

Special Joint Meeting

Regional Transportation Authority (RTA) of Pima County Board of Directors and Pima Association of Governments (PAG) Regional Council Meeting

Meeting Summary of Thursday, June 5, 2025, Joint Meeting

Full Video Recording (YouTube): [YouTube Video Recording](#)

"We encourage and uphold the importance of regional collaboration as the Regional Council addresses regional priorities and pursues regional solutions."

To view the full Regional Collaboration and Unity Pledge, visit: PAGregion.com/pledge

Regional Council Members Present:

- Mayor Jon Post
- General Ted Maxwell
- Mayor Tom Murphy
- Supervisor Matt Heinz
- Mayor Roxanna Valenzuela
- Mayor Joe Winfield
- Chairman Verlon Jose
- Chairman Julian Hernandez
- Mayor Regina Romero

Regional Council Members Absent: None.

Staff Lead:

- Farhad Moghimi, Executive Director
- Dave Adler, Acting Executive Director

The following is an audio-to-text transcription of the joint **Regional Transportation Authority (RTA) of Pima County Board of Directors and Pima Association of Governments (PAG) Regional Council Meeting held on Thursday, June 5, 2025**, and is being used as the written summary of the discussion. Minor changes were made to the transcription to include grammar or formatting for clarity, YouTube links/time stamps, spelling corrections and the addition of the agenda number or items based on the posted agenda.

Agenda

1. Call to Order and Pledge of Allegiance

[Item #1 Video Link](#)

The meeting was called to order at 12:15 p.m.

Mayor Romero opened the meetings and requested that we begin with the Joint PAG Regional Council and RTA Board Meeting followed by the PAG Regional Council meeting then the RTA Board meeting. It was confirmed that it will be a joint roll call.

Mayor Romero: Let me just read the title. Let's see, it is a joint meeting of the Regional Transportation Authority of Pima County, Board of Directors and the Pima Association of Governments, Regional Council, taking place today, Thursday, June 5, 2025. If we could start with roll call, please.

MEMBERS PRESENT AT ROLL CALL:

- Mayor Romero
- Mayor Winfield
- Chairman Hernandez
- Chairman Jose
- Mayor Post
- Mayor Murphy
- Mayor Valenzuela
- Supervisor Heinz
- General Maxwell

Mayor Romero: Thank you so much, and I know that we traditionally do the Pledge of Allegiance, so if everyone can stand and join me in the pledge.

All: I pledge allegiance to the flag of the United States of America and to the Republic for which it stands, one nation under God, indivisible, with liberty and justice for all.

Mayor Romero: Thank you all so much. All right, so we move on to item three, the RTA Board of Directors and PAG Regional Council. Oh, call to the audience, I'm so sorry. I skipped two. Item two is call to the audience.

2. Call to the Audience (Remote Access Option)

[Item #2 Video Link](#)

Adam Ledford: We do have a speaker today, Madam Chair. Speakers are limited to a three-minute oral presentation and may submit written comments of any length for the board's files. Call to the audience is limited to 30 minutes. Individual members may respond to criticisms made by those individuals who have addressed the board. However, the board will not discuss or take action on a matter raised during a call to the audience that is not already on the agenda. And caller, thank you for being here today. This is Elise Lawson, you are now going to present to the special joint session. Please start your comment by stating your name for the record. After that, you'll have three minutes to address the boards. At the two-minute mark, I will politely cut in and request that you wrap up your comments. You may now proceed with your comment.

Elise Lawson: OK, so I worked for PAG for 11 years. I retired in April 2023. I wasn't planning on retiring at that time, but the stress of the job was impacting my health, morale was low, and many of my coworkers were departing. I gave the required two-month notice. As my retirement date approached, I met with HR to discuss the logistics of my departure. I was presented with a separation agreement called General Release of All Claims Agreement. The basis of this agreement, which was implemented by Mr. Moghimi, is that we agree to the money owed to me by PAG, such as my unused PTO and any reimbursable expenses. I then could not make any further claims of PAG. This agreement contains additional requirements of me if I am to receive the thousands of dollars owed from unused PTO. First of all, I must not tell anyone, excluding my lawyer or tax advisor, about this agreement. It is confidential. I certainly could not tell the Regional Council about this agreement. Second of all, I am not allowed to criticize PAG or RTA or act in any way that could be seen as harmful to the organization. In other words, I am not allowed to write a letter to the editor that may be critical of PAG or RTA

policies. I am not allowed to question any PAG or RTA plans at a public meeting or speak at call to the audience. I am not allowed to submit negative comments at any hearings or comment on any plans when PAG asks for public input, even though I am a resident of this community and no longer employed by PAG. Finally, I am not allowed to participate on any PAG or RTA committees, even though I may have relevant work experience or education that is pertinent to the work of that committee. I could not serve as a citizen volunteer on EPAC, the CART, the CAC, or the TRP Task Force. The reason I am able to be here today to discuss this agreement without fear of legal action by Mr. Moghimi is because I did not sign it. I gave up thousands of dollars from accrued PTO so I could retain my First Amendment rights to speak freely about important issues facing this community.

Adam Ledford: I apologize for the interruption, that's two minutes.

Elise Lawson: I don't know if this agreement is legal. I don't have the resources to pursue a lawsuit, but I do know it is unethical and certainly not the way to treat former employees with years of public experience. I am not aware of any other organizations that require such an agreement at the time of retirement or resignation or restrict former employees' actions in this manner. I ask that you eliminate this practice after you terminate Mr. Moghimi's employment. Thank you for your time and consideration. I have copies of this agreement if you would like, I can pass them around. Thank you.

Adam Ledford: Madam Chair, we have no more speakers at this time.

Mayor Romero: No additional speakers?

Adam Ledford: That is correct.

Mayor Romero: And then just for the record, we are being distributed the agreement. Thank you. All right, now we can move on to item three.

Supervisor Heinz: Oh, Chair, could we respond to that or –

Mayor Romero: I'm sorry?

Supervisor Heinz: Could we respond to that or direct staff or future staff to –

Mayor Romero: You could give direction for any future action, but we cannot take any action.

Supervisor Heinz: I don't mean direct, yeah, OK.

