



**ESTUARY TRANSIT DISTRICT  
SPECIAL BOARD MEETING**  
Middletown Area Transit Offices, 91 N. Main St,  
Middletown CT with Remote Options  
July 22, 2021 at 9:00 AM

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**AGENDA**

- I. Call to Order — Chair Leslie Strauss
- II. Roll Call — Sec C. Norz
- III. Visitors Comments
- IV. Secretary's Report — C. Norz
  - 1. Acceptance of MOA/ETC Meeting Minutes
- V. Communications — C. Norz
- VI. Executive Session Discussion Topics
  - 1. Contract Negotiations with First Transit
  - 2. Contract Negotiations with DOT
- VII. New Business
  - 1. Inter-District MOA with Possible Action
- VIII. Old Business
- IX. Chair Comments
- X. Board Members Comments
- XI. Next Meeting — August 20, 2021, MAT Garage, 91 N. Main Street, Middletown, CT @ 9:30 AM with Remote Options. Bus transportation will be provided.
- XII. Adjournment

Join Zoom Meeting

<https://us02web.zoom.us/j/86758804336?pwd=akp6OUQ4SDNxNmpFd2g1eFhnZkZhZz09>

Meeting ID: 867 5880 4336

Passcode: 527154

*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 and MIDDLETOWN TRANSIT DISTRICT BOARD MEETINGS

ESTUARY TRANSIT DISTRICT  
MIDDLETOWN TRANSIT DISTRICT  
SPECIAL JOINT MEMORANDUM OF AGREEMENT  
COMMITTEE MEETING  
ZOOM CONFERENCE CALL  
MONDAY, JUNE 14, 2021, AT 11:00 A.M.

Call To Order

The meeting was called to order by Susan Tyler at 11:01 a.m.

Roll Call

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

Also in attendance: Joseph Comerford, Leslie Strauss, Dave Lee, and Christina Denison

MOA Discussion

Susan Tyler reported that the meeting scheduled with Dennis Solensky, CTDOT, for Monday, June 14, to discuss the MOA/Letter of Intent had been cancelled by Mr. Solensky and was re-scheduled for Thursday, June 17 at 8 am. Tyler, Laura Francis, and Joe Comerford will attend. Tyler is hopeful that CTDOT will have a document to share at that time.

Executive Session for the purpose of discussing Contract Negotiations.

None.

Discussion of Board Policies

The board policies were reviewed and discussed. Further revisions are needed. Jonathan Shapiro, Legal Counsel, will review the Indemnification Policy language. Susan Tyler asked that members send Dave Lee samples of Conflict-of-Interest policies from other boards/committees they belong to.

Discussion of Shared Staff

Deferred to future meeting.

Old Business

Susan Tyler reported that Dave Lee had sent out the by-laws which included revisions by ETD's attorney; no significant changes had been made.

New Business

None

Next Steps

1. Dave Lee and Joe Comerford will continue to revise the Board Policies;
2. Work will continue on the Shared Staffing Agreement and Addendum; and
3. Laura Francis, Susan Tyler and Joe Comerford will update the members following their meeting with D. Solensky on June 17.

Next Meeting

The next meeting is scheduled for Monday, June 21, 2021, via ZOOM at 11:00 a.m.

Adjournment

The meeting was adjourned at 12:07 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 JOINT MEMORANDUM OF AGREEMENT  
COMMITTEE MEETING  
ZOOM CONFERENCE CALL  
MONDAY, JUNE 21, 2021, AT 11:00 A.M.

Call To Order

The meeting was called to order by Susan Tyler at 11:02 a.m.

Roll Call

A quorum was established with the following committee members present: Joan Gay, Beverly Lawrence, Ed Bailey, and Susan Tyler.

Absent: Angus McDonald and Laura Francis

Also in attendance: Joseph Comerford, Leslie Strauss, Dave Lee, and Christina Denison

MOA Discussion

None.

Executive Session for the purpose of discussing Contract Negotiations.

A motion was made to enter Executive Session for the purpose of discussing MOA contract negotiations with CT DOT by Joan Gay and seconded by Ed Bailey. The motion passed unanimously. Invited into the Executive Session were all committee members, Leslie Strauss, Joe Comerford, Dave Lee, and Christina Denison. The Executive Session commenced at 11:03 a.m.

No actions were taken in Executive Session. The Executive Session concluded at 11:33 a.m.

Discussion of Board Policies

ETD's policy regarding major service changes was reviewed and discussed. Dave Lee will revise the policy based on the day's discussion. Mr. Lee will also continue drafting a Conflict-of-Interest policy.

