North Oakland Transportation Authority (NOTA)

Special Meeting Minutes

**Tuesday, February 7, 2023**

**4:30 p.m.**

**NOTA Offices**

**675 S. Glaspie St. Oxford, MI**

The meeting was called to order by Chair Mike McDonald at 4:30 p.m.

**Roll Call**

**Present** Representing

Mike McDonald, Chair Village of Leonard

Ed Brakefield Addison Township

Carl Cyrowski Village of Lake Orion

Jack Curtis Oxford Township

Chris Barnett, Vice Chair Orion Township

**Present Via Zoom**

Bruce Pearson Addison Township

Lori Bourgeau Village of Oxford

Robert Davis Addison Township Attorney

**Absent - Excused**

Margaret Payne Oxford Township

Ann Keltcsh At Large – MORC

Mike Flood Orion Township

Tonya Waple TTI

**Others Present:**

Lynn Gromaski NOTA Executive Director

John Staran NOTA Attorney

William DeBiasi Oakland County Attorney

Bret Rasegan Economic Development Oakland County

Kristen Wiltfang Economic Development Oakland County

Dan Kelly Oxford and Orion Township Attorney

**Respects to the Flag**

The Pledge of Allegiance was given.

**Agenda Approval**

**Moved by** Ed Brakefield, seconded by Jack Curtis, to approve the agenda as presented. By voice vote the motion passed unanimously.

**Old Business**

None

**New Business**

**Review of the Public Transportation Agreement Between NOTA**

John Staran gave a background of the process of creating the agreement with Oakland County and the changes that have transpired. The two provisions that were requested were that the agreement with Oakland County will not change anything in the NOTA Intergovernmental Agreement and that the assets and the operations of NOTA remain the same and that NOTA isn’t being taken over by Oakland County. Oakland County has agreed to put these items into the resolution that the county will pass on behalf of NOTA. They didn’t want to put it into the contract because they want to have consistency between the agreements between NOTA, WOTA and OPC. The resolution which was just received today from Oakland County along with the adjusted contract. In the resolution it has two additional provisions written into the NOTA Resolution to satisfy the attorneys concerns:

“BE IT FURTHER RESOLVED that Oakland County shall have no operational control over the manner in which NOTA administers or manages the Transportation Services it provides, and that this Agreement does not, nor is intended to modify or superseded NOTA’s governing documents in any respect, particularly with regard to whether and how any new communities services under the Agreement may become NOTA members, nor does the County assert any legal authority to do so.

BE IT FURTHER RESOLVED that the Agreement does not, nor is intended to create in or transfer to the County any ownership or possessory rights of any kind with regard to any of NOTA’s assets, equipment or property, nor does the County assert any legal authority to do so.”

John Staran said that he is satisfied with the resolution and it gives NOTA a paper trail of what is intended. His other concern is the term of the agreement. It is a 10 year millage and the county has changed it from a one year to a three year contract with a one year funding budget. Insurance is also a concern that NOTA is light on and will need to increase per the risk management of the county. Lynn Gromaski is in the process of working with their insurance company on getting pricing of the insurance to see if the contract will need to be increased to cover the insurance increase.

Robert Davis said that his concerns have been addressed in the amended resolution. He is comfortable with the wording even though the county will not budge on indemnification of NOTA. But the county isn’t doing anything more than passing money to NOTA so there really isn’t anything to indemnify. He is happy with the wording which address the NOTA board’s concerns that NOTA and its assets will remain NOTA’s.

William DeBiasi said the county has given NOTA more than what was originally promised of $2,000,000 with a budget of $2,847,605 because the county is looking for expansion of services and this amount does not include purchase of vehicles. The county is hoping to leverage the millage dollars to get grant dollars if possible. The county was trying to get a one year agreement because this is a new program but we agreed to a 3 year agreement. The key is Exhibit A and B which is the scope and budget and to assess the budget in intervals. Oakland County doesn’t have the authority to take over even if the county wanted to which it doesn’t. Oakland County doesn’t want to own or manage NOTA.

Chris Barnett said he likes what he is hearing. We have built NOTA over many years into something special which runs well. The timing on this has been crazy he feels and we are moving so fast to push this agreement through. We have a budget of $2.8 the first year but he is concerned with years 2 and 3. There is a lack of trust based on previous communication and experience.

