AGENDA

CUMBERLAND-DAUPHIN-HARRISBURG TRANSIT AUTHORITY
901 North Cameron Street
Harrisburg, PA 17101

Board Meeting
January 30, 2020
12:00 PM

I. Roll Call

Eric Bugaile *Chairman*	Al Bienstock *Treasurer*
Bruce Weber *Vice Chairman*	Chad Saylor *Assistant Treasurer*
Scott Wyland *Second Vice Chairman*	Rich Kotz *Secretary*
LaToya Bellamy *Assistant Secretary*	Jill Nagy/Sean Summers *Counsel*

II. Annual Reorganization

III. Minutes of Last Meeting – Minutes of December 19, 2019

IV. Public Comment

V. Communications
- Mr. Al Beinstock reappointment letter from Cumberland County
- Statement of Financial Interests

VI. Treasurer's Report - December 2019 Financial Report

VII. Old Business

VIII. New Business
- Resolution 2001 Approving the Award of an Intergovernmental Agency Management Agreement with the Central Pennsylvania Transportation Authority

IX. Staff Report

X. Adjournment

- CUMBERLAND-DAUPHIN-HARRISBURG TRANSIT AUTHORITY
901 N. Cameron Street, Harrisburg, PA 17101

Meeting Minutes
December 19, 2019

The regular meeting of the Authority's Board of Directors convened on this date at 12:02 pm, in the offices of Capital Area Transit, Chairman Eric Bugaile presiding. Present were board members Bruce Weber, Richard Kotz, Al Bienstock, Chad Saylor, Scott Wyland and LaToya Bellamy. Jill Nagy, Counsel, was also present.

Administrative Staff Members present were Richard Farr, Angela Bednar, Christopher Zdanis, DeRon Jordan, Mark Mitchell, Brianna Holmes, Paul Mathis, Miguel Acri-Rodriguez and Ray Girouard.

Steve Gamber, maintenance employee at Capital Area Transit and Vice President of the ATU Local 1436, was also present.

ATTENDANCE

All members of the Board of Directors are present.

MINUTES

Mr. Saylor moved to adopt the November 21, 2019 meeting minutes. Mr. Bienstock seconded the motion. The minutes were unanimously adopted.

PUBLIC COMMENT

Mr. Steve Gamber, a maintenance employee at Capital Area Transit and Vice President of the ATU Local 1436 addressed the Board of Directors with the following concerns:

- Morale is at an all-time low and the amount of grievances that are being filed by the Union is only continuing to grow. He added that these grievances are often not being settled until they reach the 3rd level. The members of the Union feel that they are not being taken seriously by the management team.

Mr. Bugaile thanked Mr. Gamber for his comment.

COMMUNICATIONS

No Communications.

TREASURER'S REPORT

Mr. Bienstock deferred to Mr. Girouard to present an overview of the November Financial Report:

- Local match 2020 letters have been sent out to each funding partner.

- The general checking account balance stands at $0 as of 11/14/2019. The Line of Credit balance is $1,512K. Currently awaiting the approval of the FY20 Federal grant. State operating funds have been received through November.
- Health insurance premiums are running positive variable to the budget by $38,000K due to open staff positions.
- Overtime is running negative to the budget due to budgeting for a service reduction, which did not take place. Currently, overtime is approximately $520,000 over budget, but is being offset by savings in wages, which is $229,000 positive in the wages and $195,000 in fringe benefits. Overall total labor is negative $96,000 YTD to the budget. Currently, there are 29 open positions available across all the departments.
- Revenue is running approximately $300,000 behind budget which is related to the Paratransit rate increase. Fixed route is running slightly ahead of the budget.
- Advertising revenue will settle in January.
- Purchase of services was slightly up, due to an increase in the volume of work that Wolf's Bus Lines is undertaking.
- Finance is looking into a gas card program for Easton Coach. Currently, Easton is paying retail at the pump.
- Fixed Route Division YTD Passengers per Vehicle Hour is trending in the right direction and is continuing to show a slow improvement.
- Fixed Route Division YTD Operating Cost per Revenue Vehicle Hour is improving and cost per hour is coming down due to a decrease in operating cost.
- Fixed Route Division YTD Operating Revenue per Revenue Vehicle Hour is not trending in the right direction.
- Fixed Route Division YTD Operating Cost per Passenger is trending in the right direction due to operating costs being down and passenger level is up.
- Paratransit Division YTD Revenue is unfavorable to the budget by $329,000, but the new Paratransit rate increase should overcome this.
- Paratransit Division YTD Expenses remains relatively unchanged and is running favorable to the budget by $138,000.

Mr. Bienstock made a motion to accept the Treasurer's report. Mr. Saylor seconded the motion. The Treasurer's report was unanimously adopted.

OLD BUSINESS

No Old Business.

NEW BUSINESS

Resolution No. 1923 (Authorize a One Year Trial to Waive the High School Diploma/GED Requirement for Hiring Operators) was presented by Mr. Farr. Mr. Farr explained that with the number of open positions for operators, CAT continues to struggle with getting qualified applicants. Although CAT recognizes the importance of having a GED or High School Diploma, it is also important to have staff to operate the buses. This resolution would allow CAT to waive the High School Diploma/GED requirement for one year to see if it helps with recruiting of

operators. After one year it will automatically revert back to the original requirements. Mr. Saylor made a motion to adopt Resolution No. 1923. Mr. Weber seconded the motion. The motion was unanimously adopted.

Resolution No. 1924 (Authorization to Procure Clean Diesel Powered Rolling Stock by Exercising Options on the Current Contract) was presented by Mr. Farr. Mr. Farr stated this is a joint procurement with South Central Transit Authority to replace buses which have reached their estimated useful life. Mr. Saylor asked if this was grant funded which Mr. Farr answered that it is. Mr. Wyland asked Mr. Farr to discuss the difference between Diesel vs CNG. Mr. Farr explained currently CAT's facility is not equipped to maintain CNG buses but it is the direction CAT will move in the future, as it is a requirement of PennDOT. Mr. Farr went on to explain that as far as pollution, the clean burning Diesels are about equivalent to CNG buses. Mr. Kotz made a motion to adopt Resolution No. 1924. Mr. Bienstock seconded the motion. The motion was unanimously adopted.

Resolution No. 1925 (Purchasing of Two Refurbished Articulated Buses) was presented by Mr. Farr. Mr. Farr explained with the 20/20 plan on the horizon, which includes the possibility of route consolidation, route consolidation could place many passenger trips at full capacity. The larger articulated bus is needed to accommodate these routes. Mr. Bienstock asked what an articulated bus is. Mr. Farr responded that an articulated bus is a 65 foot bus that bends in the middle to accommodate additional passengers. Mr. Bugaile added that CAT is the only facility in Pennsylvania besides Pittsburgh and Philadelphia that has articulated buses. Ms. Bellamy requested that the resolution be amended to correct the misspelling of "refurbished" in the title. Mr. Saylor made a motion to adopt Resolution No. 1925, reflecting the spelling correction. Mr. Weber seconded the motion. The motion was unanimously adopted.

Mr. Farr reminded the Board that CAT is still seeking sponsorship in the amount of $1,000 for the Harrisburg Symphony event *Music in the Key of We*, which CAT will be providing transportation for. Ms. Bellamy recommended reaching out to Giant, who sponsors the Farm Show building. Mr. Farr requested that the Board contact him with any further suggestions.

STAFF REPORTS

Mr. Farr presented the proposed employee referral program. With the shortfall on staffing, this program would pay out a total of $500 if an employee refers someone who is hired and remains a successful employee. The employee will receive $250 when the referred employee successfully completes 90 days of employment and then the additional $250 when the referred employee has successfully completed one year of continuous employment.

Mr. Farr stated, as part of the diversity awareness campaign, CAT and rabbittransit will be celebrating Rosa Parks' birthday on February 4th, by saving a seat at the front of the buses with a poster that signifies the importance of the day.

CAT will be going out to bid in January for the Market Square safety improvements. These safety improvements include better signage and design to keep pedestrians inside crosswalks.

Mr. Farr stated he recently met with PennDOT, who hired a firm to look for locations for a new CAT facility. They have identified seven locations and are currently working on narrowing these down. Once this has been narrowed down to four, Mr. Farr will bring this back to the Board with an update.

Mr. Farr recently met with the developer of the new Transfer Center facility that will be located on 10th and Market Street. Mr. Farr stated this seems promising. The next meeting is scheduled in early January with PennDOT and the developer. Mr. Farr will continue to provide updates as he receives them.

