



MINUTES
EXECUTIVE COMMITTEE MEETING
REGIONAL TRANSPORTATION AUTHORITY
APRIL 15, 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 Regional Transportation Authority held a meeting via teleconference on Wednesday, April 15, 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. 16 in order to discuss the Debt Obligation Notification, to vote on the 2020 RTA Bylaws Revisions and the Safety Management Policy Statement board action items. A quorum was established, and the meeting was called to order at 9:30 a.m. by Chair Mayor Randall Hutto.

Executive Committee Members in Attendance:

Mayor Randall Hutto, Chair – Wilson County
Mayor Paige Brown, Vice Chair – City of Gallatin
Governor’s Appointee Ed Cole, Secretary – Davidson County
Mayor Bill Ketron – Rutherford County
Mayor Anthony Holt – Sumner County
Mayor Ken Moore – City of Franklin
Mayor Jerry Kirkman – City of Westmoreland
Governor’s Appointee Kelly Dannenfelser – Williamson County
Governor’s Appointee Ken Davis – Wilson County

- II. **Approval of the February 19, 2020 Minutes**
Proper motion was made and seconded, and the minutes were approved unanimously.
- III. **Public Comments:**
There were no public comments at this time.
- IV. **Debt Obligation Notification (EXC-D-20-005):** The Regional Transportation Authority of Middle Tennessee’s (RTA) \$3 million line of credit with Fifth Third Bank was due to expire on March 31, 2020 and was also the expiration of our five-year agreement with Fifth Third Bank. We went out to bid in November 2019 for a new five-year agreement and Fifth Third was selected through the RFP process. However, the RTA Executive Committee was unable to meet in March to approve a new agreement due to COVID-19 pandemic. After discussion with the bank and the bank receiving a letter from Board Chair Hutto giving assurances that an action item would be brought before the Board on the new five-year agreement before June 30, 2020, Fifth Third was willing to enter into a 90-day extension to the existing \$3 million loan with the same interest rate of LIBOR plus 1.85% and a 0.35% non-use fee. While we continue to reduce the frequency of need to utilize the line, we felt it was necessary to maintain the line of credit until such time as the RTA Board or Executive Committee could meet to approve a new five-year agreement. We will be bringing an action item for a new five-year agreement and the new terms of the loan to the June 2020 Board meeting for consideration and approval. No actions are required at this time.

On April 1, 2020, RTA entered into a 90-day extension of its existing Revolving Credit Promissory Note with Fifth Third Bank for \$3 million with an expiration of the note on June 30, 2020. This note is needed to cover our cash flow needs throughout the quarter. The terms of the loan are as follows:

Term	90 days
Maturity Date	June 30, 2020
Interest Rate	Variable – LIBOR Rate plus 1.85%
Legal Fee	\$500 paid to Sherrard Roe Law Firm representing Fifth Third Bank
Non-Use Fee	35 basis points on the daily unused principal amount of the Note, charged quarterly. Maximum fee will not exceed \$2,625.

V. RTA Bylaws Revisions (EXC-A-20-004): As discussed at the October 2019 Executive Committee meeting, the implementation of the Executive Committee has been instrumental in advancing city and county participation in the Regional Transportation Authority of Middle Tennessee (RTA) meetings. However, some provisions in the current bylaws that did not contemplate the regular meeting of the Executive Committee in lieu of monthly Board meetings, potentially impact the ability of the RTA to consistently and timely conduct necessary RTA business including but not limited to the following:

- Timely adoption of Executive Committee recommendations
- Timely adoption of a fiscal budget
- Timely election of Board officers and appointment of committees

In order to ensure a continued high level of participation and effectiveness, the Executive Committee directed staff and RTA legal counsel to review and recommend any beneficial amendments to the RTA bylaws, particularly as it relates to:

- 1) Board Officers
- 2) Executive Committee Power and Authority

Per the Executive Committee's directive, RTA Counsel, Junaid Odubeko and Chief Administrative Officer, Rita Roberts-Turner, discussed potential amendment options with the Committee.

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

VI. Safety Management Policy Statement (EXC-A-20-005): Moving Ahead for Progress in the 21st Century (MAP-21) granted authority to the Federal Transit Administration (FTA) to create and enforce a comprehensive framework that will oversee the safety of public transportation throughout the United States. This new authority provided FTA the opportunity to assist transit agencies in moving towards a more holistic, performance-based approach in Safety Management Systems (SMS).

On July 19, 2018, the FTA published the Public Transportation Agency Safety Plan (PTASP) Final Rule, which requires certain operators of public transportation systems that receive federal funds under FTA's Urbanized Area Formula Grants to develop plans that include the processes and procedures to implement Safety Management Systems. The plan must include safety performance targets that will be voluntarily shared with the Metropolitan Planning Organization (MPO) and the local Department of Transportation. The PTASP rule became effective on July 19, 2019. Consequently, FTA published a Dear Colleague letter, on the same day, to alert the transit industry of the July 20, 2020 deadline for submitting a Safety Management System Plan.

The first step in becoming compliant is the creation of a safety management policy statement. MTA's Safety Management Policy Statement, as herein attached, will establish the safety of our customers, employees, and the public as a core value by ensuring the following:

- Executive Promotion of Safety
- Communication and Training
- Responsibility and Accountability
- Responsibility of Employees and Contractors
- Employee Reporting
- Review and Evaluation

Once the policy has been adopted, RTA, through the coordinated work of its safety consultant, newly hired Senior Safety Program manager, and appointment of the Chief Administrative Officer as Chief Safety Officer, will move towards finalizing the entire Safety Management System Plan. The plan will serve as a systematic and comprehensive approach to identifying and mitigating safety hazards and risks associated with transit system operations and related maintenance activities.

Staff requested the Committee approve and adopt the Safety Management Policy Statement in furtherance of the FTA mandated Safety Management System Plan.

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

VII. Monthly Financial Report Compared to Budget & Operations Committee Reports

The Monthly Financial and the Operations Committee Reports were included in the monthly packet for review; there was no discussion of these reports at the meeting. Chief Financial Officer Ed Oliphant and Director of Service Quality Dan Freudberg were present to answer any questions. There were none at this time.

VIII. Adjournment: Proper motion was made and seconded to adjourn, and the meeting was adjourned at 10:05 a.m.

Respectfully submitted:

Ed Cole, RTA Secretary &
Davidson County Governor Appointee