

MINUTES OF BOARD MEETING
MEMPHIS AREA TRANSIT AUTHORITY
December 8, 2014

CALL TO ORDER: A regular meeting of the MATA Board of Commissioners was called to order by Chairman Sean Healy at 3:30 p.m. on Monday December 8, 2014 1370 Levee Road Board Room.

BOARD ROLL CALL:

Present: Chairman Sean Healy
Commissioners: Charles Pickard; Lauren Taylor; Shelia Williams; John Vergos; Martin Lipinski

Absent: Vice Chairman, Andre Gibson; Kristen Bland; Roquita Coleman

Quorum: Yes

Staff: Lawson Albritton; Ashley Best; Alison Burton; Patti Champion; Darryl Covington; Linda Eskridge; Lavelle Fitch; Don Forsee; Tom Fox; Ron Garrison; John Lancaster; Shelia Maclin; Maury Miles; Gilbert Noble; Alvin Pearson;

Guests: **MCIL/STAC Attendees:** None
Memphis Bus Riders Union: Bennett Foster; Ray McClanahan; Betty Robinson; James Robinson

Others: Alex Akah, II; Betty Anderson, Travel Trainer; Gene Burse, Livable Memphis; Lyndia Crawford, City of Memphis Law Division; Bob Edwards, First Transit; John Haas; On Track Group of TN; Aury Kanglos, TDOT; Johnnie Mosley, Citizens for Better Services; Nicholas Oyler, MPO; James Stokes; Henry Wilson, Retiree

Linda Eskridge, Executive Assistant/Board Secretary welcomed all guest and thanked them for attending the last Board of Commissioners Meeting for year 2014. She wished everyone a happy Holiday Season.

APPROVAL OF MINUTES: Mr. Vergos moved for approval of the October 22, 2014 Board Minutes. Ms. Taylor seconded the motion and minutes were unanimously approved.

Chairman Healy stated that the meeting agenda format had been altered and due to time constraint, the audience copy did not reflect the change.

GENERAL MANAGER'S REPORT

Mr. Ron Garrison

Each Board Member received a copy of the Central Station Handbook that was put together by the Train and Trolley Museum and it contains some very historic data as well.

Employee Recognition

Mr. Garrison took this opportunity to recognize Ms. Patti Champion one of MATA's great employees. Ms. Patti Champion, MATA's payroll manager, was named, out of all the employees in the State of Tennessee, as the Tennessee Public Transportation Association Urban Support Employee of the Year. Mr. Garrison gave some great accolades to Ms. Champion, which included some of reasons she was nominated for this honor. Ms. Champion thanked all of those people that were instrumental in recommending her for this award.

MATA's Seven Guiding Principles

A Power Point Presentation was shown by Mr. Garrison on the seven guiding principles that were discussed in the Board Retreat and how we can work to make these our main focus. Several meeting have taken place to discuss how these principles can best be used to improve MATA.

MATA's Culture: MATA's aim is to improve operational excellence and a positive environment for both customers and employees. Mr. Garrison will solicit the assistance of consultants to help us through this change process. There have been some very positive changes and progress made in-house already. One main focus is the importance of the buses leaving on time. With the monitoring that have taken place with Mr. Garrison and other staff, we have seen the percentage of pull outs go from 75% pulling out late to about 4% pulling out late. So we have made some good progress in that area of reaching excellence in this area. A new scheduling committee has been formed to work with the Scheduling department to get our buses back on time.

- 1) **Staffing:** We have recently posted four trolley positions nationally through Passenger Transport, as well as online. A new committee has been formed with our operations and maintenance staff. Our main focus is having the right people in the right places.

2) FMLA: There have been a lot of absenteeism due to FMLA and staff is working with HR to help make some changes to how we administer FMLA.

3) Organizational Development: This will be a vital part of the staff retreat that will be held around the middle of December, which will geared towards the driving down the reaching excellence together through staff. A lot of progress has been made in the maintenance area already as a complete assessment has been done by First Transit. SWOT analyses were done to determine what areas to target first. A representative is coming in from GenFare to review the fare box system to determine if we are losing money in that area. There are both capital and operational funding issues in the maintenance area. We have approximately 50 buses that need replacing, but only have the money for three replacements. There are also problems with the age of our fleet and the number of miles on our buses, which is why it is important to make the extra investment in our maintenance program.

4) IT/ITS: A national expert has been hired and we are expecting a report this week from him. We have coordinated with the City of Memphis IT Division on some server issues. Through this process we will improve our data integrity and be able to provide better information to the Board as well as our customers. We are looking at assessing the IT staff, as well as setting new standards.

5) Mataplus: A first phase operational assessment was done in MATAplus under Dr. Fox's tenure as interim general manager, with experts from First Transit. Mr. Garrison introduced Mr. Bob Edwards, Director of Business Development with First Transit who was present at today's meeting. A second comprehensive analysis of Paratransit was completed in November, 2014. MATA will be bringing people in to do a complete focus on the organizational structure, training, as well as how we do our scheduling. We will review the eligibility process, which could provide more resources for our customer, as well as save money. A meeting will take place with all of our customers and focus groups to make them aware of what we are doing in MATAplus regarding changes that are expected in the coming months.

6) Facilities: A request for funding has been made to do an alternative analysis. The previous focus was on moving this facility at a cost of \$60MM; however, we are going to work with the city engineers and others to see if we can get funding to do analysis to remain here and update and stabilize the facility where it is for the next 30 to 40 years, which might be more cost effective. We did a presentation to the Shelby County Delegation asking for money for the alternative analysis and informing them on where we are with the facility. We are in the process of completing a SWOT assessment of all MATA facilities including the facilities across the street as well as the facility that housed the credit union.

MATA is working with the Turley group on the Central Station development. Hopefully we will have something for the Board to review this spring.

