

Board Retreat Agenda & Meeting Notice



March 12, 2025

**Valley Metro RPTA and Valley Metro Rail
Boards of Directors
Retreat**

Thursday, March 20, 2025

Valley Metro Boardroom/Webex

101 N. 1st Avenue, 10th Floor

**Directly following the Valley Metro Board Meetings
(10:15 a.m.)**

The Valley Metro Boards of Directors will meet on Thursday, March 20, 2025, at the time and location noted above.

At the request of the Boards of Directors, this retreat will focus on the items listed below.

1. Welcome and Retreat Overview
2. Valley Metro Overview & Board Governance
3. Budget & Transit Funding Overview
4. Strategic Plan Update & FY25/26 Preview
5. Procurement Practices & Look Ahead
6. Discussion & Adjournment

This retreat is open to the public, but members of the community will not be permitted to engage in the discussion or ask questions.

Qualified sign language interpreters are available with 72 hours notice. Materials in alternative formats are available upon request. For further information, please call Valley Metro at 602-262-7433 or TTY at 602-251-2039. To attend this meeting via YouTube, contact the receptionist at 602-262-7433 for information. The agenda can be found on our web site at www.valleymetro.org.



1

Agenda

- Welcome & Retreat Overview
- Valley Metro Overview & Board Governance
- Budget & Transit Funding Overview
- Strategic Plan Update & 2025/2026 Preview
- Procurement Practices & Look Ahead
- Discussion & Adjournment



2

2



3

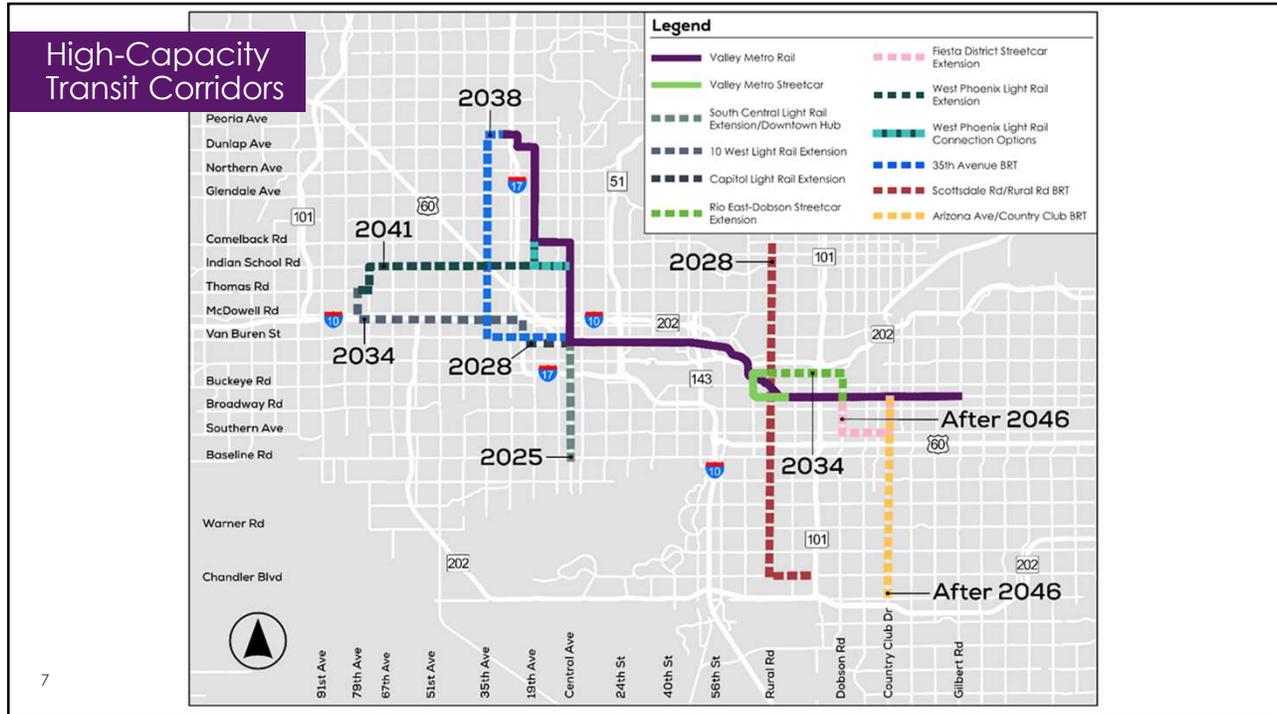
Legal Housekeeping

- **Conflict of Interest**
 - State Law; RPTA Administrative Code
- **Open Meeting Laws**
 - Agendized Items
 - Other Considerations
 - Telephone/Email/Text/Social Media
 - Watercooler chat

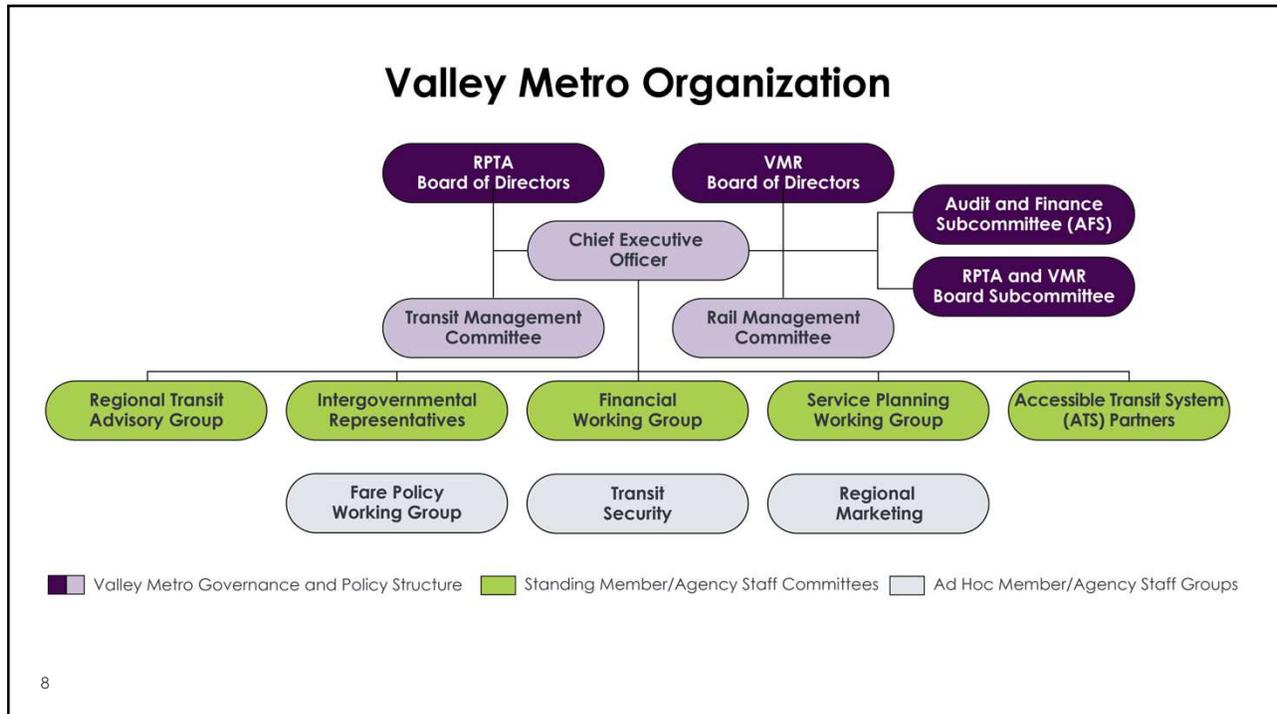


4

4



7



8



Key Responsibilities of the Boards

Regional Public Transportation Authority (RPTA)

- Adopt by ordinance an Administrative Code (ARS §48-5122) that prescribes rules governing the internal affairs of the Board, including officers of the Board and delegation of authority to the Chief Executive Officer for the active general management of the Agency;
- Set regional policy direction and provide general oversight of the Agency for all modes of transit except light rail, including adopting the annual budget
- Implement the public transportation element of the regional transportation plan funded by the public transportation fund (PTF)

Valley Metro Rail, Inc. (VMR)

- Bylaws of Valley Metro Rail, Inc. prescribe rules governing the affairs of VMR including its membership; delegation of authority to the Chief Executive Officer for the active general management of the Agency; and
- Set regional policy direction for the light rail, streetcar and high-capacity transit system (ARS §11-952 and §40-1152), including adopting the annual budget

9

**Participation in RPTA matters must be conducted by an elected official of a municipality or the county (ARS §48-5105).*



9



10



Regional Transportation Excise Tax

Key Provisions/Changes

Prop 400 Policy

- 33.3% to Transit
- TLCP funding policy development and project management occurs at Valley Metro; programming occurs at MAG
- The guiding principles for the TLCP included a requirement that jurisdictional equity be maintained within the bus program
- Funding for ADA service is provided out of each agencies "Jurisdictional Equity" allocation
- Regional Express bus services funded by the region come out of an agency's "Jurisdictional Equity" allocation

11

Prop 479 Funding Policy (RSTIIP)

- 37% to Transit (3.5% for LRT capital rehab)
- **TLCP funding policy development** (termed "budget process" in enabling legislation) **and RTP life cycle program management will occur at MAG**; Valley Metro will implement the transit program, administer the TLCP and maintain the transit financial account (ARS §48-5103)
- The cost of ADA service will be reimbursed by the region; **funding will be limited to the strict, federal definition of ADA service** (3/4 mile); member cities will need to use local funds for trips served beyond the federal ADA definition.
- Regional Express bus services funded by the region via a dedicated set-aside



11



12



13

FY25 Operating & Capital Budget = \$715 Million

RPTA & VMR Combined

How are we funded?

- Public Transportation Funds (Prop 400/479)
- Member City Contributions
- Federal Funds
- Arizona Lottery Funds (e.g. senior & ADA services)
- Fares

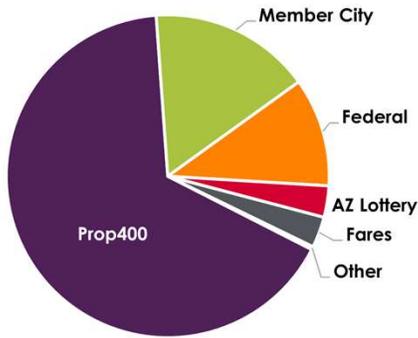


14

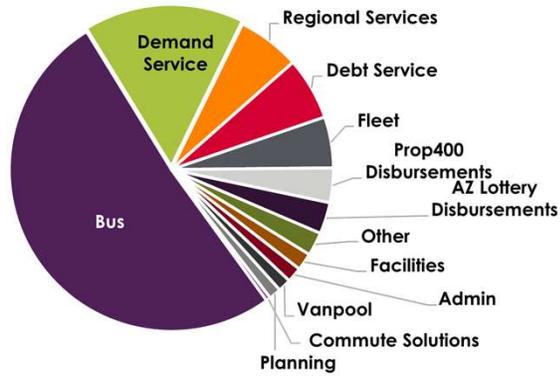
14

FY25 Valley Metro RPTA

**Total FY25 Revenues
\$356.2M**



**Total FY25 Expenditures
\$356.2M**



15



15

RPTA Member City Contributions (IGAs)

Does not include PTF/JE allocations

MEMBER CITY	BUS	DEMAND SERVICE	TOTAL
Maricopa County	-	\$2,074,000	\$2,074,000
Gila River Indian Community	\$746,000	-	\$746,000
Avondale	-	\$66,000	\$66,000
Buckeye	\$55,000	-	\$55,000
Chandler	-	\$760,000	\$760,000
El Mirage	-	\$7,000	\$7,000
Fountain Hills	\$51,000	\$46,000	\$97,000
Gilbert	-	\$900,000	\$900,000
Glendale	-	\$1,638,000	\$1,638,000
Goodyear	-	\$507,000	\$507,000
Litchfield Park	-	\$16,000	\$16,000
Mesa	\$4,877,000	\$61,000	\$4,938,000
Peoria	-	\$997,000	\$997,000
Phoenix	\$12,760,000	\$956,000	\$13,716,000
Scottsdale	-	-	-
Surprise	-	\$1,795,000	\$1,795,000
Tempe	\$27,975,000	\$1,240,000	\$29,215,000
Tolleson	-	\$54,000	\$54,000
Youngtown	-	\$108,000	\$108,000
Total	\$46,464,000	\$11,225,000	\$57,689,000

16



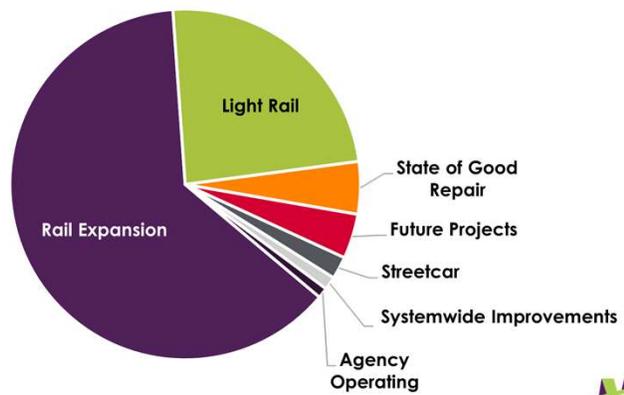
16

FY25 Valley Metro Rail

**Total FY25 Revenues
\$358.7M**



**Total FY25 Expenditures
\$358.7M**



17

17

VMR Member City Contributions (IGAs)

Member City	Light Rail O&M	Streetcar O&M	Agency Admin	Future Projects	Capital Expansion	State of Good Repair	Total
Chandler	-	-	\$89,000	-	-	-	\$89,000
Mesa	\$14,591,000	-	\$661,000	\$295,000	-	\$1,490,000	\$17,037,000
Phoenix	\$47,045,000	-	\$1,722,000	-	\$56,825,000	\$4,890,000	\$110,482,000
Tempe	\$14,847,000	\$7,322,000	\$971,000	\$442,000	-	\$1,504,000	\$25,086,000
Total	\$76,483,000	\$7,322,000	\$3,443,000	\$737,000	\$56,825,000	\$7,884,000	\$152,694,000



18

18



Federal Funding

Formula Funds

- Apportioned through FTA and FHWA nationally to census defined areas based on the Department of Transportation (USDOT) annual transportation bill/budgets to support transportation projects
- Amounts determined by calculations using data-based formulas

Competitive/Discretionary Funds

- Available nationally, usually annually, through competitive applications to support transportation projects
- Amounts available are determined based on current acts, legislation, and the USDOT annual transportation bill/budget

Examples of VM Grant Awards

- June 2024 \$15.9M RAISE (Formerly BUILD/TIGER) Grant Award
- June 2023 \$13.3M Low-No Emissions Grant Award

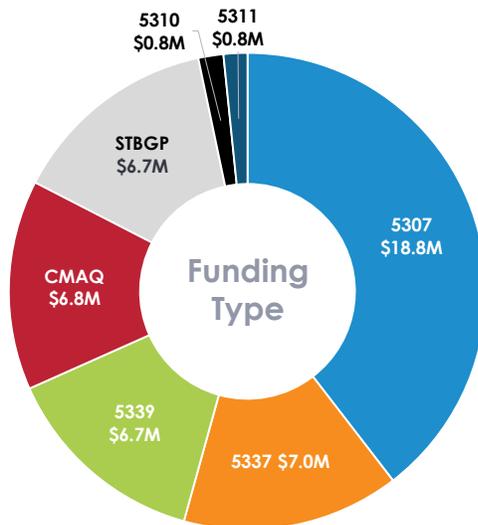
19



19

Federal Formula Funds

Federal FY24 Valley Metro Award Amounts



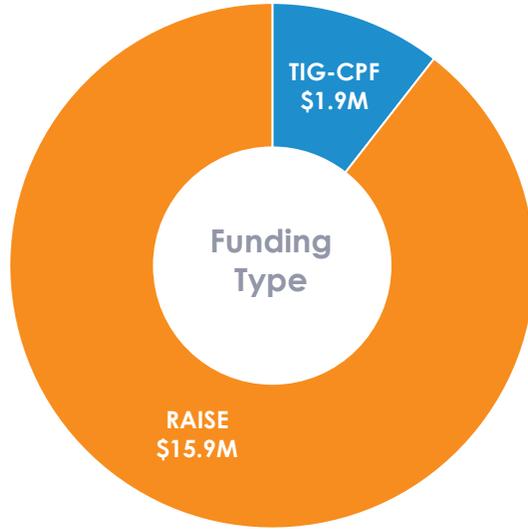
\$47.5
million

20



20

Federal Competitive/Discretionary Funds Federal FY24 Valley Metro Award Amounts



\$17.8
million

21



21



22



23



24

Framework

- Centered on Excellent Customer Experience
- Strategic emphasis on security, collaboration, talent, and leveraging technology
- Supported by Foundational Goals



25



25

Strategic Goals

Excellent customer experience

Prioritize security on transit

Deliver on stakeholder collaboration

Leverage Data & Technology

Invest in our talent

26



26

Foundational Goals



Strong leadership & execution



Board governance



Operational excellence



Financial sustainability

27



27

Discussion



28



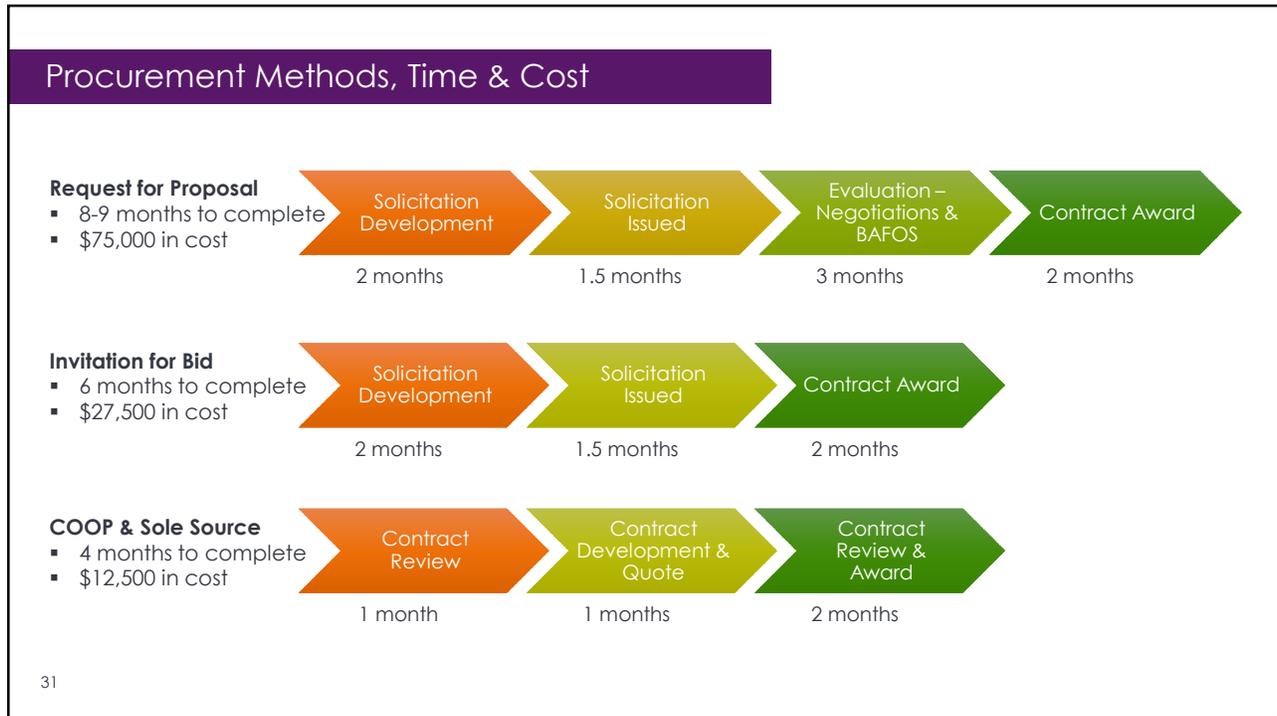
29

Types of Goods and Services

 Bus Operations & Maintenance	 Rail & Security Staffing	 Revenue & Non-Revenue Vehicles	 Engineering Services
 Construction Services	 IT Software & Hardware	 Agency-Wide Business Needs	

30

30



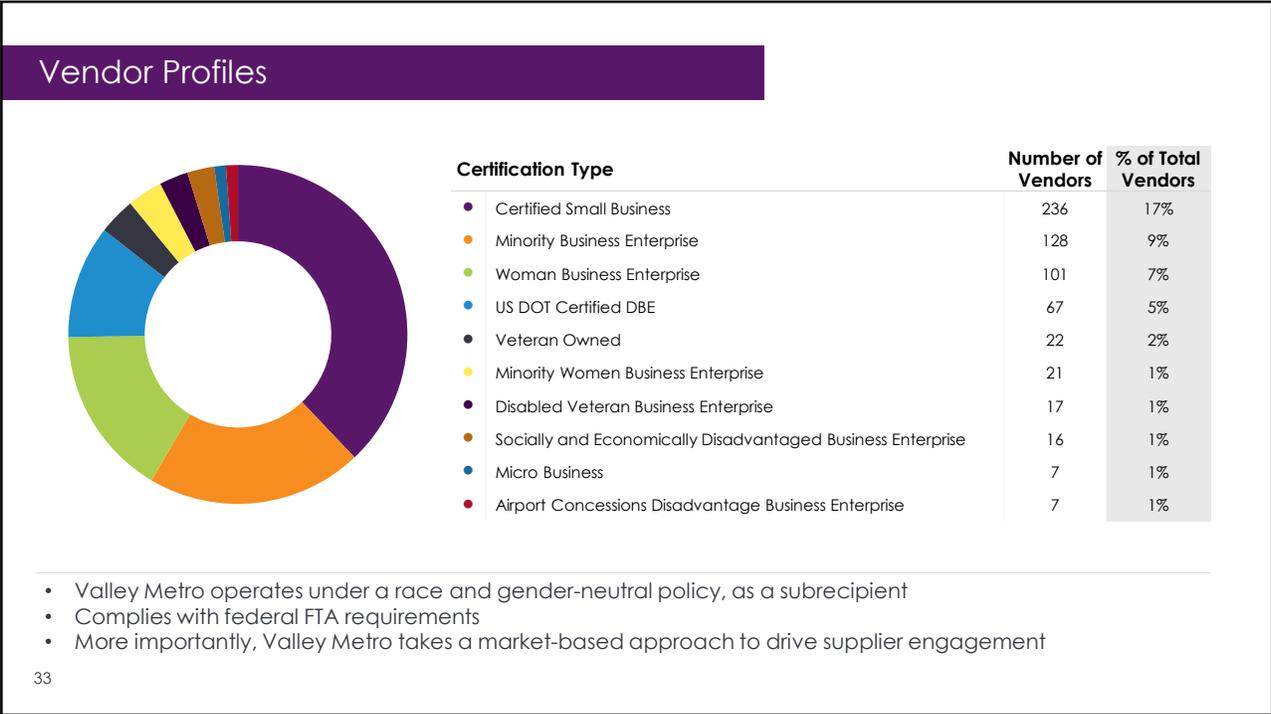
31

Delegations of Authority – Board to CEO

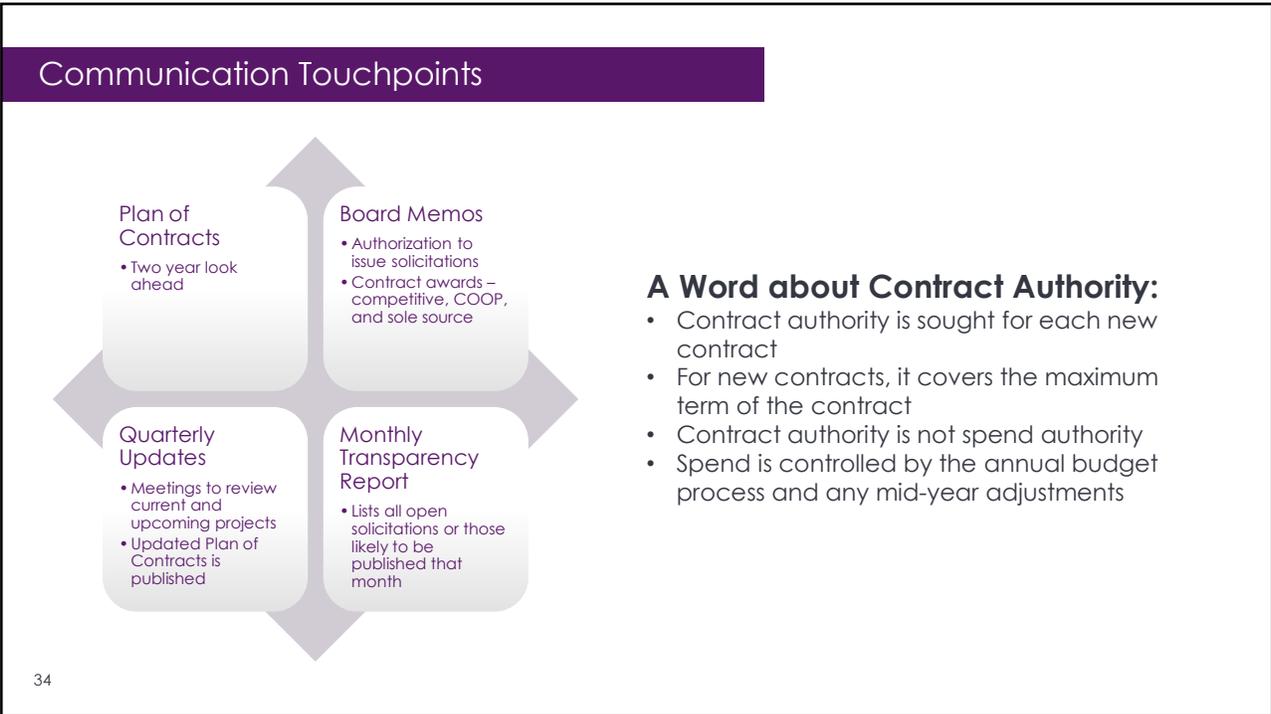
Procurement Action	Threshold	Approval	Action
Solicitation Authorization <i>Agency Delegation of Authority</i>	RPTA \$50,001 or more VMR \$150,001 or more	Board	Procurement begins work on the solicitation
Contract Award <i>Agency Delegation of Authority</i>	RPTA \$50,000 or less VMR \$150,000 or less	CEO	CEO executes contract
Contract Award <i>Agency Delegation of Authority</i>	RPTA \$50,001 or more VMR \$150,001 or more	Board	CEO executes contract
Contract Award – Buy America <i>Federal Grant Requirement</i>	\$150,001 or more	Board	CEO executes contract
Intergovernmental Agreement (IGA) <i>Statutory</i>	Any dollar value	Board	CEO executes agreement CLO approval required
IGA Funding/Pass Thru <i>Statutory</i>	Any dollar value	CEO	CEO executes agreement
CEO Discretionary Authority <i>Agency Delegation of Authority</i>	10% of the original contract amount	CEO	CEO executes agreement

32

32



33



34

Contract Management

Informal Contract Management

- Done by the Program and/or Project Manager
- Receive and sign off on the goods and services
- Conduct day-to-day business and resolution of complaints
- Return and manage replacements under warranty
- Process invoices for payment

Formal Contract Management

- Done by the Procurement
- Process contract amendments (option periods, contract authority)
- Process formal notices:
 - Letter of concern
 - Cure notices
 - Notices of default

35

Key Contract Review

- Key contracts are subjected to additional contract management activities
- Quarterly review of performance, invoice analysis, complaints, and any formal contract actions
- Annual benchmarking of the cost based on market review

On Call and Task Order Contracts

- Based on qualifications, and can be specific to certain subsets of goods or services
- Spread the award of task orders across the awarded suppliers
- Award is based on criteria such as price or area of specialization

35

Contract Option Periods & Amendments

Exercising Contract Option Years

- Contracts are often solicited with initial terms and contract option years, especially contracts with longer terms.
- The agency's intent should be to use the contract for the maximum term.
- Option periods do provide "outs" and are preferred over the use of the agency's right to terminate for convenience.
- Prior to exercising options, the following is considered:
 - The scope of work meets the agency's needs
 - The price is fair and reasonable
 - The agency is receiving an acceptable quality of good or service

36

Cardinal Changes

- For contracts using federal funds, cardinal changes to contracts trigger re-procurement
- Cardinal changes are:
 - Changes outside of the general scope
 - Changes in quantity have been held to be outside the original scope

36

Opportunities for Efficiency

1. Move to a biannual solicitation authorization approach.

- Board authorization to release RFP is south in June & January
- All new planned procurements grouped in these cycles

2. Support reductions in our process timelines

- Move towards meeting best practice guidelines. For example, at VM an RFP takes 8-10 months when best practice is 6 months.

