

BERKSHIRE REGIONAL TRANSIT AUTHORITY

September 25, 2025

4:00 PM

BRTA Intermodal Transportation Center, 2nd Floor Board Room, 1 Columbus Avenue, Pittsfield, MA 01201

ADVISORY BOARD MINUTES

Berkshire Regional Transit Authority Advisory Board Members Present:

John Boyle, Dalton; Phillip Orenstein, Great Barrington; Mindi Morin, Lenox; Sherry Youngkin, New Ashford; Stuart Lawrence, New Marlborough; Mayor Peter Marchetti, Pittsfield; Jamie Minacci, Stockbridge; Brian O’Grady, Williamstown; and Douglas McNally, Windsor. Alan Hanson, Richmond arrived after roll call. Renee Wood, Sheffield arrived during the Administrator’s Report.

Berkshire Regional Transit Authority Advisory Board Members Absent:

Sarah Fontaine, Adams; Charles Ketchen, Alford; Bill Elovirta, Becket; Ray Killeen, Cheshire; Ron Boucher, Clarksburg; Melanie Vicneire, Egremont; Joan Lewis, Florida; James Rodda, Hancock; Margaret Gregory, Hinsdale; Mary Reilly, Lanesborough; Andrea Wadsworth, Lee; Frank Abbott, Monterey; Keith Torrico, Mt. Washington; Sandra Lamb, North Adams; Brandi Page, Otis; Verne Leach, Peru; Justin Kaczowski, Savoy; Stephen Deloye, Washington; Andrew Potter, West Stockbridge; and Brian Morrison, Rider Representative.

Also, present: Robert Malnati, Sarah Vallieres, and Gina LePage King, BRTA; Accem Scott and Bobby Quintos, BTM; Patti Annicharico; Anuja Koirola, BRPC; and Breanna Steele, iBerkshires.

	Voting Shares	Present	
Adams	2.76	0.00	
Alford	1.00	0.00	
Becket	1.08	0.00	
Cheshire	3.66	0.00	
Clarksburg	1.00	0.00	38.50 needed for quorum.
Dalton	2.47	2.47	40.09 when called to order
Egremont	1.02	0.00	*41.09 after roll call
Florida	1.00	0.00	**42.14 during agenda item #6
Great Barrington	3.69	3.69	
Hancock	1.00	0.00	
Hinsdale	1.29	0.00	
Lanesborough	2.29	0.00	
Lee	3.55	0.00	
Lenox	4.42	4.42	
Monterey	1.02	0.00	
Mt. Washington	1.00	0.00	
New Ashford	1.07	1.07	
New Marlborough	1.00	1.00	
North Adams	6.15	0.00	
Otis	1.00	0.00	
Peru	1.04	0.00	
Pittsfield	20.93	20.93	
Richmond	1.00	1.00*	
Savoy	1.00	0.00	
Sheffield	1.05	1.05**	
Stockbridge	2.95	2.95	
Washington	1.00	0.00	
West Stockbridge	1.00	0.00	
Williamstown	2.52	2.52	
Windsor	1.04	1.04	
Rider Representative	1.00	0.00	
Disability Community	1.00	0.00	

1) ROLL CALL

D. McNally called the Advisory Board Meeting to order at 4:00 PM.

2) MINUTES OF AUGUST 28, 2025 MEETING- VOTE

S. Youngkin made a motion to accept the Minutes for the August 28, 2025 meeting. J. Boyle seconded the motion. The Minutes of August 28, 2025, were approved with the abstention of S. Lawrence.

3) MINUTES OF SEPTEMBER 8, 2025 MEETING- VOTE

M. Morin made a motion to accept the Minutes for the September 8, 2025 meeting. J. Minacci seconded the motion. The Minutes of September 8, 2025, were approved with the abstentions of S. Lawrence, P. Orenstein, B. O'Grady, and S. Lamb.

4) MINUTES OF SEPTEMBER 9, 2025 MEETING- VOTE

M. Morin made a motion to accept the Minutes for the September 9, 2025 meeting. B. O'Grady seconded the motion. The Minutes of September 9, 2025, were approved with the abstentions of S. Lawrence and S. Youngkin.

