

Working Meeting of the Executive Committee

Monday, November 6, 2017, 12:00-1:00 p.m.

Frontlines Headquarters, 669 West 200 South, Golden Spike Rooms, Salt Lake City

Members of the public are invited to attend all committee meetings, and public comment may be taken at the discretion of the committee chair. If public comment is not taken at the committee meeting, the public will be able to review and provide comment via www.rideuta.com on all action items prior to the next full Board of Trustees meeting. If public comment is taken at the committee meeting, in order to be considerate of time and the agenda, comments will be limited to 2 minutes per individual, or 5 minutes for a spokesperson designated to represent a group.

Members:

Robert McKinley, Chair

Greg Bell, Co-Vice Chair

Jeff Acerson

Charles Henderson

Sherrie Hall Everett, Co-Vice Chair

Jeff Hawker, Co-Vice Chair (excused)

Bret Millburn

Troy Walker

Agenda

- 1. Safety First Minute** **Dave Goeres**, Chief Safety, Security & Technology Officer
- 2. Executive Committee Consent Agenda** **Robert McKinley**, Chair
 - a. [*Approval of September 18, 2017 Meeting Report*](#)
- 4. Items for Discussion** **Robert McKinley**
 - a. Board Chair Nomination
 - b. [*R2017-11-01: Annual Certification of Board Code of Conduct*](#)
- 5. Board Meeting Agenda Approval** **Robert McKinley**
- 6. Closed Session**
 - a. Discussion of the Purchase, Exchange, Lease or Sale of Real Property when Public Discussion would Prevent the Authority from Completing the Transaction on the Best Possible Terms.
 - b. Strategy Session to Discuss the Character, Professional Competence, Physical or Mental Health of an Individual.
 - c. Strategy Session to Discuss Collective Bargaining.
 - d. Strategy Session to Discuss Pending or Reasonably Imminent Litigation.
- 7. Action Taken Regarding Matters Discussed in Closed Session** **Robert McKinley**
- 8. Other Business** **Robert McKinley**
 - a. Liaison, Conference & External Committees
 - b. Next Committee Meeting
- 9. Adjourn** **Robert McKinley**

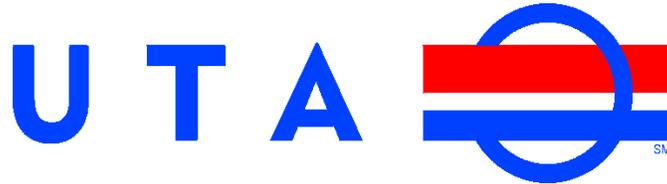
Think Before You Post:

- **Don't post information that may be exploited by identity thieves**
- **Don't post about work related projects**
- **Don't click on suspicious links**
- **Don't trust that a message is from who it says it's from**
- **Don't accept connection requests from strangers**
- **Do Think before you post**
- **Do Manage your privacy settings**
- **Do assume all posts are public**



UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES
Agenda Item Coversheet

| | |
|------------------------|--|
| DATE: | November 6, 2017 |
| CONTACT PERSON: | Robert McKinley, Chair |
| SUBJECT: | Minutes of the Executive Committee |
| BACKGROUND: | The minutes are being distributed to the committee for review and approval. |
| ALTERNATIVES: | <ul style="list-style-type: none">• Approve as presented• Amend and approve• No action |
| EXHIBITS: | <ul style="list-style-type: none">• 09-13-17 EXC Meeting Report |



Minutes of the Executive Committee (EXC) Meeting
of the Board of Trustees of the Utah Transit Authority (UTA)
Wednesday, September 13, 2017
FrontLines Headquarters, 669 West 200 South, Salt Lake City, UT

EXC Members Attending:

Robert McKinley, Chair

Sherrie Hall Everett, Vice Chair

Jeff Acerson

Greg Bell

Charles Henderson

Bret Millburn

Troy Walker

Excused/Not in Attendance: Jeff Hawker

Other Board Members in Attendance: Necia Christensen

Chair McKinley called the meeting to order at 4:03 p.m. with seven committee members present. Trustee Christensen was also in attendance.

Chair McKinley yielded the floor to Dave Goeres, UTA Chief Safety, Security & Technology Officer, for a safety message.

Executive Consent Agenda.

1. Approval of May 15, 2017 Meeting Report.
 - a. A motion to approve the consent agenda was made by Trustee Acerson and seconded by Trustee Henderson. The motion carried by unanimous consent with seven aye votes.

Informational Items. No informational items were discussed.

Items for Discussion.

1. R2017-09-02: Amended Asset Management Plan.
2. R2017-09-03: Amended Employee 457 Deferred Compensation.
 - a. Jerry Benson, UTA President/CEO, addressed both resolutions (R2017-09-02 and R2017-09-03) simultaneously. He stated that a number of steps have been taken to address issues with compensation identified in a 2014 legislative audit of the agency. Some of those steps include benchmarking executive positions at 90 percent of the market (with the market defined as government and non-profit entities), eliminating the executive performance incentive program, and reducing the number of executives; the final step to bringing executive compensation in line with the market. The board resolutions authorize updating plan documents for the 401(a) and 457 plans to align with the reduction in benefits and amend the plans to define participants of the phase-out plan. Mr. Benson said the phase-out plan reduces agency contributions to retirement accounts. Under the phase-out plan, the current UTA contribution for executives to the 457 plan will cease and the new arrangement will be a 3% contribution with 7% UTA annual

match. The 401(a) program will continue only for Mr. Benson due to a clause specifying the 401(a) plan in his existing contract, but his contribution percentages will match the new percentages for executives participating in 457 plan. Mr. Benson clarified that he is participating only in the 401(a) plan, not the 401(a) and 457 both.

Questions were posed by EXC and answered by Mr. Benson. In response to a question about the inception of the 401(a) plan, Mr. Benson replied that the 401(a) benefit was implemented as part of a key employee retention strategy to maintain agency stability during preparations for the 2002 Winter Olympics.

A motion to forward the resolutions to the board agenda was made by Trustee Bell and seconded by Trustee Henderson. The motion carried by unanimous consent.

Board Meeting Agenda Approval.

1. May, June, and July, 2017 Financial Reports.
 - a. A motion to forward the May, June, and July, 2017, financial reports to the board agenda was made by Trustee Acerson and seconded by Trustee Walker. The motion carried by unanimous consent.
2. S-Line Funding.
 - a. A motion to forward the S-Line funding item to the board agenda was made by Trustee Millburn and seconded by Trustee Walker. The motion carried by unanimous consent.
3. Service Standards.
 - a. A motion to forward the service standards presentation to the board agenda was made by Vice Chair Everett and seconded by Trustee Henderson. The motion carried by unanimous consent.
4. Trustee Henderson requested time on the board agenda to update trustees on progress on the board's strategic plan.
5. Chair McKinley said that Trustee Taylor, as the board liaison to the Committee on Accessible Transportation, would report to the board in September on the committee's activities.
6. Chair McKinley suggested adding an additional vice chair to the leadership of the board and recommended that Trustee Bell fill that position. A motion to forward Chair McKinley's recommendation to the full board for consideration was made by Trustee Walker and seconded by Trustee Millburn. The motion carried by unanimous consent.

Closed Session. No closed session was held.

Action Taken Regarding Matters Discussed in Closed Session. No closed session was held.

Other Business.

1. Adjustments to the 2017 Meeting Schedule.
 - a. In November, committee meetings and board meeting will both be held on November 15.
 - b. In December, committee meetings will be held on December 6, executive committee meeting will be held on December 11, and board meeting will be held on December 13.

Trustee Bell requested regular meeting times and standardized meeting invitations from staff.

2. Additional Item for the Board Meeting Agenda: Airport TRAX Extension.

- a. Mr. Benson requested time on the board agenda for a briefing on the status of the airport TRAX extension and its incorporation into the 2018 budget.

Adjourn. The meeting was adjourned at 4:33 p.m. by motion.

Transcribed by Cathie Griffiths
Assistant to the President/CEO
Utah Transit Authority
cgriffiths@rideuta.com
801.237.1945

UNAPPROVED

UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES
Agenda Item Coversheet

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|--|---|
| DATE: | November 6, 2017 |
| TITLE: | R2017-11-01: Annual Certification of Board Code of Conduct |
| UTA EXECUTIVE/RESPONSIBLE STAFF MEMBER: | Jayme Blakesley, General Counsel |
| SUBJECT: | Financial Disclosure Process |
| BACKGROUND: | <p>The UTA Board of Trustees has adopted board process policies setting forth in detail the fiduciary duties and legal responsibilities of the Board and its members. Annually, board members are required to complete financial disclosures which name their financial holdings or business or trade relationships which may create possible conflicts of interest.</p> <p>To promote the public interest and strengthen the faith and confidence of the people of the Authority, the change has been made to the Financial Disclosure Report to make all of the information public.</p> |
| ALTERNATIVES: | <ul style="list-style-type: none"> • Approve as presented • Amend and approve • No action |
| LEGAL REVIEW: | Yes |
| EXHIBITS: | <p>a. R2017-11-01: Resolution Adopting Board Process Policy 4.1.10</p> <p>b. Revised Board Policy 4.1.10: Annual Certification of Board Member Code of Conduct</p> |

