



Special Board of Directors Virtual Meeting

Umpqua Public Transportation District

Friday, August 23, 2024, 4:00 PM

3076 NE Diamond Lake Blvd, Roseburg, OR 97470

APPROVED MEETING MINUTES

Meeting Called to Order at 9:00 AM

Roll Call

Mike Baker - P Janice Baker - P Doug Mendenhall - P Michaela Hammerson - P
Natasha Atkinson - P John Estill - P Cathye Dewhirst Curreri - P

Pledge of Allegiance skipped as the meeting is virtual and we have no flag.

Discuss opportunity to hire a consultant for General Manager position and possible reorganization.

This came out of two ideas. One to fill the GM position and one to look at what the future of the District looks like. We have had two resignations with the week, which are two of our major leadership positions. There are financial issues as we have been put on notice by ODOT for the charging stations, the funds need to be returned. We are working closely with ODOT to come up with solutions within the next less than 45 days.

The idea we were discussing regarding this potential consultant, we were able to get one proposal from Politogy that has been submitted to the Board, ODOT and our attorney. There are a few concerns with the proposal as it sits right now. One of the main concerns is that this is considered a small procurement which under Oregon law it does not need competitive process under \$25,000. Federal regulations are a little more restrictive and it would still need to go through the competitive process. We are in a situation where we need to move as quickly as possible. Every day that passes is crucial for us to be work through this complex problem that we have, but we hear the concerns of ODOT. We have a letter from our attorney. One of his suggestions is to remove the indemnification clause. Chair Hammerson requested the GM to read the letter from the attorney.

Director Atkinson notes that there are comments in the chat.

Chair Hammerson points out that this meeting is not supposed to have public comment. We are supposed to be discussing this as a Board and the comments should have been turned off for this meeting. Right now I just want to focus on the business. If we decide as a Board at the end that we want to address comments then we can do that. Specifically the agenda noted no public comment.

First question, do we have our own procurement policy for personal services. Do we have any standing rules for that. GM will forward Procurement Policy to Board Members for review.

Director Curreri requests the letter from the attorney be forwarded as well.

Chair Hammerson states what she got from the letter is that we need to remove the indemnity clause, we need to ensure the Board is retaining authority, we need the statement of work which she believes the statement of work is in the proposal. The main issue is whether or not the procurement is needing bids. There are different levels of procurement, up to \$10,000, \$10,000 to \$25,000 and then up to \$250,000.

Another option we have is to reduce the contract to 4 weeks which gives us time to accept bids and not miss this critical time to address this financial issue. We could do temporary consultant for 4 weeks and then we could do the larger procurement by taking bids from the community.

Another thing that has been brought to our attention is that ODOT is concerned about us using STIF funds. We do have the option of potentially using medical transportation. Chair Hammerson opens up the discussion to the Board.

Director Mike Baker has questions and comments. Concerned about trying to break up the contract, not exactly sure we need the contract. We have an email from the Operations Manager asking to rescind his resignation. Concerned about contracting out the GM position to someone who doesn't have transit knowledge. Have we contacted Special Districts?

Director Atkinson thinks we missed a step and need to start with ODOT and ask what their suggestions are in this process and is there something available. Start with existing resources we have available.

Director Curreri states she may be new to the game and welcomes an outsider taking a look at things. A shorter contract that gives time and opening bids up to other resources to actually take it for the 3 month haul is not a bad idea. And, she does have a problem with someone who stated in their letter that they were advised to just take a step back, not resign, they were advised by at least two parties to do that and they went ahead and resigned and now they're going oh I take it back. She is not inclined to have him come and take the reins. A little too much fickleness.

Director Atkinson can appreciate that someone outside would be a good recommendation but the lack of transportation knowledge is concerning. There are consulting firms in Oregon that this what they specialize in so it behooves us to reach out to consulting firms that have knowledge of transportation and if we make the wrong moves now, we risk imploding.

Director Curreri states a business are businesses. There are businesses all around who come in, just when a business is ready to fail. You might not need the nuances in the first four weeks.

Director Atkinson states that this is where she can lend her expertise because she has done consulting throughout the state of Oregon in regard to business itself. She currently runs a \$10M business. Wants to go on record that she feels they need transit knowledge.

Director Janice Baker agrees we need someone with experience who knows the ins and outs. In defense of Operations Manager, he was under a lot of pressure as his dad was very ill.

Director Mike Baker states he looked up this company and it looks like there typical work is campaign management and public relations. Not sure that's what we're after here.

Director Atkinson really thinks we need to take a step back and go to our existing contacts in transportation and go from there.

Discussion followed.

Looking at one contract from one agency does not feel like an appropriate process. If we have the right move forward with this discussion, reach out to existing contracting agencies in Oregon.

Discussion followed. General consensus is if we move forward with contracts, there would be changes that would need to be made to this contract. Director Atkinson has offered that she has several contacts that could be made to solicit additional consulting contracts. Hearing that we need to reschedule another special meeting perhaps next week after we've had opportunity to request modifications to the current proposal and to request additional bids.

Director Atkinson would like to review what our rights are in this as UPTD has their own process that is written into our bylaws, so want to make sure we are honoring those, 100%. It's a procurement policy and Cheryl will send out to everyone.

Director Estill writes he has concern about the Ops Manager. Need to know much more about the Ops Manager issue.

Consensus is that is a conversation that needs to be had in Executive Session. Do we want to table this until next week?

Director Curreri asks to clarify are Mike and Natasha going to be reaching out to different entities?

Chair Hammerson reminds us that we are going to be going through an audit next week on Monday, Tuesday and Wednesday. Discussion followed.

Special Meeting scheduled for Thursday at noon. Discussion followed.

Additional discussion regarding the revised agenda for Executive Session.

Board moved to **Executive Session ORS 192.660(2)(i) ORS 192.660 (8)**: To review and evaluate the performance of an officer, employee or staff member if the person does not request an open hearing. This reason for executive session may not be used to do a general evaluation of an agency goal, objective or operation or any directive to personnel concerning those subjects.

Returned from Executive Session – Chair Hammerson states we had a discussion regarding the wrong date on the meeting notice for the Executive Session, so we are actually going to move that Executive Session to our new meeting date which is Thursday, August 29th at 12:00 PM. So today we are going to take no action and that concludes all of our on agenda items for this meeting.

Meeting Adjourned at 10:07 AM.