Discussion of Shared Staff

Susan Tyler reported that Jonathan Shapiro, legal counsel, is reviewing the shared staff agreement and addendum. Further discussion is deferred to a future meeting.

Old Business

None.

New Business

None.

Next Steps

1. Members will review in detail the CTDOT letter and come prepared to the next meeting with comments and insights;
2. Work will continue on the Shared Staffing Agreement and Addendum.

Next Meeting

The next meeting is scheduled for Monday, June 28, 2021, via ZOOM at 11:00 a.m.

Adjournment

The meeting was adjourned at 11:50 a.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 JOINT MEMORANDUM OF AGREEMENT  
COMMITTEE MEETING  
ZOOM CONFERENCE CALL  
MONDAY, JUNE 28, 2021, AT 11:00 A.M.

Call To Order

The meeting was called to order by Susan Tyler at 11:04 a.m.

Roll Call

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

Absent: Beverly Lawrence

Also in attendance: Joseph Comerford, Leslie Strauss, Joe Samolis, Dave Lee, and Christina Denison

MOA Discussion

None.

Executive Session for the purpose of discussing Contract Negotiations.

A motion was made to enter Executive Session for the purpose of discussing MOA contract negotiations with CT DOT by Angus McDonald and seconded by Joan Gay. The motion passed unanimously. Invited into the Executive Session were all committee members, Leslie Strauss, Joe Comerford, Joseph Samolis, Dave Lee, and Christina Denison. The Executive Session commenced at 11:12 a.m.

No actions were taken in Executive Session. The Executive Session concluded at 12:20 p.m.

Discussion of Board Policies

Susan Tyler reported that the revisions to the board policies are complete; however, an Investment Policy still needs to be drafted.

Discussion of Shared Staff

Tyler reported that Jonathan Shapiro, legal counsel, is reviewing the shared staff agreement and addendum. Further discussion is deferred to a future meeting.

Old Business

None.

New Business

Susan Tyler suggested that matters concerning the two districts that are not addressed in the letter of intent with CTDOT, such as shared staffing, would best be addressed in a separate MOA between the districts. Laura Francis questioned whether such an agreement would “over-step” the authority of the Boards to act on the towns’ behalf. Joe Comerford noted that the COG could endorse any agreement. Legal counsel will advise.

Next Steps

1. Susan Tyler, Laura Francis, and Joe Comerford will meet with Dennis Solensky on July 1 and report back to the committee; and
2. A draft of a MOA between the two districts will be prepared.

Next Meeting

The next meeting is scheduled for Monday, July 12, 2021, via ZOOM at 11:00 a.m.

Adjournment

A motion to adjourn was made by Angus McDonald and seconded by Ed Bailey. The meeting was adjourned at 12:24 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  
ZOOM CONFERENCE CALL  
MONDAY, JULY 12, 2021, AT 11:00 A.M.

Call To Order

The meeting was called to order by Susan Tyler at 11:01 a.m.

Roll Call

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

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

MOA Discussion

Susan Tyler stated that the purpose of the meeting is:

1. To agree on any language changes in the Letter of Intent;
2. To agree on a negotiating strategy; and
3. To agree on an Inter-District MOA.

Executive Session for the purpose of discussing Contract Negotiations.

A motion was made to enter Executive Session for the purpose of discussing MOA contract negotiations with CT DOT by Joan Gay and seconded by Angus McDonald. The motion passed unanimously. Invited into the Executive Session were all committee members, Leslie Strauss, Joe Comerford, Jonathan Shapiro, Dave Lee, and Christina Denison. The Executive Session commenced at 11:02 a.m.

No actions were taken in Executive Session. The Executive Session concluded at 11:38 a.m.

Discussion of Inter-District MOA

The Inter-District MOA was reviewed. Further revisions are needed. It was agreed that the MOA needs to be signed before executing the Letter of Intent with CTDOT.

Discussion of Shared Staffing Agreement

Further discussion is deferred to a future meeting.

Old Business

Tyler asked for an update on the marketing brochure; Joe Comerford reported the committee is still waiting for revisions.

New Business

Comerford and Dave Lee will prepare a Power Point presentation and/or an Executive Summary for the districts' First Selectman to present for town meeting approval.

Comerford and Jonathan Shapiro, legal counsel, will also draft Resolutions to be signed by the member towns.

Next Steps

1. Shapiro will continue to review the CTDOT'S Letter of Intent and strengthen the Districts' response;
2. Special Board meetings for both districts will be called for the purpose of discussing the districts' negotiating position with CTDOT;
3. Tyler and Lee will continue to revise the Inter-District MOA; and
4. A meeting with Dennis Solensky and his team will be held for the purpose of further negotiating.

Next Meeting

The next meeting is scheduled for Monday, July 19, 2021, at the MAT Garage, 91 N. Main Street, Middletown at 11:00 a.m. with an option to join via ZOOM.

Adjournment

A motion to adjourn was made by Laura Francis and seconded by Joan Gay. The meeting was adjourned at 12:07 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  
ZOOM CONFERENCE CALL  
MONDAY, JULY 19, 2021, AT 11:00 A.M.

Call To Order

The meeting was called to order by Susan Tyler at 11:01 a.m.

Roll Call

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

Also in attendance: Leslie Strauss, Joseph Somalis, Joseph Comerford, and Christina Denison.

MOA Discussion

Susan Tyler reported that no further information has been received from DOT.

The EDT and MDT boards will meet individually later in the week for the purpose of approving of the inter-district MOA, to review the DOT letter and to approve the negotiating strategy.

Executive Session for the purpose of discussing Contract Negotiations.

A motion was made to enter Executive Session for the purpose of discussing MOA contract negotiations with CT DOT by Angus McDonald and seconded by Ede Bailey. The motion passed unanimously. Invited into the Executive Session were all committee members, Leslie Strauss, Joseph Somalis, Joe Comerford, and Christina Denison. The Executive Session commenced at 11:02 a.m.

No actions were taken in Executive Session. The Executive Session concluded at 11:15 a.m.

Discussion of Inter-District MOA

Changes to the Inter-District MOA were discussed with further revisions needed to Section III E.

Tyler also noted that the MOA includes 3 appendices.

Once final revisions are made and the respective Boards approve it, Joe Samolis and Leslie Strauss will sign the completed MOA.

Ed Bailey made a motion to recommend that the Boards of Directors of Estuary Transit District and Middletown Transit District approve and execute the Inter-District MOA. Angus McDonald seconded the motion. The motion passed unanimously.

Discussion of Shared Staffing Agreement

Tyler reported that Jonathan Shapiro, legal counsel, is still in the process of reviewing and revising the documents. More information will be available at the next meeting.

Old Business

Joe Comerford and Dave Lee will complete the Power Presentation to the First Selectmen by August 6.

Tyler reported that work continues on the Board Policies. ETD Board members who have not reviewed the proposed Bylaws policies will be offered the opportunity to do so.

Comerford reported that work on the marketing brochure continues.

New Business

None.

Next Steps

1. Each district will hold Special Board meetings later in the week.
2. The Inter-District MOA will be executed.
3. The revised Letter of Intent will be presented to CTDOT; and
4. Joseph Comerford will follow-up with Dennis Solensky requesting final language in the letter for the end-date of the merger from CTDOT, in addition to how DOT proposes the districts will accept the Letter of Intent.

Next Meeting

The next meeting is scheduled for Monday, July 26, 2021, at the MAT Garage, 91 N. Main Street, Middletown at 11:00 a.m. with an option to join via ZOOM.

Adjournment

A motion to adjourn was made by Joan Gay and seconded by Laura Francis. The meeting was adjourned at 11:44 a.m.

Respectfully submitted,

Christina Denison  
Clerk

## MEMORANDUM OF AGREEMENT

**I – Parties**

The parties to this Memorandum of Agreement (“MOA” or “Agreement”) are the Estuary Transit District (aka Nine Town Transit, hereafter referred to as ETD) and the Middletown Transit District (aka Middletown Area Transit, hereafter referred to as MAT. The parties have discussed the substance of this Agreement with officials from the Connecticut Department of Transportation (hereafter referred to as CTDOT), and this Agreement is conditional upon support necessary from CTDOT as referenced in various sections.

**II – Intent**

The intent of this Agreement is to formalize the Parties’ commitment to prepare for and effect the equivalent of a merger of MAT and ETD by the MAT member municipalities withdrawing from MAT resulting in the cessation of MAT, the joining of MAT’s member municipalities into ETD, the transfer of MAT’s assets and transit operations into the existing ETD structure, and to implement other recommendations for Scenario 3 in the Lower Connecticut River Valley Transit Study (hereafter referred to as LCRV Transit Study) prepared for River COG.

