

GENESEE COUNTY ROAD COMMISSION

BOARD MEETING

JANUARY 09, 2018

MINUTES

CALL TO ORDER

Chairperson Dickerson called the meeting of the Genesee County Board of Road Commissioners to order at 10:00 a.m. The meeting was held in the Board Room of the Genesee County Road Commission, 211 W. Oakley, Flint, Michigan 48503-3995.

ROLL CALL

Present: Cloyce Dickerson, Chairperson
John Mandelaris, Vice Chairperson
Robert Johnson, Commissioner
David M. Arceo, Commissioner
Shirley Kautman-Jones, Commissioner

Others Present: John Daly, Fred Peivandi, Coetta Adams, Donna Poplar, Anthony Branch, Felicia Ivey, Randy Dellaposta, Stephanie Jaeger, Genesee County Road Commission Staff; John J. Gleason, Genesee County Clerk; Kim Courts, Mark Young, Ted Henry, Josh Freeman, Genesee County Board of Commissioners; Larry Green, Mt. Morris Township Supervisor; Attorney Thomas Derderian, Michael Kluck & Associates; Mary Laetz, Genesee County Clerk's Office; Dennis Dombrowski, resident; Vicki Bachakes, Secretary of the Board of Road Commissioners

PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Chairperson Dickerson.

ELECTION OF OFFICERS – GENESEE COUNTY ROAD COMMISSION BOARD

Election of Chairperson – Chairperson Dickerson called for nominations for the Office of Chairperson of the Genesee County Road Commission.

ACTION TAKEN – Motion made by Mr. Mandelaris, seconded by Mr. Johnson, to nominate Commissioner Kautman-Jones for the Office of Chairperson of the Board of County Road Commissioners of Genesee County for a period of one (1) year.

Chairperson Dickerson called for additional nominations three (3) times. There were none. Commissioner Kautman-Jones accepted the nomination.

Nominations Closed.

VOTE ON NOMINEE:

Ayes: Johnson, Arceo, Mandelaris, Kautman-Jones

No: None

Abstain: Dickerson

NOMINEE ELECTED.

Election of Vice Chairperson – Commissioner Dickerson called for nominations for the Office of Vice Chairperson of the Genesee County Road Commission.

ACTION TAKEN – Motion made by Mr. Johnson to nominate Vice Chairperson Mandelaris for the Office of Vice Chairperson of the Board of County Road Commissioners of Genesee County for a period of one (1) year.

Commissioner Dickerson called for additional nominations three (3) times. There were none.

Nominations Closed.

NOMINEE ELECTED.

County Clerk John J. Gleason swore in newly elected Chairperson Shirley Kautman-Jones and re-elected Vice Chairperson John Mandelaris.

Presiding Officer – Chairperson Shirley Kautman-Jones to preside over the remainder of the meeting.

APPOINTMENTS – GENESEE COUNTY ROAD COMMISSION

Appointments to Parks and Recreation Commission Board & Alternate, Retirement Commission, Transportation Advisory Committee (TAC), Water and Waste Committee, and Genesee-Lapeer-Shiawassee Region V Planning & Development Commission – Chairperson Kautman-Jones recommended certain appointments be made for representation by the Board on the Parks and Recreation Commission & Alternate, Retirement Commission, Transportation Advisory Committee (TAC), Water and Waste Committee, and Genesee-Lapeer-Shiawassee Region V Planning & Development Commission.

ACTION TAKEN – Without objection, motion made by Chairperson Kautman-Jones to appoint of Commissioner Dickerson to sit on the Parks and Recreation Commission Board with Commissioner Arceo as alternate, Vice Chairperson Mandelaris to sit on the Retirement Commission Board, Commissioner Johnson to sit on the Transportation Advisory Committee (TAC) Board, Commissioner Arceo to sit on the Water & Waste Committee Board, and Vice Chairperson Mandelaris to sit on the Genesee-Lapeer-Shiawassee Region V Planning and Development Commission.

MOTION CARRIED.

APPROVAL OF AGENDA

January 09, 2018 – Agenda

Chairperson Kautman-Jones requested adding the rescindment of the December 05, 2017 Action Item for the ‘Communications and Customer Relations Strategic Enhancements’. Maker of the original motion was Mr. Johnson and seconded by Mr. Mandelaris. Mr. Mandelaris asked staff if it was a problem to rescind the resolution or if the action should be suspended.

Ms. Donna Poplar disagreed with the action being suspended and stated that the Board approved the hiring and salary for the position. A candidate has been officially hired and given a start date. The candidate has already given notice to their current employer. Chairperson Kautman-Jones referred to the 6-step preliminary plan as outlined on page 198 of the December 05, 2017 meeting minutes. Chairperson Kautman-Jones stated that ramifications can be discussed later.

Vice Chairperson Mandelaris requested clarification of the approved agenda for the benefit of the County Commissioners in attendance. Chairperson Kautman-Jones said that Discussion Item A-1 “Discussion of Complaints, *et al*, regarding Genesee County Road commission” on the original agenda was removed at her request, to be moved to a workshop setting for the Board as a whole to consider.

ACTION TAKEN – Motion by Mr. Arceo, seconded by Mr. Dickerson, to approve the agenda for January 09, 2018, as amended.

MOTION CARRIED.

APPROVAL OF MINUTES

December 05, 2017 – Board Meeting

ACTION TAKEN – Motion by Mr. Dickerson, seconded by Mr. Mandelaris, to approve the minutes of the December 05, 2017 Board Meeting. Chairperson Kautman-Jones abstained from the vote.

