



Agenda - Final
Capital Metropolitan
Transportation Authority
Operations, Planning and Safety
Committee

2910 East 5th Street
Austin, TX 78702

Wednesday, May 11, 2022

12:30 PM

Rosa Parks Boardroom

This meeting will be livestreamed at: www.capmetrotx.legistar.com

I. Public Comment

II. Action Items

1. Approval of minutes from the April 13, 2022 Operations, Planning and Safety Committee meeting.
2. Presentation of the Proposed Amendment to the CapMetro Bylaws
3. Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute an Interlocal Agreement with the City of Austin for the reimbursement of construction of bus stops along nine mobility corridors, in an amount not to exceed \$1 million.
4. Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute an Interlocal Agreement (ILA) with the City of Austin for MetroRail Projects Utilities & Urban Trail Betterments for an amount not to exceed \$_____.
5. Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute a contract with TDIndustries to provide heating, ventilation, and air conditioning (HVAC) repair, maintenance, renewal, and replacement services for all Capital Metro public and operational properties and buildings for a term of one (1) year with a not-to-exceed allowance of \$950,000.
6. Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute a contract with World Wide Technology to replace network infrastructure technology in an amount not to exceed \$684,945.

7. Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute a contract modification with AECOM Technical Services, Inc. in the amount of \$7,000,000 for Orange Line Engineering Design Services including a contingency for any future work needed to complete the Environmental and Preliminary Engineering phase of the program. The contract terms remain consist with the existing contract for a base period of one year with one option period of two years plus one option period of one year.
8. Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute a contract modification with HNTB Technical Services, Inc. in the amount of \$6,000,000 for Blue Line Engineering Design Services including a contingency for any future work needed to complete the Environmental and Preliminary Engineering phase of the program. The contract terms remain consist with the existing contract for a base period of eleven months with two option periods of one year.

III. Presentations

1. Operations Update

IV. Items for Future Discussion

V. Adjournment

ADA Compliance

Reasonable modifications and equal access to communications are provided upon request. Please call (512) 369-6040 or email ed.easton@capmetro.org if you need more information.

Committee Members: Eric Stratton, Chair; Jeffrey Travillion, Pio Renteria and Ann Kitchen.

The Board of Directors may go into closed session under the Texas Open Meetings Act. In accordance with Texas Government Code, Section 551.071, consultation with attorney for any legal issues, under Section 551.072 for real property issues; under Section 551.074 for personnel matters, or under Section 551.076, for deliberation regarding the deployment or implementation of security personnel or devices; arising regarding any item listed on this agenda.



Capital Metropolitan Transportation Authority

2910 East 5th Street
Austin, TX 78702

Operations, Planning and Safety Committee **Item #:** AI-2022-429

Agenda Date: 5/11/2022

Approval of minutes from the April 13, 2022 Operations, Planning and Safety Committee meeting.



Minutes
Capital Metropolitan
Transportation Authority
Operations, Planning and Safety
Committee

2910 East 5th Street
Austin, TX 78702

Wednesday, April 13, 2022

12:30 PM

Rosa Parks Boardroom

I. Call to Order

12:59 p.m. Meeting Called to Order

Present	Ann Kitchen, Jeffrey Travillion, and Eric Stratton
Absent	Sabino Renteria

II. Public Comment

Zenobia Joseph provided public comment.

III. Action Items

1. Approval of minutes from the January 12, 2022 Operations, Planning and Safety Committee meeting.

A motion was made by Travillion, seconded by Kitchen, that the Minutes be adopted. The motion carried by the following vote:

Aye: Kitchen, Travillion, and Stratton

2. Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute a Design-Build contract with Modern Railway Systems, Inc. for Positive Train Control (PTC) Optimization, Engineering, Construction and Support Services in an amount not to exceed \$6,000,000.

A motion was made by Kitchen, seconded by Travillion, that this Resolution be recommended for the action item agenda to the Board of Directors, due back on 4/25/2022. The motion carried by the following vote:

Aye: Kitchen, Travillion, and Stratton

3. Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute a contract with Jay-Reese Contractors, Inc. for the McKalla Station Advance Culvert Construction Project for \$3,271,035, plus \$490,656 (15% contingency) for a total not to exceed amount of \$3,761,691.

A motion was made by Travillion, seconded by Kitchen, that this Resolution be recommended for the consent agenda to the Board of Directors, due back on 4/25/2022. The motion carried by the following vote:

Aye: Kitchen, Travillion, and Stratton

4. Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute an agreement regarding Lakeline Park and Ride Improvements (the "Agreement") with Sabot-Lakeline, LLC (Sabot), under which CapMetro will grant licenses to Sabot to improve, maintain and share use of the Lakeline Park and Ride driveway and install related amenities, with the construction of such improvements and amenities being at Sabot's sole cost and expense.

This item was pulled by staff to allow more time for final details to be worked out.

5. Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute a contract with GTS Technology Solutions, Inc. for passenger WiFi technology in an amount not to exceed \$258,326.

A motion was made by Kitchen, seconded by Travillion, that this Resolution be recommended for the consent agenda to the Board of Directors, due back on 4/25/2022. The motion carried by the following vote:

Aye: Kitchen, Travillion, and Stratton

6. Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute an amendment to the Interlocal Agreement (ILA) with the Capital Area Rural Transportation System (CARTS) to clarify ongoing maintenance responsibilities and contribute \$78,834 for additional improvements to the Eastside Bus Plaza (EBP) located at East Cesar Chavez Street and Shady Lane.

A motion was made by Travillion, seconded by Kitchen, that this Resolution be recommended for the consent agenda to the Board of Directors, due back on 4/25/2022. The motion carried by the following vote:

Aye: Kitchen, Travillion, and Stratton

7. Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute a contract with Diligent for a Governance, Risk, and Compliance system for a base period of 1 year and 3 option years in an amount not to exceed \$1,537,786.

A motion was made by Kitchen, seconded by Travillion, that this Resolution be recommended for the consent agenda to the Board of Directors, due back on 4/25/2022. The motion carried by the following vote:

Aye: Kitchen, Travillion, and Stratton

8. Approval of a resolution authorizing the President & CEO, or his designee, to implement the June 2022 Service Changes.

A motion was made by Travillion, seconded by Kitchen, that this Resolution be recommended for the action item agenda to the Board of Directors, due back on 4/25/2022. The motion carried by the following vote:

Aye: Kitchen, Travillion, and Stratton

9. Approval of a resolution authorizing the President & CEO, or his designee, to modify the KPMG, LLC contract # 200611 for Enterprise Resource Planning (ERP) Consulting services, increasing the previous Board authorized amount by \$593,980, plus a contingency amount of \$750,000, for the addition of two technical resources to work on integrations, security and workflows within the Oracle Enterprise Resource Planning (ERP) system for a new not-to-exceed amount of \$4,384,356.

A motion was made by Kitchen, seconded by Travillion, that this Resolution be recommended for the consent agenda to the Board of Directors, due back on 4/25/2022. The motion carried by the following vote:

Aye: Kitchen, Travillion, and Stratton

10. Approval of a resolution affirming the Charter Statement for the Operations, Planning and Safety Committee.

A motion was made by Travillion, seconded by Kitchen, that this Resolution be recommended for the consent agenda to the Board of Directors, due back on 4/25/2022. The motion carried by the following vote:

Aye: Kitchen, Travillion, and Stratton

III. Presentations

1. Customer Experience Programs and Policies
2. Service Standards and Passenger Amenities
3. Operations Update

IV. Items for Future Discussion

V. Adjournment

2:44 p.m. Meeting Adjourned

ADA Compliance

Reasonable modifications and equal access to communications are provided upon request. Please call (512) 369-6040 or email ed.easton@capmetro.org if you need more information.

Committee Members: Eric Stratton, Chair; Jeffrey Travillion, Pio Renteria and Ann Kitchen.

The Board of Directors may go into closed session under the Texas Open Meetings Act. In accordance with Texas Government Code, Section 551.071, consultation with attorney for any legal issues, under Section 551.072 for real property issues; under Section 551.074 for personnel matters, or under Section 551.076, for deliberation regarding the deployment or implementation of security personnel or devices; arising regarding any item listed on this agenda.

Operations, Planning and Safety Committee **Item #:** AI-2022-425

Agenda Date: 5/11/2022

SUBJECT:

Presentation of the Proposed Amendment to the CapMetro Bylaws

FISCAL IMPACT:

This action has no fiscal impact.

STRATEGIC PLAN:

Strategic Goal Alignment:

- 1. Internal/External Customer Service Excellence
- 2. Stakeholder Engagement
- 3. Financial and Environmental Sustainability
- 4. Staff Development
- 5. Agency Growth Management

Strategic Objectives:

- 1.1 Safety & Risk
- 1.2 Continuous improvement
- 1.3 Dynamic Change
- 1.4 Culture of Innovation
- 2.1 Be an Employer of Choice
- 2.2 Organization Development
- 2.3 Organization Culture
- 3.1 Resource optimization
- 3.2 Safety Culture
- 3.3 Environmental Leadership
- 4.1 Educate & Call to Action
- 4.2 Build Partnerships
- 4.3 Value of Transit
- 4.4 Project Connect

EXPLANATION OF STRATEGIC ALIGNMENT: The CapMetro Bylaws provide the governing principles and requirements of CapMetro for efficient operation of the agency and compliance with State law.

BUSINESS CASE: The proposed amendment to the Bylaws will codify current practices and incorporate best practices.

COMMITTEE RECOMMENDATION: This item will be presented to both committees on May 11, 2022. In accordance with Article 10 of the Bylaws, all recommended amendments to the Bylaws will be presented to the CapMetro Board of Directors (“Board”) for discussion at the May 23, 2022 Board meeting and approval at the June 27, 2022 Board meeting.

EXECUTIVE SUMMARY: Pursuant to Section 451.517 of the Transportation Code, power is granted to the Board

to adopt rules, regulations, and such bylaws as it may deem necessary. Accordingly, the Board adopted Bylaws for the governance of CapMetro. Such Bylaws conform to the requirements of State law and provide the framework for CapMetro's governance.

The Bylaws were last amended in December 2017. The proposed amendment would conform the Bylaws to existing CapMetro Board practices and to reflect the addition of best practices for governance. The content has also been reformatted for easier reference.

An amendment to the Bylaws requires an affirmative vote of two-thirds of the appointed and qualified members of the Board. As required by the Bylaws, the proposed amendment will be presented for discussion at the May Board meeting and submitted for approval at the June Board meeting.

Other than the addition of relevant statutory references and formatting, the proposed more substantive changes to the Bylaws are as follows:

- Article 2 - As a "housekeeping" best practice, addition of Principal Office, Additional Offices, Domicile and Service of Process sections.
- Section 3.3.8 - Although no substantive change to the language, clarification in the *caption* that CapMetro will defend Board members (rather than indemnify which is legally prohibited).
- Section 5.3 - Although no substantive change to any content, for ease of reference, identification of the three types of statutory meetings which can be called by the Board - regular, special and emergency. Special meetings were referenced in the Bylaws previously, but have been moved to this section for ease of reference.
- Section 5.8 - Addition of section related to 7-day advance meeting materials.

A draft resolution (with a redlined exhibit of the proposed amendment to the Bylaws) for consideration at the June 2022 Board meeting is attached for the Board's review and consideration.

DBE/SBE PARTICIPATION: Does not apply.

