



Anaheim Transportation Network  
Board of Directors and General Membership  
Meeting Minutes  
Wednesday, January 28, 2015  
3:00 P.M. – 5:00 P.M.  
Anaheim Regional Transportation Intermodal Center  
2<sup>nd</sup> Floor Conference Room  
2626 East Katella Avenue, Anaheim, CA 92806

**ATN Board Members in Attendance:**

Jerry Alder, GardenWalk  
Sergio Bocci, Hilton Anaheim  
Fred Brown, Desert Palms Hotel & Suites  
Tony Bruno, Sheraton Park  
Jay Burrese, AOCVCB  
Cesar Cazares, Anaheim Marriott  
Tom Morton, City of Anaheim  
Bill O'Connell, Stovall's Hotels  
Paul Sanford, Anabella Hotel  
Kyndell Thorson, Disneyland Resort

**ATN Staff Present:**

Diana Kotler, ATN  
Barbara Adams, ATN  
Lita Aguilar, ATN  
DeAndre McCall, ATN  
Belinda Trani, ATN

**ATN Legal Counsel:**

Fred Whitaker, Cummins & White, LLP

**ATN Members Present:**

**Ex-Officio Members:**

Robert Johnson, First Transit

**Members of the Public Present:**

Robert Anaya, First Transit  
Shawn Chavira, First Transit  
Rich Bacigalupo, OCTA  
Sue Zuhlke, OCTA  
Mark Feary, South Coast Plaza  
Jim Garber, Victory Communications  
Bill Long, Victory Communications  
Linda Johnson, City of Anaheim



Paulette Lombardi Fries, Costa Mesa CVB  
David Ortega, ATN  
NormaJean Price, First Transit  
Todd Priest, Curt Pringle & Associates  
Larry Slagle, Yellow Cab Co  
Ishmael Tovar, First Transit  
Miguel Vasquez, ATN

**AGENDA**

The ATN Board of Directors meeting was called to order at 3:07 pm

**WELCOME & INTRODUCTIONS**

Executive Director Kotler welcomed the Board of Directors and attendees to the Anaheim Transportation Intermodal Transportation Center (ARTIC), the new meeting place for the ATN Board meetings. She again thanked Tom Morton and the Anaheim Convention Center for hosting our meetings in the past.

**ADDITIONS/DELETIONS TO THE AGENDA**

None

**PUBLIC COMMENTS**

None

**SPECIAL CALENDAR:**

1. Presentation of a Resolution to:
  - a. Ishmael Tovar for the Anaheim Resort Transportation Operator for the Month of November
  - b. Jonathan Cedeno for the Anaheim Resort Transportation Operator for the Month of December
  - c. Roberto Anaya for the Anaheim Resort Transportation Operator of the Quarter
  - d. Normajeon Price for Anaheim Resort Transportation Operator of the Year
  - e. Miguel Velazquez, Anaheim Resort Transportation Excellence Award

**CONSENT CALENDAR**

*Items 2 – 8 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:*

2. Receive and approve minutes of the ATN Board of Directors and General Membership meeting held on Wednesday, November 19, 2014



3. Receive and file status report pertaining to the Anaheim Transportation Network operations  
ATN Focus Area Reports – November / December 2014
4. Receive and file ART Operating Reports through November / December, 2014
5. Receive and file ATN membership report for November / December 2014
6. Receive and close financial reports for the periods of October and November 2014 and electronic payments for December 2014 and January 2015
7. Receive and file customer service summary for November / December 2014
8. Receive and file sales report summary for November / December 2014

By motion, Sanford/Bruno, the ATN Board of Directors approved the consent calendar

Ayes: Alder, Bocci, Brown, Bruno, Burress, Cazares, Morton, O'Connell, Sanford, Thorson

Noes: None

**OPERATIONAL REPORT:**

**9. ART operational update – monthly report provided by First Transit**

Robert Johnson, General Manager – First Transit, reported that they got through the busy holiday season. Currently First Transit has 31 operators in training and eight beginning to attending classes. First Transit is expects to be at 100% staffing by March 2015.

