



**ESTUARY TRANSIT DISTRICT
REGULAR BOARD MEETING**
ETD Offices, 91 N. Main St, Middletown, CT
with Remote Options
May 12, 2023 at 9:00 AM

AGENDA

- I. Call to Order — L. Strauss, Chair
- II. Roll Call — T. Griswold, Secretary
- III. Visitors' Comments
- IV. Secretary's Report — T. Griswold
 - [1.](#) Acceptance of Board Meeting Minutes of April 14, 2023
 - [2.](#) Acceptance of Facilities Committee Minutes of April 25, 2023
 - [3.](#) Acceptance of Finance Committee Minutes of May 11, 2023
- V. Communications — T. Griswold
- VI. Treasurer's Report — C. Norz
- VII. Committee Reports
 1. Finance Committee — C. Norz, Chair
 2. Facilities Committee — J. Gay, Chair
 3. Marketing Committee — L. Strauss, Chair
- VIII. Executive Director's Report — J. Comerford
- IX. Transit Planner's Report - B. Geraghty
- X. Finance Director's Report — H. Famiglietti
- XI. New Business
 - [1.](#) Approval to Publish FY 23-24 Budget
 - [2.](#) Bank Borrowing Resolution
 - [3.](#) Board Policies Revision
- XII. Old Business
- XIII. Chair Comments
- XIV. Board Members Comments
- XV. Next Meeting — June 9, 2023 at 9:00 AM with Remote Options
- XVI. Adjournment

Join Zoom Meeting

<https://us02web.zoom.us/j/85658322438?pwd=V21EVGN3azd0MWdXOWNzOFBoTkIkUT09>

Meeting ID: 856 5832 2438

Passcode: 322594

One tap mobile

+13126266799,,85658322438#,,,,*322594# US (Chicago)

+16469313860,,85658322438#,,,,*322594# US

Dial by your location

+1 312 626 6799 US (Chicago)

+1 646 931 3860 US

+1 929 436 2866 US (New York)

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

RIVER VALLEY TRANSIT
REGULAR MEETING
Friday, April 14, 2023
ETD Offices and via ZOOM

CALL TO ORDER

Chairman Strauss called the meeting to order at 9:10 a.m. A quorum was established with the following Board members present: Chairman Strauss, Joan Gay, Charlie Norz, Jim Irish, Tim Griswold, Angus McDonald (briefly exited the meeting at 9:20), Beverly Lawrence, David Lahm, and Bobby Knoll Peterson.

Staff: Joe Comerford, Halyna Famiglietti, Brendan Geraghty, Mutez Ennab, Chris Dennison

Absent: John Hall, DG Fitton, Karl Kilduff

VISITORS' COMMENTS - None.

SECRETARY'S REPORT

Leslie Strass made a motion to accept the meeting minutes from the 3/10/23 Board meeting as presented. Angus McDonald seconded the motion. The motion passed unanimously.

Joan Gay made a motion to accept the meeting minutes from the 3/28/23 Facilities Committee meeting as presented. Angus McDonald seconded the motion. The motion passed unanimously.

Charlie Norz made a motion to accept the minutes from the 4/12/23 Finance Committee meeting as presented. Joan Gay seconded the motion. The motion passed unanimously.

COMMUNICATIONS – None.

TREASURER'S REPORT – None.

COMMITTEE REPORT

Facilities A copy of the Facilities Committee meeting minutes was included in the Board packet. Joan reported:

- Negotiations with the consultant relative to the Master Plan have been finalized.
- Electrification – the use of smaller chargers will be necessary as the existing facility does not have the capacity to charge over 150KW.
- Shoreline Facility – owner is a willing seller. Negotiations can begin once NEPA and Title VI process are complete. Feasibility and Environmental studies will be added to the scope.
- A drainage pipe at the Middletown Maintenance Facility is being addressed.
- MAT Terminal - minor repairs are being done to keep the building usable until upgrades are complete.

Joan Gay made a motion to accept the Facilities Committee report as presented. Tim Griswold seconded the motion. The motion passed unanimously.

Finance Committee

Charlie reported that the Committee met on 4/12 and reviewed all Finance documents prepared by Halyna. The “financials” of the District are healthy and will remain so for the foreseeable future. A copy of the Finance Committee’s meeting minutes was included in the Board packet.

Angus McDonald made a motion to accept the Finance Committee report as presented. Joan Gay seconded the motion. The motion passed unanimously.