PROCUREMENT: N/A

RESPONSIBLE DEPARTMENT: Legal

**RESOLUTION
OF THE
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY
BOARD OF DIRECTORS**

**STATE OF TEXAS
COUNTY OF TRAVIS**

AI-2022-425

WHEREAS, the CapMetro Board of Directors (“Board”) may by resolution adopt rules and bylaws for the conduct of Board meetings in accordance with Section 451.517 of the Texas Transportation Code;

WHEREAS, the Board may amend such bylaws at any regular meeting of the Board by a two-thirds vote of the Board members, provided that the amendment has been submitted in writing at the previous regular meeting of the Board; and

WHEREAS, Staff submitted in writing and presented the proposed amendment to the Bylaws to the Board at a regular Board meeting on May 23, 2022.

NOW, THEREFORE, BE IT RESOLVED by the CapMetro Board that the CapMetro Bylaws are hereby amended and restated as described in the attached exhibit, effective immediately, and now supersede and replace the Bylaws adopted on December 17, 2017.

Date: _____

**Secretary of the Board
Leslie Pool**

Capital Metropolitan Transportation Authority

Bylaws of the Board of Directors

Approved Dec. 18, 2017

Article 1 – The Authority

Section 1.1. Creation. Pursuant to the provisions of Article 1118x, Texas Revised Civil Statutes, as amended and recodified as Chapter 451 of the Texas Transportation Code (“Code”), and pursuant to a favorable vote of the qualified voters in a confirmation and tax election held January 19, 1985, a metropolitan rapid transit authority, is created and exists in the City of Austin, Texas, constituting the environs of the “principal city” as defined herein, and any other such areas that may subsequently vote to join the Authority. The Authority is a political subdivision of the state of Texas. Pursuant to Section 451.107 of the Code, power is granted to the Authority’s Board of Directors to adopt rules and regulations and such bylaws as it may deem necessary.

Section 1.2. Name. The name of the Authority shall be the Capital Metropolitan Transportation Authority (“Authority”).

Section 1.3. Purpose and General Powers. The purpose of the Authority shall be to plan, develop and operate public transportation services within the territory of the Authority and to exercise any other powers and duties as allowed or specified in the Code, and other applicable state and federal law. The Authority shall constitute a political entity and corporate body, exercising public and essential governmental functions, having the powers necessary or convenient to carry out and effectuate the purposes and provisions of the Code.

Section 1.4. Territory. The territory of the Authority shall constitute the corporate limits of the City of Austin, being the principal city; the corporate limits of the following incorporated municipalities within Travis County: Lago Vista, Point Venture, San Leanna, Manor and Jonestown; the following incorporated municipalities located within Williamson County: Leander; a portion of Commissioner’s Precinct Number 1 of unincorporated Williamson County known as Anderson Mill; and Commissioner’s Precinct Number 2 of unincorporated Travis County; and any other town or county area wherein the voters elect to become a part of the Authority pursuant to Sec. 451.552 of the Code.

Article 2 – The Board of Directors

Section 2.1. Governing Body. The governing body of the Authority shall be the Board of Directors (“Board”). The responsibility for the management, control and operation of the Authority and its properties is vested in the Board.

Section 2.2 Powers of the Board.

2.2.1 The Board shall exercise its responsibility as the governing body of the Authority by adopting all general policies of the Authority, including the adoption of annual capital and operating budgets, the establishment of the goals of the Authority, adoption of a strategic plan, and the selection and performance evaluation of a general manager (President/Chief Executive Officer) and a qualified individual to perform internal auditing services.

2.2.2 Rules and Regulations. The Board may adopt and enforce rules and regulations for such purposes as provided in Section 451.107 of the Code. All rules and regulations established by the Board shall be published and made available for public review in accordance with the Code.

2.2.3 The Board shall adopt and impose reasonable and nondiscriminatory fares and charges for the use of the system and shall have the authority to enforce fares for the use of the system.

2.2.4 In addition to the statutory authority provided to the President/Chief Executive Officer, the Board may delegate certain duties and responsibilities to the President/Chief Executive Officer for the management and operation of Authority.

Section 2.3. Members of the Board of Directors

2.3.1 Oath of Office. The oath of office shall be given to all members of the Board before commencement of duties as a member of the Board.

2.3.2. Duties. Board members shall act collectively on behalf of the Board in the best interest of the Authority and in accordance with the constitutions and laws of the United States of America and the State of Texas and within policies adopted by the Board. No individual Board member is authorized to bind the Authority by their statements or actions.

2.3.3. Membership. The term, criteria for eligibility for membership and appointment process are established in Section 451.5021, Tex. Transp. Code.

2.3.4. Attendance. Each member of the Board is expected to serve faithfully and attend all meetings. A board member may be removed from office for absence, without having been excused by a majority vote of the board, from more than one-half of the regularly scheduled board meetings that the member is eligible to attend during a calendar year.

2.3.5. Removal. Any member may be removed from the Board by a majority vote of the other members of the board because of a ground for removal described by Section 451.510 or by a majority vote of the entity that appointed the member because of a ground for removal described by Section 451.510 of the Code. The person or entity proposing to remove a board member pursuant to Section 451.510 must give the member a written statement of the grounds for removal and the member is entitled to a hearing in accordance with Section 451.511 of the Code.

2.3.6. Vacancies. A member may resign their position on the Board by submitting a written resignation to the Chair or the entity that appointed the member. A resignation is effective upon receipt by the Chair or upon a date specified by the member. All vacancies occurring on the Board shall be filled for the remainder of the term by the same person or entity that made the original appointment for the vacant position.

2.3.7. Conflict and Disclosure of Interest. Members of the Board shall comply with all state laws and the Capital Metro Code of Conduct regarding conflicts of interest and disclosure of interests, including but not limited to, Chapter 171, Local Government Code. Members with a potential conflict of interest under the law or Code of Conduct or whose personal interests may create an appearance of a conflict of interest are required to file an affidavit with the Board Secretary or his/her designee and must not vote or participate in the Board's discussion of the matter. A member's personal interests may create an appearance of a conflict of interest if it would appear to a reasonable person that the member's personal interests were inconsistent with the public's interest or the decision would directly or indirectly benefit the member greater than the benefit to the general public.

A member may identify a potential conflict of interest of a fellow member to the Chair or Vice Chair for discussion by the Board.

2.3.8. Indemnification. Each Board Member shall be defended by the Authority against any action, suit or proceeding arising from an act or omission alleged to have been committed by the Board Member within the scope of the individual's official capacity to the full extent allowed by applicable law.

Article 3 – Officers of the Board

Section 3.1. Election of Officers. The members of the Board shall elect from among their number a Chairperson, a Vice Chairperson, and a Secretary. Such officer of the Board shall be elected annually, generally at the first regular January meeting of the Board for the terms to expire at the first regular meeting of the Board in the succeeding year.

Section 3.2. Vacancy. The members of the Board shall fill any vacancy in any office of the Board by election, such appointment to continue until the expiration of the current term of the office which becomes vacant.

Section 3.3. Removal. An officer of the Board may be removed as an officer by a vote of a majority of all appointed and qualified members of the Board.

Section 3.4. Powers and Duties of Board Officers.

3.4.1. The Chairperson shall preside at all meetings of the Board; shall determine by inspection and investigation if orders and resolutions promulgated by the Board are being carried into effect, and may report from time to time his or her findings to the Board; may sign and execute for and on behalf of the Authority contracts of insurance, bonds, deeds, mortgages, debentures, contracts or any other instruments or documents of whatever nature that the Board has authorized him or her to execute; with the assistance of the President/Chief Executive Officer, shall establish the proposed agenda for each meeting of the Board; shall recommend the Chairperson, members and tenure of all Board committees, provided such appointments are made with the concurrence of the members of the Board; shall perform all duties prescribed for the Chairperson by these bylaws or assigned from time to time by the Board.

3.4.2. The Vice Chairperson shall preside at any meeting of the Board when the Chairperson is absent and shall perform the duties of the Chairperson in case of the absence, disability or disqualification of the Chairperson or when requested to perform such duties by the Chairperson, and shall perform such other duties as may from time to time be assigned to him or her by the Chairperson of the Board. The Vice Chairperson shall serve as the Ethics Officer for the Board receiving and responding to potential ethics concerns raised by members of the Board or the President/CEO.

3.4.3. The Secretary shall certify ~~keep~~ the permanent records of all proceedings and transactions of the Authority, including resolutions. In the absence of the Secretary, the Chairperson or Vice Chairperson may certify records of the Authority. The Secretary shall keep the minutes of all official meetings of the Board, and see that notices are duly given in accordance with the provisions of these bylaws or as may be required by law or delegate such responsibility to the Board support staff. The Secretary shall perform the duties of the Chairperson in case of the absence, disability or disqualification of the Chairperson and Vice Chairperson.

Section 3.5. Appointment of Board Members to outside boards or organizations. The Chairperson shall approve any requests for members of the Board to represent Capital Metro in an official capacity on local, state or national transit-related committees, boards, organizations or associations.

Article 4 – Meetings

Section 4.1. Open Meetings. The Board shall be subject to and comply with Chapter 551 of the Texas Government Code, the Texas Open Meetings Act.

Section 4.2. Closed Session. Closed sessions may be held by the Board in compliance with the provisions of the Texas Open Meetings Act. Members shall protect the confidentiality of all communications and information discussed or presented during closed session and not reveal, divulge, or disclose communications or information unless required by law.

Section 4.3. Establishment of Place, Date and Time. Regular meetings of the Board shall be held at least monthly at a date, time and place designated by the Board by resolution.

Section 4.4. Quorum. A majority of all appointed and qualified the members of the Board shall constitute a quorum of the Board for the purpose of conducting its business and exercising its powers, except as otherwise specified in these bylaws. If a quorum is not present at any meeting of the Board, a majority of the Board members present at any meeting may adjourn the meeting to another time and place provided that all members of the Board are notified in writing of the change in the time and place of the meeting, and the meeting is posted in compliance with the Texas Open Meetings Act. Temporary absence from the meeting room that results in less than a quorum present in the room does not halt a meeting but a vote may not be taken.

Section 4.5. Public Involvement. Subject to requirements prescribed by the Board, any citizen may address the Board at a meeting.

Section 4.6. Decorum. The Board may establish guidelines reasonably necessary to maintain order and protect health and safety. The Chair shall assure that order and decorum are maintained in the meetings.

Section 4.7. Public Hearings. Public hearings shall be held by the Board before the adoption of the annual budget and as such other hearings are deemed appropriate or necessary by the Board, at such times and places as set by the Board. Copies of the budget, and other items being considered at the public hearing shall be made available for public review according to the provisions of the Code and policies set by the Board.

Article 5 – Conduct of Business

Section 5.1. Meeting Procedures. All meetings of the Board and Board committees shall be conducted in compliance with the rules contained in the current version of **Robert's Rules of Order Newly Revised** to the extent that said rules are not inconsistent with these bylaws and any procedures or policies the Board may adopt.

Section 5.2. Request to call a meeting or add an agenda item. Special meetings of the Board should be called by the Chairperson of the Board and shall be called by the Chairperson upon the written request of two members of the Board or the President/Chief Executive Officer. Additional items shall be placed on the Board agenda upon the request of two members of the Board to the Chairperson.

Section 5.3. Consideration of Consent Agenda Items. The Board may consider and approve routine, noncontroversial items on a consent agenda. The Board shall adopt items on the Consent Agenda by a single vote. Any Board member may remove an item from the Consent Agenda for discussion and consideration on the Action Item Agenda by request to the Chair at any time prior to the vote to approve the Consent Agenda.

Section 5.4. Voting. All action of the Board is taken by a vote and each member of the Board is expected to vote.

5.4.1. On any question presented, the number of members present shall be recorded by the Board Secretary or Board support staff. Provided that a quorum is present, action may be taken by the

Board upon a vote of a majority of the Board members present, unless the act of a greater number shall be required by law.

