

MINUTES

CIRTA Board Meeting

8/1/2005

Fishers Train Station

3:00-4:30

CIRTA Board Members Present:

Christine Altman, Hamilton County
Chuck Fewell, Hancock County
Larry Hesson, Hendricks County
Mitch Ripley, Johnson County
Joanne Sanders, City of Indianapolis-Marion County
Nanette Tunget, 4 Excluded Cities in Marion County
Rob Waggoner, Amalgamated Transit Local 1070

CIRTA Board Members Absent:

Mitch Roob, City of Indianapolis-Marion County
Gilbert Holmes, City of Indianapolis-Marion County (sent
Bruce Behncke as proxy)

Others Present

Bruce Behncke, IndyGo (proxy for Gil Holmes)
Jerry Bridges, Madison County Council of Govts
Mark Fisher, Indianapolis Chamber of Commerce
Dwight Gauldin, MIBOR
Jim Haberek, City of Anderson CATS
Peter Heuer, City of Anderson CATS
Marya Jones Overby, CIRTA Legal Counsel
Bill Peeples, Johnson County
Dick Robertson, Boone County
Karyn Ryg, City of Carmel
Mike Dearing, MPO
Amy Inman, MPO
Philip Roth, MPO
Heather Stouder, MPO

Welcome and Introductions

Mike Dearing brought the meeting to order at 3:05 pm, and attendees introduced themselves.

Definition of Quorum

Marya Overby, in response to the CIRTA Board request for a legal opinion on the matter, distributed a memorandum summarizing her research on the definition of a quorum as it relates to the CIRTA Board.

In summary, *IC 36-9-3-9(a)* provides that a majority of the members appointed to the board constitutes a quorum for the meeting, and *IC 36-9-3-9(b)* provides that the board may act officially by an affirmative vote of a majority of those present at the meeting at which the action is taken.

Since the CIRTA Board currently has 9 appointed members, 5 of these 9 members would constitute a quorum at a meeting of the Board.

Christine Altman disagreed, arguing that the CIRTA Board should be comprised of 16 appointed members. Her opinion is that a majority of 16 members present at a meeting (a total of 9) would constitute a quorum.

Marya Overby noted that in provision c, the statute states that a vacancy in membership does not impair the right of a quorum to exercise all rights and duties of the board to act. The statute recognizes that at any given time, there might not be a full Board, and this is a Board that has to be constituted over time. Further, there is a provision for having the circuit court appoint members that fail to join the Board. The statute does not envision that the Board should be hamstrung by the lack of full membership. Restated that as counsel, her opinion is that the CIRTA Board may act completely by affirmative vote of the majority of those present at a meeting.

Christine Altman stated that her disagreement is that a quorum has to be present for an action, and that a quorum is 9 people on the CIRTA Board.

Larry Hesson concurred with Christine Altman that a quorum has to be present, and that a quorum is 9 of the 16 possible CIRTA Board members.

Marya Overby noted that there were 7 Board members and 1 proxy- a total of 8- present at the meeting.

Mike Dearing noted that Mitch Roob is the only appointed Board member not present or represented by a proxy.

Christine Altman argued that normally on a public board, one must be appointed to vote, rather than voting by proxy.

MINUTES

Marya Overby noted Resolution # 1, adopted by the CIRTA, which states that CIRTA Board members may send a proxy with written notice.

Christine Altman said that at the time the Resolution was passed, the CIRTA was a non-entity because of a lack of a quorum.

Joanne Sanders asked Christine Altman whether she agreed that if there were 9 members present, that the quorum would not be impacted by existing vacancies. Continued by noting that in most organizations, a quorum is defined as 51% of members, but may also be designated in organizational bylaws by a certain number. A quorum does not always have to be a majority of the members of the Board.

Christine Altman noted that she does not know what the CIRTA truly is as an organization. Asked if the CIRTA was a public entity, a non-profit organization, or a corporation.

Marya Overby suggested that it is clear that the CIRTA is not a non-profit. Problem may lie in poor language of the statute because it fails to define majority clearly.

Christine Altman restated her opinion that a quorum would be 9 for the CIRTA

Marya Overby noted that the statute states that the appointments to the Board as required by Ch. 5 must be made as soon as practical.

