



**Cooperative Alliance for Seacoast Transportation
Minutes of the Board of Directors
Wednesday, January 25, 2017**

Present: Donna Benton, Scott Bogle, Cynthia Copeland (arr. 8:36), Daniel Fitzpatrick, Denis Hebert, Marty Pepin, Dave Sandmann, Maria Stowell and Juliet Walker

Absent: Daniel Chartrand, Jennifer Decker, Steve Fournier

Others: Julian Long

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

I. Call To Order

The meeting was called to order at 8:31 AM. Ms. Walker thanked members for attending and being on time and thanked staff for the name cards for Board Members.

II. Approval of Minutes

Mr. Sandmann made a motion to accept the December 14, 2016 minutes as presented and Mr. Pepin seconded the motion. All voted in favor.

III. Public Comment

Mr. Nichols noted there are three employees that had reached milestone anniversaries over the past quarter. Mr. John Linehan has been a Bus Operator with COAST for 15 years, Ms. Kim Nason has been a Bus Operator with COAST for 15 years and Ms. Renee Anderson has been a Bus Operator with COAST for 10 years. The Board sent along its congratulations and appreciation for their dedication and excellent work on behalf of COAST.

IV. Financial Report – November and December 2016 Income Statement and Balance Sheet

Mr. Nichols went over the income statements and balance sheets. He noted that through December the gap between revenues and expenses is tighter than in years past.

V. Old Business

UNH ADA Paratransit

Mr. Nichols reported that he anticipates a meeting with UNH in February regarding their potential overlapping service areas and how we may work together on serving them. He noted that UNH has not engaged with COAST since the Triennial Training in early December and that the FTA may have given them guidance that has not been helpful regarding how overlapping areas should be handled. In addition to determining how service is operated in overlapping areas, COAST is interested to have its and UNH's eligibility determination process be consistent so riders don't end up shopping for eligibility.

Triennial Review

All information requested by FTA was submitted on time to the FTA Contractor.

Vintage Christmas Trolley

It was another successful year amounting to an average of just over 455 rides per service day.

Portsmouth Parking Shuttle

The Parking Shuttle was operated Friday-Sundays over the summer and during a number of special events. Over the course of the season just under 6,000 riders were transported. The service was successful in all respects and the City recently inquired about providing the service again next season.

Strategic Plan Steering Committee

The Committee held their first meeting since the Strategic Plan was released. The meeting included a full overview of the Plan and progress to date, as well as discussion on the internal and external rollout of the plan over the course of 2017 in conjunction with our 35th Anniversary of being on the road.

VI. New Business

ACTION ITEMS:

Action Item #1: 2018 Municipal Funding Formula and Requests

Mr. Nichols made a presentation at the Board meeting offering a variety of options both including and excluding capital costs as part of the formula.

Action Required: *That the Board of Directors establish the overall municipal request amount and approve the release of the FY18 Municipal Funding Formula as the basis for COAST's FY18 funding requests.*

Mr. Nichols presented the weighted formula recommended by the Municipal Funding Formula (MFF) Committee. This formula is based on service miles and ridership for both Fixed Route and Demand Response in each community. The formula also weighted according each service type's total percentage of the overall operating budget. The MFF Committee also recommended setting a minimum contribution of \$20,000 per community which would affect Berwick, Newmarket and Exeter. Finally, the Committee recommended the possible inclusion of some portion of annual capital cost needs as part of the request.

Ms Copeland raised concerns that we were going to be voting on a bottomline dollar amount without having resolved the potential extension of the Little Bay Bridge Mitigation project (expanded service on Rtes. 2 & 40/41).

After reviewing the many options and discussing the strengths and challenges of each Mr. Sandmann made a motion to accept the Option with a bottom line municipal funding match need totaling \$635,203. Mr. Hebert seconded the motion. Mr. Pepin and Mr. Hebert noted they will have trouble with their communities meeting these requests. Mr. Nichols noted that the requests are reasonable based upon what we know today, but the reality is communities will decide what they can afford. It was suggested that Mr. Nichols and others go to support the explanation provided by Board representatives from those communities. It was noted that, at

one time, riders would attend meetings to advocate for the service but that they no longer do so because they don't have faith in their government or they are unable to get to the meetings.

Mr. Fitzpatrick called for a vote on the motion. The following Members voted in favor: Ms. Benton, Mr. Bogle, Mr. Fitzpatrick, Mr. Hebert, Mr. Pepin, Mr. Sandmann, Ms. Stowell and Ms. Walker. Ms. Copeland voted against the motion.

Action Item #2: Annual Audit Acceptance

Mr. Nichols made a presentation of the Audit results at the meeting.

SUMMARY OF AUDIT RESULTS

1. The auditor's report expresses an unmodified opinion on the financial statements of the Cooperative Alliance for Seacoast Transportation.
2. No reportable conditions were disclosed during the audit of the financial statements.
3. No instances of noncompliance material to the financial statements of the Cooperative Alliance for Seacoast Transportation were disclosed during the audit.
4. No reportable conditions were disclosed during the audit of internal controls over major federal award programs.
5. The auditor's report on compliance for the major federal award program for the Cooperative Alliance for Seacoast Transportation expresses an unmodified opinion on all major federal programs.
6. There were no audit findings relative to the major federal award programs for the Cooperative Alliance for Seacoast Transportation.
7. The program tested as a major program was transit operations - the provision of bus transportation, CFDA number 20.507.
8. The threshold for distinguishing Types A and B programs was \$300,000.
9. The Cooperative Alliance for Seacoast Transportation was determined to be a low-risk auditee.

Action Required: *That the Board of Directors accept the 2016 Audit Report and 2015 Form 990, prior to submittal to the IRS and the Federal Audit Clearinghouse.*

Ms. Copeland made a motion to accept the 2016 Audit Report and 2015 Form 990 which was seconded by Ms. Benton. Mr. Sandmann passed along the Board's congratulations and thanks for a great effort on behalf of staff. All voted in favor of the motion.

Action Item #3: Board Development Committee Work Plan

The Board Development Committee (BDC) presented their draft work plan, including strategies for increasing attendance and participation at meetings, amending the bylaws, renewing the Board Member Handbook and revising the new Board member orientation materials.

A discussion ensued on Board meeting attendance and how a quorum is determined. It was confirmed that only seated members count toward the quorum. Members discussed the seeming importance of having a Housing Authority representative on the Board and determined by consensus that there should be a concerted effort to ensure one of the At-Large Members comes from this sector.

Other minor edits to the presented draft work plan and Bylaws amendments were discussed and Mr. Nichols agreed to send out a revised version of suggested Bylaws amendments after the meeting.

Mr. Nichols explained that amendments to the Bylaws must be moved at one Board meeting, but shall not be voted upon until the next regularly scheduled meeting, not less than 10 days later. He also noted that Bylaws may be amended by a 2/3 vote of those present and voting.

Action Required: *None taken.*

Action Item #4: 5310 Formula Funding Application

With the recent (January) announcement of the grant opportunity for 5310 Formula funds through the NHDOT, COAST is in the process of preparing an application for submittal. Grant applications are due on late February.

The 5310 Formula fund grant will support the administrative functions of the ongoing regional coordination program, including TripLink.

Action Required: *That the Board of Directors authorize the Executive Director to submit a grant under the 5310 program in support of COAST's ongoing operating needs to further advance the regional coordination program managed by COAST on behalf of the Southeast Regional Coordination Council.*

Mr. Sandmann made a motion that the Board authorize the Executive Director to submit a grant under the 5310 program. Mr. Pepin seconded the motion and all voted in favor.

Ms. Stowell left at 9:45am

DISCUSSION ITEMS

Discussion Item #1: Strategic Plan Implementation of Board Objectives

1. Reactivate the Board Development Committee to;
 - a. assist in identifying characteristics of potential new members to approach,
 - b. Set expectations for Board members relative to their advocacy and advisory efforts on behalf of COAST,
 - c. track and focus on member absenteeism,
 - d. document ground rules (operational guidelines) for the Board and norms (behavioral guidelines),
 - e. increase participation and engagement of board members by identifying and implementing changes to the format of meetings,
 - f. identify and promote ways in which the Board begins to work as a "committee of the whole",
- by **November 16, 2016.**

Mr. Sandmann noted that the BDC has made great progress on this objective.

2. Work with Executive Director to conduct an assessment of the municipal funding formula by **November 30, 2016**.

Ms. Walker noted that this objective is completed as of today's vote.

3. Define the specific role and responsibilities of the members of the Board of Directors in supporting the Executive Director in his requests for funding by **January 31, 2017**.

Members agreed that this would be a discussion item at the February Board Meeting.

4. Research and provide data and a rationale for increasing the unrestricted fund balance level by **March 31, 2017**.

Mr. Fitzpatrick noted the importance of having a fund balance and offered to work on a policy to present at a future Board Meeting. Mr. Bogle offered to assist. Ms. Copeland suggested we hold off on such a policy until after the first 100 days of the Trump presidency as the amount of future funding is unclear at this point. Mr. Hebert noted the importance of being proactive in situations like this so we are prepared and ready for whatever comes our way.

VII. Information Items

HB154

COAST Staff presented and gave testimony on HB154 on January 18. The bill is relative to allowing traffic signal prioritization for public transit vehicles (currently not explicitly allowed). The House Transportation Committee appeared to be very supportive, with a reworking of the language to as to only allow prioritization vs. pre-emption.

Wakefield Street Reconstruction (Rochester)

Staff has been working with the project engineers on the Wakefield reconstruction project, which includes relocation and improvements to a number of bus stops between downtown and the Lilac Mall. Improvements will include bus pullouts, landing pads/sidewalk connections and up to three additional new shelters. Mr. Fitzpatrick reported that we likely won't see much this summer.

Ridership & Performance Information was presented as part of the Board Packet.

Project Proposals

Ms. Copeland reminded Members that her staff will be meeting with people in January and February to put together the list of projects as part of the 10 year Transportation Plan project solicitation process.

Mr. Bogle noted that a CMAQ Funding round is coming that is focused on vehicle replacement for transit and municipalities.

Takeaways

1. Municipal Funding Formula challenges and how we can help support members.
2. Secretary and/or Treasurer may be needed. Please let Ms. Walker know if you are interested.

VII. Adjournment

Mr. Bogle made a motion to adjourn the meeting and Mr. Hebert seconded. All voted in favor.

The meeting was adjourned at 10:07am.