



3773 N Kaspar Dr.
Flagstaff, AZ 86004
www.metroplanflg.org

AGENDA

Executive Board - Special Session

4:15 PM – 5:00 PM

Friday, April 21, 2023

[Virtual Only]

Join Teams Meeting:

[Click here to join the meeting](#)

Regular meetings and work sessions are open to the public. Persons with a disability may request a reasonable accommodation by contacting MetroPlan via email at planning@metroplanflg.org or by phone at 928-266-1293. The MetroPlan complies with Title VI of the Civil Rights Act of 1964 to involve and assist underrepresented and underserved populations (age, gender, color, income status, race, national origin, and LEP – Limited English Proficiency.) Requests should be made as early as possible to allow time to arrange the accommodation.

PURSUANT TO A.R.S. §38-431.02, as amended, NOTICE IS HEREBY GIVEN to the general public that the following Notice of Possible Quorum is given because there may be a quorum of MetroPlan's Technical Advisory Committee present; however, no formal discussion/action will be taken by members in their role as MetroPlan Technical Advisory Committee.

Public Questions and Comments must be emailed to planning@metroplanflg.org prior to the meeting or presented during the public call for comment.

NOTICE OF OPTION TO RECESS INTO EXECUTIVE SESSION

Pursuant to A.R.S. §38-431.02, notice is hereby given to the members of the MetroPlan Executive Board and to the general public that, at this regular meeting, the MetroPlan Executive Board may vote to go into executive session, which will not be open to the public, for legal advice and discussion with the MetroPlan Executive Board's attorneys for legal advice on any item listed on the following agenda, pursuant to A.R.S. §38-431.03(A)(3).

EXECUTIVE BOARD MEMBERS

- Jim McCarthy, Flagstaff City Council, Chair
- Jeronimo Vasquez, Coconino County Board of Supervisors, Vice-Chair
- Patrice Horstman, Coconino County Board of Supervisors
- Austin Aslan, Vice Mayor of Flagstaff
- Tony Williams, Mountain Line Board of Directors
- Miranda Sweet, Flagstaff City Council
- Vacant*, Arizona State Transportation Board Member
- Judy Begay, Coconino County Board of Supervisors (*alternate*)



- Becky Daggett, Mayor of Flagstaff (*alternate*)

METROPLAN STAFF

- Kate Morley, Interim Executive Director
 - David Wessel, Planning Manager
 - Mandia Gonzales, Transportation Planner
 - Sandra Tavel, Transportation Planner
-

I. PRELIMINARY GENERAL BUSINESS

A. CALL TO ORDER

B. ROLL CALL

C. PUBLIC COMMENT

At this time, any member of the public may address the Board on any subject within their jurisdiction that is not scheduled before the Board on that day. Due to Open Meeting Laws, the Board cannot discuss or act on items presented during this portion of the agenda. To address the Board on an item that is on the agenda, please wait for the Chair to call for Public Comment at the time the item is heard.

D. APPROVAL OF MINUTES

None

II. CONSENT AGENDA

None

III. GENERAL BUSINESS

A. Adopt Corporate Banking Resolution

Interim Executive Director: Kate Morley

Recommendation: Adopt Resolution 2023-02 Corporate Banking.

B. Executive Director Applicant Review

Board Chair: Jim McCarthy



Recommendation: Determine which applicants from a recommended short list will be selected to have interviews for the position of MetroPlan executive director.

The Board may vote to go into executive session pursuant to ARS §38-431.03(A)(1) to determine which applicants will be selected to have interviews for the position of MetroPlan executive director.

V: CLOSING BUSINESS

A. ITEMS FROM THE BOARD

Board members may make general announcements, raise items of concern, or report on current topics of interest to the Board. Items are not on the agenda, so discussion is limited, and action is not allowed.

B. NEXT SCHEDULED EXECUTIVE BOARD MEETING

1. May 24, 2023 | MetroPlan Annual Strategic Advance
2. Candidate Interviews – TBD

C. ADJOURN

The Transportation Improvement Program (TIP) includes the Northern Arizona Intergovernmental Public Transportation Authority final program of projects for Sections 5307 and 5339 funding under the Federal Transit Administration, unless amended. Public notice for the TIP also satisfies FTA public notice requirements for the final program of projects.



CERTIFICATION OF POSTING OF NOTICE

The undersigned hereby certifies that a copy of the foregoing notice was duly posted at www.metroplanflg.org on April 18, 2023 at 9:00 am.

Dated this 18th Day of April 2023.

