

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

Thursday, May 22, 2014  
4:00 PM TCAT Conference Room  
737 Willow Avenue, Ithaca, NY

Attendees: K. Whang, J. Dotson, K. Herrera, D. Howe, W. Gray,  
K. Page, F. Proto, P. Stein

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

Also Attended: Bridgette Brady

**Agenda**

**I. Call to Order**

K. Whang called the meeting to order at 4:05 PM, and welcomed everyone to the May 22, 2014 TCAT, Inc. Board of Directors Meeting.

**II. Board Member Items**

There were no board member items.

**III. Public Comment**

K. Whang introduced Bridgette Brady, the new Director of Transportation at Cornell, who has been there for almost two months. He stated he asked Bridgette to come to the meeting because she represents one of our funding partners, she is currently holding the position that Bill Wendt held so she will be really engaged in what we do here on this Board with the whole TCAT operation.

B. Brady stated she is excited to work with TCAT, very great things are happening, it's a very productive system and a very celebrated system, and she's very excited to work with us. Discussion followed.

**IV. Approval of the minutes from April 24, 2014 Board of Directors Meeting**

The motion to approve the minutes from April 24, 2014 was made by B. Gray; seconded by F. Proto. S. Brock suggested a change to the minutes on page two under the Chairperson's Report; to change the sentence "it would make sense to have someone from

the County” to state “it would make sense to have someone from TCAT who also has ties to the County.” The motion to approve the minutes as amended passed unanimously.

## **V. Chairperson’s Report**

K. Whang stated he wanted to share with the board that he met with Frank Howells and Terry Sharpe and spent about an hour with them, he stated it was more of a listening session he was very upfront with them that he can’t really talk about things right now but he’s more than willing to listen to their concerns and what they had to say and they were ok with that. He also reported President Skorton did respond officially to the resolution that was passed by the University Assembly and that is that first year free bus passes will remain intact for the foreseeable future.

## **General Manager’s Report**

- **Monthly Operating Reports** – A. Eccleston presented the Monthly Operating Reports for April 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 approval of Resolution {2014-05} Approval of Leroy C. Kotary as Labor Relations Services Consultant for TCAT, Inc. K. Whang presented resolution {2014-05} to approve Leroy Kotary as Labor Relations Services Consultant.

### **RESOLUTION 2014 - 05 APPROVAL OF LEROY C. KOTARY AS LABOR RELATIONS SERVICES CONSULTANT FOR TCAT, INC.**

WHEREAS, TCAT, Inc.’s (TCAT’s) contract with the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America and UAW Local Union 2300 (collectively referred to as the Union) is in effect from March 14, 2012 until June 30, 2014, and

WHEREAS, TCAT expects to negotiate an amended agreement with the Union and is in need of a Labor Relations Services Consultant to assist with collective bargaining because TCAT’s General Manager, who would normally be TCAT’s chief spokesperson at the negotiations, is on leave and is not expected to return to work before June 30, 2014, and

WHEREAS, LeRoy C. Kotary is a labor relations consultant who is familiar with TCAT because, among other things, he was a member of the TCAT Negotiation Team for the initial contract with the Union in 2005, and he assisted TCAT by hearing labor grievances in 2013,

RESOLVED, that the TCAT Board of Directors approves the hiring of LeRoy C. Kotary as its Labor Relations Services Consultant, and be it further

RESOLVED, that the TCAT Board of Directors authorizes the Chairperson of the Board and the Acting General Manager to execute the enclosed agreement with LeRoy C. Kotary, subject to the approval of TCAT's attorney.

S. Brock suggested adding language between the second and third WHEREAS stating, "WHEREAS, the General Manager's leave has been unexpectedly extended, which triggered the need for an emergency procurement process, and".

The amended resolution to approve Leroy C. Kotary as Labor Relations Consultant for TCAT, Inc. was moved by B. Gray; seconded by J. Dotson. Discussion followed. The resolution as amended passed unanimously.

Consider approval of Resolution {2014-06} Selection of Stone Bridge Business Partners as TCAT, Inc.'s Forensic/Internal Control Audit Firm. K. Whang presented resolution {2014-06} Selection of Stone Bridge Business Partners.

