

NASHVILLE METROPOLITAN TRANSIT AUTHORITY
Board of Directors Meeting
June 23, 2022

- I. **Call to Order:** The regular meeting of the Nashville Metropolitan Transit Authority (Nashville MTA) Board of Directors was held at the Tennessee Bankers Association, located at 211 Athens Way, Ste. 100, Nashville, TN 37228 on Thursday, June 23, 2022.
- II. **Roll Call of Persons Present:** Gail Carr Williams, Chair; Mary Griffin, Member; Walter Searcy, Member; Jessica Dauphin, Member; Margaret Behm, Board Secretary; Chief Executive Officer Stephen Bland; Chief Financial Officer Ed Oliphant; Chief Administrative Officer Rita Roberts-Turner; Chief Operating Officer Andy Burke; Chief Development Officer Trey Walker; Director of Safety & Risk Management Nicholas Oldham; Director of Maintenance Carl Rokos, Deputy Chief Operating Officer-Operations Systems Dan Freudberg; Director of Planning & Grants Felix Castrodad, Procurement Business Diversity Manager and DBE Liaison Officer Rachel Johnson, Procurement Administrator Denise Richardson and Board Liaison Monica Howse.

A quorum was established, and Chair Gail Carr Williams called the meeting to order at 2:32 p.m.

- III. **Approval of Minutes:** Walter Searcy made a motion to approve May 26, 2022, MTA Board minutes; the motion was seconded by Mary Griffin and unanimously approved by the Board.
- IV. **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 had these comments:

Mr. John Bull

Mr. Bull's comments were as follows:

- Mr. Bull said that he likes that route 52 operates promptly.

Ms. Miriam Leibowitz

Ms. Leibowitz's comments were as follows:

- Ms. Leibowitz said that she is the new Concierge Manager at Vanderbilt and she appreciates that she gets the chance to continue working with colleagues from WeGo Public Transit in a different manner and to continue working to bring Vanderbilt onto the electronic validation system.

- V. **Operations & Finance Committee Report:** Committee Chair Walter Searcy presented the following consent agenda process and action items for approval:

- Monthly Financial Report Compared to Budget **(OF-D-22-016)**
- Revolving Line of Credit Renewal **(M-A-22-009)**
- MTA/RTA Contract Renewal for State WeGo Ride Services **(M-A-22-010)**
- MTA/RTA WeGo Ride Program Revenue Sharing Agreement **(M-A-22-011)**
- MTA/RTA Management Contract Renewal **(M-A-22-012)**
- MTA/RTA Contract Renewal for Regional Transit Services **(M-A-22-013)**
- Liability Insurance Renewal **(M-A-22-014)**
- State WeGo Ride Contract Renewal **M-A-22-015**
- Contract for Lease & Purchase of Copiers, Printers, Scanners, & Related **(M-A-22-016)**
- Monthly Operating Statistics **(OF-D-22-017)**
- Upcoming Procurements Projects List

Chair Searcy first asked if there were any items on the consent agenda that needed to be pulled for discussion. There were no items requested to be pulled for discussion.

Second, Chair Searcy mentioned that a consent agenda process had been recently suggested at the Board Governance workshop, and he asked if board members were ready to adopt this new process. Mary Griffin made a motion to approve the consent agenda process, Ms. Jessica

Dauphin seconded the motion, and the new consent agenda process was unanimously approved by the Board.

Lastly, Mary Griffin made a motion to approve all consent agenda items that required action, Ms. Jessica Dauphin seconded the motion, and all action items were unanimously approved by the Board

Chair Searcy proceeded and introduced the following items for discussion and action:

- a. **Real Estate Brokerage Services (M-A-22-017)**: CAO Rita Roberts-Turner and CDO Trey Walker presented the following:

The nMotion strategic service plan identified a critical need for new bus stop improvements, transit centers, and park and ride lots to expand and improve service. To facilitate the ability to identify available and suitable properties for lease, purchase, or easement, the Agency sought the services of a commercial real estate firm to support location analysis and property acquisition negotiations. Historically, property transactions of this type were undertaken on a less formal basis, with agency staff taking the lead role in identifying appropriate properties. This is becoming less viable as the volume and complexity of projects have increased.

