

BOARD OF TRUSTEES
SOUTHWEST OHIO REGIONAL TRANSIT AUTHORITY

MINUTES OF: Regular Meeting of the SORTA Board of Trustees

DATE: Tuesday, September 11, 2007, 10:40 a.m.
The SORTA/Metro Board Room
1014 Vine Street, Suite 2000
Cincinnati, Ohio, 45202

BOARD MEMBERS

PRESENT: Robert W. Buechner
Steven P. Goodin
Margaret C. Gutsell
Stephan M. Louis
William L. Mallory Sr.
Robert P. Mecklenborg
Melody Sawyer Richardson
Lamont Taylor

STAFF MEMBERS

PRESENT: Michael H. Setzer
H. Theodore Bergh
Marilyn Shazor
Sallie L. Hilvers
Timothy J. Reynolds
Richard L. Moore
(Legal Counsel)
William J. Desmond
John Davis
Mike Restle
Donna M. Adkins
Perriann T. Allen
Carole E. Senior

OTHERS
PRESENT: Rob Langenderfer
James R. Tarbell
Reggie Victor, City of Cincinnati

CALL TO ORDER: Mr. Taylor, Chair of the Board, noted the presence of a quorum and called the meeting to order.

HEARINGS FROM
CITIZENS: Mr. Taylor asked if there were any citizens who would like to address the board. There were none.

APPROVAL
OF MINUTES: Mr. Mallory made a motion that the minutes of the August 10, 2007, regular meeting be approved as previously mailed and Mrs. Richardson seconded the motion. By voice vote, the Board unanimously approved the minutes.

MEET THE TEAM

Mr. Setzer introduced Mike Restle, who started in July as the new controller. He is responsible for managing all aspects of Metro's accounting and financial reporting functions, including fare systems and financial analysis.

COMMITTEE REPORTS

**COMBINED OPERATIONS AND MANAGEMENT COMMITTEE AND
PLANNING AND DEVELOPMENT COMMITTEE**

Mr. Buechner stated there had been a combined meeting of the Operations and Management and the Planning and Development committees immediately before the board meeting. The following items were presented to the Board:

1. Proposed Resolution No. 2007-42: Approval to file 2008 Grant Applications

Mrs. Richardson moved for adoption and Mr. Taylor seconded the motion. This resolution authorizes and directs the CEO/General Manager or the CFO/Secretary-Treasurer to file applications for the maximum amounts available on behalf of SORTA with the U.S. Department of Transportation, Homeland Security and the Ohio Public Transportation Grant Program and to provide other information as may be required to obtain approval of SORTA's grant applications, and to execute the standard contracts with all parties involved for receipt of grant funds.

By roll call vote the Board unanimously approved Resolution No. 2007-42.

2. Proposed Resolution No. 2007-43: Request of Hamilton Co. Transportation Improvement District for Reaffirmation of Eastern Corridor Financial Concept Statement of Intent

Mr. Louis moved for adoption and Dr. Gutsell seconded the motion. This resolution confirms SORTA's reaffirmation of the Hamilton County Transportation Improvement District's Eastern Corridor Financial Concept Statement of Intent.

By roll call vote the Board unanimously approved Resolution No. 2007-43.

3. Proposed Resolution No. 2007-41: Approval of Contract to Purchase Operators' & Supervisors' Uniforms

Dr. Gutsell moved for adoption and Mrs. Richardson seconded the motion. This resolution approves the bid specifications for bus operator uniforms. The resolution also authorizes the CEO/General Manager or the CFO/Secretary-Treasurer to award the contract for the operators'/supervisors' uniforms to Roy Taylor's Uniform Co. Inc. for a total amount not to exceed \$200,000 for a two-year contract with an option to extend for one year.

By roll call vote the Board unanimously approved Resolution 2007-41.

4. Proposed Resolution No. 2007-44: Designation of SORTA Depositories, Accounts and Check Signers

Mr. Mecklenborg moved for adoption and Mr. Mallory seconded the motion. The Board authorizes the persons shown upon the schedule by position as the persons authorized to sign checks and other instruments drawn against each bank account. The Board further designates the banks and accounts shown on the schedule as the depositories and accounts to be maintained in each depository for SORTA. The Board also revokes all previous designations of depositories, accounts and check signers.

By roll call vote the Board unanimously approved Resolution 2007-44.

COMPENSATION COMMITTEE

Mr. Setzer reported on the results of the Compensation Committee meeting on August 29. The consultant compared SORTA's levels of pay to the outside world. Most fall within the 25-50% percentile range, meaning that SORTA pays a little less salary-wise but the benefit package helps to offset some of the disparity. The committee asked that Mr. Setzer look at a few position that fell above and below the percentile range and he agreed to do this.

Mr. Moore made a presentation to the Board regarding the potential liability trustees face as a result of their service on the Board. Mr. Moore explained that trustee immunity and indemnification is governed by Ohio statute and SORTA's by-laws. Mr. Moore explained that Trustees are generally immune from liability for acts done in good faith and within the scope of their duties as trustees. To the extent that that statute does not provide for immunity for certain claims, trustees are still entitled to indemnification from SORTA for both the cost of their defense and the cost a judgment that may be entered against them as long as the act was performed in good faith and was within the scope of their duties as a trustee.

GENERAL MANAGER'S REPORT

Mr. Setzer asked the board for guidance regarding the board retreat. At the July meeting, the board suggested that rather than hold a strategic planning session immediately following the board meetings every month, the board get together on a Saturday morning. Two dates (one in October and one on November) were emailed to board members a couple of weeks ago for their input. Four board members responded, with two available on one date and two available on the other. It was suggested that because of current and anticipated board turnover, the retreat be postponed until after the first of the year when, hopefully, all nine board members will be in place. The board agreed.

NEW BUSINESS

Mr. Mecklenborg brought up the letter from Colerain Township administrators in which they requested that Metro cancel route 41, remove the Dry Ridge turnaround and bus stops at Redskin and Haverkos Drive. Colerain Township administrators continue to be dissatisfied with any Metro presence in Colerain Township. Due to budget constraints, staff and board are looking at service cuts as part of the cost-cutting process while planning next year's budget and may consider reducing routes in Colerain.

During the committee meeting, Mr. Buechner suggested the board form an ad hoc committee to address issues such as replacing aging buses, fare deal recertification, using bonds to purchase new buses and any other issue that may arise. To that end, the board agreed to form a Business Development Committee, chaired by Mrs. Richardson, and including Mr. Buechner, Mr. Mallory and Mr. Tarbell. Donna Adkins volunteered to be the staff liaison with this committee.

The next regular meeting of the SORTA Board of Trustees is scheduled for Tuesday, October 16, 2007, 9:30 a.m., SORTA/Metro board room, 1014 Vine Street, Suite 2000, Cincinnati, Ohio.

Mr. Mallory made a motion that the meeting be adjourned and Mr. Goodin seconded. The Board unanimously approved the motion and the meeting adjourned at 11:10 a.m.

APPROVED:

ATTESTED:

Lamont Taylor
Chairman

H. Theodore Bergh
Secretary-Treasurer