Mandia Gonzales, Transportation Planner



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GREATER † FLAGSTAFF

3773 N Kaspar Drive
Flagstaff, AZ 86004
928-266-1293
www.metroplanflg.org

STAFF REPORT

REPORT DATE: April 13, 2023
MEETING DATE: April 21, 2023
TO: Honorable Chair and Members of the Board and TAC
FROM: Kate Morley, Interim Executive Director
SUBJECT: *Resolution 2023-02- Corporate Banking*

1. Recommendation:

Adopt Resolution 2023-02 Corporate Banking

2. Related Strategic Workplan Item

MetroPlan Leverages Resources

3. Background

MetroPlan Resolution 2020-01- Banking Authority (attached) authorizes the Executive Director of MetroPlan, together with the MetroPlan Planning Manager, on behalf of the Organization, to open and maintain such bank and credit card accounts as they deem advisable. In transferring the existing Western Alliance Bank account out of the former Executive Director's name and into the Interim Executive Director's name, Western Alliance Bank requires a separate resolution of the Board. The attached Resolution 2023-02- Corporate Banking fulfills the needs of Western Alliance Bank to allow the account to be transferred.

The draft Corporate Banking Resolution and Account Agreement required to be signed by the Chair and Vice Chair in lieu of a Secretary is attached for reference. MetroPlan's address and the dates in the agreement will be updated before signed.



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4. TAC and Management Committee Discussion

This item was not brought to the TAC nor Management Committee.

5. Fiscal Impact

Adoption of the resolution will have no direct fiscal impact, however it will enable full access to accounts of the organization to ensure fiscal health.

6. Alternatives

1. Adopt resolution 2023-02, **recommended**. This action will allow the uninterrupted management of banking services.
2. Do not adopt resolution 2023-02, **not recommended**. The ability to conduct some banking transactions may be limited until the Corporate Banking Resolution and Account Agreement is signed.

7. Attachments

1. Resolution 2023-02- Corporate Banking
2. Draft Corporate Banking Resolution and Account Agreement
3. Resolution 2020-01- Banking Authority



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Resolution Number 2023-02

A Resolution of the Flagstaff Metropolitan Planning Organization, dba MetroPlan, Executive Board authorizing establishment of banking relationship.

WHEREAS, On September 18, 2018 the City and County adopted an amended and restated IGA to authorize the establishment of FMPO as a separate legal entity pursuant to Arizona Revised Statutes § 11-952 with common powers specified in the Agreement;

WHEREAS, On May 14, 2019, the Arizona Corporation Commission approved Articles of Incorporation establishing FMPO as an Arizona nonprofit corporation;

WHEREAS, On January 13, 2020, the FMPO registered with the Arizona Secretary of State to "do business as" MetroPlan having started use of the trade name on January 1, 2020;

WHEREAS, On February 5, 2020 the MetroPlan Executive Board adopted Resolution 2020-01 providing authority to the MetroPlan Executive Director and Planning Manager to open and maintain credit card and bank accounts,

WHEREAS, The establishment of banking and credit relationships are a necessary step toward making MetroPlan an independent entity,

NOW, THEREFORE, BE IT RESOLVED BY THE METROPLAN EXECUTIVE BOARD AS FOLLOWS:

that Western Alliance Bank1 ("Bank") at any one or more of its offices or branches, be and it hereby is designated as a depository for the funds of this Corporation, which may be withdrawn on checks, drafts, advices of debit, notes or other orders for the payment of monies bearing the signature of any one (1) of the following Authorized Signers whose positions are shown below:

Executive Director
Planning Manager

Bank shall be and is authorized to honor and pay the same whether or not they are payable to bearer or to the individual order of any Agent or Agents signing the same.

BE IT FURTHER RESOLVED, that any one (1) of the Agents may now and in the future enter into any such agreements, and perform other such other acts as they deem reasonably necessary to carry out the provisions of the Account Agreement with Bank, and those agreements will bind the Corporation, such authority will include but not be limited to, the following:

CORPORATE BANKING RESOLUTION AND ACCOUNT AGREEMENT

Institution Name and Address
Western Alliance Bank 501 E Butler Flagstaff, AZ 86001

IMPORTANT ACCOUNT OPENING INFORMATION: Federal law requires us to obtain sufficient information to verify your identity. You may be asked several questions and to provide one or more forms of identification to fulfill this requirement. In some instances we may use outside sources to confirm the information. The information you provide is protected by our privacy policy and federal law.

