

NASHVILLE METROPOLITAN TRANSIT AUTHORITY
Board of Directors Meeting

October 22, 2020

- 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, October 22 2020 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. 60 in order to discuss essential business.
- II. **Roll Call of Persons Present:** Gail Carr Williams, Chair; Janet Miller, Vice Chair; Walter Searcy, III, Member; Mary Griffin, (New) Member; Secretary Margaret Behm; Chief Executive Officer Stephen G. Bland, Chief Administrative Officer Rita Roberts-Turner, Chief Financial Officer Ed Oliphant, Director of Service Quality Dan Freudberg, Director of Marketing and Communications Jason Minser, Chief Engineer Trey Walker, and Board Liaison Monica Howse.

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

Board Chair Williams began the meeting by welcoming and congratulating Ms. Mary Griffin to the Nashville Metropolitan Transportation Authority Board. She said that Ms. Mary Griffin is an attorney with the state of Tennessee. Chair Williams gave way for Ms. Griffin to formally introduce herself.

Ms. Griffin stated said that she was honored and privileged to be able to serve on this board and to be able to directly affect the lives of Nashvillians and the people in this region. She is a mother of two; one who is disabled but has really thrived. She is a resident of Bellevue and is a long-time rider of the 24. She said that she is so excited that she'll get to ride the bus all over town and learn firsthand about new bus routes, etc. She attended college in New York City, where there were no cars, so she is a big advocate of public transportation in many countries and cities. She concluded her remarks by saying that she just wants to listen and learn a lot and hopes that people feel comfortable coming to let her know what they need.

Chair Williams said, we are grateful that she is a dedicated MTA WeGo rider and again, we're so happy that you have been appointed to this board.

Approval of Minutes: Walter Searcy made a motion to approve the September 24, 2020 minutes. The motion was seconded by Vice Chair Janet Miller 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.

Darius Knight

Mr. Darius Knight's public comments are as follows:

- Mr. Knight welcomed Ms. Mary Griffin to the MTA Board and said that he was glad that she is a Metro Nashville bus rider.
- Mr. Knight stated that the sixty-foot buses are in need of repair (mainly new flyer) from ADA issues, to broken seats, to other things.
- Mr. Knight asked if WeGo has thought about funding if the referendum passes. Mr. Knight also suggested that CEO Bland not take any more pay increases until the city recovers from the Covid-19 issues financially.

- Mr. Knight stated that he's had to clean a few hand rails and seats with his own cleaning supplies due to staff not being available or willing to jump on the bus and clean major points, like hand rails and seat handles.
- Mr. Knight stated that he didn't know what the Covid-19 numbers would look like when we move into the colder months. He said that he was concerned with the flow of air on the 1700-1900 buses, as the windows do not all open, which could be an issue. He said that passengers would either be cold on the buses or would be forced to wear mask with the heat on, which might create another issue for those who have breathing problems.
- Mr. Knight asked if the 19 Gillig 40 ft. diesel buses were due to arrive this year?
- Mr. Knight said that he appreciated the hard work of the operators and the attitude improvements of a night-time supervisor.

John Bull

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

- Mr. Bull stated that the buses appear to be on time and clean. He made a suggestion to explore racks for three bikes on the front of the buses instead of the two, especially on high volume routes (i.e. Murfreesboro route).
- Mr. Bull suggested that we flash the following message on front signage: "WE HAVE WIFI." He also suggested that we explore adding the capabilities of WIFI so that it doesn't overload the circuits.
- Mr. Bull said the Nolensville Pike/Corridor improvements are looking good.
- Mr. Bull said there's lots of detail when digging into the BetterBus Mass Transit plan; from the LYFT to WeGo bus Stop plan in Antioch area. Perhaps WeGo can find some funding so that riders aren't charged extra for the lack of a WeGo route close by.
- Mr. Bull stated that the Murfreesboro corridor looks magnificent.
- Mr. Bull said MUSIC CITY STAR - CSX needs to allow more track time and improve on the three runs a day.
- Mr. Bull stated that there are a lot of information to the transportation plan and he is taking the time to read it in detail

IV. Operations & Finance Committee Report: Chair Walter Searcy reported the following:

- b. Monthly Financial Compared to Budget Report (OF-D-20-020):** Chief Operating Officer Ed Oliphant reported and reflected on the statement of operations for the month of August 2020 compared to the budget and balance sheet as of August 31, 2020. There was no further discussion at this time.
- c. Pension Overview & CEO Signature Authority (OF-D-20-021):** Chief Financial Officer Ed Oliphant reported the following:

This discussion item discusses MTA's role as guarantor of the Disability and Retirement Plan of Davidson Transit Organization and Local 1235 of the Amalgamated Transit Union (the "Plan") and the Board's role in approving and authorizing the CEO to sign amendments to the Plan. Staff plans to present some amendments to the Board in subsequent Board meetings. Some background and history below provided information regarding Nashville MTA's past involvement in the Plan.

