

**PARTA**  
**PORTAGE AREA REGIONAL TRANSPORTATION AUTHORITY**

**BOARD OF TRUSTEES MEETING MINUTES**

**PARTA ADMINISTRATION BUILDING**  
**2000 SUMMIT ROAD**  
**KENT, OHIO 44240**

**February 28, 2019**

**Board Members Present:**

Dominic Bellino, Vice President	Jeff Childers	Virginia Harris
Rick Bissler, President	Brian Gray	Timothy Lassar (arrived after roll call)
Marge Bjerregaard	David Gynn, TPO	Karen Wise

**Board Members Not Present:**

Richard Brockett (2nd excused absence)	Jeremy Moldvay (4th excused absence)
Pete Kenworthy (4th excused absence)	Frank Vitale (1st excused absence)

**Staff Present:**

Claudia Amrhein	William Nome, Legal Counsel	Rebecca Schrader
Marcia Fletcher	Clayton Popik	Brian Trautman
Kelly Jurisch		

**Guests Present:**

None.

**CALL TO ORDER**

President Rick Bissler welcomed everyone and called the meeting to order at 7 p.m. An oral roll call followed, and **a quorum was present.**

Moving on, Mr. Bissler said the meeting minutes for the January 24, 2019 Board meeting were distributed, and he entertained a motion to accept. Ms. Marge Bjerregaard made a motion to approve the minutes as presented. Ms. Virginia Harris seconded the motion. **Motion to approve the minutes, as presented, passed unanimously.**

**GUEST COMMUNICATIONS**

None.

**GENERAL MANAGER'S REPORT**

Mr. Bissler said the General Manager's report was distributed. He asked if there were any questions. Hearing none, he asked Ms. Amrhein if she wanted to clarify anything in her report.

Ms. Claudia Amrhein said she didn't have anything to clarify and asked if there were any questions.

Hearing none, Mr. Bissler moved on to the committee reports.

**ADMINISTRATION COMMITTEE REPORT**

Mr. Bissler said the Administration Committee met this evening and he asked Ms. Karen Wise to provide a synopsis.

Ms. Wise said the Administration Committee met and discussed Resolution #2019-02-01. After a discussion, the committee recommended sending it to the full Board for more discussion and hopefully approval.

Mr. Bissler asked if there were any questions.

**FINANCE COMMITTEE REPORT**

Hearing none, Mr. Bissler said the Finance Committee met on Tuesday and he asked Mr. Dominic Bellino for his report.

Mr. Bellino said the Finance Committee met and went over the year-end numbers. He said at the end of the year there are accounting adjustments that must be made so the final numbers are slightly different than what was projected, which is typical of a year-end finalization of numbers. He said there was nothing surprising.

Mr. Bissler asked if there were any questions for Mr. Bellino. Hearing none, he thanked Mr. Bellino for his report.

**OPERATIONS COMMITTEE REPORT**

This committee did not meet.

**PERSONNEL COMMITTEE REPORT**

This committee did not meet.

**OLD BUSINESS**

Mr. Bissler said there is no old business that he is aware of.

**NEW BUSINESS**

Mr. Bissler said there is no new business that he is aware of.

**Resolution**

Mr. Bissler moved on to the resolution.

**#2019-02-01: A RESOLUTION BY THE PORTAGE AREA REGIONAL TRANSPORTATION AUTHORITY (*PARTA*) BOARD OF TRUSTEES AUTHORIZING THE GENERAL MANAGER, OR HER DESIGNEE, TO APPROVE EXPENDITURES FOR THE JAEKLE GROUP, INC.**

Ms. Amrhein said this resolution was discussed in the Administration Committee meeting a few minutes ago and at the Finance Committee meeting on Tuesday. This will enable *PARTA* to work with the IT consulting firm, The Jaekle Group, at a higher level. Instead of replacing the IT Director

position, Jaekle will complete a full system inventory and replacement plan for all the systems and components. Quite a bit of technology has been acquired over the last few years including transit, passenger mobility enhancements, CNG technology, parking, computers on all buses, cameras, and scheduling. All the systems rely on IT. A priority this year is to work with Jaekle to review all technology components and to coordinate service and support through Jaekle, which will result in spending less money than filling the IT position. There is a long working relationship between PARTA and Jaekle. She then asked if there were any questions.

Mr. Bissler said the reason this is being brought to the full Board is that the internal policy is that anything over \$50,000 in expenditures must come to the Board for approval. This resolution is not to exceed \$95,000. He asked if there were any comments or questions.

