

CENTRAL WEST VIRGINIA TRANSIT AUTHORITY

The Board of Directors of Central West Virginia Transit Authority met in the Board Room of Central West Virginia Transit Authority on **January 12, 2015** at 4:00 p.m. The following were in attendance:

James Smith	Exponent
Bob Kramer	Vanessa Perkins
Jeff Nelson	Libby Cawthron
Anita Bower	Trey Simmerman, III
Chris McCarthy	Bob Byrd

Meeting brought to Order by President, James Smith, at 4:00 p.m.

First order of business Board reviewed minutes of the December 12, 2014, CENTRA Board meeting. Bob Kramer moved to approve the minutes of the December 1, 2014 meeting, second by Nelson, approved by all and entered into the record.

President discussed staffing reorganization to include new combined position of Finance Officer and Procurement officer to be handled by Bob Byrd. Kevin will file a requisition for all purchases with Bob Byrd. Byrd then to find the best price. Copy of purchase order will go back downstairs. This change will likely take up to three months to implement and provide better controls for procurement. Also Libby Cawthron's responsibilities to include scheduling analyst and supervisor of dispatch operation. The goal of these changes is to provide more cost effective service to public.

By-Law committee status report. By-law committee suggested that discussion of changes to By-Laws be tabled to provide Trey Simmerman the opportunity to review current By-Laws. President mentioned that Simmerman and McCarthy could review policies of Benedum Airport Authority for reference as well as KRT. Board agreed to table the matter to a later date.

Discussion of authorized signatures on banking documents. President discussed that currently President, McCarthy, Kramer and Perkins are authorized signatories. Financial Officer does not sign checks. President asked Board to consider adding Libby Cawthron as an authorized signor on amounts less than Five Thousand Dollars (\$5,000.00). This would allow General Manager and Cawthron to sign checks for amounts not exceeding \$5,000.00, to avoid the need to locate a Board member for smaller checks/purchases. Any amounts over \$5,000.00, require signature of General Manager and one of the authorized Board members. As additional oversight, bank statements will go electronically to Financial Officer and electronically to McCarthy. President asked Board to consider the issue. Board discussed idea and Nelson proposed that the amount be lowered to \$2,500.00. Nelson made motion to add Cawthron as signatory and lower

amount to \$2,500.00, second by Kramer. Discussion ensued, Bower explained in past checks were signed by Pat Bower and General Manager. Bower concerned if have too many people could result in confusion as to what is being paid. Bower uncomfortable with proposed process. President asked Board to take action on the motion which would add Cawthron as a signatory and require dual signatures of Cawthron and General Manager on checks under \$2,500.00 so as to eliminate need to locate a Board member on checks under that amount. Motion carried four to one with Bower opposing motion. President directed General Manger to get all necessary bank documents to implement change.

General Managers Report was next item of business. General Manager provided Board with copy of 5311 summary to show Board what is filed each month to stay compliant with 5311 operating contract with the Division of Public Transit. Amount received for 5311 Grant, is Five Hundred Twenty-five Thousand Dollars (\$525,000.00). Each month a report listing items that are considered eligible expenses under the contract. Report shows those items which CENTRA is requesting reimbursement. General Manager also provided a summary of levy funds received through November 30, 2014. Also received additional Forty-five Thousand (\$45,000.00), from the County in December. CENTRA still projected to receive nearly 2.1 Million for the year. President mentioned that this information will be part of a regular packet provided to Board information on all funds received and the source of those funds. Finally Board provided with biography of Bill Robinson, the new director of Division of Public Transit. Also General Manager mentioned all new buses are on site and should be road ready by February 2015. Discussion regarding the recording systems installed on buses and that the 5311 designates what constitutes an incident on the buses.

Next item of business Cawthorn addressed scheduling analysis. Cawthron provided copies to Board and press outlining new bus schedules implemented. Shinnston Special bus had two of five runs routed to Lost Creek/West Milford. Shinnston still has the original three runs along with the three routes on the Shinnston Special and the three runs to Lost Creek/West Milford which provides an additional run to those areas. West Milford residents provided positive feedback with the additional run.

Also discussed was the shutdown of service during recent inclement weather. General Manager explained that decision to halt service was based on input from 911 call center, Department of Highways, Sheriff's Department and the City of Clarksburg Public Works. General Manager made decision to halt service along with input from President. Also General Manager directed to provide email notification to all Board members anytime service is halted or altered. Protocol is for General Manager and or Cawthron to confer with President, or if not available then Vice President after conferring the sources listed above for safety reasons. Board agreed that until further action taken that this will serve as the inclement weather policy.

Financial Report presented by General Manager. Board provided with the Financial

Report. President indicated that the Budget Report will be modified in the future to make budget issues more transparent/accurate. President indicated there is a plan to increase the reserve account from a two month reserve to three month reserve. Once Financial Officer is in place then they will attempt to institute some meaningful changes to the financial reports to provide more transparency. Some discussion regarding changes to fences and gates around the CENTRA building. Discussion included need to get an RFP to figure out costs of fencing and cameras before action taken.

Drug and Alcohol Compliance Contract Changes discussed next. President mentioned that CENTRA engaged new company for monthly drug/alcohol testing. Rates of new group are same as MedExpress rates previously paid. President mentioned that drug testing program was actually conducted earlier in the day. Bower asked if other companies were considered. President explained that looked at other quotes but company was selected due in large part to the use of a mobile onsite testing unit. Discussion that names are randomly pulled by the testing company on monthly basis which actually exceeds requirements.

Policies and Procedures. President indicated that counsel Trey Simmerman and McCarthy will at some point make recommendations regarding changes to policies and procedures. Anita Bower indicated that she had information regarding policies and procedures for CENTRA. Bower stated that after the last Board of Directors meeting she met with two State Auditors. Bower indicated that auditors were concerned and asked questions about several issues including past travel policy and sick leave policy for the office. She indicated that Pat Bower had little to do with those issues and that they relied on the then General Manager Balinda Rollins. Bower met with Auditors for two hours. As part of that meeting Bower informed the Auditors that Pat Bower had a book in his office entitled CENTRA Policies and Procedures adopted at the December 6, 2006, Board of Directors meeting. President mentioned that litigation had taken place between CENTRA and Attorney Pat Bower in 2011. Discussion that CENTRA and Pat Bower entered into a settlement agreement and signed order stating all documents had been returned to CENTRA. Bower indicated that as part of the settlement, two boxes of documents were turned over to Kevin Roy on May 11, 2011, with a list of the documents enclosed. Bower indicated that the released documents did not include the 2006 Policies and Procedures. Bower also indicated that this particular document was never requested. President questioned whether Anita Bower or Pat Bower had in their control any other documents belonging to CENTRA. Bower indicated that there are documents in boxes and file drawers but they did not believe these documents would be needed any longer.

Bower indicated that after talking with Auditors she went back to her husband's office and went through documents. Bower indicated that the next day she provided the Auditors with documents including minutes wherein policies were adopted in 2006. Bower indicated that these policies and procedures adopted in 2006 were given to all Board members at the time they were adopted. Presidents asked Bower if there was any reason



why these documents were kept by Pat Bower. Anita Bower indicated that they did not realize that they had these documents. President requested that Bower coordinate with Attorney Simmerman or McCarthy to determine which if any records need to be returned to CENTRA.

Bower suggested that the Board send a letter to Bernie Fazzini, the previous Secretary/Treasurer asking where documents that were given to Kevin Roy on May 11, 2011, are located. Perkins and Cawthron indicated that the documents may be located at CENTRA. President asked staff to check storage and catalog the May 2011 documents that are onsite. At the next meeting that catalog can be reconciled with Bower records.

Bowers also discussed her belief that there may be a key to a safety deposit box at BB&T. General Manager indicated that she is unaware of any documents at any bank other than MVB and unaware of any statement from any bank regarding a safety deposit box.

With regard to the documents Bower presented, Bower indicated that she wanted it put in the record and in the newspaper that this was all done by Balinda Rollins and Nick Nickleson the Safety Director of CENTRA at the time. Bower indicated that she was keeping a copy of the records that were turned over at this meeting. President requested that Attorney Simmerman be provided with the records Bower provided at the meeting. President inquired as to why Bower was keeping a copy of the records, Bower responded that her husband requested she keep a copy. President indicated that it was his understanding that all records were to be returned to CENTRA as part of the litigation with Pat Bower. Attorney Simmerman indicated that he will need to review the settlement documents and the original complaint to determine who should be in possession of the records. Simmerman indicated that he will need copies of all records provided at this meeting.

Discussion followed that Pat Bower was of counsel and not a Board member of CENTRA. Anita Bower indicated her husband Pat Bower had served as Secretary-Treasurer/Counsel for CENTRA for 38 years and that his salary was \$18,000, per year until he took his Social Security and then he was paid \$ 25,000 per year. Bower indicated Pat Bower resigned in December 2009 and again in March 2010.

Bower made a motion that the Board send a letter to Bernie Fazzini asking where documents are located. Bob Kramer seconded the motion. Discussion followed. McCarthy questioned whether Attorney Simmerman should first be consulted. Kramer withdrew his second and motion failed. Matter tabled.

Bower indicated that a document referred to as the "bible" was a policy book which existed which included pages for each bus. The manager and the mechanic would go over book regularly to determine what if anything was needed for each bus.

Bower again discussed her meeting with the auditors. Bower indicated that she showed the Auditors copies of the documents she provided at this Board meeting. Bower indicated that she offered to give the auditors all of these documents if they would sign release. Auditors declined but indicated that they would copy certain sections but would not take all of the documents. Bower stated that auditor suggested that she bring the policies and procedures binder to this Board meeting. President reminded the Board that this audit only includes 2013 and 2014. Also informed Board that a closing session with auditors will likely be set at the end of January 2015, however auditor did not want to do closing meeting until final review is completed in Charleston. President informed Board that he and legal counsel will be attending the closing interview.

Other Matters discussed. Bower questioned when the, 5311 grant package was due. General Manager indicated deadline is February 27, 2015. Bower requested to see copy of last years 5311 grant application. President asked Attorney Simmerman if appropriate to provide copy. Legal counsel indicated Bower entitled to copy as Board member and could obtain through a FOIA request. Bower asked for time to review next year's grant application before next meeting. Bower indicated that she needed time to review before signing. President indicated he wasn't sure if grant would be ready in time. Bower indicated she would not be able to sign document without adequate time to review.

Bower discussed her concerns regarding when various Board members terms expire and how those terms are being monitored by appointing body. Bower expressed her confidence in the abilities of Attorney Simmerman to help resolve issues facing Board.

President entertained motion to go into executive session to discuss personnel matters. Attorney Simmerman instructed Bower to preserve all documents she has in her control and provide copies of all such documents for his review. Bower agreed to have Simmerman come to her office for a review of documents in her possession.

Board came out of Executive session. President asked if anyone had any motion for the Board to consider. Nelson made motion to accept budget revisions discussed second by Kramer approved by all. Budget revisions to personnel matters discussed were approved.

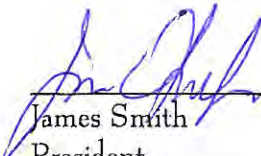
Bower discussed taking a ride on one of CENTRA's bus routes and that she was surprised that a rider was using vapor cigarette. Bower also indicated that driver had to load a passenger with physical issues. Bower surprised by amount of time to secure the passenger. Bower indicated 20-25 people on bus. Overall Bower reported as good experience.

Bob Kramer confirmed CENTRA is using purchase orders. General Manager responded purchase orders being used. Kramer also inquired into fuel costs. General Manager confirmed Gutman Oil currently providing the cheapest price. Jeff Nelson inquired into unpaid bills on rentals. President indicated in hands of auditors.


Board agreed next CENTRA Board meeting would be set for February 23, 2015 at 4:00pm.

Motion made to adjourn by Kramer second by Nelson approved by all.
No other matters being addressed by the Board a motion to adjourn at 6:00 carried.

Approved:



James Smith
President



Christopher J. McCarthy
Secretary-Treasurer