

**Minutes of the Regular Meeting
Of the Allen County Regional Transit Authority Board of Trustees
Held at the RTA Administration Building
200 East High St., Lima, Ohio
February 11, 2020 @ 12:00 PM**

Present were Holly Rex, Board President; Joshua Parker, Vice-President; Joan Davis, Scott Cockerell, Doug Olsson, and Robert Moening, Board Members; Karen Garland, Operations Director; Brian Wildermuth, Superintendent; Marlene Shumaker, RPC; CJ Fultz, Clemans-Nelson; and Teresa Brown, Board Secretary/Treasurer. Visitors: Beca Sheidler, AAA3, Marc Fishel, Fishel, Downey, Albrecht & Riepenhoff; Joe Patton, JFS; Cory Noonan, Allen County Commissioners.

First Item of Business – Roll Call: Roll Call was taken and noted for the minutes. Mr. Schroeder was not present.

Second Item of Business – Approval of Previous Minutes (Annual & 1/14/20): C.J. said we would need to swear in the newest Board Member, Robert Moening, so he would be able to vote on the Board actions.

Tenth Item of Business – Oath of Office – Robert Moening: Mr. Moening was sworn in as a newly appointed Board Member.

Return to Second Item: Mr. Parker said Mr. Schroeder had reached out to him to let him know the last paragraph of the Minutes of the Annual Meeting showed 3 for, 1 against and Mr. Parker abstained on that motion. This only added up to five, and there were six Board Members present. Teresa will go back and check her notes and make the correction on those Minutes.

Mr. Cockerell made a motion to accept the Annual Meeting Minutes and Mr. Olsson seconded the motion. All members voted in favor thereof.

Third Item of Business – Board President’s Comments: Ms. Rex said she originally had something to share, but for now she just welcomed everyone. There will be a great year ahead of us with lots of changes and she was very excited to work with everyone during 2020.

Fourth Item of Business – Finance Committee (Finance Report & Reconciliations): Bob said we had great news. 99.99 % of everything is in for 2019, except the PERS GASB adjustment. We had a gain after depreciation expense of \$88,640.00. It is \$860,000 if depreciation is backed out. It is an incredible number and an incredible turnaround, there are two reasons for this, one being the sales tax levy. They started collecting it in October and we received the first payment in January. We have booked three months’ worth of collections. Our expenses did not go up a whole lot during that time period.

We were also very fortunate to receive extra State funding to help us transition from no levy to receiving the levy. We were allocated over \$300,000 in ODOT funds. If you back out the levy money and the ODOT funds we would have a loss of \$64,000 before depreciation. Our goal this year was to break even so that is close. Depreciation is just the cost of using your assets for the

year. Most agencies want to be able to cover the local share of the depreciation, since the assets are owned by the Feds, the State and the agency. In our case, the Feds own 100% of our assets since we were able to get them at 100% funding. There is not a significant amount of local share depreciation to cover. Next year Bob will break it out, but this year we covered all of it and didn't need to. We will have cash flow and money for a rainy day and can put some aside. Expenses will start to go up a little since we started back up the two routes and Saturday service.

We still haven't received the 2018 State Audit Report. They are still asking questions and we have no idea when they will be done.

Bob had received questions from FTA wanting to know where their documents were for the Triennial Review. He talked to Shelia and got her go ahead to discuss it with FTA and he told them we would have some stuff to them this week and have all of it to them by next Friday. Mr. Parker asked if there was staff here working on the Triennial and Bob replied that he had a meeting with Brian, Teresa and Karen last week (Lori was out) and we had assigned all the tasks to one of the five of us. Bob's stuff is almost all done, and we will start uploading it today. Karen said she had some of hers done so Bob will look it over and we will upload it also. We should meet the deadline. The original documents were due January 10th. Shelia had asked for an extension and it was not granted by FTA.

