

Casco Bay Island Transit District
Board of Directors Meeting Minutes -Draft
Thursday, January 22, 2026 at 7:45 AM

This meeting will be an **in-person** meeting with remote participation option available
 The public is invited to participate: Video Conference Link and Call-in number are available at:
<https://www.cascobaylines.com/about-us/board/>

	Webex	<u>Attendance</u>	Phone	Absent
		In Person		
Directors:				
Jen Lavanture (Pres)		X		
Joe Donovan (1 st VP)		X		
Max Pizey (2 nd VP)		X		
Jean Hoffman (Treasurer)		X		
James Luedke (Clerk)		X		
Bud Higgins (Asst. Clrk)		X		
Nate Cooper				X
Paul Belesca		X		
Erik Winchester		X		
Dave Crowley		X		
Heather Moretti		X		
Bill Geary	X			

Staff:				
C. Gildart		X		
Bowie		X		
Pottle	X			
Bryand		X		
Charette		X		

Public:				
Ross Sneyd		X		
Lynn Heinemann	X			
Mark Rogus	X			
Barring Coughlin	X			
Margaret Kelsey		X		
Call In User 1			X	
Call In User 2			X	
Call In User 3			X	
Call In User 4			X (8:16am)	
Call In User 5			X (8:16am)	
Call In User 6			X (8:16am)	

1. Call to Order
 - a. President Lavanture called the meeting to order at 7:46 a.m.
 - b. It was noted the meeting was being recorded.

- c. Charette did roll call.
- 2. Approval of meeting minutes from December 18th, 2025
 - a. Lavanture moves to approve. Hoffman moves to approve, comments on good quality of minutes by Charette. Crowley seconds. No public comment.
- 3. Old Business
 - a. No old business.
- 4. New Business
 - a. Qualification of newly appointed Director (swearing in). Lavanture welcomes new Board member, Heather Moretti, City's new appointed director and new Waterfront Coordinator. Clerk Luedke swears in Moretti and signs off on Oath of Office document.
 - b. Consideration and action regarding the General Manager's Compensation.
 - i. Lavanture clarifies timeline being evaluated is GM hire date of mid-September through December 31st. Personnel Committee met day prior and has recommendation for the Board. Process calls for confidential discussion of recommendation among the Board in Executive Session. Coming out of Executive Session, expectation is to act on recommendation through standard motion and discussion approval. Lavanture recognizes entering Executive Session during meeting is not ideal and planned time for session to be approximately 20 minutes. Invites those present to wait in small conference room and those online to leave a phone number in Webex chat and will be contacted upon exit of Executive Session.
 - ii. Lavanture moves to enter Executive Session, pursuant to MRSA 405 6A, for the purpose of discussing the General Manager's evaluation and compensation. Crowley seconds. Lavanture asks for public comment on the motion.
 - 1. Kelsey questions why Executive Session is not moved to end of meeting. Lavanture responds that one agenda item that may require action is expected to be lengthy in discussion and does not want to lose quorum.
 - iii. Lavanture asks for any director comment on motion. There is none.
 - iv. Charette conducts roll call. Unanimous approval of motion of all present. Meeting is locked and Board enters Executive Session at 7:54 a.m.
 - v. Board exits Executive Session at 8:16 a.m.
 - vi. Lavanture asks for motion pertaining to General Manager's bonus compensation for period, September 15th to December 31st, 2025. Hoffman moves that Board accepts recommendation of the Personnel Committee to grant GM bonus in accordance of offer letter as of hiring. Donovan seconds.
 - vii. Lavanture asks for any public comment on the motion. There is none.
 - viii. Lavanture asks for Director discussion. There is none.
 - ix. Charette does roll call on motion. Unanimous of all present. Motion passes.
 - c. Consideration and potential action on Preliminary Design Report for Maquoit II replacement vessel.
 - i. Lavanture introduces discussion. Reminds of process to this point; Preliminary Design Report passed through VAC and was first presented to Board in November. Due to large amount of information contained in PDR, Executive Committee decision was made to not take action at December meeting to allow Board time to fully understand all aspects of current, preliminary design as it stands. Some Board members requested further information prior to consideration of taking action, including a clear governance plan, should the PDR be approved. Taking into account negative aspects of Battery Steele process, defined stage gates and clear governance plan is necessary. Commends Dinsmore on presentation of information that was requested, as well as quick response time. Defers to Donovan as chair of Vessel Advisory Committee for further presentation.



