



The COMET Special Call Board of Directors Meeting Minutes are prepared and presented in summary form. Audio recordings of the meetings are on file at The COMET and are part of the approved minutes. If you would like to hear the recording from the meeting, please contact Paige Jernigan at [pjernigan@thecometsc.gov](mailto:pjernigan@thecometsc.gov).

Per SC Code of Laws, Title 30, Chapter 4, Section 30-4-80 - All public bodies shall notify persons or organizations, local news media, or such other news media as may request notification of the times, dates, places, and agenda of all public meetings, whether scheduled, rescheduled, or called, and the efforts made to comply with this requirement must be noted in the minutes of the meetings. The COMET complied with the notification of this meeting on Thursday, September 24, 2020 at 3:15 P.M.

Central Midlands Regional Transit Authority  
Special Call Board of Directors Meeting Minutes  
Tuesday, September 29, 2020 - 12:30 P.M.  
3613 Lucius Road, Columbia, SC 29201 - Conference Room A

Members Present:

Ron Anderson\*  
John V. Furgess, Sr.\*  
Mike Green\*  
Representative Leon Howard\*  
Skip Jenkins\*  
Al Koon\*  
Col. (R) Roger Leaks, Jr., Chair\*  
Lill Mood\*  
Dr. Robert Morris\*  
Geraldine Robinson\*  
Andy Smith\*  
Debbie Summers\*  
Allison Terracio\*  
B.J Unthank\*  
Barry Walker\*

*\*indicates  
participation  
by phone*

Guests Present:

Katherine Cason, DPA/Grant Assistant, Lexington County  
Corey Gagnon, General Manager, RATP Dev  
Frannie Heizer, Attorney, Burr & Forman  
Ben Limmer, Transition Manager, RATP Dev

Members Absent:

Stephen Cain  
Joyce Dickerson  
Carolyn Gleaton  
Derrick Huggins



The COMET Staff Present:

John Andoh, Executive Director/CEO

Rosalyn Andrews, Director of Finance/CFO

Leroy DesChamps, Director of Administration Operations/COO

Tanisha Gibbons, Interim Customer Experience & Contract Compliance Specialist

Paige Jernigan, Administrative & Customer Service Specialist

Arlene Prince, Director of Regulatory Compliance and Civil Rights Officer

1. CALL TO ORDER AND DETERMINATION OF QUORUM

Col. Leaks called the meeting to order at 12:30 P.M.

A quorum was present at the opening of the meeting.

2. ADOPTION OF AGENDA

Motion:

A motion was made by Dr. Morris and seconded Mr. Anderson to adopt the agenda.

Approve: Anderson\*, Furgess\*, Howard\*, Leaks\*, Mood\*, Morris\*, Smith\*,  
Terracio\*

Absent: Dickerson, Gleaton, Huggins

Motion passed

3. CONSENT CALENDAR: THE FOLLOWING ITEMS LISTED UNDER THE CONSENT CALENDAR WILL BE CONSIDERED AS A GROUP AND ACTED UPON BY ONE MOTION WITH NO SEPARATE DISCUSSION, UNLESS A BOARD MEMBER SO REQUESTS. IN THAT EVENT, THE ITEM WILL BE REMOVED FOR SEPARATE DISCUSSION AND ACTION.

A. APPROVAL OF THE INVOICE PAYMENT SELECTION LISTING ENDING SEPTEMBER 30, 2020

Motion:

A motion was made by Mr. Anderson and seconded Mr. Smith to approve the consent calendar.

Approve: Anderson\*, Furgess\*, Howard\*, Leaks\*, Mood\*, Morris\*, Smith\*,  
Terracio\*

Absent: Dickerson, Gleaton, Huggins

Motion passed

4. FINANCE COMMITTEE UPDATE & ACTION ITEMS

A. UPDATE TO PROCUREMENT AND CONTRACT ADMINISTRATION POLICY

Mr. Smith explained the last finance committee meeting. There was no DBE report due to the transition into next fiscal year. He added that the Committee reviewed the Procurement and Contract Administration Policy changes with Mr. Andoh.

Mr. Smith continued that legal counsel has been involved in the procurement



changes and the Finance Committee is recommending the Board adopt the changes.

**Motion:**

A motion was made by Mr. Smith and seconded by Mr. Anderson to adopt the Procurement Policy as discussed in Finance Committee.

**Approve:** Anderson\*, Furgess\*, Howard\*, Leaks\*, Mood\*, Morris\*, Smith\*, Terracio\*

**Absent:** Dickerson, Gleaton, Huggins

**Motion passed**

Dr. Morris stated that he would like to amend the recommended motion on Page 124, and he would like to delete the last eleven (11) words. Point of Order by Mr. Anderson, request for Dr. Morris to read those eleven (11) words. It was determined that Dr. Morris was referring to an upcoming topic.

**B. PROPOSAL FOR COMPRESSED NATURAL GAS**

Mr. Smith explained to the Board that the Finance Committee discussed in detail that the Board would consider the use of Compressed Natural Gas as a subset of the University of South Carolina fleet. He reminded that we will be purchasing twelve (12) buses if the Board wishes to move forward with the plan and authorize the staff to enter into an agreement with TruStar Energy. He did confirm that this was discussed in the Vision 2020 Plan.

Mr. Smith stated that TruStar Energy would build a CNG station at no cost to The COMET, provided that we use the station for at least 10 years. He requested that Mr. Andoh give a brief overview before motion.

**Motion:**

A motion was made by Mr. Smith and seconded by Mr. Anderson to move forward with the plan for CNG for the USC fleet that we intend to buy, and we authorize staff to enter into an agreement with TruStar energy.

Discussion ensued regarding the motion voting by Committee members regarding topics discussed in meetings and the comfort level by the Board. Mr. Anderson withdrew his second and Dr. Morris seconded the motion as he is on Finance Committee as well as Mr. Smith.

Mr. Andoh confirmed that we would only purchase twelve (12) buses and they would live the lifespan of the station. He added that there are no upfront expenses and a modest difference in the price of the buses. The Committee discussed the sustainability and long-term decision for the fleet.

**Approve:** Anderson\*, Leaks\*, Morris\*, Smith\*, Terracio\*



Nay: Furgess\*, Mood\*  
Absent: Dickerson, Gleaton, Howard (no vote but remained on the call),  
Huggins

**Motion passed**

Mr. Furgess asked if this item has been reviewed by the Service Committee. Mr. Andoh confirmed that it was not taken to the Service Committee.

#### C. FY 2021 BUDGET REVISIONS REVIEW

Mr. Smith explained that most of the amendments and changes have been discussed with the Board. He reviewed the changes, USC costs, adjustments to local funding, inclusion of CARES Act funding. He concluded by stating that the Finance Committee recommended adoption of these amendments to the full Board.

##### Motion:

A motion was made by Mr. Smith and seconded Dr. Morris that the Board adopts the budget amendments as presented.

Approve: Anderson\*, Furgess\*, Howard\*, Leaks\*, Mood\*, Morris\*, Smith\*,  
Terracio\*

Nay: Furgess\*

Absent: Dickerson, Gleaton, Huggins

**Motion passed**

#### D. RATP DEV CHANGE ORDER #4 AND INVOICING

Mr. Smith explained that there are two (2) matters to this section: start-up costs and payments.

##### *Start-up costs:*

Mr. Smith explained that regarding the change order, the start-up costs initially only authorized the staff to pay for activities up to June 30, 2020 and nothing beyond that. He continued that a lot of the costs associated with start-up have filtered into the next fiscal year. As a result, change Order #4 will allow staff to authorize, within the contract spending limit, payment of the startup costs up to the period of January 2021.

##### *Payment of July and August 2020 Invoices:*

Mr. Smith reminded that the invoicing with RATP Dev doesn't comply with the contract and our needs for reporting. He explained that the recommendation from the Committee is to extend the deadline for reporting to September 30, 2020 and change the payment due on the 15<sup>th</sup> of the month to 15 business days to ensure ample time and accuracy.

Attorney Heizer recommended doing two separate motions: startup costs and



invoice payment.

**Motion:**

A motion was made by Mr. Smith and seconded by Dr. Morris to approve Change Order #4.

**Approve:** Anderson\*, Furgess\*, Howard\*, Leaks\*, Mood\*, Morris\*, Smith\*, Terracio\*

**Nay:** None

**Absent:** Dickerson, Gleaton, Huggins

**Motion passed**

**Motion:**

A motion was made by Mr. Smith and seconded by Ms. Mood approve payment of RATP Dev's invoices for July and August 2020 and authorize its payment as long as the July and August 2020 monthly reports are provided to The COMET no later than September 30, 2020 and that no future exceptions will be granted in this regard.

Dr. Morris asked to amend the original motion by removing "and that no future exceptions will be granted in this regard."

**Amended motion:**

A motion was made by Dr. Morris and seconded by Mr. Furgess amend the original motion by deleting the last eleven (11) words/last phrase

Dr. Morris explained that the wording in this previous motion seems harsh and abrasive. He recommended the Board look at Attorney Bakers wording in her letter as it is much more tactful and pleasant.

Ms. Mood asked Dr. Morris if he would be willing to amend the amendment to replace that wording with what Attorney Baker submitted in her letter: "That all future payments will only be made if the requirements for invoicing and reporting have been adhered to as set forth in Section 5, subparagraphs B and E. Dr. Morris agreed.

**Amendment to the Amended motion:**

A motion was made by Dr. Morris and seconded by Mr. Furgess approve payment of RATP Dev's invoices for July and August 2020 and authorize its payment as long as the July and August 2020 monthly reports are provided to The COMET no later than September 30, 2020 and all future payments will only be made if the requirements for invoicing and reporting have been adhered to as set forth in Section 5, subparagraphs B and E.

Dr. Morris and Mr. Furgess accepted the friendly amendment.

**Approve:** Anderson\*, Furgess\*, Howard\*, Leaks\*, Mood\*, Morris\*, Smith\*, Terracio\*

**Nay:** None



Absent: Dickerson, Gleaton, Huggins  
Motion passed

Attorney Heizer asked about the due date of September 30, 2020 for the monthly reporting and the likelihood of this being attainable? Mr. Andoh confirmed that he was assured that the report will be prepared tomorrow, September 30, 2020 and this date is consistent with the letter.

Mr. Furgess asked Attorney Heizer who the "authority" is when referenced in these correspondences. Attorney Heizer explained that it really depends on the context, but generally the "authority" is the entity that is represented or takes action through it's Board and takes action through delegation to the Executive Director.

Mr. Furgess expressed concern of using the term "authority" in corresponding with RATP Dev and he has never seen these documents. Attorney Heizer explained that often it's referencing the contract and that some items are delegated to the Executive Director and some items are specifically reserved for the Board. She further stated that she would need to see specific documents it is difficult to say. She continued that in the contract, the day to day management of this contract is delegated to the Executive Director, so the Board would not be copied or advised on each correspondence during normal business. Conversation continued regarding the term "authority." It was agreed upon that this would be discussed later.

**Amended motion:**

A motion was made by Dr. Morris and seconded by Mr. Furgess to vote on motion as amended and the vote was unanimous.

Approve: Anderson\*, Furgess\*, Howard\*, Leaks\*, Mood\*, Morris\*, Smith\*,  
Terracio\*

Nay: None

Absent: Dickerson, Gleaton, Huggins

Motion passed

**5. SERVICE COMMITTEE UPDATE & ACTION ITEMS**

**A. AUTUMN 2020 SERVICE CHANGES**

Ms. Mood explained the reason for the item discussion and the role of the Service Committee. She continued that if there are portions of the route that are not meeting standards, modifications may need to be made for efficiency.

Ms. Mood clarified that the set of proposed changes has been analyzed by the staff based on productivity. She continued to state that the Service Committee wants to put us in a good position for the next fiscal year. At the last Committee meeting, Ms. Mood stated that they recommend to the Board to authorize these proposed changes to go out for Public Hearing.



**Motion:**

A motion was made by Ms. Mood and seconded by Mr. Anderson to recommend to the Board to authorize these proposed changes to go out for Public Hearing.

Mr. Furgess stated that this item was taken to the Service Committee two times and rejected and should be taken back to the Service Committee before it comes to the Board. Mr. Anderson mentioned that at the last Service Committee meeting, that there were three (3) members in attendance and it passed unanimously. Discussion ensued regarding the service changes and the process of presentation to the Service Committee and the Board. Mr. Smith verified that this is a vote to go out to Public Hearing and it will need to be voted on again.

