



TOLEDO AREA REGIONAL TRANSIT AUTHORITY
BOARD OF TRUSTEES
AUGUST 20, 2020 (VIRTUAL MEETING)

MINUTES

CALL TO ORDER

President Woodcock called the meeting to order at 4:00 p.m.

ROLL CALL (INITIAL ROLL CALL AT MEETING COMMENCEMENT)

BOARD MEMBERS PRESENT

Daniel Woodcock – President
Katie Hunt-Thomas
Mary Morrison
Harvey Savage
Lou Thomson
Kevin Weaks

BOARD MEMBERS ABSENT

Kelsie Hoagland – Vice President
James Caldwell
Stacy Cook *
Patrick Kijowski
Chris Monaghan
Marc Thompson

OFFICERS PRESENT

Kimberly Dunham – General Manager
Stacey Clink – Secretary-Treasurer
Joan Rife – General Counsel

* Joined the meeting after the initial roll call was conducted.

There was not a quorum present at the start of the meeting and therefore it was necessary to move to Public Comments.

PUBLIC COMMENTS

Ernie Brancheau thanked the Board for their direction during COVID-19 as the numbers increase once again. He commended Ms. Clink for her work at TARTA and especially during the transition. Mr. Brancheau welcomed the new board member from Maumee and thanked everyone for their dedication and hard work.

With a quorum now present the meeting proceeded.

APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

Mr. Thompson made a motion to approve the minutes from the July 16, 2020 Board of Trustees meeting. Ms. Hunt-Thomas seconded the motion. The motion passed unanimously.

PRESENTATION

President Woodcock introduced Jennie Lambert, Principal, Rehmann, for a presentation on TARTA's 2019 Audit results. Ms. Lambert reported that the audit had been approved by the Auditor of State. In addition to the financial statement audit, an audit was also done testing TARTA's compliance with federal expenditures including FTA grant funds. Additionally, written communication will be provided to the board through a Statement on Auditing Standards (SAS) communication letter that includes any comments regarding suggestions for improvement and other matters.

The audit determined that with regards to accounting practices –

- All transactions were recognized in the proper period.
- No transactions were lacking authoritative guidance or consensus.
- Financial statement disclosures are neutral, consistent and clear.
- There were no illegal acts or fraud of which they are aware.

Ms. Lambert briefly reviewed the financial highlights including accounts payable and receivable as well as assets and liabilities.

A Single Audit of the Authority's federal expenditures was also done and resulted in no findings or material weaknesses identified as related to uniform guidance.

Due to the CARES Act funding, next year there will be an addendum to the compliance supplement issued in the fall where COVID-19 grants will be added. It will be determined at that time if in the future there are any grant requirements to test for this funding.

A footnote disclosure is added to the financial statements regarding the risk and uncertainty of COVID-19. Due to the disruption in operation of businesses and the uncertainty, they [Rehmann] cannot determine the impact on the financial statements at this time.

Ms. Lambert concluded by saying that Rehmann is at the end of their five-year contract with TARTA and this is the last year they will conduct the audit. The state auditors have elected to take over the audit next year.

RESOLUTIONS

Ms. Rife advised President Woodcock that Resolutions 35-20 through 44-20 may be presented together as they are similar.

RESOLUTION NO. 35-20 – AUTHORIZING NEW SIGNATURES FOR ACTIVE BANK ACCOUNT WITH KEYBANK, ACCOUNT NO. 210-90-01448 “MASTER ACCOUNT”

RESOLUTION NO. 36-20 – AUTHORIZING NEW SIGNATURES FOR ACTIVE BANK ACCOUNT WITH KEY BANK, ACCOUNT NO. 359683064646 “TARTA BENEFIT ACCOUNT”

RESOLUTION NO. 37-20 – AUTHORIZING NEW SIGNATURES FOR ACTIVE BANK ACCOUNT WITH KEY BANK, ACCOUNT NO. 228-795-2854 “CLAIMS ACCOUNT”

RESOLUTION NO. 38-20 – AUTHORIZING NEW SIGNATURES FOR ACTIVE BANK ACCOUNT WITH PNC BANK, ACCOUNT NO. 42-2441-8789 “GENERAL ACCOUNT”

RESOLUTION NO. 39-20 – AUTHORIZING NEW SIGNATURES FOR ACTIVE BANK ACCOUNT WITH PNC BANK, ACCOUNT NO. 42-2452-7619 “PAYROLL ACCOUNT”

RESOLUTION NO. 40-20 – AUTHORIZING NEW SIGNATURES FOR ACTIVE BANK ACCOUNT WITH THE FIFTH THIRD BANK OF NORTHWESTERN OHIO N. A., ACCOUNT NO. 800-15009 “GENERAL ACCOUNT”