Mayor Romero: No, OK.

Supervisor Heinz: So I just, I think once we have agreed upon an appointed interim counsel, we should direct this matter to the interim counsel as to whether or not the practice of a nondisclosure is acceptable and lawful, and if not, what we can do to remedy that in the future.

Mayor Romero: Yes. Thank you, Supervisor, and all right, now we can move on to item three. Thank you for that.

3. Continued Discussion and Consideration of Legal Counsel Procurement Process

[Item #3 Video Link](#)

Mayor Romero: Item three is continued discussion and consideration of legal counsel procurement process. The RTA Board of Directors and the PAG Regional Council will review, discuss, and consider the procurement process for retaining legal counsel. They may also discuss the scope of services desired in the terms of a proposed contract, whether for interim and or permanent legal representation. The governing bodies may provide direction to staff regarding the initiative of a process to secure legal representation for both entities. However, considerations regarding the selection of interim or permanent counsel and the awarding of any contracts will need to be properly posted and discussed at a future meeting following the completion of the selection process. So, Supervisor Heinz, I know that you had discussed this previously in a meeting in May that I was unable to attend. Would you like to get the floor?

Supervisor Heinz: Yes, thank you so much, Chair. I have, well, one, I've talked to outside counsel with regard to this item, and it is their opinion, unfortunately, that just because this refers to discussion of a process and not a specifically noticed action item, we can certainly discuss this, but it would be likely more consistent with open meeting law if we vote to affirm this appointment or an interim counsel appointment at the beginning of a future meeting. So, I just wanted to clarify that information. I have been in discussion with, since our last attempt at an interim counsel, that he decided not to work with us, unfortunately. I have reached out to a firm, a local firm, DeConcini McDonald, and have some biographical information for the two members of that firm who are willing to take on a role as interim counsel as soon as our next meeting, whenever we decide that is. And I can't move that we actually appoint them now, but I think I've explained as to why, but I'm happy to entertain or hear any other thoughts or suggestions from members of the council and board.

Mayor Romero: Thank you so much for doing some of that leg work for the board and the Regional Council, really appreciate it. Thank you, Mayor, and I really appreciate it. I think that, yes, we do need legal representation, and we need to act immediately. I understand why the hesitation to not appoint immediately because it wasn't discussed publicly, but does any other Regional Council or RTA Board member have any other suggestions for interim legal counsel?

Mayor Windfield: Madam Chair, I do have one suggestion and that individual's name is Pierce Coleman.

Mayor Romero: OK.

Mayor Winfield: I didn't speak to Mr. Coleman in advance of this meeting, but I think given our experience from the last meeting, I think it would be good to have a few candidates for consideration so that if we have the repeat experience of someone declining after learning more about what the interim counsel responsibilities are that we have some other options so we don't find ourselves in this position of having to come back, so Pierce Coleman.

Mayor Romero: Pierce Coleman. And Mr. Coleman, do you have a CV for him?

Mayor Winfield: I don't –

Mayor Romero: Because I would suggest that he submit one maybe and we post both Mr. Coleman's and the DeConcini law firm team that is willing to represent us in an interim basis in our packet for the next meeting so that we can have, we can select, we'll be ready to select at the next meeting. And I'm –

Mayor Murphy: Madam Chair.

Mayor Romero: Yes, Mayor.

Mayor Murphy: If we select, we won't have the payment and things like that. So what I was thinking was that maybe the chairs, the two chairs, once they pick a date a week out for CVs or whatever it might be, or if anybody else has a suggestion in the interim, submit it to the chairs, or if you want to expand it to the chairs and vice chairs. Because I think the difficulty will be, we might approve a CV, but at what rate, what is their background, how long, those types of things.

Mayor Romero: Right.

Mayor Murphy: So you might want to have more clarity on some of the details so we can, outside of just the CV, be voting on more of the details of it. So that's just another suggestion.

Mayor Romero: And that's a great point because I don't have any of the information from our previous legal counsel. And so I would love to be able to see. I believe I've requested that information a couple of times. I haven't received it, and I'll request it again so that we know what type of contract we had with Mr. Benavidez and compare, right?

Mayor Murphy: Right.

Mayor Romero: Of course, attorneys always have their own rates.

Mayor Murphy: Right.

Mayor Romero: So we might want to ask, what's the going rate for these two law firms?

Supervisor Heinz: If I may.

Mayor Romero: Go ahead, Supervisor.

Supervisor Heinz: I didn't do a very good job of explaining why I just passed out those papers. So if I could, this firm and these two individuals, Lisa Smith and Cecily Stamps, already provide legal representation to public entities on a day-to-day matters, such as personnel issues, contract disputes, policy matters, non-profit organization management, which is technically what we are, employment law, public policy, as well as procedural matters, such as adhering to open meeting law, all that kind of stuff. So, they are local, which I always like to have our funds staying local as much as possible and are willing to step in on interim and/or permanent basis if that is something that we want to include them in consideration for that. The other nice thing is they are willing to, and I know we have to obviously talk about contract and things like that, but they're willing to, at the next meeting, when this appointment is made, they're willing to serve as counsel at that time immediately and figure out some of those details later.

Mayor Murphy: And, Madam Chair?

Mayor Romero: Yeah, go ahead, Mayor.

Mayor Murphy: And I have an experience with Pierce Coleman ourselves, so that's why I thought it would be good for at least a couple of people to vet through some of those things, because it sounds like Supervisor Heinz's folks have some great credentials.

Mayor Romero: Yeah.

Mayor Murphy: I know Pierce Coleman does, and they cover the same kinds of things, liability, HR, across the board, they have a deep bench. They represent multiple municipalities. I think they're with a pool, the insurance pool for a lot of our cities and

towns. That's why I thought it was important to have a small group at least to try to vet through some of those things, bandwidth, depth, all of those costs. Of course, all those types of things.

Mayor Romero: You're right, absolutely. Mr. Chair?

Mayor Murphy: He has his hand up.

Mayor Romero: Mr. Maxwell.

