



**ESTUARY TRANSIT DISTRICT  
REGULAR BOARD MEETING**  
ETD Administrative Offices, 91 N. Main Street,  
Middletown with Remote Options  
July 08, 2022 at 9:00 AM

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**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 June 10, 2022
  - [2.](#) Acceptance of Expansion Transition Committee Minutes of June 28, 2022
- V. Communications — T. Griswold
- VI. Treasurer's Report — C. Norz
- VII. Committee Reports
  1. Expansion Transition Committee — J. Gay, Co-Chair; L. Francis, Co-Chair
  2. Finance Committee — C. Norz, Chair
  3. Legislative Committee — J. Gay, Chair
- VIII. Executive Director's Report — J. Comerford
- IX. New Business
  1. Trans Ad Agreement
  - [2.](#) AVL Resolution
  - [3.](#) L. Francis Recognition Resolution
- X. Old Business
- XI. Chair Comments
- XII. Board Members Comments
- XIII. Executive Session
- XIV. Next Meeting — August 12, 2022 at 9:00 AM with Remote Options
- XV. Adjournment

Join Zoom Meeting

<https://us02web.zoom.us/j/84493888060?pwd=c21xUERkYnEzN2pXMytHVVhGN0N6QT09>

Meeting ID: 844 9388 8060

Passcode: 267369

One tap mobile

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*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.*

THESE MINUTES ARE SUBJECT TO APPROVAL AT THE NEXT MEETING

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

CALL TO ORDER

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

Absent: Bobby Knoll-Peterson

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

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

VISITOR COMMENTS – None.

SECRETARY'S REPORT

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

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

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

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

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

COMMUNICATIONS – None.

TREASURER'S REPORT – None.

COMMITTEE REPORTS

ETD/MAT Expansion Committee

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

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

Finance Committee –

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

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

Marketing Committee

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

Comerford reported:

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

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

Legislative Committee

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

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

Transit Advisory Committee – No report.

Service Study Committee – No report.

Nominating Committee No report.

Personnel Committee – No report.

COG Update – S. Gold

Gold reported:

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

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

#### EXECUTIVE DIRECTOR'S REPORT – J. Comerford

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

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

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

#### FINANCE DIRECTOR'S REPORT – H. Famiglietti

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

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

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

#### OPERATIONS DIRECTOR'S REPORT – J. Comerford

Comerford reported:

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

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

MAINTENANCE DIRECTOR’S REPORT – P. Hevrin

Hevrin reported:

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

NEW BUSINESS –

Approval of FY22-23 Budget

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

Approval of Fleet Maintenance Contract

Lahm made the following motion:

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

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

Norz seconded the motion. The motion passed unanimously.

Shared Planner Position

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

Irish seconded the motion. The motion passed unanimously.

First Transit Contract

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

Francis seconded the motion. The motion passed unanimously.

Approval of New Bank Agreement

Fitton made the following motion:

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

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

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

#### **Authorized Representatives, Powers, Delegates**

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

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

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

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

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

### **Authorized Signers**

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

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

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

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

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



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

#### **Adoption/Certification of Resolutions**

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

Norz seconded the motion. The motion passed unanimously.

#### Approval of Fleet Cleaning Contract

Irish made the following motion:

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

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

McDonald seconded the motion. The motion passed unanimously.

#### Approval of Auditor Contract

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

Lahm seconded the motion. The motion passed unanimously.

#### J. Samolis Recognition Resolution

Francis made the following motion:

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

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

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

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

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

Fitton seconded the motion. The motion passed unanimously.

OLD BUSINESS – None.

CHAIR COMMENTS

Strauss wished Suzanne Helchowski well during her recovery from surgery.

BOARD MEMBER COMMENTS – None.

Executive Session- None.

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

ADJOURNMENT

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

Respectfully Submitted,

Christina Denison, Clerk

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

ESTUARY TRANSIT DISTRICT  
MIDDLETOWN TRANSIT DISTRICT  
EXPANSION TRANSITION COMMITTEE MEETING  
MTD GARAGE, 91 N. Main Street, Middletown, CT with Remote Options  
TUESDAY, JUNE 28, 2022, AT 1:00 PM.

CALL TO ORDER

The meeting was called to order by Joan Gay, Co-Chair, at 1:02 p.m.

ROLL CALL

A quorum was established with the following committee members present: Laura Francis (arrived at 1:39 p.m.) Joan Gay, Karl Kilduff, and Angus McDonald (arrived at 1:20 p.m.)

Also in attendance:

Staff: Joe Comerford, Christina Denison, Halyna Famiglietti and Ennab Mutez

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

CT DOT: Joanna Juskowiak, Transportation Planner 2, CT DOT, Bureau of Public Transportation, Office of Transit and Ridersharing; and Maureen Lawrence, CT DOT, Office of Transit and Ridersharing

Absent: Beverly Lawrence

CT DOT PROGRESS UPDATE REPORT

Gay stated that she had a “very productive” phone conversation with Graham Curtis, CT DOT. Curtis will attend the July meeting to brief the committee on the progress that is being made on the facility negotiations.

She reported:

- Piotr Milczek, Transportation Planner 1, CT DOT, Bureau of Transportation has been appointed to the Fare Study Review Committee;
- DOT has completed gathering information regarding space requirements for the shoreline facility;
- A design consultant has been engaged for all facilities; and
- Within 30 days an on-call consultant will be assigned to the Facility Master Plan

IMPLEMENTATION PLAN

A copy of the plan was included in the meeting packet.

CT DOT ITEMS

No report.

Estuary Transit District Items

Comerford reported:

Governance

- HR Study—The final presentation with the consultant will be held later in the week and Comerford will present highlights at the next Board meeting.
- Fare Study—The consultant is collecting data
- Rebranding/Marketing Study -Stakeholder interviews were held; names and color schemes have been narrowed down and a draft website was presented. Once a name is chosen, branding will commence
- Fare hearings will be held once the study is complete
- Master Agreement – No update. M. Lawrence will get clarification regarding MAT's debt forgiveness
- Operational merger will take place on July 1.

Operations and Staffing

- FY21 5307 Split Agreement— In progress. The agreements have been updated and approved at the last RiverCog meeting. M. Lawrence will consult Maureen Kent, CT DOT.
- COVID Relief funds – no update. M. Lawrence to consult with M. Kent.
- AVL RFP –Proposals are being reviewed
- Radio System –No delivery date due to supply chain issues. Portable radios are also delayed.
- Shared Call Center and Dispatch – dependent upon one radio system.
- Planning and Run-cutting Software – The shoreline's run-cuts should be finalized by July 11. Middletown's cuts will be complete within one month.
- One supervisor position remains to be filled.

EXECUTIVE DIRECTOR'S REPORT

Comerford reported:

- Open enrollment for employee benefits is ongoing with all employees being moved over to the new plan.
- New bank accounts have been opened at Webster Bank.
- ADA and DAR will be operating as one as of July 1
- Employees are being moved over to one payroll system
- Bills are being consolidated
- The shared transportation planner begins work on July 6

OLD BUSINESS

None.

NEW BUSINESS

M. Lawrence reported that draft TODs will be available in the coming weeks; she will confirm allocations.

DISCUSSION OF NEXT STEPS

1. The Implementation Plan will continue to be revised and updated as needed.

NEXT MEETING

The next meeting is scheduled for Tuesday, July 26, 2022, at the MTD Garage, 91 N. Main Street, Middletown at 1:00 p.m. with remote options.

ADJOURNMENT

The meeting was adjourned at 1:42 p.m.

Respectfully submitted,

Christina Denison  
Clerk

STATE OF CONNECTICUT)  
)  
COUNTY OF MIDDLESEX)

SS: ESTUARY TRANSIT DISTRICT  
July 8, 2022

**RESOLUTION NO. 22-009  
AUTHORIZING RESOLUTION  
ESTUARY TRANSIT DISTRICT**

**CERTIFICATION:**

I, Timothy Griswold, Secretary of the Estuary Transit District (“ETD”) do hereby certify that the following is a true and correct copy of a resolution adopted at its meeting on July 8<sup>th</sup>, 2022, 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.

**WHEREAS**, bids for an experienced Contractor to provide Automated Vehicle Location (AVL) software for the Estuary Transit District, were solicited and opened on May 31, 2022;

**BE IT RESOLVED**, that Passio Technologies be awarded the bid to assume responsibility for the aforementioned tasks;

**RESOLVED FURTHER**, that the Executive Director, Joseph Comerford, hereby is authorized on behalf of the Estuary Transit District to negotiate and execute all necessary contract documents with Passio Technologies in an amount not to exceed \$400,000.00.

**IN WITNESS WHEREOF** the undersigned has affixed his signature, the 8<sup>th</sup> day of July in the year 2022.

ESTUARY TRANSIT DISTRICT SECRETARY

\_\_\_\_\_  
Timothy Griswold, Secretary

I, Timothy Griswold, Secretary of the Estuary Transit District, certify that the resolution noted above is still in force and effect as of this 8<sup>th</sup> day of July 2022.

STATE OF CONNECTICUT)  
)  
COUNTY OF MIDDLESEX)

SS: ESTUARY TRANSIT DISTRICT  
July 8, 2022

**RESOLUTION**

**In Recognition of Laura Francis  
Board Member Estuary Transit District**

**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 at its meeting on July 8, 2022, 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.

**WHEREAS,** Laura Francis led the effort for the Town of Durham to join the Estuary Transit District to strengthen the agency and ensure the viability of public transit in the region; and

**WHEREAS,** She has served on the Middletown Transit District Board of Directors as the representative for the Town of Durham; and

**WHEREAS,** She has served on the Executive Board for the Middletown Transit District as Co-Chair; and

**WHEREAS,** She has served as Co-Chair of the MOA/ETC Committee; and

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

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

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

ESTUARY TRANSIT DISTRICT  
SECRETARY

\_\_\_\_\_  
Timothy Griswold, Secretary