

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

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

**DRAFT - Meeting Agenda of the Governing Board of NEORide**

**September 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.

Mr. Capelle read the purpose statement for NEORide and stated that this would become the practice for all meeting moving forward.

**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. Stewart made a motion to approve the Consent Docket. Ms. Distler seconded the motion

**No discussion was heard.**

**Vote: Mr. Dutkevicz voted to abstain. All others voted in favor of the motion.**

*Approve, Accept and Affirm all items on the Consent Docket*

- a. Approve Board Meeting Agenda of 09-09-20.
- b. Approve Board of Directors Minutes 6-23-20
- c. Receive and File Financial Statement for FYE 12/31/2019

**Action Items**

1. **ACTION ITEM - Motion to Accept the Resolution Passed by the Board of Directors of the Ann Arbor Transportation Authority (AAATA) on 5/20 to join NEORide as a full voting member.**

**Motion: Mr. Conrad made a motion to approve the Resolution passed by the Board of Directors of the Ann Arbor Transportation Authority (AAATA) on 5/20 to join NEORide as a full voting member. Ms. Aiello seconded the motion**

**No discussion was heard.**

**Vote: All voted in favor of the motion.**

2. **ACTION ITEM - Consider and Approve the Masabi Contract Amendment to add AAATA and include new transit members since last contract revision.**

**Motion: Mr. Dutkevicz made a motion to approve the Masabi Contract Amendment to add AAATA and include new transit members since the last contract revision. Mr. Rine seconded the motion**

**No discussion was heard.**

**Vote: All voted in favor of the motion.**

3. **ACTION ITEM - Motion Requiring the Protection of Trade Secrets**

**Motion: Mr. Conrad made a motion to approve the Resolution for the Protection of Trade Secrets. Mr. Rine seconded the motion**

Mr. Capelle asked Mr. Landes to present on the memo he prepared in the board packet. Mr. Landes discussed the need for the resolution, stating that the resolution will provide NEORide the protection they need to protect any proprietary EZfare data and giving the Board President discretion on if non-disclosure agreements, licenses, and litigation should be necessary to protect the data. Ms. Amrhein questioned how this affected individual transits in public information requests they receive and if they should consider this resolution. Mr. Popik indicated that it is common for transits to receive information for ridership data, especially from MPO's. Ms. Rhoades stated that this resolution pertains to the uniqueness of the aggregated data that NEORide holds for EZfare vs. the individual data that is available at the transit agency level.

Mr. Conrad suggested that a secondary policy be put into place with this policy that would set-up guidelines for the chairman, one of them including that data not provided to the FTA in the form of NTD data would be proprietary. Mr. Landes agreed that he would work with NEORide staff to develop this policy. Mr. Rine asked for clarification if data sharing needed to be disclosed to customers. Ms. Conrad clarified that there was no sensitive customer data being shared or held by NEORide.

**Vote: All voted in favor of the motion.**

- a. Memo from Isaac Wiles (Mark Landes)

#### **4. ACTION ITEM - Consider DRAFT Budget Proposal for 2021**

Mr. Capelle asked Ms. Conrad to walk the board through the budget document for 2021. Ms. Conrad reviewed the current NEORide Members highlighting that with the addition of Ann Arbor that NEORide was now at 16-member agencies. Ms. Conrad then reviewed the 2021 and long term strategic objectives that were approved by the strategic objective and dues committee. Ms. Amrhein questioned how EZfare was separated from IMI grant in the strategic objectives if not all transits were participating in the grant. Ms. Conrad stated that all time is tracked for each project, separate budgets are created, and transits not participating in particular projects are not billed for those projects.

Ms. Conrad went through the dues structure for 2021, stating that the ridership structure it had been approved by the NEORide Board of Directors on December 12, 2019 and that the strategic objectives and dues committee had agreed that they would be keeping dues flat for 2021. Ms. Amrhein questioned why there is a discrepancy on the document between revenue miles and ridership. Ms. Conrad clarified that the dues are based on ridership. Ms. Amrhein also clarified that the board had approved the structure and not the agencies that fell under each tier. Ms. Conrad confirmed.

Ms. Conrad reviewed the draft individual contributions noting the new line item for One Call grant. Ms. Conrad reviewed the administrative budget noting an increase for NEORide website and legal fees. Ms. Conrad reviewed the draft EZfare noting an increase for the EZfare website, legal fees and marketing. Ms. Conrad reviewed the IMI Grant and One-

Call Budget that are based on the grants with match funding for the One Call Grant coming from SARTA and WRTA.