General Maxwell: Yes, thank you, Madam Chair, and again, my apologies for not being there in person today. I agree that we need to open it for other candidates if they are interested in taking the position. I always get a little concerned when we use the word interim versus maybe special counsel. Depending on what we are trying to do with this short-term hire versus the long-term hire, I think we need to define those roles. I'll tell you one of the issues with the previous candidate that we had was that as they learned what was going to be immediately expected of them, they didn't figure as an interim they were going to be able to do the correct thing to learn all of our statutes. While all these lawyers we're talking about engaging with are going to know the law, employment law, non-profit law very well, they're not going to be familiar with our statutes. So I think it's important if we're looking to get a lawyer on base so that we can handle with some of the immediate concerns and issues we're dealing with right now, we might need to find that in a special category. But if we're going to go with the interim, the expectation for them to ever be up with the very specific state statute dealing only with the Pima County Regional Transportation Authority in an interim basis is very difficult. And so I know there's not an easy answer to it, but I do believe if we're looking to bring in an interim or sometimes special counsel, just to deal with current issues that we're dealing with before we can move forward with everything else, the voters and the citizens of Pima County need, we may want to consider that, but either way, I would like to see us try to get this done within the week, two weeks at most, and I know that's difficult.

Mayor Romero: Mr. Maxwell, really appreciate it. I was just talking to Mayor Winfield, and we are both willing to get together and see exactly what we can do to advance this. But point taken, Mr. Maxwell, I think it would be appropriate for us to be able to talk to

the suggested attorney so that we could say, hey, look, there's the statutes for RTA, the different statutes for PAG, and would you feel comfortable with them? So even maybe have a conversation and then try and get a CV from them and the details about how much they charge if they can start immediately with us for the next meeting because we cannot continue having no legal counsel for these meetings.

General Maxwell: Thank you, Madam Chair.

Mayor Romero: Thank you. Any others, either questions, comments, input on this particular item and the way that we should do it? Mayor Valenzuela.

Mayor Valenzuela: Madam Chair, I was just wondering –

Mayor Romero: I think you need to –

Mayor Murphy: Yeah, just move it closer to you.

Mayor Valenzuela: Thank you. I was just wondering if the attorney Coffman gave a reason of why he declined the position? Or members of the board?

Mayor Romero: I wasn't here, so this is curious for me. So, Chairman?

Mayor Winfield: At the direction of the board, myself, Mr. Moghimi, and Vice Chair Mayor Murphy, we contacted Sam Coffman at the direction of the board and we had about a one-hour conversation with him. During that conversation, I asked if I could follow that up because I had asked some questions that he deferred because of the composition of the individuals that were on the call and so we exchanged numbers, and I called him the next morning, and he told me then that he was going to decline serving as an interim. He did send an email, and so I'll read it. After our call yesterday and upon reviewing the action items we covered, along with careful review of the February memo from Farhad and Thomas, I've concluded that we do not have the expertise to advise PAG on these matters, including RTA regulations and other related statutory provisions that apply to your region and that are not in our wheelhouse in Maricopa County. I apologize for any delay this may cause, but do believe that PAG will be best, I think PAG

and RTA, PAG will best be served by proceeding to engage counsel for the long-term and not on an interim basis. So in my conversation with Mr. Coffman the following day, he explained that he felt that, and again, I think this is to Mr. Maxwell's point is that maybe we need to be more specific about these services that we're asking this special counsel or interim counsel, however you want to refer to them, because it was at least of his opinion that his firm would have to charge a significant rate to get up to speed to be able to offer a legal counsel to the board. And he felt like as an interim counsel that we would then, by bringing on a permanent counsel, that would be repeated, would be repeating, there'd be these additional costs. So that was his thinking.

General Maxwell: Madam Chair.

Mayor Romero: Mr. Maxwell.

General Maxwell: Yes, and I think Mayor Winfield did a great job summarizing Mr. Coffman's concerns and the increase in what they'd have to charge us for a short-term interim position was to learn all the RTA rules and regulations. So any interim that we put any expectations for them to advise us on the legalities of anything we're dealing with regards directly to RTA statute, they're all going to have to do the same thing. They're all going to have to spend time and therefore charge us money to spin the firm up in order to deal with that. So that's why I did bring up the idea if we are going to go with an interim or special, we need to be very focused on what we're asking them to do knowing they may only be with us for a month or two or we're going to be, it's not a good use of public funds and I think they're even concerned from a legal perspective. It's not good use of a lawyer to go in and knowingly bill you at that rate for something they're going to do for two months.

Mayor Romero: And to your point in terms of the time, I don't think it's going to take two months. To be honest with you, I think it's going to take a bit more only because we have to have another conversation about the process that we want to use for a long-term attorney and then you have that, not sure if we have procurement and then we go out for a search, usually searches take 60 days and so it will take more than two months in my opinion, only because we've gone through searches and all of us have in our cities and they usually take three or more months and so we cannot continue being without legal

counsel and that has to happen immediately. So that's why the interim, right? The interim is for immediate action and the long-term, it might be someone different, it might be the same and we don't know, but we do have to open it up and see who can bring the best experience to us.

Mayor Murphy: Madam Chair.

Supervisor Heinz: Mayor Romero.

Mayor Romero: OK, there's two, Supervisor Heinz and then Mayor.

Supervisor Heinz: Thank you and I think one key difference we have to remember is that Mr. Coffman was not a person who was interested in the long-term position and so I think looking at, again, this local form or potentially the other, Pierce Coleman, these folks could certainly be candidates to take on that long-term role and if that makes the most sense and is most cost effective for the taxpayers and for this body, we can do that but with Mr. Coffman, there was not really that option so I think that's a key difference to remember.

Mayor Murphy: Chair.

Mayor Romero: Mayor Murphy.

Mayor Murphy: No, to the similar point that Supervisor made and you made, it's probably going to end up being a hybrid because if it's too selective, in my opinion, on a short-term basis, we're looking at August, right that we need to potentially come up with an RTA next plan, so I could literally see the permanent interim or the permanent attorney could actually not be on board by that time so I wouldn't want to be too micro on the interim because they are going to have to advise us, I think, on some RTA-PAG issues. Now, they may not have the expectation they want to be forever with us but to have it too confined, I think that puts us in trouble because I agree with you, we've gone out two and three times on various searches so let's just say it took us four months to find a permanent, not to have somebody interim that could advise us on these projects and all the other things that we're dealing with. I think they're going to have to be a little

more up to speed and broad. It will take some money probably but the RTA next is a \$2.4 billion ask so I think we want to have somebody that is at least somewhat competent in that area.