Mr. Bugaile asked if there is a plan in place for the opening of the new Federal Courthouse on 7th and Reiley Street. Mr. Farr stated this section is all being re-done by the city of Harrisburg and the CAT bus stops have been identified along that corridor. Mr. Bugaile asked if there is ample facility to which Mr. Farr replied they are not completely on board with what the city proposed but this has been communicated to the city engineer.

ADJOURNMENT

Mr. Bugaile named Mr. Beinstock, Mr. Kotz, and Ms. Bellamy to the nomination committee for officers that will take place at the annual reorganization at the January Board meeting.

Mr. Saylor complimented all the staff at CAT, for a job well done. Mr. Saylor recalled his tenure on the Board and some of the issues he has experienced in the past with former management. Mr. Saylor added that although CAT has come a long way, there is still a ways to go. Mr. Saylor would like to suggest rekindling of the fire for consolidation. With all the changes that have taken place, he is interested in seeing what the vision of a consolidated service would look like.

With no further business for the public meeting, the Board adjourned at 12:35pm. A short executive session will be held following the meeting to discuss personnel matters.

Respectfully Submitted,

Rich, Kotz, Secretary

COMMISSIONERS OF CUMBERLAND COUNTY

Gary Eichelberger
Chairman

Jean Foschi
Vice Chairman

Vincent T. DiFilippo
Secretary

January 13, 2020

Mr. Al Bienstock
63 Old Pioneer Road, Lot # 206
Camp Hill, PA 17011

Dear Mr. Bienstock,

At our Board of Commissioners meeting on January 13, 2020, we unanimously moved to re-appoint you to serve on the Capital Area Transit Board for a term of five (5) years, retroactive from January 1, 2020 and expiring on December 31, 2024.

We very much appreciate your willingness to serve on this Board.

Sincerely,

CUMBERLAND COUNTY BOARD OF COMMISSIONERS

Gary Eichelberger
Chairman

Jean Foschi
Vice Chairman

Vincent T. DiFilippo
Secretary

cc: Rich Farr, Executive Director

/jac

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Capital Area Transit

MEMO

To: Capital Area Transit Board Members

From: Raymond Girouard, Finance Director

Date: January 24, 2020

Re: December 2019 CAT Financial Report (Unaudited)

Attached are the Capital Area Transit's (CAT) unaudited financial statements for the month of December 2019 and the year-to-date period ending December 31, 2019.

Items of Interests:

- Latest local quarterly match 2020 letters were sent to each county; no payments have been received as yet.

- The general checking account balance stands at $0 as of 1/24/20; our LOC balance is $2.1MM. FY20 federal grant is in the final stage of approval; expect to begin seeking reimbursement in February. Our request through December expenditures is estimated to be $ 2.5MM. We have received our state operating funds through January.

- December MTD/YTD Health Insurance Expenses

	MTD Actual	YTD Actual	YTD Budget
Gross Health Insurance	$ 181,645	$ 1,183,134	$ 1,264,434
Employee Premium Copay	$ 20,853	$ 142,020	$ 162,546
Net Health Insurance	$ 160,792	$ 1,041,114	$ 1,101,888

- Overtime for December 2019 and YTD Period Ending December 31, 2019.

	December 2019		YTD	
	Actual	Budget	Actual	Budget
Operators	$ 91,554	$ 17,466	$ 579,325	$ 124,938
Operations	$ 1,392	$ 0	$ 9,020	$ 0
Maintenance	$ 34,427	$ 7,138	$ 206,816	$ 47,916
Admin.	$ 26	$ 0	$ 283	$ 0
	$ 127,399	$ 24,604	$ 795,445	$ 172,853

Fixed Route Division – December 2019

YTD Passengers Served: Passengers/Vehicle Hour

	Passengers	Revenue Vehicle Hours	Passengers Per Rev. Vehicle Hours	Change
2020	1,069,480	60,912	17.56	0.09%
2019	1,011,044	57,633	17.54	favorable
2023 Goal			19.01	

YTD Operating Expenditures: Operating Cost/Revenue Vehicle Hour

	Operating Expense	Revenue Vehicle Hours	Operating Cost Per Rev. Vehicle Hours	Change
2020	$ 7,828,708	60,912	$ 128.52	7.18%
2019	$ 7,980,309	57,633	$ 138.47	favorable
2023 Goal		Not to Exceed	$ 154.61	

