

RESOLUTION R-2009-078

Authorizing Consent to an Amended Agreement between the City of Columbia and the Central Midlands Regional Transit Authority for restructuring of the Authority

WHEREAS, the City Council of the City of Columbia (the "City") approved the Agreement (the "Agreement") creating a Regional Transit Authority of the Geographic Area of Lexington County and Richland County and the municipalities located therein to be know as the Central Midlands Regional Transit Authority (the "Authority"); and,

WHEREAS, the Agreement specified that funds for the use by the Authority for operations would be provided by revenues from the Authority's transportation system, government grants, franchising contacts, contributions from SCANA Corporation and its subsidiary South Carolina Electric & Gas Company, and as may be appropriated by the governing bodies of the members of the Authority; and,

WHEREAS, when the Agreement was approved, the expectation was that a permanent source of revenue for the operation of the Authority would be identified by 2008, but no permanent source of revenue has been identified; and,

WHEREAS, in order to continue its operation, the Authority has entered into one or more contracts for services and the terms of those contracts for services require a restructuring of the Authority and amendments to the Agreement (the "Amended Agreement"); and,

WHEREAS, the Amended Agreement provides that any municipality located within Richland County wherein at least seventy-five (75%) per cent of the vehicles registered within the municipality are subject to the County's road maintenance fee may be members of the Authority and appoint at least one member to its Board of Directors; and,

WHEREAS, the City will not be required to provide funds to the Authority; and,

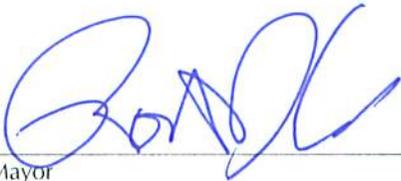
WHEREAS, the City believe sit is in the best interests of both the City and the Authority to consent to the Amended Agreement as of September 30, 2009 (the "Effective Date"); NOW, THEREFORE,

BE IT RESOLVED by the Mayor and City Council this 21st day of October, 2009, as follows:

1. As of the Effective Date, the City consent to the Amended Agreement.
2. As of the Effective Date, the City appoints the Mayor to serve as a voting member of the Board of the Authority.

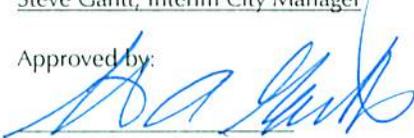
Requested by:

Steve Gantt, Interim City Manager



Mayor

Approved by:



Interim City Manager

Approved as to form:



City Attorney

ATTEST:



City Clerk

Introduced: 10/21/2009
Final Reading: 10/21/2009

ORIGINAL
STAMPED IN RED



Matter No.: 09091436
Attorney: REG/SLA
Date In: 9-22-09
File No.: R-2009-078
Date Out:

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SEP 18 2009

CITY OF COLUMBIA
MAYOR'S OFFICE

September 15, 2009

The Honorable Mayor Robert Coble
City of Columbia

Post Office Box 147
Columbia, SC 29217



To: Ken Gains

Dear Mayor Coble :

As you know, the Central Midlands Regional Transit Authority (the "CMRTA") has entered into an Intergovernmental Agreement (the "IGA") with Richland County and the City of Columbia to provide funding for its services through June 30, 2011. As required by the IGA, the Board of Directors of the CMRTA has agreed to a restructuring which allows any municipality in Richland County wherein at least 75% of the vehicles registered are subject to the County's road maintenance fee to be full voting members of the Authority. Any jurisdiction outside of Richland County is required to make a financial contribution in order to be a member of the Authority. In order to complete this restructuring, the Agreement which originally created the Authority must be amended and approved by political jurisdictions representing 90% of the service area of the Authority.

The purpose of this letter is to ask The City of Columbia to adopt a resolution in the form enclosed herein indicating its consent to the amendment to the CMRTA creating agreement. As a member of the Authority, your municipality is authorized to appoint one voting member to the Board of Directors. The enclosed resolution is also a form providing for such an appointment.

When originally created, the concept for the CMRTA was that of a truly regional transportation authority. We appreciate the efforts of Richland County and the City of Columbia to provide interim funding for the operations of the Authority. We are hopeful that once a permanent funding source is identified, we will be back on track for an effective well-funded regional transit authority.

If you have any questions, please let me know.