William DeBiasi said he understands the board has a lack of trust but that the rush is due to the millage that has been passed. There is an urgency because the tax has been paid by your taxpayers and collected. The scope of service will change and so will the budget amount but the contract says we are committed for the 3 years.

Bret Rasegan went over the general list of intended services. Dan Kelly was concerned that there is a one year budget in a three year contract. He is concerned with a lack of commitment in years 2-9. He appreciates the good faith efforts but he is concerned about the future allocation of resources.

Chris Barnett said he heard the majority of the resources will be in southern Oakland County.

William DeBiasi said we are hoping to improve transportation services with the use of grant funds. We are in the initial stages. We are collecting the revenue so we need to get an approved contract to be able to pass the money to NOTA but this is just the beginning.

There are two board of commissioner meetings tomorrow to pass the agreement (Economic Development and Finance Committees). After that the Board of Commissioners will meet on February 16 to pass the contract.

Mike McDonald said there is no termination clause but there is a dispute resolution that we can use with the county if there are any issues. Both OPC and WOTA have passed the agreement. OPC is subject to approval by all of their communities.

Bruce Pearson said he feels rushed and doesn’t like how this has been handled. He will follow his attorney’s advice who approves it though.

John Staran said we should tie bar any approval of the NOTA board on the county’s adoption of the resolution as well as the communities approval.

Motion by Jack Curtis, seconded by Carl Cyrowski, to approve and recommend to NOTA contracting communities the agreement with Oakland County for transportation subject to NOTA Bylaws and Intergovernmental Agreement and that all community member boards and councils approve the agreement and the passage of the resolution as presented and agreement by the Oakland County Board of Commission regarding NOTA.

Motion by Jack Curtis, seconded by Carl Cyrowski, to approve original motion as amended below:

Motion by Jack Curtis, seconded by Carl Cyrowski, to approve and recommend to NOTA contracting communities the agreement with Oakland County for transportation subject to NOTA Bylaws and Intergovernmental Agreement and that all community member boards and councils approve the agreement and the passage of the resolution as presented and agreement by the Oakland County Board of Commission regarding NOTA

and authorize the Executive Director of NOTA, Lynn Gromaski, to enter into the agreement subject to the NOTA community approvals. By voice vote motion passed unanimously.

**Pass Resolution to Approve the addition of Michigan Cooperative Liquid Assets Securities System (MI Class) as an approved investment option**.

Lynn Gromaski presented an investment option of Michigan Class which is a liquid municipal investment pool earning currently 4.6%. She said all of the NOTA communities are using this investment pool. Conditional motion by Ed Brakefield, seconded by Chris Barnett, subject to the conditions of the NOTA Bylaws and Intergovernmental Agreement that we approve MI Class as an approved investment option for NOTA. By Roll Call vote, motion passed unanimously.

**Amend the NOTA Investment Policy to include item “J” as required in the state statute**

Per MI Class who reviewed NOTA’s investment policy we were missing verbiage from Public Act 20 “ Obligations described in subdivisions (a) through (g) if purchased through an interlocal agreement under the urban cooperation act of 1967, 1967 (Ex Sess) PA 7, MCL 124.501 to 124.512”.

Motion by Chris Barnett, seconded by Ed Brakefield, to approve to amend the NOTA investment policy to add item “J”. By voice vote the motion passed unanimously.

**Public Comments** - none

**Board Member Comments**

Chris Barnett said he isn’t trying to hold this up and he understands that the millage has passed but he has trust issues with the county and isn’t happy with the process of this contract. He is hopeful he is wrong and that it will go smoothly but he needs to voice his concern.

Mike McDonald said there have been other issues with the county regarding landfills trying to be placed out here, etc. and we have taken the brunt of anything the county wanted that didn’t bother them.

Jack Curtis said he has had issues with the billing being very late at the county. He is skeptical with the county. How do we know that they will give us an extra $800,000 this year what is to say that they will give us $800,000 less next year?

**Adjournment**

Moved by Chris Barnett, seconded by Ed Brakefield, to adjourn the meeting at 6:25 p.m. By voice the motion passed unanimously.

*The next regular meeting is scheduled for Thursday, February 16 at 4:30 p.m. at NOTA Office, 675 Glaspie St. Oxford, MI 48371.*

*Minutes initially drafted by Lynn Gromaski*