

**MINUTES OF THE REGULAR MEETING OF THE
BOARD OF COMMISSIONERS OF
ROCHESTER-GENESEE REGIONAL TRANSPORTATION AUTHORITY
AND ITS SUBSIDIARIES
September 7, 2023**

A. Roll Call and Determination of Quorum

The meeting was called to order at 12:13PM by Vice Chairman Brian Young who determined that a quorum was present.

Present on Roll Call:

County of Monroe	Don Jeffries	=	5 votes
County of Monroe	Terrence Rice	=	5 votes
➤ County of Monroe	Judith Ahlfeld Seil	=	5 votes
➤ City of Rochester	William Ansbro	=	2 votes
City of Rochester	Jerdine Johnson	=	2 votes
➤ City of Rochester	William McDonald	=	2 votes
➤ County of Genesee	Laurie Oltramari	=	2 votes
➤ County of Livingston	Susanne Carlock	=	2 votes
➤ County of Ontario	Brian H. Young	=	3 votes
➤ County of Orleans	James R. Bensley	=	1 vote
➤ County of Seneca	Edward W. White	=	1 vote
➤ County of Wayne	Michael P. Jankowski	=	3 votes
➤ County of Wyoming	Rich Kosmerl	=	1 vote
➤ Transit Dependent Representative	Heather Bird	=	1 vote
Amalgamated Transit Union	Jacques Chapman	=	<u>0 votes</u>

Total Votes Possible	35
Total Votes Present	23
Votes Needed for Quorum	18

Others Present:

Scott Adair, Chief Financial Officer
Tracy Archie, Chief Diversity, Equity & Inclusion Officer
Jasmine Barksdale, Director of Customer Service
Jason Barnett, Manager of Technical Systems Support
David Belaskas, Director of Engineering & Facilities Management
Julie Boasi, Director of Service Planning
Ken Boasi, Director of Regional Operations
Tom Brede, Public Information Officer
Jay Corey, Director of Transportation
Daniel DeLaus, General Counsel
Christopher Dobson, Chief Operating Officer
Amy Gould, Chief People Officer

Tamarcus Jeffries, Director of Maintenance
Laura Kenyon, Director of Communications and Customer Engagement
Rusty Korth, VP of Zero-Emission Strategies
Chris Mahood, Director of Information Technology
James Mott, Director of Paratransit Services
Sharon Muir-Eddy, Director of Budget
Kelly Parisi, Executive Assistant to the CEO
Corinda Reaves, Chief Customer & Community Experience Officer
Tajre Russell, Technical Support Administrator
Donna Schnapp, Director of Labor Relations
James Stack, Executive Director, GTCS
Miguel Velázquez, Chief Executive Officer

B. Adoption of the Agenda

On motion of Commissioner Oltramari, seconded by Commissioner McDonald, the Agenda was unanimously adopted.

C. Approval of Minutes

On motion of Commissioner McDonald, seconded by Commissioner Kosmerl, the following minutes were unanimously approved.

- RGRTA Governance Committee Meeting of August 4, 2023
- RGRTA Quarterly Board Meeting Minutes of August 4, 2023

D. CEO Report

Miguel Velázquez, Chief Executive Officer, presented the CEO Report which included a presentation by Scott Adair, Chief Financial Officer on the Financial Report, and a presentation by Jamie Mott, Director of Paratransit Service on RTS Access CAD/AVL & Contactless Fare (power point presentation is attached to these Minutes).

Questions/Comments on the Financial Report:

- *Commissioner McDonald asked if the other category included insurance costs? Scott Adair, Chief Financial Officer stated that is correct.*

Questions/Comments on the RTS Access CAD/AVL & Contactless Fare:

- *Commissioner Young asked what the plan is for the pilot? Jamie Mott, Director of Paratransit Services stated that we are conducting the pilot with Trapeze, vendor, and we have identified ten customers to pilot the program. Those ten customers will have access to the online portal and will be giving us their feedback.*
- *Commissioner Kosmerl asked how will we get feedback from customers post pilot? Jamie Mott, Director of Paratransit Services stated that customers can and do give us feedback currently and we would anticipate this would be the way we receive post pilot.*

- *Commissioner McDonald asked if a staff member at an agency can schedule rides for customers using webcare? Jamie Mott, Director of Paratransit Services stated that webcare is designed to be staff level at an agency. If a customer wants to book a ride for themselves, they can do so with RTS Access ride request. Webcare allows agencies to schedule multiple customers under their care. This system will work exactly like the Access ride request does now and you can either accept or reject the ride that is offered when scheduling.*
- *Commissioner Jankowski asked if the contactless fare will be something on a customer's phone? Jamie Mott, Director of Paratransit Services stated this is not a tap-on system like RTS Monroe but based on pre-booking the payment will be deducted from their account. Once applied from their account the bus operator will know that there is no fare to be collected at the appropriate time.*
- *Commissioner Carlock asked how staff members at agencies schedule rides now and what percentage of customers are those? Jamie Mott, Director of Paratransit Services stated they schedule via phone and as far as the percentage I will have to get back to you on that.*
- *Commissioner Bird asked if when the bus arrives is there a text message that is sent to the customers to let them know that the bus has arrived? Jamie Mott, Director of Paratransit Services stated that we do not have that feature, but it is something I can bring back to the vendor. Currently a text message is sent to the customer well in advance to remind them of the booked ride. Commissioner Bird also asked if we have the GPS data so that we can check to make sure that when the bus operator states they arrive that it can check the actual location. Jamie Mott, Director of Paratransit Services stated that yes, we do have those GPS coordinates and can check that information if necessary.*

On motion of Commissioner White, seconded by Commissioner Carlock, the CEO Report was accepted by unanimous vote.

E. Proposed Resolutions

Resolution Awarding a Contract for Professional Design of Facility Improvements to Accommodate for Hydrogen Fuel Cell Vehicles at RTS Monroe, RGRTA 35-2023

- *Commissioner McDonald asked why we only received two respondents of 118. Scott Adair, Chief Financial Officer stated that we have a large push out of RFP information and that is a result of our procurement portal. Vendors register in our portal using general codes as to the procurements they are interested in resulting in many RFPs being sent. Rusty Korth, VP of Zero-Emission Strategies added that at the preproposal meeting we had the potential respondents were more interested in the hydrogen fueling facility.*
- *Commissioner Bird asked if we have a plan for our very diverse fleet? Rusty Korth, VP of Zero-Emission Strategies stated that this is a gradual process and in the short and near term we will have challenges. This transition time will allow for us to plan and work through these and ensure our workforce is appropriately trained.*
- *Commissioner Jankowski asked will there be any alterations of the campus footprint? Rusty Korth, VP of Zero-Emission Strategies stated that this resolution is only to accommodate the facilities with the proper sensors and electrical connections to*

accommodate the hydrogen aspect of these buses. This will not change the footprint of the campus. Commissioner Jankowski stated that he has major concerns about increasing the footprint of the campus. Miguel Velázquez, Chief Executive Officer stated that we always weigh the concern with the need. During a recent meeting with the City we did inform them of potential campus growth.

- Commissioner Ansbro how have you partnered with the Rochester Fire Department? Rusty Korth, VP of Zero-Emission Strategies stated that we have been engaged with the Fire Department and we will continue communication with them.*
- Commissioner Bensley will the work that is being done for this campus need to be done to the Regionals as well to accommodate for hydrogen? Rusty Korth, VP of Zero-Emission Strategies stated that the newer facilities will be equipped appropriately for vehicles operating in them.*
- Commissioner Kosmerl asked if there have been any technology improvements for the electrical buses to accommodate the cold weather months. Rusty Korth, VP of Zero-Emission Strategies stated that they are incremental, nothing substantial.*

Resolution RGRTA 35-2023 was moved on motion of Commissioner Kosmerl, seconded by Commissioner Oltramari, the aforementioned Resolution, a copy of which is attached to these minutes, was unanimously approved.

F. Consent Resolutions

Resolution Awarding a Contract for Employee Benefits' Broker Services, RGRTA 36-2023

Resolution Approving the Amended Bylaws of the Rochester-Genesee Regional Transportation Authority, RGRTA 37-2023

Resolution Authorizing the Settlement of Litigation, RGRTA 38-2023

Resolutions RGRTA 36-2023 through RGRTA 38-2023 were moved on motion of Commissioner Bensley, seconded by Commissioner Seil, the aforementioned Resolutions, copies of which are attached to these minutes, were unanimously approved.

G. Report of the Ad Hoc Nominating Committee

Commissioner White stated that an email was sent out soliciting nominations for Officers of the Authority. He did not receive any but understands that Commissioner Bird has agreed to take over as Secretary for RTS Access. Commissioner White asked for a motion to open the floor for additional nominations if there are any. Motion made by Commissioner Oltramari, seconded by Commissioner Jankowski to close the nominations, unanimously approved.

H. Election of Officers

Nominations being closed Commissioner White asked for a motion and second to approve the slate. Commissioner Oltramari made the motion with a second by Commissioner McDonald and it was unanimously approved.

I. Calendar

Vice Chairman Young stated that the Governance Retreat is November 16th and that a location has been selected and more information will be sent out soon.

J. Adjournment

On motion of Commissioner Seil, seconded by Commissioner White the Regular Board Meeting was adjourned at 1:03PM.

