



**MEETING OF THE
BOARD OF COMMISSIONERS OF
CAPITAL AREA TRANSIT SYSTEM
AND
PUBLIC TRANSPORTATION COMMISSION
JANUARY 17, 2017
4:30 p.m.
BREC Administration Building
6201 Florida Boulevard
Baton Rouge, LA 70806**

MINUTES

I. CALL TO ORDER: Mr. Jim Brandt

Mr. Brandt called the meeting to order.

II. ROLL CALL

Present were Messrs. Brandt, Breaux, O’Gorman, and Perret, and Mss. Collins-Lewis, Perkins, and Pierre. Mr. Cutrera was absent. Also present were Mr. Bill Deville, CEO; Mr. Conner Burns, CFO; Mr. Darrell Brown, CAO; other CATS staff; Creighton Abadie of Lindsay & Abadie, A.P.L.C., CATS attorney; and members of the public.

III. INVOCATION

Ms. Perkins gave the invocation.

IV. APPROVAL OF MINUTES OF NOVEMBER 15, 2016, AND DECEMBER 20, 2016, MEETINGS

Ms. Perkins moved to approve the minutes of both the November 15, 2016, and December 20, 2016, meetings and Mr. Perret seconded. Mr. Brandt invited public comment and there was none. The motion passed unanimously.

V. ADMINISTRATIVE MATTERS:

1. CEO Report: Mr. Bill Deville and Executive Staff

Mr. Deville introduced Mr. Milo Victoria, who is serving as Interim CEO and noted that Mr. Victoria has been able to provide immeasurable help in his time here.

In Human Resources, Mr. Darrell Brown noted that CATS made the following hires in December: Administration – 1 Receptionist; Customer Care – 2 Representatives; and Security – 2 Police Officers.

Mr. Victoria informed the board that, in Operations, a transportation performance report is in progress and various procedures are being implemented. It was noted that 13 operators have been hired.

Mr. Victoria reported that, in Maintenance, preventive maintenance inspections (PMIs) are at 85%. He shared the 16 scrap buses have been removed from the property and a maintenance performance report has been implemented. A process improvement in both Maintenance and the Parts Room is in progress as well as bus cleanliness standards and maintenance shop reorganization.

Mr. Victoria reported there were 205,494 trips in December and 2,581,627 year-to-date. There were 52 complaints, and the on-time performance was 80%. The complaints are broken down as follows: courtesy – 9; facilities/maintenance – 5; passed up – 8; performance – 24; and safety – 5. It is important to note that there are 52 complaints out of 205,494 trips for the month, a percentage of 0.025%.

Mr. Deville shared that the following contracts have been executed by him since he has been in the role of Interim and permanent CEO: Insight Strategies for an agency assessment; Baker PMG for shelter project management; and Milo Victoria for the interim COO role.

2. Financial Statements: Mr. Conner Burns

Mr. Burns described the highlights of the written report contained in the members' packets showing the status of grants. The balance of grant funds remaining was \$4,149,538.

He then discussed the highlights of the financial statements. The 2016 year-to-date property tax monies received was \$16,476,104, and the amount expended from that source was \$16,464,246. December operating revenues were \$209,350 and governmental revenues were \$1,758,378, for a total source of funds of \$1,967,728. The total direct operating expenses were \$2,140,394.

Mr. Burns compared operating revenues from previous years in December: 2016 - \$209,000; 2015 - \$171,000; 2014 - \$184,000; 2013 - \$184,000; and 2012 - \$193,000.

The year-to-date operating expenses break down as follows: Operations – 49%, Maintenance – 23%, ADA – 10%, Administration – 11%, Customer Care/Facility – 3%, Security – 2%, and Project Administration – 2%.

VI. PRESIDENT’S ANNOUNCEMENTS

Mr. Brandt reiterated the protocol for public comments at board meetings. He noted that Mr. Cutrera has resigned his position with the board and thanked him for his service to the board.

Mr. Brandt shared that he had named a Nominating Committee for 2017 officers, and it is as follows: Ms. Donna Collins-Lewis – Chair, Dr. Peter Breaux, and Mr. Ken Perret.

