



Austin Transit Partnership Board of Directors Resolution

Meeting Date: 05/18/2022

ATP-2022-005

*Resolution adopting Articles of Amendment to
the Austin Transit Partnership Articles of Incorporation*

SUBJECT: Approval of a resolution adopting Articles of Amendment to the Austin Transit Partnership Articles of Incorporation to reflect amendments approved by the Capital Metro Board of Directors on April 25, 2022 and by the Austin City Council on May 5, 2022.

FISCAL IMPACT: None.

BUSINESS CASE: Does not apply.

EXECUTIVE SUMMARY: This resolution is for the adoption of Articles of Amendment to the Austin Transit Partnership Articles of Incorporation to reflect amendments approved by the Capital Metro Board of Directors on April 25, 2022 and by the Austin City Council on May 5, 2022. The amendments to be adopted are as follows: (i) subject to state law, any residency requirements for Directors may be waived by a majority vote of the City Council or the Capital Metro Board for their respective Director appointees, or jointly for a joint appointee; and (ii) the expansion of the Austin Transit Partnership Board of Directors to include the Chief Executive Officer of Capital Metro or their designee as a non-voting ex-officio Director of Austin Transit Partnership.

RESPONSIBLE DEPARTMENT: Legal.

PROCUREMENT SUMMARY: Does not apply.

**RESOLUTION
OF THE
AUSTIN TRANSIT PARTNERSHIP
BOARD OF DIRECTORS**

STATE OF TEXAS

Resolution ID: ATP-2022-005

COUNTY OF TRAVIS

***Resolution adopting Articles of Amendment to the
Austin Transit Partnership Articles of Incorporation***

WHEREAS, pursuant to Article XVII of the Austin Transit Partnership ("ATP") Articles of Incorporation (the "Original Articles"), the ATP Board may make a request to amend the Original Articles to City Council and the Capital Metro Board, and after considering the request, the City Council and Capital Metro Board may authorize the proposed amendments by resolution; and

WHEREAS, on April 20, 2022, pursuant to Resolution No. ATP-2022-004, the ATP Board formally requested that the City Council and the Capital Metro to consider amending the Original Articles to foster and promote enhanced collaboration and communication among the parties, including the addition of one new ex-officio-non-voting director position of the ATP Board, to be occupied by the Chief Executive Officer of Capital Metro, or their designee from Capital Metro; and

WHEREAS, on April 25, 2022 the Capital Metro Board adopted Resolution No. AI-2022-409, and on May 5, 2022, the City Council adopted Resolution No. 20220505-033, approving amendments to the Original Articles to provide as follows: (i) subject to state law, any residency requirements for Directors may be waived by a majority vote of the City Council or the Capital Metro Board for their respective Director appointees, or jointly for a joint appointee; and (ii) the expansion of the Austin Transit Partnership Board of Directors to include the Chief Executive Officer of Capital Metro or his or her designee as a non-voting ex-officio Director of Austin Transit Partnership

WHEREAS, in compliance with State law, the ATP Board desires to formally adopt the amendments approved by the City Council and Capital Metro Board as described above; and



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NOW, THEREFORE, BE IT RESOLVED the Board of Directors of ATP, hereby adopts these Articles of Amendment to the Articles of Incorporation of the Austin Transit Partnership Local Government Corporation in the form attached hereto as Exhibit A; and

BE IT FURTHER RESOLVED THAT, the Interim Executive Director, the General Counsel, and the ATP Board Chair (or their respective designees) are hereby authorized to take all actions as are necessary and appropriate to carry out the purposes of this Resolution.

Date: _____

Casey Burack
Secretary of the Board



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EXHIBIT A

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION**

OF THE

AUSTIN TRANSIT PARTNERSHIP LOCAL GOVERNMENT CORPORATION

Reference is hereby made to the Articles of Incorporation of the Austin Transit Partnership Local Government Corporation dated December 18, 2020 as filed with the Secretary of State of the State of Texas (the "Original Articles").

The Undersigned, pursuant to (i) the provisions of Subchapter D of Chapter 431, Texas Transportation Code (the "Act"), and, to the extent required by the Act, Chapter 394, Texas Local Government Code (ii) Resolution No. 20220505-033 adopted by the City Council of the City of Austin ("City Council") on May 5, 2022; (iii) Resolution No. AI-2022-409 adopted by the Board of Directors of the Capital Metropolitan Transportation Authority (the "Capital Metro Board") on April 25, 2022; and (iii) Resolution No. ATP-2022-409 adopted by the Board of Directors of the Corporation on May 18, 2022, hereby adopt these Articles of Amendment to the Articles of Incorporation of the Austin Transit Partnership Local Government Corporation (these "Articles of Amendment").

**ARTICLE I
NAME**

The name of the corporation is the AUSTIN TRANSIT PARTNERSHIP LOCAL GOVERNMENT CORPORATION (the "Corporation").

**ARTICLE II
SUBSTANCE OF AMENDMENT**

Article VI of the Original Articles are amended as follows:

(i) The final paragraph of Article VI is hereby amended as follows:

"The City Manager or his or her designee from the City Manager's Office and the Chief Executive Officer of Capital Metro or his or her designee from Capital Metro ~~are is a non-voting ex-officio Directors of the Corporation. Capital Metro shall not have an ex-officio Director of the Corporation.~~ The initial Executive Director of the Joint LGC will be the Capital Metro President & CEO.

(i) the following sentence is hereby added to the end of the fourth paragraph of Article VI:

"Subject to state law, any residency requirements may be waived by a majority vote of the City Council or the Capital Metro Board for their respective Director appointees, or jointly for a joint appointee."

**ARTICLE III
PROCEDURE USED IN ADOPTING AMENDMENT**

On December 18 2020, City Council adopted Resolution No. 20201218-002, and the Capital Metro Board adopted Resolution No. AI-2020-1399, which authorized the creation of the Corporation to aid and act on behalf of the City and Capital Metro in the performance of their governmental functions and approved and adopted the Original Articles. The Original Articles were subsequently filed with the Secretary of State of the State of Texas.

On April 25, 2022 the Capital Metro Board adopted Resolution No. ai-2022-409 approving the amendments contained herein.

On May 5, 2022, City Council adopted Resolution No. 20220505-033 approving the amendments contained herein.

These Articles of Amendment were approved at a meeting of the Board of Directors of the Corporation held on May 18, 2022, and received the vote of not less than a majority of the Directors in office, there being no members having voting rights in respect thereof.

(signature page follows)

WHEREFORE, the undersigned have been duly authorized to execute these Articles of Amendment on the Corporation's behalf on May 18, 2022.

**AUSTIN TRANSIT PARTNERSHIP
LOCAL GOVERNMENT CORPORATION**

By: _____

Name: Greg Canally

Title: Interim Executive Director

By: _____

Name: Casey Burack

Title: Secretary

STATE OF TEXAS §

§

COUNTY OF TRAVIS §

SWORN TO AND SUBSCRIBED BEFORE ME this ____ day of May, 2022, by Casey Burack, Secretary of Austin Transit Partnership Local Government Corporation.

[S E A L]

Notary Public, State of Texas

My Commission Expires:

IN WITNESS WHEREOF, The undersigned Mayor and City Clerk of the City of Austin have hereunto set our hands this 18th Day of May, 2022.

Steve Adler, Mayor
City of Austin

Myrna Rios, City Clerk
City of Austin

IN WITNESS WHEREOF, The undersigned Chair and Secretary of the of the Capital Metro Board have hereunto set our hands this 18th Day of May, 2022.

Jeff Travillion, Board Chair
Capital Metro Transportation Authority

Leslie Pool, Secretary
Capital Metro Transportation Authority



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