

**AGENDA**  
**INTERCITY TRANSIT AUTHORITY**  
**Wednesday, May 20, 2020**  
**5:30 P.M.**

In order to comply with the Governor's guidance to "Stay Home and Stay Healthy" and in keeping with the Governor's Proclamation [20-28.2](#) Open Public Meetings Act and Public Records Act, participation in this meeting will be through remote access only.

**You can join by dialing using your phone.**

United States: +1 (312) 757-3121 / Access Code: 530-103-805

**CALL TO ORDER**

1) **APPROVAL OF AGENDA** **1 min.**

2) **PUBLIC COMMENT**

*Although in-person attendance is currently not available, public comment may be submitted by email to [pmessmer@intercitytransit.com](mailto:pmessmer@intercitytransit.com). The commenting period will close at 12:00 p.m. on May 20, 2020.*

*Comments will be provided to the Authority electronically prior to the meeting. Comments will not be addressed during the meeting; however, comments received will be added to the official record.*

3) **NEW BUSINESS**

A. **Public Hearings During COVID-19 Emergency** (*Jeff Myers*) **15 min.**

B. **ITA By-Law Amendment** (*Jeff Myers*) **15 min.**

C. **COVID-19 Emergency Declaration and Service Level Discussion** **30 min.**  
(*Jeff Myers and Ann Freeman-Manzanas*)

4) **COMMITTEE REPORTS**

A. **Transportation Policy Board (May 13)** (*Don Melnick*) **3 min.**

5) **GENERAL MANAGER'S REPORT** **10 min.**

6) **AUTHORITY ISSUES** **10 min.**

**ADJOURNMENT**

*Intercity Transit ensures no person is excluded from participation in, or denied the benefits of its services on the basis of race, color, or national origin consistent with requirements of Title VI of the Civil Rights Act of 1964 and Federal Transit Administration guidance in Circular 4702.1B.*

*For questions, or to file a complaint, contact Intercity Transit customer service at 360-786-1881 or by email to [TitleVI@intercitytransit.com](mailto:TitleVI@intercitytransit.com).*

*If you need special accommodations to participate in this meeting, please call us at (360) 705-5860 three days prior to the meeting. For TDD users, please use the state's toll-free relay service, 711 and ask the operator to dial (360) 705-5860.*

INTERCITY TRANSIT AUTHORITY  
AGENDA ITEM NO. 3-A  
MEETING DATE: May 20, 2020

**FOR:** Intercity Transit Authority  
**FROM:** Jeffrey S. Myers, Legal Counsel, 360.754.3480  
**SUBJECT:** Public Hearings During COVID-19 Emergency

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- 1) **The Issue:** How should Intercity Transit conduct public hearings required to proceed with Transit business during the COVID-19 emergency?
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- 2) **Recommended Action:** Information purposes. No action required.
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- 3) **Policy Analysis:** This discussion concerns how Intercity Transit can plan for conducting public hearings scheduled for June 3, 2020, in the event that Proclamation 20-28 concerning the Open Public Meetings Act is either extended or expires.
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- 4) **Background:** In considering actions that require public hearings, the Authority has inquired how public hearings should be conducted during the COVID-19 emergency. The requirements differ during the time that Proclamation 20-28 is in effect, which suspends portions of the Open Public Meetings Act and which prohibits agencies from holding in-person meetings unless the meetings provide an option for the public to attend at a minimum through telephonic access and may also include an option for other electronic, internet or means of remote access that provide the ability of all persons attending the meeting to hear each other at the same time.

In providing for public hearings, the purpose of such hearings is to allow comment by the public on issues of concern after being provided notice and an opportunity to be heard. Such a process generally allows consideration of public comments submitted in writing or orally.

**Hearings while Proclamation 20-28 is in effect:**

Under Proclamation 20-28, a public hearing could be held at the type of remote meeting required by the Governor by allowing the public to call or obtain remote access through electronic means so long as the all attendees could hear each other at the same time and the public attendees could orally communicate their comments to the Authority. This could be accomplished by allowing the public to access the meeting on a telephone conference line or access via virtual meeting software, such as GoToMeeting, Zoom, WebEx or other web-based meeting platforms. Such software is specifically contemplated by Proclamation 20-28. Under the proclamation, it will not be a violation of the OPMA for an agency to require the public to use a conference call-in or remote access login number or to comply with other similar conditions of remote attendance during the time the proclamation is in effect.

**Hearings after expiration of Proclamation 20-28:**

After the expiration of Proclamation 20-28, which currently is in force through May 31, 2020, the agency would be required to have a physical location where the public could attend public meetings. Intercity Transit's By-Laws and the Open Public Meetings Act allow attendance at meetings provided the public has the ability to listen and attend in

real time. If such access is provided through telephonic or remote access to the meeting, there is no violation of the Open Public Meetings Act. See 2017 AGO No. 4.

The Attorney General's Opinion in 2017, 2017 AGO No. 4, stated that under the OPMA, an agency could lawfully conduct its regular meetings by properly-noticed telephone conference call if the conference call is broadcast over a speakerphone or similar technology at a set location where the public can attend and listen to the proceedings without difficulty, and that technology permits the public to testify.

The Attorney General's guidance on the OPMA agrees that public hearings can be conducted in this fashion, provided all attendees can hear each other during the proceedings. The AG's Guidance document states:

*While the OPMA does not require public comment (see Question # 5), if the agency permits oral public comment at a meeting for other reasons, its remote participation arrangement will also need to have a means for each member of the public who is speaking to hear each other, not just to hear the members of the governing body who are speaking.*

Thus, those attending in person, those calling in or accessing the meeting remotely must be able to hear the comments of other participants. This can be accomplished if those attending in person are given remote access to the meeting via remote software provided for commenters. This would require a computer remotely connected to each of the Authority members and a platform by which other members of the public could join in, allowing all persons to hear the proceedings.

If a remote access is provided at Intercity Transit's offices in such a manner, each person physically attending could make their comments to the Authority in turn by coming to the podium designated for this purpose, where they would be captured by webcam and remotely connected to the Authority members attending remotely. The comments would be able to be heard by all attending the remote meeting via conference call or remote meeting software. I also recommend that it be shown on a screen at Intercity Transit's offices so that members of the public could observe when not speaking.

Such a public hearing should take precautions to safeguard public health. Social distancing of all persons at the meeting should be required. Commenters should not touch the computer station while providing their remarks. If they do, the station should be sanitized prior to use by additional commenters. The public should be encouraged to wear face masks while attending the meeting.

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5) **Alternatives:** N/A.

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6) **Budget Notes:** None.

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7) **Goal Reference:** N/A.

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8) **References:** N/A.

**INTERCITY TRANSIT AUTHORITY**  
**AGENDA ITEM NO. 3-B**  
**MEETING DATE: May 20, 2020**

**FOR:** Intercity Transit Authority

**FROM:** Jeffrey S. Myers, ITA Legal Counsel, 360.754.3480

**SUBJECT:** Amendment to ITA By-Laws

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1) **The Issue:** Whether to amend the By-Laws to facilitate remote attendance at Board meetings and provide for public participation at such meetings by remote means.

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2) **Recommended Action:** Adopt Resolution 03-2020 to amend Section 5.14 of the By-laws to provide for the conduct of remotely attended meetings and public participation at meetings and hearings conducted by remote means.

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3) **Policy Analysis:** The COVID-19 emergency has forced agencies to hold meetings by remote means to protect the health of members and the public from potential transmission at physical meetings of the Authority. The Governor issued Proclamation 20-28, which has been extended by Proclamations 20-28.1 and 20-28.2 to be effective through at least May 31, 2020.

These amendments assure the Authority can continue to act in the best interests of the public, including during the emergency suspension of the Open Public Meetings Act (OPMA) provisions, which provide for physical gatherings of the governing body of agencies. These amendments also provide for public attendance via similar remote means and allow participation in public hearings by remote means.

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4) **Background:** This amendment responds to Proclamation 20-28 in which the Governor suspended provisions of the OPMA and prohibited meetings unless conducted by telephonic or other remote means. The Governor's proclamation required that any meeting conducted by a governing body during the effective period of the proclamation would provide, at a minimum, for the ability of all persons attending the meeting to hear each other at the same time.

In January 2015, Intercity Transit adopted Section 5.14 of the By-Laws which permits members to attend meetings remotely. The By-Laws provide that if the Chair or Vice Chair attend meetings concurrently by remote means, they cannot

preside over the meeting, but the next most senior member of the Authority would preside over the meeting as acting Chair.

Section 5.14 makes no provisions concerning how the public would participate in remotely conducted meetings or hearings.

Article X of the By-Laws permits amendment of the By-Laws by a majority vote of the voting members at any regular or special meeting of the Authority if copies of the proposed revisions or amendments have been made available to each Authority member as part of the agenda of the meeting at which proposed revisions or amendments are to be acted upon. Amendments are required to be adopted by resolution.

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- 5) **Alternatives:**
- a. Adopt Resolution 03-2020 Amending the Intercity Transit Authority Bylaws.
  - b. Take no action.
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- 6) **Budget Notes:** N/A.
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- 7) **Goal Reference:** The governing board oversees all goals of the organization.
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- 8) **References:** Draft Bylaws; Resolution 03-2020 Amending the Intercity Transit Authority Bylaws.

**INTERCITY TRANSIT  
RESOLUTION 03-2020  
AMENDING THE INTERCITY TRANSIT AUTHORITY BYLAWS  
REMOTE MEETINGS**

A **RESOLUTION** of the Intercity Transit Authority amending the By-Laws of Intercity Transit to facilitate remote attendance at Board meetings of the Authority, provide for the conduct of such meetings and public participation for public meetings and hearings by remote means.

**WHEREAS**, Intercity Transit is a public transportation benefit area created under Chap. 36.57A RCW; and

**WHEREAS**, during the COVID-19 emergency, the Governor issued Proclamation 20-28 to restrict governing bodies from having physical meetings and suspended portions of the Open Public Meetings Act, Ch. 42.30 RCW to permit meetings only by telephonic or other remote means during the emergency; and

**WHEREAS**, the By-Laws of Intercity Transit permit remote attendance of Board members at meetings and such provisions require amendment to permit the Chair or Vice Chair to preside over remotely conducted meetings when authorized by the Authority and to assure public participation by telephonic or other remote means; and

**WHEREAS**, the Authority deems it reasonable and appropriate to amend the Bylaws as set forth below.

**NOW, THEREFORE, BE IT RESOLVED BY THE INTERCITY TRANSIT AUTHORITY AS FOLLOWS:**

**Section 1.** Section 5.14 of the Intercity Transit shall be amended as follows;

**5.14 Attending Meetings Remotely.** While adhering to the Open Public Meetings Act, RCW 42.30, Authority members may attend regular, special meetings and executive sessions via teleconference, if they are unable to attend in person. This requires that all those attending the meeting in person must be able to clearly hear the members who are attending remotely.

Member's requiring remote attendance shall provide staff with at least 2 days' notice to allow for reasonable accommodation, unless otherwise approved by the Authority.

The Chair and Vice Chair may attend remotely; however, they will not be able to preside over the meeting remotely, unless the meeting is conducted entirely by remote means. In the event that a majority of members attend by remote means, the Chair ~~and-or~~ Vice Chair ~~must attend~~ may preside over the meeting remotely.

Otherwise, in the event the Chair and Vice Chair must attend the meeting remotely concurrently, the voting member physically present having served on the Authority the longest shall serve as acting Chair.

In the event that the Authority meets with a majority of members attending remotely by telephone, teleconference or other remote means, the public shall be provided an opportunity to attend by telephonic, teleconference or other electronic means, in addition to any other opportunity to attend required by law. If the Authority holds a public hearing where a majority of members attend remotely, the public shall also be provided an opportunity to be heard by remote means (telephone, teleconference, or other electronic means), in addition to any other opportunity to be heard as may be required by law.

Remote attendance shall constitute attendance for quorum purposes and voting. Prior to the start of any meeting in which a member is attending remotely, the presiding ~~Chair or Vice Chair~~ Member will announce the guidelines for how members attending remotely will be included in making motions, amendments, etc. (Res. 01-2015)

**Section 2.** All other provisions of the bylaws shall remain unchanged.

**ADOPTED this 20<sup>th</sup> day of May 2020.**

**INTERCITY TRANSIT AUTHORITY**

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Ryan Warner  
Chair

**ATTEST:**

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Pat Messmer  
Clerk to the Board

**APPROVED AS TO FORM:**

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Jeffrey S. Myers  
Legal Counsel

*INTERCITY TRANSIT AUTHORITY*  
*BYLAWS*

DRAFT

# INTERCITY TRANSIT AUTHORITY BYLAWS

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# INTERCITY TRANSIT AUTHORITY BYLAWS

## I. BACKGROUND

Intercity Transit is the public transportation agency serving all territory within the boundaries of the cities of Olympia, Lacey, Tumwater, and Yelm, and includes the following voting precincts in unincorporated Thurston County, as they existed on April 4, 2002: 38, 43, 56, 58-59, 68- 70, 75, 78-79, 81-85, 87, 90-93, 97-98, 100, 107-108, 110, 112-115, 117-121, 123, 139, 136, 142-143, 159, 161-163, 167-169, 174, 177-178, 181, 186-199, 193-194, 196-197 and portions of some voting precincts (See Public Transportation Improvement Conference Resolution dated April 4, 2002). (Res. 1-03)

During the summer of 1980, representatives from the jurisdictions comprising the Intercity Transit service area met and formally established the Thurston County Public Transportation Benefit Area as a municipal corporation under the laws of the State of Washington (RCW 36.57A). In September, voters approved an initiative allowing for the collection of a sales tax to support public transportation, and on January 1, 1981, the Thurston County Public Transportation Benefit Area assumed operation of local transit service. On April 16, 1982, the Thurston County Public Transportation Benefit Area officially changed its name to Intercity Transit. (Res. 2-06)

On May 19, 1992, the voters in the non-urbanized areas of Thurston County voted to expand the transit district county-wide and levied a sales and use tax at the rate of three-tenths of one percent (.003). (Res. 2-93)

On April 4, 2002, the duly-called Public Transportation Improvement Conference voted to approve a resolution reducing the boundaries of the Thurston County Public Transportation Benefit Area to the area described in the first paragraph above. (Res. 06-02; Res. 1-03)

On September 17, 2002, the voters within the boundary of the Thurston County Public Transportation Benefit Area voted to approve an increase in sales and use tax from three-tenths of one percent (.03) to six-tenths of one percent (.06). (Res. 1-03)

On August 17, 2010, the voters within the boundary of the Thurston County Public Transportation Benefit Area voted to approve an increase in sales and use tax from six-tenths of one percent (.06) to eight-tenths of percent (.08). (Res. 01-2010)

On November 6, 2018, the voters within the boundary of the Thurston County Public Transportation Benefit Area voted to approve an increase in sales and use tax from eight-tenths of one percent (.08) to one and two tenths percent (1.2%). (Res. 02-2018)

## II. NAME/OFFICES

The name of the public transportation area, duly established pursuant to the laws of the State of Washington, shall be Intercity Transit, the governing Board of Directors of which shall be called the Intercity Transit Authority, and shall be located at 526 Pattison SE, Olympia, Washington. The Intercity Transit Authority may establish such other offices, within Thurston County, as the Authority may determine necessary from time to time. (Res. 29-82; Res. 2-93; Res. 2-06)

## III. POWERS, RIGHTS, RESPONSIBILITIES

The Authority shall be responsible for establishing and monitoring the policies of Intercity Transit, its budget and its service levels. The Authority shall appoint and oversee the performance of the General Manager of Intercity Transit. Nothing in these bylaws is intended to limit the general powers of the Authority; the Authority retains all powers granted to it under the laws of the State of Washington. (Res. 03-2007)

## IV. AUTHORITY COMPOSITION

**4.1 Composition.** The Authority will consist of a governing board of eight (8) voting members and one (1) nonvoting member set forth as follows: (Res. 5-2010)

Five (5) elected members. A member of the county legislative authority, one elected official each from the Cities of Olympia, Lacey, Tumwater and Yelm.

Three (3) citizen representatives. Three citizens selected by the full Authority from citizens of recognized fitness for such positions, who reside within the boundaries of the Thurston County Public Transportation Benefit Area. (Res. 2-93; Res. 6-02).

One (1) nonvoting member recommended or selected in accordance with RCW 36.57A.050. (Res. 5-2010)

**4.2 Selection - Elected Members.** The five elected voting members of the Authority shall serve at the pleasure of appointing jurisdictions and shall hold office for a term determined by the appointing body. (Res. 2-93; Res. 6-02; Res. 5-2010).

**4.3 Selection - Citizen Representatives.** The three voting citizen representatives shall each be appointed by a majority vote of the Authority for a term of three calendar years (the original members having been appointed, so that one term expired at the end of each succeeding calendar year for three years, subsequent to the initial appointments) and an appointment for a three-year term

shall be made annually to fill an expiring term. Citizen representatives shall have full voting membership on the Authority. (Res. 5-2010)

Any citizen member may be removed for cause upon a majority vote of the Authority. Upon a vacancy in a position by death, resignation or other cause, a new member will be appointed for the unexpired portion of the term, upon a majority vote of the Authority. Upon the expiration of either a partial term or the first full term of a citizen representative position, the Authority may, by a majority vote, reappoint the citizen representative for a full three-year term, provided that a citizen representative shall not be appointed to more than three consecutive full three-year terms.

No later than its regular September meeting, the Authority will review the status of the expiring citizen representative position. The Authority may, by a majority vote, either: (Res. 2-06)

- 1) reappoint the incumbent for an additional three-year term,
- 2) open the position for the purpose of soliciting and receiving applications from interested citizens, or appoint an interested citizen from a list maintained for that purpose.

Should the Authority decide to open the position, the position opening will be advertised through the community with applications accepted until two weeks prior to the regular November meeting. At its November meeting, the Authority will choose an appropriate number of applicants as finalists to be interviewed by the Authority for the purpose of making a final selection which will be made before the end of the year. In the event a selection is not made by December 31, the incumbent shall serve until a replacement is named. (Res. 49-83, 79-86, 94-89, 4-91).

## V. MEETINGS

**5.1 Regular Meetings.** All meetings of the Authority shall be open to the public except to the extent that executive sessions are authorized by law. Regular meetings of the Authority will be held twice each month at its designated offices at a time and date established by resolution. (Res. 84-87; Res. 85-87; Res. 90-88; Res. 04-2017)

**5.2 Special Meetings.** Special meetings may be called at any time by the Chair or by a majority of the whole Authority, provided each member receives personally, or by mail, written notice of the date, time, place of the meeting, and the matters to be taken up at the meeting at least 24 hours in advance.

**5.3 Executive Sessions.** Executive sessions may be held during a regular or special meeting for the purposes listed in RCW 42.30.110. Before convening in executive session, the Chair shall publicly announce the purpose for the executive session, the time when the executive session will be concluded, and the Chair will announce whether the nonvoting member will be excluded, consistently with RCW 36.57A.050. The executive session may be extended to a stated later time by announcement of the Chair. (Res. 5-2010)

**5.4 Public Hearings.** Public hearings may be scheduled by the Authority at such times and at such places as the Authority determines to be appropriate to specifically solicit public comment on certain issues. Such issues may include, but are not necessarily limited to, the following:

- a change in any transit fare;
- a substantial change in transit service;
- presentation of the annual budget;
- Federal Transit Administration grant applications;
- Transportation Improvement Program;
- American's With Disabilities Act Plan Update;
- updates on the six year Transit Development Plan;
- environmental impact reviews.

Public notice shall be given at least two weeks in advance, unless otherwise required by Federal or State regulations. (Res. 2-93; Res. 1-96)

**5.5 Meeting Notices.** Notices of changes in the time or place of regular meetings, or the call for a special meeting or public hearing, will be provided to the official local newspaper of general circulation and to any publications or radio or television stations which have on file with the Clerk of the Board a written request to be so notified.

Such call or notice shall be delivered personally or by mail at least 24 hours in advance of the meeting and shall specify the time and place of the meeting and the business to be transacted, provided that notice be given at least two weeks in advance of public hearings, unless otherwise required. (Res. 1-96; Res. 05-2001)

The Olympian is designated as the official newspaper of the Authority for the purpose of publication of legal notices and dissemination of public information announcements.

**5.6 Quorum.** At all meetings of the Authority, five voting members shall constitute a quorum for the transaction of business. (Res. 5-2010)

**5.7 Chair.** The Chair shall open and preside at all meetings of the Authority. In the event of the Chair's absence or inability to preside, the Vice Chair shall assume the duties of presiding over the meetings of the Authority; provided, however, if the Chair is to be permanently unable to preside, the Authority shall select a new Chair for the remainder of the Chair's term. In the absence of both the Chair and Vice Chair, the voting member having served on the Authority the longest shall serve as acting Chair. (Res. 5-2010)

**5.8 Conduct of Meetings.** Unless otherwise governed by the provisions of these Bylaws, the laws of the State of Washington or Authority resolution, Roberts Rules of Order (newly revised) shall govern the conduct of Authority meetings. It is the intent of the Authority to conduct the business in an open environment consistent with the State Open Public Meetings Act.

**5.9 Order of Business and Agenda.** The order of business at regular meetings, and special Authority meetings shall be established on a meeting-by-meeting basis according to the issues requiring discussion in any particular month. Prior to any meeting of the Authority, the Clerk of the Authority and the General Manager will confer with the Chair on items of discussion. The Clerk will prepare a written agenda including appropriate attachments and will distribute to all members as soon as possible prior to the meeting, but not less than 48 hours before the meeting. (Res. 02-93; Res. 05-2001; Res. 03-2007)

**5.10 Voting/Authority Decisions.** Every voting member of the Authority shall be entitled to one vote on all issues before the Authority; the nonvoting member is entitled to no vote. All voting members present may vote or abstain; an abstention shall be recorded but not be counted. The act of the majority of the voting members present at a meeting at which a quorum is present shall be the act of the Authority, unless a greater number is required by law. The majority vote must have at least three affirmative votes in order to be an Authority decision. Any member may require that the vote of each member on a particular matter be recorded in the minutes, in which case a roll call will be taken. (Res. 94-89; Res. 2-06; Res.5-2010).

**5.11 Meeting Minutes.** The proceedings of all Authority meetings, and public hearings shall be recorded and maintained and shall contain an accurate accounting of the Authority's official action with reference to all matters properly before it and any public comments made. Minutes of the meetings shall be provided to each Authority member as soon as practicable following each meeting.

The official copy for each meeting shall be approved by the Authority, signed by the Chair and Clerk of the Board and shall become part of the permanent records file, maintained by the Clerk. (Res. 05-2001)

**5.12 Resolutions.** The Authority may require certain action be documented by way of a formal resolution, which shall be prepared by the Clerk of the Board, and once approved by the Authority, shall be signed by the Chair and Clerk. The resolution will be numbered, dated, incorporated in the minutes, and made part of the permanent records file. (Res. 2-06)

**5.13 Compensation.** Voting and nonvoting members of the Authority shall not be compensated for meeting attendance. Any change to Section 5.13, Compensation, of the Intercity Transit Authority bylaws shall require a two-thirds majority vote by the Authority. (Res. 20-81; Res. 63-84; Res. 2-93; Res. 2-98; Res. 4-99; Res. 6-02; Res. 5-2010).

**5.14 Attending Meetings Remotely.** While adhering to the Open Public Meetings Act, RCW 42.30, Authority members may attend regular, special meetings and executive sessions via teleconference, if they are unable to attend in person. This requires that all those attending the meeting in person must be able to clearly hear the members who are attending remotely.

Member's requiring remote attendance shall provide staff with at least 2 days' notice to allow for reasonable accommodation, unless otherwise approved by the Authority.

The Chair and Vice Chair may attend remotely; however, they will not be able to preside over the meeting remotely, unless the meeting is conducted entirely by remote means. In the event that a majority of members attend by remote means, the Chair ~~and or~~ Vice Chair ~~must attend~~ may preside over the meeting remotely. Otherwise, if in the event the Chair and Vice Chair must attend the meeting remotely concurrently, the voting member physically present having served on the Authority the longest shall serve as acting Chair.

In the event that the Authority meets with a majority of members attending remotely by telephone, teleconference or other remote means, the public shall be provided an opportunity to attend by telephonic, teleconference or other electronic means, in addition to any other opportunity to attend required by law. If the Authority holds a public hearing where a majority of members attend remotely, the public shall also be provided an opportunity to be heard by remote means (telephone, teleconference, or other electronic means), in addition to any other opportunity to be heard as may be required by law.

Remote attendance shall constitute attendance for quorum purposes and voting. Prior to the start of any meeting in which a member is attending remotely, the presiding ~~Chair or Vice Chair~~ Member will announce the guidelines for how members attending remotely will be included in making motions, amendments, etc. (Res. 01-2015; 03-2020)

## **VI. OFFICERS - CHAIR AND VICE CHAIR**

**6.1 Election.** The Chair and Vice Chair shall be voting members of the Authority elected by the voting members by majority vote at a regular or special meeting of the Authority. (Res. 5-2010)

**6.2 Term.** The Chair and Vice Chair shall be elected from among the voting members at the first meeting in February of each year. In the event either position becomes vacant, the voting members shall elect a new officer at the next regular meeting to serve until the next February meeting. (Res. 1-91; Res. 5-2010)

**6.3 Duties.** In addition to the powers and duties granted by these Bylaws, the Chair shall have such other powers and duties as shall be prescribed by law or by resolution of the Authority.

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice chair shall perform other duties as may be assigned to him or her by the Chair or by the Authority. In the absence of the Chair and Vice Chair, the most senior member of the Authority in attendance shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. (Res. 2-93; Res. 1-96)

## **VII. COMMITTEES**

**7.1 Authority Committees.** In order to better facilitate the work of the Authority, the Authority may establish standing and/or ad hoc committees to address specific issues. Each committee shall be composed of not more than four Authority members. Committee Chairs and committee members shall be designated by the Authority Chair, subject to the confirmation by the full Authority. To the extent possible, committee reports to the full Authority shall be in writing.

Terms of standing committees will coincide with the terms of the Authority officers (which recommence annually in February), at which time the Authority will review the responsibilities of the committees. In the event that new committee assignments are not made at the time Authority officers are elected, the incumbent committee members shall serve until replacements are appointed. (Res. 61-84; Res. 76-86; Res. 1-91; Res. 2-93).

**7.2 Special Appointments.** The Chair may appoint Authority members to special intra- and interagency committees and councils as appropriate.

These special appointments will be reviewed annually to coincide with the terms of the Authority officers and the review of Authority committees.

## **VIII. APPOINTED POSITIONS**

**8.1 General Manager.** The Authority shall appoint a General Manager who shall be responsible for the executive and administrative functions of Intercity Transit and who shall have such power and perform such duties as shall be prescribed by law and action of the Authority. (Res. 1-96; Res. 03-2007)

**8.2 Legal Counsel.** Principal Legal Counsel shall be appointed by and shall serve at the pleasure of the Authority.

**8.3 Clerk of the Board.** The General Manager recommends appointment of a Clerk of the Board and the Authority takes official action on the appointment. The Clerk of the Board shall have such power and perform such duties as prescribed by law or action of the Authority. (Res. 1-96; Res. 2-06)

## **IX. GENERAL PROVISIONS**

**9.1 Warrants.** All disbursements of Intercity Transit shall be by warrant drawn by the appropriate administrative director as per Authority resolution or as otherwise directed by law. All requests for warrants shall be signed as directed by Authority resolution. (Res. 68-85; Res. 75-86).

**9.2 Notes.** All notes or other evidence of indebtedness, including bills issued or incurred in the name of Intercity Transit shall be signed by such officer, member, agent or employee of Intercity Transit, and in such manner as shall from time to time to be determined by Authority resolution.

**9.3 Other Legal Documents.** The Authority may authorize any officer or officers, agent or agents of Intercity Transit, in addition to the officers so authorized by resolution, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Intercity Transit and such authorization may be general or may be confined to specific instances. All written contractual obligations of Intercity Transit, including, but not limited to, contracts, leases and assignments, are to be maintained by the General Manager or designee. (Res. 2-93; Res. 1-96)

**9.4 Deposits.** All funds of Intercity Transit shall be deposited in the appropriate account established by resolution. The appropriate director shall be custodian of the funds and is, subject to approval by Authority resolution, authorized to invest such funds in the manner provided by law. (Res. 1-96)

**9.5 Gifts.** The Authority may accept on behalf of Intercity Transit any contribution, gift, or bequest (so long as conditions are consistent with state law), for any purpose of Intercity Transit.

**9.6 Travel.** Members of the Authority, in order to properly and fully conduct official Intercity Transit business, may travel and incur expenses. Overnight travel by Authority members will be approved in advance by the Authority or authorized by the Chair subject to annual budget restraints. Authority members will receive reimbursement for reasonable expenses incurred while engaged in out-of-county official business, in accordance with RCW 36.57A.050 and the adopted travel policy which applies to all Intercity Transit employees. (Res. 62-84, 94-89, 2-93, Res. 1-96; Res. 6-02)

**9.7 Repealer.** These bylaws, as established by resolution, shall supersede all prior resolution in conflict herewith.

**X. AMENDMENTS**

These bylaws may be amended by a majority vote of the voting members at any regular or special meeting of the Authority, provided that copies of the proposed revisions or amendments shall have been made available to each Authority member as part of the agenda of the meeting at which proposed revisions or amendments are to be acted upon. These bylaws are adopted by Authority resolution, therefore, any amendments hereto shall be by that same instrument. (Res. 2-06; Res. 5-2010)

ADOPTED: July 24, 1987

Amended:	April 5, 1989	(Res. 94-89)	May 2, 2001	(Res. 5-2001)
	May 3, 1989	(Res. 95-89)	May 15, 2002	(Res. 6-2002)
	March 6, 1991	(Res. 1-91)	February 5, 2003	(Res. 1-2003)
	September 4, 1991	(Res. 4-91)	March 1, 2006	(Res. 2-2006)
	March 3, 1993	(Res. 2-93)	June 6, 2007	(Res. 3-2007)
	February 7, 1996	(Res. 1-96)	June 16, 2010	(Res. 5-2010)
	September 2, 1998	(Res. 2-98)	March 4, 2015	(Res. 1-2015)
	June 2, 1999	(Res. 4-99)	June 21, 2017	(Res. 4-2017)

INTERCITY TRANSIT AUTHORITY  
AGENDA ITEM 3-C  
MEETING DATE: May 20, 2020

**FOR:** Intercity Transit Authority

**FROM:** Jeff Myers, IT Legal Counsel, 360.754.3480  
Ann Freeman-Manzanares, General Manager 360.705.5838

**SUBJECT:** COVID-19 Emergency Declaration and Service Level Discussion

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- 1) **The Issue:** Adopt resolution proclaiming an emergency and discuss service disruptions associated with the COVID-19 public health emergency.
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- 2) **Recommended Action:** Adopt Resolution 02-2020 Declaring an Emergency and Directing The General Manager to Continue to Take Necessary And Appropriate Steps In Response To The Emergency.
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- 3) **Policy Analysis:** The Authority is responsible for establishing and monitoring the policies of Intercity Transit, its budget and its service levels. Under our existing By-Laws, the General Manager is given broad authority to carry out the executive and administrative functions of the agency, implementing these policies and overseeing operation of the transit agency. The General Manager has significant discretion to act, particularly in emergency situations, whether declared or undeclared, to make necessary operational decisions consistent with existing resolutions of the Authority. The Authority retains control over budgetary matters and has the power to direct, countermand or reverse decisions of the General Manager. This relationship is not unlike that of a Board of Directors and Chief Executive Officer, who is responsible for operational decisions and reports to the Board consistent with the entity's By-Laws.
- In the wake of the Governor's proclamations concerning the COVID-19 emergency, the General Manager took steps to protect and safeguard public health, safety and welfare, including the health, safety and welfare of Transit passengers and employees. These measures have resulted in temporary alterations of service during this emergency. Service will be restored to Authority approved policy levels when both external and internal conditions allow.
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- 4) **Background:** COVID-19 has created a dynamic and fluid situation. What is known about the nature and transmission of the disease continues to unfold. Staff has studied vast amounts of materials in an attempt to stay ahead of the curve to insure we respond appropriately to this public health emergency. In the midst of all of this uncertainty, transit, as an essential service, has been front-line serving the community.

While the order of magnitude may differ, the General Manager may change service to safely operate the system for a variety of disruptions such as natural disasters, weather, construction, accidents, incidents, events and public health emergencies. While the type of response and timeframe may differ in the case of an earthquake, a snow event, train derailment, construction, fires, natural gas leaks, parades or demonstrations, the need to alter service quickly and appropriately to safely serve the community is a necessity. There are many factors, both internal

and external which drive how quickly the system can return to the approved policy level of service.

The most fundamental challenge today is available staffing. The number of available Operators defines a sustainable level of service. Defining a sustainable and consistent level of service is both important for our passengers and to support our internal processes. Currently our estimated number of available Operators is less than half the number needed to return to our policy level of service. The number is too low to even maintain our emergency level of service, which is our weekend service level.

There are so many unknowns which ultimately influence that number. For instance: When will individuals who are vulnerable or have a vulnerable family member feel comfortable returning? How will employees address childcare? Will individuals choose to retire early or look for employment opportunities elsewhere? How will “contact tracing,” and the potential of a no-notice 14-day quarantine, impact us? Will adding a Plexiglas “virus barrier” around the drivers’ compartment, in addition to our enhanced cleaning/sanitizing protocols, masks, hand sanitizer and wipes, influence the decision of whether or not to return to work? Will passengers wear masks and abide by other health and safety recommendations to protect the Operator and other passengers? When will a vaccine be available? How will the next seasonal flu cycle impact staffing?