MOTION CARRIED.

MEETINGS, PRESENTATIONS, HEARINGS, AND INFORMATION

Tuesday, January 09, 2018

Closed Session – Presentation by Attorney Tom Derderian, Michael Kluck & Associates,
re: Ratification of the Service Employees International Union, Local 517M Agreement

Attorney Derderian stated that there have been no changes from the previous update given to this Board and that closed session is not necessary in order to ratify the bargaining agreement. The union has already ratified the contract. Attorney Derderian offered to go into closed session to discuss this contract considering the Board has a new member that was not included in the previous updates.

ACTION TAKEN – Motion by Ms. Kautman-Jones, seconded by Mr. Dickerson, to move the closed session presentation by Attorney Tom Derderian to the end of the meeting agenda.

MOTION CARRIED.

Monday, January 15, 2018

GCRC closed (non-essential operations) in observance of Martin Luther King Jr. Day

Tuesday, January 23, 2018

9:00 a.m. – Roads & Bridges Advisory Committee Meeting
10:00 a.m. – Board Meeting

PUBLIC ADDRESS THE BOARD

Mr. Dennis Dombrowski, 10058 E. Maple Avenue, addressed the Board regarding the water issue on his property. Mr. Dombrowski stated that the water issue is due to a ditch that the Genesee County Road Commission installed east of his property eight years ago. This is the third meeting in a row that Mr. Dombrowski has addressed the Board on this issue, was told the issue would be given priority, and he would like to know the progress. Chairperson Kautman-Jones will address the issue at the end of the meeting.

CORRESPONDENCE

INCOMING

None.

OUTGOING

None.

INTERNAL

None.

INFORMATION

Oath of Office for Genesee County Road Commissioner – Included in the agenda is the Oath of Office for Genesee County Road Commissioner for Ms. Shirley Kautman-Jones sworn and subscribed by Genesee County Clerk, John J. Gleason, dated January 04, 2018.

Request to Approve Correspondence:

ACTION TAKEN – Motion by Mr. Johnson, seconded by Mr. Dickerson, to receive and file the presented correspondence.

MOTION CARRIED.

BOARD OF ROAD COMMISSIONERS' DECISIONS

DISCUSSION

Discussion of Complaints, et al, regarding Genesee County Road Commission – Removed at the request of GCRC Commissioner Shirley Kautman-Jones.

Ratification of Service Employees International Union, Local 517M Agreement – Closed session moved to the end of the January 09, 2018 agenda.

MDOT Contract No. 17-5521, Coldwater Road, Genesee Township – In a memorandum dated December 18, 2017, staff requested Board approval for MDOT Contract No. 17-5521 for rehabilitation and resurfacing of Coldwater Road from Saginaw Road to Harry Street in Genesee Township. (Copy of memorandum and contract filed with official minutes.)

Chairperson Kautman-Jones asked when the payout for the funds from the GCRC share will be for this project. Mr. Peivandi said that the funds will be paid approximately one month after construction has started, which is June or July.

ACTION TAKEN – Motion by Mr. Dickerson, seconded by Mr. Arceo, to approve MDOT Contract No. 17-5521 for rehabilitation and resurfacing of Coldwater Road from Saginaw Road to Harry Street in Genesee Township; and further, to direct both Ms. Kautman-Jones and Mr. Mandelaris to sign duplicate original contracts for and on behalf of the Board of County Road Commissioners.

MOTION CARRIED.

MDOT Contract No. 17-5551, Hill Road and Belsay Road Roundabout, Grand Blanc Township – In a memorandum dated January 03, 2018, staff requested Board approval for MDOT Contract No. 17-5551 for the construction of the Hill Road and Belsay Road Roundabout in Grand Blanc Township. (Copy of memorandum and contract filed with official minutes.)

Chairperson Kautman-Jones asked if Grand Blanc Township is paying part of the local share. Mr. Peivandi stated that GCRC has a signed agreement with Grand Blanc Township with the Township paying an estimated \$26,000 (12.5% of local match). The east approach is considered a local road.

ACTION TAKEN – Motion by Mr. Dickerson, seconded by Mr. Johnson, to approve MDOT Contract No. 17-5551 for the construction of the Hill Road and Belsay Road Roundabout in Grand Blanc Township; and further, to direct both Ms. Kautman-Jones and Mr. Mandelaris to sign duplicate original contracts for and on behalf of the Board of County Road Commissioners.

MOTION CARRIED.

MDOT Amended Contract No. 17-5559, Flint River Trail Extension, Genesee Township – In a memorandum dated January 03, 2018, staff requested Board approval for MDOT Amended Contract No. 17-5559 for the construction of the Extension of Flint River Trail from Genesee Road to Vassar Road in Genesee Township. (Copy of memorandum and contract filed with official minutes.)

ACTION TAKEN – Motion by Mr. Arceo, seconded by Mr. Dickerson, to approve MDOT Contract No. 17-5559 for the construction of the Extension of Flint River Trail from Genesee Road to Vassar Road in Genesee Township; and further, to direct both Ms. Kautman-Jones and Mr. Mandelaris to sign duplicate original contracts for and on behalf of the Board of County Road Commissioners.

MOTION CARRIED.