7) Trolley: We have made some progress, and consultants have been on site since July. We have had regular media updates, and will do safety certifications on all vehicles that we plan to put back in service. We have met and talked about alternative to supplement the trolley service and should be bringing a proposal to the Board after the 1st of the year. The good news is we should have an actual plan to share with the Board, the media and our partners around mid- January at the latest. We want to safely restore the service as soon as possible; however, it will be incremental. The expert from Canada is here and has been unbelievable in helping to get the standards set to restore the service.

Other updates:

- Mr. Garrison and other staff will meet early with Collins and Little regarding MATA budget, rather than waiting for April or May.
- Staff, as well as Consultants, has been assigned the task of determining the return on investments in the short, mid and long-term investment.
- Meetings scheduled with FTA officials and congressional staff to move forward with where we are, what we need, and what some of the issues are.
- Staff will meet in Nashville with state representative at the TPTA Day on the Hill to present some of MATA's issues.
- MATA's staff retreat is scheduled for December 16, 2014 @ Airways Transit Center.

Dr. Fox talked about a Workforce Development Program. FTA issued a notice of funding opportunity a few months ago and Dr. Lipinski has been talking with MATA about teaming with University of Memphis with a proposal that would help identify and remove barriers to employment and advancement at MATA. This program is specifically designed for people working at MATA. The University of Memphis will take the lead and develop the scope of work, and MATA will be a supporting partner. The grant amount will be in the range of \$200,000 to \$1MM per grant, it requires 50% match, which hopefully the University of Memphis will provide. Mr. Lipinski gave a brief explanation on this as well.

ACTION ITEMS:

A. FINANCE COMMITTEE

1. Resolution to Approve a Modification to Task Order #7 with Smith Seckman Reid, Inc. (SSR) for Provision of Technical Assistance Related to Trolley Vehicles – Res. No. 14-54

Discussion: Dr. Fox, Deputy General Manager, presented this resolution to the MATA Board. This is a modification on the task order approved by the MATA Board on July 28, 2014 for technical support related to the trolley system. It was determined by FTA and TDOT there was a need for additional specialized expertise from a national consultant, and Parsons Brinckerhoff had the necessary specialized expertise as well as experience working on MATA's trolley system in conjunction with SSR. Two additional phases of work were added to the original task order to include: Phase 1) On-Site Trolley Review and 2) Trolley Rehabilitation Project for a total of \$248,863. When added to the original task order amount of \$78,416, the new total is \$327,279. Approval of this modification will exceed the maximum amount of the on-call contract, and staff recommends increasing the maximum from \$750,000 to \$1,000,000 to allow for additional task orders to be issued over the remainder of the contract at MATA's discretion. It is anticipated there will be one more phase that will involve the SSR consultant team. This will be paid for with capital funds. Staff recommends approval. *Mr. Vergos moved that the resolution be put on the floor for approval. Mr. Lipinski seconded the motion.* **Resolution No. 14-54 was unanimously approved by the MATA Board**

2. Resolution to Approve a Contract Change Order to DRM for Additional Services Associated with the Central Station Redevelopment Phase 2 Project - Res. No. 14-55

Comments: Dr. Fox, Deputy General Manager, presented this resolution to the MATA Board. This resolution was related to Central Station Redevelopment Phase 2. MATA is working with Dinkelspiel Rasmussen and Mink (DRM) on legal advice to assist with negotiating the agreements with the proposed developer at a cost of \$44,000. Staff determined that there is also a need for specialized expertise in evaluating the economics of the development team's proposal. DRM recommended CBRE, a commercial real estate management firm, be added as sub-consultant to the DRM team at a cost of \$10,000. The value of the contract with the addition of CBRE is \$54,000, which does require Board approval. *Mr. Vergos moved that the resolution be put on the floor for discussion. Mr. Lipinski seconded the motion.* **Resolution No. 14-55 was unanimously approved by the MATA Board**

3. Resolution to Approve a Contract with William C. Ellis Company for Fabrication and Repair of Vintage Trolley Parts – Res. No. 14-56

Comments: Mr. Alvin Pearson, Asst. General Manager, presented this resolution to the MATA Board. There is an increased need for repairing and fabricating trolley parts in the next 12 months. MATA proposes to enter into a sole source contract with William C. Ellis Company to provide the services to MATA, but not limited to the tasks listed on the attachment to the resolution. The need for their services is justifiable for a 12-month period, due to the amount of work that will be required to get trolleys repaired and back in service. William C. Ellis has demonstrated expertise in repairing and fabricating various trolley parts at a reasonable cost and timeframe. Staff has negotiated the hourly rate for a machinist @ \$70.00 per hour and a helper at \$40.00 per hour for typical tasks, which are considered reasonable. Staff is asking Board's approval for William C. Ellis Company for the provision of various trolley part repairs and related services for a period of 12-months at a cost of \$700,000. Staff will issue a RFP to secure a company to provide these services on a long-term basis and will bring a recommendation to the MATA Board before the completion of the interim contract with William C. Ellis. *Mr. Vergos moved that the resolution be put on the floor for discussion. Ms. Taylor seconded the motion.*

Chairman Healy asked about the impact this would have if staff goes out for bid. It was stated that it would be more costly and would require more time. **Resolution No. 14-56 was unanimously approved.**

4. Resolution to Award a Contract to Paulsen Printing Company for a Five-Year Service Contract for Printed Schedules – Res. No. 14-57

Comments: Ms. Ashley Best, Contract Administrator, presented this resolution to the Board. This solicitation was advertised and posted to our website. We solicited to 33 vendors and received five offers. We recommend that a five year contract be awarded to Paulsen Printing Co. at a cost of \$604,070. *Mr. Vergos moved that the resolution be put on the floor for discussion. Mr. Pickard seconded the motion.* Mr. Vergos asked do we need to lock in for five-years.

Ms. Best stated that it was suggested that we do it for a longer period of time to prevent having to come back to the Board because this is something that we are using on a daily basis. Mr. Garrison stated there may be opportunity to save money and do things differently, as we do have an out-clause for this contract. **Resolution No. 14-57 was unanimously approved by the Board of Commissioners.**

B. SERVICE AND DEVELOPMENT

1. Resolution to Adopt Title VI Program Update – Res. No. 14-58

Comments: Mr. John Lancaster, Manager of Planning, presented this resolution to the Board.