The notice of the Request for Proposals (RFP) was published on the WeGo and Transit Talent websites, and in the B2G procurement notification system on March 16, 2022. The RFP was also sent directly to 25 firms in Nashville specializing in commercial real estate. Four (4) firms participated in the pre-proposal meeting on March 28th. Two of the firms determined not to submit a proposal. The remaining two firms, Jones Lang La Salle Americas (JLL) and SVN/The Genesis Group (SVN), a certified DBE African-American male-owned firm, combined in a 75% prime 25% DBE subcontractor relationship to submit a proposal on the due date of April 22, 2022. In subsequent discussions with the firms that did not respond, the current volume of work, resource constraints, and concerns about process length brought about by the regulatory environment in which the MTA operates were cited as reasons for declining the opportunity. Negotiations focused on hourly rates and commission basis. Services are expected to fall into two primary areas: (1) support for location analysis of various Authority properties and facilities, which would be billed on an hourly basis based on professional specialties; and traditional real estate brokerage services for leased and purchased properties that move to close based on a traditional real estate commission structure. The Procurement Department determined that the negotiated rates were fair and reasonable and comparable to similar consulting services and commercial real estate industry fee proposals. For property acquisition services, the commission structure is based on a sliding scale with declining incremental percentage commissions on higher values of the property.

This will be a task-order-based contract. For each assignment, the JLL team will provide a proposal based on the contractually agreed-upon rates for property searches. Should the team succeed in identifying a property that WeGo acquires, the contract identifies commission rates that will be paid if the commission is not part of the overall acquisition negotiation. These rates are competitive when compared to other public agency commercial real estate contracts.

Staff requested the Board provide the Chief Executive Officer the authority to enter into a contract with Jones Lang LaSalle Americas, Inc. to provide Real Property Acquisition Services for a not-to-exceed value of \$1.5 million with a duration of three years plus two one-year extension options. Funds authorized under this resolution will be assigned primarily to location analysis services. Commission fees for properties that close in a lease or purchase agreement will be separately identified and authorized in future Board actions authorizing specific property acquisitions. The contract will be funded with a combination of federal, state, and/or local funds to be determined based on a specific project assignment.

The NICE Committee recommended the Board approve the Real Estate Brokerage Services action item and it was unanimously approved by the Board.

There was no further discussion.

- d. **2021 Annual Bus Maintenance Audit (OF-D-22-018)**: Chief Operating Officer Andy Burke and Maintenance Director Carl Rokos presented the following 2021 Bus Maintenance Audit Update:

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 purchase, 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.

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.

Mr. Rokos and Mr. Burke reported that the average number of defects per bus continued to decline this year, at just over 7.5 average defects per bus. This represents a decline of about 10% from the prior year, and is particularly noteworthy given (1) our ongoing workforce shortage, particularly related to Technicians; (2) the fact that there were no deliveries of new buses in the year between audits; and (3) the level of "Class A" defects (those that require we remove a bus from service) dipped below 1.0 for the first time since the audit practice began.

Jessica Dauphin asked if auditors look at the entire fleet during the audit; Carl Rokos said we give them a full list for them to pull from, but they randomly select around 10% of the fleet. CEO Bland said that it is stratified between heavy-duty buses and accessible vans.

Mary Griffin said that she continues to appreciate all of the hard work performed by the staff. Additionally, she said that she recently took a tour of the Nestor facility and said it gave her a better sense of operations. She asked if there was anything that the staff needed and asked them not to hesitate to reach out to board members. COO Andy Burke asked the board members to be open-minded on future requests that will be presented at future board meetings.