Respectfully submitted,

Jerdine Johnson, Secretary
Posted Date: September 21, 2023

CEO Report

Presented by: Miguel Velázquez
Chief Executive Officer



Chief Executive Officer Report

- Financial Report
- Comprehensive Plan Initiatives Update
 - Spotlight
- RTS Way – Employee Recognition
- Other Updates
 - Title VI

Financial Report

Presented by: Scott Adair
Chief Financial Officer



Financial slides

July Financial Results:

- Projecting a \$25K year end net income
- Mortgage Recording Taxes continue to trend in a downward direction
- Expenses impacted by insurance costs and pension management fees

Items we are watching at this time:

- Farebox Revenue
- Mortgage Recording Tax Trends

Financial Report

RGRTA - Consolidated Budget Status Report (000's) - FY 2023-2024
7/31/2023

<u>Revenues</u>	<u>Budget 2023-24</u>	<u>FYTD 7/31/2023</u>	<u>Projected 3/31/2024</u>	<u>Budget Variance</u>
Total Locally Generated	\$ 39,267	\$ 7,798	\$ 39,483	\$ 216
Total Government Subsidies	\$ 73,101	\$ 26,237	\$ 73,101	\$ -
Mortgage Tax	\$ 12,143	\$ 3,986	\$ 11,943	\$ (200)
Grand Total Revenue	\$ 124,511	\$ 38,021	\$ 124,526	\$ 16
<u>Expenses</u>				
Personnel				
Salary & Wages	\$ 61,208	\$ 19,203	\$ 61,208	\$ -
Fringe Benefits	\$ 27,900	\$ 8,126	\$ 27,904	\$ (4)
Total Personnel	\$ 89,109	\$ 27,329	\$ 89,113	\$ (4)
Non-Personnel				
Services	\$ 11,573	\$ 3,131	\$ 11,520	\$ 54
Fuel/Lubricants	\$ 7,108	\$ 1,877	\$ 7,108	\$ -
Parts	\$ 4,612	\$ 1,301	\$ 4,612	\$ -
Other	\$ 12,109	\$ 3,364	\$ 12,149	\$ (40)
Total Non-Personnel	\$ 35,402	\$ 9,673	\$ 35,389	\$ 14
Grand Total Expenses	\$ 124,511	\$ 37,003	\$ 124,501	\$ 9
Net Income/Deficit From Operations & Subsidies	\$ -	\$ 1,018	\$ 25	\$ 25

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Comprehensive Plan Initiatives Update

23 Initiatives

PILLAR: ENGAGE EMPLOYEES ON THE RTS WAY

Implement new HCM system to improve access and ease of use for employees

Sustain a work environment that attracts, develops, and retains the best and brightest by identifying and addressing workplace policies, processes, practices, and behaviors that act as barriers to diversity and inclusion

Develop strategy to implement updated Public Transportation Agency Safety Plan

RTS Way program refresh

Introduce program to provide additional training for managers and supervisors

PILLAR: ENSURE FINANCIAL SUSTAINABILITY

Analyze the operating cost of different zero-emission vehicle types to inform the development of future budgets

Continuous review of our long term capital funding needs

Design and build a new facility for RTS Access

Build a new facility for RTS Wyoming

Design and build a new facility for RTS Seneca

Design a new facility for RTS Genesee

Identify a site for a new facility for RTS Wayne

Design and build a new bus storage facility for RTS Ontario

Construction of Hylan Drive Connection Hub

Construction of New Connection Hub Near Irondequoit Plaza

Establish system-wide 15-year strategic plan for RTS facilities

PILLAR: ENHANCE THE CUSTOMER EXPERIENCE & DELIVER SAFE, QUALITY SERVICE

Conduct study to evaluate feasibility of a local circulator route in rural villages and cities

Conduct study on the need for and feasibility of on-demand service in the regional counties

CAD/AVL replacement and implementation of contactless fares for RTS Access

Conduct origin and destination study to identify travel behaviors of customers in the new transit system

PILLAR: DEMONSTRATE CLIMATE LEADERSHIP

Design and build a new facility to help us meet New York's goal of having a zero-emission bus fleet by 2035

Purchase Hydrogen Fuel Cell buses and vans, and a fueling station for demonstration project

Update zero-emission transition plan

RTS Access CAD/AVL & Contactless Fares

*Presented by: Jamie Mott
Director of Paratransit Services*



Agenda

Background

Timeline

Project Benefits

Summary & Questions

Background



Background

In December of 2021, the RGRTA Board of Commissioners approved resolution 54-2021 Authorizing the Award for a Contract to Implement Contactless Fares at RTS Access.

The total cost for the implementation of contactless fares was authorized not to exceed \$275,240 (including justified changes) to be funded in the following manner – 80% Federal and 20% local funds

Background

The scope of the project included:

1. Implementation of a replacement Computer Aided Dispatching/Automatic Vehicle Location system, or CAD/AVL.
 - The existing system had exceeded useful life and would not be able to support a contactless fares option
2. Implementation of contactless fares via the Trapeze Pass product “EZ Wallet”.
 - This is a virtual wallet option where customers can self-manage credit card payments. It integrates with the current online/app scheduling tool, RTS Access Ride Request. No additional equipment or card swiping would become necessary.
3. Implementation of the Trapeze PASS product known as “WebCare”.
 - This is an on-line scheduling option that expands the scheduling of trips to increase trip management opportunities for group homes and other external agencies

Timeline



Timeline

Date	Action
Oct. 2022- Aug. 2023	CAD/AVL Upgrade
Aug. 2023	Contactless Fare/WebCare project Kick-off and design requirements
Sep. 2023- Dec. 2023	Design/testing and acceptance
Jan. 2024	Customer facing pilot program
Feb. 2024	Review pilot and implement changes
Feb. 2024	Outreach and education
Mar. 2024	Final acceptance and full implementation

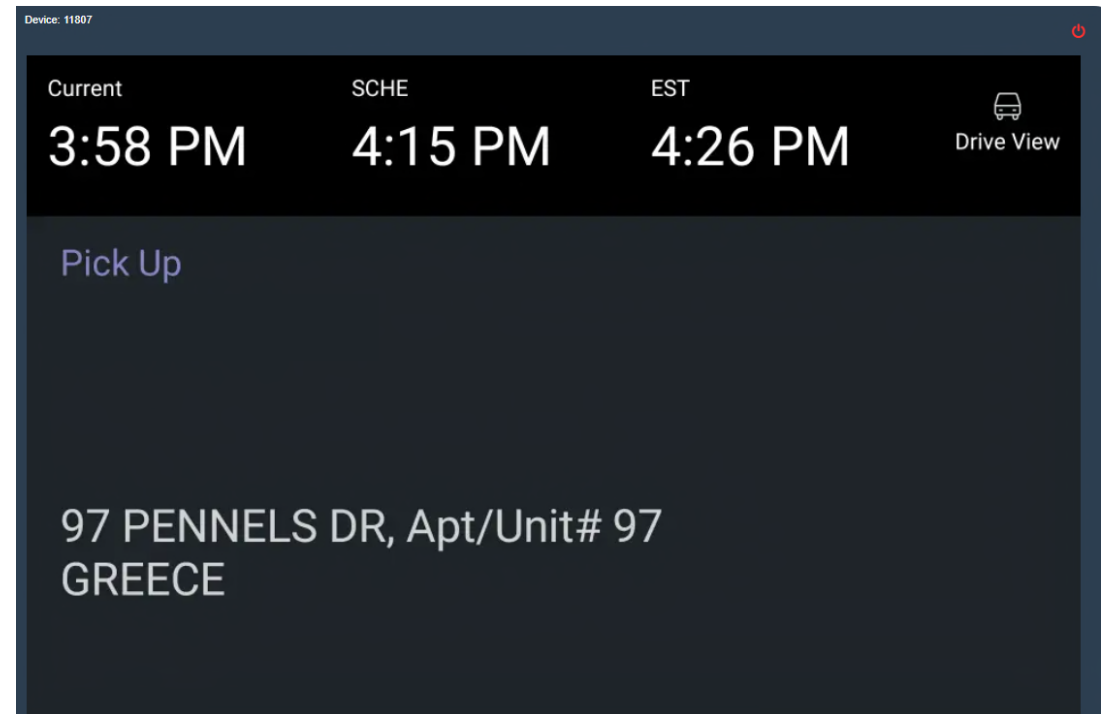
Benefits



Benefits- CAD/AVL

- Improved vehicle routing with Google map integration
- Group pickup/drop-off
- Integrated Pre- and Post-Trip inspections
- Drive View to ensure safe operation
- Voice over Internet (VoIP) communication
 - reduce dead zone communication areas

New system will allow RTS Access to go paperless. We will be able to begin “dynamic batching.”



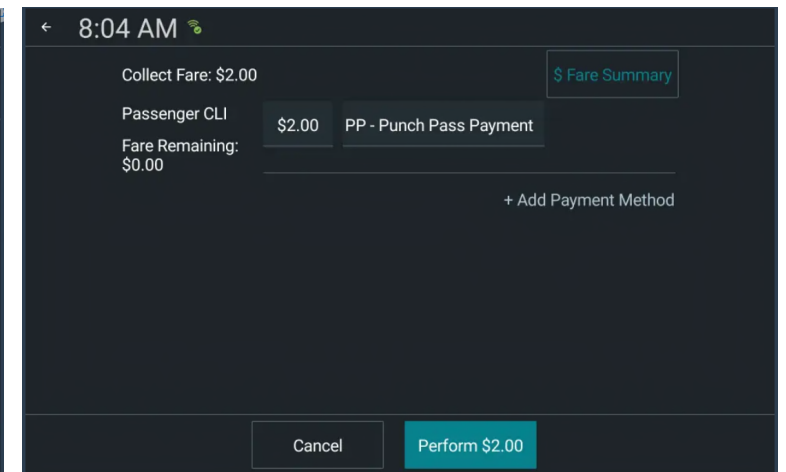
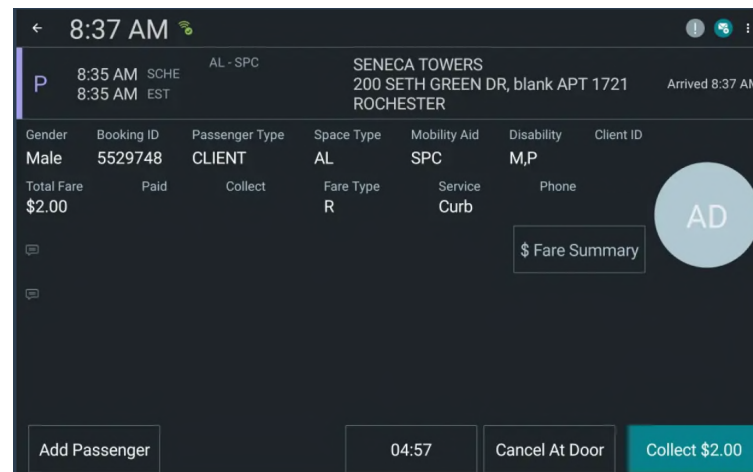
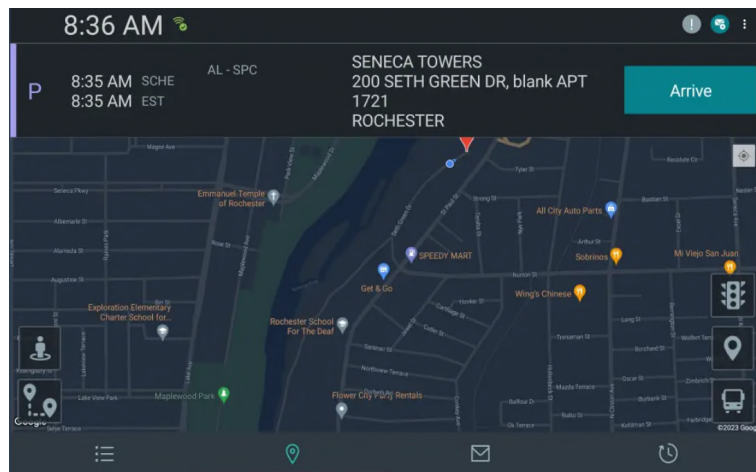
Benefits- CAD/AVL

EASY, 3-STEP TRIP PROCESSING

Touch arrive when at the customer's location

Touch Collect

Identify the fare collected (Punch Pass, Cash) and touch Perform!



Benefits- WebCare

- Maintains a similar look/feel as the current on-line scheduling system
- Integrates with the current online scheduling system, RTS Access Ride Request
- Utilizes a separate log in that allows agencies and other support personnel to:
 - Add or remove clients for a specific group
 - Book on behalf of RTS Access customers
 - Manage existing trips, to include cancellations
 - Manage payment accounts and/or pay on behalf of the customer

Adding WebCare to our portfolio of products adds another virtual scheduler to RTS Access.

Benefits- WebCare

Edit WorkerGroup1 Group

GROUP INFO

WORKERS

CLIENTS

SAVE CHANGES

CANCEL

Name *

WorkerGroup1

Description *

Edit WorkerGroup1 Group

GROUP INFO

WORKERS

CLIENTS

Name	Worker ID	Email Address
	worker1	

Edit WorkerGroup1 Group

GROUP INFO

WORKERS

CLIENTS

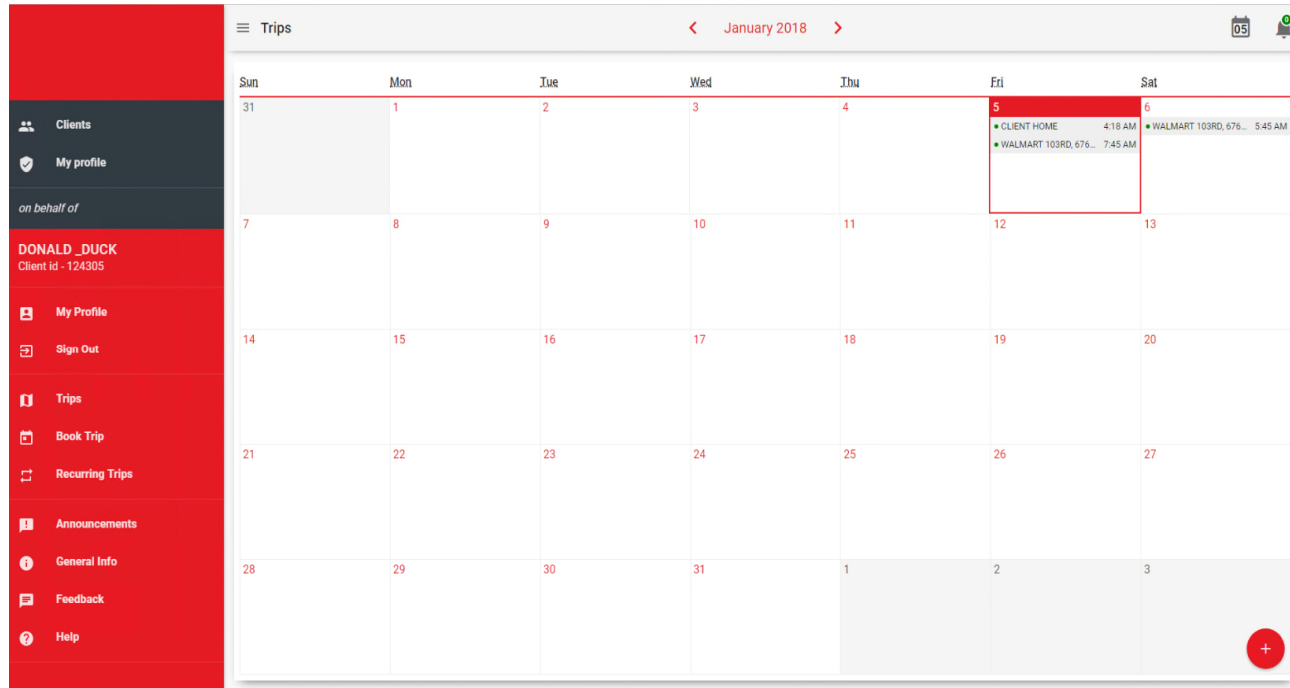
ADD CLIENT

Name	Client ID	Date of birth	
DONALD _DUCK	124305	Sun, Oct 10	REMOVE
TEST TEST	433814	Sat, Jan 1	REMOVE

EASY ADMINISTRATION

WebCare admin can view group info and workers. They can also add or remove clients for that specific group. They also have the ability to search for groups.

Benefits- WebCare



TRIP PAGE VIEWING

Manage trips (view, cancel, book) for their selected client

Easily change between clients

Benefits- Contactless Fares

- Self-management of payment for trip requests
- Auto-top off
- Multiple credit card option
- Reduces the amount of money collected by operators during the operating day easing up payment processing
- No new equipment is required on board the bus

The payment service provider access portal will provide reports of funds collected and transferred allowing for a more detailed view of monies transferred to our current bank account

Benefits- Contactless Fares

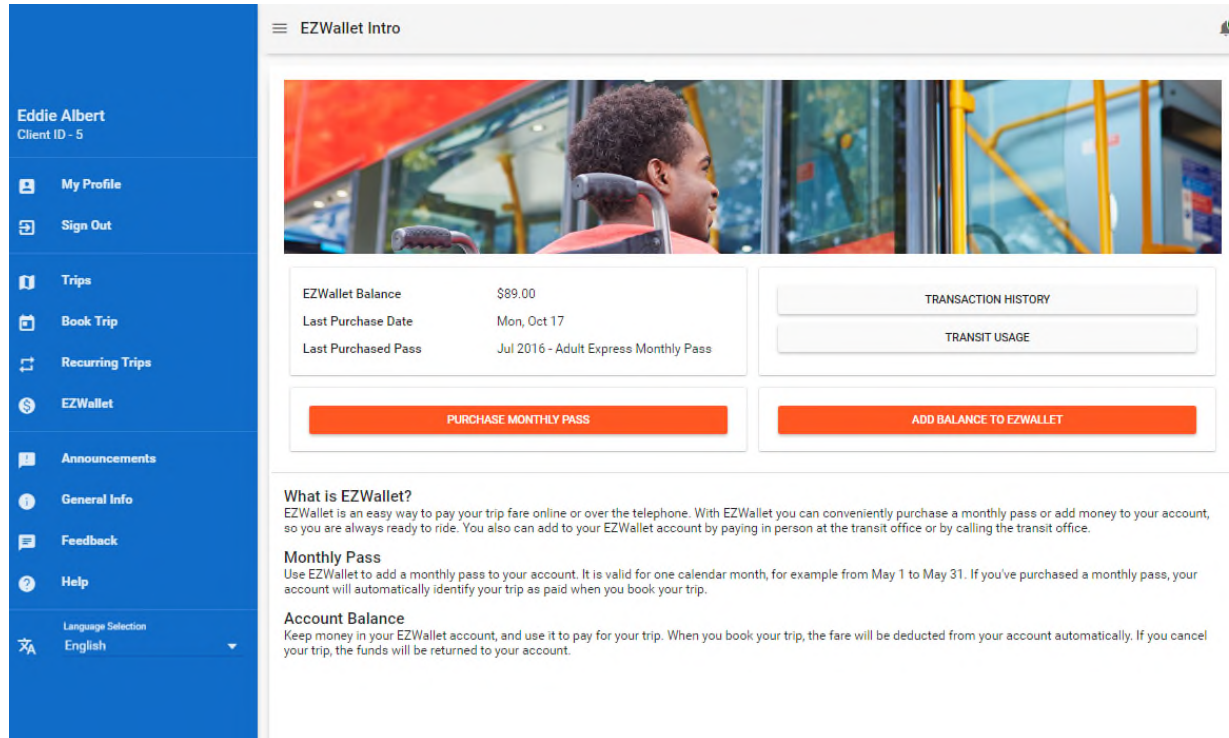
The screenshot shows the 'Request a Ride' interface. On the left, a sidebar menu contains options like 'Clients', 'Workers', 'My profile', 'Client profile', 'Sign out', 'My Rides', 'Request a Ride', 'Subscription Rides', 'EZ-Wallet', 'Announcements', 'General info', 'Feedback', 'Help', and 'Other Links'. A green circle highlights the 'Client profile' section, which displays the name 'ERIC STEELE', 'Customer ID - 2', and 'EZ-Wallet balance - \$232.50'. The main content area is titled 'Request a Ride' and includes fields for 'Pickup details' (address: 3603 Batavia St, Nashville, TN 37209, USA), 'Dropoff details' (address: (HOME) 6407 HENRY FORD DR., NASHVILLE, TN, 37209), 'Date and time' (Thursday, November 18), 'Pick a time' (3:30 PM), and 'Additional Options' (Space Type: AMBULATORY, Service Type:). A map of Nashville is visible in the background.

BALANCE DISPLAY

With EZ Wallet, RTS Access Ride Request will be updated to display the customer's account balance

Account debits are made at the time of booking and remain when a trip is taken. The account is credited back when the trip is canceled for any reason

Benefits- Contactless Fares



CUSTOMIZED HOME SCREEN

The EZ Wallet home screen provide quick access to manage balances, view transaction history and use

Benefits- Contactless Fares

[illegible]

WORKSTATION MANAGEMENT

Designated RTS Access personnel will be able to manage EZ Wallet to include customer:

- Account balance
- Overdraft limit
- Deposits, refunds and adjustments

Summary

The investment in technology improves the transportation experience for the customer, the bus operator, and office personnel.

The CAD/AVL upgrade results in improved routing and trip processing for bus operators which in turn leads the way for Contactless Fare collection as an easy to pay, easy to manage option for customers wishing to use a credit card and WebCare provides a new scheduling option that may reduce customer phone calls and improve our ready status within the scheduling department.

Questions?



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RTS Way Recognition- August



The RTS Way
Bringing our Values to Life Every Day

Buildings & Grounds Dept. RTS Monroe
Michelle A. Bus Operator RTS Monroe
Elizabeth B. Small Vehicle Operator RTS Monroe
Scott B. Bus Operator, RTS Wayne
Dejuener B. Customer Service Representative
Julia B. Accounting Clerk
Sammy B. Bus Washer RTS Ontario
Elvin B. Bus Operator RTS Livingston
Will C. Radio Controller/Dispatcher RTS Monroe
Steve D. Bus Operator RTS Livingston
Luigi D. Bus Operator RTS Monroe
Brittany E. Customer Service Representative
Jose F. Safety and Security Specialist
Vito F. Bus Operator RTS Livingston
Peter F. Workforce Development Specialist
Phil F. Road Supervisor
David F. Bus Operator RTS Monroe

Janice G. Customer Service Representative
Gerald H. Bus Operator RTS Monroe
Hannelore H. Bus Operator RTS Monroe
Brandon H. Cyber Security Administrator
Ron J. Bus Operator RTS Monroe
Dwayne K. Radio Controller/Dispatcher RTS Monroe
Steve K. Small Vehicle Operator RTS Monroe
Pail L. Bus Operator RTS Genesee
Shannon L. Transportation Planner II
Mike M. Bus Washer RTS Wayne
Kim M. Customer Service Representative
Benjamin M. Small Vehicle Operator RTS Monroe
Ted P. Bus Operator RTS Seneca
London P. Bus Operator RTS Monroe
Julio P. Small Vehicle Operator RTS Monroe
William P. Bus Operator RTS Genesee
Keith P. Small Vehicle Operator RTS Monroe

Joseph P. Bus Operator RTS Monroe
Holly P. Transportation Coordinator RTS Wayne
Donald P. Bus Operator RTS Genesee
Manny R. Human Resource Generalist
Larry R. Small Vehicle Operator RTS Monroe
Linda R. Workforce Development Specialist
Tajre R. Technical Support Administrator
Andy R. Workforce Development Specialist
Rick S. Bus Operator RTS Seneca
Latoya S. Customer Service Representative
Marcus T. Road Supervisor RTS Monroe
Louise T. Bus Operator RTS Wyoming
Norm T. Bus Operator RTS Wyoming
Damion V. Bus Operator RTS Monroe
James W. Road Supervisor
Richard W. Bus Operator RTS Monroe
Jennifer Z. Bus Operator RTS Genesee

Employee Recognition

**Bus Operator of the Month
July 2023**

Warren Barr



Employee Recognition

Rich has been with us since August of 2002 and has been a rock for RTS Livingston. We started one of our biggest contracts, the SUNY Geneseo Shuttle that runs 7 days a week during the Academic school years. Rich took on the nights and weekends portion of this run to Rochester every week without hesitation.

Rich just retired on August 31, 2023, and he will be missed!

- Kelly Fitzpatrick
Manager of Regionals, Livingston and Wyoming



Richard Woodhams
RTS Livingston Operator

Promoted to Leadership Team



Jasmine Barksdale
Director of Customer Service



Justin Feasel
Director of Procurement & Contract
Administration

2023 RTS Bus Rodeo

Access & Regional Winners:

- 1st – Gerald Ford (Orleans)
- 2nd – Deanna White (Ontario, and a rookie)
- 3rd – Michael Smith (Access)

Maintenance Winners:

- 1st – Jason Rodriguez
- 2nd – James Holbert

RTS Monroe Bus Operator Winners:

- 1st– Al Heim
- 2nd – Kenny Davis
- 3rd – Richard Wasmuth

RTS Rookie Cup Winner:

Glendon McLaren

Congratulations to all the winners and thank you to everyone who made this a great event!

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Other Updates

- Transit Voices Podcast on RTS Go / Fare Capping: Aug. 9, 2023
- RTS Seneca Groundbreaking: Aug. 11, 2023
- Tracy Archie article in Diverse Magazine: Aug. 31, 2023
- APTA Passenger Transport Commentary: Sept. 1, 2023



Other Updates: Title VI

- Title VI Service Change Evaluations

- Q2 2023—There were no fixed route service changes that met the Authority's Title VI policy for Major Service Changes.

CEO Report

Questions?



ROCHESTER
GENESEE REGIONAL
TRANSPORTATION
AUTHORITY

BOARD OF COMMISSIONERS AGENDA ITEM COVER SHEET

Board Meeting Date:	September 7, 2023
Presenter:	Rusty Korth
Subject:	Resolution Awarding a Contract for Professional Design of Facility Improvements to Accommodate Hydrogen Fuel Cell Vehicles at RTS Monroe
Background:	<p>The Authority requires professional engineering and design services for modifications needed for the RTS Monroe facilities to accommodate the parking, maintenance, fueling and repair of hydrogen fuel cell vehicles.</p> <p>The Authority sought proposals by issuing a Request for Proposals (RFP) and publicly advertising it in the <u>New York State Contract Reporter</u> and the <u>Rochester Business Journal</u> on June 9, 2023.</p> <p>One-hundred eighteen (118) potential suppliers and subcontractors were notified of the RFP and two (2) proposals were received on June 30, 2023.</p> <p>An evaluation and systematic scoring process was undertaken based on the following five (5) technical criteria:</p> <ul style="list-style-type: none">• Proposing Firm Qualifications & Experience• Relevant Experience with Similar Projects• Project Plan/Project Understanding• Experience with OGS Permitting• Compliance with DBE Requirements <p>The Authority scored the proposals as follows:</p> <ul style="list-style-type: none">• LaBella Associates, DPC of Rochester, NY: 97• LiRo Engineers, Inc. of Rochester NY: 73 <p>The Authority determined that LaBella Associates, DPC submitted the proposal that is the most favorable and in the best interest of the Authority based on the criteria listed above. In addition, LaBella Associates, DPC proposal established a professional partnership to assist in delivering this project that determined to be a significant differentiator.</p> <p>The Authority conducted this RFP using the Federal "Brooks Act", and after selecting LaBella Associates, DPC a fee proposal was requested from them.</p> <p>LaBella Associates, DPC appears to be a responsible firm and the pricing submitted is fair and reasonable.</p>
Financial Impact:	The cost for the above services is \$728,355. The Authority is requesting a 10% contingency of \$72,836 for a total not-to-exceed cost of \$801,191.

	The contract will be funded in the following manner – 80% Federal and 20% Authority funds.
Recommendation:	<p>That the Chief Executive Officer or his designee is authorized to execute a contract with LaBella Associates, DPC to provide professional design of facility improvements to accommodate hydrogen fuel cell vehicles at RTS Monroe in the amount of \$728,355.</p> <p>Additionally, the Chief Executive Officer or his designee is authorized to increase the value of the contract for justified change orders by \$72,836, which would increase the total authorization not-to-exceed \$801,191.</p>

Resolution: RGRTA 35-2023

RESOLUTION AWARDING A CONTRACT FOR PROFESSIONAL DESIGN FACILITY IMPROVEMENTS FOR HYDROGEN BUS STORAGE AT RTS MONROE

WHEREAS, the Rochester Genesee Regional Transportation Authority (the "Authority") requires professional engineering and design services for modifications needed for the RTS Monroe facilities to accommodate the parking, maintenance, fueling and repair of hydrogen fuel cell vehicles.

WHEREAS, the Authority sought proposals by issuing a Request for Proposals (RFP) and publicly advertising it in the New York State Contract Reporter and the Rochester Business Journal on June 9, 2023; and

WHEREAS, one-hundred eighteen (118) potential suppliers and subcontractors were notified of the RFP and two (2) proposals were received on June 30, 2023; and

WHEREAS, based on a thorough evaluation of the proposal, giving consideration to the qualifications, resources, experience, and price proposed, the Authority determined that LaBella Associates, DPC submitted a responsive proposal that was determined to be fair and reasonable. In addition, LaBella Associates, DPC appears to be a responsible bidder.

NOW, THEREFORE, BE IT RESOLVED, that the Chief Executive Officer or his designee is authorized to execute a contract with LaBella Associates, DPC to complete design facility improvements to accommodate hydrogen fuel cell vehicles in the amount of \$728,355; and

BE IT FURTHER RESOLVED that the Chief Executive Officer or his designee is authorized to increase the value of the contract for justified change orders by \$72,836, which would increase the total authorization not-to-exceed \$801,191; and

BE IT FURTHER RESOLVED that the Chief Executive Officer or his designee is hereby authorized, empowered, and directed, for and on behalf of the Authority, to perform any and all actions and to execute any and all documents on behalf of the Authority as may be deemed necessary, appropriate or advisable to carry out the intent and purposes of the foregoing resolution.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of the Regular Meeting of the Rochester Genesee Regional Transportation Authority which was held on September 7, 2023 and that the Resolution is still in full force and effect.

Brian Young, Vice Chairman

Date: September 7, 2023
Rochester, New York

Resolution Awarding a Contract for the Design of Facility Improvements to Accommodate Hydrogen Fuel Cell Vehicles

RGRTA 35-2023

Presented by Rusty Korth, VP of Zero-Emission Strategies



Zero Emission Update

- **Battery Electric Buses (BEB)**

- Began zero emissions Initiative in 2018
- First order of 10 BEB put in service on October of 2020
- Second order of 10 BEB gradually being put into service now
- At this point 10% of the fleet is zero-emission
- We now have experience with the operational impact of BEB noting the limited range and charging times (especially in cold weather)

- **Transformer upgrade**

- Final cut-over scheduled for the end of September
- Will support a 3 MW peak charging load allowing for the charging of all 20 buses

- **Hydrogen Fuel Buses**

- Began researching H2 technology and were successful in securing competitive grants

Hydrogen Fuel Cell Benefits

Attribute	Hydrogen Fuel Cell	Battery-Electric
Range - moderate weather	> 300 miles ✓	180 - 250 miles
Range - cold weather	250 - 300 miles ✓	80 - 125 miles
Time to fuel	6 - 12 min ✓	3 - 5 hours
Fueling complexity	simple ✓	complex
Payload impact	minimal ✓	significant
Infrastructure cost/space - initial	more expensive/larger	less expensive/smaller ✓
Infrastructure cost/space at scale	less expensive/smaller ✓	more expensive/larger
Vehicle cost	more expensive	less expensive ✓
Fuel cost/mile (moderate weather)	\$0.66	\$0.19 ✓
Grid resiliency	better ✓	worse

Hydrogen fuel cell technology provides a zero-emission solution that operationally performs much more closely to a diesel bus than battery-electric: longer range, quicker fueling times, and fueling infrastructure that is more scalable.

Hydrogen Fuel Cell Vehicle Order Update

- New Flyer (2 buses)
 - Schedule – line entry end of January 2024, deliveries early April 2024
- ElDorado (3 buses)
 - Schedule – FTA requiring bus to go through Altoona testing given switch to new fuel cell vendor (late 2024)
- Fenton (5 vans)
 - Schedule – New powertrain design by US Hybrid requires Altoona testing (late 2024)

Portable Liquid Hydrogen Fueler

- HL 1500 Portable Liquid Hydrogen Fueler - Plug Power, Inc.
 - Anticipated delivery November 2023
- Design of electrical service and site work - The LiRo Group
 - 100% design completion expected by the end of September 2023
- Construction work requires bidding
 - Award of bids expected by the end of the calendar year
 - Anticipating work being completed late spring 2024
- Expect to award a liquid hydrogen fuel supply contract in December

Introduction of Hydrogen to RTS Monroe Campus

- Gaseous fuel building code requirements are based on the physical properties of the fuel and the functions performed in the affected facility.
 - Fuel properties – lighter or heavier than air, flammability, toxicity, etc.
 - Facility functions – parking, minor repair, major repair, fueling
- Building codes affect electrical connections, lighting, air heating and cooling, fire detection and suppression, gas detection and ventilation
- Building codes continue to evolve, especially with the introduction of newer fuels such as hydrogen

Facility Hydrogen Assessment

- A facility assessment was conducted earlier this year by Crowley Engineering, LLC
- Facilities were classified and a list of recommended short, medium and long-term improvements along with cost estimates were included in their report
- This report was included as part of the design scope of work for our design services procurement

Classification of RTS Monroe Facilities

- Indoor Fueling
 - Advanced Environmental Service Building
- Major Repair Garage
 - Body and Overhaul shops
- Minor Repair Garage
 - Tire shop, Paint booths, Garage A
- Parking
 - Garage B, Garage C, Transit Center

These are classifications identified within the National Fire Prevention Association (NFPA) 2 which is the Hydrogen Technologies Code.

Procurement for Design Services

- RGRTA developed a scope of work for design services for required facility modifications and a Request for Proposals (RFP) was issued and advertised in the New York State Contract Reporter and the Rochester Business Journal on June 9th, 2023.
- One-hundred eighteen (118) potential suppliers and subcontractors were notified, and two (2) proposals were received on June 30th, 2023

Evaluation Criteria

- An evaluation and scoring process was undertaken based on the following five (5) technical criteria:
 - Proposing Firm Qualifications and Experience
 - Relevant Experience with Similar Projects
 - Project Understanding and Project Plan
 - Experience with Office of General Services Permitting
 - Compliance with DBE Requirements
- The award of this contract is determined using the federally required “Brooks Act”.

Evaluation and Selection

- The Authority scored the proposals as follows:
 - LaBella Associates, DPC of Rochester, NY: 97
 - LiRo Engineers, Inc. of Rochester, NY: 73
- The Authority determined that LaBella Associates submitted the proposal most favorable and in the best interest of the Authority based on the scoring criteria.
 - LaBella demonstrated a strong understanding of the design scope and also partnered with Marathon Technical Services which has significant experience with CNG and hydrogen transit projects
- As required by the Federal “Brooks Act” a Fee Proposal is submitted after selection

Schedule and Financial Impact

- Design work is expected to take approximately 6 months.
- The cost for the design services is \$728,355. The Authority is requesting a 10% contingency of \$72,836 for a total not-to-exceed cost of \$801,191. The funding for these services is 80% Federal and 20% RGRTA.

Recommendation

That the Chief Executive Officer or his designee is authorized to execute a contract with LaBella Associates, DPC to design facility improvements to accommodate hydrogen fuel cell vehicles in the amount of \$728,355. Additionally, that the Chief Executive Officer or his designee is authorized to increase the value of the contract for justified change orders by \$72,836 for a total authorization not to exceed \$801,191.



ROCHESTER
GENESEE REGIONAL
TRANSPORTATION
AUTHORITY

**BOARD OF COMMISSIONERS
AGENDA ITEM COVER SHEET**

Board Meeting Date:	September 7, 2023
Presenter:	Amy Gould
Subject:	Resolution Authorizing the Award of a Contract for Employee Benefits' Broker Services
Background:	<p>The Authority requires the services of an outside firm to provide employee benefits' broker services to assist in the selection and oversight of the Authority's employee benefit programs.</p> <p>Further, a qualified benefits broker will help ensure the benefits programs, insurance policies, and program documents issued by benefits providers are accurate and consistent with negotiated union agreements and is compliant with federal and state requirements.</p> <p>Moreover, the employee benefits' broker will provide consulting services to assist the Authority with controlling health care costs. These services will include, but are not limited to, identification or recommendation of various wellness initiatives, a financially sustainable model for self insurance and enhances employee engagement.</p> <p>The Authority sought proposals by issuing a Request for Proposals (RFP) and publicly advertising it in the <u>New York Contract Reporter</u>, <u>Rochester Business Journal</u> and <u>Minority Reporter</u> on June 9, 2023.</p> <p>Three hundred twenty-four potential suppliers and subcontractors were notified of the RFP and six (6) proposals were received on July 14, 2023:</p> <p>An evaluation and systematic scoring process was undertaken based on the following four (4) criteria:</p> <ul style="list-style-type: none">• Qualifications, Resources and Experience• Project Plan/Project Understanding• Price• Compliance with Civil Rights Requirements

	<p>The Authority scored the firms as follows:</p> <ul style="list-style-type: none"> • AssuredPartners Northeast, LLC of Pittsford NY: 73 • Brown & Brown of New York, Inc. of Rochester NY: 59 • Gallagher Benefits Services, Inc. of Rochester NY: 77 • Lawley LLC of Rochester NY: 58 • U.S. Employee Benefits Services Group of Rochester NY: 79 • USI Insurance Services of Rochester NY: 63 <p>The Authority determined that U.S. Employee Benefits Services Group to be a responsible firm that submitted a responsive proposal that was the most favorable to the Authority.</p>
Financial Impact:	<p>The fee for these services is \$125,000 per year, which brings the not-to-exceed for the initial two (2) year term to \$250,000.</p> <p>The fee will be eligible for an increase after the initial two (2) year term of the contract and shall not exceed the Annual 12-month Percent Change of the Producer Price Index (PPI) PCU524--524 for Insurance carriers and related activities, not seasonally adjusted, as published by the US Department of Labor, for the preceding year.</p> <p>Funding for these services are contained in the Authority's 2023-2024 Operating Budget and will be for subsequent years.</p>
Recommendation:	<p>That the Chief Executive Officer or his designee be granted authority to enter into a contract with U.S. Employee Benefits Services Group for a term of two (2) years with the Authority having the option to renew for three (3) additional one-year (1) terms.</p>

Resolution: RGRTA 36-2023

RESOLUTION AUTHORIZING THE AWARD OF A CONTRACT FOR EMPLOYEE BENEFITS' BROKER SERVICES

WHEREAS, the Rochester Genesee Regional Transportation Authority (the "Authority") requires the services of an outside firm to provide employee benefits broker services to the Authority in the selection and oversight of employee benefits; and

WHEREAS, the Authority sought proposals by issuing a Request for Proposals (RFP) and publicly advertising it in the New York Contract Reporter, Rochester Business Journal and Minority Reporter on June 9, 2023; and

WHEREAS, three hundred twenty-four (324) firms were notified of the RFP and six (6) proposals were received on July 14, 2023; and

WHEREAS, the Authority conducted a thorough evaluation of the proposals received and concluded that U.S. Employee Benefits Services Group submitted the most favorable proposal that was responsive to the Authority's specifications; and

WHEREAS, the Authority determined that U.S. Employee Benefits Services Group submitted a responsive proposal, their pricing is fair and reasonable, and they appear to be a responsible firm.

NOW, THEREFORE, BE IT RESOLVED, that the Chief Executive Officer or his designee is authorized to enter into a contract with U.S. Employee Benefits Services Group for a term of two (2) years in an amount not-to-exceed \$125,000 per year; and

BE IT FURTHER RESOLVED that the Chief Executive Officer or his designee is authorized to execute up to three (3) additional one (1) year terms with U.S. Employee Benefits Services Group and price increases shall not exceed the Annual 12-month Percent Change of the Producer Price Index (PPI) PCU524--524 for Insurance carriers and related activities, not seasonally adjusted, as published by the US Department of Labor, for the preceding year; and

BE IT FURTHER RESOLVED that the Chief Executive Officer or his designee are hereby authorized, empowered and directed, for and on behalf of the Authority, to perform any and all actions and to execute any and all documents on behalf of the Authority as they may deem necessary, appropriate or advisable to carry out the intent and purposes of the foregoing resolutions.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of a Regular Meeting of the Rochester-Genesee Regional Transportation Authority, which was held on September 7, 2023, and that the Resolution is still in full force and effect.

Brian Young, Vice Chairman

Date: September 7, 2023
Rochester, New York



ROCHESTER
GENESEE REGIONAL
TRANSPORTATION
AUTHORITY

BOARD OF COMMISSIONERS AGENDA ITEM COVER SHEET

Board Meeting Date:	September 7, 2023
Presenter:	Daniel DeLaus
Subject:	Resolution Approving the Amended Bylaws of the Rochester-Genesee Regional Transportation Authority
Background:	<p>The proposed By-law changes address two matters. The first reflects an update to New York Public Authorities Law §1299-dd which modified the transit-dependent commissioner from a non-voting member to a voting member.</p> <p>The second change creates a process for the Authority to address a situation whereby there is a potential lack of quorum for a committee meeting. With this change, all voting commissioners would serve as alternates to all Board committees. Under the proposed process in situations where a quorum may not be achieved the Board Chairman, the Chief Executive Officer, or their respective designees, may call or contact any alternate to ascertain their ability to participate in a committee meeting.</p>
Financial Impact:	None
Recommendation:	That the Authority adopt the Amended Bylaws as attached to this resolution.

Our Promise: RTS makes it easy to enjoy your journey.



Resolution: RGRTA 37-2023

**RESOLUTION APPROVING THE AMENDED BYLAWS OF THE ROCHESTER-
GENESEE REGIONAL TRANSPORTATION AUTHORITY**

WHEREAS, the Authority has created bylaws which delineate the process under which the Board functions and carries out Authority business; and

WHEREAS, many provisions of the bylaws are codifications of existing New York State laws, particularly Public Authorities Law and the Public Officers (Open Meetings) Law; and

WHEREAS, previously Public Authorities Law §1299-dd (PAL 1299-dd), designated one non-voting Board Member who is transit dependent; and

WHEREAS, effective March 28, 2023, PAL 1299-dd, was revised to designate the transit dependent Board Member as a voting member; and

WHEREAS, secondly, the Authority desires to amend its bylaws to permit all voting members the ability to act as alternates for all board committees and to put in place a process to guard against the lack of quorums at committee meetings; and

WHEREAS, these changes are reflected in the document attached to this resolution; and

WHEREAS, the Board has reviewed the proposed revisions and believes them to be in the best interest of the Authority.

NOW, THEREFORE, BE IT RESOLVED by the Authority that the Amended By-laws of the Authority in the form submitted to the Board of Commissions on September 7, 2023, are hereby adopted and a copy of such Amended By-laws shall be attached to this Resolution.

BE IT FURTHER RESOLVED that the Chief Executive Officer or his designee is hereby authorized, empowered, and directed, for and on behalf of the Authority; to perform any and all actions and to execute any and all documents on behalf of the Authority as may be deemed necessary, appropriate, or advisable to carry out the intent and purposes of the foregoing resolution.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of a Regular Meeting of the Rochester-Genesee Regional Transportation Authority, which was held on September 7, 2023, and that the Resolution is still in full force and effect.

Brian Young, Vice Chairman

Date: September 7, 2023
Rochester, New York

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Pursuant to the authority contained in Section 1299-gg, subdivision 5 of Article 5, Title 11-B of the Public Authorities Law, as set forth in Chapter 1124 of the Laws of Nineteen Hundred and Sixty-Nine of the State of New York, and as amended and supplemented from time to time, the following By-Laws shall govern the organization, management, exercise of powers and regulation of activities of Rochester-Genesee Regional Transportation Authority (the "Authority").

ARTICLE 1 - SEAL

The official seal of the Authority shall be in a design, circular in form, bearing the words and dates as follows:

ROCHESTER-GENESEE REGIONAL TRANSPORTATION AUTHORITY
CORPORATE SEAL
1969

ARTICLE 2 - BOARD OF COMMISSIONERS

2.1. Appointment and Responsibilities

The commissioners of the Authority shall be appointed by the Governor of the State of New York for a term of five (5) years, by and with the advice and consent of the New York State Senate. Each commissioner shall continue in office until their successor is appointed and shall have

qualified, unless their commissionership is vacated by resignation, death, disqualification, removal, or otherwise. The primary responsibility of the Board of Commissioners shall be to oversee the management and control of the affairs and business of the Authority by the Chief Executive Officer.

2.2. Number and Qualification

The Board of Commissioners shall be comprised of voting members and of one non-voting member.

2.2.1. Voting Member

There shall be of at least one (1) voting member from each county that elects to join the Authority; provided, however, that the County of Monroe shall have seven (7) voting members, of which at least three (3) voting members shall be residents of the City of Rochester. For each county outside the County of Monroe which shall elect to participate, one (1) voting member shall be appointed for each 100,000 or major fraction of the total population of that county (as determined by the last federal decennial or federal county-wide special census), with a minimum of one (1) voting member to represent each county outside the County of Monroe so electing to participate. All voting members, representing member counties, shall be residents of the area from which they are nominated. One (1) additional voting member shall be a transit-dependent individual. Such member shall be a resident of any county which has elected to join the Authority. No individual shall be eligible to serve as a voting member while serving in any elected office.

2.2.2. Non-Voting Member

There shall be one non-voting member of the Board of Commissioners recommended to the Governor by the labor organization representing the plurality of the employees of the Authority and its subsidiaries who are represented by labor organizations. The non-voting member must be a resident of the RGRTA transportation district as described in Section 1299-cc of the New York Public Authorities Law. If at any time during the term of appointment the non-voting member ceases to be affiliated with the labor organization representing the plurality of the employees of the authority and its subsidiaries who are represented by labor organizations, then such labor organization may at any time during such term recommend a new non-voting member to the Governor who, if appointed by the Governor, shall serve the remainder of the term. If the local bargaining unit decertifies its existing union affiliation and certifies a new union, the union which represents the plurality of the employees of the authority and its subsidiaries who are represented by labor organizations may recommend a new member to the Governor who, if appointed by the Governor, shall serve the remainder of the term.

The Chair, at their discretion, may exclude the non-voting member from attending any portion of a meeting of the Authority or of any committee of the Authority held pursuant to the executive provisions of the open meetings law.

The Chair, at their discretion, may exclude the non-voting member from attending any portion of a meeting of the Authority or of any committee of the Authority held for the purpose of discussing negotiations with labor organizations, pending litigation involving the labor organization, or the investigation, evaluation, or discipline of an employee.

The non-voting member shall not be considered in determining a quorum. The non-voting member shall not be permitted to make or second a motion.

2.3. Vacancies

Upon the expiration of the term of a commissioner, a successor shall be appointed by the Governor for a five (5) year term commencing upon the expiration of the term of their

predecessor. In the event that a vacancy shall occur by reason of the resignation, death, disqualification or removal of a commissioner, or otherwise, a successor shall be appointed by the Governor for the remainder of the unexpired term. Any voting commissioner, representing a member county, succeeding another commissioner (for the remainder of an unexpired term or upon the expiration of the prior term) shall be appointed from the same county or city, as applicable, as their predecessor. The foregoing notwithstanding, in the event that, as a result of any updated federal decennial or federal county-wide special census, (i) fewer commissioners are to be appointed from a particular county than were previously appointed, vacancies in commissionerships from that county shall not be filled if doing so would result in more commissioners from that county serving than the more recent census permits, or (ii) additional commissioners are to be appointed from a particular county, such additional positions shall be deemed "vacancies" under this Section 2.3 and shall be filled as provided herein.

In the event of the vacancy of the Commissioner who is transit-dependent, the Governor shall appoint a replacement within six (6) months. A replacement may be recommended to the governor by any local or statewide transit advocacy organization. Such individual shall be a resident of any County which is a member of the Authority.

2.4. Resignation and Removal

Any commissioner may resign at any time by delivering a written resignation to the Secretary, such resignation to specify the effective date of resignation. If no effective date is specified, such resignation shall be deemed effective upon receipt by the Secretary. The Governor may remove any commissioner from office for inefficiency, neglect of duty or misconduct in office, including without limitation by reason of said commissioner repeatedly failing to attend meetings of the Board of Commissioners, after giving them a copy of the charges against them and an opportunity to be heard upon not less than ten (10) days' notice.

2.5. Annual Meeting

The annual meeting of the Board of Commissioners of the Authority, for the purpose of the election of officers and to conduct such other business as may lawfully come before the meeting, shall be held on such date and at such time during the first six (6) months of the fiscal year of the Authority, or on such other date as may be designated by the Board of Commissioners.

2.6. Other Meetings

Regular meetings of the Board of Commissioners shall be held at such times as the Board of Commissioners may from time to time determine. Special meetings of the Board of Commissioners may be held at any time, upon request by the Chair of the Board, the Chief Executive Officer or at least one-third (1/3) of the voting commissioners.

2.7. Place of Meetings

Annual, regular, and special meetings of the Board of Commissioners shall be held at the principal office of the Authority or at such other place, within or without the State of New York, as the Board of Commissioners may from time to time determine.

2.8. Notice of Meeting

Written notice of the place, date and time of every annual, regular and special meeting shall be given to each commissioner by (i) delivering such notice to them personally through their email address at least twenty-four (24) hours before the meeting, or (ii) delivering such notice to them personally at their personal residence or usual place of business, at least twenty-four (24) hours before the meeting, or (iii) mailing such notice to each commissioner, postage prepaid and addressed to them at the last known mailing address according to the records of the Authority, at least three (3) business days before the meeting. Notice of any special meeting shall state the purpose of such meeting, and no business other than as stated in the notice shall be transacted at such special meeting unless every commissioner is present at such special meeting and agrees to consider matters other than those specifically provided for in the notice of such meeting. No notice of any adjourned meeting of the Board of Commissioners need be given other than by announcement at the meeting, subject to the provisions of Section 2.9.

2.9. Waiver of Notice

Notice of a meeting need not be given to any commissioner who submits a signed written waiver thereof, in person or through email, whether before, during or after the meeting to the Board Chair and the Chief Executive Officer, nor to any commissioner who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to them.

2.10. Quorum

A majority of the whole number of votes of all commissioners of the Authority then in office shall constitute a quorum for the transaction of business at each meeting of the Board of Commissioners or the exercise of any power of the Authority.

2.11. Voting

Subject to the provisions of the Rochester-Genesee Regional Transportation Authority Act (Public Authorities Law §§1299-aa, et seq.), for the transaction of any business or the exercise of any power of the Authority, the Board of Commissioners shall have power to act by a majority vote of the voting commissioners present at any meeting at which a quorum is in attendance.

The commissioners may not vote by written proxy.

2.11.1. Number of Votes

Each voting commissioner shall have one (1) vote for each 35,000 or major fraction thereof of the population of the county or city, as applicable, from which they are appointed (based upon the results of the last federal decennial or federal county-wide special census) divided by the total number of voting commissioners appointed from such county or city, provided that the minimum number of votes each voting commissioner shall have, regardless of population, is one (1). The votes of all voting commissioners shall be calculated with fractions being rounded to the nearest whole number. The population of a county for the purposes of this provision is the total population of such county less the population of any city which is entitled to have voting members appointed on the Authority.

2.12. Action Without a Meeting

Subject to the requirements of New York Public Officers Law Section 100 et seq., to the extent applicable, any action required or permitted to be taken by the Board of Commissioners or any committee thereof at a duly held meeting may be taken without a meeting if all voting members of the Board of Commissioners or said committee consent in writing to the adoption of a resolution authorizing the action.

Such resolution and the written consents thereto by the voting members of the Board of Commissioners or the committee shall be filed with the minutes of the proceedings of the Board of Commissioners or the committee.

2.13. Participation by Conference Communication Equipment

Any one or more members of the Board of Commissioners or any committee thereof may participate in a meeting of the Board of Commissioners or said committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear and/or see each other at the same time.

However, except to the extent permitted by New York Public Officers Law Section 100, a voting commissioner participating by such means shall not be considered for determining whether a quorum exists and the vote of any such voting commissioner shall not be considered when their vote would either cause a matter to be adopted, cause a matter not to be adopted, or cause a tie vote.

2.14. Compensation

The commissioners of the Authority, including the Chair of the Board, shall not receive a salary or other compensation when rendering service as a commissioner of the Authority or as a commissioner or director of any one or more of the Authority's subsidiary corporations, but the commissioners shall be entitled to reimbursement for actual and necessary expenses incurred in the performance of their official duties.

The Board of Commissioners shall establish policies related to the qualifications, duties, payment of salaries and other compensation, and the time and attendance requirements for all executive employees of the Authority.

2.15. Committees

The Board of Commissioners shall establish a Governance Committee, an Audit Committee, a Compensation Committee, and a Finance/Investment Committee each to consist of three (3) or more voting commissioners appointed by the Board of Commissioners as the Board of Commissioners may from time to time determine.

Each committee shall perform such duties and have such powers as set forth in their respective committee charters adopted by the Board of Commissioners or otherwise as prescribed or designated by the Board of Commissioners.

The Board of Commissioners may, in its discretion, establish such other committee(s), to consist of one (1) or more voting commissioners appointed by the Board of Commissioners as the Board of Commissioners may from time to time determine. Such other committees shall have those powers and duties conferred upon them by the Board of Commissioners consistent with the terms of these By-Laws.

All voting Commissioners shall serve as alternates for all committees. When a quorum is not present for a committee meeting or when, in advance of the meeting it is anticipated that a quorum is not obtainable, the Committee Chair or the Chief Executive Officer, or their designees, may ask any Board Commissioner to serve as an alternate for that meeting. In the latter instance such alternate Commissioner shall serve only if a quorum is, in fact, not obtained.

The Board of Commissioners shall have the power at any time to change the membership of any committee and to fill vacancies in such committee, but only voting members shall be eligible to serve on committees.

The Board of Commissioners shall have the power at any time to dissolve any committee other than the Governance Committee, the Audit Committee, and the Finance/Investment Committee.

Each committee may make rules consistent with its committee charter and other rules prescribed by the Board of Commissioners for the conduct of its business, and may appoint such sub-committees, advisors and assistants as may from time to time be necessary or appropriate, unless the Board of Commissioners shall provide otherwise.

A majority of the members of the committee shall constitute a quorum and the committee may transact business only through the affirmative vote of a majority of a quorum present.

ARTICLE 3 - OFFICERS**3.1. Election of Officers**

The Board of Commissioners, at the Annual Meeting or at any duly held meeting of the Board of Commissioners, shall select from among the voting commissioners a Chair of the Board, a Vice Chair, a Secretary, a Treasurer and such other officers as the commissioners may deem necessary. Each such officer shall serve at the pleasure of the Board of Commissioners or until their successor shall have been duly elected or appointed and qualifies, or until they shall have resigned, shall have died or shall have been removed or disqualified. Any vacancies in the above offices shall be filled by the Board of Commissioners. In the event of a vacancy in the office of

Chair, the Board shall, at either its next regularly scheduled meeting or at a Special Meeting called for that purpose pursuant to Section 2.6, develop a process for the election of a new Chair. In addition, the Board of Commissioners shall appoint a Chief Executive Officer, who shall act as the general manager of the Authority and who shall serve at the pleasure of the Board of Commissioners. The Chief Executive Officer may not be a commissioner of the Authority. The Chief Executive Officer may, upon prior written notice to the Board of Commissioners, appoint a financial officer to act as the chief accountant and fiscal officer of the Authority, and such other officers as may be required for the performance of the Authority's duties, each of whom shall serve at the pleasure of the Chief Executive Officer.

3.2. Resignation and Removal

Any officer of the Authority may resign at any time by delivering a written resignation to the Secretary or the Chair of the Board, such resignation to specify the effective date of resignation. If no effective date is specified, such resignation shall be deemed effective upon receipt by the Secretary or the Chair of the Board. Any officer of the Authority appointed by the Board of Commissioners may be removed with or without cause by a vote of the majority of the Board of Commissioners then in office at a duly called meeting whenever in its judgment the best interests of the Authority will be served thereby. Any officer of the Authority appointed by the Chief Executive Officer may be removed with or without cause by the Chief Executive Officer whenever in their judgment the best interests of the Authority will be served thereby.

3.3. Chair of the Board

The Chair of the Board shall preside at all meetings of the Board of Commissioners. The responsibilities of the Chair of the Board shall include leading the oversight role of the Board of Commissioners, approving the agenda for the Board of Commissioners, overseeing the flow of information to the Board of Commissioners, overseeing the work of the committees of the Board of Commissioners, serving as the primary liaison between the Chief Executive Officer (and other officers of the Authority) and the Board of Commissioners, and such other responsibilities and duties as the Board of Commissioners may direct. The Chair of the Board shall not be a member of the management group of, or an employee of, the Authority.

3.4. Vice-Chair of the Board

During the absence, disability, or vacancy of the Chair of the Board, the Vice-Chair of the Board shall have all the powers and perform all the duties of the Chair of the Board, and shall perform such other duties as the Board of Commissioners shall prescribe or designate.

3.5. Secretary

The Secretary shall see that all votes and full minutes of all meetings of the Board of Commissioners are recorded and kept in books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law. The Secretary shall be the custodian of the records and of the seal of the Authority, and shall have such other powers and duties as may be properly designated by the Board of Commissioners.

The Board of Commissioners may appoint one or more Assistant Secretaries who, during the absence, disability, or vacancy of the Secretary, shall have all of the powers and perform all of the duties of that office. During the absence, disability, or vacancy of both the Chair of the Board and the Vice-Chair of the Board, the Secretary shall have all the powers and perform all the duties of the Chair of the Board, and shall perform such other duties as the Board of Commissioners shall prescribe or designate.

3.6. Treasurer

The Treasurer shall be responsible for the financial affairs of the Authority, consistent with the

powers and duties prescribed by the Board of Commissioners. The Treasurer shall have such other powers and duties as may be properly designated by the Board of Commissioners and may delegate any of the powers and duties of the office to the chief financial officer of the Authority or to one or more Assistant Treasurers who may be appointed by the Board of Commissioners and who, during the absence, disability, or vacancy of the Treasurer, shall have all of the powers and perform all of the duties of that office. During the absence, disability, or vacancy of the Chair of the Board, the Vice-Chair of the Board and the Secretary, the Treasurer shall have all the powers and perform all the duties of the Chair of the Board, and shall perform such other duties as the Board of Commissioners shall prescribe or designate.

3.7. Chief Executive Officer

Subject to oversight by the Board of Commissioners, the Chief Executive Officer shall serve as the general manager of the Authority and be responsible for the day-to-day management of the affairs and business of the Authority. The Chief Executive Officer shall have the power to do all things and execute all documents and instruments necessary, convenient or desirable to carry out the purposes of the Authority and exercise the powers of the Authority, including without limitation the power to designate one or more other officers of the Authority to execute documents and instruments on behalf of the Authority, and shall perform such other duties and have such other powers as the Board of Commissioners shall prescribe or designate from time to time.

ARTICLE 4 - DEFENSE AND INDEMNIFICATION

The Authority shall, in the manner and to the maximum extent permitted by the Public Officers Law of the State of New York, as amended from time to time, or any other applicable law, (a) provide for the defense of any commissioner, officer or employee of the Authority in any civil action or proceeding, state or federal, arising out of any alleged act or omission which occurred or allegedly occurred while such individual was acting within the scope of their public employment or duties on behalf of the Authority, unless such action or proceeding is brought by or at the request of the Authority, and (b) indemnify and hold harmless any commissioner, officer or employee of the Authority in the amount of any judgment obtained against such individual in a state or federal court, or in the amount of any settlement of a claim, provided that the act or omission from which such judgment or claim arose occurred while such individual was acting within the scope of their public employment or duties on behalf of the Authority. The Authority may purchase insurance from any insurance company created by or under the laws of the State of New York, or authorized by law to transact business in the State of New York, against any liability imposed by the provisions of this Article 4.

ARTICLE 5 - AMENDMENTS

The Board of Commissioners shall have the power to adopt, amend, or repeal the By-Laws of the Authority at any duly called meeting by a vote of not less than a majority of the whole number of votes of the Board of Commissioners then in office.



ROCHESTER
GENESEE REGIONAL
TRANSPORTATION
AUTHORITY

BOARD OF COMMISSIONERS AGENDA ITEM COVER SHEET

Board Meeting Date:	September 7, 2023
Presenter:	Daniel DeLaus
Subject:	Authorizing the Settlement of Litigation
Background:	<p>The Plaintiff was the driver of a private medical transport service rear ended by an Authority owned bus while the Plaintiff's vehicle was parked. The Plaintiff sustained serious injuries due to the incident. The Plaintiff, age 57, sustained a permanent neck and back injuries which in part required surgery.</p> <p>Given the nature of the injuries and concerns over a favorable jury verdict the Legal Department determined that it was in the best interests of the Authority to participate in mediation in an attempt to settle the case.</p> <p>The Legal Department reached a settlement agreement with the Plaintiff through the mediation process subject to approval by the Board of Commissioners.</p>
Financial Impact:	The settlement amount was contemplated within the prior year's and the current year's operating budget.
Recommendation:	That the Chief Executive Officer or his designee be granted authority to enter into a settlement agreement in the matter of Warren v. RGRTA pursuant to the mediated settlement agreement dated July 27, 2023.

Our Promise: RTS makes it easy to enjoy your journey.



Resolution: RGRTA 38-2023

RESOLUTION AUTHORIZING SETTLEMENT OF LITIGATION

WHEREAS, the Authority's policy outlines procedures for the settlement of claims and the authorizations required; and,

WHEREAS, the policy requires approval from the Board of Commissioners for any settlement greater than \$250,000; and,

WHEREAS, the Legal Department has determined that it is in the best interests of the Authority and seeks to settle the matter of Warren v. RGRTA et al for \$325,000.

BE IT FURTHER RESOLVED, that the Chairman, any duly elected officer, or the Chief Executive Officer is authorized to enter into this agreement and to complete any other documents necessary to carry out this settlement.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of a Regular Meeting of the Rochester-Genesee Regional Transportation Authority, which was held on September 7, 2023 and that the Resolution is still in full force and effect.

Brian Young, Vice Chairman

Date: September 7, 2023
Rochester, New York



2023 STANDING CALENDAR

Document Date: 8/24/23 Calendar is subject to revisions/additions

MEETING INFORMATION	DATE	TIME
RGRTA Regular Board Meeting	Thursday, January 5, 2023	CANCELLED
RGRTA Compensation Committee Meeting	Thursday, February 2, 2023	10:30AM - 11:30AM
RGRTA Quarterly Board Meeting	Thursday, February 2, 2023	Noon - 2:00PM
RGRTA Regular Board Meeting	Thursday, March 16, 2023	Noon - 2:00PM
RGRTA Compensation Committee Meeting	March 2023	CANCELLED
RGRTA Finance/Investment Committee Meeting	Thursday, April 6, 2023	10:30AM - 11:30AM
RGRTA Regular Board Meeting	Thursday, April 6, 2023	Noon - 2:00PM
RGRTA Governance Committee Meeting	Thursday, May 4, 2023	10:30AM - 11:30AM
RGRTA Quarterly Board Meeting	Thursday, May 4, 2023	Noon - 2:00PM
RGRTA Audit/Finance Committee Meeting	Thursday, June 22, 2023	10:00AM – 11:30AM
RGRTA Regular Board Meeting	Thursday, June 22, 2023	Noon - 1:30PM
RGRTA Governance Committee Meeting	Thursday, August 3, 2023	10:30AM – 11:30AM
RGRTA Quarterly Board Meeting	Thursday, August 3, 2023	Noon - 1:30PM
RGRTA Annual Meeting	Thursday, August 3, 2023	1:30PM - 2:00PM
RGRTA Governance Committee Meeting	Thursday, September 7, 2023	CANCELLED
RGRTA Regular Board Meeting	Thursday, September 7, 2023	Noon - 2:00PM
RGRTA Regular Board Meeting	Thursday, October 5, 2023	Noon - 2:00PM
RGRTA Quarterly Board Meeting	Thursday, November 2, 2023	Noon – 2:00PM
RGRTA Annual Governance Training	Thursday, November 16, 2023	8:30AM – 5:00PM
RGRTA Audit Committee Meeting	Thursday, December 7, 2023	10:30AM - 11:30AM
RGRTA Regular Board Meeting	Thursday, December 7, 2023	Noon - 2:00PM

Location Key:

All Meetings to be held at RGRTA: 1372 E. Main Street, Board Room and Virtually unless otherwise specified.