Christine Altman noted that those that have officially joined the CIRTA are the only entities that may appoint members. In order to have the right of appointment, an entity must make the supporting resolution to officially join the RTA.

Noted that even if this meeting does not have a quorum, nothing should preclude the existing members from meeting and discussion making consensus decisions and suggestions to MPO staff.

Discussion continued, but no agreement was reached regarding the definition of a quorum

Mike Dearing noted that the issue of the quorum might be solved in the near future as there are additional entities expected to join the RTA soon. Because of a lack of agreement regarding the quorum, the CIRTA Board cannot elect new interim officers today.

CIRTA Membership Update

Update on 2 new vacancies for Gubernatorial Nominees

Mike Dearing explained that since Curt Wiley and Bryan Nicol have resigned from the CIRTA Board, there are 2 vacancies for representation of the IRTC on the Board. These two appointees will be chosen by the Governor from a list of IRTC nominees, as designated in the statute. At the June 29th IRTC meeting, Dearing asked members to nominate people to hold these two positions by Friday, July 22nd. The current list of 16 nominees (*distributed to CIRTA Board members*) may either be sent directly to the Governor's office or pared down by the IRTC to a shorter list to be sent to the Governor.

Christine Altman suggested that since the 16 nominations have been made, it should be left to the Governor to decide. Any process to reduce the number of names on the list may be divisive.

Mike Dearing asked if CIRTA members agreed that it would be important to include a brief bio for each nominee within the list that is sent to the Governor

Joanne Sanders asked whether all nominees were aware that they had been nominated.

Mike Dearing said that he assumes that all nominees have been contacted by those who nominated them.

Christine Altman noted that David George was not on the list, even though she nominated him.

Mike Dearing answered that he was advised by Gary Huff (Fishers) that David George was not available to serve on the CIRTA Board, but that he would follow up with Gary Huff again to verify.

Bruce Behncke verified that the IndyGo nominees have been contacted, and said he would double check to verify this.

Mitch Ripley asked what if there is one nominee that he personally would not want on the Board?

Mike Dearing noted that that the names are originating from the IRTC and not the CIRTA. If the IRTC decides to send entire list to the Governor for consideration, the list will be sent with brief bios included. Noted that 8/31 in next IRTC Policy Committee meeting.

Christine Altman suggested that current members could voice opinions to Governor's office if necessary. Asked for the appropriate contact at the Governor's office.

MINUTES

Mike Dearing answered that he had been in touch with John Vanator, but is not sure what capacity he currently serves. Agreed to e-mail CIRTA Board members with Vanator's information. Also will remind nominators to send bio for their nominees to be included with list of names.

Jerry Bridges stressed the importance of having appointees on the CIRTA Board that would show up regularly at meetings, and also noted his preference that one of the two IRTC representatives be a non-Marion County resident. Added that he hopes non-Marion County residents are involved for a regional rather than local interests.

Mike Dearing noted that in his cover letter to the Governor's office, has would urge the Governor to appoint members that would show up consistently. Also, noted that membership within the RTA should act regionally and represent the region to the extent possible.

Christine Altman noted that she is less concerned with geographical representation, since the transit system may be built quickly to serve the entire region.

Mike Dearing concluded by saying that he would send list to Governor's office as soon as possible, after IRTC members provide bios of nominees. Plans to CC CIRTA Board members on correspondence to Governor's office.

Other membership updates

Dick Robertson shared that joining the CIRTA is on the agenda for Tuesday, August 9th in *Boone County*

Jerry Bridges noted that *Madison County* would hopefully be acting soon to join the CIRTA

Mike Dearing noted that Jeff Quyle, *Morgan County*, would be going to the Council this week to discuss joining the CIRTA

Chuck Fewell committed to make a contact in *Shelby County* and call Mike Dearing with an update.

Mike Dearing asked whether anyone on the board had been in contact with representatives from *Greenwood*, which must join the CIRTA in order for Carmel, Anderson, Fishers, and Greenwood to jointly appoint a new CIRTA Board member.

Christine Altman and **Mitch Ripley** noted that in their conversations with Ron Deer (Greenwood City Council) and Mayor Henderson, it sounded like Greenwood would be joining the CIRTA.