Mr. Parker asked what some of the fall out could be from this. FTA had called Bob the other day since he had a long history with them. They were going to cut us off financially since they were very upset about this. We would not have been able to draw down any money or apply for any new grant money until this was resolved to their satisfaction. Bob spent about a day talking to two different people at FTA to talk them off the ledge. They were talking about all the financial issues with RTA. They also brought up the grant issues from the last audit and how they had the same this past fall. They said the report was awful but then when Bob asked them, they had only read the first page about the issues. The rest of the report talked about how we had fixed the issues. They are still upset none of the documents had been uploaded and feel like the agency is still in turmoil. One of the directors is coming for the Triennial Review instead of a staff member which is not a great sign. It isn't the worst sign as they could be bringing in a special audit squad.

The Triennial is scheduled for mid-August. They had wanted to have it earlier, but Shelia had gotten it moved to August. As long as we have everything to them by next Friday, they won't cut off our money.

Ms. Davis made a motion to approve the Finance Report. Mr. Parker seconded the motion and all members voted in favor thereof.

Sixth Item of Business – Operations Report: We have had the Saturday service back up and running as of January 11th. They have been going very well, with ridership in between 300 – 400 riders. The passengers are very happy with the Saturday service and the P&G and JFS/Shawnee routes. Those are currently on split shifts, but we hope to make them full routes in the future. We have four drivers in training right now. We have been getting the Defensive Driving and DRIVE Training done before the drivers are out on their own. We are sending Brian to become a certified CPR trainer so he can do the CPR courses here from now on. The cost of sending him to training will be recouped within one class of drivers. We are working on getting fully staffed before we worry about adding back on the evening service.

Joe Patton from Ohio Means Jobs/Allen County Job & Family Services brought in a letter from Bob Evans Farms Factory asking us to start the #8 route an hour earlier to help get their first shift employees to work. Karen and Brian are going to look at moving the shift.

Mr. Moening made a motion to approve the Operations Report and Ms. Davis seconded the motion. All members voted in favor thereof.

Seventh Item of Business – Committee Meeting Dates: The committee meetings are also public meetings so we will have to publish the meeting dates and the agendas, take minutes and have those available. The thinking was to maybe do away with the committees and bring everything back to the Board Meetings. The meetings may run a little longer. Mr. Parker said he thought that would be a good idea. Mr. Olsson added he thought it would be more productive. Mr. Cockerell said he would come for a project meeting and it would only last ten minutes and was a waste of his time. Mr. Olsson made a motion to do away with the separate committee meetings and Mr. Cockerell seconded the motion. All members voted in favor thereof.

Eighth Item of Business – Discussion – Staffing: One of FTA’s strong concerns is that there is no Finance person on staff. There have been 11 resumes provided from Ohio Means Jobs and some have been turned in directly to RTA. The Board would like Bob to be involved in the selection process. He said we need someone who can handle the finances and the human resources, purchasing, etc. Typically, a facility of this size would have a Finance/Admin Director, an Operations Director, and a Maintenance Director. They would all report to the Executive Director. We don’t do Government accounting here; we are required to use full accrual accounting so anyone with a good finance background can be trained in all the FTA requirements.

Ninth Item of Business – Finance position update/applications: Teresa and Bob will narrow it down to the top 3 – 5 candidates for the Board to review, assuming there are that many qualified candidates.

Tenth Item of Business – Oath of Office: This item was moved up to the second item on the agenda.

Eleventh Item of Business – Discussions/Motion – Legal Representation for ACRTA Board: Mr. Schroeder had given everyone a list of five things he thought the Board should have in their sites for 2020, one of which was legal representation for the ACRTA Board. Marc Fishel does the legal work at JFS. Marc is an attorney in a 12-person firm in Columbus and most of their business is work for the public sector representation in Ohio. Marc has been doing this for 32 years. In his practice, he represents a lot of public entities in Ohio. He has done work on RFPs, reviewing contracts, employment liability, etc. There are also Sunshine Law considerations. All the people at the firm are lawyers so they can represent us in court if necessary. Retainers are not required.

