



MINUTES
REGIONAL TRANSPORTATION AUTHORITY
FEBRUARY 21, 2018

I. CALL TO ORDER: The regular meeting of the Regional Transportation Authority of Middle Tennessee (RTA) Board of Directors was held in the meeting room at Music City Central, 400 Charlotte Avenue, Nashville, Tennessee on Wednesday, February 21, 2018. A quorum was established, and the meeting was called to order at 9:33 a.m. by Chair Kim McMillan, City of Clarksville Mayor.

IN ATTENDANCE WERE:

BRENTWOOD	MAYOR JILL BURGIN
CHEATHAM COUNTY	MAYOR KERRY MCCARVER
CLARKSVILLE	MAYOR KIM MCMILLAN (CHAIR)
FRANKLIN	MAYOR KEN MOORE
GALLATIN	MAYOR PAIGE BROWN
HENDERSONVILLE	MAYOR JAMIE CLARY
LEBANON	ALTERNATE PAUL CORDER, PLANNING DIRECTOR
MONTGOMERY COUNTY	MAYOR JIM DURRETT
MT. JULIET	ALTERNATE KENNY MARTIN, CITY MANAGER
MURFREESBORO	ALTERNATE JIM KERR, JR., TRANSPORTATION DIRECTOR
PORTLAND	MAYOR KENNETH WILBER
ROBERTSON COUNTY	MAYOR HOWARD BRADLEY
SPRING HILL	MAYOR RICK GRAHAM
SUMNER COUNTY	COUNTY EXECUTIVE ANTHONY HOLT
WESTMORELAND	MAYOR JERRY KIRKMAN
WHITE HOUSE	ALTERNATE GERALD HERMAN, CITY ADMINISTRATOR
WILLIAMSON COUNTY	MAYOR ROGERS ANDERSON
WILSON COUNTY	MAYOR RANDALL HUTTO (VICE CHAIR)
TDOT	JOSH SUDDATH
GOVERNOR APPOINTEES	ED COLE, DAVIDSON COUNTY PAULA MANSFIELD, RUTHERFORD COUNTY (SECRETARY) KELLY DANNENFELSER, WILLIAMSON COUNTY KEN DAVIS, WILSON COUNTY

II. APPROVAL OF MINUTES: Chair McMillan entertained a motion to approve the minutes of the December 13, 2017 meeting. Proper motion was made and properly seconded, and the minutes were approved unanimously.

III. **PUBLIC COMMENTS:** Chair McMillan opened the floor for public comments and recognized the following members of the public:

- Cheryl Lewis of Lebanon, TN shared her enthusiasm for the Hytch Rideshare app. She suggested that the Board consider sponsorship of this app which would be done by participating in their rewards program that offers riders incentives for use of mass transit.
- Jo Ann Graves, President and Chief Executive Officer of the Transit Alliance of Middle Tennessee (TAMT), reported the following:
 - The TAMT 13th Leadership Academy would start that night (Feb. 21, 2018).
 - With this class, they will have graduated more than 300 people and two more classes have been scheduled for 2018.
 - TAMT along with Cumberland Region Tomorrow (CRT) continues to do its community outreach into all of the counties surrounding Davidson County. More than 3,000 people have been reached in community meetings and through the local chamber's Facebook pages.
 - Additionally, they have spoken to various organizations and civic clubs including the League of Women Voters, the Realtor's Association, Rotary, Kiwanis, the Exchange Club, and senior citizen groups. She added that if the members know of an organization that would be interested in having TAMT to come and speak to them to please let them know.

There were no other public comments at this time.

IV. **FINANCE & AUDIT REPORT:** Committee Chair and Sumner County Executive Anthony Holt reported the Committee had no action items this month, and Chief Financial Officer Ed Oliphant would present the monthly financial report.

- a. **Monthly Financial Report Compared to Budget (D-18-001):** Mr. Oliphant reviewed the year-to-date data of the Statement of Operations Compared to Budget for the month of December 2017. There were no questions. He reviewed the Comparative Balance Sheets for the month ended December 31, 2017, and there were no questions. This ended his report. (Both reports can be found in the RTA February 21, 2018 Board book.)

