

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

Thursday, December 7, 2017
4:00 PM TCAT Conference Room
737 Willow Avenue, Ithaca, NY

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

R. Andrascik, B. Armitage, S. Bloss, S. Brock, C. Clink, A. Eccleston, R. Lalley, S. Persons, P. Poist,
M. Smith, M. Yarrow, S. Vanderpool, D. Wiles/Recording Secretary

The following attendees left at 4:20 PM: L. Campbell, A. Casper, D. Gillard, T. Klimkowski, M. Ly, J. Mailler, J. Myers, T. Spencer, N. Wells

Agenda

I. Call to Order

D. Howe called the meeting to order at 4:04 PM, and welcomed everyone to the December, 2017 Annual TCAT, Inc. Board of Directors Meeting.

II. Board Member Items

F. Proto recommended that TCAT recognize Nancy Oltz in the newsletter regarding the award given to Nancy at the seventh annual Town-Gown (TOGO) Awards. Additionally, F. Proto recommended TCAT recognize the late Maurice Hinchey's contributions to the organization in the form of a resolution.

III. Public Comment

There was no one present that had a public comment.

IV. Approval of the minutes from October 26, 2017 Board of Directors Meeting

The motion to approve the minutes from the October 26, 2017 Board of Directors Meeting was made by F. Proto, seconded by B. Brady. The motion to approve the minutes passed unanimously.

V. Chairperson's Report

D. Howe presented, stating: "I'd just like to thank everybody; this will be my last meeting on the Board into the near future. It's been wonderful, I've learned a lot. I think it's a great service and it's been a pleasure to be a part of it. It's also been really nice to meet and develop relations as I did with the Board as well as the staff. I just want to take a moment to thank every person for that."

VI. General Manager's Report

- **Monthly Operating Reports** – S. Vanderpool presented the Monthly Operating Reports for October 2017. He reviewed the details of the Riders, Miles & Hours Statistics, Maintenance, Accidents & Other Incidents, Missed Trips, Finance, Marketing & Communications, and Human Resources.
- **Introduction of new hires** – S. Vanderpool introduced the recently hired Bus Operators (L. Campbell, A. Casper, D. Gillard, T. Klimkowski, M. Ly, J. Mailler, J. Myers, N. Wells), Diesel Mechanic (T. Spencer), and Vehicle and Facility Maintenance Manager (S. Bloss). Additionally, S. Vanderpool provided updates on employees who have changed positions within the organization. Discussion followed.

VII. Action Items

Consider Resolution {2017 - 24} Election of New Directors for TCAT, Inc. D. Howe presented resolution {2017 - 24} to elect the new directors.

**RESOLUTION 2017 - 24
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, 2017, 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, 2018, and

WHEREAS, David Howe is resigning as a Director, effective December 31, 2017, and the term of David Howe’s Director position is through December 31, 2019, and

WHEREAS, the bylaws state that a Director elected to fill an unexpired term shall be an individual recommended by the departing Director’s recommending party, and Cornell originally recommended to the TCAT, Inc. Board that David Howe be appointed as a Director, and

WHEREAS, Cornell has recommended that Denise Thompson be elected to fill the remainder of the unexpired portion of David Howe’s term,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects the following as Directors with three-year terms beginning January 1, 2018:

| Name | Address |
|-----------------|--|
| Frank Proto | Cannonbrook Farms 2585 Slaterville Road Slaterville Springs, NY 14881 |
| Bridgette Brady | Cornell Transportation Services Humphreys Service Building 116 Maple Avenue Ithaca, NY 14853-3701 |
| Ducson Nguyen | 108 E. Green St. City Hall Ithaca, NY 14850 |

BE IT FURTHER RESOLVED, the TCAT, Inc. Board elects the following as a Director to fill the remainder of David Howe’s unexpired term beginning January 1, 2018 and continuing through December 31, 2019:

| Name | Address |
|-----------------|---------------------------|
| Denise Thompson | Cornell Off-Campus Living |

531 Willard Straight Hall
Ithaca, NY 14853

Following discussion, D. Klein moved adoption of Resolution 2017-24 Election of New Directors for TCAT, Inc.; seconded by W. Gray. -The resolution passed unanimously.

