*COMET Board Meeting minutes are prepared and presented in summary form, audio recordings of the meetings are on file at the COMET.*

**COMET BOARD MEETING MINUTES**

**Special Call Meeting**

**December 19, 2016**

**Members Present: Guests Present:**

**City of Columbia**  Ron Anderson Frannie Heizer, McNair Law Firm

Carolyn Gleaton Chris Land, Transport Care Services

Derrick Huggins\* Burley Wilkins, Transdev

**Forest Acres** Andy Smith\*

**Lexington County** Lill Mood

**Richland County** Roger Leaks

**Rich. Co. Leg. Dele.** John Furgess

Robert Morris

**Absent Board Members:** **COMET Staff Present**

Skip Jenkins Robert Schneider, Executive Director

Debbie Summers LeRoy DesChamps, Transit Development

Joel Neal Samuel Scheib, Transit Planner & Manager

Jennifer Harding Michelle Ransom, Grants & Contracts

Joyce Dickerson Missey Lawlor, Administrative Coordinator

1. **CALL TO ORDER**

Vice Chair Mr. Anderson called the meeting to order at 12:00 PM.

1. **DETERMINATION OF QUORUM**

A quorum was present at the opening of the meeting.

1. **ADOPTION OF AGENDA**

**Motion:**

**A motion was made by Mr. Leaks and seconded by Mr. Furgess to adopt the agenda as presented. Motion passed unanimously.**

1. **LEGAL/CONTRACTUAL/PERSONNEL**

Mr. Anderson stated that he has spoken to Ms. Heizer and does not feel that we need to enter Executive Session at this point however we may do it later.

* + Authorize engagement of Gloria Tanner as DBE Consultant

**A motion was made by Dr. Morris and seconded by Mr. Furgess to amend Gloria Tanners contract and empower her to develop a program to successfully address DBE issues as they relate to the COMET and Transdev. This initiative is to begin January 2017 for three months that can be renewed and reported to the Board monthly.**

Discussion

Mr. Anderson asked for Dr. Morris to elaborate on the scope of information that is to be collected. The contract is question was signed in 2013 between McNair and Comprehensive Business Consultants and the scope of work was specific and it has terminated. The scope was to help McNair develop a DBE goal specific to the Transdev contract procurement for the transit provider. The contract terminated at the point in which we procured that.

Mr. Anderson stated that he has spoken to Ms. Heizer and we can extend this, but on this record he wanted to make sure that this is the contract that we are talking about and that everyone understands that the current contract has expired.

Dr. Morris stated that is the contract that we are talking about and to amend that contract for her to gather information and report to the board.

Mr. Anderson asked what information Dr. Morris would like for her to collect.

Dr. Morris stated that we need to know whether or not DART has certified all the DBE’s and are we meeting the 25.9 % DBE goal with the Transdev contract on a monthly basis.

Mr. Anderson stated that you would like for her to determine whether or not the DBE’s is which they are using are actually certified by DOT and qualify for the service in which Transdev is contracting them for and also you would like for her to determine whether or not they are meeting the 25. 9% goal.

Dr. Morris stated yes, and that it is to be reported to the board on a monthly basis.

Mr. Anderson stated that it is basically to monitor the DBE portion of the contract.

Mr. Huggins asked if there is opportunity that the scope can be expanded to The COMET for strategy and increasing DBE pool to that we can have more participation in the area of the county.

Ms. Heizer stated that the ultimate answer to that is yes, but she does have a couple of concerns and when appropriate she would like to express those. Ms. Heizer stated that she also has suggestions that she hopes the board would consider.

Mr. Anderson stated that before we proceed he would like to walk through the contract quickly to make sure that everyone understands the DBE and how it is structured and controlled inside of this contract and what latitude that we actually have or don’t have.

Mr. Furgess asked if we are going to vote on the motion.

Mr. Anderson stated that we are in the discussion phase.

Mr. Fugess asked what the Transdev contract have to do with how we go forward with the DBE.

Mr. Anderson stated that the motion as presented is to certify that all DBE’s subs that are employed by the transit operator which is Transdev, that we monitor that they are all DOT qualified and that they are performing services that they are qualified to perform under DOT and to determine whether or not Transdev is meeting the 25.9% goal. Mr. Anderson stated that he briefly wanted to make sure that we understand what is in the contract as that is relevant to the motion at hand.

Ms. Mood stated that she agreed.

Mr. Anderson stated that the contract began July 1, 2015 and is a five (5) year contract which expires June 30, 2020. There are five (5) one (1) year options that begin at that point and at year ten (10) we must rebid the contract. On page 3 of the contract referencing the CPI, section 4.3 is what we were talking about the adjustment to the cost of living. The next thing, if there is a problem we have to give them notice if they are not meeting goals and they have ten (10) days to cure. If they do not cure within thirty (30) days, we have the right to terminate the contract. Specifically is section 5.3 if the contractor does not meet the DBE requirements that we can terminate. It also stated on page 5 item 7 that it is up to the contractor to meet the DBE goals. On page 18 is the appointment of the General Manager and it goes through how that I s handled, also on page 21 states what we the Authority are to monitor. It starts with what kind of personnel and what they do and what we do and what they are required to report to us. If we can go back to 53-A is Transdev’s DBE goal and a table of what they have agreed to and which subcontractors they were going to use to meet there DBE goals. They adjusted it from 26.7% to 25.9% and listed out what contractors they are going to use.

Mr. Leaks asked if they had the authority to just adjust it.

Mr. Anderson stated that it was negotiated.

Mr. Furgess if we can call for a vote.

Mr. Anderson stated that we are almost done that we have some that would like to hear this.

Ms. Mood stated that the board agreed on the criteria that was to be essential in the qualifications of the people and the experience. One of those criteria’s was the use of DBE’s and the board’s decision was to carry a 10% weight of the overall procurement process.

Dr. Morris stated that he really appreciates what Mr. Anderson is doing, but that information should be done during orientation or a workshop.

Dr. Morris calls the question.

Ms. Mood asked Dr. Morris if she could ask a question before we act on his motion.

Dr. Morris stated yes.

Ms. Mood asked what our process will be once we act on this motion.

Mr. Anderson asked what mechanically come next if we voted and approved this motion.

Dr. Schneider stated that we would first have to prepare the actual scope of work to be performed inside the contract, seek some understanding of costs due to it is not an open ended contract, otherwise it could be an indefinite amount under a short amount of time. Secondarily it would have to be McNair going through the different steps to identify the terms and conditions and then final execution. We would need to have definable goals.

Mr. Anderson stated the reason that we would have to do that is because this contract does not speak to Dr. Morris’s motion. We will have to have a legal agreement between us and them and they will have to put it together.

Ms. Heizer would like to make a few suggestions that may be satisfactorily in getting this work done and to monitor Transdev and other spending of the RTA. There is a very limited amount that the RTA spends on other than Transdev. Ms. Heizer also stated that her legal advice that this is a service that should be procured as it is not part of the former contract and it something that is not necessarily urgent. She understands that for some board members it is very urgent and that we don’t want to wait for a procurement which is a 90 day process. Ms. Heizer stated that if we would consider authorizing McNair to engage Ms. Tanner’s or her company for a period of 90 days to monitor Transdev’s compliance with the DBE and review other DBE expenditure amounts of the CMRTA and during that 90 day period work on an official procurement. Ms. Heizer other recommendation is to allow McNair to engage or associate Leah Moody who has done work over the last 18 months for the CMRTA in connection with procurements. DBE’s are something that Ms. Moody is familiar with and formerly a DBE with SCDOT. Ms. Heizer stated that her recommendation is to engage in the work of Ms. Tanner and Ms. Moody and have a report in January and to start a procurement for long term services that would include the monitoring and the development of a more robust DBE program for the non Transdev part of the RTA.

Dr. Morris stated that he would like to make it clear that we would like to have Ms. Tanner involved in doing all the things that Ms. Heizer alluded to.

Dr. Morris called the question.

Mr. Anderson asked if Dr. Morris was ok with what Ms. Heizer stated.

Mr. Morris stated that we may not need Ms. Moody.

Ms. Heizer stated that in monitoring the DBE compliance by Transdev there are numbers that are crunched and there are potentially recommendations or legal conclusions that are met. There is potentially some law that is involved and she suggest that the RTA allow us to have Ms. Moody work with us on this.

Mr. Huggins agrees to include Ms. Moody as she is very passionate about her work and he does believe that it will be an asset to team those individuals together to ensure not only that we are getting our monthly report but also staying in step with the law.

Dr. Morris stated with that being the case, as long as we have monthly report and monitoring by Ms. Tanner and share that information with us.

Ms. Heizer stated that she is 100% committed to getting the information that the RTA wants from Ms. Tanner and getting the first report in January. As far as building capacity with law firms, would like the board’s permission to have Ms. Moody onboard so that we can get this information beginning in January.

Dr. Morris accepts.

Mr. Furgess accepts.

**Repeat Motion:**

**A motion was made by Dr. Morris and seconded by Mr. Furgess to amend Gloria Tanner’s contract and empower her to develop a program to successfully address DBE issues as they relate to the COMET and Transdev. This initiative is to begin January 2017 for three months that can be renewed and reported to the Board monthly. To also allow McNair to engage in the work of Leah Moody to help with the procurement.**

**Favor: Ms. Gleaton, Mr. Furgess, Ms. Mood, Mr. Anderson, Mr. Leaks, Dr. Morris, Mr. Smith and Mr. Huggins**

**Opposed: None**

**Motion passed unanimously.**

1. **ADJOURN**

**Motion:**

**A motion was made by Dr. Morris and seconded by Ms. Gleaton to adjourn the meeting.**

**Motion passed unanimously.**

The meeting adjourned at 12:30 PM.