

Board of Director's Meeting Agenda

Meeting Date/Time: July 22, 2021, 6:30-9:00pm

Location: REMOTE – Via Zoom

To join by computer: (You will be able to use your computer audio.)

1. Click on this link: [Zoom](#) (If you are using an Ipad, you must download Zoom first.)
2. You will be prompted to register with your name and e-mail address, then go directly into the meeting.

To join by phone:

1. Dial any of these numbers: (For higher quality, dial a number based on your current location): 301-715-8592 or 312-626-6799 or 929-205-6099 or 253-215-8782 or 346-248-7799 or 669-900-6833.
International numbers available: <https://theride-org.zoom.us/j/kcqwao1xy2>
2. Enter the Webinar ID: 890 2168 8250

Meeting Chair: Eric Mahler

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2. CONSENT AGENDA			
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4.1 Final Aug Service Plan	O	Yang	54
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5. EMERGENT ITEMS			
6. CLOSING ITEMS			
6.1 Topics for Next Meetings			
6.1.1 2021 AAATA Board Retreat – Part 3		Thurs., Aug. 12, 2021	
6.1.2 AAATA Board Meeting Monitoring: Investments (Policy 2.6) Q3 Finance Report		Thurs., Aug. 19, 2021	

Q3 Service Report FY2022 Budget Preview			
6.2 Public Comment			
6.3 Adjournment			

* M = Monitoring, D = Decision Preparation, O = Other

If additional policy development is desired:

Discuss in Board Agenda Item 3.0 Policy Monitoring and Development. It may be appropriate to assign a committee or task force to develop policy language options for board to consider at a later date.

Emergent Topics

Policy 3.13 places an emphasis on distinguishing Board and Staff roles, with the Board focusing on “long term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.” Policy 3.1.3.1 specifies that that Board use a structured conversation before addressing a topic, to ensure that the discussion is appropriately framed:

1. What is the nature of the issue? Is the issue within the scope of the agency?
2. What is the value [principle] that drives the concern?
3. Whose issue is this? Is it the Board’s [Policy, 3.0 and 4.0] or the CEO’s [running the organization, 1.0 and 2.0]?
4. Is there already a Board policy that adequately covers the issue? If so, what has the Board already said on this subject and how is this issue related? Does the Board wish to change what it has already said?

Board of Director’s Meeting Summary
Meeting Date/Time: June 17, 2021, 6:30-9:00pm

Location: Remote via Zoom

Board Member Attendees: Jesse Miller, Roger Hewitt, Kathleen Mozak, Richard Chang, Mike Allemang, Kyra Sims, Raymond Hess, Ryan Hunter (arrived at 7:28pm), Eric Mahler (Chair)

AAATA Staff Attendees: Matt Carpenter (CEO), Bryan Smith, Forest Yang, Dina Reed, LaTasha Thompson, Rosa-Maria Njuki, Gwyn Newsome, Sue Fickau

Meeting Chair: Eric Mahler

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

Discussion Items	
1. OPENING ITEMS	
1.1	<p>Approve Agenda Chairman Mahler proposed moving agenda item 3.2 Bylaw Task Force Update into the Closed Session at agenda item 5.1. He asked the Board members to approve the agenda with this amendment while stating their name and the location from which they joined this virtual meeting: Ms. Kathleen Mozak moved to approve the agenda as amended, seconded by Ms. Kyra Sims. In support of the motion: Mr. Mike Allemang (reporting in from Ann Arbor, Washtenaw County): Yes Mr. Rich Chang (reporting in from Genesee County): Yes Mr. Raymond Hess (reporting in from Ann Arbor, Washtenaw County): Yes Mr. Roger Hewitt: Mr. Hewitt was having technical issues at the start of the meeting. He was unable to announce from where he was reporting or vote on the agenda during this roll call. Mr. Jesse Miller (reporting in from Ypsilanti, Washtenaw County): Yes Ms. Kathleen Mozak (reporting in from Ann Arbor, Washtenaw County): Yes Ms. Kyra Sims (reporting in from Ann Arbor, Washtenaw County): Yes Chairman Mahler (reporting in from Ann Arbor, Washtenaw County): Yes</p> <p>The motion passed unanimously.</p>
1.2	<p>Public Comment Mr. Robert Pawlowski called in from Southgate, Wayne County, MI to thank TheRide’s staff for all the hard work they have done throughout the Service Recovery Proposal. He also shared that he was at the most recent LAC meeting and would like to know when the July LAC meeting is being held. Mr. Smith confirmed that the LAC meeting will be held on July 13th, 1:30-3pm.</p> <p>Ms. Michelle Barney asked planning to consider making the evening hours of operations (at least for Ypsilanti) later than they are currently, noting that theatres and restaurants are opening up, which she needs to access via ARide.</p>
1.3	General Announcements

1.3.1 Introductions: Dina Reed (new Deputy CEO, Finance & Administration) and Sue Fickau (new Mobility Manager)
CEO Carpenter introduced Dina Reed, who comes to AAATA with a long history of successful senior level positions in finance functions of the transportation industry, most recently from The Rapid in Grand Rapids.

Mr. Smith introduced Sue Fickau, who comes to AAATA with a background in both municipality and senior housing work.

2. CONSENT AGENDA

2.1 Minutes & Committee Meeting Reports

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

In support of the motion:

Mr. Mike Allemang: Yes

Mr. Rich Chang: Yes

Mr. Raymond Hess: Yes

Mr. Roger Hewitt: Mr. Hewitt was having technical issues at the start of the meeting. He was unable to vote on the consent agenda during this roll call.

Mr. Jesse Miller: Yes

Ms. Kathleen Mozak: Yes

Ms. Kyra Sims: Yes

Chairman Mahler: Yes

The motion passed unanimously.

3. POLICY MONITORING & DEVELOPMENT

3.1 Committee Meeting Discussion

None.

3.2 Bylaw Task Force Update

This topic was moved into the Closed Session at Agenda Item 5.1.

3.3 Ownership Linkage Task Force (OLTF) Update (Verbal)

Mr. Allemang described that the OLTF had a fairly long and complicated meeting on June 9th. The OLTF concluded that their approach in the past seemed to have some problems and so alternatives were discussed, as previously shared with the Board. They decided to look at the legal owners in terms of what public information is available from the actual governing bodies. This way, the OLTF may be able to better understand what their objectives are and which of those might relate to AAATA. As a starting point, Ms. Rosa-Maria Njuki is going to help gather public information in regard to Ann Arbor, to be discussed at the next OLTF meeting.

3.4 Monitoring: Treatment of Staff (Policy 2.2)

Ms. Mozak asked what the 38% staff response percentage equates to as the actual number of staff that responded. Ms. Njuki confirmed that the number of employees that responded was 97.

Mr. Hess expressed finding this monitoring report to be troubling. He described that treatment of staff is an important consideration, especially during the time of a pandemic, and expressed his perception that shifting a lot of the compliance descriptions to “cannot be determined” feels like a sugar coating of non-compliance. He recommended that the policy should be voted as non-compliant and not making reasonable progress. He suggested that if staff were not satisfied with survey responses, they might have taken extra measures to engage employees more effectively. Mr. Chang expressed agreement with Mr. Hess.

Ms. Sims expressed agreeance with Mr. Hess as well, adding that if there were additional data points aside from the employee engagement survey, she might understand that compliance could not be determined but that there was additional evidence that staff were trying to gather. She suggested that staff indicate additional evidence or metrix being considered in the report to make it more compelling with a wider variety of tools used in ascertaining the treatment of staff.

Mr. Allemang expressed his agreeance with Mr. Hess. He described that his issue with the report is not that during a pandemic and very stressful period where there were layoffs that ratings would be down, but more so he had a problem with the interpretation. He noted that employee surveys of attitude and feelings rely on perceptions.

Mr. Miller expressed leaning toward a vote of non-compliance. He described that the proportion of responses from the given departments seems to reflect the organization overall. He also expressed an issue with similar response rates in the past having been interpreted as in compliance when the comments were more positive, but now that the comments are less positive, compliance is not able to be determined. He reported that the Service Committee discussed how this could be addressed, perhaps with town hall meetings and finding other ways of getting a fuller sense of how employees in the organization feel. He also described a discussion of a timeframe for when another monitoring report might be requested by the Board within the next year, before it would normally be due.

Ms. Mozak described that she was highly disappointed in the report and sad because she is concerned about the AAATA employees. She also shared concern that the employee engagement survey seemed to be the only tool to give evidence as to what was happening with the treatment of staff. She would like to see some sort of follow-up on this report before the next report is due.

Chairman Mahler described that it might be a challenge to show where any employee engagement survey results went up at any organization during this time. He expressed full sympathy that the past year was probably the most stressful year that could possibly be imagined. He described that it may be unrealistic to have expected the scores to go up given the circumstances. He shared his disappointment that the scores went down but noted that this may reflect everyone's sense of discomfort, isolation, and stress during the pandemic. He asked that CEO Carpenter have an opportunity to explain why he interpreted compliance with some of the policies as unable to be determined, as well as what might be done to get things back on track to where AAATA was before pre-pandemic levels, in addition to discussing a follow-up monitoring report after that.

CEO Carpenter's response:

"Thank you, Mr. Chair, and thank you Board members. This is a disappointing monitoring report for those of us in leadership, as well as for you. I am not the least bit surprised to hear that some of you would like to think of this as non-compliant. I can understand why you might do that. I have been thinking a lot about this report obviously since it came in, and I think our path forward, whether you accept it as cannot be determined or not in compliance, that my response is roughly the same. It really gets to what I think I have heard a couple of you saying in terms of turning it around, making sure our employees do feel value, making sure that these scores begin to come back into the area we are more comfortable with. However you accept this report, my response is going to be the same in that regard.

We are going to continue to conduct the surveys. We are going to continue to push to get a better response rate. I think it was really hard to do that this time. We had a much higher response rate at 52% a year and half ago, that also included executive team members asking staff almost daily to complete their survey. I would walk through the operator's lounge asking how people were and asking if they had taken their survey. We just could not do that

this year. This was an extraordinary year. There was a lot of stress and anxiety. I do not point to that in any way to try to say I am not accountable for it. That is not the case. I am quite confident that as those things begin to fade away, a lot of this anxiety will begin to fade as well. Getting to the heart of why we see these scores the way we do is one of my big priorities going forward, whether it is through focus groups or some other means, to try to understand why.

Part of the reason I put this down as cannot be determined, and I did not share this with the Committee because I struggle for a way to articulate this: When I walk through the organization, whether staff know I am there or not, it does not feel like the kind of organization that you see these scores in. Like many of you, I have worked in deeply dysfunctional organizations, toxic workplaces. I know what they feel like. I do not think our office feels that way. I struggle to reconcile that perception I have of the organization with the scores on this survey. That is part of the reason I said cannot be determined. To me, there is a cognitive dissonance, some sort of disconnect going on. I am fully aware that a lot of people do not tell the CEO when they do not like something. Trying to push passed that to get to genuine feelings is really an important thing that we need to do this year. We cannot fix something if we do not know exactly what it is we are trying to work on.

My commitment to you, however you accept this monitoring report or do not, is that we are going to keep working on that. We are going to continue to do the work, continue the surveys. We are going to try to get to the bottom of it, and when we can identify what is going on, we are going to fix it. I am not too concerned about that.

For every organization I have ever worked in, this is an endless opportunity. It never stops, to find a way to engage your staff on new levels. It is a challenge; it is a real challenge when you cannot be in the office. It is a real challenge when people feel unsafe doing their very jobs simply because they have to interact with the public. I think we did everything we could do, but there is no way I can look at you and tell you we were prepared for a global pandemic. I do not want to suggest we were. But we have all come through this a bit burned out and stressed. I am hopeful that as that alleviates, we will be able to talk to our staff and find out a little bit more about if there are things that we can control beneath these numbers, and if so, what can we do about it.

In closing, however you accept this is fine with me. My response is going to be the same: Let's do the right thing for our staff. Let's find a way to turn the numbers around, not just the numbers but also genuinely with the staff on the ground. I do think there are some methodological challenges that that this monitoring report brought to my attention. Perhaps it overly relies on a perceptual survey. I never thought that would be a challenge, but I do think we need to go back and add things like attrition rates to mix the data a little bit more. That will not be replacing survey information; that will just be complimenting survey information.

In terms of another report, I could understand why you would want that. That makes sense. One thing we did hear was a little bit of survey fatigue. I would ask if you are going to go down that road to give us some time, at least a half a year, if not more, because some of these things will take time to turn around. We want to give time so that people can be willing to take another survey.

If there are specific questions, we are happy to try to answer them. But I hope that gives some confidence to the Board that this is something that can be addressed."

Chairman Mahler asked if formal complaints were tracked year over year, pre-pandemic, during pandemic, i.e., number of grievances filed, OSHA complaints, formal complaints in another way, whistle blowers, anything like that? He asked if a trend was seen there that

would lead one to indicate that these results should have been expected. In terms of formal complaints that were lodged with Human Resource or otherwise, he asked what was seen.

CEO Carpenter described that question to be a good example of going a little bit beyond an anonymous survey to an actual reported incident, which is what HR can do something about. He described anonymous surveys as a little more difficult to grapple with. CEO Carpenter noted that all the data points that Chairman Mahler mentioned are looked at, but they have not been incorporated directly into the monitoring report, which could be an opportunity going forward.

Ms. Gwyn Newsome reported that she did not recall in 2020 getting any formal complaints from anyone, and there have not been any regulatory complaints (EEOC, MIOSHA). She would say that the union grievances have been steady year after year. She described that nothing popped out that would say there is something else going on here, at least from that perspective.

Mr. Miller described not looking for more survey results, but rather a response from executive staff on what sort of steps they are making toward compliance.

Mr. Hess moved to accept the CEO as not in compliance and not making reasonable progress (D), seconded by Mr. Miller.

In support of the motion:

Mr. Allemang: Yes

Mr. Chang: Yes

Mr. Hess: Yes

Mr. Hewitt: No

Mr. Miller: Yes

Ms. Mozak: Yes

Ms. Sims: Yes

Chairman Mahler: No

The motion passed.

Ms. Sims suggested an issue brief or CEO report instead of a full monitoring report at a date to be determined detailing what steps have been taken to make sure that the next time this monitoring report is seen that the evidence has improved, or the Board is informed about what methodology senior staff is thinking needs to be altered for the next monitoring report.

Mr. Hewitt suggested a full monitoring report would need 8-9 months but supported waiting 12 months for the monitoring report with an issue brief before then describing new or additional procedures for the monitoring report.

Mr. Hess agreed with Ms. Sims' suggestion and described an interim form of a report as suggested by Ms. Sims no later than 6 months from now, with a monitoring report following in its regular 12-month cycle.

Mr. Miller agreed that he would not like to wait more than 6 months for a report on what progress is being made.

Mr. Chang described developing a plan as soon as possible for how staff is going to figure out what needs to be done to improve overall employee evidence; he suggested that 6 months is too long to wait for that plan. He also described organizations that have been successful at keeping staff happy even during difficult times.

Chairman Mahler described that it is not clear to him what the Board means by not in compliance, that the Board has not determined what success looks like in terms of reasonable compliance with this policy. He agreed that perhaps by the end of the fiscal year an action plan could be described and put in place by the staff.

Chairman Mahler suggested receiving a progress report on this issue from the staff by the October Board meeting, which was supported by the Board.

Mr. Ryan Hunter joined at 7:28pm.

4. STRATEGY & OPERATIONAL UPDATES: CEO

4.1 Final Aug Service Plan

Mr. Yang walked the Board through the Issue Brief, Final August Service Plan Summary, and Equity Analysis Report ([starting on page 50 of the June 17, 2021 Board Meeting Packet](#)) along with highlights of the [Final August Service Plan](#) which will be implemented on August 29, 2021. He noted that the five guiding principles for the final service plan were:

1. Recover 100% of service hours.
2. Maintain a similar service coverage.
3. Address on-time performance and make service more reliable.
4. Improve efficiency.
5. Make the branching structure simpler / easier to understand.

Mr. Yang explained to Mr. Miller how all the routes except one are identified as low-income based on a system average. He noted that a different approach is being looked into to improve the whole methodology in the future. Mr. Miller described that perhaps useful demographic data is not being pulled, which may have affects in determining where resources need to be allocated.

Mr. Hewitt pointed out that some of the low-income statistics is due to the large number of students in both Ann Arbor and Ypsilanti whose incomes may be low, although their family income may be very high.

4.1.1 GoldRide Updates: Forthcoming Fares and Contract Authorizations (July)

Mr. Smith shared that staff will be coming back to the Board next month for an approval to give the CEO signing authority for the contract extension.

Mr. Hewitt asked how low income is determined for seniors. Mr. Smith described the reduced fare program AAATA has been using for years: Anybody who qualifies for service at 150% of the poverty level would qualify as low income for this service. AAATA has a list of over 100 agencies that are certified to provide them with those names. Those names are reviewed, approved, and passed on to the contractor.

4.2 Fare Proposal Introduction

Ms. Thompson presented the 2022 Proposed Fare Adjustments ([starting on page 83 of the June 17, 2021 Board Meeting Packet](#)).

Ms. Mozak shared her appreciation for the proposal to remove the surcharge for Ypsilanti / Ypsilanti Township. She offered her support for all that was presented.

Mr. Miller shared his support for the reduced fares. He asked if there are any plans to make the day pass and 30-day pass easier to purchase. Ms. Thompson described the implementation of mobile ticketing via EZFare where the passes can be purchased. CEO Carpenter described that passes currently can be purchased in person at the Blake Transit Center and Dawn Gabay Operations Center. There are hopes in the future for them to be

able to be purchased at the Ypsilanti Transit Center as well. Mr. Miller described that it may be unlikely to see an increase in utilization if the availability cannot be increased.

Mr. Hewitt described the importance of determining how accurate the projected increases in ridership and cost actually are over time. Ms. Reed described some potential challenges in how the increase in ridership is attributed given that service is being increased significantly in August at the same time as some fare changes, but efforts will certainly be made to overcome that challenge.

Mr. Hess described some concern with the loss on fare box as a result of the proposal, considering potential budget deficits. He expressed feeling mixed as to whether he will support the fare proposal. Chairman Mahler shared a similar concern, describing that even if all the targets are hit, AAATA will be losing money. He would be more comfortable with a projection showing a breakeven scenario somewhere down the road. He also described potential increases in inflation, fuel, and labor while revenue may stay flat or go down. He expressed not being sure if he is informed enough to support the fare proposal without the context of the fully developed budget.

4.3 RTA Update (Verbal)

CEO Carpenter described that the RTA had their monthly Board meeting this afternoon, during which they announced they will be working with the provider agencies including AAATA, DDOT, and SMART to figure out the best disposition of the American Rescue Plan funds. He noted that the RTA has momentarily stopped moving forward with their public discussion of the carve out that was mentioned. He shared that the RTA has committed to speaking with the provider agencies as part of that decision. He thanked the RTA for listening to some concerns that were raised and expressed looking forward to hearing from them to schedule a meeting sometime soon for the three transit operators to have some coordination about the use of these funds.

4.4 CEO Report

CEO Carpenter described recent challenges for the broader economy and AAATA with labor availability. Mr. Smith reported that of the 80 motor coach operator applications garnered by the AAATA advertisement, they only had 6 in the first class. They had intended on having 10. Interviews are now taking place for the second class, and there are only 8 to interview. The goal was to hire 20, so staffing is falling short. Mr. Smith described that a third class is being planned this year, but they will not be ready for August. He shared that staff are working with the run cut for this Fall to see what can be done with allocating more hours per run. He noted another shortage with technicians (currently down by 3), for which finding qualified applicants is even harder. Staff are working to understand what can be done to avoid a cut in the runs, continuing to strive toward full service.

CEO Carpenter described that the contractor for the restart of the Detroit to Ann Arbor bus service is also suffering the same labor availability problems, making the best they can do to get that service up and running to be October.

5. BOARD EDUCATION

5.1 Closed Session (as per OMA)

Chairman Mahler requested a motion to go into closed session pursuant to section 8(h) of the Open Meetings Act to consider material exempt from discussion or disclosure under state and federal law. This was motioned by Mr. Allemang and seconded by Mr. Chang.

Chairman Mahler conducted a roll call vote for this.

In support of the closed session:

Mr. Allemang: Yes
Mr. Chang: 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 8:20 pm.

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

In support of going out of closed session:

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

At 9:29pm, the Board voted unanimously to come out of the closed session.

5.2 Collective Bargaining Policy (Decision)

Mr. Miller motioned to adopt the Collective Bargaining Policy as drafted, seconded by Ms. Mozak. Chairman Mahler took a roll call vote.

In support of the motion:

Mr. Allemang: Yes
Mr. Chang: 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.

6. EMERGENT ITEMS

None.

7. CLOSING ITEMS

7.1 Topics for Next Meeting:
Budget Preview

7.2 Public Comment

Mr. Jim Mogensen described the importance of fare media in the conversation of fare policy proposal. He also described his understanding that some of the route modifications that were done during last and this year need to be evaluated in regard to Title VI.

Mr. Robert Pawlowski asked when AAATA might begin having Board Meetings in person. He suggested making both virtual and in-person attendance available when possible going forward. Chairman Mahler noted that all options are still on the table and being worked through.

Ms. Michelle Barney described her understanding that some drivers and those that might apply for such a position are worried about passengers getting into an argument regarding masks. She also described asking employees about concerns they may have about work schedules and issues that may not be obvious. Lastly, she cautioned against expecting low-income citizens to have smart phones.

7.3 Adjournment

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

In support of the motion:

Mr. Allemang: Yes

Mr. Chang: 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 9:45pm.

Respectfully submitted by: Keith Everett Book

Governance Committee Meeting Summary

Meeting Date/Time: June 24, 2021, 9:00-10:30am

Location: REMOTE – Via Zoom

Meeting Chair: Eric Mahler

Committee Meeting Attendees: Mike Allemang, Roger Hewitt, Kyra Sims

AAATA Staff Attendees: Matt Carpenter, Forest Yang, Bryan Smith, Dina Reed, Rosa-Maria Njuki

Guest Attendees: Mel Muskovitz (Attorney)

Chairman Eric Mahler called the meeting to order at 9:02 am.

