



Meeting Agenda and Notice
FACT Annual Board of Directors Meeting
December 12, 2013, 8:30 am*
City Council Chambers, Encinitas City Hall
505 S. Vulcan Avenue, Encinitas, CA 92024

AGENDA

Informal meet & greet, refreshments
8:30am*

Annual Meeting Call to Order
9:00am

1. Introductions
2. Approval of November 21 Board Meeting minutes p-2
ACTION
3. Public Comment
INFORMATION
4. Board Chair's Report – 2013 Year in review
PRESENTATION
5. Keynote Address p-10
PRESENTATION **Muggs Stoll, Director Planning, SANDAG**
6. Live Well San Diego p-11
ACTION
Review of Board Resolution, Presentation by HHSA
7. Norine Sigafoose 2013 Partner of the Year Award presentation p-13
PRESENTATION
Ben Macias, CAM Chair
8. 2014 FACT Board Meeting Calendar p-14
ACTION
9. FACT Annual Audit and SANDAG-TDA Audit Reports p-15
ACTION
10. Executive Director's Report p-17
INFORMATION
11. Board Officer Nominating Committee Report and Elections; p-18
ACTION
Recognition of retiring Board members/Board Officers

12. Board Member Comments; closing remarks
INFORMATION

ADJOURNMENT, informal meet & greet, refreshments

ITEM #1**FACT Board of Directors' Meeting Minutes**

November 21, 2013
Encinitas City Hall
505 S. Vulcan Avenue, Encinitas, CA 92024

Board Members Attending	Bob Campbell, LaVonna Connelly, Hon. Teresa Arballo Barth, Phil Monroe, Norine Sigafoose, Susan Hafner
TAC Members Attending	Danielle Kochman-SANDAG
Board Members Absent	Hon. John Aguilera, Hon. Dave Roberts, Milena Chakraverti-Wuerthwein - Ex officio
Staff Attending	Arun Prem, Meagan Schmidt, Budd Anderson, Oswaldo Perez
Public/Guests	
Introductions	Chair Bob Campbell called the meeting to order at 9:05 AM. Susan Hafner led the group in the Pledge of Allegiance.
Public Comment	Danielle Kochman announced that MAP-21 merged the 5310 and New Freedom programs. It was decided that SANDAG would be the designated recipient for this region.
Board Chair Report	<p>Bob asked if it made sense to designate alternate Board members due to Board member absences and the need for quorum at all Board Meetings. Phil felt it would be difficult for alternate Board members to remain updated without attending meetings regularly. Phil asked who established the quorum requirements and whether they could be changed. Danielle said she would reference the current CTSA contract for the quorum requirements. She said one of the TDA Audit recommendations was to review the CTSA contract; she would look into altering the quorum requirements during the review. Phil noted that the portion of elected officials required on the Board was changed from 1/2 to 1/3. He said the question at hand was how many votes were required to pass an action item. Some committees' take action with a majority vote of the quorum established while other committees' require a majority vote of entire Board. He said if the quorum requirement was changed to four (4) Board Members he suggested a motion only be approved when all four Board Members vote to pass an action item.</p> <p>Bob asked Arun if there were any state requirements regarding quorum.</p>

