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**MEETING: GOVERNANCE COMMITTEE**

**DATE: WEDNESDAY, DECEMBER 9**

**TIME: 3:00 PM – 4:00 PM**

**LOCATION: VIA WEBEX**

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**MEETING MINUTES**

**1. CALL TO ORDER**

Chair Treneff called the Governance Meeting to order at 3:00 PM. He announced that members of the public who wished to join this meeting are able to join via WebEx.

**2. ROLL CALL**

**Board Members Present**

Craig Treneff, Chair  
Marlon Moore, Vice Chair  
Amy Landino  
Kumi Walker

**3. APPROVAL OF GOVERNANCE COMMITTEE MINUTES**

Trustee Walker motioned to approve the October 21, 2020 Governance Committee Minutes. Trustee Landino seconded the motion. Motion carries

**4. NEW BUSINESS**

**RESOLUTION 2020 –XX – AMENDING AND RESTATING THE BOARD OF TRUSTEES RULES AND REGULATIONS**

Chair Treneff stated that in the October Governance Committee meeting, the committee reviewed the draft 2021 COTA Board and Committee Schedule. Due to the every other month meeting schedule, the Annual Meeting of the COTA Board of Trustees, which previously always took place in the month of April, is tentatively scheduled to take place in the month of May. After consulting with Legal staff, it was recommended that the Board amend the language in Section 3.3 of the Rules and Regulations to allow for the Annual Meeting to take place at the next regularly scheduled meeting of the Board if there is no regularly scheduled meeting in April.

Trustee Landino motioned to approve Resolution 2020-XX – Amending and Restating the Board of Trustees Rules and Regulations. Vice Chair Moore seconded the motion. Motion carries.





The Governance Committee recommended the resolution be placed on the Regular Agenda at the December 16, 2020 Meeting of the Board of Trustees.

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

Vice Chair Moore stated that the Strategic and Operational Planning Committee met on Wednesday, December 2. The majority of the meeting was spent discussing the 2021 Operating Budget.

**2021 Budget Presentation - Angel Mumma, Chief Financial Officer**

Angel Mumma presented an overview of the 2021 Operating Budget to the Governance Committee. COTA's proposed 2021 Operating Budget would expend roughly \$171,918,700 in support of COTA's vision to Move Every Life Forward. The largest expense is Labor and Benefits, which makes up 63% of our expenditures. We expect 8.2 million boardings for 2021 and approximately 1 million service hours. Included in this budget is funding for organizational initiatives outlined in the Strategic Plan, as well as funds to focus on organizational change management and project management. With our return to fares in 2021, we will allocate additional Marketing dollars to help build back ridership. The proposal in 2021 is the smallest increase in COTA's budget in the last ten years – a total of 1.1% increase. In 2021, we expect \$160 million of revenue, a decrease of what was budgeted in 2020. The largest source continues to be sales tax revenue. With the capital budget and debt policy discussions that the Board has considered, this budget proposes 10% of sales tax revenue to the capital improvement fund. Angel encourages the Board to consider the adoption of this budget proposal as this budget is built around flexibility, recognizing the likely need to change our services based on the needs of our community. The organization will continue to look at new revenue sources and strengthen existing revenue sources.

Vice Chair Moore thanked Angel for her presentation. He noted that the Strategic and Operational Committee met twice to review the budget and noted that the committee asked the team to continue look at cost-savings measures. The team came back and made an additional \$2 million in cuts.

Trustee Landino asked about ridership projections in related to revenue for 2021. Angel responded stated that while it is difficult to evaluate, the team evaluated a few different projections and went with a conservative estimate. The team went with a projection that is a status quo of 2020.

Trustee Walker asked if the budget anticipates any additional federal funding in 2021. Angel responded and said that this budget does not take into account any additional funding being received. Trustee Walker asked if there is any additional funding being talked about with the new presidential administration. Patrick Harris, AVP of Government Affairs and Corporate Communications, stated that there are talks being had in Congress as they negotiate a stimulus package where money allocated to transit is included. Joanna M. Pinkerton, President/CEO, stated





that due to the overwhelming need of the five largest transit agencies, it is uncertain if federal money would be allocated to transit agencies like the size of COTA.

