



**Minutes of Regular Board Meeting**  
**Wednesday, September 21, 2022 – 8:30 a.m.**  
**Location: 303 S. 2<sup>nd</sup> Ave, Suite A, Okanogan, WA**

<https://us06web.zoom.us/j/94229007551?pwd=MGJjQlNTbHk2OGJRbzVRMWWVHR0VkOT09>

**Or by phone: (253) 215 8782; Meeting ID: 942 2900 7551 / Passcode: 893096**

**Attendees:**

Cindy Gagne, Mayor, City of Omak (Chairperson)  
\*Andy Hover, Commissioner, Okanogan County (Vice-Chairman)  
Wayne Turner, Mayor, City of Okanogan  
Kelly Hook, Mayor, City of Pateros  
Jon Neal, Mayor, City of Oroville (joined at 8:39 a.m.)  
Aaron Studen, Council Member, Town of Twisp (joined at 8:49 a.m.)  
Sally Ranzau, Mayor, Town of Winthrop

**Staff:**

\*Brent Timm, General Manager (GM)  
Jackie Gleason, Finance/HR Director  
Paula Brantner-Thomas, Clerk of the Board

**Guests:**

\*Jennifer Fitzthum, Director, OCTN  
Bill Nearents, Driver Supervisor, OCTN  
Shareen Corlett, Treasurer, Clark Nuber (joined at 8:58 a.m.)

**Absent:** Scott DeTro, Attorney; Tim Rieb, Council Member, City of Brewster; Alisa Weddle, Council Member, City of Tonasket

\*These attendees attended in-person

**Call to Order and Introductions**

Chairperson Cindy Gagne called the meeting to order at 8:32 a.m.; everyone was welcomed.

**Approval of Consent Agenda**

**Motion:**

Board Member Wayne Turner moved to approve the Consent Agenda as presented. The motion was seconded by Board Member Sally Ranzau.



- Agenda
- Minutes from August 17, 2022, Public Hearing and Regular Meeting

**Additions/Changes:**

Clerk of the Board Paula Brantner-Thomas noted the following additions/changes to the agenda:

Agenda item #4 –

- **Action:** Resolution #2022-24 – A Resolution of the Okanogan County Transit Authority Adopting a Sole Source Acquisition Policy
- **Action:** Approval of OCTA Sole Source Justification Form, dated September 7, 2022
- **Action:** Resolution #2022-25 - A Resolution of the Okanogan County Transit Authority Board of Directors Approving the Order and Purchase of Certain New Transit Vans for Use by the Okanogan County Transit Authority
- **Action:** Resolution #2022-26 – A Resolution of the Okanogan County Transit Authority Board of Directors Approving and Adopting the Okanogan County Transit Authority Transit Asset Management Plan 2022-2026
- **Action:** (Strike from Agenda) - Rural Mobility Grant Contract – Resolution #2022-xx

Agenda item #5 –

- **Action:** Resolution #2022-27 – A Resolution of the Okanogan County Transit Authority Amending the Budget for the Fiscal and Calendar Year of 2022

**Motion:**

Board Member Turner moved to include the reported additions/changes. The motion was seconded by Board Member Ranzau.

Chairperson Gagne called for the vote twice, including the first motion; the motions passed unanimously.

**Public Comment:**

There was no public comment at this time.



**Old Business**

**Action: Zero-Emissions Fleet Transition Plan-WSDOT Grant Contract - Resolution #2022-23 - A Resolution of the Okanogan County Transit Authority Approving the Green Transportation Planning Grant Agreement with Washington State Department of Transportation and Authorizing the Chairperson to Execute such Agreement on behalf of the Okanogan County Transit Authority.**

**Motion:**

Commissioner/Vice-Chair Andy Hover moved to approve Resolution #2022-23 as presented. The motion was seconded by Board Member Ranzau.