RESOLUTION NO. 41-20 – AUTHORIZING NEW SIGNATURES FOR ACTIVE BANK ACCOUNT WITH THE FIFTH THIRD BANK OF NORTHWESTERN OHIO N. A., ACCOUNT NO. 800-08773 “CAPITAL ACCOUNT”

RESOLUTION NO. 42-20 – AUTHORIZING NEW SIGNATURES FOR ACTIVE BANK ACCOUNT WITH THE HUNTINGTON NATIONAL BANK OF TOLEDO, ACCOUNT NO. 0147-2053639 “GENERAL ACCOUNT”

RESOLUTION NO. 43-20 – AUTHORIZING NEW SIGNATURES FOR ACTIVE BANK ACCOUNT WITH THE HUNTINGTON NATIONAL BANK OF TOLEDO, ACCOUNT NO. 0147-2722054 “GENERAL ACCOUNT”

RESOLUTION NO. 44-20 – AUTHORIZING NEW SIGNATURES FOR ACTIVE BANK ACCOUNT WITH THE HUNTINGTON NATIONAL BANK OF TOLEDO, ACCOUNT NO. 01479709902 “GENERAL ACCOUNT”

Ms. Clink introduced Resolutions 35-20 through 44-20. These resolutions are a result of recent changes in staffing. A Board resolution is necessary for each bank account to add Laura Koprowski to the account and remove Ms. Clink. The remaining signatories are Board President Daniel Woodcock and General Manager Kimberly Dunham. The accounts include claims, payroll, operating, grants, payroll tax and several general holding accounts. The accounts require two signatures for withdraws in excess of \$10,000 with the exception of the payroll account, which requires two signatures if over \$5,000 and the claims account, which requires two signatures if over \$2,500.

Mr. Caldwell made a motion to approve Resolutions 35-20 through 44-20. Ms. Morrison seconded the motion. The motion passed unanimously.

RESOLUTION NO. 45-20 – AMENDING RESOLUTION NO.16-16 ESTABLISHING A LOCAL RECORDS COMMISSION FOR THE TOLEDO AREA REGIONAL TRANSIT AUTHORITY PURSUANT TO OHIO REVISED CODE 149.412

Ms. Clink introduced Resolution No. 45-20. This resolution is necessary to amend the established Records Commission. The Committee must meet on a regular basis to ensure compliance with relevant statutes, review their retention schedule and review relevant retention policies. This resolution adds the Chief Communications and Customer Experience Officer to the existing Committee of the General Manager, Director of Finance, Board President and General Counsel.

Mr. Thomson made a motion to approve Resolution No. 45-20. Ms. Morrison seconded the motion. The motion passed unanimously.

RESOLUTION NO. 46-20 – AUTHORIZING THE TRANSFER OF FEDERAL INTEREST AND TITLE TO THIRTY-SEVEN (37) GILLIG TRANSIT COACHES TO THE TOLEDO AREA REGIONAL TRANSIT AUTHORITY

Ms. Clink introduced Resolution No. 46-20. This is a more refined resolution per the Federal Transit Administration than was originally passed in Resolution No. 30-20 authorizing the transfer of 37 Gillig buses from the Central Ohio Transit Authority (COTA) for the remaining federal interest in the vehicles, which is now at a value of \$298,124.84. In preparation for school service, TARTA was able to lease 20 of the vehicles. These buses will replace the oldest buses in TARTA's fleet.

Mr. Savage made a motion to approve Resolution No. 46-20. Ms. Cook seconded the motion. The motion passed unanimously.

RESOLUTION NO. 47-20 – AUTHORIZING THE TRANSFER OF TWELVE (12) TRANSIT COACHES TO THE TOLEDO AREA REGIONAL TRANSIT AUTHORITY AS ALLOWED BY THE FEDERAL TRANSIT ADMINISTRATION

Ms. Clink introduced Resolution No. 47-20. This resolution authorizes the transfer of 12 coaches with no remaining FTA interest from COTA to TARTA. They are thirty foot (30') and forty (40') and range in years from 2008 to 2010 and will be purchased at a cost not to exceed \$48,000.

Mr. Weaks made a motion to approve Resolution No. 47-20. Mr. Thomson seconded the motion. The motion passed unanimously.

RESOLUTION NO. 48-20 – RESCINDING RESOLUTION NO. 28-20 AUTHORIZING THE GENERAL MANAGER TO EXECUTE A PURCHASE ORDER FOR THE PURCHASE OF CRADLEPOINT INFRASTRUCTURE ON REVENUE VEHICLES

Ms. Clink introduced Resolution No. 48-20. This resolution rescinds Resolution No. 28-20 adopted on May 21, 2020, authorizing TARTA to execute a purchase order for IBR1700/900 Cradlepoints. Initially the IBR900 units would be used on the cutaway buses as they have a smaller footprint. However, when nMomentum Corporation came onboard they felt it would be more effective to use the IBR1700 unit on the entire fleet.

Mr. Weaks made a motion to approve Resolution No. 48-20. Ms. Morrison seconded the motion. The motion passed unanimously.

RESOLUTION NO. 49-20 – AUTHORIZING THE GENERAL MANAGER TO EXECUTE A PURCHASE ORDER FOR THE PURCHASE OF CRADLEPOINT INFRASTRUCTURE ON REVENUE VEHICLES

Ms. Clink introduced Resolution No. 49-20. This resolution authorizes a purchase order for the IBR1700 Cradlepoint units for the entire fleet at a purchase price not to exceed \$542,000, which is \$78,000 more than Resolution No. 28-20.

Mr. Savage made a motion to approve Resolution No. 49-20. Mr. Thomson seconded the motion. The motion passed unanimously.

RESOLUTION NO. 50-20 – AUTHORIZING THE APPOINTMENT OF KIMBERLY A. DUNHAM AS SECRETARY/TREASURER OF THE TOLEDO AREA REGIONAL TRANSIT AUTHORITY

Ms. Dunham said the appointment to Secretary-Treasurer is a temporary position. In accordance with the present Bylaws, a board member cannot hold the position of Secretary-Treasurer.

Mr. Caldwell asked if it was necessary to modify the resolution to signify that Ms. Dunham is being appointed as temporary Secretary-Treasurer.

Ms. Rife replied that it will be temporary by nature when a similar resolution is passed when an individual is identified to be the Secretary-Treasurer on a long-term basis.

Discussion ensued regarding the matter.

Ms. Rife stated that the matter was discussed extensively and while there are limitations pursuant to the Bylaws, it was determined that this is the best path forward. Ms. Rife recalled that when Ms. Clink was hired as Director of Finance, Mr. Gee, then General Manager, held the dual positions for several months giving her the opportunity to transition before being named Secretary-Treasurer.

Mr. Caldwell made a motion to approve Resolution No. 50-20. Ms. Morrison seconded the motion. The motion passed unanimously.

SECRETARY-TREASURER'S REPORT

Financial Update:

Ms. Clink reported that for the year, while revenue is down due to COVID-19 and free fares, nonoperating revenue is over the prior year by 41% due to CARES Act grant funding, which covers operating expenses.

COVID-19 Related Expenses:

- Additional masks have been ordered in anticipation of the start of school.
- Alternative methods of sanitation are being considered.
- TARTA has incurred \$1.8 million in payroll expense through 8/14/20. This includes front line pay for those at higher risk. Front line pay will be in effect when Lucas County is declared a red or purple zone.
- Total cleaning expense is \$235,000, which includes cleaning at all TARTA facilities by an outside cleaning source also responsible for nightly cleaning of the buses.

While TARTA is incurring revenue loss and expenses related to COVID-19, there is also expense savings. Compared with budget for July, most expense categories are under budget and under the prior year. As anticipated, there has been a slight increase in fuel expense for fixed line and paratransit. The average price of fuel this year is \$1.36 per gallon compared with \$1.97 in 2019. Most recently TARTA paid \$1.32 per gallon.

July Ridership:

July fixed line ridership is down 57% when compared to last year. The average weekday ridership is approximately 2,000 passengers per day. TARPS weekday ridership is down 56% when compared with 2019 and weekend contracted ridership is down 54% when compared with 2019.

Additional Projects:

- The purchase of electrostatic sprayers for help with sanitation are being considered at a cost of approximately \$20,000. These sprayers quick, efficient and reduce the risk of cross-contamination.
- Earlier in the year resolutions were passed authorizing the purchase of support vehicles through grant funds. Due to COVID-19 they were delayed. The seven Durango vehicles are expected to be through production in October. Five of the vehicles will be used by road supervisors while the remaining two are for general usage. Additionally, two Ford F-150 trucks and a van are in production for use by the maintenance department and are expected to arrive by early September.
- A request for proposals for bus wraps is currently being developed.
- Quotes are being obtained to replace the carpet in the Central Avenue administration building.
- Payroll and Human Resources are working on a software upgrade and integration package that will allow the two departments to share functions and employees to manage their benefits and receive notifications.

GENERAL MANAGER'S REPORT

Ms. Dunham thanked Ms. Clink for her 14 years of service to the agency. Ms. Clink has been very helpful sharing historical knowledge and the point of contact for many people. Ms. Dunham wished her well in her future endeavors.

Ms. Dunham reported briefly on the following topics.