Ownership of Account
The specified ownership will remain the same for all accounts: <input type="checkbox"/> Corporation – For Profit <input checked="" type="checkbox"/> Corporation - Nonprofit

Backup Withholding Certifications						
<i>(If not a "U.S. Person," certify foreign status separately.)</i>						
TIN: 38-4131971						
Under penalties of perjury, I certify that:						
<ol style="list-style-type: none"> The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the IRS has notified me that I am no longer subject to backup withholding, and I am a U.S. citizen or other U.S. person (as defined by the IRS); and The Foreign Account Tax Compliance Act (FATCA) code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct. 						
Exemptions from FATCA reporting code (if any) _____						
<p>Certification Instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. IRS Form W-9 Instructions are available upon request.</p>						
<table> <tr> <td><input checked="" type="checkbox"/></td> <td>_____</td> <td>_____</td> </tr> <tr> <td>Signature</td> <td></td> <td>Date</td> </tr> </table>	<input checked="" type="checkbox"/>	_____	_____	Signature		Date
<input checked="" type="checkbox"/>	_____	_____				
Signature		Date				

Account Description	Account Number
Community Alliance Interest Checking	08821683590

Owner/Account Holder Information	
Account Holder	Flagstaff Metropolitan Planning Org
Account Title	Flagstaff Metropolitan Planning Organiza Dba: Metroplan
EIN	384131971
Phone	(928) 213-2651
Physical Address	6 E Aspen Ave Suite 200Flagstaff, AZ 86001-5224 United States of America
Mailing Address (if different)	Flagstaff Metropolitan Planning Organiza Dba: Metroplan 6 E Aspen Ave Suite 200 Flagstaff AZ 86001-5224

Signature(s)
The undersigned officers or employees of the Corporation ("Authorized Signers") authorize Western Alliance Bank ¹ to investigate credit and employment history and obtain reports from consumer reporting agency(ies) on them as individuals. Except as otherwise provided by law or other documents, each of the Authorized Signers is authorized to make withdrawals from the account(s). The Authorized Signers personally and as, or on behalf of, the account owner(s) agree to the terms of and acknowledge receipt of the Deposit Account Agreement and Disclosures, Privacy Policy and all other relevant account disclosures and fee schedules (collectively "Account Agreement").
AUTHORIZED SIGNERS(S):
<input checked="" type="checkbox"/> _____ Katherine Morley
<input checked="" type="checkbox"/> _____ David Wessel
X _____
X _____
X _____
X _____
X _____
X _____
X _____
X _____

I, the undersigned Secretary of the Corporation named, **HEREBY CERTIFY** that Corporation is organized and existing under and by virtue of the laws of the state of Arizona as a corporation, with its principal office at: Flagstaff, AZ, and that Corporation has filed the required assumed business name listings with the appropriate governmental entities and agrees to provide Bank with evidence of such filings, upon request.

Account Holder (complete and correct name of Corporation): Flagstaff Metropolitan Planning Org
 Excluding the name of the Corporation, the following is a list of all assumed business or trade names under which the Corporation does business:

I/We **FURTHER CERTIFY** that a meeting of the Board of Directors of the Corporation duly and regularly called and held on 03/15/2023, at which a quorum was present and voting, the following resolutions were adopted and appear in the minutes of that meeting and have not been rescinded or modified:

RESOLVED, that Western Alliance Bank¹ ("Bank") at any one or more of its offices or branches, be and it hereby is designated as a depository for the funds of this Corporation, which may be withdrawn on checks, drafts, advices of debit, notes or other orders for the payment of monies bearing the signature of any one (1) of the following Authorized Signers identified on page 1 ("Agents"), whose names are shown below:

<i>Agent Name and Title</i>	<i>Agent Name and Title</i>
Katherine Morley Authorized Signer	
David Wessel Authorized Signer	

Bank shall be and is authorized to honor and pay the same whether or not they are payable to bearer or to the individual order of any Agent or Agents signing the same.