	<p>Arun said he would have to check the Brown ACT and FACT Bylaws for clarification. He said the CTSA contract only specified the number of elected officials required to be on the Board; currently three (3) were required. Bob and Teresa indicated they were not aware of any quorum requirements per the Brown ACT.</p>
Approval of October 24, 2013 Board Meeting Minutes	<p>Motion to approve the October 24, 2013 Board Meeting minutes made by Phil Monroe. Second by Teresa Arballo Barth. The motion passed unanimously.</p>
Board Officers Nominating Committee Report	<p>Norine Sigafoose said the Nominating Committee would meet in late November and bring nominations to the Board in December. She asked Board officers to notify the committee if they no longer wish to serve in their positions. LaVonna said she would like to continue serving as Board Secretary.</p>
Revisions to FY 2013-14 Budget	<p>During discussions on financial statements at the October 2013 Board Meeting, it was noted that healthcare benefits were under budgeted due to an oversight regarding two (2) temporary employees who transitioned to permanent employees. In order to keep the budget balanced, funds will be transferred from the Brokerage System Software line item to offset the proposed increases. Arun said an increase in Health Benefits was proposed from \$9,600 to 14,400 to reflect a \$200 per month health insurance allowance for each employee. This would result in a decrease in the Brokerage System Software budget from \$50,000 to \$45,200 to offset the additional \$4,800 needed for Health Benefits.</p> <p>Arun explained that FACT's insurance policies were consolidated under one (1) provider and additional coverage was purchased due to the level of transportation performed by FACT. He said a refund was received from the previous provider when the policy was canceled. After further review the insurance budget was adequate and required no adjustment.</p> <p>Staff recommended the Board adopt the revisions to the FY 2013-14 Budget. Bob asked if FACT employees received a health benefits stipend or health insurance coverage. Arun said the Board approved a \$200 stipend in which staff could accept or apply toward a policy option under FACT's group plan. He said two employees have elected to purchase policies. Due to the reform in Healthcare law, the California insurance exchange was being reviewed in order to determine if cheaper policies were available to staff.</p> <p>Motion to adopt proposed FY 2013-14 Budget revisions made by</p>

	<p>Susan Hafner. Second by Phil Monroe. The motion passed unanimously.</p>
<p>Services Update</p>	<p>Arun announced that the San Diego County Office of Education (SDCOE) issued a Request for Proposal (RFP) for the Foster Youth Transportation Service. He said the preliminary proposal that was sent prior would be resubmitted. The proposal would remain the same unless any changes were warranted according to the RFP. Proposals were requested by December 12, 2013. Arun said he would keep the Executive Committee updated.</p> <p>Arun reviewed RideFACT statistics. He highlighted the increase in Ridership for FY 2013 -14 compared to FY 2012-13. As demand was growing steadily, the demand projections need to be updated and service limitations may need to be imposed. 5310 vehicle trips, the lower average cost per trip, and new revenue sources will help mitigate the funding situation and sustain the increase in Ridership. Arun said the topic would need to be discussed in further detail.</p> <p>Arun provided an update on the Poway Adult Day HealthCare Center (PADHC) transportation pilot project. The future proceeds from the contract were not budgeted because the contract was month to month in order to meet the center’s short term needs. It appears the center has opted to rely on FACT for future transportation; he noted that the contract was still month to month. He said FACT had provided the service for around seven (7) months and had generated around \$60,000 in net revenue for FACT. Phil asked how many Rides that accounted for. Meagan Schmidt said it was around 400 trips per month. Danielle Kochman confirmed that the arrangement was okay with the grant requirements as long as a clear allocation process is implemented to demonstrate the cost of administrative services in order to justify the fee.</p> <p>Arun said another proposal for a similar arrangement was received from Neighborhood House. He explained that Neighborhood House currently had an arrangement with CityLink to provide their transportation. Both Neighborhood House and CityLink approached FACT to take over the</p>

transportation. FACT was looking into the logistics of the service to see if it was feasible. Transportation providers that could cover the area would need to be identified. LaVonna asked if there were any red flags FACT should be aware of since the service was not working between CityLink and Neighborhood House. Arun said Neighborhood House indicated that the total cost of transportation provided by CityLink was too high. CityLink indicated that they were interested in performing service only in a core area and did not want to cover the entire service area.

Bob requested the RideFACT monthly ridership chart cover a three year period in order to see the growth rate. He asked that the statistics be broken down in order to accurately track trends.

(Phil summarized the 10,000th rider visit for Board Members who were absent for the October Meeting. He said Jack Barringer was a wonderful guest who was well prepared and provided valuable feedback. He asked if FACT was able to make a presentation for Jack's community. Arun said he planned on attending the next community meeting.)