3. Establish a single \$150,000 dollar limit as a uniform standard

- RPTA/Joint is at \$50,000 for a competitive solicitation, differing limits cause confusion and errors.
- It may not make sense to spend \$75,000 to buy something that only costs \$50,000.

4. Continue efforts to improve contract management

5. Formalize process for evaluating exercise of contract options vs. procurement

6. Review of existing professional service contracts to evaluate cost and effectiveness of insourcing vs. outsourcing

37

37



38

Appendix Contents



Valley Metro Strategic Plan

Board Member Bios

Single CEO Agreement

RPTA Administrative Code

Valley Metro Rail By-laws

Valley Metro Strategic Plan

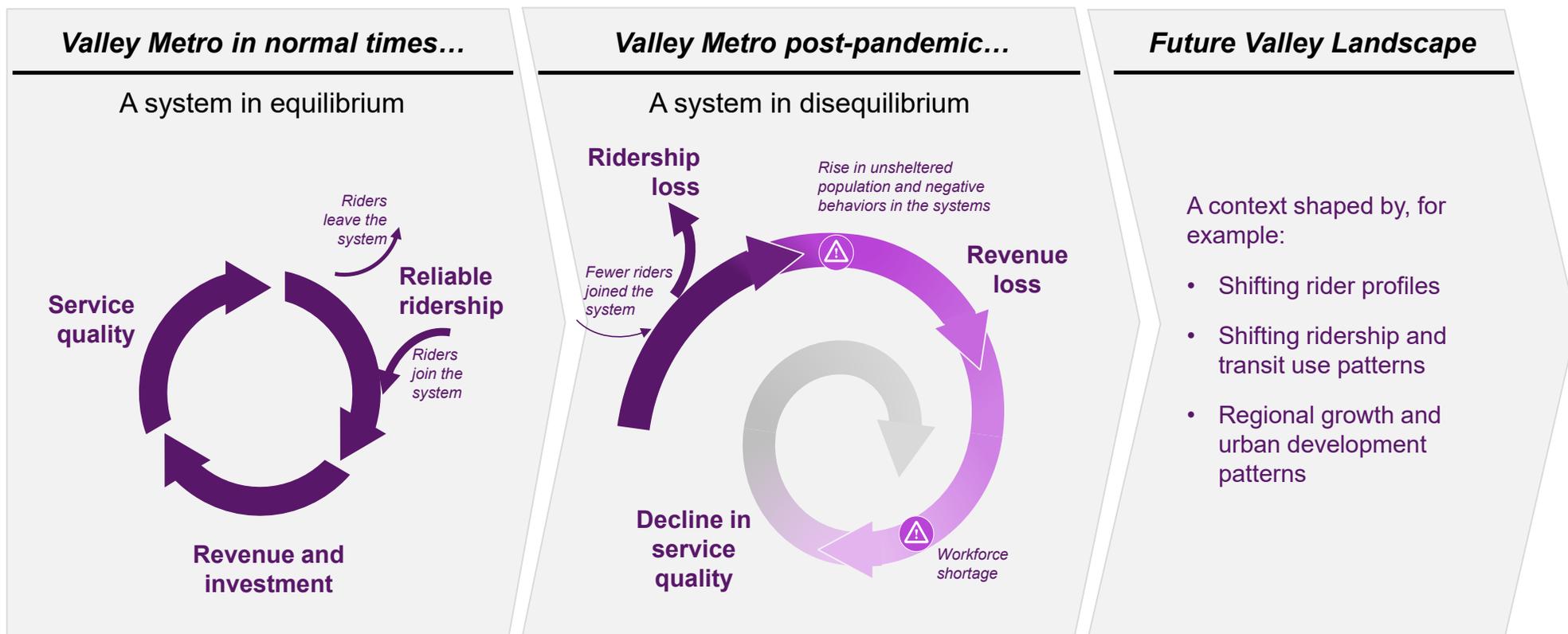
FY 2025 – 2030



Developed for Valley Metro by



Valley Metro continues to see the knock-on effects of the pandemic, but future trends are shaping the landscape that we will soon find ourselves in



▶ A Strategic Plan is required to harness Valley Metro’s organization and resources, to maximize our potential and meet the needs of our customers and the communities that we serve

Valley Metro's customers can be under segmented into groups; focusing on Multipurpose and Choice Riders will likely increase ridership in the near term

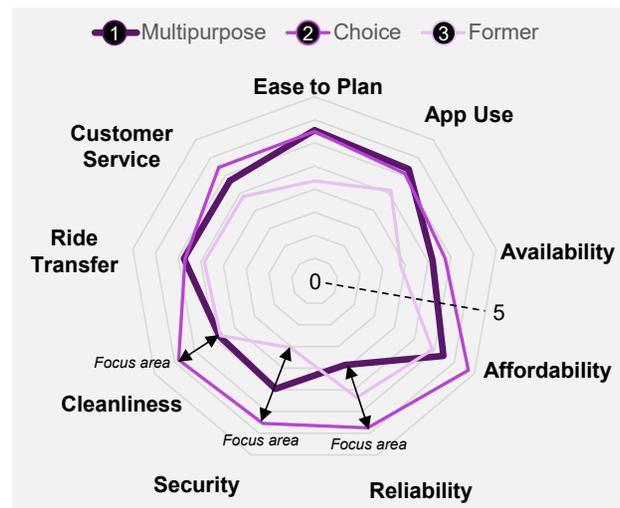
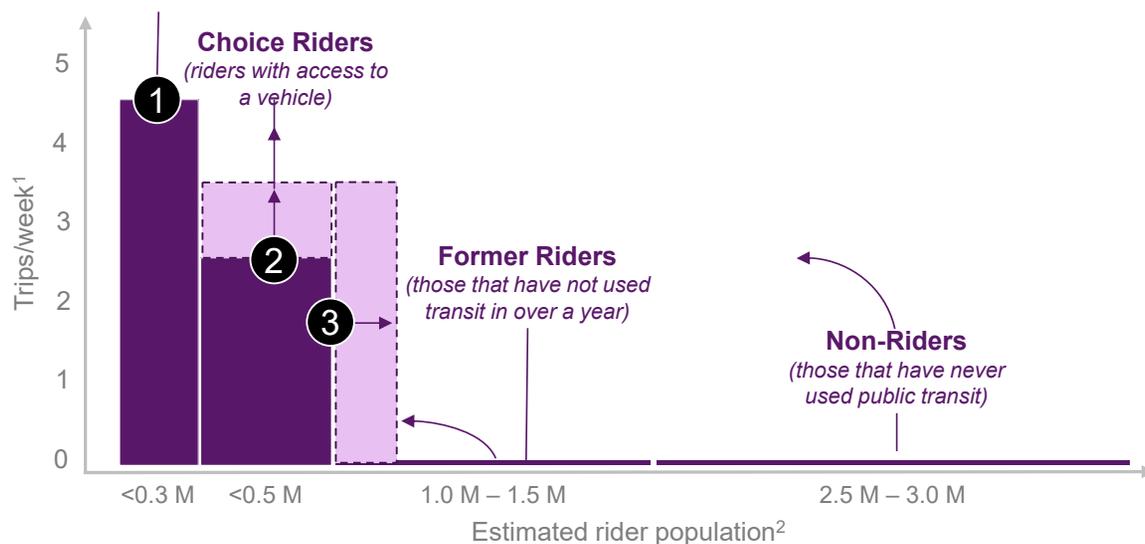
Valley Metro can increase satisfaction and ridership by targeting its strategy at key customer groups

Likelihood to shift rider behavior	High	High	Low-Medium	Low
Suggested timeline	Short term	Short term	Medium term	Medium-Long term

Rider groups cite cleanliness, security, reliability, and availability as pain points

Multipurpose Riders

(riders w/o access to a vehicle)

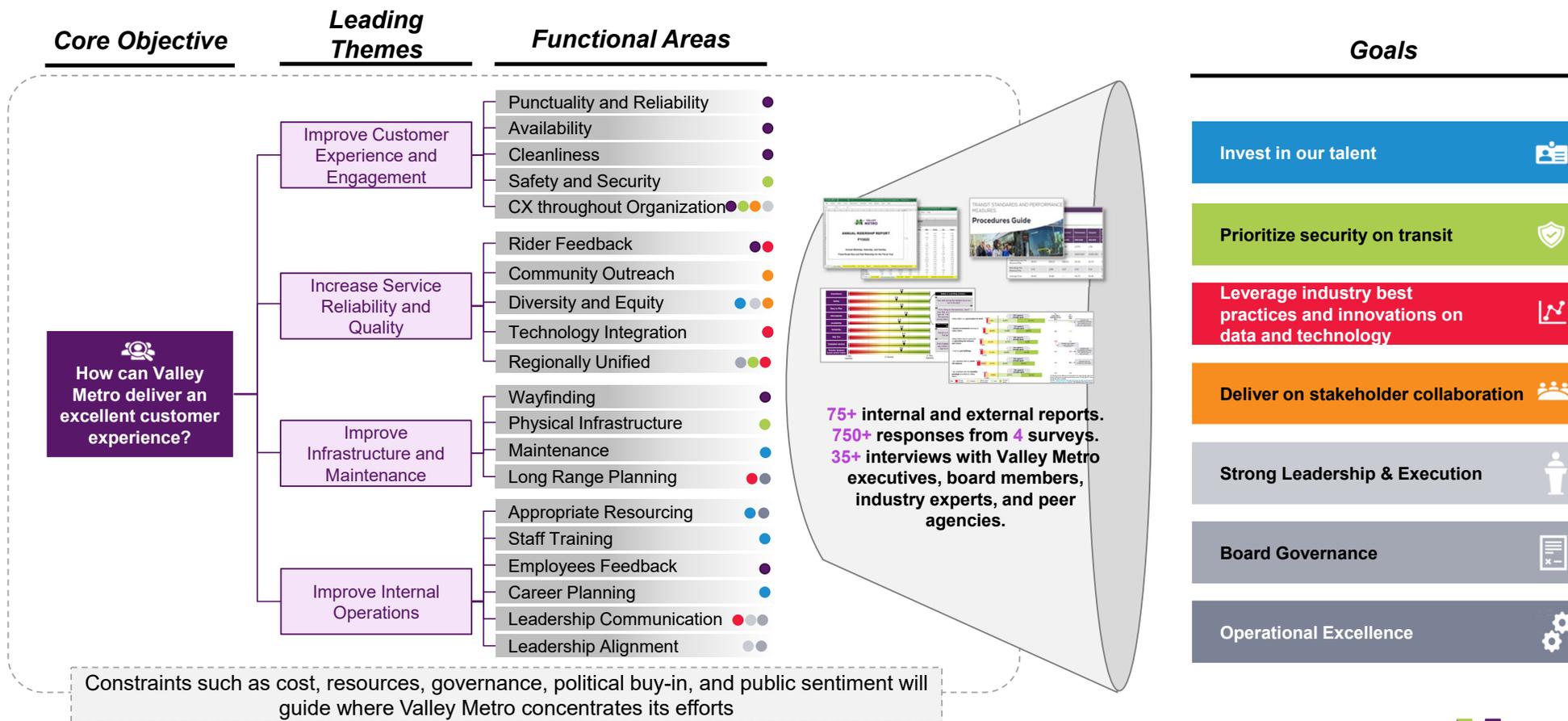


- Customer group objectives:
- 1 **Multipurpose Riders:** Improving customer satisfaction
 - 2 **Choice Riders:** Increasing frequency of transit system use
 - 3 **Former Riders:** Conversion to Choice Riders
- ... by improving cleanliness, security and reliability.

[1] Based on survey responses, [2] Estimated based on Maricopa county's population and survey results. Population size estimates are not meant to be precise, but rather to offer a sense of magnitude for the various segments.



A strategy must translate customer objectives into priority areas within Valley Metro's span of control and influence



A Strategic Framework lays out these goals in a structure that conveys their relationships and interdependency to one another

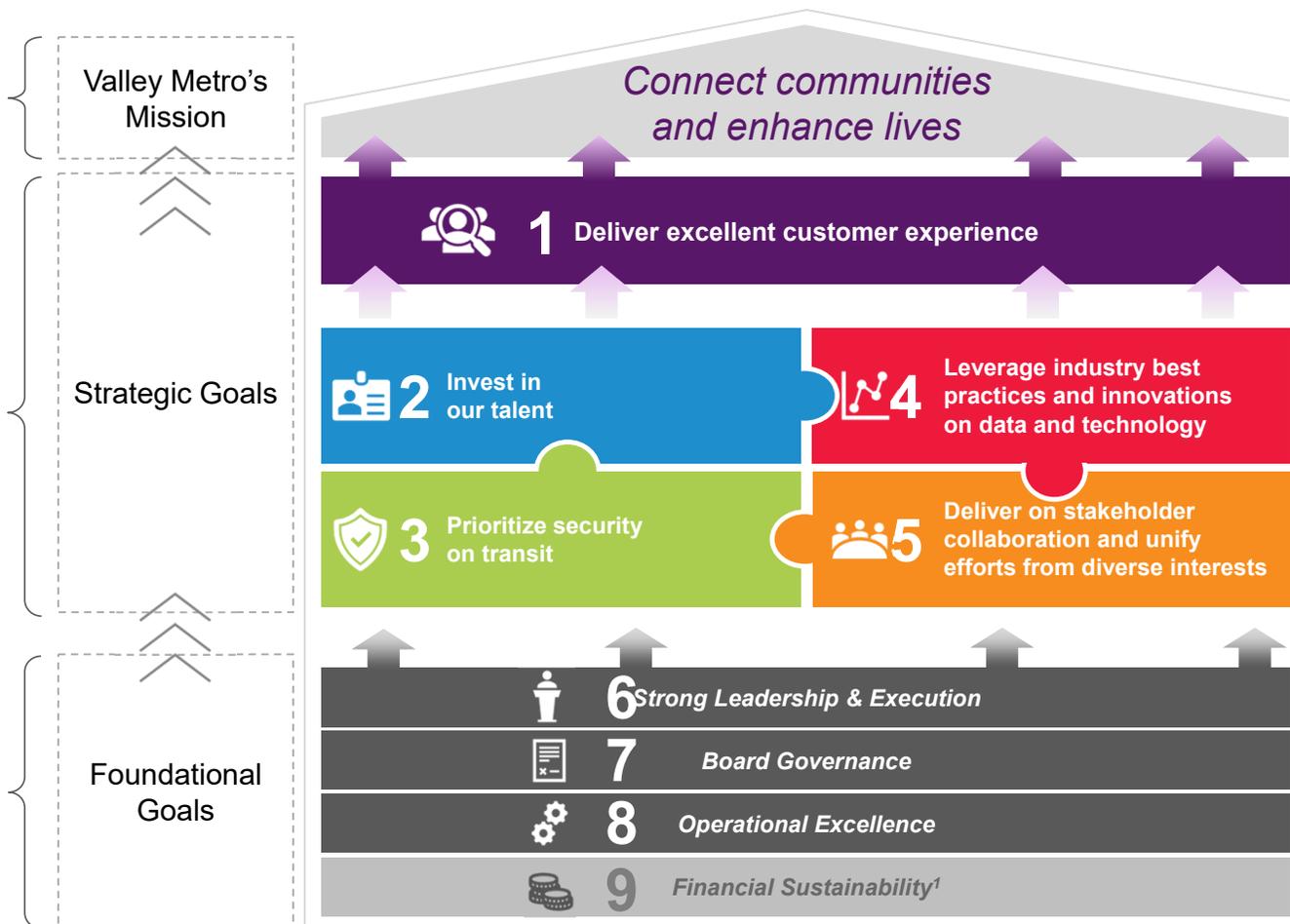
Valley Metro's mission statement establishes why the agency exists and what service it provides.

The strategic goals complement each other and serve to bolster Valley Metro in its pursuit of providing excellent customer service. This, in turn, empowers the agency to fulfill its mission of connecting communities and enhancing lives.

The foundational goals enable the strategic goals to be pursued.

[1] Valley Metro is examining its financial sustainability in a separate effort; and therefore, this particular area of investigation is not included in this report.

Valley Metro Strategic Plan 2023





Customer Experience | Initiatives

Initiative

1.1 Incorporate human-centered design principles and practices into customer wayfinding and communications to ensure an easy-to-navigate regional system.

1.2 Prioritize a unified customer experience across various modes and services, moving from transactional to relational interactions.

1.3 Establish a holistic Customer Experience (CX) program and institutionalize customer experience across the organization.

1.4 Establish an “innovation lab” within CX, focused on developing solutions to enhance customer experience and create efficiencies.

1.5 Continue to innovate, integrate, and market mobility solutions (e.g., microtransit, customized service offerings, mobility hubs) to expand transit availability and equity.

Customer Experience

Invest in Talent | Initiatives

Initiative

2.1 Assess and understand the staffing needs of the agency to deliver Valley Metro's mission and vision now and in the future.

2.2 Retain current employees through a workplace and culture that engages, supports, and develops staff.

2.3 Create structured paths for career growth within the organization, empower employees to explore these paths, and coach supervisors in how to support employee development. Invest in developing skills and abilities necessary for staff to advance.

2.4 Foster excitement about employment and growth opportunities with Valley Metro, our frontline contractors, and the transit industry overall. Engage underrepresented populations to provide pathways to job security and financial stability. Support the agency and our team by hiring personnel with the strengths, abilities, and diverse perspectives to meet Valley Metro's workforce needs today and tomorrow.

Security | Initiatives

Prioritize Security on Transit

Initiative

3.1 Continue to expand partnerships with police departments of member cities to increase the monitoring and security of the system.

3.2 Create a safety and security culture that facilitates engagement and support at all levels.

3.3 Invest in a community partnership initiative that includes trained personnel (e.g., social workers) to support vulnerable populations, with an overall increased visible presence from the nontraditional security workforce.

3.4 Evaluate the physical infrastructure and security of regional transit assets and stations and make necessary improvements (e.g., crime prevention through environmental design (CPTED): better lighting, restrict hiding places, enhance security monitoring systems).



Data and Technology | Initiatives

Initiative

4.1 Improve the automation and reliability of transit data to strengthen planning, operations, and rider communications (e.g., resolve data quality issues with passenger counts, establish a regional reporting platform).

4.2 Understand customer interaction through the enterprise capture, integration and data analysis to better serve riders.

4.3 Use analysis of route data and commuter patterns to determine best-practice strategies to improve transit performance and safety (e.g., transit signal priority, queue jumps, bus lanes).

4.4 Work with member cities and stakeholders to improve data sharing and access mobility data from private providers to inform Oooservice planning.

4.5 Utilize Enterprise Asset Management to improve system performance and decrease asset life-cycle costs.



Stakeholder Collaboration | Initiatives

Deliver on Stakeholder Collaboration

Initiative

- 5.1** Expand open and transparent communication channels with staff and frontline workers, providing ample opportunities to share feedback and new ideas.
- 5.2** Incorporate member agency and stakeholder input into action plans to build the future regional transit system.
- 5.3** Engage and diversify third-party contractors and consultants for collaborative success on shared projects, setting clear expectations, priorities, and ensuring responsiveness.
- 5.4** Incorporate community voices in Valley Metro's portfolio of programs and projects, particularly feedback from diverse/hard-to-reach communities.
- 5.5** Communicate the value of transit to stakeholders and the general public region-wide.



Leadership & Execution | Initiatives

Initiative

6.1 Strengthen ownership and accountability by assigning a sponsor for each goal, ensuring increased buy-in and focused, data-driven execution.

6.2 Engage staff at all levels by communicating and connecting the strategic plan to their work.

6.3 Integrate diversity, equity, and inclusion (DEI) principles into the organization by examining how DEI influences and shapes each of the strategic goal areas.

6.4 Embed problem solving and process improvement into Valley Metro management through dedicated effort on process optimization and change management strategies to encourage continuous improvement and increased efficiency.



Board Governance | Initiatives

Initiative

7.1 Update the Board of Directors' onboarding program, define engagement opportunities and refresh orientation of roles and responsibilities, agency priorities, current performance and financial information and expectations.

7.2 The Board and CEO will regularly assess board structure and engagement opportunities and adapt, as needed, to facilitate effective overnance within the transit/mobility space.

7.3 Obtain policy guidance from the Boards through regular updates on strategic plan progress, and other performance and financial information with member agencies, sharing high-level information and offering more detailed data to facilitate board support and understanding.

7.4 Emphasize shared duties, responsibilities and facilitate work across regional bodies (e.g., RPTA, member cities, MAG) to be effective advocates for transit and mobility solutions across the Valley.



Operational Excellence | Initiatives

Operational Excellence

Initiative

8.1 Optimize service performance to meet current and evolving regional travel needs

8.2 Codify a comprehensive maintenance and operations program delivering effective transit service with the ability to grow and adapt through FY 2030.

8.3 Improve service quality through enhanced planning, performance management and continuous process improvement.

8.4 Formalize a long-range operations and capital investment plan for the next 20 years aligned with state of good repair and future system and generational needs.





Financial Sustainability | Initiatives

Financial Sustainability

Initiative

9.1 Develop and maintain short and long-term financial forecasts and cash reserve policies to ensure an ongoing financially balanced program.

9.2 Support effective transit system design by identifying opportunities to improve or pursue resource allocation, fare collection enhancements, alternative service delivery models, and innovative mobility technologies to ensure sustainable lifecycle costs.

9.3 Maximize revenue generation, including advertising, farebox recovery, and discretionary/competitive grant opportunities.

9.4 For procurements, define the general scope of work and then support that with flexible language to achieve or meet the general scope and avoid restrictive requirements. Seek opportunities to create transparency of planned procurement activities by providing a two-year look ahead and employ efficiencies that reduce the procurement timeline.

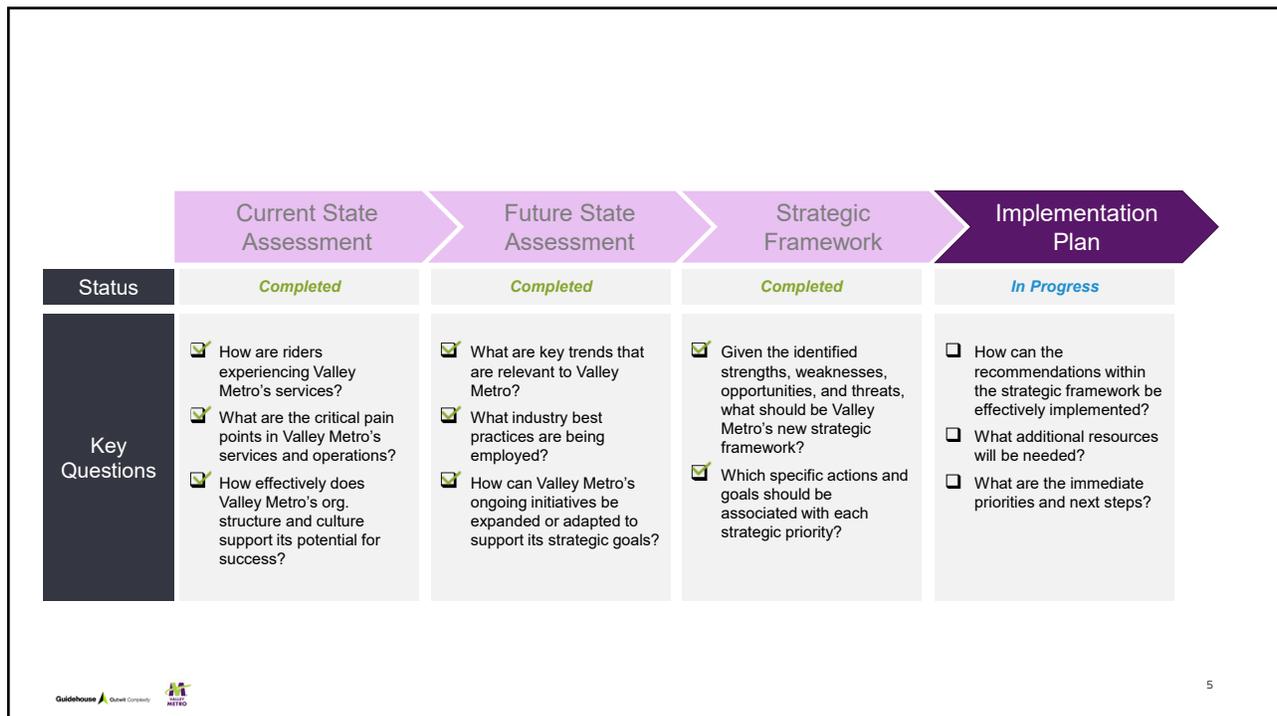
9.5 Engage all staff to proactively identify cost saving measures and implement resource justification during annual budget process.



© Copyright 2023 Valley Metro. All Rights Reserved.



