



SunLine Transit Agency
September 24, 2025
11:25 a.m. – 11:55 a.m.

AGENDA

BOARD OPERATIONS COMMITTEE

Wellness Room
32-505 Harry Oliver Trail
Thousand Palms, CA 92276

NOTICE TO THE PUBLIC

SunLine has discontinued its COVID-19 Emergency Declaration and has returned its Board and Board Committee meetings to live and in-person attendance at the location noted above. These meetings are no longer available for viewing, attendance, or comment by two-way audiovisual platform, two-way telephonic service, webcasting, or streaming video broadcast. SunLine may prepare audio or video recordings of Board meetings. In accordance with the Brown Act and California Public Records Act, these recordings are subject to public inspection for a period for thirty (30) days after the meeting.

In compliance with the Brown Act, agenda materials distributed 72 hours or less prior to the meeting, which are public records relating to open session agenda items, will be available for inspection by members of the public prior to or at the meeting at SunLine Transit Agency's Administration Building, 32505 Harry Oliver Trail, Thousand Palms, CA 92276 and on the Agency's website, www.sunline.org.

In compliance with the Americans with Disabilities Act, Government Code Section 54954.2, and the Federal Transit Administration Title VI, please contact the Clerk of the Board at (760) 343-3456 if disability-related modification(s) and/or interpreter services are needed to participate in a Board meeting. Notification of at least 72 business hours prior to the meeting time will assist staff in ensuring reasonable arrangements can be made to provide assistance at the meeting.

ITEM

RECOMMENDATION

- 1. CALL TO ORDER**
- 2. FLAG SALUTE**
- 3. ROLL CALL**
- 4. FINALIZATION OF AGENDA**

<u>ITEM</u>	<u>RECOMMENDATION</u>
5. PUBLIC COMMENTS	RECEIVE COMMENTS
NON AGENDA ITEMS Members of the public may address the Committee regarding any item within the subject matter jurisdiction of the Committee; however, no action may be taken on off-agenda items unless authorized. Comments shall be limited to matters not listed on the agenda. Members of the public may comment on any matter listed on the agenda at the time that the Board considers that matter. Comments may be limited to 3 minutes in length.	
6. PRESENTATIONS	
7. COMMITTEE MEMBER COMMENTS	RECEIVE COMMENTS
8. ADOPT A JOINT RESOLUTION AMENDING AND RESTATING RULES OF PROCEDURE FOR BOARD MEETINGS AND BYLAWS FOR ALL BOARD STANDING COMMITTEES (Staff: Vanessa Ordorica, Clerk of the Board)	APPROVE (PAGE 3-29)
9. DELEGATION OF AUTHORITY TO THE CEO/GENERAL MANAGER, OR DESIGNEE(S), TO APPROVE DESIGNS AND PLANS FOR ALL SUNLINE TRANSIT AGENCY IMPROVEMENT PROJECTS (Staff: Walter Watcher, Chief of Capital Projects)	APPROVE (PAGE 30-37)
10. ADJOURN	

SunLine Transit Agency & SunLine Services Group

DATE: September 24, 2025 **ACTION**

TO: Board Operations Committee
Board of Directors

FROM: Vanessa Ordorica, Clerk of the Board

RE: Adopt a Joint Resolution Amending and Restating Rules of
Procedure for Board Meetings and Bylaws for All Board Standing
Committees

Recommendation

Recommend that the Board of Directors (Board) adopt a joint resolution amending and restating the rules of procedure for Board meetings and the bylaws for all Board standing committees (Committees).

Background

The Board currently has four Committees: the Finance/Audit Committee, the Strategic Planning & Operational Committee, the Taxi Committee, and the Board Operations Committee. On several recent occasions, Committee meetings have been cancelled due to lack of a quorum of Committee members, although other Board members who do not serve on the Committee were in attendance. This action addresses this problem by allowing Committees to meet as a "Committee of the Whole." This procedure allows a Committee meeting to automatically convert into a Committee of the Whole if a quorum of Board members is present at the Committee meeting, which enables the Committee to conduct its business even if less than a quorum of Committee members is present.

In addition to this change, staff also recommends several updates to the Committee Bylaws to clarify the Committees are subject to the Brown Act, specify which matters go to each Committee before going to the full Board, establish the minimum and maximum number of members for each Committee, and authorize the Chairperson to establish ad hoc committees, as needed. Staff proposes several edits to the rules of Procedure for Board meetings to improve clarity and reflect the Board's current practices.

In the proposed set of amendments reflected in Exhibit A is the removal of the ex officio non-voting member representing the Coachella Valley Association of Governments (CVAG) from the Strategic Planning & Operational Committee. This seat was added to the Strategic Planning & Operational Committee in 2020 and has not been used. However, staff continues to explore the strategic value in maintaining this seat for CVAG and may revisit this decision with this Committee and/or the Board.

Staff recommends implementing these changes by adopting amended and restated Rules for Board Meetings and Bylaws for all Board Committees, as shown in the proposed Joint Resolution Amending and Restating Rules for Board Meetings and Bylaws for All Board Standing Committees included as Attachment A to this report.

Financial Impact

There is no financial impact.

Strategic Priority

Resource Acquisition, Allocation, and Management – Our commitment to resource management prioritizes optimized resource management by effectively acquiring and allocating financial, human, and material resources to ensure operational excellence and long-term sustainability. We emphasize the importance of organizational accountability and responsibility in stewarding public funds, fostering transparency and trust in how resources are utilized to serve our community.

Approved/Reviewed by:

Mona Babauta, CEO/General Manager

Edith Hernandez, Director of Board and Legislative Affairs

Catherine J. Groves, General Counsel

Attachments:

- [Item 8a](#) – Joint Resolution Amending and Restating Rules for Board Meetings and Bylaws for All Board Standing Committees - Redlined
- [Item 8b](#) – Joint Resolution Amending and Restating Rules for Board Meetings and Bylaws for All Board Standing Committees - Redlined Changes Accepted

EXHIBIT A

SUNLINE TRANSIT AGENCY AND SUNLINE SERVICES GROUP

RESOLUTION NO. 0816

A JOINT RESOLUTION AMENDING AND RESTATING RULES OF
PROCEDURE FOR BOARD MEETINGS AND BYLAWS FOR ALL
BOARD STANDING COMMITTEES.

WHEREAS, Section 19-A-2 of the SunLine Joint Powers Transportation Agency Agreement (Agreement) requires that the Board of Directors (Board) adopt Rules of Procedure to govern the conduct of its meetings and any of its other functions and activities, and regulations pertaining thereto;

WHEREAS, on July 1, 1977, the Board adopted Rules of Procedure through the approval of Resolution No. 0001;

WHEREAS, on July 29, 2015, the Board unanimously approved Resolution No. 0747, which amended the Rules of Procedure for Board meetings and established a common set of bylaws applicable to all established Board committees;

WHEREAS, for reasons unknown, Resolution No. 0747 was not properly executed at the time it was approved;

WHEREAS, on April 27, 2016, the Board approved Resolution No. 0751, which ratified Resolution No. 0747 as if it had been fully executed on July 29, 2015;

WHEREAS, on October 28, 2020, the Board approved Resolution No. 0783, which amended the Committee Bylaws in Resolution No. 0747 and authorized the use of videoconferencing in accordance with the Brown Act (Government Code Sections 54950 et. seq.); and

WHEREAS, the Board now desires to amend and restate the Rules of Procedure for Board meetings and the Committee Bylaws through the adoption of this Joint Resolution.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of SunLine Transit Agency and the Board of Directors of the SunLine Services Group, that the Rules of Procedure for Board Meetings and the Bylaws for all Board Standing Committees are amended and restated as follows:

PURPOSE: The purpose and intent of the Board in adopting these Rules is to provide directory guidelines relating to the conduct of the public business by or on behalf of the Board. Any non-compliance with or violation of any provision will not be deemed to affect the validity of any action taken, unless otherwise specifically provided by law. To the extent that any of these Rules conflict with any provision of law or of the SunLine Joint Powers

Transportation Agency Agreement and the Implementation Agreement Authorizing the SunLine Services Group to Regulate Taxicabs, the terms of applicable law or the Agreements shall prevail.

1. MEETINGS

1.1. REGULAR MEETINGS

The Board of Directors shall hold regular meetings at a published location on the fourth Wednesday of each month at 12:00 P.M, with the following exceptions: the July & August meetings are combined and held on the last Wednesday in July, and the November & December meetings are combined and held on the first Wednesday in December. When the day for any regular meeting of the Board falls on a legal holiday, no meeting shall be held on such holiday, but a regular meeting shall be held at the same hour on a day as established by the Board. Notice of regular meetings shall be as specified in the Brown Act (Government Code Section 54950 et seq.).

1.2. SPECIAL MEETINGS

Special Meetings may be called by the Chairperson or majority of Board Members on 24-hour notice, as set forth in the procedures and standards mandated by Government Code Section 54956. Only matters contained in the notice of the Special Meeting may be considered at the meeting.

1.3. QUORUM

The number of members sufficient to constitute a quorum shall be fifty percent (50%) of the total number of parties to SunLine plus one (rounded to the nearest whole number). The Board may take no official action in any instance where less than a quorum is present.

1.4. MAJORITY VOTE

1.4.1. Adoption of by-laws, amendment of by-laws, adoption of the annual budget and such other matters as the Board may designate shall require a majority vote of the entire membership of the Board.

1.4.2. All other actions taken by the Board shall require a majority vote of the quorum in attendance.

1.4.3. An abstention shall be considered neither an affirmative nor a negative vote, but the presence of the member abstaining shall be counted in determining whether or not there is a quorum in attendance.

1.5. MEETINGS TO BE PUBLIC

All regular, adjourned, or special meetings of the Board shall be open to the public, in accordance with the Brown Act. The Board may hold executive sessions from which the public may be excluded for the consideration of subjects permitted under the Brown Act.

1.6. TELECONFERENCING

The Board may use teleconferencing and/or videoconferencing in connection with any meeting or proceeding authorized by law. The Board's use of teleconferencing and/or videoconferencing for a meeting or proceeding shall comply with all provisions of the Brown Act, including but not limited to Government Code Section 54953, and all other applicable laws.

2. ORDER OF BUSINESS

2.1. AGENDA

The Order of Business of each meeting shall be as contained in the Agenda prepared by the General Manager. The Agenda shall be a listing by topic of subjects which shall be taken up for consideration in the following order, which will not be changed except by consent of a majority of the Board Members present:

- Call to Order
- Flag Salute
- Roll Call
- Presentations
- Finalization of Agenda
- Public Comments
- Board Member Comments
- Receive and File Items
- Action Items
- Information Items
- Discussion Items
- ~~General Counsel~~
- General Manager's Report
- Adjournment

2.2. DELIVERY OF AGENDA

Barring insurmountable difficulties, the Agenda shall ordinarily be delivered to Board Members by each Friday preceding the Wednesday meeting to which it pertains.

The Agenda shall also be available to the general public at the time it is delivered to the Board.

2.3. ROLL CALL

Before proceeding with the business of the Board, the Clerk of the Board shall conduct the roll call of the Board Members and the names of those present shall be entered in the minutes.

2.4. APPROVAL OF MINUTES

Unless requested by a majority of the Board, minutes of the previous meeting may be approved without public reading if the Clerk of the Board has previously furnished each Board Member with a copy thereof

2.5. PUBLIC HEARINGS

Generally, public hearings, other than those of a quasi-judicial nature, shall be conducted in the following order:

- Staff review
- Questions of Staff by the Board
- Hearing opened by Chairperson
- If desired, hearing closed
- Questions by the Board
- Discussion by the Board
- Action by the Board

Questions or comments from the public shall be limited to the subject under consideration. Depending upon the extend of the agenda, and the number of persons desiring to speak on an issue, the Chairperson may, at the beginning of the hearing, limit testimony, but in no event to less than 5 minutes per individual. Any person may speak for a longer period of time, upon approval of the SunLine Board, when this is deemed necessary in such cases as when a person is speaking as a representative of a group or has graphic or slide presentations requiring more time.

Quasi-judicial hearings shall be conducted in accordance with the principles of due process, and the General Counsel shall advise the SunLine Board in this regard.

