of the Authority;
 - e. Delegate to designated persons the power to contract for construction, services, and property, within budgeted amounts approved by the Directors;
 - f. Adopt a seal;
 - g. Establish a complete system of accounts;

- h. Designate by resolution an authorized representative of the Authority to invest Authority funds and withdraw money from Authority accounts for investment; and
 - i. Designate by resolution an authorized representative of the Authority to supervise the substitution of securities pledged to secure Authority funds.
- 7.15 To do all other acts in their judgment necessary or desirable for the proper and advantageous management, investment, and distribution of the Trust Estate and income therefrom.

ARTICLE VIII DURATION OF TRUST

The Trust shall exist for the duration of the operation and no longer than one (1) year after cessation of the operation.

ARTICLE IX TRUST ESTATE

The Trust Estate shall consist of:

- 9.1 The funds and property presently under the control of the Directors or to be acquired or constructed by Directors and dedicated by the trustor and others to be used for Trust purposes.
- 9.2 Any and all leasehold rights demised to the Directors by any Beneficiary as authorized and empowered by law.
- 9.3 Any and all money, property, real, personal or mixed, rights, choses in action, contracts, leases, privileges, immunities, franchises, benefits, and all other things of value coming into the possession of the Directors pursuant to the provisions of this Trust Indenture.
- 9.4 The instruments executed for each project, and each issuance of Directors' bonds and other indebtedness, shall set out the specific property of the Trust Estate exclusively pledged and mortgaged for the payment of such indebtedness.

ARTICLE X ANNEXATION AND WITHDRAWAL

10.1 Addition of City, Town, or County by Election or Annexation

- a. The territory of any unit of election that is not part of the Authority may be added as a beneficiary of the Trust and receive transportation services provided by the regional district of the Authority on a date determined by the board if:
 - i. any part of the unit of election is located adjacent to a city, town, or county that is part of the regional district;
 - ii. the unit of election does not divide an election precinct;
 - iii. prior to the effective date of the admission of the territory into the regional district of the Authority, the board states, by resolution, the Authority's intention to provide transportation services in the territory of the unit of election;
 - iv. the governing body of the unit of election calls an election under this section on whether the territory of the unit of election should be added to the Authority; and
 - v. a majority of the votes cast in the election favor the proposition.
- b. The governing body of the unit of election shall certify to the board the result of an election in which the addition is approved.
- c. No later than 120 days after the date of the election approving the addition of the unit of election to the regional district of the Authority, the board of the Authority and the governing body of the unit of election shall enter into an interlocal agreement that:
 - i. establishes an effective date for the annexation of the territory of the unit, which date will be concurrent with the implementation of the sales tax in the added territory by the Commission; and
 - ii. evidences the unit's agreement to accept a financial obligation in an amount equal to:
 - a. the unit's apportioned share of the Authority's outstanding obligations; and
 - b. the amount, not computed in Section 10.1(C)(ii)(a), that is necessary and appropriate to allocate to the unit because of financial obligations of the Authority that specifically relate to the unit.

- iii. The unit's apportioned share of the Authority's outstanding obligations is the amount of the obligation times a fraction, the numerator of which is the combined population and sales tax of the annexing unit of election and the denominator of which is the combined population and sales tax in the regional district of the Authority, including the annexing unit.
- iv. The board shall determine the amount of each component of the computations required under this section, including the components of the units apportioned share, as of the effective date of annexation. The population shall be determined according to the most recent and available applicable data of an agency of the United States. The sales tax shall be determined by the Commission.
- d. When a city, town, or county that is part of the Authority annexes territory that, before the annexation is not part of the Authority, the annexed territory becomes part of the Authority.

10.2 Added Territory: Effective Date of Taxes

- a. A sales tax imposed by the Authority takes effect in the territory added to the Authority by election or by annexation on the first day of the first calendar quarter following voter approval that begins after the date the Commission receives:
 - i. a certified copy of an order annexing the territory or of an order canvassing the returns and declaring the result of the election; and
 - ii. a map of the Authority showing clearly the territory added.
- b. The board of the Authority shall send the order, which must include the effective date of the tax, and map required under Section 10.2(a)(ii) to the Commission by certified or registered mail.
- c. The Commission may delay implementation of the sales tax in the added territory for one calendar quarter by notifying the board of the Authority that the Commission requires more time to provide notice of the rate change to vendors. If implementation is delayed, the tax takes effect on the first day of the second calendar quarter that begins after the date on which the Commission receives the order and map.

10.3 Withdrawal of Territory from Authority by Election

- a. The governing body of a unit of election may order an election to withdraw the unit from the Authority.
- b. If a majority of the votes cast in the election favor the proposition to withdraw from the regional district, the governing body of the unit of election shall certify to the board the result of the election and the effective date of the withdrawal.

10.4 Effect of Withdrawal

- a. On the effective date of a withdrawal from the Authority:
 - i. the Authority shall cease providing transportation services in the withdrawn unit of election; and
 - ii. the financial obligations of the Authority attributable to the withdrawn unit of election cease to accrue.
- b. Until the amount of revenue from an Authority's sales tax collected in a withdrawn unit of election after the effective date of withdrawal and paid to the Authority equals the total financial obligation of the unit at the time of withdrawal, the sales tax will continue to be collected in the territory of the election unit.
- c. After the board receives certification of an election favoring withdrawal from the Authority, the board shall:
 - i. calculate the total financial obligation of the unit at the time of withdrawal as set forth in Section 10.5;
 - ii. certify to a withdrawn unit of election the total financial obligation of the unit to the Authority; and
 - iii. certify to the Commission the total financial obligation of the unit to the Authority.
- d. After receipt of certification from the board of the total financial obligation of the unit, the Commission shall:
 - i. continue to collect sales tax in the withdrawn unit and remit it to the Authority until the amount of the total financial obligation of the unit at the time of withdrawal has been collected; and

- ii. discontinue collecting the tax in the territory of the withdrawn unit of election after the total financial obligation has been collected and remitted to the Authority.
- e. On the effective date of a withdrawal from the Authority, title to all real estate and improvements located in the unit of election owned or partially owned by the Authority shall immediately vest in the Authority, and the Authority may continue to use the real estate and improvements in the withdrawn unit of election as necessary for the continuation of service to the remaining units of election for a period of 25 years or the duration of the Authority's remaining federal grant obligation for the facility, whichever is longer, provided that the Authority shall be responsible for all operation and maintenance costs of the facility during the period of use. At the end of the period, the real estate and improvements will revert to the unit of election.
- f. Withdrawal from the Authority does not affect the right of the Authority to travel through the territory of the unit of election to provide service to a unit of election that is a part of the Authority.

