Spokane Transit Authority
1230 West Boone Avenue
Spokane, WA 99201-2686
(509) 325-6000

BOARD OPERATIONS COMMITTEE MEETING
Wednesday, October 10, 2018, 1:30 p.m.

Spokane Transit Authority, Northside Conference Room
1230 West Boone Avenue, Spokane, Washington

AGENDA

Estimated Meeting Time: 60 Minutes

1. Call to Order and Roll Call

2. Approve Committee Agenda *(Kevin Freeman)*

3. Chair's Comments *(Kevin Freeman) (5 minutes)*

4. Committee Action/Discussion: *(5 minutes)*
   a. Minutes of September 12, 2018 Committee Meeting – Corrections/Approval

5. Committee Chair reports: *(20 minutes)*
   a. Al French, Planning & Development
   b. Pam Haley, Performance Monitoring & External Relations

6. Quadrennial Review – Implementation & Discussion *(Laura McAloon) (15 minutes)*

7. Board of Directors Draft October 18, 2018 Meeting Agenda – Corrections/Approval *(5 minutes)*

8. CEO Report *(10 minutes)*

9. New Business

10. Adjourn

Next Committee Meeting: Wednesday, November 7, 2018 at 1:30 p.m. *(first Wednesday)*
(STA Northside Conference Rooms, 1230 West Boone Avenue, Spokane, WA)

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SPOKANE TRANSIT AUTHORITY

BOARD OPERATIONS COMMITTEE MEETING

October 10, 2018

AGENDA ITEM 2: APPROVE COMMITTEE AGENDA

REFERRAL COMMITTEE: N/A

SUBMITTED BY: Kevin Freeman, Committee Chair

SUMMARY

At this time, the Board Operations Committee will review the meeting agenda with any revisions enclosed in the blue folders.

RECOMMENDATION TO COMMITTEE: Approve agenda.

FINAL REVIEW FOR COMMITTEE BY:

Division Head _____ Chief Executive Officer _____ Legal Counsel _____

SPOKANE TRANSIT AUTHORITY

BOARD OPERATIONS COMMITTEE MEETING

October 10, 2018

AGENDA ITEM 3: BOARD OPERATIONS COMMITTEE CHAIR'S REPORT

REFERRAL COMMITTEE: N/A

SUBMITTED BY: Kevin Freeman, Committee Chair

SUMMARY

Mr. Freeman will take this opportunity to discuss topics of interest regarding Spokane Transit.

RECOMMENDATION TO COMMITTEE: Receive report.

FINAL REVIEW FOR COMMITTEE BY:

Division Head _____ Chief Executive Officer _____ Legal Counsel _____

SPOKANE TRANSIT AUTHORITY

BOARD OPERATIONS COMMITTEE MEETING

October 10, 2018

AGENDA ITEM 4a: MINUTES OF THE SEPTEMBER 12, 2018 COMMITTEE MEETING - CORRECTIONS AND/OR APPROVAL

REFERRAL COMMITTEE: N/A

SUBMITTED BY: Kathleen Roberson
Executive Assistant to the Director of Finance & Information Services

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SUMMARY

The September 12, 2018 meeting minutes are attached for your information, correction and/or approval.

RECOMMENDATION TO COMMITTEE: Corrections and / or approval.

FINAL REVIEW FOR BOARD BY:

Division Head _____ Chief Executive Officer _____ Legal Counsel _____

Spokane Transit Authority
1230 West Boone Avenue
Spokane, Washington 99201-2686
(509) 325-6000

BOARD OPERATIONS COMMITTEE MEETING

Draft Minutes of the September 12, 2018 Meeting
Spokane Transit Northside Conference Room

MEMBERS PRESENT
Kevin Freeman, Small Cities Representative (Millwood), *Board Operations Committee Chair*
Al French, Spokane County, *Planning & Development Committee Chair*
Pamela Haley, City of Spokane Valley, *Performance Monitoring & External Relations Committee Chair*
E. Susan Meyer, Chief Executive Officer, *Ex-officio*

MEMBERS ABSENT
Candace Mumm, City of Spokane, *Chair Pro Tempore*

STAFF PRESENT
Emily Arneson, *Ombudsman & Accessibility Officer*
Brandon Rapez-Betty, *Interim Director of Communications & Customer Service*
Karl Otterstrom, *Director of Planning & Development*
Lynda Warren, *Director of Finance & Information Services*
Roger Watkins, *Chief Operations Officer*
Nancy Williams, *Director of Human Resources*

PROVIDING LEGAL COUNSEL
Laura McAloon, McAloon Law PLLC

GUESTS
None

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1. **CALL TO ORDER AND ROLL CALL**
Chair Freeman called the meeting to order at 1:30 p.m. and roll call was conducted.

2. **APPROVE COMMITTEE AGENDA**
Mr. French moved to approve the agenda, Ms. Haley seconded and the motion passed unanimously.

3. **CHAIR'S COMMENTS**
Chair Freeman reminded the committee about the Ribbon-Cutting Ceremony for the West Plains Transit Center on September 18, 2018. He also noted that the Quadrennial Review will be held on September 20 after the Board meeting.

4. **COMMITTEE ACTION/DISCUSSION**
   a. **July 18, 2018 Committee Minutes**

   Mr. French moved to approve the July 18, 2018 committee meeting minutes, Ms. Haley seconded and the motion passed unanimously.

