



**MEMPHIS AREA TRANSIT AUTHORITY**

One Commerce Square  
40 South Main Street · Memphis, TN 38103  
[www.matatransit.com](http://www.matatransit.com)

Gary J. Rosenfeld  
Chief Executive Officer

**Board of Commissioners**

Dr. Martin Lipinski, Chair  
Shelia Williams, Vice-Chair

Angus Blair  
Michael Fulton  
Edward Stephens, III  
Janice Holder

Sara Burnett  
Michelle McKissack  
Anton Mack

**Board of Commissioners  
Regular Meeting AGENDA  
Tuesday, February 21, 2023  
3:30 PM**

- I. Call to Order Martin Lipinski
- II. Board Roll Call Bacarra Mauldin

Member	Arrived	Departed	Member	Arrived	Departed
Blair, Angus	15:30	16:49	Mack, Anton	15:30	16:49
Burnett, Sara	15:37	16:49	McKissack, Michelle	15:30	16:49
Fulton, Michael			Stephens, Edward	15:30	16:49
Holder, Janice	15:30	16:49	Williams, Shelia	16:15	16:49
Lipinski, Martin	15:30	16:49			

- III. Approval of Minutes Commissioners
  - a. Regular Board Meeting – January 24, 2023

- The minutes of the January 24, 2023, Board meeting can be found beginning on page 5.

Item:	Approval of the January 24, 2023, Regular Board Meeting Minutes								
Motion by:	<a href="#">McKissack</a>				Second By:	<a href="#">Stephens</a>			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus	X				Mack, Anton	X			
Burnett, Sara	X			X	McKissack, Michelle	X			
Fulton, Michael				X	Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia				X
Lipinski, Martin	X								

## IV. CEO (Chief Executive Officer) Report

Gary Rosenfeld

## V. Consent Agenda Items

- Resolution to authorize a partnership with the Memphis Grizzlies for one fiscal year of a three-year contract.
  - [Resolution 23-15](#)
  - [Memo 23-15](#)

Item:	Resolution 23-15 to authorize a partnership with the Memphis Grizzlies for one fiscal year of a three-year contract								
Motion by:	<a href="#">Stephens</a>				Second By:	<a href="#">Mack</a>			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus	X				Mack, Anton	X			
Burnett, Sara	X				McKissack, Michelle	X			
Fulton, Michael				X	Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia				X
Lipinski, Martin	X								

## VI. Procurement Item(s)

- a. Resolution to approve change order #1 to HDR, Inc contract for program management services.
- [Resolution 23-17](#)
  - [Memo 23-17](#)

Item:	Resolution 23-17 to approve change order #1 to HDR, Inc contract for program management services									
Motion by:	Burnett				Second By:	Mack				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle	X				
Fulton, Michael				X	Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia				X	
Lipinski, Martin	X									

- b. Resolution to extend an interagency agreement between the University of Memphis and MATA for updating the Transit Asset Management Program and related tacks.
- [Resolution 23-18](#)
  - [Memo 23-18](#)

Item:	Resolution 23-18 to extend an interagency agreement between the University of Memphis and MATA for updating the Transit Asset Management Program and related tacks									
Motion by:	Holder				Second By:	Stephens				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle	X				
Fulton, Michael				X	Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia				X	
Lipinski, Martin			X							

- c. Resolution to award a five-year contract to Shuttleworth PLLC for legal services for transit claims.
- [Resolution 23-11 \(Revised\)](#)
  - [Memo 23-11 \(Revised\)](#)

Item:	Resolution 23-11 To award a five-year contract to Shuttleworth PLLC for legal services for transit claims									
Motion by:	Holder				Second By:	McKissack				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle	X				
Fulton, Michael				X	Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia	X				
Lipinski, Martin	X									



- g. Resolution for the purchase of three electric buses off the Washington State Contract.
- [Resolution 23-22](#)
  - [Memo 23-22](#)

Item:	Resolution 23-22 for the purchase of three electric buses off the Washington State Contract									
Motion by:	Holder				Second By:		Burnett			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle	X				
Fulton, Michael				X	Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia	X				
Lipinski, Martin	X									

- h. Resolution authorizing the disposal of surplus/obsolete vehicles.
- [Resolution 23-23](#)
  - [Memo 23-23](#)

Item:	Resolution 23-23 authorizing the disposal of surplus/obsolete vehicles									
Motion by:	Mack				Second By:		McKissack			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle	X				
Fulton, Michael				X	Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia	X				
Lipinski, Martin	X									

## VII. Service and Development

### VIII. Finance Agenda Items

- a. January 2023 Financials
- b. Presentation of FY22 Audit by Christopher Hearn from Banks Finley & White and acceptance of the Audit by the Board

Item:	Acceptance of the FY 2022 Audit									
Motion by:	Mack				Second By:		Stephens			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle	X				
Fulton, Michael				X	Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia	X				
Lipinski, Martin	X									

- IX Acknowledgement of Public Comment
- IX. Old or New Business

- a. Transit 101
- b. Board Retreat

- X. Adjournment – Meeting was adjourned by Chair Lipinski at 4:45 PM

The Next Regular Meeting of the:

MATA Board of Commissioners will Be:

**Tuesday, March 28, 2023**

**@ 3:30 PM**

At

Memphis Area Transit Authority  
One Commerce Square – 40 S. Main Street  
Memphis, TN 38103

