



**ESTUARY TRANSIT DISTRICT  
REGULAR BOARD MEETING  
MAT Offices, 91 N. Main St, Middletown CT with  
Remote Options  
September 17, 2021 at 9:30 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 ETC Committee Minutes
  - [2.](#) Acceptance of ETD Board Minutes from August 20, 2021
  - [3.](#) Acceptance of Personnel Committee Minutes from September 14, 2021
- V. Communications — C. Norz
- VI. Committee Reports
  1. ETC Committee — S. Tyler, Chairman
  2. Personnel Committee - N. Bishop, Chairman
- VII. Executive Session

For the purpose of discussing contract negotiations with DOT and attorney client privileged communications.
- VIII. Executive Director's Report — J. Comerford
- IX. New Business
  - [1.](#) Authorize Acceptance of DOT Letter
  2. Advertising Contract
- X. Old Business
- XI. Chair Comments
- XII. Board Members Comments
- XIII. Next Meeting — October 15, 2021 at 9:30 AM with Remote Options
- XIV. Adjournment

Join Zoom Meeting

<https://us02web.zoom.us/j/81235304760?pwd=S2hNQnowNkJwdDE0cmtvYU1xOU5ydz09>

Meeting ID: 812 3530 4760

Passcode: 466129

*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 EXPANSION TRANSITION COMMITTEE MEETING  
MAT GARAGE, 91 N. Main Street, Middletown, CT with Remote Options  
MONDAY, AUGUST 30, 2021, AT 1:00 PM.

CALL TO ORDER

The meeting was called to order by Susan Tyler at 1:12 p.m.

ROLL CALL

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

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

Absent: Laura Francis and Ed Bailey

MOA DISCUSSION

Susan Tyler reported that no feedback has been received from CT DOT.

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 Beverly Lawrence. The motion passed unanimously. Invited into the Executive Session were all committee members, Leslie Strauss, Dave Lee, Joe Comerford, and Christina Denison. The Executive Session commenced at 1:13 p.m.

No actions were taken in Executive Session. The Executive Session concluded at 1:38 p.m.

DISCUSSION TOPICS

1. APPOINTMENT OF COMMITTEE CO-CHAIRS  
Beverly Lawrence made a motion that the Expansion Transition Committee appoint Laura Francis and Susan Tyler as Co-Chairpersons of the Committee. Joan Gay seconded the motion. The motion passed unanimously.
  
2. COMMITTEE WORKLOAD AND AUTHORITY TO APPROVE CONTRACTS AND PROCUREMENTS  
Tabled for further discussion.

OLD BUSINESS

A copy of the Board Policies, Committee Workload, Resolutions, marketing brochure and Power Point presentation were included in the Committee’s packet.

- 1. Board Policies  
Tyler reported that Dave Lee has completed the Investment Policy. Jonathan Shapiro, legal counsel, will be asked to review.
- 2. Committee Workload  
No discussion.
- 3. Resolutions  
Tyler reported that the ETD Board has executed the Resolution accepting the MTD towns. MTD will discuss the resolution at the September Board meeting.
- 4. Marketing Brochure  
Tyler reported that the marketing brochure has been finalized and printing quotes are being obtained; however, the brochure will not go to print until matters with DOT are resolved.
- 5. Power Point Presentation  
Tyler reported that the Power Point Presentation has been completed. However, matters with DOT must be resolved before the presentation is disseminated to the public.

NEW BUSINESS

- 1. Meeting Schedule – Tabled until next meeting

NEXT STEPS

- 1. Legal counsel will review the completed Board policies for a final time.
- 2. The Committee Workload will be given a closer look.
- 3. Susan Tyler will draft a letter to the CT DOT commissioner.

NEXT MEETING

The next meeting is scheduled for Friday, September 10, 2021, at the MAT Garage, 91 N. Main Street, Middletown at 10:00 a.m. with remote options.

ADJOURNMENT

A motion to adjourn was made by Beverly Lawrence and seconded by Angus McDonald. The meeting was adjourned at 2:01 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  
FRIDAY, SEPTEMBER 10, 2021, AT 10:00 AM.

CALL TO ORDER

The meeting was called to order by Susan Tyler at 10:01 a.m.

ROLL CALL

A quorum was established with the following committee members present: Angus McDonald, Beverly Lawrence (arrived at 10:22 a.m.), Susan Tyler, Laura Francis and Ed Bailey.

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

Absent: Joan Gay

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 Laura Francis and seconded by Angus McDonald. The motion passed unanimously. Invited into the Executive Session were all committee members, Leslie Strauss, Dave Lee, Joe Comerford, and Christina Denison. The Executive Session commenced at 10:04 a.m.

No actions were taken in Executive Session. The Executive Session concluded at 10:37 a.m.

DISCUSSION TOPICS

A copy of the Committee Workload and Merger Related Studies and Projects were included in the Committee's packet

1. Committee Workload  
To be discussed at next meeting.
2. Authority to Approve Contracts and Procurements  
Laura Francis made a motion to recommend that the ETD and MTD Boards of Directors authorize the Joint Expansion Transition Committee to approve contracts and procurements on behalf of the Board of Directors that are fully funded and related to the expansion of ETD as outlined in the Memorandum of Agreement signed by both

Districts on July 23, 2021, in any amount of \$150,000 or less, in accordance with the ETD purchasing procedures. Angus McDonald seconded the motion. The motion passed unanimously.

#### OLD BUSINESS

- Meeting Schedule  
Going forward, the Committee will meet on Tuesdays at 1:00 p.m. Meetings will continue to be held on a weekly basis until further notice.
- Board Policies  
Tyler reported that Jonathan Shapiro, legal counsel, has reviewed the Board Policies making several changes, which will be discussed at the next meeting.

#### NEW BUSINESS

None.

#### NEXT STEPS

1. Tyler, Francis and Comerford will meet with Dennis Solensky, CTDOT, on Monday, September 13, and report back to the Committee.
2. Tyler will send Atty. Shapiro's policy comments to the committee.
3. Tyler, Francis and Comerford will review the Committee Workload list and make recommendations to the committee.

#### NEXT MEETING

The next meeting is scheduled for Tuesday, September 14, 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 Beverly Lawrence and seconded by Angus McDonald. The meeting was adjourned at 10:53 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 EXPANSION TRANSITION COMMITTEE MEETING  
MAT GARAGE, 91 N. Main Street, Middletown, CT with Remote Options  
MONDAY, AUGUST 16, 2021, AT 1:00 PM.

CALL TO ORDER

The meeting was called to order by Susan Tyler at 1:02 p.m.

ROLL CALL

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

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

Absent: Joan Gay

MOA DISCUSSION

None

DISCUSSION TOPICS

A copy of the ETC Workload Outline was included in the Committee's packet.

1. DOT VISIT  
Joe Comerford reported that DOT officials visited both districts on Thursday, August 12, 2021.
2. Committee Workload  
Tyler stated that the outline gives a large footprint of what the committee's workload may encompass and asked members to consider how much involvement the committee and the board should have in forthcoming studies and projects.
3. Resolutions  
Jonathan Shapiro, legal counsel, continues to work on the board resolutions combining the two districts. The resolutions will be presented at upcoming Board meetings for acceptance.

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 Laura Francis. The motion

passed unanimously. Invited into the Executive Session were all committee members, Leslie Strauss, Joseph Samolis, Jonathan Shapiro, Dave Lee, Joe Comerford, and Christina Denison. The Executive Session commenced at 1:34 p.m.

No actions were taken in Executive Session. The Executive Session concluded at 1:50 p.m.

OLD BUSINESS

A copy of the marketing brochure and Power Point presentation outline were included in the Committee’s packet.

- 1. Marketing Brochure  
Comerford presented the latest version of the stakeholders’ marketing brochure.
  
- 2. Power Point Presentation  
The power point outline was reviewed and discussed. Dave Lee will organize presentation slides and Comerford will add graphics. A final version will be ready for the next meeting.

NEW BUSINESS

None

NEXT STEPS

- 1. Dave Lee will continue to revise the Board policies.
- 2. Members will review the Committee Workload Outline and be prepared to discuss at the next meeting.
- 3. Comerford and Lee will continue working on the Power Point presentation.
- 4. Leslie Strauss will continue to work with the graphic designer to finalize the marketing brochure.
- 5. Jonathan Shapiro will finalize the resolutions; and
- 6. Tyler, Francis and Comerford will continue discussions with CT DOT.

NEXT MEETING

The next meeting is scheduled for Monday, August 23, 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 Laura Francis and seconded by Angus McDonald. The meeting was adjourned at 2:05 p.m.

Respectfully submitted,

Christina Denison  
Clerk



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

ESTUARY TRANSIT DISTRICT  
REGULAR MEETING  
VIA ZOOM

Friday, August 20, 2021

CALL TO ORDER

The meeting was called to order by Leslie Strauss, Chairman at 9:33 a.m.

ROLL CALL

A quorum was established with the following board members present: Noel Bishop, Charlie Norz, Leslie Strauss, Susan Tyler, Peter Bierrie, Angus MacDonald (arrived at 9:45 a.m. and left at 11 a.m.), Karl Kilduff (left the meeting at 10:41 a.m.), Tim Griswold.

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

Absent: Joan Gay.

PUBLIC HEARING – Xra Mile Fares – item tabled

VISITOR COMMENTS – None.

SECRETARY’S REPORT

Susan Tyler made a motion to accept the minutes from the MOA Committee meetings of 6/14/21 through 7/26/21 meeting. Noel Bishop seconded the motion. The motion passed unanimously.

Susan Tyler made a motion to accept the Finance Committee minutes of 8/18/21. Noel Bishop seconded the motion. The motion passed unanimously.

Peter Bierrie made a motion to accept the minutes from 6/18/21 Regular Board meeting. Susan Tyler seconded the motion. The motion passed unanimously.

CORRESPONDENCE – None.

EXECUTIVE SESSION (S) - Negotiations with First Transit and DOT

Susan Tyler made a motion to go into Executive Session at 9:38 a.m. for the purpose of First Transit and DOT negotiations. Peter Bierrie seconded the motion. The motion passed unanimously.

Suzanne Helchowski and Joe Comerford invited into the Executive Session at 9:54 a.m.

Regular session resumed at: 10:14 a.m.

No action taken.

TREASURER'S REPORT – None.COMMITTEE REPORTSMOA

Susan Tyler provided a detailed summary on the status of the MOA including:

- The Committee is meeting weekly (jointly) and finalizing all board policies; i.e. attendance, conflict of interest, investment policy, etc. When finalized, the new by-laws will be forwarded to all board members for review and comment.
- Marketing products (brochure) relative to the merger have been developed.
- A Power Point Presentation to be shared with Board members, Boards of Selectmen and other stakeholders is being developed.

Several studies are necessary to facilitate the merger process. Currently, the Executive Director and Chairman of the Board can approve, on behalf of the entire Board, contracts less than \$50,000. All of the necessary studies to accommodate the merger/expansion; i.e. HR, IT, etc. will cost more than \$50,000. To move the project in a timely manner, the Board discussed allowing the Executive Director and Board Chair to approve contracts over \$50,000. Funding for these studies is provided by DOT.

Board members expressed concern that contracts over \$50,000 may be awarded without Board authorization. Board member comments will be forwarded to the MOA Committee (note that the MOA Committee is now referred to as the Expansion Transition Committee).

A resolution, prepared by J. Shapiro, MAT Attorney, regarding the merger/expansion process was included in the Board's packet and discussed.

Tim Griswold made the following motion:

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

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

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

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

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

Charlie Norz seconded the motion. The motion passed unanimously.

Angus MacDonald made a motion to accept the MOA (Expansion Transition Committee) report. Noel Bishop seconded the motion. The motion passed unanimously.

Legislative Committee – None.

Finance Committee – None.

Marketing Committee

A copy of the brochure, developed to explain the merger/expansion to stakeholders was included in the Board packet and discussed. The brochure is ready for distribution.

As previously discussed, a Power Point Presentation to be shared with Board members, Boards of Selectmen and other stakeholders is being developed. The Power Point will be forwarded to Board members for review and comment.

Social Media campaigns, relative to the Park Connect Program and funded by DOT have been on-going.

COG Update

RiverCOG discussions relative to the ARPA funds are on-going.

OPERATIONS DIRECTOR'S REPROT

The Ridership report was included in the Board's packet.

Joe reported:

- Ridership continues to increase but is still lower than 2019 levels (Pandemic).
- The Xtra Mile program continues to increase.
- The Trolley and Park Connect program are doing well.
- Hiring staff continues to be difficult; especially part-time drivers.

A mechanic, on MAT's payroll, has been hired and will be able to service 9TT vehicles in house (small jobs due to lack of a lift at the Centerbrook facility).

Susan Tyler made a motion to accept the Operations Manager's Report as presented. Charlie seconded the motion. The motion passed unanimously.

EXECUTIVE DIRECTOR'S REPORT

Joe Comerford reported:

- The District has been authorized to begin spending the \$2.6 million in Capital.
- To date, aside from MTA, no district has mandated vaccines for staff, drivers or riders.
- The District is encouraging staff to be vaccinated and to date, 80% of the staff is vaccinated.
- All drivers wear masks.
- Joe will review with the District's attorney guidance on vaccinations, masks, etc.

Susan Tyler made a motion to accept the Executive Director’s Report as presented. Charlie Norz 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 the error in budget/actual report has been corrected and the error did not affect the final numbers recorded in the report.

No concerns relative to the Financial Reports were reported.

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

MAINTENANCE DIRECTOR REPORT – No report.

NEW BUSINESS

Xtra Mile Fares

Susan Tyler reported that the Xtra Mile program began in May 2019 as a pilot program (no fare). During Covid, the program was continued at no cost to the rider. The Finance Committee is recommending that a fare for the service be imposed. Joe recommended that action on a fare for Xtra Mile be postponed until the new fare structure is in place. A Public Hearing, prior to Board approval is required for any fare.

Rte. 81

Susan Tyler reported that the Rte. 81 was a 3 year pilot program. The funding for the route expires this month. The District has requested that the DOT provide funding for the route for an additional year because due to the Pandemic, ridership changed. The District does have the money to continue the program on a month to month basis pending DOT funds.

Noel Bishop made a motion to continue the Rte. 81 service on a month to month basis through the current fiscal year pending receipt of additional funding from CTDOT. Charlie Norz seconded the motion. The motion passed unanimously.

Approval of Employee Sharing Agreement

Susan Tyler reported that the Employee Sharing Agreement was part of the original MOA signed in July.

Noel Bishop made a motion to ratify the Employee Sharing Agreement and addendum signed by the Chairmen of the ETD Board and the MAT Board in July, 2021. Charlie Norz seconded the motion. The motion passed unanimously.

OLD BUSINESS - None.

CHAIR COMMENTS

To facilitate the potential merger/expansion of the District in a timely manner, the Board discussed holding monthly meetings, as opposed to meeting bi-monthly (every two months).

Peter Bierrie made a motion to hold Regular monthly meeting beginning September 17, 2021 and the 3<sup>rd</sup> week of the month thereafter. Tim Griswold seconded the motion. The motion passed unanimously.

Information regarding the change in the Regular monthly meeting schedule will be forwarded to the Secretary of State's office.

BOARD MEMBER COMMENTS - None.

VISITOR COMMENTS – None.

ADJOURNMENT

Peter Bierrie made a motion to adjourn the meeting at 11:20 a.m. Noel Bishop seconded the motion. The motion passed unanimously.

Next Meeting – September 17, 2021 – 9:30

Respectfully Submitted,

Suzanne Helchowski  
Clerk

ESTUARY TRANSIT DISTRICT  
PERSONNEL COMMITTEE MEETING  
TUESDAY SEPTEMBER 14, 2021

**Call to Order**

The meeting of the Estuary Transit District Personnel Committee was called to order by Noel Bishop at 3:04 p.m. via zoom conference call.

**Roll Call**

Those in attendance included: Noel Bishop, and Susan Tyler

**Staff:** Joe Comerford, Christina Denison and Lisa Gibson

**Guest:** Zachary Faiella, Westbrook Director of Health

**Executive Session** – N. Bishop

Noel Bishop made a motion to go into Executive Session at 3:04 p.m. for the purpose of discussion of communications with attorney. Susan Tyler seconded the motion. The motion passed unanimously.

Joe Comerford, Lisa Gibson, Christina Dennison and Zachary Faiella were invited into the Executive Session.

Regular session resumed at: 3:40 p.m.

**Discussion of Vaccination Policies** – N. Bishop

Joe Comerford made a motion to recommend to the ETD Board of Directors to not implement a covid vaccine requirement yet but to develop a policy to incentivize for covid vaccine participation. Susan Tyler seconded the motion. The motion passed unanimously.

**Adjournment**

Noel Bishop made a motion to adjourn the meeting at 3:41 p.m. Susan Tyler seconded the motion. The motion passed unanimously.

Respectfully Submitted,

Lisa Gibson  
Clerk



STATE OF CONNECTICUT  
DEPARTMENT OF TRANSPORTATION

2800 BERLIN TURNPIKE, P.O. BOX 317546  
NEWINGTON, CONNECTICUT 06131-7546  
Phone: (860) 594-2829

\_\_\_\_\_, 2021

**Leslie Strauss, Chair**

Estuary Transit District  
17 Industrial Park Road Suite 6  
Centerbrook, CT 06409

**Joseph Samolis, Chair**

Middletown Transit District  
340 Main Street  
Middletown, CT 06457

Dear \_\_\_\_\_:

Subject: Merger – Estuary Transit District / Middletown Transit District

The Connecticut Department of Transportation (Department) is in receipt of a copy of the Memorandum of Agreement by and between the Estuary Transit District (ETD) and the Middletown Transit District (aka Middletown Area Transit, hereafter referred to as MAT) dated **July 23, 2021**, (MOA) relative to the proposed merger between the entities. The merger reflects the recommendations of the 2020 Lower Connecticut River Valley Transit Study (Study). The Department supports the proposed merger as outlined in the MOA and anticipates that the merger will enhance efficiencies and service to the region’s communities.

The purpose of this letter is to define the Department’s proposed obligations relative to activities prior to the effective date of the merger and to the expanded entity. The Department’s proposed obligations are contingent on the merger taking place. This letter is not intended to constitute a legally binding offer or agreement by the Department. The Department’s obligations relative to the expanded entity are conditioned on the **Amended Master Agreement (as hereinafter defined)** being executed by all required governmental authorities. Additionally, all funding commitments outlined below are subject to the annual appropriation of funds by the State and, if applicable, the annual appropriation of Federal funds. The Department shall make the final determination as to the amount of funding to be provided under any agreements with ETD or MAT. However, the Department does not anticipate that the merger will negatively impact the current

funding provided collectively to MAT and ETD which, together with the costs associated with the three (3) positions outlined on this page in item 4 below prior to the effective date of the amended Master Agreement, will serve as the baseline for future funding commitments to the expanded entity. Upon completion of the commitments related to the acquisition and construction of the facilities the Department's fiscal responsibilities for the merger itself shall be considered largely completed.

As outlined in the MOA, after the merger, the expanded entity will be known as Estuary Transit District (ETD). Since the Department already has an existing Master Agreement with ETD, that Master Agreement (11.06-01 (20)) either will need to be amended or superseded with a new agreement (the "Amended Master Agreement") to reflect any new terms and conditions. It is anticipated that the Amended Master Agreement will be executed after the ETD Board of Directors votes to accept the former MAT member municipalities as ETD members. Until the Amended Master Agreement is executed, the existing Master Agreements with ETD and MAT remain in effect and as the operative documents between the Department, ETD and MAT, respectively.

Prior to the effective date of the Amended Master Agreement, the Department agrees that:

1. It will complete a Facility Master Plan as recommended by the Study (see Appendices which are incorporated herein) with ETD and MAT by July 1, 2022. Elements of the plan shall include the following:
  - a. Expansion of the facility at 91 North Main Street in Middletown to increase functionality for operations management and vehicle servicing;
  - b. Construction of a new shared vehicle maintenance facility in Middletown to provide in-house vehicle maintenance functions for the expanded ETD;
  - c. Construction of a new satellite facility for dispatch and staging of vehicles.
2. It will prepare a timeline for property acquisition and capital programming in the State Transportation Improvement Program in coordination with ETD and MAT.
3. A satellite operating facility for the dispatch and staging of vehicles is a vital part of the post-merger service. The Department will evaluate the site in Westbrook, CT identified in the Study as the potential site (Westbrook Site), including the programming of capital funding sources by September 30, 2021 for the 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 Department agrees to perform another site selection for an alternative site in the greater Old Saybrook/Westbrook area. It will be completed within twelve months of such determination, with acquisition activities to commence upon selection.
4. In order to support the completion of the merger, the Department will provide funding for the new HR/Payroll Manager, Grants and Procurement Specialist and Lead Supervisor positions identified in the Study after this letter is signed by the Department and accepted by ETD and MAT. It is agreed that the position of Lead Supervisor can be filled concurrent with the relocation of ETD administration and management staff to Middletown. After the merger, positions will be restructured as described in the study and referenced in article 6 of the post-merger section below. ETD's and MAT's separate operations will continue to



be funded pursuant to their existing agreements until the earlier of the date the merger is completed or the date each respective existing Master Agreement expires.

After the effective date of the Amended Master Agreement, the Department agrees that:

1. The expanded ETD shall be eligible for any financial or other benefit that would have been provided both to MAT and ETD had each remained separate;
2. There is no anticipated diminution of state or federal funding for the expanded ETD when compared to the funding received by MAT and ETD prior to the merger, subject to the availability of state and federal appropriations;
3. The Department will consider any and all former outstanding financial obligations of MAT to be satisfied;
4. Any cost savings achieved through service changes or efficiencies in the operations of the expanded ETD following the date the Merger Agreement is executed shall remain with the expanded ETD so that such funds shall be used to enhance service;
5. 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 service enhancements, etc. may result in increased operating budget and may require a proportional increase in local match contributions
6. The Department recognizes that initiatives need to be undertaken to support the success of the merger and is committed to moving the following forward, as funding allows:
  - a. allowing for the creation of new positions based on cost neutral staffing redistribution and other staffing recommendations identified in the study. The redistribution reduces the number of duplicate positions i.e., one (1) Executive Director as opposed to two (2), one (1) Financial Director as opposed to two (2), etc. while planning for the optimal number of positions required to support merged operations and expanded maintenance facilities. It also makes ETD and MAT personnel policies consistent; and
  - b. funding the maintenance of new and/or renovated facilities; and
  - c. preparing for additional Special Studies recommended in the Study and any Appendices thereto, or as otherwise may be recommended, from time to time, either before, during or after the MAT member municipalities join ETD; and
  - d. programming future funding to implement further capital projects for the expanded ETD.
7. If the Westbrook Site meets the necessary requirements, facilitate the commencement of the site acquisition;
8. The Department shall 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;

9. The Department shall work with the expanded ETD to adopt a timeline for property acquisition and capital programming in the State Transportation Improvement Program; and

10. The Department shall participate in any environmental remediation costs if remediation is required at sites formerly utilized for transit operations or sites to be acquired for new transit facilities (ie: the Westbrook Site). Since the Department will now own these site(s), neither the Districts nor their local government members are expected to pay for remediation costs, if any, at existing or newly acquired facility site(s).

If you have any questions, please feel free to contact Dennis Solensky of my staff at (860) 594-2829 or at Dennis.Solensky@ct.gov. We look forward to working with you on this matter.

Sincerely,

Joseph J. Giuliatti  
Commissioner

The above terms and conditions are hereby acknowledged and accepted by:

Leslie Strauss, Chair  
Estuary Transit District

Joseph Samolis, Chair  
Middletown Area Transit

Signature\_\_\_\_\_

Signature\_\_\_\_\_

Date\_\_\_\_\_

Date\_\_\_\_\_