

**BOARD OF DIRECTORS**

Approved Minutes of the July 25, 2024

**STA Board Meeting**

1230 W Boone Ave., Spokane  
*w/Virtual Joining Option*

**MEMBERS PRESENT**

Al French, Spokane County, *Chair*  
Betsy Wilkerson, City of Spokane  
Dan Dunne, Small Cities (Liberty Lake)  
Josh Kerns, Spokane County  
Kitty Klitzke, City of Spokane  
Pamela Haley, City of Spokane Valley  
Paul Dillon, City of Spokane  
Tim Hattenburg, City of Spokane Valley  
Zack Zappone, City of Spokane  
Lance Speirs, Small Cities (Medical Lake) *Ex Officio*  
Hank Bynaker, Small Cities (Airway Heights) *Ex Officio*  
Rhonda Bowers, Labor Representative, Non-Voting

**MEMBERS ABSENT**

Dan Sander, Small Cities (Millwood) *Ex Officio*  
Chris Grover, Small Cities (Cheney) *Ex Officio*

**STAFF PRESENT**

E. Susan Meyer, Chief Executive Officer  
Brandon Rapez-Betty, Chief Operations Officer  
Carly Cortright, Chief Communications & Customer  
Service Officer  
Karl Otterstrom, Chief Planning & Development  
Officer  
Nancy Williams, Chief Human Resources Officer  
Dana Infalt, Clerk of the Authority

**PROVIDING LEGAL COUNSEL**

Megan Clark, Etter, McMahan, Lamberson, Van  
Wert and Oreskovich, P.C.

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1. Call To Order and Roll Call

Chair French called the meeting to order at 1:31 pm and the Clerk conducted roll call.

2. Pledge of Allegiance

3. Excused Absences - None

4. Approve Board Agenda

Chair French asked if anyone had changes to the agenda. There were none.

**Ms. Haley moved to approve the Agenda as presented. Mr. Hattenburg seconded, and the motion passed unanimously.**

5. Public Expressions

Erik Lowe, Aaron Crandall, Sarah Rose, Dream, and Kenneth Malone provided public expressions at the meeting. Written public expressions received in advance of the Board meeting were distributed to Board members.

6. Recognitions and Presentations

Mr. Rapez-Betty recognized Mr. James Norfolk for his 28 years of service to STA in the Facility and Grounds department as a Building Maintenance Specialist. Mr. Rapez-Betty and the Board congratulated Jim and wished him the best in his retirement.

Ms. Williams presented the Employee Recognition awards and noted employees are nominated by their peers. Second quarter award winners included Mark Walker, Coach Operator, Mike Hogue, Coach Operator, and Wendy Woodard, Coach Operator.

Ms. Williams noted the celebration of service milestones for second quarter 2024 and read the names of employees who have reached milestones of 5, 15, and 25 years of service.

The Board applauded the employee recognition award winners and the service milestone celebrations.

7. Board Action - Consent Agenda

**Mr. Dunne moved to approve Consent Agenda Items 7A through 7G, as presented. Mr. Hattenburg seconded, and the motion passed unanimously.**

- A. Minutes of the June 5, 2024, Board Workshop– Corrections/Approval
- B. Minutes of the June 20, 2024, Board Meeting – Corrections/Approval
- C. Approval of the June 2024 Vouchers listed below:

D. DESCRIPTION	VOUCHER/ACH NUMBERS	AMOUNT
Accounts Payable Vouchers (June)	Nos. 627750 – 628148	\$ 4,059,262.22
Worker’s Comp Vouchers (June)	ACH – 2286	\$ 105,756.42
Retention Bonus 06/07/2024	ACH – 06/07/2024	\$ 1,342,231.53
Payroll 06/14/2024	ACH – 06/14/2024	\$ 3,195,093.54
Payroll 06/28/2024	ACH – 06/28/2024	\$ 2,193,611.28
WA State – DOR (Excise Tax)	ACH – 1767	\$ 5,205.76
<b>JUNE TOTAL</b>		<b>\$ 10,901,160.75</b>

- D. Public Works Contracts Under \$35,000: Final Acceptance - Approve acceptance of the listed contracts as complete and authorize release of retainage security subject to receipt of Department of Labor & Industries approved prevailing wage affidavits.

Purchase Order/ Contract Number	Project Description	Contractor	Purchase Order/ Contract Value	Substantial Completion Date of the Work
20240517	Plaza Roof Repairs	Flynn BEC LP	\$1,691.68	2/21/2024
20240445	Plaza Window Calcium Residue Removal	ABM Industry Groups, LLC	\$3,515.00	4/25/2024
20241054	Plaza Sewer Lift Station & Oil Water Separator Tank Pumping	Big Sky Industrial Services	\$6,623.00	5/31/2024
20240315	Plaza Concrete Re-Striping	Stripe Rite, Inc	\$6,183.95	6/13/2024
20241302	Concrete Cutting – Boone North Irrigation Repair	Concrete Cutters, Inc	\$1,208.00	6/18/2024
20240889	Plaza Boiler Relief Valve Repair	Atlas Boiler & Equipment	\$9,641.05	6/26/2024
20241207	Plaza Boiler Victaulic Pipe Repair	Atlas Boiler & Equipment	\$9,570.20	6/26/2024
20240078	Plaza Plumbing Repair	Bulldog Rooter, Inc	\$444.31	7/1/2024
20241372	Boone North – Generator Fuel Vent Piping Extension	Western States Equipment	\$3,480.00	7/2/2024

- E. Federal Transit Administration Section 5310: Call for Projects and Local Funding Match Approval – Approval of the allocation of \$236,000 in STA local funds to partially offset local match requirements for subrecipients in the 2024 Section 5310 Call for Projects.

- F. Designation & Appointment of STA Auditing Officer-Resolution- Approved, by Resolution 823-24, the appointment of the person holding the CFO position as Auditing Officer and E. Susan Meyer, CEO, as alternate Auditing Officer for Spokane Transit Authority.
  - G. 2025-2030 Transit Development Plan: Finalize and Approve – Resolution - Adopt, by Resolution, the 2025-2030 Transit Development Plan.
8. Board Action – Other
- A. CEO Search Task Force

Chair French noted the Task Force members recommended by Board Operations included Mr. Zappone, Mr. Dunne, Ms. Haley, and Mr. French. Noting the request for input from the public and business community, he introduced a proposed list of individuals or organizations to include in the capacity of CEO Search Advisory Committee. Mr. French provided historical background on the prior CEO searches.

**Ms. Klitzke made a motion to establish a search process where the Board instructs the search firm to create a transparent, inclusive, public process and that the search process includes meetings about potential candidates that are open to the public. The Board can then hold an executive session to discuss individual candidates' qualifications and the Board could include employee representation and representation from the community on the search committee.**

She acknowledged Mr. French's proposal and stated a national search firm can provide a recommendation to the Board on this process, and the Board can then include representatives from riders, businesses, non-profits, and community-based organizations. Ms. Klitzke stated she was fine with Mr. French's list but noted perhaps the search firm could provide further input because the Board had heard from other groups requesting to give feedback.

Discussion ensued.

Legal counsel clarified that the motion from Ms. Klitzke was separate from the Board Operations Committee recommendation, saying this is just the first motion and would be a motion only related to process. Ms. Klitzke stated the Board can include this suggestion and let the recruiting firm expand on that or round it out however they see fit.

Mr. Dunne restated Ms. Klitzke's motion to confirm his understanding: **To get a search firm to create a transparent, public and inclusive process and have meetings that are open to the public and then review candidates in executive session with the Board.**

Ms. Clark stated that the recommendation from the Board Operations Committee is in the Board packet and on the screen which is the recommendation being brought forward. She noted, from a structural standpoint, the Board should take an action on the recommendation and then consider the other motion .

She also advised the engagement of the search firm is within the CEO's designated authority provided under STA's procurement policy. She advised that the Board needs to amend the recommendation regarding the job description approval and review of the application, because we can have a search firm design the process. The Board may separate it into different motions but doesn't need to approve the CEO hiring a search firm as it's already delegated.

Ms. Clark also advised what the search firm does and its scope is also under that CEO authority but if the Board wants to provide direction to the CEO on that search process by way of a motion, it would be best to do that first. She advised Ms. Klitzke that she understood it was her motion but wanted to make sure we were all thinking along the same lines. Ms. Klitzke agreed that her motion would be to ask the search firm to do these things and have those three things written

down. Discussion ensued about approving the job description. Ms. Clark clarified the approval of the job description was delegated to the four person search Task Force as recommended by the Board Operations Committee. Discussion ensued regarding holding a virtual special Board meeting in August since there is no scheduled Board meeting that month.

Mr. Dillon indicated he was going to second the motion but wanted to express his observations from being on the mayor's police chief search committee. Discussion followed.

**Ms. Klitzke withdrew her motion.**

Chair French indicated he was open to a motion for just the first three lines of the recommendation from the Board Operations Committee, saying the Board could come back and discuss how to provide instruction to the consultant after that vote.

It was asked if the motion agreeing to the first three lines precluded a CEO Advisory Committee being part of the process. Chair French indicated he did not think it would and that his suggested list of advisory committee entities was a starting point, to be added to or subtracted from by the Board. Discussion ensued about the advisory committee reporting to the Task Force or Board. It was clarified that the advisory committee would report to the Task Force and the Task Force would report to the Board. It was stated the Advisory Committee members could be established at a later meeting. Dialogue ensued regarding the role, duties, and composition of the advisory committee.

Conversation continued about the process the City of Spokane used for the Chief of Police search and the roles different groups played in the search and interview process and how STA should proceed to have an open, transparent process as well.

Ms. Klitzke indicated she would like to restate her motion. She was advised there was no motion on the floor. She agreed and Chair French indicated she should proceed.

**Ms. Klitzke made a motion that the Task Force would create a draft job description; get it out for public input; set up a timeline to do that; and get our next one-issue meeting scheduled for that. The Board would adopt that with having had a chance to look at hopefully the day before, at least the public input; ask the search firm to create a transparent and inclusive process and we're going for full Board approval of the job description; (which is the step that we're going to timeline); and then we would ask the consultant to create an advisory committee to advise the Task Force, have meetings that are open to the public, and executive sessions as needed. We would include employee representation and representation from the community in that advisory committee, (riders from buses, nonprofits, community based organizations), and they would create that committee trying to balance it out however they think is most advantageous to STA, and then ask the search firm to create a process for the search firm and the Board to narrow down CEO candidates. Once the Task Force has narrowed it down to three to five candidates, then we would have another opportunity for public input with the advisory committee that would get created and or a town hall.**

Legal counsel clarified that the consultant can't create a committee on behalf of this Board, but they can make recommendations.

Chair French asked for a second to the motion on the floor.

Legal counsel advised the Task Force hadn't been created.

Chair French noted he keeps coming back to needing a motion to have the Task Force created by the Board.

Mr. Dunne indicated he's recommending the first three sentences on the slide, saying Ms. Klitzke never got a second, so he thought he could make a motion. This was confirmed by the Chair.

**Mr. Dunne moved to approve the first two sentences of the slide we're all looking at depicted in the first three lines, concluding with "and legal counsel". The search Task Force, in collaboration with the recruiting consultant, will produce:**

- 1. The job description used for the search**
- 2. Recommend the composition of the CEO advisory committee**
- 3. The hiring process to be executed for the replacement of the CEO**

**These three deliverables for consideration and approval of the Board at an August Special meeting.**

Mr. Dunne asked for Ms. Klitzke's confirmation that he captured her motion succinctly. Ms. Klitzke said we want to make sure to include citizen input on the job description and citizen input on the finalist candidates. Mr. Dunne responded to say the citizen input would begin with a special meeting and the introduction of that job description that has been collaboratively arranged with the recruiting consultant. Ms. Klitzke indicated as long as the draft was distributed with the agenda in advance, that would be okay.

Chair French noted there's a motion and asked for a second.

**Ms. Haley seconded.**

Chair French said we've got a motion and a second and opened the floor for discussion.

Mr. Zappone indicated his support and offered a possible amendment to the motion. He thought the search Task Force would bring a draft of the job description to the August meeting but ask the consultant to say how we get public input on that job description? He noted the amendment would say **"A draft of a job description to have a recommendation on community input."**

Chair French noted we've got an amended motion and asked for a second.

**Ms. Wilkerson seconded.**

Chair French noted the 2nd on the amendment.

Mr. Dunne said he wanted to be concise in the amendment. He said specifically, the amendment addresses the product number one, job description, to include the word "draft".

Mr. Zappone reiterated, draft job description to then be used for community input with a recommendation from the consultant but noted that's a kind of a given by the previous sentence.

Ms. Klitzke said we're already going to ask the consultant, but the idea was to get a recommendation on the draft from the consultant as well. She expressed her opinion that it would be an easy addition but we're going to just have to remember to say all these things to the consultant. She said we don't necessarily need to codify it, which is probably what Mr. Dunne is trying to do here is, to make it simple.

Mr. Zappone clarified his language was a "draft job description to then receive community input." Mr. Dunne said community input would be distilled in the third product, "the hiring process". Mr. Zappone said his intent behind that is he didn't think that at an August Special meeting, as a Board, we should approve the final job description without the community input which the consultant would be recommending. So perhaps they just bring that draft and then they use the hiring process and maybe they'll say, here's how to include that in the hiring process.

Ms. Clark said that was okay but just to make sure because she didn't misunderstand what that meant, she clarified that the August meeting would be a review of the job description, with no action.

Mr. Zappone said the consultant would deliver a draft job description, a recommended advisory committee composition, and a recommendation on a hiring process and that the process could include how to get feedback on the job description and things like that.

Ms. Clark said she wanted to make sure that's doable. Chair French agreed. Mr. Dunne asked to confirm the amendment clearly and put the word "Draft" in front of the phrase "job description in the first deliverable, not intended for approval."

**Mr. Zappone moved to amend it to say draft job description not intended for approval.** He suggested Mr. Dunne could email the final version since he had typed it.

Chair French said we are now voting on the amendment to the amendment.

Ms. Wilkerson asked if it could be read back.

Ms. Clark asked Council Member Dunne as he had been typing. Mr. Dunne said he would read the amendment specifically that is being considered. **The first product to be delivered by the search task force is a draft job description not intended for approval.**

With no additional questions, Chair French called for the vote. **The amendment passed unanimously.**

Chair French said now we're going to vote on the other amendment to the original motion.

Mr. Dunne said he thought he was forming a motion here, which was amended by Council Member Zappone. He clarified that what he was reading now was a motion.

Chair French asked if anyone had questions. None were forthcoming. He said there was a motion and a second and asked Mr. Dunne to proceed.

Mr. Dunne said he was going to read this now as a full citation (including the sentences referenced from the Board Operations Committee recommendation on the agenda item).

**Appoint a CEO search Task Force composed of four voting Board Operations Committee members. (STA staff support to be provided by CEO, Chief HR Officer, Clerk of the Board, and legal counsel). The search task force in collaboration with the recruiting consultant will produce:**

- 1. Draft job description, not intended for approval**
- 2. Recommend CEO advisory committee composition**
- 3. The hiring process to be used in the CEO replacement**

**The last sentence being for consideration by the Board at an August special meeting.**

Chair French said there is a motion and a second and asked if there was any discussion. Hearing none, he called for the vote. **The motion passed unanimously.**

9. Board Report

A. Connect 2035 Strategic Plan Phase 2 Update

Mr. Otterstrom provided his report as an update on Connect 2035 and a follow up to the Board workshop where he recalled there were 80+ Initiatives reviewed as a part of developing the potential strategies and initiatives for Connect 2035 and plans to implement the vision and mission of STA through 2035. He noted this is the current process right now and the staff and consultant evaluation will be followed by the packaging, which will be the subject of the September Board Workshop.

He reiterated that there were 87 individual initiatives, including the enhancements representing things we can do with the current 0.08 sales tax rate. The "Enhancements plus" would represent things that require ongoing operating funding beyond current tax rates and are in addition to core investments in Division Street BRT, Facilities Master Plan, and Zero Emission Fleet transition. Rather than holding a Board Workshop today, Mr. Otterstrom advised staff are developing a series of videos for members to watch that explain the evaluation process, the results, and how the packaging will work in anticipation of the Board Workshop in September. The videos will be available to the general public at [www.STAConnect2035.com](http://www.STAConnect2035.com) and links to the videos will be sent directly to Board members. Along with the video will be a link to a dataset in Tableau which is a nice visualization tool for looking at data, those 87 different initiatives, and understanding them in greater detail. He said that's a high level update instead of a 2-hour Workshop.

We have continued to engage with the public, gathering input through various means. Over 2,500 individuals have been reached via letters, community-based organizations, and surveys, with efforts continuing into the next month. Staff are scheduling listening sessions and following up with community organizations, City Councils, and Plan Commissions to share evaluation results of the candidate initiatives. On September 12th, staff will meet with Greater Spokane Incorporated for a policy discussion following the Board Workshop, where we will present on the packaging, pending the Board's approval.

Additionally, staff are compiling data on sales tax and service, which has not been previously provided to the Board. This includes information on jurisdictional boundaries and ridership, emphasizing that service and ridership demands extend beyond individual jurisdictions, such as routes connecting East Central neighborhood, Spokane Valley, and Millwood.

Mr. Otterstrom explained the methodology used and the data it produced. He noted the first chart shows sales tax and the end of the slide deck shows the actual values used to arrive at this data. Mr. Otterstrom advised this is viewing service levels as of September 2023 until the middle of January 2024.

Mr. Otterstrom reviewed the percentages of service provided by jurisdiction as compared to the percentage of sales tax collected for transit in specific jurisdictions and explained that the second chart compared Paratransit ridership where there's slightly more consistency between sales tax and service.

He noted the third chart showed service distribution relative to ridership which is pure ridership by boarding location, the geographic location of any boarding on the system of the fixed route system. He said this speaks to some of that density of demand.

He shared a graph of Paratransit origin and destinations and explained the results.

Mr. Otterstrom offered to answer questions.

Mr. French asked if there were questions for Mr. Otterstrom.

Mr. Zappone asked him to restate the methodology for including service. Mr. Otterstrom explained the methodology used as outlined on the slide 25.

Discussion ensued regarding the GIS data sets and availability to the public and the analysis of the data presented, future ballot measures, and jurisdictional cooperation. Ms. Haley noted the gap between how much sales tax revenue is collected in Spokane Valley and the amount of bus service provided to Spokane Valley.

10. Board Operations Committee

A. Chair Report (*Al French*)

No report at this time.

11. Planning & Development Committee

A. Chair Report (*Pam Haley*)

No report at this time.

12. Performance Monitoring & External Relations Committee

A. Chair Report (*Josh Kerns*)

Reviewed the agenda items covered at the PMER meeting.

13. CEO Report

In the interest of time, the CEO deferred her report with two comments.

Ms. Meyer said that the public had submitted letters to the Board and noted Ms. Bowers wasn't included in at least ten of the communications. She advised the Clerk would email to Ms. Bowers.

She noted that when she came to STA 19 years ago, one of the reasons she was able to step into the organization so quickly was because of all the amazingly talented people here when she arrived. Ms. Meyer acknowledged that has been the constant in the organization and she encouraged the Board Members, as they talk about what has been accomplished in the past, to think about the system we have now and the hundreds of more jobs, more frequency and extended reach of STA's service and how it has been presented for the Board's approval and rolled out for the community with a lot of public input and by the people who work here at STA.

14. Board Information – no action or discussion

A. Committee Minutes

B. June 2024 Sales Tax Revenue

C. May 2024 Financial Results Summary

D. May 2024 Operating Indicators

E. Connect Spokane Comprehensive Plan: Review Draft Elements

F. Transit-Oriented Development: Pilot Project Framework

G. 2023 Paratransit Survey Results

H. Marketing & Communications Update

I. 2023 State Audit Report

15. New Business

Mr. Zappone advised he wanted to have Performance Monitoring & External Relations Committee review a new community celebration Bus Wrap program. He provided examples of federally



recognized heritage months used as a basis he recommends, along with jurisdiction and the community-submitting designs.

**Mr. Zappone made a motion to have the Performance Monitoring & External Relations Committee review a community celebration Bus Wrap program. Mr. Dillon seconded.**

Mr. French discussed a lawsuit pertaining to previous advertising on buses. He said because of that, he would be opposed to this program. Mr. Zappone said he wasn't here but as he understands it, he said that lawsuit was around specific advertising and he didn't think this was advertising. Also, other jurisdictions are doing it and we have a flag, Expo, and Zero Fare for Youth buses.

Discussion ensued.

**Chair French called for the vote. Ms. Wilkerson, Mr. Dillon, Mr. Zappone, Ms. Klitzke, and Mr. Dunne voted yes. Mr. Kerns, Mr. French, Ms. Haley, and Mr. Hattenburg voted no. The motion passed 5 to 4.**

16. Board Members' Expressions

Ms. Wilkerson said thank you for a robust board meeting. She said she appreciated the civility of Mr. French and how everyone conducted themselves.

Mr. Dillon said thank you to Mr. French for getting us done by 3:30 and to everyone for coming today to broaden the discussion.

Mr. Hattenburg expressed his concern over comments made that this is a dysfunctional board. He said of all the boards and committees that he's served on, it's one of the most positive things he's ever done. STA helps all the communities. He said he loves the system and rides transit a lot. There are a lot of positive things at STA and it's upsetting when we come out of a meeting with the impression that it's dysfunctional and we don't get along. We certainly all have our opinions but there's a lot of positive things going on that should be recognized.

Ms. Klitzke thanked Chair French for running a good process.

Mr. Bynaker said he wants to make sure the CEO candidates' confidentiality is preserved until a decision is made because if not, STA could lose a good candidate. As the Board goes through all this process, it is critical to preserve confidentiality.

Mr. Zappone commented on the great dialog and conversation and said he appreciates everyone and the community members for being here.

Mr. Dunne said Mr. Hattenburg's comments resonate with him. This is an excellent organization and we deliver an excellent service to the community. He appreciated Mr. Otterstrom's data provided today and said it provided for a very important discussion and he looks forward to being able to work with and consider more about that data.

Mr. Speirs thanked the Board for lively discussion and the community for coming and offering their voice.

Mr. Kerns gave a shoutout to staff and a thank-you to legal counsel, who had the most difficult job keeping track of everything said.

Ms. Haley agreed with Mr. Kerns and thanked staff.

Mr. French echoed comments from Ms. Wilkerson. He appreciated the conversation and decorum, saying that is how we try to get good work done for the community. He responded to a couple of earlier comments that he's not a bus rider. He said he was a bus rider for years until he moved and

doesn't have bus access even though he pays the tax. When he lived in the City, he rode the bus to work every day which is one of the reasons he's a great proponent of this service and is anxious to have service in his neighborhood in Eagle Ridge.

17. Executive Session

Chair French advised that the Board would go into Executive Session for the purpose of discussing, planning, or adopting a strategy or position to be taken during the course of ongoing collective bargaining.

He advised there would be no action as a result of the Executive Session and the Board will return in 10 minutes. If it is determined the Board needs additional time, a member will advise the Clerk and she will inform the public.

Chair French said as there will be no action, the Board meeting would be adjourned as soon as the Executive Session ended. The Executive session began at 3:23.

Adjourn

With no further business to come before the Board, Chair French adjourned the meeting at 3:33.

Respectfully submitted,



Dana Infalt  
Clerk of the Authority