



MEETING: GOVERNANCE COMMITTEE

DATE: WEDNESDAY, NOVEMBER 10, 2021

TIME: 4:30 PM – 5:30 PM

LOCATION: COTA – WG PORTER BOARDROOM

MEETING MINUTES

1. CALL TO ORDER

Chair Treneff called the November 10, 2021 Governance Committee to order at 4:30 PM.

2. ROLL CALL

Board Members Present

Craig Treneff, Chair
Marlon Moore, Vice Chair
Amy Landino
Julie Sloat

3. APPROVAL OF GOVERNANCE COMMITTEE MINUTES

Trustee Sloat motioned to approve the September 16, 2021 Governance Committee Meeting Minutes. Trustee Landino seconded the motion. Motion carries.

4. NEW BUSINESS

Chair Treneff announced two items of new business for the Governance Committee's consideration. First, he asked Erin Delffs, Director of Finance, to present *Resolution 2021-XX – Amending the Rules and Regulations and the Board Governance Guidelines of COTA to Grant Division Chiefs the Authority to Enter Into Contracts and Approve Expenditures*. Erin noted that currently, the President/CEO has the delegated authority to enter into contracts up to \$100,000 and Vice-Presidents the authority to entered into contracts and approve expenditures not to exceed \$50,000.

Erin explained that COTA management desires to enhance the operational flexibility and accountability of the Authority by permitting the Division Chiefs the authority to enter into contracts in amounts not to exceed \$100,000. This Resolution delegates that authority and amends the Board Governance Guidelines and the Rules and Regulations accordingly. Said authority may be exercised only upon the written authorization of the President/CEO and such authorization may be granted and rescinded from time to time at the discretion of the





President/CEO. This delegation authority will only be extended to items that have been appropriated in the approved budget. Contracts for Items not anticipated in the budget will continue to be executed by the President/CEO.

Chair Treneff also presented *Resolution 2021-XX – Amending Resolution No. 2021-103, Authorizing the Use of Various Promotional Program to Incentives Customers Who Utilize COTA’s New Account Based Fare Management System*. This resolution was passed on the Consent Agenda in September, however, there was a typographical error that needs to be corrected. The original resolution authorized the promotions through December 31, 2021 and this amended resolution corrects the date to December 31, 2022.

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

The Strategic and Operational Planning Committee met on Wednesday, November 3rd and had two of items of business. The first, was the 2022 Budget Report from Angel Mumma, Chief Financial Officer. The 2021 revenue and expenditures will show a surplus or positive variance of almost \$66 million dollars. Trustee Moore note that because of that, COTA is fiscally strong. However, it should be noted that a large portion of that surplus, at least 56% is due to onetime CARES Act funding. COTA also saw sales tax revenue performing better than expected at 16%. Trustee Moore expressed his appreciation of the approach to the overall budget in the separation of operational vs. capital expenses. He went on to explain that while COTA currently has 122% of expenditures in reserves, the Board may see a deficit for the 2022 budget. COTA policy is to maintain a reserve of 50% of expenditures.

Next, Trustee Moore gave an update on the LinkUS presentation given by Kim Sharp, Senior Director, Development. Both the West Broad and East Main corridor have been accepted by the FTA into their pipeline. Columbus hosted a peer city exchange on October 19th where representatives from Austin, Charlotte and Indianapolis met with the LinkUS team to discuss corridor projects and how they benefited their communities. Some of the recent staff efforts have included legislative topics, financial modeling and understanding public sentiment towards LinkUS and its benefits and impacts to the community.

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

The External Stakeholder Relations Committee did not meet in November, so there was no report. The next External Stakeholder Relations Committee meeting will occur on Tuesday, December 7 at 3:00 PM.

7. PERFORMANCE MONITORING/AUDIT COMMITTEE REPORT – JULIE SLOAT, CHAIR

The Performance Monitoring and Audit committee met on Wednesday, November 10th at 3:00 PM there was a quorum.





The meeting started with a financial report from COTA's Director of Finance, Erin Delffs. Trustee Sloat noted that due to the timing of the meeting, Staff couldn't close the books on October, so the financials reported were for the month of September. COTA continues to be in a strong financial position, and with four months remaining in the year, COTA has exceeded the 2021 annual budgeted revenue by nearly 18% or \$26 million. This was driven by the CARES Act funding as well as a better-than-expected increase in sales tax revenue, which through September, had increased \$12.8 million over the amount expected for 2021.

Year-to-date operating expenditures through September were \$114.0 million, which is a \$10 million decrease from the amount budgeted.