YTD Operating Revenue: Operating Revenue/Revenue Vehicle Hour

	Operating Revenue	Revenue Vehicle Hours	Operating Rev. Per Rev. Vehicle Hours	Change
2020	$ 1,465,136	60,912	$ 24.05	-2.78%
2019	$ 1,425,944	57,633	$ 24.74	unfavorable
2023 Goal			$ 27.25	

YTD Operating Expense: Operating Cost/Passenger

	Operating Expense	Passengers	Operating Cost Per Passenger	Change
2020	$ 7,828,708	1,069,480	$ 7.32	7.26%
2019	$ 7,980,309	1,011,044	$ 7.89	favorable
2023 Goal		Not to Exceed	$ 8.13	

Paratransit Division – December 2019

Revenue

	MTD	YTD	Change
2020	$ 316,341	$ 1,844,427	-5.42%
2019	$ 293,627	$ 1,950,084	unfavorable

YTD Revenues are unfavorable to budget by $ 349k; will begin catching up starting January

Expenses

	MTD	YTD	Change
2020	$ 408,326	$ 2,575,440	0.37%
2019	$ 425,965	$ 2,585,112	unfavorable

YTD Expenses are 6.28% favorable to budget by $172k

Capital Area Transit
Balance Sheet - Summary
As of December 2019

	2020	2019
Assets		
Current Assets		
Cash	1,102,094	163,125
Investments	15,137	14,793
Accounts Receivable	644,595	775,873
Capital Grants Receivable	3,028,093	2,201,309
Op. Assist. & Planning Grants Receivable	32,683	33,183
Inventory	410,250	395,942
Prepaids	512,000	716,928
Total Current Assets	**5,744,851**	**4,301,153**
Capital Assets		
Fixed Assets	60,626,060	53,369,761
Accumulated Depreciation	(36,178,959)	(35,073,910)
Net Capital Assets	**24,447,101**	**18,295,852**
Other Assets	75,915	75,915
Total Assets	**30,267,867**	**22,672,920**
Liabilities		
Current Liabilities		
Accounts Payable	923,491	397,356
Accrued Wages & Payroll-Related Accruals	638,598	573,634
Payroll Withholdings - Taxes	8,248	7,796
Short-Term Debt & Accrued Interest	2,233,624	1,439,920
Accrued Expenses	558,113	398,464
Advances for Working Capital	677,367	666,644
Deferred Operating & Capital Grants	826,164	828,751
Total Current Liabilities	**5,865,605**	**4,312,565**
Long-Term Liabilities	316,414	308,015
Total Liabilities	**6,182,018**	**4,620,580**
Net Position	24,085,848	18,052,340
Total Liab, Total Def Inflow & Net Position	**30,267,867**	**22,672,920**

Capital Area Transit
Income Statement - Combined
For the Period Ending December 2019