**RESOLUTION OF THE BOARD OF TRUSTEES OF THE UTAH TRANSIT
AUTHORITY ADOPTING BOARD PROCESS POLICY NO. 4.1.10 – ANNUAL
CERTIFICATION OF BOARD MEMBER CODE OF CONDUCT**

No. R2017-11-01

November 15, 2017

WHEREAS, the Utah Transit Authority (the "Authority") is a public transit district organized under the laws of the State of Utah and was created to transact and exercise all of the powers provided for in the Utah Limited Purpose Local Government Entities-Local Districts Act and the Utah Public Transit District Act; and

WHEREAS, the Board of Trustees of the Authority (the "Board") desires to adopt the Board Process Policy 4.1.10 – Annual Certification of Board Member Code of Conduct (the "Policy") in keeping with the Board's philosophy to provide leadership and governance to the Authority.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Utah Transit Authority:

1. That the Board hereby adopts the Board Process Policy 4.1.10 – Annual Certification of Board Member Code of Conduct.
2. That the Board hereby ratifies any and all actions taken by Authority management and staff in furtherance of and effectuating the intent of this Resolution.
3. That the President/CEO direct staff to submit a signed copy of the Policy to the State Archives office within thirty (30) days from adoption.
4. That this Policy stay in force and effect until rescinded, amended, or superseded by further action of the Board of Trustees.
5. That the corporate seal shall be affixed hereto.

APPROVED AND ADOPTED this 15th day of November 2017.

Robert McKinley, Chair

ATTEST:

Robert K. Biles, Secretary

[SEAL]

CERTIFICATE

The undersigned duly qualified Chair of the Board of Trustees of the Utah Transit Authority certifies that the foregoing is a true and correct copy of a resolution adopted at a legally convened meeting of the Board held on the 15th day of November, 2017.

Robert McKinley, Chair

Robert K. Biles, Secretary

APPROVED AS TO FORM

Legal Counsel

Board Process Policy No. 4.1.10

Annual Certification of Board Member Code of Conduct

The Board of Trustees of the Utah Transit Authority has adopted board process policies setting forth in detail the fiduciary duties and legal responsibilities of the Board and its members. These policies, together with certain provisions of State and federal law (more particularly identified in Attachment 1, Annual Certification of Board Member Code of Conduct) set forth standards of conduct for Board members in areas where there are actual or potential conflicts between their public duties and their private lives (hereinafter collectively “Code of Conduct”).

Additionally, the Board desires to require disclosures of financial holdings or business or trade relationships that may create current or future conflicts of interest, and to provide for an internal process to evaluate any possible conflicts of interest. Thus, each member of the Board shall, in addition to the Annual Certification, annually complete a ~~Confidential~~ Public Financial Disclosure Report.

To promote the public interest and strengthen the faith and confidence of the people in the integrity of the Authority, it is the policy of the Board that each of its members disclose all actual or potential conflicts of interest when they first become members of the Board, and at least annually thereafter or sooner as circumstances justify. The Annual Certification shall be in the form of Attachment 1, and the annual ~~Confidential~~ Public Financial Disclosure Report shall be in the form of Attachment 2 hereto, as may be amended by the Board from time to time.

In the event that a conflict of interest or a violation of the Code of Conduct is reported, the procedures outlined in Board Process Policy No. 4.4.1 shall be followed.

| Revision History | |
|------------------|----------------------------|
| Rescinds | R2005-05-02 R2010-07-01 |
| Effective Date | November 18, 2015 |
| Adopted By | R2015-11-04 |
| Amended by | R2017-05-02 |

ANNUAL CERTIFICATION OF BOARD MEMBER CODE OF CONDUCT

I, _____ (please print legibly), the undersigned, having been appointed a member of the Board of Trustees of the Utah Transit Authority, hereby certify that I have received copies of, read, and understand the following specified standards that constitute the Authority’s Board Member Code of Conduct:

1. The Federal Transit Administration’s Master Agreement, authorized by the Federal Transit Act, 49 United States Code §§ 5301, *et seq.*, dealing with real or apparent conflicts of interest.
2. Utah’s Public District Transit Act, Utah Code Ann. § 17B-2a-814, *et. seq.*, prohibiting conflicts of interest and 17B-2a-804(2)(c) prohibiting a current board member of a public transit district from having any interest in the transactions engaged in by the public transit district, including transit oriented development and/or transit supportive development, except as may be required by the board member’s fiduciary duty as a board member.
3. Utah’s Public Officers’ and Employees’ Ethics Act, Utah Code Ann. §§ 67-16-1, *et seq.*, setting forth standards of conduct for officers of the State of Utah’s political subdivisions.
4. Utah Transit Authority Board Process Policy numbers 4.4.1 thru 4.4.6, regarding board members’ fiduciary duties and legal responsibilities.

I agree that during my tenure as a member of the Board of Trustees I will abide by and conduct myself within the Code of Conduct. I further agree that the Board may enforce this Code of Conduct consistent with Board Policy and/or as otherwise permitted by law.

I hereby disclose the following persons, entities, or interests with which I or a relative of mine has an interest or involvement that may result in an actual or potential conflict of interest, directly or indirectly, with respect to my service as a member of the Board of Trustees.

During my tenure as a member of the Board of Trustees, should any actual or potential conflict of interest arise from any relationship or interest, direct or indirect, which has not been disclosed above, I agree that I shall forthwith notify the Board of Trustees in accordance with Board Process Policy No. 4.4.1.

Witness

Board of Trustees’ Member

Date

Board Process Policy No. 4.1.10 Attachment 1.



~~CONFIDENTIAL~~PUBLIC FINANCIAL DISCLOSURE REPORT
 (Compliance with Board Process Policy 4.1.1 Code of Conduct)
 BOARD MEMBER

General Information

This ~~Confidential~~Public Financial Disclosure Report form is required because of the duties and responsibilities of your position. The purpose of the Report is to address and/or avoid involvement in any matter that may create a real or perceived conflict of interest in connection with or between your duties for UTA and your private financial matters. ~~The information will only be used for the purposes stated herein. Further, this form is not a public record pursuant to the Government Records Access and Management Act, Utah Code Ann. §§63G-2-101 et seq.~~

IT IS IMPORTANT TO NOTE THAT YOU ARE NOT REQUIRED TO REPORT THE SPECIFIC DOLLAR AMOUNTS OR VALUES OF YOUR HOLDINGS. THE PURPOSE OF THIS REPORT IS NOT TO DISCLOSE YOUR FINANCIAL POSITION, BUT TO DISCLOSE AND ADDRESS POTENTIAL CONFLICTS OF INTEREST.

This Report, fully completed, is due no later than ~~June 30~~December 31, 2017, ~~and~~ for the ~~reporting period beginning January 1, 2017~~one year period ending on the date submitted and signed. Thereafter, a new Report ~~form for each calendar year~~ must be ~~filled out completed~~ and returned ~~each year~~, no later than ~~June 30~~December 31 of each year of each year. Newly appointed Board members must submit the Report with information from the previous twelve (12) months within ten (10) days from appointment to the Board.

The information is arranged in six separate categories. **Fill in all blanks** – if you have nothing to report in a category, write “N/A” or “None”.

~~CONFIDENTIAL~~PUBLIC FINANCIAL DISCLOSURE REPORT

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|--|--|---|
| Board Member's Name <i>Print last, first, middle initial</i> | | Appointing Authority: |
| Work Phone | Reporting Status New Entrant <input type="checkbox"/> Annual <input type="checkbox"/> | If New Entrant, Date of Appointment to Position (<i>mm/dd/yy</i>) |

I certify that the statements I have made on this form and all attached statements are true, complete, and correct to the best of my knowledge.

| | |
|---------------------------|--------------------------|
| Signature of Board Member | Date (<i>mm/dd/yy</i>) |
|---------------------------|--------------------------|

2. Income

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| You should report all items noted below for you, your spouse and your dependent children (as defined above) . |
| You do NOT need to report: <ul style="list-style-type: none"> • Veterans' benefits • Your UTA salary • Social Security benefits |
| You MUST report: <ul style="list-style-type: none"> • <u>For yourself:</u> <ol style="list-style-type: none"> (1) all sources (<i>but not the amount</i>) of salary, fees, commissions, and other earned income greater than \$5,000 per year (2) honoraria greater than \$200 (3) other non-investment income such as scholarships, prizes, and gambling income greater than \$1,000 • <u>For your spouse and your dependent children:</u> (1) all sources (<i>but not the amount</i>) of salary, fees, commissions, and other earned income greater than \$5,000, and (2) honoraria greater than \$200 |

