

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

BOARD OPERATIONS COMMITTEE MEETING
Wednesday, November 7, 2018, 1:30 p.m.

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

AGENDA

Estimated Meeting Time: 70 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 October 10, 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 – Amendments to STA Bylaws (*Laura McAloon*) (*10 minutes*)
7. Board of Directors Draft November 15, 2018 Meeting Agenda – Corrections/Approval (*5 minutes*)
8. CEO Report (*10 minutes*)
9. Executive Session (*15 minutes*)
10. New Business
11. Adjourn

Next Committee Meeting: Wednesday, December 5, 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

November 7, 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

November 7, 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

November 7, 2018

AGENDA ITEM 4a: MINUTES OF THE OCTOBER 10, 2018 COMMITTEE MEETING -
CORRECTIONS AND/OR APPROVAL

REFERRAL COMMITTEE: N/A

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

SUMMARY

The October 10, 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 _____

BOARD OPERATIONS COMMITTEE MEETING

Draft Minutes of the October 10, 2018 Meeting
Spokane Transit Northside Conference Room

MEMBERS PRESENT

Kevin Freeman, Small Cities Representative (Millwood),
Board Operations Committee Chair
Candace Mumm, City of Spokane, *Chair Pro Tempore*
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*

STAFF PRESENT

Emily Arneson, *Ombudsman & Accessibility Officer*
Brandon Rapez-Betty, *Director of Communications &*
Customer Service
Karl Otterstrom, *Director of Planning & Development*
Lynda Warren, *Director of Finance & Information Services*
Jan Watson, *Clerk of the Authority*

MEMBERS ABSENT

PROVIDING LEGAL COUNSEL

Laura McAloon, McAloon Law PLLC

1. CALL TO ORDER AND ROLL CALL

Ms. Mumm called the meeting to order at 1:30 p.m. and roll call was conducted.

2. APPROVE COMMITTEE AGENDA

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

Mr. Freeman arrived at 1:32 p.m.

3. CHAIR'S COMMENTS

Mr. Freeman thanked Ms. McAloon for working with the Small Cities regarding the new STA Board composition.

4. COMMITTEE ACTION/DISCUSSION

a. September 12, 2018 Committee Minutes

Mr. French moved to approve the September 12, 2018 committee meeting minutes, Ms. Haley seconded and the motion passed unanimously.

5. COMMITTEE CHAIR REPORTS

a. Al French, Chair, Planning & Development (P&D)

The Committee received reports on the 2019 Proposed Operating & Capital Budgets, the Strategic Plan, and the Spokane County Coordinated Public Transit-Human Services Transportation Plan. Mr. Otterstrom gave an update on the Central City Line (CCL). At the APTA Conference in Nashville, the STA Team met with the Acting Administrator of the Federal Transit Administration (FTA), K. Jane Williams. Ms. Williams gave an update of the review criteria being used for other projects and discussed the CCL specifically. When writing the narrative for the next phase of the submittal, it was suggested that STA include information about local projects that have been influenced by the CCL project and not included in the initial application. For example, improvements being made by Gonzaga, the City of Spokane, and Community Colleges of Spokane which are investments that will make the CCL more successful. Ms. Meyer added that the FTA was pleased STA put the capital request for the CCL in the context of the overall STA Moving Forward Capital Plan. Mr. French noted the FTA is not making a determination of award until much later in the process with the expectation that STA will go through bid and have hard numbers before approval from FTA.

b. Pamela Haley, Chair, Performance Monitoring & External Relations (PM&ER)

The Committee discussed and approved the 2019 Special Community Events Fare Structure. Mr. Rapez-Betty gave a Communications Update. Ms. Haley commented that the report was impressive and congratulated Mr. Rapez-Betty. Mr. Otterstrom noted there would be several Scopes of Work to approve at the November meeting.

6. QUADRENNIAL REVIEW IMPLEMENTATION – AMENDMENTS TO STA BYLAWS

Because of action at the September 20, 2018 Quadrennial Review to change the composition of the STA Board of Directors, Ms. McAloon drafted amendments to the STA Bylaws. The amendments include staff recommendations to clarify sections of the Bylaws.