## MEMPHIS AREA TRANSIT AUTHORITY

**PASSED**  
**02/21/2023 3:28PM**

Board of Commissioners  
 Regular Meeting Minutes

Meeting Date: Tuesday, January 24, 2023 3:30 PM

The regular meeting was called to by Chair Martin Lipinski at 3:33 p.m. Members present of the Commission are noted as are their departure times:

MEMBER	ARRIVED	DEPARTED	MEMBER	ARRIVED	DEPARTED
Blair, Angus	1533	1712	Mack, Anton	1533	1712
Burnett, Sara	1533	1712	McKissack, Michelle		
Fulton, Michael			Stephens, Edward	1537	1712
Holder, Janice	1533	1712	Williams, Shelia	1537	1712
Lipinski, Martin	1533	1712			

Approval of Minutes from December 13, 2022

Item:	Approval of the December 13, 2022, Regular Board Meeting Minutes									
Motion by:	Holder					Second By: Mack				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle				X	
Fulton, Michael				X	Stephens, Edward				X	
Holder, Janice	X				Williams, Shelia				X	
Lipinski, Martin	X									

Resolutions presented and voted upon:

Item:	Resolution 23-01 to adopt the 2023 MATA Safety Plan									
Motion by:	Williams					Second By: Stephens				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle				X	
Fulton, Michael				X	Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia	X				
Lipinski, Martin	X									

Item:	Resolution 23-02 to adopt the 2023 MATA Drug and Alcohol Policy									
Motion by:	Williams					Second By: Stephens				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle				X	
Fulton, Michael				X	Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia	X				

Lipinski, Martin	X								
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Item:	Resolution 23-03 to award a contract to Jim's Tank Service, LLC for a three-year contract for environmental waste management										
Motion by:	Holder					Second By:	Mack				
<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>	<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>		
Blair, Angus	X				Mack, Anton	X					
Burnett, Sara	X				McKissack, Michelle				X		
Fulton, Michael				X	Stephens, Edward	X					
Holder, Janice	X				Williams, Shelia	X					
Lipinski, Martin	X										

Item:	Resolution 23-04 to award a three-year contract to Southern Tire Mart for retread tires										
Motion by:	Williams					Second By:	Stephens				
<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>	<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>		
Blair, Angus	X				Mack, Anton	X					
Burnett, Sara	X				McKissack, Michelle				X		
Fulton, Michael				X	Stephens, Edward	X					
Holder, Janice	X				Williams, Shelia	X					
Lipinski, Martin	X										

Item:	Resolution 23-05 to approve change order #1 to Gant Systems Care agreement to increase monthly service fee										
Motion by:	Stephens					Second By:	Williams				
<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>	<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>		
Blair, Angus	X				Mack, Anton	X					
Burnett, Sara	X				McKissack, Michelle				X		
Fulton, Michael				X	Stephens, Edward	X					
Holder, Janice	X				Williams, Shelia	X					
Lipinski, Martin	X										

Item:	Resolution 23-06 to approve purchase of additional security cameras for MATA Airways facility										
Motion by:	Holder					Second By:	Mack				
<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>	<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>		
Blair, Angus	X				Mack, Anton	X					
Burnett, Sara	X				McKissack, Michelle				X		
Fulton, Michael				X	Stephens, Edward	X					
Holder, Janice	X				Williams, Shelia	X					
Lipinski, Martin	X										



Item:	Resolution 23-07 to approve NEPA environmental clearance study for MATA operations and maintenance facility								
Motion by:	Mack				Second By:	Burnett			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus	X				Mack, Anton	X			
Burnett, Sara	X				McKissack, Michelle				X
Fulton, Michael				X	Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia	X			
Lipinski, Martin	X								

Item:	Resolution 23-08 to approve Granicus equipment and software purchase								
Motion by:	Holder				Second By:	Mack			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus	X				Mack, Anton	X			
Burnett, Sara	X				McKissack, Michelle				X
Fulton, Michael				X	Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia	X			
Lipinski, Martin	X								

Item:	Resolution 23-09 to approve change order #1 to amend contract amount for Kimley-Horn for BRT Project management services								
Motion by:	Holder				Second By:	Stephens			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus	X				Mack, Anton	X			
Burnett, Sara	X				McKissack, Michelle				X
Fulton, Michael				X	Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia	X			
Lipinski, Martin	X								

Item:	Resolution 23-10 to authorize the disposal of surplus/obsolete computer equipment items								
Motion by:	Williams				Second By:	Holder			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus	X				Mack, Anton	X			
Burnett, Sara	X				McKissack, Michelle				X
Fulton, Michael				X	Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia	X			
Lipinski, Martin	X								

Item:	Resolution 23-12 For the purchase of eight Gillig diesel buses off the Washington State Contract									
Motion by:	Mack				Second By:	Williams				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle				X	
Fulton, Michael				X	Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia	X				
Lipinski, Martin	X									

Item:	Resolution 23-13 To approve the new fare policy									
Motion by:	Williams				Second By:	Mack				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle				X	
Fulton, Michael				X	Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia	X				
Lipinski, Martin	X									

Item:	Resolution 23-14 to approve the Fare Equity Analysis									
Motion by:	Williams				Second By:	Mack				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle				X	
Fulton, Michael				X	Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia	X				
Lipinski, Martin	X									

The meeting was adjourned by Chair Lipinski at 4:12 PM.

