

# **Tompkins Consolidated Area Transit, Inc.**

## **Annual Meeting of the Board of Directors**

### **December 2, 2021 | 4:00pm via Zoom**

#### ***Attendees***

Board Members: Bridgette Brady; Deborah Dawson; Jennifer Dotson; Dan Klein; Laura Lewis; Ducson Nguyen; Frank Proto; Denise Thompson

Absent: Gary Stewart

TCAT Staff: Susan Brock; Julie Ellis-Grove; Gian Fountain; Taylor Hessler; Raymond Lalley; Colleen Marsh; Curt Parrish; Patty Poist; Megan Pulver; Madlyn Schafer; Phil Smith; Pamela Torelli; Scot Vanderpool; Matt Yarrow

Guest: Lisa Holmes

#### ***Call to Order***

Chair D. Klein called the meeting to order at 4:01pm.

#### ***Board Member Items***

Chair D. Klein introduces L. Holmes, who will be voted on today as an incoming Board member (term beginning 1/1/22).

F. Proto thanked the Board members and S. Vanderpool for reporting the audit at the October meeting for him since he was having technical difficulties and was unable to attend.

#### ***Public Comment***

There was no one present that had a public comment.

#### ***Approval of minutes***

A motion to approve minutes from the October 28, 2021 meeting and the November 12, 2021 special meeting was made by D. Dawson, seconded by L. Lewis. The minutes of October 28, 2021 and November 12, 2021 were approved unanimously with a vote of 8-0-0.

#### ***Chair's Report***

Outgoing Chair D. Klein gave his last report as Chair of the 2021 TCAT Board of Directors. Chair Klein confirmed that the current meeting time for Board meetings worked for everyone. Verbal motion was moved by F. Proto and seconded by L. Lewis. "For the 2022 regular Board meetings to be held at 4pm on the fourth Thursday of each month, except there is no meeting in November and the December meeting will be the annual meeting which is the first Thursday in December which will be on December 1<sup>st</sup>, 2022." Board Member B. Brady had stepped away before voting occurred so the motion was approved 7-0-0. This resolution is **Resolution No. 2021-19**.

He reminded fellow Board members to complete the Conflict of Interest Statements by the next meeting in January. He also reiterated that the Transportation Agreement among the three underwriters and TCAT has been extended to October and that if there are to be any changes, that

discussions start sooner than later. He noted that after talking with people in the community that there is a misunderstanding as to what TCAT is and how we operate. They see empty buses, but what they don't see is that even in 2020 TCAT gave about 1 million rides. A significant amount, and that number will increase to be about 2.5 to 3 million rides given during 2021. He said it is the single biggest message he wants to get out to the community. We are providing a huge service and making a huge impact for the area.

### **GM Report**

General Manager S. Vanderpool delivered the GM Report.

S. Vanderpool let the Board know that TCAT was not awarded the Raise Grant. We are working with Cayuga Medical to have a plan for weekly testing if it becomes something TCAT will need to implement. Gian Fountain has been named the new IT manager. D. Nguyen helped with the search.

### **Systems Report**

#### Ridership:

In October 2021 we carried 340,679 passengers compared to 465,099 in 2019; we are operating at 73% of what we were in October of 2019. It is important to note that TCAT 2021 ridership is compared to 2019, representing a pre-pandemic normal. The year to date comparison showed we were down 55% compared to pre-pandemic conditions which makes sense since things didn't start to pick up again until about mid-August 2021.

#### Maintenance:

PM services inspections are around 75%; the cost of parts for October was \$65,940, compared to September 2021 where parts were just under \$50,000. This was said to be in part because larger backordered parts were starting to arrive. There were 8 road calls in October.

#### Safety:

We've had 40 collisions over the course of 2021; 7 occurring in October with 1 minor incident, but thankfully there were no injuries. A new app was introduced for TCAT employees to be able to real-time report incidents and safety concerns.