Phil asked which providers were being considered for the service. Arun said Alpha Project and AAA Transport were being considered based on their rates, service area coverage, and deadhead miles. If these agencies cannot adequately cover the transportation then other providers would be considered. Phil requested Coronado Cab be considered as a brokerage provider; he discussed contacting owner Carolyn Reynolds. Arun said he would follow up with Carolyn. He mentioned there has been increased interest from cab companies as well as increased demand for service. He noted that RideFACT ridership increased in Coronado over the last couple of months. LaVonna said there were a lot of disgruntled cab drivers in El Cajon particularly who were limited by city policies and seeking additional driving opportunities. Arun said the difficulty with cab drivers is they are independent and there is no formal organization or leadership; FACT does not have the administrative ability to deal with single vehicle owners. Susan suggested contacting Michel Anderson, a local lobbyist who represents taxi cab groups, for help in organizing cab service. Teresa suggested FACT proceed cautiously with independent drivers due to insurance and liability issues as well as the growing trend of unregulated cab services; ridesharing was discussed. Arun said from preliminary review the independent cab services are too costly to be utilized by RideFACT.

Arun said at the end of FY 2012-13 the monthly cost per one-way trip was \$11. The cost had remained low during FY 2013-14 and was at \$12.10 for the month of September. The average trip length had not increased. The

cost increase may have been a result of FACT utilizing higher cost providers to perform trips. Although there was an increase, the average cost per one way trip was still lower than average taxi cab rates. Susan said it would be helpful to have the cost per mile. Arun said this could be accommodated. Meagan Schmidt said there was an increase in accessible trip requests which contributed to a higher average cost; FACT pays a higher fare for accessible trips. Arun said some clients who don't require an accessible vehicle, request one because it is more convenient. Riders pay the same fare for an accessible trip. Bob asked if a different fare could be charged for accessible trips in order to deter these requests. The group felt this may not be ADA compatible and may result in liability issues. Arun said he was working on the provider side to get lower accessible trip rates; he mentioned that Alpha Project does not charge more for accessible trips.

Arun reviewed monthly referrals for FY 2012-13 and FY 2013-14. The referrals have not increased the way RideFACT ridership has increased because other organizations are not changing their services as quickly. Eventually working with agencies to provide hand-to-hand referrals will lead to increased referrals.

FACT Business Plan Update

The CTSA contract with SANDAG requires annual Business Plan updates. The current Business Plan update (2014 -2019) was approved in April 2013. This item provided an opportunity for the Board to review preliminary updates that will be incorporated into the 2015-2020 Business Plan update and provide input prior to finalizing the update.

Oswaldo Perez discussed the Business Plan update revisions. He reviewed revisions and new sections added under the following categories: FACT services, Projects Implemented - during FY 2013 -14, Proposed Short Term Services (1-2 years), Potential Short-term Funding Sources, Service Projections, and Projects deferred for future consideration.

Staff recommended the Board review the proposed DRAFT 2015-2020 Business Plan Update elements and provide feedback.

Bob asked for clarification on Section 4.1.9 - Mobility Management for Diverse Seniors. Arun said this section referred to the different level of needs within the senior population; this was originally an AIS proposal for FACT to help mitigate these needs. Phil said section 4.3.5 - DMV Guaranteed Ride Home should be eliminated from the Business Plan. He said the DMV was approached in the past by FACT and they were not interested in partnering. Teresa agreed that the section should be removed because the service was not feasible. Bob asked for clarification

on Section 4.3.4 – Older Driver Wellness. Arun said the intent of the sections was to help older seniors continue driving and ensure they were still capable to continue driving. LaVonna mentioned that AARP performs a similar service. Since the service was being performed by other agencies and didn't coincide with FACT's mission, the Board decided to eliminate the section from the Plan. LaVonna said FACT staff could refer clients in this situation to AARP. Bob asked what Section 5.3.3 – Highway 5 Mitigation Measures referred to. Arun said Caltrans requested feedback on the I-5 freeway widening. FACT had made a case that services like FACT help mitigate Highway 5 capacity impacts. Arun said funding could be available to agencies that contribute to these mitigation factors.

