



NEORide

Board Meeting Minutes

Wednesday, January 9, 2019 at 10:00 a.m.
One Park Centre Drive, Ste 300, Wadsworth, OH 44281

I. Attendance

On Wednesday, January 9, 2019, the meeting was called to order by Ms. Amrhein at 9:55a.m. The roll was called, a quorum was established.

Board Members and Alternates:

➤ Claudia Amrhein, Chairman	PARTA
➤ Kirt Conrad, Vice Chairman	SARTA (arrived at 10:30)
➤ Ben Capelle, Secretary/Treasurer	Laketrans
➤ Dawn Distler	METRO
➤ Shannon Rine	MCPT
➤ Jim Gee	TARTA
➤ Judy Rodriguez	WRTA
➤ Matt Maier	Laketrans
➤ Keith Bare	Laketrans
➤ Brian Trautman	PARTA
➤ Rebecca Schrader	PARTA
➤ Mark Finnicum	SARTA
➤ Mike Blackston	TARTA
➤ Barbara Rhoades, Fiscal Officer	OTRP

Other Interested Parties:

➤ Clayton Popick	PARTA
➤ José Feliciano	GCRTA
➤ Leslie Baus	Wayne County Mobility Coord (CAWM)
➤ Lisa Lamb	OTRP
➤ Andy Hodovan	OTRP
➤ Katherine Manning	OTRP

II. Summary of Board Actions

1. Approved the January 9, 2019 Agenda for the Board Meeting
2. Elected the suggested slate of officers for 2019 and approved the Signatories.
3. Approved the consent docket
4. Approved the Annual Report
5. Authorized Chair to bind D&O Coverage for NEORide
6. Approved concept of operational work flow plan as an organizational tool
7. Approved general idea of dues structure based on annual count of rubber tired vehicles per member, pro-rated, with a minimum and no maximum
8. Accepted Fiscal Agent fee
9. Accepted 2019 Operational Budget
10. Approved 2019 Strategic Objectives
11. Accepted "OHIORIDE" as name for Mobile Ticketing App
12. Approved expenditures of \$13,500
13. Approved Mobile Ticketing work plan to include amendments regarding sub-committee review of contract provisions related to procurement.
14. Approved 2019 Board meeting dates

II. Action Items

Subject: Board Agenda

Ms. Amrhein asked for a motion to approve the Board meeting agenda for January 9, 2019.

Motion: **Mr. Gee made a motion to approve the January 9, 2019 Agenda. Mr. Capelle seconded the motion.**

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

Subject: Election of Board Officers

Ms. Amrhein announced a suggested slate of 2019 Officers from the floor: Mr. Capelle as Chair, Ms. Distler as Vice Chair, and Mr. Harris as Secretary / Treasurer. There were no further nominations heard from the floor. All have agreed to serve accordingly.

Ms. Amrhein asked for a motion to accept the slate as stated: Mr. Capelle as Chair, Ms. Distler as Vice Chair, and Mr. Harris as Secretary / Treasurer.

Motion: **Mr. Finnicum made a motion to accept Mr. Capelle as Chair, Ms. Distler as Vice-Chair, and Mr. Harris as Secretary / Treasurer. Ms. Rodriguez seconded the motion.**

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

It was agreed that Ms. Rhoades will continue as Fiscal Officer with no action required.

The Board thanked Ms. Amrhein for all the work she had done for NEORide.

Let the record show the meeting continued with Mr. Capelle officially running the meeting as Chair.

Subject: Consent Docket

Mr. Capelle asked for a motion to approve the Consent Docket as listed on the agenda.

Motion: **Mr. Finnicum made a motion to approve the Consent Docket as listed on the agenda. Ms. Rodriguez seconded the motion.**

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

Subject: 2018 Annual Report

Mr. Capelle asked Ms. Rhoades for an update on the 2018 Annual Report. Ms. Rhoades reviewed the reporting process of the Annual Report and the reporting through the State Auditors Hinkle System. It is assumed that the State Auditor's office will again do an audit of NEORide after the Hinkle numbers are updated and filed.

