

**Tompkins Consolidated Area Transit, Inc.**  
**Annual Board of Directors Meeting**  
**December 5, 2019**  
**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; Frank Proto; Gary Stewart; Denise Thompson (arrived at 4:19pm)

Staff Attendees: Rick Andrascik; Susan Brock; Tom Clavel; Adam Corey; Gian Fountain; Frank Howells; Shawn Kelley; Raymond Lalley; Dale Laue; Curt Parrish; Patty Poist; Megan Pulver; Maddy Schafer; Bob Sherman; Mike Smith; Pamela Torelli; Scot Vanderpool; Mike Wendlowsky; David Wiles; Kate Wood; Matt Yarrow

***Call to Order:***

Chairperson Ducson Nguyen called the meeting to order at 4:03pm.

***Board Member Items:***

F. Proto mentioned the email we received thanking Mike Smith and the Operations team for their work during the December 2 snow storm; Mr. Proto wanted to publically recognize them for the outstanding work they did all week. Chairperson Nguyen backed him up saying his thanks for the hard work they did.

***Public Comment:***

UAW Member Shawn Kelley wished to speak. He began by reiterating his own thanks for the great job the Operations Team did during the December 2 snow storm. Kelley came before the Board as a Union Member, not as the Unit Chair. He stated he has taken a leave of absence as Unit Chair, and tonight he is here as a spokesperson for the drivers, not as Unit Chair. He proceeded to explain that a couple of months ago when the run cuts came out, a comment was made in the lounge by a driver about them not being happy with the assignments and they are getting worse, not better. The comment was made to him that there should be a petition signed by the drivers, so they wrote one and it was signed by 64 drivers. Kelley stated he did not write the petition, but he was asked to read and distribute it. The petition addressed driver morale, long work days, inadequate breaks and equipment failure.

Mr. Kelley concluded and thanked management for allowing him to speak, stating he would leave a copy of the petition with each Board member.

S. Vanderpool followed up saying he's spent about 10 hours this week looking at run cuts and having "very positive discussions" with M. Smith and M. Yarrow, however, "there are some things we can do, but some things like 10-hour runs is the nature of the business. There are things we can do, but also some things we are not able to avoid. We will talk, but I wanted you to know we are taking this very seriously."

Mr. Kelley thanked the management team again, distributed copies of the petition, then left the meeting at 4:10pm.

***Approval of minutes from previous BOD Meeting:***

Motion made by D. Klein; Seconded by D. Dawson. The minutes of October 24 were unanimously approved by a vote of 8-0-0.

***Chairperson's Report:***

Chairperson Nguyen referenced governmental bodies giving a "State of the State" or a "State of the Union" etc. at the beginning of the year, but he is going to do the opposite and give a year-end "State of the CAT" - a review of our accomplishments in the context of the Strategic Plan that was adopted last year. Nguyen stated the Plan is our guiding document and we shouldn't be afraid to adjust it as our needs change or as we identify that conditions have changed, as it covers every aspect of the organization.

Board Orientation: We welcomed 3 new Board members and on-boarded them with a tour and orientation, providing a starting point to base future orientation procedures. Our three new members have made significant contributions; they have injected new energy, they live in the county, they are well-connected, and they're actively engaged. We are incredibly lucky to have them.

Site Selection: Under D. Klein's leadership, the Planning Committee has continued to drive the site selection process, the results of which will be reviewed and voted on later tonight.

General Manager's Annual Review: F. Proto and W. Gray completed the performance review for General Manager S. Vanderpool which included an evaluation of past performance, and also identified goals to achieve. As with Board Orientation, Nguyen plans to capture the process in writing to solidify how we operate as a Board.

Self-Evaluation: The Board had two retreats to think about how we operate and interact as a Board. Nguyen feels they produced some constructive criticism and potential paths forward.

Reviewing TCAT's Legal Structure: There were a few discussions about becoming a public authority, and although it hasn't gone very far, Nguyen is glad the conversation was started.

Nguyen stated he is happy with all the things he just mentioned, but also thinks it's important to highlight some of the shortcomings of the year. A goal from the first retreat was to review the bylaws and reevaluate the Committee structure, which did not get off the ground, but Nguyen hopes incoming chair B. Brady will let him take it on next year when he doesn't have so many other responsibilities.

HR Committee: Thought they could meet "as necessary" but many of this year's issues were rooted in HR issues. The Committee should have stepped up to provide support on a more regular basis; the second retreat identified areas where the HR Committee can provide more assistance.

Nguyen stated D. Wiles and his team have done a phenomenal job of turning HR around this year. Wiles has developed an HR Strategic Plan including an updated Vision and Mission Statement, developed the Staff Satisfaction Survey; Succession Plan; and Training. They introduced LinkedIn Learning and phased out the HR consultant who was working with us. The obvious progress we've seen is the incredible achievements in hiring.