MATA Transit Authority

**PASSED 02/21/2023  
4:05PM**

**Board of Commissioners  
Resolution 23-15**

**RESOLUTION TO ENTER CORPORATE PARTNERSHIP WITH MEMPHIS GRIZZLIES**

**WHEREAS**, The Memphis Transit Area Authority will enter a corporate partnership with the Memphis Grizzlies and

**WHEREAS**, The partnership with Memphis Grizzlies will drive awareness of MATA's bus, trolley, & Micro-Transit services; change community perception of MATA Transit; Drive Grizzlies fans to MATA Transit for consideration. And

**WHEREAS**, The partnership between Memphis Area Transit Authority and the Memphis Grizzlies will bring the MATA brand to life through various tactics:

- Mata Services Amplification (Customer facing: Transit Center Surprise and Delights/ Trolley Night)
- Featured Partner, Grizz Goes Back to School (A Youth Community Engagement Initiative)
- Featured Partner, Season of Giving (Community Food Drive Initiative)
- Presenting Game Night (Educating Public about Transit)
- 6 on-court promotion
- 6 In Arena Activations, and

**WHEREAS**, The partnership between Memphis Area Transit Authority and the Memphis Grizzlies will also include:

- MATA Branding:
  - Radio Broadcast on Grizzlies Radio Network
  - Rotation Banner Ads
  - Inclusion on Outdoor Plaza LED
  - LED fascia signage in home games
  - FedEx Forum TV Ads - all events taking place at the Forum (i.e. concerts, plays, U of M basketball games)
- Tickets & VIP experiences
  - Party Suit Packages
  - Gameday Experience
- Ability to Use Grizzlies Marks and property / Ability to utilize phrasing "Official partner of the Memphis Grizzlies " and

**WHEREAS**, The Memphis Area Transit Authority will enter into year one of a 3-year engagement with the Memphis Grizzlies. The proposed costs for the entire three-year engagement is as follows:

Season	TOTAL PARTNERSHIP VALUE
2022-23	\$ 215,000
2023-24	\$ 285,000
2024-25	\$ 299,250

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANIST AUTHORITY BOARD OF COMMISSIONERS** has reviewed and approves the corporate partnership between Memphis Area Transit Authority and the Memphis Grizzlies.

**BE IT FURTHER RESOLVED** That the Chief Executive Officer, Deputy Chief Executive, Chairman and Vice Chairmen be authorized to execute the documents for the contract.

<b>Resolution 23-15</b>	Aye	Nay	Abstain	Absent
Blair	X			
Burnett	X			
Fulton				X
Holder	X			
Lipinski	X			
Mack	X			
McKissack	X			
Stephens	X			
Williams				X

I certify that I have reviewed the following resolution.

\_\_\_\_\_  
 Gary Rosenfeld  
 Chief Executive Officer

**TO: MATA Board of Commissioners**

**FROM: Gary Rosenfeld, Chief Executive Officer**

**SUBJECT: Resolution to Enter Corporate Partnership with Memphis Grizzlies**

**DATE: February 21, 2023**

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MATA is excited to expand our brand to a new audience via partnership with the Memphis Grizzlies. **Our goals for this partnership are to:**

- Drive awareness of MATA's bus, trolley, and micro transit services
- Change community perception of MATA
- Drive fans to MATA for consideration

**To ensure we are reaching these goals we will be measuring the campaign monthly by:**

- Increase in riders in downtown area (Groove on Demand, Trolley, Fixed Route)
- Number of impressions on MATA's social media
- Unique website visits to MATA's website
- Rider Consideration (Survey given at beginning and end of campaign)
- Unique visits to Go901 careers site and click through rate
- Interaction during table activations at games
- Community participation in community events with MATA and Memphis Grizzlies
- Use of Grizzlies Marks in marketing material

**In addition to measurement on MATA's side, the Memphis Grizzlies will also measure the following:**

- Impressions, engagements, and views resulting from relevant content distributed across Grizzlies social channels.
- Impressions, clicks, and click through resulting from digital integrations across web, email, ROS, etc.
- Impressions resulting from all; in arena branding, activations and promotions.
- Impressions, clicks and click through resulting from digital interaction across web, email, ROS, etc.

BOARD OF COMMISSIONERS

RESOLUTION NO. 23-17

**RESOLUTION TO APPROVE CHANGE ORDER #1 TO THE HDR, INC CONTRACT FOR PROGRAM MANAGEMENT SERVICES**

**WHEREAS,** By Resolution 21-15 on April 27, 2021, the MATA Board of Commissioners awarded a program management contract in the amount of \$1,000,000 to HDR, Engineering Inc. to provide on-call planning and engineering on services on a task order basis for multiple capital improvement projects over a five-year period; and

**WHEREAS,** By Resolution 23-07 on January 24, 2023, the MATA Board of Commissioners approved Task Order #4 to conduct the required National Environmental Protection Act (NEPA) study for the selected site and prepare a preliminary site plan and other preliminary engineering tasks; and

**WHEREAS,** MATA Staff received a proposal from HDR Engineering, Inc. dated February 3, 2023 with a list of potential tasks and estimated costs for additional program management services for grant writing assistance, update of fleet management plans, as well as preliminary engineering and other related tasks for the new operations and maintenance facility; and

**WHEREAS,** a combination of grant and operating funds are available for these tasks: and

**WHEREAS,** MATA staff has reviewed the proposed tasks provided by HDR and recommend that Change Order #1 be issued to their Contract for a not to exceed amount of \$4,300,000, raising the total Contract Amount to \$5,300,000; and

**NOW THEREFORE, BE IT RESOLVED BY MEMPHIS AREA TRANSIT AUTHORITY BOARD OR COMMISSIONERS,** That Change Order #1 be issued to the HDR, Inc in the amount of \$4,300,000 for a not to exceed contract amount of \$5,300,000.

