



Summary Minutes

**Board Meeting
December 19, 2024**

Call to order

The meeting was called to order at 1:38 p.m. by Chair Dow Constantine and was available for viewing in person and online.

The meeting was recorded and can be found at <https://www.soundtransit.org/get-to-know-us/board-directors/meeting-videos>.

Roll call of members

Chair	Vice Chairs
(P) Dow Constantine, King County Executive	(P) Kim Roscoe, City of Fife Mayor (P) Dave Somers, Snohomish County Executive

Board members	
(P) Nancy Backus, City of Auburn Mayor	(P) Julie Meredith, WSDOT Alternate
(P) Claudia Balducci, King County Councilmember	(P) Ed Prince, City of Renton Council President
(P) Angela Birney, City of Redmond Mayor	(P) Dan Strauss, City of Seattle Councilmember
(A) Bruce Dammeier, Pierce County Executive	(A) Dave Upthegrove, King County Council Chair
(P) Cassie Franklin, City of Everett Mayor	(P) Peter von Reichbauer, King County Councilmember
(A) Christine Frizzell, City of Lynnwood Mayor	(P) Kristina Walker, City of Tacoma Councilmember
(P) Bruce Harrell, City of Seattle Mayor	(P) Girmay Zahilay, King County Council Vice Chair
(P) Jim Kastama, City of Puyallup Mayor	

Katie Flores, Board Administrator, announced that a quorum of the Board was present at roll call.

Report of the Chair

Recognizing Former RTA Chair Bruce Laing – Chair Constantine shared that former Regional Transit Authority Board Chair Bruce Laing passed away on November 25, 2024. Mr. Laing was the first chair for the Regional Transit Authority (RTA), the predecessor to Sound Transit, from September 1993 – December 1995. Under his leadership, the Board led the initial planning work that eventually resulted in the Sound Move program.

Board members Balducci and Somers echoed the comments regarding Mr. Laing.

Monthly Contract Report - The meeting packet included the monthly CEO contract report for November 2024.

Regional Fare Forum Update- Each of the participating agencies has identified a representative to participate in the Fare Forum and the scheduling of meetings can begin. Chair Constantine noted that a late January date is being targeted for an initial meeting, with additional meetings taking place throughout the winter and spring.

A team of staff are working to develop a process that ensure policy-makers cover issues like fare simplification, fare capping, increasing access to reduced fare programs, providing policy priorities for

future phases of the ORCA payment system, and recommending changes to individual agencies to support regional objectives.

Chair Constantine thanked Board members Frizzell, Walker, and Zahilay who have committed their time to this Fare Forum. More updates will come in the future as the Fare Forum gets underway.

CEO Report

Interim CEO Sparrman provided the report.

Thank you to Departing Board members

CEO Sparrman echoed the sentiments of Chair Constantine and thanked the three departing Board members for their service to the agency and region.

Metro Driver Death

CEO Sparrman acknowledged the horrific tragedy that resulted in a King County Metro bus operator being stabbed and killed. He expressed his condolences to the operator's family and to King County Metro.

Scope and Betterments Policy Implementation Memo

In the Board materials packet for today's meeting, a memo was written to update the Board on the approach that will monitor and track betterment activity, in response to the updated Betterments Policy adopted earlier this year. The approach will result in a comprehensive tracking system through the new Project Management Information System to categorize and monitor betterments, ensuring consistent application of policy and enhanced executive oversight.

Efforts are also underway to begin early and ongoing engagement with Authorities having Jurisdiction. More information will be provided in 2025 with meaningful metrics on the effectiveness of this engagement.

End of Year/Happy Holidays

CEO Sparrman recapped the successes and challenges of 2024, while expressing optimism to carry momentum into 2025. He wished the Board, staff, and the public a happy holiday season.

Public Comment

Chair Constantine announced that the Board was accepting public comment via email and verbally through the virtual meeting platform.

