



**ESTUARY TRANSIT DISTRICT
MIDDLETOWN TRANSIT DISTRICT
SPECIAL ESTUARY TRANSIT DISTRICT EXPANSION TRANSITION COMMITTEE
MEETING
MAT Offices, 91 N. Main St, Middletown, CT with Remote Options
August 30, 2021 at 1:00 PM**

AGENDA

- I. Call to Order--S. Tyler, Chair
- II. Roll Call – S. Tyler
- III. MOA Discussion
- IV. Executive Session for the Purpose of Discussing Contract Negotiations with CT DOT
- V. Discussion Topics
 - 1. Appointment of Committee Co-Chairs
 - 2. Committee Workload and Authority to Approve Contracts and Procurements
- VI. Old Business
 - [1.](#) Board Policies
 - [2.](#) Committee Workload
 - [3.](#) Resolutions
 - [4.](#) Marketing Brochure
 - [5.](#) Power Point Presentation
- VII. New Business
 - 1. Meeting Schedule
- VIII. Discussion of Next Steps
- IX. Next Meeting – TBD with Remote Options
- X. Adjournment

Join Zoom Meeting

<https://us02web.zoom.us/j/88235115669?pwd=VHVoQ0x5N2h2c2xCQ0xiaUpjQVhFUT09>

Meeting ID: 882 3511 5669

Passcode: 905273

Language Assistance is available. If you need assistance, please call Lisa at 860-510-0429 ext. 104 at least 48 hours prior to the meeting.

Estuary Transit District
Board Operations Policies

Attendance Policy

Directors are expected to attend all meetings of the full Board and committees to which they have been appointed. If a Director fails to attend two or more consecutive regular board meetings, the Transit District shall notify that Director's Mayor/First Selectman in writing with a copy to the Director concerning their continued absences.

Committees Policy

Standing committees of the Board of Trustees include:

1. Executive Committee: Chaired by the Board Chair, and consists of the four Officers, two non-Officer Directors, and the Executive Director. The Executive Committee develops the agendas for regular and special meetings of the Board of Directors and considers priority issues that may arise between Board meetings.
2. Finance Committee: Chaired by the Treasurer and other Directors appointed by the Board Chair. The Finance Committee reviews the proposed annual operating and capital budgets for the Transit District, and submits a recommendation to the full Board of Trustees to adopt the annual budgets. The Committee monitors budget adherence during the fiscal year, oversees preparation of financial statements by Transit District staff, receives the external auditors' annual report, and performs such other responsibilities as are normally considered parts of the financial operation of the Transit District. The Director of Finance and other staff may be called upon as resources for the Finance Committee.
3. Legislative Committee: Consists of Directors appointed by the Board Chair. The Legislative Committee develops and maintains relationships with Federal, State, and local officials to inform them of the Transit District's activities and issues, enlists support for Transit District concerns, and ensures that the interests of the Transit District are communicated effectively to elected officials and agency personnel. In addition, the Legislative Committee stays abreast of pending legislation at the Federal, State, and local levels that may affect public transit generally and Estuary Transit District in particular.
4. Human Resources Committee: Consists of Directors appointed by the Board Chair. The Human Resources Committee addresses labor issues, wages and benefits for Transit District employees, retirement and incentive programs, updating of employee job descriptions and employee compensation, and oversees the employee Problem Resolution Policy and other personnel policies. The HR/Payroll Manager and other staff may be called upon as resources for the Human Resources Committee.
5. Nominating Committee: Consists of Directors appointed by the Board Chair. The Nominating Committee prepares the slate of officers (Chair, Vice Chair, Secretary, and Treasurer) for recommendation to the full Board of Directors at the annual meeting. The Nominating Committee shall consider proposed candidates' expertise and willingness to serve in preparing the slate. The Nominating Committee will also act in the event an Officer position becomes vacant prior to the next election of Officers.

6. Transit Advisory Committee: Consists of Directors, cognizant Transit District staff, and representatives of the transit riding public appointed by the Board Chair. The Transit Advisory Committee receives and transmits to the full Board comments and input from transit users and the general public concerning the quality, safety, accessibility, convenience of Transit District services and public outreach efforts (including connectivity with other transit operations in Connecticut). The Transit Advisory Committee will review and comment on proposed service changes (including new services and the modification of existing services).
7. Marketing Committee: Consists of Directors appointed by the Board Chair. The Marketing Committee develops, reviews, and recommends programs, materials, and other communications media (including website, publications, news releases, etc.) with the objective of increasing public understanding of Transit District services, enhancing the Transit District's public image, and encouraging residents in the Transit District service area to use transit.

As provided in the By-Laws, the Board of Directors may establish special and ad hoc committees in addition to the standing committees as deemed necessary.

All Board members are expected to serve on one or more standing committees. However, as per the By-Laws, a majority of Board members shall not be appointed to a given committee at any one time.

Committee members are appointed by the Board Chair who will submit appointments to the full Board of Directors for approval.

The Board Chair may replace a Director who fails to attend two or more consecutive committee meetings.

The Board Chair may not appoint himself/herself to the Nominating Committee, but may appoint himself/herself to other committees. If not appointed to a committee, the Board Chair serves as non-voting ex officio on that committee, but his/her attendance does not count towards a quorum for committee meetings.

The Board Chair may appoint an alternate or alternates to committees for the purpose of attending meetings and filling in for absent members. However, alternates do not count towards a quorum at committee meetings and do not vote as committee members, unless filling in for an absent member.

Committees may invite Transit District staff or others from outside the Transit District to participate in meetings as appropriate.

Meetings Policy

The schedule of regular Board of Directors meetings will be announced each year as of January 1, including the dates, times, and location of the meetings. The announcement will be posted on the ETD website, and a copy will be filed with the Clerk of each member municipality. The agenda for each meeting will be posted on the ETD website and furnished to each Director via email at least 48 hours in advance. Changes to the announced schedule of meetings shall require at least 30 days' notice to be posted on the ETD website and filed with the Clerk of each member municipality.