	Fiscal Year 2020					Fiscal Year 2019	
	PTD		YTD		Annual	PTD	YTD
	Actual	Budget	Actual	Budget	Budget	Actual	Actual
Revenue							
Passenger Revenue	211,187	227,490	1,499,432	1,475,997	2,964,276	224,881	1,462,914
Other Revenue	319,830	329,913	1,810,132	2,152,044	4,259,540	287,578	1,913,114
Total Revenue	**531,017**	**557,403**	**3,309,564**	**3,628,041**	**7,223,816**	**512,459**	**3,376,028**
Expenses							
Labor							
Labor - Operators	468,755	433,255	3,021,543	2,769,653	5,558,501	456,279	2,982,827
Labor - Operations Support	71,145	78,205	480,699	500,314	1,002,929	75,526	497,440
Labor - Maintenance	141,639	114,742	879,926	733,549	1,472,045	122,790	839,829
Labor - Administrative	35,682	42,727	233,899	273,185	548,112	36,334	231,107
Labor - Health Insurance	160,792	183,648	1,041,114	1,101,888	2,319,762	189,411	1,135,961
Labor - Other Fringes	251,441	277,634	1,641,273	1,824,723	4,079,833	227,967	1,764,410
Total Labor	**1,129,454**	**1,130,211**	**7,298,454**	**7,203,312**	**14,981,182**	**1,108,306**	**7,451,574**
Services	94,307	78,088	440,230	468,528	937,050	106,207	453,203
Fuel	94,484	96,830	664,264	624,919	1,248,187	99,671	675,293
Tires & Tubes	23,345	10,034	68,609	64,782	129,389	10,082	54,935
Materials & Supplies	61,122	58,475	384,363	373,735	746,774	75,290	379,758
Utilities	27,392	35,016	143,910	165,435	340,256	21,413	150,569
Casualty & Liability	45,156	41,411	276,085	248,466	496,928	20,926	248,799
Taxes	104	122	808	799	1,592	125	834
Purchase of Service	177,949	181,827	1,075,145	1,223,209	2,442,462	158,792	1,092,483
Miscellaneous	1,037	9,726	13,007	58,356	116,716	3,557	34,413
Marketing & Promotion	-	2,057	6,330	12,342	24,680	-	7,049
Interest	7,637	3,333	30,537	19,998	40,000	4,923	14,032
Leases & Rentals	413	415	2,475	2,490	4,980	413	2,475
Total Expenses	**1,662,399**	**1,647,545**	**10,404,215**	**10,466,371**	**21,510,196**	**1,609,706**	**10,565,416**
Surplus (Deficit)	**(1,131,382)**	**(1,090,142)**	**(7,094,651)**	**(6,838,330)**	**(14,286,380)**	**(1,097,247)**	**(7,189,388)**
Subsidy							
Local Subsidy	92,679	90,987	547,919	543,102	1,061,586	85,773	510,757
State Subsidy	698,186	728,482	4,417,210	4,494,375	9,100,664	736,759	4,420,554
Federal Subsidy	340,518	270,672	2,129,523	1,800,850	4,124,128	379,508	2,162,103
Total Subsidy	**1,131,382**	**1,090,141**	**7,094,651**	**6,838,327**	**14,286,378**	**1,202,040**	**7,093,414**
Difference	-	(1)	-	(3)	(2)	104,793	(95,975)

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Capital Area Transit
Income Statement Summary - Fixed Route
For the Period Ending December 2019

	Fiscal Year 2020					Fiscal Year 2019	
	PTD		YTD		Annual	PTD	YTD
	Actual	Budget	Actual	Budget	Budget	Actual	Actual
Revenue							
Passenger Fares	192,929	210,741	1,384,651	1,368,354	2,750,034	207,649	1,356,284
Other Revenue	21,747	10,398	80,485	66,408	133,471	11,183	69,660
Total Revenue	**214,676**	**221,139**	**1,465,137**	**1,434,762**	**2,883,505**	**218,832**	**1,425,944**
Expenses							
Labor							
Labor - Operators	412,891	367,653	2,639,317	2,348,034	4,719,355	392,941	2,578,237
Labor - Operations Support	50,108	57,116	347,930	364,777	733,171	55,039	365,313
Labor - Maintenance	118,924	96,302	718,708	615,038	1,236,175	99,963	701,739
Labor - Administrative	29,302	35,066	192,081	223,949	450,118	31,146	197,062
Labor - Health Insurance	121,277	143,807	793,340	862,842	1,816,508	145,482	863,279
Labor - Other Fringes	208,774	230,673	1,355,903	1,514,989	3,385,901	177,756	1,469,938
Total Labor	**941,276**	**930,617**	**6,047,280**	**5,929,629**	**12,341,228**	**902,327**	**6,175,568**
Services	85,691	61,037	394,926	366,222	732,448	77,137	381,227
Fuel	79,447	75,873	542,200	487,264	973,889	79,370	534,897
Tires & Tubes	15,137	7,681	49,867	49,326	98,590	5,287	42,641
Materials & Supplies	50,977	50,934	325,056	324,958	649,532	66,748	335,234
Utilities	19,104	24,705	99,668	114,905	236,815	14,901	105,345
Casualty & Liability	30,679	27,997	187,692	167,982	335,960	17,449	175,960
Taxes	-	-	-	-	-	-	-
Purchase of Service	23,712	15,910	136,522	215,199	379,471	13,186	182,542
Miscellaneous	728	5,009	9,124	30,054	60,107	2,504	24,632
Marketing & Promotion	-	2,057	6,330	12,342	24,680	-	7,049
Interest	6,912	3,017	27,639	18,102	36,203	4,420	12,737
Leases & Rentals	413	415	2,475	2,490	4,980	413	2,475
Total Expenses	**1,254,075**	**1,205,252**	**7,828,778**	**7,718,473**	**15,873,903**	**1,183,741**	**7,980,306**
Surplus (Deficit)	**(1,039,399)**	**(984,113)**	**(6,363,641)**	**(6,283,711)**	**(12,990,398)**	**(964,909)**	**(6,554,362)**
Subsidy							
Local Subsidy	92,679	90,987	547,919	543,102	1,061,586	85,773	510,757
State Subsidy	698,186	728,482	4,417,210	4,494,375	9,100,664	736,759	4,420,554
Federal Subsidy	248,534	164,645	1,398,513	1,246,234	2,828,149	247,170	1,527,076
Total Subsidy	**1,039,399**	**984,114**	**6,363,641**	**6,283,711**	**12,990,399**	**1,069,702**	**6,458,387**
Difference	-	1	-	-	1	104,793	(95,975)

Capital Area Transit
Income Statement Summary - Paratransit
For the Period Ending December 2019

	Fiscal Year 2020					Fiscal Year 2019	
	PTD		YTD		Annual	PTD	YTD
	Actual	Budget	Actual	Budget	Budget	Actual	Actual
Revenue							
Passenger Fares	18,257	16,749	114,781	107,643	214,242	17,233	106,630
Other Revenue	298,083	319,515	1,729,646	2,085,636	4,126,069	276,395	1,843,454
Total Revenue	**316,341**	**336,264**	**1,844,427**	**2,193,279**	**4,340,311**	**293,627**	**1,950,084**
Expenses							
Labor							
Labor - Operators	55,864	65,602	382,226	421,619	839,146	63,338	404,590
Labor - Operations Support	21,037	21,089	132,769	135,537	269,758	20,487	132,127
Labor - Maintenance	22,715	18,440	161,218	118,511	235,870	22,827	138,090
Labor - Administrative	6,379	7,661	41,817	49,236	97,994	5,188	34,045
Labor - Health Insurance	39,515	39,841	247,774	239,046	503,254	43,929	272,681
Labor - Other Fringes	42,667	46,961	285,370	309,734	693,932	50,211	294,472
Total Labor	**188,177**	**199,594**	**1,251,174**	**1,273,683**	**2,639,954**	**205,980**	**1,276,006**
Services	8,617	17,051	45,303	102,306	204,602	29,070	71,976
Fuel	15,038	20,957	122,064	137,655	274,298	20,301	140,395
Tires & Tubes	8,208	2,353	18,742	15,456	30,799	4,796	12,293
Materials & Supplies	10,146	7,541	59,307	48,777	97,242	8,543	44,523
Utilities	8,288	10,311	44,242	50,530	103,441	6,512	45,224
Casualty & Liability	14,476	13,414	88,393	80,484	160,968	3,477	72,839
Taxes	104	122	808	799	1,592	125	834
Purchase of Service	154,237	165,917	938,623	1,008,010	2,062,991	145,606	909,941
Miscellaneous	310	4,717	3,883	28,302	56,609	1,052	9,782
Interest	725	316	2,898	1,896	3,797	503	1,296
Leases & Rentals	-	-	-	-	-	-	-
Total Expenses	**408,324**	**442,293**	**2,575,437**	**2,747,898**	**5,636,293**	**425,965**	**2,585,110**
Surplus (Deficit)	**(91,984)**	**(106,029)**	**(731,010)**	**(554,619)**	**(1,295,982)**	**(132,338)**	**(635,026)**
Subsidy							
Local Subsidy	-	-	-	-	-	-	-
State Subsidy	-	-	-	-	-	-	-
Federal Subsidy	91,984	106,027	731,010	554,616	1,295,979	132,338	635,026
Total Subsidy	**91,984**	**106,027**	**731,010**	**554,616**	**1,295,979**	**132,338**	**635,026**
Difference	-	(2)	-	(3)	(3)	-	-

Printed 1/24/2020 8:53 AM

RESOLUTION NO. 2001

APPROVING THE AWARD OF AN INTERGOVERNMENTAL AGENCY MANAGEMENT AGREEMENT WITH THE CENTRAL PENNSYLVANIA TRANSPORTATION AUTHORITY

WHEREAS, Capital Area Transit is a municipal authority engaged in the activity of providing public transit services within the Counties of Dauphin and Cumberland and the City of Harrisburg; and

