

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

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

### **June 15, 2022 | 3:00pm via Zoom**

#### **Attendees**

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

TCAT Staff: Susan Brock; Taylor Hessler; Scot Vanderpool

#### **Call to Order**

L. Lewis called the meeting to order at 3:04pm.

L. Lewis informed the attending Board members that the Governor's emergency executive order was extended through July 14, 2022.

L. Lewis read and moved **Resolution 2022-xx Extend Memorandum of Understanding for the Cornell University Bus Pass Program Through June 30, 2023**, as written, seconded by F. Proto.

The following discussion occurred:

D. Klein requested his remarks be included verbatim in the minutes: *"The consumer price index for 2021 rose 6.7%. That means that any entity that locked in an annual price a year ago with the assumption of a normal inflation rate – approximately 2% - got a very good deal this year. That would be the case with Cornell University in relation to the rate they locked in with TCAT last summer. This worked out to Cornell's advantage by approximately \$150,000.*

*The Congressional Budget Office estimates the consumer price index rose at 6.1 % this year and projects it will rise by 3.1% in 2023. By my calculations, Cornell should be paying approximately \$3.8 million to TCAT for the Memorandum of Understanding, just to keep up with the rise in the consumer price index through the time interval of the current and proposed Memorandums of Understanding. That is approximately half a million dollars more than is being proposed.*

*That is not even taking into account the \$315,000 that Cornell refused to pay to TCAT from the previous Memorandum of Understanding.*

*The cost of virtually every aspect of TCAT's operation has gone up: buses, gas, parts, wages, and more. If Cornell is expecting the same level of service, then they should at least be willing to pay an amount equal to the rate of inflation to pay for that service. With that in mind, I move to amend the resolution to add an additional resolved that says 'Be it further resolved, since a zero percent change in the dollar amount in the agreement is inadequate during a time of rapid inflation and escalating costs for TCAT, the dollar figure in the Memorandum of Understanding will be changed to \$3.8 million to account for the rate of inflation.'"*

D. Klein moved the amendment, F. Proto seconded it so it can be discussed.

S. Vanderpool responded, "First of all, Dan Klein, in our last internal MOU meeting actually agreed to this resolution, at least verbally. So, I am trying to understand where he is coming from now, because

we all talked about, and I want this in the writing [minutes] as well, because we talked about the fact that TCAT has not provided the actual service, as required throughout the past couple of years, and we know that in the Fall there is the potential for us to cut even more service. So that's what we talked about, that's what we all agreed upon, everybody was a unanimous decision at our last MOU meeting that said 'yes, we will continue with the extension'. The other piece to this I want to mention is that we [TCAT] are in the middle of a Triennial [Review], we're in the middle of UAW negotiations and we do not want to deal with another going back to Cornell with something else added to this contract when it's already been signed by Cornell. I just don't understand Dan's comments at all, and that's all I'm going to say and I'll let other people speak now because I'm upset about this."

L. Lewis asked for D. Klein to put his proposed changes to the resolution into the chat of the meeting, so other Board members could read them.

F. Proto asked for the difference in the dollar amounts between what is in the resolution and in D. Klein's proposal. D. Klein responded "The MOU has proposed 3.33 million, and I'm proposing 3.8 million, so a little less than half a million more."

L. Lewis reminded the Board that the MOU committee consisted of F. Proto, D. Thompson, and D. Nguyen, and that S. Vanderpool was "central to those negotiations as well."

F. Proto said, "I think Scot's recollection is correct, that we did agree to extend it [the MOU] as it was. And I certainly understand Dan's concern about the increase, and we were very careful about examining with, Denise was very insistent about the level of service, so...while I understand where Dan is going,...the resolution that we're discussing is for one year."

S. Vanderpool clarified in response to a question from F. Proto that the one-year extension is according to Cornell's fiscal year, so it will run through June 2023.

