



**TAPS PUBLIC TRANSIT
BOARD OF DIRECTORS
REGULAR MEETING
November 30, 2015**

MEMBERS PRESENT: Chuck Branch, Ken Brawley, Spanky Carter, H. L. Compton, Chris Hill, Leon Klement, Rick Lewis, Kenneth Liggett, Bill Magers, Terrence Steele and Steve Terrell

MEMBERS ABSENT: J. D. Clark and Randy Pogue

STAFF PRESENT: Tim Patton, Lori Cannon, Josh Walker, Leah Campbell, Troy Frazer, Grace Odum, Mark Ewig, Chris Knight, Ben Prichard, Nancy Carson, Bill Fox and Cathy Perkins

GUESTS PRESENT: Chris Ishmael, Richard Hose, Nancy Ward, Misty Walker, Warren Handy, Fred Meyers III, David Riner, Syreeta Hall, Jami Wilson, Bennett White, Jared Johnson, Valerie Wigglesworth, Daniel Clark, Michele Daniel, Barry Medina, Tina Tomlinson, Nancy Knapp, Barbara Rush, Mike Littrell and Kyle Roberts

The TAPS Board of Directors met at 3400 Texoma Parkway, Sherman, TX 75090 for a regular board meeting.

- I. **CALL TO ORDER:** Chairman Chris Hill welcomed guests and declared a quorum, calling the meeting to order at 2:01 pm. He began the meeting with an invocation.
- II. **PUBLIC COMMENTS:** Chairman Chris Hill opened the floor for those individuals wishing to address the Board.

Jeremy McMillon, Grayson College Dean/President addressed the Board stating the college is temporarily filling in the gaps and providing transportation for their students, but he wanted to make certain this Board understands that Grayson College supports TAPS and wants the TAPS service back after the first of the year.

Jared Johnson, the Mayor for the City of Denison, thanked the Board for their hard work and encouraged the Board to evaluate carefully, their membership structure to have members that take their responsibilities very serious and understand how transit impacts our local and rural communities, by the actions this Board takes.



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Richard Hose, a concerned citizen, shared comments with the Mayor of Denison, noting TAPS is unable to retire the debts owed and he would consider a reorganization of the Board of Directors.

Nancy Knapp, a concerned citizen, stated she has a special interest in TAPS and appealed to the Board for assistance to the elderly and disabled. She noted some of the riders on Medicaid were using TAPS to travel to the SNAP center for their meals and this is no longer available with the discontinuance of the Medicaid contract. She also inquired if severance pay was awarded to the previous Executive Director. Board Chairman Chris Hill stated that question falls under the Public Information Act and directed Interim CEO, Tim Patton, to provide that information to her in writing.

Mark Ewig, former TMS employee and Union representative addressed the Board and asked how much Collin County would be taking with them if they removed themselves from the Board. He also requested that the public be provided a report following the Executive Sessions. He asked if the Board intended to replace the Interim CEO and if so, do they have anyone else to bring in. Chairman Hill responding stating no decisions can be made during the closed Executive Session and if there are any actions that require vote, the public is made aware of them when the vote is taken during open session.

Tina Tomlinson, former TLS Supervisor, stated she felt it was very heartwarming to see the amount of support TAPS is receiving from the community. She then asked Interim CEO, Tim Patton, as the COO, did he oversee the financials and asked if he was made aware the ITPs were not being paid. She discussed her concerns with the manner in which funds were used and then recommended to the Board that Tim Patton be removed as CEO.

Warren Handy, former TLS employee, addressed the Board stating he has gone a month without receiving any pay, noting his final payroll was due on November 13th for the prior weeks and that has yet to be paid.



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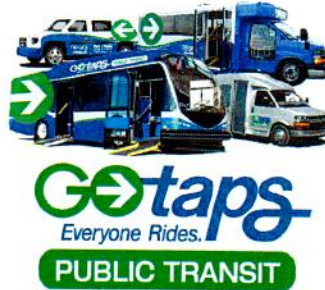
Syreeta Hall, former Office Manager for the TAPS McKinney location, urged the Board to “keep at the heart of decisions, the former employees that need their payroll”. She then thanked the Collin County Board members for asking the hard questions at these Board meetings and holding Management accountable.

III. **CONSENT AGENDA:** This item was placed on hold.

OVERVIEW OF FINANCIALS RELATING TO SERVICE LEVELS (PAST AND CURRENT)
– Board Member Chuck Branch presented statistical information broken down by McKinney, Sherman/Denison, Rural and DFW UZA (Handout A). It was noted payroll alone, is currently running \$7,400 per day and he inquired how the operation plans to reduce to the goal of \$5,280 per day. Tim Patton noted payroll continues to decrease with additional resignations. He noted money is out there and has been identified, but we are waiting for funds to come in. He also noted the goal of \$5,280 per day was calculated and provided by First Transit as an estimate. Chairman Hill asked what the plan was to get to that goal, to which Mr. Patton replied, continue to reduce overhead. He noted the McKinney building owner where TAPS was operating, has agreed to allow us to terminate immediately. Board Member Magers stated it doesn't matter if payroll is \$5,280 per day, \$7,400 per day or \$10,000. Unless the FTA releases funds, TAPS will not survive.

Chairman Hill asked if employees have been notified that Management intends to terminate their health insurance coverage. Mr. Patton stated Management is currently working to get an ACA plan in place and coverage is currently on hold. Board Member Chuck Branch asked about the money employees have paid via payroll deductions. Mr. Patton stated there are claims pending and once payment for the premiums has been made, the suspension will be lifted and the claims will be paid. Board Member Branch asked when the policy will cancel and Mr. Patton stated in approximately 30 days.

Board Member Branch also inquired about premiums for vehicle insurance, E&O coverage and Workers Comp coverage. Mr. Patton stated he has had a conversation with TML and is



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hoping to put a check in their hands once funds are received. If payment of \$30,000 to \$40,000 can be made, we can move forward in negotiations with TML.

Board Member Branch noted there is currently \$275,000 in payroll debt. Leah Campbell, Organizational Development/HR Director, noted we are currently ½ a payroll behind with TMS, ½ a payroll behind for hourly TAPS staff and all terminated TLS and TAPS employees are still owed final paychecks.

Chairman Hill summarized by stating we are past due with IRS payroll tax payments, TMS payroll and TML insurance and all have the capacity to shut down operation. With the limited potential dollars, he stated he felt the Board is obligated to give staff information. Mr. Patton noted the consultants brought in by NCTCOG are currently working on three separate reimbursements that we may receive next week. Board Member Magers stated he feels once funds are received, the most outstanding debts should be paid first.

Board Member Steele stated the organization did not get in the situation they are in overnight. This Board is beating up on the people trying to keep this organization operational. He stated he feels McKinney is "tucking their tails" and not being supportive.

Chairman Hill responded by stating this Board did not receive financial audits in 2013 and 2014, noting it is his understanding the CFO refused to allow the auditor to present the information to the Board. He stated the Board should see an audit every year. Board Member Steele stated if Collin County Board representatives are committed to this Board, they should stay and fight.

Chairman Hill again stated he feels Management should address staff and inform them they do not know when they will be paid.

Board Member Chuck Branch clarified, as a City of McKinney councilman, his first commitment is to the City of McKinney.

Board Member Steele stated on November 20th, when the City Council of McKinney decided to seek other transportation services for their city, TAPS Board Member and City of



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McKinney Councilman Chuck Branch, voted to put this organization in default. Board Member Steele stated he has no confidence in Chairman Chris Hill and recommended Chairman Hill resign his seat. Board Member Bill Magers inquired when TAPS Board Member and City of McKinney Councilman Chuck Branch voted to leave TAPS, how did he feel he was able to make the best decision for TAPS. Board Member Branch responded by stating his priority is to see TAPS succeed.

- IV. ORGANIZATION AND MEMBERSHIP OF THE BOARD OF DIRECTORS – Chairman Chris Hill stated with this agenda item, he request if the Board wishes to discuss his exit, the discussion be held in Open Session. Board Member Bill Magers stated he was confused with the dynamics of this Board. He stated he doesn't know how a City Council Member for McKinney can serve both the City and TAPS' best interest.

Board Member Steele stated TAPS needs a cohesive Board and noted he feels Chairman Hill has somewhat of an ego. He also voiced is disappointment that Chairman Hill used an issue about agenda items to be a divisive measure between the Chairman and Vice-Chairman. He noted when Chairman Hill is displeased, the bully in him comes out. He went on to clarify that not one Board Member has asked the Chairman to resign, but stated a Chairman must have a mentality and mindset to manage a calm discussion.

Board Member Leon Klement stated when there was a vote taken at the November 13th meeting to go to bare bones operations, he doesn't know how Chairman Hill could voice his opposition to the reduction in service, but would rather the option be to close operations entirely. It was noted Board Member Chuck Branch voted in favor of bare bones operations.

Board Member Bill Magers stated he initially voted for Chris Hill as Chairman of this Board. However, he then read an email he received on October 9th, following the October 7th Board meeting in which Chairman Hill's behavior led to the TAPS attorney, Mr. Bachum and legal firm resigning, leaving TAPS with no legal representation.

Board Member Magers also reminded everyone of the continued support TAPS has received from Landmark Bank, but noted he was contacted by Steve Cowin from Landmark



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Bank stating he was contacted by Chairman Hill and perceived the conversation as a vail threat.

Chairman Hill responded stating both reports just provided by Board Member Magers were accurate, but he thinks the conversation with the Mr. Bachum was misunderstood. He noted during both conversations mentioned, he did tell them he was frustrated and stated he "does not feel Landmark Bank has done us any favors". Chairman Hill said the gross mismanagement of TAPS was astonishing to him, as TAPS has not followed the FTA and TXDOT rules to obtain reimbursements and he feels TAPS is "beyond saving" at this point. He noted he does not feel it is fair to tell or imply to employees "we're going to be fine". He said he feels Board Member Steele's comments were a fair assessment on his "bullying" behavior. Chairman Chris Hill then announced he was resigning from the TAPS Board and turned the meeting over to Vice-Chairman Bill Magers.

Vice-Chairman Bill Magers opened the floor for Chairman nominations. Board Member Steele nominated Spanky Carter for Chairman of the Board. Board Member Kenneth Liggitt seconded the motion. Motion passed with none voicing opposition.

- V. EXECUTIVE SESSION – Motion was made by Board Member Magers to convene into Executive Session to obtain legal advice from attorneys Bennett White and Craig Price. Board Member Kenneth Liggitt seconded the motion. Motion passed unanimously and the Board went into Executive Session at 3:32 p.m.

At 5:28 pm the Board reconvened in regular session. Board Member H.L. Compton made a motion to retain Bennett White, as TAPS legal counsel. Board Member Ken Brawley seconded the motion. Motion passed unanimously.

- VI. NEXT MEETING – The next Board of Directors meeting will be held on Monday, December 7, 2016 at 2:00 p.m.
- VII. ADJOURNMENT – Board Member Bill Magers made a motion to adjourn. Board Member Terrence Steele seconded the motion. Motion was unanimously approved and the meeting was adjourned at 5:29 p.m.



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Passed, Approved and Adopted 5/23/16

or 

Chairman, TAPS Board of Directors

Secretary, TAPS Board of Directors