

September Board of Directors Minutes

IndyGo
9/25/2024 11:00 AM EDT
@ 9503 E 33rd St- IndyGo HQ

ACTION ITEM A – 1





Attendance

Present:

Members: Mary Ann Fagan, Adairius Gardner, Greg Hahn, Richard Wilson, Jr., Taylor Schaffer

Staff: Bart Brown, Charlie Carlino, Matt Duffy, Robert Frye, Morgan Johnson, Jennifer Pyrz

1. Call to Order and Roll Call (Presenters – Gregory Hahn, Robert Frye)

-  [board cover 2024 Sep25.docx](#)
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-  [September Agenda.docx](#)
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Chairman Gregory Hahn called the meeting to order at 11:00am. Chief Legal Officer Robert Frye called the roll. 4 members present and there was a quorum. Director Schaffer arrived at 11:13am.

2. Awards and Commendation (Presenter – Jennifer Pyrz)

-  [A1 Awards & Commendation August.docx](#)
-  [A1 Safe Drivers Aug 2024.docx](#)






President and CEO Jennifer Pyrz gave an update on the Awards and Commendations for August 2024.




3. Committee Chairperson Reports (Presenters – Richard Wilson, Adairius Gardner)

1. Finance Committee
 -  [A Finance Committee Chair Report September.docx](#)
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2. Service Committee
 -  [A Service Committee Chair Report September.docx](#)
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The reports were received and entered into the record.

4. Consent Agenda (Presenter – Gregory Hahn)

1. A-1: Consideration and approval of minutes from Board meeting held on August 21, 2024
 -  [A-1 August Board of Directors Minutes.docx](#)
 -  [page intentionally left blank.pdf](#)
2. A-4: Consideration and approval of Extending and Adding Monies to the Section 5307 Consultant (Presenter – Ryan Wilhite)
 -  [A-4 September2024 v2.docx](#)
3. A-5: Consideration and approval of Contractor for 1501 Historic Masonry Repairs (Presenter – Sarah Stentz)
 -  [A-5 1501 Historic Masonry Repairs.docx](#)
4. A-6: Consideration and approval of Swiftly renewal (Presenter – Annette Darrow)
 -  [A-6 Board Action Item - Swiftly Annual Renewal 2025.docx](#)

5. A-7: Consideration and approval of the purchase of 40 new Genfare fareboxes (Presenter – Jon Mann)
 [A-7 Genfare Action Item September 2024.docx](#)
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6. A-8: Consideration and approval of Insurance Broker Services (RFP) 24-06-514 (Presenter – Brian Clem)
 [A-8 RFP 24-06-514 Insurance Broker Services 2024 Board Action Item.docx](#)

Motion:

Remove A-8 and Table Action


Motion moved by Richard Wilson, Jr. and motion seconded by Mary Ann Fagan. Adairius Gardner - AYE; Mary Ann Fagan - AYE; Gregory Hahn – AYE; Richard Wilson, Jr. - AYE; Motion passed 4-0

Motion:

Approval of Consent Agenda

Motion moved by Richard Wilson, Jr. and motion seconded by Mary Ann Fagan. Adairius Gardner - AYE; Mary Ann Fagan - AYE; Gregory Hahn – AYE; Richard Wilson, Jr. - AYE; Motion passed 4-0

5. Regular Agenda (Presenter – Gregory Hahn)

1. A-2: Consideration and approval of a contribution increase to Citizens Energy Group’s (Citizens) utility relocations on the Purple Line Bus Rapid Transit Project (Presenter – Matt Duffy)
 [A-2 Payment to Citizens for Purple Line.docx](#)

At the time the Agreement was signed, the cost of Citizens’ relocation work was estimated at \$3,800,000 with contingency. The Agreement stipulates that Citizens’ pay the first \$2,400,000 of costs incurred and that IPTC pay the next \$1,400,000. If costs exceeded the combined total of these two costs, Citizens and IPTC agreed to meet to determine a fair and reasonable allocation of costs for the additional work. IPTC has not yet paid any of these additional costs.

Amendment No. 1 was approved by the Board at its May 27, 2021 meeting and modified the section of the Agreement related to utility relocation costs. Per the amendment, an option was added whereby IPTC could pay its share of relocation costs first, with Citizens reimbursing IPTC in the event that final costs are less than the \$3,800,000 estimate. The amendment also provided an option for IPTC to pay up to \$2,000,000 of the initial relocation work costs (\$600,000 more than IPTC’s anticipated share), with all costs over \$1,400,000 reimbursed. These options were not exercised and Amendment No. 1 was removed from the Agreement in its entirety by Amendment No. 2.