BE IT FURTHER RESOLVED, that any **one (1)** of the Agents may now and in the future enter into any such agreements, and perform other such other acts as they deem reasonably necessary to carry out the provisions of the Account Agreement with Bank, and those agreements will bind the Corporation, such authority will include but not be limited to, the following:

- Any one of such named Agents are authorized and empowered to act as Authorized Signer, execute and bind the Corporation to the terms and conditions of the Account Agreement and supporting documents (including but not limited to fee schedules) as to accounts opened in the Corporation's name now and in the future.
- The signature of an Agent named on this resolution is conclusive evidence of their evidence of their authority to act on behalf of the Corporation. Any one of such named Agents is authorized to endorse all checks, drafts, notes and other items payable to or owned by this Corporation for deposit with Bank, or for collection or discount by Bank; and to accept drafts and other items payable at Bank. Bank is hereby directed to accept and pay without further inquiry any item drawn against any of the Corporation's accounts with Bank bearing the signature or signatures of Agents, as authorized above, even though drawn or endorsed to the order of any Agent signing or tendered by such Agent for cashing or in payment of the individual obligation of such Agent or for deposit to the Agent's personal account, and Bank shall not be required or be under any obligation to inquire as to the circumstances of the issue or use of any item signed in accordance with the resolutions contained herein, or the application or disposition of such item or proceeds of the item.
- Any one of the Agents may enter into a lease for the purpose of renting, maintaining, accessing and terminating a safe deposit box with Bank.
- Any one of the Agents are further authorized and empowered to execute such other agreements now and in the future, including, but not limited to, special depository and service agreements including but not limited to, arrangements regarding the manner, conditions, or purposes for which funds, checks, or items of the Corporation may be deposited, collected, or withdrawn and to perform such other acts as they deem reasonably necessary to carry out the provisions of these resolutions (each respectfully "Other Documents" and "Other Acts").
- All transactions, if any, with respect to any deposits, withdrawals, rediscouunts and borrowings by or on behalf of the Corporation with Bank prior to adoption of this resolution are hereby ratified, approved and confirmed.
- The Corporation acknowledges and agrees that Bank may furnish at its discretion automated access devices to Agents to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- The Corporation acknowledges and agrees that Bank may rely on alternative signature and verification codes issued to or obtained from an Agent. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with Bank, personal identification numbers (PIN), and digital signatures. Bank shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.
- The Corporation acknowledges that the Account Agreement and Other Documents may be amended or supplemented by Bank from time to time and are incorporated herein by this reference; and that by entering into the Account Agreement and continuing to use Bank's products and services, the Corporation agrees to any and all such amendments or supplements.
- The authority hereby conferred upon the above named Agents shall be and remain in full force and effect until written notice of any amendment or revocation thereof has been received and recorded by Bank. Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to Bank as governing the operation of this corporation's account(s), are in full force and effect, until Bank receives and acknowledges an express written notice of its revocation, modification, or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Bank, establishing the authority for such changes. Corporation shall indemnify and hold Bank harmless from any loss it suffered or any liability it incurred by it in continuing to act in accordance with this resolution. Any such notice shall not affect any items in process at the time notice is given.

I FURTHER CERTIFY that the persons named occupy the positions set forth opposite their respective names and signatures; that the signatures set forth as Authorized Signer(s) on page 1 are the genuine signatures of the identified persons; that the foregoing Resolutions now stand of record on the books of the Corporation; and that they are in full force and effect and have not been modified in any manner whatsoever.

IN TESTIMONY WHEREOF, I have subscribed my name to this document and affixed the seal of the Corporation on 03/15/2023 **(date).**

X _____
 Secretary
 Print Name: _____

X _____
 Attest by One Other Officer
 Print Name: _____

CORPORATE SEAL

¹Alliance Bank of Arizona, Bank of Nevada, Bridge Bank, First Independent Bank, and Torrey Pines Bank are divisions of Western Alliance Bank. Member FDIC.
 WAB-SIG-CORP 07/2016 NA-524

