

# **Tompkins Consolidated Area Transit, Inc.**

## **Special Meeting of the Board of Directors**

### **January 4, 2021 | 10:00am 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; Pamela Torelli; Scot Vanderpool

#### ***Call to Order***

Chair D. Klein called the meeting to order at 10:04am.

#### ***GM Report***

General Manager S. Vanderpool provided a CARES Act funding update. Per NYPTA Policy Director Bob Zerrillo, 2020 CARES Act funding does not expire. TCAT has used about 11.72% of the 2020 CARES funds. The 2021 CARES Act funding is not official yet, but based on the formula, TCAT expects about \$3.25M. Payroll Protection will be part of the 2021 funding; there is the potential to receive about \$1.5M in PPP.

#### ***Committee Assignments***

New Chair D. Klein discussed Committee assignments; according to the bylaws, Committee assignments must be approved by the Board, however, assignments are not complete yet; Klein is still working on the Transit Service Committee. TCAT is allowed two appointments to the ITCTC Committee, which also has yet to be finalized. In addition, neither the County nor the City have set their committee meeting schedules yet, so Klein proposed we continue with the current committee assignments until the time when our Board Members have their County and City commitments on their calendars. The new set of assignments will begin February 1st. He reminded everyone that all Board Members are invited to attend any of the Committee meetings, not just the ones they are members of.

B. Brady asked for clarification if the Board is voting on the members of the MOU Committee now as well. Chair Klein said the Bylaws do not mention the MOU Committee; it is a special committee, and doesn't follow the rules of the other committees in terms of membership. S. Brock said in the past the Board has voted on it, but she is not sure if the Board is required to vote each year, however, a vote can be taken, if the Board wants to. After discussion, Klein said he would leave it off the list for today's vote.

D. Thompson asked Chair Klein if they could open up a position on the Transit Service Committee to Reed Huegerich, Assistant Director of Transportation at Cornell. Brady said it was a good idea. D. Thompson will get in touch with him.

S. Brock clarified that the staff members listed under each Committee are not members of the committee; they are staff support to the committee. All Committees must consist of only Directors except for the Transit Service Committee, which can have non-Director members.

D. Klein made a motion to maintain the 2020 Committee members through January 31, 2021; the list of 2021 committee members as emailed to Directors by Chair Klein, which includes the MOU committee, becomes effective February 1, 2021. D. Dawson seconded the motion. After discussion, J. Dotson

moved an amendment to the motion: Vote on the Committee list as emailed, minus the MOU Committee. The MOU Committee does not change. D. Dawson seconded the motion. The vote on the amendment passed 5-4-0, with D. Dawson, D. Klein, L. Lewis and F. Proto voting no. The Board then voted on retaining the 2020 Committee members through January 31, 2021, with the 2021 Committee list (which does not change the MOU Committee) effective February 1, 2021. The motion was approved unanimously with a vote of 9-0-0.

### ***Budget Approval***

Chair Klein asked for a motion to approve both the Capital and Operating Budgets as presented. Motion made by D. Dawson, L. Lewis seconds. After discussion regarding MOU payments, CARES Act funding, and budget changes, D. Klein asked for an amendment to approve the budget provisionally, with intent to review changes and vote on revised budgets at the January 28, 2021 meeting. J. Dotson made the motion to amend as requested by D. Klein, D. Dawson seconded. The amendment passed unanimously 9-0-0. The next vote was to approve both provisional budgets as distributed in the meeting packet. Both budgets were approved unanimously 9-0-0.

### ***TCAT/Cornell MOU***

D. Klein: At the December 3 Board meeting, the Board agreed on an offer to Cornell honoring their request for a reduction in November and December MOU payments. We made an offer of a 20% reduction in November and December payments (roughly rounded off equals about \$100,000 total reduction). Cornell came back with a request of a 30% discount, retroactive to April 1, which amounts to \$727,977.

After discussion, S. Brock clarified the December decision regarding what TCAT would offer Cornell in response to their first move, where Cornell had paid through October and Cornell asked for a 30% accommodation for November and December. The Board responded regarding November and December, offering a different number. Now Cornell has changed the parameters completely; the ground shifted under our feet between our November meeting and now, in terms of what Cornell is asking.

After discussion, it was decided a letter will be drafted to Cornell in response to 2020 MOU payments. D. Klein outlined the memo would include: The Board took no action on Cornell's latest request, therefore our last offer is still on the table; we are eager, happy and enthusiastic about continuing discussions with Cornell; this is a financial decision that the Board has to make. In addition, we urge the MOU committees to reconvene as soon as possible to negotiate the future MOU. D. Klein concluded, the letter will be professional, non-controversial, and straightforward.

### ***Adjournment***

The meeting adjourned at 12:07 pm.

### ***Next Meeting***

January 28, 2021

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