

March 25, 2022

NOTICE OF SPECIAL MEETING

A Special Meeting of the Operations Committee for Union Station Transportation Center will be held on Monday, March 28, 2022 at 3:00 PM via Zoom teleconference.

The Agenda for this meeting is attached.

**AGENDA
NEW HAVEN UNION STATION PARTNERSHIP
OPERATIONS COMMITTEE
SPECIAL MEETING
MARCH 28, 2022
3:00 PM
ZOOM WEBINAR**

Dear Operations Committee Members:

You are invited to a Zoom webinar.

Topic: OPERATIONS COMMITTEE SPECIAL MEETING

Time: March 28, 2022 3:00 PM Eastern Time (US and Canada)

Join Zoom Meeting

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I. Call to Order

II. Public Comment

Please notify Fortunata Houde (fhoude@nhparking.com) in advance if you have a desire to speak during the Public Comment section or on a specific agenda item.

Please Note: This will be a remote meeting. Any member of the public may request, in writing, a physical location and any electronic equipment necessary to attend the meeting in real time no later than twenty-four (24) hours prior to the meeting. Said individual shall have the same opportunities to provide comment or otherwise participate in the meeting as would be afforded if the meeting was held in person with the following exception: Under law, if such person loses the ability to participate because of an interruption, failure or degradation of such person's connection to the meeting by electronic equipment, the committee is not required to adjourn or postpone the meeting. Access can be from anywhere by an electronic device that has Zoom program at the address provided above in the Agenda Notice or by phone at the number set forth above in the Agenda Notice.

III. Approval of Minutes from February 28, 2022 Meeting

IV. Items

- A. Union Station Transportation Center 2022 Schedule (attached)
- B. Presentation by NHPA Staff of FY2023 Operations and Capital Budgets for New Haven Union Station and State Street Station for review and discussion
- C. Presentation of redevelopment plan – RFI and predevelopment scope updates
- D. Presentation of station renovation plan – short and long-term plan updates
- E. Review/discuss City/NHPA Agreement for Services – tabled at Meeting #1
- F. Review/discuss Brokerage Services Scope of Work
- G. Review/discuss possible addition of dedicated Maintenance Supervisor to supervise overnight maintenance operations at the State Street and Union Station Transportation Center

V. Executive Session

- A. Not anticipated to be utilized

VI. Old Business

- A. Previously discussed at February 28, 2022 meeting plans and reports

VII. Adjournment

**MINUTES OF THE SPECIAL MEETING
OF THE OPERATIONS COMMITTEE
For Union Station Transportation Center
Held on
FEBRUARY 28, 2022**

REPRESENTING CONNECTICUT DEPARTMENT OF TRANSPORTATION (CT DOT):

- Richard Jankovich, Rail Administrator
- Eric Bergeron, Assistant Rail Administrator
- Craig Bordiere, Transportation Supervisor Rail Officer
- Marlene Cordero, Transportation Rail officer

REPRESENTING CITY OF NEW HAVEN:

- Sandeep Aysola, Director of Transportation, Traffic & Parking
- Carlos Eyzaguirre, Deputy Administrator, Economic Development
- Michael Pinto, Assistant Corporation Counsel

REPRESENTING THE NEW HAVEN PARKING AUTHORITY (NHPA):

- Douglas Hausladen, Executive Director
- Sammy Parry, Chief Operating Officer
- Brian Seholm, Chief Financial Officer
- James Staniewicz, Chief Engineer
- Joseph L. Rini, General Counsel
- Clifford Merin, Deputy General Counsel

Mr. Hausladen served as the moderator and opened the meeting at 3:05 PM.

I. PUBLIC COMMENT

Mr. Hausladen said no requests to speak from the public have been received.

II. WELCOME COMMENTS FROM THE STATE OF CONNECTICUT AND THE CITY OF NEW HAVEN

Mr. Hausladen welcomed all committee members and non-voting members present to the inaugural meeting of the Special meeting of the Operations Committee for Union Station Transportation Center. He said he will serve as host for the meetings and announce the agendas.

Mr. Jankovich, CT DOT Rail Administrator, welcomed everyone present and said he looks forward to the work and efforts the Operations Committee will undertake as it transitions from the Joint Advisory Committee and puts all aspects of the transition into place for Union Station. Mr. Hausladen thanked

him for his service on the Joint Advisory Committee and the extensive work he has done for the Union Station Transportation Center.

Mr. Eyzaguirre conveyed regrets for Mr. Piscitelli, Economic Development Administrator, who encountered transit issues. He introduced himself as the Deputy Economic Development Administrator. He said he grew up in the City and was pleased to be part of the committee, and the unique partnership that will begin the next phase for the growth of this historic station.

III. INTRODUCTION OF COMMITTEE MEMBERS AND NON-VOTING MEMBERS

Voting Members

From CT DOT - Mr. Bergeron and Mr. Bordiere
From the City of New Haven Mr. Eyzaguirre and Mr. Aysola

Non-voting Members

Ms. Cordero from CT DOT
Mr. Hausladen from the NHPA

Mr. Hausladen asked for all members to introduce themselves and introductions were made.

IV. DISCUSSION AND MOTIONS

MOTION A

TO ADOPT THE PROCEDURE FOR SMALL BOARDS OF SECTION 48 OF ROBERT'S RULES OF ORDER (9TH EDITION, 1990) AS MODIFIED BY THE QUORUM OF VOTING REQUIREMENTS IN THE STATE – CITY LEASE, OPERATION AND FUNDING AGREEMENT.

Mr. Hausladen asked Attorney Rini, to provide further explanation. Attorney Rini recommended the procedure used for smaller Boards of not more than twelve members be adopted. The key piece is that the Chairman of the Committee is allowed to discuss and vote.

Mr. Hausladen asked Attorney Merin to share a screen with the rules and procedures regarding the Operations Committee. He then asked Attorney Merin to share a screen with the Operations Committee voting procedure pursuant to the Lease and Funding Agreement for Union Station. Attorney Merin read the procedures for discussion.

Questions:

-Mr. Bordiere asked who the chairperson will be. Discussion followed and officers from the four voting members have not been determined yet.

-Mr. Hausladen asked if non-voting members can move and second Motions. Attorney Rini said they cannot move and second; but they can discuss. Attorney Pinto said they could entertain a Motion but someone else would have to move it.

Mr. Bordiere asked CT DOT members if they had any other questions or needed further clarification.

Mr. Bergeron moved Motion A as written, and Mr. Eyzaguirre seconded. Mr. Hausladen called for a vote:

Mr. Bordiere	Approved
Mr. Bergeron	Approved
Mr. Aysola	Approved
Mr. Eyzaguirre	Approved

Motion A was unanimously passed.

MOTION B

TO ADOPT THE FOIA 2022 MEETING SCHEDULE

Discussion was held on requirements for posting of the meeting notices. Attorney Pinto recommended it would be best to include January 2023 on the schedule that is submitted for this year.

Mr. Hausladen said he proposes the following schedule for approval: A special meeting for March 28 at 3:00 PM; a regular meeting for April 25 at 3:00 PM and a regular meeting for May 23 at 3:00 PM. The remainder of the schedule will be brought to the March meeting.

Mr. Bergeron moved to approve Motion B, and Mr. Eyzaguirre seconded the Motion. Mr. Hausladen called for a vote:

Mr. Aysola	Approved
Mr. Bergeron	Approved
Mr. Bordiere	Approved
Mr. Eyzayguirre	Approved

Motion B passed.

MOTION C

TO ACCEPT PARK NEW HAVEN AS THE CITY'S CONTRACTOR FOR THE ROLES OF STATION MANAGER, PARKING MANAGER AND BROKERAGE MANAGER, SUBJECT TO EXECUTIVE OVERSIGHT PANEL.

-Mr. Hausladen asked Attorney Merin to screen share the agreement that was passed by the City of New Haven's Board of Alders and is ready for Mayor Elicker's signature. He provided the main points for discussion.

-Under the Lease and Funding Agreement the City of New Haven is leasing Union Station from the State of Connecticut. The City has responsibility for certain scopes of work at the station including: 1) Station scope – day-to-day operations; 2) Parking scope – day-to-day operations of parking garage; 3) Brokerage

services scope – covers day-to-day short and long term in development and redevelopment of retail and economic development. The Parking Authority is very heavily involved and will act as operator/Station Manager and parking and brokerage manager.

-The agreement between the City and the Parking Authority has been approved by the Board of the Parking Authority and the Board of Alders of the City of New Haven. Under the Lease & Funding Agreement, final approval by the Operations Committee and Executive Oversight Panel is needed.

-The Executive Director of the Parking Authority would be the non-voting member on the Operations Committee as long as the Parking Authority serves as the Station Manager.

-Terms of the agreement go through June 30, 2027. The full Lease and Funding Agreement goes into effect July 1, 2022 with auto renewals of five years unless written notice is received.

-Extensive discussions were held with the City of New Haven regarding how the cash flow works and is structured, and he called attention to Exhibit A.

Questions:

-Mr. Aysola asked for clarification regarding the campus scope. Attorney Pinto said this refers to the parcel that includes Union Station Transportation Center, the adjoining East & West Lots and the parcels that are incorporated with the State Street Station. Mr. Hausladen asked Attorney Merin to share the description.

-Ms. Cordero had concerns that there is an automatic five-year renewal with no end date, and she asked if there is anything that ties it back to the agreement with the State. Attorney Pinto said the Parking Authority can't operate what the City does not control. Attorney Merin added it is not specifically stated as it would be impossible for the Parking Authority to do work for the City that the City does not have. She questioned the City's obligation to continue the agreement with the Parking Authority if this contract does not have an end date, and she asked that this be looked into. Mr. Bergeron also had concerns with the automatic extensions and their perpetuity. He said this agreement is being reviewed by CT DOT Legal counsel and CT DOT needs more time to act on this Motion.

Mr. Hausladen said we will pursue answers to the questions that were raised. He said ongoing performance reviews will follow through to NHPA and those annual reviews would be tied into giving the City the ability to cancel with the Authority for performance. Section 1 describes how it ties to the Lease and Funding Agreement.

Attorney Merin asked Mr. Bergeron if he had a timeline for their legal counsel's review. Mr. Bergeron said CT DOT will be discussing with their legal counsel, and he hopes to know more by the next meeting.

MOTION C WILL BE TABLED and put back on the agenda.

MOTION D

TO ADOPT THE EXISTING CONTRACTORS UNTIL NEW OPERATION, MAINTENANCE AND/OR RENOVATION PLANS ARE ADOPTED BY THE OPERATIONS COMMITTEE.

Attorney Rini said in the interim period through July 1, 2022, and if the Operations Committee does not have new plans in place, we need for the Operations Committee to recognize and authorize that we are still operating under the old lease that will expire on June 30, 2022 and will continue using the people we have in place for example Security and Maintenance staff and contractors we have on approved projects. He used the replacement of the three rooftop air conditioning units as an example of an approved project that is underway with Trane that has already been approved by the JAC.

Mr. Hausladen said all projects in progress have been approved by the JAC. There are no projects under contract that extend beyond June 30, 2022 as of now. He suggested possibly passing on this Motion for now until a list of those projects that are approved is provided to the Operations Committee.

Attorney Rini said all contracts have a clause that includes the right to terminate for cause or convenience.

The above Motion was moved by Mr. Aysola and seconded by Mr. Bordiere. Mr. Hausladen called for a vote:

Mr. Aysola	Approved
Mr. Bergeron	Approved
Mr. Bordiere	Approved
Mr. Eyzayguirre	Approved

The Motion passed.

MOTION E

TO ADOPT THE CONTINUATION OF THE MONTH-TO-MONTH RETAIL AND COMMERCIAL TENANCIES UNTIL NEW LEASING PLANS ARE ADOPTED BY THE OPERATIONS COMMITTEE.

This Motion is for the Operations Committee to recognize that the existing leases for commercial and office tenants at the Transportation Center that were approved by the JAC are currently on a month-to-month basis and will continue to be until the new leases are adopted by the Operations Committee.

The above Motion was moved by Mr. Bordiere and seconded by Mr. Eyzaguirre. Mr. Hausladen called for a vote:

Mr. Aysola	Approved
Mr. Bergeron	Approved

Mr. Bordiere Approved
Mr. Eyzaguirre Approved

The Motion passed.

V. DISCUSSION

Mr. Hausladen said the agenda includes items that need to be finalized by the July 1, 2022 launch date.

He called attention to Item 4 C: Status of Plans and Reports

He introduced Brian Seholm, Chief Financial Officer for the Parking Authority, to discuss the FY 2023 Budget that is in process. Mr. Seholm provided an overview.

-The budget process was started earlier to comply with the March 1, 2022 timeline using a proforma model. The hours and operations were developed from the ground up. Three new criteria were used: 1. CPIU adjustments for all contracts including utilities; 2. CPIU NE adjustment for labor costs; and 3. All Service agreements will be included with all operating agreements.

-The final assumption used:

-That the building has always been subsidized by the garage, and given the low activity level, the budget is coming in with negative cash flow for the year.

-The building is partially funded by a rail user fee that may be obsolete at this point. For the first year, we included the historical rail user fee. With the approval of the Operations Committee, it was thought a study could be done to develop a common area maintenance charge for users of the building to help with the operating costs.

-For the capital side Desman is being used as the ongoing contractor who provides reports to the JAC on the condition of the facility and provides reports under the Lease and Funding Agreement.

-Recommended items to be considered in fiscal 2023 period will be suspended from a financial perspective pending the Operations Committee's release of any specific project that they feel might not contribute to the final design of the Station.

-Mr. Hausladen said the budget will be submitted by March 1, 2022 to the Operations Committee for review.

•Questions on the Budget:

-Mr. Bordiere asked regarding the rail user agreements and the potential study, who would undertake this study. Mr. Seholm said if the Parking Authority does it, we would ask the Operations Committee for authorization to put out a Request for Proposals (RFP) to obtain a third party to do the study to pursue a common area maintenance charge to partially pay for operation of the building.

Mr. Bordiere asked if the City's or Parking Authority's accounting firm could handle this. Mr. Hausladen said yes. This will be discussed further when it has been determined how much the Operations Committee wants to recoup regarding general concourse expenses.

•Other Discussion Items:

Mr. Hausladen noted other items that were included on the agenda that will be discussed at future meetings including: logo development, uniforms and other smaller items. Existing subcommittees are looking into expansion and renovations of Union Station retail and passenger amenities and assisting in the predevelopment scope of East/West Lot redevelopment. Those efforts are the beginning of a retail commercial brokerage plan and will be one of the things capital programs will be responding to. He said although they will not be presented at this meeting, the NHPA team is present to answer any questions.

VI. EXECUTIVE SESSION – NONE

VII. ADJOURNMENT

Mr. Bergeron moved to adjourn the meeting, and Mr. Eyzaguirre seconded the Motion.

Mr. Hausladen called for a vote:

Mr. Aysola	Approved
Mr. Bergeron	Approved
Mr. Bordiere	Approved
Mr. Eyzaguirre	Approved

The meeting was adjourned at 4:08 PM.

**THE NEXT MEETING WILL BE A SPECIAL MEETING
SCHEDULED FOR MARCH 28, 2022 AT 3:00 PM**