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**SETD BOARD OF COMMISSIONERS MEETING
MEETING MINUTES
Thursday December 15, 2011 9:00 AM**

1. CALL TO ORDER; PLEDGE OF ALLEGIANCE TO THE FLAG
2. ROLL CALL
3. CHANGES TO AGENDA-

Chair Bline announced that the Board would be going into Executive Session under New Business to discuss the Aero Vironment Ground Lease Agreement.

4. APPROVAL OF OCTOBER MINUTES-

Commissioner Gassner made a motion to approve the November Board meeting minutes. Commissioner Fenske seconded the motion. Motion passed by unanimous vote

5. REPORTS FROM CHAIR AND COMMISSIONERS-

Commissioner Gassner- Nothing to report today.

Commissioner Lewicki- Reported that he has been asked by neighbors more than once about bus service in Knappa. He let them know that we had reestablished service to Knappa and that any increases to the services would be based on ridership and funds permitted to expand service where warranted.

Commissioner Goforth- Reported that she had attended the NWRC Advisory Board meeting and that it was a very good meeting. She said the Advisory Board will be updating their by-laws this year. She also said that there was discussion about non-medical rides for Senior and Disabled, and that Executive Director Flint will be looking into the past problems and future possibilities.

Chair Bline-Reported that he will be appointing an ad-hoc committee to assist with the revision of the SETD Board Policies next month. Chair Bline said Executive Director Flint's employment agreement required an evaluation by December 15, 2011. Chair Bline said he had the evaluation

forms for the board to complete and send back to him. He said he had spent a lot of time finding an evaluation form he liked and with Commissioner Lewicki's help they were able to reduce and make the form more concise and focus on the criteria and tasks listed in the employment agreement. Chair Bline asked that the board return the completed evaluations to him as quickly as possible, and asked for 2 board members to volunteer to assist in compiling the data and writing a report. Chair Bline will meet with Executive Director Flint and go over the evaluation report so he can make any statements he wants and then the Board will make final approval of the evaluation at the January Board Meeting. Commissioner Goforth volunteered to help with the evaluation process.

Commissioner Kee- Reported that he has begun using QR (Quick Response) codes in his advertising. Commissioner Kee explained that the QR codes are specifically designed to contain a link to a specific product or to service information. The information is accessed by scanning a previously programmed QR code with a smart phone. Commissioner Kee said he would be glad to help SETD print QR codes on vinyl which will stick to the windows in the bus shelters and at the Transit Center. Riders could scan the QR code and it would take them to the SETD web site and the schedules. Commissioner Kee also reported that Executive Director Flint had given a very good presentation at the Chamber Circle and he also gave a very good interview on the Tom Freel Show on KAST.

Commissioner Gearin- Reported that she had attended the Highway 101 Open House with Executive Director Flint. She reviewed some of the major problems and encouraged those that are interested to get involved in this process. Commissioner Gearin said that there are a lot of decisions that are going to be made. Commissioner Goforth reminded everyone that when a SETD Board Member attends this type of meeting they are attending as an individual and cannot represent the board without board approval.

Commissioner Fenske- Reported that she had attended the Connect the Dots Meeting sponsored by CCCF. She said that all agencies were well represented. The goal of this meeting was to understand what others do and improve communication and services between agencies that serve children and families in this area. Meetings will be held quarterly. Executive Director Flint said he would attend the next meeting.

6. FINANCIAL REPORTS-

Executive Director Flint reported that he had brought in Gretchen Mather, CPA to work with Julia and Lori. She will work on the balance sheets and bringing accounts up to date. Gretchen will help Julia input grant information and set up internal controls. Executive Director Flint said that Gretchen also has been a Quick Books Instructor and has experience doing CPA work in both government and non government organizations. She also has experience in balancing funds and will help us better account for our funds on the payroll side and on the financial side. Gretchen

will also help us with internal controls. Commissioner Goforth asked how much time are we paying Gretchen for? Executive Director Flint said that he is finalizing a contract with Gretchen right now. She will be on call and on an hourly rate not to exceed \$5000. Executive Director Flint also said that Gretchen will initially be spending blocks of time with Julia and Lori and then be on call. She will also be available to the board and the budget committee as we build the budget for next year. This is a cost effective way of bring someone in that has the experience we need without breaking the bank by trying to hire a full time accountant. Commissioner Goforth asked if this is a contract as well. Executive Director Flint said yes he has a contract for Gretchen to sign. Commissioner Gearin asked when we receive timber revenue. Executive Director Flint said that we receive timber revenue quarterly but we never know how much it is going to be. Commissioner Gearin asked what the Deferred Revenue related to. Executive Director Flint said he would find out and report on that next month. There was discussion about the information on the monthly PL statements and utilizing a 5 month comparison instead of the 12 month comparison to the budget. Executive Director Flint said that all expenses do not come in on a monthly basis so year to date reporting gives a clearer picture of the actual flow of the budget. It was decided to leave the monthly reports as they are which includes adding the budget percentage at the top of the report and the monthly Expense Exception report.