1



2

Strategic Planning Process

April: Guidehouse orientation & information gathering

May – June: Surveys

- Member City Staff (17)
- Valley Metro Staff (160)
- Frontline Workers (Operators & Security: 157)
- Riders, Former Rider, Non-Riders (450)

July – August: Data Analysis and Peer System Benchmarking & Interviews

- Valley Metro Leadership (17)
- Board Members (14)
- Peer Agency Leaders (12)

September: Board Member Retreat – Current and Future State Assessments, Draft Goals

October: RTAG Presentation

November: TMC/RMC Presentation & Board Study Session – Goal & Initiative review

January Board Cycle: Adoption



3

Key Next Steps | FY 2025 Implementation



4

Goal Progress Board Reporting Cycle



Agency Strategic Plan

Quarterly Report

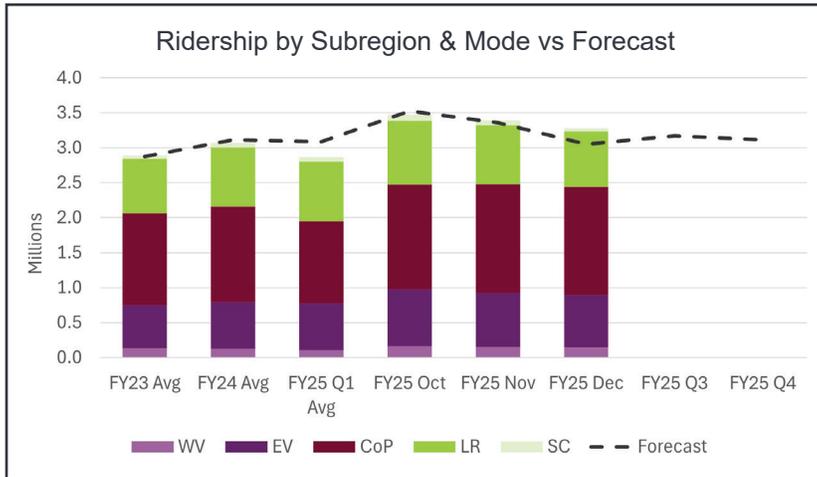
FY25 Q2 | October - December 2024



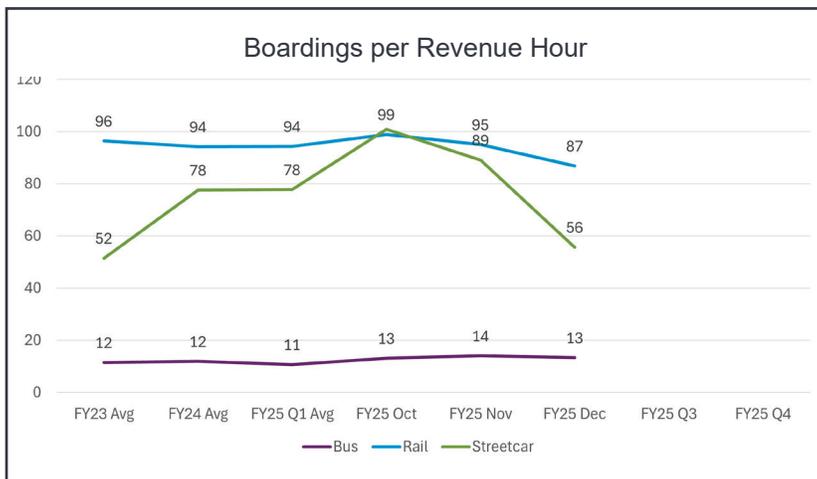
Goal 1: Excellent Customer Experience

KEY PERFORMANCE MEASURES

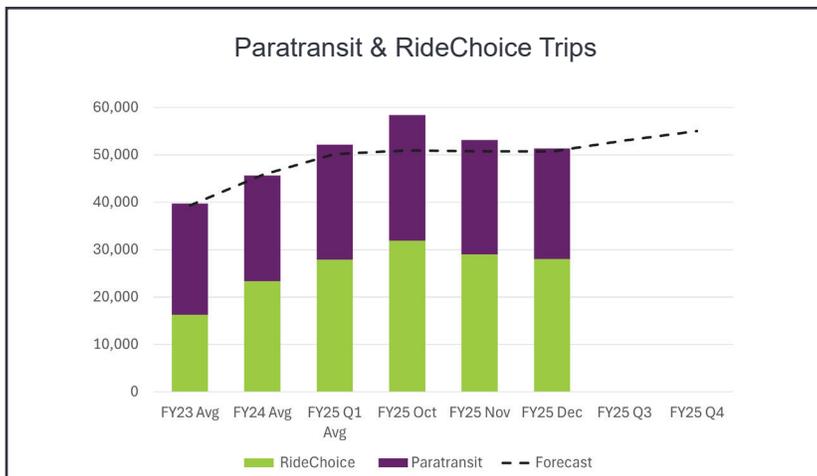
COMMENTS



- Regional ridership steadily increased year over year across all months in Q2 (from +2.9% in October and +5.6% in November and +13.9% in December).
 - Completion of the fare transition may be bolstering the accuracy of reporting.
- Rail saw a slight decrease in ridership across all months in Q2 relative to last year.
 - Continued challenges with signals have impacted on-time performance and may be contributing to this trend.
- Sunday bus ridership increased significantly in November and December.



- This could be due to the rise in non-work trips during the holidays.
- Streetcar ridership is seasonally impacted by ASU semester breaks given the high student ridership
 - The highest ridership occurs during the September–November and February–April timeframes.
- Both rail lines have a higher number of boardings per revenue hour compared to the bus system. This is due to their greater service frequency, proximity to key destinations, and higher development and population density along the routes compared to the average bus line.

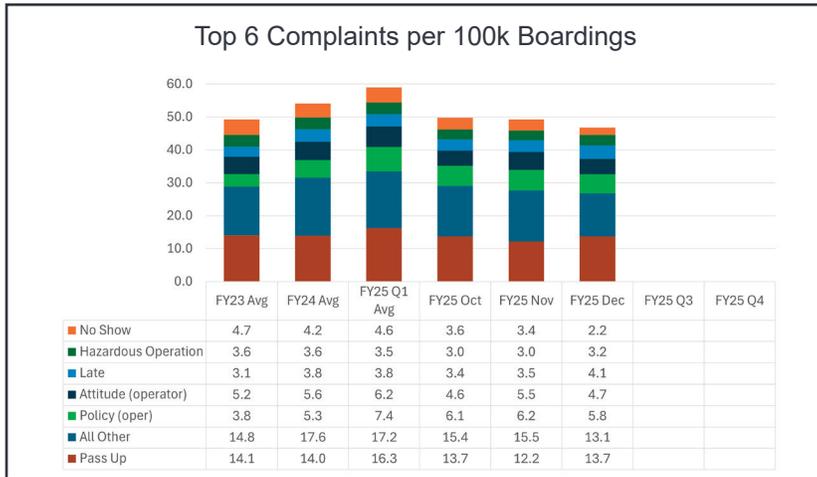


- Over the first two quarters of FY 2025:
 - Paratransit trips increased 10% versus FY 2024
 - RideChoice trips are 34% above FY 2024, however, 8% of RideChoice growth is a result of the City of Phoenix and City of Glendale joining the program in FY 2025
- Combined trips for both programs are 22% above FY 2024.
 - Future growth of both programs are projected to level off within the next 12 months, then grow equal to the population moving forward.

Goal 1: Excellent Customer Experience (continued)

KEY PERFORMANCE MEASURES

COMMENTS



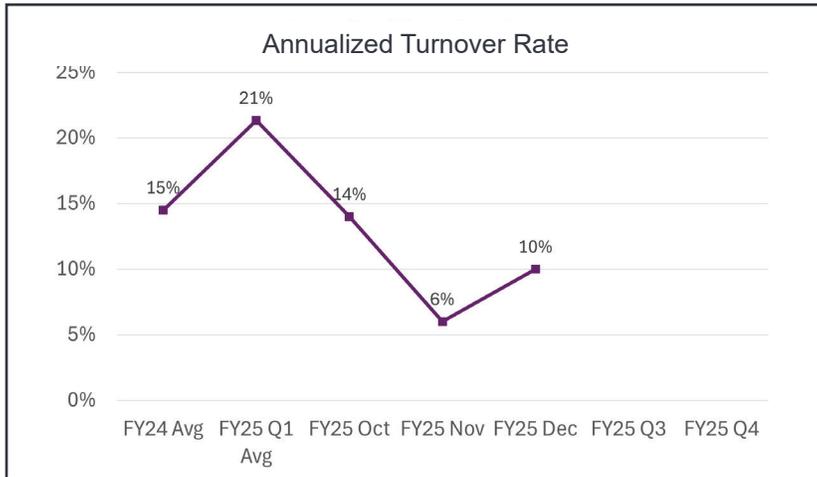
- Reflects all complaints for the region.
- The rate of complaints per boarding in the second quarter decreased 19% from the first quarter. The largest declines were:
 - No-Shows: -33%
 - Pass-Ups: -20%
 - Operator Attitude: -19%

FY25 INITIATIVE ACTIONS

INITIATIVE	ACTION	STATUS
Unified Customer Experience	Fare system administration to Valley Metro®	Complete: Administration of the fare collection system was transferred to Valley Metro in the first quarter of FY 2025.
Integrate and Market Mobility Solutions	Integrate microtransit into VM app trip planning	Phoenix has been awarded a grant that includes monies for the integration of micro transit into the app. CFO and CIO continue communicating with CoP regarding timing of implementation which may push beyond FY 2025 as the timeline of implementing initial features continues to slide.
Human Center Design	Rail system signage audit	Complete. An audit was conducted and finalized in fall 2024 of the current rail system, identifying the placement of all current signage and helping to locate the placement of future two-line signage.
Human Center Design	Regional bus stop sign design	Continuing peer research and consulting with wayfinding contractor for future scope of work. Developing estimates for costs, timeline and possible next steps for a future member city discussion in spring 2025.

Goal 2: Invest in Talent

KEY PERFORMANCE MEASURES

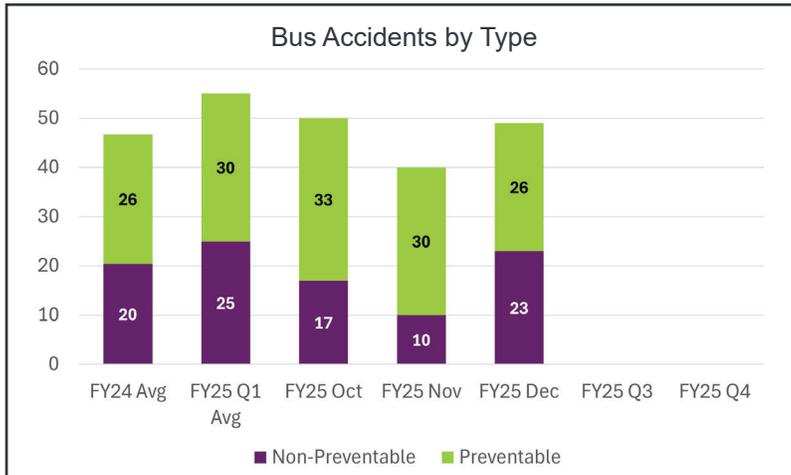


FY25 INITIATIVE ACTIONS

INITIATIVE	ACTION	STATUS
Assess Staffing Needs	Develop framework and talent pipeline strategy	Assessing current vacancies and working with Division leaders on anticipated FY 2026 needs.
Class and Compensation Study	Produce findings and recommendations	In progress. Findings and recommendations anticipated Q1 CY 2025.
Career Path and Coaching	Assess programs, utilization and realign with goal	Compiling utilization data
Maintenance Technical Training	Develop FY26 recommendations	Awaiting findings from Class and Compensation Study

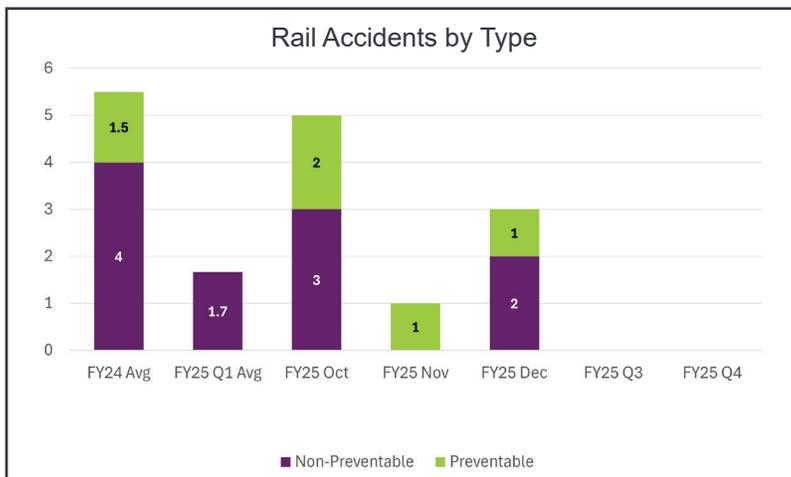
Goal 3: Prioritize Safety & Security on Transit

KEY PERFORMANCE MEASURES



COMMENTS

- Valley Metro service only.
- Accidents in the West Valley remain within historic norms.
- In the East Valley, preventable accidents FYTD remain 26% above CY 2023. Inadequate new operator training has been identified as the root cause.
- Corrective Actions:
 - Safety has shared data with Keolis to focus on new operator training and frequent touch points for all operators.
 - Keolis is developing a mentoring program to work with operators in the field.
 - Keolis Management has become more focused on reducing crashes and ensuring accurate and timely data. We see progress ahead to bring preventable crashes down.

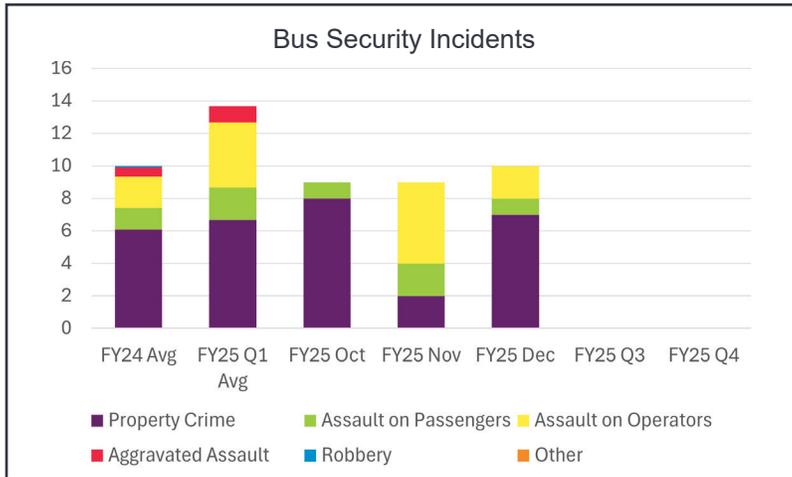


- There has been a significant reduction in non-preventable rail accidents. Non-preventable accidents averaged five per month in CY 2023. The rate fell to two per month over the last six months.
- Improvements include:
 - The 19th Ave corridor speed reduction reduced crashes in that area by 73%.
 - Improved Training: extended new operator training from eight to ten weeks, improved defensive driving training, increasing training staff and surveillance/audits of operators.
 - Valley Metro Rail Safety Department staff increased by 100%.
 - Rail operators increased by 33% and collision rates decreased by 46%

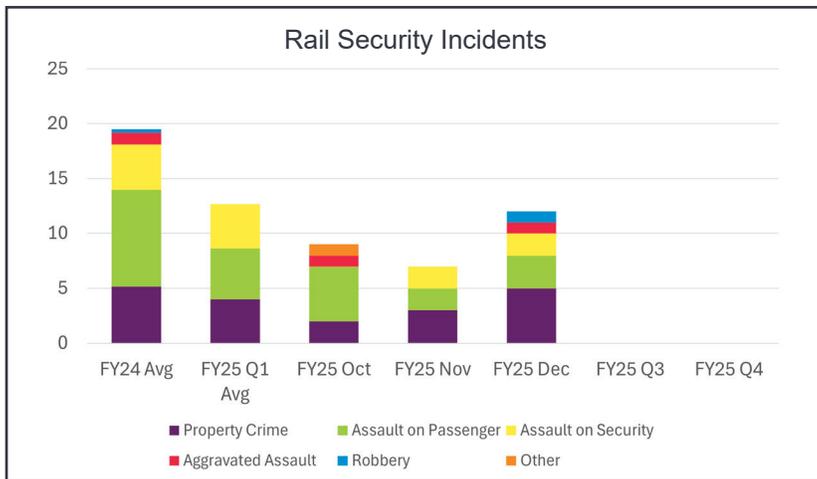
Goal 3: Prioritize Safety & Security on Transit (continued)

KEY PERFORMANCE MEASURES

COMMENTS



- Valley Metro service only
- While total bus security incidents are down 23% as compared to the prior quarter, this is within the range of normal month-to-month variation.
- Operation Blue Ride has garnered national attention. Our Bus Security Coordinator has been asked to sit as a panel member at the APTA Mobility conference in April.
- The Bus Security Coordinator continues to meet and speak to all Keolis new hire bus operators (225 to date) about security issues and reducing operator assaults.



- Systemwide, rail security incidents occur at a rate of 1.41 per 100k boardings. From July to December 2024, ridership increased by 3.28%, while passenger assaults declined by 15.9% compared to the first half of the year (January to June 2024).

Goal 3: Prioritize Safety & Security on Transit (continued)

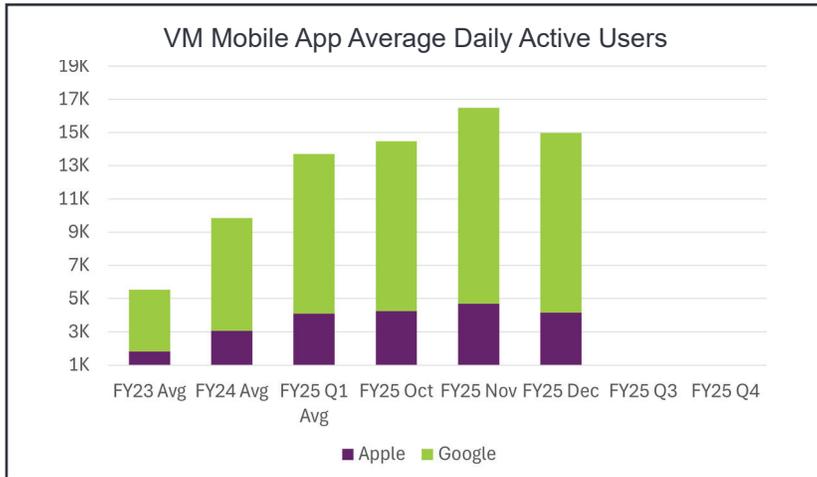
FY25 INITIATIVE ACTIONS

INITIATIVE	ACTION	STATUS
Create a Safety and Security Culture	Cyber security risk Reduction	All IT network actions are complete. Several OT network actions are on hold as resources focus on reading the South Central Extension for revenue operations.
Create a Safety and Security Culture	Rail safety administrators	Complete: both administrators were hired in October.
Create a Safety and Security Culture	Internal safety campaign	Emergency Alert Communication System – Further testing with next level of VM leadership – Manager level – will take place prior to a test message sent to entire VM and contractor workforce.
Community Partnerships	Outreach teams	Working with the City of Phoenix on the next phase of the pilot program. Still looking for grant opportunities, building cost estimate, determining vetting process for partnering agencies.
Evaluate Physical Infrastructure	Crime prevention through Environmental Design assessment of rail stations	Day and night site visits to the rail system were completed last year to assess existing conditions. Draft recommendations will be shared with Valley Metro and rail city staff in early February along with site visits with VMR Board members with the consultant team.
Partnership with Police Departments	Expand police partnerships	Conducted Operation Blue Rides on December 19th in Chandler and January 15th in Mesa. Conducted joint effort “Impact Detail” with Phoenix PD on January 15th. Met with Phoenix, Tempe, and Mesa PD on December 3rd at the RTSWG meeting. Held in person “check-in” meeting with Lt. Greg Hernandez on January 24th. Shared newly revised Security & Emergency Preparedness Plan (SEPP) with Phoenix, Tempe, and Mesa PD leaders for their review in January.

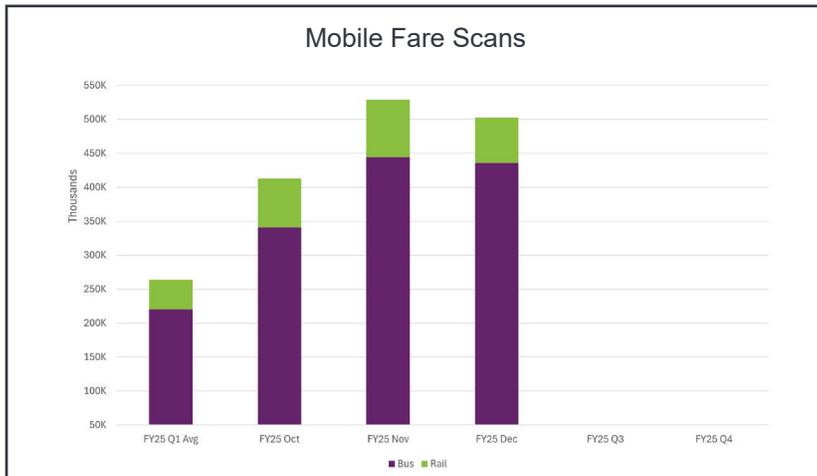
Goal 4: Leverage Data and Technology

KEY PERFORMANCE MEASURES

COMMENTS



- Mobile app usage continues to grow as compared to FY 2024:
 - Users increased 41% in the first quarter.
 - Users increased 58% in the second quarter.



- Mobile fare adoption continues to be strong. Mobile fare use as a percentage of total ridership was:
 - FY 2025 Q1: 9%
 - October: 12%
 - November: 16%
 - December: 16%

FY25 INITIATIVE ACTIONS

INITIATIVE	ACTION	STATUS
Improve Performance with EAM	Improve EAM reporting	Trapeze attempted a software update to address several issues but it failed. They anticipate correcting the failure in February.
Understand Customer Interactions	Design and procure customer experience system	In the process of obtaining consultant support for the development of use cases and requirements to inform an RFP.
Improve Data Access and Reliability	Improve operational reporting	Complete: The SWIFTLY reporting system was implemented in the first quarter of FY 2025.
Improve Data Access and Reliability	Bus APC validation	Currently on-hold pending Phoenix Transit's upgrade of ridership reporting software to Clever Insights.

Goal 5: Deliver on Stakeholder Collaboration

FY25 INITIATIVE ACTIONS

INITIATIVE	ACTION	STATUS
Expand Communication with Staff and Frontline Workers	Evaluate current communication channels, develop plan and feedback loop	Completed comprehensive audit of internal communication channels and launched targeted surveys with frontline staff, beginning with security officers and expanding to operators this spring, seeking to assess communication effectiveness and preferences. We are currently implementing infrastructure improvements including a digital monitor system replacement while gathering feedback to develop data-driven recommendations for enhanced staff engagement.
Incorporate Member Agency and Stakeholder Input	Evaluate current communication channels, develop plan and feedback loop	Continue to focus on strong member agency communication through current channels. Assessment will occur in 2025 with community engagement staffing and member city/Board survey.

Goal 6: Leadership & Execution

FY25 INITIATIVE ACTIONS

INITIATIVE	ACTION	STATUS
Diversity, Equity and Inclusion	Conduct culture survey and identify opportunities to increase engagement	A vendor has been selected and draft culture survey compiled for dissemination February 2025.
Embed Problem Solving and Process Improvement	Establish and begin delivery of problem-solving training	Exploring options for consultant support for problem-solving training and process improvement facilitation.

Goal 7: Board Governance

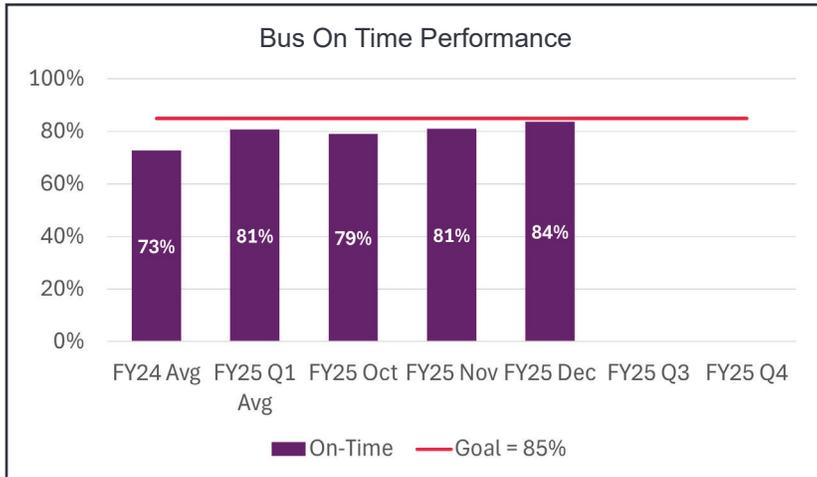
FY25 INITIATIVE ACTIONS

INITIATIVE	ACTION	STATUS
Update Board Member On-Boarding	Assess and update new board member on-boarding	Redeveloping new content and Valley Metro 101 onboarding material to reflect anticipated Proposition 479 modifications to the regional transit program. Upon seating of new board members, we will solicit board feedback and engagement opportunities at the next Board retreat in March.
Facilitate Work Across Regional Bodies	Coordination with MAG in developing Prop 479 policies, including updating roles and responsibilities between agencies	Working with MAG and City of Phoenix, we received a Board award for the Comprehensive Operational Analysis in January 2025. In doing so, coordination and collaboration in the development of Prop 479 TLCP funding framework and administration including the roles and responsibilities between regional bodies is ongoing with MAG. Anticipated completion for funding framework presentation and adoption by both agencies' Boards is the end of calendar year 2025.

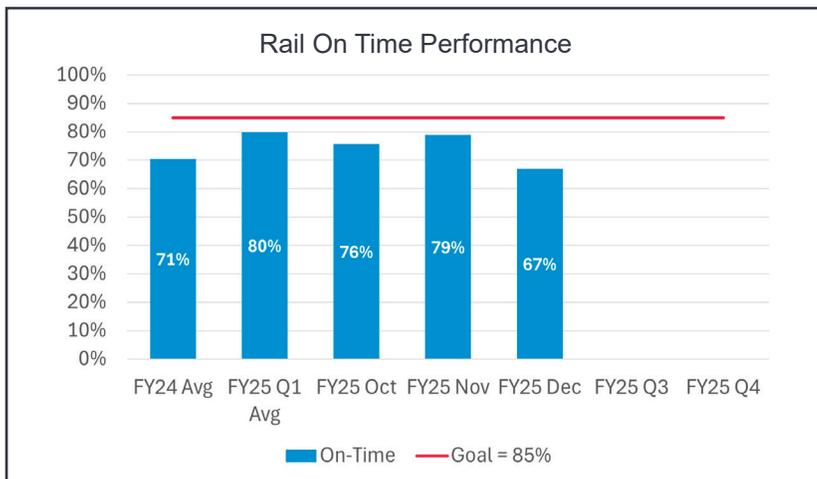
Goal 8: Operational Excellence

KEY PERFORMANCE MEASURES

COMMENTS



- Valley Metro service only
- For the second quarter, Valley Metro’s East Valley Service OTP was:
 - Local Service: 81% with a goal of 85%; however, consistency improved markedly – OTP for December’s worst performing route was 77%, better than average OTP in FY 2024 (73%).
 - Circulator: 83% with a goal of 85%
 - Express: 94% with a goal of 85%.
- West Valley OTP was:
 - Express: 96% with a goal of 85%.
 - Grand Ave Limited: 99% with a goal of 85%.



