



**ESTUARY TRANSIT DISTRICT  
MIDDLETOWN TRANSIT DISTRICT  
SPECIAL ESTUARY TRANSIT DISTRICT EXPANSION TRANSITION COMMITTEE  
MEETING  
MAT Offices, 91 N. Main St, Middletown, CT with Remote Options  
November 23, 2021 at 1:00 PM**

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**AGENDA**

- I. Call to Order- J. Gay, Co-Chair
- II. Roll Call – J. Gay
- III. CT DOT Progress Update Report- M. Lawrence
- IV. Implementation Plan
  - [1.](#) Revised Plan
- V. Executive Director's Report- J. Comerford
- VI. Discussion Topics
  - [1.](#) Member Dues Structure
  - 2. Board Meeting Schedule
- VII. Old Business
  - [1.](#) By Laws and Board Policies
- VIII. New Business
- IX. Discussion of Next Steps
- X. Next Meeting – November 30, 2021 at 1:00 PM with Remote Options
- XI. Adjournment

Join Zoom Meeting

Meeting ID: 837 5097 1100

Passcode: 836014

One tap mobile

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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.

## MERGER IMPLEMENTATION PLAN

### GOVERNANCE

#### 2021

October: Letter of Intent executed by CTDOT--COMPLETED  
ETC develops into Merger Oversight Committee--COMPLETED

November:

Inform State Legislators of status --COMPLETED  
Update Power Point presentation COMPLETED

December Boards agree on revised by-laws, member dues structure (11/23/21 TO BE DISCUSSED)  
Middletown, Durham, and Middlefield vote to join ETD as of May 1, 2022  
ETD votes to accept MAT member towns as members of ETD, effective date TBD

#### 2022

January: Joint Board meetings on FY 22-23 budget for merged district and acceptance of FY 2023 dues  
Determine ETD committee assignments for expansion transition period  
Joint Service Study Committee formed (MOVED FROM NOVEMBER)

Public Media event (DELETE)

February: Request FTA approval to transfer MTD assets and awards to ETD  
  
RFP for fare study (\$50,000) (CHECK DATES WITH JOE)  
RFP for rebranding/marketing study (\$100,000) (CHECK DATE WITH JOE)

April: Rebranding/marketing study begins  
Fare study begins

May Public Media Event (after acquisition of Shoreline property)

June: Boards vote on future by-laws and member dues structure  
FY 22-23 budget adopted by new board  
Conduct fare hearings CHECK W/JOE

July: CTDOT forgives MAT debt concurrent with new Master Agreement  
Operational merger occurs; officially begin operating as one district  
Implement unified fares STUDY RELATED

Begin marketing campaign

October: Rebrand website, schedules, etc. (Note: CHECK WITH JOE)

Winter: MTD Board votes to dissolve MAT  
ETD invites other towns to join

**FACILITIES**

**2021**

November: MDT land acquired--COMPLETED

December: Shoreline site negotiations—(TO BE DISCUSSED 11/23/21)  
DOT programs funding for land acquisition for shoreline facility—TO BE DISCUSSED 11/23/21)  
Engage design services consultant for all facilities—TO BE DISCUSSED 11/23/21)

**2022**

January: Confirm facility programs  
Kickoff facility design  
DOT assigns Facility Master Plan to on-call consultant

February: Start date for Shoreline Real Estate Market Review, if necessary (\$125,000)

March: Site plans/preliminary facility concepts  
Facility program & site master plan charrettes

April: 30% Middletown maintenance facility design/NEPA

May: Final facility program & site master plan  
Complete shoreline land acquisition

July: 60% Middletown maintenance facility design  
Facility Master Plan completed by DOT

August: 30% Shoreline facility design/NEPA

**2023**

March : 60% Shoreline facility design

April: 90% Middletown maintenance facility design

May: 90% Shoreline facility design

Fall: IFB construction Middletown maintenance facility

Winter: Start Middletown Maintenance facility construction  
IFB construction for Shoreline facility

**2024**

Winter: Start construction of Shoreline facility  
PUBLIC MEDIA EVENT

**2025**

Winter: Shoreline facility opens  
PUBLIC MEDIA EVENT  
Design storage facility upgrades

Spring: IFB for Middletown storage facility upgrades

Summer: Middletown maintenance facility opens  
Begin Middletown storage facility upgrades

**2026**

Spring: Complete Middletown storage facility upgrades

**OPERATIONS AND STAFFING**

**2021**

October: Letter to staff and Teamsters (after Letter of Intent is accepted--completed

Approve procurement of: new buses, support vehicle, service truck, planning software, AVL system, and radios--COMPLETED

November: CTDOT provides TOD's for new HR, Lead Supervisor, and Grants & Procurement positions (11/23/21 TO BE DISCUSSED)

CTDOT issues TOD's for remaining Special Studies (11/23/21 TO BE DISCUSSED)

Potential start date for legal consultation (\$50,000)—(11/23/21 TO BE DISCUSSED)

Receive FFY 21 5307 split agreement (11/23/21 – TO BE DISCUSSED)  
 Receive Covid relief funds split agreement (\$2.5 million)—RECEIVED \$3million  
 (11/23/21—TO BE DISCUSSED)

December: CTDOT provides TOD's for new supervisor and dispatch positions  
 Submit FFY 22 additional capital projects funding request (11/23/21)

## 2022

January: Begin sharing of technology (AVL, Schedule Software and other functions)

February: Implement new radio system in Middletown  
 Begin phasing of shared call center and dispatch operations

Start date for any other special studies needed (\$50,000)  
 Move MAT support staff to ETD payroll  
 Fill new supervisor and dispatch positions  
 Start date to acquire new fare collection equipment for joint fleet  
 RFP for Human Resources Study (\$75,000) and Branding

April: Receive FFY 22 5307 split agreement

May: Implement joint work rules/operating policies  
 Fully implement shared call center and dispatching  
 Implement planning software  
 Start date for the Human Resources Study

July: Implement expanded Dial-A-Ride

October: Start date to rebrand vehicles, signage, website, etc. (\$350,000)

Fall: Teamsters contract negotiations

## 2023

January: Remaining Middletown staff move to ETD payroll

## 2024

Spring: CTDOT provides TOD's for remaining staff positions

Winter: Fill remaining staff positions

Note: Unless otherwise specified, dates are intended as completion on or before.

**ESTUARY TRANSIT District Town Fees 2017-2022**

	Jul 17- Jun 18	Jul 18- Jun 19	Jul 19- Jun 20	Jul 20 - Jun 21	Jul 21 - Jun 22
		2.50%	2.00%	2.00%	2.00%
CHESTER	\$ 7,165	\$ 7,345	\$ 7,500	\$ 7,650	\$ 7,800
CLINTON	\$ 41,675	\$ 42,715	\$ 43,570	\$ 44,440	\$ 45,330
DEEP RIVER	\$ 9,950	\$ 10,200	\$ 10,410	\$ 10,620	\$ 10,830
ESSEX	\$ 19,140	\$ 19,620	\$ 20,015	\$ 20,415	\$ 20,825
KILLINGWORTH	\$ 9,065	\$ 9,290	\$ 9,475	\$ 9,665	\$ 9,860
LYME	\$ 3,140	\$ 3,220	\$ 3,285	\$ 3,350	\$ 3,415
OLD LYME	\$ 15,045	\$ 15,500	\$ 15,730	\$ 16,045	\$ 16,365
OLD SAYBROOK	\$ 29,560	\$ 30,300	\$ 30,905	\$ 31,525	\$ 32,155
WESTBROOK	\$ 14,705	\$ 15,070	\$ 15,370	\$ 15,675	\$ 15,990
MADISON	\$ 3,240	\$ 3,320	\$ 3,390	\$ 3,460	\$ 3,530
<b>TOTAL</b>	<b>\$ 149,445</b>	<b>\$ 153,260</b>	<b>\$ 156,260</b>	<b>\$ 159,385</b>	<b>\$ 162,570</b>

**\$ 780,920**



MIDDLETOWN TRANSIT DISTRICT Town Fees 2017-2022

	Jul 17- Jun 18	Jul 18- Jun 19	Jul 19- Jun 20		Jul 20 - Jun 21	Jul 21 - Jun 22	
		0.00%		%	2.50%	0.00%	
DURHAM	\$ 18,270	\$ 18,270	\$ 18,270	0%	\$ 18,727	\$ 18,727	
MIDDLEFIELD	\$ 16,280	\$ 16,280	\$ 16,280	0%	\$ 16,687	\$ 16,687	
MIDDLETOWN	\$ 353,850	\$ 353,850	\$ 383,850	8%	\$ 385,704	\$ 385,704	
CROMWELL	\$ 2,500	\$ 2,500	\$ 4,000	60%	\$ 4,000	\$ 4,000	
EAST HAMPTON	\$ 52,600	\$ 52,600	\$ 52,600	0%	\$ 53,915	\$ 53,915	
PORTLAND	\$ 38,394	\$ 38,394	\$ 38,394	0%	\$ 39,368	\$ 39,368	
<b>TOTAL</b>	<b>\$ 481,894</b>	<b>\$ 481,894</b>	<b>\$ 513,394</b>		<b>\$ 518,401</b>	<b>\$ 518,401</b>	<b>\$ 2,513,984</b>

**BY-LAWS FOR THE EXPANDED ESTUARY TRANSIT DISTRICT**  
**November 16, 2021**

**Article I -- Name**

The name of this organization shall be the Estuary Transit District (“ETD” or “Transit District”) which includes as its members the municipalities of Chester, Clinton, Deep River, Durham, Essex, Killingworth, Lyme, Middlefield, Middletown, Old Lyme, Old Saybrook, and Westbrook, and any other municipalities that join the Transit District pursuant to Article III.

**Article II -- Authorization and Statement of Purpose**

- A. Authorization: The Transit District is established according to the provisions of Chapter 103a of the Connecticut General Statutes.
- B. Purpose: The purpose of the Transit District is to administer and operate public transportation services for the region so as to improve the mobility of residents, offer alternatives to privately owned vehicles, provide connectivity to other transit services in Connecticut, and promote sustainability and energy conservation.

**Article III -- Membership**

- A. Joining the District: Pursuant to Chapter 103a of the Connecticut General Statutes, any municipality may join the Transit District if its legislative body votes to do so and if the request for membership is approved by a vote of the ETD Board of Directors as provided for in Article V.
- B. Withdrawal of a Member Municipality: In accordance with the provisions of Subsection 7-237b(f) of the Connecticut General Statutes, any member municipality may withdraw from the Transit District if its legislative body officially votes to do so. In such event, the Board of Directors shall determine the share of the Transit District’s expenses and obligations remaining due from the municipality, if any. The municipality shall pay or secure such amount to the Transit District before the withdrawal shall become effective.
- C. Removal: Any member municipality that fails to meet its obligations to the Transit District may be removed from membership by vote of the Board of Directors as provided in Article VIII.

- D. Member Municipality Dues: The amount of dues to be rendered to the Transit District by each member municipality shall be voted annually by the Board of Directors prior to December 31 each year.

#### **Article IV -- Board of Directors**

- A. The affairs of the Transit District shall be managed by a Board of Directors appointed in accordance with the provisions of Section 7-273c of the General Statutes of Connecticut, as amended, and who shall serve in accordance with the provisions of said statute.
- B. Appointments: In accordance with the provisions of Section 7-273c of the General Statutes of Connecticut, as amended, each member municipality of the Transit District shall appoint its Director(s).
- C. Term: Directors shall be appointed to a term of four years. At the end of their term, a Director shall be reappointed to a subsequent four-year term by his/her member municipality, or replaced. From member municipalities having more than one Director, one-half of those first appointed shall serve for two years and one-half for four years; following such first appointment, Directors shall serve four-year terms.
- D. Vacancies: If a vacancy occurs on the Board of Directors, the respective municipality shall appoint a new Director to fill the unexpired portion of the term in accordance with the provisions of Section 7-273c of the General Statute of Connecticut, as amended.
- E. Rules and Regulations: The Directors shall in all cases act as a Board, regularly convened, and they may adopt such rules, policies, and regulations for the conduct of their meetings and the management of the Transit District as they deem proper. The rules, policies, and regulations shall be consistent with these by-laws and the laws of the State of Connecticut.
- F. Powers and Duties: The Board of Directors shall have all the powers and duties necessary or appropriate for the plenary administration of the affairs of the Transit District.

#### **Article V – Officers**

- A. The Directors shall elect Officers from among their numbers and such Officers shall consist of a Chair, Vice Chair, Secretary, and Treasurer.
- B. Officers shall be elected at the Annual Meeting of the Transit District.

- C. Nominations: Nominations for all Officers shall be made from the floor and/or at the Annual Meeting and/or via the appropriate committee.
- D. Election and Term of Office: Officers shall be elected by a vote of the Board of Directors as Provided in Article VIII. The term of office shall be until the next Annual Meeting. Officers may be re-elected to subsequent annual terms without limit.
- E. Vacancies: Should any of the Officer positions become vacant, such vacancy shall be filled until the next Annual Meeting by a vote of the Board of Directors as provided in Article VIII. The term of office shall be until the next Annual Meeting.
- F. Duties of the Officers shall be as follows:
1. Chair: The Chair shall preside at all meetings of the Board of Directors at which the Chair is present. When so authorized by the Board of Directors, the Chair shall sign contracts and other official documents in the name of the Transit District. During the absence or the inability of the Treasurer to act, the Chair shall assume the powers and duties of the Treasurer.
  2. Vice Chair: In the absence of the Chair, or in the event the chair is unable to carry out the responsibilities of the office, the Vice Chair shall assume the powers and duties of the Chair.
  3. Secretary: The Secretary shall keep the records of the Transit District in appropriate books in the Transit District's office. The Secretary shall cause to be given and served all notices of the Transit District, shall be the custodian of all records and seals, and shall affix the seal of the Transit District when authorized and required. Minutes shall be taken at all meetings of the Board of Director, and the Secretary shall ensure that approved minutes are retained. In the absence or inability to act on the part of both the Chair and Vice Chair, the Secretary shall assume the powers and duties of the Chair and shall perform such other duties as may be required from time to time.
  4. Treasurer: The Treasurer shall have the care and custody, and be responsible for, the funds and securities of the Transit District, subject to the direction of the Board of Directors. Along with the Executive Director, the Treasurer shall receive all funds and sign, make, and endorse in the name of the Transit District, all drafts, warrants, and orders for the payment of money, and pay out and dispose

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

- G. Removal: An Officer may be removed from office for cause by a vote of the Board of Directors, as provided in Article VIII. The definition of “for cause” shall be defined by a vote of the Board of Directors as provided for in Article VIII or as otherwise established in a policy approved by a vote of the Board of Directors as provided in Article VIII.

#### **Article VI – Staff**

- A. Executive Director: The Board of Directors shall employ an Executive Director who shall have general charge and direction of the business of the Transit District. The Board of Directors shall determine the compensation, qualifications, and duties and responsibilities of the Executive Director. The Executive Director may be hired directly by the Board of Directors or provided under a management services contract.
- B. The Executive Director shall hire, discharge, manage, and fix the compensation of all employees and agents of the Transit District, subject to approval by the Board of Directors.
- C. Reimbursement of expenses incurred by the Executive Director of other staff of the Transit District shall be subject to approval by the Board of Directors, consistent with the Transit District’s established policy.

#### **Article VII – Meetings**

- A. Regular Meetings: Pursuant to Chapter 103a of the Connecticut General Statute, as amended, the Board of Directors shall meet at regular intervals, but in no event fewer than four times a year.
- B. Special Meetings: The Chair or any three Directors may call a Special Meeting of the Board of Directors by giving written notice of the date, time, place, and purpose of the meeting to each Director and the Clerk of each member municipality at least 24 hours in advance of the meeting.
- C. Annual Meeting: The Annual Meeting of the Transit District shall be the first regular meeting held after July 1 of each year.

- D. **Participation by Telephone or Other Electronic Means:** Directors of the Board may participate in a regular or special meeting by telephone, videoconference, or other remote electronic means by which all persons participating can hear one another. Participation in this manner shall constitute presence in person at such meeting and shall count towards a quorum.
  
- E. **Meeting Notices:** The dates, times, and location of the Annual Meeting and all regular meetings shall be filed with the Clerk of each member municipality and with the Secretary of State no later than January 31 each year in accordance with Chapter 14, Section 1-235b of the Connecticut General Statutes, as amended. Notice of meetings may be sent to Directors by regular mail, electronic mail, or such other method as may be established by a vote of the Board of Directors in accordance with Article V.

#### **Article VIII -- Quorum and Voting**

- A. A quorum must be present at any regular or special meeting of the Board of Directors in order to conduct business and approve motions. In the absence of a quorum, the Directors may discuss issues but cannot take action for the Transit District.
  
- B. Consistent with the provisions of Section 7-273c of the Connecticut General Statutes, each member municipality shall be entitled to a number of votes equal to the population they represent (rounded to the nearest one hundred) divided by the smallest population of a member municipality (rounded to the nearest hundred). The populations used for determining such proportionate (“weighted”) voting strength shall be adjusted once every ten years using the most recently published Census data available from the U.S. Census Bureau.
  
- C. A quorum shall exist when of both of the following conditions exist:
  - 1. Directors are present representing at least two-thirds of the total number of member municipalities, less the number of any member municipalities whose Director position(s) is(are) completely vacant. The two-thirds calculation shall be rounded to the nearest whole number. By way of example, if a member municipality has one or more Directors, the presence of any one Director shall count towards the quorum for purposes of this subsection. It is the intent of this section that at least two-thirds of the member municipalities has a Director present for a quorum to exist; and
  - 2. Directors are present with a majority of the total weighted vote for all member municipalities, less the weighted vote for any vacant Director position. It is the intent of this subsection that a minimum number of Directors representing a majority of the total weighted vote is present for a quorum to exist.

- D. All motions that come before a regular or special meeting of the Board of Directors, assuming a quorum is present, shall be approved if:
1. Directors representing a majority of the member municipalities present vote yes, and
  2. The weighted votes of Directors voting yes represent a majority of the total weighted votes of Directors present. It is the intent of this section that both a majority of the member municipalities and a majority of the total weighted vote of Directors present is needed to approve any measure.

#### **Article IX -- Committees**

- A. The Board of Directors may establish such standing committees, and ad hoc and special committees, from time to time as it sees fit.
- B. Committee members shall be appointed by the Chair, and may include Directors, Transit District staff, and others. The Chair may appoint himself/herself to be a committee member, but otherwise the Chair is ex officio on all other committees. Attendance by the Chair shall not count towards a quorum for committee meetings of which he/she is not a member. A majority of Board members shall not be appointed to a given committee at any one time.
- C. A majority of the members of a committee shall constitute a quorum. A simple majority of the committee members present (assuming a quorum) is required to pass motions.
- D. Committee members shall elect a Chair, and committee meetings shall be at the call of the chair.
- E. Committees shall consider relevant issues, and report to and recommend actions for the Board of Directors. Committees shall not act as or for the Board of Directors.

#### **Article X – Compensation/Conflicts of Interest**

- A. No Compensation: No compensation shall be paid to directors or officers for their service to the Transit District, or pursuant to any other contractual relationship.
- B. Reimbursement: No Director or Officer shall be reimbursed for any expenses unless such expenses were incurred on behalf of the Transit District and such Director or Officer incurred such expense with the express authority and approval of the Board of Directors or in accordance with any reimbursement policy adopted by a vote of the Board of Directors as provided in Article VIII.

- C. Conflicts of Interest: No Director or Officer of the Transit District shall have any financial interest in the Transit District's affairs. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest, and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or a vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Transit District to do so. The minutes of meetings at which such votes are taken shall record such disclosure and abstention.

#### **Article XI – Fiscal Management**

- A. Fiscal Year: The fiscal year of the Transit District shall begin on the first day of July of each year and end as of June 30.
- B. Auditing Procedures: Books and accounts of the Transit District shall be kept under the direction of the Treasurer in accordance with standard accounting procedures, the laws of the State of Connecticut, and any agreements entered into with the member municipalities, the State of Connecticut, the Federal Government, or other funders. There shall be an annual audit performed by an independent Certified Public Accountant appointed by the Board of Directors.
- C. Signatories: All notes, mortgages, deeds, leases, and contracts shall be executed on behalf of the Transit District by the Chair when so authorized by the Board of Directors. All checks executed on behalf of the Transit District shall be signed by two of the following officials: Chair, Treasurer, and Executive Director

#### **Article XII – Indemnification**

ETD may, to the fullest extent now or hereafter permitted by law, indemnify any Board Member or Officer made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or interstate, was a Director of ETD, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or where the result of his or her active and deliberate dishonesty and were material to such action or proceeding, or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. The Board of Directors may establish by a vote of the Board of Directors as provided in Article V further policies and procedures concerning eligibility and the process for receipt of indemnification.



**Article XIII – Amendments to By-Laws**

- A. These by-laws may be amended at any regular or special meeting upon a vote by the Board of Directors in accordance with Article VIII. A complete text of the proposed amendment or amendments shall be provided to Board members with the call of the meeting either by mail or email. Amendments shall become effective immediately upon adoption.
  
- B. Notwithstanding the provision in Section A of this Article, 18 months from the date these by-laws are first adopted the Board of Directors will review the by-laws in their entirety and vote either to retain the current by-laws or amend them.

**Adopted:** \_\_\_\_\_

**Secretary:** \_\_\_\_\_

**Estuary Transit District**  
**Board Operations Policies**  
**November 16, 2021**

**Attendance Policy**

Directors are expected to attend all meetings of the full Board and committees to which they have been appointed. If a Director fails to attend two or more consecutive regular board meetings, the Transit District shall notify that Director's CEO in writing with a copy to the Director concerning their continued absences.

**Committees Policy**

Standing committees of the Board of Directors include:

1. Finance Committee: Chaired by the Treasurer and other Directors appointed by the Board Chair. The Finance Committee reviews the proposed annual operating and capital budgets for the Transit District and submits a recommendation to the full Board of Directors to adopt the annual budgets. The Committee monitors budget adherence during the fiscal year, oversees preparation of financial statements by Transit District staff, receives the external auditors' annual report, and performs such other responsibilities as are normally considered parts of the financial operation of the Transit District. The Director of Finance and other staff may be called upon as resources for the Finance Committee.
2. Legislative Committee: Consists of Directors appointed by the Board Chair. The Legislative Committee develops and maintains relationships with Federal, State, and local officials to inform them of the Transit District's activities and issues, enlists support for Transit District concerns, and ensures that the interests of the Transit District are communicated effectively to elected officials and agency personnel. In addition, the Legislative Committee stays abreast of pending legislation at the Federal, State, and local levels that may affect public transit generally and Estuary Transit District in particular, and reports on pending legislation to the full Board of Directors at their regular or special meetings as appropriate.
3. Human Resources Committee: Consists of Directors appointed by the Board Chair. The Human Resources Committee addresses labor issues, wages and benefits for Transit District employees, retirement and incentive programs, updating of employee job descriptions and employee compensation, and oversees the employee Problem Resolution Policy and other personnel policies. The committee chair reports on human resources issues and recommendations to the full Board of Directors at their regular or

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

4. **Nominating Committee:** Consists of Directors appointed by the Board Chair. The Nominating Committee prepares the slate of officers (Chair, Vice Chair, Secretary, and Treasurer) for recommendation to the full Board of Directors at the annual meeting. The Nominating Committee shall consider proposed candidates' expertise and willingness to serve in preparing the slate. The Nominating Committee will also act in the event an Officer position becomes vacant prior to the next election of Officers.
5. **Transit Advisory Committee:** Consists of Directors, cognizant Transit District staff, and representatives of the transit riding public appointed by the Board Chair. The Transit Advisory Committee receives and transmits to the full Board comments and input from transit users and the general public concerning the quality, safety, accessibility, convenience of Transit District services and public outreach efforts (including connectivity with other transit operations in Connecticut). The Transit Advisory Committee will review and comment on proposed service changes (including new services and the modification of existing services) to the full Board of Directors at their regular or special meetings as appropriate.
6. **Marketing Committee:** Consists of Directors appointed by the Board Chair. The Marketing Committee develops, reviews, and recommends to the full Board of Directors at their regular or special meetings as appropriate programs, materials, and other communications media (including website, publications, news releases, etc.) with the objective of increasing public understanding of Transit District services, enhancing the Transit District's public image, and encouraging residents in the Transit District service area to use transit.

As provided in the By-Laws, the Board of Directors may establish special and ad hoc committees in addition to the standing committees as deemed necessary.

All Board members are expected to serve on one or more standing committees. However, as per the By-Laws, a majority of Board members shall not be appointed to a given committee at any one time.

Committee members are appointed by the Board Chair who will submit appointments to the full Board of Directors for approval.

The Board Chair may replace a Director who fails to attend two or more consecutive committee meetings.

The Board Chair may not appoint himself/herself to the Nominating Committee, but may appoint himself/herself to other committees. If not appointed to a committee, the Board Chair

serves as non-voting ex officio on that committee, but his/her attendance does not count towards a quorum for committee meetings.

The Board Chair may appoint an alternate or alternates to committees for the purpose of attending meetings and filling in for absent members. However, alternates do not count towards a quorum at committee meetings and do not vote as committee members, unless filling in for an absent member.

Committees may invite Transit District staff or others from outside the Transit District to participate in meetings as appropriate.

### **Meetings Policy**

The schedule of regular Board of Directors' meetings will be announced and filed each year with the Office of the Secretary of State in accordance with Connecticut General Statute 14 Sec 1-225 b as of January 1, including the dates, times, and location of the meetings. The announcement will be posted on the ETD website, and a copy will be filed with the Clerk of each member municipality. The agenda for each meeting will be posted on the ETD website and furnished to each Director via email at least 48 hours in advance. Changes to the announced schedule of meetings shall require at least 30 days' notice to be posted on the ETD website and filed with the Clerk of each member municipality.

Committee meetings will be held at the call of the Committee Chair. Notice of the date, time, location, and agenda for committee meetings will be posted on the ETD website and furnished to each Committee member via email at least 24 hours in advance of the meeting.

*Roberts Rules of Order* will govern the parliamentary procedures at Board of Directors and Committee meetings.

Directors who expect to be absent from a Board or committee meeting should notify the Chair or Committee Chair in advance if possible.

Directors may attend regular Board meetings electronically, but must notify the Chair or Executive Director in advance so appropriate arrangements can be made. This same policy shall apply to members who need to attend a committee meeting electronically.

The Meetings Policy outlined above is intended to conform to State Freedom of Information statutes and requirements.

### **Conflict of Interest Policy**

Directors, the Executive Director, and other key management staff who participate in decision-making for the Transit District have a duty to be free from the influence of personal considerations when conducting Transit District business. Such individuals' positions must never be used directly or indirectly for private gain or personal interest, or to cause the Transit District to violate applicable Federal or State laws and regulations. Such individuals shall, in all instances, avoid any action or participation that represents, or could be reasonably construed as representing, a conflict of interest.

For the purpose of this policy, "decision-making" shall include, but is not necessarily limited to, purchases and procurements, awarding of contracts, selection of contractors and agents, and other transactions that financially benefit an entity outside the Transit District.

Directors, the Executive Director, and other key management staff who participate in decision-making for the Transit District shall annually complete a Conflict of Interest Statement (see below) disclosing all potential conflicts involving sources of income or business connections (both for themselves personally and immediate family members) outside the Transit District. The Statement shall also formally commit signatories to disclose to the Board of Directors any potential conflicts of interest that may arise in the course of their service to the Transit District and to abstain from participating in any decision-making that would represent, or could reasonably be construed as representing, a conflict of interest.

Signatories must promptly inform the Board in writing of any material change in the information provided in their Conflict of Interest Statement.

The Secretary will ensure that Conflict of Interest Statements have been completed by all required individuals and will ensure that the statements are maintained in a secure location.

**ESTUARY TRANSIT DISTRICT**

**DIRECTOR’S CONFLICT OF INTEREST DISCLOSURE FORM**

Name: \_\_\_\_\_

Please list below entities in which you are employed, in which you have a principal ownership position, or in which you and/or members of your immediate family could benefit financially as a result of such entity doing business with Estuary Transit District.

- 1. \_\_\_\_\_
- 2. \_\_\_\_\_
- 3. \_\_\_\_\_
- 4. \_\_\_\_\_
- 5. \_\_\_\_\_

Please append additional listings if necessary.

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

I have reviewed, and agree to abide by, the Conflict of Interest Policy of the Estuary Transit District.

I agree to disclose to the Board of Directors any potential conflicts of interest that may arise in the course of my service to the Transit District, and to abstain from participating in any decision-making that would represent, or could reasonably be construed as representing, a conflict of interest.

I agree to promptly submit an amended Conflict of Interest Disclosure form in the event of any material change in the information provided above.

Signature: \_\_\_\_\_

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

## **Indemnification Policy**

ETD will indemnify any Officer or Director who is or was a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was a Director or Officer of ETD, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person (a) conducted himself/herself in good faith, (b) reasonably believed, in the case of conduct in his or her official capacity with ETD that his or her conduct was in the best interest of ETD, and, in all other cases, that his or her conduct was at least not opposed to the best interest of ETD, and (c) with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

However, no person shall be entitled to indemnification under this policy either (a) in connection with a proceeding brought by or in the right of ETD in which the Officer or Director was adjudged liable to ETD, (b) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in his or her official capacity, in which he or she is ultimately adjudged liable on the basis that he or she improperly received personal benefit, or (c) in connection with any other proceeding charging actions judged unlawful or in violation of Federal, State, local, or Board standards.

Indemnification under this policy in connection with a proceeding brought by or in the right of ETD, shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this policy.

Any indemnification under this policy shall be made by ETD only as authorized in each specific case upon a determination that indemnification of the Officer or Director is permissible under the circumstances because such person met the applicable standard of conduct. Such determination shall be made (a) by a majority vote of a quorum of disinterested Directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or (b) if such quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board designated by the Board, which committee shall consist of two or more Directors who are not parties to the proceeding (Directors who are parties to the proceeding may participate in the designation of Directors to serve on such committee), or (c) if such a quorum of the Board cannot be obtained or such a committee cannot be established, or even if a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board in accordance with the above procedures.

Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal

counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

For purposes of this policy, the terms “Officer” or “Director” shall include any person who served as an Officer or Director of ETD as provided in the By-Laws of the Transit District. The terms shall also include the estate or personal representative of an Officer or Director, unless the context otherwise requires.

For purposes of this policy, the term “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

For purposes of this policy, the term “party” includes any individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

For purposes of this policy, the term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employment benefit plan), or reasonable expense incurred with respect to a proceeding.

For purposes of this policy, the phrase “official capacity” shall mean while serving or engaging in activities as an Officer or Director of ETE and acting on behalf of ETD in such capacity.

This policy shall also apply to include the Executive Director and other employees of the Transit District.

The Executive Director shall ensure that insurance coverages are procured and maintained on behalf of the Transit District consistent with this policy. The Board of Directors will annually approve the amounts and purchase of such coverages, and the Executive Director will report annually to the Executive Committee of the Board of Directors listing all such coverages that are in place.

### **Expense Reimbursement Policy**

Officers and Directors receive no compensation from the Transit District for their time spent performing their duties and responsibilities as Officers and Directors.

Officers and Directors do not receive reimbursement for personal vehicle mileage, home office equipment and supplies (including, but not limited to, telephone, computer, wi-fi, printer, etc.), or other incidental expenses incurred in their preparation for and attendance at Board and committee meetings and other in-state meetings and events in connection with their service. Officers and Directors who use their personal vehicle for travel related to Transit District



business are responsible for any liability arising from such use and to maintain insurance as required by State statute.

Officers and Directors may receive reimbursement for out-of-state travel on Transit District business (for example, to attend a regional transit association meeting or observe new technology in use at another transit system), subject to the following conditions:

- A. Travel must be approved in advance by the Board of Directors, including the purpose of the travel and an itemized estimated cost (including if applicable, but not limited to, airfare, mileage, parking, taxi, hotel, meals, registration, and incidentals).
- B. Personal vehicle mileage will be reimbursed at the rate currently approved by the Internal Revenue Service.
- C. Air travel (economy class only) will be approved only for travel over 200 one-way miles that is not reasonably and more economically made via train, bus, or automobile.
- D. Upon completion of travel, the individual(s) will submit an itemized expense report along with receipts to the Director of Finance to review. Expenses within the estimated cost previously approved by the Board of Directors will be reimbursed to the traveler. Expenses which exceed the approved estimated cost must be submitted to and approved by the Board of Directors before reimbursement is made.

Exceptions to this policy may be approved on a case-by-case basis by the Board of Directors – for example, reimbursing the cost of registration to attend a statewide transit association meeting.

### **Definition of “Major Service Change” Policy**

ETD is committed to fully comply with Title VI of the Civil Rights Act and implementing guidelines and requirements issued by the Federal Transit Administration. In compliance with FTA Circular 4702.1B, ETD has adopted a Title VI Program which, among other provisions, addresses the requirement to analyze disparate impacts on minority communities and disproportionate burdens on low-income communities resulting from “major service changes,” and to analyze options to mitigate such impacts.

The ETD Board of Directors has adopted the following definition of “major services changes” for the purpose of Title VI compliance:

1. Discontinuation of existing fixed-route service to any part of the ETD service area, including elimination of an existing route or route segment and/or replacement of fixed-route service with demand-response service.
2. Replacement of public demand-response service in an area with a fixed-route.

3. Discontinuing service on weekend days and/or holidays, even if such discontinuation does not exceed the 10% threshold in Item #7 below.
4. Implementation of a new route.
5. Systemwide service reduction or increase involving 10% or more of total route miles or service hours.
6. Reducing the span of service on any route (i.e., eliminating first and/or last trips).
7. Reducing the revenue miles and/or hours of service on any route by 15% or more.

### **Investment Policy**

#### **Purpose**

The purpose of this policy is to set forth the investment objectives and guidelines for the management of funds of the Estuary Transit District. This policy is intended to:

1. Safeguard funds of the Transit District;
2. Ensure that operating and capital funds are available when needed;
3. Ensure compliance with applicable Connecticut statutes and generally accepted accounting and investment standards; and
4. Provide a reasonable return on investments in light of statutory restrictions.

#### **Scope**

In accordance with accounting standards, financial reporting guidelines, and Connecticut statutes, this investment policy applies to all cash and investments of the Transit District. The Treasurer shall have the care and custody, and be responsible for, the funds and securities of the Transit District, subject to the direction of the Board of Directors. This includes, but is not necessarily limited to, operating and capital funds received from the Connecticut Department of Transportation, contributions from member municipalities, passenger fare revenue, auxiliary transportation revenue, and grants from other agencies. In the event any future revenues have statutory requirements that conflict with this policy, such statutory requirements shall prevail.

#### **Relevant Statutory Provisions**

Investments of the Transit District shall conform at all times with the requirements of Connecticut General Statutes sections 7-400, 4-402, 36a-332, and 36a-336. These statutes are herein incorporated by reference.

## Investment Objectives

The primary objectives of the Transit District investment policy shall be, in priority order, as follows:

1. Safety of Principal. The foremost objective of this investment policy is to ensure the safety of principal funds entrusted to the Transit District. Investment transactions shall be undertaken in a manner that gives the highest priority to the preservation of capital in the overall portfolio. This is achieved by the following:
  - a. Minimizing custodial credit risk. Investments and deposits shall only be made with authorized investment institutions and dealers so as to minimize the risk of loss due to failure of such depositories, security issues, or backers.
  - b. Diversifying the Investment Portfolio. Investments and deposits shall be made so as to minimize the risk of loss from any one institution or type of security issuer.
  - c. Minimizing rate risk. Investments shall be made so as to minimize the risk that the market value of securities in the portfolio will fall due to change in market interest rates. This is accomplished by structuring the investment portfolio so that securities mature to meet cash requirements for ongoing operations and investing operating funds primarily in shorter-term securities, liquid asset funds, money market mutual funds, or similar investment pools and limiting the average maturity in accordance with the Transit District's cash requirements.
2. Liquidity. The Transit District's investment portfolio shall remain sufficiently liquid to enable the Transit District to meet all operating requirements that might be reasonably anticipated.
3. Yield/Return on Investments. The Transit District's investment portfolio shall be designed with the objective of attaining a reasonable rate of return, taking into account the applicable risk constraints and liquidity needs. It is understood that return on investment is of secondary importance when compared to the safety and liquidity objectives described above.

## Management of Investments; Role of the Treasurer

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

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

Pursuant to the By-Laws of the Estuary Transit District, the Treasurer is responsible for overseeing the management of Transit District investments and accounts by staff. The Treasurer shall be responsible for overseeing the transfer of appropriate funds to effect investment transactions and for the investment of operating funds and bond proceeds consistent with this policy and as directed by the Board of Directors. The Treasurer shall also be responsible for designating depositories as authorized by the above-referenced Connecticut General Statutes.

#### Standards of Prudence

Investment decisions on behalf of the Transit District shall apply the “Prudent Person” standard. The Prudent Person standard states: “Investments shall be made with judgement and care, under circumstances then prevailing, which persons of prudence, discretion, and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived from the investment.”

#### Ethics and Conflict of Interest

The Transit District Treasurer, and all other officers and employees involved in the handling and management of funds and investments, shall strictly adhere to the Transit District’s Conflict of Interest Policy.

#### Authorized Investment Institutions and Dealers

Only institutions and dealers listed in the above-referenced Connecticut General Statutes shall be utilized by the Transit District as depositories for its funds.

All brokers, dealers, and other financial institutions approved by the Transit District shall be provided with current copies of the current policy and shall acknowledge in writing their receipt of same.

#### Competitive Selection of Investment Instruments

The Transit District shall obtain bids or proposals from at least two (2) brokers or financial institutions on all purchases of investment instruments. Overnight sweep investment instruments shall not be subject to this section.

Policy Adoption and Review

This investment policy shall be adopted by resolution of the Transit District's Board of Directors. The investment policy shall be reviewed periodically or as needed, and any revisions or updates shall be adopted by the Board. Conformance of investments to this policy shall be included in the annual fiscal audit for Estuary Transit District.

Qualified Public Depository for Transit District Cash Assets

All deposits will be made to qualified public depositories, consistent with the above-referenced Connecticut General Statutes.