5.4.2. All votes shall be taken by voice vote unless a request for a roll call vote is made by two members of the Board prior to a vote being initiated or the Chair is unclear of the results of a voice vote.

5.4.3 No vote by proxy shall be permitted for any vote of the Board or for any Board committee.

Section 5.5. Minutes. The minutes shall consist primarily of a record of the actions taken. They shall not be a full transcript of the meeting but must give a true reflection of the matters discussed and the views of the participants related to any action taken.

Article 6 – Committees of the Board

Section 6.1. Board Committees. The Board may from time to time establish Board committees made up of members of the Board with specific duties, terms and responsibilities.

Section 6.1.1. Membership on Board Committees. The Chairperson shall nominate the Committee Chairperson and members of the Board committees annually, subject to confirmation by the Board. The Committee shall elect a Committee Vice Chairperson from among its members at its first meeting of the year to perform the duties of the Chairperson in case of the absence, disability or disqualification of the Committee Chairperson.

6.1.2. Role of Board Committees. The Board may refer any matter to the Board Committee for consideration. The Board Committee shall study and make recommendations for action to the full Board of Directors. The Board Committee shall have no power to bind the Authority with its decisions or recommendations.

6.1.3. Charter Statement. The Board Committee shall adopt a Charter Statement that will be reviewed periodically which identifies the Committee's areas of responsibility and oversight.

6.1.4. Meetings. The Board Committee shall meet as needed to conduct its business.

Section 6.2. Ad Hoc Committees or Task Forces. The Board from time to time may establish ad hoc committees or task forces made up of members of the Board and/or members of the community to study and make recommendations on matters of interest to the Authority. The Board shall determine at the time of establishment the membership and roles and responsibilities of the Ad Hoc Committee or Task Force.

Article 7 - Citizen Advisory Committees

Section 7.1. Creation. The Board shall from time to time establish citizen advisory committees or taskforces that may include citizen members. The citizen advisory committees shall have a structure, duties and responsibilities as may be determined by the Board and in accordance with Section 451.109, Tex. Transp. Code. The citizen advisory committees may study and make recommendations to the Board but shall not have any power to bind the Authority or direct staff. Elected officials and candidates may not serve on advisory committees.

Article 8 – Business Administration

Section 8.1. Fiscal Year. The fiscal year of the Authority shall begin and end on such dates as the Board at any time shall determine by resolution. However, the fiscal year shall not be changed more than once in a five-year period. The fiscal year shall begin on the first day of October and end on the last day of September of the subsequent year.

Section 8.2. Budget. Prior to the commencement of a fiscal year, the Board shall adopt an annual budget in a format and with such detail as determined by the Board. Before the Board adopts its annual budget, it shall conduct a public hearing and shall make the proposed annual budget available to the public at least fourteen days prior to the hearing. The Authority may not make operating expenditures in excess of the total amount specified for operating expenditures for a fiscal year unless the Board amends the operating budget by resolution after public notice and hearing.

Section 8.3. Capital Improvement Plan. The Board shall adopt a five-year plan for capital improvement projects. The Board shall hold a public meeting on a proposed capital improvement plan before adopting it and must make the plan available to the public for review and comment. The Board shall annually reevaluate, and if necessary, amend the plan to ensure compliance with Section 451.132 of the Code.

Section 8.4. Annual Financial Audit. The Board each year shall have prepared an audit of its affairs in accordance with generally accepted auditing standards by an independent certified public accountant or a firm of independent certified public accountants, which shall be open to public inspection. Such auditors shall have no personal interest directly or indirectly in the fiscal affairs of the Authority and shall be experienced and qualified in accounting and auditing of public bodies. It is provided, however, that the Authority's auditors may not undertake consulting services for the Authority in addition to their duties in connection with the annual audit without the prior consent of the Board to ensure the services do not create a potential conflict of interest and/or improper influence on the annual audit.

Section 8.5. Investment Authority. The Board shall have all necessary investment authority in accordance with the Public Funds Investment Act, Section 2256, Texas Government Code.

Section 8.6. Policies. The Board shall adopt all policies necessary and useful for the conduct of its business in accordance with state and federal law and regulations, including for the competition and award of contracts. The Board shall review and amend as necessary each of its policies at least every five years.

Article 9 – Modification of Bylaws

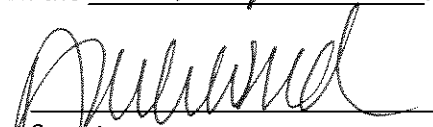
These Bylaws can be amended at any regular meeting of the Board by a two-thirds vote of all the appointed and qualified members of the Board, provided that the amendment has been submitted in writing at the previous regular meeting of the Board.

Article 10 – Interpretation of the Bylaws

These bylaws are designed solely to facilitate the handling by the Board of Directors of its own business, and the Board of Directors retains the right to interpret these rules. No action taken by this board shall be deemed invalid because of any conflict with these rules, so long as the action taken is in accordance with any applicable law.

Certificate by Secretary. The undersigned, being the Secretary of the Capital Metropolitan Transportation Authority, certifies that these bylaws were duly adopted by the Board of the Authority effective as of January 8, 2010 and shall supersede all past Bylaws or amended Bylaws of the Authority.

IN WITNESS WHEREOF, I have signed this certification on the 1/8/10.


Secretary



**RESOLUTION
OF THE
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY
BOARD OF DIRECTORS**

**STATE OF TEXAS
COUNTY OF TRAVIS**

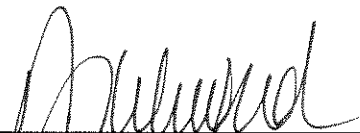
**RESOLUTION (ID # AI-2017-600)
Revisions to Board of Directors Bylaws**

WHEREAS, the Board may by resolution adopt rules and bylaws for the conduct of Board meetings in accordance with Section 451.517 of the Texas Transportation Code; and

WHEREAS, the Board may amend such bylaws at any regular meeting of the Board by a two-thirds vote of the Board members, provided that the amendment has been submitted in writing at the previous regular meeting of the Board; and

WHEREAS, the Board has followed the required process and desires to amend the Bylaws.

NOW, THEREFORE, BE IT RESOLVED by the Capital Metropolitan Transportation Authority Board of Directors that the attached Bylaws are hereby adopted as amended to supercede and replace the Bylaws adopted on March 23, 2009.



**Secretary of the Board
Juli Word**

Date: 1/20/19

Attachment: Resolution-AI-2017-600 (CMTA-2017-112 : Board Bylaws Revisions)

AMENDED AND RESTATED BYLAWS
OF
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY

(Amended and Restated as of {Board Approval Date}, 2022)

ARTICLE 1 - ~~The Authority~~ CREATION, NAME, PURPOSE AND TERRITORY

Section 1.1. Creation. Pursuant to the provisions of Article 1118x, Texas Revised Civil Statutes, as amended and recodified as Chapter 451 of the Texas Transportation Code ("Code"), and pursuant to a favorable vote of the qualified voters in a confirmation and tax election held January 19, 1985, a metropolitan rapid transit authority, is created and exists in the City of Austin, Texas, constituting the environs of the "principal city" as defined herein, and any other such areas that may subsequently vote to join the ~~Authority~~ Capital Metropolitan Transportation Authority (the "Authority"). The Authority is a political subdivision of the state of Texas. Pursuant to Section 451.~~51407~~ of the Code, power is granted to the Authority's Board of Directors ("Board") to adopt rules and regulations and such bylaws as it may deem necessary.

Section 1.2. Name. The name of ~~the Authority~~ the metropolitan rapid transit authority shall be the Capital Metropolitan Transportation Authority (the "Authority" or "CapMetro").

Section 1.3. Purpose and General Powers. The purpose of the Authority shall be to plan, develop and operate public transportation services within the territory of the Authority and to exercise any other powers and duties as allowed or specified in the Code, and other applicable state and federal law. The Authority shall constitute a political entity and corporate body, exercising public and essential governmental functions, having the powers necessary or convenient to carry out and effectuate the purposes and provisions of the Code.

Section 1.4. Territory. The territory of the Authority shall constitute the corporate limits of the City of Austin, being the principal city; the corporate limits of the following incorporated municipalities within Travis County: Lago Vista, Point Venture, San Leanna, Manor and Jonestown; the following incorporated municipalities located within Williamson County: Leander; a portion of Commissioner's Precinct Number 1 of unincorporated Williamson County known as Anderson Mill; and Commissioner's Precinct Number 2 of unincorporated Travis County; and any other town or county area wherein the voters elect to become a part of the Authority pursuant to Sec. 451.552 of the Code.

ARTICLE 2 – OFFICES, DOMICILE AND SERVICE

Section 2.1. Principal Office. The principal office of the Authority shall be located at 2910 East 5th Street, Austin Texas, 78702, or at such other location within the Authority's service area as the Board may direct.

Section 2.2. Additional Offices. The Authority also may have offices at such other places as the Board from time to time may determine or as the activities of the Authority may require.

Section 2.3. Domicile. The domicile of the Authority is Travis County, Texas.

Section 2.4. Service of Process. The Authority may be served through its President and Chief Executive

Officer (“CEO”) or any other person designated by the President and CEO.

ARTICLE 3 – THE BOARD OF DIRECTORS

Section 3.1. Governing Body. The governing body of the Authority shall be the Board of Directors (“Board”). The responsibility for the management, control and operation of the Authority and its properties is vested in the Board.

Section 3.2 Powers of the Board.

3.2.1 General Powers. The Board shall exercise its responsibility as the governing body of the Authority by adopting all general policies of the Authority, including the adoption of annual capital and operating budgets, the establishment of the goals of the Authority, adoption of a strategic plan, and the selection and performance evaluation of a general manager (President ~~and~~ and ~~CEO~~ Chief Executive Officer) and a qualified individual to perform internal auditing services.

3.2.2 Rules and Regulations. The Board may adopt and enforce rules and regulations for such purposes as provided in Section 451.107 of the Code. All rules and regulations established by the Board shall be published and made available for public review in accordance with the Code.

3.2.3 Fares. The Board shall adopt and impose reasonable and nondiscriminatory fares and charges for the use of the system as provided in Section 451.061 of the Code and shall have the authority to enforce fares for the use of the system as provided in Section 451.0611 of the Code.

3.2.4 Delegation to the CEO. In addition to the statutory authority provided to the President and ~~CEO~~ Chief Executive Officer, the Board may delegate certain duties and responsibilities to the President and ~~CEO~~ Chief Executive Officer for the management and operation of the Authority.

Section 3.3. Members of the Board of Directors.

3.3.1 Oath of Office. The oath of office shall be given to all members of the Board before commencement of duties as a member of the Board.

3.3.2. Duties. Board members shall act collectively on behalf of the Board in the best interest of the Authority and in accordance with the constitutions and laws of the United States of America and the State of Texas and within policies adopted by the Board. No individual Board member is authorized to bind the Authority by their statements or actions.

3.3.3. Membership. The term, criteria for eligibility for membership, and appointment process are established in Section 451.5021 and other applicable sections of the Code, Tex. Transp. Code.

3.3.4. Attendance. Each member of the Board is expected to serve faithfully and attend all meetings. A ~~B~~board member may be removed from office for absence, without having been excused by a majority vote of the ~~b~~Board, from more than one-half of the regularly scheduled board meetings that the member is eligible to attend during a calendar year.

3.3.5. Removal. Any member may be removed from the Board by a majority vote of the other members of the board because of a ground for removal described by Section 451.510 of the Code or by a majority vote of the entity that appointed the member because of a ground for removal described by Section 451.510 of the Code. The person or entity proposing to remove a ~~b~~Board member pursuant to Section 451.510 must give the Board member a written statement of the grounds for removal and the Board member is entitled to a hearing in accordance with Section 451.511 of the Code.

3.3.6. Resignations; Vacancies. A member may resign their position on the Board by submitting a written resignation to the Chair or the entity that appointed the member. A resignation is effective upon receipt by the Chair or upon a date specified by the member. All vacancies occurring on the Board shall be filled for the remainder of the term by the same person or entity that made the original appointment for the vacant position in accordance with Section 451.504 of the Code.

3.3.7. Conflict and Disclosure of Interest. ~~Members of the Board~~ members shall comply with all state laws and the Capital Metro Code of ~~E~~Conduct Ethics regarding conflicts of interest and disclosure of interests, including but not limited to, Chapters 171 and 176, Local Government Code. Board Mmembers with a potential conflict of interest under the law or Code of Conduct Ethics or whose personal interests may create an appearance of a conflict of interest are required to file an affidavit with the Board Secretary or his/her/their designee and must not vote or participate in the Board's discussion of the matter. A Board member's personal interests may create an appearance of a conflict of interest if it would appear to a reasonable person that the member's personal interests were inconsistent with the public's ~~interest~~interest, or the decision would directly or indirectly benefit the member greater than the benefit to the general public. A Board member may identify a potential conflict of interest of a fellow Board member to the Chair or Vice Chair for discussion by the Board.

3.3.8. Indemnification Defense of Board Members. Each Board ~~m~~Member shall be defended by the Authority against any action, suit or proceeding arising from an act or omission alleged to have been committed by the Board ~~m~~Member within the scope of the individual's official capacity to the full extent allowed by applicable law.

ARTICLE 34 - OFFICERS OF THE BOARD

Section 4.1. Election of Officers. The members of the Board shall elect from among their number a Chair~~person~~, a Vice Chair~~person~~, and a Secretary in accordance with Section 451.520 of the Code. Such officer of the Board shall be elected annually, generally at the first regular January meeting of the Board for the terms to expire at the first regular meeting of the Board in the succeeding year.

Section 4.2. Vacancy. The members of the Board shall fill any vacancy in any office of the Board by election, such appointment to continue until the expiration of the current term of the office which becomes vacant.

~~Section 3.3. Removal. An officer of the Board may be removed as an officer by a vote of a majority of all appointed and qualified members of the Board.~~

Section 4.3. Powers and Duties of Board Officers.

4.3.1. Chair. The Chair~~person~~ shall preside at all meetings of the Board; shall determine by inspection and investigation if orders and resolutions promulgated by the Board are being carried into effect, and may report from time to time ~~his or her/their~~ findings to the Board; may sign and execute for and on behalf of the Authority contracts of insurance, bonds, deeds, mortgages, debentures, contracts or any other instruments or documents of whatever nature that the Board has authorized him or her to execute; with

the assistance of the President ~~and CEO/Chief Executive Officer~~, shall establish the proposed agenda for each meeting of the Board; shall recommend the Chair~~person~~, members and tenure of all Board committees, provided such appointments are made with the concurrence of the members of the Board; shall perform all duties prescribed for or incident to the office of the Chair~~person~~ by these Bbylaws or assigned from time to time by the Board.

4.3.2. Vice Chair. The Vice Chair~~person~~ shall preside at any meeting of the Board when the Chair~~person~~ is absent and shall perform the duties of the Chair~~person~~ in case of the absence, disability or disqualification of the Chair~~person~~ or when requested to perform such duties by the Chair~~person~~, and shall perform such other duties as may from time to time be assigned to ~~him or her~~them by the Chair~~person~~ or ~~by~~ the Board. The Vice Chair~~person~~ shall serve as the Ethics Officer for the Board receiving and responding to potential ethics concerns raised by members of the Board or the President ~~and~~ CEO.

4.3.3. Secretary. The Secretary shall certify the permanent records of all proceedings and transactions of the Authority, including resolutions. In the absence of the Secretary, the Chair~~person~~ or Vice Chair~~person~~ may certify records of the Authority. The Secretary shall keep the minutes of all official meetings of the Board, and see that notices are duly given in accordance with the provisions of these ~~Bylaws or as may be required by law~~ and Section 451.520(c) and other applicable law or delegate such responsibility to the Board support staff. The Secretary shall perform the duties of the Chair~~person~~ in case of the absence, disability or disqualification of the Chair~~person~~ and Vice Chair~~person~~.

Section 4.4. Appointment of Board Members to outside boards or organizations. The Chair~~person~~ shall approve any requests for members of the Board to represent Cap~~ital~~-Metro in an official capacity on local, state or national transit-related committees, boards, organizations or associations.

ARTICLE 5 - MEETINGS

Section 5.1. Open Meetings. The Board shall be subject to and comply with Chapter 551 of the Texas Government Code, the Texas Open Meetings Act.

Section 5.2. Closed Session. Closed sessions may be held by the Board in compliance with the provisions of the Texas Open Meetings Act. Members shall protect the confidentiality of all communications and information discussed or presented during closed session and not reveal, divulge, or disclose communications or information unless required by law.

Section 5.3. Meetings.

5.3.1. Regular Meetings; Establishment of Place, Date and Time. ~~In accordance with Section 451.514 of the Code, R~~regular meetings of the Board shall be held at least monthly. Regular meetings will be held at a date, time and place designated by the Board by resolution.

5.3.2. Special Meetings. Special meetings of the Board may be called by the Chair or the President and CEO in accordance with Section 451.514(b) of the Code and shall be called by the Chair upon the written request of two members of the Board.

5.3.3. Emergency Meetings. In cases of urgent public necessity requiring immediate action because of imminent threat to public health and safety or because of a reasonably unforeseeable situation, the Chair may call an emergency meeting in accordance with State law. As the situation allows, all members of the Board will be given verbal or written notice of the Emergency meeting.

Section 5.4. Quorum. A majority of all appointed and qualified ~~the~~ members of the Board shall constitute a quorum of the Board for the purpose of conducting its business and exercising its powers, except as otherwise specified in these ~~b~~Bylaws. If a quorum is not present at any meeting of the Board, a majority of the Board members present at any meeting may adjourn the meeting to another time and place provided that all members of the Board are notified in writing of the change in the time and place of the meeting, and the meeting is posted in compliance with the Texas Open Meetings Act. Temporary absence from the physical or virtual meeting room that results in less than a quorum present in the room does not halt a

meeting but a vote may not be taken.

Section 5.5. Public Involvement. Subject to requirements prescribed by the Board, any ~~citizen-person~~ may address the Board at a meeting.

Section 5.6. Decorum. The Board may establish guidelines reasonably necessary to maintain order and protect health and safety. The Chair shall assure that order and decorum are maintained in the meetings.

Section 5.7. Public Hearings. Public hearings shall be held by the Board before the adoption of the annual budget and as such other hearings are deemed appropriate or necessary by the Board, at such times and places as set by the Board. Copies of the budget, and other items being considered at the public hearing shall be made available for public review according to the provisions of the Code and policies set by the Board.

Section 5.8 Meeting Materials. ~~To assist with public transparency of matters brought before the Board, Authority staff shall post meeting agendas in accordance with the Texas Opening Meetings Act and back-up materials, to the extent available and possible, for Board members and the public to view no later than seven (7) days before the Board meeting; and in those limited occasions when it is not possible to finalize meeting materials seven (7) days in advance of the Board meeting, the meeting materials will be posted as soon as reasonably possible prior to the Board meeting.~~

ARTICLE 56 - CONDUCT OF BUSINESS

Section 6.1. Meeting Procedures. All meetings of the Board and Board committees ~~shall~~ may be conducted in compliance with the rules contained in the current version of Robert's Rules of Order Newly Revised to the extent that said rules are not inconsistent with these bylaws and any procedures or policies the Board may adopt.

Section 6.2. ~~Request to call a meeting or add~~ Addition of an Agenda Item. ~~Special meetings of the Board should be called by the Chairperson of the Board and shall be called by the Chairperson upon the written request of two members of the Board or the President/Chief Executive Officer.~~ Additional items shall be placed on the Board agenda upon the request of two members of the Board to the Chairperson.

Section 6.3. Consideration of Consent Agenda Items. The Board may consider and approve routine, noncontroversial items on a consent agenda. The Board shall adopt items on the Consent Agenda by a single vote. Any Board member may remove an item from the Consent Agenda for discussion and consideration on the Action Item Agenda by request to the Chair at any time prior to the vote to approve the Consent Agenda.

Section 6.4. Voting. All action of the Board is taken by a vote and each member of the Board is expected to vote.

6.4.1. On any question presented, the number of members present shall be recorded by the Board Secretary or Board support staff. Provided that a quorum is present, action may be taken by the Board upon a vote of a majority of the Board members present, unless the act of a greater number shall be required by law or these Bylaws.

6.4.2. All votes shall be taken by voice vote unless a request for a roll call vote is made by two members of the Board prior to a vote being initiated or the Chair is unclear of the results of a voice vote.

6.4.3. No vote by proxy shall be permitted for any vote of the Board or for any Board committee.

Section 6.5. Minutes. The minutes shall consist primarily of a record of the actions taken. They shall not be a full transcript of the meeting but must give a true reflection of the matters discussed and the views of the participants related to any action taken.

ARTICLE 7 - COMMITTEES OF THE BOARD

Section 7.1. Board Committees. The Board may from time to time establish Board committees made up of members of the Board with specific duties, terms and responsibilities.

7.1.1. Membership on Board Committees. The Chair~~person~~ shall nominate the Committee Chair~~person~~ and members of the Board committees annually, subject to confirmation by the Board. The Committee ~~shall~~ may elect a Committee Vice Chair~~person~~ from among its members at its first meeting of the year to perform the duties of the Chair~~person~~ in case of the absence, disability or disqualification of the Committee Chair~~person~~.

7.1.2. Role of Board Committees. The Board may refer any matters to one or more~~the~~ Board Committees for consideration. ~~The~~ Board Committees shall study and make recommendations for action to the full Board ~~of Directors~~. ~~The~~ Board Committees shall have no power to bind the Authority with its decisions or recommendations.

7.1.3. Charter Statement. ~~The~~ Board Committees shall adopt a Charter Statement that will be reviewed ~~periodically~~ at least annually which identifies the Committees's areas of responsibility and oversight.

7.1.4. Meetings. ~~The~~ Board Committees shall meet as needed to conduct their~~its~~ business.

Section 7.2. Ad Hoc Committees or Task Forces. The Board from time to time may establish ad hoc committees or task forces made up of members of the Board and/or members of the community to study and make recommendations on matters of interest to the Authority. The Board shall determine at the time of establishment the membership and roles and responsibilities of such~~the~~ Ad Hoc Committee or Task Force.

ARTICLE 8 - ~~Citizen~~ ADVISORY COMMITTEES

Section 8.1. Creation. The Board shall from time to time establish ~~citizen~~ advisory committees or taskforces that may include ~~citizen~~ resident members of the general public community in or around the Authority's service area. The ~~citizen~~ advisory committees shall have a structure, duties and responsibilities as may be determined by the Board and in accordance with Section 451.109 of the, Tex. Transp. Code. The ~~citizen~~ advisory committees may study and make recommendations to the Board but shall not have any power to bind the Authority or direct staff. Elected officials and candidates may not serve on advisory committees.

ARTICLE 9 - BUSINESS ADMINISTRATION

Section 9.1. Fiscal Year. The fiscal year of the Authority shall begin and end on such dates as the Board at any time shall determine by resolution. However, the fiscal year shall not be changed more than once in a five-year period. The Authority fiscal year shall begin on the first day of October and end on the last day of September of the subsequent year.

Section 9.2. Budget. Prior to the commencement of a fiscal year, the Board shall adopt an annual budget in a format and with such detail as determined by the Board. Before the Board adopts its annual budget, it shall conduct a public hearing and shall make the proposed annual budget available to the public at least fourteen (14) days prior to the hearing. The Authority may not make operating expenditures in excess of

the total amount specified for operating expenditures for a fiscal year unless the Board amends the operating budget by resolution after public notice and hearing in accordance with Section 451.103 of the Code.

Section 9.3. Capital Improvement Plan. The Board shall adopt a five-year plan for capital improvement projects. The Board shall hold a public meeting on a proposed capital improvement plan before adopting it and must make the plan available to the public for review and comment. The Board shall annually reevaluate, and if necessary, amend the plan to ensure compliance with Section 451.132 of the Code.

Section 9.4. Annual Financial Audit. In accordance with Section 451.451 of the Code, the Board each year shall have prepared an audit of its affairs in accordance with generally accepted auditing standards by an independent certified public accountant or a firm of independent certified public accountants, which shall be open to public inspection. Such auditors shall have no personal interest directly or indirectly in the fiscal affairs of the Authority and shall be experienced and qualified in accounting and auditing of public bodies. It is provided, however, that the Authority's auditors may not undertake consulting services for the Authority in addition to their duties in connection with the annual audit without the prior consent of the Board to ensure the services do not create a potential conflict of interest and/or improper influence on the annual audit.

Section 9.5. Investment Authority. The Board shall have all necessary investment authority in accordance with the Public Funds Investment Act, Section 2256, Texas Government Code.

Section 9.6. Policies. The Board shall adopt all policies necessary and useful for the conduct of its business in accordance with state and federal law and regulations, including for the competition and award of contracts. The Board shall review and amend as necessary each of its policies at least every five years.

ARTICLE 10 - MODIFICATION OF BYLAWS

These Bylaws can be amended at any regular meeting of the Board by a two-thirds vote of all the appointed and qualified members of the Board, provided that the amendment has been submitted in writing at the previous regular meeting of the Board.

ARTICLE 11 - INTERPRETATION OF THE BYLAWS

These ~~B~~bylaws are designed solely to facilitate the handling by the Board of Directors of its own business, and the Board of Directors retains the right to interpret these rules. No action taken by this board shall be deemed invalid because of any conflict with these rules, so long as the action taken is in accordance with any applicable law.

CERTIFICATE BY SECRETARY

The undersigned, being the Secretary of the Capital Metropolitan Transportation Authority Board of Directors, certifies that these ~~b~~Bylaws were duly adopted by the Board of the Authority effective as of _____, 2022, and shall supersede all past Bylaws or amended Bylaws of the Authority.

IN WITNESS WHEREOF, I have signed this certification on the _____.

Secretary of the Board of Directors

AMENDED AND RESTATED BYLAWS
OF
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(Amended and Restated as of {Board Approval Date}, 2022)

ARTICLE 1 - CREATION, NAME, PURPOSE AND TERRITORY

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Section 1.2. Name. The name of the metropolitan rapid transit authority shall be the Capital Metropolitan Transportation Authority (the "Authority" or "CapMetro").

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3.3.6. *Resignations; Vacancies.* A member may resign their position on the Board by submitting a written resignation to the Chair or the entity that appointed the member. A resignation is effective upon receipt by the Chair or upon a date specified by the member. All vacancies occurring on the Board shall be filled for the remainder of the term by the same person or entity that made the original appointment for the vacant position in accordance with Section 451.504 of the Code.

3.3.7. *Conflict and Disclosure of Interest.* Board members shall comply with all state laws and the CapMetro Code of Ethics regarding conflicts of interest and disclosure of interests, including but not limited to, Chapters 171 and 176, Local Government Code. Board members with a potential conflict of interest under the law or Code of Ethics or whose personal interests may create an appearance of a conflict of interest are required to file an affidavit with the Board Secretary or their designee and must not vote or participate in the Board's discussion of the matter. A Board member's personal interests may create an appearance of a conflict of interest if it would appear to a reasonable person that the member's personal interests were inconsistent with the public's interest, or the decision would directly or indirectly benefit the member greater than the benefit to the general public. A Board member may identify a potential conflict of interest of a fellow Board member to the Chair or Vice Chair for discussion by the Board.

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ARTICLE 4 - OFFICERS OF THE BOARD

Section 4.1. Election of Officers. The members of the Board shall elect from among their number a Chair, a Vice Chair, and a Secretary in accordance with Section 451.520 of the Code. Such officer of the Board shall be elected annually, generally at the first regular January meeting of the Board for the terms to expire at the first regular meeting of the Board in the succeeding year.

Section 4.2. Vacancy. The members of the Board shall fill any vacancy in any office of the Board by election, such appointment to continue until the expiration of the current term of the office which becomes vacant.

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4.3.2. *Vice Chair.* The Vice Chair shall preside at any meeting of the Board when the Chair is absent and shall perform the duties of the Chair in case of the absence, disability or disqualification of the Chair or when requested to perform such duties by the Chair, and shall perform such other duties as may from time to time be assigned to them by the Chair or by the Board. The Vice Chair shall serve as the Ethics Officer for the Board receiving and responding to potential ethics concerns raised by members of the Board or the President and CEO.

4.3.3. Secretary. The Secretary shall certify the permanent records of all proceedings and transactions of the Authority, including resolutions. In the absence of the Secretary, the Chair or Vice Chair may certify records of the Authority. The Secretary shall keep the minutes of all official meetings of the Board, and see that notices are duly given in accordance with the provisions of these Bylaws and Section 451.520(c) and other applicable law or delegate such responsibility to the Board support staff. The Secretary shall perform the duties of the Chair in case of the absence, disability or disqualification of the Chair and Vice Chair.

Section 4.4. Appointment of Board Members to outside boards or organizations. The Chair shall approve any requests for members of the Board to represent CapMetro in an official capacity on local, state or national transit-related committees, boards, organizations or associations.

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Section 5.2. Closed Session. Closed sessions may be held by the Board in compliance with the provisions of the Texas Open Meetings Act. Members shall protect the confidentiality of all communications and information discussed or presented during closed session and not reveal, divulge, or disclose communications or information unless required by law.

Section 5.3. Meetings.

5.3.1. Regular Meetings; Establishment of Place, Date and Time. In accordance with Section 451.514 of the Code, regular meetings of the Board shall be held at least monthly. Regular meetings will be held at a date, time and place designated by the Board by resolution.

5.3.2. Special Meetings. Special meetings of the Board may be called by the Chair or the President and CEO in accordance with Section 451.514(b) of the Code and shall be called by the Chair upon the written request of two members of the Board.

5.3.3. Emergency Meetings. In cases of urgent public necessity requiring immediate action because of imminent threat to public health and safety or because of a reasonably unforeseeable situation, the Chair may call an emergency meeting in accordance with State law. As the situation allows, all members of the Board will be given verbal or written notice of the Emergency meeting.

Section 5.4. Quorum. A majority of all appointed and qualified members of the Board shall constitute a quorum of the Board for the purpose of conducting its business and exercising its powers, except as otherwise specified in these Bylaws. If a quorum is not present at any meeting of the Board, a majority of the Board members present at any meeting may adjourn the meeting to another time and place provided that all members of the Board are notified in writing of the change in the time and place of the meeting, and the meeting is posted in compliance with the Texas Open Meetings Act. Temporary absence from the physical or virtual meeting room that results in less than a quorum present in the room does not halt a meeting but a vote may not be taken.

Section 5.5. Public Involvement. Subject to requirements prescribed by the Board, any person may address the Board at a meeting.

Section 5.6. Decorum. The Board may establish guidelines reasonably necessary to maintain order and protect health and safety. The Chair shall assure that order and decorum are maintained in the meetings.

Section 5.7. Public Hearings. Public hearings shall be held by the Board before the adoption of the annual budget and as such other hearings are deemed appropriate or necessary by the Board, at such times and places as set by the Board. Copies of the budget, and other items being considered at the public hearing shall be made available for public review according to the provisions of the Code and policies set by the Board.

Section 5.8 Meeting Materials. To assist with public transparency of matters brought before the Board, Authority staff shall post meeting agendas in accordance with the Texas Opening Meetings Act and back-up materials, to the extent available and possible, for Board members and the public to view no later than seven (7) days before the Board meeting; and in those limited occasions when it is not possible to finalize meeting materials seven (7) days in advance of the Board meeting, the meeting materials will be posted as soon as reasonably possible prior to the Board meeting.

ARTICLE 6 - CONDUCT OF BUSINESS

Section 6.1. Meeting Procedures. All meetings of the Board and Board committees may be conducted in compliance with the rules contained in the current version of Robert's Rules of Order Newly Revised to the extent that said rules are not inconsistent with these bylaws and any procedures or policies the Board may adopt.

Section 6.2. Addition of an Agenda Item. Additional items shall be placed on the Board agenda upon the request of two members of the Board to the Chair.

Section 6.3. Consideration of Consent Agenda Items. The Board may consider and approve routine, noncontroversial items on a consent agenda. The Board shall adopt items on the Consent Agenda by a single vote. Any Board member may remove an item from the Consent Agenda for discussion and consideration on the Action Item Agenda by request to the Chair at any time prior to the vote to approve the Consent Agenda.

Section 6.4. Voting. All action of the Board is taken by a vote and each member of the Board is expected to vote.

6.4.1. On any question presented, the number of members present shall be recorded by the Board Secretary or Board support staff. Provided that a quorum is present, action may be taken by the Board upon a vote of a majority of the Board members present, unless the act of a greater number shall be required by law or these Bylaws.

6.4.2. All votes shall be taken by voice vote unless a request for a roll call vote is made by two members of the Board prior to a vote being initiated or the Chair is unclear of the results of a voice vote.

6.4.3. No vote by proxy shall be permitted for any vote of the Board or for any Board committee.

Section 6.5. Minutes. The minutes shall consist primarily of a record of the actions taken. They shall not be a full transcript of the meeting but must give a true reflection of the matters discussed and the views of the participants related to any action taken.

ARTICLE 7 - COMMITTEES OF THE BOARD

Section 7.1. Board Committees. The Board may from time to time establish Board committees made up of members of the Board with specific duties, terms and responsibilities.

7.1.1. Membership on Board Committees. The Chair shall nominate the Committee Chair and members of the Board committees annually, subject to confirmation by the Board. The Committee may elect a Committee Vice Chair from among its members at its first meeting of the year to perform the duties of the Chair in case of the absence, disability or disqualification of the Committee Chair.

7.1.2. Role of Board Committees. The Board may refer any matters to one or more Board Committees for consideration. Board Committees shall study and make recommendations for action to the full Board. Board Committees shall have no power to bind the Authority with its decisions or recommendations.

7.1.3. Charter Statement. Board Committees shall adopt a Charter Statement that will be reviewed at least annually which identifies the Committees' areas of responsibility and oversight.

7.1.4. Meetings. Board Committees shall meet as needed to conduct their business.

Section 7.2. Ad Hoc Committees or Task Forces. The Board from time to time may establish ad hoc committees or task forces made up of members of the Board and/or members of the community to study and make recommendations on matters of interest to the Authority. The Board shall determine at the time of establishment the membership and roles and responsibilities of such Ad Hoc Committee or Task Force.

ARTICLE 8 - ADVISORY COMMITTEES

The Board shall from time to time establish advisory committees or taskforces that may include members of the general public in or around the Authority's service area. The advisory committees shall have a structure, duties and responsibilities as may be determined by the Board and in accordance with Section 451.109 of the Code. The advisory committees may study and make recommendations to the Board but shall not have any power to bind the Authority or direct staff. Elected officials and candidates may not serve on advisory committees.

ARTICLE 9 - BUSINESS ADMINISTRATION

Section 9.1. Fiscal Year. The fiscal year of the Authority shall begin and end on such dates as the Board at any time shall determine by resolution. However, the fiscal year shall not be changed more than once in a five-year period. The Authority fiscal year shall begin on the first day of October and end on the last day of September of the subsequent year.

Section 9.2. Budget. Prior to the commencement of a fiscal year, the Board shall adopt an annual budget in a format and with such detail as determined by the Board. Before the Board adopts its annual budget, it shall conduct a public hearing and shall make the proposed annual budget available to the public at least fourteen (14) days prior to the hearing. The Authority may not make operating expenditures in excess of the total amount specified for operating expenditures for a fiscal year unless the Board amends the operating budget by resolution after public notice and hearing in accordance with Section 451.103 of the Code.

Section 9.3. Capital Improvement Plan. The Board shall adopt a five-year plan for capital improvement projects. The Board shall hold a public meeting on a proposed capital improvement plan before adopting it and must make the plan available to the public for review and comment. The Board shall annually reevaluate, and if necessary, amend the plan to ensure compliance with Section 451.132 of the Code.

Section 9.4. Annual Financial Audit. In accordance with Section 451.451 of the Code, the Board each year shall have prepared an audit of its affairs in accordance with generally accepted auditing standards by an

independent certified public accountant or a firm of independent certified public accountants, which shall be open to public inspection. Such auditors shall have no personal interest directly or indirectly in the fiscal affairs of the Authority and shall be experienced and qualified in accounting and auditing of public bodies. It is provided, however, that the Authority's auditors may not undertake consulting services for the Authority in addition to their duties in connection with the annual audit without the prior consent of the Board to ensure the services do not create a potential conflict of interest and/or improper influence on the annual audit.

Section 9.5. Investment Authority. The Board shall have all necessary investment authority in accordance with the Public Funds Investment Act, Section 2256, Texas Government Code.

Section 9.6. Policies. The Board shall adopt all policies necessary and useful for the conduct of its business in accordance with state and federal law and regulations, including for the competition and award of contracts. The Board shall review and amend as necessary each of its policies at least every five years.

ARTICLE 10 - MODIFICATION OF BYLAWS

These Bylaws can be amended at any regular meeting of the Board by a two-thirds vote of all the appointed and qualified members of the Board, provided that the amendment has been submitted in writing at the previous regular meeting of the Board.

ARTICLE 11 - INTERPRETATION OF THE BYLAWS

These Bylaws are designed solely to facilitate the handling by the Board of Directors of its own business, and the Board of Directors retains the right to interpret these rules. No action taken by this board shall be deemed invalid because of any conflict with these rules, so long as the action taken is in accordance with any applicable law.

CERTIFICATE BY SECRETARY

The undersigned, being the Secretary of the Capital Metropolitan Transportation Authority Board of Directors, certifies that these Bylaws were duly adopted by the Board of the Authority effective as of _____, 2022, and shall supersede all past Bylaws or amended Bylaws of the Authority.

IN WITNESS WHEREOF, I have signed this certification on the _____.

Secretary of the Board of Directors

SUBJECT:

Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute an Interlocal Agreement with the City of Austin for the reimbursement of construction of bus stops along nine mobility corridors, in an amount not to exceed \$1 million.

FISCAL IMPACT:

Funding for this action is available in the 5-year Capital Improvement Plan.

STRATEGIC PLAN:

Strategic Goal Alignment:

- 1. Internal/External Customer Service Excellence
- 2. Stakeholder Engagement
- 3. Financial and Environmental Sustainability
- 4. Staff Development
- 5. Agency Growth Management

Strategic Objectives:

- 1.1 Safety & Risk
- 1.2 Continuous improvement
- 1.3 Dynamic Change
- 1.4 Culture of Innovation
- 2.1 Be an Employer of Choice
- 2.2 Organization Development
- 2.3 Organization Culture
- 3.1 Resource optimization
- 3.2 Safety Culture
- 3.3 Environmental Leadership
- 4.1 Educate & Call to Action
- 4.2 Build Partnerships
- 4.3 Value of Transit
- 4.4 Project Connect

EXPLANATION OF STRATEGIC ALIGNMENT: This Interlocal Agreement allows Capital Metro to reimburse the City of Austin’s Corridor Program Office (CPO) for bus stop construction along the nine mobility corridors approved by voters in November 2016. These reconstructed bus stops will improve mobility and safety, and Capital Metro service will benefit from these improvements.

BUSINESS CASE: An Interlocal Agreement between the City of Austin and Capital Metro is required for Capital Metro to reimburse the City of Austin for costs associated with the bus stop construction identified. The funding for this agreement is included in the 5-year Capital Improvement Plan.

COMMITTEE RECOMMENDATION: This agenda item was presented and recommended for approval by the Operations, Planning and Safety Committee on May 11, 2022.

EXECUTIVE SUMMARY: The City of Austin’s Corridor Program Office (CPO) is responsible for the design and construction of improvements along nine roadway corridors within Austin outlined by the Austin City Council for the 2016 Mobility Bond Program in the Contract with Voters. The Corridor Mobility Program improvements support mobility, livability and other outcomes, and are funded by City of Austin-issued bonds approved by Austin voters in November 2016.

Capital Metro has been included in the design of these corridors from the beginning. To enhance mobility and safety of Capital Metro customers and other people traveling along the corridors, Capital Metro and the CPO have agreed to relocate most bus stops along these corridors.

This ILA will allow Capital Metro to reimburse the CPO for the construction of bus stops that Capital Metro requested to be relocated. The amount of Capital Metro’s reimbursement to the City is not to exceed \$1 million, and is included in the Capital Projects budget.

There is great value in having the CPO construct these stops as CPO provides design, permitting, traffic control and other construction related items as part of the corridor construction. Capital Metro is only paying for materials & labor related to the construction of the bus stop.

DBE/SBE PARTICIPATION: Does not apply.

PROCUREMENT: Chapter 791 of the State of Texas Government Code encourages governmental entities to increase the efficiency and effectiveness of local governments by authorizing them to contract, to the greatest possible extent, with one another. In doing so, local governments are permitted to forego the requirements of full and open competition and contract directly with one another.

RESPONSIBLE DEPARTMENT: Capital Construction & Facility Management

**RESOLUTION
OF THE
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY
BOARD OF DIRECTORS**

**STATE OF TEXAS
COUNTY OF TRAVIS**

#AI-2022-416

WHEREAS, the Capital Metropolitan Transportation Authority Board of Directors and Capital Metro management endeavor to improve safety, reliability and customer comfort throughout the transit network; and

WHEREAS, the Capital Metropolitan Transportation Authority Board of Directors and Capital Metro management recognize the need to partner with the City of Austin to construct bus stops along the City's 2016 Mobility Bond corridors and reimburse the City for associated costs identified in the Interlocal Agreement; and

WHEREAS, the Capital Metropolitan Transportation Authority Board of Directors and Capital Metro management recognize the need to execute an Interlocal Agreement with the City of Austin for this purpose.

NOW, THEREFORE, BE IT RESOLVED by the Capital Metropolitan Transportation Authority Board of Directors that the President & CEO, or his designee is authorized to finalize and execute an Interlocal Agreement with the City of Austin for the reimbursement of construction of bus stops along nine mobility corridors, in an amount not to exceed \$1 million.

Date: _____

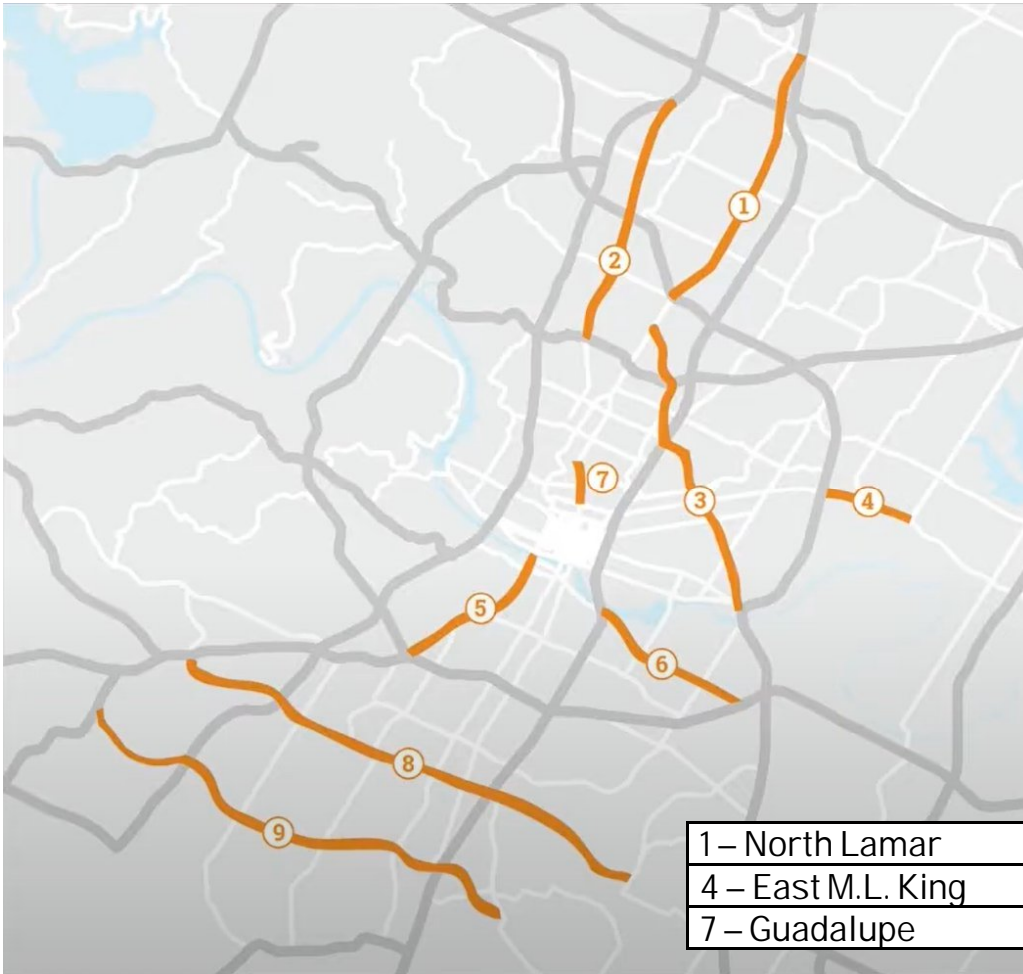
**Secretary of the Board
Leslie Pool**

CapMetro

Approval of Interlocal Agreement
with
City of Austin Corridor Program Office

May 11, 2022

Nine Mobility Corridors



Reimburse construction expense for 50 bus stops along 9 mobility corridors

- City has involved CapMetro in design of Corridor Mobility Programs as part of City's 2016 Mobility Bond Implementation
- Reconstructed and relocated bus stops will enhance safety and accessibility for all roadway users
- Coordination with Corridor Program provides value to CapMetro and our customers through increasing efficiency of public funds

1 – North Lamar	2 – Burnett	3 – Airport
4 – East M.L. King	5 – South Lamar	6 – Riverside
7 – Guadalupe	8 – William Cannon	9 – Slaughter

SUBJECT:

Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute an Interlocal Agreement (ILA) with the City of Austin for MetroRail Projects Utilities & Urban Trail Betterments for an amount not to exceed \$_____.

