



## Minutes

### NASHVILLE METROPOLITAN TRANSIT AUTHORITY

#### BOARD OF DIRECTORS MEETING

December 17, 2015

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- I. **CALL TO ORDER:** The regular meeting of the Nashville Metropolitan Transit Authority Board of Directors was held in the Music City Central Meeting Room, 400 Charlotte Avenue, on December 17, 2015. Present were: Marian Ott, Chair; Lewis Lavine, Vice Chair; Janet Miller, Member; Gail Carr Williams, Member; Secretary Margaret Behm, and CEO Stephen G. Bland. A quorum was established and Chair Ott called the meeting to order at 1:35 p.m.
- II. **APPROVAL OF MINUTES:** Proper motion was made to approve the minutes of the November 19, 2015 Board of Directors meeting. There were no additions or corrections, and the vote of approval was unanimous.
- III. **PUBLIC COMMENTS:** Chair Ott reminded us that the Board welcomes public input and asks that comments be kept to three minutes. She then recognized the following members of the public:

**Aubrey Henry of Nashville had these comments:**

- He is concerned about the degradation of the BRT routes by that service.
- The complaint system is not adequate in any way. It is after the fact, and as far as he can tell, there is no follow-up from MTA with the customer.
- He would like to see more progress with bus shelters in the Madison area.
- He states that paying for a 30-day discount pass for a route where the bus only runs a few times a day, five days a week, does not offer much of a real value for the customer.

**John Bull of Nashville had these comments:**

- He is very pleased with the Automatic Vehicle Locator system that is in beta testing right now.
- He is pleased with the free extended service on New Year's. He states it would be better if it could run later so the food service people would be able to use it.
- Concerning the Nolensville route options that are being discussed at the public hearings, he personally leans toward the BRT lite option, but recognizes the complexity; he is just glad it is moving forward.

**Steve Rider of Nashville had these comments:**

- The commuter rail is something for cities that are very dense, and we don't have that in Nashville.

- Concerning the settlement today on the litigation, he thinks it really could have been handled better.

**James Thomas of Nashville had these comments:**

- Last month, he was on a bus that was hit in the back. He was sitting up front behind the driver. He thought the driver and supervisors handled this well.
- He reported a number of issues with Route 12 Nolensville Pike, and the Route 72 Edmonson Pike on both the Wallace and Grassmere loops.

**Peter O'Connor of Nashville had these comments:**

- There are some drivers who have a tendency to go up and down on the gas pedal that makes the bus jerk forward and jerk back and can cause motion sickness for riders.
- The bus shelter at Whispering Hills apartments on Harding Place, which is right at Tangle Wood Court, serves people who are physically challenged and elderly, and they have no place to sit, no shelter, while they wait for a bus.
- He is still seeking an alternative route become part of the regular route for the Route 12 Nolensville Pike so that the bus does not get hung up at that train track.

There were no other public comments at this time.

- IV. TRANSPORTATION COMMITTEE:** Committee Chair Janet Miller reported there were no action items this month. They continue to work on the dash board document. She is hopeful that by January they can get that set at the right level, with the right graphs. The annual goals need to be re-evaluated, and they will be working on those. Getting these things set will allow the reports to be consistent moving forward.

The committee noted they are seeing a slight year-over-year ridership decline that seems to be across the board. They discussed the possibility of this being a national trend, and what could be the causative factors. Uber and Lyft can, and will, definitely impact ridership. The committee's strategy is to try to partner with them, rather than view them as competition. As has been discussed before, the lost park & ride lots have also impacted ridership. The committee does not see the decline as dramatic, but it is something to which they will be paying attention.

The safety report, which had a spike in accidents that was really appreciable, was also a focus of the committee. The majority of those accidents are for drivers with less than one-year experience. The Board is very interested in the training and retraining protocols. They want to be sure that when accidents happen, these drivers are getting appropriate re-training so we can minimize these occurrences. Ms. Miller stated that the Board believes that even one accident, no matter how minor, is one too many.

- V. FINANCE COMMITTEE:** Chair Gail Carr Williams reported that there is a new process for budgets from the Mayor's Office. That is still being vetted, and we are learning more about what we will do with it. The beginning part is a questionnaire that the Mayor's Office sent to our staff for consideration and response. We reviewed it at our meeting, and it presents to us where we want to be now and where we want to be in five years. It is a reflective budget and consistent with where we are as a Board as we talk about where we are and where we want to be operationally, and in terms of our capital projects. We will talk in depth at our January committee meeting

about what our budget should look like, not just for the next fiscal year, but planning into the future as well.