**BE IT FURTHER RESOLVED,** That the Chief Executive Officer, Chairman, or Vice-Chairman, and Contracting Officer are authorized to approve Change Order #1.

**BE IT FURTHER RESOLVED,** That staff be authorized to execute task orders for up to a total of \$5,300,000 for the contract.

I certify that I have reviewed the following resolution.

\_\_\_\_\_  
Gary Rosenfeld  
Chief Executive Officer

<b>Resolution 23-17</b>	Aye	Nay	Abstain	Absent
Blair	X			
Burnett	X			
Fulton				X
Holder	X			
Lipinski	X			
Mack	X			
McKissack	X			
Stephens	X			
Williams				X

**MEMO 23-17**

**APPROVED**  
**02/21/23 4:10pm**

**TO: MATA Board of Commissioners**

**FROM: Gary Rosenfeld, CEO**

**RE: RESOLUTION TO APPROVE CHANGE ORDER #1 TO THE HDR, INC CONTRACT FOR PROGRAM MANAGEMENT SERVICES**

**DATE: February 21, 2023**

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The purpose of this resolution is to approve Change Order #1 to HDR, Engineering Inc., for additional program management services such as grant writing, fleet management plan updates, preliminary engineering and other related tasks for the new operations and maintenance facility over the next 4 years of their 5-year contract.

HDR Engineering, Inc. has an existing program management contract with MATA that was previously awarded by the MATA Board of Commissioners in April of 2021 to perform on-call planning and engineering work.

MATA Staff recommend that Change Order #1 be issued to HDR for a total of \$4,300,000 and for a total not to exceed contract amount of \$5,300,000.

Please let me know if you have any questions.

BOARD OF COMMISSIONERS

RESOLUTION NO. 23-18

**RESOLUTION TO EXTEND AN INTERAGENCY AGREEMENT BETWEEN THE UNIVERSITY OF MEMPHIS AND MATA FOR UPDATING THE TRANSIT ASSET MANAGEMENT PROGRAM AND RELATED TASKS**

**WHEREAS**, MATA is responsible for maintaining its infrastructure, including all its buses, paratransit vehicles, rail trolleys, and facilities in a State of Good Repair; and

**WHEREAS**, Transit asset management planning is now a national policy, as enacted by Federal surface transportation law with the passage of The Moving Ahead for Progress in the 21<sup>st</sup> Century Act, (MAP-21); and

**WHEREAS**, Transit planners are faced with determining successful formulas and/or plans for successfully allocating funds for fleet maintenance procurement; and

**WHEREAS**, An updated Transit Asset Management Plan is required to establish clear guidelines for the allocation of resources to maintain transit fleet vehicles and other agency owned assets and integrate with its Public Transit Agency Safety Plan (PTASP) and;

**WHEREAS**, MATA seeks assistance to develop and maintain the best practices for its transit asset management program; and

**WHEREAS**, The University of Memphis has submitted a proposal for providing these services to assist with the update of the Transit Asset Management Plan, inventory, and research related to best practices in transit asset management and other tasks through an interagency agreement at a cost of \$129,999.00; and

**WHEREAS**, Staff considers the cost to be fair and reasonable; and

**WHEREAS**, MATA and the University of Memphis will enter into an Interagency Agreement for the continued development and annual update of the Transit Asset Management Plan and related tasks.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS**, That the existing interagency agreement is amended and extended for an additional year between MATA and the University of Memphis for the continued development and annual update of MATA’s Transit Asset Management Program at a cost of \$ 129,999.00.

**BE IT FURTHER RESOLVED** That the Chairman, Vice Chairman, or Chief Executive Officer be authorized to execute the interagency agreement.

\* \* \* \* \*

I certify that I have reviewed the following resolution.

\_\_\_\_\_  
Gary Rosenfeld  
Chief Executive Officer

<b>Resolution 23-18</b>	Aye	Nay	Abstain	Absent
Blair	X			
Burnett	X			
Fulton				X
Holder	X			
Lipinski	X			
Mack	X			
McKissack	X			
Stephens	X			
Williams				X

MEMO 23-18

**APPROVED**  
02/21/23 4:10pm

**TO:** MATA Board of Commissioners

**FROM:** Gary Rosenfeld, Chief Executive Officer

**SUBJECT:** Resolution to Extend the Interagency Agreement Between the University of Memphis and MATA

**DATE:** February 21, 2023

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The purpose of this Resolution is to renew an interagency agreement between MATA and the University of Memphis for preparation of the annual update of the Transit Asset Management Plan and ongoing development of a Transit Asset Management Program for MATA, which will include integration with the Public Transportation Agency Safety Plan (PTASP). The University of Memphis has submitted a proposal totaling \$129,999 to MATA to assist with the plan update, inventory, and research related to best practices in transit asset management and other related tasks. The enactment of the Fixing America's Surface Transportation Act (FAST Act) created a national policy requiring agencies such as MATA to develop asset management plans to ensure that assets funding with federal funding were maintained in a State of Good Repair.

