

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

Thursday, October 23, 2014  
4:00 PM TCAT Conference Room  
737 Willow Avenue, Ithaca, NY

Attendees: K. Whang, J. Dotson, D. Howe, B. Gray,  
S. Murtagh, K. Page, F. Proto, P. Stein

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

Also Attended: F. Howells, K. Freund

**Agenda**

**I. Call to Order**

K. Whang called the meeting to order at 4:05 PM, and welcomed everyone to the October 23, 2014 TCAT, Inc. Board of Directors Meeting.

**II. Board Member Items**

There were no board member items.

**III. Public Comment**

There were no public comments.

**IV. Approval of the minutes from September 25, 2014 Board of Directors Meeting**

The motion to approve the minutes from September 25, 2014 was made by P. Stein; seconded by B. Gray. The motion to approve the minutes passed unanimously.

**V. Chairperson's Report**

K. Whang reported that he was going to ask F. Proto to report on the meeting he was just at, but before that he wanted to share a few things. At the last meeting we discussed putting together a committee to enter into MOU negotiations with Cornell, he stated he wanted to have four people representing TCAT at that meeting, F. Proto and he discussed it offline and he thinks it's important that we keep the numbers at four each. K. Whang stated he has asked Frank Proto to chair that committee as he is the vice-chair, he has also asked Bill Gray as the chair of the Budget Committee and Peter Stein to sit on the committee as well, as far as the fourth member is concerned, he thinks that given this is a negotiation between Cornell and TCAT there has to be representation from the TCAT administration, he does not think it is appropriate to not include Joe Turcotte in that conversation, so he is going to ask Joe to sit on that committee. He stated he is

also going to ask Seph Murtagh to be the alternate if Joe cannot continue to serve in that role. Discussion followed.

F. Proto reported that the Executive Committee had an invitation to go to TCCOG, J. R. Clairborne reached out to us and asked if we could go; S. Murtagh and he attended. He stated TCCOG was interested in the budget, in the routes, and the funding stream. He stated it was a very good discussion and we had an opportunity to describe the Cornell arrangement. They want to have a continual conversation and we tried to explain to them that they can call any one of the board members directly, or they could call D. Swarts or N. Oltz about routes or bus stops. He stated they want to open a line of communication. Discussion followed.

K. Whang reported that his term is up at the end of this year and he has asked President Skorton not to nominate him to the Board so this will be his last year serving on this board. He stated he has asked President Skorton to nominate Bridgette Brady to take his place.

## **General Manager's Report**

- **Monthly Operating Reports** – A. Eccleston presented the Monthly Operating Reports for September 2014. 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.

## **VI. Action Items from Staff**

Consider Resolution {2014 - 12} Adopting the TCAT, Inc. 2015 Operating Budget. K. Whang presented resolution {2014 - 12} Adopting the TCAT, Inc. 2015 Operating Budget. Discussion followed.

### **RESOLUTION 2014 - 12 ADOPTING THE TCAT INC 2015 OPERATING BUDGET**

WHEREAS, Tompkins County, City of Ithaca, and Cornell University entered into an agreement dated April 1, 1998 to create the Tompkins Consolidated Area Transit joint venture to provide public transportation services, and

WHEREAS, those same parties entered into a Transportation Agreement dated December 22, 2004, in which they contracted for the provision of public transportation in Tompkins County, and other areas, by Tompkins Consolidated Area Transit, Inc., a not-for-profit corporation incorporated in 2004, hereinafter referred to as TCAT, and

WHEREAS, the Transportation Agreement states that public transportation "is necessary to achieve public goals to improve air quality, energy conservation, and economic development; to reduce traffic congestion and parking demands; to improve intermodal facilities; to increase mobility for the general public and especially for elderly persons, persons with disabilities, and economically disadvantaged persons in urban and rural areas; and to support sustainable community development", and

WHEREAS, Tompkins County, City of Ithaca and Cornell University have restated those goals and set specific measured objectives in a series of resolutions, studies or position papers, among which include: Tompkins County Comprehensive Plan calling for 40% reduction in carbon emissions over 20 years, Ithaca-Tompkins County Transportation Council (ITCTC) 2030 long-range plan calling for a reduction of 40% from drive alone trips to alternative modes of transportation including transit, City of Ithaca Planning Documents highlighting the importance of a multimodal system emphasizing transit and active transportation, Cornell University Master Plan recognizing that public transit is a

critical and well-used component of Cornell's overall movement network and discouraging driving to and on campus, Cornell University's Climate Action Plan calling for cuts in carbon emissions with the goal of obtaining zero carbon emissions by 2050, and

WHEREAS, the TCAT board is charged under its incorporation document, its bylaws and the Transportation Agreement with the responsibility of providing the public transportation services needed to meet these goals and objectives through adoption of a service plan, a capital and operating budget, and a fare structure necessary to support that stated purpose, and

WHEREAS, TCAT staff has developed a draft budget for 2015 based on current and historical use patterns that contained a \$743,644 deficit, largely because expenses were projected ahead to maintain service, but revenues were held at past levels, and a revenue from the Mortgage Recording tax inserted in the 2014 budget was deleted, and

WHEREAS, the Budget Committee has balanced the 2015 budget by lowering the estimated fuel expense by \$81,200 based on recent price experience, raised the Cornell bus pass program by \$520,000 to reflect current ridership patterns and historical cost figures, and reinserted a revenue derived from the Mortgage Recording Tax of \$138,690, and recommends its adoption,

NOW THEREFORE, BE IT RESOLVED that the TCAT Board adopts the attached Operating Budget for 2015 in the amount of \$13,859,798, and

BE IT FURTHER RESOLVED that the Board directs both the Vice Chair of the Board and the Chair of the Budget Committee to notify Tompkins County, City of Ithaca and Cornell University of their projected 2015 payments pursuant to the Transportation Agreement, and notify Cornell of the budget figures used for the 2015 Cornell Bus Pass (Traffic Demand Management) Program, and that the two individuals identified above work with TCAT staff and the Cornell Director of Transportation to finally develop a written agreement that documents Cornell's bus pass program, its operation and payment method, for review and adoption by both parties.

P. Stein made a motion to table the resolution 2014-12 to adopt the TCAT, Inc. 2015 Operating Budget; seconded by D. Howe. The motion to table the resolution was approved.

Consider Resolution {2014 - 13} Adopting the TCAT, Inc. 2015 Capital Expenditure Plan. K. Whang presented resolution {2014 - 13} Adopting the TCAT, Inc. 2015 Capital Expenditure Plan.

**RESOLUTION 2014 - 13  
ADOPTING THE TCAT INC 2015 CAPITAL EXPENDITURE PLAN**

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

WHEREAS, TCAT 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 2015, TCAT's Budget Committee has reviewed a Capital Expenditure Plan of \$330,270 with Tompkins County, City of Ithaca and Cornell University each making contractual payments of \$110,090 for the 2015 fiscal year ending December 31, 2015,

THEREFORE, BE IT RESOLVED, the TCAT Inc. Board adopts a Capital Expenditure Plan for fiscal year ending December 31, 2015, totaling \$330,270.

P. Stein made a motion to table the resolution 2014 - 13 adopting the TCAT, Inc. 2015 Capital Expenditure Plan; seconded by D. Howe. The motion to table the resolution was approved.

Consider approval of Resolution {2014 - 14} Adopting Whistleblower Policy. K. Whang presented resolution {2014 - 14} to adopt the whistleblower policy.

**RESOLUTION 2014 - 14  
APPROVE WHISTLEBLOWER POLICY**

WHEREAS, the New York Non-Profit Revitalization Act of 2013 added § 715-b to the New York Not-for-Profit Corporation Law, which requires certain not-for-profit corporations to adopt a whistleblower policy to protect from retaliation persons who report suspected improper conduct, and

WHEREAS, TCAT's attorney has drafted the attached Whistleblower Policy to comply with this requirement,

NOW, THEREFORE, be it RESOLVED that the TCAT, Inc. Board of Directors hereby approves the attached Whistleblower Policy, with an effective date of October 23, 2014.

The resolution to approve the whistleblower policy was moved by F. Proto; seconded by S. Murtagh. Discussion followed. The resolution passed unanimously.

Consider approval of Resolution {2014-15} Approve Amendment of Contract for Labor Relations Services between Tompkins Consolidated Area Transit, Inc. and LeRoy Kotary. K. Whang presented resolution {2014-15} to approve amendment of contract for labor relations services between Tompkins Consolidated Area Transit, Inc. and Leroy Kotary.

**RESOLUTION 2014 - 15**

**APPROVE AMENDMENT OF CONTRACT FOR LABOR RELATIONS SERVICES  
BETWEEN TOMPKINS CONSOLIDATED AREA TRANSIT, INC. AND LEROY C.  
KOTARY**

WHEREAS, on May 22, 2014, Tompkins Consolidated Area Transit, Inc. ("TCAT, Inc.") and LeRoy C. Kotary ("Contractor") entered into a Contract for Labor Relations Services (the "Contract") for Contractor to advise TCAT, Inc. on, and assist it with, collective bargaining negotiations and other labor relations matters, and

WHEREAS, the Contract authorized a maximum of two hundred hours of services from Contractor, and

WHEREAS, Contractor has notified TCAT, Inc.'s General Manager that after the next few collective bargaining sessions with UAW he will have reached the 200 hour cap, and

WHEREAS, TCAT, Inc. anticipates that an increase in the cap by 100 hours should be sufficient for Contractor to assist TCAT, Inc. through the end of collective bargaining negotiations and contract ratification,

NOW, THEREFORE, be it RESOLVED that the TCAT, Inc. Board of Directors hereby approves the attached Amendment of Contract for Labor Relations Services between Tompkins Consolidated Area Transit, Inc. and LeRoy C. Kotary, and authorizes Board Chair KyuJung Whang and General Manager Joseph Turcotte to execute the Amendment, subject to the approval of TCAT, Inc.'s attorney.

The resolution to approve amendment of contract for labor relations services between Tompkins Consolidated Area Transit, Inc. and Leroy Kotary was moved by B. Gray; seconded by D. Howe. Discussion followed. The resolution passed unanimously.

## **VII. Committee Reports**

- **Executive Committee**

The Executive Committee did not meet.

- **Budget Committee**

B. Gray reported that the Budget Committee met on October 21<sup>st</sup> and discussed Revenue Expenditure Report September 30, 2014, Fuel Report, 2015 Operating and Capital budgets, tabled resolutions, October 6, 2014 City of Ithaca Memorandum to TCAT Board, mortgage recording tax update, and business insurance renewal.

- **Transit Service Committee**

The Transit Services Committee did not meet.

- **Human Resources Committee**

The Human Resources Committee did not meet.

- **Planning Committee**

J. Dotson reported that the Planning Committee met on October 23, 2014 and discussed the draft request for qualifications for TCATs needs and capacity assessment.

- **Audit Committee**

K. Page reported that the Audit Committee met on October 14<sup>th</sup> and discussed the internal controls report and staff recommendations

## **VIII. Next meeting**

K. Whang announced the next meeting date of December 4, 2014 at 4:00 PM.

## **IX. Executive Session**

K. Whang asked for a motion to enter into executive session to discuss collective bargaining negotiations with UAW and personnel matters. The motion was made by B. Gray; seconded by S. Murtagh. The motion passed. The Board entered into Executive Session at 5:38 PM. The Board arose from Executive Session at 6:07 PM. No action was taken.

## **X. Adjournment**

The motion to adjourn the meeting was made by D. Howe; and seconded by K. Page. The meeting adjourned at 6:07 PM.