

**TOMPKINS CONSOLIDATED AREA TRANSIT, INC.
BOARD OF DIRECTORS MEETING**

Thursday, October 23, 2008
4:00 PM TCAT Conference Room
737 Willow Avenue, Ithaca, NY

Attendees: R. McDaniel, D. Cogan, J. Dotson, H. Dullea,
P. Mackesey, F. Proto, J. Turcotte, B. Wendt, J. Zumoff

J. Basile, S. Brock, R. Andrascik, A. Eccleston, N. Oltz,
B. Stebbins, N. Tedesco, S. Willcox, T. Wright, S. Persons/Recording Secretary

Also Attended: Darleen Bowen

Agenda

I. Call to Order

R. McDaniel called the meeting to order at 4:08 PM, and welcomed everyone to the October 23, 2008 TCAT, Inc. Board of Directors Meeting.

II. Board Member Items

There were no Board Member items.

III. Public Comment

D. Bowen from Tioga Transport representing the former employees stated they have asked for a compensation package because they were expecting a 3 year contract and it was terminated through no wrong doing on their part, and they felt they should be compensated.

R. McDaniel stated that we received that letter and the staff is investigating.

IV. Approval of the minutes from September 25, 2008, October 9, 2008 meeting

The motion to approve the minutes from September 25, 2008 was made by F. Proto; seconded by P. Mackesey. The motion to approve the minutes passed unanimously.

The motion to approve the minutes from October 9, 2008 was made by H. Dullea; seconded by J. Zumoff. The motion to approve the minutes passed unanimously.

V. Chairperson's Report

The Chairman did not have a report.

VI. General Manager's Report

- Monthly Operating Report - J. Turcotte presented the Monthly Operating Report for September 2008. He reviewed the details of the Riders, Miles & Hours Statistics, Service Changes & Special Events, Maintenance Statistics, Accidents &

Other Incidents, Finance, Human Resources, Marketing Initiatives, & Customer Communications.

VII. Action Items from Staff

- Consider approval of Resolution {2008-16} Approval of Annual DBE Goal. – J. Turcotte presented Resolution {2008-16} Approval of Annual DBE Goal.

**RESOLUTION 2008-16
APPROVAL OF TCAT DISADVANTAGED BUSINESS ENTERPRISE
(DBE) GOAL FOR FEDERALLY FUNDED PROJECTS FOR FFY 2009**

WHEREAS, the FTA requires agencies in receipt of federal funds and meeting an expenditure threshold of \$250,000 in federally funded contracts, excluding bus procurement, to have an established and approved goal for utilization of Disadvantaged Business Enterprises (DBE) , and

WHEREAS, TCAT will exceed the threshold in FFY 2009, therefore requiring an established and approved plan to meet such a goal, and

WHEREAS, TCAT has completed extensive analysis of prior year activities to establish a goal for FFY 2009, therefore be it

RESOLVED, that the TCAT Board of Directors approves the goal of 3.40% Disadvantaged Business Enterprise utilization on federally funded projects for FFY 2009.

Adopted by the TCAT Board of Directors on this the 23rd day of October, 2008.

The resolution to approve the Annual DBE Goal was moved by H. Dullea; and seconded by J. Zumoff. Discussion followed. The motion passed unanimously.

- Consider approval of Resolution {2008-17} Award Contract to VPSI, Inc. related to Van Pool Services – N. Tedesco presented Resolution {2008-17} to consider approval to award Contract to VPSI, Inc. related to Van Pool Services.

**RESOLUTION 2008-17
AWARD OF CONTRACT TO VPSI, INC.
RELATED TO VANPOOL SERVICES**

WHEREAS, increased fuel prices and improved environmental awareness have led commuters in Tompkins County and beyond to seek alternatives to the privately owned, low occupancy motor vehicle for commuting to work, and

WHEREAS, a vanpool is a group of people who commute together to work in a seven to fourteen passenger van, sharing the cost of operating the van, and

WHEREAS, in many other regions, vanpools successfully bring commuters to work in a cost-effective, environmentally friendly way, and

WHEREAS, a subsidy for each vanpool group would make the vanpool option more fiscally attractive to potential participants, thereby increasing participation and the overall stability of such a program, and

WHEREAS, as part of Cornell's community transportation and housing initiatives, funds have been made available to TCAT for the start-up of a vanpool program to cover per-van subsidies, TCAT administrative costs, and possibly funding for ADA-compliant van conversion and ADA seat cost financial support, and

WHEREAS, because of Cornell's start-up funding, TCAT anticipates there would be no cost to TCAT for such a program for at least its first three years, and

WHEREAS, TCAT issued a request for proposals on September 15, 2008 for the provision of vanpool services eligible for TCAT subsidies and potential ADA financial support as described above (RFP 23-08), and TCAT received one proposal, from VPSI, Inc., and

WHEREAS, TCAT staff has determined that VPSI, Inc. is a qualified and acceptable firm, and

WHEREAS, TCAT staff recommends entering into an agreement with VPSI, Inc. for its provision of vanpool services in exchange for the subsidies and potential ADA financial support described above; now therefore be it

RESOLVED, that the TCAT Board of Directors selects VPSI, Inc. as the independent contractor eligible to receive TCAT subsidies and potential ADA financial support for qualifying vanpool services, and be it further

RESOLVED, that the TCAT Board of Directors authorizes the Chairperson of the Board and the General Manager to enter into a 3-year contract with VPSI, Inc. regarding the provision of TCAT subsidies and potential ADA financial support for qualifying vanpool services, effective November 3, 2008, with an option to renew upon agreement of the parties for an additional two (2) year period, said contract being subject to the approval of TCAT's attorney, and subject to TCAT's entering into an agreement or MOU with Cornell University for Cornell to provide the start-up funding described above.

Adopted by the TCAT Board of Directors on this the 23th day of October, 2008.

The resolution to approve Awarding the Contract to VPSI, Inc. related to Van Pool Services was moved by J. Dotson; and seconded by P. Mackesey. Discussion followed. The motion passed unanimously.

N. Tedesco stated that before we move forward we need to enter into a Memorandum of Understanding between Cornell and TCAT for the transfer of the startup subsidy funding.

S. Brock stated that the current resolution states that the approval of this contract with VPSI is subject to TCAT's entering into an agreement or MOU with Cornell University for the start up funding, does the Board consider that to be their blessing that somebody from TCAT can sign that MOU, or does the Board want to set a resolution for that.

J. Dotson suggested the Board have a resolution 2008-17A approving the MOU as described.

S. Brock presented the following verbal motion:

RESOLUTION 2008-17A

Be it resolved that the TCAT, Inc. Board of Directors authorizes the Chairperson of the Board and/or the General Manager to enter into an agreement or Memorandum of Understanding with Cornell University for Cornell to provide the startup funding for the Vanpool program as described in Resolution 2008-17.

The resolution to approve Cornell University and TCAT, Inc. to enter into an MOU was moved by J. Dotson; and seconded by F. Proto. The motion passed unanimously.

- Consider approval of Resolution {2008-18} Consider approval of Subrecipient Agreement for 2008 FTA Section 5307 Grant NY-90-X603 – J. Turcotte presented Resolution {2008-18} approval of Subrecipient Agreement for 2008 FTA Section 5307 Grant NY-90-X603.

RESOLUTION 2008-18

WHEREAS, on September 26, 2008, Tompkins County executed a Section 5307 Urban Grant Agreement, NY-90-X603, with the Federal Transit Administration, hereinafter called “FTA”, which awarded \$2,861,410 in FTA funds; and

WHEREAS, Tompkins County has advised Tompkins Consolidated Area Transit, Inc. (TCAT) that the two parties need to enter into a Subrecipient Agreement to facilitate Tompkins County’s payments of Section 5307 grant money to TCAT, and

WHEREAS, the attached “Subrecipient Agreement for 2008 FTA Sec 5307 Grant NY-90-X603” spells out each party’s rights and responsibilities related to the grant money to be received pursuant to Section 5307 Urban Grant NY-90-X603,

NOW, THEREFORE, be it RESOLVED, that the TCAT Board approves the attached Subrecipient Agreement with Tompkins County and authorizes the Board Chair and General Manager to execute the Subrecipient Agreement, subject to the approval of TCAT’s attorney.

Adopted by the TCAT Board of Directors on this the 23rd day of October, 2008.

The resolution to approve Subrecipient Agreement for 2008 FTA Section 5307 Grant NY-90-X603 was moved by D. Cogan; and seconded by H. Dullea. Discussion followed. The motion passed unanimously.

Action Item approval for Elmira Savings Bank Signature Cards: The motion to approve the Elmira Savings Bank Signature Cards was moved by P. Mackesey; seconded by B. Wendt. Discussion followed. With clarification this is on the table as a resolution. The motion passed unanimously.

VIII. Committee Reports

- **Executive Committee**

R. McDaniel stated the Executive Committee met October 9, 2008 and discussed \$0.50 fare survey, regional transportation to Schuyler County and route 14 and other service changes feedback.

- **Budget Committee**

D. Cogan stated that the Budget Committee met on October 17, 2008 and discussed the revenue expenditure report dated September 30, 2008.

- **Human Resources Committee**

H. Dullea stated that the Human Resources Committee met on October 20, 2008 and discussed current staffing levels, recruiting efforts, HR projects, and an update that we are awaiting Health Insurance quotes.

- **Transit Service Committee**

P. Mackesey reported that the Transit Service Committee will meet on October 28, 2008 and will discuss a process to provide service to major developments.

- **City Center Project Committee**

D. Cogan reported that the City Center Project Committee did not meet this month and provided an update that the lease is signed, and the RFP for the vendor is ready to go out.

IX. Next meeting

- R. McDaniel announced the next meeting date December 4, 2008 at 4:00 PM.

X. Attorney's Report

R. McDaniel asked for a motion to enter into Executive Session to discuss the employment history of a particular person and to discuss a contract matter. The motion was made by J. Zumoff; seconded by F. Proto. The motion passed. The Board entered into Executive Session at 5:55 PM. The Board arose from Executive Session at 6:18 PM. No action was taken.

XI. Adjournment

The motion to adjourn the meeting was made by B. Wendt and seconded by J. Zumoff. The meeting adjourned at 6:20 PM.