Marketing Committee

Leslie reported that she meets regularly with the Consultant. The focus now is on the website. Content is being finalized. Samples of the website design have been shared with the Board.

Approximately 50 individuals attended the April 1 “Roll-out”. The event went well, presentations were done, “swag” was distributed, etc. A newly wrapped bus was unveiled, new logo, etc.

Additional marketing initiatives include town newsletters, Events magazines, and social media.

Brendan did a PR interview with Pete Mezzetti and Joe spoke on NPR.

Jim Irish made a motion to accept the Marketing Committee report as presented. Charlie Norz seconded the motion. The motion passed unanimously.

Legislative Committee

Joan reported that the Legislative Breakfast was a success, over 20 individuals attended the event. Talking points will be developed for Board member discussions with Legislators.

Tim Griswold made a motion to accept the Legislative Committee report as presented. Angus McDonald seconded the motion. The motion passed unanimously.

Transit Advisory Committee - no report.

Service Study Committee - no report.

Personnel Committee - no report.

COG Update

Brendan encouraged Board members to provide feedback on the Transportation Plan. Towns have been appointing members to the COG’s Affordable Housing Committee.

David Lahm made a motion to accept the COG Update as presented. Jim Irish seconded the motion. The motion passed unanimously.

EXECUTIVE DIRECTOR'S REPORT

Joe reported that the majority of his time has been spent on the new branding initiatives and the roll-out of the “new” District and fares.

The Town’s Municipal Grant program (State matching) will allow the District to add services to towns at no cost to them.

In addition, Joe reported:

- Work on the Micro-Transit Software is on-going.
- Training – dispatchers are being trained on the para-transit and Dial a Ride software.
- \$14,680 has been collected in the first week of fare collections. Mobile ticketing was 22% of the fare revenue.
 - As fares have been reinstated, ADA and Dial a Ride are less busy.
 - Ridership in the first week of fares was 7,000.
 - Fixed routes do not seem to have been impacted by the reinstatement of fares.
 - Note that there is not enough data yet to identify trends.

Jim Irish made a motion to accept the Executive Director’s report as presented. Tim Griswold seconded the motion. The motion passed unanimously.

TRANSIT PLANNERS REPORT

Brendan reported that he is working on the comprehensive state-wide Micro Transit 2-year Grant Application. He provided details on the application and was available to address questions/comments posted by Board members.

Brendan facilitated public outreach (public hearings both in-person and via ZOOM) relative to the recent service changes, roll-out of fares, etc. The new kiosk and electronic signage projects are moving forward.

Joan Gay made a motion to accept the Transit Planner’s report as presented. Jim Irish seconded the motion. The motion passed unanimously.

FINANCE DIRECTOR'S REPORT

Copies of the Budget vs. Actual and Cash Flow reports were included in the Board’s packet. All documents have been reviewed by the Finance Committee and as reported above, the “financials” of the District are healthy and will remain so for the foreseeable future. Halyna was available to address questions/comments posed by Board members.

Angus McDonald made a motion to accept the Finance Director’s report as presented. Charlie Norz seconded the motion. The motion passed unanimously.

OPERATION DIRECTOR'S REPORT

The Operation Director’s report was screen shared. Joe reported that ridership is now at pre-Pandemic levels.

In addition:

- Staff and riders have been trained relative to the fares.
- New uniforms have been distributed to drivers/staff.
- Data from the first week of the fare reinstatement will be available at the next Board meeting.
- There has been a decrease in ridership (down by 15%) as a fare is now required on Extra Mile. Note that Wesleyan ridership has not declined as the university is funding this program.
- The new software will allow us to provide a “senior fare” on Extra Mile.

Joan Gay made a motion to accept the Operation Director’s report as presented. Charlie Norz seconded the motion. The motion passed unanimously.

MAINTENANCE DIRECTOR REPORT

The Maintenance Director’s report was screen shared and included:

- Preparation for Triennial
- Installation of fare boxes on vehicles (supply chain issues delayed this process).
- Buses will be wrapped ASAP – contract awarded for wrapping of the 4-bus procurement.
 - Will do procurement for wrapping of the larger buses.
- The State may use the District as the Pilot Program for the statewide fare collection system.

Joan Gay made a motion to accept the Maintenance Director’s report as presented. Charlie Norz seconded the motion. The motion passed unanimously.

NEW BUSINESS

Discussion of Building and Facility Names

Currently, several District buildings and facilities are named after individuals. With the development of the new “brand” and signage, the Board discussed the appropriateness of continuing with naming buildings/facilities after individuals.

