

Tompkins Consolidated Area Transit, Inc.
January 24, 2019 Board of Directors Meeting
4:00pm – TCAT Conference Room
737 Willow Avenue, Ithaca, NY

Attendees

Board Members: Bridgette Brady; Deborah Dawson; Jennifer Dotson; Dan Klein; Laura Lewis; Ducson Nguyen; Gary Stewart; Denise Thompson

Excused: Frank Proto

Staff Attendees: Rick Andrascik; Susan Brock; Shawn Kelley; Raymond Lalley; Patty Poist; Megan Pulver; Maddy Schafer; Bob Sherman; Mike Smith; Pamela Torelli; Scot Vanderpool; Nate Wells; David Wiles; Matthew Yarrow

Other Attendees: New Hires – April Adams*; Brian Enders*; Michael Bergren*; Jawell DeOleo*; Taylor Perosio*; Lisa Montgomery*; Megan Pulver; Vernon Way*

*After introductions, these new hires left the meeting at 4:30. M. Pulver stayed.

I. Call to Order

Chairperson D. Nguyen called the meeting to order at 4:05pm, welcoming everyone to the first official Board meeting of the year.

II. Board Member Items

There were no Board Member items discussed.

III. Public Comment

There were no public comments made.

IV. Approval of minutes from December 6, 2018 and December 19, 2018 meetings

A motion to approve both sets of minutes were made by B. Brady, seconded by D. Dawson. The minutes of December 6 and December 19, 2018 were approved 7-0 with D. Dawson abstaining.

V. Chairman's Report

Chairperson Nguyen welcomed all to 2019 stating we have an exciting but challenging year ahead. He is very honored to be with us; we have a talented and dedicated staff, and a lot to be proud of. He thanked all for their work during the weekend snow storm adding, "thank you for keeping service running."

Goals during his leadership: Implement the strategic plan, including big ticket items such as site selection and fare box systems, as well as making the Board as effective as possible. Chairperson Nguyen is working with Vice-Chair B. Brady to organize a retreat to evaluate ways to make the Board more effective and to reaffirm the things that are being done well. The Strategic Plan recommended an

introduction to TCAT for new Board members called "Board 101" which Chairperson Nguyen scheduled for Friday, February 1 at 1pm.

Assigning time to agenda items has been added to the agenda; it is not intended to constrain the time spent on an issue, but rather to track time, and if we're spending a lot of time on one subject, it allows us to check in and make sure we still want or need to discuss that item.

VI. General Manager's Report

S. Vanderpool started his report by offering kudos to Mike Smith for his organization in dealing with the storm this past weekend. Jenn Jennings was responsible for communication with the public and did a fantastic job. Vanderpool stated, "Everybody – drivers, maintenance, facility people – there are a lot of people to thank, really proud of Mike and his crew. Thank you."

After detailing the Monthly System Report, Mr. Vanderpool read from a memo that was distributed to all TCAT employees on January 22, 2019:

TCAT General Manager Scot Vanderpool today announced a new "decentralized" organizational structure that will enable TCAT to better meet its day-to-day challenges and, at the same time, implement a step-by-step strategic plan to ensure our future growth and success.

Under the new structure, Operations Manager Mike Smith has been promoted to Assistant General Manager, Operations and Maintenance, and Service Development Manager Matt Yarrow has been promoted to Assistant General Manager, Transit Development and Planning.

"Greater decentralization will enable me to dedicate time to priority items while the assistant general managers will be granted greater responsibility in managing their respective areas," Scot said. "Having specialized assistant general managers will create more clarity in reporting structure as well as in decision making and responsibility."

Vanderpool also noted this organizational change is a nice starting point on our new Contingency Plan which we are creating, should something happen to the General Manager. He added, "These guys are in this position for a reason. Because they've been dedicated, they've been my right-hand people for the last year or so and they've been a wonderful help for me, and I really appreciate all they've done. It's well-deserved."

The Organizational Chart was distributed (attached) and Vanderpool introduced Megan Pulver, TCAT's new Project Manager. Megan was formerly the Regional Transportation Educator/Project Manager at Way2Go/Cornell Cooperative Extension. We are excited to have her help us with our many projects.

S. Vanderpool introduced new employees telling them "we are so glad you're here": Full-time mechanic Taylor Perosio; Full-time Bus Operators Vernon Way, Jawell DeOleo, April Adams, Brian Enders, Lisa Montgomery and part-time bus operator Michael Bergren.

Chairperson D. Nguyen apologized for not doing so earlier, and asked Board members and TCAT employees in attendance to introduce themselves.

