



DATE: March 5, 2020

TIME: 7:00 PM

PLACE: Conference Call

PURPOSE: MARCH BOARD MEETING

REGULAR MONTHLY MEETING

ORDER OF BUSINESS

1. Call to Order
2. Public Comment
3. Approval of Minutes
 - A. Meeting Minutes on February 6, 2020 (Pages 2 - 6)
4. YAMPO Transit Committee
5. Communications
6. Treasurer's Report (Pages 7 – 16)
7. Resolution 2009 – Approving the Award of an Intergovernmental Agency Management Agreement with the Cumberland-Dauphin-Harrisburg Transit Authority (Pages 17 - 22)
8. Old Business
9. New Business
10. Future Procurement Activities
 - A. FindMyRide Project
 - B. BCTA Joint Procurement for Express Vehicles
11. Staff Reports
12. Executive Session
13. Adjournment

Next Meeting: Thursday, April 2, 2020 at the York County office, 415 Zarfoss Drive, York, PA 17404



MINUTES OF COMMITTEE MEETING OF FEBRUARY 6, 2020

Upon duly given notice, the monthly Committee Meeting of the Central Pennsylvania Transportation Authority (CPTA) Board of Directors was held on February 6, 2020, at 415 Zarfoss Drive, York, PA 17404.

Members Present: Richard Carson, Kirk Stoner, Keith Martin, Darlene Brown, Thomas Wilson, Annie Strite and Phil Robbins.

By Phone: Carrie Gray

Excused: Raymond Rosen

Others Attending: Richard Farr, Executive Director; Bonnie Stine, Controller; Michael Bernhardt, Director of Mobility Services; Dwight Huntington, Planning and Procurement Manager; Jenna Reedy, Chief of Staff, Trevor Manahan, Chief Operating Officer; Jamie Leonard, Director of Human Resources; Tony Mundy, Maintenance Superintendent; Monica Young, Management Communications Specialist; Rick Trout, Safety, Security and Training Officer

Keith Martin called the Committee Meeting to order at 6:00PM.

RESOLUTIONS:

Resolution 2005 – Approving the Central Pennsylvania Transportation Authority Safety Management Policy

Rick Trout stated that a new requirement went into effect for the Safety Management Policy. He discussed safety performance indicators and performance measures along with reporting. This resolution is to adopt this Safety Management Policy.

Resolution 2006 – Authorizing the Filing of a State Capital Grant Application and Certification of Local Match

Bonnie Stine indicated that this is an annual filing for fiscal year 2019/2020.

Resolution 2007 – Submission of the Draft 2021-2024 Transit TIP for Incorporation into the Overall Draft 2021-2024 York County TIP



Richard Farr stated that every two years we are required to submit the draft TIP as this is an action of YAMPO. This resolution will go to the YAMPO Coordinating Committee to add to the TIP.

Resolution 2008 – Award of Contract for Scheduling Software

Dwight Huntington stated that rabbittransit went out to bid for scheduling software and Optibus was selected out of five firms that submitted bid proposals. The current scheduling software product has been utilized since 2001. The software generates the files our CAD/AVL system uses in building schedules that enable the system to operate and export datasets.

Financial Statements

Bonnie Stine reviewed the financial statements as of December 31, 2019. This is the end of the second quarter of fiscal year 2019/2020. Columbia Gas. We did not meet any performance measures this month. David Juba is looking into peer groups that better resemble us for the performance measurements. Ridership in fixed route is down. Wade White is going to do a review to see if we are missing something.

Keith Martin indicated that Columbia Gas refunded \$51,155 for Columbia County. Over the next three years, we will see all the money received approximately \$193,000. Bonnie Stine stated it will be a direct credit to fuel.

Meeting adjourned at 6:59pm.

Respectfully Submitted,

Monica Young
Management Communications Specialist
Central Pennsylvania Transportation Authority

Thomas Wilson
Secretary
Central Pennsylvania Transportation Authority



MINUTES OF BOARD MEETING FEBRUARY 6, 2020

Upon duly given notice, the monthly Board Meeting of the Central Pennsylvania Transportation Authority (CPTA) Board of Directors was held on February 6, 2020, at 415 Zarfoss Drive, York, PA 17404.

Members Present: Darlene Brown, Keith Martin, Thomas Wilson, Phil Robbins, Annie Strite, Richard Carson, Kirk Stoner

By Phone: Carrie Gray

Excused: Raymond Rosen

Others Attending: Richard Farr, Executive Director; Bonnie Stine, Controller; Michael Bernhardt, Director of Mobility Services; Dwight Huntington, Planning and Procurement Manager; Jenna Reedy, Chief of Staff; Jamie Leonard, Director of Human Resources; Tony Mundy, Maintenance Superintendent; Trevor Manahan, Chief Operating Officer; Monica Young, Management Communications Specialist.

Darlene Brown called the meeting to order at 7:00PM.

PUBLIC COMMENT:

There was no public comment.

APPROVAL OF MINUTES:

A motion to approve the minutes from the regular CPTA Board of Directors meeting on January 9, 2019, was moved by Kirk Stoner, seconded by Phil Robbins and passed unanimously.

YAMPO TRANSIT COMMITTEE:

Resolution 2007 – Submission of the Draft 2021-2024 Transit TIP for Incorporation into the Overall Draft 2021-2024 York County TIP

A motion to approve was raised by Richard Carson, seconded by Keith Martin, and passed unanimously.



COMMUNICATIONS:

Kirk Stoner was reelected to the board for another 4 year term.

An employee thank you card and email were received for the recent holiday breakfasts.

A thank you card from DAV Chapter 49 received for supporting Perry County transportation.

TREASURER'S REPORT:

The income sheet and balance sheet were provided along with the dashboard, period ending December 31, 2019.

COMMITTEE REPORT:

- Resolution 2005 – Approving the Central Pennsylvania Transportation Authority Safety Management Policy
Motion to approve raised by Annie Strite, seconded by Keith Martin, and passed unanimously.
- Resolution 2006 – Authorizing the Filing of a State Capital Grant Application and Certification of Local Match
Motion to approve raised by Richard Carson, seconded by Keith Martin, and passed unanimously.
- Resolution 2008 – Award of Contract for Scheduling Software
Motion to approve raised by Richard Carson, seconded by Kirk Stoner, and passed unanimously.

OLD BUSINESS:

NEW BUSINESS:

FUTURE PROCUREMENT ACTIVITIES:

The board was notified of the upcoming joint procurement with CAT, SCTA, Lebanon and State College for auditing services.

The Transit Shelter Agreement is up for renewal.



The JMT Contract Extension is up for a one year renewal and we will be bringing it to the board next month.

Discussed the Transfer Center renovation. It is on track, 30% design.

STAFF REPORTS:

Richard Farr indicated that meetings are being held with Adams County folks and information is being put together for PennDOT for a pilot program.

We are looking at a Microtransit pilot program for the Gettysburg area on Friday and Saturday nights.

Jenna Reedy mentioned an article discussing the governor's Keystone Economic Development and Workforce Command Center. rabbittransit was mentioned in the first report.

EXECUTIVE SESSION:

Meeting adjourned at 7:12PM.

Next Meeting: Thursday, March 5, 2020, at the York County Office, 415 Zarfoss Drive, York, PA 17404

Respectfully Submitted,

Monica Young
Management Communications Specialist
Central Pennsylvania Transportation Authority

Thomas Wilson
Secretary
Central Pennsylvania Transportation Authority

Financial Statement & Statistical Notes for January 2020

- The financial statements, enclosed with these notes, are as of January 31, 2020. This is the end of the 7th month of fiscal year 2019/2020.
- Total revenue is 5% under budget.
 - Operating revenues – 11% over budget for January; at budget YTD
 - January began the new paratransit fares for most agencies
 - Divisions or projects who had better than budgeted operating revenue this month are: Geisinger Health Plan, Microtransit, York/Adams and Columbia paratransit divisions.
 - Grant income – 4% over budget for January; 13% under budget YTD
 - York/Adams paratransit division will be delayed in the subsidization of its losses with grant funds until the end of the fiscal year. After estimating this adjustment, the grant income will be approximately 9% under budget.
- Total expenses are 12% over budget for January; 1% under YTD
 - Historically, January has much higher expenses than a normal month, especially in Benefits, due to the January 1st award of leave accruals, such as vacation leave.
 - Expense categories performing over budget
 - Materials and Supplies (8% over budget YTD)
 - Purchases of transfer stock, paratransit collection envelopes, and fixed route passes
 - Purchased Transportation (12% over budget YTD)
 - The Geisinger Health Plan project usage of subcontractors was slightly more than twice the expected level YTD. This project recoups or more than recoups all of these expenses.
 - All paratransit divisions using subcontractors were over budget with the exception of Perry, and Northumberland which were under budget.
 - Miscellaneous Expenses (15% over budget YTD)
 - Higher than budgeted travel due to the number of workshops, seminars, association meetings and training classes attended YTD.
 - Divisions/projects exceeding expense budget.
 - Geisinger Health Plan – 49%
 - Purchased Transportation
 - This is a fully funded project – revenues will offset or more than offset any expense overages
 - Microtransit – 62%
 - Wages, benefits, fuel, tires, casualty, cost allocation
 - Election of benefits by more employees in this service than anticipated during budget preparation