Phil requested an update on VTCLI grant and the realistic amount of funding FACT would receive. Arun said the VTCLI project was comprised of (2) grants for a combined total of \$2,050,000. FACT and 211 are the beneficiaries of the grant and SANDAG is the recipient who will facilitate the project. 211 is the lead in determining how expenses are assessed. FACT's portion of the funding will be used to purchase IT upgrades and brokerage software. 211 preliminarily proposed \$75,000 for FACT; FACT negotiated to bring the amount up to \$250,000. 211 requested a list of purchases to justify the expenses. Arun informed 211 that it was difficult to provide a definitive list for purchases needed two years down the road. He said an allocation in terms of percentages needed to be established. Arun said FACT is guaranteed at least \$50,000 for administrative type expenses; there was also certainty that FACT would receive funding to purchase brokerage software. Phil said the details of the VTCLI project should be included in the Business Plan. Bob said he has met quarterly with 211 management and Arun has maintained contact with Bill York, COO of 211. He said since the SANDAG agreement has been put in place, a meeting should be scheduled to discuss the strategy.

Arun said the Business Plan revisions would be brought to the Board for review in sections and the final Plan would be recommended for adoptions at the Board Retreat in February 2014.

Software &
Service
Development
Committee
update

Bob announced that he had a scheduling conflict on December 3, 2013 and would not be able to attend the Software & Service Development Committee Meeting. Arun said the meeting was not time sensitive and proposed meeting sometime after the Annual Board of Directors Meetings. Bob mentioned he had surgery on January 7th and requested the meeting be scheduled before then.

<p>Annual Meeting Prep (Dec. 12, 2013)</p>	<p>Arun said that he was pleased to announce that Nick Macchione, Director of HHSA San Diego, has agreed to be the keynote speaker at FACT’s Annual Meeting. He had a meeting scheduled with Nick on December 2, 2013 to discuss collaborating with the Live Well San Diego program; Dave Roberts facilitated the meeting. LaVonna said she could brief Arun on Live Well San Diego before the meeting. Arun said he would appreciate any assistance.</p> <p>Arun said Ben Macias was selected as the 2013 Norine Sigafoose Award recipient. Phil asked if Ben would remain as a CAM member since he was no longer with CityLink. Phil mentioned that CAM seats were designated by agency. Arun said Ben would have to be re-categorized and added under an open seat with his affiliated agency. He indicated that Ben was still interested in serving as CAM Chair. Phil asked if CityLink would continue serving on CAM. Arun said Cynthia Sanders, Executive Director of CityLink, indicated that they would like to maintain their CAM seat.</p> <p>Arun said one of the items on the Annual Meeting Agenda was Board, CAM, and TAC appointments. He mentioned that Floyd Willis had not attended CAM or TAC meetings in recent months. Meagan tried contacting him to determine his interest in continuing to serve as a CAM or TAC member, but no response had been received. Bob recommended Arun discuss Aging and Independence services’ (AIS) involvement at CAM with Nick Macchione during their December 2nd meeting. LaVonna said she was frequently in contact with AIS management and could help announce the opportunity. Bob suggested having Dave Roberts handle the request.</p> <p>Arun said the draft Bylaws were recently updated with the Board member absence policy. He said any additional amendments could be added if requested. Bob said the quorum requirement could be an amendment.</p> <p>Arun discussed the video being produced to demonstrate the value of FACT’s services. The videographer captured one of Jack Barringer’s (10,000th RideFACT rider) trips, Jack’s feedback regarding the service, comments by Chair Bob Campbell, and other service aspects. Arun said hopefully the video would be ready to present at the Annual Meeting.</p>
<p>Review of financial statements</p>	<p>At the October Board Meeting a discussion took place regarding the impact of the timing of provider invoices on the financial reporting. Due to this issue financial reports were not available at the following month’s Board Meetings; reports were delayed a month. As an alternative Bob suggested preparing partial statements excluding the provider payments; The full report would be available a month later. FACT plans to begin the process in January 2014. Arun said in late September he attended the</p>

