



- I. **Call to Order:** The NWIRDA Board of Director’s meeting was called to order at 10:00 a.m. CST on Thursday, April 8, 2021, via Zoom with Chairman Donald P. Fesko presiding.
- II. **Roll Call:** Present: Chairman Donald P. Fesko, Randy Palmateer, Christopher Campbell, Milton Reed, Africa Tarver, Patrick Lyp and Tony Walker. Seven members were present constituting a quorum.
- III. **General Public Comment:** *None*
- IV. **Consent Agenda:** R. Palmateer motioned to approve the consent agenda with a second by C. Campbell.

- 1. **Minutes:** Board Meeting of January 14th, 2021 *Approved*
- 2. **Minutes:** Special Board Meeting of February 26th, 2021 *Approved*
- 3. **Reports:** MWBE Quarterly Expenditure Compliance (4th QRT, 2020) *Approved*
- 4. **Reports:** Buy Indiana Quarterly Report (4th QRT, 2020) *Approved*
- 5. **Reports:** Zip Code Quarterly Report (4th QRT, 2020) *Approved*
- 6. **Reports:** Contractor Utilization Report (4th QRT, 2020) *Approved*

The motion was carried on a roll call vote with seven members in favor and none opposed

	YES	NO
Donald P. Fesko	X	
Christopher Campbell	X	
Randy Palmateer	X	
Milton Reed	X	
Patrick Lyp	X	
Africa Tarver	X	
Tony Walker	X	

- V. **Actions on Recommendations from Fiscal Task Force**
 - i. **MOU:** RDA and NICTD FTA TOD Planning Grant: S. Ziller presented that at the December 2019 RDA Board meeting, the Board authorized the RDA to partner with NICTD to apply for the Federal Transit Administration’s next round of Transit Oriented Development (TOD) planning dollars. The RDA and NICTD were successful in 2016 in obtaining Federal dollars to plan for TOD for our Westlake Communities and now in 2021, we are also successful recipients of TOD planning dollars on a much larger scale. In 2019 the RDA Board allocated up to \$300,000 for a cash match towards the project leveraging an



additional \$1.2M for a total of \$1.5M in planning TOD for all communities on the South Shore Line. As of today, the final cash match (20% local share) is \$270,000 RDA and \$30,000 NICTD. S. Ziller advised that Dave Hollenbeck has completed the legal review of the proposed MOU which serves the purpose of implementing a TOD planning grant from the FTA. The purpose and intent is to memorialize the establishment of the “working” relationship between NICTD and the RDA for the managing of all professional service contracts funded under the TOD planning grant received from the FTA. It states who pays the contractor, the invoice review process, oversight of the contractors, who issues payment, who handles federal reporting and it talks about how both agencies will manage project in compliance with all applicable federal management circulars. Legal review concluded the MOU accomplishes that task and was deemed it to be legally sufficient and appropriate to accomplish the purpose.

S. Ziller asked the Board for a twofold recommendation. First recommendation being asked is the approval for signing authority for the Interim CEO to enter into the proposed MOU between the RDA and NICTD, as presented. Second recommendation is to appoint Sherri Ziller, Interim CEO/COO and David Reynolds to the project management group as mentioned in the MOU.

T. Walker inquired whether or not Policy Analytics is currently a Professional Services provider.

S.Ziller stated that Policy Analytics [Pallc] is currently the RDA’s financial advisor.

T. Walker voiced his concerns and did not feel comfortable for PAllc to be on the oversight committee if they are a professional services provider and asked for clarification on the scope of work and how the RDA sees this performance management group operating.

S. Ziller gave an overview on the scope and stated that the RDA will work with NICTD and with a TOD contractor to further develop TDD at all of the station areas and it complements the work that the RDA has already conducting with the TDD’s and the TOD work.

T. Walker asked if PAllc will then no longer provide any professional services for the TOD’s.

S. Ziller responded and said they [PAllc] will because with this particular project, David Reynolds has been working closely with the RDA on the TDD/TOD process with NICTD and both David and Sherri have been the Representative’s at the RDA managing the project.

T. Walker added that he thinks this is a conflict for Pallc to be a professional service provider regarding TOD’s and also having a member on the project management group and deferred to legal counsel for an opinion.



D. Hollenbeck advised that Policy Analytics is going to have to be at the table with the implementation of the MOU because they provide us with the financial consulting advice that is instrumental in making the decisions that the MOU requires this project management group to make. D. Hollenbeck added that he doesn't see any direct conflict of interest and feels comfortable with PAllc working with the RDA on the implementation strategies for the MOU.

T. Walker reiterated his previous concern stating that since they are at the table and also working as a professional services provider so what would be the additional benefit to having them also having an appointed position on the project management team.

D. Hollenbeck advised that PAllc will have a more integral part in the process itself and working with Sherri to implement the strategies that would fulfill the MOU obligation that the RDA is taking on for the grant process.

T. Walker addressed that we need clear transparency and suggested having an RDA Board member on the project management group.

C. Campbell asked if this would be considered a normal function of management and is there a reason we would want governance involved.

D. Fesko agreed that this would be considered an operational issue within the organization.

T. Walker suggested putting Milton Reed on the project management team.

C. Campbell asked if Milton's involved how does Milton hold them accountable from a governance perspective and it appears that in doing this it will essentially blur the lines between management and governance.

S. Ziller offered the option of limiting the position to the Interim CEO/COO.

R. Palmateer asked if Policy Analytics will be reviewing the MOU function on their normal day-to-day functions and what they are already contracted to do or is it separate.

B. Sheldrake addressed R. Palmateer's concern and stating that it yes, and they are happy to assist in various places and when needed and as directed by S. Ziller and under their contract.



S. Ziller agreed and also offered the assistance of RDA staff and added the RDA has the capacity from within to carry out the tasks of the MOU.

R. Palmateer motioned to approve the MOU with a second by C. Campbell. The motion was carried on a roll call vote with seven members in favor and none opposed.

	YES	NO
Donald P. Fesko	X	
Christopher Campbell	X	
Randy Palmateer	X	
Milton Reed	X	
Patrick Lyp	X	
Africa Tarver	X	
Tony Walker	X	

T. Walker motioned to approve Sherri Ziller as the appointee to the project management team for NICTD with a second by C. Campbell. The motion was carried on a roll call vote with seven members in favor and none opposed.

	YES	NO
Donald P. Fesko	X	
Christopher Campbell	X	
Randy Palmateer	X	
Milton Reed	X	
Patrick Lyp	X	
Africa Tarver	X	
Tony Walker	X	

- ii. **Compensation:** Interim CEO: D. Fesko advised the Board that looking at the State agency head salary range and having internal discussions, there is a recommendation from the Fiscal Task Force to adjust S. Ziller's salary to \$165,000 while she serves in the Interim CEO role and this adjustment will be retroactive back to February 2021 from when S. Ziller assumed the role.

T. Walker motioned to approve the salary adjustment from the retroactive date with a second by R. Palmateer. The motion was carried on a roll call vote with seven members in favor and none opposed.



	YES	NO
Donald P. Fesko	X	
Christopher Campbell	X	
Randy Palmateer	X	
Milton Reed	X	
Patrick Lyp	X	
Africa Tarver	X	
Tony Walker	X	

VI. Project Status Review

a. Surface Transportation and Development:

Update: S. Ziller reported that both rail projects have achieved Full Funding Grant Agreement status and are continuing to progress towards construction.

West Lake Rail project:

- Design-Builder is continuing with final design and delivered several design packages for NICTD review in Q1
- Right of way acquisition continues and demolition of residential parcels is expected to be complete in April 2021
- Commercial relocations are ongoing with negotiations outstanding on 3 of the 9 parcels. NICTD is issuing notices to vacate where necessary to advance the project



Double Track project:

- Construction work has been divided into 5 construction packages. NICTD has completed 1 procurement, 3 procurements (including the main rail contract) are anticipated to be complete in May and the final contract will be procured in the fall.
- Right of way acquisition continues on schedule.
- The American Rescue Plan Act of March 2021 included additional federal support for approved FTA projects, including West Lake and Double Track

S. Ziller also reported that both projects are anticipated to receive additional funds estimated at \$44M for West Lake and \$24.6M for Double Track and that the FTA is preparing guidance on how the funds will be made available to



projects, no guidance has been provided to date. NICTD is coordinating closely with the FTA. In addition, the RDA is working with IFA to assess the impact on the projects' financial plans and the funding partners

b. Transit Development Districts:

- i. **Update:** S. Ziller reported that the Transit Development Districts for Munster, Dyer, East Chicago and Portage/Ogden Dunes have been finalized and are being prepared for presentation to the board and the state budget committee later this summer. The Gary Miller TDD is in the process of finalization and the RDA plans to hold the public engagement session for the Hammond Gateway TDD very soon. The remaining station areas are in various stages of the process and we expect work on these will accelerate as we complete the earlier TDDs. Additionally, the RDA also continues to work on plans for a developer open house event to present the benefits of the TDDs to both local and national developers.

c. RDA Operations:

- i. **Update:** S. Ziller gave an update the Board on the following:
 - **Annual Financial and Internal Control Audit** – S. Ziller reported that the RDA is currently undergoing its annual financial and internal control audit. Fieldwork began last week and will continue for another week or so and we will present the final audit report to you at an upcoming board meeting.
 - **RFP for Compliance Consultant** – S. Ziller reported that the RDA issued an RFP for a Compliance Consultant on March 29. All proposals are due back to the RDA on April 26. Questions from potential proposers are due tomorrow (4/9). The RDA will answer the questions and post that spreadsheet on our website and we hope to award the contract early this summer and have the selected firm begin work by July.
 - **Annual Report** – S. Ziller reported that the RDA has completed their annual report for 2020 and thanked the Board for help updating your bios and to Dave Wellman, who worked on and completed the report.

VII. Unfinished Business:



VIII. New Business:

i. **Update:** *None*

IX. 2021 Board Planning Calendar: The quarterly Board meeting structure is reflected in the planning calendar.

X. General Public Comment: *None*

XI. Adjournment: Without further business the meeting was adjourned.

Respectfully submitted by Amy L. Jakubin