Chairman Sanford, asked Executive Director Kotler, in what areas does First Transit need to improve? Executive Director Kotler said that reporting, training and personnel are areas where First Transit needs improvement. First Transit is moving from a manual reporting system to an electronic reporting system. Chairman Sanford said that reporting is very important because this is where we get the data we need for our operations.

**BOARD WORKSHOPS:**

10. **Overview of the Ralph M. Brown Act – California's Open Meetings Law. Review and distribute ATN Conflict of Interest Policy for ATN Board of Directors and ATN employees in key management positions. Accept and file information presented by ATN legal counsel 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 -- Presentation by ATN Legal Counsel, Cummins & White, LLP**

Legal Counsel, Fred Whitaker of Cummins and White, gave the annual presentation of the Brown Act, also known as the Open Meeting Law, to the Board of Directors. This act was created to ensure that all deliberations and actions of local agency "legislative bodies" are open and public and there are no secret ballots and ensure meaningful public access to decision making. No private discussions are permissible, unless the Board meets a specific section in the Act that allows to conduct Closed Session **discussions**.



Private bodies such as ATN are subject to the Brown Act if it was created by a public legislative body to exercise authority that may lawfully be delegated to a private corporation and/or receives funds from public entity and the public entity appoints a member to sit on the Board. The ATN meets both of these criteria. When discussing Closed Sessions, Counsel Whitaker said that ATN should always consults counsel to be sure that we are in compliance with the Brown Act.

Vice Chair Brown inquired about Additions and Deletions to the Agenda, to which legal counsel replied that this statement is made to ensure the public's ability to review all matters in front of the ATN Board of Directors. Additions and Deletions from the agenda should be very rare and should represent true emergencies and require a super majority for addition and/or deletion.

Director Morton asked about if ATN were to have any problems if and at such a time that ARTIC begins asking the public to pay for parking. Counsel Whitaker said that he will research into this matter and will get back to the Board.

Counsel Whitaker also reviewed ATN's Conflict of Interest Policy for the Board. All Board members in attendance were given hard copies of the ATN Conflict of Interest Policy and turned in a signed Acknowledgement form. Members not in attendance will be sent the ATN Conflict of Interest Policy and will required to sign and return the Acknowledgement form.

A copy of the presentation, outlining other areas of applicability to the Brown Act and the Conflict of Interest Policy are attached with the minutes of January 2015 ATN Board of Directors meeting.

**ACTION CALENDAR:**

11. Authorize Executive Director to release the following procurements and solicitations:

- a. Transit Propane Station Infrastructure – RFP 15-001
- b. Invitation for Bid Resurfacing of ATN Parking Lot Facilities – IFB 15-002
- c. ATN Institutional and Operational Structure Study *Integrated Transportation and Capacity Building Plan* – RFP 15-003

Three (3) solicitation documents are ready for distribution to choose contractor(s) and consultant(s) for the Anaheim Transportation Network (ATN). Each solicitation is described, in detail, below.

**I. TRANSIT PROPANE STATION INFRASTRUCTURE – RFP 15-001**

When ATN moved its facilities to 1280 South Anaheim Blvd., Anaheim, ATN entered into a five (5) year turn-key maintenance and operations agreement with Expo Propane. This agreement authorized Expo Propane to build, operate and maintain propane fueling station and to supply propane fuel for the ATN fleet of seventeen (17) propane buses.



The ATN's agreement with Expo Propane expired in December 2014 and currently ATN maintains a month-to-month agreement for maintenance and supply of propane station, as well as delivery of fuel. The Request for Proposals (RFP) #15-001 invites qualified propane fuel suppliers to submit proposals for the operation and maintenance of a propane fueling station and supply of fuel for ATN's fleet of propane buses.

RFP #15-001 would award an agreement for three (3) years with two (2) one (1) year options. The ATN may choose to exercise the two (2) year options pending future need for propane fuel. Out of seventeen (17) buses currently operating on propane, nine (9) buses are 2006 models and are anticipated to reach the end of their useful life in two to three years. In addition, at this time, ATN is not anticipating purchase of new propane buses. This decision is driven by:

1. The availability, or lack of availability, of certified propane engines by the California Air Resources Board; and
2. Streamlining of ATN's fleet maintenance functions and standardization of the ATN fleet to a single fuel source, most likely Compressed Natural Gas

The schedule for the RFP 15-001 is as follows:

Task	Date
RFP 15-001 Release	February 2, 2015
Pre-Proposal Conference & Site Walk Through	February 13, 2015
Completion of the Selection Process	March 19, 2015
RFP Award	March 25, 2015
Commencement Date	May 1, 2015

Director Alder asked what was the reason is for having two types fuel. Executive Director Kotler responded that at the time we started the contract with our propane supplier that propane, ATN needed an immediate solution for its fleet of nine LPG buses. However, as the industry began to change, certification of LPG engines by the State of California became more problematic and ability to purchase new buses with LPG conversions was no longer available. Therefore, the ATN began to acquire Compressed Natural Gas (CNG) buses for its operations and it seems that CNG became a preferred alternative for most transit operators.



Director Alder also inquired if the ATN is proposing to purchase LPG at a contracted price, including the cost of infrastructure. Executive Director Kotler validated the necessity to include the cost of fuel with infrastructure and explained that even though current agreement with Expo Propane is for a contracted price, the proposed RFP provide options for a contracted and leveraged pricing options.

## **II. INVITATION FOR BID RESURFACING OF ATN PARKING LOT FACILITIES – IFB 15-002**

At the November 2014 ATN Board of Directors meeting, the Board directed staff to seek solicitations, using proceeds from refinancing of the ATN facilities, to complete resurfacing of ATN facilities at 1354 South Anaheim Blvd., Anaheim. Original plans for resurfacing of the ATN parking lot and maintenance facilities were put on hold, as part of the value engineering process. With the completion of refinancing on January 2, 2015, the ATN is in a position to proceed with this project.

An invitation for Bid (IFB) document will be developed for distribution to the contracting community. ATN staff is working with legal counsel to develop the IFB, to develop resurfacing plans and to release the IFB document in late February 2015.

Upon receipt of qualified bids, ATN will evaluate alternatives, budget and develop a recommendation for the approval by the ATN Board of Directors.

Chairman Sanford mentioned that these projects are funded because ATN was able to secure additional funds at the time we refinanced the property. Chairman Sanford highlighted the necessity to carefully consider the latest ADA standards, as there have had some recent changes. He asked that ATN to consult with an ADA specialist to ensure that we are in compliance with all ADA regulations.

## **III. ATN INSTITUTIONAL AND OPERATIONAL STRUCTURE STUDY – INTEGRATED TRANSPORTATION AND CAPACITY BUILDING PLAN – RFP 15-003**

The completion of Anaheim Regional Transportation Intermodal Center (ARTIC), represents an institutional change and/or shift in transportation operations in Anaheim and provides a gateway for future transportation improvements in the City of Anaheim. As planned future transportation initiatives, such as Anaheim Rapid Connection (ARC), come to fruition, the ATN needs to plan for these transportation enhancements and to determine operating methodologies for the Anaheim Resort Transportation (ART) services.

The upcoming study, Integrated Transportation and Capacity Building Plan, will enable the ATN Board of Directors to deliberate and establish a policy direction to ensure long-term operations, financial sustainability and level of service for ART, as well as the most appropriate institutional structure for the ATN. The goals of the Integrated Transportation and Capacity Building Plan are:



1. Plan and evaluate ART operating parameters to integrate transportation services with the development of ARC;
2. Research, assess, and if necessary, recommend ATN's institutional structure most suitable for future operations. Evaluate governance options to ensure ATN has capacity and legal facility to provide necessary transportation services, in concert with transportation initiatives planned for Anaheim;
3. Develop a sustainable long-term financial operations plan for ATN and its transportation services. Evaluate current financial participation structure in The Anaheim Resort® and present financial alternatives for financing of future transportation operations. In addition, evaluate financial participation levels and options for other areas of the city, with similar mitigation requirements, and recommend an integrated financial investment plan for all City of Anaheim Specific Plan areas.

To implement the Integrated Transportation and Capacity Building Plan, the ATN received a Caltrans State Planning grant for \$160,000. On January 13, 2015, the ATN was awarded \$225,000 from the Anaheim Tourism Investment District (ATID) to evaluate ATN's current fee structure, recommend future fee options and to develop other auxiliary services such as luggage concierge program. This comprehensive study effort will allow the ATN to plan a course for the future of transportation in Anaheim.