Mayor Romero: Absolutely agree. Any others? So we have no motion on the floor, this is just for discussion. As I understand it, we are going to request CVs and any other letter of interest from two law firms, Pierce Coleman and the DeConcini law firm, and then we're going to make sure that at our next meeting we have the CVs and letter of interest and information. The RTA Chair, Mayor Winfield, and I can gather and review the previous contract with our attorney just to see what we were paying him and what the contract says. So we can make that available as well to the RTA Board and the Regional Council members. Am I missing anything?

Mayor Murphy: Just setting the expectations, sorry, Chair -

Mayor Romero: Do we have, I think we should select a date but I believe we have a July meeting, July 31, so we would have to meet before, and I also wonder if it needs to be another joint meeting.

Mayor Murphy: Yes, I think so.

Supervisor Heinz: I think so

Mayor Winfield: I think so.

Mayor Romero: OK, so we can review what our good days, I think we need to meet before July 31 so that we can move on this quickly. We can always send out a poll to see what's a good day for all of us.

Supervisor Heinz: Sure, and I would suggest that, Chair, Chairs.

Mayor Romero: Supervisor.

Supervisor Heinz: I don't know how to, OK, that maybe with regard to what General

Maxwell said, I do think getting this done at the latest, two weeks time, so maybe looking at June 19 or before to give us not a specific date but just no later than June 19 and hopefully earlier than that.

Mayor Romero: OK.

General Maxwell: Madam Chair.

Mayor Romero: Mr. Maxwell.

General Maxwell: Yeah, the thing that I would add is a lot of these firms, we could ask them if they don't have it. I appreciate that you and Mayor Winfield will review what we were paying but a lot of them might have standard rates for non-profit organizations and for different entities, and they may be able to give us an insight into what their fees would be just so that we have that all because if we get to the point where we like a CV, we like what their idea is and then somebody says, well, we haven't seen what they're going to charge yet and then we have to, it just delays the process. So, anything that we can get prior to that two-week point because I agree completely with Supervisor Heinz. Getting a legal counsel for us is significantly important because not having it is creating a lot of issues.

Mayor Romero: Yes, absolutely. Any others? Chair Winfield? OK, all right. So we will absolutely meet and try and move forward the process and then of course, there's a request that we have this before June 19, Supervisor, I think you said. OK, and then we'll try and do a doodle poll on what dates are best for all the colleagues to have a continuation. Thank you. So that was item three.

4. Discussion, direction, action on Executive Director's current Employment Contract, Consideration of Appointment of Interim Executive Director as requested during the May 22, 2025, joint meeting of RTA and PAG Board of Directors

[Item #4 Video Link](#)

Mayor Romero: Item four, discussion direction action on executive director's current employment contract, consideration of appointment of interim executive director as requested during the May 22, 2025, joint RTA/PAG Board of Directors meeting. Supervisor.

Supervisor Heinz: Thank you. I actually have two motions. I'll list the first motion and we can discuss and vote on it, but then I also would like to make a second motion related to this item if that's possible. OK, so firstly, I would move that we terminate the contract for the executive director effective immediately pursuant to section six of the employment agreement we have.

Mayor Romero: There is a motion on the floor.

Mayor Valenzuela: I'll second.

Mayor Romero: There's a motion and a second. Any further discussion?

Mayor Murphy: Madam Chair.

Mayor Romero: Mayor Murphy.

Mayor Murphy: Well, based on our previous conversation that we just had and talking about how important it is to have legal representation, at this time I'd be voting no on that only because of the fact that when you're dealing with HR issues, whether it's continued to whatever that date is, the 19th or 20th, and you could add that to some of that discussion, but not having legal representation when we're taking on such a heavy issue, such as this, I think opens us up potentially for liability. It doesn't seem like we're going to continue anyways until we get legal representation. So, I just wanted to clarify my vote that I'll be voting no just because of the legal representation at this time.

Mayor Winfield: Madam Chair.

Mayor Romero: Chair Winfield.

Mayor Winfield: Thanks. I'll be voting no as well. Of course, as we all know, our legal counsel resigned approximately six weeks ago. We've not secured permanent legal representation and, in my view, and I think it's pretty clear that that's our first priority. And so I'm grateful that we've had this discussion as a board previous and then again today. So I think we certainly are making a valiant effort to make that happen. I think that's important before we take any action either to retain or remove the Executive Director and I'd like to cite some similar reasons that Mayor Murphy said, first to mitigate legal risk. I believe any action we take, particularly one as significant as removing an Executive Director must be legally sound. Without legal counsel, we're exposed to potential claims of wrongful termination, breach of contract, or procedural error. Second, I believe we each have an obligation to preserve the integrity of the process. Legal guidance ensures our actions align with RTA bylaws, employment law, principles of due process. That's not just a legal necessity, it's a responsibility that I feel we owe to the Executive Director, the public, and to each other. Third, to maintain stability and public trust, acting with deliberation demonstrates that we're making decisions for the long-term health of the organization, not in haste or out of political expediency. Legal counsel can help shape a proper separation process if that's the decision, advise on interim leadership, that could be future legal counsel, ensure the organization continues to function effectively during a change in leadership. That said, I recognize and respect that there are differing views on this board and that some members may feel urgency due to concerns about leadership performance or direction. I'm not dismissing those concerns, but I believe that delaying action until we have legal counsel is not an effort to avoid a decision. It's an effort to make the right decision and to do it in the right way. And for those reasons, I think obtaining legal counsel is really critical and so I'll be voting no.

General Maxwell: Madam Chair.

Mayor Romero: Mr. Maxwell.