Vice Chair Moore stated that the committee also heard from the team on the COVID-19 response.

**RESOLUTION 2020-XX AUTHORIZING APPROPRIATIONS FOR THE EXPENDITURES OF THE CENTRAL OHIO TRANSIT AUTHORITY FOR THE CALENDAR YEAR ENDING DECEMBER 21, 2021**

The Governance Committee recommended Resolution 2020-XX Authoring Appropriations for the Expenditures of the Central Ohio Transit Authority for the Calendar Year Ending December 21, 2021 be placed on the Regular Agenda at the December 16, 2020 Meeting of the Board of Trustees.

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

Trustee Landino stated that the External/Stakeholder Relations Committee met on Tuesday, December 8. There were four agenda topics with corresponding presentations. The first was a presentation from Quincy Howard on Supplier Diversity and DBE Participation. Next, Sindy Mondesir presented on COTA's Workforce Diversity. The report serves as a baseline for the organization and will utilize the information to support COTA's initiatives and strategic priorities. Patrick Harris gave a presentation on the Return to Fares Communications Plan and how the team has been extremely focused on the Communications and Marketing tactics – both internally and externally to ensure that we are reaching our customers and external partners. The meeting then concluded with a presentation from Aslyne Rodriguez on COTA's 2021-2022 Public Policy Agendas at the federal, state, and local levels. All three levels are focused on funding, innovation, and regionalism.

**RESOLUTION 2020-XX APPROVING THE 2021-2022 FEDERAL, STATE, AND LOCAL PUBLIC POLICY AGENDAS**

The Governance Committee reviewed and discussed the above resolution and recommended it be placed on the Regular Agenda at the December 16, 2020 Meeting of the Board of Trustees.

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

Trustee Walker stated that the Performance Monitoring/Audit Committee met on Wednesday, December 9 prior to the Governance Committee. Angel gave an Unaudited Financial update to the committee. Sales tax revenue continue to perform better than expected considering the economic impact of COVID-19. Through October, sales tax revenue is down 2.2% than what was budgeted. The largest impact to revenue is our continued suspension of fares as revenue is down nearly \$11.8 million than what was budgeted in 2020. Expenses are currently down \$14.5 million than what was budgeted in 2020.





The Performance/Monitoring Audit Committee reviewed the below resolutions and recommended they be placed on the Regular Agenda at the December 16, 2020 Meeting of the Board of Trustees. The Governance Committee agreed with the recommendation:

- RESOLUTION 2020-XX - AUTHORIZING A DISCOUNT FARE STRUCTURE WITH THE CITY YEAR COLUMBUS PROGRAM
- RESOLUTION 2020-XX - AUTHORIZING THE ADOPTION OF A DEBT POLICY

The Performance/Monitoring Audit Committee reviewed and discussed the below resolutions and recommended they be placed on the Consent Agenda at the December 16, 2020 Meeting of the Board of Trustees. The Governance Committee agreed with the recommendation:

- RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH CUMMINS SALES AND SERVICE FOR THE PURCHASE OF MISCELLANEOUS CUMMINS PARTS FOR TRANSIT COACHES
- RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH DIESEL INJECTION SERVICE COMPANY FOR THE PURCHASE OF MISCELLANEOUS CUMMINS PARTS FOR TRANSIT COACHES
- RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH GILLIG LLC FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT COACHES
- RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH THE AFTERMARKET PARTS COMPANY LLC FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT COACHES
- RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH MUNCIE TRANSIT SUPPLY FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT COACHES
- RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH ROMAINE ELECTRIC CORPORATION FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT COACHES
- RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH ALTERRA REAL ESTATE ADVISORS FOR PROPERTY MANAGEMENT SERVICES
- RESOLUTION 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH CINTAS CORPORATION #2 FOR RENTAL AND LAUNDRY SERVICES FOR APPAREL, GARMENTS, AND FACILITIES SUPPLIES
- RESOLUTION 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH COLUMBUS FIBERNET FOR UTILITY LOCATING SERVICES IN THE RIGHT OF WAY





- RESOLUTION 2020-XX - AUTHORIZING EXPENDITURES FOR THE PURCHASE OF SERVICES FROM THE COLUMBUS POLICE DEPARTMENT
- RESOLUTION 2020-XX - AUTHORIZING EXPENDITURES FOR THE ENTERPRISE RESOURCE PLANNING SYSTEM SUPPORT AGREEMENT WITH INFOR (US), INC.
- RESOLUTION 2020-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH FIRST TRANSIT, INC. FOR TRANSPORTATION SERVICES FOR SENIORS AND INDIVIDUALS WITH DISABILITIES
- RESOLUTION 2020-XX – AUTHORIZING EXPENDITURES FOR MAINTENANCE AGREEMENTS WITH TRAPEZE SOFTWARE GROUP FOR THE ITS FIXED ROUTE, THE ITS FIXED END, AND THE OPS MODULES
- RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH T-MOBILE USA, INC. FOR CUSTOMER WI-FI INTERNET SERVICES
- RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH GILLIG LLC FOR THE PURCHASE OF PRESSURE RELIEF DEVICES FOR CNG TRANSIT COACHES
- RESOLUTION 2020-XX - AUTHORIZING EXPENDITURES FOR THE PURCHASE OF SERVICES FROM GOOGLE
- RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH IKONOS FOR THE RENEWAL OF DATA AND ANALYTIC SUPPORT SERVICES
- RESOLUTION 2020-XX – AUTHORIZING ADDITIONAL EXPENDITURES WITH BRC GROUP FOR ACCIDENT DAMAGE REPAIR ON A FORTY- FOOT (40') HEAVY-DUTY TRANSIT VEHICLE
- RESOLUTION 2020-XX - AUTHORIZING DECLARATIONS OF OFFICIAL INTENT UNDER U.S. TREASURY REGULATIONS WITH RESPECT TO REIMBURSEMENTS FROM NOTE AND BOND PROCEEDS OF TEMPORARY ADVANCES MADE FOR PAYMENTS PRIOR TO ISSUANCE, AND RELATED MATTERS
- RESOLUTION 2020-XX – AUTHORIZING THE ADOPTION OF THE CENTRAL OHIO TRANSIT AUTHORITY PUBLIC TRANSPORTATION AGENCY SAFETY PLAN (PTASP)
- RESOLUTION 2020-XX - AUTHORIZING AN AMENDMENT TO RESOLUTION NO. 2019-116 TO REVISE APPROPRIATIONS FOR THE EXPENDITURES OF THE CENTRAL OHIO TRANSIT AUTHORITY FOR THE CALENDAR YEAR ENDING DECEMBER 31, 2020





**8. OTHER BUSINESS**

There was no other business before the Governance Committee.

**9. 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 Walker seconded the motion.

The motion was approved by Chair Treneff, Vice Chair Moore, and Trustees Landino and Walker via a roll call vote.

The Governance Committee entered Executive Session at 3:39 PM

The Governance Committee exited Executive Session at 3:49 PM

**10. ADJOURNMENT**

Trustee Landino motioned to adjourn the Governance Committee. Chair Treneff seconded the motion. The Governance Committee adjourned at 3:51 PM.

**Adopted:** \_\_\_\_\_ **January 20, 2021**

**Signed:** \_\_\_\_\_  
DocuSigned by:  
*Craig P. Treneff*  
525D18CA8C28420...  
**Chair, Board of Trustees**

**Attest:** \_\_\_\_\_  
DocuSigned by:  
*Joanna M. Pinkerton*  
7454ADB3E0F6470...  
**President/CEO**

