



MINUTES
REGIONAL TRANSPORTATION AUTHORITY
MAY 18, 2016

- I. **CALL TO ORDER:** The regular meeting of the Regional Transportation Authority Board of Directors was held in the meeting room at Music City Central, 400 Charlotte Avenue, Nashville, TN on Wednesday, May 18, 2016. A quorum was established, and the meeting was called to order at 10:05 a.m. by Chair Kim McMillan, Clarksville Mayor.
- II. **APPROVAL OF MINUTES:** Chair McMillan entertained a motion to approve the minutes of the March 16, 2016 meeting. Proper motion was made and seconded, and the minutes were adopted unanimously.
- III. **PUBLIC COMMENTS:** Chair McMillan opened the floor for public comments and recognized the following member of the public:

Jo Ann Graves with Transit Alliance of Middle Tennessee (TAMT) had these comments:

- The inaugural Transit Government Leadership Conference will be tomorrow night (May 19) in Gallatin, and it is for elected and appointed leaders.
- TAMT is in the midst of their 8th Transit Citizens Leadership Academy for citizens; and with this class's graduation, they will have graduated 200 citizens.
- Another class will be starting in the fall; if you are interested, please contact Ms. Graves.

There were no other public comments at this time.

- IV. **Review of By-Laws and Code of Ethics:** Chair McMillan introduced RTA Counsel Todd Presnell. Mr. Presnell introduced his associate, Junaid Odubeko. Mr. Presnell noted that the reason they are speaking to the Board today is to review primarily the RTA Code of Ethics/Conflict of Interest Policy the Board adopted some time ago. While many may be veterans of boards such as this and well aware of the anti-kick-back statutes and conflict of interest requirements, Mr. Presnell stated that it is good to review and refresh our memory on exactly what our obligations are, and that is what we are going to do today.

Mr. Presnell pointed the Board to the documents contained within the May 18, 2016 Board book and invited Mr. Odubeko to go over both of these with the Board succinctly, but with some specificity. At the end, he noted, acknowledgement forms will be passed out to the members. It is good for us for our record keeping that we

acknowledge that we have read the Code of Ethics and the By-Laws, and that we understand them, and that we keep them on file.

Mr. Odubeko stated there are three phrases on which to focus: removal, disclosure, and recusal. He then reviewed the documents with the Board. In conclusion, he read Section 11 from the Code of Ethics Policy:

This policy does not cover all possible circumstances that could present a conflict of interest. RTA expects its board members to exercise good judgment in their interactions with parties doing business or seeking to do business with RTA. If questions or concerns arise, board members should discuss the matter with the RTA Ethics Officer.

There were no questions for Mr. Odubeko, and the acknowledgement forms were distributed.

V. **FINANCE AND AUDIT REPORT:** Committee Chair Sumner County Executive Holt reported that our report on debt obligation was submitted to the State Comptroller's Office. That is our line of credit with Fifth Third Bank for \$1.5 million, and the effective interest rate of that, if and when we decide to use it, is 1.85%. He then reported on the following action items:

a. **Regional Bus Revenue Shortfall Funding (A-16-005):** During the budget process for the current FY 2016 fiscal year, the Board approved a directive to have each regional bus partner have a portion of their annual contribution for operating bus services set aside to create a reserve for unexpected shortfalls.

The analysis of each regional bus corridor's expenses and related funding for the year ending June 30, 2016 has highlighted some funding shortfalls due to decreases in ridership in some of the areas. For all but two partners, Franklin and Williamson County, the existing reserves that were created were adequate to cover the funding shortfalls. The combined shortfall for those two entities is \$19,011.

The Finance and Audit Committee recommends that the Board approve, on a one-time basis, using the RTA reserves created from dues paid to fund the \$19,011 revenue shortage described.

Proper motion was made and seconded. Nashville/Davidson County Mayor Megan Barry presented the question that if this happened once, how do we make sure it does not happen again?

Chair Holt answered that they have agreed to pay the adequate amount for the 2017 budget. He further noted that all the entities' reserve funds have been segregated based on their area, and those reserve funds can only be used by those entities. Williamson County is going to fund additional monies that should cover any of their shortfalls in the future.

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

b. **July 4 & New Year's Eve Train Services (A-16-006):** The Finance & Audit Committee is requesting the Board approve operation of the Music City Star for

the annual Independence Day (July 4) Fireworks Celebration at Nashville's Riverfront Park and the New Year's Eve Bash on Broadway with or without a sponsor since both events have traditionally had a good return on investment.

The Finance & Audit Committee also is requesting the fee for round-trip tickets for both events be set at \$15.

Proper motion was made and seconded, and the vote of approval was unanimous.

- c. **Other Special Events Train Service (A-16-007):** The Finance & Audit Committee recommends the Board authorize the management team to negotiate and approve various special events for the Music City Star as long as all operating, administrative, and marketing costs are covered and a modest return on investment is built into the agreements.

In addition, the Finance & Audit Committee recommends the approval of a promotional free-ride day as part of the festivities leading up to the Music City Star's 10th anniversary on September 18, 2016.

Proper motion was made and seconded. There was no discussion and the vote to adopt this item was unanimous.

- VI. **OPERATIONS REPORT:** Chair Mayor Wilber reported that the committee did not meet and called on RTA Operations Supervisor Gabriel Burgess to present the report.

- a. **Monthly Operating Statistics (I-16-004):** Mr. Burgess reviewed the monthly operating statistics and discussed the variances in ridership.

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

- Hamilton Springs Station
 - We continue to work with the Federal Transit Authority in Washington on level platform boarding and the accessibility issues. We have asked our regional office in Atlanta to intervene on our behalf to try to accelerate this process.
- Positive Train Control (PTC)
 - We continue to await federal approval on our type system for positive train control. Once that approval is received, we are prepared to go out with the solicitation for that system. We have no issue at this point that there will be any concern over the Federal Railroad Administration's deadline.
- The last legislative session
 - We had some good outcomes in terms of the Public Private Partnership (P3) Legislation and the Bus on Shoulder (BOS) Legislation.
 - A number of us will be attending a forum that is being put on tomorrow with respect to these issues.
 - In talking with Tennessee Department of Transportation, we are looking to advance some of those initiatives in the regional corridors.

- Northwest Corridor
 - The study continues to press on, and the alternatives continue to narrow both short and long term. We anticipate final recommendations coming from that study this summer.
- nMotion
 - We have had a number of outreach meetings in the counties relative to our nMotion planning process. We expect the Northwest Corridor Study and the nMotion process to come together at the same time.

VIII. CHAIR’S REPORT: Chair McMillan reminded all members to do what they can to support all of the regional corridor studies. The Northwest Corridor study is coming to fruition soon, and they are hoping by August of this year to have a final report from the consultants. She added that whatever happens in that corridor can benefit everyone in all of the other corridors as we continue to move forward in the entire Middle Tennessee region, and as we deal with these pressing transit issues that are affecting all of our constituents.

Chair McMillan then reminded everyone of the ethics forms, asking that they complete them and sign them before they leave today. It is required that we do so, and we must be sure that we get them completed.

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

X. ADJOURNMENT: Motion was made to adjourn, and the meeting was adjourned at 10:35 a.m.

Respectfully,

Paula Mansfield

Governor’s Appointee
RTA Secretary