Commissioner Goforth made a motion to accept the November financials as presented.

Commissioner Fenske seconded the motion.

Motion passed by unanimous vote.

7. OLD BUSINESS

Astoria School District Maintenance IGA

Executive Director Flint said that the agreement between SETD and the Astoria School District will provide a large portion of the management of the SETD Preventative Maintenance Program.. Operations Manager, Scott Earls explained that ODOT had ran a preventative maintenance audit pm 5 different districts about 7 months ago and all 5 districts failed so ODOT put together a example of a maintenance program, and we adapted it to our needs. Scott said he submitted the adapted SETD Preventative Maintenance Program to ODOT and it was approved with a few minor changes and was actually used as an example for other districts to follow. Scott said that since there is grant funding involved in preventive maintenance, we are required to use several vendors to provide our services. This will be accomplished with this agreement because Astoria School District utilizes the same local vendors that we have been using. Executive Director Flint said that SETD will be billed \$52.00 an hour for the first hour and shorter time will be broke into 15 minute increments.

- a. **Resolution 2011-18 Approval of the Maintenance IGA with Astoria School District's Commissioner Goforth made a motion to approve Resolution 2011-18
Commissioner Gearin seconded the motion
Motion passed by roll call vote.**

8. CORRESPONDENCE- None

9. NEW BUSINESS

Resolution 2011-15 and 2011-19

Executive Director Flint explained that the 2 proposed resolutions allow us to remain in compliance by adding these federally mandated updates to the SETD retirement plan. The updates provide specific benefits to employees who are veterans or who are public safety officers.

Resolution 2011-15 Restatement AIG VALIC 45%

Commissioner Gearin made a motion to approve Resolution 2011-15

Commissioner Gassner seconded the motion

Motion passed by roll call vote

Resolution 2011-19 VALIC 401(a)

Commissioner Gassner made a motion to approve Resolution 2011-19

Commissioner Gearin seconded the motion

Motion passed by roll call vote

SDAO Conference-

Chair Bline said that the SDAO Conference will be held in Bend February 9th through the 12th. Chair Bline said that due to our finances we are only able to send one person this year so he would like approval by the board to send Executive Director Flint. This will be a great opportunity for networking and training. The estimated cost will be is about \$1125 plus meals. Commissioner Gearin suggested looking into a scholarship as SDAO may offer them..

Commissioner Gassner made a motion to approve Executive Director Jay Flint attending the SDAO Conference in Bend.

Commissioner Gearin seconded the motion

Motion passed by unanimous vote

EXECUTIVE SESSION: 192-660 (2)(e)

At 10:00 AM Chair Bline called for Executive Session for the SETD Board under 192-660(2)(e) to discuss Resolution 2011-16 Aero Vironment Ground Lease Agreement.

Chair Bline asked the audience except for the representatives of the press, to leave the meeting room until the Executive Session was adjourned. Members of the press were instructed that all information discussed during Executive Session is to remain confidential until further instruction. Executive Session ended at 10:52 AM.

Chair Bline announced that the SETD Board meeting was back in session at 11:01 AM. The audience returned to the meeting.

Chair Bline said he would entertain a motion to give Executive Director Flint direction regarding the Aero Vironment Agreement negotiations.

Commissioner Lewicki made a motion to authorize Executive Director Flint to continue with the analysis of this lease for one more month and answer outstanding issues.

Commissioner Goforth seconded the motion

Commissioner Goforth, Lewicki, Gassner, Fenske and Chair Bline voted in favor

Commissioner Kee and Gearin opposed

Motion passed

10. EXECUTIVE DIRECTOR'S REPORT-

Executive Director Flint reported:

- a. **DHS Audit-** Still in progress and we are continuing to send information. We have asked that they also include the 2010-2011 fiscal year in this audit so we can move forward with a clean slate.
- b. **SETD Audit-** Boldt Carlisle and Smith are still working on completing the audit. We should have final report mid January.
- c. **Audit Deficiency Report-** Current training: Mary, Julia and I attended OPTIS training for grants in Salem
- d. **NWRC Brokerage-** The Oregon Health Authority/DHS is asking for all brokerages to make a 10% cutback in overall costs. There will be a 5% cut in the reimbursement costs from the state per ride going from about \$41 a ride to \$37 a ride starting January 1, 2012. The state has estimated they could save \$1.7 million if they eliminated the regional brokerages and went to a single statewide brokerage. There has already been a proposal made to the state by a large brokerage called Logisticare. This has caused great concern with the regional brokerages so we all met in an emergency meeting in November. We formulated a plan to become come together and form a consortium of brokerages that can work together to make proposals. The OTA and TriMet are very much in support of the brokerages working together. An OTA attorney will be speaking for us at the legislative level. We really need to get aggressive with this and by early January have a proposal that we can start discussing with legislators before they go in session in February. Our

next meeting is Dec. 21st in Salem. There are 8 brokerages in Oregon that need to come together.

Department Reports-

- **Operations:** Scott is working to coordinate our schedule with both Columbia and Tillamook County. The tentative start date for weekend service is January 14th. The plan is to have 3 connections a day between the three counties. The scheduling part has been quite a task. We have disposed of 3 more buses to salvage. Scott became a Trainer for the TSI Drivers Safety Course and has scheduled a training session with our drivers in January. He will be setting up training with Columbia and Tillamook County in the future.
- **Veterans Van-** We have been told by ODOT and we can have the van and use it for our needs, however it does need to be used above and beyond regular paratransit services. The new local VA coordinator does not want the van.
- **HR Report-** Representatives from Valic and AFLAC have been in to meet with all the employees. The Safety Committee is working on an Emergency Plan. We had a Christmas potluck dinner here on Dec. 2nd that was a lot of fun. We adopted a family again this year and employees donated food and drew names of the family members. We will be delivering gifts and food to them on Dec. 19th. Please bring anything you want to donate to the Transit Center by the 18th and all employees are invited to ride in the Trolley to deliver the gifts on the Trolley with Santa and crew.
- **New OBSS call system training-** All NWRC call takers have gone to TriMet for training and last week John and Jason went too. We are going to set up a training work station at the ride center for ongoing training. Everyone seems to like the new system. Tami will also receive training.
- **Coat and Food Drive-**We did the coat drive using the Trolley last week. We collected about 120 coats for the food basket program. We also collected about 25 boxes of food on the buses and took that to the fairgrounds as well.
- **Astoria Warrenton Chamber-** Liz and Mary attended the Nov. "After Hours" at the Red Barn
- **Christmas Lights-** Seaside Chamber organizes a Christmas light tour every year using the Trolley bus. We can no longer offer this service to the Seaside Chamber. Scott has volunteered his time to drive the trolley to the care centers and senior center and take those interested on a ride to see the lights.

Commissioner Goforth made a motion to allow the Trolley to participate in the Christmas Light Parade in Seaside using a volunteer driver.

Commissioner Gearin seconded the motion

Motion passed by unanimous vote

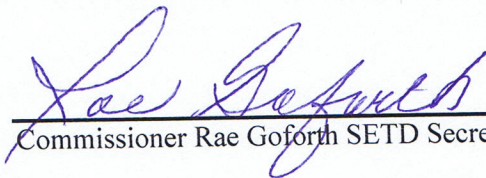
- **NWRC Advisory Committee-** Dawn Thompson Volunteer Coordinator from DHS Region 1, was elected the new chair and Janet Wright from Columbia County was elected Vice Chair.
- **Boldt, Carlisle and Smith-** Audit Costs will be around \$15,000 with additional pre-audit costs of about \$2000.
- **SDAO Dues:** A question was asked about what we receive for SDAO dues? Our dues are incorporated in our insurance premiums, but this provides us with risk management, loss support, 8 hours of free consulting services, pre loss legal and government affairs support and not to mention all of the hours of support we have received this year. We have set up a SDAO re-payment plan that will have us paid off in 2012.

11. OTHER ITEMS- Scott Earls said Fred Meyer has offered to help redesign and pay for a new bus stop at Fred Meyer. They have offered to buy a shelter and pay for lighting. The goal is to move the bus stop off of Neptune Drive.

12. PUBLIC COMMENT- None

Meeting was adjourned at 11:40 AM

Mary Parker Recording Secretary



Commissioner Rae Goforth SETD Secretary Treasurer