



MINUTES
EXECUTIVE COMMITTEE MEETING
REGIONAL TRANSPORTATION AUTHORITY
August 17, 2022

- I. **Call to Order:** The regular meeting of the Regional Transportation Authority of Middle Tennessee (RTA) Board of Directors was held at the Tennessee State Archives & Library, located at 1001 Rep. John Lewis Way N., Nashville, TN 37219 on Wednesday, August 17, 2022. A quorum of the full Board was not established so the RTA Executive meeting was called to order at 9:33 a.m. by Chair, Mayor Randall Hutto.

Executive Committee Members in Attendance:

Mayor Randall Hutto – Wilson County
Mayor Paige Brown – City of Gallatin
Mayor Ken Moore – City of Franklin
Mayor Rick Bell – City of Lebanon
Mayor Billy Vogle – Robertson County
Mayor Anthony Holt/Mayor John Isbell – Sumner County
Ed Cole – Davidson County (Gov. Appt.)
Ken Davis – Wilson County (Gov. Appt.)

Others Present:

Mayor Jamie Clary – City of Hendersonville
Andy Barlow – City of Mt. Juliet (Alt.)
Jim Kerr – City of Murfreesboro (Alt.)
Mayor Mike Callis – City of Portland
Gerald Herman – City of White House (Alt.)
Diana Alarcon – Davidson County (Alt.)
Mayor Jim Durrett/Mayor Wes Golden – Montgomery County
Mayor Bill Ketron – Rutherford County
Ed Elam – Rutherford County (Alt.)
Mayor Rogers Anderson – Williamson County
Ray Render - Congressman John Rose Office - 6th District, TN
Derrick Free – Gray Line of TN

II. **Approval of Minutes:**

Mayor Ken Moore made a motion to approve the June 15, 2022, MTA Board minutes; the motion was seconded by Mayor Rick Bell and unanimously approved by the Executive Committee.

III. **Public Comments:**

Ms. Jessica Dauphin's comments were as follows:

- Ms. Jessica Dauphin, President of the Transit Alliance of Middle Tennessee said that she is supporting the efforts of the board to figure out how to meet the new, post-COVID demand for transit around the region in this new work from home environment.

- Jessica Dauphin said the Transit Citizen Leadership Academy scheduling is underway; TCLA 24 starts on Wednesday, September 7, 2022, and will be held in person at 500 11th Avenue N., Ste 200, Nashville, TN 37203, with a graduation ceremony to be held on October 19, 2022. She thanked members of the board for supporting the work of Transit Alliance and stated that if anybody knew of individuals that wants to be a part of the Leadership Academy to direct them to their website to sign up.

IV. Finance Committee Report: Mayor Anthony Holt presented the following:

- Monthly Financial Report Compared to Budget (R-D-22-024):** The Monthly Financial Report Compared to Budget for the month of June 22 was included in the board packet for review purposes but was not verbally discussed at the board meeting. If any board members have questions with respect to the statements, they were asked to reach out to Chief Financial Officer Ed Oliphant for clarification and additional information. No one raised any questions during the meeting.
- Debt Obligation Notification (R-D-22-025):** Chief Financial Officer Ed Oliphant presented the following:

At its June 15, 2022 meeting, the RTA Board authorized the renewal of its line of credit with Fifth Third Bank for up to \$5 million effective July 1, 2022. While we continue to reduce the frequency of need to utilize the line, it is difficult to forecast the availability of future federal grant funding. Consequently, we believe it is imperative to renew the line of credit in order to ensure timely cash flow for expenses. RTA uses a portion of its grant funding to pay the capital cost of contracting operating costs and there are numerous times that the federal government has delayed the release of funding causing cash flow issues. The State of Tennessee Comptroller's Office also requires any public entity to submit a report of debt obligations to be filed within 45 days of entering into any debt agreement. It must also be presented to the Governing Body of the public entity and be included in a public meeting. A copy of the submission, which is included for reference, was filed with the Comptroller's Office on July 13, 2022, and we received an acknowledgment of acceptance from the Comptroller's office on July 25, 2022.

On July 1, 2022, we entered into a Revolving Credit Promissory Note with Fifth Third Bank for \$5.0 million with an expiration of the note on June 30, 2023. This note is needed to cover our cash flow needs throughout the year. The terms of the loan are as follows:

Term	1 year
Maturity Date	June 30, 2023
Interest Rate	Variable – Prime minus 1.8%
Legal Fees	\$1,300 paid to Butler Snow Law Firm representing Fifth Third Bank
Non-Use Fee	7.5 basis points on the daily unused principal amount of the Note, charged quarterly. Maximum fee will not exceed \$3,750.

As soon as we receive any designated grant funds, any related outstanding loan will be paid down to minimize our interest expense.

- Real Estate Brokerage Services (R-A-22-019):** Chief Development Officer Trey Walker presented the following:

Staff requested that 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 lease or purchase agreements 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 the specific project assignment.

Mayor Ken Moore made a motion to approve the Real Estate Brokerage Service action item; the motion was seconded by Board Secretary Ed Cole and unanimously approved by the Executive Committee.

V. Operations Committee Report: Committee Chair Mayor Rick Bell reported the following for discussion:

a. Monthly Operating Statistics (R-D-22-026): Chair Bell asked Chief Operating Officer Andy Burke to review the RTA Monthly Dashboard Report through the month of June 2022 with the Executive Committee. Mr. Burke provided a brief overview and availed himself for questions and there were none at this time.

VI. CEO's Report: CEO Bland provided the following report:

1. In prior months, we've reported on a Request for Proposals we issued to examine possible future directions for the WeGo Star in light of the limitations posed by Positive Train Control requirements and the changing commuter market. We are pleased to say that the RFP got widespread attention, and we received 7 proposals from some very qualified consulting teams. While we had hoped to have a recommendation to you by now, the volume and comprehensiveness of the proposals has pushed this back. We will be scheduling interviews in the next month, and I think it's now reasonable to expect we'll be making a recommendation at the October meeting.
2. We finished some minor lot improvements at Lebanon and Martha Stations over the past few months. We will be doing some cosmetic upgrades to the glass in the shelters at both stations in the coming months.
3. Our capital plan includes the installation of video surveillance cameras at our Star Park and Ride lots. We have conducted sitework to identify camera locations and are currently soliciting bids for the installation of conduit to connect the cameras and central communications. The cameras have been ordered from our vendor.
4. The Star operated special event service for the 4th of July Fireworks and Music City Grand Prix. Ridership to the Fireworks was 700 while ridership to the Grand Prix was 79. Once again, this year, the Tennessee Titans will be partnering with us to have the Titans Express Trains run to all 8 of the regular season Titans home games.
5. Following completion of the rehabilitation of all 4 of our locomotives, we had sent Unit 120 out for repairs to accident damage that had occurred in a crossing accident shortly after its rehab was completed. Those repairs are now complete, and the locomotive is on its way back to Nashville.
6. In June, we received an unsolicited proposal in accordance with the RTA Board adopted policy for such things. The proposal was from a joint venture comprised of HG Hill and Southeast Venture to undertake a joint development of the Donelson Station with RTA. Following internal review, we found the proposal to have significant merit, and will be publishing our receipt of the proposal in our newspapers of record tomorrow to see if there are any other interested parties in accordance with the regulations that we follow from

USDOT. If no other interested parties come forward by September 20, we anticipate that we will recommend that the Board award a period of exclusive negotiation with this development team at your October meeting.

CEO Bland concluded his remarks and was available for any questions from the floor and there were none at this time.

VII. Chair's Report: Mayor Hutto acknowledged and thanked retiring/outgoing board members for their years of service and commitment to the RTA Board. He also acknowledged and welcomed new and reappointed members to the Board. The list of is as follows:

Retiring/Outgoing Board Members:

- Mayor Anthony Holt (Sumner County)
- Mayor Bill Ketron (Rutherford County)
- Mayor Jim Durrett (Montgomery County)

New Board Members:

- Mayor John Isbell (Sumner County)
- Mayor Joe Carr (Rutherford County)
- Mayor Wes Golden (Montgomery County)
- Mayor JT Smith (Ashland City)
- Mayor Rusty Moore (Belle Meade)

Reappointed Board Members:

- Mayor Billy Vogle (Robertson County)
- Mayor Rogers Anderson (Williamson County)

In conclusion, Mayor Hutto said that he would be available after the meeting for those that wanted tickets to the Speedway Race that was coming up in a couple of weeks.

VIII. Adjournment: With no further business, Mayor Hutto called for adjournment, a proper motion was made and seconded, and the meeting was adjourned at 10:04 a.m.

Respectfully submitted:

Ed Cole, RTA Secretary &
Davidson County Governor Appointee