



MEETING: GOVERNANCE COMMITTEE

DATE: THURSDAY, NOVEMBER 7, 2024

TIME: 4:00 PM – 5:00 PM

LOCATION: COTA – WG PORTER BOARDROOM | 33 N HIGH ST., COLUMBUS, OH

MEETING MINUTES

1. CALL TO ORDER

Chair Moore called the September 12, 2024, meeting of the Governance Committee to order at 3:01 PM.

2. ROLL CALL

Board Members Present

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

Board Members Excused

Marc Reitter, Trustee

3. APPROVAL OF GOVERNANCE COMMITTEE MINUTES

A. JULY 11, 2024, GOVERNANCE COMMITTEE MINUTES

Vice Chair Mentel motioned to approve the July 11, 2024, Governance Meeting Minutes. Trustee Tolliver seconded the motion. Motion carried.

4. NEW BUSINESS

Kevin Robertson from the Auditor of State's Office presented the audit report for fiscal year 2023. It was a clean unmodified audit the best that can be given. Kevin thanked Chief Financial Officer, Erin Delffs, and his team for their hard in providing the information for the audit.

Chief Financial Officer, Erin W. Delffs presented the LinkUS Financial Model update to the committee



Sophia Mohr, Chief Innovation & Technology Officer presented the Mid-Year Performance Incentive Compensation report.

Patrick Harris VP, External Relations presented the RESOLUTION 2024 XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH APISOURCE, INC FOR COMPREHENSIVE BRANDED & PROMOTIONAL MATERIALS SERVICES to the committee.

Amy Hockman, Chief of Transit Operations presented the following three resolutions to the committee.

- A. RESOLUTION 2024-XX – AUTHORIZING A CONTRACT WITH GILLIG LLC FOR THE PURCHASE OF MESCELLANEOUS PARTS FOR TRANSIT VEHICLES
- B. RESOLUTION 2024-XX – AUTHORIZING A CONTRACT WITH CUMMINS SALES AND SERVICE FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES
- C. RESOLUTION 2024-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH WRIGHT EXPRESS FUEL CARD SYSTEM (WEX) FOR THE PURCHASE OF UNLEADED GASOLINE

Sophia Mohr, Chief Innovation & Technology Officer presented the following three resolutions to the committee.

- D. RESOLUTION 2024-XX – AUTHORIZING EXPENDITURES FOR THE CONTRACT WITH SFB CONSULTING, LLC FOR TECHNOLOGY STRATEGY AND SUPPORT SERVICES
- E. RESOLUTION 2024-XX – AUTHORIZING A CONTRACT WITH 22ND CENTURY TECHNOLOGIES INC FOR CYBERSECURITY INCIDENT RESPONSE AND STAFFING SERVICES
- F. RESOLUTION 2024-XX – AUTHORIZING ADDITIONAL EXPENDITURES WITH INFOR (US) LLC FOR THE TRANSFORMATIONAL UPGRADE OF THE CURRENT ENTERPRISE RESOURCE PLANNING SYSTEM

Andy Biesterveld, Chief Engineer, and Mechanical Officer presented the following six resolutions to the committee.

- G. RESOLUTION 2024-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH ALTERRA REAL ESTATE ADVISORS FOR PROPERTY MANAGEMENT SERVICES
- H. RESOLUTION 2024-XX – AUTHORIZING A CONTRACT WITH AEP OHIO CONTRIBUTION-IN-AID-OF-CONSTRUCTION AGREEMENT (CIAC) FOR ELECTRIC DISTRIBUTION SERVICE FOR 33 WEST SPRING STREET
- I. RESOLUTION 2024-XX – AUTHORIZING A CONTRACT WITH CUSHMAN AND WAKEFIELD U.S., INC. FOR PROPERTY LEASING/REAL ESTATE BROKERAGE AND STRATEGIC ADVISORY SERVICES



- J. RESOLUTION 2024-XX – AUTHORIZING A CONTRACT WITH CHARGEPOINT INC FOR A CHARGE MANAGEMENT SOFTWARE (CMS) FOR COTA’S FLEET OF BATTERY ELECTRIC BUSES (BEBS)
- K. RESOLUTION 2024-XX – AUTHORIZING SUBMISSION OF COTA’S 2024 ATTRIBUTABLE FUNDING APPLICATION TO MID-OHIO REGIONAL PLANNING COMMISSION (MORPC), AND COTA’S COMMITMENT TO ITS LOCAL SHARE IN THE PROJECT COSTS AND MAINTENANCE OF THE PROPOSED PROJECTS
- L. RESOLUTION 2024-XX – AUTHORIZING A CONTRACT WITH NEW FLYER OF AMERICA INC. FOR THE PURCHASE OF ELECTRIC BUS CHARGING EQUIPMENT

Erin W. Delffs, Chief Financial Officer presented the following three resolutions to the committee.

- M. RESOLUTION 2024-XX – AUTHORIZING A NO FARE DAY FOR VETERANS IN RECOGNITION OF VETERANS DAY, NOVEMBER 11, 2024
- N. RESOLUTION 2024-XX – AUTHORIZING A NO FARE DAY ON ELECTION DAY, NOVEMBER 5, 2024
- O. RESOLUTION 2024-XX – ACCEPTING THE AUDIT PERFORMED BY THE AUDITOR OF THE STATE OF OHIO FOR FISCAL YEAR ENDING DECEMBER 31, 2023

It was recommended that the resolutions go to the consent agenda for the Board of Trustees. However, the three resolutions from the Finance Division will go to the regular agenda for the Board of Trustees.

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

Chair Mentel shared that the Strategic and Operational Planning Committee met on September 10, 2024. Chief Innovation Officer Sophia Mohr presented the IT/Innovation Update. Maria Schaper, Transportation Study Director at MORPC, provided the TSI Program Update.

The RESOLUTION 2024-88 – AUTHORIZING A FOURTH AMENDMENT TO THE MEMORANDUM OF UNDERSTANDING WITH THE CAPITAL CROSSROADS SPECIAL IMPROVEMENT DISTRICT AND THE MID-OHIO REGIONAL PLANNING COMMISSION FOR THE CONTINUATION OF THE DOWNTOWN C-PASS PROGRAM was presented to the committee. It was recommended to be place on the consent agenda for the Board of Trustees.

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

Chair Tolliver shared that the External Stakeholder Relations Committee met on September 10, 2024. Sarah McQuaide, Director, Marketing & Engagement, and Jeff Pullin, Director, Public & Media Relations shared the Marketing and Media Relations Update.

Aslyne Rodriguez, Sr. Director, Regional Strategic Partnerships presented the Community Engagement update. Introducing her team and their roles at COTA.



Casey Blazer, External Relations Manager, and Kelsey Ellingsen, Director, Local Government Affairs, presented the update on the Government Affairs and Grants Pursuits.

Patrick Harris, VP, of External Relations, presented to the committee the LinkUS Update.

7. PERFORMANCE MONITORING/AUDIT COMMITTEE REPORT – ERIN W. DELFFS, CHIEF FINANCIAL OFFICER.

The Performance Monitoring/Audit Committee did not meet in September.

8. OTHER BUSINESS

No other business was presented.

9. ADJOURNMENT

Vice Chair Mental motioned to adjourn the meeting. Trustee Tolliver seconded the motion. The motion carried. The meeting was adjourned at 4:12 PM.

Adopted: _____ November 7, 2024

Signed:

DocuSigned by:



9581BD484F924B3...

Chair, Governance Committee

Attest:

DocuSigned by:



C080309020B34D2...

President/CEO