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**MEETING: COTA BOARD OF TRUSTEES**

**DATE: WEDNESDAY, JANUARY 27, 2021**

**TIME: 8:30 AM – 10:00 AM**

**LOCATION: VIA WEBEX**

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**MEETING MINUTES**

**1. CALL TO ORDER**

Chair Treneff called the meeting to order at 8:30 AM.

**2. ROLL CALL**

**Board Members Present**

Craig Treneff, Chair  
Marlon Moore, Vice Chair  
Trudy Bartley  
Cathy DeRosa  
Jennifer Gallagher  
Steven Gladman  
Thomas Grote  
Amy Landino  
Timothy Skinner  
Julie Sloat  
Michael Stevens  
Kumi Walker

**Board Members Absent**

**3. APPROVAL OF BOARD OF TRUSTEES MEETING MINUTES**

Trustee Gladman motioned to approve the December 16, 2020 Board of Trustees Meeting Minutes. Vice Chair Moore seconded the motion. Motion carries.

**4. COMMENTS OR STATEMENTS FROM THE PUBLIC**

Mr. Walter Hardy, member of the public, made comments in relation to the resolution that is up for the Board's consideration today related to the contract with Infor. He expressed concerns on the overall costs related to the project.





## **5. PRESIDENT'S REMARKS**

Joanna M. Pinkerton, President/CEO of COTA, welcomed the Board of Trustees to the first regular meeting of the New Year. She reflected on the year 2020 and how COTA had to be nimble to adapt to the evolving needs of our community. She thanked the Board for their guidance and expressed excitement of all the things the team will accomplish in the years to come.

## **6. GOVERNANCE COMMITTEE REPORT – CRAIG TRENEFF, CHAIR**

Chair Treneff stated that the Governance Committee met on Wednesday, January 20 where they heard committee reports from the committee chairs, as well as reviewed the Resolutions that are being brought forth today. Following a discussion in the Performance Monitoring/Audit Committee, the Governance Committee had reviewed the 2020 Performance Incentive Compensation Program Results – also commonly known as PIC. After reviewing the results from 2020, due to the expense control metric not being met by the organization, it forfeited the ability for any PIC payout to occur - even though the team hit the majority of other metrics during what was an extraordinary year.

After further review and discussion, with the team working on the frontlines and behind the scenes every day during this pandemic, the Governance Committee and Performance Monitoring/Audit Committee proposed amending the 2020 PIC Goals in order to still provide a 2020 PIC payout to Team COTA.

### **RESOLUTION 2021-03 – AUTHORIZING AN AMENDMENT TO RESOLUTION NO. 2020-05 ESTABLISHING THE PERFORMANCE INCENTIVE COMPENSATION (PIC) GOALS FOR CALENDAR YEAR ENDING DECEMBER 31, 2020**

Angel Mumma, Chief Financial Officer, reviewed the 2020 PIC Results. She stated that the Expense Control and Productivity metrics were not met – simply as a result of our service hours declining, as well as a substantial decline in ridership as a result of the pandemic. With the exception of the Safe Operations metric, all other performance metrics were met by the team. By suspending the Expense Control and Productivity metric, and redistributing the weights across other metrics, Mobility non-represented employees would receive a 4.79% payout. All other non-represented employees would receive a 2.79% payout. Represented employees would receive a 1.67% payout under the terms of the bargaining unit contract.

Trustee Walker motioned to approve Resolution 2021-03 Authorizing an Amendment to Resolution No. 2020-05 Establishing the Performance Incentive Compensation (PIC) Goals for Calendar Year Ending December 31, 2020. Trustee DeRosa seconded the motion. Motion carries.





**RESOLUTION 2021-04 – APPROVING THE LEVEL OF COMPENSATION PAYOUT FOR THE 2020 PERFORMANCE INCENTIVE COMPENSATION (PIC) PROGRAM**

Trustee Sloat motioned to approve Resolution 2021-04 Approving the Level of Compensation Payout for the 2020 Performance Incentive Compensation (PIC) Program. Trustee Skinner seconded the motion. Motion carries.

**7. STRATEGIC AND OPERATIONAL PLANNING COMMITTEE REPORT – MARLON MOORE, CHAIR**

Vice Chair Moore stated that the Strategic and Operational Planning Committee met on Wednesday, January 6, 2021. There were four agenda items. The first being the 2021-2025 Capital Improvement Plan presented by Angel Mumma. The committee also heard a LinkUS update from Kim Sharp, Senior Director of Development. In addition, she presented information on what the team is looking at in terms of our 2021 service. Sophia Mohr then presented an update on the Strategic Plan and how it relates to PIC.

**Capital Improvements Program Presentation – Angel Mumma, Chief Financial Officer**

Angel presented the 2021-2025 Five Year Capital Improvements Program (CIP) to the Board of Trustees, including a breakdown of the projects encompassed within the program. The first ever CIP will allow COTA to make investments to ensure the future viability of the organization. The Board will approve the CIP on annual basis. The projects for each year are outlined into five different categories – vehicles and equipment, facilities, technology, development, and administration.

Trustee Gallagher asked about the 2021 numbers – specifically around the grant revenue projected. If for some reason COTA does not receive those funds, what are COTA’s plans to make up that revenue? Angel stated that most of the 2021 projects are from grant revenue that has already been allocated. In 2021, if everything came in and was spent according to plan, there would still be \$24 million left at the end of the year. This gives us some flexibility.

Trustee DeRosa thanked Angel and the team for this plan and asked to clarify if the Board would still need to approve larger projects in the future. Angel confirmed that yes, large projects would still need to come to the Board for approval.

**RESOLUTION 2021-05 – AUTHORIZING THE ADOPTION OF THE 2021-2025 FIVE-YEAR CAPITAL IMPROVEMENTS PROGRAM**

Trustee DeRosa motioned to approve Resolution 2021-05 Authorizing the Adoption of the 2021-2025 Five Year Capital Improvements Program. Trustee Skinner seconded the motion. Motion carries.





**8. EXTERNAL/STAKEHOLDER RELATIONS COMMITTEE REPORT - AMY LANDINO, CHAIR**

The External Stakeholder Relations Committee met on Tuesday, January 12. There were three presentations given to the committee. The first was a Federal Government Affairs Update presentation by Patrick Harris, AVP, Government Affairs and Corporate Communications. Patrick noted that in December 2020, the Trump Administration signed a stimulus bill, including \$14 billion for transportation in supplemental COVID relief funds. The FTA announced the Columbus Urbanized Area will receive \$55 million, of which, COTA should receive the majority. The second presentation was a State Government Affairs update by Aslyne Rodriguez, Director of Government Affairs. COTA was awarded \$1M through the Capital Budget for the Rickenbacker Area Mobility Center (RAMC). This development will serve as not only a transit center offering fixed-route and regional connections, but will also provide access wrap-around services including food, healthcare, and childcare. The team also continues their advocacy efforts to ensure transit workers get access to the COVID-19 vaccine. The committee also heard a LinkUS Community Engagement Effort presentation from Kim Sharp.

Trustee Grote asked if the \$55 million was in addition to money receive in the last stimulus. Patrick Harris responded that yes, it is in addition to the money received from the first stimulus.

**9. PERFORMANCE MONITORING/AUDIT COMMITTEE REPORT – KUMI WALKER, CHAIR**

Trustee Walker stated that the Performance Monitoring/Audit Committee met on Wednesday, January 20. Angel gave an Unaudited Financial update to the committee. The committee also heard two presentations. The first was a presentation on the 2020 Performance Incentive Compensation (PIC) results from Angel Mumma, which was previously discussed at the beginning of the Board Meeting. The second presentation was from Sophia Mohr, Chief Innovation Officer, on the 2021 PIC Goals.

**2021 PIC Presentation – Sophia Mohr, Chief Innovation Officer**

Sophia presented the 2021 PIC Goals to the Board. She presented on the changes that were made from the 2020 Goals – including an addition of a Strategic Plan metric. She reviewed the changes that were made to the weighting of each metric. The team is working on a communications campaign to ensure that all employees are aware of the PIC goals. PIC metrics will be accessible to all employees via a Dashboard format.

**RESOLUTION 2021-06 – APPROVING THE 2021 PERFORMANCE GOALS FOR COTA’S PERFORMANCE INCENTIVE COMPENSATION (PIC) PROGRAM**

Vice Chair Moore motioned to approve Resolution 2021-06 Approving the 2021 Performance Goals for COTA’s Performance Incentive Compensation (PIC) Program. Trustee Landino seconded the motion. Motion carries.





The Performance Monitoring/Audit Committee also recommended the following Resolution to be placed on the Regular Agenda for discussion.

**RESOLUTION 2021-07 – AUTHORIZING A CONTRACT WITH INFOR CONSULTING SERVICES FOR THE TRANSFORMATIONAL UPGRADE OF THE CURRENT ENTERPRISE RESOURCE PLANNING SYSTEM**

Angel Mumma stated that this resolution authorizes a contract with Infor for consulting services for the upgrade of our current ERP System. COTA is looking to migrate to a cloud-based system and plans to relook at the total implementation of a complete ERP system throughout the organization. In the Performance/Monitoring Audit Committee, there was discussion on the bidding process. The team feels it is in the best interest of financial and staff resources to continue building on the system that is currently in place.

Vice Chair Moore motioned to approve Resolution 2021-07 Authorizing a Contract with Infor Consulting Services for the Transformational Upgrade of the Current Enterprise Resource Planning System. Trustee Sloat seconded the motion. Motion carries.

**10. CONSENT AGENDA**

Trustee Landino motioned to approve the following resolutions on the Consent Agenda. Trustee Gallagher seconded the motion. Motion carries.

- RESOLUTION 2021-08 – AUTHORIZING AN AMENDMENT TO RESOLUTION NO. 2020-111 TO REVISE APPROPRIATIONS FOR THE EXPENDITURES OF THE CENTRAL OHIO TRANSIT AUTHORITY FOR THE CALENDAR YEAR ENDING DECEMBER 31, 2021
- RESOLUTION 2021-09 – AUTHORIZING THE PICK-UP OF THE STATUTORILY REQUIRED CONTRIBUTION TO THE OHIO PUBLIC EMPLOYEES RETIREMENT SYSTEM FOR NON-REPRESENTED EMPLOYEES HIRED BEFORE JANUARY 1, 2013 PURSUANT TO INTERNAL REVENUE CODE SECTION 414(H)(2)
- RESOLUTION 2021-10 – AUTHORIZING EXPENDITURES FOR CONTINUING SUPPORT OF THE ENTERPRISE RESOURCE PLANNING SYSTEM SUPPORT AGREEMENT INFOR (US), INC
- RESOLUTION 2021-11 – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH SECURITAS SECURITY SERVICES USA, INC. FOR SECURITY GUARD SERVICES
- RESOLUTION 2021-12 – AUTHORIZING A CONTRACT WITH RESOURCE INTERNATIONAL, INC. FOR OWNERS REPRESENTATIVE AND ESTIMATING SUPPORT SERVICES FOR THE RENOVATION OF THE MCKINLEY AVENUE FACILITY (PHASE 3C)





- RESOLUTION 2021-13 – AUTHORIZING A CONTRACT WITH DATA. WORLD, INC. FOR DATA CATALOGING AND SUPPORT SERVICES
- RESOLUTION 2021-14 – AUTHORIZING A CONTRACT WITH CAPITOL CITICOM, INC. FOR PRINTING SERVICES
- RESOLUTION 2021-15 – AUTHORIZING A CONTRACT WITH CDW GOVERNMENT, LLC FOR THE RENEWAL AND CO-TERMINATION OF SMARTNET LICENSES

#### **11. OTHER BUSINESS**

Chair Treneff stated that before the Board moves into Executive Session, he would like to take some time to honor Trustee Michael H. Stevens who will be resigning from the Board of Trustees at the end of January. Trustee Stevens was named the permanent Director of Development for the City of Columbus in 2020. He has served on the COTA Board of Trustees since 2017.

#### **RESOLUTION 2021-16 – COMMENDING MICHAEL H. STEVENS**

Trustee DeRosa motioned to approve Resolution 2021-16 – Commending Michael H. Stevens. Trustee Grote seconded the motion. Motion carries.

Trustee Stevens stated that he has enjoyed being a part of the COTA Board over the last few years and stressed the important role that COTA will play in the recovery of our region.

#### **12. MEETING CALENDAR**

- SPECIAL GOVERNANCE COMMITTEE MEETING – FEBRUARY 17, 2021 | 3:00 PM
- SPECIAL MEETING OF THE BOARD OF TRUSTEES - FEBRUARY 24, 2021 | 8:30 AM
- STRATEGIC AND OPERATIONAL PLANNING COMMITTEE – MARCH 10, 2021 | 9:00 AM
- EXTERNAL STAKEHOLDER RELATIONS COMMITTEE – MARCH 16, 2021 | 3:00 PM
- PERFORMANCE MONITORING/AUDIT COMMITTEE – MARCH 24, 2021 | 1:30 PM
- GOVERNANCE COMMITTEE – MARCH 24, 2021 | 3:00 PM
- BOARD OF TRUSTEES – MARCH 31, 2021 | 8:30 AM





**13. EXECUTIVE SESSION FOR THE PURPOSE TO CONSIDER THE APPOINTMENT, EMPLOYMENT, DISMISSAL, DISCIPLINE, PROMOTION, DEMOTION OR COMPENSATION OF A PUBLIC EMPLOYEE OR OFFICIAL**

Trustee Landino motioned to enter into executive session pursuant to Ohio Revised Code Section 121.22(G)(1) to consider the appointment, employment, dismissal, discipline, promotion, demotion or compensation of a public employee or official. Trustee Grote seconded the motion.

The motion was approved by Chair Treneff, Vice Chair Moore, and Trustees Bartley, DeRosa, Gallagher, Grote, Landino, Skinner, Stevens, Sloat and Walker via a roll call vote.

The Board of Trustees entered Executive Session at 9:44 AM

The Board of Trustees exited Executive Session at 9:53 AM

**14. NEW BUSINESS**

Chair Treneff stated that there is one additional item of business as it relates to the 2020 Performance Review of COTA's President/CEO Joanna M. Pinkerton. After the Board conducted its annual review of the President/CEO, the Board is recommending a 15% bonus to President Pinkerton based upon achievement of self-performance and organizational-performance during the calendar year 2020.

**RESOLUTION 2021-17 – AUTHORIZING COMPENSATION FOR THE PRESIDENT/CEO OF THE CENTRAL OHIO TRANSIT AUTHORITY**

Trustee Skinner motioned to approve Resolution 2021-17 – Authorizing Compensation for the President/CEO of the Central Ohio Transit Authority. Trustee Landino seconded the motion. Motion carries.

**15. ADJOURNMENT**

Trustee Landino motioned to adjourn the January 27, 2021 Meeting of the COTA Board of Trustees. Trustee DeRosa seconded the motion. The meeting adjourned at 9:57 AM.





**Adopted:** March 31, 2021

**Signed:** DocuSigned by:  
*Craig P. Trenoff*  
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**Chair, Board of Trustees**

**Attest:** DocuSigned by:  
*Joanna M. Pinkerton*  
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**President/CEO**

