

**NASHVILLE METROPOLITAN TRANSIT AUTHORITY**  
**Board of Directors Meeting**  
**March 23, 2023**

- I. **Call to Order:** The regular meeting of the Nashville Metropolitan Transit Authority (Nashville MTA) Board of Directors was held at the Tennessee State Library & Archives, located at 1001 Rep. John Lewis Way N., Nashville, TN 37219, on Thursday, March 23, 2023.
- II. **Roll Call of Persons Present:** Gail Carr Williams, Chair; Janet Miller, Vice-Chair; Walter Searcy, Member; Jessica Dauphin, Member; Mary Griffin, Member; Margaret Behm, Board Secretary; Chief Executive Officer, Stephen Bland; Chief Financial Officer, Ed Oliphant; Chief Operating Officer, Andy Burke; Chief Development Officer, Trey Walker; Chief Safety & Security Officer, Nick Oldham; Chief Communication Officer, Renuka Christoph; Chief of Staff & Administration, Vince Malone, Director of Planning & Grants, Felix Castrodad; Director of Maintenance, Carl Rokos; Director of Procurement & Business Diversity, Denise Richardson; Transit Stop Manager, D’Nese Nicolosi; and Sr. Executive Assistant & Board Liaison, Monica Howse.

A quorum was established, and Chair Gail Carr Williams called the meeting to order at 2:33 p.m.

Chair Carr Williams made an executive decision and called for the New Initiative & Community Engagement Committee to be first on the agenda to accommodate special guest, Deputy Governor and Tennessee Department of Transportation Commissioner Butch Eley.

- III. **New Initiative & Community Engagement Committee Report:** Vice-Chair Janet Miller introduced Deputy Governor and Tennessee Department of Transportation Commissioner Butch Eley who in turn presented an overview of the following:

- a. **Transportation Modernization Act of 2023 (NICE-D-23-001):** Deputy Governor & Commissioner of Transportation Butch Eley presented the following item:

Earlier this year, the Lee Administration proposed legislation in the form of the “Transportation Modernization Act of 2023.” As of this writing, this legislation is still working its way through the legislative process in front of the Tennessee General Assembly. If adopted, it would be the most significant transportation initiative at the State Level since the passage of the IMPROVE Act in 2017. Among other provisions, it would provide for the use of public-private partnerships to develop “choice lane” facilities associated with the expansion of existing roadway capacity in congested areas. The legislation incorporates provisions to allow for the free use of these choice lanes by public transportation vehicles.

Deputy Governor & Commissioner of Transportation Butch Eley said transportation is about access, mobility, and connectivity. He said that we need to start thinking outside the box by expanding technology opportunities. As technology evolves, so must our infrastructure, prioritizing research and technology advancement, like on I-24 where technology is a congestion management strategy. The I-24 motion is a step forward in innovative and outside-the-box solutions. We have to figure out how to get more throughput with the existing assets that we have. Choice lanes are the best opportunities that we have (short term) to advance transit in our urban areas.

This proposal does not propose raising the gas tax, issuing road debt, spending a disproportionate amount of funds in urban areas, to the detriment of rural areas, reducing road and bridge maintenance budget, or proposing toll roads.

Board Member, Jessica Dauphin asked if there is a way for choice lanes to be applied to state road lanes. Deputy Governor & Commissioner of Transportation Butch Eley said that this is only the beginning; the only way that this will work is by economic necessity feasibility will be the busiest and highest volume. It’s not in stature that these have to be by interstate, but the reality of the economics of the potential of what we do is going to drive this to the most

congested areas, but the benefit is, the dollars that are going to pay for that are going to be paid for by the people that are using it and that they are choosing to get into those lanes to do it; maybe not 100% but close. This will allow us to free up or leverage our existing other state dollars to do other additional projects.

Board Member, Jessica Dauphin asked who instigates the building of the lanes. Deputy Governor & Commissioner of Transportation Butch Eley said that all that is being done right now is seeking the authority from the State Legislature to be able to have a tool to do what we need to do. We will then do a deep dive and we know some projects will lend themselves to that. We will go back to Legislation with our shortlist that we are recommending and then they will approve it as a part of next year's 3-year plan to be able to advance that.

