

**AGENDA OF THE REGULAR MEETING  
OF THE  
BOARD OF TRUSTEES OF THE UTAH TRANSIT AUTHORITY**

**PUBLIC NOTICE** is hereby given of the  
Regular Meeting of the  
Board of Trustees of the Utah Transit Authority at  
1:30 p.m. on Wednesday, February 22, 2017,  
at the Utah Transit Authority Headquarters located at  
669 West 200 South, Salt Lake City, Utah  
Golden Spike Conference Rooms

[www.rideuta.com/board](http://www.rideuta.com/board)

1. **Welcome to UTA Board Meeting** **Robert McKinley**, Board Chair
2. **Pledge of Allegiance** **Rebecca Cruz**, Board of Trustees Support
3. **Safety First Minute** **Dave Goeres**, Chief Safety, Security & Technology Officer
4. **Swearing in of New Trustee** **Rebecca Cruz**, Board of Trustees Support Manager
5. **Policy 4.4.1- Actual and Potential Conflicts of Interest** **Sherrie Hall Everett**, Co-Vice Chair
6. **General Public Comment Period** **Robert McKinley**  
(The Board of Trustees invites brief comments or questions from the public. Please note, in order to be considerate of everyone attending the meeting and to more closely follow the published agenda times, public comments will be limited to two minutes per person per item. A spokesperson who has been asked by a group to summarize their comments may be allowed five minutes to speak.)
7. **President/CEO Report** **Jerry Benson**, President/CEO
8. **CEO Performance Planning & Review Process**
  - a. **Presentation of Item** Jerry Benson
  - b. *Public Input*
  - c. Board Discussion and Decision/Action
9. **Resolution: R2017-02-01: UTA Bylaws**
  - a. **Presentation of Item** Jayme Blakesley
  - b. *Public Input*
  - c. Board Discussion and Decision/Action

- 10. Resolution: R2017-02-02: Board Process Policy 4.1.13, Employment of Relatives**
- a. [Presentation of Item](#) Jayme Blakesley
  - b. *Public Input*
  - c. Board Discussion and Decision/Action
- 11. Resolution: R2017-02-03: Clearfield Property Disposition**
- a. [Presentation of Item](#) Bob Biles
  - b. *Public Input*
  - c. Board Discussion and Decision/Action
- 12. Resolution: R2017-02-04: South Jordan T.O.D. Property Disposition/Acquisition**
- a. [Presentation of Item](#) Bob Biles
  - b. *Public Input*
  - c. Board Discussion and Decision/Action
- 13. Resolution: R2017-02-05: Jordan Valley T.O.D. Phase 2 Financial Plan**
- a. [Presentation of Item](#) Bob Biles
  - b. *Public Input*
  - c. Board Discussion and Decision/Action
- 14. Resolution: R2017-02-06: Jordan Valley T.O.D. Phase 3 Financial Plan**
- a. [Presentation of Item](#) Bob Biles
  - b. *Public Input*
  - c. Board Discussion and Decision/Action
- 15. Resolution: R2017-02-07: New Committee Structure**
- a. [Presentation of Item](#) Sherrie Hall Everett
  - b. *Public Input*
  - c. Board Discussion and Decision/Action
- 16. Item(s) for Consent** **Robert McKinley**
- a. [Approval of January 25, 2017 Meeting Report](#)
- 17. Closed Session** **Robert McKinley**
- 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.
- 18. Action Taken Regarding Matters Discussed in Closed Session** **Robert McKinley**
- 19. Presentations/Informational Items** **Robert McKinley**
- a. [2017 Risk Assessment Process](#) Riana De Villiers
  - b. Utah Legislative & Federal Updates Matt Sibul
- 20. Other Business** **Robert McKinley**
- a. Board Retreat is set for June 2<sup>nd</sup> & 3<sup>rd</sup>
- 21. Adjourn** **Robert McKinley**

**The Board Mission Statement**

*Utah Transit Authority strengthens and connects communities thereby enabling individuals to pursue a fuller life with greater ease and convenience by leading through partnering, planning, and wise investment of physical, economic, and human resources.*

Contact Regarding this Agenda:

*Rebecca Cruz, Board of Trustees Support Manager*

*Utah Transit Authority*

801-287-2580

[rcruz@rideuta.com](mailto:rcruz@rideuta.com)

# *There's More Than One Terrific Reason To Be Safe At Work*



# W eber A rea C ouncil o f G overnments

Mayor Lee Dickmore - Mayor Bruce Richins - Mayor Korry Green - Mayor Jim Truett - Mayor Keith Butler - Mayor Brent Taylor - Mayor Mike Caldwell  
Council Person Marcia White - Mayor Bruce Higley - Mayor Toby Mileski - Mayor Norm Searle - Mayor Willard Cragun - Mayor James Minster  
Mayor Lawrence Flitton - Mayor Mark Allen - Mayor Sharon Bolos - Commissioner James Ebert - Commissioner Jim Harvey - Commissioner Kerry Gibson

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February 20, 2017

Chairman Robert McKinley  
UTA Board of Trustees  
669 West 200 South  
Salt Lake City UT 84101

Re: Appointment of Mayor Brent Taylor to UTA Board of Trustees

Chair McKinley,

Thank you for the explanation of your position on the issue concerning our Weber Area Council of Government's appointment to the Utah Transit Authority Board. It is a difficult situation for all involved.

As you are aware and to restate our position, in our January 2017 WACOG meeting Mayor Brent Taylor, by majority vote, was elected to be WACOG's appointment as a trustee to the UTA Board. We were later made aware of the conflict as stated in your January 19<sup>th</sup> letter. In response to that letter we again put the UTA trustee appointment on February 2017 WACOG agenda. The council, after discussion and by majority vote, allowed Mayor Taylor to pursue his seat on the UTA board and as was stated "To allow Mayor Taylor to resolve the issue."

As it stands now, Mayor Taylor is the WACOG appointment to the UTA Board of Trustees. As requested, we formally request and anticipate that he be sworn in as a trustee to the UTA Board at the February 22<sup>nd</sup> meeting.

In the event that Mayor Taylor resigns his appointment or otherwise is not seated on the 22<sup>nd</sup>, then we will again address the issue in our March 6<sup>th</sup> WACOG agenda.

Thank you,  
Korry Green, WACOG Chair

HOUSE OF REPRESENTATIVES  
STATE OF UTAH



REPRESENTATIVE  
JUSTIN L. FAWSON  
DISTRICT 7  
WEBER COUNTY

1205 E. 2325 N.  
NORTH OGDEN, UT 84414  
HOME (801) 781-0016  
email: justinfawson@le.utah.gov

UTA Board of Trustees  
669 W. 200 S.  
Salt Lake City, UT 84101

February 21, 2017

Dear Trustees:

Thank you for the thoughtful and careful manner in which you have resolved the issues regarding appointment of Mayor Brent Taylor to the Utah Transit Authority (UTA) Board of Trustees (Board, collectively; Trustee, singularly). We recognize that UTA was seeking to balance two competing goals, both of which are in the public interest.

First is the goal to ensure that the public is represented in appointments to the Board. The Weber Area Council of Governments (WACOG) is the appointing body for the Trustee representing Weber County. WACOG chose Mayor Taylor to represent the citizens of Weber County.

Second is the goal to prevent actual or perceived conflicts of interest by Trustees in the performance of their duties. UTA has an anti-nepotism policy that prevents hiring of employees who are relatives of Trustees or from employing relatives in supervisor-subordinate relationships.

We recognize the steps UTA has taken and is taking to ensure that the public interest is safeguarded in the actions and decisions of the Board. We support anti-nepotism policies in public agencies. We understand that UTA's position is that the existing policy would be violated by Mayor Taylor's service as a Trustee since his father is a UTA employee. We also understand the current situation was not anticipated when the policy was drafted. It is our opinion that the current nepotism policy would not preclude the appointment of Mayor Taylor nor require UTA to terminate his father. We understand UTA's position that the policy was intended to prevent the existence of a family relationship between an employee and a Trustee. The dilemma this presented was challenging for the Trustees. We appreciate how you have been able to resolve the issue while accomplishing both of the goals listed above.

It is our understanding that WACOG has sent UTA an official appointment letter and that Mayor Taylor will be sworn in as a Trustee at the Board meeting on February 22, 2017. We also understand that Mayor Taylor's father will not be terminated.

UTA has an existing Board policy regarding conflicts of interest related to specific Board actions and decisions. We expect the Board to apply that policy to all Trustees. We expect Mayor Taylor to abide by the same. Also, we expect Mayor Taylor to recuse

himself from all Board decisions regarding collective bargaining, specific budget line items, employee compensation and benefits, and service changes, to the extent these items affect the work of his father, just as we expect all Trustees to recuse themselves whenever they have conflicts of interest. This will allow the Board to avoid any actual or perceived conflicts of interest that may arise. Further, we encourage UTA to clarify and strengthen its anti-nepotism policies in the future, provided the new policy does not conflict with the current term of a Trustee's appointment. It is appropriate for UTA to establish policies that exceed state law, as the Board sees fit, to avoid actual or perceived conflicts of interest.

We appreciate Chairman McKinley and Vice Chairwoman Hall-Everett discussing these issues with us and finding a resolution that best meets the interest of the public.

Sincerely,



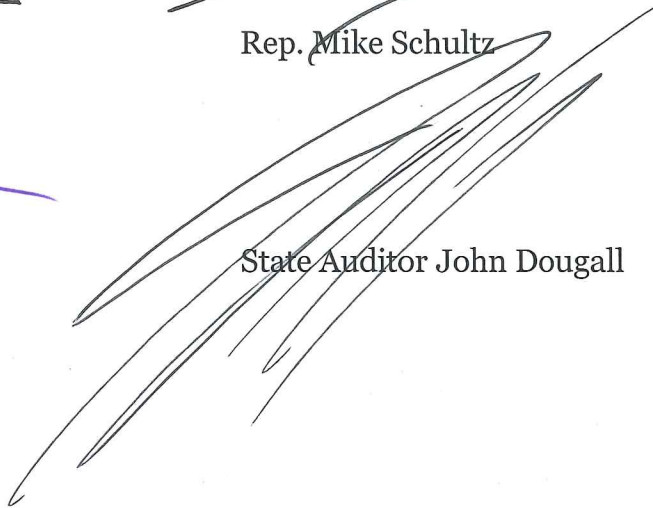
Rep. Justin Fawson



Rep. Mike Schultz



Rep. Gage Froerer



State Auditor John Dougall

**OATH OF OFFICE**

I, Brent Taylor, do solemnly swear that I will support, obey and defend the Constitution of the United States and the Constitution of this State, and that I will discharge the duties of my office as Trustee for the Utah Transit Authority with fidelity.

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Brent Taylor

*STATE OF UTAH* )  
 ) ss.  
*COUNTY OF SALT LAKE* )

*Subscribed and sworn to before me on this 22<sup>nd</sup> day of February, 2017.*

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*NOTARY PUBLIC*

Term expires: 02-22-2021



## Board Process Policy No. 4.4.1

### Actual and Potential Conflicts of Interests

Members of the Board of Trustees of the Utah Transit Authority have a duty to avoid any actual or potential conflicts of interest which would compromise the relationship between the individual Board member and the Authority on matters coming before the Board. Board members will conduct the Authority's business with the highest professional and ethical standards. Accordingly:

1. Board members, relatives of Board members (defined as parent, spouse, child, grandparent, grandchild, great grandparent, great grandchild, or sibling), or any business or organization in which the Board member has a financial interest of more than 5% of the stocks and bonds, shall not participate directly or indirectly in an Authority contract or in the profit derived from any contract with the Authority unless such interest is disclosed to the Board as required by Paragraphs 8 and 9 of this Policy.
2. Board members shall not retain or offer to retain a person, or solicit or secure an Authority contract upon an agreement or understanding for a commission, percentage, brokerage, or contingent fee.
3. Board members shall not accept any payment or gratuity or offer of employment made on behalf of a contractor or a subcontractor under a contract to the prime contractor or higher tier subcontractor or any associated person as an inducement for the award of a contract or order.
4. Board members or their relatives (as defined in Paragraph 1 above) shall not be employed by any person or entity contracting with the Authority unless full disclosure has been made as provided herein and approval given by the Board.
5. Board members shall not be employed by the Authority in any capacity during his or her tenure on the Board, and for a period of not less than one year after leaving the Board unless full disclosure has been made to, and approval given by the Board.
6. Board members shall not solicit or accept directly or indirectly, any gift, gratuity, favor, entertainment, food, lodging, loan, or other item of value if:
  - a. It tends to influence them in the discharge of their official duties; or
  - b. They have recently been, or are now, or in the near future may be involved in any official act or action directly affecting the donor or lender; or
  - c. In their official capacity and/or area of responsibility, the Board member has or appears to have influence over actions of the Authority affecting the donor or lender.
7. Paragraph six (6) shall not be applicable to:

- a. An occasional or infrequent non-pecuniary gift valued at under \$50 such as accepting food or refreshment in the ordinary course of a breakfast, luncheon, or dinner business meeting; or
  - b. A gratuity, favor, entertainment, or other thing of nominal value when the circumstances make it clear than an obvious long-standing social or family relationship rather than the business of the persons concerned is the motivating factor; or
  - c. Unsolicited advertising or promotional material such as pens, pencils, note pads, calendars, or other business-related items of nominal value.
8. Board members shall promptly disclose any actual or potential conflict of interest in writing to the President of the Board of Trustees, the Secretary and General Counsel. In the event a Board member becomes aware of a conflict of interest during or just prior to a Board meeting, he or she may verbally disclose such potential conflict to the quorum of the Board during the meeting. Any Board member may, in his or her discretion, similarly disclose a potential conflict of interest of another Board member in the same manner.
9. The President of the Board of Trustees shall disclose the potential conflict to the Executive Committee (recessing the quorum of the Board of Trustees and closing the meeting pursuant to the Open and Public Meetings Act, if necessary). Unless the Board member with the conflict of interest elects recusal, the Executive Committee, upon information provided, shall:
  - a. Determine if the quorum of the Board of Trustees should vote to require the Board member with the potential conflict be recused from voting on the particular issue; and/or
  - b. Determine if the Board member with the potential conflict shall participate in discussion on the particular issue; and/or
  - c. Determine if the Board member with the potential conflict shall leave the meeting room during discussions on the particular issue; and/or
  - d. Determine other conditions or actions as the circumstances dictate.
10. The Executive Committee shall present the disclosure of a potential conflict of interest, Board member recusal, if applicable or the recommendation of the Executive Committee, to the quorum of the Board of Trustees and the quorum of the Board of Trustees may then:
  - a. Hold a vote by secret ballot to determine participation on the particular issue by the Board member with the potential conflict; or
  - b. Continue the meeting of the quorum without action; or
  - c. Make a motion to act upon the recommendation of the Executive Committee or take another action regarding the potential conflict.
11. The Secretary of the Board shall review annual disclosure statements made to determine whether a material financial interest has been disclosed. When a material financial interest has been disclosed, either in the annual disclosure statement or otherwise, the Secretary shall promptly submit to the chair of the

Board’s Executive Committee, or if the interests involve the chair of the Executive Committee, another member of the Executive Committee, such disclosure forms together with any additional information about the current or proposed transaction or business relationship that may give rise to a conflict of interest that the Secretary in consultation with the Executive committee believes may be informative.