MATA staff has reviewed the University of Memphis's Transit Asset Management Plan proposal and determined that the cost for the scope of services provided is fair and reasonable.

A Disadvantaged Business Enterprise (DBE) goal was not established for this procurement since it is an agreement between MATA and the University of Memphis and no opportunities for DBE participation have been identified. For these reasons, MATA Staff recommend renewal of the interagency agreement between MATA and the University of Memphis for the update and ongoing development of a Transit Asset Management Program and related tasks at a cost of \$129,999.

Please let me know if you have questions.

**MEMPHIS AREA TRANSIT AUTHORITY**

**PASSED**  
**02/21/2023 4:15PM**

**BOARD OF COMMISSIONERS**  
**RESOLUTION NO. 23-11 (REVISED)**

**RESOLUTION TO AWARD A THREE-YEAR CONTRACT TO SHUTTLEWORTH PLLC FOR LEGAL SERVICES FOR TRANSIT CLAIMS**

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

**WHEREAS,** MATA issued a Request for Proposal (RFP) for firms to provide this service; and

**WHEREAS,** Two responsive proposals were received in response to MATA’s procurement and were evaluated by the Evaluation Committee; and

**WHEREAS,** The procurement was formally advertised; and

**WHEREAS,** The Evaluation Committee determined Shuttleworth PLLC’s proposal was the best proposal in both technical scoring and in price and presented the best value to MATA; and

**WHEREAS,** Operating funds are available for this procurement; and

**WHEREAS,** Shuttleworth PLLC’s hourly rates for their primary representatives are as follows; and

**HOURLY RATES FOR SHUTTLESWORTH PLLC**

<b>YEAR</b>	<b>PARTNER</b>	<b>ASSOCIATE</b>	<b>PARALEGAL</b>
<b>YEAR 1</b>	<b>\$ 180.00</b>	<b>\$ 175.00</b>	<b>\$ 100</b>
<b>YEAR 2</b>	<b>\$ 186.00</b>	<b>\$ 180.00</b>	<b>\$ 105</b>
<b>YEAR 3</b>	<b>\$ 192.00</b>	<b>\$ 186.00</b>	<b>\$ 109</b>

**WHEREAS,** The Evaluation Committee recommends that a contract be awarded to Shuttleworth PLLC for legal services involving transit claims at the rates stated above for a period of three years.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That a three-year contract be awarded to Shuttleworth PLLC for legal services involving transit claims at the rates stated above beginning February 1, 2023, and ending on January 31, 2026.

**BE IT FURTHER RESOLVED THAT** Chief Executive Officer, Deputy Chief Executive Officer, Chairman or Vice-Chairman is authorized to execute any and all documents necessary to process this contract.

\* \* \* \* \*

I certify that I have reviewed the following resolution.

\_\_\_\_\_  
Gary Rosenfeld  
Chief Executive Officer

<b>Resolution 23-11</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>
Blair	X			
Burnett	X			
Fulton				X
Holder	X			
Lipinski	X			
Mack	X			
McKissack	X			
Stephens	X			
Williams				X

**PASSED**  
**02/21/2023 4:15PM**

**MEMO 23-11(Revised)**

**TO: MATA Board of Commissioners**

**FROM: Gary Rosenfeld, Chief Executive Officer**

**SUBJECT: IFB 23-09 THREE-YEAR LEGAL SERVICES FOR TRANSIT CLAIMS**

**DATE: January 24, 2023 (REVISED FEBRUARY 13, 2023)**

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This memo summarizes the procurement process for MATA's solicitation for a three-year contract for legal services for transit claims. MATA's Purchasing Department sent the RFP to multiple firms, formally advertised and placed on MATA's website.

Since this procurement has limited opportunities for subcontracting, a DBE goal was not assigned.

Two responsive and responsible proposals were received. MATA's Evaluation Committee reviewed the two responsive proposals and discussed their findings based on the evaluation criteria set forth in the RFP. The proposers could receive a maximum of 550 points. The results of the Committee's evaluation were as follows:

<b>Vendor</b>	<b>Total Points</b>
Brittenum Ward	440
Shuttleworth PLLC	530

An analysis of the hourly rates provided by the proposers is shown on Exhibit A. The Evaluation Committee recommends a three-year contract be awarded to Shuttleworth PLLC at the hourly rates shown on Exhibit A.

Let me know if you have questions.

BOARD OF COMMISSIONERS

RESOLUTION NO. 23-19

**RESOLUTION TO AMEND A CONTRACT WITH TRAPEZE SOFTWARE GROUP, INC. FOR PURCHASING MIGRATION, APPROVAL AUTOMATIONS, & WORK ORDER OPTIMIZATION**

**WHEREAS,** The Memphis Area Transit Authority (MATA) needs to upgrade its purchasing software, automate purchasing approvals, and optimize its work order processes within its existing Trapeze Enterprise Asset Management (EAM) system; and

**WHEREAS,** MATA and Trapeze, through Board approval Resolution No. 22-37 on July 26, 2022, agreed upon a contract (Software License Agreement Amendment #10) with one-time costs not to exceed \$368,775.00 and Year 1 annual maintenance cost of \$1,850.00; and

**WHEREAS,** MATA’s staff obtained Board of Commissioners approval for MATA to approve a contract with Trapeze to upgrade its purchasing software, automate purchasing approvals, and optimize its work order processes within its existing Trapeze Enterprise Asset Management (EAM) system not to exceed \$368,775.00 and Year 1 annual maintenance cost of \$1,850.00.

