



Birmingham-Jefferson County Transit Authority
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BOARD MEETING MINUTES

Thursday, October 25, 2007

Opening: The Regular Meeting of the Board of Directors of the Birmingham-Jefferson County Transit Authority was called to order by the Chairman, Guin Robinson, on October 25, 2007 at 12:00 p.m. in the Public Meeting Room, located at Central Station, 1735 Morris Avenue, Birmingham, Alabama 35203.

Members Present: Frank C. Galloway, Jr, Brian Hamilton, Walter Jones, Johnnye P. Lassiter, Ronald Lyas, Doris Powell, Guin Robinson, and Rev. Patrick Sellers.

Members Absent: Robert Kelly

Others Present: David C. Hill, Richard Nardecchia, Debra Anderson-Burse, Collina Washington, Julie McMillan, Al Rollins, Jacquese Gary, Kenneth Simon, Joi Scott, Jesse Lewis, Officer Christopher Bolling, Judy Gordon, Ruth Wright, Joseph Bryant, Julian Wilkerson, George Benjamin, Jr., Butch Ferrell, Joe Ann Askew, David Russell, Willie Petty, and Gilbert Klein

Guin Robinson asked the assembly to observe a moment of silence.

Johnnye P. Lassiter led the assembly in the recitation of the **Pledge of Allegiance**.

Adoption of the Agenda: The agenda was adopted as presented by general consent.

Adoption of the Minutes: The following minutes were adopted by general consent:

- Regular Meeting of the Board of Director's – September 26, 2007
- Call Meeting – October 4, 2007
- Committee of the Whole Meeting – October 18, 2007

Committee Reports

Finance Committee: Mr. Robinson reported that the Financial Report was given at the Committee of the Whole Meeting held in lieu of individual Committee Meetings on October 18, 2007. Ms. Lassiter reported that there was no additional information to be forwarded. At Mr. Robinson's request, the Financial Report was given during this time.

Financial Report – Mr. Richard Nardecchia reported as of the September 30, 2007 Balance Sheet, assets were \$29,145,692.48, while total liabilities were \$7,364,322.40. The Income Statement for the fiscal year ending September 30, 2007, details year to date revenues of \$26,923,286.56 and expenses of \$27,880,570.26 resulting in a difference of \$(957,283.70). The total cash and cash equivalents as of September 30, 2007 was \$879,553.47 of which \$850,488.51 was the balance in our operating and money market accounts. Total debt owed to Compass Bank as of September 30, 2007 was \$1,800,338.00. Total overall variance with the budget is a positive \$329,050.20.

Mr. Nardecchia reported that FY 2007 was, overall, a good year. Although it will take a few years to pay off the debt to Compass Bank, each year gets better.

Human Relations Committee: Brian Hamilton reported that there was no additional information to bring before the Board.

Program Development: Walter Jones reported that there was no additional information to bring before the Board.

Transit Advisory Committee: John C. Harris, newly elected Chairman of TAC, reported that lately, TAC has had a lack of quorum at their meetings, and therefore has not able to meet. He is concerned that increasing the number of TAC members will only make it more difficult to have a quorum. In an attempt to pull members into the meetings, new member orientations and workshop trainings will be facilitated. The agenda for both the orientations and the workshops will be to discuss the role and by-laws of TAC, which the Board Liaison, Staff Liaison, and Mr. Hill are asked to attend. TAC intends to present a report to the Funding Partners as stated in their by-laws, and within the next year, TAC plans to hold 2-3 public meetings to obtain the concerns of the public. TAC feels that these steps are needed to be an effective liaison group between the public and the Transit Authority.

Mr. Robinson stated to Mr. Harris that the Board would do their part in assisting TAC whenever necessary.

Ms. Lassiter requested that any report made by TAC to the Funding Partners be presented to the Board first.

Ms. Powell stated that TAC does not have the power to meet with the Funding Partners. Mr. Harris clarified that TAC would not be meeting with the Funding Partners; they would be sending a report to them, as required by their by-laws.

Chairman's Report – Guin Robinson reported that the Nominating Committee, made up of Doris Powell, Ronald Lyas, and himself, met and nominated a slate of officers.

Mr. Lyas stated that according to Robert's Rules of Order, the Nominating Committee Chair is to present the report of that Nominating Committee.

Ms. Powell, Nominating Committee Chair, reported that the nominating slate from the Nominating Committee is Brian Hamilton-Chairman, Frank Galloway-Vice-Chairman, and Doris Powell-Secretary/Treasurer. Each person has been contacted and agreed to serve.

Mr. Lyas moved to affirm and/or accept the Nominating Committee report presented to the Board and Ms. Powell seconded.

Rev. Patrick Sellers asked for clarification on the motion on the floor, and at which time are other nominations given. Mr. Robinson stated that the motion was to vote on the new slate of officers for FY 08. He further stated that if the first slate did not pass then other nominations would be obtained.

Mr. Lyas stated that according to Robert's Rules of Order after the Nominating Committee has presented its report and before the voting on the officers, the Chairman must call for other nominations from the floor.

Mr. Robinson called for further nominations and Rev. Sellers nominated Johnnye P. Lassiter for Vice-Chairman and himself for Secretary/Treasurer.

Roll Call Vote for Brian Hamilton, Chairman

Galloway, Frank	Yes
Hamilton, Brian	Yes
Jones, Walter	Yes
Kelly, Robert	Not Present
Lassiter, Johnnye P.	Yes
Lyas, Ronald	Yes
Powell, Doris	Yes
Sellers, Rev. Patrick	Yes
Robinson, Guin	Yes

The vote was unanimous for Brian Hamilton as the new Chairman for FY08.

Roll Call Vote for Frank Galloway, Vice-Chairman

Galloway, Frank	Yes
Hamilton, Brian	No
Jones, Walter	Yes
Kelly, Robert	Not Present
Lassiter, Johnnye P.	No
Lyas, Ronald	No
Powell, Doris	Yes
Sellers, Rev. Patrick	No
Robinson, Guin	No

The vote was tied, 4-4. Kenneth Simon, Legal Counsel, suggested that an executive session is held to discuss how to proceed in the election.

Mr. Hamilton moved that the Board Members have an executive session and it was seconded by Rev. Sellers.

Roll Call Vote on Executive Session

Galloway, Frank	No
Hamilton, Brian	Yes
Jones, Walter	No
Kelly, Robert	Not Present
Lassiter, Johnnye P.	No
Lyas, Ronald	Yes
Powell, Doris	Yes
Sellers, Rev. Patrick	Yes
Robinson, Guin	No

The vote was tied, 4-4.

Roll Call Vote on Johnnye P. Lassiter, Vice-Chairman

Galloway, Frank	No
Hamilton, Brian	Yes
Jones, Walter	No
Kelly, Robert	Not Present
Lassiter, Johnnye P.	Yes
Lyas, Ronald	Yes

Powell, Doris	No
Sellers, Rev. Patrick	Yes
Robinson, Guin	No

The vote was tied, 4-4.

Roll Call Vote on Doris Powell, Secretary/Treasurer

Galloway, Frank	Yes
Hamilton, Brian	No
Jones, Walter	Yes
Kelly, Robert	Not Present
Lassiter, Johnnye P.	No
Lyas, Ronald	No
Powell, Doris	Yes
Sellers, Rev. Patrick	No
Robinson, Guin	Yes

The vote was tied, 4-4.

Roll Call Vote on Rev. Patrick L. Sellers, Secretary/Treasurer

Galloway, Frank	No
Hamilton, Brian	Yes
Jones, Walter	No
Kelly, Robert	Not Present
Lassiter, Johnnye P.	Yes
Lyas, Ronald	Yes
Powell, Doris	No
Sellers, Rev. Patrick	Yes
Robinson, Guin	No

The vote was tied, 4-4.

Mr. Hamilton moved that the Secretary/Treasurer position be split, as so provided by the Board of Directors' By-laws, and it was seconded by Mr. Lyas.

Motion to split Secretary/Treasurer

Galloway, Frank	No
Hamilton, Brian	Yes
Jones, Walter	No
Kelly, Robert	Not Present
Lassiter, Johnnye P.	No

Lyas, Ronald	Yes
Powell, Doris	No
Sellers, Rev. Patrick	Yes
Robinson, Guin	No

With a 5-4 vote, the motion did not pass to split the Secretary/Treasurer position into two offices.

According to Legal Counsel, the members are to vote on officers as soon as convenient, but in the event that a new slate is not elected, the current officers remain in their position.

Executive Director's Report

BJCTA System Map

The System Map is complete and a copy was presented by Debra Anderson-Burse, Director of Administration & Risk Management. Ten thousand maps are currently in print and will be distributed.

Ms. Powell requested whether the maps would be placed in the bus shelters. Ms. Burse reported that at some point, the maps will be scaled down to size and placed in each bus shelter.

