

**NASHVILLE METROPOLITAN TRANSIT AUTHORITY**  
**Board of Directors Meeting**  
**August 24, 2023**

I. **Call to Order:** The regular meeting of the Nashville Metropolitan Transit Authority (Nashville MTA) Board of Directors was held at the Tennessee State Library & Archives, located at 1001 Rep. John Lewis Way N., Nashville, TN 37219, on Thursday, August 24, 2023.

II. **Roll Call of Persons Present:**

Gail Carr Williams, Board Chair	Andy Burke, COO
Jessica Dauphin, Member	Ed Oliphant, CFO
Kathryn Hays Sasser, Member	Vince Malone, COSA
Aron Thompson, Member	Nick Oldham, CSSO
Margaret Behm, Board Secretary	Felix Castrodad, Director of Planning & Grants
Stephen Bland, CEO	Carl Rokos, Director of Maintenance
Monica Howse, Sr. Exec. Asst. & Board Liaison	Marilyn Yokley, Access Manager
	Dan Freudberg, Deputy COO – Op System
	Katie Freudberg, Scheduling & Service Planning Manager

A quorum was established, and Board Chair Carr Williams called the meeting to order at 2:31 p.m.

Board Chair Carr Williams acknowledged and welcomed Aron Thompson as the newest Nashville Metropolitan Transit Authority Board Member. Mr. Thompson said he was excited to be a Board Member and eager to learn and give input where needed.

Board Chair Carr Williams honored and acknowledged former Board Member Walter Searcy, who rolled off the Board. She said Mr. Searcy gave tremendous insight to MTA and is to be commended for his commitment and love for transit. She concluded by saying that Mr. Searcy will be missed, and WeGo will find a time in the near future to celebrate his contributions as a former MTA Board Member.

III. **Approval of Minutes:** Jessica Dauphin moved to approve the July 27 Nashville MTA Board minutes. Aron Thompson seconded the motion, and the Board unanimously approved the minutes.

IV. **Public Comments:** Board Chair Carr Williams opened the floor for public comments. The public was reminded that comments were limited to three minutes. The following members of the public gave public comments:

- Darius Knight

V. **Informational Items:** The following items were presented for the board members' review.

- Monthly Financial Report Compared to Budget – No questions
- Monthly Operating Statistics – No questions
- Upcoming Procurement Projects List – No questions

VI. **Consent Agenda Items:** There were no consent agenda items this month.

VII. **Operations & Finance Committee Report:** Committee Chair Dauphin presented the following items for discussion and action:

- a. **FTA Triennial Review Final Report (OF-D-23-004):** Capital Grants Administrator Billy Higgins provided the following report:

The Federal Transit Administration (FTA) recently provided MTA with the Final Report from its FY 23 Triennial Review. The Triennial Review is one of the FTA's oversight tools for examining grantee performance and compliance with FTA requirements and policies. Mandated by Congress in 1982, although not an audit, it examines how recipients of Urbanized Area Formula Program funds meet statutory and administrative requirements by examining a sample of the agency's award management and program implementation practices. As such, the Triennial Review is not intended as, nor does it constitute, a comprehensive and final review of compliance with award requirements. The Triennial Review focused on MTA's compliance in 23 areas. No deficiencies were found with the FTA requirements in 22 of these areas. Deficiencies were found in one area: Drug and Alcohol Program.

Capital Grants Administrator Billy Higgins reviewed the Triennial Review process and the committee's corrective actions relative to the one programmatic finding in the Drug & Alcohol Program. The full written report was attached for the Board Members' review at the meeting.

There was general discussion and an overall appreciation from the board members of a great report.

- b. Quarterly Route Performance Report (OF-D-23-005):** Scheduling & Service Planning Manager Katie Freudberg provided the following report:

Ridership this quarter was up approximately 6% from last quarter, at ninety-five percent of pre-pandemic ridership. Ridership on the frequent network now exceeds pre-Covid levels, and routes such as the 23 Dickerson Pike, 52 Nolensville Pike, and 55 Murfreesboro Pike continue to exceed pre-pandemic ridership and show strong growth.