12. The disclosure of a conflict of interest, whether made to the Executive Committee through the Secretary of the Board or to the Board at a Board meeting, shall be reflected in the minutes of the Board meeting during which the potentially conflicting transaction or arrangement is discussed and voted upon and considered by the Board as required by the Utah Open and Public Meetings Act. Following the disclosure, the Board member is encouraged to inform the full Board of information he or she may have on the conflicting matter.
13. No transaction or action undertaken by the Authority shall be void or voidable, or may be challenged as such by an outside party by reason of having been undertaken in violation of this Policy or the principles set forth herein.

Revision History	
Rescinds	Board Process Policy 4.4.1 Actual and Potential Conflicts of Interest, previously adopted by R2007-04-01
Rescinds	Board Process Policy No. 4.4.1 Actual and Potential Conflicts of Interests, previously adopted by R2005-02-03
Effective Date:	October 22, 2008
Adopted by:	R2008-10-06



UTAH TRANSIT AUTHORITY



669 West 200 South  
Salt Lake City, UT 84101

January 19, 2017

Mayor Korry Green  
Hooper City  
5580 West 4600 South  
Hooper, Utah 84315

Re: Appointment of Mayor Brent Taylor to UTA Board of Trustees

Dear Mayor Green:

The Weber Area Council of Governments, which you chair, recently acted to name North Ogden Mayor Brent Taylor to be its representative to the Utah Transit Authority (“UTA”) Board of Trustees, which I chair. I write to express an issue with Mayor Taylor’s appointment and to make myself available to answer any questions you may have about the same.

The issue is that appointing Mayor Taylor to the UTA Board of Trustees would violate our anti-nepotism policy. Mayor Taylor’s father is currently employed by UTA as a FrontRunner operator. The policy prohibits the employment of relatives of UTA executives or of members of UTA’s Board of Trustees. This prohibition exists because of the inherent conflicts that arise when managing employees whose relatives are in a position to potentially influence employment actions. Although the policy specifically contemplates a conflict arising with a sitting Trustee, the same conflict exists in the event an individual with a relative working at UTA were to join the Board.

As you may be aware, UTA is in a period of change and reform. We are committed to a culture of integrity, accountability, and service, with a focus on our riders and stakeholders. We have completed reforms to bring executive pay within market norms, reduce bonuses, limit travel, and require disclosure and independent review of financial and organizational conflicts of interest. Our new leadership team—President & CEO, General Counsel, and Internal Auditor—is advancing this reform effort and working to earn the trust of our stakeholders.

Our commitment to trustworthiness and accountability is so strong that many of our policies go beyond what is required by the law. For example, according to a policy adopted in 2015, UTA board members, executives, and senior staff now make annual disclosures of financial and organizational interests. These disclosures are reviewed independently by UTA’s General Counsel and Internal Auditor to identify and resolve conflicts of interest if and when they do exist. While not required legally, this policy provides a solid assurance that when UTA acts, it is acting only in the best interest of the people it serves.



UTA's longstanding anti-nepotism policy is another such protection against conflicts of interest. UTA established this policy more than ten years ago. The policy applies to all UTA employees and members of the UTA Board of Trustees. It avoids the potential for conflicts of interest by prohibiting employees and members of the board from hiring or supervising their relatives. I have enclosed a copy of the policy for your reference.

UTA has applied its anti-nepotism policy consistently. I offer as evidence of this consistent application the fact that, because of the policy, then Utah County Commissioner Larry Ellertson—a long-time member (and former chair) of the UTA Board of Trustees—resigned his position in fall of 2015 when his son decided to seek employment with UTA. He did so with more than a year remaining on his term as a member of the board. I respect him for the dignity with which he handled the situation; he placed the success and integrity of UTA above his personal desire to continue serving on the Board of Trustees.

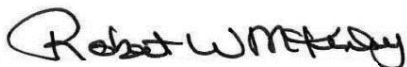
I visited with Mayor Taylor earlier this week to inform him of UTA's anti-nepotism policy. It is my conclusion as Board Chair, and as a practicing labor and employment lawyer of approximately forty years, that if Mayor Taylor were to serve on the board it would create a conflict of interest and violate both the spirit and the letter of UTA's policy. To honor the policy and UTA's commitment to the public trust, I asked Mayor Taylor to remove himself from consideration for an appointment to the Board of Trustees. To date, he has declined to do so.

Please know that aside from this conflict Mayor Taylor would be a welcome addition to the UTA Board of Trustees. UTA's request that he not serve on the board is solely because doing so would create a conflict of interest. UTA's motivation is purely driven by a commitment to public trust and accountability. Our anti-nepotism policy was established to support this commitment and adhering to it is imperative for us.

In light of these concerns, I respectfully request that the Weber Area Council of Governments consider appointing someone other than Mayor Taylor to serve on the UTA Board of Trustees.

Please feel free to contact me at any time if you would like to discuss this matter further.

Sincerely,



Robert McKinley  
Chair, UTA Board of Trustees



February 18, 2017

Mayor Korry Green  
Hooper City  
5580 West 4600 South  
Hooper, Utah 84315

*Re: Appointment of Mayor Brent Taylor to UTA Board of Trustees*

Dear Mayor Green:

On behalf of the Utah Transit Authority (“UTA”) Board of Trustees, I write to follow up on my letter dated January 19, 2017, regarding the potential appointment of Mayor Brent Taylor to the Board. UTA remains concerned that Mayor Taylor’s appointment to the Board would create a conflict of interest and trigger UTA’s anti-nepotism policy.

In a meeting convened by Representative Justin Fawson yesterday afternoon, Mayor Taylor said he disagrees with UTA’s interpretation of its anti-nepotism policy. He expects to be sworn in as a member of UTA’s Board of Trustees at its meeting next Wednesday, February 22, 2017. Please know that UTA cannot swear Mayor Taylor in until it receives formal notification from the Weber Area Council of Governments (“WACOG”).

The UTA Board of Trustees regrets the conflict created by Mayor Taylor’s appointment. We are concerned members of WACOG may not have known about UTA’s anti-nepotism policy (or that it would be triggered because Mayor Taylor’s father is employed by UTA as a FrontRunner operator) when they considered Mayor Taylor as someone who could represent them on the UTA Board. We did not know of the conflict ourselves and apologize for not informing you of the policy earlier.

UTA wishes to avoid confronting this conflict head-on. Please consider the following before finalizing your choice of representative.

1. **Public Trust.** UTA is committed to a culture of integrity, accountability, and service. An anti-nepotism policy is one of several measures used by UTA to ensure that when the Board acts, it is acting only in the best interest of the people it serves, and not for personal (or filial) gain. The UTA Board has applied this policy in the past and will continue to abide by it in the future. Public trust is paramount to UTA.
2. **Avoid harming a UTA employee unnecessarily.** UTA’s anti-nepotism policy prohibits someone from serving on the Board while a close relative is employed by UTA. If Mayor Taylor joins the UTA Board, a likely result would be the termination of his father’s employment as a FrontRunner operator. Mayor Taylor’s father is a valued employee. UTA would prefer not to be forced with this choice.





- 3. Representation of WACOG on the UTA Board.** The UTA Board of Trustees respects WACOG, wishes to honor the appointment of whomever it selects as its representative, and desires for WACOG to be fully represented on the Board. Mayor Taylor's father is a member of the Amalgamated Transit Union. As such, he is protected by the terms of UTA's Collective Bargaining Agreement ("CBA"). In the event that Mayor Taylor joins the Board, the anti-nepotism policy is triggered, but UTA is unable to terminate the employment of Mayor Taylor's father due to the protections of the CBA, the Board's only alternative will be to force Mayor Taylor to recuse himself from any matter affecting the conditions of his father's employment. At a minimum, Mayor Taylor would have to recuse himself from Board decisions regarding collective bargaining, budget, employee compensation and benefits, and service changes. This would result in WACOG being without effective representation on these matters.

It is our understanding that WACOG decided to allow a month for Mayor Taylor to attempt to resolve the issue and, failing that, to take up the appointment at the March meeting. We have not come to a resolution and would appreciate the opportunity to address WACOG in person at its March meeting before the appointment is finalized.

Please feel free to contact me at any time if you would like to discuss this matter further.

Sincerely,

Robert McKinley, Chair  
UTA Board of Trustees



**UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES**  
**Agenda Item Coversheet**

<b>DATE:</b>	<b>February 22, 2017</b>
<b>TITLE:</b>	<b>CEO Performance Planning and Review Process for 2017</b>
<b>UTA EXECUTIVE/RESPONSIBLE STAFF MEMBER:</b>	<b>Chair Robert McKinley</b>
<b>SUBJECT:</b>	<b>CEO Performance Planning and Review Process for 2017</b>
<b>BACKGROUND:</b>	This process is designed to establish clear performance expectations between the Board of Trustees and the CEO, objectively assess CEO performance against established expectations, clearly communicate both positive and critical feedback to the CEO, enable higher levels of CEO performance, and provide a basis for changes in compensation and continued employment.
<b>ALTERNATIVES:</b>	<ul style="list-style-type: none"> <li>• Accept by motion</li> <li>• Revise</li> </ul>
<b>PREFERRED ALTERNATIVE:</b>	<ul style="list-style-type: none"> <li>• Accept by motion</li> </ul>
<b>STRATEGIC GOAL ALIGNMENT:</b>	The process aligns with all strategic goals: service effectiveness and efficiency, accessibility of the system, health and sustainability of the system, promoting transit-oriented communities, and public trust and accountability.
<b>FINANCIAL IMPACT:</b>	N/A
<b>LEGAL REVIEW:</b>	N/A
<b>EXHIBITS:</b>	a. Draft of CEO Performance Planning and Review Process



# CEO Performance Planning and Review Process

*“A good leader is not the person who does things right, but the person who finds the right things to do.”*

- Anthony T. Padovano, theologian and author

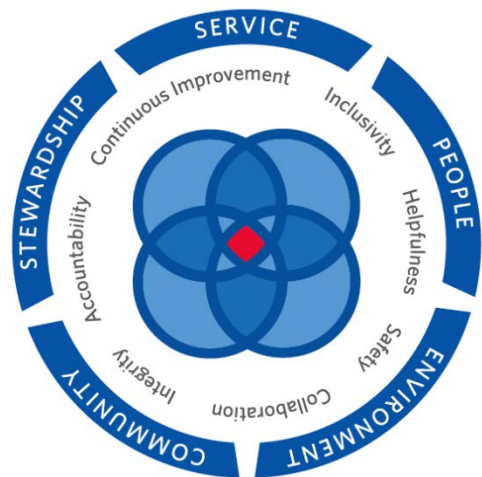
## Purpose

This process is designed to establish clear performance expectations between the Board of Trustees and the CEO, objectively assess CEO performance against established expectations, clearly communicate both positive and critical feedback to the CEO, enable higher levels of CEO performance, and provide a basis for changes in compensation and continued employment.

The performance of UTA’s CEO will reflect and be grounded in the agency’s True Norths – Service, People, Environment, Community, and Stewardship – and its Values – Integrity, Accountability, Continuous Improvement, Inclusivity, Helpfulness, Safety, and Collaboration.

In addition, the performance plan reflects related goal areas for 2017 as adopted by the Board of Trustees. These are:

- Service effectiveness and efficiency
- Accessibility of the system
- Health and sustainability of the system
- Promoting transit-oriented communities
- Public trust and accountability



Performance plan actions have been further informed by feedback received by UTA CEO Jerry Benson during a two month “listening tour” conducted in late 2016. During this tour, the CEO traveled on all of the system’s modes of transit to hear directly from customers about their experiences, expectations and desires for the agency. The CEO also met with a wide variety of state and local elected and appointed officials, partner agencies, UTA employees, and other stakeholders. These discussions identified a

number of gaps in how the agency operates, as well as opportunities for UTA to improve and make the system work better for more people.

## Process & Timeline

The CEO Performance Planning and Review Process will take place in three phases throughout each calendar year.

**Phase 1** will establish performance expectations.

**Phase 2** will be an assessment.

**Phase 3** will be feedback and improvement.

The process must be flexible enough to allow adjustments and corrections if changes during the year warrant them. For example, in 2017 the UTA Board of Trustees will complete a new strategic plan that may include new and revised multiyear strategies. CEO performance expectations should be updated after the new strategic plan is adopted. The process must also be as transparent to the public as possible, while providing opportunities for honest and confidential feedback when needed.

Annual activities for the CEO performance review process include the following:

### **February 2017**

CEO presents a first draft of performance expectations to the Board of Trustees. For 2017 – the CEO’s first full year in this position – these performance expectations will be based on feedback gained from the CEO’s listening tour conducted in the fall of 2016, and the CEO’s subsequent observations and assessment of the agency, as summarized in the “State of UTA” presentation made at the November 2016 Board Meeting. Trustees submit comments to the Executive Committee. The CEO and Executive Committee will meet in February to discuss and agree on final expectations, including the frequency and format of reporting on performance, on receiving interim feedback from Trustees throughout the year, and on the process and format for assessing the CEO’s performance in the fourth quarter of each year. This will be presented for approval at the February Board Meeting.

### **March-December 2017**

The CEO will report on performance throughout the year, according to the schedule and format approved at the February Board Meeting.

### **October-December 2017**

During the last quarter of the year, the Executive Committee will oversee a process to assess the CEO’s performance during the calendar year-to-date. Each Trustee will be assigned one area of the CEO’s role and responsibilities to review and assess (such as a department, division or

function of the agency). Each Trustee will be assigned to meet with and discuss the CEO's performance with at least one senior executive, one employee, and one customer or stakeholder related to the area being assessed by that Trustee. The Executive Committee will develop an assessment form based on the CEO performance expectations for use by Trustees to document their observations during the review process. This will also help provide consistency to the evaluations, and it may include a rating scale (e.g. 1-5), a "pass/fail" metric, narrative observations, and/or other evaluation methods.

***Mid-December 2017***

The CEO will prepare a UTA Performance Report and CEO Self-Assessment, to be submitted to Trustees in advance of the December Board Meeting.

***By December 31, 2017***

Trustees will submit to the Executive Committee a brief written summary of their performance assessments by the end of the year.

***January 2018***

In the board meeting of January 2018, the Executive Committee will present a summary of the Trustees' compiled assessments in each of the categories of CEO performance expectations. This assessment will take into consideration the CEO's self-evaluation report and the Trustees' assessments. The CEO and Trustees may also discuss the assessments to make sure there is clear, mutual understanding.

***February 2018***

In the February 2018 board meeting, the CEO will present a summary of the feedback received – both positive and critical – and a draft of performance expectations for the rest of the year, including items the CEO must not fail to do, as well as any corrections and development needed to address areas of concern.

***Annually***

This CEO performance review and assessment process will be repeated each year. Adjustments to the process may be suggested by the CEO and/or Trustees. Proposed changes will then be considered by the Executive Committee and recommended for approval by the full Board of Trustees.

## Performance Categories & Expectations

CEO performance planning and assessment will be organized in the categories listed below. Following descriptions of the primary activities of each area are draft performance expectations for 2017.

