

THESE MINUTES ARE SUBJECT TO APPROVAL AT THE NEXT MEETING

ESTUARY TRANSIT DISTRICT
REGULAR BOARD MEETING
June 10, 2022
MAT Offices, 91 N. Main Street, Middletown, CT
With Remote Options

CALL TO ORDER

Chairman Strauss called the meeting to order at 9:02 a.m. A quorum was established and in attendance included: Leslie Strauss, Chairman; DG Fitton; Laura Francis; Joan Gay (arrived at 10:00 a.m.); Tim Griswold; John Hall; Jim Irish; Karl Kilduff (arrived at 9:11 a.m.); David Lahm; Beverly Lawrence (left at 9:30 a.m.); Angus McDonald; and Charles Norz

Absent: Bobby Knoll-Peterson

Also in attendance: Joe Comerford, Chris Denison, Mutez Ennab, Halyna Famiglietti, Lisa Gibson, Patrick Hevrin, Sheri Cote, Sam Gold, Irene Haines, and Brendan Geraghty

Strauss introduced DG Fitton, newly appointed Board member from Essex, and Brendan Geraghty, Transit Planner, who will begin working for the district on July 6.

VISITOR COMMENTS – None.

SECRETARY'S REPORT

Norz made a motion to accept the minutes from the 5/13/22 Board meeting. Hall seconded the motion. The motion passed unanimously. Fitton abstained

Norz made a motion to accept the Special Finance Committee minutes of 5/10/22. Angus seconded the motion. The motion passed unanimously.

McDonald made a motion to accept the Legislative Committee Minutes of 5/12/22. Kilduff seconded the motion. The motion passed unanimously.

Francis made a motion to accept the ETC Committee Minutes of 5/24/22. Lawrence seconded the motion. The motion passed unanimously.

Norz made a motion to accept the Finance Committee minutes of 6/8/22. Kilduff seconded the motion. The motion passed unanimously.

COMMUNICATIONS – None.

TREASURER'S REPORT – None.

COMMITTEE REPORTS

ETD/MAT Expansion Committee

Francis reported the committee continues to work on the Implementation Plan and expressed frustration over DOT's lack of participation.

Francis made a motion to accept the ETD/MAT Expansion Committee Report as presented. Lawrence seconded the motion. The motion passed unanimously.

Finance Committee –

Norz reported that both districts are in sound financial shape. He indicated that the committee met earlier in the week and will be making recommendations to the Board to approve the appointment of an auditor for FY21-22 and for the appointment of a new banking contractor.

Lahm made a motion to accept the Finance Committee Report as presented. Hall seconded the motion. The motion passed unanimously.

Marketing Committee

Strauss reported that the Marketing Committee has been working with Selbert-Perkins, the consultant hired to rebrand the district. Stakeholder meetings have been ongoing.

Comerford reported:

- The free fare program has been extended through November 30;
- ETD led the marketing campaign for the Park Connect program which began Memorial Day weekend

Lahm made a motion to accept the Marketing Committee Report as presented. Hall seconded the motion. The motion passed unanimously.

Legislative Committee

Gay reported that 2 legislative breakfasts will be held; one on June 29 and the other on July 13.

Lahm made a motion to accept the Legislative Committee Report as presented. Norz seconded the motion. The motion passed unanimously.

Transit Advisory Committee – No report.

Service Study Committee – No report.

Nominating Committee No report.

Personnel Committee – No report.

COG Update – S. Gold

Gold reported:

- The COG has been attending a LEAN process with DOT.
- The COG's attorney is reviewing the Employee Sharing Agreement with the district for the shared planner position.
- On-going COG projects: Regional Housing Plan, the Affordable Housing and Transportation Plan.
- The District will be asked to participate in the Regional Economic Development Plan.

- The Census Bureau approved a proposal to recognize Connecticut's 9 regional councils of governments as the statistical equivalent of counties for the purpose of tabulating and publishing future Census data and for applying for federal grants that are open to counties.