A copy of the draft Title VI Program Update and Service Monitoring Report was sent to the MATA Board, community advocacy groups, and posted on the MATA web site for public review. One comment was received from Ms. Betty Anderson asking that we add the Memphis Advisory Council for Citizens with Disabilities to the list of Community-Based Organizations in the Public Participation Program. A short PowerPoint presentation was shown that gave an overview of what was included in the report by Mr. Lancaster. Mr. Lancaster noted that each Title VI requirement had been fulfilled and that the report served as a check list with the supporting documentation included in the Appendix. Mr. Lancaster thanked the Memphis MPO for their assistance with the transit on-board survey as well as additional technical assistance they provided for some of the analysis. Mr. Lancaster went over some highlights of the report such as what is required to publicize the Title VI notices. He stated that the Service Monitoring Report must be evaluated every three years and that it reviews all fixed routes based on the standards adopted by the MATA Board of Commissioners at the October Board Meeting. Mr. Lancaster explained that with Board's adoption today, the updated Title VI Program would be finalized for the current three-year reporting period and pending any other comments from the Board or FTA, the current program would be complete. In summarizing the Service Monitoring Report, Mr. Lancaster explained that there were six standards that were adopted by the Board and they were used to evaluate the existing fixed route bus and trolley service. Mr. Lancaster reported that all the routes met the vehicle loading standard, and that MATA did not have a capacity issue. There appear to be a few routes that may be crowded at a particular time of day or on a particular trip; however, when you review the survey data of those routes over a specific reporting time (peak or off-peak periods), there are no capacity issues and all routes met that adopted standards. Ms. Shelia Williams asked where we received the data from on the capacity. Mr. Lancaster stated that it was compiled through our on-board survey reports and our automated passenger counters. Overall, the review indicated that the trolley routes met the standards, but a few bus routes did not meet all of the standards. On time performance standards have not been met for either bus or trolley modes. Mr. Lancaster reported that FTA has been provided a copy of the draft version for review and that after the Board's pending adoption, they would be provided a

final version. *Mr. Vergos moved that the resolution be put on the floor for discussion. Mr. Pickard seconded the motion.* Chairman Healy called for questions from the Board. Chairman Healy commented that this is some impressive work that took an enormous amount of time. He stated that he is assuming it will be incorporated into the SWOT analysis that the team is doing. **Resolution No. 14-58 was unanimously approved by the Board.**

2. Resolution to Approve the Sale, Lease or Use of Two Buildings and Property on Watkins Street – Res. No. 14-59

Comment: Mr. Garrison, President/General Manager, presented this resolution to the MATA Board. The two referenced facilities are: 1) The old credit union; and 2) the original trolley barn where some trolley renovation was done. The facilities are in disrepair and staff is recommending the authority to sell or lease these properties.

Ms. Taylor moved that the resolution be put on the floor for discussion. Mr. Vergos seconded the motion. Chairman Healy called for questions from the Board. Mr. Pickard asked what happened to rotted out trolleys. Mr. Garrison stated in speaking with people in this type business, they will either be sold or put out, however there could be some pieces inside that might be of value. Mr. Pickard stated that Memphis Heritage might be interested in some of the pieces because they sell old building and historic stuff. Mr. Garrison asked Mr. Pickard to send us some contact information. **Resolution No. 14-59 was unanimously approved by the Board.**

3. Resolution to Approve FY15 Section 5307 Capital Projects and State Operating Assistance – Res. No. 14-60

Comments: Mr. Maury Miles, Senior Manager of Grants and Procurement, presented all of the grant resolutions to the Board to include Res. Nos. 14-60 thru 14-63. This resolution is for Section 5307 Formula Funds. MATA anticipates that we will have seven different capital projects on this list, and we also list our State operating assistance as an eighth project. MATA receives a large amount of money from the Feds every year based on the statistics that we report. The projects are similar to the ones listed over the last several years. *Mr. Vergos moved that the resolution be put on the floor for discussion. Mr. Pickard seconded.* Chairman Healy called for questions from the Board. There were no questions. **Resolution No. 14-60 was unanimously approved by the Board.**

4. Resolution to Approve FY15 Section 5337 State of Good Repair Capital Projects – Res. No. 14-61

Comments: The grant for Section 5337 funds is only available for the rail system. MATA has two projects. One is for preventive maintenance, which covers a lot of the maintenance cost associated with the rail system. If any funds are left over, we have a line item for rail facility improvements, which can be used on for improvements to the infrastructure. *Ms. Taylor moved that the resolution be put on the floor for discussion. Mr. Pickard seconded.* Chairman Healy called for any questions from the Board. There were no questions. **Resolution No. 14-61 was unanimously approved by the Board.**

5. Resolution to Approve FY15 Section 5339 Bus and Bus Facilities Capital Projects –Res. No. 14-62

Comments: The grant for Section 5339 funds is only available for Bus and Bus Facilities projects. Two projects are planned including purchasing three fixed route diesel buses, and the rest of the money will be put in a line item for bus facilities improvements, which would help fund any repairs to MATA's bus facilities. *Mr. Vergos moved that Resolution No. 14-62 be put on the floor for discussion. Mr. Lipinski seconded.* There were no questions. **Resolution No. 14-62 was unanimously approved by the Board.**

6. Resolution to Approve FY15 Section 5310 Enhanced Mobility of Senior and Individuals with Disabilities Program Funds – Res. No. 14-63