### ***Leadership***

Organizing, communicating, and culture-building; setting and demonstrating values; proactive problem-solving; timely and effective decision-making; effective interaction with the Board of Trustees; ensuring executive team members have the tools and resources to effectively lead their areas of responsibility; working with executive team members to define and measure what “winning” looks like in each of their areas of responsibility, and then holding them accountable to achieve those goals and objectives.

#### **CEO Performance Expectations for 2017**

- Lead the executive team in the completion of the organizational restructuring started in November 2016, and the filling of all key management positions with highly qualified, high-performing individuals.
- With the close consultation of executive team members, define the “UTA High Performance Culture” and develop an ongoing program to nurture internal culture improvements.

### ***Strategy***

Developing and implementing community-connected, future-oriented approaches and policies with the involvement of Trustees, executive team members, employees and stakeholders (as appropriate); focusing and guiding the agency’s purpose and direction; and promoting agency-wide clarity about purpose, direction, priorities, policies and strategies.

#### **CEO Performance Expectations for 2017**

- Develop vision, values, strategies and leadership behaviors with executive team. Communicate throughout the agency and develop aligned objectives in every area.
- Together with the Board of Trustees, develop and begin implementation of a new strategic plan to provide UTA with visionary guidance over the next three years (through 2019).
- Develop and implement a continuous improvement process to allow better alignment of UTA’s human, physical and financial resources with the agency’s purpose and strategy.

### ***External Relationships***

Building UTA’s credibility, confidence and trust with customers, members of the public, and stakeholders, including community, government and agency partners; promoting the continual improvement of the agency’s ability to gather and provide timely, transparent, and useful

information; and providing the tools and resources to enhance the agency's expertise and capacity to provide proactive communications and outreach.

#### **CEO Performance Expectations for 2017**

- Develop new relationships with federal, state and local government officials, community organizations, and other stakeholders, while strengthening existing relationships.
- Support the executive team in the development and implementation of a robust, proactive and flexible communications structure, strategy and plan.
- Ensure the continuous improvement of UTA's efforts to provide easy-to-access information and increase engagement with the public and stakeholders.

### ***People***

Ensuring the agency and executive team members have the tools and resources needed to recruit and retain talented employees, and to create effective systems of accountability, communication and development.

#### **CEO Performance Expectations for 2017**

- Settle upcoming labor agreements in a financially responsible manner that also preserves positive employee relations.
- Working closely with executive team members, achieve full staffing of all service-critical positions.
- Support the executive team in the successful implementation of a new performance management system with lateral and downward accountability.

### ***Finance and Operations***

Ensuring the agency and executive team members have the tools and resources needed to support the responsible financial management of UTA revenues and expenditures, and the responsible stewardship of UTA's assets; overseeing changes to improve budget-management practices; overseeing the continuous improvement of service quality, efficiency, and reliability throughout UTA's system; and working with executives to build organizational capability.

#### **CEO Performance Expectations for 2017**

- Ensure that expenses stay within approved budget.
- Lead the executive team to develop and implement strategies to improve budget practices, reduce costs, and decrease agency debt.
- Support the executive team in the successful implementation of updated service standards and reporting of performance.
- Lead the executive team to improve customer value through service redesigns, external partnerships, better reliability, and enhanced convenience.

**UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES**  
**Agenda Item Coversheet**

<b>DATE:</b>	<b>February 22, 2017</b>
<b>TITLE:</b>	<b>UTA Bylaws Revisions</b>
<b>UTA EXECUTIVE/RESPONSIBLE STAFF MEMBER:</b>	<b>Jayme Blakesley</b>
<b>SUBJECT:</b>	<b>Proposed changes to the UTA Bylaws regarding the new committee structure of the Board of Trustees</b>
<b>BACKGROUND:</b>	The UTA Bylaws are being amended to accommodate and provide for changes to the Board's standing committees, and to allow the Board to make appropriate adjustments to the structure and responsibilities of the various Board committees.
<b>ALTERNATIVES:</b>	N/A
<b>PREFERRED ALTERNATIVE:</b>	<ul style="list-style-type: none"> <li>• Approve as presented</li> <li>• Revise/amend and approve</li> <li>• Return to Committee</li> </ul>
<b>STRATEGIC GOAL ALIGNMENT:</b>	Community Development & Sustainability
<b>FINANCIAL IMPACT:</b>	
<b>LEGAL REVIEW:</b>	The proposed item has been reviewed by UTA Legal staff.
<b>EXHIBITS:</b>	a. BYLAWS December 2017 Proposed Changes – Draft 1-12-17.doc

**RESOLUTION OF THE BOARD OF TRUSTEES OF THE UTAH TRANSIT  
AUTHORITY AMENDING THE  
BYLAWS OF THE UTAH TRANSIT AUTHORITY**

No. R2017-02-01

February 22, 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 (the "Board") desires to establish and maintain bylaws and other policies that are in keeping with the Board's philosophy to provide leadership and governance to the Authority; and

WHEREAS, the Board desires to amend the bylaws to provide for modifications to standing committees of the Board to improve the efficiency of Board meetings and activities, to better enable the Board to provide direction to the Authority; and to make minor technical changes.

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

1. That the Utah Transit Authority Bylaws, amended and restated as set forth in Exhibit A, are hereby adopted.
2. That this Resolution supersedes Resolution 2016-01-03.
3. That this Resolution stay in force and effect until rescinded, amended, or superseded by further action of the Board.
4. That the Board formally ratifies prior actions taken by the Authority, including those taken by the Executives and their respective staffs that were necessary or appropriate to adopt the Bylaws.
5. That the corporate seal be attached hereto.

APPROVED AND ADOPTED this 22<sup>nd</sup> day of February, 2017.

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Robert W. McKinley, Chair  
Board of Trustees

ATTEST:

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Robert K. Biles, Secretary/Treasurer

[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 22<sup>nd</sup> day of February, 2017.

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Robert W. McKinley, Chair  
Board of Trustees

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Robert K. Biles, Secretary/Treasurer

Approved as to Form

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Legal Counsel



**BYLAWS OF THE**  
**UTAH TRANSIT AUTHORITY**

As Amended January 25, 2017,

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**BYLAWS OF THE UTAH TRANSIT AUTHORITY**

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## ARTICLE I — THE AUTHORITY

### **Section 1. Creation.**

The Utah Transit Authority (the “Authority”) was created pursuant to the Utah Limited Purpose Local Government Entities - Local Districts Act, Title 17B, Chapter One – and the Utah Public Transit District Act, Chapter 2(a), Part 8 of the Utah Code Annotated 1953, as amended (the “Act”), and is a public transit district organized under the laws of the State of Utah. The Authority, comprised of its Board of Trustees (the “Board”), officers, management and employees, is a political subdivision of the State of Utah; with those powers specifically granted in the Act and with implied powers necessary to carry out the objectives and purposes of a public transit district.

### **Section 2. Officers.**

The officers of the Authority consist of the trustees when acting collectively as the Board, a Chair, a Vice Chair (or more if so determined by action of the Board), a General Manager, a General Counsel, a Secretary, a Treasurer, a Comptroller, and an internal auditor. The Chair and Vice Chair(s) of the Authority may also be referred to as the Chair and Vice Chair(s) of the Board.

### **Section 3. Duties.**

Officers of the Authority shall act in the best interest of the Authority and in accordance with the constitutions and laws of the United States of America and the State of Utah, and with policies adopted by the Board.

### **Section 4. Oath of Office.**

The oath of office shall be given to all officers of the Authority before commencing the duties of the office. The oath of office shall be taken, subscribed and filed with the Secretary at any time after the officer has notice of the appointment but not later than fifteen days after the commencement of the term of office.

**Section 5. Indemnification.**

Each officer of the Authority shall be defended by the Authority against any action, suit or proceeding arising from an act or omission alleged to have been committed by such officer within the scope of the individual's official capacity with the Authority to the full extent allowed by applicable law.

**Section 6. Compensation of Officers.**

Except as otherwise provided by the Act, these Bylaws, or other applicable law, the compensation of all officers shall be fixed by the Board.

**ARTICLE II — THE BOARD OF TRUSTEES**

**Section 1. Qualifications, Appointment, Number and Terms of Office.**

The required qualifications for and limitations to membership on the Board, the process of appointment to the Board, the required number of trustees and the terms of office shall all be as set forth in the Act, as amended.

**Section 2. Power.**

The Board shall have the power to promulgate any and all resolutions, orders and ordinances as may be necessary for the operation and administration of the Authority, provided such resolutions, orders and ordinances are not contrary to, or inconsistent with, the Act, these Bylaws or other applicable law.

**Section 3. Officers.**

The officers of the Board consist of a Chair and Vice Chair(s). The Chair and Vice Chair(s) of the Board may also be referred to as the Chair and Vice Chair(s) of the Authority.

**Section 4. Other Board Personnel.**

The Board hereby creates the position of Chief Internal Auditor.

**ARTICLE III -- ELECTION AND/OR APPOINTMENT OF OFFICERS AND  
EMPLOYEES; TERM; REMOVAL; RESPONSIBILITIES**

**Section 1. Election and/or Appointment of Officers; Other Employees.**

A. The Chair and Vice Chair(s). At the completion of an elected term, or in the event of a vacancy in the position of Chair or Vice Chair(s), the Executive Committee shall prepare and forward the names of nominees to the Board for consideration at a Board meeting. At that meeting, in addition to consideration of the nominees, the Chair, Vice Chair(s), or such person acting in their behalf shall entertain nominations from the floor to fill any such vacancies for the term or the remainder of a term. If two or more trustees are nominated for one office, the vote shall be by secret ballot. In the case of a single nominee for any one office, the vote may be by voice.

B. Other Officers and Employees. The General Manager, General Counsel, Secretary, Treasurer, Comptroller, and Chief Internal Auditor shall be appointed by the Board. The Board may appoint a Chief Executive Officer and/or a President.

C. Other Employees. All officers and employees other than those set forth in Article III Section 1.B, shall be appointed by the General Manager.

**Section 2. Term of Office.**

A. The Chair and Vice Chair(s). The term of office of the Chair and Vice Chair(s) shall be for renewable periods of two years or until their successors shall be elected; provided, however, that such term shall expire sooner where (i) the officer's term as a trustee expires prior to completion of the term of office and is not renewed, or (ii) the officer resigns or is removed from office pursuant to Section 3 of this Article. The term of office shall be renewed upon affirmative vote of a majority of the Board. A Chair and/or Vice Chair(s) shall be eligible to serve consecutive terms, provided, however, that such term shall expire sooner where the chair's term as a trustee expires or otherwise terminates prior to completion of the term of office and is not renewed.

B. Other Officers and Employees. The General Manager, General Counsel, Secretary, Treasurer, Comptroller, and Chief Internal Auditor shall serve at the pleasure of the Board.

C. Other Employees. All officers and employees other than those set forth in Article III Section B shall serve at the pleasure of the General Manager.

**Section 3. Removal of Officers or Other Board Personnel.**

A. The Chair and Vice Chair(s). The Chair or Vice Chair(s) of the Board may be removed from office by an affirmative vote of a majority of all trustees. A motion made at a regular meeting shall initiate such action, but the vote shall not be called for until the next regular meeting or at a special meeting called for that purpose. The Secretary shall cause to be delivered to the affected officer a copy of the resolution to remove such officer at least seven days prior to the meeting at which the resolution is to be considered.

B. Other Officers and Employees. The General Manager, General Counsel, Secretary, Treasurer, Chief Internal Auditor, Comptroller, Chief Executive Officer and/or President may be removed from their position by an affirmative vote of a majority of all trustees, subject to applicable law. A motion made at a regular meeting shall initiate such action, but the vote shall not be called for until the next regular meeting or at a special meeting called for that purpose. The Secretary shall cause to be delivered to the affected officer a copy of the resolution to remove such officer at least seven days prior to the meeting at which the resolution is to be considered.

C. Other Employees. All officers and employees other than those set forth in Article III Sections A and B shall be subject to removal in accordance with management policy and in keeping with applicable law.



**Section 4. Responsibilities.**

A. The Chair. The Chair shall preside at all Board meetings and meetings of the Executive Committee. The Chair shall be the official spokesperson of the Board. The Chair shall oversee training and orientation of new Board members. The Chair, with the assistance of the Vice Chair(s), shall represent the Board in negotiations of employment agreements, as required, with employees who directly report to the Board, and shall report to the Board on the resulting terms of those agreements. The Chair shall provide a link to the General Manager related to advice on existing Board policy. The Chair shall cast the final vote in the event that voting, including elections, by the Board or by a committee results in a tied vote. The Chair may delegate a Vice Chair to cast a vote to break a tied vote, including elections, in a Board committee. The Chair may delegate assigned responsibilities, as necessary or desired.

B. The Vice Chair(s). In the absence of the Chair, a Vice Chair shall preside at all meetings and act as the spokesperson of the Board. A Vice Chair will assist the Chair in negotiations of employment agreements, as required, with employees who directly report to the Board. In the case of a vacancy, illness, death, or inability to act in the office of Chair, a Vice Chair shall serve as Chair until such time as the Board shall elect a new Chair. In its discretion, the Board may create one or more additional Vice Chair positions, and designate orders of succession among the Vice Chairs, and the duties and responsibilities with which each Vice Chair is vested.

C. The General Manager. The General Manager shall be the full-time chief executive officer of the Authority and shall have all of the powers, duties, and responsibilities granted and imposed by the Act. The General Manager shall be the official spokesperson of the Authority, unless otherwise delegated by the General Manager.

D. The General Counsel. The General Counsel shall be a full-time employee of the Board whose duty and loyalty to the Board shall be of the highest priority. The General Counsel shall provide legal counsel to the Board as needed or requested by the Board and shall perform any other duties specifically assigned or delegated by the Board. The General Counsel shall also provide legal counsel to the Authority as needed or requested by the General Manager. In the event a conflict arises between the Board and the General Manager, the General Counsel shall represent the Board.

E. The Secretary. The Secretary or designee shall be responsible for keeping the records of the Authority and for performing all duties incident to that office and required by the Act. The Secretary or designee shall be a custodian of the seal of the Authority and shall have the power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

F. The Treasurer. The Treasurer shall supervise the financial record of the Authority and shall perform other duties specifically assigned or delegated by the Board. The Treasurer shall be the custodian of the funds of the Authority and shall keep an account of all receipts and disbursements.

G. The Comptroller. The Comptroller shall be responsible for accounting practices of the Authority and shall perform other duties specifically assigned or delegated by the Board.

H. The Chief Internal Auditor. In addition to other duties specifically assigned or delegated by the Board or any standing committee of the Board pursuant to approved Board policies, the Chief Internal Auditor shall review the financial and operational policies and procedures of the Authority to ensure the adequacy of all systems of internal control. Results of all reviews shall be periodically reported to the Board.

**ARTICLE IV — BOARD COMMITTEES**

**Section 1. Executive Committee.**

A. Composition. The Executive Committee shall be composed of the Chair, the Vice Chair(s), and the chair(s) of one or more standing committee(s) created pursuant to Article IV, Section 2A, as may be designated by the Chair and the Vice Chair(s) from time to time. The Board Chair and Vice Chair(s) may invite other trustees to participate as voting members of the Executive Committee as needed from time to time.

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**Deleted:** , and such other trustees as determined from time to time by the Board.

B. Powers and Duties.

(i) The Executive Committee shall have powers and duties related to the internal operation of the Board including Board governance.