Consider Resolution {2017 - 25} Election of Secretary/Treasurer. D. Howe presented resolution {2017 - 25} to elect the new Secretary/Treasurer.

**RESOLUTION 2017 - 25
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 Bridgette Brady as the Secretary/Treasurer for 2018,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects Bridgette Brady as Secretary/Treasurer for a one-year term beginning January 1, 2018.

The resolution to Elect a Secretary/Treasurer was moved by F. Proto; seconded by J. Dotson. -The resolution passed unanimously.

Consider Resolution {2017 - 26} Adopting the TCAT, Inc. 2018 Operating Budget. D. Howe presented resolution {2017 - 26} to adopt the TCAT, Inc. 2018 operating budget.

**RESOLUTION 2017 - 26
ADOPTING THE TCAT, INC. 2018 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 2017 operations and considering all federal, state and local funding available for 2018, an Operating Budget that projects revenues of \$14,910,238 and expenditures of \$14,910,238 for the 2018 fiscal year ending December 31, 2018 has been prepared and reviewed,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board adopts an Operating Budget for the fiscal year ending December 31, 2018, that projects revenues totaling \$14,910,238 and expenditures totaling \$14,910,238.

Adopted by the TCAT, Inc. Board of Directors on this the 7th day of December, 2017.

Following discussion, the resolution Adopting the TCAT, Inc. 2018 Operating Budget was moved by J. Dotson; seconded by B. Brady. -The resolution passed unanimously.

Consider Resolution {2017 - 27} Adopting the TCAT, Inc. 2018 Capital Expenditure Plan. D. Howe presented resolution {2017 - 27} to adopt the TCAT, Inc. 2018 Capital Expenditure Plan.

RESOLUTION 2017 - 27
ADOPTING THE TCAT, INC. 2018 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 2018, a Capital Expenditure Plan of \$6,955,938 with Tompkins County, City of Ithaca and Cornell University each making contractual payments of \$152,090 for the 2018 fiscal year ending December 31, 2018 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, 2018, totaling \$6,955,938.

Following discussion, the resolution Adopting the TCAT, Inc. 2018 Capital Expenditure Plan was moved by J. Dotson; seconded by D. Nguyen. –The resolution passed unanimously.

Consider Resolution {2017 - 28} Extend Contract with TRC Engineering Services, LLC for Temporary Diesel Mechanic. D. Howe presented resolution {2017 - 28} to extend the contract with TRC Engineering Services, LLC for Temporary Diesel Mechanic.

RESOLUTION 2017 - 28
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 mechanic 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 extension dated July 6, 2016, that extended their agreement to September 30, 2016, and

WHEREAS, TCAT, Inc. and TRC entered into contracts dated September 22, 2016, December 8, 2016, February 23, 2017, June 5, 2017, and August 24, 2017 that further extended their agreement to December 29, 2017, and

WHEREAS, despite continual intensive recruitment efforts, TCAT’s Maintenance Department is still not fully staffed, and TCAT requires the services of one temporary diesel mechanic for a period up to June 29, 2018, 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 for a period up to June 29, 2018 and authorizes Board Chair David Howe and General Manager Scot Vanderpool to execute the Agreement.

The resolution to Extend Contract with TRC Engineering Services, LLC for Temporary Diesel Mechanic was moved by D. Klein; seconded by W. Gray. -The resolution passed unanimously.

Consider Resolution {2017 - 29} Approval of In Ground Bus Lift Replacement. D. Howe presented resolution {2017 - 29} to approve in ground bus lift replacement.