- Rail OTP in December was negatively impacted by construction projects, these impacts are expected to improve once the tie-in to the South Central Extension Downtown Hub is completed.
- OTP has increased overall from the FY 2024 average due to a renewed focus on operator training and proactive service management strategies

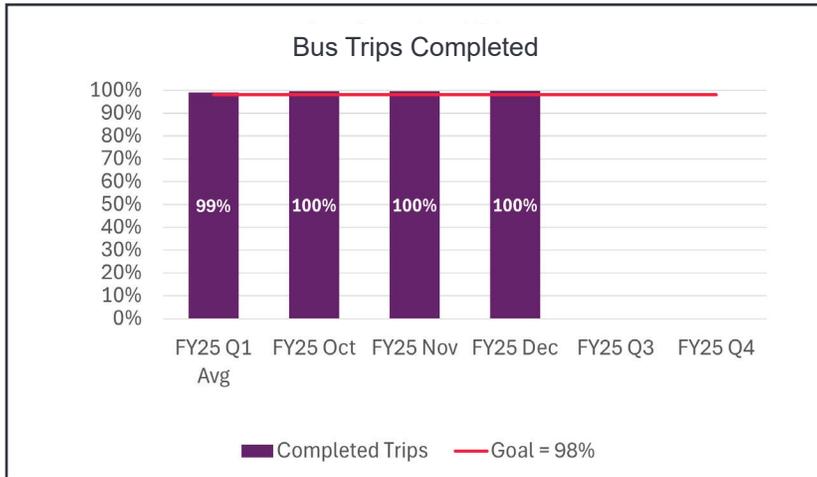


- Streetcar OTP performance remains strong.

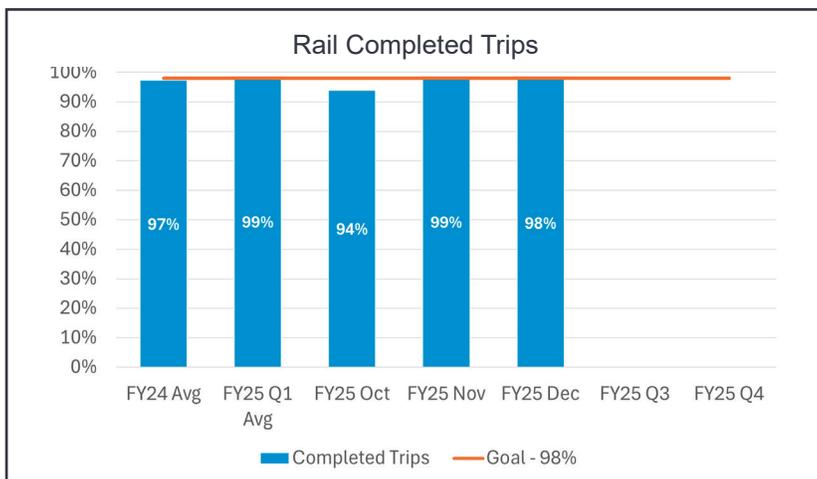
Goal 8: Operational Excellence (continued)

KEY PERFORMANCE MEASURES

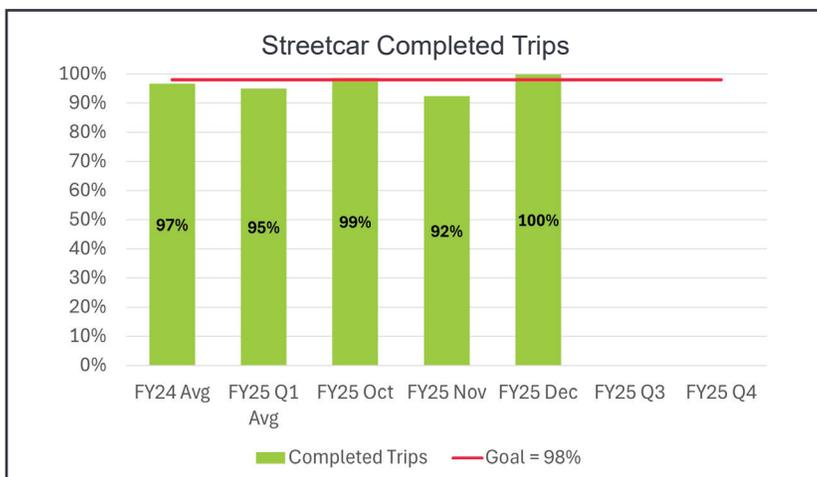
COMMENTS



- Valley Metro service only
- The Keolis contract measures trip completion differently than the prior First Transit contract. As a result, a FY 2024 average is not shown.
- Improved staffing has had a positive impact on completed trips.



- Rail completed trips dipped to 94% in October due to an incident involving the overhead power line being pulled down on Washington at State Route 143. This impacted rail service over the course of two days. Trip completion improved to at or above the 98% standard for November and December.

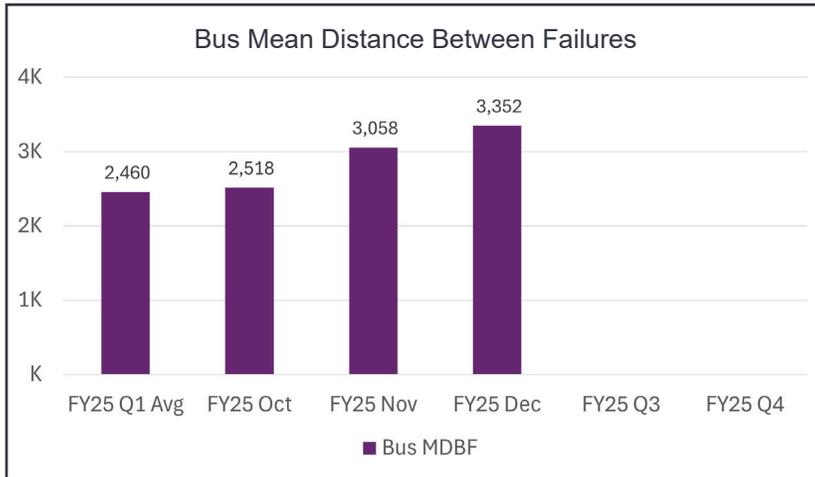


- Streetcar completed trips were lower in November due to multiple special events that required the truncation of service. With those dates removed, the completed trip count increases to 99% for the month.

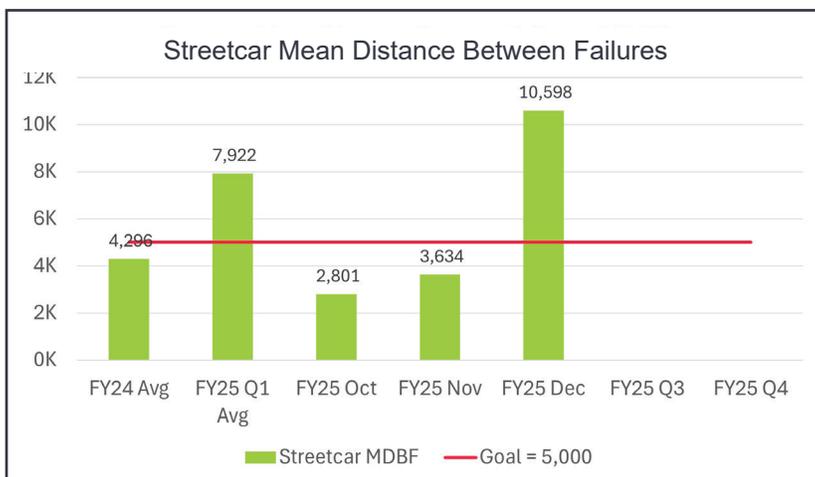
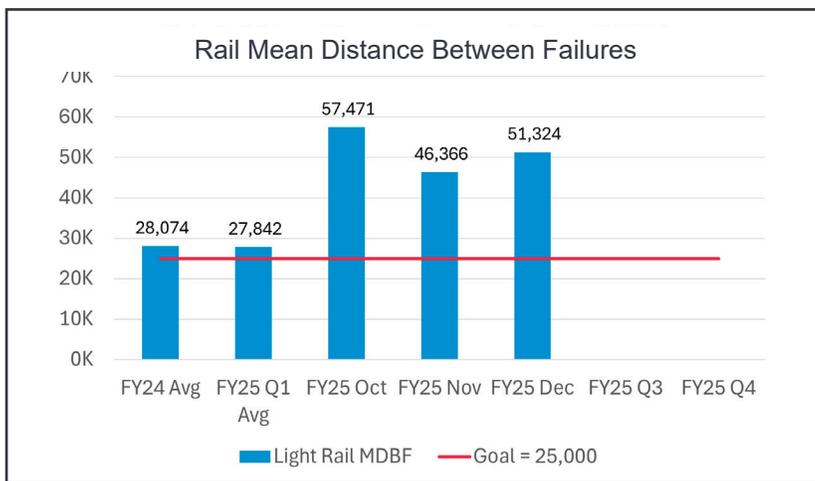
Goal 8: Operational Excellence (continued)

KEY PERFORMANCE MEASURES

COMMENTS



- Valley Metro service only
- Valley Metro has been working closely with Keolis to ensure the proper reporting. Performance continues to improve month over month as processes and quality standards are improved.

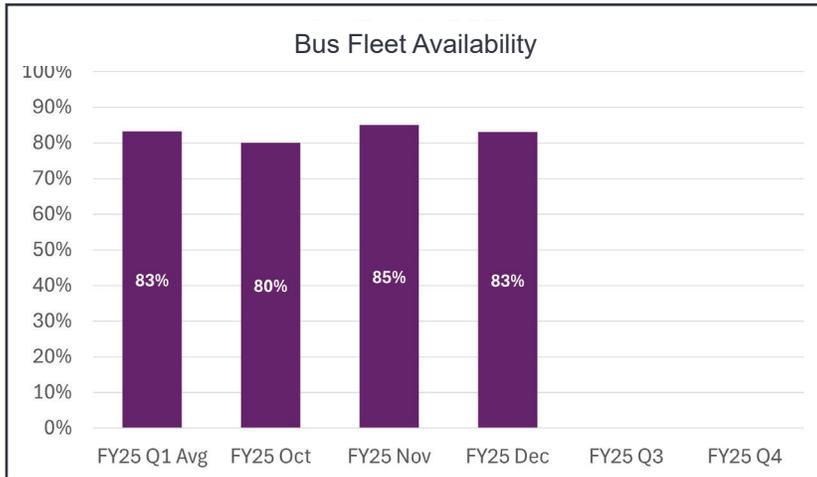


- The small fleet and low monthly mileage of the streetcar system can create the appearance of large swings. Streetcar only runs approximately 10,000 miles per month. In December it had zero failures. In November, there were two failures and in October there were three.

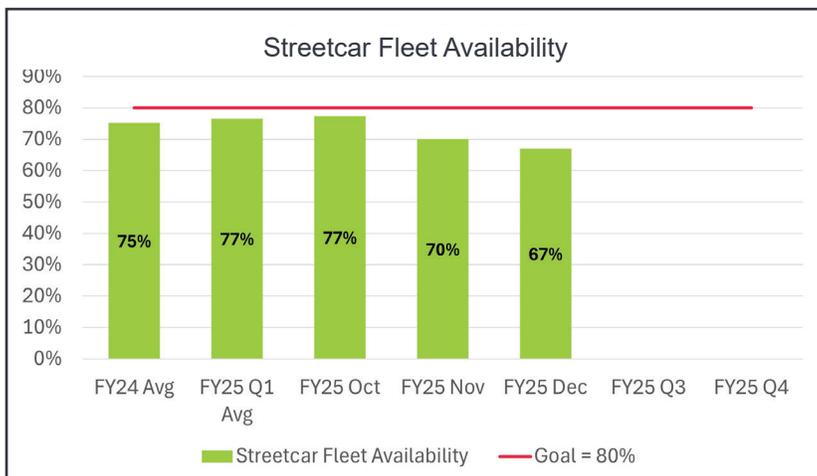
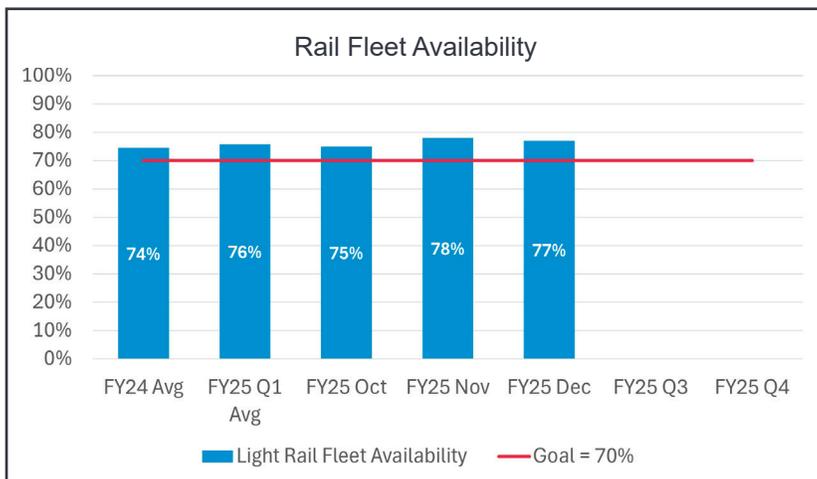
Goal 8: Operational Excellence (continued)

KEY PERFORMANCE MEASURES

COMMENTS



- Valley Metro service only
- The Federal Transit Administration’s spare ratio goal is not to exceed 20%. Frequently, there are more buses ready for service than the service requires.



Goal 8: Operational Excellence (continued)

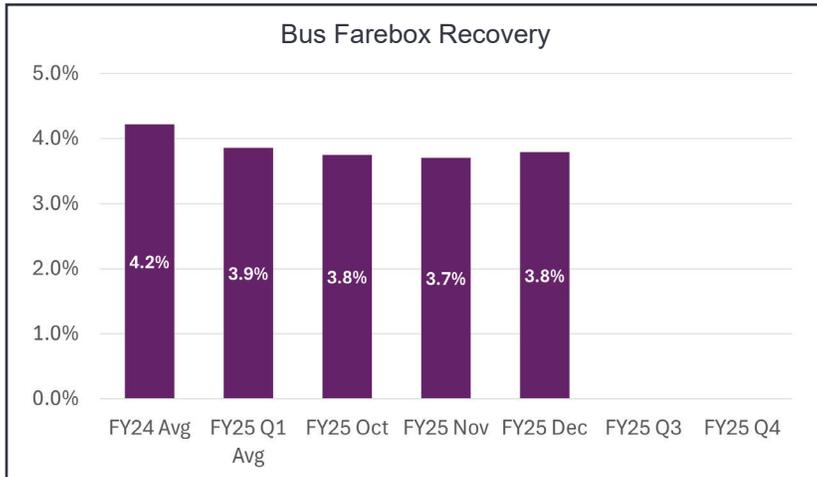
FY25 INITIATIVE ACTIONS

INITIATIVE	ACTION	STATUS
Optimize Service Performance	South Central/ Downtown Hub rail activation	Implementation continues on schedule for revenue service in mid-2025.
Optimize Service Performance	Demand-response mobility scheduling system	Procurement finalizing full document. Evaluation criteria to be finalized by January 20, 2025. RFP to be issued by end of January/early February 2025
Optimize Service Performance	Comprehensive operational analysis	The RFP evaluation selected Transportation Management and Design (TMD). The award was approved by the Board in January. Work will commence in February.
Optimize Service Performance	Analysis to determine Maintenance Staffing	Complete
Optimize Service Performance	Enhance facility cleaning	Hiring is underway. All three pressure washer units and two of the three trucks have been received. Operations are scheduled to being in early spring 2025.
Codify Maintenance and Operations Programs	Update Blue Stake maps	Valley Metro's contractor will complete all blue stake base maps by May 2025 with the exception of SCE/DH extension. SCE/DH blue stake base maps will be completed in FY 2026 after revenue service.
Improve Service Quality	Improve contract management practices	Updated Procurement Manual is under review. Online publication of contracts and updated procurement metrics are in test.
Improve Service Quality	Automated fuel management system	Implementation targeted for spring 2025.
Long-Range Operations and Capital Investment Plan	West valley facility: Identify optimal location for property acquisition	Completed the needs assessment and prepared the report. Site selection criteria have been developed, and sites are being evaluated. The site selection process will be complete by the end of January, resulting in a list of potential sites to consider. A conceptual layout based on the needs assessment is being developed.

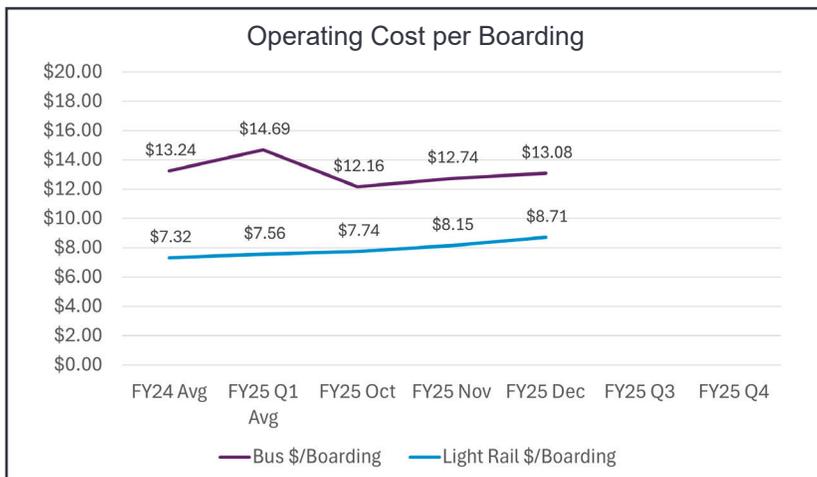
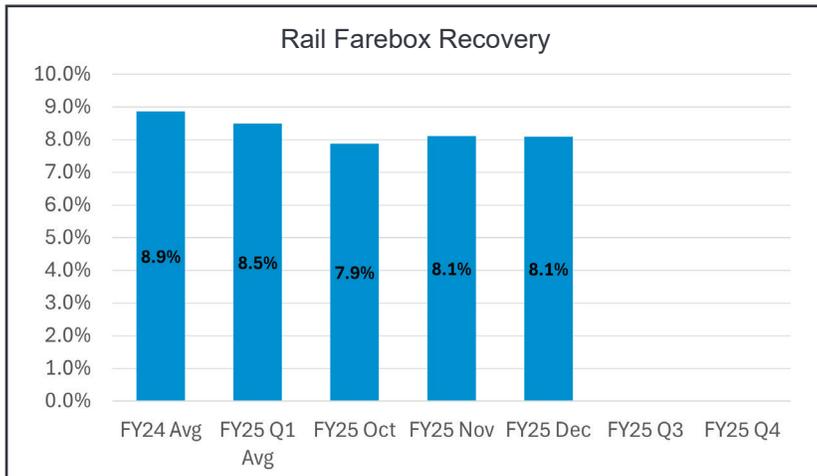
Goal 9: Financial Sustainability

KEY PERFORMANCE MEASURES

COMMENTS



- Valley Metro service only
- FY 2025 fare revenues for both bus and rail through December are estimates as regional fare revenue distribution has been on hold due to the transition to the new fare system and allowing individual and organizational customers sufficient time to exchange legacy fare media for credits to be used with new fare media, as well as allowing retailers that previously sold the legacy fare media sufficient time to gather and return any unsold inventory for refunds.



- Valley Metro service only

Goal 9: Financial Sustainability (continued)

FY25 INITIATIVE ACTIONS

INITIATIVE	ACTION	STATUS
Develop Long-Term Financial Forecast	Procure financial forecasting software	The solicitation is being finalized and will be released in late January. Implementation is targeted for early FY 2026.



Council Member Max White

City of Avondale



Email: mewhite@avondaleaz.gov

Office: 623-333-1913

Staff: 623-333-1013

Max White was elected in 2022 to serve on the Avondale City Council. Her 4-year term began January 2023.

Maxine E P White MBA, SHRM-SCP, RYS 200 grew up and attended public school in Cleveland Heights, Ohio; this is where her career began in the Cleveland Heights-University Heights Library system as a Page. She later joined Inroads as an HR Intern at a diagnostic imaging company. She made a lifetime commitment to public service in 1996 when she became a member of Delta Sigma Theta Sorority, Inc. After graduating from Ohio University with her bachelor's degree in Business and Public Policy, she joined MBNA Midwest and served in many roles. She was a member of the first graduating class from the MBA program at MBNA from John Carroll University, with a focus on International Business. She is a Society for Human Resource Management - Senior Certified Professional. She is passionate about teaching others about personal financial management and wellness to ensure individuals can have healthy spending habits and practices for a lifetime. During 2020, she retired from her role as an Employee Relations Consultant with Bank of America after 20+ years of service in the banking industry. She became a Yoga Teacher in May 2021 and has worked at Life Time Fitness in Goodyear since August 2021.

Council Member White is a charter member and the inaugural Second Vice President of the Arizona West Valley Alumnae Chapter of Delta Sigma Theta Sorority, Inc. She was appointed by the last two Farwest Regional Directors to serve as Delta's Arizona State Social Action Coordinator to support all of the sorority's chapters in this state to provide targeted Political Awareness and Involvement. She is an active member of her community. Prior to joining City Council, she was appointed to serve as an alternate on the Neighborhood and Family Services Commission and is a member of the Board of Adjustments for the City of Avondale, Arizona. She is a proud graduate of the Avondale Citizens Leadership Academy. Council Member White currently serves as the City's representative on the Valley Metro Regional Public Transportation Authority (RPTA), she is the Chair of the City's Audit Committee and is a member of the Council Subcommittee for Boards and Commissions.

Councilmember Max White

Council Member White has called Avondale home since 2008. She and her husband, Colin, are the proud parents of three children. Affectionately called “Max” by friends and colleagues she has dedicated her life helping others in corporate workplaces and spaces find their edge and push beyond it to be successful and to realize self-actualization. She is a dedicated daughter, sister, wife, mother, friend, and community leader. Max has a passion for children’s development and sees the world as a place where we must make space for our kids to thrive. Max loves mediation, music, money and making movement apart of each moment. Max has the spirit of her ancestry in mind, she lives life to the fullest as a Christian Black Woman who loves to love and to be loved. Inspired by words from Shirley Chisholm and Muhammad Ali, Max believes “the service we give is the price we pay to live.”

Council member White also serves on MAG’s Transportation Review Committee (TRC).



Council Member Jamaine Berry

City of Buckeye



Phone: 623-349-6942

Email: jberry@buckeyeaz.gov

Jamaine Berry is honored to serve the community where he was born and raised. Buckeye's rich history runs through his veins, inspiring his deep love and dedication to its people and its future. As a community outreach leader, local business owner and family man, Berry is passionate about fostering responsible growth, revitalizing downtown and supporting our local businesses and families.

Jamaine Berry has dedicated his career to serving the community he holds so close to his heart. Through his work, outreach and mentoring, he strives to be a trusted advocate for inclusivity and opportunity, ensuring that everyone in Buckeye feels empowered to thrive.

He is excited to bring new life to Buckeye while honoring its history and traditions. As Buckeye continues to grow, his goal is to help build a vibrant, resilient community that stays true to its roots.

As your councilmember, he is committed to open communication and collaboration. He welcomes conversations with residents and encourages community engagement to ensure every voice is heard. Whether it's addressing neighborhood concerns, supporting small businesses or planning for Buckeye's future, we are all in this together. Berry is here to serve and represent Buckeye with integrity and dedication.



Council Member OD Harris

City of Chandler



Email: od.harris@chandleraz.gov

Office: (517) 977-4466

Councilmember OD Harris began his first term in January 2021. He is a proud U.S. Army Veteran, successful entrepreneur, a best-selling author, and founder of the National Ready Set Go Foundation (RSG).

Councilmember Harris began his entrepreneurial journey by opening one of the largest minority-owned accounting firms and successfully franchised the business.

Councilmember Harris' passion and commitment is building an inclusive city, mental health, and economic development. It is through his beliefs and forward-thinking on these issues and others unmentioned that makes Chandler a great place to live, work, and play.

Harris is a man of faith, a devoted husband and father. He leads as a servant-leader on local, regional, and national committees and boards. With a master's degree in accounting and lived experiences, formed through the perseverance and pursuit of education and business opportunities, that he brings a well-rounded and enthusiastic perspective when serving his community.

As Councilmember, he serves on local and regional committees, including:

- Board of Directors, Institute for Building Technology and Safety (IBTS)
- Board of Directors, Valley Metro Rail
- Board of Directors Chair, Valley Metro Regional Public Transportation Authority (RPTA)
- Governing Board of La Frontera Arizona and EMPACT-SPC
- Big Brothers Big Sisters of Central Arizona
- Chandler City Council Subcommittees for Economic Vitality, Innovation and Technology, and Neighborhoods
- Co-chair of Black Philanthropy Initiative through the Arizona Community Foundation

Councilmember Harris currently serves on the following Subcommittees:

Council Member Harris

- Community Safety
- Connectivity
- Quality of Life

His past service in Chandler and beyond included the following:

- City of Chandler Airport Commission (Ex-officio)
- National Association for the Advancement of Colored People (NAACP) Chairman of Economic and Entrepreneur Development of Maricopa County
- Board Member – National Black MBA – Phoenix, Chicago and Los Angeles Chapters
- Advisory Board Member-Clean Home Project
- 100 Black Men of Phoenix
- Black Philanthropy Initiative under the Arizona Community Foundation



Council Member Monica Dorcey

City of El Mirage



Email: mdorcey@elmirageaz.gov

Phone: 623-876-2921

Monica Dorcey was born and raised in rural Wayne, Nebraska, one of nine siblings. After graduating from Briar Cliff University in Sioux City, Iowa, she worked in the independent adjusting business for 27 years. In 2003 she went to work as a senior claim representative for Farmers Insurance Group, moving to El Mirage with her daughter, Ashley. Monica is a member of Santa Teresita parish and has served in several ministries over the years.

Monica is now retired but continues to be involved in a number of non-profit organizations with a primary emphasis on children and their education but also fostering the growth and development of El Mirage. She has served in a number of roles as a volunteer for the City of El Mirage. This work includes:

- Served as Vice Mayor from 2021-2022
- Served on the Planning and Zoning Commission from 2013 to 2018
- Served on the Judicial Review Committee from 2012 to 2017
- Named El Mirage Citizen of the Year in 2012
- Served on the planning committee for the El Mirage homeowners association (HOA) training presented in 2016 to 2017
- Board member of the Northwest Valley YMCA Advisory Board, serving on the board since 2014
- Treasurer of the Dysart Education Foundation Board and Scholarship Committee, active
- Treasurer of Arizona Career Pathways, 2011 to present.



