



**Report of the Meeting  
of the  
Board of Trustees of the Utah Transit Authority (UTA)  
held at UTA FrontLines Headquarters located at  
669 West 200 South, Salt Lake City, Utah  
April 18, 2018**

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**Board Members Present:**

Greg Bell, Chair	Alex Cragun
Sherrie Hall Everett, Vice Chair	Karen Cronin
Jeff Acerson	Babs De Lay
Cort Ashton	Dannie McConkie
Gina Chamness	Toby Mileski
Necia Christensen	Bret Millburn

**Board Members Excused/Not in Attendance:** Jeff Hawker, Robert McKinley, Charles Henderson

Also attending were members of UTA staff, as well as interested citizens and media representatives.

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**Welcome and Call to Order.** Chair Bell welcomed attendees and called the meeting to order at 1:36 p.m. with ten voting board members present. The board and meeting attendees then recited the Pledge of Allegiance.

**Safety Minute.** Chair Bell yielded the floor to Dave Goeres, UTA Chief Safety, Security & Technology Officer, for a brief safety message.

**General Public Comment Period.** No public comments were provided.

**R2018-04-01: Resolution Granting Contract and Expenditure Authority.** Trustee Acerson explained that with the approval of Senate Bill 136, the board of trustees of a large public transit district, such as UTA, is required to review and approve any contract or expense exceeding \$200,000 or any proposed change order to an existing contract if the value of the change order exceeds 15%

of the total contract or brings the total contract to \$200,000 or more. “Emergency” is defined as “an urgent need for the goods or services if the Authority will sustain serious injury if the contract, expense, or change order is not approved immediately.”

Trustee Mileski had questions regarding the first article in the resolution allowing the President/CEO/Executive Director to approve contracts, expenses, and change orders having a value less than \$200,000 and if it would be appropriate to include the chair’s consent as well, for additional oversight. Trustee Millburn also asked if the Board could review on a monthly basis a financial report (ie: Treasurer’s report) for ratification and also if the request by Trustee Mileski could be added to the resolution verbiage. This would include a list of all checks issued for that month. Jerry Benson explained that the resolution before the Board today is aligned with the specific parameters of SB136 and is only an interim process to get the Authority through to their next regular meeting on May 23<sup>rd</sup>. At that time the Board of Trustees will have the opportunity to define more specifically the process for review from May 23<sup>rd</sup> until a full-time board is seated next fall. The comments being provided today will be incorporated into the discussion of the Finance & Audit Committee as they develop a recommendation. Mr. Benson reiterated that today’s resolution is intended to address key disbursements between now and May 23, 2018. He also provided additional information regarding what would entail an emergency expenditure (ie: rare cases of train derailment, major accidents, weather events, etc.). Mr. Benson provided information regarding a former emergency of less than \$200,000 when a Trax train derailed at the Vivint Arena. Another example was presented of a windstorm in Farmington several years ago which incurred invoices in excess of \$1,000,000 over a period of time to get 100% back up and operational.

Trustee Acerson asked that all trustees bring forth any comments or suggestions prior to their next Finance and Audit Committee meeting on May 9<sup>th</sup>.

**Public Comment.** No public comment was given.

**Board Action.** A motion to approve resolution R2018-04-01 was made by Trustee Acerson and seconded by Trustee Chamness. The motion carried by unanimous consent.

**R2018-04-02: Resolution Continuity of Legal Services.** Kim Ulibarri, Chief People Officer,

Kim Ulibarri presented this item to the Board, requesting an exception to Executive Limitations Policy 2.1.5 and Corporate Policy 1.1.7, allowing the Authority to ensure continuity of legal services by allowing attorneys who separate from UTA in the future to continue working on UTA matters on an as-needed contract basis, as determined by UTA. Ms. Ulibarri explained that the Agency is in ongoing discussions with the Attorney General’s office to develop a transition plan, including the shared goal of continuity of legal services until such time as a transition can effectively take place. Although the AG’s office is aware of the Agency’s efforts to retain counsel, Ms. Ulibarri clearly stated that the Attorney General’s office is not driving this request.

Trustee Millburn asked what kind of circumstance would require contracting with former agency counsel and expressed concern about the potential scope of this work. Chair Bell explained that there are several of the UTA attorneys which we know will be leaving prior to July 2019. Because we are still working on a transition plan with the Attorney General to prepare for a definitive transition date, this resolution helps ensure UTA's ability to have both the continuity and specialized expertise of legal counsel during this transition. Examples were offered of the potential of losing specialized counsel during the litigation process. Any contracting must fit within our current budget approved by the board.

Mr. Blakesley explained that they had meetings with the AG's office to discuss when the AG's office assumes responsibility for the Authority. There is a bridge in legal services between now and when the transition of legal representation takes effect. He added that he'd anticipate any decision to procure legal services would be reviewed by the party overseeing legal representation. The discussion clarified that the intent of this resolution is simply to not leave UTA exposed on legal matters during this period of transition.

Trustee Walker expressed his opinion that this resolution/proposal should not be coming from the Authority, but rather from the Attorney General's office as a written agreement. Trustee DeLay opined that it would be helpful to have someone from the Attorney General's office attending our board meetings. It was noted that SB136 provides for the Agency and Attorney General's Office to develop a transition plan by November 30, 2018.

**Public Comment.** The Chair opened the floor for Public Comment and no comment was given.

**Board Action.** A motion to approve resolution R2018-04-02 as presented was made by Trustee Hall Everett along with an invitation for the Attorney General's office to address anything they would like to have changed by initiating that discussion for review at our next board meeting. The motion was seconded by Trustee Chamness. The motion carried by majority consent with two nay votes by Trustee Walker and Trustee Millburn.

**Closed Session.** Chair Bell indicated there was a matter to be discussed in closed session relative to the character, professional competence, physical, or mental health of an individual. A motion to move into closed session was made by Trustee Cragun and seconded by Trustee Walker. The motion carried by unanimous consent and the board moved into closed session at 2:19 p.m.

Trustee Chamness left the meeting at 3:00 p.m., during the closed session.

**Open Session.** A motion to return to open session was made by Trustee Millburn and seconded by Trustee Christensen. The motion carried by unanimous consent and the board returned to open session at 3:26 p.m.

Trustee Chamness joined the meeting via conference call at 3:30 p.m.

**Action Taken Regarding Matters Discussed in Closed Session:**

**R2018-04-03 Regarding Jerry Benson's Employment as President, CEO, and General Manager.** Chair Bell presented the resolution and discussed the new structure of the Authority with the changes of SB136. With the elimination of the roles of President, CEO, and General Manager the Chair made a recommendation to terminate Jerry Benson effective May 7, 2018 as outlined in the Resolution and not for cause. The Board will be looking for an Interim Executive Director to provide leadership until the new board can hire an Executive Director of their own choosing. Mr. Benson agreed to waive Article III Section 3B of the Agency's Bylaws and allow the Board to make their final decision on his termination at today's meeting.

**Public Comment.** The Chair opened the floor for Public Comment and no comment was given.

**Board Action:** A motion was made by Trustee Christensen seconded by Trustee Hall Everett. Motion carried by unanimous consent.

**Other Business.**

**Next Board Meeting.** Chair Bell stated the next board meeting would be on May 23, 2018, at 1:30 p.m.

**Adjournment.** The meeting was adjourned at 3:35 p.m. by motion.

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*This document is not intended to serve as a full transcript as additional discussion may have taken place; please refer to the meeting materials, audio, or video located at <https://www.utah.gov/pmn/sitemap/notice/454675.html> for entire content.*

*This document along with the digital recording constitute the official minutes of this meeting.*