

NASHVILLE METROPOLITAN TRANSIT AUTHORITY
Board of Directors Meeting

March 25, 2021

I. **Call to Order:** Due to the outbreak of COVID-19 and the declaration of a state of emergency by Governor Bill Lee, the Nashville Metropolitan Transit Authority (Nashville MTA) held a special, limited agenda meeting via videoconference on Thursday, February 25, 2021 to conduct essential business to protect the health, safety and welfare of Tennesseans in light of the COVID-19 outbreak. This meeting was held in accordance with Executive Order No. 71 in order to discuss essential business.

II. **Roll Call of Persons Present:** Gail Carr Williams, Chair; Mary Griffin, Member; Walter Searcy, Member; Secretary Margaret Behm; Chief Executive Officer Stephen G. Bland, Chief Administrative Officer Rita Roberts-Turner, Chief Financial Officer Ed Oliphant, Chief Operating Officer Andy Burke, Director of Service Quality Dan Freudberg, Director of Planning & Grants Felix Castrodad, Director of Procurement and Business Diversity Amber Gooding, Sr. Safety Manager, Nicholas Oldham and Sr. Executive Assistant and Board Liaison Monica Howse.

A quorum was established, and Chair Williams called the meeting to order at 2:30 p.m.

Approval of Minutes: Walter Searcy made a motion to approve the February 25, 2021 minutes. The motion was seconded by Mary Griffin and unanimously approved by the board by roll call vote.

III. **Public Comments:** Chair Williams opened the floor for public comments. The public was reminded that comments were limited to three minutes.

John Bull

Mr. John Bull's public comments were as follows:

- Mr. Bull said that he received his covid vaccine at the Music City Center this past Sunday and that it was a very well run for Route #52.
- Mr Bull said the displays are flashing on the outbound and the fairground stops between soccer and the Nascar parking.
- Mr. Bull said that he thought MTA was doing a very good job with the funds that are available to them.
- Mr. Bull said he appreciates that there will be increased service on #23 come April 11th.
- Mr. Bull said that he appreciated that rapid and professional response regarding the incident on #23 inbound.
- Mr. Bull likes that APAC is now listed on the QuickTicket system.

Shiela Hansen

Ms. Sheila Hansen's comments were as follows:

- Ms. Hansen said the new bus passes are harder for the visually impaired to insert and that the old bus passes had a little corner cut off so that they knew which way to insert them. She asked MTA to offer up more guidance and take another look at making it more user-friendly for the visually impaired.
- Ms. Hansen recalled an incident that took place on the morning of March 25th when the bus took off and she almost lost her balance. She suggested that there be a mandatory ADA safety refresher course for all bus drivers.

Darius Knight

Mr. Darius Knight was not able to join the meeting but sent in his written comments below:

- Mr. Knight asked everybody to do all they can to encourage bus operators and maintenance staff during these uncertain and difficult times.
- Mr. Knight asked the staff to remind customers of the upcoming service changes that will go into effect April 11th on all social media platforms.
- Mr. Knight encouraged staff to roll out a plan for quickticket by engaging customers who use the customer service window and asked if we could allow for more testers.
- Mr. Knight encouraged all board members and staff to keep doing a good job and asked everyone to remember to check on your family and friends.
- Mr. Knight asked staff to come up with a proper emergency plan in case there is an uptick in random mass shootings, weather, pandemic, etc.

Karen Lloyd

Mr. Karen Lloyd's had trouble connecting to the virtual meeting, but sent in her written comments below:

- Ms. Lloyd shared concerns with the discontinuation of the Flex Stop on the #77 to the Radnor Towers (a facility that houses elderly and disabled residents that utilizes this route to go east/west from 100 Oaks to Murfreesboro Rd. without having to go downtown during the pandemic.)
- Ms. Lloyd expressed frustrations about her recent experience with scheduling a ride that resulted in a no-show. She said scheduling seems to be more complicated for the elderly and the disabled.
- Ms. Lloyd said that she was speaking on behalf of all elderly/handicapped customers and their concerns with ADA Compliance issues. Ms. Lloyd said that she recently filed a complaint regarding an altercation that happened on the bus when the bus driver told her that MTA had a new rule that all wheelchair passengers must remain in their wheelchair. She said that she got out of her wheelchair to pay her fare and when she did, the bus driver threatened to put her off the bus. Ms. Lloyd said that she received a response to her complaint on 3/10, but the response only said that the complaint was being escalated with no further contact. Ms. Lloyd said that she has also shared her concerns with Ms. Miriam Leibowitz regarding bus #77 and #42175, and how dangerous it is for the elderly and disabled customers to maneuver during the construction of bus shelters. She said that she has recently considered addressing these matters with the Mayor's office.
- Ms. Lloyd said that the handicapped bathroom stalls need to be repaired at Music City Central.

IV. Operations & Finance Committee Report: Walter Searcy introduced the following items for discussion and action:

- Monthly Financial Report Compared to Budget (OF-D-21-006):** Chief Financial Officer Ed Oliphant reported and reflected on the statement of operations for the month of January 2021 compared to the budget and balance sheet as of January 31, 2021. CFO Oliphant availed himself for questions and there was no further discussion at this time.
- Annual Conflict of Interest Assessmet (OF-D-21-007):** Chief Financial Officer Ed Oliphant reported the following:

In November 2019, staff presented a review of areas that could be perceived to raise the potential for a conflict of interest between the Nashville MTA and the RTA since the two agencies share the same management team. For last two years, the Nashville MTA Finance Committee has reviewed a report of identified potential conflicts and the mitigating factors.

The report represented the areas management has identified in FY2020/21 where a decision or recommendation was made that could appear to cause a potential for conflicts of interest for the two agencies as well as action taken to mitigate any conflicts.

CFO Oliphant availed himself for questions and there was no further discussion at this time.

- c. **Annual Risk Assessment (OF-D-21-008)**: Chief Financial Officer Ed Oliphant reported the following:

In February 2020, we presented our risk assessment to the Committee that focused on finance and accounting. Risk assessments should include reviews of every area of internal control, policies and procedures to identify strengths and weaknesses, and areas of financial or operational exposure and/or focus. We are focusing on the area of finance and accounting to see if there have been any changes in risk and what updates have been done as a result of focusing on this area.

We have developed a risk matrix, which is attached, to assist in determining what functions need to be focused on based upon two factors; the likelihood of occurrence of an error due to weakness and the potential monetary impact of that error or oversight. The matrix is broken into four quadrants as follows:

- (1) Low likelihood of occurrence and low monetary impact;
- (2) Higher likelihood of occurrence but lower monetary impact;
- (3) Higher monetary impact but lower likelihood of occurrence; and,
- (4) Higher likelihood of occurrence and higher monetary impact.

CFO Oliphant provided a brief description of each of the areas identified in finance and accounting based upon the level of importance, and availed himself for questions and there was no further discussion at this time.

- d. **Revolving Line of Credit (M-A-21-006)**: Chief Financial Officer Ed Oliphant reported the following:

The Nashville Metropolitan Transit Authority (Nashville MTA) will once again need temporary operating fund assistance due to delays in receiving our FY2021 Section 5307 formula capital grant funding. The Nashville MTA converts a portion of the capital grant funding appropriation from capital to operating to pay preventive maintenance and paratransit operating costs. This is similar to what has been done in previous years. Nashville MTA is authorized to borrow up to starting at \$14 million and ultimately not to exceed \$20 million through Fifth Third Bank. We tier the borrowing amounts to save on the non-use fees the bank charges. The Fifth Third credit facility has a term of one year and expires March 31, 2021.

The portion of our FY2021 Federal 5307 grant appropriation budgeted to be used for Nashville MTA operations is approximately \$19.8 million. Based upon these amounts, Nashville MTA's cash flow requirements anticipate needing to borrow on the line of credit starting the later part of March through the month of June 2021 or beyond, depending on the timing of the federal funding. The line will be repaid incrementally as the federal capital and operating funds become available and, historically, the loan has been completely repaid by December of the same year.

In order to adjust the annual renewal of our line of credit to align with MTA's and Metro Government's fiscal year, The Operations & Finance Committee recommended that the Board give the CEO the authority to extend the current line of credit facility through Fifth Third Bank in March for 3 months to begin March 31, 2021 and end June 30, 2021 and renew the line in June in conjunction with the passing of Metro's Budget Ordinance for a one year period of June 30, 2021 through June 30, 2022. The line of credit will remain at a first tier at \$14 million with a not to exceed of \$20 million for both the extension and renewal. The interest rate for the extension and renewal will remain at LIBOR plus 1.65% and a non-use fee of 0.2%. The line of credit is to be used as needed and to be repaid as federal funding is received. This will allow Nashville MTA to continue operating and allow time for the grant monies to be received.

Walter Searcy made a recommendation to approve the Revolving Line of Credit action item, Mary Griffin made a motion to accept this recommendation, and it was unanimously approved by the board by roll call vote.

- e. **Monthly Operating Statistics (OF-D-21-009)**: Director of Service Quality Dan Freudberg reported and reflected on the monthly operating statistics report through January 31, 2020. Mr. Freudberg availed himself for questions and there was no further discussion at this time.
- f. **Hillsboro Transt Center Construction Contract Award – Phase II (M-A-21-007)**: CEO Bland reported the following:

Staff has been working to advance the development of a neighborhood transit center located along Hillsboro Pike in Green Hills. The reconstruction of Hillsboro High School and resulting required relocation of the existing stop at that location presented an opportunity to advance this project. At its February 2020 meeting, the Board approved a Cooperating Agreement with Metro Nashville Public Schools (MNPS) highlighting the nature and location of the project, the responsibilities of the parties, and the benefits to the broader community. Due to much of the construction scope being duplicative in nature (intersection improvements, underground utilities, curbing, sidewalks, etc.) the transit center project can be completed in a most timely and cost-effective manner by utilizing the construction contractor being used by MNPS, American Constructors, Inc. (ACI). This approach meets Federal Transit Administration (FTA) requirements for sole source procurement of construction services due to the substantial duplication costs associated with a separate construction contract, and unacceptable conditions caused by delay as school construction will displace the current bus stop. In addition, MNPS did procure these services in accordance with public bidding requirements. Therefore, in June 2020 the Board approved a sole-source construction contract for foundations and underground utilities to American Constructors, Inc. with a not-to-exceed value of \$449,941.

The sole source nature of this procurement is permissive as outlined in FTA Circular C4220.1F, Chapter 6, Section 3(i) to avoid both substantial duplication costs and unacceptable delay, and the price submitted by American Constructors, Inc. has been deemed fair and reasonable in accordance with FTA best practices. Staff requested that the Board grant the Chief Executive Officer the authority to enter a construction contract with American Constructor's for a base amount of \$2,232,057 which includes the base bid, the TVM installation alternate, and seven project allowances. We also recommend the Board authorize a project contingency of 20%, resulting in an authorized not-to-exceed contract total of \$2,678,468. The sum of both contracts between WeGo and ACI total a not-to-exceed value of \$3,128,409. This contract total is supported by the \$4,300,000 project budget funded by federal and local sources.

Walter Searcy made a recommendation to approve the Hillsboro Tansit Center Construction Contract Award Phase II action item, Mary Griffin made a motion to accept this recommendation, and it was unanimously approved by the board by roll call vote.

- g. **Gresham Smith A&E Contract Task Order Increase for Hillsboro Transtit Center (M-A-21-008)**: CEO Bland reported the following:

In December 2015, the Nashville MTA awarded Gresham Smith and Partners (GS&P) an Indefinite Delivery, Indefinite Quantity Contract to provide project management, architectural, engineering, and construction support services on a task-order basis with an initial contract duration of three years with two additional one-year extensions and a maximum value of \$2 million. In November 2019, the Board approved a request to increase the total contract value to \$3.5 million and extend the contract duration to December 31, 2020. In January 2019, Gresham Smith and their DBE consultant, Artifice, was assigned responsibility to design the Hillsboro Transit Center. Gresham Smith and Artifice are serving in similar roles for the MNPS renovation of Hillsboro High School ensuring an integrated design between the transit center and school renovation projects.

The scope of work for Hillsboro Transit Center design included provisions for construction administration services to be priced and scoped upon completion of the design. This is common practice in the design and construction industry as the level of effort for construction administration is dependent upon the scope of a project's final design and expected construction duration. Construction administration services include:

- Coordinating project meetings;
- Reviewing and approving shop drawings, submittals, and pay applications
- Responding to the contractor's requests for information and addressing potential change orders; and,
- Reviewing construction progress including schedule reviews, site coordination, and punch lists.

Walter Searcy made a recommendation to approve the Gresham Smith A&E Contract Task Order Increase for Hillsboro Transit Center. Mary Griffin made a motion to accept this recommendation, and it was unanimously approved by the board by roll call vote.

h. North Nashville Design Task Order (M-A-21-009): CEO Bland reported the following:

In March 2019, the Board awarded an on-call contract to Smith Gee Studios to advance the planning, design, and construction of neighborhood transit centers and stop improvements throughout the WeGo network. To date, the Smith Gee Studios team has performed several task orders to advance development of the North Nashville Transit Center through site surveys and platting, geotechnical analysis, environmental surveys, and community engagement planning.

With the project set to advance toward community engagement and design, WeGo staff asked Smith Gee Studios to prepare a scope for design services from conceptual design through bidding of the North Nashville Transit Center's construction. The scope of services includes project management and coordination, architecture, structural engineering, mechanical, plumbing, fire protection, electrical engineering and lighting, wayfinding, interior design, civil engineering, and landscape architecture. The design will be advanced with WeGo and community input in general accordance with the WeGo design guidelines for transit centers. The base scope covers design for the transit center site located at 26th Avenue North & Clarksville Pike, streetscape along 26th Avenue North and Clarksville Pike, and two on-street stations serving the Route 22 along Clarksville Pike. The design task order includes four allowances; community engagement (led by duGard Communications), the design of open space at the corner of 26th Avenue North and Clarksville Pike, arts and cultural placemaking on the site, and evaluation for BRT technologies for the on-street stations. The overall project schedule anticipates conceptual design to begin alongside community engagement in spring 2021 with final design completed in early 2022.

Smith Gee proposes to provide the base design services listed above for \$643,882. Based on proposals provided by Smith Gee and duGard Communications, staff has allocated \$341,430 for the four project allowances. Given the iterative nature of community input through the design process, we are requesting the board authorize a 15% contingency resulting in a task order not-to-exceed total value of \$1,135,000.

Walter Searcy made a recommendation to approve the North Nashville Design Task Order, Mary Griffin made a motion to accept this recommendation, and it was unanimously approved by the board by roll call vote.

V. New Initiative & Community Engagement Committee Report: There were no discussion or action items to be presented this month.

VI. CEO's Report: CEO Bland reported the following:

1. Employees off on COVID leave remains relatively low at 4 as of this morning. This week, Metro moved into phase 2 of its vaccination plan which includes the critical infrastructure group of which our employees belong. Thanks to our Senior Safety Manager Nick Oldham who has worked closely with Dr. Wright at Public Health to schedule an on-site vaccination event for our employees at the Nestor facility next week.
2. Earlier this week, CEO Bland and CFO Oliphant met with representatives of the Mayor's Office and Metro Finance to review our FY2021-22 Operating Budget request. The meeting went smoothly, and Metro Chief Operating Officer Kristin Wilson (without specifically indicating what our appropriation would look like) reiterated the Administration's intentions to restore us to full funding once the City had the fiscal capacity to do so. Much of the discussion centered on how recently approved Federal funding under the American Rescue Plan Act could help to jump start the projects in the Mayor's Transportation Plan under transit if we are able to get the City's contribution back to full funding.
3. On the topic of the American Rescue Plan Act, we have not yet received the publication of apportionments by the Federal Transit Administration, but project total funding to the Nashville region in the \$45-49 million range which has to be split among MTA, RTA, Franklin Transit and the TMA Group in Williamson County. We have had preliminary conversations with the 4 recipients, and reached consensus that RTA would receive \$1 million, Franklin Transit \$500,000 and TMA Group \$500,000; with MTA receiving the balance of any funding in this range.
4. Members of the DTO Board have started negotiations with ATU Local 1235 on a new collective bargaining agreement. The current agreement expires at the end of June. Bill Miller, who recently retired as COO, is staying on in a part-time role to lead the bargaining team for DTO.
5. Andy Burke has also completed his onboarding as our new COO, and we should be hearing more from him in the coming months.
6. We have also extended an offer to a strong candidate for the Director of Marketing position. We are hopeful to receive their response by early next week. On the less positive side, most of you know our Public Information Officer Amanda Clelland. Amanda has left us to head up communications for the Tennessee Land Trust. I'm sure you join me in wishing her well.
7. In April, we'll be doing a soft launch of the WeGo Link program in Antioch. This is the partnership we have with Uber to partially underwrite the cost of Uber trips connecting neighborhoods in Antioch with two stations along our 55 – Murfreesboro Pike route. If the testing proves successful, we'll do a full launch this summer. Eventually, we would like to expand the program to other areas if funding permits.
8. On the RTA side, we have ordered an additional 10 over the road commuter coaches for RTA service. Most of these will be used in the Rutherford County corridor that MTA operates, with remaining coaches assigned to Gray Line for other routes in the RTA network. We also continue to meet with the City of Murfreesboro regarding the possibility of adding a park-and-ride lot in Murfreesboro adjacent to their planned facility for Rover, their local transit service. Finally, we're working with RJ Corman the Nashville and Eastern Rail Authority and Imagine1 Development on incorporating a new passenger boarding platform into the Vintage Station North project at Mt. Juliet Station that would allow direct boarding of the Star from this development.
9. CEO Bland said that he spoke on behalf of all staff and Board members in extending condolences to Chair Carr Williams and her family in the passing of her mother.

VII. **Other Business:** There was no other business at this time.

VIII. **Chair's Report:** Chair Williams reported the following:

Chair Williams expressed her appreciation to board members and staff for their condolences in the recent passing of her mother. She said that the board members and staff have been hanging with her through a lot lately and she couldn't thank them enough for their warm and kind embrace.

Chair Williams said that March 25, 2021, marked one year that this board has been meeting virtually and it's been done without complaint.

She said everyone has been doing it with such compassion and commitment, and she couldn't be more proud of the members of the board for all that they have done. She said that she's fortunate enough to be with some of the absolute best and most committed board members who have been serving on this board as committed volunteers. She said that this board is here to support the mission of MTA and improve transit across Nashville.

Chair Williams said that she was excited and celebrates the fact that vaccines are on the way for our central workers, our drivers, our WeGo staff, and others.

Chair Williams said that she echoed CEO Bland's sentiments about the budget. She said that our budget is so critical and crucial to MTA's success, and most importantly, the success of Nashville, and of course, our regions.

Chair Williams expressed her appreciation again to Ms. Mary Griffin for her leadership, and for taking a stab at drafting correspondence to the Mayor's office. She asked all board members to take one last look at the letter and have all final edits by noon, March 26th.

In closing, Chair Williams reiterated seeing the DBE piece in this month's board book and the intentionality has been great. She said we've been trying to grow and enhance the work and to be a leader in this area.

IX. **Adjournment:** With no further business, Chair Williams called for a motion to adjourn the meeting. Walter Searcy made a motion to adjourn and the meeting was adjourned at 3:48 p.m.

Attested:

Gail Carr Williams
Chair

Margaret L. Behm
Secretary: