

**Saint Cloud Area Planning Organization  
EXECUTIVE BOARD COMMITTEE MINUTES  
April 12, 2018**

A regular meeting of the Saint Cloud Area Planning Organization's (APO) Executive Board Meeting was held on Thursday, April 12, 2018 in the Array Room of the Great River Regional Library in Saint Cloud. Chair Jeff Goerger presided with the following members present:

Mayor Dave Kleis	Saint Cloud
Council Member Jeff Goerger	Saint Cloud
Council Member Nick Sauer	Sauk Rapids
Mayor Rick Miller	Waite Park
Township Supervisor Jeff Westerlund	LeSauk Township
Commissioner Joe Perske	Stearns County
Commissioner Spencer Buerkle	Benton County
Commissioner Tim Dolan	Sherburne County

Also Present:

Brian Gibson	Executive Director, APO
Vicki Ikeogu	APO
Alex McKenzie	APO
Joseph Mueller	APO
Dorothy Sweet	APO

**APPROVAL OF AGENDA:**

***Mayor Kleis motioned to approve the Agenda, and Commissioner Perske seconded the motion. Motion carried.***

No comments.

**CONSIDERATION OF CONSENT AGENDA ITEMS:**

(March 8, 2018 Exec Board Meeting Minutes, Bills list, Travel Request for Exec Director to attend the TRB Tools of the Trade Conference in Kansas City Aug 21-24, Contract for Travel Demand Model Support, Letter/Resolution of Support for Regional Safe Routes to School Planning)

***Mayor Kleis motioned to approve the Consent Agenda items, and Council Member Sauer seconded the motion. Motion carried.***

**CONSIDERATION OF TIP AMENDMENT:**

Ms. Ikeogu provided the background information for the TIP Amendments:

- The cost for the 33<sup>rd</sup> Street South expansion in Saint Cloud from a 2-lane undivided roadway to a 4-lane divided roadway with sidewalk and trail amenities has increased from \$3,584,770 to \$6,647,561 warranting an amendment to the FY 2018-2021 TIP. Funding for this increase is being covered by local dollars with no change in federal funding. Federal fiscal constraint will be maintained. No comments were received during the public comment period.

- WACOSA has received federal funding assistance for a vehicle replacement. This project, totaling \$81,000, is a split between the federal share of \$64,800 and \$16,200 of

local dollars, and was not previously programmed into the FY 2018-2021 TIP, which warrants an Amendment. No comments received during the Public Comment period. The TAC recommended approval.

- Stearns County and Saint Louis County have agreed to a funding transfer. Federal Aid funds of \$268,885 are being transferred from Saint Louis County to Stearns County in FY 2019 thru 2021. In exchange, Stearns County will transfer State Aid funds to Saint Louis Count of the same amount during those fiscal years. Fiscal constraint is maintained. No comments received during the Public Comment period. The TAC recommended approval.

- The funding source change for the CSAH 75 resurfacing project from Old Collegeville Rd to CSAH 81 has warranted an Amendment to the FY 2018-2021 TIP. Stearns County will complete the project in 2018 and then receive Advance Construction Payback in 2019, 2020 and 2021. The public comment period ends April 13.

***Mayor Kleis motioned to approve the TIP Amendments contingent upon receiving no public comments, and Council Member Sauer seconded the motion. Motion carried.***

#### **CONSIDERATION OF ORGANIZATIONAL OPTIONS:**

Mr. Gibson gave a PowerPoint presentation with suggested changes to the Joint Powers Agreement (JPA) and the APO By-Laws. The final version, once all changes and suggestions by the Executive Board members are agreed upon and incorporated, would be taken to the full Policy Board in October for consideration and approval.

Organizational Name Change: Since the JPA and By-Laws are being amended, this is an opportunity to change the name of the organization. ***Most members felt a name change would be too confusing and wanted to keep the current name as is.***

JPA: Article II-Purpose; Article III – Definition of Terms; Article IV – Organization (Governmental Unit Membership, Agency Unit Membership, Policy Board Representatives, Non-Voting Representatives, Appointment of Policy Board Representatives, Advisory Committees and Procedures); Article V – Powers and Duties of the APO; Article VI – Planning Area; Article VII – Staff (Exec Director, Additional Staff, Use of Party Resources); Article VIII – Financial Matters (Assessments); Article IX – Duration of Agreement (Dissolution, Withdrawal); Article X – Amendments (Amendments, Recording Amendments); Article XI – Severability. Mr. Gibson reviewed his suggested changes and his reasons for making the suggested changes. Most of the additions and changes provided clarification in each section. ***Mayor Kleis questioned the change in Article IV, Section 1 (Governmental Unit Membership) and felt that it was too restrictive and that each jurisdiction should have the option of joining the APO or not.***

