

Tompkins Consolidated Area Transit, Inc.
Board of Directors Meeting

Thursday, December 8, 2016
4:00 p.m., TCAT Conference Room
737 Willow Avenue, Ithaca, NY

Attendees: B. Gray, B. Brady, J. Dotson, D. Howe, D. Klein,
D. Nguyen, P. Stein, J. Gutenberger, F. Proto,

S. Brock, R. Andrascik, A. Eccleston, R. Lalley, N. Oltz, P. Poist, M. Yarrow,
J. Caco, M. Smith, S. Persons, R. DeBois / Recording Secretary

Agenda

I. Call to Order

B. Gray called the meeting to order at 4:07 p.m. and welcomed everyone to the December 8, 2016 TCAT, Inc. Annual Board of Directors Meeting.

II. Board Member Items

B. Gray stated under the action items on the agenda there is a tabled item and an item stays tabled until someone moves to have it brought to the agenda. He asked if there was a motion to bring the item forward. Discussion followed. The item remained tabled.

III. Public Comments

There were no public comments.

IV. Approval of minutes from the October 27, 2016 Board of Directors Meeting

The motion to approve the minutes from October 27, 2016 Board of Directors Meeting was made by D. Klein, seconded by D. Howe. The motion to approve the minutes passed unanimously.

V. Chairperson's report

B. Gray reported that he had driven to and from Florida recently and in South Carolina, he saw a familiar scene: a bus with a sign advertising "come drive with us." He stated that he was reminded that for a year and a half we've had the same trouble at TCAT and it goes on and on, this is a hard problem to solve, and is not unique to us.

B. Gray reported that the MOU committee met and he will set up a meeting to talk to Paul Streeter. He stated he hopes to assess what it is Cornell wants; otherwise, we will come back to the original proposal.

B. Gray asked J. Dotson to provide comment on the recent Housing Summit. J. Dotson stated it was a high-level conversation and that transportation had a large role in the discussion. She stated that D. Klein, D. Nguyen, P. Poist, and M. Yarrow were also there and asked if they had any comments to add. Discussion followed.

B. Gray asked for an update on the GM search. F. Proto stated that a good portion of the discussion will follow in executive session, but that one of the proposals that he and A. Eccleston talked about was pausing the search for December. The pause will provide the opportunity to reassess where we are and where we are going. Discussion followed.

VI. General Managers Report

- **Monthly Operating Report** – A. Eccleston presented the Monthly System Report for October 2016. 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.

- **Avail Training** - A. Eccleston reported that the team has been extremely busy with Avail. We have been doing installs in our buses and some of our operators are being trained. We have put together a training program to teach the operators how to use the Avail system. In tandem with that training, the Dispatchers and N. Oltz have been in training for the Master Scheduler to better understand that software and tweaking it so that the work assignments can be improved. Maintenance has been fully engaged in putting new modems, new cameras and new DVR units on the buses. This whole team has been flat out fully engaged, and hats off to all of them in trying to maintain the day to day stuff on top of everything else. They have really done a tremendous job.
- A. Eccleston stated she wanted to acknowledge that it is the end of 2016; we have had a very challenging year but she thinks that we will come into 2017 with better systems, better technology, and she is really looking forward to 2017. She stated she wanted to acknowledge everyone in the organization, from our Bus Operators who really had a tough time this summer and we are working towards improvements with our schedules and the Employee Satisfaction Committee; our Maintenance Department has been operating in a deficient state and even with all this extra work they are managing to get everything done without the full staffing. The Bus Handlers who are cleaning our buses; and our Administrative staff who have put in a tremendous amount of hours. She stated she cannot say enough and she thanks them all very much. A. Eccleston also thanked the Board because all of them have given us their support through 2016 and she is very appreciative of that. Discussion followed.

VII. Action Items from Staff

Consider Resolution {2016 - 20} Election of Directors for TCAT, Inc. B. Gray presented resolution {2016 - 20} Election of Directors for TCAT, Inc.

RESOLUTION 2016 - 20 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, 2016, and

WHEREAS, Cornell, the City and the County have provided TCAT, Inc. with the names of recommended candidates to fill the three terms that begin January 1, 2017, and

WHEREAS, Kevin Sutherland resigned as a Director, effective August 27, 2015, and the term of Kevin Sutherland's Director position is through December 31, 2017, and

WHEREAS, the bylaws state that a Director elected to fill an unexpired term until the next annual meeting at which the election of directors is in the regular order of business shall be an individual recommended by the departing Director's recommending party, and the City of Ithaca originally recommended to the TCAT, Inc. Board that Kevin Sutherland be appointed as a Director, and

WHEREAS, at its January 28, 2016 meeting, the Board elected Ducson Nguyen, who was recommended by the City, to fill the unexpired term of Kevin Sutherland's position until the next annual meeting at which the election of directors is in the regular order of business, and until his successor to fill the remainder of the unexpired term is elected and qualified, and

