

APPROVED BY BOARD OF DIRECTORS ON SEPTEMBER 26, 2011

**SECOND AMENDED AGREEMENT RE-CREATING  
A REGIONAL TRANSIT AUTHORITY WITHIN  
THE GEOGRAPHIC AREA OF RICHLAND COUNTY  
AND CERTAIN OF THE MUNICIPALITIES THEREIN  
TO BE KNOWN AS THE  
CENTRAL MIDLANDS REGIONAL TRANSIT AUTHORITY**

WHEREAS, by February 2002, the counties of Richland and Lexington and the municipalities located within these counties pursuant to the Agreement Creating a Regional Transit Authority of the Geographic Areas of Richland County and Lexington County and the Municipalities Therein to be known as the Central Midlands Regional Transit Authority (the "Original Agreement") created a regional transit authority within the meaning of Section 58-25-10 et seq., Code of Laws of South Carolina, 1976, as amended (hereinafter sometime the "Enabling Act") to be known as the Central Midlands Regional Transit Authority, hereinafter referred to as "Authority"; and

WHEREAS, Richland County ("Richland County") the City of Columbia (the "City"), Lexington County ("Lexington County") and the Authority have entered into an Intergovernmental Agreement Relating to the Interim Financing for the Central Midlands Regional Transit Authority dated as of October 1, 2011 (the "IGA"), pursuant to which the County, the City and Lexington County have agreed to provide funding for the Authority through June 30, 2012, subject to the right of non-appropriation; and

WHEREAS, pursuant to the IGA, the Authority has agreed to amend the Original Agreement and its Bylaws to reflect changes in the service area, changes in membership of the Authority, and changes in its Board of Director; and

WHEREAS, the governing bodies of the municipalities and counties representing 90% of the population in the original service area of the Authority have consented to this amendment; and

WHEREAS, the parties to this Second Amended Agreement desire to modify the service area, membership and funding sources of the Authority.

NOW, THEREFORE, the undersigned parties in consideration of the premises and the mutual promises expressed herein, hereby agree to re-create the Authority, with the powers, duties, and responsibilities hereinafter set forth.

## ARTICLE I

### PURPOSES AND POWERS

Section I – Purposes: The primary purposes of the Authority shall be:

- (a) To provide for public transportation of passengers for hire by means, without limitation, of motor vehicle, motor bus, rail car, or other means of conveyance, operating as a common carrier, initially, only in the territorial area lying within the jurisdiction of the governmental entities which are members of the Authority; and with the right to expand its services to cover jurisdictional areas of other governmental entities, as such entities elect to become members of the Authority, as provided herein; but initially limited to the territorial area currently receiving service within Richland County, the City of Columbia, Forest Acres, and limited service being provided within the territorial jurisdiction of Lexington County;

- (b) To provide a public transportation system, to include without limitation, a combination of real and personal property, structures, improvements, buildings, equipment, plants, vehicle parking lots or facilities, rights-of-way, and any other appropriate facility, or any combination thereof, necessary or useful for the purposes of public transit.
- (c) To implement the plan of service, prepared pursuant to Section 58-25-30(1) of the Enabling Act.
- (d) It is specifically recognized that a majority of the governing bodies of general purpose local governments representing the majority of the population within the service area have adopted the plan of service described in (c) above. It is further specifically recognized that this agreement does not provide for imposition of a new source of revenue and therefore the question of creating the Authority need not be submitted for ratification to the qualified electors as contemplated at Section 58-25-30(3) of the Enabling Act.

In pursuit of these purposes, the activities of the Authority shall include, but not be limited to: the operation, coordination, supervision and development of public transit within the service area of the Authority.

