

**MINUTES OF THE ANNUAL MEETING OF THE
BOARD OF COMMISSIONERS OF
ROCHESTER-GENESEE REGIONAL TRANSPORTATION AUTHORITY
AND ITS SUBSIDIARIES
August 1, 2019**

A. Roll Call and Determination of Quorum

The meeting was called to order by Chairman Geoffrey Astles at 1:09PM, who determined that a quorum was present.

Present on Roll Call:

➤	County of Monroe	Don Jeffries	=	15 votes
➤	City of Rochester	William Ansbro	=	2 votes
	City of Rochester	Jerdine Johnson	=	2 votes
➤	City of Rochester	William McDonald	=	2 votes
➤	County of Livingston	Milo I. Turner	=	2 votes
➤	County of Ontario	Geoff Astles	=	3 vote
➤	County of Orleans	James 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
➤	Amalgamated Transit Union	Jacques Chapman	=	<u>0 votes</u>

Total Votes Possible	32
Total Votes Present	30
Votes Needed for Quorum	17

B. Approve Minutes of Preceding Joint Annual Meeting

- Adoption of Annual Meeting Agenda, August 1, 2019
- Annual Meeting Minutes for June 21, 2018

On motion of Commissioner Turner, seconded by Commissioner Jankowski, the Agenda was unanimously adopted.

C. Resolution Ratifying Actions of Commissioners and Officers

**Resolution Ratifying the Acts of the Authority Commissioners and Officers since the 2018
Annual Meeting, RGRTA 41-2019**

RGRTA 41-2019: On motion of Commissioner McDonald, seconded by Commissioner White, the aforementioned Resolution, a copy of which shall be attached to these Minutes, was unanimously approved.

D. Election of Officers

On motion of Commissioner McDonald, seconded by Commissioner Jankowski, the Slate of Nominated Officers for RGRTA was unanimously approved as presented to the Board by Commissioner Jeffries, a copy of which shall be attached to these minutes.

Commissioner Jeffries thanked Chairman Astles for his leadership over the past three years.

E. Calendar

Bill Carpenter, CEO stated that based on the work that was done by the Governance Committee earlier in the day we are looking to cancel the Governance Committee meeting for next month and also cancel the Board meeting. The next time the Board would meet will be on October 3rd.

F. Adjournment

There being no further matters on the adopted Agenda, the Annual meeting was adjourned at on motion of Commissioner Ansbro, seconded by Commissioner Jeffries.



**ROCHESTER
GENESEE REGIONAL
TRANSPORTATION
AUTHORITY**

BOARD OF COMMISSIONERS AGENDA ITEM COVER SHEET

Board Meeting Date:	August 1, 2019
Presenter:	Daniel DeLaus
Subject:	Resolution Ratifying the Acts of the Authority Commissioners and Officers since the 2018 Annual Meeting
Background:	At each annual meeting, the Board of Commissioners has traditionally ratified each and all the resolutions, acts and proceedings of the Board and each and all acts of the officers and committees of the Authority and its subsidiaries carrying out and promoting the purposes, objectives and interests of the Authority since its last annual meeting. The purpose of the Resolution is to correct any immaterial oversights that may have occurred.
Financial Impact:	There is no financial impact associated with the ratification of the Acts of the Authority Commissioners and Officers.
Recommendation:	The Authority recommends a vote for the ratification of all acts of the Authority's Commissioners and Officers since the 2018 Annual Meeting.