Committee Chair, Janet Miller asked if it was a sole contractor for the whole state or if would it be multiple contractors. Deputy Governor & Commissioner of Transportation Butch Eley said these projects will stand on their own.

CEO Bland asked Deputy Governor & Commissioner of Transportation Butch Eley at what point he sees in the project development process that they might engage with the transit authority, whether here or in Memphis. Butch said soon after the session. We'll need to start discussions on how we embed or infuse the transit component in these projects. He says the sooner the better. The economic feasibility that they will need to be drilling down on which ones will need to have a bit of a head start before we spend a lot of time talking about transit components for areas that aren't going to be in the mix.

Walter asked how we shrink the process from 15 years to 4 years. Deputy Governor & Commissioner of Transportation Butch Eley said that he thinks that we can cut the time in half, but we have to go through the formal, federal required process. Once we go through the RFP process, we can lay out the performance that we're expecting, and we can also put in incentives for builders to build faster.

In closing, Deputy Governor & Commissioner of Transportation Butch Eley said that he appreciates the support of all of the transit agencies and thanked CEO Bland and the Nashville MTA Board for allowing him to come and present at the board meeting.

Committee Chair Janet Miller thanked Deputy Governor & Commissioner of Transportation Butch Eley and his team for attending the meeting today.

**IV. Approval of Minutes:** Walter Searcy made a motion to approve the February 23, 2023, MTA Board minutes, the motion was seconded by Jessica Dauphin and unanimously approved by the Board.

**V. Public Comments:** Chair Gail Carr Williams opened the floor for public comments. The public was reminded that comments were limited to three minutes. The following members of the public gave public comments:

- Darius knight

**VI. Informational Items:** The following items were presented for the board members' review. If any members had questions, they were asked to reach out to the staff for the specific item. No questions or observations were raised by Members at this time.

- Monthly Financial Report Compared to Budget
- Monthly Operating Statistics
- Upcoming Procurement Projects List
- Annual Risk Assessment
- Annual Conflict of Interest Disclosure

- VII. **Consent Agenda Items:** Mary Griffin made a motion to approve the following consent agenda items and the items were unanimously approved by the board:
- Passenger Waiting for Shelter Contract Value Increase (M-A-23-007)

VIII. **Operations & Finance Committee Report:** Chair Walter Searcy presented the following items for discussion or action:

- a. **Insurance Brokerage Services Contract Award (M-A-23-008):** CFO Ed Oliphant presented the following item for discussion and action:

Nashville MTA has utilized insurance brokerage services for many years with brokerage contracts that did not reach threshold levels in terms of contract values exceeding \$300,000 which would require board approval. In order to better control increasing insurance costs in general, the decision was made to utilize a joint RFP for brokerage services for Nashville MTA, Davidson Transit Organization, and the Regional Transit Authority requiring a fixed cost contract for brokerage services with \$0 net commission policies for all coverages for liability, property damage, workers' comp, rolling stock, director and officer plus various other insurance coverages covering all three agency's insurance needs. By requiring \$0 net commission policies, it was expected to increase broker fees due to the broker no longer having the ability to receive commissions through the insurance policies with buried commissions being paid by the customer. This would require brokers to sharpen their pencils to disclose their commission fees upfront in a fixed-price contract and compete for the business. Ultimately, this strategy is expected to reduce overall insurance costs by having fixed brokerage fees even if insurance coverage increases over time.

A solicitation was issued and advertised on January 5, 2023, on both WeGo's and Transit Talent's websites. The solicitation requested proposals for a five-year contract period. Six proposals were received by the February 6, 2023 deadline and all were determined to be fully responsive. The companies responding to the solicitation were as follows:

- Chappell Smith & Associates
- Arthur J. Gallagher & Company
- Marsh Insurance
- Alliant Insurance
- Insurica Insurance Company
- Willis Tower Watson Insurance

The evaluation criteria included company experience, the qualifications and diversity of the key personnel assigned, schedule and approach, and total cost. Based upon the evaluation scoring, the committee selected Arthur J. Gallagher & Company for insurance brokerage services as the highest-scoring proposer.