- a. **ARCHITECTURAL, ENGINEERING DESIGN, AND CONSTRUCTION PROJECT SUPPORT SERVICES (A-15-020)**: The Nashville MTA and RTA participated in a joint procurement for professional architectural and engineering (A&E) services. Nashville MTA would like to retain a qualified professional A&E firm to perform services associated with any projects or lease holding improvements necessary to maintain and improve Nashville MTA operations. The current five-year A&E contract is set to expire in December 2015.

On October 5, 2015, Request for Qualifications (RFQ) was issued and published on Nashville MTA's website and Transit Intelligence an online publication to solicit statement of qualifications from qualified professionals to provide A&E services using an Indefinite Delivery and Indefinite Quantity contract. The Disadvantaged Business Enterprise (DBE) participation goal for this contract was set at 15 percent. A total of five statements of qualifications were received as being responsive and within the competitive range:

- AECOM
- Gresham, Smith & Partners
- Kimley-Horn & Associates
- WSP Parsons Brinckerhoff
- RPM

An evaluation committee composed of project owners and stakeholders from Nashville MTA and RTA reviewed and scored the responses based on the evaluation criteria prescribed in the solicitation document which included professional qualifications, technical and specialized experience/expertise, past performance, quality control, capacity ability and DBE goals. Based upon the results of this initial evaluation, three proposers were selected to participate in a second round for presentations and interviews. The candidates selected for this phase were:

- AECOM
- WSP Parsons Brinckerhoff
- Gresham, Smith & Partners

The evaluation committee met with the candidates and completed a final evaluation based upon the criteria established in the RFQ. The results of this evaluation resulted in the selection of Gresham, Smith & Partners.

Based upon results of the statements of qualification and evaluation processes, the Finance Committee recommends that the Board give the Chief Executive Officer authority to enter into an Indefinite Delivery, Indefinite Quantity Contract with Gresham, Smith & Partners subject to mutual agreement on reasonable and competitive hourly rates for any work performed. The consultant will be required to enter into a written agreement for three years for an amount not to exceed \$2 million with an additional two one-year renewal options.

There was no discussion and the vote of approval was unanimous.

- b. **PROCUREMENT POLICY UPDATES (A-15-021)**: Federal Transit Administration (FTA) regulations require that procurement policies be adopted, updated, and kept current by their governing board. Nashville MTA procurement policy was first adopted on February 14, 1991, and amended most recently on September 27, 2012.

We completed our second Procurement System Review (PSR) Audit with the FTA in July 2015. The objectives of the PSR are to encourage and facilitate improved recipient procurement operations, promote the use of best practices, and assess the recipient's compliance with all Federal requirements, specifically the requirements of FTA Circular 4220.1F and the Pre-Award, Post-Award Delivery Rule, applicable to the Buy America requirements. The PSR focused on 57 procurement elements. The auditor's recommended additional language for the current procurement policy for one of the six system-wide elements:

- a. Element number 6 Procurement Policy and Procedures
- a. Clarifying the requirements for sealed bids that they always be opened publicly. Our current policy contains conflicting language stating that sealed bids could be opened either privately or publicly.

Additionally, we are proposing two housekeeping changes are made as follows:

1. In an effort the streamline and maintain consistency in the approval levels assigned to staff, we recommend removing the verbiage Senior Director and General Managers and modify the titles to read senior staff members. This will help to avoid having to amend the policy every time a management title is changed.
2. Adding the required three-year time frame for record retention of procurement documents. Currently, our policy addresses that records are retained for completed procurements, but does not include the three-year time frame.

The Finance Committee recommends to the Board adoption of the procurement policy updates in accordance with the PSR auditor's recommendation and additional updates as outlined above.

There was no discussion and the vote of approval was unanimous.

- c. **STRIDE MEMORANDUM OF UNDERSTANDING (A-15-022)**: The StrIDe program is a successful partnership formed in fall 2014 between Metropolitan Nashville Public Schools (MNPS) and the Nashville MTA with the support of the Nashville Mayor's Office, Metropolitan Council, and the Mayor's Youth Council, to offer and expand year-round transit opportunities to all MNPS high school students traveling to-and-from school as well as provide opportunities for participating in after-school activities, accessing employment opportunities, or exploring other events perhaps not possible in the past due to either unreliable or affordable mobility options.