Mr. Brandt reminded the members that the SWTA conference is February 12-15th. He shared that the website redesign is underway and anyone with suggestions should submit them to Ms. McNaylor.

Mr. Brandt informed everyone that Mr. Perret’s time with the board has come to an end and he thanked Mr. Perret for all his hard work and advocacy on behalf of CATS during his tenure.

VII. COMMITTEE REPORTS AND ANY ACTION THEREON

1. Finance and Executive: Mr. Brandt

Mr. Brandt referred the members to the minutes of the committee’s January 12th meeting in their packets. He shared the highlights of the meeting and noted that there the action items would be discussed later in the meeting. He informed the board that there was no recommendation on the HWA contract.

2. Technical, Policies and Practices: Dr. Peter Breaux

Dr. Breaux noted the committee did not meet.

3. Audit: Mr. O’Gorman

Mr. O’Gorman noted the committee did not meet.

4. Planning: Mr. Perret

Mr. Perret referred the members to the minutes of the committee's January 5th meeting in their packets. He shared the highlights of the meeting and noted that the recommendation of the CATS staff is to halt plans at the Cortana Mall transit hub to pursue the best long term options for the agency and customers. CATS will proceed with a protected crosswalk and work to get a warning light or signal included.

Mr. Perret shared that he has thoroughly enjoyed his time on the CATS Board and he is ready to see someone come behind him and continue to work for the community and transit.

5. **Community Relations: Ms. Linda Perkins**

Ms. Perkins noted the committee did not meet.

Mr. Morgan Landry of Reliant Transportation reported that Reliant provided 6,436 completed rides in December and 89% were on-time. There were 4,288 total hours and 1 valid complaint.

VIII. ACTION ITEMS

1. **Select Red River Bank as the Purchasing Institution for the Revenue Anticipation Note and adopt the resolution regarding the Revenue Anticipation Note required by the State Bond Commission**

It was noted that 13 institutions were solicited and two responded. This will be a thirty day short term loan.

Mr. O’Gorman moved that Red River Bank be selected as the Purchasing Institution for the Certificate of Indebtedness and to adopt the resolution regarding the Certificate of Indebtedness required by the State Bond Commission. Ms. Perkins seconded the motion. Mr. Brandt invited public comment and there was none. The motion passed unanimously and there were no abstentions.

RESOLUTION

A resolution authorizing the issuance by the Capital Area Transit System of its not to exceed Five Million Dollars (\$5,000,000) Certificates of Indebtedness, Series 2017 (the “*Certificate*”); providing for the payment thereof; establishing the rate of interest thereon; providing for a pledge of the avails or proceeds of the 10.6 mills *ad valorem* tax levied and collected by the Capital Area Transit System within the jurisdictional boundaries of the City of Baton Rouge, pursuant to an election

held therein on April 21, 2012, and the avails or proceeds of the 10.6 mills *ad valorem* tax levied and collected by the Capital Area Transit System within the jurisdictional boundaries of the City of Baker, pursuant to an election held therein on April 21, 2012, for the security and payment of the principal of and interest on the Certificate; and providing for other matters in connection therewith.

WHEREAS, Section 742.2 of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the “*Act*”), and other constitutional and statutory authority, authorize political subdivisions to pay their current expenses by anticipating their revenues from *ad valorem* taxes for the year and to borrow money to pay these current expenses in anticipation of such revenues;

WHEREAS, the Capital Area Transit System, (the “*Issuer*”) adopted a resolution (the “*Prior Resolution*”) on December 20, 2016 authorizing the issuance of its not to exceed \$5,000,000 Certificates of Indebtedness, Series 2017 (the “*Certificate*”) for the purpose of financing current expenses;

WHEREAS, pursuant to the Act and the provisions of this Resolution, the Issuer desires to issue the Certificate to pay current operation costs of the Issuer and to dedicate and set aside revenues for the payment of the principal of and interest on the Certificate; and

WHEREAS, the Issuer has found and determined, pursuant to the requirements of La. R.S. 39:742.2(B), that the avails or proceeds to be received by the Issuer from (i) the 10.6 mills *ad valorem* tax levied and collected by the Issuer within the jurisdictional boundaries of the City of Baton Rouge, State of Louisiana, pursuant to an election held therein on April 21, 2012 (the “*Baton Rouge Ad Valorem Taxes*”), and (ii) the avails or proceeds of the 10.6 mills *ad valorem* tax levied and collected by the Issuer within the jurisdictional boundaries of the City of Baker, State of Louisiana, pursuant to an election held on April 21, 2012 (the “*Baker Ad Valorem Taxes*,” and, together with the Baton Rouge *Ad Valorem Taxes*, the “*Pledged Ad Valorem Taxes*”), shall not exceed seventy-five percent (75%) of the revenues estimated to be realized from the levy and collection of the Pledged *Ad Valorem Taxes*.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Capital Area Transit System, acting as the governing authority of the Issuer, meeting in legal and regular session, that:

SECTION 1. Subject to the approval of the State Bond Commission, there is hereby authorized the borrowing of not to exceed Five Million Dollars (\$5,000,000) in the name of and on behalf of the Issuer to pay the costs of current operations of the Issuer in anticipation of the Pledged *Ad Valorem* Taxes of the Issuer.

SECTION 2. In order to fund the aforementioned borrowing, the Issuer is authorized to issue, sell and deliver to Red River Bank, Baton Rouge, Louisiana (the “*Purchaser*”), pursuant to the terms of the commitment letter annexed hereto as Exhibit A, a Certificate of Indebtedness, Series 2017 (the “*Certificate*”), in an aggregate principal amount not to exceed Five Million Dollars (\$5,000,000), bearing interest from date thereof, at the rate of 1.6% per annum (calculated on the basis of a 360 day year, consisting of twelve 30 day months), and maturing June 30, 2017, all in accordance with the provisions of the Act.

SECTION 3. The principal of and interest on the Certificate shall be secured by and payable from a pledge of (i) the 10.6 mills *ad valorem* tax levied and collected by the Issuer within the jurisdictional boundaries of the City of Baton Rouge, State of Louisiana, pursuant to an election held therein on April 21, 2012 (the “*Baton Rouge Ad Valorem Taxes*”), and (ii) the avails or proceeds of the 10.6 mills *ad valorem* tax levied and collected by the Issuer within the jurisdictional boundaries of the City of Baker, State of Louisiana, pursuant to an election held on April 21, 2012 (the “*Baker Ad Valorem Taxes*,” and, together with the Baton Rouge *Ad Valorem* Taxes, the “*Pledged Ad Valorem Taxes*”). Principal and interest on the Certificate are payable in lawful money of the United States of America, upon presentation and surrender of the Certificate at the principal office of Red River Bank as paying agent (the “*Paying Agent*”), in Baton Rouge, Louisiana.

No Certificate shall be entitled to any security, right or benefit under this Resolution or be valid or obligatory for any purpose, unless there appears on such Certificate a certificate of registration, substantially in the form provided in this Resolution, executed by the Paying Agent by manual signature, and such executed Certificate of the Paying Agent upon such Certificate shall be conclusive evidence that such Certificate has been executed, registered and delivered under the Resolution.

SECTION 4. The initial principal amount drawn on the Certificate shall be in the amount of \$2,500,000. The Issuer may make additional principal draws by completion of a draw request in substantially the form attached to this Resolution as Exhibit B. The Issuer shall not submit more than one draw request each month.

SECTION 5. The President and Secretary of the Board of Commissioners of the Issuer are hereby authorized, empowered and directed to execute the

Certificate to represent said indebtedness. Said officers are further authorized and empowered to deliver the Certificate to the Purchaser, upon the payment of the purchase price thereof, to be used for the purpose of the borrowing and to take any other action or execute and deliver any other documents which may be required to accomplish the purpose of this Resolution, including but not limited to a Certificate Purchase Agreement between the Issuer and the Purchaser. The Certificate shall be issued in the form of a single, fully registered certificate, dated the date of delivery thereof and shall be in substantially the following form:

(FORM OF FACE OF CERTIFICATE)

