

BYLAWS
of the TECHNICAL/MANAGEMENT COMMITTEE
of the REGIONAL TRANSPORTATION AUTHORITY OF PIMA COUNTY

Article I

Name, Address and Establishment of
the Technical/Management Committee

The name of this Committee shall be the Technical/Management Committee of the Regional Transportation Authority of Pima County, hereinafter referred to as the TMC Committee, or simply, the Committee. Its principal place of business shall be 1 E. Broadway Blvd., Suite 401, Tucson, Pima County, State of Arizona. This Committee was established as a Standing Committee in accordance with the Regional Transportation Authority Implementation Plan (RTA Administrative Code), passed by unanimous vote of the Regional Transportation Authority Board of Directors on June 29, 2006 (Resolution No. 2006-04). The TMC Committee reports directly to the RTA Board of Directors.

Membership of the Committee shall consist of jurisdictional technical and managerial members together with private sector members with expertise in audit, finance, multi-project capital planning, project management, engineering, land use planning, construction contracting, archaeology, anthropology, and habitat conservation/wildlife mitigation.

Article II

Nature and Scope of the Committee

The functions of this Committee shall be:

1. Assure voters receive what the 20-year, \$2.1 billion RTA plan, as approved May 16, 2006, promised.
2. Advise and report to the RTA board.
3. Provide accurate, complete, and timely technical recommendations for implementing all projects or programs contained in the RTA Plan.
4. Report all findings on project or program implementation to the RTA Board. Implementation includes project delivery, review of revenue projections and project expenditures.

5. Prepare reports on the progress of implementation of the voter-authorized RTA plan.

Article III

General Membership

Section 1. Sources of Members

The membership of the Committee shall include:

- a. The jurisdictional members of the Committee shall include the Chief appointed administrators of the County, Cities and Towns within Pima County or their designees, together with the Public Works Directors of the County and City of Tucson (or their designees) and the ADOT District 2 Engineer (or designee).
- b. Up to thirteen private sector members of the Committee shall be appointed by the RTA Executive Committee, and may include employees or representatives of Pima Association of Governments.

Section 2. Appointment/Term of Office

Private sector Committee members will be selected by the RTA Executive Director and appointed by the RTA Executive Committee, and shall serve until they resign or are replaced.

Section 3. Replacement of Members

When private sector member vacancies occur, the Committee Chair shall notify the RTA Executive Director. The Executive Director may select and recommend to the RTA Executive Committee to fill the vacancy.

If the vacancy is a jurisdictional-appointed member, the Chair will request the Chief appointed administrator of the jurisdiction to nominate a replacement.

Section 4. Role of Membership

The TMC Committee will provide the RTA Board with technical and managerial recommendations on issues that may come before the RTA Board from time to time.

The TMC Committee may also provide technical support to the RTA Citizens Accountability for Regional Transportation (CART) committee and its two

standing subcommittees (Uniform Mitigation and Corridor Planning) to address concerns raised by members of the public.

Section 5. Conflict of Interest

Committee members may not participate in any matter in which they, or their relatives, have a financial interest. Should an issue arise in which a committee member, or his/her relative, has a financial interest, that member is obligated to recuse himself/herself from participating in any manner in any discussion or action.

In discussions of the full Committee and its subcommittees, members shall state, at the outset of their remarks, any formal association with consultants or contractors performing work funded by the RTA.

Article IV

Meeting of the Committee

Section 1. Regular Meetings

The Committee shall meet at least annually.

Section 2. Special Meetings

Special meetings shall be called, as needed, to address additional work brought to the Committee by the RTA Executive Director or the TMC Chair. The RTA Board may also call for a meeting as can 5 or more members of the TMC Committee.

Section 3. Notice of Meeting

All meetings of the TMC Committee shall be open to the public and shall conform to the Arizona Open Meeting Law. Notice of all meetings of the Committee shall be given by email or mail to each member at least seven (7) days prior to the meeting. A tentative agenda will be sent with each meeting notice. Agenda shall include reports and/or notice of discussion issues.

Meeting notices must be posted online and in a public location a minimum of 24 hours in advance of the meeting.

Section 4. Quorum

Fifty percent of the jurisdictions shall be represented.

Section 5. Voting

Each Committee member shall be entitled to one vote. Votes will be counted from members present. Voting shall be by voice except when another form is requested by a majority of those present. Committee members may attend a meeting via teleconference to participate or vote, if necessary.

For any vote that is not unanimous, a Committee Member may request a Roll Call Vote. During a Roll Call Vote, PAG staff will read aloud the names of each Committee member, the member will voice their vote, and PAG staff will record the vote (Yea, Nay, Abstain, or not present). The results of the Roll Call Vote will be included in the meeting minutes.

Members of the Committee may abstain from any action for any reason.

Section 6. Alternates

Jurisdictional members may designate a voting alternate to attend Committee meetings in their absence. Private sector members may not designate an alternate or proxy.

Article V

Officers

Section 1. Number and Election

Officers of the Committee shall consist of a Chair and Vice Chair, and shall be representatives of the City of Tucson and Pima County. The officers shall be nominated by the Committee. The election of Chair and Vice Chair will be held at the first Committee meeting of each calendar year. The term of office shall begin immediately after the election.

Section 2. Term of Office

Each term of office shall be for the calendar year. Officers may succeed themselves and may serve any number of consecutive years.

Section 3. Chair

The Chair shall preside at all meetings of the Committee. The Chair shall be responsible for presenting any reports to the RTA Board. The Chair shall

perform all other duties as may be assigned by the Committee and the RTA Board. The Chair may request additional information or call for additional expert testimony upon which to make decisions. The Chair also may appoint members of the TMC to subcommittees and standing committees, as identified in Article VI.

Section 4. Vice Chair

The Vice Chair shall perform the duties as may be assigned by the Chair and shall assume the duties of the Chair in the event the Chair is unable to complete them.

Article VI

Committees and Working Groups

Section 1. TMC Policy Subcommittee

The TMC Policy Subcommittee is a standing committee that is convened as the need arises. The Policy Subcommittee shall consist of one member from each jurisdiction (either the jurisdictional member or their designee), plus two private sector members appointed by the TMC Chair.

The Policy Subcommittee may be directed to analyze and make recommendations on revisions to the RTA Policies, Objectives and Procedures, and evaluate the recommendations from Value Analysis projects. The TMC Chair may request the Policy Subcommittee to convene on other matters, as appropriate.

The Policy Subcommittee shall make its recommendations to the TMC.

Section 2. Other Committees

Other working groups and subcommittees may be appointed as needed by the Chair with the advice and consent of the Committee.

Article VII

Amendment of Bylaws

These bylaws may be amended by a majority of the TMC Committee members present. The Bylaws may not contradict the Rules of the Regional Transportation Authority of Pima County (adopted 10/27/2004), the RTA Administrative Code (Resolution No. 2006-04) or any subsequent RTA Board Resolution regarding the TMC.