

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

Thursday, December 4, 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,
M. Yarrow, T. Wright, S. Persons/Recording Secretary

Also Attended: F. Howells

Agenda

I. Call to Order

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

II. Board Member Items

There were no board member items.

III. Public Comment

F. Howells stated we would like to thank K. Whang for his service here at the TCAT organization from the bargaining unit and everyone else in the whole community, you have done a fine job and we look forward to working with you in the future.

K. Whang stated he has enjoyed interacting with F. Howells and colleagues at meetings and during the many frequent bus rides.

IV. Approval of the minutes from October 23, 2014 Board of Directors Meeting and October 28, 2014 Special Board of Directors Meeting

The motion to approve the minutes from October 23, 2014 and October 28, 2014 was made by D. Howe; seconded by B. Gray. The motion to approve the minutes passed unanimously.

V. Chairperson's Report

K. Whang reported that he wanted to thank everyone for giving him the opportunity to serve on the Board and as the Chair this past year. He stated he has learned a lot and enjoyed their company, we have had some tough times but we have also had a lot of pleasant memories. He stated he is not going away; he will still be involved in a different capacity. He believes in

public transportation, it is something that is necessary in all communities; he thinks that is one of the basic services that government and other entities that do provide this service can provide the public. It is a basic right for every citizen of this country to have access to public transportation. He stated he knows we still have a long way to go, he has been to other countries and other cities that have wonderful public transit systems and he dreams of a day that we can have something similar to that, he will do whatever he can to support that. He stated he has been on this committee for five years and when he came on the board he thought he was just holding the seat warm until he hired someone to serve as a Director of Transportation. That process took a little bit longer and as a result he ended up staying longer. He has a lot of other commitments, a lot of other boards and committees that he participates in both locally and outside of the area and he saw an opportunity with Bridgette Brady coming on that he can go do some other things.

General Manager's Report

- **Monthly Operating Reports** – A. Eccleston presented the Monthly Operating Reports for October 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 - 16} Election of Directors for TCAT, Inc. K. Whang presented resolution {2014 - 16} election of directors for TCAT, Inc. Discussion followed.

RESOLUTION 2014 - 16 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, 2014, and

WHEREAS, the County and Cornell have provided TCAT, Inc. with the names of recommended candidates to fill two of the terms that begin January 1, 2015, and

WHEREAS, pursuant to the New York Not-for-Profit Corporation Law, the director originally recommended by the City will continue to hold office after expiration of his term until that director's successor is elected,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects the following as Directors with three-year terms beginning January 1, 2015:

<u>Name</u>	<u>Address</u>
Bridgette Brady	Cornell University 107 Humphreys Service Building Ithaca, NY 14853-3701

Frank Proto

CANNONBROOK FARMS
2585 Slaterville Road
Slaterville Springs, NY 14881

The resolution to approve the election of directors for TCAT, Inc. was moved by B. Gray; seconded by P. Stein. Discussion followed. The resolution passed unanimously.

Consider approval of Resolution {2014 - 17} Election of Secretary/Treasurer. K. Whang presented resolution {2014 - 17} election of secretary/treasurer.

**RESOLUTION 2014 - 17
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 Cornell University as a Director, so the new Secretary/Treasurer must be one of the Directors who was recommended by Cornell University, and

WHEREAS, the Chairperson has appointed the members of the Executive Committee to act as the nominating committee, and

WHEREAS, the nominating committee has agreed to nominate David Howe as the Secretary/Treasurer for 2015,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects David Howe as Secretary/Treasurer for a one-year term beginning January 1, 2015.

The resolution to approve the election of secretary/treasurer was moved by B. Gray; seconded by F. Proto. Discussion followed. The resolution passed unanimously.

Consider approval of Resolution {2014-18} In Appreciation of KyuJung Whang. K. Whang presented resolution {2014-18} in appreciation of KyuJung Whang.

**RESOLUTION 2014-18
IN APPRECIATION OF KYUJUNG WHANG**

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 4, 2014, at which time a quorum existed, the following resolution was unanimously approved:

WHEREAS, KyuJung Whang has devoted many years to supporting and enhancing public transit in Tompkins County, and

WHEREAS, Kyu has contributed greatly to improving TCAT with his vast knowledge of infrastructure development, alternative transportation modes and visionary strategic planning skills amassed through his exemplary career experiences, most recently as Cornell University's Vice President for Facilities Services, and

WHEREAS, Kyu provided leadership, vision and insight while serving as Director on the TCAT, Inc. Board of Directors (2010-present), during which time he led the organization as both Chairperson of the TCAT Board of Directors and its Executive Committee in 2014, and

WHEREAS, Kyu served ably as Chair of the TCAT Board of Directors Planning Committee in 2013, during which time he facilitated and inspired a successful strategic planning retreat in 2013 that brought TCAT stakeholders together to generate valuable input for long-term planning, and

WHEREAS, Kyu capably served as the Board's Secretary/Treasurer in 2012 and Vice-Chairperson in 2013, as well as served on the TCAT Board's Audit, Human Resources and Budget committees over the past five years.

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

RESOLVED, that the TCAT, Inc. Board extends its sincere gratitude and appreciation to Kyu for his leadership and dedicated service (not to mention his generosity of spirit and oft-cited "down-to-earth" quality in relating to, reaching out to, and responding to TCAT employees and TCAT stakeholders at all levels) and wishes him the very best with his continued vital and major responsibilities as Cornell University's Vice President for Facilities Services.

The resolution in appreciation of KyuJung Whang was moved by F. Proto; seconded by B. Gray. Discussion followed. The resolution passed 7 - 0; K. Whang abstained.

Consider approval of Resolution {2014-19} In Appreciation of Joseph "Seph" Murtagh. K. Whang presented resolution {2014-19} in appreciation of Joseph "Seph" Murtagh.

**RESOLUTION 2014 - 19
IN APPRECIATION OF JOSEPH "SEPH" MURTAGH**

The undersigned Chairperson of Tompkins Consolidated Area Transit, Inc. (TCAT, Inc.) does hereby certify at a meeting of the TCAT, Inc. Board of Directors on December 4, 2014, at which time a quorum existed, the following resolution was unanimously approved:

WHEREAS, Seph Murtagh has devoted time and energy to supporting and enhancing public transit in Tompkins County, and

WHEREAS, Seph has contributed significantly to improving TCAT with his diplomatic skills and his deep knowledge of city government, finance and TCAT stakeholder organizations through his position as 2nd Ward Alderperson on the City of Ithaca Common Council as well as through his former career as an accomplished Tompkins County journalist, and

WHEREAS, Seph has demonstrated leadership, creativity and thoughtfulness while serving as Director on the TCAT, Inc. Board of Directors (2012-present), and

WHEREAS, Seph capably served as Secretary/Treasurer of the TCAT Board of Directors in 2014, during which time he devoted his energies and knowledge to assisting TCAT in procuring more revenue for TCAT, and

WHEREAS, Seph ably served as the Chairperson of the Human Resource Committee in 2014 as well as served on the TCAT Board's Audit and Transit Service committees over the past two years.

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

RESOLVED, that the TCAT, Inc. Board extends its sincere gratitude and appreciation to Seph for his leadership and dedicated service (not to mention his quiet fortitude and willingness to share his vast knowledge of the written word as an award-winning writer with a distinguished academic record) and

wishes him the very best with his continued success as a scholar, writer and lecturer for the Department of Writing, School of Humanities and Sciences at Ithaca College.

The resolution in appreciation of Seph Murtagh was moved by F. Proto; seconded by B. Gray. Discussion followed. The resolution passed 7 - 0; S. Murtagh abstained.

Consider approval of Resolution {2014-20} Adopting the TCAT, Inc. 2015 Operating Budget. K. Whang presented resolution {2014-20} to adopt the TCAT, Inc. 2015 Operating Budget.

**RESOLUTION 2014 - 20
ADOPTING THE TCAT INC 2015 OPERATING BUDGET**

WHEREAS, each year the Tompkins Consolidated Area Transit, Inc. (TCAT.) 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 2014 operations and considering all federal, state and local funding available for 2014, an Operating Budget that projects revenues of \$13,611,540 and projected expenditures of \$13,611,540 for the 2015 fiscal year ending December 31, 2015 has been prepared and reviewed,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board adopts an Operating Budget for fiscal year ending December 31, 2015, that projects revenues totaling \$13,611,540 and expenditures totaling \$13,611,540

The resolution to adopt the TCAT, Inc. 2015 Operating Budget was moved by D. Howe; seconded by J. Dotson. Discussion followed. The resolution passed unanimously.