5. **COMMITTEE CHAIR REPORTS**
   a. **Al French, Chair, Planning & Development (P&D)**
   Mr. French reported that Ms. Warren presented the draft 2019 Operating and Capital Budgets. Ms. Meyer presented the draft 2019 Strategic Plan. Both items will be presented to the Board at the September meeting. Mr. Otterstrom gave an update on the Central City Line (CCL). The committee discussed the study on north Division Street that will be done in conjunction with the Spokane Regional Transportation Council (SRTC), the City of Spokane, and the Washington State Department of Transportation (WSDOT). In October, the Committee will discuss an Interlocal Agreement with the City of Spokane and a customized shelter request in Browne's Addition for the CCL. Mr. French asked if the Browne's Addition neighborhood had Community Development Block Grant (CDBG) funds and whether or not use of those funds for the customized shelters had been discussed. Mr. Otterstrom said the neighborhood did have access to the funds and that he would mention it in his meeting with them.

b. Pamela Haley, Chair, Performance Monitoring & External Relations (PM&ER)
Ms. Haley reported the committee approved an Award of Contract for Tire Mileage Leasing that will be on the September Board consent agenda. Reports were given on the 2018 Second Quarter Performance Measures and the purchase of 40 paratransit replacement vans. Mr. Otterstrom presented the draft master design and construction agreement with the City of Spokane and the preliminary evaluation results of the Plaza operations study. Chair Freeman asked the term of the master design and construction agreement. Ms. McAloon said the master agreement is perpetual and designed so that each project order contains its own term.

6. QUADRENNIAL REVIEW SEPTEMBER 20, 2018 AGENDA

Ms. McAloon has prepared a presentation for the September 20, 2018 Quadrennial Review to review STA Board composition. Board composition is now legislatively mandated to be proportionate to the population of each member jurisdiction in the Public Transportation Benefit Area (PTBA), with no jurisdiction having more than 50 percent of the votes within the nine-vote maximum identified in statute (Chapter 36.57A RCW). The new STA Board composition will be:

Jurisdiction	STA Board Seats
City of Spokane	4
City of Spokane Valley	2
Spokane County	2
Small Cities*	1

**Airway Heights, Cheney, Liberty Lake, Medical Lake, Millwood*

Following the Quadrennial Review, the STA Board of Directors will approve draft revisions to the STA Bylaws reflecting Board composition and small city rotation changes. The revised bylaws will require a two (2) week review period of any changes by all members prior to adoption by the STA Board of Directors.

Mr. French asked if the bylaws included a requirement that a member be on the Board for one year before being eligible to serve as Chair or Vice Chair. Ms. McAloon said no.

7. BOARD OF DIRECTORS AGENDA SEPTEMBER 20, 2018

Mr. French requested the Division High Performance Transit Alignment and Station Locations Study be added to the agenda under the Planning and Development Chair's report.

Mr. French moved to approve the Board agenda as amended, Ms. Haley seconded and the motion passed unanimously.

8. CEO REPORT

Ms. Meyer reported that service changes begin on September 16. The West Plains Transit Center Ribbon-Cutting Ceremony is September 18 at 9:30 a.m. Congresswoman Cathy McMorris Rodgers and Linda Gehrke, Federal Transit Administration (FTA) Region 10 Administrator, will speak at the event.

Ms. Meyer, Mr. Otterstrom, Mr. Watkins, Mr. Rapez-Betty and Board members Commissioner French and Deputy Mayor Pam Haley will attend the American Public Transportation Association (APTA) Annual Meeting in Nashville, Tennessee on September 22 – 26, 2018. Cardinal Infrastructure has scheduled an appointment for STA to meet with Acting FTA Administrator K. Jane Williams.

As required by the FTA, STA submitted an updated Small Starts application package on September 7, 2018 for the Central City Line (CCL). The purpose of the submission is to update information for the Fiscal Year 2020 Annual Report, not to re-rate the CCL project.

The contractor on the CCL project has been CH2M. Mark Brower, the project manager from CH2M, has left and the business sold to Jacobs Engineering. Ms. McAloon is working with Jacob's general counsel to assign the contract from CH2M to Jacobs. At this time, STA is waiting for Jacobs to identify a project manager and additional local resources for the CCL project.

Ms. Meyer and Mr. Watkins attended the 2018 Zero Emissions Bus Conference in Los Angeles. They learned about the infrastructure requirements of battery electric buses and hydrogen fuel cell buses. Battery electric buses are further along in technology.

STA has a new Pass Program that will begin on October 1. The program is with a neighborhood rather than an institution, which is different from our current Pass Programs. Once the agreement is signed, there will be a news release and opportunity for media coverage.

Ms. Meyer and Mr. Otterstrom are meeting with the business owner of the Morgan Building on the 300 block of east Riverside regarding his concerns with the planned bus stop near the building.

Gavin Cooley reported at a City Public Infrastructure, Environment and Sustainability Committee Meeting that he expects to see that sales tax revenue has increased in 2018 over 2016 in the Sprague Phase I area.

The last vacant space at the Plaza was leased to Blue Jay Coffee and is expected to open in December 2018. The space is located next to Pizza Rita.

9. <u>NEW BUSINESS</u> – *None.*

10. EXECUTIVE SESSION

At 2:30 p.m., Chair Freeman announced that the Committee would adjourn for an Executive Session for the purpose of:

> Considering the selection of a site, the acquisition of real estate by lease or purchase, or the sale of real estate when public knowledge regarding such consideration would cause a likelihood of increased or decreased price.

The Committee will reconvene in open session at approximately 2:40 p.m. If it becomes necessary to extend the Executive Session, Legal Counsel or a staff member will return to announce the time at which the Board will reconvene.

At 2:40 p.m., Ms. McAloon announced the Board of Directors would reconvene at 2:45 p.m.

At 2:45 p.m., the Committee reconvened and Chair Freeman declared the meeting back in public session. No action was taken.

9. <u>ADJOURN</u>

With there being no further business to come before the Committee, Chair Freeman adjourned the meeting at 2:45 p.m.

Respectfully submitted,

Kathleen Roberson
Executive Assistant to the Director of Finance & Information Services

SPOKANE TRANSIT AUTHORITY

BOARD OPERATIONS COMMITTEE MEETING

October 10, 2018

AGENDA ITEM 5a: PLANNING & DEVELOPMENT COMMITTEE CHAIR REPORT

REFERRAL COMMITTEE: N/A

SUBMITTED BY: Al French, Chair, Planning & Development

SUMMARY

Mr. French will review the October 3, 2018 and October 31, 2018 (November meeting) committee meeting agendas as part of his report. Agendas are attached.