2.6. PUBLIC COMMENTS

Any person may address the Board on any subject pertaining to SunLine business, whether listed on the agenda or not, during the Public Comments portion of the meeting. A limitation of 3 minutes may be imposed upon each person so desiring to address the Board during the first Public Comments designation on the agenda.

2.7. CONSENT CALENDAR

Items of a routine nature may be placed on the consent agenda. All items may be approved by one blanket motion upon unanimous consent. Prior to, or following review of, the consent agenda by the General Manager, any Board member may request that any item be withdrawn from the consent agenda for separate consideration. However, any Board Member may abstain from voting on any consent agenda item without requesting its removal from the consent agenda, and the Clerk of the Board shall be instructed to record such abstentions in the minutes.

2.8. AGENDA ITEMS

Upon request of any Board Member, any item shall be placed on the agenda at the next regularly scheduled Board meeting, provided that the request is submitted prior to the deadline for posting the agenda.

3. PRESIDING OFFICER

3.1. PRESIDING OFFICER:

The Chairperson shall be the Presiding Officer at all meetings of the Board. In the absence of the Chairperson, the Vice Chairperson shall preside. In the absence of both the Chairperson and the Vice Chairperson, the Board shall elect a temporary Presiding Officer to serve until the arrival of the Chairperson or Vice Chairperson or until adjournment.

In accordance with the Joint Powers Agreement, the Board shall elect, from among its members, a Chairperson and Vice Chairperson to serve for one year terms, said terms expiring at the end of each fiscal year. The Board shall meet at its first regularly scheduled meeting in July and choose one of its members as Chairperson and one as Vice Chairperson. Each selection shall be by a majority vote of the quorum in attendance, and a failure to achieve such total of affirmative votes, shall be deemed a selection of the incumbent(s) to remain in office. Each person so selected shall serve until a successor is chosen (at any time) by affirmative votes, provided that at the first regular meeting in July of each year, the office of Chairperson and Vice Chairperson shall automatically be reconsidered by the Board.

3.2. CALL TO ORDER:

The meeting of the Board shall be called to order by the Chairperson or in his or her absence by the Vice Chairperson. In the absence of both the Chairperson and Vice Chairperson, the meeting shall be called to order by the Clerk of the Board, whereupon the Clerk shall immediately call for the selection of a temporary Presiding Officer.

3.3. PARTICIPATION OF PRESIDING OFFICER:

The Presiding Officer may move, second, and debate from the Chair, subject only to such limitations of debate as are imposed on all Board members, and he or she shall not be deprived of any of the rights and privileges of a Board member by reason of his acting as Presiding Officer.

3.4. SIGNING OF DOCUMENTS:

The Chairperson, or Vice Chairperson in the absence of the Chairperson, shall sign Resolutions and Ordinances adopted by the Board.

The Clerk of the Board shall attest to the signature of the Chairperson or Vice Chairperson.

3.5. MAINTENANCE OF ORDER:

The Chairperson or Presiding Officer is responsible for the maintenance of order and decorum at all times. No person is allowed to speak who has not first been recognized by the Chair. All questions and remarks shall be addressed to the Chair.

4. RULES, DECORUM, AND ORDER

4.1. POINTS OF ORDER:

The Presiding Officer shall determine all Points of Order subject to the right of any member to appeal to the Board. If any appeal is taken, the question shall be, "Shall the decision of the Presiding Officer be sustained?" in which event a majority vote shall govern and conclusively determine such question of order.

4.2. DECORUM AND ORDER — BOARD MEMBERS:

- (a) Board members shall accord the utmost courtesy to each other, to SunLine employees and to the public appearing before the Board and shall refrain at all times from rude and derogatory remarks, reflections as to integrity, abusive comments and statements as to motives and personalities.
- (b) Any Board member may move to require the Presiding Officer to enforce the rules and the affirmative vote of a majority of the Board shall require him or her to so act.

4.3. DECORUM AND ORDER — EMPLOYEES:

Employees of SunLine shall observe the same rules of procedure and decorum applicable to members of the Board. The General Manager shall ensure that all SunLine employees observe such decorum. Any staff member, including the General Manager, desiring to address the Board or members of the public shall first be recognized by the Chair.

4.4. ENFORCEMENT OF DECORUM:

In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the members of the Board may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Duly accredited representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. Nothing in this section shall prohibit the Board from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

4.5. CONFLICT OF INTEREST:

All Board ~~M~~members are subject to the provisions of California Law relative to conflicts of interest, and to conflicts of interest codes adopted the Board. Any Board ~~M~~member prevented from voting because of a conflict of interest shall refrain from debate and voting and may be required to leave the dais in accordance with state law. Such Board ~~M~~member may choose to leave the meeting room during debate and voting on the issue.

4.6. PROCEDURES IN ABSENCE OF RULES:

In the absence of a rule herein to govern a point or procedure, Robert's Rules of Order, Newly Revised, shall be used as a guide.

4.7. RULINGS OF CHAIR FINAL UNLESS OVERRULED:

In presiding over Board meetings, the Chairperson, Vice Chairperson or temporary Presiding Officer shall decide all questions of interpretation of these rules, points of order or other questions of procedure requiring rulings. Any such decision or ruling shall be final unless overridden or suspended by a majority vote of the Board members present and voting.

4.8. BOARD APPOINTEES

Any SunLine employees who are appointed to their positions by the Board are nevertheless subject to direction, discipline, and removal by the General Manager pursuant to Section 4.ii. of the Joint Powers Agreement.

5. ADDRESSING THE BOARD

5.1. MANNER OF ADDRESSING THE BOARD:

Any member of the public desiring to address the Board shall proceed to the podium and wait to be recognized by the Presiding Officer. After being recognized, the speaker shall state his or her name for the record.

All remarks and questions shall be addressed to the Chair and not to any individual Board member, staff member or other person. During a public hearing, all remarks shall be limited to the subject under consideration. No person shall enter into any discussion without being recognized by the Presiding Officer.

6. MOTIONS

6.1. PROCESSING OF MOTIONS:

When a motion is made and seconded, it shall be stated by the Presiding Officer before debate. A motion so stated shall not be withdrawn by the mover without the consent of the person seconding it.

