

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

Thursday, December 3, 2015
4:00 PM TCAT Conference Room
737 Willow Avenue, Ithaca, NY

Attendees: F. Proto, B. Brady, J. Dotson, D. Howe,
B. Gray, K. Page

S. Brock, R. Andrascik, A. Eccleston, N. Oltz, P. Poist, D. Swarts,
M. Yarrow, T. Wright, S. Persons/Recording Secretary

Also Attended: F. Howells, A. Gallegos, M. Wendlowsky, D. Covey, D. Lovelace

Agenda

Call to Order

F. Proto called the meeting to order at 4:08 PM, and welcomed everyone to the December 3, 2015 TCAT, Inc. Board of Directors Meeting.

Board Member Items

There were no board member items.

Public Comment

D. Lovelace stated I don't know if any of you remember who I am, I used to drive for TCAT three and a half years ago until an unfortunate accident put me down and I couldn't drive anymore. After the first year I tried to come back but couldn't pass the DOT physical and social security disability came through so I took that figuring that I just wouldn't be able to do it anymore, but now it's been 3 ½ years since my accident and I have driven for the school district, and I've put my application in at least seven times since July and I have not heard anything. I have passed my DOT physical at least 6 times since my accident, I still have my license, I'm still capable I drove for Southern Cayuga District last year without any problems. I've been cleared my doctor says there's nothing more they can do for me.

F. Proto stated I think that the fact that you brought it to the attention of the board, the appropriate staff is here to hear it.

Approval of the minutes from October 22, 2015 Board of Directors Meeting and October 9, 2015 Special Board of Directors Meeting

The motion to approve the minutes from October 22, 2015 was made by K. Page; seconded by B. Gray. The motion to approve the minutes passed unanimously.

The motion to postpone the approval of the minutes for October 9, 2015 Special Board of Directors Meeting to the next month's meeting was made by B. Gray; seconded by B. Brady. The motion passed unanimously.

Chairperson's Report

F. Proto stated he had a couple of items he wanted to review very quickly, one is because of a phone conversation that I had yesterday that was a little disconcerting, the comment was why did the county turn down kicking in their \$50,000 share for the budget, the County was actually the first one to approve the \$50,000 funding it was just a question of rearranging how it would be applied. For clarification so we are on the same page, all three entities have approved a \$50,000 funding entities share for 2016, the suggested way that they approved it was the way that the City wanted it applied, \$8,000 in operating and \$42,000 in capital, we had to make sure that Cornell and the County were ok with that too, but the dollar amount was \$50,000. We did get confirmation from Cornell and the County; we did send thank you letters to everyone. The confusion may have come from the original request coming out of the July budget presentation, if you recall the original dollar amount was 103,000 that we were approaching the three entities for, and it was reduced to \$50,000, and we are thankful to have that. The other item I wanted to alert you to is there was a lot of activity this past 6 weeks with regard to the federal transportation bill and trimming out the 5340 section which is related to high density populations it involves seven states and most big cities, including New York, Philadelphia, Boston, Tompkins County Ithaca, Syracuse, the hit that we would have taken would have been about \$207,000 times 5, it would have affected us to the tune of about \$1,000,000. With a lot of work by the staff and Cornell and the County and the City, and I want to bring one particular name to your attention, Donna Fleming, she spearheaded a resolution with Patty's help that went to the City and explained why we not only needed the capital money but why we needed the money restored. It was a joint effort, NYPTA and APTA got involved, the County, the City, and Cornell, Mark Barbee with the UAW also helped. We got confirmation that the Senate and Congress agreed and the money has been restored. Discussion followed.

General Manager's Report

- **Facility Maintenance Mechanic** – A. Eccleston introduced Don Covey, the new Facility Maintenance Mechanic. Please welcome him aboard, he comes with a great deal of experience in facility maintenance, most recently at the Holiday Inn in Auburn where he was instrumental in putting some processes together and PM plans. He is also retired from the Navy with 25 years of service so we certainly appreciate all those years of service in the submarine core. We are thrilled to have him onboard and are looking forward to working with him in our facility.
- **Monthly Operating Reports** – A. Eccleston presented the Monthly Operating Reports for October 2015. She 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.
- **Contract Drivers** – A. Eccleston stated the contract drivers did come on board, we initially started with seven drivers, they went through classroom training and worked with the Transit Service Supervisors in the field and then got passes and rode along and learned the routes, they are working in service. They are fun, they have great attitudes, its interesting talking with them about their experiences from different places. They are up and running and we're operating and we are not mandating.

F. Proto asked A. Eccleston to provide an update on a grant. He stated we had an opportunity that was precipitated in October to apply for a grant that was made known through the DOT, it represents about \$400,000.

A. Eccleston stated we received notification from NY State that TCAT would be eligible for a grant if we made the application for it, this was a nice windfall of \$428,155, and it came out of nowhere. So we had to marshal the troops and give a little push to get this application to happen. Just before Thanksgiving we met as a team and identified what we were going to use this money for. As we really looked at this organization, we knew that we have 5 buses coming in August, and we have money that will be queued up to order 10 more buses. In looking at our maintenance department and looking at how antiquated we are, we are running with software that dates back to the early 90's, it's historical database and doesn't allow any real time information, it is not easy to use for reporting to really understand trends in our maintenance department. So we made the decision that we are going to use some of that money to purchase maintenance software system, which is in line with our ITS project, but it was much further down in the phases. I wanted to put that back up in here, we are getting good stuff for our operations side of the house; we really need stuff for our maintenance side of the house. Some of that funding is going to fund maintenance software, in addition to that, a number of our buses do not have security camera equipment on board so we are going to use part of that to purchase security camera equipment for our buses. Discussion followed.

Action Items from Staff

Consider Resolution {2015 - 22} Election of Directors for TCAT, Inc. F. Proto presented resolution {2015 - 22} Election of Directors for TCAT, Inc.

RESOLUTION 2015 - 22 ELECTION OF DIRECTORS FOR TCAT, INC.

WHEREAS, the bylaws of Tompkins Consolidated Area Transit, Inc. ("TCAT, Inc.") state that Directors shall be elected at Annual Meetings of the Board, and

WHEREAS, the bylaws further state that three of the Directors shall be elected from candidates recommended by the City of Ithaca ("City"), three from candidates recommended by Tompkins County ("County"), and three from candidates recommended by Cornell University ("Cornell"), and

WHEREAS, the terms of three directors are expiring on December 31, 2015, and

WHEREAS, the County and Cornell have provided TCAT, Inc. with the names of recommended candidates to fill two of the terms that begin January 1, 2016, and

WHEREAS, pursuant to the New York Not-for-Profit Corporation Law, the director originally recommended by the City will continue to hold office after expiration of his term until that director's successor is elected, and

WHEREAS, Kathy Luz Herrera has resigned as a Director, effective September 16, 2015, and the term of Kathy Luz Herrera's Director position is through December 31, 2016, and

WHEREAS, the bylaws further state that a Director elected to fill an unexpired term until the next annual meeting at which the election of directors is in the regular order of business shall be an individual recommended by the departing Director's recommending party, and Tompkins County originally recommended to the TCAT, Inc. Board that Kathy Luz Herrera be appointed as a Director, and

WHEREAS, Tompkins County has recommended that Daniel Klein be elected to fill the unexpired portion of Kathy Luz Herrera's term,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects the following as Directors with three-year terms beginning January 1, 2016:

<u>Name</u>	<u>Address</u>
John Gutenberger	Cornell University 110 Day Hall Ithaca, NY 14853
Peter Stein	101 Brandywine Drive Ithaca, NY 14850

BE IT FURTHER RESOLVED, the TCAT, Inc. Board elects the following as a Director to fill Kathy Luz Herrera's unexpired term beginning immediately and continuing until the December 2016 annual meeting, and until his successor to fill the remainder of the unexpired term is elected and qualified:

<u>Name</u>	<u>Address</u>
Daniel Klein	56 Durfee Hill Road Ithaca, NY 14850

The resolution to elect Directors for TCAT, Inc. was moved by D. Howe; seconded by B. Gray. Discussion followed. The resolution passed unanimously.

Consider Resolution {2015 - 23} Election of Secretary/Treasurer. F. Proto presented resolution {2015 - 23} Election of Secretary/Treasurer.

**RESOLUTION 2015 - 23
ELECTION OF SECRETARY/TREASURER**

WHEREAS, the bylaws of Tompkins Consolidated Area Transit, Inc. ("TCAT, Inc.") state that a Secretary/Treasurer shall be elected each year at the Annual Meeting of the Board to serve throughout the following calendar year, and

WHEREAS, the bylaws further state that a nominating committee appointed by the Chairperson shall nominate an individual for Secretary/Treasurer from the Directors recommended by the recommending party whose representative is the current Chairperson, and

WHEREAS, the current Chairperson was recommended by Tompkins County as a Director, so the new Secretary/Treasurer must be one of the Directors who was recommended by Tompkins County, and

WHEREAS, the Chairperson has appointed the members of the Executive Committee to act as the nominating committee, and

WHEREAS, the nominating committee has agreed to nominate Peter Stein as the Secretary/Treasurer for 2016,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects Peter Stein as Secretary/Treasurer for a one-year term beginning January 1, 2016.

The resolution to elect the Secretary/ Treasurer was moved by B. Gray; seconded by J. Dotson. Discussion followed. The resolution passed unanimously.

Consider Resolution {2015 - 24} In Appreciation of Kellie Page. F. Proto presented resolution {2015 – 24} in appreciation of Kellie Page.

**RESOLUTION 2015 - 24
IN APPRECIATION OF KELLIE PAGE**

The undersigned secretary of Tompkins Consolidated Area Transit, Inc. (TCAT, Inc.) does hereby certify at a meeting of the TCAT, Inc. Board of Directors on December 3, 2015, at which a quorum existed, the following resolution was unanimously approved:

WHEREAS, Kellie Page has devoted three years to supporting and enhancing public transit in Tompkins County through her service on the TCAT, Inc. Board of Directors since January of 2013, and

WHEREAS, Kellie has contributed her insights and expertise as an accomplished financial professional with the ability to work collaboratively and to strengthen relationships, and

WHEREAS, Kellie has demonstrated energy, intellect and care for both the Tompkins County community and TCAT while fulfilling her position as Director on the TCAT, Inc., Board of Directors, and

WHEREAS, Kellie served ably on the following Board committees: the Human Resource Committee, and the Audit Committee (of which she was Chairperson in 2013, 2014 and 2015), and

WHEREAS, Kellie’s hard work, advocacy, ability to lead, kindness, patience and contagious cheerfulness while serving TCAT, and her other many community affiliations, have greatly benefited TCAT and all residents of Tompkins County.

NOW, THEREFORE, BE IT RESOLVED that the TCAT, Inc. Board recognizes the many and substantial contributions Kellie has made to TCAT, Inc., and be it further

RESOLVED, that the TCAT, Inc. Board extends its sincere gratitude and appreciation to Kellie for her leadership and dedicated service and wishes her the best with her continued career as Cornell University’s Associate Vice President/ Student and Academic Services, Finance and Administration.

The resolution In Appreciation of Kellie Page was moved and seconded unanimously. Discussion followed. The resolution passed unanimously.

Consider Resolution {2015 - 25} Approval of Drug and Alcohol Policy Revisions for Safety-Sensitive Employees. F. Proto presented resolution {2015 – 25} Approval of Drug and Alcohol Policy Revisions.

**RESOLUTION 2015- 25
APPROVAL OF DRUG AND ALCOHOL POLICY REVISIONS FOR
SAFETY-SENSITIVE EMPLOYEES**

WHEREAS, Tompkins Consolidated Area Transit, Inc. (“TCAT”) strives to maintain a safe workplace environment for its staff, visitors and passengers, and

WHEREAS, TCAT is required by the U.S. Department of Transportation to adopt and administer a drug and alcohol testing policy for safety-sensitive employees, and

WHEREAS, on January 26, 2006, the TCAT Board of Directors adopted a drug and alcohol testing policy for safety-sensitive employees, titled “Omnibus Transportation Employee Testing

Act / TCAT, Inc. Policy” with subsequent revisions effective August 31, 2009, January 28, 2010, March 25, 2010, and January 1, 2011, and

WHEREAS, from September 29 to September 30, 2015, the Federal Transit Administration audited TCAT’s drug & alcohol program for safety-sensitive employees, and

WHEREAS, the auditors directed TCAT to make clarifying wording changes to its drug and alcohol testing policy, including spelling out examples of behaviors that constitute a refusal to test, and revising wording related to infractions and follow-up actions that are required by TCAT policy, not federal regulations, and

WHEREAS, the proposed amendments to TCAT’s policy are shown in red-line in the attached pages,

NOW, THEREFORE, be it RESOLVED that that the TCAT Board of Directors hereby approves the drug and alcohol testing policy changes for safety-sensitive employees as shown on the attached red-lined pages, and

BE IT FURTHER RESOLVED, that such changes are effective December 3, 2015.

The resolution to approve the drug and alcohol policy revisions for safety-sensitive employees was moved by K. Page; seconded by B. Gray. Discussion followed. The resolution passed unanimously. Consider Resolution {2015 - 26} Adopting the TCAT, Inc. 2016 Operating Budget. F. Proto presented resolution {2015 – 26} adopting the TCAT, Inc. 2016 Operating Budget.

**RESOLUTION 2015 - 26
ADOPTING THE TCAT, INC. 2016 OPERATING BUDGET**

WHEREAS, each year the Tompkins Consolidated Area Transit, Inc. (TCAT, Inc.) Board adopts a fiscal year Operating Budget, and

WHEREAS, TCAT, Inc. attempts to maximize transportation service to Tompkins County residents by utilizing all federal, state and local funds available for the twelve-month period ending December 31, and

WHEREAS, after reviewing 2015 operations and considering all federal, state and local funding available for 2016, an Operating Budget that projects revenues of \$13,915,239 and projected expenditures of \$13,915,239 for the 2016 fiscal year ending December 31, 2016 has been prepared and reviewed,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board adopts an Operating Budget for the fiscal year ending December 31, 2016, that projects revenues totaling \$13,915,239 and expenditures totaling \$13,915,239.

The resolution to adopt the TCAT, Inc. 2016 Operating Budget was moved by B. Gray; seconded by D. Howe. Discussion followed. The resolution passed unanimously.

Consider Resolution {2015 - 27} Adopting the TCAT, Inc. 2016 Capital Expenditure Plan. F. Proto presented resolution {2015 – 27} adopting the TCAT, Inc. 2016 Capital Expenditure Plan.

**RESOLUTION 2015 - 27
ADOPTING THE TCAT, INC. 2016 CAPITAL EXPENDITURE PLAN**

WHEREAS, each year the Tompkins Consolidated Area Transit, Inc. (TCAT, Inc.) Board adopts an annual Capital Expenditure Plan, and

WHEREAS, TCAT, Inc. attempts to maximize the use of all federal and state funds available for necessary capital equipment purchases and projects, and

WHEREAS, after reviewing current capital needs and considering all federal and state funding available for 2016, a Capital Expenditure Plan of \$1,334,065 with Tompkins County, City of Ithaca and Cornell University each making contractual payments of \$152,090 for the 2016 fiscal year ending December 31, 2016 has been prepared and reviewed,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board adopts a Capital Expenditure Plan for the fiscal year ending December 31, 2016, totaling \$1,334,065

The resolution to adopt the TCAT, Inc. 2016 Capital Expenditure Plan was moved by D. Howe; seconded by B. Gray. Discussion followed. The resolution passed unanimously.

B. Gray made a motion to establish the next year's meeting schedule as the fourth Thursday of the month with the exception of the November meeting being on December 1, 2016; seconded by D. Howe. The motion to continue the meeting schedule of the fourth Thursday of the month with that exception passed unanimously.

Committee Reports

- **Executive Committee**

F. Proto reported that the Executive Committee met on November 18, 2015 and discussed TCAT Assessment for Security Enhancement, Green Street Station, funding – NYPTA advocating for 5 – year plan, contract drivers on board, maintenance update, ITS contract status, TCCOG representative.

- **Special Committee Examining Green Street Station purchase option**

D. Howe reported that they asked for help from the Cornell Real Estate department and they reviewed it and we came to the decision that this really wasn't a financial decision that they really wasn't much difference between the two options so it came to a strategic decision. In Executive Committee we talked about it that we don't think being an owner is in our best interest and to continue the lease as is is probably the best manner to move forward.

B. Gray stated as a result of the discussion at the Executive Committee meeting, a matrix was developed to look at the pros and cons, it basically outlines the reasons why we arrived at the conclusion that it wasn't to our advantage to be a property owner it is not our primary business and it does not appear to be a financial decision. Discussion followed.

D. Howe made a motion that TCAT not exercise the option to purchase the premises as spelled out in the August 11, 2008 lease agreement between TCAT and Cayuga Green LLC and TCAT exercises the right to renew the term of the lease agreement for an additional five years; seconded by J. Dotson. Discussion followed. The motion passed unanimously.

Budget Committee

B. Gray reported that the Budget Committee met on November 17, 2015 and discussed Revenue Expenditure Report October 31, 2015, fuel report, 2016 health insurance rates, National Tour contract estimate, 2016 operating budget, 2016 capital budget.

- **Transit Service Committee**

The Transit Service Committee did not meet.

- **Human Resources Committee**

K. Page reported that the Human Resources Committee met on November 12, 2015 and discussed the current headcount, hires, separations, retention rate, bus operator and mechanic sign on bonus, and labor issues.

- **Planning Committee**

The Planning Committee did not meet. A. Eccleston provided an update on the facility RFP, the ITS project update, and the Green Street vendor RFP status.

- **Audit Committee**

The Audit Committee did not meet. K. Page reported that she is working on one last document for the Board of Directors, the close out document from the internal controls review, once that is finalized we will get it back out to the Board.

Next meeting

F. Proto announced the next meeting date of January 28, 2016 at 4:00 PM.

Executive Session

F. Proto asked for a motion to enter into executive session to discuss the Stedwell litigation. The motion was made by B. Gray; seconded by D. Howe. The motion passed unanimously. The Board entered into Executive Session at 5:52 PM. The Board arose from Executive Session at 6:10 PM. No action was taken.

Adjournment

The motion to adjourn the meeting was made by K. Page and seconded by B. Gray. The meeting adjourned at 6:10 PM.