



**CASCO BAY ISLAND TRANSIT DISTRICT
 MINUTES OF THE BOARD OF DIRECTORS MEETING OF
 April 27, 2023
 In Person/Video Conference/Phone**

Attendance

Webex In Person Phone Absent

Directors:

| | | | | |
|--------------------------------|--|---|---|---|
| Crowley (Pres) | | X | | |
| Wentworth (1 st VP) | | X | | |
| Donovan (2 nd VP) | | X | | |
| Hoffman (Treasurer) | | | X | |
| Luedke (Clerk) | | X | | |
| Cohen (Ast. Clk) | | X | | |
| Anderson | | X | | |
| Lavanture | | X | | |
| Murray | | | | X |
| Pizey | | X | | |
| Radis | | X | | |

Staff:

| | | | | |
|-----------|--|---|---|--|
| Berg | | X | | |
| Gildart | | X | | |
| Mavodones | | X | | |
| Pottle | | X | | |
| Bowie | | X | | |
| Mills | | | X | |

Public:

| | | | | |
|------------------------|---|--|---|--|
| Call in user (unknown) | | | X | |
| L. Heineman | X | | | |
| C. Hoppin | X | | | |

Guests:

| | | | | |
|--|--|--|--|--|
| | | | | |
|--|--|--|--|--|

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 February 23, 2023 and March 23, 2023 meeting minutes

- a. *Anderson moved to approve the February 23, 2023 and March 23 2023, meeting minutes as presented; Wentworth 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 (9-0; Hoffman did not vote due to technical issues)*

3. Business

- A. Consideration and action to adopt the resolution authorizing the District’s President, Treasurer and General Manager to open bank accounts, sign checks and perform other necessary banking and financial functions
 - i. *President Crowley asked Berg to introduce agenda items 3A and 3B. Which he did.*
 - ii. *President Crowley asked if there was a motion for agenda item 3A*
 - iii. *Luedke made a motion to adopt the resolution authorizing the District’s President, Treasurer and General Manager to open bank accounts, sign checks and perform other necessary banking and financial functions; Wentworth seconded.*
 - iv. *President Crowley opened the floor to the public*
 - 1. *There were no comments*
 - v. *President Crowley opened the floor to the Board*
 - 1. *Donovan requested a verification that approval by only one of the listed people is required and not all three. Berg reported that Donovan was correct, only one is needed.*
 - 2. *Anderson requested a verification that this motion is unchanged from prior years. Berg reported that Anderson was correct, the motion is unchanged from prior years*
 - vi. *President Crowley called for a roll call vote*
 - vii. *Berg did a roll call vote. The motion passed (9-0, Hoffman did not vote due to technical issues)*
- B. Consideration and action to adopt the resolution authorizing the District’s President and General Manager to apply, prepare, file, execute and approve draw down for grants
 - i. *President Crowley asked if there was a motion*
 - ii. *Luedke made a motion to adopt the resolution authorizing the District’s President and General Manager to apply, prepare, file, execute and approve draw down for grants; Wentworth seconded.*
 - iii. *President Crowley opened the floor to the public*
 - 1. *There were none*
 - iv. *President Crowley opened the floor to the Board*
 - 2. *There were none*
 - v. *President Crowley called for a roll call vote*
 - vi. *Berg did a roll call vote. The motion passed (9-0, Hoffman did not vote due to technical issues)*
- C. Consideration and action regarding authorization for financial audit RFP
 - i. *President Crowley asked Lavanture to give the background of this agenda item which she did*
 - ii. *The Finance Committee recommends modifying the scope of the RFP to include a review of the RHR Smith FY2022 audit plus a full audit for FY2023 & FY2024 with options for additional years*
 - iii. *Note: Hoffman joined by phone at this time*
 - iv. *President Crowley asked if there was a motion*
 - v. *Lavanture made a motion that the Board authorize the District’s Finance Committee to issue an RFP for and to select an independent audit firm to perform a review of the audit packet*

prepared by RHR Smith in FY2022 and to perform full Financial & Compliance Audits in Years 2 and 3 (FY 2023 and FY 2024) of CBL financials.; Cohen seconded.

- vi. *President Crowley opened the floor to the public*
 - 1. *There were none*
- vii. *President Crowley opened the floor to the Board*
 - 1. *Anderson clarified that the intent was for the Financial committee to also select the firm. Lavanture verified that was the intent*
 - 2. *Luedke asked to be reminded why this RFP is being done*
 - 3. *President Crowley explained that a full financial audit has never been done.*
 - 4. *Berg clarified that a full financial audit is done annually but some extra reviews that are not required have not been done; like an audit of actual versus budget have not been done in the past.*
 - 5. *Luedke asked if there was a cost limit; the answer was there was cost limit included in the original motion approved by the Board.*
 - 6. *Hoffman had a couple points of clarification. This is for a fuller audit than has been done in the past and it is for a change in auditors which should be done from time to time. After the term of this new audit the auditors should change again. An audit is for the Board and communications should be to the Board. She thanked the sub-committee and Bowie for the work done.*
 - 7. *Wentworth asked why this needs to be for three years.*
 - 8. *Berg clarified that the first year is for a review of the RHR Smith audit and the following two years are for the audit itself.*
 - 9. *Wentworth asked why two years for an audit and why not one? Lavanture clarified that this is replacing the current auditor for the next two years and motivates the firm with three years of business. Pottle explained that the agreement can be canceled at any time if the District wants.*