Joanne Sanders asked whether it was appropriate for the IRTC/Governor to appoint someone from a jurisdiction that has not yet joined the CIRTA to serve on the CIRTA Board.

Bill Peeples asked for confirmation that Greenwood needs to join in order for the 4 largest municipalities outside of Marion County to jointly appoint a member. Reminded the group about Plainfield's dissent regarding this issue.

Christine Altman said that the ordinance is not very clear on this issue. Suggested it was easiest to ask the City-County Council what the intent of the ordinance was with regard to the 4 largest municipalities outside Marion County.

Marya Overby noted that the City-County ordinance was essentially cut and pasted from the State statute. Feels that the statute is poorly written and sometimes contradictory. Circuit court would be the place to go for a legal interpretation of the statute.

Bill Peeples expressed frustration with the lack of ability for the CIRTA to take official action. One view of a quorum suggests that 5 members in attendance could take official action, while another view suggests that 9 must be present. Continued by noting that joining the RTA is a two-step process- a County forwards a resolution to the CIRTA, and the CIRTA accepts that new member. If we insist on waiting for a majority of the potential members, how can the CIRTA act on anything (including accepting new members)?

Joanne Sanders argued that the current CIRTA members do not sit in judgement of new appointees. Counties join the CIRTA, appoint new Board members, and the Board members are automatically accepted. Aside from the issue of a definition of quorum, the CIRTA Board is able to continue to grow as new entities join.

CIRTA Strategic Plan

Philip Roth distributed handouts to CIRTA Board members

Philip Roth and **Mike Dearing** reviewed the history of the CIRTA decision to hire a consultant to facilitate a strategic planning process before hiring an Executive Director.

- The MPO had previously budgeted \$80,000 in 2005 (and expects to allocate another \$80,000 in 2006) for an E.D. salary.

MINUTES

- The Board did not reach consensus on a decision to hire an E.D., but decided to allocate \$50,000 from the unused 2005 funds for a strategic plan.
- Since these are federal funds, a specific RFP process must be followed
- MPO staff checked with legal counsel and the CIRTA Board and determined that rather than sending out a brand new RFP, it would be fine to work with the list of 7 consultants that had responded in Feb. 2005 with proposals for a Strategic Plan for the MPO itself.
- MPO staff solicited proposals from these 7 firms for the CIRTA Strategic Plan, received scopes from 4 firms, and forwarded these to CIRTA Board members for review.

Continued by saying that all 4 firms were strong, and shared staff's assessment of strengths:

- **Cambridge Systematics**, a national transportation/transit consulting firm, has a great deal of experience with transit, and has worked in consultation with the Federal Government transit planning and funding programs. *"Beginning with the end in mind"*
- **Crowe Chizek**, a local accounting and strategic planning company, has experience with strategic planning geared toward duties of board evolving over time and developing short, mid, and long-term goals and priorities *"Put first things first"*
- **Engaging Solutions**, a local transportation planning and public relations company with experience with environmental justice, consensus-building. *"Seek first to understand, then be understood"*
- **HNTB**, a national design firm, has experience with local land use and transportation projects in area communities. *"Think win-win"*

Noted that Cambridge Systematics was chosen for the MPO strategic plan, but need not be selected for the CIRTA strategic plan. Noted that MPO staff hopes to have a decision on a particular firm today, based on the CIRTA Board's desire to have a Strategic Plan completed by the end of 2005.

Christine Altman asked how the delay in the transit study, because of the modeling, affects the need for a CIRTA strategic plan. Asked whether staff advised CIRTA to move forward now.

Mike Dearing noted that it would be helpful to have an Executive Director soon to guide the CIRTA. As the rapid transit study continues and financing options are explored, strategic planning and, ultimately, leadership are very important.

Jerry Bridges noted that it is important to make sure the E.D. is a consensus decision, and again brought up the fact that the \$80,000 salary without benefits is extremely low compared to similar entities elsewhere (cited \$140,000 salary in Columbus, Ohio).

Mike Dearing agreed, but reminded group that 1 scenario was to hire someone for first year or two, build clout, and then raise salary to be able to better compensate E.D. and possibly attract applicants with more experience.

Joanne Sanders asked if it would be possible to begin the strategic plan with the \$40-\$50,000, and carry over extra 2005 funds to add to the 2006 salary.

Mike Dearing and **Philip Roth** said that carrying over funds should be a possibility.

Philip Roth continued by noting 2 important timing considerations with regard to the CIRTA Strategic Plan:

- 1) The MPO begins its own strategic planning process this week with Cambridge Systematics. To what extent is there a benefit from the overlap with that process?
- 2) To what extent will the 2006 legislative session be useful to the CIRTA, and how might a completed strategic plan assist with the CIRTA Board's legislative agenda?

Christine Altman noted that the 2006 legislative session would be important, and noted the need to further explore getting out of the web of federal financing. Noted that she and others had considered the possibility of a 1% regional sales tax to fund a transit system, but had met with Senator Luke Kenley, who suggested not to explore sales tax. Noting that MPO staff had met with Senator Kenley on the morning of 8/1, asked if he gave any indication of where the legislature would stand on transit and transit funding.

Philip Roth said that in today's meeting, Kenley stressed the importance of moving from a study/analysis mode to a "sales" mode. This role is important, but inappropriate for the MPO, and needs to be a subset of people from the IRTC or CIRTA instead. Kenley does not feel that we're ready to talk to legislators until the CIRTA is better defined.

MINUTES

Mark Fisher noted that there must be a champion for this cause. It cannot be the MPO, and the E.D. of the CIRTAs cannot lobby due to restrictions because of the funding source. The Chamber of Commerce, MIBOR, and other entities can work hard to do the "sales" piece, champion transit in the region, and pursue funding from State.

Amy Inman added that Senator Kenley does not feel we're ready to get buy-in from legislators, but that he will be attending the Thursday 8/4 finance subcommittee meeting. The IRTC will still be the overseeing body for the transit plan until the LPA (Locally Preferred Alternative) is adopted into the Long Range Transportation Plan.

Christine Altman said it seems to make sense to get the strategic plan finished by the end of the year.

Amy Inman agreed, adding that the IRTC will still be overseeing body until a Locally Preferred Alternative is adopted in the Long Range Transportation Plan. Since the CIRTAs are not yet "in charge" of the study, having the strategic plan in place preceding the E.D. could provide more guidance to the E.D.

Christine Altman asked if the strategic plan would be a product geared toward marketing and sales.

Philip Roth The strategic plan was not scoped to answer, "How do we develop a marketing approach?" but instead to answer, "What is the CIRTAs all about, and what will its efforts be devoted to?" The role of the CIRTAs must first be firmly developed with consensus from Board. What are we marketing without a plan first?

Jerry Bridges suggested a 2-phase plan, perhaps involving state legislators in phase 2 to better understand the CIRTAs/transit and provide advocacy. Noted that elected officials *can* lobby, while others cannot.

Added that he was initially hoping the CIRTAs could have a 3-5 year commitment to the E.D. in order for the E.D. to last until implementation of the 1st major project. It is important to send a message of stability.

Mike Dearing noted that the low salary is the only reason a shorter term E.D. has been suggested.

Philip Roth said that he liked the 2-phase idea, but that he anticipated it might be difficult with "marketing materials" due to the fine line between marketing and lobbying. May be worth exploring different funding source for second phase.

Christine Altman said that she wants a "fact sheet" as a marketing tool.

Philip Roth suggested that many things on a fact sheet would require modeling to verify, and would need to wait until the model update is complete.

Christine Altman suggested that basic facts might be able to be included without modeling (minutes to travel downtown, etc.)

Philip Roth said that it might be possible, as long as it is scoped very carefully.

Jerry Bridges suggested that information such as the "life cycle costs" of a multilane highway vs. a rail line would be important to include, and would not necessarily require modeling.

Chuck Fewell suggested that the MPO can act as a resource material, and other bodies such as the Chamber of MIBOR can present the material as part of a marketing effort or legislative agenda.

Mark Fisher agreed, saying that public policy people can do the sales portion.

Dwight Gauldin added that MIBOR covers Central Indiana, and has many lobbyists on staff.

Philip Roth noted that as long as the Board understands the concerns of the MPO with regard to marketing/lobbying, he is satisfied.

Chuck Fewell added that the scope of the vision is very important. As someone with ties to the highway industry, he recognizes that we cannot pave everything, cannot build everything. Transit is a very important component of the vision.

Philip Roth suggested we focus on the strategic plan first, and package it later.

Christine Altman cautioned that we should not wait too long to market. IndyGo is struggling and needs momentum with the transit study/implementation to succeed.

Jerry Bridges suggested that if we can show dollar amounts, long-term gains from transit, "education fact sheets", that can buy influence regionally.

Philip Roth asked if it seemed reasonable to proceed with the selection of a consultant today for the strategic plan.

Mike Dearing added that if a consultant is chosen today, the scope could be slightly changed if necessary.

Christine Altman agreed, noting that she assumed the message that we need to be armed with more information was heard.

MINUTES

Jerry Bridges proposed that in order to move ahead quickly and attempt to have a strategic plan finalized by the end of 2005, the MPO staff should send a new revised scope to CIRT Board members to review, sign off on, and send to the chosen consultant.

Philip Roth said that that presumes that the Board can choose a consultant by consensus- opened discussion.

Christine Altman- As long as the consultant can do persuasion on top of technical process, it makes sense to go with Cambridge Systematics.

Larry Hesson noted that it depends on how much overlap there would be with the MPO strategic plan- sometimes it is not bad to have a different perspective.

Bruce Behncke supported HNTB, saying that it has a good track record with similar projects in other cities such as Houston, Phoenix, and Charlotte. We need a consultant that has been through this before.

Amy Inman added that Cambridge Systematics has worked extensively with RTAs elsewhere

Jerry Bridges suggested that we might need to bring representatives from other cities here to let people here see the spectrum of cities that have embraced transit.

Christine Altman noted that a national firm is important- someone that has seen many similar processes elsewhere.

Larry Hesson said his experience with HNTB with regard to the N/S corridor in Hendricks County has been positive.

Mitch Ripley cautioned that perhaps we want someone without a vested interest to lead the process. Experienced individuals should be invited to the table, but not be the driving force. It needs to be this body (the CIRT Board) rather than a particular firm guiding the plan.

Philip Roth noted that each firm had involved the Board extensively in their scopes, with proposed Board retreats, meetings, individual interviews, etc.

Larry Hesson said that if this group cannot provide the focus alone, may need firm to put plan together in recognizable form.

Philip Roth added that the importance of prior experience relates to the right questions asked, rather than answers provided. National experience in transit is important because firms know what questions to ask to formulate a strategic plan.

Joanne Sanders said she would support going forward with Cambridge Systematics, should the Board choose them by consensus.

Bruce Behncke agreed, on the condition that Cambridge Systematics has enough staff to do both strategic plans simultaneously and can bring in the elements discussed.

Chuck Fewell and **Christine Altman** agreed verbally.

Rapid Transit Study Update

Amy Inman shared that due to Federal Transit Authority advice, the decision on the locally preferred alternative must wait until the Indianapolis Travel Demand Model is updated to better estimate transit ridership. This update will be initiated very soon, and while the update is taking place, many other aspects of the study can continue.

It is anticipated that contracts with Schimpeler American will be closed following a Finance Subcommittee meeting Thurs, 8/4.

There has been a recommendation by members of the Finance Subcommittee to fund and implement an 84-mile regional transit system with only local funds. The cost of this recommendation is being analyzed in the context of both a 6-year and 18-year build-out of a regional system.

Meanwhile, Land Use study can continue, and local funds are needed to initiate it. The Land Use study will occur in 2 phases. Phase 1 will focus on an exploration of transit-supportive land use policies as well as conceptual design of station areas and transit corridors. Phase 2 will occur after the Locally Preferred Alternative is chosen, and will focus on detailed station area designs. Regardless of the funding source for a transit system, land use policies to support transit are critical to its success.

Philip Roth added that the FTA has been engaging in an analysis of best practices with regard to transit modeling. Several other communities that are even further along in the transit planning process- even in planning & engineering phases- are being asked to step back and make improvements to travel demand models.

Mike Dearing concluded the meeting, noting that he is happy to meet with new CIRT Board members at any time.

Meeting adjourned at 4:45pm

The next meeting has not been scheduled, but will likely occur in conjunction with a fall 2005 strategic planning session