Vice Mayor Lauren Tolmachoff

City of Glendale



Email: ltolmachoff@glendaleaz.com

Office: (623) 930-2249

Vice Mayor Lauren Tolmachoff was first elected in November 2014 and began her council term on December 9, 2014. Vice Mayor Tolmachoff serves as Glendale's representative on the Board of Directors for Valley Metro RPTA as well as the Valley Metro Audit and Finance Sub-Committee. She also serves on the Transportation, Infrastructure and Public Works Committee for the League of Arizona Cities and Towns, on the National League of Cities (NLC) Information Technology and Communications Committee and is a member of the both the NLC Women in Municipal Government and Large Cities Council.

Lauren has been a Realtor® since 2004 following a successful career in banking. She is an NAR Realtor® Champion, member of the Women's Council of Realtors and a proud member and past president of the Glendale Rotary Club.

Vice Mayor Tolmachoff and her family have deep roots in Glendale. The first Tolmachoff's arrived in 1911 and helped Glendale grow into a thriving community. She is committed to continue moving Glendale forward by making fiscally responsible decisions and working to improve the lives of the residents and businesses that she serves.



Vice Mayor Wally Campbell

City of Goodyear



Phone Number

623-451-1100

email: Wally.Campbell@goodyearaz.gov

Vice Mayor Wally Campbell was elected to the Goodyear City Council in March 2011 to complete the term of then-Vice Mayor Georgia Lord which ended June 2013. She was re-elected in March 2013 to serve a four-year term, re-elected in March 2017 for a second 4-year term and re-elected in 2022 to serve a third four-year term. Vice Mayor Campbell has served on multiple committees within the City of Goodyear. Her priorities include improving city-to-citizen communications, developing community connections, attracting industry-creating jobs, and the City's fiscal stability.

Locally, she serves as a founding member and the current president of the Friends of the Library-Goodyear branch, a member of the Goodyear White Tanks Rotary Club, Director and Founder of the City's Historic Litchfield Station Foundation, a member of the West Valley Human Services Alliance, and as a member of the All Faith Community Services Board of Directors. She also serves on the Southwest Valley Business/Education Advisory Committee and on the Board of Directors for the Southwest Valley Chamber of Commerce. She is also a graduate of Leadership West Class XX and is a member of the Alumni Committee. She was awarded 2016 Civic Leader of the Year award by Leadership West; Impact Award by Water Now Alliance in 2017; and was a Glendale Rotary Ethics Award Nominee. Councilmember Campbell was named the Southwest Valley Chamber of Commerce Outstanding Elected Official for 2022.

Regionally, she serves as the Immediate Past Chairperson of the Maricopa Association of Governments Human Services Committee and Community Initiatives committee, member of the Maricopa Association of Governments Public Safety and Military Affairs Committee and is the immediate Past President of Maricopa County Area Agency on Aging (AAA) Board of Directors. She also is a member of the Maricopa Elder Abuse Prevention Alliance, a member of the Arizona Assistance in Health Care Board of Directors of Cancer Treatment Centers of America, a member of the Community Information and Referral Services Board of Directors, Board member for Hope Communities Services formerly known as West Valley Child Crisis

Vice Mayor Wally Campbell

Center, and as a Greater Phoenix Economic Council (GPEC) Ambassador. Additionally, she was appointed by Governor Jan Brewer, and re-appointed by Governor Doug Ducey, to serve as the public member and is the Immediate Past President of the Arizona Board of Examiners of Nursing Care Institution Administrators and Assisted Living Facility Managers. She is serving her 16th year as Chairperson of the PebbleCreek Home and Garden Tour which raises funds for the Goodyear Police Department Annual "Shop with a Cop" Program and Goodyear "Fill A Need" program. Councilmember is a member of the Dodie London Leadership Class of 2022. Nationally, Vice Mayor Campbell serves on the Advisory Board of the National League of Cities (NLC), Past Chairperson of the Military Communities Council, Past Chairperson of Women in Municipal Government Constituency group, and a member of the Transportation & Infrastructure Services Committee. She is currently serving as a 2020 NLC University Leadership Fellow. In 2024, Vice Mayor Campbell was appointed to lead the First Tier Suburbs Council.

Prior to moving to Arizona in 2000, Vice Mayor Campbell served as staff for the leadership of California State Legislature for 21 years and is a graduate of Sierra College. Vice Mayor Campbell was married to her husband John, a retired Air Force Officer, for 53 years before his death in July 2020, and she is the mother of 4 children who reside in Arizona, Texas, and Washington. She is a member of Desert Springs Community Church, DSCC Women's Bible Study and Meals Ministry.



Council Member Francisco Heredia

City of Mesa



Email: district3@mesaaz.gov

Office: 480-644-3003

Francisco Heredia was appointed to the Mesa City Council on September 28, 2017, to fill the vacant District 3 seat, and was subsequently elected in November 2018 to complete the term. Mr. Heredia won re-election in August 2020, securing a full four-year term. He served as Vice Mayor for two years starting in 2023. In August 2024, voters re-elected Mr. Heredia for his second full four-year term, which will last until January 2029.

Heredia has experience working in government, working for both the Maricopa County Recorder's Office and the United States Census Bureau. He spent time as the National Field Director of Mi Familia Vota and One Arizona, the KidsCare Outreach Coordinator for the Arizona Healthcare Cost Containment System and as a prevention specialist for Chicanos Por la Causa.

He is a member of the National League of Cities Human Development Federal Advocacy Committee and is also a member of the Hispanic Elected Officials Organization and the National Association of Latino Elected and Appointed Officials. He is the Chair of the Valley Metro Rail Board of Directors, and the Immediate Past Chair of the Valley Metro Regional Public Transit Authority (RPTA) Board, where he continues to serve as a Board Member.

Before moving to Mesa, he was a resident of Chandler, where he served as a commissioner for the Chandler Housing and Human Services Commission. He also served on the State of Arizona Board of Chiropractic Examiners, which he was appointed to by the Governor of Arizona.

Heredia earned a bachelor's degree in Political Science and a Masters of Public Administration from Arizona State University. He owns his consulting firm, assisting clients with grant writing, planning and strategy. He and his wife Carmen have three children.

Council Committees

- Audit, Finance & Enterprise
- Economic Development Committee

City Advisory Boards & Committees

- Education & Workforce Development Roundtable – Chair
- Día de los Muertos Committee
- Self Insurance Board of Trustees

National Boards & Committees

- National League of Cities Human Development Federal Advocacy Committee
- Hispanic Elected Local Officials (HELO)
- National Association of Latino Elected Officials (NALEO)

Arizona Boards & Committees

- Valley Metro Rail Board of Directors - Chair
- Valley Metro RPTA Board of Directors
- Mesa Sister Cities
- United Food Bank Board

Past Boards & Committees

- Arizona League of Cities & Towns Neighborhoods, Sustainability and Quality of Life Policy Committee
- 2020 Census Task Force - Chair
- Mesa Achieves Higher Education Task Force - Co-Chair
- Paz de Cristo



Council Member Jon Edwards

City of Peoria



E-mail jon.edwards@peoriaaz.gov

Jon and his wife Brenda have been married since 1991, and they have lived in Peoria since 2001. The Edwards have three children who all attended and graduated local district schools.

Active in the Community

- Graduated from the Peoria Leadership Institute
- Member of the Fletcher Heights HOA
- Completed the Peoria HOA Academy
- Prior to residence in Peoria, was very involved in community beautification of older neighborhoods in Riverside and Anaheim, CA.
- Program/project manager with the same computer service company for 27 years, responsible for two fortune 500 companies.

Leadership

- Appointed by the Mayor to the Maricopa Association of Governments Transportation Policy Committee (TPC) in 2023
- Appointed to the Valley Metro Board of Directors 2015; elected Board Treasurer 2019; elected Chairman in 2020.
- Appointed by the Mayor to the City Council Boards and Commissions Subcommittee.
- Elected Vice Mayor by council colleagues in 2015, 2017, 2021 and 2024.
- Elected Mayor Pro-Tem by council colleagues in 2014, 2016 and 2023.
- National League of Cities Community & Economic Development Committee (2015).
- City of Peoria Not-For-Profit Committee (2024).
- Maricopa Association of Governments (MAG) Transportation Policy Committee (2024).
- Previous appointments include:
 - Executive Committee of WESTMARC (2018)
 - Maricopa Association of Governments (MAG) Economic Development Subcommittee (2018)
 - Executive Board of Directors for the Homeless Youth Connection (2017).

Councilmember Jon Edwards

- Strong organization skills.
- Believes in open communication. A strong focus on keeping citizens informed and involved in important city decisions.
- Impartial and good listener to all the facts. Research the unknown, and creative when solving city issues.
- Strong work ethic and a passion for good government.

I am honored to represent the [Willow District](#).



Council Member Laura Pastor

City of Phoenix



Email: council.district.4@phoenix.gov

Office: 602-262-7447

Phoenix native Laura Pastor is a fifth-generation Arizonan and Phoenix City Council member. She was first elected in 2013 and was sworn into her third term on April 17, 2023. Laura graduated from St. Mary's High School and earned a Bachelor of Arts in Education from Arizona State University. Her grandparents and great-grandparents worked in Eastern Arizona's mining communities, and her parents began their careers as classroom teachers.

For four years, Laura taught in the Roosevelt and Isaac Elementary School Districts, primarily with at-risk students. During that time, she created a volunteer program for after-school tutoring and authored an accountability program for teachers, students, and parents.

Laura is the Community Liaison at Phoenix College. In this capacity, she implements, communicates, coordinates, and administers the community relations activities at Phoenix College with various internal and external communities and partners throughout the local region. Ten years before this, she was the Director of Early Outreach at South Mountain Community College and Phoenix College.

Laura was elected to serve as a member of the Phoenix Union High School District Governing Board, where she was a strong advocate for strategic planning and participatory governance. She served for over a decade.

In 1999, Laura was one of 30 National Urban and Rural Fellowship participants. She attended a master's program at Baruch College's School of Public Affairs, City University of New York. As part of this program, Laura relocated to Chicago for her master's practicum with the Board of Education at Chicago Public Schools. There, she organized the National Conference for the White House Initiative on Educational Excellence for Hispanic Americans in Chicago and designed and implemented Theater in Public Schools. She also participated in the creation of the Global Educators Outreach.

Council Member Laura Pastor

In August 2000, Laura received her Master of Public Administration degree and joined the City of Chicago's Office of Language and Cultural Education as the project director for Mayor Richard M. Daley's innovative initiative, Museums and Public Schools (MAPS). Her leadership was instrumental in the success of this program, which served over 10,000 students in grades 2 through 6.

Laura serves on the Transportation, Infrastructure, and Planning Subcommittee. In addition, Laura serves as the Phoenix representative and Vice Chair of the Valley Metro Rail Board of Directors and the Valley Metro Audit and Finance Subcommittee. Finally, Laura serves as co-chair of the Fast Track Cities Ad Hoc Committee and is a member of the Workforce Ad Hoc Committee.

Her commitment to community service is unwavering. She has served as a member of the Encanto Village Planning Committee and is a former member of the Hispanic Advisory Board of Maricopa Community Colleges, the Homeless Task Force, the Maricopa Transportation Advisory Board, and Phoenix Day.

She resides in Phoenix with her husband, Henry Cotto, a former major league baseball player and minor league coach. They have four children: Henry Jr., Claudia, Eduardo, and Sophia.



Council Member Kathy Littlefield

City of Scottsdale



Email: klittlefield@scottsdaleaz.gov

Office: (602) 568-5248

Councilwoman Littlefield began her third term on the Scottsdale City Council in January 2023.

Councilwoman Littlefield has 25 years of extensive financial and management experience. She co-founded (with her husband Bob Littlefield, who served three terms on the Scottsdale City Council from 2002 to 2015) and continues to manage a successful Scottsdale-based computer company, NetXpert Systems, Inc.

Her previous professional experience includes several years working in the Budget Office of the City of Plano helping to design and track the departmental budgets for all city departments as well as working to format the Capital Improvement Program for that fast-growing city. In Scottsdale, Kathy worked as the office manager for Petley Greetings, Inc., a local business whose owner was a renowned artist and photographer in Arizona. Kathy also served as the Finance Director for Girls Ranch, a nonprofit company which had been based here in Scottsdale.

Councilwoman Littlefield has been active in a wide variety of community organizations and has held office in many of them. She was a “computer Mom” in her daughter’s school as well as treasurer for many after-school plays and pageants performed at Cochise Elementary. She was Treasurer of North Scottsdale Little League. Councilwoman Littlefield was President of her Civitan Club (an organization that helps developmentally disabled and underprivileged children) and was chosen “Civitan of the Year” for her efforts during her term of office. She also has been active in Special Olympics.

Councilwoman Littlefield has been Treasurer (twice) of her political legislative district and repeatedly was elected as a state committeewoman. Currently she is active in the Daughters of the American Revolution working to help our nation’s veterans and their families, and the Mayflower Society.

Council Member Littlefield

Councilwoman Littlefield is a Scottsdale native. She attended the Scottsdale Unified Schools Ingleside Elementary and Arcadia High and graduated with distinction from Arizona State University in 1970 with a bachelor's degree in business education.

Councilwoman Littlefield and her husband, Bob, have been married over 46 years and have two adult children and one grandchild.



Council Member Earle Greenberg

City of Surprise



Office: 623-222-1322

Email: earle.greenberg@surpriseaz.gov

Hi, I am Earle Greenberg and I started my four-year term as District 2 Councilmember in January 2025.

My wife and I bought a home in Surprise as snowbirds in 2013 in Sun City Grand and quickly realized we wanted to put down roots and call Surprise home.

After nearly 40 years owning a variety of media/technology related small businesses serving very big businesses, I was accustomed to an extremely hectic life. So while I contemplated life after retirement in 2018, it became immensely clear that I needed way more than just warm weather, pickleball courts, a lap pool and a stage on which to perform in musicals. I needed a place where I could continue to learn, make new friends and productively contribute to the community. Solely because of the people I have met here, I have been blessed with being able to accomplish these goals.

One might argue that I ran for office for selfish reasons. I looked at my parents who lived in Surprise at The Colonnade until recently, my dad who just turned 97 and my mom who turned... I'll never tell - and then with me in my mid 60's, I thought if genetics apply, I could end up living here for another 30 years. So, I figured I might as well get involved to help in any way possible to make this community the best that it can be and then get to enjoy it for the rest of my time here with the ultimate benefit being that everyone else gets to enjoy it too, so it's a win-win.

I'm originally from the north suburbs of Chicago, earned a Bachelor's Degree in Communication from Northwestern University and a Master's Degree in Business with a concentration in Strategic Marketing from the University of Illinois. My schooling led to my obsession with data and got me the nickname of "databoy" when I was President of Sun City Grand. Good data drives good decisions, and I will apply that same reasoning to decisions being made for the future of Surprise.

Councilmember Earle Greenberg

I founded my first company, a talent agency, with my mother in 1979 as Talentape, Inc. We built a soundstage and pioneered 'videotaped auditions' for hundreds of orchestras, bands and variety acts throughout the country. We ultimately expanded into many facets of media production for businesses and consumers.

As an owner/operator for nearly 40 years, I wrote, produced and directed hundreds of videos for clients like Apple, AT&T, 3Com, MCI, American Dental Association, Rush University Medical Center, Underwriters Laboratories, John Crane Co., Fox Pictures, Zebra Technologies, Navistar, The American Red Cross, YMCA, Price Waterhouse, Navistar and more.

I served as the Trustee and Treasurer of the Missionbrook Sanitary District in Cook County, IL for 12 years, and was the Chairman of Telecommunications Commissions in Skokie, IL and Northbrook, IL for nearly 24 years and helped negotiate the first contracts when cable tv became accessible in the suburbs of Chicago in the early 80's. I also served as a volunteer Board Member and President of Turning Point Behavioral Health Care Center for 10 years and helped a large non-profit realize that they could actually make money.

I am looking forward to the next four years and helping this city thoughtfully grow while representing the interests of all of my District 2 residents.



Council Member Jennifer Adams

City of Tempe



Email: jennifer_adams@tempe.gov

Office: 480-350-8835

Nebraska native Jennifer Adams earned a Bachelor of Science in Social Work from the University of Nebraska in 1987 and moved to Arizona to pursue a Master of Social Work degree from Arizona State University, which she received in 1989.

Jennifer's father was a mayor in her hometown and taught her how important public service is if you want to make a difference. She learned the value of helping others from her mother, a lifelong community volunteer.

During her 29 years as an employee for the City of Tempe, Jennifer worked in the Human Services, Public Works and Internal Services divisions, where she managed multi-million-dollar budgets and oversaw a large number of employees.

Due to her hard work and dedication, Jennifer became the president of Arizona's chapter of the American Public Works Association (APWA). She founded the national APWA Young Professionals Committee, was the chair of the national APWA Diversity Committee and served on the national APWA Sustainability Committee. As a Tempe employee, Jennifer also served as the president of the Tempe Employee Council, which has since been dissolved and split into several Tempe city employee unions.

After retiring from the City of Tempe, Jennifer followed in her father's footsteps by winning a seat on the Tempe City Council in 2018 and was re-elected in 2022. She served as Tempe's Vice Mayor from 2022 - 2024. Working now as a full-time City Councilmember, Jennifer uses her extensive knowledge of Tempe city departments to fulfill promises made on the campaign trail.

Jennifer is proud of annexing a portion of the County Island in north Tempe for development and much-needed revitalization, leading the effort to build a new city recreation center and pool at Clark Park, bringing back Tempe's Park Ranger program, and securing a large funding increase for the city's pavement restoration program.

Council Member Jennifer Adams

Jennifer is a driving force behind sustainability promotion. Retro-fitting city buildings with sustainable products and equipment, advocating for green building codes for new city development projects, and increasing Tempe's shade canopy are among her top projects in this area.

Jennifer serves on the national Board of Directors for both the Democratic Municipal Officials and the National League of Cities LGBTQ+ League Organization, where she is also 1st Vice President. She also sits on the National League of Cities' Transportation and Infrastructure Services Federal Advocacy Committee.

Locally, she serves on the Board of Directors for both Tempe Tourism and the Valley of the Sun YMCA. She is also the Tempe representative on the Valley Metro Board of Directors and is the Vice Chair of the Valley Metro RPTA Board, where she also serves on the Valley Metro Audit Finance Subcommittee and as Treasurer of the Valley Metro Rail Board. She is a member of the Kiwanis Club of Tempe.

Jennifer resides in Tempe with her family, their gentle giant of a rescue dog Stetson, their new puppy Bayou, and their 3 rescue cats. In her rare spare time, you can find her tinkering around her yard, playing golf with her friends, or enjoying one of Tempe's amazing local restaurants.

Community Service

Habitat for Humanity, Tempe Kiwanis Club, American Public Works Association, Envision Sustainability Member, Neighborhood HOA Committee Chair, Neighborhood Watch Captain, Assistance League of East Valley, 4-H volunteer, Tempe's Litter and Graffiti Cleanup Programs.



Vice Mayor Jimmy Davis

City of Tolleson



Email: jimmy.davis@tolleson.az.gov

Office: 480-594-3263

Jimmy Davis is fueled by a passion for the performing arts, community engagement, and education. As a gifted performing artist, vocalist and pianist, he captivates audiences with his exceptional talents. Recognizing the healing power of the arts, Jimmy is dedicated to making artistic expression accessible to all. He shares his profound love for the arts through his work as a music educator and theater director. Jimmy teaches voice, piano, choir, general music and musical theater. Jimmy believes the arts heal and strives to bring the arts to everyone.

The arts aren't the only way Jimmy shares his gifts with the word, he possesses a deep-rooted commitment to his community. Born and raised in Tolleson, Jimmy's is a third-generation resident and business owner in Tolleson. In October of 2020, Jimmy was appointed to the Tolleson City Council, and his commitment and passion for public service were recognized by the community when he was elected to the seat in August of 2022. Jimmy has brought his brand of compassionate leadership to the City of Tolleson, spearheading the Tolleson Initiative for the Arts (TIA), and promoting inclusive policy that promotes equity. Jimmy is dedicated to creating a safe and welcoming space for all.

Jimmy's commitment to community goes beyond the City Council as he has devoted his time and efforts to various civic endeavors including:

- The West Valley Arts Council,
Serves on the Board of Directors
- AZGV Volleyball Association
Serves as Commissioner on Board of Directors
- Tolleson Trust Coalition
Serves as Board Member

Jimmy is the proud owner of Jimmy Davis Music, LLC, a full-service performing arts company located in Tolleson. Jimmy Davis Music offers a wide range of educational and entertainment

Vice Mayor Jimmy Davis

services. Through his company, he provides music lessons, workshops, live performances, events, and more. Jimmy's dedication to both education and entertainment allows him to make a lasting impact on individuals, schools, and organizations.

Jimmy Davis is an extraordinary individual whose outstanding talents as a performing artist, vocalist, pianist, and music educator are matched only by his unwavering dedication to community service, advocacy, and education. Through his numerous roles and endeavors, Jimmy continues to make a lasting impact on Tolleson and beyond, leaving an indelible mark on the lives of those he encounters.



Supervisor Steve Gallardo

Maricopa County



Phone: 602-506-7092

Email: district5@maricopa.gov

Supervisor Steve Gallardo was born in Phoenix, Arizona. He is a 4th generation Arizona native. In 2002, Gallardo was elected to the State House of Representative in a new legislative district covering the southwest valley. In October of 2001, Gallardo was appointed to the Cartwright Elementary School Governing Board to fulfill an unexpired term and then later elected in 2002 and in 2010 for a 4-year term.



Council Member Peggy McMahon

Town of Fountain Hills



Email: pmcmahon@fountainhillsaz.gov

Phone: 480-326-6777

Peggy McMahon relocated to Fountain Hills from Southern California in 2001 and hasn't looked back! She loves living in Fountain Hills and being part of our unique community.

Councilmember McMahon spent about thirty-five years working in estate planning and taxation areas of law. In Arizona, she worked for Snell & Wilmer law firm, as a VP Trust and Estate Tax Officer with JPMorgan in Scottsdale and Chicago, and as a State Licensed Fiduciary with the Maricopa County Public Fiduciary. Councilmember McMahon has a Juris Doctor (not licensed) and a Paralegal Degree.

Councilmember McMahon enjoys volunteering for good causes and has served in many different volunteer positions with Hospice of the Valley, Homeward Bound, the Volunteer Expo and has participated in various local community events. She is involved with Friends In The Hills Women's Group, FH Women's Club, the FH Stitchers Of Hope (making masks for frontline workers, and clothes for children in third world countries) and various local women business owners associations.

Councilmember McMahon is married to David Adkins and between them have four adult sons and five grandchildren. Before retiring, she and David were partners in Global Business Management Consultants LLC specializing in Project Management for companies and universities worldwide. Councilmember McMahon enjoys international travel, golf, fly fishing and making quilts.

Other Activities Include:

- East Valley Partnership, Board of Directors
- Valley Metro RPTA & Valley Rail Boards of Directors
- Maricopa County of Government (MAG), Economic Development Committee, with interest in MAG's Homeless Regional Planning Strategy Division
- League of Cities and Towns, Neighborhoods, Sustainability & Quality of Life Committee
- Council Sub-Committee, Pedestrian and Traffic Safety

Council Member McMahon

- Town of Fountain Hills CARES Forum Committee
- Town of Fountain Hills Dementia Friendly Committee



Council Member Kenny Buckland

Town of Gilbert



Email: kenny.buckland@gilbertaz.gov

Office:

Kenny has been focused on growing his leadership skills for almost 40 years. From his teenage years of managing the family business to being second in command of the Gilbert Police Department, serving numerous roles, including SWAT Commander. Kenny spearheaded the Data Driven Approaches to Crime and Traffic Safety (DDACTS) program, where with no more time, staffing, or money, Gilbert reduced crime by 46% in the highest crime area. Kenny also served as Class Commander for DDACTS training to agencies around the nation. After retiring, Kenny supported law enforcement in counterterrorism and protecting our borders as a senior leader in long range surveillance technology. Additionally, Kenny has owned his own business in document scanning and video redactions, has served as a global crisis manager, and served as a Senior Director in both Sales and Strategic Partnerships. Purpose has been his north star. Servant leadership has been the key to success.

Kenny holds a master's degree in educational leadership and a bachelor's degree in criminal justice. He is a graduate of the distinguished FBI National Academy Command College and Northwestern University School of Police Staff and Command. Kenny was honored to have spent eight years as the Arizona Senate President appointee to the DUI Abatement Council. Kenny holds a third degree blackbelt in Judo, having both competed and coached.

Kenny and his wife, Dawn Marie, have a blended family of five adult children and two grandchildren, and they value spending every moment they can with their family.



Council Member Bryan McClure

Town of Queen Creek



email: Bryan.McClure@QueenCreekAZ.gov

Bryan McClure was elected to the Town Council in August 2022. He represents the Town of Queen Creek on the PHX East Valley Partnership Board of Directors as well as on the Valley Metro Regional Public Transportation Authority (RPTA) Board of Directors. McClure also serves on the Town's Parks and Recreation Advisory Committee.

Council Member McClure grew up on Barney Farms in Queen Creek. After graduating from Queen Creek High School, he served a two-year Spanish speaking mission in Nashville, Tennessee. Council Member McClure obtained a degree from Arizona State University and was an Airport Planner for the City of Phoenix before working for himself.

He and his wife, Michelle, have five children and own an investment advisory business. They are active in the Queen Creek Chamber of Commerce and their church. Council Member McClure enjoys travel, hiking, and serving the community.

Current Committee Appointments

- Parks and Recreation Advisory Committee (PRAC)
- PHX East Valley Partnership Board of Directors



Mayor BG Bratcher

Town of Wickenburg



Phone: 928-684-5451 Ext. 1518

Email: bbratcher@wickenburgaz.gov

First Elected: 2020

Current Term: 2024 through 2028

About BG

BG Bratcher is a passionate advocate for Wickenburg and is deeply committed to the town and its residents. Her active involvement in the community is reflected in her frequent volunteer work with both the Town and various local organizations. As Mayor, she is excited to apply her strong analytical skills, open-minded approach, attention to detail, and practical problem-solving abilities to help guide Wickenburg toward continued success and growth.

A REALTOR® since 2004, BG has called Wickenburg home since 2011. She previously served on the Town's Economic Development Advisory Commission and played a key role in founding the Historic Wickenburg Downtown Merchants Association, where she also served on the Board. Mayor Bratcher believes in the power of collaboration and encourages residents to reach out, knowing that "together we can make a difference."

Mayor Bratcher also serves on MAG Regional Council.