Based on the explanation above, staff requested that the Board approve the appointment of Arthur J. Gallagher as Nashville MTA's insurance broker for a five-year contract at \$90,500 per year for a cost not exceeding \$452,500 for the period starting March 23, 2023, through March 23, 2028.

Janet Miller made a motion to approve the amended Insurance Brokerage Services Contract Award, the motion was seconded by Jessica Dauphin and was approved by four of the five board members. Mr. Walter Searcy recused himself from the vote.

- b. **Vehicle Maintenance Audit (OF-D-23-002):** Director of Maintenance Carl Rokos presented the following item for discussion:

In November 2015, the first maintenance performance audit was conducted by the Transit Resource Center (TRC) of the WeGo Public Transit Fleet Maintenance program. This first audit in 2015 was part of an extensive evaluation where findings from that study indicated that

annual audits were needed to track maintenance performance over time.

Since then, it has evolved into a phased working plan for transformation within the bus maintenance department at the Nashville Metropolitan Transit Authority (Nashville MTA). Based on the initial results from the 2015 audit, the maintenance department has initiated multiple strategies for enhancement, including manpower shifts, equipment purchases, documentation processes, and training updates.

This is the seventh maintenance performance audit conducted by the Transit Resource Center (TRC) of WeGo Public Transit. This maintenance performance audit consisted of a physical inspection of 24 vehicles (16 buses and eight vans) selected at random, and a records review and fluids analysis of eight vehicles also selected at random, the same process used during previous audits. An audit of GrayLine, a contractor to WeGo, was conducted for the second time beginning last year

The WeGo Public Transit Fleet Maintenance program has annually renewed this independent audit practice with TRC to gain a better understanding of how we have performed over time this year.

The annual fleet assessment has been completed and we are pleased to report our annual progress results and next steps for improvement in bus maintenance.

There was no further discussion.

- c. **Emergency Cutaway Vehicle Procurements (M-A-23-009)**: Chief Operating Officer Andy Burke provided the following item for discussion and action:

Staff recommended that the Board provide the Chief Executive Officer's action to authorize an emergency procurement with The Bus Center for 8 replacement cutaway vehicles at a delivered per vehicle price of \$125,000 with a contingency of \$50k per vehicle for necessary technology equipment outfitting such as MDT & scheduling systems, and camera installation with an amount to not exceed a total price of \$1,400,000. Funding is currently available through grants made for this purpose by the Federal Transit Administration (FTA) under the Section 5339 rolling stock formula program, Tennessee Department of Transportation (TDOT) matching funds, and previously approved Capital Spending Plans of the Government of Metropolitan Nashville and Davidson County.

Chair Walter Searcy made a motion to approve the amended Emergency Cutaway Vehicle Procurements action item, Jessica Dauphin seconded the motion, and it was unanimously approved by the Board.

- IX. **CEO's Report**: CEO Steve Bland provided the following report:

1. Ed Oliphant and CEO Bland met with the Mayor's Office and Metro Finance staff yesterday to review our operating budget submission. The discussion was good, and they had a lot of good questions. However, in particular, CEO Bland highlighted the work of the Planning staff, particularly Felix, Justin Cole, and Hannah Schaeffer for their excellent work on the social equity tool that Metro has incorporated into their budgeting process to assure proper investment in disadvantaged communities. Metro staff commented on how particularly well that information was, and they appreciated the creativity we apply in using new approaches to examine our equity performance. Our Budget hearing before the Metro Council is currently scheduled for Tuesday, May 23 at 4:00 pm in Council Chambers and we would welcome Board participation in that hearing.
2. Speaking of the excellent work of our Planning staff in finding new and better ways to examine our services, this past month, we were recognized by ESRI, the leading supplier of geographic information systems in the world, for a "Special Achievement in GIS" Award for our applications

of GIS technology to transit planning and operations. Typically, less than 1% of the applications considered for this award receive it.

3. And speaking of our technology suppliers, we are pleased to be hosting the Annual “Think Transit” conference with our technology supplier Vontas/Trapeze in April. This conference will host about 400 public transportation professionals from around the country to attend seminars and share information about new and better approaches to how we do our business. Our esteemed Board Chair, Gail Carr-Williams has agreed to give the opening welcome to the group on the first day of the conference.
4. CEO Bland joined the Board in expressing his appreciation to Deputy Governor and TDOT Commissioner Eley for meeting with us today. We appreciate the multi-modal lens through which the Commissioner views Tennessee’s mobility landscape, and we especially appreciate the Department’s award of competitive grant funding under the Improve Act for 3 of our projects – upgrades to our customer information systems at The Elizabeth Duff Transit Center at WeGo Central, more stop and shelter improvements, and funding toward our upcoming Hickory Hollow Transit Center in Antioch.
5. NDOT continues to advance the Connect Downtown Mobility planning process. They are in the process of publishing a variety of possible scenarios for various aspects of Downtown circulation, including potential transit priority corridors. As this work becomes more evolved, they will return to this Board to discuss possible implications for our transit network.
6. Thank you to everyone who participated in our Apprenticeship Signing Day Ceremony last week, and to the folks at Apprenticeship TN in the Tennessee Department of Labor for their support in continuing to evolve our program. We signed 6 apprentices and look to continue to improve and expand the program. As we know, and as you see vividly demonstrated in this meeting, we can’t rely on our new talent to fall from the sky – we have to plant it, cultivate and grow it here.
7. We’ve been participating in a workgroup through our national trade association, the American Public Transportation on a “mid-sized bus system ridership recovery task force” to examine ways to expedite the return of ridership and services levels in the industry to pre-pandemic levels. Over the course of the last 3 years, we’ve spoken extensively about the service changes and changes in practices that we made “on the fly” in the early days of the pandemic, and those that have evolved into more permanent approaches. The task force is evidence that those efforts are paying off as a survey of 19 mid-sized bus systems reported that we ranked first in terms of the restoration of service levels after the pandemic and 2<sup>nd</sup> in terms of the return of ridership. Hats off to our service development, operations, and other staff for continuing to evolve our service based on changing markets.
8. With mixed feelings, CEO Bland reported that Chief Development Officer Trey Walker will be leaving us in the coming month for a senior position at Dallas Area Rapid Transit in Texas. He said that he appreciated Trey’s many, many contributions to our agency and its riders during his tenure here, and he’s certain that he’ll do quite well continuing to build out DART’s capacity; and he’s also certain that a lot of folks here, that he’s worked with are anxious to step up and take advantage of the opportunities that we now have for them. We will be posting the position and initiating a search in the next week.
9. On the RTA side:
  - a. Hatch Consulting continued their work on the Star Future Vision Study, and we are planning some joint planning workshops with the RJ Corman railroad.
  - b. We are engaging appraisers and engineering firms to support our negotiations with HG Hill and Southeast Venture for a joint development project at Donelson Station.

X. **Chair's Report:** Chair Carr Williams provided the following report:

Chair Carr Williams thanked Deputy Governor & Commissioner of Transportation Butch Eley for his presentation. She said that it aligns with what was talked about during our board governance session a year ago. Our strategic planning group recently met again and talked about how we become more intentional about issues that are important for this board, to better serve MTA, and how we make those connections. We're working with Board Secretary Margaret Behm on how the board interacts with staff and how we make sure that those bridges are strong. She said if anybody had any ideas about how the board spends their time to please share that information with any of the board members.

Thanks to the mechanics for the work that was done on the apprenticeship program and to Renuka and her team for the media coverage regarding the apprenticeship program. It lets us know that it has value and that it needs to be valued in our community on we're doing and how we value staff in them keeping the citizens of Nashville safe.

Gail Carr yielded the remainder of her time and introduced the training department to conduct the graduation ceremony for the current graduating class.

XI. **Other Business:** There was no other business to come before this board.

XII. **Adjournment:** With no further business, Chair Carr Williams called for a motion to adjourn the meeting, Janet Miller made a motion, Jessica Dauphin seconded the motion, and the meeting was adjourned at 4:01 p.m.

**Attested:**

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**Gail Carr Williams**  
*Chair*

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**Margaret L. Behm**  
*Secretary*