Discussion Items
1. OPENING ITEMS
1.1 Agenda (Additions, Approval) Chairman Mahler requested a discussion of the budget within Agenda Item 3.3.
1.2 Communications None.
2. POLICY MONITORING & DEVELOPMENT
2.1 Committee Agendas <u>Service Committee:</u> Mr. Hewitt noted that Ms. Mozak requested a discussion of the Bylaws at Agenda Item 2.1 (early in the meeting to accommodate Mr. Mel Muskovitz who will be invited to the meeting). Mr. Hewitt also suggested adding a discussion of the August 12 th Board Retreat at Agenda Item 3.3. <u>Finance Committee:</u> Mr. Allemang requested adding a discussion of the Bylaws at Agenda Item 2.1 (early in the meeting to accommodate Mr. Mel Muskovitz who will be invited to the meeting). Mr. Allemang also suggested adding an update on the FY2021 Budget / Financial Reporting. <u>Board of Directors:</u> Chairman Mahler requested announcement to the Board of when to expect the first draft of the Budget (August Finance Committee meeting and full Board meeting) at Agenda Item 4.4. Ms. Reed requested an addition to the Consent agenda at Agenda Item 2.3 to approve her as an authorized signer for the BOAA. Discussion of the Bylaws may be moved into Closed Session.
2.2 Other Governance Issues (as assigned)
2.2.1 Bylaw Task Force Update Mr. Muskovitz will circulate the reformatted Bylaws with and without tracked changes to the Board. If no issues present themselves via the Committee

Discussion Items	
	meetings or otherwise, Chairman Mahler may bring the Bylaw draft up for a vote at the next Board meeting.
2.2.2	<p>External Relationships Policy Discussion CEO Carpenter described the challenges of collaboration and a discussion ensued regarding definitions of collaboration.</p> <p>The Committee discussed prescriptive policies within Policy 2.9. Mr. Allemang suggested that CEO Carpenter reiterate which policies within 2.9 could be removed or rewritten. This may be discussed further at a full Board meeting.</p>
3. STRATEGY & OPERATIONAL UPDATES: CEO	
3.1	<p>August Service Restoration & Long-Range Planning Update Mr. Yang shared that after review of the shift design for operators, staff feel more confident that staffing should be sufficient for the return to 100% of service hours on August 29th.</p>
3.2	<p>RTA Update Discussion ensued regarding RTA's proposed federal funding plans.</p>
3.3	<p>Capital Plan, Earmarks, Reserve, & Budget Update Ms. Reed described work being done on internal drafts of the capital and operating budgets. Her desire is to start presenting the draft budget first with the Governance Committee meeting at the end of July, followed by the Service and Finance Committee meetings in August, before presenting it to the full Board at the August Board meeting.</p> <p>Ms. Reed also shared the intent to have more financial information for the Board via the Finance Committee meetings in July and August in regard to the fare proposal and how staff see that manifesting.</p> <p>Regarding the reserve, Ms. Reed described that the initial budgets being reviewed now on the operating side continue to show an operating deficit that is being worked through in the hopes of mitigating it as much as possible, if not eliminating it. She noted that there is the potential of needing to use some of the federal aid funds as a stopgap, but that is currently uncertain.</p>
3.4	<p>CEO Personal Expense Report CEO Carpenter noted that expenses may change when travel becomes possible again.</p>
4. CLOSING ITEMS	
4.1	Topics for Next Meetings
4.1.1	AAATA Governance Committee Meeting
4.1.2	AAATA Board Retreat – Part 3
4.2	<p>Adjournment Chairman Mahler adjourned the meeting at 10:30am.</p>

Respectfully submitted by: Keith Everett Book

Service Committee Meeting Agenda

Meeting Date/Time: July 7, 2021, 3:00-5:00pm

Location: REMOTE – Via Zoom

Meeting Chair: Roger Hewitt

Committee Meeting Attendees: Kathleen Mozak, Jesse Miller, Ryan Hunter

AAATA Staff Attendees: Matt Carpenter, Bryan Smith, Forest Yang, Dina Reed,
Rosa-Maria Njuki

Guests: Melvin Muskovitz (Attorney)

Meeting Chair: Roger Hewitt

Chairman Hewitt called the meeting to order at 3:03 pm.

Discussion Items
1. OPENING ITEMS
<p>1.1 Agenda (Additions, Approval) Approved.</p>
<p>1.2 Communications CEO Carpenter announced that he will be taking a month off starting July 16th. He will have an Acting CEO in place.</p> <p>He also announced that Roger Hewitt and Susan Pollay have been nominated for appointment to the AAATA Board.</p>
2. POLICY MONITORING & DEVELOPMENT
<p>2.1 Bylaws Discussion Ms. Mozak suggested that “quorum” be clearly defined. Mr. Muskovitz defined a quorum as the majority of the Board members duly appointed and described the nature of a gathering at which a quorum needs to be observed.</p> <p>CEO Carpenter reported that he and Mr. Muskovitz will be working further on the Resolution for the Treasurer.</p>
<p>2.2 Timing of Service Committee Meetings (AM vs. PM) The Committee discussed doing the meetings in the AM rather than the PM. CEO Carpenter and Keith Book will work to find the best time, perhaps on Wednesday mornings.</p>
3. STRATEGY & OPERATIONAL UPDATES: CEO
<p>3.1 Final August Service Plan Update (Verbal) Mr. Yang provided an update. Discussion ensued. Mr. Miller and Ms. Mozak discussed feedback they have received on GoldRide, Rt. 4, and Rt. 6.</p> <p>Mr. Yang noted that feedback will be taken into consideration for January 2022.</p>
<p>3.2 GoldRide Approvals: Fares & Contract</p>

Mr. Smith walked the Committee through the Issue Brief. He highlighted that part of the cost of \$750K is dependent upon demand.

Mr. Miller described concern that the economics of this service might not be possible.

Chairman Hewitt described the challenge of balancing the needs of community with sustainable funding sources. Ms. Mozak shared her hopes for GoldRide. She asked if alternate means of verifying income can be considered. Mr. Smith strongly recommended against AAATA doing verification inhouse so that AAATA is not collecting financial information and having to hire or train additional staff. He did note that staff go above and beyond to help potentially eligible riders find means of verifying their income.

Chairman Hewitt described looking back in a year to see how these measures have panned out.

Mr. Smith described for Mr. Miller that Medicare is not used for income verification for seniors, but many of the other agencies are.

3.3 2021 AAATA Board Retreat – Part 3 (Verbal)

Chairman Hewitt described his hope that the final part of the retreat could be more brainstorming about what transit in this area might look like in the next 10-15 years, a bit more discussion oriented than the previous retreat sessions.

CEO Carpenter described that Mr. Yang is working with the consultants to discern what will be ready for discussion in the way of a long-range planning discussion.

4. CLOSING ITEMS

4.1 Topics for Next Meetings

4.1.1 AAATA Service Committee Meeting
Q3 Service Report
2022 Budget Preview
Labor Negotiations

4.1.2 2021 AAATA Board Retreat – Part 3

4.2 Adjournment

Chairman Hewitt adjourned the meeting at 4:09pm.

Respectfully submitted by: Keith Everett Book

Finance Committee Meeting Summary

Meeting Date/Time: July 13, 2021, 3:00-5:00pm

Location: REMOTE – Via Zoom

Meeting Chair: Mike Allemang

Committee Meeting Attendees: Raymond Hess, Rich Chang

AAATA Staff Attendees: Matt Carpenter, Bryan Smith, Forest Yang, LaTasha Thompson, Dina Reed

Guests: Rose Mercier (Governance Coach), Mel Muskovitz (Attorney)

Chairman Mike Allemang called the meeting to order at 3:02pm.

Discussion Items
1. OPENING ITEMS
<p>1.1 Agenda (Additions, Approval) Chairman Allemang asked that the discussion of the FY2021 Budget Amendment be moved to agenda item 2.2 in order to include Mr. Muskovitz in the discussion following his discussion of the Bylaws.</p>
<p>1.2 Communications None.</p>
2. POLICY MONITORING & DEVELOPMENT
<p>2.1 Bylaws Update Mr. Muskovitz walked the Committee through the proposed amendments to the Bylaws. Discussion ensued.</p> <p>Mr. Chang expressed that the changes make sense to him. Chairman Allemang confirmed for Mr. Chang his understanding that the role of the Board’s Treasurer is intended to be filled.</p> <p>Mr. Hess asked if it makes sense to have continuity with a higher threshold than a simple majority of the Board to recommend removal of a Board member. He also expressed concern with the use of “may” when referring to how the Board uses Robert’s Rules.</p> <p>Discussion ensued about the use of the language “when deemed appropriate by the Board” in the last sentence of the Treasurer Resolution. Ms. Mercier suggested using “unless determined otherwise by the Board” instead. Ms. Mercier, Mr. Muskovitz, and CEO Carpenter will continue working on this language to share at the Board meeting.</p>
<p>2.2 FY2021 Budget Amendment Ms. Reed recommended a language amendment be done to the FY2021 Budget Amendment Resolution. Discussion ensued. With Mr. Muskovitz’s assistance, she will work on a language amendment to be discussed first at the next Governance Committee meeting, followed by the Finance Committee meeting.</p>

Discussion Items	
	Chairman Allemang and Ms. Reed will discuss further the preferable manner in which to present the financial reporting.
2.3	<p>Capital Reserve Policy Ms. Mercier walked the Committee through the proposed policy amendments regarding the Capital Reserve.</p> <p>Mr. Hess asked for additional context surrounding the amendment proposals when this is presented to the Board. He asked that more language around the amendments be included to provide more context.</p> <p>Chairman Allemang asked if the CEO should be restricted from adding funds to the Capital Reserve without Board approval. CEO Carpenter described that transferring funds into the Capital Reserve would be part of a Board approved budget.</p> <p>Chairman Allemang expressed his hope that this policy be in place before the fiscal year end. CEO Carpenter and the Committee decided to present the proposed language to the Board for a vote at the July 22nd Board meeting.</p>
2.4	<p>Ownership Linkage Task Force Update The OLTF is awaiting information from Ms. Rosa-Maria Njuki.</p>
3. STRATEGY & OPERATIONAL UPDATES: CEO	
3.1	<p>GoldRide Approvals: Fares & Contract Mr. Smith described attempting to maintain a balance between the proposed fares and the service levels for GoldRide.</p> <p>Mr. Hess described his concern with the potential effects of the proposed cap on the service and eventual budget deficit.</p> <p>Discussion ensued on the pros and cons of attempting the proposed fares and service levels for a year.</p>
4. CLOSING ITEMS	
4.1	Topics for Next Meetings
	<p>4.1.1 AAATA Finance Committee Meeting Monitoring: Investments (Policy 2.6) Q3 Finance Report FY2022 Budget Preview</p>
	4.1.2 2021 AAATA Board Retreat – Part 3
4.2	<p>Adjournment Chairman Allemang adjourned the meeting at 5:19pm.</p>

Respectfully submitted by: Keith Everett Book

ISSUE BRIEF: Bank Authorization for Investment Account

Meeting: Board of Directors

Meeting Date: July 22, 2021

INFORMATION TYPE
Decision
RECOMMENDED ACTION(S)
Approve resolution authorizing staff signatures for investments held at Bank of Ann Arbor.
PRIOR RELEVANT BOARD ACTIONS & POLICIES
<ul style="list-style-type: none"> • Governance Process: Board Policy 2.6 Cash and Investments states, “The CEO will not fail to hold cash for short-term operations or surplus capital for investment according to the Board’s investing priorities: first ensuring safety of principal, next providing adequate liquidity, and third, returning the highest yield compatible with prudent investing.” • Appendix F: Investment Policy includes, “The Deputy CEO Finance and Administration (CFO), or the Manager of Finance (Controller) as his/her designee, is designated as the investment officer for the AAATA, and is responsible for investment decisions and activities implemented under this policy under the supervision of the CEO and Treasurer. The investment officer is authorized on behalf of AAATA to execute and deliver agreements, documents, or other instruments in connection with or relating to the opening and closing of investment accounts, the purchasing, selling, or redeeming authorized investments, and the safekeeping of investment accounts.
ISSUE SUMMARY
The Bank of Ann Arbor requires a signed Board Resolution to authorize individuals to access the TheRide’s investment accounts. These accounts hold our investment funds in alignment with Board Policy 2.6 and Appendix F. The Bank needs this paperwork to document account access for the CEO, Deputy CEO/Finance and Administration, Deputy CEO/Operations, and Finance Manager.
BACKGROUND
TheRide began holding a significant portion of its investments in U.S. Treasury Bills in 2018. Known as T-Bills, this investment is secure (backed by the U.S. Federal Government), liquid (cash can be pulled out of T-Bills if needed within 30 days) and generates a higher yield than prior investing strategies. The Board’s Investment Policy authorizes CDs, bonds and other direct obligations of the United States (such as T-bills) with a maturity less than 3 years, and certain Governmental Mutual Funds.
IMPACTS OF RECOMMENDED ACTION(S)
<ul style="list-style-type: none"> • Budgetary/Fiscal: Investments in Treasury Bills obtain higher yields while maintaining safety of principal and liquidity. • Social: N/A or other • Environmental: N/A or other • Governance: N/A or other

ATTACHMENTS
1. Resolution 04/2021: Investment Account Access Authorizations

1. Resolution 04/2021: Investment Account Access Authorizations

INVESTMENT ACCOUNT ACCESS AUTHORIZATIONS
RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
ANN ARBOR AREA TRANSPORTATION AUTHORITY #19-1110

I, hereby certify that the following Resolution was duly approved and adopted by the Board of Directors (herein after referred to as the Board) of the Ann Arbor Area Transportation Authority at a meeting held on July 22, 2021, at which a quorum was present and acting throughout.

WHEREAS, the Authority has accounts with the Bank of Ann Arbor for the purpose of banking and/or investment management purposes; and

WHEREAS, the Board ratified the establishment of specific investment accounts with the Bank of Ann Arbor in September 2018.

FURTHER, BE IT RESOLVED, that the Board hereby designates the following individuals as duly authorized and gives these individuals the authority to direct Bank of Ann Arbor via emails, telephone conversations, in writing, and/or any other form necessary regarding deposits, transfers, and withdrawals from any accounts held at the Bank of Ann Arbor (retail or trust), and to conduct any other business as deemed necessary and, further, grants Bank of Ann Arbor, Agent, the authority to follow without question the direction of at least two of the following named individuals:

Names(s)	_____	<u>Chief Executive Officer</u>
	Matthew Carpenter	Title
	_____	<u>Deputy CEO, Operations</u>
	Bryan Smith	Title
	_____	<u>Manager of Finance</u>
	LaTasha Thompson	Title
	_____	<u>Deputy CEO, Finance & Administration</u>
	Dina Reed	Title

Eric A. Mahler, Chair
July 22, 2021

Kyra Sims, Secretary
July 22, 2021

ISSUE BRIEF: Proposed Bylaw Changes

Meeting: Board of Directors

Meeting Date: July 22, 2021

INFORMATION TYPE:
Decision Preparation
RECOMMENDED ACTION(S):
That the Board receive these proposed changes to the AAATA Bylaws in June for preliminary discussion and feedback to the Governance Committee. A vote is anticipated before October 2021.
PRIOR RELEVANT BOARD ACTIONS & POLICIES
The Board approved an Annual Plan of Work in 2020 that included updating the Bylaws.
ISSUE SUMMARY:
<p>The Governance Committee was charged with updating the AAATA’s Bylaws, which were last amended in 2017. The proposed changes are seen in Attachments 1 & 2. No decision is expected in July, but the Committee wishes to continue discussing the proposed changes. In addition to these changes, complementary resolutions will be needed to fully clarify the roles of the Secretary and Treasurer positions (Attachments 4 & 5).</p> <p>The Committee wishes to introduce the proposed changes and solicit feedback from the Board.</p>
BACKGROUND:
The Committee enlisted the assistance of Dykema, the AAATA’s corporate counsel. Dykema polled all Board members, reviewed best practices and Michigan law, and worked with the Committee over several sessions to review each section of the Bylaws. Numerous minor and substantive changes are being proposed. Dykema’s legal analysis is seen in Attachment 6.
IMPACTS OF RECOMMENDED ACTION(S):
<ul style="list-style-type: none"> • Budgetary/Fiscal: NA • Social: NA • Environmental: NA • Governance: Bylaw enshrine expectations for corporate behaviors and actions at a higher level than the Board’s policy manual.
ATTACHMENTS:
<ol style="list-style-type: none"> 1. Amended Bylaws – showing changes recommended by the Governance Committee (Version 5) 2. Amended Bylaws – changes recommended by the Governance Committee accepted (Version 6) 3. Resolution amending Bylaws 4. Resolution amending Secretary 5. Resolution amending Treasurer

BYLAWS OF THE ANN ARBOR AREA TRANSPORTATION AUTHORITY

As Amended ~~June 15~~ _____, 2021~~17~~

INSERT TABLE OF CONTENTS

The following Bylaws are adopted by the Board of Directors of the Ann Arbor Area Transportation Authority Board (hereinafter referred to as the Board) pursuant to Article IV, Section 4 of the Articles of Incorporation of said Authority (hereinafter referred to as the Articles), as incorporated under the Mass Transportation Systems Authorities Act 55 of 1963, MCL 124.351-.359 ~~as adopted by the Ann Arbor City Council, which Articles shall be made available together with these Bylaws:~~

ARTICLE I

Board Memberships

Section 1. Appointment.

The members of the Board shall be those individuals appointed by the ~~Mayor of the~~ City of Ann Arbor, ~~with the concurrence of Ann Arbor City Council; the Mayor of~~ the City of Ypsilanti, ~~with the concurrence of Ypsilanti City Council;~~ and the Charter Township of Ypsilanti ~~Supervisor, with the concurrence of the Charter Township of Ypsilanti Board of Trustees,~~ pursuant to the Articles.

Section 2. Term.

Except as provided for in Article IV Section 2 of the Articles, ~~t~~The term of office of a Board member shall be five years, and commence on May 1. ~~other than for members of the Ann Arbor Area Transportation Authority Board as of June 15, 2013, who shall serve for the remainder of their terms, as provided by the Articles.~~

Section 3. Removal From Board.

Members of the Board may be removed only by the jurisdiction that appointed the member, as provided in the Articles and in accordance with the jurisdiction’s adopted policies and procedures. If a Board member engages in conduct that is against the AAATA’s best interests, the Board may, by majority vote of currently serving board members, recommend removing that member to the jurisdiction that appointed the member. majority vote of that representative’s jurisdiction’s governing body. ~~In the case of Ann Arbor representatives this would be the Ann Arbor City Council; in the case of an Ypsilanti representative, this would be Ypsilanti City Council; and in the case of a Charter Township of Ypsilanti representative, this would be the Charter Township of~~

Ypsilanti Board of Trustees:

Section 4:

~~The Board may appoint ex-officio members of the Board for specified terms, as it may deem appropriate. Ex-officio members may be removed or replaced at any time by six affirmative votes of the Board.~~

ARTICLE II

Board Officers

Section 1. Officers.

The Board shall ~~elect~~ hold elections from its membership, for the offices of a Chair, a Secretary, and a Treasurer. The Secretary will also serve as the Vice Chair.

Section 2. Election and Term of Office.

Nominations for each Board Officer position shall be made from the floor. Offices will be filled one at a time by roll call vote. with one office to be filled at a time by secret ballot. Officers shall be elected in September to take office October 1 for a one-year term.

Section 3. Vacancies; Reassignment of Duties.

If an officer position becomes vacant, the Board shall fill said office by election from its membership. In the absence or incapacitation of any officer, or for any other reason the Board may deem sufficient, the Board may delegate, for a specified time, any or all powers or duties of an officer to any other Board member.

Section 4. Removal.

Any officer may be removed from office by a vote of ~~six~~ a majority of currently serving Board members, provided that notice of such removal proceedings be given to the Board members not less than one day prior to the distribution to Board members of the agenda ~~four days prior to~~ for the meeting at which removal is to be considered.

ARTICLE III

Board Officers

Section 5. Duties~~1~~.

The duties of the Chair, Secretary, and Treasurer shall be as provided in the Articles, with additional duties as specified in these Bylaws and Board policies. As provided in the Articles, the Chair shall preside at meetings of the Board and the Secretary shall preside at meetings of the Board in the absence of the Chair. Personnel of the Authority shall assist the Secretary and the Treasurer in the performance of their duties. The Board may

authorize the CEO to perform, or assign, the duties of the Secretary or Treasurer whenever, for any reason, it is impracticable for the Secretary or Treasurer to act personally.

Section 2.

~~In the absence of any officer, or for any other reason the Board may deem sufficient, the Board may delegate, for a specified time, any or all powers or duties of an officer to any other Board member.~~

Section 6. Limitation on Duty~~3~~.

No officer shall have the authority to bind the Board or Authority to any contract or obligation without the ~~consent~~ approval of the Board ~~by resolution~~, provided, however, that the Board may designate general classes of obligations which may be assumed by an officer or officers on the Authority's behalf without further Board approval.

Section 4.

~~It shall be the responsibility of the Chair to notify Board members of regular meeting agendas, as provided in Article IV, Section 7.~~

ARTICLE III

Board Meetings

Section 1 Regular Meetings; Notice.

The Board shall meet in public session generally once each month. For each fiscal year, ~~t~~The Board shall set the date and time of that year's regularly scheduled Board meetings, before the end of the previous ~~at such time as the budget is passed for the~~ fiscal year. To the extent allowed by the Open Meetings Act: (1) Board meetings may be held electronically or (2) Board members may attend in-person Board meetings electronically and be considered present at the meeting.

Section 2. Public Meetings; Closed Meetings.

All meetings of the Board at which a quorum is present shall be ~~public~~, provided, however, that the Board may ~~determine by a majority vote of the Board (or a higher number, if provided by law) to consider in executive session those matters allowed under the applicable laws of the State of Michigan~~ vote to go into closed session as permitted by the Open Meetings Act.

Section 3. Special Meetings.

Special meetings for any purpose or purposes may be called by the Chair. In addition, a special meeting shall be called by the Chair or the Secretary at the written request of two Board members. Such requests shall state the purpose or purposes of the special meeting.

Section 4. Notice of Special Meetings.

Notice of a special meeting stating the time, place, and agenda shall be provided to all Board members at least eighteen-twenty-four hours prior to such meeting. Notice to Board members is the duty of the officer calling the meeting. Notice of a special meeting must also be provided to the public to the extent, and in the manner, required by the Open Meetings Act.

| Section 5. Quorum.

~~Six members of the Board, or a~~ majority of the Board members duly appointed ~~and confirmed,~~ constitutes a quorum.

Section 6. Voting.

~~Unless otherwise provided by the Open Meetings Act or in these Bylaws, an action of the Board, whether by resolution, motion, or otherwise, requires a majority vote of board members present, provided a quorum is present. The affirmative vote of at least sixty percent of currently serving board members is required to~~ Resolutions of the Board ~~to adopt or amend the annual budget and service plan;~~ hire or terminate the Chief Executive Officer; ~~or~~ adopt a labor contract, approve a financial transaction in excess of five percent of the annual budget, amend the Bylaws or challenge a member's right to vote under Section 12, shall require at least six affirmative votes for passage. All other resolutions may be adopted by a majority vote of board members present, provided a quorum is present.

Section 7. Meeting Agenda.

A specific agenda, ~~prepared~~ approved by the Chair, shall be furnished to Board members, at least four days prior to regular meetings, and shall be posted at Ann Arbor Area Transportation Authority ~~officesheadquarters,~~ all other Ann Arbor Area Transportation Authority buildings open to the public ~~the Ann Arbor Downtown Facility, Ann Arbor City Hall, the Washtenaw County Building, Ypsilanti City Hall, Ypsilanti Township offices,~~ on the Authority's website, and elsewhere, as required by law, no less than eighteen hours prior to regular meetings. Any member of the Board may ~~put~~ propose adding an item ~~on to~~ the agenda by contacting the Chair and the Chair will then decide whether to add the proposed item to the agenda. This shall not prohibit the addition of items to the agenda at the time of the meeting by ~~the affirmative vote of a majority of the members present~~ Board vote. Failure to comply with the requirements of this Section shall not invalidate action of the Board.

Section 8.

~~By resolution of the Board, a member of the audience shall be permitted to address the Board at a time other than during Public Time or Public Hearing; provided, however, that unless otherwise approved by resolution of a majority of the Board members present, no member of the audience may address the Board more than once during each Public Time and once during any public hearing, nor address the Board for longer than three minutes (the time can be extended by the Chair) during any presentation.~~

Section 9.

