

SOUND TRANSIT EXECUTIVE COMMITTEE MEETING  
**Summary Minutes**  
**November 1, 2018**

CALL TO ORDER

The meeting was called to order at 10:36 a.m. by Chair Somers, in the Ruth Fisher Boardroom, 401 South Jackson Street, Seattle, Washington.

ROLL CALL

Chair

(P) *Dave Somers, Snohomish County Executive*

Vice Chairs

(P) *Ron Lucas, Steilacoom Mayor*

(P) *John Marchione, Redmond Mayor*

Boardmembers

(A) *Claudia Balducci, King County Councilmember*

(A) *Dow Constantine, King County Executive*

(A) *Bruce Dammeier, Pierce County Executive*

(P) *Jenny Durkan, Seattle Mayor*

(A) *Roger Millar, WSDOT Secretary*

(P) *Paul Roberts, Everett Councilmember*

(A) *Victoria Woodards, Tacoma Mayor*

Katie Flores, Board Administrator, announced that a quorum was present after the roll call.

REPORT OF THE CHAIR

Temporary Suspension of the Rules

Chair Somers explained that the Boards Rules and Operating Procedures only allow for 25 percent of the Board of Committee's attendance to be via telephone, and asked the committee if there was a motion to temporarily suspend the rules to allow the telephone participation of more Committee members.

**It was moved by Vice Chair Marchione, seconded by Boardmember Roberts, and carried by unanimous vote that the Board's Rules be suspended temporarily to allow three members to participate in the meeting via telephone.**

Board Member Request to Participate via Teleconference

Chair Somers announced that Boardmembers Balducci, Constantine, and Dammeier have asked to participate in the meeting by phone. The Board's Rules and Operating Procedures allow members to attend meetings by teleconference with a two-thirds affirmative vote of those members in attendance.

**It was moved by Vice Chair Lucas, seconded by Vice Chair Marchione, and carried by unanimous vote that Boardmember Dammeier, Boardmember Constantine, and Boardmember Woodards be allowed to participate in the meeting by telephone.**

Boardmember Durkan arrived at 10:40 a.m.

### Appointments to the CEO Contract Subcommittee

At the October Board of Directors meeting, the Board took an action directing Chair Somers to form a subcommittee to discuss renewing and amending the employment agreement with Peter Rogoff to serve as chief executive officer of Sound Transit.

Chair Somers announced the appointment of Nancy Backus, John Marchione and Victoria Woodards to serve on the subcommittee, and continued that he will be serving as the Chair of the Committee.

The timeline for completion of the negotiations and contract finalized is targeted to be completed ahead of the December contract expiration.

Boardmember Dammeier asked about the timeline for negotiations, and if the contract will be final when it is brought forward to the Board. Chair Somers replied that all Board members are welcome to participate in the subcommittee meetings, and additionally there will be opportunity for feedback at the full Board meeting.

### CHIEF EXECUTIVE OFFICER'S REPORT

Peter Rogoff, Chief Executive Officer, provided the report.

#### Disputes Review Board Foundation Award

Peter Rogoff, CEO, reported that at a recent Disputes Review Board event, Joe Gildner, Deputy Executive Director for Project Development, was nominated and seated on the Board of Directors, and was elected as the President for the local region.

#### COMPTO Award and Conference Participation

Second, at a recent event for the Conference of Minority Transportation Officials (COMPTO), which Mr. Rogoff served as Master of Ceremonies for, Ron Lewis, Acting Executive Director for Design, Engineering, and Construction Management, received an award for his lifelong commitment to mentoring minority professionals in the transportation industry. In addition, the Human Resources Department at Sound Transit, and the Human Resources Department at King County received an award for their aggressive efforts in recruitment of minority professionals.

### PUBLIC COMMENT

Joe Kunzler  
Alex Tsimmerman

### BUSINESS ITEMS

#### Item for Final Action

#### Minutes of the September 6, 2018 Executive Committee Meeting

**It was moved by Vice Chair Marchione, seconded by Boardmember Roberts, and carried by unanimous vote that the minutes of the September 6, 2018 Executive Committee meeting be approved as presented.**



## Items for Recommendation to the Board

Motion No. M2018-143: Adopting the Sound Transit 2019 State Legislative Program and directing staff to evaluate and engage in issues that impact the agency as it continues to implement a regional high-capacity transit system.