Mayor Michael LeVault

Town of Youngtown



Email: youngtownazmayor@levault.net

Office:



Valley Metro.org | 101 N. First Avenue | Suite 1300 | Phoenix, AZ 85003
T 602.262.7433 F 602.262.2682 TTY 602.251.2039

**ADMINISTRATIVE CODE
OF
THE REGIONAL PUBLIC
TRANSPORTATION AUTHORITY**

**Board Approved
November 21, 2013**

REGIONAL PUBLIC TRANSPORTATION AUTHORITY
ADMINISTRATIVE CODE
ADOPTED November 21, 2013

INDEX

ARTICLE I	<u>BOARD OF DIRECTORS</u>	1
ARTICLE II	<u>OFFICE</u>	1
ARTICLE III	<u>MEETINGS</u>	1
Section 1.	<u>REGULAR MEETINGS</u>	1
Section 2.	<u>SPECIAL MEETINGS</u>	1
Section 3.	<u>AGENDA</u>	1
Section 4.	<u>MEETINGS PUBLIC</u>	1
Section 5.	<u>NOTICES OF MEETINGS</u>	2
Section 6.	<u>EXECUTIVE SESSIONS</u>	2
Section 7.	<u>ATTENDANCE</u>	2
ARTICLE IV	<u>CONDUCT OF BUSINESS</u>	2
Section 1.	<u>QUORUM</u>	2
Section 2.	<u>TRANSACTING BUSINESS</u>	2
Section 3.	<u>REQUESTS FOR WEIGHTED VOTE</u>	2
Section 4.	<u>VOTING REQUIREMENTS</u>	2
Section 5.	<u>ORDER OF BUSINESS</u>	3
Section 6.	<u>COMMITTEES OF THE BOARD</u>	3
Section 7.	<u>RECORDS AND RECORDED VOTES</u>	3
Section 8.	<u>PARLIAMENTARY PROCEDURE</u>	3
ARTICLE V	<u>OFFICERS AND PERSONNEL</u>	4
Section 1.	<u>QUALIFICATIONS</u>	4
Section 2.	<u>TERMS OF OFFICE</u>	4
Section 3.	<u>ELECTION OF OFFICERS</u>	4
Section 4.	<u>THE CHAIR</u>	4
Section 5.	<u>VICE CHAIR</u>	4
Section 8.	<u>VACANCIES</u>	5
Section 9.	<u>REMOVAL OF OFFICERS</u>	5
Section 10.	<u>COMPENSATION OF BOARD AND OFFICERS OF BOARD</u>	5
Section 11.	<u>REIMBURSEMENT FOR EXPENSES</u>	5
Section 12.	<u>THE EXECUTIVE DIRECTOR</u>	5
Section 13.	<u>INDEMNIFICATION</u>	6
ARTICLE VI	<u>FISCAL YEAR</u>	7
ARTICLE VII	<u>CONFLICT OF INTEREST</u>	7
ARTICLE VIII	<u>MODIFICATION OF ADMINISTRATIVE CODE</u>	7

PREAMBLE

THE REGIONAL PUBLIC TRANSPORTATION AUTHORITY was created by Sections 15 through 29 of Chapter 308, Laws of 1985, and re-codified by Chapter 132, Laws of 1995. Those enactments hereinafter are referred to as the Regional Public Transportation Authority Act (“**Act**”). The authority to adopt this Administrative Code of the Regional Public Transportation Authority (“**Administrative Code**”) is expressly conferred by A.R.S. Section 48-5122. Some rules governing the internal affairs of the Board of Directors are contained in the Act, while others are to be established by the Board. References to provisions of the Act in the Administrative Code or to other provisions of the Arizona Revised Statutes shall be to those provisions as may be amended from time to time.

The provisions of this Administrative Code are authorized pursuant to the following Arizona statutes. Copies of these statutes are attached hereto as Appendix B for easy reference.

- A.R.S. Section 48-5122 (Authority to adopt an administrative code)
- A.R.S. Sections 38-431, *et seq.* (Arizona Open Meeting Law)
- A.R.S. Section 28-6531 (Determination of population in connection with weighted vote)
- A.R.S. Section 48-5105.D (Weighted vote)
- A.R.S. Section 48-5105.E (Approval of preliminary regional public transportation system plan)
- A.R.S. Section 48-5105 (Qualification of Board members)
- A.R.S. Section 48-5105.B (Terms of office of Board members)

**ADMINISTRATIVE CODE
OF
THE REGIONAL PUBLIC TRANSPORTATION AUTHORITY**

**ARTICLE I
BOARD OF DIRECTORS**

The Board of Directors (“**Board**”) of the Regional Public Transportation Authority (“**Authority**”) shall have and exercise such authority as is vested in it by law and this Administrative Code.

**ARTICLE II
OFFICE**

The Board may designate, locate and relocate its executive and business office and such other offices or divisions as in its judgment are needed to conduct the business of the Authority.

**ARTICLE III
MEETINGS**

Section 1. REGULAR MEETINGS. Regular meetings of the Board shall be held at the time and place set by the Board. The Chair of the Board may elect to cancel a regularly scheduled meeting of the Board if it is not likely that a quorum will be in attendance.

Section 2. SPECIAL MEETINGS. Special meetings may be called by the Chair of the Board whenever, in his or her opinion, such a meeting is necessary or desirable, or whenever the same is requested in writing of the Chair by at least two (2) members of the Board.

Section 3. AGENDA. Agendas for regular and special meetings of the Board shall be set by the Chair. In addition, items shall be placed on an agenda if requested by at least two (2) members of the Board. To accommodate a Board member unable to attend a Board meeting, prior to the Board meeting the Board member eligible to vote may request, either verbally or in writing, that voting on an agenda item be continued until the next regularly scheduled Board meeting and such request shall be granted. The Board is required to honor only one such request to continue an agenda item but may grant additional requests at its discretion. If the Board member requesting the continuance of an agenda attends the meeting, the item shall not be continued.

Section 4. MEETINGS PUBLIC. All meetings of a quorum of the Board or any advisory committee thereof shall comply with the State Open Meeting Law, A.R.S. Sections 38-431, *et seq.*, and individual Board members shall comply with the State Open Meeting Law when acting in their official capacity outside of formally called Board meetings.

Section 5. NOTICES OF MEETINGS. Notices of all Board and committee meetings including required agenda information shall comply with Arizona Revised Statutes, Section 38-431, *et seq.* (the “**State Open Meeting Law**”).

Section 6. EXECUTIVE SESSIONS. Executive sessions of the Board may be held for purposes of discussing/considering personnel issues; non-public records; legal advice; the Board’s position on contract negotiations, litigation or claim settlement; and any other purpose authorized by A.R.S. Title 38, Chapter 3, Article 3.1.

Section 7. ATTENDANCE. Members may attend meetings in person or via two-way electronic communication whereby the persons attending the meeting are able to hear each other. Members who fail to attend more than two successive regular meetings of the Board without either prior notice to the Chair or providing a designated alternate approved by the city, town or county member of the RPTA to attend in the Board member’s place, shall be deemed ineligible to serve on the Board, and the city, town or county the member represents shall be asked to designate a new representative.

ARTICLE IV CONDUCT OF BUSINESS

Section 1. QUORUM. No business of the Board shall be transacted except at a regular or special meeting at which a quorum is in attendance (see: Art. III, § 7.). A quorum is defined as a majority of the total authorized membership of the Board.

Section 2. TRANSACTIONING BUSINESS. Matters proposed to the Board shall be approved based upon the affirmative vote of a majority of the quorum then in attendance (see: Art. III, § 7) provided, however, that if a member of the Board eligible to vote requests a weighted vote, then approval shall be based upon the affirmative vote of a majority of the represented population (determined pursuant to A.R.S. Section 48-5105.D) of all Board members whether or not all Board members are then present. “**Population**” is defined as the total population of all of the municipality members of the RPTA plus the unincorporated portions of Maricopa County, as determined in accordance with A.R.S. Section 28-6531.

Section 3. REQUESTS FOR WEIGHTED VOTE. A voting Board member may request that any item may be reconsidered pursuant to a weighted vote. All timely requests for reconsideration pursuant to a weighted vote shall be honored.

Section 4. VOTING REQUIREMENTS.

(a) In that event, a majority of the weighted vote shall be required. Weighted voting shall be carried out according to the provisions of A.R.S. Section 48-5105.D. Appendix A to this Administrative Code sets out the weighted vote of the members of the Authority based on the current decennial or (if applicable) special census for each member conducted pursuant to A.R.S. Section 28-6531. Appendix A

shall be updated as and when the results of such decennial or special census is updated and published by the Department of Economic Security.

(b) Preliminary approval of a regional public transportation system plan shall be in accordance with A.R.S. Section 48-5105.E.

Section 5. ORDER OF BUSINESS.

(a) The business of all regular meetings of the Board shall be transacted in an order that is practicable, with the provision that the Chair or a majority of the Board may, at any time, invite public comment with respect to a proposed action, prior to acting upon such matter.

(b) The order of business shall adhere to the items set forth in the agenda, unless modified by the Chair.

Section 6. COMMITTEES OF THE BOARD.

(a) Powers. The Board may, by resolution passed by a majority of the authorized members of the Board or (if requested) a majority of the weighted vote of the Board, designate one or more committees. Each such committee shall consist of at least two (2) Board members selected by the Board. Such committees shall have such names as may be determined from time to time by resolution of the Board; provided, however, that no such committee may exercise the authority of the Board of Directors.

(b) Meetings. Committees shall comply with the State Open Meeting Law, shall keep regular meeting minutes of the proceedings, and shall report their proceedings to the Board.

Section 7. RECORDS AND RECORDED VOTES. All ordinances, resolutions and orders, as soon as practicable after their passage, shall be recorded in a book kept for that purpose. The Secretary shall record the ayes and nays on roll call votes. A record shall also be made of all other proceedings of the Board, minutes of the meetings, reports entered into the record, certificates, contracts, bonds given by officers, employees, and any other agents of the Authority, and all official acts. Said records shall be public records, except for minutes of executive sessions, and shall be open for inspection as required by law.

Section 8. PARLIAMENTARY PROCEDURE. The current edition of Roberts' Rules of Order newly revised shall govern parliamentary procedure, except as herein provided, or as otherwise provided by law.

ARTICLE V
OFFICERS AND PERSONNEL

Section 1. QUALIFICATIONS. Board members shall be elected officials of member municipalities or Maricopa County, appointed in accordance with A.R.S. Section 48-5105.

Section 2. TERMS OF OFFICE. The terms of office of the Board members shall be two (2) years as provided by A.R.S. Section 48-5105.B.

Section 3. ELECTION OF OFFICERS. At the last regular meeting or special meeting of the fiscal year, the Board of Directors shall elect officers from its membership to serve as Chair, Vice Chair and Treasurer. Officers elected at the meeting will assume their duties on July 1 of the new fiscal year. The term of each office shall be one (1) year. Officers may be elected to serve up to a total of two (2) consecutive years in the same position upon Board approval. Officers shall serve until their successors have been elected, unless (i) an officer's term of office as an elected official has expired; (ii) the officer has been removed from Board office pursuant to Article V, Section 9; or (iii) the officer ceases to serve in an elected capacity on the Board of Directors. The officers shall be elected by a majority of the total authorized membership of the Board or by weighted vote, if requested. The vote may be by voice vote, show of hands, or rising, as determined by the Chair.

Section 4. THE CHAIR. The Chair shall preside at all Board meetings, and shall be the chief policy officer of the Authority. Except as otherwise authorized by action of the Board, the Chair or the Chair's designee shall sign all required Board approved resolutions, financial instruments, and other documents necessary for the conduct of business by the Authority.

Section 5. VICE CHAIR. The Vice Chair shall preside at all meetings and act as chief policy officer of the Authority during the absence of the Chair and whenever the Chair is unable to act or when there is a vacancy in the office of Chair.

Section 6. THE SECRETARY. The Secretary shall be responsible for keeping records of the Authority, for the recording of all votes, and shall see that the proceedings of the Board are recorded in a minute book kept for that purpose, which shall be an official record of the Board, and shall perform all duties incident to the office and as required by the Regional Public Transportation Authority Act. The official records shall be maintained in the office of the Authority. These duties are assigned to the Chief Executive Officer who may designate these responsibilities to staff.

Section 7. THE TREASURER. The Treasurer provides review and oversight of the financial records of the Authority and performs such other duties as are normally performed by treasurers and specifically assigned or delegated by the Board. The Treasurer is responsible to review expenditures by the Authority that exceed \$100,000. The RPTA Chief Executive Officer shall provide a monthly expense ledger of all expenditures exceeding the \$100,000 threshold

to the Treasurer for review within 30 days of the end of each calendar month. If the Treasurer finds any questionable expenditure, he/she shall inform the Chief Executive Officer who shall provide all necessary information to satisfy the Treasurer. If the Treasurer is not satisfied with the information provided by the Chief Executive Officer, the Treasurer shall bring the questioned expenditure(s) to the Board for review.

Any expenditure of the RPTA in excess of \$100,000 which is not within the Board adopted budget must be presented to and approved by the Treasurer in writing before payment is issued.

Section 8. VACANCIES. Any vacancy occurring in any office shall be filled for the unexpired term in the same manner as is provided for the selection of full term officers, except that the vote to fill such vacancy shall occur at the next regular or special meeting of the Board following the occurrence of the vacancy.

Section 9. REMOVAL OF OFFICERS. Any officer elected to an office by the Board may be removed from office by the Board upon the affirmative vote of two-thirds (2/3) of the authorized members of the Board or a two-thirds (2/3) weighted vote of the authorized members of the Board if a weighted vote is called. Such action shall be initiated by a motion made at a regular meeting, but the vote shall not be called for until the next regular meeting or at a special meeting called for the purpose of considering such motion. The Secretary shall cause to be delivered or shall mail a copy of the motion to remove to the affected member at least seven (7) days prior to the meeting at which the motion is to be voted upon.

Section 10. COMPENSATION OF BOARD AND OFFICERS OF BOARD. Members of the Board shall not receive nor be entitled to any compensation for their services.

Section 11. REIMBURSEMENT FOR EXPENSES. Members of the Board shall be entitled to reimbursement for actual expenses incurred and approved for reimbursement by the Chief Executive Officer pursuant to Board policy.

Section 12. THE CHIEF EXECUTIVE OFFICER.

(a) The Board shall appoint a Chief Executive Officer who shall serve for such term and upon such conditions, as the Board, from time to time, may establish, including salary, benefits and other compensation.

(b) The Chief Executive Officer shall have the following powers, duties, and responsibilities:

(1) The active, general management of the business of the Authority, consistent with the purposes and the general policies of the Authority as expressed in the resolutions and actions of the Board and the Act.

(2) Maintaining financial records and books of account, and preparation of a regular financial statement under supervision of the Treasurer.

(3) The hiring, discharge, salary determination, and general supervision and direction of all employees of the Authority which shall be based upon their respective qualifications and capabilities in accordance with state and federal affirmative action policies.

(4) Retaining lawyers, accountants, other professionals, consultants and contractors as the Board requires and approves.

(5) Reporting on the operations and progress of the projects of the Authority and upon all other matters within his or her knowledge which may be of concern to the Board.

(6) Directing the work and reviewing the progress estimates of all consultants, contractors, and others doing business with the Authority, and taking such action as is indicated, including (without limitation) negotiating, assigning and terminating contracts.

(7) Executing contracts pursuant to the Authority's procurement code.

(8) Establishing vanpool fares consistent with Board guidelines.

(9) Develop plans and programs.

(10) Such other duties as may be outlined in the Chief Executive Officer's contract and as delegated by the Board or the Chair of the Board.

Section 13. INDEMNIFICATION. Each Board member and employee while serving in his or her official capacity and each employee while acting within the scope of their employment shall be indemnified by the Authority against all costs and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she may be involved or to which he or she may be made a party by reasons of his or her being or having been such Board member or employee, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to be liable for willful or wanton negligence, intentional misconduct, or criminal, dishonest, fraudulent or intentional wrongful acts or omissions in the performance of his or her duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the cost of litigation, but only if the Authority is advised in writing by legal counsel that in the opinion of legal counsel the person indemnified did not commit such willful or wanton negligence or intentional misconduct, criminal, dishonest, fraudulent, or intentionally wrongful act or omission. The foregoing right of indemnification shall not be exclusive of other rights to which the indemnified party may be entitled as a matter of law or agreement.

ARTICLE VI
FISCAL YEAR

The fiscal year of the Authority shall commence on July 1 and end on June 30 of each succeeding year.

ARTICLE VII
CONFLICT OF INTEREST

Members of the Board of Directors and all employees and agents of the Authority shall comply with the State Conflict of Interest Law, A. R. S. Sections 38-501, *et seq.*

ARTICLE VIII
MODIFICATION OF ADMINISTRATIVE CODE

This Administrative Code may be revised or amended by a majority vote or a majority of the weighted vote, if requested, at any regular meeting of the Board or at any special meeting of the Board called for that purpose, provided that in either instance notice of proposed revisions or amendments has been delivered or mailed to each Board member at least seven (7) days in advance of the meeting at which such revisions or amendments are considered.

The foregoing is the official Administrative Code of the Regional Public Transportation Authority as of November 21, 2013.

APPENDIX A

The weight accorded each vote is determined by forming a fraction the denominator of which is the total population of all members of RPTA, and the numerator of which is the population of each respective member municipality (or in the case of Maricopa County, the population of the unincorporated portion of the County). Any member's weight that exceeds forty percent must be reduced to a fraction equaling forty percent (40%), but such reduction shall not affect the weighted votes of other members. The weighted vote for each member of the Authority as of the most recent decennial or (if applicable) special census conducted pursuant to A.R.S. Section 28-6531 is set forth below.

Regional Public Transportation Authority

Weighted Vote Worksheet

Weighted Vote:

Agenda Item:

Jurisdiction	Population*	Weight	Vote	YES	NO
Avondale	76,238	2.05			
Buckeye	50,876	1.37			
Chandler	236,123	6.35			
El Mirage	31,797	0.86			
Gilbert	208,453	5.61			
Glendale	226,721	6.10			
Goodyear	65,275	1.76			
Maricopa County	274,150	7.37			
Mesa	439,041	11.81			
Peoria	154,058	4.14			
Phoenix	1,445,632	38.88			
Scottsdale	217,385	5.85			
Surprise	117,517	3.16			
Tempe	161,719	4.35			
Tolleson	6,545	0.18			
Wickenburg	6,363	0.17			
Total	3,717,893	100.00			

* Note:

April 1, 2010 Population Estimates, 2010 Census Survey

Type Y for yes vote, N for no vote

1-Jul-11

**APPENDIX B
ARIZONA REVISED STATUTES**

A.R.S. 38-431. Definitions

In this article, unless the context otherwise requires:

1. "Advisory committee" or "subcommittee" means any entity, however designated, that is officially established, on motion and order of a public body or by the presiding officer of the public body, and whose members have been appointed for the specific purpose of making a recommendation concerning a decision to be made or considered or a course of conduct to be taken or considered by the public body.
2. "Executive session" means a gathering of a quorum of members of a public body from which the public is excluded for one or more of the reasons prescribed in section 38-431.03. In addition to the members of the public body, officers, appointees and employees as provided in section 38-431.03 and the auditor general as provided in section 41-1279.04, only individuals whose presence is reasonably necessary in order for the public body to carry out its executive session responsibilities may attend the executive session.
3. "Legal action" means a collective decision, commitment or promise made by a public body pursuant to the constitution, the public body's charter, bylaws or specified scope of appointment and the laws of this state.
4. "Meeting" means the gathering, in person or through technological devices, of a quorum of members of a public body at which they discuss, propose or take legal action, including any deliberations by a quorum with respect to such action.
5. "Political subdivision" means all political subdivisions of this state, including without limitation all counties, cities and towns, school districts and special districts.
6. "Public body" means the legislature, all boards and commissions of this state or political subdivisions, all multimember governing bodies of departments, agencies, institutions and instrumentalities of the state or political subdivisions, including without limitation all corporations and other instrumentalities whose boards of directors are appointed or elected by the state or political subdivision. Public body includes all quasi-judicial bodies and all standing, special or advisory committees or subcommittees of, or appointed by, the public body.
7. "Quasi-judicial body" means a public body, other than a court of law, possessing the power to hold hearings on disputed matters between a private person and a public agency and to make decisions in the general manner of a court regarding such disputed claims.

A.R.S. Section 38-431.01. Meetings shall be open to the public

- A. All meetings of any public body shall be public meetings and all persons so desiring shall be permitted to attend and listen to the deliberations and proceedings. All legal action of public bodies shall occur during a public meeting.
- B. All public bodies shall provide for the taking of written minutes or a recording of all their meetings, including executive sessions. For meetings other than executive sessions, such minutes or recording shall include, but not be limited to:
 1. The date, time and place of the meeting.
 2. The members of the public body recorded as either present or absent.
 3. A general description of the matters considered.
 4. An accurate description of all legal actions proposed, discussed or taken, and the names of members who propose each motion. The minutes shall also include the names of the persons, as given, making statements or presenting material to the public body and a reference to the legal action about which they made statements or presented material.
- C. Minutes of executive sessions shall include items set forth in subsection B, paragraphs 1, 2 and 3 of this section, an accurate description of all instructions given pursuant to section 38-

431.03, subsection A, paragraphs 4, 5 and 7 and such other matters as may be deemed appropriate by the public body.

D. The minutes or a recording of a meeting shall be available for public inspection three working days after the meeting except as otherwise specifically provided by this article.

E. A public body of a city or town with a population of more than two thousand five hundred persons shall:

1. Within three working days after a meeting, except for subcommittees and advisory committees, post on its internet website, if applicable, either:

(a) A statement describing the legal actions taken by the public body of the city or town during the meeting.

(b) Any recording of the meeting.

2. Within two working days following approval of the minutes, post approved minutes of city or town council meetings on its internet website, if applicable, except as otherwise specifically provided by this article.

3. Within ten working days after a subcommittee or advisory committee meeting, post on its internet website, if applicable, either:

(a) A statement describing legal action, if any.

(b) A recording of the meeting.

F. All or any part of a public meeting of a public body may be recorded by any person in attendance by means of a tape recorder or camera or any other means of sonic reproduction, provided that there is no active interference with the conduct of the meeting.

G. The secretary of state for state public bodies, the city or town clerk for municipal public bodies and the county clerk for all other local public bodies shall distribute open meeting law materials prepared and approved by the attorney general to a person elected or appointed to a public body prior to the day that person takes office.

H. A public body may make an open call to the public during a public meeting, subject to reasonable time, place and manner restrictions, to allow individuals to address the public body on any issue within the jurisdiction of the public body. At the conclusion of an open call to the public, individual members of the public body may respond to criticism made by those who have addressed the public body, may ask staff to review a matter or may ask that a matter be put on a future agenda. However, members of the public body shall not discuss or take legal action on matters raised during an open call to the public unless the matters are properly noticed for discussion and legal action.

I. A member of a public body shall not knowingly direct any staff member to communicate in violation of this article.

A.R.S. Section 38-431.02. Notice of meetings

A. Public notice of all meetings of public bodies shall be given as follows:

1. The public bodies of the state shall file a statement with the secretary of state stating where all public notices of their meetings will be posted and shall give such additional public notice as is reasonable and practicable as to all meetings.

2. The public bodies of the counties, school districts and other special districts shall file a statement with the clerk of the board of supervisors stating where all public notices of their meetings will be posted and shall give such additional public notice as is reasonable and practicable as to all meetings.

3. The public bodies of the cities and towns shall file a statement with the city clerk or mayor's office stating where all public notices of their meetings will be posted and shall give such additional public notice as is reasonable and practicable as to all meetings.

4. The public bodies of the cities and towns that have an internet web site shall post all public notices of their meetings on their internet web site and shall give additional public notice as is reasonable and practicable as to all meetings. A technological problem or failure that either

prevents the posting of public notices on a city or town web site or that temporarily or permanently prevents the usage of all or part of the web site does not preclude the holding of the meeting for which the notice was posted if all other public notice requirements required by this section are complied with.

B. If an executive session will be held, the notice shall be given to the members of the public body, and to the general public, stating the specific provision of law authorizing the executive session.

C. Except as provided in subsections D and E, meetings shall not be held without at least twenty-four hours' notice to the members of the public body and to the general public.

D. In case of an actual emergency, a meeting, including an executive session, may be held on such notice as is appropriate to the circumstances. If this subsection is utilized for conduct of an emergency session or the consideration of an emergency measure at a previously scheduled meeting the public body must post a public notice within twenty-four hours declaring that an emergency session has been held and setting forth the information required in subsections H and I.

E. A meeting may be recessed and resumed with less than twenty-four hours' notice if public notice of the initial session of the meeting is given as required in subsection A, and if, prior to recessing, notice is publicly given as to the time and place of the resumption of the meeting or the method by which notice shall be publicly given.

F. A public body that intends to meet for a specified calendar period, on a regular day, date or event during such calendar period, and at a regular place and time, may post public notice of such meetings at the beginning of such period. Such notice shall specify the period for which notice is applicable.

G. Notice required under this section shall include an agenda of the matters to be discussed or decided at the meeting or information on how the public may obtain a copy of such an agenda. The agenda must be available to the public at least twenty-four hours prior to the meeting, except in the case of an actual emergency under subsection D.

H. Agendas required under this section shall list the specific matters to be discussed, considered or decided at the meeting. The public body may discuss, consider or make decisions only on matters listed on the agenda and other matters related thereto.

I. Notwithstanding the other provisions of this section, notice of executive sessions shall be required to include only a general description of the matters to be considered. Such agenda shall provide more than just a recital of the statutory provisions authorizing the executive session, but need not contain information that would defeat the purpose of the executive session, compromise the legitimate privacy interests of a public officer, appointee or employee, or compromise the attorney-client privilege.

J. Notwithstanding subsections H and I, in the case of an actual emergency a matter may be discussed and considered and, at public meetings, decided, where the matter was not listed on the agenda provided that a statement setting forth the reasons necessitating such discussion, consideration or decision is placed in the minutes of the meeting and is publicly announced at the public meeting. In the case of an executive session, the reason for consideration of the emergency measure shall be announced publicly immediately prior to the executive session.

K. Notwithstanding subsection H, the chief administrator, presiding officer or a member of a public body may present a brief summary of current events without listing in the agenda the specific matters to be summarized, provided that:

1. The summary is listed on the agenda.
2. The public body does not propose, discuss, deliberate or take legal action at that meeting on any matter in the summary unless the specific matter is properly noticed for legal action.

A.R.S. Section 38-431.03. Executive sessions

A. Upon a public majority vote of the members constituting a quorum, a public body may hold an executive session but only for the following purposes:

1. Discussion or consideration of employment, assignment, appointment, promotion, demotion, dismissal, salaries, disciplining or resignation of a public officer, appointee or employee of any public body, except that, with the exception of salary discussions, an officer, appointee or employee may demand that the discussion or consideration occur at a public meeting. The public body shall provide the officer, appointee or employee with written notice of the executive session as is appropriate but not less than twenty-four hours for the officer, appointee or employee to determine whether the discussion or consideration should occur at a public meeting.
2. Discussion or consideration of records exempt by law from public inspection, including the receipt and discussion of information or testimony that is specifically required to be maintained as confidential by state or federal law.
3. Discussion or consultation for legal advice with the attorney or attorneys of the public body.
4. Discussion or consultation with the attorneys of the public body in order to consider its position and instruct its attorneys regarding the public body's position regarding contracts that are the subject of negotiations, in pending or contemplated litigation or in settlement discussions conducted in order to avoid or resolve litigation.
5. Discussions or consultations with designated representatives of the public body in order to consider its position and instruct its representatives regarding negotiations with employee organizations regarding the salaries, salary schedules or compensation paid in the form of fringe benefits of employees of the public body.
6. Discussion, consultation or consideration for international and interstate negotiations or for negotiations by a city or town, or its designated representatives, with members of a tribal council, or its designated representatives, of an Indian reservation located within or adjacent to the city or town.
7. Discussions or consultations with designated representatives of the public body in order to consider its position and instruct its representatives regarding negotiations for the purchase, sale or lease of real property.