The following people provided written public comment to the Board:

Yash Piratla
Joe Kunzler

The following people provided in-person verbal public comment to the Board:

Ra Ta
Betty Lau
Brien Chow

The following people provided virtual verbal public comment to the Board:

Joe Kunzler

Consent Agenda

Minutes of the November 21, 2024, Board of Directors Meeting

It was moved by Board member Prince, seconded by Board member Birney, and carried by the unanimous vote of the 16 Board members present that the Minutes of the November 21, 2024 Board of Directors meeting be approved as presented.

Chair Constantine asked that the rest of the consent agenda be read into the record.

Voucher Certification: November 2024

Motion No. M2024-78: (1) Approving the key business terms of an agreement with Housing Hope for the sale of Sound Transit surplus property adjacent to Lynnwood City Center Station for the creation of a mixed-use project comprised of affordable housing and community-serving uses; and (2) delegating to the chief executive officer the authority to execute and subsequently amend as necessary the agreement and related covenants, conditions, and easements for the TOD project, all subject to the Board-approved key business terms.

Motion No. M2024-80: Authorizing the chief executive officer to execute a funding agreement with King County Metro Transit (Metro) for Metro to contribute \$50,000,000 to Sound Transit in support of delivering the Renton Transit Center as part of the I-405 Stride Bus Rapid Transit project.

The consent agenda was moved by Board member Walker and seconded by Vice Chair Somers.

It was carried by the unanimous vote of the 16 Board members present that the Consent Agenda be approved as presented.

Report of the Chair (cont.)

Recognizing Departing Board members - Chair Constantine recognized Board members Dammeier, Millar, and Upthegrove as today is their final meeting as Sound Transit Board members. He thanked them for their service to Sound Transit and greater region.

Business items

Resolution No. R2024-24 (Amended): (1) Authorizing a 1.0 percent statutory increase in the property tax levy for 2025, (2) certifying the total property tax levy amount inclusive of levy increases per RCW 84.55.010, and (3) authorizing the preparation of the levy certification forms.

Ryan Fisher, Finance Executive Director, and Stephanie Ball, Financial Planning, Analysis, & Budgeting Director, gave the staff presentation.

Resolution No. R2024-24 (Amended) was moved by Board member Birney and seconded by Vice Chair Somers.

Chair Constantine called for a roll call vote on Resolution No. R2024-24 (Amended).

Ayes

Nancy Backus
Claudia Balducci
Angela Birney
Cassie Franklin
Bruce Harrell
Jim Kastama
Kim Roscoe

Dave Somers
Dan Strauss
Dave Upthegrove
Peter von Reichbauer
Kristina Walker
Girmay Zahilay
Dow Constantine

Nays

Bruce Dammeier

Resolution No. R2024-24 (Amended) was carried by the supermajority vote of the 15 Board members present with 14 Board members voting aye, and 1 Board member voting Nay on the resolution as presented.

Resolution No. R2024-27: (1) Adopting a new adult fare rate for ST Express bus service, and (2) superseding the rates of fare established in Resolution No. R2023-37 with the rates of fare established by this action as shown in Attachment A.

Chad Davis, Fares Director, gave the staff presentation.

Board member Straus thanked staff for their work on this fare change.

Board member Walker reported that the Rider Experience & Operations Committee considered this action earlier this month and unanimously forwarded the Resolution to the Board with a do-pass recommendation.

It was moved by Board member Walker, seconded by Vice Chair Roscoe, and carried by the unanimous vote of the 16 Board members present that Resolution No. R2024-27 be approved as presented.

Motion No. M2024-81: Supplementing the Board's rules to allow the Board election of the Pierce County Vice Chair for 2025-2026 to take place after December 31, 2024.

Chair Constantine noted that this and the next action both pertain to electing Board Officers for 2025-2026.

At last week's Executive Committee meeting, members of the Pierce County Delegation requested that the Committee postpone the recommendation for a Vice Chair from Pierce County, due to expected Board member turnover. Chair Constantine noted that this first action is needed to postpone the consideration of the Vice Chair from Pierce County.

Motion No. M2024-81 was moved by Board member Walker and seconded by Vice Chair Roscoe.

Chair Constantine called for a roll call vote on Motion No. M2024-81.

Ayes

Nancy Backus
Claudia Balducci
Angela Birney
Bruce Dammeier
Cassie Franklin
Bruce Harrell
Jim Kastama
Ed Prince

Nays

Kim Roscoe
Dave Somers
Dan Strauss
Dave Upthegrove
Peter von Reichbauer
Kristina Walker
Girmay Zahilay
Dow Constantine

It was carried by the unanimous vote of the 16 Board members present that Motion No. M2024-81 be approved as presented.

Motion No. M2024-82: Electing the Sound Transit Board Chair and Vice Chair from King County for a two-year term each, beginning January 1, 2025 and ending December 31, 2026.

Per the Board rules, the Washington State Secretary of Transportation is responsible for acting as Chair during the election of Sound Transit Board Officers. Noting that Julie Meredith was present as the WSDOT Alternate, Chair Constantine asked for approval by unanimous consent that the Rules be suspended to allow Ms. Meredith to preside over the election of Board officers. No objections were made. Chair Constantine asked WSDOT Alternate Meredith to begin the consideration of the motion.

WSDOT Alternate Meredith noted that the Executive Committee recommended Dave Somers from Snohomish County as Board Chair and Claudia Balducci from King County as Board Vice Chair.

At this time, WSDOT Alternate Meredith called for any additional nominations from Board members. No further nominations were made.

Board member Strauss and Vice Chair Roscoe thanked Chair Constantine for his service as Board Chair and welcomed the opportunity to work with Executive Dave Somers as Chair in the upcoming term.

WSDOT Alternate Meredith called for a roll call vote on Motion No. M2024-82.

Ayes

Nancy Backus
Claudia Balducci
Angela Birney
Bruce Dammeier
Cassie Franklin
Bruce Harrell
Jim Kastama
Ed Prince

Nays

Kim Roscoe
Dave Somers
Dan Strauss
Peter von Reichbauer
Kristina Walker
Girmay Zahilay
Dow Constantine

It was carried by the unanimous vote of the 15 Board members present that Motion No. M2024-82 be approved as presented.

Chair Constantine thanked the Board for their trust in him as Board Chair over the last two years.

Prior to hearing the Report to the Board, Chair Constantine noted he must depart and asked Vice Chair Somers to preside over the remainder of the meeting.

Before Chair Constantine departed, Vice Chair Somers thanked Chair Constantine for his leadership as Board Chair and asked CEO Sparrman to present Chair Constantine with a ceremonial gavel to reflect his two terms as Board Chair.

CEO Sparrman congratulated Board members Somers and Balducci on their election as Board Officers. He also thanked Chair Constantine for his leadership over the last two years and beyond.

Board member Balducci thanked Chair Constantine for his service as Chair, reserving comments regarding his service as a Board member until he departs from the Board in the future. She highlighted the work accomplished within the agency under his tenures as Chair.

Board member Walker echoed the sentiments of thanks to Chair Constantine. She highlighted his regional mentality as a key aspect of his leadership.

Reports to the Board

CEO Recruitment Discussion

Before asking the external consultant for his report, Vice Chair Somers provided an update on the CEO Recruitment process. He first thanked Board members Backus and Walker to the CEO Selection Team to mitigate the transition of Board membership, provide for regional representation, and expand capacity to ensure the team keeps moving forward with the process to meeting the April target date prior to Interim CEO Sparrman's departure.

Today, the Board will be asked to provide feedback to determine selection criteria for the next CEO so the recruitment effort can begin in early January. Vice Somers reminded the Board that Krauthamer and Associates (K&A) was selected as the firm to work with the agency on this vital recruitment effort. Gregg Moser from K&A will provide a report on stakeholder outreach feedback on what other in the region believe are key criteria that the Board should consider. Mr. Moser will also assist in leading the

discussion on qualities, skills, abilities, and experiences that Board members feel are needed for a CEO candidate to be successful in the longer-term needs of the agency.

Gregg Moser walked through the slides to summarize the feedback collected from regional stakeholders, including Tribal Nations, Transportation Policy/Advocacy Organizations, Business Partners, Labor Organizations, Community Based Organizations, Industry Partners, Internal Staff/Employees, and others. The feedback was collected via townhall-style meetings and surveys, with follow-up meetings offered. In concluding the report, Mr. Moser posed questions for the Board members to think about while providing their feedback.

Vice Chair Somers thanked Mr. Moser for his report and stated that he is looking for a leader who will inspire the agency to continue the path that Interim CEO Sparrman has begun, is committed to a regional approach in delivering transit, is ready to address the complex challenges of both constructing and operating an expanding system, and will continue a constructive relationship with the Board of Directors.

Board member Birney agreed with Vice Chair Somers and highlighted the importance of having a public affairs-oriented individual who will be able to elevate the agency's public image. She also stressed the importance of balancing the challenges and successes of the agency.

Board member Stauss asked to confirm if there was any formal action associated with the discussion today. Vice Chair Somers responded that today is just a discussion. Board member Strauss asked for follow-up briefings on the CEO Selection process. He also echoed the previous comments, adding that the search should be open to national applicants and stressed the importance of local perspective. On the capital side, Board member Strauss raised concerns about handling cost increases and building the system's spine from Tacoma to Everett. Board member Strauss noted that Interim CEO Sparrman also fulfills those criteria.

Vice Chair Roscoe raised the importance of building the agency into an Owner of Choice and proactively improving relationships with Authorities having jurisdiction throughout the region.

Board member Zahilay, using characteristics of CEO Sparrman to direct his feedback, added accountable, solution-oriented, transparent, available, and kindness as criteria for the next CEO.

Board member Dammeier echoed Board member Zahilay's comments and joked about cloning CEO Sparrman. Noting a potential oversight in the feedback presented by Mr. Moser, Board member Dammeier asked if the stakeholders raised the importance of a transportation/transit leader specifically for the position. Mr. Moser noted that prior background in the transportation/transit sector was more of a nice-to-have criteria from stakeholders, as the feedback tended to highlight the need for a proven leader in general. Board member Dammeier noted the importance of having a leadership that can equally support capital and operating challenges and advocated for the importance of a proven transit leader.

Board member Walker noted that much of CEO Sparrman's tenure has been focused on improving the agency's structure and bolstering the ranks with experienced personnel. She added that a potential CEO should be ready to work within the new structure and leverage the improvements made to-date.

Responding to Board member Dammeier's comments regarding a proven transit leader, Board member Balducci said that a such a person would be highly competitive, but also opined that Joni Earl, the longest tenured and most successful Sound Transit CEO, was not originally a transit leader. She noted this distinction was discussed within the smaller CEO Selection Team, and the intent was to not exclude proven leaders just due to not having transit-specific background.

Mr. Moser thanked the Board members for their feedback and noted that he would work with the CEO Selection Team to develop the job description for posting.

In closing, Vice Chair Somers thanked the Board for their insights and discussion. He opined that the selection of a CEO will be one of the most vital decisions of the Board in 2025. The feedback from this discussion will allow the CEO Selection Team to finalize the selection criteria and job description to preparing materials for launching the search in early January.

Executive Session to discuss litigation to which the Agency is, or is likely to become, a party as authorized under RCW 42.30.110(1)(i)

Vice Chair Somers advised that the Board was going into executive session. He introduced Desmond Brown, Sound Transit General Counsel, who explained that the Board was allowed to enter into executive session under RCW 42.30.110(1)(i) to discuss litigation to which the Agency is, or is likely to become, a party.

Chair Constantine explained that the Board would be in executive session for 15 minutes. The executive session began at 3:21 p.m. and was scheduled to end at 3:36 p.m.

At 3:36 p.m., the executive session was extended by 10 minutes to end at 3:46 p.m.

At 3:46 p.m., the executive session was extended by 5 minutes to end at 3:51 p.m.

The executive session ended at 3:51 p.m. At 3:51 p.m., Vice Chair Somers called the meeting back to order.

Other business

None.

Next meeting

The next regular Board meeting would be held on January 23, 2025, 1:30 p.m. to 4:00 p.m. in the Ruth Fisher Board Room and as a virtual meeting via Zoom.

Adjourn

The meeting adjourned at 3:52 p.m.

ATTEST:

Dave Somers
Board Chair

Kathryn Flores
Board Administrator

APPROVED on _____, AJM.