



MEMPHIS AREA TRANSIT AUTHORITY

1370 Levee Road
Memphis, TN 38108

www.matatransit.com

Gary J. Rosenfeld
Chief Executive Officer

Board of Commissioners
Martin Lipinski, Chair

Kristen Bland
Shelia Williams
Michael Fulton
Edward Stephens, III

Janice Holder
Robert Clark
Michelle McKissack

Board of Commissioners

Regular Meeting

AGENDA

Tuesday January 26, 2021

3:30 p.m.

- | | | |
|------|--|------------------|
| I. | Call to Order | Martin Lipinski |
| | a. Recognition of any Special Guests | |
| II. | Board Roll Call | Linda Eskridge |
| III. | Approval of Minutes | |
| | a. December 8, 2020 Regular Board Meeting | Commissioners |
| IV. | CEO Report | Gary Rosenfeld |
| V. | Consent Agenda Item(s) | Gary Rosenfeld |
| | a. Resolution for Temporary Fare Policy Modifications
In response to COVID-19 Emergency | : Gary Rosenfeld |
| | - Resolution 21-01 | |
| | - Information Memo | |

Note: Due to the Declarations of Emergency by the President of the United States, the Governor of Tennessee and the Mayor of the City of Memphis as a result of the COVID-19 pandemic, the Memphis Area Transit Authority Board meetings will be conducted by electronic means of communication for the duration of the emergency. You can obtain streaming information at www.matatransit.com.



VI. Procurement Item(s)

- a. Resolution to Terminate the Contract Between Memphis Area Transit Authority and Campbell Oil Company: Gary Rosenfeld
 - [Resolution 21-02](#)
 - [Information Memo](#)
- b. Resolution to Award a Contract to Ineo Systrans USA (Engie) to Purchase an Intelligent Transportation Solution System: Gary Rosenfeld
 - [Resolution 21-03](#)
 - [Information Memo](#)
- c. Resolution to Award a Contract to Tolar Manufacturing for Bus Shelters: Gary Rosenfeld
 - [Resolution 21-04](#)
 - [Information Memo](#)
- d. Resolution to Approve Change Order #1 to SSR, Inc. for On-call General Engineering and Program Management Services: Gary Rosenfeld
 - [Resolution 21-05](#)

VII. Finance Committee Item(s)

- a. Resolution to Award a Contract to Apperson Crump, Brittenum Ward Lawyers, Burch Porter & Johnson PLLC, Glanker Brown, and William Parks PLLC for Legal Services: Gary Rosenfeld
 - [Resolution 21-06](#)
 - [Information Memo](#)
- b. Review Financial results from the Months of November 2020 and December 2020 Bernhard Rudolph

VIII. Acknowledgement of Speakers/Comments

IX. Old/New Business

- a. Committee Assignment and Leadership Martin Lipinski
 Commissioners will be assigned to active roles on committees of the Board. All Commissioners can participate and can vote within committee meetings. The chart below identifies part membership.

	Standing Committees		
	Finance	Service and Development	Executive
Chairperson:	Open	Martin Lipinski	Open
Members:	Kristin Bland	Shelia Williams	Shelia Williams
	Robert Clark	Kristen Bland	Michael Fulton
		Janice Holder	

- b. Selection of a Vice Chair
 The Board is asked to select a Vice Chair.

X. Adjournment



Approved 1/26/21

MINUTES OF THE DECEMBER 8, 2020 BOARD MEETING

CALL TO ORDER: A virtual meeting of the MATA Board of Commissioners was called to order by Chairman Martin Lipinski at 3:30 p.m. on Tuesday, December 8, 2020.

BOARD ROLL CALL:

Present: Martin Lipinski, Michael Fulton, Shelia Williams; Edward Stephens; Janice Holder; Robert Clark; Michelle McKissack

Absent: Kristen Bland

Quorum: Yes

Staff: Lawson Albritton, Senior Administrative Officer; Linda Eskridge, Board Secretary/Executive Assistant, Nicole Lacey, Chief Communications Officer; John Lancaster, Director of Planning & Scheduling; Gary Rosenfeld, Chief Executive Officer; Bernhard Rudolph, Chief Financial Officer; Susan Schubert, Chief Human Resource Officer

Mr. Rosenfeld read the justification for MATA holding the Board meeting remotely.

There were no special guests present.

Mr. Lipinski took the opportunity to honor Commissioner Tommy Pacello with a moment of prayer and contemplation, who passed away a couple of weeks ago. Mr. Pacello was a very strong Board member, very committed to public transportation as well as to the Memphis community. The Board, as well as MATA offer our prayers and thoughts to his family.

Minutes of the October 22, 2020 Board of Commissioner Meeting were moved by Mr. Fulton and seconded by Mr. Stephens. The minutes were unanimously approved.

CEO Report - Gary Rosenfeld

MATA had a special event on December 1st in honor of Rosa Parks, celebrating the anniversary of her refusal, which started what is today's Civil Rights Movement. Ms. Parks is clearly a legend and we have the utmost respect for her, and certainly want to remember what she did. We would like to thank the MATA team for putting it together and it was very special. Mr. Rosenfeld went on to say we lost a true gentleman in Mr. Pacello. He stated that he does not think there is anybody in the Memphis community that was any more community-minded than Mr. Pacello. Mr. Rosenfeld called him a professional friend and always enjoyed chats with him. He stated that they did not always agree, but that's the beauty of it. We lost a good friend in Mr. Pacello. As Chairman Lipinski stated, condolences to his family and the community.

Ridership:

Mr. Rosenfeld stated we are reporting on October Ridership, as we are too soon into December to report on October and November unfortunately, but ridership for October continued to climb a little bit.



Approved 1/26/21

Improvements in November numbers do show the seasonal drop due to having three holidays in November. Fixed route was up about 8,000 passengers during the month, MATApplus was up about 400 trips for the month and trolley was up a little over 1,000 people for the month. All three modes preliminarily show the same seasonal drop in ridership for the month of November and these numbers will be reported in January. OTP met a new high in October for motor bus at 76.2%, unfortunately we will see a drop in that in November mainly due to a system issue that developed in November that would bring this back down to the low 70's. The problem that we are experiencing is the number of early trips that the system is reporting, and we have documentation to show that the buses are right where they should be when they should be, and we are working with the vendor on that. Nevertheless, we were able to celebrate the mayor's dashboard review some pretty good numbers for the month of October. We are still trying to figure out how we can adjust the performance goal since we regularly meet this goal. Hopefully as soon as we get past the pandemic, we will be able to make some operational changes that will hopefully make this number a little more meaningful, not just to us but to our passengers as well.

The top five comments for 2020: 1) Rude operators; 2) COVID-19; 3) Buildings and Grounds; 4) Scheduling issues and 5) Safety and Security. MATApplus Reservation continues to be about half of where we typically are, which goes hand in hand because we are transporting about half the people we typically did prior to COVID, so the numbers of calls are down, wait time is consistent and the call duration time is consistent as well. We continues to accept applications from the public and are issuing temporary authorization to use MATApplus and once the pandemic has slowed a bit, we will reopen the Assessment Center. We were set to reopen in October, but then we saw the big spike in positive cases, so we stopped that in favor of safety. The Rosa Parks recognition on December 1st was a very successful event in our community. Mr. Rosenfeld thanked Ms. Lacey and her team for how brilliant it was put together, and is something he feels we should be looking into having every year on December 1st. Christmas Day changes will be posted and New Year's Day we will have Sunday service for MATApplus and Fixed Route, Main Street Trolley will run on New Year's Day.

Mr. Rosenfeld updated the Board on upcoming calendar events and meetings. One important update is the APTA Board Conference scheduled for September 2020 will be moved to next September 2021 in Los Angeles.

Consent Agenda Item(s)

- a) Resolution to Adopt MATA Holiday and Fare Schedule – [Res. No. 20-46](#)

Discussion: Mr. Rosenfeld added the regular Board Meeting dates for 2021 to the calendar so people can plan accordingly and be aware of what we do here and certainly have their voices heard. The important aspect is of the schedule is the recognition of changes of any fares or any service levels contrary to what day of the week it is for the individual holiday.

- b) Resolution to Approve FY2021 Section 5307 Capital Projects and State Operating Assistance - [Res. No. 20-47](#)

Discussion: Mr. Rosenfeld stated that 5307 is capital, typically revolving around bus programs and this is where we typically get most of our preventative maintenance and capital purchases.



Approved 1/26/21

This is not an authorization to spend money, this is our application to the FTA for FY21 Federal dollars. The continuing resolution that we are currently operating under the Federal program, we anticipate there will be another continuing resolution to kick-the-can into the next administration and why that is important is the budget proposals that have been negotiated by the congress and senate, each have a lot more money in capital programs for transit and we hope that they are able to make that a reality and that will affect the total amount of money that is available to us. *Mr. Fulton stated that the CR expires on Friday and there will be a stop gap for a week. Mr. Fulton asked what would he like to see as far as the if its shorter until March or April, and obviously we will like to see a full year of funding, but does the length impact what we are able to do as far as getting these funds out after you submit this and you are awarded dollars.*

Mr. Rosenfeld stated from an operations perspective what we are doing and how we are doing it, we are working on Care Act money and we are good through June. Mr. Rosenfeld stated that he would not want to go past June without any federal grants to take advantage of. The budget has been pretty much negotiated by the senate and congress. It is a matter of getting it in front of and executive to make that happen. If they can make that happen anytime in time in the spring would be great. Mr. Rosenfeld stated that he would like to see a budget done sooner rather than later. He feels that it would be better for MATA and the transit industry, it is better for the country.

c) Resolution to Approve FY21 Section 5310 Enhanced Mobility of Seniors and Individuals with Disabilities Program Funds – Res. No. [20-48](#)

Discussion: Mr. Rosenfeld stated this is primarily mobility for seniors and individuals with disabilities. There is capital projects for \$1MM and \$25,000 in project administration under this application. Certainly subject to change and subject to what the final budget comes out with.

d) Resolution to Approve FY21 Section 5337 State of Good Repairs Capital Projects –Res. No. [20-49](#)

Discussion: This resolution is for the 5337 program which is our Rail Capital Program. Under this application we will have about \$1.4MM in preventative maintenance for the trolley system and about \$250,000 in rail facility improvements.

e) Resolution to Approve FY21 Section 5339 Bus and Bus Facilities Capital Projects – Res. No. [20-50](#)

Discussion: This will have 1.3MM in revenue vehicle acquisition and \$3MM for bus facilities improvements. We struggle with this facility as you are all aware, due to the stability of it and we end up having to spend a considerable amount of money to keep it safe for our employees and assets. Ms. McKissack moved that the resolutions be put on the floor for discussion and Mr. Stevens seconded the motion. There were no discussion on the Consent Agenda Items. **Resolution Nos. [20-46](#) thru [20-50](#) Passed.**

Service and Development Items:

a) Resolution to Adopt Title VI Program Updates - [Resolution No. 20-51](#)

Discussion: Mr. Rosenfeld stated that it is important to know that the modeling efforts of Title VI for clients is an important aspect of what we do, but it doesn't necessarily drive how we do things.



Approved 1/26/21

Mr. Rosenfeld turned the discussion over to Mr. John Lancaster, who is responsible for the Title VI Program. Mr. Lancaster confirmed that MATA has not had any Title VI complaints or lawsuits over the last three-year period. A review of the Service Monitoring Report and evaluation of MATA's routes, and previous service changes, confirmed that there were no disparate impacts to low-income or minority communities and that no corrective actions were needed.

Quick Summary of Findings:

Of the six standards were evaluated, MATA met the standards in all areas except for two, the Headway and On-Time Performance (OTP) Standards. There was no pattern of discrimination. Mr. Lancaster stated the only recommended actions were to try to improve our headway frequency and OTP on the routes that did not meet the standards. Existing ridership demand and funding levels are the two largest issues affecting the ability to meet these standards.

Federal Standards:

Mr. Lancaster shared the definitions from our Title VI program as well as the Federal standards on how to define a minority route, a minority person, and a minority area. Most of our service areas falls under the classification of a minority area, a listing of our minority routes was shown, 35 out of 46 of our routes or about 76% were defined as minority.

Vehicle Loading Standard: This standard is to assure that MATA vehicles are not experiencing overcrowding and that routes that are primarily minority or low-income do not exceed the service standard of over 120% loading during the peak period. MATA uses an average of 40 seats per vehicle and the number of passengers should not exceed 120% of the maximum vehicle load during the peak period. This would be a passenger load of 48 passengers and in no case did we exceed the standard on any route. All 46 routes met the standard.

Headway Standards: This standard is for both trolley and bus headways and is based on policy and productivity. Generally, the minimum service standard is based on our available budget for weekday and Saturday service. The trolley standard is 30 minutes and for buses it is 60 minutes during the peak period. Having a sufficient level of operating funding is the key to being able to meet this standard. All 46 routes met the headway standards and there was no evidence of disparate impacts to low-income or minority populations.

On Time Performance (OTP) Standards: The MATA Board adopted Title VI standard is 60% for on-time performance for MATA's fixed route bus system and for the streetcar system it is 75%. There were six routes that did not meet the OTP standards. 40 out of 46 routes or 87% of the routes met the standard.

Service and Availability Standard: MATA's standard states that we require 75% of all residents within the service area be within ½ mile walk of fixed route bus service.

MATA evaluated the service area and determined that 82% of our service area population, or just under 600,000 people are within a ½ mile walk of a bus stop. This illustrates that MATA meets the service availability standard very well.



Approved 1/26/21

Policy for Transit Amenity Distribution: MATA has Board adopted Bus Stop Design and Accessibility Guidelines that we follow. The policy is that we have a shelter where we have boardings of 100 or greater. The review concluded that we met the standard and that we did not have any locations that did not meet the standard. All our trolley routes have shelters at all stops. This ended the Title VI Monitoring Report.

Mr. Lipinski thanked Mr. Lancaster for a good report and commented on the staff to keep up on the standards. Mr. Lipinski also stated that it appears that the places we fall short are areas where we don't have funding to do what needs to be done. Mr. Lancaster agreed and stated especially for the headway standards. The floor was then opened for questions:

Mr. Fulton stated he assumed this program update was before the COVID pandemic? Mr. Lancaster stated yes, this evaluation was conducted on service before COVID pandemic began. *Mr. Fulton asked for more information on the public participation component, such as dates, process, and meeting places.* Mr. Lancaster stated that is documented in our public participation plan, and is not in the service monitoring report, but it is part of the Title VI Program Update. We had a list of Board Meetings and public meetings for our service changes. The list included dates of where the meetings were held. We are also including the transit vision process and public engagements, and a number of attendees at some of the community meetings, as well a map where some of the communities meetings were held. The list includes our BRT project going back to the Alternatives Analysis Study. This information is included in the Title VI Program Update. *Mr. Fulton asked if there are any penalties from FTA on the headway failures.* Mr. Lancaster stated that every three years FTA conducts its triennial review and if they find any deficiencies it will be included as a finding and shared with the Board. If you have repeated findings, there could be financial ramifications, and they can withhold funding. *Mr. Fulton thanked Mr. Lancaster and the rest of the staff for a job well done on this report.* Mr. Fulton moved that the resolution be approved. Mr. S seconded the motion. **The Resolution Passed.**

Finance Report – Bernard Rudolph
October, 2020

On a year-to-date basis on the Revenue side, we are about \$3.4MM unfavorable to budget due to a timing issue on the Cares Act funding coming through. Expenses are doing better than budget, we are doing a good job of controlling overtime and we've delayed some of the hiring plans. We are under budget on the Expense side. Passenger fares are still unfavorable to budget by \$181,000, fixed route unfavorable by \$156,000, MATAplus unfavorable by \$10,000 and Trolley unfavorable by \$15,000 on a year-to-date basis. On a Cash basis we are looking very good due to the Cares Act funding. As Gary stated, we are looking good through the remainder of the year, and it is next year that is a potential issue for us, so

Overall, we are doing well on a year-to-date basis through the month of October. Mr. Rosenfeld stated that it is important to recognize that managing in this type of an environment is much more difficult because we are being asked to make decisions fairly quickly on issues that could potentially have unattended consequences.



Approved 1/26/21

Mr. Rosenfeld commended his team on their efforts on helping us stay the course so that we can ensure that we meet our fiduciary responsibilities to the public and taxpayers, as well as maintain a safe environment for our employees and our customers. Hats off to the team. They continue to do a great job. Their involvement is the key that that success. This ended the Financial Report.

Speaker Acknowledgement

There were no speakers or submissions.

Old/New Business

Resolution in Memory of Commissioner Tommy Pacello – Res. No. 20-52 was read aloud by Mr. Rosenfeld.

Mr. Lipinski asked if any commissioner would like to speak. Ms. McKissack stated that she came onto the Board in January 2020 just as Mr. Pacello had gotten reappointed to the Board and how gracious, warm and welcoming he was in receiving her to the Board. She state that he was an amazing individual and he will be missed.

There were no other comments from the Commissioners and Mr. Lipinski called for approval of the resolution. Ms. McKissack moved that the resolution be approved and Mr. Clark seconded the motion.

Resolution No. 20-52 Passed and will be added to the December Board Agenda.

Mr. Lipinski ask Mr. Rosenfeld for an update on MATA's response to COVID and what is currently in place. Mr. Rosenfeld stated MATA is being affected as is other businesses and the community as a whole by this recent uptick. We have seen an increase in the number of employees that are being affected with the virus, mostly due to activity outside of the work environment. He stated we are in the process of upgrading the masks for our employees. The bus operators will begin wearing N95 masks. We were hoping to be able to increase the capacity of buses, we have since postponed that due to the virus increasing as it has. The good news on the vaccine front is the vaccine was rolled out in Great Britain and thinks we will start to see vaccine in Shelby County within the next two weeks. Also within the next few weeks we will begin the installation of the driver's barriers. As we move into the spring and are able to roll out more of our NGFS and move away from cash, that too will add enough layer of protection for our employees as well as our customers. Good news from the Task Force meeting, the reproductive rate is falling, the last number that was recorded was 1.6, and it needs to be below one. MATA will continue testing its employees and it will go on until further notice. Mr. Lipinski stated that we are still in a critical period, so everyone needs to be safe. Our next meeting will be January 26, 2021. Happy Holidays and stay safe.

Adjournment

Mr. Lipinski called for a motion to adjourn. Ms. Williams moved that the meeting be adjourned and Mr. Stephens seconded the motion. The meeting was adjourned.



**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 21-01

RESOLUTION FOR TEMPORARY FARE POLICY MODIFICATIONS IN RESPONSE TO COVID-19 EMERGENCY

WHEREAS, On March 24, 2020, The Memphis City Council by adoption of Resolution #24 modified the Fiscal Year 2020 Operating Budget in response to the Declaration of State of Emergency and the Financial Impact of the Coronavirus Disease 2019 (COVID-19) to provide funding for free or reduced fee/fare mobility options to assist in the accommodation of Memphis citizens' accessibility to transportation for doctor visits, food distributions, or extraordinary travel necessary adaptations; and

WHEREAS, By Executive Order from the Mayor of the City of Memphis, no more than 10 passengers can board a transit vehicle until expiration of the Executive Order; and

WHEREAS, MATA eliminated fares on all modes of public transportation, effective March 25, 2020 through April 30, 2020 to respond to the COVID-19 emergency; and

WHEREAS, pursuant to Memphis City Code §2-56-11 (E), the MATA Board of Commissioners has authority to select and determine all routes and scheduling of the MATA transportation system and pursuant to Memphis City Code §2-56-9, The MATA Board of Commissioners has the authority to make changes in rates, fares and tolls for MATA services; determine public transportation service levels and to establish fares; and

WHEREAS, The Federal Transit Administration Title VI regulations permit promotional or temporary fare reductions of periods less than six months and the FTA exempts all temporary fare changes enacted because of an emergency from the fare equity analysis requirement; however MATA anticipates revising its permanent fare structure on or before June 30, 2021 after public involvement, a public participation process, and a fare equity analysis being completed in compliance with FTA requirements; and

WHEREAS, On April 28, 2020, the MATA Board of Commissioners extended the temporary free fare policy beyond April 30, 2020 on an as needed basis, with an expiration provision to coincide with local requirements permitting groups of 25 or larger to assemble or 25 or more passengers to be allowed to board a transit vehicle.

WHEREAS, On December 26, 2020, local government and health officials reinstated a Safer at Home policy that restricted activity outside of citizens' homes to only work and essential activity through January 22, 2021. Health Directive #17 issued by the Shelby County Health Department that will go into effect on January 23 will loosen some local restrictions for the near future until additional Directives are issued, but local restrictions are expected to continue for the near future including but not limited to restriction that will not permit 25 or more passengers to board a transit vehicle; and

WHEREAS, the state of emergency continues to exist and is anticipated to continue for an indeterminate period of time; and



WHEREAS, Covid-19 emergency, including several surges in the number of cases, has necessitated emergency and temporary changes in MATA’s routes, schedules and service levels, often by necessity being implemented on a rapid basis; and the need to make additional emergency and temporary changes during the next six (6) months is anticipated to continue; and

WHEREAS, MATA seeks and recommends to the Board the flexibility to restore fare collection at a reduced rate and timing to coincide with increasing service back to pre-COVID-19 levels over the next six months, as determined by MATA’s CEO in consultation with local health and public officials and coordination with and approval of the MATA Board of Commissioners, for an additional six-month period through June 30, 2021; and

WHEREAS, MATA in cooperation with the Downtown Memphis Commission (DMC) and Memphis Medical District Collaborative (MMDC) have established a Transportation Management Authority (TMA) to manage and operate a new on-demand transit service in downtown Memphis as a pilot project that is set to begin service in February of 2021. Since the fare structure has yet to be determined, MATA’s CEO seeks the authority of the MATA Board to negotiate an equitable fare structure with the other members that will be commensurate with MATA’s current fares under the existing temporary fare policy until the MATA Board of Commissioners establishes a permanent fare structure.

NOW THEREFORE BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS, that MATA’s CEO is instructed and granted the authority to from time to time to temporarily restore fare collection at a reduced rate commensurate with increasing or decreasing levels of service over the next six months through June 30, 2021, to report said rates to the MATA Board and to implement same pending further action by the MATA Board.

BE IT FURTHER RESOLVED, that MATA’s CEO is instructed and granted the authority to negotiate an equitable fare structure on a temporary basis, which temporary fare structure shall be commensurate with MATA’s existing fares for the new downtown on-demand service that is scheduled to begin service as a pilot project in February of 2021, to report said temporary fare structure to the MATA Board and to implement same pending further action by the MATA Board.

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Res. No. 21-01

Motion: Made By: Michelle McKissack SECONDED: Shelia Williams

YEA: Martin Lipinski; Janice Holder; Shelia Williams; Michelle McKissack; Michael Fulton;
Robert Clark; Edward Stephens

NAY: None

Approved: January 26, 2021

Absent: Kristen Bland



Approved 1/26/21

TO: MATA Board of Commissioners

FROM: Gary Rosenfeld, Chief Executive Officer

SUBJECT: Resolution 21-01
Restore Fare Collection

DATE: January 26, 2020

In response to the COVID-19 health emergency, Mayor Strickland's Executive Order, and actions by the Memphis City Council, MATA implemented a temporary free fare policy on all modes of public transportation for a period from March 25th through April 30, 2020. The free fares were advertised to the public on MATA's website and through social media.

On April 28, 2020, the MATA Board of Commissioners extended the free fare policy beyond April 30, 2020, to comply with local government health regulations and policies to reduce the spread of the COVID-19 virus. On December 26, 2020 the Shelby County Health Department reinstated a Safer at Home policy restricting citizens' activity through January 22, 2021. Local Health Directive #17 that will go into effect on January 23, 2021 will loosen some of the earlier restrictions, but MATA expects many of the restrictions to remain in effect over the next six-month period, or through June 30, 2021.

For these reasons, MATA is seeking flexibility from the Board of Commissioners for MATA's CEO to be granted the authority to restore fare collection at a reduced rate below previously Board adopted rates, commensurate with the level of service being restored and timing to coincide with the community's reopening plans and service implementation dates. MATA's CEO plans to coordinate this process through consultation with local government officials and the MATA Board of Commissioners for an additional the six- month period through June 30, 2021.

MATA's CEO is also seeking the authority to negotiate on behalf of the MATA Board of Commissioners an equitable fare structure for the new downtown on-demand service. The new service is scheduled to begin sometime in February of 2021 through a cooperative Transportation Management Authority (TMA) set up between MATA, the Downtown Memphis Commission (DMC), and Memphis Medical District Collaborative (MMDC).

Please let me know if you have any questions.

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**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 21-02

**RESOLUTION TO TERMINATE CONTRACT BETWEEN MEMPHIS AREA TRANSIT AUTHORITY AND
CAMPBELL OIL COMPANY**

WHEREAS, The Memphis Area Transit Authority (MATA) is committed to providing accurate and timely transit information to the public; and

WHEREAS, The MATA Board awarded Contract No. 20-09 to Campbell Oil Company for the period of November 12, 2020 thru November 11, 2021 for fuel; and

WHEREAS, MATA staff deems it to the best interest for both parties to terminate said agreement due to convenience; and

WHEREAS, MATA has received notice that the vendor has agreed to maintain service for thirty (30) days not extending past February 15, 2021; and

WHEREAS, MATA staff recommends utilizing spot market purchase of fuel until time and cost permits to lock into a contract; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS, That Campbell Oil Company is to be paid for fuel received up to February 15, 2021.

BE IT FURTHER RESOLVED, the Chief Executive Officer, Chief Administrative Officer, Chairman or Vice-Chairman is authorized to execute the necessary documents.

* * * * *

Res. No. 21-02

Motion: Made By: Robert Clark SECONDED: Edward Stephens

YEA: Martin Lipinski; Janice Holder; Shelia Williams; Michelle McKissack; Michael Fulton;
Robert Clark; Edward Stephens

NAY: None

Approved: January 26, 2021

Absent: Kristen Bland



Approved 1/26/21

TO: Board of Commissioners

FROM: Gary Rosenfeld, Chief Executive Officer

SUBJECT: Resolution 21-02
Cancellation of Contract with Campbell Oil Company

DATE: January 26, 2021

This memo summarizes the dissolution of a contract between Memphis Area Transit Authority (MATA) and Campbell Oil Company (the company).

The staff determination is that the company is unable to provide fuel services to MATA based on the immediate need and to ensure that the fuel reserve remained at a certain level due to COVID pandemic.

The company indicated that the continual process of transporting fuel to MATA three times weekly versus once a week has impacted the cost per trip. MATA offered to submit a change order to accommodate for the financial impact and the offer to do so was turned down by the company. The company made the decision to forgo any further efforts with MATA to provide our company with fuel. They did, however, extend service until February 15, 2021.

MATA staff determined it is to our best interest to terminate the contract with prejudice against the company for future bids.

MATA will utilize spot market pricing until a determination is made to close in with a contract.

Let me know if you have any questions.

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**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 21-03

**RESOLUTION TO AWARD A CONTRACT TO INEO SYSTRANS USA (ENGIE) TO PURCHASE AN
INTELLIGENT TRANSPORTATION SOLUTION SYSTEM**

WHEREAS, The Memphis Area Transit Authority (MATA) is required to maintain or replace its Intelligent Transportation Solution System (ITS) and maintain back-office equipment and software to ensure efficient and continued operations; and

WHEREAS, MATA issued a Request for Proposal (RFP) for companies to provide a hosted ITS System which includes CAD/AVL equipment and software, Passenger Information Display Systems, Emergency Phone Towers with Built-in Surveillance, Pedestrian Warning System, and required integrations with MATA's current system.

WHEREAS, Five responsive and responsible proposals were received; and

WHEREAS, MATA's Evaluation Committee reviewed the proposals based on the Best Value method using the evaluation criteria set forth in the RFP and requested demonstrations from those vendors in the competitive range; and

WHEREAS, After evaluating the demonstrations and conducting negotiations, the Evaluation Committee recommends that a contract be awarded to Ineo SysTrans USA (Engie) for providing an Intelligent Transportation Solution System at a cost not to exceed \$12,645,784.00, which includes:

Phase 1 and Phase 2

- CAD/AVL System (Equipment and Software)
- Vehicle Onboard Signs
- Pedestrian Warning System
- Smartphone App and Web portal
- Integrations to MATA systems
- Passenger Information Display System(s)
- Emergency Phone Tower with Built-in Surveillance
- 5 Years of Warranty and Maintenance & Technical Support
- Optional 6 Years of Warranty and Maintenance & Technical Support

Phase 3

- Optional Future Trolley Line Reopening (Riverfront and Madison Avenue Lines)
- CAD/AVL System
- Passenger Information Display System(s)
- Optional Future Bus Rapid Transit Line
- CAD/AVL System
- Passenger Information Display System(s)



- Emergency Phone Tower with Built-in Surveillance
- Pedestrian Warning System
- 5 Years of Warranty and Maintenance & Technical Support

NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS That a contract be awarded to Engie for providing an Intelligent Transportation Solution System at a cost not to exceed \$12,645,784.00.

BE IT FURTHER RESOLVED That the Chief Executive Officer, Chief Administrator Officer, Chairman, or Vice-Chairman be authorized to execute the contract.

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Res. No. 21-03

Motion: Made By: Robert Clark SECONDED: Michael Fulton

YEA: Martin Lipinski; Janice Holder; Shelia Williams; Michelle McKissack; Michael Fulton;
Robert Clark; Edward Stephens

NAY: None

Approved: January 26, 2021

Absent: Kristen Bland



Approved 1/26/21

TO: MATA Board of Commissioners

FROM: Gary Rosenfeld, Chief Executive Officer

SUBJECT: Resolution 21-03
RFP 21-05 - Intelligent Transportation Solution System

DATE: January 26, 2021

This memo summarizes the procurement process for the purchase of an Intelligent Transportation Solution System (ITS) to replace MATA's existing ITS System that has exceeded its useful service life. The new ITS System will implement new CAD/AVL technologies.

nMomentum is MATA's consultant helping with this project, and they developed the Scope of Work for the Request for Proposals, which was sent to 23 vendors, formally advertised and posted to MATA's website. The Scope of Work requested vendors to provide pricing for a hosted solution. The DBE goal was set at 3% for this procurement. Five responsive and responsible proposals were received. The five vendors were Conduent, GMV Syncromatics; Trapeze Software Group, Ineo SysTrans USA (Engie) and Clever Devices. MATA's Evaluation Committee evaluated proposals using the Best Value method based on the criteria set forth in the procurement as follows: Technical/Functional Requirements, Qualifications, Project Management Plan, Staffing & Project Organization, Cost and Price, Financial Stability of the Proposer, DBE Participation, Required Information Submittals, and On-site/Virtual Demonstrations.

The two top ranked vendors were requested to provide demonstrations for their respective products and ITS systems. After the demonstrations, the Evaluation Committee completed their evaluations based on the demonstrations which resulted in MATA only requesting a Best and Final Offer (BAFO) from Ineo SysTrans USA (Engie) for hosted services. MATA accepted the revised BAFO for hosted services from Engie at a cost not to exceed \$12,645,784.00, which includes:

Phase 1 and Phase 2

- CAD/AVL System (Equipment and Software)
- Vehicle Onboard Signs
- Pedestrian Warning System
- Smartphone App and Web portal
- Integrations to MATA systems
- Passenger Information Display System(s)
- Emergency Phone Tower with Built-in Surveillance
- 5 Years of Warranty and Maintenance & Technical Support
- Optional 6 Years of Warranty and Maintenance & Technical Support

Phase 3

- Optional Future Trolley Line Reopening (Riverfront and Madison Avenue Lines)
 - CAD/AVL System
 - Passenger Information Display System(s)



- Optional Future Bus Rapid Transit Line
 - CAD/AVL System
 - Passenger Information Display System(s)
 - Emergency Phone Tower with Built-in Surveillance
 - Pedestrian Warning System
- 5 Years of Warranty and Maintenance & Technical Support

The Evaluation Committee recommends that a contract be awarded to Engie to provide a new ITS system as stated above. The total cost of the contract will be at a cost not to exceed \$12,645,784.00.

This project is planned in three phases. Phase one is planned to be completed within 12 months of Notice to Proceed with portions of it becoming operational at various milestones. Phase two is planned to be completed within 15 months from Notice to Proceed with portions of it becoming operational at various milestones. Phase 3 will be implemented as future Trolley Lines and BRT Line are scheduled for operations.

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**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 21-04

RESOLUTION TO AWARD CONTRACT TO TOLAR MANUFACTURING FOR BUS SHELTERS

WHEREAS, The Memphis Area Transit Authority (MATA) has opportunities to provide a safe and secure area for those passengers at bus stops where shelter may become necessary; and

WHEREAS, Proposals were solicited for this product in accordance to MATA’s Procurement Policy, and the procurement was formally advertised and posted on MATA’s website; and

WHEREAS, MATA has the available funding for this purchase; and

WHEREAS, MATA intends to purchase approximately 20-25 shelters per year, for a total of up to 100-125 over the five-year contract; however, MATA has not committed to any specific number of shelters to be purchased; and

WHEREAS, MATA received five proposals and each were determined responsive and responsible; and

WHEREAS, MATA has decided that Tolar Manufacturing is the best overall choice for the purchase of bus shelters at a fixed price of \$3,795 per shelter beginning the first year and an increase in cost based only upon the change in PPI (Producer Price Index) for materials for the five-years; and

WHEREAS, the estimated cost of the contract based on 125 shelters at the “base” shelter price is \$513,125 over five years; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS, That a contract be awarded to Tolar Manufacturing for the purchase of up to 125 bus shelters and accessories as needed over a five-year period at a cost of \$513,125.

BE IT FURTHER RESOLVED That the Chief Executive Officer, Chief Administrative Officer, Chairman or Vice-Chairman is authorized to execute the necessary documents.

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Res. No. 21-04

Motion: Made By: Shelia Williams SECONDED: Janice Holder

YEA: Martin Lipinski; Janice Holder; Shelia Williams; Michelle McKissack; Michael Fulton;
Robert Clark; Edward Stephens

NAY: None

Approved: January 26, 2021

Absent: Kristen Bland



Approved 1/26/21

TO: MATA Board of Commissioners

FROM: Gary Rosenfeld, Chief Executive Officer

SUBJECT: Resolution 21-04
RFP - Bus Shelters

DATE: January 26, 2021

This memo summarizes the procurement process for a supplier to provide bus shelters on an as-needed basis over a five-year period. This procurement was formally advertised, and Request for Proposals was mailed to 17 vendors for this procurement.

This procurement is only for supplying manufactured shelters. The goal for participation by Disadvantaged Business Enterprises (DBE) was set at 0%. MATA has a separate contract for installation of shelters with A&B Construction Company in which is 100% DBE company.

MATA’s Evaluation Committee consisted of five MATA staff members. Each reviewed the five responsive proposals and discussed their findings based on the criteria set forth in the solicitation document. The point value has a range of 1 to 5. 1 being the least favorable and 5 being the best.

MATA’s evaluation categories were:

- Overall design concepts and features of proposed shelters
- Experience of firm, past performance of proposer, ability to meet obligations, manufacture to specifications, delivery time, and technical support
- References
- Cost

The Evaluation Committee’s points are shown below:

Proposers	Overall design concepts and features of the proposed shelters	Experience of firm	References	Overall Cost	Total	Ranking
Brasco International	13	15	16	4	48	2
Lacor Streetscape	11	9	10	2	32	4
Dimentional Innovations	11	8	5	1	25	5
Spenser Fabrications, Inc.	10	11	12	4	37	3
Tolar Manufacturing	20	20	20	5	65	1

Experience of firm also includes: past performance, ability to meet obligations, manufacture to specifications, delivery time and technical support

The Evaluation Committee recommends that a five-year contract be awarded to Tolar Manufacturing for the purchase of up to 125 bus shelters at a total cost of \$513,125.

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**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 21-05

RESOLUTION TO APPROVE CHANGE ORDER #1 TO SSR, INC. FOR ON-CALL GENERAL ENGINEERING AND PROGRAM MANAGEMENT SERVICES

WHEREAS, The Memphis Area Transit Authority (MATA) Board of Commissioners awarded a Contract for On-Call General Engineering and Program Management to SSR, Inc. by Resolution 19-27 June 27, 2019; and

WHEREAS, MATA has additional engineering and architectural design needs to reconfigure existing administrative office space to improve safety and provide a safer work environment due to the COVID-19 pandemic; and

WHEREAS, The task order proposal for these services exceed the existing contract amount and MATA and SSR have agreed increase the current contract amount by \$200,000 by Change Order #1 to accommodate the existing and anticipated task order needs during the remaining period of the contract; and

WHEREAS, MATA staff recommends approval of Change Order #1 to the SSR contract for a not to exceed amount of \$200,000; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS That Change Order #1 be approved with a not to exceed amount of \$200,000 for the SSR, Inc. a contract through the remaining contract period July 1, 2022.

BE IT FURTHER RESOLVED That the Contracting Officer be authorized to execute the change order.

BE IT FURTHER RESOLVED That the Chief Executive Officer, Chairman or Vice-Chairman is authorized to execute the necessary documents.

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Res. No. 21-05

Motion: Made By: Edward Stephens SECONDED: Michael Fulton

YEA: Martin Lipinski; Janice Holder; Shelia Williams; Michelle McKissack; Michael Fulton;
Robert Clark; Edward Stephens

NAY: None

Approved: January 26, 2021

Absent: Kristen Bland



**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 21-06

RESOLUTION TO AWARD A CONTRACT TO APPERSON CRUMP, BRITTENUM WARD LAWYERS, BURCH PORTER & JOHNSON PLLC, GLANKER BROWN, AND WILLIAM S. PARKS PLLC FOR LEGAL SERVICES

WHEREAS, The Memphis Area Transit Authority (MATA) periodically requires legal services in the conduct of its business; and

WHEREAS, Proposals were solicited for this service in accordance with MATA's Procurement Policy, and the procurement was formally advertised and posted on MATA's website; and

WHEREAS, Funds are available for said services in the operating budget; and

WHEREAS, Legal services are required in the following areas:

- General Counsel Services
- Public Entity Law/Procurement and Contracting
- Litigation
- Real Estate
- Public Works Contracting
- Construction
- Environmental Law and Litigation
- Privacy
- Data Security
- Governance
- Information Technology
- Litigation Intellectual Property Only;
-

and

WHEREAS, Five proposals were received and were determined responsive and responsible; and

WHEREAS, MATA has decided to retain all five firms for legal services; and

WHEREAS, MATA will use each firm for future projects or legal matters based on their area of expertise; and

WHEREAS, The hourly rates were received from the following firms;



Apperson Crump								
Period	Term		PARTNER		ASSOCIATE		PARALEGAL	
	Beginning	Ending	Rate	Unit	Rate	Unit	Rate	Unit
Year 1	2/1/2021	1/31/2022	\$ 235.00	Per Hour	\$ 210.00	Per Hour	\$ 105.00	Per Hour
Year 2	2/1/2022	1/31/2023	\$ 240.00	Per Hour	\$ 215.00	Per Hour	\$ 110.00	Per Hour
Year 3	2/1/2023	1/31/2024	\$ 245.00	Per Hour	\$ 220.00	Per Hour	\$ 115.00	Per Hour
Year 4	2/1/2024	1/31/2025	\$ 250.00	Per Hour	\$ 225.00	Per Hour	\$ 120.00	Per Hour
Year 5	2/1/2025	1/31/2026	\$ 255.00	Per Hour	\$ 230.00	Per Hour	\$ 125.00	Per Hour
Brittenum Ward Lawyers								
Period	Term		PARTNER		ASSOCIATE		PARALEGAL	
	Beginning	Ending	Rate	Unit	Rate	Unit	Rate	Unit
Year 1	2/1/2021	1/31/2022	\$ 300.00	Per Hour	\$ 242.00	Per Hour	\$ 100.00	Per Hour
Year 2	2/1/2022	1/31/2023	\$ 240.00	Per Hour	\$ 242.00	Per Hour	\$ 100.00	Per Hour
Year 3	2/1/2023	1/31/2024	\$ 245.00	Per Hour	\$ 242.00	Per Hour	\$ 100.00	Per Hour
Year 4	2/1/2024	1/31/2025	\$ 250.00	Per Hour	\$ 242.00	Per Hour	\$ 100.00	Per Hour
Year 5	2/1/2025	1/31/2026	\$ 255.00	Per Hour	\$ 242.00	Per Hour	\$ 100.00	Per Hour
Burch Porter & Johnson PLLC								
Period	Term		PARTNER		ASSOCIATE		PARALEGAL	
	Beginning	Ending	Rate	Unit	Rate	Unit	Rate	Unit
Year 1	2/1/2021	1/31/2022	\$ 160.00	Per Hour	\$ 135.00	Per Hour	\$ 85.00	Per Hour
Year 2	2/1/2022	1/31/2023	\$ 160.00	Per Hour	\$ 135.00	Per Hour	\$ 85.00	Per Hour
Year 3	2/1/2023	1/31/2024	\$ 160.00	Per Hour	\$ 135.00	Per Hour	\$ 85.00	Per Hour
Year 4	2/1/2024	1/31/2025	\$ 180.00	Per Hour	\$ 155.00	Per Hour	\$ 95.00	Per Hour
Year 5	2/1/2025	1/31/2026	\$ 180.00	Per Hour	\$ 155.00	Per Hour	\$ 95.00	Per Hour
Glanker Brown								
Period	Term		PARTNER		ASSOCIATE		PARALEGAL	
	Beginning	Ending	Rate	Unit	Rate	Unit	Rate	Unit
Year 1	2/1/2021	1/31/2022	\$265-300	Per Hour	\$ 215.00	Per Hour	\$ 175.00	Per Hour
Year 2	2/1/2022	1/31/2023	\$265-300	Per Hour	\$ 215.00	Per Hour	\$ 175.00	Per Hour
Year 3	2/1/2023	1/31/2024	\$270-300	Per Hour	\$ 225.00	Per Hour	\$ 185.00	Per Hour
Year 4	2/1/2024	1/31/2025	\$275-310	Per Hour	\$ 225.00	Per Hour	\$ 190.00	Per Hour
Year 5	2/1/2025	1/31/2026	\$285-315	Per Hour	\$ 235.00	Per Hour	\$ 200.00	Per Hour
William S. Parks PLLC								
Period	Term		PARTNER		ASSOCIATE		PARALEGAL	
	Beginning	Ending	Rate	Unit	Rate	Unit	Rate	Unit
Year 1	2/1/2021	1/31/2022	\$ 300.00	Per Hour	Not Applicable	Per Hour	Not Applicable	Per Hour
Year 2	2/1/2022	1/31/2023	\$ 300.00	Per Hour	Not Applicable	Per Hour	Not Applicable	Per Hour
Year 3	2/1/2023	1/31/2024	\$ 300.00	Per Hour	Not Applicable	Per Hour	Not Applicable	Per Hour
Year 4	2/1/2024	1/31/2025	\$ 300.00	Per Hour	Not Applicable	Per Hour	Not Applicable	Per Hour
Year 5	2/1/2025	1/31/2026	\$ 300.00	Per Hour	Not Applicable	Per Hour	Not Applicable	Per Hour



and

WHEREAS, The Evaluation Committee recommends that a five-year contract be awarded to Apperson Crump, Brittenum Ward Lawyers, Burch Porter & Johnson PLLC, Glanker Brown and William S. Parks PLLC at the rates stated above in their area of expertise for the period of February 1, 2021 to January 31, 2026 for Legal Services.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS, That a five-year contract be awarded to Apperson Crump, Brittenum Ward Lawyers, Burch Porter & Johnson PLLC, Glanker Brown and William S. Parks PLLC at the rates for legal services stated above in their area of expertise for the period of February 1, 2021 to January 31, 2026.

BE IT FURTHER RESOLVED That the Chief Executive Officer, Chief Administrative Officer, Chairman or Vice-Chairman is authorized to execute the necessary documents.

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Res. No. 21-06

Motion: Made By: Robert Clark **SECONDED:** Edward Stephens

YEA: Martin Lipinski; Janice Holder; Shelia Williams; Michelle McKissack; Michael Fulton;
Robert Clark; Edward Stephens

NAY: None

Approved: January 26, 2021

Absent: Kristen Bland



Approved 1/26/21

TO: Board of Commissioners

FROM: Gary Rosenfeld, Chief Executive Officer

SUBJECT: Resolution 21-06
RFP 21-06 Legal Services

DATE: January 26, 2021

This memo summarizes the procurement process for legal services.

The Request for Proposals was sent to 32 firms, formally advertised and posted to MATA's website. Five proposals were received and were determined responsive and responsible.

There was not a DBE goal established for this solicitation. It was decided all five proposers would be retained for legal services qualified in their area of expertise.

MATA's Evaluation Committee, reviewed the five proposals and discussed their findings based on their area of expertise criteria set forth in their proposal.

- General Counsel Services – Apperson Crump
- Public Entity Law/Procurement and Contracting – Apperson Crump
- Litigation – Based on experience/expertise of firm
- Real Estate - Burch, Porter & Johnson PLLC
- Brittenum Ward Lawyers
- Public Works Contracting - Burch, Porter & Johnson PLLC
- Construction - Apperson Crump
- Environmental Law and Litigation - Glankler Brown
- Privacy, Data Security, Governance and Information Technology and Litigation -Glankler Brown
- Intellectual Property Only – William S. Parks PLLC

MATA's Evaluation Committee, consisting of six MATA staff members, reviewed the five responsive proposals and discussed their findings based on the criteria set forth in the solicitation document. The following criteria with their point values were evaluated:

- Qualifications and experience of personnel providing services under the contract
- Expertise and experience in the specific areas of law to which the proposal is directed
- Experience representing public entities, particularly transit clients
- Capacity to be responsive in a timely manner to MATA's needs
- Cost

The Evaluation Committee's points are shown below:



Firm	Ranking Criteria					
	Qualifications and experience of personnel	Expertise and experience in specific areas	Exeperience representing public entities	Capacity to be responsive to MATA's needs	Cost	Total
	Weighting					
	30%	20%	20%	20%	10%	100%
Apperson Crump	180	120	120	102	7	529
Brittenum Ward Lawyers	166	101	98	111	6	482
Burch Porter & Johnson PLLC	169	102	95	113	10	489
Glancker Brown	172	111	111	116	6	516
William S. Parks PLLC	105	50	50	85	3	293

The Evaluation Committee recommends that a five-year contract be awarded to Apperson, Crump, Brittenum Ward Lawyers, Birch Porter & Johnson PLLC, Glancker Brown and William S. Parks PLLC at the rates stated above in their area of expertise for the period of February 1, 2021 to January 31, 2026 for Legal Service.

Let me know if you have questions.

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