	<p>APTA conference and in early October FACT staff and he attended the CalACT/CTA conference. He said staff applied for Rural Transportation Administration Program (RTAP) scholarships to cover the cost of the conference. He said the Budget was showing an increase in travel expenses for October, but should be rectified when reimbursement for RTAP scholarships is received. He did not expect to exceed the travel expense budget and it should even out over time. Arun said that Bob had requested that significant overages and under spending be highlighted and include an explanation. This would be incorporated into the financials for the next Board Meeting.</p> <p>Arun said the 30th anniversary CalACT Conference will be held in San Diego and felt it would be a great opportunity for FACT to be one of the sponsoring agencies. He said he would bring the topic back to the Board for discussion.</p>
<p>ED Report</p>	<p>Arun reported that the SANDAG sponsored TDA Audit was completed and there were no significant findings or recommendations; the draft audit had not been received. He said there was an early recommendation to separate accounting for TDA expenses. Dennis Randall (FACT CPA) felt this would increase work load and create redundancy between the TDA accounting and regular accounting. The auditors clarified that it was their preference and not a mandatory requirement. Arun said he would inform the Board when the draft audit report was received. He informed the audit team that a preliminary meeting was needed before the next audit so FACT can help streamline the process.</p> <p>Arun said both the internal audit and TDA auditors recommended that FACT hold regular finance committee meetings. Bob solicited Susan’s help in scheduling the finance committee meetings.</p> <p>Meagan and Oswaldo reported on a meeting with Reservation Transportation Authority’s (RTA) Tribal Mobility Management. Laurie Gartrell from SANDAG had recommended that the RTA get in contact with FACT to learn about its formation and services. The RTA consists of sixteen (16) tribes in Riverside and San Diego. RTA has a United We Ride grant that they are planning to use in developing a tribal mobility management coordinated program. The group is working on setting up a similar program to FACT’s referral service where all transportation information is consolidated into one call center for tribal reservation residents. The meeting provided an opportunity to discuss collaboration between FACT and RTA. RTA was invited to attend CAM. Bob mentioned that working with tribal groups can be challenging due to the dynamics of the tribes. LaVonna agreed with Bob and added that the tribes view</p>

	<p>themselves as individual nations. Phil described the formation of the Tribal Chairman Association and the RTA during his work with SANDAG. He said being able to talk to the RTA instead of individual tribes was a great resource. Teresa mentioned that November was Native American month.</p> <p>Arun asked Board members to spread the word regarding the Annual Meeting and help forward the announcement to colleagues and friends. He announced that on December 17, 2013 FACT would host a 5310 pre-bid workshop to help vendors with the application and bid process. LaVonna requested the invitation to the workshop be sent to the Board.</p> <p>Arun reviewed proposed Board Meeting items.</p>
Board Member Comments	<p>Susan announced that she would not be able to attend the Annual Meeting and wished everyone happy holidays. Bob ask Susan to give thought to an audit committee. He felt it would be beneficial to have an internal group assist with the audits. He said this would also demonstrate Board oversight over financial information and audits. Susan said the level of scrutiny described from the TDA audit was not uncommon. She said the key to a smooth audit is partnering with the staff person at SANDAG and getting them involved throughout the audit.</p>
Agenda items for future meetings	None
Adjournment	Meeting adjourned at 10:55 AM.

ITEM #5

TO: BOARD OF DIRECTORS

FROM: ARUN PREM, EXECUTIVE DIRECTOR

RE: Keynote Address by Charles “Muggs” Stoll, Director of Land Use and Transportation Planning, SANDAG

BACKGROUND

Charles Stoll, more commonly known as "Muggs", is the Director of Land Use and Transportation Planning for the San Diego Association of Governments (SANDAG). He directs a team of over 30 professionals in developing critical land use and transportation planning initiatives for the San Diego region, such as the 2050 Regional Transportation Plan and the first Sustainable Communities Strategy pursuant to Senate Bill 375 in the State of California. Previously at SANDAG, Stoll was the Program Manager for *TransNet*, the half-cent countywide sales tax that helps fund regional transportation projects, including FACT.

