



Anaheim Transportation Network  
Board of Directors Meeting Minutes  
Wednesday, January 25, 2017  
3:00 P.M. – 5:00 P.M.  
Desert Palms Hotel & Suites  
631 W. Katella Ave.  
Anaheim, CA 92802

ATN Board Members in Attendance:

Fred Brown, Desert Palms Hotel  
Bharat Patel, Castle Inn & Suites  
Gil Reyes, Embassy Suites Anaheim Orange  
Bill O'Connell, O'Connell Hotels  
Dan Lee, City of Anaheim  
Jerry Alder, Anaheim GardenWalk  
Merit Tully, Honda Center  
Paul Sanford, Anabella Hotel  
Ron Kim, Prospera Hotels  
Sarah Monks, Hilton Anaheim  
Grant Dawdy, The Walt Disney Company

ATN Staff Present:

Diana Kotler, ATN  
Belinda Trani, ATN  
Lynn Keller, ATN

ATN Legal Counsel:

Fred Whitaker, Cummins & White, LLP  
Todd Priest, Curt, Pringle & Associates

Members of the Public Present:

Ric Teano, OCTA  
Sue Zuhke, OCTA  
Robb Howell, TransDev  
Mike Weisz, TransDev  
Joseph Wesh, TransDev  
Garry Steele, TransDev  
Linda Johnson, City of Anaheim  
Steve Wilks, IBI Group



CALL TO ORDER – 3:08 PM

*Anaheim Transportation Network Board of Directors Meeting*

WELCOME & INTRODUCTIONS

ADDITIONS/DELETIONS TO THE AGENDA

PUBLIC COMMENTS -- NONE

SPECIAL CALENDAR:

1. Presentation of Resolutions to:

Joseph Welsh	Operator of the Month of December
Victor Benton	Operator of the Quarter
Dana Carlson	Operator of the Year
Alpha Ortiz	Excellence Award
Daniel Loaiza	Perfect Attendance Award

Director Kotler announced to the Board of Directors the Operators for the month of December and Operator of the Quarter. Victor Benton could not be present during the meeting, but Joseph Welsh was. Joseph is our First Operator under our new contractor Trans Dev to receive the Operator of the month award. Diana Kotler announced the Excellence Award for Alpha Ortiz and Perfect Attendance Daniel Loaiza. Alpha Ortiz could not be present at the meeting, but Daniel Loaiza was. Diana complimented both Operators on their years of service to ART and their growth with the Company.

2. BROWN ACT PRESENTATION & ATN CONFLICT OF INTEREST POLICY

**RECOMMENDATION:**

Accept and file information presented by ATN legal counsel, Cummins & White, LLP, pertaining to Ralph M. Brown Act and ATN Conflict of Interest Policy. Direct ATN Board of Directors and applicable ATN personnel to sign ATN Conflict of Interest Policy

Fred Whitaker, ATN Legal Counsel presented information pertaining to the Brown ACT Mr. Whitaker also reviewed the ATN's Conflict of Interest Policy. All Board Members were asked to sign ATN's Conflict of Interest Policy.

By motion, Brown/Sanford, the ATN Board of Directors received and filed information regarding Ralph M. Brown Act and ATN Conflict of Interest Policy and directed ATN Board of Directors and applicable ATN personnel to sign ATN Conflict of Interest Policy

Yeas: Patel, Reyes, O'Connell, Alder, Lee, Tully, Dawdy, Monks, Kim  
Noes: None  
Abstain: None



## CONSENT CALENDAR:

*Items 3-13 on the consent calendar will be acted on by one roll call vote unless members of the ATN Board of Directors, staff or the public request the item to be discussed and/or removed from the consent calendar for separate action:*