Section 2 – Powers and Duties: The Authority is authorized to exercise those duties enumerated in Section 58-25-50 of the Enabling Act, when and as amended, including but not limited to the following:

- (a) To purchase, lease, own, or operate or provide for the operation of transit facilities;
- (b) To contract for public transit services;
- (c) To plan in concert with any appropriate local or regional planning operation for public transit services;
- (d) To work in concert with the metropolitan area Designated Recipient (local entity eligible to receive Federal Transit Administration funding (Central Midlands Council of Governments)) to secure any Federal and State funds available for mass transit use.
- (e) To exercise the power of eminent domain limited to right-of-way and contiguous facility acquisition;
- (f) To contract with other governmental agencies, private companies, and individuals;

- (g) To sue and be sued, implead and be impleaded, complain, and defend in all courts;
- (h) To adopt, use and alter at will a corporate seal;
- (i) To acquire, purchase, hold, lease as a lessee, and use any franchise of property, real, personal or mixed, tangible or intangible, or any interest therein, necessary or desirable for carrying out the purposes of the Authority, and sell, lease as lessor, transfer, and dispose of any property or interest therein acquired by it;
- (j) To fix, alter, change and establish rates, fees, fares, and other charges for services or facilities of the Authority. The rates, fees, and fares set forth in the agreement approved by the electorate may not be increased more frequently than annually. No single increase may exceed fifty percent;
- (k) To establish public transit routes and approve the alteration or addition of routes based primarily on a detailed analysis or proposed use and comprehensive cost analysis;
- (l) To acquire and operate, or provide for the operation of, transit systems, public or private, within the area, the acquisition of a system to be by negotiation and agreement between the Authority and the operator of the system to be acquired;
- (m) To make contracts of every name and nature and execute all instruments necessary or convenient for the carrying on of its business;
- (n) To enter into management contracts with any person or organization for the management of a public transit system owned or controlled by the Authority for a period of time, and under compensation and other terms and conditions, as may be considered advisable by the Authority;
- (o) To contract for the services of attorneys, engineers, consultants, and agents for any purpose of the Authority;
- (p) To borrow money and make and issue negotiable bonds, notes or other evidences of indebtedness;
- (q) To accept gifts, grants or loans of money or other property, enter into contracts, leases, or other transactions with, and accept grant funds from federal, state, or local governments, public or semipublic agencies or private individuals or corporations and expend the funds and carry out cooperative undertakings and contracts;
- (r) To do all acts necessary for the provision of public transit services;

- (s) To provide transit services for residents of the service area to destinations outside the service area;
- (t) To promulgate regulations to carry out the provisions of the Enabling Act.

ARTICLE II

MEMBERSHIP AND GOVERNING BODY

Section 1 – Initial Members: As provided at Section 58-25-35 of the Enabling Act, the following local governments:

Richland County  
City of Columbia

Forest Acres  
Lexington County

shall be the members of the Authority upon local ratification of this agreement in the County and respective municipalities.

Section 2 – Subsequent Members: As provided at Section 58-25-40(3) of the Enabling Act, after activation of the Authority, contiguous counties and municipalities not participating initially may become members of the Authority with the same benefits as the initial members in the procedure set forth in the Enabling Act; provided that such future members provide an appropriate amount of financial support to the Authority.

Section 3 – Governing Body: As provided at Section 58-25-40 of the Enabling Act, the governing body of the Authority shall be a Board of Directors. The Board of Directors shall consist of voting and non-voting members. Voting Board members shall be appointed by the County and municipalities which are members of the Authority. Except as provided in Section 4 of this Article II, the number of voting Members of the Board shall be eleven (11) (Attachment A), distributed as follows:

Appointments to the Board of Directors shall be apportioned among the County and member municipalities proportionate to population within the Authority’s service area: provided, however, as set forth at Section 58-25-40(1) “no member government, regardless of population, may have less than one member on the Board;” provided further, that the Authority shall review its compliance with this apportionment-by-population method immediately after receipt of the results of each official decennial census and each special census conducted by the U.S. Census Bureau and shall make such changes to the Board of Directors as are necessary to comply with such new census figures.

An Executive Committee shall be formed from the voting membership of the Board of Directors. The bylaws of the Regional Transit Authority shall direct the composition and size of the Executive Committee.

Section 4 – Other Appointments: As provided at Section 58-25-40(1) of the Enabling Act, in the event that the Authority receives a grant of state funds from the state general fund or the highway fund, then the legislative delegation(s) of the member County, including resident Senators, shall by majority vote appoint three additional Board members. Such additionally appointed Board members shall consist of at least one resident from each of the largest county members. Provided, however, if there are no resident senators for a member county, then the provisions of Section 58-25-40(1), as amended, shall apply.

Section 5 – Terms: As provided at Section 58-25-40(1), upon the effective date of this Agreement, approximately one-third of the Board members shall be appointed by lot for a term of one year, approximately one-third of the Board members shall be appointed by lot for a term of two years, and approximately one-third of the Board members shall be appointed by lot for a term of three years. Thereafter, all appointments to the Board upon the expiration of the initial terms shall be for a term of three years.

Section 6 – Vacancies: If a vacancy in the Authority’s governing body occurs by reason of death, resignation, change of residence, removal, or any other cause, it shall be filled for the duration of the unexpired term in the same manner as was the original appointment.

### ARTICLE III

#### AUTHORITY STRUCTURE

Section 1 – Organization: As provided at Section 58-25-40(4), the Authority’s governing board shall elect one of its members as Chairman, one as Vice-Chairman and other officers as may be necessary to serve for one year in that capacity or until their respective successors are elected.

Section 2 – Quorum: As provided at Section 58-25-40(4), a majority of the members of the Authority’s governing body shall constitute a quorum.

Section 3 – Membership: A vacancy in the membership of the Board of Directors shall not impair the right of the Authority to exercise all of its rights and perform all of its duties. Upon the effective date of a Board member’s appointment, or as soon thereafter as is practicable, each Board member shall enter upon their duties. As provided at Section 58-25-40(5) of the Enabling Act, a Board member of the Authority may be removed from office by the governing body which appointed him for misconduct, malfeasance, or neglect of duty in office. Any vacancy so created shall be filled as provided in Article II, Section 6.

Section 4 - Committees: The Board of Directors of the Authority, in addition to functioning as a whole entity, shall be sub-divided into such Committees as the Board deems it appropriate to establish. Other specifications for membership, meeting time, and procedures for the Board, Executive Committee and Committees shall be designated in the Authority’s By-Laws.

Section 5 – Staffing: As provided at Section 58-25-40(6) of the Enabling Act, the Authority may employ an Executive Director to serve at the pleasure of the Authority. The

Executive Director may employ any employees as may be necessary for the proper administration of the duties and functions of the Authority and may determine the qualifications of such persons. The Authority shall adopt a compensation plan for employees. The Authority may contract for the services of attorneys, engineers, consultants and agents for any purpose of the Authority, including engineering, architectural design, management feasibility, transportation planning, and other studies concerning the design of the facilities and the acquisition, construction, extension, operation, maintenance, regulation, consolidation and financing of transportation systems in the area.

Section 6 – Member Compensation: As provided at Section 58-25-40(1), members of the Board of Directors of the Authority shall be entitled to receive their expenses incurred in connection with their service on the Authority, but they may not receive salaries, per diem or other compensation.

## ARTICLE IV

### FINANCES

Section 1 – Books, Accounts and Annual Reports: As required by Section 58-25-70 of the Enabling Act, the Authority shall keep books of account, which shall be independently audited at least once in each calendar year. A copy of the audit report must be provided to the Members. The Authority shall submit to the Members the annual operating and capital budget proposed for each fiscal year, at least sixty days prior to the beginning of the fiscal year. In the event a member disagrees with the proposed budget, it may set forth points of disagreement and transmit its statement to the Authority and other governing bodies of the member municipalities and the County within thirty days of the receipt of the proposed budget. Budgets shall be adopted by a majority of the member governments. In the event a majority of the governing bodies of the member municipalities and the County do not agree with the proposed budget, the Authority shall convene a meeting of chief elected and administrative officials of member governments to develop a budget which may be acceptable to a majority of the member governments; a majority, for the purposes of this section, includes the governing bodies of the member municipalities and county representing more than one-half of the service area population. In the event a budget acceptable to a majority of the member governments is not developed prior to the beginning of its fiscal year, the Authority shall continue to operate at the budget levels of the previously adopted budget. In the event the requirements in Sections 58-25-30 and 58-25-60 of the Enabling Act permitting imposition of a vehicle registration fee have been satisfied and such fee is imposed, any budget changes requiring an increase in vehicle registration fees in excess of ten percent during the budget year must be approved as provided above for annual budgets.

Section 2 – Fiscal Support: Funds for the use of the Authority shall be provided by revenues from the Authority's transportation system, government grants, contracts for services, intergovernmental agreements, franchising contracts, contributions from SCANA Corporation and its subsidiary South Carolina Electric & Gas and any other source, and as may be appropriated by the governing bodies of the members of the Authority. As stated at Article I, Section I, paragraph (d), it is specifically recognized that this agreement does not provide for the

imposition of a new source of revenue but utilizes existing sources of revenue to fund the Authority.

Notwithstanding the foregoing, nothing herein shall be construed to preclude the use of other local, state or federal funds or sources of revenues which shall subsequently become available, except for state highway construction funds which, pursuant to Section 58-25-60 of the Enabling Act, may not be used. This agreement may be amended specifically to recognize new sources.

Section 3 – Adopting of Program and Budget: Before the first day of October, each year, the Authority shall adopt a program and a proposed budget for the next fiscal year.

Section 4 – Revenues and Funds: The Authority is authorized to expend the monies produced by its system and monies received from any other source:

- (a) For the employment of professional staff, contracting professional services, contracting nonprofessional assistants and other employees;
- (b) For obtaining office space and for procuring equipment, materials and supplies;
- (c) For the acquisition, construction, extension, operation, maintenance, regulation, consolidation and financing of the transportation system;
- (d) For such other purposes as the Authority shall determine to be necessary and proper in carrying out the functions of the Authority within the approved budget; and
- (e) As set forth in Article I of this agreement.

Section 5 – Termination of Fiscal Support: No member of the Authority which is providing financial support to the Authority shall terminate such financial support in the fiscal year for which the support has been pledged, and any member intending to withdraw or decrease such financial support in subsequent fiscal years must notify the Authority, in writing, by July 1 of the then current fiscal year of its intention to withdraw or decrease such additional support.

Section 6 – Definition of Fiscal Year: The fiscal year as used in this agreement shall be understood to mean the period beginning October 1 and ending September 30.

## ARTICLE V GENERAL PROVISIONS

Section 1 – Intent: The express intent of this agreement is to provide for the creation of a regional transit authority consistent with the provisions of the Enabling Act, as amended. As provided at Section 58-25-30(6), this agreement may be revised in whole or in part through the process set forth in the Enabling Act. It is specifically provided that should the Enabling Act be amended, to alter the number of Members of the Authority, Article II, Section 3 herein shall be reconsidered by the governing bodies of the parties hereto.



Section 2 – Ratification: It is not necessary that the question of creating the Authority be submitted for ratification to the qualified electors of the governmental members to this agreement inasmuch as this agreement does not provide for the imposition of a new source of revenue as contemplated at Section 58-25-30(3) of the Enabling Act. The consent of the parties to this agreement to create the Authority shall be evidenced by Resolution adopted by the governing bodies of such parties.

Section 3 – Entire Agreement: This agreement represents the entire understanding between and among the Authority members.

Section 4 – Dissolution: Dissolution of the Authority shall be in the same manner as of its creation as set forth in Section 58-25-30(5) of the Enabling Act, as the same may, from time to time, be amended.

## ARTICLE VI

### EFFECTIVE DATE

Because an election is not required, this agreement shall become operational upon the execution of this agreement by the governing bodies of the municipalities and county which include at least 90% of the population of the proposed service area, and the Authority must be created not less than sixty days after this agreement is executed by the parties to it.

ATTACHMENT A

MEMBERSHIP DISTRIBUTION FOR RESTRUCTURED  
CMRTA BOARD MEMBERS

Richland County - 3 Seats

Seat 1; 1 year initial term

Seat 2; 2 year initial term

Seat 3; 3 year initial term

City of Columbia – 3 seats

Seat 1; 1 year initial term

Seat 2; 2 year initial term

Seat 3; 3 year initial term

Richland County Legislative Delegation – 3 seats

Seat 1; 1 year initial term

Seat 2; 2 year initial term

Seat 3; 3 year initial term

City of Forest Acres – 1 seat; 1 year initial term

Lexington County – 1 seat; 2 year initial term

Total - 11