Tech Replacement: IT has upgraded phones, improved bus camera systems, improved signage and equipment at Green Street, and long-overdue equipment upgrades have been started.

One of our biggest short-comings of the year through no fault of our own, was to get Maximo to meet our needs, but Nguyen feels the staff has identified the issue, and have a path forward.

Priorities and Goals: This list includes TDP, which Matt and his team have been working on.

*D. Thompson joined the meeting at 4:19pm.*

Chairperson Nguyen continued, speaking about integrating new development, saying we need to educate the public on the benefits of coordinating development with transit and working with the municipalities of TCCOG.

Multimodal: Very excited about the Dryden First Mile/Last Mile project. Park and Ride has been part of every site selection discussion we've had and has been a huge factor in determining whether a site is viable; also working with the City and County, specifically on intercity bus coordination.

Nguyen said he was proud of how much progress was made in the 12 months since adopting the Strategic Plan, thanked everyone for their hard work the past year, and said he looks forward to seeing TCAT continue to grow.

**General Manager's Report:**

General Manager S. Vanderpool went over the October Systems Report and introduced two new full time mechanics, Adam Corey and Dale Laue. After their introductions, Corey and Laue left the meeting at 4:40pm.

**Action Items:**

**Resolution 2019-13 – Election of Directors for TCAT, Inc.** was presented by Chairperson Nguyen. Moved by L. Lewis, seconded by F. Proto, Resolution 2019-13 was approved unanimously as follows with a vote of 9-0-0:

**RESOLUTION 2019-13  
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, 2019, and

WHEREAS, the City, County and Cornell have provided TCAT, Inc. with the names of recommended candidates to fill the three (3) three-year terms that begin January 1, 2020,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects the following as Directors with three-year terms beginning January 1, 2020.

<b>Name:</b>	<b>Address:</b>
Jennifer Dotson	212 Wood Street Ithaca, NY 14850
Daniel Klein	56 Durfee Hill Road Ithaca, NY 14850
Denise Thompson	531 Willard Straight Hall Cornell University Ithaca, NY 14853

Approved by the TCAT, Inc. Board of Directors on this the 5th day of December, 2019.

**Resolution 2019-14 – Election of Secretary/Treasurer** was presented by Chairperson Nguyen. Moved by J. Dotson, seconded by F. Proto, Resolution 2019-14 was approved unanimously as follows with a vote of 9-0-0:

**RESOLUTION 2019-14  
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 the City of Ithaca as a Director, so the new Secretary/Treasurer must be one of the Directors who was recommended by the City of Ithaca, and

WHEREAS, the Chairperson appointed the Executive Committee as the nominating committee, which met and agreed to nominate Laura Lewis as the Secretary/Treasurer for 2020,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board elects Laura Lewis as Secretary/Treasurer for a one-year term beginning January 1, 2020.

Approved by the TCAT, Inc. Board of Directors on this the 5th day of December, 2019.

B. Brady was asked to present **Resolution 2019-15 – Adopting the TCAT, Inc. 2020 Operating Budget**. Brady stated she wanted to present the December Budget Committee Report prior to presenting the Resolution; Chairperson Nguyen agreed.

The Budget Committee met December 3 and discussed Inventory Costing Change Proposal; STOA Update; Workmen’s Comp Discussion; Revenue Expenditure Report October 31, 2019; 2020 Operating Budget; 2020 Capital Budget.

B. Brady presented **Resolution 2019-15 –Adopting the TCAT, Inc. 2020 Operating Budget**. Moved by D. Dawson, seconded by J. Dotson, Resolution 2019-15 was approved unanimously as follows with a vote of 9-0-0:

**RESOLUTION 2019-15  
ADOPTING THE TCAT, INC. 2020 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 2019 operations and considering all federal, state and local funding available for 2020, an Operating Budget that projects revenues of \$16,737,070 and expenditures of \$16,987,904 for the 2020 fiscal year ending December 31, 2020 has been prepared and reviewed,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board adopts an Operating Budget for the fiscal year ending December 31, 2020, that projects revenues totaling \$16,737,070 and expenditures totaling \$16,987,904.

Approved by the TCAT, Inc. Board of Directors on this the 5<sup>th</sup> day of December, 2019.

**Resolution 2019-16 – Accept Wendel’s Site Selection Report for New Facility** was presented by Chairperson Nguyen. Moved by L. Lewis, seconded by F. Proto, Resolution 2019-16 was approved, after discussion and after adding “subject to the approval of TCAT’s attorney” at the end of the Resolved clause, as follows by a unanimous vote of 9-0-0:

**RESOLUTION 2019 - 16**  
**ACCEPT WENDEL’S SITE SELECTION REPORT FOR NEW FACILITY**

WHEREAS, in 2016, Tompkins Consolidated Area Transit, Inc. (“TCAT” or “TCAT, Inc.”) contracted with Wendel WD Architecture, Engineering, Surveying & Landscape Architecture, P.C. (“Wendel”) to provide Facility Planning and Needs Assessment deliverables, and Wendel prepared a Phase 1 Conceptual Facility Masterplan Options Report (“Phase 1 Report”), dated December 12, 2016, and

WHEREAS, the Phase 1 Report showed that to meet current and future operational needs, TCAT needs to expand and renovate the current Willow Avenue facility or relocate its facility operations to a new site, and

WHEREAS, the Phase 1 Report showed that the space constraints at the current facility would be best remedied by the construction of a larger facility on a new site; the Phase 1 Report also evaluated the viability of addressing TCAT’s needs through additions and extensive renovation to the current facilities to allow TCAT to stay on its existing site, and

WHEREAS, since the receipt of the Phase 1 Report, TCAT staff, the Board’s Planning and Executive Committees, and the Board of Directors have researched, analyzed and discussed potential expansions and renovations at TCAT’s current Willow Avenue site, as well as potential new facility and satellite facility locations, and

WHEREAS, the TCAT Board identified seven potential new sites and the existing Willow Avenue site for further evaluation, and on February 28, 2019, selected Wendel to identify additional sites and perform a site selection study to recommend one or two sites for further evaluation, and

WHEREAS, Wendel performed the study, which analyzed the existing Willow Avenue site, the Board-identified seven potential new sites, a Board-identified alternate site across the street from one of the seven sites, and ten additional sites identified during the study process, and

WHEREAS, the TCAT Board of Directors and TCAT staff reviewed and provided comments to Wendel on its drafts of the site selection report, and

WHEREAS, Wendel provided TCAT with its final report, dated December 3, 2019,

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board accepts Wendel’s “Phase 2: Site Selection for Tompkins Consolidated Area Transit” final report dated December 3, 2019, subject to the approval of TCAT’s attorney.

Approved by the TCAT, Inc. Board of Directors on this the 5<sup>th</sup> day of December 2019.

**Resolution 2019-17 – Select Preferred New Facility Site for Further Evaluation** was presented by D. Klein. Moved by D. Dawson, seconded by B. Brady; after discussion and amendment, Resolution 2019-17 was approved as follows by a vote of 7-0-2 with F. Proto and J. Dotson abstaining:

**RESOLUTION 2019 - 17**  
**SELECT PREFERRED NEW FACILITY SITE FOR FURTHER EVALUATION**

WHEREAS, in 2016, Tompkins Consolidated Area Transit, Inc. (“TCAT” or “TCAT, Inc.”) contracted with Wendel WD Architecture, Engineering, Surveying & Landscape Architecture, P.C. (“Wendel”) to provide Facility Planning and Needs Assessment deliverables, and Wendel prepared a Phase 1 Conceptual Facility Masterplan Options Report (“Phase 1 Report”), dated December 12, 2016, and

WHEREAS, the Phase 1 Report showed that to meet current and future operational needs, TCAT needs to expand and renovate the current Willow Avenue facility or relocate its facility operations to a new site, and

WHEREAS, the Phase 1 Report showed that the space constraints at the current facility would be best remedied by the construction of a larger facility on a new site; the Phase 1 Report also evaluated the viability of addressing TCAT’s needs through additions and extensive renovation to the current facilities to allow TCAT to stay on its existing site, and

WHEREAS, since the receipt of the Phase 1 Report, TCAT staff, the Board’s Planning and Executive Committees, and the Board of Directors have researched, analyzed and discussed potential expansions and renovations at TCAT’s current Willow Avenue site, as well as potential new facility and satellite facility locations, and

WHEREAS, the TCAT Board identified seven potential new sites and the existing Willow Avenue site for further evaluation, and the Board selected Wendel to perform a site selection study to identify additional sites and recommend a site or sites for further evaluation, and

WHEREAS, Wendel performed the study, which analyzed the existing Willow Avenue site, the Board-identified seven potential new sites, a Board-identified alternate site across the street from one of the seven sites, and ten additional sites identified during the study process, and

WHEREAS, as a result of the qualitative and quantitative site selection process, the study recommended that TCAT do further design and due diligence on two sites: Vanguard (located at 17 Hallwoods Road in the Town of Dryden) and Airport (located on the NE corner of Warren Road and Cherry Road in the Town of Lansing), and

WHEREAS, on December 5, 2019, the TCAT Board accepted Wendel’s “Phase 2: Site Selection for Tompkins Consolidated Area Transit” final report (“the Phase 2 Report”), dated December 3, 2019, and

WHEREAS, Barton & Loguidice provided TCAT with Phase 1 Environmental Site Assessment/EPA All-Appropriate Inquiry reports (“Phase 1 Environmental Site Assessment Reports”), both dated October 2019, for the Vanguard and Airport sites, and

WHEREAS, TCAT staff, the Board’s Planning and Executive Committees, and the TCAT Board have analyzed and discussed the Environmental Site Assessment Reports and the drafts and final version of Wendel’s Phase 2 Report, and

WHEREAS, the Airport site allows TCAT to build a facility from scratch to its exact specifications, and

WHEREAS, the Airport site has the potential to grow into a regional transportation hub, and

WHEREAS, it is possible that certain funding unique to the Airport site may be available, and

WHEREAS, the Airport site is closer to Ithaca than the Vanguard site is, resulting in a savings of mileage and money, and

THEREFORE, BE IT RESOLVED, the TCAT, Inc. Board selects the Airport site as its preferred new facility site for further evaluation, design, and environmental review and due diligence.

Approved by the TCAT, Inc. Board of Directors on this the 5<sup>th</sup> day of December, 2019.

**Resolution 2019-18 – Adoption of the Personal Protective Equipment Program** was presented by D. Wiles. Moved by L. Lewis seconded by D. Dawson. Resolution 2019-18 was approved unanimously as follows with a vote of 9-0-0:

**RESOLUTION 2019-18  
ADOPTION OF THE PERSONAL PROTECTIVE EQUIPMENT PROGRAM**

WHEREAS, Tompkins Consolidated Area Transit, Inc. (“TCAT”) strives to maintain a safe workplace environment for its staff, visitors and passengers, and

WHEREAS, TCAT is required by the Occupational Health and Safety Administration (OSHA) to perform hazard assessments to determine if or which personal protective equipment (PPE) is needed prior to beginning a task, and

WHEREAS, information and guidelines regarding PPE, its storage, use, maintenance and disposal thereof, the hazard assessment procedure and worksheets, and the responsibilities of Administrators, Supervisors, Employees, the Safety Department, Contractors and Vendors was available through multiple sources, and

WHEREAS, TCAT’s Safety Department saw the need for a single Personal Protective Equipment policy, so the Safety Department prepared a Personal Protective Equipment Program document, which the TCAT Health and Safety Committee reviewed and recommends for adoption by the Board,

NOW, THEREFORE, be it RESOLVED that that the TCAT Board of Directors hereby approves the Personal Protective Equipment Program document, and

BE IT FURTHER RESOLVED, the Personal Protective Equipment Program document shall have an effective date of January 1, 2020.

Adopted by the TCAT, Inc. Board of Directors on this 5<sup>th</sup> day of December, 2019.

**Resolution 2019-19 – Adoption of the Workplace Violence Prevention Program** was presented by Chairperson Nguyen. Moved by L. Lewis, seconded by D. Dawson, Resolution 2019-19 was approved unanimously as follows with a vote of 9-0-0:

**RESOLUTION 2019-19  
ADOPTION OF THE WORKPLACE VIOLENCE PREVENTION PROGRAM**

WHEREAS, Tompkins Consolidated Area Transit, Inc. (“TCAT”) strives to maintain a safe workplace environment for its staff, visitors and passengers, and

WHEREAS, TCAT’s Safety Department prepared a Workplace Violence Prevention Program document to define how TCAT will respond to threats and incidents in the workplace, and to define the responsibilities of individuals and systems involved in responding to them, and

WHEREAS the Workplace Violence Prevention Program document was reviewed by the Human Resource Department, the Health and Safety Committee, and the TCAT Board of Director’s Human Resource Committee, which recommends that the Board adopt the Workplace Violence Prevention Program document,

NOW, THEREFORE, be it RESOLVED that the TCAT Board of Directors hereby approves the adoption of the Workplace Violence Prevention Program document, and

BE IT FURTHER RESOLVED, the Workplace Violence Prevention Program document shall have an effective date of January 1, 2020.

Adopted by the TCAT, Inc. Board of Directors on this 5<sup>th</sup> day of December, 2019.

**TCAT Spare Ratio Policy and Contingency Fleet Plan**

S. Vanderpool and M. Yarrow introduced the Spare Ratio Policy. Rather than getting rid of all of our older buses, we will keep 2 as spares. Buses over 12 years old can be taken out of regular service, but as long as they are maintained, they can become spare, or part of a contingency fleet.

***Committee Reports:***

- **Executive Committee** – The Executive Committee met November 20 and discussed Retreat Highlights; Cornell-MOU Meeting Recap; Wendel Report; Underwriter Meeting; Grant Writer
- **Human Resources Committee** – The Human Resources Committee did not meet.
- **Planning Committee** – The Planning Committee did not meet.
- **Transit Service Committee** – The Transit Service Committee did not meet.

***Next meeting:***

The next meeting will be January 23, 2020.

***Adjournment:***

Motion made by D. Dawson, seconded by L. Lewis.

The meeting was adjourned at 6:13pm.