3. Receive and approve minutes of the ATN Board of Directors meeting held on Wednesday, December 5, 2016
4. Receive and file status report pertaining to the Anaheim Transportation Network operations -- ATN Focus Area Reports – November and December 2016
5. Receive and file ART Operating Reports:
  - a. Maintenance: Mileage & Road Call Reports for November and December 2016
  - b. Safety & Training: Safety & Security Report for November 2016
  - c. Contract Payment Adjustments: Penalties Report for November 2016
6. Receive and file ATN membership report for November and December 2016
7. Receive and file Independent Auditor's Report of Anaheim Transportation Network's (ATN) Financial Statements for Fiscal Year ending June 30, 2016. Authorize staff to release report to appropriate agencies Item 7 was pulled off of the consent calendar to meeting one Board Member needed immediately to discuss item 7 approve calendar the we will discuss item
8. Receive and file customer service summary for November and December 2016
9. Receive and file sales report summary for November and December 2016
10. Approve Resolution #2017-001 of the Anaheim Transportation Network (ATN) to ratify the vote at the ATN General Membership to amend ATN By-Laws
11. Receive and file amendments to the Anaheim Transportation Network (ATN) Procurement Policy per Federal Transit Administration OMB Super-Circular 2 CFR Part 200, adopted by the USDOT via 2 CFR Part 1201
12. Authorize Executive Director to release solicitations for products and services in accordance with ATN Procurement Policy and authorize Executive Director to prepare and submit grant applications to the funding agencies consistent with the Anaheim Transportation Network (ATN) capital and project deployment funding needs
13. Authorize Executive Director to execute amendment to an agreement with the City of Anaheim to extend the term of the agreement and adjust billing rate for transportation services between Anaheim Canyon Metrolink Station and The Anaheim Resort



*Director Brown asked legal counsel about differences between Consent Calendar Whitaker and Action Calendar items. Mr. Whitaker explained the difference and advised ATN Directors that any Consent Calendar Item can be pulled off the agenda for further discussion, while the rest of the Consent Calendar can be approved by a single vote. Director Brown removed Item #7 for additional clarification, the rest of Consent Calendar was moved for approval.*

By motion, Sanford/Brown, Consent Calendar items 3-13 excluding item 7 were passed by a single motion.

Yeas: Patel, Reyes, O’Connell, Alder, Lee, Tully, Dawdy, Monks, Kim  
Noes: None  
Abstain: None

Director Brown inquired about inventory control items listed by the auditor. Director Brown asked what happens to the Inventory, and what is done to correct this issue? Diana Kotler said that two separate items need to be further addressed: 1) for the maintenance parts stock ATN needs to improve segregation of duties between receipt inventory, recordation of parts restocking and disposition. The second issue is ticket inventory. Fred Brown mentioned he sees a process in place when he buys tickets at the ART office, though it is not inventory related. Diana Kotler responded the Auditors would like to see a process of requisition of ART passes from inventory to sales. Fred Brown asked if access to tickets is controlled? Diana Kotler and Belinda Trani replied that access is controlled. Director Alder asked if the ART tickets are serialized. Belinda Trani replied that current passes have a unique ID number and we are working on a barcode system. Sarah Monks said bar coding could be too costly.

By motion, Brown/Sanford move to close discussion on item 7 and receive and file Independent Auditor’s Report of Anaheim Transportation Network’s (ATN) Financial Statements for Fiscal Year ending June 30, 2016. Authorize staff to release report to appropriate agencies.

#### OPERATIONAL REPORT:

14. ART Operational Update – monthly report provided by TransDev Transit Services, Inc.  
*Michael Weisz, General Manager*

Diana Kotler introduced Michael Weisz, General Manager of Trans Dev to give the monthly operational update. Michael in turn introduced Garry Steele Operations Manager and Robb Howell. Michael Weisz distributed an operational update. He reported that hired 88 drivers to date, 34 drivers completed training and 29 are going through behind the wheel training. Referral bonus has been very successful as well as sourcing on Craig’s list and Indeed. Michael Weisz also mentioned the new recording cameras on the buses that are continuous. Fred Brown mentioned we need to post this on our buses and Diana Kotler said we will make sure there is a notice posted



on all buses for the public. Jerry Alder asked how many hours the DVR holds, Michael Weisz answered 80. Fred Brown asked how many drivers stayed from First Transit? Michael Weisz said 90 came on board, 70 full time and 20 casual drivers. Fred Brown asked if they are a union shop Michael Weisz said yes. Ron Kim asked about the bonus, Michael Weisz said if they stay for a year they receive a bonus, \$500.00 for the employee \$100.00 up front, \$200.00 at 6 months and \$200.00 at the end of 12 month period.

