

Steps To Forming Transportation Corporation (TC)

Step 1 - Submit an application to MHTC to form TC

Three or more Missouri registered voters, at least 21 years of age, should submit a partnership development application to MoDOT, found on our website <http://www.modot.mo.gov/PartnershipDevelopment/application.htm>. The information provided in the application will satisfy the statutory requirement for preliminary plans and specifications and a preliminary financing plan.

Step 2 - First Commission Meeting Following Receipt of Application *(Approximately two months later)*

If the application is complete, the MHTC will order a local public hearing and publication of a notice that the commission is considering authorizing the proposed project and the incorporation of a transportation corporation at a regular meeting.

Step 3 - Public Hearing and Notices *(Approximately two months to complete)*

Notice of the public hearing should be developed in conjunction with the appropriate MoDOT district office. The notice must comply with the following criteria:

- Be published in a newspaper in the county or counties in which the project is proposed to be located.
- Be published in a newspaper that has a general circulation of at least once a week.
- Be published four consecutive weeks, with the last publication at least 15 days prior to the date of the hearing.
- Specify the time, date and place of the hearing.
- Hearing notice must be given to all owners of property to be included within the project limits, at least 15 days prior to the hearing.

Each county, city, town and village in which the project is located must be notified of the request for the project authorization. They are entitled to review the application that gives a general description of the project. Their approval is a prerequisite for MHTC approval.

Step 4 - Second Commission Meeting *(Approximately two months later)*

Applicant submits the results of the public hearing to MoDOT, which will be considered at a regular Commission meeting. The applicants may make a presentation regarding the project to the MHTC at this meeting, but it is not required. If the MHTC finds that the project will improve the state highway and transportation system and the financing plan is feasible, the MHTC may approve the project, subject to the corporation making any revisions in the plans and specifications required by the Commission and entering into an agreement with the Commission regarding the development and future maintenance of the project.

The commission will take the following actions:

- Approve the corporation's articles of incorporation, which shall include:
 - ♦ The corporation's purpose, project description, scope, area and funding sources.
 - ♦ A statement that the corporation is non-stock and has no members.
 - ♦ A statement that the MHTC has authorized the corporation, has approved the articles of incorporation and the date of the authorization.
 - ♦ Additional information required under Chapter 355 RSMo, the Missouri Not for Profit Corporation Act.
- Appoint the board of directors, with the following requirements:
 - ♦ No fewer than six.
 - ♦ Terms will be staggered and last no longer than six years, with no more than one-third of the terms expiring in the same year.
 - ♦ No board member can own land on or adjacent to the location of the proposed project, and
 - ♦ The members will serve without compensation.
- Appoint one or more non-voting advisors to the board (typically, the department director and the district engineer.)
- Approve the corporation's bylaws, when available.
- Approve the final financing plan, when available.

Following this meeting, the articles of incorporation should be filed with the Secretary of State's Office. No project construction can begin until the financing and construction plans and specifications have received Commission approval.

Step 5 - First Corporation Board Meeting

The corporation board should convene, elect a chairman from among the board of directors, appoint an executive chairman, secretary, treasurer and other officers as needed, and adopt bylaws.

Step 6 - Approval of Articles, Bylaws, Finance Plan, Project and Project Plans

Preliminary plans and specifications must be submitted and approved prior to MoDOT entering into an agreement for the project.

MoDOT considers preliminary plans and specifications to show preliminary geometric details, and included design criteria, proposed alignment, profile, tentative grade, tentative right of way, schematic intersection or interchange layouts, bypasses and pertinent topographic features. Detail plans are developed from these preliminary plans. Category 235 of the Engineering Policy Guide (EPG) addresses preliminary design. This category of the EPG can be downloaded from the website: http://epg.modot.org/index.php?title=Category:235_Preliminary_Plans.

While the process proceeds more smoothly for all parties when plans and specifications are submitted at this point, when special circumstances require it, waivers to the requirement can be requested.

The Commission or its representative prior to implementation must approve all changes to corporation articles of incorporation, bylaws, finance plan, and project plans. A Corporation project will be treated as a commission highway for purposes of law enforcement. All state laws pertaining to maintaining, signing, damaging, and obstructing roads will apply to the corporation project, with responsibility given to the corporation engineer or employee identified by the board.

Step 7 - Project Title Transfer, Corporation Dissolution

Upon project completion and payment of all related costs, title to the project will be transferred to the MHTC. All remaining assets will be liquidated and deposited in the State Road Fund. The board will then dissolve the corporation as per Sections 239.300 to 238.360 and Chapter 355, RSMo, with MHTC's prior approval. To complete dissolution, the following must occur:

- Articles of dissolution will be executed in triplicate by the corporation by its president and attested to by the secretary.
- Triplicate originals must be delivered to the Secretary of State
- The Secretary of State will stamp each original "filed" with the month, day and year of the filing.
- The Secretary of State will file one original in his/her office.

- The Secretary of State will issue two certificates of dissolution and affix them to the remaining originals.
- A certificate of dissolution and an original of the articles of dissolution will be forwarded to the corporation representative and the MHTC.