

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

Thursday, March 22, 2018
4:00 PM TCAT Conference Room
737 Willow Avenue, Ithaca, NY

Attendees: B. Brady, J. Dotson, D. Klein, W. Gray, J. Gutenberger, D. Nguyen, F. Proto, D. Thompson

R. Andrascik, S. Bloss, S. Brock, C. Clink, R. Lalley, P. Poist, B. Sherman, M. Smith (left at 4:43, returned 4:52), P. Torelli/Recording Secretary (in training), S. Vanderpool, M. Yarrow, D. Wiles/Recording Secretary

Also attended: A. Gallegos, A. Inman (left at 4:43), J. McPheeters, W. Nash (left at 4:43)

Agenda

I. Call to Order

F. Proto called the meeting to order at 4:07 PM, and welcomed everyone to the March 22, 2018 TCAT, Inc. Board of Directors Meeting.

II. Board Member Items

- F. Proto introduced J. McPheeters.
- W. Gray introduced two resolutions that were not on the agenda; 2018-8: Creation of Capital Reserve Fund; and 2018-9: Amenities Storage Building and asked for a motion for them to be added to the agenda. Motion from the table was made by W. Gray to add these items to the agenda, and was seconded by B. Brady.

III. Public Comment

A. Gallegos stated the following:

"Lois Warner-Gallegos couldn't be here today, but she did forward a letter to read to you: 'Dear members of the Board: The last board meeting, I described how it sounded when a person is hit by a car; 2 days later a pedestrian was hit by a TCAT bus. When you look at this, it happened on Green Street at 2:24, driver failed to observe pedestrian in crosswalk while making a left turn from Albany Street to get to Green Street. Severity: Major. Injury: Yes.' It goes on to say, 'In the TCAT handbook for riders it says that TCAT will respond to the public but yet I haven't heard anything on the phone, nor have I seen a letter, and neither has Zoe. What a shameful response. I can only imagine the public outcry if a TCAT driver told a wealthy rider from Trumansburg that they were the only person on the route would have to walk to a bus stop on a highway because the driver was afraid to stop.' It says, 'Talk to you next month, and I'll be cc'ing the Ithaca Journal. –Lois Warner Gallegos.'

"So, that was her issue. My issue transcends from the beginning of TCAT, Inc. I started in 2004 and I was on city side. We merged in 2006. Regretfully we lost 17 drivers at that point. Cornell offered them to be able to bump within Cornell so that they could stay, so they did. We lost two to the city, and at that point with my seniority being very low, I was mandated every weekend. For almost 2 years. Now, I thought that with my seniority now that #10 in seniority should not have to be mandated on their day off. Two weeks ago, I was mandated on my day off, but I couldn't make it, because my car was in the shop, my doctors appointments were happening and it was personal time. They said, 'Well, you can take personal time, but it's still a point.' and I just don't understand how that could be. I mean, that is supposed to be like my personal time that I'm supposed to be utilizing that time and you know, I can understand that we're hurting for drivers and that we need them to

survive the winter but with that being said, what we need to do now is without trying to create anything created by a committee, we don't need anything like that; it's been happening here because thank you very much for addressing ideas that I have brought to the board but in the past they have been changed and misconstrued to offer other people opportunities that most people who know what's going on don't...I don't want to get into detail about that but...but we need right now, we need to start a training department. You need a training department is what we need. And the reason why I say that is the best people to actually train operators is drivers. And Frank and I sat down and we actually created a training department and it took us less than 10 minutes to get the foundation down for this training department but we realized that it wouldn't happen considering that the next big issue was the Avail System. You know we invested in that, and everybody kept telling us, 'OK, well, it's going to be rough because it's going to take a year to get the information and the data it takes to make the system better.' Well, a year had come and a year had passed. Nothing happened. And we were discussing it with Tom, data specialist, and Tom basically said that he collects data and if he could resolve some types of issues, it would work. So, you know, he and Frank kept kind of butting heads over it, so I actually had to liaison between them, I said, 'Listen guys, we've invested in this system, how can we utilize this to our best advantage?' and Frank had such an easy answer to it, my mouth hit the floor and I couldn't believe it and the thing is, is we're part of a non-profit corporation; you have to trust your officers to trust the staff they've hired to help them, alright? But when staff is deciding that they're going to do something a specific way because the managers say, 'Well, you're a professional at it, you probably know.' And the rest of us tell them 'No, it's not going to work' and it doesn't work, and it takes the public to actually start complaining to actually make everybody aware that it's happening. So anyway, really my question is to Matt, who helps you with the system..."

Stopped by F. Proto:

"Andrew, excuse me, we can't, we're not going to get into engaging staff in a discussion. This is public comment and I'm being real tolerant as you are way over the three minutes, so if you have a question that you want to bring to a department, that's fine but they will not address it here."

A. Gallegos continues:

"Ok, well, OK then I'm letting you guys know that I'm going to start addressing the departments and I will email you with those I'm addressing because in the past I have done it many times before and things have actually started moving in the company, BUT there's been friction. So. Ok. So, I'm letting you know. Ok. Thank you. Thank you for your time."

IV. Approval of the minutes from February 22, 2018 Board of Directors Meeting

S. Brock indicated correction of minutes. (Page 4, resolution for advertising, added "up to 5 years" after the word "extensions".) The motion to approve the minutes from the February 22, 2018 Board of Directors Meeting was made by W. Gray, seconded by B. Brady. The motion to approve the minutes as corrected passed unanimously.

V. Chairman's Report

F. Proto stated he will hold off comment until the report from Executive committee. Also asked Committee Chairs to report highlights of their meeting to recording secretary so they can be included in BOD meeting agenda.

VI. General Manager's Report

- **Monthly System Reports** – S. Vanderpool presented the Monthly System Reports for February 2018. He reviewed the details of the Riders, Miles & Hours Statistics, Maintenance, Accidents & Other Incidents, Missed Trips, Finance, Marketing & Communications, and Human Resources.
- **IT Matters** – B. Sherman provided updates on ongoing projects.
- **F. Proto confirmed Executive Session to follow.**

VII. Action Items

Consider Resolution {2018 - 7} Purchase of Avail Equipment. F. Proto presented resolution {2018 - 7} Purchase of Avail Equipment. The resolution was moved by J. Dotson; seconded by B. Brady, which passed unanimously as follows:

RESOLUTION 2018 - 7 PURCHASE OF AVAIL EQUIPMENT

WHEREAS, TCAT, Inc. (TCAT) will increase its bus fleet size by three buses after eleven new buses are placed into service and eight buses are permanently removed from service, and

WHEREAS, TCAT will be transferring its Avail Integrated CAD/AVL System with Real-Time Passenger Information bus units from eight of the buses removed from service to eight of the new buses, and

WHEREAS, TCAT requires the purchase of three complete Avail bus units for the three remaining new buses, and

WHEREAS, TCAT is in a long-term relationship with Avail Technologies, Inc., and the equipment is proprietary to Avail, and

WHEREAS, TCAT recommends the purchase of three complete Avail bus units, now, therefore be it

RESOLVED, that the TCAT Board of Directors authorizes the purchase from Avail Technologies, Inc., of three complete bus units as shown in the attached purchase offer dated March 16, 2018, in the amount of Thirty-Three Thousand Six Hundred Seventy-Eight dollars and no cents (\$33,678).

Adopted by the TCAT Board of Directors on this the 22nd day of March 2018.

Consider Resolution {2018 - 8} Capital Fund Reserve. F. Proto presented resolution {2018 - 8} Capital Fund Reserve. S. Brock suggested the Board strike the word "Reserve" in all instances. The resolution was moved by W. Gray; seconded by J. Dotson, which passed unanimously, amended as follows:

RESOLUTION 2018 – 8 Capital Fund

WHEREAS, TCAT has finished 2017 with a budget surplus of approximately \$400,000 due largely to uncontrolled items such as a larger than expected closeout payment in STOA and the slower than anticipated rise in fuel cost, despite excess expenses to keep the aging fleet operational prior to the new buses arriving in early 2018, driver overtime and contracted mechanics cost due to staffing levels in 2017, and

WHEREAS, TCAT has received several reports indicating that it faces capital expenses of \$25,000,000 to \$50,000,000 in the near future to renovate and expand existing facilities or to replace existing facilities in order to respond to current and future community demand for service, and

WHEREAS, the current Operating Fund balance at the end of 2017 is approximately \$3.5 million (with the parts inventory) and exceeds the auditor's recommendation of 15% for organizations similar to TCAT, and

WHEREAS the budget committee is recommending the creation of a Capital Fund in recognition of the significant capital assets currently held by TCAT and in anticipation of future capital expenditures TCAT faces related to its facilities and operations now therefore be it

RESOLVED, that the TCAT Board creates a Capital Fund by transferring \$1.5 million from the Operating Fund in anticipation of future capital needs, leaving an Operating Fund balance of \$2.1 million to cover cash flow and other operating needs in accordance with auditor's recommendations.

Adopted by the TCAT Board of Directors on this the 22nd day of March, 2018.

Consider Resolution {2018 – 9} Amenities Storage Building. F. Proto presented resolution {2018 – 9} Amenities Storage Building.

RESOLUTION 2018 - 9 AMENITIES STORAGE BUILDING

WHEREAS, on September 28, 2017, in Resolution # 2017-19, the Board of Directors of TCAT, Inc. (TCAT) selected Marchuska Brothers Construction, LLC (“Marchuska”) as the contractor to provide and install an amenities storage building, and authorized execution a contract with Marchuska in the amount of Ninety Thousand One Hundred Dollars (\$90,100) for the amenities storage building project, and

WHEREAS, the contract has not been signed pending execution of a license agreement between TCAT and the City of Ithaca that will authorize TCAT’s placement of the amenities storage building on City property adjacent to the TCAT facility, and

WHEREAS, in accordance with TCAT’s Request for Proposal (RFP) for the storage building, contractors were required to hold their prices firm until January 31, 2018, and

WHEREAS, Marchuska notified TCAT on March 21, 2018 that because of prevailing wage increases and cost of steel increases, its costs to provide and install the building have increased by One Thousand Five Hundred Fifty-Four Dollars (\$1,554),

RESOLVED, that the TCAT Board of Directors approves the additional \$1,554 in costs and authorizes the Chairperson of the Board and the General Manager to execute a contract with Marchuska Brothers Construction, LLC, for the amenities storage building as detailed in the RFP, including alternates number 2, 3, and 5, in the amount of Ninety-One Thousand Six Hundred Fifty-Four Dollars (\$91,654), said contract being subject to the approval of TCAT’s attorney.

Adopted by the TCAT Board of Directors on this the 22nd day of March 2018.

Resolution was moved by J. Dotson, seconded by W. Gray and approved by a vote of 7 approvals, 1 abstention (F. Proto), and 1 absent.

VIII. Committee Reports

- **Executive Committee** – The Executive Committee met on March 21, 2018 and discussed, Storage Shed Update; Strategic Planning/Sam Schwartz Consulting; Farebox Situation; Update on status strategic planning process.
- **Budget Committee** – The Budget Committee met on March 20, 2018 and discussed STOA Update; Vehicle Insurance Renewal; Final Revenue Expenditure Report December 31, 2017; and Fuel Report.
- **Transit Service Committee** – The Transit Service Committee met on March 14, 2018 and discussed, ITS Project; Bus Stop Signage & Amenities; Strategic Plan; New Buses; Student/Academic Projects; Farebox Systems; Emergency Ride Home revisited; and Mobility as a Service.
- **Human Resources Committee** – The Human Resources Committee met on March 8, 2018 and discussed Recruiting and After Hour Drug Testing.
- **Planning Committee** – The Planning Committee met on March 15, 2018 and discussed, Facility Locations & Site Visit; Strategic Planning; and Storage Facility.
- **Audit Committee** – The Audit Committee did not meet.

IX. Executive Session

F. Proto asked for a motion to enter into executive session to review acquisition of real estate, and personnel matters. The motion was made by J. Gutenberg; seconded by D. Nguyen. The motion passed unanimously. The Board entered into Executive Session at 5:46 PM. The Board arose from Executive Session at 6:35 PM.

X. Adjournment

The motion to adjourn the meeting was made by J. Gutenberg; and seconded by D. Nguyen. The meeting adjourned at 6:35 PM.

Respectfully submitted by: Pamela Torelli, Inventory Control Assistant, April 26, 2018