To ensure strong community support and participation, staff recommends to establish a Task Force representing diverse interests of the city and business interests. Composition of this Task Force should include representation of the ATN Board of Directors, ATN legal counsel and government relations teams, City of Anaheim, business and destination interests in The Platinum Triangle®, development community, associations, and other pertinent interested parties.

The schedule for the release of RFP #15-003 is late February 2015, with the completion of the selection process and consultant contract award slated for April 2015. Upon completion of agreements' execution, the Integrated Transportation and Capacity Building Plan study should commence in June 2015 and be completed within 12-18 months.

Executive Director Kotler said that a task force is recommended to look at all parameters for the various interests and sectors of the community. She added that ARTIC represents the beginnings of a paradigm shift for transportation in Anaheim and ATN needs to look at our plans going forward and ensure that they are in line with the changing transportation modes, needs and requirements of our region.



Todd Priest of Curt Pringle and Associates added that a need exists to take a macro view and capture as many systems attributes as possible into the study, taking into consideration varied interests of the Anaheim business community.

Chairman Sanford commented that we need to understand what hurdles we are up against. He said that he is worried about money and time regarding this study. He asked that ATN get a firm that can be retained over several years. We are only asking for 18 months out, but we should get a quote for the long term. Executive Director Kotler replied that the study will take 18 months to complete with the vision for five (5), ten (10) to twenty (20) year study and take into consideration future transportation projects, such as ARC.

Vice Chair Brown said that it is not set that ATN will run ARC. Chair Sanford said that at this point, we don't even know if we want to run ARC. Linda Johnson of the City of Anaheim stated that these discussions are occurring throughout Orange County cities. With the Santa Ana rail project moving forward ahead of Anaheim, City of Santa Ana requested that OCTA operate the system. The City of Anaheim is considering several operating scenarios.

Chairman Sanford said that we need to look at all transportation impacts, including parking requirements. As the paradigm changes, the regulations on issues like parking, will may change and it would behoove everyone involved, including the City of Anaheim, Disney, and the business community, to understand how things are or may change. Director Bruno added that the master plan is critical. Director Morton inquired that if we look at multiple options, using different sources of funding, can we co-mingle funds? Executive Director Kotler replied that we are allowed to used several funding source to enhance the depth of the study.

Chairman Sanford asked if we should include a "not to exceed" clause in the RFP and ask for a quote for future updates up front. Executive Director Kotler said yes, we will include a "not to exceed" clause to the body of the RFP.

By motion, Sanford/Brown, to authorize Executive Director to release all three (3) procurements: FRP 15-001 Transit Propane Station Infrastructure, IFB 15-002 Resurfacing of ATN Parking Lot Facilities and RFP 15-003 ATN Institutional and Operational Structure Study *Integrated Transportation and Capacity Building Plan*.

Ayes: Alder, Bocci, Brown, Bruno, Burress, Cazares, Morton, O'Connell, Sanford, Thorson  
Noes: None

## 12. ATN Committee Appointments:

### a. Executive Committee and ATN Officers





2014 Executive Committee:

Chairman	Paul Sanford
Vice Chair	Fred Brown
Treasurer	Tony Bruno
Secretary	Kyndell Thorson

Executive Director Kotler, said that all of the 2014 Executive Committee agreed to serve one more year.

**b. ATN Board of Directors Representatives to Task Force for ATN Institutional and Operational Structure Study *Integrated Transportation and Capacity Building Plan***

Executive Director Kotler asked for volunteers to serve on the previously discussed ATN Institutional and Operational Structure Study Integrated Transportation and Capacity Building Plan. Volunteers agreeing to serve on this task force are:

Fred Brown  
Jay Burress  
Paul Sanford  
Kyndell Thorson

By motion, Morton / O’Connell, the board authorized the 2015 Executive Committee: Chairman Paul Sanford, Vice Chair Fred Brown, Treasurer Tony Bruno and Secretary Kyndell Thorson; and also to appoint volunteers Fred Brown, Paul Sanford, Jay Burress and Kyndell Thorson to serve on the ATN Institutional and Operational Structure Study Integrated Transportation and Capacity Building Play Task Force.