For the 2015-16 school year, the program will also include MNPS middle school students grades five through eight who attend an out-of-zone school not served by a yellow school bus and has been given permission by a parent or guardian to participate in the program. Last year, eligible middle school students were provided a pass that was billed based upon our unlimited monthly youth pass price. This year, MNPS is requesting to combine the StrIDe and MNPS youth programs for consistency and for the purpose of more efficient monthly reporting and billing.

This year-round program provides access to transit to nearly 24,000 registered high school-age student riders and more than 1,800 middle school enrollees. Last program year (Aug. 2014-July 2015), we provided 934,558 rides for high school students under the StrIDe program, and carried 74,387 middle school students during the same period through the prior program.

The Finance Committee recommends to the Board approval of a Memorandum of Understand between Nashville MTA and the Metropolitan Board of Public Education for the purposes of transportation of services for MNPS high school students in grades nine through 12 and MNPS middle school students in grades five through eight who qualify. Cost of StrIDe card cardstock is covered by MNPS. The contract will remain in effect through July 31, 2016, at a reimbursement rate of 90 cents per trip to Nashville MTA.

There was no discussion and the vote of approval was unanimous.

**VI. PLANNING AND MARKETING COMMITTEE REPORT:** Chair Lewis Lavine reported they received a total report on the Music City Transit Tracker. It is being beta tested now, and we are looking for a hard opening next month.

**a. MILLERCOORS NEW YEAR'S EVE PARTNERSHIP (A-15-023):** The Nashville MTA and the RTA (Regional Transportation Authority) would like to partner with MillerCoors to provide free rides on New Year's Eve to transit customers as a pilot to determine how extended hours of operation will be received by the public during one of the busiest evenings of the year. MillerCoors is willing to underwrite the cost for the free rides and extended service. Under the proposed terms of the agreement, all MTA bus rides will be free beginning at 9 p.m. and 14 bus routes will operate extended schedules from 11 p.m., Dec. 31, 2015, until 2:30 a.m., on Jan. 1, 2016.

The Planning and Marketing Committee recommends the Board approve this partnership with MillerCoors and MTA to offer free and extended transit services to customers and potential customers on New Year's Eve 2015.

Chair Ott noted that this was not for every route, just the major routes. There was no other discussion and the vote of approval was unanimous.

**VII. PARKING CONTRACT SETTLEMENT (A-15-024):** Nashville MTA (MTA) Secretary to the Board and Legal Counsel Margaret Behm reported that on July 28, 2013, a Request for Proposals (RFP) was issued for a Lease of the MCC Parking Garage, for the 2008 lease with Republic was set to expire. Three qualified firms submitted proposals. After the proposers were notified that MTA Staff intended to recommend

Premier Parking to the MTA Board, Republic Parking claimed that pursuant to its existing 2008 lease, it had a right of first refusal and desired to match Premier Parking's revenue proposal.

MTA's RFP reserved the right to select one or more firm from among the proposals and enter into negotiations with the top-ranked proposers. The proposers certified that they were familiar with the RFP and were prepared to enter into a contract according to the terms of the RFP. A proposed lease was given to Premier and Republic, which both approved. The lease contained a provision which allows MTA to terminate the lease for convenience or its best interest as required by FTA and the RFP. Both parties were then notified that MTA staff would recommend Republic Parking to the Board for approval. Thereafter, Premier submitted a second offer, increasing revenues by approximately \$50,000.00 a year.

The initial bid of Premier, which was later matched by Republic, netted approximately \$200,000 more per year than the revenues MTA received from Republic under the 2008 lease. If the new proposed lease continued for a five-year period, this initial offer constituted an increase of approximately \$1 million in revenue. The second offer of Premier constituted an additional increase of \$322,873 over a five-year period. Republic refused to match the second offer.

At the MTA Board meeting, MTA staff recommended acceptance of the Premier proposal. Pursuant to MTA's Procurement Policy, only the Board can approve contracts over \$300,000, and the Board had discretion to make the award to either proposer. A chart was submitted, which set forth the revenue generated from the two proposals. After considerable discussion, in particular the rationale for generating more revenues for the taxpayer, the Board unanimously voted to give the CEO the authority to enter into the proposed lease with Premier according to the revenue terms in its second offer.