EXECUTIVE DIRECTOR'S REPORT – J. Comerford

A copy of the Executive Director's Report was included in the Board's packet. Highlights of the report include:

- VHB has completed preliminary review of bus parking at the Middletown passenger terminal, meeting to review on Monday
- RiverCOG has hired Brendan Geraghty, planner, to be shared with ETD. Geraghty will start July 6th
- Agreed with CTDOT on a \$3.57 million capital allocation for the current year
- Capital grant submitted for two electric buses
- Submitted new supplemental agreement from CTDOT, awaiting AG approval. The Agreement which has been signed by the Bureau Chief forgives MAT's debt.
- Customer Experience outreach at Middletown terminal
- ParkConneCT began Memorial Day weekend with trolley, Madison Shuttle and 645
- HR study is underway, will be completed by end of month
- Fare study is in data collection phase, fare recommendations expected in October
- Marketing study naming phase underway, held 8 stakeholder sessions

Hall made a motion to accept the Executive Director's Report. Fitton seconded the motion. The motion passed unanimously.

FINANCE DIRECTOR'S REPORT – H. Famiglietti

The Bank Statements, Cash Flow Forecast, and Budget vs. Actual reports, including Middletown, were included in Board packet.

These documents have all been reviewed by the Finance Committee and no issues were reported. Famiglietti was available to address questions/comments posed by Board members. In addition, Famiglietti reported that invoices would be sent to the towns soon and requested prompt payment.

Lahm made a motion to accept the Finance Director's Report as presented. Norz seconded the motion. The motion passed unanimously.

OPERATIONS DIRECTOR'S REPORT –J. Comerford

Comerford reported:

- Free fares have boosted ridership on the shoreline and in Middletown.
- All shoreline routes, except for the New London route, are up significantly. However, total ridership is still down 20% since the Pandemic.
- Middletown ridership is up significantly. 22,000 trips were made in May, which is above May 2019 numbers.
- XtraMile continues to do well with 2,000 trips last month.
- ADA ridership is up significantly in Middletown.

- It is anticipated that when service changes are implemented in Middletown in July, ridership will increase.

MAINTENANCE DIRECTOR’S REPORT – P. Hevrin

Hevrin reported:

- Middletown – Preventative Maintenance has all been in-house and compliance is 100%.
- By adding to stock, costs have decreased
- Quotes are being obtained to paint bus panels
- The vinyl windows in the trolley have been replaced
- Tires are being retreaded
- Attention is being given to building projects; and
- An AC recovery machine has been purchased allowing for better maintenance.

NEW BUSINESS –

Approval of FY22-23 Budget

Norz made a motion to approve the FY22-23 budget. Lahm seconded the motion. The motion passed unanimously.

Approval of Fleet Maintenance Contract

Lahm made the following motion:

BE IT RESOLVED, that Mal’s Auto and Truck Repair be awarded the bid to assume responsibility for the aforementioned tasks;

RESOLVED FURTHER, that the Executive Director, Joseph Comerford, hereby is authorized on behalf of the Estuary Transit District to negotiate and execute all necessary contract documents with Mal’s Auto and Truck Repair in an amount not to exceed \$1,000,000.00 (corrected).

Norz seconded the motion. The motion passed unanimously.

Shared Planner Position

Hall made a motion to approve the Shared Planner Agreement with RiverCog.

Irish seconded the motion. The motion passed unanimously.

First Transit Contract

Griswold made a motion to approve the contract with First Transit, effective October 1, 2022.

Francis seconded the motion. The motion passed unanimously.

Approval of New Bank Agreement

Fitton made the following motion:

RESOLVED, that the Bank is hereby designated as a depository of funds of the Customer with the authority to accept for deposit all checks, drafts, notes, bills of exchange, acceptances or other orders for the payment of money in whatever manner endorsed by any authorized signer (each an “Authorized Signer”); and, without limiting the generality of the foregoing, which endorsement may be in writing, by stamp, or otherwise and which endorsement may be effectively made with or without designation or

signature of the person so endorsing. All funds in the Customer's accounts shall be subject to the account agreements, services agreements, rules, regulations, policies, procedures and bylaws of the Bank governing deposits now in effect or hereafter adopted or amended by the Bank; and the Bank shall not be liable in connection with the collection of such items which are handled by the Bank without gross negligence and the Bank shall not be liable for the acts of its agents, subagents or for any other casualty; and