Ms. Amrhein added that when this was discussed at Finance Committee, the question was asked as to why this wasn't going to the Finance Committee. A conversation then took place about the revised By-Laws and the committee structures. As a result of that, she said she will be providing a brief presentation tonight so that everyone understands how the revised committee structure will work. It's a little different moving forward.

Mr. Bissler then entertained a motion to adopt the resolution.

**Motion: Jeff Childers**

**Second: Karen Wise**

Mr. Bissler asked for a roll call.

<b>Roll Call:</b>	<b><u>Yes</u></b>	<b><u>No</u></b>		<b><u>Yes</u></b>	<b><u>No</u></b>
Dominic Bellino	<u>X</u>	_____	David Gynn	<u>X</u>	_____
Virginia Harris	<u>X</u>	_____	<b>Richard Brockett</b>	<b><u>EXCUSED</u></b>	
Karen Wise	<u>X</u>	_____	Jeff Childers	<u>X</u>	_____
<b>Pete Kenworthy</b>	<b><u>EXCUSED</u></b>		<b>Frank Vitale</b>	<b><u>EXCUSED</u></b>	
<b>Jeremy Moldvay</b>	<b><u>EXCUSED</u></b>		Marge Bjerregaard	<u>X</u>	_____
Timothy Lassan	<u>X</u>	_____	Rick Bissler	<u>X</u>	_____
Brian Gray	<u>X</u>	_____			

Mr. Bissler then asked Ms. Amrhein to give her presentation.

Ms. Amrhein reiterated that there was a discussion at Finance Committee about what the role of the Board and the Finance Committee will be, why there is a review, and why this Jaekle resolution was assigned to the Administration Committee.

Ms. Amrhein began the presentation by saying the Board of Trustees is a governing board and a public body with governing authority for a regional transit authority, which is PARTA. The Board is governed by By-Laws, which were first adopted in 1996. The Board reviewed and revised the By-Laws in 1997, 2007, 2010, and 2018. The By-Laws define how the Board operates, including, but not limited to, who can be a member, how officers are appointed, when elections are conducted, what the duties are of the Board, and how open meetings are conducted. The By-Laws also establish that the Board has committees that meet to discuss matters before going to the Board and then the Board acts by a verbal motion or a written resolution approved by a quorum of the Board members. Board committees provide the Board with a way to hear comments in a public meeting and for reviewing and making recommendations before going to the full Board. At some point, the Board decided that the meetings were getting bogged down and added committees. Apparently, without committees, the Board meetings would last three (3) to four (4) hours. In a committee, which is usually a smaller group, there is the opportunity to hear a more detailed rationale and obtain background information for the recommendation and ask questions

to clarify the purpose and intent. For most matters, there's a resolution attached when it goes to a committee. The resolutions include matters of policy. In addition, there are times when management doesn't have the authority to act without Board approval. For example, every year resolutions are brought to the Board to apply for grant funds through the Federal Transit Administration and the Ohio Department of Transportation. A resolution is required to make that application, certify that the funds will be managed properly and that the required local match is available. The Board must pass a resolution so it can be included with the application. Also, resolutions are required for the award of large purchase contracts. The Board has a procurement policy that management follows that states that large purchases are \$50,000 or more, which would include this resolution for Jaekle.

Moving on, Ms. Amrhein said last year, some functional issues were identified about how the committees were working. It was difficult finding people to sit on the committees from the Board and sometimes a meeting couldn't even be convened. The Finance Committee became a default solution because they meet every month. A lot of things went to the Finance Committee that really weren't always in line with what the By-Laws said the committee was supposed to be doing.

In 2018, Ms. Amrhein continued, the Board convened the By-Laws Committee and recommended to the Board, which the Board approved, a new committee structure. There are now four (4) committees: Administration, Finance, Operations and Personnel. The prior committees were Finance, Personnel, Facilities, Planning, and Nominations. Under the new By-Law committee structure, the Administration Committee reviews and recommends policies, reviews and recommends salary and benefit plans, screens bids for program contracts, and nominates candidates for offices. The Finance Committee is the same now as in the old By-Laws. The Finance Committee reviews and recommends the annual budget, recommends fiscal policies and reviews monthly financial status. Operations, formerly Facilities and Planning, evaluates recommendations for building needs, maintenance, safety, and space utilization; evaluates all the operational services and programs for transit, parking and fuel station operations; and evaluates new programs and services for any of the operational areas. The Personnel Committee was changed to deal with General Manager matters, the contract, performance reviews, and setting goals.