Jessica Dauphin thanked the operations team for the great work on the class A & B findings.

There was no further discussion.

- e. **Disadvantaged Business Enterprise (DBE) Program Update (OF-D-22-019)**: Procurement Business Diversity Manager & DBE Liaison Officer Rachel Johnson presented the following:

At the September 2021 Board meeting, staff presented the Triennial DBE goal and methodology for October 2021 through September 2023, which is an element of the DBE Program. As for the DBE Program itself, resubmission to the Federal Transit Administration (FTA) is not required unless there are updates to federal requirements and/or a change of DBE Liaison. Staff provided an outline of major updates to the DBE program as part of our continued commitment to regularly update the Board on our diversity initiatives.

Major Updates to the DBE Program:

With the implementation of our automated Business Diversity Management System, we can efficiently monitor DBE payments and process certifications. This system also eliminates manual collection and storing of hardcopy files. Updates to the DBE Program are as follows:

Monitoring:

- The following information about the automated Business Diversity Management System has been added to the DBE Program:
 - Vendor registration
 - Automated DBE Certification process
 - Certified vendor search through the Tennessee Uniform Certification Program (TNUCP)
 - Contract compliance monitoring
- Monitoring Prompt Payment to DBE contractors - Payment terms have been moved up from 30 days to 15 days.
- Monitoring real-time achievements of DBE contract commitments

DBE Liaison Designation:

- Rachel Johnson, Procurement Business Diversity Manager, has been designated as the DBE Liaison Officer. In that capacity, Rachel Johnson is responsible for implementing all aspects of the DBE program.

The Business Diversity Office will continue to provide regular updates of our plans to increase the awareness and visibility of procurement opportunities among small, minority, and women-owned firms fostering diverse partnerships. We will continue an upward trend through increased outreach, one-on-one technical assistance, MTA-hosted vendor training events, and constant communication with other organizations and the vendor community.

Gail Carr Williams asked how we tracked subcontractor payments. Rachel Johnson said a prime contractor is required to acknowledge receipt of payment from WeGo in the new system, and the subcontractor must confirm and, or dispute payment from the prime contractor in the same system. Overall, we only track payments, but it is the prime contractor's responsibility to pay subcontractors promptly.

Jessica Dauphin thanked Rachel Johnson for an outstanding presentation and said that WeGo should celebrate the fact that we have increased our spending from 6% to 20%.

VI. New Initiative & Community Engagement Committee Report: In the absence of Vice-Chair Janet Miller, Mary Griffin presented the following items for discussion and action:

- a. **FY23 Operating Budget Update (M-A-22-018):** Chief Executive Officer Steve Bland led a discussion on the Operating Budget Forecast with the Board:

The action item presented the proposed budget for FY2023 and was a follow-up from the May 2022 Board meeting in which we discussed relevant background information that went into the development of the FY2023 budget as well as an update of where we stand with the CARES Act, the American Rescue Plan (ARP) and the FY2022-23 Metro Nashville proposed appropriation to the MTA.

Chair Gail Carr Williams said that she knows how hard this budget cycle has been, but CEO Bland remained steadfast on the Metro Council budget hearings, and he continues to provide such quality leadership and he makes sure that MTA Board Members, staff, and the Nashville citizens have what they need. CEO Bland's presentation made it easier for all to understand, but it also helps us to see and understand the challenges that lie in front of us.

Mary Griffin said there are a lot of people that rely on us, and dedicated funding and strategic planning are a must. She asked staff to put together talking points and she'd be willing to speak with whomever to advocate for dedicated funding.

Jessica Dauphin said the best time to plant a tree was twenty years ago, and the next best time is today. Funding transit is possibly a tree under whose shade she may not sit. She said we can't just order a bus and get it in six months, it takes time. The budget cycle indicates that WeGo will face the roller coaster and stresses that come along with being dependent upon the jello wrestling match that happens year after year; and if we can't count on a base level of funding, how can we build a bigger and better future in our mobility infrastructure, it will never happen. The outcome is it breeds distrust in our ridership.

The NICE Committee made a recommendation to approve the FY23 Operating Budget Update as presented, and it was unanimously approved by the Board.

There was no further discussion at this time.

b. Adoption of the FY2023-2027 Capital Investment Plan (M-A-22-019): Director of Planning & Grants Felix Castrodad led the following discussion:

The Nashville Metropolitan Transit Authority's (MTA) Capital Investment Plan prioritizes needs, identifies funding sources, and sets timelines for MTA's capital projects over a five-year period. The plan outlines regulatory, state of good repair, and growth and expansion need that guide the Authority's future project development activity. Generally, projects identified in the first year of the plan are relatively firm in scope and budget while projects in out-years are likely more conceptual.

Staff is presenting a recommended Capital Investment Plan for the period of FY2023-2027. Investments totaling approximately \$47.6 million are recommended in Year One (FY2023) of the plan, with a total project investment recommendation of \$261.7 million over the life of the plan. Projects identified in Year One have access to full funding. Staff projects a balanced capital budget over the full 5 years while being relatively conservative in estimating future resources.

Mary Griffin said that she appreciated the level of detail provided in today's presentation. Also, this is the type of presentation that we might consider presenting quarterly.

The NICE Committee made a recommendation to approve the Adoption of the FY2023-2027 Capital Investment Plan and it was unanimously approved by the Board.

There was no further discussion at this time.

VII. CEO's Report: CEO Steve Bland provided the following report:

1. Following up on the Board Governance workshop, Doug Eadie will have a draft outline for discussion with our Steering committee next week. We expect to schedule a Steering Committee (Gail Carr Williams, Janet Miller, Margaret Behm, and CEO Bland) meeting to discuss sometime in early July.
2. With respect to the North Nashville Transit Center, construction bid documents will be received in July, and we are anticipating the August Board award. We are also out to bid for proposals for art curation at the Center to support oversight of the cultural programming at the center – visual art, historical exhibits, etc. Many thanks to CAO Rita Roberts-Turner for spearheading this effort. Finally, the Board's recommendation to name the Center after Rip Patton and rename WeGo Central after Elizabeth Duff was turned into ordinance language and passed Metro Council on first reading this past Tuesday. These will now be passed on to committees for further consideration. We were pleased that Council Members Suara, OConnell, Porterfield, Styles, Toombs, Vercher, Gamble, and Taylor all co-sponsored this legislation.
3. Council also took up two other important pieces of business this week. The first was the adoption of the FY2022-23 Metro Operating Budget. As reported earlier, the Council amendment did reduce the Mayor's recommended appropriation to WeGo by \$1 million, but our overall increase was still significant. Members O'Connell and Sledge in particular raised specific concerns about what this action implies with respect to the City's commitment to a robust public transportation network. When asked, CEO Bland indicated that we could sustain

the change in FY2022-23 without compromising the service improvement plans, we would need to continue to see substantial increases in future years to sustain progress on advancing the Metro Nashville Transportation Plan.

4. All these actions by Council were, of course, important. However, none were more important than their unanimous decision to reappoint our esteemed Chair, Gail Carr-Williams to another 5-year term. CEO Bland thanked Metro Council and Gail Carr Williams!
5. CEO Bland said that we continue to be heavily involved with NDOT, the Mayor's Office, and Metro Planning on advancing mobility plans associated with pending East Bank development. The northern segment of this alignment will be moving fairly quickly, as Oracle is rapidly advancing plans for their campus with an expectation to break ground next year.
6. Work continues on the Connect Downtown mobility study. A number of our Operations, Safety, and Planning staff are scheduled to meet with the project consultants in early July concerning potential transit priority strategies.
7. We were pleased to be notified this month by TDOT that we have been awarded a \$3.2 million Congestion Mitigation and Air Quality Grant for the development and construction of the Hickory Hollow Transit Center. This is the first in what we anticipate will be a series of funding sources we seek to build out this project. We are participating with Metro Planning on a broader planning study of the Global Mall revitalization district to further plan for this facility and engage the public. He thanked and acknowledged Transit Planner Hannah Schaeffer and the Planning staff for leading the engagement in this effort.
8. CEO Bland thanked Renuka Christoph and the Marketing & Communications team, Board Chair Gail Carr Williams, Mayor Cooper, and partners for helping to launch the WeGoCation initiative. He said it's another string of positive events that Renuka Christoph has initiated to get riders back. CEO Bland said that he's beginning to receive a lot of positive feedback, including from a couple of friends who took advantage of the deal to visit the Frist and the Zoo. CEO Bland said that he was unable to attend the event due to exposure to COVID.
9. We've been working quite a bit with NDOT on a number of projects, including their Vision Zero plan. We had a productive meeting to work toward the resolution of the Fairgrounds bus stop issue, CEO Bland said that he was hopeful that Trey Walker and the development team will be able to work with NDOT on a design that can get this project back on track.
10. On the RTA side:
 - a. Gray Line, one of the other commuter bus subcontractors to the RTA has been able to reinstate more service as their operator shortfalls have eased up a bit, although we still have 2 routes that are running less than full service.
 - b. We received 7 proposals on a future visioning study for the WeGo Star. With changing commute patterns post-pandemic, and various growth and development opportunities along the Star corridor, we thought it was time to take a step back and assess the future direction of the Star. Although the study is specifically targeted at the Star, we do expect many of its findings to be more broadly applicable to all regional markets as begin to update the nMotion Plan later this year.

CEO Bland availed himself of questions and there were none at this time.

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

Chair Carr Williams thanked Metro Council, CEO Bland, The MTA Board Members, and the WeGo staff for the opportunity to serve another 5-year term as Board Chair. She said that this is a transformational time and we're all living our lives a bit differently than we thought we would. She said that she was grateful for the confidence that everyone had in her leadership and that she was proud to serve and honor her dad's legacy. She also thanked CEO Bland, CAO Rita Roberts-Turner, and Director of Legislative Eric Beyer for being present and showing their support at the Metro Council meeting.

Chair Carr Williams said that she really liked the consent agenda process and all of the presentations presented at the meeting; particularly, the budget presentation.

Gail Carr Williams recognized Dr. Gill Wright, the Director of the Metro Nashville Public Health Department. Dr. Wright rose to the podium to recognize WeGo Public Transit (and specifically Director of System Safety and Risk Management) with an award for outstanding contributions in the fight against Covid-19. Nicholas Oldham received the award on behalf of the agency.

Lastly, Chair Carr Williams yielded the floor to Director of System Safety and Risk Management Nick Oldham to honor employees who have served 10, 15, and 20 years of service with no preventable accidents. Safety Manager Earl Rhodes and Safety Supervisor Bobby Irvine pinned each of the recipients, pictures were taken, and the audience gave all recipients a standing ovation. Receiving recognition were (for safe driving between 10 and 15 years) Gordan Dobbins, Eric Rager, and Jeffrey Stader. For safe driving between 15 and 20 years, Davide Pierre-Paul, Priscilla Barcou, Bobby Starkey and Adrell Stringer. For safe driving between 20 and 25 years, Darryl McAdoo.

Chair Carr-Williams thanked all of the Operators for their outstanding records, and their service to the passengers of WeGo Public Transit.

- IX. **Other Business:** There was no other business to come before the Board at this time.
- X. **Adjournment:** With no further business, Chair Carr Williams called for a motion to adjourn the meeting, a proper motion was made and seconded and the meeting was adjourned at 4:38 p.m.

Attested:

Gail Carr Williams
Chair

Margaret L. Behm
Secretary