BOARD APPROVED 10/22/2020

PARTA
PORTAGE AREA REGIONAL TRANSPORTATION AUTHORITY

BOARD OF TRUSTEES MEETING MINUTES

Held Remotely Via Zoom

September 24, 2020

Board Members Participating:

Karen Beck                 Debbie Davison          Morgan Tipton
Marge Bjerregaard          David Gynn, President   Karen Wise, TPO
Richard Brockett           Michael Lewis, Vice President  Marvin Woods
Jeff Childers              Jack Murphy

Board Members Not Participating:

Virginia Harris (2nd excused absence) Frank Vitale (1st excused absence)

Staff Participating:

Claudia Amrhein            Kelly Jurisch            Rebecca Schrader
Denise Baba                Justin Markey, Legal Counsel  Brian Trautman
Marcia Fletcher

Guests Participating:

None.

CALL TO ORDER

President David Gynn called the September 24, 2020, PARTA Board of Trustees meeting to order at 7:01 p.m. He thanked everyone for coming and participating in the Zoom meeting. He asked Ms. Marcia Fletcher to call the roll.

Ms. Fletcher then called the roll, and a quorum was participating.

Mr. Gynn then entertained a motion to approve the minutes from the August 27, 2020, Board meeting. Ms. Marge Bjerregaard made a motion to approve the minutes as presented. Ms. Karen Beck seconded the motion. Mr. Gynn asked if there was any discussion. Hearing none, he asked all those in favor to say aye. He then asked those opposed to say no. The motion to approve the minutes, as presented, passed unanimously.

GUEST COMMUNICATIONS

Mr. Gynn said there is no Guest Communications because of COVID-19 and moved on to the General Manager’s report.

GENERAL MANAGER’S REPORT

Ms. Claudia Amrhein thanked Mr. Gynn and said everyone from PARTA will be addressing the Board tonight by speaking from the podium so everyone can hear better through this virtual meeting platform. She welcomed Mr. Justin Markey to the Board and said he will be giving a presentation tonight. PARTA learned yesterday that Franklin Township appointed Mr. R.T. Mansfield to replace Mr. Tim Lassan on the
Board. Mr. Lassan resigned a few months back due to health issues. Mr. Mansfield previously was on the Board as the appointment from Brady Lake; and when Brady Lake dissolved itself as a village, that seat went away. Mr. Mansfield was interested in being reappointed through the township and will be welcomed back next month. There is one additional resolution being brought forward tonight that was not included in the Board packet. It was discussed with the Finance Committee. After all the work, discussion, and focus last month on getting the resolution passed to order three (3) buses in September, there was a roadblock due to the ramping down of production by Eldorado National related to COVID-19, workforce issues, and the suspension of a large bus order. All the options were discussed, and the decision was made that the best course of action would be to issue a new RFP for a five (5) year contract. These would have been the last three (3) buses ordered off a 2016 contract. The rest of the year will be used to rewrite and update the specs to include enhancements that are now needed for COVID-19 with a target date of January 2021. The four (4) clean diesel buses that were expected to be delivered yet this year will be delayed until at least March. Mr. Brian Trautman and his team will manage the buses that were to be replaced, keeping those on for a longer period before retiring them. Ms. Karen Beck asked a very good question ahead of the meeting, which is worth noting. In the middle of the first page of her Board report under OTP2 funding, she noted that PARTA had been awarded $485,800, $400,000 of which will support the construction of a Commercial Driver License (CDL) Training Pad on PARTA’s property. This pad will be large enough for all the maneuvers required for operating a bus safely and getting a class B CDL with passenger endorsement. Right now, that is done across the street at the Kent State University (KSU) Stadium, which is not PARTA’s property. If KSU would decide to do something different with that area, PARTA would be in a vulnerable position. The other $85,800, which is noted as going toward five (5) Light Transit Vehicles (LTVs), doesn’t make a lot of sense because the buses cost more than $85,800. That figure represents the 20% local match that PARTA anticipated having to pay for the five (5) LTGs that were ordered this past May. Ms. Amrhein reminded the Board that the RFP was pushed back because of COVID-19. The contract was awarded in May, the five (5) buses were ordered, and PARTA would have had to pay $85,800 local match but for the OTP2 funding that the state awarded. She concluded by saying she would be happy to answer any questions.

Mr. Gynn asked Ms. Amrhein to mention the two (2) awards that PARTA received from the Auditor’s office: The Auditor of State Award for a clean audit and the highest achievement award.

Ms. Amrhein said every year, Ms. Rebecca Schrader and her team in finance coordinate the annual state audit, which involves all the departments. Keeping the numbers straight is within Ms. Schrader’s oversight and she and her team do a very good job. The auditors always commend the department for how they keep track of public funds. This year, there was a new initiative to rate public agencies on their transparency and compliance with Sunshine Laws. PARTA received the highest four (4) star rating in the Star Rating System (StaRS) for open government and Sunshine Law compliance. That means that PARTA goes beyond what is required to make sure that the appropriate records are kept, that they are retained for the required amount of time, and that the public has access to them in a reasonable amount of time.

Mr. Gynn thanked Ms. Amrhein and asked if there were any other questions regarding her report. Hearing none, he moved on to the committee reports.

**ADMINISTRATION COMMITTEE REPORT**

Mr. Gynn said the Administration Committee did not meet.

**FINANCE COMMITTEE REPORT**

Mr. Gynn called on Mr. Mike Lewis for the Finance Committee meeting report.

Mr. Lewis thanked Mr. Gynn and said the Finance Committee met on Tuesday and went through all the documents that were sent out ahead of the meeting. Some of the highlights on the financial report for PARTA include a drawdown of $553,735 in CARES Act money. August was a strong month overall. Sales
Tax Revenues are still very strong, bringing Total Revenues for the month to $1.1 million. Expenses were lower due to salaries and wages and changes with the routes. Overall, expenses were under budget, which brought a monthly surplus of $559,535, well above budget mostly because of the CARES Act. On the Capital Finance Report, the money that was drawn down included $33,627 for 5339 Support Vehicles, $59,679 for 5339 Maintenance Equip., $156,973 for OTP2 Bus Storage Facility, and $78,793 for OTPP - AVL Validators. Overall, Receivables were up. Moving on to the Statement of Net Position, Accounts Payables were up $258,562 primarily due to bus storage invoices. There is a surplus of a little bit over $3 million year-to-date. Moving on to the Kent Central Gateway (KCG), parking increased 48% from July. Although there is still a decent deficit for the year, it does show improvement and is moving in the right direction. The committee also discussed Resolution 2020-09-02, which Ms. Amrhein touched on earlier. The committee recommended the resolution to the Board after some technical difficulties.

Mr. Gynn asked if there were any questions or comments for the Finance Committee.

Mr. Jack Murphy asked if there was any effect on parking deck usage during the street shutdowns where the picnic tables were set up downtown.

Mr. Trautman said there was no ill effect from the streets being shut down. The hotel and its revenue source are pivotal. As the hotel ramps up, so does parking. The hotel is scheduling weddings and getting vouchers on a regular basis again.

Mr. Lewis said one other thing on KCG that he forgot to mention is a new line item called 2nd Floor Revenue, which shows $1,500 collected in a deposit for the second-floor lease with the Kent City Health Department (KCHD). That will sit there until it goes back to KCHD in the future.

Mr. Gynn asked if there were other questions or comments. Hearing none, he thanked Mr. Lewis and expressed appreciation for the time that he and the other Board members put into that committee.

**OPERATIONS COMMITTEE REPORT**

Mr. Gynn said the Operations Committee did not meet.

**PERSONNEL COMMITTEE REPORT**

Mr. Gynn said the Personnel Committee met twice during the past month and he thanked Ms. Marge Bjerregaard and Mr. Richard Brockett for serving on that committee, as well as Ms. Kelly Jurisch for meeting with them. He said at the first meeting on September 8, the committee started the annual review process. The committee’s primary job is to review the performance of the General Manager and compare her accomplishments this year with her goals for the year. The committee met again on September 15 to complete the review and gave Ms. Amrhein a five (5) star rating. There are five (5) areas to be evaluated, and she came out at the top in all five (5) areas. He thanked Ms. Amrhein and expressed the committee’s appreciation for her dedication, commitment, and most of all her leadership. He said she would be the first one to say she doesn’t do it alone. She has assembled a wonderful team and works well with them to perform all the activities at PARTA. Because she’s in the middle of a multi-year contract and there weren’t any changes, it was not necessary to review her contract.

**OLD BUSINESS**

Mr. Gynn asked if there was any Old Business. Hearing none, he moved on to New Business.

**NEW BUSINESS**

Mr. Gynn introduced Mr. Markey from Roetzel & Andress and said he will be talking about his role and the important role of Board members.
Mr. Markey thanked Mr. Gynn and said he has been an attorney at Roetzel & Andress since 2006. He grew up in Poland, Ohio, which is in Mahoning County, and lived there through high school where he met his wife. They were high school sweethearts, and both graduated from Poland Seminary High School. In 1999, he went to Ohio State University (OSU) and she went to The University of Akron. In 2003, he graduated from OSU and came back to Akron where his wife got a job as an elementary education teacher in Streetsboro. He went to law school at The University of Akron and graduated in 2006. They eventually settled in Stow and lived there until a few years ago when they moved to Hudson. They have two (2) boys - ages 10 and 12. He worked with PARTA in 2009 for what eventually became the NEORide Council of Governments to spend an FTA grant on a software program for people to buy combined rates and fares among the different transit authorities to travel outside of their jurisdictions. That eventually morphed into NEORide, which PARTA is still a part of. He works primarily with local governments, which include transit authorities, port authorities, cities, villages, townships, counties, and school districts on governmental issues. Aside from this role, he currently is law director in the city of Norton, Summit County, and General Counsel for the Summit/Akron Solid Waste Management Authority. He appreciates the opportunity to work with the PARTA Board. He is a big fan of efficient well working governments. His job is primarily to make sure the Board complies with state law, Sunshine Law requirements, and Board By-Laws. His philosophy is that most issues that come up in meetings can be addressed if someone just raises the issue ahead of time. If anyone has issues at any time, they should put them through Mr. Gynn or reach out to him directly. His hope is that issues can be addressed by the time the meeting happens to help things move smoothly. To that end, he’ll work with Mr. Gynn and any committee chairperson to help identify those issues. In his experience, there’s nothing more frustrating than raising an issue during the meeting, not having it addressed, and then someone feels like they got run over because the vote happened anyway. He wants to make sure no one feels that way.

Mr. Gynn asked Mr. Markey to comment on the role of each Board member and how important their role is on PARTA’s Board.

Mr. Markey said in a transit authority, and in a number of local boards that are organized similarly around the state of Ohio, the general manager does the day-to-day operations but all the powers of the authority are executed through the Board, whether that’s passing a budget, authorizing contracts, hiring, or personnel decisions. There are things that can be delegated. There is a lot of discussion in today’s world about checks and balances. The Board acts as that legislative power and is vested with the power by state law and delegates it down to the staff to make sure they’re achieving the functions and goals of the transit authority.

Mr. Gynn said as the Board goes through month-by-month, they will get to know Mr. Markey a little bit better. He is glad everyone knows about his background and sincere interest in helping the Board continue to operate smoothly as a transit authority.

Ms. Amrhein asked Mr. Markey to talk a little bit about facilitating a meeting in terms of making a motion and what to do if someone needs to be added to the roster in a meeting to make a quorum.

Mr. Markey said that issue is probably better to be dealt with on a case-by-case basis. Starting back on the conduct of a meeting, this Board is governed by three (3) things: Revised Code set by the General Assembly, By-Laws adopted by the Board, and Robert’s Rules of Order within the By-Laws. Anything that’s not covered, the authority is delegated to Robert’s Rules of Order. There is a set agenda within the By-Laws making sure the order of operation is followed within that meeting and that the chairperson or president is following the process and agenda closely. He asked if the quorum is addressed at the meeting or ahead of time.

Ms. Amrhein said it usually happens when the meeting starts, someone doesn’t show up, and another Board member is asked to serve in that person’s absence.

Mr. Markey asked if Mr. Gynn attends most of the committee meetings.
Mr. Gynn said he usually does, and he encourages any Board member to attend any committee meeting. It’s a good learning experience and also provides the opportunity for somebody else to fill in if an appointed committee member is not present.

Mr. Markey said under PARTA’s By-Laws, the President sets the committee and is also a standing member of each committee. If the situation arises where somebody must be appointed, that will come from the Board President. Before a committee meeting gets started, or at the beginning of the meeting, the Board President or committee chair should name a person either as a temporary member or a standing member of that committee. Another way is to designate any Board member as an alternate for any of the committees. That way, whoever shows up is already appointed ahead of time. That’s something to think about as a way to cover that quorum issue. He asked if he should talk more about the process of the meeting.

Ms. Amrhein said yes, a little bit more about the process and then just a reminder about the public nature of the meeting; what that means in terms of how to run a meeting, record it, and broadcast it; and keeping to the agenda while conducting that meeting.

Mr. Markey said he likes to make sure that meetings run smoothly. The committee meeting should be used for most of the discussion. That’s not to say things can’t be discussed at the Board level, but the Board should be run like a tight business meeting. There’s a reason why the agenda for the Board meetings is set in the By-Laws. All the meetings are open to the public, televised (during COVID), and published. As a trustee of PARTA, each Board member acts in a fiduciary capacity. Comments should stay to the business and not become personal. The reason that the By-Laws defer to Robert’s Rules of Order is Robert’s Rules of Order is designed as parliamentary procedures to keep the meetings running efficiently and tight to the matter at hand. The major principles of Robert’s Rules of Order, from a policy standpoint, are protecting the rights of the majority to decide an issue, the rights to be heard on the board, and then the rights of individual members. By following these rules and procedures, it’s an enjoyable experience for the other Board members, everyone gets heard, and then ultimately a decision is made. Under Robert’s Rules of Order, everything is operated by a motion, second, and a civil discussion relating to that motion only. Technically, someone is out of order if not relating to the motion at the time.

Mr. Gynn asked if there was anything else under New Business. Hearing nothing further, he moved on to the resolutions.

**Resolutions**

Mr. Gynn said the first resolution is #2020-09-01.

**#2020-09-01: A RESOLUTION BY THE PORTAGE AREA REGIONAL TRANSPORTATION AUTHORITY (PARTA) BOARD OF TRUSTEES HONORING BRIAN GRAY, BOARD MEMBER, IN APPRECIATION FOR HIS DEDICATION AND SERVICE.**

Mr. Gynn asked for a motion to accept.

**Motion: Mike Lewis Second: Marge Bjerregaard**

Mr. Gynn expressed appreciation for the work that Mr. Brian Gray has given to the PARTA Board. He then asked Ms. Fletcher to call the roll.

Ms. Fletcher called the roll.
Mr. Gynn said the motion passes.

#2020-09-02: A RESOLUTION BY THE PORTAGE AREA REGIONAL TRANSPORTATION AUTHORITY (PARTA) BOARD OF TRUSTEES RESCINDING RESOLUTION #2020-08-01 AUTHORIZING THE PURCHASE OF THREE (3) CNG 35’ TRANSIT BUSES FROM TRANSPORTATION EQUIPMENT SALES CORPORATION (TESCO).

Mr. Gynn asked for a motion to approve this resolution.

Motion: **Debbie Davison**     Second: **Morgan Tipton**

Mr. Gynn said Ms. Amrhein discussed this in her report. He asked if there were any other questions. Hearing none, he asked Ms. Fletcher to call the roll.

Ms. Fletcher then called the roll.

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Mr. Gynn said the motion is approved. Moving on, he said there is no need for an Executive Session and asked if there was any other business to come before the Board.

**ADJOURNMENT**

Hearing nothing further, Mr. Gynn entertained a motion to adjourn the meeting.

Ms. Karen Beck made a motion to adjourn the meeting. Ms. Debbie Davison seconded the motion. Mr. Gynn asked all those in favor to say aye and opposed no. The **motion to adjourn passed unanimously**.

The meeting adjourned at 7:36 p.m.

Respectfully submitted,

Marcia Fletcher  
Executive Assistant