Local Road Agreement for Mary Gardens & No. 1, Homeland & No. 1 and Nash-Callahan & No. 1, Mt. Morris Township – In a memorandum dated December 18, 2017, staff requested Board approval of an agreement with Mt. Morris Charter Township for the rehabilitation and HMA resurfacing of Mary Gardens & No. 1, Homeland & No. 1, and Nash-Callahan & No. 1. The cost sharing agreed for this work will be Mt. Morris Charter Township (100% construction cost) \$2,655,000.00 and GCRC (Engineering & Inspection) \$431,000.00, for a total project cost of \$3,086,000.00. (Copy of memorandum and contract filed with official minutes.)

Commissioner Johnson asked if this project is a total reconstruction. Mr. Peivandi answered that the majority of the project is total reconstruction.

Chairperson Kautman-Jones asked if this will result in a Special Assessment District and how many parcels are included. Supervisor Larry Green said that there are 255 parcels. The homeowners have agreed to spread the construction cost equally across all parcels. Each

homeowner will pay approximately \$12,510 over a ten year period. The Township received 100% support of the cost from all of the residents in attendance at the last public hearing. Chairperson Kautman-Jones asked when the Township will collect the first payment from the residents. Supervisor Green said that it depends upon when he receives the first invoice from GCRC. The residents would like the first installment to be included on the summer tax rolls. Mr. Peivandi expects to invoice the Township for 50% of the construction contract cost early this summer and the remaining amount in November.

ACTION TAKEN – Motion by Mr. Dickerson, seconded by Mr. Johnson, to approve and sign the duplicate original agreements with Mt. Morris Charter Township for the rehabilitation and HMA resurfacing of Mary Gardens & No. 1, Homeland & No. 1, and Nash-Callahan & No. 1.

MOTION CARRIED.

Resolution Rescinding the Resolution Regarding Remote Attendance – Staff requested Board approval for a resolution rescinding the Resolution adopted January 28, 2014, as amended December 01, 2015, authorizing the participation of Board members in regular and special meetings of the Board by means of telecommunication from remote locations. (Copy of memorandum filed with official minutes.)

Vice Chairperson Mandelaris clarified that at the December 19, 2017 Board meeting, an amendment was made for ‘except in emergency situations’ but today’s resolution would rescind all remote attendance. If a member is not here, they are considered absent.

Commissioner Johnson asked if remote attendance would be rescinded at the County Board also. Commissioner Young said that no one has ever attended remotely in the five years that he has been on the Board.

ACTION TAKEN – Motion by Mr. Dickerson, seconded by Mr. Arceo, to approve the Resolution Rescinding Resolution Regarding Remote Attendance, Adopted January 28, 2014, as Amended December 01, 2015, and partially amended on December 19, 2017.

VOTE ON MOTION:

Ayes: Dickerson, Johnson, Arceo, Mandelaris, Kautman-Jones

No: None

MOTION CARRIED.

Requesting Board approval for issuance of Extension of Purchase Order to DeCook Governmental Policy Strategist, Item No. 2016L – Lobbyist Services – In a memorandum dated December 21, 2017, staff requested Board approval for the issuance of a purchase order to DeCook Governmental Policy Strategist for Item No. 2016L – Lobbyist Services for a total amount not to exceed \$16,800.00. (Copy of memorandum filed with official minutes.)

Commissioner Arceo requested that the lobbyist expense line item be removed from the next budget for fiscal year 2018/2019.

ACTION TAKEN – Motion by Mr. Dickerson, seconded by Mr. Johnson, to approve the issuance of a purchase order to DeCook Governmental Policy Strategist in the amount not to exceed \$16,800.00.

MOTION CARRIED.

Requesting Board approval for issuance of Purchase Order to Deere & Company – In a memorandum dated December 21, 2017, staff requested Board approval for the issuance of a purchase order to Deere & Company for a 2018 John Deere 5100M Utility Tractor and 2018 Flail Mower for a total amount not to exceed \$85,688.33. (Copy of memorandum filed with official minutes.)

Commissioner Arceo asked if the cost for this equipment is within budget. Mr. Dellaposta answered yes and added that the tractor being replaced is 17 years old and has surpassed the 5 year replacement cycle. The new equipment will be assigned to the Linden Garage. The old equipment will be auctioned and the proceeds included in the General Fund.

ACTION TAKEN – Motion by Mr. Dickerson, seconded by Ms. Kautman-Jones, to approve the issuance of a purchase order to Deere & Company in the amount not to exceed \$85,688.33.

MOTION CARRIED.

Ratification of Vouchers Totaling \$1,416,894.67 – (Copies filed with official minutes.)

Voucher #V-40329

ACTION TAKEN – Motion by Ms. Kautman-Jones to ratify Voucher #40329 in the amount of \$258,856.75.

VOTE ON MOTION:

Yes: Dickerson, Johnson, Arceo, Mandelaris, Kautman-Jones

No: None

MOTION CARRIED.

Voucher #V-40330

ACTION TAKEN – Motion by Ms. Kautman-Jones to ratify Voucher #40330 in the amount of \$128,780.98.

VOTE ON MOTION:

Yes: Dickerson, Johnson, Arceo, Mandelaris, Kautman-Jones

No: None

MOTION CARRIED.

Voucher #V-40331

ACTION TAKEN – Motion by Ms. Kautman-Jones to ratify Voucher #40331 in the amount of \$97,630.81.

Chairperson Kautman-Jones asked if the McKone Law Firm payment is for retainer or billing. Staff replied that it is for billing. Chairperson Kautman-Jones asked if the Michael R. Kluck & Associates payment is for retainer or billing. Staff replied that it is for billing.

VOTE ON MOTION:

Yes: Dickerson, Johnson, Arceo, Mandelaris, Kautman-Jones

No: None

MOTION CARRIED.

Voucher #V-40332

ACTION TAKEN – Motion by Ms. Kautman-Jones to ratify Voucher #40332 in the amount of \$432,522.76.

In reference to the payment to BC/BS of Michigan, Chairperson Kautman-Jones would like to know when the last audit was of eligible coverage for employees.

VOTE ON MOTION:

Yes: Dickerson, Johnson, Arceo, Mandelaris, Kautman-Jones

No: None

MOTION CARRIED.

Voucher #V-40333

ACTION TAKEN – Motion by Ms. Kautman-Jones to ratify Voucher #40333 in the amount of \$499,103.37.

VOTE ON MOTION:

Yes: Dickerson, Johnson, Arceo, Mandelaris, Kautman-Jones

No: None

MOTION CARRIED.

Fiscal Year 2018 Budget Transfer – In a memorandum dated January 03, 2018, staff requested Board approval of budget transfers in the amount of \$65,000 to Dept. 60 Human Resources – Labor and of \$34,000 to Dept. 90 Non-Departmental – Fringes from Fund Balance. The net decrease to Fund Balance is \$99,000. (Copy of memorandum filed with official minutes.)

ACTION TAKEN – Motion by Mr. Mandelaris, seconded by Mr. Arceo, **to remove this budget transfer from the agenda.**

MOTION CARRIED.

Requesting Board approval for amendment to Purchase Order to Detroit Salt Company, Item No. 32 – Bulk Rock Salt – In a memorandum dated January 04, 2018, staff requested Board approval for an increase of \$350,000.00 to Purchase Order #81399 to Detroit Salt Company for Item No. 32 – Bulk Rock Salt for a total amount not to exceed \$1,380,000.00. (Copy of memorandum filed with official minutes.)

Chairperson Kautman-Jones asked how this transfer affects the budget. Ms. Adams replied that \$1,100,000.00 is allocated specifically for salt. Materials are budgeted as a whole, with allocations for other materials. Chairperson Kautman-Jones asked which other materials could be affected by allocating another \$350,000 for salt. Ms. Adams said that there are approximately 25 other materials budgeted in the line item, including limestone, asphalt, gravel and cement, and that there are enough funds in the budget line item to cover necessary salt purchases. Manager-Director Daly said that a vote on this request is needed today because of the current salt levels on hand. The purchase order allows purchases as necessary and the other materials in the budget will not be purchased until the spring and summer. Vice Chairperson Mandelaris added that salt purchase is an investment and not a depreciating asset.

ACTION TAKEN – Motion by Mr. Mandelaris, seconded by Mr. Dickerson, to approve an increase of \$350,000.00 to Purchase Order #81399 to Detroit Salt Company for a total amount not to exceed \$1,380,000.00.

MOTION CARRIED.

CONSENT

Equipment to be sold on the Government Internet Auction, Item Nos. 1426, 3026 and 2926 – In a memorandum dated December 18, 2017, staff requested Board approval to list equipment to be sold on the Government Internet Auction. (Copy of memorandum filed with official minutes.)

<u>Equip #</u>	<u>Year/Description</u>
1426	1997/International Tandem Axle Wrecker
3026	1997/Wrecker underlift on #1426
2926	1997/Hydraulic Boom on #1426

ACTION TAKEN – Motion by Mr. Johnson, seconded by Mr. Dickerson, to approve the sale of Equipment Item Nos. 1426, 3026 and 2926 on the Government Internet Auction.

MOTION CARRIED.

Equipment to be sold on the Government Internet Auction, Item No. 2126 – In a memorandum dated December 13, 2017, staff requested Board approval to list equipment to be sold on the Government Internet Auction. (Copy of memorandum filed with official minutes.)

<u>Equip #</u>	<u>Year/Description</u>
2126	2012/Stihl HT101 Pole Saw

ACTION TAKEN – Motion by Mr. Johnson, seconded by Mr. Dickerson, to approve the sale of Equipment Item No. 2126 on the Government Internet Auction.

MOTION CARRIED.

Equipment to be sold on the Government Internet Auction, Item Nos. 1095 and 2981 – In a memorandum dated December 20, 2017, staff requested Board approval to list equipment to be sold on the Government Internet Auction. (Copy of memorandum filed with official minutes.)

<u>Equip #</u>	<u>Year/Description</u>
1095	2005/Chevrolet Silverado 2500 Pick up Truck
2981	2001/Jamar Distance Meter on #1095

ACTION TAKEN – Motion by Mr. Johnson, seconded by Mr. Dickerson, to approve the sale of Equipment Item Nos. 1095 and 2981 on the Government Internet Auction.

MOTION CARRIED.

Request for Work – Ditching, Jordan Road, Atlas Township – In a memorandum dated December 19, 2017, staff requested Board approval to ditching on Jordan Road between Vassar Road and Irish Road in Atlas Township. (Copy of memorandum and cost estimate form filed with official minutes.)

Chairperson Kautman-Jones requested a correction in the second paragraph of the document. Davison Township should be corrected to Atlas Township.

ACTION TAKEN – Motion by Mr. Johnson, seconded by Mr. Dickerson, to authorize the Road Commission to perform ditching on Jordan Road between Vassar Road and Irish Road with the Township paying 50% (\$46,085.35) and the Road Commission paying 50% (\$46,085.35) of the \$92,170.70 total project cost.

MOTION CARRIED.

Request for Work – Ditching, Atherton Road, Davison Township – In a memorandum dated December 19, 2017, staff requested Board approval to ditching on Atherton Road between Oak Road and Henderson Road in Davison Township. (Copy of memorandum and cost estimate form filed with official minutes.)

ACTION TAKEN – Motion by Mr. Johnson, seconded by Mr. Dickerson, to authorize the Road Commission to perform ditching on Atherton Road between Oak Road and Henderson Road with the Township paying 50% (\$52,332.66) and the Road Commission paying 50% (\$52,332.66) of the \$104,665.32 total project cost.

MOTION CARRIED.

Request for Work – Aggregate Resurfacing, Gale Road, Forest Township – In a memorandum dated December 19, 2017, staff requested Board approval to perform aggregate resurfacing on Gale Road between Wilson Road going north to the dead end in Forest Township. (Copy of memorandum and cost estimate form filed with official minutes.)

ACTION TAKEN – Motion by Mr. Johnson, seconded by Mr. Dickerson, to authorize the Road Commission to perform aggregate resurfacing on Gale Road between Wilson Road going north to the dead end with the Township paying 50% (\$3,368.50) and the Road Commission paying 50% (\$3,368.50) of the \$6,737.00 total project cost.

MOTION CARRIED.

Request for Work – Aggregate Resurfacing, Oak Road, Forest Township – In a memorandum dated December 19, 2017, staff requested Board approval to perform aggregate resurfacing on Oak Road between Farrand Road and Wilson Road in Forest Township. (Copy of memorandum and cost estimate form filed with official minutes.)

ACTION TAKEN – Motion by Mr. Johnson, seconded by Mr. Dickerson, to authorize the Road Commission to perform aggregate resurfacing on Oak Road between Farrand Road and Wilson Road with the Township paying 50% (\$33,748.00) and the Road Commission paying 50% (\$33,748.00) of the \$67,496.00 total project cost.

MOTION CARRIED.

CLOSED SESSION

ACTION TAKEN – Motion by Mr. Arceo, seconded by Mr. Johnson, that the Board of Road Commissioners of the County of Genesee, Michigan, go into Closed Session to consult with Attorney Derderian with respect for consideration of the collective bargaining agreement of the Service Employees International Union, Local 517M Agreement, as requested by Chairperson Kautman-Jones, per MCL 15.268(c); MCL 15.267(1).

VOTE ON MOTION:

Yes: Dickerson, Johnson, Arceo, Mandelaris, Kautman-Jones
No: None

MOTION CARRIED.

Closed session began at 11:01 a.m.

Present: Shirley Kautman-Jones, Chairperson
John Mandelaris, Vice Chairperson
Robert Johnson, Commissioner
David M. Arceo, Commissioner
Cloyce Dickerson, Commissioner

Others present: John Daly, Anthony Branch, Donna Poplar, Coetta Adams, Attorney Tom Derderian, Mary Laetz, Vicki Bachakes

Closed session ended at 11:36 a.m.

Open session resumed at 11:36 a.m.

Attorney Derderian indicated that there are two or three typos that have been found in the draft and the signature page needs to be changed. He will make the changes and have something for the Board to sign in a few days.

ACTION TAKEN – Motion by Mr. Johnson, seconded by Mr. Arceo, to ratify the Service Employees International Union, Local 517M Agreement to be effective January 09, 2018 and ending on December 31, 2020, and authorize the Chairperson and Attorney to sign the agreement.

VOTE ON MOTION:

Yes: Dickerson, Johnson, Arceo, Mandelaris, Kautman-Jones
No: None

MOTION CARRIED.

Vice Chairperson Mandelaris expressed his appreciation to Attorney Derderian for the dedication and effort in the negotiations. Attorney Derderian said that the employees appreciate the approach that the Board has taken. After many years without a pay increase, the raises are very welcome. Attorney Derderian expressed appreciation for the dedication of Ms. Poplar, Mr. Branch, Ms. Adams, Mr. Dellaposta, and Manager-Director Daly.

MANAGER-DIRECTOR REPORT

None.

COMMISSIONER'S CONCERNS

Chairperson Kautman-Jones requested to move into closed session to discuss issues within the Road Commission as well as correspondence received from Mr. John Daly.

Present: Shirley Kautman-Jones, Chairperson
John Mandelaris, Vice Chairperson
Robert Johnson, Commissioner
David M. Arceo, Commissioner
Cloyce Dickerson, Commissioner

Others present: John Daly, Mary Laetz, Vicki Bachakes

ACTION TAKEN – Motion by Mr. Mandelaris, seconded by Mr. Dickerson, to enter closed session to discuss issues within the Road Commission and correspondence received from Mr. John Daly, as requested by Chairperson Kautman-Jones, per MCL 15.268(a);MCL 15.267(1).

VOTE ON MOTION:

Yes: Dickerson, Johnson, Arceo, Mandelaris, Kautman-Jones
No: None

MEETING CONTINUED IN OPEN SESSION

Vice Chairperson Mandelaris requested that the record show closed session with respect to problems within the Road Commission, period. Secretary Bachakes said that correspondence received from Mr. John Daly was also part of the motion. Mr. Mandelaris said that we cannot do that unless Mr. Daly requests a closed session, under the statute. Chairperson Kautman-Jones would like to discuss correspondence received from Mr. Jeff Birrell. Mr. Daly indicated that he has no idea what the Board is going to discuss. Attorney Derderian is also unaware of the document in question. Attorney Derderian said that the Board could move into closed session to discuss potential complaints or concerns against Mr. Daly if Mr. Daly requests it. The Board could also move into closed session to conduct a periodic personnel review if Mr. Daly requested it. If the Board wanted to get legal counsel or advice concerning its contractual obligations with Mr. Daly, Attorney Derderian could provide that to the Board in closed session. Chairperson Kautman-Jones is in receipt of a document from Attorney Jeff Birrell. Mr. Daly stated that Attorney Jeff Birrell is an attorney he retained to draft a proposed severance agreement based upon discussions with Mr. Mandelaris. A copy was sent to Mr. Mandelaris and subsequent emails were exchanged between Mr. Mandelaris and Attorney Birrell. The email exchange was sent to each Road Commissioner. Attorney Derderian said that this is not something that the Board would be able to discuss in closed session. Vice Chairperson Mandelaris said that according to the statute, the document could be discussed in closed session if Mr. Daly requests it. Ms. Kautman-Jones stated that she is trying to present information that she received and is happy to do it in open session.

Copies of the document were made for each Board member and the clerk.

Mr. Daly asked if he would be provided a copy of the minutes if the meeting was closed. Attorney Derderian replied that if the meeting were closed, Mr. Daly would be in the meeting. Attorney Derderian suggested that we consider this a periodic personnel evaluation and that at Mr. Daly's request we move into closed session. Mr. Daly agreed. Ms. Kautman-Jones asked if Attorney Derderian represents the Board and not Mr. Daly. Attorney Derderian stated that he represents the Board and has never represented Mr. Daly.

Mr. Daly said that he is represented by legal counsel and a letter stating that Attorney Dean Yeotis is representing Mr. Daly for purposes of negotiating a severance agreement was mailed to the home address of each Road Commissioner. Mr. Daly retained an attorney for this purpose based upon prior discussions with GCRC Board members. This issue was going to be on today's meeting agenda and Mr. Daly arranged for Attorney Yeotis to be present. The item was removed from the agenda yesterday, so Mr. Daly told Attorney Yeotis that his services were not needed at this meeting. Mr. Daly agreed with the suggestion to enter closed session for the purpose of performance review.

Chairperson Kautman-Jones clarified that based on Mr. Daly's request, the Board will function under closed session. Attorney Derderian stated that the Board can, if Mr. Daly agrees. Mr. Daly agreed.

Attorney Derderian said that Mr. Daly has an employment contract with the Board due to expire in approximately 20 months.

ACTION TAKEN – Vice Chairperson Mandelaris made a motion to enter closed session to discuss complaints against the Manager-Director of the Road Commission.

Mr. Daly said that he agreed to go into closed session for the purposes of performance review. Chairperson Kautman-Jones said that she would prefer to discuss the two-page document to gain some understanding. Vice Chairperson Mandelaris suggested going into closed session to discuss the performance review and then go into open session to discuss the severance benefit agreement.

Attorney Derderian offered to talk to Attorney Yeotis and then draft a letter to this Board under attorney-client privilege. Vice Chairperson Mandelaris feels that is a good approach. Chairperson Kautman-Jones wants to do whatever is in the best interest of the Road Commission and the Board of Road Commissioners and would like an opportunity for the Board to discuss the document with Mr. Daly. Attorney Derderian said that he tries to be conservative in advising clients about the Open Meetings Act but that the Board members are permitted to discuss the document with Mr. Daly one-on-one. Attorney Derderian also offered to review the document drafted by Attorney Birrell and give a legal opinion to this Board in confidence.

Chairperson Kautman-Jones asked if the Board is currently in closed session. Attorney Derderian clarified that the meeting is in open session.

Chairperson Kautman-Jones asked if Attorney Derderian has prepared Mr. Daly's previous employment agreements on behalf of the Road Commission. Attorney Derderian replied that his firm was not involved in negotiating the original agreement in 1999 but has been involved in subsequent revisions and provided the documents to the former Director of Personnel, Kermit Pitts. Attorney Derderian stated that there was a major change to Mr. Daly's employment agreement in 2007 at the request of Commissioners Bradshaw, Jamison and Miller related to job security issues.

Chairperson Kautman-Jones referred to page 211 of the November 21, 2017 Board meeting minutes referring to a mutual package of retirement. Chairperson Kautman-Jones asked Mr. Daly if the drafted severance agreement was the result of the November 21, 2017 meeting. Mr. Daly stated, "Partially." Mr. Daly continued that on November 08, 2017, he received communication from his assistant, Linda, that Commissioner Johnson came by the office and said that Mr. Daly needed to call Mr. Mandelaris. Mr. Daly made the phone call around 4:30 p.m. that afternoon. Mr. Daly was informed that Mr. Mandelaris and Mr. Johnson had met with County Board Commissioners Young, Henry and Nolden. The County Commissioners were unhappy with Mr. Daly and the Road Commission because of all of the road complaints they were receiving. There were also things that Mr. Daly had promised that were not being done according to schedule and there were assessment district estimates coming in higher than preliminary estimates. The subsequent nature of the conversation was that all five Road Commissioners felt that Mr. Daly needed to retire and that Mr. Daly needed to meet with Chairperson Dickerson and Vice Chairperson Mandelaris to negotiate a severance agreement. Mr. Daly felt that based upon that information, the decision to terminate his employment had already been made. Mr. Daly scheduled a series of three meetings with Mr. Dickerson and with Mr. Daly's attorney to negotiate a severance agreement but none of those meetings came to fruition. The severance agreement was in development on December 05, 2017 when a comment was made about finding middle ground. An email from Attorney Birrell was sent to Mr. Mandelaris and there was a response from him a week later that it needed to go to all five commissioners. Mr. Daly stated that he has served the Road Commission since December 1999. Based upon evaluation reports, Mr. Daly feels that he has provided loyal and faithful service and his intent was to serve out the term of his contract. If there came a point that it was not in the best interest of the Road Commission, Mr. Daly said that he was willing to discuss a severance agreement, which was reflected in multiple emails. Mr. Daly understands that there have been a series of meetings between the GCRC Board members and members of the County Board regarding Mr. Daly's continued employment. Mr. Daly was not in attendance at those meeting and neither was his counsel.