**RESOLUTION 2017 - 29
IN GROUND BUS LIFT REPLACEMENT**

WHEREAS, TCAT, Inc. (TCAT) needs to replace two in-ground bus lifts in the maintenance area, and

WHEREAS, on August 9, 2017, TCAT issued a Request for Proposal (RFP) for Bus Lifts and Bus Wash System Replacement, and on September 25, 2017, TCAT issued Bid Addendum 1, which clarified that the bus lifts and bus wash systems would be awarded as separate prime contracts, and

WHEREAS, on October 19, 2017, TCAT received responses from Filtrec Corporation, Marchuska Brothers Construction LLC, and G.M. Crisalli and Associates, Inc., and they were reviewed on October 27 and November 11 2017; TCAT's Selection and Evaluation Team determined only one responsive and valid bid was received, which was from Filtrec Corporation for the bus lifts, and

WHEREAS, after confirming the bid met the specifications as indicated within the RFP, and further because there is a sole qualifying bidder, after confirming a NYS contract (Group #35000; Award #22947) was in place to support this requirement, TCAT's Selection and Evaluation Team recommends entering into an agreement with Filtrec Corporation to provide two scissor lifts to replace the in-ground lifts, be it

RESOLVED, that the TCAT Board of Directors selects Filtrec Corporation to replace two in-ground bus lifts with two scissor lifts, and be it further

RESOLVED, that the TCAT Board of Directors authorizes the Chairperson of the Board and the General Manager to execute a contract with Filtrec Corporation for bus lift replacements as described in Scope of Work 5A of the Proposal from Filtrec Corporation in response to the RFP, in an amount not to exceed Three hundred Fifty-Four thousand Eight hundred dollars (\$354,800), which amount includes \$20,000 beyond the known costs quoted by Filtrec Corporation to accommodate (as noted by Filtrec in its Response) repairing or rerouting any underfloor conduits or utilities that may be encountered during the excavation, with said contract subject to the approval of TCAT's attorney.

The resolution to Approve In Ground Bus Lift Replacement was moved by B. Brady; seconded by D. Klein. -The resolution passed unanimously.

Consider Resolution {2017 - 30} In Appreciation of David J. Howe. D. Howe presented resolution {2017 - 30} In Appreciation of David J. Howe.

**RESOLUTION 2017 - 30
IN APPRECIATION OF DAVID J. HOWE**

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 7, 2017, at which a quorum existed, the following resolution was unanimously approved:

WHEREAS, David J. Howe has dedicated more than five years to supporting and working toward improving public transit in Tompkins County, and

WHEREAS, David contributed his financial acumen and sound judgment as a proficient and accomplished financial professional during his service as a Director on the TCAT, Inc., Board of Directors, which began on September 27, 2012, and

WHEREAS, David capably served as the Secretary/Treasurer of the TCAT Board in 2015, Vice-Chairperson in 2016, and Board Chairperson in 2017, at which time he impressed and won the appreciation of TCAT staff and his colleagues for his efficiency and a get-to-the-point brevity while fulfilling a number of the Chairperson's duties to include presiding over Board meetings, and

WHEREAS, David served on the following Board committees: the Transit Service Committee, of which he was Chairperson in 2014; the Budget Committee, of which he was Chairperson in 2016; and the Executive Committee, of which he was Chairperson in 2017, and

WHEREAS, during his time on the Board, David consistently was a great and caring listener and responsive to all stakeholders (even while traveling in other time zones or in the midst of his myriad work duties.)

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

RESOLVED, that the TCAT, Inc. Board extends its deep gratitude and appreciation to David for his leadership and valuable service, and wishes him all the best with his continued career as the Assistant Dean of Finance and Administration at Cornell University's College of Veterinary Medicine.

The resolution In Appreciation of David J. Howe was moved by D. Nguyen; unanimously seconded. –The resolution passed unanimously.

Consider Resolution {2017 - 31} Election of Frank P. Proto as Chairperson for 2018. D. Howe presented resolution {2017 - 31} to elect Frank P. Proto as Chairperson for 2018.