10.5 Determination of Total Amount of Financial Obligations of Withdrawn Unit

- a. The total financial obligation of a withdrawn unit of election to the Authority is an amount equal to:
 - i. the unit's apportioned share of the Authority's outstanding obligations; and
 - ii. the amount, not computed in Section 10.5 (a) (i), that is necessary and appropriate to allocate to the unit because of financial obligations of the Authority that specifically relate to the unit.
- b. An Authority's outstanding obligations under Section 10.5 (a) (i), is the sum of:
 - i. the obligations of the Authority authorized in the budget of, and contracted for by, the Authority;
 - ii. outstanding contractual obligations for capital or other expenditures, including expenditures for a subsequent year, the payment of which is not made or provided for from the proceeds of notes, bonds, or other obligations;
 - iii. payments due or to become due in a subsequent year on notes, bonds, or other securities or obligations for debt issued by the Authority;

- iv. the amount required by the Authority to be reserved for all years to comply with financial covenants made with lenders, note or bond holders, or other creditors or contractors; and
 - v. the amount necessary for the full and timely payment of the obligations of the Authority, to avoid a default or impairment of those obligations, including contingent liabilities.
- c. The apportioned share of a unit's obligation or assets is the amount of the obligation or assets times a fraction, the numerator of which is the combined population and sales tax of the withdrawing unit of election and the denominator of which is the combined population and sales tax in the regional district of the Authority, including the number of inhabitants of the withdrawing unit.
 - d. The board shall determine the amount of each component of the computations required under this section, including the components of the unit's apportioned share, as of the effective date of withdrawal. The population shall be determined according to the most recent and available applicable data of an agency of the United States. The sales tax shall be determined by the Commission.
 - e. The board shall certify to a withdrawn unit of election and to the Commission the total financial obligation of the unit to the Authority as determined under this section.

10.6 Reapportionment

In the event that a beneficiary from the member jurisdictions withdraws from Authority, the governing boards of the remaining member jurisdictions shall restructure the board of directors and associated voting protocols to account equitably for the population and sales tax distribution among the remaining member jurisdictions.

ARTICLE XI FINANCIAL PROVISIONS

11.1 General provisions

- a. Fiscal year. The Authority's fiscal year ends on June 30.

- b. Tax exemption. Authority property, material purchases, revenue, and income, and the interest on bonds and notes issued by the Authority are exempt from any tax imposed by this state or a political subdivision of this state.

11.2 Annual budget

- a. Before beginning the operation of public transportation facilities, the board shall adopt an annual operating budget including a program of work specifying the Authority's anticipated revenue and expenses for the fiscal year.
- b. The board must hold a public hearing before adopting each budget except the initial budget. Notice of the hearing must be published at least seven days before the date of the hearing in a newspaper of general circulation in the district.
- c. A budget may be amended at any time if notice of the proposed amendment is given in the notice of meeting.

ARTICLE XII

AMENDMENT OF TRUST INDENTURE

The Trust Indenture creating the Trust may be amended, altered, revised, modified, revoked or terminated only in writing with the consent of all parties in interest.

ARTICLE XIII

TERMINATION OF TRUST

13.1 This Trust shall terminate:

- a. When the purposes set out in Article V of this instrument shall have been fully executed; or
- b. In the manner provided by Title 68, Oklahoma Statutes 2014, Section §1370.7, and any amendment or additions thereto.

13.2 This Trust shall not be terminated by voluntary action if there is outstanding indebtedness or fixed term obligations of the Directors, unless all owners of such indebtedness or obligations shall have consented in writing to such termination.

13.3 Upon the termination of this Trust, the Directors shall proceed to wind up the affairs of this Trust and, after payment of all debts (including any bonded indebtedness), expenses, and obligations out of the

moneys and properties of the Trust Estate to the extent thereof, shall distribute the residue of the money and properties of the Trust Estate to the Beneficiaries hereunder based on the total amount of sales tax contributed by each Beneficiary over the life of the Authority. Upon final distribution, the power, duties, and authority of the Directors hereunder shall cease.

ARTICLE XIV
ACCEPTANCE OF TRUST

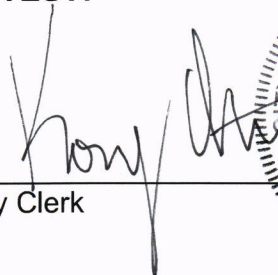
The Directors accept the Trust herein created and provided for and agree to carry out the provisions of this Trust Indenture on their part to be performed.

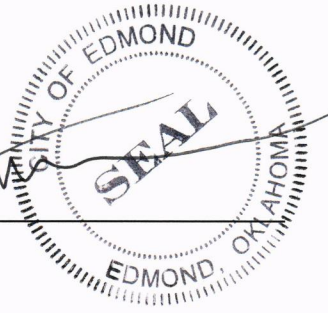
APPROVED by the City of Edmond this 24 day of October, 2022.

THE CITY OF EDMOND


Darrell Davis, Mayor

ATTEST:


City Clerk




REVIEWED for form and legality.


Municipal Counselor

APPROVED by the City of Norman this 13th day of September, 2022.

THE CITY OF NORMAN


Matthew Peacock, Mayor Pro Tem

ATTEST:


City Clerk

REVIEWED for form and legality.

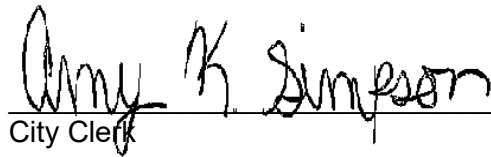

Municipal Counselor



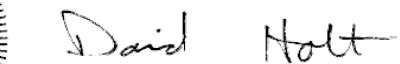
APPROVED by the City of Oklahoma City this 27th day of September, 2022.