Ayes: Alder, Bocci, Brown, Bruno, Burress, Cazares, Morton, O’Connell, Sanford, Thorson  
Noes: None

Director Morton left the meeting at 4:15 pm.

**13. Accept and file preliminary results of the federal compliance review conducted by Orange County Transportation Authority as part of the sub-recipient monitoring process**

Executive Director Kotler explained that ATN had its first Triennial Review in April of 2013. Although called a “triennial” review, we are actually reviewed every 18 months. Our second review was conducted the second week of December 2014.



ATNs first triennial review consisted of 23 grant management areas, which entailed assessment on 178 specific requirement areas. Our second review consisted of 16 grant management areas with detail review on 87 specific requirements. As a result of the site review ATN was found not deficient in nine (9) areas. Deficiencies were found in five (5) areas and two (2) areas were found not applicable. Chairman Sanford said that we had done a great job on this review.

By motion, Sanford / Alder, the Board voted to accept the preliminary results of the federal compliance review conducted by Orange County Transportation Authority as part of the sub-recipient monitoring process.

Ayes: Alder, Bocci, Brown, Bruno, Burress, Cazares, O'Connell, Sanford, Thorson  
Noes: None

**14. Discuss and consider new Anaheim Resort Transportation (ART) Service Expansion to establish a new ART Line to Costa Mesa/South Coast Plaza. Authorize to proceed with public workshops in the cities of Anaheim and Costa Mesa and set a public hearing date of February 25, 2015**

Chairman Sanford indicated that this issue could be a possible conflict of interest for him and so he left the room during the discussion of this issue. Vice Chair Brown, assumed the duties of Chairman Sanford for this discussion.

For the past two years, the ATN has been in discussions with business establishments in Costa Mesa to begin a new service to the destinations in-and-around the South Coast Plaza area. In December 2014, Costa Mesa partners, including City of Costa Mesa, South Coast Plaza and Costa Mesa Conference and Visitors Bureau (CMCVB), approved a program to fund ART service expansion.

The new service is slated for implementation starting April 2, 2015. The proposed route would be bi-directional with main stops in Anaheim at:

1. Disneyland Resort
2. Anaheim Convention Center Grand Plaza
3. ARTIC
4. South Coast Plaza; and
5. Select Costa Mesa Hotels

Business terms of the demonstration project are as follows:

\* ATN will enter into three (3) agreements with Costa Mesa business partners. Each business partner will contribute financially to the program:

\* City of Costa Mesa \$ 25,000



\* CMVCB                   \$ 60,000  
\* South Coast Plaza   \$ 30,000  
  
\$ 115,000

\* Fixed route schedule is proposed to ensure consistency of service, ease of use and explanation for the traveling public.

\* All participating parties shall execute a Memorandum of Understanding (MOU) outlining general parameters of the proposed Demonstration Project. To ensure continuity of funding and service delivery, no party can terminate during the twelve (12) months from the commencement date

\* Each participating Costa Mesa partner, City of Costa Mesa, South Coast Plaza, and CMVCB shall execute individual agreements outlining specific parameters of participation and financial contribution to the Demonstration Project

\* Specific marketing and promotional responsibilities are outlined in each agreement

\* Costa Mesa partners shall receive advertising opportunities on ART system equal to the fair market value of financial participation

The proposed service is based on peak and off-peak operating parameters. Peak operating schedule will include a mid-day return to/from Anaheim to Costa Mesa beginning second week of June through Labor Day weekend. The rest of the calendar year, mid-day service will not be available on ART, but rather through an existing service provider used by South Coast Plaza.

One of the reasons for the limited operating schedule and partnership with the existing transportation services provider through South Coast Plaza, is the mileage limitation on the ATN's ability to operation outside the City of Anaheim. ATN's current franchise with the City of Anaheim, authorizes ATN to operate only 2 percent of its total mileage outside city limits. With previous service expansions, ATN structured its routes to operate within City limits.

Service to Costa Mesa is scheduled to begin on April 2, 2015, which is commensurate with the upcoming ART service change. Service changes for the entire ART system occur twice annually and coincide with beginning of Major League Baseball and National Hockey League seasons. The following implementation and public outreach schedule is planned to meet public participation requirements.