Amendment No. 2 was approved by the Board at its December 9, 2021 meeting and modified IPTC’s cost share for the relocation work. The estimated cost of the relocation work had increased to \$8,051,012. IPTC agreed to maintain its 63/37 cost split for the work and increased our cost share from \$1,400,000 to \$2,406,640 with the caveat that our contribution would cover construction labor and material costs only. The Board of Directors approved of IPTC contributing up to \$3,000,000 for the reimbursement of utility relocation costs.

IPTC is requesting that the Board approve an increase of \$1,000,000 in contribution to cover the additional relocation costs. This would increase IPTC’s overall contribution for utility relocation costs on the Purple Line BRT project to a maximum of \$4,000,000. Citizens has requested a 50/50 split of the overage. IPTC is in the final stages of reviewing the relocation expenses to determine appropriateness and is assessing whether construction changes at Citizens’ request or due to relocation delays may be deducted from this maximum amount.

Motion:

Approval of a contribution increase to Citizens Energy Group's (Citizens) utility relocations on the Purple Line Bus Rapid Transit Project

Motion moved by Richard Wilson, Jr. and motion seconded by Adairius Gardner. Adairius Gardner - AYE; Mary Ann Fagan - AYE; Gregory Hahn – AYE; Richard Wilson, Jr. - AYE; Motion passed 4-0

2. A-3: Consideration and approval of Procurement of Legal Services; RFP 24-07-505 (Presenter – Robert Frye)

 [A-3 Legal Services Procurement for 09.25.24.docx](#)

IPTC's Legal Department handles the day-to-day legal concerns of IPTC, providing legal advice to the Board of Directors, corporate leadership and staff on matters ranging from federal compliance, procurement and contracts, capital projects, labor and employment issues, and laws applicable to political subdivisions, including public records and open-door laws. However, in-house legal staff have neither the capacity nor expertise to handle all IPTC's legal needs and so the corporation contracts with outside legal counsel for the provision of legal services.

The FTA requires that IPTC secure such legal representation through an open and competitive procurement process at least every five years if any federal funding is used to pay for legal services. Moreover, it is more efficient and cost effective to have law firms under contract so that outside counsel may be consulted when needed. When a case or matter arises, IPTC's Chief Legal Officer, sometimes in consultation with the Chief Executive Officer and/or Board leadership, will refer the case or matter to the appropriate practitioner with a law firm under contract without having to negotiate fees and other terms of the engagement each time legal services are required. Services provided by outside legal counsel are managed and overseen by the Chief Legal Officer.




A procurement process for legal services was last done in 2019, contracts were awarded to 13 law firms, and those existing contracts each expire at the end of September. Accordingly, on July 11, 2024, IPTC released a request for proposals for legal services providers for the next three to five years. The RFP solicited proposals for legal representation in seven broad areas of legal practice, including: General Corporate & Advice; Personal Injury & Workers Compensation Defense; Labor & Employment; Construction Contracts & Claims; Real Estate; Information Technology/Intellectual Property; and Miscellaneous. Proposals were due to IPTC on August 6, 2024, and 12 proposals were received. Of the 12 proposals received, IPTC is recommending that contracts be awarded to 10 law firms, as listed above.

Motion:

Approval of Procurement of Legal Services; RFP 24-07-505


Motion moved by Richard Wilson, Jr. and motion seconded by Adairius Gardner. Adairius Gardner - AYE; Mary Ann Fagan - AYE; Taylor Schaffer – AYE; Richard Wilson, Jr. - AYE; Gregory Hahn - Abstained; Motion passed 4-0

6. Information Items (Presenter- Gregory Hahn)


1. I-1: Finance Report (Presenter- Bart Brown)
 [I-1 August 2024 Financials Summary.docx](#)
 [I-1 Budget to Actuals \(Comparative Statement\) - IndyGo 8.31.2024\).pdf](#)
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The Board heard a Finance Report update from Chief Financial Officer Bart Brown.

2. I-2: Department Reports
 [I-2a Risk and Safety Board Report Sept 2024.docx](#)

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 [I-2b PLANNING AND CAPITAL PROJECTS REPORT for 2024-09.docx](#)

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 [I-2c August Board Report.pdf](#)

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 [I-2d August 2024 -OPERATIONS DIV BOARD REPORT -09.25.2024.docx](#)

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 [I-2f Supplier Diversity Division Report September 2024.docx](#)

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The Board received Department Reports for Risk & Safety, Capital Projects, Public Affairs, Operations, and Supplier Diversity.

7. Adjourn (Presenter – Gregory Hahn)

On order of Chairman Gregory Hahn and there being no objection, the meeting was adjourned at 11:28am.

Robert Frye
Chief Legal Officer