Nashville MTA Board Meeting

WeGo Central
400 Dr. Martin L. King Jr. Blvd. (formerly Charlotte Ave.) | Nashville, TN 37219

Thursday, December 13, 2018 | 2:30 p.m.

Board Members: Gail Carr Williams, Chair
Janet Miller, Vice Chair
Glenn Farner
Hannah Paramore Breen
Walter Searcy

1. Call to Order
2. Approval of October 25, 2018 and November 15, 2018 Minutes
3. Public Comments*
4. Operations & Finance Committee – Walter Searcy, Chair
   a) WeGo Central Parking Garage Property Lease  
      A-18-033  Pg. 14
   b) Fiscal Year 2018 Annual Audit Report  
      A-18-034  Pg. 15
   c) Computer Equipment, Storage, Software and Related Services  
      A-18-035  Pg. 17
   d) Procurement Policy & Procedure Manual Amendment  
      A-18-036  Pg. 18
5. New Initiatives & Community Engagement Committee – Janet Miller, Chair
6. Nashville MTA Committee & Board Meeting Schedule 2019 –  
   Stephen G. Bland, Chief Executive Officer  
   A-18-037  Pg. 25
7. Chair’s Report
8. Chief Executive Officer’s Report
9. Other Business
10. Adjourn

* Please keep all public comments to the Board within three minutes. Thank you *
The regular meeting of the Nashville Metropolitan Transit Authority (Nashville MTA) Board of Directors was held at the Metro Nashville Police Precinct, located at 5500 Charlotte Pike, Nashville, TN 37228 on Thursday, October 25, 2018. Present were: Gail Carr Williams, Chair; Janet Miller, Vice Chair; Walter Searcy, Member; Hannah Paramore Breen, Member; Glenn Farner, Member; Secretary Margaret Behm; and Chief Executive Officer Stephen G. Bland. A quorum was established, and Chair Williams called the meeting to order at 2:54 p.m.

Proper motion was made and seconded to approve the minutes of the September 27, 2018 Board of Directors meeting. There were no additions or corrections, and the vote of approval was unanimous.

Chair Williams opened the floor for public comments. The public was reminded that comments were limited to three minutes. The following members of the public addressed the Board with these comments:

James Thomas, a frequent rider, Nashville, TN:
- Mr. Thomas stated that he had issues on bus 52B with having to hold his cart and not being able to place his cart in the handicap area.
- Mr. Thomas is still noticing buses not properly stopping and pulling across the crosswalk lines.

Peter O’Connor, a frequent rider, Nashville, TN:
- Mr. O’Connor stated that he’s still noticing that bus drivers are not wearing their seatbelts and that management needs to do their job in enforcing the seatbelt law.
- Mr. O’Connor noticed that the overhead signs at Music City Central don’t have information on the screens.

Darius T. Knight, Madison, TN:
- Mr. Knight stated that he’s frustrated and feels that it’s a waste of time to have to keep coming to report the same issues every month and nothing is being done about it.
- Mr. Knight stated that the online complaint system doesn’t work, and he’s noticing that when he calls in to customer service that they are reporting that
the online system doesn’t work either and that they are having the same issues.

- Mr. Knight stated that someone needs to get with everyone in the maintenance department and make sure that the same reported items are being addressed. If this continues to happen, council is not going to continue to give money to Nashville MTA. He stated that his council member had already told him that his vote is going to be a no if we don’t address these issues. Mr. Knight strongly urged Nashville MTA to do something about these issues.

Glen Alan Graham, Nashville, TN:
- Mr. Thomas stated that he rode the city bus for the first time since early June this past Thursday due to his car being in the shop for repair.
- Mr. Thomas stated that he was pleased that the MCC’s unnecessary makeover was complete and that all buses are back in their assigned bays, but he questioned why the renovations were done to a facility that was constructed less than a decade ago.
- He also commented about other changes such as doing away with the outside ads, seeing Bart Durham ads all over the place.
- He liked the new WeGo colors which are the school colors of his alma mater.
- He doesn’t like the sideway seats and stated he gets seasick sitting sideways.
- He liked that we’ve done away with the huge ads on the lower level walls at MCC and replaced them with much more attractive ads. That’s a good change.
- He mentioned that the new WeGo name change reminds him of a child’s classic toy that is popular worldwide. He hopes that name change signals that the company is serious about continuing to improve its bus service to Nashville.

John Bull, a frequent rider:
- Mr. Bull made a suggestion to offer a Sunday service on Route 77.
- Mr. Bull stated that Route 25 seems to be pretty regular now.
- Mr. Bull stated that he likes the mini bus stations.
- Mr. Bull stated that it’s getting cold outside and more homeless people will be riding the bus.

There were no other public comments at this time.

IV. **Operations & Finance Committee Report:** Chair Searcy stated that there were no action items to report from the Operations & Finance Committee.

V. **New Initiatives and Community Engagement Committee Report:** Chair Miller reported on the following:

a. **DemandTrans Support Services for Transition to Multiple Transit Providers (A-18-032):** In June 2017, the Nashville MTA Board approved a contract with DemandTrans for $575,000 to develop and implement mobility-on-demand pilot projects. In addition to developing demand-responsive first/last mile connections to fixed-route services, one of the focuses of DemandTrans has been on enhancing services for Access-eligible customers through the use of third-party
service providers, including the implementation of a same-day, premium service option.

In February 2018, the Nashville MTA Board approved a change order for an additional $500,000 to support the initial deployment of the Access-on-Demand premium service pilot, bringing the not-to-exceed total to $1.075 million for the contract. This increase in the contract cap was to support the provision of services by third-party service providers under subcontract with DemandTrans and represented a reallocation of existing Access operational funds. These services have since been transitioned to the direct contracts between Nashville MTA and the four service providers awarded contracts for Supplemental ADA Capacity and Access-on-Demand services. Approximately $200,000 of the not-to-exceed $500,000 in the DemandTrans change order remains following this transition.

After a brief review during the August committee and board meetings, it was noted that the transition from one to four third-party suppliers of paratransit services is a complex process that is not without risk. To ensure as smooth a transition as possible while also reviewing our own internal operational practices, Nashville MTA staff recommends utilizing the professional consulting services of DemandTrans during this process. This work is within the scope of the DemandTrans contract and would require $150,000 in operating funds. A task order can be executed within the existing not-to-exceed amount of $1.075 million given the remaining value from the change order. However, given that this represents a substantive change in the original request to the Board for how the funds would be utilized, this reallocation is being brought to the Board for review and approval.

The New Initiatives and Community Engagement Committee recommended that the Board approve the reallocation of $150,000 in the existing contract with DemandTrans from Access-on-Demand service provision costs to professional support services for the transition to multiple paratransit service providers. Funding is available in the FY2019 operations budget for WeGo Access services.

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

VI. **Chair’s Report:** Chair Williams stated that we are looking at WeGo from so many different perspectives in terms of our planning. While the Transit Asset Management (TAM) Plan report looks overwhelming, it also serves as a great road map that has language that’s fitting for us to be poised to do what we need to do on a state and federal level. The fact that we have this new conflict of interest between RTA and Nashville MTA, it lets us tell our story better between the two and is not as confusing to so many people who believe that it’s confusing. The deep dive that we took in the quarterly report regarding our ridership helps us to do better and serve our customers in the future. Chair Williams expressed her excitement on how all these pieces tie into one another, but she realized that it takes a whole lot of effort coming from a lot of different tentacles under one roof.
Chair Williams concluded her remarks by expressing appreciation to CEO Steve Bland, the WeGo staff, especially the Procurement team for the invitation to the Procurement Open House Wednesday, October 24th at the Myatt location. Chair Williams stated that she was blown away with the participation and the excitement in the room from the local vendors and their interaction with the staff. She was excited that we came together as a team and allowed the community to see the way we work and support each other.

A job well done even with the challenges that come your way!

VII. CEO’S REPORT: CEO Bland reported the following to the Board:

- The staff is working to advance a transit design guidelines document along with Public Works, Walk Bike Nashville, and other interested partners. The intent is to provide a tool for local government, developers, and traffic engineers on how to best integrate public transportation into their developments and rights of way. An initial draft has been developed, and we are meeting with stakeholders to incorporate changes. We hope to finalize.

- Yesterday, we hosted a small and minority business open house at our Myatt facility to acquaint disadvantaged businesses with WeGo to introduce them to a variety of our staff who procure goods and services and to orient them to our contracting processes and disadvantaged business certification process. Seventy-six people representing 58 businesses attended, and 10 met with our staff to learn more about the Disadvantaged Business Enterprise (DBE) certification process. He thanked Chief Administrative Officer Rita Roberts-Turner, and Greta Beard, Kim Hereford, Suzanne Adams, Rachel Johnson and Monica Howse of our Procurement Department for all the work they put into making the event a tremendous success, and to Gail for her attendance and remarks.

- Last week, Metro Council approved the FY2018-2019 Capital Spending Plan. The plan provides $2.5 million to WeGo to match Federal and State Grants. This will allow us to undertake our planned bus replacement projects, but provides no new funding for expansion projects such as neighborhood transit centers.

- Work on the MCC renovations continues on schedule. All bus operations have returned to the building and we remain on target for a November project completion and a return of our Board meetings to Central. Our separate wayfinding project will continue into the first quarter of next year.

- On the other hand, we have hit a snag on our Nestor renovation project, as flood control restrictions are limiting our ability to undertake work as part of the permitting process. Engineering is looking at options now, and we expect to report back to you next month on progress.

- We have started placing our 19 AccessRide vans, into service, so you can expect to begin seeing more and more purple buses in the coming weeks.

- We kicked off our Second Leadership Academy Class.

- We are partnering with the city’s new travel demand management program, the Nashville Connector on “the Commuter Challenge” this week. For this week, companies are being encouraged to enter a competition to see how many employees would be willing to try alternate means of commuting besides a single occupant automobile. As of the starting date, 36 companies are participating.

- RTA Items:
o Work continues with the Nashville Area Metropolitan Planning Organization (MPO) on the South Corridor Study, examining transit options in the Maury/Williamson/Davidson County corridor.

o We are in design for an expansion of the parking facility at Mt. Juliet Station, including pedestrian connectivity elements to the surrounding neighborhood and to a planned multi-use development on the other side of the tracks from the station. We expect this project to be out to bid for construction next spring.

o The RTA Board awarded a contract last week for the rehabilitation of the 4 locomotives on the Music City Star. This is a significant state of good repair project.

- Finally, he thanked Janet Miller for inviting him to sit at her table for the Public Schools Hall of Fame Luncheon benefitting the Nashville Public Education Foundation. It was particularly poignant as Lewis Lavine was awarded the Nelson C. Andrews Distinguished Service Award for his lifetime of service to education. The amazing descriptions of Lewis’ contributions to education could just have easily been applied to his service to public transportation and Nashville MTA riders, and it was an honor to be there along with Janet and Hannah.

VIII. **OTHER BUSINESS:** There was no other business to come before the Board.

IX. **ADJOURNMENT:** The meeting was adjourned at 3:25 p.m.
I. CALL TO ORDER: The regular meeting of the Nashville Metropolitan Transit Authority (Nashville MTA) Board of Directors was held in the WeGo Central meeting room located at 400 Dr. Martin L. King Jr. Blvd. (formally Charlotte Avenue), Nashville, TN 37219 on Thursday, November 15, 2018. Present were Gail Carr Williams, Chair; Walter Searcy, Member; Secretary Margaret Behm; and Chief Executive Officer Stephen G. Bland. A quorum was not established, and Chair Williams called the meeting to order at 2:33 p.m.

II. APPROVAL OF MINUTES: Minutes will be approved at the December Board of Directors meeting.

III. PUBLIC COMMENTS: Chair Williams opened the floor for public comments. The public was reminded that comments were limited to three minutes. The following members of the public addressed the Board with these comments:

James Thomas, a frequent rider, Nashville, TN:
Mr. Thomas reported the following:

- Stated that bus 853’s driver said that he could not put his cart in the handicap area and was also told the same thing by a supervisor when the bus arrived back at MCC.

- Stated that bus drivers are still failing to stop properly. One bus driver picked up an elderly man in front of Whispering Oaks, and as the bus took off, the man fell forward and hit his head on the cash box area. The bus driver didn’t stop until she got to Jonquil.

- Stated that on the 56 BRT, a lady asked the bus driver if he/she could lower the bus so that she could get off the bus easier; the bus driver failed to lower the bus, and as a result, she fell and hurt her knee when getting off the bus.

- Made the Board aware that he hasn’t been receiving email notifications regarding the board meetings and if someone could check into it.

- Stated that he will be accepting candy cane donations for anyone who wants to donate to the homeless Christmas trees project.
**Peter O'Connor, a frequent rider, Nashville, TN:**
Mr. O’Connor reported the following:

- He’s still noticing that bus drivers are not wearing their seatbelts; he’s trying to get photos when he can, but he does feel better after speaking with Mr. Earl Rhodes regarding the matter.
- The sideway seating seems to take up too much space on the buses and feels that we could get better seating if the seating was not sideways.
- Bus service needs extended hours as well as customer service hours need to be extended so that it is open from the first time that a bus leaves MCC to the time the last bus pulls into MCC.
- Buses are still creep stopping and this causes people to have motion sickness.
- Still noticing that the overhead signs at Music City Central don’t have information on the screens.
- Passengers are still playing their music loudly, and the bus drivers are not addressing it.

**Darius T. Knight, Madison, TN:**
Mr. Knight reported the following:

- He’s still reporting the same issues with buses not being cleaned or repaired.
- He has spoken with a couple of drivers, and they are frustrated because they keep reporting the same issues and nothing is being done about it.
- He’s considering boycotting the system because it’s not working. He stated that he’s been in contact with the Mayor’s office for the past several months about these issues, and that he has sent email after email, which is proof and evidence of complaints that have not been resolved.
- He has been coming to these meeting since 2006. He encouraged the Board to get focused and pay attention because he’s speaking with counsel about having an oversight board over the Board. Having an oversight board will allow customers and drivers to be involved so that these issues can be addressed.
- He asked the Board not to waste their time repainting every bus but only paint the buses that we’re going to keep over a seven-year timeframe.
- Signage as it pertains to rebranding; he asked why we moved forward with the rebranding project if we knew that we didn’t have the funds to pay for it.

**John Bull, a frequent rider:**
Mr. Bull reported the following:

- The Next Generation Fare Collection System is a good change because the drivers can focus on driving the buses instead of negotiating nickels, pennies, and dimes.
- The transfers outside of the main bus station are going much smoother than it did two or three years ago. Route 25 and 77 seems to be pretty regular now.

