



MINUTES
REGIONAL TRANSPORTATION AUTHORITY
OCTOBER 18, 2017

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, October 18, 2017. A quorum was established, and the meeting was called to order at 10:05 a.m. by Chair Kim McMillan, City of Clarksville Mayor.

II. IN ATTENDANCE WERE:

CHEATHAM COUNTY	AMBER LOCKE FOR MAYOR MCCARVER
CHEATHAM COUNTY ALTERNATE	PAULA SHAW
CLARKSVILLE	MAYOR KIM MCMILLAN
GALLATIN	MAYOR PAIGE BROWN
HENDERSONVILLE	MAYOR JAMIE CLARY
LEBANON	MAYOR BERNIE ASH
MONTGOMERY COUNTY	MAYOR JIM DURRETT
MT. JULIET	KENNY MARTIN, ALTERNATE, DENNIS BUCHANAN, ALTERNATE
MURFREESBORO	JIM KERR, JR., ALTERNATE
ROBERTSON COUNTY	MAYOR HOWARD BRADLEY
SPRING HILL	JIM SMITH, ALTERNATE
SUMNER COUNTY	KIM ARK, ALTERNATE
WHITE HOUSE	GERALD HERMAN, ALTERNATE
WILLIAMSON COUNTY	MAYOR ROGERS ANDERSON
WILSON COUNTY	MAYOR RANDALL HUTTO
TDOT	LIZA JOFFRION, ALTERNATE
GOVERNOR APPOINTEES	ED COLE, DAVIDSON COUNTY PAULA MANSFIELD, RUTHERFORD COUNTY LEE ZOLLER, SUMNER COUNTY KELLY DANNENFELSER, WILLIAMSON COUNTY KEN DAVIS, WILSON COUNTY

III. APPROVAL OF MINUTES: Chair McMillan entertained a motion to approve the minutes of the September 20, 2017 meeting. Proper motion was made and seconded, and the minutes were adopted unanimously.

IV. PUBLIC COMMENTS: Chair McMillan opened the floor for public comment and recognized the following member of the public:

Jo Ann Graves, President and Chief Executive Officer of the Transit Alliance of Middle Tennessee (TAMT), reported:

- Next week TAMT will conclude their twelfth Transit Citizens Leadership Academy (TCLA) class and with that will have 300 alums.
- TAMT was awarded the Regional Impact Award by the Nashville Chamber of Commerce because of the work they are doing in the Middle Tennessee region.
- TAMT is also a part of the Transit Coalition. The Transit Coalition has some 70 members and supports Mayor Barry's efforts to move forward with her transit plan.
- TAMT just completed their last transit presentation in Murfreesboro/Rutherford County and it was very well attended. Murfreesboro/Rutherford County has state-of-the-art abilities to do live streaming, so this meeting was streamed live and posted on their Facebook page. As of yesterday (October 17), the viewership on that video was 2.5 thousand.

There were no other public comments at this time.

V. **FINANCE AND AUDIT REPORT:** Board Chair Kim McMillan called upon Chief Financial Officer Ed Oliphant to present the following item.

a. **Monthly Financial Report Compared to Budget (I-17-021):** CFO Oliphant briefly reviewed the financial report (included in the October Board book) with the Board. There were no questions for Mr. Oliphant at this time.

Board Chair Kim McMillan called upon Chief Administrative Officer Rita Roberts-Turner to present the following item.

b. **Legal Services (A-17-022):** CAO Roberts-Turner reported that the RTA Board does receive legal services for various matters through outside counsel. For the last seven years this service has been provided by Bradley Arant Boult Cummings, LLP. That contract expired on September 30, 2017 and staff had to go out to solicitation in order to obtain new representation.

Below are the proposers that submitted responses to the RFP and their hourly bid rates:

1. Kelli Haas & Associates – \$150-\$175
2. Bradley Arant Boult Cummings, LLP – \$275-\$350
3. Thompson Coburn, LLP – \$355-\$490
4. Kaplan Kirsch & Rockwell, LLP – \$375-\$475

Kelli Haas & Associates did have a low hourly rate; however the evaluation committee in going through the proposal recognized that firm had very limited resources to assist the Board in the matters that they need specifically. Additionally, there was a lack of transit experience and knowledge about the issues specific to this Board.

While the other two firms, Thompson Coburn, LLP and Kaplan Kirsch & Rockwell, LLP had higher costs, which is not the only thing that the evaluation committee considered. These particular firms did not show that they had any attorneys who

actually were licensed to practice in Tennessee. Additionally, in their proposals it was unclear that they really understood what they needed to do for this particular Board. These two firms focused on providing assistance to what they considered to have in-house counsel for the RTA and not actually be the attorneys for the RTA.

After looking at all the proposals, the evaluation committee does recommend that the Board provide the Chief Executive Officer the authority to enter into a contract with Bradley Arant Boult Cummings, LLP to provide legal services to the organization with a not-to-exceed amount of \$150,000 for the first three years, and two one-year renewal options with a not-to-exceed amount of \$50,000 per year.

Chair McMillan asked for any questions or discussion. Governor Appointee Ed Cole asked/stated, for the record, that the cost part of the proposal was just a part of the evaluation criteria. CAO Roberts-Turner confirmed that was correct, that the whole proposal had to be considered. There were no further questions or discussion.

Proper motion was made and seconded and item #A-17-022 was adopted unanimously.

Board Chair Kim McMillan called upon Chief Executive Officer Steve Bland to present the following item.

- c. **Mt. Juliet Train Station/Funding Alternatives (I-17-022)**: CEO Bland reported that at last month's Board meeting, the Board directed staff to develop options associated with the history of Mt. Juliet Station and Mt. Juliet's financial participation in the operation of the Music City Star. That analysis was included in the October board book. The focus was on the history of the issue and also on the restraints the RTA has with respect of the use of that property as it was originally acquired during the initial Music City Star project with federal funds.

The Authority wants to be complimentary to the development goals and ambitions of their member cities and counties; while at the same time, they must look out for the interest of their federal partners, their state partners, and their riders. Therefore, the goal is that those interests be balanced in a way that is both fair and equitable, and complies with all of their legal requirements.

Concluding, CEO Bland stated that in following the conversation of the Finance and Audit Committee and the Finance and Audit Committee Chair the intent was to give a fairly exhaustive list of options and what some of the repercussions or outcomes of those might be. A lot of options have been included and they are not framed as recommendations, but they are intended to both inform the Board and also to inform further discussion among the parties.

Chair McMillan stated that the members were all aware of the significant discussion that occurred at last month's Board meeting on this issue. Staff did, at the Board's direction, draft a number of alternatives and they are included in this October's board book. They were not presented in any particular order, or presented as specific recommendations, but because of the continued issues that continue to be present, it was important as a Board that they get a more clear direction for where they should go with this.

Continuing, Chair McMillan stated that for that purpose, as Chair, she was going to appoint an Ad Hoc Committee to review the information that had been presented to them by staff. They had already talked to and asked to have Mayor Hutto and County Executive Holt, as Chair, on this committee. They would also like to have Mt. Juliet City Manager Kenny Martin and Mayor Haggerty, if he wishes to be involved in the Ad Hoc Committee, to review all these options. She stated that she believed no one there wanted to vote on something as sensitive and as big an issue as this without having further direction. She asked that the Ad-Hoc Committee meet and bring back to this Board their recommendation at their next meeting (November 15, 2017).

Chair McMillan asked if there was anybody else who would like to be a part of that Ad Hoc Committee. Governor Appointee Ed Cole stated that he would like to be a part of that committee and he was included.

Chair McMillan asked CEO Bland if he had anything to add; and he stated that if any members have either questions or additional suggestions on the piece that was distributed either at this meeting or subsequent to this meeting, to please feel free to give him a call.

VI. OPERATIONS COMMITTEE REPORT: Board Chair Kim McMillan called upon Chief Operating Officer India Birdsong to present the following item:

- a. Monthly Operating Statistics (I-17-020):** COO Birdsong reviewed the operating statistics with the Board. She asked if anyone had any questions on these reports and there were none.

VII. CEO'S REPORT: Chief Executive Officer Steve Bland reported the following:

- Williamson County Park & Ride – During this past month, RTA lost the Park & Ride site at the Williamson Medical Center in Franklin due to a construction project they have under way. He thanked Williamson County Mayor Rogers Anderson who helped them relocate to the Williamson County Agricultural Exposition Park.

He added that every time there is a change in a Park & Ride location, they expect to see a pretty significant ridership drop and that so far has been evident. Staff will continue to work with folks in Williamson County to see if there are other alternatives that would be more useful to a lot of the RTA customers.

- Spring Hill Park & Ride – Staff has learned that RTA will be losing the Park & Ride location in Spring Hill. They have been working with Mayor Graham and others to identify potential alternatives.
- Hamilton Springs Station – Progress continues on the Hamilton Springs Station, with the anticipated grand opening in the Spring of 2018.
- FY2017 Audit – Work continues on the FY2017 audit a report to the Board is anticipated at the November Finance and Audit Committee meeting.
- RTA Sunset Performance Audit – The State Comptroller's office recently completed their work on the RTA Sunset Performance Audit. The Sunset Hearing in front of the Legislative Government Operations Committee is scheduled in November.

- Nashville/Davidson County Mayor Barry’s Let’s Move Nashville Plan – Yesterday (October 17), Mayor Barry outlined detailed plans associated with her planned ballot initiative in May 2018 to undertake a massive expansion of mass transit in Davidson County.

Of particular interest to RTA members are planned projects to make upgrades to the Music City Star line in Davidson County that will allow the RTA to operate more trips; and the installation of light rail in portions of the Northwest Corridor in cooperation with the Cheatham County Rail Authority that will expedite long-term passenger rail service in that corridor, while continuing to support freight operations.

Plans for Light Rail and Rapid Bus improvements in the Gallatin, Murfreesboro, Nolensville, Charlotte, West End, Hillsboro, Clarksville and Dickerson Pike corridors building out from the center of Nashville would also help facilitate the long-term regional connections called for in the RTA’s nMotion plan.

Details about the plan can be found at www.letsmovevashville.com and there will be a series of community open houses in the coming weeks for citizens to learn more about the plan.

- Tennessee Public Transportation Association (TPTA) 2017 Annual Conference – TPTA was holding its 2017 Annual Conference in Nashville this week, and their Bus and Maintenance Roadeo was happening simultaneously with the RTA Board meeting.
- Rutherford County Transportation Summit – The Transit Alliance of Middle Tennessee (TAMT) and Cumberland Region Tomorrow (CMT) and RTA staff partnered together to do this summit in September. CEO Bland offered his thanks to Mayor Shane McFarland of Murfreesboro for hosting the event and welcoming them, and to Mayor Reed for her attendance; as well as to the Tennessee Department of Transportation for their participation.

VIII. CHAIR’S REPORT: Chair Kim McMillan stated that she was personally disappointed that she could not attend Mayor Barry’s announcement yesterday but she did send the Mayor a letter endorsing the progress that they are making to begin this regional effort. She noted that all need to remember that Mayor Barry, although focusing on Nashville and Davidson County for the initial prospect of moving forward, she believes that this is truly a regional transit effort.

Continuing, Chair McMillan said that the RTA is a regional transportation authority because its members all believe in regional transportation and they are not all unto themselves. They have to work together to provide the best transportation alternatives that they can. Chair McMillan stated that she is committed to making sure that this is just the beginning, not the end; and that if and when those different alternatives are realized in Nashville Davidson County, that can just be the beginning of what they will see as a true regional platform for transportation opportunities throughout the Middle Tennessee region.

The members of RTA all live in different corridors that extend from Davidson County and therefore everyone has a stake in making sure that this plan proceeds forward so that they can all take advantage of it. Chair McMillan stated that she is personally very thankful that Nashville is taking the lead and moving forward; and, she is hopeful that

the rest of the members will be able to take advantage of that and move forward in their various corridors. This organization can serve as a resource to all of its members in making sure that this regional vision we share is accomplished. Chair McMillan thanked CEO Steve Bland and the RTA staff for all of their work in helping to make this happen for them.

- IX. OTHER BUSINESS:** Jo Ann Graves wanted to be sure that everyone knew that TAMT was going to be in Clarksville/Montgomery on November 9 for their transit presentation. Also, TAMT will be working extensively with civic organizations over the next several months and asked the members to please let them know of any organization of which they are aware that might be interested in having a presentation done for their group.

Chair McMillan added that Executive County Mayor Anthony Holt, who will be serving as the Ad Hoc Committee Chair, or one of the RTA staff members will be in contact with those who volunteered to serve on this committee to set a date for that future meeting.

There was no other business to come before the board.

- X. ADJOURNMENT:** Proper motion was made and seconded to adjourn, and the meeting was adjourned at 10:36 a.m.

Respectfully,

Paula Mansfield

Governor's Appointee
RTA Secretary