B. Minutes of and discussions made at executive sessions shall be kept confidential except from:

1. Members of the public body which met in executive session.
 2. Officers, appointees or employees who were the subject of discussion or consideration pursuant to subsection A, paragraph 1 of this section.
 3. The auditor general on a request made in connection with an audit authorized as provided by law.
 4. A county attorney or the attorney general when investigating alleged violations of this article.
- C. The public body shall instruct persons who are present at the executive session regarding the confidentiality requirements of this article.
- D. Legal action involving a final vote or decision shall not be taken at an executive session, except that the public body may instruct its attorneys or representatives as provided in subsection A, paragraphs 4, 5 and 7 of this section. A public vote shall be taken before any legal action binds the public body.

E. Except as provided in section 38-431.02, subsections I and J, a public body shall not discuss any matter in an executive session which is not described in the notice of the executive session.

F. Disclosure of executive session information pursuant to this section or section 38-431.06 does not constitute a waiver of any privilege, including the attorney-client privilege. Any person receiving executive session information pursuant to this section or section 38-431.06 shall not disclose that information except to the attorney general or county attorney, by agreement with the public body or to a court in camera for purposes of enforcing this article. Any court that

reviews executive session information shall take appropriate action to protect privileged information.

A.R.S. Section 38-431.04. Writ of mandamus

Where the provisions of this article are not complied with, a court of competent jurisdiction may issue a writ of mandamus requiring that a meeting be open to the public.

A.R.S. Section 38-431.05. Meeting held in violation of article; business transacted null and void; ratification

A. All legal action transacted by any public body during a meeting held in violation of any provision of this article is null and void except as provided in subsection B.

B. A public body may ratify legal action taken in violation of this article in accordance with the following requirements:

1. Ratification shall take place at a public meeting within thirty days after discovery of the violation or after such discovery should have been made by the exercise of reasonable diligence.
2. The notice for the meeting shall include a description of the action to be ratified, a clear statement that the public body proposes to ratify a prior action and information on how the public may obtain a detailed written description of the action to be ratified.
3. The public body shall make available to the public a detailed written description of the action to be ratified and all deliberations, consultations and decisions by members of the public body that preceded and related to such action. The written description shall also be included as part of the minutes of the meeting at which ratification is taken.
4. The public body shall make available to the public the notice and detailed written description required by this section at least seventy-two hours in advance of the public meeting at which the ratification is taken.

A.R.S. Section 38-431.06. Investigations; written investigative demands

A. On receipt of a written complaint signed by a complainant alleging a violation of this article or on their own initiative, the attorney general or the county attorney for the county in which the alleged violation occurred may begin an investigation.

B. In addition to other powers conferred by this article, in order to carry out the duties prescribed in this article, the attorney general or the county attorney for the county in which the alleged violation occurred, or their designees, may:

1. Issue written investigative demands to any person.
2. Administer an oath or affirmation to any person for testimony.
3. Examine under oath any person in connection with the investigation of the alleged violation of this article.
4. Examine by means of inspecting, studying or copying any account, book, computer, document, minutes, paper, recording or record.
5. Require any person to file on prescribed forms a statement or report in writing and under oath of all the facts and circumstances requested by the attorney general or county attorney.

C. The written investigative demand shall:

1. Be served on the person in the manner required for service of process in this state or by certified mail, return receipt requested.
2. Describe the class or classes of documents or objects with sufficient definiteness to permit them to be fairly identified.
3. Prescribe a reasonable time at which the person shall appear to testify and within which the document or object shall be produced and advise the person that objections to or reasons for not complying with the demand may be filed with the attorney general or county attorney on or before that time.

4. Specify a place for the taking of testimony or for production of a document or object and designate a person who shall be the custodian of the document or object.

D. If a person objects to or otherwise fails to comply with the written investigation demand served on the person pursuant to subsection C, the attorney general or county attorney may file an action in the superior court for an order to enforce the demand. Venue for the action to enforce the demand shall be in Maricopa county or in the county in which the alleged violation occurred. Notice of hearing the action to enforce the demand and a copy of the action shall be served on the person in the same manner as that prescribed in the Arizona rules of civil procedure. If a court finds that the demand is proper, including that the compliance will not violate a privilege and that there is not a conflict of interest on the part of the attorney general or county attorney, that there is reasonable cause to believe there may have been a violation of this article and that the information sought or document or object demanded is relevant to the violation, the court shall order the person to comply with the demand, subject to modifications the court may prescribe. If the person fails to comply with the court's order, the court may issue any of the following orders until the person complies with the order:

1. Adjudging the person in contempt of court.
2. Granting injunctive relief against the person to whom the demand is issued to restrain the conduct that is the subject of the investigation.
3. Granting other relief the court deems proper.

A.R.S. Section 38-431.07. Violations; enforcement; removal from office; in camera review

A. Any person affected by an alleged violation of this article, the attorney general or the county attorney for the county in which an alleged violation of this article occurred may commence a suit in the superior court in the county in which the public body ordinarily meets, for the purpose of requiring compliance with, or the prevention of violations of, this article, by members of the public body, or to determine the applicability of this article to matters or legal actions of the public body. For each violation the court may impose a civil penalty not to exceed five hundred dollars against a person who violates this article or who knowingly aids, agrees to aid or attempts to aid another person in violating this article and order such equitable relief as it deems appropriate in the circumstances. The civil penalties awarded pursuant to this section shall be deposited into the general fund of the public body concerned. The court may also order payment to a successful plaintiff in a suit brought under this section of the plaintiff's reasonable attorney fees, by the defendant state, the political subdivision of the state or the incorporated city or town of which the public body is a part or to which it reports. If the court determines that a public officer with intent to deprive the public of information violated any provision of this article the court may remove the public officer from office and shall assess the public officer or a person who knowingly aided, agreed to aid or attempted to aid the public officer in violating this article, or both, with all of the costs and attorney fees awarded to the plaintiff pursuant to this section.

B. A public body shall not expend public monies to employ or retain legal counsel to provide legal services or representation to the public body or any of its officers in any legal action commenced pursuant to any provisions of this article, unless the public body has authority to make such expenditure pursuant to other provisions of law and takes a legal action at a properly noticed open meeting approving such expenditure prior to incurring any such obligation or indebtedness.

C. In any action brought pursuant to this section challenging the validity of an executive session, the court may review in camera the minutes of the executive session, and if the court in its discretion determines that the minutes are relevant and that justice so demands, the court may disclose to the parties or admit in evidence part or all of the minutes.

A.R.S. Section 38-431.08. Exceptions; limitation

A. This article does not apply to:

1. Any judicial proceeding of any court or any political caucus of the legislature.
2. Any conference committee of the legislature, except that all such meetings shall be open to the public.
3. The commissions on appellate and trial court appointments and the commission on judicial qualifications.
4. Good cause exception determinations and hearings conducted by the board of fingerprinting pursuant to section 41-619.55.

B. A hearing held within a prison facility by the board of executive clemency is subject to this article, except that the director of the state department of corrections may:

1. Prohibit, on written findings that are made public within five days of so finding, any person from attending a hearing whose attendance would constitute a serious threat to the life or physical safety of any person or to the safe, secure and orderly operation of the prison.
2. Require a person who attends a hearing to sign an attendance log. If the person is over sixteen years of age, the person shall produce photographic identification which verifies the person's signature.
3. Prevent and prohibit any articles from being taken into a hearing except recording devices, and if the person who attends a hearing is a member of the media, cameras.
4. Require that a person who attends a hearing submit to a reasonable search on entering the facility.

C. The exclusive remedies available to any person who is denied attendance at or removed from a hearing by the director of the state department of corrections in violation of this section shall be those remedies available in section 38-431.07, as against the director only.

D. Either house of the legislature may adopt a rule or procedure pursuant to article IV, part 2, section 8, Constitution of Arizona, to provide an exemption to the notice and agenda requirements of this article or to allow standing or conference committees to meet through technological devices rather than only in person.

A.R.S. Section 38-431.09. Declaration of public policy

It is the public policy of this state that meetings of public bodies be conducted openly and that notices and agendas be provided for such meetings which contain such information as is reasonably necessary to inform the public of the matters to be discussed or decided. Toward this end, any person or entity charged with the interpretations of this article shall construe any provision of this article in favor of open and public meetings.

A.R.S. Section 28-6531. Definitions

In this article, unless the context otherwise requires:

1. "Arterial street or highway" means a street or highway used primarily for through traffic in such manner that vehicular traffic from intersecting streets and highways is required by law to stop or yield before entering or crossing the street or highway.
2. "Bonds" means any bonds that are payable from the state highway fund as provided in chapter 21, article 1 of this title.
3. "Controlled access highway" has the same meaning prescribed in section 28-601.
4. "Population" means the population determined in the most recent United States decennial census or the most recent special census as provided in section 28-6532 and revisions to the decennial or special census certified by the United States bureau of the census.
5. "State highway fund" means the state highway fund established by section 28-6991.

A.R.S. Section 48-5105. Board of directors

A. A board composed of the following members shall govern the authority:

1. From each municipality that enters into the authority, one elected official who is appointed by the respective governing body of the municipality.
2. One county supervisor who is appointed by the county board of supervisors, if the county enters into the authority.

B. The term of each member is two years unless the member is no longer serving in the member's elected capacity, in which case the membership is vacant. The respective governing body shall fill a vacancy under subsection A of this section.

C. Each municipality or county may provide for an alternate board member who is also an elected official. Section 11-211, subsection A does not apply to a county supervisor serving on the board. If an elected official of a municipality is prohibited from serving on the board, the governing body of the municipality shall appoint an official of the municipality who is not prohibited from serving on the board.

D. The voting members of the authority are entitled to one vote for each member unless a voting member requests a weighted vote. If a weighted vote is requested, the following apply:

1. Each member of the board is entitled to a percentage vote based on the proportion of the population the member represents to the total population represented by all members of the board, except as provided in paragraph 4 of this subsection.
2. If a municipality is a member of the board, its proportion of the population shall be calculated on the basis of the population in the incorporated area of the municipality.
3. If the county is a member of the board, its proportion of the population shall be calculated on the basis of the population in the unincorporated area of the county.
4. The weighted vote of any single member shall not exceed forty per cent of the total weighted vote. If any member's proportion of the population as calculated in this subsection entitles it to a weighted vote in excess of forty per cent, the limitation on its percentage does not affect the calculation of the weighted vote of each other member.

E. For the purpose of preliminary approval of a regional public transportation system plan, the voting provisions of subsection D of this section apply, except that if a weighted vote is requested, in addition to the provisions provided in subsection D of this section relating to a weighted vote, a minimum of one-third of the voting members is also required for preliminary approval of the plan.

BY-LAWS
OF
VALLEY METRO RAIL, INC.

ARTICLE I - PURPOSES

Section 1. Authority. This Corporation is formed under the Arizona nonprofit corporation act (A.R.S. § 10-3101 et seq.) by certain cities within Maricopa County. It is the intention of the Members to utilize the authority granted under A.R.S. § 11-952 which authorizes cities and other public agencies to form a nonprofit corporation to jointly exercise their powers, and under the Urban Mass Transportation Systems Act and more specifically A.R.S. § 40-1152 which authorizes governmental entities to jointly form a nonprofit corporation to provide public transportation services.

ARTICLE II - DEFINITIONS

Section 1. Alternate Representative. One or more natural persons that have been designated by a Member to serve as Alternate Representatives and have the authority specified in these By-Laws.

Section 2. Capital Program. The Capital Program shall show projected revenues and capital expenditures for construction of the Minimum Operating Segment of the LRT for a multiple year period (initially expected to cover five Fiscal Years) commencing with the upcoming Fiscal Year. It shall include the following information for each Fiscal Year in the form of a cash flow analysis: the projected cost of LRT capital expenses; the projected amounts to be paid by each Member to the Corporation; the projected amounts to be paid directly for LRT expenses by each Member (e.g., for acquiring rights-of-way); and the projected revenues to be received from Federal funds or other funding sources.

Section 3. Component. The Components of the LRT are the individual items that collectively make up the LRT, such as light rail vehicles, track, bridge structures, and stations. The Board of Directors shall adopt guidelines to classify Components as either local or regional and classify the location of a Component when it overlaps the boundaries of the Members.

Section 4. Corporation. The VALLEY METRO RAIL, INC., an Arizona nonprofit corporation.

Section 5. Design and Construction Miles. The number of miles of LRT track that are within a Member's boundaries for which design or construction work is to be performed.

Section 6. Design and Construction Miles %. The ratio, expressed as a percentage, of a Member's Design and Construction Miles to the sum of the Design and Construction Miles of all of the Members.

Section 7. Fiscal Year. The Fiscal Year for the LRT shall commence on the first day of July and end on the thirtieth day of June.

Section 8. Initial Members. The City of Phoenix, the City of Tempe, the City of Mesa, and the City of Glendale.

Section 9. Joint Powers Agreement. The agreement between the Initial Members that was entered into for the purpose of planning, designing, constructing and operating the LRT, and provided for the formation of the Corporation as the instrumentality for jointly exercising the powers of the Initial Members.

Section 10. LRT. The Light Rail Transit Project (formerly known as “Central Phoenix/East Valley Light Rail Transit Project”) together with any extensions that are undertaken as provided in these By-Laws.

Section 11. Member. The Initial Members and other cities, towns, counties, and Indian tribes that are in the Phoenix metropolitan area that are admitted as Members.

Section 12. Minimum Operating Segment. The LRT as initially designed, which consists of 20.3 miles of light rail transit from approximately 19th Avenue and Bethany Home Road in Phoenix to the intersection of Longmore Drive and Main Street in Mesa. The Minimum Operating Segment does not include any extensions that may be added to the LRT.

Section 13. Rail Program Staff. Personnel that are working on the LRT under the supervision and control of the Corporation and at the expense of the Corporation as provided in Article XIII, Section 1, which is titled “Rail Program Staff.”

Section 14. Representative. The natural person designated by a Member to act on behalf of the Member on all matters concerning the Corporation. Each Member shall be bound by the acts of its Representative, and the Corporation may rely upon the act of a Representative the same as if such act were done by the Member.

Section 15. Revenue Service. An increment of track of the LRT is in Revenue Service when trains are in operation upon such increment and carrying fare-paying passengers on a regular basis.

Section 16. Weighted Votes Definitions. There are additional definitions in Article VII, Section 9 that are specific to the method of calculating the Weighted Votes.

ARTICLE III - MEMBERSHIP

Section 1. Members. The Members of the Corporation shall be the Initial Members and any additional cities, towns, counties, and Indian Tribes that are in the Phoenix metropolitan area that are admitted as Members in accordance with these By-Laws.

Section 2. Admission of New Members. Other cities, towns, counties, and Indian Tribes that are in the Phoenix metropolitan area may apply for membership. Such applicant shall be admitted as a Member and such membership shall become effective immediately after the following have occurred:

A. Such applicant has applied to be a Member.

B. Such applicant has executed and become a party to the Joint Powers Agreement, which requires the applicant to agree to comply with the provisions of the Articles of Incorporation, By-Laws, and other rules applicable to Members and be subject to the obligations of Members including the obligation to pay such applicant's share of the cost of planning, designing, constructing, and operating the LRT.

C. Such applicant has entered into an agreement with the Corporation that specifies the amount that such applicant is to contribute, if anything, to reimburse the other Members for the costs of designing and constructing the regional Components of the LRT that were expended prior to the applicant becoming a Member and specifies a payment plan for such amount.

D. Such applicant has paid the initial payment under the payment plan referred to in the preceding subsection.

If a county is to be admitted as a Member, the Board of Directors shall as part of the admission process agree to the modification of the Weighted Votes calculation method and the allocation of cost method to take into account that such proposed Member's political boundaries overlap the boundaries of Members who are cities. In all calculations under these By-Laws that are based upon "miles," the miles attributed to a county shall be only those miles that are (1) within such county, and (2) not within the boundaries of another Member.

ARTICLE IV - REPRESENTATIVES

Section 1. Appointment. Each Member is entitled to appoint one natural person to serve as that Member's Representative, and such Member shall notify the Corporation in writing of the person selected as the Representative. Such appointment is effective when the Corporation receives such notice. It is contemplated that the Representative and each Alternate Representative will be either an elected official, an officer, or an employee of a Member; however, these are not requirements and a Member may select any natural person as its Representative or Alternate Representative that such Member may lawfully appoint to act on its behalf with respect to the Corporation.

Section 2. Alternate Representative. A Member shall appoint between one and three natural persons as Alternate Representatives and such Member shall rank such Alternate Representatives in the order that they shall serve when the Representative is absent. If the Representative is not present at a meeting, then the Alternate Representative of a Member with

the highest rank who is present shall act in place of the Representative as provided in these By-Laws.

Section 3. Removal or Replacement. A Member may remove or replace its Representative and Alternate Representatives at any time by giving written notice to the Corporation. Such removal or replacement shall become effective when the Corporation receives such notice.

Section 4. Terms of Representatives and Alternate Representatives. Representatives and Alternate Representatives shall serve for terms of two years commencing with the first day of the Fiscal Year for which they were appointed. Representatives and Alternate Representatives shall continue to serve beyond the end of their term until their successor is appointed.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Members of the Board. The Board of Directors shall consist of the Representatives of the Members of the Corporation. If a Member removes a Representative, such person shall automatically be removed as a director at the same time when such person's removal as a Representative becomes effective. When a Member appoints a new Representative, such person shall automatically become a director at the same time that such person's appointment as a Representative becomes effective. No action of the Board of Directors shall be necessary for the appointment, removal or replacement of a person as director under this paragraph to become effective.

Section 2. Temporary Members of the Board. If a Director is absent from a meeting, then the highest ranking Alternate Representative of such Member who is present shall serve as temporary director at that meeting and may exercise all powers of a director. Reference to "Director" in these By-Laws shall include any temporary Director who is acting pursuant to the authorization in this paragraph.

ARTICLE VI - MEETINGS OF MEMBERS

No provision has been made in these By-Laws for meetings of Members, because it is not anticipated that there would be any need for such meetings. Each Member has representation on the Board of Directors and it is expected that all matters to be considered by the Corporation will be proposed, discussed and voted upon at meetings of the Board of Directors. There is no requirement for an annual meeting of the Members. In the event that a meeting of Members should be required, the voting shall be by Weighted Votes and each Member shall have the same number of Weighted Votes as when such Member's Representative is voting as a director.

ARTICLE VII - MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, except to the extent that and for such periods of time as the Board of Directors shall determine that regular meetings should be held more or less frequently.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by two or more Members upon three days notice to the other Members.

Section 3. Open Meeting Law. The Corporation shall comply with A.R.S. § 38-431 et seq. (“Open Meeting Law”) in conducting meetings of the Board of Directors, including the timing and manner of giving notice of meetings to the Directors and to the public.

Section 4. Meeting Notice and Agenda. The Executive Director shall prepare the notice of meeting and the initial draft of the agenda for each regular or special meeting and shall provide the notice and initial draft of the meeting agenda to each Director. Each Director shall be entitled to add items to the agenda by notifying the Executive Director of the additional item, and the Executive Director shall add such item to the agenda. The Executive Director shall give notice of the meeting and the agenda to the public in accordance with the Open Meeting Law and to the Directors with at least as much notice as is given to the public. In the event of an actual emergency, a meeting may be scheduled and noticed or an item may be considered that was not listed on the agenda as permitted under the Open Meeting Law.

Section 5. Voting Rights. All matters shall be decided by a majority of all of the Weighted Votes (not just the number of Weighted Votes represented at the meeting) unless a higher percentage of the Weighted Votes is specified in these By-Laws. Each Director shall have the number of Weighted Votes that are determined in accordance with this Article.

Section 6. Quorum Requirement. A quorum shall be required to conduct business. To constitute a quorum, there shall be at least three Directors present and the number of Weighted Votes held by the Directors who are present must be a majority of the Weighted Votes. The number of Weighted Votes required to decide a matter is based upon the sum of the Weighted Votes of all of the Members (which will be 100) and not the number of Weighted Votes that are voted at a meeting. Therefore, more than 50 Weighted Votes must be cast in favor of a matter for that matter to pass.

Section 7. Attendance. Subject to approval by the Board of Directors, a Director may attend and participate in a meeting by telephone, video conference, or other electronic means, and such attendance and participation shall have the same effect as though the Director was present in person.

Section 8. Weighted Votes. The number of Weighted Votes held by each Member’s Director shall be calculated using a formula that takes into account the percentage of funding contributed by that Member and the percentage of committed and planned miles of LRT track that are within such Member’s boundaries. The percentage calculated from the formula is then adjusted so that each Member will have a minimum vote and no Member’s vote will exceed fifty percent of the Weighted Votes. The number of Weighted Votes of each Member shall be re-determined annually prior to the start of each Fiscal Year based upon the adopted budget for such Fiscal Year.

Section 9. Weighted Votes Definitions.

A. Annual Contribution. The amount such Member is obligated to contribute under the budget adopted for the Fiscal Year for which the Weighted Votes are being determined.

B. Annual Contribution %. The ratio, expressed as a percentage, of a Member's Annual Contribution to the sum of the Annual Contributions of all of the Members.

C. Committed Miles. The number of miles of LRT track that are within a Member's boundaries that are currently operating, under construction, or for which preliminary engineering/final design has been undertaken. The categories of "Committed Miles" and "Planned Miles" are mutually exclusive and mileage of LRT track can be included in only one of these categories.

D. Committed Miles %. The ratio, expressed as a percentage, of a Member's Committed Miles to the sum of the Committed Miles of all of the Members.

E. Planned Miles. That number of miles of LRT track that are within a Member's boundaries that have been included in the regionally adopted long range transportation plan and for which there is a local funding source that are not Committed Miles. The categories of "Committed Miles" and "Planned Miles" are mutually exclusive and mileage of LRT track can be included in only one of these categories.

F. Planned Miles %. The ratio, expressed as a percentage, of a Member's Planned Miles to the sum of the Planned Miles of all of the Members.

G. Voting %. The percentage that is calculated under this section for each Member before such percentage is converted to the number of Weighted Votes.

H. Weighted Votes. Each Member's number of Weighted Votes shall be the number of percentage points that are equal to that Member's Voting %. This will result in the sum of the Weighted Votes of all of the Members being equal to 100.

Section 10. Voting % Calculation. Each Member's Voting % shall be calculated by the following steps in the order specified:

A. Each Member's Voting % shall be calculated under the following formula:

Voting % = 50% of Annual Contribution % + 40% of Committed Miles % + 10% of Planned Miles %

B. If a Member's Voting % calculated under the formula is less than 2%, then the Voting % of the Member shall be increased to 2%.

C. If a Member's Voting % calculated under the formula is greater than or equal to 50%, then the Voting % for that Member shall be equal to the sum of the Voting % of

all of the other Members (taking into account any adjustments that have been made to the Voting % to give each Member a minimum vote).

D. Since the sum of the Voting % of the Members will not equal 100% if adjustments have been made under paragraphs B or C, each Member's Voting % determined under paragraphs A, B, and C shall be adjusted proportionately so that the sum of the Voting % of all of the Members equals 100%. For convenience, the Voting % of each Member may be rounded to the nearest 1% to eliminate fractions of a vote; however, the rounding shall not be done in such a manner that (i) the sum of the Voting % of all of the Members does not equal 100% or (ii) the Voting % of a Member whose Voting % was 50% is changed.

Section 11. Initial Weighted Votes. The preliminary budget for the Corporation, the number of Weighted Votes that each Member shall have until the conclusion of the initial Fiscal Year, and a summary of how the initial Weighted Votes were determined is attached as Exhibit A.

Section 12. Deadlock. In the event that there are 50 Weighted Votes cast in favor of a matter and there are 50 Weighted Votes cast in opposition to a matter and the Board of Directors has been unable to break the tie despite further discussion and another vote, any Director may call for mediation to attempt to resolve the matter. The mediation shall be conducted in accordance with the mediation rules of the American Arbitration Association, except to the extent that the Board of Directors decides by unanimous vote to use an alternate mediation procedure.

Section 13. Effect of Suspension of Voting Rights. If a Member's voting rights are suspended for nonpayment of such Member's financial obligations to the Corporation, this shall not affect the number of Weighted Votes of the other Members or the number of Weighted Votes required to decide a matter. The Weighted Votes of the Member whose voting rights have been suspended shall not be counted as being voted in favor of or against a matter.

ARTICLE VIII - OFFICERS.

Section 1. Officers. The officers of the Corporation shall be the Chairperson, Vice-Chairperson, and Secretary. The officers shall be elected by the Board of Directors at its first regular meeting during the Fiscal Year, and such officers shall serve until their successors are elected in the following Fiscal Year. The Secretary is not required to be a Representative. In addition to the duties specified in this Article, the Board of Directors may assign additional duties to the officers.

Section 2. Vacancy. If an office becomes vacant, the Board of Directors shall elect a successor to hold office for the un-expired term of the officer whose office became vacant.

Section 3. Chairperson. The Chairperson shall preside over the meetings of the Board of Directors (and meetings of Members should any such meetings occur) and attest to the accuracy of the minutes of such meetings.

Section 4. Vice-Chairperson. The Vice-Chairperson shall exercise the duties of the Chairperson when the Chairperson is absent from meetings or not available to attest the minutes.

Section 5. Temporary Chairperson. If neither the Chairperson nor Vice-Chairperson are present at a meeting, then the Board of Directors shall appoint a Representative or Alternate Representative who is present at the meeting to serve as Temporary Chairperson. The Temporary Chairperson shall exercise the duties of the Chairperson at that meeting.

Section 6. Secretary. The Secretary shall assist the Executive Director in preparing the notice and agenda for meetings of the Board of Directors (and meetings of Members should any such meetings occur), record and transcribe the minutes of such meetings, assist the Executive Director in preparing for such meetings, keep and maintain the minute book of the Corporation, and transfer the minute book to the Secretary's successor.

Section 7. Executive Director. The Board of Directors shall hire or appoint a person to serve as Executive Director to carry out the instructions of the Board of Directors and to oversee the day to day planning, design, construction, and operations of the LRT. The Executive Director is authorized to execute contracts that have been approved by the Board of Directors and shall have such other duties and authority as the Board of Directors shall direct.

ARTICLE IX - WITHDRAWAL OF MEMBERS

Section 1. No Right of Withdrawal Before Completion. Except as provided in Section 2 of this Article, no Member shall be entitled to withdraw from membership in the Corporation until construction of the Minimum Operating Segment of the LRT is completed and the cost of the Minimum Operating Segment has been paid. Thereafter, a Member may withdraw from membership if:

- A. The other Members agree to assume such Member's financial obligations to the Corporation, and
- B. Suitable provision has been made for continued use by the LRT of LRT components that are within the Member's boundaries or which are owned by such Member.

Section 2. Limited Right of Withdrawal. If no part of the LRT for which planning, design, or construction has been undertaken is within a Member's boundaries and withdrawal will not cause significant damage to the other Members, such Member may withdraw from membership in the Corporation. Such Member shall give written notice of withdrawal to the Corporation, and such Member shall cease to be a Member of the Corporation on the last day of the Corporation's fiscal year in which the withdrawal notice is received.

Section 3. Recalculation of Weighted Votes. If a Member withdraws from membership in the Corporation, the Weighted Votes of the Members shall be recalculated. In recalculating the Weighted Votes, any Annual Contribution by the withdrawing Member or miles of LRT track that are within the withdrawing Member's boundaries shall be disregarded

and the other Members shall be given credit for financial obligations of the withdrawing Member that are assumed by the other Members.

ARTICLE X - FUNDING

Section 1. Costs Paid by Members. The costs to be paid by the Members are anticipated to be the total cost of planning, designing, constructing and operating the LRT less amounts received from the Federal Transit Administration, other federal, state and regional funding sources, and fares received from the operation of the LRT.

Section 2. Member Funding Commitment. Each Member agrees to timely pay such Member's share, as specified in these By-Laws, of the cost of planning, designing, constructing and operating the LRT. If a Member fails to timely pay a required payment, the unpaid balance of such payment shall bear interest at the rate of twelve percent (12%) per annum from the time such payment is due until all past due balances are paid. The interest paid shall not be treated as a contribution for purposes of reimbursement of Federal funding, distribution of the Corporation's assets upon dissolution, or otherwise.

Section 3. Capital Program. The Board of Directors shall adopt a Capital Program promptly after the Corporation is organized and the Capital Program shall be updated each year. Prior to the first day of October, the Board of Directors shall adopt an updated Capital Program and provide a copy of the updated Capital Program to each Member. One purpose of the Capital Program is to inform the Members of the projected amount of the annual LRT expenses for the upcoming Fiscal Year and each Member's share of the LRT expenses in accordance with Section 5 of this Article. If, after the Capital Program is provided to Members and prior to the Board of Directors providing a copy of the annual operating budget to the Members, the Board of Directors becomes aware that it is likely that there will be a substantial difference between the amount of each Member's share of the expenses for the next Fiscal Year and the amount of such expenses shown in the Capital Program for the next Fiscal Year, the Board of Directors shall promptly inform the Members of such difference.

Section 4. Annual Operating Budget. Prior to the first day of June, the Board of Directors shall (i) adopt the operating budget for the Corporation for the upcoming Fiscal Year along with a determination of each Member's share of the budgeted costs in accordance with Section 5 of this Article and (ii) provide to each Member a copy of the annual operating budget and the determination of the Members' shares. The annual operating budget adopted by the Board of Directors may include a contribution to the reserve provided for in Section 9 of this Article.

A. If a Member disputes that the Board of Directors has correctly determined such Member's share, such Member shall be entitled to have such matter decided by arbitration in accordance with the rules and procedures of the American Arbitration Association, except to the extent that the Board of Directors unanimously agrees to an alternate procedure for dispute resolution.

B. If during the course of the Fiscal Year, it appears that there will be a significant variance between (i) the budgeted costs and the actual costs, or (ii) the projected

revenues from Federal funds and actual revenues received from Federal funds, the Board of Directors shall modify the annual operating budget and Capital Program and allocate such variance to the Members in the manner specified in Section 5 of this Article, and promptly notify each Member of any change in such Member's share. If the adjustment results in the increase of a Member's share, the Board of Directors shall notify the Member when such additional amount shall be paid.

Section 5. Allocation of Costs. The Board of Directors shall determine each party's share of the LRT costs for a Fiscal Year as follows:

A. Design and Construction Costs. Design and Construction costs to be paid during the Fiscal Year will be allocated as follows:

i. Regional design and construction costs will be allocated based upon the Design and Construction Miles %. The Components of the LRT that are currently classified as "regional" are light rail vehicles, the maintenance and storage facility, operations control center, bridge structures, and regional park and ride lots.

ii. Local design and construction costs will be allocated to the Member within whose boundaries the LRT Component being designed or constructed will be located. Design and construction costs that are not classified as regional are deemed to be local.

B. Operating Costs. Operating costs to be paid during the Fiscal Year will be allocated based upon the proportion of LRT miles within the Members' boundaries that are in Revenue Service or scheduled to be placed in Revenue Service during the Fiscal Year.

C. Other Costs. If costs arise that are not appropriate to allocate based upon the above methods because of their unusual nature, infrequent occurrence, or otherwise, the Board of Directors shall allocate such costs as it deems appropriate and fair to the Members.

D. Minimum Cost. If a party's share of the LRT costs for a Fiscal Year is determined under the preceding sub-sections to be less than \$50,000.00, such party's share of the LRT costs shall be \$50,000.00. The purpose of the Minimum Cost is so that all Members will contribute to payment of the overhead expense of the Corporation for matters such as the cost of meetings of the Board of Directors, administrative support to the Board of Directors, support to Members by the Rail Program Staff.

Section 6. Federal Funding. Most of the Federal funding that the Corporation anticipates receiving for the Minimum Operating Segment of the LRT is under the Section 5309 New Start program. This will require that the Members provide the funds to the Corporation to pay the costs for the design and construction of the LRT and be reimbursed for the portion (expected to be 50%) of those costs expended that are eligible for reimbursement from such Federal Funding. The Corporation shall credit payments received from Federal funding to the Members who paid eligible expenses during the earliest Fiscal Year that have not been fully reimbursed at the applicable Federal reimbursement percentage. Such payments shall be credited to the Members in proportion to the amount of eligible expenses paid by such Members during such Fiscal year. No payment shall be credited to a Member for eligible expenses paid in

subsequent Fiscal Years until all Members have received credit at the applicable Federal reimbursement percentage for eligible expenses paid during prior Fiscal Years. This reimbursement method shall be applied in such a manner that each Member will receive the same percentage of reimbursements from Federal funding for the total amount of eligible expenses that were paid by such Member for the Minimum Operating Segment of the LRT.

Section 7. Activities Prior to Receiving Federal Funding Commitment.

Notwithstanding any other provision of these bylaws, no member is obligated to provide funds to the corporation for construction of the LRT until such time as a full funding grant agreement, or its equivalent, is executed that provides for Federal Funding to pay a minimum of fifty percent of the costs expended that are eligible for reimbursement.

Section 8. Billing and Payment. The Corporation shall notify each Member of its share of the annual operating budget (including the reserve) thirty days in advance of the date the funds are required to be set aside. Each Member shall set aside for payment to the Corporation the amount of its share as follows: 25% on or before the first day of July of such Fiscal Year, 25% on or before the first day of October of such Fiscal Year, 25% on or before the first day of January, and 25% on or before the first day of March of such Fiscal Year. These amounts will be set aside at least ten (10) days prior to the date specified. Based on projected cash needs for the coming month, the Corporation shall give notice to the Members of the amount of funds to be paid from the funds that were set aside. Each Member shall pay to the Corporation the amount requested within 24 hours after receipt of the notice requesting payment. Prior to the beginning of each new quarter, the Corporation will adjust the amount to be requested for the upcoming quarter based on any balance remaining from the previous quarter.

Section 9. Reserve. The Board of Directors shall ensure that there is an appropriate project cash operating reserve for unexpected expenditures that may be incurred or delays in receiving Federal or other funding during such Fiscal Year. If the cash operating reserve falls below the level that the Board of Directors deems appropriate, the Board of Directors shall, in accordance with the procedure in Section 4.B of this Article, modify the annual operating budget and Capital Program and notify the Members of the increase in such Member's share and when such amount must be paid.

Section 10. Relief from Payment of Financial Obligation. If a Member is relieved from payment of its financial obligation to the Corporation as a matter of law, then the Corporation may suspend such Member's right to vote and participate in the affairs of the Corporation until such time as the Member has paid the difference between the Member's share of the costs and the amount such Member has paid for such costs. Except as specifically excused as a matter of law, all other obligations of such Member shall remain in effect.

Section 11. Bookkeeping. The Corporation shall collect, deposit and account for funds that are due from the Members and are available for the LRT from other funding sources. All books and financial records of the Corporation shall be kept in accordance with generally accepted accounting principles. Interest will be applied monthly to each Member's account based on the allocation method used by the investment pool in which the LRT pooled cash account is invested. The interest rate applied will be the rate earned in the LRT pooled cash account. The Corporation shall account for the expenditure of funds received. The Corporation

shall maintain audited records that are adequate to comply with the bookkeeping and auditing requirements of the Members, the Federal Transit Administration, and other funding sources. Monthly activity statements will be prepared by Rail Program Staff and forwarded to each Member for review. These statements will indicate dates and amounts of all Member payments into the accounts, each Member's proportionate share of any Federal grant funds received, and each Member's proportionate share of expenditures charged to the accounts. The statements will also indicate the allocation method, the interest rate applied, and the resulting interest earnings or expense added to the account balance.

Section 12. Suspension of Voting Rights for Nonpayment. If a Member fails to timely pay its financial obligations to the Corporation (including any financial obligations that a Member is relieved of paying under Section 10 of this Article), the Corporation may after 30 days notice to such delinquent Member suspend such Member's right to vote and participate in the affairs of the Corporation until such time as the financial obligations have been brought current. The remedy specified in this Section shall not be the sole remedy, but shall be in addition to all other remedies at law or equity that may be available to enforce payment of such Member's financial obligations to the Corporation.

Section 13. Initial Contribution. The Joint Powers Agreement provides that the Initial Members shall provide funds to be used to pay the expenses of planning, designing and constructing the LRT while the organization of the Corporation is being completed and the Board of Directors is adopting the initial Capital Program and the initial annual operating budget. Such payments by a Member shall be credited against such Member's share under the initial Capital Program and the initial annual operating budget that is adopted by the Board of Directors.

ARTICLE XI - OWNERSHIP OF LRT

The Corporation shall adopt and from time to time revise an overall plan which determines ownership of the Components that make up the LRT. Such plan shall comply with Federal Transit Administration requirements and take into account potential benefits such as sovereign immunity from liability and exemption from taxes. The plan may provide that Components are owned by the Corporation, Members (either individually or in combination with other Members), or other governmental entities. However, if Components that are essential to the continued operation of the LRT (such as rail rights of way) are not owned by the Corporation, the Corporation shall assure that such Components will continue to be available to the LRT by suitable means, such as easements and contracts.

ARTICLE XII - RECORDS

Section 1. Review by Members. Each Member shall be entitled to review the Corporation's records upon reasonable notice and at reasonable times. This includes, but is not limited to, records of the Board of Directors, bookkeeping records, and records of operations (such as contracts). All reviews of records shall be done in such a way that they are not disruptive of the operations of the Corporation.

Section 2. Review by Federal Transit Administration. The Corporation shall make such of its records available to the Federal Transit Administration as is required under Federal law and regulations. In addition, the Board of Directors may make other portions of the Corporation's records available to the Federal Transit Administration as the Board of Directors deems appropriate.

Section 3. Review by Other Funding Sources. The Board of Directors may, to the extent that it deems appropriate, make all or part of the Corporation's records available to its funding sources.

Section 4. Public Records Law. The Corporation shall comply with A.R.S. § 39-121 et seq. ("Public Records Law") in maintaining and giving access to the records of the Corporation.

ARTICLE XIII - OPERATIONS

Section 1. Rail Program Staff. The Board of Directors shall determine whether to hire or arrange for the hiring of Rail Program Staff, or subcontract with independent contractors to obtain the services needed for the design, construction, and operation of the LRT. To the extent permitted by law, the Board of Directors shall have the broadest possible discretion as to the method of procuring the Rail Program Staff.

Section 2. Agreement with Valley Metro. It is contemplated that the Corporation will enter into an agreement with Valley Metro (formerly known as the RPTA) for Valley Metro to be the Employer of a portion of the Rail Program Staff.

Section 3. Risk Management. The Board of Directors shall determine what insurance coverage is appropriate to protect the Corporation, the Members, and the LRT from risks concerning the LRT and the Corporation shall obtain such insurance on behalf of the Members. In deciding what insurance coverage and indemnities are appropriate, the Board of Directors may elect to self-insure for all or a portion of such risks.

Section 4. Eminent Domain. When requested by the Board of Directors, each Member agrees to acquire real property within its boundaries or, if necessary, to exercise its power of eminent domain to acquire real property that the Board of Directors has determined is needed for the LRT. After the real property is acquired, the Member shall grant an easement or other appropriate property right to the Corporation and its successors to allow such property to be used by the LRT. It is acknowledged that the use of any real property acquired pursuant to this Section shall be a public use as allowed by law and is for the benefit of the Member acquiring the property as well as the overall community.

Section 5. Use of Governmental Powers. When requested by the Board of Directors, each Member agrees to exercise its municipal and other governmental powers within its own boundaries to assist the Board of Directors in carrying out the terms of this Agreement. This

includes but is not limited to relocating public utilities as required by the LRT construction and controlling traffic in the vicinity of LRT construction and operation.

Section 6. Procurement. The Corporation shall adopt procurement procedures that are consistent with Arizona Revised Statutes, Title 34 and applicable Federal procurement requirements.

Section 7. Extension of LRT. The Corporation shall undertake an extension of the LRT when the following have occurred:

A. Such extension has been incorporated into the Federally approved, regionally adopted long range transportation plan and transportation improvement program.

B. Funding is available to pay the cost of such extension (including funding to be provided by the Member within whose boundaries the extension lies). The cost of such extension shall include an allocation to reimburse the Members for the portion of the regional costs expended in construction of the LRT that should be attributed to such extension.

ARTICLE XIV – AMENDMENT OF BY-LAWS

These By-Laws may be amended by the Board of Directors by a vote of 75% of the Weighted Votes with at least three Directors voting in favor of the amendment.

ARTICLE XV – INTERPRETATION OF BY-LAWS

Section 1. Interpretation. If an issue arises as to the interpretation of any provision of these By-Laws, the Board of Directors shall determine the interpretation of such provision by a majority of the Weighted Votes. Such interpretation shall be binding upon all Members, so long as the Board of Directors acted in good faith and the interpretation is reasonable.

Section 2. Agreement of Members. The Articles, By-Laws, and the Joint Powers Agreement between the Members together constitute a “Member agreement” under A.R.S. § 10-3732 and it is the intention of the Members that the Articles and By-Laws be enforceable pursuant to A.R.S. § 10-3732 notwithstanding that certain provisions of the Articles or By-Laws may be inconsistent with A.R.S. § 10-3101 et seq. (Arizona’s nonprofit corporation law). The Member agreement was approved by all Initial Members. The Member agreement shall be subject to amendment as provided in the Articles and By-Laws and shall be valid for the duration of the Corporation’s existence. The Member agreement shall be binding upon any cities, towns, counties and Indian tribes that are admitted as Members after the Initial Members.

DATED _____

CITY OF PHOENIX

CITY OF TEMPE

By _____
Skip Rimsza, Mayor

CITY OF MESA

By _____
Keno Hawker, Mayor

By _____
Len Copple, Councilmember

CITY OF GLENDALE

By _____
Elaine M. Scruggs, Mayor

EXHIBIT A

**INITIAL WEIGHTED VOTES
2003**

CATEGORY	CITY	%
Funding* (50%)	Phoenix	33%
	Tempe	14%
	Mesa	3%
	Glendale	0%
	Total	50%
Mileage (40%)	Phoenix	26%
	Tempe	11%
	Mesa	3%
	Glendale	0%
	Total	40%
Planned Miles with Local Funding (10%)	Phoenix	6%
	Tempe	1%
	Mesa	0%
	Glendale	3%
	Total	10%
Total Votes	Phoenix	65%
	Tempe	26%
	Mesa	6%
	Glendale	3%
	Total	100%
Total Votes with 50% Maximum	Phoenix	50%
	Tempe	37%
	Mesa	9%
	Glendale	4%
	Total	100%

* Based on FY 2003 Cash Flow Analysis by Funding Source, May 2002. Costs shared according to adopted regional/local formula.

**Intergovernmental Agreement
By and Between
The Regional Public Transportation Authority
And
Valley Metro Rail, Inc.**

Single Chief Executive Officer

Contract # 176-98-2023-00

THIS INTERGOVERNMENTAL AGREEMENT (“Agreement” or “IGA”) is made and entered into this 1st day of March, 2022 by and between the Regional Public Transportation Authority, a public agency duly organized and existing under the laws of the State of Arizona (hereinafter referred to as “RPTA”) and Valley Metro Rail, Inc. a public non-profit corporation duly organized and existing under the laws of the State of Arizona (hereinafter referred to as “VMR”). RPTA and VMR are also referred to herein as “Party” or, collectively, as “Parties.”

RECITALS:

WHEREAS, the Parties’ respective Boards of Directors each believe that a single Executive Director/CEO (collectively, “CEO”) can streamline their staff, save taxpayer dollars and deliver a higher quality of transit service to the public at large, and

WHEREAS, the respective Boards of Directors desire to maintain their separate and distinct legal and corporate identities, ownership and voting controls within their existing jurisdictional frameworks.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Parties agree as follows:

SECTION 1: EMPLOYMENT OF A SINGLE CEO

1. The RPTA hires and employs a single CEO to manage the affairs of both the RPTA and VMR.
2. The CEO’s duties and responsibilities, compensation, reimbursable costs, benefits and other employment terms are more fully set forth in an employment agreement. Any CEO employment agreement by and between RPTA and the CEO is incorporated into this IGA as of this date or whenever the employment agreement is dated, whichever is later.
3. In recognition of the fact that it is a designated third-party beneficiary under the CEO employment agreement, VMR agrees to pay, reimburse or credit, as appropriate, to RPTA fifty (50) percent of all costs incurred by RPTA that are reasonably necessary to support and maintain its employment obligations to the CEO.

SECTION 2: JURISDICTION OF RPTA

The Parties stipulate that the statutory and legal framework of the RPTA shall be maintained. RPTA's duties and responsibilities under Arizona law will remain unchanged by this IGA. There will be no change to the Administrative Code or voting structure of the RPTA without RPTA Board approval. The CEO will report to the RPTA Board of Directors.

SECTION 3: JURISDICTION OF VMR

The Parties stipulate that VMR's Arizona corporate registration, Articles of Incorporation and By-laws will remain in full force and effect. The Joint Powers Agreement executed by and between the VMR Member Cities will not be altered or changed except by the Member Cities themselves. The Parties' duties and responsibilities set forth under their 2015 Third Amended and Restated Light Rail Transit (LRT) Program Agreement will remain in full force and effect unless or until further amended by the Parties' themselves. The CEO will report to the VMR Board of Directors.

SECTION 4: CONFLICT RESOLUTION

The Parties to this Agreement acknowledge that a single executive may serve simultaneously as CEO for both pursuant to Section 4.1 of the Parties' current HR Management intergovernmental agreement, as amended. With the CEO functions consolidated in this manner, the Parties recognize the possibility of conflict arising if the CEO is assigned a direction or demand from the RPTA Board that conflicts with, or otherwise makes it impossible to perform, a direction or demand from the VMR Board. Because of this possibility, and in order to timely and appropriately address any such conflicts if they do arise, the Parties agree to create a subcommittee of their respective Boards of Directors, as necessary and as follows, to resolve actual or prospective disputes or conflicts between the Boards, regardless of the kind or nature of such disputes or conflicts:

- a. The subcommittee will be composed of four members, two members from each Party to this Agreement, appointed at such time as the subcommittee is formed, and each member's service is subject to removal or replacement on the subcommittee by a majority vote of its respective Board;
- b. A meeting of the subcommittee shall be called at the request of either Party to this Agreement, with appropriate notice to the other Party, and the CEO may call a meeting of the subcommittee in any matter where either:
 - i. the Parties have provided conflicting direction to the CEO, or
 - ii. the CEO reasonably believes that the Parties to this Agreement are in conflict.
- c. The subcommittee shall review disputes between the Parties and make recommendations to the Parties' Boards related to potential resolution of such disputes. Nothing herein shall give the subcommittee authority to resolve disputes

on behalf of the Parties, but nothing herein shall prevent the Parties' Boards from providing the subcommittee this authority on a case-by-case basis, if deemed appropriate by the Parties' Boards.

SECTION 5: CEO EVALUATION AND GOAL SETTING

1. Evaluation

RPTA and VMR agree, subject to oversight, guidance and requirements of the Boards, that the subcommittee referenced in Section 4 of this IGA will, with the input of the CEO, review and evaluate the performance of the CEO at least annually. As part of the review and evaluation process the subcommittee will prepare a summary report of its findings to be shared with both the RPTA and VMR boards for discussion, review and approval.

2. Goal Setting

The CEO employment agreement may require RPTA and VMR to set employee performance incentive compensation based on the CEO's successful achievement of specific and measurable goals. RPTA and VMR direct that the subcommittee referenced in Section 4 of this IGA will be responsible for timely meeting with the CEO and, in conjunction with them, establishing annual goals consistent with their employment agreement. Establishing annual goals can include but is not limited to establishing the number of annual goals, consistency of goals, value of each goal and budgetary considerations for each goal. Upon establishing annual goals, the subcommittee will provide RPTA and VMR with the goals and other relevant information for approval. RPTA and VMR also direct that the subcommittee will also timely meet and evaluate whether and, if so, to what extent each goal has been successfully achieved. The determination of which goals has been successfully achieved including but not limited to the value of each goal will then be provided to RPTA and VMR for approval.

SECTION 6: MISCELLANEOUS

1. Records

The Federal Transit Administration (FTA), the Arizona Department of Transportation, the Comptroller General of the United States, RPTA, VMR, or any designee shall have access to any books, documents, papers and records which are pertinent to this Agreement for the purpose of making audit, examination, excerpts and transcriptions. All required

records shall be maintained for a minimum of three (3) years after all pending matters are closed.

2. Covenant Against Contingent Fees

Both Parties warrant that no person has been employed or retained to solicit or secure this Agreement upon an agreement or understanding for a commission, percentage, brokerage or contingent fee; and that no member of Congress, the VMR Board, the RPTA Board or any employee of VMR or RPTA, has any interest, financially or otherwise, in this Agreement.

3. Term and Termination

The Term of this Agreement is five (5) years from the date first mentioned above, unless terminated sooner pursuant to this Section. Thereafter, the Term will automatically renew for another five (5) year period.

RPTA and VMR hereby agree to full performance of the covenants and obligations contained herein, except that each reserve the right, at its option and sole discretion, to terminate or abandon the service provided for in this Agreement, or any portion thereof.

Termination of this Agreement may be at any time and for any reason, with or without cause, upon providing three hundred and sixty-five (365) calendar days prior written notice or upon the termination of the Employment Agreement. Termination shall be effected by delivery of a Notice of Termination and the date upon which such termination becomes effective.

4. Successors and Assigns

This Agreement shall not be assignable, except by mutual consent of the Parties hereto; and this non-assignability shall extend to and be binding upon any successors and assigns of the Parties.

SECTION 7: INDEMNIFICATION

Each Party to this Agreement agrees to defend, indemnify, save and hold harmless the other (and each of their respective directors, officers, agents and employees) from and against all liabilities, suits, obligations, claims, demands, damages, fines, costs and expenses (including reasonable attorneys' fees) arising under this Agreement to the extent that such are attributable, directly or indirectly, to the indemnifying Party's negligence, error, omission or intentional act. An indemnifying Party's negligence, error, omission or intentional act, as that phrase is used herein, includes the negligence, error, omission or intentional act of its officers, agents and employees; provided, however, that RPTA shall have no duty to indemnify VMR for the acts or omissions of the CEO. This provision shall survive the termination of this Agreement.

SECTION 8: AMENDMENT

This Agreement may be amended in whole or in part only by written agreement of the Parties.

SECTION 9: RELATIONSHIP OF PARTIES

Each Party to this Agreement shall act in its individual capacity and not as an agent, employee, partner, associate, or in any other representative capacity of the other. Each Party shall be solely and entirely responsible for its acts or the acts of its agents and employees (if any) during the performance of this Agreement.

SECTION 10: INTEGRATION

This Agreement represents the entire agreement of the Parties with respect to the subject matter hereof, and all agreements entered into prior hereto with respect to the subject matter hereof are revoked and superseded by this Agreement. No representations, warranties, inducements or oral agreements have been made by any of the Parties except as expressly set forth herein or in other, contemporaneous written agreements. This Agreement may not be changed, modified or rescinded except in writing, signed by the Parties hereto, and any attempt at oral modification of this Agreement shall be void and of no effect.

SECTION 11: CHOICE OF LAW; DISPUTES AND SEVERABILITY

This Agreement is subject to the laws of the State of Arizona. Any litigation arising under the terms and conditions of this Agreement shall be tried in a state court of competent jurisdiction.

If any provision of this Agreement is declared void or unenforceable, such provision shall be deemed severed from this Agreement, which shall otherwise remain in full force and effect.

SECTION 12: WAIVER

Failure of any Party to exercise any right or option arising out of a breach of this Agreement shall not be deemed a waiver of any right or option with respect to any subsequent or different breach, or the continuance of any existing breach.

SECTION 13: COUNTERPARTS

This Agreement may be executed in any number of counterparts, all such counterparts shall be deemed to constitute one and the same instrument, and each of said counterparts shall be deemed an original hereof.

SECTION 14: CAPTIONS

Captions and section heading used herein are for convenience only and are not a part of this Agreement and shall not be deemed to limit or alter any provisions hereof and shall

not be deemed relevant in construing this Agreement.

SECTION 15: CONFLICT OF INTEREST

This Agreement is subject to cancellation pursuant to A.R.S. Section 38-511.

This Agreement shall be in full force and effect after it has been approved by the Parties respective Boards of Directors and duly executed by the Parties below.

SECTION 16: NOTICES

Any notice, consent or other communication ("Notice") required or permitted under this Agreement shall be in writing and either delivered in person, sent by facsimile transmission, deposited in the United States mail, postage prepaid, registered or certified mail, return receipt requested, or deposited with any commercial air courier or express service addressed as follows:

If to RPTA:

Regional Public Transportation Authority
101 N. First Avenue, Suite 1300
Phoenix, Arizona 85003
Attn: Board Chair

If to VMR:

Valley Metro Rail, Inc.
101 N. First Avenue, Suite 1300
Phoenix, AZ 85003
Attn: Board Chair

IN WITNESS WHEREOF the Parties have executed this Agreement on the day and year firstabove written.

Valley Metro Rail, Inc.:

Regional Public Transportation Authority:

DocuSigned by:

E6A7B6CBB4A3409...
Chair, Board of Directors

DocuSigned by:

E6A7B6CBB4A3409...
Chair, Board of Directors

APPROVED AS TO FORM:

DocuSigned by:

DAF1789BC5E748B...
Michael J. Minnaugh, General Counsel