



**Cooperative Alliance for Seacoast Transportation
DRAFT Minutes of the Annual Board of Directors Meeting
Wednesday, December 16, 2020**

Per RSA 91-A:2,III(b) the COAST Chair has declared the COVID-19 Outbreak an emergency and has waived the requirement that a quorum be physically present at the meeting

PRESENT: Arthur Capello, Adam Causey, Denis Hebert, Margaret Joyce, Valerie Labrie, Colin Lentz, Marty Pepin, Dave Sandmann, Michael Scala, Dennis Shanahan, Maria Stowell, Juliet Walker, and Shelley Winters

ABSENT: Scott Bogle, Dave Sharples and Thomas Wright

STAFF: Rad Nichols, Michael Williams, Heather Hesse-Stromberg

I. CALL TO ORDER AND INTRODUCTIONS

The meeting was called to order at 8:34 am. Each member identified themselves, stated their location, and whether anyone was in the room with them and listening contemporaneously.

II. APPROVAL OF MINUTES

Mr. Pepin made a motion to accept the November 2020 minutes as presented and Ms. Joyce seconded the motion. Mr. Sandmann noted a correction is needed on page 4, line 7 to change the word mark to mask. A roll call vote was taken to accept the amended minutes.

Mr. Capello	YES
Mr. Causey	YES
Mr. Hebert	YES
Ms. Joyce	YES
Ms. Labrie	YES
Mr. Lentz	YES
Mr. Pepin	YES
Mr. Sandmann	YES
Mr. Scala	YES
Mr. Shanahan	YES
Ms. Stowell	ABSTAIN
Ms. Walker	YES

III. PUBLIC COMMENT

Milestone Anniversaries

Mr. Nichols noted that three Bus Operators have reached milestone anniversaries:

- Ms. Amy Watson has reached her 5th Anniversary
- Mr. Jay Whitehouse has reached his 10th Anniversary
- Mr. Rick Odess has reached his 10th Anniversary

He noted that all do a fantastic job day in and day out and we're grateful for their dedication to COAST's mission. Congratulations to them from the Board.

IV. FINANCIAL REPORT

October Financials

Because it is the first month of the fiscal year, there is nothing to compare month-to-month. Revenues (farebox and contract) were on budget. Our advertising revenue was 63% under budget as we continue to suffer from cancelations of advertising contracts and slow sales. Our advertising company is looking into whether we can be part of the national advertising campaign for the COVID vaccine, but it does not appear they are looking to incorporate public transit into that advertising strategy. Mr. Sandmann asked whether we anticipate an increase in advertising and Mr. Nichols noted that it is unlikely until later this spring, unless there is a big buy around promoting the vaccine. Interest and Other Income was down nearly 82% because we have had no vehicles sales to date. Federal Assistance is higher due to the use of CARES funding. Coordination demand is down so reimbursement is lower.

Regarding expenses, Wages were higher than budgeted but Fringe Benefits were down. The budgeted wage rate increases will not impact the budget until January. The Contract Services and Utilities lines are over budget due to annual subscription costs related to DoubleMap and billing cycles with our landlord for 6 Sumner Drive. Planning is significantly under budget due to much less planning during the pandemic. We have ended October with a gain of \$23,719.

The Balance Sheet reflects cash holdings of \$924K. Available funds for local match for capital purchases and monthly cash flow use is just over \$1.1M. The Unrestricted Net Asset Ratio is up to 20% and the goal remains 28.9%.

V. OLD BUSINESS

Annual Audit

Our annual audit is currently underway, and the auditors are on-site today. The remainder of the audit will be conducted remotely this year.

Triennial Review

There is one outstanding item we have left to submit. The Triennial Review was supposed to happen last spring but due to COVID-19, was delayed. While usually completed through a site visit, the entire Review will be done remotely once we work out a schedule with the reviewer. Ms. Winters noted that she and Mr. Butler will reach out so NHDOT and COAST can assist each other with completing the Triennial requests.

Holiday Operations

COAST will be closed on Christmas Eve, Christmas Day, and New Year's Day this year.

COAST Cares

This December, through an employee-led COAST Cares event, employees are raising funds to benefit the NH Food Bank. The event is a Raffle where employees purchase tickets for \$5 and can win prizes including an ice scraper/snow broom, windshield cover, car snow shovel and gas gift cards.