Mr. Capelle stated options we have the choice to approve the budget or take more time to review and approve in November. Ms. Distler asked to hold on the budget in November because there are a few discrepancies in the budget. Mr. Landes suggested a motion to table to budget.

**Motion: Ms. Distler made a motion to table the approval of the Budget Proposal for 2021. Ms. Amrhein seconded the motion.**

Mr. Dutkevicz stated that there sounds like there are some technical issues but also sounds like there are some content questions. He requested any content questions issues need to be raised, that be done today because of the need to approve in November. Mr. Capelle affirmed that a budget needs to be approved by the end of the year. Mr. Dutkevicz asked for some clarification on website costs for 2021. Ms. Distler asked for some clarification on the EZfare budget and suggested that it should be decreased as each project is completed. Mr. Dutkevicz asked how the budgets are created. Mr. Capelle suggested that each committee develop a budget in committee for 2021, that is not the current process that exists. Mr. Landes stated that the bylaws allows the board to set up guidelines and allows the fiscal officer to create the budget and the board to vote on it. Mr. Distler agreed that a committee structure makes more sense moving forward. Mr. Dutkevicz suggested that the EZfare committee would have time to review and endorse a budget in advance of the November board meeting. Mr. Capelle stated that would be helpful.

Ms. Amrhein stated that she still has questions regarding the overlap of the IMI and the EZfare budget. Ms. Distler suggested that we push these questions to the EZfare committee to try and get resolution and get everyone on the same page.

**Vote: All voted in favor of the motion.**

**5. ACTION ITEMS - Motion to Approve Amendment to Fiscal Agent Agreement for Grant Funds**

**Motion: Mr. Conrad made a motion to approve the Amendment to the Fiscal Agent Agreement for Grant Funds. Mr. Harris seconded the motion**

**No discussion was heard.**

**Vote: All voted in favor of the motion.**

Ms. Rhoades stated that there is no change in the fee charged to NEORide, only the amount that will come to OTRP as a result of the award from the OTP2 One-Call Grant.

- a. NEORide Scope of Services

**Reports/Discussion Items**

**6. REPORT - Fiscal Agent (Barbara Rhoades)**

- a. Administrators Contract usage Report (Barbara Rhoades)

Ms. Rhoades reviewed the Contract Administrators Report. She stated next time there would be a line item for One-Call Grant. She indicated that this does not change the agreement with NEORide, but is used as a management tool.

Ms. Rhoades went through financial reports listed below. She highlighted that no transits have any outstanding A/R.

Ms. Rhoades reviewed the EZfare budget to actual. There were overages in legal fees. Mr. Dutkevicz asked about the overages in legal fees and how those would be accounted for. Mr. Rhoades stated that the board could opt to utilize reserves at the end of the year or do a special assessment.

Ms. Amrhein questioned our time is completely utilized in the contract administration report. Ms. Rhoades stated that the amount billed to NEORide does not correlate with that chart and that it is only used as a management tool to understand the usage of staff time.

Mr. Harris reported that he reviewed the treasurer's report and that everything looked appropriate.

**i. REPORT - Financial Report @ 07/31/20 (Barbara Rhoades)**

- A. Balance Sheet
- B. Profit & Loss
- C. Budget to Actual for NEORide
- D. Budget to Actual EZfare
- E. Budget to Actual IMI
- F. A/R Report - All invoices have been paid at this time.

G. Treasurers Report (Dean Harris)

7. **REPORT - EZfare Committee** (Matthew Dutkevicz)

Mr. Dutkevicz stated that meetings have been going over validators and implementation. He suggested Ms. Conrad review the EZfare website memo as the committee had not reviewed it.

- a. August 12 Meeting Minutes
- b. **ACTION ITEM - Motion to Approve Budget Amendment for 2020 to Allow for Additional Funds for EZfare Website.**

Ms. Conrad reviewed the need for updates to the EZfare website with the addition of Moovit, Uber, EZfare, validators and Ann Arbor in 2020. She asked that the board allow the expenditure of an additional \$2,000 in funds that can be utilized from the addition of Ann Arbor and reserve funding and no additional cost to members.