The consensus of the Board was to contact families and notify them that their family members will now be honored via a plaque inside the facilities. Building/facility names will no longer be “personalized” and buildings will now have a more “generic” name to identify the function of the building. The Marketing consultant will be asked to provide input on appropriate protocols.

Charlie Norz made a motion to “generically” name all facilities and to honor past eponyms with a plaque in recognition of their service/contributions. Joan Gay seconded the motion. The motion passed unanimously.

OLD BUSINESS – None.

CHAIR COMMENTS

Meetings will continue to be hybrid; however, Leslie encouraged members to attend in person if possible.

BOARD MEMBER COMMENTS – None.

EXECUTIVE SESSION- none.

ADJOURNMENT

Joan Gay made a motion to adjourn the meeting at 10:05 a.m. Tim Griswold seconded the motion. The motion passed unanimously.

The next meeting is 5/12/23.

Respectfully Submitted,

Suzanne Helchowski

Clerk

RIVER VALLEY TRANSIT
FACILITIES COMMITTEE MEETING
MIDDLETOWN OPERATIONS FACILITY
91 N. MAIN STREET, MIDDLETOWN, CT
WITH REMOTE OPTIONS
TUESDAY, APRIL 25, 2023, AT 2:00 P.M.

CALL TO ORDER

The meeting was called to order by Joan Gay, Chair, at 2:06 p.m.

ROLL CALL

Committee members present: Joan Gay and Angus McDonald

Also in attendance: Staff: Joe Comerford and Christina Denison

Board Members: Leslie Strauss, ETD Board Chair and Charles Norz, ETD Board Member, Old Saybrook

CT DOT: Graham Curtis, Bus Capital Programs, Asst. Administrator (arrived at 2:11 pm); Maureen Lawrence, CT Transit & Transit District Agreements Transit Manager; and Chris Sanzo, Transportation Engineer

FACILITIES PLAN WITH DOT

A copy of the Facilities Progress Plan was included in the meeting packet.

Architecture & Engineering

- *Facilities Master Plan* – Sanzo reported:
- A Notice to Proceed for Middletown was received and has been issued to the consultant.
- Electrification of buses: DOT is actively working with the consultant who is in the process of doing a power study for the facility. Sanzo noted that the consultant will be addressing a temporary solution for the two electric buses expected in 2024.

Right of Way Acquisition

- *Shoreline Facility* –The feasibility study has just started; a consultant has been retained and preliminary work (e.g. flagging the wetlands and surveying) has begun. The study should take 6-9 months to complete. Once the study is completed, property acquisition negotiations can begin. An environmental study has been added to the scope.
- *Middletown Maintenance Facility* – Curtis reported on the status of the impacted soil and concerns regarding the 16” drain pipe running across the property. He does not think anything will need to be done unless the soil is dug up and moved off site; current plans call for fill to be placed. The ground water is also impacted. Again, Curtis does not feel that anything will need to be done unless we need to excavate more than 600 ft., which is unlikely due to the property being filled. However, if deeper excavation is needed, the contaminated water would need to be treated and pumped into the sewer system. Curtis thinks this can be avoided.

A cost estimate for remediation of the property has not been identified. Sanzo reported that the Notice to Proceed for the Title VI and NEPA has been drafted and needs to be sent to the consultant.

Curtis indicated an implementation schedule for both sites will be developed as part of the Master Plan. He anticipates a groundbreaking of the Middletown property in 3 years with an additional 18 months to build. The Shoreline building will be done in 5-6 years. Curtis will work with the consultants to develop a timeline bar chart.

- *Middletown Terminal Renovation* –Ben Limmer, Bureau Chair of Public Transportation, will be visiting all facilities in the near future.

Curtis was available to answer questions posed by committee members.

EXECUTIVE DIRECTOR’S REPORT

None.

OLD BUSINESS

None.

NEW BUSINESS

None.

NEXT MEETING

The May meeting has been cancelled. The next meeting is scheduled for Tuesday, June 27, 2023, at the Middletown Garage, 91 N. Main Street, Middletown at 2:00 p.m. with remote options.

ADJOURNMENT

The meeting was adjourned at 2:22 p.m.

Respectfully submitted,

Christina Denison

Clerk

THESE MINUTES ARE SUBJECT TO APPROVAL AT THE NEXT
ESTUARY TRANSIT DISTRICT BOARD MEETING

ESTUARY TRANSIT DISTRICT
SPECIAL FINANCE COMMITTEE MEETING
MTD GARAGE, 91 N. Main Street, Middletown, CT with Remote Options
THURSDAY, MAY 11, 2023, AT 10:30 A.M.