As discussed at a prior meeting, Ms. McAloon asked if the Board Operations Committee wanted to establish an attendance standard. She noted that Board members are appointed and removed by their own jurisdictions. Currently, if there is a problem with a Board member's attendance, it is the Board's option and the Board Chair's discretion to contact the City that appointed the member to ask if they should appoint someone else. Ms. Haley said the City of Spokane Valley policy automatically replaces a member who misses two meetings.

Mr. Freeman asked if the Bylaws should include a provision to notify the Small Cities if their voting member misses two meetings. Ms. McAloon said the Board Operations Committee is charged with oversight of the operations of the Board including, "*setting Board member performance standards, and monitoring the performance of the Board as a whole and of individual Board members.*" She suggested that the Board Operations Committee receive regular reports about attendance to determine whether there should be a contact made from this Committee to a jurisdiction(s) that has an appointee who misses meetings without notice. Committee members agreed to the suggestion.

Ms. Mumm asked if all the jurisdictions have alternates. Ms. Meyer said Medical Lake's alternate resigned from the City Council and will not be replaced this year. Ms. McAloon said it is up to the jurisdiction to appoint an alternate. STA recommends that jurisdictions appoint alternates. The Small Cities will be able to appoint an alternate from any of the five cities.

Ms. Meyer asked if the non-voting representatives of the Small Cities would have voting seats on the Committees. Ms. McAloon said that was discussed by the Mayors of the Small Cities, but it was not in their recommendation. Once the Board composition changes, the Board Operations Committee can make a recommendation to the Board about the composition of the Committees (voting and non-voting members). Mr. Freeman thinks it would be appropriate to have the option to allow ex-officio members on the Committees.

Ms. Mumm moved to forward the proposed amendments to the STA Bylaws to the Board for approval and to authorize the Clerk to circulate them to the jurisdictions for review. Mr. French seconded and the motion passed unanimously.

7. BOARD OF DIRECTORS AGENDA OCTOBER 18, 2018

Committee members reviewed the agenda. There were no changes or corrections.

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

9. CEO REPORT

Ms. Meyer said STA received an unexpected request from the FTA's Project Management Oversight Consultant (PMOC) last Thursday for a response and provision of documentation for the Small Starts application by the following Monday. Mr. Otterstrom's team worked over the weekend to compile and submit the information.

Today Ms. Meyer, Mr. Ropez-Betty and Mr. Jim Frank, Kendall Yards developer, did an interview with KHQ television about the new Kendall Yards Universal Transit Access Pass program. It is the first transit pass where the sponsor is a private business that pays for all the rides of everyone who lives or works in Kendall Yards. Mr. Frank thinks this will have an application in some of his other developments. The program is a one-year pilot that works very similar to the EWU Pass program. STA will send Greenstone Corporation an invoice at the end of the month for the rides people took. Additionally, Greenstone will provide some passes to two West Central non-profits (Our Place and the West Central Community Center).

Sprague Phase I. The Governor's Award for the Sprague Redevelopment project was held last week. The Mayor, Council President Stuckart, and Amber Waldref were among the speakers at the event. The City is hosting a public meeting for Sprague Phase II on October 24, 5:30 – 7:00 p.m. at Pride Prep. The City will show draft designs that include STA bus stops. A couple of the bus stops are planned to be in-lane or near in-lane stops. Mr. Otterstrom noted there is an in-lane stop pair that will go away and be replaced with a set of pull-out stops.

October 17 is the Open House for the Monroe-Regal Line from 4:00 – 7:00 p.m. STA has an online survey to gather input on September 2019 Service Changes (spokanetransit.com/input). The changes include the Monroe-Regal Line, the Moran Station Park & Ride, the South Commuter Express, the Upriver Transit Center and Peaceful Valley. The Monroe-Regal Line affects South Hill service, as does the South Commuter Express.

Mr. Otterstrom and the Planning Team are hosting a Transit Exchange that draws participants from around the country. Seventy to eighty people are expected to attend. It is a knowledge exchange for planning professionals.

Mr. Otterstrom met with Arian Schmidt regarding direct transit service between the City's new EnVision Center on south Arthur Street and the County Courthouse. There is existing service with Routes 23 & 94. They also discussed possible improvements to the bus stop and the Van Grant Program.

The City of Seattle is paying for bus passes for all high school students and students attending Seattle colleges on City-funded scholarships. The funding comes from Seattle's Transportation Benefit District revenue. They budgeted \$5 million for this phase and another \$2 million leaving open the possibility that the City can give free Orca cards to elementary and middle school students. Ms. Mumm said the City of Spokane did an analysis and found 30 percent of the drivers during the morning peak travel time (7:30 – 8:30 a.m.) are parents taking their children to school.

Idaho is considering a local option sales tax. One of the reasons STA has not been able to get Coeur d'Alene and Post Falls into a transit program is largely because they do not have funding available for it. Currently, only resort cities in Idaho of less than 10,000 have the ability for a local option sales tax.

Sherry Little from Cardinal Infrastructure will be in Spokane on non-STA business Monday, October 15, and will spend some time meeting with STA.

Ms. Watson is working on large two public records requests. One is from ATU International for documents related to STA's Affirmative Action Plans for the past five years. The second is from Summit Law requesting all of STA's invoices and purchase orders with New Flyer and its various company names.

8. NEW BUSINESS

None

9. **ADJOURN**

With there being no further business to come before the Committee, Chair Freeman adjourned the meeting at 2:38 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Kathleen Roberson". The signature is written in a cursive, flowing style.

Kathleen Roberson

Executive Assistant to the Director of Finance & Information Services

SPOKANE TRANSIT AUTHORITY
BOARD OPERATIONS COMMITTEE MEETING

November 7, 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 31, 2018 (November meeting) and November 28, 2018 (December 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
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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 (*20 minutes*)
 - A. Board Consent Agenda
(No items being presented this month.)
 - B. Board Discussion Agenda – Committee Recommendation Agenda
 1. Final Proposed of 2019 Operating & Capital Budgets – *(Warren)*
6. Reports to Committee (*45 minutes*)
 - A. Central City Line: General Update – *(Otterstrom/Wells)*
 - B. Central City Line: Review Third Party Agreement Plan – *(Otterstrom/Wells)*
 - C. Monroe-Regal Line: Design Development Update -- *(Otterstrom/Brodwater)*
 - D. Zero Emission Technology Fleet Transition Evaluation – Update – *(Watkins)*
7. CEO Report (*E. Susan Meyer*) (*10 minutes*)
8. Committee Information
 - A. Draft 2019 Committee Work Program – *(Otterstrom)*
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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PLANNING & DEVELOPMENT COMMITTEE MEETING

Wednesday, November 28, 2018 (December), 10:00 a.m.
Spokane Transit Southside Conference Room

DRAFT AGENDA

Estimated meeting time: 80 minutes

1. Call to Order and Roll Call
2. Public Expressions
3. Committee Chair Report (10 minutes)
4. Committee Action (5 minutes)
 - A. Minutes of the October 31, 2018 (November) Committee Meeting -- Corrections/Approval
5. Committee Action (45 minutes)
 - A. Board Consent Agenda
 1. Finalize 2019 Committee Work Program – (Otterstrom)
 - B. Board Discussion Agenda – Committee Recommendation Agenda
 1. Approve Master Design & Construction Agreement Between City of Spokane & STA – (Otterstrom/Wells)
6. Reports to Committee
(No information included this month)
7. CEO Report (E. Susan Meyer) (10 minutes)
8. Committee Information
(No information included this month)
9. Review January 31, 2018 (February) Committee Meeting Agenda
10. New Business
11. Committee Members' Expressions (10 minutes)
12. Adjourn
13. Next Committee Meeting: Wednesday, January 31, 2018 (February 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

