

RIPTA BOARD OF DIRECTORS MEETING

Monday, September 25, 2017

1:30 p.m.

Transportation Conference Room

269 Melrose Street, Providence

AGENDA

1. Board Approval: To Consider for Approval the Draft Regular Session Meeting Minutes of June 14, 2017, Draft Regular Session Meeting Minutes of August 1, 2017 and the Draft Executive Session Minutes of August 1, 2017.*
2. Public Comment: Limited to 3 minutes per person (sign-up sheet will be provided).
3. CEO Report: Discussion/Update:
 - General Comments
4. Board Discussion / Potential Vote(s): Audit Presentation by Bacon & Company, LLC
5. Board Discussion / Potential Vote(s): Operating Budget – Revised Fiscal Year 2018 and Fiscal Year 2019
6. Board Discussion / Potential Vote(s): Consideration of Approval for Information Technology Dept.'s Request: Network Hardware Upgrades
7. Board Discussion / Potential Vote(s): Consideration of Approval for Information Technology Dept.'s Request: License Renewals
8. Board Discussion / Potential Vote(s): Consideration of Approval for Safety Department's Request: Underground Storage Tank Compliance
9. Board Discussion / Potential Vote(s): Consideration of Approval for Planning Department's Request: Genfare Maintenance Agreement
10. Board Discussion / Potential Vote(s): Consideration of Approval for Risk Management Dept.'s Request: Acquisition of Lamar Bus Shelters
11. Board Discussion / Potential Vote(s): Update by KL2 Connects regarding CEO Recruitment and Selection
12. Executive Session: Executive Session to consider the job performance, character, and qualifications of candidates for Chief Executive Officer and Interim Chief Executive Officer, which persons have been notified pursuant to RIGL §42-46- 5(a)(1). *
13. Board Discussion / Potential Vote(s): Selection of candidates to interview for Chief Executive Officer
14. Board Discussion / Potential Vote(s): Appointment of Interim Chief Executive Officer.

RHODE ISLAND PUBLIC TRANSIT AUTHORITY
BOARD OF DIRECTORS
Minutes of Monday, September 25, 2017

Board Members

Present: Wayne Kezirian, Board Chair; Stephanie Ogidan Preston, Board Vice Chair; Maureen Martin, Board Secretary; Karen A. Santilli, Board Treasurer; Mark Susa; and Princess Sirleaf Bomba.

Absent: Director Peter Alviti; Joshua Brumberger.

Also Present: Raymond Studley, CEO; Attorney Benjamin Salzillo, In-House Counsel; Attorney Christopher Fragomeni, Board Counsel; Elizabeth Silvestre, Confidential Executive Assistant; Other members of RIPTA's staff; and members of the public.

Agenda Item 1: Approval of the June 14, 2017 and August 1, 2017 Board Minutes

Ms. Santilli makes a motion to approve the minutes of the June 14, 2017 Board meeting. Mr. Susa seconds and it passes. Voting in favor were: Ms. Santilli, Mr. Susa, Ms. Preston, Ms. Bomba, and Mr. Kezirian. Ms. Martin abstained.

Ms. Santilli makes a motion to approve the minutes of the August 1, 2017 Board meeting. Mr. Susa seconds and it passes. Voting in favor were: Ms. Santilli, Mr. Susa, Ms. Preston, Ms. Bomba, and Mr. Kezirian. Ms. Martin abstained.

Agenda Item 2: Public Comment

1. Thomas Cute: Discusses bus safety tips and concerns.
2. Randall Rose: Discusses concerns about data privacy in the new farebox contract.
3. Don Rhodes: Discusses the new CEO search process.

Agenda Item 3: CEO's Report

Mr. Studley thanks staff and 618. Mr. Kezirian and Ms. Martin thank Mr. Studley.

Agenda Item 4: Audit Presentation by Bacon & Company, LLC

Ms. Cheryl Langevin of Bacon & Company presents the financial audit and provides a brief overview.

Ms. Santilli makes a motion to accept the financial audit presentation. Ms. Martin seconds and the motion passes. Voting in favor were: Ms. Santilli, Ms. Martin, Ms. Preston, Ms. Bomba, Mr. Susa, and Mr. Kezirian.

Agenda Item 5: Operating Budget – Revised Fiscal Year 2018 and Fiscal Year 2019

Ms. DiLauro presents the revised fiscal year 2018 and fiscal year 2019 operating budget and provides a brief overview of details.

Ms. Bomba makes a motion to approve the Revised Fiscal Year 2018 and Fiscal Year 2019 Operating Budget. Ms. Santilli seconds and the motion passes. Voting in favor were: Ms. Bomba, Ms. Santilli, Ms. Preston, Ms. Martin, Mr. Susa, and Mr. Kezirian.

Agenda Item 6: Consideration of Approval for Information Technology Dept.'s Request: Network Hardware Upgrades

Mr. Salisbury presents a request for network hardware upgrades to support backend architecture.

Ms. Martin makes a motion to approve the request for network hardware upgrades. Ms. Santilli seconds and the motion passes. Voting in favor were: Ms. Martin, Ms. Santilli, Ms. Preston, Ms. Bomba, Mr. Susa, and Mr. Kezirian.

Agenda Item 7: Consideration of Approval for Information Technology Dept.'s Request: License Renewals

Mr. Salisbury presents a request for license renewals for email server upgrades. Ms. Santilli and Mr. Salisbury discuss the amount of accounts needed and previously quoted costs.

Ms. Martin makes a motion to approve the request for license renewals. Ms. Preston seconds and the motion passes. Voting in favor were: Ms. Martin, Ms. Preston, Ms. Bomba, Ms. Santilli, Mr. Susa, and Mr. Kezirian.

Agenda Item 8: Consideration of Approval for Safety Department's Request: Underground Storage Tank Compliance

Mr. Ginaitt presents a request for approval of costs for underground storage tank compliance, and provides an overview of monitoring the tanks.

Ms. Martin makes a motion to approve the request for the underground storage tank compliance. Ms. Preston seconds and the motion passes. Voting in favor were: Ms. Martin, Ms. Preston, Ms. Santilli, Ms. Bomba, Mr. Susa, and Mr. Kezirian.

Agenda Item 9: Consideration of Approval for Planning Department's Request: Genfare Maintenance Agreement

Ms. Pettine presents a request for a one-year contract with Genfare for fare box and ticket vending machine maintenance.

Ms. Preston makes a motion to approve the request for one-year contract with Genfare. Ms. Bomba seconds and the motion passes. Voting in favor were: Ms. Preston, Ms. Bomba, Ms. Martin, Mr. Susa, Ms. Santilli, and Mr. Kezirian.

Agenda Item 10: Consideration of Approval for Risk Management Dept.'s Request: Acquisition of Lamar Bus Shelters

Mr. Salzillo presents an update on the status of acquisition of Lamar bus shelters and requests approval to purchase remaining bus shelters. Ms. Santilli, Ms. Preston, and Mr. Salzillo discuss shelter maintenance, replacement, and snow and trash removal.

Ms. Preston makes a motion to approve the request for acquisition of bus shelters. Ms. Santilli seconds and the motion passes. Voting in favor were: Ms. Preston, Ms. Santilli, Ms. Martin, Ms. Bomba, Mr. Susa, and Mr. Kezirian.

Agenda Item 11: Update by KL2 Connects regarding CEO Recruitment and Selection

Mr. Paul Muldoon of KL2 Connects presents an update on the CEO recruitment process and discusses the next steps with board members.

Agenda Item 12: Executive Session to consider the job performance, character, and qualifications of candidates for Chief Executive Officer and Interim

Chief Executive Officer, which persons have been notified pursuant to RIGL §42-46- 5(a)(1). *

Upon motion by Ms. Santilli, which was seconded by Ms. Preston the following vote was adopted and passed. Voting in favor were: Ms. Santilli, Ms. Preston, Ms. Bomba, Ms. Martin, Mr. Susa, and Mr. Kezirian.

Voted: To convene the Board into Executive Session pursuant to Rhode Island General Laws section §42-46-5(a)(1) related to job performance, character and qualifications for Chief Executive Officer, Interim Chief Executive Officer, and approval of executive session minutes from August 1, 2017.

The Board, staff, and counsel thereafter convened into executive session at 02:41 p.m.

The Board, staff, and counsel entered public session at 04:22 p.m.

Attorney Fragomeni reports out that the Board unanimously approved the minutes from the August 1, 2017 executive session.

Ms. Preston makes a motion to seal the Executive Session minutes. Ms. Bomba seconds and the motion passes. Voting in favor were Ms. Preston, Ms. Bomba, Ms. Santilli, Ms. Martin, and Mr. Susa.

Agenda Item 13: **Selection of candidates to interview for Chief Executive Officer**

Mr. Kezirian requests that KL2 Connects provide a rank of the top four candidates to consider for interviews.

Ms. Preston makes a motion to approve the request. Ms. Martin seconds and the motion passes. Voting in favor were: Ms. Preston, Ms. Martin, Ms. Santilli, Ms. Bomba, Mr. Susa, and Mr. Kezirian.

Agenda Item 14: **Appointment of Interim Chief Executive Officer**

Mr. Kezirian recommends Amy Pettine, Executive Director of Planning for appointment as Interim Chief Executive Officer, starting October 1, 2017.

Ms. Martin makes a motion to approve the recommendation. Ms. Santilli seconds and the motion passes. Voting in favor were: Ms. Martin, Ms. Santilli, Ms. Preston Ms. Bomba, Mr. Susa, and Mr. Kezirian.

Agenda Item 15: **Adjournment 04:26 p.m.**

Ms. Preston moves to adjourn, Ms. Bomba seconds and the motion passes. Voting in favor were: Ms. Preston, Ms. Bomba, Ms. Santilli, Ms. Martin, Mr. Susa, and Mr. Kezirian.

Respectfully submitted,

Maureen Martin, Secretary

15. Adjournment

This Agenda posted on September 22, 2017

*Board Members may convene in Executive Session pursuant to R.I. Gen. Laws §42-46-5(a)(1) to consider and discuss this Agenda item.

By a majority vote, a public body may amend its agenda to add items. The additional items shall be for informational purposes only and may not be voted on except when necessary to address an unexpected occurrence requiring immediate action or to refer the matter to an appropriate committee pursuant to R.I. Gen. Laws §42-46-6(b).

Copies of Meeting Minutes may be obtained pursuant to RIPTA's public records policy, which is available at <http://www.ripta.com/access-to-public-records-act>. An interpreter for the hearing impaired can be provided by calling 784-9571 at least 72 hours in advance. The location is accessible to the handicapped.