**Motion: Mr. Aiello made a motion to approve the Additional Funds for the EZfare Website in 2020. Mr. Dutkevicz seconded the motion**

**No discussion was heard.**

**Vote: All voted in favor of the motion.**

c. **DISCUSSION: EZfare Project Road Map**

Ms. Conrad reviewed the EZfare project progression/road map from visual validation, validators, stored value/fare capping and smart cards. She reviewed the pluses and minuses of each and how the transit agencies will be able to interact.

d. **DISCUSSION: Changes to EZfare Cost Structure to Include Stored Value**

Mr. Capelle stated that this is important because as we move into stored value/fare capping there is a potential increase in our fee. Ms. Conrad reviewed the history of the EZfare fee structure and stated that Masabi is now proposing an increase of 8.9% for stored value transactions. Mr. Capelle stated that this is important for the board to decide because all NEORide members would be subject to stored value (all or nothing). This greatly affects the IMI grant which is focused on developing stored value and smart cards.

Mr. Conrad asked if we only use phones and not smartcards they can choose to do that? Mr. Capelle stated that stored value must be utilized by all agencies but you could choose not to sell the smartcards which would reduce usage of stored value. Mr. Aiello asked for clarification that the higher transaction only stored value transactions. Ms. Shea stated fare capping may be very popular and more used than we think and they would want to utilize. Mr. Capelle feels that it would be popular with his ridership. Ms. Distler questioned why we need to pay more if there would be increased usage. Mr. Capelle that it was on his road map to use this to go cash free.

Ms. Shea asked if there was any liability to the transit agencies for the money being held in stored value. Ms. Rhoades clarified that Masabi holds all liability for processing the financial information which is why

they are requesting additional processing fees.

Mr. Capelle asked for a timeline for implementation. Ms. Conrad stated that the IMI grant has a timeline of implementation of 2021. Mr. Dutkevicz stated that Ms. Conrad should be given negotiating strategy from the board and an amount NEORide is willing to pay.

**Motion: Mr. Dutkevicz made a motion to approve the use of stored value by NEORide at a rate of 7.9% . Ms. Distler seconded the motion.**

**No discussion was heard.**

**Vote: All voted in favor of the motion.**

- e. EZfare Sales
- f. Moovit Launch

**8. Report - IMI Grant Committee** (Kirt Conrad)

Mr. Conrad stated that the project is on track and that reports from all vendors and transits are in the packet.

- a. June FTA Activity Report
- b. July FTA Activity Report

**9. REPORT - Paratransit Committee** (Kirt Conrad)

Mr. Conrad stated that he had no additional comments at this time.

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

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

Mr. Landes reviewed the proposed bylaws amendment which would allow the NEORide Board to make amendments to the bylaws instead of the governing boards of each agency. Mr. Aiello stated that based on his experience on other boards, he can understand based on the expansion of NEORide why this is necessary.

Mr. Capelle stated that he would be taking this back to the NEORide Board in November for approval and then the motion would need to be approved by 2/3 of NEORide governing boards. This would help position NEORide to make changes to the governing system.

- a. Meeting Minutes from August 14, 2020
- b. **DRAFT - Strategic Planning Objectives for 2021 (Included in Budget Proposal)**
- c. **DRAFT - Bylaws Amendment**

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

Mr. Harris stated that he had no report at this time.

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

Mr. Capelle stated that he is working with Cleveland RTA to unify signage in Downtown Cleveland. He asked that any member are interested in being involved to let him know. Mr. Conrad stated that they are interested.

- a. Strategic Objectives 2020

**Guest Communications**

Ms. Baus stated that she is still working with the Wayne County Commissioners to join NEORide. She also let the board know that Wayne County received GRF funding to do transportation countywide. Mr. Conrad also stated that SARTA/Wayne County received \$1.4 million in OTP2 funding to assist in this countywide transportation.

- a. Guest Communications (limit 5 minutes)

**Next Meetings & Adjournment**

Ms. Conrad stated that the next board meeting was originally scheduled for December, but that she was recommending that the meeting moved to November 9th so that it could be held remotely under Ohio Law. It was agreed that the meeting would be moved.

**Motion: Ms. Distler made a motion to adjourn the meeting at 3:00 p.m. . Mr. Dutkevicz seconded the motion.**

**No discussion was heard.**

**Vote: All voted in favor of the motion.**

**Approved by NEORide Board of Trustees on November 9, 2020**