General Maxwell: Madam Chair, thank you for ceding the floor. I too am concerned about the legal counsel advice, but I've got some other concerns. And one of them is the expediency that the citizens of Pima County deserve. We've been dealing and grappling with this issue for quite a while, trying to handle it. And they deserve us to keep trying to move forward as we've got some important decisions regarding both PAG and RTA in

the near future. But I also feel very strong that when we're dealing with executive management, we should always take a professional approach. And for these reasons and in the spirit of due process, I'm going to offer a substitute motion. My substitute motion reads that the board requests or offers the executive director to submit and offer for us to accept his resignation and also to immediately place the executive director on two weeks of paid administrative leave to consider this offer.

Mayor Post: I'll second that motion.

Mayor Romero: There's a motion and a second. Any discussion on the motion on the table?

Mayor Winfield: I have a question.

Mayor Romero: Chair.

Mayor Winfield: So General Maxwell, is the intent of the two-week administrative leave, is that to give the board the opportunity to, if the executive director makes the decision to submit a resignation, is that for us to review that resignation? Can you just elaborate a little bit on what –

General Maxwell: Yeah, in accordance with the contract, we are allowed to offer to accept his resignation should he make one. By placing the executive director on two weeks of paid administrative leave to consider this offer, he can one, make a decision of whether he wants to give an unconditional resignation or another offer to that resignation. It also gives us an opportunity with the June 19 due date to set ourselves closer to legal counsel. So, I'm very concerned with the current first motion on the table without having access to legal counsel. I know each of you has your legal counsel in your professional role. I rely on the legal counsel of the board and at this time, we don't have one. So, before we take that kind of measure, I really think the better option is for us to open an offer to the executive director to accept his resignation and then put him on two weeks of paid leave for his consideration of that offer.

Mayor Romero: Mayor Murphy and then I'll go to Supervisor Heinz.

Mayor Murphy: And General Maxwell, does that also open up the timeframe if the executive director wants to offer, well, I would maybe do that if these conditions were met, is that part of that two weeks to allow for that opportunity?

General Maxwell: And Madam Chair, Mayor Murphy, if we had a legal counsel, we'd be able to find out if that's a possibility with the contract specifically saying, if he submits his resignation unconditionally, it's effective immediately upon that submittal. But I do not believe, and I'm not a lawyer, that anything would prevent him from submitting a resignation with other than unconditional.

Mayor Murphy: Thanks, and Madam Chair, and then, sorry, Madam Chair.

Mayor Romero: Yes, go ahead, Mayor Murphy.

Mayor Murphy: And that your anticipation would be to allow that to happen once the attorney came on board if it –

General Maxwell: Madam Chair, Mayor Murphy, honestly, the anticipation would be we'd need to have a legal counsel to tell us if that's an acceptable form. I do believe that would open up the opportunity for the conversation of a resignation. But again, I'm a member of the board and I'd love to have a legal counsel right now that could tell us if accepting that. If he, according to the contract, if he was to unconditionally submit his resignation, the termination date would be immediate and he'd be entitled to all severance as outlined in his contract.

Mayor Murphy: OK, thank you.

Mayor Romero: Supervisor Heinz.

Supervisor Heinz: Thank you. I do have a copy of the contract and I was, well, for the purpose of clarifying Section 6, which I referred to in my initial, the original motion, Section 6, Termination A. For the purposes of this agreement, termination shall occur when, one, the majority of the Regional Council votes to terminate the employee at a

duly authorized public meeting. There is no mention of legal counsel. We are at a duly noticed public meeting of this body, a joint one, in fact, which is not actually necessary. But what also, that Section 7 discusses the separation and any resignation forfeits severance. Any. So I don't think that makes much sense to do that. And I, therefore, respectfully, General, would oppose your substitute motion.

General Maxwell: Madam Chair.

Mayor Romero: Go ahead, Mr. Maxwell.

General Maxwell: Yeah, Madam Chair, Supervisor Heinz, I understand that interpretation. Reading it a couple of different times, I think that's not as clear, both the termination via the majority vote, which is absolutely correct. That is the first opportunity. But as I, as a layman read it, he'd be eligible for the severance either way. Whether he unconditionally resigned or if he voluntarily submits, that's when things change. So that's, like you said, that is in Section 7. I'm purely talking the comments in Section 6 or 5, whichever one has, what you first outlined.

Mayor Romero: Mr. Maxwell, I will not be accepting or voting, I will be voting against your substitute motion. I believe that it is for the good of the public that we move forward in both PAG and RTA. You all have witnessed, as well as the public, the concerns that I have had with this particular executive director. And there's timelines that we have to, work on and, unfortunately, I have lost all confidence that Mr. Moghimi will help us move along the work that the public deserves. So any other comments, any other –

Mayor Murphy: Madam Chair, just one last comment.

Mayor Romero: Mayor Murphy.

Mayor Murphy: Back to the Mayor Winfield and the General's point about legal representation, I'll be voting no on the original one, yes on this one, because whether it opens up the organization to liability or us personally for liability under wrongful termination, I just think going on for a while, so a couple more weeks, I think would protect us, most importantly, both organizationally wise and personally.

Mayor Romero: Chair Winfield.

Mayor Winfield: Thank you. I appreciate the substitute motion. Unfortunately, I'm going to vote no on both of these motions for the reason I've stated. We don't have legal counsel. This is significant action. I believe it puts the board at significant risk. Again, I'm acknowledging that members of the board have their differences. I think that it would be prudent to obtain legal counsel, whether that's interim or permanent, and then go forward with this decision. I see no compelling reason to put to, and I simply am not going to take that risk. I'm going to try to distance myself as much as possible from it. But I'll be voting no on both of these motions.

Mayor Romero: Chairman Jose.

