

TOMPKINS CONSOLIDATED AREA TRANSIT, INC.
BOARD OF DIRECTORS MEETING

Thursday, January 28, 2016
4:00 PM TCAT Conference Room
737 Willow Avenue, Ithaca, NY

Attendees: B. Gray, J. Dotson, J. Gutenberger, D. Klein,
D. Nguyen, F. Proto, P. Stein

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

Also Attended: F. Howells, D. Mengel

Agenda

I. Call to Order

B. Gray called the meeting to order at 4:03 PM, and welcomed everyone to the January 28, 2016 TCAT, Inc. Board of Directors Meeting.

II. Board Member Items

J. Dotson stated she needed to leave at 5:30 and asked if the Emergency Ride Home discussion could happen prior to that.

III. Public Comment

There was no public comment.

IV. Approval of the minutes from October 9, 2015 Special Board of Directors Meeting and December 3, 2015 Annual Board of Directors Meeting

The motion to approve the minutes from October 9, 2015 and December 3, 2015 was made by F. Proto; seconded by J. Dotson. The motion to approve the minutes passed unanimously.

V. Chairperson's Report

B. Gray reported that he probably owed everyone an apology for the committee assignments because they should have been done a month ago and he should have spoken to everyone directly, in lieu of that he made them up and assigned everyone. There are some requirements for those assignments, there are a minimum of three people on a committee and they need to be from each recommending entity so there is a diverse opinion on the committees. He stated he knows from P. Stein there are some concerns about the times of the meetings, when they occur, but that is left to the individual committees to set the day and time of their meetings. Discussion followed.

B. Gray stated for 2016 goals there are a number of things. One of the things, those of us that have been sitting here for 6 months or more know that we have a very tight staffing, for those that haven't been sitting here you will become aware that we have tight staffing. We are short on bus operators, we are short on mechanics, we have a pretty active program to hire but he thinks Tompkins County has almost always had the lowest unemployment in the state. They've been happy on the federal level to point out that we have reached

5% unemployment which in layman's terms means full employment, because that is about as low as you ever get. It seems to be showing up in our efforts to hire. We currently are operating with contract labor to supplement our drivers we would like to hire our way out of that and get back to dealing with our own employees. We are thankful to have the supplemental labor because it cuts on the overtime and gives the drivers a more reasonable time demand. He stated having to do with tight staffing it has service impacts and if we keep going there may be some service adjustments, there were some projected changes that might be required to get our service levels inside of our ability to provide service with our number of drivers and our number of buses, and even the age of our buses plays a part in how many buses we can put on the road. Fortunately in a few months we will have 5 new buses coming that's another item we will be paying attention to. He stated the TCAT Cornell service agreement that hopefully will replace the multi-year MOU that we have in place but we would like to enter into a long term agreement, we will reassemble that committee. One of the things that came up in last year's budget we have a lot of people that are new on the City Council, in the County Administration and some of the people at Cornell that were not around when TCAT was formed are not fully aware of what TCAT has to do and what obligations we have to see that it gets done. He stated he got the impression it might be a good idea to go back to them and discuss what they want from us, what is in the agreement, and what their obligations are to us so that we are all going in the same direction. Discussion followed.

B. Gray stated we invited Dwight Mengel to join us today and discuss how money flows to us.

D. Mengel stated what he would like to do is give a brief overview and a status review on several issues relating to the federal side and then offer to come back in either February or March with a very concise presentation about the big picture and have materials for especially the new board members so you can understand the ecosystem that we are living in. He stated the really good news is there is a 5 year federal transportation bill, and the other good news is there is a 2 year appropriate bill that was passed. We have gone through a period with at least 3 years with fractional parts of the federal budget being appropriated at different times so that will be getting back to the new normal. The annual allocation will be published in the federal register; we will go back to a full annual budget cycle and not cobbling pieces of fiscal years together and waiting for the last four months to be appropriated by Congress. He stated he did research with the new transportation bill and he believes that there will be an increase in our urban formal funding based upon some tweaks in the law which favors small urban areas such as ours, and if TCAT invites him back to give more detail by that time the federal appropriation should be published and we can understand why we are getting the amount of funding we are getting. There was some adjustment made to the formula for what is known as the small transit intensive community formula which benefits Ithaca and TCAT a lot. We get the most of any small urban area relating to that formula than any other system in the state because of our productivity. It is completely number driven formula and we get funding for 4 out of 6 factors. He explained where we are now and explained that the grant system that we have used the last 6-7 years was finally shut down in November, the federal government has spent the last 3 years developing a new grant system called TRAMS, and it has been delayed with its deployment. The federal government has yet to say when TRAMS will be live, they've assured us everything that was in the previous system will migrate to the new system but that has been delayed. He stated he did find out today that it will be soon. He explained that when the grant system is not live nothing happens; he also explained what will happen when the system is live and the status of funding for grants. Discussion followed.

VI. General Manager's Report

- **Safety Manager** – A. Eccleston introduced John Langley, the new Safety, Training and Security Manager. She stated he came on board on January 11th and comes to us with a great deal of experience and background, he worked in California for Silverado Stage as the Director of Safety Training and Security, he also worked for Horizon Coach Lines in Houston Texas as the Safety and Compliance Manager. He has a tremendous amount of experience.

- **Public Comment from Board Meeting**– A. Eccleston stated that she wanted to report on the public comment from the last Board Meeting on December 3rd; Mr. Duane Lovelace came and addressed the board of directors in reference to concerns relative to providing his application for bus operator. He was a former bus operator at TCAT; he did say that he had not received any notice from TCAT relative to his status in recruitment. He did receive two letters from TCAT, one in June 2015 and one in August 2015 relative that he was not selected for the bus operator position. After the meeting on December 3rd, she stated she wrote him another letter and sent it certified mail return receipt requested to ensure that he did receive it and explained to him why he was not selected as a bus operator here at TCAT. She stated she wanted to report that back and that she did take that seriously and did review the situation and responded back to that former employee.
- **Monthly Operating Reports** – A. Eccleston presented the Monthly Operating Reports for December 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.

VII. Action Items from Staff

Emergency Ride Home Program – A. Eccleston stated we talked about the emergency ride home program at the executive committee and there were a couple of items that needed more clarification. M. Yarrow came in and gave us an update on that, and it was about insurance. The Taxi cab insurance, a certain part of their fleet could be insured, liability insurance is 1 million and the other part of their fleet was 25 – 50 thousand, so there was a disparity as to the cab company so the action was to go back and look into that a little further and do some research with regard to that issue. She asked D. Swarts to report on that.

D. Swarts reported that the distinction here is some of the vehicles in Collegetown Cab's fleet are termed taxis others are termed livery vehicles, with basically a difference in semantics essentially but if a vehicle makes a trip outside the city limits it could be called a livery vehicle and would not get that million dollar insurance level so what we have a situation where half the fleet of the company with whom we would like to contract with has adequate insurance of a million dollars general aggregate the rest of the fleet has 25 or 50 thousand dollars and basically we are asking for policy guidance on how we should proceed and there is about four different ways that he sees we could proceed. He stated one is Collegetown Cab says they have new dispatching software that can track where the half of the fleet that has the higher insurance level is at, and we would stipulate in the contract that they only transport passengers participating under our program in those vehicles the drawback there is the nature of this program, emergency ride home when you are looking to get home as quickly as possibly when you have a sick child and in the period of an emergency this would increase the response time and run counter to the purpose of the program. He stated another avenue is we could restructure the nature of the program so that which we don't specify which company our passengers ride with, that would reduce our liability that we are not directing passengers to a particular company but they would need to pay the cab fare up front and submit for reimbursement through us, perhaps reducing our liability however it would require any person participating in the program to carry cash at all times whereas how we proposed to operate the program with a series of vouchers where you would hand the voucher to the driver and then TCAT pays the bill at the end of the month. A drawback to that is you would have to carry cash and it also makes it a little more difficult for us to monitor for abuse. There are certain rules that apply for which you may take a cab ride after the fact it's basically on their honor and there is no way to confirm if it's truthful and if we don't have agreements with a cab company they don't have to vouch for the validity of that claim. A third possibility that we could do is accept Collegetown Cabs entire fleet with their mix of insurance levels and accept that risk, and a fourth is we not proceed with the program and basically say that there is no cab company in the area that meets our insurance needs. Discussion followed.

B. Gray stated the staff has done a lot of work on this, the object was to make passes monthly or annual more attractive to a broader range of people because they would have this back up behind them. But as it

was explained it became a low probability high risk because if the taxi has an accident because they are transporting you home on a TCAT emergency basis they might sue the taxi cab company but they are almost certain TCAT might be a more interesting place to sue. It might not happen often but is it worth the risk.

J. Dotson stated one of the things that I think is important is what is in the packet which M. Yarrow did this research in asking other transit properties around the nation. What was really interesting is that almost to a property when the question was asked about so you pay for these rides, what do you think about the liability, almost to a property the answer was we've had this program for a number of years but we haven't really thought about it because we provide less than 10 rides a year. It's a very small amount of rides that provides a psychological benefit to transit riders. She stated I think we should make this program happen. The experience of other transit properties is pretty compelling; there is a possibility that we would open ourselves up for liability risks because we pay for the rides but i would just like to see it happen. If we chose to make a policy decision to say the lower level insurance is ok for certain vehicles, I think that brings another cab company into the running so likely we would have agreements with two different companies.

S. Brock stated at least, any company that can meet our minimum qualifications, it is a non-exclusive agreement. Discussion followed.

B. Gray stated based on the conversation and the wide divergence he would like to understand what the board is thinking. He stated it is not obvious to him as to which direction we are going to go in, so we will come back next month with two or three resolutions. He stated the options he hears are we don't do it at all it's a nice idea but we're not going to deal with the complexity, we go with a reimbursement program if you need an emergency ride home then you submit a request for reimbursement to us, and the third is that we enter into and provide the service and we understand that the insurance is what it is in the world of taxi cabs and we're a small community and there are two taxi cabs that might be interested. If we opened it up. And the variation is we stick with the million dollar cars and they are available when they are available.

J. Dotson left the meeting.

Action item the approval of committees, committee members, and committee chairperson, the motion from the table to accept this docket of committee assignments as presented was moved by D. Klein; and seconded by F. Proto. The motion passed 5 in favor, 0 opposed.

Consider Resolution {2016 - 01} Election of Directors for TCAT, Inc. B. Gray presented resolution {2016 - 01} to elect the Directors for TCAT.

**RESOLUTION 2016 - 01
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 expired on December 31, 2015, and

WHEREAS, the County and Cornell provided TCAT, Inc. with the names of recommended candidates to fill two of the terms that began January 1, 2016, and at its Annual Meeting on December 3, 2015, the TCAT, Inc. Board elected two Directors to three-year terms beginning January 1, 2016, and

WHEREAS, pursuant to the New York Not-for-Profit Corporation Law and TCAT, Inc.'s bylaws, the Director originally recommended by the City to serve the 2013-2015 term (William Gray) has continued to hold office after expiration of his term until his successor is elected and qualified, and

WHEREAS, on January 6, 2016, the City recommended that William Gray be re-elected as a Director with a term expiring on December 31, 2018, and

WHEREAS, Kevin Sutherland resigned as a Director, effective August 27, 2015, and the term of Kevin Sutherland's Director position is through December 31, 2017, and

WHEREAS, the bylaws 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 the City originally recommended to the TCAT, Inc. Board that Kevin Sutherland be appointed as a Director, and

WHEREAS, on January 6, 2016, the City recommended that Ducson Nguyen be elected to fill Kevin Sutherland's unexpired term as provided in TCAT, Inc.'s bylaws, with his term beginning immediately and continuing until TCAT, Inc.'s December 2016 annual meeting, and until his successor to fill the remainder of the unexpired term (until December 31, 2017) is elected and qualified,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects William Gray as a Director with a term expiring on December 31, 2018, and

BE IT FURTHER RESOLVED, the TCAT, Inc. Board elects Ducson Nguyen as a Director to fill Kevin Sutherland'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..

The resolution to elect the Directors for TCAT, Inc. was moved by F. Proto; seconded by D. Klein. Discussion followed. The resolution passed unanimously.

Consider Resolution {2016 - 02} Extend Legal Services Contract 1 Additional Year with Susan. H. Brock, Attorney at Law. B. Gray presented resolution {2016 - 02} to extend legal services contract 1 additional year with Susan H. Brock, Attorney at Law.

**RESOLUTION 2016 - 02
EXTEND LEGAL SERVICES CONTRACT 1 ADDITIONAL YEAR
WITH SUSAN H. BROCK, ATTORNEY AT LAW**

WHEREAS, on July 26, 2012, TCAT, Inc. and Susan H. Brock, Attorney at Law entered into a Contract for Legal Services with a term from July 26, 2012 through December 31, 2015 (the "Contract"), and

WHEREAS, the Contract provides that upon mutual written agreement, it may be renewed in one-year increments for up to a total of three additional years upon such terms as the parties deem acceptable, and

WHEREAS, both parties wish to renew the Contract for an additional one (1) year term upon the terms set forth in the attached Extension of Contract for Legal Services,

NOW, THEREFORE, be it RESOLVED that the TCAT, Inc. Board of Directors hereby approves the attached Extension of Contract for Legal Services and authorizes Board Chair William Gray and Acting General Manager Alice Eccleston to execute the Extension of Contract.

S. Brock left the meeting.

The resolution to extend legal services contract 1 additional year with Susan H. Brock was moved by F. Proto; seconded by D. Klein. Discussion followed. The resolution passed unanimously.

S. Brock reentered the meeting.

Consider Resolution {2016 – 03} Extend Legal Services Contract 1 Additional Year with Hancock Estabrook, LLP. B. Gray presented resolution {2016 - 03} to extend legal services contract 1 additional year with Hancock Estabrook, LLP.

**RESOLUTION 2016 - 03
EXTEND LEGAL SERVICES CONTRACT 1 ADDITIONAL YEAR
WITH HANCOCK ESTABROOK, LLP**

WHEREAS, on July 26, 2012, TCAT, Inc. and Hancock Estabrook, LLP entered into a Contract for Legal Services with a term from July 26, 2012 through December 31, 2015 (the “Contract”), and

WHEREAS, the Contract provides that upon mutual written agreement, it may be renewed in one-year increments for up to a total of three additional years upon such terms as the parties deem acceptable, and

WHEREAS, both parties wish to renew the Contract for an additional one (1) year term upon the terms set forth in the attached Extension of Contract for Legal Services,

NOW, THEREFORE, be it RESOLVED that the TCAT, Inc. Board of Directors hereby approves the attached Extension of Contract for Legal Services and authorizes Board Chair William Gray and Acting General Manager Alice Eccleston to execute the Extension of Contract.

The resolution to extend legal services contract 1 additional year with Hancock Estabrook, LLP was moved by D. Klein; seconded by P. Stein. Discussion followed. The resolution passed unanimously.

Consider Resolution {2016 – 04} Extend Master Services Agreement with National Tour Integrated Resources. B. Gray presented resolution {2016 - 04} to extend master services agreement with National Tour Integrated Resources.

**RESOLUTION 2016 - 04
EXTEND MASTER SERVICES AGREEMENT
WITH NATIONAL TOUR INTEGRATED RESOURCES, INC.**

WHEREAS, on November 4, 2015, TCAT, Inc. and NT entered into a Master Services Agreement for the provision of temporary bus operators, with a term from November 4, 2015 through January 31, 2016 (the “Agreement”), and

WHEREAS, the Agreement provides that it may be renewed for up to an additional three months upon the same terms and conditions as in the initial Agreement, if TCAT, Inc. serves NT with a notice of intent to renew, and

WHEREAS, TCAT, Inc. wishes to extend the Agreement for an additional three months and has served NT with a notice of intent to renew,

NOW, THEREFORE, be it RESOLVED that the TCAT, Inc. Board of Directors hereby approves the attached Extension of Master Services Agreement and authorizes Board Chair William Gray and Acting General Manager Alice Eccleston to execute the Agreement.

The resolution to extend master services agreement with National Tour Integrated Resources was moved by P. Stein; seconded by D. Klein. Discussion followed.

S. Brock suggested a change in the resolved to add the language “for the provision of temporary bus operators dated November 4, 2015” after “approves the attached Extension of Master Services Agreement”. The resolution as amended passed unanimously.

VIII. Committee Reports

- **Executive Committee**

B. Gray reported that the Executive Committee met on January 20, 2016 and discussed ITS project status, facility assessment project status, Bus 1102 fire update, TCAT – Cornell MOU next steps, TCAT Annual Recognition even on February 28, update on recruitment efforts and 5 new buses estimated delivery, and Green Street Station next steps. Discussion followed.

Motion made to follow the lease and start the procedure to move forward with small claims court. Moved by J. Gutenberger, seconded by F. Proto. The motion passed unanimously.

- **Budget Committee**

The Budget Committee did not meet.

- **Transit Service Committee**

The Transit Services Committee did not meet.

- **Human Resources Committee**

The Human Resources Committee did not meet.

- **Planning Committee**

The Planning Committee did not meet.

- **Audit Committee**

The Audit Committee did not meet.

IX. Next meeting

B. Gray announced the next meeting date of February 25, 2016.

X. Executive Session

B. Gray asked for a motion to enter into executive session to discuss the Stedwell litigation and personnel matters. The motion was made by P. Stein; seconded by D. Nguyen. The motion passed. The Board entered into Executive Session at 6:30 PM. The Board arose from Executive Session at 6:39 PM.

XI. Adjournment

The motion to adjourn the meeting was made by F. Proto; and seconded by D. Nguyen. The meeting adjourned at 6:39 PM.