



Connecting Our Community.

**AGENDA**

**EXECUTIVE COMMITTEE MEETING**

**FRIDAY, NOVEMBER 6, 2015, 9:00 A.M.**

**OMNITRANS METRO FACILITY**

**1700 WEST 5<sup>TH</sup> STREET**

**SAN BERNARDINO, CA 92411**

The meeting facility is accessible to persons with disabilities. If assistive listening devices or other auxiliary aids or Limited English Proficiency services are needed in order to participate in the public meeting, requests should be made through the Board Secretary at least three (3) business days prior to the Committee Meeting. The Board Secretary's telephone number is 909-379-7110 (voice) or 909-384-9351 (TTY). If you have comments about items on the agenda or other general concerns and are not able to attend the meeting, please mail them to Omnitrans at 1700 West Fifth Street, San Bernardino, California, Attention Board Secretary. Comments may also be submitted by email to [BoardSecretary@omnitrans.org](mailto:BoardSecretary@omnitrans.org).

**THIS MEETING IS AVAILABLE BY TELECONFERENCE AT THE FOLLOWING LOCATIONS AND WILL BE CONDUCTED IN ACCORDANCE WITH GOVERNMENT CODE SECTION 54953(B).**

**CITY OF CHINO HILLS, 14000 CITY CENTER DRIVE, CHINO HILLS, CA 91709**

**HIGHLAND SENIOR CENTER, 3102 EAST HIGHLAND AVENUE, PATTON, CA 92369**

**THESE LOCATIONS ARE ACCESSIBLE TO THE PUBLIC AND MEMBERS OF THE PUBLIC MAY ADDRESS THE COMMITTEE FROM THE TELECONFERENCE LOCATIONS.**

**A. CALL TO ORDER**

**B. ANNOUNCEMENTS/PRESENTATIONS**

1. Next Committee Meeting: Friday, December 4, 2015, 9:00 a.m.  
Omnitrans Metro Facility

**C. COMMUNICATIONS FROM THE PUBLIC**

This is the time and place for the general public to address the Board for items that are not on the agenda. In accordance with rules applicable to meetings of the Administrative & Finance Committee, comments on items not on the agenda and on items on the agenda are to be limited to a total of three (3) minutes per individual.

**D. POSSIBLE CONFLICT OF INTEREST ISSUES**

**E. DISCUSSION ITEMS**

1. Approve Executive Committee Minutes – August 7, 2015
2. Adopt Proposed 2016 Committee Meeting Schedule
3. Joint Powers Agreement – Statutory Structure - Briefing by Omnitrans Legal Counsel  
Carol Greene - Discussion

**F. BOARD BUSINESS**

There is no Closed Session.

**G. REMARKS AND ANNOUNCEMENTS**

**H. ADJOURNMENT**

N/A

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ITEM #           E1          

**EXECUTIVE COMMITTEE MEETING  
MINUTES  
AUGUST 7, 2015**

**A. CALL TO ORDER**

The Executive Committee Meeting was called to order by Chairman Sam Spagnolo at 9:01 a.m., Friday, August 7, 2015.

**COMMITTEE MEMBERS ATTENDING**

Mayor Pro Tem Sam Spagnolo, Board Chairman  
Council Member Ed Graham, City of Chino Hills – via Teleconference  
Council Member Penny Lilburn, City of Highland  
Mayor Pro Tem John Roberts, City of Fontana  
Mayor Pro Tem Alan Wapner, City of Ontario – via Teleconference

**BOARD MEMBERS NOT PRESENT**

Council Member Ron Dailey, City of Loma Linda

**OMNITRANS STAFF ATTENDING**

P. Scott Graham, CEO/General Manager

**B. ANNOUNCEMENTS/PRESENTATIONS**

Next Committee Meeting:           Friday, September 4, 2015, 9:00 a.m.  
  Omnitrans Metro Facility

Board Chair Spagnolo thanked Board Member Wapner for his hard work and dedication in regaining local control of the Ontario International Airport.

**C. COMMUNICATIONS FROM THE PUBLIC**

There were no communications from the public.

**D. POSSIBLE CONFLICT OF INTEREST ISSUES**

There were no Conflict of Interest Issues.

## **E. DISCUSSION ITEMS**

1. Approve Executive Committee Minutes – June 5 and June 23, 2015

M/S (Lilburn/Roberts) that approved the Executive Committee Minutes of June 5 and June 23, 2015. Roll call unanimous by all Members present.

2. Review Proposed Changes to Joint Powers Agreement and Recommend Changes be forwarded to Board Policy Committees for Review and Input

Legal Counsel Carol Greene reviewed the revised draft of the Joint Powers Agreement (JPA), stating that text in red was the initial draft presented to the Executive Committee on June 5, and the text in blue are the edits made as a result of Committee's input at the June 5<sup>th</sup> meeting. Review of the new draft touched base on:

### **SECTION 3 – GOVERNING BOARD**

Paragraph A – Membership – As a result of a former County Supervisor's Debarment and Suspension, which would jeopardize Federal funding, the County Board of Supervisors took action in 2011 to reduce the Members on Omnitrans Board to four, eliminating the first district as that district did not have territory within Omnitrans' jurisdiction (Note: This action was never moved forward by Omnitrans.). Rather than eliminate the first district from the JPA membership, it was suggested and the Committee agreed to include language in the agreement that would provide for four seats from the County Board of Supervisors, with one member appointed as an alternate. This would allow the County to appoint the alternate.

Paragraph C (1) – Regular Meetings – Should the language be revised to reflect current practice? Legal Counsel advised that current language remain intact; as it would allow a Board Meeting to be canceled and still meet the minimum requirements of the agreement.

Paragraph D – Officers – Committee requested the title of General Manager be changed to Chief Executive Officer throughout the agreement. Language regarding an official bond shall remain intact; Omnitrans can waive the requirement when appointing new hires to these positions.

Paragraph E – Functions (1) – Proposed language "management, service and marketing plans and Short Range Transit Plan to be removed. The Committee emphasized that the document should meet broad minimum legal requirements which allows the Board to enact new policy, when necessary.

#### **SECTION 4 – POWERS**

The Committee requested that language giving Omnitrans the power of Eminent Domain be added to the Powers for consideration by the Board of Directors. In addition, Legal Counsel will review whether language can be added to give Omnitrans the power to tax that would provide a revenue stream moving forward, reducing dependence on funding from SANBAG. Statutory restrictions for exercising the powers shall be changed from the City of San Bernardino to the County of San Bernardino.

#### **SECTION 6 – FINANCIAL SUPPORT**

Legal Counsel explained that importance of including language that specifies member agencies transportation funding is allocated to Omnitrans, which applies to the Winding Up Procedures.

#### **SECTION 7 – GENERAL MANAGER**

This Section will be retitled to Chief Executive Officer

#### **SECTION 8 – TREASURER**

Language added to reference accounting procedures in conformance with Government Accounting Standards. The Federal Transit Administration (FTA) is not defined here as not all monies come from the FTA.

#### **SECTION 14 - TERM**

The language added simply refers to the Amended and Restated Agreement effective date, while still referring to the original agreement.

#### **SECTION 15 – WITHDRAWAL OF PARTY**

The first draft reviewed questioned whether this section was still required; County Counsel has confirmed that the original language shall remain.

#### **SECTION 16 – WINDING UP**

The section shall be retitled “Dissolution Procedures”. While Paragraph B as written in the original agreement can be deleted, more specific language needs to be added regarding Dissolution, to include language that should Omnitrans change governance structure (ex: transit district), assets will automatically transfer to the new structure.

### **SECTION 19 – MULTIPLE COUNTERPARTS**

This section added to allow for the agreement to be signed separately by each member entity rather than requiring the original document is routed to each member entity. This has the potential of speeding up the approval process and eliminates the possibility of the original document being lost.

The Committee directed that once the recommended changes are complete, the revised draft should be forwarded to the Administrative and Finance Committee. At the same time it is presented to the Committee, the draft JPA will be sent to the all Board Members and City Managers, seeking their comment and input prior to the Committee Meeting, for discussion at the meeting. All Board Members will be invited to attend the Administrative & Finance Committee Meeting.

3. Recommend Proposed Transition Plan and Financial Analysis regarding Designation as the Consolidated Transportation Services Agency (CTSA) be submitted to SANBAG

CEO/General Manager Scott Graham explained that the Proposed Transition Plan and Financial Analysis was revised to include suggestions from the Board of Directors at its July Board Meeting. He added that early this morning, Omnitrans was notified by SANBAG that the Orange County Transportation Authority (OCTA) functions as a CTSA and that their program is more in depth than Riverside Transit Agency's program. SANBAG believes that it would be beneficial for Omnitrans to contact OCTA to learn more about their program to determine whether there is anything in their program that could be incorporated to add value to Omnitrans' proposed plan.

The Committee discussed whether Omnitrans should amend the plan and forward to SANBAG by the requested September 1 deadline or whether the revised plan, to include any changes as a result of the review of OCTA's program, should be presented to the Omnitrans' Board of Directors for approval. SANBAG's Director of Fund Administration Andrea Zureick confirmed that Omnitrans could delay submitting the draft plan until after the Omnitrans Board of Directors has the opportunity to review it at the Board Meeting scheduled September 2 as SANBAG would not act on it until October at the earliest. The Committee agreed that getting approval of the plan by the Omnitrans Board of Directors was essential; therefore, after review of OCTA's program, the plan will be revised accordingly and presented to the Omnitrans Board of Directors for approval on September 2, 2015.

### **F. BOARD BUSINESS**

There is no Closed Session item scheduled.

### **G. REMARKS AND ANNOUNCEMENTS**

There were no Remarks or Announcements.

**H. ADJOURNMENT**

The Executive Committee adjourned at 9:39 a.m. The next Executive Committee Meeting is scheduled Friday, September 4, 2015, at 9:00 a.m., with location posted on the Omnitrans website and at the Omnitrans San Bernardino Metro Facility.

Prepared by:

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Vicki Dennett, Executive Assistant to CEO/General Manager



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ITEM #           E2          

**DATE:** November 6, 2015  
**TO:** Board Chair Sam Spagnolo and Members of the Executive Committee  
**FROM:** P. Scott Graham, CEO/General Manager  
**SUBJECT: PROPOSED 2016 COMMITTEE MEETING SCHEDULE**

**FORM MOTION**

Adopt the proposed Executive Committee Meeting Schedule for 2016, set for 9:00 a.m., the first Friday of each month, unless otherwise noted.

- January 8 2016 (Second Friday)
- February 5, 2016
- March 4, 2016
- April 1, 2016
- May 6, 2016
- June 3, 2016
- July 1, 2016
- August 5, 2016
- September 2, 2016
- October 7, 2016\*
- November 4, 2016
- December 2, 2016

\*Conflicts with League of California Cities Annual Conference

PSG:VD