#### ACTION CALENDAR:

15. Appoint Anaheim Transportation Network's (ATN) Board of Directors members for ATN Executive Committee. Authorize Executive Committee members to service on the ATN Ad Hoc Steering Committee

Diana Kotler discussed the election of the committee she mentioned they are appointed in January of each year at the first Board Meeting. Diana also discussed the revised Board Meeting schedule and the Executive Committee will meet three times a year. Grant Dawdy representing the Walt Disney Company introduced himself apologized for being late and is sitting in for Carrie Nocella.

Ms Kotler explained that pursuant to the ATN By-Laws, Article V – Officers, the ATN Executive Committee shall consist of a Chair, Vice-Chair, Secretary, and Treasurer. Members of the ATN Executive Committee shall be elected by the ATN Board of Directors at its first regular meeting following the annual general membership meeting. Executive Committee members shall serve for one year. Recommended members of the ATN Board of Directors to serve on the 2017 Executive Committee include:

Paul Sanford	Chairman
Fred Brown	Vice Chair and ATID Representative
Merit Tully	Treasurer
Carrie Nocella	Secretary

In 2017, members of the Executive Committee will also serve as Ad Hoc Steering Committee to make recommendations to the entire ATN Board of Directors on strategies and policy recommendations on matters such as ATN Franchise with the City of Anaheim, Will Serve Process and its Cost Allocation Model, service to other destinations and cities in Orange County, and other policy initiatives.

The Ad Hoc Steering Committee will develop vision for consideration of new transportation projects and other local developments, service delivery methodology and numerous other factors that will shape the future of transportation services in-and-around Anaheim.



By motion, Patel/O’Connell to approve Appoint Anaheim Transportation Network’s (ATN) Board of Directors members for ATN Executive Committee. Authorize Executive Committee members to service on the ATN Ad Hoc Steering Committee.

Yeas: Reyes, Alder, Lee, Tully, Dawdy, Monks, Kim, Sanford

Noes: None

Abstain: None

16. Set a Public Hearing date for Wednesday, March 22, 2017, to consider addition of Anaheim Resort Transportation (ART) Route 23 (ARTIC - CtrCity Line). Authorize staff to conduct public outreach in compliance with the Anaheim Transportation Network’s (ATN) Public Participation Plan and prepare for public review and consideration Title VI Equity Analysis

Diana reminded the Board of Directors that this discussion began back in 2016 for the CtrCity Line from ARTIC to Downtown Anaheim. ATN Board of Directors approved ATN staff to execute agreements, there is no public hearing required to add in a new partner in Costa Mesa The LAB. Brand new route 23 will operate from ARTIC to employment and event centers including service on Game Days from Downtown to ARTIC. This is a community based circulator which operates primary Monday – Friday to meet 8:00AM trains and 9:00PM return trains. We are meeting strict requirements for OCTA and will have 12 stops, the route is over 4 miles 20 minutes one way. We will use 2 buses, it will cost \$220,000.00 to purchase an additional bus. Service to begin Late April to early May. We will be partnering with the Packing District and Disney Intern program to run promotions. The Public hearing date will be on March 22, 2017 for route 23 additional staff to do Public outreach.

In November 2015, the Orange County Transportation Authority (OCTA) Board of Directors released a Call for Projects for the Community Based Transit Circulators Program (Project V). Project V allocated up to \$20 million in Measure M2 funds for local agencies to submit proposals to fill service gaps in the areas not adequately served by regional transit.

The Anaheim Transportation Network (ATN) collaborated with two local jurisdictions – City of Anaheim and City of Costa Mesa to develop and implement community based transit circulator program in response to the OCTA’s Project V Call for Projects. At its February 24, 2016, Board of Directors meeting, ATN Board approved Resolution #2016-001 -- ARTIC/CtrCity Anaheim Circulator and Resolution #2016-002 – Anaheim Resort/ARTIC/Costa Mesa Circulator authorizing participation in these grant-funded initiatives. A grant funding application was submitted to OCTA on February 29, 2016. In May 2016, OCTA approved funding for both projects.