RECOMMENDATION TO COMMITTEE: For information & discussion.

FINAL REVIEW FOR COMMITTEE BY:

Division Head _____ Chief Executive Officer _____ Legal Counsel _____

Spokane Transit Authority
1230 West Boone Avenue
Spokane, WA 99201-2686
(509) 325-6000

PLANNING & DEVELOPMENT COMMITTEE MEETING

Wednesday, October 3, 2018, 10:00 a.m.
Spokane Transit Southside Conference Room

AGENDA

Estimated meeting time: 90 minutes

1. Call to Order and Roll Call
2. Public Expressions
3. Committee Chair Report *(5 minutes)*
4. Committee Action *(5 minutes)*
   A. Minutes of the September 5, 2018 Committee Meeting -- *Corrections/Approval*
5. Committee Action *(20 minutes)*
   A. Board Consent Agenda
      (No items being presented this month.)
   B. Board Discussion Agenda – Committee Recommendation Agenda
      1. Draft 2019 Annual Strategic Plan – *(Otterstrom)*
6. Reports to Committee *(45 minutes)*
   A. Proposed 2019 Operating & Capital Budgets (Public Hearing at the October 18, 2018 Board Meeting) – *(Warren)*
   B. Central City Line: Overview of Project Management Plan – *(Otterstrom/Wells)*
   C. Spokane County Coordinated Public Transit-Human Services Transportation Plan – *(Jason Lien, Spokane Regional Transportation Council)*
7. CEO Report *(E. Susan Meyer) (10 minutes)*
8. Committee Information
   (No information included this month)
9. Review October 31, 2018 (November) Committee Meeting Agenda
10. New Business
11. Committee Members' Expressions *(5 minutes)*
12. Adjourn
13. Next Committee Meeting: Wednesday, October 31, 2018 (November meeting) at 10:00 a.m.
    (STA Southside Conference Room, 1230 West Boone Avenue, Spokane, WA)

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PLANNING & DEVELOPMENT COMMITTEE MEETING

Wednesday, October 31, 2018 (November), 10:00 a.m.
Spokane Transit Southside Conference Room

AGENDA

Estimated meeting time: 90 minutes

1. Call to Order and Roll Call
2. Public Expressions
3. Committee Chair Report *(5 minutes)*
4. Committee Action *(5 minutes)*
   A. Minutes of the October 3, 2018 Committee Meeting -- *Corrections/Approval*
5. Committee Action *(35 minutes)*
   A. Board Consent Agenda
      1. Central City Line: Review Third Party Agreement Plan – *(Otterstrom/Wells)*
   B. Board Discussion Agenda – Committee Recommendation Agenda
      1. Adoption of 2019 Operating & Capital Budgets – *(Warren)*
6. Reports to Committee *(30 minutes)*
   A. Draft 2019 Committee Work Program – *(Otterstrom)*
   B. Monroe-Regal Line: Design Development Update -- *(Otterstrom/Brodwater)*
7. CEO Report *(E. Susan Meyer) (15 minutes)*
8. Committee Information
   (No information included this month)
9. Review November 28, 2018 (December) Committee Meeting Agenda
10. New Business
11. Committee Members' Expressions *(5 minutes)*
12. Adjourn
13. Next Committee Meeting: Wednesday, November 28, 2018 (December meeting) at 10:00 a.m. (STA Southside Conference Room, 1230 West Boone Avenue, Spokane, WA)

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SPOKANE TRANSIT AUTHORITY

BOARD OPERATIONS COMMITTEE MEETING

October 10, 2018

AGENDA ITEM 5b: PERFORMANCE MONITORING & EXTERNAL RELATIONS COMMITTEE CHAIR REPORT

REFERRAL COMMITTEE: N/A

SUBMITTED BY: Pamela Haley, Chair, Performance Monitoring & External Relations

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SUMMARY

Ms. Haley will review the October 3, 2018 and October 31, 2018 (November meeting) committee meeting agendas as part of her report. Agendas are attached.

RECOMMENDATION TO COMMITTEE: For information and discussion.

FINAL REVIEW FOR COMMITTEE BY:

Division Head _____ Chief Executive Officer _____ Legal Counsel _____

Spokane Transit Authority
1230 West Boone Avenue
Spokane, WA 99201-2686
(509) 325-6000

PERFORMANCE MONITORING AND EXTERNAL RELATIONS COMMITTEE MEETING

Wednesday, October 3, 2018, 1:30 p.m.
Spokane Transit Southside Conference Room

AGENDA

Estimated meeting time: 75 minutes

1. Call to Order and Roll Call
2. Public Expressions
3. Committee Chair Report *(5 minutes)*
4. Committee Action *(5 minutes)*
   A. Minutes of the September 9, 2018, Committee Meeting – *Corrections/Approval*
5. **Committee Action** *(20 minutes)*
   A. Board Consent Agenda
      1. Request for Approval 2019 Special Community Events Fare Structure *(Rapez-Betty)*
   B. Board Discussion Agenda
      1. *(No items being presented this month)*
6. **Reports to Committee** *(15 minutes)*
   A. 3rd Quarter 2018 Citizen Advisory Committee (CAC) Report *(Rapez-Betty)*
   B. Communications Update *(Rapez-Betty)*
7. CEO Report *(15 minutes)*
8. Committee Information – *no discussion/staff available for questions*
   A. August 2018 Financial Results Summary *(Warren)*
   B. September 2018 Sales Tax Revenue Information *(Warren)*
   C. August 2018 Operating Indicators *(Watkins)*
   D. Fixed Route Passenger Survey Results *(Rapez-Betty)*
9. October 31, 2018, (November Meeting) Committee Packet Draft Agenda Review
10. New Business *(5 minutes)*
11. Committee Members' Expressions *(5 minutes)*
12. Adjourn
13. Next Committee Meeting: October 31, 2018, (November Meeting), 1:30 p.m.
    (STA Southside Conference Room, 1230 West Boone Avenue, Spokane, Washington)