GM Brent Timm reminded the Board that TranGO received Zero-Emissions grants totaling \$100,000 with \$80,000 coming from WSDOT, and agency matching funds of \$20,000. This will be used for a feasibility study and the contract confirms we accept the funds.

Chairperson Gagne called for the vote; the motion passed unanimously.

**Action: Approval of Request for Qualifications (RFQ) for Zero-Emissions Fleet Transition Plan**

**Motion:**

Commissioner/Vice-Chair Hover moved to approve the RFQ for Zero-Emissions Fleet Transition Plan as presented. The motion was seconded by Board Member Kelly Hook.

GM Timm stated the RFQ is needed to complete the Zero-Emissions Fleet Transition Plan, which will need to include electrical usage and a possible hydrogen station. It was reviewed by Okanogan's local PUD manager and engineers and was then submitted to WSDOT to make sure it met their plan requirements. WSDOT stated they loved the plan and would like to allow other organizations to use it.

Chairperson Gagne called for the vote; the motion passed unanimously.

**Action: Resolution #2022-24 – A Resolution of the Okanogan County Transit Authority Adopting a Sole Source Acquisition Policy**

**Motion:**

Commissioner/Vice-Chair Hover moved to approve Resolution #2022-24 as presented. The motion was seconded by Board Member Ranzau.



GM Timm informed the Board a Sole Source Acquisition Policy must be approved which is needed for the purchase of buses. Due to the current market and lack of available vehicles, they were not able to go through the regular procurement process, so a Sole Source Acquisition Policy must be used. The policy states the agency can use one source, instead of having to go out for bid, and must be adopted prior to the purchase of specific buses.

Commissioner/Vice-Chair Hover suggested the policy include verbiage “the Sole Source Justification form will be reviewed by the agency’s attorney prior to submission to the Board” and include an attorney’s signature block on the Sole Source Justification form. He explained that with the County, each department head fills out a justification form and submits it to their attorney, who then reviews the RCWs to make sure it is a sole source. This protects all involved from liability. The Board agreed to add the verbiage.

**Amended Motion:**

Commissioner/Vice-Chair Hover moved to amend the policy to include verbiage that states the Sole Source Justification Form needs to be reviewed by the agency’s attorney prior to submission to the Board and include an attorney’s signature block on the Sole Source Justification form. The motion was seconded by Board Member Ranzau.

Chairperson Gagne called for the vote; the motion passed unanimously.

**Action: Approval of OCTA Sole Source Justification Form, dated September 7, 2022**

**Motion:**

Commissioner/Vice-Chair Hover moved to approve the OCTA Sole Source Justification Form, dated September 7, 2022, after subsequent review by the agency’s attorney. The motion was seconded by Board Member Jon Neal.

Chairperson Gagne called for the vote; the motion passed unanimously.

Commissioner/Vice-Chair Hover stated the form looked good, as long as it had an attorney signature. GM Timm stated he would have Attorney DeTro review and sign the form.

**Action: Resolution #2022-25 - A Resolution of the Okanogan County Transit Authority Board of Directors Approving the Order and Purchase of Certain New Transit Vans for Use by the Okanogan County Transit Authority**

**Motion:**

Commissioner/Vice-Chair Hover moved to approve Resolution #2022-25 as presented. The motion was seconded by Board Member Hook.



GM Timm reported he emailed the Board regarding 9-passenger buses he has spoken for and would like to purchase but needs final approval from the Board. Due to unprecedented times and an unprecedented market, he had to go sole source as these are the only buses available. These buses are more economical, can be used for marketing recreation and/or expansion on smaller routes where they haven't been able to provide service.

**Amended Motion:**

Commissioner/Vice-Chair Hover moved to approve the original motion, pending the attorney's review of the Sole Source Justification Form. The motion was seconded by Board Member Hook.

Chairperson Gagne called for the vote; the motion passed unanimously.