- Public Workshop – City of Anaheim February 18, 2015
- Public Workshop – City of Costa Mesa February 19, 2015
- ATN Board of Directors Public Hearing February 25, 2015



- ATN Board of Directors Approval of Staff
- Recommendation March 25, 2015
- Service to Costa Mesa Begins April 2, 2015

Upon receipt of public comments, finalization of the proposed route alignment and schedule, and development of specific marketing and advertising campaigns, the ATN Board of Directors, at its upcoming meetings in February, will continue deliberation of the ART service expansion, prior to the final approval of Costa Mesa Line deployment.

The question was asked if Costa Mesa hotels will be paying to support this route. The CMCVB includes hotels as their members which means that Costa Mesa hotels are funding this initiative.

Todd Priest of Curt Pringle and Associates said to keep in mind that ATN is a public system, and that this route will have public stop. Rich Bacigalupo of OCTA added that we need to ensure that the public has full rights of access.

Director O'Connell asked if we will still be able to do the Huntington Beach route which had been proposed at a Board Meeting approximately a year ago. Executive Director explained that the opening of ARTIC now offers riders access to Orange County's beaches. The opening of ARTIC also is one of the reasons that makes this Costa Mesa route possible because it will connect through ARTIC. Todd Priest further explained that we could now use ARTIC to move guests to other venues in Orange County.

Vice Chair Brown asked what happens if someone backs out of the project. Executive Director Kotler responded that the MOU does not permit anyone to back out of the project. Director Bruno asked if the discussions with Garden Grove have gone any further. The response was no.

By motion, Brown / Burress, the Board voted to authorize proceeding with public workshops in the cities of Anaheim and Costa Mesa and set a public hearing for the date of February 25, 2015.

Ayes: Alder, Bocci, Brown, Bruno, Burress, Cazares, O'Connell, Thorson  
Noes: None

Chairman Sanford returned to the meeting after the vote.

#### 15. Other Business

The ATN Board of Directors Meeting was adjourned at 4:25 pm for the Closed Session.

#### CLOSED SESSION:

Personnel Matters – Public Employee Performance Evaluation pursuant to Govt. Code § 5457(b)(1)



Title: Executive Director

*Reconvene ATN Board of Directors Meeting at 5:15 pm.*

*The ATN Board of Directors Meeting was adjourned at 5:16 pm. Legal Counsel Whitaker indicated that there was no report.*

ANAHEIM RESORT TRANSPORTATION



Board  
Workshop

# The Brown Act

PRESENTATION TO THE ATN BOARD OF DIRECTORS

JANUARY 28, 2015



# The Brown Act aka Open Meeting Law

- Purpose: facilitate public participation in local government decisions and curb misuse of the democratic process by secret legislation by “public bodies.”

*Cohan v. City of Thousand Oaks (1994)*

30 Cal.App.4<sup>th</sup> 547,555.

## Meeting the Purpose of the Act

- Ensure deliberations and actions of the local agency “legislative bodies” are open and public no secret ballots
- Ensure there is meaningful public access to decision making no private discussion, unless specific section in the Act allows a closed session
- Meetings must be open to the public, held on a regular schedule, and adhere to the agenda available prior to the meeting





## Who is Subject to the Brown Act?

- Applies to all “legislative bodies” of all local agencies
- Example: City Council
- Private bodies such as ATN if:
  - Created by a public legislative body to exercise authority that may lawfully be delegated to private corporation
  - Receives funds from public entity and public entity appoints member to sit on board

## What Qualifies as a Meeting?

- Any congregation of a **MAJORITY** of the members of the Board
  - At the same time and place
  - To hear, discuss or deliberate
  - On any issue under the subject matter jurisdiction of the body
- No action is required
- If a majority of members merely receive information or discuss their view on an issue, that is a meeting.



## What Else Is a Meeting?

- E-mails:

A majority of the body cannot e-mail each other regarding current issues under the body's jurisdiction because such discussions are not open to the public and are not accessible to the public

- Serial Communications:

A chain of communications from member A to member B, then member B to member C (until a quorum of members contacted) is prohibited.



