



**CASCO BAY ISLAND TRANSIT DISTRICT  
 MINUTES OF THE BOARD OF DIRECTORS MEETING OF  
 February 23, 2023  
 In Person/Video Conference/Phone**

**Attendance**

**Webex                      In Person                      Phone                      Absent**

***Directors:***

Crowley (Pres)		X		
Wentworth (1 <sup>st</sup> VP)		X		
Donovan (2 <sup>nd</sup> VP)		X		
Hoffman (Treasurer)	X (6 minutes late)			
Luedke (Clerk)	X			
Cohen (Ast. Clk)	X			
Anderson	X			
Higgins	X			
Lavanture	X			
Murray	X			
Pizey				X
Radis		X (left @ 9:24)		

***Staff:***

Berg		X		
Bishop	X			
Gildart		X		
Mavodones		X		
Pottle	X			
Bowie	X			

***Public:***

Call in user (unknown)	X			
L. Heineman	X			
P. Flynn	X			
C. Chess	X			

***Guests:***

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**1. Call to Order:**

- a. *The Board meeting was called to order at 7:48 AM by President Crowley*
- b. *It was noted that the meeting was being recorded*
- c. *President Crowley asked Berg to do a roll call of who was attending the meeting, which he did.*

**2. Approval of the December 22, 2022 and January 26, 2023 meeting minutes**

- a. *Wentworth moved to approve the December 22, 2022 and January 26, 2023 meeting minutes as presented; Radis seconded.*
- b. *President Crowley opened the floor to Board comments. There were no further comments.*
- c. *President Crowley called for a roll call vote*
- d. *Berg did a roll call vote. The motion passed unanimously (10-0; Hoffman had not joined yet))*

**3. Business**

- a. **Adoption of Federal Transit Administration's (FTA) FFY2023 Certifications and Assurances**
  - i. *President Crowley asked Berg to introduce the topic which he did.*
  - ii. *Donovan asked a clarifying question which Berg answered. He would like a follow up conversation with Berg to better understand some of the items.*
  - iii. *Wentworth made a motion as presented in the Board packet (“I move that the Board (i) comply with all requirements of, and (ii) confirm and adopt all necessary policies and provisions to comply with, the Federal Fiscal Year 2023 Certifications and Assurances for FTA assistance in compliance with Federal Transit Administration rules and regulations as listed in Appendix A attached hereto and described in the relevant provisions of Appendix B attached hereto and to authorize the General Manager as the company’s Authorized Representative to sign and submit the Certifications and Assurances to the FTA immediately, without waiting for preparation or approval of the Minutes of this meeting.”); Radis seconded.*
  - iv. *Hoffman asked about item 1.1q which states “Will cause to be performed the required financial and compliance audits in accordance with the Single Audit Act Amendments of 1996 and 2 CFR Part 200, Subpart F, “Audit Requirements”, as adopted and implemented by U.S. DOT at 2 CFR Part 1201.” Berg stated the District does comply with it. Three reports were submitted to the FTA clearing house 1) Financial Audit (Audited Financial Statements), Federal Compliance and 3) state compliance. Hoffman said Berg has referred to it in the past as a financial audit and she wanted to remind everyone it is a compliance audit. She reiterated the need for a financial audit which has not taken place. She stated that there has only been a compliance audit. The C&A’s require a financial audit which has not happened. She would like counsel input on this. Berg could not say anything new to this other than to repeat that CBITD submitted three reports to FTA one of which was a Financial Statement audit in compliance with all the FTA requirements.*
  - v. *Wentworth repeated that Hank explained earlier that he reviewed with the lawyers who blessed it. Hoffman is not aware that the lawyers are aware of this requirement. This worries her. She would not accept the fact that the attorneys reviewed this. Berg further explained the FTA conducts a triennial review every three years which is a deep dive into ensuring compliance. The last four triennial reviews have had no findings.*
  - vi. *Crowley repeated that Berg does review this with John Lightbody. Hoffman was not sure John was specifically aware of this question. She thinks the question is important and it should be asked.*
  - vii. *Donovan respectively pointed that in the last few minutes Hoffman has questioned the knowledge of the attorneys and the truthfulness of the past audits. Where is this going? Hoffman stated attorneys are like auditors. They always specify they are dependent on what management tells them. She would not assume the attorneys know there is no financial audit. Also, when she had her one-on-one with Smith she asked if they could do a financial audit and he responded that they could.*



- viii. *President Crowley felt they needed to move on and asked if there were any other comments from the Board.*
- ix. *Luedke asked Berg if the audits submitted to FTA were available to the Board and that Hoffman has seen them. Berg replied that yes that is true and they are all on the website.*
- x. *Berg went to get a copy Financial Audit. He reiterated that three documents were submitted to FTA one which is titled Audited Financial statements and the other two were compliance reports, All of which were submitted to the FTA and made available to the public.*
- xi. *Luedke asked Hoffman if she has reviewed the audits, She replied that she doesn't pretend to be qualified to make that judgement. The question has to do with the requirements of the FTA which Berg is well aware of. She can say that the audit that has been done of CBITD is called a compliance audit and it isn't a financial audit. It could be that the financial components of the audit comply, she would like to have that explicitly identified objectively.*
- xii. *Luedke asked Berg how many times he has been through the audit process. Berg replied that he has participated in 4 triennial reviews with no finds and 12 annual audits. The same type of audit was submitted each time with no problems.*
- xiii. *Wentworth called to vote.*
- xiv. *President Crowley allowed Cohen to take the floor. Cohen asked that the financial audit be sent to Hoffman. President Crowley restated that it is already on the website.*
- xv. *President Crowley allowed Lavanture to take the floor. Lavanture asked Berg to clarify the review of counsel focused only on changes. Berg said the last review done 2 to 3 years ago was a detailed walkthrough of each item no just through the changes. The changes to FY2023 are changes to items that are not applicable to the District.*
- xvi. *President Crowley called for a roll call vote*
- xvii. *Berg did a roll call vote. The motion passed (10-1; Hoffman voted against)*
- b. **Consideration and action authorizing staff to proceed with an RFP and selection of a naval architectural firm for the Preliminary design of the Maquoit replacement vessel in accordance with the process as presented.**
  - i. *President Crowley asked Berg to introduce the topic.*
  - ii. *Berg walked through the process that was included in the package*
  - iii. *Wentworth made a motion to authorize staff to proceed with an RFP and selection of a naval architectural firm for the Preliminary design of the Maquoit replacement vessel in accordance with the process as presented. Radis seconded.*
  - iv. *President Crowley opened the floor to the public*
    - 1. *Caron Chess recalled that the Naval Architect for the new Peak's vessel had expertise for large double ended vessels and that the decision to hire them defined what the boat was going to look like. Her question is at what point does the Board get involved with the selection of the architect? Berg pointed out the Naval Architects for the Peak's vessel, Elliott Bay Design Group, do not specialize in one vessel type. They are involved with many vessel types. The decision was not based on what she claimed it was based on. Berg pointed out that the Board has input several times during the process to and ultimately has veto power several times. She said her question is more specific, does the Board get involved in the selection of the architect. Berg replied not directly.*
  - v. *President Crowley opened the floor to the Board*
    - 1. *Donovan asked about the wording of the RFP, page 8 of introduction states CBITD is looking for a designer who can handle a chapter K vessel. Why are we limiting to that? Mavodones explained the differences and history of the different vessel types.*
    - 2. *Wentworth asked if it could be "up to sub-chapter K?"*
    - 3. *Donovan concurred so there is no confusion that this is an open process. Mavodones was opened to that. Mavodones pointed out that the selection of the Architect is based on*



- qualifications, and we want someone that has a lot of experience with similar vessels. The committee rating the proposals will determine who is best qualified.*
- 4. Pottle agreed with Mavodones. The key is that they have experience with the features called out not that features dictate the design.*
  - 5. Hoffman strongly supported Donovan's comments and thought it would be helpful to hire a Naval Architect to initially work with VAC and public to understand the parameters and choices and build support for choices to be made. This is an RFP for a designer. Important to think about what the right process is. She will support what the Down Bay Directors want but challenged them to think if they want to hire a designer now or hire someone now to develop the specs to then hire a Naval Architect to work on.*
  - 6. Berg pointed out there is mention of a public process in the RFP.*
  - 7. Pottle walked through the process in more detail to help clarify things.*
  - 8. Mavodones informed everyone that a similar process was used to design the Aucociso*
  - 9. Cohen is concerned that the process may be broken because a majority of Peaks islanders did not want a bigger boat yet it still was approved.*
  - 10. President Crowley stated that the Board voted on it and was the ultimate decision maker.*
  - 11. Cohen wanted to know how the process is being improved.*
  - 12. Berg reminded everyone that all the public feedback was shared with the Board prior to any decision being made.*
  - 13. Wentworth said it was clear that some people didn't like the proposed Peak's vessel but it was also clear that some did. It was the elected Board that made the decision*
  - 14. Lavanture asked what the scope of the RFP was through whole decision process? With all the comments about a variety of options it seems there is a need for a more holistic assessment of fleet requirements of the District.*
  - 15. Berg reminded everyone KPFJ did look at the fleet probably at a higher level and it is a little old at this point*
  - 16. Pottle discussed the scope of the Naval Architect: getting through a preliminary design process resulting in a Preliminary Design Report. Typically then do another scope agreement with Naval Architect for final design but if desired, another Naval Architect could be used at this point.*
  - 17. Anderson agreed with Lavanture that every time a new boat is required it is an opportunity to look at the operating model.*
  - 18. Pottle shared that looking at a new model needs to take into account the existing piers are designed for a certain type of vessel. It could be a huge investment in infrastructure if facilities need to be changed. This happened when the Machigonne II was deployed. The piers are several million dollars to build for each one.*
  - 19. Radius is comfortable with the process. The problem at the time was not the process it was the composition of the Board and there is a natural tension between Down Bay and Peaks.*
  - 20. Donovan shared that he ran for his position because he wanted to be involved with the decisions about the Down Bay replacement vessel. Also when he came on board there was tension among the Peaks islanders. He is hopeful lessons were learned. Pottle's point about the infrastructure is well taken but the Board should be open to potential minor changes. Want to move project forward. This RFP is first step. Is confident there will be ample public input. He supports moving forward with RFP. Did have concern with limited scope but that has been answered.*
  - 21. Wentworth thinks the Down Bay Directors voted the way the Peaks Directors voted for the Machigonne replacement.*



22. *Hoffman thinks Anderson's and Pottles comments are important. The Board should have a debate and make a decision. There are many choices to be made like faster versus more climate friendly. Wants to be sure the process is transparent with public input.*
  23. *President Crowley called for a roll call vote*
  24. *Berg did a roll call vote. The motion passed (11-0)*
  - c. Consideration and action to form a Vessel Advisory ad hoc committee.
    - i. *President Crowley gave the floor to Berg who suggested that the existing Down Bay Schedule ad hoc committee finish their schedule review, make a recommendation to the Operations Committee and then become the VAC with the authority to add appropriate members.*
    - ii. *Donovan thinks the VAC should be made up with Down Bay Directors, maybe one at large Director and Higgins.*
    - iii. *Radius asked if the committee can include non Directors and the answer was yes.*
    - iv. *Berg explained about Committee voting as stated in the by-laws. Only Director votes count toward an action. Public members opinions are noted for the record.*
    - v. *President Crowley asked if there was a motion*
    - vi. *Radius made a motion to repurpose the Down Bay Schedule Ad-Hoc committee to become the Down Bay Vessel Advisory Committee with the authority to add members, including public, as appropriate. Wentworth seconded.*
    - vii. *President Crowley called for a roll call vote*
    - viii. *Berg did a roll call vote. The motion passed (11-0)*
  - d. Consideration and action to delegate responsibility to the Finance Committee to request proposals for and select an independent audit firm to perform a full financial audit of CBL financials (TBD).
    - i. *This item was not ready to be addressed so it was not taken up.*
4. **Workshops**
- A. *There were no workshops*
5. **General Information Reports**
- A. **Financial Report**
    - a) *Treasurer Hoffman complimented Bowie on her first report to the Finance Committee and asked her to review the December Financials for the Board*
    - b) *Bowie shared that part of the process was an internal staff review before the Finance Committee review yesterday. Reviewed highlights of the discussion at the Finance Committee. She shared that expenses are posted when realized and are not accrued so there are often timing issues like Dry Docks. Payroll expenses were down primarily due to the vacancy in the Director Finance/HR position but was offset by the added expense of the HR consultant and search. Over in Vehicle revenue but under in passenger revenue. The Finance committee had a conversation of what should be looked.*
    - c) *Cohen thanked Bowie for her report. She asked if staff was looked at passenger count along with revenue. The answer was that there is often a delay on passenger count data but when it is available it is looked at it. Berg reported that Anderson volunteered to try and make the data more user friendly to identify trends. Mavodones reminded everyone that tickets are good for 60 days so there often is not a direct correlation between daily sales and daily ridership.*
  - B. **Committee Reports**
    - a) *Finance Committee report was given as part of the financial report.*
    - b) *Anderson reported that the Operations Committee discussed two things*
      - i) *Down Bay schedule and the ad hoc committee which met and had a productive conversation. The conclusion was that at this time there was not a need for a major overhaul of the summer schedule just some tweaks to improve it. Staff is now in the process of taking the outcome of the ad hoc committee meeting and putting together a proposed schedule to be reviewed by the ad hoc committee with a recommendation to the Ops Committee at its March meeting to then be taken up by the Board at its March meeting.*

ii) *The second item was an update on the terminal safety issue that have been raised. The selected security firm, Taylor Made Security, has been in place for a couple of weeks and the general feedback is a measurable improvement.*

**C. Staff Reports**

- a) *Berg gave an update on the Board retreat scheduled for March 11; an update of the fuel lock of \$160K gallons at \$3.45 compared to latest rack price of over \$5.00 and a budget of \$4.20*
- b) *Pottle gave an update on the pier extension and new vessel, including that the prices of steel came in under what was agreed upon so there will be a credit based on the factor in the shipyard agreement.*
- c) *Pottle gave an update on the upcoming MDOT Peaks pier work.*
- d) *Mavodones gave an update on the dry docks.*
- e) *Discussion followed about AIS, Transit Tracker and the planned MDOT work on the Long Island pier.*

**6. General Announcements**

A. Establish next meeting dates: (all meetings at 7:45 AM unless indicated otherwise)

- a. Executive Committee:                      Thursday, March 2, 2023
- b. **Planning Retreat:                              Saturday, March 11, 2023**
- c. Operations Committee:                      Thursday, March 16, 2023
- d. Finance Committee:                          Wednesday, March 22, 2023
- e. Board of Directors:                          Thursday, March 23, 2023
- f. Personnel Committee:                        No meeting planned
- g. Sales & Marketing Committee:              No meeting planned
- h. Government Relations Committee:        No meeting planned
- i. Pension Committee:                          No meeting planned

**7. Public Comment**

A. President Crowley opened the floor for public comments on items not on the agenda

- a) *Chess mentioned how helpful it was to have a small committee with all the parties to look at the schedule. Would like to see this happen more often. She is hoping the Board members read the Down Bay Naval Architect RFP.*

**8. Directors Comment**

A. President Crowley opened the floor for Director comments on items not on the agenda

- a) *Donovan suggested putting the RFP on the website. Pottle reported that is plan.*

**9. Adjournment**

- A. *Donovan moved to adjourn the meeting; Wentworth seconded.*
- B. *The motion passed unanimously (10-0; Radis had left)*

Respectfully submitted by:  \_\_\_\_\_  
James Michael Luedke (May 11, 2023 16:53 EDT)  
 James Luedke, Clerk