**WHEREAS,** MATA’s staff determined that Phase I and Phase II required additional funding in the amount of \$275,341.00 for software upgrades, to include procurement essential integration customizations with third party software systems, and additional customizations to improve automation of workflow systems; and

**WHEREAS,** Additional funding of \$275,341.00 will take the original contract amount of \$368,775.00 to \$644,116.00 based on operational funds availability.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That MATA is authorized to add funding in the amount of \$275,341.00 for software upgrades to include procurement essential integration customizations with third party software systems, and additional customizations to improve automation of workflow systems; and,

**BE IT FURTHER RESOLVED,** that the MATA Board of Commissioners authorize the additional funding of \$275,341.00 which will take the original contract amount of \$368,775.00 to \$644,116.00 based on operational funds availability; and

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

\* \* \* \* \*

I certify that I have reviewed the following resolution.

\_\_\_\_\_  
Gary Rosenfeld  
Chief Executive Officer

Resolution 23-19	Aye	Nay	Abstain	Absent
Blair	X			
Burnett	X			
Fulton				X
Holder	X			
Lipinski	X			
Mack	X			
McKissack	X			
Stephens	X			
Williams				X

MEMO 23-19

**APPROVED**  
**02/21/23 4:18pm**

**TO: MATA Board of Commissioners**

**FROM: Gary Rosenfeld, Chief Executive Officer**

**SUBJECT: RESOLUTION TO AMEND A CONTRACT WITH TRAPEZE SOFTWARE GROUP, INC. FOR PURCHASING MIGRATION, APPROVAL AUTOMATIONS, & WORK ORDER OPTIMIZATION**

**DATE: February 16, 2023**

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MATA needed to upgrade its purchasing software, automate purchasing approvals, and optimize its work order processes within its existing Trapeze Enterprise Asset Management (EAM) system. MATA has been using Trapeze software for over 15 years and it has become necessary to upgrade the EAM system. Trapeze is a technology leader in the public transit sector and is very familiar with MATA's needs.

MATA received approval by the Board through Resolution No 22-37 on July 26, 2022, for the system upgrade at the cost of \$368,775.00.

MATA staff determined that additional resource needs for the software upgrades to include procurement essential integration customizations with third party software systems, and additional customizations to improve automation of workflow systems.

The additional cost is \$275,341.00 to the original contract cost of \$368,775 to bring total to \$644,116.00. This approval is based on availability of operational funds.

Please let me know if you have additional questions.

## MEMPHIS AREA TRANSIT AUTHORITY

**PASSED**  
**02/21/23 4:24 pm**

## BOARD OF COMMISSIONERS

## RESOLUTION NO. 23-20

**RESOLUTION TO APPROVE BUDGET INCREASE TO nMOMENTUM CORP. CONTRACTS  
FOR PROGRAM MANAGEMENT SERVICES**

**WHEREAS**, nMomentum has been MATA's technology implementation consultant since 2018 and has been involved in the ongoing projects listed below and requires additional approved funds to continue its work; and

**WHEREAS**, MATA Staff received a proposal from nMomentum Corp. dated February 2, 2023 with a list of tasks and estimated costs for additional program management services for the projects listed below; and

Resolution	Approval Date	Project	Description	Resolution Amount	Cumulative Project Total
18-23	6/26/2018	NGFS	Original Award	750,805.20	750,805.20
20-17	4/28/2020	NGFS	Change Order 1	911,000.00	1,661,805.20
21-30	7/27/2021	NGFS	Change Order 2	986,000.00	2,647,805.20
<b>23-20</b>	<b>Pending</b>	<b>NGFS</b>	<b>Change Order 3</b>	<b>970,000.00</b>	<b>3,617,805.20</b>
18-24	6/26/2018	ERP/EAM	Original Award	737,304.00	737,304.00
20-16	4/28/2020	ERP/EAM	Change Order 1	444,000.00	1,181,304.00
21-31	7/27/2021	ERP/EAM	Change Order 2	384,000.00	1,565,304.00
<b>23-20</b>	<b>Pending</b>	<b>ERP/EAM</b>	<b>Change Order 3</b>	<b>250,000.00</b>	<b>1,815,304.00</b>
20-20	5/28/2020	ITS & CAD/AVL	Original Award	1,000,000.00	1,000,000.00
<b>23-20</b>	<b>Pending</b>	<b>ITS &amp; CAD/AVL</b>	<b>Change Order 1</b>	<b>1,514,000.00</b>	<b>2,514,000.00</b>
<b>Total</b>				<b>2,734,000.00</b>	<b>7,947,109.20</b>

**WHEREAS**, a combination of grant and operating funds are available for these projects: and

**WHEREAS**, MATA staff has reviewed the proposed tasks provided by nMomentum Corp. and recommend that the Change Orders shown above be issued to their Contracts for a not to exceed amount of \$2,734,000.00, raising the total amount of the above Contracts to \$7,947,109.20; and

**NOW THEREFORE, BE IT RESOLVED BY MEMPHIS AREA TRANSIT AUTHORITY BOARD OR COMMISSIONERS,**

That the above Change Orders be issued to nMomentum Corp. in the amount of \$2,734,000.00 for a not to exceed contract amount for the above projects of \$7,947,109.20.