- Higher than budgeted overtime
- Freedom Transit – 1%
 - Wages, benefits, services, casualty
 - With the implementation of the Winter Schedule and decreased service, this is beginning to normalize
 - Impact of timing on accident repairs
- 15 North Express – 5%
 - Wages, benefits, services, parts
 - Impact of timing of one time repairs.
 - Higher than budgeted overtime
- York/Adams Paratransit – 7%
 - Wages, benefits, casualty, purchased transportation
 - Overtime was 2% more, total payroll hours were 8% more than budgeted
 - There was a 6% increase in ridership over this time last year
 - Impact of timing on accident repair
- Cumberland – 4%
 - Wages, benefits, fuel, parts, materials and supplies, purchased transportation
 - Impact of timing of one time repairs and form purchases on a small division
 - Higher than budgeted overtime
- Montour – 9%
 - Wages, services, fuel, tires, parts
 - Overtime is higher than budgeted; however, hours were within budget; this will be monitored
 - Higher than expected subcontracted vehicle repairs
- Columbia – 18%
 - Wages, benefits, services, fuel, tires, casualty
 - With KCab no longer being used for purchased transportation, we are incurring employee, fuel and other costs which were not budgeted
 - Higher than expected subcontracted vehicle repairs
 - Impact timing on accident repairs
 - Due to the events in Columbia Co., of no longer using the subcontractor (KCab), many of the vehicles needed mechanical and body work repairs. February and March financials will provide a better picture of normal events for evaluation of the change.
- Paratransit Division Performance

Division	REE/EER*	Amount	Variance to Budget
York/Adams	EER	(\$1,149,616)	(\$487,290)
Perry	EER	(\$49,402)	(\$7,827)
Montour	REE	\$33,477	(\$54,504)
Union/Snyder	REE	\$40,195	\$5,512
Columbia	EER	(\$18,101)	(\$47,462)
Cumberland	REE	\$125,444	(\$110,420)
Northumberland	REE	\$185,454	(\$61,370)
Franklin	REE	\$46,107	(\$21,622)

*REE=Revenue in Excess of Expenses ("Profit"); EER=Expenses in Excess of Revenue ("Loss")

- January 2020 was the beginning of the MATP program management for Indiana County
- There have been no draws on the ACNB line of credit.
- Capital purchases for the month of January 2020 totaling \$5,789,927
 - Adams Facility Renovation - \$6,323
 - Fixed Route Buses - \$5,724,777
 - Safety Training Equipment - \$357
 - Shop Equipment - \$9,888
 - Computer Equipment - \$32,719
 - Tablet Accessories - \$15,863
- The PA DOT performance measurement charts have been updated for this fiscal year with the PA DOT targets. None of the four targets were attained this month.

Central Pennsylvania Transportation Authority
Income Statement

For The Period Ended January 31, 2020

		Period To Date		Year To Date		Budget Variance
		Actual	Current Budget	Actual	Current Budget	
REVENUE						
	Operating Revenue	\$ 1,594,778.72	\$ 1,433,628.00	\$ 10,077,331.95	\$ 10,035,396.00	\$ 41,935.95
	Grant/Contract Income	\$ 1,123,030.17	\$ 1,081,784.00	\$ 6,611,264.19	\$ 7,572,488.00	\$ (961,223.81)
TOTAL REVENUE		\$ 2,717,808.89	\$ 2,515,412.00	\$ 16,688,596.14	\$ 17,607,884.00	\$ (919,287.86)
EXPENSES						
	Wages	\$ 1,230,238.87	\$ 1,150,194.00	\$ 7,754,437.12	\$ 8,051,358.00	\$ 296,920.88
	Benefits	\$ 806,708.14	\$ 622,068.00	\$ 4,401,374.70	\$ 4,354,476.00	\$ (46,898.70)
	Services	\$ 126,492.81	\$ 123,197.00	\$ 822,045.01	\$ 862,379.00	\$ 40,333.99
	Fuel	\$ 209,654.40	\$ 208,895.00	\$ 1,450,904.16	\$ 1,462,265.00	\$ 11,360.84
	Tires	\$ 11,274.37	\$ 19,292.00	\$ 109,960.42	\$ 135,044.00	\$ 25,083.58
	Parts	\$ 46,872.65	\$ 52,271.00	\$ 329,327.15	\$ 365,897.00	\$ 36,569.85
	Materials and Supplies	\$ 24,446.37	\$ 18,300.00	\$ 138,417.86	\$ 128,100.00	\$ (10,317.86)
	Utilities	\$ 64,964.07	\$ 54,925.00	\$ 388,396.20	\$ 384,475.00	\$ (3,921.20)
	Casualty and Liability Costs	\$ 76,827.73	\$ 62,850.00	\$ 484,008.57	\$ 439,950.00	\$ (44,058.57)
	Purchased Transportation	\$ 178,164.93	\$ 165,250.00	\$ 1,290,176.02	\$ 1,156,750.00	\$ (133,426.02)
	Miscellaneous Expenses	\$ 16,907.86	\$ 16,070.00	\$ 129,168.15	\$ 112,490.00	\$ (16,678.15)
	Leases and Rentals	\$ 10,925.80	\$ 10,683.00	\$ 75,280.72	\$ 74,781.00	\$ (499.72)
	Passed Through Expenses	\$ 11,997.88	\$ 11,417.00	\$ 82,837.14	\$ 79,919.00	\$ (2,918.14)
TOTAL EXPENSES		\$ 2,815,475.88	\$ 2,515,412.00	\$ 17,456,333.22	\$ 17,607,884.00	\$ 151,550.78
TOTAL NON OPERATING GRANT INCOME **		\$ 18,550.65	\$ -	\$ 128,926.32	\$ -	\$ (128,926.32)
TOTAL NON OPERATING GRANT EXPENSES **		\$ 18,550.65	\$ -	\$ 128,926.32	\$ -	\$ (128,926.32)
REE/(EER)		\$ (97,666.99)	\$ -	\$ (767,737.08)	\$ -	\$ (767,737.08)
CAPITAL REVENUES AND EXPENSES						
	Capital Grant Income/(Refund)	\$ 5,789,926.64	\$ -	\$ 6,629,274.52	\$ -	
TOTAL CAPITAL REVENUES AND EXPENSES		\$ 5,789,926.64	\$ -	\$ 6,629,274.52	\$ -	
REE/(EER)		\$ 5,692,259.65	\$ -	\$ 5,861,537.44	\$ -	
NET REE/(EER)		\$ 5,692,259.65	\$ -	\$ 5,861,537.44	\$ -	

**Para Demonstration, 3P Ride, FindMyRide, CAT TA

Central Pennsylvania Transportation Authority
Balance Sheet

As of January 31, 2020

ASSETS

CURRENT ASSETS

Unrestricted Cash	\$ 2,362,607.73
Restricted Cash	\$ 521,408.15
Reserved Cash - Capital Projects	\$ -
Accounts Receivable	\$ 9,417,314.20
Materials & Supplies Inventory	\$ 449,995.78
Prepaid Expenses	\$ 846,196.50
Other Current Assets	\$ -

TOTAL CURRENT ASSETS	\$	13,597,522.36
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FIXED ASSETS

Buildings and Improvements	\$ 36,564,246.28
Revenue Equipment	\$ 38,115,389.28
Tools and Equipment	\$ 2,428,445.35
Accumulated Depreciation	\$ (26,996,243.20)

TOTAL FIXED ASSETS (NET)	\$	50,111,837.71
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TOTAL ASSETS	\$	63,709,360.07
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LIABILITIES AND NET ASSETS

CURRENT LIABILITIES

Accounts Payable	\$ 2,989,958.71
Accrued Leave and Payroll	\$ 849,746.43
Accrued Expenses	\$ 68,586.45

TOTAL CURRENT LIABILITIES	\$	3,908,291.59
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DEFERRED REVENUE

Revenue Received in Advance	\$ 9,032,303.62
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TOTAL DEFERRED REVENUE	\$	9,032,303.62
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OTHER LIABILITIES

Capital Lease Obligation	\$ -
Current Notes Payable	\$ -
Consortium Buses	\$ -

TOTAL OTHER LIABILITIES	\$	-
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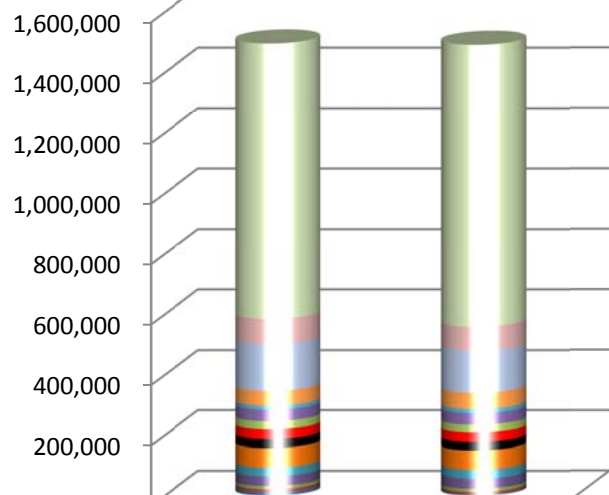
NET ASSETS

Unrestricted Equity	\$ 38,944,917.08
Restricted Equity	\$ 15,519.99
Capital Grants	\$ 11,808,327.79

TOTAL NET ASSETS	\$	50,768,764.86
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TOTAL LIABILITIES AND NET ASSETS	\$	63,709,360.07
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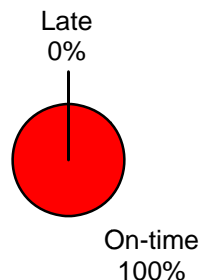
OPERATIONS – February



	YTD FY2020	YTD FY2019
FR York	910,450	932,596
Cumberland	82,362	77,668
York/Adams	157,197	141,909
Freedom Transit	49,636	53,732
Montour	12,514	13,443
Union/Snyder	38,168	38,327
Perry	26,734	25,809
Franklin	32,835	31,953
Columbia	29,346	27,214
Northumberland	64,383	63,690
Express North	28,492	29,365
FR Hanover	31,302	32,613
Express South	11,356	10,638
Express 15 North	10,760	9,316
Microtransit*	10,221	3,193

