



Minutes

High Valley Transit District

BOARD OF TRUSTEES

Tuesday, April 13, 2021

Location: Virtual- Zoom Meeting #<https://summitcountyut.zoom.us/j/91041274529>

Consistent with provisions of the Utah Open and Public Meetings Act, Utah Code Ann. §52-4-207(4), the Summit County Council Chair has issued written determinations supporting Summit County Council's decision to convene electronic meetings of the Council without a physical anchor location. Due to the health and safety risks related to the ongoing COVID-19 pandemic and considering public health orders limiting in-person gatherings, members of the public should not attend Council meetings in person. However, members of the public are invited and encouraged to view and participate in the Council's electronic meetings as described below.

PRESENT:

Kim Carson, *Board Chair*

Roger Armstrong, *Board Member*

Joe Spink, *Vice Chair/Secretary*

Chris Robinson, *Board Member*

Tom Fisher, *County Manager*

Caroline Rodriguez, *Acting GM*

Abigail Villegas, *Transportation Admin Tech*

Dave Thomas, *Deputy County Attorney*

Christopher Putt, *Transportation Planner*

Not PRESENT:

Doug Clyde, *Board Member*

Jamie Dansie, *Sr. Transportation Planner*

Meeting called to order at 1:00PM

Pledge of Allegiance

Board Action

Discussion and Possible Approval of the Draft First Amendment to the Master Services Agreement between Via Mobility LLC and Summit County revising Indemnity and Warranties and adding sections regarding Insurance and Disputes.

Attorney Dave Thomas speaks on changes and updates on the Master Services Agreement. Chair Kim Carson briefly explains the beginning of work session and includes the Draft First Amendment to the Master Services Agreement changes being completed, the updated item being the liability cap in relationship to other customers in which the cap liability was obstructed from the document. Attorney Dave Thomas adds that this document was approved during the last Board meeting and explains that Via accepted all the changes except for the last sentence.

Attorney Dave Thomas explains that the service order for Micro Transit was included in the changes along with comments by Chair, Kim Carson, and all Board edits. Via reviewed edited documents and replied with approved terms, non-approved terms, and changes.

Via Transportation Inc. (Delaware Corp.) Via mobility LLC (SAAS, entity not qualified for UT) and River North LLC (registered in state) entities and payment were questioned by Christopher Robinson with reason to determine who the County is contracted with. The entities overview was provided by Via Attorney, Megan Manfred, who also explained that payment will be corrected to reflect operating entity, River North LLC.

The Master Services Agreement is suggested as follows: Via Mobility as the software license, River North LLC being designated as the primary license for transit service and Via Transportation Inc. as parent entity per Board Member, Roger Armstrong. Via in agreement with the changes.

The First Amendment will be merged over to the Master Services Agreement along with the two service orders (as currently red lined).

Christopher Robinson requested the corporate guarantee and last couple years financial statements from both entities (Via Mobility and River North LLC).

Board member Roger Armstrong requested the contract be to assigned to River North LLC as first entity and Via Mobility as secondary liable. Via Attorney, Megan Manfred, agreed with the assignments.

Discussion and Possible Approval of TaaS Fixed Route Service Order.

Duration and launch date: Service and operations will begin no earlier than June 30, 2021 and no later than July 31, 2021 subject to any delays caused by the High Valley Transit District was proposed by Board Member, Roger Armstrong.

Fees: Fees were updated to reflect a clearer statement of fees applied by the Board Members.

Service Description: Service Order changes were opened to mutual negotiation between the customer and Via regarding the revenue hourly rate and to make reasonable accommodations to the Service Order. Audit rights were added to the customer per Board Member Roger Armstrong. River North LLC to be audited (not yet determined when) and/or if the customer disagrees with the revenue hours set forth in the invoice from River North LLC. Both parties to cooperate in good faith.

Services Changes: Customer requests a change in fixed transit route, revenue hours and material terms of this order. Both parties to make reasonable accommodations and the parties should enter an Amendment before the changes to this order are made.

Operations and Maintenance Facility Buildout Discussion: River North will assist HVT in designing and construction, River North LLC to invoice customer with project cost directly related to the Operations and Maintenance Facility. Approval of budget by the customer should fulfill the buildout requirements and will need further discussion by both parties per Chair Kim Carson.

Bitner Loop and Kimball Junction Circulator Budget: Customer will be invoiced monthly, summarized costs not exceeding \$733,300.

Fleet: A fleet four buses, two of which will be spares.

Via App: Content development for public distribution will be moved for further discussion between both parties being the Customer and River North LLC to review changes made by party.

Confidentiality: Confidentiality information reviewed by Board Member, Roger Armstrong, while Via Attorney, Megan Manfred, explains in detail.

Execution of First Amendment and approval to the Fixed Route Transit Service Order (TaaS) both as amended, to be approved by the Board was requested by Attorney, Dave Thomas. Subject to these changes, Board Member, Chris Robinson moves to motion, Board Member, Joe Spink, seconds the motion. All voted in favor, noted the absence of Board Member, Doug Clyde, 4-0.

Discussion and Possible Approval of purchase for two New Flyer vehicles.

Acting General Manager Caroline Rodriguez informs the Board of vehicle expenses reflecting an all-in price of \$429,900 for each bus (without heaters) and adding that she will update the Board with exact budget cost for heater installations.

In addition, five totals of buses will be available for the High Valley Transit fleet, two purchased by the County and three purchased by Via sub-contractor. A trip will be planned to see the buses prior to delivery.



Acting GM Caroline Rodriguez requests the Board instruct County Manager, Tom Fisher, to purchase two vehicles on behalf of the County. All Board members, noted absence of Board member Dough Clyde, have given a thumbs up to proceed with the transit vehicle purchases.

Board Comments:

No board comments.

Staff Comments:

County Manager Tom Fisher shares a letter transmitted by Park City Transit outlining their understanding that the ILA does not apply to the second quarter, also known as the additional mass transit tax. **Attorney Dave Thomas** shares confusion and explains the ILA between High Valley Transit and Summit County.

Closed Session

Property Acquisition

Chair, Kim Carson made a motion to convene in closed session to discuss Property Acquisition. Council Member, Joe Spink seconded, and all voted in favor, 4-0.

Meeting Adjourned at 2:24PM.

A handwritten signature in black ink, appearing to read "Kim Carson", written over a horizontal line.

Kim Carson, *Chair*