



# Bis-Man Transit Board Meeting

September 23, 2021, 11:30AM

<https://us02web.zoom.us/j/85425994044>

Call in: +1 312 626 6799; Meeting ID: 854 2599 4044

## Welcome & Introductions

## Approval of Agenda

## Consent Agenda

1. Previous Month's Minutes
  - a. Attachment A – August Regular Meeting
  - b. Attachment B – September Executive Committee Meeting
2. Financial Report
  - a. Attachment C
3. Ride Stats
  - a. Attachment D

## Public Comment

## Unfinished Business

1. Strategic Plan Facilitator
  - a. Attachment E
2. City of Lincoln Contract Discussion
  - a. Attachment F
3. Investment Sale Update
  - a. Attachment G
4. Role of the Board/Role of the Committee Discussion
  - a. Attachment H
5. Self-Evaluation Question
  - a. Attachment I

### **New Business**

1. American Rescue Plan Additional Assistance Grant
2. Donation Policy/Application Discussion

### **Executive Director Report**

1. Community Outreach Update
2. Coordinated Human Transportation Service Plan Update
3. Payment Processing Update

### **Operations Report**

### **Other Business**

### **Adjourn**

- **The next Board Meeting will be held October 28, 2021 at 11:30am.**



3750 E Rosser Avenue,  
Bismarck, ND 58501



info@bisantransit.com



701.258.6817



www.bisantransit.com



# Attachment A

## Bis-Man Transit Regular Board Meeting Minutes

August 26, 2021, 11:30 A.M.

Via Zoom

Attending:	President/Shaina Laber	Sec. /Tres. DeNae Kautzmann
	Vice President/Lynn Wolf	Royce Schultze
	Glenn Lauinger	Karel Sovak
	Steve Heydt	Helen Baumgartner
	Commissioner Guy	Commissioner Rohr

Not Attending:	Lacey Long
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Staff:	Deidre Hughes	Taylor Kitzan
	Craig Thomas	Mike Mundahl
	Tom Reisenauer	

Guests	Susan Dingle	Rachel Drewlow
	Trevor Vannett	





Meeting was called to order at 11:30 A.M.

**Approval of Agenda:** Steve moved to approve the revised agenda. Karel seconded the motion. Motion carried unanimously.

**Consent Agenda:** Lynn moved to approve the consent agenda. Steve seconded the motion. Motion carried unanimously.

**Public Comment:** Commissioner Rohr commented that a rider expressed his frustrations with paratransit. Transit rider has been dropped off late for medical appointments and has had to reschedule. Commissioner Rohr will email contact information to Deidre and she will follow up.

#### Unfinished Business:

**1. By-Law Amendment:** Notice was sent on August 16th on the by-law amendment for the Executive Committee that was previously discussed at July's Special Meeting. Karel moved to accept the by-law amendment as presented in Attachment G which states the executive committee is comprised of Board officers. Steve seconded the motion. Motion carried unanimously.

**2. Follow-up on Committee Tasks:** Deidre inquired as to which committee would be tasked with review of the Role of the Board, Board Self Evaluation Questions, and the Executive Director Evaluation. Shauna recommended the Executive Committee reviews the Role of the Board and the Board self-evaluations and the Administrative Committee conducts the Executive Director evaluation. Karel asked the Board how to handle assignments moving forward. Deidre suggested that it could be reviewed in the Role of the Board document. Shauna asked Deidre to add that task to the document. Karel moved to approve the Executive Committee review the Role of the Board and the Board Self-Evaluation documents and the Administrative Committee conduct the Executive Director Evaluation. Glenn seconded the motion. Motion carried unanimously.

#### New Business:

**1. 2021 Strategic Plan Facilitator Discussion:** Deidre discussed meeting last year to develop a one-year plan. Deidre suggested that the Board get together this Fall to develop a three to five-year plan. Robin Thorson who facilitated last year is unable to facilitate this year. Commissioner Guy recommended Jason Matthews and the Consensus Council. She will send Deidre contact information. Deidre suggested meeting in October or maybe in November but would like to meet regardless even of whether we have a facilitator.





**2. Coordinated Public Transit – Human Services Transportation Plan:** Deidre explained that this plan must be done every five years in order to receive federal funding from FTA. Surveys for providers and the general public were sent out and posted on line with 30 responses from the general public already. The 2017 plan was short and vague, but may have long-term goals that carry over to the 2022 plan. Public comment is scheduled for September 13th & 14th. Deidre encouraged the Board to take the survey and to spread the word for others to participate. Shauna asked if the plan will have to be taken to the City Commission. Deidre answered that she is working on that question with Rachel from the MPO.