J. Dotson said, "I do agree that the negotiations are not where I would like them to be. And I think there's a lot of room for TCAT to see more support and that would be beneficial to all parties. But I don't support this resolution at this point, this amendment at this point in the process. I'll vote against it [the amendment], and for the resolution, because I think it is also beneficial to all parties to move forward in this place, partly because of what Scot's saying. It's time to do this, it's time to work towards what Dan is suggesting."

D. Klein addressed S. Vanderpool's comments: "First of all, what happened in that meeting, that was an executive session I believe, so that's really confidential information. But what I said was that I would be open to that possibility and I haven't heard a word since. There has been no communication with the TCAT Board until two days ago. So that's all. I wanted to hear Cornell's response. Negotiation means you go back and forth, there was no negotiation. They offered 0% and that's where we're at. That's not a negotiation, that's just doing what they asked. So that's all I wanted to say. I didn't agree to this. I said I was open to it, and I was waiting for some feedback."

F. Proto said, "It's also a little awkward as well because we did have that meeting in executive session. I don't know how confidential this has to be. One of the items that I did bring up, because of the proposed one-year extension with no change, the effort is going to fall on Julie to maintain records so that we would know a year from now what changes in costs we may have had in the various items so that a year from now when we negotiate again we would have data that showed what the costs were in order to provide service. Dan, I know I seconded this for discussion, but I'm going to stick with the original proposal that came out of our previous meeting because I'm going to rely on this data that is

coming up for us to evaluate this as we go through the year and be in a better position to negotiate a change, I expect a change in price next year. That will give us some ammunition in order to go back to the University for any change that we propose. So I hope that you don't find that a disappointment, but I wanted to hear discussion by the other members of the TCAT Board."

D. Klein: "No, Frank, I am not disappointed and did not expect any yes votes."

B. Brady said: "I trust that the TCAT negotiation committee and Scot are proposing what is in the best interest of TCAT and will not vote yes in support of Dan's amendment."

A vote was conducted on D. Klein's proposed amendment to the resolution. The motion failed with a vote of 1-6-0, with B. Brady, J. Dotson, L. Lewis, F. Proto, D. Nguyen, and D. Thompson rejecting.

J. Dotson asked whether a few words should be added to the resolution to highlight the fact that there is some dissatisfaction with the way the negotiations have gone. TCAT has come to an agreement with Cornell right now, and looks forward to future negotiations to create additional benefit for the community. L. Lewis said comment is appropriate for the minutes and the record but she did not see it as appropriate to be added to the resolution. S. Vanderpool agreed and noted Cornell has already signed the MOU. It will create more work for TCAT and he does not want to go down that road with everything else that is going on just to put in a few words. TCAT can verbally commit to that in another conversation or another document. J. Dotson said she is talking about our internal document, not the MOU. L. Lewis said it is more than an internal document, it is a resolution. This is important, and she has views on this although she does support the resolution. She knows staff has an awful lot on its plate but that does not necessarily demine how we vote on something important like this. It is a factor but does not necessarily sway her vote. S. Vanderpool acknowledges J. Dotson's proposal does not affect the MOU anyway.

D. Thompson seconds what L. Lewis said, that we have our comments and notes that will go forward in perpetuity. She does not know why we would add something to the resolution. She asks if we are trying to be argumentative and start a problem. She does not understand why we can't try to get along. She notes that D. Klein is smiling at that and says we do not need to be petty; TCAT is above this. L. Lewis said we should allow and respect each other's comments and views that may differ from one another.

F. Proto asks the minutes to reflect that "TCAT looks forward to a robust discussion in negotiating the next MOU, with current data available to support any change in position."

L. Lewis asked for any last discussion before voting and D. Klein presented and moved another amendment with the following explanation:

"I move an amendment to the resolution to eliminate item number 2 from the MOU, the item that dictates where the written communication from TCAT will originate from. This is a Board decision, and I can see no reason why TCAT would want to limit our ability to decide on how communication occurs from our end. In addition, this decision should be made by the Board in 2023. The current Board should not be telling a future Board who is authorized to conduct communications under the future Board's authority." At L. Lewis's request, D. Klein read #2 in the MOU that he is proposing to amend:

2. Written notifications between the two parties required by this agreement shall be between Cornell's Senior Director of Finance and Administration and TCAT's General

Manager, with current addresses listed below, or between such individuals as each party may designate by notice at a later time:

L. Lewis proposed what she and D. Klein considered to be a friendly amendment to D. Klein's amendment, that rather than strike #2 in the MOU, add the TCAT Board at the 737 Willow Ave. address as a party to give and receive written notifications.

F. Proto said if policy changes were proposed in the MOU, it would be incumbent on S. Vanderpool to bring them to the Board anyway. S. Vanderpool is not empowered to change the MOU on his own. S. Brock verified that is correct. F. Proto said the Board has relied on Scot to be the go-between between Cornell and TCAT.

Chair Lewis said her goal in retaining #2, and adding the TCAT Board, is to be as transparent as possible. She understands S. Vanderpool would bring proposed MOU changes to the Board. Her goal in adding the TCAT Board to #2 is to make it as transparent as possible. It was noted that any proposed change to the MOU would have to go back to Cornell to also be accepted by Cornell.

L. Lewis asked if there was a second to her amendment to D. Klein's amendment. After discussion, D. Klein withdrew his motion to strike #2. L. Lewis moved an amendment, seconded by D. Klein, to add the TCAT Board to those included in written notifications in #2 in the MOU. J. Dotson asked for clarification on the proposed change to the MOU. L. Lewis said the TCAT Board would be added to #2, and the TCAT General Manager would also continue to be listed in #2. J. Dotson said she trusts the General Manager to pass on to the Board proposed changes. If she did not trust the General Manager to do that, she would be having a different discussion with Human Resources. The amendment failed with a vote of 2-5-0, with B. Brady, J. Dotson, F. Proto, D. Nguyen, and D. Thompson voting against.

The original Resolution (previously moved by L. Lewis, seconded by F. Proto) was then voted on and passed with a vote of 6-1-0, with D. Klein voting against, as follows:

**Resolution 2022 - 07 Extend Memorandum of Understanding for the Cornell University Bus Pass Program Through June 30, 2023**

WHEREAS, Tompkins Consolidated Area Transit, Inc. (TCAT) and Cornell University (Cornell) entered into a Memorandum of Understanding (MOU) for the Cornell University Bus Pass Program dated June 22, 2017, with effective dates from July 1, 2018 through June 30, 2021, and

WHEREAS, the parties previously twice extended the MOU, with the second extension to end on June 30, 2022, and made changes to payment and other MOU provisions that were applicable during the two extension periods, and

WHEREAS, while negotiations continue on a new successor MOU, the parties wish to further extend the MOU through June 30, 2023, as described in the Extension Through June 30, 2023 of Memorandum of Understanding Between Cornell University and Tompkins Consolidated Area Transit, Inc. for the Cornell University Bus Pass Program,

NOW, THEREFORE, be it RESOLVED, that the TCAT Board authorizes the Chairperson of the Board and the General Manager to sign the Extension Through June 30, 2023 of Memorandum of Understanding Between Cornell University and Tompkins Consolidated Area Transit, Inc. for the Cornell University Bus Pass Program, with said

extension of the Memorandum of Understanding subject to the approval of TCAT's attorney.

Adopted by the TCAT Board of Directors on this the 15th day of June, 2022.

**Next Meeting**

The next regular Board meeting will be June 23, 2022.

**Executive Session**

B. Brady made a motion to enter Executive Session to discuss Collective Bargaining Negotiations, seconded by F. Proto. Approved 7-0-0. The Board entered Executive Session at 3:40pm.

During the Executive Session, D. Klein, D. Nguyen and J. Dotson left the meeting and the Board lost its quorum. At 4:11 pm, the Board came out of executive session (motion by L. Lewis, seconded by F. Proto, 4-0-0 vote.

**Adjournment**

The meeting adjourned at 4:12pm (motion by L. Lewis, seconded by B. Brady, vote 4-0-0).

*Minutes respectfully submitted by Taylor Hessler, Recording Secretary, June 23, 2022.*