



**ESTUARY TRANSIT DISTRICT
REGULAR BOARD MEETING**
ETD Offices, 91 N. Main St, Middletown, CT
with Remote Options
September 08, 2023 at 9:00 AM

AGENDA

- I. Call to Order — L. Strauss, Chair
- II. Roll Call — T. Griswold, Secretary
- III. Visitors' Comments as they Pertain to Agenda Items
- IV. Secretary's Report — T. Griswold
 1. Acceptance of Board Meeting Minutes of August 11, 2023
- V. Communications — T. Griswold
- VI. Treasurer's Report — C. Norz
- VII. Committee Reports
 1. Facilities Committee — J. Gay, Chair
 2. Marketing Committee — L. Strauss, Chair
 3. Transit Advisory Committee — T. Griswold, Chair
 4. Management Contract Committee - D.G. Fitton, Chair
- VIII. Executive Director's Report — J. Comerford
- IX. Transit Planner's Report - B. Geraghty
 1. New Schedules
- X. New Business
 1. IT Services Authorizing Resolution
- XI. Old Business
- XII. Chair Comments
- XIII. Executive Session for the Purpose of Discussing Management Contract
- XIV. Board Members Comments
- XV. Next Meeting — October 13, 2023 at 9:00 AM with Remote Options
- XVI. Adjournment

Join Zoom Meeting

<https://us02web.zoom.us/j/85658322438?pwd=V21EVGN3azd0MWdXOWNzOFBoTkIkUT09>

Meeting ID: 856 5832 2438

Passcode: 322594

One tap mobile

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Language Assistance is available. If you need assistance, please call Chris at 860-510-0429 ext. 104 at least 48 hours prior to the meeting.

THESE MINUTES ARE SUBJECT TO APPROVAL AT THE NEXT ETD MEETING

ESTUARY TRANSIT DISTRICT
RIVER VALLEY TRANSIT
REGULAR MEETING
Friday, August 11, 2023
91 N. Main Street, Middletown CT and
Via ZOOM

CALL TO ORDER

Chairman Strauss called the meeting to order at 9:07 a.m. A quorum was established. In attendance included Leslie Strauss, John Hall (ZOOM), Tim Griswold, DG Fitton, Charlie Norz (ZOOM), David Lahm (ZOOM), Angus McDonald (ZOOM), Beverly Lawrence (ZOOM), Karl Kilduff (ZOOM), and Jim Irish (ZOOM).

Jared Whitcomb, Chris Denison, Joe Comerford, Brendan Geraghty, (ZOOM), Mutez Ennab (ZOOM), Halyna Famiglietti, Lisa Gibson (ZOOM)

Absent: Joan Gay, Bobbye Knoll Peterson

Status of Durham’s representation on the Board – the consensus of the Board was to wait until after the November election to follow-up with Durham relative to a Board member.

VISITORS’ COMMENTS – None.

SECRETARY’S REPORT

DG Fitton motion to accept the meeting minutes of the 7/14/23 Board meeting as presented. John Hall seconded the motion. The motion passed unanimously.

Angus McDonald motion to accept the meeting minutes of the 8/8/23 Facilities Committee meeting as presented. Charlie Norz seconded the motion. The motion passed unanimously.

Jim Irish motion to accept the meeting minutes of the 8/9/23 Finance Committee meeting as presented. Charlie Norz seconded the motion. The motion passed unanimously.

DG Fitton motion to accept the meeting minutes of the 7/19/23 Management Committee meeting as presented. John Hall seconded the motion. The motion passed unanimously.

John Hall motion to accept the meeting minutes of the 8/1/23 Management meeting as presented. DG Fitton seconded the motion. The motion passed unanimously.

COMMUNICATIONS – None.

TREASURER’S REPORT – None.

COMMMITTE REPORTS

Facilities – Angus reported that the Committee met with DOT and discussed charging stations and right-of-way for the Middletown facility. The Consultant is completing the conceptual plans for the site.

Conceptual plans for the Shoreline Facility need refinement due to wetlands on the property. The septic is being designed and the water company is conducting flow analysis. The DOT is again considering a State-owned property in Old Saybrook. This site was studied in the past and the DOT does want to study the location again.

A flow test is scheduled relative to the Middletown terminal renovation project (110 N. Main Street).

Tim Griswold made a motion to accept the Facilities Committee report as presented. DG Fitton seconded the motion. The motion passed unanimously.

Finance – Charlie reported that the Committee met. The meeting minutes were included in the Board’s packet. All financial documents were reviewed with the Committee and the District is in a “healthy” cash flow position.

DG Fitton made a motion to accept the Finance Committee report as presented. John Hall seconded the motion. The motion passed unanimously.

Marketing

Leslie reported:

- The new website is being finalized. A “soft” launch will be scheduled prior to the official launching of the website.
- New signage is being finalized. We are awaiting quotes from vendors.

Angus McDonald made a motion to accept the Marketing Committee report as presented. John Hall seconded the motion. The motion passed unanimously.

Management

John Hall made a motion to add to the agenda a vote on the Management Contract. Angus McDonald seconded the motion. The motion passed unanimously.

DG reported that the Committee met to discuss options. In lieu of an RFP for Management Services, the District will employ an Executive Director. This option will be discussed further in Executive Session.

Tim Griswold made a motion to accept the Management Committee report as presented. John Hall seconded the motion. The motion passed unanimously.

Legislative – None.

Transit Advisory– The Committee has been formed and a meeting will be scheduled. Joe Comerford and Brendan Geraghty will be invited to attend the meeting.

John Hall made a motion to accept the Transit Advisory Committee report as presented. DG Fitton seconded the motion. The motion passed unanimously.

Personnel - None.

COG Update – Brendan reported that he participated in a “walking audit” of the Clinton Train Station.

DG Fitton made a motion to accept the COG Update as presented. Angus McDonald seconded the motion. The motion passed unanimously.

EXECUTIVE DIRECTOR'S REPORT

Joe reported:

- The Transit Operating Documents from DOT are expected next week. This will allow the District to invoice the DOT.
- Per the DOT Commissioner, transit districts are not prohibited from purchasing diesel buses. We have purchased electric vehicles but prefer to phase in the changeover of the entire fleet.
- The 2 electric buses ordered are due for delivery next year. As previously discussed, the terminal needs electrical upgrades to charge the buses.
- The District's mandated Triennial Review ended with one minor maintenance finding that is being addressed. The process is now completely virtual. The final report is expected in 45 days.
- The State conducted their Management Review on Monday, 8/7. Documents will be forwarded as requested.
- The replacement buses that are in production will be road tested today. Delivery is anticipated in the next few weeks.
- Work is ongoing with the Mobility Management program.
- We have requested funding for Sunday Service on the 641 route.
- No word yet on the Micro Transit Grants.

DG Fitton made a motion to accept the Executive Director's report as presented. Tim Griswold seconded the motion. The motion passed unanimously.

TRANSIT PLANNER'S REPORT

Brendan reported:

- Service change update – routes have been finalized. The launch of the new routes will take place in October.
- Software is being onboarded relative to the Xtra Mile program. -An August 28th launch is anticipated.
- Wesleyan has secured funding for the Xtra Mile program for the Fall semester. An additional driver will be hired to facilitate this program. The level of service for the upcoming semester will be Friday and Saturday, 12 to 10 p.m.
- Passio/MPM Installations – currently being installed. We are in communication with the vendor relative to the quality of the install as well as the quality of the devices.
- Bus Shelter/Bus Stops – pursuing opportunities for placement of critical bus shelters in Middletown. Encroachment permits may be required from the State.
- Wesleyan will provide a 20 hour per week intern.
- A presentation on the District's services will be provided to Masonicare (Chester) residents today.

DG Fitton made a motion to accept the Transit Planner's report as presented. Charlie Norz seconded the motion. The motion passed unanimously.

FINANCE DIRECTOR'S REPORT

Budget vs. Actual, Cash Flow –

Halyna reported that the District will finish the year with a surplus (pre audited numbers). Financial documents were reviewed by the Finance Committee and were included in the Board’s packet. The audit will begin in the next few weeks. Halyna was available to address questions/comments posed by Board members.

John Hall made a motion to accept the Finance Manager’s report as presented. DG Fitton seconded the motion. The motion passed unanimously.

OPERATIONS DIRECTOR’S REPORT

The Operations Director’s report was screenshared. Jared reported that ridership has been down since the fare collection was reinstated. Also, the recent rain may have played a role in the decreased ridership.

The District has hired 4 full-time drivers in Middletown and 2 full-time drivers for the Shoreline. One goal of the District is to have the ability to train individuals to obtain their CDL license. ADA calls will be handled out of the Shoreline office and fixed routes out of Middletown.

DG Fitton made a motion to accept the Operations Manager’s report as presented. Charlie Norz seconded the motion. The motion passed unanimously.

MAINTENANCE DIRECTOR’S REPORT

The corrective action plan, per the Triennial review, is being developed.

An additional mechanic will be hired as soon as possible to bring as much maintenance “in house” as possible.

Charlie Norz made a motion to accept the Maintenance Director’s report as presented. Tim Griswold seconded the motion. The motion passed unanimously.

NEW BUSINESS

Board Election Update

Leslie reported that per the by-laws, officers should be elected at the first regular meeting after July 1. We have typically done them in February.

DG Fitton made a motion to accept the board officers as elected at the February 10, 2023 meeting. Tim Griswold seconded the motion. The motion passed unanimously.

Note motion made at February meeting: “DG Fitton made a motion to appoint the following individuals as officers of the Board: Leslie Strauss, Chairman, Joan Gay, Vice Chairman, Tim Griswold, Secretary, and Charlie Norz, Treasurer. Charlie Norz seconded the motion. The motion passed unanimously”.

Conflict of Interest Forms – forms included in the Board packet should be filled out and returned to Chris ASAP.

AAA Authorizing Resolution – a copy of the AAA Authorizing Resolution was included in the Board packet.

Tim Griswold made a motion to:

RESOLVE that the Executive Director, Joseph Comerford, and/or in his absence or inability to act, the Chairperson Leslie B. Strauss, are hereby authorized on behalf of the Estuary Transit District to negotiate and execute all necessary contract documents required to obtain funds from the Senior Resources Agency on Aging.

Charlie Norz seconded the motion. The motion passed unanimously.

DOT Authorizing Resolution – a copy of the DOT Authorizing Resolution was included in the Board packet.

Tim Griswold made a motion to:

RESOLVE that the Chairperson, Leslie B. Strauss, and/or in her absence or inability to act, the Vice Chairperson Joan Gay, having been since August 11, 2023, are hereby, authorized on behalf of the Estuary Transit District to negotiate and execute all necessary contract documents required to obtain funds from the Connecticut Department of Transportation.

Charlie Norz seconded the motion. The motion passed unanimously.

OLD BUSINESS – None.

CHAIR COMMENTS

Leslie reported that she attended the CTAA training. One topic of discussion was the importance of the Board’s oversight of the financials of a District. She commended the Board for their due diligence this oversight.

BOARD MEMBER COMMENTS – None.

EXECUTIVE SESSION – Negotiations – Management Contract

DG Fitton made a motion to go into Executive Session to discuss the Management Contract at 10:25 a.m. John Hall seconded the motion. The motion passed unanimously.

Regular Session resumed at: 10:52 p.m.

John Hall made a motion to authorize DG Fitton to finalize and negotiate further contract terms with Joe Comerford as discussed in Executive Session. DG was directed to bring a final contract back to the Board for consideration/ratification at the next meeting. Angus McDonald seconded the motion. The motion passed unanimously.

ADJOURNMENT

Charlie Norz made a motion to adjourn the meeting at 10:55 a.m. John Hall seconded the motion. The motion passed unanimously.

Next Meeting – September 8, 2023

Respectfully Submitted,

Suzanne Helchowski
Clerk

STATE OF CONNECTICUT)
)
COUNTY OF MIDDLESEX)

SS: ESTUARY TRANSIT DISTRICT
September 8, 2023

**RESOLUTION NO. 24-0003
AUTHORIZING RESOLUTION
ESTUARY TRANSIT DISTRICT**

CERTIFICATION:

I, Timothy C. Griswold, Secretary of the Estuary Transit District (“ETD”) do hereby certify that the following is a true and correct copy of a resolution adopted at its meeting on September 8th, 2023, in which a quorum was present and acting throughout and that the resolution has not been modified, rescinded, or revoked and is at present in full force and effect.

WHEREAS, bids for an experienced Contractor to satisfy ETD’s need for IT Help Desk Services to provide 24/7/365 coverage for requests and troubleshooting incidents from staff members, network technical issues, hardware, and software, were solicited and opened on June 5, 2023;

BE IT RESOLVED, that Spectrum Virtual be awarded the bid to assume responsibility for the aforementioned tasks;

RESOLVED FURTHER, that the Executive Director, Joseph Comerford, hereby is authorized on behalf of the Estuary Transit District to negotiate and execute all necessary contract documents with Spectrum Virtual in an amount not to exceed \$175,744.00.

IN WITNESS WHEREOF the undersigned has affixed his signature, the 8th day of September in the year 2023.

ESTUARY TRANSIT DISTRICT SECRETARY

Timothy C. Griswold, Secretary

I, Timothy C. Griswold, Secretary of Estuary Transit District, Certify that the resolution noted above is still in force and effect as of this 8th day of September 2023.

Timothy C. Griswold, Secretary