



**Cooperative Alliance for Seacoast Transportation
Minutes of the Board of Directors Meeting
Wednesday, September 22, 2021**

PRESENT: Scott Bogle, Arthur Capello, Adam Causey, Jen Czysz (virtually), Benjamin Fletcher (virtually) Denis Hebert, Margaret Joyce, Colin Lentz, Dave Sandmann, Michael Scala, and Dennis Shanahan, Peter Stith (virtually), and Shelley Winters (virtually)

ABSENT: Sönke Dornblut, Martin Dumont, Lauren Haley, Dave Sharples, Maria Stowell, Thomas Wright

STAFF: Rad Nichols, Margot Doering, Heather Hesse-Stromberg, Michael Williams, and Jeff Donald (virtually)

I. CALL TO ORDER AND INTRODUCTIONS

The meeting was called to order at 9:57 am.

II. APPROVAL OF MINUTES

Ms. Joyce made a motion to accept the September 2021 minutes and Mr. Shanahan seconded the motion. All voted in favor to approve the minutes.

III. PUBLIC COMMENT

Rad's 25th Anniversary with COAST was celebrated before the business meeting. Proclamations from the City of Dover, City of Rochester, and Governor Sununu were read acknowledging Rad's many contributions to COAST over his 25 years.

IV. FINANCIAL REPORT

Ms. Doering reported that Advertising Revenues have gone up again and fares continue to strengthen. She noted that expenses are consistent with that they have been in the past. She noted that on the Balance Sheet receivables dropped because we had a large FTA receivable that had since been collected. She reported that two FTA grants were recently closed out, so we are now working with just 3 open grants. Mr. Hebert asked about checks and balances and Mr. Nichols reminded that the Finance Committee meets before every Board meeting to review the financials and that we have a full set of policies and procedures in place that are reviewed by the Auditors every year. Mr. Ruzinsky, COAST's CPA, is also available to review any processes.

V. OLD BUSINESS

Staffing

We continue to lose driving staff and struggled to maintain services in September, despite our recent service suspensions. We currently have two new operators (one full-time and one part-time) in training. We are looking to shift our fleet makeup in the future (over a series of years) to

add flexibility to our operation given the ongoing CDL shortage. This will also likely result in lower ongoing operating and capital costs.

Property & Liability Insurance Renewals

We are submitting renewal applications to all our current carriers for the coming year and hope to report out on pricing for the upcoming November renewals at the October Board meeting.

Fiscal Year End

Staff is in the process of closing the current fiscal year and opening the new fiscal year on October 1. Overall, FY21 was a year of recovery for COAST. This will be the first fiscal year end/start for Ms. Doering, our new Director of Finance.

VI. New Business

Action Items

Action Item #1: Election of Officers & Executive Committee for FY22

The Nominating Committee members (Mr. Bogle, Ms. Joyce, Mr. Lentz, and Mr. Scala) consulted with the current officers and reached out to other members, to offer the slate of officers and Executive Committee members below, as presented at the July meeting,

Officers Nominees are:

Chairperson	Mr. Dave Sandmann (At-Large)
Vice-Chairperson	Mr. Dennis Shanahan (City of Dover)
Treasurer	Mr. Arthur Capello (Town of Farmington)
Secretary	Mr. Michael Scala (City of Rochester)

The proposed Executive Committee consists of:

Mr. Dave Sandmann (Chair)
Mr. Dennis Shanahan (Vice-Chair)
Mr. Arthur Capello (Treasurer)
Mr. Michael Scala (Secretary)
Ms. Margaret Joyce (Chair's Appointee)
Rad Nichols (Non-voting member)

The two regional planning commissions expect to regularly attend meetings in an ex officio (non-voting) capacity.

Action Required: *That the Board of Directors elect the FY2022 Board Officers as presented.*

Mr. Hebert moved to accept the nomination which was seconded by Mr. Lentz. All voted in favor of the FY22 slate of Officers.

Action Item #2: FY22 Board Meeting Calendar

The Calendar for FY22 Board Meetings was presented. Locations will be announced in advance and, if a quorum is physically able to be present, the intention is to have a hybrid meeting option. With a few exceptions (noted with a * below) meetings are on the fourth Wednesday of the month starting at 8:30am.

October 27
January 26, 2022
April 27, 2022
July 27, 2022

November 17*
February 23, 2022
May 25, 2022
August 24, 2022

December 15*
March 23, 2022
June 22, 2022
September 28, 2022

Action Required: *That the Board of Directors review and approve the proposed FY22 meeting calendar.*

Mr. Lentz made a motion to approve the proposed FY22 meeting calendar and Mr. Hebert seconded. All voted in favor.

Action Item #3: FY22 Operating Budget

Mr. Nichols presented the draft operating budget and line-item descriptions for final approval. These remained as presented at the August 25th meeting of the Board. The Budget is \$6.784M, a \$681K increase over FY21 (11.2%). The budget contains a projected gross gain of over \$570K and those funds are important in the next couple of years as we look to sustain operations with diminishing funds that are one-time DOT awards for CMAQ and 5307 Large Urban funds.

Mr. Hebert asked about municipal funding. Mr. Nichols noted that FY22 asks were level-funded but that in FY23 we will be asking for an increase.

Action Required: *That the Board of Directors approve the FY22 Operating Budget.*

Mr. Bogle made a motion to approve the FY22 Operating Budget and Mr. Lentz seconded the motion. All voted in favor.

Action Item #4: Proposed Bylaw Revisions

A review of the bylaws revealed the need for an edit to the quorum rules and committee sizes. The revisions recognize that a larger quorum is needed for full Board meetings to avoid Executive Committee, and other committee, meetings constituting a full Board meeting just by the number of members participating.

Revision 1

Increase the quorum from 5 members to 7 members.

The Executive Committee is currently 5 members so any fully attended meeting of the Executive Committee could do the business of the Board. Increasing the quorum for Board Meetings would allow us to avoid any issues with Executive Committee meetings being considered Board Meetings.

Revision 2

Changing the quorum definition for Committee Meetings from two-thirds (2/3) to a majority of members.

Action Requested: *That the Board of Directors approve the bylaws revisions are proposed.*

Mr. Shanahan made a motion to approve the bylaws revisions and Mr. Capello seconded for the purpose of discussion.

Mr. Capello asked how this increase would affect people using Zoom to attend and is concerned that 7 is too high. Mr. Nichols noted that if we don't have 7 in-person attendees for a Board Meeting it will have to be considered an informational meeting rather than a formal meeting. Mr. Capello expressed concern that we won't be able to conduct the business of the Board.

Mr. Capello also questioned whether providing Notice of an Executive Committee meeting as an Executive Committee meeting would suffice and Mr. Nichols noted that any time you have 5 Board members meeting together it constitutes a full Board Meeting with our current quorum.

Mr. Shanahan argued that there needs to be pressure on the legislature to amend 91-A to allow for people to attend virtually. Mr. Hebert asked about whether people attending by Zoom count toward the quorum and Mr. Nichols indicated that people attending by Zoom cannot count toward the quorum but that, once the quorum has been met, they can vote, and their vote will count.

Mr. Capello instead recommended an amendment to the quorum number from 5 to 6 to allow for more flexibility for people to attend by Zoom and changing the quorum requirement from 2/3 to a majority of members of a committee. Mr. Shanahan seconded.

A vote was taken to move the quorum from 5 to 6. Mr. Bogle, Mr. Capello, Mr. Causey, Mr. Hebert, Ms. Joyce, Mr. Lentz, Mr. Sandmann, and Mr. Shanahan voted in favor and Mr. Scala voted against sharing that he is concerned that the number is too low a number to act as representative of the full Board.

After hearing Mr. Scala's concerns, Mr. Hebert made a motion to reconsider the vote. Mr. Bogle noted that, when we lowered the quorum number to 5, we had a much less active board than we do today. Mr. Capello seconded Mr. Hebert's motion to reconsider for discussion. Mr. Bogle, Mr. Capello, Mr. Hebert, Ms. Joyce, Mr. Lentz, Mr. Sandmann, and Mr. Scala voted in favor of reconsidering the vote. Mr. Causey and Mr. Shanahan voted against.

As part of the discussion, Mr. Capello noted that he doesn't disagree that the quorum should be half plus one but that, with COVID ramping up, he is concerned that COAST is going to struggle to get 7 people present at any in-person meeting. Mr. Scala noted that we are hampered by the RSA regarding the validity of people using Zoom to attend and that, if we aren't going to do half plus one for our quorum then we need to adhere to our responsibilities as a Board and actively participate in meetings while following all COVID protocols.

Mr. Lentz then made a motion to approve the bylaws as originally presented, moving the quorum from 5 to 7 members at full board meetings, or a majority of the members of a committee, appointed and serving. Mr. Scala seconded Mr. Lentz's motion. Mr. Bogle, Mr. Causey, Mr. Hebert, Ms. Joyce, Mr. Lentz, Mr. Sandmann, and Mr. Scala voted in favor of amending to 7 members at full board meetings, or a majority of the members of a committee. Mr. Capello and Mr. Shanahan voted against.

Mr. Bogle left the meeting at 10:34am.

Action Item #5: TAM Plan Revision and Capital Spending Plan

As part of COAST's ongoing process to keep our Transit Asset Management (TAM) Plan updated and current, staff is proposing several revisions to the Plan, including:

- Updated asset lists, ages of equipment, and other language that factually reflects our standing versus when the Plan was drafted.
- Added or changed language to reflect our general facility needs and fleet options for fixed route (Sections 6 and 7).
- Updated the FY22-26 Capital Spending Plan to reflect the updates contained within the body of the TAM Plan.

Action Requested: *That the Board approve the TAM plan revision as presented, including the FY22-26 Capital Spending Plan.*

Ms. Winters noted that on pages 15-16 (under 5.2) COAST needs to use the revised facility useful life of 40 years as noted in the FTA 5010 Circular.

Mr. Lentz made a motion to approve the TAM plan revision as presented, including edits to section 5.2 on facility useful life reflecting the 5010 Circular guidance, and including the FY 22-26 Capital Spending Plan. Mr. Causey seconded the motion, and all voted in favor.

Committee Reports

Executive Committee – did not meet.

Board Development Committee – did not meet.

Legislative Committee – did not meet.

Policy Committee – did not meet.

Finance Committee – did not meet.

Discussion Items

Discuss Item #1: Upcoming GACIT Hearings

Mr. Nichols noted that he will reach out to everyone regarding participation in the 10-year plan released yesterday (9.21.21). He is working with Mr. Bogle and Mr. Lentz on getting speakers to the GACIT hearings to speak on the benefits of public transit. It was suggested that Mr. Nichols reach out to Ms. Betsey Andrews Parker from Community Action Partnership of Strafford County to be a speaker, which he agreed that he would. Mr. Nichols noted that most of the hearings in the region will be completed by October 4th.

VII. Community Updates/Information Items

Ridership information was shared as part of the Board Packet prior to the meeting. August ridership was the highest for any month since March of 2020.

Mr. Causey reported that the Joint Land Use Study Phase 2 final meeting will be at the end of September with the report to be released in October.

Ms. Winters reported that all 3 commissioners and several directors and staff met to discuss the GACIT process and the 10-year plan and continue to have an open dialogue to make sure that public transit is represented as part of the Plan going forward.

Ms. Joyce thanked COAST for helping with Shuttle Buses at Apple Harvest Day coming up on October 2nd.

VIII. Adjournment

Mr. Hebert made a motion to adjourn the meeting and Mr. Lentz seconded the motion. The meeting was adjourned at 10:49am.