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

Resolution: RGRTA 41-2019

RATIFYING THE ACTS OF THE AUTHORITY COMMISSIONERS AND OFFICERS SINCE THE 2018 ANNUAL MEETING

RESOLVED, that any and all resolutions, actions and proceedings by those persons serving as the officers, as commissioners/directors or as members of the committee of the Rochester Genesee Regional Transportation Authority (the "Authority") or of any of its subsidiaries listed below (the "Subsidiaries") taken or occurring since that last annual meeting of Authority and/or of such Subsidiary, which acts or actions were taken in good faith for the purpose of carrying out and promoting the purposes, objectives and interests of the Authority and/or its Subsidiaries and which could have been authorized by the resolution of the members of this Board of Commissioners in their capacity as the Commissioners of the Authority or as Directors of any such Subsidiary, as applicable, except that such acts or actions were taken prior to the adoption of this Resolution, are hereby severally acknowledged, ratified, affirmed, approved and adopted as acts or actions in the name of and on behalf of the Authority or of the applicable Subsidiary; and all resolutions of the respective Boards of Commissioners/Directors of the Authority and its Subsidiaries since the last annual meeting as shown by the records in their respective Minute Books are hereby approved, adopted and ratified.

Subsidiaries Included in the Foregoing Resolution and the Respective Resolution Numbers:

*Batavia Bus Service, Inc. – BBS 1-2019
County Area Transit System, Inc. – CATS 1-2019
Genesee Transportation Council Staff, Inc. – GTCS 5-2019
Livingston Area Transportation Service, Inc. – LATS 1-2019
Lift Line, Inc. – LL 1-2019
Orleans Transit Service, Inc. – OTS 1-2019
Regional Transit Service, Inc. – RTS 1-2019
Seneca Transit Service, Inc. – STS 1-2019
Wayne Area Transportation Service, Inc. – WATS 1-2019
Wyoming Transit Service, Inc. – WYTS 1-2019*

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of an Annual Meeting of the Rochester-Genesee Regional Transportation Authority, which was held on August 1, 2019 and that the Resolution is still in full force and effect.

Geoffrey Astles, Chairman

Date: August 1, 2019
Rochester, New York

Resolution: BBS 1-2019

RATIFYING ACTIONS OF BOARD OF DIRECTORS & OFFICERS OF THE BATAVIA BUS SERVICE, INC.

RESOLVED, that each and all the resolutions, acts and proceedings of the Board of Directors of Batavia Bus Service, Inc. heretofore had and adopted at their several meetings, respectively, held since the last Annual Meeting of Batavia Bus Service, Inc. as shown by its records in the Minutes Books of Batavia Bus Service, Inc. and each and all acts of the officers and committees of Batavia Bus Service, Inc. in carrying out and promoting the purposes, objectives and interests of Batavia Bus Service, Inc. since the last annual Meeting, thereof, be and the same are approved and ratified and are hereby made the acts and deeds of Batavia Bus Service, Inc.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of an Annual Meeting of the Rochester Genesee Regional Transportation Authority, which was held on August 1, 2019 and that the Resolution is still in full force and effect.

Geoffrey Astles, Chairman

Date: August 1, 2019
Rochester, New York

Resolution: CATS 1-2019

RATIFYING ACTIONS OF BOARD OF DIRECTORS & OFFICERS OF THE COUNTY AREA TRANSIT SYSTEM, INC.

RESOLVED, that each and all the resolutions, acts and proceedings of the Board of Directors of County Area Transit System, Inc. heretofore had and adopted at their several meetings, respectively, held since the last Annual Meeting of County Area Transit System, Inc. as shown by its records in the Minutes Books of County Area Transit System, Inc. and each and all acts of the officers and committees of County Area Transit System, Inc. in carrying out and promoting the purposes, objectives and interests of County Area Transit System, Inc. since the last annual Meeting, thereof, be and the same are approved and ratified and are hereby made the acts and deeds of County Area Transit System, Inc.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of an Annual Meeting of the Rochester Genesee Regional Transportation Authority, which was held on August 1, 2019 and that the Resolution is still in full force and effect.

Geoffrey Astles, Chairman

Date: August 1, 2019
Rochester, New York

Resolution: GTCS 5-2019

RATIFYING ACTIONS OF BOARD OF DIRECTORS & OFFICERS OF GTCS, INC.