CALL TO ORDER

The meeting was called to order by Joan Gay at 10:33 a.m. (Gay presided over the meeting at Charles Norz, Chair's request)

ROLL CALL

A quorum was established with the following committee members present: Joan Gay, Jim Irish, and Charles Norz

Absent: Karl Kilduff

Also in attendance: Joseph Comerford, Christina Denison, Halyna Famiglietti and Leslie Strauss

DISCUSSION OF FY23-24 BUDGET

Copies of the proposed budget FY23-24 were included in the meeting packet.

The budget was reviewed and discussed. Famiglietti reported the FY23-24 budget is based on actuals for the current fiscal year plus a 5% increase.

Famiglietti reported the District has recently applied to CTDOT for \$1.5 million in funding for new programs so the budget will need to be amended later on. Also not included in the FY23-24 budget is an anticipated \$690,000 from CTDOT to extend services.

Famiglietti answered questions from the Committee.

Irish made a motion to accept the proposed FY23-24 budget as presented and to recommend the budget to the full Board at the next Board meeting. Irish seconded the motion. The motion passed unanimously.

FUNDS BY GRANT

Copies of RVT Transit Funds by Grant were included in the meeting packet.

The report was reviewed and discussed. Famiglietti and Comerford answered questions from the Committee.

OTHER BUSINESS

None.

DISCUSSION OF ITEMS FOR THE MAY 12, 2023 BOARD MEETING

None.

ADJOURNMENT

The meeting was adjourned at 11:04 a.m.

Next Meeting—June 7, 2023, at 9:00 a.m.

Respectfully submitted,

Christina Denison
Clerk

**ESTUARY TRANSIT DISTRICT
PROPOSED BUDGET SUMMARY FOR 2023-2024**

	GRAND TOTAL
Fares Revenue	\$ 292,000
Maximum Federal Subsidy	\$ 320,750
Maximum State Subsidy	\$ 4,153,450
Maximum Local subsidy	\$ 724,550
Covid Relief OPR Funds	\$ 1,060,750
TOTAL Revenue	\$ 6,551,500
Salary & Wages	\$ 3,026,500
Benefits	\$ 950,000
Professional Services	\$ 620,500
Maintenance	\$ 650,000
Fuel Purchase	\$ 770,000
Purchase Transportation	\$ 25,000
Rent and Utilities	\$ 274,500
Insurance	\$ 140,000
Miscellaneous	\$ 95,000
TOTAL Expenses	\$ 6,551,500

**ESTUARY TRANSIT DISTRICT
PROPOSED BUDGET DETAIL FOR 2023-2024**

	FIXED	ADA	DAR	RURAL 5311	New Freedom 5310	Taxi Voucher	MGP	COVID Relief	GRAND TOTAL
Fares Revenue	\$ 225,000	\$ 6,500	\$ 8,250	\$ 8,000	\$ 9,500	\$ 12,500	\$ 10,250	\$ 12,000	\$ 292,000
Maximum Federal Subsidy	\$ -	\$ -	\$ -	\$ 120,000	\$ 185,000	\$ 15,750	\$ -	\$ -	\$ 320,750
Maximum State Subsidy	\$ 3,240,750	\$ 286,500	\$ 112,500	\$ 79,200	\$ 185,000	\$ 3,250	\$ 246,250	\$ -	\$ 4,153,450
Maximum Local subsidy	\$ 610,000	\$ 51,500	\$ 22,250	\$ 40,800	\$ -	\$ -	\$ -	\$ -	\$ 724,550
COVID Relief Funds	\$ 536,750	\$ -	\$ -	\$ 68,500	\$ -	\$ -	\$ -	\$ 455,500	\$ 1,060,750
TOTAL Revenue	\$ 4,612,500	\$ 344,500	\$ 143,000	\$ 316,500	\$ 379,500	\$ 31,500	\$ 256,500	\$ 467,500	\$ 6,551,500
Salary & Benefits	\$ 2,722,000	\$ 218,000	\$ 94,000	\$ 222,000	\$ 227,000	\$ -	\$ 166,000	\$ 327,500	\$ 3,976,500
Professional Services	\$ 535,500	\$ 17,500	\$ 6,000	\$ 21,000	\$ 29,000	\$ -	\$ 11,500	\$ -	\$ 620,500
Operating Expenses	\$ 1,000,500	\$ 82,000	\$ 30,500	\$ 51,000	\$ 86,000	\$ 25,000	\$ 53,500	\$ 116,500	\$ 1,445,000
Other Expenses	\$ 354,500	\$ 27,000	\$ 12,500	\$ 22,500	\$ 37,500	\$ 6,500	\$ 25,500	\$ 23,500	\$ 509,500
TOTAL Expenses	\$ 4,612,500	\$ 344,500	\$ 143,000	\$ 316,500	\$ 379,500	\$ 31,500	\$ 256,500	\$ 467,500	\$ 6,551,500