Alex Soldano, State Government Relations Manager, provided the staff report.

Mr. Soldano stated that this action would authorize Sound Transit staff and consultants in Olympia to advocate and/or pursue the following positions during the upcoming state legislative session:

- Support and engage with partner agencies and others on efforts to facilitate the safe, cost-effective and efficient delivery of transit projects and services.
- Oppose legislation that increases the costs of transit improvements and services or otherwise impairs the agency's ability to deliver its voter-approved regional high capacity transit program.
- Work with legislators to address concerns related to the motor vehicle excise tax, including offering ideas to mitigate impact of lost revenues to the voter-approved financial plan.

Boardmember Roberts asked if HOV lane violations and enforcement had been considered in light of the approaching period of maximum constraint for construction projects and traffic impacts. This will be a challenge across all jurisdictions, and may be a wise addition to this prioritization document.

Mr. Rogoff commented that at a recent meeting with the Washington State Patrol this topic came up, and there were discussions of certain programs and new enforcement methods that may require legislative action, and noted that he will work with Boardmember Roberts to ensure that is addressed within this action.

Boardmember Dammeier asked if it would be possible to strengthen the language regarding the Motor Vehicle Excise Tax (MVET) ahead of the final vote on this action. Mr. Rogoff commented that he can work with Mr. Soldano ahead of the Board meeting to ensure the language is suitable.

**It was moved by Boardmember Roberts, seconded by Vice Chair Marchione, and carried unanimously that Motion No. M2018-143 be forward to the full Board with a do pass recommendation.**

Resolution No. R2018-45: Updating the Board Rules and Operating Procedures and superseding Resolution Nos. 1-1, 1-1 (Amended), R2010-03, 64 and 98-7.

Chair Somers provided an introduction to the action, which is part of the ongoing Board Process Review that is scheduled to be completed by the end of 2018. The Board has already acted on updates to the Delegation of Authority policy, and the committee structure of the Board. This following action is an update to the Board's Operating Procedures that is the culmination of the process work.

Katie Flores, Board Administrator, provided the staff report. Ms. Flores began with an overview of the updates to Boards Rules and Operations Procedures. The changes are meant to update elements of procedures that are outdated since the last update in 2011. Additionally, the updates incorporate changes that have been requested by Boardmembers to assist in the conduct of business. Three main subject areas that have substantive changes proposed include participation via telephone, an additional option for meetings in the case of an emergency, and clarifying rules around public comment.

## Board Phone Participation

Proposed changes would adjust the circumstances under which a member may attend by phone or video, and allow the chair to approve participation by phone or video rather than requiring a two-thirds vote of the Board members in attendance and provide flexibility on timing of a Board member request to attend a meeting by phone or video.

#### Meetings via Telephone in Emergencies

The next addition would allow all members to participate in a meeting by phone or video in the case of an emergency. The all phone or video meeting would only take place if the chair of the Board or committee determined that it was infeasible to meet in person due to an emergency. These meetings would still take place at the regular scheduled time and would require that the regular location be open to the public to allow people to hear all discussions and actions.

The rules have two other existing provisions for emergencies which would be retained, a provision allowing the meeting location to be changed when the designated location is unsafe or infeasible to meet due to an emergency, and a provision for the Board Chair or Vice Chair to act on behalf of the Board when half of the members determine that a Board meeting is impractical or impossible due to an emergency, and subject to Board ratification at the next meeting.

#### Public Comment

The updated rules clarify that the public comment period is an opportunity for members of the public to address the Board or committee and not a dialogue between the Board or committee and the public.

The update includes current practices around public comment including use of a sign-up sheet, and what meetings and topics are appropriate for public comment. The rules clarify that public comment would be allowed on business items or reports at a Board meeting, and items on a committee agenda or matters within the purview of the committee at a committee meeting. Public comment would not be taken at subcommittee meetings.

The updated rules would provide clarity around acceptable behavior during public comment, and a list of disruptive behaviors that are prohibited. If individuals are in violation of the rules for public comment or are disrupting the meeting, the chair can issue a warning. Continued violations may end the comment period, or require the individual to leave the room in the case of meeting disruptions. The rules allow an individual to be excluded from public comment if they are removed from two or more meetings in a 28 day period, or two or more consecutive meetings of the Board or a committee. The Chair will determine the period of time that an individual will be excluded from public comment, up to 180 days. Individuals will still be able to submit written comments during the exclusion period.