**BE IT FURTHER RESOLVED,** That the Chief Executive Officer, Deputy Chief Executive Officer, Chairman, or Vice-Chairman, and Contracting Officer are authorized to approve the above Change Orders.

I certify that I have reviewed the following resolution.

\_\_\_\_\_  
 Gary Rosenfeld  
 Chief Executive Officer

<b>Resolution 23-20</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>
Blair	X			
Burnett	X			
Fulton				X
Holder	X			
Lipinski	X			
Mack	X			
McKissack	X			
Stephens	X			
Williams				X

MEMO 23-30

**PASSED**  
02/21/23 4:18pm

**TO:** MATA Board of Commissioners

**FROM:** Gary Rosenfeld, CEO

**RE:** RESOLUTION 23-30 TO APPROVE CHANGE ORDERS TO nMOMENTUM CONTRACTS FOR PROGRAM MANAGEMENT SERVICES

**DATE:** February 21, 2023

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The purpose of this resolution is to approve Change Orders, totaling \$2,734,000.00, to nMomentum Corp. Contracts for the following projects:

**New Generation Fare System (NGFS) – Change Order #3** to be issued to nMomentum Corp. for a total of **\$970,000.00** and for a total not to exceed Contract Amount of \$3,617,805.20.

Following are upcoming tasks included in Change Order #3: Phase 1 (Base NGFS System launch): Full public launch July '23. Phase 1 completion (Sept ' 23) punch list items, full Phase 1 systems acceptance, CDRLs acceptance, Phase 2 (Additional functionality commencing upon Phase 1 completion): Full NGFS completion, TVMs at airport & convention center, additional fare structures, data and reporting enhancements, additional integrations, VIA on-demand service enhancements in GO901 Mobile app and customer service portals, Device monitoring enhancements, Migration of on-board cash collection, Explore backup/alternate full-service and cashless TVMs, Pilot and reviews, Retesting, deployment and acceptance of Phase 2 items.

**Enterprise Resource Planning & Enterprise Asset Management Systems (ERP/EAM) – Change Order #3** to be issued to nMomentum Corp. for a total of **\$250,000.00** and for a total not to exceed Contract Amount of \$1,815,304.00.

Following are upcoming tasks included in Change Order #3: Integration design for Trapeze/Tyler integration. Integration design for Preteckt interface, project discussions, coordination with Preteckt, Trapeze, Sierra, and other vendors as necessary, travel and expenses.

**Intelligent Transportation Systems (ITS) and CAD/AVL System – Change Order #1** to be issued to nMomentum Corp. for a total of **\$1,514,000.00** and for a total not to exceed Contract Amount of \$2,514,000.00.

Following are upcoming tasks included in Change Order #1: PIDS at transit centers, main street trolley line, EPT Towers; Supervisor service vehicles; systems acceptance; CDRLs; project close out; training etc. + APC certifications. Madison and River Front Trolley (Phase 3 – 12 PIDS on Madison, 7 on Riverfront, VLU, interior destination signs, APCs, validators, cameras, Sierra equipment). BRT Phase 4 – 50 PIDS, 46 TVMs, 9 or 10 vehicles for CAD/AVL/PWS, 31 EPT. + PIDS, CAD/AVL/PIDS on vehicles and 29? shelters). Procurement and implementation for customer service kiosks.

MATA Staff recommend that the above Change Orders be issued to nMomentum Corp. for a total of \$2,734,000 and for a total not to exceed contract amount of \$7,947,109.20.

Please let me know if you have any questions.

MEMPHIS AREA TRANSIT AUTHORITY

PASSED  
02/21/23 4:29 pm

BOARD OF COMMISSIONERS

RESOLUTION NO. 23-21

**RESOLUTION TO AWARD A CONTRACT TO ZELLNER FOR TRACK SLAB PAVEMENT REPAIR FOR NORTH MAIN STREET**

**WHEREAS**, The Memphis Area Transit Authority (MATA) is a public agency responsible for providing public transportation services within the City of Memphis and surrounding communities; and

**WHEREAS**, Bids were solicited from vendors in accordance with MATA’s Procurement Policies including formal advertisement; and

**WHEREAS**, One responsive bid was received and evaluated by MATA’s staff; and

**WHEREAS**, MATA’s staff recommends that a contract be awarded to Zellner Construction Company Inc., who submitted a responsive and responsible bid, in an amount of \$927,694.01; and

**WHEREAS**, MATA has Federal, State and Local capital funds for this project.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That a contract be awarded to Zellner Construction Company Inc., for the Track Slab Pavement Repair for North Main Street in the amount of \$927,694.01 and a time of completion of 120 days from Notice to Proceed.

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

\*\*\*\*\*

I certify that I have reviewed the following resolution.

\_\_\_\_\_  
Gary Rosenfeld  
Chief Executive Officer

Resolution 23-21	Aye	Nay	Abstain	Absent
Blair	X			
Burnett	X			
Fulton				X
Holder	X			
Lipinski	X			
Mack	X			
McKissack	X			
Stephens	X			
Williams				X

**MEMO 23-21**

**PASSED**  
**02/21/23 4:29 pm**

**TO: MATA Board of Commissioners**

**FROM: Gary Rosenfeld, Chief Executive Officer**

**SUBJECT: Track Slab Pavement Repair for North Main Street**

**DATE: February 21, 2023**

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This procurement was formally advertised, published on MATA's website, and an Invitation for Bids was sent to seven vendors.