In Allen County Marc has represented agencies since 1993. He has represented the Sheriff’s office, JFS, Child Support Enforcement Agency, and Children’s Services. He has the qualifications and experience to represent the ACRTA. Mr. Parker made a motion seeking representation from Marc Fishel for the Board. Mr. Olsson asked if Mr. Parker saw any conflict of interest with Mr. Fishel representing JFS and Mr. Parker’s position on the Board and he replied there was none. Mr. Fishel added he also saw no conflict of interest. Mr. Olsson seconded the motion at hand and all members voted in favor thereof.

Twelfth Item of Business – RPC Updates: Marlene handed out the draft TIP. It was submitted last Friday. It covers transportation projects for Allen County, and transit needs to be in there. Starting on page 2.3 the performance measures from the FAST Act are there. On page 2.5 there

are transit safety performance measures. Not everything is in there, but we are not required to have everything in there yet. As time goes on and things will be out in as time goes by. RPC does them every two years. From 2.3 to the end of section 2 is the important area for RTA. It has the environmental justice and the rest of the census areas we are required to include. It is a current time frame for the report and projections for the next four years are also in there. This TIP goes on the website along with the TIPs from all the other MPOs in the State of Ohio.

On page 3.3 it shows the 12.1 million in projects inside the TIP of 5307 and 5339 funding. It is a moving document unit the end of April. On April 2nd, there will be a meeting at RPC with ODOT and Federal Highway to show all the TIPs, then it will be submitted as a final. That does not mean it will quit moving. If we received capital money from somewhere, we would just need to let RPC know and they would put it in the TIP. There may be up to 25 or so updates done. There are currently no vehicles for RTA in the TIP, but we can add it later if we find it. We will be asking the State for money for a bus and will have Marlene change it at that time.

3.4 shows the MPO, everything in the TIP must be fiscally constrained. They have two large projects that cannot be put in yet since they don't have all the money yet. In the Triennial RTA is currently working on, it asks about our public participation. The TIP show that RPC is doing our public participation for federal highway. We are covered for the Triennial and do not have to do our own programs.

Thirteenth Item of Business – Executive Session: Ms. Rex made a motion to move to Executive Session to consider the purchase of property for public purpose and the possible sale of property. Ms. Parker seconded the motion. Roll call: Josh – yes, Holly-yes, Joan – yes, Rob – yes, Doug – yes, Scott – yes. Motion to return from Executive Session was made by Ms. Rex and seconded by Mr. Parker. Roll Call: Josh – yes, Holly – yes, Joan – yes, Rob – yes, Doug – yes, Scott – yes.

Ms. Rex made a motion to move to Executive Session to consider the investigation against a public employee and Mr. Parker seconded the motion. Roll Call: Scott – yes, Josh – yes, Holly – yes, Joan – yes, Rob – yes, Doug – yes. Motion to return from Executive Session was made by Mr. Parke and seconded by Mr. Olsson. Roll Call: Scott – yes, Josh – yes, Holly – yes, Joan – yes, Rob – yes, Doug – yes.

Mr. Parker made a motion to place Shelia Haney, the Executive Director, on paid Administrative Leave effective immediately. Mr. Olsson seconded the motion and all members voted in favor thereof.

Mr. Parker made a motion to make Brian Wildermuth and Karen Garland Interim Co-Directors with a \$200 per week stipend each. Teresa Brown will receive an extra \$100 per week stipend. Mr. Cockerell seconded the motion and all members voted in favor thereof.

Teresa asked if she was to do anything with Shelia's access to the shares drive, emails, etc. and was directed by Ms. Rex to cancel any and all such connections.

Mr. Fishel added we need to send a letter to Shelia informing her of the Board's decision. He will draft the letter, give it to Teresa to send to Shelia and cc Marc, Ms. Rex and Mr. Parker.

Fourteenth Item of Business – Adjourn: Ms. Rex made a motion to adjourn and Mr. Cockerell seconded the motion.

The next monthly Board Meeting is scheduled for April 7th, 2020.

Holly Rex, Board President

Teresa Brown, Board Secretary/Treasurer