



MEETING: GOVERNANCE COMMITTEE

DATE: THURSDAY, DECEMBER 7, 2023

TIME: 4:00 PM – 5:00 PM

LOCATION: COTA WG PORTER BOARD ROOM | 33 N HIGH ST | COLUMBUS OH 43215

MEETING MINUTES

1. CALL TO ORDER

Chair Moore called the December 7, 2023 meeting of the Governance Committee to order at 4:02 PM.

2. ROLL CALL

Board Members Present

Marlon Moore, Chair
Sean Mentel, Vice Chair
Julie Colley, Trustee
Shannon Tolliver, Trustee

3. APPROVAL OF GOVERNANCE COMMITTEE MINUTES

Trustee Colley motioned to approve the November 8, 2023 Governance Committee Meeting Minutes, Trustee Tolliver seconded the motion. Motion carries.

4. NEW BUSINESS

A 2024 Operating Budget presentation was given by Erin Delffs, COTA Chief Financial Officer. Erin shared that COTA is financially healthy and a robust discussion was held wherein Erin addressed questions from the Committee regarding service delivery, labor and benefits, technology infrastructure, funding breakdown, grants, and key assumptions. Erin then introduced Resolution 2023-125 which was recommended to be placed on the Regular Agenda at the December 13, 2023 COTA Board of Trustees Meeting.

- A. RESOLUTION 2023-125 – AUTHORIZING APPROPRIATIONS FOR THE EXPENDITURES OF THE CENTRAL OHIO TRANSIT AUTHORITY FOR THE CALENDAR YEAR ENDING DECEMBER 31, 2024.



5. STRATEGIC AND OPERATIONAL PLANNING COMMITTEE REPORT – SEAN MENDEL, CHAIR

Chair Mendel gave an update that the Strategic and Operational Planning Committee did not meet on December 5, 2023.

6. EXTERNAL STAKEHOLDER RELATIONS COMMITTEE REPORT – SHANNON TOLLIVER, CHAIR

Chair Tolliver gave an update that the External Stakeholder Relations Committee did not meet on December 5, 2023.

7. PERFORMANCE MONITORING/AUDIT COMMITTEE REPORT – JULIE COLLEY, CHAIR

Chair Colley provided an update from the December 7, 2023, Performance Monitoring/Audit Committee meeting, which included an update from COTA Chief Financial Officer, Erin Delffs on the unaudited financials and ridership data updates.

The Committee also shared that the next Service Change is scheduled for February 1, 2024 and that a public meeting to discuss service changes was scheduled for the evening of December 7, 2023 at the COTA Headquarters.

Chair Colley encouraged everyone's participation in the holiday toy drive being sponsored by COTA's ERG – PACT. New, unwrapped toys are being accepted through December 15.

The Performance Monitoring/Audit Committee presented the following nine (9) resolutions before the Governance Committee and recommended they be placed on the December 13, 2023 Board of Trustees Consent Agenda.

- A. RESOLUTION 2023-126 – AUTHORIZING A CONTRACT WITH PORTS PETROLEUM COMPANY, INC. FOR THE PURCHASE OF ULTRA-LOW SULFUR DIESEL FUEL FOR TRANSIT COACHES
- B. RESOLUTION 2023-127 – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH DEVELOPMENT DIMENSIONS INTERNATIONAL, INC. FOR THE TWO (2) YEAR FOUNDATIONS SUBSCRIPTION
- C. RESOLUTION 2023-128 – AUTHORIZING EXPENDITURES FOR THE CONTRACT WITH T-MOBILE USA, INC. FOR CELLULAR AND CUSTOMER WI-FI SERVICES
- D. RESOLUTION 2023-129 – AUTHORIZING EXPENDITURES WITH TRAPEZE SOFTWARE GROUP FOR THE ITS SOFTWARE SYSTEM MAINTENANCE AGREEMENTS
- E. RESOLUTION 2023-130 – AUTHORIZING EXPENDITURES WITH VONTAS FOR THE ITS SOFTWARE AND HARDWARE SYSTEM MAINTENANCE AGREEMENTS



- F. RESOLUTION NO. 2023-131 -- AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH TRANSDEV SERVICES, INC. FOR TRANSPORTATION SERVICES FOR SENIORS AND INDIVIDUALS WITH DISABILITIES
- G. RESOLUTION 2023-132 – AUTHORIZING A CONTRACT WITH THE AUDITOR, STATE OF OHIO FOR AUDIT SERVICES
- H. RESOLUTION 2023-133 – AUTHORIZING AN AMENDMENT TO RESOLUTION 2022-139 TO REVISE APPROPRIATIONS FOR THE EXPENDITURES OF THE CENTRAL OHIO TRANSIT AUTHORITY FOR THE CALENDAR YEAR ENDING DECEMBER 31, 2023
- I. RESOLUTION 2023-134 – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH HDR ENGINEERING, INC. FOR ARCHITECTURAL TRANSIT PLANNING AND ENGINEERING SERVICES

8. OTHER BUSINESS

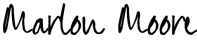
Chair Moore encouraged attendance at the upcoming Rosa Parks Event on December 7, 2023.

9. ADJOURNMENT

Upon a motion given by Vice Chair Mentel and seconded by Trustee Tolliver, the meeting ended at 4:34 PM. The next Governance Committee meeting is Thursday, January 11, 2024, at 4:00 PM.

Adopted: _____ January 11, 2024 _____

Signed: _____

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Chair, Governance Committee

Attest: _____

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President/CEO

GOVERNANCE COMMITTEE MEMBERS

- Marlon Moore, Chair
- Sean Mentel
- Shannon Tolliver
- Julie Colley