THE CITY OF OKLAHOMA CITY

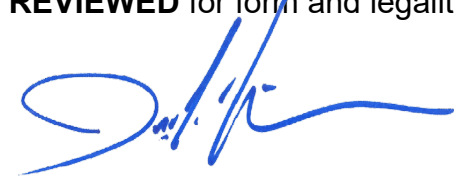
ATTEST:


City Clerk




David Holt, Mayor

REVIEWED for form and legality.



Municipal Counselor

RESOLUTION No. 06-21-2022B

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF DEL CITY TO RESCIND RESOLUTION 11-19-18A; WITHDRAW FROM THE TRUST AGREEMENT AND INDENTURE CREATING THE REGIONAL TRANSPORTATION AUTHORITY OF CENTRAL OKLAHOMA; AND RESCIND APPOINTMENTS TO THE REGIONAL TRANSPORTATION AUTHORITY OF CENTRAL OKLAHOMA

WHEREAS, on November 19, 2018 the City Council of the City of Del City adopted Resolution number 11-19-18A, authorizing the execution of the Trust Agreement and Indenture of the Regional Transportation Authority of Central Oklahoma;

WHEREAS, on or about March 4, 2019, the Mayor of the City of Del City signed and executed the Trust Agreement and Indenture of the Regional Transportation Authority of Central Oklahoma;

WHEREAS, on March 13, 2019, the Trust Agreement and Indenture of the Regional Transportation Authority of Central Oklahoma was filed with the Office of the Oklahoma Secretary of State;

WHEREAS, the City of Del City has appointed a resident to represent the interests of the City of Del City to the Regional Transportation Authority of Central Oklahoma. Said representative has attended meetings of the Regional Transportation Authority of Central Oklahoma;

WHEREAS, since the adoption of the Trust Agreement and Indenture of the Regional Transportation Authority of Central Oklahoma, the interests of the Regional Transportation Authority of Central Oklahoma and the interests of the City of Del City have separated;

WHEREAS, one such separation includes a request by the Regional Transportation Authority of Central Oklahoma to call for a vote for a tax increase to fund projects for the Regional Transportation Authority;

WHEREAS, after reviewing the project plans as they have developed, the Council has determined that there is a lack of proportionate benefit to our citizens for the cost of the project and, therefore, wish to withdraw from the Regional Transportation Authority of Central Oklahoma; and

WHEREAS, the Trust Agreement and Indenture of the Regional Transportation Authority of Central Oklahoma gives its member jurisdictions the ability to withdraw from the Trust Agreement and Indenture.

NOW, THEREFORE BE IT RESOLVED BY THE COUNCIL OF THE CITY OF DEL CITY, that:

Resolution 11-19-18A is hereby rescinded;

The City of Del City officially withdraws from the Trust Agreement and Indenture of the Regional Transportation Authority of Central Oklahoma;

Any appointments to the Regional Transportation Authority of Central Oklahoma by the City of Del City are hereby rescinded; and

The Acting City Manager for the City of Del City is hereby directed to notify the Regional Transportation Authority of Central Oklahoma of the withdrawal, to notify any appointees of this withdrawal and the rescinding of the appointment, and file this resolution with the Office of the Secretary of State for the State of Oklahoma.

PASSED AND APPROVED BY the Mayor and City Council of the City of Del City on this 21st day of June, 2022.



CITY OF DEL CITY, OKLAHOMA

Floyd Eason
Floyd Eason, Mayor

Attest:

Melissa Jones
Melissa Jones, City Clerk

APPROVED as to form and legality this 21st day of June, 2022.

Beverly Palmer
Beverly Palmer, City Attorney

RESOLUTION 2021- 46

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MIDWEST CITY TO RESCIND RESOLUTION 2018-31; WITHDRAWING FROM THE TRUST AGREEMENT AND INDENTURE CREATING THE REGIONAL TRANSPORTATION AUTHORITY OF CENTRAL OKLAHOMA (RTA); AND RESCINDING APPOINTMENTS TO THE REGIONAL TRANSPORTATION AUTHORITY OF CENTRAL OKLAHOMA.

WHEREAS, on November 27, 2018 the City Council for the City of Midwest City adopted Resolution number 2018-31, authorizing the execution of the Trust Agreement and Indenture of the Regional Transportation Authority of Central Oklahoma;

WHEREAS, on or about March 4, 2019, the Mayor for the City of Midwest City signed and executed the Trust Agreement and Indenture of the Regional Transportation Authority of Central Oklahoma;

WHEREAS, on March 13, 2019, the Trust Agreement and Indenture of the Regional Transportation Authority of Central Oklahoma was filed with the Office of the Oklahoma Secretary of State;

WHEREAS, the City of Midwest City has appointed residents to represent the interests of the City of Midwest City to the Regional Transportation Authority of Central Oklahoma. Said representatives have attended meetings of the Regional Transportation Authority of Central Oklahoma;

WHEREAS, since the adoption of the Trust Agreement and Indenture of the Regional Transportation Authority of Central Oklahoma, the interests of the Regional Transportation Authority of Central Oklahoma and the interests of the City of Midwest City have separated;

WHEREAS, one such separation includes a request by the Regional Transportation Authority of Central Oklahoma to call for a vote for a tax to fund projects for the Regional Transportation Authority;

WHEREAS, under such a vote, a majority of the citizens of the City of Midwest City may vote to turn down the tax, but if for a tax is approved by a majority of all of the people who vote whether to establish such a tax, then the citizens of the City of Midwest City are subject to a tax, that the majority of Midwest City residents voted against; and

WHEREAS, the Trust Agreement and Indenture of the Regional Transportation Authority of Central Oklahoma gives its member jurisdictions the ability to withdraw from the Trust Agreement and Indenture;

NOW, THEREFORE BE IT RESOLVED BY THE COUNCIL OF THE CITY OF MIDWEST CITY, that:

Resolution 2018-31 is hereby rescinded;

The City of Midwest City officially withdraws from the Trust Agreement and Indenture of the Regional Transportation Authority of Central Oklahoma;

Any appointments to the Regional Transportation Authority of Central Oklahoma by the City of Midwest City are hereby rescinded; and

The City Manager for the City of Midwest City is hereby directed to notify the Regional Transportation Authority of Central Oklahoma of the withdrawal, to notify any appointees of this withdrawal and the rescinding of the appointment, and file this resolution of the Office of the Secretary of State for the State of Oklahoma.