MAINTENANCE – February

Preventative Maintenance

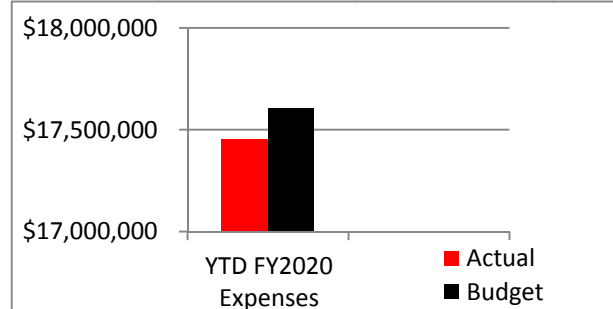


171 PMs Complete; 0 Overdue
 York – 64 Completed; 0 Overdue
 Adams – 20 Completed; 0 Overdue
 Cumberland – 15 Completed; 0 Overdue
 Northumberland – 21 Completed; 0 Overdue
 Franklin – 14 Completed; 0 Overdue
 Columbia – 9 Completed; 0 Overdue
 Montour – 5 Completed; 0 Overdue
 Union/Snyder – 13 Completed; 0 Overdue
 Perry – 10 Completed; 0 Overdue

Road Calls:

	Feb 2020	YTD FY2020	Feb 2019	YTD FY2019
Mechanical	13	66	7	26
Non-Mech.	36	353	54	356

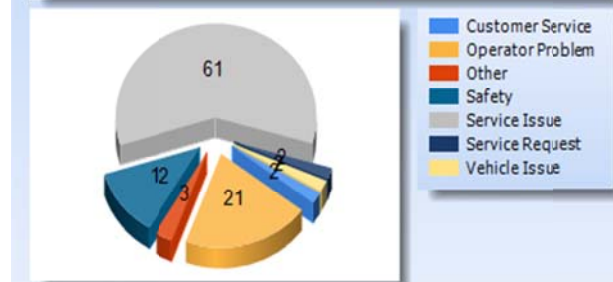
FINANCE – January



CUSTOMER COMPLAINTS – February

Count distribution by Category

103 Total Complaints



	Feb 2020	YTD FY2020	Feb 2019	YTD FY2019
Total Complaints	103	940	109	794

SAFETY – February

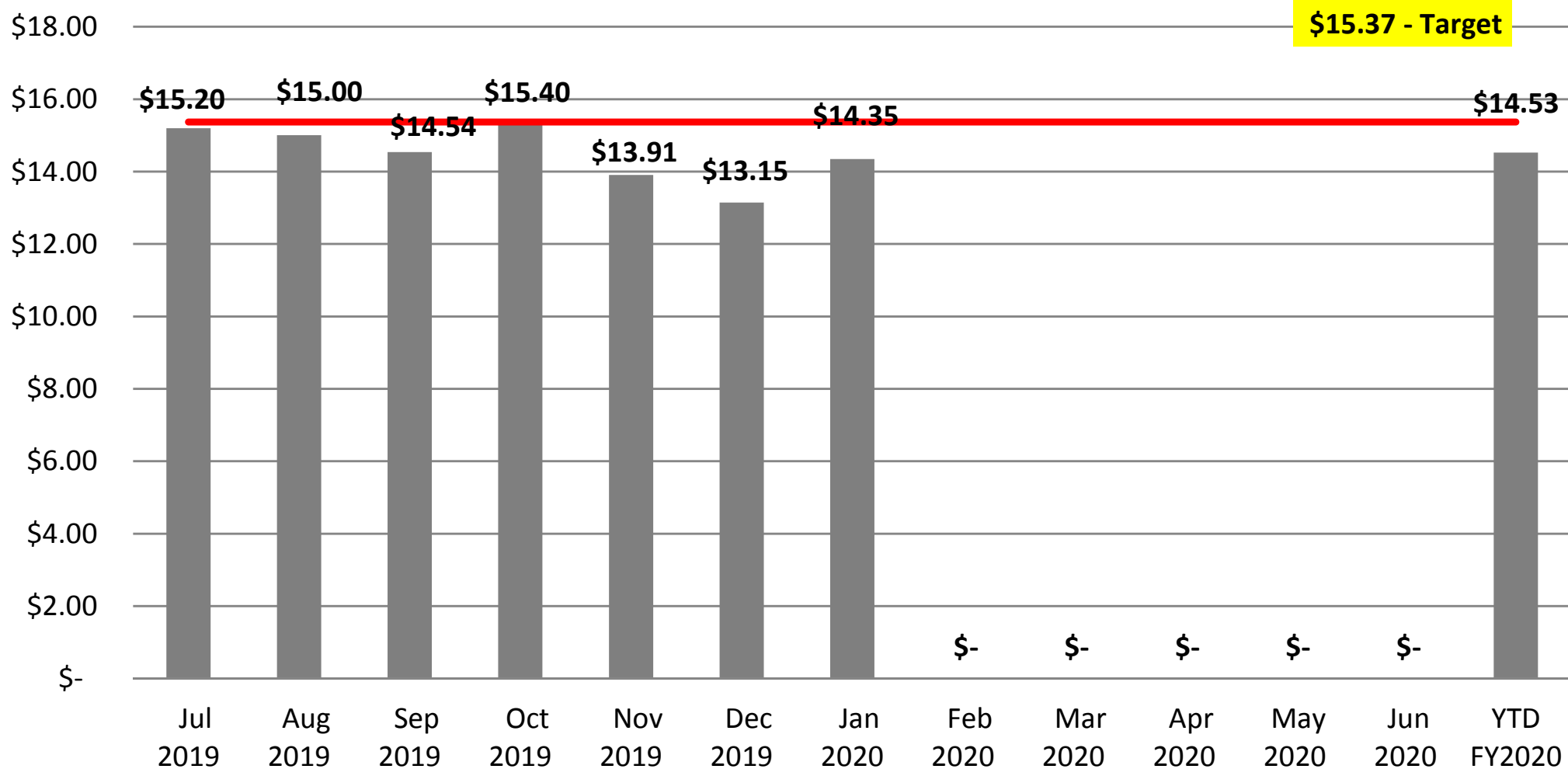
	Feb 2020	YTD FY2020	Feb 2019	YTD FY2019
Preventable	8	84	14	121
Non-Preventable	6	48	7	64
Passenger Injury	0	12	1	4
Employee Injury	0	11	4	14

MARKETING – January

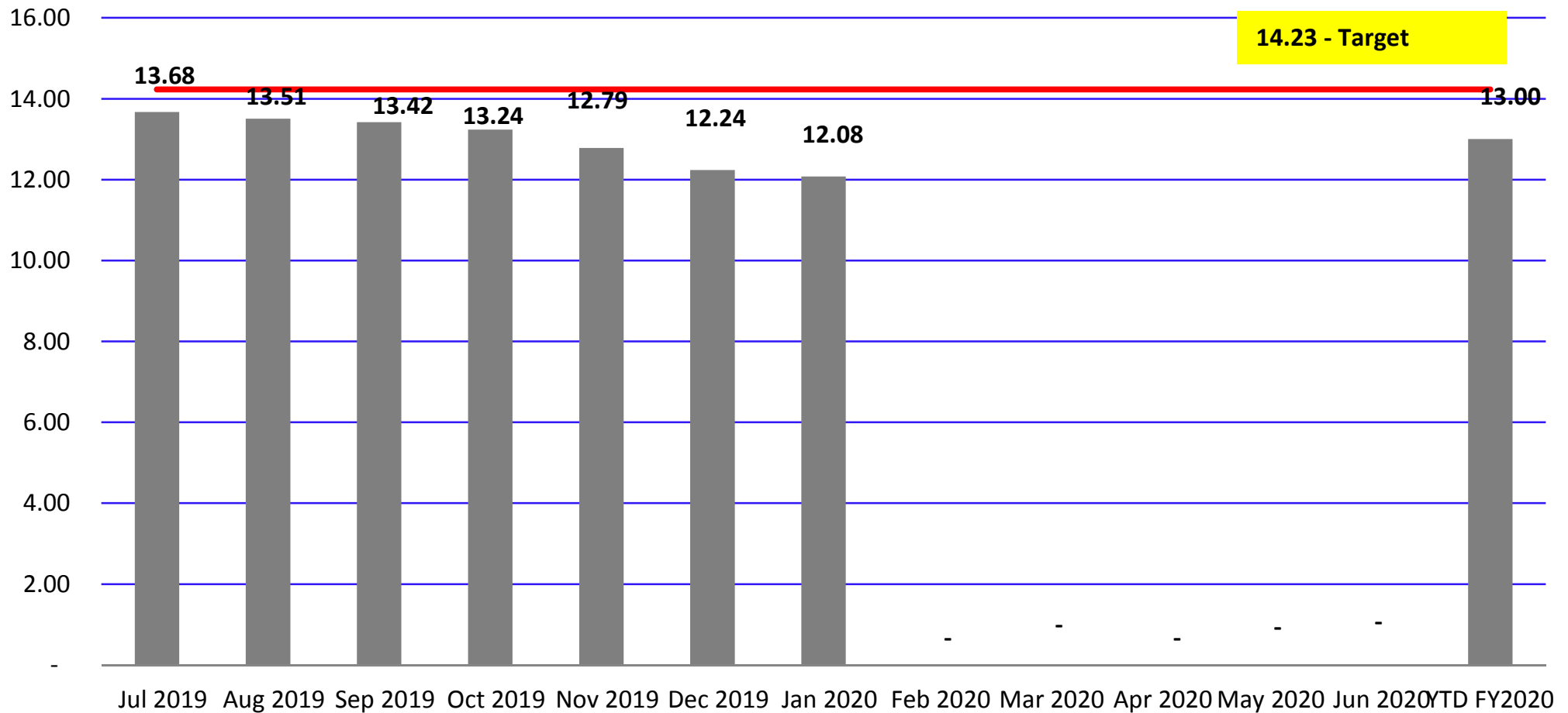
	Feb 2020	YTD FY2020	Feb 2019	YTD FY2019
PR Exposures	4	49	10	79
Outreaches	9	62	9	87
Web Stats**	20,182	216,018	28,612	235,993
Bikes	648	8,299	710	9,282

**New website launched 2/2020

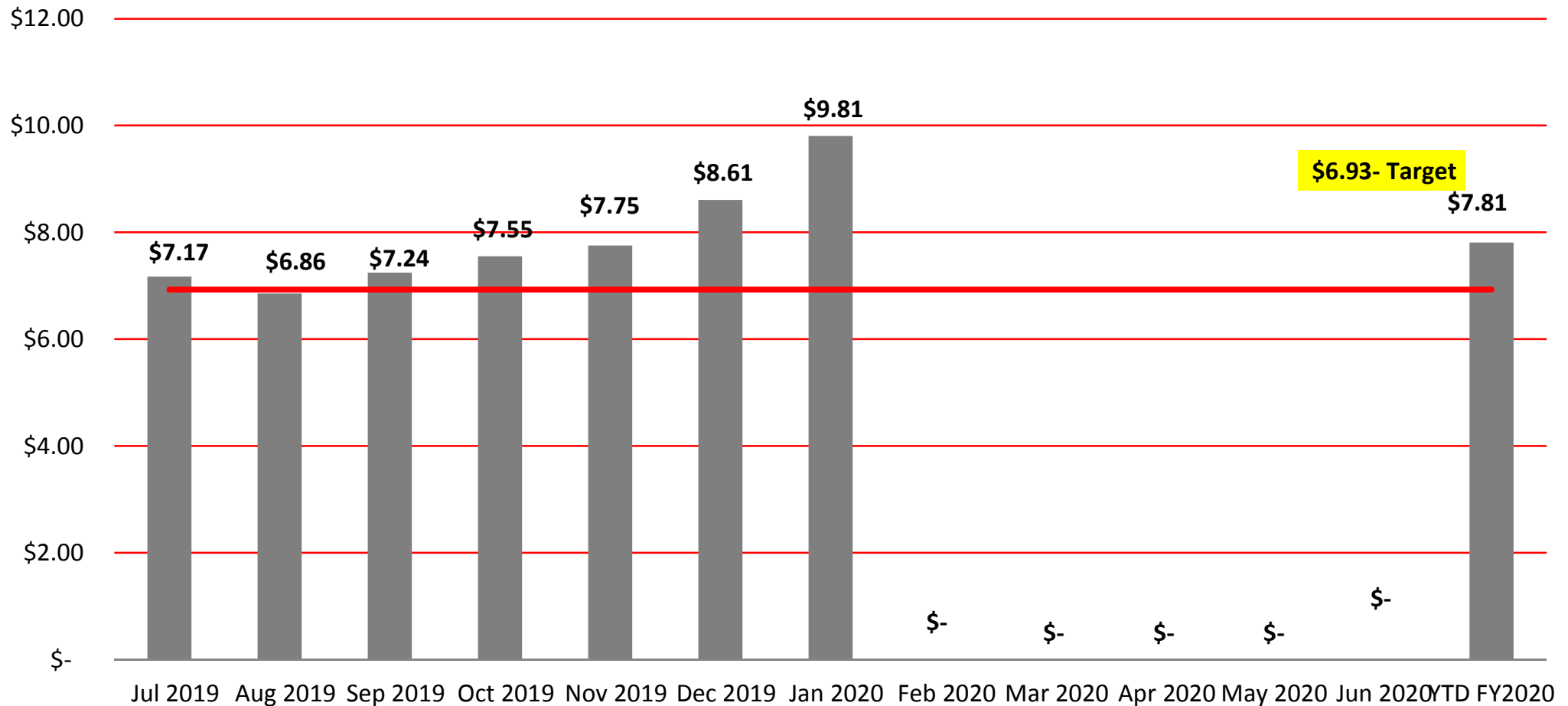
Operating Revenue/Revenue Hour



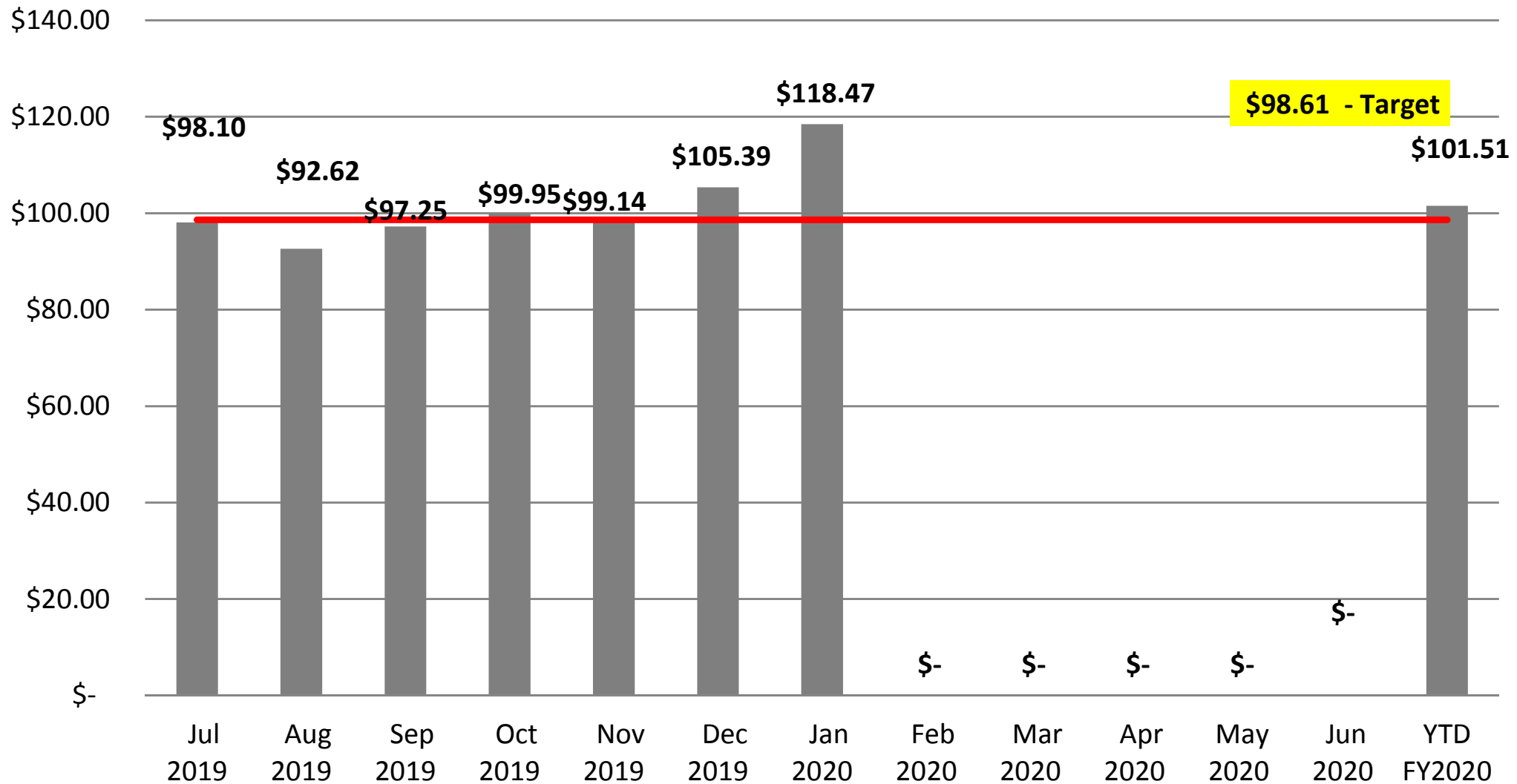
Passengers/Revenue Hour



Operating Cost/Passenger



Operating Cost/Revenue Hour



RESOLUTION NO. 2009

APPROVING THE AWARD OF AN INTERGOVERNMENTAL AGENCY MANAGEMENT AGREEMENT WITH THE CUMBERLAND-DAUPHIN-HARRISBURG TRANSIT AUTHORITY (AKA CAPITAL AREA TRANSIT AUTHORITY (CAT))

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 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;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Central Pennsylvania Transportation Authority, that it approves executing the Intergovernmental Agency Management Agreement with Capital Area Transit Authority with a term ending on June 30, 2021.

CERTIFICATION OF OFFICERS

OF

CENTRAL PENNSYLVANIA TRANSPORTATION AUTHORITY

I certify that the foregoing is a sound and true copy of a Resolution adopted at a legally convened meeting of the Central Pennsylvania Transportation Authority Board Members held on March 5, 2020.

Thomas Wilson
Secretary
Central Pennsylvania Transportation Authority

attest: _____
Raymond Rosen
Chairman
Central Pennsylvania Transportation Authority

INTERGOVERNMENTAL AGENCY MANAGEMENT AGREEMENT

THIS AGREEMENT made this ____ day of _____, 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. **Services and costs.** Beginning July 1, 2020, CAT shall reimburse CPTA for 50% of the gross cost for the total compensation of the Executive Director and for 50% of CPTA's Errors and Admission Insurance on a monthly basis. With prior CAT approval, CAT will reimburse CPTA for any additional costs for work performed by employees of CPTA or third party contractors. CPTA shall invoice CAT promptly and CAT shall reimburse CPTA within thirty (30) days.
4. **Term.** This agreement supersedes the previous agreement executed in January 2020. The executive management services shall cover the period between the execution date through June 30, 2021. At the conclusion of this term, the Agreement may be renewed upon mutual agreement of both parties subject to a renegotiation of the fee structure and source. While this agreement does not commit either party to conditions beyond the language in the agreement, it is agreed by both parties that a joint working group

comprised of members of each Authority Board of Directors will convene at least four (4) times between the execution date of this agreement and December 31, 2020. Each party agrees that significant efforts will be made to evaluate and advance the concepts of regionalization and will continue to explore and make recommendations of regionalization outcomes at a convened meeting consisting of both Boards of Directors prior to December 31, 2020.

5. **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.
6. **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.
7. **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.
8. **Termination.** In the event either party desires to terminate this Agreement it shall provide sixty (60) days written notice to the other party.

- 9. 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.
- 10. 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.
- 11. 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".
- 12. 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.

13. 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.

14. 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