



ATA AREA TRANSPORTATION AUTHORITY OF NORTH CENTRAL PENNSYLVANIA

Cameron, Clearfield, Elk, Jefferson, McKean, Potter



Welcome to the Winter Meeting



*Antelope Canyon, Arizona
Photo by Mike Trunzo*



Board of Directors February 15, 2017

**ATA Headquarters
Johnsonburg, Pennsylvania**



Photo by Sue Trunzo

January 12, 2017

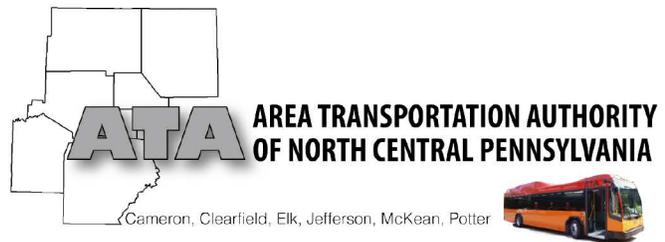
"The final test of a leader is that he leaves behind him in others, the conviction and the will to carry on."

-- Walter Lippman



Board of Directors February 15, 2017

**ATA Headquarters
Johnsonburg, Pennsylvania**





ATA REGULAR BOARD MEETING AGENDA

February 15, 2017

- I. Opening Prayer**
- II. Pledge of Allegiance**
- III. Roll Call**
- IV. Approval of November 16, 2016 Regular Board of Directors Meeting Minutes**
- V. Treasurer's Report**
- VI. Committee Reports**
 - 1. Executive Committee – January 26, 2017**
 - 2. Personnel Committee**
 - 3. Budget Committee**
 - 4. Policy Committee**
 - 5. Joint Executive Committee**
 - 6. Facilities and Equipment Committee**
- VII. Old Business**
- VIII. New Business**
 - 1. Resolution #1 -2017 -Consideration of ATA/DuFAST Agreement**
- IX. Chief Executive Officer's Report**
- x. Adjournment**



ATA REGULAR BOARD OF DIRECTORS MEETING MINUTES

February 15, 2017

A Regular Board of Directors meeting was conducted on February 15, 2017 at the Authority's Regional Transit Facility, 44 Transportation Center, Johnsonburg, Pennsylvania.

The following members were present:

Anthony Viglione, Chairman
Harry Whiteman, Treasurer
David Wolfe, Secretary
Kenneth Wingo
Richard Stover
William Setree
Richard Castonguay

The following were in attendance:

Thomas Wagner	Meyer, Wagner, Brown & Kraus Law Office
James A. Meyer	Meyer, Wagner, Brown & Kraus Law Office
Dan Freeburg	Elk County Commissioner
Matt Quesenberry	Elk County Commissioner
Tom Buck	NCPRPDC
Commissioner Jim Thomas	Cameron County Commissioner
Michael Imbrogno	ATA Chief Executive Officer
Coletta Corioso	ATA Chief Financial Officer
Dessa Chittester	ATA Chief Operating Officer
Debbie Addeo	ATA Administrative Secretary

Chairman Anthony Viglione called the meeting to order at 10:30 a.m. He then asked Jake Meyer to open the meeting with a prayer, which was then followed by the Pledge of Allegiance.

Debbie Addeo read roll call. Rhett Kennedy (McKean County), John Todd (McKean County), and Chuck Allen (Clearfield County) were not present at the meeting. Notification of their absence was given prior to the meeting, as was that of invited guest Deborah Pontzer, Congressman Glen Thompson's office.

The next item on the agenda was the acceptance of the November 16, 2016 Regular Board of Directors meeting minutes. Anthony Viglione asked the Board members if there were any additions or corrections to the meeting minutes as presented.

With no additions or corrections offered by the members, a motion to accept the November 16, 2016 Regular Board meeting minutes was made by Richard Castonguay. Harry Whiteman seconded the motion, with all Board members in favor. *(A copy of the meeting minutes was included in the board packet.)*

Treasurer’s Report

The next item on the agenda was the Treasurer’s report. Harry Whiteman asked Coletta Corioso to give the Treasurer’s Report. As of February 3, 2017, ATA had the following balances:

General Fund	\$	5,778,355
Act 26 Account	\$	32,938
Act 3 Account	\$	372,270
MATP Account	\$	440,114
Unrestricted Cash Account	\$	<u>559,835</u>
Cash:	\$	<u>7,183,512</u>
Accounts Payable:	\$	742
Accounts Receivable (Total):	\$	323,161
Current:	\$	68,465
30-60 days	\$	25,255
60-90 days:	\$	206,984
90-120 days:	\$	1,130
>120 days:	\$	21,327

Coletta Corioso then gave an overview of the Statement of Net Position-Internal Comparative.

A motion to approve the Treasurer’s Report as presented was made by David Wolfe. William Setree seconded the motion, with all Board members in favor.

The Committee reports were the next item on the agenda.

Executive Committee Meeting Report

An Executive Committee meeting was conducted on January 26, 2017. *(A copy of the meeting minutes was included in the board packet.)*

- Michael stated that Jake Meyer has been a long-term Trustee of the 457(b) plan and with Jake's retirement this position will be transferred to Tom Wagner. No action is required by the Board.
- Two key five year professional service procurements will be conducted prior to the end of the fiscal year. The Legislative Services and Architectural/Engineering services Contract.
- An update was provided to the committee regarding senior management positions at ATA. Michael commented that the CFO and the COO are doing extremely well in their positions.