- viii. *President Crowley called for a roll call vote*
- ix. *Berg did a roll call vote. The motion passed (10-0)*

D. Consideration and action regarding FY2023 goals

- i. *President Crowley shared that the Operations Goals were not ready but the Finance goals were.*
- ii. *Berg shared that he may have misunderstood the direction for this agenda item since not all the goals were ready he thought the item was postponed until next month. That is why goals were not included in the packet.*
- iii. *Donovan made a motion to postpone this agenda item until next month. Wentworth seconded.*
- iv. *President Crowley opened the floor to the public*
 - 1. *There were no comments*
- v. *President Crowley opened the floor to the Board*
 - 1. *There were no comments*
- vi. *President Crowley called for a roll call vote*
- vii. *Berg did a roll call vote. The motion passed (10-0)*

4. Workshops

- A. *There were no workshops*

5. General Information Reports

A. Financial Report

- a) *Treasurer Hoffman asked Bowie to give the financial report. Bowie reviewed the financial commentary that was submitted in the Board packet.*
- b) *Radis asked what the extra security (Taylor Made) cost. Bowie reported it was \$15K in the month of February and will probably be typical moving forward. Radis commented it was expensive. There was agreement but there also was agreement that it has solved a problem that had been getting progressively worse. All agreed it is working, Berg reported that the hope is it will change behavior*

and we can scale back on the number of hours. Radis asked if the cost could be shifted to the City. Mavodones reported we tried but were not successful. Berg reported staff is looking for grant opportunities.

- c) Anderson asked for an updating of seasonal hiring. Mavodones reported it is still challenging. He is feeling confident about this summer. Applications have increased and have already hired 15. However, C, Gildart reported she is not feeling as confident. There are more marine employment applications than shoreside, which is the exact opposite from last year. Berg reminded everyone that there is still an end of season challenge when people return to school. Gildart gave an update on what has been done to get more applications submitted. Wentworth shared that the freight department has been really great.*
- d) Donovan noted the Board packet is often very large and would like to consider breaking out the packet into multiple files instead of one big one. Luedke liked having one file. Berg will look into the use of hyperlinks or something similar to make it easier to navigate the large package.*
- e) Hoffman endorsed Donovan's comments and shared her thoughts about moving the Finance Committee to the beginning of the month and the advantages of doing that. Special thanks to Laurie and Tina for committing to getting financials out by the end of the following month. Also, there will be a Finance Committee meeting at the end of May at the regular scheduled day to focus on trends.*

B. Committee Reports

- a) Finance Committee: Treasurer Hoffman reported there was nothing new to add*
- b) Operations Committee: vice-chair Luedke reported an uneventful meeting*
- c) Sales & Marketing Committee: Chair Wentworth reported a great power point update was given and the Committee discussed working goals. Committee voted on a goal to bring to the Board. The Committee agreed to meet more frequently and communicate more frequently with the Operations Committee.*

C. Staff Reports

- a) Berg reported that, as requested, written summary reports were included in the Board packet. Berg asked if the Board still wanted a verbal report now that there are written reports. There was a discussion and it was decided that a quick summary should be given at the Board meeting and Directors can ask questions based on write up.*
- b) Lavanture had a question on the Down Bay ferry RFP and asked if there is a plan to provide further details to the Board prior to any decision. Pottle reported CBL has received four proposals. The selection committee (Pottle, Mavodones, Bishop & Donovan) scored the proposals and met to discuss. Based on the ratings and discussion it was decided to bring in all four for an interview next week. The intent is to have the selection committee rate the interviews and meet again after the interviews to hopefully make a selection. Unless told otherwise he would like to then start the process of notifying the firms and then nail down the final price and scope of work. At that point everything would be ready to execute a contract. At this point there are no specific directions to bring it back to the Board. This is similar to what has been done in the past. Berg clarified that the architect selection is based on qualifications only.*
- c) Donovan shared that he is not real comfortable with the Board not having final selection but given FTA rules and that it has been done this way in the past there will at least be updates to the Board.*

6. General Announcements

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

- a. Executive Committee: Thursday, May 4, 2023
- b. Operations Committee: TBD
- c. Pension Committee: Friday, May 12, 2023
- d. Finance Committee: Wednesday, May 24, 2023
- e. Board of Directors: Thursday, May 25, 2023
- f. Planning Session: TBD
- g. Personnel Committee: No meeting planned

- h. Sales & Marketing Committee: No meeting planned
- i. Government Relations 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) *Cohen asked when the Peaks Island Residential boarding will start. Berg reported the Board recently voted to start it on Memorial Day weekend. Cohen asked about the process. Gildart reported that it will be the same as last year, and as soon as we receive the passes a notice will be posted.*
 - b) *Donovan asked about status of scanners. Berg reported that the good news is the scanners work great but the bad news is the scanners do not integrate well with the ticketing software and staff is working with ticket software provider to resolve the problems.*

9. Adjournment

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

Respectfully submitted by: 
James Michael Luedke (May 26, 2023 17:56 EDT)
James Luedke, Clerk