UNITED STATES OF AMERICA
STATE OF LOUISIANA

CERTIFICATE OF INDEBTEDNESS, SERIES 2017
OF THE
CAPITAL AREA TRANSIT SYSTEM

<u>Number</u>	<u>Principal Amount</u>	<u>Issue Date</u>	<u>Maturity Date</u>
R-1	\$5,000,000.00 (initial draw \$2,500,000)	January 30, 2017	June 30, 2017

THE CAPITAL AREA TRANSIT SYSTEM (the “*Issuer*”), hereby promises to pay to Red River Bank, in the City of Baton Rouge, Louisiana, or registered assigns (the “*Purchaser*”), the Principal Amount set forth above, subject to the principal amount actually drawn down on the Certificate, on the Maturity Date set forth above, together with interest thereon from the Issue Date set forth above at the rate of 1.6% per annum (calculated on the basis of a 360 day year, consisting of twelve 30 day months). Interest will be payable on the Maturity Date set forth above.

The principal of this Certificate may be prepaid by the Issuer prior to the Maturity Date set forth above.

Both the principal of and the interest on this Certificate are payable at maturity in lawful money of the United States of America to the registered owner of this Certificate upon presentation and surrender of this Certificate at the principal corporate office of the Paying Agent. The term “Paying Agent” when used herein shall mean Red River Bank, in the City of Baton Rouge, Louisiana, or its successor.

This Certificate has been issued by the Issuer to represent a debt created under the provisions of Section 742.2 of Title 39 of the Louisiana Revised

Statutes of 1950, as amended, and other constitutional and statutory authority, for the purpose of paying the costs of current operations, and this Certificate was specifically authorized by resolutions adopted by the Board of Commissioners of the Capital Area Transit System, as the governing authority of the Issuer, on December 20, 2016 and January 17, 2017 (together referred to as the “*Resolution*”). All capitalized terms used herein and not otherwise defined shall have the meanings given such terms in the Resolution.

This Certificate is secured by and payable from a pledge of (i) the avails or proceeds of the 10.6 mills *ad valorem* tax levied and collected by the Issuer within the jurisdictional boundaries of the City of Baton Rouge, State of Louisiana, pursuant to an election held therein on April 21, 2012 (the “*Baton Rouge Ad Valorem Taxes*”), and (ii) the avails or proceeds of the 10.6 mills *ad valorem* tax levied and collected by the Issuer within the jurisdictional boundaries of the City of Baker, State of Louisiana, pursuant to an election held therein on April 21, 2012 (the “*Baker Ad Valorem Taxes*,” and, together with the Baton Rouge *Ad Valorem Taxes*, the “*Pledged Ad Valorem Taxes*”). The Issuer, in and by the Resolution, has also entered into certain other covenants and agreements with the registered owner of this Certificate, for the terms of which reference is made to the Resolution.

This Certificate shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution until the certificate of registration hereon shall have been signed by the Paying Agent.

It is certified that this Certificate is authorized by and issued in conformity with the requirements of the Constitution and statutes of the State of Louisiana. It is further certified, recited and declared that all acts, conditions and things required to exist, to happen and to be performed precedent to and in the issuance of this Certificate to constitute the same a legal, binding and valid obligation of the Issuer have existed, have happened and have been performed in due time, form and manner as required by law, and that this Certificate does not exceed any limitation prescribed by the Constitution and statutes of the State of Louisiana.

IN WITNESS WHEREOF, the Capital Area Transit System has caused this Certificate to be signed by the facsimile and/or manual signatures of the President and Secretary of the Board of Commissioners of the Issuer, and the corporate seal of the Issuer to be hereon impressed, and this Certificate to be dated the Issue Date set forth above.

CAPITAL AREA TRANSIT SYSTEM

Secretary

President

(SEAL)

CERTIFICATE OF REGISTRATION

This Certificate represents the entire issue of Certificates referred to in the within mentioned Resolution.

**Red River Bank in the City of Baton Rouge,
Louisiana, as Paying Agent**

Date of Registration: _____

By: _____

Authorized Officer

FORM OF ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____ (Please Insert Social Security or other Identifying Number or Assignee) _____ the within Certificate and all rights thereunder, and hereby irrevocably constitutes and appoints _____ attorney or agent to transfer the within Certificate on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

NOTICE: The signature to this assignment must correspond with the name as it appears upon the fact of the within Certificate in every particular, without alteration or enlargement or any change whatever.

PROVISIONS FOR REGISTRATION

<u>Registered Owner</u>	<u>Registration Date</u>	<u>Signature of Paying Agent</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECTION 6. The principal of the Certificate may be prepaid by the Issuer prior to stated maturity.

SECTION 7. The Issuer covenants and agrees that, to the extent permitted by the laws of the State of Louisiana, it will comply with the requirements of the Internal Revenue Code of 1986, as amended (the “Code”) in order to establish, maintain and preserve the exclusion from “gross income” of interest on the Certificate under the Code. The Issuer further covenants and agrees that it will not take any action, fail to take any action, or permit any action within its control to be taken, or permit at any time or times any of the proceeds of the Certificate or any other funds of the Issuer to be used directly or indirectly in any manner, the effect of which would be to cause the Certificate to be “arbitrage bonds” or would result in the inclusion of the interest on the Certificate in gross income under the Code, including, without limitation, (i) the failure to comply with the limitation on investment of proceeds of the Certificate or (ii) the failure to pay any required rebate of arbitrage earnings to the United States of America or (iii) the use of the proceeds of the Certificate in a manner which would cause the Certificate to be a “private activity bond.”

The Certificate is hereby designated as a “qualified tax-exempt obligation,” within the meaning of Section 265(b)(3) of the Code.

The President and Secretary of the Board of Commissioners of the Issuer are hereby empowered, authorized and directed to take any and all action and to execute and deliver any instrument, document or certificate necessary to effectuate the purposes of this Section.

SECTION 8. If any provision or item of this Resolution or the application thereof is held invalid, such invalidity shall not affect other provisions, items, or applications of this Resolution which can be given effect without the invalid provisions, items, or applications, and to this end the provisions of this Resolution are hereby declared severable.

SECTION 9. It is recognized that the Issuer will not be required to comply with the continuing disclosure requirements described in the Rule 15c2-12(b) of the Securities and Exchange Commission [17 CFR Section 240.15c2-12(b)], because:

(a) the Certificate is not being purchased by a broker, dealer or municipal securities dealer acting as an underwriter in a primary offering of municipal securities; and

(b) the Certificate is being issued in a denomination exceeding \$100,000 and sold to only one financial institution (*i.e.*, no more than thirty-five persons),

which (i) has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of the prospective investment in the Certificate and (ii) is not purchasing the Certificate for more than one account or with a view to distributing the Certificate; and

(c) the Certificate has a maturity of nine months or less.

SECTION 10. While the Certificate is outstanding, the Issuer shall do and perform or cause to be done and performed all acts and things required to be done or performed by or on behalf of the Issuer under the provisions of the Resolution and as reasonably requested by the Purchaser.

SECTION 11. The provisions of this Resolution shall constitute a contract between the Issuer, or its successor in law, and the Purchaser, and the provisions of such contract shall be enforceable by appropriate proceedings to be taken by the Purchaser, either at law or in equity. No material modification or amendment of this Resolution, or any ordinance or resolution or enactment amendatory hereof or supplemental hereto, may be made without the consent in writing of the Purchaser.

SECTION 12. The Issuer, the Paying Agent, and any agent of either of them may treat the owner in whose name any Certificate is registered as the owner of such Certificate for the purpose of receiving payment of the principal of and interest on such Certificate and for all other purposes whatsoever, and to the extent permitted by law, neither the Issuer, the Paying Agent, nor any agent of either of them shall be affected by notice to the contrary.

SECTION 13. All Certificates surrendered for payment shall be promptly canceled by either the Paying Agent or the Issuer. All canceled Certificates held by the Paying Agent shall be deposited as of directed in writing by the Issuer.

SECTION 14. The Issuer will at all times maintain a Paying Agent for the performance of the duties hereunder. Red River Bank Baton Rouge, Louisiana, is hereby designated as the Paying Agent.