5) MINUTES OF SEPTEMBER 18, 2025 MEETING-VOTE

M. Morin made a motion to accept the Minutes for the September 18, 2025 meeting. J. Boyle seconded the motion. The Minutes of September 18, 2025, were approved with the abstentions of J. Minacci, B. O'Grady, P. Orenstein, S. Lawrence, and S. Youngkin.

6) ADMINISTRATOR'S REPORT

R. Malnati discussed the Auditor met with the BRTA Finance Committee to review the Draft Financial Statements which is on the Board Agenda as a votable item. The Comprehensive Regional Transportation Plan is a planning project exercise that is done every 5 years and is paid for by MassDOT. All Massachusetts RTAs will be part of this report. BRTA's plan is wrapping up and will be brought to the Board once the draft is complete. LINK 413, connector service to Franklin Regional Transit Authority (FRTA) and Pioneer Valley Transit Authority (PVTA), is progressing. The 6 vehicles from Pennsylvania are being transported to FRTA for graphics and communication devices. Each RTA will get 2 vehicles. BRTA is waiting for 2 additional vehicles that MassDOT is rehabilitating. CT Transit will be bringing 2 coach buses to train BRTA supervisors at FRTA, as these 45-foot MCI coaches are not what our drivers are used to. P. Orenstein asked for a summary of this project to which R. Malnati explained the 2 daily routes connecting BRTA to FRTA (Greenfield) and PVTA (Springfield). This may be a fall kick-off but is dependent on the receipt of vehicles. BRTA was the last RTA with no connections to another Transit Authority and this will service other rural communities like Savoy and Windsor.

7) FY 2025 DRAFT FINANCIAL STATEMENTS-VOTE

D. McNally stated the Finance Committee met with the Auditor and reviewed the FY2025 Draft Financial Statements. The most important aspect of these statements is there were no findings and BRTA is in good financial shape. There are a couple of new regulations to abide by this fiscal year. The Finance Committee voted to recommend the BRTA Advisory Board accept the Auditor's Report.

B. O'Grady made a motion to accept the Auditor's Report (FY2025 Draft Financial Statements). S. Youngkin seconded the motion. Discussion: P. Orenstein asked if there were another Finance Committee Minutes to review? R. Malnati stated that the Finance Committee Minutes get posted to the website once approved. D. McNally stated the Finance Committee spent an hour with the accountant going through the entire FY 2025 Draft Financial Statements. P. Marchetti asked about a similar GASB recommendation from last year that parallels this year. R. Malnati explained these are new GASB regulations for this fiscal year that were reviewed by the CFO. The FY 2025 Draft Financial Statements were unanimously approved.

8) CASH REPORTS JUNE, JULY, AND AUGUST-VOTE

R. Malnati reviewed the Cash Reports for June, July, and August 2025. June will carry over until the end of the fiscal year, then July and August are the start of the new fiscal year. Basically, it's a starting balance in

the checking account and how many receipts we have, who we pay, and then the totals should be balanced with what the check book and the general ledger says. The ending balance in June is the beginning balance to start July. In August, BRTA received \$2.9M for State operating income.

R. Wood asked why Berkshire Transit Management (BTM) was paid \$550,000 in July and \$850,000 in August, why the big difference? R. Malnati explained \$550K was a short payment and \$850K is the monthly management funding estimated from the BRTA budget to BTM, the operating company. At the end of the FY, if BTM hasn't spent all the cash, BRTA lessens the first payment in accordance with the Audit. R. Malnati conferred with CFO and reported that the short payment was because BRTA was short on cash in July. With the receipt of the \$2.9M state funding in August, the \$300,000 payment would be made in September along with the normal payment amount. P. Orenstein asked if one board member goes through the Cash Report line by line to approve expenses. R. Malnati said this is a daily operational function of the Administrator and CFO. P. Orenstein asked about the Council on Aging stipend and why Great Barrington is not included. R. Wood stated that Great Barrington does not use a BRTA leased Council on Aging vehicles. He also asked about Hilltop Securities and R. Malnati explained this is from the annual borrowing note payable; FY 25 was \$5.6M and FY 26 is \$5.7M.

M. Morin made a motion to accept the Cash Reports for June, July, and August. J. Boyle seconded the motion. The Cash reports for June, July and August were unanimously approved.

9) DISADVANTAGE BUSINESS ENTERPRISE 25-26 PROGRAM-VOTE

R. Malnati discussed the Disadvantage Business Enterprise (DBE) 25-26 Program that was in the Advisory Board email as an attachment. This is a requirement for Federal Funding as we received over \$650K in 5307 funding and is updated every 2 years. This will replace the current DBE plan on the BRTA website. This calculates DBE vendors that BRTA contracts with based upon BRTA Federal funding. K. Hunkler researches DBE firms on the CommBuys site and compares pricing with non-DBE vendors. Page 21 describes the calculation. The BRTA goal for FY 25-26 is 0.03%.

R. Wood made a motion to accept the Disadvantaged Business Enterprise 25-26 Program. J. Boyle seconded the motion. The DBE 25-26 Program was unanimously approved.

10) ADMINISTRATOR SEARCH UPDATE

D. McNally had R. Malnati step out of the meeting. He stated he contacted Kathleen Lambert to inform her the BRTA Advisory Board had voted her as the new BRTA Administrator and to make an offer of employment. There was a dollar range between \$140,000- \$160,000 and the starting date of December 15, 2025. The candidate has accepted pending negotiations of a contract. D. McNally said he then met with Kaylyn (BRTA CFO) and asked for a copy of older contracts to follow showing the job duties required for the position. D. McNally stated he did not put this in the packet because he did not want this out prior to the Board reviewing it. He showed the draft Administrator Contract on the tv monitor for the Advisory Board to review. The contract is written as a 3-year contract. 12/15/25-1/3/26 would be at a per diem rate and the salary range is \$140K-\$160K would begin on 1/4/26, which he hasn't discussed with K. Lambert. He feels negotiations should start at \$150,000, with flexibility to go higher if needed. This is a jump up from R. Malnati's salary but since that this candidate has extensive experience, he doesn't want to low ball the salary. He also wrote in the contract that the Advisory Board shall determine the salary for years 2 and 3, subject to review. P. Marchetti stated he would feel much more comfortable making an offer at \$145,000, giving you a little wiggle room to go up to \$153,000. If you start out at \$150,000 you are going to be at \$155,000-\$156,000 in no time, so I would rather low ball it and know that the candidate may come back with a counteroffer. S. Lawrence asked if it makes sense for someone to accept a one-year salary and felt they would want the security of not decreasing your salary. M. Morin agreed. R. Wood stated she thinks there should be a policy to adjustments if needed and asked about a cost-of-living adjustment. D. McNally said we don't have to go this deep at this point but can change the language used. He will start negotiations at \$145,000 and the Advisory Board to review contract years 2 and 3 for an increase in salary. R. Wood added that it should be a positive statement for the salary review by the Board. She also asked for a copy of the draft contract. D. McNally and J. Minacci agreed no copies should be handed out. M. Morin stated she thinks in her experience that increased salary reviewed annually based on performance

should be the language used. D. McNally said as principle we make an offer the 1st year of the contract to be set and years 2 and 3 will be negotiated.

D. McNally shared the duties from the job description. He made some adjustments adding in the Juneteenth holiday; decreasing the vacation time to 3 weeks to start, adding 3 days in years 2 and 3; decreasing the personal days to 3; and paid sick days to start at 10 days. P. Marchetti stated he thinks the law is 40 hours sick per year, to which S. Vallieres explained that is what all employees start with.

D. McNally discussed the benefits are pretty much what the employees have, except for the company car. He didn't think the Board should allow the new candidate to have one. The amount of travel time is limited and not too much. J. Boyle asked if there could be added to the contract mileage reimbursement? D. McNally said he didn't think so. S. Vallieres shared that BRTA has company vehicles for staff use when there is any travel. D. McNally stated the standard thing is if the director uses their own vehicle for RTA business and pays standard mileage.

D. McNally continued with the contract having a 6-month trial period. When he looked at the previous contract, that R. Malnati's contract serves at will of the Board and may terminate without cause. D. McNally reviewed this with legal and has recommended we keep that language in there. D. McNally also said he put in there that after the 6-month probation period and are let go, some kind of severance will be offered. The rest of the contract is boiler plate.

R. Wood shared as D. McNally mentioned about a 6-month probation period and if I was taking a job, I'm not sure I would take it knowing I could be terminated without cause. She also stated she was not comfortable approving this contract without being able to study it and submit comments and was concerned it was not reviewed by legal. This is a very important document, and I feel it's not being reviewed by legal, particularly KP Law.

D. McNally said it was reviewed by lawyer Emil George. R. Wood stated she does not like the whole section of termination without cause in a probationary period, which isn't stated in this at all, and doesn't think it's a very good negotiating strategy. I would like more time to study this to make some suggested changes. M. Morin said she feels as if we also must trust D. McNally's process and that this has been reviewed by legal. P. Orenstein agreed with R. Wood that there is a well point talking about termination without cause. What he feels too is if we go down that path, it will have to be very rigorous in going through the process of some kind of performance improvement plan or documentation of consulting. R. Wood asked about meals and hotels when traveling for the BRTA. D. McNally said that would be the organization's policy, not a contract of employment. P. Marchetti there should be a performance review annually included and "at will" is part of the State. S. Youngkin agrees with P. Marchetti with having some kind of plan for correction and a time frame to improve. D. McNally stated that since the person works for us, the language should be there will be an annual performance review, and the board will create a performance improvement plan within 6 months to improve. If the candidate has not responded positively to implement the plan, then the next step of action will occur. P. Marchetti stated he is not interested in the termination process but is concerned with what language to use to go back to the salary. So, the board of directors will determine the employee's annual salary with a possible increase in years 2 and 3 based upon a performance review. I think that at this stage in the game you could add based on expectation set by the board, it doesn't need to be part of the agreement, just go over the job description. D. McNally stated what you are saying is that the language should be under the board of directors, the salary increase for years 2 and 3 will determine by an annual performance review. J. Boyle agrees with that but still thinks that if there is no wage increase, there still should be a cost-of-living increase regardless. R. Wood asked if a COLA was standard at BRTA, asked if BRTA has a Personnel Policy, and asked if there was a policy for Performance Improvement Plans.

D. McNally called R. Malnati back in the room to answer the question regarding personnel policy for performance improvement plans or COLA. A COLA is reviewed by the Finance Committee based upon the budget. The personnel issue would be either the Administrator or the CFO. R. Wood stated so, there is no standard written policy procedure for termination for BRTA? P. Orenstein proposed we use the concept language for termination clause and let's move forward without developing the whole policy or procedures. I think it is a good idea for the board to have documentation to go by but needs to be better justified. S. Youngkin stated the job description was provided to the individual of expectations that will be required for the job and an evaluation at some point should take place. R. Malnati explained the 4

responsibilities of the Advisory Board: hiring the Administrator, fares, service levels, and real estate purchases.

D. McNally stated if we do a performance evaluation annually, that it is covered. You're not going to terminate someone without the board having adequate documentation. He shared with the Board that at the Legislative Delegation meeting he attended, BRTA wasn't setting the standards needed and creating enough data points. He is proud to say that R. Malnati given this input, created a data set beyond ridership. He also was not getting enough input from the previous Board. This Board is a lot more active than the previous. The Board needs to be able to let K. Lambert do the job and address concerns in the annual review. J. Minacci agreed that yearly allows the time for people to lead and let her do her job. P. Marchetti made a motion to approve the contract with the amendments of the starting salary at \$145,000, capped at \$153,000 and adding the annual performance review in terms of salary increase. The agency will provide an agency owned vehicle if travel is needed. J. Boyle disagree and shared that she may not feel comfortable with someone else's car and should receive mileage reimbursement for use of her own vehicle. M. Morin said there is probably a BRTA travel policy and should be left out of the contract. There was discussion on this and D. McNally said he would check with the CFO on travel policy. P. Orenstein said he feels there are a lot of issues going on here, and somewhere in the contract it should just be said travel should be pursuant to the travel policy. P. Marchetti said personally if there is a policy there's a vehicle provided for staff to use, I think it should just say a BRTA vehicle will be provided for any travel. Peter said the motion with the salary, performance review, and travel and entertainment based on BRTA policy. S. Lawrence seconded the motion. Peter suggested setting a date for the performance review, so she knows when she needs to meet the Board's mark but doesn't need to be part of the contract. D. McNally reminded the Board that she will be working with the current Administrator for 3 months but should have a discussion of her performance in September. P. Marchetti also stated that we all are sitting here negotiating a salary contract with press sitting here. The contract will be out to the public before we even meet with the candidate and feel this should be done quick. J. Boyle asked for clarification of P. Marchetti's motion of the starting negotiating pay of \$145,000 and not including a cost of living increase for the second and third year. D. McNally stated that is correct. J. Boyle felt that this is a big mistake if there is no raise given by the Board or no COLA, she will lose money and be a very unhappy employee. P. Marchetti mentioned not knowing what the federal funding will be poses an issue. D. McNally stated he was calling for a vote because a motion had been made and seconded. He stated the language that I have to change is that the salary to \$145,000 to start negotiations with a cap of \$153,000, will amend the December 15-December 31 per diem to reflect \$145,000, and add the board of directors will determine the discussion of raises is based on an annual performance review. I am going to suggest that we leave out the travel compensation and address this at a different time. I just want to get an employment contract out. The motion passed with J. Boyle and R. Wood voting no. R. Wood stated that she will be filing another Open Meeting Law complaint because this contract discussion was not on the agenda.

11) BUDGET YTD

R. Malnati provided an overview of BRTA YTD budget through August 2025. Overall, the budget looks good with expenses below budget. As far as expenses go, most of the items are timing issues. Fixed route is right where we budgeted for, and the paratransit is a little under.

12) RIDERSHIP YTD

R. Malnati stated ridership is from July 2025. Fixed route had 67,000 riders for July and August had come in at 65,000 riders, which is trending a lot higher than last year. Paratransit is 5% higher than FY 25. We are down a little for fixed route wheelchair transports from last year and bicycle transports are a little higher. The highest route transporting wheelchairs is still the Route 34 and second is the Route 1. P. Orenstein asked what is the potential for another fare free? R. Malnati stated that fare free continues until June 30, 2026 and is recommending the first 3 months of the next fiscal year (funding dependent) as this was built into the FY26 State budget. The Legislature said if funding was put into the fare free line, the RTAs must be fare free for fixed route and paratransit until the end of the fiscal year. Last year, it was

funded at \$30M and 13 RTAs participated. This year it's funded at \$35M and all 15 RTAs must participate. They are still determining how the funding will be divided up between the RTAs.

13) NEXT MEETING DATE/TIME

R. Malnati set the next meeting for October 30, 2025 at 4:00 PM.

14) ADJOURNMENT

J. Boyle made a motion to adjourn. J. Minacci seconded the motion. All in favor stated aye and the meeting ended at 5:24 PM.

MEETING MATERIALS

BRTA Advisory Board Packet

25-26 BRTA DBE Program

BRTA FY 25 Financial Statements Package (handout at meeting)

Town	Agenda Item 2	Agenda Item 3	Agenda Item 4	Agenda Item 5	Agenda Item 7	Agenda Item 8	Agenda Item 9	Agenda Item 10	Agenda Item 14
Dalton	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes
Great Barrington	Yes	Abstain	Yes	Abstain	Yes	Yes	Yes	Yes	Yes
Lenox	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
New Ashford	Yes	Abstain	Abstain	Abstain	Yes	Yes	Yes	Yes	Yes
New Marlborough	Abstain	Abstain	Abstain	Abstain	Yes	Yes	Yes	Yes	Yes
Pittsfield	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Richmond	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Sheffield	-----	-----	-----	-----	Yes	Yes	Yes	No	Yes
Stockbridge	Yes	Yes	Yes	Abstain	Yes	Yes	Yes	Yes	Yes
Williamstown	Yes	Abstain	Yes	Abstain	Yes	Yes	Yes	Yes	Yes
Windsor	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes