

**CASCO BAY ISLAND TRANSIT DISTRICT  
MINUTES OF THE BOARD OF DIRECTORS MEETING OF  
December 22, 2022  
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		
Luedke (Clerk)		X		
Cohen (Ast. Clk)		X		
Anderson	X			
Higgins			X	
Lavanture			X	
Murray				X
Pizey	X			
Radis	X (left @ 8:15)			

***Staff:***

Berg		X		
Bishop				
Gildart				
Mavodones		X		
Pottle		X		

***Public:***

F. Somers	X (dropped)			
B. Coughlin	X			
L. Heineman	X			
P. Flynn	X (late)			
C. Chess	X			

***Guests:***

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**1. Call to Order:**

- A. *The Board meeting was called to order at 7:45 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 November 17, 2022 meeting minutes**

- A. *Wentworth made a motion to approve the November 17, 2022 meeting minutes; Cohen seconded*
- B. *President Crowley opened the floor to comments. There were no comments.*
- C. *President Crowley called for a roll call vote*
- D. *Berg did a roll call vote. The motion passed unanimously (10-0, Wentworth abstained since she was not at the meeting)*

**3. Business**

- A. Consideration and action on FY 2023 Long Range Capital Funding Plan including a report from the Finance Committee
  - a) *Berg reviewed the history of the agenda item. Has been on the Board agenda two previous times. Board previously approved the maintenance part of the plan. The other capital projects in the plan were postponed for further consideration by the Board*
  - b) *Hoffman reminded everyone that Finance Committee took the plan under consideration. The question she has is about process. The way CBL has approved capital projects is different than what she is used to. CBL plan is primarily authorization to search for the funding. Finding the funding takes time. She would like the Finance Committee to standardize CBL operating, balance sheet and capital plan before presenting to the Board. There has been a practice of implicitly approving the projects when approving the funding plan. She feels that before a project gets a final approval it should be reviewed more thoroughly by the Board. She understands the plan as presented is approval to seek funding but she doesn't want that to get in the way of a detailed project review by the Board before funding is spent.*
  - c) *President Crowley opened the floor to the public*
    - i) *There were no public comments*
  - d) *President Crowley opened the floor to the Board*
    - i) *Cohen agreed with Hoffman*
    - ii) *Lavanture agreed with Hoffman.*
  - e) *President Crowley proposed moving forward with approval to seek the funding but not spend it until further project review by the Board.*
  - f) *Berg clarified that the practice in the past was not one of deception it was the way business was done and if the Board wants to change the process just let staff know.*
  - g) *President Crowley agreed but felt before the current staff's tenure that there were deceptive practices and wanted to ensure that didn't repeat itself*
  - h) *Donovan views this as continuous improvement by the Board*
  - i) *Wentworth reinforced that the new process would improve on the recent practices by the Board and staff.*
  - j) *Cohen agreed*
  - k) *Anderson requested clarification. The Board can't direct staff to go find a million dollars then have the Board decide if it wants to spend it or not. The Board needs to say find the million dollars with the intent to spend it on the project. If it changes it will have to go back to the Board for a review.*
  - l) *President Crowley agreed but have not been given the information yet. Might have to move on for now before the Board gets that information*
  - m) *Berg agreed with Anderson. Suggested putting a dollar threshold on it and have a project review meeting once the funding is received for those projects that exceed the threshold. This way CBL can say with a straight face that the intent is to execute the project. The threshold that had been thrown around was \$1M.*
  - n) *Hoffman didn't disagree.*



- o) Luedke agreed with Anderson but wants to better understand what the problem is that is trying to be resolved. Worried that the Board will get too much in the detail. Supports the dollar cap.*
- p) Hoffman clarified that the maintenance part of the plan is not part of this discussion. She is prepared to approve the seeking of funds but moving forward with a project would be subject to a detailed plan for the expense.*
- q) Luedke didn't understand limiting the staff from seeking any funding. Can't come up with details of a project without the funding.*
- r) Donovan asked Berg if this would restrict him from doing his job*
- s) Berg replied yes.*
- t) Donovan asked Berg what he needs from the Board.*
- u) Berg replied that it has worked very successfully in the past. Allowed CBL to be agile and flexible with everchanging funding landscape. There of course would be and have been reviews for larger projects like a new vessel. Various checkpoints along the way like Preliminary design reviews. These are necessary. Last 12 years extremely successful in getting funds for CBL, over \$60M.*
- v) Donovan wanted to be clear that Board just wants to be involved in the spending aspect*
- w) Luedke clarified that it is in the spending aspect not the seeking aspect.*
- x) Wentworth asked for clarification of what is being asked in a proposed motion.*
- y) Luedke asked Hoffman for a concise motion.*
- z) Hoffman reported she was prepared to vote in favor of the motion to move forward. Don't have a clear consensus today on how to move forward but she hopes there is a consensus that the Board wants to work together to improve processes which is important.*
- aa) President Crowley asked if there was a motion*
- bb) Donovan made a motion to approve the FY2023 long range capital as presented; Wentworth seconded*
- cc) President Crowley opened the floor to public comments.*
  - i) Chess sees the distinction between raising the money and the details of the plan. Feels there should be input into the plan. In the future there should be a discussion before something is built.*
  - ii) Berg pointed out the 800-pound gorilla in the room is vessels. Reminded everyone that even though not everyone agreed with the result there was a very detailed process for the new peaks vessel with public input and check ins with the Board. The same will be done with the Down Bay vessel. To start that process, need to hire a naval architect to listen to feedback to come up with a preliminary design. We are ready to start that process right now. All the statements about this saying this hasn't been done in the past are incorrect.*
- dd) President Crowley opened the floor to Board comments. There were no comments.*
- ee) President Crowley called for a roll call vote*
- ff) The motion passed (8-2, Cohen and Lavanture voted against, and Radis had left)*
- B. Consideration and action authorizing the Board President and General Manager to cosign and send a letter on behalf of the Board regarding significant concerns about drug use and inappropriate behavior from the public at the District's facility.**
  - a) Luedke gave an introduction. Several Down Bay parents have complained about drug use and inappropriate behavior around their school children at the terminal waiting area and in the bathrooms. He FOIA'd the dispatch call history. 254 calls for service to the police department. He would like the Board to send a letter requesting police presence at the terminal when school children are present.*
  - b) President Crowley asked if there is a motion*
  - c) Luedke made a motion to authorize the Board President, to sign on behalf of the Board, and along with the General Manager to send a letter to the City expressing concern about the safety at the terminal and requesting an increase of police service to Casco Bay Lines during the morning and afternoon commute hours. Hoffman seconded.*



- d) Hoffman appreciated the work and discussion that occurred during the Operations Committee meeting and would have suggested sending the data Luedke received to the Board for consideration.
- e) President Crowley opened the floor to public comments
  - i) There were no public comments
- f) President Crowley opened the floor to Board comments
  - i) Donovan had two things. 1) At the Ops meeting staff shared the details of their efforts to try and get more security presence onsite and 2) Once the letter is drafted Long Island would be willing to sign the letter
  - ii) Anderson agreed with Donovan that this letter is not the only thing that is being done, staff is working other angles. He felt it would be very helpful to have the islands of Chebeague and Long Island co-sign.
  - iii) President Crowley added that the data sent to Luedke was only for police calls and did not include fire department calls. So, the actual number of calls to the terminal was higher.
- g) President Crowley called for a roll call vote
- h) The motion passed unanimously (10-0, Radis had left)

#### 4. Workshops

- A. There were no workshops

#### 5. General Information Reports

##### A. Financial Report

- a) Hoffman reported that a Finance Committee was conducted the day before. She opened with a presentation on priorities:
  - i) Complete financial Audit of FY 2022 financials by new independent audit firm with no material misstatements, urgently
  - ii) Provide input to GM on hiring high caliber Finance lead, ASAP
  - iii) Oversee staff achievement of FY 2023 operating budget approved by the board on 9/22/22
  - iv) Revenues \$5.8mm / Expenses \$10.0mm
  - v) Operating loss -\$4.2mm offset by Grant revenue \$4.2mm
  - vi) Draft FY 2024 budget to Finance Comm with models for 3 options for reducing the operating loss by \$1-2mm, by end July 2023
  - vii) Improve timeliness of monthly financial statements, deliver to Finance Comm by end of each subsequent month
- b) A draft RFP was sent to Finance Committee and is being reviewed. Authorized staff to proceed with compliance audit with long term auditor but will compete it for 2023 audit. There was an update on the search for the Director of Finance/HR. Reviewed FY2022 year end financials. Also want to work on reducing the operating deficit for future years.

##### B. Committee Reports

- a) Finance Committee report was given as part of the financial report.
- b) Mavodones was asked to give a report on the Operations Committee meeting.. Two items on the agenda 1) Terminal safety which was discussed earlier in this meeting and 2) Presentation by Revision energy on solar options. Not a proposal more of an overview of what they do. There was a discussion on energy usage and electrical rates. Only action item was recommending the letter to the City regarding safety.

##### C. Staff Reports

- i) Berg gave an updated status on the Finance Director search. Currently down to 2 finalists who are in second round of interviews. Hope to make a decision before the end of the year. He also gave an update of ARPA funding.
- ii) Pottle gave an update on the pier extension hopefully wrapping up in June, the Machigonne replacement, MDOT work on Peaks and long Island pier work
- iii) There was a discussion about the upcoming storm.

#### 6. General Announcements



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

- a. Executive Committee: Thursday, January 5, 2023
- b. Personnel Committee: Thursday, January 12, 2023
- c. Operations Committee: *will be scheduled*
- d. Finance Committee: *will be scheduled*
- e. Board of Directors: Thursday, January 26, 2023
- f. Sales & Marketing Committee: No meeting planned
- g. Government Relations Committee: No meeting planned
- h. Pension Committee: No meeting planned

**7. Public Comment**

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

- a) *There were no comments*


**8. Directors Comment**

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

- a) *There was discussion about supply chain issues*
- b) *Donovan thought the Board should consider updating the KPFF report since so much as changed since the original report. He thinks there should be public input before hiring a naval architecture.*
- c) *It was suggested to add a schedule discussion to the upcoming Board's retreat*
- d) *Hoffman agreed with Donovan's suggestion to get public and staff input prior to hiring a naval architect*
- e) *Berg suggested it would be a good discussion for the Board retreat but personally felt it was invaluable to hire the naval architects prior to the public and staff discussions.*
- f) *Mavodones reminded everyone that the selection of the Naval Architects is based on qualifications*
- g) *Pottle reminded everyone that for the Peaks Island vessel replacement there was a vessel advisory committee meeting prior to bringing on a naval architect. The selected naval architects joined for the second committee meeting. A vessel advisory committee should be created for the down bay vessel and it should have a kickoff meeting prior to bringing on a naval architect. There is an RFP ready to go out and funding is in place.*
- h) *Wentworth agreed with getting crew input on the down bay schedule.*
- i) *Mavodones reminded everyone that crew was involved with KPFF schedule and Peaks replacement vessel*
- j) *A discussion about an upcoming Board retreat followed.*

**9. Adjournment**

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

Respectfully submitted by:   
James Michael Luedke (Feb 24, 2023 16:47 EST)

James Luedke, Clerk