# What is Not a Meeting?

- Majority of members at a:
  1. Conference Open to the Public
  2. Local Public Meeting
  3. Open Meeting of Another Body
  4. Social or Ceremonial Event

**But**, cannot discuss any board matters  
amongst the members

**Beware perception problems!**



# Holding Meetings

- ▶ When:
  - Regular Meetings: agenda posted 72 hours prior  
*Time set by ordinance, resolution, or by-laws*
  - Special Meetings: called by chair or majority, agenda posted 24 hours prior
  - Emergency Meetings: immediately – “work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the members”
  - Real Emergency – one hour notice to media outlets that have requested notice



# Location of Meetings

- Where Can a Meeting be Held?
  - Within jurisdictional boundaries, unless a specific exemption applies
  - Specific exemptions:
    1. Comply with a law or court order
    2. Inspect property outside of city
    3. Multiagency meeting
    4. No meeting facility within the jurisdiction
    5. Meeting with federal or state officials on a legislative or regulatory issue
    6. At a facility outside of the jurisdiction, which is the topic of discussion
    7. Closed session at legal counsel's office regarding pending litigation when it would reduce legal fees or costs
  - Must be ADA Accessible



# Agenda Requirements

- Brief description of each item (20 words or less)
- Reference what is sought regarding the item (approval, direction, information, etc.)
- Date, time and location of meeting
- Post agenda 72 hours prior (or 24 hours for special meeting)  
*Accessible by public 24 hours a day*

# Closed Session

- Brown Act Limits Closed Session
- Behind Closed Doors - A Confidential Meeting
- Must be Noticed on the Agenda
- Oral Announcement of Items to be Discussed in Closed Session
- Reconvene in Open Session upon Completion of Closed Session and may Require Reporting Out (in certain instances)





# Rights of the Public Attendance

- To Attend any Public Meeting with no Conditions for Attendance  
*(e.g. registering, but voluntary sign-in ok)*
- To Record the Meeting with Audio or Video Recorder; Take Photographs
- To Review Agendas and Other Documents Distributed to a Majority of the Board

# Rights of the Public Commenting

## To Comment on any Matters:

- Regular Meeting:
  - Agenda item: reasonable time limits can be adopted (e.g. 3 minutes)
  - Non-agenda items may be commented upon (non-agenda public comment), but no action or discussion can occur

*Can refer to staff for information; request a report back; request item be placed on future agenda*

- Special Meeting:
  - Agenda Item
  - Non-agenda comment not required but permissible
- What about criticisms or complaints?
  - Must be allowed
  - Disruptive behavior does not have to be tolerated
- When should comments be allowed?
  - For agenda items - - before any action is taken

## Matters Not on the Agenda

- Cannot consider, discuss, deliberate or take action on matters not on the agenda, unless:
  - Majority vote determines an “emergency” exists (very narrow exception)
  - Two-thirds of members present (or all of less that 2/3 are present determine a need to take immediate action if it arises after the agenda is posted



- To comply with these requirements, legislative bodies must verify the vote or abstention of each member and publicize the action taken and the vote or abstention of each member in attendance

As a practical matter, the information should be noted in the minutes and the votes should be taken by roll call or in another manner that allows substantiation of each member's vote



- Under the Brown Act, the legislative body of a local agency is authorized to hold closed sessions with the Attorney General, district attorney, agency counsel, sheriff, or chief of police, or their respective deputies, or a security consultant or a security operations manager, on matters posing a threat to the security of public buildings, a threat to the security of essential public services, as specified, or a threat to the public's right of access to public services or public facilities

Effective January 1, 2014, AB 246 amended Section 54957 authorizing the legislative body of a local agency to hold these closed sessions with the Governor



# Conclusion

- Meetings are to be open and public
- Actions & deliberations are to be in the open
- All persons have a right to attend and participate in the meetings
- Transparency and accountability

# Questions?



# Conflict of Interest Policy

- ATN's Conflict of Interest Policy was recently revised to prohibit ATN Directors, officers, and key employees from receiving gifts from any party ATN has a business relationship with. The new clause reads:

*"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."*



## 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



- e. may or do overlap with the interests of the ATN and thus create competing interests with respect to an issue(s);
- f. A compensation arrangement with the ATN or with any entity or individual with which the ATN has a transaction or arrangement; or
- g. 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 than 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. **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.

9. **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.

10. **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) 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.

11. **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