WHEREAS, Ducson Nguyen's term expires at the December 8, 2016 annual meeting, and

WHEREAS, the City has recommended that Ducson Nguyen be re-elected to fill the remainder of the unexpired portion of Kevin Sutherland's term,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects the following as Directors with three-year terms beginning January 1, 2017:

<u>Name</u>	<u>Address</u>
David Howe	College of Veterinary Medicine S2008 Schurman Hall Ithaca, NY 14853
Jennifer Dotson	212 Wood Street Ithaca, NY 14850
Dan Klein	56 Durfee Hill Road Ithaca, NY 14850

BE IT FURTHER RESOLVED, the TCAT, Inc. Board elects the following as a Director to fill the remainder of Kevin Sutherland's unexpired term beginning immediately and continuing through December 31, 2017:

<u>Name</u>	<u>Address</u>
Ducson Nguyen	108 E. Green Street City Hall Ithaca, NY 14850

The resolution to Elect Directors for TCAT, Inc. was moved by F. Proto; seconded by D. Howe. Discussion followed. The resolution passed unanimously.

Consider Resolution {2016 - 21} Election of Secretary/Treasurer. B. Gray presented resolution {2016 - 21} Election of Secretary/Treasurer for TCAT, Inc.

**RESOLUTION 2016 - 21
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 City of Ithaca as a Director, so the new Secretary/Treasurer must be one of the Directors who was recommended by the City of Ithaca, 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 Ducson Nguyen as the Secretary/Treasurer for 2017,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects Ducson Nguyen as Secretary/Treasurer for a one-year term beginning January 1, 2017.

The resolution to Elect Secretary/Treasurer for TCAT, Inc. was moved by F. Proto; seconded by D. Howe. Discussion followed. The resolution passed unanimously.

Consider Resolution {2016 - 22} Adopting the TCAT, Inc. 2017 Operating Budget. B. Gray presented resolution {2016 - 22} to adopt the TCAT, Inc. 2017 Operating Budget.

**RESOLUTION 2016 - 22
ADOPTING THE TCAT, INC. 2017 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 2016 operations and considering all federal, state and local funding available for 2017, an Operating Budget that projects revenues of \$14,266,722 and expenditures of \$14,266,772 for the 2017 fiscal year ending December 31, 2017 has been prepared and reviewed,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board adopts an Operating Budget for the fiscal year ending December 31, 2017, that projects revenues totaling \$14,266,772 and expenditures totaling \$14,266,772. Discussion followed. Resolution unanimously adopted by the TCAT, Inc. Board of Directors on this 8th day of December, 2016.

The resolution to adopt the TCAT, Inc. 2017 Operating Budget was moved by D. Nguyen; seconded by P. Stein. Discussion followed. The resolution passed unanimously.

Consider Resolution {2016 - 23} Adopting the TCAT, Inc. 2017 Capital Expenditure Plan. B. Gray presented resolution {2016 - 23} to adopt the TCAT, Inc. 2017 Capital Expenditure Plan.

**RESOLUTION 2016 - 23
ADOPTING THE TCAT, INC. 2017 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 2017, a Capital Expenditure Plan of \$3,501,496 with Tompkins County, City of Ithaca and Cornell University each making contractual payments of \$152,090 for the 2017 fiscal year ending December 31, 2017 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, 2017, totaling \$3,501,496.

The resolution to adopt the TCAT, Inc. 2017 Capital Expenditure Plan was moved by F. Proto; seconded by P. Stein. Discussion followed. The resolution passed unanimously.

Consider Resolution {2016 - 24} Approval of the System Safety Program Plan Revisions. B. Gray presented resolution {2016 - 24} to approve the System Safety Program Plan revisions.

**RESOLUTION 2016 - 24
APPROVE SYSTEM SAFETY PROGRAM PLAN REVISIONS**

WHEREAS, Tompkins Consolidated Area Transit, Inc. ("TCAT, Inc.") has developed and implemented a System Safety Program Plan ("SSPP"), which states one of its primary goals is the continued improvement of public transportation safety through the reduction in the number, rate and severity of bus accidents, and

WHEREAS, the New York State Public Transportation Safety Board ("PTSB") approved TCAT, Inc.'s first SSPP in 2005, and the PTSB has approved subsequent revisions, including the most recent revisions in 2014, and

WHEREAS, certain additional revisions are necessary to reflect current TCAT operations, and

NOW, THEREFORE, be it RESOLVED that the TCAT, Inc. Board of Directors hereby approves and adopts the attached System Safety Program Plan, with a revision date of November 3, 2016, and authorizes TCAT staff to send the SSPP to PTSB for its review and approval.

The resolution to approve the System Safety Program Plan Revisions was moved by J. Dotson; seconded by D. Nguyen. Discussion followed. The resolution passed unanimously.

