

MINUTES
Board of Directors Meeting
Agency for Community Transit, Inc.
9:00 AM, Tuesday, August 18, 2020
Microsoft Teams Video/Teleconference

Due to the restrictions on public gathering in response to the COVID-19 pandemic this meeting occurred via teleconference and was open to the public via remote call-in.

I. Call to Order

President Sally Ferguson called the meeting to order at 9:02 a.m.

DIRECTORS PRESENT: Sally Ferguson, President; Ron Jedda; Jerry Kane

DIRECTORS ABSENT: NONE

OTHERS PRESENT: Andrew Carruthers, HeplerBroom; Michelle Domer, ACT;
SJ Morrison, ACT; Summer Moore, ACT

President Ferguson opened the floor for public comments. No public comments were presented.

SJ Morrison, ACT Executive Director, notified the participants that the meeting was being recorded.

II. Consideration of the minutes of the May 22, 2020, meeting for inclusion in the official records of the Agency.

Director Jedda suggested a revision on page 3, Section VII. Other Business, item B., to read "Director Jedda expressed interest in issuing request for proposals (RFPs) for investments services regarding ACT's 403(b), 401(k), 457(f) plans."

DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO ACCEPT THE MAY 22, 2020, MEETING MINUTES AS AMENDED.

A VOTE FOLLOWED.

ALL AYES. NO NAYS. MOTION CARRIED.

III. Financial:

A. DIRECTOR JEDDA MADE THE MOTION, SECONDED BY DIRECTOR KANE, TO ACCEPT THE FOLLOWING RESOLUTION:

20-18 AUTHORIZING REVISIONS OF THE AGENCY FOR COMMUNITY TRANSIT 403(B) RETIREMENT PLAN INVESTMENT POLICY

A VOTE FOLLOWED.

ALL AYES. NO NAYS. MOTION CARRIED.

B. DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO ACCEPT THE FOLLOWING RESOLUTION:

20-19 AUTHORIZING SIGNATORS FOR NEGOTIABLE INSTRUMENTS FOR THE AGENCY FOR COMMUNITY TRANSIT, INC.

A VOTE FOLLOWED.

ALL AYES. NO NAYS. MOTION CARRIED.

IV. Transit Service Management:

A. Executive Director's Report

Morrison briefed the Board of Directors on the coronavirus. Morrison stated that MCT received twelve million dollars in CARES Act funds, that can be utilized for a variety of reimbursable expenses, and a plan to utilize the funds for personal protective equipment (PPE) that is needed for the drivers, and wellness screening. Morrison extended the gratefulness of the drivers, and staff, for the bonuses for working during the pandemic from March to June, that were approved at the last board meeting. Also, mentioned that the bonuses were completely covered by the CARES Act funds. Morrison stated partial service was reinstated, which is approximately eighty percent of the previous service levels. Morrison stated that although full restoration has not occurred, there has been an increase in span and frequency of trip throughout the day to meet the growing demands. Morrison indicated that the increased trip frequency will allow the patrons to social distance. Morrison announced that the voluntary furloughed drivers had returned to work and were driving. Morrison pledged to continue to do everything within his power to keep patrons and employees safe and healthy. The fixed route ridership was averaging three thousand boarding's per day, that is fifty percent lower than the average summer months. An anticipated increase is expected with the reopening of the universities, colleges, and schools. Paratransit ridership is averaging ninety to one-hundred trips a day, which is an increase from April and May when the ridership was only forty to fifty trips per day. RideFinders still had twenty-four operating vanpools, additional sixteen were inactive, but were planning to be reinstated when the employers allow them to physically return to work. There were six vans that the reinstatement was uncertain, but the program continually promotes and encourages to participate in carpools, and vanpools in a safe manner.

Morrison talked about the popularity of the MCT Trails, and the efforts to remove branches and debris after the recent storm damages from the past few weeks. The recent rains have caused a trail washout, dropping trees/branches, and vegetation overgrowth. The MCT Board expressed interest in wayfinding signage, and beautification of the trails.

Morrison stated that the first edition of the ACT Insider, employee newsletter was distributed. The newsletter will be a means to communicate to employees what is happening around the agency and connect employees with one another during a pandemic that has left employees social distanced and not as connected as they once were. This will allow them to connect and engage across departments and shifts.

Kane mentioned the outstanding efforts of the trail crew during storm cleanup.

Jedda mentioned seeing a washout on a media site and questioned if there were any additional washouts.

Morrison stated there was only a washout on the Schoolhouse Trail in Maryville near spur that goes to the YMCA. Morrison reported that Keller Construction had started the earthwork repairs.

Kane stated that Maryville and Glen Carbon experienced between 5 to 7 inches of rainfall. In future instances the shoulder width and earth near creeks will need to be considered.

B. Issuing a Request for Quotes for ACT Audit Services

Morrison directed the board to the briefing paper prepared by Michelle Domer. Morrison stated this is a year of changes and it is a good time to issue an RFQ. The audit firm assists in preparing and filing of the annual federal and state tax returns. In addition to conducting our annual financial statement audit. An additional audit requirement has been added because we surpassed the 120 eligible participants threshold for the 403(b) plan. Morrison let the board know that Domer compiled a list of firms within a 75-mile radius and allowed Domer to explain in further detail.

Domer checked the American Institute of Certified Public Accountants (AICPA) and the Illinois CPA society websites for firms that specialized in non-profit audits. C.J. Schlosser and Scheffel Boyle were both firms on the list. West & Company was listed on the Illinois CPA Society with a local presence in Edwardsville. The other two firms were in Springfield. Since the audit is smaller in scope, it would not be economical for firms located further out to submit a bid. Domer requested that the board submit recommendations before the end of August.

Morrison explained that the goal is to recommend an award of contract to the board in early December.

Jedda had a question based on the history of the audit and tax services, what the scope of audit services will be for the 403(b) plan and cost.

Domer explained that is unknown, the RFQ had been structured to not exceed one hundred thousand dollars, a five-year contract would be estimated at ten thousand dollars per year for a regular audit and tax return services, which is adequate for the additional services.

C. Issuing a Request for Quotes for Investment Services

Morrison gave background information on the contracts with the three consultants for the different components of the 403(b) plan and directed the board to the briefing paper for the defined consulting roles. An RFQ will be issued for the educational services, and to assist with plan provider/platform. Stifel Nicolaus had been our consulting agency for this component since 2014. The objective is to allow other firms the opportunity to bid. The RFQ would be issued early September and presented to the board for a contract award recommendation in December.

Jedda questioned why the Edward Jones in Granite City was on the list of firms to receive the RFQ.

Domer responded that she was looking for a local company with experience and background that would be a good fit. Domer requested board recommendations to be sent by the end of August.

Jedda stated that there were two or more Edward Jones offices within every community, and we should not single out any one particular Edward Jones office. All the offices have the same resources available from the office in St. Louis. He would caution sending it to one particular Edward Jones agent.

Kane mentioned the national media coverage of Wells Fargo being cited and fined by a federal agency for their questionable practices.

Jedda stated that was related to their banking practices and not the advisory practices.

Morrison reiterated that suggestions be submitted before the end of August.

Morrison stated they intend to look at other components as well, but developing the RFQ is time consuming, and will be best done one at a time. Also, Domer raised the fact that it would cause concern if all components were re-bid at once and was concerned about the message that would send to the employees about the plan.

D. Madison County Transit Trails Foundation

Morrison handed the floor to ACT legal counsel, Andrew Carruthers, for an update on the process.

Carruthers briefed the board on their last discussion about creating a foundation to support the trail system. Carruthers had prepared bylaws that will be sent to Morrison for review and input to be placed in a more final form before circulating to the board for consideration. The foundation will be a 501(c)(3) that is a sub or an off shoot of ACT, existing for the soul purpose of supporting the development, maintenance, repairs, improvements, and beautification of the trail system. A board will be established with a suggest initial number of directors to serve on the board with a basic format and structure to launch as an entity at the beginning of the next calendar year.

E. DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO ACCEPT THE FOLLOWING RESOLUTION:

20-20 AUTHORIZING MODIFICATIONS TO THE AGENCY FOR COMMUNITY TRANSIT BASE EMPLOYEE RESOURCE MANUAL

A VOTE FOLLOWED.

ALL AYES. NO NAYS. MOTION CARRIED.

F. DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO ACCEPT THE FOLLOWING RESOLUTION:

20-21 AUTHORIZING AN AWARD OF CONTRACT FOR CAD/AVL SYSTEM SELECTION SUPPORT

A VOTE FOLLOWED.

ALL AYES. NO NAYS. MOTION CARRIED.

G. DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO ACCEPT THE FOLLOWING RESOLUTION:

20-22 AUTHORIZING THE AWARD OF CONTRACT FOR THE EDWARDSVILLE TRANSIT STATION ROOF REPAIRS

A VOTE FOLLOWED.

ALL AYES. NO NAYS. MOTION CARRIED.

- H. DIRECTOR JEDDA MADE THE MOTION, SECONDED BY DIRECTOR KANE, TO ACCEPT THE FOLLOWING RESOLUTION:

20-23 AUTHORIZING THE AWARD OF CONTRACT FOR JANITORIAL SERVICES

A VOTE FOLLOWED.

ALL AYES. NO NAYS. MOTION CARRIED.

- I. MCT/ACT Lease for Use of Facilities

Morrison stated Jedda asked about the agreement for the use of facilities between ACT and MCT. Morrison stated that the last agreement dates back to 2007. Morrison stated that an agreement would need to be updated significantly because several facilities had since been added. Morrison stated he could update the agreement for board to discuss and potentially approve at the December board meeting.

Kane explained the history of the document, stating that it was executed in 1993 and in 2007. What happened in the interim was that the District took on the authority for appointing the ACT board of directors, and when the lease was expiring the attorneys were wondering if it was necessary because the District appointed the board of ACT. The relationship between the parties had changed substantially during the period and the District deemed it no longer necessary. Kane mentioned a different lease that covers the motor vehicles that are funded with federal funds and must be shown to FTA. This particular agreement is dynamic because vehicles are added and removed from the agreement during purchase and selling of vehicles. Also, the railbanked right-of-way that ACT maintains is also covered by the agreement between the parties as is the requirement to provide insurance. Kane suggested having Carruthers look at the lease agreement and the agreement between ACT and MCT to see if it's necessary.

Jedda mentioned if we go forward with a lease agreement, Carruthers would need to take a look at it but we need to make sure we tie the agreement between ACT and MCT that was approved a few months ago, that they coincide with the funding agreement of both organizations.

Carruthers stated his intention was to review and see what is included already and suggest an amendment to provide for that.

- V. **Executive session to discuss personnel under (c)(1), and salary under (c)(2) of the Open Meetings Act (5 ILCS 120/2)**

DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO GO INTO EXECUTIVE SESSION.

ROLL CALL VOTE:

KANE AYE
JEDDA AYE
FERGUSON AYE
ALL AYES. NO NAYS. MOTION CARRIED.

DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO RETURN TO OPEN SESSION.

ROLL CALL VOTE:

KANE AYE
JEDDA AYE
FERGUSON AYE

ALL AYES. NO NAYS. MOTION CARRIED.

- J. DIRECTOR KANE MADE THE MOTION TO APPROVE THE POSITION OF DIRECTOR OF GRANTS & PROCUREMENTS FOR A SALARY RANGE OF NINETY-FIVE THOUSAND (\$95,000) TO ONE HUNDRED TEN THOUSAND DOLLARS (\$110,000) AND OFFER UP TO FIVE THOUSAND DOLLARS (\$5,000) IN REIMBURSABLE MOVING EXPENSES IF APPROPRIATE.

ALL AYES. NO NAYS. MOTION CARRIED.

VI. Adjournment

DIRECTOR KANE MADE THE MOTION, SECONDED BY DIRECTOR JEDDA, TO ADJOURN.

ALL AYES. NO NAYS. MOTION CARRIED

Meeting was adjourned at 11:00 a.m.