Mr. Rhoades reviewed a new Annual Report for the board of activities and cash activities for the year. She stated it will be updated yearly to illustrate the history of the organization and the activities during the just passed fiscal year.

Mr. Capelle asked for a motion to approve the 2018 NEORide Annual Report.

Motion: **Mr. Gee made a motion to approve the 2018 NEORide Annual Report. Mr. Finnicum seconded the motion.**

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

Subject: D&O Coverage for 2019

Ms. Rhoades explained that with the growth of the organization, it was time for NEORide to consider purchasing D&O coverage as opposed to relying on the individual coverage of each member. An initial quote has been received, but the fiscal agent is still in the process of receiving quotes. She requested that the Board consider allowing the Chair to bind the coverage once a final provider and price is determined.

Mr. Capelle asked for a motion to authorize the Chair to bind D&O Coverage for 2019.

Motion: **Ms. Distler made a motion to authorize the Chair to bind D&O Coverage. Ms. Amrhein seconded the motion.**

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

Subject: Operational Work Flow

Mr. Capelle asked Ms. Rhoades to explain the suggested operational work flow plan. Ms. Rhoades and Ms. Manning explained in detail how the work flow plan works within the Board and within a committee. A written explanation of the proposed work flow plan concept was provided in the Board packet. All questions were heard and answered.

Mr. Capelle asked for a motion to approve the concept of the operational work flow plan.

Motion: **Mr. Finnicum made a motion to approve the concept of the operational work flow plan. Ms. Rodriguez seconded the motion.**

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

Subject: Fiscal Agent Fee

Ms. Rhoades stated the OTRP is the Fiscal Agent for NEORide and that the cost has increased to \$12,000 per year. This increase is due to the operational work flow process and the additional staff time which is now required due to the organizations growth. The Board asked to review the new dues structure before they approve the increase.

Subject: Dues Structure

Ms. Rhoades explained the new dues structure which was provided in the Board packet. It was explained that the dues will be based upon total revenue miles. Discussion ensued regarding rail and revenue vs. non-revenue miles. It was also discussed how this data will be gathered. The group discussed the pros and cons of a max dues situation.

Mr. Capelle asked for a motion to approve the dues structure based on annual count of rubber tired vehicles per member. New members shall submit their count at the time of joining. Dues will be issued just once a year and new members will be pro-rated over the year for just the months they are a member.

Motion: **Mr. Gee made a motion to approve the dues structure based on annual count of rubber tired vehicles per member. New members shall submit their count at the time of joining. Dues will be issued just once a year and new members will be pro-rated over the year for just the months they are a member. A minimum will be in place, but no maximum at this time. Ms. Rodriguez seconded the motion.**

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

Mr. Capelle asked for a motion to accept the proposed Fiscal Agent Fee.

Motion: **Ms. Amrhein made a motion to accept the proposed Fiscal Agent Fee. Ms. Distler seconded the motion.**

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

Subject: Draft 2019 Budget

Ms. Rhoades provided the Board with the draft of the 2019 Budget with a line by line review. All questions were heard and answered.

Mr. Capelle asked for a motion to accept the draft 2019 Budget.

Motion: **Mr. Gee made a motion to accept the draft 2019 Budget. Mr. Conrad seconded the motion.**

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

Subject: 2019 Strategic Objectives

The Board reviewed the Strategic Objectives for 2019 as listed in the Board packet. The Board agreed to begin listing them in priority order and to change the order to put the RFP process above Grant Funding. It was agreed that this is a working document and it will be reviewed and discussed throughout the year. Ms. Rhoades explained that a work flow plan will be created for each objective. The Whiteboard list was reviewed. The Whiteboard will act as a place to capture new ideas that do not fall into any current Strategic Objective.

Mr. Capelle asked for a motion to approve the 2019 Strategic Objectives with the change in order for priority.

Motion: **Ms. Rodriguez made a motion to approve the 2019 Strategic Objectives. Ms. Amrhein seconded the motion.**

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

Subject: Mobile Ticketing Work Plan
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Ms. Rhoades and the Board discussed the Mobile Ticketing in general.