#### **Executive Director Report:**

**1. Community Outreach Update:** Mike discussed the recent community outreach events that Transit has participated in. Bismarket was held last Saturday. Children were able to walk on the bus and get stickers and temporary tattoos. There was also interest in bus routes and CAT trip planner. A booth was setup at BSC Welcome Fair. September 8th CAT bus travel training with Recovery Center is scheduled. Other upcoming events are September 16th at the U Mary and September 22nd at UTTC Welcome Fairs to teach students how to use the CAT to get to destinations in the Bismarck/Mandan area. Steve thanked Deidre and staff for quality social media posts and involvement in community events. He is proud to be a part of Bis-Man Transit. Deidre also asked the Board to let staff know of any upcoming opportunities for community events.

**2. Proposed 5339 Budget Revision:** Deidre explained that a budget revision for two 1500 fixed route buses were added to the 5339 reallocated grant to better utilize funds. Becky Hanson from NDDOT said that this has been approved, but the timeframe is currently unknown on when Transit is able to draw down on funds for those specific buses.

**3. Triennial Review Update:** Deidre informed the Board that staff is working with the City of Bismarck on corrective actions on deficiencies.

**4. Payment Processing Update:** Deidre discussed that staff has been working with Starion Bank and has received a new physical terminal. Invoice online portal should be live September 1<sup>st</sup> and a flyer will go out with the August billing. Ticket purchase and diminishing balances portal should be live in the next week or so.

**5. Mask Update:** The Federal Executive Order extends the mask mandate to January 18, 2022. Operations is doing well educating riders that this is a federal requirement and in making sure drivers and riders are wearing masks.

**Operations Report:** Craig discussed staffing issues. Paratransit rides are increasing to 300-400 rides per day. Being short-staffed affects OTP. They are struggling to hire. Interviews are set up





and they experience multiple no shows. Extensive training is being provided to those who are hired to provide good customer service. Lynn asked if those who are applying and not showing up to interviews are from Job Service. Craig replied no, but he is able to report those individuals to Job Service. Glenn asked how many drivers we are short. Craig said that he needs three paratransit drivers and two fixed route drivers. Fixed route requires a CDL and National Express will be doing a wage assessment for the area since it is a competitive field. Glenn asked if there was an incentive for drivers who are vaccinated. Craig replied no, not at this time. Royce commented that new drivers are doing a good job and giving 100% effort. Craig thanked Royce for the compliment. DeNae asked about paratransit stopping on First Street in front of Library Square in Mandan. This is stopping traffic and DeNae recommended changing this protocol. Craig said pulling in and backing out is a safety concern and that he will look into pulling into the back entrance of the building. Shauna asked if Transit was in touch with the of City of Mandan engineering department about Main Street redesign. Craig said no. Shauna asked Deidre to follow-up with the City even though it may be too late. DeNae complimented drivers slowing down coming into Mandan when speed limit changes. Craig thanked DeNae for noticing drivers following the "Rules of the Road." Lynn suggested the Board to be mindful of dates and times of these instances, so individual drivers are able to receive recognition. Craig thanked Lynn for the suggestion.

**Other Business:** N/A

DeNae moved to adjourn the meeting. Karel seconded the motion. Motion carried unanimously.

Meeting adjourned at 12:16 P.M.



3750 E Rosser Avenue,  
Bismarck, ND 58501



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[www.bisantransit.com](http://www.bisantransit.com)



Bis-Man Transit delivers valued public transportation, linking people, jobs and communities.

# Attachment B

## Bis-Man Transit Executive Committee Meeting Minutes

September 7, 2021, 10:00 A.M.

Via Zoom

Attending: President/Shaula Laber Sec. /Tres. DeNae Kautzmann

Vice President/Lynn Wolf

Staff: Deidre Hughes



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Meeting was called to order at 10:00 A.M.

The purpose of the meeting was to discuss the “Role of the Board” document and to review Board self-evaluation questions.

New language in the “Role of the Board” document was reviewed. Language regarding the authority of the Executive Director was added based on the triennial review. Standing committee roles were added to the document. The Executive Committee section refers back to the bylaws. The committee only has the powers the Board of Directors gives it. The powers need to be outlined by the Board. The Finance Committee language was changed to delete “reporting” and to add “makes recommendations” to the Board. The committee provides financial oversight. The Administrative Committee provides review of personnel policies, conducts the annual review of the Executive Director, and administers and reviews the Board’s self-evaluation. The Community Transportation Input Committee captures the role, but the language needs to be reworded.