- ii. Donovan reminds of timeline leading to current discussion. VAC did not meet in January and instead discussed at Operations Committee meeting. Request for further information was received just prior to Ops Comm meeting. Information is now out there and PDR process needs to move forward. Design began in 2023 and delays were partially due to engineers and government. Relays support of Long Island constituents that attended a recent presentation on the island, and their desire to move to next phase of design, which is the consumer design phase, i.e. seating, access, heating, and cooling.
- iii. Hoffman thanks Donovan for chairing meetings on topic and following process at VAC meetings. Thanks Dinsmore for analysis and perspective. Questions overall choices made and how they impact operating expenses. Operating expenses can drive future needs or demands, such as ticket prices or cutting service to save money. Reminds of two recent large capital projects: Battery Steele and new terminal. Peaks residents have complained about these large capital expenses that then drive up costs. Is grateful for consideration in Dinsmore's data of Operating and Capital Expenses, but would have liked to have had it available earlier and would like similar data readily available for any future large capital expenses. Budget based on statutory requirement to serve year-round residents. Would like debates on freight capacities and associated assumptions. Board should also challenge assumptions on passenger capacities, assumptions on population increases without data that supports.
- iv. Donovan asks for other Board member opinions. Comments on learning from mistakes of Battery Steele process as other directors have referenced. Was not present for most of that process. Recognizes it was a contentious process but believes end result of Battery Steele meets the needs of Peaks residents now and into the future. KPFF study had recommended replacing that vessel just as it did Maquoit. Notes that discussions were already had at VAC and occasionally Operations Committee meetings on what was desired in a boat, including size and design. Original RFP in 2023 specified to the design engineers what CBL was looking for: certain capacity and a freight boat that carried passengers. Work has now been done on design and credits Bristol Harbor Group and Pottle's mutual extensive experience in getting design to current point. Asks again for other Board members comments and advocates for taking action on PDR today.
- v. Lavanture asks for point of order and process, would like to offer public opportunity to comment, see if there is a motion, if so, then allow Board deliberation on motion, as well as public comment on the motion.
- vi. Kelsey commends opportunity for debate overall but current debate could have been voiced earlier in process. Regarding operational expenses and use, it was noted earlier in meeting that down bay residents feel the new vessel is needed and it was noted previously that current Maquoit costs will only increase due to its age. Has not read Dinsmore's most recent data but asks whether there was a recommendation or final analysis. As a member of the public, unless a new reason has been given as to why the new vessel will cost more, no need to further debate now.
 1. Lavanture responds this is first Board consideration of item. Went through various committee processes. Some questions being currently raised came after RFP. Financial analysis of vessel design has been requested with varying levels of formality and varying levels of information has been received, but not enough information on overall vessel operating expenses when considering all factors, such as personnel. Fiduciary responsibility to islanders. Reminds Board that resolution was passed to reduce operating deficit in 2027 and of potential increase in operating costs. Can savings be gained on an operating cost basis, aside from costs of capital construction. Cautious of how decision will affect other strategic priorities and targets that Board has set.



2. Luedke references Kelsey's request for Dinsmore's recommendation, specifically section titled, "the bottom line" of memorandum. Asks for Dinsmore to read.
3. Dinsmore reads the bottom line from memorandum. Adds additional analysis that was not in memorandum and data. 19 million currently appropriated through local transportation partners towards funding project. Now one year and 5 months past original start date for project. Inflation rate on ship building much higher than normal inflation rate. Even at a conservative 4.5% inflation rate, over time since initial projected start date, would equate to \$1,453,500 in inflation.
- vii. Rogus agrees with Hoffman and Lavanture on fiduciary responsibility. Notes operating expenses of new vessel 250k per year, for 40 years, plus inflation. Data included future cost avoidance. Too many variables in future years to know whether that cost avoidance can ever be realized or captured. If Board approves design of vessel, must also find a way to remove 250k per year from annual budget for 40 years. Only other option is to raise prices.
- viii. Coughlin thanks Dinsmore for financial data presented. Using data presented, fuel, insurance, and crew costs for Maquoit, and volume estimates for downbay service from previous years, calculates cost per person as \$34. Calculates new boat to be roughly \$39 per passenger, just from operating costs. Cannot break even on new vessel with current volumes, regardless of service cuts and have responsibility to serve down bay islands. Only solution is increasing volume of passengers to lower cost per passenger. Larger boat with expanded freight capacity will help; current freight capacity levels accounts for \$2.70 of average cost per passenger, but will need to find ways to bring more passengers down bay to fill larger boat. Has been brought up previously and was not well received. Advocates for proactively using the boat for more things and utilizing marketing.
- ix. Lavanture opens floor to Board members for clarifying questions on Dinsmore's analysis in advance of motion.
- x. Luedke questions as to why Great Diamond, Little Diamond, and Diamond Cove were left out of freight portion of report. Lavanture responds it may have been a result of her inquiry to Dinsmore, but islands selected were based solely on revenue contribution, and recognizing that overall request for information was large. Luedke notes that large amount of freight goes to Great Diamond Island.
- xi. Dinsmore references Luedke's question as an example of why he requested specific questions in November 21st memo. Many factors go into analysis. References Rogus' point, and was not asked to look at 40 years in advance. References Coughlin's point and analysis was not about passenger capacity. VAC specified it was a freight boat and passenger capacity was secondary. Current anticipated size of vessel is not based on passenger capacity, but stability requirements and deck space available to safely move freight down bay. Likewise, crew needs for vessel are also not driven by passenger count, but by freight needs. Some passenger data was included in analysis, but is not what is driving design and cost of vessel.
- xii. Higgins questions whether freight is expected to increase. Dinsmore responds affirmatively with several anecdotal examples from Casco Bay Islands. Notes when Board rightly deliberated same issue of size 15 years ago, approved boat became too small for eventual needs. Reached out to Portland Planning and Urban Development office for data on growth, but no response at this time.
- xiii. Luedke questions increased cost to operate larger vessel and whether that is necessitated by more passengers and therefore more staff in the summer, or will it be year round. Dinsmore responds that data he compiled took into account comparison of 3-4 deckhands year round on Maquoit. Staffing would be based on vessel being a freight boat. Lacking specific freight data, but anecdotally, captains have relayed frequently leaving freight on the dock



- due to lack of space. Luedke clarifies question: if new vessel was currently operating instead of Maquoit, how much more this year would new vessel cost to operate. Dinsmore responds \$28,827 in operating costs.
- xiv. Belesca thanks Lavanture and other Board members and public for information request and Dinsmore for thorough response provided. Notes personal experience in process was as VAC member prior to Board member as an island business owner and freight customer. Perfection in vessel design not achievable through committee approach. Was on minority side of several votes during past 2 years but currently supports approval of PDR. Vessel design not strictly for freight or would have larger freight capacity, go slower and use less fuel and have lower staff numbers, but still supports PDR and encourages all other Board members to support based on overlap between freight and passengers and that it works as an overlap boat to Peaks and supports freight needs to down bay islands. References several projects ongoing on Chebeague that were shown directly to Dinsmore and that freight needs will only increase. Notes every island has different community needs and must find common needs of all ridership. Still intends to advocate for design choices on community's behalf and many choices still to be made, but must move forward to happen.
 - xv. Belesca asks Dinsmore who will be heading project if it moves forward. Dinsmore responds that Pottle has agreed to stay on through the completion of the Battery Steele and has been coaching Dinsmore and Bishop on future projects and putting structures in place. Was instrumental in helping Dinsmore compile governance plan and timeline for Maquoit replacement. Currently, staff has capacity to manage internally but will continue to evaluate.
 - xvi. Higgins thanks Hoffman and others for information request and would like to see similar level of information provided in the future, but advocates for approving PDR.
 - xvii. Crowley notes improvement in management but has concerns that passengers are being prioritized over freight in vessel design. Freight area size has continued to decline and not the correct boat for the future. Will not support as currently presented.
 - xviii. Geary asks what freight capacity is for new vessel as compared to current. Dinsmore responds on the main deck/cargo area is 51%, 01 deck is 94%, 02 deck is 47%, as of current PDR.
 1. Lavanture asks follow-up question to Geary's. How are freight capacity percentages contextualized, in terms of cage space, pallet space, car space as compared to current vessel freight space. Information not available; Pottle comments he will try to find deck square footage increases as meeting continues.
 2. Belesca notes not all freight objectives have been met with current design, such as refrigeration, but can still be factored into design past PDR approval as part of process.
 - a. Crowley responds to Belesca with concerns that in past vessel approvals, once initial design has been approved, further design changes have not been available for debate.
 - b. Donovan understands concerns, but reminds that next phase of design process is interior layouts. PDR is design of vessel itself and capacity. BHG designed vessel with overhang between two decks as a covered area that can be addressed in the future for climate controlled storage, if deemed necessary. Gives several examples of various freight boat designs and their limitations that were discussed at VAC meetings, before final recommendation was made. Aware of concerns from Battery Steele but better processes in place now, and management that went through previous vessel process and learned from it. Would like a motion but asks for any other questions.



3. Rogus asks Dinsmore for clarification on anticipated incremental annual operating cost of new vessel versus existing Maquoit. Dinsmore comments if both vessels had been operating as of January 1st, and using a conservative fuel consumption rate of 9 gallons more per day on new vessel, \$28,827. Rogus asks how many crew are required for current vessel; Dinsmore responds 2-3 crew members. Asks Dinsmore to clarify within data whether amount of crew was driver for the approximately \$250k increase. Dinsmore responds that is incorrect.
 - a. Lavanture asks for minor clarification on \$28,827 figure versus \$34k figure mentioned in data. Dinsmore clarifies that the \$34k is the average annual operating cost, accounting for inflation.
 - b. Hoffman asks for clarification on why a newer vessel with presumably more efficient engine costs more to operate. Dinsmore comments it is due to the larger overall size of vessel. However, the costs are partially mitigated by both the efficiency of engines and also hull design. References original Maquoit design was for 84' vessel, but when vessel was deemed not large enough and vessel was extended 14' in late 2000s, it skewed the efficiency of the hull.
 - i. Hoffman asks if this is the reason for Maquoit being most expensive vessel to run currently. Dinsmore responds that is tied to Maquoit getting the most hours of all current vessels, but inefficiency of hull a driver as well.
- xix. Donovan asks for motion that Board approve Preliminary Design Review as presented by Bristol Harbor Group in November 2025. Luedke seconds.
 1. Lavanture asks for point of order, that wording of motion be changed to accept PDR and approve advancement to final design stage.
- xx. Donovan revises motion, that Board accept the Preliminary Design Review and approve advancement to final design phase as presented by Bristol Harbor Group in November 2025. Luedke seconds.
 1. Lavanture asks for public comment on motion. No public comment.
 2. Lavanture asks for Director comment.
 3. Hoffman asks whether boat is being built for year-round island residents or summer visitors and tourists. Not enough data compiled on current freight operations. Concerns that vessel is not being optimally designed to serve year-round population and operating expense profile is also not well-suited for year-round to keep costs low.
 - a. Belesca thanks Hoffman for her critical insights and contributions to financial aspect of project. Speaks to community perspective. Year-round down bay community and businesses can only exist by welcoming and providing service that the seasonal compliment requires. Therefore, any vessel designed to support freight requirements of year-round businesses and residents must also be able to support summer demand for freight.
 4. Luedke supports moving forward with approval of PDR. Notes robust discussion that has led to this point, community involvement, support of majority of CBL captains. Notes that on Great Diamond Island and down bay islands, majority of construction happens in winter months and boat must be equipped to function in all seasons. also responds to summer needs versus winter needs as it pertains to all islands. Additional analysis will not change the needs of down bay islands. Encourages other Board members to approve PDR.
 5. Lavanture notes plans to introduce an amendment to motion and provides context. Thanks Dinsmore for data compiled and Donovan for work on VAC, but questions

whether financial analysis should have been considered earlier in process and whether lack thereof affected VAC decisions. Concerns regarding unknowns of Battery Steele until it is in operation, as it pertains to timeliness of Peaks runs, Peaks freight, and overlap with Maquoit replacement, and how that may affect overall operating profile. Reminds of examples of governance issues of Battery Steele process, including inability to make changes once bids came in more expensive than expected. This led to request and requirement from Dinsmore to provide governance plan with stage gates, risk mitigation strategies, and decision making framework, prior to Board approval and action on PDR. Currently a good first draft.

- xxi. Lavanture introduces motion to amend acceptance of PDR and decision to proceed to final design phase is subject to governance plan overview. Separately, would like Board to approve final version of governance plan. Hoffman seconds the amendment.
1. Lavanture asks for public comment on the amendment.
 - a. Kelsey asks for synopsis of current governance plan and who would be overseeing.
 - i. Lavanture responds the Board would oversee and that plan calls for checkpoints and criteria for meeting each checkpoint. Board authorization is required to move to next project stage at each checkpoint. Confirmations of funding available to move forward to each stage, proposed recording cadence, risk management framework for technical, schedule, stakeholder, and financial risks. Proposed escalation protocols. Roles and responsibilities for Board, GM, and VAC. Proposed change management framework that would apply during construction phase.
 - b. Hoffman notes that all materials for current meeting are on CBL website in usual place, which includes governance plan as well as analysis from GM.
 - c. Rogus supports proposed amendment. Asks if within governance process, if there is any one dimension that if not met, Board would vote not to approve. If so, should note it now.
 - i. Hoffman responds by relaying extreme cost fluctuation issue with Battery Steele when it was too far along and without explanation. Purpose of stage gates within governance plan is that Board can not progress design at any time without a vote necessary and will provide an opportunity for explanation as to driver of increase in cost, for example.
 2. Lavanture asks for Director discussion on the amendment.
 - a. Belesca supports governance plan as it stands, with one exception. References aspect that called for supporting matrix for notifications, depending on severity and what kind of issue or event, and how that would be communicated to all parties involved. Tragic event called for GM to be notified and Board to then be notified within 48 hours. Asks that to be clarified that GM notify Board at earliest opportunity. Otherwise, supports governance plan that has already been submitted and approval of PDR as it was already put on the floor. Does not support amendment but encourages Board to continue to revisit governance plan as part of overall decision process when considering when or when not to move forward at any defined step.
 - i. Lavanture asks for clarification from Belesca on how governance plan will be put into action if amendment not voted on that



- includes it. Belesca responds that plan would be absorbed as all other supporting information that was presented will be absorbed. If any Board member feels modifications are needed to governance plan after sufficient review, bring it forward to Board.
- ii. Lavanture disagrees. Motion as it stands, without amendment, is strictly for PDR acceptance and not of any supporting documents, including governance plan to be in place. Belesca responds he would like to see all supporting materials provided included to advance discussion, rather than one selection.
 - iii. Hoffman asks Belesca whether change in language of motion to say, having considered the analysis provided by General Manager, to recognize all presented materials, would satisfy. Belesca supports.
 - iv. Hoffman notes that governance may have distinctive Board requirement for a vote and still supports Lavanture's amendment, but is appreciative of Belesca's recognition of all materials provided as a reference point as to what led to current discussion and possible action.
- b. Donovan does not support the amendment. Raises objection with the amount of time Board members took during public discussion. Asks to move the amendment. Luedke seconds.
- xxii. Lavanture asks for roll call vote on amendment.
1. Pizey requests clarification on amendment vote. Lavanture clarifies that amendment revises Donovan's original motion, which was to accept PDR and move to final design phase, to say subject to governance plan.
 2. Hoffman asks for point of clarification, that Dinsmore may wish to comment on governance plan as he drafted it. Lavanture asks Dinsmore if clear governance plan is helpful for staff in terms of expectations. Dinsmore agrees.
 3. Donovan clarifies no objection to governance plan and discussion moving forward. Objects to amendment requiring plan be approved by Board prior to approving PDR.
 4. Lavanture reiterates amendment was for subject to governance plan. Was noted while introducing amendment, that plan was for Board to approve a governance plan and to make revisions over time and version so Board is clear on stage gates.
 5. Donovan supports, but not as amendment to his motion to accept the PDR as presented by Bristol Harbor Group.
- xxiii. Roll call vote on amendment: Pizey no, Luedke no, Higgins no, Donovan no, Geary no, Belesca no, Crowley no, Hoffman yes, Winchester no, Lavanture yes, Moretti no. Amendment does not pass, 9-2.
- xxiv. Lavanture notes Donovan's motion is on the floor. Ask for any final questions on motion.
1. Higgins asks for reiteration of motion. Lavanture reminds of Donovan's original motion, to approve PDR as presented by Bristol Harbor Group and proceed to final design phase. Notes to Belesca that additional wording is not included approving supporting materials. Belesca approves distinction with understanding he will still take materials into account as part of personal decision making process.
- xxv. Roll call vote that Board accept the Preliminary Design Review as presented by Bristol Harbor Group in November 2025. Pizey yes, Luedke yes, Higgins yes, Donovan yes, Geary yes, Belesca yes, Crowley no, Hoffman no, Winchester yes, Lavanture no, Moretti yes. Motion passes, 8-3.
- xxvi. Lavanture notes she intends to bring governance plan to Executive Committee.



5. Workshops – none.
6. General Information Reports- Lavanture summarizes due to current meeting length.
 - a. Committee Reports – Finance did not meet. Operations met, but motion just acted on was primary purpose. Hoffman notes that normal Finance materials were provided.
 - b. Staff Reports - Should have been received via email from Dinsmore. Asks the Board for any questions on report. There are none.
7. General Announcements
 - a. Establish next meeting dates (all meetings at 7:45 AM unless indicated otherwise):
 - i. Executive Committee: Thursday, February 5, 2026
 - ii. Finance Committee: Wednesday, February 11, 2026
 - iii. Operations Committee: TBD – executive committee discussion
 - iv. Board of Directors: Thursday, February 26, 2026
 - v. Personnel Committee: TBD
 - vi. Government Relations Committee: TBD
 - vii. Pension Committee: TBD
8. Public comment on any items not on the agenda. There are none.
9. Directors comment on any items not on the agenda.
 - a. Belesca commends staff on information provided to support recent process, but earlier delivery critical due to Board members varying schedules to make informed decisions.
 - b. Higgins commends Dinsmore and staff on progress on terminal security issue.
10. Lavanture moves to adjourn. Roll call. Unanimously approved by all present. Meeting adjourned at 10:08 a.m.

Respectfully submitted by:

4-9-2026

James Luedke, Clerk