WeGo Public Transit continues to observe different ridership patterns than existed previously. Weekend ridership is up substantially, fourteen percent higher than pre-Covid ridership for Saturdays and thirty-five percent higher for Sundays. One area not as strong is student and youth ridership, which remains at about sixty percent of pre-pandemic ridership. However, the non-youth (adult) ridership is now four percent higher than pre-Covid.

On-time performance on almost every route declined during this period, continuing recent trends, and again, many of the busiest corridors showed the most critical performance issues. WeGo Public Transit saw some of the impact of the Broadway Bridge replacement in June, with lane closures and construction, before the full closure in early July.

There was no further discussion.

- c. 40-Foot Clean Diesel Bus Purchase (M-A-23-023):** Director of Maintenance Carl Rokos provided the following report:

Staff recommended the Board provide the Chief Executive Officer authority to approve a five-year contract with Gillig LLC and authority to supply the agency with 40' Clean Diesel Transit Coaches and to execute an initial purchase order for the purchase Twenty - Eight (28) 40' buses from Gillig corporation for vehicles used in Fixed route service. The requested contract authorization is for a not-to-exceed price of \$656,739 per bus plus an additional \$12,000 per bus for tools and training. The total not-to-exceed purchase authorization for this acquisition is \$18,724,692. The overall 5-year contract ceiling is for a not-to-exceed amount of \$50,000,000. Staff will return to the Board in future years for specific authorization to acquire equipment under the remainder of this contract. Funding for this acquisition is already in place, with \$8,180,000 in Metro Nashville Capital funding for service expansion and \$10,704,000 in Federal Section 5307 formula funding with matching State and Local funds.

There was general discussion.

Jessica Dauphin motioned to approve the 28 40-foot Clean Diesel Bus Purchase; Aron Thompson seconded the motion, and the Board unanimously approved this action item.

**VIII. New Initiative & Community Engagement Committee Report:** In the absence of Committee Chair Janet Miller, Board Chair Carr Williams introduced the following items for discussion and action:

**a. Fare Policy & Title VI Analysis (NICE-D-23-006):** Director of Planning & Grants Felix Castrodad presented the following:

Since the adoption of the Fare Policy by the Board, staff has implemented different strategies to ensure a positive and seamless transition to the QuickTicket system. As the elimination of magnetic and charge cards approaches, Felix Castrodad provided an update on the status of the mitigation strategies.

For over two and a half years, staff has been promoting and helping riders transition to the new fare collection system. Progress has been made in different areas to make products, savings, and overall benefits more accessible to riders. Unlike other transit systems, cash is still allowed in our system, understanding the need to provide equitable fare payment options. Implementation of these changes takes time, but staff commits to continue to monitor existing measures and expand opportunities for access to benefits to ensure the simplicity, seamlessness, equity, accessibility, and revenue-neutrality goals of the system. This has been reflected through the increasing penetration of QuickTicket products as a means of fare payment.

As a result of all these efforts, WeGo Public Transit is moving forward to eliminate all magnetic media on the system, effective October 1, 2023. Effective on that date, all riders paying with cash will be required to pay with exact change for each boarding and will no longer be able to purchase day passes when boarding the bus.

There was general discussion.

**b. Access Improvement Plan Policy Recommendations (M-A-23-024):** Deputy COO - Op Systems Dan Freudberg presented the following report:

Staff recommended the MTA Board of Directors approve the policy changes for the Core Access ADA Paratransit and Access on Demand Programs described in Tables One and Two. In addition, staff recommended establishing a Provider Option Program (POP) for paratransit-eligible customers called Access FLEX, as described in Table Two and the note on the final page of this Action Item. These changes are proposed to become effective on July 1, 2024, to provide adequate time for educating customers regarding the changes, going through the procurement process for new providers, and executing contracts with the selected providers.

There was general discussion.

Jessica Dauphin motioned the Board to approve the Access Improvement Plan Policy Recommendations; Aron Thompson seconded the motion, and the Board unanimously approved this action item.

**c. Access Third Party Provide Contract Extensions (M-A-23-025):** Access Manager Marilyn Yokley presented the following report:

Staff recommended that the Board approve extending contract 2017810 from September 21, 2023, through June 30, 2024.