PASSED AND APPROVED BY the Mayor and City Council of the City of Midwest City on this 14 day of December, 2021.



CITY OF MIDWEST CITY, OKLAHOMA

Matthew D. Dukes
Matthew D. Dukes, Mayor

Attest:

Sara Hancock
Sara Hancock, City Clerk

APPROVED as to form and legality this 16th day of December, 2021.

Donald D. Maisch
Donald D. Maisch, City Attorney

RESOLUTION 21 (22)

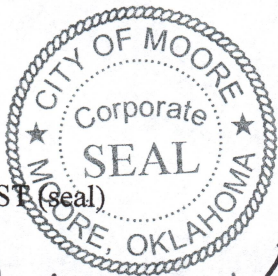
**A RESOLUTION BY THE CITY OF MOORE WITHDRAWING FROM
MEMBERSHIP IN THE REGIONAL TRANSPORTATION AUTHORITY
OF CENTRAL OKLAHOMA.**

WHEREAS, the City of Moore desires to withdraw from membership and participation in the Regional Transportation Authority of Central Oklahoma.

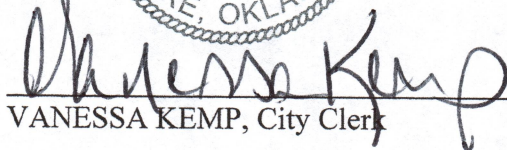
NOW, therefore, be it resolved by the Mayor and City Council of the City of Moore, Oklahoma, as follows:

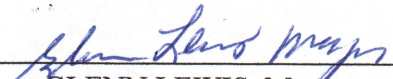
1. The City of Moore by passage of this resolution does hereby withdraw from membership and participation from the Regional Transportation Authority of Central Oklahoma effective immediately.

Adopted this 6 day of June 2022, at a regularly scheduled meeting of the governing body in compliance with the Open Meeting Act, 25 O.S. §§ 301-314 (2001).

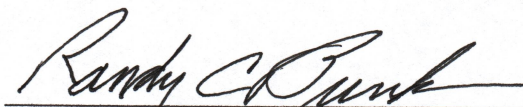


ATTEST (Seal)


VANESSA KEMP, City Clerk


GLENN LEWIS, Mayor

APPROVED AS TO FORM AND LEGALITY THIS 6 DAY OF June 2022:


RANDY C. BRINK, City Attorney



TO: Chairperson and Board of Directors

FROM: Interim Executive Director

Consider adopting a resolution approving the Regional Transportation Authority of Central Oklahoma Regular Meeting Schedule for Calendar Year 2023.

Background

Section 6.13 *Meeting and Records* of the Trust Indenture and Agreement state the directors are responsible for designating the time and place of all regular meetings. Section 7 of the Regional Transportation Authority of Central Oklahoma (RTA) Bylaws state the Board of Directors (BOD) shall meet at 2:30 p.m. on the third Wednesday of each month.

It is the desire of the BOD to comply with all statutory and regulatory requirements. Therefore, staff is presenting the Regular Meeting Schedule for 2023 (Attachment "A"). Upon adoption by the BOD, staff will notify the Secretary of State, the Clerks of member municipalities, and the Oklahoma County Clerk, as required by 25 O.S. (2017 Supp.) §301 et.seq., and the RTA Bylaws (R19-0001).

Recommendation: Adopt the resolution.

Jason Ferbrache
Interim Executive Director

RESOLUTION NO. 23-002

**RESOLUTION OF THE REGIONAL TRANSPORTATION AUTHORITY
OF CENTRAL OKLAHOMA APPROVING THE BOARD'S REGULAR
MEETING SCHEDULE FOR 2023.**

WHEREAS, the Directors designate the time and place of all regular meetings per Section 6.13 Meetings and Records, of the Regional Transportation Authority of Central Oklahoma's (RTA) Trust Indenture; and

WHEREAS, as per Article 7, Section 7.2 of the RTA Bylaws (R19-0001) regular meetings of the RTA shall be held at 2:30 p.m. on the third Wednesday of each month; and

WHEREAS, staff is presenting the Regular Meeting Schedule for 2023 (Attachement "A") for Board approval; and

WHEREAS, upon adoption of the resolution, staff will provide appropriate public notice as required by the Oklahoma Meetings Act, Title 25 O.S. (2017 Supp) 301, et. Seq., and the RTA bylaws (R19-0001); and

NOW, THEREFORE, BE IT RESOLVED by the Directors of the Regional Transportation Authority of Central Oklahoma that they do hereby approve the Regular Meeting Schedule for Calendar Year 2023.

ADOPTED by the Directors and **SIGNED** by the Chairman of the Regional Transportation Authority of Central Oklahoma this **16th** day of **November 2022**.

ATTEST:

**REGIONAL TRANSPORTATION
AUTHORITY OF CENTRAL
OKLAHOMA**

Mary Mélon, Secretary

Brad Henry, Chairperson

REVIEWED for form and legality.

Joshua Minner
Assistant Municipal Counselor

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17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

Recurring Regular Meeting Dates

3rd Wednesdays of Each Month at 2:30 PM held at 431 W. Main Street, Suite B, Oklahoma City, OK, 73102



TO: Chairperson and Board of Directors

FROM: Interim Executive Director

Consider amendment of the Bylaws of the Regional Transportation Authority of Central Oklahoma (RTA).

Background

Section 7.14 of the RTA Trust Indenture and Agreement provides that the RTA Board of Directors is authorized to adopt rules to govern the operation of the RTA. Pursuant to this authority, the RTA Board of Directors adopted Bylaws on March 21, 2019. Since that time, changes are needed to the Bylaws to reflect the withdrawal of Moore, Midwest City, and Del City as RTA members, the appointment of one additional Director from Oklahoma City, Edmond, and Norman, and non-substantive changes to clarify and synchronize terms throughout. Staff have prepared the changes and are presenting them to the Board of Directors for its consideration.

Recommendation: Amend the RTA Bylaws.

Jason Ferbrache
Interim Executive Director

BYLAWS OF THE BOARD OF DIRECTORS OF THE REGIONAL TRANSPORTATION AUTHORITY OF CENTRAL OKLAHOMA

ARTICLE I PREAMBLE

Effective February 20, 2019, the Regional Transportation Authority of Central Oklahoma was created by Trust Agreement and Indenture by the governing bodies of Oklahoma City, Edmond, Norman, Moore, Midwest City, and Del City pursuant to the provisions of Title 68, Oklahoma Statutes 2014, Section §1370.7; Title 60, Oklahoma Statutes §176, et seq., as amended by Title 60, Chapter 4, Oklahoma Session Laws 1953; and the Oklahoma Trust Act and other applicable statutes of the State of Oklahoma for the purpose of planning, financing, constructing, maintaining, and operating transportation projects located within the boundaries of the Regional District. Certain rules prescribing the conduct of the Board are set forth in the Trust and other laws of the State of Oklahoma and nothing in these Bylaws is intended to or has the effect of altering or deviating from any grant of power, duty, or responsibility set forth in the provisions of the Trust or any other Oklahoma law, as the same now exists or may hereafter be amended. Where inconsistencies exist between these Bylaws and the Trust or any law of the State of Oklahoma, the Trust or law shall govern the conduct of the Board. The Trust was amended and restated, effective October 24, 2022, by the governing bodies of Oklahoma City, Edmond, and Norman.

ARTICLE II DEFINITIONS

- 2.1 Terms Defined Herein. For purposes of these Bylaws, the following terms shall have the meanings set forth below:
- a. "Authority" means the Regional Transportation Authority of Central Oklahoma, a public trust, created under the laws of the State of Oklahoma, by the governing bodies of Oklahoma City, Edmond, Norman, Moore, Midwest City, and Del City, made effective February 20, 2019, as amended and restated by the governing bodies of Oklahoma City, Edmond, and Norman, made effective October 24, 2022, and as may further be amended by the Beneficiaries from time to time.
 - b. "Board" means the board of directors of the Authority, composed of all Directors who are appointed by the governing bodies of the Beneficiary cities of the Authority pursuant to Article VI of the Trust.
 - c. "Bylaws" means the provisions contained in this document, adopted by the Board, made effective November 16, 2022, and as may be further amended by the Board from time to time.

- d. "Chair" means the chair of the Board, duly elected by the Board in accordance with Section 5.3 of these Bylaws.
- e. "Committee" means a body of one or more persons established and conducted pursuant to Article IX of these Bylaws to consider, investigate, recommend, or take action on certain matters or subjects.
- f. "Committee Chair" means a Committee member appointed by the Chair of the Board to serve as the chair of such Committee as provided in Section 9.1 of these Bylaws.
- g. "Committee Charter" means the constituent document of a Committee that sets forth the scope of its authority and its governance rules.
- h. "Director" means a member of the Board duly appointed in accordance with Article VI of the Trust, but shall not mean or include the Executive Director.
- i. "Executive Director" means the chief administrator of the Authority, duly appointed by the Board in accordance with Article VI of these Bylaws.
- j. "Principal Office" means the principal office of the Authority where business is conducted.
- k. "Regional District" means the specific governing and assessment district created by the Beneficiary jurisdictions of the Authority, currently comprised of Oklahoma City, Edmond, and Norman, and such other jurisdictions that may annex to the Authority as provided by Article X of the Trust.
- l. "Secretary" means the secretary of the Authority elected by the Board in accordance with Section 5.4 of these Bylaws.
- m. "Treasurer" means the treasurer of the Authority elected by the Board in accordance with Section 5.5 of these Bylaws.
- n. "Trust" means the most current Trust Agreement and Indenture of the Authority.
- o. "Unanimous Consent Agenda" means an item considered by the Board for adoption at a meeting, the approval of which shall be deemed the approval of all items recommended for the Board's approval by the Committees which considered them, unless a Director requests that a specific item be considered separately, in which case that item shall be considered separately by the Board.
- p. "Vice Chair" means the one or more vice chairs of the Board, duly elected by the Board in accordance with Section 5.3 of these Bylaws.

2.2 Terms Defined in the Act. Other capitalized terms used but not defined in these Bylaws shall have the meanings ascribed to them in the Trust.

ARTICLE III OFFICES

- 3.1 Principal Office. The Principal Office of the Authority is 2000 S. May Ave., Oklahoma City, OK 73108.
- 3.2 Other Offices. The Board may designate such other offices or divisions as in its judgment are needed to conduct the business of the Authority.
- 3.3 Relocation. The Board may relocate the Principal Office of the Authority and its other offices or divisions as it deems appropriate to conduct the business of the Authority.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 Composition of the Board. There shall be seven Directors of the Authority who shall be appointed by the governing bodies of the Beneficiary jurisdictions creating the Authority pursuant to Article VI of the Trust. A Director shall be subject to removal only by action of the governing body appointing the Director.
- 4.2 Delegation of Authority. The Board may delegate by resolution or ordinance any or all executive, administrative, or ministerial powers to officers or employees of the Authority.

ARTICLE V BOARD OF DIRECTORS

- 5.1 Officers. The officers of the Authority shall be the Chair, one or more Vice Chairs, an Executive Director, a Secretary, and a Treasurer. Other than the Executive Director, all officers must be Directors. The offices of Secretary and Treasurer may not be filled by the same person.
- 5.2 Election. With the exception of the Executive Director, who shall be appointed by the Board and shall serve at the pleasure of the Board as set forth in Article VI of these Bylaws, the election of officers shall take place as needed at the annual meeting of the Board, which shall be the first meeting of the fiscal year, or in case of vacancy, at any meeting, if notice of such election is stated in the agenda. Persons elected to serve as officers shall enter upon their terms of office at the close of the meeting at which their election shall have taken place.