Consider Resolution {2016 - 25} Extend Contract with TRC Engineering Services, LLC for Temporary Diesel Mechanic. B. Gray presented resolution {2016 - 25} to extend the contract with TRC Engineering Services, LLC for temporary diesel mechanic.

RESOLUTION 2016 - 25
EXTEND CONTRACT WITH TRC ENGINEERING SERVICES, LLC
FOR TEMPORARY DIESEL MECHANIC

WHEREAS, at its December 23, 2015 meeting, the TCAT Board approved the selection of TRC Engineering, LLC (“TRC”) as TCAT’s Contract Diesel Mechanic Contractor, with TRC providing two temporary full-time diesel mechanics for a period of three months plus an optional three month extension period, and

WHEREAS, TCAT, Inc. exercised the three month extension, which ended on July 10, 2016, and

WHEREAS, TCAT, Inc. and TRC entered into a contract dated July 6, 2016, that extended their agreement to September 30, 2016, and

WHEREAS, TCAT, Inc. and TRC entered into a contract dated September 22, 2016, that further extended their agreement to December 30, 2016, and

WHEREAS, despite intensive recruitment efforts, TCAT’s Maintenance Department is still not fully staffed, and TCAT requires the services of one temporary diesel mechanic through March 31, 2017, after which time it anticipates it will have hired enough mechanics to no longer need a temporary contract mechanic,

NOW, THEREFORE, be it RESOLVED that the TCAT, Inc. Board of Directors hereby approves the attached Agreement for Services with TRC through March 31, 2017 and authorizes Board Chair William Gray and Acting General Manager Alice Eccleston to execute the Agreement.

The resolution to extend the contract with TRC Engineering Services, LLC for temporary diesel mechanic was moved by D. Howe; seconded by B. Brady. Discussion followed. The resolution passed unanimously.

Consider Resolution {2016 - 26} Approval of Replacement Engine for Bus 902. B. Gray presented resolution {2016 – 26} to approve the replacement engine for bus 902.

RESOLUTION 2016 - 26
APPROVAL OF REPLACEMENT ENGINE FOR BUS 902

WHEREAS, the Cummins engine has failed on TCAT bus 902, which is a 2009 Gillig bus, and

WHEREAS, the bus is in the eighth year of its twelve year FTA life expectancy requirement, and

WHEREAS, the manufacturer’s warranty has expired for the engine, and

WHEREAS, the only replacement engine that will work with this model of Gillig buses is another Cummins engine, and

WHEREAS, TCAT staff obtained two quotes for replacement engines, one from the Cummins manufacturer and the other from Cook Brother Truck Parts, which is a distributor of Cummins engines, and

WHEREAS, TCAT staff recommends purchasing a replacement engine from Cook Brothers Truck Parts because that company’s quote is lower than that of the Cummins manufacturer when the cost of freight is added to the engine cost, now, therefore, be it

RESOLVED, that the TCAT Board of Directors authorizes the Chairperson of the Board and the Acting General Manager to sign a contract or purchase order for a replacement Cummins engine for bus 902 from Cook Brothers Truck Parts in the amount of Twenty Five thousand Two hundred Sixty Nine dollars and eighty seven cents (\$25,269.87) (including delivery to TCAT).

The resolution to approve the replacement engine for bus 902 was moved by F. Proto; seconded by P. Stein. Discussion followed. The resolution passed unanimously.

F. Proto made a motion to establish the next year’s meeting schedule as the fourth Thursday of the month with the exception of November; there is no meeting, and the December meeting is on December 7, 2017; seconded by J. Dotson. The motion to continue the meeting schedule of the fourth Thursday of the month with that exception passed unanimously.

VIII. Committee Reports

- **Executive Committee**

B. Gray reported that the Executive Committee met on November 8, 2016 and discussed the GM Search Committee update, strategic planning to include local funders, TCAT – Cornell MOU and a recruitment update for all other open positions, Avail ITS project update, facility needs assessment Wendell Contract final report, maintenance software project update, benefit renewals for 2017.

- **Budget Committee**

D. Howe reported that the Budget Committee met on November 15, 2016 and discussed Revenue Expenditure Report October 31, 2016, Fuel Report, mortgage recording tax update, 2017 health insurance rates, 2017 Operating Budget and 2017 Capital Budget.

- **Transit Service Committee**

The Transit Service Committee did not meet.

- **Human Resource Committee**

J. Dotson reported that the Human Resource Committee met on December 8, 2016 and discussed the status of the employee satisfaction committee, current headcount, hires, separations, retention rate, and current recruitment efforts.

- **Planning Committee**

The Planning Committee did not meet.

- **Audit Committee**

The Audit Committee did not meet.

IX. Executive Session

B. Gray asked for a motion to enter into executive session to discuss personnel matters. The motion was made by F. Proto; seconded by J. Gutenberger. The motion passed unanimously. The Board entered into Executive Session at 5:32 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 J. Gutenberger; seconded by D. Howe. The meeting adjourned at 6:23 PM.