- Appreciates the 350 cold passes that were given out to homeless people, which is the most that’s ever been given out.

- The overflow shelter at Shelby Park will open tonight with a total of 75 beds. He stated that there had been over 100 people in Shelby Park for the past two nights, and the shelter hadn’t even opened yet.

- Route 4 runs right by Shelby Park; if scheduling can be looked at, especially on cold nights. He stated that people get off this bus, and have to walk a block through a residential, then another half block. If it could run from 19th to 20th, make a left and drop people off right in front of Shelby Park, it would be better on cold nights.

- He likes the sideway features on the new buses because it allows wheelchairs and carts to get through the aisles easier. He thinks that more overhead straps to hang on to would be great as well.

There were no other public comments at this time.

IV. Operations & Finance Committee Report: Committee Chair Searcy stated that there were no action items to report from the Operations & Finance Committee.

V. New Initiatives and Community Engagement Committee Report: Board Chair Williams stated on behalf of the New Initiative and Community Engagement Committee that we had good conversations about branding, and she’s glad to hear that we’ve been progressing with the Mobility on Demand. It has made a difference in people’s lives, so if we could keep it going and keep it funded for those who fund us, it would be great opportunity for so many people in our city to have that kind of flexibility when they don’t.

The paramount theme with both the New Generation Fare Collection and the Mobility on Demand is about equity for our citizens of Nashville, so as we keep talking about these different ways, we need to keep equity and people having affordable transportation and that’s what is driving the decision making.

Board Chair Williams asked that we include Dan Freudberg’s PowerPoint to the minutes as a part of our historical analysis.

VI. Chair’s Report: Chair Williams stated that she was excited to know that the new Access van was located right outside below the window. It’s all about the progress that we’re making. The Access van serves populations in our city that don’t always get the attention they deserve. The colors are flowing pretty nicely. Again, congratulations to all for being able to have this arrive right here at Thanksgiving.

Chair Williams stated that she’s humbled and grateful as a citizen of Nashville that she gets to spend the third Thursday with the Board.

VII. CEO’s Report: CEO Bland reported the following to the Board:
• Work on the Central renovations is complete save for some cleanup activities and the wayfinding project, which will take place early next year. Trey Walker was available to show the Board the improvements made after today’s meeting if they were interested.

• Last week, our Operations and Maintenance Employees participated in the Tennessee Public Transit Association State Bus and Maintenance Roadeo in Knoxville. In the Maintenance Roadeo, Kyle Kruk placed second in the Cutaway Van Division and Troy Willis placed second in the Bus Division. Access Operator Shunta Johnson placed second in the Customer Service Challenge. In the Bus Roadeo, Scott Wallace placed third in the Cutaway Van Division; Mark Johnson placed first in the 35-foot bus division; Jerome Horton placed second in the 40-foot bus division; and Michael Featherstone placed first in the 40-foot bus division.

• As cold weather sets in, we are once again partnering with Metro Human Services to provide Extreme Weather Fare Cards to the homeless population in Nashville. These cards are activated when the temperature dips below 32 degrees.

• We attended our quarterly project meeting with Federal Transit Administration Region 4 staff in Atlanta this week. The majority of focus was on the Murfreesboro Pike corridor project, where construction is on target for completion in the middle of next year.

• We participated in and conducted a tour for the Association for Commuter Transportation (ACT) national annual meeting that was held in Nashville this past week. The focus of ACT is on travel demand management strategies, such as vanpooling, carpooling and flexible hours.

• Introduced Monica Howse as his new assistant. He asked the Board to please coordinate one-on-ones through Melissa (McIntyre) and Monica.

• RTA Items:
  • We are in design for an expansion of the parking facility at Mt. Juliet Station, including pedestrian connectivity elements to the surrounding neighborhood and to a planned multi-use development on the other side of the tracks from the station. We expect this project to be out to bid for construction next spring.
  • Yesterday, the RTA Board approved service changes for the Music City Star that will take effect on December 31. These changes include some schedule adjustments to improve the reliability of connections between the Star and the Route 93 Music City Star West End Shuttle bus; and to eliminate the Friday night round trip between Lebanon and Nashville in order to come into compliance with our limited service exception for Positive Train Control with the Federal Railroad Administration.
  • He did RTA orientation meetings with new mayors in Rutherford and Robertson Counties.
• We learned that the operating companies associated with the Music City Star will be changing ownership to RJ Corman, a short-line rail operator out of Kentucky. RTA’s legal counsel is examining this transaction for any implications.

• He told everyone to have a great Thanksgiving.

VIII. **OTHER BUSINESS:** There was no other business to come before the Board.

IX. **ADJOURNMENT:** The meeting was adjourned at 3:30 p.m.
Next Generation Fare Collection System
Fare Structure Changes Discussion
November 15, 2018

Future Fare Structure

- Major Objectives
  - Simplified fare structure for customers
  - Seamless transactions across providers
  - Equitable and accessible for all customers
  - Revenue neutral

- Other Important Considerations
  - Simplify driver interactions
  - Let technology manage any complexity
  - Improve fare collection reliability
  - Speed up boarding times

Business Case: Best Value Pass

- Customer Impact: Benefit / Improvement
  - Faster and paying more flexible
  - Increased equity for all customers (many customers are overpaying for the trips they take)

- Agency Impact: Benefit / Improvement
  - Eliminates cost of multiple fare media stock, issuance, and processing management of multiple fare products
  - Encourages customers to use smart media and mobile apps, reducing fare collection and maintenance costs and speeding boarding times

- Operator Impact: Benefit / Improvement
  - Reduces customer inquiries regarding appropriate fare
  - Makes fare payment process on faster and simpler for drivers as well as customers

- Revenue Impact: NEGATIVE
  - Annualized loss >$500,000 (if best value is implemented using current rates)

Business Case: 2-Hour Pass Instead of 1-Ride Ticket with Transfer

- Customer Impact: Negative (short-term), Improvement (long-term)
  - Customers will need to obtain smart cards or use mobile payment to take advantage of this feature
  - 2-hour unlimited ride pass will enhance customer's perception of value
  - Customers will no longer have to request a transfer ticket

- Agency Impact: Benefit / Improvement
  - Reduced media costs and equipment maintenance
  - Reduced boarding time / decreased dwell time

- Revenue Impact: Neutral
  - Fewer than 1% of all riders have more than one transfer and pay using cash

Business Case: Obtain Reduced Fare Card at WeGo Central Only

- Customer Impact: Negative (short-term), Improvement (long-term)
  - Customers will be required to be approved and obtain a reduced fare card through WeGo
  - Customers will be able to retain value to the card in a variety of ways
    - TVMs
    - Retail network
    - Customer Care ticket window
    - Online

- Agency Impact: Benefit / Improvement
  - WeGo will have more oversight, ensuring that more of those customers paying reduced fares qualify for the lower cost of services

- Revenue Impact: Benefit / Improvement
  - Potential of increased revenue by reducing the risk of fraud (estimated potential increase of $40,000/year)
**Business Case: Phase Out Issuance of Change Cards On-Board**

- **Customer Impact**: Negative
  - Some customers may see paying with exact change as an inconvenience
  - Customers can avoid paying with exact change by using smart media
- **Agency Impact**: Benefit / Improvement
  - Reduced media costs and equipment maintenance
  - Reduced boarding time / decreased dwell time
- **Operator Impact**: Benefit / Improvement
  - Reduces customer inquiries regarding appropriate fare
  - Makes fare payment process on faster and simpler for divers as well as customers
- **Revenue Impact**: Benefit / Improvement
  - Potential of increased revenue from customers overpaying at the farebox
  - Eliminates issuance of 77K change cards per month
  - Estimated potential increase of $150,000/year

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**Business Case: Phase Out Pennies**

- **Customer Impact**: Negative for some, improvement for others
  - May be less convenient for customers used to paying fares with pennies
  - Eliminating the use of pennies will speed up the boarding process, ultimately getting customers to their destinations quicker
- **Agency Impact**: Benefit / Improvement
  - Fewer coins used in a transaction decreases the probability of "coin jams"
  - No fare at Nashville MTA requires coins to complete a purchase
- **Operator Impact**: Benefit / Improvement
  - Simplifies and shortens transactions onboard while reducing the chance of farebox problems
- **Revenue Impact**: Neutral
  - Fares will be paid via other forms of currency
  - Under new fare system, customers will have additional options of paying fares through smart media as well as through mobile payments

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**Potential Future Fare Structure**

**Current Structure**
- Cash Fares (Reg/Disc)
- All Day Disc, Passes
- All Day Passes
- All Day Youth Passes
- 1-Day Disc, Passes
- 1-Day Local Passes
- 7-Day Pass
- 7-Day Youth Pass
- 20-Ride Discounted
- 20-Ride Local
- 31-Day Disc, Passes
- 31-Day Pass
- 31-Day Youth Pass

**Possible Future Structure**
- Cash Fares (Reg/Disc/Youth)
- Best Value Pass (Reg/Disc/Youth)
  - 2-Hour Pass
  - Day Pass
  - Monthly Pass

**Achieving Revenue Neutrality with Best Value**

<table>
<thead>
<tr>
<th>Fare Category</th>
<th>Current Rate</th>
<th>Option A</th>
<th>Option B</th>
</tr>
</thead>
<tbody>
<tr>
<td>Regular Single Ride (and 2-Hour Pass)</td>
<td>$1.70</td>
<td>$2.00</td>
<td>$3.00</td>
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<tr>
<td>Regular All Day (via smart media)</td>
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<td>Disc. &amp; Youth Single Ride</td>
<td>$0.85/51</td>
<td>$1.00</td>
<td>$1.50</td>
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<tr>
<td>Disc. &amp; Youth All Day</td>
<td>$2.25/2.25</td>
<td>$2.25</td>
<td>$2.25</td>
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<tr>
<td>31-Day (change to monthly calendar)</td>
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<td>$55</td>
<td>$60</td>
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<tr>
<td>Disc. 31 Day (change to monthly calendar)</td>
<td>$29</td>
<td>$29</td>
<td>$30</td>
</tr>
<tr>
<td>Youth 31 Day (change to monthly calendar)</td>
<td>$38</td>
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<td>$38</td>
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</table>

Net Revenue Change (net value only) ($258,055.40) ($247,972.65) $10,082.75
Net Change (at change discussed today, no magnetic tickets) ($141,644.18) $156,056.60 $478,176.98

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**Future Fare Policy Considerations**

- **Best Value Pass**
  - Daily and Monthly Fare-Capping Thresholds
  - Implement Stored Value
  - Discontinue 7-Day Pass
  - Discontinue 20-Ride Pass
  - Discontinue Annual Pass
- **2-Hour Pass Via Smart Media** (replaces transfer ticket)
- Obtain Reduced Fare Cards at WeGo Central Only
- Phase Out issuance of Change Cards Onboard
- Discontinue Pennies

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**Magnetics to Smart Media Migration Strategy**

- **Best Generation Fare System Go Live**
- Convert customer held magnets to Smart Media
- Phase out acceptance of all magnetic media
- **Issue Smart Media Free for 3-6 months**

**Time Line**
- Approx. 9 Months
- Approx. 9-12 Months

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12
Thank you (Questions)

Revenue Impact – Maintain Existing Fares

<table>
<thead>
<tr>
<th>Scenario</th>
<th>Est. Revenue Change</th>
<th>Est. Savings in Operating and Maint. Costs</th>
<th>Subtotal</th>
</tr>
</thead>
<tbody>
<tr>
<td>Migration to Best Value Pass (maintaining current fees levels)</td>
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<td>(508,059.44)</td>
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<tr>
<td>Phase Out issuance of Change Cards (Onboard)</td>
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<tr>
<td>Reduction in Expenses Due to Phase Out of Magnetics</td>
<td>0.50</td>
<td></td>
<td>0.50</td>
</tr>
<tr>
<td>Obtain Reduced Fare Card at Wego Central Only</td>
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<td><strong>Grand Total</strong></td>
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<td></td>
<td><strong>(541,448.16)</strong></td>
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</table>

1 Change used and day pass magentics need to be fully phased out in order to realize full estimated savings

Revenue Impact with Single Ride Fare Increase (Option A)

<table>
<thead>
<tr>
<th>Scenario</th>
<th>Est. Revenue Change</th>
<th>Est. Savings in Operating and Maint. Costs</th>
<th>Subtotal</th>
</tr>
</thead>
<tbody>
<tr>
<td>Migration to Best Value Pass (increase single ride fares from $1.75 to $2.00, convert to 3-hour pass)</td>
<td>(117,372.80)</td>
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<td>Reduction in Expenses Due to Phase Out of Magnetics</td>
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<td>0.35</td>
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<tr>
<td>Obtain Reduced Fare Card at Wego Central Only</td>
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<td><strong>Grand Total</strong></td>
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<td></td>
<td><strong>199,672.80</strong></td>
</tr>
</tbody>
</table>

1 Change used and day pass magentics need to be fully phased out in order to realize full estimated savings

Revenue Impact with Increases to all Fares (Option B)

<table>
<thead>
<tr>
<th>Scenario</th>
<th>Est. Revenue Change</th>
<th>Est. Savings in Operating and Maint. Costs</th>
<th>Subtotal</th>
</tr>
</thead>
<tbody>
<tr>
<td>Migration to Best Value Pass (increasing all fares according to table on following page)</td>
<td>151,448.76</td>
<td>0.50</td>
<td>151,448.76</td>
</tr>
<tr>
<td>Phase Out issuance of Change Cards (Onboard)</td>
<td>96,000.00</td>
<td>0.50</td>
<td>96,000.00</td>
</tr>
<tr>
<td>Reduction in Expenses Due to Phase Out of Magnetics</td>
<td>0.35</td>
<td></td>
<td>0.35</td>
</tr>
<tr>
<td>Obtain Reduced Fare Card at Wego Central Only</td>
<td>41,672.76</td>
<td>0.30</td>
<td>41,672.76</td>
</tr>
<tr>
<td><strong>Grand Total</strong></td>
<td><strong>289,121.52</strong></td>
<td></td>
<td><strong>289,121.52</strong></td>
</tr>
</tbody>
</table>

1 Change used and day pass magentics need to be fully phased out in order to realize full estimated savings

Project Status

Current
- Vehicle site surveys completed
- Genfare fareboxes pilot testing completed
- New Genfare fareboxes installed on full fleet (ahead of schedule)
- Design work in process for Account Based Fare Systems
- New fare structure analysis and discussions in process
- Branding discussions for new system underway

Coming up
- Analysis of MTA operational costs under the new system
- Farebox maintenance and data systems training
- Farebox acceptance testing
- Finalize new fare structure
- Business process reengineering (Development of as-is processes)
- Complete all NGFS design work
- Upgrade cash collection Genfare back-office, including wireless probing
- Future
  - Perform factory acceptance testing for Ticket Vending Machines, Smart Media/Mobile Device Validators and handheld Validators
  - Install account based NGFS back-office, TVMs and Validators
BACKGROUND

Providing a safe, clean and well-managed environment is imperative to WeGo Public Transit’s ability to provide quality transportation services to the public. As our city grows, we must also consider the maintenance and quality of the surrounding environment, including all parking facilities and transfer stations connected to WeGo property and services.

Our current contract with Premier Parking for parking garage daily management and maintenance is set to expire on December 31, 2018. The lessee for this property is charged with handling the daily operations, revenue collection, securement and cleanliness of garage elevators and lobbies, stairwells, and parking bays within the WeGo Central facility. To ensure effective continuity of oversight for this property, a solicitation in the form of a request for proposal (RFP) for a property lease of the parking garage was issued on October 12, 2018. RFP materials were sent to five interested firms as well as being advertised on the Transit Talent and company websites. Two proposals were received as responsive and responsible from SP Plus Municipal Services and Premier Parking. Evaluation of the proposals was conducted by WeGo Facilities Maintenance, Operations, and Finance departments, respectively. As a group, the evaluation team rated the proposals using criteria including proposed revenue, proposed business operation and business responsibility, proposer’s financial stability, and the proposer’s understanding of the RFP. The following were the monthly revenues proposed:

<table>
<thead>
<tr>
<th>Year</th>
<th>Premier</th>
<th>SP Plus</th>
</tr>
</thead>
<tbody>
<tr>
<td>Year 1</td>
<td>$91,667</td>
<td>$77,084</td>
</tr>
<tr>
<td>Year 2</td>
<td>$93,500</td>
<td>$78,625</td>
</tr>
<tr>
<td>Year 3</td>
<td>$95,370</td>
<td>$80,198</td>
</tr>
<tr>
<td>Year 4</td>
<td>$97,277</td>
<td>$81,801</td>
</tr>
<tr>
<td>Year 5</td>
<td>$99,223</td>
<td>$83,437</td>
</tr>
</tbody>
</table>

Based upon the criteria and the revenues proposed, the evaluation team selected Premier Parking to be awarded the contract. This would represent a 24.7% increase, or approximately $218,000, over the revenues from the final year of the expiring contract with a 2% annual increases in years two through five.

COMMITTEE RECOMMENDATION

The Committee recommends that the Board approve and award a lease for the parking garage property at WeGo Central to Premier Parking effective January 1, 2019. The contract would be for an initial term of three years with two additional one-year options. The proposed contract will be written for a monthly lease amount of $91,667 (year 1), $93,500 (year 2), and $95,370 (year 3), and two one-year options for a monthly rate of $97,277 (year 4) and $99,223 (year 5).
BACKGROUND

The enclosed report is the Comprehensive Annual Financial Report for the fiscal year ended June 30, 2018. The following page is a copy of the audited Statement of Operations for FY2018 in the format normally presented to the Committee. We are pleased to report that the Nashville Metropolitan Transit Authority (Nashville MTA) once again received a “clean” opinion on the report from our auditors and that no material internal control weaknesses were encountered during the audit.

COMMITTEE RECOMMENDATION

The Operations & Finance Committee recommends that the Board acceptance of the Comprehensive Annual Financial Report for the fiscal year ended June 30, 2018.

Approved:

________________________________________  ___________________________
Secretary                                      Date

December 13, 2018
## Metropolitan Transit Authority
### Statement of Operations Compared to Budget
**For the Period Ending June 30, 2018**

**AUDITED**

<table>
<thead>
<tr>
<th>Revenue from Operations:</th>
<th>Actual Month</th>
<th>Actual Month End</th>
<th>Variance</th>
<th>Prior Year Y-T-D</th>
<th>Actual Y-T-D</th>
<th>Budget Y-T-D</th>
<th>Variance</th>
<th>F / U</th>
<th>Original Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Passenger Fares</td>
<td>$562,387</td>
<td>$583,000</td>
<td>($20,613)</td>
<td>$9,248,918</td>
<td>$7,199,132</td>
<td>$7,217,000</td>
<td>($17,868)</td>
<td>U</td>
<td>$7,217,000</td>
</tr>
<tr>
<td>Access Ride</td>
<td>75,006</td>
<td>70,500</td>
<td>4,506</td>
<td>858,159</td>
<td>852,456</td>
<td>864,900</td>
<td>(12,444)</td>
<td>U</td>
<td>864,900</td>
</tr>
<tr>
<td>Contract Revenues</td>
<td>214,857</td>
<td>212,820</td>
<td>2,037</td>
<td>2,403,157</td>
<td>2,565,142</td>
<td>2,533,800</td>
<td>11,342</td>
<td>F</td>
<td>2,533,800</td>
</tr>
<tr>
<td>Advertising</td>
<td>77,075</td>
<td>98,000</td>
<td>(20,925)</td>
<td>1,007,651</td>
<td>1,066,245</td>
<td>1,100,000</td>
<td>(33,755)</td>
<td>U</td>
<td>1,100,000</td>
</tr>
<tr>
<td>Other Non-Trans Revenue</td>
<td>167,979</td>
<td>89,680</td>
<td>78,299</td>
<td>1,132,875</td>
<td>1,154,314</td>
<td>1,062,450</td>
<td>82,864</td>
<td>F</td>
<td>1,062,450</td>
</tr>
<tr>
<td><strong>Total Operating Revenue</strong></td>
<td>1,097,304</td>
<td>1,054,000</td>
<td>43,304</td>
<td>14,728,704</td>
<td>12,828,289</td>
<td>12,798,150</td>
<td>30,139</td>
<td>F</td>
<td>12,798,150</td>
</tr>
</tbody>
</table>

| Federal/State/Local Income: | | | | | | | | | |
| Local Assistance          | 0            | 0                | 0       | 42,013,600       | 48,635,900   | 48,635,900   | 0        | F    | 48,635,900     |
| State Assistance          | 0            | 0                | 0       | 4,653,700        | 4,723,500    | 4,723,500    | 0        | F    | 4,723,500      |
| Federal Assistance - CMAQ | 158,903      | 158,500          | 403     | 1,911,089        | 1,919,812    | 1,900,000    | 19,812   | F    | 1,900,000      |
| Federal Assistance - JARC/New Free | 108,046 | 107,610 | 436 | 704,653 | 1,310,667 | 1,291,320 | 19,347 | F | 1,291,320 |
| **Total Assistance Income** | 266,949      | 266,110          | 839     | 50,283,042       | 56,589,879   | 56,550,720   | 39,159   | F    | 56,550,720     |

| Capital Revenue: | | | | | | | | | |
| Capital Operating Reimbursement | 1,937,660 | 1,812,660 | 125,000 | 9,300,000 | 9,688,300 | 9,563,300 | 125,000 | F | 9,563,300 |
| Capital ADA Reimbursement | 525,000 | 650,000 | (125,000) | 2,500,000 | 2,625,000 | 2,750,000 | (125,000) | U | 2,750,000 |
| **Total Capital Income** | 2,462,660 | 2,462,660 | 0 | 11,800,000 | 12,313,300 | 12,313,300 | 0 | F | 12,313,300 |

| Total Revenue | $3,826,913 | $3,782,770 | $44,143 | F | $75,811,746 | $81,731,468 | $81,662,170 | $69,298 | F | $81,662,170 |

| Expenses from Operations: | | | | | | | | | |
| Labor and Fringes | $3,994,456 | $4,864,873 | $870,417 | F | $54,832,543 | $56,913,356 | $57,850,140 | $936,784 | F | $57,850,140 |
| Services | 1,111,319 | 669,580 | (441,739) | U | 8,017,345 | 8,829,759 | 7,970,200 | (859,559) | U | 7,970,200 |
| Fuel | 390,241 | 452,011 | 61,770 | F | 3,464,155 | 4,427,080 | 5,142,785 | 715,705 | F | 5,142,785 |
| Parts, Materials and Supplies | 593,441 | 531,917 | (61,524) | U | 5,791,091 | 6,544,101 | 6,357,220 | (186,881) | U | 6,357,220 |
| Utilities | 85,453 | 116,655 | 31,202 | F | 1,220,806 | 1,253,906 | 1,430,850 | 176,944 | F | 1,430,850 |
| Casualty and Liability | 176,288 | 176,816 | 528 | F | 1,939,283 | 2,160,628 | 2,121,800 | (38,828) | U | 2,121,800 |
| Other | 121,651 | 53,958 | (67,693) | U | 542,904 | 652,151 | 789,175 | 137,024 | F | 789,175 |
| **Total Operating Expenses** | 6,472,849 | 6,865,810 | 392,961 | F | 75,808,127 | 80,780,981 | 81,662,170 | 881,189 | F | 81,662,170 |

| Surplus / (Deficit) before GASB 33 | ($2,645,936) | ($3,083,040) | $437,104 | F | $3,619 | $950,487 | $0 | $950,487 | F | $0 |
| Capital Grant Revenue | 4,675,963 | 4,675,963 | F | 7,258,833 | 18,668,477 | 18,648,773 | F | 0 |
| Rental income - MCC Amortization | 49,167 | 49,167 | F | 590,004 | 590,004 | 590,004 | F |
| Gain/(Loss) on Sale of Property | 471 | 471 | F | 6,517,430 | (24,180) | (24,180) | U |
| Comp Op Analysis & Traincaster | 0 | 0 | F | (361,462) | (87,244) | (87,244) | U |
| GASB 68 Pension Disclosure | (897,283) | (897,283) | U | (1,095,642) | (897,283) | (897,283) | U |
| Depreciation | (1,903,690) | (1,903,690) | U | (16,176,419) | (15,720,801) | (15,720,801) | U |
| **Surplus / (Deficit)** | ($4,728,427) | ($3,083,040) | ($1,645,387) | U | ($9,025,381) | ($547,363) | $0 | ($547,363) | U | $0 |
BACKGROUND

The State of Tennessee has three statewide Information Technology-related (IT) contracts available for use by local agencies for the purchase of computer workstations (PCs), laptops, servers, software, warranty costs, licensing, and other computer hardware-related capital support costs. The contract period for these contracts ends on March 31, 2020.

The Nashville Metropolitan Transit Authority (Nashville MTA) has prioritized capital projects in the annual capital plan to ensure funding of State of Good Repair needs and high-priority, on-going projects. Per the adopted capital plan, State of Good Repair items will need to be funded at approximately $725,000 for FY2019 and FY2020 to include continuous replacement of aging workstations and servers as they reach end of life as well as expansion of server infrastructure to support increased processing speed and redundancies for operations-critical software applications. Also per the capital plan, Nashville MTA has identified the need for significant IT purchases associated with approved, in-process high-priority capital projects including the Next Generation Fare Collection System ($800,000 with $100,000 contingency) and the Tiger V Murfreesboro Road Transit Signal Priority ($75,000). These needs are eligible purchases under the statewide IT-contracts.

Staff proposes using federal formula funds such as 5307 dollars to support the IT-related State of Good Repair capital plan line item in the FY2019 and FY2020 capital plans. Funds for the Next Generation Fare Collection and Tiger V projects were previously approved by the Board using allocated Local, State, and Federal sources.

COMMITTEE RECOMMENDATION

The Operations & Finance Committee recommends that the Board provide the Chief Executive Officer the authority to utilize State contracts to purchase computer equipment, storage, software, and related services in the not-to-exceed amount of $1.7 million through March 31, 2020 as described above.

Approved:

______________________________   _____________________________
Secretary                        Date

December 13, 2018
Item Number: A-18-036                                      Meeting Date: 12/13/18

Item Title: PROCUREMENT POLICY & PROCEDURE MANUAL AMENDMENT

BACKGROUND

As a recipient of federal funding through the Federal Transit Administration (FTA), the Nashville Metropolitan Transit Authority (Nashville MTA) policies and practices are subject to Triennial Review Audit every three years to encourage and facilitate improved agency operations, promote the use of best practices, and assess the agency’s compliance with all federal requirements. In preparation for the 2019 Triennial Review Audit, the Nashville MTA hired The Coleman Group, Inc. of Greenbelt, Maryland to provide a preliminary review of the current procurement policies and procedures.

Subsequent to the preliminary review, The Coleman Group recommended revisions to our current Written Standards of Conduct. Specific recommendations included adding provisions to address: limitations on contact by a potential vendor during an active solicitation; rules around vendor gifts or contingent fees; negotiations for future employment with a vendor; and organizational conflicts of interest. Additionally, staff proposed revisions to Appendix P-Affidavit to reflect acknowledgement and confirmation that neither the solicitation evaluator nor a member of the evaluator’s family has any financial gain including employment with the companies submitting proposals.

As result of the above recommendations, the Procurement Department proposes the attached policy revisions to its Procurement Policy and Procedure Manual.

COMMITTEE RECOMMENDATION

The New Initiatives & Community Engagement Committee recommend that the Board adopts the proposed policy revisions (attached).

Approved:

_________________________________________   ____________________________
Secretary                          Date

December 13, 2018

The Procurement and Project Administrators (PPAs), Purchasing Supervisor, Purchasing Agent and the Procurement Manager are required to conduct procurements in accordance with applicable local, state, and federal requirements. Nashville MTA procurement policy will be conducted using the highest standard of ethics while utilizing best business practices.

A Procurement History checklist (see Appendix A) has been implemented to provide built in quality control to substantiate and validate the quality of all procurement and contracting actions at Nashville MTA. This checklist is designed to substantiate how each procurement or contracting process is conducted, and to ensure that each file contains appropriate documentation to support the process.

The Procurement history checklist establishes procurement and contracting process standards, ensures consistency of decisions, actions, and provides general direction to the Procurement Department. The checklist also provides negotiating steps and complete activities when the procurement and contracting process is consistent with Nashville MTA’s requirements. Not all items of the Procurement History checklist is required for all procurement actions. Any deviation that significantly alters the Procurement History checklist requirements shall be approved in advance by the Procurement Manager.

This Written Standard of Conduct is applicable to all Employees, Vendors and Contractors, as that term is defined below, involved in the procurement process of the Nashville MTA and its affiliated and subsidiary agencies, for the award or performance of contracts for goods and services procurements.

A. Limitations On Contact With The Agency

1. Each procurement solicitation issued by the agency will identify the Agency’s Point of Contact for that solicitation.

2. Once the Point of Contact is established, neither the Vendor nor any person or entity acting on the Vendor’s behalf, including, without limitation, those providing compensated or uncompensated lobbying, advocacy, consulting or other service, may make a Prohibited Contact, provided that such Contact will not be prohibited if specifically authorized by the Point of Contact in furtherance of the procurement process.

3. Any written communication, including, without limitation, letters, faxes and emails, directed to anyone other than the Point of Contact, must be forwarded to the Point of Contact to determine the appropriate response.

4. In addition to the requirements of Tennessee State Laws, each Vendor shall direct every individual or entity retained, employed, designated by or acting for or on behalf of the Vendor to attempt to influence the procurement process with the agency, to limit their contacts with the agency concerning specific procurement actions to the agency’s designated Point Of Contact for that procurement.

B. Gifts Or Contingent Fees

1. No Vendor may offer or give any Gift, directly or indirectly, to an employee. Similarly, no Vendor may offer or give any Gift, directly or indirectly, to any member of an employee’s Immediate Family where such Gift is made because of the Vendor’s relationship with the employee.
2. Notwithstanding the foregoing, if a Vendor has a family or personal relationship with the employee, a gift that is unconnected with the employee’s duties at the Authority is not necessarily prohibited. In determining whether the giving of an item was motivated by personal rather than business concerns, the following factors are considered: (a) the history of the relationship between the donor and the recipient; and (b) whether the item was purchased by the donor. The giving of an item shall not be considered to be motivated by a family or personal relationship if the donor seeks to charge or deduct the value of the item as a business expense or seeks reimbursement from a client. However, regardless of the family or personal relationship between a Vendor and an employee, a Gift is strictly forbidden where it is being given under circumstances where it can reasonably be inferred that it was intended to influence the employee in the performance of his or her official duties.

3. The Vendor will not employ or retain any individual or entity for the purpose of soliciting or securing an Authority contract upon any agreement or understanding for a commission, percentage, brokerage, or fee that is contingent or dependent upon the outcome of the procurement.

C. Negotiations For Future Employment

Employees of the Authority are subject to the restrictions set forth below in connection with negotiations for future employment with Vendors. It is expected that Vendors will approach any such solicitation or negotiation with knowledge and understanding of these restrictions and will conduct themselves accordingly.

1. An employee (a) who is solicited by a Vendor that is involved in any matter in which the employee is directly concerned or personally participating on behalf of the Authority and who desires to pursue discussions regarding future employment with the Vendor, or (b) who decides to solicit employment from such a Vendor shall be deemed to have a conflict of interest.

2. This conflict may be overcome only if the employee’s manager reassigns the employee, in writing, to a position or job in which the employee will have no contact with the Vendor. The procedure for seeking reassignment is as follows: First, the employee is required to notify his or her immediate manager of the solicitation in writing. Second, the employee’s manager is required to advise his or her superiors of the request, up to and including the Department head, and must further indicate whether the manager intends to reassign the employee or refuse reassignment. A manager should refuse to reassign an employee when the manager determines that reassignment would be either impractical or inappropriate under the circumstances. Third, the manager must obtain the Department head’s approval of the decision to reassign the employee or refuse reassignment. Finally, the manager must notify the employee of his or her decision. If reassignment is refused, the employee may not pursue the Vendor’s solicitation.

D. Organizational conflicts of interest

1. Organizational conflicts of interest can cause two distinct problems: bias and unfair competitive advantage. An organizational conflict of interest exists where other activities, relationships, or Contracts of a Contractor inhibit, affect or prevent the Contractor from rendering impartial assistance or advice to Nashville MTA; a Contractor’s objectivity in performing the Contract work is or might be otherwise impaired (e.g. a Contractor assisting with a design might have a financial interest in a product or system that could be utilized in implementing that design); or a Contractor has an unfair competitive advantage which might be gained through its involvement in writing, or reviewing the solicitation and Contract documents, including the scope or specification except as part of a general industry review.
2. There are a variety of ways in which conflicts of interest can be prevented, or mitigated, one of the most important being disclosure. Contracts should include the organizational conflict of interest clause, to require that offeror’s disclose when they believe there may be a conflict. This allows Nashville MTA the opportunity to make the determination and take the necessary action to avoid the conflict. Also, conflicts of interest can be avoided by thoroughly researching potential vendors, employees and Contractors. Any connections should be investigated so as to prevent conflict. Nashville MTA conflict of interest policy requires that employees refrain from engaging in any activity, practice or act which conflicts with, or appears in conflict with the interest of Nashville MTA, its customers, or vendors. Compliance with this policy significantly reduces the chance of a conflict of interest.

Examples conflicts of interest include, but are not limited to:

a) The employee being also employed by a bidder, offeror or Contractor involved in the procurement transaction;

b) The employee, or any member of the employee’s immediate family holds a position with a bidder, offeror or Contractor such as an officer, director, trustee, partner or the like, or is employed in a capacity involving personal and substantial participation in the procurement transaction, or owns or controls an interest of more than five percent (5%);

c) The employee, or any member of the employee’s immediate family has a financial interest arising from the procurement transaction; or

d) The employee, or any member of the employee’s immediate family is negotiating, or has an arrangement concerning, prospective employment with a bidder, offeror or Contractor.

3. Once a conflict of interest has already occurred, it is still possible to avoid the consequences related to it. By implementing mitigation methods, the consequences associated with conflicts of interest may be avoided.

Examples of ways to mitigate conflicts of interest include, but are not limited to:

a) Removal of Nashville MTA’s employee from the position causing the conflict.

b) Recusal, allowing the employee facing the conflict to abstain from participating in the procurement action causing the conflict.

c) A third party becoming involved to make the necessary decision impartially.

Organizational and Contractor Conflict of Interest (COI) – P. 45. 7.5

(A required Form 18 shall be signed and executed by the contractor.)

(a) Definitions.

(1) “Contractor” includes the Contractor and its employees, affiliates, consultants, and subcontractors.

(2) "Impaired objectivity" includes without limitation the following situations that would cause a reasonable person with knowledge of the relevant facts to question a person's objectivity:

(A) Financial interests or reasonably foreseeable financial interests in or in connection with products, property, or services that may be currently utilized or utilized in the future by a person, organization, or institution in the course of implementing any project administered by the agency;

(B) Significant connections or access to project details, information, or methodologies that might require or encourage the use of specific products, property or services; or
(C) Significant identification with philosophical viewpoints or other non-public information that might require or encourage the use of specific products, property or services.

(3)(A) “Organizational Conflict of Interest” means that:
   (i) Because of other activities or relationships with other persons, the Contractor is unable or potentially unable to render impartial assistance or advice to the State;
   (ii) The Contractor’s objectivity in performing the contract work is or might be otherwise viewed as compromised. The Contractor has or is perceived as having impaired objectivity; or
   (iii) The Contractor has an unfair competitive advantage.

(3)(B) An organizational conflict of interest may result when:
   (i) Activities or relationships create an actual, apparent, or potential conflict of interest related to the performance of the contract; or
   (ii) The nature of the contract creates an actual, apparent, or potential conflict of interest with respect to the Contractor in relation to future contracts with the State.

(b)(1) The contractor, subcontractor, employee or consultant, shall certify that, to the best of their knowledge and belief, there are no relevant facts or circumstances which could give rise to an organizational or personal conflict of interest, be it actual, apparent, or potential, for the organization or any of its staff, AND that the contractor, subcontractor, employee or consultant has disclosed all relevant information if an actual, apparent, or potential conflict of interest appears to exist to a reasonable person with knowledge of the relevant facts or if such a person would question the impartiality of the contractor, subcontractor, employee or consultant. Actual, apparent, or potential conflicts of interest may arise in the following situations:

   (A) Unequal access to information – a potential contractor, subcontractor, employee or consultant has access to non-public information, including without limitation, data, plans, policies, and other knowledge, through its performance on a government contract;

   (B) Biased ground rules – a potential contractor, subcontractor, employee or consultant has worked, in one government contract or project, on the basic structure or ground rules of another government contract or future government contract. For example, the Contractor shall not use information gained from this contract to counsel current or future beneficiaries on the provision of services provided now or in the future by the Agency; or

   (C) Impaired objectivity – a potential contractor, subcontractor, employee or consultant, or member of their immediate family (spouse, parent, or child) has financial or other interests that would impair, or give the appearance of impairing, impartial judgment in the evaluation of Nashville projects, in offering advice or recommendations to the agency, in performing their current or future contractual obligations, or in providing technical assistance or other services to Nashville projects as part of its contractual responsibility.

(b)(2) Offerors shall disclose as described above regarding any actual, apparent, or potential conflict of interest regardless of their own opinion that such an actual, apparent, or potential conflict of interest would not result in impaired objectivity.

(b)(3) If an actual, apparent, or potential conflict of interest is disclosed, the Agency will take appropriate actions to eliminate or address the actual, apparent, or potential conflict, including without limitation mitigating or neutralizing the conflict or requiring the offeror to provide a satisfactory mitigation plan to the Agency identifying specific methods which will be imposed by the offeror to eliminate, to the extent possible, the conflict of interest. The Agency may restrict or modify the work to be performed by the offeror to avoid or reduce the actual, apparent, or potential conflict of interest. In this clause, the term “potential conflict” means reasonably foreseeable conflict of interest.
(b)(4) If a Contractor anticipates working on more than one contract with the Agency currently or in the future that is related in any way to this contract, the mitigation plan developed by the Contractor shall provide, at a minimum, assurances that no staff, communication, or data will be shared within the organization regarding this contract and any future contract that relates to the scope of services provided under this contract. Information gained by the Contractor from this contract shall not be used to benefit the Contractor in gaining competitive advantage in future contracts with the State.

(c) The contractor, subcontractor, employee or consultant agrees that if impaired objectivity, or an actual, apparent, or potential conflict of interest is discovered after the award is made, it will make a full disclosure in writing to the Contracting Officer. This disclosure shall include a mitigation plan, which shall include a description of actions that the Contractor has taken or proposes to take, after consultation with the Contracting Officer, to avoid, mitigate, or neutralize the actual, apparent, or potential conflict of interest.

(d)(1) Remedies - The State may terminate this contract for convenience, in whole or in part, if it determines that termination is necessary to avoid an actual, apparent, or potential conflict of interest or if the Contractor fails to provide a mitigation plan for an actual, apparent, or potential conflict of interest that is satisfactory to the Agency. If the Contractor was aware of an actual, apparent, or potential conflict of interest prior to award or discovered an actual, apparent, or potential conflict of interest after award and did not disclose or misrepresented relevant information to the Contracting Officer, the State may terminate the contract for default, or pursue such other remedies as may be permitted by law or this contract. Further remedies include suspension or debarment from contracting with the State. The Contractor may also be required to reimburse the Agency for costs the Agency incurs arising from activities related to conflicts of interest.

(d)(2) If the Agency has accepted a mitigation plan from the Contractor to minimize any actual, apparent, or potential conflict of interest and there is a violation of the mitigation plan, the Contractor shall be liable to the Agency for a set amount determined by both parties in writing for the first violation. Any subsequent violations to the mitigation plan shall be twice the amount of the immediately preceding violation(s).

(e) In cases where remedies short of termination have been applied, the contractor, subcontractor, employee or consultant agrees to eliminate the organizational conflict of interest, or mitigate it to the satisfaction of the Contracting Officer. This may include creating or revising a mitigation plan.

(f) The Contractor further agrees to insert in any subcontract or consultant agreement hereunder, provisions which shall conform substantially to the language of this clause, including specific mention of potential remedies and this paragraph (f).
AFFIDAVIT

TITLE:
Solicitation: #######

As a participator of this Solicitation-Process, I realize the importance of my undertaking, and am in full agreement of the following:

- I fully understand the importance of not revealing the contents of the proposal responses or the discussion thereof with any person(s) outside of the Evaluation Panel, and I will not reveal the contents of the proposal responses or the discussion thereof with any person(s) outside of the Evaluation Panel.
- I understand that the Nashville MTA maintains a No Contact Policy during the selection process, unless the proposer has a current contract with the Nashville MTA. If contact must be made during the evaluation process I will not discuss any part of the evaluation or Solicitation-Process with the proposer.
- I have not been approached by any (elected or appointed) officials of the Metropolitan Government, the Metropolitan Transit Authority Board, staff or other persons requesting information, and/or preferential treatment for any of the Offeror and if such an occasion arises, I will immediately notify the Chief Executive Officer of Nashville MTA.
- I have not been approached by any of the Offeror requesting information, and/or requesting preferential treatment, and if so, will immediately notify the Chief Executive Officer of Nashville MTA.
- I have not been approached by any other individual requesting information, and/or requesting preferential treatment for any of the Offeror, and if so, will immediately notify the Chief Executive Officer of Nashville MTA.
- I will be present for all evaluation meetings. If during the evaluation process I feel that I cannot fulfill my obligation to this Solicitation-Process, I will notify the Procurement Project Administrator, and request to be excused from the panel.
- I acknowledge and confirm that neither I nor any member(s) of my family shall have any financial gain including employment with the companies listed below:

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______________________________________
Name Printed

______________________________________
Date
Item Number:  A-18-037                                       Meeting Date: 12/13/18

Item Title:  NASHVILLE MTA COMMITTEE & BOARD SCHEDULE 2019

BACKGROUND

Attached is the proposed schedule for the committee and board meetings for 2019. There are notes for some of the dates and they are as follows:

July 25 – Historically the MTA Board chooses to have an abbreviated meeting either as a board or a committee in July.

November 21 – Thanksgiving falls on the fourth Thursday, so our meeting in November will be on the third Thursday.

December 12 – In recent years the MTA Board has met earlier in the month of December to free up the week prior to Christmas for travel and family plans for MTA Board members and staff.

STAFF RECOMMENDATION

We recommend approval of the meeting schedule for 2019 as presented.

Approved:

[Signature]

Secretary

December 13, 2018

Date
<table>
<thead>
<tr>
<th>Month</th>
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<td>December</td>
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*These dates are not the fourth Thursday of the month.

Committee Meetings meet consecutively beginning at 1:30 p.m.
Board Meetings begin at 2:30 p.m.