**III – Transition Provisions**

The following transition provision will apply during the period from the date of the execution of this Agreement through July 1, 2022, or such other time as may be necessary to fulfill and complete the intent of this Agreement.

- A. The parties intend that by no later than October 31, 2021, the member municipalities of MAT will vote to withdraw from MAT and request to join ETD pursuant to Connecticut General Statute 70-237b. ETD’s Board of Directors shall vote within 30 days after the last MAT member municipality votes to join ETD approving the former MAT member municipalities as ETD members.
- B. For as long as necessary prior to establishing the expanded ETD, the MAT and ETD Boards of Directors shall continue to govern their respective operations.
- C. For as long as necessary prior to establishing the expanded ETD, MAT and ETD staff shall continue to report to the Executive Director (ED) of ETD, pursuant to a staff-sharing agreement between the Transit Districts.
- D. For as long as necessary, existing contracts of both Transit Districts shall remain in place, including, but not limited to, First Transit, legal counsel, audit services, insurance, and Teamsters Local 671.
- E. During the transition period prior to MAT’s member municipalities joining ETD, revenues, expenses, and other assets or liabilities of MAT and ETD shall not be commingled, and there will continue to be separate sets of books kept.
- F. Prior to MAT’s member municipalities joining ETD, fund balances will remain with the respective Transit District.

- G. For as long as necessary, CTDOT and the Federal Transit Administration (FTA) shall continue to fund operations of both MAT and ETD as separate agencies, consistent with past practices under separate Transit Operating Documents (TOD's) and grants.
- H. For as long as necessary prior to establishing the expanded ETD, the ED will continue to report to both Boards of Directors.
- I. For as long as necessary prior to establishing the expanded ETD, the Director of Finance for ETD will continue to oversee finances of MAT, pursuant to a staff-sharing agreement between the Transit Districts.
- J. For as long as necessary, local operating funds shall be designated and used only for the respective operations of ETD and MAT.
- K. Each Transit District shall be responsible for any remediation due to any financial audit, FTA audit, or other audit.
- L. ETD and MAT may enter into such other agreements as are necessary to ensure a smooth and efficient transition as the Boards of Directors for ETD and MAT may approve and agree.
- M. New By-Laws for ETD shall be developed and shall be subject to approval by the MAT and ETD Boards of Directors prior to the MAT member municipalities joining ETD and which shall become effective upon the expanded ETD Board of Directors approving such By-Laws.

**IV – Governance**

- A. Appendix A includes the list of municipalities that are voting members of MAT and ETD as of the date this MOA is executed which shall become members of the expanded ETD when the MAT member municipalities join in accordance with Chapter 103a of the Connecticut General Statutes, as amended. Appendix A is incorporated into this MOA.
- B. Chapter 103a of the Connecticut General Statutes, as amended, shall govern the expanded ETD Board of Directors composition, appointment of Directors, and voting by the Board of Directors.

**V – Staffing**

- A. There are no expected adverse impacts as a result of this MOA for staff employed by MAT and ETD as of the date this MOA is executed.
- B. Proposed Staffing Organization Charts during transition and after expansion occurs are included as Appendix B and incorporated in this MOA.
- C. The Parties anticipate TOD's from CTDOT for the new HR/Payroll Manager, Grants and Procurement Specialist, and Lead Supervisor positions to be approved as of the date the Transit Districts accept a letter from CTDOT defining the Department's proposed obligations to implement the expanded ETD. The Parties also anticipate funding from CTDOT for other new positions consistent with the SCR V Transit Study Staffing Cost Model for Scenario 3 which is included as part of Appendix C and incorporated in this MOA.
- D. Personnel policies and procedures shall be consistent for all staff of the expanded ETD. The Parties anticipate funding from CTDOT to cover increased costs associated with making personnel policies uniform and consistent.

**VI – Finances**

- A. Fund balances of MAT and ETD shall become and thereafter shall remain assets of the expanded ETD, effective as of the date MAT member municipalities join ETD.
- B. The cost of contributions by member municipalities as of the date this MOA is executed shall not increase as a result of the MAT member municipalities joining ETD during the first year of the expanded ETD, and shall only be set following the MAT member municipalities joining ETD only by action of the Board of Directors of the expanded ETD. It is not expected that local match contributions will need to change as a direct result of the expanded ETD itself. However, the cost of new hires beyond those recommended by the LCRV Transit Study and/or service improvements may result in an increased operating budget and may require a proportional increase in local match contributions.
- C. MAT capital assets and grants shall transfer to the expanded ETD, subject to any required approvals by FTA or any other necessary governmental body.
- D. The Parties understand that CTDOT will consider any and all former outstanding financial obligations of MAT to be satisfied when ETD votes to accept former MAT member municipalities as new member of ETD.
- E. The parties anticipate that the expanded ETD will be eligible for any financial or other benefit that would have been provided both to MAT and ETD had each remained separate.
- F. The parties do not anticipate any diminution of State or Federal funding for the expanded ETD when compared to the funding received by MAT and ETD prior to the MAT member municipalities joining ETD, but that this is necessarily subject to the availability of State and Federal appropriations.

**VII – Operations and Service**

- A. Scheduled revenue hours of service shall remain at the levels budgeted by MAT and ETD as of the date this MOA is executed, unless changed by the respective Board(s) of Directors.
- B. Except as provided by the staff-sharing agreement between MAT and ETD, MAT and ETD personnel shall continue to operate the respective services of MAT and ETD until the MAT member municipalities join ETD, and thereafter except for changes approved by the expanded ETD Board of Directors.
- C. Any cost savings achieved through service changes or efficiencies in the operations of the expanded ETD following the date this MOA is executed shall remain with the expanded ETD so that such funds shall be used to enhance service.

**VIII – Facilities**

- A. The parties anticipate a Facility Master Plan to be completed by CTDOT by July 1, 2022. The parties understand the Master Plan will incorporate Facility Alternative 3 from the

LCRV Transit Study as shown in Appendix C which is made part of this MOA. Specific elements of the Master Plan will include the following:

1. Expansion of the facility at 91 North Main Street in Middletown to increase functionality for operations management and vehicle servicing;
  2. Construction of a new shared vehicle maintenance facility in Middletown to provide in-house vehicle maintenance functions for the expanded ETD; and
  3. Construction of a new satellite facility at a shoreline location for dispatch and staging of vehicles (see Section C below).
- B. The parties will coordinate with CTDOT to prepare a timeline for property acquisition and capital programming in the State Transportation Improvement Program.
- C. The parties anticipate that CTDOT will evaluate the site in Westbrook, CT that was identified in the LCRV Transit Study as a satellite facility to determine its availability and whether it meets necessary requirements. If so, the parties anticipate that CTDOT will program capital funding sources by September 30, 2021, for acquisition of the property. In the event it is determined that the Westbrook site is not available or does not meet the necessary requirements, the parties understand that CTDOT will perform another site selection process for an alternative site in the Old Saybrook/Westbrook area. Such site selection would be completed within 12 months of the latter determination, with land acquisition activities to commence upon selection.
- D. The parties anticipate that CTDOT will provide capital funding for land acquisition, site preparation, design, and construction of new facilities, capital funding for design and construction of renovated facilities, and increased operating funds as necessary to maintain new/renovated facilities.
- E. The parties do not anticipate the cost of environmental remediation at the sites for new construction or renovation, if any, will be borne by MAT, ETD, or the expanded ETD and their member municipalities.

## **IX –One-Time Studies and Capital Projects**

The LCRV Transit Study identified several one-time studies and capital projects (in addition to facilities construction/renovation) as shown in Appendix C. The parties anticipate funding for these activities by CTDOT and to coordinate with CTDOT on a timeline for their undertaking. The parties anticipate CTDOT programming future funding to implement capital projects (in addition to facilities construction/renovation) for the expanded ETD.

## **XII – Oversight**

The parties agree to appoint an Expansion Oversight Committee upon execution of this MOA. Members of this committee shall include one member appointed by the Chair of ETD, one member appointed by the Chair of MAT, and the Executive Director of ETD. The committee will coordinate regularly with CTDOT officials to review progress on the various activities outlined in this MOA. The committee members will report to their respective Transit Districts and will make recommendations as necessary and appropriate to resolve such issues as may arise.

In the event either party to this MOA is unable or unwilling to fulfill its responsibilities, or if anticipated support from CTDOT is not forthcoming on a timely basis, it is agreed that progress on the expansion shall halt until such time as issues are resolved.

**XIII – MOA Appendices**

- Appendix A: List of Member Municipalities
- Appendix B: Staffing Organization Charts
- Appendix C: Excerpts from the LCRV Transit Study

**XIV – Signatories**

For Estuary Transit District

For Middletown Transit District

\_\_\_\_\_  
Leslie Strauss, Chair

\_\_\_\_\_  
Joseph Somalis, Chair

Date: \_\_\_\_\_

Date: \_\_\_\_\_