

Board of Director's Meeting Summary

Meeting Date/Time: January 21, 2020, 6:30-9:00pm

Location: Remote via Zoom

Board Member Attendees: Raymond Hess, Jesse Miller, Kyra Sims, Roger Hewitt, Kathleen Mozak, Richard Chang, Mike Allemang, Ryan Hunter, Sue Gott, Eric Mahler (Chair)

AAATA Staff Attendees: Matt Carpenter (CEO), Bryan Smith, Forest Yang, John Metzinger

Meeting Chair: Eric Mahler

Chairman Eric Mahler called the meeting to order at 6:30 pm.

Discussion Items

1. OPENING ITEMS

1.1 Approve Agenda

Mr. Roger Hewitt moved to approve the agenda, seconded by Mr. Ryan Hunter.

In support of the motion:

Mr. Mike Allemang: Yes

Mr. Rich Chang: Yes

Ms. Sue Gott: Yes

Mr. Raymond Hess: Yes

Mr. Hewitt: Yes

Mr. Hunter: Yes

Mr. Jesse Miller: Yes

Ms. Kathleen Mozak: Yes

Ms. Kyra Sims: Yes

Chairman Mahler: Yes

The motion passed unanimously.

1.2 Public Comment

Shaira Daya e-mailed the below letter to be shared:

RE: Public Comment on 2021 Service Restoration and Impacts to Food Access

Dear Board of Directors:

The Washtenaw County Food Policy Council encourages the AAATA to prioritize equitable food access in decision-making, as AAATA restores services and develops the August 2021 Service Restoration Plan. Given high rates of food insecurity in our community due to the COVID-19 pandemic, we emphasize the following to help ensure that our county's most vulnerable residents who rely on public transport do not experience additional hardship with regards to food access:

- Fixed service routes to major grocery stores must be restored.

- We recommend that AAATA restore transportation to food access sites beyond major grocery stores, such as farmers markets, food pantries, and free meal programs.
- The use of FlexRide to replace certain fixed-routes may impact low-income residents' ability to access food sites due to reduced hours of operations, frequency of services, and delays to same day service compared with standard fixed-route transportation.
- We continue to support GroceryRide Service and recommend that any service restoration plan ensures that our most vulnerable neighbors, including seniors, people with disabilities, non-English speakers, and low-income residents, have equitable access to food sites via public transit.

We look forward to providing more specific feedback as the August 2021 Restoration Plan becomes publicly available and open for comment.

Sincerely,
 Washtenaw County Food Policy Council (WFPC)
 WFPC Food Access and Nutrition Policy Action Team

Robert Pawlowski expressed his eagerness for service changes this year, complimented TheRide's performance through the pandemic, and asked the following questions:

- Might an expansion of FlexRide to parts of Western Wayne County (Wayne, Delvo, Canton, areas around Metro Airport, Downtown Romulus,) be possible this year?
- If there were service to the Detroit Greenfield RV Park on Bunton Rd., where would AAATA drop off passengers (at the gate or inside the campground)?
- Is there an app in place for FlexRide?
- Would AAATA consider starting to run Route 46 from the Detroit Greenfield RV Park?
- In regard to the Briarwood Mall, would AAATA consider having the buses go back to the bus stop shelter?

Mr. Pawlowski also expressed not being a big fan of Nova buses because his perspective is that it limits the majority of passengers to sitting in the back. He also asked if AAATA has started running that new fleet yet.

Jim Mogensen shared that he was involved in writing the letter from Shariah Daya (WFPC). He has reached out to Bryan Smith in regard to GroceryRide and sent him a link to the WATS public transit coordination plan. He described learning that the RTA has created a regional human services coordination plan and shared that he attended both the WATS Policy and Board meetings.

1.3 General Announcements

Mr. Metzinger announced that last month Congress passed additional Coronavirus relief funding which included money for public transportation. The good news is that AAATA is expecting more federal funding for the pandemic. Staff are working to unpack more information about what this means and how much is being talked about. More details will be brought forward soon to the Board and public. Meanwhile, AAATA would like to thank their US Congressional Delegation for their support.

Ms. Gott announced that before the holiday, UofM released a document in draft form - the President's Commission on Carbon Neutrality. It is being pretty widely circulated. The City had a representative participating on that. She expressed that she brought

this up because there are some references to transit to remote parking and other mobility initiatives, electric vehicles, the use of dedicated bike lanes, things that AAATA Board members and listeners might be interested in reading. She described that there is a [portal](#) available for public comments; anyone is invited to give comments on the document. She stressed that it is a draft, so there is nothing that is approved yet, but it is certainly available if people are interested in reviewing it and offering their input.

CEO Carpenter recommended that Mr. Pawlowski (who posed several questions during the public comment section) could visit the AAATA website. Under the Leadership column there is a [web form](#) where he can submit any question that he would like at any length, and staff will respond to him.

Chairman Mahler shared that he met with CEO Carpenter on Friday, January 15th where he went over the CEO Evaluation. He thanked the Board members for turning those in. This process is now complete.

2. CONSENT AGENDA

2.1 Minutes, Committee Meeting Reports, & FY2022 State Application Resolution

Mr. Hewitt moved to approve the consent agenda, seconded by Mr. Miller.

In support of the motion:

Mr. Allemang: Yes

Mr. Chang: Yes

Ms. Gott: Yes

Mr. Hess: Yes

Mr. Hewitt: Yes

Mr. Hunter: Yes

Mr. Miller: Yes

Ms. Mozak: Yes

Ms. Sims: Yes

Chairman Mahler: Yes

The motion passed unanimously.

Attachment 1

Resolution 01/2021

RESOLUTION OF INTENT TO APPLY FOR FINANCIAL ASSISTANCE FOR FISCAL YEAR 2022 UNDER ACT 51 OF THE PUBLIC ACTS OF 1951, AS AMENDED

WHEREAS, pursuant to Act 51 of the Public Acts of 1951, as amended (Act 51), it is necessary for the Ann Arbor Area Transportation Authority (AAATA) established under Act 55 of 1955 to provide a local transportation program for the state fiscal year of 2022 and, therefore, apply for state financial assistance under provisions of Act 51; and

WHEREAS, it is necessary for the AAATA, to name an official representative for all public transportation matters, who is authorized to provide such information as deemed necessary by the State Transportation Commission or department for its administration of Act 51; and

WHEREAS, it is necessary to certify that no changes in eligibility documentation have occurred during the past state fiscal year; and

WHEREAS, the performance indicators for this agency have been reviewed and approved by the AAATA; and

WHEREAS, the AAATA, has reviewed and approved the proposed balanced budget and funding sources of estimated federal funds \$19,149,885, estimated state funds \$15,799,935, estimated local funds \$16,668,984, estimated farebox funds \$5,925,604, and estimated other funds \$1,796,268, with total estimated expenses of \$59,340,676.

NOW THEREFORE, be it resolved that the AAATA hereby makes its intentions known to provide public transportation services and to apply for state financial assistance with this annual plan, in accordance with Act 51; and

HEREBY, appoints Matthew Carpenter as the Transportation Coordinator, for all public transportation matters, who is authorized to provide such information as deemed necessary by the State Transportation Commission or department for its administration of Act 51 for 2022.

Eric A Mahler

Eric A. Mahler, Chair

January 21, 2021

Kyra Sims

Kyra Sims, Secretary

January 21, 2021

3. POLICY MONITORING & DEVELOPMENT

3.1 Committee Meeting Discussion

Ms. Mozak pointed out that the Service Committee Meeting Summary should indicate that CEO Carpenter was present. He was mistakenly not listed as an attendee on the summary.

3.2 Board Retreat Update (Verbal)

Chairman Mahler shared that the remote retreat dates have been confirmed:

- Part I: Friday, February 12, 9am-12pm
- Part II: Wednesday, March 3, 9am-12pm

Chairman Mahler noted that as many as possible of the topic ideas presented by the Board members will be incorporated. He shared that the approach will be to let the staff explain their long-term process and substance of their planning, and then generally have the Board react to it. CEO Carpenter and Chairman Mahler had a discussion about this, and the staff would come up with a strategic vision and spend a good part of

the first session on February 12th discussing the staff's ideas for long-term vision and planning, giving the Board something to react to. Among the topics that were talked about were process substance, resources, millage, mode sharing, capital projects, regionalism, ridership vs. coverage, and timing. He explained that he wants to give the staff a wide latitude to present their vision to the Board. He noted that it is not too late if any Board members have certain other ideas that they did not get around to sharing with Chairman Mahler before. They can send him an e-mail with those ideas, and he will make sure they get into CEO Carpenter's hands.

