

Tompkins Consolidated Area Transit, Inc.

Annual Meeting of the Board of Directors

December 3, 2020 | 4:00pm via Zoom

Attendees

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

TCAT Staff: Rick Andrascik; Susan Brock; Raymond Lalley; Colleen Marsh; Curt Parrish; Patty Poist; Megan Pulver; Madlyn Schafer; Bob Sherman; Mike Smith; Phil Smith; Pamela Torelli; Scot Vanderpool; Kate Wood; Matt Yarrow

Call to Order

Chair B. Brady called the meeting to order at 4:01pm.

Board Member Items

There were no Board Member items presented for discussion.

Public Comment

There was no one present that had a public comment.

Approval of minutes

A motion to approve minutes from the October 22, 2020 meeting made by D. Nguyen, seconded by D. Thompson. The minutes of October 22, 2020 were approved unanimously with a vote of 9-0-0.

Chair's Report

Outgoing Chair B. Brady gave her last report as Chair of the 2020 TCAT Board of Directors. Stating "it's been a pleasure", she said she wants to focus on the highlights that get lost when we don't celebrate them; she continued, "despite a pandemic, TCAT has met their stated goals in all of their strategic and other planning efforts which has been quite difficult in these times," but "you all have stayed the course in making sure what we say we are going to do, is happening." She continued, "there is a strong commitment to excellence within the entire TCAT team and it's really shown this year. In discussions within the past year and even earlier, you are consummate professionals, responsive and concise communications, and ten steps ahead; creative and collegial, community-focused with grit and determination to get the job done. I am really, really proud to be part of this organization. I wanted to provide an abbreviated list of this year's accomplishments, beyond the excellent handling of COVID: the TDP; the BUILD Grant application (although it didn't go our way, the effort was immense), the community-wide outreach efforts -- shout out to Patty for taking care of all that she does as a "one-person show"; a strong commitment to diversity and inclusion, now more so than ever, industry leaders and connections - Scot's task-forces and board memberships outside of TCAT have really paid off this past year with all the research and information sharing; First Mile/Last Mile Initiative is up and running, even though we had to change course a little bit, it's working and is wonderful; Safety and other planning efforts; the stakeholder meeting at the beginning of the year was very positive and opened up conversations. I know I've left so many things out, but the efforts aren't forgotten. I want to thank the TCAT team for your service and I'm proud to be part of your organization. I'm humbled by your commitment. Thank you."

GM Report

General Manager S. Vanderpool introduced new HR Manager Colleen Marsh, complimenting her on taking the initiative to schedule 1:1 appointments with staff members her first week on the job. She has already helped with several projects, including remote work structure, and remote work expectations worksheets, and she has reached out to employees who have had questions about health insurance.

Systems Report

Ridership:

In November 2020 we carried 87,907 passengers compared to 411,702 in November of 2019, a decrease of 79%, an increase of 1% from October 2020. In 2019, Cornell fares accounted for about 80% of ridership during the academic year. This fall, Cornell ridership started out at about 80%, then went to about 70% before Thanksgiving. Non-Cornell ridership has stabilized at about 40%, where it was before the pandemic, while Cornell ridership is closer to 18% of where it was before the pandemic. We moved into our Winter service period; service levels now are 30% less than they were over the fall period. This gives our maintenance team time to catch up on some of the PM services, and time to repair some buses that had some more time-consuming issues; this is also a break for operational staff, especially the Dispatch team who have worked very hard over the last few months to fill work; it is also a break for our drivers who have been working overtime for the past couple of months.

Maintenance

PM Services are above 90%; the cost of parts for November was \$35,798, compared to September 2020 where parts were right around \$48 thousand. We had 9 road calls in October, 11 in November, and 14 in September. We're scheduled to get our first 2 mid-life rehab buses back by January 22, and we will be sending 2 more out in the next couple of weeks.

Safety

We've had 27 collisions over the course of 2020; it's not a fair comparison, but there were 54 collisions last year at this time; we've had 2 accidents in October and none in November. One of the two in October was the only major accident we've had this year, and no one was injured in that collision.

COVID

We've had 3 known cases of someone testing positive for COVID who rode a bus, and we have had our first two employees test positive; ironically they are not bus operators, but rather administrative personnel. We have taken every possible step to communicate, disinfect and work with the Health Department, even re-evaluate our protocols. We have no indication at this time that anyone else has been exposed at TCAT or that anyone else came in contact with these two individuals for more than 10 minutes. All of our protocols were followed by these employees - they were always wearing masks, social distancing, etc.

Board member L. Lewis asked how many administrative staff are working on-site and how many are working remotely. Vanderpool responded between 7 -8 people at the most at any given day are on site. Safety Manager P. Smith responded that sounds correct, adding "we try not to have any more than 10 people in at any given time." Vanderpool said as part of our return to work protocol, we scheduled people so there would not be more than 10 on site at any given time.

Human Resources

We are down to 77 full-time Operators and 7 part-time Operators. Last year at this time, we had 82 full-time and 8 part-time operators. We are in very good shape with mechanics - we have 12, the most we have ever had. Last year at this time, we had 11 mechanics, 10 full-time and 1 part-time. Overall, we currently have a total of 137 employees; last year we had 140.