Currently we are unable to hire and train Operators which means we cannot even address attrition. In addition, we are facing supply chain disruptions, evaluating our 2020 budget and work plan as well as evaluating how our Long Range Plan, particularly those enhancements identified in 2021, might be impacted. Our primary philosophy behind every action is the health and safety of our community, our passengers, and our employees and how to safely deliver essential transportation services within the emergency framework of this pandemic and Washington’s Phased Approach to reopening businesses.

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5) **Alternatives:**

- A. Adopt Resolution 02-2020 Declaring an Emergency and Directing The General Manager to Continue to Take Necessary And Appropriate Steps In Response To The Emergency.
- B. Defer decision.

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6) **Budget Notes:** Budget impacts are not fully known at this time.

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7) **Goal Reference:** This issue impacts all Intercity Transit goals.

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8) **References:** Resolution 02-2020 Proclaiming an Emergency.

**INTERCITY TRANSIT  
RESOLUTION NO. 02-2020  
PROCLAIMING AN EMERGENCY  
DIRECTING THE GENERAL MANAGER TO TAKE APPROPRIATE STEPS**

A **RESOLUTION** of the Intercity Transit Authority Board Proclaiming an emergency; and directing the General Manager to continue to take necessary and appropriate steps in response to the emergency.

**WHEREAS**, on January 21, 2020, the US Centers for Disease Control and Prevention and the Washington State Department of Health announced the first case of 2019 Novel Coronavirus (COVID-19) in the United States and in Washington State; and

**WHEREAS**, COVID-19 is a new virus strain spreading from person-to-person, and health experts are concerned because little is known about this new virus which has the potential to cause severe illness and pneumonia in some people, and health experts are still learning the details of how the virus spreads and the range of illness; and

**WHEREAS**, on February 29, 2020, Governor Jay Inslee issued Proclamation 20-05 which declared a State of Emergency in response to new cases of COVID-19; and

**WHEREAS**, on March 15, 2020, Governor Jay Inslee mandated the immediate two-week closure of all restaurants, bars, and entertainment and recreational facilities and limited public gatherings in response to increase numbers of COVID-19 cases in the state and across the country; and

**WHEREAS**, on March 23, 2020, Governor Jay Inslee has issued Proclamation 20-25, 20-25.1, 20-25.2 prohibiting all people in Washington State from leaving their homes or participating in social, spiritual or recreational gatherings of any kind regardless of the number of participants, and all non-essential businesses in Washington State from conducting business, within the limitations therein; and

**WHEREAS**, the provisions of the Governor's proclamations to limit travel for essential purposes and maintain social distancing, impacted Intercity Transit's capacity and service capabilities; and

**WHEREAS**, measures are required to protect public health, safety and welfare, including the health, safety and welfare of Intercity Transit passengers and employees; and

**WHEREAS**, these unforeseen circumstances demanded and continue to demand immediate action to preserve the health, safety, and welfare of the community and may continue for an indeterminate period of time.

**NOW, THEREFORE**, the Intercity Transit Authority Board proclaims as follows:

**SECTION 1. Emergency Declaration.** As initially declared by the Governor on February 29, 2020, in Proclamation 20-05, a state of emergency has existed as specifically covered under Chapter 38.52 RCW as a result of the spread of COVID-19 in Washington State. The outbreak of COVID-19 and the effects of its extreme risk of person-to-person

transmission throughout Washington State significantly impacts the life and health of those living and working in Thurston County, as well as continuity of operations at Intercity Transit, and constitutes a public emergency that affects life, health, and public peace.

**SECTION 2. Emergency Powers.**

a. All emergency powers and authority set forth in RCW 38.52.070 are hereby invoked including the right to enter into contract, employ temporary workers and incur obligations without regard to time-consuming procedures and formalities prescribed by law (except mandatory constitutional requirements);

b. The Board recognizes the authority of the Intercity General Manager to take actions deemed necessary to protect the health and safety of persons and property, including any necessary actions needed to obtain emergency supplies and services, and to take any other emergency protective measures deemed appropriate; and

c. The Board authorizing the Intercity Transit Authority General Manager to implement this Resolution and execute any administrative policies and procedures deemed necessary and appropriate.

**SECTION 3. State and Federal Assistance.** The General Manager is authorized to request all available state and federal assistance necessary to respond to this emergency.

This **PROCLAMATION OF EMERGENCY ADOPTED** is executed by the Board of the Intercity Transit Authority at a regular meeting held on the 20th day of May, 2020.

**INTERCITY TRANSIT AUTHORITY**

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**Ryan Warner, Chair**

**ATTEST:**

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**Pat Messmer, Clerk of the Board**

**APPROVED AS TO FORM**

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**Jeffrey S. Myers, Legal Counsel**