**RESOLUTION 2014 - 06  
SELECTION OF STONE BRIDGE BUSINESS PARTNERS AS TCAT, INC.'S  
FORENSIC/INTERNAL CONTROL AUDIT FIRM**

WHEREAS, TCAT, Inc. (TCAT) is in need of a Forensic/Internal Control Audit firm, and

WHEREAS, on April 19, 2014 TCAT issued a request for proposals for a Forensic/Internal Control Audit firm and received 6 proposals, and

WHEREAS, after careful consideration of all proposals, TCAT staff have determined that Stone Bridge Business Partners is a qualified and acceptable firm, and that acceptance of its proposal would be in the best interests of TCAT, and

WHEREAS, TCAT staff recommend entering into a Forensic/Internal Control Audit firm agreement with Stone Bridge Business Partners to provide required Forensic/Internal Control Audit deliverables, and

WHEREAS, Stone Bridge Business Partners proposed to provide a Forensic/Internal Control Audit for TCAT for the sum of Thirty-One Thousand One Hundred Twenty-Five dollars (\$31,125), therefore be it

RESOLVED, that the TCAT Board of Directors selects Stone Bridge Business Partners as TCAT's Forensic/Internal Control Audit firm, and be it further

RESOLVED, that the TCAT Board of Directors authorizes the Chairperson of the Board and the General Manager to execute an agreement with Stone Bridge Business Partners for Forensic/Internal Control Audit deliverables for the proposed amount of Thirty-One Thousand One Hundred Twenty-Five dollars (\$31,125), subject to the approval of TCAT's attorney.

F. Proto suggested a change to the fourth WHEREAS to state "TCAT selection committee" instead of "TCAT staff".

The amended resolution to select Stone Bridge Business Partners as TCAT, Inc.'s Forensic/Internal Control Audit Firm was moved by D. Howe; seconded by F. Proto. Discussion followed. The resolution as amended passed unanimously.

## **VII. Committee Reports**

- **Executive Committee**

K. Whang reported that the Executive Committee met on May 15<sup>th</sup> and discussed TCAT UAW negotiations, Cornell student pass program update, NYS DOT letter, hydrogen fuel bus refueling station update, 1<sup>st</sup> draft of 2015 budget to go to the Budget Committee, 5311 Funds approved, and an update on the GM.

- **Budget Committee**

W. Gray reported that the Budget Committee met on May 20<sup>th</sup> and discussed Revenue Expenditure Report April 30, 2014, Fuel Report, first draft 2015 Operating Budget, first draft 5 year Operating Budget, first draft 2015 Capital Budget, first draft 5 year Capital Budget, CU Volume discount, and proposed budget presentation date.

- **Transit Service Committee**

D. Howe reported that the Transit Service Committee met on May 1<sup>st</sup> and discussed modifications to transit services for summer 2014, proposed service changes for fall 2014, review of timeline for run-cut process, final recommendations to staff to carry proposals forward, and the process for adoption of TCAT service standards.

- **Human Resources Committee**

A. Eccleston reported that the Human Resource Committee met on May 9<sup>th</sup> and discussed current headcount, hires and separations and current projects.

- **Planning Committee**

K. Whang reported that the Planning Committee met on May 22<sup>nd</sup> and discussed the hydrogen fueling station update and future facility planning next steps.

## **VIII. Next meeting**

K. Whang announced the next meeting date of June 26, 2014 at 4:00 PM.

## **IX. Executive Session**

K. Whang asked for a motion to enter into executive session to discuss the employment history of particular persons, collective bargaining negotiations and proposed litigation as relating to the workers comp board assessment issue. The motion was made by D. Howe; seconded by P. Stein. The motion passed. The Board entered into Executive Session at 5:41 PM. The Board arose from Executive Session at 6:20 PM. No action was taken.

## **X. Adjournment**

The motion to adjourn the meeting was made by D. Howe; and seconded by B. Gray. The meeting adjourned at 6:21 PM.