Chairman Jose: I want to apologize for my delay, I was in a federal consultation, which was talking about all the other things that are facing this country. But all I would like to say, Verlon Jose here, Chairman of Tohono O'odham Nation, in participating with this Regional Council, I believe that we have a role to play here. I believe that each and every one of us sitting here are the heads of a jurisdiction that the people entrusted us to be heads of. I believe that we bring to this table, we bring to this organization the qualities, the knowledge, or the lack thereof, to this table. I do not have a degree, I'm not an attorney, just a simple man here. And what I do bring to this table is that, and I'll tell you truthfully and honestly, I have no personal issues with any one of you in this room, yet. That's not my person. But what I do want to say is that I believe that sitting here gives me a role that I have to play to represent the people, to represent the people. And it does concern me about some of the most recent incidents that have taken place by merely not following what this council says, or maybe it's a minor oversight of something, but we're dealing with issues on behalf of the people. Do we need legal counsel to tell us? I think legal counsel, there's a person that's a lot wiser than me that I served as the vice chairman under, and he made a comment one time, he said, the attorneys are here to advise us, to give us legal advice. They're here to advise, from whatever issue that we're dealing with in accordance with the law. The legal counselss do not make decisions for us. We make decisions. The leaders, the people elected to provide leadership to them. And I sit here, nobody wants to be dealing with these things. Over

the last few months, we've been dealing with some really heavy things here because of the organizational structure or the lack thereof with the two councils that we have here and it's concerning. It's concerning because, and I say this with utmost respect, it appears that we were operating in a dysfunctional form of council, that we weren't in agreement with each other, and we're all pretty adamant about our role here, and we want to do something, but it really is disheartening because we shouldn't be having these discussions like this. When there's so many issues that are facing our county, that are facing our people, that we shouldn't even be having these discussions. But it's unfortunate, and we're here, and we're here at this point for a reason, because there are concerned individuals. There are concerned board of directors here because of issues that affect the people that we represent collectively as a Regional Council. So if we're saying that we need legal counsel here, can somebody show me where it says that every action of this council cannot be taken unless they have legal counsel? Some of you do have legal counsel that assist you. I don't, I think we got, well, first of all, I think we got too many attorneys that work for us, but I didn't say that. I'm coming here with just my basic human common sense on looking at this. And I think without an attorney, sometimes we just prolong it. But yet we're sitting here on this council with responsibilities for the reason that we're here. Now, we continue to push it off until we get legal counsel. It's going to prolong that when we got business that we need to do. As long as we're doing it within the legal confines of the law, I don't think we're doing anything wrong. I think we're doing what we need to do in the best interest of the people we represent on this Regional Council. So I just wanted to say that because it is concerning to me that I think we're prolonging this long enough. We got business to do. We all got, on the side of this, we've got cities to run, governments to run. And I sat this morning for four hours waiting to provide my statement to the federal government because that's what the people elected me to do. I sat on the side of the road to do whatever because my commitment was to get here. But I have a commitment to serve my people to the federal government. And I'm going to do what I need to do within all the legal, ethical, and respectable actions that I need to do. I think we need to move forward. I, one, in my administration, is one of our missions is to build that trust. I think that trust has been fractured here. I think we've been lied to, but according to the information I've seen and received, and that we've heard here in this meeting, there was no truthfulness. Are we supposed to continue to operate in that manner? So for all those intended reasons and statements, I believe we just need to move forward. And if we do something

wrong, I think that we're all experienced and educated enough that if we were to be violating any law, that we probably wouldn't be going down this road. But we're trying to move along because we've got work to do here. Those are my comments, thank you.

Mayor Romero: Thank you, Mr. Chair. Any others? If not, we're going to go to roll call. All right, so we are going to vote on the substitute motion made by Mr. Maxwell. Let's go to roll call. Can someone help us? And this is on the substitute motion.

SUBSTITUTE MOTION MADE BY GENERAL MAXWELL:

City of Tucson:	No
Town of Oro Valley:	No
Tohono O'odham Nation:	No
Pascua Yaqui Tribe:	No
Town of Marana:	Yes
Town of Sahuarita:	No
City of South Tucson:	No
Pima County:	No
Arizona State Transp. Board:	Yes
Failed:	7-2

Mayor Romero: Motion fails, let me see, by three?

Adam Ledford: By three. Three to six.

Mayor Romero: Three to six. Thank you for keeping me on track there. And now to the original motion. This was done by Supervisor Heinz. Can we go to roll call.

Note: *Following the meeting, the vote was confirmed to be 7-2 as noted in the roll call vote above.*

ORIGINAL MOTION MADE BY SUPERVISOR HEINZ:

City of Tucson:	Yes
Town of Oro Valley:	No
Tohono O'odham Nation:	Yes
Pascua Yaqui Tribe:	Yes
Town of Marana:	No
Town of Sahuarita:	No
City of South Tucson:	Yes
Pima County:	Yes
Arizona State Transp. Board:	No
Passed:	5-4

Mayor Romero: And then just for clarity, Chairman Jose, was that a yes?

Chairman Jose: Yes.

Mayor Romero: OK, and then Chairman Hernandez, was that a yes?

Chairman Hernandez: That's a yes.

Mayor Romero: OK, so motion passes by a vote of?

Adam Ledford: Five to four.

Mayor Romero: Five to four, OK. I know Supervisor Heinz, you had an additional direction?

Supervisor Heinz: Yes, I had a second motion pertaining to the second portion of this particular item with regard to appointment of interim executive director at a subsequent meeting, at the same meeting that we are going to work on a date for. I move that we appoint a working group to bring together a list of qualified local individuals and that working group consists of yourself, the Chair of PAG, the Chair of RTA, the state, so General Maxwell and myself representing Pima County, the four of us, to generate a list

that can then be reviewed by the entire body at the subsequent meeting in a personnel executive session following the appointment of interim counsel so that we can select someone from that list.

Mayor Romero: And you're doing that in the form of a motion?

Supervisor Heinz: Is in the form of a motion, thank you.

Mayor Romero: Alrighty, there's a motion on the floor, is there a second?

General Maxwell: I'll second that.

Mayor Romero: There's a motion and a second. I was just about to ask, Chair Winfield, if you're being volunteered. So I wanted to make sure if you felt comfortable with that. Mr. Maxwell, you felt comfortable with that as well?

General Maxwell: Yes, Madam Chair.

Mayor Romero: OK, so there's a motion and then a second. Any further discussion on this motion? Hearing none, I don't know if we should go to roll call or just a voice vote.

Mayor Winfield: You can just do a voice note.

Mayor Romero: Chair Winfield says voice vote. So, all those in favor of the motion, please signify by saying aye.

Members: Aye.