Chairperson Kautman-Jones said that clearly there is unrest and unhappiness in the County as a whole. Ms. Kautman-Jones said that when she learned that Mr. Daly had applied for the Manager position at the City of Flint, her personal thought was that Mr. Daly was not happy at GCRC. Ms. Kautman-Jones has looked back at the Board meeting minutes to get an understanding of what is happening. She believes that people get to a point in life where they have to make decisions and look at what is in the best interest of the parties. Ms. Kautman-Jones asked Mr. Daly if he is ready to retire because clearly he provided the information in the severance document.

Mr. Daly responded by saying that the severance document was created after three County Commissioners said that he had to be separated or they were going to dissolve the Road Commission. It is Mr. Daly's understanding that all five of the Road Commission Board members at that point in time were in favor of his termination. Whether Mr. Daly is ready to retire is a moot point. Mr. Daly went on to say that he has been a successful leader at GCRC. Three years ago members of the Board offered him a significant pay increase because they felt he was underpaid. Mr. Daly refused because he did not feel it was fair to the employees of the Road Commission. Mr. Daly applied for the City of Flint position because he lives in the City and also because the position would have been a \$45,000 increase in salary and that was of interest to Mr. Daly. Mr. Daly does not subscribe to the idea that someone is unhappy because they look elsewhere for employment. Mr. Daly is ready to discuss a severance agreement. Chairperson Kautman-Jones asked if he would discuss the issue in an open meeting. Attorney Derderian has a problem with discussing severance in an open meeting since Mr. Daly is represented by counsel and that counsel is not present. Severance discussions should go through counsel. Attorney Derderian wants the record to reflect that Mr. Daly has voluntarily gone forward with this public discussion.

Chairperson Kautman-Jones asked if Mr. Daly's counsel planned to contact the Board, other than the email that was received. Mr. Daly said that a letter was mailed from Attorney Yeotis to this Board stating that Attorney Yeotis is representing Mr. Daly in the matter of separation. Ms. Kautman-Jones does not recall receiving that letter, only the severance agreement. Mr. Daly said that in this society we do not prepare people for terminations. Everything is a new beginning. He recognizes that there comes a time to go but that his separation was supposed to be in 2019. Mr. Daly would like to retire from the Road Commission. Mr. Daly feels that he has not done anything that merits discharge. If this Board is talking about premature termination of his contract, then Mr. Daly feels that he is entitled to compensation. Mr. Daly is concerned about the direction and leverage that the County Board, specifically Chairperson Mark Young, is providing to this. Mr. Daly has heard secondhand that decisions were being made about his termination and what the level of the termination package would be before this Board even became aware of it.

Chairperson Kautman-Jones said that her goal is to gather information. Her assumption was that Mr. Daly was ready to retire. In her opinion, when there is a lot of unrest, sometimes separation is better for both parties involved. Ms. Kautman-Jones does not want to put GCRC in a precarious situation and is willing to do what the GCRC Board would like to do. Commissioner Johnson asked if the Board would be in violation for negotiating with Mr. Daly. Attorney Derderian recommended that the Board allow him to call Attorney Yeotis and find middle ground. Attorney Derderian will deal directly with Attorney Yeotis and report to this Board in written form and discuss the issue in closed session.

Chairperson Kautman-Jones asked if Attorney Derderian would have a conflict representing the Road Commission considering he has worked with Mr. Daly for several years. Attorney Derderian thanked Ms. Kautman-Jones for asking the question and replied that he has a great deal of respect for Mr. Daly and that Mr. Daly is well-respected in the County Road Association community but that he is not a personal friend. If the Board is concerned about a conflict of interest based upon his past close working relationship with Mr. Daly, Attorney Derderian is

happy to withdraw but feels that he could represent GCRC well with Attorney Yeotis. Ms. Kautman-Jones asked if Attorney Derderian works on retainer. Attorney Derderian responded that he works on an hourly billed basis. Ms. Kautman-Jones deferred the discussion to the other Board members present. Commissioner Dickerson said that his only concern is a potential conflict of interest, but that if Attorney Derderian feels there is no conflict, then Mr. Dickerson is okay with that. Attorney Derderian assured Mr. Dickerson that there is no conflict and that he will perform the task to the best of his ability and would walk away if he felt a potential conflict. Vice Chairperson Mandelaris said that he has the utmost respect for Attorney Derderian and his reputation and is confident that he will be independent. Mr. Mandelaris highly recommends that the Board retain Attorney Derderian on this matter. Mr. Mandelaris' concern is that there be a transition negotiated so that GCRC is not left leaderless. Attorney Derderian agreed and will make every attempt to make a leadership transition as smooth as possible. Ms. Kautman-Jones suspected that the City of Flint would not have been accommodating for a transition. Mr. Daly said that there was an Emergency Manager in charge at the City of Flint at the time and Mr. Daly told him that if Mr. Daly was successful in getting the position, that he would require four to five months for a transition at the Road Commission and would not leave GCRC out in the cold after 18 years. Mr. Mandelaris added that there is a two month minimum notice in Mr. Daly's contract.

Commissioner Arceo has tried to picture himself in Mr. Daly's position. Mr. Arceo looked at what was discussed between the Road Commissioners and the County Commissioners and how if the Board did not act, the County was going to take over the Road Commission. It is hearsay, but powerful words. Mr. Arceo received an email talking about accountability and cost of a severance package. If that is what headquarters wants over there, Mr. Arceo understands that. If it is retirement, then let us have a retirement. The Board will go over the package that Mr. Daly has sent, evaluate it and come to a consensus. If Mr. Arceo is getting a severance package that talks about cost funding, revenue sharing, and benefits, then Mr. Daly must be indirectly telling him something and Mr. Arceo must listen it.

ACTION TAKEN – Motion by Ms. Kautman-Jones, seconded by Mr. Mandelaris, to employ Attorney Tom Derderian to represent the Road Commission and develop a severance agreement.

VOTE ON MOTION:

Yes: Dickerson, Johnson, Arceo, Mandelaris, Kautman-Jones

No: None

MOTION CARRIED.

Commissioner Arceo asked if the Board should title the document as a retirement package. Vice Chairperson Mandelaris said yes, that he does not want the word severance used at all. Chairperson Kautman-Jones would prefer the term 'retirement' and not 'severance'. Attorney Derderian said the word used has no legal significance. If the parties are able to reach an agreement, Mr. Daly would resign his employment from the Road Commission for purposes of seeking retirement.

Attorney Derderian stated that after the Board receives a letter from him, there can be a closed session to discuss terms. Attorney Derderian will call Attorney Yeotis right away and present a report to the Board in a couple of days. The Board would then approve the agreement in open session.

Chairperson Kautman-Jones suggested scheduling a workshop to discuss the customer complaints issue on Wednesday, January 24, 2018 at 9:00 a.m. Ms. Kautman-Jones wants GCRC to come up with an outline for good practices to then discuss with the Director of Maintenance. Ms. Kautman-Jones is not trying to create a plan all in one day. Ms. Kautman-Jones said that GCRC had to have an immediate resolution to a problem, did not know the complexity of the problem and then overreacted. Mr. Daly said that a workshop is a public meeting and will require public notice. Ms. Kautman-Jones said that a workshop does not allow for public comment. Attorney Derderian said that public comments can be received at the end of the workshop. Ms. Kautman-Jones said that GCRC needs to query the Township Supervisors and ask them how they handle road complaints internally. Mr. Daly will include it on the next Roads & Bridges agenda and ask Township Supervisors to provide the Board with written input. Mr. Daly referred to Mr. Dombrowski as a classic case where someone is looking for someone else to solve a problem. The solution is very expensive and is really an issue related to Mr. Dombrowski and his neighbors. Ms. Kautman-Jones said that nonetheless it is a complaint that has been received and GCRC is not going to be able to resolve all of the complaints. Mr. Daly wants to include Mr. Branch and Mr. Peivandi in the workshop, as well as Ms. Angie Carpenter, and wants Ms. Linda Kossak to take minutes at the workshop since she handles a lot of incoming complaints. Mr. Daly expressed frustration that the County Board says that they get all of the road complaints. He has asked for a list of the complaints so that they can get resolved but has never received one. Ms. Kautman-Jones knows that there is a good solution at the end of this process. Mr. Daly acknowledged that there is need for improvement with providing feedback to the persons making the complaints.

Chairperson Kautman-Jones expressed concern that GCRC overreacted to this situation with potential employment and legacy costs in the area of \$100,000 and wondered how the process got to the point that it has without an approved budget transfer. Ms. Kautman-Jones had this conversation with Mr. Daly at the end of last week and there was no mention of anyone being hired for that position.

Commissioner Johnson suggested that a letter be sent out immediately to the Township Supervisors as to what will be discussed at the next Roads & Bridges meeting so that they can be prepared. Mr. Daly said he will do that. Ms. Kautman-Jones would like the County Board to be asked how they receive complaints and how they move the information forward.

Vice Chairperson Mandelaris asked about getting back to the County Board of Commissioners. Attorney Derderian strongly recommended that his discussions and negotiation with Attorney Yeotis remain privileged at this time. If an agreement is reached, it will be a public agreement. Ms. Kautman-Jones reminded Attorney Derderian that the Board is in an open meeting and the County Board will see the minutes. Vice Chairperson Mandelaris suggested that communication be provided to the County Commissioners that the Board is trying to address the problem so to speak. Commissioner Henry is supposed to report to the County Board at the first meeting in

February with the progress. Ms. Kautman-Jones is happy to send an email to the County Board and copy this Board that the GCRC has engaged Attorney Tom Derderian and that a workshop is scheduled for January 24, 2018 at 9:00 a.m. to start discussion regarding the issue of road complaints within Genesee County.

ADJOURNMENT

Chairperson Kautman-Jones, without objection, adjourned the meeting at 12:54 p.m.

JOHN J. GLEASON
Clerk/Register

Vicki Bachakes, Secretary of the
Board of County Road Commissioners

/vb

01/09/18