With revenues ahead of budget and expenditures below budget, COTA's net operating position shows an increase of \$58.4 million through the end of September. COTA continues to be on a strong path for year-end.

In the report on ridership, Erin shared that COTA's boardings through September totaled nearly 6.4 million. While this is a 19.5% decrease over 2020, the amount represents a nearly 14% increase over what was planned. Certainly, it was difficult for the team to predict ridership this year with all the uncertainty; we're glad that it is ahead of plan though.

The Performance Monitoring/Audit Committee reviewed, discussed, and recommended the following resolutions for the Consent Agenda at the November 17, 2021 Board of Trustees meeting:

- A. RESOLUTION 2021-XX - AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH AVAAP USA, LLC FOR BENEFITS OPTIMIZATION SERVICES
- B. RESOLUTION 2021-XX - AUTHORIZING A CONTRACT WITH CHARTER COMMUNICATIONS OPERATING, LLC (TIME WARNER ENTERTAINMENT COMPANY) FOR INTERNET AND NETWORK SERVICES
- C. RESOLUTION 2021-XX – AUTHORIZING A CONTRACT WITH T-MOBILE USA, INC. FOR CUSTOMER WI-FI INTERNET SERVICES
- D. RESOLUTION 2021-XX – AUTHORIZING EXPENDITURES WITH VONTAS FOR MODULES OF THE ITS SOFTWARE SYSTEMS MAINTENANCE AGREEMENTS
- E. RESOLUTION 2021-XX – AUTHORIZING EXPENDITURES WITH TRAPEZE SOFTWARE GROUP FOR THE ITS SOFTWARE SYSTEM MAINTENANCE AGREEMENTS
- F. RESOLUTION 2021-XX – AUTHORIZING A RADIO SYSTEMS USER AGREEMENT WITH FRANKLIN COUNTY EMERGENCY MANAGEMENT AND HOMELAND SECURITY (FRANKLIN COUNTY)



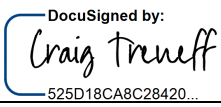


- G. RESOLUTION 2021-XX – AUTHORIZING A CONTRACT WITH WESTERN RESERVE TECHNOLOGY, LTD. FOR THE PURCHASE OF EQUIPMENT FOR COTA PARATRANSIT VEHICLES IN SUPPORT OF THE VEHICLE CONNECTIVITY PROJECT
- H. RESOLUTION 2021-XX – AUTHORIZING A CONTRACT WITH GALLS, LLC FOR THE PURCHASE OF COTA UNIFORMS
- I. RESOLUTION 2021-XX – AUTHORIZING THE TRANSFER AND DONATION OF EXCESS REAL ESTATE TO THE BOYS AND GIRLS CLUBS OF COLUMBUS, INC.
- J. RESOLUTION 2021-XX – AUTHORIZING THE ACQUISITION OF A PORTION OF EASTLAND SQUARE REAL ESTATE
- K. RESOLUTION 2021-XX – AUTHORIZING A SECOND AMENDMENT & EXTENSION TO AN AGREEMENT WITH THE CITY OF GROVE CITY FOR THE CONTINUATION OF THE COTA//PLUS OPERATING ZONE
- L. RESOLUTION 2021-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH GO SUSTAINABLE ENERGY LLC FOR DEVELOPMENT AND IMPLEMENTATION SUPPORT OF A SUSTAINABILITY PLAN
- M. RESOLUTION 2021-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH RICHARD L. BOWEN + ASSOCIATES, INC. FOR DESIGN SERVICES FOR THE RENOVATION OF THE MCKINLEY AVENUE FACILITY (FINAL PHASE)
- N. RESOLUTION 2021-XX – AUTHORIZING A CONTRACT WITH S&A CLEANTECH FOR COTA STANDARD AND BRT TRANSIT PASSENGER SHELTER CLEANING AND SNOW REMOVAL SERVICES
- O. RESOLUTION 2021-XX - AUTHORIZING A CONTRACT WITH DECAMIL FOR THE PURCHASE OF REPLACEMENT BRT SHELTERS AND PYLONS

8. ADJOURNMENT

Trustee Moore motioned to adjourn the Governance Committee meeting. Trustee Landino seconded the motion. The Governance Committee adjourned at 4:51 PM.

Adopted: _____ December 9, 2021

Signed:  _____
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Chair, Governance Committee





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

GOVERNANCE COMMITTEE MEMBERS

Craig Treneff, Chair

Amy Landino

Marlon Moore

Julie Sloat

