

**MINUTES**  
**Of the**  
**EXECUTIVE BOARD**  
**of the**  
**Nashville Area Metropolitan Planning Organization**  
**July 19, 2017**

Attendees: Mayor Rogers Anderson, Mr. Jeff Baines (for Mayor Bernie Ash), Mr. Steve Bland, Vice-Mayor David Briley, Mayor Paige Brown, Mayor Ernest Burgess, Mayor Jill Burgin, Mayor Jamie Clary, Mayor John Coombs, Mayor Bonnette Dawson, Ms. Denise Geminden (for Mayor Ken Wilber), Executive Anthony Holt, Mr. Eddie Hood, Mayor Randall Hutto, Mr. Jim Kerr (for Mayor Shane McFarland), Ms. Pam Kordenbrock, Mr. Victor Lay (for Mayor Rick Graham), Mr. Kenny Martin (for Mayor Ed Hagerty), Mr. Larry McGoogin (for Gov. Bill Haslam), Mr. Jeff Peach (for Mayor Mary Esther Reed), Mr. Michael Skipper

**Approve June 21, 2017 Meeting Minutes**

Mayor Randall Hutto, Chair, opened the meeting at 9:02 a.m. Mayor John Coombs moved to approve the June 21<sup>st</sup> meeting minutes with Mr. Jim Kerr seconding. The motion passed unanimously.

**Public Comment**

There was no public comment.

**Endorse Draft FY18 Unified Planning Work Program**

Ms. Michelle Lacewell, Interim MPO Director, said that the draft *FY 2018 Unified Planning Work Program* (UPWP) describing planning studies and research efforts scheduled for the period between October 1, 2017 and September 30, 2018 has been prepared and needs to go out for public review and comment. The program meets federal planning requirements and serves as the MPO's annual operating budget and regional dues schedule. The draft has been updated to include the relationship with the GNRC as the future MPO sponsor and fiscal agent. It also includes the increase in dues that has been discussed.

The UPWP requires a public review and comment period of no less than seven days prior to adoption at the August Board meeting. *A complete copy available at [NashvilleMPO.org/plans\\_programs/upwp/](http://NashvilleMPO.org/plans_programs/upwp/)*

Mayor Ernest Burgess asked who has given feedback on this document. Ms. Lacewell said that both TDOT and FHWA have reviewed and their concerns have been addressed. She said that the TCC also reviews this document and endorses it for the Board's approval.

Executive Anthony Holt moved to endorse the FY 18 UPWP for public review and comment. Mr. Kerr seconded and the motion passed unanimously.

**SCHEDULE:**

---

- *7/12- TCC Endorsement*
- **7/19 – XB Endorsement**
- 8/1-8/16 – Public Review and Comment Period
- 8/2 – First Public Hearing (TCC)
- 8/16– Second Public Hearing / Adoption (XB)

**Amendments to MPO Bylaws**

Ms. Lacewell said that amendments to the MPO bylaws that are necessary to pursue integration have been prepared for adoption. The Resolution only reflects updates to the Bylaws that are not contained in Article 3, to address representational equity of the board until the August meeting due to not yet being able to meet with the Lt. Governor on the matter. This meeting hopefully will take place in the next few weeks.

She said that the changes to the Bylaws that reflect 1) changing the name of the Executive Board to the Transportation Policy Board, 2) establishing a non-voting seat to the MPO sponsor agency, unless that agency is a municipality or government serving within the MPO planning area or establishing the Policy Board's responsibility to identify a sponsor agency, 3) establishing a planning oversight committee which will take on the role that the Finance and Audit committee currently serve but also creates a sponsorship agreement for this Board to adopt. Also, the resolution clarifies the duties and responsibilities of that committee.