Marketing and Communication

It has been a very busy month; the team participated in Transit Development Plan (TDP) 2020 focus groups, and updated the TDP website; issued press releases/alerts regarding TDP, free Election Day service, winter service changes and Thanksgiving holiday schedule; designed interior bus sign to encourage people to fill out TDP survey; updated schedules, maps, and ride guide for winter service that started Sun., Nov. 29; updated website to reflect service changes; designed and produced posters notifying passengers of upcoming changes; designed and produced Thanksgiving holiday posters for buses and shelters; produced 200 printed schedule books for distribution to TCAT staff and Tompkins County DSS; ADA paratransit coordination: 7 ADA applications reviewed; 10 half-fare applications processed.

IT

Milestones for the month include: New gigabit phones purchased and deployed; new tape autoloader in service; purchased staff laptops to replace personal or legacy computers; additional admin computers deployed, admin wing nearly complete; TConnect App testing. Current Projects include: Maximo Application – Ordered Barcode scanner application for streamlined parts entry; bus hardware Issues – ongoing coordination with Shop on Avail, TSI, Ridelogic, Bosch; lots of Break\Fix this month – upgrading as fast as we can; finishing Admin wing and Gadabout computer deployments; TConnect and TDP website updates; still reviewing policies/security/shares/licensing, and addressing critical space issues; still moving legacy email accounts and completing Exchange server transition; deploying new staff equipment, (printers, cell phones, laptops); implementing new support tools to assist users working remotely. Future Projects: Technology Roadmap 2020 – consolidate items from Strategic Plan and rapidly changing forecast needs to plan for the next five years; COVID response planning, more flexible options for remote work, considering VDI for remote users; new certificate server to replace old one that died in early 2017; secondary domain controller – have not had one since we retired 2003 server in 2017; explore bringing website hosting in house.

Board member F. Proto took a moment to extend a "real pat on the back" to Marketing and Communication and TCAT in general, as Chair of the TC Health Panel, P. Poist worked closely with county reps to put signage on the buses thanking health care workers and home health aides because November was Home Health Care Appreciation Month and Proto wanted to thank Poist for that.

Chair B. Brady presented **Resolution 2020-18 - Election of Directors for TCAT, Inc.** Moved by D. Dawson, seconded by L. Lewis, the Resolution passed unanimously with a vote of 9-0-0 as follows:

RESOLUTION 2020-18 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, 2020, 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, 2021,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects the following as Directors with three-year terms beginning January 1, 2021:

Name	Address
Frank Proto	2585 Slaterville Road Slaterville Springs, NY 14881
Ducson Nguyen	108 East Green Street Ithaca, NY 14850
Bridgette Brady	116 Maple Ave. Ithaca, NY 14853

Chair B. Brady presented **Resolution 2020-19, Election of Secretary/Treasurer of the Board for 2021**. Moved by F. Proto, seconded by D. Dawson, Resolution 2020-19 was unanimously approved with a vote of 9-0-0 as follows:

**RESOLUTION 2020-19
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, so the new Secretary/Treasurer must be one of the Directors who was recommended by Cornell University, and

WHEREAS, the Chairperson appointed a nominating committee, which met and agreed to nominate Denise Thompson as the Secretary/Treasurer for 2021,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects Denise Thompson as Secretary/Treasurer for a one-year term beginning January 1, 2021.

Chair B. Brady presented **Resolution 2020-20, Approval to Renew the Green Street Lease**. S. Brock clarified when we renew the lease, we will be in months 145 through 204 in the chart below. Resolution

2020-20 was moved by L. Lewis, seconded by J. Dotson and was approved unanimously with a vote of 9-0-0 as follows:

RESOLUTION 2020 - 20
APPROVE EXERCISE OF SECOND OPTION TO RENEW
GREEN STREET LEASE WITH HH CAYUGA PLACE PROPERTY LLC

WHEREAS, Tompkins Consolidated Area Transit, Inc. (TCAT) entered into a Lease Agreement with Cayuga Green, LLC, dated August 11, 2008, for the space at 131-133 Green Street in the City of Ithaca (Lease), which TCAT uses as its Green Street Station, and

WHEREAS, the initial Lease term was seven years, with a Term Commencement Date of November 1, 2009, and

WHEREAS, pursuant to the Lease, TCAT has the right to renew the Lease up to three times for a period of five years for each renewal, with the same terms, covenants and conditions applying during the renewal term(s) as applied during the initial term of the Lease, except for an increase in TCAT's Base Rent for each renewal period as specified in the Lease, and

WHEREAS, the Lease requires TCAT to notify its landlord in writing of TCAT's election to exercise its renewal right at least nine (9) months, but not more than twelve (12) months, before the expiration of the previous term of the Lease, and

WHEREAS, on January 25, 2016, during the notification window prior to the expiration of the Lease's initial term on October 31, 2016, TCAT exercised its first option to renew the Lease for five years, with a renewal term of November 1, 2016 through October 31, 2021, and