6.2. DIVISION OF QUESTION:

If the question contains two or more divisional propositions, the Presiding Officer may, and upon request of a member shall (unless appealed), divide the same.

6.3. PRECEDENCE OF MOTIONS:

When a motion is before the Board, no motion shall be entertained except the following which shall have precedence in the following order:

- (a) Adjourn
- (b) Table
- (c) Limit or terminate discussion
- (d) Amend
- (e) Postpone

6.4. MOTION TO ADJOURN:

A motion to adjourn shall be in order at any time, except as follows:

- (a) When repeated without intervening business or discussion.
- (b) When made as an interruption of a member while speaking.
- (c) When discussion has been ended, and vote on motion is pending, and
- (d) While a vote is being taken.

A motion to adjourn "to another time" shall be debatable only as to the time to which the meeting is adjourned.

6.5. MOTION TO CONTINUE:

Motions to continue to a definite time shall be amendable and debatable as to propriety of postponement and time set.

7. RESOLUTIONS

7.1. DEFINITIONS:

Three terms are in general use to denote actions: “resolution”, “minute order”, and “motion” (thereafter recorded by minute entry). Technically, all three are equally as legally effective and binding; they just vary in the formality of respective memorialization. The most formal is referred to as a “resolution”.

This, in addition to being referenced in the minutes, will be recorded by a separate document, numbered in sequence and preserved in a separate set of books. Such resolutions are used for various reasons, such as when specifically required by law, when needed as a separate evidentiary document to be transmitted to another governmental agency, or where the frequency of future reference back to its contents warrants a separate document (with the additional “whereas” explanatory material it often recites) to facilitate such future reference and research.

A “minute order” denotes a separate document which is also maintained in a separate set of books, under a system of sequential numbering, and is referenced in the minutes; however, the minute order is drafted far more briefly than a resolution and is distinguished from a mere minute entry only by the need, in general, to have a separate document to facilitate certain administrative processes to which it pertains.

A “motion” is a Board action which is recorded simply by an item entry in the minutes of the meeting at which it was accomplished, and no separate document is made to memorialize it.

7.2. RESOLUTIONS PREPARED IN ADVANCE:

Where a resolution has been prepared in written form in advance of the Board’s vote, the procedure shall be motion, second, discussion, vote, and result declared. It shall not be necessary to read a resolution in full or by title except to identify it.

7.3. RESOLUTIONS NOT PREPARED IN ADVANCE:

Where a resolution has not been prepared in advance, the procedure shall be to instruct the General Manager to prepare a resolution for presentation at the next Board Meeting.

7.4. URGENCY RESOLUTIONS:

In matters of urgency, a resolution may be presented orally in motion form together with instructions for written preparation for later execution. After the resolution has been orally stated, the voting procedure above shall be followed.

8. BOARD STANDING COMMITTEE BYLAWS

8.1. BOARD STANDING COMMITTEE BYLAWS:

The Board mayshall establish standing committees ("Committees") to study and make recommendations to the Board as a whole. Notice of Committee meetings, posting of Committee meeting agendas, and the conduct of such meetings must be in full accordance with the applicable requirements of the Brown Act, as may be amended (Government Code Sections 54950 et seq.).

Subjects offered for consideration at any Board meeting will be referred by the Board Chairperson to the appropriate Committee. The Committees are as follows:

- a. The Board Operations Committee reviews Agency bylaws, policies, and procedures. The Committee also monitors state and federal legislative efforts.
- b. The Finance/Audit Committee monitors fiscal transparency by measuring monthly, quarterly and annual fiscal performance goals; works closely with third-party audit firm for fiscal year-end or mid-year audit reviews; reviews all contracts. The Committee also discusses Agency litigation and settlements.
- c. The Strategic Planning & Operational Committee reviews the Short Range Transit Plan; sets long-range goals and a long-range plan; generates change initiatives to deal with high-stakes issues at the strategic-end of the spectrum; reviews next years' service goals and the line-item budget; reviews capital projects; provides review and concurrence on SunLine's performance management benchmarks and goals.
- d. The Taxi Committee review topics concerning the regulation of taxicabs, a function of SunLine Services Group and administered by the SunLine Regulatory Administration.

Each Committee may select such methods for study of the matters under its jurisdiction as it determines appropriate.

The Chairperson of the Board shall provisionally appoint the members of each Committee, and each Committee's Chairperson and Vice

Chairperson. All provisionally appointed members of each Committee, and each Committee's provisionally appointed Chairperson and Vice Chairperson, shall be considered for ratification by the Board at the next regular meeting of the Board. The Chairperson of the Board shall also provisionally fill vacancies on Committees as they may arise during the year. Vacancy appointments shall also be considered for ratification by the Board at the next regular meeting of the Board.

The Board Chairperson will serve as an ex-officio member of all Committees. Unless otherwise prescribed, a Committee shall consist of not less than three (3) members and no more than five (5) members, excluding the ex-officio members.

To allow full participation by Board members at Committee meetings, each Committee meeting will also be noticed as a "Committee of the Whole." In the event that a quorum of Board members is present, the Committee will automatically convert into a Committee of the Whole. If there is no longer a quorum of the Committee of the Whole, then the Committee of the Whole will automatically convert back into a Committee. The Chairperson of the Committee will serve as Chairperson of the Committee of the Whole. To implement this procedure, the agenda for each Committee meeting will include the following footnote: "This Committee may be attended by Board Members who do not serve on this Committee. In the event that a quorum of the entire Board is present, this Committee shall act as a Committee of the Whole. In either case, any item acted upon by the Committee or the Committee of the Whole will require consideration and action by the full Board of Directors as a prerequisite to its legal enactment."

The majority of the entire Committee constitutes a quorum and a vote of a majority of those present is required for action by any Committee, including a Committee of the Whole.

Minutes of the ~~established~~ Committee meetings need not be taken on a regular basis, but shall be taken if any Committee member so requests at least one business day prior to the meeting.

The ~~established~~ Committees shall have the authority to make recommendations to the Board on matters within their established scopes of responsibility. ~~Each Committee may select such methods for study of the matters under its jurisdiction as it deems appropriate.~~ Notwithstanding any policy to the contrary, the ~~established~~ Committees shall not have final approval authority over any matter of SunLine business.

8.2. BOARD AD HOC COMMITTEES

When issues requiring special focus or attention arise, the Chairperson may appoint an ad hoc committee to address them. These committees will be appointed and function in full compliance with applicable law.

~~8.2. NON-VOTING MEMBER OF STRATEGIC PLANNING & OPERATIONAL COMMITTEE:~~

~~The Executive Director, or designee, of the Coachella Valley Association of Governments shall sit on the Strategic Planning & Operational Committee as an ex-officio non-voting advisory member.~~

BE IT FURTHER RESOLVED by the Board of Directors of SunLine Transit Agency and the Board of Directors of the SunLine Services Group, that this Resolution No. 0816 hereby supersedes and replaces Resolution Nos. 0747, 0751, and 0783, and all other prior iterations of rules of procedure for Board meetings and bylaws for all Board standing committees.

APPROVED AND ADOPTED THIS ____ DAY OF _____, 2025

AYES:

NOES:

ABSENT:

Lynn Mallotto
CHAIRPERSON of the Board
SunLine Transit Agency
SunLine Services Group

ATTEST:

Vanessa Ordorica
CLERK OF THE BOARD
SunLine Transit Agency
SunLine Services Group

APPROVED AS TO FORM:

General Counsel
Catherine J. Groves

EXHIBIT B

SUNLINE TRANSIT AGENCY AND SUNLINE SERVICES GROUP

RESOLUTION NO. 0816

**A JOINT RESOLUTION AMENDING AND RESTATING RULES OF
PROCEDURE FOR BOARD MEETINGS AND BYLAWS FOR ALL
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WHEREAS, Section 19-A-2 of the SunLine Joint Powers Transportation Agency Agreement (Agreement) requires that the Board of Directors (Board) adopt Rules of Procedure to govern the conduct of its meetings and any of its other functions and activities, and regulations pertaining thereto;

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- Information Items
- Discussion Items
- General Manager's Report
- Adjournment

2.2. DELIVERY OF AGENDA

Barring insurmountable difficulties, the Agenda shall ordinarily be delivered to Board Members by each Friday preceding the Wednesday meeting to which it pertains.

The Agenda shall also be available to the general public at the time it is delivered to the Board.

2.3. ROLL CALL

Before proceeding with the business of the Board, the Clerk of the Board shall conduct the roll call of the Board Members and the names of those present shall be entered in the minutes.

2.4. APPROVAL OF MINUTES

Unless requested by a majority of the Board, minutes of the previous meeting may be approved without public reading if the Clerk of the Board has previously furnished each Board Member with a copy thereof

2.5. PUBLIC HEARINGS

Generally, public hearings, other than those of a quasi-judicial nature, shall be conducted in the following order:

- Staff review
- Questions of Staff by the Board
- Hearing opened by Chairperson
- If desired, hearing closed
- Questions by the Board
- Discussion by the Board
- Action by the Board

Questions or comments from the public shall be limited to the subject under consideration. Depending upon the extend of the agenda, and the number of persons desiring to speak on an issue, the Chairperson may, at the beginning of the hearing, limit testimony, but in no event to less than 5 minutes per individual. Any person may speak for a longer period of time, upon approval of the SunLine Board, when this is deemed necessary in such cases as when a person is speaking as a representative of a group or has graphic or slide presentations requiring more time.

Quasi-judicial hearings shall be conducted in accordance with the principles of due process, and the General Counsel shall advise the SunLine Board in this regard.

2.6. PUBLIC COMMENTS

Any person may address the Board on any subject pertaining to SunLine business, whether listed on the agenda or not, during the Public Comments portion of the meeting. A limitation of 3 minutes may be imposed upon each person so desiring to address the Board during the first Public Comments designation on the agenda.

2.7. CONSENT CALENDAR

Items of a routine nature may be placed on the consent agenda. All items may be approved by one blanket motion upon unanimous consent. Prior

to, or following review of, the consent agenda by the General Manager, any Board member may request that any item be withdrawn from the consent agenda for separate consideration. However, any Board Member may abstain from voting on any consent agenda item without requesting its removal from the consent agenda, and the Clerk of the Board shall be instructed to record such abstentions in the minutes.

2.8. AGENDA ITEMS

Upon request of any Board Member, any item shall be placed on the agenda at the next regularly scheduled Board meeting, provided that the request is submitted prior to the deadline for posting the agenda.

3. PRESIDING OFFICER

3.1. PRESIDING OFFICER:

The Chairperson shall be the Presiding Officer at all meetings of the Board. In the absence of the Chairperson, the Vice Chairperson shall preside. In the absence of both the Chairperson and the Vice Chairperson, the Board shall elect a temporary Presiding Officer to serve until the arrival of the Chairperson or Vice Chairperson or until adjournment.

In accordance with the Joint Powers Agreement, the Board shall elect, from among its members, a Chairperson and Vice Chairperson to serve for one year terms, said terms expiring at the end of each fiscal year. The Board shall meet at its first regularly scheduled meeting in July and choose one of its members as Chairperson and one as Vice Chairperson. Each selection shall be by a majority vote of the quorum in attendance, and a failure to achieve such total of affirmative votes, shall be deemed a selection of the incumbent(s) to remain in office. Each person so selected shall serve until a successor is chosen (at any time) by affirmative votes, provided that at the first regular meeting in July of each year, the office of Chairperson and Vice Chairperson shall automatically be reconsidered by the Board.

3.2. CALL TO ORDER:

The meeting of the Board shall be called to order by the Chairperson or in his or her absence by the Vice Chairperson. In the absence of both the Chairperson and Vice Chairperson, the meeting shall be called to order by the Clerk of the Board, whereupon the Clerk shall immediately call for the selection of a temporary Presiding Officer.

3.3. PARTICIPATION OF PRESIDING OFFICER:

The Presiding Officer may move, second, and debate from the Chair, subject only to such limitations of debate as are imposed on all Board

members, and he or she shall not be deprived of any of the rights and privileges of a Board member by reason of his acting as Presiding Officer.