Sincerely,

Pat G. Smith
Chairman, CMRTA Board of Directors

**AMENDED BYLAWS OF
CENTRAL MIDLANDS REGIONAL TRANSIT AUTHORITY**

**ARTICLE 1
PREAMBLE**

Section 1.1 Statutory Authority. The Central Midlands Regional Transit Authority (the "Authority") was re-established pursuant to Sections 58-25-10 to 58-25-100, Code of Laws of South Carolina, 1976 (the Enabling Act), as implemented by resolutions adopted by each of Richland County Council, City Councils of the City of Columbia and the City of Forest Acres, Town Councils of the Town of Arcadia Lakes, the Town of Blythewood, and the Town of Eastover (the "Members"). The Resolutions authorize each of Richland County, City of Columbia, City of Forest Acres, Town of Arcadia Lakes, Town of Blythewood, Town of Eastover, to execute the Amended Agreement Re-Creating a Regional Transit Authority of the Geographic Area of Richland County and The Municipalities Located Therein to Be Known as the Central Midlands Regional Transit Authority, a copy of which is attached to each resolution (the "Amended Agreement"). References to the provisions of the Resolutions herein incorporate as well the terms and conditions of the Amended Agreement. These Amended Bylaws, which set forth the terms and conditions under which the Authority shall operate, may be amended from time to time, consistent with the provisions of the Enabling Act, as amended, and the Resolutions, as amended.

Section 1.2. Name of Authority. The name of this Organization shall be the Central Midlands Regional Transit Authority.

Section 1.3. Purpose of Authority. The purpose of this Organization shall be to promote transportation opportunities for all citizens within the service area which shall initially consist of Richland County and limited service into Lexington County. This shall be done by providing transportation services and encouraging the cooperation and coordination of existing transportation providers. The Authority shall utilize revenues from the Authority's transportation system, government grants, contracts for services, intergovernmental agreements, franchising contracts, contributions from SCANA Corporation and its subsidiary South Carolina Electric and Gas and any other source, and such funds as may be appropriated by the governing bodies of the Members of the Authority, in accordance with Article IV, Section 2 of the Amended Agreement.

Section 1.4. Power of Authority. The Authority shall have such powers as are set forth in the Enabling Act, the Amended Agreement and the Resolutions including any amendments thereto. In addition, for elections, amendments hereto, and the employment or dismissal of the Executive Director, an affirmative vote of a simple majority of the total voting membership of the Board shall be required.

**ARTICLE 2
MEMBERSHIP**

Section 2.1. Membership. *Voting members* - Requirements as to the membership of the Authority, including the appointment of Board members, confirmation of Board members, restrictions on eligibility for appointment, terms of office, vacancies in office and removal from office shall be as set forth in the provisions of the Enabling Act, the Amended Agreement and the Resolutions, including any amendments thereto. Attachment A illustrates the current membership distribution for the CMRTA, and may be amended from time to time

Non-voting members – Each of Lexington County, Batesburg-Leesville, Cayce, Chapin, Town of Lexington, Pine Ridge, South Congaree, Springdale and West Columbia may appoint one representative

CENTRAL MIDLANDS REGIONAL TRANSIT AUTHORITY

AMENDED BYLAWS

APPROVED AUGUST 31, 2009
(To be effective October 1, 2009)

Section 4.2. Meeting Location. Meetings of the Board shall be held at the public place or places as the Board may designate.

Section 4.3. Notice of Meeting. Board members shall be notified of the time and place of meetings at least seven (7) days in advance of regular meetings. A majority of voting members of the Board present at any meeting may approve shorter notice thereof. Special Meetings may be called by the Chairman on his own initiative or must be called by him upon the written request of forty percent (40%) or more of the voting members of the Board. Such meetings shall be held at the main office of the Authority. Notice of a meeting of the Board shall be provided to the media and public in accordance with the provisions of the South Carolina Freedom of Information Act.

Section 4.4. Agenda. The Chairman shall be responsible for preparing or causing to be prepared an agenda for each regular and special meeting. The Chairman must include on the agenda any item at the written request of twenty percent (20%) or more of the voting members of the Board. The agenda may be modified with the approval of the Chairman prior to 24 hours before each meeting. At each meeting, the agenda may be amended by a majority vote of voting members of the Board present at the meeting; provided, however, that items of new business may be added to the agenda only with unanimous consent of the voting members of the Board present at the meeting.

Section 4.5. Quorum. A quorum of the Board shall consist of a majority of the voting members.

Section 4.6. Voting. A quorum of the Board must be present in person or by electronic or telephonic means to execute formal action. Each voting member of the Board shall have one vote. Matters upon which the Board is required to vote shall be decided upon the basis of a simple majority vote of the voting members present and voting. No voting member of the Board shall be allowed a proxy vote.