WHEREAS, the TCAT Board wishes to renew the Lease for a second renewal term, and pursuant to the Lease TCAT's Base Rent will increase from the amounts shown below for "Months 85 through 144" to those shown for "Months 145 through 204":

Year	Annual Rent	Monthly Installment	Base Rent Per Square Foot
Months 85 through 144	\$35,000	\$2,916.67	\$25.00
Months 145 through 204	\$37,800	\$3,150.00	\$27.00
Months 205 through 264	\$40,600	\$3,383.33	\$29.00

WHEREAS, TCAT's window to notify its landlord, HH Cayuga Place Property LLC, of TCAT's exercise of its second renewal option is November 1, 2020-January 31, 2021, therefore be it

RESOLVED, that the TCAT Board approves the exercise of TCAT's second option to renew the Lease for an additional five year term, from November 1, 2021 through October 31, 2026, and authorizes and directs TCAT's General Manager to notify HH Cayuga Place Property LLC in writing on or prior to January 31, 2021, of TCAT's exercise of its second renewal option.

Adopted by the TCAT Board of Directors on this the 3rd day of December, 2020.

F. Proto left the meeting at 4:35pm.

General Manager S. Vanderpool presented Resolution 2020-21, approval to execute a contract for Human Resources Information System Software. Moved by D. Dawson, seconded by D. Klein, the resolution was approved unanimously with a vote of 8-0-0.

**RESOLUTION 2020 - 21
HUMAN RESOURCES INFORMATION SYSTEM
SOFTWARE SOLUTION**

WHEREAS, TCAT, Inc. (TCAT) needs a replacement payroll system as the current system requires too many manual processes, and

WHEREAS, TCAT would like an integrated solution to manage the personnel databases for the entire employee lifecycle (from employment application to end of employment) and replace aging solutions that TCAT currently has in place, and

WHEREAS, this solution will provide employee self-service portal access while reducing human resources staff hours to manage, and

WHEREAS, on September 23, 2020, TCAT issued a Request for Proposal (RFP) for Human Resources Information System (HRIS) Software Solution, and TCAT received responses on October 19, 2020 from Ascentis Corporation, Ceridian HCM Inc., Governmentjobs.com, Inc. (Neogov), Payco, Inc., and Paycom Payroll, LLC, and

WHEREAS, TCAT's evaluation team evaluated the RFP responses on October 27, 2020, and decided to further consider the proposal from Paycom Payroll, LLC, and

WHEREAS, TCAT's evaluation team solicited additional information and demonstration of the product on November 4, 2020, and

WHEREAS, the evaluation team recommends that TCAT enter into a contract with Paycom Payroll, LLC for its HRIS Software Solution, therefore be it

RESOLVED, that the TCAT Board of Directors selects Paycom Payroll, LLC as its contractor to provide its HRIS Software Solution, 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 Paycom Payroll, LLC to provide the HRIS Software Solution described in the RFP, Addendums to the RFP (dated October 8 and 14, 2020), and Contractor's October 19, 2020 response to the RFP and follow-up Documentation and Pricing Reduction (dated November 9, 2020), in an amount not to exceed One Hundred Twenty-Five Thousand dollars (\$125,000) for a three-year agreement, subject to the approval of TCAT's attorney.

Adopted by the TCAT Board of Directors on this the 3rd day of December, 2020.

F. Proto returned to the meeting at 4:41pm.

Discussion Items

The Barton & Loguidice contract for extended technical support services for the Maximo Maintenance Management System is still under discussion with Barton & Loguidice and will be brought to the Board when it is ready.

Committee Reports

Audit Committee – The Auditors have not finished the report, but they did tell R. Andrascik they have not found any problems so far, and the tax returns were filed on time.

Executive Committee – The Executive Committee met on November 18 and discussed Service Agreement Extension; Green Street Lease Agreement; Contingency Plan; Annual Board Meeting; Cornell MOU

Budget Committee – The Budget Committee met on November 24 and discussed Gadabout STOA Passthrough Change; Review Cornell MOU; Revenue Expenditure Report October 31, 2020; 2021 Operating Budget; 2021 Capital Budget

Human Resources Committee – The HR Committee met on October 29 and discussed HR Update; Management Training; and Sexual Harassment Training Update

Planning Committee – The Planning Committee did not meet.

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

Next Meeting

There will be a special Board meeting early in 2021 to approve budgets once there is more information about certain open items. The next regular Board meeting will be January 28, 2021.

Executive Session

D. Dawson made a motion to enter Executive Session to discuss contract disputes (the Cornell MOU); motion seconded by D. Nguyen. The Board entered Executive Session at 5:11pm.

At 6:11 pm, the Board came out of Executive Session (motion by F. Proto, seconded by D. Nguyen, vote 9-0 -0).

S. Vanderpool thanked B. Brady for her year as chair and all she has done. Other Board members thanked her as well.

Adjournment

The meeting adjourned at 6:13 pm.

Minutes respectfully submitted by Pamela Torelli, Recording Secretary, January 28, 2021.