1. Any one of such named Agents are authorized and empowered to act as Authorized Signer, execute and bind the Corporation to the terms and conditions of the Account Agreement and supporting documents (including but not limited to fee schedules) as to accounts opened in the Corporation's name now and in the future.
2. The signature of an Agent named on this resolution is conclusive evidence of their evidence of their authority to act on behalf of the Corporation. Any one of such named Agents is authorized to endorse all checks, drafts, notes and other items payable to or owned by this Corporation for deposit with Bank, or for collection or discount by Bank; and to accept drafts and other items payable at Bank. Bank is hereby directed to accept and pay without further inquiry any item drawn against any of the Corporation's accounts with Bank bearing the signature or signatures of Agents, as authorized above, even though drawn or endorsed to the order of any Agent signing or tendered by such Agent for cashing or in payment of the individual obligation of such Agent or for deposit to the Agent's personal account, and Bank shall not be required or be under any obligation to inquire as to the circumstances of the issue or use of any item signed in accordance with the resolutions contained herein, or the application or disposition of such item or proceeds of the item.
3. Any one of the Agents may enter into a lease for the purpose of renting, maintaining, accessing and terminating a safe deposit box with Bank.
4. Any one of the Agents are further authorized and empowered to execute such other agreements now and in the future, including, but not limited to, special depository and service agreements including but not limited to, arrangements regarding the manner, conditions, or purposes for which funds, checks, or items of the Corporation may be deposited, collected, or withdrawn and to perform such other acts as they deem reasonably necessary to carry out the provisions of these resolutions (each respectfully "Other Documents" and "Other Acts").
5. All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Corporation with Bank prior to adoption of this resolution are hereby ratified, approved and confirmed.
6. The Corporation acknowledges and agrees that Bank may furnish at its discretion automated access devices to Agents to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
7. The Corporation acknowledges and agrees that Bank may rely on alternative signature and verification codes issued to or obtained from an Agent. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with Bank, personal identification numbers (PIN), and digital signatures. Bank shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.
8. The Corporation acknowledges that the Account Agreement and Other Documents may be amended or supplemented by Bank from time to time and are incorporated herein by this reference; and that by entering into the Account Agreement and continuing to use Bank's products and services, the Corporation agrees to any and all such amendments or supplements.
9. The authority hereby conferred upon the above named Agents shall be and remain in full force and effect until written notice of any amendment or revocation thereof has been received and recorded by Bank. Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to Bank as governing the operation of this corporation's account(s), are in full force and effect, until Bank receives and acknowledges an express written notice of its revocation, modification, or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Bank, establishing the authority for such changes. Corporation shall indemnify and hold Bank harmless from any loss it suffered or any liability it incurred by it in continuing to act in accordance with this resolution. Any such notice shall not affect any items in process at the time notice is given.

PASSED AND ADOPTED by the MetroPlan Executive Board this day of April, 2023.

ATTEST:

CHAIR, MetroPlan Executive Board

CLERK, MetroPlan Executive Board



METROPLAN

GREATER # FLAGSTAFF

6 E Aspen Avenue, Suite 200
Flagstaff, AZ 86001
928-266-1293
www.metroplanflg.org

Resolution Number 2020-01

A Resolution of the Flagstaff Metropolitan Planning Organization, dba MetroPlan, Executive Board authorizing establishment of banking relationship.

WHEREAS, On September 18, 2018 the City and County adopted an amended and restated IGA to authorize the establishment of FMPO as a separate legal entity pursuant to Arizona Revised Statutes § 11-952 with common powers specified in the Agreement;

WHEREAS, On May 14, 2019, the Arizona Corporation Commission approved Articles of Incorporation establishing FMPO as an Arizona nonprofit corporation;

WHEREAS, On January 13, 2020, the FMPO registered with the Arizona Secretary of State to “do business as” MetroPlan having started use of the trade name on January 1, 2020;

WHEREAS, The establishment of banking and credit relationships are a necessary step toward making MetroPlan an independent entity,

NOW, THEREFORE, BE IT RESOLVED BY THE METROPLAN EXECUTIVE BOARD AS FOLLOWS:

The MetroPlan Executive Board authorizes the Executive Director of MetroPlan (the “Organization”), together with the MetroPlan Planning Manager, are authorized on behalf of the Organization to open and maintain such bank and credit card accounts as they may deem advisable, and are:

- (A) Authorized to [individually] (i) sign, whether manually or by facsimile signature, in the name of this Organization, checks, drafts, or other written orders for the payment of money now or hereafter in said respective accounts; (ii) issue written, telephonic, electronic, or oral instructions with respect to the transfer of funds now or hereafter on deposit in said respective accounts by wire, automated clearinghouse, or other electronic means of transfer, without any written order for the payment of money being issued with respect to such transfer, provided that telephonic or oral instructions are confirmed in writing; and
- (B) Enter into such agreements with banks with respect to any credit or noncredit banking services (including, without limitation, electronic services and credit cards) as such individuals in their sole discretion deem advisable or in the best interests of this Corporation; and

RESOLVED, FURTHER, that any and all checks, drafts, notes, or other orders of every kind deposited or to be deposited for the accounts of this Organization with any banking depository of this Organization or for collection or otherwise, requiring endorsement in the

name of this Organization, shall be sufficiently endorsed when there appears such name stamped or in written endorsement thereon, without any signature or countersignature affixed.

PASSED AND ADOPTED by the MetroPlan Executive Board this 5th day of February, 2020.



Chair, MetroPlan Executive Board

ATTEST:



CLERK, MetroPlan Executive Board