Reportable Information

| Name / Description |
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3. Liabilities

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| You should report all items noted below for you, your spouse, and any dependent children . |
| You do NOT need to report: <ul style="list-style-type: none"> • Any liability, such as a mortgage, a student loan, or a credit card account, from a financial institution or business entity that was granted on terms made available to the general public • Loans secured by automobiles, household furniture, or appliances, unless the loan exceeds the purchase price of the item it secures • Liabilities that you owe to your spouse or to the parent, sibling, or child of you, your spouse, or your dependent child |
| You MUST report in the space below: <ul style="list-style-type: none"> • A liability over \$10,000 owed <u>at any time during the reporting period</u>, other than a loan from a financial institution or business entity granted on terms made available to the general public • A loan over \$10,000 from an individual, such as a friend or a business associate |

Reportable Information

| Name and Address of Creditor | Type of liability (<i>personal loan, margin account, etc.</i>) |
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4. Outside Positions

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| <p>You should report all items noted below for yourself and, where applicable, your spouse and dependent children</p> |
| <p>You do NOT need to report:</p> <ul style="list-style-type: none"> Any position with a <ul style="list-style-type: none"> Religious entity Social entity Fraternal entity Any position held by your spouse or dependent children, except as outlined below Any position that you hold as part of your official UTA duties |
| <p>You should report:</p> <p>For yourself:</p> <ul style="list-style-type: none"> All positions outside UTA held at any time during the reporting period, whether or not you were compensated and whether or not you currently hold that position. If representing UTA in the position, please indicate it accordingly in the table below. Positions include an officer, director, employee, trustee, general partner, proprietor, representative, executor, or consultant of any of the following: <ul style="list-style-type: none"> Political entity Corporation, partnership, trust, or other business entity Non-profit or volunteer organization Educational institution <p>For your spouse and/or dependent children:</p> <ul style="list-style-type: none"> any position currently held in a transportation-related field, or with an entity currently under contract with UTA for any goods or services |

Reportable Information

| Organization <i>(include city and state where organization is located)</i> | Type of organization | Position <i>(include whether for yourself, your spouse or dependent children)</i> | Check if you no longer hold this position |
|--|----------------------|---|---|
| | | | <input type="checkbox"/> |

5. Agreements or Arrangements

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| You should report all items noted below for yourself |
| You do NOT need to report: <ul style="list-style-type: none"> • Any agreement or arrangement related to your employment with UTA |
| You MUST report: <ul style="list-style-type: none"> • A current leave of absence • Future employment, including date you accepted employment offer • Continuation of payment by a former employer (including severance payments) greater than \$200 in a calendar year • Past employment (within last 5 years) with a company or employer in the transportation industry, or with any company or business with known contracts or relationships with UTA • Any other employment, relationships, arrangements, or relatives' employment that may create a conflict, or the appearance of a conflict of interest with your duties or responsibilities at UTA • Any arrangements or contracts between you and another UTA employee, outside the scope of your UTA employment |

Reportable Information

| Entity with which you have or had an agreement or arrangement <i>(include city and state where entity is located)</i> | Terms of Agreement or Arrangement |
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6. Gifts and Travel Reimbursements

You should report all items noted below for **you, your spouse, and any dependent children**

You do **NOT** need to report:

- Anything received from relatives
- Bequests and other forms of inheritance
- Gifts and travel reimbursements in connection with UTA approved travel
- Gifts of hospitality (food, lodging, entertainment) at the donor's personal residence
- Anything received by your spouse or dependent child totally independent of their relationship to you

You **MUST** report:

- Travel-related reimbursements, or third-party payment for any travel-related items (**NOT** UTA-approved/paid travel) (items such as lodging, transportation, and food); include where you traveled, the purpose, and dates of the trip, and who provided the payment or reimbursement
- Any other gifts [during the reporting period](#)

Reportable Information

| Description | Source |
|-------------|--------|
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7. ANY OTHER DECLARATIONS

Fill out this part if you believe you have a perceived or actual conflict of interest that has not been covered in this form anywhere else.

| Description |
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This page is to be completed by the Chief Internal Auditor or the General Counsel upon receipt of the completed financial disclosure form and handed back to the Trustee as evidence of appropriate submission.

I, _____, acknowledge receipt of _____ financial disclosure on _____.

Signature: _____