He described that Part II of the retreat will be mostly brainstorming and reshaping. It is not expected to have the next 5-year or 10-year plan worked out in one retreat. But it is expected to at least have a good idea of where AAATA can head and the process that it may take to get there. Chairman Mahler expressed hoping to get some timing down and general guidelines about when the Board would like to see the process fully completed in terms of its development.

3.3 LAC Task Force Report (Verbal)

Ms. Mozak reported that the LAC Task Force met in December. They reviewed all of the excellent recommendations from Policy Governance Coach Rose Mercier. Based on those recommendations, the Task Force came up with some ideas of how they would like to proceed in terms of policy language. That will be presented to the Governance Committee at the end of this month. From there, if there is nothing further to do, the recommendation will be brought to the Board.

3.4 Monitoring Report (Policy 2.0)

CEO Carpenter noted that it was brought to his attention by a Board member via the survey done of the monitoring report that there were some inconsistencies between the monitoring report and what was on the AAATA website. For this Board meeting, CEO Carpenter went back through the monitoring report with tracked changes and fixed the errors. He noted that it came down to the timing and completeness of some of the other monitoring reports that were done over the last year.

CEO Carpenter shared that otherwise, there were good responses to the monitoring report. He noted that several of the monitoring reports were delayed over the last year, and a couple of them were not submitted at all. This was due to the pandemic. During discussions with one of the Committees, CEO Carpenter described that the question was raised if staff had the deferrals authorized. He explained that there really were not specific actions taken. Rolling through the early days of the pandemic, there was a decision made that staff could delay some of these things, if they need to, if their time and energy were better spent addressing the pandemic. CEO Carpenter expressed that staff did that in an ad hoc fashion, not pre-approved.

CEO Carpenter also pointed out that the monitoring schedule was changed and accepted by the Board in November. This had the unintended effect of moving some of the monitoring reports around. He described Committee discussions of the CEO's interpretation, an interpretation that indicates the CEO's compliance with this policy if the Board has found him compliant with all the other the policies within it. CEO Carpenter welcomed further discussion of this interpretation.

Mr. Hess posed the question that if someone on the team were found guilty of breaking the law, how would the Board be informed of it? Does the mechanism need to be explicit in the policy? He also shared that he was happy to accept the report and could even move as such.

Chairman Mahler noted that the Board does have policies that state the CEO shall not allow the Board to go uninformed about major developments, nor will he allow the Board to be surprised.

CEO Carpenter shared that policy 2.10.1.2 requires him to inform the Board of any anticipated or actual non-compliance, regardless of the monitoring schedule.

Mr. Allemang expressed how difficult it is to prove a negative.

Mr. Hewitt somewhat echoed Mr. Allemang's comment. He described that unlawful is able to be defined, but imprudent or in violation of commonly accepted business practices or professional ethics is difficult to define. He asked how one proves not being imprudent and also asked what commonly accepted business practices and professional ethics are. He expressed that he would be interested to see what Rose Mercier has to say about that.

Chairman Mahler described that the adoption of these descriptors was done so knowing that it would be stressful for the staff and CEO to provide evidence, but the Board went forward with them because they convey certain values that are important to the organization. He would also be willing to see if Ms. Mercier has any suggestions about how to comply with the policy or provide evidence.

Mr. Miller expressed his concern that an entire calendar year will have elapsed since the Treatment of Staff policy was monitored. He asked what timespan will be included in the next monitoring report, as not to have a period of time go unmonitored.

CEO Carpenter expressed that the latest monitoring report refers back to as far as to the time of the last report. The next Treatment of Staff policy monitoring report in June of 2021 will monitor 16-18 months to compensate for the change in the schedule. He reported that an anonymous employer survey was conducted in October and the results are going to be a part of the next Treatment of Staff monitoring report.

CEO Carpenter responded to Mr. Miller's inquiry that the last 2.0 monitoring report was presented to the Board in October of 2019. He noted that the Treatment of Staff monitoring report was delayed in part because of the pandemic and not knowing what the value would be of asking staff how they think things are going at the lowest possible moment.

Ms. Mozak expressed that she appreciates the language of the policy, though they are difficult to prove. She noted that Ms. Mercier stresses that it is the responsibility of the CEO to interpret the policy, not the Board's, and that the Board's first consideration in writing a policy should not be to make it easier for the CEO to interpret.

Mr. Hewitt moved to approve the CEO as in compliance except for items noted (B), seconded by Ms. Gott.

In support of the motion:

Mr. Allemang: Yes

Mr. Chang: Yes

Ms. Gott: Yes

Mr. Hess: Yes

Mr. Hewitt: Yes

Mr. Hunter: Yes

Mr. Miller: Yes

Ms. Mozak: Yes

Ms. Sims: Yes

Chairman Mahler: Yes

The motion passed unanimously.

3.5 Board Disclosure Statements Due (Policy 3.3.2.1)

Mr. Metzinger confirmed that all Board members have completed this disclosure. The disclosures are on file and available for inspection if anyone would like to have a look.

3.6 Audit Update (Verbal)

Ms. Sims reported that the Audit Task Force met at the beginning of December for a preliminary kickoff with the auditors at UHY. Ms. Gott and Ms. Mozak are also on the Task Force with Ms. Sims and the Finance Team. The Task Force will meet again in February to go over the preliminary findings of the auditors. Then the report will be submitted to the full Board at the February Board meeting.

Ms. Sims explained that part of the audit process, aside from working with staff, is also to conduct an interview with a member of the Board, which has happened the past 3 years. Ms. Sims did this last year and again this year with UHY about a month ago. She described the interview as having gone well and that she does not think that there will be any findings from that interview. Otherwise, there was nothing else substantive to discuss at this time because the report has not been received yet. February will be the time when the report is reviewed in detail.

4. STRATEGY & OPERATIONAL UPDATES: CEO

4.1 Service Restoration Plan (Conclusion)

CEO Carpenter described how this topic has been discussed for a couple of months. He noted that unless the Board asks him to do otherwise at this meeting, staff are going to move forward with restoring most of AAATA's services in August of 2021, starting with public involvement and releasing the detailed plan. He noted that the biggest item to have come up over the passage of time during which this plan has been discussed has been the election of President Biden and the passage of additional relief funding. AAATA does know that they will be receiving more relief funding, which improves their financial position and makes it probably easier and less risky for them to move forward with the service restoration. He noted that if something negative happens in the future, the course can be changed at that time, if needed.

Mr. Allemang asked what the plan is for public involvement. Mr. Yang described that by late February, AAATA will communicate the details to Board members for feedback, then the key stakeholders (authority members, POSA members, university, DDA) for feedback, followed by a public release in the beginning of March. All of the details will be available for the public to review. Late in March, AAATA will conduct a public town house for public questions and feedback. That will be closed by the beginning of April. By June, there is a plan to come back with the recommended change for public and stakeholder feedback. The end of June will be the cutoff time for that.

Ms. Mozak thanked Mr. Yang for conducting two rounds of public comment and engagement. She described the importance of allowing the public to give feedback initially and then see what is being proposed and give feedback again.

4.2 Long Range Plan Process (Discussion)

CEO Carpenter described AAATA's proposed process for how the Board, public, and stakeholders will all be involved in long-range planning for services and programs. He described the steps by which AAATA hopes to reach its goal to have a long-term vision plan nailed down by March of 2022. He pointed out a timeline crunch in 2022 when the

finishing touches are going to still be in motion with the long-range plan while the initial planning for the millage must begin, but staff do think this will be manageable.

Mr. Miller asked about the hiring of consultants to lead the project. CEO Carpenter noted that staff will be leading the consultants. Consultants are being brought on to supplement staff capacity and provide specialized skills. Mr. Miller offered his support for hiring consultants. He asked when the consultant will be hired and from whom the Board should be expecting reports, from the consultant or staff.

CEO Carpenter shared that Board members may see or hear from the consultants. It will be coming through staff as well.

Mr. Yang noted that staff have a proposal to review right now. The approach being reviewed does have some direct contact with the Board members from the consultant. He noted that the public, Board members, key stakeholders, and riders will have an opportunity to get their feedback into the process.

4.3 CEO Report

CEO Carpenter highlighted that over the last month it has become apparent to him that staff need a breather. It has been 10 months of not only keeping the lights on, but also modernizing the agency. There are signs of burn out, delayed material, and errors that normally would not occur. CEO Carpenter noted that he will begin slowing down a bit and giving staff some time to recuperate. He may suggest the deferral of some items in an effort to preserve the staff capacity. There are certain deadlines that cannot be moved, which will become the priority, like service restoration.

CEO Carpenter reported that employee vaccination has begun. Staff are identified as essential workers. The availability of the vaccines has become a bit of a start and stop problem. There are just not enough vaccine doses to go around. Office staff are trying to hold back a little so that the frontline staff can get in first. AAATA does not have any corporate control over how individual staff make their appointments. Staff are being encouraged to take the vaccine, but it is a voluntary opportunity, at least initially. It is being acknowledged that some staff may not agree with taking the vaccine. It is also being acknowledged that if a lot of staff do not get vaccinated, there could be a problem in the future.

CEO Carpenter thanked Reggie Whitlow for his many years of service. Mr. Whitlow has been an operations supervisor for decades and acting manager for a while as well. AAATA thanks him for his years of service and dedication and wishes him well in his next opportunities.

Ms. Gott asked that the Board echo CEO Carpenter's good wishes to Mr. Whitlow. She described Mr. Whitlow as a great ambassador and expressed her and the Board's gratitude. She and the Board extended their best wishes to Mr. Whitlow.

Chairman Mahler acknowledged Mr. Whitlow's service and what a great employee he has been for TheRide. He also thanked him for staying through this pandemic and helping provide the continuity of leadership through this very difficult time. Chairman Mahler expressed that employees like Mr. Whitlow are really the glue that has held the organization together for the last several months and many years prior to that.

Chairman Mahler asked about the Transit-orient Development Ordinance and how AAATA is collaborating with the City at this point. Mr. Yang described a meeting AAATA staff had with City staff where they got the City's proposal for this transit supportive development. CEO Carpenter and Mr. Yang had a chance to review them

and have feedback for the City staff. Another meeting is being set up to review AAATA's comments. Mr. Yang expressed that AAATA does not generally have a lot of concerns; the direction that the City is heading is kind of in line with AAATA's vision, but there are a couple of issues. City staff are working with AAATA to finalize the recommendation and will possibly invite AAATA staff to the planning commission presentation for AAATA to consider and give support. In the next week or so, Mr. Yang hopes to finalize AAATA's feedback and have a review and finalize the recommendation.

Mr. Allemang expressed his appreciation of CEO Carpenter's staff capacity comments and offered all his support. He shared that he trusts CEO Carpenter in making decisions that are wise in terms of giving consideration to the staff, considering they are the most important asset that TheRide has.

5. EMERGENT BUSINESS

None.

6. CLOSING ITEMS

6.1 Topics for Next Meetings:

6.1.1 Board Retreat – Part I – February 12, 2021.

6.1.2 February Board Meeting – February 18, 2021

- FY2020 Audit Report
- Financial Condition & Activities (Policy 2.5)
- Monitoring Report (4.0-4.4)

6.2 Public Comment

Jim Mogensen reminded the Board of his ADA regulations concerns in regard to the LAC. He shared that CEO Carpenter reached out to him. He described his understanding that ADA requires that agencies have an ongoing process for members of seniors of disability – to have an ongoing participation in both the planning and operations. He pointed to documentation that described FDA not requiring authorities to have Citizen Advisory Boards. Then he described the question of the role of Advisory Boards in the policy governance model. He noted that the concern he was having in November was because there has been discussion of changing who qualifies for paratransit and going back to just doing what the ADA requires; his concern is that those couple of things would come together at the same time as a change in paratransit. Mr. Mogensen expressed that he does not believe that people are trying to manipulate, but he is guessing that others may come to different conclusions.

In regard to the RTA, when he attended their meetings, he shared that he talked about Section 5311, which is the rural funding, part of which is the 5311 subpart F. He explained that is what funds the inner-city rural Greyhound Indian Trails, and there is some concern with what will happen with Michigan Flyer and how it applies.

In regard to the transit supported development, he expressed that the concern he had early on with transit supported development is not the height so much but how it is that transit supported development is paying for the transit.

In regard to the service changes, he described that in late February, AAATA is going to speak to the key stakeholders and then in the beginning of March the general public will know. He described that in June of 2020, people in Ypsilanti were spoken with, and the comment at the time was that things went well. Then there was a July meeting, where there was a lot of public comment. He emphasized that the public is the owner of the public transit authority.

Michelle Barney asked how the public will be notified of public comment in the Fall. CEO Carpenter shared that dates and times will be pushed out on the website, social media, and possibly via print media. CEO Carpenter extended the courtesy of giving Ms. Barney a call as well to notify her.

Ms. Barney asked if there is anything more CEO Carpenter could share about the additional relief funding from the federal government. She expressed some concern that Pete Buttigieg was nominated for US Secretary of Transportation, but she understands that he has little experience with public transportation.

CEO Carpenter described the CRRSA Act that will provide \$900M in relief, a portion of which is for public transit, that was passed in late December 2020. He compared the process of funding to that of the CARES Act, which flowed through established formulas and was clear pretty quickly. CRRSA funding is flowing through a new formula that has caused some confusion. AAATA has heard a range of numbers, but until it is certain, CEO Carpenter does not want to announce one number being received and then have to change it. He also noted that there are several pieces of legislation coming from Congress this year that could be relevant.

Ms. Barney asked if there is anything for transportation in the new American rescue proposal that President Biden is going to put before Congress. CEO Carpenter shared that he attended an APTA meeting prior to this Board meeting today, and it does sound like there could be some additional relief there, but that has a long way to go.

Ms. Barney expressed that it would be consistent with President Biden's climate statements to want to support mass transit.

6.3 Closed Session Briefing (as per OMA)

Ms. Sims motioned to go into closed session pursuant to section 8(c) of the Open Meetings Act for strategy connected with the negotiation of a collective bargaining agreement. This was seconded by Ms. Gott.

Chairman Mahler conducted a roll call vote for this.

In support of the closed session:

Mr. Allemang: Yes

Mr. Chang: Yes

Ms. Gott: Yes

Mr. Hess: Yes

Mr. Hewitt: Yes

Mr. Hunter: Yes

Mr. Miller: Yes

Ms. Mozak: Yes

Ms. Sims: Yes

Chairman Mahler: Yes

The Board went into the closed session at 8:00 pm.

Mr. Allemang motioned to go out of closed session, seconded by Mr. Hewitt. Chairman Mahler took a roll call vote.

In support of going out of closed session:

Mr. Allemang: Yes

Mr. Chang: Yes

Ms. Gott: Yes

Mr. Hess: Yes
Mr. Hewitt: Yes
Mr. Hunter: Yes
Mr. Miller: Yes
Ms. Mozak: Yes
Ms. Sims: Yes
Chairman Mahler: Yes

At 8:52pm, the Board voted unanimously to come out of the closed session.

6.4 Board Assessment of Meeting (Electronic)

6.5 Adjournment

Ms. Mozak moved to adjourn, seconded by Mr. Miller.

In support of the motion:

Mr. Allemang: Yes
Mr. Chang: Yes
Ms. Gott: Yes
Mr. Hess: Yes
Mr. Hewitt: Yes
Mr. Hunter: Yes
Mr. Miller: Yes
Ms. Mozak: Yes
Ms. Sims: Yes
Chairman Mahler: Yes

The motion passed unanimously.

Chairman Mahler adjourned the meeting at 8:56pm.

Respectfully submitted by: Keith Everett Book

Approved February 18, 2021