



**Austin Transit Partnership Board of Directors Resolution**

**Meeting Date: 04/20/2022**

**ATP-2022- [ ]**

**Resolution determining separate executive director leadership and appointing an Interim Executive Director**

**SUBJECT:** Approval of a resolution determining separate executive director leadership in accordance with Section 4.2.2 of the Joint Powers Agreement, and appointing an Interim Executive Director of Austin Transit Partnership.

**FISCAL IMPACT:** To be determined based on any change to executive compensation.

**BUSINESS CASE:** Does not apply.

**EXECUTIVE SUMMARY:** This resolution is presented for adoption pursuant to Section 4.2.2 of the Joint Powers Agreement between ATP, the City of Austin, and Capital Metro, and includes a determination by the ATP Board of Directors to adopt a separate leadership model for ATP, commencing with the appointment of an interim executive director of ATP as of the date of this resolution through January 20, 2023. This Resolution also includes a request for the City Council of the City of Austin and the Capital Metro Board of Directors to amend the Articles of Incorporation and Bylaws of ATP to appoint the Chief Executive Officer of Capital Metro or their designee to serve as an ex officio director of the ATP Board.

**RESPONSIBLE DEPARTMENT:** Legal.

**PROCUREMENT SUMMARY:** Does not apply.

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

STATE OF TEXAS

**Resolution ID: ATP-2022-[ ]**

COUNTY OF TRAVIS

***Resolution determining separate executive director  
leadership and appointing an Interim Executive Director***

**WHEREAS**, pursuant to Section 4.2.2 of the Joint Powers Agreement (the "JPA") among the City of Austin (the "City"), the Capital Metropolitan Transportation Authority ("Capital Metro"), and Austin Transit Partnership ("ATP"), the ATP Board of Directors (the "ATP Board") has been directed to conduct an independent analysis and community engagement process to determine the appropriate leadership model for ATP, at the sole discretion of the ATP Board; and

**WHEREAS**, in keeping with JPA Section 4.2.2, the ATP Board adopted Resolution No. 2021-36 on December 15, 2021, appointing the Eno Center for Transportation to serve as the Independent Consultant for the performance of an independent analysis to evaluate the advantages and disadvantages of shared or separate executive leadership with Capital Metro, as well as other governance considerations for ATP, which included a community engagement process, stakeholder interviews, and the delivery of an independent report (the "Independent Analysis"); and

**WHEREAS**, pursuant to the Independent Analysis, the Eno Center for Transportation completed its independent review of governance and leadership contained in a final report (the "Final Report"), which was delivered and presented to the ATP Board at its March 23, 2022 Board Meeting; and

**WHEREAS**, after having carefully reviewed and considered the contents of the Final Report and the conclusions and recommendations contained therein, the ATP Board has determined to adopt a separate leadership model as further described herein; and

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of ATP that, after careful consideration, the ATP Board determines that it is in the best interests of ATP, and consistent with the natural and appropriate evolution of the organization, to move to operate under separate and independent executive leadership and to proceed with the appointment of a separate executive director, who shall serve solely as the executive director of ATP; and



**BE IT FURTHER RESOLVED THAT**, the ATP Board hereby appoints [\_\_\_\_\_]  
as the Interim Executive Director of ATP, effective as of the date of this resolution and continuing  
through January 20, 2023, permitting Randy Clarke to transition back to his primary duties as the  
Capital Metro Chief Executive Officer. The Interim Executive Director shall generally supervise  
and control all the business and affairs of ATP in accordance with Section 3.4 of ATP's Bylaws until  
their successor is appointed; and

**BE IT FURTHER RESOLVED THAT**, pursuant to Article XVII of ATP's Articles of Incorporation,  
the ATP Board hereby requests that the City Council of the City of Austin and the Capital Metro  
Board of Directors amend the Articles of Incorporation of ATP to appoint the Chief Executive  
Officer of Capital Metro, or their designee from Capital Metro, to serve as a non-voting ex officio  
director of the ATP Board, effective upon the adoption of such amendment by both the City  
Council and Capital Metro Board of Directors; 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.

\_\_\_\_\_  
**Casey Burack**  
**Secretary of the Board**

**Date:** \_\_\_\_\_

