

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

ESTUARY TRANSIT DISTRICT  
REGULAR MEETING  
17 INDUSTRIAL PARK ROAD  
CENTERBROOK, CONNECTICUT  
FRIDAY, DECEMBER 15, 2017

CALL TO ORDER

The meeting was called to order by Leslie Strauss, Chairman at 10:08 a.m.

PLEDGE OF ALLEGIANCE

Leslie Strauss led the Pledge of Allegiance.

ROLL CALL

A quorum was established with the following board members present: Peter Bierrie, John Forbis, Virginia Zawoy, Joan Gay, Sue Tyler, Angus MacDonald (arrived at 10:22 a.m.), Noel Bishop, and Leslie Strauss.

Absent: Roland Laine (briefly participated via speaker phone).

Also in attendance: Staff: Halyna Famiglietti, Joe Comerford, Jamie Bohli Guests: Gail Carbone, Seward & Monde

John Forbis made a motion to suspend the order of business to discuss agenda item FY2016-17 Audit. Joan Gay seconded the motion. The motion passed unanimously.

Discussion of FY2016-17 Audit

Gail Carbone, Seward & Monde, distributed and presented an overview of the Preliminary Audit for FY2016-17. The Finance Committee has reviewed this draft in detail. The preliminary audit report indicates a "clean" audit. Because the audit was "clean" and there are no recommendations, a formal Management Letter is not necessary. The "Unrestricted Net Position Change" document was distributed to Board members and shows a deficit for the year mainly due to the Shoreline Shuttle. Funds were transferred from the "Deferred Revenue" and any final deficit will be absorbed by local resources.

The report will be filed with the State by the 12/31 deadline.

John Forbis made a motion to approve and accept the preliminary audit developed by Seward & Monde, as recommended by the Finance Committee. Joan Gay seconded the motion. The motion passed unanimously.

VISITOR'S COMMENTS - None.

Approval of Minutes

Susan Tyler made a motion to approve the following meeting minutes as presented: 10/20/17 Board meeting, 11/9/17 Governance Committee meeting, 11/17/17 Personnel Committee meeting, 12/4/17

Governance Committee meeting, and 12/13/17 Finance Committee meeting. John Forbis seconded the motion. The motion passed unanimously.

### COMMUNICATIONS

A letter from OPM regarding the current state of the transportation fund (STF) was included in the Board packet. This document has been reviewed by the Finance Committee. These funds have decreased dramatically and a large portion of these funds have been diverted to the State's deficit. The document includes potential impacts to the District and has been forwarded to the Legislators for action. At this time, the District's new facility is "at risk"; however, \$400,000 is available in STIP for the preliminary design work. If the District provides the \$900 "match", the retesting of the Deep River location can be completed.

### TREASURER'S REPORT/FINANCE REPORT

John Forbis reported that compared to last year's audit, fare revenue is down 10% and the decline in ridership is expected to continue. He stressed the need for caution in using reserves but the situation with the State's deficit may necessitate the use of these funds. Joe Comerford reported that the State will be "ok" with the District using reserves to fund operating budgets. However, if we use the reserve to match services, we will be using our funds forever. Another option, not recommended, would be the use of the line of credit.

The Board discussed the status of the reserve fund which is approximately 17% and the possibility that like municipalities with healthy fund balances, the State will "use it against the District" when determining funding to the District.

Halyna reported that the District's fund balance of approx. 17% is recommended by the auditors (2 months of operating expenses).

The Finance Committee will discuss the status and use of the fund balance and report back to the Board at the February meeting.

### COMMITTEE REPORTS

#### Marketing Committee

The Marketing Report was included in the Board's packet. Highlights of the report include:

- Information Fairs, in conjunction with CT Rides, are being planned
- E-mail newsletters included a Rte. 1 detour, holiday hours and winter weather information.
- Website and trip planner use has increased
- Events magazines
- Donations for Hurricane Relief have been received

Route 81 Committee – No new information. The DOT has not responded to Joe Comerford's requests. The route was discussed with Rep. Siegrist and he will follow-up with the DOT.

Legislative Committee – No new information. The report received from OPM will be discussed at Legislative Committee's next meeting.

Transit Advisory Committee – no new information.

#### Site Selection Committee

Peter Bierrie reported that a meeting with Sullivan went well and that they were supportive of the District. Joe Comerford reported that re-testing of the site is necessary and as previously reported, if the District provides the \$900 “match”, the retesting of the Deep River location can be completed. Sullivan is waiting for the results of this testing. The Finance Committee has recommended using funds for the testing.

Peter Bierrie made a motion to approve \$900 for the testing of the Deep River site. Noel Bishop seconded the motion. The motion passed unanimously.

Governance Committee – Documentation regarding Committee Structure and Appointment of New Directors, Roles and Responsibilities of Officers and Board, and Standing Committee Statements of Purpose was included in the Board’s packet. These documents provide a description of the Board’s role, and the structure of the Board, etc. Board members were asked to fill out a Committee survey and return to Susan Tyler. These documents are meant to be policy only and not a part of the District’s by-laws.

COG Update – Joe Comerford reported that Sam Gold, Executive Director of RiverCOG, is willing to meet to discuss ridership.

#### EXECUTIVE DIRECTOR’S REPORT

The Executive Director’s Report was included in the Board packet.

Susan Tyler made a motion to accept the Executive Director’s Report. John Forbis 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 deficit should “level off” as a result of the cut in service (2 runs).

John Forbis made a motion to accept the Finance Manager’s Report as presented. Peter Bierrie seconded the motion. The motion passed unanimously.

#### OPERATIONS MANAGER’S REPORT

The Operations Manager’s Report was distributed to Board members.

Jamie reported that like all Districts, 9TT is having difficulty in hiring and retaining drivers. John Forbis is requesting that the Finance Committee and the Personnel Committee meet jointly to discuss hiring issues. Joe will schedule same.

Joan Gay made a motion to accept the Operations Manager’s Report as presented. Peter Bierrie seconded the motion. The motion passed unanimously.

#### OLD BUSINESS

##### Board Member Attendance

Susan Tyler made a motion to amend the Board Member Attendance Policy to provide that Board members who miss 2 consecutive meetings receive a phone call prior to a letter being sent to their respective First Selectman. Joan Gay seconded the motion. Discussion followed.

Joe Comerford provided a copy of the current policy which states: “...if a director of the ETD fails to attend two (2) or more consecutive regular board meetings, the transit district shall notify the First Selectman of the municipality represented by such board member of said member’s continued absence, **with prior notification to said director.**”

The motion was withdrawn.

#### NEW BUSINESS

##### Banking Resolution

Virginia Zawoy made a motion to resolve that any of the following officers of the Corporation (hereinafter referred to an “entity”) be and hereby is authorized, on behalf of this entity:

1. To borrow money and to obtain credit, at any time and from time to time, in any form for and in the name of the entity from Essex Savings Bank.
2. To pledge, mortgage, grant a security interest in, endorse, assign and deliver, any property held by or belonging to the entity, as security for money borrowed or credit obtained and as a condition of the right to receive such money, or to obtain such credit, with full authority to execute, endorse, guarantee, assign and deliver any such document or instrument in the name of or on behalf of the entity, as the Bank may also require in connection therewith.
3. To discount any bill receivable, instrument or paper held in the name of or by this entity, with full authority to endorse the same in the name of this entity.

The officers of this entity so authorized are: \_\_\_\_\_

Susan Tyler seconded the motion. The motion passed unanimously.

John Forbis made a motion that such indebtedness as has been heretofore contracted, any security interest granted the Bank (including without limitation, any mortgages) and any contracts or agreements heretofore made with the Bank on behalf of the Corporation in connection with the loan documents or said contracts or agreements, are hereby ratified, approved and confirmed. Peter Bierrie seconded the motion. The motion passed unanimously.

##### Drug & Alcohol Policy Update

Joe Comerford reported that the DOT changed the Drug & Alcohol Policy. A copy of the changed policy was included in the Board’s packet.

Peter Bierrie made a motion to approve the revised policy as presented. John Forbis seconded the motion. The motion passed unanimously.

##### 2018/19 Town Dues

A copy of the proposed Town Dues was included in the Board’s packet.

Noel Bishop reported that towns are currently developing their 2018/19 budgets and suggested that this document be forwarded to the towns as soon as possible.

Peter Bierrie made a motion to recommend a 2.5% increase to town dues. John Forbis seconded the motion. The motion passed unanimously.

#### 2018 Meeting Schedule

Joan Gay made a motion to set the Estuary Board's 2018 meeting schedule as follows: 2/16/18, 9:30 a.m., 4/20/18, 9:30 a.m., 6/15/18, 9:30 a.m., 8/17/18, 9:30 a.m., 10/19/17, 9:30 a.m., 12/21/18, 10:00 a.m. Susan Tyler seconded the motion. The motion passed unanimously.

#### Nominating Committee

Joan Gay made a motion to appoint Virginia Zawoy (Chair), Angus MacDonald and Noel Bishop to the Nominating Committee. Sue Tyler seconded the motion. The motion passed unanimously.

#### Workers Compensation Consortium

Joe Comerford reported that it would not be cost effective for the District to join the State's Workers Compensation Consortium as requested by the State.

Susan Tyler made a motion to NOT self-insure for Workers Compensation in the format proposed by the DOT on 12/6/17 (quarterly meeting). Joan Gay seconded the motion. The motion passed unanimously.

#### BOARD MEMBER COMMENTS

Noel Bishop made a motion to thank the staff for the work they do throughout the year (excellent reports provided in advance of the meeting, questions answered appropriately and in a timely manner, etc.). The entire Board of Directors seconded the motion. The motion passed unanimously.

#### CHAIR COMMENTS

Leslie Strauss commented that the ceremony dedicating the Deep River Town Hall in Dick Smith's name was a lovely event. A plaque from the District in Dick's honor will be installed in the bus shelter.

#### VISITOR COMMENTS – None

NEXT MEETING – February 16, 2018 – 9:30 a.m.

#### ADJOURNMENT

Peter Bierrie made a motion to adjourn the meeting at 12:00 noon. Sue Tyler seconded the motion. The motion passed unanimously.

Respectfully Submitted,

Suzanne Helchowski  
Clerk