

**Minutes of the Regular Meeting
Deerfield Valley Transit Association Board of Directors
Monday, June 22, 2015 3:00 PM
45 Mill St Wilmington, Vermont**

President Tom Marsh called the Board of Directors meeting to order at 3:07 pm. Those in attendance and consisting of a quorum were as follows;

Board Members Present: Mark Wallace, Don Albano, Marco Tallini, Matt Mann, Eithne Eldred, and Ted Reeves

Invited Guests:

Staff Present: Randy Schoonmaker, Jan Terk, Rebecca Gagnon and Leona Linney

Others Present: Ross McDonald

Public Input: None

Amend Agenda: Motion 1 Matt Mann motioned to move New Business to first topic of discussion follow by Executive Session. Mark Wallace seconded. Motion passed unanimously.

New Business: Randy Schoonmaker presented the board with resignations from Suzie Hoagwart and Ann DiBernardo. Randy recommended a nomination from the board for secretary. Chip Stearns was nominated for Secretary. **Motion 2** Mark Wallace nominated Chips Stearns as Secretary, Matt Mann Seconded. The motion passed unanimously. **Motion 3** Mark Wallace nominated Marko Tallini to assume Suzies Hoagwart's position on the board from the MOOver region. Eithne Eldred second. The motion passed unanimously. **Motion 4** Mark Wallace nominated Marco Tallini as secretary until Chip Stearns can fill the positon next month. Eithne Eldred second. The motion passed unanimously.

CRT and DVTA legal changes

Motion 5 Mark Wallace motioned to allow the secretary to sign all legal documents on behalf of the board Don Albano second. The motion passed unanimously.

Motion 6 Mark Wallace motioned to accept the DVTA Articles of Incorporation and name change of the Deerfield Valley Transit Association, Inc. Don Albano seconded. The motion passed unanimously.

Motion 7 Mark Wallace motioned to approve the dissolution of Connecticut River Transit, Matt Mann seconded. The motion passed unanimously.

Motion 8 Mark Wallace motioned to approve existing CRT and DVTA operation policies and procedures pending future changes, Eithne Eldred seconded. The motion passed unanimously.

Motion 9 Mark Wallace motioned to authorize the DVTA to close on an additional construction loan or increase the existing construction by \$400,000 and for Eithne Eldred to sign the Key Bank loan documents, Don Albano seconded. The motion passed unanimously.

Motion 10 Ted Reeves motioned to accept all of the transfer of all of CRT's assets and liabilities if they dissolve on or before July 1, 2015, Mark Wallace seconded. The motion passed unanimously

Motion 11 Ted Reeves motioned to execute the USDA loan document RD 1942-9 and Loan Resolution Security Agreement, Mark Wallace seconded. The motion passed unanimously.

Motion 12 Mark Wallace motioned to go into executive session at 3:30pm In accordance with the provisions of 1VSA § 313 (1) (B) to consider a proposed contract under consideration. The premature public knowledge of this proposed agreement would place Deerfield Valley Transit a substantial disadvantage. This motion for executive session includes the Board members present, staff present and other present. Don Albano seconded. The motion passed unanimously.
The board came out of executive session at 4:10pm

Motion 13 Ted Reeves motioned to authorize Randy Schoonmaker to negotiate with Wright Construction to finalize the cost of the remaining construction and to settle existing legal and consulting fees by Wright Construction with a maximum not to exceed what was agreed upon in executive session with the provision that Wright Construction signs a release of future claims and supports future litigation against our engineer. Eithne Eldred seconded. The motion passed unanimously.

Motion 14 Mark Wallace motioned to move forward with the Key Bank line of credit for \$600,000 and to continue to go to Mascoma for an additional \$300,000 line of credit at no risk to the \$600,000 from Key Bank and that we would change the Mascoma accounts to fare and deposit accounts and open a new account with Key Bank. We will also give Key Bank a mortgage application. Don Albano seconded. The motion passed unanimously.

Amend Agenda: **Motion 15** Matt Mann motioned to add update on board meeting to the agenda, Mark Wallace seconded. The motion passed unanimously.

Approve Minutes of Previous minutes. Motion 16 Mark Wallace motioned to approve the minutes of May 26, 2015, Ted Reeves seconded. The motion passed unanimously.

Old Business:

Determine future board meeting dates: The board discussed possible future meeting dates based on the survey sent out earlier in the month. The majority of the survey was availability for the 4th week of the month was the best. **Motion 17** Ted Reeves made the motion to set the meeting for the 4th Thursday of the month at 5:00pm, Mark Wallace seconded. The motion passed unanimously

Construction update: None

Health Insurance update: Leona Linney presented handouts to the board. Leona reviewed the comparison between both divisions of what types of insurance are offered to employees. It was noted that the regulations will require The MOOver to offer health insurance to employees not presently receiving benefits. Leona modeled a potential increase. The MOOver is looking at an additional increase of the medical expense. She estimates a potential increase of \$64,550 for a six month period to start January. Budgeted for the year already was \$46,962 for the HRA or H.SA.

Video Conferencing: Once the conference rooms are hooking, we will begin training. We have multiple licenses for those outpost that are going to use it constantly such as the VTrans. We hope to have the training done by the next board meeting.

Company Updates: The state hired Mike Noel for board trainings. The trainings are typically 3-4 hours long and each training is tailor made to the needs of the each board. We will dedicate a board training meeting sometime in the fall now that we have a permanent meeting date.

Future Agenda Items: Medicaid training, outcome on voted on topics, The Current Park and Ride Project building.

Motion 18, Ted Reeves motioned that the board acknowledge the dedication and contributions from board members Suzie Haughwout 19 years of service and Ann DiBernardo 8years of service to the DVTA and The Current. Mark Wallace seconded. The motion passed unanimously.

Adjourn: **Motion 18** Mark Wallace motioned to adjourn the meeting at 5:00pm, Ted Reeves seconded. The motion passed unanimously.