#### Human Resources:

We have 74 full-time Operators and 7 part-time operators. This is the same number we had in September. We are down to 9 mechanics as opposed to the 12 from October 2020. Overall, there is a total of 129 employees, last year there were 137.

#### Marketing and Communication:

In October the team wrote and issued Tconnect service expands from Dryden to Freeville press release Oct. 4; designed flier and poster showing the addition of Freeville and TC3 to the Tconnect Service Area; updated Tconnect webpage with intern; intern launched Tconnect survey campaign on Facebook; worked with Cornell Chronicle on TCAT to Trails map news story published Oct. 13; worked with Amenities Supervisor Ray Davis on bus stop sign reprints; decorated Electric bus for Halloween and participated in Trunk or Treat at the YMCA Oct 23; participated in Ithaca College's Fall Fest 2021 Oct. 24; participated in Cornell University's Bear Walk in Collegetown Oct. 28; began working with Service Development on runcutting and TMS training; ADA paratransit coordination: 11 ADA applications reviewed; 4 half-fare applications processed.

#### IT

October milestones include: finished setting up the facility surveillance; renewed SSL for Exchange 2016 Server; setup Screen Connect on all TCAT computers for better remote support from IT; deployed road supervisor tablets; setup certificate server; setup LDAPS on Domain Controllers (Uses a more secure port); setup LDAPS on the Firewall for a more secure connection; replaced failing drive on the NAS; setup the New Supervisors office with IT equipment. Current Projects include: increasing computer security across TCAT; setup Cloud backups; setup camera monitoring in Dispatch and New Supervisors office; finish setting up cameras at Green Street; looking for an Anti-Virus Replacement; create an Incident Response Plan; replace current backup solution; documentation of IT resources on internal Wiki continuing; technology Roadmap; Avail, RideLogic, TSI, and Maximo Support; continuing to train new IT Help – John Greer; continue to document everything and create SOPs; improve Admin Wing WIFI coverage; restructuring backup system for new computers and laptops; create a new and improved IT Policy. Future Projects: New database and reporting tools and technologies; build internal programming and development resources; better remote work options; considering VDI for remote users; explore bringing website hosting in house; transition to Office 365.

J. Dotson moved, D. Dawson seconded a verbal motion to set the date for the public hearing on the Major Service Reductions outlined in the Transit Development Plan. The date is set for January 27<sup>th</sup> at 4pm, which is the next Board meeting. The motion was passed 8-0-0. This resolution is **Resolution No. 2021-19A**.

Chair D. Klein presented **Resolution 2021-20 Information Technology (IT) Strategic Roadmap**. Moved by B. Brady, seconded by L. Lewis, the resolution passed unanimously with a vote of 8-0-0 as follows:

#### **Resolution 2021 – 20 Information Technology (IT) Strategic Roadmap**

WHEREAS, Tompkins Consolidated Area Transit, Inc.'s (TCAT's) expanding information technology (IT) demands have been addressed over the last several years with systems including Avail ITS, Maximo, Paycom, on bus Wi-Fi, and Viriciti, and

WHEREAS, TCAT needs to reevaluate legacy IT systems such as those for the farebox, servers, and accounting, and

WHEREAS, IT security threats have increased by an estimated eighty-one percent during the pandemic, and

WHEREAS, TCAT's RFP 701-2021 Information Technology (IT) Roadmap, dated August 31, 2021, seeks consulting services to assess and analyze the current state of IT initiatives within TCAT and to develop a 3-5-year IT strategic roadmap and implementation plan, and

WHEREAS, TCAT received responses from nine companies, on or before October 15, 2021 from:

Advizex Technologies, LLC

AK Strategies LLC

CherryRoad Technologies Inc. (CherryRoad)

Faith Group, LLC (Faith Group)

IBI Group Architects, Engineers and Landscape Architects (IBI)

Mola Group Corporation  
Serengeti Cloud Inc.  
Spruce Technology, Inc.  
Stellar Services, Inc.