V. **OPERATIONS COMMITTEE REPORT:** Committee Chair and City of Portland Mayor Ken Wilber reported that the Committee did not have any action items and called upon Chief Operating Officer India Birdsong to present the following item:

- a. **Monthly Operating Statistics (D-18-002):** Ms. Birdsong reviewed the standard monthly operating statistics with the Board that were included in the February Board book. Additionally, she introduced some additional pages that had been added to the report, the RTA Monthly Dashboard Report. This report goes through some of the metrics that are reviewed on a daily basis in operations and will provide the Board a more in depth analysis of what is going on operationally. Upon conclusion of her report, Board Chair McMillan noted her appreciation to Ms. Birdsong and her staff

for this new format and offered her thanks for all of the hard work they put into providing this for the Board.

- VI. Mt. Juliet Memorandum of Understanding (A-18-001):** Chief Administrative Officer Rita Roberts-Turner noted that this Board had a rich discussion and negotiation over the City of Mt. Juliet in an effort to ensure a fair and equitable way of continuing services in that area. At the Board's November 15th meeting, an agreement was reached to go forward with drafting a memorandum of understanding (MOU) to memorialize the elements of that agreement. Some of the key elements of the MOU as indicated within that report (action item) were:
- annual payment by the City of Mt. Juliet (City) for the Music City Star service;
 - an expansion in parking capacities; and
 - incorporation of a small park and city center and how RTA could help with that – coordinating with the city with possible developers as well as working together on design and construction plans.

Ms. Roberts-Turner referred the Board to the MOU that was contained within this action item and noted that it highlighted the key elements that both sides agreed were important as they moved forward. One thing she highlighted that the MOU made clear was in the section (near the end) that read “whereas the city has paid its fiscal 2018 financial obligation of \$30,000 to the RTA for its share of the match of the operational expenses for the Music City Star.” She noted that out of that conversation there had been an agreement that the back payment would be made and then going forward, and pursuant to this MOU, the City would continue its payment.

Ms. Roberts-Turner reported that at this time there had been continual communication between the RTA finance department and the City and efforts are being made to make that payment. She added that once that payment had been made, the RTA was in position to begin holding up their end of the agreement with the City.

Concluding, Ms. Roberts-Turner reported that it was the recommendation of the RTA staff that the Board go forward and approve this MOU with the understanding that nothing would completely happen until payment had been made. Ms. Roberts-Turner asked if there were any questions.

County Executive Holt made the motion for approval with the understanding that it would be contingent upon payment through the City of Mt. Juliet.

Chair McMillan asked if there was any discussion and recognized Mt. Juliet City Manager Kenny Martin. Mr. Martin reported that the MOU was with their city attorney and was being tweaked for some language. He further noted that he hated to say disagreements, but the MOU was being tweaked for some language from the City's standpoint about where there will be contributions. He added that he had a check with him today for \$30,000 to show the City's goodwill.

Continuing, Mr. Martin stated that all the City had ever desired was for the RTA stop to be adequate or better than it already was. On behalf of the Mayor of Mt. Juliet and the Mt. Juliet Commission, he stated that going forward they would continue their

contributions, noting that he hated to say obligations. Mr. Martin stated the difference was that they see it not as an obligation for payment but a contribution. Mr. Martin added that the City wants to be a part of this and a part of its success. He indicated that the Board could expect to see more checks in the future, especially with the movement coming from the RTA.

Chair McMillan responded on behalf of the RTA that they appreciated the cooperation of the City of Mt. Juliet and their assistance in getting this MOU put together and that the RTA clearly appreciated the check he had brought with him today. Chair McMillan continued adding that the RTA looks forward to a long and healthy relationship as they move forward with all the improvements to the Music City Star and to Mt. Juliet (station).

Chair McMillan recognized Ms. Roberts-Turner who noted that unless the RTA knows the specific changes that might come forward (from the City of Mt. Juliet) that the RTA might need to wait until they had received the final MOU.

Chief Executive Officer Steve Bland suggested that the MOU be approved in concept unless the changes were viewed as material by general counsel. County Executive Holt, who made the motion, accepted this as did Franklin Mayor Ken Moore, who seconded the motion.

Continuing, Chair McMillan stated that the Board has an understanding by the maker of the motion and the second that they will go ahead and adopt what was in front of them today, with the understanding that the legal counsel will submit whatever changes are necessary; and, unless those changes are material to the agreement, they will be incorporated into the final MOU. Chair McMillan called for a vote, and the vote of approval was unanimous.

