

## METRO AREA TRANSIT SYSTEM BOARD OF DIRECTORS MEETING AGENDA

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Friday, April 11, 2025, 8:00 AM

801 GROVE STREET  
Fort Worth, Texas 76102

### CALL TO ORDER

### CITIZEN COMMENTS

### MEETING MINUTES

1. Approval of February 5, 2025 Board of Directors Meeting Minutes

### ACTION ITEMS

1. MATSBA2025-06      Election of Officers & Amendments to Articles of Incorporation

### OTHER BUSINESS

### EXECUTIVE SESSION

*The Board of Directors may convene in Executive Session under the Texas Open Meetings Act for the consultation with its Attorney pursuant to Section 551.071; deliberation regarding real property pursuant to Section 551.072; deliberation regarding prospective gift pursuant to Section 551.073; deliberation regarding personnel matters pursuant to Section 551.074; deliberation regarding security devices pursuant to Section 551.076 and/or deliberations regarding economic development negotiations pursuant to Section 551.087.*

### VOTE ON ACTION TAKEN ON MATTERS DELIBERATED IN EXECUTIVE SESSION

### ADJOURN

**METRO AREA TRANSIT SYSTEM  
BOARD OF DIRECTORS MEETING MINUTES  
Wednesday, February 5, 2025**

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**ATTENDEES:**

**Board Members Present:** Wayne Gensler, President, Kelli Shields, Vice-President/Secretary, Richard Andreski, Alicia Walker, Ronald Newman

**Staff Present:** Christine Black, Renata Snipes, Greg Jordan

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**CALL TO ORDER**

With a quorum of the Board of Directors present President, Wayne Gensler called the Board of Directors meeting to order at 3:30 p.m. at 801 Grove Street, Fort Worth, Texas 76102.

**CITIZEN COMMENTS**

There were no citizen comments.

**ACTION ITEMS**

1. MATSBA2025-01      Key Performance Indicators

Motion: Kelli Shields motioned to approve the board action item as submitted. Ronald Newman seconded. Motion passed by unanimous vote.

2. MATSBA2025-02      MATS Broker Dealers  
3. MATSBA2025-03      MATS Investment Policy  
4. MATSBA2025-04      MATS Resolution Secretary Certificate  
5. MATSBA2025-05      MATS Delegated Bank and Investment Authorization

Motion: Alicia Walker motioned to approve the board action item as amended by Greg Jordan. Ronald Newman seconded. Amendment passed by unanimous vote.

**OTHER BUSINESS**

There was no other business.

**EXECUTIVE SESSION**

There was no other business.

**ADJOURN**

The meeting adjourned at 3:46 p.m.

## BOARD ACTION ITEM

### ITEM NUMBER

MATSBA2025-06

### MEETING DATE

April 11, 2025

### ITEM TITLE

Election of Officers, Amendments to Articles of Incorporation

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### BACKGROUND

Metro Area Transit System Corporation is organized to aid, assist, and, act on behalf of the Fort Worth Transportation Authority ("Trinity Metro"). MATS is formed pursuant to the provisions of Subchapter D, Chapter 431, of the Texas Transportation Code ("Chapter 431") as is now or may hereafter be amended, which authorizes the Corporation to assist and act on behalf of Trinity Metro to accomplish any governmental purpose of Trinity Metro, without limitation, the promotion and development of public transportation facilities and systems by new and alternative means, such as by conducting or participating in studies, tests, investigations, evaluations and prototypes pertaining to possible public transportation facilities, equipment, or systems and to engage in activities in the furtherance of such purposes for its creation.

Metro Area Transit System Corporation is seeking that the following actions be approved by the MATS Board.

- Elect Alicia Walker, Ronald Newman, and Christine Black to the board of MATS
- Accept Wayne Gensler's resignation from the board of MATS
- Approve the amendments to the Articles of Incorporation
- Approve the following appointments; Alicia Walker, President

### RECOMMENDATION

The Metro Area Transit System Board of Directors authorizes the President to sign the Amended Articles of Incorporation, accept Wayne Gensler's resignation, and approve the election of Alicia Walker as President of MATS.