3.4. SIGNING OF DOCUMENTS:

The Chairperson, or Vice Chairperson in the absence of the Chairperson, shall sign Resolutions and Ordinances adopted by the Board.

The Clerk of the Board shall attest to the signature of the Chairperson or Vice Chairperson.

3.5. MAINTENANCE OF ORDER:

The Chairperson or Presiding Officer is responsible for the maintenance of order and decorum at all times. No person is allowed to speak who has not first been recognized by the Chair. All questions and remarks shall be addressed to the Chair.

4. RULES, DECORUM, AND ORDER

4.1. POINTS OF ORDER:

The Presiding Officer shall determine all Points of Order subject to the right of any member to appeal to the Board. If any appeal is taken, the question shall be, "Shall the decision of the Presiding Officer be sustained?" in which event a majority vote shall govern and conclusively determine such question of order.

4.2. DECORUM AND ORDER — BOARD MEMBERS:

- (a) Board members shall accord the utmost courtesy to each other, to SunLine employees and to the public appearing before the Board and shall refrain at all times from rude and derogatory remarks, reflections as to integrity, abusive comments and statements as to motives and personalities.
- (b) Any Board member may move to require the Presiding Officer to enforce the rules and the affirmative vote of a majority of the Board shall require him or her to so act.

4.3. DECORUM AND ORDER — EMPLOYEES:

Employees of SunLine shall observe the same rules of procedure and decorum applicable to members of the Board. The General Manager shall ensure that all SunLine employees observe such decorum. Any staff member, including the General Manager, desiring to address the Board or members of the public shall first be recognized by the Chair.

4.4. ENFORCEMENT OF DECORUM:

In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the members of the Board may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Duly accredited representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. Nothing in this section shall prohibit the Board from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

4.5. CONFLICT OF INTEREST:

All Board Members are subject to the provisions of California Law relative to conflicts of interest, and to conflicts of interest codes adopted the Board. Any Board Member prevented from voting because of a conflict of interest shall refrain from debate and voting and may be required to leave the dais in accordance with state law. Such Board Member may choose to leave the meeting room during debate and voting on the issue.

4.6. PROCEDURES IN ABSENCE OF RULES:

In the absence of a rule herein to govern a point or procedure, Robert's Rules of Order, Newly Revised, shall be used as a guide.

4.7. RULINGS OF CHAIR FINAL UNLESS OVERRULED:

In presiding over Board meetings, the Chairperson, Vice Chairperson or temporary Presiding Officer shall decide all questions of interpretation of these rules, points of order or other questions of procedure requiring rulings. Any such decision or ruling shall be final unless overridden or suspended by a majority vote of the Board members present and voting.

4.8. BOARD APPOINTEES

Any SunLine employees who are appointed to their positions by the Board are nevertheless subject to direction, discipline, and removal by the General Manager pursuant to Section 4.ii. of the Joint Powers Agreement.

5. ADDRESSING THE BOARD

5.1. MANNER OF ADDRESSING THE BOARD:

Any member of the public desiring to address the Board shall proceed to the podium and wait to be recognized by the Presiding Officer. After being recognized, the speaker shall state his or her name for the record.

All remarks and questions shall be addressed to the Chair and not to any individual Board member, staff member or other person. During a public hearing, all remarks shall be limited to the subject under consideration. No person shall enter into any discussion without being recognized by the Presiding Officer.

6. MOTIONS

6.1. PROCESSING OF MOTIONS:

When a motion is made and seconded, it shall be stated by the Presiding Officer before debate. A motion so stated shall not be withdrawn by the mover without the consent of the person seconding it.

6.2. DIVISION OF QUESTION:

If the question contains two or more divisional propositions, the Presiding Officer may, and upon request of a member shall (unless appealed), divide the same.

6.3. PRECEDENCE OF MOTIONS:

When a motion is before the Board, no motion shall be entertained except the following which shall have precedence in the following order:

- (a) Adjourn
- (b) Table
- (c) Limit or terminate discussion
- (d) Amend
- (e) Postpone

6.4. MOTION TO ADJOURN:

A motion to adjourn shall be in order at any time, except as follows:

- (a) When repeated without intervening business or discussion.
- (b) When made as an interruption of a member while speaking.
- (c) When discussion has been ended, and vote on motion is pending, and
- (d) While a vote is being taken.

A motion to adjourn "to another time" shall be debatable only as to the time to which the meeting is adjourned.

6.5. MOTION TO CONTINUE:

Motions to continue to a definite time shall be amendable and debatable as to propriety of postponement and time set.

7. RESOLUTIONS

7.1. DEFINITIONS:

Three terms are in general use to denote actions: “resolution”, “minute order”, and “motion” (thereafter recorded by minute entry). Technically, all three are equally as legally effective and binding; they just vary in the formality of respective memorialization. The most formal is referred to as a “resolution”.

This, in addition to being referenced in the minutes, will be recorded by a separate document, numbered in sequence and preserved in a separate set of books. Such resolutions are used for various reasons, such as when specifically required by law, when needed as a separate evidentiary document to be transmitted to another governmental agency, or where the frequency of future reference back to its contents warrants a separate document (with the additional “whereas” explanatory material it often recites) to facilitate such future reference and research.

A “minute order” denotes a separate document which is also maintained in a separate set of books, under a system of sequential numbering, and is referenced in the minutes; however, the minute order is drafted far more briefly than a resolution and is distinguished from a mere minute entry only by the need, in general, to have a separate document to facilitate certain administrative processes to which it pertains.

A “motion” is a Board action which is recorded simply by an item entry in the minutes of the meeting at which it was accomplished, and no separate document is made to memorialize it.

7.2. RESOLUTIONS PREPARED IN ADVANCE:

Where a resolution has been prepared in written form in advance of the Board’s vote, the procedure shall be motion, second, discussion, vote, and result declared. It shall not be necessary to read a resolution in full or by title except to identify it.

7.3. RESOLUTIONS NOT PREPARED IN ADVANCE:

Where a resolution has not been prepared in advance, the procedure shall be to instruct the General Manager to prepare a resolution for presentation at the next Board Meeting.

7.4. URGENCY RESOLUTIONS:

In matters of urgency, a resolution may be presented orally in motion form together with instructions for written preparation for later execution. After

the resolution has been orally stated, the voting procedure above shall be followed.

8. BOARD STANDING COMMITTEE BYLAWS

8.1. BOARD STANDING COMMITTEE BYLAWS:

The Board may establish standing committees ("Committees") to study and make recommendations to the Board as a whole. Notice of Committee meetings, posting of Committee meeting agendas, and the conduct of such meetings must be in full accordance with the applicable requirements of the Brown Act, as may be amended (Government Code Sections 54950 et seq.).

Subjects offered for consideration at any Board meeting will be referred by the Board Chairperson to the appropriate Committee. The Committees are as follows:

- a. The Board Operations Committee reviews Agency bylaws, policies, and procedures. The Committee also monitors state and federal legislative efforts.
- b. The Finance/Audit Committee monitors fiscal transparency by measuring monthly, quarterly and annual fiscal performance goals; works closely with third-party audit firm for fiscal year-end or mid-year audit reviews; reviews all contracts. The Committee also discusses Agency litigation and settlements.
- c. The Strategic Planning & Operational Committee reviews the Short Range Transit Plan; sets long-range goals and a long-range plan; generates change initiatives to deal with high-stakes issues at the strategic-end of the spectrum; reviews next years' service goals and the line-item budget; reviews capital projects; provides review and concurrence on SunLine's performance management benchmarks and goals.
- d. The Taxi Committee review topics concerning the regulation of taxicabs, a function of SunLine Services Group and administered by the SunLine Regulatory Administration.

Each Committee may select such methods for study of the matters under its jurisdiction as it determines appropriate.

The Chairperson of the Board shall provisionally appoint the members of each Committee, and each Committee's Chairperson and Vice Chairperson. All provisionally appointed members of each Committee, and each Committee's provisionally appointed Chairperson and Vice Chairperson, shall be considered for ratification by the Board at the next regular meeting of the Board. The Chairperson of the Board shall also provisionally fill vacancies on Committees as they may arise during the

year. Vacancy appointments shall also be considered for ratification by the Board at the next regular meeting of the Board.

The Board Chairperson will serve as an ex-officio member of all Committees. Unless otherwise prescribed, a Committee shall consist of not less than three (3) members and no more than five (5) members, excluding the ex-officio members.

To allow full participation by Board members at Committee meetings, each Committee meeting will also be noticed as a "Committee of the Whole." In the event that a quorum of Board members is present, the Committee will automatically convert into a Committee of the Whole. If there is no longer a quorum of the Committee of the Whole, then the Committee of the Whole will automatically convert back into a Committee. The Chairperson of the Committee will serve as Chairperson of the Committee of the Whole. To implement this procedure, the agenda for each Committee meeting will include the following footnote: "This Committee may be attended by Board Members who do not serve on this Committee. In the event that a quorum of the entire Board is present, this Committee shall act as a Committee of the Whole. In either case, any item acted upon by the Committee or the Committee of the Whole will require consideration and action by the full Board of Directors as a prerequisite to its legal enactment."

The majority of the entire Committee constitutes a quorum and a vote of a majority of those present is required for action by any Committee, including a Committee of the Whole.

Minutes of the Committee meetings need not be taken on a regular basis, but shall be taken if any Committee member so requests at least one business day prior to the meeting.

The Committees shall have the authority to make recommendations to the Board on matters within their established scopes of responsibility. Notwithstanding any policy to the contrary, the Committees shall not have final approval authority over any matter of SunLine business.

8.2. BOARD AD HOC COMMITTEES

When issues requiring special focus or attention arise, the Chairperson may appoint an ad hoc committee to address them. These committees will be appointed and function in full compliance with applicable law.

BE IT FURTHER RESOLVED by the Board of Directors of SunLine Transit Agency and the Board of Directors of the SunLine Services Group, that this Resolution No. 0816 hereby supersedes and replaces Resolution Nos. 0747, 0751, and 0783, and

all other prior iterations of rules of procedure for Board meetings and bylaws for all Board standing committees.

APPROVED AND ADOPTED THIS _____ DAY OF _____, 2025

AYES:

NOES:

ABSENT:

Lynn Mallotto
CHAIRPERSON of the Board
SunLine Transit Agency
SunLine Services Group

ATTEST:

Vanessa Ordorica
CLERK OF THE BOARD
SunLine Transit Agency
SunLine Services Group

APPROVED AS TO FORM:

General Counsel
Catherine J. Groves

SunLine Transit Agency

DATE: September 24, 2025 **ACTION**

TO: Board Operations Committee
Board of Directors

FROM: Walter Watcher, Chief of Capital Projects

RE: Delegation of Authority to the CEO/General Manager, or Designee(s),
to Approve Designs and Plans for All SunLine Transit Agency
Improvement Projects

Recommendation

Staff recommends that the Board of Directors (Board) of SunLine Transit Agency (SunLine):

1. Delegate to the CEO/General Manager, or designee(s), the authority to approve the designs and plans for all improvement projects (construction, rehabilitation, and maintenance), including, new and existing infrastructure, facilities, and rolling stock projects and/or projects that otherwise affect SunLine operations, and all of their component elements (Projects).
2. Direct that the CEO/General Manager, or designee(s), in the exercise of such authority, weigh all benefits, advantages, and potential risks involved and to reasonably and appropriately balance considerations of safety and convenience for employees, SunLine contractors and consultants, and members of the public; accessibility to transit facilities and services; and cost effectiveness.
3. Authorize the CEO/General Manager, or designee(s), to approve standards that may be utilized in the plan and/or design of Projects.
4. Confirm that the delegation authority granted by this action is not intended to alter the process by which funds may be budgeted or expended on the Projects.

Background

The proposed delegation of authority will provide greater administrative efficiency, responsiveness and flexibility relative to the design and construction of all Projects. SunLine's Capital Projects Department provides direction and oversight of all Projects. The Capital Projects Department participates in the formal review of all Project designs and plans at specific milestones during the design, construction and acceptance process, with the objective of verifying that SunLine's engineering and design requirements and standards are appropriately incorporated, understood, and utilized in a cost effective, safe, and consistent manner.

Authorizing the CEO/General Manager, or designee(s), to approve design standards, as well as to approve the designs and plans of specific SunLine Projects, will streamline the design and approval process and help realize new efficiencies in the consistent and safe application of engineering and design standards, without continued need for Board consideration of changes in design standards, or of designs or delegations on a project-by-project basis, while allowing SunLine to enjoy the immunities available to it under California law.

Specifically, California Government Code Section 830.6 grants California public entities immunity from liability for injuries caused by the plan or design of construction or improvement projects, if the projects' designs or plans were approved and the approved designs or plans were reasonable. This approval must be made by an agency's legislative body or an employee designated by the legislative body to act on its behalf. Similarly, where such a plan or design is prepared in conformity with standards previously approved by the governing board or by an employee exercising discretionary authority to give such approval, the public entity is also immune from liability for injuries caused by the plan or design.

Design standards change with some frequency and returning to the Board for approval of every such change diverts attention from more significant Board items. Also, when projects are underway, waiting for additional Board approvals on specific designs or design changes can insert unwanted delays into project delivery. This is especially true in the newer regime of design/build projects, during which designs are not finalized before construction but, rather, during construction. Removing these potential distractions and delays will increase staff and Board efficiency.

Financial Impact

There is no direct fiscal impact of the proposed delegation of authority.

Strategic Priority

Resource Acquisition, Allocation, & Management – Our resource management commitment prioritizes optimized resource management by effectively acquiring and allocating financial, human, and material resources to ensure operational excellence and long-term sustainability in stewarding public funds, fostering transparency and trust in how resources are utilized to serve our community.

In Collaboration with:

Bryan Valenzuela, Chief Safety Officer

Approved/Reviewed by:

Mona Babauta, CEO/General Manager

Catherine J. Groves, General Counsel

Attachments:

- [Item 9a](#) – Design Immunity PowerPoint Presentation
- [Item 9b](#) – Resolution No. 0817

Design Immunity

Presented by: Alexandra V. Atencio

Design Immunity

- California Government Code Section 830.6 grants California public entities immunity from liability for injuries caused by the plan or design of construction or improvement projects, if the projects' designs or plans were approved and there is substantial evidence that the approved designs or plans were reasonable.
- This approval must be made by an agency's legislative body or an employee designated by the legislative body to act on its behalf.
- Similarly, where such a plan or design is prepared in conformity with standards previously approved by the governing board or by an employee exercising discretionary authority to give such approval, the public entity is also immune from liability for injuries caused by the plan or design.

Delegation of Discretionary Approval Authority

- Recommending that Board delegate discretionary approval authority to the CEO/General Manager, or designee(s), to approve design standards, as well as to approve the designs and plans of specific SunLine Projects
 - Streamlines the design and approval process
 - Increases efficiencies in the consistent and safe application of engineering and design standards, without continued need for Board consideration of changes in design standards, or of designs or delegations on a project-by-project basis
 - Design standards change with some frequency and returning to the Board for approval of every such change diverts attention from more significant Board items
 - When projects are underway, waiting for additional Board approvals on specific designs or design changes can insert unwanted delays into project delivery. This is especially true in the newer regime of design/build projects, during which designs are not finalized before construction but, rather, during construction.
- The Board is authorized by statute to delegate approval authority to “some other body or employee”

SUNLINE TRANSIT AGENCY

RESOLUTION NO. 0817

RESOLUTION DELEGATING AUTHORITY TO THE CEO/GENERAL MANAGER, OR DESIGNEE(S), TO APPROVE DESIGNS AND PLANS FOR ALL SUNLINE TRANSIT AGENCY IMPROVEMENT PROJECTS

WHEREAS, SunLine Transit Agency's (SunLine) Capital Projects Department provides direction and oversight of all improvement projects (construction, rehabilitation, and maintenance), including, new and existing infrastructure, facilities, and rolling stock projects and/or projects that otherwise affect SunLine operations, and all of their component elements (Projects); and

WHEREAS, SunLine's Capital Projects Department participates in the formal review of all Project designs and plans at specific milestones during the design, construction and acceptance process, with the objective of verifying that SunLine's engineering and design requirements and standards are appropriately incorporated, understood, and utilized in a cost effective, safe, and consistent manner; and

WHEREAS, Government Code section 830.6 grants California public entities immunity from liability for injuries caused by the plan or design of construction or improvement projects where such plan or design has been approved by the legislative body of the public entity; and

WHEREAS, the Board, pursuant to Government Code section 830.6, may delegate its discretionary authority to approve the plan or design of public construction or improvement projects (Design Approval Authority) to a SunLine employee or other body; and

WHEREAS, to facilitate the efficient and timely delivery of SunLine Projects, the Board deems it necessary and prudent to delegate its Design Approval Authority to the CEO/General Manager, or designee; and

WHEREAS, the delegation of Design Approval Authority requires the CEO/General Manager, or designee, to review, analyze, and approve of all designs and plans for the Projects and their components.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of SunLine Transit Agency hereby delegates its design and plan approval authority to the CEO/General Manager, or designee(s), for all improvement projects (construction, rehabilitation, and maintenance), including, new and existing infrastructure, facilities, and rolling stock projects and/or projects that otherwise affect SunLine operations, and all of their component elements.

BE IT FURTHER RESOLVED that the CEO/General Manager, or designee(s), in the exercise of such authority, is directed to weigh all benefits, advantages, and potential risks involved and to reasonably and appropriately balance considerations of safety and convenience for employees, SunLine contractors and consultants, and members of the public; accessibility to transit facilities and services; and cost effectiveness.

BE IT FURTHER RESOLVED that the CEO/General Manager, or designee(s), is authorized to establish design standards that may, among other uses, be utilized in the plan or design of Projects.

BE IT FURTHER RESOLVED that the delegation authority granted by this Resolution is not intended to alter the process by which funds may be budgeted or expended on the Projects.

APPROVED AND ADOPTED by the Board of Directors of SunLine Transit Agency on the 24th day of September, 2025.

AYES:

NOES:

ABSENT:

Lynn Mallotto
Chair of the Board
SunLine Transit Agency

ATTEST:

Vanessa Ordorica
Clerk of the Board
SunLine Transit Agency

APPROVED AS TO FORM:

General Counsel
Catherine J. Groves