Minutes
Regular Board Meeting
Monday, August 8, 2022
3076 NE Diamond Lake Blvd, Roseburg, OR 97470

PRESENT: Mike Baker, Sarah Thompson, Janice Baker, Kat Stone
ABSENT: Lonnie Rainville, Tom Trotter.

1. **Call to Order**
   Meeting called to order at 5:33 p.m. by Vice Chair Sarah Thompson.

2. **Roll Call**
   Roll call taken by Executive Assistant Christine Sepulveda.

3. **Pledge of Allegiance**
   Recitation of the Pledge of Allegiance.

4. **Officer Election**
   4.1 Chair
   MOTION: Kat Stone moved to nominate Sarah Thompson as Chair. Seconded by Mike Baker. No further Discussion. Motion carries. Vote: 4 – Yay. 0 – Nay. 0 – Abstain. 2 – Absent.
   4.2 Vice Chair
   MOTION: Mike Baker moved to nominate Kat Stone as Vice Chair. Seconded by Janice Baker. No further Discussion. Motion carries. Vote: 4 – Yay. 0 – Nay. 0 – Abstain. 2 – Absent.

5. **Consent Agenda**
   5.1 June 13, 2022 Regular Meeting Minutes
   5.2 June Preventive Maintenance Report
   5.3 July Preventive Maintenance Report

   MOTION: Mike Baker moved to approve Consent Agenda. Seconded by Kat Stone. No further discussion. No further discussion. Motion carries. Vote: 4 – Yay. 0 – Nay. 0 – Abstain. 2 – Absent.

6. **Financial Report** – Sheri Bleau
   UPTD June Financials ended the fiscal year on a good note by staying under the budget. Notable mentions were costs for conference, flooring for Operation Manager's office, new fareboxes that were paid for at the end of the fiscal year. MTM numbers came in at a high yield profit for the District coming in at $396,110 YTD before any deductions averaging out at about $17,000 per month. July is showing that UPTD has budgeted well so far for this current fiscal year.
   MOTION: Mike Baker moved to approve June Financial Report and July Financial Report. Seconded by Kat Stone. No further discussion. Motion carries. Vote: 4 – Yay. 0 – Nay. 0 – Abstain. 2 – Absent.

7. **Public Comment for On Agenda Items Only**
   No Public Comment.

8. **Old Business**
   8.1 Board Vacancy
   Mark Hendershott resigned his position on the UPTD Board of Directors as of June 8, 2022. UPTD Staff published Board Vacancy and received one (1) application by the deadline set by the UPTD Board of July 4, 2022.

   8.1.1 Review and Discussion of Applications
   Board review and discussion of the application received by James (Jim) De Lap. Kat Stone declared potential conflict of interest because Jim De Lap is a longtime family friend of hers. Board consensus of no need to further discuss his application as Jim has been frequently attending the Board meetings and has been participating in the Budget committee.

   8.1.2 Selection of Qualified Applicant as UPTD Director
   MOTION: Mike Baker moved to appoint Jim De Lap as UPTD Board of Director. Seconded by Janice Baker. Discussion followed regarding identification procedures and requirements. Motion carries. Vote: 4 – Yay. 0 – Nay. 0 – Abstain. 2 – Absent.

   8.1.3 Swearing in by Notary Public
   Appointed Transportation District Board Member recited Oath of Office per Douglas County Clerk's Office provision.

   8.2 Yearly Review
   8.2.1 Board Bylaws – Postponed until September meeting.
   Board discussion of potential amendments of Board Bylaws such as inclusion of defining potential and actual conflict of interest, and when to recuse from discussion. Board consensus to review and bring back recommendations to next meeting.
   Board discussion of potential amendments of Board Bylaws including inclusion of defining potential and actual conflict of interests and when to remove from discussion.
   8.2.2 Board Protocols - Postponed until September meeting.
   Board consensus to review and bring back recommendations to next meeting.