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### STAFF DISPOSITION

#### EXECUTIVE LEAD\*

Wayne Gensler

#### DATE

04/08/25

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### DISPOSITION OF BOARD OF DIRECTORS

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### SECRETARY APPROVAL

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**METRO AREA TRANSIT SYSTEM CORPORATION**

The undersigned natural persons, each of whom is at least eighteen (18) years of age or more, a resident of the service area of the Fort Worth Transportation Authority, a regional transportation authority governed by Chapter 452 of the Texas Transportation Code ("Trinity Metro") and a citizen of the State of Texas, acting as incorporators of a corporation under the provisions of Subchapter D, Chapter 431, Texas Transportation Code, known as the "Texas Transportation Corporation Act" (the "Act"), Chapter 394, Texas Local Government Code (the "Local Government Code"), and, to the extent not inconsistent with the Act, Chapter 22 of the Texas Business Organizations Code, known as the "Texas Nonprofit Corporation Law" (the "Nonprofit Corporation Law"), do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.**

The name of the corporation is Metro Area Transit System Corporation (the "Corporation").

**ARTICLE II.**

The Corporation is a public nonprofit corporation.

**ARTICLE III.**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV.**

The Corporation is formed pursuant to the provisions of the Act and the Local Government Code, as they now or may hereafter be amended, which authorize the Corporation to assist and act on behalf of Trinity Metro to accomplish any governmental purpose of Trinity Metro, including, without limitation, the financing, constructing, owning, managing and operating, or otherwise supporting, enhancing or advancing, regional mobility services, and to engage in activities in the furtherance of such purposes for its creation.

The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of the State of Texas to nonprofit corporations incorporated under the Act, including, without limitation, the powers granted under the Nonprofit Corporation Law. The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to nonprofit corporations in Texas and which are necessary or useful to

enable the Corporation to perform the purposes for which it is created, including the power to issue bonds, notes, or other obligations, and otherwise exercise its borrowing power to accomplish the purposes for which it was created.

The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Chapter 101, Texas Civil Practice and Remedies Code. The operations of the Corporation are governmental and not proprietary functions. The Corporation shall have the power to acquire land in accordance with the Act.

The Corporation will comply with the provisions of both the Texas Open Meetings Act (Vernon's Texas Codes Annotated, Texas Government Code §§551.001 to 551.146) and the Texas Public Information Act (Vernon's Texas Codes Annotated, Texas Government Code §§552.001 to 552.353) in force in the State of Texas from time to time.

## ARTICLE V.

The Corporation shall have no members and shall have no stock.

## ARTICLE VI.

All powers of the Corporation shall be vested in a Board of Directors ("Board" or "Board of Directors") consisting of five (5) persons. Each member of the Board (each a "Director" and collectively, "Directors") must be at least eighteen (18) years old. At all times the majority of the Directors must reside in Trinity Metro's service area as required by the Act.

Directors shall be appointed to the Board for a term of five (5) years by a majority vote of Trinity Metro's board of directors in accordance with the Corporation's bylaws. Alternatively, the Board may divide into classes of Directors, with differing terms of office for the various classes; thereafter, each class of Director shall serve for a term of five (5) years. If a Director has been appointed to fill an unexpired term, the term of such Director shall expire on the expiration date of the term of the Director whom he or she was appointed to replace.

Any Director may be removed from office at any time by majority vote of Trinity Metro's board of directors and a replacement for such Director may be appointed by majority vote of Trinity Metro's board of directors in accordance with the bylaws of the Corporation. Any such removal shall be effective immediately and the replacement shall be appointed within a reasonable time following such removal. The number of Directors may only be increased or decreased by an amendment to these Articles of Incorporation.

All other matters pertaining to the internal affairs of the Corporation shall be governed by the Bylaws of the Corporation, so long as such Bylaws are not inconsistent with these Articles of Incorporation or the laws of the State of Texas.

As used in these Articles of Incorporation, the phrase "majority vote of Trinity Metro's board of directors" means a majority of those members of Trinity Metro's board of directors present and voting at a meeting of Trinity Metro's board of directors at which a quorum is present and for which proper notice has been given as required by applicable law.

## **ARTICLE VII.**

The street address of the registered office of the Corporation is 801 Grove Street, Fort Worth, Texas 76102-6857, which is within Trinity Metro's service area, and the name of its registered agent at such address is Kelli Shields.

## **ARTICLE VIII.**

The names and street addresses of the Directors, each of whom resides within the service area of Trinity Metro, are:

NAME	ADDRESS
Richard Andreski	801 Grove Street Fort Worth, TX 76102
Kelli Shields	801 Grove Street Fort Worth, TX 76102
Alicia Walker	801 Grove Street Fort Worth, TX 76102
Ronald Newman	801 Grove Street Fort Worth, TX 76102
Christine Black	801 Grove Street Fort Worth, TX 76102

## **ARTICLE IX.**

A resolution approving the form of these Articles of Incorporation has been adopted by Trinity Metro, acting by and through its board of directors, on April 9, 2025.

## **ARTICLE X.**

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the Director received an improper benefit, whether or not the benefit resulted from an act taken within the scope of the Director's office, or (iv) for acts or omissions for which the liability of a Director is expressly provided by statute. Any repeal or amendment of this Article by the Directors shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director existing at the time of such repeal or amendment. In addition to the circumstances in which a Director is not personally liable as set forth in the preceding sentences, a Director shall not be liable to the fullest extent permitted by any amendment to the Texas statutes hereafter enacted that further limits the liability of a Director.

## **ARTICLE XI.**

In accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation: (i) shall not permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation in effecting one or more of its purposes); (ii) shall not direct any of its activities to attempting to influence legislation by propaganda or otherwise; (iii) shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and (iv) shall not attempt to influence the outcome of any election for public office or to carry on, directly or indirectly, any voter registration drives. Any income earned by the Corporation after payment of reasonable expenses, debt and such reserves as may be necessary as set forth in the authorizing documents related to the issuance of debt by the Corporation shall accrue to Trinity Metro.

Trinity Metro shall, at all times, have an unrestricted right to receive any income earned by the Corporation, exclusive of amounts needed to cover reasonable expenditures and reasonable reserves for future activities. Any income of the Corporation received by Trinity Metro shall be deposited into such account or fund as determined by Trinity Metro's board of directors. No part of the Corporation's income shall inure to the benefit of any private interests.

If the Board of Directors determines by resolution that the purposes for which the Corporation was formed have been substantially met and all bonds issued by and all obligations incurred by the Corporation have been fully paid or provision made for such payment, the Board shall execute a certificate of dissolution which states those facts and declares the Corporation dissolved in accordance with the requirements of the Act and the Local Government Code, or with applicable law then in existence. In the event of dissolution or liquidation of the Corporation, all assets will be turned over to Trinity Metro for deposit into such account or fund as Trinity Metro's board of directors shall direct.

## **ARTICLE XII.**

The Corporation is a constituted authority and a public instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of Trinity Metro as provided in these Articles of Incorporation. However, the Corporation is not a political subdivision or political corporation of the State of Texas within the meaning of its constitution and laws, including, without limitation, Article III, Section 52 of said constitution, and no agreements, bonds, debts, or obligations of the Corporation are or shall ever be deemed to be the agreements, bonds, debts, or obligations, or the lending of credit, or a grant of public money or thing of value, of or by Trinity Metro or any other political corporation, subdivision, or agency of the State of Texas, or a pledge of the faith and credit of any of them.

## **ARTICLE XIII.**

The board of directors of Trinity Metro may at any time consider and approve a resolution directing the Board to proceed with the dissolution of the Corporation, at which time the Board shall proceed with the dissolution of the Corporation in accordance with applicable state law. The failure of the Board to proceed with the dissolution of the Corporation in accordance with this article shall be deemed a cause for the removal from office of any or all the Directors as permitted by Article VI of these Articles of Incorporation.

## **ARTICLE XIV.**

These Articles may not be changed or amended unless approved by majority vote of Trinity Metro's board of directors.

IN WITNESS WHEREOF, we have hereunto set our hands this 9th day of April, 2025.

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Richard Andreski, President and CEO of Trinity Metro

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Kelli S. Shields, Chief Administrative Officer of Trinity Metro

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Christine Black, Chief of Staff of Trinity Metro