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Spokane Transit Authority
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PERFORMANCE MONITORING AND EXTERNAL RELATIONS COMMITTEE MEETING

Wednesday, October 31, 2018, (November Meeting) 1:30 p.m.
Spokane Transit Southside Conference Room

DRAFT AGENDA

Estimated meeting time: 90 minutes

1. Call to Order and Roll Call
2. Public Expressions
3. Committee Chair Report *(5 minutes)*
4. Committee Action *(35 minutes)*
   A. Minutes of the October 3, 2018, Committee Meeting – *Corrections/Approval*
   B. Upriver Transit Center – Scope of Work and Invitation for Bid *(Otterstrom)*
   C. Spokane Falls Transit Center – Scope of Work and Invitation for Bid *(Otterstrom)*
   D. Moran Station Park & Ride - Invitation for Bid (*Otterstrom*)
   E. Monroe Regal Line: Station Stop Improvements (*Otterstrom*)
5. **Committee Action** *(20 minutes)*
   A. Board Consent Agenda
      1. Award of Contract – Fare Collection System *(Warren)*
   B. Board Discussion Agenda
      1. Draft 2019 State Legislative Priorities *(Meyer)*
6. **Reports to Committee** *(10 minutes)*
   A. 3rd Quarter 2018 Performance Measures - Results *(Watkins)*
   B. Purchase of Paratransit Replacement Vans – Update *(Watkins)*
7. CEO Report *(10 minutes)*
8. Committee Information – *no discussion/staff available for questions*
   A. September 2018 Financial Results Summary *(Warren)*
   B. October 2018 Sales Tax Revenue Information *(Warren)*
   C. September 2018 Operating Indicators *(Watkins)*
   D. 3rd Quarter Service Planning Input Report *(Otterstrom)*
   E. 3rd Quarter Safety and Loss Summary *(Williams)*
   F. STA Holiday Services and Office Hours *(Watson)*
9. November 28, 2018, (December Meeting) Committee Packet Draft Agenda Review
10. New Business *(5 minutes)*
11. Committee Members' Expressions *(5 minutes)*
12. Adjourn
13. Next Committee Meeting: **November 28, 2018, (December Meeting)**, 1:30 p.m.
    (STA Southside Conference Room, 1230 West Boone Avenue, Spokane, Washington)

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SPOKANE TRANSIT AUTHORITY

BOARD OPERATIONS COMMITTEE MEETING

October 10, 2018

AGENDA ITEM 6: QUADRENNIAL REVIEW – IMPLEMENTATION & DISCUSSION

REFERRAL COMMITTEE: N/A

SUBMITTED BY: Laura McAloon, McAloon Law, PLLC

SUMMARY

As a result of the action at the September 20, 2018 Quadrennial Review meeting to change the composition of the STA Board of Directors, the STA Board of Directors must amend its Bylaws as required by statute RCW 36.57A. Attached are the draft amended Bylaws.

RECOMMENDATION TO COMMITTEE: For discussion.

FINAL REVIEW FOR BOARD BY:

Division Head _____ Chief Executive Officer _____ Legal Counsel _____

BY-LAWS
OF THE SPOKANE COUNTY PUBLIC TRANSPORTATION BENEFIT AREA

ARTICLE I. - POWERS, PURPOSE AND RESPONSIBILITIES

Sec. 1.1 Name. The name of the municipal corporation duly established pursuant to the laws of the State of Washington shall be "SPOKANE TRANSIT AUTHORITY" (STA) hereinafter referred to as the "Corporation". The offices of the Corporation shall be in the Administration Building at West 1230 Boone Avenue, Spokane, Washington.

Sec. 1.2 Powers, Purpose and Responsibilities. By and in the corporate name, the Corporation shall have and exercise all powers, functions, rights and privileges now and hereafter given or granted to, and shall be subject to all the duties, obligations, liabilities and limitations now and hereafter imposed upon municipal corporations of the same class, by the Constitution and laws of the State of Washington, and shall have and exercise all other powers, functions, rights and privileges usually exercised by, or which are incidental to, or inherent in, municipal corporations of like character and degree. The Corporation shall have all powers possible to have under the constitution and laws of this State.

Sec. 1.3 Interpretation. These By-laws are not intended to limit the powers granted to a public transportation benefit area, and, therefore, should be liberally construed to carry out the intent of any grant of power thereto.

ARTICLE II - THE GOVERNING BODY - BOARD COMPOSITION

Sec. 2.1 Board Composition. The governing body of the Spokane Transit Authority shall be a Board of Directors, hereinafter referred to as the “Board” and shall consist of a Board of nine (9) voting members, as constituted by the Public Transportation Improvement Conference, all of whom shall be elected officials selected by and serving at the pleasure of the respective governing bodies of the component cities located within the corporation and Spokane County.

There shall be one (1) non-voting member, as required by state law, selected by and serving at the pleasure of the labor organizations representing Spokane Transit Authority employees who are members of a bargaining unit.

Pursuant to RCW 36.57A.055, the~~The~~ voting membership of the Board shall be proportional to the population of the component cities and the unincorporated County located within the boundaries of the Authority. Accordingly, the voting membership of the Board shall consist of the following:

(a) ~~Three~~ One (1~~3~~) elected official~~officials~~ selected by and serving at the pleasure of the cities of Airway Heights, Cheney, Liberty Lake, Medical Lake and Millwood in a continuing rotation for two ~~three~~ (2~~3~~) consecutive years according to the order stated below and effective January 1, 2019.

~~City of Liberty Lake City of Medical Lake City of Millwood City of Cheney~~

~~City of Airway Heights~~
City of Cheney
City of Airway Heights
City of Liberty Lake
City of Medical Lake
City of Millwood

These cities are authorized to amend the rotation schedule by Interlocal Agreement filed with the Clerk of the Authority, but, together are limited to no more than ~~three~~ one elected official~~officials~~ as a voting member~~members~~ of the Board ~~at any time~~unless the proportionate population of the component cities and unincorporated area of the County within the boundaries of the Corporation require a change. ~~To effect the addition of a third designee from these cities, rotations of voting members will start with those cities currently serving as voting members, preserving their terms as of the date of the adoption of these Bylaws, and the next city in the rotation shall designate its voting member of the Board.~~

(b) Four ~~Two~~ (~~2~~4) elected officials selected by and serving at the pleasure of the City of Spokane.

(c) Two (2) elected officials selected by and serving at the pleasure of the City of

Spokane Valley.

(d) Two (2) elected County Commissioners selected by and serving at the pleasure of the Board of County Commissioners of Spokane County.

2.2 Alternates. (a) The cities of Spokane and Spokane Valley, the Board of County Commissioners of Spokane County, and the labor organizations may appoint alternate members ~~by~~ ~~resolution~~ whose name(s) shall be forwarded to and kept on file with STA. For cities whose members are selected pursuant to Section 2.1(a), alternate members ~~may~~ shall be appointed by the~~each~~ city which is a voting member of the Board, whose name~~names~~ shall be forwarded to and kept on file with STA. For cities whose members are selected pursuant to Section 2.1(a),~~These cities may appoint~~ alternates shall only be appointed from the elected officials representing ~~one of~~ the ~~other~~ cities listed under Section 2.1(a).

2.3 Ex-officio Directors. Jurisdictions not serving a voting term shall be entitled to appoint an *ex officio* Director to the Board and shall notify the Clerk of the Authority of the appointment in writing. *Ex officio* Directors shall participate in all Board meetings and discussions but are prohibited from voting by state law.

2.4 Term. Each voting and non-voting Director shall be appointed for a term of one year in January of each year; provided, the voting Director appointed pursuant to Section 2.1(a) shall be appointed for a term of two years.

2.5 Vacancy. In the event of a vacancy the appointing jurisdiction shall promptly appoint a new Director and the newly appointed Director shall serve the unexpired term of the Director he or she replaces.

2.6 Succession. Each member of the Board shall hold office until their successor has been selected, unless such person is legally ineligible to hold such position. (e.g. expiration of the elected term, resignation, etc.)

2.7 New City. If a city or town is created within the boundaries of the Corporation, then the public transportation improvement conference, consisting of an elected representative selected by the legislative body of each city within the county and by the county commissioners, shall meet to provide for the selection of a new governing body of the Corporation in the manner provided by law.

ARTICLE III - DUTIES OF THE BOARD AND BOARD MEETING

Sec. 3.1 Duties of the Board. The Board of the Corporation shall provide the policy and legislative direction for the Corporation and its administrators. The Board may create such departments, offices or advisory boards as it finds necessary or advisable and may determine the powers and duties of each department or office.

The Corporation acting through the Board shall have the power to:

(a) ~~(1)~~ Prepare, adopt and carry out a general comprehensive plan for public transportation service, which will best serve the residents of the Corporation and to amend said plan from time to time to meet changed conditions and requirements; and

~~(2)~~(b) Acquire by purchase, condemnation, gift or grant, and to lease, construct, add to, improve, replace, repair, maintain, operate, and regulate the use of transportation facilities and properties within or without the boundaries of the Corporation or the state, including systems of surface, underground or overhead railways, tramways, buses, or any other means of local transportation, except taxis, and including escalators, moving sidewalks or other people-moving systems, passenger terminal and parking facilities and properties, and such other facilities and properties as may be necessary for passenger and vehicular access to and

from such people-moving systems, terminal and parking facilities and properties, together with all lands, rights of way, property, equipment and accessories necessary for such systems and facilities. Public transportation facilities and properties, which are owned by any city, may be acquired or used by the Corporation only with the consent of the city council of the city owning such facilities. Cities are hereby authorized to convey or lease such facilities to a public transportation benefit area authority or to contract for their joint use on such terms as may be fixed by agreement between the city council of such city and the public transportation benefit area authority, without submitting the matter to the voters of such city.

The facilities and properties of the Corporation's systems whose vehicles will operate primarily within the rights of way of public streets, roads, or highways may be acquired, developed and operated without the corridor and design hearings which are required by RCW 35.58.273, as now or hereafter amended, for mass transit facilities operating on a separate right of way; and

~~(3)~~(c) Fix rates, tolls, fares, and charges for the use of such facilities and to establish various routes and classes of service; and

~~(4)~~(d) Employ legal counsel; and

~~(5)~~(e) Prepare and adopt a budget; and

~~(6)~~(f) Audit the Corporation's administrative affairs; and

~~(7)~~(g) Approve travel requests of members; and

~~(8)~~(h) Authorize committees to act on their behalf; and

~~(9)~~(i) Issue general obligation bonds for public transportation capital purposes, subject to limitations of indebtedness imposed by law, and pledge any taxes authorized to be levied and pledged by law; and

~~(10)~~(j) Levy taxes as authorized by law; and

~~(11)~~(k) To participate in and support research, demonstration, testing, and development of public transportation systems; and

~~(12)~~(l) Issue revenue bonds; and

~~(13)~~(m) Have all other powers that are necessary to carry out the purposes of the Corporation

as defined by law as it presently exists or as it may be hereinafter amended.

Sec. 3.2 Meetings and Meeting Notice.

(a) Regular Meetings. The time and place of regular meetings of the Board shall be established by a resolution of the Board. Such resolution may also specify the appropriate notification of such meetings.

(b) Special Meetings. Special meetings may be called at any time by the Chairperson or by a majority of the whole Board.

(b)(c) The notification Notice of such all Board meetings shall be must be delivered to each board member and others requiring notification undershall be in conformance with the OpenoOpen Public Meetings law (Chapter 42.30 RCW) at least twenty-four (24) hours before the time of such meeting, unless otherwise provided for under the laws of the State of Washington. The requirements of RCW 42.30.080, now and as thereafter amended., shall be adhered to regarding such meetings.

(c)(d) Executive Sessions. The Board may hold executive sessions if such sessions are not otherwise prohibited by state statutes.

Sec. 3.3 Quorum. A majority of all the voting members of the Board shall constitute a quorum for the transaction of business, provided, a Director may participate in a meeting of the Board via an amplified telephone connection and such Director shall be deemed present in determining the existence of a quorum and for voting purposes. A majority of those voting members present is necessary to take action on any item coming before the Board. Provided, however, that the following enumerated actions shall take an affirmative vote of a majority of the total voting membership of the Board;

(a) Adoption, alteration or modification of the budget; and

(b) Adoption, alteration or modification of a general comprehensive plan for public transportation service; and

(c) Adoption, alteration or modification of rates, tolls, fares and charges for the use of the Corporation's facilities; and

(d) Establishment of routes and classes of service; and

~~(e)~~(d) ~~Appointment or dismissal of a Director; and~~

~~(f)~~(e) Revision or amendment of the By-laws; and

~~(g)~~(f) Selection of Chairperson and Chairperson Pro Tempore; and

~~(h)~~(g) Appointment of qualified electors to committees.; and

~~(i)~~(h) Removal of a member of a committee other than a Board member.

Sec. 3.4 Parliamentary Procedure. Unless otherwise governed by the provisions of these By- laws or laws of the State of Washington, Roberts Rules of Parliamentary Procedure shall govern the conduct of all Board meetings. The Chairperson or his/her designee shall be the Parliamentarian.

Sec. 3.5 Board Acting as a Body. The Board shall act as a body in making its decisions and announcing them. No member shall speak or act for the Board without prior authorization of the Board, except as otherwise provided for in these By-laws.

Sec. 3.6 Records of Board Meetings.

~~(a)~~ Minutes. The proceedings of the Board meetings shall be recorded and maintained in the offices of the Corporation. The minutes shall consist primarily of a record of the action taken. Prior to the adoption of the minutes, copies of the proposed minutes shall be forwarded to all Directors~~Board members~~ prior to the next regular meeting for their reference and/or correction. At the next regular meeting, the Board shall consider the minutes for adoption or necessary corrections.

Sec. 3.7 Committees. The Chairperson, from time to time, may nominate Directors~~Board members~~ to serve on committees.

(a) Committees created by resolution of the Board may be composed of Directors~~Board members~~, other elected representatives of cities requesting and designating representatives not directly appointed as members of the Board, and qualified electors.

(b) All electors shall be qualified electors as defined by the election laws of the State of Washington and shall remain so throughout the term to which appointed and shall reside within the Spokane Transit Authority boundaries. Nominations shall be by the Chairperson and approved by the Board, and the Chief Executive Officer shall be an ex- officio, non-voting member of each committee. The Chairperson may appoint, with the approval of the Board, alternates to each committee to act in the

absence of any regularly appointed member.

(c) Directors~~Board members~~ and elected representatives of cities not directly sitting on the Board, shall be appointed annually after the election of the Chairperson to all committees. The Director sitting on the Board pursuant to Section 2.1(a) shall occupy a seat on the Board Operations Committee, or its successor committee, at all times. Electors shall be appointed to all committees by the Chairperson to serve two-year terms. Terms of electors shall be staggered in such a manner so that at least one elector is appointed each year.

(d) Committee members will continue to serve until a successor is appointed.

(e) All meetings of the Committees shall be subject to the Open Public Meetings Act of 1971, as amended (Chapter 42.30 RCW).

Sec. 3.8 Secretary of Board. The Chief Executive Officer or his/her designee, as provided for in Article V, shall be the Secretary of the Board.

ARTICLE IV. - SELECTION AND DUTIES OF THE CHAIRPERSON AND CHAIRPERSON PRO TEMPORE

Sec. 4.1 The Board shall select a Chairperson and a Chairperson Pro Tempore from among its voting members. The Chairperson shall hold office until the first day of January of each year. The office of the Chairperson shall rotate on a yearly basis among the following representative categories and in the following sequence: (l) towns and cities, excluding the Cities of Spokane and Spokane Valley; (2) City of Spokane; (3) County of Spokane; and (4) City of Spokane Valley. In any year, the rotation of the office of the Chairperson may be altered with the approval of six of the voting members of the Board, voting on the terms of such rotation in a regular or special meeting of the Board.

Sec. 4.2 The Chairperson shall preside at all meetings of the Board. In the event of the Chairperson's absence or inability to preside, the Chairperson Pro Tempore shall assume the duties of presiding over the meetings of the Board; provided, however, if the Chairperson is to be permanently unable to preside, the Board shall select a new Chairperson for the remainder of the Chairperson's term. In the event that the Chairperson Pro Tempore is selected as the new Chairperson, then a new Chairperson Pro Tempore shall be selected for the remainder of the vacated Chairperson Pro Tempore's term.

Sec. 4.3 The Chairperson may act as spokesperson for the Corporation and may act as its representative at meetings with other organizations, committees and other such activities, unless another representative shall otherwise be authorized by the Board; provided, however, the Chairperson may delegate to any Director~~Board member~~ the duty of being a spokesperson or representative, and such person shall make no pronouncements that will obligate or commit the Corporation, except pursuant to prior authorization of the Board.

Sec. 4.4 The Chairperson shall be the chief executive and administrative officer of the Corporation until a Chief Executive Officer or Acting Chief Executive Officer is selected by and approved by the Board or when the Corporation is without a Chief Executive Officer or Acting Chief Executive Officer. When the Chairperson is acting as the chief executive and administrator of the Corporation, all persons employed or contracting service with the Corporation will be selected or discharged by the Chairperson, subject to the approval of the Board. The Chairperson when acting as the chief executive and administrator of the Corporation shall receive such remuneration as approved by the Board, in accordance with the law.

ARTICLE V. - CHIEF EXECUTIVE OFFICER

Sec. 5.1 Appointment and Removal of Chief Executive Officer. The Board may appoint a Chief Executive Officer. The Chief Executive Officer shall serve at the pleasure of the Board and shall perform such ~~administrative~~ duties as may be designated from time to time by the Board.

Sec. 5.2 Duties of the Chief Executive Officer. The powers and duties of the Chief Executive Officer of the Corporation shall be:

(a) To have general supervision over the administrative and operational affairs of the Corporation, including the authority to organize and direct the work force within an approved budget and to act as a spokesperson or representative of the Corporation, provided he or she may not obligate or commit the Corporation, except pursuant to prior authorization of the Board.

(b) To appoint and remove at any time any employee of the Corporation;

(c) To attend all meetings of the Board at which his/her attendance may be required by that body;

(d) To recommend for adoption by the Board such measures as he/she may deem necessary or expedient;

(e) To prepare and timely submit to the Board such reports as may be required by the Board or as he/she may deem it advisable to submit to that Board;

(f) To keep the Board fully advised of the financial condition of the Corporation and its future needs;

(g) To prepare and submit to the Board yearly a proposed budget and to be responsible for its administrative adoption;

(h) To approve and sign all vouchers for the payment of any items authorized in the approved budget;

(i) To approve all travel requests of employees of the Corporation and travel related expenses for job candidates, subject to the approved budget ~~and the submission of quarterly travel reports to the Board.~~;

~~(j) To receive service of process in any claim for any kind of relief brought against the STA in any court;~~

(j) To procure for periods not to exceed 45 days liability, physical damage, directors and officers, and other insurance coverages which have lapsed, been cancelled, or for other reason been terminated on an emergency basis until the Board of Directors can meet and give direction on insurance coverages;

(k) To manage and approve the leasing or short- term rental of real property owned by the Corporation to third parties;

(l) To perform such other duties as may be directed by the Board. The Chief Executive Officer may employ and designate such assistants~~, approved by the Board,~~ or ~~designate~~ others to assist in carrying out these duties.

ARTICLE VI. - SEVERABILITY

If any provision of these By-laws, or its application to any person or circumstance is held invalid,

the remainder of these By-laws, or the application of the provisions to other persons or circumstances is not affected.

ARTICLE VII. - SERVICE OF PROCESS

The Chief Executive Officer, or his/her designated representative in writing, shall receive, on behalf of the STA, all pleadings commencing an action against the STA. Service upon the Chief Executive Officer shall constitute service on the STA.

ARTICLE VIII. - INDEMNIFICATION

Sec. 8.1 General. The Corporation, pursuant to RCW 36.16.138 and Chapter 48.62 RCW, as hereafter amended, shall indemnify any person who was or is an elected or appointed director, officer, (including committee members), or employee of the Corporation, and is threatened to be or has been made a party to an action, claim, or other proceeding by a third party.

Sec. 8.2 Scope of Indemnification. The Corporation shall pay the reasonable and necessary expenses actually incurred and connected with the defense, settlement, or monetary judgments, including costs, disbursements, and reasonable attorneys' fees arising out of any action, claim, or other proceeding, within the standard of conduct referred to in paragraph 8.3 herein, and for which notice has been given pursuant to state law and these By-laws: The Board shall be the sole judge of the reasonable and necessary expenses to be borne by the Corporation.

Indemnification shall not extend to any claim, action, or other proceeding against the Corporation, either for indemnification or for other cause.

Sec. 8.3 Standard of Conduct. Indemnification shall be limited to any action, claim, or other proceeding threatened, pending, or instituted against any person who was, or is, at the time of the alleged conduct, an elected or appointed Director~~director~~, officer, or employee, and arising out of such person's performance, purported performance, or failure to perform in good faith the duties for, or employment with, the Corporation.

Sec. 8.4 Determination of Conduct.

(a) Unless ordered or adjudged by a court of competent jurisdiction, indemnification may be authorized only as follows:

(l) To the extent that the person has been successful on the merits, or otherwise in defense, such person shall be indemnified.

(2) With respect to any other determination of conduct, a majority vote of all the voting Directorsdirectors not interested in or a party to the action, claim, or other proceeding. In the event a majority vote cannot be obtained because of disqualification of Directors, then the alternate or alternates of those disqualified shall be permitted to vote.

(b) Indemnification shall not be authorized for any claim or action founded upon a statute, law, rule, or regulation punishable by fine, imprisonment, or both, or for any claim or action against the Corporation.

(c) Every Directordirector, officer, or employee who seeks or believes he or she may claim indemnification must give notice, in writing, to the Chief Executive Officer of his or her interest to seek indemnification before incurring any costs, disbursements, or attorneys' fees for which indemnification is sought, and provide a copy of any and all claims, pleadings, reports, or other written statements regarding the allegations.

Sec. 8.5 Expenses Prior to Determination. Expenses actually incurred in defending any action, claim, or other proceeding may be paid as incurred, and prior to a final determination of conduct, if the action, claim, or other proceedings makes no assertion that the person named acted outside the scope of his or her employment or authority, and that the Corporation makes no claim that the person's acts or failure to act were outside the scope of the person's employment or authority.

Sec. 8.6 Interpretation. This Article of the By-laws is intended to exercise the authority contained in RCW 36.16.138 and Chapter 48.62 RCW, and that it be construed in light of such statutes, and laws as hereafter amended, and interpretative case law.

The failure of the Corporation to obtain insurance for any claim, action, or other proceedings against the Corporation shall not be construed to limit this indemnification.

ARTICLE IX. - AMENDMENTS

These By-laws, as adopted by the Board of the Spokane Transit Authority, may be revised or amended at any regular or special meeting of the Board, with the provision that members receive copies of the proposed change(s) at least two weeks prior to that meeting.

~~The foregoing~~These By-laws of the Spokane Transit Authority, have been adopted and approved by the majority of the total Board on the ~~21st~~ ___day of ~~May, 2015~~_____, 20__.

_____

Chair, Spokane Transit Authority

ATTEST:

_____

Clerk of the Authority

SPOKANE TRANSIT AUTHORITY

BOARD OPERATIONS COMMITTEE MEETING

October 10, 2018

AGENDA ITEM 7: BOARD OF DIRECTORS MEETING AGENDA OCTOBER 18, 2018 – CORRECTIONS AND/OR APPROVAL

REFERRAL COMMITTEE: N/A

SUBMITTED BY: E. Susan Meyer, CEO

SUMMARY

The Board of Directors meeting agenda for October 18, 2018 is attached for your information, correction and/or approval.

RECOMMENDATION TO COMMITTEE: Corrections and / or approval

FINAL REVIEW FOR BOARD BY:

Division Head _____ Chief Executive Officer _____ Legal Counsel _____

Spokane Transit Authority
1230 West Boone Avenue
Spokane, WA 99201-2686
(509) 325-6000

BOARD MEETING

Thursday, October 18, 2018 at 1:30 p.m.
Spokane Transit Authority Boardroom
1230 West Boone Avenue, Spokane, Washington

DRAFT AGENDA

Estimated meeting time: 90 minutes

1. Call to Order and Roll Call

2. Approve Board Agenda *(Kevin Freeman)*

3. Public Expressions

4. Recognitions and Presentations: *5 minutes*
   A. Cathy Lytle, Paratransit Mechanic – Retirement *(Roger Watkins)*
   B. Third Quarter 2018 Years of Service Awards *(Nancy Williams)*
   C. Third Quarter 2018 Employee Recognition Winners *(Nancy Williams)*

5. Public Hearing: *15 minutes*
   A. Proposed 2019 Operating & Capital Budgets *(Lynda Warren)*
   An audio presentation of the budget is available on STA's website:
   www.spokanetransit.com
   Comments should be addressed to Lynda Warren, STA's Director of Finance & Information Services: lwarren@spokanetransit.com

6. Board Action - Consent Agenda: *5 minutes*
   A. Minutes of September 20, 2018 Board Meeting – Corrections/Approval
   B. September 2018 Vouchers *(Lynda Warren)*
   C. Approval of 2019 Special Community Events Fare Structure *(Brandon Rapez-Betty)*

7. Board Action – Committee Recommendations: *15 minutes*
   Planning & Development
   A. 2019 Draft Annual Strategic Plan *(Karl Otterstrom)*

8. Board Action – Other: *None*

9. Board Operations Committee: *15 minutes*
   A. Chair Report *(Kevin Freeman)*
      i. Quadrennial Review – Implementation & Discussion *(Laura McAloon)*

10. Planning & Development Committee: *5 minutes*
    A. Chair Report *(Al French)*

11. Performance Monitoring & External Relations Committee: *10 minutes*
    A. Chair Report *(Pam Haley)*
        i. Communications Update *(Brandon Rapez-Betty)*

12. CEO Report: *10 minutes*

13. Board Information – *no action or discussion*
    A. Committee Minutes
    B. August 2018 Financial Results Summary *(Lynda Warren)*
    C. September 2018 Sales Tax Summary *(Lynda Warren)*
    D. August 2018 Operating Indicators *(Roger Watkins)*
    E. Central City Line: Overview of Project Management Plan *(Karl Otterstrom)*
    F. Spokane County Coordinated Public Transit-Human Services Transportation Plan *(Karl Otterstrom)*
    G. Fixed Route Passenger Survey Results *(Brandon Rapez-Betty)*

14. New Business

15. Board Members' Expressions

16. Executive Session *(McAloon Law PLLC) – 10 minutes*

17. Adjourn

Cable 5 Broadcast Dates and Times of October 18, 2018 Board Meeting:

Saturday, October 20, 2018	4:00 p.m.
Monday, October 22, 2018	10:00 a.m.
Tuesday, October 23, 2018	8:00 p.m.

Next Committee Meetings (STA Conference Rooms, West Boone Avenue, Spokane, Washington):

Planning & Development	October 31, 2018, 10:00 a.m. Nov mtg (Southside) 1229 West Boone
Performance Monitoring & External Relations	October 31, 2018, 1:30 p.m. Nov mtg (Southside) 1229 West Boone
Board Operations	November 7, 2018, 1:30 p.m. (Northside) 1230 West Boone

Next Board Meeting: Thursday, November 15, 2018, 1:30 p.m., STA Boardroom, 1229 West Boone Avenue, Spokane, Washington.

Agendas of regular Committee and Board meetings are posted the Friday afternoon preceding each meeting on STA's website: www.spokanetransit.com. A video of the Board meeting may be viewed on the website the week after the meeting. Discussions concerning matters to be brought to the Board are held in Committee meetings. The public is welcome to attend and participate. Anyone wishing to address the Board of Directors on a specific subject at a Board meeting may do so by submitting written comments to the STA Chair of the Board (1230 West Boone Avenue, Spokane, WA 99201-2686) 24 hours prior to the Board meeting. Mail addressed to the Board of Directors will be distributed by STA at its next meeting. Mail addressed to a named Board Member will be forwarded to the Board Member, unopened. Spokane Transit assures nondiscrimination in accordance with Title VI of the Civil Rights Act of 1964. For more information, see www.spokanetransit.com. Upon request, alternative formats of this information will be produced for people who are disabled. The meeting facility is accessible for people using wheelchairs. For other accommodations, please call 325-6094 (TTY Relay 711) at least forty-eight (48) hours in advance.

SPOKANE TRANSIT AUTHORITY

BOARD OPERATIONS COMMITTEE MEETING

October 10, 2018

AGENDA ITEM 8: CEO REPORT

REFERRAL COMMITTEE: N/A

SUBMITTED BY: E. Susan Meyer, Chief Executive Officer

SUMMARY

At this time, Ms. Meyer, CEO, will have an opportunity to comment on various topics of interest regarding Spokane Transit.

RECOMMENDATION TO COMMITTEE: N/A

FINAL REVIEW FOR COMMITTEE BY:

Division Head _____ Chief Executive Officer _____ Legal Counsel _____