Mayor Romero: Any against? Motion carries. I know in terms of the structure of PAG RTA, there is a deputy director. The deputy director then should assume responsibilities as we work to make sure that we get legal counsel, and of course, I traditionally see Jacki here taking notes and helping us with that. I don't know if that will continue to be the case, but the infrastructure of both the PAG and RTA in terms of personnel and employees are still there. And under rules of the PAG, when the deputy executive

director is not here, then the deputy director should take the reign of the organization. So with that, I will.

Supervisor Heinz: Chair. One quick thing.

Mayor Romero: Yes.

Supervisor Heinz: Chairs, would it be prudent for us to specify in this open session the upcoming agenda just so staff can have clarity about what that will need to be? OK. I think our first item of business should be to appoint interim counsel as we discussed the need for that. The second item should be to convene a personnel executive session with that counsel present to interview the candidates brought forward by the working group that we just approved to interview interim executive director candidates. And then following that, in open session, once that is concluded, the appointment of an interim executive director should be at least three things that we have on our agenda for the next meeting on or before June 19 as we discussed.

Mayor Murphy: Madam Chair, could I just add –

Mayor Romero: Yes, Mayor Murphy.

Mayor Murphy: One additional item because both for the attorney, we have the interim plus we have the permanent, and we've only had a discussion on the interim executive director. So, I would ask to be included to put a process together or maybe that's the interim director to put a process together to select a permanent one. I just didn't want that to be forgotten.

Mayor Romero: To add that –

Mayor Murphy: Yes.

Mayor Romero: OK, so that we can have a discussion. And I assume, Supervisor Heinz, that we'll be requesting a joint meeting as well of the PAG/RTA?

Supervisor Heinz: Yes, that would make the most sense, I believe, yes.

Mayor Romero: All right, OK. Chairman Jose.

General Maxwell: Madam Chair.

Mayor Romero: Chairman Jose and then Mr. Maxwell.

Chairman Jose: Madam Chair, board directors. So, the working group will make sure that they take care of all the background work that needs to be done to bring back to this board here. So, we're mentioning things. There might be some, a few other things that you might need to work on that may not be stated, but I hope that it's the understanding of this board that that work group was selected and approved to do whatever it needs to do to get us to the next step in getting legal counsel. So, I just wanted to make mention that because sometimes we say all these things, but there might be a thing or two that we might've forgot. But knowing that it's within the endeavor of bringing on a legal counsel that can say, well, you didn't say that at the meeting you were going to do that. But so I'm just saying that that's my understanding that this group is going to do and prepare whatever is necessary so that we're moving in the right direction. Thank you.

Mayor Romero: Thank you, Mr. Chairman. Any other comments, questions?

Mayor Winfield: I think Mr. Maxwell –

Mayor Romero: Oh, Mr. Maxwell, I'm so sorry, go ahead.

General Maxwell: Thank you Madam Chair, again I apologize for not being there. This is uncomfortable but I do have a question. So what's the process for the rest of this meeting? What's the process? We just took a very significant vote that's changing the leadership of both PAG and the Regional Council and I'm just unsure for the staff. I'm sure there's a lot of people that ask questions. Do we have a definition of what the process from this point moving forward is? Like, do we continue with our RTA meeting? Do we continue with the PAG meeting? I'm, at this point, wondering what the next steps are.

Mayor Winfield: I do have one thing I'd like to say before we adjourn.

Mayor Romero: Mayor, I was just talking with Mayor Winfield. Mr. Maxwell, I agree. I believe that we should adjourn and not continue with a PAG/RTA meeting. I do have a question in terms of what has to absolutely be approved at this meeting. I know that we have the OWP that is under some timeline, and I believe it needs to be approved today. So I would suggest that we just do one item on, I believe, that is on the PAG agenda. So that's what I would suggest, but I would love to hear what you all would have to say. We don't have legal counsel, so I don't think we should proceed with the rest of the agenda unless it's absolutely necessary.

Supervisor Heinz: Chair.

Mayor Romero: And Supervisor Heinz.

Supervisor Heinz: Thank you. Two things. One, to respond to the chairman and his comments. The working group will do everything they need to do, and one of the things, for example, is once candidates are identified, they have to be given 24 hours notice. They have to consent to be willing to appear either in open session or most likely in executive session, but they get that option and that has to be offered to them. So that will be something that the working group will take care of. As to the OWP approval, I think we have until July 1 to do that. I think given the leadership change, it would make the most sense since we're definitely going to have another meeting before July 1 to allow for future leadership to review that and help us with that. So I think we don't actually have to vote on that today since we will definitely be having additional meetings in June.

Mayor Romero: Thank you so much. Is that correct information? Yes, please approach.

Dan Gabiou: Madam Chair, members of the Council and Board, my name is Dan Gabiou. I'm the new Chief of Staff as of this past Monday here representing Dave Atler, the Deputy Director who is absent today. Staff here is ready to present on whatever items you are ready to hear. I might suggest perhaps a 15-minute recess if that would be

appropriate so we could discuss, at your pleasure.

Mayor Murphy: Madam Chair, can I just ask a qualifying question?

Mayor Romero: Mayor Murphy.

Mayor Murphy: To the Mayor's point, as far as you know, unless you need a break to find out, is there anything that has to be proceeded upon today or to the Supervisor's point, if it's June, just say June 19, that was our latter date, can there be something added to that meeting that requires action?

Dan Gabiou: There are several items that are critical as far as the timeframe that we would like to discuss today if the Council and Board would be willing to hear it.

Mayor Romero: I would be totally open to giving us a 15-minute adjournment or a 15-minute break so that you all can regroup and we can have look at the dates as to when things have to be, especially the OWP and when that has to move because I do like the idea of continuing it for next meeting, but I would also want to hear what your timelines look like and what has to be in by what time.

Dan Gabiou: Thank you.

Mayor Romero: So, absolutely. Any others, any questions?

Mayor Winfield: Madam Chair, I'd like a minute before we adjourn for 15 minutes.

Mayor Romero: Yes, absolutely. Any others? Mayor Winfield.