5.3 Chair and Vice Chair.

- a. The Board shall elect a Chair from its Directors who shall preside at all meetings and perform other duties designated by the Board. The Board shall elect one or more Vice-Chairs from its Directors who shall act as Chair during the temporary absence or disability of the Chair. If a permanent vacancy occurs in the office of the Chair or Vice Chair, the Board shall elect a successor thereto from its Directors.
- b. Chair of the Board Duties. The Chair of the Board shall perform the following enumerated duties and functions:
 - i. Call and preside at all Board meetings;
 - ii. Select Committee Chairs and members and inform the Board of the selection;
 - iii. Perform such other duties and functions as may be delegated to that person from time to time by these Bylaws or by the Board.
- c. Vice Chair of Board Duties. The Vice Chair of the Board shall perform the following enumerated duties and functions:
 - i. Assist the Chair with the oversight and coordination of activities of the standing Committees;
 - ii. Provide support to the Chair with duties of Board governance;
 - iii. In case of the absence or disability of the Chair, the Vice Chair shall call and preside at meetings of the Board and execute the usual functions of the Chair.
- d. Term. The Chair and Vice Chair shall hold office for two (2) years until his or her successor shall have been duly chosen or until his or her death, resignation, or removal. The Chair and Vice Chair may be elected to successive terms.

5.4 Secretary. The Board shall elect a Secretary from its Directors who shall be responsible for the preparation and maintenance of the minutes of meetings and other records and information required to be kept by the Authority. The Secretary shall also be responsible for authenticating records of the Authority. The Secretary may appoint one or more assistant officers to aid in the performance of these duties. The Secretary shall hold office for two (2) years and until his or her successor shall have been duly chosen or until his or her death, resignation, or removal. The Secretary may be elected to successive terms.

5.5 Treasurer. The Board shall elect a Treasurer from its Directors who shall provide oversight of the financial affairs of the Authority. The Treasurer may appoint one or more assistant officers to aid in the performance of these duties. The Treasurer shall hold office for two (2) years and until his or her

successor shall have been duly chosen or until his or her death, resignation, or removal. The Treasurer may be elected to successive terms.

ARTICLE VI EXECUTIVE DIRECTOR

- 6.1 Appointment. The Board shall appoint a person as Executive Director who shall serve as the chief administrator of the Authority. The appointment of the Executive Director shall be by the affirmative vote of a majority of the Board.
- 6.2 Qualifications. The Board's appointment of a person as Executive Director shall be based on the person's qualifications, with special reference to the person's actual experience in or knowledge of accepted practices with respect to the duties of the office. A person appointed as Executive Director is not required to be a resident of the state at the time of appointment.
- 6.3 Responsibilities. The Executive Director shall:
- a. Be a full-time officer and devote full time to the Regional District's business;
 - b. Serve at the pleasure of the Board;
 - c. Ensure that all Regional District ordinances are enforced;
 - d. Prepare and submit to the Board, as soon as practical but not less than sixty (60) days after the end of each fiscal year, a complete report on the Regional District's finances and administrative activities for the preceding year;
 - e. Advise the Board regarding the needs of the Regional District;
 - f. In consultation with the Board, prepare or cause to be prepared all plans and specifications for the construction of Regional District's works;
 - g. Cause to be installed and maintained a system of auditing and accounting that completely shows the Regional District's financial condition at all times;
 - h. Attend meetings of the Board;
 - i. In consultation with the Board:
 - i. have charge of the acquisition, construction, maintenance, and operation of Regional District facilities; and
 - ii. have charge of the administration of the Regional District's business affairs; and
 - iii. 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.

6.4 Removal.

- a. The Board may not remove the Executive Director or reduce the executive director's salary below the amount fixed at the time of original appointment unless the Board adopts a resolution by a vote of a majority of the Board and, if the Executive Director demands in writing, the Board gives the Executive Director the opportunity to be publicly heard at a meeting of the Board before the final vote on the resolution removing the Executive Director or reducing the Executive Director's salary.
- b. Before adopting a resolution providing for the removal of the Executive Director or a reduction in the Executive Director's salary, the Board shall, if the Executive Director makes a written demand:
 - i. give the Executive Director a written statement of the reasons alleged for the removal or reduction in salary; and
 - ii. allow the Executive Director to be publicly heard at a meeting of the Board.
- c. The Board may suspend an Executive Director from office pending and during a hearing under Section 6.4(b) of these Bylaws.
- e. The action of the Board suspending or removing an Executive Director or reducing the Executive Director's salary is final.

**ARTICLE VII
MEETINGS AND RECORDS**

- 7.1 Public Meeting. All meetings of the Board shall be held within the Regional District and shall be open to the public and provide for public participation in accordance with the Oklahoma Open Meeting Act (Title 25 Oklahoma Statutes §§ 301 et seq.). When there is a legitimate business need to conduct business in a location outside of the Regional District, the Board or a committee may agree to meet outside of the Regional District provided that such meeting be conducted in a manner that is convenient to and open to the public. In all meetings, the vote of each Director must be publicly cast and recorded.
- 7.2 Regular Meetings. Regular meetings of the Board shall be held at 2:30 p.m. on the third Wednesday of each month at the Principal Office of the Authority unless otherwise set by the Board. The Board shall give notice in writing by December 15 of each calendar year of the schedule showing the date, time, and place of the regularly scheduled meetings of the Authority for the following calendar year.

Such schedule shall be made available on the official website of the Authority and posted as required by the Open Meeting Act.

