

Attended Remotely	Did Not Attend
Andrew Aiello Zach Asher Leslie Baus Brittany Bernard Lee Biernbaum Ben Capelle Katherine Conrad Kirt Conrad Carrie Domer Gina Douthat Matthew Dutkevicz Jose' Feliciano Dean Harris Thomas Horsman Mark Landes Clayton Popik Kenneth Reed Barbara Rhoades Khaled Shammout Valerie Shea Sean Smith Howard Stewart Brian Trautman Delene Weidner Michelle Whitlow	Claudia Amrhein India Birdsong Mike Blackston Lucas Boehn Chasilyn Carter Floun'say Caver Paul Conway Dawn Distler Kim Dunham Mark Finnicum Marcia Fletcher John Gardocki Dianne Gill Shari Green Darryl Haley Jarrod Hampshire Andy Hodovan Thom Jeffries Travis Jeric Elaine Kilker Jennifer Laughner Matt Maier Paul Martin Shannon Rine Judy Rodriguez Debbie Schubert Greg Voltz Carrie Woody Brian Zets

Ohio Transit Risk Pool
 NEORide Board of Trustees
 November 09, 2020
 1:00 pm-3:00 pm Eastern Time

DRAFT - Meeting Agenda of the Governing Board of NEORide

November 9, 2020 1:00 pm - Go To Meeting

1:00 pm Call to Order (Ben Capelle)

Roll Call

Ms. Conrad took roll call, a quorum was met.

Ms. Capelle asked Mr. Dutkevicz to read the purposed statement of NEORide.

PURPOSE STATEMENT OF NEORIDE: The purpose of NEORide is to plan, promote, further and enhance transportation options within the jurisdictions of the Members and in the State of Ohio by encouraging cooperative agreements and coordinating action among the members, and between the members and other governmental agencies, private persons, corporations, or agencies.

Consent Docket

Motion: Mr. Harris made a motion to approve the Consent Docket. Mr. Dutkevicz seconded the motion.

No discussion was heard.

Vote: All voted in favor of the motion.

Approve, Accept and Affirm all items on the Consent Docket

- a. Approve Board Meeting Agenda of 11-09-20.
- b. 09/09/2020 Approve NEORide Board of Trustees Minutes

Action Items

1. **ACTION ITEM - Consider approval of new board policy "Board Response to Request for Records"**

Mr. Landes stated that in the last meeting that the board authorized the board president to protect trade secrets, if any. It was requested that NEORide would produce a policy that the president would act within certain guardrails. This policy provides some discretion, but also requires notice by the president and gives some checks and balances.

Motion: Mr. Conrad made a motion to approve the Board Policy "Board Response to Request for Records" . Mr. Dutkevicz seconded the motion.

Mr. Shammout asked for clarification on the process if there is a request for records. Mr. Landes stated that if there is a request for records that he should inform legal council. If the President is inclined to deny the request on the basis that the request seeks trade secret, the President must communicate with the Executive Board.

Vote: All voted in favor of the motion.

2. **ACTION ITEM - Consider Strategic Planning Objectives for 2021**

Mr. Capelle reviewed the strategic planning objectives that were developed by the strategic planning and dues committee last summer. Most of them are carryovers from previous years, but one that was added was restructuring the board of governance as we are growing and becoming more diverse.

Motion: Mr. Aiello made a motion to approve the Strategic Planning Objectives for 2021. Mr. Shammout seconded the motion.

No discussion was heard.

Vote: All voted in favor of the motion.

3. **ACTION ITEM - Consider Budget Proposal for 2021**

Ms. Conrad reviewed the budget proposal for 2021. The EZfare budget was taken to the EZfare subcommittee. Mr. Dutkevicz stated that there was much discussion about the EZfare budget and that there will be more recommendations coming for the 2022 budget. He stated that we found out after approval we found out that the

Cincinnati Bell Connector will not be joining EZfare for 2021.

The IMI and One-Call Budgets are both straight pass throughs from the grants that were awarded. One small change that was made to the administrative budget was the line item for SAAS or Software as a Service which is the cost for Go To Meeting, Board Bookit, Tracking Time and QuickBooks online that has been split out jointly among all the companies. The total for NEORide is \$4,000. The overall cost has not increased. The individual contributions stayed flat.

Motion: Mr. Harris made a motion to approve the Budget Proposal for 2021. Mr. Conrad seconded the motion.

Ms. Shea asked for confirmation that the fiscal agent costs had been approved by the NEORide Board for 2021. Mr. Dutkevicz stated that it was discussed in the EZfare committee and it was our understanding it was already committed to by the full board. Mr. Capelle confirmed that the contract had already been confirmed by the NEORide board, but not the budget.

Mr. Popik asked about the the ridership number for PARTA and what year we basing it off of. Mr. Popik asked what year we were basing it off of because the ridership being shown is for 2018 not 2019. Ms. Conrad asked that anyone with a different ridership number please send her an update.

Mr. Trautman stated that the ridership numbers for 2020 will greatly affect dues moving forward. Ms. Conrad stated that the strategic planning and dues committee will need to discuss that moving forward. Mr. Trautman stated that as EZfare gets implemented and executed, that some of the overall budget numbers should be reduced and onboarding costs should be broken out separately. Mr. Capelle stated the EZfare committee would be discussing that moving forward. Mr. Dutkevicz reminded people to review minutes in Board Book and attend the next meeting in December.

Ms. Shea asked what the budget timeline is for 2022. Mr. Capelle stated he has a schedule laid out and was waiting for feedback from the rest of the Executive Committee. He stated that he planned to send it out in the next week or two.

Vote: All voted in favor of the motion. Mr. Conrad abstained.

4. ACTION ITEM- Consider Bylaws Amendment

Mr. Landes identified one of NEORide's strategic objectives is to be able to govern ourselves more nimbly. He stated the current bylaws of NEORide required that individual governing agencies or each transit to pass any changes which is harder to do with the growth of the agency. Therefore, the proposed bylaw changes will allow for the NEORide Board to act to change the bylaws instead of individual governing agencies. Mr. Landes indicated that a sample resolution and memo are included.

Motion: Mr. Dutkevicz made a motion to approve the Budget Proposal for 2021. Mr. Shammout seconded the motion.

Mr. Aiello asked if this would change the requirement for an agency to join that they would still need action by their legislative body. Mr. Landes stated this would not change that requirement.

Mr. Capelle asked that should this pass, that each member to take this to their governing board by the end of January 2021. Ms. Conrad stated that a sample resolution is available and she would be sending follow-up information. She asked that a copy of the final resolutions be sent directly to her for NEORide records.

Vote: All voted in favor of the motion.

- a. Overview of By-Law Project & Sample Resolution
- b. Red-line Bylaws Change for Consideration

Reports/Discussion Items

5. REPORT - Fiscal Agent (Barbara Rhoades)

Ms. Rhoades presented the fiscal agent report and financials. She noted that the balance sheet indicates about \$85,000 in cash which is close to the final balance for the year.

The profit to loss also indicates that we are on track this year to cover all expenses for 2020. The budget to actual for all three projects is available in the packet. As discussed in previous meetings, legal fees were higher than originally anticipated due to new members and contract negotiations. All three budgets remain in budget. There are no outstanding balances listed on the A/R.

Mr. Harris stated that he had reviewed the treasurer's report and that everything looked reasonable.

Ms. Rhoades went over the administrator's contract report which is used as a management tool for OTRP and to assist with committee budgeting. She stated that each project is on budget.

a. REPORT - Financial Report @ 09/30/20 (Barbara Rhoades)

- i. Balance Sheet
- ii. Profit & Loss
- iii. Budget to Actual for NEORide
- iv. Budget to Actual EZfare
- v. Budget to Actual IMI
- vi. A/R Report
- vii. Treasurers Report (Dean Harris)

b. Administrators Contract usage Report - Provided as a long-term management tool (Barbara Rhoades)

6. REPORT - EZfare Committee (Matthew Dutkevicz)

Mr. Dutkevicz stated the the committee met on October 14th and that minutes are available in Board Bookit. The committee will be looking at amending the scope of services for EZfare to clarify needs with the Fiscal Agent.

Mr. Capelle introduced Mr. Asher from Masabi to review a presentation on stored value and proposed costs associated. Mr. Asher went through the presentation. Mr. Shammout commented that he believed that during negotiations with Masabi for SORTA that they agreed to implement stored value and fare capping at no cost. He stated that he expected Masabi to honor their commitments. Mr. Asher stated that he would need to review the specific language from negotiations with SORTA. He stated that he believed that the additional amount for stored value was added in the amendment with NEORide after SORTA had joined. He elaborated that the transaction fee is charged on all transactions, including stored value load. In the proposed agreement with NEORide, they are agreeing to allow some transactions with no transaction fee. Mr. Shammout maintained his issue with

charging for stored value.

Mr. Capelle stated that he was not asking for any action at this point. He indicated that the board approved the implementation with 7.9% at the last meeting and after further negotiations, Masabi has negotiating down to a 1% increase over that amount. Ms. Shammout clarified that SORTA negotiating was to apply to all of NEORide, similar to the overall reduction in fees that NEORide received. Ms. Conrad pointed out that the stored value price of 10.5% was included in the contract change to bring on SORTA, BCRTA and TANK.

Mr. Dutkevich asked Mr. Capelle to clarify the timeline for a decision giving consideration for the IMI grant. Mr. Capelle stated that he is moving forward in a way to ensure all members understood the agreement and were comfortable with it. Ms. Conrad did clarify that implementation is approximately a 6-month timeline. Mr. Dutkevich stated that the EZfare committee should review the proposal and gather comparable quotes to make a final recommendation to the NEORide Board for the January 2021 Board Meeting. Mr. Capelle agreed to that timeline.

Ms. Weidner asked how fees would be split among agencies. Mr. Asher stated that Masabi had not yet deployed stored value among multiple agencies. However, at this point they are considering a 6-month or 1-year "true-up".

Mr. Aiello reiterated that the contract that NEORide signed does contemplate stored value and a fee associated with such and that today's proposal is a reduction in what we have already agreed to. Mr. Capelle agreed that a new contract would need to be developed with this reduction.

Ms. Conrad reviewed the EZfare sales from April - October 2020, which show a steady increase from the summer through October.

- a. October 14 Meeting Minutes
- b. **MASABI PRESENTATION: EZfare Stored Value and Smartcards**
- c. EZfare Sales

7. REPORT - IMI Grant Committee (Kirt Conrad)

Mr. Conrad stated that we have completed a pilot survey at SARTA and will be moving through to the other agencies. He stated that SARTA received about 200 survey responses with positive results. Ms. Conrad stated that information regarding those results is available in the packet and on the NEORide website. She stated all participating IMI transits will be surveyed by June 2021.

- a. Project Management
- b. Validator Timeline
- c. Validator Costs
- d. Preliminary Survey Research - SARTA

8. REPORT - Paratransit Committee (Kirt Conrad)

Mr. Conrad stated he had no update. He did indicate the one-call center grant is moving forward.

- a. One-Call Center Grant (Katherine Conrad)

9. REPORT - Dues & Strategic Planning Committee (Ben Capelle)

Mr. Capelle indicated that he anticipated them meeting next in January-February 2021 once the bylaws have been amended.

10. **REPORT - Grants Committee** (Dean Harris)

Mr. Harris stated that there was not much activity.

Ms. Conrad did indicate that both Cleveland RTA and Laketran submitted an FTA grant for COVID-19. Mr. Capelle stated they applied for 4 TVM's. Mr. Feliciano stated Cleveland applied for validators.

a. COVID-19 FTA Grant

11. **REPORT - Cleveland Coordination Committee** (Ben Capelle)

Mr. Capelle stated that a committee has been formed to create a single unified sign and location in Cleveland for bus stops. A budget has been set and consultant has been hired. More information will be forthcoming.

12. **REPORT - President's Report** (Ben Capelle)

Mr. Capelle stated that he met with Cleveland RTA to show them the JRV's validators that had been installed on Laketran buses and discuss the EZfare project.

13. **NEORide Press**

Ms. Conrad stated that she indicated press clippings for the board to review.

- a. September Press
- b. October Press

Guest Communications

No guest communications.

- a. Guest Communications (limit 5 minutes)

Next Meetings & Adjournment

Mr. Capelle reviewed the 2021 board meeting schedule. Ms. Conrad stated that they were still waiting on the legislator to decide to extend remote public meetings.

Motion: Mr. Dutkevicz made a motion to approve the adjourn. Mr. Shammout seconded the motion.

Vote: All voted in favor of the motion.

Minutes approved by the NEORide Board of Trustees on January 7, 2021