Funding request for the ATN’s Costa Mesa Line does not require public participation process. Costa Mesa Line service adds three to four new stops in the City of Costa Mesa along Bristol Street

# Anaheim Resort Transportation

1354 South Anaheim Blvd. • Anaheim, CA 92805 888-364-ARTS • RideArt.org



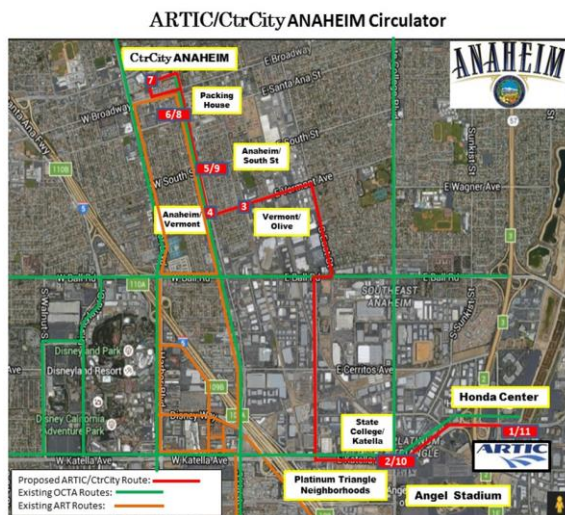
with minor changes to improve service frequency. These changes will go into effect in early April 2017.

The City of Anaheim service – ARTIC/CtrCity Line – represents addition of a new Anaheim Resort Transportation route. The ATN, in partnership with the City of Anaheim, will create a new public transit service to provide a one-seat service option between ARTIC and CtrCity Anaheim.

The proposed new route will allow residents and employees in Downtown CtrCity Anaheim to reach ARTIC, either to commute to jobs via rail outside of the city or to other points of interest near ARTIC, such as Angel Stadium of Anaheim or the Honda Center and allow residents in The Platinum Triangle™ and rail commuters to reach CtrCity Anaheim.

The proposed new ART route will operate from Monday through Friday during morning and afternoon commute hours and on weekends for all home Major League Baseball (MLB) and National Hockey League (NHL) games.

The new ART service route will originate at ARTIC with 11 stops. The route is approximately 4.25 miles in length with a commute time of 20 minutes between ARTIC and CtrCity Anaheim.



1. ARTIC
2. State College Boulevard/Katella Avenue
3. Vermont Avenue/Olive Street
4. Anaheim Boulevard/Vermont Avenue
5. Anaheim Boulevard/South Street
6. Anaheim Boulevard/Santa Ana Street
7. Center Street Promenade at CtrCity
8. Anaheim Boulevard/Santa Ana Street
9. Anaheim Boulevard/South Street
10. State College Boulevard/Katella Avenue
11. ARTIC

Total cost to implement the proposed ARTIC/CtrCity Line is \$1,285,309:

Capital Costs	\$220,000 to acquire a 32-passenger bus and real-time passenger information signage
Operations & Maintenance	1,065,309 toward for seven years



The proposed service will combine local and regional resources by connecting CtrCity with rail services at ARTIC. The service will specifically serve passengers from (8) eight trains arriving every morning and nine trains (9) departing in the evening hours.

In addition to the daily service, the circulator will provide evening service on Fridays and Saturdays to/from sporting and other entertainment events at the Honda Center and Angel Stadium.

Rail commuters will receive a free transfer to ART service. Through the existing inter-agency fare transfer agreements, ATN will invoice Southern California Regional Rail Authority (SCRRA) and OCTA, at a rate of \$2.00 per trip, for all Metrolink and Amtrak transfers. All other passengers will pay regular ART fares.

Upon approval of the agreement between the City of Anaheim and ATN by the Anaheim City Council, ARTIC CtrCity service should begin in mid-April 2017. Based on the assumption of service start-up in mid-April, public participation schedule and process is outlined in Table 1 below.

**TABLE 1 – PUBLIC PARTICIPATION SCHEDULE**

<b>Task</b>	<b>Implementation Schedule</b>
Proposed Route & Stop Locations	January 31, 2017
Execution of Agreements with City of Anaheim	February 17, 2017
Marketing & Outreach Plan	February 28, 2017
Notices of Public Workshops & Public Hearing	February 28, 2017
Equity Analysis Completed	March 15, 2017
Public Workshop – City of Anaheim	March 20, 2017
ATN Board of Directors Public Hearing	March 22, 2017
New Service Begins	April 17, 2017 (tentative)
Place Bus Order	May 1, 2017
Install Electronic Signage & Accept a New Bus	Summer 2017

Funding for both services would be available for seven (7) years through FY2024. Certain ridership and other service benchmarks will need to be achieved to guarantee funding for the entire seven-year term.

Fred Brown asked if there were any more comments or questions and moved to approve Agenda item 16.





By motion, Brown/Tully to approve to Set a Public Hearing date for Wednesday March 22, 2017, to consider addition of Anaheim Resort Transportation (ART) Route 23 (ARTIC - CtrCity Line). Authorize staff to conduct public outreach in compliance with the Anaheim Transportation Network's (ATN) Public Participation Plan and prepare for public review and consideration Title VI Equity Analysis.

Yeas: Patel, Reyes, O'Connell, Lee, Dawdy, Monks, Kim, Sanford, Alder

Noes: None

Abstain: None

## BOARD WORKSHOP:

17. ART 2035 Capacity Building Study – Accept staff and consultant recommendation and adopt Cost Allocation Model for future Anaheim Resort Transportation assessment methodology for all mitigated and voluntary business establishments. Review Will Serve process with the City of Anaheim.

Diana Kotler gave an overview of the Capacity Building Study and Cost Allocation Model as Downtown Anaheim and the Platinum Triangle grow we need to equitably distribute costs for ART so as to not burden Anaheim Resort business establishments with this additional financial responsibility.

Part of the process began with the adoption of a Will Serve Process. The City of Anaheim will refer developers to the Will Serve Process on the ATN's webpage where developers will be able to find not only a requirement to participate in the ATN and ART but also their financial responsibility. Steve Wilks with IBI Group, presented to the Board the concept of the Cost Allocation Mode where the Board will have full financial control of the Cost Allocation Model similar to the assessment run as Board approves budget they approve the Cost Allocation Model. The model is based on trip generation, hotel rooms, number of parking spaces, events, restaurants, etc.

Diana opened discussion and Bill O'Connell said he did not understand, do we assess new development? Hotels do not apply? Diana Kotler answered your monthly fee will be the same percentage of trips and a more objective way to assess for future. Current is with Platinum Triangle, ATown and LT Development currently there is no model to assess fees and how should the ATN staff work with the developer and discuss future fees and fee methodology. Corresponding revenue and cost to each route has to pay for self, Bill O'Connell said you answered my question. Fred Whitaker legal for ATN said Board to inform staff matrix okay now or add additional corrections? Does the Board want something different? Paul Sanford replied this is a request we gave Diana, is this acceptable? This has plenty of detail, comprehensive cannot see how it effects budget. Additional spread 3 hotels in a geographic area need buses what



does this do to the cost analogy? Diana Kotler asked incremental cost? Paul Sanford responded proven model and effects, Diana Kotler answered marginal incremental cost and how it effects existing community. Paul Sanford asked for a model developed to correctly state numbers. Jerry Alder mentioned properties in the Resort short trips or long trips outside going the opposite direction need to be assigned a value. Diana Kotler said add distance to trip generation or multiplier to assessment run, zones and proximity to attractions/destinations different values further away charge more. Diana reminded the Board they would need to make a policy. Bill O'Connell asked if anything was done in the past. Diana Kotler answered, no, Hotel Circle was pre-ART that is the assessment model. Bill O'Connell said yes please look in to proximity and distance, Paul Sanford said yes as well. Jerry Alder asked of the Board who was here at the inception? Paul Sanford and Bill O'Connell replied that they were if we use City permits for participation the City should assist. Paul Sanford replied ART is not owned by the City, transportation needed improvement to better serve the guests. Linda Johnson replied that the City of Anaheim did not want to get too involved in the Cost Allocation process and left it up to the ATN to set a fee structure for the Platinum Triangle. Diana thanked the Board for their input and guidance, she said will work on the requests from the Board and prepare a document that reflects the changes for the next Board Meeting.

Adjourn Regular ATN Board of Directors Meeting at 4:57 pm. for Closed Session.

18. Personnel Matter – Public Employee Performance Evaluation pursuant to Govt. Code § 5457(b)(1) Title: Executive Director

Reconvene ATN Board of Directors Meeting. No items to report from ATN Legal Counsel

Adjourn ATN Board of Directors Meeting at 5:25 pm.

Next regular ATN Board of Directors meeting will take place at the Anaheim Regional Transportation Intermodal Center (ARTIC) 2<sup>nd</sup> Floor Conference Room 2626 East Katella Avenue, Anaheim, on Wednesday, March 22, 2017.



## ANAHEIM TRANSPORTATION NETWORK

### CONFLICT OF INTEREST POLICY

1. **Purpose.** The purpose of the conflict of interest policy ("Policy") is to protect this tax-exempt organization, the Anaheim Transportation Network, a nonprofit public benefit corporation ("ATN"), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation and "Key Employees" of the organization (termed "Interested Persons," as defined below). This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations or organizations receiving federal assistance.

2. **Policy Statement.** Each Interested Person (defined below) should avoid conflicts of interest that would interfere with their ability to discharge their fiduciary responsibilities to ATN. The ATN encourages Interested Persons to follow ethical standards, to be in compliance with all laws and to avoid any conflict of interest. In addition to conflict of interest, ATN prohibits Interested Persons having their titles or affiliation used to publicize personal or company activities, programs, or events (especially those conducted for private profit) unless first approved by ATN.

3. **Interested Person Defined.** Any Director, principal officer (Chair, Vice Chair, Secretary, Treasurer and Executive Director), a Key Employee (defined below) or member of a committee with governing board delegated powers is an "Interested Person." A "Key Employee" means an employee whose total annual compensation (including benefits) from the organization and its affiliates is more than \$150,000 and who (a) has responsibilities or influence over the organization similar to that of officers, directors, or trustees; or (b) manages a program that represents 10% or more of the activities, assets, income, or expenses of the organization; or (c) has or shares authority to control 10% or more of the organization's capital expenditures, operating budget, or compensation for employees.

4. **Conflict of Interest Defined.** The term "conflict of interest" includes, but is not limited to, circumstances where an Interested Person has, directly or indirectly, through business, investment or family members (defined to mean a spouse, domestic partner, ancestor, sibling grandchildren, great grandchildren, as well as any spouse or domestic partner of any ancestor, sibling, grandchild or great grandchild):

- a. Ownership or investment interests in any entity with which the ATN has a transaction or arrangement;
- b. Receipt of a substantial benefit from a third party resulting from that party's past, present, or future business relationship with the ATN;



- c. Receipt of any substantial financial benefit from a pending decision of ATN;
- d. Served as an officer, director or committee member of any competing organization, i.e., any nonprofit or business enterprise whose purposes, products, and/or services compete with those of the ATN, or whose interests may or do overlap with the interests of the ATN and thus create competing interests with respect to an issue(s);
- e. A compensation arrangement with the ATN or with any entity or individual with which the ATN has a transaction or arrangement; or
- f. A potential ownership or investment interest in, or compensation arrangement with, an entity or individual with which ATN is negotiating a transaction or arrangement.

If laws and regulations of the Federal Transit Administration (FTA) impose more restrictive conflict of interest obligations on Interested Persons (or others) in connection with a federally funded transaction then those more restrictive federal laws and regulations shall control and an Interested Person shall comply with those provisions. The FTA's conflict of interest provisions, as of the date of this Policy's adoption, are attached hereto for reference.

Unless otherwise prohibited by law, a conflict of interest does not exist if a transaction or arrangement that is part of a program relating to the social welfare purpose of ATN if the transaction or arrangement (1) is approved or authorized by ATN in good faith and without unjustified favoritism and (2) results in a benefit to one or more Interested Persons or their families because they are in the class of persons intended to be benefited by the social welfare program of ATN.

All determinations of whether a conflict of interest precludes participation of the Interested Person shall be made by the Board of Directors pursuant to Section 6 based on whether the transaction is such that it reduces the likelihood that the Interested Person's influence can be exercised impartially in the best interests of ATN.

5. **Gifts.** Interested Persons shall not solicit or accept gifts, including gratuities, favors, or anything of monetary value, from any entity or individual with which the ATN currently has, or potentially could have, transactions or arrangements with.



6. **Disclosure of the Existence of a Conflict.** In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the interest and be given the opportunity to disclose all material facts to the Board and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

7. **Procedures and Effect of the Existence of a Conflict of Interest.** After disclosure of the conflict of interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists, and whether the officer or director has made full disclosure of the facts surrounding the conflict. Thereafter, the remaining Board of Directors shall determine whether the Interested Person may nevertheless fully participate in the deliberations and vote on the proposed transaction.

As part of determining whether an Interest Person has a conflict of interest and/or whether the ATN should enter a transaction in which an Interested Person has a conflict of interest, the Board of Directors and/or committee shall determine whether ATN can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of disinterested directors whether the transaction or arrangement is in ATN's interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

In the unlikely event that there are multiple Interested Persons and the Board would otherwise be deprived of sufficient non-conflicted Directors to render a decision, then the Board Secretary shall select, at random (i.e., by blind draw), the minimum number of interested persons to allow the Board to act.

8. **Violations.**

A. The violation of this Policy by ATN employees will subject the violator to any disciplinary proceedings or action deemed appropriate by the Board of Directors. The employee may correct a violation in any manner provided for under the Political Reform Act, and its implementing regulations.

B. The violation of any of this Policy by ATN members or officers will require correction of the violation in any manner provided for under the Political Reform Act, and its implementing regulations.



C. Contractors or subcontractors that violate this Policy as it relates to an active FTA-funded procurement may be prohibited from bidding on the procurement, or may be subject to other action as deemed appropriate by the Board of Directors.

D. Agents of ATN that violate this Policy as it relates to FTA-funded procurements may be prohibited from participation on behalf of ATN on federally funded projects, or subject to other action as deemed appropriate by the Board of Directors.

9. **Compensation.** A voting member of the Board of Directors, or of any committee whose jurisdiction includes compensation matters, and who receives compensation, directly or indirectly, from ATN for services is precluded from discussing and voting on matters pertaining to that member's compensation or the compensation of a member of that Board member's family (as defined above). However, such a person is not prohibited from providing information to the Board of Directors or any committee regarding compensation of similarly situated persons.

10. **Record of Proceedings.** The minutes of the Board of Directors and all committees with Board delegated powers shall contain:

a. The names of the person who disclosed or otherwise were found to have conflicts of interests, the nature of the conflict of interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of persons who were present for discussions and votes related to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

11. **Annual Statements.** Each Director, principal officer, Key Employee and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person: (1) 1. Has received a copy of the conflict of interest policy; (2) Has read and understands the policy; (3) Has agreed to comply with the policy; and (4) Understand ATN is a social welfare organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

12. **Interpretation of Policy.** The Board of Directors has the authority to review a particular transaction or circumstance to determine whether it constitutes a conflict of interest as more fully described elsewhere in this policy.



## **ACKNOWLEDGEMENT FORM**

I have reviewed the ATN's Conflict of Interest Policy and agree to be bound by and comply with its provisions for the duration of my appointed or elected term.

\_\_\_\_\_  
Name (please print)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
ATN Position

\_\_\_\_\_  
Date

Attachment: Current FTA Conflict of Interest Provisions for Federal Funded Projects



## ATN BOARD OF DIRECTORS MEETING Wednesday January 25, 2017

### Transdev ART Operations Update:

#### First 45 Days

- Completed: December 1<sup>st</sup> Transition, Christmas holiday and New Year's, Star Wars Marathon, NAMM Convention
- Challenges were faced, but we successfully made it through each period and we gained experience and knowledge for future planning and operation
- Recruiting, hiring and training
  - Since Transdev arrived: 88 hired, 21 operators currently in various phases of training 34 successfully completed Transdev's driver training program, and 29 are on the road driving for us today
  - Employee referral bonus #1 tool, #2 Craigslist, #3 Indeed – Regional recruitment manager working on new partnership with Career Builder
  - Orange County currently 5:1 opening/candidate ratio

#### Union Update

- Transdev put forward a Transition Agreement to the union prior to 12/01/16
- Teamsters have not presented Transdev with any signed union cards
- No Shop Stewards have been identified
- Teamsters have asked for negotiation dates
- Transdev Policies and Procedures implemented 1/1/17 – starting to see more union involvement pertaining to discipline

#### Current Activities

- Completed January Safety Meetings: Topics included pedestrian awareness, collision trends, SmartDrive camera system, Zonar/Systematics update
- Transdev training and evaluation – Onboard driver evaluation blitz; 2 additional hours of BTW training for incumbent operators (during Jan/Feb)





- CHP inspection February 7<sup>th</sup> – 9<sup>th</sup>; Transdev employee credentials are current but for a few casuals missing VTT
- Transdev run cut in final stage of development and scheduled to be implemented on Sunday February 19<sup>th</sup>

### Moving Forward

- Recruiting, hiring and training focus will continue into the summer months
- Goal is to staff up to 160 FTE
- Able to meet service levels for any event or need