- 7.3 Special Meetings. Special meetings may be called by the Chair whenever, in his or her opinion, such a meeting is necessary or desirable, or whenever the same is requested in writing to the Chair by four (4) Directors. Such request for a special meeting shall state the purpose of the special meeting.
- 7.4 Emergency Meetings. The Chair may call an emergency meeting for the purpose of dealing with an emergency as defined in Section 304(5) of the Open Meeting Act.
- 7.5 Executive Session. The Board may, after convening a public meeting, move into an executive session as a closed meeting permitted by Section 307 of the Open Meetings Act upon the affirmative vote of a majority vote of a quorum of the Directors present at the meeting. No executive session is permitted unless the proposed executive session and the specific provision of Section 307 authorizing the executive session are noted on the agenda of the meeting. Any vote or action on any item of business considered in an executive session shall only be taken in an open session with the vote of each Director publicly cast and recorded.
- 7.6 Notice of Meetings.
- a. Notice to Directors.
 - i. Regular Meetings. Notice of regular meetings shall be in writing and shall be delivered, faxed, emailed, or provided by other electronic means, or sent by first class mail, postage prepaid, to each Director at his or her personal residence or place of business, as requested by such Director. Such notice shall be delivered at least five (5) days prior to the date of the regular meeting.
 - ii. Special Meetings. Notice of special meetings shall be given to each Director at least forty-eight (48) hours in advance of such meeting. Notice of a special meeting may be given verbally or in writing.
 - iii. Emergency Meetings. In the event of an emergency, notice shall be given to each Director as is reasonable and possible under the circumstances existing.
 - iv. Waiver. Whenever any notice is required to be given to a Director under the provisions of applicable laws, parliamentary authority or these Bylaws, a waiver thereof in writing signed by the Director entitled to such notice, whether before or after the stated notice, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a

waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not properly called or convened.

b. Notice to the Public.

- i. Notice of regular and special meetings specifying the time and place of each such meeting to be convened as well as the subject matter or matters to be considered at such meeting shall be publicly posted at the Principal Office of the Authority in a prominent and visible location, at the Oklahoma County Clerk's office, and on the official website of the Authority, at least forty-eight (48) hours in advance of a meeting and shall remain posted until the meeting is concluded. In the event of an emergency, an emergency meeting of the Authority may be held by giving such advance public notice as is reasonable and possible under the circumstances existing. The Authority shall also cause written notice of the meeting to be mailed or delivered to each person, newspaper, wire service, radio station, and television station that has filed a written request for notice of meetings of the Authority.

c. Content of Notice.

- i. Notice of a meeting shall contain the date, time, and place of the meeting, and the agenda.
- ii. Business conducted at special meetings shall be limited to the purpose or purposes set forth in the notice.
- iii. Notice to a Director shall also include a draft copy of each proposed resolution, ordinance, or proposition, together with a cover memo explaining its purpose; provided that if such draft resolution, ordinance, or proposition and cover memo are not included with the notice, such item shall not be precluded from being considered at a meeting.

7.7 Meeting Minutes.

a. Content.

- i. Written minutes of all meetings shall be prepared by the Secretary or designee for review and approval by the Board. Such minutes shall include but need not be limited to:
 - a. the date, time, and place of the meeting; and
 - b. the Directors recorded as either present or absent; and
 - c. a general description of all matters proposed, discussed, or decided, and a record of any vote taken.
- ii. Any Director may request that specific comments made at a meeting or submitted in writing be included in the minutes.

- iii. Written minutes of an emergency meeting shall also include the nature of the emergency and the proceedings occurring at the meeting, including reasons for declaring such an emergency meeting.
- iv. 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.
- b. Approval.
 - i. Minutes of prior meetings to be approved at an upcoming meeting shall be furnished to Directors together with the required notice of such upcoming meeting.
- c. Availability.
 - i. Following their approval by the Board, written minutes of meetings shall be open to public inspection and shall be posted to the official website of the Authority as soon as practicable.

7.8 Records.

- a. Minutes of meetings will be prepared based on notes and tape recordings of the meeting. Tape recordings shall be preserved no less than five (5) years from the date of the meeting.
- b. The books, records, and minutes of the Directors shall be considered public records and available for inspection during normal business hours by any interested party to the extent provided by the Open Records Act, Title 51 Oklahoma Statutes § 24A.1 et seq.

- 7.9 Attestation. The Secretary is authorized to attest on behalf of the Authority to any action of the Board and to the minutes of any regular, special, or emergency meeting.

ARTICLE VIII CONDUCT OF BUSINESS

- 8.1 Quorum. No business of the Board may be conducted except at a regular, special, or emergency meeting at which a quorum is physically present. A majority of all voting members of the Board constitute a quorum for the transaction of business.

8.2 Voting.

- a. Record of Voting.
 - i. Yeas and nays shall be taken on any motion, resolution, ordinance, or proposition before the Board and shall be included in the minutes of the meeting.
- b. Approval of Actions.

- i. The affirmative vote of a majority of all Directors present at any meeting at which a quorum is present shall be necessary and, except as set forth below, is sufficient to carry a motion, resolution, ordinance, or proposition before the board.
 - a. Each Director may cast one vote on all questions, orders, resolutions, and ordinances coming before the Board.
 - b. After a vote is taken, a weighted vote may be called by any Director.
 - c. When applicable, votes shall be weighted as follows:

City	Members	Weighted Vote
Oklahoma City (1)	1	18.667%
Oklahoma City (2)	1	18.667%
Oklahoma City (3)	1	18.667%
Norman (1)	1	11.00%
Norman (2)	1	11.00%
Edmond (1)	1	11.00%
Edmond (2)	1	11.00%

- d. The following matters require approval by a 67% weighted vote of the Board:
 - Pledge assets
 - Approve budget
 - Major service change
 - Determine the tax rate to be placed on the ballot
 - Call for the Beneficiary governing bodies of the Authority to put a referendum on the ballot
- e. A motion to approve the acquisition, construction, or operation of a rail line must receive approval by a 67% weighted vote of the Board and a majority vote from each of the Beneficiary governing bodies of the Authority through which the rail line traverses.
- f. A motion to approve the acquisition of a transit provider and associated liability and assets must receive approval by a 67% weighted vote of the Board and a majority vote from each of the Beneficiary governing bodies of the Authority in the service area.
- g. A motion to issue debt must receive approval by a 67% weighted vote of the Board. In addition, the indebtedness must be approved by a 2/3 vote of each Beneficiary governing body of the Authority; provided, however, that any Beneficiary governing

body consisting of fewer than seven members shall be required to approve the issuance of debt by a 3/5 vote of the governing body.

c. Conflicts of Interest.