RESOLVED, that each and all the resolutions, acts and proceedings of the Board of Directors of Genesee Transportation Council Staff, Inc. (GTCS) heretofore had and adopted at their several meetings, respectively, held since the last Annual Meeting of GTCS, Inc. as shown by its records in the Minutes Books of GTCS, Inc. and each and all acts of the officers and committees of GTCS, Inc. in carrying out and promoting the purposes, objectives and interests of GTCS, Inc. since the last annual Meeting, thereof, be and the same are approved and ratified and are hereby made the acts and deeds of GTCS, Inc.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of an Annual Meeting of the Rochester Genesee Regional Transportation Authority, which was held on August 1, 2019 and that the Resolution is still in full force and effect.

Geoffrey Astles, Chairman

Date: August 1, 2019
Rochester, New York

Resolution: LATS 1-2019

RATIFYING ACTIONS OF BOARD OF DIRECTORS & OFFICERS OF THE LIVINGSTON AREA TRANSPORTATION SERVICE, INC.

RESOLVED, that each and all the resolutions, acts and proceedings of the Board of Directors of Livingston Area Transportation Service, Inc. heretofore had and adopted at their several meetings, respectively, held since the last Annual Meeting of Livingston Area Transportation Service, Inc. as shown by its records in the Minutes Books of Livingston Area Transportation Service, Inc. and each and all acts of the officers and committees of Livingston Area Transportation Service, Inc. in carrying out and promoting the purposes, objectives and interests of Livingston Area Transportation Service, Inc. since the last annual Meeting, thereof, be and the same are approved and ratified and are hereby made the acts and deeds of Livingston Area Transportation Service, Inc.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of an Annual Meeting of the Rochester Genesee Regional Transportation Authority, which was held on August 1, 2019 and that the Resolution is still in full force and effect.

Geoffrey Astles, Chairman

Date: August 1, 2019
Rochester, New York

Resolution: LL 1-2019

RATIFYING ACTIONS OF BOARD OF DIRECTORS & OFFICERS OF LIFT LINE, INC.

RESOLVED, that each and all the resolutions, acts and proceedings of the Board of Directors of Lift Line, Inc. heretofore had and adopted at their several meetings, respectively, held since the last Annual Meeting of Lift Line, Inc. as shown by its records in the Minutes Books of Lift Line, Inc. and each and all acts of the officers and committees of Lift Line, Inc. in carrying out and promoting the purposes, objectives and interests of Lift Line, Inc. since the last annual Meeting, thereof, be and the same are approved and ratified and are hereby made the acts and deeds of Lift Line, Inc.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of an Annual Meeting of the Rochester Genesee Regional Transportation Authority, which was held on August 1, 2019 and that the Resolution is still in full force and effect.

Geoffrey Astles, Chairman

Date: August 1, 2019
Rochester, New York

Resolution: OTS 1-2019

RATIFYING ACTIONS OF BOARD OF DIRECTORS & OFFICERS OF THE ORLEANS TRANSIT SERVICE, INC.

RESOLVED, that each and all the resolutions, acts and proceedings of the Board of Directors of Orleans Transit Service, Inc. heretofore had and adopted at their several meetings, respectively, held since the last Annual Meeting of Orleans Transit Service, Inc. as shown by its records in the Minutes Books of Orleans Transit Service, Inc. and each and all acts of the officers and committees of Orleans Transit Service, Inc. in carrying out and promoting the purposes, objectives and interests of Orleans Transit Service, Inc. since the last annual Meeting, thereof, be and the same are approved and ratified and are hereby made the acts and deeds of Orleans Transit Service, Inc.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of an Annual Meeting of the Rochester Genesee Regional Transportation Authority, which was held on August 1, 2019 and that the Resolution is still in full force and effect.

Geoffrey Astles, Chairman

Date: August 1, 2019
Rochester, New York

Resolution: RTS 1-2019

RATIFYING ACTIONS OF BOARD OF DIRECTORS & OFFICERS OF THE REGIONAL TRANSIT SERVICE, INC.