#### Administrative Updates

Ms. Flores continued with a summary of administrative updates that are being proposed to ensure the Rules and Operating Procedures reflect best practices as well as current practice for the agency. The proposed update incorporates several outdated policies into the Rules, including Resolution No. 64, authorizing the chair to sign board actions and other documents that require the chair's signature, and the portions of Resolution No. 98-7 that are related to Board travel, expenses and compensation. The language being incorporated from these older policies has not been changed except to allow the Board Vice Chair to approve CEO travel.

The update removes old language referring to the Board Administrator role as a direct report, and clarifies that the Board may consult with the general counsel to obtain legal guidance, including guidance on executive sessions. The rules also clarify that the Board chair is able to make or second any motion, and may present, discuss and vote on all matters. The prior rules established the chair of the Board as a voting member but were silent on the other areas.

On the subject of officer elections, the updated rules provide more flexibility for when nominations for Board Chair and Vice Chairs would take place, the updated language requires the nominations and election to take place before the terms expire rather than naming a specific month.

The rules add a process to fill a vacancy in the office of Board Chair or Vice Chair should a vacancy occur before the end of the term. And the rules remove specific language about the amount of time for nominees to address the Board during the election process. The new language allows an opportunity for nominees to address the Board without specifying a certain number of minutes.

On the topic of Board committees, the updated rules include the new committee names adopted by the Board in September, and supersede a prior Board action that established the past standing committees. The section on Board committee membership has been updated to clarify that membership is established by Board motion.

Chair Somers commented that there was research and comparison of peer agencies when crafting these updates, and additionally the updates have gone through legal review.

Boardmember Roberts asked about the comment section, and if comment would still be taken at the regular committees. Ms. Flores responded that public comment would not be required at sub-committees, which are ad-hoc and more infrequent, and that public comment would still be taken at meetings of the regular standing permanent Board Committees.

Boardmember Lucas asked about the travel component of the rules, and the stipulation of the Board Chair approving all travel of the CEO, if that is difficult to implement. Ms. Flores commented that that process is not new, currently all planned travel beyond 300 miles by the CEO is approved by the Board Chair or Vice Chair. The Board Administrator facilitates that approval process.

Boardmember Durkan asked about the removal of the procedural vote for Boardmembers to participate by telephone, and if that is in response to difficulty maintaining a quorum. Ms. Flores responded that the update is to allow Boardmembers on the phone to count towards a quorum for voting purposes, while the current rules currently require a quorum in the room to allow telephone participation.

Boardmember Dammeier asked about section 3.1.3 in reference to agenda setting, and if it might be added to have a minimum notification requirement for making meeting agendas public. Ms. Flores commented that the notification minimum is in state law, particularly the Open Public Meetings Act, which requires a minimum of 24 hours notice of a meeting and for an agenda to be public. Mr. Dammeier continued that he would like to see an amendment added ahead of the full Board that would add clarification around what the agenda includes.

Boardmember Durkan raised that she would like the addition of procedures for notifications of Executive Sessions, and the general subject matter of the Executive Session, except in cases of emergency or exceptional circumstance. Ms. Flores responded that she can assist in the crafting of amendments to bring forward to the full Board of Directors.

**It was moved by Boardmember Roberts, seconded by Vice Chair Marchione, and carried unanimously that Resolution No. R2018-45 be forward to the full Board with a do pass recommendation.**

Chair Somers announced that he has heard feedback from committee members that work on nominations is still underway, and he requested that the Committee temporarily suspend the rules to allow the nomination of Board Officers to take place at the December meeting of the Executive Committee, and asked for a motion in favor of this delay.

**It was moved by Boardmember Roberts, seconded by Vice Chair Marchione, and carried unanimously that the nominations from the floor for Board Officers be moved to the December Executive Committee meeting.**

## REPORTS TO THE COMMITTEE

### System Access Fund

Alex Krieg, Senior Manager of Planning and Integration, provided the presentation. Mr. Krieg began with an explanation and background of the System Access Fund. This fund was a major piece of the \$100 million dollar Sound Transit 3 (ST3) System Access Program, and is equally divided between the five sub-areas. The fund is intended to fund projects such as safe sidewalks, protected bike lanes, shared use paths, and new pick-up and drop-off areas.