~~Public hearings shall be held on any item when so determined by resolution of the Board or when legally required.~~

Section 810. Manner of Voting.

The Chair shall preliminarily determine whether the vote of each question coming before the Board shall be by voice vote, show of hands, roll call vote, or any other form of voting that the Chair deems appropriate and that can be recorded in the minutes.~~The vote of all questions coming before the Board shall be by voice vote with the Chair announcing the results. Any~~If the Chair does not choose a roll call vote for a particular question, any Board member may call for a roll call vote on ~~any that question and the~~Chair shall then either take a roll call vote on that question or ask the Board to vote (using any voting method the Chair deems appropriate) to determine whether to take a roll call vote. ~~In such case the~~All roll call votes ~~will shall~~ be ~~taken and~~ recorded in the minutes. Board members may not engage in proxy voting.

Section ~~911~~ Conflict of Interest.

Each member present shall either cast a yea or nay vote, or state that he or she is abstaining, on each ~~resolution-matter~~ voted upon by the Board, except that each member is obligated to refrain from voting, or otherwise influencing the debate or vote upon, a matter in which the member shall have a personal financial interest beyond that of general public interest, ~~or~~ a matter involving his or her own conduct, or a matter in which the member otherwise has a conflict of interest. If a member's right to vote is challenged, the Board may, by vote of the majority of currently serving board members, and upon good cause shown by the moving board member, it shall be in the form of a resolution directing the member to abstain from voting on a particular pending motion. ~~Such a resolution shall require a simple majority of affirmative votes of voting Board members for adoption.~~

Section ~~102~~ Meeting Procedures.

The Board may rely on Robert's Rules of Order for meeting procedures or other subjects covered by those Rules that are not covered by shall govern in all applicable cases, provided said rules are not in conflict with these Bylaws, the Articles of Incorporation, or laws of the State of Michigan. Any disputes as to procedure at Board meetings shall be resolved by the Chair.

Section 11 Policy Governance.

The Board has adopted Policy Governance as a model for directing and controlling the Authority. This model shall govern the Board as long as it is not in conflict with these Bylaws, the Articles of Incorporation, or laws of the State of Michigan. The Board's Policy Governance model may be amended from time to time, but adopting an alternative governance model would require amending these Bylaws.

ARTICLE IV

Committees

Section 1. Governance Committee. There shall be a Governance Committee of the Board of Directors which shall be responsible for coordinating the work of the Board and of any ~~governing~~ committees that the Board establishes; for developing the Board in terms of its composition and its members' governing skills; for maintaining the Board- Chief Executive Officer ~~partnership relationship~~; and for carrying out other duties as prescribed for it in the Bylaws and by Board ~~resolution motion~~.

The Governance Committee shall consist of the Board Chair (who shall chair the Governance Committee), the Treasurer, the Secretary, ~~the any other~~ chairs of the other Board ~~governing~~ committees the Board Chair deems appropriate to appoint to the Governance Committee, and the Chief Executive Officer (non-voting). Other Board members may attend Governance Committee meetings with the approval of the Chair, in a non-voting capacity, as long as that does not lead to a quorum of the Board being present.

Section 2. Board Governing Committees. The Board of Directors may establish ~~governing committees and other working bodies~~ that are not otherwise enumerated in these Bylaws as it deems necessary to assist in carrying out its governing responsibilities. Such ~~governing~~ committees shall be recommended by the Board's Governance Committee and shall be established by ~~the Board passage of a resolution by a simple majority of the Board of Directors. Board governing~~Such committees shall consist only of Board members, and the Board Chair shall appoint ~~governing committee~~ chairs and assign Board members to ~~the governing committee~~them. Other Board members may attend committee meetings with the approval of the Chair, in a non-voting capacity, as long as that does not lead to a quorum of the Board being present. A ~~Board governing~~ committee may not exercise the powers of the Board with respect to management of the affairs of AAATA, and can take action on behalf of the full Board only as explicitly authorized by the Board of Directors ~~by formal resolution~~ in advance.

Section 3. Meeting Procedures. Any dispute as to procedure at a committee meeting shall be resolved by the committee chair.

Section 4. Quorum. A majority of the appointed committee members shall constitute a quorum of the committee and the act of a majority of the appointed members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE V

Indemnification

Section 1 General.

Unless otherwise provided by law or its Articles of Incorporation or Bylaws, the Authority shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Authority) by reason or the fact that the person is or was a board member, officer, or agent of the Authority, or is or was serving at the request of the Authority as a board member, officer, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise; against expenses (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, or in defense of any claim, issue, or matter therein, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Authority, and with respect to any criminal action or proceeding, had no reasonable cause to believe that conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Authority and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

The indemnification provided in this Section shall continue as to a person who has ceased to be a board member, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

In each specific situation where indemnification under this Section is warranted, may be warranted, or is claimed to be warranted by the person seeking indemnification, the Authority shall determine whether indemnification will be provided by either a majority vote of a quorum of Board members consisting only of members who were not parties to such action, suit, or proceeding or, if such a quorum is not obtainable (i.e., because half or more of the Board members are parties to the action, suit, or proceeding) or a quorum of board members consisting only of members who were not parties to such action, suit, or proceeding so directs, by independent legal counsel in a written opinion. The Authority may also use that same voting procedure to authorize paying expenses incurred in defending a civil or criminal action, suit, or proceeding under this Section in advance of the final disposition of such action, suit, or proceeding but only upon receipt of an undertaking by or on behalf of the board member, officer, or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Authority.

Section 2 Action by Authority.

Unless otherwise provided by law or its Articles of Incorporation or Bylaws, the Authority shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Authority to procure a judgment in its favor by reason of the fact that the person is or was a board member, officer, or agent of the Authority, or is or was serving at the request of the Authority as a board member, officer, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise agent expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, or in defense of any claim, issue, or matter therein, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Authority and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Authority unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court deem proper.

The indemnification provided in this Section shall continue as to a person who has ceased to be a board member, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

In each specific situation where indemnification under this Section is warranted, may be warranted, or is claimed to be warranted by the person seeking indemnification, the Authority shall determine whether indemnification will be provided by either a majority vote of a quorum of Board members consisting only of members who were not parties to such action, suit, or proceeding or, if such a quorum is not obtainable (i.e., because half or more of the Board members are parties to the action, suit, or proceeding) or a quorum of board members consisting only of members who were not parties to such action, suit, or proceeding so directs, by independent legal counsel in a written opinion. The Authority may also use that same voting procedure to authorize paying expenses incurred in defending a civil or criminal action, suit, or proceeding under this Section in advance of the final disposition of such action, suit, or proceeding but only upon receipt of an undertaking by or on behalf of the board member, officer, or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Authority.

Section 3.

- ~~(a) — Unless otherwise provided by law or its Articles of Incorporation or Bylaws, to the extent that a board member, officer, or agent of Authority has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2 of Article VI or in defense of any claim, issue, or matter therein, the successful party shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.~~
- ~~(b) — Any indemnification under Section 1 or 2 of Article VI (unless ordered by a court) shall be made by the Authority only as authorized in the specific case upon a determination that indemnification of the board member, officer, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 and 2 of Article VI. Such determination shall be made in either of the following ways:~~
- ~~(i) — By the board by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding.~~
- ~~(ii) — If such quorum is not obtainable, or, even is obtainable, a quorum of disinterested board members so directs, by independent legal counsel in a written opinion.~~

Section 4.

~~Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 1 or 2 of Article VI may be paid by the Authority in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 3 (b) of Article VI upon receipt of an undertaking by or on behalf of the board member, officer, or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Authority.~~

Section 5.

~~A provision made to indemnify board members or officers in any action, suit, or proceeding referred to in Section 1 or 2 of Article VI, whether contained in the Articles of Incorporation, the Bylaws, a board resolution, an agreement or otherwise, shall be invalid only insofar as it is in conflict with Sections 1 through 5 of this Article. Nothing contained in Sections 1 or 5 of this Article shall affect any rights to indemnification to which persons other than board members and officers may be entitled by contract or otherwise by law. The indemnification provided in Sections 1 through 5 of this Article continues as to a~~

~~person who has ceased to be a board member, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.~~

Section 36 Insurance.

The Authority shall have power to purchase and maintain insurance on behalf of any person who is or was a board member, officer, or agent of the Authority, or is or was serving at the request of the Authority as a board member, officer, or agent of another corporation, business corporation partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity arising out of the person's status as such, whether or not the Authority would have power to indemnify the person against such liability under Sections 1 ~~through~~ 5 and 2 of this Article.

ARTICLE VI

Amendment of Bylaws

Section 1. Notice of Amendment.

These Bylaws may be amended or repealed, with new bylaws revised or adopted, by affirmative vote of at least sixty percent of currently serving board members~~by resolution~~, provided that notice of proposed changes and a written copy thereof shall be given to the Board no less than one week in advance.

Section 2. Waiver of Notice.

~~The, those~~ requirements of notice and provision of written copy may be waived by ~~affirmative vote of seven Board members~~the Board for immediate adoption of a specific Bylaw amendment. Amendments of these Bylaws, or new Bylaws, shall take effect immediately after adoption unless otherwise stipulated in the amendment.

BYLAWS
ANN ARBOR AREA TRANSPORTATION AUTHORITY

As Amended _____, 2021

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BYLAWS OF THE ANN ARBOR AREA TRANSPORTATION AUTHORITY

As Amended _____, 2021

The following Bylaws are adopted by the Board of Directors of the Ann Arbor Area Transportation Authority Board (hereinafter referred to as the Board) pursuant to Article IV, Section 4 of the Articles of Incorporation of said Authority (hereinafter referred to as the Articles), as incorporated under the Mass Transportation Systems Authorities Act 55 of 1963, MCL 124.351-.359:

ARTICLE I

Board Memberships

Section 1. Appointment.

The members of the Board shall be those individuals appointed by the City of Ann Arbor, the City of Ypsilanti, and the Charter Township of Ypsilanti, pursuant to the Articles.

Section 2. Term.

Except as provided for in Article IV Section 2 of the Articles, the term of office of a Board member shall be five years, and commence on May 1.

Section 3. Removal From Board.

Members of the Board may be removed only by the jurisdiction that appointed the member, as provided in the Articles and in accordance with the jurisdiction's adopted policies and procedures. If a Board member engages in conduct that is against the AAATA's best interests, the Board may, by majority vote of currently serving board members, recommend removing that member to the jurisdiction that appointed the member.

ARTICLE II

Board Officers

Section 1. Officers.

The Board shall hold elections from its membership, for the offices of Chair, Secretary, and Treasurer. The Secretary will also serve as the Vice Chair.

Section 2. Election and Term of Office.

Nominations for each Board Officer position shall be made from the floor. Offices will be filled one at a time by roll call vote. Officers shall be elected in September to take office October 1 for a one-year term.

Section 3. Vacancies; Reassignment of Duties.

If an officer position becomes vacant, the Board shall fill said office by election from its membership. In the absence or incapacitation of any officer, or for any other reason the Board may deem sufficient, the Board may delegate, for a specified time, any or all powers or duties of an officer to any other Board member.

Section 4. Removal.

Any officer may be removed from office by a vote of a majority of currently serving Board members, provided that notice of such removal proceedings be given to the Board members not less than one day prior to the distribution to Board members of the agenda for the meeting at which removal is to be considered.

Section 5. Duties.

The duties of the Chair, Secretary, and Treasurer shall be as provided in the Articles, with additional duties as specified in these Bylaws and Board policies. As provided in the Articles, the Chair shall preside at meetings of the Board and the Secretary shall preside at meetings of the Board in the absence of the Chair. Personnel of the Authority shall assist the Secretary and the Treasurer in the performance of their duties. The Board may authorize the CEO to perform, or assign, the duties of the Secretary or Treasurer whenever, for any reason, it is impracticable for the Secretary or Treasurer to act personally.

Section 6. Limitation on Duty.

No officer shall have the authority to bind the Board or Authority to any contract or obligation without the approval of the Board, provided, however, that the Board may designate general classes of obligations which may be assumed by an officer or officers on the Authority's behalf without further Board approval.

ARTICLE III
Board Meetings

Section 1. Regular Meetings; Notice.

The Board shall meet in public session generally once each month. For each fiscal year, the Board shall set the date and time of that year's regularly scheduled Board meetings before the end of the previous fiscal year. To the extent allowed by the Open Meetings Act: (1) Board meetings may be held electronically or (2) Board members may attend in-person Board meetings electronically and be considered present at the meeting.

Section 2. Public Meetings; Closed Meetings.

All meetings of the Board at which a quorum is present shall be public, provided, however, that the Board may vote to go into closed session as permitted by the Open Meetings Act.

Section 3. Special Meetings.

Special meetings for any purpose or purposes may be called by the Chair. In addition, a special meeting shall be called by the Chair or the Secretary at the written request of two Board members. Such requests shall state the purpose or purposes of the special meeting.

Section 4. Notice of Special Meetings.

Notice of a special meeting stating the time, place, and agenda shall be provided to all Board members at least twenty-four hours prior to such meeting. Notice to Board members is the duty of the officer calling the meeting. Notice of a special meeting must also be provided to the public to the extent, and in the manner, required by the Open Meetings Act.

Section 5. Quorum.

A majority of the Board members duly appointed constitutes a quorum.

Section 6. Voting.

Unless otherwise provided by the Open Meetings Act or in these Bylaws, an action of the Board, whether by resolution, motion, or otherwise, requires a majority vote of board members present, provided a quorum is present. The affirmative vote of at least sixty percent of currently serving board members is required to adopt or amend the annual budget; hire or terminate the Chief Executive Officer; or adopt a labor contract.

Section 7. Meeting Agenda.

A specific agenda, approved by the Chair, shall be furnished to Board members, at least four days prior to regular meetings, and shall be posted at Ann Arbor Area Transportation Authority headquarters, all other Ann Arbor Area Transportation Authority buildings open to the public, on the Authority's website, and elsewhere, as required by law, no less than eighteen hours prior to regular meetings. Any member of the Board may propose adding an item to the agenda by contacting the Chair and the Chair will then decide whether to add the proposed item to the agenda. This shall not prohibit the addition of items to the agenda at the time of the meeting by Board vote. Failure to comply with the requirements of this Section shall not invalidate action of the Board.

Section 8. Manner of Voting.

The Chair shall preliminarily determine whether the vote of each question coming before the Board shall be by voice vote, show of hands, roll call vote, or any other form of voting that the Chair deems appropriate and that can be recorded in the minutes. If the Chair does not choose a roll call vote for a particular question, any Board member may call for a roll call vote on that question and the Chair shall then either take a roll call vote on that question or ask the Board to vote (using any voting method the Chair deems appropriate) to determine whether to take a roll call vote. All roll call votes shall be recorded in the minutes. Board members may not engage in proxy voting.

Section 9. Conflict of Interest.

Each member present shall either cast a yea or nay vote, or state that he or she is abstaining, on each matter voted upon by the Board, except that each member is obligated to refrain from voting, or otherwise influencing the debate or vote upon, a matter in which the member shall have a personal financial interest beyond that of general public interest, a matter involving his or her own conduct, or a matter in which the member otherwise has a conflict of interest. If a member's right to vote is challenged, the Board may, by vote of the majority of currently serving board members, and upon good cause shown by the moving board member, direct the member to abstain from voting on a particular pending motion.

Section 10. Meeting Procedures.

The Board may rely on Robert's Rules of Order for meeting procedures or other subjects covered by those Rules that are not covered by these Bylaws, the Articles of Incorporation, or laws of the State of Michigan. Any disputes as to procedure at Board meetings shall be resolved by the Chair.

Section 11. Policy Governance.

The Board has adopted Policy Governance as a model for directing and controlling the Authority. This model shall govern the Board as long as it is not in conflict with these Bylaws, the Articles of Incorporation, or laws of the State of Michigan. The Board's Policy Governance model may be amended from time to time, but adopting an alternative governance model would require amending these Bylaws.

ARTICLE IV Committees

Section 1. Governance Committee. There shall be a Governance Committee of the Board of Directors which shall be responsible for coordinating the work of the Board and of any committees that the Board establishes; for developing the Board in terms of its composition and its members' governing skills; for maintaining the Board - Chief Executive Officer relationship; and for carrying out other duties as prescribed for it in the Bylaws and by Board motion.

The Governance Committee shall consist of the Board Chair (who shall chair the Governance Committee), the Treasurer, the Secretary, any other chairs of the other Board committees the Board Chair deems appropriate to appoint to the Governance Committee, and the Chief Executive Officer (non-voting). Other Board members may attend Governance Committee meetings with the approval of the Chair, in a non-voting capacity, as long as that does not lead to a quorum of the Board being present.

Section 2. Board Governing Committees. The Board of Directors may establish committees and other working bodies that are not otherwise enumerated in these Bylaws as it deems necessary to assist in carrying out its governing responsibilities. Such committees shall be recommended by the Board's Governance Committee and shall be established by the Board. Such committees shall consist only of Board members, and the Board Chair shall appoint chairs and assign Board members to them. Other Board members may attend committee meetings with the approval of the Chair, in a non-voting capacity, as long as that does not lead to a quorum of the Board being present. A committee may not exercise the powers of the Board with respect to management of the affairs of AAATA, and can take action on behalf of the full Board only as explicitly authorized by the Board of Directors in advance.

Section 3. Meeting Procedures. Any dispute as to procedure at a committee meeting shall be resolved by the committee chair.

Section 4. Quorum. A majority of the appointed committee members shall constitute a quorum of the committee and the act of a majority of the appointed members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE V
Indemnification

Section 1. General.

Unless otherwise provided by law or its Articles of Incorporation or Bylaws, the Authority shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Authority) by reason or the fact that the person is or was a board member, officer, or agent of the Authority, or is or was serving at the request of the Authority as a board member, officer, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise; against expenses (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, or in defense of any claim, issue, or matter therein, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Authority, and with respect to any criminal action or proceeding, had no reasonable cause to believe that conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Authority and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

The indemnification provided in this Section shall continue as to a person who has ceased to be a board member, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

In each specific situation where indemnification under this Section is warranted, may be warranted, or is claimed to be warranted by the person seeking indemnification, the Authority shall determine whether indemnification will be provided by either a majority vote of a quorum of Board members consisting only of members who were not parties to such action, suit, or proceeding or, if such a quorum is not obtainable (i.e., because half or more of the Board members are parties to the action, suit, or proceeding) or a quorum of board members consisting only of members who were not parties to such action, suit, or proceeding so directs, by independent legal counsel in a written opinion. The Authority may also use that same voting procedure to authorize paying expenses incurred in defending a civil or criminal action, suit, or proceeding under this Section in advance of the final disposition of such action, suit, or proceeding but only upon receipt of an undertaking by or on behalf of the board member, officer, or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Authority.

Section 2. Action by Authority.

Unless otherwise provided by law or its Articles of Incorporation or Bylaws, the Authority shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Authority to procure a judgment in its favor by reason of the fact that the person is or was a board member, officer, or agent of the Authority, or is or was serving at the request of the Authority as a board member, officer, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise agent expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, or in defense of any claim, issue, or matter therein, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Authority. Provided, however, that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Authority unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court deems proper.

The indemnification provided in this Section shall continue as to a person who has ceased to be a board member, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

In each specific situation where indemnification under this Section is warranted, may be warranted, or is claimed to be warranted by the person seeking indemnification, the Authority shall determine whether indemnification will be provided by either a majority vote of a quorum of Board members consisting only of members who were not parties to such action, suit, or proceeding or, if such a quorum is not obtainable (i.e., because half or more of the Board members are parties to the action, suit, or proceeding) or a quorum of board members consisting only of members who were not parties to such action, suit, or proceeding so directs, by independent legal counsel in a written opinion. The Authority may also use that same voting procedure to authorize paying expenses incurred in defending a civil or criminal action, suit, or proceeding under this Section in advance of the final disposition of such action, suit, or proceeding but only upon receipt of an undertaking by or on behalf of the board member, officer, or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Authority.

Section 3. Insurance.

The Authority shall have power to purchase and maintain insurance on behalf of any person who is or was a board member, officer, or agent of the Authority, or is or was serving at the request of the Authority as a board member, officer, or agent of another corporation, business corporation partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity arising out of the person's status as such, whether or not the Authority would have power to indemnify the person against such liability under Sections 1 and 2 of this Article.

ARTICLE VI Amendment of Bylaws

Section 1. Notice of Amendment.

These Bylaws may be amended or repealed, with new bylaws revised or adopted, by affirmative vote of at least sixty percent of currently serving board members, provided that notice of proposed changes and a written copy thereof shall be given to the Board no less than one week in advance.

Section 2. Waiver of Notice.

The requirements of notice and provision of written copy may be waived by the Board for immediate adoption of a specific Bylaw amendment. Amendments of these Bylaws, or new Bylaws, shall take effect immediately after adoption unless otherwise stipulated in the amendment.

Resolution 05/2021

AMENDMENT OF BYLAWS

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
ANN ARBOR AREA TRANSPORTATION AUTHORITY**

WHEREAS, a task force of the AAATA's Governance Committee undertook a comprehensive review of the AAATA's Bylaws, in consultation with the AAATA's legal counsel, and with input from AAATA staff and Board members, and

WHEREAS, the task force proposed the amendments to the AAATA's Bylaws shown in the attached marked-up version of the Bylaws, and

WHEREAS, the Governance Committee recommends that the Board adopt the amendments to the AAATA's Bylaws proposed by the task force and shown in the attached version of the Bylaws incorporating the proposed amendments,

NOW THEREFORE, BE IT RESOLVED, that the AAATA's Bylaws are amended as shown in the attached version of the Bylaws incorporating the amendments.

Eric A. Mahler, Chair
July 22, 2021

Kyra Sims, Secretary
July 22, 2021

SECRETARY DUTIES

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
ANN ARBOR AREA TRANSPORTATION AUTHORITY**

WHEREAS, the AAATA’s Articles of Incorporation require the AAATA’s Secretary to “[k]eep the minutes of all meetings of the Board, and of all committees thereof, and books provided for that purpose,” “[a]ttend to the giving, serving, and receiving of all notices or process of or against the Authority,” and “[h]ave charge of all books and records,” *AAATA Articles of Incorporation*, Art. IV, § 6,

WHEREAS, the AAATA’s Bylaws allow the AAATA’s Board to “authorize the CEO to perform, or assign, the duties of the Secretary . . . whenever, for any reason, it is impracticable for the Secretary . . . to act personally,” *AAATA Bylaws*, Art. II, § 5,

WHEREAS, it is impracticable for the Secretary to keep the minutes of all AAATA Board meetings and Board committee meetings when that duty can be more efficiently performed by AAATA staff,

WHEREAS, it is impracticable for the Secretary to “[a]ttend to the giving, serving, and receiving of all notices or process of or against the Authority,” and

WHEREAS, it is impracticable for the Secretary to “[h]ave charge of” all the AAATA’s Board’s “books and records” when that duty can be more efficiently performed by AAATA staff,

NOW THEREFORE, BE IT RESOLVED, that:

(1) the Board directs the CEO to ensure that, starting with today’s meeting, the AAATA’s Board’s meeting minutes and the AAATA’s Board committees’ meeting minutes are taken, and that all minutes are kept in books (electronic or otherwise) provided for that purpose;

(2) the Board authorizes the CEO to perform, or assign, the Secretary’s duty to “[a]ttend to the giving, serving, and receiving of all notices or process of or against the Authority;” and

(3) the Board authorizes the CEO to perform, or assign, the Secretary’s duty to “[h]ave charge of all books and records” (electronic or otherwise).