WHEREAS, Central Pennsylvania Transportation Authority (CPTA) is a municipal authority engaged in the activity of providing public transit services within the Counties of York, Adams, Cumberland, Columbia, Franklin, Montour, Northumberland, Perry, Snyder and Union; and

WHEREAS, CPTA's Articles of Incorporation permits CPTA to manage transit services in other areas in the state where called upon by legislative bodies; and

WHEREAS, CPTA and CAT have been working under an existing agreement since February 2018,

WHEREAS, CAT desires to continue to contract with CPTA to assist in providing public transportation through executive management services; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Cumberland-Dauphin-Harrisburg Transit Authority, that it approves executing the Intergovernmental Agency Management Agreement with CPTA for a period of 5 (five) months on February 1, 2020.

CERTIFICATION OF OFFICERS

OF

CUMBERLAND-DAUPHIN-HARRISBURG TRANSIT AUTHORITY

I certify that the foregoing is a sound and true copy of a Resolution adopted at a legally convened meeting of the Cumberland-Dauphin-Harrisburg Transit Authority Board Members held on January 30, 2020.

_____ attest: _____

Secretary Chaiman

Resolution 2001
Fact Sheet

INTERGOVERNMENTAL AGENCY MANAGEMENT AGREEMENT

THIS AGREEMENT made this 30 day of January, 2020, by and between the CAPITAL AREA TRANSIT AUTHORITY, a municipal authority organized under the Municipalities Authorities Act of 1945, with its principle offices located at 901 North Cameron Street, Harrisburg, Pennsylvania, (herein referred to as "CAT"), and the CENTRAL PENNSYLVANIA TRANSPORTATION AUTHORITY, a municipal authority organized under the Municipalities Authorities Act of 1945, with its principal offices located at 415 Zarfoss Drive, York, Pennsylvania, (herein referred to as "CPTA").

WITNESSETH:

WHEREAS, CAT is a municipal authority engaged in the activity of providing public transit services within the Counties of Dauphin and Cumberland and the City of Harrisburg; and

WHEREAS, CPTA is a municipal authority engaged in the activity of providing public transit services within the Counties of York, Adams, Cumberland, Columbia, Franklin, Montour, Northumberland, Perry, Snyder and Union; and

WHEREAS, CPTA's Articles of Incorporation permits CPTA to manage transit services in other areas in the state where called upon by legislative bodies; and

WHEREAS, CAT desires to contract with CPTA to assist in providing public transportation through executive management services; and

NOW, THEREFORE, intending to be legally bound, the parties hereto agree as set forth below.

1. **CPTA Services**. Contingent upon the receipt of funds from the Technical Assistance Grant referenced in Section 2 below, CPTA agrees to provide executive director services to CAT, which executive director shall be generally responsible for the overall management and leadership of CAT, reporting to a seven member Board appointed by the County Commissioners and City of Harrisburg of CAT's incorporating members.

The executive director's responsibility includes the supervision of the employees at CAT. The executive director shall also be responsible for Board and public relations, developing a supportive relationship with appointed and elected officials, labor relations and returning CAT to a sound financial basis and promoting a regional approach to transportation. The executive director and other designated leaders from CPTA shall establish and maintain goals for the public transportation system and follow the policy guidance established by CAT's Board. The executive director shall oversee compliance with all Federal, State, and Local statutory and regulatory requirements, prepare monthly Board meeting agenda and materials and attend all monthly Board meetings of CAT, represent CAT at any meetings required with local elected officials. CAT recognizes and agrees that the executive director shall continue to provide executive director services to CPTA during the same time period. The executive director and other designated leaders from CPTA shall have a presence on site at CAT for the contract period for direct oversight, understanding said oversight shall not be daily but a sufficient time as outlined by the executive director to the Board, and shall advise the Board of assigned personnel who will be present at CAT for all other times when the executive director is not present.

2. **Additional Services.** CPTA agrees that the services in this Agreement shall be in conformity with its response to request for management services and such listing of duties in the request for management services are incorporated herein, including the ability to manage workforce, union negotiations, hiring decisions and recommendations and general services for an efficient, transportation service in CAT's service area.

3. **Term**. The executive management services shall be for of 5 (Five) month, expiring June 30, 2020. While this agreement does not commit either party to conditions beyond the language in the agreement, it is understood by both parties that significant efforts will be made to continue to evaluate and advance the concepts of regionalization as has been initiated by motion from all the parties that they will continue to explore the concept of a formalized, long-term arrangement through Board Committees.

4. **CAT Policies**. CPTA will manage CAT's public transportation system in keeping with the policies established by CPTA, including, but not limited to, CPTA's policies with

respect to standards of service, levels of service, personnel policies and purchasing procedures. CPTA will report to CAT on a monthly basis at the regularly scheduled meeting of the Board of Directors of CAT, with respect to its management of the public transportation services of CAT. At such meetings, CPTA shall make recommendations to the Board of Directors of CAT relative to operation of CAT's public transportation service. Such CPTA policies shall be used after appropriate consideration and, as necessary, after negotiation and/or meet and discuss obligations with CAT's Union.

5. **Relationship of the Parties**. The Executive Director and other CPTA employees providing any services to CAT under this Agreement shall be employees of CPTA only and shall not be employees of CAT. CPTA shall have the right to hire, supervise and discharge CPTA's employees and determine their compensation. CPTA shall be solely responsible for compensating its employees, including compliance with all local, state, or federal requirements.

6. **Personal Liability.** No officer, director or employee of CPTA or CAT shall be personally liable for the performance of the terms of this Agreement to extent not covered under Paragraph 11 of this Agreement provided their actions are not willful, egregious or wanton and in the scope of their duties.

7. **Termination.** In the event either party desires to terminate this Agreement it shall provide sixty (60) days written notice to the other party.

8. **Each Party Maintains Liability.** CPTA shall be responsible solely for matters and actions directly related to its operations. CAT shall be solely responsible for matters and actions directly related to its operations. CAT shall have no claim or cause of action of any kind against CPTA due to any actions of the Executive Director or other CPTA employees performing services under the scope of this Agreement.

9. **Indemnification.** CAT hereby agrees to hold harmless, indemnify and defend CPTA, its officers, directors, agents, or employees (hereinafter referred to as INDEMNITEES) from any and all liability, claims, demands, actions, causes of action, losses, damages, or injuries arising from the negligence of CAT or the negligence of any of CAT's employees or subcontractors arising

from the participation in such Activity, while in, on or upon the premises where the CPTA Services outlined in Paragraph 1 of this Agreement on behalf of CAT are being conducted or on any vehicle or service provided by CAT. Nothing in this paragraph shall be intended to limit any immunities granted to the Indemnitees by virtue of their status as a governmental agency. Nothing is intended to waive the willful misconduct of CPTA in performing its duties provided under this Agreement on CAT's behalf or is intended to defend, indemnify or hold harmless CPTA for duties solely on behalf of CPTA outside the scope of this Agreement. Nothing in this agreement is intended to create a joint employment relationship for any employee unless specifically noted in that employee's job description and as specifically jointly hired.

10. **Insurance.** CAT shall name CPTA as an additional insured on all policies of insurance. Moreover, CPTA's insurance consultant shall review CAT's liability policies to ensure that appropriate coverage limits are included to satisfy CPTA's insurance standards for contracts per attached Exhibit "A".

11. **Invalidity of Provision.** Should any part of this Agreement be declared unconstitutional, invalid or beyond the authority of either party to enter into or carry out, such declaration will not affect the validity of the remainder of this Agreement, which will continue to be in full force and effect except that if any part is declared unconstitutional or invalid beyond the authority of a party to enter into or carry out is, in the judgment of CAT or CPTA, material to the Agreement, CAT or CPTA shall have the right on ten (10) days written notice to the other to terminate this Agreement.

12. **Notices.** All notices required or allowed by this Agreement shall be in writing by certified mail, return receipt requested, addressed to the receiving party at the address set forth above or at such other address as either party may designate in writing to the other party as its address for receiving of notices.

13. **Governing Law.** This Agreement will be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF the parties hereto, intending to be legally bound hereby, do hereunto set their hands and official seals the day and year first above written.

ATTEST:

CENTRAL PENNSYLVANIA TRANSPORTATION AUTHORITY

_____

By:_____
Raymond Rosen, Chairperson

ATTEST:

CAPITAL AREA TRANSIT AUTHORITY

_____

By:_____
Eric Bugaile, Chairperson