RESOLVED, that the Contractor shall, and by adoption of the Resolutions does, agree to indemnify the Banks against any claim resulting from payments made pursuant to, or actions taken in good faith in reliance upon any authorization contained in the Resolutions, including any actions taken after a change in the authority, authorization or status of any Authorized Representative or Delegate (each as defined below) or Authorized Signer, membership in or composition of, management, ownership, powers or legal structure of the Customer, but before the Bank has received actual notice of revocation in writing of such change and has had sufficient time to act upon such notice; and

Authorized Representatives, Powers, Delegates

RESOLVED, that any one of the officers, members, managers, partners, principals of Customer, or individuals holding a position specified in Section B of the attached "Account Set-Up Form" (the "Authorized Representative") be, and each individually is, (a) authorized and directed to open such deposit accounts and execute on behalf of Customer any signature cards, agreements or other documents necessary to obtain deposit account services with the Bank, (b) authorized, subject to certain limitations set forth below, to enter into all agreements, commitments, schedules, instructions and addenda thereto, including all services as defined therein, with Bank, for the purpose of establishing and maintaining Cash Management Services, and (c) authorized to execute and deliver: (i) any agreement or other document including, but not limited to, the Master Services Agreement for Cash Management Services (the "MSA") that may be necessary or appropriate for the purpose of establishing and maintaining the Cash Management Services; (ii) all account opening documentation and operating instructions; (iii) the designating/changing of Authorized Signers, authorized users and Delegates and the designation of non-signers/inquiry-only users; and (iv) any amendment or revision to any such agreement or other document which in the opinion of the Authorized Representative may be necessary or appropriate; and

RESOLVED, that customer has determined that the Authorized Representatives shall be authorized to establish and maintain Cash Management Services with Bank, to procure any and all Cash Management Services not offered by Bank or as may be offered by Bank from time to time; and

RESOLVED, that the Authorized Representatives are hereby empowered to appoint delegates (the "Delegates") to act on behalf of the Customer for the purpose of establishing and maintaining Cash Management Services with Bank; any such appointment to be in a writing which shall be provided to Bank, and which must include the names and titles of the Delegates, the term of the Delegates' appointment and any limitations placed on the Delegates. No Delegates shall have the authority to execute the MSA. Such Authority to appoint Delegates shall be as set forth in Section C of the attached "Account Set-Up Form;" and

RESOLVED, that the Bank may rely on this document and on any certificate by an Authorized Representative as to the names, offices, and signatures (including facsimile signatures) of the present officers of the Customer, and in like manner the names, offices, and signatures of any person(s) elected

to fill any such offices in the future of the Customer, and will be notified of any change in the Resolutions or any change which affects the Resolutions or the validity thereof. Until the Bank has actually received written notice to the contrary and has had a reasonable period of time to act on such notice the Bank is authorized to act pursuant to the Resolutions and the persons most recently certified shall, as to the Bank, be conclusively presumed to be the officers to act under the authority herein conferred; and

Authorized Signers

RESOLVED, that the undersigned does hereby certify on behalf of the Customer that the individuals listed in and executing Section C of the attached "Account Set-Up form" are duly elected or appointed to hold office and each is empowered to act along for and on behalf of the Customer in accordance with the authority prescribed in the foregoing Resolutions, including acting as Authorized Signers on any accounts of Customer and that any one of such Authorized Signers is authorized to endorse on behalf of the Customer all checks, drafts, notes, bills of exchange, acceptance or other orders for the payment of money deposited to the credit of such accounts; and

RESOLVED, that such Authorized Singers have placed their true and accurate signatures in Section C of the attached "Account Set-Up Form", and Bank shall be entitled to rely in all matters on the authenticity of such signatures. The Bank may rely on the accuracy of the foregoing certification until the Banks has actually received written notice of a change and has had a reasonable period of time to act on such notice; and

RESOLVED, that all checks, drafts and other orders for the payment of money drawn against such accounts shall be signed by or initiated by any one of the Authorized Signers and that the Bank is hereby directed to accept and pay or otherwise honor without further inquiry any check, draft or other order for the payment of money against such accounts for whatever purpose and to whomsoever payable when made, signed, accepted or endorsed by any one of the named Authorized Signers, any persons from time to time holding or claiming to hold any of the offices of the Customer indicated in Section C of the attached "Account Set-Up form," even if such checks, drafts, or other orders for payment of money create or increase an overdraft of such account, although the payment or nonpayment of such overdraft is to be at the option of the Bank; and

RESOLVED, that the Bank may pay all checks, drafts, notes, and orders bearing or purporting to bear the facsimile signature of an Authorized Signer when such signature resembles any specimen certified to the Bank in accordance with these Resolutions, regardless of by whom or by what means the actual or purported facsimile signature thereon may have been affixed thereto. The Customer assumes full responsibility of the use of actual or printed facsimile signature(s) on checks, drafts or orders of the Customer drawn on the Bank and for payment made by the Bank in reliance thereof which payments may be charged to the account of the Customer; and

RESOLVED, that the Resolutions and all the powers hereby granted shall continue n full force and effect until such time that Customer provides Bank with proper and timely written notice of termination of all Cash Management Services authorized herein; and the undersigned agree(s) to notify Bank promptly and in writing of the happening of any change in the identity of the officers, members, manager, partners or principals of the Customer or in the ownership of the Customer or in the Customer's legal structure and of the happening of any dissolution or bankruptcy of the Customer or of any partner, manager, member or principal of the Customer; and

RESOLVED, that any action heretofore taken by Customer's Authorized Representatives, Authorized Signers, or Delegates prior to the date of the Resolutions that is within the authority conferred is hereby ratified, confirmed, adopted, and approved; and

Adoption/Certification of Resolutions

RESOLVED, that the Resolutions have been adopted in accordance and conformity with the Customer's governing documents, all agreements with third parties, and all laws applicable to the Customer, and that all necessary consents, formalities, powers and approvals have been obtained in connection with Customer's adoption of the Resolutions.

Norz seconded the motion. The motion passed unanimously.

Approval of Fleet Cleaning Contract

Irish made the following motion:

BE IT RESOLVED, that Fleet Wash, LLC be awarded the bid to assume responsibility for the aforementioned tasks;

RESOLVED FURTHER, that the Executive Director, Joseph Comerford, hereby is authorized on behalf of the Estuary Transit District to negotiate and execute all necessary contract documents with Fleet Wash, LLC in an amount not to exceed \$100,000.00.

McDonald seconded the motion. The motion passed unanimously.

Approval of Auditor Contract

Hall made a motion to approve a one-year contract with Seward & Monde for the FY22 audit.

Lahm seconded the motion. The motion passed unanimously.

J. Samolis Recognition Resolution

Francis made the following motion:

WHEREAS, Joseph Samolis has served on the Middletown Transit District Board of Directors as the representative for the City of Middletown; and

WHEREAS, He has served as the Board Chair for the Middletown Transit District; and

WHEREAS, He has been an invaluable leader and contributor to the Boards of Middletown Transit District and Estuary Transit District in the merger process of the two Districts; and

WHEREAS, He has been an invaluable contributor to the Board in all areas of transit concern,

NOW, THEREFORE, BE IT RESOLVED that the Estuary Transit District acknowledges and accepts his resignation as a Board Member and Officer, and further, wholeheartedly thanks him for his many years of outstanding contributions and service.

Fitton seconded the motion. The motion passed unanimously.

OLD BUSINESS – None.

CHAIR COMMENTS

Strauss wished Suzanne Helchowski well during her recovery from surgery.

BOARD MEMBER COMMENTS – None.

Executive Session- None.

Next Meeting – July 8, 2022 – 9:00 a.m.

ADJOURNMENT

Francis made a motion to adjourn the meeting at 10:16 a.m. McDonald seconded the motion. The motion passed unanimously.

Respectfully Submitted,

Christina Denison, Clerk