**RESOLUTION 2017 - 31
ELECTION OF FRANK P. PROTO AS CHAIRPERSON FOR 2018**

WHEREAS, on September 27, 2017, Board Vice-Chairperson Peter Stein sent a letter to the Chairperson of the Board of Tompkins Consolidated Area Transit, Inc. ("TCAT, Inc."), stating that while TCAT's Bylaws provide for the Board's Vice-Chairperson to automatically succeed to the position of Chairperson at the start of the next year he would not be serving as Board Chairperson in 2018, and

WHEREAS, the bylaws of TCAT, Inc. state that should any office become vacant, the Board shall elect a successor at a regular or special meeting of the Board, with the successor officer holding office until the expiration of that office's term, and

WHEREAS, the bylaws further state the Board has the discretion to determine whether the successor shall serve in the same position as the departing officer, or whether to invoke the bylaws' automatic succession of officers and elect the successor to the Secretary/Treasurer office, and

WHEREAS, the bylaws further state that an officer elected to fill an unexpired term shall be an individual recommended by the departing officer's recommending party, and

WHEREAS, Tompkins County originally recommended to the TCAT, Inc. Board that Peter Stein be appointed as a Director, and

WHEREAS, Board member Frank Proto was also originally recommended as a Director by Tompkins County, and he is fully capable of carrying out the duties of that office because he has previously served as Board Chairperson,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects Frank Proto as Chairperson for the year 2018.

The resolution Election of Frank P. Proto as Chairperson for 2018 was moved by D. Klein; seconded by B. Brady. –The resolution passed unanimously.

Consider Resolution {2017 - 32} IURA Bus Stop Amenities and Display Project – Authorization of Funding. D. Howe presented resolution {2017 - 32} to approve funding for IURA Bus Stop Amenities and Display Project.

**RESOLUTION 2017 – 32
IURA BUS STOP AMENITIES AND DISPLAY PROJECT – AUTHORIZATION OF
FUNDING**

WHEREAS, TCAT, Inc. (TCAT) applied to the FY17 HUD CDBG/HOME grant administered by the Ithaca Urban Renewal Agency (IURA) on February 27th, 2017 for total of \$112,772 of HUD funding for TCAT’s bus stop amenities and display project, and

WHEREAS, on June 23, 2017, the IURA issued an action plan that recommended \$25,000 in funding for the TCAT project; and

WHEREAS, on November 21st, 2017, TCAT received a revised funding commitment letter from the IURA that brought the project budget in line with the funding granted from HUD funds, and

WHEREAS, the IURA’s funding commitment letter requests that TCAT’s Board of Directors provide a board resolution authorizing the execution of the project/program funding agreement, and

WHEREAS, TCAT staff provided the TCAT Board of Directors a project scope and budget of \$32,277, of which \$25,000 would be provided by HUD funds through the IURA and \$7,277 would be provided by 2018 Mortgage Recording Tax funding, therefore, be it

RESOLVED, that the TCAT Board of Directors authorizes the execution of the project, and it further authorizes the Board Chairperson and General Manager to sign the IURA’s funding commitment letter and a program funding agreement with IURA consistent with the budget described above, subject to the approval of TCAT’s attorney.

Following discussion, the resolution IURA Bus Stop Amenities and Display Project – Authorization of Funding was moved by F. Proto; seconded by W. Gray. –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 the November meeting being on December 6, 2018; seconded by W. Gray. The motion to continue the meeting schedule of the fourth Thursday of the month with that exception passed unanimously.

VIII. Committee Reports

- **Executive Committee**

D. Howe reported that the Executive Committee met on November 21, 2017 and discussed Support for strategic Planning, Two Centro Buses, Harley Roman Third Shift Mechanic Contract, Technical Training – Three Day Assessment, and Murphy Consulting.

- **Budget Committee**

W. Gray reported that the Budget Committee met on November 15, 2017 and discussed 2018 Employee Benefits Renewals, Revenue Expenditure Report October 31, 2017, Fuel Report, 2018 Operating Budget, and 2018 Capital Budget.

- **Transit Service Committee**

The Transit Service Committee did not meet

- **Human Resources Committee**

The HR Committee did not meet.

- **Planning Committee**

The Planning Committee did not meet.

- **Audit Committee**

The Audit Committee did not meet.

IX. Executive Session

D. Howe asked for a motion to enter into executive session to discuss personnel matters. The motion was made by B. Brady; seconded by D. Nguyen. The motion passed unanimously. The Board entered into Executive Session at 5:10 PM. The Board arose from Executive Session at 6:15 PM.

X. Adjournment

The motion to adjourn the meeting was made by J. Dotson; and seconded by D. Nguyen. The meeting adjourned at 6:21 PM.