



BATA Regular Board of Directors Meeting Minutes
Wednesday, January 27, 2021
Zoom Meeting

1. Call to Order by Chairperson
The meeting was called to order by Richard Cochrun at 9:30am.

2. Roll Call

John Sommavilla	Attending Remotely from Northport MI
Linda Joppich	Attending Remotely from Interlochen MI
Richard Cochrun	Attending Remotely from Traverse City MI
Heather Harris-Brady	Attending Remotely from Leelanau Co MI
Brad Jewett	Attending Remotely from Garfield Twp, Traverse City MI
Robert Fudge	Attending Remotely from Garfield Twp, Traverse City MI
Rick Robbins	Attending Remotely from Elmwood Twp, Leelanau Co MI

Staff in Attendance Remotely: Kelly Dunham, Chris Davis, Eric Lingaur, Mary Meredith, and Nichole Thompson

Guests in Attendance Remotely: Doug Luciani and Jason Lipa, Cunningham-Limp Steve Peacock, CPA, The Rehmann Group

3. First Public Comment
There was no Public Comment.

4. Approval of Agenda
 - a. BATA Board of Directors Regular Meeting Agenda
On a Motion made by Brad Jewett and seconded by Linda Joppich, the BATA Board of Directors approved the Agenda for the January 27, 2021 Regular Board of Directors Meeting as presented.
MOTION CARRIES: 7-0

5. Approval/Acceptance of Minutes
 - a. November 25, 2020 Regular Board Meeting
On a Motion made by Brad Jewett and seconded by Linda Joppich, the BATA Board of Directors approved the Minutes of the November 25, 2020 Regular Meeting as amended.
MOTION CARRIES: 6-0 with Director Fudge abstaining

6. Executive Director's Report – Kelly Dunham

Kelly addressed two additional items that were not included in her written monthly report.

The recently passed supplemental CARES Act has provided an additional \$55 million to rural transits in Michigan. Funds will be shared with intercity buses. Distribution of funds will be advised by MDOT. Kelly and transit directors are advocating for next year with the flexibility of use. The initial CARES Act funding was also around \$55 million and was distributed amongst the rural agencies, resulting in an additional 18% of federal funds.

Kelly also reported that she was recently appointed to the Networks Northwest Board of Directors.

The *Boards that Perform* report that was mailed to the Directors last week was well-received. As we develop our Board over the coming year, Kelly would like everyone to have the same foundation from which to build. Kelly will also look for a revised edition of this report with updated links contained therein.

a. HQ Facility/Owner's Representative Report – Doug Luciani, Cunningham-Limp

Doug and Jason updated the board on recent developments, highlighting the following:

- Submitted application to PUD to Township Planning Commission and the application was accepted. A few comments were addressed. In particular, the requirement that housing be started prior to any buses rolling. Kelly has been working with Tony at the Traverse Housing Commission. There is a public hearing with the Planning Commission in two weeks (February 10th).
- We are working to address their concerns with the housing timeline. The Commission was very receptive to the overall project.
- Brad Jewett attended and was impressed with the results that came out of the meeting. We just need to be patient and keep moving forward.
- Site plans have been sent electronically to the Commission and will be screen shared during future meetings.

Renderings and site plans were shared with the Board, specifically:

- The cottage homes and apartment buildings planned for the site;
- Playground area;
- Daycare Pick up and Drop Off areas;
- Transit Station egress and ingress;
- Daycare Building Conceptual Drawings which were conceived in coordination with the Housing Commission;
- Café/Commercial Building;
- Drivers' Restrooms;
- Bus Shelters

Doug and Jason answered questions and will report again at the February Board Meeting.

7. Finance Reports – Nichole Thompson

a. FY20 Q3 Q4 AUP Report

Nichole reported the excellent results which included testing of payroll and capital expenditures.

On a Motion made by Brad Jewett and seconded by Linda Joppich, the BATA Board of Directors accepted the FY20 Q3 Q4 AUP Report as presented.

MOTION CARRIES: 7-0

b. FY 2020 Audit Report – Steve Peacock, CPA – The Rehmann Group

Steve Peacock reviewed three reports that were compiled after the completion of the FY2020 Audit and answered questions from the board:

- Financial Statements: Unmodified Opinion was received.
- Statement on Auditing Standards: Unmodified Opinion.
- Federal Expenditures: Unmodified Opinion. All expenditures complied.

The summary of the audit showed good results on compliance. The audit schedule did not need to be altered which was appreciated especially during the pandemic.

Rehmann is comfortable with management and there were no difficulties conducting the audit and no disagreements with management. Nichole Thompson did a great job interacting remotely and providing the necessary documents. Kelly also thanked Nichole and the Finance Team on the great results of the audit.

