

SUNSET EMPIRE TRANSPORTATION DISTRICT

**BOARD OF COMMISSIONERS
MEETING MINUTES
THURSDAY JULY 24, 2014**

1. CALL TO ORDER- Chair Paul Lewicki called the meeting to order at 9:00 AM.

2. ROLL CALL:

Present: Chair Paul Lewicki, Commissioner Rae Goforth, Commissioner Carol Gearin, Commissioner Kevin Widener
Commissioner Kathy Kleczek and Commissioner Neal Smith attended via phone conference line
Commissioner Marcia Fenske, excused
Jeanyse Snow, Attorney/Legal Counsel for Sunset Empire Transportation District

Staff Present: Financial Officer Diane Moody, Executive Assistant Mary Parker, HR Officer Lori Karl, NWRC Manager Jason Jones, IS John Layton, Operations Manager Scott Earls, Operations Assistant Tami Carlson, Mobility Management Lis Pietila and NWRC Administration, Julia Takko

3. Changes to the Agenda- Chair Lewicki said Mary will discuss the Ifocus contract added to New Business under C.

4. At 9:02 AM, Chair Lewicki announced that the Board would go into Executive Session under ORS 192.660 2 (h) and 2 (b).

5. At 9:26 AM, Executive Session Closed.

6. At 9:30 AM, Chair Lewicki called the Board Meeting back into regular session.

Commissioner Kleczek moved that the Sunset Empire Transportation District accept the resignation of Executive Director Bartolotta on the following terms:

- a. *Administrative leave from July 24th until August 7th the resignation being effective as of August 7th. Her salary and benefits will be payable in the normal course of her contract.*
- b. *A mutual release of all claims will be signed.*
- c. *Three months of severance pay including all benefits less all amounts required to be withheld and deducted payable on execution of the release documents which will be presented to the Board for approval at a later date.*
- d. *Issuance of the attached press release: Sunset Empire Transportation District announced today that Diana Bartolotta has officially resigned from her position as executive director to pursue other opportunities. Miss Bartolotta is grateful for the experience she gained at the district and hopes the district continues to evolve and grow. Sunset Empire Transportation District thanks Miss Bartolotta for her service and valuable contribution over the course of her employment including her work to expand transportation programs. Miss Bartolotta brought a new energy and vision to the district and the district wishes her success in her future endeavors.*

Commissioner Widener seconded the motion

Discussion- None

Motion passed by unanimous aye vote

Voting aye: Commissioner's Lewicki, Widener, Gearin, Kleczek, Goforth and Smith

Jeanyse asked that the Board direct Mary to release the press release. Commissioner Widener asked if we should wait until she officially agrees to it. Jeanyse said no it is a joint proposal and her attorney and I will work on it. Commissioner Kleczek asked if the Board would have a draft of the mutual claims before the press release went out. Jeanyse said no because the mutual release documents won't be prepared until her attorney comes back from vacation.

7. Public Comment- None

8. APPROVAL OF THE MINUTES FOR THE JUNE 26TH BOARD AND JULY 10TH SPECIAL BOARD MEETING-

Commissioner Kleczek moved to approve the minutes with minor typographical changes and updates

Commissioner Goforth seconded the motion

Discussion- Commissioner Gearin said Mary and I previously discussed and corrections have been made

Motion passed by unanimous aye vote

Voting aye: Commissioner's Lewicki, Widener, Gearin, Kleczek, Goforth and Smith

Carol commented that she liked the shortened version of minutes a few weeks ago but she felt they were washed. She would like to see the minutes be more verbatim and wanted to know what the rest of the Board felt. Paul commented that he did not think verbatim minutes were necessary since a recording is available, however any matters for the record should be spelled out and other than that we need our actions, motions, votes, outcomes and those discussions that are landmarks in our going forward. Carol said she thought the Attorney General Manual says that discussion between the Board should be in the minutes but not the entire discussion. Carol said she sympathized with Mary as it is difficult to hear who is speaking on the recording. Paul said that Mary is purchasing a new recording device, but I still would rather see the minutes washed. Kathy agreed with Paul and appreciated shorter minutes and suggested that we can fine tune them to point out what the points in discussions are and include time reference to the recording. Rae agreed and suggested looking into purchasing a better system with microphones. Paul requested the staff do research on solutions and bring to the next Board meeting.

9. **Commissioner Goforth**- Reported attending the July Ridecare Advisory Committee Meeting and working on the Ridecare By-Laws which will be presented at the August Board of Commissioners meeting.

Commissioner Smith- Reported seeing a bus system in Ohio that operates 9-10 months a year and is made up of all trolley busses running every 20 minutes. He also talked to a Dial a Ride driver who said how busy they are and they actually operate 50 busses every Sunday.

Commissioner Kleczek- Thanked Mary for going to South County and delivering schedules and flyers. Kathy said she taped up the new bus schedule across the street which is utilized daily by 20 or 30 people and there are a lot of people interested in riding the bus down there and as long as we keep bringing them schedules I think we will be able to increase our ridership. Kathy received many thank you's for having bus service on the Fourth of July and is interested to hear what the numbers were and everyone is very excited that Labor Day is also on the table since it is the tourist season and very busy. Kathy missed the ACT meeting due to the Special Board meeting. There are several transportation issues from the Federal level down being discussed so the next meeting should be really interesting.

Commissioner Gearin- Reported that she would also like to hear what the numbers were for the Fourth of July and was also interested in what was happening with the Federal cuts to transportation dollars and if it will affect us. Kathy responded saying it really will affect anything ODOT does.

Commissioner Widener- Reported he had received a very nice letter from County Manager, Scott Summer's apologizing for the Precinct 38 voting problems. Kevin said there was a census redistricting but GIS and the County Clerk's office did not receive the message so ballots were sent to the wrong place.

10. Old Business- None

11. Election of Board Officers for 2014-2015

Chair Lewicki opened the election of officers

Rae nominated Paul to retain his position as Chairman of the Board. Rae also said she really appreciated what Paul had gone through this last period and he patience you have shown, your professionalism not only with Special Districts but with Jeanyse and I respect you for it and nominate you to continue on as Board Chair.

Kevin nominated Marsha as Board Chair

Carol seconded Rae's nomination of Paul

Paul responded that he appreciated Rae's comments but said he is disinclined to accept the nomination. He said it has been a difficult period of time. I did not feel at all times that the Board had my back and that made it doubly difficult. So I would have to respectfully decline the nomination. I know we are in a time of transition and I would certainly pledge my support and assistance to help the new officers.

Rae thanked Paul and nominated Kathy as Board Chair

Paul seconded the nomination.

Kevin withdrew his nomination of Marsha

Kathy said she thought with some assistance and backup she could accept the nomination. She also said that she would be willing to resign from some of the other obligations she has taken on if necessary.

Kevin moved to close nominations.

Carol seconded the motion.

Kathy Kleczek was elected Board Chair by unanimous aye vote

Voting aye: Commissioners, Lewicki, Widener, Gearin, Kleczek, Goforth and Smith

Kathy nominated Paul as Vice Chair

Kevin seconded the nomination

Paul accepted the nomination

Paul moved to close nominations

Paul Lewicki was elected Board Vice Chair by unanimous aye vote

Voting aye: Commissioners, Lewicki, Widener, Gearin, Kleczek, Goforth and Smith

Kevin nominated Carol for Board Secretary-Treasurer

Kathy seconded the nomination

Kevin moved to close nominations

Carol accepted the nomination

Carol Gearin was elected Secretary-Treasurer by unanimous aye vote

Voting aye: Commissioners, Lewicki, Widener, Gearin, Kleczek, Goforth and Smith

Carol said she wanted bring something up for the Board to consider, but does not need to vote on now: to give the Board Chair authority to immediately be able to put someone out on paid administrative leave pending the decision of the Board. I know we have Board Policies that cover emergencies but I really think the Board Chair needs the Board behind them to do a reasonable and necessary action at that time. Kathy said is that not HR?

Paul said that we have to rely on the HR department for HR activities and we should give that respect to that position, and owe it to the District not to take those risks upon ourselves, however we have got to remember that this Board is the ultimate authority for the District. There are ORS's and Special Districts but when it comes down to a decision, what we decide for this organization is the way that it is and like it or not the chair has an additional responsibility and with that needs to come some additional authority. Paul said I have been openly criticized for assuming some authority which perhaps technically I didn't have, however he said in some of the things that have happened recently I tell you it would have been immoral for me not to have taken some certain actions and allow certain situations to continue just because we had to do a doodle poll to see when quorum was available. That is not an effective way to govern. There are things that have to be dealt with and you can't call everyone together every time something happens. I think what Carol said is the beginning of an understanding that has to be developed here. The chair person is the leader of this body and in order for a leader to be effective a leader has to have followers, so there has to be an agreement that once we set up officers the chair is the leader and may have to take some action in the interest of the Board, any action taken can be ratified or disapproved after the fact but if we have to get a meeting together every time certain decisions have to be made to technically be compliant, we are not going to get anything done. Paul encouraged the Board to sooner rather than later come up with a policy that as clearly and as liberally as possible recognizes and tries to find that role as a Board Chair. Carol said that was what she was trying to say, that we give the Board Chair some authority and she agreed with Paul on the moral statement and if an urgent situation occurs that needs immediate action that the Board Chair has authority which would be pending final Board action so by the time a quorum is together the problem has cooled down. Kathy said that this discussion merits further looking into and a policy developed carefully around it. Paul said that there is one other factor that needs to be discussed and clarified concerning email communication restrictions between Board members, so perhaps the new chair can put that on a future agenda.

12. Financial Reports- Diane asked if there were any questions on the financial reports or graph. She noted that she had added the year-end total for the rental income and for this month it was all just rental income. Carol noted a mistake in the header and Kathy asked about the power bill adjustment. Diane said it was a refund for overbilling us. Carol asked about the \$90,000 to DHS. Diane said that was the first payment for the 2011 DHS reconciliation of \$181,000 where we negotiated to pay half now and then make quarterly payments.

Kathy moved to accept the financials as presented

Carol seconded the motion

Motion passed by unanimous aye vote

Voting aye: Commissioners, Lewicki, Widener, Gearin, Kleczek, Goforth and Smith

Diane said she also had two other items.

Diane said the first item required her to state for the record that the totals had been reversed or transposed for the Unappropriated Ending Balance and the total Debt Service on Resolution 2014-03 approving the 2014-2015 Budget. Diane

said the Budget reviewed by the Board was correct. The Unappropriated Ending balance is \$419,413 and the Debt Service is \$197,140. Mary asked if a corrected resolution needed to be made. Diane said stating it for the record was all that was needed.

The second item Diane discussed was the quote and contract given to the Board from Boldt Carlisle and Smith to provide FY 2013 audit services. Diane recommended using Boldt, Carlisle and Smith for the audit. Rae asked if there was anything we cannot comply with? Diane said we are in good order. Kathy said she really liked the paragraph in the agreement about their fees for the service and the "do not exceed" quantity that she feels should also be included in all of our contracts no matter how big or small so there is always discussion before more expenses incur.

13. New Business

- a. New Bus Wrap Designs – Carol asked if the signage would say Sunset Transportation Services or Sunset Empire Transportation Services. Mary clarified the buses say Sunset Empire Transportation Services. Rae asked about signage for the Dial A Ride bus? Tami said new Mary has arranged for new RideAssist signs to be made for the front of the buses. Kathy said the new bus wraps are beautiful but said it is not clear whose bus is it and who to contact and where are we working in the signage without destroying the images? Mary said signage has been discussed since the beginning and traditionally signage is put above the windows on the sides and on the overhead on front. Scott also said all three will have digital signage on front and sides as well. Paul requested that a mock up of the signage be sent to the Board.
- b. Labor Day Bus Operations- John reported that there were 475 riders and average weekday ridership in July is 650 which means that ridership was at 73%. Scott reported feedback from the drivers was that most of the riders were going to work and there were also Paratransit services for those going to dialysis and other needs. Kathy said that most of the feedback she received was from thankful employers. Paul asked if we would expect the same philosophy in looking at Labor Day. Scott said the cost was substantial as there was overtime on that day. Paul said we were aware of that but the question is, we carried over 500 people that day, was it a good deal for the District and the County. Carol asked is this going to create any financial difficulty. Kathy said that we had budgeted for this service. Kathy moved that we support operations in implementing Labor Day Services for our buses.
Kevin seconded the motion
Motion passed by unanimous aye vote.
Voting aye: Commissioners, Lewicki, Widener, Gearin, Kleczek, Goforth and Smith
- c. Ifocus Contract-Mary reported finding the Ifocus contract that was given to the Board today. Mary explained the contract included the initial estimate for web design and setting up the ipads and edocs. Mary included an email sent to John from Ifocus clarifying that no extra charges beyond the agreed services had been made.