Eric A. Mahler, Chair
July 22, 2021

Kyra Sims, Secretary
July 22, 2021

Resolution 07/2021

TREASURER DUTIES

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
ANN ARBOR AREA TRANSPORTATION AUTHORITY**

WHEREAS, the AAATA’s Articles of Incorporation require the AAATA’s Treasurer to “have custody of all the funds and securities of the Authority which may come into his hands or possession,” to “[w]hen necessary or proper, . . . endorse in behalf of the Authority for collection, checks, notes and other obligations, and [] deposit them to the credit of the Authority in a designated bank or depository,” to “sign all receipts and vouchers for payments made to the Authority,” to “jointly with such other officer as may be designated by the Board sign all checks, bonds, promissory notes, or other obligations when so ordered by the Board,” to “render a statement of his cash account when required by the Board,” to “enter regularly in the books of the Authority to be kept by him for this purpose full and accurate accounts of all monies received and paid by him on account of the Authority,” to “at all reasonable times exhibit the books and accounts to the Board or any member thereof when so required,” and to “perform all acts incidental to the position of treasurer fixed by the bylaws and as assigned to the treasurer from time to time by the Board,” *AAATA Articles of Incorporation*, Art. IV, § 7,

WHEREAS, the AAATA’s Board Policy Manual requires the Treasurer, along with the CEO, to “supervis[e]” the “investment decisions and activities” of the AAATA’s “investment officer,” *AAATA Board Policy Manual*, App’x F,

WHEREAS, the AAATA’s Bylaws allow the AAATA’s Board to “authorize the CEO to perform, or assign, the duties of the . . . Treasurer whenever, for any reason, it is impracticable for the . . . Treasurer to act personally,” *AAATA Bylaws*, Art. II, § 5,

WHEREAS, it is impracticable for the Treasurer to personally “sign all receipts and vouchers for payments made to the Authority” given the volume of transactions the AAATA enters into and the fact that the AAATA enters into many of those transaction electronically, and

WHEREAS, it is practical and prudent for the CEO and staff to remain accountable for the aforementioned duties ascribed to the Treasurer in the Articles, and

WHEREAS, the Board finds that it is more appropriate that the entire Finance Committee, not the Treasurer and CEO, take responsibility for supervising the “investment decisions and activities” of the AAATA’s “investment officer,”

NOW THEREFORE, BE IT RESOLVED, that, unless specifically requested by a majority vote of currently serving Board members, the Treasurer is not required to:

- possess AAATA funds and/or securities, or retain their custody;

- endorse on behalf of the AAATA for collection, checks, notes and other obligations, or deposit same to the credit of the AAATA in a bank or other depository;
- sign checks, bonds, promissory notes, or other obligations of the AAATA;
- render a cash account statement;
- keep books on behalf of the AAATA of money received, or exhibit the AAATA's books and accounts; or
- perform any other acts incidental to the position,

NOW THEREFORE BE IT RESOLVED, that the Board amends Appendix F, paragraph two, of the Board Policy Manual as follows:

DELEGATION OF AUTHORITY TO MAKE INVESTMENTS

The Deputy CEO Finance and Administration (CFO), or the Manager of Finance (Controller) as his/her designee, is designated as the investment officer for the AAATA, and is responsible for investment decisions and activities implemented under this policy under the supervision of the CEO. Under the supervision of the CEO, the investment officer is authorized on behalf of AAATA to execute and deliver agreements, documents, or other instruments in connection with or relating to the opening and closing of investment accounts, the purchasing, selling, or redeeming authorized investments, and the safekeeping of investment accounts. Twice a year, or more frequently at the discretion of the Board, the Board shall determine compliance with the AAATA's Cash and Investment Policy (Section 2.6) by the CEO.

NOW THEREFORE, BE IT RESOLVED, that the Board directs the CEO to sign, or direct staff to sign, receipts and vouchers for payments made to the Authority as specified in the Board Policy Manual.

Eric A. Mahler, Chair
July 22, 2021

Kyra Sims, Secretary
July 22, 2021

ISSUE BRIEF: Capital Reserve Board Policy

Meeting: Board of Directors

Meeting Date: July 22, 2021

INFORMATION TYPE
Decision Preparation
RECOMMENDED ACTION(S)
Consider recommendation of new policy language from Finance Committee.
ALTERNATIVE OPTION(S)
Defer or reject new language.
PRIOR RELEVANT BOARD ACTIONS & POLICIES
List of previous Board or Committee discussions or actions, to allow cross referencing and context.
ISSUE SUMMARY
New board policy language pertaining to approvals required to use funds from the Capital Reserve. One change prohibits staff from using funds in the Capital Reserve (without Board authorization) and the next clarifies that it is part of the Board’s job to decide on such authorizations. No other changes are being suggested.
BACKGROUND
With the creation of a capital reserve the board asked the Finance Committee to explore the development of new policy. The attached proposal was developed by the Committee and Rose Mercier.
IMPACTS OF RECOMMENDED ACTION(S)
<ul style="list-style-type: none"> • Budgetary/Fiscal: N/A • Social: N/A • Environmental: N/A • Governance: N/A
ATTACHMENTS
<ol style="list-style-type: none"> 1. Proposed Board Policy Manual Amendment Language 2. Resolution 08/2021 Capital Reserve Policy

Attachment 1: 1. Proposed Board Policy Manual Amendment Language

There are two parts to the amendment: an addition to policy 2.5: Financial Conditions and Activities (highlighted below), and an addition to policy 3.2: Board Job Description.

Change One:

2.5 FINANCIAL CONDITION AND ACTIVITIES

With respect to the actual, ongoing financial condition and activities, the CEO will not cause, allow or fail to address the development of fiscal jeopardy or deviation of actual expenditures from Board priorities established in Ends policies. Further, without limiting the scope of the foregoing by this enumeration, the CEO shall not:

2.5.1 Operate without policies, processes and procedures that are necessary to meet generally accepted standards for financial management, cash handling, and accounting.

2.5.2 Operate in a manner that would jeopardize federal and state funding, including an up-to-date procurement manual.

2.5.3 Receive, process or disburse funds under controls that are insufficient to meet the Board appointed auditor's standards.

2.5.4 Compromise the independence the Board's audit or other external monitoring or advice.

2.5.4.1 Fail to provide the Board with timely information regarding fraud, suspected fraud or financial mismanagement.

2.5.4.2 Fail to provide the Board with information and access to internal controls that allows Board review of fraud, suspected fraud or financial mismanagement.

2.5.5 Allow expenditures that exceed the overall Board-approved budget.

2.5.5.1 Allow cost overruns on capital projects.

2.5.6 Authorize contracts not anticipated in the current budget with a value greater than \$250,000.

2.5.6.1 Split purchases or contracts into smaller amounts in order to avoid the above limit.

2.5.6 Use funds from the Capital reserve.

(Subsequent policies renumbered.)

Change Two

3.2 BOARD JOB DESCRIPTION

Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance. Accordingly, the Board has direct responsibility to create:

3.2.1 The authoritative linkage between the ownership and the operational organization.

3.2.1.1 Members shall maintain effective ambassadorship and coordinated advocacy with member municipalities.

3.2.2 Strategic leadership and vision of the organization through its policymaking.

3.2.3 Written governing policies that address the broadest levels of all organizational decisions and situations.

A. Ends: Organizational products, impacts, benefits, outcomes, recipients; and their relative worth in cost or priority (what good for which recipients at what cost).

B. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

C. Governance Process: Specification of how the Board conceives, carries out and monitors its own task.

D. Board-Management Delegation: How power is delegated and its proper use monitored; the CEO role, authority and accountability.

3.2.4 Assurance of successful organizational performance on Ends and Executive Limitations

3.2.5 Assurance of CEO performance includes evaluation of organizational performance on Ends and Executive Limitations.

3.2.6 Annual performance review and appropriate adjustment of CEO salary.

3.2.7 Approval of the annual budget developed and recommended by the CEO.

3.2.8 A contract with the CEO that will stipulate compensation, benefits and other terms and conditions for the CEO.

3.2.9 Approval of rider fare increases and millage rates assessed by the Authority.

3.2.10 Approval of real estate acquisition, encumbrance, or disposal.

3.2.11 Approval of collective bargaining goals and tentative collective bargaining agreements.

3.2.12 Approval of the use of funds from the Capital Reserve.

CAPITAL RESERVE POLICY

**RESOLUTION OF THE BOARD OF
DIRECTORS OF THE
ANN ARBOR AREA TRANSPORTATION
AUTHORITY**

WHEREAS the Ann Arbor Area Transportation Authority (AAATA) Board of Directors (Board) has created a Capital Reserve fund;

WHEREAS the Board asked the Finance Committee to explore the development of a new policy concerning its use;

WHEREAS the Finance Committee requested the input of Rose Mercier, the Board's governance coach and agrees with the proposed policy that any use of the Capital Reserve Fund by subject to Board approval;

THEREFORE BE IT RESOLVED THAT the Board address the use of the newly created capital reserve by approving two policy changes: 1) Amend Executive Limitation policy 2.5 Financial Conditions and Activities by adding policy item 2.5.6 "Use funds from the Capital reserve"; and 2) Amend Governance Process policy 3.2 Board Job Description by adding policy item 3.2.12, "Approval of the use of funds from the Capital Reserve"

Eric A. Mahler, Chair
July 22, 2021

Kyra Sims, Secretary
July 22, 2021

ISSUE BRIEF: August Service Plan

Meeting: Board of Directors

Meeting Date: July 22, 2021

INFORMATION TYPE
Other
RECOMMENDED ACTION(S)
Provide an update on the Final August Service Plan as well as a summary of the public received during June/July public engagement process.
ISSUE SUMMARY
<p>The Final August Service Plan along with the Service Change Equity Analysis was available for public feedback from June 7 to July 7. The findings from the equity analysis indicate that the Service Plan has no disparate impact on minority population, but discontinuing Routes 21, 41, 81, 91, and 92 creates a disproportionate burden on low-income population.</p> <p>While mitigations for each discontinued route are in place to minimize the effects, staff reviewed and assessed other alternatives. Based on further analysis, staff believe that no alternatives exist that would accomplish same business goals with fewer disproportionate effects, mainly because all routes but one in our network are identified as low-income routes.</p>
BACKGROUND
<p>The Final August Service Plan, which reflects the community’s feedback gathered in March 2021, restores service levels provided before the COVID-19 pandemic and includes adjustments to many routes and services as outlined in Attachment #1. Key adjustments have been incorporated from the plan proposed in March and include updates to Routes 6, 26, 29, 61, 62, 65, 68, FlexRide East, and GoldRide. The Final Service Plan will be implemented starting August 29, 2021.</p> <p>As required by FTA and AAATA’s Equity Analysis Policy, an equity analysis was completed for the planned major service changes. The detailed analysis is included in Attachment #2 and the findings include:</p> <ul style="list-style-type: none"> • There are no disparate impacts on minority population. • Discontinuing Routes 21, 41, 81, 91, and 92 creates a disproportionate burden on low-income population. <p>Mitigations for the disproportionate burdens include modification to existing routes and continued promotion of VanRide.</p> <p>In addition to these mitigations, staff reviewed and assessed other alternatives. Based on the analysis, staff believe that no alternatives exist that would accomplish same business goals set by the Board’s Ends with fewer disproportionate effects, mainly because all routes but one (Route 66) in our network are identified as low-income routes with a higher percentage of low-income riders than are present in the general population.</p>

The savings from discontinuing Routes 21, 41, 81, 91, and 92 have been reallocated to improve service reliability of high ridership routes in other low-income areas as service is restored. This is consistent with the business goals set by the Board's Ends policies. It would not be possible to find operational savings of the same magnitude without reducing service on other low-income routes with higher ridership.

Public feedback was accepted on the August Service Plan and Service Change Equity Analysis from June 7 – July 7. Staff reviewed all comments received from the public and summarized the findings below:

- August Service Plan: There is no underlying theme. Each comment is unique per individual.
- GoldRide Service and Fare Changes: Most comments were concerns about the large increase in GoldRide fares.

IMPACTS OF RECOMMENDED ACTION(S)

- Budgetary/Fiscal: The service recovery plan was included in FY2021 budget.
- Social: The plan will restore service coverage, frequency, and hours to provide riders better access to services and opportunities.
- Environmental: Restoring service and improving service reliability will make transit a viable transportation option for returning riders before they switch to other modes such as driving.
- Governance: N/A

ATTACHMENTS

1. Final August Service Plan Summary
2. Service Change Equity Analysis
3. Public Feedback Summary June 2021

More service to get you moving.

In March, we presented our Service Recovery Proposal that laid out TheRide's plans to restore service to our previous service levels. We received and reviewed over 300 comments on the proposal. We have adjusted our plan based on feedback. The final plan will begin August 29, 2021.

Route	Schedule	Frequency (in minutes) <i>peak/midday/evening</i>	Service Details
3 Huron River	Weekdays 6:15 ^{am} –9:45 ^{pm} Saturday 8:15 ^{am} –9:15 ^{pm} Sunday 8:15 ^{am} –6:15 ^{pm}	30 / 30 / 60 60 60	Add weekend service. Reinstate service to LeForge Rd area. Move routing in the downtown Ann Arbor area from Washington St, Ann St, and Catherine St to Huron St.
4 Washtenaw	Weekdays 6:00 ^{am} –11:45 ^{pm} Saturday 7:30 ^{am} –10:15 ^{pm} Sunday 8:00 ^{am} –6:45 ^{pm}	8 / 15 / 30 30 30	Revise Route 4 to serve UM Hospital on all trips. Eliminate route variations. Move routing in the downtown Ann Arbor area from Washington St to Huron St. Add time to peak hour trips to improve on-time performance.
5 Packard	Weekdays 6:15 ^{am} –11:15 ^{pm} Saturday 8:15 ^{am} –10:00 ^{pm} Sunday 8:15 ^{am} –6:15 ^{pm}	15 / 15 / 30 60 60	Revise Route 5 to two variations: 5A trips will serve Ypsilanti and 5B trips will serve Meijer on Carpenter Rd. Add time to trips to improve on-time performance.
6 Ellsworth	Weekdays 6:15 ^{am} –10:15 ^{pm} Saturday 8:15 ^{am} –10:15 ^{pm} Sunday 8:15 ^{am} –6:15 ^{pm}	30 / 30 / 60 60 60	In the downtown Ypsilanti area, all trips heading to the Blake Transit Center (BTC) will use Michigan Ave and all trips heading to the Ypsilanti Transit Center will use Congress St. Riders in the Michigan Ave corridor needing to reach the Ypsilanti Transit Center are advised to use Rt 47.
22 Pontiac– Dhu Varren	Weekdays 6:20 ^{am} –11:15 ^{pm} Saturday 7:45 ^{am} –10:15 ^{pm} Sunday 8:15 ^{am} –7:15 ^{pm}	30 / 30 / 60 60 60	Reinstate service to Dhu Varren Rd and Pierpont Commons. Add time to peak hour trips to improve on-time performance.
23 Plymouth	Weekdays 6:30 ^{am} –11:30 ^{pm} Saturday 8:20 ^{am} –9:45 ^{pm} Sunday 8:15 ^{am} –6:15 ^{pm}	15 / 15 / 30 30 60	Revise Route 23 to serve Green Rd and the Plymouth Rd P&R lot on all weekday trips. Green Rd P&R lot will be served weekday evenings and weekends. Move routing in the downtown Ann Arbor area from Washington St to Huron St. Add time to trips to improve on-time performance.
24 Eisenhower –Golfside	Weekdays 6:15 ^{am} –10:45 ^{pm} Saturday 8:00 ^{am} –10:15 ^{pm} Sunday 8:00 ^{am} –6:45 ^{pm}	30 / 30 / 60 60 60	Rename route from "S. Main-East" to "Eisenhower-Golfside." Change route to serve State St and S. Industrial instead of S. Main. Service to S. Main St, Northbrook Dr and Oakbrook Dr to be provided by Route 25. Trips alternate with Route 6 for more frequent service on State Street and South Industrial.
25 Ann Arbor– Saline Rd	Weekdays 6:20 ^{am} –10:50 ^{pm} Saturday 7:30 ^{am} –9:30 ^{pm} Sunday 8:30 ^{am} –6:30 ^{pm}	30 / 30 / 60 60 60	Continue current routing that serves Main St and Oakbrook Dr. Service in the Oak Valley Dr/Lohr Rd area south of Meijer on Ann Arbor-Saline Rd to be provided by FlexRide-West.
26 Scio Church	Weekdays 6:30 ^{am} –10:45 ^{pm} Saturday 7:45 ^{am} –9:45 ^{pm} Sunday 8:45 ^{am} –6:45 ^{pm}	30 / 60 / 60 60 60	Revise Route 26 to serve one direction only. Service in the reverse direction to be provided by Route 29. Trips will alternate with Route 29 to provide service every 30 minutes. Routing will be moved from Seventh St to Main St to serve the Pioneer High School Park & Ride lot before reaching Scio Church Rd.
27 W. Stadium –Oak Valley	Weekdays 6:10 ^{am} –10:45 ^{pm} Saturday 8:15 ^{am} –10:15 ^{pm} Sunday 8:15 ^{am} –6:15 ^{pm}	30 / 30 / 60 60 60	Reinstate temporarily suspended route.
28 Pauline	Weekdays 6:00 ^{am} –11:15 ^{pm} Saturday 8:00 ^{am} –10:00 ^{pm} Sunday 8:00 ^{am} –7:00 ^{pm}	15 / 30 / 60 60 60	Revise Route 28 to serve Pauline Blvd in both directions for all trips. Eliminate route variations.
29 Liberty	Weekdays 6:30 ^{am} –6:15 ^{pm} Saturday 8:15 ^{am} –10:15 ^{pm} Sunday ---	30 / 60 / --- 60 ---	Revise Route 29 to serve one direction only. Service in the reverse direction to be provided by Route 26. Trips will alternate with Route 26 to provide service every 30 minutes. Use Route 26 when Route 29 is not in service. Routing will be moved from Seventh St to Main St to serve the Pioneer High School Park & Ride lot before reaching the Blake Transit Center.
30 Jackson Rd	Weekdays 6:15 ^{am} –11:15 ^{pm} Saturday 7:00 ^{am} –10:00 ^{pm} Sunday 8:30 ^{am} –6:30 ^{pm}	30 / 30 / 60 60 60	Reinstate service to Meijer/Jackson Rd. Add time to peak hour trips to improve on-time performance. Route 30 to connect with WAVE service at the Meijer on Jackson Rd. Schedules will be coordinated with WAVE Service.
31 Dexter Ave	Weekdays 6:00 ^{am} –11:30 ^{pm} Saturday 8:30 ^{am} –10:30 ^{pm} Sunday 9:30 ^{am} –7:30 ^{pm}	30 / 30 / 60 60 60	Reinstate temporarily suspended route.
32 Miller– Maple	Weekdays 6:15 ^{am} –11:15 ^{pm} Saturday 8:15 ^{am} –10:15 ^{pm} Sunday 8:15 ^{am} –6:45 ^{pm}	30 / 30 / 60 60 60	Reinstate service to Maple Rd/Pennsylvania Ave. Eliminate route variations. 32B/C trips will be replaced by Route 61.
33 Newport	Weekdays 6:30 ^{am} –8:30 ^{pm} Sat/Sun ---	30 / 30 / --- ---	Revise Route 33 to serve the Amtrak station using Division St/Fifth Ave for all trips. Reinstate service to the Newport Rd/Holyoke Ln area. Add time to trips to improve on-time performance.

Route	Schedule	Frequency (in minutes) <i>peak/midday/evening</i>	Service Details	
34 Maple-Dexter <i>previously</i> 60	Weekdays Sat/Sun	6:30 ^{am} -8:45 ^{am} 3:45 ^{pm} -5:45 ^{pm} --- ---	30 / --- / --- ---	Revise route to end all trips at the Blake Transit Center. Rename route from 'UM-Dexter' to 'Maple-Dexter' and change number from Route 60 to Route 34. Connect all trips with Route 23 at the Blake Transit Center. Add time to trips to improve on-time performance. Trips will alternate with Route 61 to provide service every 30 minutes from the Miller Rd P&R lot.
42 Forest-MacArthur	Weekdays Saturday Sunday	6:05 ^{am} -10:15 ^{pm} 7:15 ^{am} -10:15 ^{pm} 8:15 ^{am} -6:15 ^{pm}	30 / 30 / 60 60 60	Reinstate service to Forest Ave and Holmes Rd areas.
43 E. Michigan Ave	Weekdays Saturday Sunday	6:00 ^{am} -11:00 ^{pm} 8:00 ^{am} -10:00 ^{pm} 8:00 ^{am} -6:00 ^{pm}	30 / 30 / 60 60 60	Reinstate temporarily suspended route.
44 Ecorse-Tyler	Weekdays Saturday Sunday	6:15 ^{am} -10:45 ^{pm} 7:45 ^{am} -9:45 ^{pm} 8:15 ^{am} -6:15 ^{pm}	30 / 30 / 60 60 60	Continue current routing.
45 Grove	Weekdays Saturday Sunday	6:30 ^{am} -10:00 ^{pm} 7:45 ^{am} -9:45 ^{pm} 8:45 ^{am} -6:45 ^{pm}	30 / 30 / 60 60 60	Continue current routing. Service in the area east of Harry St/Grove Rd to be provided by FlexRide-East.
46 Huron-Paint Creek	Weekdays Saturday Sunday	6:00 ^{am} -10:00 ^{pm} 8:00 ^{am} -10:00 ^{pm} 8:00 ^{am} -6:00 ^{pm}	30 / 30 / 60 60 60	Reinstate service to the Huron River Dr/Tuttle Hill Rd area. Rename route from "Huron-Textile" to "Huron-Paint Creek." Service in the area south of Huron River Dr to be provided by FlexRide-East.
47 Harriet-W. Michigan	Weekdays Saturday Sunday	6:00 ^{am} -10:30 ^{pm} 8:30 ^{am} -9:30 ^{pm} 8:30 ^{am} -6:30 ^{pm}	30 / 30 / 60 60 60	Continue current routing.
61 U-M-Miller <i>previously</i> 32B 32C	Weekdays Sat/Sun	6:45 ^{am} -7:45 ^{pm} ---	30 / 30 / --- ---	Routing in the downtown Ann Arbor area will be moved to serve Washington St before ending at the Central Campus Transit Center. All trips will be connected to Rt 65. Riders looking to reach the U-M Medical Campuses are advised to remain on the bus.
62 U-M-State	Weekdays Sat/Sun	6:40 ^{am} -10:00 ^{pm} ---	9 / 14 / 30 ---	Route 62 is revised to serve between the U M Central Campus, State Street Park and Ride Lot, and Wolverine Tower. Briarwood Mall is served by Route 6 or Route 24.
63 U-M-Pontiac	Weekdays Sat/Sun	7:05 ^{am} -8:45 ^{am} 3:50 ^{pm} -5:50 ^{pm} ---	30 / --- / --- ---	Revise route to provide two-way service in the UM Central/Medical Campus areas. Remove service from Glen Ave and Fuller St. Connect all trips with Route 64 at the CCTC. Add time to trips to improve on-time performance.
64 Geddes-E. Stadium	Weekdays Sat/Sun	6:30 ^{am} -9:05 ^{am} 3:30 ^{pm} -6:05 ^{pm} ---	30 / --- / --- ---	Revise route to end at the UM Central Campus Transit Center. Connect all trips with Route 63 at the CCTC to reach UM Medical Campus. Add time to trips to improve on-time performance.
65 U-M-Downtown-Green	Weekdays Sat/Sun	6:45 ^{am} -8:40 ^{pm} ---	30 / 30 / 30 ---	Routing in the downtown Ann Arbor area will be moved to serve the U-M Medical Campuses before ending at the Central Campus Transit Center. All trips will be connected to Rt 61.
66 Carpenter-Huron Pkwy	Weekdays Saturday Sunday	6:30 ^{am} -11:30 ^{pm} 8:15 ^{am} -10:25 ^{pm} ---	30 / 30 / 60 60 ---	Reinstate temporarily suspended route. Remove evening and Saturday service north of Pierpont Commons including the Green Rd P&R lot.
68 Harris-Ford	Weekdays Saturday Sunday	6:30 ^{am} -6:15 ^{pm} --- ---	30 / 30 / --- --- ---	Reinstate temporarily suspended route.
21 Amtrak-Depot		Discontinued		Amtrak Station to be served by Route 33 Monday-Friday.
41 EMU COB Shuttle		Discontinued		Use Routes 3, 4, and 5 to connect from the Ypsilanti Transit Center to EMU's main campus.
81 Canton		Discontinued		Use vanpools as an alternative.
91 Chelsea				
92 Ypsilanti Twp.				

Express Routes



(West)

Service Hours

Weekdays	7:00am–7:00pm
Saturday	---
Sunday	---

Fares

Standard Fare	\$1.00
goPass!	Free
MCard	Free
K-12 (student I.D. required)	\$0.50
Ann Arbor Public Schools (AAPS)	Free
Exceptional Pass	
Children 5 and younger	Free
Fare Deal Card	\$0.50
Monthly Fare Deal Card (30-Day Value Pass required)	Free
A-Ride (A-Ride I.D. Card required)	Free
GoldRide (GoldRide I.D. Card required)	Free

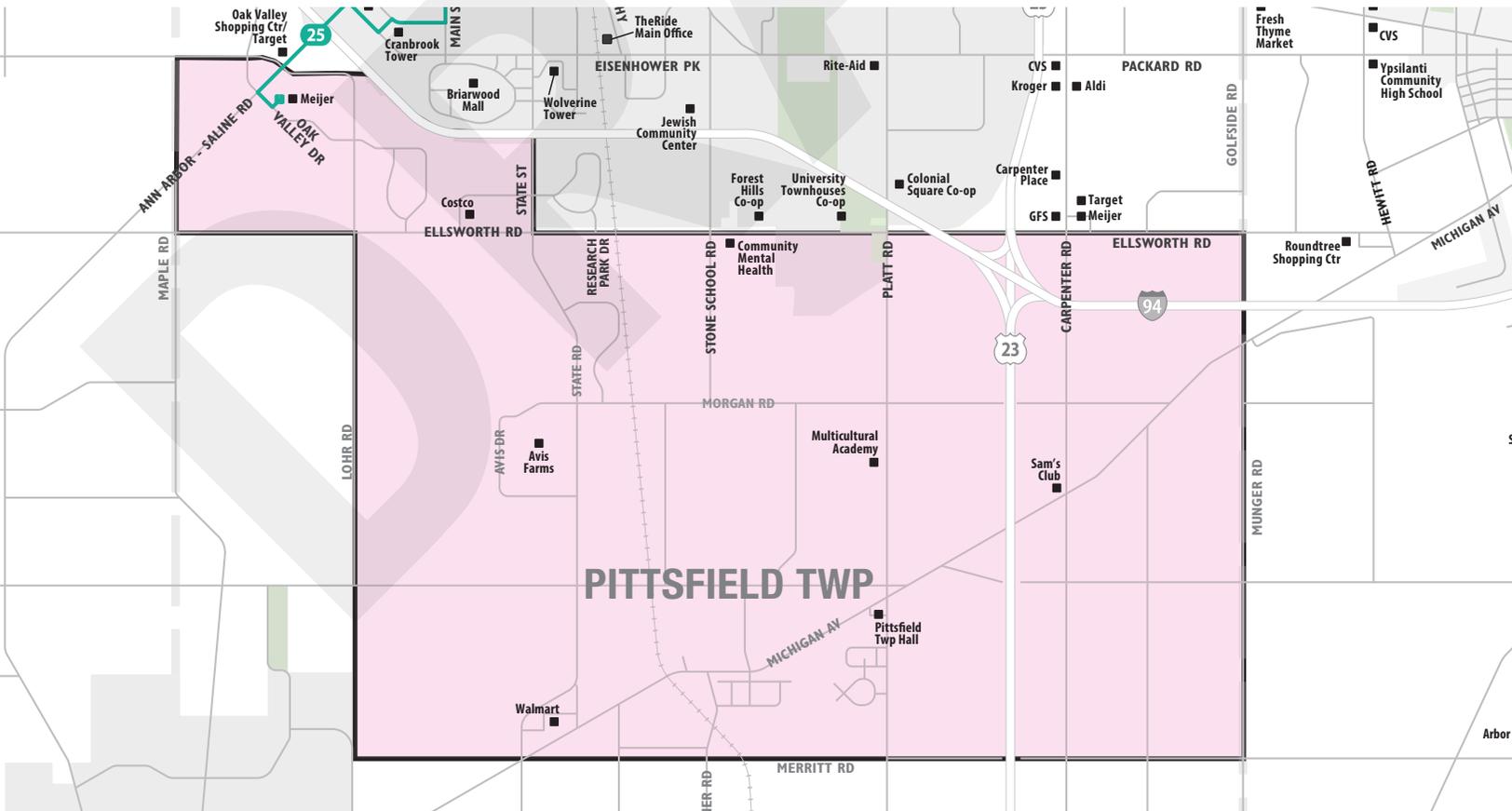
Service Area

Adjust expanded Area in Pittsfield Township.

Discontinue service in Scio Township and Northeast Ann Arbor due to fixed route restoration in these areas.

Transfers

Free between fixed route and FlexRide-West.





(East)

Service Hours

Weekdays	6:00 ^{am} –10:00 ^{pm}
Saturday	8:00 ^{am} –9:00 ^{pm}
Sunday	9:00 ^{am} –7:00 ^{pm}

Fares

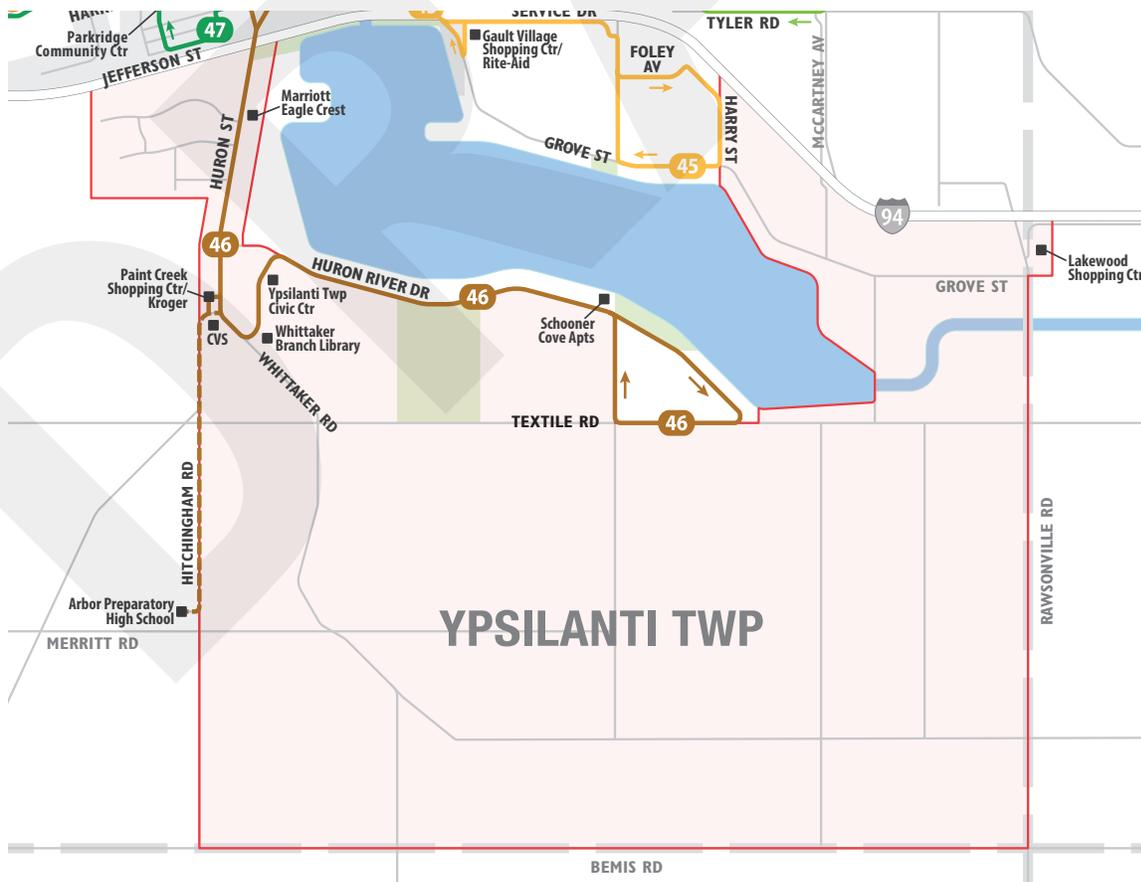
Standard Fare	\$1.00
goPass!	Free
MCard	Free
K-12 (student I.D. required)	\$0.50
Ann Arbor Public Schools (AAPS)	Free
Exceptional Pass	
Children 5 and younger	Free
Fare Deal Card	\$0.50
Monthly Fare Deal Card (30-Day Value Pass required)	Free
A-Ride (A-Ride I.D. Card required)	Free
GoldRide (GoldRide I.D. Card required)	Free

Service Area

Service will be extended to cover the Lakewood Shopping Center and the Huron St area between I-94 and Huron River Dr.

Transfers

Free between fixed route and FlexRide-East.





(Late Night & Holiday)

Service Hours

Weekdays	11:45 ^{pm} – 6:00 ^{am}
Saturday	10:45 ^{pm} – 8:00 ^{am}
Sunday	8:00 ^{pm} – 6:00 ^{am}
Holidays	All Day

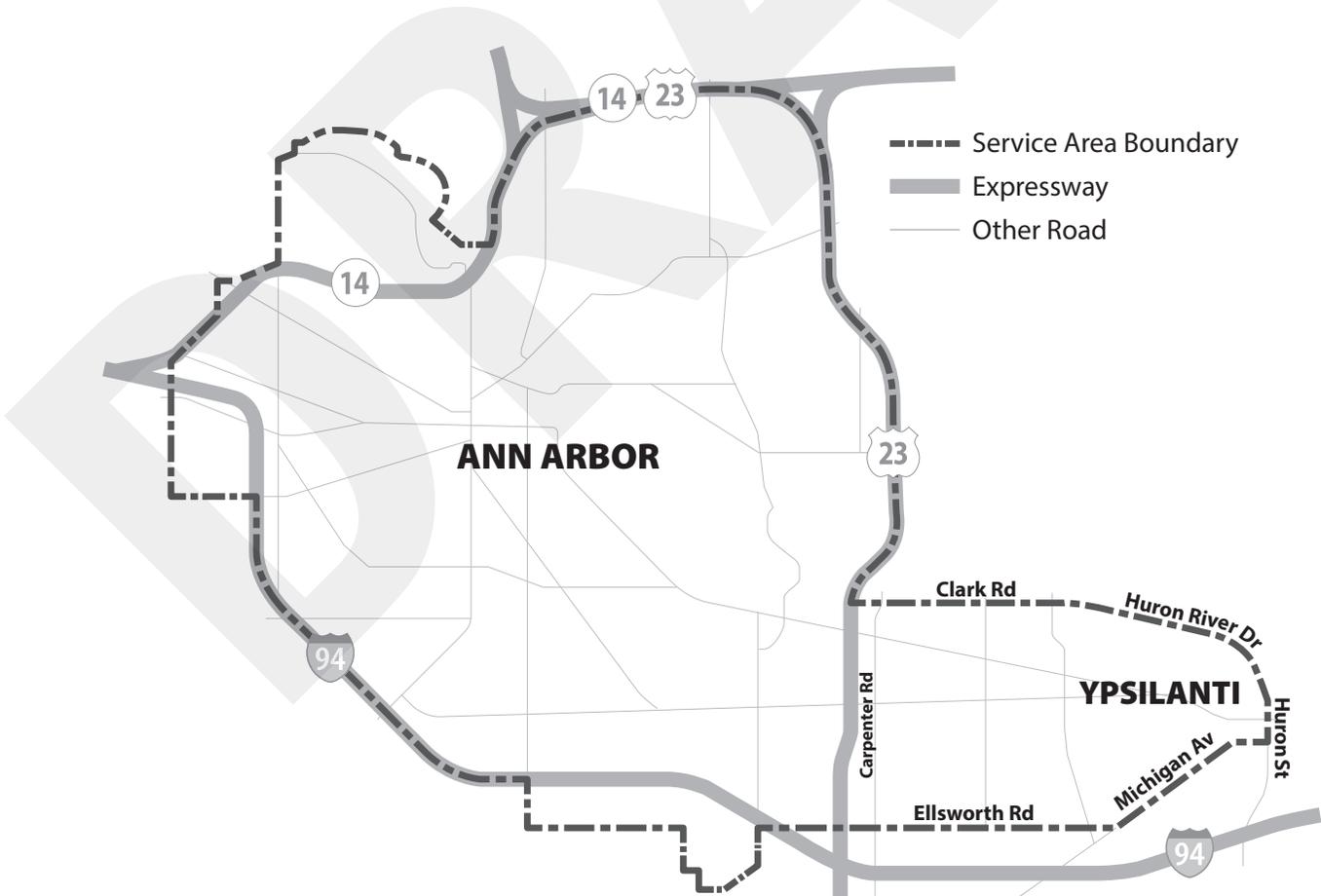
Fares

Standard Fare	\$5.00
goPass!	\$3.00
A-Ride	\$2.50
(A-Ride I.D. Card required)	
GoldRide	\$2.50
(GoldRide I.D. Card required)	

Trips available in the City of Ann Arbor and Ypsilanti between Clark Road/East Huron River Drive on the north and Ellsworth Road/Michigan Avenue on the south.

Curb-to-curb service during late-night hours and on major holidays when regular fixed-route service is not available to be provided by FlexRide. Service is provided in accessible vehicles.

Discontinue \$2.00 trip surcharge for trips between Ann Arbor and Ypsilanti.





Service Hours

Weekdays	6:00 ^{am} –11:45 ^{pm}
Saturday	7:30 ^{am} –9:45 ^{pm}
Sunday	8:00 ^{am} –7:45 ^{pm}

A-Ride is a shared, reservation-based accessibility service for persons with disabilities. A-Ride trips are provided in accessible lift-equipped buses.

To apply for A-Ride:

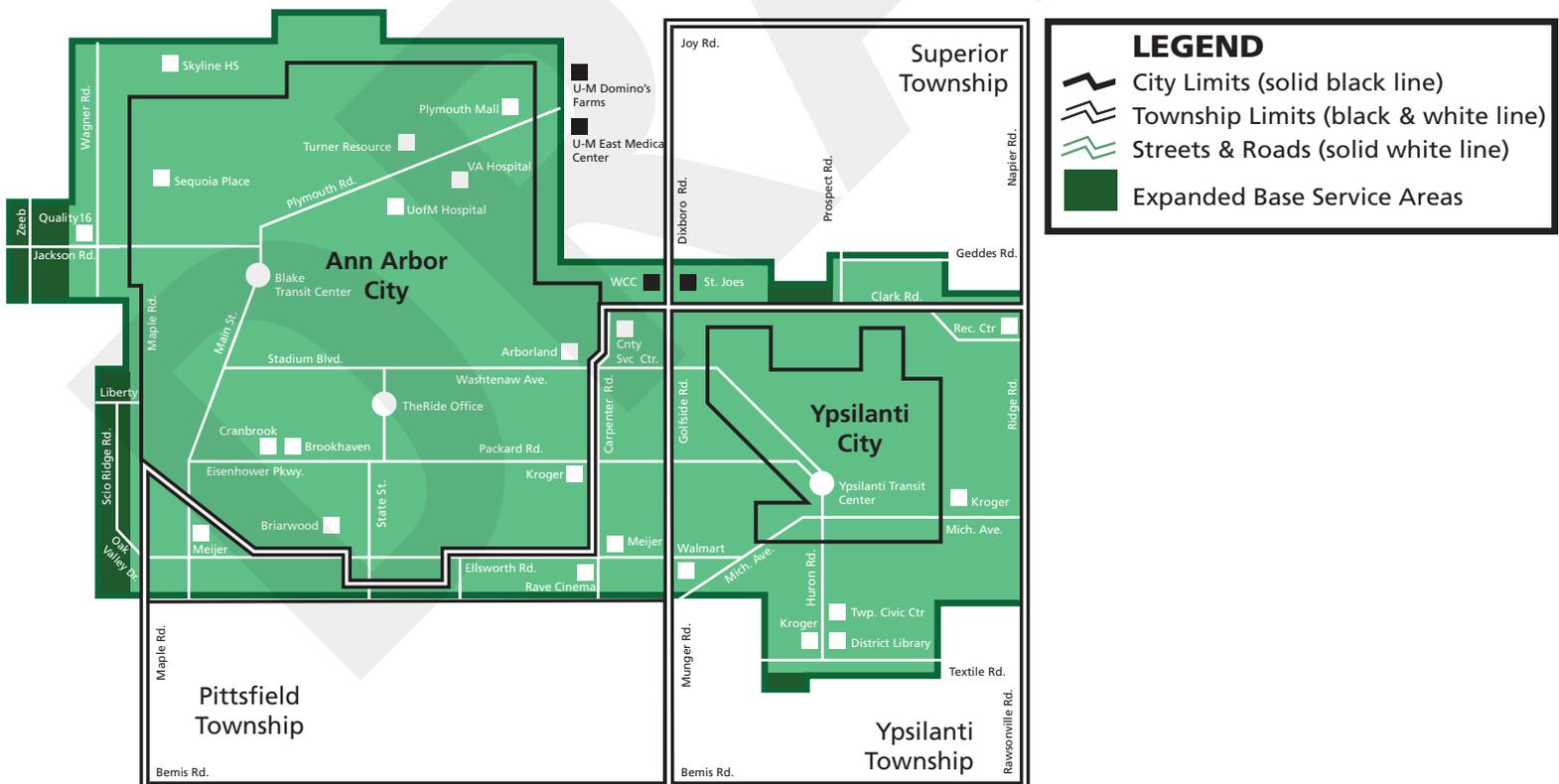
Download the applications from TheRide.org, email ARide@thride.org or by contact A-Ride at 734-973-6500

Fares

Standard Fare	\$3.00
Adult Companions	+\$3.00 ea.
Youth companions (K–12)	+\$1.50 ea.
Child companions (age 5 and younger)	Free
Registered Personal Care Attendants (PCA's)	Free
Service Animals	Free

Same-Day Booking

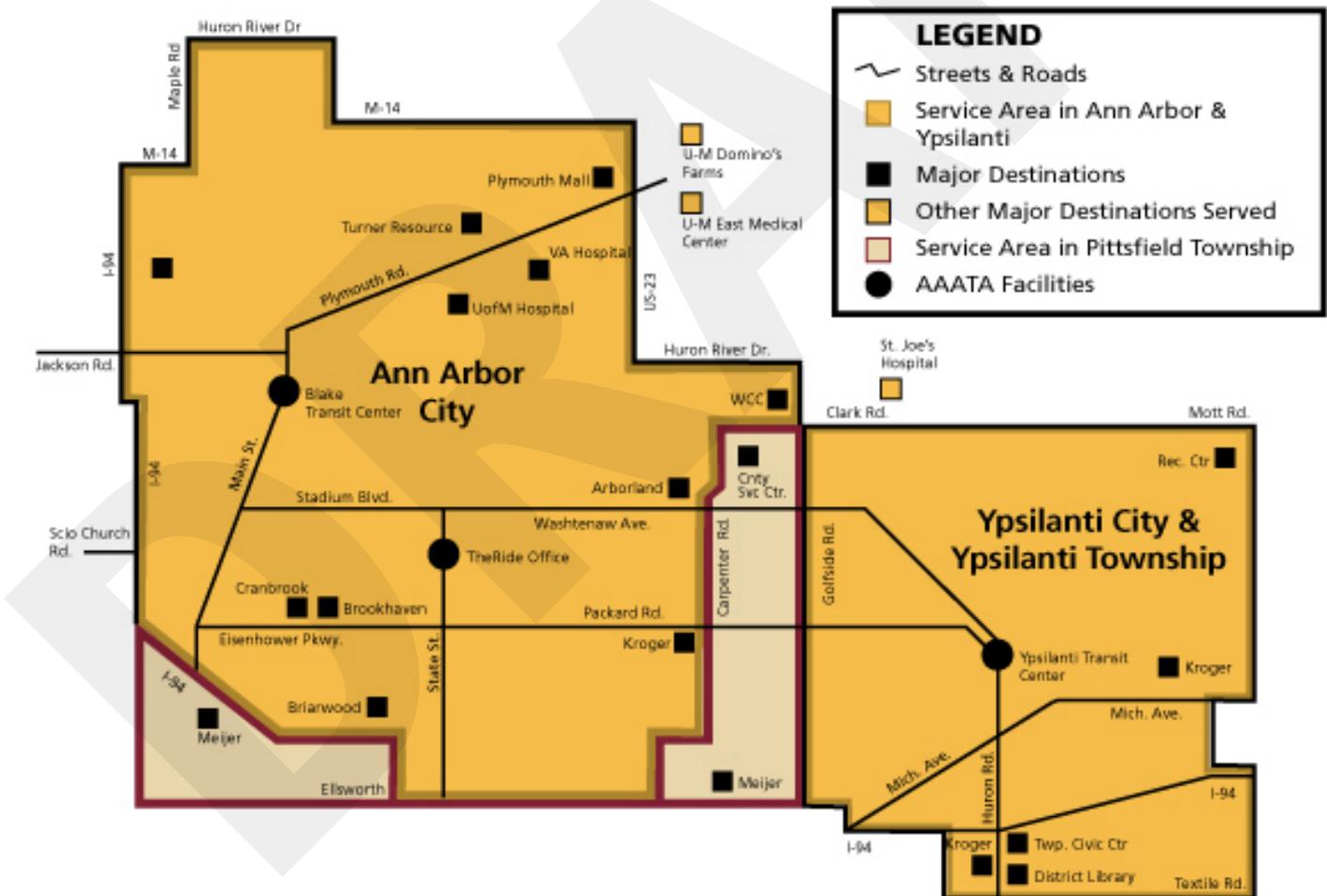
Limited to Will Call for medical appointments only.



Persons ages 65 years of age or older are eligible to apply for and receive a GoldRide identification card. Individuals who are substantially limited from accessing the fixed-route bus service are encouraged to submit an application for ADA service.

All GoldRide cardholders can travel for free on TheRide's fixed route service.

GoldRide premium demand response service is returned for the City of Ann Arbor and a portion of Pittsfield Township, and expanded to serve the City of Ypsilanti and portions of Ypsilanti Township.



Equity Analysis for Proposed Service Changes



Prepared by
DanTec Associates
June 2021



Equity Analysis for Proposed Service Changes



Prepared for

Ann Arbor Area Transportation Authority

Prepared by

DanTec Associates

June 2021

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1. Introduction

Background

The Federal Transit Administration (FTA) requires every transit agency with more than 50 fixed-route buses and which receives federal funding—to conduct a service equity analysis for all major service changes. The purpose of the analysis is to determine whether the service changes will have a disparate impact on minorities protected by Title VI of the Civil Rights Act of 1964 or will place a disproportionate burden on persons with low income, as defined in Presidential Executive Order 12988. Title VI specifically states, “No person in the United States shall on the grounds of race, color or national origin be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity receiving federal financial assistance.”

The Ann Arbor Area Transportation Authority (AAATA), doing business as TheRide, proposes implementing service changes in August 2021 as part of its Service Restoration Plan. Several of the proposed changes meet the locally defined threshold for a major service change, as required by Federal Transit Administration Circular 4702.1B. This service equity analysis report will assess the proposed major service changes and identify any disparate impacts or disproportionate burdens that may be created.

If disparate impacts are found, the FTA requires that the proposed service changes be modified to eliminate them. Alternatively, the board of directors of TheRide must pass a motion stating that the proposed changes are consistent with the legitimate business goals of TheRide and that no less discriminatory option exists to achieve the same business goals. If any disproportionate burdens are found, TheRide must provide a written justification to the AAATA board of directors for the proposed service change and the service equity analysis, which shows that no alternatives exist that would accomplish the legitimate objectives of TheRide with fewer disproportionate effects. The FTA does permit service changes that create a disproportionate burden to be implemented even if mitigation is not possible. Unlike with a finding of disparate impacts, the board of directors is not required to pass a specific motion for the FTA.

In April 2014, the AAATA adopted an Equity Analysis Policy with the following definitions:

Disparate Impact

- Disparate impact refers to a facially neutral policy or practice that disproportionately affects members of a group identified by race, color, or national origin, where the recipient’s policy or practice lacks a substantial legitimate justification and where there exist alternatives that would serve the

same legitimate objectives but with less disproportionate effect on the basis of race, color, or national origin.

Disproportionate Burden

- Disproportionate burden refers to a neutral policy or practice that disproportionately affects low-income populations more than non-low-income populations. A finding of disproportionate burden requires the recipient to evaluate alternatives and mitigate burdens where practicable.

Disparate impacts can be created when service is reduced on routes that minorities predominantly use or if service improvements are implemented and the benefits accrue predominantly to non-minorities. Similarly, disproportionate burdens can be created when service is reduced on routes that persons with limited incomes predominantly use. A disproportionate burden can also be created if a service improvement is implemented that predominantly benefits riders who do not have limited incomes.

Minority Persons

Minorities include persons identifying as belonging to any of the following races or ethnic groups:

- American Indian and Alaska Native
- Asian
- Black or African American
- Hispanic or Latino, regardless of race
- Native Hawaiian or other Pacific Islander

Low-Income Populations

Low-income population refers to any readily identifiable group of low-income persons who live in geographic proximity and, if circumstances warrant, to geographically dispersed/transient persons (such as migrant workers or Native Americans) who a proposed FTA program, policy, or activity will similarly affect.

In practice, the AAATA has also expanded the definition of a low-income person since the policy was adopted to include a larger segment of the population. This change fits with the best practices of transit systems nationwide that understand that the federal poverty line is too low.

- Low-income person means a person whose median household income is at or below 150 percent of the US Department of Health and Human Services poverty guidelines.

Proposed Service Changes

A service equity analysis is required for major service changes, which are defined as changes to routing, frequency, span of service, or days of the week and involves the following:

- More than 25 percent of riders on a route, or;
- More than 25 percent of the miles of a route, or;
- Changes on multiple routes that affect more than 10 percent of the riders or route miles of the overall fixed-route system.

The service changes in the service restoration plan that meet the major service change definition include the following:

- Route 21—Discontinuation of full route
- Route 41—Discontinuation of full route
- Route 45—Fixed-route service replaced with FlexRide
- Route 46—Fixed-route service replaced with FlexRide
- Route 81—Discontinuation of full route
- Route 91—Discontinuation of full route
- Route 92—Discontinuation of full route

The proposed elimination of routes 21, 41, 81, 91, and 92 requires a full Title VI and environmental justice equity analysis. The FTA does not require an equity analysis for the conversion of a fixed-route service to FlexRide (Routes 45 and 46) if the same level of service, including area served, span of service, frequency, and days of the week operated, is the same as for the prior fixed-route operation.

The overall service restoration plan does not involve routes totaling 10 percent of riders or miles.

Procedures

TheRide policy governing the calculation of the impact of service changes on minority and low-income populations was adopted in April 2014 after the FTA revised its guidance on equity analysis in 2012. The policy states that TheRide will ensure the following:

- Measure the impact of proposed major service changes and proposed fare changes—positive and negative—on minority and low-income populations;
- Compare the impact with that on nonminority and non-low-income populations;
- Determine whether a disparate impact on minority riders and/or a disproportionate burden on low-income riders would result and, if so, explore measures to avoid or mitigate the disparate impact; and/or

- Identify and consider disproportionate burdens.

This equity analysis will be made available to the public as part of the public input process carried out, as described in the AAATA Public Input policy for Service and Fare Changes (2011).

Procedure for Analysis of Changes to the Days of Service

The procedures for analyzing an increase in the days of operation are specified in the policy as follows:

- Increase in the days of operation of a route or routes: A finding of disparate impact is made if a) the service improvement is on nonminority route(s), and b) after the change, the route(s) with increased days of service operate on days on which the majority of minority routes do not operate. Similarly, disproportionate burden exists if a) the service improvement is on non-low-income route(s), and b) after the change, the route(s) with increased days of service operate on days on which the majority of low-income routes do not operate.

The inverse would apply in the case of reduced days of service:

- Decrease in the days of operation of a route or routes: A finding of disparate impact is made if a) the service reduction is on minority route(s), and b) after the change, the route(s) with decreased days of service do not operate on days on which the majority of non- minority routes do operate. Similarly, disproportionate burden exists if a) the service reduction is on low-income route(s), and b) after the change, the route(s) with decreased days of service do not operate on days on which the majority of non-low-income routes do operate.

Data Sources

The FTA guidance permits transit agencies to use either the federal census or onboard surveys to calculate disparate impacts and disproportionate burdens for service changes. Although onboard surveys might seem to provide more precise information regarding the demographics of ridership, frequent minor service changes and small sample sizes on some routes make the use of onboard data statistically unreliable. TheRide, like most transit agencies, will use demographic data from the federal census and the American Communities Survey conducted by the Census Bureau, which are statistically accurate.

2. Analysis

A total of five routes are proposed for service reduction, resulting in the complete elimination of service: Routes 21, 41, 81, 91, and 92. All five routes proposed for elimination are low-income routes, which means the census tracts within 0.25 mil of the discontinued routes have a higher proportion of people living below the federal poverty line than the service area as a whole. None of the five routes are minority routes because all five routes serve a lower percentage of minority residents than those routes found on average in the service area. The findings are based on the analysis shown in Figure 1.

Figure 1 – Equity Analysis of Discontinued Routes Based on Census Tracts

Route	Low Income	Minority	Low Income	Minority	Proposed Days of Operation
Service Area	22.6%	37.7%			
21	52.4%	32.5%	Yes	No	0
41	33.8%	32.2%	Yes	No	0
81	59.2%	33.0%	Yes	No	0
91	50.0%	35.8%	Yes	No	0
92	44.0%	37.5%	Yes	No	0

- Median number of service days/week per week for non-low-income routes being operated: 6 days per week
- Median number of service day/week for low-income routes being discontinued: 0 days per week

Findings

Discontinuing Routes 21, 41, 81, 91, and 92 creates a disproportionate burden because the eliminated routes serving low-income areas will provide service on fewer days per week than the majority of non-low-income routes.

None of the routes proposed for elimination are minority routes, so no disparate impacts are created.

Mitigation

The FTA guidance for equity analysis requires transit systems to identify any possible mitigations for disproportionate burdens that may be found. However, if no mitigations are possible, the proposed changes may still proceed.

The rerouting of Route 33 to the Amtrak Depot partially mitigates the elimination of Route 21. On weekends, Route 22 is available for this coverage.

The availability of TheRide Vanpool services mitigates the elimination of Routes 81, 91, and 92.

The continued operation of Routes 3, 4, and 5, which serve the same destinations, mitigates the loss of Route 41. Route 41 was a shuttle service designed to link Eastern Michigan University (EMU), College of Business, with the main EMU campus. The College of Business was relocated to the main campus, eliminating the need for the extra capacity provided by the shuttle.

Alternatives to Discontinuing Routes 21, 41, 81, 91, and 92

Though discontinuing Routes 21, 41, 81, 91, and 92 creates a disproportionate burden, TheRide believes that no alternatives exist that would accomplish same business goals set by the Board's Ends with fewer disproportionate effects.

For this service recovery plan, TheRide identified five guiding principles at the beginning of this planning process based on the Board's Ends policies:

- Restore pre-pandemic service hours.
- Maintain similar service coverage.
- Improve service reliability with focus on routes with high ridership.
- Review and modify routes and service levels with low ridership to better utilize limited resources – this would include both geographic areas and different service periods where routes are not performing well.
- Simplify route branching structure to make them easy to understand, communicate, and use.

The initial service proposal was developed following these principles and reviewed by the public in March and April. This final service plan reflects the community's feedback gathered during the public and stakeholder engagement process.

Every route in TheRide network, except one, is identified as a low-income route, with a higher percentage of low-income riders than are present in the general population. The only non-low-income route in the network is Route 66, with 17.8 percent low-income riders. Route 66 has significantly higher ridership than the routes proposed for elimination and cutting this service would leave a major gap in the system.

It would not be possible to find operational savings of the same magnitude without cutting other low-income routes with higher ridership. The savings from cutting routes 21, 41, 81, 91, and 92 have been reallocated to improve service reliability of high ridership routes in other low-income areas as service is restored. This is consistent with the business goals set by the Board's Ends policies.



2021 June Public Outreach Public Feedback Summary

July 15, 2021

Elyse Osterday

ANN ARBOR AREA TRANSPORTATION AUTHORITY

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Summary

TheRide hosted six virtual meetings to present the final August Service Recovery Plan and review and receive feedback from the Fare Change Proposal. These six meetings were hosted through Zoom and were during typical lunch break and post-workday schedule. The meetings occurred at the following times:

- Tuesday, June 15 at 6 p.m.
- Wednesday, June 16 at 12 p.m.
- Thursday, June 17 at 12 p.m.
- Tuesday, June 22 at 12 p.m.
- Wednesday, June 23 at 6 p.m.
- Thursday, June 24 at 6 p.m.

Public feedback was recorded from these virtual meetings, but could also be received by phone, e-mail, TheRide's online platform, and via regular mail. The public were provided to submit their feedback for one whole month, where July 7, 2021, was the last day to submit official feedback.

Out of the six virtual meetings, TheRide had 34 unique public attendees, where some chose to attend multiple meetings. TheRide has received a total of 96 comments from 59 unique individuals. Most of the comments came through public meetings.

Contact Method:

Public Meeting	44
E-mail	19
Website	15
Phone	14
Social Media	4
Grand Total	96

August 2021 Recovery Plan Comments: There is no underlying theme. Each comment is unique per individual. Several are confirmation about route destinations and times.

Fare Change Proposal: There were very few comments about the fare change proposal, and no underlying theme. Most are concerns about A-Ride fares increasing (4 comments), which is not being proposed.

GoldRide Fare Change: Most comments were concerns about the large increase in GoldRide fares (17 comments).

Comments by Category

Coverage	27
Other	19
Fare- GoldRide	17
Fare	6
GoldRide	4
Fares - ARide	4
Span of Service	3
General	3
ARide	3
Frequency	3
Trip Times	2
Day of week	2
Title VI	1
Grand Total	96

Document Control

Title:	2021 June Public Outreach
Version:	1
File Path:	C:\Users\Kbook\Desktop\AAATA Board Mtg. - 7.22.2021\June 2021 Public Comment Summary.Docx
Originator/ Author:	Elyse Osterday
Approver:	Forest Yang

ISSUE BRIEF: GoldRide On-Demand Service Restoration

Meeting: Board of Directors

Meeting Date: July 22, 2021

INFORMATION TYPE
Decision
RECOMMENDED ACTION
<ol style="list-style-type: none"> 1. Grant the CEO authority to sign a contract change order exceeding the CEO's signing authority, and 2. Approve new fare levels.
ALTERNATIVE OPTION
Cancel GoldRide On-Demand Service.
PRIOR RELEVANT BOARD ACTIONS & POLICIES
<p>Referral from Board Meeting on May 20, 2021, to proceed with GoldRide planning at the \$750,000 budget level.</p> <p>Policy 2.5.8 – <i>The CEO shall not authorize large contracts that were not included in the annual budget.</i></p>
ISSUE SUMMARY
<p>AAATA staff asks the Board to grant signing authority to the CEO for expansion of an existing contract by \$750,000 to re-start the GoldRide On-Demand Service. The contract was not included in the FY2021 annual budget and exceeds the CEO's signing authority.</p> <p>Funds are available. Failure to expand the contract means that GoldRide will not restart in August.</p>
BACKGROUND
<p>The preliminary recommendation to cancel the GoldRide On-Demand program was met with concern from the public and Board members.</p> <p>After being presented with alternative options to restore the service at the May 20, meeting, the Board asked staff to proceed to develop a plan to restore GoldRide with the following,</p> <ul style="list-style-type: none"> • \$750,000 budget maximum (based on historic use), • service area modifications to reflect fixed-route area to resolve equity concerns, and • fare structure of \$20 per ride or \$5 for verified, low-income seniors. <p>Staff has developed this alternative recommendation which institutes cost-control mechanisms, expands the service area, and can be implemented by August. Staff is requesting board approval.</p>

Due to the high costs of providing on-demand service, GoldRide is an expensive service to provide. To control costs and in recognition of the ongoing structural deficit with service levels, staff originally proposed eliminating the demand-response portion of the GoldRide program for seniors. Public input indicated a great concern about elimination of the GoldRide on-demand program entirely.

Despite being a premium, on-demand service, GoldRide service offered prior to pandemic was indistinguishable from the ARide service. GoldRide does not have the same obligations and mandates as ADA services. To control costs and manage demand, it has been set aside as a premium service for which there is no legal mandate for service level or fares, only a community precedent.

In its original form, GoldRide originally served only the City of Ann Arbor, which is inequitable, if not illegal.

In response to the public and Board request to bring back the GoldRide Service and to address the prior concerns, staff is making the following proposal:

- adjust the GoldRide Service Area to reflect the fixed-route area,
- approve a fixed budget to control costs,
- alter the fare structure to manage demand, and
- modify the contract of an existing vendor to allow the return of service in August.

If accepted, the new service (including fares) would begin in August in conjunction with fixed-route service restoration. The cost for GoldRide On-Demand Service will be included in the FY2022 Agency Budget.

- The attached Equity Analysis indicates that no disparate impact or disproportionate burden will be created as long as low-income fare is below \$10 and regular fare is below \$20.
- Public feedback was accepted from June 7 – July 7. Most comments on GoldRide service were concerns about the large increase in GoldRide fares.

IMPACTS OF RECOMMENDED ACTION

- **Budgetary/Fiscal:** \$750,000 in annual costs, all amounts increase the structural deficit.
- **Social:** Continued support of a known user of service.
- **Environmental:** Adds vehicle miles to the road in less efficient mode.
- **Governance:** Board has reserved fares as their prerogative.

ATTACHMENTS

1. Equity Analysis for Proposed GoldRide Fare Change
2. Resolution 09/2021 Golden Limousine Contract Expansion Authorization, GoldRide Fares

Equity Analysis for Proposed GoldRide Fare Change



Prepared by
DanTec Associates
July 2021



Equity Analysis for Proposed GoldRide Fare Change



Prepared for

Ann Arbor Area Transportation Authority

Prepared by

DanTec Associates

July 2021



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1. Introduction

Background

The Federal Transit Administration (FTA) requires every transit agency with more than 50 fixed route buses and receiving federal funding to conduct a Fare Equity Analysis prior to approving any change in transit fares or fare media. The purpose of this Fare Equity Analysis is to determine if proposed changes to GoldRide fares will have a disparate impact on minorities protected by Title VI of the Civil Rights Act of 1964 or place a disproportionate burden on persons with low income as defined in Presidential Executive Order 12988. Title VI specifically states, “no person in the United States shall on the grounds of race, color or national origin be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity receiving federal financial assistance.”

The Ann Arbor Area Transportation Authority (AAATA), doing business as TheRide, proposes to modify its fares for the GoldRide service in 2021. GoldRide is for seniors, ages 65 or older using small buses and provides curb to curb service based on telephone reservations. This Fare Equity Analysis will assess the proposed changes and identify any disparate impacts or disproportionate burdens. If disparate impacts are found, the proposed fare changes will need to be modified to eliminate the effects or the board of directors of TheRide will need to pass a motion stating that the proposed changes are consistent with the business goals of TheRide and that there is no less discriminatory option to achieve the same business goals. If any disproportionate burdens are found, TheRide must attempt to eliminate or mitigate those burdens, but if the burden cannot be eliminated or mitigated, the original changes may proceed unmodified.

In April 2014, the AAATA adopted an Equity Analysis Policy. The policy included several key definitions, provided as follows with additional explanations added in italics:

Disparate Impact

- Disparate impact refers to a facially neutral policy or practice that disproportionately affects members of a group identified by race, color, or national origin, where the recipient’s policy or practice lacks a substantial legitimate justification and where there exist alternatives that would serve the same legitimate objectives but with less disproportionate effect on the basis of race, color, or national origin.
- *Disparate impacts must be eliminated prior to approval, or the Board must pass a specific motion to authorize a fare change that creates a disparate impact.*

Disproportionate Burden

- Disproportionate burden refers to a neutral policy or practice that disproportionately affects low-income populations more than non-low-income populations. A finding of disproportionate burden requires the recipient to evaluate alternatives and mitigate burdens where practicable.

- *Fare changes that create a disproportionate burden should be changed to eliminate the burden or should be mitigated. However, if these issues cannot be eliminated or mitigated, it is possible the change will proceed as planned.*

Minority Persons

Minorities include persons identifying as belonging to any of the following races or ethnic groups:

- American Indian and Alaska Native
- Asian
- Black or African American
- Hispanic or Latino, regardless of race
- Native Hawaiian or other Pacific Islander

Low Income

In practice, the AAATA has also expanded the definition of a low-income person since the policy was adopted to include a larger segment of the population. This change fits with the best practices of transit systems nationwide that understand that the federal poverty line is too low.

- Low-income person means a person whose median household income is at or below 150 percent of the US Department of Health and Human Services poverty guidelines.

2. Proposed Fare Changes

Overview

TheRide staff have proposed new GoldRide fares to better match costs while still reflecting the limited ability of persons with low incomes to pay for premium transit services.

The proposed changes all require a full Title VI and Environmental Justice equity analysis to ensure that the changes do not create disparate impacts for minorities or disproportionate burdens for persons with limited incomes.

The GoldRide is a demand-response, curb-to-curb service piggybacking on the existing A-Ride complementary Americans with Disabilities paratransit service mandated by federal law. The service only operated in Ann Arbor prior to the pandemic. The service was discontinued as part of cutbacks that were necessary due to reduced ridership during the pandemic. The AAATA is now planning to reinstate the service but expand it to Ypsilanti City and Ypsilanti Township. An increased fare is proposed to cover the operating costs that average over \$40.00 per person, per one-way trip.

Single Ride Rate	Current (FY2021)	Proposed (FY2022)
GoldRide for Low Income (Same Day or Advance booking)	N/A	5.00
GoldRide with Advance Booking	\$3.00 + \$3.00 per add'l person	\$20.00 + \$5.00 per add'l person
GoldRide with Same Day Booking	\$4.00 + \$3.00 per add'l person	\$20.00 + \$5.00 per add'l person

The proposed fares include eliminating the fare differential for advance and same day rides. The proposed new fare for seniors with low incomes (150% of federal poverty guidelines) is \$5.00 per one way trip. A sensitivity analysis was also conducted to determine the impacts of fares up to \$10.00 for persons with low incomes. The proposed GoldRide fare for persons with incomes more than 150% of the poverty guideline is \$20.00 per one way trip.

In order to complete the calculation TheRide provided ridership forecasts for each GoldRide fare type and fare level.

3. The Analysis

Procedure

TheRide policy governing the calculation of the impact of fare changes on minority and low-income populations is:

- For any proposed change in fares, the effect on minority and nonminority riders will be calculated for each fare category by multiplying the amount of increase by the annual riders using the fare category by the percentage of minority riders and nonminority riders. The additional payment for all fare categories will be totaled and compared for minority and nonminority riders.
 - Disparate impacts exist if a minority population bears 5 percent or more of the cumulative increase in fares than would be expected, based on the percentage of minority persons in the population of riders.
 - Disproportionate burdens exist if a low-income population bears 10 percent or more of the cumulative increase in fares than would be expected based on the percentage of low-income persons in the population of riders.

If a fare change involves a fare decrease, the inverse threshold would be used to determine disparate impacts or disproportionate burdens.

Data Sources

To conduct the required calculations, data on rider demographics and the fares paid are required. In 2017, TheRide conducted a comprehensive onboard survey that asked passengers questions about their race and ethnicity to obtain the information required for the Title VI portion of the analysis. Questions were asked about the number of persons residing in their household and the total household income. Combining this information facilitates estimation of whether their income is above or below 150 percent of the poverty line. Some adjustment was required, given that the income choices on the survey did not correspond to the categories in the federal poverty guidelines. The survey was not given users of the dedicated GoldRide service, however the riders on the fixed route services were also asked to identify if they had been issued a GoldRide Card. Since use of the dedicated GoldRide service is limited to persons who have a GoldRide Card it was assumed the demographics of the users of the dedicated GoldRide service will closely match GoldRide cardholders on fixed route.

An estimate of the potential GoldRide ridership in 2022 with the new fares was provided by TheRide and is used in the equity analysis.

Survey Demographics

Every questionnaire that was identified as a GoldRide cardholder was checked to determine the race, ethnicity and income. Question 33 on the onboard survey asked users to identify which of the five racial groups they belonged to. The question also offered a choice of “Other,” with an opportunity to write in a response. Question 34 asked if the rider identified as “Hispanic or Latino.” The non-minority population for the calculation of disparate impact was based on all persons who selected “Caucasian/White” and not “Hispanic or Latino.” All respondents who selected a race other than “Caucasian/White” and answered either “yes” or “no” to the “Hispanic or Latino” question were considered minorities.

Questions 31 and 32 were used to identify which respondents qualified for the low-income calculation required for the environmental justice disproportionate burden analysis. Question 31 asked how many people lived in the users’ household, with possible answers of 1, 2, 3, 4, 5, or more. Question 32 asked for the “total combined annual household income.” There were nine possible categories. These categories do not correspond to the categories in the federal guidelines. This means that the midpoint of the survey categories was used to determine into which federal range a person might best fit.

Figure 1 shows the ranges for household income from the survey and the midpoint for each range. This figure also shows the federal income ranges for determining the poverty line based on the number of persons in a household.

Figure 1. Survey Household Income Ranges and 2017 Federal Poverty Guidelines

Question 32 Income Ranges		Question 32 Midpoint of Range	150% of Federal Poverty Guidelines		
			Persons in Household	Income Range	
Less than	\$ 10,000	\$ 10,000	1	Less than	\$ 18,090.00
\$10,000	to \$ 14,999	\$ 12,500	2	\$ 18,091.00	to \$ 24,360.00
\$15,000	to \$ 19,999	\$ 17,500	3	\$ 24,361.00	to \$ 30,630.00
\$20,000	to \$ 24,999	\$ 22,500	4	\$ 30,631.00	to \$ 36,900.00
\$25,000	to \$ 34,999	\$ 30,000	5	\$ 36,901.00	to \$ 43,170.00
\$35,000	to \$ 49,999	\$ 42,500	6	\$ 43,171.00	to \$ 49,440.00
\$50,000	to \$ 74,999	\$ 57,500	7	\$ 49,441.00	to \$ 55,710.00
\$75,000	to \$100,000	\$ 87,500	8	\$ 55,711.00	to \$ 61,980.00
more than	\$100,000	\$ 100,000	9	\$ 61,981.00	to \$ 99,240.00

Figure 2 shows how these data were combined to determine if survey respondents were above or below 150 percent of the federal poverty guidelines.

Figure 2 - Determining If Survey Respondents Are Above or Below Poverty Guidelines

Question 31 Persons in Household	Above or Below 150% of Federal Poverty Guidelines					
	Midpoint of Range on Question 32					
	\$ 10,000	\$ 12,500	\$ 17,500	\$ 22,500	\$ 30,000	\$ 42,500
1	Below	Below	Below	Above	Above	Above
2	Below	Below	Below	Below	Above	Above
3	Below	Below	Below	Below	Below	Above
4	Below	Below	Below	Below	Below	Above
5 or more	Below	Below	Below	Below	Below	Below

Equity Analysis

TheRide provided a table shown in Figure 3 to identify the forecast ridership for GoldRide at different fare levels.

Figure 3 - GoldRide 2022 Ridership Projections by Proposed Fare Type

GoldRide Ridership Projections			
Regular Fare		Low-income Fare	
Fares	Ridership	Fares	Ridership
\$ 4.00	4,200	\$ 3.00	18,480
\$ 5.00	3,990	\$ 4.00	16,800
\$ 6.00	3,780	\$ 5.00	15,120
\$ 7.50	3,465	\$ 6.00	13,440
\$ 10.00	2,940	\$ 7.00	11,760
\$ 12.50	2,415	\$ 8.00	10,080
\$ 15.00	1,890	\$ 9.00	8,400
\$ 17.50	1,785	\$ 10.00	6,720
\$ 20.00	1,680		

In Figure 4, a calculation using the data described previously is provided to determine if the proposed fare changes will result in a disparate impact or disproportionate burden. The calculation is based on new fare for seniors with low incomes (150% of federal poverty guidelines) of \$5.00 per one way trip. The proposed fare for persons with incomes more than 150% of the poverty guideline is \$20.00 per one way trip. The calculation shows that there are no disparate impacts or disproportionate burdens created by the proposed changes.

A sensitivity analysis was also conducted to determine the impacts of a new fare of up to \$10.00 for seniors with incomes below 150% of the federal poverty guidelines. Using a fare of up to \$10.00 in the calculation did not result in a disparate impact or a disproportionate burden.

If other fare changes are proposed for implementation around the same time, it may be necessary to conduct a cumulative analysis to confirm that there are no overall disparate impacts or disproportionate burdens when all fares, impacts and burdens are considered together.

The proposed fares result in a 51.2 percent increase in total fare revenue for the 90.0 percent of riders affected by the fare changes and who have incomes below 150 percent of the federal poverty guideline. This is a 38.8 percent difference. The policy of TheRide says there is a disproportionate burden if the difference between those numbers is more than 10 percent.

The new fares result in a 60.1 percent increase in fare revenue for the 64.0 percent riders affected by the fare changes and who identified themselves as belonging to a racial minority or as Hispanic. This is a 3.9 percent difference. The policy of TheRide says there is a disparate impact if the difference between those numbers is more than five percent.

Figure 4— Calculation for Disparate Impact or Disproportionate Burden for GoldRide Fare Changes

Fare	2022 Annual Pass Sales or Riders from Model	Current Fare or Pass Price	Proposed Change in Cost	Percentage of Low Income from 2017 On Board Survey or <i>best estimate</i>					Percentage of Minority from 2017 On Board Survey or <i>best estimate</i>					Total Cost Change		
				% of Low Income Users	Low Income Users (150% of Poverty Line)	Change in Cost for Low Income Users	% of Non-Low Income Users	Non Low Income Users	Change in Cost for Non Low Income Users	% Minority Users	Minority Users	Change in cost Minority Users	% Non Minority Users		Non Minority Users	Change in Cost of Non Minority Users
Gold Ride New	1,680	\$ 3.02	\$ 16.98	0.0%	-	\$ -	100.0%	1,680	\$ 28,526	55.0%	924	\$ 15,690	45.0%	756	\$ 12,837	28,526
Gold Ride Low Income	15,120	\$ 3.02	\$ 1.98	100.0%	15,120	\$ 29,938	0.0%	-	\$ -	65.0%	9,828	\$ 19,459	35.0%	5,292	\$ 10,478	29,938
Total	16,800			90%	15,120	\$ 29,938	10%	1,680	\$ 28,526	64.0%	10,752	\$ 35,149	36.0%	6,048	\$ 23,315	58,464
Percent of Total				90.0%		51.2%		10.0%	49%		64.0%	60.1%		36.0%	39.9%	
Difference						38.8%			39%			3.9%			3.9%	
* Based on average fare for Advance Reservations and Same Day existing service in 2019				No disproportionate burden as share in increase of cost for low income is 38.8% less than percent of low income users (not more than 10% greater)					No disparate impact as reduction as share of cost increase for minorities is 3.9% less than the proportion of minority riders (not more than 5.0% greater)							

A sensitivity analysis was conducted on the fare for persons with incomes below 150% of the federal poverty guidelines in order to determine if a higher increase would be possible without creating a disparate impact or disproportionate burden. A sensitivity analysis was not required the regular GoldRide fare as no fare higher than \$20.00 was considered, and any fare level below \$20.00 would not create a disparate impact or disproportionate burden.

The sensitivity analysis in Figure 5 shows that increasing the fare on GoldRide for low income seniors from \$3.02 to a maximum of \$10.00 does not create a disproportionate burden or a disparate impact. This occurs because the percentage increase in cost is less than the percentage of low income passengers and the percentage of cost increase for minorities is less than the percentage of minorities. The two cells shaded in light blue in Figure 5 show the data that was revised for the sensitivity analysis. The ridership forecast at the fare level of \$10.00 was derived from the data provided by TheRide in Figure 3.

Figure 5– Sensitivity Analysis of Proposed Fare Change for Low Income Fare on GoldRide

Fare	2022 Annual Pass Sales or Riders from Model	Current Fare or Pass Price	Proposed Change in Cost	Percentage of Low Income from 2017 On Board Survey or best estimate						Percentage of Minority from 2017 On Board Survey or best estimate						Total Cost Change
				% of Low Income Users	Low Income Users (150% of Poverty Line)	Change in Cost for Low Income Users	% of Non-Low Income Users	Non Low Income Users	Change in Cost for Non Low Income Users	% Minority Users	Minority Users	Change in cost Minority Users	% Non Minority	Non Minority Users	Change in Cost of Non Minority Users	
Gold Ride New	1,680	\$ 3.02	\$ 16.98	0.0%	-	\$ -	100.0%	1,680	\$ 28,526	55.0%	924	\$ 15,690	45.0%	756	\$ 12,837	28,526
Gold Ride Low Income	6,720	\$ 3.02	\$ 6.98	100.0%	6,720	\$ 46,906	0.0%	-	\$ -	65.0%	4,368	\$ 30,489	35.0%	2,352	\$ 16,417	46,906
Total	8,400			80%	6,720	\$ 46,906	20%	1,680	\$ 28,526	63.0%	5,292	\$ 46,178	37.0%	3,108	\$ 29,254	75,432
Percent of Total					80.0%	62.2%		20.0%	38%		63.0%	61.2%		37.0%	38.8%	
Difference						17.8%			18%			1.8%			1.8%	
* Based on average fare for Advance Reservations and Same Day existing service in 2019				No disproportionate burden as share in increase of cost for low income is 17.8% less than percent of low income users (not more than 10% greater)						No disparate impact as reduction as share of cost increase for minorities is 1.8% less than the proportion of minority riders (not more than 5.0% greater)						

The fare change proposals discussed in this equity analysis comply with the federal requirements stated in FTA Circular 4702.1B.

GOLDEN LIMOUSINE CONTRACT EXPANSION AUTHORIZATION AND
GOLDRIDE PREMIUM DEMAND RESPONSE SERVICE FARES

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
ANN ARBOR AREA TRANSPORTATION AUTHORITY**

WHEREAS, the preliminary recommendation to cancel the GoldRide premium demand response service was met with concern from the public and the Ann Arbor Area Transportation Authority (AAATA) Board of Directors (Board), and

WHEREAS, the Board asked staff at the May 20, 2021 Board meeting to proceed with developing a plan to restore GoldRide premium demand response service by August 2021, and

WHEREAS, AAATA staff have developed a plan to restore GoldRide premium demand response service by August 29, 2021 with a not-to-exceed \$750,000 budget (based on historic use), as presented at the June 17, 2021 Board meeting, and

WHEREAS, AAATA staff have conducted a Fare Equity Analysis, and

WHEREAS, AAATA staff have identified the existing contractor Golden Limousine to re-start the GoldRide premium demand response service.

NOW THEREFORE, BE IT RESOLVED, that the Board hereby authorizes signing authority to the Acting CEO for expansion of an existing contract with Golden Limousine by \$750,000 to restart the GoldRide premium demand response service by August 29, 2021, and

NOW THEREFORE, BE IT RESOLVED, that the Board hereby authorizes a fare structure of \$20 per ride or \$5 per ride for verified, low-income seniors, and \$5 per companion.

Eric A. Mahler, Chair
July 22, 2021

Kyra Sims, Secretary
July 22, 2021

ISSUE BRIEF: Draft Business Plan

Meeting: Board of Directors

Meeting Date: July 22, 2021

INFORMATION TYPE
Other
RECOMMENDED ACTION(S)
Receive for information and provide feedback individually.
ISSUE SUMMARY
The CEO is seeking feedback from board members and the public and staff on the forthcoming FY2022 Business Plan.
BACKGROUND
Every year the CEO prepares a cooperate business plan to help establish a common understanding of the situational context for the agency, clarify priorities, and set the stage for the annual budget. He welcomes feedback and suggestions. Board approval is not necessary.
IMPACTS OF RECOMMENDED ACTION(S)
<ul style="list-style-type: none"> • Budgetary/Fiscal: Contextualizes budget • Social: N/A • Environmental: N/A • Governance: N/A
ATTACHMENTS
1. FY2022 Corporate Business Plan



Supporting Community Recovery

Corporate Business Plan

FY 2022

ANN ARBOR AREA TRANSPORTATION AUTHORITY

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Executive Summary

TheRide, also referred to as the Ann Arbor Area Transportation Authority (AAATA), is the public transit system for the greater Ann Arbor-Ypsilanti area. It seeks to provide reliable, safe, affordable, and equitable transportation services that are adaptable to the evolving needs of the community.

The Corporate Business Plan aligns the agency's multi-year work plan with community needs and Board policies. This plan identifies priorities and initiatives for FY 2022 that will be incorporated in the budget for review and adoption in September 2021. Due to prioritization, some initiatives are scheduled to occur in the next 5 years. See page 11 and 12 for that detail.

The community and the agency were significantly disrupted by the COVID-19 pandemic. We see FY2022 as a rebuilding year as we focus on helping our community restart and recover. We will also be finishing our new long-range plan, which will provide additional focus for future efforts.

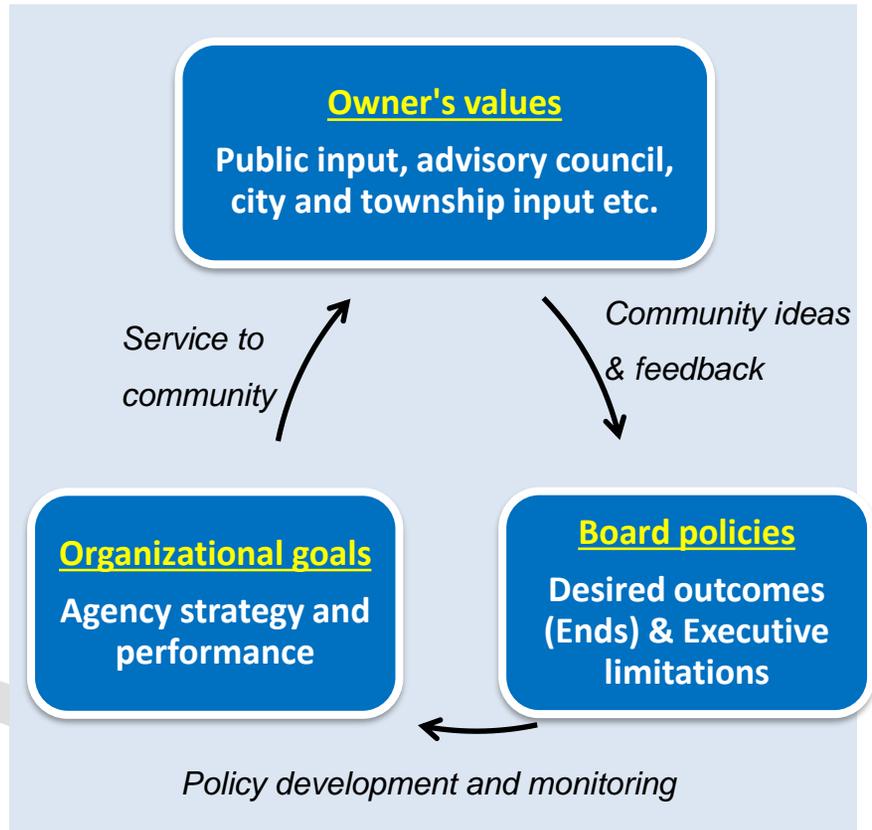
Board Direction & Strategic Alignment

TheRide's Board of Directors functions as an informed agent of its legal and moral owners. The legal owners constitute of the City of Ann Arbor, City of Ypsilanti, and Ypsilanti township; while the moral owners include the residents, visitors, and students of the larger Ann Arbor-Ypsilanti area.

The Board translates the values of these owners into the overall desired outcomes for the agency. These outcomes, known to the Board as **Ends Policies**, define *what* TheRide is to achieve; *for whom*, and at *what cost*.

TheRide then adopts these desired outcomes (End's Policies) as its goals. They become the basis through which all strategic initiatives and all operational activities are derived.

The graphic on the top right shows the relationship between the owner's values, Board policies and agency operations. This relationship clarifies that it is the goal of TheRide to fulfill the interests of the community through the direction provided to the agency by the board.



Below is the set of the current Ends policies as developed by the Board.

Let's Get Moving Again, Together!

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1. AAATA exists so that an increasing proportion of residents, workers and visitors in the Ann Arbor-Ypsilanti Area utilize public transportation options that contribute to the Area's social, environmental, and economic vitality at a cost that demonstrates value and efficient stewardship of resources.

1.1. Residents in the area have equitable access to public transportation services that enables full participation in society.

1.1.1. People with economic challenges have affordable public transportation options.

1.1.2. People with disabilities or mobility impairments, seniors, minors, and non-English speakers have equitable access to opportunities and destinations in the area.

1.2. Public transportation positively impacts our environment.

1.2.1. Public transportation options are increasingly chosen over use of a personal car.

1.2.2. Public transportation options minimize energy use and pollution, and conserve natural resources.

1.2.3. Public transportation options produce conditions favorable to more compact and walkable land development.

1.2.4. Relevant public policy is transit supportive.

1.3. Public transportation positively impacts the economic prosperity of the area.

1.3.1. Public transportation facilitates labor mobility.

1.3.2. Students can access education opportunities without need of a personal vehicle.

1.3.3. Visitors use public transportation in the area.

1.3.4. Public transportation connects the area to the Metro Detroit region.

1.4. Passengers are highly satisfied with public transportation services.

1.5. Residents of the area recognize the positive contributions of public transportation to the area's quality of life.

The Board has the right and duty to change the Ends Policies in relation to the owners' interests

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and values. This consequently adjusts the strategic trajectory of TheRide.

In addition, the Board has created Executive Limitations Policies, which guide the CEO by outlining practices that would be unacceptable. These limitations empower staff to use their professional judgement when pursuing the Board's stated outcomes through oversight and fiduciary control. One key benefit of this approach is greater speed in achieving the desired outcomes. Examples of key Executive Limitations policies include:

- Ensure passengers and customers are well treated.
- Ensure staff are well treated and that TheRide is an attractive employer.
- Ensure that the Board, riders, and the public have opportunities to shape the agency's future direction.
- Ensure transparency and accountability.
- Maintain the financial health of the organization. Do not risk fiscal jeopardy.
- Maintain the assets of the organization in good condition.
- Compliance with all applicable laws. (Numerous other local, state, and federal laws also enable and constrain what TheRide can do.)

Priorities and Initiatives

The Board's policies outline goals and expectations. It is up to the CEO and staff to recommend initiatives, projects, and expenditures that will make progress in achieving the goals identified by the Board. Staff seeks public and stakeholder input, as well as advice from the Board, as they develop these recommendations. To be effective stewards of resources, TheRide prioritizes initiatives by considering the following.



- **Organizational Alignment:** Does the initiative help to advance the Board's desired outcomes? Does it mesh with what we do, for whom and at what cost? Are we focusing our energy on future goals, or reacting and spreading ourselves too thin?
- **Roles:** Is the initiative within TheRide's legal mandate, or is it the responsibility of another group? Do we have direct control, or can we only influence others? Is the idea more appropriate for another organization? Is partnering a possibility?
- **Risks:** What risks does the initiative pose now or in the future? Are the risks acceptable?
- **Value and Affordability:** Is this a good use of limited funding or time (cost/benefit, ROI, etc.)? What trade-offs are implicit or not immediately obvious?
- **Capacity:** Does TheRide have the expertise or resources to pursue the initiative now or in the future?
- **Sequence and Readiness:** How ready is the initiative to proceed? Do other steps logically need to come first? Is there a risk of proceeding too soon? What are the impacts of deferral? Is this urgent to us and our goals, or someone else?
- **Public Commitment:** Have we committed to this project publicly? Within what timeframe? Are other external stakeholders involved in the execution of this project and to what extent?
- **External impact and influence vs. internal capacity and capabilities:**
The Strengths, Weaknesses, Opportunities and Challenges/Threats (SWOT) analysis detailed in Appendix C; and the Political, Environmental, Social, Technological, Legal/Governance and Economical factors (PESTLE) analysis detailed in Appendix B

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allow the agency to make and prioritize decisions based on a reasonable balance between internal capacity and external influences.

Initiatives that survive this vetting process are grouped into thematic priorities as part of the Corporate Business Plan. Capital projects and immediate expenditures are then incorporated into the subsequent annual budgets.

As of mid-2021, the dominant issue is pandemic recovery. Society is still recovering from the pandemic and the next 12 months are not entirely clear. While vaccinations have reduced infections, it may take several more years to reach herd immunity, and virus variants continue to threaten global health. Nevertheless, our communities are reopening; normal economic and social activities are restarting and TheRide needs to support these activities.



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Thematic priorities

Initiatives and ideas that are being recommended as part of the Business Plan are grouped into thematic priorities:

Priority 1: Support community recovery:

One of the major priorities of the TheRide in FY 2022 is to support the community recovery from the pandemic. We are keen to understand and adapt to the evolving society needs, and forge forward towards the new normal. Pages 23-25 details specific actions TheRide is taken.

Priority 2: Planning for the future:

A long-range plan that will provide a 25-year vision for public transit is currently being developed by blending technical frankness, community input, and political honesty. The long-range plan will be a commonly held vision for the future of transit and mobility services.

Priority 3: Serving customers and rebuilding ridership:

Providing safe, reliable services has been at the core of TheRide's mission. Most transit agencies lost the majority of their ridership during the pandemic. Rebuilding our ridership by providing genuinely attractive services and calming residual fears will be a key part of helping our communities.

Priority 4: Modernizing TheRide:

This priority ensures TheRide has a strong platform for delivering service in the community.

2022-2026 Major initiatives

The heart of the Corporate Business Plan is a rolling 5-year work plan. In this plan, various initiatives are illustrated on a basis timeline.

	MAJOR INITIATIVES	DESCRIPTION	FY 22	FY 23	FY 24	FY 25	FY 26
PRIORITY 1: SUPPORT COMMUNITY RECOVERY	Service restoration	The restoration of pre-pandemic service will begin in August 2021 and should be complete in early FY 2022.					
	Contactless payment pilot	This option allows for safe and efficient fare payment. An evaluation on the pilot project will be done and a decision to adopt the project made in the Fall of 2022					
	Vehicle and Building retrofits	TheRide has added safety measures to its vehicles and buildings. This includes driver barrier shields and fresh air kits in buses, and facility improvements.					
	Pandemic Safety	TheRide is in compliance with all CDC and other governmental safety guidelines. Appendix D has a list of the initiatives being taken to ensure safety of staff, traveling public and the community at large.					

PRIORITY 2: PLANNING FOR THE FUTURE	Millage 2022	A renewal of the AAATA millage will be necessary. An expansion may also be possible.					
	Long Range Plan (LRP)	TheRide is developing a 25-year plan that is scheduled to be complete by May 2022.					
	Ypsilanti Transit Center	Part of the LRP includes planning for an expanded Ypsilanti Transit Center.					
	Blake Transit Center (BTC) Expansion	TheRide is collaborating with the Ann Arbor Housing Commission and Ann Arbor Downtown Development Authority to develop and finalize a BTC expansion concept.					
	Garage expansion	Planning for more garage space will move forward as staff capacity permits.	Timing TBD				
	Advocacy Strategy (Land development)	As part of the LRP, TheRide in conjunction with local municipalities are developing an approach to advocate for the development of land in ways that complements transit.	Timing TBD				

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	MAJOR INITIATIVES	DESCRIPTION	FY 22	FY 23	FY 24	FY 25	FY 26
PRIORITY 3: SERVING CUSTOMERS REBUILDING RIDERSHIP	Bus replacements	Routine replacement of buses and support vehicles that have reached their useful life. Timely replacements maximize in-service hours by minimizing breakdowns.					
	Transit Signal Priority	Software technology that will allow TheRide's buses to virtually communicate with the city's traffic control center technology is being sought. Funding for this project has been secured.					
	Fare Updates	Based on the Fare Study, new fares and a less cumbersome fare structure will be proposed to begin in 2022. Public input sessions will be sought.					
	Bus Rapid Transit (BRT)	Planning for the Bus Rapid Transit is expected to begin in 2024. BRT is expected to reduce travel time and improve traffic safety.					

PRIORITY 4: MODERNIZING	Changes to Paratransit	Paratransit updates have begun and will continue thru 2022. Premium GoldRide service is permanently separated from ADA required paratransit services.					
	Propulsion study	Conducting a comprehensive study will allow TheRide make informed decisions on how to proceed with propulsion vehicles.					
	Union Negotiations	The current bargaining agreement expires in March 2022. Negotiations are expected to occur and be complete in FY 22					

Events of note	Mid-term elections (Nov 2022)					
	Regular millage renewal (Tentatively Aug 2022)					
	Presidential elections					

Measuring Progress

Updates on the above initiatives will be provided through the CEO operational updates and monitoring reports as submitted to the board. These documents are available to the public through TheRide.org website. Specific progress updates on how TheRide has dealt with the pandemic is available on Appendix D, Page 20 of this document.

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Budgeting

The Corporate Business Plan sets the stage and context for the annual budget. TheRide's Board of Directors, through written policies, requires that the agency's financial planning and budgeting be developed using:

- sound financial practices,
- incorporate strategic and multi-year planning,
- use practices that meet generally accepted accounting principles,
- comply with federal, state, and local regulations,
- detail practices of handling cash and investments; and
- seek Board authorization when adjusting passenger fares, property tax rates, or buying or selling real estate.

Additional Board policies set standards for employee treatment and compensation and require TheRide's assets to be adequately insured and protected against risks.

A Long-Range Plan is currently being developed, once complete, it will drive the annual business plans and budgets. Meanwhile, the CEO is pursuing a series of projects that he believes are critical-path constraints. The sooner they are resolved, the sooner TheRide can move forward. There are three key facilities that presently are too small and will limit TheRide's ability to grow in the future. These facilities are all physically over-capacity (i.e., full), constrain growth and restrict expansion of future services and hence overall ability to serve the community. These facilities are:

- Ypsilanti Transit Center
- Blake Transit Center
- Maintenance and Storage Garage

All of these facilities have expansion plans in various stages of progress. Moving forward on these over the next year expands TheRide's options, does not limit any future project, and is unlikely to be wasted effort. They are also the largest and most expensive projects we are likely to pursue in the next ten years, aside from bus rapid transit (BRT).

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Use of Federal Relief Funds – Capital Funding Opportunity

Initial projections indicated that Federal funding would allow TheRide to repurpose about \$13 million from FY2022 to FY2025 of local funding to capital and insurance reserves. Update to these projections will be noted in the annual budget process – including the FY 2022 Budget. Preliminary calculations suggest that with state and federal assistance, TheRide may be able to build the YTC, BTC, and Garage. The Board still retains the right to approve final capital projects as a part of the annual budget decision.

Next Steps

Beginning in July 2021, the draft Corporate Plan will be shared with the Board, the public and transit customers. We will seek their feedback to help improve the plan for the future and ensure that it reflects the interests¹ of the community.

The Corporate Plan will be used in guiding and contextualizing the FY 2022 Budget. Both documents complement each other and create a fuller picture of the future of TheRide.

¹ See appendix A on ways by which to provide feedback.

Appendix

Appendix A: Public & Stakeholder Input

TheRide welcomes and invites public and stakeholder feedback into any part of the decision-making processes (strategic planning, budgeting, operations planning, service delivery, etc.).

There are four types of feedback that we are specifically looking for:

- **Outcome Feedback:** This is the highest-level feedback and deals with what impact TheRide creates for who, and at what worth. The Board uses this feedback to help develop policies and set the overall direction. Examples include goals that may be unaddressed, level of benefit, cost-effectiveness, or transparency. This feedback can be provided directly to the Board at any time. This can be done at monthly Board meetings or periodic Board outreach exercises. Emailed comments for the Board can be sent to the CEO (see next bullet for contact info). Comments can also be mailed to: Chair of the Board, 2700 S. Industrial Hwy. Ann Arbor, MI 48104.
- **Business Plan Feedback:** Is TheRide organizing its work to achieve the outcomes identified by the Board? Are we contextualizing our situation properly? Are we making any erroneous assumptions? Are these projects and initiatives the ones you think we should be pursuing? Are the tools/services we are using the best way to achieve the Board's outcomes? This sort of feedback is best provided during the development of the Plan and can be provided any time directly to the CEO's office: (734) 794-1767 or mcarpenter@theride.org.
- **Planning Feedback:** TheRide takes feedback throughout the year on how services are designed and makes incremental improvements. New projects and initiatives typically have a public involvement process to solicit feedback. Electronic comments can be sent to Planning@theride.org. Comments can also be mailed to: Deputy CEO of Planning and Innovation, 2700 S. Industrial Hwy., Ann Arbor, MI 48104.
- **Customer Feedback:** How well did we serve you as a rider? Is there something about how services were delivered that you would like to see sustained or improved? Is there something that we could do better? Do you have suggestions for improvements to the

services we provide or how we provide them? Examples include: my bus was late, the website was down, the terminal was dirty, etc. This sort of feedback should be provided to staff as soon as possible so the issue can be addressed quickly. We are also happy to accept commendations for great service. Electronic comments can be sent to (CustomerCare@theride.org). Comments can also be mailed to: Deputy CEO of Operations, 2700 S. Industrial Hwy., Ann Arbor, MI 48104.

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Appendix B: PESTLE Analysis

Awareness of external factors and their impact on the agency allows us to plan realistically. TheRide achieves this by conducting a Political, Economic, Social, Technological, Legal/Governance and Environmental (PESTLE) analysis. Here is a list of external factors and how they impact TheRide.

Political	<ul style="list-style-type: none"> • Changes at the federal level, may lead to transit favorable actions. • RTA prioritization has TheRide competing for resources with other agencies. • Previous politicizing of the vaccine may lead to polarized decision-making thus impacting overall community recovery. • Increased political pressure to use recovery funds for select projects.
Economical	<ul style="list-style-type: none"> • The pandemic has significantly affected the economy. • Pandemic-related funding has enabled AAATA to continue providing essential services. • Full economic recovery may be dependent on achieving herd immunity. • The current government may repurpose unused earmarks which in turn provides more funding for transportation infrastructure.
Social	<ul style="list-style-type: none"> • AAATA has a positive public image. • Presence of pro and anti- development cultures in the community. • There's disparity in demographics and income in Ypsilanti vs. Ann Arbor • The pandemic has significantly reduced general population. • Remote working, less employee physical interactions and being infected or affected by the pandemic may impact overall wellbeing.
Tech.	<ul style="list-style-type: none"> • Adaptation of the public to remote working, virtual commerce, etc., impacts travel patterns and ridership. • Opportunities to advance customer experience via technology platforms. • Opportunity to improve the remote worker experience.
Legal / Governance	<ul style="list-style-type: none"> • AAATA surpasses ADA compliance requirements. • AAATA complies with Title VI equitable accessibility provisions. • The board sets governing policies that serve the interest of the community. Compliance to these policies is monitored periodically. • AAATA is currently compliant with laws and regulations governing the transit industry.
Env.	<ul style="list-style-type: none"> • The local community is supportive of ecologically conscious decisions. • The federal government is considering funding clean energy transit options. • There is an opportunity to find a balance on fleet electrification technology and the frequency of services rendered.

Appendix C: SWOT Analysis

This analysis provides a current state assessment of the positives and negatives that impact the organization from an internal (within the organization) and external (outside the organization) perspective.

INTERNAL	<p><u>STRENGTHS</u> (Organizational Capabilities)</p>
	<ul style="list-style-type: none"> • Safe working environment <ul style="list-style-type: none"> - Vehicle sanitization, driver safety barriers - Improved building and vehicle ventilation - Prioritized vaccination opportunities for all workers • Strong credibility & support in the community. <ul style="list-style-type: none"> - Strong relationships with partners. History of successful collaborations. - A tradition of excellence in service delivery and business decisions. - High rider satisfaction. • Existing resources & assets in reasonable condition. <ul style="list-style-type: none"> - Existing technology allows for effective virtual running of business. - Relatively stable funding. - Physical assets and equipment are adequate and in fair shape. • Engaged Board and staff. <ul style="list-style-type: none"> - Strong commitment to the community, especially underserved populations. - Future-oriented and willing to innovate. - Rapidly modernizing internal processes, clarifying roles, and direction. - Willingness to listen & strive to improve. • Good interdepartmental coordination
	<p><u>WEAKNESSES</u> (Areas of improvement within the organization)</p>
	<ul style="list-style-type: none"> • Pandemic impact on staff capacity <ul style="list-style-type: none"> - Affected and infected staff reduce work productivity and strain existing capacity. - Not all staff are willing to be vaccinated hence increasing timeline to herd immunity. - Pandemic fatigue may impact employee productivity and efficiency. - Unequal conditions and perceptions for staff who must work from home and those who must report to work to get the work done. • Structural budget deficits • Reduced fare revenues. <ul style="list-style-type: none"> - Working from home and alternative learning options have led to a decline in ridership. • Lack of clarity on when herd immunity will be reached, makes it hard to make return-to-work decisions. • Virtual engagements become overwhelming with time. • Limited ability to influence outside decisions (RTA, local land development)

EXTERNAL	<p><u>OPPORTUNITIES</u></p> <p>(Opportunities within our capacity to impact)</p>
	<ul style="list-style-type: none"> • Opportunity to study environmentally friendly transit options. • Demographics, economic and societal trends are changing. <ul style="list-style-type: none"> - The population is growing and aging. - Urban areas are growing more compact and need additional mass transit. - Mobility needs are growing in suburban and rural areas as well. - More transit-supportive land development could make accessing destinations easier. • A new, comprehensive plan for transit will help focus community investments. <ul style="list-style-type: none"> - Provide an exciting vision for the future. - Organize, leverage, and maximize resources and new technologies. - Speed up implementation by starting with a realistic plan. - Help communicate the value of public transit. • Potential to expand services and funding. <ul style="list-style-type: none"> - Could seek additional funding/resources via grants, partnerships, other sources. - Could expand Authority membership/change enabling legislation. - Could seek additional property tax investment. • Advocate for outside decisions that support TheRide’s desired outcomes. <ul style="list-style-type: none"> - Influence outside decision-makers (land development, housing, transportation policy, etc.) - Assume a leadership position in coordinating alternative transportation
	<p><u>THREATS</u></p> <p>(Challenges to organization success)</p>
	<ul style="list-style-type: none"> • Dominant car-culture. • Working from home and online learning options may reduce ridership. • Social perceptions on the safety of transit during the pandemic may reduce transit ridership and increase privatized mobility. • Constrained funding and resources limit opportunities. <ul style="list-style-type: none"> - Revenues tied to slow property tax growth. Inflation and rising costs eat away at new revenues. - Many travel needs lie outside our geographic service area and taxing jurisdiction. - Resource-constrained partners & a sometimes zero-sum environment. - Political polarization may affect federal and state funding. • Growth pressures are straining resources and impacting riders. <ul style="list-style-type: none"> - Growing demand for expensive premium services. - Crowding on buses impacts customer satisfaction. - Traffic congestion slows buses and makes them less reliable. - The bus fleet cannot grow because the garage is full, thus limiting service growth. - Labor shortages (technical and professional staff) and rising costs for construction. - Economic inequality, A2/Ypsi disparities, community affordability. • Outside pressures/demands can divert TheRide’s attention. • Possible loss of autonomy or funding to the RTA.

Appendix D: Pandemic implications and agency responsive actions

The following tables will give an account of actual implications of the pandemic to the organization, and mitigation steps taken. Currently, Phases 1 and 2 are complete, and the organization is undergoing 3 and 4 which focuses on reintroduction of services to pre-pandemic levels and vaccine deployment, respectively.

<u>Phase 1: Emergence of COVID-19</u>	
Estimated Timeline: Jan-March 2020	
Focus: Safety of staff and the traveling public and maintaining essential services.	
Expected/Actual implications	Steps taken by TheRide
<ul style="list-style-type: none"> • The first cases of the virus were confirmed in North America. • Social isolation orders went into effect. • There was an emphasis to “flatten the curve.” • Ridership dropped as people were asked to stay home. • Reduced ridership led to reduced fare revenue. • Feds provided CARES relief for transit. 	<ul style="list-style-type: none"> • TheRide’s Safety Officer equipped employees with emerging information on the virus. • Employees who can work from home were required to do so. • Essential services were quickly defined and maintained. • Buses were cleaned with CDC recommended protocols. • Transit centers were temporarily closed. • Social distancing signs were posted in buses, transit centers, shelters, and benches. • Fewer passengers allowed on each bus. • There was ongoing communication within the organization, the Board, and the traveling public. • Employees were constantly reminded of Employee Assistance Programs for emotional and social support during the crisis.

Activities in red were specifically added during this phase.

Phase 2: Disease Containment

Estimated Timeline: Feb 2020 – Feb 2021

Focus: Safety of staff and the traveling public, maintaining essential services, and capacity to re-emerge.

Expected/Actual implications	Steps taken by TheRide
<ul style="list-style-type: none"> • A prolonged period of social isolation and endurance continued • Agencies began developing and deploying mitigation measures. • Efforts of maintaining financial sustainability led to cutting costs -including layoffs. • Disruption of supply chains led to increased backorders of PPE and other operational equipment/needs 	<ul style="list-style-type: none"> • Maintained essential services. • Buses cleaned with CDC recommended protocols. • Employees who can work from home are required to do so. • Social distancing signs were posted in buses, transit centers, shelters, and benches. • Fewer passengers allowed on each bus. • There was ongoing communication with staff, Board, and the public. • Employees were reminded of Employee Assistance Programs for emotional and social support during the crisis. • Sanitation supplies provided to employees. • Masks, gloves, and face shields are provided to drivers. • TheRide published its Recovery Plan. • Brought paratransit services in-house to reduce cost and avoid more layoffs. • Customer service windows re-opened for customer transactions only. • Lost and Found collection was temporarily suspended. • Fare collection stops and then resumes after measures are in place to reduce contact and exposure. • Reviewing of contact-free fare payment options began

Activities in red were specifically added during this phase.

Phase 3: Service Restoration (in start-stop cycles)

Estimated Timeline: June 2020 – August 2022

Focus: Re-introduction of services to pre-pandemic levels.

Expected/Actual implications	Steps taken by TheRide
<ul style="list-style-type: none"> • Pressure to reopen leads to loosening of quarantines, a start-stop cycle of rebounding infections is experienced. • With opening workplaces, there is an increased demand for transit services. • There are still so many unknowns... Timing and service levels are dependent on local factors, labor availability/willingness, and finances 	<ul style="list-style-type: none"> • Maintained essential services and additional services are restored. • Buses cleaned with CDC recommended protocols. • Employees who can work from home are required to do so. • Social distancing signs posted at transit centers, shelters, benches and in buses. • Fewer passengers allowed on each bus. • Sanitation supplies provided to employees. • Masks, gloves, and face shields are provided to drivers. • Ongoing communication with staff, Board, and public. • Customer service windows open for customer transactions only. • Lost and Found collection remains suspended. • Public sessions to discuss service restorations plans take place. • Implementation of contact-free fare payment options moves forward. • Pre-pandemic service levels are expected to be attained by August 2022. • Removal of “essential trips only” language on fleet. • Remove capacity limits on buses

Activities in red were specifically added during this phase.

Phase 4: Vaccine deployment

Estimated Timeline: Jan 2021 – April 2022

Focus: Supporting the community recover

Expected/Actual implications	Steps taken by TheRide
<ul style="list-style-type: none"> • Vaccinations expected to begin in January. 	<ul style="list-style-type: none"> • Provision of priority vaccination opportunities to staff. • Providing local communities with bus services to vaccination sites. • Provision of education material to staff to increase knowledge on vaccinations and the virus.

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Activities in red were specifically added during this phase.

Appendix E: Advancing Board policies

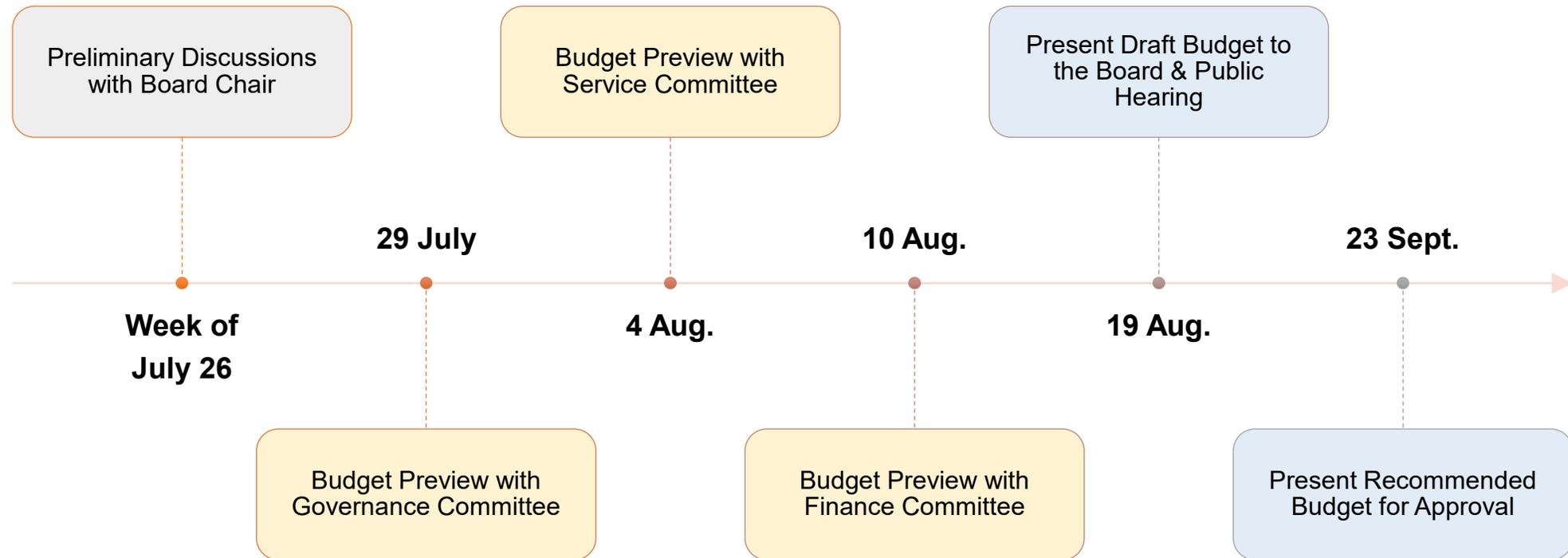
The Corporate Business Plan details how the Board’s vision for the organization is furthered through TheRide’s prioritized initiatives. Below is a list that shows that relationship.

TheRide’s strategic component	Board policies advanced
Organization goals	1.0: Ends policy
Priority 1: Supporting the community recover	1.0: Ends policies. 2.2: Treatment of the travelling public 2.9: External relationships
Priority 2: Planning for the future	1.0: Ends policy 1.0. 2.1: Treatment of Staff 2.4: Financial planning & Budgeting 2.5: Financial Conditions & Activities 2.7: Asset protection 2.9: External relationships 2.11: Construction policies
Priority 3: Serving customers	1.0: Ends policies. 2.3: Treatment of the travelling public 2.9: External relationships
Priority 4: Modernizing TheRide	2.2: Treatment of the traveling public 2.3: Compensation and Benefits 2.4: Financial Planning and Budgeting 2.7: Asset Protection

FY 2022 Budget Timeline

Board Reviews and Approval Dates

Agenda Item: 4.3



ISSUE BRIEF: CEO Report

Meeting: Board of Directors

Meeting Date: July 22, 2021

INFORMATION TYPE

Other

OPERATIONAL & PROJECT UPDATES

- **PREPARATIONS UNDERWAY TO BRING BACK FULL-SERVICE AUGUST 29TH** - Staff is busy updating customer information, recommissioning on mothballed buses, and hiring motor coach operators and mechanics in preparation for returning to full-service levels. Contingency plans are being developed in case a shortage of labor impacts the planned restoration of service.
- **CAPACITY RESTRICTIONS AND ESSENTIAL TRIPS LIFTED**
We are beginning to see a slow uptick in ridership now that we have lifted the capacity restrictions and no longer encourage using buses for essential trips only.
- **A-RIDE CONTRACT FINALIZED**
A contract has been signed with MV and transition planning has begun for our A-Ride Service.
- **LONG RANGE PLAN UPDATE**
Additional stakeholder engagement sessions were conducted and feedback from these sessions have been incorporated into “What We Heard” report. The project team completed the technical work of existing conditions and future context review. The summary report of existing and future context as well as the Plan Guidance Report will be available to the public later this month. Workshops to review and discuss an initial list of solutions were held with PAG and staff members and feedback from these workshops will be used to finalize the list and develop service concepts. Public and stakeholder engagement round 2 is being planned for later this year to review service concepts.
- **ANN ARBOR TRANSIT-SUPPORTIVE ZONING**
Ann Arbor City Council approved the first reading of a new transit-support zoning ordinance that will increase densities and bring more customers to already served areas.
- **FARE PROPOSAL**
The public comment period for the fare proposal closed on July 7th. The GoldRide Issue Brief has been updated and the Fare Equity analysis is completed. More information will be shared at the July 22nd Board meeting.

- **ROUTINE CAPITAL PRIORITIES POSTED**

For many years the federal government has required all transit agencies to annually notify the public about our intentions in using forthcoming federal capital funding. Such postings are routine and can be updated as capital plans are adjusted. The public input period to receive feedback on our Federal Program of Projects is open through August 20. The program anticipates applying in June 2022 for Federal funds apportioned in FY 2021 and FY 2022 to support projects carried out over the next five years through reimbursement of eligible expenses. Anticipated funding levels are based on historic FTA apportionments and Regional Transit Authority (RTA) allocations.

- **VACCINE SHUTTLE UPDATE**

The vaccine shuttle has been discontinued as the EMU Convocation Center Vaccination Site has been closed.

- **CRITICAL TECHNOLOGY ENHANCEMENTS COMPLETED**

Clever Devices Disruption Management has been implemented which now allows route detours to be broadcast in real time to motor coach operators and customers. Additional technology has been installed which allows drivers to communicate with each other to coordinate passenger transfers and other critical information.

- **FOOTBALL SHUTTLE SERVICE**

The agency has agreed to continue provide its shuttle service for University of Michigan home football games this coming season.

- **LOCAL ADVISORY COUNCIL (LAC)**

The Local Advisory Council met on July 13 and received a presentation on the Long-Range Plan process and a presentation from MV, the new contractor for A-Ride service.

- **TRANSPORTATION COMMISSION (ANN ARBOR)**

Staff attended the City of Ann Arbor Transportation Commission meeting.

- **WATS POLICY COMMITTEE UPDATE**

The Washtenaw Area Transportation Study Policy Committee met June 16th and approved amendments to the 2020-2023 Transportation Improvement Program (TIP).

- **STAFFING UPDATE**

We are pleased to welcome Don Bowlin as our new Manager of Bus Operations. Candace Moore resigned from her position as Fleet Manager.

- **MICHIGAN PUBLIC TRANSIT ASSOCIATION**

After two terms as Chair of the Board of the State transit association, Matt Carpenter is stepping down. His term as Chair ends in October 2021.