Staff is proposing an approach for fund administration that will include a call for projects in 2019, followed by an awarding of funds to initial applicants. This approach will make \$10 million dollars in each subarea for the first call, and will maintain flexibility for the Board to program funds directly, and will preserve funds for later in the ST3 capital program.

Characteristics that the initial call for project applications will be looking for include a clear nexus with a Sound Transit served facility. Cities, counties, and partner transit agencies will all be eligible to apply for funds. Projects can include capital, operating and technology uses for funds, but must show how ongoing operations and maintenance costs would be sustained once the awarded System Access Funds are expended. Staff will be looking for equity, sustainability, enhancement to the rider experience, safety, and other factors when considering applications.

Next steps for the System Access Fund will be the call for projects in quarter one of 2019, which will include outreach in all subareas ahead of the call for projects. Applications will be evaluated in quarter two of 2019, and finalists and awardees will be selected by quarter three, for consideration by the Board.

Chair Somers asked for clarification that the Board will be approving the final awards of funds. Mr. Krieg responded that that is accurate, the Board will make final decision of awards for the first call, and will provide feedback about selection criteria and evaluation metrics.

Boardmember Roberts asked about the approach for addressing partnering with other agencies, and how the agency will be working to address multi-modal access in different geographic areas that have vastly different needs and priorities. Mr. Krieg commented that there is significant internal work being done to create a system for evaluating return on investment in different areas that will incorporate equity across subareas and across all facets of various project variables. He noted that that work will be ongoing, and staff will be looking to the Board for input on those large questions when making award decisions.

Boardmember Lucas asked about the involvement of Cities and Counties and if the projects can be outside of Sound Transit facilities. Mr. Krieg replied that the projects must be for the betterment of the Sound Transit system, but there is the possibility a project could be located off of Sound Transit property but be in the focus of bettering system access.

### TOD Revolving Loan Fund

Brooke Belman, Deputy Executive Director, Land Use Planning and Development, Thatcher Imboden, TOD Manager, and Edward Butterfield, Senior TOD Project Manager, provided the presentation. Ms. Belman introduced the presentation, stating that the focus of this briefing is to present the program requirements of the Revolving Loan Fund, and review the state statute requirements for the fund.

The Equitable Transit Oriented Development (ETOD) Policy which was adopted by the Board in April of 2018 referenced this program as a revolving loan fund that considers multiple strategies to promote the development of affordable housing near transit stations or on Sound Transit properties. The fund will be self-replenishing as loans are made and repaid, and staff has been working on goals for the implementation and management of the fund.

Sound Transit will identify partnership opportunities for the programmatic development and administration of the Revolving Loan Fund. The goal is for Sound Transit to leverage its contribution to the Revolving Loan Fund by seeking additional funding from public and private sources. An additional goal is for the fund to assist in support strategies that minimize displacement of individuals from properties near Sound Transit investments, especially in the redevelopment of property.

Mr. Imboden then talked through the process for the development of this fund, and the key points at which staff will be seeking Board input. Following the finalization of the agency goals that are being developed, a Request for Qualifications (RFQ) will be issued, and a partner organization will be brought on to develop a business plan.

The business plan will include community outreach, program structure, implementation of Sound Transit goals for regional benefit, terms and underwriting, and management and oversight. Once the plan is reviewed and approved by the Board, the funds will be leveraged with partners to expand impact, and the fund program will be implemented.

Vice Chair Marchione asked about the parties that will apply for these loans, and what qualifies an applicant. Mr. Imboden replied that there are a number of organizations that run funds of this nature, and there are best practices established to determine underwriting requirements and qualified parties for the receiving funds. The business plan will be developing criteria for the loans, so much of this detail will be refined as the program moves forward.

### **EXECUTIVE SESSION**

None.

### **OTHER BUSINESS**

None.

### **NEXT MEETING**

Thursday, December 13, 2018 \*\*Note Date Change\*\*  
10:30 a.m. to 12:00 p.m.  
Ruth Fisher Boardroom

### **ADJOURN**

The meeting was adjourned at 12:05 p.m.

ATTEST:

  
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Kathryn Flores  
Board Administrator

  
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John Marchione  
Executive Committee Vice Chair

APPROVED on 12/13/2018. PIA.