

ITEM FROM BOARD

<u>Subject</u>: Approval of first amendment to Executive Director employment contract and reappointment as Executive Director.

Fiscal Impact: To be determined based on any change to executive compensation.

Executive Summary:

The Austin Transit Partnership Board of Directors approved Resolution ATP-2023-0004 on March 1, 2023, which appointed Gregory Canally as Executive Director of Austin Transit Partnership and authorized the Board Chair to negotiate and execute an employment contract for a contract term of three years (the "Employment Agreement"). The initial Employment Agreement was executed on April 16, 2023.

The ATP Board desires to amend the Employment Agreement with Gregory Canally as the Executive Director of ATP, effective March 1, 2025, (the "Effective Date"), as well as to include revisions to the Executive Director's title and compensation structure. This resolution also reappoints Gregory Canally as Executive Director for a two-year term in accordance with the ATP Bylaws. From and after the Effective Date, the Executive Director shall continue to generally supervise and control all the business and affairs of ATP in accordance with Section 3.4 of ATP's Bylaws.

Board Sponsors: Board Members Veronica Castro de Barrera and Juan Garza



RESOLUTION OF THE AUSTIN TRANSIT PARTNERSHIP BOARD OF DIRECTORS

STATE OF TEXAS COUNTY OF TRAVIS ATP-2025-008 Approval of first amendment to Executive Director employment contract and reappointment as Executive Director

WHEREAS, on March 1, 2023, the ATP Board adopted Resolution No. ATP-2023-004, authorizing the Board Chair to negotiate and execute an employment contract with Gregory Canally for the position of Executive Director, which was executed on April 16, 2023 (the "Employment Agreement"); and

WHEREAS, the ATP Board desires to amend the Employment Agreement, effective March 12, 2025 (the "Effective Date");

NOW, THEREFORE, BE IT RESOLVED THAT, the ATP Board hereby authorizes the Board Chair to negotiate and execute the first amendment to the Employment Agreement for the position of Executive Director, incorporating the terms set forth in Exhibit A attached hereto; and

BE IT FURTHER RESOLVED, the General Counsel, and the ATP Board Chair (or their respective designees) are hereby authorized to take all actions as are necessary and appropriate to carry out the purposes of this Resolution.

BE IT FURTHER RESOLVED, that the Board of Directors of ATP hereby reappoints Gregory Canally as Executive Director of the Austin Transit Partnership Board of Directors, effective immediately, and effective through March 2027, in accordance with section 3.4 of ATP's Bylaws.

Brandon Carr Secretary of the Board Date

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EXHIBIT A

ATP Executive Director Contract Terms

Term: Three one-year terms, automatically renewing each year, effective March 1, 2025; Board Action required by November 30 to not renew; termination without cause or by mutual consent subject to severance of remainder of annual contract, but no less than 6 months

Base Salary: \$_____ per year; annual increase (amount and timing) same as ATP employees

Bonus: None

Deferred Compensation: ATP Retirement Plan: ATP contribution will match IRS limits; 100 percent vested retirement

Other: vacation with unlimited carryover; sick days, retirement plan, health insurance, and cell phone commensurate with other ATP employees