The goal for participation by Disadvantaged Business Enterprise (DBE) was set at 28%.

One responsive bid was received as follows:

ZELLNER CONSTRUCTION CO.	\$996,694.01
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Zellner Construction Company, Inc. submitted a responsive responsible bid in the amount of \$996,694.01. MATA staff negotiated with Zellner Construction concerning pricing and supply delivery. It is determined that the shipping and receiving of material needed could not meet the project timeline. MATA staff agreed to waive the liquidated damages with a \$69,000 reduction in cost for the project. The new proposal cost comes in at \$927,694.01.

The subcontractors for this project is Mallard Construction LLC and River City Railroad. Mallard Construction LLC and River City Railroad are both a 100% DBE company. MATA has worked with Zellner Construction Company on several projects and their work has always determined acceptable. They have indicated that they can meet the period of performance of 120 days after Notice to Proceed.

MATA's Staff recommends that a contract be awarded to Zellner Construction Company, Inc. for the Track Slab Pavement Repair for North Main Street in an amount of \$927,694.01.

**MEMPHIS AREA TRANSIT AUTHORITY**

**APPROVED**  
**02/21/2023 4:35 PM**

**BOARD OF COMMISSIONERS**

**RESOLUTION NO. 23-22**

**RESOLUTION FOR THE PURCHASE OF THREE ELECTRIC BUSES**  
**OFF THE WASHINGTON STATE CONTRACT**

**WHEREAS,** The Memphis Area Transit Authority (MATA) is a public agency responsible for providing public transportation services within the City of Memphis and surrounding communities; and

**WHEREAS,** MATA purchased three (3) GILLIG Electric Buses for environmentally friendly WITH ZERO EMISSION FROM A CARBON STANDPOINT TO BE USED FOR the upcoming BRT project by Resolution 22-04, dated February 24, 2022; and

**WHEREAS,** MATA had additional items that had to be included in the production of the three (3) new GILLIG Electric Buses off the Washington State contract; and

**WHEREAS,** MATA has TDEC funds available for this procurement; and

**WHEREAS,** MATA staff recommends the approval of Change Order #2 to the Gillig contract for a total not to exceed \$285,051; and

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That Change Order #2 be approved with a not to exceed amount of \$285,051.

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

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

\* \* \* \* \*

I certify that I have reviewed the following resolution.

\_\_\_\_\_  
Gary Rosenfeld  
Chief Executive Officer

<b>Resolution 23-22</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>
Blair	X			
Burnett	X			
Fulton				X
Holder	X			
Lipinski	X			
Mack	X			
McKissack	X			
Stephens	X			
Williams				X

**MEMPHIS AREA TRANSIT AUTHORITY**

**PASSED**  
**02/21/23 4:37 pm**

**BOARD OF COMMISSIONERS**

**RESOLUTION NO. 23-23**

**RESOLUTION AUTHORIZING THE DISPOSAL OF SURPLUS/OBSOLETE VEHICLES**

**WHEREAS**, The Memphis Area Transit Authority (MATA) has surplus/obsolete vehicles that are no longer useful to the Authority; and

**WHEREAS**, MATA has listed in Exhibit A vehicle that are considered surplus/obsolete; and

**WHEREAS**, It is in the best interest of MATA to dispose of the surplus/obsolete vehicles shown in Exhibit A; and

**WHEREAS**, Said surplus/obsolete vehicles shall be disposed by vendor credit, written bids, electronic bids, trade-in, FTA transfer, negotiated sale price or by public auction; and

**WHEREAS**, If MATA is unsuccessful in disposing of said items in the manner stated above, then they may be donated to a non-profit organization, a local government entity or agency, or disposed; and

**WHEREAS**, Staff recommends that personnel employed by Mid-South Transportation Management, Inc. or RATP Dev USA, Inc. not be permitted to bid on any of the items sold by MATA.

**NOW, THEREFORE**, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS is hereby authorized to dispose of the surplus/obsolete vehicles by vendor credit, written bids, electronic bids, trade-in, FTA transfer, negotiated sale price or by public auction.

**BE IT FURTHER RESOLVED** That personnel employed by Mid-South Transportation Management, Inc. or RATP Dev USA, Inc. is not permitted to bid on any of the items sold by MATA.

**BE IT FURTHER RESOLVED** That if the aforementioned methods of disposing of the surplus/obsolete vehicles are unsuccessful, they may be donated to a non-profit organization, a local government entity or agency, or disposed.

\* \* \* \* \*

**EXHIBIT A**  
**VEHICLE TO BE DISPOSED**

**PASSED**  
**02/21/23 4:37 pm**

Bus 425 - 2010 GILLIG 40' VIN# 15GGD2719A1177552 Mileage 673,332

<b>Resolution 23-23</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>
Blair	<b>X</b>			
Burnett	<b>X</b>			
Fulton				<b>X</b>
Holder	<b>X</b>			
Lipinski	<b>X</b>			
Mack	<b>X</b>			
McKissack	<b>X</b>			
Stephens	<b>X</b>			
Williams				<b>X</b>

I certify that I have reviewed the following resolution

\_\_\_\_\_  
Gary Rosenfeld  
Chief Executive Officer