The Board member commitment forms were reviewed but are not part of the “Role of the Board” document. The forms will be worked on at a future date.

The self-evaluation questions were reviewed. All questions were weighed for relevancy. The rating changed from “1-5” to “1-4” to avoid the “I don’t know” choice. The questions were either deleted, retained, or modified as follows:

- 1- delete
- 2- keep
- 3- guide Exec Director to implement strategic goals
- 4- keep
- 5- satisfaction of Committee’s report to Board of pertinent business items
- 6- add Exec Dir
- 7- word accepting is substituted for supportive
- 8- keep
- 9- delete
- 10- keep
- 11- delete
- 12- Board clear on level of detail needed to make informed decisions
- 13- delete
- 14- fulfill responsibilities to evaluate Exec Dir
- 15- delete
- 16- encourage Transit staff to take advantage of professional development
- 17- based on Role of Board document do you understand role. Y or N
- 18- spend adequate time in preparation for Board meeting Y or N
- 19- have you read bylaws and policies of the Board Y or N







- 20- delete
- 21- delete
- 22- rate your level of engagement at Board meetings
- 23- do you follow up on commitments made at the Board meeting Y or N
- 24- delete
- 25- keep
- 26- keep
- 27- remove word frequently

Comments will be allowed on the survey. Feedback is valuable but comments shouldn't be needed unless a member needs to clarify a response. The number of questions has been reduced to 19.

Discussion was held on Board member meeting attendance. Shauna asked Deidre to contact Mary Vande Walle at Access Media to see if we can get her template and to ask why she runs attendance report in July.

Meeting adjourned at 11:30 A.M.



## August 2021

## MONTHLY REPORT

	Month	YTD	PY Month	PY YTD	% INC/DEC OVR PYM	% INC/DEC OVR PYTD
<b>RIDERSHIP</b>						
FIXED ROUTE	4,770	34,637	4,685	37,141	1.81%	-6.74%
PARATRANSIT	7,903	56,078	6,195	48,370	27.57%	15.94%
Total	12,673	90,715	10,880	85,511	16.48%	6.09%
FR AVG. DAILY BOARDINGS	183.46					
DR AVG. DAILY BOARDINGS	254.94					
			Pass./Hour	Pass./Hour	Pass./Hour	
<b>REVENUE HOURS</b>						
	Month	YTD	Month	YTD	PY YTD	PY YTD
FIXED ROUTE	1,848.00	14,594.50	2.58	2.37	3.28	11,330.9
PARATRANSIT	2,566.60	18,586.24	3.08	3.02	2.47	19,615.5
Total	4,414.60	33,180.74	2.87	2.73	2.8	30,946.4
			Pass./Mile	Pass./Mile		
<b>REVENUE MILES</b>						
	Month	YTD	Month	YTD	PY YTD	PY YTD
FIXED ROUTE	29,558	237,134	0.16	0.15	187,825	
PARATRANSIT	35,655.81	254,240.76	0.22	0.22	256,893	
Total	65,213.61	491,374.86	0.38	0.37	444,718	
<b>ON TIME PERFORMANCE</b>						
	Month	YTD	PY Month	PY YTD	% INC/DEC OVR PYM	% INC/DEC OVR PYTD
FIXED ROUTE	85.00%		82.83%	84.41%	2.62%	
PARATRANSIT	95.00%	94.00%	98.00%	98.00%	-3.06%	-4.08%
<b>RIDERSHIP PER ROUTE</b>						
ROUTE	Month	YTD	PY Month			% INC/DEC OVR PYM
BLACK	1055	7303		859		22.8%
BLUE	722	5421		841		-14.1%
GREEN	860	5639		586		46.8%
RED	466	3391		815		-42.8%
ORANGE	653	4317				
PURPLE	1014	8442		862		17.6%
U-Mary	84	646		0		#DIV/0!
<b>ACCIDENTS</b>						
	Month	Month at Fault	YTD	YTD at Fault		
FIXED ROUTE	0	0	3	3		
PARATRANSIT	1	0	6	4		
SERVICE VEHICLE	0	0	0	0		
<b>COMPLAINTS</b>						
	Month	YTD				
FIXED ROUTE	1	16				
PARATRANSIT	1	28				
Office Staff	0	1				
<b>COMPLIMENTS</b>						
	Month	YTD				
FIXED ROUTE	0	0				
PARATRANSIT	2	5				
Office Staff	1	2				

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**From:** Ann Crews Melton <amelton@agree.org>  
**Sent:** Wednesday, September 15, 2021 9:34 PM  
**To:** Deidre Hughes <dhughes@bismantransit.com>  
**Subject:** Consensus Council strategic planning proposal

Deidre,

I'm attaching a draft proposal for strategic planning services. Thanks again for reaching out to us! A few notes: you can consider this a starting place for conversation—much is still negotiable. I consulted with our team to outline what we thought might be the best fit for Bis-Man Transit, based on the information I gathered, but if we need to scale back further (in time commitment and/or budget) we can figure out how to do so. We know that you will be facing some tough decisions in the next several years, so wanted to give you and your Board enough time for thorough discussion and reflection as you determine next steps.

Please let me know if I can answer any questions, and I'll be happy to discuss further when you're ready.

Kind regards,  
Ann

**Ann Crews Melton**  
Executive Director | **Consensus Council**  
1003 E Interstate Ave, Suite 7 | Bismarck, ND 58503  
701.391.3875 | [agree.org](https://www.agree.org) | she/her



**Proposal to Deidre Hughes, Executive Director,  
Bis-Man Transit  
for Strategic Planning Services**

**September 15, 2021**

Consensus Council, in response to a request from the Bis-Man Transit Executive Director, submits the following draft proposal for services.

**PURPOSE**

The primary purpose is to determine the needs, priorities, and potential opportunities, through strategic planning, for Bis-Man Transit. A secondary purpose is to revisit mission and vision of the organization. A third purpose is to develop trusting relationships and share ideas among the Executive Director and Board of Directors and to cement partnerships for the future.

**CONSENSUS COUNCIL APPROACH**

Consensus Council (CC) offers three decades of established success in building consensus among diverse stakeholders, conducting research and integrating expertise to positively impact our clients' futures. As a **mission-driven organization we demonstrate and uphold the inherent value of consensus decision-making**, in which every voice is heard and valued in an open, relational process.

Consensus building begins with guided conversations where goals and objectives are clearly identified, and issues and conflicts are dissected and reassembled into solutions that everyone at the table owns and embraces, because everyone has contributed to the creation of shared solutions. Consensus building demands commitment and takes time, but results tend to be enduring. Unlike majority rule or other facilitative processes, consensus builds universal buy-in through a fully collaborative, carefully facilitated process.

## GOALS

The **primary project goals** are:

- **Clear, compelling strategic direction** that charts a 3-5 year course for Bis-Man Transit, building on its strengths, matching its capacity, and allowing space for adaptation based on ongoing learning and changing externalities.
- **Participatory and values-driven process** that capitalizes on the wisdom of staff, board, and community and cultivates broad support for the new strategic direction.

## SCOPE OF WORK

The project will be carried out during October-December 2021 and organized into four phases. The primary deliverable is a document that conveys Bis-Man Transit's new 3-5 year strategic direction.

### (1) Planning to Plan + Context: *Where Are We Now?*

90-minute working session with the ED and Board leadership:

- Determine key questions to answer during strategic planning process.
- Establish priorities for process; explore desired outcomes to be discussed/determined by full Board in session one.
- Review relevant data/reports and previously compiled stakeholder input to inform process.

### (2) Mission, Vision, + Outcomes: *Where Do We Want to Be in the Future?*

Facilitate participatory activities to revisit the mission (if desired), articulate a long-term vision for the organization and the communities it works with, and identify outcomes that, if achieved, will realize the mission and vision.

#### Key Activities + Deliverables

- 4-hour working session with ED and Board to update mission statement and articulate a vision.
- Documentation of updated mission statement, vision statement, and intended outcomes.

### (3) Strategic Path: *How Do We Get from Here to There?*

Identify Bis-Man Transit's strategic priorities for the coming 3-5 years. Generate a list of possible strategic pathway and then narrow the list by considering: Which are most likely to achieve our

intended outcomes? Which are most feasible based on Bis-Man Transit's capacity and external factors?

Key Activities + Deliverables

- 4-hour working session with ED and Board to build agreement on a strategic path.
- Documentation of strategic priorities.

**(4) Implementation Planning**

In working session with ED (and possibly Board leadership), CC will map out an implementation plan that addresses action timeline, staffing and other capacity needs, and budget implications of the plan. The implementation plan will be integrated into the final strategic plan document.

