

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF
THE SOUTH SHORE TRANSPORTATION MANAGEMENT ASSOCIATION**

March 20, 2020

TIME AND PLACE OF MEETING

A regular meeting of the Board of Directors (the “**Board**”) of the South Shore Transportation Management Association, a Nevada nonprofit corporation (“**SS/TMA**”) was held VIRTUALLY VIA CONFERENCE CALL on the date set forth above at 8:30 a.m., local time, pursuant to a meeting notice duly given to all of the members of the Board in accordance with Section 4.10 of the Bylaws of the Corporation (the “**Bylaws**”).

ATTACHMENTS

- Minutes of the SS/TMA Board of Directors Meeting of February 21, 2020
- Existing SS/TMA Consulting Services Agreement with the Tahoe Regional Planning Agency (TRPA/TMPO) and the most recent SS/TMA Summary of Activities and Accomplishments as annually required by the Agreement.

QUORUM AND CALL TO ORDER

1. Welcome and Introductions

Board Chair Mr. Teshara called the meeting to order. Based on the number of directors in attendance at the meeting, identified via rollcall, it was determined that a quorum was present and that the meeting could proceed.

The following Directors were present at the meeting, via conference call:

Ryan Smith
Jerry Bindel
Steve Teshara
Gavin Feiger
Darcie Goodman Collins, Ph.D.
Frank Gerdeman
Ami Chilton
Carol Chaplin

The following Directors were not present:

Chris Proctor
Mike Bradford

The following guests were present at the meeting:

None

Marissa C. Fox, Esq., from Feldman Thiel, LLP, was present as legal counsel for SS/TMA.

2. Adoption of Minutes – Meeting of February 21, 2020 (Open Session and Closed Session)

Mr. Feiger stated that there was miscommunication surrounding the preparation of the minutes and executive officer roles this month, asked that the process for distributing minutes and developing agendas be agenzized for the next available board meeting, or the strategic planning session.

Adoption of minutes moved by Mr. Smith, seconded by Ms. Chaplin, approved 7-0, with abstention by Mr. Feiger.

Ms. Collins clarifies that the City funding request needs to be on the agenda. Mr. Teshara asks Ms. Fox if it can be part of Item 3 - as discussion but not taking action. Ms. Fox states that it is at the direction of the Chair.

3. Direction and timing of SS/TMA activities and strategic planning efforts given Covid-19 pandemic

COVID-19 Discussion

The Board discussed the rapidly changing situation, the balance between trying to keep our meetings and efforts moving forward while being flexible and recognizing that there may be more pressing issues for our Directors and our community.

Board direction, understanding things could change any time, was to keep our regularly scheduled meetings, work on objectives online and maintain flexibility. Objectives include helping TTD communicate status with the public, provide input on TTD's proposed changes under COVID, strategic planning and City funding.

Strategic Planning Discussion

Ms. Collins expressed interest in keeping this effort moving forward and offered to find or draft a template and circulate it. Mr. Teshara noted that it may be difficult to find a facilitator at this time.

City Funding Request and Draft Agreement

Mr. Teshara began this conversation outlining some concerns about the draft Funding Agreement, such as having open meetings, the level of insurance, indemnification, and City representation on the SS-TMA.

The board discussion centered on whether or not they can negotiate some aspects, if they should try to find funding somewhere else, if they should complete strategic planning before deciding and whether this would be a priority or money would even still be available based on what happens with the COVID.

Mr. Feiger provided some additional background on when and why the funding request was submitted to the City and other jurisdictions and encouraged everyone to read both the funding request and the draft funding agreement in detail. Mr. Feiger also reminded the board that this would be annual funding, depending on outcomes from the first year.

The board agreed that Mr. Teshara and Ms. Collins should approach City Council members (Mr. Middlebrook, then Mr. Bass and Ms. Wallace) and the City attorney to ask if the funds are still available, timing, and possibility to negotiate. They will bring it back to the board next month.

SS-TMA's existing consulting services agreement with TRPA and accomplishments

Mr. Teshara explained that he provided this so everyone knows we have an existing agreement and as an example of the types of reports we must file and insurance requirements. SS-TMA has one more year under this agreement and Mr. Teshara wants to continue with this agreement to support ongoing TMA responsibilities.

Other board member updates

Mr. Gerdeman tentatively offered to provide ~~LTCC-ADVANCE~~'s service for virtual meetings with video for future SS-TMA meetings.

Mr. Teshara requested that if a board member would like to contact our pro bono counsel (Ms. Fox), that you please go through him.

Mr. Smith reported that TTD is looking at reducing routes in response to CIVOD-related ridership declines and sent out a questionnaire. Mr. Smith will forward the survey to the board and we can consider sending route change recommendations to TTD from the SS-TMA.

The next regular meeting is scheduled for April 17th, and the board can call special meetings if needed.

4. Adjournment

There being no further business to come before the Board, Chair Teshara adjourned the meeting at 9:19 a.m.