

**RESOLUTION OF THE BOARD OF TRUSTEES OF THE UTAH TRANSIT
AUTHORITY ADOPTING REVISED BOARD POLICIES**

R2024-03-01

March 13, 2024

WHEREAS, the Utah Transit Authority (the “Authority”) is a large public transit district organized under the laws of the State of Utah and created to transact and exercise all of the powers provided for in the Utah Limited Purpose Local Government Entities-Special Districts Act and the Utah Public Transit District Act (the “Act”); and

WHEREAS, UTAH CODE §17B-1-301 and §17B-1-8 establish the Board of Trustees of the Authority to manage and conduct the business and affairs of the Authority, and to determine policy; and

WHEREAS, Board Policy 1.1 and Board Policy 1.3 establish the process for adopting Board policies, including consultation with the Local Advisory Council as required in the Act; and

WHEREAS, on February 21, 2024, the Local Advisory Council reviewed proposed revisions to Board Policy 5.1—Transit Oriented Development, and Board Policy 5.2 — Real Property and provided their consultation; and

WHEREAS, the Board wishes to adopt revised Board Policy 5.1—Transit Oriented Development and revised Board Policy 5.2—Real Property.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Utah Transit Authority:

1. That the revised Board Policy 5.1—Transit Oriented Development attached as Exhibit A is hereby adopted, and prior versions are hereby rescinded.
2. That the revised Board Policy 5.2—Real Property attached as Exhibit B is hereby adopted, and prior versions are hereby rescinded.
3. That all other Board policies previously adopted by the Board remain in effect.
4. That the Board of Trustees formally ratifies actions taken by the Authority, including those taken by the Executive Director, staff, and counsel that are necessary or appropriate to give effect to this Resolution.
5. That the corporate seal be attached hereto.

Approved and adopted this 13th day of March 2024.

Carlton Christensen, Chair
Board of Trustees

ATTEST:

Secretary of the Authority

(Corporate Seal)

Approved As To Form:

DocuSigned by:


0F6F046DE4724A2...
Legal Counsel

Exhibit A
(Revised Board Policy 5.1—Transit Oriented Development)



Transit Oriented Development

Board of Trustees Policy No. 5.1

Application: Board of Trustees and Local Advisory Council

- I. Purpose: The purpose of this policy is to establish a uniform method to guide the pre-development, development, and management of transit-oriented development projects that the Authority has a property or financial interest in, and to guide the projects in a manner that is transparent and involves communities, regional partners, and stakeholders.

- II. Definitions:
 - A. Concept Plan means an illustrative map depicting proposed infrastructural and land use improvements within a station area that corresponds with a Station Area Plan (“SAP”) and Implementation Plan (“IP”).

 - B. Design Review Committee (“DRC”) means the multi-disciplinary committee responsible for reviewing Master Plans and Site Designs proposed by development partners. The DRC consists of representatives from various departments within the Authority, as well as other stakeholders as necessary.

 - C. Development Team means a team consisting of assigned authority personnel, development partners, consultants, and contractors.

 - D. Implementation Plan means a list of tasks necessary to implement improvements described within a Station Area Plan, along with anticipated timing, budget, and responsible stakeholders.

 - E. Metropolitan Planning Organization (“MPO”) means an organization designated to carry out the metropolitan transportation planning process.

 - F. Moderate Income Housing Plan (“MIHP”) means a plan required by Utah state statute that mandates each municipality make efforts to minimize regulatory barriers to moderate income housing and take actions to encourage preservation of existing moderate-income housing and development of new moderate-income housing.

 - G. Station Area means the physical extents expected to be materially impacted by the presence of a transit station. A station area begins with a half-mile radius and is refined by local context.

 - H. Station Area Plan (“SAP”) means a shared vision, concept plan, and implementation plan illustrating recommendations to optimally integrate infrastructure, transit services, and land uses within a station area.

- I. Transit-Oriented Communities (“TOC”) means a series of transit-oriented developments that are configured to increase access to opportunity via transit, walking, biking, or other alternative modes of transportation.
 - J. Transit-Oriented Development (“TOD”) means a mixed-use real estate development occurring near a transit station, designed to increase access to and from transit.
- III. Policy: The approval and implementation of Authority Transit-Oriented Development (“TOD”) projects will proceed as described below and on Exhibit A.
- A. Transit-Oriented Communities (“TOC”) Planning and Design Principles
 - 1. TOC Planning and Design Principles are general guidelines developed by the Authority that provide a framework of an ideal transit-oriented community (e.g., connectivity, transit supportive land uses, building orientation).
 - 2. TOD Design Standards are included in the TOC Planning and Design Principles. TOD Design Standards are specific recommendations developed by the Authority to guide developers, cities, and design consultants to meet the TOC Planning and Design Principles (e.g., street sections, block sizes, architectural standards).
 - 3. TOC Planning and Design Principles, including the TOD Design Standards, must be approved by a resolution of the Board.
 - B. Station Area Plan (“SAP”)
 - 1. The Authority collaborates with local municipalities to prepare an SAP for areas around transit hubs.
 - 2. SAPs guide the Authority and the applicable municipality to establish:
 - a. Appropriate land use regulations
 - b. Desired land uses
 - c. Infrastructural improvements to optimize access to transit, other critical opportunities, and services
 - 3. The Authority and the applicable municipality discuss existing conditions, including affordable housing needs within the station area, consistent with the municipality’s Moderate Income Housing Plan (“MIHP”). Recommendations may be included in the SAP.
 - 4. The SAP includes a Vision, a Concept Plan, and an Implementation Plan.

5. The SAP is approved by the applicable municipality, approved by a resolution of the Local Advisory Council and adopted by a resolution of the Board of Trustees prior to procurement of a development partner for the associated site. Municipal and Local Advisory Council approvals must occur prior to SAP adoption by the Board of Trustees.

C. Site Selection

1. The Authority analyzes findings from SAPs, including feasibility of the Concept Plan and progress of the Implementation Plan, to determine if sites are prepared for development efforts.
2. Sites are selected for development by a resolution of the Board of Trustees.

D. Developer Procurement

1. The Authority prepares developer criteria derived from the findings of the applicable SAP. This Authority criteria is used to inform developer procurements and design reviews.
2. Upon site selection and authorization from the Board of Trustees, the Authority solicits developers through a process consistent with procurement law and policies. Developer skills and expertise must align with the vision and Concept Plan identified in the SAP.
3. Developer responses to solicitation are evaluated by a selection committee comprised of Authority personnel, municipality personnel (at the discretion of the applicable municipality), and other stakeholders (as necessary). Based on the evaluations, the selection committee selects a development partner for the project.
4. The Authority enters an exclusive negotiation period, per the terms of an Exclusive Negotiation Agreement (ENA), with the selected development partner. ENAs must be appropriate for the size and scope of the TOD project.
5. The ENA governs the relationship between the Authority and development partners during pre-development. ENAs do not convey any permanent rights and do not have any monetary value.

E. Master Plan

1. For TOD projects requiring more than one development phase, the development team creates Master Plans for TOD projects in collaboration with municipality staff to ensure that the ultimate build-out of the TOD site is consistent with the applicable SAP.

2. If the SAP recommends residential uses for Authority property, the Development Team meets with municipality representatives to discuss opportunities to incorporate affordable housing, consistent with the municipality's MIHP.
3. The Master Plan provides a general description of the development program for all phases of development, site layout, development phasing, and projected schedule.
4. The Design Review Committee (DRC) ensures that Master Plans adhere to criteria defined in section III(F)(2) and (3) below.
5. The Master Plan is accompanied by a corresponding Master Development Agreement that establishes general terms between the Authority and the development partner. The Master Development Agreement governs all phases of development.
6. When there is a federal interest in the real property, the Development Team creates a project that meets the requirements of the Federal Transit Administration ("FTA") Joint Development program. Prior to construction, Authority staff obtains FTA concurrence for development proposals at sites involving federal interest.
7. If a Master Plan is required, the Master Plan must be approved by a resolution of the Local Advisory Council and adopted by a resolution of the Board of Trustees.
8. If a Master Development Agreement is required, the Master Development Agreement must be approved by a resolution of the Board of Trustees.

F. Site Design

1. The Development Team generates Site Designs as individual phases of development are identified and readied for construction. Site Designs will include the final footprint and orientation of buildings, streets, plazas, amenities, landscaping, and other features to be constructed within the scope of that phase.
2. The DRC ensures that proposals:
 - a. Adhere to the applicable SAP
 - b. Adhere to the Authority's general TOC Planning and Design Principles
 - c. Meet requirements set forth in the procurement documents
 - d. Reflect community interests
 - e. Protect the transit-critical functions of the site
3. DRC reviews will complement and augment the existing city review process.

G. Financial Proposal and Phase Agreement

1. The Development Team produces a Financial Proposal for individual development phases including the development pro forma, that demonstrates a positive return to the Authority, and the applicable Phase Agreement (e.g. Operating Agreement, Ground Lease Agreement, or other).
2. The Financial Proposal is reviewed by a third-party expert consultant to ensure that the terms are market feasible, ethical, and provide the Authority with a reasonable return. The findings from the third-party expert review are provided to the Board of Trustees.
3. The Financial Proposal and the terms of the applicable Phase Agreement must be approved by the Board of Trustees in a public meeting prior to execution.

H. Conflict Avoidance

1. During all stages of the development process, including but not limited to pre-development, development, and management, Authority personnel must take proactive measures to avoid any actual or perceived conflict of interest. Authority personnel will comply with requirements of UTA Policy UTA.01.01 Ethics.
2. The personal financial interests of any public officer or employee (as defined by the Utah Public Officer's and Employee Ethics Act) may not directly influence any aspect of the SAP, Master Plan, Site Design, Financial Proposal, or any other TOD associated instrument. Board of Trustees, Officers of the Board and Local Advisory Council Members will comply with requirements of Board Policy 1.2 Ethics.
3. The ENA must contain an appropriate conflict avoidance disclosure and avoidance requirements.

I. Management

1. During construction, the Development Team coordinates with the Authority and municipality staff to reasonably mitigate any negative effects to transit operations and Authority patrons due to construction activities.
2. After construction is complete, the Authority ensures compliance with all applicable agreements, tracks revenue distributions, and confirms that policies, procedures, and Federal obligations are met.
3. All revenue generated by FTA-approved Joint Development projects will be treated as Program Income.

4. All one-time revenues generated by a major capital event (such as a sale or refinancing of a TOD project) may be reserved and used for future TOD-supportive capital expenditures.

Cross References: 49 USC 5315 – DOT Private Sector Participation; FTA C 7050.1- FTA Joint Development Circular; Utah Code Section 17B-2a-804 - Public Transit District Act; Utah Code Section 67-16 - Utah Public Officers’ and Employees’ Ethics Act; Board Policy 1.2 Ethics; Board Policy 3.3 Capital Development Project Implementation; Board Policy 5.2 Real Property; UTA.01.01 Ethics Policy; UTA.06.03 Capital Asset Policy; Corporate Policy 2.2.1 Real Property

Approved this 13th day of March, 2024

Chair, Board of Trustees

Secretary of the Authority

Approved as to Form:

DocuSigned by:
Mike Bell
70E33A415BA44F6...
Legal Counsel

Revision/Review History:

Date of Local Advisory Council Consultation	Board of Trustees Approval (Resolution Number)	Action
2-20-2019	R2019-01-04	Revised to reflect process changes
06-12-2019	R2019-06-01	Renumbered and renamed from Executive Limitations Policy 2.2.4 – Transit Oriented Development to Board Policy No. 5.1 – Transit Oriented Development; revised to reflect name change from Local Advisory Board to Local Advisory Council.
02-21-2024	03-13-2024 R2024-03-01	Incorporated changes due to 2022 HB462 to Station Area Plan process; adds board approval for TOD Design Standards; adds LAC approval of a Master Plan; adds requirements for conflict avoidance.