Key Activities + Deliverables

- 90-minute working session with ED to build implementation plan.
- 12-month action plan to launch Bis-Man Transit's new strategic direction.

**Additional Process Elements + Considerations**

- Regular communication with leadership is critical. 30-minute phone check-ins with the ED and possibly Board leadership in between meetings will supplement the proposed process. CC facilitators may schedule working sessions with ED between Board sessions one and two.
- The Board working sessions will be spaced 2-3 weeks apart. The intent is to maintain continuity and momentum, while allowing for reflection/homework in between and limiting overall demands on time.
- Homework may be assigned in between sessions in the interest of gaining further insight and maintaining forward progress. Typical homework is an email response to synthesized input from the previous working session.

**BUDGET**

The total budget for the project is \$7,680. This represents a fixed cost for producing the deliverables listed in the Scope of Work section, and it is CC's responsibility to ensure the work is completed efficiently. The cost is based on an estimated 48 hours of work at a consultant rate of \$160/hr. Estimated time allocations are as follows:

Phase 1 – 6 hours

Phase 2 – 8 hours

Phase 3 – 8 hours

## Draft for Discussion

Phase 4 – 6 hours

Project Management + Completion of Deliverables – 20

The proposed fee does not include any meetings after December 2021. However, it is recommended that the original facilitator(s) continue to have a role in assisting with planning and implementation over the course of the 12-month period. CC will provide use of its Zoom account for the sessions in this proposal. CC anticipates no other expenses.

### **NEXT STEPS & CONTACT**

Consensus Council welcomes the opportunity to discuss and/or negotiate this proposal, in whole or in part, to best meet the needs of the project and the stakeholders involved. Services of CC, at full fee when not reimbursed, may be used as in-kind match for grant purposes, at the discretion of the client, and with the permission of CC. CC reserves the right to renegotiate any contract where there are significant variances in proposed and actual project costs.

For further discussion or any questions regarding this proposal, please contact:

Ann Crews Melton, Executive Director  
amelton@agree.org  
701.391.3875



# Attachment F

October XX, XXXX

## Service Agreement between the Bis-Man Transit Board and the City of Lincoln

**Whereas:** The Bis-Man Transit Board agrees to provide transportation services to the City of Lincoln residents who qualify for paratransit services as described in Bis-Man Transit's published literature, beginning January 1, 2022 and ending December 31, 2022 with the option to extend for two additional one-year terms. This agreement will automatically renew with the existing terms unless notice not to extend the agreement is sent in writing or by email to the other party by October 31. This service will be provided during the normal operating hours of Bis-Man Transit.

**Whereas:** The City of Lincoln agrees to pay The Bis-Man Transit Board the sum of \$15,000 for paratransit/demand response transportation services during each term of this agreement. These funds are to be paid in two installments of \$7,500; the first installment will be due each year by January 31, and the second installment of \$7,500 will be due by July 31, of each year. In the event that average monthly boardings in Lincoln exceed 125 trips during a period of six consecutive months or if either gas or diesel fuel exceed \$3.50 per gallon for six consecutive months, Bis-Man Transit may seek a proportionate amount of additional funds from the City of Lincoln. If additional funding is not provided under these circumstances, Bis-Man Transit may choose to terminate this agreement with 30-day notice in writing to the City of Lincoln.

**Whereas:** The City of Lincoln and Bis-Man Transit agree to negotiate a sustainable funding plan by October 1, 2024 describing how the City of Lincoln will fund transportation services in 2025 and beyond.

**Whereas:** In the event that Bis-Man Transit services cease to operate due to the loss of Federal and/or State funding, the amount due from the City of Lincoln will be prorated accordingly. Any refund of pre-paid transportation services will be reimbursed to the City of Lincoln within 90 days of the end of operations.

**Contract Amendment:** This Contract may be amended in writing by way of contract amendment signed by the Parties' authorized signatories.

Name \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

Bis-Man Transit Board

Name \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

City of Lincoln



3750 E Rosser Avenue,  
Bismarck, ND 58501



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**From:** [Justin J. Hagel](#)  
**To:** [Deidre Hughes](#)  
**Cc:** [Tricia L. Joern](#)  
**Subject:** Conflict Waiver Issue.  
**Date:** Monday, September 13, 2021 3:58:43 PM  
**Attachments:** [image004.png](#)

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Deidre,

Following up on our telephone call, I represent the City of Lincoln as their attorney and was contacted about reviewing a Bis-Man Transit contract with the City. Because both Bis-Man Transit and the City of Lincoln are clients, there appears to be a waive-able conflict of interest. If the Board agrees, I can send a written waiver of any potential conflict for the Board and the City to sign, which would permit me to review the proposed contract and provide legal advice on behalf of the City of Lincoln. Without the waiver, I will direct the City to find alternative counsel to review the contract.