Section 4.7. Electronic or Teleconference Meeting. Any voting member of the Board may attend any Board meeting, participate and vote by any electronic means or telephonic equipment that will allow all participants to hear all that is said or communicated by means of the electronic or telephonic equipment. No such participation will be allowed during executive session.

Section 4.8. Procedure. Parliamentary procedure in Board meetings shall be governed by Robert's Rules of Order to the extent that such rules are not in conflict with these bylaws.

Section 4.9. Minutes. Written, summary minutes of all public meetings of the Board shall be kept and provided to the members. Minutes of all public meetings shall also be provided to the media and public in accordance with the provisions of the South Carolina Freedom of Information Act.

ARTICLE 5 COMMITTEES

Section 5.1. Committees. The Board may create such standing or special committees as it deems appropriate and shall fix and define the powers of such committees; provided, however, such committees shall be in compliance with the Enabling Act, the Amended Agreement and the Resolutions. The Chairman of the Board may appoint such members of the Board as he deems advisable to the membership on any committee or task force of the Board, and he shall designate the Chairman of such committee; provided that the majority of the membership of any committee or task force must be voting members of the Board. The Chairman of the Board may appoint as Chairman of any task force of the Board persons who are not Members of the Authority. The Chairman of the Board, together with the

to the Board. Said Board member shall serve in an advisory capacity and shall not be entitled to vote on matters before the Board or committees.

Voting Board members not attending three (3) consecutive meetings without an excuse and more than one half of the regular and special meetings of the Authority during the fiscal year without an excuse shall be deemed to have relinquished membership and shall be subject to replacement by the Member making the original appointment. The absence of any voting Board member for unavoidable reasons including work conflicts, illness or scheduled vacation shall be deemed excused. The voting Board member requesting an excuse shall be responsible for providing a written explanation of the absence to the Secretary/Treasurer. The Chairman, in his discretion, may excuse other absences based on extenuating circumstances.

ARTICLE 3 OFFICERS

Section 3.1. In General. The officers of the Board shall be a Chairman, Vice-Chairman and Secretary-Treasurer, each of whom must be voting members of the Board. The Chairman and Vice-Chairman must be representatives of either Richland County or the City of Columbia. When the Chairman is a representative of Richland County, the Vice-Chairman must be a representative of the City of Columbia. When the Chairman is a representative of the City of Columbia, the Vice-Chairman must be a representative of Richland County. The Secretary-Treasurer may be a representative of any Member of the Authority. The Chairman and Vice-Chairman shall each serve two-year terms and may not serve consecutive terms. After being absent from the office for a two-year term, a Board member shall be eligible for re-nomination to the offices of Chairman and Vice-Chairman. Every two years, the Member appointing the Chairman and Vice-Chairman shall alternate between Richland County and the City of Columbia. The Secretary Treasurer shall be eligible for re-nomination and may serve consecutive terms. Officers shall be elected employing the voting procedures set forth in Section 4.6 herein.

Section 3.2. Chairman. The Chairman shall preside at all meetings of the Board, shall direct the work of the staff and oversee the execution of the business and the Chair or designee, shall be the sole spokesperson for the Authority. The Chairman shall have the authority to execute contracts and agreements approved by the Board and to oversee the expenditures of the Board funds in accordance with the established budget of the Board. The Chairman shall be an ex-officio voting member of all standing or special committees of the Board.

Section 3.3. Vice-Chairman. The Vice-Chairman shall assume the authority and perform the duties of the Chairman in the absence or incapacity of the Chairman.

Section 3.4. Secretary-Treasurer. The Secretary-Treasurer shall supervise the maintenance of the minutes of the proceedings of the Board and the papers and records of the Board. The Secretary-Treasurer shall supervise the proper disposition of the funds and securities of the Board and the preparation of such records and reports as the Board may deem appropriate.

ARTICLE 4 MEETING, VOTING, RULES

Section 4.1. Meeting Schedule. The Board shall meet as often as may be required to carry out the responsibilities and purposes set forth in the Enabling Act, the Amended Agreement, the Resolutions and these Bylaws. The Chairman may, on his own initiative, cancel or postpone any regular meeting with seventy-two (72) hours notice to Board Members, excepting emergencies.

or its designated fiscal agent may select. For the purpose of such deposits, the Chairman or any employee of the Board or the fiscal agent to whom such duty may be delegated, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Authority.

Section 6.6. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed by the officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Authority.

Section 6.7. Reimbursement. A voting Board member of the Authority shall receive, as the Board determines, reimbursement for reasonable travel expenses and other out-of-pocket expenses incurred in the discharge of the member's duties. The Board shall develop or cause the development of appropriate policies and procedures governing reimbursement.

ARTICLE 7 PERSONNEL

Section 7.1. Personnel. The Board may employ or contract with such agents and employees as it may require. The Board shall develop or cause the development of appropriate policies and procedures for the employment of personnel. The Executive Director and any other fiscal personnel shall be bonded for such amounts as may be determined from time to time by the Board.

Section 7.2. Executive Director. The Board may employ an Executive Director who will be responsible for the administration of the Authority under an approved annual budget by the Board. Any obligations outside the budget shall be made only upon Board approval. The Executive Director shall continue to hold such position at the discretion of the Board. The Executive Committee shall conduct an annual review of the performance of the Executive Director. The employment or dismissal of the Executive Director shall require an affirmative vote of a simple majority of the total voting membership of the Board. All other staff shall be employed by and be responsible to the Executive Director.

Section 7.3. Compliance with Regulations. The Board shall competitively fill each position within the Authority in compliance with all applicable federal, state and local regulations and rules. The Board shall not discriminate on the basis of disability or by race, color, creed, gender, age, sexual preference or religion in its employment practices. Positions shall be filled based on the qualifications of the applicant and the requirements of the position.

Section 7.4. Contractors. The Board shall select and engage contractors as required and in compliance with all applicable federal, state and local regulations and rules. The Board shall not discriminate on the basis of disability or by race, color, creed, gender, religion, sexual preference or age in selecting and engaging contractors.

ARTICLE 8 LIABILITY

Section 8.1. Limitation on Liability. No member of the Board shall be liable personally for losses unless the losses are occasioned by the willful misconduct of the member.

Section 8.2. S.C. Tort Claims Act. The Board shall be a "political subdivision" as set forth at Section 15-78-30 (h) for purposes of the S.C. Tort Claims Act, Chapter 78 of Title 15.

Chairman of a task force, may appoint as members of a task force persons who are not members of the Board. No committee or task force of the Board shall have any power to exercise discretion or perform any act for the Authority except with prior approval of the Board.

Section 5.2. Executive Committee. An Executive Committee with a total of five (5) voting members will be appointed by the Chairman and approved by the full Board. The Executive Committee shall include the Chairman, Vice-Chairman, Secretary-Treasurer with the remaining Executive Committee members appointed from the Board at large. The Chairman shall automatically serve as Chairman of the Executive Committee. The powers and duties of the Executive Committee shall consist generally of governing the routine fiscal and administrative responsibilities of the Authority, and such specific tasks as may be defined in the Enabling Act, the Amended Agreement, Bylaws and Resolutions. During times between Board meetings or in the absence of quorum for any Board meeting, the Executive Committee may exercise any and all powers vested in the Board with respect to operations of the Authority in the normal course of business. Such matters would include but not be limited to authorization of and execution of necessary documents in connection with grant applications and contracts. Such matters would not include personnel decisions; amendments to Bylaws, Creating Agreement or Intergovernmental Agreement; or contractual matters involving the procurement of vehicles or selection of a contract operator.

ARTICLE 6 FINANCES

Section 6.1. Fiscal Year. The fiscal year of the Authority shall be October 1 to September 30.

Section 6.2. Annual Budget. The Board shall prepare, and the Board shall adopt by vote of its voting members an annual budget. The annual budget shall be prepared and adopted in conformity with the requirements of the Enabling Act, the Amended Agreement and the Resolutions. The annual budget may be amended to reflect annual expenditures and revenues consistent with actual receipts and any properly authorized expenditures. The annual budget shall be reviewed quarterly by the Board.

Section 6.3. Financial Policies. The Board shall undertake, or shall cause to be undertaken on behalf of the Authority, the following:

- a. establish fund receipt and disbursement procedures in accordance with prudent accounting and audit practices and requirements.
- b. maintain eligibility of the Authority to apply for and receive public monies.
- c. prepare, maintain and distribute financial reports relating to the activities, revenues and expenses of the Authority.
- d. an audit of the financial affairs of the Authority, performed annually by certified public accountants.

Section 6.4. Financial Statements. The Board shall cause to be prepared financial reports, which shall be delivered to each voting Board member in a timely manner. The financial reports shall be prepared not less frequently than quarterly.

Section 6.5. Deposits. All funds of the Authority not otherwise employed shall be deposited as received to the credit of the Authority in such banks, trust companies or other depositories as the Board

Section 8.3. Insurance. The Board shall purchase and maintain bonds / insurance on behalf of any person who is or was a member or officer of the Board as a member or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Board would have the power to indemnify such person.

ARTICLE 9 DISSOLUTION

Section 9.1. Dissolution. Dissolution of the Authority shall be accomplished in accordance with the provisions set forth in the Enabling Act, the Amended Agreement and the Resolutions and any amendments thereto and in compliance with federal regulations.

ARTICLE 10 GENERAL LAW

Section 10.1. State Ethics Act. (Conflict of Interest) The Authority and members of the Board shall comply with the provisions of the State Ethics Act, Chapter 13 of Title 8 of the 1976 S.C. Code of Laws, Ann.

Section 10.2. Freedom of Information Act. The Authority shall comply with the provisions of the S.C. Freedom of Information Act, 1976, Code, Ann., Section 30-4-10, et seq.

Section 10.3. S.C. Consolidated Procurement Code. The Authority shall comply with the provisions of the S.C. State Procurement Code, Chapter 35 of Title 11 of the 1976 S.C. Code of Laws, Ann.

Section 10.4. Other Applicable Law. The Authority shall comply with the provisions of all other statutes, law or regulations applicable to its operation.

ARTICLE 11 MISCELLANEOUS

Section 11.1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board; provided that members shall be given seven (7) days written notice, prior to formal action, of the proposed amendment, which notice must include the actual wording of the proposed amendment.

Section 11.2. Severability. Any provisions of these Bylaws, or any amendment or alteration thereof, which is determined to be unenforceable or in violation of the provisions of the Enabling Act, the Amended Agreement, the Resolutions or other applicable law shall not in any way render any of the remaining provisions invalid.

Section 11.3. References to Gender and Number Terms. In construing these Bylaws, feminine or neuter pronouns shall be substituted for those masculine in form and vice versa, and plural terms shall be substituted for singular and singular for plural in any place in which the context so requires.

Section 11.4. Headings. The Article and Section headings in the Bylaws are inserted for convenience only and are not part of the Bylaws.

APPROVED BY BOARD OF DIRECTORS ON AUGUST 31, 2009

**AMENDED AGREEMENT RE-CREATING A REGIONAL TRANSIT
AUTHORITY WITHIN THE GEOGRAPHIC AREA OF
RICHLAND COUNTY
AND THE MUNICIPALITIES THEREIN
TO BE KNOWN AS THE
CENTRAL MIDLANDS REGIONAL TRANSIT AUTHORITY**

WHEREAS, by February 2002, the counties of Richland and Lexington and the municipalities located within these counties pursuant to the Agreement Creating a Regional Transit Authority of the Geographic Areas of Richland County (the "County") and Lexington County and the Municipalities Therein to be known as the Central Midlands Regional Transit Authority (the "Original Agreement") created a regional transit authority within the meaning of Section 58-25-10 et seq., Code of Laws of South Carolina, 1976, as amended (hereinafter sometime the "Enabling Act") to be known as the Central Midlands Regional Transit Authority, hereinafter referred to as "Authority"; and

WHEREAS, the County, the City of Columbia (the "City") and the Authority have entered into an Intergovernmental Agreement Relating to the Interim Financing for the Central Midlands Regional Transit Authority (the "IGA") pursuant to which the County and the City have agreed to provide funding for the Authority through June 30, 2011; and

WHEREAS, pursuant to the IGA, the Authority has agreed to amend the Original Agreement and its Bylaws to reflect changes in the service area, changes in membership of the Authority, and changes in its Board of Director; and

WHEREAS, the governing bodies of the municipalities and counties representing 90% of the population in the original service area of the Authority have consented to this amendment; and

WHEREAS, the parties to this Amended Agreement desire to modify the service area, membership and funding sources of the Authority.

NOW, THEREFORE, the undersigned parties in consideration of the premises and the mutual promises expressed herein, hereby agree to re-create the Authority, with the powers, duties, and responsibilities hereinafter set forth.