RESOLVED, that each and all the resolutions, acts and proceedings of the Board of Directors of Regional Transit Service, Inc. heretofore had and adopted at their several meetings, respectively, held since the last Annual Meeting of Regional Transit Service, Inc. as shown by its records in the Minutes Books of Regional Transit Service, Inc. and each and all acts of the officers and committees of Regional Transit Service, Inc. in carrying out and promoting the purposes, objectives and interests of Regional Transit Service, Inc. since the last annual Meeting, thereof, be and the same are approved and ratified and are hereby made the acts and deeds of Regional Transit Service, Inc.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of an Annual Meeting of the Rochester Genesee Regional Transportation Authority, which was held on August 1, 2019 and that the Resolution is still in full force and effect.

Geoffrey Astles, Chairman

Date: August 1, 2019
Rochester, New York

Resolution: STS 1-2019

RATIFYING ACTIONS OF BOARD OF DIRECTORS & OFFICERS OF THE SENECA TRANSIT SERVICE, INC.

RESOLVED, that each and all the resolutions, acts and proceedings of the Board of Directors of Seneca Transit Service, Inc. heretofore had and adopted at their several meetings, respectively, held since the last Annual Meeting of Seneca Transit Service, Inc. as shown by its records in the Minutes Books of Seneca Transit Service, Inc. and each and all acts of the officers and committees of Seneca Transit Service, Inc. in carrying out and promoting the purposes, objectives and interests of Seneca Transit Service, Inc. since the last annual Meeting, thereof, be and the same are approved and ratified and are hereby made the acts and deeds of Seneca Transit Service, Inc.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of an Annual Meeting of the Rochester Genesee Regional Transportation Authority, which was held on August 1, 2019 and that the Resolution is still in full force and effect.

Geoffrey Astles, Chairman

Date: August 1, 2019
Rochester, New York

Resolution: WATS 1-2019

RATIFYING ACTIONS OF BOARD OF DIRECTORS & OFFICERS OF THE WAYNE AREA TRANSPORTATION SERVICE, INC.

RESOLVED, that each and all the resolutions, acts and proceedings of the Board of Directors of Wayne Area Transportation Service, Inc. heretofore had and adopted at their several meetings, respectively, held since the last Annual Meeting of Wayne Area Transportation Service, Inc. as shown by its records in the Minutes Books of Wayne Area Transportation Service, Inc. and each and all acts of the officers and committees of Wayne Area Transportation Service, Inc. in carrying out and promoting the purposes, objectives and interests of Wayne Area Transportation Service, Inc. since the last annual Meeting, thereof, be and the same are approved and ratified and are hereby made the acts and deeds of Wayne Area Transportation Service, Inc.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of an Annual Meeting of the Rochester Genesee Regional Transportation Authority, which was held on August 1, 2019 and that the Resolution is still in full force and effect.

Geoffrey Astles, Chairman

Date: August 1, 2019
Rochester, New York

Resolution: WYTS 1-2019

RATIFYING ACTIONS OF BOARD OF DIRECTORS & OFFICERS OF THE WYOMING TRANSIT SERVICE, INC.

RESOLVED, that each and all the resolutions, acts and proceedings of the Board of Directors of Wyoming Transit Service, Inc. heretofore had and adopted at their several meetings, respectively, held since the last Annual Meeting of Wyoming Transit Service, Inc. as shown by its records in the Minutes Books of Wyoming Transit Service, Inc. and each and all acts of the officers and committees of Wyoming Transit Service, Inc. in carrying out and promoting the purposes, objectives and interests of Wyoming Transit Service, Inc. since the last annual Meeting, thereof, be and the same are approved and ratified and are hereby made the acts and deeds of Wyoming Transit Service, Inc.

CERTIFICATION

The undersigned hereby certifies that the above is an excerpt from the Minutes of an Annual Meeting of the Rochester Genesee Regional Transportation Authority, which was held on August 1, 2019 and that the Resolution is still in full force and effect.

Geoffrey Astles, Chairman

Date: August 1, 2019
Rochester, New York



2019 RGRTA Slate of Nominated Officers

R-GRTA Officers

Chairman	Don Jeffries
Vice Chairman	Geoff Astles
Secretary	Edward W. White
Treasurer	Michael P. Jankowski

BBS Officers

President	James Bensley
Vice President	Rich Kosmerl
Secretary	William L. Ansbrow
Treasurer	Jerdine Johnson

RTS Officers

President	Don Jeffries
Vice President	William L. Ansbrow
Secretary	Jerdine Johnson
Treasurer	Michael P. Jankowski

LATS Officers

President	Geoff Astles
Vice President	Rich Kosmerl
Secretary	William P. McDonald
Treasurer	Don Jeffries

Lift Line Officers

President	William P. McDonald
Vice President	Don Jeffries
Secretary	Jerdine Johnson
Treasurer	William L. Ansbrow

WATS Officers

President	Michael P. Jankowski
Vice President	William P. McDonald
Secretary	Geoff Astles
Treasurer	Edward W. White

GTCS Officers

President	Don Jeffries
Vice President	Michael P. Jankowski
Secretary	William P. McDonald
Treasurer	James Bensley

WYTS Officers

President	Rich Kosmerl
Vice President	James Bensley
Secretary	William L. Ansbrow
Treasurer	Jerdine Johnson

OTS Officers

President	James Bensley
Vice President	Rich Kosmerl
Secretary	Jerdine Johnson
Treasurer	Edward W. White

STS Officers

President	Edward W. White
Vice President	William L. Ansbrow
Secretary	Geoff Astles
Treasurer	Rich Kosmerl

CATS Officers

President	Geoff Astles
Vice President	Edward W. White
Secretary	William P. McDonald
Treasurer	Michael P. Jankowski



2019 STANDING CALENDAR

Document Date: 7/25/19 *Calendar is subject to revisions/additions*

<i>MEETING INFORMATION</i>	<i>DATE</i>	<i>TIME</i>
RGRTA Regular Board Meeting	Thursday, January 3, 2019	CANCELLED
RGRTA Compensation Committee Meeting	Monday, January 14, 2019	11:30AM – 1:00PM
RGRTA Compensation Committee Meeting	Thursday, February 7, 2019	10:30AM – 11:30AM
RGRTA Quarterly Board Meeting	Thursday, February 7, 2019	Noon - 2:00PM
RGRTA Governance Committee Meeting	Thursday, March 7, 2019	10:30AM - 11:30AM
RGRTA Regular Board Meeting	Thursday, March 7, 2019	Noon - 2:00PM
RGRTA Compensation Committee Meeting	Thursday, March 14, 2019	Noon – 1:00PM
RGRTA Finance/Investment Committee Meeting	Thursday, April 4, 2019	10:30AM - 11:30AM
RGRTA Regular Board Meeting	Thursday, April 4, 2019	Noon - 2:00PM
RGRTA Quarterly Board Meeting	Thursday, May 2, 2019	Noon - 2:00PM
RGRTA Regular Board Meeting	Thursday, June 6, 2019	Noon – 2:00PM
RGRTA Audit/Finance Committee Meeting	Thursday, June 27, 2019	10:00AM – 11:30AM
RGRTA Regular Board Meeting	Thursday, June 27, 2019	Noon - 2:00PM
RGRTA Governance Committee Meeting	Thursday, August 1, 2019	10:30AM – 11:30AM
RGRTA Quarterly Board Meeting	Thursday, August 1, 2019	Noon - 1:30PM
RGRTA Annual Meeting	Thursday, August 1, 2019	1:30PM - 2:00PM
RGRTA Governance Committee Meeting	Thursday, September 5, 2019	10:30AM - 11:30AM
RGRTA Regular Board Meeting	Thursday, September 5, 2019	Noon - 2:00PM
RGRTA Regular Board Meeting	Thursday, October 3, 2019	Noon - 2:00PM
RGRTA Annual Governance Training	November 2019	10:30AM – 6:00PM
RGRTA Quarterly Board Meeting	Thursday, November 7, 2019	Noon – 2:00PM
RGRTA Audit Committee Meeting	Thursday, December 5, 2019	10:30AM - 11:30AM
RGRTA Regular Board Meeting	Thursday, December 5, 2019	Noon - 2:00PM

Location Key:

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