

## **Working Meeting of the Executive Committee**

**Monday, May 15, 2017, 12:00 – 2:00 p.m.**

Frontlines Headquarters, 669 West 200 South, Golden Spike Rooms, Salt Lake City

Members of the public are invited to attend all committee meetings, and public comment may be taken at the discretion of the committee chair. If public comment is not taken at the committee meeting, the public will be able to review and provide comment via [www.rideuta.com](http://www.rideuta.com) on all action items prior to the next full Board of Trustees meeting. If public comment is taken at the committee meeting, in order to be considerate of time and the agenda, comments will be limited to 2 minutes per individual, or 5 minutes for a spokesperson designated to represent a group.

### **Members:**

Robert McKinley, Chair

Sherrie Hall Everett, Co-Vice Chair

Jeff Hawker, Co-Vice Chair (excused)

Jeff Acerson

Bret Millburn

Greg Bell

Troy Walker

Charles Henderson

## **Agenda**

- 1. Safety First Minute** **Dave Goeres**, Chief Safety, Security & Technology Officer
- 2. Executive Consent Agenda** **Robert McKinley**, Chair
  - a. [Approval of April 19, 2017 Meeting Report](#)
- 3. Informational Items** **Robert McKinley**
  - a. Special Recognition of Kathy Fellows and Rachel Staheli Robert McKinley
  - b. Notice of Contract with Danyce Steck Jayme Blakesley
- 4. Items for Discussion** **Robert McKinley**
  - a. [BP 4.1.10 - Code of Conduct Proposed Revision & Financial Disclosure Process](#) Jayme Blakesley
  - b. Provo-Orem TRIP Property Report Paul Drake
  - c. Overview of the Board Workshop Pre-Work Charles Henderson
- 5. Board Meeting Agenda Approval** **Robert McKinley**
  - a. BP 4.1.10 - Code of Conduct Proposed Revision & Financial Disclosure Process Jayme Blakesley
  - b. R2017-05-01 - Clearfield Conditional Agreements Paul Drake
  - c. Provo-Orem TRIP Property Report Paul Drake
- 6. Closed Session**
  - a. Discussion of the Purchase, Exchange, Lease or Sale of Real Property when Public Discussion would Prevent the Authority from Completing the Transaction on the Best Possible Terms.
  - b. Strategy Session to Discuss the Character, Professional Competence, Physical or Mental Health of an Individual.

- c. Strategy Session to Discuss Collective Bargaining.
- d. Strategy Session to Discuss Pending or Reasonably Imminent Litigation.

**7. Action Taken Regarding Matters Discussed in Closed Session** **Robert McKinley**

**8. June Committee Items for Consideration:** **Robert McKinley**

**Planning & Long-Term Vision Committee** Charles Henderson

- a. Board Workshops Held on June 2<sup>nd</sup> & June 3<sup>rd</sup>

**Stakeholder/Government Relations Committee** Bret Millburn

- a. Compliance Report on Customer and Public Feedback
- b. Policy Review
- c. Benchmark Report

**Finance & Operations** Jeff Acerson

- a. March/April Financials
- b. Investment Policy Review
- c. Operations (Bus/Light Rail/Commuter Rail) Presentation

**Service & Customer Relations Committee** Sherrie Hall Everett

- a. none

**Transit-Oriented Communities** Greg Bell

- a. none

**Audit Review Committee** Troy Walker

- a. none

**9. Other Business** **Robert McKinley**

- a. none

**10. Adjourn**

# Protect yourself from skin cancer in five ways

**SLIP**



*on a shirt*

**SLOP**



*on some sunscreen*

**SLAP**



*on a hat*

**SEEK**



*shade*

**SLIDE**

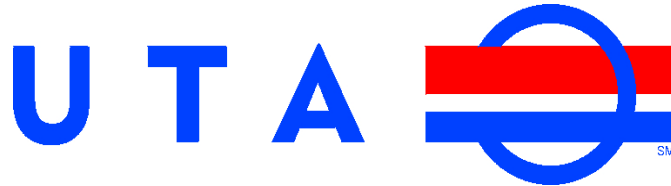


*on sunglasses*



**UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES**  
**Agenda Item Coversheet**

|   |  |
|---|--|
| <b>DATE:</b>                                | <b>May 15, 2017</b>  |
| <b>CONTACT PERSON:</b>                      | <b>Robert McKinley, Board Chair</b>  |
| <b>SUBJECT:</b>                             | <b>Minutes of the Executive Board Committee Meeting held on April 19, 2017</b>   |
| <b>BACKGROUND:</b>                          | The Executive Committee meeting of the Board of Trustees was held on the date listed above. The minutes were distributed to the Committee and any revisions or changes have been incorporated. The minutes are presented for approval. |
| <b>ALTERNATIVES:</b>                        | <ul style="list-style-type: none"><li>• Approve as presented</li><li>• Amend and approve</li><li>• No action</li></ul>   |
| <b>PREFERRED ALTERNATIVE:</b>               | Approve as presented   |
| <b>RATIONALE FOR PREFERRED ALTERNATIVE:</b> | The minutes have been reviewed by the Executive Board Committee.   |
| <b>FINANCIAL IMPACT:</b>                    | None   |
| <b>LEGAL REVIEW:</b>                        | The minutes have been reviewed by legal staff and found to have no obvious legal ramifications.  |
| <b>EXHIBITS:</b>                            | <ul style="list-style-type: none"><li>• Minutes of the UTA Board Meeting held April 19, 2017</li></ul>   |



Minutes of the Executive Committee (EXC) Meeting  
of the Board of Trustees of the Utah Transit Authority (UTA)  
Wednesday, April 19, 2017  
FrontLines Headquarters, 669 West 200 South, Salt Lake City, UT

**EXC Members Attending:**

Robert McKinley, Chair

Sherrie Hall Everett, Vice Chair

Jeff Acerson

Keith Bartholomew

Charles Henderson

Bret Millburn

Troy Walker

**Excused/Not in Attendance:** Jeff Hawker

**Other Board Members in Attendance:** Dannie McConkie

Chair McKinley called the meeting to order at 4:50 p.m. with seven committee members present.

Chair McKinley then yielded the floor to Dave Goeres, UTA Chief Safety, Security & Technology Officer, for a safety message.

**Executive Consent Agenda.**

1. Approval of March 13, 2017 Meeting Report.
  - a. A motion to approve the consent agenda was made by Trustee Walker and seconded by Trustee Henderson. The motion carried by unanimous consent with seven aye votes.

**Informational Items.**

1. No informational items were discussed.

**Items for Discussion.**

1. Board Workshop Pre-Work and Milestone Timeline of Activity.
  - a. Trustee Henderson reminded EXC members to visit with their appointing authorities and invited them to attend the next Planning and Long-Term Visioning Committee meeting in May. He also encouraged the EXC to participate in a UTA ride-along and in the Transit Academy scheduled on May 31, 2017.



2. 2017 Leasing Program.
  - a. Richard Swenson, UTA Financial Services Manager, summarized the needs for the 2017 leasing program, indicating that in 2017 the agency has budgeted leasing on 49 buses, 29 paratransit vans, and 40 rideshare vans.

### **Board Meeting Agenda Approval.**

1. TOD Policy Update.
2. Internal and External Audit Update.
3. December 2016/January 2017/February 2017 Financial Reports and Dashboards.
4. March 22, 2017 Meeting Report.
5. 2017 Leasing Program.

A motion to forward items 1-5 to the board agenda was made by Trustee Henderson and seconded by Trustee Walker. The motion carried by unanimous consent.

6. Conflicts of Interest Policy.
  - a. Chair McKinley asked if it would be appropriate to bring the new board conflicts of interest policy to the full board in April. Discussion ensued. Vice Chair Everett requested that a packet explaining UTA's policies related to board members be prepared for distribution to appointing authorities along with the new policy. Jayme Blakesley, UTA General Counsel, suggested information in the packet include context for the policies. Chair McKinley asked Mr. Blakesley to prepare a packet for review in advance of the April board meeting. A motion to forward the new board conflicts of interest policy to the board agenda was made by Trustee Millburn and seconded by Trustee Henderson. The motion carried by unanimous consent.

Chair McKinley stated the next item on the agenda involves UTA property at the Clearfield Station and that his law firm has done work for a party involved in the proposed Clearfield Station transaction. He recused himself from the related discussion and asked Vice Chair Everett to conduct the meeting on the Clearfield item.

7. Clearfield Station Property. Trustee Bartholomew indicated it would be appropriate to remove the Clearfield Station property from UTA's transit-oriented development program and then to surplus it. Discussion ensued. Vice Chair Everett requested a recording of today's Transit-Oriented Communities Committee meeting be made available to trustees in advance of the April board meeting. Chair McKinley requested that for all board meetings (committee and full), information be distributed to board members as far in advance of the meetings as possible. A motion to forward the removal of the Clearfield property from UTA's transit-oriented development program and surplus of the same property to the full board was made by Trustee Bartholomew and seconded by Trustee Millburn. Discussion ensued.

Jerry Benson, UTA President/CEO, suggested the motion also include a letter of intent to Clearfield. Mr. Blakesley advised that a conditional approval could compromise UTA's

negotiation position relative to track access and rail design. He also mentioned that in light of the ongoing federal investigation, he would recommend being deliberate and cautious in making property decisions. Trustee Bartholomew stated that his motion was intentional and requested that any additional steps, such as a letter of intent, take into account UTA's ability to leverage the transaction and protect its interests and its constituents' interests. Trustee Millburn expressed that the urgency for finalizing details on the site stems from the prospective tenant's commitment to fulfill some existing manufacturing contracts. Mr. Blakesley reiterated his concerns regarding the property.

Trustee Henderson suggested the motion be amended to add the condition that if the Clearfield property is added as surplus for the specific project discussed, that all necessary conditions be met or the property reverts to a transit-oriented development designation. Trustee Bartholomew agreed and restated his motion to forward to the full board a recommendation to remove the Clearfield property from the transit-oriented development program and declare it surplus subject to the condition that the property is used for the proposed development discussed in today's Transit-Oriented Communities Committee meeting or revert to a transit-oriented development designation with an added encouragement to UTA's CEO and general counsel to develop a formal list of conditions required on the property sale by the April board meeting. The motion was seconded by Trustee Walker. The motion carried by majority consent with one abstention from Chair McKinley. Mr. Benson said the basic conditions on the property sale were outlined in today's presentation to the Transit-Oriented Communities Committee. He then assured the EXC that he would fully support the board's decisions regarding the property.

Chair McKinley resumed control of the meeting.

**Closed Session.** No closed session was held.

**Action Taken Regarding Matters Discussed in Closed Session.** No closed session was held.

**May Committee Items for Consideration.**

1. Chair McKinley listed the committees that would be meeting in May.

**Other Business.** No other business was discussed.

**Adjourn.** The meeting was adjourned at 5:42 p.m. by motion.

Transcribed by Cathie Griffiths  
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Utah Transit Authority  
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**UTAH TRANSIT AUTHORITY BOARD OF TRUSTEES**  
**Agenda Item Coversheet**

|  |  |
|--|--|
| <b>DATE:</b>                                   | <b>May 15, 2017</b>  |
| <b>TITLE:</b>                                  | <b>Financial Disclosure Process</b>  |
| <b>UTA EXECUTIVE/RESPONSIBLE STAFF MEMBER:</b> | <b>Jayne Blakesley<br/>Riana De Villiers</b>   |
| <b>SUBJECT:</b>                                | <b>Financial Disclosure Process</b>  |
| <b>BACKGROUND:</b>                             | The financial disclosure process for 2016 have been completed. This presentation provides feedback to the Executive Committee on the results of the 2016 review. Furthermore, the Executive Committee is requested to approve changes to the Board Process Policy, which would align with changes made to the UTA employee's financial disclosure forms. |
| <b>ALTERNATIVES:</b>                           | Executive Committee Approval   |
| <b>PREFERRED ALTERNATIVE:</b>                  |  |
| <b>STRATEGIC GOAL ALIGNMENT:</b>               | All  |
| <b>FINANCIAL IMPACT:</b>                       |  |
| <b>LEGAL REVIEW:</b>                           | Yes  |
| <b>EXHIBITS:</b>                               | a. Financial Disclosure Process presentation<br>b. Revised Board Process Policy<br>c. Proposed Resolution  |





# Financial Disclosures

**Executive Committee**

May 15, 2017

Riana de Villiers  
Jayme Blakesley

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# Overview of the process

- Financial Disclosure process rolled out in 2016
- Forms part of the UTA Corporate Policy No. 1.1.11 Ethics and Ethics Reporting
- Purpose is to identify and eliminate conflicts of interest (COI)
- Strengthen the public's faith and confidence in UTA

# Status of 2016 Financial Disclosure Process - Employees

- Defined designated employee as a minimum “individuals with access to UTA’s core information technology systems, supply chain employees, employees of the office of General Counsel, Internal Audit employees and senior management”
- 246 employees were identified as designated employees
- Initial review of potential COI completed by Internal Audit
- Second review performed by Legal to ensure quality control
- 5 employees identified with potential COI
- Resolved by either:
  - Declaration that employee would recuse from decisions that involved the conflict; or
  - Declaration that employee would not engage with UTA in a business relationship

# Status of 2016 Financial Disclosure Process – Board of Trustees

- All 16 current UTA Trustees submitted complete Financial Disclosure Forms
- Initial review of potential COI completed by Internal Audit
- Second review performed by Legal to ensure quality control
- COI considered for personal benefit
- Second properties owned by some trustees
- Using criteria of 0.5 miles, at least one property meets criteria. Further discussion necessary with Trustee.
- No other perceived or actual COI identified

# Lessons Learned from 2016

- Definition of designated employee was overly broad – refined further to give more clarity on employees that would meet definition
- Financial Disclosure Form was difficult to understand – amended form adds instructions to help clarify questions frequently asked by employees
- Many employees did not understand why disclosures were required – training will be rolled out to assist employees with the context of the process and the meaning of a COI



# Proposed changes to Board Financial Disclosure Form

- Changes to employee financial disclosure forms necessitates a review of Board financial disclosure forms
- Proposal to make the same changes to the Board financial disclosure forms
- Recommended changes to form in separate attachment

# Status of the 2017 Financial Disclosure Process

- Financial Disclosure Forms refined to clarify uncertainty from 2016
- Employees identified that meet criteria as “designated employee”
- Communication sent out to designated employees to request completion of financial disclosure forms by June 30, 2017
- Forms received back thus far have been reviewed for potential COI

Thank you

## Board Process Policy No. 4.1.10

### Annual Certification of Board Member Code of Conduct

The Board of Trustees of the Utah Transit Authority has adopted board process policies setting forth in detail the fiduciary duties and legal responsibilities of the Board and its members. These policies, together with certain provisions of State and federal law (more particularly identified in Attachment 1, Annual Certification of Board Member Code of Conduct) set forth standards of conduct for Board members in areas where there are actual or potential conflicts between their public duties and their private lives (hereinafter collectively "Code of Conduct").

Additionally, the Board desires to require disclosures of financial holdings or business or trade relationships that may create current or future conflicts of interest, and to provide for an internal process to evaluate any possible conflicts of interest. Thus, each member of the Board shall, in addition to the Annual Certification, annually complete a Confidential Financial Disclosure Report.

To promote the public interest and strengthen the faith and confidence of the people in the integrity of the Authority, it is the policy of the Board that each of its members disclose all actual or potential conflicts of interest when they first become members of the Board, and at least annually thereafter or sooner as circumstances justify. The Annual Certification shall be in the form of Attachment 1, and the annual Confidential Financial Disclosure Report shall be in the form of Attachment 2 hereto, as may be amended by the Board from time to time.

In the event that a conflict of interest or a violation of the Code of Conduct is reported, the procedures outlined in Board Process Policy No. 4.4.1 shall be followed.

| Revision History |                            |
|------------------|----------------------------|
| Rescinds         | R2005-05-02<br>R2010-07-01 |
| Effective Date   | November 18, 2015          |
| Adopted By       | R2015-11-04                |
| Amended by       | R2017-__-__                |

**ANNUAL CERTIFICATION OF BOARD MEMBER CODE OF CONDUCT**

I, \_\_\_\_\_ (please print legibly), the undersigned, having been appointed a member of the Board of Trustees of the Utah Transit Authority, hereby certify that I have received copies of, read, and understand the following specified standards that constitute the Authority’s Board Member Code of Conduct:

1. The Federal Transit Administration’s Master Agreement, authorized by the Federal Transit Act, 49 United States Code §§ 5301, *et seq.*, dealing with real or apparent conflicts of interest.
2. Utah’s Public District Transit Act, Utah Code Ann. § 17B-2a-814, *et. seq.*, prohibiting conflicts of interest and 17B-2a-804(2)(c) prohibiting a current board member of a public transit district from having any interest in the transactions engaged in by the public transit district, including transit oriented development and/or transit supportive development, except as may be required by the board member’s fiduciary duty as a board member.
3. Utah’s Public Officers’ and Employees’ Ethics Act, Utah Code Ann. §§ 67-16-1, *et seq.*, setting forth standards of conduct for officers of the State of Utah’s political subdivisions.
4. Utah Transit Authority Board Process Policy numbers 4.4.1 thru 4.4.6, regarding board members’ fiduciary duties and legal responsibilities.

I agree that during my tenure as a member of the Board of Trustees I will abide by and conduct myself within the Code of Conduct. I further agree that the Board may enforce this Code of Conduct consistent with Board Policy and/or as otherwise permitted by law.

I hereby disclose the following persons, entities, or interests with which I or a relative of mine has an interest or involvement that may result in an actual or potential conflict of interest, directly or indirectly, with respect to my service as a member of the Board of Trustees.

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During my tenure as a member of the Board of Trustees, should any actual or potential conflict of interest arise from any relationship or interest, direct or indirect, which has not been disclosed above, I agree that I shall forthwith notify the Board of Trustees in accordance with Board Process Policy No. 4.4.1.

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Board of Trustees’ Member

\_\_\_\_\_  
Date



**CONFIDENTIAL FINANCIAL DISCLOSURE REPORT**  
*(Compliance with Board Process Policy 4.1.1 Code of Conduct)*  
**BOARD MEMBER**

*General Information*

This Confidential Financial Disclosure Report form is required because of the duties and responsibilities of your position. The purpose of the Report is to address and/or avoid involvement in any matter that may create a real or perceived conflict of interest in connection with or between your duties for UTA and your private financial matters. The information will only be used for the purposes stated herein. Further, this form is not a public record pursuant to the Government Records Access and Management Act, Utah Code Ann. §§63G-2-101 et seq.

IT IS IMPORTANT TO NOTE THAT YOU ARE NOT REQUIRED TO REPORT THE SPECIFIC DOLLAR AMOUNTS OR VALUES OF YOUR HOLDINGS. THE PURPOSE OF THIS REPORT IS NOT TO DISCLOSE YOUR FINANCIAL POSITION, BUT TO DISCLOSE AND ADDRESS POTENTIAL CONFLICTS OF INTEREST.

This Report, fully completed, is due no later than June 30, 2017, and for the one year period ending on the date submitted and signed. Thereafter, a new Report form must be filled out and returned each year, no later than June 30 of each year. Newly appointed Board members must submit the Report within ten (10) days from appointment to the Board.

The information is arranged in six separate categories. **Fill in all blanks** – if you have nothing to report in a category, write “N/A” or “None”.

**CONFIDENTIAL FINANCIAL DISCLOSURE REPORT**

|  |  |   |
|--|--|---|
| Board Member's Name <i>Print last, first, middle initial</i> |  | Appointing Authority:   |
| Work Phone   | Reporting Status<br>New Entrant <input type="checkbox"/> Annual <input type="checkbox"/> | If New Entrant, Date of Appointment to Position <i>(mm/dd/yy)</i> |

**I certify that the statements I have made on this form and all attached statements are true, complete, and correct to the best of my knowledge.**

|                           |                        |
|---------------------------|------------------------|
| Signature of Board Member | Date <i>(mm/dd/yy)</i> |
|---------------------------|------------------------|



# 1. Assets

You should report in the space provided below all items noted for **you, your spouse, and any dependent children** (dependent child is defined as a son, daughter, stepson or stepdaughter who is either unmarried and under age 21 and living in your house, or considered dependent under the U.S. tax code). Please attach any additional required details that do not fit into the space below.

You do **NOT** need to report:

- Diversified mutual funds, certificates of deposit, savings accounts, checking accounts, money market accounts, T-bonds, bills, notes and savings bonds
- Term life insurance
- Your personal residence, vehicles, furnishings, and similar personal property
- Money owed to you by a spouse, parent, sibling, or child

You **MUST** report in the space provided below:

- Assets worth more than \$5,000 and/or assets that produced more than \$1,000 in income during the past 12 months, including the following:
  - Stocks (by name or by stock ticker ID)
  - Bonds
  - Annuities
  - Trust holdings (name of trust)
  - Partnership interests (name of partnership)
  - Transportation-sector mutual funds (name of mutual fund)
  - Whole-life insurance
  - Investment real estate (type of real estate (rental home, commercial property, etc.) and address/location)
  - Ownership in a privately-held trade or business (name and type of business as well as the address)
  - Other similar assets
- Defined benefit pension plans from a former employer (name of former employer)

## Reportable Information

| Details of each Asset |
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# 2. Income

You should report all items noted below for **you, your spouse and your dependent children** (as defined above).

You do **NOT** need to report:

|   |
|---|
| <ul style="list-style-type: none"> <li>• Veterans' benefits</li> <li>• <b>Your UTA salary</b></li> <li>• Social Security benefits</li> </ul>  |
| <p>You <b>MUST</b> report:</p> <ul style="list-style-type: none"> <li>• <b>For yourself:</b> <ul style="list-style-type: none"> <li>(1) all sources (<i>but not the amount</i>) of salary, fees, commissions, and other earned income greater than \$5,000 per year</li> <li>(2) honoraria greater than \$200</li> <li>(3) other non-investment income such as scholarships, prizes, and gambling income greater than \$1,000</li> </ul> </li> <li>• <b>For your spouse and your dependent children:</b> (1) all <b>sources</b> (<i>but not the amount</i>) of salary, fees, commissions, and other earned income greater than \$5,000, and (2) honoraria greater than \$200</li> </ul> |

**Reportable Information**

| Name / Description |
|--------------------|
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### 3. Liabilities

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| <p>You should report all items noted below for <b>you, your spouse, and any dependent children.</b></p>   |
| <p>You do <b>NOT</b> need to report:</p> <ul style="list-style-type: none"> <li>• Any liability, such as a mortgage, a student loan, or a credit card account, from a financial institution or business entity that was granted on terms made available to the general public</li> <li>• Loans secured by automobiles, household furniture, or appliances, unless the loan exceeds the purchase price of the item it secures</li> <li>• Liabilities that you owe to your spouse or to the parent, sibling, or child of you, your spouse, or your dependent child</li> </ul> |
| <p>You <b>MUST</b> report in the space below:</p> <ul style="list-style-type: none"> <li>• A liability over \$10,000 owed at any time during the reporting period, other than a loan from a financial institution or business entity granted on terms made available to the general public</li> <li>• A loan over \$10,000 from an individual, such as a friend or a business associate</li> </ul>  |

**Reportable Information**

| Name and Address of Creditor | Type of liability ( <i>personal loan, margin account, etc.</i> ) |
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## 4. Outside Positions

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| You should report all items noted below for <b>yourself</b> and, where applicable, your spouse and dependent children   |
| <p>You do <b>NOT</b> need to report:</p> <ul style="list-style-type: none"> <li>Any position with a <ul style="list-style-type: none"> <li>Religious entity</li> <li>Social entity</li> <li>Fraternal entity</li> </ul> </li> <li>Any position held by your spouse or dependent children, except as outlined below</li> <li>Any position that you hold as part of your official UTA duties</li> </ul>   |
| <p>You should report:</p> <p>For yourself:</p> <ul style="list-style-type: none"> <li>All positions outside UTA held at any time during the reporting period, whether or not you were compensated and whether or not you currently hold that position. <b>If representing UTA in the position, please indicate it accordingly in the table below.</b> Positions include an officer, director, employee, trustee, general partner, proprietor, representative, executor, or consultant of any of the following: <ul style="list-style-type: none"> <li>Political entity</li> <li>Corporation, partnership, trust, or other business entity</li> <li>Non-profit or volunteer organization</li> <li>Educational institution</li> </ul> </li> </ul> <p>For your spouse and/or dependent children:</p> <ul style="list-style-type: none"> <li>any position currently held in a transportation-related field, <b>or</b> with an entity currently under contract with UTA for any goods or services</li> </ul> |

### Reportable Information

| Organization (include city and state where organization is located) | Type of organization | Position (include whether for yourself, your spouse or dependent children) | Check if you no longer hold this position |
|---|----------------------|--|---|
|   |                      |  | <input type="checkbox"/>                  |
|   |                      |  | <input type="checkbox"/>                  |
|   |                      |  | <input type="checkbox"/>                  |
|   |                      |  | <input type="checkbox"/>                  |
|   |                      |  | <input type="checkbox"/>                  |

## 5. Agreements or Arrangements

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|--|
| You should report all items noted below for <b>yourself</b>  |
| <p>You do <b>NOT</b> need to report:</p> <ul style="list-style-type: none"> <li>Any agreement or arrangement related to your employment with UTA</li> </ul>                          |
| <p>You <b>MUST</b> report:</p> <ul style="list-style-type: none"> <li>A current leave of absence</li> <li>Future employment, including date you accepted employment offer</li> </ul> |

- Continuation of payment by a former employer (including severance payments) greater than \$200 in a calendar year
- Past employment (within last 5 years) with a company or employer in the transportation industry, or with any company or business with known contracts or relationships with UTA
- Any other employment, relationships, arrangements, or relatives' employment that may create a conflict, or the appearance of a conflict of interest with your duties or responsibilities at UTA
- Any arrangements or contracts between you and another UTA employee, outside the scope of your UTA employment

**Reportable Information**

| Entity with which you have or had an agreement or arrangement <i>(include city and state where entity is located)</i> | Terms of Agreement or Arrangement |
|---|-----------------------------------|
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**6. Gifts and Travel Reimbursements**

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| <p>You should report all items noted below for <b>you, your spouse, and any dependent children</b></p>  |
| <p>You do <b>NOT</b> need to report:</p> <ul style="list-style-type: none"> <li>• Anything received from relatives</li> <li>• Bequests and other forms of inheritance</li> <li>• Gifts and travel reimbursements in connection with UTA approved travel</li> <li>• Gifts of hospitality (food, lodging, entertainment) at the donor's personal residence</li> <li>• Anything received by your spouse or dependent child totally independent of their relationship to you</li> </ul> |
| <p>You <b>MUST</b> report:</p> <ul style="list-style-type: none"> <li>• Travel-related reimbursements, or third-party payment for any travel-related items (NOT UTA-approved/paid travel) (items such as lodging, transportation, and food); include where you traveled, the purpose, and dates of the trip, and who provided the payment or reimbursement</li> <li>• Any other gifts during the reporting period</li> </ul>  |

**Reportable Information**

| Description | Source |
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## 7. ANY OTHER DECLARATIONS

Fill out this part if you believe you have a perceived or actual conflict of interest that has not been covered in this form anywhere else.

| Description |
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*This page is to be completed by the Chief Internal Auditor or the General Counsel upon receipt of the completed financial disclosure form and handed back to the Trustee as evidence of appropriate submission.*

I, \_\_\_\_\_, acknowledge receipt of \_\_\_\_\_ financial disclosure on \_\_\_\_\_

Signature:



**RESOLUTION OF THE BOARD OF TRUSTEES OF THE UTAH TRANSIT  
AUTHORITY AMENDING BOARD PROCESS POLICY NO. 4.1.10 - ANNUAL  
CERTIFICATION OF BOARD MEMBER CODE OF CONDUCT**

No. R2017-05-01

May 24, 2017

WHEREAS, the Utah Transit Authority (the "Authority") is a public transit district organized under the laws of the State of Utah and was created to transact and exercise all of the powers provided for in the Utah Limited Purpose Local Government Entities-Local Districts Act and the Utah Public Transit District Act; and

WHEREAS, the Board of Trustees (the "Board") desires to amend the Board Process Policy 4.1.10 – Annual Certification of Board Member Code of Conduct (the "Policy") in keeping with the Board's philosophy to provide leadership and governance to the Authority.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Utah Transit Authority:

1. That the Board hereby amends the Board Process Policy 4.1.10 – Annual Certification of Board Member Code of Conduct (the "Policy"), a copy of which is attached to this Resolution as Exhibit A.
2. That the Board hereby authorizes the General Counsel, together with the UTA Chief of Internal Audit, and their respective staffs, from time to time, to make such non-substantive changes to Attachment 1 and Attachment 2 to the Policy as they deem necessary, without further action of this Board.
3. That the Board hereby ratifies any and all actions taken by Authority management and staff in furtherance of and effectuating the intent of this Resolution.
4. That this Policy stay in force and effect until rescinded, amended, or superseded by further action of the Board of Trustees.
5. That the corporate seal be attached hereto.

APPROVED AND ADOPTED this \_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Robert McKinley, Chair

ATTEST:

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Robert K. Biles, Secretary/Treasurer

[SEAL]

CERTIFICATE

The undersigned duly qualified Chair of the Board of Trustees of the Utah Transit Authority certifies that the foregoing is a true and correct copy of a resolution adopted at a legally convened meeting of the Board of Trustees held on the \_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Robert McKinley, Chair

\_\_\_\_\_  
Robert K. Biles, Secretary/Treasurer

APPROVED AS TO FORM

\_\_\_\_\_  
Legal Counsel

EXHIBIT A

Copy of Board Process Policy No. 4.1.10