**Justin Hagel** | Attorney

200 North 3rd Street, Suite 201  
P.O. Box 2097  
Bismarck, ND 58502-2097  
Tel: 701.258.7899 | Fax: 701.258.9705  
[jhagel@vogellaw.com](mailto:jhagel@vogellaw.com)  
[www.vogellaw.com](http://www.vogellaw.com)



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Member FINRA/SIPC

4707 Executive Drive, San Diego, CA 92121-3091  
75 State Street, 22nd Floor, Boston, MA 02109-1827  
(858) 587-5352

Trade Confirmation for 09/03/2021

Attachment G



Account Number: xxxx-1158

**For the Account of:**

0011180 01 MB 0.447 01 TR 00042 LPCCDD21 EJ0G BMID: 7XEN  
BIS MAN TRANSIT BOARD  
ROBIN L. WERRE EX DIR  
A CORPORATION  
3750 E ROSSER AVE  
BISMARCK ND 58501-3380



**Your Financial Advisor:**

MIKE DAFFINRUD  
2900 N. WASHINGTON ST.  
BISMARCK, ND 58503

**EQUITIES AND OPTIONS**

Trade Date/ Settlement	Buy/ Sell	Trans Type	Acct Type	Symbol	Cusip	Security Description	Quantity	Price	Principal	Commission	Service Charge	Settlement Fee	Net Amount
09/03/2021 09/08/2021	Sell	06	1	XHR	984017103	XENIA HOTELS & RESORTS INC	2,551.00	17.39081	44,363.96	399.28	5.00	0.23	\$43,959.45

Additional Information: UNSOLICITED, \*Reduced Commission



Computershare Trust Company, N.A.

P.O. Box 43007

Providence, RI 02940-3007

Within USA, US territories & Canada 1-844-248-2205

Outside USA, US territories & Canada 781-575-2428

[www.computershare.com/investor](http://www.computershare.com/investor)

Xenia Hotels & Resorts, Inc. is incorporated under the laws of the State of MD.

000647



BIS MAN TRANSIT BOARD ROBIN L WERRE EX DIR  
3750 E ROSSER AVE  
BISMARCK ND 58501-3380

Holder Account Number

C0000065137



Company ID  
SSN/TIN Certified

XHR  
Yes

## Xenia Hotels & Resorts, Inc. - Direct Registration (DRS) Advice

### Transaction(s)

Date	Transaction Description	Total Shares/Units	CUSIP	Class Description
03 Sep 2021	DRS Delivery To Broker	-2,551.000000	984017103	Common Stock

**Broker Information:** Only used when transferring your shares to or from your broker.

Broker On Record at Computershare	Broker Participant Number	Broker Customer Account Number
LINSCO/PRIVATE LEDGER CORP	0075	41331158

### Account Information: Date: 03 Sep 2021 (Excludes transactions pending settlement)

Direct Registration Balance	Total Shares/Units	CUSIP	Class Description
0.000000	0.000000	984017103	Common Stock

### IMPORTANT INFORMATION — RETAIN FOR YOUR RECORDS.

This advice is your record of the share transaction in your account on the books of the Company as part of the Direct Registration System. This advice is neither a negotiable instrument nor a security, and delivery of it does not of itself confer any rights to the recipient. It should be kept with your important documents as a record of your ownership of these shares. No action on your part is required. If offered and you wish to obtain a certificate, please access your account via the Investor Center website or contact a customer service agent. Fees may apply to certificate issuances. Certificate requests made as part of a transfer request may automatically be changed to book issuance. The IRS requires that we report the cost basis of certain shares acquired after January 1, 2011. If your shares were covered by the legislation and you have sold or transferred the shares and requested a specific cost basis calculation method, we have processed as requested. If you did not specify a cost basis calculation method, we have defaulted to either the first in, first out (FIFO) for equity issuers or for certain closed-end funds, average cost basis method. Please note that Closed-End Funds and/or Registered Investment Companies are not required to report cost basis until January 1, 2012. Please visit our website or consult your tax advisor if you need additional information about cost basis. Upon request, the Company will furnish to any shareholder, without charge, a full statement of the designations, rights (including rights under any Company's Rights Agreement, if any), preferences and limitations of the shares of each class and series authorized to be issued, and the authority of the Board of Directors to divide the shares into series and to determine and change rights, preferences and limitations of any class or series. Assets are not deposits of Computershare and are not insured by the Federal Deposit Insurance Corporation, the Securities Investor Protection Corporation, or any other federal or state agency.

If you do not keep in contact with us or do not have any activity in your account for the time periods specified by state law, your property could become subject to state unclaimed property laws and transferred to the appropriate state.

40UDR

XHR



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# Attachment H

## Role of the Bis-Man Transit Board

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The City of Bismarck is the Federal Transit Administration (FTA) grantee, however the City contracts with the Bis-Man Transit Board to provide management and operations services for the public transportation system in the Bismarck-Mandan area. The Bis-Man Transit Board is comprised of members as set forth in the document from the Bis-Man Transit service area and has employees responsible for administrative duties. All services related to the operations of the Bismarck-Mandan public transportation system are contracted. This includes operators, customer service, maintenance staff, dispatch, and a dedicated operations management team.

This document complements our responsibilities to the FTA.

### Framework

The Board of Directors establishes the framework for the organization.

- Creates and updates the mission and vision statements.
- Defines what benefits (or end results) the organization is providing to whom and what it will cost to deliver them.
- Determines how organizational performance will be measured.

### Direction

The Board of Directors sets the direction for the organization.

- Sets goals and objectives.
- approves and monitors the strategic or business plan.
- Develops organizational policies, including the policies that govern how the board will operate.

### Accountability

The Board of Directors is responsible for the behavior and performance of board members and the executive director.

- Establishes the code of ethics for the board and ED, including policies related to private inurement and conflict of interest, and sets the tone for organizational behavior.
- Hires the Executive Director and holds Executive Director accountable.
- Establishes the end results the Executive Director is assigned to achieve and defines any limitations on the means the ED can use or any functions the ED must perform.



- Monitors financial and operational performance. Evaluates the executive director based on achievement of the end results and compliance with predefined limitations or requirements.
- Serves as the last court of appeal within the organization.
- The Executive Director is tasked with finding auditors, the financial committee would then narrow the search down to 2-3 and present it to the Board for its recommendation.

### Good Will and Support

The Board of Directors represents the organization to the outside world and provides support and counsel to the executive director

- Supports the organization by garnering resources and advisors.
- Serves as the organization's ambassador to other agencies.
- Communicates the value of the organization to community.

### BOARD, EXECUTIVE DIRECTOR, AND MANAGEMENT

#### BOARD OPERATIONS

Activity	Responsibility
Develop, approve and modify bylaws	Board
Establish written policies and procedures for board operations not addressed in the bylaws	Board
Appoint committees and hold them accountable	Board
Establish and enforce expectations for attendance at board/committee meetings	Board
Recruit new board members	Board
Train board members	Board
Plan agenda for board meetings	Board & ED
Take minutes at board meetings	Board
Plan and propose committee structure	Board
Prepare exhibits, materials, and proposals for the board and committees	Board & ED
Sign or delegate the signature of legal documents	Board & ED
Follow-up to insure implementation of board and committee decisions	Board & ED
Settle discord between committees	Board



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**PLANNING**

Establish mission	Board & ED
Articulate a vision for achieving the mission	Board & ED
Approve long range goals	Board & ED
Provide input to long range goals	Board & ED
Formulate annual objectives	Board & ED
Direct the operational planning process	Board & ED
Approve the ED's annual objectives	Board
Prepare performance reports on achievement of goals and objectives	Board & ED
Monitor achievement of goals and objectives	Board & ED
Establish strategic direction	Board & ED

**PROGRAMMING**

Assess stakeholder/client needs	ED
Oversee evaluation of products, services and programs	ED
Develop new and revise current programs	ED
Approve new programs or major revisions to current programs	Board
Maintain program records; prepare program reports	ED
Determine if the organization is being effective in achieving its mission (Review program evaluation, client/customer surveys. Hold meetings with constituents or clients etc.)	ED & Board

**FINANCIAL PLANNING, MANAGEMENT, AND OVERSIGHT**

Prepare operating and capital budget and make recommendations to the Board	ED & Finance Committee
Finalize and approve budget	Board & ED
Ensure that expenditures are within budget	Board & ED
Approve expenditures outside authorized budget levels	Board
Provide for the periodic audits and financial reviews	ED
Develop financial policies and procedures, including policies related to private inurement, retention of records, conflict of interest, and whistleblower policies	Board & ED



