

**CASCO BAY ISLAND TRANSIT DISTRICT
MINUTES OF THE BOARD OF DIRECTORS MEETING OF
May 28, 2020
Video/Phone in only due to COVID-19**

Directors on Conference: Cohen, Johnston (left at 10:05), Crowley, Wentworth, Luedke, Flynn, Doane, Higgins, Braden, Clark, Murray (joined by phone at 8:30),
Directors Absent: Overlock
Public on Conference: L. Penalver, C. Chess, L. Heinermann, C. Hoppin, J. Hoffman, J. James, P. Eckel, R. Schaffer, J. Lavanture, B. Carter, C. Radis, A. Marie Barter, D. Vinograd, K. Norton, MK
Staff on Conference: Berg, Greven, Pottle, Mavodones, Gildart

1. Call to Order:
 - *The Board meeting was called to order at 7:51 AM by President Flynn, and he noted that the meeting was being recorded.*
 - *Berg did a roll call of who was present*
2. Approve the minutes of the February 27, 2020 Board of Directors meeting
 - *President Flynn asked if there was a motion to approve the minutes*
 - *Wentworth moved to approve the minutes of the February 27, 2020 meeting, Braden seconded.*
 - *President Flynn opened the floor for comments and there were none*
 - *Berg did a roll call vote. The motion passed unanimously (10-0)*

Approve the minutes of the March 19, 2020 Special Board of Directors meeting

 - *President Flynn asked if there was a motion to approve the minutes*
 - *Wentworth moved to approve the minutes of the March 19, 2020 meeting, Johnston seconded.*
 - *President Flynn opened the floor for comments and there were none*
 - *Berg did a roll call vote. The motion passed unanimously (10-0)*
3. Business
 - a. Adoption of Federal Transit Administration's (FTA) FFY2020 Certifications and Assurances
 - i. *Berg noted this is an annual item required by the Federal Transit Administration that certifies that CBL complies with the applicable FTA requirements. Berg also noted FTA's explanation of the C&As as well as the completed checklist has been shared with the Board and has been reviewed by CBL's Attorney, John Lightbody.*
 - ii. *President Flynn asked if there was a motion to approve the C&As*
 - iii. *Doane moved to approve the C&A's as presented, Braden seconded. (Motion attached)*
 - iv. *President Flynn opened the floor to the public for comments and there were none*
 - v. *President Flynn opened the floor to the Board for comments and there were none*
 - vi. *Berg did a roll call vote. The motion passed unanimously (10-0)*
 - b. Consideration and action regarding the Delegation of Authority to the Board President and General Manager
 - i. *Berg noted this is for the Board to consider extending the delegation of authority to the President and General Manager until the next Board meeting. If it is passed the Special Executive Committee meetings will continue weekly on Thursdays at 7:45AM. Berg shared he thought it has allowed CBL to be flexible in making changes as required while maintaining accountability to the Executive Committee. Berg explained that if the motion is made and passed the delegation of authority will expire at the next Board meeting.*
 - ii. *President Flynn asked if there was a motion to approve*
 - iii. *Doane moved to approve as presented, Crowley seconded. (Motion attached)*
 - iv. *President Flynn opened the floor to the public for comments and Caron Chess expressed her concern.*
 - v. *President Flynn opened the floor to the Board for comments. Cohen spoke against. Braden, Wentworth, Flynn, Clark, Doane shared their thoughts.*
 - vi. *Berg did a roll call vote. The motion passed (9-1 Cohen voted against)*

- c. Consideration and action to approve a line of credit with Gorham Savings Bank
- i. *Berg noted that this item delegates authority to the General Manager and President to obtain a line of credit for up to \$2M from Gorham Savings Bank (GSB). The application was started this early in the COVID-19 crisis to be prepared if CBL ever needed it knowing that it took time to get one. Gorham Savings Bank analyzed CBL's financials and because of the strength of the balance sheet determined they could give CBL a line of credit instead of a Revenue Anticipation Note. The LOC has a requirement that it be paid off annually for 30 days. The interest rate is set at the Prime rate currently at 3.25%. The letter of commitment was shared with the Directors earlier. As part of the letter of commitment GSB needed to approve the language of the resolution which they have. This has been reviewed by CBL's Attorney, John Lightbody.*
 - ii. *President Flynn asked if there was a motion to approve*
 - iii. *Braden moved to approve as presented, Crowley seconded. (Motion attached)*
 - iv. *President Flynn opened the floor to the public for comments and there were no comments.*
 - v. *President Flynn opened the floor to the Board for comments. Braden spoke in favor.*
 - vi. *Berg did a roll call vote. The motion passed unanimously (10-0)*
- d. Consideration and action to proceed with detail design for new Peaks vessel
- i. *Berg gave an introduction: "This item is for the Board's consideration to approve proceeding to final design of the new Peaks Ferry vessel. This was originally planned to be on the March 2020 Board agenda but was postponed due to COVID-19. Staff will give an update and then open the floor for comments. It has taken a long time to get here and we are very excited with the results. We shared the presentation given to the VAC last week with the Directors and will go over a subset of it"*
 - ii. *Berg introduced Paul Pottle who went through the presentation.*
 - iii. *After the presentation Berg shared some further thoughts: "I think it is important remind everyone that this project has been in place from its inception 5 years ago at the Board's strategic planning session. A Marine Consultant was hired in 2017 and a final report release in 2019. A marine architect was hired in 2018 and PDR report released in Jan 2020. There have been 6 Public Board meetings, 3 Public Vessel Advisory Committee meetings, 6 Public General Meetings the last being on March 7 at Peaks Island. The Board voted to continue with the largest vessel possible supported by the current infrastructure up to 599 passengers but limited capacity outbound to Peaks by policy to 499 in May 2019. I can assure you this has not been a rushed project."*
 - iv. *Berg noted that some people are concerned about the financing. As mentioned in the presentation, CBL has secured all the financing for a new ferry powered by a conventional propulsion system and has learned through the process a smaller ferry is not less expensive to operate. In the presentation Paul discussed the financing search for the alternate propulsion system and what the plan is if that does not materialize. While ridership is currently down now due to the Pandemic, the original projected ridership over the life of the vessel (30 years) factored in a major recession and demonstrated that the ridership would actually exceed the capacity of the proposed vessel. If one thinks social distancing may continue to be part of our lives, it has effectively reduced the capacity on the Machigonne from USCG requirement of 399 to 204."*
 - v. *President Flynn asked if there was a motion to approve proceeding to final design*
 - vi. *Doane moved to approve as presented, Higgins seconded. (Motion attached)*
 - vii. *President Flynn opened the floor to the public for comments*
 1. *Schaffer, Penalver, Radis, Hoffman, Vinograd, Carter and Chess spoke against a bigger vessel*
 2. *Hoppin spoke in favor of proceeding to final design*
 - viii. *President Flynn opened the floor to the Board for comments.*
 1. *Doane, Higgins, Johnston spoke in favor of proceeding to final design. Wentworth, Braden, Crowley and Clark spoke against*
 2. *Braden made a motion to postpone the vote until the next Board meeting and asked staff to submit a summary of the comparison of the larger vessel with a vessel with the same capacity as the existing Machigonne; Wentworth seconded.*
 3. *Berg did a roll call vote. The motion to postpone was passed (6-5, Doane, Higgins, Flynn, Johnston & Murray opposed)*

- e. Consideration and action regarding Captain's lenient discretion for unscheduled stops
 - i. Berg shared the history and the recent decision to eliminate Captain's lenient discretion during the reduced COVID-19 schedule.
 - ii. President Flynn asked if there was a motion to approve
 - iii. Braden moved to approve as presented, Crowley seconded. (Motion attached)
 - iv. President Flynn opened the floor to the public for comments and there were no comments.
 - v. President Flynn opened the floor to the Board for comments. Braden spoke in favor and proposed an amendment to add the following to the original motion "...effective when CBL returns to regularly scheduled service." Crowley seconded. Braden, Crowley shared their thoughts. Senior Captain Tracey was asked to share his thoughts and he spoke in favor of reinstating Captain's lenient discretion immediately.
 - vi. Berg did a roll call vote for the amendment. The motion passed (7-3, Cohen, Luedke and Wentworth voted against)
 - vii. Berg did a roll call vote for the amended motion. The motion passed unanimously (10-0)
- 4. Adjournment (taken out of order)
Wentworth moved to adjourn the meeting at 10:18, Crowley seconded. Berg asked for a roll call. The motion passed unanimously (10-0)
- 5. Workshop – There was no workshop
- 6. Treasurer's Report - There was no Treasurer's report.
- 7. General Information Reports
 - a. Staff Reports - There were no reports
 - b. Projects update - There were no updates
 - c. Committee Reports - There were no reports
 - d. Wharf and MDOT Reports - There were no reports
- 8. General Announcements
 - a. Establish next meeting dates:
 - i. Executive Committee: Thursday, June 4 at 7:45 AM
 - ii. Operations Committee: Thursday, June 18 at 7:45 AM TBD
 - iii. Finance Committee: Wednesday, June 24 at 7:45 AM
 - iv. Board of Directors: Thursday, June 25 at 7:45 AM
 - v. Sales & Marketing Committee: No meeting planned
 - vi. Personnel Committee: No meeting planned
 - vii. Government Relations Committee: No meeting planned
 - viii. Pension Committee: No meeting planned
- 9. Public Comment - There were no comments

Respectfully submitted by: _____
Robin Clark, Clerk

Agenda Item 3a

Motion: I move that the Board (i) comply with all requirements of, and (ii) adopt all necessary policies and provisions to comply with, the Federal Fiscal Year 2020 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.

ATTACHMENTS:

Appendix A – Summary of Required Certifications and Assurances

Appendix B – Specific Requirements for Each Required Certification and Assurance

Agenda Item 3b

Motion: I move to delegate temporary authority to the General Manager and the President of the Board to manage operations during the coronavirus pandemic to protect the health and safety of the District's employees, riders, and islanders, and to continue to maintain service to and from the islands as much as possible Staff to provide prompt written notice to the Board with an explanation of any change and requiring a special executive committee meeting weekly every Thursday morning at 7:45AM to monitor changes if a quorum can be reached until the Board rescinds the temporary authority.

Agenda Item 3c

Motion: I move to delegate authority to the President and General Manager to obtain a line of credit for up to \$2,000,000 from Gorham Savings Bank.

Agenda Item 3d

Motion: I move that the Board approve authorizing staff to proceed with the final design of the new Peaks Island vessel

Agenda Item 3e

Motion: I move that the Board approve authorizing CBL Captains to use lenient discretion for unscheduled stops
