

KNIK ARM BRIDGE AND TOLL AUTHORITY

MINUTES #1 - 03

Board of Directors' meeting, September 18th, 2003, Atwood Building, Anchorage, Alaska.

The meeting progressed in accordance with the previously established and published agenda, which is attached and part of these minutes.

The meeting was duly noticed in the "Anchorage Daily News" legal section as a public meeting. Numbers in these minutes correspond with the numbers in the agenda.

The meeting was called to order at 1:37 PM by the Chairman George Wuerch.

1. Introduction of Directors:

Chairman Wuerch introduced the directors present; they include:
Senator Lyda Green; Representative Bill Stoltze; Commissioner Mike Barton;
Designee for DOT/PF: Mike Scott; Designee for Dept. Revenue: Tom Boutin;
(hooked up by phone from Fairbanks for the duration of the meeting);
Dave Haugen; Darcie Salmon.

Also present: Jim Cantor, Chief Asst. AG; Henry Springer, Interim Exec.Dir.

Recorder: Linda Hooper, DOT/PF

There were 3 members of the public in attendance.

2. Quorum: a quorum was established with all directors in attendance.

3. Review of SB 213/AS 44 Chpt. 90: Copies were previously furnished to all directors.
Chairman Wuerch explained the structure and gave an overview of the contents.

4. Remarks by Jim Cantor, Chief Asst. Attorney General: Jim Cantor gave an overview of the legal aspects of the enabling legislation. Some of the points covered included:

- Corporation: is set up under Government, not private Corporation rules;
- Bonding: bond committee review; legislature approves bond size;
- Authority has eminent domain powers;
- Employees are in the exempt service status under State rules;
- Board of Directors can set own personnel rules, including benefits;
- Subject to "Executive Budget Act";
- Authority is exempt from the jurisdiction of local Government, incl. zoning laws, can own and manage real estate;

- Authority has to coordinate with local Governments;
- Authority is exempt from State Procurement Code, but has to comply with its provisions and intent and use competitive bid procedures;
- Directors do not have to comply with personal financial disclosure procedures under APOC rules, but is subject to State Ethics Act;
- Question of liability is covered in the bylaws and legislation;
- The Authority is subject to the Public Records Act, Open Meeting Act and Administrative Procedures Act.

Tom Boutin questioned the necessity for regulations; it is probably necessary later when Public participation is involved.

6. Adoption of draft “BY-LAWS”: Springer gave an overview of the presented draft “Bylaws”. They are intended for interim use until a review is completed and they are finally adopted through Board action. The question of who should fill the “Secretary/Treasurer” position remains to be resolved.

Action #1-1-03

MOTION BY Barton, second by Haugen to adopt them as furnished as an interims measure and to present a final version for adoption during the next Board meeting. Passed by unanimous vote.

One question needs to be clarified: How many directors can meet in committee or taskforce functions, before the requirements of the open meeting act apply and such a meeting has to be publicly noticed?

7. Election of Officers:

Action #2-1-03

MOTION by Haugen, second by Barton, to appoint Darcie Salmon as Vice-chairman. There were no other nominations. Motion adopted by unanimous vote. Chairman Wuerch opened the question about an Executive Director for discussion. Because of the confidential nature of the subject, Springer and the attending public left the room and the Board went into Executive Session. After about 10 minutes the Board took

RESOLUTION # 1-03 under consideration.

MOTION by Salmon, second by Barton to appoint Henry Springer as interim Executive Director in accordance with the furnished resolution, with the addition that the “hire” authority is subject to the Board’s approval. Resolution # 1-03, amended, passed by unanimous vote.

8. Henry Springer explained contents of the various policies and procedures involving other Corporations with a similar structure within the State of Alaska framework. Reviews included documents from the ARR, Alaska Housing Finance Corp., AIDEA, Court System and Aerospace Corp. Although the basic approach is similar, there are many differences in the details and some basic functions.

9. Policy and Procedures: Because of the independent nature of the Authority, policies and procedures have to be formulated and adopted. We can use the policies and rules of the State of Alaska and other entities similar to us as a base. Some committees and taskforces should be established to participate in this process.

10. Committees and Taskforces: In accordance with the adopted interim "By-laws", the following groups were designated:

Action #3-1-03

MOTION by Haugen, second by Barton to create a standing "AUDIT COMMITTEE Chaired by T. Boutin; adopted by unanimous consent.

Action #4-1-03

MOTION by Barton, second by Salmon to create a working committee/taskforce chaired by D. Haugen to work on policy and procedures, including personnel and procurement matters. Adopted by unanimous vote.

Commissioner Barton offered help for these tasks from DOT/PF.

11. APOC requirements: Springer reported that Nancy Freeman from APOC confirmed that KABATA officers, directors and staff are not subject to the APOC financial disclosure rules. J. Cantor concurred, stated, however, that the provisions of the State executive branch Ethics Act under AS 39.52 do apply.

12. TORA with DOT/PF: certain functions and funds which are now resting with DOT/PF should be transferred to KABATA.

Action #5-1-03

MOTION by Barton, second by Haugen to appoint Mike Scott to head a taskforce to develop a TORA to identify and accomplish the forgoing. Adopted by unanimous vote. Chairman Wuerch stated that he will be going to Juneau next week to inquire and research about existing funding levels and sources.

13. Other administrative issues:

13a) Chairman Wuerch and Springer explained the present office situation at Bayview at Ship Creek and the future move to the Atwood Building when space becomes available. An overview of the future space necessity and staffing was given.

13b) Logo: A choice of four designs was furnished.

Action# 6-1-03

MOTION by Barton, second by Salmon to adopt the favored design as shown on the letterhead. Adopted by unanimous vote. The metal corporate seal will be ordered shortly.

13c) Resolution 4-03 by the RTPO was presented and reviewed. AS 44 clearly defines the task of the Authority and it does not include any regional planning function. The Authority will COORDINATE with the MOA and Mat-Su borough and will answer any of RTPO's questions.

13d) Paul Palmer's report was furnished to all Directors.

14. Public comments: There were none.

15. Announcements:

Next meeting of the Board around the 9th October;
Everybody is invited to the Governor's press conference tomorrow at 9:30;
Everyone is invited to the RTPO meeting on 9/22 at the MOA public works building;
Discussion about a choice of Federal Lead Agency, its significance and consequences;
Future meetings should be held in other areas also, including Juneau during the legislative session;
Cantor remarked, that federal funding cannot be used for political purposes and lobbying.

16. Adjournment: 2:40 PM

Board action:

Approved: _____

Attest: _____

Date: _____