14. Management Reports- Paul thanked Mary for including the Management Reports in the Board Packs. Rae commented that she likes having the reports as they were written. Carol said she had a concern about Mobility Management removing the brochure rack and putting in a changing station in the lobby. Lis explained the changing station was going to be located in the bathroom. Kathy said she could see the procedure for fire alarm test mode and elevator test mode but did not see anything listed for earthquake or other disaster training. Lis said that district has an Emergency Preparedness plan in place. Rae asked why we have not gotten the generator that we had approved about 2 and half years ago for the Transit Center. Scott said that the generator we discussed was for Warrenton. Rae said we she remembered discussing one for here and for Warrenton. Paul a UPS system might be more appropriate for the Transit Center. Neal said that Transit Center has battery operated emergency lights in the ceiling which are sufficient to get people out of the building.


15. Other Items-

- a. Carol commented that she was sure the papers hanging on the conference room walls were useful for staff but asked if they could be moved to another wall where staff could also have use of it. Rae asked what the purpose is. Scott said it was Diana's project. Paul noted that this is a public meeting room, the Boards meeting room and the Districts meeting room and Rae has taken the time and trouble to come up with photos and art for the room. Just as a matter of courtesy it would be nice if there was some mention when things like this were going to be changed. Kathy said she could see the other side of the coin. We use this room one day of the month and it is used as a public meeting room but it is also a good space for staff to interact. We want to make sure that it is functional and usable for all of the people that are potentially using it. Paul summarized that since this room is used by multiple people a little communication between modifications might be a good idea.

- b. Paul said one of the matters that he thought was settled was unsettled recently concerning the use of name Sunset Transportation Services. Paul said the Board had voted to go with that name. Then it was represented to the Board that we weren't going about it right and that we may have done something that wasn't legal. Paul clarified that the Board voted to be Sunset Transportation Services and just because somebody says I don't think you guys did this right, it does not negate your vote. Paul suggested that in the near future we need to decide which way to go and take an official action so we are not in limbo. Paul noted as the governing body, if we say we are Sunset Transportation Services we should expect staff or counsel or whoever to present to us the ways we can become that and not just abandon our action because somebody says you didn't do this right.
- c. Paul reported that the Board did not have to start the hiring process over again but could and that SDAO said that the Board could go back to the candidates on the previous list. Paul stressed the importance of the HR department being directly involved this and the commitment to use the Districts application form. Paul asked if the Board wanted to consider getting an interim director and suggested Bill Anderson from SDAO. Carol agreed with bringing Bill in as interim director and said that staff is doing a wonderful job. Carol said she thought it would be a good idea if SDAO still has the applications from last time to take another look at them. Paul asked about looking at the short list from SDAO and Carol said she did not have a problem with the short list. Rae said she agreed with getting Bill Anderson. He is a very gracious human being and agreed with using the short list to use our IIR this time. Kathy said she agreed that an interim director would be a good idea but she has serious concerns about going back to all candidates since the Board had already eliminated some of them. Kathy suggested having our HR department contact those on the short list and have them come in and fill out an application. Kevin said he would like to go a little beyond the final candidates because the Board had interviewed them and went with somebody else and there were a couple of candidates that were eliminated that he would have liked to talk to but they were eliminated by the recommendation committee not by the Board. Neal said that he had thought about this a lot and looking back his first question was; were the two people that we interviewed any more qualified than Diana was. Neal suggested that we look at all the candidates again and this time have a list of qualifications that we use so applicants get screened yes or no. Neal also said he thought the first process was more emotional than analytical and would like to look at all the candidates again and start from there.
- Paul said we haven't decided if we want to do this ourselves or if we want to rely on SDAO's help again. He recommended that if SDAO is asked to help that they should be informed on how we feel about going back and have them make a recommendation that they can support us. Paul would like to ask Lori what she would recommend from an HR perspective. Paul will contact Special Districts and see if Bill is available. Paul said he appreciated everyone's dedication patience commitment and investment of their heart and soul and told the staff that they are doing a great job.

Meeting was adjourned at 11:50 am

Mary Parker, Recording Secretary



Commissioner Carol Gearin, Secretary/Treasurer

Date 8/28/14