FISCAL IMPACT:

Funding for this action is available in the FY2022 Capital Budget

STRATEGIC PLAN:

Strategic Goal Alignment:

1. Internal/External Customer Service Excellence 2. Stakeholder Engagement
 3. Financial and Environmental Sustainability 4. Staff Development 5. Agency Growth Management

Strategic Objectives:

- | | | |
|---|--|--|
| <input type="checkbox"/> 1.1 Safety & Risk | <input checked="" type="checkbox"/> 1.2 Continuous improvement | <input type="checkbox"/> 1.3 Dynamic Change |
| <input type="checkbox"/> 1.4 Culture of Innovation | <input type="checkbox"/> 2.1 Be an Employer of Choice | <input type="checkbox"/> 2.2 Organization Development |
| <input type="checkbox"/> 2.3 Organization Culture | <input checked="" type="checkbox"/> 3.1 Resource optimization | <input type="checkbox"/> 3.2 Safety Culture |
| <input type="checkbox"/> 3.3 Environmental Leadership | <input type="checkbox"/> 4.1 Educate & Call to Action | <input checked="" type="checkbox"/> 4.2 Build Partnerships |
| <input type="checkbox"/> 4.3 Value of Transit | <input checked="" type="checkbox"/> 4.4 Project Connect | |

EXPLANATION OF STRATEGIC ALIGNMENT: Capital Metro enters into agreements with other governmental entities to maintain consistent quality in the development and construction of transit facilities and related system infrastructure. The proposed Interlocal Agreement (ILA) with the City of Austin has been created to further our partnership and cost effectively implement geographically related transit and mobility projects. The ILA will assist in Capital Metro’s goal to provide safe, attractive, accessible quality transit facilities and provide improvements for the city utilities and urban trail within the McKalla Station Project area.

BUSINESS CASE: Capital Metro continues to work with the City of Austin as a partner and provide utility improvements and betterments for the city infrastructure within the railroad ROW and therefore, intends to execute an Interlocal Agreement with the City of Austin for MetroRail Projects Utilities & Urban Trail Betterments. The City of Austin will reimburse Capital Metro for such Betterment.

COMMITTEE RECOMMENDATION: This item was considered and recommended for approval by the Operations, Planning and Safety Committee on May 11, 2022.

EXECUTIVE SUMMARY: Currently, there are two wastewater lines, 21" diameter and 8" diameter within the project limits of the McKalla Station project that the City of Austin (Austin Water) intends to resize to 42" and 15" respectively. The City of Austin Public Works Department (Urban Trails) has also requested that Capital Metro to include a 13' wide shared use path (SUP) between Braker Lane and the Station Platform with a trench drain parallel to the westside track along railroad right of way (ROW). The City of Austin intends to reimburse Capital Metro for these improvements, therefore, an Interlocal Agreement (ILA) between Capital Metro and the City of Austin for MetroRail Project Betterments for the reimbursement for costs by the city is recommended to the Board for approval.

DBE/SBE PARTICIPATION: N/A

PROCUREMENT: Chapter 791 of the State of Texas Government Code encourages governmental entities to increase the efficiency and effectiveness of local governments by authorizing them to contract, to the greatest possible extent, with one another. In doing so, local governments are permitted to forego the requirements of full and open competition and contract directly with one another.

RESPONSIBLE DEPARTMENT: Capital Construction & Facilities Maintenance

**RESOLUTION
OF THE
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY
BOARD OF DIRECTORS**

**STATE OF TEXAS
COUNTY OF TRAVIS**

AI-2022-401

WHEREAS, the Capital Metropolitan Transportation Authority Board of Directors and Capital Metro management endeavor to provide the best customer service experience and to better serve Central Texas residents; and

WHEREAS, the Capital Metropolitan Transportation Authority Board of Directors and Capital Metro management recognize the need to enter into an interlocal agreement with the City of Austin for the MetroRail Project Betterments.

NOW, THEREFORE, BE IT RESOLVED by the Capital Metropolitan Transportation Authority Board of Directors that the President & CEO, or his designee, is authorized to finalize and execute an Interlocal Agreement with the City of Austin for MetroRail Projects Utilities & Urban Trail Betterments for an amount not to exceed \$_____.

Date: _____

**Secretary of the Board
Leslie Pool**

CapMetro

Project Connect
Interlocal Agreement
between
CapMetro & City of Austin

May 11, 2022

Summary

- McKalla Mobility & Utility Betterments
 - CapMetro OPS Committee - today; CapMetro Board - May 23
 - City Council - June 9
 - Purpose: mechanism for CapMetro to construct mobility & utility betterments on behalf of the City, while constructing the McKalla Red Line Station
- FYI - MetroRapid Mobility Improvements & Coordination
 - CapMetro Board - May 23
 - City Council - June 9
 - Purpose: mechanism for CapMetro to construct mobility projects on behalf of the City, and for the City to do some mobility design work on behalf of CapMetro, while delivering the Project Connect MetroRapid program

McKalla Rail Station ILA Improvements

- Mobility and safety improvement:
 - Enhancing planned 8' sidewalk into a 13' shared use path from Braker Lane to rail station & Q2 Stadium
- Infrastructure improvements:
 - Relocating and upsizing City wastewater lines
- City of Austin to reimburse CapMetro:
 - Base Period: ~\$1 M (final amount to be provided at May 23, 2022 Board meeting)
- *Note: working to resolve and ensure construction and real estate access*

CapMetro

Thank you!

Operations, Planning and Safety Committee **Item #:** AI-2022-404

Agenda Date: 5/11/2022

SUBJECT:

Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute a contract with TDIndustries to provide heating, ventilation, and air conditioning (HVAC) repair, maintenance, renewal, and replacement services for all Capital Metro public and operational properties and buildings for a term of one (1) year with a not-to-exceed allowance of \$950,000.

FISCAL IMPACT:

Funding for this action is available in the FY2022 and FY23 Operating and Capital Budgets.

STRATEGIC PLAN:

Strategic Goal Alignment:

1. Internal/External Customer Service Excellence 2. Stakeholder Engagement
 3. Financial and Environmental Sustainability 4. Staff Development 5. Agency Growth Management

Strategic Objectives:

- 1.1 Safety & Risk 1.2 Continuous improvement 1.3 Dynamic Change
 1.4 Culture of Innovation 2.1 Be an Employer of Choice 2.2 Organization Development
 2.3 Organization Culture 3.1 Resource optimization 3.2 Safety Culture
 3.3 Environmental Leadership 4.1 Educate & Call to Action 4.2 Build Partnerships
 4.3 Value of Transit 4.4 Project Connect

EXPLANATION OF STRATEGIC ALIGNMENT: Ongoing repair, maintenance, renewal, and replacement of our HVAC systems contributes to system reliability, reduced business productivity issues, and improved end user experience.

BUSINESS CASE: All of our facilities, including administrative, operations and maintenance, Park and Rides and Transit Centers require continuous on-call HVAC service for repair and maintenance. The funding for this contract is included in the FY 2022 and FY23 budgets.

COMMITTEE RECOMMENDATION: This item was presented and recommended for approval by the Operations, Planning and Safety Committee on May 11, 2022.

EXECUTIVE SUMMARY: Capital Metro contracts HVAC equipment and system maintenance, repair, renewals, and replacements to proactively establish pricing structure and acceptable response times to help ensure the expected facility HVAC resiliency is provided. This HVAC Master Service Agreement also establishes open-book pricing with a pre-established pricing structure, and an allowance along with an emergency service response time of 2-hours, 7 days a week and 24 hours per day. This all helps to better risk manage expenditures and also streamlines the ability to get work done in a timelier manner to help avoid business productivity interruptions.

DBE/SBE PARTICIPATION: No SBE goal is assigned to this project due to limited subcontracting opportunity. However, we will work with the selected vendor for Small Business Participation.

PROCUREMENT: Capital Metro will utilize BuyBoard Cooperative Contract No. 631-20, held by TDIndustries for HVAC Equipment Supplies and Services, to provide a Master Service Agreement, to repair and install HVAC equipment for all Capital Metro public and operational properties and buildings.

BuyBoard awarded contracts are made available for use by Capital Metro via Title 7, Intergovernmental Relations Chapter 791, Interlocal Cooperation Contracts and The Texas Interlocal Cooperation Act.

Purchases made using BuyBoard contracts satisfy otherwise applicable competitive bidding requirements. Pricing rates associated with the Master Service Agreement were determined to be fair and reasonable by the BuyBoard cooperative during its solicitation and award process.

TDIndustries will be awarded an indefinite quantity, indefinite delivery Contract in the following Not to Exceed amount for a Term of One (1) Year:

ITEM #	DESCRIPTION	AMOUNT
1	Master Services Agreement for all Capital Metro Public and Operational Properties and Buildings	\$950,000.00

RESPONSIBLE DEPARTMENT: Facilities Management

**RESOLUTION
OF THE
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY
BOARD OF DIRECTORS**

**STATE OF TEXAS
COUNTY OF TRAVIS**

AI-2022-404

WHEREAS, the Capital Metropolitan Transportation Authority Board of Directors and Capital Metro management recognize the need to protect the safety of all employees and Capital Metro assets and provide all city, state and federal code requirements; and

WHEREAS, the Capital Metropolitan Transportation Authority Board of Directors and Capital Metro management recognize the need to provide for the environmental needs of the workforce, and the environmental needs of the patrons utilizing the public areas of the facilities.

NOW, THEREFORE, BE IT RESOLVED by the Capital Metropolitan Transportation Authority Board of Directors that the President & CEO, or his designee, is authorized to finalize and execute a contract with TDIndustries to provide heating, ventilation, and air conditioning (HVAC) repair, maintenance, renewal, and replacement services for all Capital Metro public and operational properties and buildings for a term of one (1) year with a not-to-exceed allowance of \$950,000.

Date: _____

**Secretary of the Board
Leslie Pool**

Operations, Planning and Safety Committee **Item #:** AI-2021-274

Agenda Date: 5/11/2022

SUBJECT:

Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute a contract with World Wide Technology to replace network infrastructure technology in an amount not to exceed \$684,945.

FISCAL IMPACT:

Funding for this action is available in the FY2022 Capital Budget

STRATEGIC PLAN:

Strategic Goal Alignment:

- 1. Internal/External Customer Service Excellence 2. Stakeholder Engagement
- 3. Financial and Environmental Sustainability 4. Staff Development 5. Agency Growth Management

Strategic Objectives:

- 1.1 Safety & Risk 1.2 Continuous improvement 1.3 Dynamic Change
- 1.4 Culture of Innovation 2.1 Be an Employer of Choice 2.2 Organization Development
- 2.3 Organization Culture 3.1 Resource optimization 3.2 Safety Culture
- 3.3 Environmental Leadership 4.1 Educate & Call to Action 4.2 Build Partnerships
- 4.3 Value of Transit 4.4 Project Connect

EXPLANATION OF STRATEGIC ALIGNMENT: Maintaining and replacing network infrastructure technology such as routers, firewalls, and switches in a state of good repair ensures stable and reliable systems available to both internal and external customers.

BUSINESS CASE: This is a state of good repair initiative to replace network security, network switch equipment, and wireless access point equipment that are types of network infrastructure technologies and have exceeded their useful life. The lifecycle of the typical network infrastructure technology is four to seven years. Each year out of life cycle network infrastructure technology is replaced to maintain a state of good repair. Failure to act will result in issues with network performance and reliability as well as increasing the risk of outages. Annually, the overall design, security, and roadmap is reviewed for implementation of a long term secure and robust

solution that supports business continuity.

COMMITTEE RECOMMENDATION: This item was presented and recommended for approval by the Operations, Planning and Safety Committee on May 11, 2022.

EXECUTIVE SUMMARY: This contract will provide for the annual replacement of network infrastructure technology that is past its useful life to ensure stable and reliable systems available to both internal and external customers.

DBE/SBE PARTICIPATION: The SBE goal is 10%. The prime contractor will exceed the goal utilizing the following SBE subcontractors:

SBE Subcontractors	Race/Gender	Services/Products	SBE Responsive
VTS Group La Vernia, TX	Hispanic/Male	Install and Configure Equipment	18.7%
			18.7%

PROCUREMENT: The Authority will utilize the Department of Information Resources (DIR) Contract No. DIR-TSO -4167 held by Cisco Systems, Inc., and listing World Wide Technology as an authorized Reseller for Cisco Branded Products and Services.

DIR awarded contracts are made available for use by Capital Metro via Title 7, Intergovernmental Relations Chapter 791, Interlocal Cooperation Contracts and The Texas Interlocal Cooperation Act.

The Contract Period of Performance for Implementation shall be one (1) year from Notice to Proceed and Support and Maintenance term shall be one (1) year beginning upon completion of implementation. The following is World Wide Technology’s pricing:

Description	Lump Sum Amount
Network Infrastructure Replacement 2022	\$684,944.53

The contract is fixed price.

RESPONSIBLE DEPARTMENT: Information Technology

**RESOLUTION
OF THE
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY
BOARD OF DIRECTORS**

**STATE OF TEXAS
COUNTY OF TRAVIS**

AI-2021-274

WHEREAS, the Capital Metropolitan Transportation Authority Board of Directors and Capital Metro management endeavor to provide adequate state of good repair to the network infrastructure technology.

NOW, THEREFORE, BE IT RESOLVED by the Capital Metropolitan Transportation Authority Board of Directors that the President & CEO, or his designee, is authorized to finalize and execute a contract with World Wide Technology to replace network infrastructure technology in an amount not to exceed \$684,945.

Date: _____

**Secretary of the Board
Leslie Pool**

SUBJECT:

Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute a contract modification with AECOM Technical Services, Inc. in the amount of \$7,000,000 for Orange Line Engineering Design Services including a contingency for any future work needed to complete the Environmental and Preliminary Engineering phase of the program. The contract terms remain consist with the existing contract for a base period of one year with one option period of two years plus one option period of one year.

FISCAL IMPACT:

Funding for this action is available in the FY2022 and (proposed) FY2023 Capital Budgets.

STRATEGIC PLAN:

Strategic Goal Alignment:

1. Internal/External Customer Service Excellence 2. Stakeholder Engagement
 3. Financial and Environmental Sustainability 4. Staff Development 5. Agency Growth Management

Strategic Objectives:

- 1.1 Safety & Risk 1.2 Continuous improvement 1.3 Dynamic Change
 1.4 Culture of Innovation 2.1 Be an Employer of Choice 2.2 Organization Development
 2.3 Organization Culture 3.1 Resource optimization 3.2 Safety Culture
 3.3 Environmental Leadership 4.1 Educate & Call to Action 4.2 Build Partnerships
 4.3 Value of Transit 4.4 Project Connect

EXPLANATION OF STRATEGIC ALIGNMENT: The Orange Line consultant will be a member of team to advance the implementation of the Project Connect program. They will provide expertise in developing and screening alternatives and advancing environmental documentation and clearance for the proposed Orange Line.

BUSINESS CASE: Project Connect is a multigenerational plan to improve transit throughout the region and allows Capital Metro to position the agency accordingly to handle future growth in the region. The Orange Line consultant team provides additional resources and expertise to bring Project Connect from the planning stage, through the environmental and preliminary engineering phases.

COMMITTEE RECOMMENDATION: This item was presented and recommended for approval by the Operations, Planning and Safety Committee on May 11, 2022.

EXECUTIVE SUMMARY: Capital Metro has embarked on an update to the long-term vision for the agency through Project Connect since 2016. Over the past six years, corridors have been identified to create a high-capacity transit system and numerous projects have been identified to help improve existing services and create new services. The Project Connect System Plan and the Orange Line Locally Preferred Alternative were adopted by the Capital Metro Board on June 10, 2020. An Initial Investment of the System Plan was brought forward on July 28, 2020. A funding source for the Initial Investment was then brought forward to City of Austin voters and approved on November 3, 2020. To continue to advance the Orange Line through Engineering/NEPA the AECOM team will provide national expertise in similar programs. Elements of work include: project management, FTA coordination, planning, environmental, engineering, public involvement.

DBE/SBE PARTICIPATION: The DBE goal is 10%. The contractor will exceed the goal utilizing the following DBE subcontractors.

DBE Subcontractors	Services/Products	DBE Responsive
Alliance Transportation Group, Inc.	Engineering Support	7%
McGray & McGray Land Surveyors, Inc.	Surveying/Mapping	10%
MWM Design Group	Utility Coordination	2%
The Rios Group	Subsurface Utility Engineering	2%
		21%

PROCUREMENT: On March 25, 2019 Capital Metro awarded a contract to AECOM Technical Services, Inc for Orange Line Engineering Design Services. On December 14, 2020 Capital Metro modified the contract with AECOM for Orange Line Engineering Design Services to a new total of \$33,313,607. This resolution requests approval to execute a contract modification to the base contract with AECOM in an amount not to exceed \$7,000,000 including contingency for the work to be done on Project Connect. The contract maintains the current terms for a base period of one year with one option period of two years plus one option period of one year. The revised base contract amount is \$40,313,607.

RESPONSIBLE DEPARTMENT: Project Connect

**RESOLUTION
OF THE
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY
BOARD OF DIRECTORS**

**STATE OF TEXAS
COUNTY OF TRAVIS**

AI-2022-422

WHEREAS, the Board of Directors has determined that Project Connect shall be advanced with Orange Line Preliminary Engineering/Environmental professional services by AECOM under this contract; and

WHEREAS, to provide continuous program support, options will be executed during the program; and

WHEREAS, the Board of Directors authorized the President & CEO, or his designee, to enter into a contract with AECOM as the Orange Line Preliminary Engineering and Environmental work being done on Project Connect in accordance with the NEPA process and FTA requirements.

NOW, THEREFORE, BE IT RESOLVED that the Capital Metropolitan Transportation Authority Board of Directors authorizes the President & CEO, or his designee, to execute a contract modification with AECOM in the amount of \$7,000,000 for Phase II of the Orange Line including a contingency for any future work needed to complete the Environmental and Preliminary Engineering phase of the program in accordance with the NEPA process and FTA requirements.

Date: _____

**Secretary of the Board
Leslie Pool**

Operations, Planning and Safety Committee **Item #:** AI-2022-423

Agenda Date: 5/11/2022

SUBJECT:

Approval of a resolution authorizing the President & CEO, or his designee, to finalize and execute a contract modification with HNTB Technical Services, Inc. in the amount of \$6,000,000 for Blue Line Engineering Design Services including a contingency for any future work needed to complete the Environmental and Preliminary Engineering phase of the program. The contract terms remain consist with the existing contract for a base period of eleven months with two option periods of one year.

FISCAL IMPACT:

Funding for this action is available in the FY2022 and (proposed) FY2023 Capital Budgets.

STRATEGIC PLAN:

Strategic Goal Alignment:

1. Internal/External Customer Service Excellence 2. Stakeholder Engagement
 3. Financial and Environmental Sustainability 4. Staff Development 5. Agency Growth Management

Strategic Objectives:

- 1.1 Safety & Risk 1.2 Continuous improvement 1.3 Dynamic Change
 1.4 Culture of Innovation 2.1 Be an Employer of Choice 2.2 Organization Development
 2.3 Organization Culture 3.1 Resource optimization 3.2 Safety Culture
 3.3 Environmental Leadership 4.1 Educate & Call to Action 4.2 Build Partnerships
 4.3 Value of Transit 4.4 Project Connect

EXPLANATION OF STRATEGIC ALIGNMENT: The Blue Line consultant will be a member of team to advance the implementation of the Project Connect program. They will provide expertise in developing and screening alternatives and advancing environmental documentation and clearance for the proposed Blue Line.

BUSINESS CASE: Project Connect is a multigenerational plan to improve transit throughout the region and allows Capital Metro to position the agency accordingly to handle future growth in the region. The Blue Line consultant team provides additional resources and expertise to bring Project Connect from the planning stage, through the environmental and preliminary engineering phases.

COMMITTEE RECOMMENDATION: This item was presented and recommended for approval by the Operations, Planning and Safety Committee on May 11, 2022.

EXECUTIVE SUMMARY: Capital Metro has embarked on an update to the long-term vision for the agency through Project Connect since 2016. Over the past six years, corridors have been identified to create a high-capacity transit system and numerous projects have been identified to help improve existing services and create new services. The Project Connect System Plan and the Blue Line Locally Preferred Alternative were adopted by the Capital Metro Board on June 10, 2020. An Initial Investment of the System Plan was brought forward on July 28, 2020. A funding source for the Initial Investment was then brought forward to City of Austin voters and approved on November 3, 2020. To continue to advance the Blue Line through Engineering/NEPA the HNTB team will provide national expertise in similar programs. Elements of work include: project management, FTA coordination, planning, environmental, engineering, public involvement.

DBE/SBE PARTICIPATION: Contractor established "Good Faith" efforts and will be utilizing the following DBE subcontractor/s. The DBE goal is 10%. The contractor will exceed the goal utilizing the following DBE subcontractors.

DBE Subcontractors	Services/Products	DBE Responsive
Balcones Geotechnical, LLC	Geotechnical Engineering	4%
Cambridge Systematics	Ridership Modeling	1%
Civic Collaboration, LLC	Public Involvement	2%
CobbFendley	Surveying	8%
Cox McClain Environmental Consulting, Inc	Environmental Planning	2%
Cross-Spectrum Acoustics, Inc	Noise and Vibration Consulting	1%
Cultural Strategies, Inc	Public Involvement	1%
Fugro	Geotechnical Engineering	8%
KFriese + Associates	Civil Engineering	7%
Nelson Nygaard	Planning Consulting	3%
Sunland Group, Inc.	Design & Planning Consulting	1%
		38%

PROCUREMENT: On April 22, 2019 Capital Metro awarded a contract to HNTB Technical Services, Inc for Blue Line Engineering Design Services. On December 14, 2020 Capital Metro modified the contract with HNTB for Blue Line Engineering Design Services to a new total of \$29,201,549. This resolution requests approval to

execute a contract modification to the base contract with HNTB in an amount not to exceed \$6,000,000 including contingency for the work to be done on Project Connect. The contract maintains the current terms for a base period of eleven months with two option periods of one year. The revised base contract amount is \$35,201,549.

RESPONSIBLE DEPARTMENT: Project Connect

**RESOLUTION
OF THE
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY
BOARD OF DIRECTORS**

**STATE OF TEXAS
COUNTY OF TRAVIS**

AI-2022-423

WHEREAS, the Board of Directors has determined that Project Connect shall be advanced with Blue Line Preliminary Engineering/Environmental professional services by HNTB under this contract; and

WHEREAS, to provide continuous program support, options will be executed during the program; and

WHEREAS, the Board of Directors authorized the President & CEO, or his designee, to enter into a contract with HNTB as the Blue Line Preliminary Engineering and Environmental work being done on Project Connect in accordance with the NEPA process and FTA requirements.

NOW, THEREFORE, BE IT RESOLVED that the Capital Metropolitan Transportation Authority Board of Directors authorizes the President & CEO, or his designee, to execute a contract modification with HNTB in the amount of \$6,000,000 for Phase II of the Blue Line including a contingency for any future work needed to complete the Environmental and Preliminary Engineering phase of the program in accordance with the NEPA process and FTA requirements.

Date: _____

**Secretary of the Board
Leslie Pool**



Capital Metropolitan Transportation Authority

2910 East 5th Street
Austin, TX 78702

Operations, Planning and Safety Committee **Item #:** AI-2022-430

Agenda Date: 5/11/2022

Operations Update