Participants: Each of the seven members individually and affirmatively agreed to participate in the Mobile Ticketing plan.

Subcommittee: Under the Mobile ticketing Work Plan the official subcommittee was confirmed as follows:

METRO – Mark Hobson and Valerie Shea
MCPT – Shannon Rine
Laketran – Matt Maier
PARTA – Brian Trautman and Clayton Popick
SARTA – Craig Smith
TARTA – Mike Blackston
WRTA – Judy Rodriguez

Let the record show, lunch was provided at 11:15 with the meeting continuing as a working lunch meeting.

Ms. Rhoades reminded the Board that a working committee had met with the goal of determining a single name and branding of the app for mobile ticketing. It was suggested that the Board consider the name “OHIORIDE” for the Mobile Ticketing App.

Mr. Capelle asked for a motion to accept the name and branding as “OHIORIDE” for the Mobile Ticketing App.

Motion: **Mr. Conrad made a motion to accept the name and branding as “OHIORIDE” for the Mobile Ticketing App. Ms. Rodriguez seconded the motion.**

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

Ms. Rhoades, Ms. Manning and the Board discussed the work plan and possible costs associated with the Mobile Ticketing plan. The operational work plan and draft budget was provided in the Board packet for each member’s review. The budget presented included every possible option available for the project. Only those expenses approved by the Board would be included in the invoicing to those members who are participating in the project based on the percentage assigned by their membership information.

The marketing of the NEORide App was discussed. The idea that all members could share in a single marketing roll out was discussed. A few members raised concerns that they might not want to roll out with all of the items presented. A discussion ensued regarding the fact that the marketing employees are not included in the NEORide subcommittee.

The Board decided to move forward with the contract cost with Masabi as the provider of the app, a new logo and some contingency funds for small expenses related directly to the project/

Mr. Capelle asked for a motion to approve expenditures of \$13,500 for licensing fee for software contract for Masabi (\$12,000) and new logo (\$1,000), and a \$500 contingency for website.

Motion: **Ms. Rodriguez made a motion to approve expenditures of \$13,500 for licensing fee for software contract for Masabi (\$12,000), a new logo (\$1,000) and a \$500 contingency. Ms. Distler seconded the motion.**

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

The Fiscal Agent was asked to secure quotes for items beyond those approved above and report back the Board with updated pricing.

The members discussed the negotiations and handling of the contract. This item was outlined in the work plan giving Mr. Capelle, Ms. Disler and Mr. Harris (as the executive board) the power to negotiate and execute the agreement once it was approved by legal counsel. The contract will be ratified and the next full board meeting. All issues surrounding the procurement will be reviewed and resolved by a sub-committee of PARTA, WRTA and NEORide Fiscal Agent.

All other questions regarding the work plan were completed. Mr. Capelle asked for a motion to approve the work plan to include all amendments as discussed during this meeting.

Motion: **Mr. Conrad made a motion to approve the work plan to include all amendments as discussed during this meeting. Mr. Gee seconded the motion.**

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

Subject: Masabi Contract

Mr. Capelle and Ms. Rhoades agreed that a separate vote on the Masabi contract was not necessary as the Board approved it in the work plan.

Subject: Financial Reports

Mr. Capelle asked for the financial reports. Ms. Rhoades reviewed the financial reports as of 12/31/2018. All questions were heard and answered.

Subject: Guest Communications

Mr. Capelle opened the floor for guest communications. None were heard.

Meeting Dates & Adjournment
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The Board reviewed the 2019 Board meeting dates.

Mr. Capelle asked for a motion to approve the 2019 Board meeting dates.

Motion: **Ms. Rodriguez made a motion to approve the 2019 Board meeting dates. Ms. Distler seconded the motion.**

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

At 12:00, having concluded the business for the day, Mr. Capelle asked for a motion to adjourn the meeting.

Motion: **Mr. Conrad made a motion to adjourn the meeting. Ms. Rodriguez seconded the motion.**

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