Thereafter, Republic filed a lawsuit against MTA in the Sixth Circuit Court of Davidson County, Tennessee, on December 3, 2013. MTA filed a motion to dismiss for lack of jurisdiction for failing to file a writ of certiorari action of a Board determination, which was denied. Cross motions for summary judgment were filed, and the remaining matters were scheduled for trial to begin on December 7, 2015.

MTA maintains it has strong legal grounds to prevail in the litigation in that MTA proceeded according to its procurement policy, the court failed to properly take into consideration the Board's role in the process, and if there was a breach of the 2008 lease by MTA, any damages by Republic were prohibited or limited due to the termination clauses in the lease. However, given the uncertainty of litigation and the need to curtail future costs, we determined that the best course of action would be to seek a settlement with Republic to avoid future risk and continue to maximize revenues in the garage under the current contract with Premier. The parties have reached a settlement pending MTA Board approval, which provides the MTA will pay Republic \$262,500.00 before year end.

Based upon the explanation above, we recommend that the Board approve the proposed settlement to pay Republic Parking \$262,500 before December 31, 2015.

This will close the open lawsuit and curtail any future costs. The payment will be funded through Nashville MTA's current operating budget.

Proper motion was made and seconded, there was no discussion, and the vote or approval was unanimous.

**VIII. CHAIR'S REPORT:** Chair Ott wished everyone a happy and healthy holiday season.

**IX. CEO'S REPORT:** CEO Steve Bland reported the following:

- MPO Annual Meeting: The MPO released for public comment the next long-range plan for the Nashville Metropolitan Region. The headline that came out of that is a program with about \$1.2 billion over the 25-year period toward some significant corridor projects where transit would be teaming up, particularly with TDOT, in some of the key corridors leading in-and-out of the city.
  - He and Eric Beyer, Director of Community and Legislative Relations, continue to meet with the new Metro Council Members one-on-one and are making good progress there.
  - He and COO India Birdsong have been participating, along with several other people in the Metro Infrastructure realm, in what the Mayor has initiated and is calling *Ideas to Reality* workshops on how we might better structure operations and get better cooperation among some of those departments. That has been instructive and interesting.
  - The Metro Budget Process: They are revamping it some. Talia Lomax-O'dneal is running it now and will have a different take on it. The dialogue has been very strategic-oriented.
  - We have had a couple of meetings over the past month with TDOT to update them on the nMotion process, and to make sure that we are in lock-step. That tends to be the case, even more so on the RTA side because we are looking at a lot of their interstate corridors for significant upgrades. Essentially, the message there is to stay the course because what we are looking at is what their interests are.
  - He also had the opportunity to attend an introductory meeting Mayor Barry with Commissioner Schroer to talk about partnerships moving forward. That was a positive and productive meeting.
  - Earlier this week we had the Federal Transit Administration's regional office in town for our regular quarterly meeting update and that all went very well with a particular focus on Tiger V and our Murfreesboro Road signal project.
- a. **2016 NASHVILLE MTA COMMITTEE & BOARD MEETING SCHEDULE (A-15-025):** The proposed meeting schedule for 2016 was presented for the Board's approval.

<b>Nashville MTA 2016 Recommended Committee &amp; Board Meeting Dates</b>		
<b>Month</b>	<b>Committee Mtgs.</b>	<b>Board Meeting</b>
<b>January</b>	<b>21</b>	<b>28</b>
<b>February</b>	<b>18</b>	<b>25</b>
<b>March</b>	<b>17</b>	<b>24</b>
<b>April</b>	<b>21</b>	<b>28</b>
<b>May</b>	<b>19</b>	<b>26</b>
<b>June</b>	<b>16</b>	<b>23</b>
<b>July</b>	<b>*</b>	<b>21</b>
<b>August</b>	<b>18</b>	<b>25</b>
<b>September</b>	<b>15</b>	<b>22</b>
<b>October</b>	<b>13</b>	<b>20</b>
<b>November</b>	<b>10</b>	<b>17</b>
<b>December</b>	<b>8</b>	<b>15</b>
<p><b><i>Committee Meetings meet consecutively beginning at 1:30 p.m.</i></b>  <b><i>Board Meetings begin at 1:30 p.m.</i></b>  <b><i>*The MTA Board Committees will not meet in July.</i></b></p>		

Proper motion was made and seconded. There was no discussion and the vote of approval was unanimous.

**X. Other Business:** There was no other business to come before the Board.

**XI. Adjournment:** The meeting was adjourned at 2:22 p.m.