VII. Discussion Items

Chairperson Nguyen explained he has added a new agenda section called "Discussion Items". "Facility Site Selection" will be a reoccurring item until it is resolved, as this is our highest priority issue at this time.

D. Klein provided an overview on site selection. There are four sites currently under consideration: Southwest Park (behind WalMart); the Airport; Vanguard across from NYSEG; and staying on our current site.

General Comments about each:

Southwest Park – we met with city representatives who shared their "Facilities Master Plan" regarding building on the Southwest site. The City was considering that location for the DPW but have since abandoned that plan. A DPW facility would look a lot like a TCAT facility, making it easy to transpose their information over to what we might want. Estimated cost of a new facility is \$64 million, which includes dealing with wetland issues. Additional deadheading + maintenance costs of new facility: \$100,000 per year per underwriter.

Airport site – we have done the least amount of research on this site. Construction is estimated at \$50 million. Additional deadheading + maintenance costs of new facility estimated at \$300,000 per underwriter per year.

Vanguard site - estimate for purchase + renovation is \$15 million. Additional deadheading + maintenance costs estimated at \$300,000 per underwriter per year. Advantages unique to this site: exists already (could be in quicker compared to designing, fundraising and building a new facility.) Vanguard is bigger than we need, so offers rental income possibilities, or a park and ride.

Current location - options involve building up and/or moving the parking lot to the road; there is very little room to build out. Rough estimates around \$27 million to stay here and upgrade, and additional maintenance costs for the added space of \$50,000 per underwriter per year. But that option does not result in as much extra room as we believe we will require in the next 20 years or more.

Klein put a timeline of 3-6 months for the BOD to make a decision on what direction to move in. At the very least, we should identify our favorite and second favorite proposal, and then ask underwriters to either back us up or reject our proposals.

B. Sherman explained an exiting Board Member uses a TCAT email address only and brought it to Sherman's attention that as he leaves the BOD, his affiliation with TCAT ends, therefore, email should be deactivated. He requested extra time to set up a gmail account and notify contacts of the change. Sherman is fine with the request, and wanted to bring it to the Board to get confirmation they are agreeable to allow him to retain the account for a few months. Sherman also reminded board members to update any distribution lists they may have to reflect the new board members.

Chairman Nguyen spoke of a past discussion to give all board members a TCAT email address, especially those who work for the City or County, as TCAT email wouldn't be FOIL-able. (Subject to the Freedom of Information Law.)

The question arose - are we FOIL-able/are we subject to Open Meeting Laws? (We're not a government agency.)

S. Brock commented: The Open Meetings Law is addressed in our by-laws. BOD meetings are as open as a public entity's meetings would be, with some exceptions. The by-laws expanded the rationales for going into executive session beyond the strict criteria that are in the Open Meetings Law, but otherwise board meetings are treated as open meetings per the by-laws, but not per the Open Meetings Law. TCAT's position regarding FOIL is that TCAT is not subject to FOIL.

Chairman Nguyen asked if there were any objections to the exiting member being allowed a few extra months before deactivating his email? No objections were made.

VIII. Committee Reports

The Executive Committee – The Executive Committee met on January 16, 2019. They welcomed the new members, then discussed the Maintenance situation; Site-plan update; Meeting with underwriters: Strategic Plan-State of TCAT-Three year budget; Avail contract negotiations update; How will the Federal shutdown affect us?; Transit Authority question; Gadabout request (increase cost per/rider)

Budget Committee - The Budget Committee met on January 22 and discussed STOA Update; Preliminary Revenue Expenditure Report December 31, 2018; Fuel Report; Gadabout Contract Expenses; 2018 Operating and Capital Budget; Federal Government Shutdown; MIP to Maximo Accounting Changes

Human Resource Committee - The Human Resources Committee did not meet.

Planning Committee - The Planning Committee met on January 10. Also attending were Dan Cogan, Joann Cornish, and Lisa Nicholas from the City. They discussed the 4 options for a TCAT site: our current site, Vanguard, SW Park, and the airport. They also got updated deadhead estimates from Matt for the Vanguard and SW Park sites.

Transit Service Committee - The Transit Service Committee did not meet.

Audit Committee - The Audit Committee did not meet.

A motion to approve the new Committee chairs and the Committee assignments made by Chairperson Nguyen was made by D. Dawson, seconded by L. Lewis. Chairman Nguyen added D. Klein to the Human Resource Committee to meet the bylaws' requirements for membership. Motion passed unanimously with F. Proto excused.

IX. Next meeting: February 28, 2019

X. Adjournment

A motion to adjourn was made by L. Lewis, seconded by J. Dotson. The meeting adjourned at 5:41pm.

Minutes respectfully submitted by Pamela Torelli, Recording Secretary, February 28, 2019.