WHEREAS, TCAT's team (Tom Clavel, Gian Fountain, Megan Pulver, Scot Vanderpool, Matt Yarrow) reviewed the responses and down-selected for presentations the companies of CherryRoad, Faith Group, and IBI, and

WHEREAS, as a result of the presentations, TCAT's team recommends award to the Faith Group to meet the requirements to provide the IT Strategic Roadmap, therefore be it

RESOLVED, that the TCAT Board of Directors selects Faith Group, LLC as the contractor to provide the specified IT consulting services and deliver an IT Strategic Roadmap, and it is further

RESOLVED, that the TCAT Board of Directors authorizes the Chairperson of the Board and the General Manager to execute a contract with Faith Group, LLC to provide the IT services and complete the IT Strategic Roadmap, all as described in the RFP and Faith Group's proposal, in an amount not to exceed One Hundred Thirty Thousand One Hundred and Eighty-Four Dollars (\$130,184), subject to the approval of TCAT's attorney.

Adopted by the TCAT Board of Directors on the 2<sup>nd</sup> day of December, 2021.

Chair D. Klein presented **Resolution 2021-21 ITS (Aval) System Improvements with Swiftly**. Moved by J. Dotson, seconded by B. Brady, and was passed unanimously with a vote of 8-0-0 as follows:

**Resolution 2021 – 21**  
**ITS (Aval) System Improvements with Swiftly**

WHEREAS, Tompkins Consolidated Area Transit, Inc. (TCAT) is utilizing Avail Technologies for its real-time system, and some areas need improvement, including passenger facing-arrival/departure predictions, detour re-routing, and rider alerts, and

WHEREAS, Swiftly, Inc. has a unique solution to address these deficiencies through its software as a service (SaaS) cloud-based model, which will provide Real-time Passenger Information, Live Operations, Rider Alerts, and Service Adjustments software modules, and

WHEREAS, TCAT verified other transit agencies have benefited from Swiftly, Inc.'s services and utilized Swiftly, Inc.'s modules as a sole source solution, and

WHEREAS, based on independent research and queries to other public transit agencies, TCAT staff has verified that the functionality of Swiftly, Inc.'s modules to upgrade TCAT's ITS real-time system as described above is available only from Swiftly, Inc., and

WHEREAS, TCAT staff recommends entry into a one-year contract with Swiftly, Inc., therefore be it

RESOLVED, that the TCAT Board of Directors finds Swiftly, Inc. is the sole source of software to upgrade TCAT's ITS real-time system as described above, and it is further

RESOLVED, that the TCAT Board selects Swiftly, Inc. as the sole source vendor of the software solutions to improve passenger information, rider alerts, live operations data, and data TCAT requires for service adjustments, and it is further

RESOLVED, that the TCAT Board of Directors authorizes the Chairperson of the Board and the General Manager to execute an agreement with Swiftly, Inc. to provide the SaaS modules described above and related hardware, all as described in the Swiftly order form and in Swiftly's Software as a Service Terms and Conditions, in an amount not to exceed Fifty-Three Thousand Seven Hundred and Forty-Five Dollars (\$53,745.00) for the first year subject to the approval of TCAT's attorney.

Adopted by the TCAT Board of Directors on the 2<sup>nd</sup> day of December, 2021.