Consider approval of Resolution {2014-21} Adopting the TCAT, Inc. 2015 Capital Expenditure Plan. K. Whang presented resolution {2014-21} to adopt the TCAT, Inc. 2015 Operating Budget.

**RESOLUTION 2014 - 21
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, Inc. (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, a Capital Expenditure Plan of \$330,470 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 has been prepared and reviewed,

THEREFORE, BE IT RESOLVED, the TCAT Inc Board adopts a Capital Expenditure Plan for fiscal year ending December 31, 2015, totaling \$330,470.

The resolution to adopt the TCAT, Inc. 2015 Capital Expenditure Plan was moved by P. Stein; seconded by D. Howe. Discussion followed. The resolution passed unanimously.

K. Whang made a motion to establish the next meeting date as the fourth Thursday of the month January 22nd. The motion was made by P. Stein; seconded by B. Gray. The motion to have the next meeting on the fourth Thursday of the January passed unanimously.

VII. Committee Reports

- **Executive Committee**

K. Whang reported that the Executive Committee met on December 4th, 2014 and discussed TCAT UAW negotiations, Green Street, fuel cell hydrogen bus update, TCAT system safety plan, and the vanpool agreement.

- **Budget Committee**

B. Gray reported that the Budget Committee met on November 18th 2014 and discussed Revenue Expenditure Report October 31, 2014, Fuel Report, preliminary 2015 health insurance rates, 2015 Operating budget, 2015 Capital budgets and federal grants status.

- **Transit Service Committee**

M. Yarrow reported that the Transit Services Committee met on November 6, 2014 and discussed updates on Passenger Miles traveled 2014 and Qualitative Rider Survey, service standards plan and public input sessions an overview of service adjustments for January 2014; proposal for expansion of "emergency ride home" program to TCAT monthly pass subscribers and vanpool participants; and updates on various staff projects.

- **Human Resources Committee**

S. Murtagh reported that the Human Resources Committee met on November 13th, 2014 and discussed current headcount, hires, separations, retention rate and labor issues.

- **Planning Committee**

The Planning Committee did not meet.

B. Gray asked before we go on to the Executive Session can we back up to the action items. We adopted the resolution for the capital plan Resolution 2014 – 21 and in it we refer to a capital expenditure plan that is listed here as \$330,470, that is actually the money that is made up in the local contributions, the number should be \$1,065,803. He stated he would like to ask if we could modify the resolution to read the actual total expenditure.

K. Whang asked S. Brock how that works.

S. Brock stated it would be a motion to reconsider and amend the number and vote again.

B. Gray stated he would like to move that we reconsider the resolution 2014 – 21 Adopting the TCAT Inc. 2015 Capital Expenditure Plan, D. Howe seconded. The motion to reconsider Resolution 2014 – 21 was passed unanimously.

B. Gray made a motion to move the Capital Expenditure Plan in the resolution as written with the exception to modify the last Whereas and the final Resolved that the Capital Expenditure Plan be listed as \$1,065,803. D. Howe seconded. The resolution as amended passed unanimously.

RESOLUTION 2014 - 21
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, Inc. (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, a Capital Expenditure Plan of \$1,065,803 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 has been prepared and reviewed,

THEREFORE, BE IT RESOLVED, the TCAT Inc. Board adopts a Capital Expenditure Plan for fiscal year ending December 31, 2015, totaling \$1,065,803.

- **Audit Committee**

The Audit Committee did not meet.

VIII. Next meeting

K. Whang announced the next meeting date of January 22, 2015 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 P. Stein; seconded by B. Gray. The motion passed. The Board entered into Executive Session at 5:49 PM. The Board arose from Executive Session at 6:22 PM. No action was taken.

X. Adjournment

The motion to adjourn the meeting was made by F. Proto; and seconded by S. Murtagh. The meeting adjourned at 6:22 PM.