Exhibit A

UTA TOD Planning and Development Process

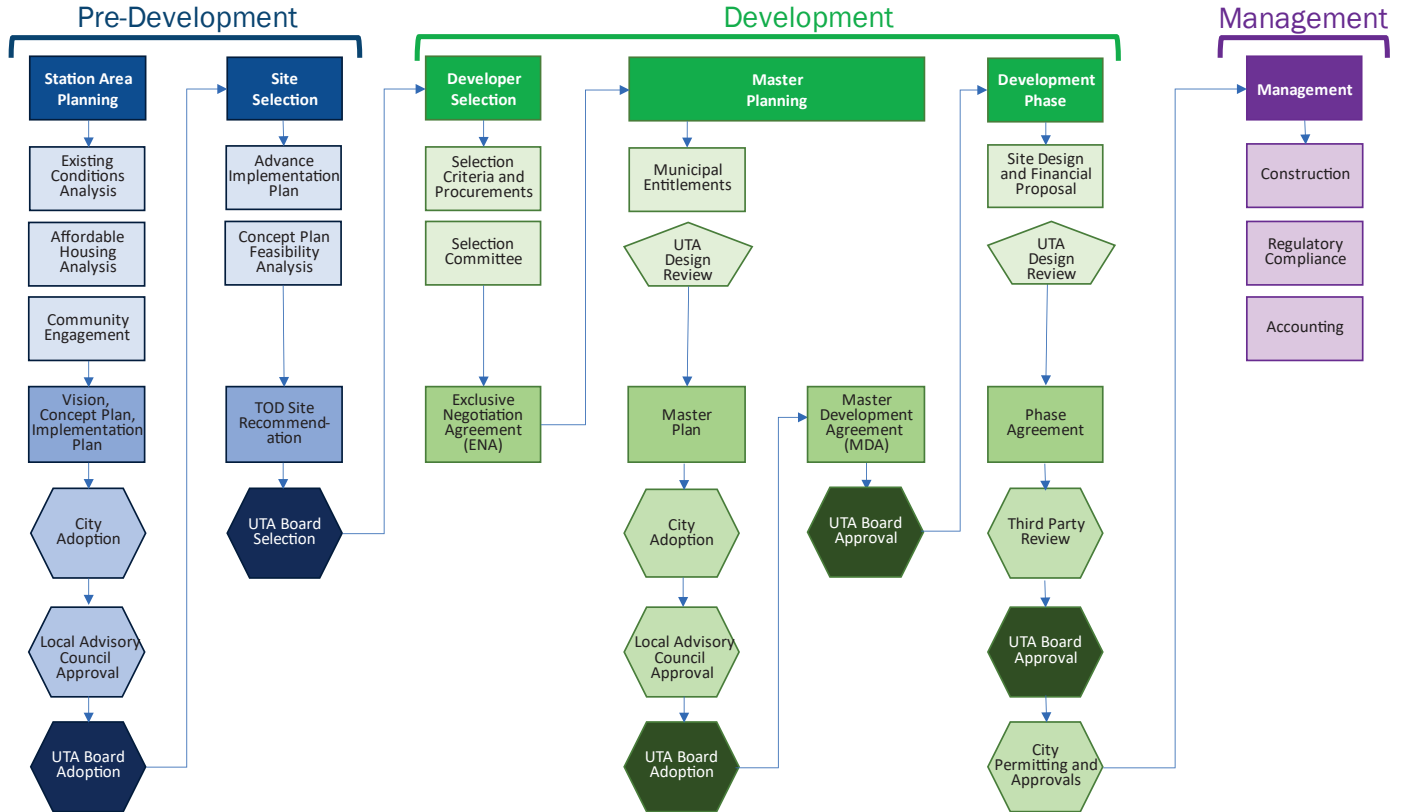


Exhibit B
(Revised Board Policy 5.2 – Real Property)