VI. NEW BUSINESS

Action Item #1: Approval of 2021 Strafford County Funding Application

Strafford County contributes financially to COAST for Route 33 and associated ADA operations in Dover, as they have done for approximately 8 years. This year the request in support of these

operations was \$51,645. For the first time, this year a request for support of ACT/TripLink operations was also included in the funding application (\$5,000). The County operates on a CY cycle. COAST is requesting a total of \$56,645 of financial support in this upcoming CY21 cycle. The application for funding was included with the Board packet.

A requirement for submission is that the request be reviewed and approved by the Board of Directors. The terms and conditions of the Strafford County "Contract for Services" are agreeable.

Action Required: *The COAST Board of Directors approve the submission of COAST's CY21 funding request of Strafford County and authorize the Executive Director, Mr. Nichols, to act on behalf of the organization, in submitting the application.*

Mr. Capello made a motion that the Board of Directors approve the submission of COAST's CY21 funding request of \$56,645 of Strafford County and authorize Mr. Nichols to act on behalf of the organization in submitting the application. Mr. Shanahan seconded the motion. The Board voted unanimously to support the motion by roll call vote.

Mr. Capello	YES
Mr. Causey	YES
Mr. Hebert	YES
Ms. Joyce	YES
Ms. Labrie	YES
Mr. Lentz	YES
Mr. Pepin	YES
Mr. Sandmann	YES
Mr. Scala	YES
Mr. Shanahan	YES
Ms. Stowell	YES
Ms. Walker	YES

Action Item #2: Proposed By-Laws Revision

As proposed for revision, the By-Laws would explicitly allow for participation in meetings telephonically or by other electronic means as currently allowed under RSA 91-A. Further, the By-Laws now include a section (Section 5) that would allow for virtual meetings, to the extent they are allowed under NH law.

The Policy Committee is recommending these revisions for consideration by the full Board of Directors. The proposed policy has gone through a legal review by our corporate attorney and his comments are incorporated.

There was also a proposed change to the Executive Committee membership – to either a Past Board Officer or one member to be appointed by the Chairperson.

Action Required: *That the Board of Directors adopt the proposed By-Laws as presented and discussed.*

Mr. Capello made a motion to adopt the proposed By-Laws as presented and discussed and Mr. Lentz seconded the motion.

Mr. Sandmann noted that this will allow us the opportunity to have electronic meetings with or without COVID-19. Mr. Nichols added that the revision more explicitly states the allowance of

these meetings under 91-A. Mr. Nichols explained that a section (Section 4) on Telephonic or other Electronic Means was added and a section (Section 5) on Virtual Meetings given certain conditions or circumstances. Lastly, the Executive Committee composition was changed to ensure that we have an odd number of Executive Committee members.

Mr. Hebert asked where the notice for meetings is posted and Mr. Nichols noted that the meetings are posted on the website as is the calendar for the whole year of meeting dates. Mr. Nichols also noted that the agendas for the meetings and a phone number and email for people to use are also posted in advance of each meeting.

Mr. Lentz asked, if nothing else changes with 91-A, can the Chair make the call to switch to virtual meeting in the event of a practical barrier that would keep people from meeting in person (e.g., a snowstorm)? He noted that we would have to demonstrate that that was the reason. He added that, as he understands it, leading up to this, virtual participation would be okay, but it would not count toward the quorum and there would have to be someone physically at the table to vote to allow virtual participation. Mr. Capello noted that Mr. Lentz's interpretation is correct.

Mr. Shanahan noted that 91-A allows for the Chair to cancel a physical meeting, but there has to be an immediate and imperative need to meet to hold a virtual meeting. Mr. Shanahan noted that he is working to have the requirement rescinded and has asked the Dover delegation to look at changes to 91-A.

All voted in favor by roll call vote.

Mr. Capello	YES
Mr. Causey	YES
Mr. Hebert	YES
Ms. Joyce	YES
Ms. Labrie	YES
Mr. Lentz	YES
Mr. Pepin	YES
Mr. Sandmann	YES
Mr. Scala	YES
Mr. Shanahan	YES
Ms. Stowell	YES
Ms. Walker	YES

Action Item #3: Proposed Public Participation Policy Revision

As proposed for revision, the Public Participation Policy further defines how public hearings may be conducted when a quorum of the Board of Directors is present, as well as defining how virtual hearings may be conducted under current NH law.

The Policy Committee is recommending these revisions for consideration by the full Board of Directors. The proposed policy has gone through a legal review by our corporate attorney and his comments are incorporated.

Action Required: *That the Board of Directors adopt the proposed Public Participation Policy as presented and discussed.*

Mr. Capello made a motion to adopt the proposed Public Participation Policy as presented and discussed and Mr. Lentz seconded the motion.

Mr. Scala asked how people call in and Mr. Nichols noted that we would conference them in if they were not able to participate using the virtual platform we have in place (COAST is using Teams Conference). Mr. Scala noted that with Zoom, the Zoom bomb is always a threat. Mr. Nichols noted that the Teams platform eliminates that concern.

All voted in favor by roll call vote.

Mr. Capello	YES
Mr. Causey	YES
Mr. Hebert	YES
Ms. Joyce	YES
Ms. Labrie	YES
Mr. Lentz	YES
Mr. Pepin	YES
Mr. Sandmann	YES
Mr. Scala	YES
Mr. Shanahan	YES
Ms. Stowell	YES
Ms. Walker	YES

Committee Reports

Executive Committee – did not meet.

Board Development Committee – did not meet. Mr. Sandmann noted that he would like to have a meeting in January before the January board meeting.

Legislative Committee – staff are currently working with NHTA on a statewide public transit support piece that has been requested by the NHDOT. Outreach continues to elected officials.

Policy Committee – results of the Committee’s work are being taken up as action items this month.

Finance Committee – we are currently solidifying volunteers for this Committee. The Finance Committee will receive its primary staff support from Ms. Doering, COAST’s Director of Finance.

Discussion Items

None.

VII. Community Updates/Information Items

Mr. Hebert asked what people are thinking about the timeline for meeting in person. Mr. Nichols noted that we are in a holding pattern until it is safe to meet in person. Mr. Hebert asked about staff getting the vaccine and Mr. Nichols noted that he was advised during a call with NHDOT, that public transit employees are considered critical infrastructure workers and would be eligible for the vaccine in Phase 2 or Phase 2A. Mr. Nichols noted that there are staff with underlying medical conditions, or undergoing medical treatment, which may contraindicate the vaccine.

Mr. Sandmann noted we won’t really know timing of in-person meetings until we see when the vaccine is actually available to the general public and we will continue with virtual meetings until we get the all-clear.

Mr. Pepin presented a concern brought to his attention by his Code Enforcement Officer regarding the bus stop at Busters Billiards. He reported that when the bus stop it nearly blocks the driveway into Billiards which is a safety hazard. Mr. Pepin asked if we could get the bus stop sign moved to get the bus out of the way of the driveway.

Mr. Pepin reported that the City of Dover received a grant and purchased a property at 30 Willand Drive in Somersworth to serve as a warming shelter for Dover, Somersworth, and Rochester. He noted that those who purchased the shelter also bought a vehicle to transport people to and from the main road which will help those taking the bus to and from the shelter. He noted that COAST will be notified if they open the shelter and that COAST will continue to offer free boarding for people going to the shelter. The new location is right off Route 12 so has regular service Monday – Saturday.

Ms. Walker reported that the bus stop staging area on Hanover passed Monday night by a vote of 8-1.

Ms. Winters provided updates on NHDOT. A research project looking at the placement of bus stops on state-maintained roadways was awarded \$50,000 and will also look at passenger amenities. She noted that NHDOT is looking to identify a consultant and will reach out to Mr. Nichols or Mr. Williams to participate on a steering committee. She also noted that applications for State Planning and Research Funds for Section 5305 are due Feb 2 for public transit funds. She indicated that this is a solicitation that happens every two years, that planning commissions have to be the applicant, and that Mr. Butler is the contact. Additionally, she noted that there is a change in the emergency relief program that will allow operating expenses through January of 2022. Mr. Nichols noted that COAST has expended all of the emergency relief funds they identified originally. Both Mr. Nichols and Ms. Winters noted that this flexibility is nice to have.

Mr. Nichols noted that a CTAA official reached out to him and asked him to serve as a delegate representing NH to CTAA. The position was formerly held by Michael Whitten from Manchester Transit Authority. Mr. Nichols accepted the appointment, and the first meeting is this afternoon.

State of Maine Grant Award

In support of Route 44 operations between Kittery and Portsmouth, the State of Maine has awarded COAST a 5-year, \$150,000 grant. The funds awarded are state generated funds raised through fees assessed on vehicle rentals in Maine. These funds will be used to leverage and match FTA grant funds.

Ridership

Data was provided as part of the Board packet. After larger percentage increases in June and July, we saw a slower return of passengers month over month in August, September, and October. With the current trend of widespread community transmission of COVID-19 in the region, we experienced a negative ridership trend month over month in November and expect the same in December.

VIII. Adjournment

Mr. Sandmann wished everyone happy holidays and declared the meeting adjourned at 9:25am.