November 7, 2018

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

REFERRAL COMMITTEE: N/A

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

SUMMARY

Ms. Haley will review the October 31, 2018 (November meeting) and November 28, 2018 (December 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 31, 2018, (**November Meeting**) 1:30 p.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 (*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 Station – Scope of Work and Invitation for Bid (*Otterstrom*)
5. **Committee Action** (*20 minutes*)
 - A. Board Consent Agenda
(*No items to present*)
 - B. Board Discussion Agenda
(*No items to present*)
6. **Reports to Committee** (*10 minutes*)
 - A. Third Quarter 2018 Performance Measures - Results (*Watkins*)
 - B. Zero Emission Technology Fleet Transition Evaluation (*Watkins*)
 - C. Purchase of Paratransit Replacement Vans – Update (*Watkins*)
 - D. Plaza Operations Study (*Otterstrom*)
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. Third Quarter Service Planning Input Report (*Otterstrom*)
 - E. Third 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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PERFORMANCE MONITORING AND EXTERNAL RELATIONS COMMITTEE MEETING

Wednesday, November 28, 2018, (December 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 *(40 minutes)*
 - A. Minutes of the October 31, 2018, (November) Committee Meeting – *Corrections/Approval*
 - B. Moran Station Park & Ride – Invitation for Bid *(Otterstrom)*
 - C. High Performance Transit Stations: Scope of Work and RFP *(Otterstrom)*
 - D. Monroe-Regal Line: Scope of Work and Invitation for Bid *(Otterstrom)*
 - E. Demand Response (MV) Contract – Scope of Work *(Watkins)*
5. **Committee Action** *(15 minutes)*
 - A. Board Consent Agenda
 1. Approval of Spokane Police Department Agreement Renewal *(Williams)*
 2. Award of Contract – Fare Collection System *(Warren)*
 3. Plaza Operations Study – Acceptance *(Otterstrom)*
 - B. Board Discussion Agenda
 1. Draft 2019 Legislative Focus and Priorities *(Meyer)*
6. **Reports to Committee** *(10 minutes)*
 - A. January 2019 Service Changes *(Otterstrom)*
7. CEO Report *(10 minutes)*
8. Committee Information – *no discussion/staff available for questions*
 - A. October 2018 Financial Results Summary *(Warren)*
 - B. November 2018 Sales Tax Revenue Information *(Warren)*
 - C. October 2018 Operating Indicators *(Watkins)*
 - D. January 2019 Service Changes *(Otterstrom)*
9. February 2019 Committee Packet Draft Agenda Review
10. New Business *(5 minutes)*
11. Committee Members' Expressions *(5 minutes)*
12. Adjourn
13. Next Committee Meeting: **February 2019 (No January 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

November 7, 2018

AGENDA ITEM 6: QUADRENNIAL REVIEW – AMENDMENTS TO STA BYLAWS

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.

At the October 10, 2018 Board Operations Committee meeting, committee members reviewed and agreed to draft amended Bylaws with minor clarifying edits. The STA Board reviewed the draft amended Bylaws at its October 18, 2018 Board meeting. The Board approved the draft amended Bylaws as proposed and authorized the Clerk to circulate them to the member jurisdictions for review prior to taking action at its November 15, 2018 meeting.

The draft amended Bylaws as circulated are attached.

RECOMMENDATION TO COMMITTEE: Pending comments from the jurisdictions, recommend the Board take action to approve the amended Bylaws as proposed at the November 15, 2018 meeting.

COMMITTEE ACTION:

RECOMMENDATION TO BOARD:

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 and one non-voting member selected by labor organizations representing Spokane Transit Authority employees who are members of a bargaining unit ("Directors").

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, theThe 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) elected ~~officials~~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 (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 ~~officials~~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) 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 OpenOpen 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.~~

~~(e)(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

~~(f)(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 ~~DirectorsBoard-~~ ~~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 ~~DirectorsBoard-~~ ~~members~~ to serve on committees.

(a) Committees created by resolution of the Board may be composed of ~~DirectorsBoard~~ ~~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) ~~DirectorsBoard-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: (1) 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;~~

(i) 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:

(1) 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 Directors~~directors 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 ~~Director~~~~director~~, 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

November 7, 2018

AGENDA ITEM 7: BOARD OF DIRECTORS MEETING AGENDA NOVEMBER 15,
2018 – CORRECTIONS AND/OR APPROVAL

REFERRAL COMMITTEE: N/A

SUBMITTED BY: E. Susan Meyer, CEO

SUMMARY

The Board of Directors meeting agenda for November 15, 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, November 15, 2018 at 1:30 p.m.
STA Boardroom
1229 West Boone Avenue, Spokane, Washington

DRAFT AGENDA

Estimated meeting time: 70 minutes

1. Call to Order and Roll Call
2. Approve Board Agenda (*Kevin Freeman*)
3. Public Expressions
4. Recognitions and Presentations: *None*
5. Board Action – Consent Agenda: *5 minutes*
 - A. Minutes of October 18, 2018, Board Meeting – Corrections/Approval
 - B. October 2018 Vouchers (*Lynda Warren*)
6. Board Action – Committee Recommendations: *25 minutes*
 - Board Operations
 - A. STA Bylaws Amendment – Resolution (*Laura McAloon, McAloon Law PLLC*)
 - Planning & Development
 - A. Adoption of 2019 Capital & Operating Budgets – Resolution (*Lynda Warren*)
(majority of 5 votes required)
7. Board Action – Other: *None*
8. Board Operations Committee: *5 minutes*
 - A. Chair Report (*Kevin Freeman*)
9. Planning & Development Committee: *5 minutes*
 - A. Chair Report (*Al French*)
10. Performance Monitoring & External Relations Committee: *5 minutes*
 - A. Chair Report (*Pam Haley*)
11. CEO Report: *10 minutes*

12. Board Information: *No action or discussion*
 - A. Committee Minutes
 - B. September 2018 Financial Results Summary (*Lynda Warren*)
 - C. October 2018 Sales Tax Revenue (*Lynda Warren*)
 - D. September 2018 Operating Indicators (*Roger Watkins*)
 - E. STA Holiday Service and Office Hours (*Jan Watson*)
 - F. Third Quarter 2018 Performance Measures (*Roger Watkins*)
 - F. Third Quarter 2018 Service Planning Input Report (*Karl Otterstrom*)
13. Executive Session: (*McAloon Law PLLC*) – 15 minutes
14. New Business
15. Board Members' Expressions
16. Adjourn

Cable 5 Broadcast Dates and Times of November 15, 2018 Board Meeting:

Saturday, Nov 17, 2018	4:00 p.m.
Monday, Nov 19, 2018	10:00 a.m.
Tuesday, Nov 20, 2018	8:00 p.m.

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

Planning & Development	Nov 28, 2018, 10:00 a.m. (Southside) 1229 West Boone
Performance Monitoring & External Relations	Nov 28, 2018, 1:30 p.m. (Southside) 1229 West Boone
Board Operations	Dec 5, 2018, 1:30 p.m. (Northside) 1230 West Boone

Next Board Meeting: **December 13, 2018, 10:00 a.m.** STA Boardroom, 1229 West Boone Avenue, Spokane, Washington.

****NOTE: All December meetings are a week earlier than usual due to the holidays and the December 13 Board meeting will begin at 10:00 a.m.**

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

November 7, 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 _____

9.

EXECUTIVE SESSION

At this time, the STA Board Operations Committee will adjourn to an executive session for the purposes of:

Discussion with legal counsel representing STA in litigation or potential litigation to which STA, the STA Board of Directors, or STA employees are, or are likely to become, a party, when public knowledge regarding the discussion is likely to result in adverse legal or financial consequence to STA.

Discussing, planning, or adopting the strategy or position to be taken by the STA Board of Directors during the course of ongoing collective bargaining.

The STA Board Operations Committee will reconvene in open session at approximately ___ p.m. If it becomes necessary to extend the executive session, a member of the staff will return to announce the time at which the Committee will reconvene.

If any action is to be taken as a result of discussions in the executive session, that action will occur at the open public session.

Estimated time - 15 minutes