Mayor Winfield: I'd like to publicly express, at least for the Town of Oro Valley, and recognize the professionalism and services of Mr. Moghimi for the past 13 years with the Pima Association of Governments and Regional Transportation Authority. Those of us around the table, Mr. Moghimi has the longest standing institutional memory of the RTA. He wasn't with it from the inception, but at least for the past 13 years. And so he's intimately knowledgeable about this program and, of course, we're going to lose that

expertise as we come to the sunset of RTA one. I want to acknowledge his understanding of legal requirements, of project delivery, his knowledge and understanding of the RTA, his knowledge and understanding of the legal requirements and restrictions of the various funding sources, his responsiveness to requests for information. And for years, he's juggled the interest of these nine jurisdictions vying for the same funds. So, on behalf of the Town of Oro Valley, thank you for your service. Thank you for your support to our community. We've certainly benefited from PAG/RTA and so, thank you for your service.

Mayor Murphy: Madam Chair.

Mayor Romero: Mayor Murphy.

Mayor Murphy: Obviously, I was part of one of the training grounds for you. Before coming here, I'm the longest-serving member still on this board. And as always, Mayor Winfield came more prepared than I did. I didn't realize we were going to be here at this point. So, on behalf of the Town of Sahuarita, not only did you help us at the Town of Sahuarita for our earlier RTA projects, but continuing to go along. So I thank you for your service.

Mayor Romero: Alrighty, any others?

General Maxwell: Madam Chair.

Mayor Romero: Mr. Maxwell.

General Maxwell: Yeah, I'm just going to repeat the question I asked earlier. And I know we maybe don't, maybe we haven't thought through the process. But I think it's extremely important from both for the executive director, for the staff, and for others to understand what the separation process is going to look like. So I think during the break, when we come back into PAG, if it's appropriate time to talk about it, we've got to have an understanding of the next steps, both again, for staff and for the executive director and for us. I do agree 13 years, it was worthy length of service and I thank Mr. Moghimi for that service. But I think it's very critical that we know now that we've taken this action,

what the immediate steps are, and it's very difficult to do without any legal advice at this time.

Mayor Romero: Mr. Maxwell, the PAG agenda does not have an item to discuss this listed. The only agenda item that we can discuss this under is basically this one. This discussion direction and action. So, do you have any thoughts in terms of how to proceed? Because it seems as though Supervisor Heinz described and we approved an item describing the process of where we go next. I think that maybe finding a date that we can sit down the work group that was created so that we can communicate and proceed with the next agenda.

General Maxwell: Madam Chair, I fully agree. It's not the concern of what we do as far as the next process for finding our executive director and our interim executive director or anything. I think Supervisor Heinz did an outstanding job outlining. I'm talking the immediate issues and how it's going to play out tomorrow. So that's my concern right now. And again, sorry for not being there. If not, we could discuss this further there, but right now I do not. And I don't know if the staff understands what tomorrow will look like, and I think that's an important thing for them to know.

Mayor Romero: As I repeated, Mr. Maxwell, there is a deputy director that must assume duties of the executive director. And that's why we have deputy directors and if you'd like, the same working group can put in a call to make sure that Mr. Adler is going to be able to take control and reigns of the organization.

General Maxwell: Thank you, Madam Chair.

Mayor Romero: OK. Any others? All right, thank you so much. Item five is adjournment. Oh, Chairman Jose. I'm missing people today, I'm so sorry.

Chairman Jose: All right. Madam Chair and Board of Directors, if there were any other items to discuss regarding this action, it probably should happen now. We were getting ready to move on, but I just wanted to say that, because other than that, operations should continue to operate status quo. Everything should keep moving forward because of that deputy director and so forth. In terms of next steps. I was going to mention that

the working group would then need to play a little bit more active role in terms of making sure that we're moving to get prepared for our next steps and that the deputy director can obviously reach out to the chairs if they need any guidance or anything like that. Not to the Council, but to the chairs so we don't violate any open meeting laws or anything like that. So the direction from staff or anyone should still be there to the chairs of both councils. At least that's my understanding, and I'm not an attorney, but that's best practices. Thank you.

Mayor Romero: Thank you, Chairman Jose. And I'm so sorry I missed you before. I do see Mike Colety's hand up. Mike, did you want to include, did you put your hand up or?

Mayor Winfield: He's on virtual, so we don't...

Mayor Romero: But don't you see the little hand?

Mayor Winfield: Oh, okay. Yeah. He's nodding and said no, I think.

Mayor Romero: Oh, OK. Maybe it was a mistake. OK, let's –

Mayor Winfield: Adjourn and take a 15-minute break.

Mayor Romero: Wait, he's saying no? OK.

Mayor Winfield: He's with Kimley-Horn –

Mayor Romero: I know, OK. Alrighty, so item five is adjournment.

Mike Colety: So, I did want to quickly ask –

Mayor Romero: I'm sorry?

Mike Colety: I did want to quickly ask if the item on the PAG Regional Council for item 10 and can be determined quickly.

Mayor Romero: I'm sorry, Mr. Colety, you are breaking up severely.

Mike Colety: Since there's no –

General Maxwell: Madam Chair.

Mayor Romero: Mr. Maxwell.

General Maxwell: I think what he's trying to find out is if his item, he's here to present an item, I believe on the PAG Regional Council agenda, may have heard item 10, but he just wants to know if his item still needs to be briefed today.

Mayor Winfield: We'll let him know in 15 minutes.

Mayor Romero: Yeah, we will let him know in 15 minutes. But we're going to adjourn, give the staff 15 minutes and I'm pretty sure that he can connect with staff as well. Thank you. Alrighty, adjournment. Thank you all.

5. Adjournment

The meeting was adjourned at 1:09 p.m.

CERTIFICATION

I hereby certify that the foregoing is a meeting summary of the joint Regional Transportation Authority (RTA) of Pima County Board of Directors and Pima Association of Governments (PAG) Regional Council meeting held on June 5, 2025. This summary is not intended to be verbatim. It serves as the summary of action items taken at the meeting upon approval by the PAG Regional Council. An audio recording is available upon request and serves as the official minutes. I further certify that a quorum was present.

Dave Atler, Acting Executive Director

In compliance with the Arizona Open Meeting Law, the PAG Regional Council legal actions and this meeting summary are posted online, and an audio recording which serves as the official minutes of the meeting is available upon request. In addition, a meeting video is also available at: [YouTube Video Recording](#)