Approve financial policies	Board
Monitor that policies are being followed	ED
Ensure that there is adequate segregation of financial duties so that no one person is involved in all aspects of financial transactions.	ED & Board
Establish committee to receive and review audit	Board
Enter into contracts or agreements, provided they do not exceed the amount set forth in the policies and procedures, and appropriate/required procurement practices are followed	ED

## REVENUE/GRANTS

Develop and implement revenue plan	ED
Solicit contributions from others	ED
Represent the organization in meetings with potential funders.	ED

## PERSONNEL / ie. MANAGEMENT COMPANY

Hire and discharge Executive Director.	Board
Establish executive compensation	Board
Maintain ongoing succession plan for key personnel	Board & Management
Establish performance expectations/agreement and annually evaluate the ED	Board
Direct the work of the organization and its programs	ED
Hire, supervise, evaluate and discharge staff other than ED and contracted employees	ED
Recruit, train, and evaluate volunteers	Management
Handle whistleblower complaints against the ED by a staff member	Board

## MARKETING/COMMUNITY RELATIONS:

Interpret ORGANIZATION to local communities	ED
Solicit information from funders, supporters, customers, clients, partners etc. about the organization's performance	ED
Develop marketing plan, materials, and awareness campaigns	ED & Management



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## FEDERAL REQUIREMENTS

The accountable executive is a single, identifiable person who has ultimate responsibility for carrying out the safety management system of a public transportation agency; responsibility for carrying out TAM practices; and control or direction over the human and capital resources needed to develop and maintain both the agency's public transportation agency safety plan, in accordance with 49 U.S.C. 5329(d), and the agency's (Bis-Man Transit's) TAM plan, in accordance with 49 U.S.C. 5326. The accountable executive must balance transit asset management, safety, day-to-day operations, and expansion needs in approving and carrying out a TAM plan and a public transportation agency safety plan.

ED



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## Role of Standing Committees

### 1. Executive Committee

The powers of this committee shall be determined by the Board.

Wait on this until Board decides the powers granted to the Executive Committee. Need discussion on how to handle Emergency situations. Identify what powers are.

### 2. Finance Committee

The role of the finance committee is primarily to provide financial oversight, and make recommendations on agenda items with fiscal impact to the full Board of Directors.

### 3. Administrative Committee

The role of the administrative committee is to review and make recommendations to the Board of Directors on personnel policies and procedures manual changes. This committee is also responsible for facilitating the Executive Director's annual review and the annual Board Self-Evaluation. Recommendations should be provided to the full Board of Directors.

### 4. Community Transportation Input Committee

The role of the Community Transportation Input Committee is to review Board agenda items that pertain to the committee and provide recommendations to the full Board of Directors in addition to any other task that may be assigned to them. This committee is also responsible for reviewing any proposed service changes and provide recommendations to the full Board of Directors.





# Attachment I

## Board of Director Self- Evaluation Questions

**Unless defined within the questions, all response are based on a 1 to 4 scale.**

1 – strongly disagree

2- disagree

3 – agree

4- strongly agree

1. The Board agendas include adequate representation of the organization's strategic plans and priorities.
2. The Board guides the Executive Director on how to implement the Board's strategies and goals effectively based on Bis-Man Transit's policies.
3. Rate the level of awareness the individual Board members have regarding the Board's expectations for them.
4. Rate your satisfaction with the committee's reports provided to the Board of Director's on pertinent business items.
5. Rate your satisfaction with the Director's level of preparedness for Board meetings
6. The Board is accepting of differing perspectives from Board members.
7. The Board has a clear distinction between the role of the Board and the Executive Director.
8. The Board and Executive Director have a mutually honest and trusting relationship.
9. The Board is clear about the kind of information and level of detail they need to make informed decisions.
10. The Board is fulfilling its responsibility to evaluate the Executive Director.
11. The Board encourages the Bis-Man Transit staff to take advantage of opportunities for professional development.
12. Based on the Bis-Man Transit Role of the Board document, do you understand your role as a director? (Yes or No)
13. You spend adequate time in preparation before Board Meetings. (Yes or No)



14. Have you read the Bis-Man Transit Bylaws and governing policies? (Yes or No)

15. Rate your level of engagement during Board meetings.

16. Do you follow up with commitments you made during Board meetings? (Yes or No)

17. Rate how likely you are to support collaborative Board decisions that you voted against.

18. You actively promote the organization's vision and mission within your community.

19. I share information about relevant issues with your fellow Board members.



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