Moving on, Ms. Amrhein said that all leads to the resolution for The Jaekle Group. She said she made the administrative decision to engage Jaekle for IT support this year rather than fill the IT Director position after evaluating all the pros and cons and moving around staff as described in the Board report. This was the best value for PARTA and within budget. It was a matter of spending from a different line but overall not going over budget. The cost will be over \$50,000. To follow the By-Laws that the Board adopted, she prepared a resolution and assigned it to the Administration Committee. When the Finance Committee met on Tuesday, they asked why they weren't talking about it. She responded by saying the By-Laws indicate that the Finance Committee reviews and recommends the budget, recommends fiscal policies, and reviews monthly financial status. This resolution doesn't fall under that. Although the change was made to the committee structure and discussed, until it is applied, sometimes it's not perfectly clear. The Finance Committee and the Administration Committee talked about it. She met with Mr. Bellino yesterday and Mr. Bissler today and talked through this. She also discussed with Ms. Schrader, Ms. Jurisch, and Mr. Trautman how this will function moving forward.

Ms. Amrhein then noted some of the staff reassignments made early in the year as mentioned in the Board report. Mr. Clayton Popik is the new Director of Planning. He was previously Manager of Planning and Development. Mr. Trautman is overseeing facilities, operations and maintenance, which was combined into the title of Chief Operating Officer. Ms. Jurisch is overseeing human resources, finance as a function, customer service, safety and training as Chief of Staff. Ms.

Schrader is Finance Director, working with the Finance Committee monthly as she's the expert on that. Ms. Amrhein said she will work with all the committees and with each staff person. Mr. Popik will come in if there is a transit operation question, working with Mr. Trautman. Streamlining committees made a lot of sense because having more committees wasn't going to work.

Moving forward, Ms. Amrhein said the Finance Committee will continue to review and recommend the budget, fiscal policy, and monthly financial status. Because budgeting is done in October/November, it makes sense to continue bringing annual operating resolutions forward for things like the fuel contracts. Although it's operating, it shapes the budget and is a very large item. What gets confusing is that the Board approves an operating budget, but not a capital budget. As funds are found, resolutions are brought forward for how those funds should be awarded. That will continue to be done probably at a joint meeting between Finance and Operations. Looking back, that has been done several times, particularly around KCG, with Facilities and Finance. The approach of the Facilities Committee was that once the decision was made to build, it became a decision for Operations and Finance to determine what was needed.

The other thing that was discussed, Ms. Amrhein said, was the procurement policy approved by the Board that states that the Board awards contracts over \$50,000. That is our definition of a large contract. The Ohio Revised Code and the FTA regulations that PARTA operates under have increased that to a higher threshold of \$100,000 or more. It's now the Board's decision as to how many resolutions it wants to see. It's not too hard to spend \$50,000. The Board could choose to set a different threshold. There are good reasons to have limits and also good reasons to consider increasing the threshold. It depends on what the Board desires. From the management's perspective, if the Board doesn't convene and there is a need to award a contract over \$50,000, that could be a problem. Likewise, if money needs to be spent for something as critical as keeping IT infrastructure running, it must be done. So, it depends on what level of comfort the Board wants with what comes forward.

Mr. Gynn asked if every resolution goes to a committee first.

Ms. Amrhein said yes.

Mr. Bissler said once or twice there has been something timing wise where it couldn't get to a committee before it came to the Board but generally it goes to a committee first.

Mr. Bellino said the confusion at the Finance Committee meeting was that in practice, which is not necessarily what the By-Laws were saying, just about every dollar or resolution came through the Finance Committee because it met every month. The Finance Committee approves the budget and a lot of times those resolutions are within the budget items. Just because the policy said anything over \$50,000 must be a resolution, it's redundant to say \$50,000 will be spent but it's already in the budget so why does Finance have to look at it again. It should go to a different committee. This Jaekle resolution should go to the Administration Committee, but the Finance Committee would still like to be in the loop as to what's going to be presented if it is a dollar figure. The Finance Committee will not have to spend as much time and recommend resolutions on those dollar amounts that are already part of the budget. That's the difference that might be seen.

Ms. Wise asked Ms. Amrhein if she was asking the Board to weigh in or comment on the \$50,000 versus the \$100,000 threshold tonight.

Ms. Amrhein said again, it is the Board's decision. As mentioned, there are more areas to cover with parking, CNG and purchasing vehicles. The \$50,000 threshold could be reached quickly but we are not requesting to change the threshold tonight.

Mr. Trautman said sometimes there is a need to move quickly because some situations can bring up the numbers quick.

Mr. Bellino clarified that those would pretty much be day-to-day type of expenses.

Mr. Trautman said things that aren't going to be in the budget that extra money will be needed for will always come to the Board. It hasn't been detrimental to have the \$50,000 cap but there have been times when something had to be taken to the Board before it could be done, and the next Board meeting was 30 days away. This year, there were a few instances where there wasn't a quorum and the wait then turned into 60 days.

Ms. Wise asked if \$75,000 would be a good compromise that would cover most emergencies.

Mr. Trautman said that's for the Board to discuss. The threshold under the Ohio Revised Code is \$100,000.

Mr. Bellino said part of the reservation discussed was about risk with higher amounts and not seeing where the monies are flowing through.

Mr. Bissler said it could be handled differently too with the policy. It could be a Board resolution for anything over \$100,000 but the Board wants to know everything over \$50,000 just for informational purposes. To answer Ms. Wise's question, the Board is not being asked for that vote tonight. That should go to a committee, probably a Finance decision as to comfort level.

Mr. Bellino said it's a Board decision.

Mr. Bissler said it would come back to the Board after it is discussed at the committee level. His preference is to have it discussed in committee rather than in the full Board. He said it's good that the Board can at least see that there is an issue out there.

Mr. Bissler then thanked Ms. Amrhein for the presentation and said everyone is getting used to the new committee structure, jobs and requirements and roles and responsibilities. The Board will get there, and it will make the Board better.

Mr. Nome said one of the points Ms. Amrhein made was the committees have an opportunity to drill a little deeper and go into more detail on these things. As a tag along to that, all the committee meetings are public meetings, as are the Board meetings. Anybody can show up for those, particularly Board members. If they want to show up for committee meetings, they're certainly welcome. Anyone can sit in on a meeting, even if a Board member is not on the committee. Even though the Board member may not be voting, unless drafted as an alternate, they certainly have every right to be there.

Mr. Bissler reiterated that minutes are also provided for the meetings. Information goes out about the meeting and what's going to be covered in the meeting. He encouraged Board members to read the Board packet and if there's a question, to call Ms. Amrhein. It's easier to be prepared than it is to sit here during a meeting and ask questions or not ask it because you feel funny about asking a question. The Board's job is to ask questions but there's a way to get the answer without asking it at the full Board meeting because occasionally, somebody asks a good question and the answer can't be provided immediately. That would be a lot easier to do with a phone call.

Mr. Bellino said the downside to that is unless the answers are shared, the same questions could be raised by someone who won't call.

Mr. Bissler said it might modify the presentation to the Board.

Mr. Bellino said it also could be included in the General Manager's report.

Mr. Bissler reiterated that the job of the Board is policy and long-range planning. He asked if there were any questions about the presentation.

Hearing none, Mr. Bissler asked if someone would provide an update on Mr. Frank Hairston.

Ms. Amrhein said Mr. Hairston had his hip replacement surgery last Wednesday. It went well and he's recovering at home.

Ms. Jurisch said February 14 was Ohio Loves Transit day, which Mr. Hairston would have mentioned. Free rides were provided on the fixed route service that day. It went very well. She asked Mr. Popik if he remembered any numbers off the top of his head.

Mr. Popik said he didn't remember numbers off the top of his head, but there was an increase in service on February 14 over the same day the previous week. Mr. Carlell Howard, Ms. Amrhein, Mr. Bissler, and Commissioner Kathleen Clyde rode the bus that day. He said he also went out once that day. Suckers with Valentine's were passed out, which were well received.

Ms. Jurisch said it went well. Ms. Amrhein mentioned it in her Board report, and she included pictures as well. March 18 is Transit Drivers' Appreciation Day. Breakfast will be supplied for drivers early in the morning and then lunch for those who don't come in until the afternoon.

Mr. Trautman asked everyone to spread the word about the upcoming Golf Outing.

Ms. Jurisch said the Golf Outing is May 17 and registration begins March 4.

Ms. Schrader said registration is already open.

Mr. Bissler asked if there was anything else.

## **ADJOURNMENT**

Hearing nothing further, Mr. Bissler concluded by entertaining a motion to adjourn.

Ms. Marge Bjerregaard made a motion to adjourn the meeting. Mr. Dominic Bellino seconded the motion. **Motion to adjourn passed unanimously.**

The meeting adjourned at 7:32 p.m.

Respectfully submitted,



Marcia Fletcher  
Executive Assistant