**Approve:** Anderson\*, Howard\*, Leaks\*, Mood\*, Smith\*, Terracio\*

**Nay:** Furgess\*

**Absent:** Dickerson, Gleaton, Huggins

**Abstain:** Dr. Morris\*

**Motion passed**

**6. OTHER DISCUSSION & ACTION ITEMS**

**A. APPROVE EXECUTIVE DIRECTOR INCENTIVE GOALS**

Dr. Morris thanked those who participated in evaluation. He reviewed some of the objectives identified under each category:

- Organizational Effectiveness and Regional Leadership
- Marketing and Public Awareness
- Service Development
- Operational Oversight
- Financial Management

Dr. Morris did explain that the maximum incentive payout is 10%, incentive payout per goal will be 2%. He added this process will begin on October 1 and end at the end of the fiscal year.

**Motion:**

A motion was made Dr. Morris by and seconded by Ms. Mood to recommend that the Board approve this incentive plan for our Executive Director for the 2020 and 2021 fiscal year starting October 1.

**Approve:** Anderson\*, Furgess\*, Howard\*, Leaks\*, Mood\*, Morris\*, Smith\*,  
Terracio\*

**Absent:** Dickerson, Gleaton, Huggins

**Motion passed**

**B. SECRETARY DUTIES**

Attorney Heizer referred to Page 203. She reminded the Board that a motion was made in an August meeting that the Board Secretary becomes the custodian of all legal documents of the Board such as the Bylaws, governance, communication policy



attached with a signature and initial pages and a dated along with the Chair and Executive Committee on all updates and changes.

**Motion:**

A motion was made by Mr. Furgess and seconded by Dr. Morris that the Board of Directors approve the change in the administrative procedures to have the Secretary sign off by initialing and dating any changes to the Bylaws and Board governance procedures in the future should amendments be made by the Board of Directors.

**Approve:** Furgess\*, Howard\*, Leaks\*, Mood\*, Smith\*

**Nay:** Anderson, Terracio

**Absent:** Dickerson, Gleaton, Huggins

**Motion passed**

**C. RECOMMENDATION FROM THE EXECUTIVE COMMITTEE REGARDING THE CONTRACTUAL RELATIONSHIP WITH RATP DEV**

Attorney Heizer informed the Board that the Executive Committee met in Executive session to discuss contractual relationship between The COMET and RATP Dev. She explained that the he Committee made a motion to recommend to the Board of Directors that Counsel for The COMET schedule a meeting, led by The COMET's Legal Counsel, with RATP Dev's Attorney, the Executive Director and the General Manager to discuss the contractual relationship between The COMET and RATP Dev and determine what is needed to right-size this contractual relationship.

**Motion:**

A motion was made by Mr. Furgess and seconded by Dr. Morris to recommend to the Board of Directors that Counsel for The COMET schedule a meeting, led by The COMET's Legal Counsel, with RATP Dev's Attorney, the Executive Director and the General Manager to discuss the contractual relationship between The COMET and RATP Dev and determine what is needed to right-size this contractual relationship.

**Approve:** Anderson\*, Furgess\*, Howard\*, Leaks\*, Mood\*, Morris\*, Smith\*,  
Terracio\*

**Absent:** Dickerson, Gleaton, Huggins

**Motion passed**

Ms. Mood mentioned that the agenda did not leave space for motions, but she did have a motion to present to the Board. Col. Leaks asked if it could wait until our next official Board meeting. Ms. Mood agreed to wait.

**Motion:**

A motion was made by Mr. Furgess and seconded by Dr. Morris to adjourn.

**Approve:** Anderson\*, Furgess\*, Howard\*, Leaks\*, Mood\*, Morris\*, Smith\*,  
Terracio\*

**Absent:** Dickerson, Gleaton, Huggins





Motion passed

*The meeting adjourned at 1:47 P.M.*


CENTRAL MIDLANDS REGIONAL TRANSIT AUTHORITY

Adopted this Oct., 2020

Prepared by:

  
\_\_\_\_\_  
Paige Jernigan, Administrative & Customer Service Specialist

Approved by:

  
\_\_\_\_\_  
Allison Terracio, Secretary