Real Property

Board of Trustees Policy No. 5.2

Application: Board of Trustees and Local Advisory Council

- I. Purpose: The purpose of this policy is to guide the acquisition, disposition, encumbrance, or other commitment or contracts for control or use of real property.

- II. Definitions:
 - A. "Approved Capital Development Project" means a capital development project, as defined in Board Policy 3.3 Capital Development Project Implementation, that has been approved by the Board of Trustees.

 - B. "Real Property Transaction" means the acquisition, disposition, encumbrance, or other commitment or contract for the control or use of real property.

- III. Policy:
 - A. Real Property Transactions
 1. The Board of Trustees must approve Real Property Transactions that:
 - a. have an aggregate value of \$200,000 or more, except when authority has been delegated for an Approved Capital Development Project as described in paragraph III.A.3. below
 - b. cause the Real Property Transaction line item in an Approved Capital Development Project budget to be exceeded
 - c. must be acquired through the use of eminent domain
 - d. result in a purchase price that exceeds the fair market value plus an administrative settlement permitted by federal regulations
 - e. convey property rights that interfere with the intended use of the property, transit operations, or continuing control of the property as required by federal requirements
 - f. result in the contracted sale or revenue amount previously approved by the Board of Trustees to decrease by fifteen percent (15%) or more
 - g. result in the contracted purchase or payment amount previously approved by the Board of Trustees to increase by fifteen percent (15%) or more
 - h. are for the acquisition, disposition or development of real property for the purpose of transit-oriented development, after consultation with the Local Advisory Council

2. The Board of Trustees must approve Real Property Transactions of \$1 million or greater by resolution.
3. The Board of Trustees may establish parameters, by resolution, that delegate authority to the Executive Director to approve Real Property Transactions of \$200,000 or more that have been included in an Approved Capital Development Project budget.

B. Annual Report

1. The Executive Director must present an annual report to the Board of Trustees that includes an inventory of real property and a summary of property acquisitions and dispositions occurring since the previous year report. The Authority will classify real property as Transit Critical, Transit-Oriented Development, or Surplus.

Cross References: 42 USC 4651– Uniform Acquisition Policy for Federally Assisted Programs; FTA C 5010.1E- FTA Award Management Circular; Utah Code Section 17B-2a-804 - Public Transit District Act; Board Policy 1.3 Executive Relationships and Meetings; Board Policy 3.3 Capital Development Project Implementation; UTA.02.01 Spending Authority Policy; UTA.06.01 Transit Asset Management and State of Good Repair Policy; UTA.06.03 Capital Asset Policy; Corporate Policy 2.2.1 Real Property; Corporate Policy 3.1.12 Capital Assets

Approved this 13th day of March, 2024

Chair, Board of Trustees

Secretary of the Authority

Approved as to Form:

DocuSigned by:

70E33A415BA44F6...
Legal Counsel

Revision/Review History:

Date of Local Advisory Council Consultation	Board of Trustees Approval (Resolution Number)	Action
6-12-2019	R2019-06-01	Combined Board Policy Nos. 1.4.1a – Property – Acquisition, 2.2.2 – Property, and 1.4.1b – Property – Encumbrance into Board Policy 5.2 – Real Property.
02-21-2024	R2024-03-01 (03-13-2024)	Added LAC consultation for acquisition, disposition or development of real property; revised requirement for classification of real property; aligned definition of “Approved Capital Development Project” to Board Policy 3.3 Capital Development Projects Implementation.