9. **New Business**
   9.1 Fiscal Year 2019-2020 Single Audit Findings
   The Fiscal Year 2019-2020 Single Audit was recently accepted by the Federal Clearinghouse. All the findings were legitimate as UPTD Staff were unable to run through QuickBooks and all items were not separated at the gate, but the District was able to hire the Finance Manager and put into place the Finance Policies. The process took longer than anticipated due to FY 20 auditor retiring and replacement auditor getting caught up to speed with the ins and outs of transit grants and funding. All corrections listed in corrective action plan have already been put into place by hiring the Finance Manager and implementing Finance Policies.

   Brief Board discussion regarding the status of Fiscal Year 2020-2021 audit. Financial Manager Sheri Bleau confirmed that all requests from auditor for documentation have been submitted at this time.

9.2 Downtown Shelters – Partnership with Umpqua Valley Arts and Thrive Umpqua for Shelter Wrap Contest.

UPTD has partnered with Umpqua Valley Arts and Thrive Umpqua in a collaboration for young graphic designers to submit graphic design projects through the month of August for consideration to be featured on one of three bus shelters in the downtown Roseburg area in honor of the city's sesquicentennial (150th birthday).
Board discussion noting that it would be fun and interesting to see other towns to start doing too. Would like to see rural towns involved in type of projects as well, may be probable with Transit Master Plan implementation and potential addition of bus stops. Project Leadership would be interesting project to implement as an involvement with this type of thing, Sarah Thompson will reach out to Cheryl.

9.3. Policy Updates

9.3.1 UPTD Accident and Incident Response Policy and Procedure

Policy and procedure revised and updated to reflect UTPD instead of UTrans and includes all UPTD employees and UTPD facilities. Policy was always something that was used but was not previously presented to the Board and it was brought to light as not updated during an incident that was not responded to appropriately.

9.3.2 Police Powers

Ron Sperry, UPTD representing attorney, clarified that the full title of the Ordinance for Police Powers would need to be republished with the Agenda with the updates and the amendments needed to reflect the District's name change throughout the Ordinance, the Ordinance number, and adding the revision date.

9.3.3 Resolution 22-4: Updating Registered Agent Office Address

MOTION: Mike Baker moved to approve Resolution 22-4: Updating Registered Agent Office Address. Seconded by Kat Stone. No further Discussion. Vote: 4 – Yay. 0 – Nay. 0 – Abstain. 2 – Absent.

10. General Manager Report – Cheryl Cheas

- Attended Global Mass transit State of Good Repair Conference in San Francisco.
- Met with Transit Technologies, Passio, and Ride with Via as search for fix route and demand response software; have found that some data is not available in format needed based on type of ride deriver provides, current software doesn't track mileage by type of ride but by vehicle instead; needing each department to work in unison.
- Transit Master Plan process completed.
- HVAC would have to do an RFQ on that but without the HVAC inspection would have had a fire and that was a grim reminder that that's why we have inspections.
- Commercial date to be released soon.

11. ODOT Update – Jennifer Boardman

- New grant process requiring letter of intent due in October with Grant due in November.

- There is approximately $600,000 available for planning as well as monies for emergency fundings such as the LoNo Grant or the Marketing plan that UPTD recently obtained for the biennium.
- Funding for 5311 may be increasing, still not known for sure.
- NTD is coming up.
- Quarterly Reports coming up.
- Lost a couple of RTCs, Jennifer is currently working additional regions.

12. Not on Agenda

- 5339 Capital Project Grant for the Property next door, ODOT sent over the Agreement for review and signature and legal counsel. Ron Sperry reviewed the document in detail and had a couple of comments and addressed them previously with Cheryl Cheas and wanted to maintain that the Board of Directors understood the District's obligations with executing the grant agreement. Board consensus that intention is to sign the agreement with ODOT to execute the 5339 Capital Project Grant Agreement.

13. Public Comment

No Public Comment.

14. Agenda Build – Next Regular meeting September 12, 2022.

- Ordinance: Police Powers
- Board Bylaws & Protocols Review.
- Ron Sperry to attend for follow-up.

15. Adjournment 7:27 p.m.