ARTICLE I

PURPOSES AND POWERS

Section I – Purposes: The primary purposes of the Authority shall be:

- (a) To provide for public transportation of passengers for hire by means, without limitation, of motor vehicle, motor bus, rail car, or other means of conveyance, operating as a common carrier, initially, only in the territorial area lying within the jurisdiction of the governmental entities which are members of the Authority; and with the right to expand its services to cover jurisdictional areas of other governmental entities, as such entities elect to become members of the Authority, as provided herein; but initially limited to the territorial area embraced by Richland County (the "County") with limited service being provided within the territorial jurisdiction of Lexington County;

- (h) To adopt, use and alter at will a corporate seal;
- (i) To acquire, purchase, hold, lease as a lessee, and use any franchise of property, real, personal or mixed, tangible or intangible, or any interest therein, necessary or desirable for carrying out the purposes of the Authority, and sell, lease as lessor, transfer, and dispose of any property or interest therein acquired by it;
- (j) To fix, alter, change and establish rates, fees, fares, and other charges for services or facilities of the Authority. The rates, fees, and fares set forth in the agreement approved by the electorate may not be increased more frequently than annually. No single increase may exceed fifty percent;
- (k) To establish public transit routes and approve the alteration or addition of routes based primarily on a detailed analysis or proposed use and comprehensive cost analysis;
- (l) To acquire and operate, or provide for the operation of, transit systems, public or private, within the area, the acquisition of a system to be by negotiation and agreement between the Authority and the operator of the system to be acquired;
- (m) To make contracts of every name and nature and execute all instruments necessary or convenient for the carrying on of its business;
- (n) To enter into management contracts with any person or organization for the management of a public transit system owned or controlled by the Authority for a period of time, and under compensation and other terms and conditions, as may be considered advisable by the Authority;
- (o) To contract for the services of attorneys, engineers, consultants, and agents for any purpose of the Authority;
- (p) To borrow money and make and issue negotiable bonds, notes or other evidences of indebtedness;
- (q) To accept gifts, grants or loans of money or other property, enter into contracts, leases, or other transactions with, and accept grant funds from federal, state, or local governments, public or semipublic agencies or private individuals or corporations and expend the funds and carry out cooperative undertakings and contracts;
- (r) To do all acts necessary for the provision of public transit services;
- (s) To provide transit services for residents of the service area to destinations outside the service area;

- (b) To provide a public transportation system, to include without limitation, a combination of real and personal property, structures, improvements, buildings, equipment, plants, vehicle parking lots or facilities, rights-of-way, and any other appropriate facility, or any combination thereof, necessary or useful for the purposes of public transit.
- (c) To implement the plan of service, prepared pursuant to Section 58-25-30(1) of the Enabling Act.
- (d) It is specifically recognized that a majority of the governing bodies of general purpose local governments representing the majority of the population within the service area have adopted the plan of service described in (c) above. It is further specifically recognized that this agreement does not provide for imposition of a new source of revenue and therefore the question of creating the Authority need not be submitted for ratification to the qualified electors as contemplated at Section 58-25-30(3) of the Enabling Act.

In pursuit of these purposes, the activities of the Authority shall include, but not be limited to: the operation, coordination, supervision and development of public transit within the service area of the Authority.

Section 2 – Powers and Duties: The Authority is authorized to exercise those duties enumerated in Section 58-25-50 of the Enabling Act, when and as amended, including but not limited to the following:

- (a) To purchase, lease, own, or operate or provide for the operation of transit facilities;
- (b) To contract for public transit services;
- (c) To plan in concert with any appropriate local or regional planning operation for public transit services;
- (d) To work in concert with the metropolitan area Designated Recipient (local entity eligible to receive Federal Transit Administration funding (Central Midlands Council of Governments)) to secure any Federal and State funds available for mass transit use.
- (e) To exercise the power of eminent domain limited to right-of-way and contiguous facility acquisition;
- (f) To contract with other governmental agencies, private companies, and individuals;
- (g) To sue and be sued, implead and be impleaded, complain, and defend in all courts;

Senators, shall by majority vote appoint three additional Board members. Such additionally appointed Board members shall consist of at least one resident from each of the largest county members. Provided, however, if there are no resident senators for a member county, then the provisions of Section 58-25-40(1), as amended, shall apply.

Section 5 – Terms: As provided at Section 58-25-40(1), upon the effective date of this Agreement, approximately one-third of the Board members shall be appointed by lot for a term of one year, approximately one-third of the Board members shall be appointed by lot for a term of two years, and approximately one-third of the Board members shall be appointed by lot for a term of three years. Thereafter, all appointments to the Board upon the expiration of the initial terms shall be for a term of three years.

Section 6 – Vacancies: If a vacancy in the Authority’s governing body occurs by reason of death, resignation, change of residence, removal, or any other cause, it shall be filled for the duration of the unexpired term in the same manner as was the original appointment.

ARTICLE III

AUTHORITY STRUCTURE

Section 1 – Organization: As provided at Section 58-25-40(4), the Authority’s governing board shall elect one of its members as Chairman, one as Vice-Chairman and other officers as may be necessary to serve for one year in that capacity or until their respective successors are elected.

Section 2 – Quorum: As provided at Section 58-25-40(4), a majority of the members of the Authority’s governing body shall constitute a quorum.

Section 3 – Membership: A vacancy in the membership of the Board of Directors shall not impair the right of the Authority to exercise all of its rights and perform all of its duties. Upon the effective date of a Board member’s appointment, or as soon thereafter as is practicable, each Board member shall enter upon their duties. As provided at Section 58-25-40(5) of the Enabling Act, a Board member of the Authority may be removed from office by the governing body which appointed him for misconduct, malfeasance, or neglect of duty in office. Any vacancy so created shall be filled as provided in Article II, Section 6.

Section 4 - Committees: The Board of Directors of the Authority, in addition to functioning as a whole entity, shall be sub-divided into such Committees as the Board deems it appropriate to establish. Other specifications for membership, meeting time, and procedures for the Board, Executive Committee and Committees shall be designated in the Authority’s By-Laws.

Section 5 – Staffing: As provided at Section 58-25-40(6) of the Enabling Act, the Authority may employ an Executive Director to serve at the pleasure of the Authority. The Executive Director may employ any employees as may be necessary for the proper administration of the duties and functions of the Authority and may determine the qualifications of such persons. The Authority shall adopt a compensation plan for employees. The Authority

- (t) To promulgate regulations to carry out the provisions of the Enabling Act.

ARTICLE II

MEMBERSHIP AND GOVERNING BODY

Section 1 – Initial Members: As provided at Section 58-25-35 of the Enabling Act, the following local governments:

Arcadia Lakes
Eastover

Blythewood
Forest Acres

City of Columbia
Richland County

shall be the members of the Authority upon local ratification of this agreement in the County and respective municipalities.

Section 2 – Subsequent Members: As provided at Section 58-25-40(3) of the Enabling Act, after activation of the Authority, contiguous counties and municipalities not participating initially may become members of the Authority with the same benefits as the initial members in the procedure set forth in the Enabling Act; provided that such future members provide an appropriate amount of financial support to the Authority.

Section 3 – Governing Body: As provided at Section 58-25-40 of the Enabling Act, the governing body of the Authority shall be a Board of Directors. The Board of Directors shall consist of voting and non-voting members. Voting Board members shall be appointed by the County and municipalities which are members of the Authority. Except as provided in Section 4 of this Article II, the number of voting Members of the Board shall be fifteen (15) (Attachment A), distributed as follows:

Appointments to the Board of Directors shall be apportioned among the County and member municipalities proportionate to population within the Authority's service area: provided, however, as set forth at Section 58-25-40(1) "no member government, regardless of population, may have less than one member on the Board;" provided further, that the Authority shall review its compliance with this apportionment-by-population method immediately after receipt of the results of each official decennial census and each special census conducted by the U.S. Census Bureau and shall make such changes to the Board of Directors as are necessary to comply with such new census figures.

An Executive Committee shall be formed from the voting membership of the Board of Directors. The bylaws of the Regional Transit Authority shall direct the composition and size of the Executive Committee.

Section 4 – Other Appointments: As provided at Section 58-25-40(1) of the Enabling Act, in the event that the Authority receives a grant of state funds from the state general fund or the highway fund, then the legislative delegation(s) of the member County, including resident

Notwithstanding the foregoing, nothing herein shall be construed to preclude the use of other local, state or federal funds or sources of revenues which shall subsequently become available, except for state highway construction funds which, pursuant to Section 58-25-60 of the Enabling Act, may not be used. This agreement may be amended specifically to recognize new sources.

Section 3 – Adopting of Program and Budget: Before the first day of October, each year, the Authority shall adopt a program and a proposed budget for the next fiscal year.

Section 4 – Revenues and Funds: The Authority is authorized to expend the monies produced by its system and monies received from any other source:

- (a) For the employment of professional staff, contracting professional services, contracting nonprofessional assistants and other employees;
- (b) For obtaining office space and for procuring equipment, materials and supplies;
- (c) For the acquisition, construction, extension, operation, maintenance, regulation, consolidation and financing of the transportation system;
- (d) For such other purposes as the Authority shall determine to be necessary and proper in carrying out the functions of the Authority within the approved budget; and
- (e) As set forth in Article I of this agreement.

Section 5 – Termination of Fiscal Support: No member of the Authority which is providing financial support to the Authority shall terminate such financial support in the fiscal year for which the support has been pledged, and any member intending to withdraw or decrease such financial support in subsequent fiscal years must notify the Authority, in writing, by July 1 of the then current fiscal year of its intention to withdraw or decrease such additional support.

Section 6 – Definition of Fiscal Year: The fiscal year as used in this agreement shall be understood to mean the period beginning October 1 and ending September 30.

ARTICLE V GENERAL PROVISIONS

Section 1 – Intent: The express intent of this agreement is to provide for the creation of a regional transit authority consistent with the provisions of the Enabling Act, as amended. As provided at Section 58-25-30(6), this agreement may be revised in whole or in part through the process set forth in the Enabling Act. It is specifically provided that should the Enabling Act be amended, to alter the number of Members of the Authority, Article II, Section 3 herein shall be reconsidered by the governing bodies of the parties hereto.

Section 2 – Ratification: It is not necessary that the question of creating the Authority be submitted for ratification to the qualified electors of the governmental members to this agreement inasmuch as this agreement does not provide for the imposition of a new source of

may contract for the services of attorneys, engineers, consultants and agents for any purpose of the Authority, including engineering, architectural design, management feasibility, transportation planning, and other studies concerning the design of the facilities and the acquisition, construction, extension, operation, maintenance, regulation, consolidation and financing of transportation systems in the area.

Section 6 – Member Compensation: As provided at Section 58-25-40(1), members of the Board of Directors of the Authority shall be entitled to receive their expenses incurred in connection with their service on the Authority, but they may not receive salaries, per diem or other compensation.

ARTICLE IV

FINANCES

Section 1 – Books, Accounts and Annual Reports: As required by Section 58-25-70 of the Enabling Act, the Authority shall keep books of account, which shall be independently audited at least once in each calendar year. A copy of the audit report must be provided to the Members. The Authority shall submit to the Members the annual operating and capital budget proposed for each fiscal year, at least sixty days prior to the beginning of the fiscal year. In the event a member disagrees with the proposed budget, it may set forth points of disagreement and transmit its statement to the Authority and other governing bodies of the member municipalities and the County within thirty days of the receipt of the proposed budget. Budgets shall be adopted by a majority of the member governments. In the event a majority of the governing bodies of the member municipalities and the County do not agree with the proposed budget, the Authority shall convene a meeting of chief elected and administrative officials of member governments to develop a budget which may be acceptable to a majority of the member governments; a majority, for the purposes of this section, includes the governing bodies of the member municipalities and county representing more than one-half of the service area population. In the event a budget acceptable to a majority of the member governments is not developed prior to the beginning of its fiscal year, the Authority shall continue to operate at the budget levels of the previously adopted budget. In the event the requirements in Sections 58-25-30 and 58-25-60 of the Enabling Act permitting imposition of a vehicle registration fee have been satisfied and such fee is imposed, any budget changes requiring an increase in vehicle registration fees in excess of ten percent during the budget year must be approved as provided above for annual budgets.

Section 2 – Fiscal Support: Funds for the use of the Authority shall be provided by revenues from the Authority's transportation system, government grants, contracts for services, intergovernmental agreements, franchising contracts, contributions from SCANA Corporation and its subsidiary South Carolina Electric & Gas and any other source, and as may be appropriated by the governing bodies of the members of the Authority. As stated at Article I, Section I, paragraph (d), it is specifically recognized that this agreement does not provide for the imposition of a new source of revenue but utilizes existing sources of revenue to fund the Authority.

revenue as contemplated at Section 58-25-30(3) of the Enabling Act. The consent of the parties to this agreement to create the Authority shall be evidenced by Resolution adopted by the governing bodies of such parties.

Section 3 – Entire Agreement: This agreement represents the entire understanding between and among the Authority members.

Section 4 – Dissolution: Dissolution of the Authority shall be in the same manner as of its creation as set forth in Section 58-25-30(5) of the Enabling Act, as the same may, from time to time, be amended.

ARTICLE VI

EFFECTIVE DATE

Because an election is not required, this agreement shall become operational upon the execution of this agreement by the governing bodies of the municipalities and county which include at least 90% of the population of the proposed service area, and the Authority must be created not less than sixty days after this agreement is executed by the parties to it.

ATTACHMENT A

MEMBERSHIP DISTRIBUTION FOR RESTRUCTURED
CMRTA BOARD MEMBERS

Richland County - 5
City of Columbia - 3
Richland County Legislative Delegation - 3
Arcadia Lakes - 1
Blythewood - 1
Eastover - 1
Forest Acres -- 1

Total - 15