Committee meetings will be held at the call of the Committee Chair. Notice of the date, time, location, and agenda for committee meetings will be posted on the ETD website and furnished to each Committee member via email at least 24 hours in advance of the meeting.

Roberts Rules of Order will govern the parliamentary procedures at Board of Directors and Committee meetings.

Directors who expect to be absent from a Board or committee meeting should notify the Chair or Committee Chair in advance if possible.

Directors may attend regular Board meetings electronically, but must notify the Chair or Executive Director in advance so appropriate arrangements can be made. This same policy shall apply to members who need to attend a committee meeting electronically.

The Meetings Policy outlined above is intended to conform to State Freedom of Information statutes and requirements.

Conflict of Interest Policy

Directors, the Executive Director, and other key management staff who participate in decision-making for the Transit District have a duty to be free from the influence of personal considerations when conducting Transit District business. Such individuals' positions must never be used directly or indirectly for private gain or personal interest, or to cause the Transit District to violate applicable Federal or State laws and regulations. Such individuals shall, in all instances, avoid any action or participation that represents, or could be reasonably construed as representing, a conflict of interest.

For the purpose of this policy, "decision-making" shall include, but is not necessarily limited to, purchases and procurements, awarding of contracts, selection of contractors and agents, and other transactions that financially benefit an entity outside the Transit District.

Directors, the Executive Director, and other key management staff who participate in decision-making for the Transit District shall annually complete a Conflict of Interest Statement (see below) disclosing all potential conflicts involving sources of income or business connections (both for themselves personally and immediate family members) outside the Transit District. The Statement shall also formally commit signatories to disclose to the Board of Directors any potential conflicts of interest that may arise in the course of their service to the Transit District and to abstain from participating in any decision-making that would represent, or could reasonably be construed as representing, a conflict of interest.

Signatories must promptly inform the Board in writing of any material change in the information provided in their Conflict of Interest Statement.

The Secretary will ensure that Conflict of Interest Statements have been completed by all required individuals and will ensure that the statements are maintained in a secure location.

ESTUARY TRANSIT DISTRICT

DIRECTOR’S CONFLICT OF INTEREST DISCLOSURE FORM

Name: _____

Please list below entities in which you are employed, in which you have a principal ownership position, or in which you and/or members of your immediate family could benefit financially as a result of such entity doing business with Estuary Transit District.

- 1. _____
- 2. _____
- 3. _____
- 4. _____
- 5. _____

Please append additional listings if necessary.

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

I have reviewed, and agree to abide by, the Conflict of Interest Policy of the Estuary Transit District.

I agree to disclose to the Board of Directors any potential conflicts of interest that may arise in the course of my service to the Transit District, and to abstain from participating in any decision-making that would represent, or could reasonably be construed as representing, a conflict of interest.

I agree to promptly submit an amended Conflict of Interest Disclosure form in the event of any material change in the information provided above.

Signature: _____

Date: _____

Indemnification Policy

ETD will indemnify any Officer or Director who is or was a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was a Director or Officer of ETD, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person (a) conducted himself/herself in good faith, (b) reasonably believed, in the case of conduct in his or her official capacity with ETD that his or her conduct was in the best interest of ETD, and, in all other cases, that his or her conduct was at least not opposed to the best interest of ETD, and (c) with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

However, no person shall be entitled to indemnification under this policy either (a) in connection with a proceeding brought by or in the right of ETD in which the Officer or Director was adjudged liable to ETD, (b) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in his or her official capacity, in which he or she is ultimately adjudged liable on the basis that he or she improperly received personal benefit, or (c) in connection with any other proceeding charging actions judged unlawful or in violation of Federal, State, local, or Board standards.

Indemnification under this policy in connection with a proceeding brought by or in the right of ETD, shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this policy.

Any indemnification under this policy shall be made by ETD only as authorized in each specific case upon a determination that indemnification of the Officer or Director is permissible under the circumstances because such person met the applicable standard of conduct. Such determination shall be made (a) by a majority vote of a quorum of disinterested Directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or (b) If such quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board designated by the Board, which committee shall consist of two or more Directors who are not parties to the proceeding (Directors who are parties to the proceeding may participate in the designation of Directors to serve on such committee), or (c) If such a quorum of the Board cannot be obtained or such a committee cannot be established, or even if a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board in accordance with the above procedures.

Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal

counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

For purposes of this policy, the terms “Officer” or “Director” shall include any person who served as an Officer or Director of ETD as provided in the By-Laws of the Transit District. The terms shall also include the estate or personal representative of an Officer or Director, unless the context otherwise requires.

For purposes of this policy, the term “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

For purposes of this policy, the term “party” includes any individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

For purposes of this policy, the term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employment benefit plan), or reasonable expense incurred with respect to a proceeding.

For purposes of this policy, the phrase “official capacity” shall mean while serving or engaging in activities as an Officer or Director of ETE and acting on behalf of ETD in such capacity.

This policy shall also apply to include the Executive Director and other employees of the Transit District.

The Executive Director shall ensure that insurance coverages are procured and maintained on behalf of the Transit District consistent with this policy. The Board of Directors will annually approve the amounts and purchase of such coverages, and the Executive Director will report annually to the Executive Committee of the Board of Directors listing all such coverages that are in place.

Expense Reimbursement Policy

Officers and Directors receive no compensation from the Transit District for their time spent performing their duties and responsibilities as Officers and Directors.

Officers and Directors do not receive reimbursement for personal vehicle mileage, home office equipment and supplies (including, but not limited to, telephone, computer, wi-fi, printer, etc.), or other incidental expenses incurred in their preparation for and attendance at Board and committee meetings and other in-state meetings and events in connection with their service. Officers and Directors who use their personal vehicle for travel related to Transit District business are responsible for any liability arising from such use and to maintain insurance as required by State statute.

Officers and Directors may receive reimbursement for out-of-state travel on Transit District business (for example, to attend a regional transit association meeting or observe new technology in use at another transit system), subject to the following conditions:

- A. Travel must be approved in advance by the Board of Directors, including the purpose of the travel and an itemized estimated cost (including if applicable, but not limited to, airfare, mileage, parking, taxi, hotel, meals, registration, and incidentals).
- B. Personal vehicle mileage will be reimbursed at the rate currently approved by the Internal Revenue Service.
- C. Air travel (economy class only) will be approved only for travel over 200 one-way miles that is not reasonably and more economically made via train, bus, or automobile.
- D. Upon completion of travel, the individual(s) will submit an itemized expense report along with receipts to the Director of Finance to review. Expenses within the estimated cost previously approved by the Board of Directors will be reimbursed to the traveler. Expenses which exceed the approved estimated cost must be submitted to and approved by the Board of Directors before reimbursement is made.

Exceptions to this policy may be approved on a case-by-case basis by the Board of Directors – for example, reimbursing the cost of registration to attend a statewide transit association meeting.

Definition of “Major Service Change” Policy

ETD is committed to fully comply with Title VI of the Civil Rights Act and implementing guidelines and requirements issued by the Federal Transit Administration. In compliance with FTA Circular 4702.1B, ETD has adopted a Title VI Program which, among other provisions, addresses the requirement to analyze disparate impacts on minority communities and disproportionate burdens on low-income communities resulting from “major service changes,” and to analyze options to mitigate such impacts.

The ETD Board of Directors has adopted the following definition of “major services changes” for the purpose of Title VI compliance:

1. Discontinuation of existing fixed-route service to any part of the ETD service area, including elimination of an existing route or route segment and/or replacement of fixed-route service with demand-response service.
2. Replacement of public demand-response service in an area with a fixed-route.
3. Discontinuing service on weekend days and/or holidays, even if such discontinuation does not exceed the 10% threshold in Item #7 below.
4. Implementation of a new route.
5. Systemwide service reduction or increase involving 10% or more of total route miles or service hours.
6. Reducing the span of service on any route (i.e., eliminating first and/or last trips).
7. Reducing the revenue miles and/or hours of service on any route by 15% or more.

Investment Policy

Purpose

The purpose of this policy is to set forth the investment objectives and guidelines for the management of funds of the Estuary Transit District. This policy is intended to:

1. Safeguard funds of the Transit District;
2. Ensure that operating and capital funds are available when needed;
3. Ensure compliance with applicable Connecticut statutes and generally accepted accounting and investment standards; and
4. Provide a reasonable return on investments in light of statutory restrictions.

Scope

In accordance with accounting standards, financial reporting guidelines, and Connecticut statutes, this investment policy applies to all cash and investments held or controlled by the Treasurer on behalf of the Transit District. This includes, but is not necessarily limited to, operating and capital funds received from the Connecticut Department of Transportation, contributions from member municipalities, passenger fare revenue, auxiliary transportation revenue, and grants from other agencies. In the event any future revenues have statutory requirements that conflict with this policy, such statutory requirements shall prevail.

Relevant Statutory Provisions

Investments of the Transit District shall conform at all times with the requirements of Connecticut General Statutes sections 7-400, 4-402, 36a-332, and 36a-336. These statutes are herein incorporated by reference.

Investment Objectives

The primary objectives of the Transit District investment policy shall be, in priority order, as follows:

1. **Safety of Principal**. The foremost objective of this investment policy is to ensure the safety of principal funds entrusted to the Transit District. Investment transactions shall be undertaken in a manner that gives the highest priority to the preservation of capital in the overall portfolio. This is achieved by the following:
 - a. Minimizing custodial credit risk. Investments and deposits shall only be made with authorized investment institutions and dealers so as to minimize the risk of loss due to failure of such depositories, security issues, or backers.

- b. Diversifying the Investment Portfolio. Investments and deposits shall be made so as to minimize the risk of loss from any one institution or type of security issuer.
 - c. Minimizing rate risk. Investments shall be made so as to minimize the risk that the market value of securities in the portfolio will fall due to change in market interest rates. This is accomplished by structuring the investment portfolio so that securities mature to meet cash requirements for ongoing operations and investing operating funds primarily in shorter-term securities, liquid asset funds, money market mutual funds, or similar investment pools and limiting the average maturity in accordance with the Transit District's cash requirements.
2. Liquidity. The Transit District's investment portfolio shall remain sufficiently liquid to enable the Transit District to meet all operating requirements that might be reasonably anticipated.
 3. Yield/Return on Investments. The Transit District's investment portfolio shall be designed with the objective of attaining a reasonable rate of return, taking into account the applicable risk constraints and liquidity needs. It is understood that return on investment is of secondary importance when compared to the safety and liquidity objectives described above.

Management of Investments; Role of the Treasurer

Pursuant to the By-Laws of the Estuary Transit District, the Treasurer is responsible for overseeing the management of Transit District investments and accounts by staff. The Treasurer shall be responsible for overseeing the transfer of appropriate funds to effect investment transactions and for the investment of operating funds and bond proceeds consistent with this policy and as directed by the Board of Directors. The Treasurer shall also be responsible for designating depositories as authorized by the above-referenced Connecticut General Statutes.

Standards of Prudence

Investment decisions on behalf of the Transit District shall apply the "Prudent Person" standard. The Prudent Person standard states: "Investments shall be made with judgement and care, under circumstances then prevailing, which persons of prudence, discretion, and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived from the investment."

Ethics and Conflict of Interest

The Transit District Treasurer, and all other officers and employees involved in the handling and management of funds and investments, shall strictly adhere to the Transit District's Conflict of Interest Policy.

Authorized Investment Institutions and Dealers

Only institutions and dealers listed in the above-referenced Connecticut General Statutes shall be utilized by the Transit District as depositories for its funds.

All brokers, dealers, and other financial institutions approved by the Transit District shall be provided with current copies of the current policy and shall acknowledge in writing their receipt of same.

Competitive Selection of Investment Instruments

The Transit District shall obtain bids or proposals from at least two (2) brokers or financial institutions on all purchases of investment instruments. Overnight sweep investment instruments shall not be subject to this section.

Policy Adoption and Review

This investment policy shall be adopted by resolution of the Transit District's Board of Directors. The investment policy shall be reviewed periodically or as needed, and any revisions or updates shall be adopted by the Board. Conformance of investments to this policy shall be included in the annual fiscal audit for Estuary Transit District.

Qualified Public Depository for Transit District Cash Assets

All deposits will be made to qualified public depositories, consistent with the above-referenced Connecticut General Statutes.

Joint Expansion Transition Committee
Monday, August 16

Discussion of Committee Workload

Board Policies and Bylaws

- Finalize
- Dissemination/timing

Oversight Committee

- Structure
- What is its' role?

Participation in Local Process to Implement Consolidation

- Attend board of selectman, council and other meetings as needed
- Answer questions
- Prepare and/or make presentations

Labor Issues

- Meeting with Labor attorney for background
- Identify further research needed

Special Studies

- Human Resources (analysis of pay scales, benefits, policy changes required, etc.)
- Fare Study (recommend fares, fare collection technology, connection of transit systems, etc.)
- PR/Marketing (regional marketing campaign, new branding, etc.)
- Legal (consultation on union negotiations, other workplace matters)
- Identify additional studies as needed

Technical Projects

- Upgrade AVL system (unified dispatching)
- Demand response scheduling system moved to ETD Ecolane (optimize scheduling)
- Upgrade MAT radio system (interoperability with ETD)
- New planning software (optimize run-cutting)
- New fare collection equipment
- IT equipment

Committee involvement (how should Boards participate):

- Development or review of scope for studies
- Selection of consultants/vendors
- Oversight of consultant
- Implementation of study recommendations

Facilities Oversight

- Revise implementation plan
- Monitor progress on milestones
- Participate in site selection
- Participate in design
- Participate in construction

MOA Oversight

- Implementation of transit study
- Decision making as necessary and appropriate

Other

Merger Related Studies and Projects

Study/Project	Cost Estimate	Notes
<p>Legal Fees Legal consultation for boards on merger, union negotiations and other workplace matters.</p>	\$50,000	FUNDED
<p>Human Resources Study New district will exceed 50 employees, triggering new requirements and potentially two labor divisions. An analysis of pay scales, benefits, policy changes, etc. will be required.</p>	\$75,000	FUNDED
<p>Other Studies During the merger process, the districts and CTDOT will likely find other unforeseen issues that require further study.</p>	\$50,000	FUNDED
<p>Fare Study The new entity will require one fare structure and one fare collection system. A study is required to recommend fares, fare collection technology and interoperability with connecting transit systems.</p>	\$50,000	FUNDED
<p>Joint Audit Statement Following the FY 2021, a joint audit statement of the two districts should be prepared.</p>	\$40,000	FUNDED
<p>PR/Marketing A public relations/marketing firms should be engaged to establish a consistent message about the merger, create a regional marketing campaign and develop and promote a new brand.</p>	\$100,000	FUNDED
<p>AVL Upgrade MAT fleet to ETD AVL system to allow unified dispatching and customer experience</p>	\$150,000	FUNDED

Study/Project	Cost Estimate	Notes
Scheduling Software Move MAT demand response scheduling to ETD’s Ecolane system. Using one software will allow for greatest optimization of scheduling and centralizing of scheduling functions and provide new resources to MAT.	\$40,000	FUNDED
Radio System Upgrade MAT to state police radio system to increase range and be compatible with ETD	\$200,000	FUNDED
Planning/Run Cutting Software Software to meet Title VI requirements for planning and to perform run cutting on the new larger system.	\$40,000	FUNDED
Fare Collection New fare collection equipment for MAT fleet	\$350,000	FUNDED
Non-Revenue Vehicles Administrative vehicle to move staff between sites, service truck for both fleets. Administrative vehicle to move additional shared staff between sites, road supervisor vehicle.	\$150,000 \$55,000	FUNDED NOT YET FUNDED
Environmental Site Review – Current MTD Facilities Phase 1 review before transfer of assets to understand potential liability	\$25,000	NOT YET FUNDED
Shoreline Real Estate Market Review If identified Westbrook site is no longer available or is not successfully negotiated, a real estate review for a shoreline facility will be required	\$125,000	NOT YET FUNDED
Rebranding Rebranding vehicles, signage, website, etc.	\$350,000	NOT YET FUNDED

RESOLUTION OF THE ESTUARY TRANSIT DISTRICT BOARD OF DIRECTORS

THE UNDERSIGNED, the duly authorized Secretary of the Board of Directors (the “Board”) of the Estuary Transit District (the “ETD”), hereby submits the foregoing resolution which was entered and authorized at the meeting of the Board held on August 23, 2021;

WHEREAS, pursuant to Conn. Gen. Stat. § 7-273b, the ETD was established in 1981;

WHEREAS, the Board has determined that combining the ETD with the Middletown Transit District (“MTD”) will result in improved transit services to the regions respectively served by the ETD and MTD by: enhancing the fiscal sustainability of a larger district; providing efficiencies of scale that will result in reduced costs for fleet maintenance; enhancing staff recruitment and retention by providing more opportunities for advancement; providing significant service improvements including better customer service, expanded service areas, frequencies and hours; and providing for new and upgraded capital facilities that will improve both operational and financial efficiency;

WHEREAS, on July 23, 2021, ETD entered into a Memorandum of Agreement (the “MOA”) with the MTD pursuant to which MTD and ETD committed to prepare for and effect the equivalent of a merger of MTD and ETD by the MTD member municipalities withdrawing from MTD, the joining of MTD’s member municipalities into ETD, and the transfer of MTD’s assets and transit operations into the existing ETD structure, and to implement other recommendations for Scenario 3 in the Lower Connecticut River Valley Transit Study (hereafter referred to as LCRV Transit Study) prepared for the Lower Connecticut River Council of Governments (“RiverCOG”) conditioned upon receiving the necessary support from the Connecticut Department of Transportation (“CTDOT”) as set forth in the MOA which MOA is attached as Exhibit A;

WHEREAS, Conn. Gen. Stat. § 7-273b(e) provides that “[t]he legislative body of any municipality may vote to establish a transit district or to join with any one or more municipalities to form such a district. Any municipality may at any time be included in the district if the legislative body thereof so votes and if accepted by a majority vote of the directors of the transit district.”;

WHEREAS, to improve efficiencies of operations by ETD and MTD and in anticipation of the MTD member municipalities joining ETD, ETD and MTD entered into an Employee Sharing Services Agreement whereby ETD and MTD agreed to share certain employees during the transition period as jointly determined by ETD and MTD and their respective boards;

NOW THEREFORE, BE IT RESOLVED, the Board hereby declares that it believes it is in the respective best interests of ETD’s member municipalities and the community that the MTD member municipalities join ETD conditioned upon the CTDOT providing certain assurances concerning CTDOT’s commitment to provide certain support, services and funding to the expanded ETD upon the MTD member municipalities joining ETD as set forth in the MOA and satisfactory to and in the discretion of ETD and its member municipalities;

RESOLVED, that the Board hereby invites the City of Middletown, Town of Durham, and Town of Middlefield to join the ETD in accordance with Conn. Gen. Stat. § 7-273b and as contemplated by this resolution and the MOA;

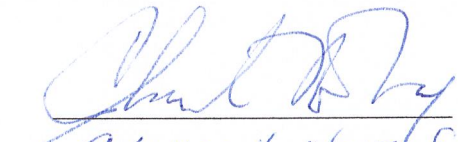
RESOLVED, that Leslie Strauss, Chair of the Board, may execute any further documents necessary or as may be required to proceed with the transaction contemplated by this resolution and the MOA;

RESOLVED, that all actions heretofore with respect to the foregoing matters be and each of them hereby is approved and ratified in all respects;

RESOLVED, that this resolution and consent be placed in the minute book of the ETD and become a part of the records of the ETD.

IN WITNESS WHEREOF, I have executed the foregoing as Secretary of the Board as of the date set forth below the undersigned.

Dated: August 20 2021


CHARLES H. NORZ, SECRETARY

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF THE MIDDLETOWN TRANSIT DISTRICT**

THE UNDERSIGNED, being all the members of the Middletown Transit District (the “MTD”) Board of Directors (the “Board”), hereby unanimously consent to adopt the following resolution for and on behalf of MTD:

WHEREAS, pursuant to Conn. Gen. Stat. § 7-273b, the City of Middletown established the MTD in 1968;

WHEREAS, on March 14, 2018, the Board moved to resolve and invite, among others, the Towns of Durham and Middlefield to join MTD;

WHEREAS, in 2019, the Towns of Durham and Middlefield became members of MTD pursuant to Conn. Gen. Stat. § 7-273b(e);

WHEREAS, on July 23, 2021, MTD entered into a Memorandum of Agreement (the “MOA”) with the Estuary Transit District (“ETD”) pursuant to which MTD and ETD committed to prepare for and effect the equivalent of a merger of MTD and ETD by the MTD member towns withdrawing from MTD, the joining of MTD’s member towns into ETD, and the transfer of MTD’s assets and transit operations into the existing ETD structure, and to implement other recommendations for Scenario 3 in the Lower Connecticut River Valley Transit Study (hereafter referred to as LCRV Transit Study) prepared for the Lower Connecticut River Council of Governments (“COG”) conditioned upon receiving the necessary support from the Connecticut Department of Transportation (“CDOT”) as set forth in the MOA which MOA is attached as Exhibit A;

WHEREAS, Conn. Gen. Stat. § 7-273b(e) provides that “[t]he legislative body of any municipality may vote to establish a transit district or to join with any one or more municipalities to form such a district. Any municipality may at any time be included in the district if the legislative body thereof so votes and if accepted by a majority vote of the directors of the transit district.”;

WHEREAS, in order to improve efficiencies of operations by ETD and MTD and in anticipation of the MTD member towns joining ETD, ETD and MTD entered into an Employee Sharing Services Agreement in order whereby ETD and MTD agreed to share certain employees during the transition period as jointly determined by ETD and MTD and their respective boards;

NOW THEREFORE, BE IT RESOLVED, the Board hereby declare that they believe it is in the respective best interests of its member towns and the community to join ETD conditioned upon the CDOT providing certain assurances and support concerning CDOT’s commitment to provide certain support, services and funding to the expanded ETD upon the MTD member towns joining ETD as set forth in the MOA and satisfactory to and in the discretion of MTD and its member towns;

RESOLVED, that Joseph Samolis, Chairperson of the Board, may execute any further documents necessary or as may be required to proceed with the transaction contemplated by this resolution and the MOA;

RESOLVED, that all actions heretofore with respect to the foregoing matters be and each of them hereby is approved and ratified in all respects;

RESOLVED, that the Board recommends that its member towns proceed with obtaining any approvals necessary to move forward with the proposal as contemplated by this resolution and the MOA; and

RESOLVED, that this resolution and consent be placed in the minute book of the MTD and become a part of the records of the MTD.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board, hereby approve, ratify and confirm the foregoing resolution as of the date below.

Dated: August __, 2021

Joseph Samolis

Beverly Lawrence

Laura Francis

Edward P. Bailey

400K
ANNUAL
RIDERSHIP



PRE-COVID

40
COMBINED
FLEET SIZE



56
EMPLOYEES



ABOUT THIS PROJECT

The Middletown Transit District (MTD) is joining the Estuary Transit District (ETD) to expand and improve regional transit service to the Lower Connecticut River Valley.

STRONG FISCAL STEWARDSHIP

Led by a board with strong fiscal oversight, the agency will increase financial resilience through proactive budget planning and cost saving measures. Efficiencies will be achieved by eliminating redundancies and investing in cost-effective long-term solutions.

EFFICIENCIES OF SCALE

This project includes a robust expansion with state-of-the-art facilities, equipment, technology and staff. By leveraging the adoption of innovations that the current infrastructure is not equipped to support, costs will be reduced for fleet maintenance, tech & software, and capital at the least.

TALENT & CORE COMPETENCIES

Enhancing opportunities for advancement will lead to greater employee retention. New positions will be added with key skills and experience, enabling staff to focus on their areas of expertise.

SERVICE IMPROVEMENTS

Many improvements – both internally and externally – will be realized. Innovative mobility solutions, zero emission buses and customer friendly apps will be adopted. Transportation needs will be better met through expanded service areas, frequencies, and hours.

PUBLIC BENEFITS

With the necessary facilities and personnel in place, the community can expect responsive action to meet the needs of all. Businesses, commuters, students, seniors, and people with disabilities, all are welcome aboard!

ETD + MTD

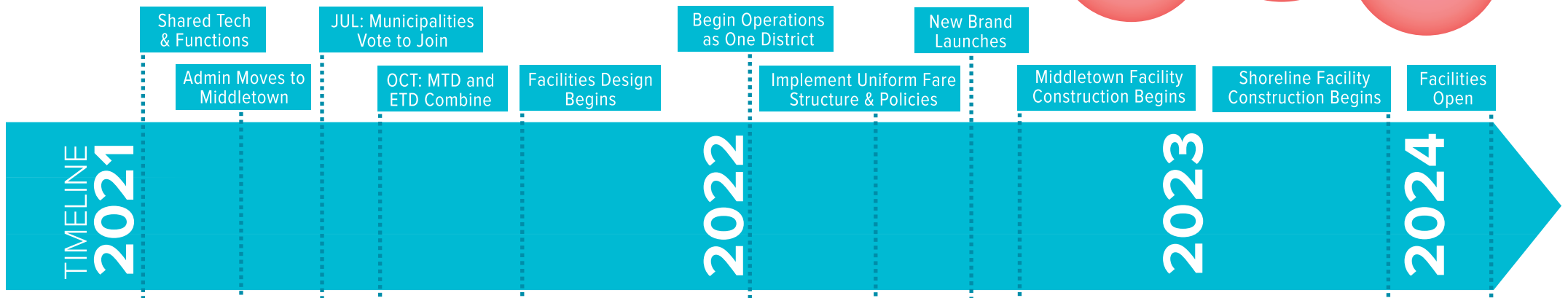
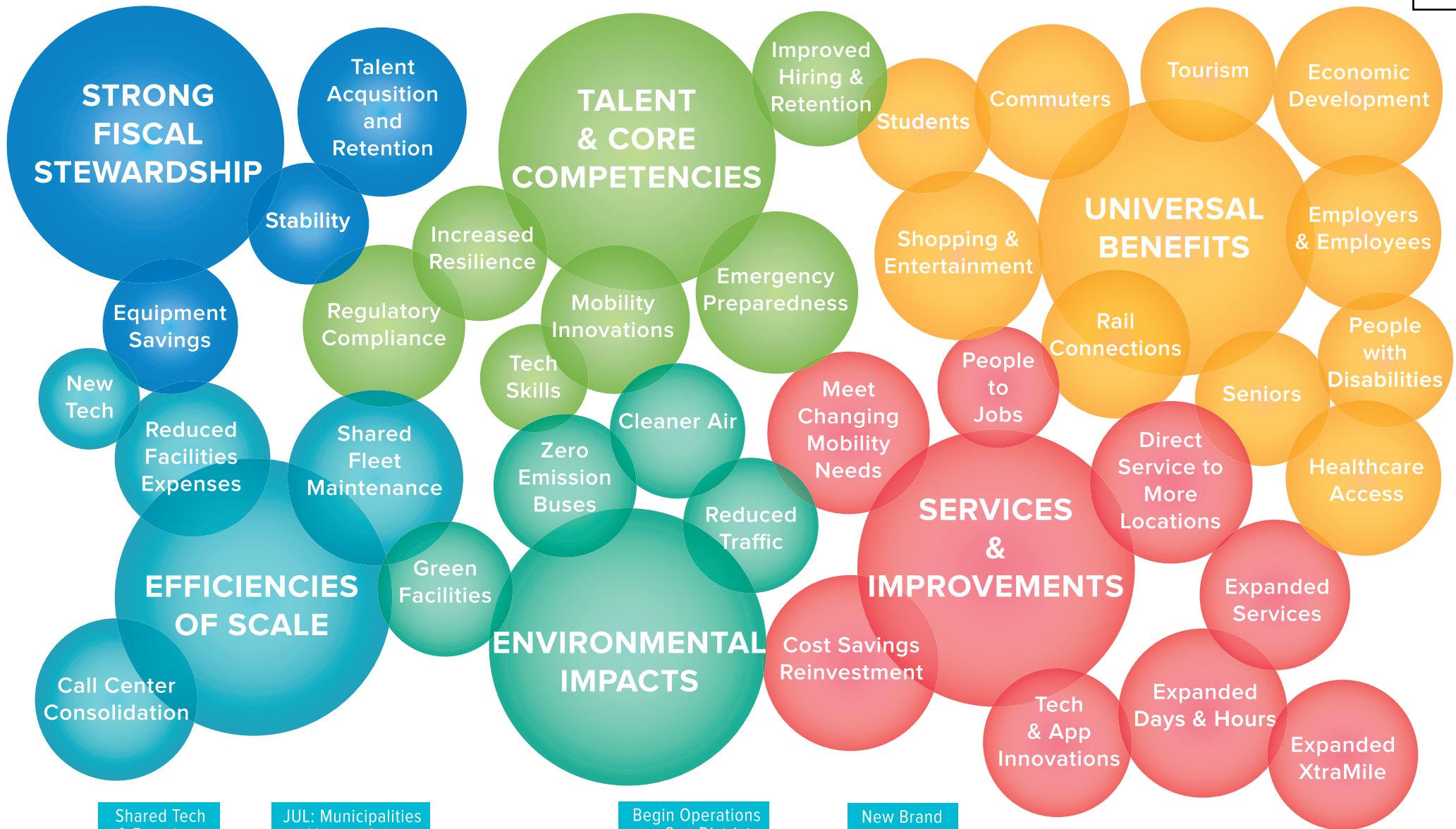
ESTUARY TRANSIT DISTRICT + MIDDLETOWN TRANSIT DISTRICT EXPANSION

2021-2024

LOWER CONNECTICUT RIVER VALLEY



CONTACT INFORMATION
info@estuarytransit.org
860-510-0429 or 860-346-0212
estuarytransit.org/expansion



Combining the Middletown and Estuary Transit Districts

Improving Transit Service in the Lower Connecticut River Valley



BACKGROUND

In June 2020, a Lower Connecticut River Valley Transit Study, funded by the Connecticut Department of Transportation (CTDOT), recommended expanding the Estuary Transit District (ETD) to be the single transit operating entity for the Middletown and Shoreline region.

The consolidation of Middletown Area Transit (MAT) and ETD districts is jointly supported by CTDOT, MAT, ETD, and the River COG.

VISION

Strong Fiscal Stewardship

Efficiencies of Scale

Talent & Core Competencies

Service Improvements

Public Benefits

BENEFITS



Staffing



Technology



Service



Facilities

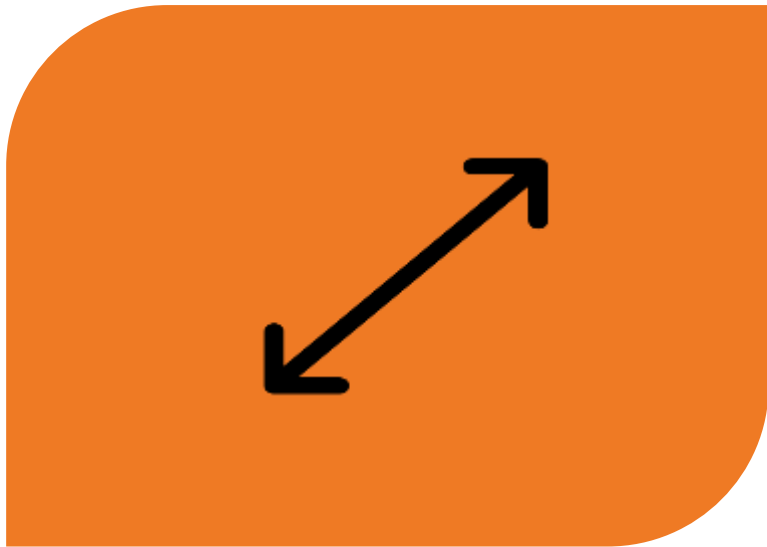
STAFFING BENEFITS



Combining the workforce of two relatively small districts into one larger entity will:

- Increase opportunities for advancement
- Provide back-up capabilities when vacancies occur
- Increase staff technical capacity

STAFFING BENEFITS



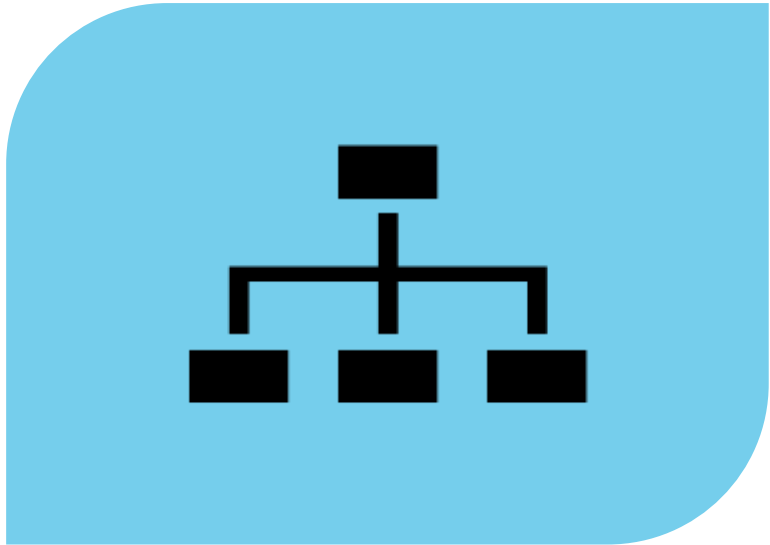
Attracting and retaining quality staff will be enhanced.

STAFFING BENEFITS



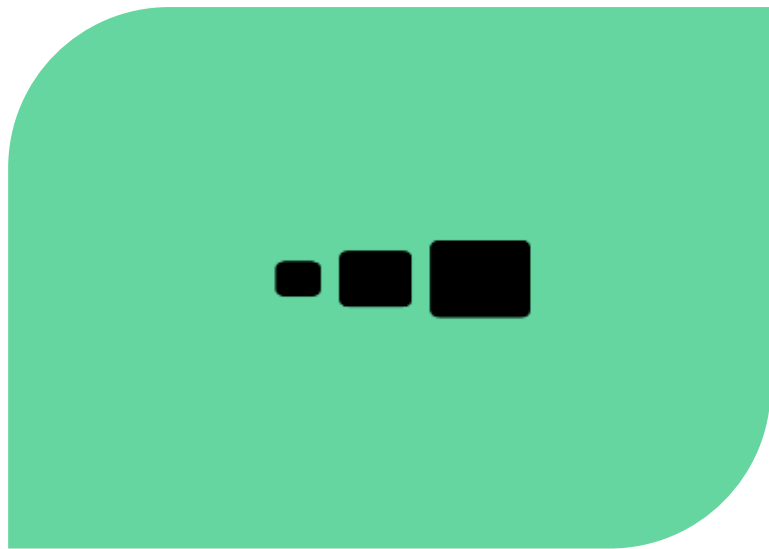
There will be only one Executive Director and one Finance Director, thereby freeing up funds for other needed positions.

STAFFING BENEFITS



Recommended additional administrative positions will provide enhanced management oversight for transportation and maintenance functions.

STAFFING BENEFITS



- No existing positions will be lost as a result of the expansion.
- It will not be necessary for personnel to relocate.

TECHNOLOGY BENEFITS

Upgraded technology and equipment across the region reduces redundancies and adds conveniences for transit riders.

An interoperable radio system creates unified communication.

An upgraded district-wide fare collection system offers a single fare structure.

An Intelligent Transportation System (ITS) provides regional real-time bus tracking.

A shared scheduling software system for Dial-A-Ride offers real-time location & reminder calls.

SERVICE BENEFITS

The expansion will result in improved connectivity to statewide transit services including:

- CTtransit bus routes from Hartford, Meriden, New Britain, and New Haven
- Southeast Area Transit (SEAT) bus routes from Norwich-New London
- Hartford Line, Shoreline East, and Amtrak rail services.

SERVICE BENEFITS

In-house vehicle maintenance and bus washing facilities will improve reliability, efficiency, and reduced costs.

SERVICE BENEFITS

Improved efficiencies from combining the Districts will result in savings that can be used to improve and expand services.

FACILITIES BENEFITS

The expansion will result in the following new and upgraded facilities:

- Existing Middletown facility at 91 North Main Street will be renovated and expanded.
- A new shared vehicle maintenance facility in Middletown will be constructed.
- A new operating facility at a shoreline location to be determined will be constructed.



FACILITIES BENEFITS

These new or renovated facilities will:

- Improve vehicle maintenance capabilities.
- Provide for growth with space for potential fleet expansion.
- Incorporate the latest energy-efficient technology.
- Provide Electric Vehicle (EV) charging capabilities.

EXPANSION IMPLEMENTATION

The three MAT member municipalities (Middletown, Middlefield, and Durham) vote to join ETD.

The ETD Board of Directors accepts the new members.

The expanded ETD will initially consist of 12 member municipalities.

Other adjoining towns may join in the future (Portland, East Hampton, East Haddam, Haddam, etc.)

EFFECT ON EXISTING SERVICE

- Existing transit services of both MAT and ETD will remain unchanged during the transition.
- MAT and ETD personnel will continue to operate their respective services.

GOVERNANCE

- **Board Composition**

- Eleven of the member municipalities will each appoint one Director. Per statute, based on population, Middletown will appoint two Directors.

- **Quorum**

- A quorum will require 2/3 of the member municipalities (8) to be present **and** that the present directors represent a majority of the weighted vote.

GOVERNANCE

➤ Voting

- The statute requires weighted voting based on the relative population of each member municipality.
- Voting will require a majority of the municipalities present **and** a majority of the weighted vote for directors who are present.
- This structure ensures that equitable decisions will be made by broad support of the membership.

BRANDING

- The legal name will continue to be Estuary Transit District.
- A new d.b.a. reflecting the expansion will be established.
- Transit services of both MAT and ETD will be re-branded.
- New bus designs, bus stop signage, uniforms, schedules, logos, and website design will be implemented.

EXPANSION FUNDING

As recommended by the study, CTDOT funding is anticipated for:

- Needed additional administrative positions.
- Land acquisitions.
- Construction and renovation of facilities.
- Operating costs of facilities.
- Operational projects and planning studies.

EXPANSION FUNDING

- These upfront investments will generate long-term savings through efficiencies.
- **No increase in local contributions is anticipated as a result of the expansion.**

EXPANSION FUNDING

- The CTDOT Commissioner has allocated \$2.5 million from Federal funds to support operational needs for the next three years.
- Funding is in place for special projects and studies.
- State and Federal funding will further support the expansion.

ACTIONS TO DATE

- A committee was established with board members from both ETD and MAT to oversee the transition and expansion.
- The Boards have signed inter-district agreements to implement the expansion:
 - A Memorandum of Agreement (MOA) outlines the framework for the expansion.
 - An Employee Services Sharing Agreement governs the activities of the staff providing services to both districts.

ACTIONS TO DATE

- By-laws and Board governance policies to be adopted by the expanded ETD have been developed and reviewed by legal counsel.
- ETD administrative offices were relocated to the MAT campus in early May 2021.

TIMETABLE FOR NEXT STEPS

CTDOT funds land acquisition for Shoreline facility.

MAT member towns vote to join the expanded ETD.

ETD votes to accept the new member towns.

Begin operations as one Transit District.

After July 2022: Additional towns may request to join ETD.



CTDOT funds 3 new admin positions indicated by study.

Special studies and capital projects begin.

Land acquired for shared maintenance facility in Middletown.

Facilities Master Plan completed.