By-Laws: Article I – Mission Statement; Article II – Definitions (Governmental Unit, Agency unit, Party, APO, Primary Voting Representative, Alternate Voting Representative); Article II - Powers and Duties; Article III – Membership and Dues (Membership, Appointment of Primary Voting Representatives, Alternate Voting Representatives, Dues for Government Units, Dues for Agency Unit Voting Members, Dues for Agency Unit Non-Voting Members, Attendance); Article IV – Officers (Officers, Terms); Article V – Officer’s Duties (Chair, Vice-Chair, Past-Chair, Vacancies); Article VI –

Executive Committee (Representatives, Purpose & Role, Meetings); Article VII – Meetings (Meetings, Regular Meetings, Annual Meeting, Special Meetings, Notices, Rules of Order, Agendas, Quorum, voting); Article VIII – Committees (TAC, Other Permanent Advisory Committees, Temporary Committees); Article IX – Staff (Exec Director, Additional Personnel); Article X – Amendment of By-Laws (Amendments, Recording of Amendments); Article XI – Non-Discrimination.

Mr. Gibson reviewed his changes for each Section listed above. Some of the major changes proposed included changing the number of representatives on the board and using the representation on the current Executive Board as the Policy Board, changing the titles of the Board Officers, possibility of having non-voting members on the board, changing the makeup of the Executive Board, having ad hoc meetings for the Executive Board, special meetings, change in dues for Agency Unit Voting Members, simplified attendance requirement, giving advance notice when alternate members attend meetings, addition of temporary committees and ADA/SEP Compliance for agendas.

Concerns and specific comments raised by the board members included:

Past Chair: Mr. Gibson suggested adding the Past Chair to help provide continuity. ***One member objected to the use of Past Chair. Members preferred Chair, 1<sup>st</sup> Vice-chair, 2<sup>nd</sup> Vice-chair, 3<sup>rd</sup> Vice-Chair. Another member raised the question if Federal laws requires four officers. It was suggested that everyone move up a position instead of voting someone in to a position. It was agreed that we need a balance of cities, counties and townships.***

Quorum: ***Concern was expressed about this term pertaining to by-laws and policy changes and that it suggests a majority of those in attendance at a meeting. The question "Can a majority of those in attendance change By-Laws?" was raised. Currently, to change a By-Law, it requires 66% of those in attendance. After much discussion, it was agreed that changes in By-Laws should be on the agenda noticing the meeting, and should not be added at the meeting. The importance of attending or sending an alternate to each meeting was noted.***

Termination of Exec Director: Article IX – Staff, Section 6 refers to how an Executive Director could be terminated. ***Members expressed concern about the use of the word "terminated". Members discussed the termination process, and whether this would be an agenda item, a special meeting or emergency meeting, and how much and what sort of notice would need to be given. Terminating the Executive Director is not currently addressed in the By-Laws. Objection was made to the term "duly called meeting" used in the section regarding termination. Another member was concerned that we all know what "notice" means. Mr. Gibson felt that if that subject arises, it should be on a notice. Mr. Gibson agreed to rewrite that section and will bring it back to the Executive Board.***

Special Meetings: Mr. Gibson read the current By-Laws about special meetings. ***One member requested the addition of a paragraph for "Emergency Meetings," which is different than a "Special Meeting." Mr. Gibson responded that he would look into the State Law regarding emergency meetings.***

Comments Received from Two Board Members who were unable to attend the meeting: ***Sartell commented that Regular Meetings should be held monthly based on a schedule adopted annually by the Policy Board, rather than specifically stating in the by-laws when the body would meet. Most member agreed with this statement.***

***Saint Joseph's Mayor Schultz said he liked the idea of a rotating schedule where everybody rotates through the officer positions. Most of the members felt that is what we currently have now. Mr. Gibson asked if we want to change this in the By-Laws. The consensus was to be to leave officer rotation as an informal and flexible practice rather than including it in the By-laws.***

Annual Meeting/Election of Officers: ***Members were agreeable to changing the Annual meeting to January since elections typically take place in November, and if any officer changes need to be made, January would be the first meeting where that would take place.***

Notice of Agendas Sent Out: ***Commissioner Perske noted the new advance notice that is being given for meetings at the APO, and wondered if this applies to all meetings. Mr. Gibson said the APO is following our SEP policy, which is in compliance with ADA standards. Several members said their jurisdictions are not following these guidelines. The members discussed the notice requirements. Chair Goerger said the APO should comply with the SEP.***

**ADJOURNMENT:**

***Mayor Miller motioned to adjourn the meeting, and Mayor Kleis seconded the motion. Motion carried. The meeting was adjourned at 6:07 p.m.***