Mr. Larry McGoogin said that TDOT prefers that this vote be pushed back one month to allow more discussion so that everything will be voted on at one time. He said that TDOT also feels that the Bylaws and the Prospectus should be updated at the same time. Mayor Hutto asked why does do these documents need to be done at the same time. Mr. Josh Suddath, TDOT, said that it is very unusual to not do this at the same time since the Bylaws are part of the Prospectus. He said that the Prospectus breaks down the Bylaws into everyday language. Mayor Hutto asked if there will be changes to the Prospectus next month. Ms. Lacewell said that the Prospectus is not presented to the board as part of the amendments to the bylaws, that changes to the Prospectus are made once official action has been taken. She noted that following the signing of the joint resolution and the request for TDOT to begin the process of reassigning grants, that TDOT provided a timeline to the MPO for reassigning the grants which included the requirement to update the Bylaws to reflect integration and to update the MPO documents (the Prospectus, the UPWP, and the PPP). She said this work is underway, as TDOT and

FHWA have both completed their review of the UPWP and other documents will be updated as actions by the board allow.

Mayor Hutto said that documents are changed more than once over time. Mr. Suddath said that he had just never seen a set of Bylaws changes adopted and then doing it again a month later. Mayor Hutto said that the changes made now will not be changed again, following changes would be a different set of amendments. Ms. Lacewell said that our Bylaws require that changes be presented at one meeting and voted on during the next meeting. If the weighted voting not presented to the Board this month, it couldn't be voted on next month. That is why it contained in this packet.

Vice-Mayor David Briley asked if deferring any vote on the Bylaws today would that precludes us from integrating with GNRC. Mr. Michael Skipper said that from GNRC's perspective said that the Bylaw changes are good ones whether or not GNRC is named as the fiscal agent. There is still an agreement with Metro Nashville Planning Commission. Mayor Hutto reiterated that Mr. Skipper said that these changes to the Bylaws are good to have whether or not there is integration. Mr. Skipper said that if we are going to remain on the schedule to have the changes by October 1<sup>st</sup> then this Oversight Committee needs to be in place as soon as possible in order to negotiate between this Board and the GNRC. An agreement has already been drafted and shared with TDOT and FHWA but the Bylaws will have this agreement being presented to the Board through that committee process.

Ms. Lacewell said that the letter from TDOT said that before the grants would be executed between TDOT and GNRC that a sponsorship agreement must be in place, an update to our organizational bylaws and all of our documents have to be updated to reflect that relationship. She said that all of these are also in the Joint Resolution. Mr. Suddath said that the changes will be laid out so that their functions will be clearly understood. Mayor Hutto said that if there is deferral what will happen between now and then that will make it okay the next time. Ms. Lacewell said that since the Joint Resolution was signed, a timeline has been created for activities leading toward integration. She said that GNRC is making long-term plans that anticipate taking on the MPO financially. Delaying this could be impactful in that capacity. Ms. Pam Kordenbrock asked how. Ms. Lacewell said that the MPO will be relocating and the GNRC has decided on office space based on the space needed to house the MPO. Mr. Suddath said that the contract between TDOT and the GNRC has been submitted and reviewed and is being processed but TDOT says that delaying for 30 days will not impact it. Mr. Skipper said that deferring will not be a fatal flaw in keeping this on track. He said GNRC and the MPO are struggling with getting good feedback from the partners as to what the actual concerns are. He said that there have been phone calls regarding the issue of amending the Prospectus and the Bylaws at the same time which has not been the usual practice of amending the Bylaws then directing staff to make changes in the Prospectus. He said that all of the cards from TDOT and FHWA are not on the table so that all concerns can be answered in a timely manner.

Mayor Hutto asked what steps will be taken during a deferral of a month. Ms. Lacewell said that hopefully we will get clarification of all concerns that haven't already been addressed. Executive Anthony Holt asked at what point in time can there be assurances that all issues have been addressed if we defer. He asked TDOT and FHWA to give a timeframe as to get all questions answered. Mr. Suddath said that committed to getting all done within the next 30 days. Ms. Lacewell said that it should be a

shorter time than 30 days since the meeting packet will have to be done and sent out a week prior to the next meeting. She said that updates have already been in the process of being done to all of our documents. Mr. Skipper said that the Prospectus explains all other documents. He said that usual practice is to amend the Bylaws and then change the Prospectus to reflect the amendments. Mr. Suddath said that there has not ever been a drastic change to the Bylaws before. Ms. Lacewell stated that the removal of weighted voting followed this same process.

Ms. Kordenbrock said that she concurred with TDOT that only voting on part of changes to a document is strange. She also asked what happens if the conversation with the Lt. Governor doesn't change his mind about weighted voting. Ms. Lacewell said that what is in front of the Board is a handout which is discussion not adoption. The document will be the completed Prospectus. You are being asked to vote on the Resolution and the Resolution does not say "and except for". She said that it was pulled out as an acknowledgment that last month two pieces of changes were discussed for the Bylaws – changes that relate to general improvements but also reflective of integration and then the weighted voting piece. Because we are not voting on the weighted voting piece it was pulled out and highlighted. We are only voting today on the changes to the Bylaws that need to occur regardless of integration. The Bylaws are a section of the Prospectus. Ms. Kordenbrock said that the Board hasn't seen the entire Prospectus. Ms. Lacewell said that she is happy to bring the entire document to the Board, but that it is not part of the process to present the full document when just bylaws are being amended. She said that the staff has met with all of our partners and discussed the Bylaws and the sponsorship agreements. She said that at no time was it expressed to the staff that the partners would prefer the Bylaws be included in the Prospectus as an update. She said that if that had been shared, it would have been done. She said that the staff is happy to defer and include the Prospectus so that everyone is on the same page. She said that in the letter from TDOT it says that before the execution of our grants to first, execute a transportation policy agreement, second, to amend the Bylaws to reflect changes resulting from integration, and third, adopt or amend federally required documents.

Mayor John Coombs asked what, if anything, is lost by deferring a month. Mr. Skipper said just the delay of forming the oversight committee so that an agreement can be drafted for review and adoption. Mr. McGoogin said that it just more typical to do it all at one time. He said that TDOT is not trying to stop the integration, just the speed. Executive Holt said that if at the end of 30 days there are any disagreements, he would like a specific list to be brought back to the Board so that everyone is clear on what the concerns are that TDOT has.

Mayor Rogers Anderson moved to defer voting on the MPO Resolution 2017-004 to amend the MPO bylaws for 30 days. Executive Holt added to the motion that if at the end of 30 days there are any disagreements, he would like a specific list to be brought back to the Board so that everyone is on the same page.

Mayor Paige Brown said that she doesn't think it is detrimental to defer so that everyone is on the same page. Mayor Coombs asked if this deferral would give the opportunity to reach out to the Lt. Governor by then. Ms. Lacewell said yes. Mayor Hutto said that we are plowing new ground but we trust that the MPO, TDOT, and FHWA will work together. He said that in government, if we want to get something done, we all get around the table and get it done. If we don't want to get it done, it doesn't happen.

The motion passed unanimously.

**SCHEDULE:**

- 6/21- XB Discussion
- **7/19 – XB Adoption**

**Major Roadway Network and Federal Functional Class Revisions**

Ms. Mary Connelly, MPO staff, gave a brief overview of proposed changes to the region's major roadway network as defined by the federal functional classification system, and to the area's federal aid urban boundary. A couple of clarifying questions were asked and answered.

Executive Holt moved to adopt Resolution 2017-005 requesting amendments to the major roadway network and functional classification system. Mr. Eddie Hood seconded and the motion passed unanimously.

More information about the MPO's major roadway network is available at:  
[nashvillempo.org/regional\\_plan/roadways/major\\_network.aspx](http://nashvillempo.org/regional_plan/roadways/major_network.aspx)

**MPO Director's Report**

Ms. Lacewell said that confirmation from TDOT on the process for the reassignment of grants has been received. And staff is crafting updates to the remaining documents.

Ms. Lacewell said that the RFP for the South Corridor Transit Feasibility Study from downtown Nashville to Maury County has been posted.

With no further business, the meeting was adjourned at 9:39 a.m.

Date: 8/16/17

Randall Hutto  
The Honorable Randall Hutto  
Chairman, MPO Executive Board

M. Lacewell  
Michelle Lacewell, Interim MPO Director  
Secretary, Executive Board