Muggs joined SANDAG in April 2007 after spending over twenty years with the California Department of Transportation in their San Diego District Office where he gained experience in many functional units including project development and environmental analysis. Stoll received a Bachelor of Science (B.S.) degree in Civil Engineering in 1983 and a Master's degree in Business Administration (M.B.A.) in 1985. Both degrees were earned at San Diego State University. He has been a Registered Professional Engineer in the State of California since 1988.

ITEM #6

TO: BOARD OF DIRECTORS

FROM: Arun Prem, Executive Director, Dr. Nick Yphantides, HHSA

RE: Live Well San Diego - Collaboration agreement with San Diego County HHSA

ISSUE:

FACT's Board and San Diego County's Health and Human Services Agency (HHSA) have a common vision to enhance quality of life for San Diego residents through their programs.

Staff proposes a resolution for the Board's consideration that will formalize the intent of the organizations to work collaboratively.

BACKGROUND:

In recent months Board members made recommendations regarding a formal relationship with the Live Well San Diego (LWSD) initiative of San Diego County's HHSA.

The Vision of the program is a healthy, safe and thriving San Diego County.

In 2010, the Board of Supervisors adopted a comprehensive initiative called Live Well San Diego. This long-term plan to advance the health, safety and overall wellbeing of the region is being built with community involvement in three parts. The first component - Building Better Health - was adopted on July 13, 2010. The second component - Living Safely - was adopted on October 9, 2012. Because living well goes beyond health and safety, a third phase - Thriving - will be rolled out in 2014 to focus on overall well-being.

We believe that FACT plays an important role in the lives of San Diego residents with barriers to mobility and helps them achieve wellness through improve mobility and access to medical and quality of life services. Due to the convergence of the missions and visions, FACT and LWSD believe that their services will be rendered more effectively if the agencies collaborate.

LWSD Partners include cities and governments, diverse businesses including healthcare and technology, military and Veterans organizations, schools, and community and faith-based organizations.

FACT worked with HHSA's Executive staff in order to draft a collaboration agreement that reflects the two agencies' desire to work together (A Board resolution supporting LWSD is attached).

RECOMMENDATION:

Staff recommends the Board approve the Resolution to partner with HHSA's Live Well San Diego initiative.

RESOLUTION OF THE BOARD OF DIRECTORS
OF Full Access & Coordinated Transportation, Inc. (FACT)

RESOLUTION IN SUPPORT OF FACT PARTNERSHIP IN THE COUNTY OF SAN DIEGO’S LIVE WELL PROGRAM

WHEREAS, FACT has been advocating for and working to improve community mobility in San Diego County;

WHEREAS, FACT’s RideFACT transportation service and the transportation referral services promote improved health and wellbeing by providing access to medical and quality of life services to those with barriers to mobility;

WHEREAS, FACT was designated by SANDAG as Consolidated Transportation Services Agency (CTSA) for San Diego County to facilitate coordination of transportation services in San Diego County to reduce gaps in transportation;

WHEREAS, FACT will collaborate and share information with the County of San Diego in support of the Live Well program;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Full Access & Coordinated Transportation, Inc. (FACT):

1. Confirms that Full Access & Coordinated Transportation, Inc. (FACT) is a non-profit California corporation or a public agency under the laws of the State of California;
2. Supports and approves FACT’s participation as a partner in the County of San Diego’s Live Well Program; and
3. Authorizes the people listed below to sign a collaboration agreement with the County of San Diego for partnership in the Live Well Program.

Print Name: Arun Prem Title: Executive Director Signature:

PASSED AND ADOPTED at a Regular meeting of the FACT Board of Directors on this 12th day of December, 2013

Bob Campbell, Board Chair

ATTEST:

LaVonna Connelly, Board Secretary

ITEM # 7

TO: BOARD OF DIRECTORS

FROM: ARUN PREM, EXECUTIVE DIRECTOR

RE: 2013 NORINE SIGAFOOSE PARTNER OF THE YEAR AWARD

PRESENTATION:

In October 2013, the FACT Board unanimously selected Ben Macias, Chair of the Council on Access and Mobility (CAM) to receive the 2013 Norine Sigafoose Partner of the Year Award.

The FACT Board of Directors and staff appreciate Mr. Macias' commitment to coordination of transportation services that assist seniors, individuals with disabilities, and low-income individuals, consistent with FACT's mission.

BACKGROUND:

Each year FACT honors an individual or organization that has partnered with the agency to significantly advance transportation services in San Diego County. The Award is named after Norine Sigafoose, the first Chair of the FACT Board of Directors and a current Board member.

This year's (2013) recipient is Mr. Ben Macias who has proved to be a strong ally in FACT's efforts to enhance mobility for San Diego County's residents.

Ben has played an active role in the San Diego region's transportation scenario as a service provider, leader and effective partner. Ben's association with FACT dates to the early day's of FACT when the first business plan was developed. As a member of CAM Ben was involved in the development of FACT's plans and organization. In 2011 Ben was elected as Chair by the CAM group. He also serves as a representative of FACT on SANDAG's SSTAC (Social Services Transportation Advisory Committee).

Ben has been a resource to transportation providers due to his expertise in vehicle maintenance; he has volunteered his advice, technical assistance and mentoring to partner agencies. Ben developed a vision for a coordinated maintenance services facility for San Diego County that is shared by FACT and will play an important role in the growth of specialized transportation in San Diego.

Ben continues to play a leadership role in all CAM discussions due to his familiarity with planning, funding and operating special needs transportation services.

We congratulate Ben and look forward to working with him in promoting mobility for those with barriers to mobility in San Diego County.

ITEM #8

TO: BOARD OF DIRECTORS

FROM: Arun Prem, Executive Director

RE: FACT Board Meeting Calendar Year 2014

ISSUE

Proposed Year 2014 FACT Board meeting calendar is enclosed for review and action by Board members.

Background:

According to FACT Bylaws, regular Board of Directors' meetings are held on the 4th Thursday of each month. The meetings are held at 9:00 a.m. at Encinitas City Hall. Meeting dates are determined by the bylaws and approved by Board members.

Proposed 2014 Board Meeting Calendar:

January 23
February 27*
March 27
April 24
May 22
June 26
July 24
August 28
September 25
October 23
November 20** (third Thursday)
December 11** (second Thursday)

*Annual Board Retreat - tentative

**Due to potential schedule conflicts during the holidays, the November meeting is proposed on 11/20/14 (third Thursday) and the December meeting on 12/11/2014 (second Thursday).

RECOMMENDATION:

Staff requests the Board to review the proposed schedule and approve the meeting calendar for the 2014 calendar year.

ITEM #9

TO: BOARD OF DIRECTORS

**FROM: ARUN PREM, EXECUTIVE DIRECTOR, DENNIS RANDALL,
CONSULTANT**

RE: REPORT - FACT ANNUAL AUDIT and SANDAG/TDA AUDIT for FY 2013

ISSUE:

1. FACT bylaws require that an internal annual audit report, including the corporation's assets and liabilities, is provided to the Board of Directors within 180 days of the fiscal year end (June 30th 2013).
2. SANDAG conducts an external audit of TDA 4.5 expenses annually as part of CTSA contract oversight.

The DRAFT 2013 internal audit report prepared by Sonnenberg & Co., as well as DRAFT SANDAG TDA 4.5 report prepared by Mayer Hoffman McCann P.C. were completed, and did not indicate any deficiencies or findings.

BACKGROUND:

The annual internal audit was conducted by Sonnenberg & Co. on August 22 and 23. According to the DRAFT report, "In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Full Access & Coordinated Transportation, Inc. as of June 30, 2013, and the changes in its net assets and its cash flows for the year then ended in conformity with the accounting principles generally accepted in the United States of America."

The TDA 4.5 Audit required by SANDAG was conducted on October 1, 2013 and the DRAFT report stated, "In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the TDA Fund of FACT as of June 30, 2013 and 2012, and the change in financial position of the TDA Fund of FACT for the fiscal year then ended in conformity with accounting principles generally accepted in the United States of America."

There were no findings or recommendations in either report. The DRAFT audit reports are enclosed with the Agenda. A limited number of hard copies will be available during the meeting.

FACT Bylaws Requirements Re. Annual Report:

SECTION 6.6. ANNUAL REPORT The Executive Director will ensure that an annual report is furnished no later than one hundred and eighty (180) days after the close of the

corporation's fiscal year to all directors of the corporation. This report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 6.7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

The annual report shall be approved by the Board of Directors.

RECOMMENDATION:

Staff requests Board members review and approve the DRAFT 2013 Annual and TDA Audit Reports.

ITEM #10

TO: BOARD OF DIRECTORS
FROM: Arun Prem, Executive Director
RE: Executive Director Report

Meetings and Events 11/21/2013 - 12/11/2013

- 11/22 MTG. with Janet Grate, City of Oceanside
- 11/22 Meagan met w James Wright, University of San Diego
- 11/22 Conference call w/ Neighborhood House (ADHC)
- 11/25 SANDAG: Grantee Site Visit - Danielle Kochman
- 11/26 Meeting with AAA management
- 12/2 Meeting w/ Home of Guiding Hands re brokerage etc.
- 12/2 Arun Prem/Nick Macchione (HHSA) re. collaboration
- ~~12/5 MTG. w Alpha Project to review new services~~
- 12/9-12/10 CalACT Board Meeting
- 12/10 Regional Short Range Transit Planning Task Force
- 12/11 Arun attended the North County Transportation Business Summit

Upcoming Meetings and Events:

- 12/17 CAM Meeting, brokerage provider meeting, 5310 information workshop
- 1/23 Board Meeting

ITEM #11

TO: BOARD OF DIRECTORS

FROM: Arun Prem, Executive Director

**RE: ELECTION of BOARD OFFICERS - Board Officer Nominations
Committee Report**

ISSUE:

FACT bylaws specify that Board Officer elections be held during the Annual Board of Directors meeting; the new Officers will serve January 1 – December 31, 2014. The following slate of Officers was presented by the nominating committee:

Hon. Dave Roberts	Chair
Bob Campbell	Vice chair
LaVonna Connelly	Secretary
Susan Hafner	Treasurer

BACKGROUND:

During the September 2013 Board meeting a Nominating Committee (Hon Dave Roberts, Hon John Aguilera, and Norine Sigafoose) was appointed to accept nominations and prepare a slate for Board Officer elections. Portions of FACT bylaws that address Board officer elections are shown below:

**ARTICLE 4
OFFICERS OF THE BOARD**

SECTION 4.1. NUMBER OF OFFICERS The officers of the corporation shall be a Chairperson of the Board (or President), one or more Vice Chairperson (or Vice Presidents), a Secretary, and a Treasurer. The corporation may also have, as determined by the board of directors, assistant secretaries, assistant treasurers, or other officers. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board. The Executive Director will not be an Officer of the Board.

SECTION 4.2. QUALIFICATION, ELECTION, AND TERM OF OFFICE Only authorized members of the Board may serve as officers. Officers shall be elected by the board of directors at the Annual Meeting. There are no term limits for officers. **SECTION 4.3. SUBORDINATE OFFICERS** The board of directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

RECOMMENDATION:
Staff requests the Board to receive Board Officers Nominating Committee report, approve nominations, and elect Officers for year 2014.