(ii) The Executive Committee shall have the responsibility to prepare the Board meeting agenda. The Executive Committee shall place on the agenda for consideration by the Board matters brought by two trustees or properly processed through a Board committee.

(iii) Subject to the terms of any employment agreement, the Executive Committee shall evaluate the performance of employees who report directly to the Board according to previously adopted performance goals and shall make recommendations to the Board regarding compensation of these individuals.

C. Limitation of Authority. The Executive Committee shall not have the authority to bind the Board or the Authority with respect to any issue outside of the internal operations of the Board.

**Section 2. Standing Board Committees.**

A. Creation of Standing Committees. The Board shall establish from time to time standing committees deemed appropriate by the Board and designate their function. Board standing

committees shall be established, amended or disbanded by adoption of a Board Resolution, at a duly noticed Board meeting, and such committees shall meet as needed or as determined by the Board Chair and, once established, by the committee chair.

B. A committee shall be established that is responsible to the Board on internal and external audit and long-term financial matters. The committee shall be responsible to request and direct that the Authority's internal auditor perform audits of Authority business, to accept and review the reports of the internal auditor, and to evaluate the Authority's bonding needs and similar long-term financial decisions. The committee may also recommend that the Board retain external auditors or other consultants. The committee shall review and make recommendations to the full Board regarding the Authority's annual audit pursuant to Article VII Section 5 hereof.

C. Membership. Members of standing committees are appointed by the Chair and serve at the pleasure of the Chair.

D. Election and Term of Committee Chairs. Committee members shall elect a committee chair from the membership of each committee; or if approved by the full Board as a part of a currently adopted Board policy, the Board Chair and Vice Chair may select the committee chairs, each of which selections shall be subject to the approval of that committee. The term of a committee chair shall be for one year or until his or her successor is elected. A committee chair shall be eligible to serve consecutive terms, provided, however, that such term shall expire sooner where the chair's term as a trustee expires or otherwise terminates prior to completion of the term of office and is not renewed. In the event an election results in a tied vote, the Chair, or a designated Vice Chair, will cast the final vote.

E. Alternates. Any committee member who will be absent from a duly called committee meeting shall designate an alternate to vote on the committee member's behalf. In the event that no

**Deleted:** <#>A committee shall be established that is responsible to the Board on planning and development matters. This committee shall be responsible to oversee the Authority's planning efforts, including values, vision, mission statements, budget, budget amendments, and transit development. The committee shall ensure, as part of its annual operational planning/budget preparation process, that all business and program plans include both fiscal and programmatic performance targets that are measurable and can be used in monitoring the Authority's program and fiscal performance. ¶  
<#>A committee shall be established that shall be responsible to the Board on finance and operations matters. This committee shall be responsible to oversee the adopted budget, finance, service delivery, safety, transit fare structures, paratransit operations and construction. The committee, working with the General Manager, shall develop fiscal reporting processes, and shall evaluate those reports and review findings with the Board. ¶  
<#>A committee shall be established that is responsible to the Board on stakeholder relations matters. This committee shall be responsible to oversee the establishment of policy that governs the Authority's relationships with its various constituencies, including employees, customers, the public, and elected and appointed officials in all realms of government. This committee shall oversee the development and implementation of marketing and public relations strategies, and legislative policies and directives. The committee shall review collective bargaining with the union and make recommendations regarding administrative compensation for personnel not reporting directly to the Board. The committee shall also coordinate Board member participation in appropriate forums on behalf of Authority. ¶

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such designation has been made by the member, the committee chair may designate an alternate trustee in order to achieve a quorum. Alternates who are duly designated shall have the right to vote as a member of the committee.

**Section 3. Committee on Accessible Transportation.**

A. Creation of Committee on Accessible Transportation. The Authority shall establish an advisory committee on accessible transportation (“Committee on Accessible Transportation” or “CAT”) to offer recommendations to the Board on accessibility issues related to the Authority’s facilities, equipment, routes, plans and programs. The Board intends the CAT to provide the mechanism to ensure participation of individuals with disabilities in the continued development, implementation and assessment of transit services to persons with disabilities. The CAT serves in an advisory capacity to offer advice to the Board on providing nondiscriminatory access to fixed route bus and rail service, and complementary paratransit service for those unable to use the fixed route system.

B. Charter. The CAT shall be governed and membership determined by a charter authorized and approved by the Board which is consistent with its charge as an advisory committee to the Authority.

C. Board Representation. There shall be one trustee appointed by the Chair to serve as a Board liaison to the CAT. This trustee shall be responsible to report any advice offered or concerns raised by the CAT to the standing committee on which the trustee serves and through that committee to the Board.

**ARTICLE V — MEETINGS OF THE BOARD AND BOARD COMMITTEES**

**Section 1. Meeting Types.**

A. Regular Board Meetings. A regular Board meeting schedule shall be established annually by the Board at the beginning of each fiscal year. Unless otherwise established, Board meetings shall be held on the fourth Wednesday of each month at the time and place set by the Board.

B. Special Board Meetings. Special meetings of the Board may be called at the Chair's discretion, or whenever the same is requested in writing to the Chair by three or more members of the Board.

C. Emergency Board Meetings. Emergency meetings of the Board to consider matters of an urgent nature may be called at the discretion of the Chair.

D. Board Committee Meetings. Committee meetings of the Board may be called at the discretion of the Chair or the chair of any Board committee.

**Section 2. Open and Public Meetings.**

All meetings of the Board and its duly constituted committees shall be open to the public to the full extent required by applicable state law.

**Section 3. Notice of Meetings.**

A. Notice of regular Board meetings, special Board meetings and Board committee meetings shall be by electronic means to each trustee at electronic mail address as shown in the records of the Authority. The notices shall be delivered at least five calendar days prior to the day of any meeting.

B. Notice of emergency Board meetings shall be given to each trustee at least 24 hours before the meeting, if possible. In the event 24-hour notice is not possible, each trustee shall receive the best notice which practicably can be given. Notice for emergency meetings may be oral, written, or electronic.

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C. Any notice required to be given under this Section shall contain the date, time, place, and an agenda for the meeting.

D. Notice of meetings of the Board shall be provided to the chief administrative officers and legislative bodies of each municipality and unincorporated county area within the district of the Authority at the same time as the notice is provided to the Board. Delivery of notices will be submitted by electronic mail. Notice of meetings of the Board will be posted on the Utah Public Notice Website, as provided for in Utah Code Ann. § 63F-1-701, as amended.

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E. A trustee may waive the right to receive notice of a meeting by expressing his or her consent to the holding of the meeting and having such consent recorded in the minutes of the meeting. The meeting shall be valid for all purposes and any otherwise permissible action may be taken.

**Section 4. Minutes of Meetings; Meeting Attendance Reports.**

Minutes of meetings of the Board shall be provided to the chief administrative officers and legislative bodies of each municipality and unincorporated county area within the district within five working days following approval of the minutes by the Board. Delivery of minutes may be submitted by electronic mail if agreed to by the entity involved. The Board shall prepare and submit, to each Board member appointing authority, (A) a quarterly report of Board meeting attendance; and (B) an annual summary report of Board meeting attendance.

**Section 5. Absence from Meetings.**

Each trustee, when sworn, is a duly authorized public servant with responsibility to represent the best interests of the Authority and to report the business of the Authority to the jurisdiction that appointed the trustee. Each trustee is expected to serve faithfully, attend all meetings and perform other assignments in compliance with Board policy.

**Section 6. Electronic Attendance at Meetings.**

With the consent of the Chair, a trustee may attend a meeting via electronic means if 24 hour advance notice is also provided to the Board ~~Coordinator~~. At the request of the Chair or committee chair, a trustee attending a meeting electronically shall verbally signify his or her vote for each motion being considered during the meeting until such time as the trustee verbally indicates his or her desire to withdraw from the meeting. Such withdrawal shall be recorded in the minutes as part of the official records.

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**ARTICLE VI — CONDUCT OF BUSINESS**

**Section 1. Voting Rights and Quorum.**

- A. Each voting trustee may cast one vote on all questions, orders, resolutions and ordinances coming before the Board.
- B. A majority of all voting trustees constitutes a quorum for the transaction of Board business.
- C. A majority of all voting committee members constitutes a quorum for the transaction of committee business.
- D. Except as otherwise provided in these Bylaws or applicable State law, an affirmative vote of a majority of a quorum is sufficient to carry any order, resolution, ordinance or proposition before the board or any issue before a committee of the Board.
- E. A quorum is not required for adoption of a motion to adjourn.
- F. The Trustee appointed by the Transportation Commission may not vote on any matter relating to State Safety Oversight over rail facilities under the jurisdiction of the Utah Department of Transportation that comes before the Board or any committee to which the Trustee is assigned. The



Board Chair or committee chair, as the case may be, is authorized to determine situations in which a conflict may arise.

G. In a committee meeting of a Board committee of which a non-voting Trustee is a member, or in a Board meeting, a non-voting Trustee may make or second motions, and with the exception of voting or being counted for purposes of constituting a quorum, shall enjoy and exercise the same rights and powers as any other Trustee.

**Section 2. Order of Business.**

The business of all meetings of the Board shall be transacted as far as practicable in the order of business authorized by the Executive Committee and set forth in the agenda. At any meeting where a new trustee is to take the oath of office and be seated, such ceremony shall be conducted prior to the determination of a quorum.

**Section 2. Resolutions, Orders and Ordinances — Vote Recorded.**

A. Each and every formal action by the Board shall be taken by the passage of a resolution, order or ordinance by the Board.

B. Resolutions and orders may be adopted by voice vote, but on demand of any trustee the roll shall be called.

C. On all ordinances, the roll shall be called and the ayes and nays recorded.

D. Proposed ordinances shall be forwarded to each trustee by hand delivery, by deposit in the United States mail, or by electronic means at least five calendar days prior to the day upon which the ordinance shall be presented for adoption. Alternatively a proposed ordinance shall be valid if provided at least one day prior to adoption and approved by unanimous vote at a meeting at which three quarters of all voting trustees are present.

E. All resolutions, ordinances or orders passed by the Board shall be authenticated as soon as practicable after their passage by the signature of the Chair, or Vice Chair and attested by the Secretary, and kept in the official records of the Authority.

F. A record of meetings of the Board shall be made and maintained for inspection as provided by law.

## **ARTICLE VII — BUSINESS ADMINISTRATION**

### **Section 1. Fiscal Year.**

The fiscal year of the Authority shall commence on January 1 and end on December 31 of each calendar year.

### **Section 2. Principal Place of Business.**

The principal place of business for the Authority, and the location of all offices and departments, shall be determined from time to time by the Board. The secretary shall publish the location of the principal place of business in the Government Entity Database maintained by the Division of Corporations of the State of Utah.

### **Section 3. Tentative Budget.**

A. Within 30 days after it is approved by the Board, and at least 30 days before the Board adopts its final budget, the Board shall send a copy of the tentative budget, a signature sheet, and notice of the time and place for a budget hearing to the chief administrative officers and legislative bodies of each municipality and unincorporated county area within the district of the Authority.

B. Within 30 days after it is approved by the Board and at least 30 days before the Board adopts its final budget, the Board shall send a copy of the tentative budget to the governor and the Legislature for examination and comment.

**Section 4. Final Budget.**

A. Before the first day of each fiscal year, the Board shall adopt the final budget by an affirmative vote of a majority of all trustees. Copies of the final budget shall be filed in the office of the Authority. If for any reason the Board shall not have adopted the final budget on or before the first day of any fiscal year, the tentative budget for such year, if approved by formal action of the Board, shall be deemed to be in effect for such fiscal year until the final budget for such fiscal year is adopted.

B. The Board may, by an affirmative vote of a majority of all trustees, adopt an amended final budget when reasonable and necessary, subject to any contractual conditions or requirements existing at the time the need for such amendment arises.

**Section 5. Annual Audit Report.**

A. The Board shall cause an annual audit of the Authority's financial statements to be conducted in accordance with generally accepted auditing standards following the end of each fiscal year. The audit shall be performed by an independent certified public accounting firm selected by the Board. The auditor shall provide a signed auditor's opinion as to the fair presentation of the financial position of the Authority and the results of Authority operations and changes in its financial position for the fiscal year ended. The Board may cause other audits to be made by the Chief Internal Auditor or an independent auditor.

B. As soon as practicable, but no later than 30 days after its presentation to the Board, the Board shall submit to the chief administrative officers and legislative bodies of each municipality and unincorporated county area within the district of the Authority a copy of its annual audit report.

**ARTICLE VIII — REPORT TO TRANSPORTATION COMMISSION**

At least annually, the Board shall report the short-term and long-range public transit plans to the Transportation Commission. The report will include the transit portions of applicable regional transportation plans adopted by metropolitan planning organizations within the Authority's district.

**ARTICLE IX — MODIFICATION OF BYLAWS**

These Bylaws may be amended by an affirmative vote by a majority of all trustees provided that notice of the proposed amendments shall have been delivered or mailed to each trustee not less than five calendar days prior to the meeting at which such amendments are considered.

**UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES**  
**Agenda Item Coversheet**

<b>DATE:</b>	<b>February 22, 2017</b>
<b>TITLE:</b>	<b>Policy Review 4.1.13: Employment of Relatives</b>
<b>UTA EXECUTIVE/RESPONSIBLE STAFF MEMBER:</b>	<b>Jayne Blakesley</b>
<b>SUBJECT:</b>	<b>Policy Review</b>
<b>BACKGROUND:</b>	<p>UTA has a historic prohibition on employment of relatives of Board members, executives, and certain other employees in sensitive positions, because of the inherent risk that such employment may create conflicts of interest.</p> <p>This Employment of Relatives policy will help avoid conflicts, and thus strengthen the confidence of the public in the integrity of UTA.</p>
<b>ALTERNATIVES:</b>	
<b>PREFERRED ALTERNATIVE:</b>	<ul style="list-style-type: none"> <li>• Approve as presented</li> <li>• Revise/amend and approve</li> <li>• Return to Committee</li> </ul>
<b>STRATEGIC GOAL ALIGNMENT:</b>	Accountability
<b>FINANCIAL IMPACT:</b>	unknown
<b>LEGAL REVIEW:</b>	The proposed item has been reviewed by UTA Legal staff.
<b>EXHIBITS:</b>	a. Policy 4.1.13: Employment of Relatives

**RESOLUTION OF THE BOARD OF TRUSTEES OF THE UTAH TRANSIT  
AUTHORITY ADOPTING BOARD PROCESS POLICY NO. 4.1.13 –  
EMPLOYMENT OF RELATIVES**

No. R2017-02-02

February 22, 2016

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 (the “Board”) desires to adopt the Board Process Policy 4.1.13 – Employment of Relatives (the “Policy”) in keeping with the Authority’s historic prohibition on employment of relatives of Board members, executives, and certain other employees in sensitive positions; and

WHEREAS, the Board desires to avoid the inherent risk that employment of relatives of Board Members could create conflicts of interest; and

WHEREAS, the Board believes that this Employment of Relatives policy will help avoid conflicts, and thus strengthen the confidence of the public in the integrity of UTA

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 4.1.13 – Employment of Relatives, a copy of which is attached to this Resolution as Exhibit A.
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 and the Policy.
3. That this Policy stay in force and effect until rescinded, amended, or superseded by further action of the Board of Trustees.
4. That the corporate seal be attached hereto.

