

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

Thursday, January 25, 2018  
4:00 PM TCAT Conference Room  
737 Willow Avenue, Ithaca, NY

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

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

Also attended: F. Howells left at 5:26 PM, A. Gallegos left at 5:26 PM returned at 5:35 PM

The following attendees left at 4:31 PM: D. Clark, L. Davis, D. Caiza-Zabala, B. Green, T. Hujar, B. Kaltenbach

**Agenda**

**I. Call to Order**

F. Proto called the meeting to order at 4:07 PM, and welcomed everyone to the January 25, 2018 TCAT, Inc. Board of Directors Meeting.

**II. Board Member Items**

F. Proto introduced Resolution 2018 – 5: In Appreciation of Congressman Maurice D. Hinchey

**III. Public Comment**

A. Gallegos stated the following: *"My name is Andres Gallegos. I have been a TCAT driver for 14 years now and an issue has arisen.., As you know, the infrastructure in this area has been growing very fast; Cornell has been adding students, Ithaca College has been adding students, they have been building large high-rises. We understand that the Avail system has been used, or is being used, to make it easier to have a comprehensive understanding of how the system should operate., With that being said, we had a presentation from M. Yarrow where he actually showed us kind of how the Avail system is working and how they go about grouping the routes and creating them. But a long time ago, Frank Howells was part of the run cutting committee, or run cutting process, and then he stopped and I had asked him why he stopped and he said, "Well, you know, they just kind of wanted to listen to what I had to say but they never really went forward with the suggestions that I had, I was just basically an observer at that point." A. Gallegos further stated: "The point of what I'm trying to say is: it would be really nice if we could get together and have a driver be a part of the run cutting decision again because we're actually out there. With that being said, it's been very interesting for us to actually have to work with the avail system. Part of what we do is have to give good customer service to our passengers. We want to give them the best that they could possibly have, but in order to retain that, we also have to give good service to the actual traffic flow and the traffic that is out there with us. A lot of times when it's rush hour we have to try to work with other buses to try to get around the area when 35,000 more people are in the area trying to get around. There are certain areas where if we do not help each other out on the road then a lot of the time points that have been established by the Avail system will not be met at all. So, we as a whole have to move forward in a positive direction. I had mentioned to M. Yarrow that instead of moving forward with the plans that they had to kind of wait until it was honed to perfection. The point of that was that instead of going to other transit companies to figure out how they operate or how they run things or how they do things, if we can do this together, in a positive manner then we won't have to go there because they'll be coming to TCAT."*

**IV. Approval of the minutes from December 7, 2018 Annual Board of Directors Meeting**

The motion to approve the minutes from the December 7, 2018 Annual Board of Directors Meeting was made by D. Klein, seconded by B. Brady. The motion to approve the minutes as corrected passed unanimously.

## **V. Chairperson's Report**

F. Proto presented on the upcoming challenges of 2018 which include the Strategic Plan, Site Plan, and reviewing Scot Vanderpool.

## **VI. General Manager's Report**

- **Monthly Operating Reports** – S. Vanderpool presented the Monthly Operating Reports for November 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 in attendance (L. Davis, D. Caiza-Zabala, B. Kaltenbach), Diesel Mechanic (D. Clark), and Customer Service Representatives (B. Green, T. Hujar).
- **Additional Items** – Recruiting for Temporary Inventory Assistant, Performance Evaluations for Admin Staff, Green St. Station, New Buses, Advertising with Cayuga Radio Group, and Mike Smith as new signatory for Elmira Savings Bank.

## **VII. Action Items**

The approval of committees, committee members, and committee chairperson; the motion from the table to accept this docket of committee assignments as presented was moved by W. Gray; seconded by D. Klein. The motion passed unanimously.

### *Committee Assignments TCAT Board, 2018*

#### **Executive Committee:**

- Frank Proto - Chair
- Ducson Nguyen - Vice-chair
- Bridgette Brady - Secretary
- William Gray - Immediate Past Chair

#### **Audit Committee:**

- Peter Stein - Chair
- William Gray
- Denise Thompson

#### **Budget Committee:**

- William Gray - Chair
- John Gutenberger
- Jennifer Dotson

#### **Human Resource Committee:**

- Bridgette Brady - Chair
- Jennifer Dotson
- Frank Proto

#### **Planning Committee:**

- Daniel Klein - Chair
- Ducson Nguyen
- John Gutenberger

#### **Transit Service Committee:**

- Ducson Nguyen - Chair
- Daniel Klein
- Denise Thompson
- Peter Stein
- Fernando DeAragon
- Donna Flemming

**ITCTC Policy committee TCAT representative:**

- Frank Proto

S. Brock left the meeting

Consider Resolution {2018 - 1} Extend Legal Services Contract for One Year with Susan H. Brock, Attorney at Law. F. Proto presented resolution {2018 - 1} to extend legal services with Susan H. Brock, Attorney at Law.

**RESOLUTION 2018-01  
EXTEND LEGAL SERVICES CONTRACT FOR ONE YEAR  
WITH SUSAN H. BROCK, ATTORNEY AT LAW**

WHEREAS, on July 26, 2012, TCAT, Inc. and Susan H. Brock, Attorney at Law entered into a Contract for Legal Services with a term from July 26, 2012 through December 31, 2015 (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, 2016 through December 31, 2017, 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 Frank Proto and General Manager Scot Vanderpool to execute the Extension of Contract.

The resolution to Extend Legal Services Contract for One Year with Susan H. Brock, Attorney at Law was moved by D. Nguyen; seconded by W. Gray. -The resolution passed unanimously.

S. Brock returned to the meeting.

Consider Resolution {2018 – 2} Extend Legal Services Contract 1 Additional Year with Hancock Estabrook, LLP. F. Proto presented resolution {2018 – 2} to extend legal services with Hancock Estabrook, LLP.

**RESOLUTION 2018 - 02  
EXTEND LEGAL SERVICES CONTRACT 1 ADDITIONAL YEAR  
WITH HANCOCK ESTABROOK, LLP**

WHEREAS, on July 26, 2012, TCAT, Inc. and Hancock Estabrook, LLP entered into a Contract for Legal Services with a term from July 26, 2012 through December 31, 2015 (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, 2016 through December 31, 2017, 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 Frank Proto and General Manager Scot Vanderpool to execute the Extension of Contract.

The resolution to Extend Legal Services Contract 1 Additional Year with Hancock Estabrook, LLP was moved by J. Dotson; seconded by D. Klein. -The resolution passed unanimously following discussion.

Consider Resolution {2018 – 3} Strategic Planning. F. Proto presented resolution {2018 – 3} Strategic Planning.

**RESOLUTION 2018 - 3  
STRATEGIC PLANNING**

WHEREAS, TCAT, Inc. (TCAT) is in need of a strategic plan that is an integrated local plan that considers all aspects of transit system operations. The plan is to include a clear vision and mission as well as defined goals, objectives and priorities that are realistic, achievable and measureable, and

WHEREAS, on September 14, 2017, TCAT issued a Request for Proposal (RFP) for Strategic Planning, and TCAT received responses on November 6, 2017 from IBI Group, JER HR Group LLC, Level Five Associates LLC, Org-ology, Public Consulting Group Inc., and Sam Schwartz Engineering, DPC, and

WHEREAS, TCAT's evaluation team evaluated the RFP responses on November 29, 2017, and decided to further consider the proposals from Level Five Associates LLC, Public Consulting Group Inc., and Sam Schwartz Engineering, DPC, and

WHEREAS, TCAT staff consulted references from these three consultants and provided the results to the evaluation team on January 10, 2018, and

WHEREAS, the evaluation team after further review concluded that Sam Schwartz is a qualified and acceptable firm, and that acceptance of its proposal would be in the best interests of TCAT, and

WHEREAS, the evaluation team recommends that TCAT enter into a contract with Sam Schwartz Engineering, DPC, for strategic planning services, therefore be it

RESOLVED, that the TCAT Board of Directors selects Sam Schwartz Engineering, DPC, as its consultant to develop a strategic plan, 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 Sam Schwartz Engineering, DPC, for the core strategic planning services described in its November 6, 2017 response to the RFP, in an amount not to exceed One Hundred Thirty Five Thousand Eight Hundred dollars and no cents (\$135,800.00) subject to the approval of TCAT's attorney.

Following discussion, the resolution for Strategic Planning was moved by W. Gray; seconded by P. Stein. -The resolution passed unanimously.

Consider Resolution {2018 – 4} In Appreciation of Centro. F. Proto presented resolution {2018 – 4} In Appreciation of Centro. The resolution In Appreciation of Centro was moved by B. Brady; unanimously seconded which after amendment was adopted as follows:

**RESOLUTION 2018 - 4  
IN APPRECIATION OF CENTRO**

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 January 25, 2018, at which a quorum existed, the following resolution was unanimously approved:

WHEREAS, Richard Lee, Executive Director of Central New York Regional Transportation Authority (Centro) on December 1, 2017, quickly responded to a request and graciously agreed for his agency to lend two 40-foot buses for three months to TCAT to help it contend with bus shortages, and

WHEREAS, in addition, TCAT has since received constant support from Centro's staff to include Joseph DeGray, Senior Vice President of Transit Operations; Larry Stackhouse, Senior Director of Fleet Maintenance; and John Boylan, Senior Vice President of Technology and Maintenance Systems, and

WHEREAS, Centro's assistance to TCAT is a prime example of the strong alliances forged by members of the New York Public Transit Association (NYPTA), of which both Centro and TCAT are members, and

WHEREAS, as stated by NYPTA President Bill Carpenter: "The collaboration and sharing public transit systems have formed statewide are all about helping local communities thrive. As TCAT works to manage an aging fleet, Centro stepped in to help meet service demands. Community and public transit go hand in hand, it's that simple."

NOW, THEREFORE, BE IT RESOLVED that the TCAT, Inc. Board recognizes Centro's collegial and significant contribution to TCAT, Inc., and be it further

RESOLVED, that the TCAT, Inc. Board extends its utmost gratitude and appreciation to Mr. Lee and the entire Centro team for their willingness and quick response to come to the aid of a fellow transit agency.

Consider Resolution {2018 – 5} In Appreciation of Congressman Maurice D. Hinchey. F. Proto presented resolution {2018 – 5} In Appreciation of Congressman Maurice D. Hinchey. The resolution In Appreciation of Congressman Maurice D. Hinchey was moved by F. Proto; unanimously seconded which after amendment was adopted as follows:

**RESOLUTION 2018 – 5  
IN APPRECIATION OF CONGRESSMAN MAURICE D. HINCHEY**

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 January 25, 2018, at which a quorum existed, the following resolution was unanimously approved:

WHEREAS, TCAT, Inc. the public transit provider for Tompkins County, has been fortunate since its inception to have been represented by supportive elected officials at the Local, State and Federal levels, and

WHEREAS, that support has enabled TCAT, Inc. to continue to deliver nationally recognized, award-winning public transportation throughout Tompkins County and the City of Ithaca, and

WHEREAS, reliable support of such a system is necessary, and the establishment of major sites of arrival and departure are key to this particular service delivery, and

WHEREAS, the development of the two major locations serviced by TCAT, Inc. at Green Street Station and Seneca Street Station in Ithaca were the direct result of efforts by Congressman Maurice D. Hinchey.

NOW, THEREFORE, BE IT RESOLVED that it is with both sadness and deepest gratitude that the TCAT, Inc. Board of Directors, on behalf of the citizens and transit public in Tompkins County, wishes to express its deepest sympathy to the family of the Congressman upon his passing on November 22, 2017, and acknowledge and thank him for the impact his support has had upon our County.

## **VIII. Committee Reports**

- **Executive Committee**

F. Proto reported that the Executive Committee met on January 17, 2018 and discussed Strategic Planning

- **Budget Committee**

W. Gray reported that the Budget Committee met on January 16, 2018 and discussed STOA Update, Bank Corporate Authorization Resolution, Preliminary Revenue Expenditure Report December 31, 2017 and Fuel Report.

- **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**

F. Proto asked for a motion to enter into executive session to discuss personnel matters. The motion was made by W. Gray; seconded by P. Stein. The motion passed unanimously. The Board entered into Executive Session at 5:44 PM. The Board arose from Executive Session at 6:10 PM.

## **X. Adjournment**

The motion to adjourn the meeting was made by W. Gray; and seconded by B. Brady. The meeting adjourned at 6:10 PM.