



**Anaheim Transportation Network
Board of Directors Meeting Minutes
Wednesday, November 16, 2011
3:00 P.M. – 5:00 P.M.**

**Anaheim Convention Center – Room 201A
800 West Katella Avenue, Anaheim, CA 92802**

ATN Board Members Present:

Lisa Asdikian, Hilton Anaheim
Jeff Morse, DoubleTree Guest Suites
Marcus Borman
Paul Sanford
Sven Grunder
Bill O’Connell
Charles Ahlers
Larry Meify, Cortona Inn & Suites
Larry Slagle, Yellow Cab of North Orange County
Tom Morton, City of Anaheim
Todd Ament, Anaheim Chamber of Commerce
Fred Brown, Desert Palms Hotel

ATN Staff Present:

Diana Kotler
Lita Aguilar
Lynn Keller

ATN Members Present:

Paul Thornton, Red Lion Hotel
Luanna Huber, Walt Disney Company
Bruce Behncke, TMD
China Dungfelder, TMD
Judie Smith, MV Transportation
Robert Johnson, MV Transportation
Linda Johnson, City of Anaheim

AGENDA

ATN Board of Directors Meeting called to Order at 3:05 pm

Reports:

All agenda items and reports were available for review at the Anaheim Transportation Network office. Any writings or documents provided to a majority of Anaheim Transportation Network Board Members regarding any items of this agenda (other than writings legally exempt from public disclosure) will be made available at the Anaheim Transportation Network, located at 1280 South Anaheim Blvd., Anaheim, CA 92805 during regular business hours.

Additions/Deletions to the Agenda – Staff informed the Board that there were no additions or deletion from the agenda

Public Comments – None. This is the opportunity for members of the public to speak on any item under the jurisdiction of the ATN Board of Directors or public comments on any agenda item.

Consent Calendar:

Items 1 – 3 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:

1. Receive and approve minutes of the ATN Board of Directors meeting held on Wednesday, October 26, 2011.
2. Receive and file Status Report pertaining to the Anaheim Transportation Network operations. *ATN Focus Area Reports – October 31, 2011*
3. Receive and approve ART Operating Reports through October 31, 2011

END OF CONSENT CALENDAR

By Motion (Sanford/Ahlers), with abstention from Director Slagle, the ATN Board approved Consent Calendar

AYES: 11
NOES: 0
ABSTAIN: 1

ACTION CALENDAR

Agenda Item #4. Discuss ATN service expansion to serve destinations in the City of Buena Park destinations. Provide new service along Ball Road and La Palma corridors (West Anaheim) to accommodate work-related trips to/from the Anaheim Resort District. Authorize staff to set a date for a public hearing on Wednesday, January 25, 2012. *Continued from October 26, 2011 ATN Board of Directors Meeting*

ATN Staff provided an overview of the work efforts to begin services to the City of Buena Park destinations. A preliminary map depicting proposed routes was provided to the Board. The initial recommendations for the proposed route were north on Harbor Boulevard to La Palma Avenue. The proposed route would stay within the City of Anaheim limits for required 98% of total route mileage.

Stop locations for the proposed service have not been identified, but will be determined upon completion of the survey of the potential commuters.

Upon discussion the ATN Board of Directors (Sanford/O'Connell) authorized staff to set a public hearing for the ATN service expansion to the City of Buena Park for January 25, 2012. In preparation for the public hearing ATN staff is to consider and present:

1. Fare Policy
2. Final route and stop locations
3. Financial sustainability plan
4. Draft contract with the participating properties
5. Marketing and Outreach Plan

Director Ament agreed to set-up a working group to further consider logistical issues/parameters for the service expansion to the City of Buena Park.

By Motion (Sanford/O'Connell), the ATN Board authorized staff to proceed with the planning efforts for route 18 and 19, as well as schedule a public hearing for ATN Board of Directors meeting on January 25, 2012.

AYES: 12
NOES: 0
ABSTAIN:

Agenda Item #5. Discuss ATN service expansion to serve destinations in the City of Santa Ana – specifically MainPlace, Discovery Science Center and Bowers Museum. Authorize staff to set a date for a public hearing on Wednesday, January 25, 2012. *Continued from October 26, 2011 ATN Board of Directors Meeting*

ATN Staff provided an overview of the work efforts to begin services to the City of Santa Ana destinations, i.e. MainPlace Mall and Discovery Science Center. A preliminary map depicting proposed routes was provided to the Board. The initial recommendations for the proposed route were north on Harbor Boulevard to La Palma Avenue. The proposed route would stay within the City of Anaheim limits for required 98% of total route mileage. Stop locations for the proposed service have not been identified, but will be determined upon completion of the survey of the potential commuters.

Upon discussion the ATN Board of Directors (Sanford/Grunder) authorized staff to set a public hearing for the ATN service expansion to the City of Buena Park for January 25, 2012. In preparation for the public hearing ATN staff is to consider and present:

1. Fare Policy
2. Final route and stop locations
3. Financial sustainability plan
4. Draft contract with the participating properties
5. Marketing and Outreach Plan

By Motion (Sanford/Grunder), the ATN Board authorized staff to proceed with the planning efforts for route 18 and 19, as well as schedule a public hearing for ATN Board of Directors meeting on January 25, 2012.

AYES: 12
NOES: 0
ABSTAIN: 0

Agenda Item #6. Review and Approve ATN Membership Investment Rates for calendar year 2012.

Staff recommended no changes to the existing ATN Membership Investment Rates for calendar year 2012. ATN Board of Directors, my Motion (Sanford/Morton) authorized continuation of to the current ATN Membership Investment Rates for calendar year 2012. Membership renewal letters will be distributed to the entire ATN membership immediately after the ATN Board of Directors and General membership meeting.

By Motion (Sanford/Morton), the ATN Board approved staff recommendation for 2012 ATN Membership Investment Rates and authorized distribution of the correspondence to the ATN membership.

AYES: 12
NOES: 0
ABSTAIN: 0

Agenda Item #7. ATN Re-Structuring Study Update – *Presentation by Transportation Management and Design*. – NO ACTION REQUIRED – INFORMATIONAL ITEM

Bruce Behncke with Transportation Management and Design (TMD) provided an overview and progress to-date on the ATN Re-Structuring Study. Next steps of the study are moving from data gathering to public outreach tasks. In addition, a closer look at the ATN governance structure, with presentation and consideration of the possible options/alternatives, will begin in early 2012.

ATN Board of Directors Meeting adjourned at 4:00 pm. ATN General Membership meeting called to order at 4:01 pm.

ATN General Membership Meeting

Agenda Item #1 – ATN By-Law Amendments Membership Vote

ATN Staff and legal counsel presented proposed ATN by-law changes as proposed and approved by the ATN Board of Directors at its October 26, 2011 meeting. The ATN Board of Directors at its meeting on October 26, 2011, discussed and authorized ATN membership vote on amendments to the ATN by-laws. These amendments were approved to provide clarification to ambiguous provisions and elimination of outdated provisions. Per the discussion at the October 26, 2011, meeting, the proposed amendments are as follows:

1. Section 4.1.5: **Amend** the sentence to clarify that only standing committees are required to be created by resolution. Ad hoc committees do not require a resolution.

“By resolution, to create one or more standing committees consisting of two or more Directors, to serve at the pleasure of the Board or the Chairman”

2. Section 4.2: **Amend** the paragraph to increase the number of Directors for the Board: minimum of nine (9) and maximum of fifteen (15). The Board also directs, by resolution, how many Director seats shall constitute the Board.

“Number and Qualification of Directors. The Board shall consist of an odd number, not smaller than nine (9) nor greater than fifteen (15), of Directors, who shall serve for two-year, staggered terms. No less than one month before the annual meeting when the Directors are elected, the Board shall determine, by resolution, how many vacant seats will be open for the filling of the position of Director. ”

3. Section 4.2.2: **Amend** the paragraph to accommodate the new number of directors in Section 4.2.

“The Directors shall be elected by plurality vote of the Members present at the annual meeting, for alternating terms of two years each. In odd-number years, up to eight (8) Directors shall be elected. In even-number years, up to seven (7) Directors shall be elected. Election of Directors shall be by secret, written ballot. All Directors shall hold office until the first regular or special meeting after their respective successors are elected.”

4. Section 4.2.2: **Amend** the paragraph to clarify what ownership and control means regarding limitations in the number of Directors being represented on the Board by the same ownership.

“No more than 2 persons or twenty percent (20%) of the Board of Directors, whichever is less, shall consist of representatives of Voting Members who have the same ownership structure or the majority of whose ownership is owned or controlled by the same entity. In the event more than the maximum number of representatives of Voting Members as discussed in this Section is elected, the representative(s) with the most votes shall become Director(s).”

5. Section 4.3: **Delete** the first sentence regarding nominating committee because it is not used and obsolete.

The Chair of the Board shall conduct an open call for nominations at the annual meeting. The Executive Director shall conduct an open call for nominations in October of each year. The ATN Board members and ATN members at large may recruit candidates for election to the Board. Self nominations are acceptable. No person shall be nominated who does not consent to such nomination.”

6. Section 4.5: **Amend** the paragraph regarding vacancies on the Board of Directors. The vacancy will no longer be filled by a vote of all the members present at a special meeting, but rather by nomination and appointment by the Board at the next regular Board meeting

following a vacancy. The appointment will be for the remainder of the term. When the term is up, the Director position will be up for a vote by the members present at a regular meeting.

“Vacancies. Vacancies on the Board shall be filled for the remainder of their terms by nomination and appointment to the Board at the next regular Board meeting following such vacancies; provided, however, that if a vacancy occurs less than one month, but more than ten days, before a scheduled regular meeting of the Members, the election to fill that vacancy shall be held at that regular meeting. A person appointed Director to fill a vacancy as provided in this Section shall hold office for the unexpired term of his or her predecessor or until his or her removal or resignation as provided in these Bylaws.”

7. Section 4.5.3: **Adds** a new subsection regarding automatic vacancy when a Director has three consecutive non-excused absences at meetings of the Board (excused absences are okay). This provision already exists for the Officers of the Board, but is being expanded to include all Directors of the Board.

“If any Director is absent without excuse from three consecutive, noticed regular or special meetings of the Board, or any combination thereof, the office held by such person shall be deemed vacant and shall be filled in the manner provided in these Bylaws.”

8. Section 4.9: **Amends** the paragraph to include Directors who are appointed to fill a vacant Director position on the Board, to be consistent with the new provision of Section 4.5.

“Quorum. A majority of the number of Directors authorized by these Bylaws and appointed by the Directors or elected by Members (even though one or more of the appointed Director positions may be vacant) shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinbefore provided. Every act or decision made or done by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.”

9. Section 4.10: **Amends** the paragraph to include a mandatory review of the performance of the executive director prior to the close of the fiscal year.

“Compensation and Expenses. The Executive Director shall receive such compensation as may be mutually agreed between the Executive Director and the Board. On or before March 1 of every year, and prior to the end of the ATN’s fiscal year, the Board, or any ad hoc committee nominated by the Board, shall meet to discuss the Executive Director’s compensation. No Director, and no officer other than the Executive Director, shall receive any compensation for services performed in the conduct of the ATN’s business; provided, however, that the Board may cause a Member to be reimbursed for expenses incurred in carrying on the business of the ATN.”

10. Section 5.7: **Deletes** this section regarding automatic vacancy of officers for three consecutive non-excused absences, since it is already covered under Section 4.5.3.

By a unanimous vote of the ATN members present, membership approved the proposed amendments to the ATN By-Laws.

Agenda Item #3 – Election of ATN Board of Directors

Upon collection of the Conflict of Interest Forms for the new and incumbent ATN Board of Directors , new and incumbent candidates for the ATN Board of Directors were provided with an opportunity to address the ATN General Membership.

Director Slagle decided to resign for the ATN Board of Directors due to a potential conflict of interest. Director Slagle’s name was removed from the ATN Board of Directors ballot. Based upon the vote of the ATN General Membership, the following candidates were elected to serve on the ATN Board of Directors for 2012/2013 term:

The ATN 2012 Board of Directors roster is provided below.

2012 ATN Board of Directors

Board Member	Organization	Board Position	Term Expires
Diana Kotler	ATN	Executive Director	
Charles Ahlers	AOCVCB	Director	December 2012
Todd Ament	Anaheim Chamber of Commerce	Director	December 2012
Marcus Borman	Anaheim Marriott	Director	December 2013
Fred Brown	Desert Palm Hotel & Suites	Director	December 2012
Sven Grunder	Staybridge/Holiday Inn Anaheim Resort	Director	December 2012
Peter Houck	Related, Inc – Anaheim GardenWalk	Director	December 2013
<i>Luanna Huber</i>	Walt Disney Company	Director	December 2013
Larry Meifu	Cortona Inn & Suites	Director	December 2012
Jeff Morse	<i>DoubleTree Guest Suites</i>	<i>Director</i>	<i>December 2012</i>
Tom Morton	<i>City of Anaheim</i>	<i>Director</i>	<i>December 2013</i>
Bill O’Connell	Stovall Properties	Director	December 2013

Shaun Robinson	<i>Hilton Anaheim</i>	<i>Director</i>	<i>December 2013</i>
Paul Sanford	Anabella Hotel	Director	December 2012

Currently, the ATN has one (1) non-voting ex-officio Board Member who serves unlimited term:

- Robert Johnson, MV Transportation, Inc.

ATN General Membership meeting adjourned at 4:30 pm. ATN Board of Directors convened Closed Session portion of the meeting. One items was discussed during Closed Session.

Conference With Legal Counsel – Anticipated Litigation

Significant exposure to litigation pursuant to Government Code Section 54956.9(b): (1 matter)

Adjourn Closed Session

Upon completion of the closed session, the Board of Directors reconvened in public session. Attorney Lee made a report. No reportable decision was made and the Board reconvened regular ATN Board of Directors meeting at 5:15 pm.