

January 13, 2015

C-TRAN  
2425 NE 65th Avenue  
Vancouver, WA 98661

Re: C-Tran Board Composition

To Whom It May Concern:

This letter is in regard to the November 18, 2014 meeting of the C-TRAN board composition review committee and the conduct of the January 13, 2015 C-TRAN meeting.

The November 18 meeting of the C-TRAN composition review committee was not noticed or conducted in a manner consistent with the requirements of RCW 36.57A.055 and the Open Public Meetings Act, Ch. 42.30 RCW (the "OPMA"). In particular, it appears the nature and scope of the business to be transacted was not identified until November 12, 2014, less than one week before the meeting. This notice was insufficient under RCW 36.57A.055, which requires 20 days' notice of any meeting called under this statute, and under the OPMA's provision for noticing a special meetings, which requires the meeting notice identify the business to be transacted at the meeting. These provisions were not satisfied here. Accordingly, any action taken at the November 18 meeting to change the composition of the C-TRAN governing board is subject to invalidation.

In addition to the meeting notice issues, the change to the C-TRAN board composition also was not lawful under RCW 36.57A.055, which permits a change in board composition only if the change is deemed "appropriate." Here, there were no findings or discussion of whether a change in board composition was appropriate. Accordingly, the review committee failed to meet the requirements of this statute necessary to change the composition of the C-TRAN board.

Despite these issues, the Clark County Commissioners received notice on January 8, 2015 that C-TRAN intends to conduct a regular meeting of the C-TRAN governing board on January 13, 2015. Among other business to be transacted, it appears C-TRAN intends for the governing board to vote on certain amendments to the C-TRAN bylaws, including amendment of the provision setting forth the board composition. Because the November 18 meeting was not conducted in a lawful manner, any vote on amendments to the C-TRAN bylaws is premature.

In light of these issues, the Clark County Commissioners ask that C-TRAN reconvene and properly notice a meeting of the board composition review committee in the manner required under RCW 36.57A.055 and the OPMA. Once convened, the committee must follow the requirements of RCW 36.57A.055 before making any change to the composition of the C-TRAN

board, including identifying the grounds to establish that such a change is appropriate. Only after the committee is properly convened and takes action consistent with the requirements of RCW 36.57A.055 may C-TRAN address the issue of any amendments to its bylaws.

PACIFICA LAW GROUP, LLP

A handwritten signature in blue ink, appearing to read "M. Segal", with a long horizontal flourish extending to the right.

Matthew J. Segal  
Sarah C. Johnson