Mountain Line
3773 N. Kaspar Drive · Flagstaff, AZ 86004 · 928-679-8900 · FAX 928-779-6868 · www.mountainline.az.gov

Board of Directors Minutes for Wednesday, October 21, 2026

NOTE: IN ACCORDANCE WITH PROVISIONS OF THE ARIZONA REVISED STATUTES THE SUMMARIZED MINUTES OF NAIPTA BOARD MEETINGS ARE NOT VERBATIM TRANSCRIPTS. ONLY THE ACTIONS TAKEN AND DISCUSSION APPEARING WITHIN QUOTATION MARKS ARE VERBATIM.

The Board of Directors met in Regular Session on Wednesday, October 21, 2026, at 9:00am in the Mountain Line Ponderosa Room, 216 W. Phoenix Avenue, Flagstaff, AZ 86004. This was a WEB BASED meeting. Members of the Board and Mountain Line staff attended in person, by internet conferencing, or by telephone. The public was invited to attend.

BOARD MEMBERS PRESENT:
Josh Maher, (Chair), Associate VP for Community Relations, NAU, designee;
Miranda Sweet, (Vice Chair), Vice Mayor, City of Flagstaff;
Jeronimo Vasquez, Board of Supervisors, Coconino County;
Lori Matthews, Councilmember, City of Flagstaff;
Jeff McKay, VP for Capital Planning and Campus Operations, NAU, alternate
**Three of our five Board member seats must be present to constitute a quorum.*
***The City of Flagstaff holds two seats.*

BOARD MEMBERS EXCUSED:
Tony Williams, Vice President of Student Services, CCC, designee;
Kurt Stull, Executive Director of Facilities and Security, CCC, alternate;
Judy Begay, Board of Supervisors, Coconino County, alternate;
David Spence, Councilmember, City of Flagstaff

MOUNTAIN LINE STAFF IN ATTENDANCE:
Kate Morley, Interim CEO and General Manager;
Jacki Lenners, Deputy General Manager of Administration, arrival at approximately 12:05pm and left at approximately 12:45pm;
Marc Perla, Deputy General Manager of Operations, arrival at approximately 12:05pm and left at approximately 12:45pm;
Megan Coons, Finance Director, arrival at approximately 12:05pm and left at approximately 12:45pm;
Sam Short, Safety and Training Director, left at approximately 9:07am, returned at approximately 12:05pm, and left at approximately 12:45pm;
Sara Dechter, Planning Director, arrival at approximately 12:05pm and left at approximately 12:45pm;
Jon Matthies, IT Manager, left at approximately 9:07am, returned at approximately 12:05pm, and left at approximately 12:45pm;
Rhonda Cashman, Executive Assistant and Clerk of the Board, left at approximately 9:07am and returned at approximately 12:05pm;
Scott Holcomb, Mountain Line Attorney



GUESTS PRESENT:
Scott Bogren, Executive Director, Community Transportation Association of America (CTAA), left at approximately 12:48pm;
Bill McDonald, Transit Board Member for Rochester, NY, (Zoom), joined at approximately 11:01am, left at approximately 11:37am.

1. CALL TO ORDER -Chair Maher called the meeting to order at approximately 9:02am.

2. ROLL CALL

3. SAFETY MINUTE
-Sam Short, Safety and Training Director

Mr. Short reported on heavy rainfall and flooding.

4. CALL TO THE PUBLIC

There were no members of the public in attendance. No public comments were received via email.

5. APPROVAL OF MINUTES 9/16/2026

Director Matthews made a motion to approve the minutes for September 16, 2026. Director Sweet seconded. There was no discussion. All approved, none opposed. Motion carried.

NAME	YES VOTE	NO VOTE
Josh Maher	X	
Miranda Sweet	X	
Jeronimo Vasquez	X	
Lori Matthews	X	

DISCUSSION / ACTION ITEMS:

6. <u>BOARD OF DIRECTOR'S RETREAT</u>
-Scott Bogren, Facilitator, Executive Director of the Community Transportation Association of America (CTAA)

- Basics of Good Board Governance
- Finance and Oversight Best Practices
- Productive Understanding of Public Transit
- Succession Planning

Ms. Morley introduced Mr. Bogren.



Mr. Bogren introduced himself and described the Community Transportation Association of America, for which he has served as CEO. He then led the Board, Interim CEO and General Manager, and General Counsel in discussion on the key elements in effective transit boards of directors, with an emphasis on the unique structure of and issues facing Mountain Line.

The general categories of duties of the Board include the; (i) Duty of Care; (ii) Duty of Loyalty (and good faith); and (iii)Duty of Oversight. The discussion on duty of care included budgeting and grant reporting approaches, and the Mountain Line's success in obtaining Small Transit Intensive Cities (STIC) funding and other grants.

At approximately 9:20am, the meeting was moved to the hallway because of tornado warnings. Discussion continued concerning reports. At approximately 9:41am, the meeting was moved back into the Pondarosa Room. Discussion continued on reports, best practices and presentation of information.

There was short discussion concerning the duty of loyalty as Board members deal with those issues regularly in their other roles.

There was discussion of the duty of oversight starting with management oversight including internal controls, audits and use of auditors, reports to the board, controls, board training, board progression, and examples of good governance practices. The importance of these in relation to a new CEO, and the difference between oversight and meddling, was discussed.

Discussion of financial oversight ensued focused on the 6 keys to Board financial health.

Discussion continued concerning the CEO replacement and selection process with a focus on roles, a national search, succession plans, core competencies, issues to be addressed with candidates, commitment, and experience in transit.

A focused discussion of federal funding of transit followed, including Mountain Line's status as a direct recipient, summary of principal FTA funding programs, important points and issues related to FTA funding, key rules, and review and audits.

The presentation and discussion ended with what all the foregoing means for Board members.

At approximately 11:01am, William McDonald entered the meeting via Zoom. Mr. McDonald discussed with the Board his experience in working with and recruiting transit CEOs. Important factors to consider include strong financial knowledge, communication skills, political acumen, experience managing major projects, IT background, and developing strong community connections. There was also discussion concerning the oversight issues previously addressed with Mr. Bogren.

At approximately 11:37am, Mr. McDonald left the meeting and a break was taken.



At approximately 11:43am, the meeting resumed. A discussion of the history related to history and makeup of transportation systems in the State of New York and New York City relevant to Mr. McDonald's experience. The discussion turned to fleet makeup and replacement, and system flexibility in relation to hiring and role of new CEO, and their understanding of the technology issues involved.

At approximately 12:05pm the meeting broke for lunch.

7. LUNCH FOR BOARD OF DIRECTORS, SOME STAFF, AND PLANNED GUESTS

Ms. Morley thanked Mr. Bogren for the morning program. His contact information was shared, and he said he would provide some documents for the Clerk to share with the Board, as well as the PowerPoint slides.

PROGRESS REPORTS:

8. DELEGATION OF AUTHORITY UPDATES
-Heather Higgins, Purchasing and Contracts Officer

Director Matthews requested a review of the Delegation of Authority items. Ms. Morley provided more detail on the following: the 5339 Low/No grant application for 12 buses, an Intergovernmental Agreement (IGA) with the City of Flagstaff for the City to maintain the artwork at the Downtown Connection Center (DCC), and an extension of the Cooperative Purchasing agreement with the Consortium, a collaborative effort for a virtual power purchase agreement with no financial contribution at this point.

ITEMS TO / FROM THE CEO AND THE BOARD OF DIRECTORS:

9. INQUIRY FOLLOW-UP
-Kate Morley, Interim CEO and General Manager
CEO to confirm follow-up steps from the meeting with the Board.

Ms. Morley shared that she has lots of notes from the morning discussion. She said she will be sure the documents from Mr. Bogren are sent to Board members. She noted that the comments and discussion regarding the CEO Recruitment will be brought back in January. There was a question about Board review of finalists. Ms. Morley explained there have been three submissions for the Recruitment Firm – staff will score and make recommendation to the Board; the Board also requested to review all submissions to determine if they concur with staff. Ms. Morley shared that the Board decided to have the whole Board involved with decisions at regularly scheduled Board meetings.

Director McKay stated that NAU and Mountain Line have agreements for shared use of fuel stations and maintenance facilities, and he is inquiring if charging stations might be added. Ms. Morley responded that staff would have to take a look at the agreement(s).



10. MILESTONE ANNIVERSARIES
-Kate Morley, Interim CEO and General Manager

Ms. Morley reviewed one milestone anniversary.

11. SUMMARY OF CURRENT EVENTS
-Kate Morley, Interim CEO and General Manager

Ms. Morley shared the following highlights:

- On October 13th, Mountain Line celebrated its 25th Anniversary. There was a rider-focused celebration at the DCC with lots of sweets.
- One new hybrid bus was delivered earlier this week and three more are on their way. They have to have some add-ons locally and get wrapped. They should be on the street in approximately three weeks from delivery. One will have a special 25th Anniversary wrap. Be on the lookout for that one!
- Operations have been working really hard to reduce overtime. Mr. Perla has made some positive changes in this area in a short time. Ms. Morley explained some of the strategies used. There was a question about Paratransit Operators that don't need a Commercial Driver's License (CDL) still meeting Department of Transportation (DOT) requirements. Ms. Morley responded that staff are working with Vera to ensure the health standards are met for those operators.
- Ms. Lenners attended that American Public Transportation Association (APTA) Conference in Chicago earlier this month.
- Our Lead Mechanic, Mr. Everett, went to California twice, first to inspect the four new buses and then to inspect the buses being rebuilt.
- Ms. Dechter is hosting the American Planning Association (APA) Arizona Chapter Conference in Flagstaff next week. This was a commitment she made prior to her employment at Mountain Line.
- October anniversaries were recognized.

There were no to/from comments from Board members.

SCHEDULE FOR THE NEXT MEETING DATE AND IDENTIFY AGENDA ITEMS
November/January Working Agenda

The next Board meeting will be held on Wednesday, November 18, 2026 and it will be a hybrid in-person and Zoom meeting based in Flagstaff at the Mountain Line Ponderosa Room, 216 W. Phoenix Ave., Flagstaff, AZ 86001 at 10am. The public is invited to attend. November agenda items may include but not be limited to the Workforce Housing Update, Third Party Review of Financials, Board Vets Recruitment Firm Candidates and Staff Recommendation-Hire/Award Recruitment Firm Request for Proposal (RFP), Spare Contract, DCC Phase 2a Interim Ops GMP Approval, Huntington Grant – Construction, City Intergovernmental (IGA) – Rio de Flag Construction, Organizational Structure and Compensation Plan Financial Analysis/Financial Plan Review, Legislative Priorities, First Mile Last Mile Update, Budget Introduction and Process Review, Operational Assessment Update – Draft



Recommendations, Introduce the New Scorecard, Annual Facilities Maintenance Report, Annual Workforce Utilization Report, and Delegation of Authority Updates. The November agenda will be available for review on Mountain Line's website and at Mountain Line's public posting places (listed on the Mountain Line website) at least 24 hours prior to the meeting and should be consulted for a list of items that will come before the Board.

12. ADJOURNMENT -Chair Maher adjourned the meeting at approximately 1:06pm.

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Josh Maher, Chair of the Mountain Line Board of Directors

ATTEST:

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Rhonda Cashman, Executive Assistant and Clerk of the Board

