*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**

**City Council Chambers**

**September 28, 2016**

**Members Present: Guests Present:**

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

Carolyn Gleaton Marsha Johnson, MTRA

Burley Wilkins, Transdev

Roosevelt Barnwell, USC

**Forest Acres** Andy Smith Derrick Bruen, Transdev

Jackie Bowers, Transdev

**Lexington County** Lill Mood David Knoche, City of Columbia

Loretta Lewis, Transport Care Services

Patricia Creer, Citizen

**Richland County** Mac Bennett Liberty Justice, Citizen

Joyce Dickerson Rob Tyson, Sowell & Gray

Walter Durst, Citizen

Rebecca Conway, Lexington County

**Rich. Co. Leg. Dele.** John Furgess Jackie Bowers, Transdev

Robert Morris Rick Silver, Chernoff Newman

Hampton Miller, Chernoff Newman

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

Skip Jenkins Robert Schneider, Executive Director

Debbie Summers Michelle Ransom, Grants and Contracts

Joel Neal Samuel Scheib, Transit Planner & Manager

Jennifer Harding Daphne Givens, Finance Manager

Andy Smith Missey Lawlor, Administrative Coordinator

Derrick Huggins LeRoy DesChamps, Transit Development

1. **CALL TO ORDER**

Chairwoman Dickerson called the meeting to order at 4:00 PM.

Moment of Silence for Leona Plaugh.

Chairwoman Dickerson thanked the City of Columbia for allowing us to hold our meeting in their facility.

1. **DETERMINATION OF QUORUM**

A quorum was present at the opening of the meeting.

1. **INTRODUCTION OF ATTENDEES**
2. **ADOPTION OF AGENDA**

**Motion:**

**A motion was made by Ron Anderson and seconded by Dr. Morris to move Executive Session until attorneys**

**at approximately 5:00pm.**

**A motion was made by Ms. Mood and seconded by Mr. Bennett to adopt the agenda as amended. Motion passed unanimously.**

1. **APPROVAL OF JULY 27, 2016 BOARD MEETING MINUTES**

**A motion was made by Mr. Anderson and seconded by Mr. Bennett to approve the July 27, 2016 minutes.**

Discussion:

Dr. Morris stated that he was surprised to learn that the minutes were summarized and not verbatim, and to his knowledge, that is inappropriate, and based on that he is recommending that the minutes to be redone.

Ms. Mood stated that she was under the impression that we were going to have summarized minutes with verbatim recorded backup.

Mr. Anderson affirmed this would require a court reporter with significant cost.

Dr. Morris would like to postpone the approval of the minutes until he has had a chance to review the audio.

Mr. Furgess stated that there are words that have been left out, including a motion from the Vice Chair, and if we can clarify that motion before we proceed. The motion is on page 4, 2/3 of the way down.

Ms. Mood stated that she raised the question from the minutes, with the way that they read, we were discussing the appointments to the Executive Committee, she thought that the minutes stated that it said be appointed by the Richland County Delegation, and she thought the discussion was about having someone from the members appointed from the delegation and not someone from the Delegation appoint the member.

Mr. Furgess stated that it was not Ms. Moods motion, it was Mr. Anderson’s.

Chairwoman Dickerson stated that there was a motion to approve the minutes and properly seconded. She stated that everyone heard the concerns with the minutes, and we know what needs to be addressed and modified and they will be reflected in the next meeting minutes.

Chairwoman Dickerson called for the vote.

Dr. Schneider stated that he is not clear on verbatim minutes as we would have to hire a court reporter. Dr. Schneider stated that we previously done that and the minute’s packet was approximately 200 pages. After going through that process, the Board did move to summary minutes, with verbatim motions. We just need to have clarification.

Mr. Bennett offered an alternative, and based on Ms. Moods recollection because he was not at the Strategic Planning meeting. He is not aware of minutes anywhere that are a reporting of everything that is stated at a meeting. Typically minutes represent a summary of the meeting activities. What may satisfy the group is to parenthetically include the exact language of each motion, which will put some responsibilities on the committee members, to clearly state in complete form what motions are being made at our meetings, so we have clear and consistent reporting of the minutes.

Ms. Mood further clarified the issue regarding what Mr. Furgess raised. She stated that Mr. Anderson made the motion to adopt the minutes and she seconded the motions on the condition that we correct the misstatement of the one item, on the appointing of a delegation member.

Mr. Anderson stated that it was a motion to approve the minutes with that correction.

Ms. Heizer stated that it would have been one of our options that the 5th member would come from those appointed by the delegation. It was not an affirmative statement that the 5th member would come from the delegation, but one option was that the 5th member come from those appointed by the Richland delegation.

Dr. Schneider further clarified that that issue came from the May meeting minutes, was already part of a motion and was completed in July.

Chairwoman Dickerson called for the vote.

Approved – Ms. Gleaton, Mr. Anderson, Mr. Bennett, Chairwoman Dickerson, Ms. Mood

Opposed – Mr. Furgess and Dr. Morris

**Motion carries.**

1. **EXECUTIVE DIRECTOR’S REPORT**

• Bench and Shelter Update

Dr. Schneider stated that we had a request and discussion at the last board meeting to provide a list of benches and shelters that could be anticipated in the next six months. We have been able to permit all of the following, all are either permitted, or have been assigned permit numbers which means that we are basically ready to go on all of these benches. Since this list was made, we have been able to get permitting for Lower Richland County.

* + - Six-month Horizon- Page 18 in the Board Packet.

Dr. Schneider stated that we had a request and discussion at the last board meeting to provide a list of benches and shelters that could be anticipated in the next six months. All are permitted or in process which means that we are ready to go on all of these benches, plus a new permit in Lower Richland County.

* + Approval of Amenities (i.e., shelter/bench) engineering and Installation Contract (inclusive of RFP and all amendments) pages 19-53.

Dr. Schneider reviewed that the prior contractor who performed our benches and shelter installation for one year and that has since expired. The month to month contract ended and a new bench and shelter contract was completed and the successful firm was AOS and will provide a turn-key approach and be responsible for both engineering and installation.

**A motion was made by Mr. Anderson and seconded by Mr. Bennett to approve the contract between The COMET and AOS Specialty Contractors as presented on page 19 of the package. Motion passed unanimously.**

* + Alternatives Reviews: Wal-Mart & Crowson – Dr. Schneider stated at the last meeting challenges related to the Crowson Road turn around point Wal-Mart spurred a shelter alternatives review. One of the things asked was we do a count of persons with disabilities at the Walmart location. It became overly subjective, so it is approached as a universal access issue. McNair Law Firm has put forth a request for an opinion from the Attorney General’s office regarding indemnification.

Ms. Heizer summarized that private property owners may require The COMET provide what is known as Indemnification if we are going to put a transit amenity on their property. They could give us an easement or a lease but as long as it is their property they want a legally binding commitment from the CMRTA that if there is ever a loss, a personal injury or any type of lawsuit resulting from the use of that amenity or arising from their agreement with The COMET, that we The COMET would indemnify them, which means that we will pay for everything. Ms. Heizer stated that under South Carolina law it is very clear that local governments cannot provide indemnification. The Attorney General has made it clear that cities, counties or school districts cannot agree in a contract to indemnification, although technically the RTA is not a political subdivision. However she thinks the reasoning could be the same, as local governments and that is why she has asked the Attorney General for clarification on whether their pronouncements on indemnification would apply to a Regional Transit Authority. This is potentially significant because insurance coverages that the CMRTA has, but if there is a catastrophic problem, someone stumbled on a trash can or the side of the shelter and fell and became permanently disabled it could reach into the hundreds of thousands of dollars. It is a very real potential problem that we would have to be clarified before she would be comfortable before letting you have a contract that we would have to provide indemnification. Ms. Heizer stated that this is just for information and one of the challenges that we face as we try to find appropriate locations for transit amenities.

Sam Scheib gave a presentation on the alternative reviews of the Wal-Mart and Crowson Road areas. (presentation included in minutes)

Mr. Bennett asked if we are working with Wal-Mart or another person.

Mr. Scheib stated that we are working directly with Wal-Mart Corporate as they are the property owners.

Dr. Schneider stated that we are continuing to work on this item and will follow up with the board as we continue to address the issue.

