

Tompkins Consolidated Area Transit, Inc.
December 19, 2018 Special Board of Directors Meeting
4:00pm – TCAT Conference Room
737 Willow Avenue, Ithaca, NY

Attendees

Board Members: Bridget Brady; Jennifer Dotson; Bill Gray; John Gutenberger; Dan Klein; Ducson Nguyen; Frank Proto; Denise Thompson (by phone)

Excused: Peter Stein

Staff Attendees: Rick Andrascik; Susan Brock; Bob Sherman; Pamela Torelli; Scot Vanderpool

I. Call to Order

F. Proto called the meeting to order at 4:21pm, and asked everyone to add the approval of the Strategic Plan to their agenda items.

II. Board Member Items

There were no Board Member items discussed.

III. Public Comment

There were no public comments made.

IV. Action Items

Resolution 2018-20 - Legal services with Susan Brock - correction of two errors on the resolution that was approved on December 6, 2018. F. Proto presented the corrected Resolution where the time frame and contractual payment amount have been corrected. Corrections unanimously approved as follows:

RESOLUTION 2018-20
SELECTION OF SUSAN H. BROCK, ATTORNEY AT LAW
AS TCAT, INC. LEGAL SERVICES PROVIDER

WHEREAS, TCAT, Inc. (TCAT) is in need of a Legal Services provider, and

WHEREAS, on August 14, 2018, TCAT issued a request for proposals for a Legal Services provider and received 2 proposals, and

WHEREAS, after careful consideration of the proposals, the TCAT Executive Committee and staff have determined that Susan H. Brock is a qualified and acceptable Attorney at Law providing Legal Services and that acceptance of the proposal would be in the best interests of TCAT, and

WHEREAS, the TCAT Executive Committee and staff have determined to recommend entry into a Legal Services provider contractual agreement with Susan H. Brock, Attorney at Law to provide required Legal Services with a term from January 1, 2019 through December 31, 2021, 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, therefore be it

RESOLVED, that the TCAT Board of Directors selects Susan H. Brock, Attorney at Law, as TCAT's primary Legal Services provider, and be it further

RESOLVED, that the TCAT Board of Directors authorizes the Chairman of the Board, Frank P. Proto, and the General Manager, Scot Vanderpool, to execute an agreement with Susan H. Brock, Attorney at Law, as TCAT's Legal Services provider at the rates specified in Susan H. Brock's response to the request for proposals.

Adopted by the TCAT Board of Directors on this the 19th day of December 2018.

Consider Resolution 2018-31 – Adoption of the Strategic Plan. F. Proto presented Resolution 2018-31 which was moved by J. Dotson, seconded by B. Brady. The resolution passed unanimously as follows:

**RESOLUTION 2018-31
ADOPTION OF TCAT 2018-2030 STRATEGIC PLAN**

WHEREAS, as a result of TCAT's Strategic Planning Request for Proposals, TCAT contracted with Sam Schwartz Engineering, DPC to develop a new strategic plan for TCAT, and

WHEREAS, after a number of meetings with the TCAT board, stakeholders and the public, Sam Schwartz has developed a strategic plan that translates TCAT's mission, vision, and core values into a set of short- and long-term actionable steps, and

WHEREAS, the TCAT Board and staff met with Sam Schwartz on November 5, 2018 to review the draft final plan, and Sam Schwartz made final changes based on Board and staff comments, and

NOW, THEREFORE, be it RESOLVED that the TCAT Board of Directors hereby adopts the final TCAT Strategic Plan/2018-2030 document.

Adopted by the TCAT, Inc. Board of Directors on this 19th day of December 2018.

Consider Resolution 2018-29 – Approval of the 2019 TCAT Operating Budget. F. Proto presented Resolution 2018-29 which was moved by B. Brady, seconded by D. Klein. Approval is based on the understanding that the 3 entities have approved our ask. Any shortfall in operation expenses caused by underwriter contributions will be made up from the MRT money. Chairman Proto asked if anyone has questions or comments. There were none. Resolution 2018-29 passed unanimously as follows:

RESOLUTION 2018 - 29
ADOPTING THE TCAT, INC. 2019 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 2018 operations and considering all federal, state and local funding available for 2019, an Operating Budget that projects revenues of \$15,560,444 and expenditures of \$15,560,444 for the 2019 fiscal year ending December 31, 2019 has been prepared and reviewed,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board adopts an Operating Budget for the fiscal year ending December 31, 2019, that projects revenues totaling \$15,560,444 and expenditures totaling \$15,560,444.

Adopted by the TCAT, Inc. Board of Directors on this the 19th day of December, 2018.

Consider Resolution 2018-30 – Approval of the TCAT 2019 Capital Budget. F. Proto presented Resolution 2018.30, which was moved by B. Brady, seconded by D. Nguyen. Motion to postpone action until the first meeting in 2019 (January 24, 2019) made by B. Gray seconded by B. Brady. Motion to table was unanimously approved.

Avail Contract Change Order. S. Vanderpool seeks Approval of the Avail change order presented at this meeting and requests authorization of Scot Vanderpool to sign said change order subject to the approval of TCAT attorney. Motion made by B. Brady, seconded by D. Nguyen. Approved unanimously.

V. Next meeting:

The next meeting will be January 24, 2019.

VI. Presentation to exiting Board Members

S. Vanderpool presented framed resolutions to B. Gray and J. Gutenberger who were in attendance. A framed resolution for Peter Stein was also prepared and will be delivered to him at his home.

Gray and Gutenberger thanked all again and wished us well.

VII. Adjournment

The motion to adjourn was made by B. Gray, seconded by B. Brady. The meeting adjourned at 4:41.

Minutes respectfully submitted by Pamela Torelli, Recording Secretary, January 24, 2019.