The Plan was originally effective September 1, 1945. It was adopted by Southern Coach Lines, Inc. and Nashville Transit Company. The Plan then existed under the name, "Southern Coach Lines, Inc. and Nashville Transit Company Disability and Retirement

Allowance Plan and Agreement". This private ownership changed upon the enactment of the Urban Mass Transportation Act of 1964 ("UMTA"). Pursuant to UMTA, the privately-owned transportation facilities and assets were to be purchased, and run, by governmental transit authorities. As a precondition or prerequisite to a grant of federal assistance by the Federal Transit Administration, Section 13(c) of the Federal Transit Act requires that "fair and equitable" protective arrangements must be made by the grantee to protect employees affected by such assistance. As a result of Section 13(c), in order to assure the continuation of existing collective bargaining rights, the Act, as amended, provided that federal money would be withheld from a public body seeking funding to acquire a private transit system if its state law precluded public-sector collective bargaining, unless an arrangement was made to assure that collective bargaining would be continued.

The following were questions for discussion:

1. What is the current financial picture of the Plan based upon the most recent actuarial valuation?
2. Under what conditions could MTA be called upon to satisfy any contingent liabilities? What are the circumstances which could cause the termination of the Plan?
3. Who could enforce the guaranty?
4. There is an action item from the MTA Board regarding this pension on January 9, 1997. Has the MTA Board reviewed this guaranty since then or taken any action regarding this Plan? Does the MTA Board need to approve any actions items going forward regarding this pension if it does not specifically address this guaranty?
5. Who/what entity has oversight authority over the Plan? What role, if any, should the MTA Board have going forward with the Plan?
6. Who looks out for the interests of the MTA in these matters?

Chief Financial Officer Ed Oliphant, Mike Yopp and Sean Sullivan, the pension attorneys, and Margaret Behm were all present to answer any questions the Board may have had. There was no further discussion.

- c. **Monthly Operating Statistics (OF-D-20-022)**: Director of Service Quality Dan Freudberg reported and reflected on the monthly operating statistics report through August 31, 2020. There was no further discussion at this time.
- d. **Election Day Free Fare (M-A-20-021)**: We have received several requests to consider making Tuesday, November 3, 2020 a "free-fare day" on all MTA services in order to maximize opportunities for voter turnout. Though not universal, a number of other transit agencies around the nation are also waiving fares on election day.

With respect to fiscal impact, the average value of cash fares collected on Tuesdays in the month of September was approximately \$8,500 (there would not be a "pro-rating" of time-based passes). Over the years, WeGo Public Transit has offered free fare day promotions on a very limited basis, but there is a precedent.

The only "criticism" we would anticipate from adoption of a free-fare day is based on the fiscal loss, which will not be material to our FY2020-21 Operating Budget. We do not anticipate overcrowding issues due to overall low levels of ridership during the pandemic.

The NICE Committee recommended the Board to approve Tuesday, November 3, 2020 as a free fare day. If approved by the Board, fares would be waived for the entire November 3, 2020 service day.

A motion was made by Walter Searcy and seconded by Mary Griffin and unanimously approved by the board by roll call vote

V. **NICE Committee: Chair Janet Miller reported the following:** Vice Chair Janet Miller reported the following:

- a. **Access Improvement Study & Technology Assessment (NICE-D-20-007):** This board discussion item was deferred to next month's board meeting.
- b. **Update on Advertising Program (NICE-D-20-008):** This board discussion item was deferred to next month's board meeting.
- c. **Hillsboro Transit Center Design Update (NICE-D-20-009):** Trey Walker and project architect Anna Roberts provided an up-to-date design plan for the transit center. The transit center project is progressing through the design process in conjunction with a major renovation to Hillsboro High School.

As discussed in previous board meetings, 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. The Board has previously approved actions to enter into 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. The transit center will be located along Hillsboro Road adjacent to the high school and immediately across Hillsboro Pike from Green Hills Mall. It will replace a heavily utilized, yet undersized, stop that is scheduled to be demolished as part of the high school renovation project and intersection relocation. The transit center would serve the 7 - Hillsboro route along with potential future extensions of nearby routes, such as the 17 – 12th Avenue South. The project is funded with federal and local sources.

VII. **CEO's Report:**

1. CEO expressed his appreciation to everyone for their patience with the remote meetings. He stated, as we get more proficient with the technology, we should be able to make them more interactive and engaging. He said, once we return to in-person meetings, we'd like to reinstitute our normal process of working discussion of items through our committees, but we have enacted this "consolidated approach" to streamline these meetings.
2. Operations continue to be "COVID-normal," as Dan reported ridership continuing at just about half our normal level. With a recent uptick in cases nationwide, we do not expect this to change significantly for the foreseeable future. As such, we will continue our reduced service levels for the foreseeable future; with the next likely change being when Metro Nashville High Schools return to in person instruction, currently scheduled for January. We currently have 10 employees off work for COVID – 3 who have tested positive, and 7 awaiting test results.
3. Looking at current ridership patterns and possible scenarios going out over the next year; our Planning and Operations Staff are examining several service design options that we will be looking at over the next few months. These would generally conform to the principles of our Better Bus plan, and we will advance them through the NICE Committee as they mature.
4. Progress on a number of our capital projects continues at a good pace:
 - a. For the Nolensville shelter project, 12 shelter sites have been completed to date, and construction has started on 5 more. 4 of these are expected to be completed

VIII. Other Business:

- a. **Extension of CEO's Employment Agreement (M-A-20-022):** The MTA Board of Directors and CEO Stephen G. Bland first entered into a five-year employment agreement commencing on August 25, 2014 and ending August 25, 2019 ("Agreement"). On June 22, 2017, the Board authorized the Chair to sign an Amendment #1 to the Agreement to award a \$15,000.00 bonus and annual increases to Mr. Bland's base salary of two and one-half percent (2.5%) each year, beginning July 1, 2018, and extend the term of Mr. Bland's Agreement to June 30, 2022.

Proposed Extension of Agreement. The Agreement may be extended at any time by mutual agreement. The Chair proposes that the Agreement be extended, so that the term of the Agreement is extended until December 31, 2025. Mr. Bland is agreeable to this extension.

Chair Williams said CEO Bland has done an exemplary job of leading this organization. She said that it has shown itself in several ways. First, during COVID, it's just been remarkable. She said that she couldn't imagine the stresses that are on CEO Bland during this time. She contributes it all to CEO Bland's leadership and that the team that is able to work very flawlessly together. She said that she was proud of all of staff as well.

Chair Williams said that it's pretty awesome to continue CEO Bland's Employment Agreement, and the fact that he wants to continue his employment with us is a plus.

Chair Williams said that she continues to be exceedingly proud of having this opportunity to serve in this way, with such excellent professionals is enlightening and it is inspiring. She said that the city of Nashville is extremely lucky to have CEO Bland as its' leader.

Chair Williams made a recommendation for approval and authorization from the Board to sign Amendment #2 to the Agreement to extend CEO Bland's Agreement to December 31, 2025

A motion was made by Walter Searcy and seconded by Vice Mary Griffin and unanimously approved by the board by roll call vote.

IX. Chair's Report:

- Chair Williams acknowledged and welcomed Ms. Mary Griffin to the MTA Board and said that we look forward to the years working together.
- Chair Williams stated that Vice Chair Miller had to leave the meeting, but she wanted it go on record that she acknowledged and congratulated Vice Chair Miller on being the recipient of the YMCA Woman of Achievement Award. She said that there are so many incredible things in our community and to be recognized and honored in this way is awesome. She said that she knew personally what an honor it is and how much recognition means for people. So, Kudos to Janet!
- Chair Williams acknowledged the staff on the BetterBus plan and for finding innovative ways for our passengers in our community to be a part of what we do.
- Chair Williams said, it is with this pandemic that we find ourselves here, but wants all to know that she appreciates the innovation and openness and the communication that's being done by everybody.

She said that everybody is out here making certain that transit is available and that transit is safe for all the citizens of Nashville. Again, she wanted everybody at WeGo to know that their work and their commitment to Nashville does not go unnoticed, and this board appreciate everybody's efforts.

- Chair Williams apologized to Director of Marketing & Communications Jason Minser and Director of Service Quality Dan Freudberg for having to defer their board presentations again. She said she appreciates the hard work that they have done in preparing these presentations and looks forward to hearing them at the meeting next month.
- Chair Williams concluded her remarks thanking Board Secretary Margaret Behm for working so hard on CEO Bland's Employment Extension Agreement.

X. **Adjournment:** There was no further discussion and the meeting was adjourned at 3:55 p.m.

Attested:

Gail Carr Williams
Chair

Margaret L. Behm
Secretary