APPROVED AND ADOPTED this 22nd day of February, 2017.

---

Robert W. McKinley, Chair  
Board of Trustees

ATTEST:

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Robert K. Biles, Secretary/Treasurer

[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 22<sup>nd</sup> day of February, 2017.

---

Robert W. McKinley, Chair  
Board of Trustees

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Robert K. Biles, Secretary/Treasurer

Approved as to Form

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Legal Counsel



EXHIBIT "A"

Copy of Board Process Policy No. 4-1-13

Board Process Policy No. 4.1.13

Employment of Relatives

The Board of Trustees of the Utah Transit Authority has adopted board policies setting forth certain Executive Limitations and responsibilities of the General Manager, including directing the General Manager to adopt policies regarding the treatment of Authority employees. The Board supports and ratifies the policies adopted by the General Manager and staff, and governs the Board and the Authority in accordance with those policies. Corporate Policy 6.1.4 prohibits the employment of relatives of any UTA Board member, executive, or other employees in sensitive positions due to the inherent conflicts that arise when managing employees whose relatives are in a position to influence employment actions.

The Board desires to continue to uphold the historic prohibition on employment of relatives of Board members, executives, and certain other employees in sensitive positions, because of the inherent risk that such employment can create current or future conflicts of interest within the Authority. Accordingly, to promote the public interest and strengthen the faith and confidence of the public in the integrity of the Authority, it is the policy of the Board that each of its members have no relatives employed by UTA.

Each member of the Board shall, at the time of appointment, certify that he/she has no relative employed, in any capacity, by the Authority. Relatives of any of UTA's Board of Trustees, executives, or employees in sensitive positions are not eligible for employment at UTA. Upon determination that an appointed Board member has a relative employed by UTA, at the election of the appointed Board member, either (a) the employment of such employee shall be terminated, or (b) the appointed Board member shall resign from the Board, or if not a currently seated Board member, shall decline the appointment.

For purposes of this Policy, "relative" shall mean father, mother, husband, wife, son, daughter, sister, brother, uncle, aunt, nephew, niece, first cousin, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, grandparent, grandchild, step-mother, step-father, step-sister, step-brother, step-daughter, step-son, and individuals in a personal relationship of a romantic or intimate nature.

Revision History	
Effective Date	_____, 2017
Adopted By	R2017-__-__

**UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES  
Action Agenda Item Coversheet**

<b>DATE:</b>	<b>February 22, 2017</b>
<b>CONTACT PERSON:</b>	<b>Paul Drake</b>
<b>SUBJECT:</b>	<b>Clearfield Property Disposition</b>
<b>BACKGROUND:</b>	<p>The developer and UTA have been negotiating a dissolution of the relationship formed to develop the Clearfield Station TOD. As part of the negotiation, it is proposed that the Board dispose of “Phase 1B” property per terms of a negotiated Purchase and Sale Agreement.</p> <p>Because this is a settlement negotiation involving the commercial terms of a pending real estate transaction, the proposed terms will be discussed in closed session.</p>
<b>ALTERNATIVES:</b>	Information for discussion
<b>PREFERRED ALTERNATIVE:</b>	<ul style="list-style-type: none"> <li>• Approve as presented</li> </ul>
<b>STRATEGIC GOAL ALIGNMENT:</b>	Supports the board direction to reset TOD program
<b>FINANCIAL IMPACT:</b>	Property disposal to include 9.8 acres of land plus road dedication.
<b>LEGAL REVIEW:</b>	Legal staff have been actively involved in this process and will provide a recommendation during closed session.
<b>EXHIBITS:</b>	<ol style="list-style-type: none"> <li>1) Ppt. Clearfield Disposition</li> <li>2) R2017-02-03: Clearfield Property Disposition</li> </ol>

**RESOLUTION OF THE BOARD OF TRUSTEES OF THE UTAH TRANSIT  
AUTHORITY REGARDING DISPOSITION OF PROPERTY IN CLEARFIELD**

No. R2017-02-03

February 22, 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 (the "Board") did conditionally approve the conveyance of certain property in Clearfield City, proposed to be part of a joint development with The Thackeray Garn Company ("Developer"), pursuant to Board Resolution No. R2014-07-01, dated July 30, 2014; and

WHEREAS, the Authority and UTA did form a Utah limited liability company identified as Clearfield Station, LLC, and did enter into an Operating Agreement governing the rights and obligations of the Authority and the Developer; and

WHEREAS, with the passage of time and changes to the Board's goals, the Authority and Developer have determined it is in their best interests to separate the respective interests of the parties, and to dissolve the limited liability company and the relationship vis-à-vis the Clearfield property; and

WHEREAS, the Authority has been negotiating a dissolution of the relationship formed with the Developer and of the limited liability company; and

WHEREAS, as part of the final dissolution and negotiation, the Authority has determined to convey a portion of property at the Clearfield site, identified as the Phase 1B Property, pursuant to the terms of a Purchase and Sale Agreement; and

WHEREAS, the Authority has determined that the Purchase and Sale Agreement, and the terms thereof, will facilitate the steps necessary to convey the Phase 1B Property to the Developer and to dissolve the relationship between the Authority and Developer.

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

1. That Authority staff is hereby authorized to sell and convey the Phase 1B Property.

2. That Authority staff are authorized to facilitate and complete the dissolution of Clearfield Station, LLC, and to wrap up and terminate any and all other agreements with the Developer related to the Clearfield property.
3. That the Board formally ratifies prior actions taken by the Authority, including those taken by the Executives and their respective staffs that were necessary or appropriate to this action.
4. That upon consummation of the transactions contemplated by the Purchase and Sale Agreement, this Resolution shall supersede Resolution No. R2014-07-01, dated July 30, 2014.
5. That this Resolution stay in full force and effect unless amended or rescinded by further action of the Board of Trustees or until all actions authorized by this Resolution have been completed or the time contemplated by the Resolution has elapsed.
6. That the corporate seal be attached hereto.

APPROVED AND ADOPTED this 22nd day of February, 2017.

---

Robert W. McKinley, Chair  
Board of Trustees

ATTEST:

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Robert K. Biles, Secretary/Treasurer

[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 22<sup>nd</sup> day of February, 2017.

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Robert W. McKinley, Chair  
Board of Trustees

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Robert K. Biles, Secretary/Treasurer

Approved as to Form

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Legal Counsel

**EXHIBIT A**

(Depiction of Clearfield Phase IB Property)



# Clearfield Station

## Thackeray Garn Status Update

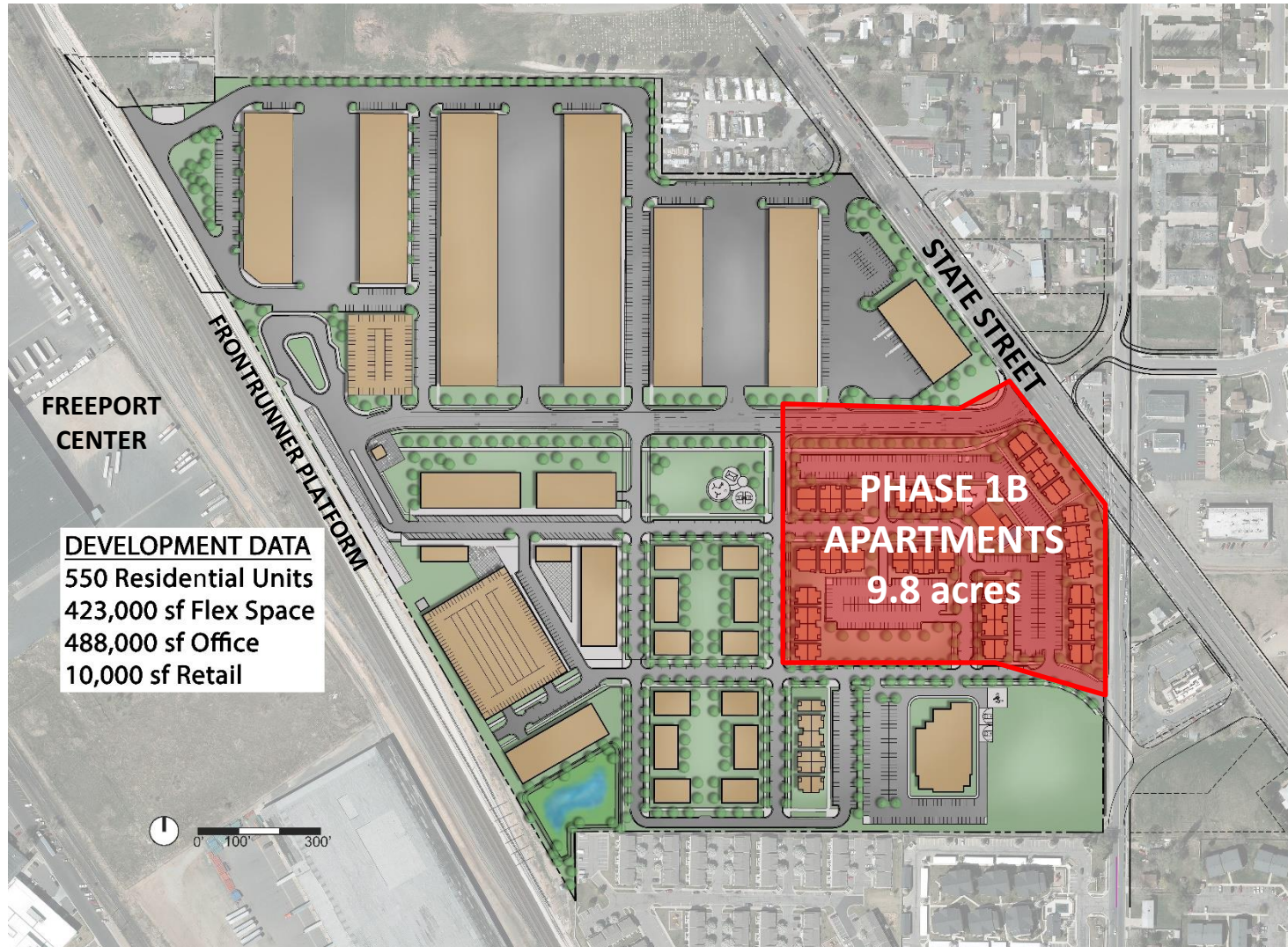


# Staff Recommendation

The Board of Trustees:

Authorizes President/CEO to dispose of Phase 1B property, including dedication of ROW, per terms of Purchase and Sale Agreement

# Background – TOD Project





# QUESTIONS & DISCUSSION

**UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES  
Agenda Item Coversheet**

<b>DATE:</b>	February 22, 2017
<b>TITLE:</b>	South Jordan Transit-Oriented Development (TOD) Property Disposition/Acquisition
<b>UTA EXECUTIVE/RESPONSIBLE STAFF MEMBER:</b>	Paul Drake
<b>SUBJECT:</b>	Property Disposition/Acquisition
<b>BACKGROUND:</b>	In November 2015, the UTA Board of Trustees resolved to convey property to the South Jordan (SoJo) Station joint venture development entity. In preparation for the second phase of office construction, the (TOD) joint venture proposes to exchange properties with the neighboring property owner. Additionally, the joint venture proposes to acquire rights, up to fee title, to 0.6 acres of UTA property in the vicinity of the TOD. This discussion will include details on those property transactions.
<b>ALTERNATIVES:</b>	N/A
<b>PREFERRED ALTERNATIVE:</b>	<ul style="list-style-type: none"> <li>• Approve as presented</li> </ul>
<b>STRATEGIC GOAL ALIGNMENT:</b>	Supports the promotion of transit-oriented communities
<b>FINANCIAL IMPACT:</b>	UTA will dispose of properties consistent with approved plans. The joint venture will gain properties necessary for the execution of the planned second phase of office. UTA will receive cash flows from the development consistent with the approved terms of the Operating Agreement. UTA will receive fair market value for property interest sold to joint venture.
<b>LEGAL REVIEW:</b>	The proposed item has been reviewed by UTA Legal staff.
<b>EXHIBITS:</b>	<ol style="list-style-type: none"> <li>a. Ppt – S Jordan TOD Prop Exchange &amp; Disp</li> <li>b. R2017-02-04: South Jordan TOD Property Disposition/Acquisition</li> </ol>

**RESOLUTION OF THE BOARD OF TRUSTEES OF THE UTAH TRANSIT  
AUTHORITY APPROVING EXCHANGE OF JOINT DEVELOPMENT  
PROPERTY AND DISPOSITION OR LEASE OF ADDITIONAL PROPERTY AT  
AND AROUND THE SOUTH JORDAN COMMUTER RAIL STATION**

No. R2017-02-04

February 22, 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 Authority owns property, adjacent to the South Jordan Commuter Rail platform (the "Property"), a portion of which has been contributed to a Joint Development as part of a transit-oriented development (the "Joint Development"); and

WHEREAS, as a part of the Joint Development, the Authority and its development partner desire to exchange, with an adjacent property owner, two small parcels of property, approximately .25 acres, for a larger parcel, approximately .4 acres to facilitate improved parking and access to and through the Property (the "Property Exchange"); and

WHEREAS, the Authority also owns property to the south of the Property that was formerly a restaurant, and was purchased as part of the FrontRunner rail project (the "Restaurant Parcel"); and

WHEREAS, as part of the Joint Development, the Authority and its development partner have determined that the Restaurant Parcel can best be used for additional parking to facilitate the Property Exchange and anticipated future needs for paratransit and ADA service to the South Jordan Station; and

WHEREAS, the Authority has determined it is in the best interest to sell the building on the Restaurant Parcel to the Joint Development, and allow the building to be removed, facilitating additional parking and future paratransit service.

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

1. That the Board hereby authorizes the President/CEO to convey approximately .25 acres to the adjacent property owner, in exchange for the conveyance of approximately .40 acres to the Joint Development.
2. That the Board hereby authorizes the President/CEO to convey a property interest, up to and include conveyance of fee title subject to reservations of appropriate access easements, in the Restaurant Parcel.

3. That the Board formally ratifies prior actions taken by the Authority, including those taken by the Authority's President/CEO and appropriate Authority staff that are or were necessary or appropriate to negotiate the Transactions.
4. That the corporate seal be attached hereto.

APPROVED AND ADOPTED this 22nd day of February, 2016.

---

Robert W. McKinley, Chair  
Board of Trustees

ATTEST:

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Robert K. Biles, Secretary/Treasurer

[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 22<sup>nd</sup> day of February, 2017.

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Robert W. McKinley, Chair  
Board of Trustees

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Robert K. Biles, Secretary/Treasurer

Approved as to Form

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Legal Counsel

# South Jordan TOD

Property Exchange  
& Disposition

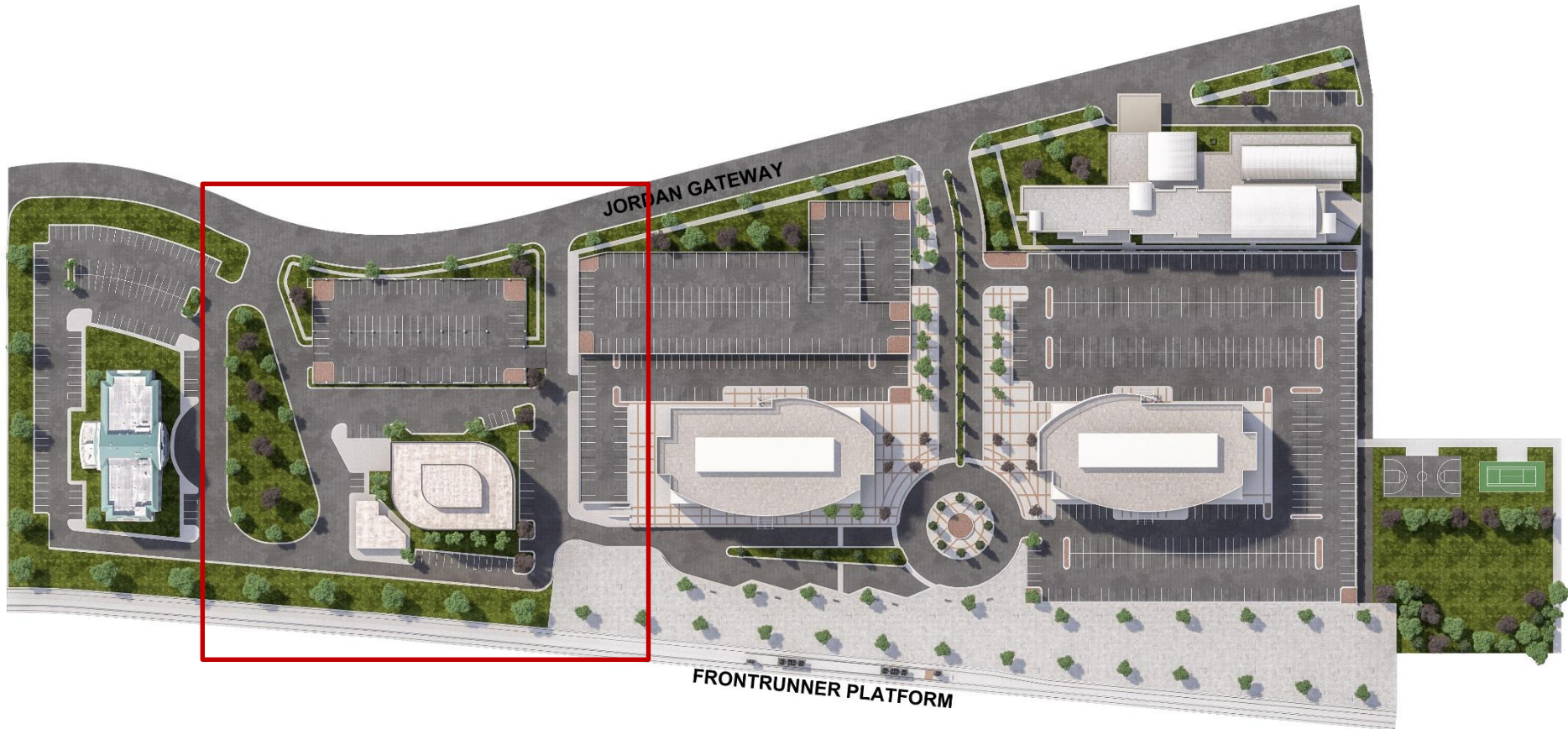




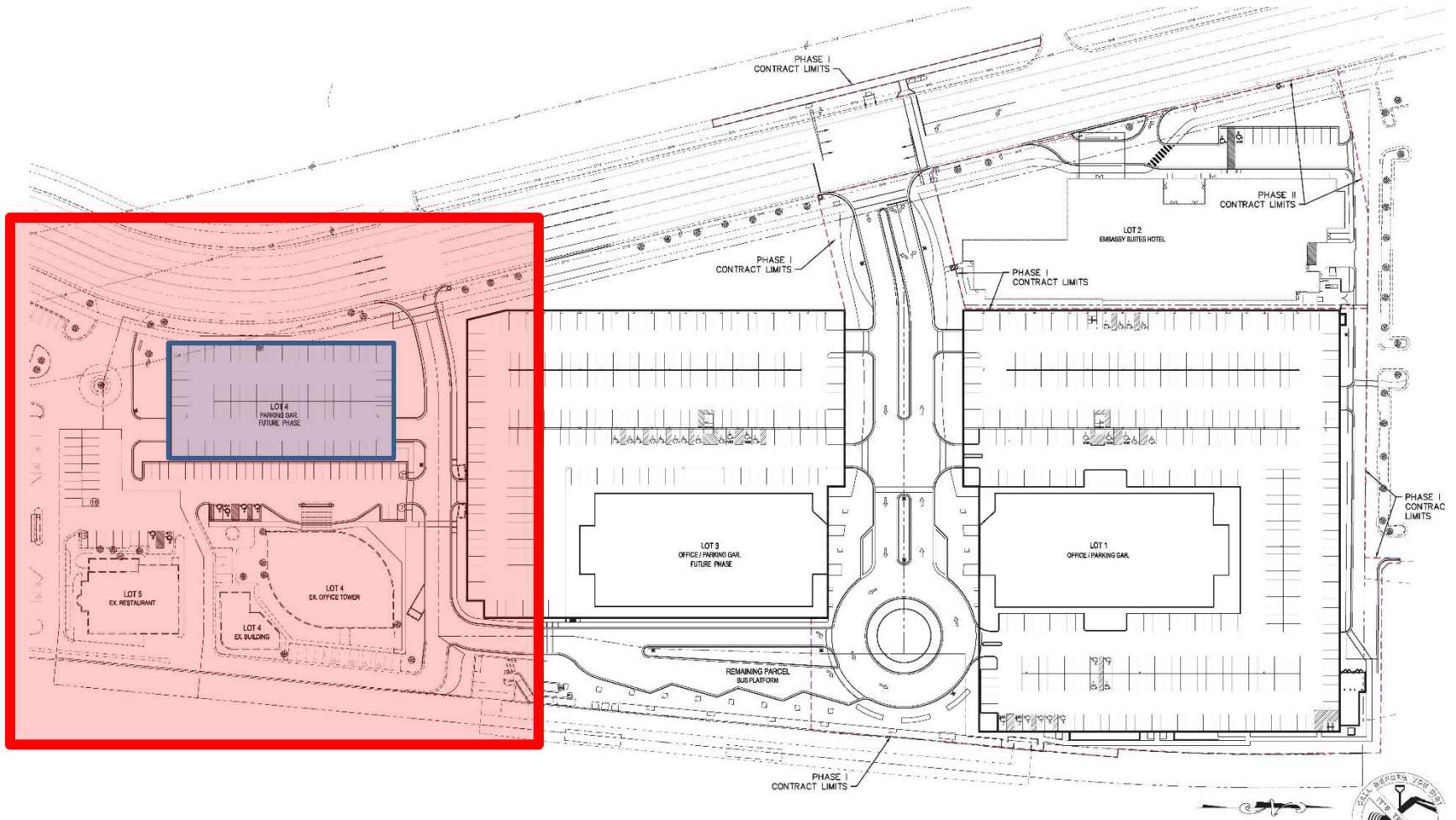
# Staff Recommendations

- The UTA Board of Trustees:
  - Authorize President/CEO to dispose of approximately 0.25 acres of property and acquire approximately 0.4 acres of property for the South Jordan joint venture
  - Authorize President/CEO to dispose of building improvements and property rights up to and including fee title for 0.6 acres of property

# South Jordan TOD Master Plan



# South Jordan TOD Master Plan



# Property Exchange



**UTA Exchange Property**



**Towers Exchange Property**



# Property Disposition

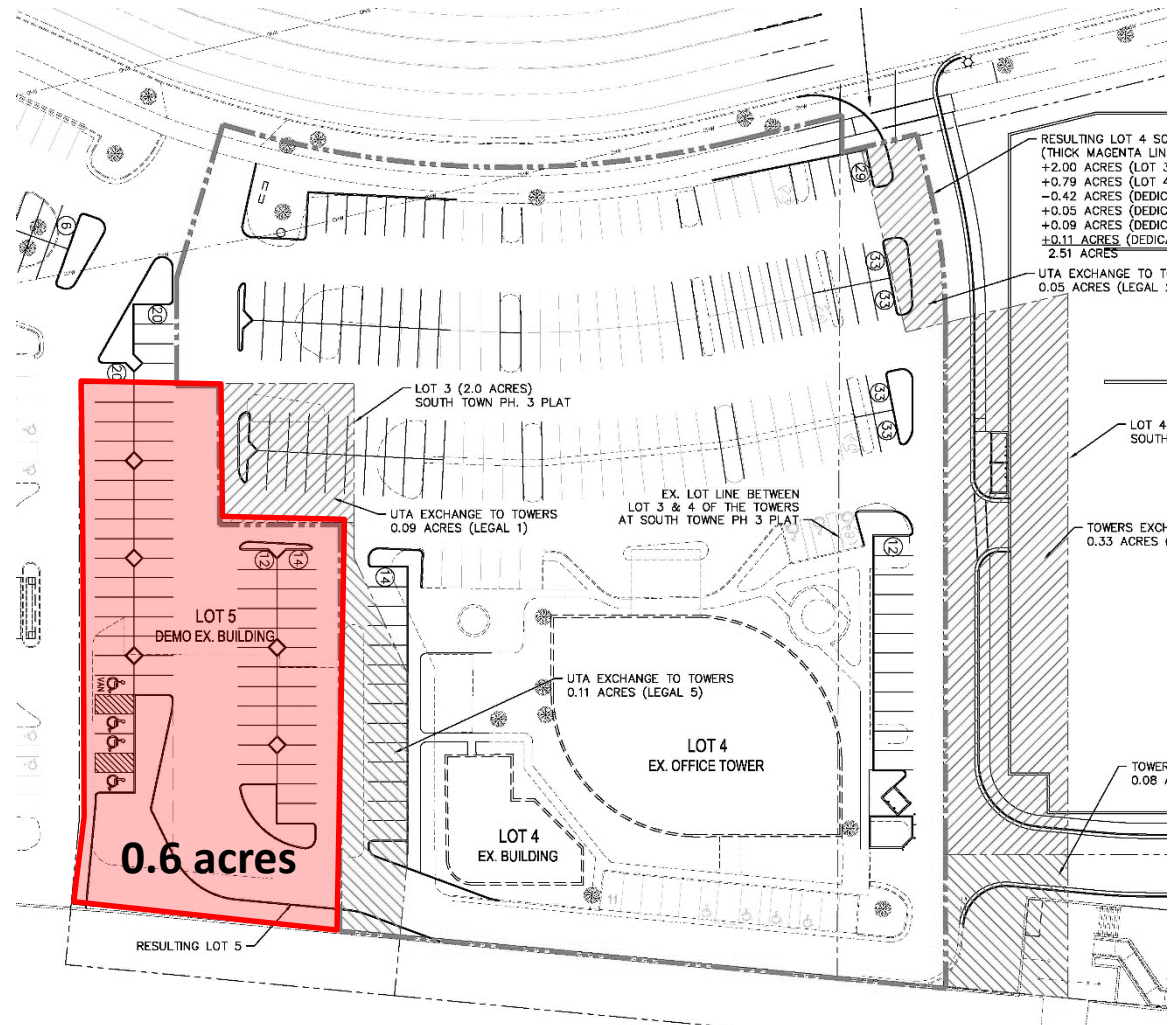
 **UTA Restaurant Pad**  
(to be disposed)

## Property Purpose:

- Future paratransit drop off (FR platform to extend south)

## Terms of Disposition:

- Restaurant to be demolished
- Parking to be constructed for Towers
- Development to pay UTA for property rights and restaurant
- UTA to retain rights and configuration necessary to operate paratransit service



# Staff Recommendations

- The UTA Board of Trustees:
  - Authorize President/CEO to dispose of approximately 0.25 acres of property and acquire approximately 0.4 acres of property for the South Jordan joint venture
  - Authorize President/CEO to dispose of building improvements and property rights up to and including fee title for 0.6 acres of property

# QUESTIONS & DISCUSSION



**UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES  
Action Agenda Item Coversheet**

<b>DATE:</b>	<b>February 22, 2017</b>
<b>CONTACT PERSON:</b>	<b>Paul Drake</b>
<b>SUBJECT:</b>	<b>Jordan Valley Phase 2 Financial Plan</b>
<b>BACKGROUND:</b>	In 2014, the Board of Trustees authorized the conveyance of the Jordan Valley TOD property. The developer is prepared to start construction on subsequent phases of development, which requires Financial Plan approval. This phase includes the next phase of apartments.
<b>ALTERNATIVES:</b>	N/A
<b>PREFERRED ALTERNATIVE:</b>	Take appropriate action after closed session discussion
<b>STRATEGIC GOAL ALIGNMENT:</b>	Supports board objective to promote transit-oriented communities
<b>FINANCIAL IMPACT:</b>	UTA to contribute to the development and receive returns per terms of Operating Agreement
<b>LEGAL REVIEW:</b>	Legal review is completed.
<b>EXHIBITS:</b>	<ol style="list-style-type: none"> <li>1) Ppt. Jordan Valley Phase 2 &amp; 3 Financial Plan</li> <li>2) R2017-02-05: Resolution – Phase 2 Financial Plan Jordan Valley</li> </ol>



**RESOLUTION OF THE BOARD OF TRUSTEES OF THE UTAH TRANSIT  
AUTHORITY APPROVING THE FINANCIAL PLAN OF THE PHASE 2 PORTION  
OF JOINT DEVELOPMENT PROPERTY AT AND AROUND THE JORDAN  
VALLEY TRAX STATION**

No. R2017-02-05

February 22, 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, it is the policy and goal of the Authority’s Board of Trustees (the “Board”) to promote high-density, mixed-use Transit-Oriented Development (“TOD”) on properties owned by the Authority at and around its high-capacity transit stations;

WHEREAS, the Authority has conveyed certain property near the Jordan Valley TRAX station as part of a Joint Development (the “Development Property”);

WHEREAS, Bangerter Station, LLC, the joint development entity of which UTA is a part, has constructed the first phase of a master-planned, mixed-use, TOD (the “Project”);

WHEREAS, the Authority has completed all necessary third-party reviews and executive and audit review required by Board Executive Limitations Policy 2.2.4;

WHEREAS, the Board has reviewed the Financial Plan of the Phase 2 portion of the Project;

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

1. That the Board of Trustees hereby approves the Financial Plan for Phase 2 of the Project.
2. That the Board formally ratifies prior actions taken by the Authority, including those taken by the President/CEO, and Authority staff that were relevant hereto and necessary or appropriate.
3. That the corporate seal be attached hereto.

APPROVED AND ADOPTED this 22<sup>nd</sup> day of February, 2017.

---

Robert W. McKinley, Chair  
Board of Trustees

ATTEST:

---

Robert K. Biles, Secretary/Treasurer

[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 22<sup>nd</sup> day of February, 2017.

---

Robert W. McKinley, Chair  
Board of Trustees

---

Robert K. Biles, Secretary/Treasurer

Approved as to Form

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Legal Counsel



# Jordan Valley Phases 2 & 3

## Financial Plans

# Project Approval Checklist

- MASTER PLAN
- SITE PLAN
- FTA JOINT DEVELOPMENT
- DEVELOPMENT AGREEMENT
- FINANCIAL PLAN
- PROPERTY DISPOSITION

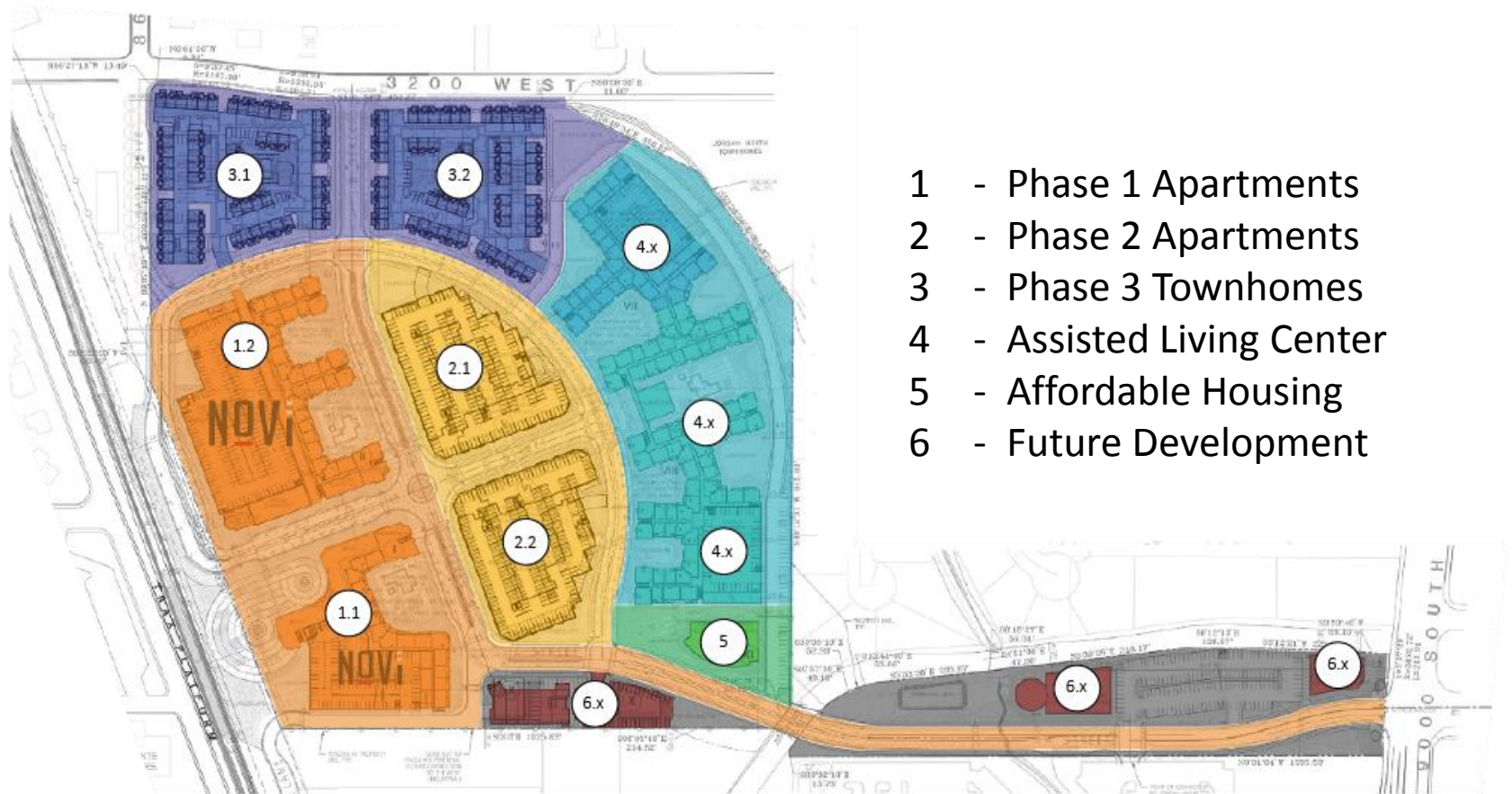
# Financial Plan Approval Checklist

- STAFF REVIEW**
- 3<sup>rd</sup> PARTY EXPERT REVIEW**
- AUDIT REVIEW**
- EXECUTIVE REVIEW**
- BOARD APPROVAL**

# Discussion Items

- **UTA Board of Trustees will:**
  - Review Financial Plan for Jordan Valley TOD Phase 2 apartment development
  - Review Financial Plan for Jordan Valley TOD Phase 3 townhomes

# Jordan Valley Phasing Plan



- 1 - Phase 1 Apartments
- 2 - Phase 2 Apartments
- 3 - Phase 3 Townhomes
- 4 - Assisted Living Center
- 5 - Affordable Housing
- 6 - Future Development



# Jordan Valley TOD



# Phase 2 - Development Data

## Phase 2 Apartments

- 362 Apartment Units
- 6.0 acres



# Phase 3 - Development Data



## Phase 3 Townhomes

- 126 Townhome Units
- 6.2 acres

# Discussion Items

- **UTA Board of Trustees will:**
  - Review Financial Plan for Jordan Valley TOD Phase 2 apartment development
  - Review Financial Plan for Jordan Valley TOD Phase 3 townhomes

An architectural rendering of a modern multi-story residential or commercial building. The central portion of the building features a grey brick facade, while the side wings have a mix of brown panels and light-colored siding. Large windows are visible on all levels. In the foreground, a white picket fence runs across the bottom, and a person is riding a bicycle on the left. The sky is a clear, bright blue.

**QUESTIONS  
&  
DISCUSSION**

**UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES  
Action Agenda Item Coversheet**

<b>DATE:</b>	<b>February 22, 2017</b>
<b>CONTACT PERSON:</b>	<b>Paul Drake</b>
<b>SUBJECT:</b>	<b>Jordan Valley Phase 3 Financial Plan</b>
<b>BACKGROUND:</b>	In 2014, the Board of Trustees authorized the conveyance of the Jordan Valley TOD property. The developer is prepared to start construction on subsequent phases of development, which requires Financial Plan approval. This phase includes a phase of townhomes.
<b>ALTERNATIVES:</b>	N/A
<b>PREFERRED ALTERNATIVE:</b>	Take appropriate action after closed session discussion
<b>STRATEGIC GOAL ALIGNMENT:</b>	Supports board objective to promote transit-oriented communities
<b>FINANCIAL IMPACT:</b>	UTA to contribute to the development and receive returns per terms of Operating Agreement
<b>LEGAL REVIEW:</b>	Legal review is completed.
<b>EXHIBITS:</b>	<ol style="list-style-type: none"> <li>1) Ppt. Jordan Valley Phase 2 &amp; 3 Financial Plan</li> <li>2) R2017-02-06: Resolution – Phase 3 Financial Plan Jordan Valley</li> </ol>

**RESOLUTION OF THE BOARD OF TRUSTEES OF THE UTAH TRANSIT  
AUTHORITY APPROVING THE FINANCIAL PLAN OF THE PHASE 3 PORTION  
OF JOINT DEVELOPMENT PROPERTY AT AND AROUND THE JORDAN  
VALLEY TRAX STATION**

No. R2017-02-06

February 22, 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, it is the policy and goal of the Authority’s Board of Trustees (the “Board”) to promote high-density, mixed-use Transit-Oriented Development (“TOD”) on properties owned by the Authority at and around its high-capacity transit stations;

WHEREAS, the Authority has conveyed certain property near the Jordan Valley TRAX station as part of a Joint Development (the “Development Property”);

WHEREAS, Bangerter Station, LLC, the joint development entity of which UTA is a part, has constructed the first phase of a master-planned, mixed-use, TOD (the “Project”);

WHEREAS, the Authority has completed all necessary third-party reviews and executive and audit review required by Board Executive Limitations Policy 2.2.4;

WHEREAS, the Board has reviewed the Financial Plan of the Phase 3 portion of the Project;

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

1. That the Board of Trustees hereby approves the Financial Plan for Phase 3 of the Project.
2. That the Board formally ratifies prior actions taken by the Authority, including those taken by the President/CEO, and Authority staff that were relevant hereto and necessary or appropriate.
3. That the corporate seal be attached hereto.

APPROVED AND ADOPTED this 22<sup>nd</sup> day of February, 2017.

---

Robert W. McKinley, Chair  
Board of Trustees

ATTEST:

---

Robert K. Biles, Secretary/Treasurer

[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 22<sup>nd</sup> day of February, 2017.

---

Robert W. McKinley, Chair  
Board of Trustees

---

Robert K. Biles, Secretary/Treasurer

Approved as to Form

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Legal Counsel



# Jordan Valley Phases 2 & 3

## Financial Plans

# Project Approval Checklist

- MASTER PLAN
- SITE PLAN
- FTA JOINT DEVELOPMENT
- DEVELOPMENT AGREEMENT
- FINANCIAL PLAN
- PROPERTY DISPOSITION

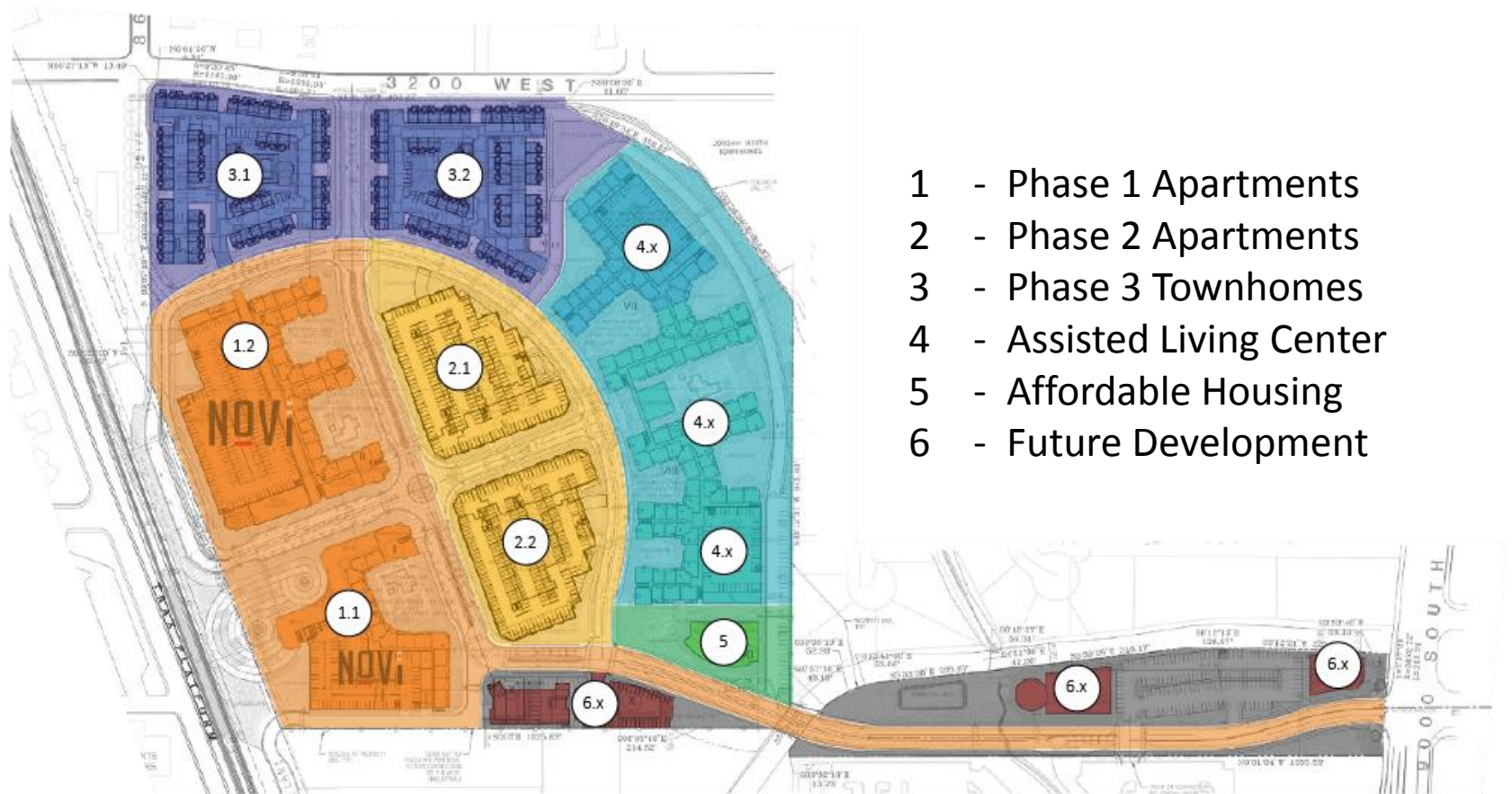
# Financial Plan Approval Checklist

- STAFF REVIEW**
- 3<sup>rd</sup> PARTY EXPERT REVIEW**
- AUDIT REVIEW**
- EXECUTIVE REVIEW**
- BOARD APPROVAL**

# Discussion Items

- **UTA Board of Trustees will:**
  - Review Financial Plan for Jordan Valley TOD Phase 2 apartment development
  - Review Financial Plan for Jordan Valley TOD Phase 3 townhomes

# Jordan Valley Phasing Plan



- 1 - Phase 1 Apartments
- 2 - Phase 2 Apartments
- 3 - Phase 3 Townhomes
- 4 - Assisted Living Center
- 5 - Affordable Housing
- 6 - Future Development

# Jordan Valley TOD



# Phase 2 - Development Data

## Phase 2 Apartments

- 362 Apartment Units
- 6.0 acres





# Phase 3 - Development Data



## Phase 3 Townhomes

- 126 Townhome Units
- 6.2 acres

# Discussion Items

- **UTA Board of Trustees will:**
  - Review Financial Plan for Jordan Valley TOD Phase 2 apartment development
  - Review Financial Plan for Jordan Valley TOD Phase 3 townhomes

An architectural rendering of a modern multi-story residential or commercial building. The building features a central tower with a grey brick facade and two side wings with brown and white panels. Large windows are visible on all levels. In the foreground, a person is riding a bicycle on a path, and a white picket fence runs across the bottom. The sky is a clear, bright blue.

**QUESTIONS  
&  
DISCUSSION**

**UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES**  
**Agenda Item Coversheet**

<b>DATE:</b>	<b>February 22, 2017</b>
<b>TITLE:</b>	<b>New Committee Structure Review</b>
<b>RESPONSIBLE EXECUTIVE/TRUSTEE:</b>	<b>Sherrie Hall Everett</b>
<b>SUBJECT:</b>	<b>Board Committee Structure Alignment</b>
<b>BACKGROUND:</b>	<p>The UTA Board of Trustees has proposed a new committee structure to align with the strategic direction of the organization.</p> <p>Trustees will serve on multiple committees that will convene on an as-needed basis to address policy recommendations. By mixing Trustees into various committees, we believe that we can attain goals of better board engagement and give Trustees an opportunity to participate in greater oversight and understanding of key functions of the organization.</p> <p>These committees will be responsible for addressing the questions and information surrounding matters brought before the Board. They may forward recommendations, but it is also desirable to forward the key discussion points and options that were also considered. The desired outcome is to provide better information and discussion to the entire Board and help them vet issues more thoroughly and more efficiently.</p> <p>The committees will serve to create a more transparent process, greater understanding by the public of the discussion and decisions, and support our objective of enhancing the Public's trust.</p> <p>This item has been reviewed by the Executive Committee of the Board and has been recommended to the full board.</p>
<b>PREFERRED ALTERNATIVE:</b>	<ul style="list-style-type: none"> <li>• Approve as presented</li> <li>• Revise/amend and approve</li> <li>• Return to Committee</li> </ul>

<b>STRATEGIC GOAL ALIGNMENT:</b>	Customer Focus & Accountability
<b>FINANCIAL IMPACT:</b>	None
<b>LEGAL REVIEW:</b>	The proposed item has been reviewed by UTA Legal staff.
<b>EXHIBITS:</b>	<ul style="list-style-type: none"><li>a. 2017-02-01 Board Committee Assignments</li><li>b. R2017-02-07: Board Committee Structure</li></ul>

**RESOLUTION OF THE BOARD OF TRUSTEES OF THE UTAH TRANSIT  
AUTHORITY ADOPTING NEW BOARD COMMITTEE STRUCTURE**

No. R2017-02-07

February 22, 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 (the "Board") desires to designate standing Board committees to provide an opportunity for in-depth review of matters to come before the Board, and in furtherance of the Board's role of leadership and governance of the Authority.

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

1. That the Board hereby adopts, designates and appoints the standing Board committees, as described on Exhibit A, attached hereto and by this reference made a part hereof.
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.
4. That these Board standing committees remain constituted until rescinded, amended, or superseded by further action of the Board of Trustees.
5. That the corporate seal be attached hereto.

APPROVED AND ADOPTED this 22nd day of February, 2017.

\_\_\_\_\_  
Robert W. McKinley, Chair  
Board of Trustees

ATTEST:

\_\_\_\_\_  
Robert K. Biles, Secretary/Treasurer

[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 22<sup>nd</sup> day of February, 2017.

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Robert W. McKinley, Chair  
Board of Trustees

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Robert K. Biles, Secretary/Treasurer

Approved as to Form

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Legal Counsel

## EXHIBIT A

### Board Standing Committees



# BOARD OF TRUSTEES

## Board Committees

Effective February 1, 2017



### EXECUTIVE COMMITTEE

**Robert W. McKinley, Chair**

**Sherrie Hall Everett, Co-Vice-Chair**

**Jeff Hawker, Co-Vice Chair**

- Audit Review Committee Chair
- Finance & Operations Committee Chair
- Planning & Development Committee Chair
- Service & Customer Relations Committee Chair
- Stakeholder/Government Relations Committee Chair
- Transit-Oriented Communities Chair

Finance & Operations	Stakeholder/Govt Relations	Transit-Oriented Communities	Service & Customer Relations	Planning & Long-Term Vision	Audit Review
<i>Jeff Acerson</i>	<i>Bret Millburn</i>	<i>Keith Bartholomew</i>	<i>Sherrie Hall Everett</i>	<i>Charles Henderson</i>	<i>Troy Walker</i>
Cort Ashton	Jeff Acerson	Babs De Lay	Babs De Lay	Cort Ashton	Jeff Acerson
Greg Bell	Greg Bell	Sherrie Hall Everett	Karen Cronin	Keith Bartholomew	Jeff Hawker
Jeff Hawker	Necia Christensen	Michael Romero	Charles Henderson	Necia Christensen	
Dannie McConkie	Karen Cronin	Weber Appointee	Michael Romero	Bret Millburn	
	Sherrie Hall Everett		Weber Appointee		
	Dannie McConkie				
	Troy Walker				

*Todd/Bob & Dave*

*Nichol/Jayme & Kim*

*Bob B./Jayme B.*

*Nichol Bourdeaux*

*Nichol Bourdeaux*

*Riana De Villiers*

**UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES**  
Agenda Item Coversheet

<b>DATE:</b>	<b>February 22, 2017</b>
<b>CONTACT PERSON:</b>	<b>Robert W. McKinley, Chair</b>
<b>SUBJECT:</b>	<b>Minutes of the UTA Board Meeting</b>
<b>BACKGROUND:</b>	The minutes were distributed to the Board and any revisions or changes have been incorporated. The minutes are presented for approval.
<b>ALTERNATIVES:</b>	<ul style="list-style-type: none"><li>• Approve as presented</li><li>• Amend and approve</li><li>• No action</li></ul>
<b>PREFERRED ALTERNATIVE:</b>	Approve as presented.
<b>RATIONALE FOR PREFERRED ALTERNATIVE:</b>	The minutes have been reviewed by the Board.
<b>FINANCIAL IMPACT:</b>	None
<b>LEGAL REVIEW:</b>	The minutes have been reviewed by legal staff and found to have no obvious legal ramifications.
<b>EXHIBITS:</b>	<ul style="list-style-type: none"><li>• 01-25-17 Board Meeting Report</li></ul>



**Report of the Meeting  
of the  
Board of Trustees of the Utah Transit Authority (UTA)  
held at UTA FrontLines Headquarters located at  
669 West 200 South, Salt Lake City, Utah  
January 25, 2017**

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**Board Members Present:**

Robert McKinley, Chair

Sherrie Hall Everett, Vice Chair

Jeff Hawker, Vice Chair

Jeff Acerson

Cortland Ashton

Keith Bartholomew

Gregory Bell

Necia Christensen

Karen Cronin

Babs De Lay

Charles Henderson

Dannie McConkie

Bret Millburn

Michael Romero

Troy Walker

**Board Members Excused/Not in Attendance:** Matthew Bell

Also attending were members of UTA staff, as well as interested citizens and media representatives.

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**Welcome and Call to Order.** Chair McKinley welcomed attendees and called the meeting to order at 2:03 p.m. with fourteen voting board members present. The board and meeting attendees then recited the Pledge of Allegiance.

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

**Swearing in of Chief Internal Auditor.** The oath of office was administered to Riana de Villiers by Rebecca Cruz, UTA Board of Trustees Support Manager.

**Resolution: R2017-01-01: Naming of Johnny Anderson to the UTA Honor Roll**

**Presentation of Item.** Jerry Benson, UTA President/CEO, outlined contributions former state Representative Johnny Anderson made to transportation infrastructure in Utah, including the passage of HB362.

**Public Input.** In-person comment was given by Andrew Gruber and Muriel Xochimitl (representing the Wasatch Front Regional Council); Abby Osborne and Michael Parker (representing the Salt Lake Chamber); Carlos Braceras (representing the Utah Department of Transportation); and George Chapman. No public comments were received online relative to this resolution.

**Board Discussion and Decision/Action.** A motion to approve the resolution was made by Trustee Greg Bell and seconded by Trustee McConkie. The motion carried by unanimous consent with fourteen aye votes. Following the vote, Mr. Anderson made brief remarks. He was publicly commended by Trustees Greg Bell, McConkie, Millburn, and Christensen.

**General Public Comment Period.** In-person public comment was given by Tammi Diaz, Mayor Toby Mileski, Claudia Johnson, and George Chapman.

**President/CEO Report.** Jerry Benson, UTA President/CEO, delivered his monthly report to the board which included:

- Capitol Connector service
- Award of the \$75 million grant on the Provo-Orem bus rapid transit project
- Employee highlights of Chief Fred Ross, Jennifer McGrath, and Amy Cornell-Titcomb
- New wayfinding signage
- Improvements in communicating snow routing

**Items for Consent.** Consent items were comprised of the following:

- Approval of December 14, 2016 Meeting Report
- Monthly Financial Reports for November 2016

A motion to approve the consent items was made by Trustee Henderson and seconded by Trustee Romero. The motion carried by majority consent with one abstention from Trustee De Lay.

### **Presentations/Informational Items.**

**Community Engagement and Communications Update.** Nichol Bourdeaux, UTA Vice President of External Affairs, introduced Siobhan Locke from the Langdon Group. Ms. Locke delivered a presentation on UTA's community relations plan, outlining the goals and process. Trustee Bartholomew expressed support for the plan. Trustee Henderson suggested the plan include a way to communicate responses, actions, and results to customers.

**Legislative Update.** Matt Sibul, UTA Government Relations Director, gave a brief update on the agency's legislative strategy, which includes communicating one-on-one with elected officials, showing the value of transit, discussing the implementation of Proposition 1, looking at how transit affects redevelopment opportunities, and forming partnerships to address bigger issues. Discussion ensued. Questions were posed by the board and answered by Mr. Sibul. Trustee Ashton suggested the board have a formal process to support or oppose legislation, perhaps using the Executive Committee as a decision-making body. Vice Chair Everett suggested sending out legislative alerts to the board via email. Chair McKinley suggested the issue of board positions on legislation be a topic at the next Stakeholder Relations Committee meeting. Trustee Henderson suggested a daily email outlining the legislative plan for the day. Trustee Cronin suggested email alerts in addition to a daily email. Trustee De Lay suggested that all UTA board members and staff at the Capitol wear name tags. Mr. Benson clarified that the document the board currently receives each day is a draft working document and that no formal, public position will be taken on any legislation without board approval.

**Closed Session.** Chair McKinley indicated there were matters to be discussed in closed session relative to litigation, personnel, and real property. A motion to move into closed session was made by Trustee McConkie and seconded by Trustee Christensen. The motion carried by unanimous consent and the board moved into closed session at 3:28 p.m.

Trustee Bartholomew left the meeting during closed session at 3:55 p.m.

**Open Session.** A motion to return to open session was made by Trustee Millburn and seconded by Trustee Romero. The motion carried by unanimous consent and the board returned to open session at 4:32 p.m.

**Action Taken Regarding Matters Discussed in Closed Session.** No action was taken regarding matters discussed in closed session.

**Other Business.**

**Board Retreat Dates.** Chair McKinley asked trustees to provide Rebecca Cruz with any Friday-Saturday date combinations in May when they would be available to participate in a board retreat.

**Discussion of Board Meeting Start Time.** Chair McKinley asked if there were any objections from the trustees for moving the start time of board meeting to 1:30 p.m. No objections were raised.

**Adjournment.** The meeting was adjourned at 4:35 p.m. by motion.

Transcribed by Cathie Griffiths  
Assistant to the President/CEO  
Utah Transit Authority  
[cgriffiths@rideuta.com](mailto:cgriffiths@rideuta.com)  
801.237.1945

**UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES**  
**Agenda Item Coversheet**

<b>DATE:</b>	<b>February 22, 2017</b>
<b>TITLE:</b>	<b>2017 Risk Assessment Process</b>
<b>UTA EXECUTIVE/RESPONSIBLE STAFF MEMBER:</b>	<b>Riana De Villiers</b>
<b>SUBJECT:</b>	<b>Risk Assessment Process</b>
<b>BACKGROUND:</b>	<p>The International Standards for the Professional Practice of Internal Auditing require that the Internal Audit Plan be based on a risk assessment, undertaken at least annually, with consideration from senior management and the board as part of the process.</p> <p>The Chief of Internal Audit would like to provide you with information on the process followed to create a risk based audit plan.</p>
<b>ALTERNATIVES:</b>	N/A
<b>PREFERRED ALTERNATIVE:</b>	N/A
<b>STRATEGIC GOAL ALIGNMENT:</b>	Accountability
<b>FINANCIAL IMPACT:</b>	None
<b>LEGAL REVIEW:</b>	N/A
<b>EXHIBITS:</b>	a. Ppt: 2017 Risk Assessment process, 02.22.17



# 2017 Risk Assessment Process

February 22, 2017

Riana de Villiers, Chief of Internal Audit



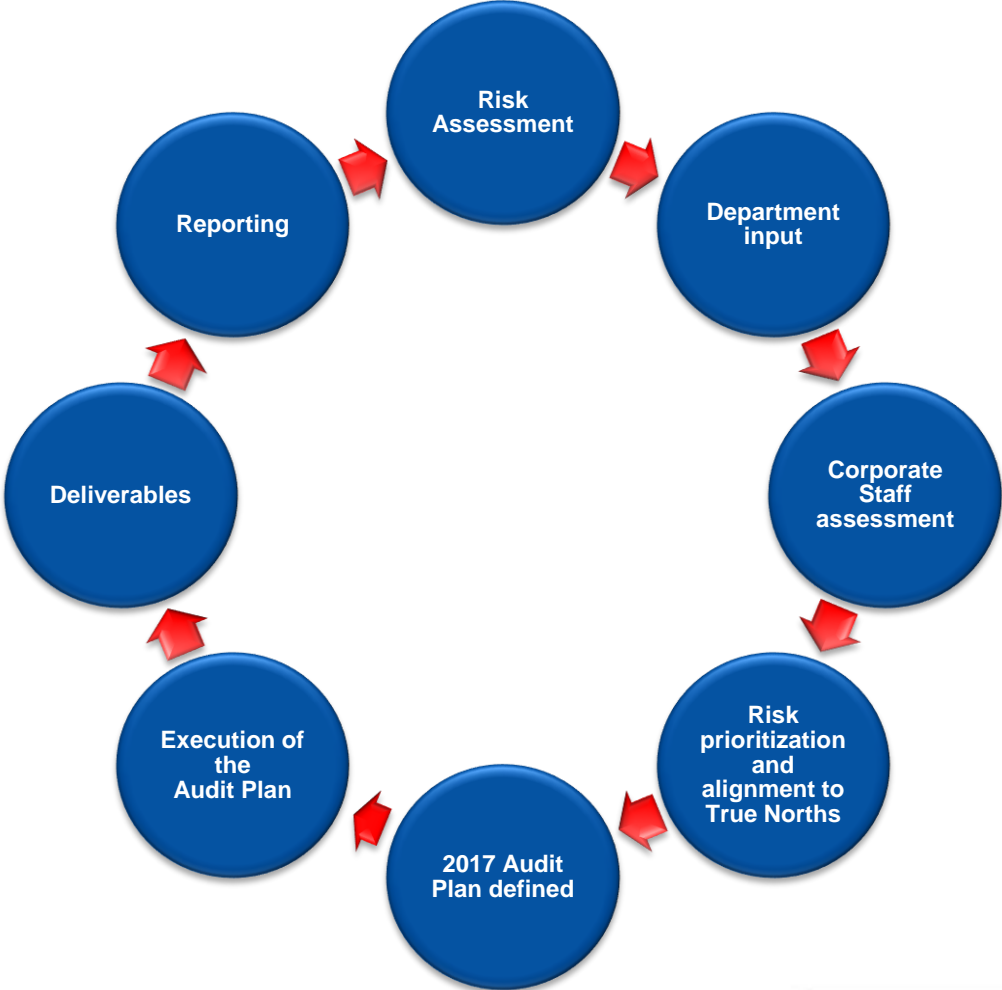
# Internal Audit Mission Statement

The mission of Internal Audit is to improve UTA's operations and systems of internal controls and add value through independent, objective assurance, and consultative support. Internal Audit helps UTA accomplish its objectives through a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

# Internal Audit Responsibilities

- The scope of audit coverage is agency-wide including all departments and business units of UTA
- Provide independent and objective assessments of the following to the Board of Trustees and UTA leadership:
  - The design and operational effectiveness of UTA's internal control environment in areas that present the greatest risk to the achievement of UTA goals
  - Compliance with select regulations and contractual obligations
  - Organizational and operational performance

# Internal Audit Plan Development



# Internal Audit Plan Development

- Risk assessment completed
  - Business unit and department risk assessments – November 18
  - UTA risk assessment – December 6
- Draft Audit Plan prepared – December 19
- Audit Plan approved by the Chairman of the Board and the President/CEO – January 9

**Questions?**