

**NASHVILLE METROPOLITAN TRANSIT AUTHORITY**  
**Board of Directors Meeting**  
**September 22, 2022**

- I. **Call to Order:** The regular meeting of the Nashville Metropolitan Transit Authority (Nashville MTA) Board of Directors was held at the Music City Center, located at 201 Rep John Lewis Way S, Nashville, TN 37203 on Thursday, September 22, 2022.
- II. **Roll Call of Persons Present:** Gail Carr Williams, Chair; Janet Miller, Vice Chair; Walter Searcy, Member; Jessica Dauphin, Member; Margaret Behm, Board Secretary; Chief Executive Officer Stephen Bland; Chief Operating Officer, Andy Burke; Chief Development Officer, Trey Walker; Chief Financial Officer, Ed Oliphant; Director of Maintenance, Carl Rokos; Deputy Chief Operating Officer-Operations Systems, Dan Freudberg; Director of Planning & Grants, Felix Castrodad; Director of Marketing & Communications, Renuka Christoph; Director of Procurement, Denise Richardson; and Capital Grants, Administrator Billy Higgins

A quorum was established, and Chair Gail Carr Williams called the meeting to order at 2:35 p.m.

- III. **Approval of Minutes:** Board Secretary Margaret Behm proposed that the first sentence under the Pension Plan item on Pg. 2/Section E. be removed from the minutes. She said the first sentence didn't reflect what the Board's responsibilities and obligations were. Walter Searcy made a motion to approve the August 25th MTA Board minutes with the revisions stated above; the motion was seconded by Vice-Chair Janet Miller 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:

**Darius Knight**

Mr. Knight's comments were as follows:

- Mr. Knight asked the management staff and supervisors to take the time to speak and appreciate staff and operators
- Mr. Knight asked if we could remove the Nabi buses from service, if possible.
- Mr. Knight asked the staff to do a better job of communicating with customers and responding promptly.

- V. **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.
- Monthly Financial Report Compared to Budget
  - Upcoming Procurement Projects List

- VI. **Consent Agenda Items:** The following items were presented for action:

- Resolution for FY2023 Annual Grant Applications

Walter Searcy made a motion to approve these items and the motion was seconded by Jessica Dauphin and unanimously approved by the Board without further discussion.

- VII. **Operations & Finance Committee Report:** Committee Chair Walter Searcy presented the following for discussion and action:

- a. **Monthly Operating Statistics (OF-D-22-021):** Chief Operating Officer Andy Burke provided the monthly operating statistics through July 2022.

Mr. Burke reported that, although the Monthly Operating Statistics are typically included in the Board packet as an informational item only, this month's report marked the start of a new fiscal year and a reformatting of the report based on past discussions with the Committee. He

directed Members' attention to the glossary behind the report for definitions of the new metrics.

In general, several of the prior reported items have been condensed to allow for the addition of new metrics that are more pertinent to current issues, such as the status of operations staffing and progress on increasing the number of sheltered bus stops. Other metrics have been modified to reflect standard industry practice to allow for better benchmarking.

KPI goals have been removed for the time being. Previously established goals must be modified to reflect the post-COVID operating environment, and newly created KPIs need new goals. Staff is working on establishing recommendations for new goals using a combination of past performance, current trends, benchmark performance at similar agencies, and industry standards (where available). We appreciate the Board's input into the process used to establish these goals.

System-wide, we are now 4/5ths of the way back to our pre-pandemic ridership levels. These ridership gains have led to corresponding increases in productivity on both fixed route and paratransit (Access) services in terms of passengers carried per vehicle revenue hour.

Most other measures have remained relatively steady year over year, with accidents and on-time performance being exceptions.

Regarding safety statistics, increases in traffic and construction in combination with a relatively large number of newer operators appear to be contributing to increasing collisions, but it should be noted that the overall numbers are relatively small and year-over-year changes can be affected significantly by a handful of incidents.

On-time performance declines due to a return to pre-covid traffic volumes are to be expected, but as noted in previous months' reports, our performance in this area is still a bit higher than long-term norms.

Andy Burke concluded by welcoming the input of the board members.

Jessica Dauphin thanked the staff for hearing their suggestions and for seeing those changes in the updated reports. Janet Miller emphasized the importance of establishing performance goals for each of the relevant metrics.

Ms. Dauphin asked about the decline in performance for miles between roadcalls for the Access fleet specifically, and inquired if it was related to the supply chain challenges we were having in obtaining new vehicles. Mr. Bland said that this was certainly a major contributing factor, as well over half of the Access fleet is now over its useful life. There was a general discussion on the arrival of the cut-away bus fleet. 3 are expected in October and the other 3 will be by the end of the year. Based on prior Board approvals, the agency has ordered an additional 65 buses, but CEO Bland said that we can expect delays as long as a year from now, or even more.

There were no additional questions or further discussions at this time.

- b. MTA Pension Plan Guaranty Agreement (M-A-22-032):** Chief Financial Officer Ed Oliphant presented this item for discussion and action.

At the August 2022 Board meeting, the Board had a very good discussion surrounding the attached proposed Agreement defining the role of the MTA as guarantor of the Disability and Retirement Plan of Davidson Transit Organization (DTO) and Local 1235 of the Amalgamated Transit Union (ATU). The Agreement emphasizes that the Board is not a fiduciary of the Plan or the Plan participants and has no oversight of the plan, but rather as the guarantor will receive periodic updates, no less than annually, as to the financial status of the plan, and any underlying unfunded liability should the plan be terminated. The proposed Agreement, put together by Margaret Behm and the pension attorneys, also explains the process when necessary to adopt any amendments to the Plan requiring the signature of the CEO of MTA.

The Operations & Finance Committee recommended that the Board approve the proposed Agreement between MTA, DTO, and the ATU and authorize the CEO to execute the MTA Pension Plan Guaranty Agreement and it was unanimously approved by the Board without further discussion.

- c. **Pension Plan Amendments (M-A-22-033)**: Chief Financial Officer Ed Oliphant presented this item for discussion and action.

Last month the MTA Board reviewed its role as guarantor of the Disability and Retirement Plan ("Plan") of Davidson Transit Organization (DTO) and Local 1235 of the Amalgamated Transit Union (ATU). The Plan is amended from time to time for various reasons. The Pension Agreement outlines that the amendments are to be presented to the MTA Board for approval so that it is aware of whether the amendments have a financial impact on the Plan and the Board can authorize the CEO to sign the amendments as the guarantor of the plan. The Pension Agreement was developed to ensure that the board is made aware of any amendments since MTA is the guarantor.

There were two amendments presented in this action item and both of which have no financial impact on the Plan and have been reviewed by Margaret Behm, MTA's attorney.

The first amendment is administrative in nature for the purpose of clarifying Article 14 of the Plan which deals with service crediting rules for rehired employees who wish to rejoin the pension plan.

The second amendment is needed to add a designated beneficiary form that the Plan can utilize in the absence of a surviving spouse should the deceased retiree be due any return of contribution.

The Operations & Finance Committee recommended that the Board approve both amendments to the Pension Plan summarized above and authorize the CEO to sign the amendments as the guarantor of the Plan. and it was unanimously approved by the Board without further discussion.

Ed Oliphant and Margaret Behm were available to answer any questions board members may have. There were no questions or further discussions at this time.

- d. **Amendment to Capital Improvement Plan and Construction Contract Award for the Dr. Ernest Rip Patton, Jr. North Nashville Transit Center (M-A-22-034)**: CDO Trey Walker and Director of Procurement and Business Diversity Denise Richardson presented the following item for discussion and action.

Staff requested the Board approve the two related actions: First, the Staff requested the Board approve an amendment to the Authority's Capital Investment Plan, increasing funds allocated to ongoing projects by \$7,063,755 and reducing the amount projected for unobligated carryover balances by the same amount. This will not affect the budget or schedule for other capital improvement plan projects, as these funds are derived from previously completed projects that came in below budget and from unobligated balances. Second, the Staff requested the Board provide the Chief Executive Officer the authority to enter into a contract with ICF Builders Inc./Megen JV in the amount of \$10,887,142 and a project duration of 480 days. Staff also requests approval for a contingency sum of an additional \$1,635,000 which will be used solely at the Agency's discretion to address change orders that are determined to be in the best interest of completing the project, for a not-to-exceed total construction project budget of \$12,522,142. The construction project budget is funded with a combination of federal, state, and local funding sources. The net impact of these actions will be to reduce the carryover balance in the capital investment plan from \$47,658,087 entering FY2023 to \$38,649,893 and reduce the carryover balance at the end of the plan (FY2027) from \$47,524,467 to \$40,460,812. The approximate final estimated funding shares are as follows: Federal (Section 5307 Formula Funds, Surface Transportation Block Grant, and USDOT

HOPE Grant funds) – 47%; State (Improve Act Transit Capital Funding) – 31.8%; Metro Nashville Capital Spending Plan Funds – 21.2%.

The Operations & Finance Committee recommended that the Board approve the Amendment to Capital Improvement Plan and Construction Contract Award for the Dr. Ernest Rip Patton, Jr. North Nashville Transit Center, and it was unanimously approved by the Board without further discussion.

**VIII. New Initiative & Community Engagement Committee Report:** Vice-Chair Janet presented the following item for discussion:

- a. **East Bank Vision Plan Overview (NICE-D-22-020):** Ms. Miller asked that Jessica Dauphin provide an overview of the East Bank Planning workshop hosted by the committee earlier in the week. Ms. Dauphin reported that she thought Metro Planning did an excellent job addressing community concerns of connectivity, neighborhood character, and mixed-uses in the plan. She said Metro Planning's overall vision was great, and the specific integration of transit into the plan prior to development should be commended by this agency.

Board Secretary Margaret Behm said overall she was impressed with the vision plan but had questions about how the various transportation and infrastructure improvements would be funded. As the city intends to lease public land now consumed by stadium parking for development, this represents a tremendous opportunity to generate long-term dedicated funding for public transportation. Member Mary Griffin said that transit is infrastructure just like water and roads, and not something that we go to Council with on an annual basis.

Chair Carr Williams said that she was glad that Metro Planning decided to engage with WeGo at the beginning of the East Bank vision planning stages. She said that there were discussions about social justice and equity, but she wanted to know what that meant, to whom and how we have those meaningful conversations and what that means to certain communities. We have to ask ourselves how do we be leaders and advocates with this East Bank project, and this has to be a hand-in-hand effort and everybody has to end. Lastly, she said that she and CEO Bland would work on a draft letter to submit to Metro Planning to say we support you, but here are some of our concerns and considerations that we need you to think about. She indicated that this letter would be circulated to all the Members, and we would ask you to consider signing it. (Note: A copy of the finished letter transmitted to Metro Planning is attached).

CEO Bland thanked Metro Planning Director Lucy Kempf and her staff for hosting and engaging us all. As we move from vision to plans to engineering documents and ultimately execution, WeGo will need to remain heavily engaged in detailed planning and design, particularly with respect to dedicated lanes for transit on the North South Boulevard, Stations along the Boulevard, and the proposed East Bank Mobility Hub. Further down the road, if there is consideration of an additional Cumberland River crossing that impacts the operation of our Nestor Bus Operations facility, we will need to address this displacement.

Vice-Chair Janet Miller said that Lucy Kempf is a gift to the city, and she's doing an extraordinary job with this. She said the East Bank Vision Plan is like having a blank piece of paper because there's a whole lot of surface parking over there and we can plan this like we want to plan in the future, and think about the important things like transit and dedicated funding. She loves that they are reaching out for the community's voice, but also shares in the concerns of how we pay for it.

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

1. With respect to the North Nashville project, CEO Bland thanked the board members for awarding the construction contract for this project to the joint venture of ICF Builders/Megen JV, two minority-owned firms. We are excited to work with this team, who have experience delivering high-quality projects. CEO Bland said that he was pleased and proud of the project and procurement staff for identifying and ultimately contracting with so many small and minority-owned businesses on this project. Overall, we are projecting disadvantaged business

participation in this project to exceed 43%. In addition to the minority-owned joint venture construction contractors, our public engagement consultant, construction administration team and art curation team are all minority-owned businesses. In addition to activities related to the award of this project, the design team has also been advancing necessary permits through Metro Codes, Metro Water, and NDOT. As long as we don't encounter unexpected delays in this process, we would expect to break ground in November.

2. CEO Bland thanked the members that were able to participate in the NICE Committee workshop on the East Bank this past Monday, and especially Lucy Kempf and her staff for their presentation and discussion. In addition to this meeting, he has joined Lucy at several presentations on the Vision Plan to discuss various aspects of the mobility strategy, including sessions with our Metropolitan Planning Organization, The Planning Commission, The Transportation Alliance, and the Chamber of Commerce.
3. Also related to Planning, we are collaborating with NDOT and Metro Planning on their review of development plans of several major development sites in Midtown on both sides of West End Avenue adjacent to the Beaman property. These sites would encompass several million square feet of mixed-use development, so we intend to get a safe, attractive, and functional station with good pedestrian connections into this very busy corridor.
4. As a reminder, the service changes you approved last month go into effect on October 2. There are no major changes on our fixed route system, but we are adding WeGo Link first mile/last mile connection zones in Hermitage, South Nashville, and Goodlettsville in addition to expanding the size of the Antioch zone.
5. Our ongoing challenges with the Nestor property continue, as we had a sewer collapse impact the operation of the facility this past month. Thanks to quick cooperation among our Facilities, Operations, and Procurement teams, we did deploy emergency procurement procedures to implement a temporary solution, and to stabilize the soil around the subsidence in our bus parking area. Our project team is working with our engineers and Metro Water on developing a more permanent solution.
6. Operations, Human Resources, and Training continue to step up to add to our Operator workforce. They will be providing a more detailed update on efforts at a future meeting, but earlier this week we graduated another class of 4 operators and will have over 20 entering training in the next month.
7. CEO Bland said that he recently had the opportunity to present at the Annual Conference of Tennessee Engineers in Franklin. The event has not been held since the pandemic, and it's a good opportunity to discuss the happenings in public transit with this very important group.
8. CEO Bland said earlier this month, we had the opportunity to meet with staff from the Mayor's Office, Metro Finance, and Metro Planning to review our proposals for Capital Spending Plan projects for the upcoming year. In total, we have requested approximately \$37.8 million for grant matches, replacement vehicles, expansion buses for additional Better Bus service, additional stop and shelter improvements, and transit centers.
9. Finally, on the MTA side, we resumed our Annual Bus Rodeo on August 27 with a great day and excellent participation. The results are as follows, but said that everyone who was there was a winner.

For 40-Foot Bus:

1<sup>st</sup> Place Adrell Stringer  
2<sup>nd</sup> Place Eric Liggett  
3<sup>rd</sup> Place Mark Johnson

Bus Maintenance:

1<sup>st</sup> Place Troy Willis  
2<sup>nd</sup> Place Pedro Ochoa

WeGo Access Van:

1<sup>st</sup> Place Scott Wallace  
2<sup>nd</sup> Place Wanita Whitmore  
3<sup>rd</sup> Place Jerome Horton

Access Van Maintenance:

1<sup>st</sup> Place Chris Brown  
2<sup>nd</sup> Place Francis Winston

He reported that our winners would go on to compete in statwide competition at the Tennessee Public Transportation Association Roadeo in Franklin in October.

**10. On the RTA side:**

- a. Unfortunately, last night, the WeGo Star struck a pedestrian who had walked into the right of way. Railroad personnel are cooperating in the investigation.
- b. We are currently conducting consultant interviews for the Star Future Vision Study. We have narrowed down 7 proposals to 5 firms that we are interviewing and expect to finish interviews and complete the evaluation in the next 2–3 weeks.
- c. Last month, CEO Bland reported that we received an unsolicited proposal for a joint development at the Donelson Station Property. The period for firms to offer competing proposals closed earlier this week, so the RTA Board will be considering a recommendation to enter exclusive negotiations with the developer at their October meeting.
- d. Of potential interest to Mary, with the October service changes, commuter express service will be reinstated at the Bellevue Park-and-Ride Lot, but it will be via the RTA's Dickson Express bus.

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

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

Chair Carr Williams said that this was a milestone meeting in terms of awarding construction contracts for the Dr. Ernest Rip Patton Junior North Nashville Transit Center, and that this facility will be a beacon for the North Nashville community for years to come.

**XI. Other Business:**

There was no other business to conduct at this time.

**XII. 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 3:48 p.m.

**Attested:**

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**Gail Carr Williams**  
*Chair*

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**Margaret L. Behm**  
*Secretary*