SECTION 15. The foregoing Resolution shall take effect immediately upon its adoption.

The foregoing Resolution having been duly introduced for final adoption on January 17, 2017, the vote on the final adoption thereof was as follows:

YEAS:7: **Jim Brandt, Peter Breaux, Donna Collins-Lewis, Kevin O’Gorman, Antoinette Pierre, Kenneth Perret, and Linda Perkins**

NAYS:0: **none**

ABSENT:1: **Lucien Cutrera**

And the Resolution was declared adopted on this, the 17th day of January, 2017.

**Assistant Secretary of the Board of
Commissioners of the Capital Area
Transit System**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, the undersigned Assistant Secretary of the Board of Commissioners of the Capital Area Transit System, do hereby certify that the foregoing pages constitute a true, accurate and correct copy of the proceedings and actions taken by the Board of Commissioners of the Capital Area Transit System on January 17, 2017 at its regularly scheduled, properly noticed meeting.

IN FAITH WHEREOF, witness my official signature at Baton Rouge, Louisiana, on this, the 17th day of January, 2017.

Assistant Secretary of the Board of Commissioners of
the Capital Area Transit System

Exhibit A

Commitment Letter

Exhibit B

Form of Draw Request

in connection with

**CERTIFICATE OF INDEBTEDNESS, SERIES 2017
OF THE
CAPITAL AREA TRANSIT SYSTEM**

Draw Request Number: _____

The undersigned, a duly authorized representative of the Capital Area Transit System (the “*Issuer*”), hereby represents to Red River Bank (the “*Bank*”), with reference to the above-captioned certificate (the “*Certificate*”) purchased by the Bank, that:

(1) The Issuer is the issuer of the Certificate pursuant to resolutions adopted by the Board of Commissioners of the Capital Area Transit System, as the governing authority of the Issuer, on December 20, 2016 and January 17, 2017 (together referred to as the “*Resolution*”). Capitalized terms used herein and not otherwise defined shall have the meanings given such terms in the Resolution.

(2) The Issuer is requesting a principal draw on the Certificate (the “*Principal Draw*”).

(3) The amount of the Principal Draw being requested by the Issuer is \$_____, and the amount of such drawing, when added to the aggregate principal amount of the Certificate drawn preceding this Draw Request equals \$_____, which does not exceed \$5,000,000.

(4) You are hereby authorized and directed to transfer the amount identified above to the Issuer pursuant to the wiring instructions listed below:

[Wiring instructions]

IN WITNESS WHEREOF, the Issuer has executed and delivered this Draw Request as of the _____ day of _____, 2017.

CAPITAL AREA TRANSIT SYSTEM

By: _____
Name: _____
Title: _____

2. **Award contract for multiple oil related products to Sun Coast Oil, Inc. and Miguez Fuel, LLC**

It was noted that this was an Invitation to Bid and there were two different low bidders on various products.

Ms. Collins-Lewis moved that Sun Coast Oil, Inc. be awarded the contract for gear oil, motor oil, synthetic transmission fluid, and wheel grease, and that Miguez Fuel, LLC be awarded the contract for hydraulic turbine oil and diesel exhaust fluid. Mr. Perret seconded the motion. Mr. Brandt invited public comment and there was none. The motion passed without objection.

3. **Approve increase of the total amount authorized for the Hewitt Washington & Associates (HWA) bus shelter construction management oversight services contract**

Mr. Deville noted a recommendation to increase the contract for bus shelter construction management services by \$58,635, which includes a \$3,000 contingency. The contract expires at the end of March 2017, but it is expected to be completed before the end of March; the contingency is in the event of inclement weather.

There was a discussion regarding the percentage of shelters to be built later and if these are only at existing bus stops.

Ms. Perkins moved that the following resolution be approved:

RESOLUTION

BE IT RESOLVED by the Board of Commissioners of Capital Area Transit System that the CEO is authorized to enter in to a change order with Hewitt Washington & Associates (HWA) to amend the contract between CATS and HWA to increase the total compensation that may be paid to HWA under the contract by \$58,635.

Ms. Pierre seconded the motion. Mr. Brandt invited further public comment and there was none. The motion passed unanimously.

4. **Authorize the removal of Donald Palmer as a Signatory on all Whitney/Hancock Bank accounts and authorize the CEO and/or CFO to execute all required documents**

It was noted that this is a formality with the departure of Mr. Palmer.

Ms. Perkins moved that Donald Palmer’s authority to sign checks on all Whitney/Hancock Bank accounts is hereby revoked, that William J. Deville is hereby authorized to execute all documents required by Whitney/Hancock Bank to effectuate this change, and that the “Resolution of a State or Local Government Operating Under Authority of a Board, Council, or Other Type of Governing Body” attached hereto as Exhibit A as redacted is hereby adopted. Mr. Perret seconded the motion. Mr. Brandt invited public comment and there was none. The motion carried unanimously.

IX. PUBLIC COMMENTS

At this point, since the last action item is expected to be discussed in executive session, a suggestion was made to have the public comments taken ahead of the last action item. There was no objection to amending the agenda to take up public comments at this time.

Ms. Wilford, a passenger, asked what is being done to make CATS more reliable for riders of necessity.

Ms. Bennett noted there used to be a route that passed her apartment but it no longer comes; it is a route that is needed. She brought a petition signed by residents of the apartment complex stating such.

VIII. ACTION ITEMS – CONTINUED

5. **Authorization for the CEO to settle the claim of Lyle Fitte under the terms of the settlement and judgment payment policy adopted by the Board on July 20, 2004 as amended. (This matter might possibly be discussed in executive session. As required by the Open Meeting Law, notice is hereby given that this claim is pending in the 19th Judicial District Court and is Suit Number 645,119, Sec. 23; and that Lyle Fitte is the plaintiff and Capital Area Transit System and Royal Brooks are the defendants.)**

Mr. Brandt moved to enter executive session to discuss the pending litigation and possible settlement of each matter. Ms. Perkins seconded the motion, there were no public comments, and the motion passed unanimously.

Upon returning from executive session, Ms. Collins-Lewis moved that the CEO is authorized to settle the claim of Lyle Fitte for the sum of Eighty Two Thousand Five Hundred and 00/100 (\$82,500) Dollars under the terms and conditions of the settlement and judgment payment policy adopted by the Board on July 20, 2004 as amended. Ms. Pierre seconded the motion. Mr. Brandt invited public comment and there was none. The motion passed unanimously.

X. ADJOURN

Ms. Perkins moved to adjourn the meeting. Ms. Collins-Lewis seconded, and the motion carried unanimously.

RESOLUTION OF A STATE OR LOCAL GOVERNMENT OPERATING UNDER AUTHORITY OF A BOARD, COUNCIL OR OTHER TYPE GOVERNING BODY

Whitney Bank, also dba Name: Capital Area Transit System,
Hancock Bank Address: 2250 Florida Blvd
City, State and ZIP: Baton Rouge, LA 70802

- A. We, the undersigned, certify that: we are the President and Secretary/Clerk of the above-named State or Local Government (hereinafter referred to as the "Governing Authority") duly created, organized, and operating under the Constitution and Laws of the State of Louisiana. Federal Employer ID Number 720755868 and; that the following is a true, correct, and certified copy of a resolution adopted at a meeting of the Governing Authority, properly called and duly held on _____ and; that this resolution has been properly entered into the minutes of *the* Governing Authority, having not been modified or rescinded.
- B. To be resolved that:
- (1) The Financial Institution named above is designated as a depository for the funds of this Governing Authority:
 - (2) This resolution shall continue to have effect until e>..-press written notice of its recession, modification, or cancellation has been received and recorded by this Financial Institution:
 - (3) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Governing Authority with this Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confinned:
 - (4) .Any of the persons named below, so long as they are acting in a representative capacity as agents of the Governing Authority, are authorized to make any and all contracts, agreements, stipulations and orders which they may deem advisable and necessary to open an Account(s) with the Financial Institution and for the effective exercise of powers over said account(s) for the transacting of all business concerning funds deposited in, moneys borrowed from, or other business transacted by and between this Governing Authority and said Financial Institution and; to endorse checks and orders for the payment of moneys and withdrawal of funds on deposit with this Financial Institution, subject to any restriction(s) stated below. The Governing Authority agrees to, shall be bound by, and otherwise be liable for, the tenns and conditions of all such contracts, agreements, stipulations and orders. It shall be the responsibility of the Governing Authority to provide written notice to this Financial Institution should the authority of any of the agents it has so authorized to transact business on its behalf has been tenninated. This Financial Institution shall incur no liability for acting in good faith upon the representations of said agents until such notice is properly given:
 - (5) .Any and all prior resolutions adopted by this governing authority and certified to this Financial Institution as governing the operation of the Governing Authority's account(s), are in full force and effect unless supplemented or modified by this authorization;
 - (6) The Governing Authority agrees to the tenns and conditions of any account agreement, properly opened by any authorized representative of the Governing Authority and authorizes the Financial Institution named above, at any time, to charge the Governing Authority for all checks, drafts, or other orders, for the payment of moneys, dravm on the Financial Institution:
- C. Each person named below (name and title) is authorized to exercise the powers granted herein on all accounts opened under this Agreement and accompanying Master Signature Card on behalf of the Governing Authority:

Jeanette Eckert, _____

FConnerBurnsJr., _____

William J Deville _____

- D. I further certify that the Governing Authority has, and at the time of adoption of this resolution did have, full power and lawful authority to adopt the foregoing resolution(s) and to confer the powers granted to the person(s) named herein:

IN WITNESS WHEREOF, we have hereunto affixed our signatures as of

(date).

President

Secretary/Clerk

Printed Name

Printed Name

EXHIBIT A

MASTER SIGNATURE CARD FOR DEPOSITORY ACCOUNTS ANNEXED TO AND MADE PART OF THE RESOLUTION OF A STATE OR LOCAL GOVERNMENT OPERATING UNDER AUTHORITY OF A BOARD, COUNCIL OR OTHER TYPE GOVERNING BODY

Listing of Accounts
("listed Accounts")

Customer Name: Capital Area Transit System

Account Subtitle	Account#
1. E Commerce	██████████
2. Health Insurance	██████████
3. FTA	██████████
4. Worker's Compensation	██████████
5. Payroll	██████████
6. General	██████████
7. Business Liability	██████████
8. Hotel Motel Tax Receipts	██████████
9. Passenger Receipts	██████████
10. Medicaid Reimbursements	██████████
11. Property Tax Fund	██████████

MASTER SIGNATURE CARD FOR DEPOSITORY ACCOUNTS ANNEXED TO AND MADE PART OF THE RESOLUTION OF A STATE OR LOCAL GOVERNMENT OPERATING UNDER AUTHORITY OF A BOARD, COUNCIL OR OTHER TYPE GOVERNING BODY

Customer Information:

Select One: New Account Update (Add/Delete) Signers Supersede Existing Signature Card

Governing Authority Name/

Customer Name: Capital Area Transit System

Address: 2250 Florida Blvd-----

City, State, ZIP: Baton Rouge, LA 70802

Phone Number: 225-389-8920

Tax ID Number: 72-0755868

The undersigned certifies to Bank that (1) he/she is authorized to sign this Master Signature Card For Depository Accounts ("Signature Card") on behalf of Customer that are listed on Exhibit A (hereinafter referred to as Listed

Accounts) and certifies that all statements made on this Signature Card are correct and in accordance with Customer's internal account authorization, organizational and governing documents; (2) each signature presented on this Signature Card is the signature of the named person, who is authorized to sign and otherwise act on behalf of Customer and all Listed Accounts with respect to the accounts listed in this Signature Card. The Customer on its behalf and on behalf of all Listed Accounts, acknowledges receipt of, and agrees to be bound by the Bank's Deposit Agreement, Terms and Conditions, as may be amended by Bank from time to time.

Authorized Signature	Officer Title	Date
Authorized Signature	Officer Title	Date
Authorized Signature	Officer Title	Date
Authorized Signature	Officer Title	Date
Authorized Signature	Officer Title	Date