

**MINUTES
REGULAR BOARD MEETING
JACKSONVILLE TRANSPORTATION AUTHORITY
THURSDAY, MARCH 27, 2025**

The regular Board meeting of the Jacksonville Transportation Authority (JTA) was held on Thursday, March 27, 2025.

BOARD MEMBERS

Aundra Wallace, Vice-Chair
Patricia Sams, Secretary
Megan Hayward, Treasurer
Donald H. Horner III, Member

BOARD MEMBERS NOT PRESENT

Greg Evans, FDOT
Max Glober, Member

JTA EXECUTIVE STAFF

Nathaniel P. Ford Sr., CEO
Cleveland Ferguson III, EVP Administration
Greer Gillis, SVP System Development
Raj Srinath, SVP Finance and Technology
Jeffery Smith, SVP Operations
Jessica Shepler, SVP Public Affairs

OTHERS PRESENT

Katie Smith, Board Administrator
Richard Milian, General Counsel
Doreen Howard, FDOT Representative
Jason Gabriel, Co-Counsel
Jason Montgomery, VP Data Science

A. **CALL TO ORDER** – Director Wallace called the meeting to order at 1:33 p.m. and thanked the Board for attending the meeting and welcomed the public.

Director Horner led the Pledge of Allegiance.

Mrs. Smith completed roll call.

Director Wallace then provided the safety message for the month of March. “Tomorrow, Your Reward for Working Safely Today.”

Director Wallace stated that the Board will push the approval of the minutes until Director Sams arrives to secure a quorum.

C. **COMMENTS FROM COUNCIL LIAISON** – Councilman Johnson was unable to attend.

D. AUTHORITY RECOGNITION AWARDS

March Employee Recognitions

Bus Operator: Jonathan Ratcliff

Maintenance: LaQueena Robinson

Administrative: Caroline Benavides

Special Recognitions

Former Operator: Vincent P. Taylor

E. **COMMENTS FROM THE PUBLIC**: There were no public comments.

F. **CHIEF EXECUTIVE OFFICER’S REPORT**: Mr. Ford stated that the JTA had another successful month.

He began by sharing that JTA’s new Autonomous Vehicles (AV) made their debut on Bay Street. These vehicles are currently mapping the route to the 3.5-mile loop on Bay Street between

the downtown core and the Sports and Entertainment District. As more of the vehicles complete their final testing in central Florida, they will be sent to Jacksonville where they will also be mapped.

The Bay Street service launch is scheduled for this summer. Also, the Autonomous Innovation Center (AIC) downtown will open in April 2025. The AIC will be the state-of-the-art control center for the Bay Street Innovation Corridor (BSIC). During the ribbon cutting, staff will publicly announce the official name and branding of the service.

The scheduled maintenance of the Skyway was completed on March 7, 2025 and the Skyway was back in operation on March 10, 2025. This two-week planned service shut down was necessary to conduct regular inspections and maintenance to keep the Skyway service in operation.

Mr. Ford stated that on March 11, 2025, the JTA celebrated the opening of a new Transit-Oriented Development (TOD) with its partner Corner Lot Development. ARTEA is a 340-unit multi-family development adjacent to the Kings Avenue Skyway Station, bus station and parking facility.

Another TOD is underway in the Phoenix Arts District in Springfield. The JTA held its second public meeting to discuss the project with residents and business owners the week of March 17, 2025. Staff received some excellent feedback on potential challenges like flooding and industrial traffic in that area. Those responses will help staff put together a plan moving forward.

He shared that on March 12, 2025, he had the opportunity to present virtually to over 200 employees from the New York/New Jersey Port Authority's Innovation and Planning Division who are interested in what the JTA is doing right here in Jacksonville and wanted to learn more about the Authority's programs, specifically the Ultimate Urban Circulator (U²C) program.

Mr. Ford then shared special recognitions for member of JTA staff that are being recognized for their work.

Julie Bonsall has been named the Northeast Florida Risk and Insurance Management Society Risk Manager of the Year for her efforts with the Safety on The Move Bus.

Greer Johnson Gillis and Angie Williams are being recognized by the local chapter of a national organization for women in construction for their accomplishments here at the JTA.

Mary Smith has been named one of Jacksonville's Woman of Influence.

Congratulations to Julie, Greer, Angie and Mary.

He then stated that the JTA celebrated Transit Worker Appreciation Day on March 18, 2025. This was an opportunity to say thank you to all the great folks who make up this JTA and make it possible to keep Northeast Florida moving.

Mr. Ford also stated that the week of March 17, 2025 staff hosted key representatives from Jacksonville Senior Communities at the Community Pulse meeting. These meetings are an opportunity for him, along with other JTA key leadership to hear directly from the community and get feedback on any growing needs or concerns to take back and use to work to enhance the services JTA provides. This group was also able to get a sneak peek of one of the AVs that is currently being tested on Bay Street.

He shared that on Wednesday, March 26, 2025, Director Pat Sams had the opportunity to tour the AIC and see the progress on the construction as the April 17, 2025 ribbon cutting approaches.

Mr. Ford concluded the Chief Executive Officer's (CEO) report by sharing a video highlighting all of the activities over the last month.

Director Sams arrived and joined the meeting – securing a quorum.

Director Sams shared her excitement about the U²C Program and the AIC. She likes the location of the AIC, which brings together the history and future. She thanked Mr. Ford for the work and commitment.

B. APPROVAL OF MINUTES FROM JANUARY 23, 2025 BOARD WORK SESSION AND BOARD MEETING

MOTION (Sams/Horner) to approve the minutes from February 27, 2025. Motion Approved (4-0).

G. DIVISION REPORTS

1. **ADMINISTRATION MONTHLY REPORTS** – Mr. Ferguson provided the Administration Report highlighting the Procurement Report for February.

2. **FINANCE MONTHLY REPORTS** – Mr. Srinath provided the financial report to the Board through February, as well as the processed invoices report and the agency sponsorship and membership report.

3. **OPERATIONS MONTHLY REPORT** – Mr. Smith provided the Board with a few highlights of the Operations Report through February 2025. He addressed the On time Performance concerns for March due to all of the road construction in the downtown area.

Mr. Smith also shared that staff looked into the concern shared during public comment in the February Board Meeting related to seatbelts on a bus not working. Mr. Smith stated the broken seatbelt was located and replaced and that entire fleet was inspected to ensure all other seatbelts are in good working order. He added that operators were reminded that checking the seatbelt is a part of the pre-trip inspection.

4. **PUBLIC AFFAIRS** - Mrs. Shepler shared highlights of the Real Estate and Economic

Development Report for February. She also provided an overview of the recent trip she and Mr. Ford made to Tallahassee to meet with state officials and Duval delegation to share what JTA has done in 2024 and what is ahead in 2025.

5. **SYSTEM DEVELOPMENT MONTHLY REPORT** – Ms. Gillis provided a snapshot of the System Development Report through February 2025.

H. **CONSENT AGENDA**

No items.

I. **ADOPTION AGENDA**

No items.

J. **SAFETY, AUDIT AND COMPLIANCE COMMITTEE** (Hayward, Committee Chair)

ACTION ITEMS

1. **APPROVAL TO AMEND RULE 000 – JTA BYLAWS**: Mr. Ferguson stated that staff, through the Safety, Audit and Compliance Committee recommends the Board approve the revisions to articles 4-2, 5-2, and 5-4 of the JTA Bylaws. He provided details on the revisions proposed in those articles. The proposed revisions were shared during the Public Hearings held on March 13, 2025.

MOTION (Hayward/Sams) to approve amending Rule 000, JTA Bylaws as recommended. Motion Approved (4-0).

K. **FINANCE AND ADMINISTRATION COMMITTEE** (Sams, Committee Chair)

FOR INFORMATION ONLY

1. **FISCAL YEAR 2024 FINANCIAL AUDIT**: Director Sams shared that there is no items for action this month but there is one item for the Finance and Administration Committee for information only. She turned the floor over to Mr. Srinath.

Mr. Srinath announced that the Fiscal Year 2024 Financial Audit has been completed and a clean report will be provided soon. He then turned the floor over to Jeff Zeichner from Cherry Beckert to share details of the audit and its findings.

Mr. Zeichner stated that his firm has worked with Mr. Srinath and team since before the holidays to complete the report. He provided details of the results of the report and shared what is entailed in conducting an audit, being that books and records have been examined and the auditors are ready to issue an unmodified opinion, which is the highest assurance a CPA can provide. Mr. Zeichner stated that this shows external parties that results of the financial statement accurately represents the JTA's financial position and the results of its operations. However, JTA is a government agency so additional review is required to audit administration and ensure internal controls are sufficient and if any there are any findings of material weakness his firm would be

required to report that to the JTA Board of Directors. He stated that after review of the Authority's procedures, compliance and grants there were no findings.

L. SERVICE DELIVERY (Vacant, Committee Chair)

1. APPROVAL OF CONTRACT AMENDMENT FOR AUTOMATIC TRAIN CONTROL MAINTENANCE AND SUPPORT: Mr. Smith stated that staff recommends the Board authorize the CEO to award the sole source extension and amend the contract with Hitachi for maintenance and training on the Automatic Train Control (ATC) and add \$260,955 to the contract to cover the extended service period through April 30, 2027. The amended total compensation for the entire period of performance shall not exceed \$1,891,612.

He shared that this amendment would allow the Skyway to have continued support from the contractor to keep the ATC system operational and in a state of good repair. The Skyway train control system is currently over 25 years old and needs specialized support and maintenance from the original constructor of the Skyway. This amendment will cover continued site support, emergency maintenance, and training for the ATC.

MOTION (Horner/Sams) to approve the Contract Amendment for ATC Maintenance and Support. Motion Approved (4-0)

2. APPROVAL OF SERVICE CHANGE AND TITLE VI REPORT – BAY STREET INNOVATION CORRIDOR: Mr. Smith stated that staff recommends the Board approve a major service change to add autonomous shuttle service to the BSIC and approve a Title VI Analysis. The JTA policy requires the Board of Directors to approve the implementation of any new or significantly changed service operated by the JTA. With the upcoming completion of the capital construction related to BSIC, a new autonomous shuttle service will connect the core of downtown with planned developments near EverBank Stadium. The service will operate Monday through Friday from 7:00 am to 7:00 pm with fares consistent with the JTA fixed-route bus service.

JTA staff conducted public meetings on the new service in the fall of 2024. During the same period, the required Title VI Analysis was completed.

MOTION (Horner/Sams) to approve the Service Change and Title VI Report for BSIC. Motion Approved (4-0)

M. LONG RANGE PLANNING AND SYSTEM DEVELOPMENT (Wallace, Committee Chair)

1. DECLARATION OF SURPLUS AND APPROVAL OF REAL PROPERTY DISPOSITION – FLORIDA AVENUE: Ms. Shepler stated that staff recommends the Board officially declare certain real property as surplus and eligible for disposal through public sale or transfer to other governmental agencies. The property to be declared surplus is Real Estate Parcel

0 Florida Boulevard 173297-0000. Staff also recommends the Board authorize the CEO to transfer the property, consisting of .14 acres to the City of Neptune Beach. The City of Neptune Beach would like to use the parcel as an entry way into Neptune Beach.

MOTION (Horner/Sams) to approve the Declaration of Surplus and Approve the Real Property Disposition for Florida Avenue. Motion Approved (4-0)

N. **OLD BUSINESS**

Mr. Ford stated that in response to questions raised in the February Board meeting, he wanted to make sure that the responses provided to the Board, members of the media and other public officials on March 3, 2025 were also provided in the public Board meeting.

He began by sharing that the JTA requested another legal review related to the question raised about the JTA's contribution to the Jax Chamber and JaxUSA Partnership. The legal review was conducted by Jason Gabriel of Burr Forman and asked Mr. Gabriel to share his findings.

Mr. Gabriel shared that he is a 22-year attorney split between government service and private service. During his time as the City attorney for the City of Jacksonville, he was an advisor to the local ethics commission and has experience with matters such as this.

He stated that this inquiry was to evaluate where one's public duties intersect with their private interests to ensure things are at the highest level of integrity. Mr. Gabriel stated that it appears from his review that the JTA has been very sensitive to that sort of view to ensure the JTA leadership, its Board Members and agency at large are protected, and it is an environment with the upmost integrity.

Mr. Gabriel stated that the inquiry was reviewed by JTA General Counsel in 2022 at the request of Director Wallace when he joined the JTA Board of Directors, and also believes it was looked into again recently. The question presented to him was whether the annual JTA approval of the Budget included budget line item for a contribution to the JAXUSA Partnership, a division of the Jacksonville Chamber and if it constitutes a prohibitive conflict for the JTA and for Director Wallace. He stated that he reviewed all the facts and applied it to the law, which has several levels of review to apply the facts to. Mr. Gabriel shared that after synthesizing all of this, it is an emphatic no, there is no conflict of interest.

He announced that a memo providing the analysis has been prepared for the Board's review and provided a summary of the memo highlighting some of the reasoning to reach his conclusion. Mr. Gabriel stated that his office recommends a measure as a protective policy for the JTA and Director Wallace in that on a future basis the budget line item for JAXUSA be removed allowing the Board as a whole to vote on the budget and then have the Board outside of Director Wallace vote on that one particular line item.

Mr. Milian stated that Mr. Gabriel is correct in that ethics' matters can be complex, but this is not one of them. Director Wallace has come to him twice since joining the Board to request an opinion on whether there is a conflict of interest related to the JTA sponsorship for JAXUSA, and the answer is no. This is not a conflict, this sponsorship has been ongoing for over 20 years and Director Wallace does not receive one penny of any of these funds.

He added that he and Mr. Gabriel are of the same mind that this is not a conflict and if Director Wallace would like to follow Mr. Gabriel's recommendation, that is fine; however, there is no conflict.

Mr. Ford then invited Jason Montgomery, Vice President of Data Science for the JTA to address the second item related to ridership from last month's Board meeting. He added that a clarification Memo was sent to the Board on March 3, 2025 as well.

Mr. Montgomery stated that this is a continuation of the report that was provided to the Board in October of 2024 at a work session where staff spoke to the Transit Operations Report, the data controls involved and specifically addressing ridership reporting. He provided details of the monthly Transit Operations Report that is provided to the Board each month which includes all services that JTA provides, as requested by the Board. The external reporting is based on the specific guidelines each of those agencies have so it is a subset of what is seen in the Transit Operations Report, so naturally this number is lower than the report. Mr. Montgomery provided some examples of information that is not included in external reporting and why.

Director Hayward provided clarification from her inquiry, she asked for the number of riders on the buses, not other services. She referenced the APTA MV data and Mr. Montgomery responded that the APTA MV line is not purely bus, it includes express service to surrounding counties. She also inquired about the allowed rider variation of 2,000 shared in Mr. Ford's memo and that she is curious as to why there is such a variance. Mr. Montgomery shared the process for data controls and how allowable variance is then updated. Director Hayward asked if external agencies are provided the updated numbers as APTA's site has not changed and there is a large discrepancy. Mr. Montgomery replied that as it relates to National Transit Data (NTD) it is submitted monthly and trued-up each year, as is stated on the NTD website.

Mr. Ford stated that he hopes this clarifies the questions from the February Board meeting.

O. NEW BUSINESS

Director Hayward stated that she stands by her position on the conflict of interest related to JAXUSA. She then inquired about the JTA's tuition reimbursement as it relates to tuition payments for executives compared to other staff that are essential to daily operations. She highlighted IRS Code 127 related to education assistance and why all employees are not allowed the same

opportunities. She voiced her concerns about tax payments, the executive tuition policy and its directives, and the lack of specific perimeters.

Director Hayward requested the annual salary of the executives and the annual salary of the rest of the JTA employees. She asked under what IRS authority are these subsidized scholarships being granted and how JTA is legally able to discriminate in favor of highly paid executives at the expense of others.

She concluded by stating that she feels the responses provided today related to the inquiries from the February Board meeting seem to rely on legal loopholes and hopes the responses to the tuition inquiry is not another round of loopholes.

Director Wallace requested that Mr. Ford and team review the recording from the meeting and provide a full response to the tuition policy concerns raised by Director Hayward as was done for the conflict of interest and the ridership matters.

There being no further business, the meeting adjourned at 2:36 p.m.

SEAL

Patricia Gillum Sams, Secretary


Aundra Wallace, Vice-Chair