On a Motion made by Brad Jewett and seconded by Linda Joppich, the BATA Board of Directors received, accepted, and filed the FY 2020 Audit Report as presented.

Roll Call

John Sommavilla	YES
Linda Joppich	YES
Richard Cochrun	YES
Heather Harris-Brady	YES
Brad Jewett	YES
Robert Fudge	YES
Rick Robbins	YES

MOTION CARRIES: 7-0

c. November 2020 Finance Reports – Nichole Thompson

i. Income Statements

Most accounts are within forecast. The only exception being State and Federal dollars due to our expenses being lower than forecasted. Other Revenue is a large variance due to propane fuel rebate (fuel station). Overall, we are slightly below forecast.

December 2020/FY21 Q1 Finance Reports – Nichole Thompson

- ii. Income Statements
- iii. Statement of Net Position
- iv. Capital Reserve Fund Report
- v. Operating Reserve Fund Report
- vi. Land Acquisition Fund Report
- vii. Cash Flow Analysis

Fuel and Lubricants' pricing has been very favorable and overall expenses are below forecast. Cash continues in a strong position. Fixed Assets significantly up over prior year. We have 15 more vehicles over prior year. There were not many changes in our liabilities. Our Reserve Fund shows no activity in Q1, so balance remains at \$1.5 million remaining healthy and strong. The Capital Fund Budget is keeping us on target. Regarding the Land Acquisition Fund, Nichole noted we have billed the Housing Commission. There is little variance year-to-date in our Cash Flow, but a small increase in Net Change in Cash.

On a Motion made by John Somnavilla and seconded by Brad Jewett, the BATA Board of Directors accepted the November 2020 and December 2020/FY21 Q1 Finance Reports as presented.

MOTION CARRIES: 7-0

- 8. Chairperson's Report – Richard Cochrun
Richard will report next month.
- 9. Old Business – Kelly Dunham
 - a. Board Request Tracker
Kelly reviewed the Tracker, and its purpose, with the new directors. One item open on the Tracker was a question brought forth by a previous board member regarding the role of the Board in financial oversight. Steve Peacock addressed the board on its responsibilities. Regarding governmental boards, the single biggest control on functionality is the adoption and active participation in the budget process. Long term goals are more important than overseeing small expense items; example the general category of Office Expenses vs the cost of Post It Notes. This Tracker item will now be closed.
- 10. New Business
 - a. Tech Study Session February 11, 2021 at 1:00pm – Eric Lingaur
A Study Session of the IBI Technology Study will be held in February. Findings will be shared along with budget recommendations.
- 11. Second Public Comment
Prior to the Second Public Comment, which was moved to precede Closed Session, the Board called for a 5-minute recess at 10:50am to allow for any member of the public to have the opportunity to speak. Hearing none, the Board proceeded to the next agenda item.
- 12. Closed Session
 - a. Executive Director's Performance Review
 - b. Legal Update Attorney-Client Privilege

On a Motion made by Brad Jewett and seconded by John Som mavilla, the BATA Board of Directors moved to go into Closed Session at 11:00am for the purpose of discussing the two above-referenced agenda items.

Roll Call

John Som mavilla	YES
Linda Joppich	YES
Richard Cochrun	YES
Heather Harris-Brady	YES
Brad Jewett	YES
Robert Fudge	YES
Rick Robbins	YES
MOTION CARRIES	7-0

On a Motion made by Brad Jewett and seconded by Linda Joppich, the BATA Board of Directors reopened the regular meeting at 11:57am.

13. Executive Director's 2020 Performance Review and Merit Increase
On a Motion made by Brad Jewett and seconded by Linda Joppich, the BATA Board of Directors approved the 2020 performance review of Kelly Dunham and awarded a 4.06% salary increase based on merit as provided in the performance review.

Roll Call

John Som mavilla	YES
Linda Joppich	YES
Richard Cochrun	YES
Heather Harris-Brady	YES
Brad Jewett	YES
Robert Fudge	YES
Rick Robbins	YES
Motion Carries	7-0

14. Directors Comments/Open Floor
Discussion was held regarding new committee assignments, specifically Technology, and Facilities. Richard will give this some thought and bring a recommendation to the next Board Meeting. Recognition was given to BATA staff for the preceding difficult year.
15. Adjournment
On a Motion made by Heather Harris-Brady, the BATA Board of Directors adjourned the January 27, 2021 Regular meeting of the board of Directors at 12:03pm.

Submitted/Recorded by: Mary Meredith, Administrative Services
Chris Davis, Administrative Services

Approved on 2-25-21
DATE
Linda L. Joppich
Board Secretary