- i. Any Director who is present at a meeting at which any matter is discussed in which he or she has, directly or indirectly, a private pecuniary or property interest shall declare that he or she has a potential conflict and resolve the conflict in a manner required by the Conflict of Interest Policy of the Regional Transportation Authority of Central Oklahoma.

8.3 Regular Meeting Agenda.

a. Preparation.

- i. The Executive Director, in coordination with the Chair, shall prepare an agenda for each meeting. The agenda shall be provided to all Directors together with the required meeting notice.

b. Revisions.

- i. Revisions to the agenda may be made by the Chair or Executive Director, at his or her discretion, at least seventy-two (72) hours in advance of the meeting by providing notice to the other Directors.

c. Additions.

- i. Any three (3) Directors may add an item to the agenda upon written request to the Chair and Executive Director given at least seventy-two (72) hours in advance of the meeting. The Chair or the Executive Director shall promptly provide notice of the revised agenda to the other Directors upon receiving such a request.

8.4 Parliamentary Procedure and Authority. The Chair shall preside at all meetings of the Board. In the absence of the Chair, the Vice Chair shall preside as acting Chair. The current edition of Robert's Rules of Order, Newly Revised, in effect at the time of a meeting shall govern parliamentary procedure for such meeting, except as herein provided or as otherwise provided by law. The Chair shall have such powers as provided for by such rules, by resolution of the Board, and by law.

8.5 Order of Business. The business of all regular meetings of the Board shall be transacted as far as practicable in the following order, provided that the Chair may, in his or her discretion, change the order of business at a meeting or permit comments and questions from the public out of order at any time:

- a. Call to order;

- b. Roll call of Directors and determination of quorum;
- c. Reading and approval of minutes from previous meeting(s);
- d. Executive Director's report;
- e. Committee reports;
- f. Unanimous Consent Agenda;
- g. Consideration of items excluded from the Unanimous Consent Agenda;
- h. Consideration of items originating with the Board;
- i. Public comments;
- j. Executive session;
- k. Items coming out of executive session;
- l. Old business;
- m. New business; and
- n. Adjournment.

8.6 Public Comment. Members of the public shall be permitted to address the Board at all regular, special, or emergency meetings in accordance with the rules adopted from time to time by the Authority and posted on the Authority's official website.

8.7 Committee Reports and Unanimous Consent Agenda. Any item considered by a Committee and recommended to the Board for adoption shall be placed on the Unanimous Consent Agenda unless objected to by a Director, in which case it shall be excluded from the Unanimous Consent Agenda and considered separately. Any item considered by a Committee and not recommended to the Board for adoption, or any item which a Committee has deferred for further consideration, shall not be included in the Unanimous Consent Agenda.

8.8 Items Originating with the Board. Items are not required to be considered by a Committee before being considered, adopted, or approved by the Board. When an item that has not been previously considered by a Committee is included on the agenda for consideration by the Board, it shall be considered separately from the Unanimous Consent Agenda and any other items considered by a Committee.

ARTICLE IX COMMITTEES

- 9.1 Establishment of Committees. The Chair may establish standing Committees and such other special or ad hoc Committees as he or she deems appropriate on behalf of the Board. The Chair shall determine the membership of each Committee, including designating the Committee Chair of any such Committee. Committee members may be Directors or may be, or even have as its Committee Chair, persons who are not Directors. All such special or ad hoc Committees shall be dissolved upon the completion of the business for which they were created.
- 9.2 Committee Charters. Each Committee shall be governed by a Committee Charter adopted by the affirmative vote of a majority of the Board at the time the Committee is constituted. The Committee Charter shall set forth the scope of authority of the Committee and its rules of governance and may be amended only by the affirmative vote of the majority of the Board.
- 9.3 Attendance of Nonmembers at Committee Meetings. Any Director may attend the meeting of any Committee, but such Director may not vote on a matter before the Committee and his or her presence shall not count for purposes of determining quorum unless such Director is a member of the Committee; provided under no circumstances shall a majority of the Board be present at a Committee meeting or in the same location while any Authority business is being discussed, unless proper notice for a full Board meeting was provided in accordance with the Open Meetings Act.
- 9.4 Committee Action. A Committee may vote to recommend or not recommend Board adoption of an item it considers. A Committee may also modify an item before voting on whether to recommend it for Board adoption or may elect to defer voting on a recommendation to a later date. Any such action requires the affirmative vote of a majority of the Committee members.
- 9.5 Committee Reports. The Committee Chair of each Committee shall report on the actions of his or her Committee to the Board at a Board meeting. Such report shall indicate whether the Committee recommends Board adoption of each item considered by the Committee, or if the Committee has deferred an item for additional consideration. To the extent permissible under applicable law, a Committee report may be delivered to the Board, in whole or in part, in executive session.

**ARTICLE X
INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES**

- 10.1 Indemnification. The Authority shall provide for the indemnification of current and former Directors, officers, and employees of the Authority pursuant to the Director, Officer, and Employee Indemnification Policy of the Authority.
- 10.2 Amendments to Policy. An amendment to the Director, Officer, and Employee Indemnification Policy may only be made by an affirmative vote of a majority of all Directors present at any meeting at which a quorum is present. Any repeal or modification of the Director, Officer, and Employee Indemnification Policy shall not conflict with or adversely affect any right or protection of a Director, officer, or employee of the Authority existing at the time of such repeal or modification.

**ARTICLE XI
MODIFICATION OF BYLAWS**

These Bylaws may be amended or modified by the affirmative vote of a majority of all Directors voting at any regular meeting of the Board or at any special meeting of the Board called for that purpose.

APPROVED by the Board of Directors and SIGNED by the Chairperson of the Regional Transportation Authority of Central Oklahoma and made effective this 16th day of November, 2022.

ATTEST:

REGIONAL TRANSPORTATION AUTHORITY
OF CENTRAL OKLAHOMA

Mary Mélon, Secretary

Brad Henry, Chairperson

REVIEWED for form and legality.

Joshua Minner
Assistant Municipal Counselor