

CASCO BAY ISLAND TRANSIT DISTRICT

MINUTES OF THE MEETING OF September 24, 2009

Directors Present: Rockett, Johnston, Doane, Phipps, Flynn, Crowley, Hoppin, Donoghue, Overlock, Moreau

Directors Absent: Hoffner, Peretti

Others Present: Mac McKone, Kevin Attra, Flora Woodside

Staff Present: Williams, Sawtelle, Gildart, Horr, Mavodones, H. Woodside, L. Legere

1. Call to order: The meeting was called to order by President Rockett at 7:45 am.

2. Approve Minutes of August 27, 2009 Board of Directors Meeting: Overlock moved, Flynn seconded and the vote was 8 for, 2 abstain (Phipps, Crowley) to accept the Minutes of August 27, 2009 Board of Directors meeting.

3. Treasurer's Report: Overlock reviewed the August 2009 Financial statements noting that ticket price reductions and fuel price reductions are in effect. He briefly reviewed the Line of Credit that was discussed in the Finance Committee which will be taken up under business agenda item 6A.

Board President, Donna Rockett, introduced Howard "Woody" Woodside, Maintenance Manager, and his wife Flora. She announced that Woody is retiring after over 27 years with Casco Bay Lines. Interim General Manager/Operations Manager Nick Mavodones gave an overview of Woody's history with Casco Bay Lines noting his involvement with the construction of several vessels over the years and his dedication in assuring the safe operation of all the District vessels during his career. Rockett then presented Woody with an engraved clock from the Board. Woody thanked the Board and spoke of his years at Casco Bay Lines and the great group of employees that he has worked with.

4. General Information Reports:

a. Presidents Report: Rockett encouraged the Board and Committees to continue to pursue a 2 way ticketing system. A discussion followed and it was pointed out that a two way ticket may begin with a paper system rather than an electronic system.

b. Committee Reports: Sales and Marketing Committee chair, Scott Johnston said that Caity Gildart, Sales Director, spent many hours working on questions that were raised during the PUC hearing. He also reported that the Committee is working on sales revenues for FY 2010. It was decided that the Committee will meet every other month rather than each month. The next meeting will be held on November 10th. Rate Structure Committee Chair, Hoppin discussed the two way ticketing system saying that the electronic system is not abandoned. He said that staff and Committee members are actively working on the "How" and will come back to the Board with any

information and possible action. Hoppin said the Rate Structure Committee will also meet every other month rather than each month. Plenty of advance notice will be given prior to any meeting. The Operations Committee will also be inputting information/suggestions on the two way ticketing system. Phipps said his personal opinion would be for an electronic system rather than a paper system. Hoppin reported on the General Manager Search Committee. He said the advertisement will be posted electronically, in newspapers and posted around the terminal. The job market for posting any position has changed dramatically and wording would be expanded to reach several potential job applicants. Phipps asked that the committee bring any fundamental changes in the GM job description back to the Board for action. Hoppin then restated that there were no fundamental changes in the GM Job description.

c. Island Wharfs Report: There was no wharfs report. Moreau stated that several people from MDOT and Nick Mavodones met to discuss processes for receiving funding from MDOT and the FTA.

d. Staff Reports: The staff Reports are included in the Board Package. Phipps asked for an update on the FTA and City of Portland review of the lease agreement and the parking garage. Mavodones said another meeting will be scheduled in the next couple of weeks. The Board asked for an update on the PUC Hearing and when a decision might be made. Mavodones noted that no timeline was given by the PUC. Mavodones discussed his meeting at PACTS regarding the re-evaluation of preventative maintenance money through PACTS. A discussion on the new vessel was held. The stimulus funds have a PIN number assigned and money is now available. The specs are about ready for the RFP. The Board asked that the preliminary drawings be posted and clarification be given to the Board at the next meeting on the design, the time frame and if any tweaking can be done by the Board.

5. Public Comment: Hoppin brought an item from a constituent to the Board regarding additional funds that might be available from the City of Portland. It was suggested that a letter be written to the Board on the matter.

6. Business:

a. Consideration and action to adopt necessary bank resolution to execute the Revenue Anticipation Note (Line of Credit) with TD Banknorth: Crowley moved, Doane seconded and after discussion, the vote was unanimous to adopt the following resolution:

Authorization of \$1,500,000 Revenue Anticipation Note

September 24, 2009

WHEREAS, the District will soon be paying off a revenue anticipation loan from TD Banknorth, N.A., in the amount of \$1,500,000 consisting of a \$1,500,000 Revenue Anticipation Note issued October 1, 2008, which matures September 30, 2009; and

WHEREAS, the District wishes (a) to replace that October 1, 2008, Revenue Anticipation Note with a new \$1,500,000 Revenue Anticipation Note maturing on September 30, 2010, and (b) to authorize the District's Officers and interim General Manager to complete this borrowing and to negotiate, execute, deliver, and issue the new Revenue Anticipation Note.

Resolved: That the District, acting by and through its President and Treasurer, is hereby authorized to borrow \$1,500,000 to fund day-to-day operations of the District, including the payment of all costs incidental and related thereto, in the form of a \$1,500,000 Revenue Anticipation Note to be issued by the District in October, 2009, and that the District's President and the District's Treasurer are hereby authorized to borrow up to said amount through any financial institution, including but not limited to TD Bank, NA., which borrowing shall be for a term expiring on September 30, 2010, at a periodic interest rate of not more than 3.75% and shall otherwise be upon such other terms and conditions as the President and Treasurer of the District shall approve.

Resolved: That this Revenue Anticipation Note be designated as a qualified tax exempt obligation under Section 265(b)(3) of the Tax Code.

Resolved: That the District's President and the District's Treasurer are authorized to execute, and that the District's President, the District's Treasurer, and the District's interim General Manager each are authorized to negotiate and deliver any and all documents that they may find necessary or convenient in connection with said Revenue Anticipation Note.

Resolved: That the District President, the District's Treasurer, and the District's interim General Manager are hereby authorized to obtain all necessary regulatory and any other approvals for the borrowing described in these resolutions.

b. Discussion of legal advice for Board Members regarding information requests to staff members: Rockett passed on the recommendations from Harry Pringle, Esq. regarding information or document requests from Board members. All requests are to go through the General Manager or the Board President.

7. Workshop: There was no workshop

8. New Business: None

9. General Announcements:

a. Establish next meeting dates:

- i. **Sales and Marketing: Tuesday, Nov. 10th, 7:45 a.m.**
- ii. **Executive Committee: Thursday, October 8th at 7:45am**
- iii. **Rate Structure Committee: none scheduled**
- iv. **Operations Committee: Thursday, October 15th at 7:45am**
- v. **Finance Committee Meeting: Weds. October 21st at 7:45am**
- vi. **Board of Directors Meeting: Thursday, October 22nd 7:45am**

b. Correspondence: none

10. Adjournment: The meeting was adjourned at 9:00 a.m.

Signed: _____ Dan Doane, Clerk