New Funding:

- TARTA received a \$2.2 million grant from the Ohio Department of Transportation. These funds will be used to provide local share for existing grants slated to be used for the purchase of buses.
- TARTA was not a recipient of the 5339 Bus and Bus Facilities Grant Program. However, they will likely have more scalable grant options in future applications with the hope of a better outcome.
- The Authority has \$6.6 million available that will be used to order 10 - 12 buses off the Greater Dayton Regional Transit Authority bid.
- A \$926,000 grant was received for the renovation of the buses received from COTA. This will allow for branding, deep cleaning and any work required to get the buses ready for service.

TransPro Consulting Update:

- Bi-weekly briefing calls are held, and a customer survey is also being developed with a target date of September.
- Human Resource Director Jim Fight is working with TransPro to develop preferred employee qualities.

nMomentum Corporation Update:

- nMomentum has been onsite this week and met 33 staff members in all departments to discuss the challenges they face related to TARTA's technology and communication systems.
- Their findings confirm what has been previously discussed –
 - Lack of investment
 - Antiquated systems
 - Many systems past useful life / not working
- These findings result in the following –
 - Manual workflow process
 - Duplication of effort
- Next steps include –
 - Working on the projects within TARTA's budget
 - Prioritizing projects
 - Continuing work on the Gap Analysis and Strategic Plan
- By year's end they would like to begin some of the technology procurement processes.

Human Resources:

Ms. Dunham introduced TARTA's new Director of Human Resources Jim Fight. Mr. Fight joined the team earlier this week having served the last 14 years in executive level roles in the public transit space.

Communications:

- The new TARTA Email Newsletter kicked off today and will be delivered monthly to riders, key stakeholders, and supporters. Ms. Dunham commended the communications and customer experience team.
- The team continues to ensure high visibility of TARTA in the news media and on social media. When compared to last year, TARTA has a 14% increase in coverage across news, social media, and broadcast.
- Currently interviews are being held for a Customer Care Manager that will work closely with information officers and customer service representatives.

Locally Coordinated Human Services Transportation Plan (LOCHSTP):

- This is a FTA regulatory requirement. TARTA's last plan was completed in 2012.
- TARTA staff is working with TMACOG to determine what service exists in the region and where there are gaps in service.
- "Step on Board" Public Outreach has been ongoing with the next virtual meeting scheduled for August 27, 2020 at 6:00 p.m.

- TMACOG will likely be asked to provide a presentation at TARTA's October Board meeting.

Support Vehicles:

- Due to the COVID-19 related delays in manufacturing, TARTA will lease three vehicles from Enterprise this fall for the short term to ensure road supervisors are in a safe vehicle.

Fleet Replacement Strategy:

- TARTA is onboarding 48 COTA buses.
- All TARTA buses will be rebranded.
- TARTA's fleet maintenance team along with several drivers traveled to COTA recently and toured their maintenance department and administration building.
- A video is forthcoming highlighting TARTA's partnership with COTA and the work needed to prepare the buses for service.
- Replacement strategies will also be discussed for the paratransit fleet.
- IT Director Lucas Boehm shared before and after photos of TARTA buses that have been rebranded and wrapped.

VICE PRESIDENT'S REPORT

Vice President Hoagland was not in attendance at today's meeting.

PRESIDENT'S REPORT

President Woodcock introduced Lou Thomson, TARTA's new Board member representing the City of Maumee. Mr. Thomson brings a wealth of knowledge in business and customer service and will be a great fit for the TARTA Board.

President Woodcock went on to say that a meeting of the Finance Committee and Policy & Marketing Committee would be scheduled prior to the next Board meeting. The Finance Committee will meet to discuss how to move forward with the Finance Department. The Policy & Marketing Committee will review the Bylaws and restructure the committees.

REPORTS / COMMUNICATIONS FROM BOARD MEMBERS

There were none.

FINAL ROLL CALL

BOARD MEMBERS PRESENT

James Caldwell
 Stacey Cook
 Katie Hunt-Thomas
 Mary Morrison
 Harvey Savage

BOARD MEMBERS ABSENT

Kelsie Hoagland – Vice President
 Patrick Kijowski
 Chris Monaghan
 Marc Thompson

Lou Thomson
Kevin Weaks
Daniel Woodcock – President

President Woodcock thanked Ms. Clink for her years of service to the agency and her help during the transition process and wished her well in the future.

MEETING CALENDAR

Thursday, September 17, 2020 @ 4:00 p.m. (Virtual)

ADJOURNMENT

Mr. Caldwell made a motion to adjourn. Ms. Morrison seconded the motion. The motion passed unanimously and the meeting adjourned at 5:11 p.m.

CERTIFICATION OF COMPLIANCE

I hereby certify that all members of the Board of Trustees were given notice of the foregoing in person, by telephone, mail, or email more than 48 hours before the meeting.

Kimberly A. Dunham
Secretary-Treasurer

ADOPTED: September 17, 2020



Daniel R. Woodcock
President



Kimberly A. Dunham
Secretary-Treasurer