• Community Outreach and Updates

Dr. Schneider stated that he would like to thank our Chair and Vice Chair as we were honored to provide a VIP shuttle on behalf of Richland County Department of Community Development, hosted the Congressional staff from Congressman Clyburn’s office, staff from Lindsey Graham’s office as well as staff from Senator Tim Scott’s office.

Dr. Schneider stated that other outreach items included the transportation Penny Advisory Committee, and Columbia Housing Authority, with future dates at the Spring Valley Rotary Club to review the Penny Projects and implications of transit.

Dr. Schneider reviewed a series of upcoming meetings dates and encouraged the Board to participate and advocate.

• Employer Pass Update

A local major employer is very interested in universal access to fixed route transit for all of their employees and will be brought to the Finance Committee with future updates to the Board.

Ms. Mood thanked Dr. Schneider and the staff for hosting the League of Women voters at the transit station to register voters.

1. **REPORT FROM SERVICE COMMITTEE**

Ms. Mood stated that the Service Committee did not have a quorum, but the committee was given an update.

Mr. Scheib presented the ridership data on a ridership dashboard.

Mr. Bennett asked if the Service Committee has been looking at the underperforming routes and making some recommendations and if so will there be recommendations forthcoming.

Ms. Mood stated that it one of the active agenda items and are really hampered by a lack of a quorum present at our meetings to carry through on that work.

Mr. Bennett asked if they cannot produce a quorum at those meetings to move them straight to the board and operate off of board action as opposed to just waiting.

Chairwoman Dickerson stated that was going to be her suggestion, and that committee attendance is key to these actions and progress.

**A motion was made by Mr. Anderson and seconded by Mr. Furgess to defer the 4 items and leave them in committee. Motion passed unanimously.**

Discussion:

Mr. Bennett suggested a time frame on committees such as 60 to 90 days before automatically returning to the board.

Mr. Anderson stated to be clear, they were given updates on these items in the committee. Mr. Anderson stated that some of these items took a while for the staff to look at these items.

Chairwoman Dickerson asked Ms. Heizer how many votes it would take to bring these items out of the committee and to the full board.

Ms. Heizer stated that we have spent time over the last several months working on the committee structure, the bylaws and policies so the idea of items being worked on in detail with the board is a different direction. However, if a committee doesn’t have a quorum for a meaningful period of time, arrangements to have those items come back to the full board exists. Ms. Heizer stated that she recommends to let her review the new bylaws and the policies and make some suggestions fort flexibility.

Motion carries.

1. **REPORT FROM FINANCE COMMITTEE**

Mr. Bennett stated that they did not have a quorum at the Finance Committee that he would hold their committee to the same standards. Mr. Bennett stated that the committee is also working on dashboards and that to have an easier and quicker ways for the board to grasp our financial condition is without having to study the actual financial statement.

**•** Ms. Givens gave an overview of the financial documents included in the Board packet.

* + Fleet Acquisition Recommendation page 66-67

**A motion was made by Mr. Anderson and seconded by Ms. Mood to authorize 8 addition 40’ diesel buses. Motion passed unanimously.**

* + Life Insurance Policy per Contract

Mr. Bennett stated that in Dr. Schneider’s contract is to include a responsibility to provide him with a life insurance policy, and he asked Dr. Schneider to price several insurance company’s premiums for coverage we wanted to come back with a recommendation and to go with Principal National Life Insurance Company for $400,000 death benefit. It is a level premium for 10 years and would be a portable policy so if Dr. Schneider left, we would elect to continue to not pay but he could take the policy with him.

**A motion was made by Mr. Bennett and seconded by Mr. Anderson to recommend an annual premium of $413. 68 be authorized by the board to cover this policy and to bring us in consistent compliance with the agreement that we have with Dr. Schneider. Motion passed unanimously.**

* + Check Signing Policy

Mr. Bennett stated at a committee, he raised several months ago and a meeting to have Dr. Schneider added as a signature authority on checks and he would like to have this brought before the board again.

**A motion was made by Mr. Bennett and seconded by Mr. Anderson to have Dr. Schneider as Executive Director of the organization would be allowed to be added as one of three alternative signers for checks and be given signatory authority to our financial transactions.**

Discussion:

Dr. Morris stated that he thought Chairwoman Dickerson had a problem with Dr. Schneider signing checks. He stated that initially he thought that it was a great thing for Dr. Schneider to sign checks, but as he thought about it, he has some questions about him signing checks and reviewing them.

Chairwoman Dickerson stated that her concern was that this organization had operating order like the CMCOG and spoke with the Executive Director at the CMCOG who has authorization to sign checks. Chairwoman Dickerson is supportive of the motion.

Mr. Bennett stated that his key issue is that volunteers sign checks and if things are going to be “caught” they are going to be identified by someone who has the day to day knowledge with the activities of the organization. Controls are enhanced by having Dr. Schneider as one of two required signatures

Ms. Mood asked to clarify what we are voting on is to always have the Executive Director sign, and then one additional from the other signatories.

Mr. Bennett stated that he would not create that standard, because if Dr. Schneider is out of town checks must be signed business could proceed. Mr. Bennett stated the practice should be Dr. Schneider as the primary signer on the checks, with an additional signer from the board.

Ms. Gleaton asked if an outside auditor was still in place, which was affirmed by Mr. Bennett.

Motion was restated.

**Motion passed unanimously.**

Ms. Heizer informed the Board that the Attorneys are all present at this time.

**A motion was made by Dr. Morris and seconded by Mr. Bennett to have the MTRA give their update. Motion passed unanimously.**

1. **MIDLANDS TRANSIT RIDERS ASSOCIATION UPDATE**

Ms. Johnson deferred her time to give the residents time to speak.

1. **COMMENTS FROM LOCAL RESIDENTS**

Liberty Justice - Ms. Justice stated that was concerned trips are not being completed because drivers are not showing up for work and we need to address this. She also stated that there are drivers that are spraying Lysol on the buses and it bothers her asthma.

Walter Durst- Mr. Durst stated that last Friday he walked from Wal-Mart in Harbison to Harbison Theater at Midlands Tech and it took him 45 minutes to walk. Suggests using vehicle down time to travel to the theater.

Kimberley Mintz - Ms. Mintz stated that there was an incident on 8/20 that her disabled aunt fell off the bus. She stated that she has emailed complaints and the complaints have been lost. She would like to have the Hazelwood bus stopped moved and she would also like to have route 45 run every ½ hour.

Daniel Wilson- Mr. Wilson stated that he lives in the Farrow Road area and wanted to comment about change to route 32. Stated people are having to catch a cab or find alternative to get home because they cannot get to where they want to go.

1. **INFORMATIONAL ITEMS**

There was no discussion required for the informational item.

1. **LEGAL/CONTRACTUAL/PERSONNEL**

**Motion:**

**A motion was made by Mr. Anderson and seconded by Ms. Mood to enter into Executive Session to discuss:**

* Transdev Contract Cost Projection Update
* Contractual matter relating to personnel - Transdev
* Discussion of Policy Changes to The COMET’s Federal Title VI Policy
* Update on outstanding Title VI Complaints
* Discussion of updates to pending Employee Grievance Policy
* Legal briefing on SCDOR audit and lawsuit involving Richland County
* Legal briefing on case of South Carolina Public Interest Foundation and William B. DePass, Jr., individually and on behalf of all others similarly situated vs. Richland County

**A motion was made by Mr. Bennett and seconded by Dr. Morris to come out of Executive Session. Motion passed unanimously.**

**Action from Executive Session:**

**A motion was made by Mr. Anderson and seconded by Dr. Morris to move to approve the change to the employee Grievance Policy with the change in the language to 6 Board members for a quorum. Motion passed unanimously.**

1. **OLD BUSINESS** 
   * **Discussion of Staff Attendance at Board Meetings**

**A motion was made by Mr. Anderson and seconded by Mr. Furgess to table item 13. Motion passed unanimously.**

1. **MOTIONS PERIOD/NEW BUSINESS**

Chairwoman Dickerson stated that she has appointed Dr. Morris to the Executive Committee to have a full Executive Committee.

Dr. Morris stated that he has a concern on the meeting dates in November and December.

Dr. Schneider explained the basis for the adjusted calendar for November and December and will ask for formal adoption at the October meeting.

1. **ADJOURN**

**Motion:**

**A motion was made by Mr. Anderson and seconded by Mr. Bennett to adjourn the meeting.**

**Motion passed unanimously.**

The meeting adjourned at 7:08 PM.