**Action: Resolution #2022-26 – A Resolution of the Okanogan County Transit Authority Board of Directors Approving and Adopting the Okanogan County Transit Authority Transit Asset Management (TAM) Plan 2022-2026**

**Motion:**

Board Member Hook moved to approve Resolution #2022-26 as presented. The motion was seconded by Board Member Aaron Studen.

Chairperson Gagne called for the vote; the motion passed unanimously.

Regarding the Rural Mobility Grant Contract, which was stricken from this month's agenda, GM Timm reported he was still waiting to receive the contract from WSDOT, which he expects to receive any time and be on next month's agenda. This contract will switch grant funds received for buses that were ordered, but not received, from a capital grant to an operations grant to secure the funds.

**New Business**

**Action: Resolution #2022-27 – A Resolution of the Okanogan County Transit Authority Amending the Budget for the Fiscal and Calendar Year of 2022**

**Motion:**

Board Member Ranzau moved to approve Resolution #2022-27 as presented. The motion was seconded by Board Member Neal.

Finance/HR Director Jackie Gleason apologized for not providing this information prior to the meeting. She reported she and the Finance Committee met to review the proposed amendments to



the 2022 Budget, some of which had not been anticipated or thought of when preparing the budget. The Committee approved presenting the changes to the Board at the September meeting.

She presented the proposed changes, which included the addition of the state audit expenditures. Commissioner/Vice-Chair Hover suggested not to split the audit costs between Administrative and Operations, but only list under the Administrative section. Board Member Studen agreed stating this will help prevent oversight in either section.

Chairperson Gagne called for the vote; the motion passed unanimously.

**Discussion: CLA August 25, 2022, Billing Invoice and Billing Summary Spreadsheet**

GM Timm informed the Board that TranGo received a bill from CLA on August 8, 2022, totaling \$29,381.61 and a second bill on September 9, 2022, totaling \$12,812.55. He asked CLA for a detailed billing report, which they did provide, but it was apparent they were double billing for work performed and/or charging for deliverables we had not received, etc. He reviewed some of the discrepancies with the Board and asked if they agreed to dispute some of these charges.

The consensus of the Board was to dispute these charges. They requested GM Timm meet with Attorney DeTro to draft a letter to CLA from the Board of Directors and possibly report CLA to the Better Business Bureau.

**Motion:**

Commissioner/Vice-Chair Hover moved to authorize the Chair to sign a drafted letter from the Board of Directors to dispute CLA charges. The motion was seconded by Board Member Hook.

Finance/HR Gleason informed the Board that regarding cash basis accounting, 2022 is a mess, and CLA didn't follow the chart of accounts in addition to several other issues. GM Timm stated they also recently learned from the State Auditor's Office (SAO) that CLA changed the 2019 Financials and didn't submit the changes to the SAO or to TranGO.

It was mentioned to possibly have a phone conversation with CLA's principal office in Yakima to discuss the billing to see if it can be negotiated. GM Timm stated he had no problem in attempting another phone call to CLA.

Chairperson Gagne stated it is important to speak with Attorney DeTro as there was a written agreement with CLA, which they did not follow. GM Timm thanked the Board for their guidance.

Chairperson Gagne called for the vote; the motion passed unanimously.



## **Committee Reports**

### **Finance Committee:**

Nothing to report currently

### **Facilities Committee:**

Nothing to report currently.

### **Personnel Committee:**

Commissioner/Vice-Chair Hover reported he and Finance/HR Gleason have been discussing her new employment contract, which has not yet been signed. He stated there are a few relevant and valid points to discuss.

Regarding contract employees, he believed their salary should be fixed, however believes a COLA increase should be agency wide, even for contract employees. He stated a wage increase was also up for discussion as per her contract, she is eligible for an increase every 3 years, however she had requested a wage increase in her second and third years.

Chairperson Gagne asked if this position, as a salaried position, should be on the salary matrix or not. Commissioner/Vice-Chair Hover stated he hadn't realized the Operations Manager position is paid more than the Finance/HR Director position and it isn't contracted. He posed the possibility of the Finance/HR Director position being on the salary matrix, reporting to the GM and not to the Board, and only have the GM position as a contracted position. Chairperson Gagne stated she would personally have no issue with the GM having an executive level team. The Board discussed exempt vs. non-exempt employee requirements.

Board Member Studen asked for clarification of the current Finance/HR Director position. Commissioner/Vice-Chair stated the position is currently a contracted, non-exempt position which reports directly to the Board. Finance/HR Gleason has asked for a salary increase of 4% each year, over the next 3 years. Her most recent contract expired September 1, 2022 and can be modified at any time if need be.

The Board agreed to do away with the contract for the Finance/HR Director position, revert to a regular non-exempt position within the agency and use the step salary matrix. In addition, this position would no longer report to the Board, but would report to the General Manager.

Commissioner/Vice-Chair stated he will work with Attorney DeTro regarding this change and report back to the Board. Once this is finalized, her correct salary can be paid retroactively to September 1, 2022.





**Planning Committee:**

Nothing to report currently.

**Executive Committee:**

Nothing to report currently.

**General Manager's Report:**

General Manager Timm reported on the following:

- Tyler Tech - He and Finance/HR Gleason have been in training the past 2 days with Tyler Tech. They will have more training in 10 days.
- Accounting - He is excited to have Clark Nuber on board. The changeover has gone well so far with only a few small issues to work out. He is unsure what the audit outcome will be due to all the issues with CLA.
- Bus Needs – The original 2021 order of 5 buses was cancelled by Ford due to an increase in price, but he would like Board approval to remain on the waiting list and accept the new pricing. He stated there is still a need for these additional 5 buses and due to supply chain issues, it will take at least 2 more years to receive them. There is already a purchase agreement in place, so they just need to accept the new price. Commissioner/Vice-Chair Hover requested that GM Timm provide budget and replacement fund information at next month's Board meeting.

He had nothing further to report other than what was provided in his written Board Report.

**Operations Manager Report:**

Operations Manager Mike Foth was not present for this meeting but provided a written Board Report.

Chairperson Gagne stated she appreciated having the benches now. She also questioned about the Tonasket Park-n-Ride article that was in the newspaper. GM Timm explained there have been misconceptions with the design and he is working with Tonasket Board Member Alisa Weddle on the issue. He hopes to have more information for the Board at next month's meeting.

**Finance/HR Director's Report**

Finance/HR Director Gleason reported on the following:






- Hiring – A driver, Sandra Taylor, was hired for the open Twisp position. There are still 2 vacant full-time positions. Ray Shapley, a retired employee, is willing to work on-call.
- Tyler Tech – work/training is progressing with them.
- Investments – She received a letter from CLA Wealth Advisors confirming TranGO can continue with investments as is, even though the accounting contract was cancelled. She plans to meet with the Finance Committee in the near future to discuss other investment options.
- Clark Nuber accounting is going well.
- State Audit – she has provided all the information they need.
- A UEI number has been obtained, which was needed for receipt of ARPA funds. She was informed TranGo will not lose any funding even though there was a delay in obtaining that number.
- Accounts Payable (AP) - Currently AP is submitted weekly and payroll is biweekly. She would like them to coincide and submit AP biweekly also. The Board had no objections.
- Voucher Certifications (V-Certs) – Currently the V-Certs run from meeting to meeting, but she would like it to run monthly and submit a complete check register for the entire month at each meeting. The Board had no objections.

Chairperson Gagne left the meeting at 10:04 a.m.

**Adjourn:**

There being no further business to come before the Board, Commissioner/Vice-Chair Hover adjourned the meeting at 10:06 a.m.

**APPROVED:**

  
\_\_\_\_\_  
Chairperson or Acting Chair

  
\_\_\_\_\_  
Brent Timm, General Manager

**ATTEST:**

  
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Paula Brantner-Thomas, Clerk of the Board