**ESTUARY TRANSIT DISTRICT
PROPOSED BUDGET REPORT FOR 2023-2024**

	Proposed Revenue	Proposed Expenses
Fares Revenue	\$ 292,000	
Maximum Federal Subsidy	\$ 320,750	
Maximum State Subsidy	\$ 4,153,450	
Maximum Local subsidy	\$ 724,550	
COVID Relief Funds	\$ 1,060,750	
Salary & Benefits		\$ 3,976,500
Professional Services		\$ 620,500
Operating Expenses		\$ 1,445,000
Other Expenses		\$ 509,500
TOTAL	\$ 6,551,500	\$ 6,551,500

**ESTUARY TRANSIT DISTRICT
UNRESTRICTED FUNDS
BALANCE AS OF 06/30/22
\$2,255,665**

STATE OF CONNECTICUT)
)
COUNTY OF MIDDLESEX)

SS: ESTUARY TRANSIT DISTRICT
May 12, 2023

**RESOLUTION NO. 23-008
ESTUARY TRANSIT DISTRICT**

**BORROWING RESOLUTION
WEBSTER BANK**

CERTIFICATION:

I, Timothy Griswold, Secretary of the Estuary Transit District, do hereby certify that the following is a true and correct copy of a resolution adopted on May 12th, 2023, in which a quorum was present and acting throughout and that the resolution has not been modified, rescinded, or revoked and is at present in full force and effect.

RESOLVED, that any two (2) of the following the Chairman, Leslie Strauss, or in her absence or inability to act, the Vice Chairman, Joan Gay or Treasurer, Charles Norz, be and hereby are, authorized on behalf of the Estuary Transit District:

1. To borrow money and obtain credit, at any time and from time to time, in any form on behalf of the Estuary Transit District from WEBSTER BANK.
2. To pledge, mortgage, grant a security interest in, endorse, assign and deliver, any property held by or belonging to the Estuary Transit District, as security for money borrowed or credit obtained and as a condition of the right to receive such money, or to obtain such credit, with full authority to execute, endorse, guarantee, assign and deliver any document or instrument on behalf of the Estuary Transit District, as the bank may also require in connection therewith.
3. To discount any bill receivable, instrument or paper held in the name of or by the Estuary Transit District, with full authority to endorse the same in the name of the Estuary Transit District.

I/we further certify that said officers of the Estuary Transit District so authorized are:

<u>Name</u>	<u>Title</u>	<u>Signature</u>
Leslie Strauss	Chairman	_____
Joan Gay	Vice Chairman	_____

Charles Norz

Treasurer

This authority shall remain in full force and effect until revocation in writing is received by the bank and the bank shall be entitled to presume that the above-named signatories remain authorized until receipt of written notice to the contrary.

FURTHER RESOLVED, that such indebtedness as has been heretofore contracted, any security interest granted the bank (including without limitation, any mortgages) and any contracts or agreements heretofore made with the bank on behalf of the District in connection with the loan documents or said contracts or agreements, are hereby ratified, approved and confirmed.

IN WITNESS WHEREOF: The undersigned has affixed his signature, this 12th day of May in the year 2023.

Timothy Griswold, Secretary

Estuary Transit District
Board Operations Policies
May 10, 2023

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 CEO in writing with a copy to the Director concerning their continued absences.

Committees Policy

Standing committees of the Board of Directors include:

1. 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 Directors 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.
2. 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, and reports on pending legislation to the full Board of Directors at their regular or special meetings as appropriate.
3. 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 committee chair reports on human resources issues and recommendations to the full Board of Directors at their regular or

special meetings as appropriate. The HR/Payroll Manager and other staff may be called upon as resources for the Human Resources Committee.