Chair D. Klein presented **Resolution 2021-22 Two-way Radio Communication System**. Moved by D. Dawson, seconded by D. Thompson, the resolution was unanimously approved with a vote of 8-0-0 as follows:

**Resolution 2021 – 22  
Two-way Radio Communication System**

WHEREAS, Tompkins Consolidated Area Transit, Inc. (TCAT) is utilizing two-way radio equipment, which has been discontinued by Motorola for several years, and

WHEREAS, the radio system dispatch solution and software are obsolete, and

WHEREAS, failures for two-way radio communications are increasing, and TCAT has been purchasing used units to meet demand, and

WHEREAS, Gadabout Transportation Services, Inc.'s (Gadabout's) operations also utilize this same system and equipment, and

WHEREAS, on September 30, 2021, TCAT issued Invitation for Bid (IFB) # 301-2021 for vendors to provide and install two-way radios and desk set units for TCAT and Gadabout, and an upgraded dispatch work station for TCAT, and

WHEREAS, TCAT received a sole response from Motorola Solutions, Inc. utilizing pricing under New York State Office of General Services (NYS OGS) contract # PT68722, and

WHEREAS, TCAT is dependent on local County radio operations for TCAT radio communications that include the ability to communicate directly via radio in emergencies with other local agencies and emergency responders; Motorola radios can be programmed with this direct communication capability because the County's local radio operations have continued to utilize Motorola equipment, and

WHEREAS, as no other company provided a solution that would allow TCAT to integrate its communications with others utilizing the County's radio system, TCAT is using the technical justification for sole source under Section 2.2.2 (Technical Justification for Maintenance of an Embedded Base) in Attachment 7, NYS OGS Contract Award 23141, Group 77200 Public Safety Communications Equipment and Services, for NYS OGS contract # PT68722, and

WHEREAS, TCAT and Gadabout will each enter into their own contracts with Motorola Solutions, Inc. to purchase their respective equipment and services, therefore be it

RESOLVED, that the TCAT Board of Directors selects Motorola Solutions, Inc. as the contractor to provide two-way radio communications equipment and services, and it is further

RESOLVED, that the TCAT Board of Directors authorizes the Chairperson of the Board and the General Manager to execute a contract with Motorola Solutions, Inc. to provide equipment, installation, and three years of services to upgrade TCAT's two-way radio communication system, all as described in TCAT's IFB, in Motorola Solutions, Inc.'s proposal, and the NYS OGS contract, in an amount not to exceed Four Hundred Four Thousand Eight Hundred Ninety-Seven Dollars and Forty-Five Cents (\$404,897.45), subject to the approval of TCAT's attorney.

Adopted by the TCAT Board of Directors on the 2<sup>nd</sup> day of December 2021.

Chair D. Klein presented **Resolution 2021-23 Extend Legal Services for One Year with Hancock Estabrook, LLP**. Moved by F. Proto, seconded by L. Lewis, the resolution was approved unanimously with a vote of 8-0-0 as follows:

**Resolution 2021-23  
Extend Legal Services for One Year with Hancock Estabrook, LLP**

WHEREAS, on December 6, 2018, TCAT, Inc. and Hancock Estabrook, LLP entered into a Contract for Legal Services with a term from January 1, 2019 through December 31, 2021 (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, the Contract was renewed for two one-year terms, from January 1, 2022 through December 31, 2022, 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 Dan Klein and General Manager Scot Vanderpool to execute the Extension of Contract.

Adopted by the TCAT, Inc. Board of Directors on this 2<sup>nd</sup> day of December 2021.

Chair D. Klein presented **Resolution 2021-24 Extend Legal Services Contract for One Year with Susan H. Brock, Attorney at Law**. Susan Brock turned off her speaker for the discussion and vote. Moved by L. Lewis, seconded by D. Thompson, the resolution was approved unanimously with a vote of 8-0-0 as follows:

**Resolution 2021-24  
Extend Legal Services Contract for One Year with Susan H. Brock, Attorney at Law**

WHEREAS, on December 6, 2018, TCAT, Inc. and Susan H. Brock, Attorney at Law entered into a Contract for Legal Services with a term from January 1, 2019 through December 31, 2021 (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 two additional years upon such terms as the parties deem acceptable, and

WHEREAS, both parties wish to renew the Contract for a 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 Dan Klein and General Manager Scot Vanderpool to execute the Extension of Contract.

