



**ESTUARY TRANSIT DISTRICT
REGULAR BOARD MEETING
MAT Offices, 91 N. Main St, Middletown CT with
Remote Options
November 19, 2021 at 9:30 AM**

AGENDA

- I. Call to Order — Chair Leslie Strauss
- II. Roll Call — T. Griswold
- III. Visitors' Comments
- IV. Secretary's Report — T. Griswold
 - 1. Acceptance of Board Meeting Minutes of 10/15/2021
 - 2. Acceptance of ETC Committee Minutes of 10/12/2021 and 10/19/2021
- V. Communications — T. Griswold
- VI. Treasurer's Report — C. Norz
- VII. Committee Reports
 - 1. ETC Committee — J. Gay, Co-Chair, L. Francis, Co-Chair
 - 2. Marketing Committee — L. Strauss, Chairman
- VIII. Executive Director's Report — J. Comerford
- IX. New Business
- X. Old Business
- XI. Chair Comments
- XII. Board Members Comments
- XIII. Executive Session
- XIV. Next Meeting — December 17, 2021 at 10:00 AM with Remote Options
- XV. Adjournment

Join Zoom Meeting

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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.

These minutes are subject to approval at the next Estuary Transit District Meeting

ESTUARY TRANSIT DISTRICT
REGULAR MEETING
VIA ZOOM
FRIDAY, OCTOBER 15, 2021

CALL TO ORDER

The meeting was called to order by Leslie Strauss, Chairman at 9:33 a.m. In attendance included: Leslie Strauss, Susan Tyler, Noel Bishop (left the meeting at 11:15 a.m.), Charlie Norz, Angus MacDonald, Tim Griswold and Karl Kilduff (arrived at 11:11 a.m.)

Absent: Peter Bierrie, Joan Gay

Also in attendance: Joe Comerford, Halyna Famiglietti, Chris Dennison, Lisa Gibson

VISITOR COMMENTS – None.

SECRETARY’S REPORT

Leslie Strauss made a motion to approve the minutes from the 9/17/21 Board meeting. Angus MacDonald seconded the motion. The motion passed unanimously.

Angus MacDonald made a motion to approve the minutes from the 9/21, 9/28/21 ETC Committee meeting. Susan Tyler seconded the motion. The motion passed unanimously.

Angus MacDonald made a motion to approve the minutes from the 10/13/21 Finance Committee meeting. Noel Bishop seconded the motion. The motion passed unanimously.

Susan Tyler made a motion to approve the minutes from the 10/4/21 Personnel Committee meeting. Tim Griswold seconded the motion. The motion passed unanimously.

COMMUNICATIONS None.

TREASURER’S REPORT None.

COMMITTEE REPORTS

ETC Committee – Susan updated the Board on a letter of intent received from Commissioner Giulietti, DOT, dated 10/7/21. The letter supported the proposed merger as outlined in the MOA. The letter included the parameters (funding, staffing, etc.) of the MOA. The Board discussed same. A copy of the Commissioner’s letter was included in the Board packet.

Note that Karl Kilduff will be a member of the ETC Committee. Joan Gay will co-chair the Committee with Laura Francis.

Noel Bishop made a motion to authorize Chairwoman Strauss to accept the 10/7/21 letter of intent regarding the expansion of the District. Charlie Norz seconded the motion. The motion passed unanimously.

Finance Committee

Susan reported that proposals relative to the Extra Mile Route and Salary Increases will be discussed under “New Business”.

Susan Tyler made a motion accept the ETC Committee Report and the Finance Committee Report. Charlie Norz seconded the motion. The motion passed unanimously.

Marketing Committee

The brochure outlining the proposed merger is at the printer and will be distributed ASAP. A Power Point presentation is available and staff is willing to present the proposal to member towns on request. In addition, several area newspapers have printed articles on the proposed merger.

Joe Comerford reported that the website “hits” have increased 160% over the prior year. Ridership numbers have increased, in particular, on the Park Connect line and the Extra Mile line.

Personnel Committee

The Personnel Committee met to review potential requirements relative to staff vaccinations. The District’s Labor Attorney provided information and the Committee determined that the best course of action was to continue to current protocol of promoting the vaccine and providing 8 hours of vacation time for those who get the vaccine. Overall, the District’s vaccination rate is good.

Susan Tyler made a motion to accept the Personnel Committee Report. Charlie Norz seconded the motion. The motion passed unanimously.

Legislative Committee – No Report

Service Study Committee

The ETC Committee has proposed including MAT personnel on the Service Study Committee. Leslie will follow-up with Joe Smolis, MAT, relative to MAT members joining the Service Study Committee.

COG Update

Noel Bishop reported that Sam Gold’s, Executive Director, RiverCOG, contract was renewed. In addition, most COG discussions to date have been in regard to the ARPA funds.

EXECUTIVE SESSION – None.

EXECUTIVE DIRECTOR’S REPORT

The Executive Director’s Report was “screen shared” and included:

- Capital projects are underway.
- Work on procurements is on-going.
- The TODs are expected within the next two weeks. Positions have been advertised.
- No response from the State to date regarding the request to split up the CRSA and ARPA funds.

Charlie Norz made a motion to accept the Executive Director’s Report as presented. Angus MacDonald seconded the motion. The motion passed unanimously.

FINANCE MANAGER’S REPORT

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

These documents have all been reviewed by the Finance Committee. Halyna reported that all appropriate billings have been forwarded to the DOT regarding the Park Connect Program that ran from Memorial Day to Labor Day. Halyna was available to address questions/comments posed by Board members.

Noel Bishop made a motion to accept the Finance Manager’s Report as presented. Susan Tyler seconded the motion. The motion passed unanimously.

OPERATIONS MANAGER’S REPORT

The Operations Manager’s Report was included in the Board’s packet and screen shared. The report included:

- September’s total ridership was up 47% over prior year and up 3% from 2019.
- ADA is growing quickly
- Dial a ride is at pre-pandemic numbers
- Xmile continues to do well and shows a 52% increase of September 2020
- Some of the “fixed routes” are doing better than others. The 644 route has been drastically impacted due to remote learning at Middlesex College.
- MAT ridership is still down significantly.

Susan Tyler made a motion to accept the Operations Manager’s Report as presented. Angus MacDonald seconded the motion. The motion passed unanimously.

MAINTENANCE DIRECTOR’S REPORT

Work is being done on the camera systems including preventative maintenance on the cameras in the fleet. A new service worker was hired. In addition to cleaning the buses; this individual is able to do “light” repairs; i.e. changing fluids, etc.

The Maintenance Director would like to add another mechanic to facilitate preventative maintenance on the vehicles.

Angus MacDonald made a motion to accept the Maintenance Director’s Report as presented. Charlie Norz seconded the motion. The motion passed unanimously.

NEW BUSINESS

Board Policies

Copies of ETD Board Policies (Attendance, Meetings, Conflict of Interest, Indemnification, Expense Reimbursement, Definition of “Major Service Change”, Investment) were included in the Board packet and distributed to Board members prior to the meeting. All “wordsmithing” changes, as discussed, will be incorporated into the documents.

By-Laws

For informational purposes, a copy of the District’s By-Laws was included in the Board packet. Formal approval of these By-Laws will take place when MAT joins the District. Both the ETD and MAT attorneys have reviewed the By-Laws and their comments have been included in the document. Also, all “wordsmithing” changes, as discussed, will be incorporated into the documents.

Salary Increases

Recommendations for salary increases, as proposed by the Finance Committee, were included in the Board packet and discussed. Susan Tyler outlined the recommendations and was available to address comments/questions posted by Board members.

Susan Tyler made a motion to provide ETD drivers a \$1.00 per hour increase effective 10/4/21 through 6/30/22 and a 3% increase to Administrative staff effective 7/1/21 through 6/30/22. Charlie Norz seconded the motion. The motion passed unanimously.

XMile Fares

A proposal on XMile Fares, as recommended by the Finance Committee, was included in the Board packet and “screen shared”. Currently the program is free (pilot program).

Charlie Norz made a motion to move forward with a \$1.75 fare for the XMile program. Tim Griswold seconded the motion. The motion passed unanimously.

Note: Before the fare can take effect, Public Hearings will be scheduled to provide public comment. The fare also needs the State’s approval. Currently, the District has 3 years of state funding for the cost of this service and this route does not require a fare at the moment.

Grant Resolution

At the DOT’s request, the Board agreed that future grants should be consolidated into the expanded Estuary Transit District. To date, the MAT attorney is developing a document and this item will come to the Board at a future meeting.

Susan Tyler made a motion to consolidate grants for both MAT and ETD into ETD Grants, per language provided by Attorney Shipiro. Angus MacDonald seconded the motion. The motion passed unanimously.

CARES Grant Discussion

For informational purposes, Joe Comerford reported that the DOT has expressed concern that the District has not spent all of the CARES funding received. Joe recommended that perhaps these funds could be used to hire additional staff already included in the TOD (Road Supervisor, Accounts Payable, etc.).

CHAIR COMMENTS

Susan Tyler made a motion to amend the agenda and discuss “Chair Comments”. Charlie Norz seconded the motion. The motion passed unanimously.

Leslie Strauss reported that Noel Bishop has submitted his letter of resignation as he is not running for re-election in November. With sorrow, the District accepted the letter of resignation.

A Resolution, adopted by the Board, was presented to Noel in appreciation of his service to the District.

Leslie Strauss reported that Susa Tyler has submitted her letter of resignation as a Board member, effective 10/29/21 and as Treasurer, effective 10/14/21. With sadness, the District accepted the letter of resignation.

A Resolution, adopted by the Board, was presented to Susan in appreciation of her service to the District.

Susan and Noel thanked Board members for their support and well wishes.

Charlie Norz resigned as ETD Secretary, effective 10/29/21.

Susan Tyler made a motion to appoint Charlie Norz as ETD Treasurer and Tim Griswold as ETD Secretary. Angus MacDonald seconded the motion. The motion passed unanimously.

Susan Tyler made a motion to appoint Karl Kilduff as Chairman of the Personnel Committee, Charlie Norz and Chairman of the Finance Committee and to move Karl Kilduff to a “full seat” on the Finance Committee. It was further moved that Joan Gay would be appointed as Co-Chair to the ETC Committee and Karl Kilduff was appointed to the ETC Committee. Angus MacDonald seconded the motion. The motion passed unanimously.

Note that David Lahm will be replacing Susan as Lyme’s representative.

NEW BUSINESS – continued

Approval of Procurements – Transit Bus Proposal, Support Vehicle, Service Truck, Planning Software, AVL Upgrade and Radio Expansion

Tim Griswold made the following motion:

RESOLVED, that the Executive Director, Joseph Comerford, hereby is authorized on behalf of the ETD to negotiate and execute all necessary contract documents required to purchase one body on chassis bus for the ETD from Matthew’s Buses in an amount not to exceed \$85,000.00;

RESOLVED, that the Executive Director, Joseph Comerford, hereby is authorized on behalf of the ETD to negotiate and execute all necessary contract documents required to purchase one 2021 Ford Escape SE Sport AWD (U9G) support vehicle for the ETD from Gengras Ford, LLC in an amount not to exceed \$53,000.00.

RESOLVED, that the Executive Director, Joseph Comerford, hereby is authorized on behalf of the ETD to negotiate and execute all necessary contract documents required to purchase one service vehicle for the ETD from Freightliner of Hartford, an authorized vendor on the State of Connecticut contract, in an amount not to exceed \$185,000.00.

RESOLVED, that the Executive Director, Joseph Comerford, hereby is authorized on behalf of the ETD to negotiate and execute all necessary contract documents by and between Optibus and ETD required to purchase planning software for the ETD in an amount not to exceed \$50,000 in initial fees exclusive of annual licensing, maintenance agreements and hosting, upon final approval by the Chairman Leslie Strauss, Treasurer, Charlie Norz and the CTDOT.

RESOLVED, that the Executive Director, Joseph Comerford, hereby is authorized on behalf of the ETD to negotiate and execute all necessary contract documents by and between Passio Technologies and ETD required to purchase Automated Vehicle Location (AVL) software for the ETD in an amount not to

exceed \$100,000 in initial fees exclusive of annual licensing, maintenance agreements and hosting, upon final approval by the Chairman Leslie Strauss, Treasurer, Charlie Norz and the CTDOT.

RESOLVED, that the Executive Director, Joseph Comerford, hereby is authorized on behalf of the ETD to negotiate and execute all necessary contract documents required to purchase a two-way radio system for ETD from an authorized vendor on the State of Connecticut contract in an amount not to exceed \$150,000.00.

Charlie Norz seconded the motion. The motion passed unanimously.

Bank Resolution

Due to the change in ETD officers, the Essex Savings Bank documents must be updated. A copy of the Essex Savings Bank Deposit Account Resolution for Corporation was included in the Board packet.

Tim Griswold made a motion to approve the Essex Savings Bank Deposit Account Resolution for Corporation document as presented. Charlie Norz seconded the motion. The motion passed unanimously.

OLD BUSINESS

Susan reported that the ETC Committee is recommending that the Board authorize the ETC committee to approve contracts/procurements for merger related item costing \$150,000 or less. The current “cut off” is \$50,000 or less. Increasing this amount will be less cumbersome than going to board(s) for each procurement.

Charlie Norz made a motion to recommend that the ETD Board authorize the Joint Expansion Transit Committee to approve contract and procurements on behalf of the Board that are fully funded and related to the expansion as outlined in the MOU signed by both ETD and DOT on 7/23/21 in any amount of \$150,000 or less in accordance with the ETD purchasing procedures. Karl Kilduff seconded the motion. The motion passed unanimously.

BOARD MEMBER COMMENTS - None.

ADJOURNMENT

Angus MacDonald made a motion to adjourn the meeting at 11:20 p.m. Charlie Norz seconded the motion. The motion passed unanimously.

Next Meeting – November 19, 2021 – 9:30 a.m.

Respectfully Submitted,

Suzanne Helchowski
Clerk

THESE MINUTES ARE SUBJECT TO APPROVAL AT THE NEXT
ESTUARY TRANSIT DISTRICT and MIDDLETOWN TRANSIT DISTRICT BOARD MEETINGS

ESTUARY TRANSIT DISTRICT
MIDDLETOWN TRANSIT DISTRICT
SPECIAL EXPANSION TRANSITION COMMITTEE MEETING
MAT GARAGE, 91 N. Main Street, Middletown, CT with Remote Options
TUESDAY, OCTOBER 12, 2021, AT 1:00 PM.

CALL TO ORDER

The meeting was called to order by Susan Tyler, Chair, at 1:03 p.m.

ROLL CALL

A quorum was established with the following committee members present: Angus McDonald, Susan Tyler, Laura Francis, Beverly Lawrence, and Ed Bailey (arrived at 1:45 p.m.).

Also in attendance: Leslie Strauss, Joseph Samolis, Jonathan Shapiro, Joseph Comerford, David Lee, and Christina Denison.

Guests: Charlie Norz; Karl Kilduff; and Maureen Lawrence, Transit Manager, CT DOT.

Tyler reported that Karl Kilduff, Clinton Town Manager, will be taking her seat on the ETC and Joan Gay will be replacing her as Co-Chair, effective October 29, 2021.

MOA DISCUSSION

Tyler reported that the CT DOT Commissioner signed the Letter of Intent on October 7, 2021, with one change; the date for programming capital funding for site acquisition for the shoreline facility is now November 30, 2021.

Tyler invited Maureen Lawrence or another DOT representative to attend future meetings.

Lawrence reported that the TODs for the 3 positions are currently being reviewed and should be approved in two weeks.

Comerford indicated that he will post the positions immediately and hopes to have the positions filled within one to two months.

Lawrence reported that purchase of the Middletown property is moving forward, with closing in the next few weeks. No movement has been made on the Westbrook site; DOT remains very interested in the Old Saybrook site being considered for the rail facility. Regarding the Facility Master Plan, she stated that a scope is needed, and an on-call person consultant will need to be selected to prepare the plan.

Comerford reported that positive articles about the expansion have appeared in *the CT Examiner* and *The Day*.

He also stated the expansion brochures have been ordered and should be available within the week.

Comerford also reported that town resolutions have been or will signed by ETD member towns by the next ETD Board meeting.

Laura Francis and Ed Bailey reported that they expect to hold town meetings in December to hold a vote to join ETD.

Comerford also noted that the Estuary server will be moved to Middletown in the coming months.

Dennis Solensky extended an invitation, via Comerford, for all members to attend a celebratory luncheon on October 13 at Bertucci's Newington.

EXECUTIVE SESSION FOR THE PURPOSE OF DISCUSSING CONTRACT NEGOTIATIONS

None.

DISCUSSION TOPICS

Tyler stressed that the districts are now moving forward as one unit. Where possible, it was agreed that funding grants should be made only to ETD to simplify the administration of the grants and not unnecessarily delay the dissolution of MTD.

Laura Francis suggested that a resolution be drafted to that effect and presented to both Boards for their approval.

OLD BUSINESS

1. Board Bylaws and Policies

Tyler reported that the documents were circulated to ETD Board members and will be discussed at the upcoming board meeting.

2. Committee Workload

Tyler stressed that the plan is meant to be a generic compilation of work; the members will not be asked to do staff work. Comerford and staff will monitor the implementation of all projects. Members will be asked to participate and/or consult as needed.

3. Implementation Plan

The plan was reviewed and will be revised as needed.

NEW BUSINESS

1. Communications Plan

The plan was reviewed and will be revised as needed. The committee discussed the possibility of holding a public media event.

2. Procurement Resolutions

6 procurement resolutions were reviewed. Tyler noted that all 6 have been funded.

Laura Francis made a motion recommending the ETC authorize the ETD Board to authorize Joseph Comerford, Executive Director, to negotiate and execute all necessary contract documents required to purchase the following:

- a. Automated Vehicle Location (AVL) software for the Estuary Transit District in an amount not to exceed \$100,000;
- b. a two-way radio system for the Estuary Transit District from an authorized vendor on the State of Connecticut contract in an amount not to exceed \$150,000;
- c. planning software for the Estuary Transit District in an amount not to exceed \$50,000;
- d. One (1) body-on-chassis bus for the Estuary Transit District from Matthew's Buses in an amount not to exceed \$85,000;
- e. one (1) service vehicle for the Estuary Transit District from Freightliner of Hartford, an authorized vendor on the State of Connecticut contract, in an amount not to exceed \$185,000; and
- f. one (1) 2021 Ford Escape SE Sport AWD Hybrid (U9B) support vehicle and one (1) 2021 Ford Escape SE AWD (U9G) support vehicle for the Estuary Transit District from Gengras Ford, LLC in an amount not to exceed \$53,000.00.

Ed Bailey seconded the motion. The motion passed unanimously.

NEXT STEPS

1. Ed Bailey and Laura Francis will schedule town meetings to vote to join ETD.
2. The by-laws and policies will be revised.
3. The Implementation and Communication Plans will be revised.
4. Leslie Strauss and Comerford will make a recommendation on whether to hold a public media event.
5. Jonathan Shapiro, legal counsel, will draft a grant resolution.
6. Maureen Lawrence will update the committee on the TODs, site selection and facility Master Plan.
7. Strauss will approve and sign the Letter of Intent on behalf of ETD following the ETD Board meeting.
8. Samolis will sign the letter following MTD member town approval.

NEXT MEETING

The next meeting is scheduled for Tuesday, October 19, 2021, at the MAT Garage, 91 N. Main Street, Middletown at 1:00 p.m. with remote options.

ADJOURNMENT

On a motion made and seconded, the meeting was adjourned at 2:15 p.m.

Respectfully submitted,

Christina Denison
Clerk

THESE MINUTES ARE SUBJECT TO APPROVAL AT THE NEXT
ESTUARY TRANSIT DISTRICT and MIDDLETOWN TRANSIT DISTRICT BOARD MEETINGS

ESTUARY TRANSIT DISTRICT
MIDDLETOWN TRANSIT DISTRICT
SPECIAL EXPANSION TRANSITION COMMITTEE MEETING
MAT GARAGE, 91 N. Main Street, Middletown, CT with Remote Options
TUESDAY, OCTOBER 19, 2021, AT 1:00 PM.

CALL TO ORDER

The meeting was called to order by Susan Tyler, Chair, at 1:01 p.m.

ROLL CALL

A quorum was established with the following committee members present: Angus McDonald, Susan Tyler, Joan Gay, Laura Francis, and Beverly Lawrence

Absent: Ed Bailey

Also in attendance: Leslie Strauss, Jonathan Shapiro, Joseph Comerford, David Lee, and Christina Denison.

Guests: Charlie Norz; Karl Kilduff; and Maureen Lawrence, Transit Manager, CT DOT.

MOA DISCUSSION

Tyler reported the Chairs of both Boards signed the Letter of Intent on October 15, 2021.

EXECUTIVE SESSION FOR THE PURPOSE OF DISCUSSING CONTRACT NEGOTIATIONS

None.

EXECUTIVE DIRECTOR'S REPORT

Comerford reported that the Middletown property could be transferred any day. He has not received any news from DOT regarding the federal money split or the TODs.

CT DOT PROGRESS UPDATE REPORT

M. Lawrence reported that the TODs are in progress. She also reported that DOT is assessing the amount of funding available for an on-call consultant for the facilities Master Plan. DOT is aware that to meet the July 2022 deadline, a decision must be made within the next few months. Lawrence also reported that once the purchase of the Middletown property is complete, the acquisition of a shoreline facility would become a priority.

DISCUSSION TOPICS

None.

OLD BUSINESS

1. Board Bylaws and Policies

Tyler reported that the documents are near finalization.

2. Implementation Plan

The plan was reviewed and will be revised as needed. A public media event or events will be added. Plans to update the legislators are also underway.

Discussion ensued as to when to invite other towns to join the district. It was agreed not to engage other towns until the operational merger and expansion are complete.

3. Communications Plan

The plan was reviewed and will be revised as needed.

NEW BUSINESS

1. Funding Resolution

Joan Gay made a motion recommending the ETD and MTD Boards, respectively, approve the grant resolution:

NOW THEREFORE, BE IT RESOLVED, the ETD is hereby authorized to use funding, as contemplated by any grant or funding awards or as such awards may be amended, including the use of such funding to provide direct support for MTD in connection with the expected expansion of ETD and consistent with the purpose of such awards;

RESOLVED, that Joseph Comerford, Executive Director of ETD, is hereby authorized to take such actions as is necessary to ensure the proper use of any grant or funding awards as contemplated by this resolution;

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.

Angus McDonald seconded the motion. The motion passed unanimously.

NEXT STEPS

1. Comerford and M. Lawrence will continue to monitor the issuance of the TODs and the appointment of a facilities on-call consultant.
2. Comerford and Gay will work on a plan to update the legislators.
3. The Implementation and Communication Plans will continue to be revised and updated as needed.
4. MTD Board will appoint a member to the Joint Service Committee.

NEXT MEETING

The next meeting is scheduled for Tuesday, November 2, 2021, at the MAT Garage, 91 N. Main Street, Middletown at 1:00 p.m. with remote options.

ADJOURNMENT

A motion to adjourn was made by Angus McDonald and seconded by Laura Francis. The meeting was adjourned at 1:48 p.m.

Respectfully submitted,

Christina Denison
Clerk