VII. HAMILTON SPRINGS DESIGN CONTRACT EXTENSION (A-18-002): Chief Development Officer Julie Navarrete reported that in May 2017 the Board approved and gave notice to proceed with the Hamilton Springs station construction for the transit-oriented development in Lebanon, Tennessee; and, the project was under construction and great progress had been made. Unfortunately, she added, construction had experienced several delays due to weather and site conditions and with that the team needed more time to complete the engineering oversight. A revised schedule for project completion was currently under evaluation but was expected to extend into late summer or early fall 2018.

The original agreement with EOA Architects to design and support the project through construction administration was based on the original construction schedule. Additional funding and duration for the architectural and engineering support needed to be extended to align with the construction duration and close out.

Ms. Navarrete further reported that the additional architectural and engineering support of this project by EOA Architects had been secured and was the responsibility of Horn Springs Group (HSG). An amendment to the agreement with HSG was pending and would account for the additional costs that would be reimbursed to RTA for these services. The agreement with EOA Architects would need to be increased from

\$269,000 to \$365,000 in order to complete efforts through 2018 with a not-to-exceed contract value to cover contingencies of up to \$400,000.

Staff recommended to the Board that they provide the CEO the authority to increase the agreement value with EOA Architects to a not-to-exceed amount of \$400,000 for design, consultation, and construction administration services through December 31, 2018 and to execute appropriate amendments to the HSG agreement to reflect increased costs to HSG.

Proper motion was made (Franklin Mayor Ken Moore) and seconded (Wilson County Mayor Randall Hutto). The vote to adopt this action item was unanimous.

VIII. RESOLUTION TO AMEND BYLAWS (A-18-003): CAO Roberts-Turner reported that the purpose of the Ad Hoc Committee was to review and address concerns and issues outlined in the Performance Audit Report about RTA Board oversight and management, member attendance, vacancies, and RTA Finance & Audit Committee duties and responsibilities.

Ms. Roberts-Turner then reviewed some of the recommendations that the Ad Hoc committee made at the Board's December 13th meeting that they subsequently moved forward with and made the proposed amendments to the RTA bylaws:

- Quorum requirements for regular board meetings will be increased from 30% to at least 50% of members to constitute a legal meeting;
- Individual members will be expected to attend a minimum of 50% of all regular board meetings in order to be considered a member in good standing with respect to attendance on a 12-month rolling basis;
- An Executive Committee will be appointed per Article 4 of the RTA bylaws. In order to remain as inclusive as possible, the Executive Committee will be composed of any interested members who have attended at least 30% of regularly scheduled board meetings in 2017 and at least 50% of regularly scheduled board meetings and executive committee meetings thereafter;
- Only those members who have attended at least 50% of the regularly scheduled board meetings during the prior year would be eligible to serve on a future Executive Committee or hold an office on the Board;
- Annually, members will be advised of their Board attendance rate during the prior year and reminded of their ability to appoint an alternate representative if regular attendance is not possible. The appointment of an alternate representative is permissible for all members except those members appointed by the Governor (Tenn. Code Ann. § 64-8-204);
- Full RTA Board meetings will be scheduled on a quarterly basis per Article 2, section 3(a) of the RTA bylaws, with executive committee meetings scheduled during each of the two months between full board meetings. Executive

committee members must personally attend at least 50% of monthly executive committee meetings in lieu of a designee. Failure to attend regularly will result in removal from the Committee. All regular and ex-officio members of the Board would be welcome to attend any executive committee meeting, and all members will receive executive committee agendas and minutes but would not be voting members of the Committee unless appointed;

- Matters considered significant policy issues of the RTA (e.g., adoption of annual operating budget, adoption of annual and multi-year capital improvement plans, changes in fare policy, major service changes) will be reserved for full Board decision making and voting. Matters that do not meet these criteria will be delegated to the Executive Committee, with all members notified of executive committee actions at the first regular meeting of the full Board following such action;
- The current Finance & Audit Committee description will be amended to include responsibilities outlined in Tenn. Code Ann.§ 4-35-105, which include: overseeing the financial reporting and related disclosures; evaluating contracted management's assessment of internal controls (risk assessment); formally reiterating to the Board, management, and staff their responsibility for preventing, detecting, and reporting fraud, waste, and abuse; informing the Comptroller of the Treasury of the results of the assessment and controls to reduce the risk of fraud; and serving as a facilitator of any audits or investigations of the body to which the Finance & Audit Committee is attached, including advising auditors and investigators of any information the Committee may receive that is pertinent to audit or investigative matters. The Finance & Audit Committee will also select the independent external auditor for RTA's financial statements; and,
- Within 30 days of notification by contracted management of an upcoming Board appointment expiration, the RTA Board Chair will notify the governor's office. Please note that this notification has already occurred for seats that expired at the end of 2017.

Ms. Roberts-Turner further noted that per state law, the Finance & Audit Committee would adopt a charter. She had been working with outside counsel to draft a proposed charter that would be presented at next month's Finance & Audit Committee meeting. The Finance & Audit Committee would then bring that back to the Board for approval. Ms. Roberts-Turner completed her review of the amendments to the bylaws contained within this action item.

Chair McMillan noted her appreciation to those who served on the Ad Hoc committee to satisfy the concerns of the State Comptroller's office and the State Legislature.

Proper motion was made and seconded that the Board approve and adopt the resolution amending the RTA's Bylaws as summarized within this action item.

There was some light conversation about distinguishing the Executive Board from the full RTA Board and the qualifications for those who could participate and vote. County Executive (and Ad Hoc Committee Chair) Holt emphasized that the effort was to be as inclusive as possible. He stated that no one was coming off the Board; they were just trying to adhere to what their legislatures had required of them to do. He noted that it was important that everyone had a voice.

Chair McMillan encouraged alternates to attend the Executive Committee meetings even though they would not have a vote on that committee. She stressed that participation of everyone was greatly valued and needed.

CEO Bland reminded members that as a matter of procedure to please make sure that they signed in at every meeting or otherwise notify Kathy Owen, RTA Boards Liaison, or CEO Bland that they were present at the meeting.

A request was made that once the meeting began that the attendance sheet be passed around and Chair McMillan endorsed that suggestion.

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

- IX. RESOLUTION CREATING EXECUTIVE COMMITTEE (A-18-004):** Chair McMillan explained that because the RTA did not have in their bylaws a provision for an Executive Committee the RTA had been having full board meetings every month. Consequently, that created some of the issues that were pointed out by the Comptroller and Legislature. In order to address that, the RTA Board had agreed to create the Executive Committee. She then called upon CAO Roberts-Turner.

Ms. Roberts-Turner noted that this resolution was necessary to insure that the Board formally created an executive committee.

Chair McMillan noted that they were asking all members to determine if they wanted to serve on the RTA Executive Committee, and if they have 30% attendance from 2017 to please notify Ms. Owen, Chair McMillan, or CEO Bland.

It was recommended that they be notified by March 9 and that to be sure all membership was notified and included, an email would be sent out to all members with this information from CEO Bland. Members could then reply noting if they were so interested. Executive Committee appointments would be made shortly after that.

The Ad Hoc Committee recommended the Board approve and adopt the resolution to create an Executive Committee of the RTA Board. Proper motion was made and seconded, and the vote to adopt was unanimous.

- X. ELECTION OF OFFICERS (A-18-005):** CAO Roberts-Turner reported that the Executive Committee met last month prior to the regularly scheduled board meeting and presented the following slate of officers for the Board's consideration:

Chair – Kim McMillan, City of Clarksville Mayor
Vice Chair – Randall Hutto, Wilson County Mayor

Secretary – Paula Mansfield, Rutherford County Governor Appointee

Ms. Roberts-Turner noted that Ms. Mansfield would not be returning back to this Board. She also added that one officer of the Board must be a Governor’s Appointee. Ms. Roberts-Turner asked Chair McMillan if she would like to open the floor for nominations to fill this vacancy and Chair McMillan did so.

Ms. Mansfield thanked the Board for the opportunity that she has had to serve, noting that it had been her pleasure and her honor. She then nominated Ed Cole, Davidson County Governor Appointee, to fill her vacancy as Board Secretary. Proper second was made. Mr. Cole accepted the nomination, and the vote approving Mr. Cole as secretary was unanimous.

Chair McMillan then stated that the slate of officers now being presented for vote was:

Chair – Kim McMillan, City of Clarksville Mayor
Vice Chair – Randall Hutto, Wilson County Mayor
Secretary – Ed Cole, Davidson County Governor Appointee

Chair McMillan turned the meeting back over to Ms. Roberts-Turner to conduct the election.

Ms. Roberts-Turner stated this was the slate of officers being presented and asked for a motion. Proper motion was made and seconded. There were no further nominations or discussion and the slate was approved and adopted unanimously.

Chair McMillan thanked everyone for their hard work. She noted that the adoption of the resolutions amending the bylaws was something that could make everyone proud because they had now formally put into the bylaws what everyone recognized was the hard work of this group and now the State Comptroller’s office and the State Legislature can see that.

Chair McMillan presented Ms. Mansfield with a certificate of appreciation thanking her for her dedication and hard work for her five years of service on the RTA Board.

XI. CEO’S REPORT: CEO Bland reported the following:

- Hamilton Springs Station – Progress continues on the Hamilton Springs Station, and they continue to anticipate a grand opening in the late spring/early summer of 2018.
- Franklin Park & Ride – They had very productive meetings this past month with Transportation Management Association Group (TMA), Franklin Transit, RTA, and City of Franklin. He thanked Kelly Dannenfels, Williamson County Governor Appointee, for her participation as they work to create more purpose-built Park & Ride locations.
- Let’s Move Nashville Plan – On February 6, the Metro Council approved an ordinance directing that Nashville Mayor Megan Barry’s *Let’s Move Nashville* program be placed on the May 1 ballot for voter consideration.

- Mt. Juliet Funding –Following the earlier conversation today he expects to sign a task order for their outside engineers to commence design on parking and related station improvements. He offered his thanks to Mt. Juliet City Manager Kenny Martin, Mayor Ed Hagerty, and everyone on council for all of their hard work.
- Federal Railroad Administration PTC– Staff continues to advance their application for a limited service exception on the Music City Star in order to defer anticipated costs of \$20-25 million for Positive Train Control (PTC). Over the past two weeks, they have had conference calls with Federal Railroad Administration (FRA) officials and with staff members of Congressional oversight committees. FRA indicated that they expect to issue their decision by the end of March and, after verification of information in the application, see no reason why it wouldn't be approved. If the *Let's Move Nashville* initiative is approved by Davidson County voters, they would develop a schedule for PTC implementation, as a fully accepted PTC system would be necessary to add the service on the Music City Star called for in the plan.
- Nashville Metropolitan Transit Authority (Nashville MTA) Fare Collection System – Tomorrow (February 22), the Nashville MTA Board will act to approve a contract to begin installation of a next generation account based fare collection system. This procurement was conducted in a manner to allow the RTA, as well as other regional operators like Franklin Transit, Murfreesboro Rover, and Clarksville Transit to purchase from it. In coming months, once the vendor is on board and they have adopted a Capital Plan for the RTA, they will seek contract authorization from the Board to move this project forward.
- Rebranding Efforts – They have begun working with Bohan Advertising on a Nashville MTA rebranding effort that may carry over to RTA products and services. He thanked Ms. Dannenfelser for meeting with the agency to discuss brand identity, and they will keep the Board informed of future findings and recommendations as they progress.
- MCC Renovations – Another MTA project with RTA implications will be significant renovations planned for this facility in the coming months. They expect the Nashville MTA Board to approve a construction contract advancing this project tomorrow, with construction beginning in the spring and extending through the remainder of this year. Among the significant efforts will be extensive structural work to reduce water penetration, demolition and reconstruction of customer restrooms, renovation and expansion of the Customer Care Center, and general cosmetic upgrades including painting, surface cleaning and wayfinding.
- Donelson Station – They completed the development agreement and held a kick off meeting with Pennrose Development for a potential redevelopment surrounding Donelson Station. For the near term, their work will focus on working with the City of Nashville and the Metropolitan Development and Housing Authority as they advance a transit-oriented development zone in that district as well as coming up with basic financial perimeters.
- Regional Outreach – Over the past month, they conducted outreach sessions with CRT and TAMT in Robertson and Cheatham Counties. He thanked Mayor Bradley in Robertson County, Mayor Schneider of Springfield, Mayor McCarver of Cheatham County, Mayor Johnson of Ashland City, and Mayor Keenan of Pleasant View for their attendance and participation in these sessions, which

provided a general update of RTA services and broader transportation plans in those areas.

- XII. CHAIR'S REPORT:** Chair McMillan reminded everyone of the importance of noting their attendance. She added that now within the minutes was a listing of those who attended that Board meeting and asked that if a member notices that they are not included on the attendance roster and did attend, to please immediately let someone on the RTA staff know if that was the case.
- XIII. OTHER BUSINESS:** There was no other business to come before the Board.
- XIV. ADJOURNMENT:** Proper motion was made and seconded to adjourn, and the meeting was adjourned at 10:35 a.m.

Respectfully,

Paula Mansfield

Governor's Appointee
RTA Secretary