Adopted by the TCAT, Inc. Board of Directors on this 2<sup>nd</sup> day of December, 2021.

Chair D. Klein presented **Resolution 2021-25 Adopting the TCAT Inc. 2022 Operating Budget**. Moved by D. Thompson, seconded by B. Brady, the resolution was approved unanimously with a vote of 8-0-0 as follows:

**Resolution 2021-25  
Adopting the TCAT Inc. 2022 Operating Budget**

WHEREAS, each year the Tompkins Consolidated Area Transit, Inc. (TCAT, Inc.) Board adopts a fiscal year Operating Budget, and

WHEREAS, TCAT, Inc. attempts to maximize transportation service to Tompkins County residents by utilizing all federal, state and local funds available for the twelve-month period ending December 31, and

WHEREAS, after reviewing 2021 operations and considering all federal, state and local funding available for 2022, an Operating Budget that projects revenues of \$15,921,064 and expenditures of \$15,921,064 for the 2022 fiscal year ending December 31, 2022 has been prepared and reviewed,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board adopts an Operating Budget for the fiscal year ending December 31, 2022, that projects revenues totaling \$15,921,064 and expenditures totaling \$15,921,064.

Approved by the TCAT, Inc. Board of Directors on this the 2nd day of December, 2021.

B. Brady stepped away at 4:43pm.

Chair D. Klein presented **Resolution 2021-26 Adopt the TCAT Inc. 2022 Capital Expenditure Plan.**

Moved by F. Proto, seconded by D. Dawson, the resolution was approved unanimously with a vote of 7-0-0 as follows:

**Resolution 2021-26  
Adopt the TCAT Inc. 2022 Capital Expenditure Plan**

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

WHEREAS, TCAT, Inc. 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 2022, a Capital Expenditure Plan of \$6,902,897 with Tompkins County, City of Ithaca and Cornell University each making contractual payments of \$152,090 for the 2022 fiscal year ending December 31, 2022 has been prepared and reviewed,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board adopts a Capital Expenditure Plan for the fiscal year ending December 31, 2022, totaling \$6,902,897.

Adopted by the TCAT, Inc. Board of Directors on the 2nd day of December 2022.

B. Brady came back to the meeting around 4:45pm.

L. Lewis took a moment to thank D. Dawson's contribution to the TCAT Board as she will be exiting the Board at the end of 2021, and L. Lewis welcomed L. Holmes as L. Holmes will be joining the Board for 2022.

D. Dawson responded and thanked L. Lewis. With the transition to electric buses and the unknown future, D. Dawson believes someone with the administrative and financial experience like L. Holmes has will benefit the Board greatly. She is really impressed with the quality of staff that has been brought on at TCAT and TCAT will continue to be in good hands.

Chair D. Klein presented **Resolution 2021-27, Election of Directors for TCAT, Inc.** Moved by D. Thompson and seconded by L. Lewis. The resolution passed with a vote of 8-0-0 as follows:



**Resolution 2021-27**  
**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, 2021, 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, 2022,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects the following as Directors with three year terms beginning January 1, 2022:

<u><b>Name</b></u>	<u><b>Address</b></u>
Lisa Holmes	125 E. Court Street Third Floor Ithaca, NY 14850
Laura Lewis	108 East Green Street Ithaca, NY 14850
Gary Stewart	110 Day Hall Ithaca, NY 14853

Chair D. Klein presented **Resolution 2021-28, Election of Secretary/Treasurer**. Moved by L. Lewis and seconded by D. Dawson. The resolution passed with a vote of 8-0-0 as follows:

**Resolution 2021-28**  
**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, 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 Frank P. Proto as the Secretary/Treasurer for 2022,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects Frank P. Proto as Secretary/Treasurer for a one-year term beginning January 1, 2022.

Chair D. Klein presented **Resolution 2021-29, In Appreciation of Deborah Dawson**. Moved by F. Proto, unanimous second:

**Resolution 2021-29  
In Appreciation of Deborah Dawson**

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 2, 2021, at which time a quorum existed, the following resolution was unanimously approved:

WHEREAS, while serving on the TCAT Board of Directors since January 1, 2019, Deborah Dawson has generously devoted her time and expertise to improving public transportation for Tompkins County residents, and

WHEREAS, Deborah has capably served on a number of TCAT board committees, including: Budget, 2019, 2020 and 2021; Transit Service, 2019 and 2020; and Human Resource, 2021, and

WHEREAS, TCAT has been enriched by Deborah's keen intelligence and insight honed from a rich and diverse professional life that included her work as a litigator before state and federal courts, as well as her roles as general counsel and legal advisor to federal agencies, and

WHEREAS, TCAT stakeholders have also been appreciative of Deborah's matter-of-fact moxie and unflinching candor, all underscoring her tenacity to get the heart of problems in order to solve them, and

WHEREAS, TCAT board members and staff are confident that Deborah will continue to advocate for better public transportation, in her role as a recently re-elected member of the Tompkins County Legislature,

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

RESOLVED, that the TCAT, Inc. Board extends its deep appreciation to Deborah for her three years of service to TCAT, and wishes her all the best with her future life as a public servant who has proved she is intent on making Tompkins County a better place to work and live.

**Discussion Items** – S. Brock reminded the board that if anyone had proposed changes to the TDP to get the changes to TCAT staff within a week so the public comment period could get set along with the public hearing [which was set earlier in the meeting].

F. Proto inquired about how the Transit Development Plan would be made available to the public.

P. Poist informed the Board that the TDP would be put on the TCAT website along with the notice for the public hearing. The notice and information would also appear on TCAT social media sites, in newspapers, and on the buses and bus stops.

S. Vanderpool also took a moment to thank 2021 Chair D. Klein for his service as Chair in a tough and uncertain year.

### ***Committee Reports***

**Executive Committee** – The Executive Committee met on November 17 and discussed the Infrastructure Investment and Jobs Act; Annual Board Meeting; and the Loyalty Bonus.

**Audit Committee** – The Audit Committee did not meet.

**Budget Committee** – The Budget Committee met on November 16 and discussed the Loyalty Bonus for 2022; the American Rescue Plan Act (ARPA) and Coronavirus Response and Relief Supplemental Appropriation Act (CRRSSA); and Infrastructure Investment and Jobs Act funding.

**Human Resource Committee** – The Human Resources Committee met on November 18 and discussed recruitment and retention; upcoming refresher trainings; impacts of COVID; Open Enrollment; Performance Management program.

**Planning Committee** – The Planning Committee did not meet.

**Transit Service Committee** – The Transit Service Committee did not meet but received an email on November 9 which included updates on Fall Service; Spring Service; Tconnect; the TDP; the Youth Fare program; and an update following a meeting Matt had with Village of Groton Mayor, head of police, head of public works, and the village clerk regarding service to the Village of Groton.

### ***Next Meeting***

The next meeting will be January 27, 2022.

### ***Executive Session***

F. Proto made a motion to enter Executive Session to discuss Personnel issues. Motion was seconded by J. Dotson. The Board entered Executive Session at 5:18pm.

At 5:23 pm, the Board came out of Executive Session (motion by D. Dawson, seconded by D. Thompson, vote 8-0 -0).

Chair Klein presented the loyalty bonus Memorandum of Understanding. Verbal motion to approve the MOU and authorize the appropriate TCAT personnel to execute it moved by D. Dawson, seconded by D. Thompson. The motion was approved unanimously with a vote of 8-0-0. This will be **Resolution 2021-31**.

***Adjournment***

The meeting adjourned at 5:26 pm.

*Minutes respectfully submitted by Taylor Hessler, Recording Secretary, January 27, 2022.*