Anthony Viglione spoke about the recent passing of Mike Trunzo. Michael Imbrogno talked about how Mike's absence will have a tremendous professional and personal affect to all of us at ATA. He said the Authority would not be what it is today had it not been for all the contributions and talents that Mike had bestowed to our organization.

Richard Castonguay questioned if we could petition the legislature to have the bridge that is to be replaced out front to be named in Mike's honor.

Old Business

There was nothing to report under Old Business.

New Business

Anthony Viglione stated that there is one resolution that needs to be presented and adopted by the Board. (A copy of the resolution was included in the board packet.)

Resolution #1 2017 Authorizing The Officers Of The Authority To Enter Into An Agreement With The DuBois, Falls Creek, Sandy Township Joint Transportation Authority For The Consolidation Of Said Authority With ATA

WHEREAS, the Pennsylvania Department of Transportation, under authority of Act 89, has promoted the consolidation of rural transportation organizations within the Commonwealth of Pennsylvania;

AND WHEREAS, the DuBois, Falls Creek, Sandy Township Joint Transportation Authority ("DuFAST") operates completely within the territorial jurisdiction of ATA;

AND WHEREAS, the representatives of both authorities have entered into discussions and negotiations with the ultimate goal of consolidating the operations of the two authorities;

AND WHEREAS, the committees conducting the discussions and negotiations have presented a Consolidation Agreement, a copy which is attached to this Resolution, to the respective boards of the authorities for their consent and approval;

AND WHEREAS, the Board of Governors of ATA determines that it is in the best interests of ATA and users of both transportation systems to fully consolidate the operations of ATA and DuFAST;

NOW THEREFORE, BE IT RESOLVED THAT:

1. The Chairman and Secretary of ATA are authorized to execute and deliver the Consolidation Agreement substantially in the form attached to this Resolution;
2. The Executive Director of ATA and his staff are authorized to engage in whatever due diligence is necessary to carry out the terms of the Consolidation Agreement; and
3. The appropriate officers of ATA are authorized to execute and deliver any and all documents required to carry out all of the terms of the Consolidation Agreement.

Thomas Wagner, ATA Solicitor stated that for the last several months there have been ongoing negotiations between an ATA committee as well as a committee from DuFAST regarding the consolidation of the two organizations into a single entity. Tom stated that it has been a recent policy of PennDOT to encourage the merger and regionalization of transportation facilities. A Consolidation Agreement has been drafted and reviewed thoroughly and the two negotiating committees recommended that the two Boards act on a resolution today. Tom spoke with Matt Talady, DuFAST's solicitor and he stated that they both agree that a final agreement is very close, and the Draft Consolidation Agreement that was emailed, faxed or mailed to the Board members for their review prior to the Board meeting is the agreement that will ultimately get signed.

Dick Castonguay reported a DuFAST meeting was held earlier this morning with five DuFAST Board members present. This meeting was held to discuss the resolution, which was unanimously endorsed, and a signed copy was brought back to ATA.

Tom reported that the resolutions are substantially the same with one difference between the two of them. That being the resolution that Tom drafted for ATA talked

about signing “the agreement” and the version that was adopted by DuFAST states to sign “an agreement”.

Tom Wagner recommended to the Board that they adopt the resolution that was presented.

With no further discussion, a motion to approve Resolution #1-2017 was made by Ken Wingo. Richard Castonguay seconded the motion, with all Board members in favor.

The last item on the agenda was Chief Executive Officer’s Report. Copies of the CEO’s report, along with staff director’s reports were given to the Board members for their information and review as part of the Board packet. Michael then gave a brief update and highlighted various projects/items that he and the staff have recently completed and/or are still working on.

- Michael will set up meetings with each of the counties to discuss the consolidation of ATA and DuFAST.
- Request for resolutions to the counties was mailed yesterday.
- The decline in Clarion University’s enrollment has contributed to the decline in ridership.
- Staff is working on implementing the recommendation from PennDOT’s Compliance Review.
- TSA inspectors met with ATA staff regarding our SSEPP Program and will get back to us in early March with findings and recommendations.
- A Budget Committee meeting will be scheduled to review current budget and projections for the year with seven months of financial information.
- A Public Hearing Meeting will be scheduled in April or May.
- The Consolidated Capital Application is still not approved from FY2017, and is due in April for FY2018.
- We submitted our changes to the Capital Planning Tool.
- The RFP for the Gillig Rehab/Midlife Repair has been revised and will be released soon.
- The annual audit was conducted with no findings. The single audit is due by the end of March.

- The failure rate for MDC's is currently at 29.9% with no spares available.
- The preparation for the implementation for the Ecolane project is going very well.
- The Pinpoint software downloaded on mobile devices by students at Clarion University is working very well.
- John is making noticeable changes to ATA's web site, along with initiating a chat box feature where visitors can send a message.
- Radio stations are sharing John's testimonials along with driver ads.
- ATA recently purchased Remix, a software program to help us determine the needs for route modifications and additions.
- Surveys are in and ready to be analyzed for McKean and Potter Counties transportation needs.
- ATA was unsuccessful in getting all the money for the Bradford Terminal Project. We were awarded approximately \$135,000 in support of the Bradford project.
- A Local Advisory Committee meeting will take place on February 22 at the ATA headquarters.
- Reviews of the Statistical Report, Statements of Operations Revenue and Expenses, and the Open Capital Projects Report for the end of the fiscal year were given.

Mike expressed his gratitude to Board, staff and the County Commissioners for their continued support.

At 12:05 p.m., with no further business a motion to adjourn the meeting was made by Dave Wolfe. William Setree seconded the motion, with all Board members in favor.