CEO Bland pointed out the original board document recommended an extension through March 30, 2024, but it should be amended to read "through June 30, 2024."

Aron Thompson motioned to approve the Access Third Party Provider Contract Extension action item; Kathryn Hays Sasser seconded the motion, and the Board unanimously approved this action item.

**d. Amendment to Procedures for Participation in Metropolitan Transit Authority Meetings (M-A-23-026):** Board Secretary Margaret Behm presented the following report:

In the coming months and years, with major initiatives such as the Murfreesboro Pike Corridor Project, East Bank Transit developments, and several potential transit center projects, WeGo Public Transit anticipates more public engagement, and specifically more public participation and comment during our Board of Directors meetings. In light of these factors and recent instances (particularly during COVID) of other public bodies facing increasing challenges in balancing effective public engagement with conducting the business of their agencies, several MTA Board Members asked staff and the MTA General Counsel to re-examine the current policies and procedures regarding public participation at MTA Board meetings. In addition, recent changes in State law regarding public participation in the deliberations of public bodies in Tennessee made this a good time to revisit this process. As articulated by MTA Board Members, WeGo Public Transit aims to strike the appropriate balance between proactive public engagement and assuring that the Board can carry out the necessary business of MTA.

Following a review by WeGo Public Transit staff and the MTA General Counsel, including a review of pertinent State Law and the practices of other comparable public agencies, the Rules and Procedures for participation in the Nashville Metropolitan Transit Authority meetings was presented for Board consideration. Staff and General Counsel recommend its adoption. This policy would specifically apply to public participation at MTA Board meetings. It does not affect the Authority's other public engagement policies, such as those associated with proposed service and fare changes.

Jessica Dauphin motioned to approve the Amendment to Procedures for Participation in the Nashville Metropolitan Transit Authority ("WeGo") Meetings action item; Kathryn Hays Sasser seconded the motion, and the Board unanimously approved this action item.

**IX. CEO's Report:** CEO Steve Bland provided the following report:

1. Work is well underway to prepare for the service changes approved. Changes will go into effect on October 1. Route 70 – Bellevue Connector was a late addition to this service package. WeGo initiated this service several weeks ago as a pilot program to accommodate the start of the school year at Lawson High School. Overall, it's performing well after a few hiccups in the first week. The Board will see this route again when the Board considers Spring 2024 service changes after the first of the year.
2. Work also continues at a good pace at the Ernest Rip Patton Jr. North Nashville Transit Center, with much activity visible. Next Tuesday Evening, WeGo will host a public meeting at the Lee Chapel AME Church on Dr. DB Todd Blvd to gain input from the community on the art installations that will be installed as part of the Center. Kia Lewis will provide an overview of the construction progress at the September meeting.
3. Mr. Bland attended several meetings with Metro Planning, the Mayor's Office, and others regarding the Global Mall redevelopment process, including the planned transit center's role and location. On September 12, WeGo will host FTA Regional Administrator Yvette Taylor for a check presentation ceremony. FTA recently awarded WeGo a \$5 million competitive bus facilities grant toward the completion of the Center. Once details are finalized, the event information will be forwarded to the Board.
4. WeGo continues to speak to various candidates for Mayor and Council in anticipation of the runoff election in September. In addition, Mr. Bland has been preparing various transition documents that Mayor Cooper's office requested.