BJCTA 2007 NGV Award

BJCTA was awarded the 2007 NGV Industry Achievement Award for Natural Gas in Reno, Nevada. The award was received by Rev. Sellers on October 15, 2007.

Mr. Hill deferred the remainder of his report due to the extended length of meeting.

Marketing Report – Dr. Jesse Lewis reported he is in the process of mailing out 280 letters to major businesses in the area, and that a news release was prepared regarding the fare increase. He stated that Mayor Kincaid has 48 hours to sign the resolution regarding the fare increase, and that the Mayor has stated that he will not veto the Council's recommendation. (A report was presented to all Board Members, with a copy of the letter that is being distributed.)

Mr. Hill reported that he and Dr. Lewis have met many times throughout the month and they are working to ensure that this project is a success.

Dr. Lewis suggested that in voting for officers, the Board Members should consider allowing the current Vice-Chairman and Secretary/Treasurer to remain in office until such time that the vacancy on the Board is filled.

Resolutions for Consideration and Approval

- A. **Resolution No. 2008-02**-Authorization to Negotiate and Execute a Contract with American Video & Alarm, Inc. for the Upgrade of the Security Camera System at Central Station was moved by Hamilton, seconded by Powell, and approved by general consent.
- B. **Resolution No. 2008-03**-Authorization to Execute a Contract with Dynamic Security Services for Providing Physical Security Services to the Birmingham-Jefferson County Transit Authority was moved by Lassiter, seconded by Sellers, and approved by general consent.

Discussion: Mr. Galloway requested clarification of Article IV - Contract Price & Billing Procedure. Mr. Hill responded that this Article keeps the contractor from performing work outside of the scope of the contract.

Mr. Simon stated that the intent of Article IV is to give the Executive Director control over the process and allow him the ability to bring the contract before the Board if an issue arises over the contract price. It is not to state that the Executive Director may make an increase on any contract price without the prior consent of the Board of Directors.

- C. **Resolution No. 2008-04**-Authorization for the Executive Director to Enter into Contract with Atlanta Building Maintenance, Inc. for the Purpose of Providing Janitorial Services for the Birmingham-Jefferson County Transit Authority was moved by Lassiter, seconded by Sellers, and approved by general consent.

Discussion: Mr. Robinson stated that at the Committee of the Whole meeting, there was an in-depth conversation regarding minority participation as it relates to this resolution.

- D. **Resolution No. 2008-05**-Authorization to Renew Commercial Property & Inland Marine and Employee Dishonesty Insurance Coverage with Alabama Municipal Insurance Corporation was moved by Sellers, seconded by Lassiter, and approved by general consent.

Discussion: Mr. Galloway recused himself from the vote and all conversation regarding this resolution.

- E. **Resolution No. 2008-06**-Authorization to Execute the Contract between the Birmingham-Jefferson County Transit Authority and

IKON Office Solutions was moved by Lyas, seconded by Lassiter, and approved by general consent.

The Master & Sale Agreement was not included in the Board Packet and was presented by Mr. Simon to the Board at the meeting.

- F. **Resolution No. 2008-07**-Adoption of the Birmingham-Jefferson County Transit Authority's Comprehensive Transit Development Plan was moved by Sellers, seconded by Lassiter, and approved by general consent.

Old Business – Ms. Powell asked for a status on the County's approval of the Resolution increasing the number of TAC members. Mr. Hill reported that he and Rev. Sellers spoke with Commissioners Humphreys and Smoot, and a clarification was made that the Resolution was not to increase the number of Board Members, but to increase the number of TAC members. Mr. Hill is of the opinion that the County will now move forward with approving the Resolution.

New Business – Mr. Robinson requested that a poll of the Board is sent out referencing the meeting dates for November and December.

Public Comment – None

Mr. Robinson suggested that elections are tabled until the next meeting or until the new Board Member has been appointed.

Mr. Hill presented the employees of the month: Mr. Julian Wilkerson and Mr. L.A. Moss

The **Meeting Adjourned** at 1:05 p.m. The next **Regular Meeting of the Board of Directors** will be held **Wednesday, November 28, 2007, 12:00 p.m.** at Central Station, 1735 Morris Avenue, Birmingham, AL.

Minutes submitted by: Jacquese A. Gary, Executive Administrative Assistant

Date: _____

Approved by: _____
Guin Robinson, Chairman

Attest: _____
Johnnye P. Lassiter, Secretary/Treasurer