4. **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.
5. **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) to the full Board of Directors at their regular or special meetings as appropriate.
6. **Marketing Committee:** Consists of Directors appointed by the Board Chair. The Marketing Committee develops, reviews, and recommends to the full Board of Directors at their regular or special meetings as appropriate 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 and filed each year with the Office of the Secretary of State in accordance with Connecticut General Statute 14 Sec 1-225 b 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 of the Transit District. The Treasurer shall have the care and custody, and be responsible for, the funds and securities of the Transit District, subject to the direction of the Board of Directors. 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

The Treasurer shall have the care and custody, and be responsible for, the funds and securities of the Transit District, subject to the direction of the Board of Directors. Along with the Executive Director, the Treasurer shall receive all funds and sign, make, and endorse in the name of the Transit District, all drafts, warrants, and orders for the payment of money, and pay

out and dispose of same and receive receipt therefore, under the direction of the Chair and the Board of Directors. The Treasurer shall make a full and complete financial report whenever requested by the Board of Directors.

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.

Executive Session Policy

Purpose

The purpose of an “Executive Session” (collectively, “Executive Sessions”) is to provide an opportunity for Estuary Transit District’s board of directors (the “Board” and collectively “Board members”) to discuss sensitive or confidential matters without the presence of non-Board Members or guests.

Procedure

Executive Sessions may be held upon two-thirds vote of the Board members present, and voting shall be taken at a public meeting for the purpose of matters prescribed in Section III below. The motion to go into Executive Session shall identify the persons, in addition to the Board, who shall be invited to attend the Executive Session. Any non-Board Members or guests in attendance shall be asked to leave the meeting room during the Executive Session. However, if any non-Board Members or guests are invited to the Executive Session to testify or give an opinion, they may attend the Executive Session portion of a public meeting limited to the time such persons are providing testimony or opinion.

The Executive Session shall be limited to the specific matters identified in the agenda for discussion and shall not be used for general or social conversation. The Board’s agenda shall fairly apprise and put the public on notice of the specificity for such Executive Session, as in compliance with the Connecticut Freedom of Information Commission (“FOIC”).

Matters to be Discussed at Executive Sessions

Pursuant to Conn. Gen. Statute, Section 1-231, an Executive Session may not be convened to receive or discuss oral communications that would otherwise be privileged by the attorney-client relationship if the agency were a nongovernmental entity, unless the Executive Session is for one or more of the following reasons:

- (a) Discussion concerning the appointment, employment, performance, evaluation, health or dismissal of a public officer or employee, provided that such individual may require that discussion be held at an open meeting;
- (b) Strategy and negotiations with respect to pending claims or pending litigation to which the public agency or a member thereof, because of the member's conduct as a member of such agency, is a party until such litigation or claim has been finally adjudicated or otherwise settled;
- (c) Matters concerning security strategy or the deployment of security personnel, or devices affecting public security;

- (d) Discussion of the selection of a site or the lease, sale or purchase of real estate by the state or a political subdivision of the state when publicity regarding such site, lease, sale, purchase or construction would adversely impact the price of such site, lease, sale, purchase or construction until such time as all of the property has been acquired or all proceedings or transactions concerning same have been terminated or abandoned; and
- (e) Discussion of any matter which would result in the disclosure of public records or the confidential information contained therein described in Conn. Gen. Statute Section 1-210 subsection (b),¹ including but not limited to, records, reports, statements of strategy or negotiations with respect to collective bargaining negotiations.²

Meeting Minutes/Paperwork

The Board shall take meeting minutes at all Executive Sessions. The meeting minutes shall disclose all persons who are in attendance and shall state the purpose of the Executive Session, as in compliance with the FOIC. Specifically, the meeting minutes shall only reflect the general topics discussed and any actions taken, without disclosing confidential or sensitive information. All meeting minutes of the Executive Session shall be kept and maintained separate from the Board's regular meeting minutes.

The Board agrees and understands that consistent distribution of Executive Session and non-Executive Session documentation should always be followed, regardless of how the documentation is delivered, be it paper or electronic format.

Confidentiality

Board members attending Executive Sessions are expected to maintain strict confidentiality regarding the topics and matters discussed during the Executive Session. Any breach of confidentiality may result in disciplinary action, up to and including removal from the Board.

¹ Conn. Gen. Statute Section 1-200(6)

² Conn. Gen. Statute Section 1-210(b)(9)

This policy outlines the procedures for holding Executive Sessions, including the reasons for holding them, who may be present, and how confidentiality will be maintained. By adopting this policy, the Board can ensure that sensitive or confidential matters are discussed in an appropriate and effective manner, while protecting the privacy and interests of the organization.

APPROVED AND ADOPTED ON _____, 2023, BY:

Name
Title:

Name
Title:

Name
Title: