

Tompkins Consolidated Area Transit, Inc.
December 6, 2018 Board of Directors Meeting
4:00pm – TCAT Conference Room
737 Willow Avenue, Ithaca, NY

Attendees

Board Members: Bridget Brady; Jennifer Dotson; Bill Gray; John Gutenberger; Dan Klein; Ducson Nguyen; Frank Proto; Denise Thompson

Absent: Peter Stein

Staff Attendees: Rick Andrascik; Scott Bloss; Susan Brock; Frank Howells; Shawn Kelley; Raymond Lalley; Patty Poist; Bob Sherman; Maddy Schafer; Mike Smith*; Pamela Torelli; Scot Vanderpool; David Wiles*; Matthew Yarrow**

**left meeting at 4:12pm; **left meeting at 5:00pm and returned at 5:15pm*

Other Attendees: Incoming Board Member Deborah Dawson; New Hires and promotions – Wendell Booker; Jawell DeOleo; Tim Thompson; Nate Wells. The new hires left the meeting after their introductions at 4:38.

I. Call to Order

F. Proto called the meeting to order at 4:08pm.

II. Board Member Items

There were no Board Member items discussed.

III. Public Comment

There were no public comments made.

IV. Approval of minutes from October 25, 2018 meeting

A motion to approve the corrected minutes from October 25, 2018 was made by B. Gray and seconded by B. Brady. The minutes of October 25, 2018 were approved unanimously with Peter Stein excused.

V. Chairman's Report

Strategic Plan: Sam Schwartz Group is still finalizing the Plan document so we do not have a resolution for it tonight, but the final touches will not affect it substantively. We could, but if we don't vote on it tonight, Proto will push for a special meeting later in the month to approve the final Plan. Consensus was that we would call a special meeting later in the month for final approval of the Strategic Plan.

Mr. Proto reported that just before tonight's meeting he received word that TCAT broke the 4 million riders mark for 2018.

Chairman Proto let us know that Ducson Nguyen will be chairing the board next year, and asked Mr. Nguyen for his Incoming Chair Report.

VI. Incoming chair report

D. Nguyen stated that he was nervous, and also excited for an action-packed year with implementation of the Strategic Plan, a new farebox system, and electric bus preparations. He will reach out to the new members to set up a time to talk about what works and doesn't work, how we can do better, etc. so he is proposing that early next year we have a Board retreat. He will also reach out regarding committee assignments and reconfiguration of committee structure. He offered his thanks to Mr. Proto and stated again he was looking forward to next month.

VII. General Manager's Report

Before detailing the attached Monthly System Report, Mr. Vanderpool spoke briefly about the Town Gown ("ToGo") Awards next week at Ithaca High School; he informed us Ben Rosenblatt has left Sam Schwartz, and the UAW has a new International Rep, his name is Jimmy Whistler.

After detailing the Monthly System Report, Mr. Vanderpool introduced new and promoted employees: Full-time Operators: Wendell Booker, Jawell DeOleo, Tim Thompson and Promoted from Operator to 3rd Shift Maintenance Service Supervisor: Nathan Wells.

S. Bloss provided a Maximo update. Maximo people will be here next week for some final touches before implementation. Maximo will be released in the Shop on December 14. Maximo is a data management system which will be used to track parts, services, inventory, mechanic time, operators, repair logs, and future preventative maintenance. The system will also identify when parts go obsolete so they can be removed from inventory.

VIII. Action Items

S. Brock left the room.

Consider Resolution 2018-20 – Legal Services with Susan Brock. F. Proto presented Resolution 2018-20 which was moved by B. Gray and seconded by B. Brady. The resolution passed unanimously as follows:

RESOLUTION 2018-20 SELECTION OF SUSAN H. BROCK, ATTORNEY AT LAW AS TCAT, INC. LEGAL SERVICES PROVIDER

WHEREAS, TCAT, Inc. (TCAT) is in need of a Legal Services provider, and

WHEREAS, on August 14, 2018 TCAT issued a request for proposals for a Legal Services provider and received 2 proposals, and

WHEREAS, after careful consideration of the proposals, TCAT Executive Committee and staff have determined that Susan H. Brock is a qualified and acceptable Attorney at Law providing Legal Services and that acceptance of the proposal would be in the best interests of TCAT, and

WHEREAS, TCAT Executive Committee and staff have determined to recommend continuing the Legal Services provider contractual agreement with Susan H. Brock, Attorney at Law to provide required Legal Services with a term from January 1, 2019 through December 31, 2019, 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, therefore be it

RESOLVED, that the TCAT Board of Directors selects Susan H. Brock, Attorney at Law, as TCAT's primary Legal Services provider, and be it further

RESOLVED, that the TCAT Board of Directors authorizes the Chairman of the Board Frank P. Proto and the General Manager Scot Vanderpool to execute an agreement with Susan H. Brock, Attorney at Law, as TCAT's Legal Services provider.

Adopted by the TCAT Board of Directors on this the 6th day of December 2018.

S. Brock returned to the room.

Consider Resolution 2018-21 – Legal Services with Hancock Estabrook. F. Proto presented Resolution 2018-21 which was moved by B. Gray and seconded by D, Klein. The resolution passed unanimously as follows:

RESOLUTION 2018 - 21
SELECTION OF HANCOCK ESTABROOK, LLP LEGAL SERVICES

WHEREAS, TCAT, Inc. (TCAT) requires a Law Firm to conduct certain Legal Services in addition to those provided by its primary counsel, and

WHEREAS, TCAT issued a request for proposals for a Legal Services provider and received 2 proposals, and

WHEREAS, after careful consideration of the proposals, the TCAT Executive Committee and staff have determined that Hancock Estabrook, LLP is a qualified and acceptable law firm providing Legal Services and that acceptance of the proposal would be in the best interests of TCAT, and

WHEREAS, the TCAT Executive Committee and staff have determined to recommend entry into a Legal Services provider contractual agreement with Hancock Estabrook, LLP to provide required Legal Services with a term from January 1, 2019 through December 31, 2021, and

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

RESOLVED, that the TCAT Board of Directors selects Hancock Estabrook, LLP, as TCAT's supplemental Legal Services provider, and be it further

RESOLVED, that the TCAT Board of Directors authorizes the Chairman of the Board, Frank P. Proto, and the General Manager, Scot Vanderpool, to execute an agreement with Hancock Estabrook, LLP, as TCAT's supplemental Legal Services provider at the rates specified in Hancock Estabrook's response to the request for proposals.

Adopted by the TCAT Board of Directors on this the 6th day of December 2018.

Consider Resolution 2018-22 – Bus Wash Replacement. F. Proto presented Resolution 2018-22 which was moved by D. Nguyen and seconded by D. Klein. The resolution passed unanimously as follows:

RESOLUTION 2018-22
BUS WASH REPLACEMENT

WHEREAS, TCAT, Inc. (TCAT) is in need of a new bus wash system due to critical components on the current system not working as intended. The solution will replace the complete bus wash system and add an undercarriage wash and a dryer, and

WHEREAS, on August 20, 2018, TCAT issued a Request for Proposal (RFP) for Bus Wash Replacement, and TCAT received one responsive proposal on October 9, 2018 from Westmatic Corporation, and

WHEREAS, TCAT's evaluation team evaluated the RFP responses on October 22, 2018, and decided to follow up to obtain clarifying details from Westmatic Corporation, and

WHEREAS, after reviewing the additional clarifying details, TCAT's evaluation team concluded that Westmatic Corporation is able to meet the requirements and provided a cost-effective proposal, and

WHEREAS, the evaluation team recommends that TCAT enter into a contract with Westmatic Corporation for the bus wash replacement project, therefore be it

RESOLVED, that the TCAT Board of Directors selects Westmatic Corporation as its contractor to provide and install a Replacement Bus Wash System, and be it further

RESOLVED, that the TCAT Board of Directors authorizes the Chairperson of the Board and the General Manager to execute a contract with Westmatic, for the purchase and installation of the replacement bus wash system described in the RFP and in Westmatic's response to the RFP (with Alternate 1 guide rail reuse selected to save costs), in an amount not to exceed Two Hundred Thirty-Nine Thousand Four Hundred Ninety-Nine dollars and no cents (\$239,499.00), and with such contract being subject to the approval of TCAT's attorney.

Adopted by the TCAT Board of Directors on this the 6th day of December 2018.
Consider Resolution 2018-23 – Contract Extension for Gadabout. F. Proto presented Resolution 2018-23 which was moved by D. Klein and seconded by B. Gray. The resolution passed unanimously as follows:

**RESOLUTION 2018-23
EXTENSION OF ADA PARATRANSIT SERVICES CONTRACT
WITH GADABOUT TRANSPORTATION SERVICES, INC.**

WHEREAS, as a result of RFP 002-2015 for ADA paratransit services, TCAT, Inc. (TCAT) awarded and entered into a contract effective January 1, 2016 with Gadabout Transportation Services, Inc. (Gadabout) at a base rate of \$22.50 per passenger trip (less passenger fares), and

WHEREAS, the contract expires on December 31, 2018, and

WHEREAS, the contract includes an option on TCAT's part to renew the contract for an additional two-year term on the same terms and conditions that apply to the initial contract term, and

WHEREAS, instead of renewal for a full two-year term, TCAT wishes to extend the current contract for three months while it undertakes a new ADA paratransit services procurement through an RFP process, and Gadabout is amenable to a three-month extension,

RESOLVED, that the TCAT Board of Directors authorizes the Chairperson of the Board and the General Manager to enter into a three-month Gadabout contract extension effective January 1, 2019 and with no change in the terms and conditions that apply to the January 1, 2016 contract, said contract extension being subject to the approval of TCAT's attorney.

Adopted by the TCAT Board of Directors on December 6, 2018.

Consider Resolution 2018-24 – Appreciation of Service: Bill Gray. F. Proto presented Resolution 2018-24 which was moved by D. Nguyen and seconded by J. Dotson. The resolution passed unanimously as follows:

**RESOLUTION 2018-24
IN APPRECIATION OF BILL GRAY**

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 6, 2018, at which a quorum existed, the following resolution was unanimously approved:

WHEREAS, Bill Gray devoted his time and keen intelligence to improve public transit in Tompkins County starting in 1992 when he became City of Ithaca Superintendent of Public Works, overseeing what was then-Ithaca Transit, the city's public transit system, and

WHEREAS, Bill became part of an Operations Committee that pioneered the consolidation of Ithaca Transit, TOMTRAN and CU Transit into what was to become the TCAT joint venture and then TCAT, Inc., and

WHEREAS, Bill has shown deep care for both TCAT and the Tompkins County community while serving as Director on the TCAT, Inc., Board of Directors since 2013, and

WHEREAS, Bill capably served as the TCAT Board Vice-Chairperson in 2015, Chairperson in 2016, and Immediate Past Chairperson in 2017, as well as on the following board committees: Planning and Budget, of which he was chairperson, in 2013; Audit, Planning and Budget, of which he was chairperson, in 2014; Audit and Budget, of which he was chairperson, in 2015; Budget, in 2016;

Executive and Budget, in 2017; and Audit, Executive and Budget, of which he was, for the fourth time, chairperson in 2018, and

WHEREAS, an accomplished Civil Engineer who exemplifies Yankee ingenuity – he was spotted one day in Mr.-Fix-It mode, his head through a TCAT office ceiling, tinkering with a faulty air conditioning vent – Bill demonstrated a wide array of other gifts, and

WHEREAS, Bill’s strict attention to detail regarding TCAT’s budget and how its revenues are determined, armed him to make a solid case for better transit funding to decision makers at all levels, and

WHEREAS, with the ardent belief that public transit helps solve a number of traffic and environmental woes, Bill eloquently made his case by standing before the powers-that-be, whether they were located at City Hall in Ithaca or in the nation’s Capital Building in Washington, D.C.,

NOW, THEREFORE, BE IT RESOLVED, that the TCAT, Inc. Board recognizes the momentous and considerable contributions Bill has made to TCAT, Inc., and be it further

RESOLVED, that the TCAT, Inc. Board extends its deep appreciation and gratitude to Bill for his forward-thinking leadership that vastly improved public transit in Tompkins County over the course of nearly three decades, and wishes him all the best with his future endeavors.

Consider Resolution 2018-25 – Appreciation of Service: John Gutenberger. F. Proto presented Resolution 2018-25 which was moved by D. Klein and seconded by B. Gray. The resolution passed unanimously as follows:

**RESOLUTION 2018-25
IN APPRECIATION OF JOHN C. GUTENBERGER**

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 6, 2018, at which a quorum existed, the following resolution was unanimously approved:

WHEREAS, John C. “Gutie” Gutenberger has devoted his time and shared his vast wisdom of the community to improve public transit in Tompkins County, and

WHEREAS, Gutie has demonstrated deep care for both TCAT and the Tompkins County community while fulfilling a position as Director on the TCAT, Inc., Board of Directors, since 2016, and

WHEREAS, Gutie capably served on the following Board committees: Audit and Planning, of which he was Chairperson, in 2016; Budget and Planning, in 2017; and Budget and Planning, in 2018, and

WHEREAS, Gutie has brought extensive experience to TCAT, which he gleaned formerly as a prominent Collegetown businessman, Mayor of the City of Ithaca, as well as a Director and Special Adviser to Cornell University’s Office of Community Relations, and

WHEREAS, using his exemplary, down-to-earth and always-amiable communication style, Gutie capably served as a negotiator for TCAT during its negotiations with the United Auto Workers Local 2300, which led to a mutually agreed upon contract with UAW-represented bus operators and maintenance crew, and

WHEREAS, Gutie, a veritable community icon, once again proved he most assuredly fits the moniker “father of community relations” by helping TCAT deepen its connections with key stakeholders and with the people TCAT serves,

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

RESOLVED, that the TCAT, Inc. Board extends its deep gratitude and appreciation to Gutie for his stewardship and valuable service for the past three years and wishes him all the best with his future endeavors.

Consider Resolution 2018-26 – Appreciation of Service: Peter Stein. F. Proto presented Resolution 2018-26 which was moved by D. Klein and seconded by B. Brady. The resolution passed unanimously as follows:

**RESOLUTION 2018-26
IN APPRECIATION OF PETER C. STEIN**

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 6, 2018, at which a quorum existed, the following resolution was unanimously approved:

WHEREAS, Dr. Peter C. Stein has generously dedicated his time and wisdom to improve public transit in Tompkins County, and

WHEREAS, Peter has shown deep care for both TCAT and the Tompkins County community while serving as Director on the TCAT, Inc., Board of Directors from 2013 through 2018, and

WHEREAS, Peter capably served as the TCAT Board’s Secretary-Treasurer in 2016, and Vice-Chairperson in 2017, as well as on the following Board committees: Audit and Transit Service in 2013; Planning and Transit Service in 2014; Budget, Transit Service and Planning, of which he served as Chairperson, in 2015; Transit Service in 2016; Executive and Budget, of which he served as Chairperson in 2017; and Audit and Transit Service in 2018.

WHEREAS, Peter, a distinguished scholar and Cornell University Professor of Physics, Emeritus, a former Ithaca Town Board member and Tompkins County legislator, and TCAT rider, most definitely illustrated the principles of force and motion in his civic life, and

WHEREAS, with passion and persistence, Peter helped fight inertia by educating his community that TCAT is critical to the community’s well-being, and that public transportation, in general, is key to curbing carbon emissions,

NOW, THEREFORE, BE IT RESOLVED, that the TCAT, Inc. Board recognizes the myriad and significant contributions Peter has made to TCAT, Inc., and be it further

RESOLVED, that the TCAT, Inc. Board extends its deep appreciation and gratitude to Peter for his leadership and valuable service over the course of six years and wishes him all the best with his future endeavors.

Consider Resolution 2018-27 – Election of Directors. F. Proto presented Resolution 2018-27 which was moved by D. Nguyen and seconded by B. Brady. The resolution passed unanimously as follows:

**RESOLUTION 2018-27
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, 2018, and

WHEREAS, the City, County and Cornell have provided TCAT, Inc. with the names of recommended candidates to fill the three three-year terms that begin January 1, 2019,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects the following as Directors with three-year terms beginning January 1, 2019:

Name:

Laura Lewis

Deborah Dawson

Gary Stewart

Consider Resolution 2018-28 – Election of Secretary/Treasurer. F. Proto presented Resolution 2018-28 which was moved by B. Gray and seconded by J. Gutenberg. The resolution passed unanimously as follows:

**RESOLUTION 2018-28
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 appointed a nominating committee, which met and agreed to nominate Daniel Klein as the Secretary/Treasurer for 2019,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects Daniel Klein as Secretary/Treasurer for a one-year term beginning January 1, 2019.

Consider Resolution 2018-29 – Approval of Operating Budget. F. Proto presented Resolution 2018-29 which was moved by B. Gray and seconded by D. Klein.

A motion was made by B. Gray and seconded by J. Dotson to use substitute Resolution 2018-29 based on not being prepared to move the original Resolution due to missing feedback from underwriters. There was discussion about the time frame of the substitute Resolution. B. Gray stated that when we get the feedback we are waiting for, we can move the actual Resolution. The substitute Resolution simply extends the 2018 Budget until we get notice from all underwriters.

A motion to postpone action on the substitute Resolution was made by B. Gray and seconded by B. Brady.

As Resolution 2018-30 was dependent upon the approval of Resolution 2018-29, Resolution 2018-30 will also be postponed.

Chairman Proto called for a motion to postpone action on the original Resolution 2018-29, the substitute Resolution 2018-29 and Resolution 2018-30 until the Special meeting held before the end of December 2018. Motion made by J. Dotson, seconded by B. Gray. Motion approved unanimously.

Establish 2019 Meeting Schedule

After a brief discussion, a motion was made by Chairman Proto to continue to hold 2019 Board of Director meetings on the 4th Thursday of each month January – October. There will not be a meeting in November, and the December meeting will take place on the first Thursday in December, 2019, and the first meeting of January will be on the 24th.

IX. Committee Reports

Executive Committee - The Executive Committee met on November 21 and discussed Gadabout Request; Short-term Facility Plan; Site Funding; Avail Contract Update; Pinnacle Contract Extension; Storage Building Update and TRC/Gillig Floor Settlement

Budget Committee - The Budget Committee met on November 20 and discussed STOA Update, Revenue Expenditure Report October 31, 2018; Fuel Report; Revised 2019 Operating Budget and Revised 2019 Capital Budget

Human Resources Committee - The Human Resources Committee did not meet.

Planning Committee - The Planning Committee met on November 8 and discussed satellite facilities, 2 new potential facility sites, letter to Mayor seeking clarification on DPW site, and the formation of a tiger team for site location.

Transit Service Committee - The Transit Service Committee met on November 14, 2018 and discussed Intercity buses at Green St; ITS project update; Free downtown circulator idea; RideLogic and Farebox; CUSD and TOGO award; Winter/Spring Service Changes; Policy for dealing with 3rd party developers; Brand visibility on shelters/buses/website; First/last mile service project and Developing relationships with developers

Audit Committee - The Audit Committee did not meet.

X. Next meeting: January 24, 2019

XI. Adjournment

The motion to adjourn was made by B. Gray and seconded by B. Brady. The meeting adjourned at 6:39pm.

Minutes respectfully submitted by Pamela Torelli, Recording Secretary, January 24, 2019.