5. Mr. Bland said he was pleased to attend the Metro Council Rules and Nominations Committee and full Council meeting this month, where they took up the Mayor's Nomination of Aron Thompson to the Board. It was a pleasure meeting Aron; he looks forward to working with him.
6. After the successful FTA Triennial Review, Billy Higgins and other staff have been busy assembling the draft capital improvement plans for MTA and RTA. WeGo anticipates having this for the Board's consideration in September.
7. Mr. Bland said he was pleased to be selected to participate in the 2023-24 class of Leadership Tennessee. This program gathers leaders from all over the state to spend 2-day sessions in various locations around the state, hearing from local officials and discussing topics of statewide significance. The class is impressive, with several State Senators, 2 County Mayors, and various private sector leaders. Notably representing Nashville's public sector along with Mr. Bland are Dr. Battle from MNPS, Dr. White from MDHA, and Teresa Broyles-Aplin, the CEO of NES.
8. On the RTA side:
  - a. Hatch Consulting continued its work on the Star Future Vision Study. Public engagement has wrapped up the first phase, and various scenarios are currently being modeled.
  - b. WeGo continues to advance work on negotiations for a joint development project at the RTA's Donelson Station site with HG Hill and the Southeast Ventures development team. WeGo is working with its attorneys at Bradley and our Real Estate Advisors at Jones Long LaSalle to develop term sheets associated with negotiations while the developer advances other property acquisitions adjacent to the site. WeGo is also discussing a potential intersection realignment with this development team for a project across Donelson Pike, Metro Planning, and NDOT.
  - c. WeGo continues to advance land acquisition toward a permanent park-and-ride location in Murfreesboro, and this month, the development team met with Federal Transit Administration staff to discuss environmental review requirements associated with this project.
  - d. WeGo is working with Nashville SC to plan for a regional bus service connecting Murfreesboro and Antioch to several late-season soccer games and has worked out the service model, pickup and drop-off locations, and other related details. WeGo plans to operate this service for games on September 30, October 4, October 14, and October 21.

**X. Chair's Report:** Board Chair Carr Williams presented the following report:

Board Chair Carr Williams welcomed Aron Thompson to the Board. She also acknowledged and thanked the following: Felix Castrodad for working to get a regional bus service connecting Murfreesboro and Antioch to several late-season soccer games; Billy Higgins for a great job in leading the Triennial review and an overall good report; and Board Member Jessica Dauphin for stepping up as Chair of the Operations & Finance Committee.

In conclusion, Board Chair Carr Williams said the Board had performed the CEO's yearly review, and as usual, his performance was exemplary. She reviewed his contract and, along with Board Secretary Margaret Behm, worked together to present the following action items:

- a. **Amendment of CEO's Employment Agreement (M-A-23-027):** Board Secretary Margaret Behm provided the following report:

The MTA Board of Directors and CEO Stephen G. Bland entered into a five-year employment agreement on August 25, 2014, and ending on August 25, 2019 ("Agreement"). On June 22, 2017, the Board authorized the Chair to sign 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. On October 22, 2020, the Board authorized the Chair to sign Amendment #2, which extended Mr. Bland's Agreement to December 31, 2025. The Agreement may be extended or amended at any time by mutual Agreement. In making this proposal, the Chair reviewed the salaries and tenures of comparable CEOs nationwide.

**Proposed Amendment of Agreement.** The Chair proposes that the Agreement be extended so that the term of the Agreement is extended through December 31, 2028. The Chair also proposes that effective July 1, 2023, Mr. Bland's base salary will increase by 5%, and his annual vacation days increase to 30 days. The Chair proposes that beginning July 1, 2024, Mr. Bland will receive an annual increase to his base salary of 3% unless the employees of the Metropolitan Government of Nashville & Davidson County receive a higher cost of living increase, and in that event, Mr. Bland shall receive the higher increase for that year. The Chair also proposes that sections 3.4 (Life Insurance) and 3.5 (Deferred Compensation) of the Agreement be deleted. The Chair further proposes that section 3.7 (Professional Memberships) be amended to provide for payments in the amount not to exceed \$3,500.00 instead of \$1,500.00. Additionally, due to Mr. Bland's work during the pandemic and outstanding evaluations, the Chair proposes that Mr. Bland receive a one-time bonus of \$10,000.00. Mr. Bland is agreeable to these proposed amendments to the Agreement.

The Chair requested approval and authorization from the Board to sign Amendment #3, which provides for the terms outlined in the above Proposed Amendment of Agreement.

Jessica Dauphin motioned to approve the Amendment of the CEO's Employment Agreement action item; Aron Thompson seconded the motion, and the Board unanimously approved this action item.

- XI. **Other Business:** There was no other business to come before this Board.
- XII. **Adjournment:** With no further business, Board Chair Carr Williams moved to adjourn the meeting, which adjourned at 4:15 p.m.

**Attested:**

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**Gail Carr Williams**  
*Chair*

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**Margaret L. Behm**  
*Secretary*