Comments: The grant for Section 5310 funds is similar to the previous Section 5317 New Freedom program. When MAP21 was passed by Congress, they eliminated the 5317 program, and it was replaced with the 5310 program. There had to be an agreement for the urbanized areas as to who would be the recipient of these funds. The MPO adopted a resolution recommending that MATA be the designated recipient (DR) of Section 5310 funds for the Tennessee portion of the Memphis Urbanized Area while the Mississippi Department of Transportation would be the DR for the Mississippi portion. The West Memphis MPO adopted a resolution recommending that the Arkansas State Highway and Transportation Department be the DR for the Arkansas portion. All the governors of the three states have concurred in this designation. Since there are now three DRs for the funds, they have to agree on the split of the funds. MATA has proposed a split based upon the 2010 population of each state's portion in the Memphis Urbanized Area. Arkansas has agreed to MATA's proposed split, and MATA is waiting for Mississippi's response. MATA has budgeted that these funds be programmed into two categories - Capital and Operating. According to what we have seen in the regulations, 55% of the funds should be used for operating projects and the remaining funds can be used for capital projects and administration costs. MATA will be requesting proposals from various parties that are interested in using these funds for some particular projects, but they will have to indicate how they will come up with the local funds. The State of Tennessee has indicated they will provide 25% on operating projects and 10% on a capital project. FTA will provide 50% on operating project and 80% on a capital project. MATA will come back to the Board for approval if any projects are recommended for award.

Mr. Pickard stated that if a taxi company is interested in purchasing wheelchair-accessible vehicles and makes a proposal to MATA, he suggested we look very closely at them as there have been some complaints from the community that they are not having the vehicles available at all times. Also, Mr. Pickard mentioned his displeasure with the untrue statement in an article about MATA. Mr. Miles stated that MATA would monitor this situation. *Mr. Vergos moved that the resolution be put on the floor for discussion. Mr. Lipinski seconded the motion.* Mr. Vergos asked why MATA would be involved in curb cuts. Mr. Miles stated that these funds are available for transit stops only. The purpose is to help persons with disabilities have easier access to transit stops. According to FTA, in order for a project like this to be eligible, it must be along transit lines. Mr. Miles stated that the amount shown is for FY 2013, 2014 and 2015 funds which is a compilation of three years and is not the amount that we receive every year. He stated that FY2013 funds will lapse September 30, 2015. If MATA receives Board approval, MATA will request to have the Transportation Improvement Program amended to include these projects. MATA will go through the process of requesting proposals, if necessary, and come back to the Board for approval of the selected projects, then submit a grant application. Chairman Healy asked why MATA hasn't previously applied for the FY 2013 and 2014 funds. Mr. Miles stated that those funds are still available because the designated recipients had not been established until this year. After no further discussion, **Resolution No. 14-63 was unanimously approved.**

7. Resolution to Approve Disposal of Surplus Vehicles and Miscellaneous Trolley Panels and components – Res. No. 14-64

Comments: Mr. Miles, Senior Manager of Grants and Procurement, presented this resolution to the Board. These vehicles are housed in and around the Trolley Restoration Building across the street. MATA currently has three Chance Trolley Buses, a 1991 model and two 1992 models. They have been in the contingency fleet for years, and Staff is recommending that MATA sell those vehicles.

MATA has been contacted by other systems that are interested in purchasing the buses for spare parts. The other six vehicles listed are the trolleys housed in and around the restoration building across the street. Staff is recommending that the Board approve disposing of these vehicles. *Mr. Vergos moved that the resolution be put on the floor for discussion. Mr. Lipinski seconded the motion.* After no further discussion, **Resolution No. 14-64 was unanimously approved.**

8. Resolution to Revise Contingency Fleet - Res. No. 14-65

Comments: Mr. Miles, Senior Manager of Grants and Procurement, presented this resolution to the Board. He stated that the Contingency Fleet has to be revised since the three trolley buses (in Resolution No. 14-64) are being disposed. He also stated that the Novabuses were originally on the list for disposal; however, MATA is requesting to keep the three Novabuses shown on the attachment in the Contingency Fleet. *Mr. Vergos moved that the resolution be put on the floor for discussion. Mr. Lipinski seconded the motion.* After no further discussion, **Resolution No. 14-65 was unanimously approved.**

FINANCIAL REPORT

October, 2014

Gil Noble

Overall, revenues and expenses were on budget. There is nothing noteworthy through the first four months of the fiscal year. At this point we are in the process of closing for the month of November, and it appears our expenses will be \$100,000 or \$200,000 below budget for the month of November. Revenues fluctuate with the timing of when our grants are received. It appears that we are on track as far as the budget is concerned for the month of November. There may be some changes ahead, based on what the general manager decides to do in the later part of the year, but we are in a manageable position. Chairman Healy commented on the August and September passenger fare increase and if staff have a feel of what's driving that increase. Mr. Garrison stated that the only thing he can see is the change when we cut the service, at a certain point it starts to level out. Mr. Vergos stated that the passenger fare increase could also be related to the fact that people are realizing and becoming more familiar with the routes and starting to realize that the changes in the routes, especially in the #42, will make up a significant part of the north-south traffic and it is functioning. Mr. Garrison agreed.

Mr. Garrison also stated that he wants to bring back to the Board the whole budget issue discussed in the Board Retreat regarding the capitalization of our maintenance, and where we are on our grants, particularly the grants we are using to get our trolleys back in service. Mr. Garrison stated that he and other staff will be meeting early with city staff, Finance Director, Brian Collins and CAO, George Little regarding MATA's budget, and hopes to have more information about this at the February Board Meeting. Chairman Healy stated that he appreciates staff starting communication with the City team early versus later.

SPEAKERS: None

OLD/NEW BUSINESS:

Chairman Healy called for any Old/New Business from the Board. Mr. Vergos stated that his focus on the Board continues to be how quickly we can implement our mid/long range transit plan. He stated he would still like to come up with a figure of what that cost will be and how long it will take to implement it using the same number of buses and the same route miles. He still feels that by doing it on a route by route basis it would not impact the public, but does feel that you could impact the public if it is done all at once, with no time to educate the public. Mr. Vergos stated that he would continue to mention this at future Board Meetings.

Board Secretary, Linda Eskridge stated that the next Board Meeting is slated for January 26, 2015 at 3:30 p.m. at 1370 Levee Road. If there are changes, it will be posted on our MATA website, at Hudson Transit Center, at City Hall, as well as emails will be sent out to that effect. Mr. Garrison stated that in the future we would be looking at other venues, as well as other times and dates to hold our Board of Commissioners Meetings. Mr. Garrison commented on Mr. Vergos comments regarding the route structure. He stated that we have talked about moving that forward to a different level, and costing it out. This is high on our list of seven priorities. In competing for city funds, and possible school board funds for transporting students, it would be incumbent on us to have new routes, as most of them were designed with high schools and middle schools in mind.

Chairman Healy stated that we had a full agenda today, and we thank the guest and staff for attending. He called for a motion to adjourn. Mr. Vergos moved that the meeting be adjourned and Mr. Pickard seconded the motion, and the meeting was adjourned.

Mr. Sean Healy
Chairman of the Board

**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 15-01

**RESOLUTION TO APPROVE A MODIFICATION TO TASK ORDER #7 WITH SMITH
SECKMAN REID, INC. (SSR) FOR PROVISION OF TECHNICAL ASSISTANCE
RELATED TO TROLLEY VEHICLES**

WHEREAS, MATA has an on-call contract with SSR for engineering and related services; and

WHEREAS, the MATA Board of Commissioners awarded Task Order #7 to SSR on July 28, 2014 for professional services related to inspection and repair of trolley vehicles and preparation of associated documentation, including Streetcar & Trolley Services as a subconsultant; and

WHEREAS, On December 7, 2014 the Board approved a modification to the Task Order for services through “Phase 2”, adding Parsons Brinckerhoff as a subconsultant; and

WHEREAS, The Memphis Area Transit Authority (MATA) has a need for additional professional services under this Task Order; and

WHEREAS, Staff requested a proposal for additional services from SSR to include assistance for “Phase 3”; and

WHEREAS, SSR provided a proposal that included a continuation of their services and services from Parsons Brinckerhoff and Streetcar & Trolley Services at a cost of \$902,003; and

WHEREAS, Staff will continue to negotiate the scope of services to reduce the cost, in consultation with our federal and state partners; and

WHEREAS, Funds are available in a capital grant; and

WHEREAS, Approval of this modification will exceed the maximum amount of the contract, and Staff recommends increasing the maximum from \$1,000,000 to \$2,000,000 to allow for additional task orders to be issued over the remainder of the contract at MATA’s discretion.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS, That a modification to SSR Task Order #7 be approved for “Phase 3” in an amount of \$902,003, for a new total of \$1,229,282.

BE IT FURTHER RESOLVED That the maximum amount of the on-call contract be increased to \$2,000,000.

BE IT FURTHER RESOLVED That the President/General Manager or Contracting Officer be authorized to execute the necessary documents.

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MEMO

TO: MATA Board of Commissioners

FROM: Ron Garrison, President/General Manager

SUBJECT: Modification to Task Order #7 with SSR for Trolley Technical Assistance – Phase 3

DATE: January 22, 2015

The MATA Board of Commissioners previously approved a task order and one modification to the task order under the on-call contract with Smith Seckman Reid (SSR) for technical support related to the trolley system. The approved work includes expanding and updating various maintenance manuals and standard practices, development of a Safety Certification Plan and Rehabilitation Plan, and technical support related to repairs and training. SSR's subconsultants are Parsons Brinckerhoff (PB), and Streetcar & Trolley Services, Inc. (Gord McOuat). The total amount approved in the original task order and first modification is \$327,279.

The proposed modification, referred to as Phase 3, will provide assistance to MATA in implementing the plans and procedures, conducting drills and tests, and training staff over a period of about seven months. The cost of Phase 3, which includes involvement of SSR, PB and Gord McOuat, is \$902,003. With the addition of Phase 3, the total task order will be \$1,229,282. Staff will continue to negotiate the scope and services in order to reduce the cost, in consultation with our federal and state partners.

Also, this change will exceed total amount authorized for all task orders in the On-call contract with SSR. Staff is requesting the total amount be increased from \$1,000,000 to \$2,000,000.

Staff recommends approval of this Task Order.

**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 15-02

**RESOLUTION TO AWARD CONTRACT 2-3 FOR THE CONSTRUCTION
OF THE MAIN STREET TO MAIN STREET MULTIMODAL CONNECTOR PROJECT**

WHEREAS, The Memphis Area Transit Authority (MATA) operates a transit system in the Memphis area; and

WHEREAS, MATA is partnering with the City of Memphis to implement a portion of the Main Street to Main Street Multimodal Connector Project referred to as Contract 2-3; and

WHEREAS, MATA has executed a Memorandum of Understanding with the City of Memphis to administer Contract 2-3; and

WHEREAS, Bids for construction of the improvements included in Contract 2-3 were solicited according to MATA's Procurement Policies including formal advertisement; and

WHEREAS, MATA's staff and the City of Memphis' Technical Program Manager have reviewed the three bids received and recommends that a contract be awarded to Zellner Construction Services, LLC, who submitted the lowest responsive bid for Contract 2-3, in an amount of \$2,149,777.19; and

WHEREAS, MATA has capital funds available for this project in two grants.

NOW THEREFORE, BE IT RESOLVED BY THE MATA BOARD OF COMMISSIONERS, That a contract is approved to Zellner Construction Services, LLC, for the construction of Contract 2-3, in an amount of \$2,149,777.19.

BE IT FURTHER RESOLVED That President/General Manager, Chairman and Vice-Chairmen are authorized to execute the contract.

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TO: MATA Board of Commissioners

FROM: Ronald L. Garrison President and General Manager

SUBJECT: Main Street to Main Street Multimodal Connector Project

DATE: January 26, 2015

This memo provides a summary of the MATA portion of the Main Street to Main Street Multimodal Connector Project's purpose, funding, and bid results.

The overall Main Street to Main Street Multimodal Connector Project is a public improvement project that includes major infrastructure repairs and improvements along Main Street in downtown Memphis and conversion of the Harahan Bridge into a bike/pedestrian path. The project is funded federally by \$15 million in Transportation Investment Generating Economic Recovery Grant (TIGER VI funds) as well as other grants from state, local, and private sources.

MATA is responsible for administering and management of \$2,200,000 of federal funding made available by the Federal Transit Administration (FTA) and a local match of \$550,000 from the City of Memphis for a total of \$2,750,000.00. MATA and the City of Memphis have entered into a Memorandum of Understanding regarding the coordination of funding and administration of the project. A copy of the Agreement is included with the resolution.

MATA's portion of the work is included in two project segments, Segment 2 and Segment 3, which run south from Exchange Street to G.E. Patterson along Main Street in downtown Memphis. The work will primarily include replacement of lighting along the pedestrian mall, drainage improvements along south Main Street, streetscape improvements, and repair of the deteriorated elastomeric grout along the trolley tracks between Peabody Place and G.E. Patterson. The elastomeric grout replacement will be funded separately by MATA using an existing rail capital grant.

This procurement was formally advertised and procured through a formal Invitation for Bid. Three responsive bids were received as follows:

Barnes and Brower, Inc.	\$3,519,880.23
Precise Contracting, LLC	\$2,359,967.19
Zellner Construction Services, LLC	\$2,149,623.74 *

Engineer's Estimate of Probable Construction Cost \$2,646,750.00

*** The contract documents stipulate that unit prices take precedence over total prices; therefore the Contract cost must be based on the recalculated line totals. The net effect of the rounding errors is a \$153.45 increase over the initial bid amount of \$2,149,623.74 resulting in a contract amount of \$2,149,777.19. Please see the attached bid summary as prepared by the Technical Program Manager for a more detailed explanation.**

Zellner Construction Services, LLC submitted the lowest bid price of \$2,149,623.74 and included 20.2% DBE participation, which exceeds MATA's DBE goal of 12.3% for this project. They have submitted the necessary documentation and references for their company and their subcontractors.

MATA's Staff and representatives from the City of Memphis' Technical Program Manager have determined that Zellner is a responsible company that possesses the required contractor's license and proper license classifications.

MATA Staff and the Project Director for the City of Memphis (see attached letter from Mr. Paul Morris) recommend that a contract be awarded to Zellner Construction Services, LLC for the construction of the Main Street to Main Street Multimodal Connector Project in an amount of \$2,149,777.19.

January 20, 2015

Ron Garrison
President/General Manager
MATA
1370 Levee Road
Memphis, TN 38101



CENTER CITY DEVELOPMENT
CORPORATION

CENTER CITY REVENUE
FINANCE CORPORATION

DOWNTOWN PARKING
AUTHORITY

DESIGN REVIEW
BOARD

Re: Main Street to Main Street Multimodal Connector Project, Contract 2-3 (FTA)
Recommendation of Contract Award
MATA IFB 15-5

Dear Ron:

I'm writing to you in my capacity as the Project Director of the above-referenced project (the "M2M project") on behalf of the City of Memphis. We are very excited about this project, which among many other things is making repairs and upgrades along the Main Street trolley route. The M2M project is funded by about ten different funding sources and is divided among six different construction contracts. Five of the six construction contracts have been let by the City of Memphis, and work on these five contracts is proceeding on schedule and on budget, with total project completion scheduled for mid-2016.

The sixth and final construction contract of the M2M project is funded by a Federal Transit Administration (FTA) grant, locally matched by the Center City Revenue Finance Corporation (CCRFC) and City of Memphis Storm Water funds. Because FTA stipulated that its grant funds flow through MATA, the City of Memphis asked MATA, and MATA agreed, to administer the sixth contract, Contract 2-3 (FTA). This agreement between the City and MATA is reflected in an MOU effective October 9, 2013.

MATA opened bids for Contract 2-3 (FTA) on January 9. Allen & Hoshall, the City's Technical Project Manager, reviewed these bids on our behalf and prepared a Recommendation of Award, which is attached. I've reviewed Allen & Hoshall's Recommendation of Award, and, on behalf of the City of Memphis, I concur in Allen & Hoshall's recommendation and respectfully make this recommendation to you and your board.

We are very pleased that the low bid received is well below our budget and the engineer's estimate. Based upon this low bid, we are confident that we will be able to complete this work under budget. As with the other five contracts of the M2M project, our goal and expectation is to complete the work on time and under budget.

I anticipate attending your board meeting on January 26, but, of course, if you have any questions in the meantime, please don't hesitate to contact me. I look forward to working with you and your staff on this and many other projects going forward.

Sincerely,

A handwritten signature in blue ink that reads "Paul Morris".

Paul Morris
President

The Crump Building
114 North Main Street
Memphis, TN 38103
901.575.0540

DowntownMemphisCommission.com



January 20, 2015

Mr. Paul Morris
Project Director – Main Street to Main Street Multimodal Connector Project
Downtown Memphis Commission
114 North Main Street
Memphis, TN 38103

RE: Recommendation of Award
Contract 2-3 (FTA) - Main Street to Main Street Multimodal Connector Project
MATA IFB 15-05

Dear Paul,

Allen & Hoshall has reviewed the bids received on January 9, 2015 at 2:00 PM for the above referenced project. Three bids were received; a summary of the bids is listed in the following Table 1. A complete tabulation of the bid prices received is attached to this letter.

TABLE 1
SUMMARY OF BIDS RECEIVED

Bidder and Location	Base Bid Amount ⁽¹⁾	Proposed DBE Participation ⁽¹⁾
Barnes and Brower, Inc. Memphis, TN	\$ 3,519,880.23	12.5%
Precise Contracting, LLC Memphis, TN	\$ 2,359,967.19	100%
Zellner Construction Services, LLC Memphis, TN	\$ 2,149,623.74	20.2%
Engineer's Estimate of Probable Construction Cost	\$ 2,646,750.00	----

Notes: (1) Values in this table are as provided by the Bidders in their Proposals; they do not reflect corrections by the TPM nor subsequent information provided after bid opening.

Two of the three bids received were less than the Engineer's Estimate of Probable Construction Cost. The range was 19% to 11 % less than the Estimate. The single bid above the Engineer's Estimate was some 33% higher. The average of the three bids received (\$2,676,490.30) essentially equaled the Engineer's Estimate.

In the course of reviewing the bids received we determined that the bid received from Zellner Construction Services contained mathematical errors. The bids received from Barnes and Brower and from Precise Contracting were error free.

All of the errors in the Zellner Construction Services bid involved rounding. The bid proposal provided unit prices rounded to the nearest \$0.01; the line totals provided for the various items were based on non-rounded unit prices. When the TPM recalculates the line totals based on the rounded unit prices we get slightly different line totals; some with a positive variance and some with a negative variance. Per the

requirements of the contract documents unit prices take precedence over total prices therefor the Contract must be based on the recalculated line totals. The corrected line totals are reflected in the attached Bid Tabulation. The net effect of the rounding errors is a \$153.45 increase in the total contract amount.

The lowest bidder for the Project is Zellner Construction Services, LLC of Memphis Tennessee. We have reviewed the proposal of Zellner and have determined that the proposed unit prices appear to be balanced and reasonable. Of the total 63 unit price items included in this Project, 16 are considered to be major items of construction. For eight of these 16 major items the low bidder's proposed unit prices are below the Engineer's Estimate for the item; for the remaining 8 major items the proposed prices exceed the Engineer's Estimate. For the 8 unit prices that exceed the Engineer's Estimate, the low bidder's proposed unit price is within 45% of the corresponding Engineer's Estimate for all but one of the items. The proposed unit price for Mobilization is under the 5% limitation stipulated in the Contract Documents.

Our analysis of Zellner Construction Services' bid has determined that it appears to be in order with the Contract Documents. This firm's Tennessee Contractor License Number is 56709. According to the Tennessee Department of Commerce and Insurance web site, this firm's license is active and has an expiration date of January 31, 2016. The classifications listed for the firm on the State web site are: BC; MU; HRA-C; HC-3 and LMC with an "unlimited" monetary limit.

In their proposal Zellner Construction Services commits to a DBE participation of 20.2% which exceeds the Project's minimum DBE utilization of 12.3%. Subsequent to the opening of bids and in accordance with the Contract Documents, Zellner Construction Services provided a list of subcontractors it intends to use to meet the Project's DBE requirements. Included on this list was an additional DBE subcontractor. The subcontracted value of the additional DBE firm brings the total proposed DBE participation on the Project to 28.8%. The specifics of these firms are provided in Table 2. Each of these firms is included on the current published Tennessee Uniform Certification Program listing as a certified DBE.

**TABLE 2
SUMMARY OF DBE PARTICIPATION**

Firm and Location	Proposed Participation Dollars	Proposed Participation Percentage
Access Builders, LLC Memphis, TN ⁽¹⁾	\$ 435,000.00	20.2%
River City Railroad TTC, LLC Memphis, TN ⁽²⁾	\$ 184,210.00	8.6%
Total Proposed DBE Participation	\$ 619,210.00	28.8%

Notes: (1) DBE firm identified in the Proposal.

(2) DBE firm identified subsequent to the opening of bids.

In paperwork submitted after the opening of the bids as per the Contract Documents, Zellner Construction Services identified 6 firms they propose to use as sub-contractors on this Project. The specifics of these sub-contractors and the general contractor as related to the Federal Disbarment List requirements are provided in Table 3.

TABLE 3
SUMMARY OF CONSTRUCTION TEAM

Firm and Location	Proposed Participation	Results of Federal SAM Search
Zellner Construction Services, LLC Memphis, TN	General Contractor	No Records Found
Access Builders, LLC Memphis, TN	Sub-Contractor Electrical	No Records Found
Atlas Coatings, Inc Memphis, TN	Sub-Contractor Caulking	No Records Found
Greenpro Landscapes, LLC Memphis, TN	Sub-Contractor Landscaping	No Records Found
FLC Imports, LLC Fulton, MS	Sub-Contractor Pavers	No Records Found
LaGasse Construction, Inc. Memphis, TN	Sub-Contractor Sidewalk drains	No Records Found
River City Railroad TTC, LLC Memphis, TN	Sub-Contractor Elastomeric insulation	No Records Found
Whittington Paving Co., Inc. Memphis, TN	Sub-Contractor Paving	No Records Found

It is Allen & Hoshall's opinion that the lowest and best bid received for the Project is the one submitted by Zellner Construction Services. If the Contract is awarded, we recommend that the award be to Zellner Construction Services, LLC.

Regards,
Allen & Hoshall, Inc.



Harry Pratt, P.E.
Technical Project Manager
Main Street to Main Street Multimodal Connector Project

Attachment: Summary of Bids – Contract 2-3 (FTA)

SUMMARY OF BID PRICES
Contract 2-3 (FTA) - Main St to Main St Multimodal Connector Project
MATA IFB 15-05

Base Bid

#	Pay Item	Description	Unit	Quantity	Barnes and Brower		Precise Contracting		Zellner Construction		Engineer's Estimate	
					Unit Price	Total Price	Unit Price	Total Price	Unit Price	Total Price	Unit Price	Total Price
SEGMENT 2												
2.01	01800-01	Mobilization	LS	1.00	\$10,000.00	\$ 10,000.00	\$41,085.62	\$ 41,085.62	\$16,891.00	\$ 16,891.00	\$50,000.00	\$ 50,000.00
2.02	04000-02.02	LED Lighting	EA	302.00	\$2,003.42	\$ 605,032.84	\$1,600.20	\$ 483,260.40	\$1,738.00	\$ 524,876.00	\$3,000.00	\$ 906,000.00
2.03	04000-02.04	Construct ADA Rail Crossings on Main St. Mall (Includes crossing two sets of trolley tracks)	EA	22	\$25,111.68	\$ 552,456.96	\$13,947.62	\$ 306,847.70	\$14,121.00	\$ 310,662.00	\$12,500.00	\$ 275,000.00
SUB-TOTALS SEGMENT 2					\$ 1,167,489.80		\$ 831,193.72		\$ 852,429.00		\$ 1,231,000.00	
SEGMENT 3												
3.01	01800-01	Mobilization	LS	1	\$38,213.00	\$ 38,213.00	\$75,566.75	\$ 75,566.75	\$60,254.02	\$ 60,254.02	\$55,000.00	\$ 55,000.00
3.02	01551-5.01	Traffic Control Plan	LS	1	\$44,581.00	\$ 44,581.00	\$22,400.00	\$ 22,400.00	\$4,222.68	\$ 4,222.68	\$10,000.00	\$ 10,000.00
3.03	01551-5.02	Traffic Control Devices For Construction Work Zones	LS	1	\$50,964.00	\$ 50,964.00	\$20,894.72	\$ 20,894.72	\$12,064.80	\$ 12,064.80	\$30,000.00	\$ 30,000.00
3.04	02330-02	Water	MG	20	\$1,000.00	\$ 20,000.00	\$16.80	\$ 336.00	\$12.06	\$ 241.20	\$35.00	\$ 700.00
3.05	02335-01	Undercut Excavation	CY	100	\$31.84	\$ 3,184.00	\$33.60	\$ 3,360.00	\$14.48	\$ 1,448.00	\$20.00	\$ 2,000.00
3.06	02335-02	Undercut Backfill (Earth Material)	CY	50.00	\$31.84	\$ 1,592.00	\$31.36	\$ 1,568.00	\$16.89	\$ 844.50	\$25.00	\$ 1,250.00
3.07	02335-03	Gravel for Undercut Backfill	Tons	80.00	\$95.54	\$ 7,643.20	\$33.60	\$ 2,688.00	\$48.26	\$ 3,860.80	\$55.00	\$ 4,400.00
3.08	02531-6.12	Adjustment of Sewer Manhole Rims & Covers	EA	6.00	\$3,184.33	\$ 19,105.98	\$560.00	\$ 3,360.00	\$603.24	\$ 3,619.44	\$750.00	\$ 4,500.00
3.09	02631-06	Pavement Backfill (Pit Run Gravel)	Tons	200	\$63.69	\$ 12,738.00	\$29.12	\$ 5,824.00	\$54.29	\$ 10,858.00	\$55.00	\$ 11,000.00
3.10	2632-01.02.15	Storm Drain Pipe, 15" Reinf. Conc. Pipe, Class III, 0-6' Depth	LF	264	\$95.53	\$ 25,219.92	\$33.60	\$ 8,870.40	\$53.33	\$ 14,079.12	\$50.00	\$ 13,200.00
3.11	02632-01.70	8" Schedule 80 PVC Pipe - Installed in Open Trench	LF	65	\$140.11	\$ 9,107.15	\$61.60	\$ 4,004.00	\$55.50	\$ 3,607.50	\$20.00	\$ 1,300.00
3.12	02632-04.10	8" Schedule 80 PVC Pipe - Tunneled under Trolley Rail Bed	LF	25	\$1,273.76	\$ 31,844.00	\$224.00	\$ 5,600.00	\$150.81	\$ 3,770.25	\$100.00	\$ 2,500.00
3.13	02634-5.01	Adjustment of Drainage Manhole Rims & Covers	EA	8	\$1,910.63	\$ 15,285.04	\$560.00	\$ 4,480.00	\$603.24	\$ 4,825.92	\$750.00	\$ 6,000.00
3.14	02640-01.03.48	48" Diameter Standard Depth Precast Concrete Manhole (0'-6" Deep) Less Rim and Cover	EA	5	\$3,184.40	\$ 15,922.00	\$3,024.00	\$ 15,120.00	\$2,982.42	\$ 14,912.10	\$5,000.00	\$ 25,000.00
3.15	02640-02.03.48	48" Diameter Extra Depth Precast Concrete Manhole	VF	10	\$222.90	\$ 2,229.00	\$672.00	\$ 6,720.00	\$301.62	\$ 3,016.20	\$350.00	\$ 3,500.00
3.16	02640-03.01	6-72 Inlet Less Frame And Grate	EA	9	\$4,458.11	\$ 40,122.99	\$2,912.00	\$ 26,208.00	\$2,982.42	\$ 26,841.78	\$3,500.00	\$ 31,500.00
3.17	02640-03.10	Special Drain Inlet between Trolley Rails	EA	5	\$6,400.00	\$ 32,000.00	\$8,960.00	\$ 44,800.00	\$754.05	\$ 3,770.25	\$4,000.00	\$ 20,000.00
3.18	02640-04	Manhole Rims And Covers	EA	6	\$955.33	\$ 5,731.98	\$1,120.00	\$ 6,720.00	\$528.44	\$ 3,170.64	\$750.00	\$ 4,500.00
3.19	02640-04.10	Special Inlet Frame and Grate	EA	5	\$2,547.60	\$ 12,738.00	\$2,128.00	\$ 10,640.00	\$965.18	\$ 4,825.90	\$800.00	\$ 4,000.00
3.20	02640-04.11	Replace DMH Cover with Grated Cover at Sta. 44+20	EA	1	\$955.00	\$ 955.00	\$672.00	\$ 672.00	\$1,689.07	\$ 1,689.07	\$500.00	\$ 500.00
3.21	02640-05.01	Tapered 6-72 Frame And Grate	EA	7.00	\$1,273.71	\$ 8,915.97	\$1,008.00	\$ 7,056.00	\$4,102.03	\$ 28,714.21	\$3,000.00	\$ 21,000.00
3.22	02640-06	Sidewalk Drains	LBS	6,000	\$3.02	\$ 18,120.00	\$4.48	\$ 26,880.00	\$2.86	\$ 17,160.00	\$3.50	\$ 21,000.00
3.23	02710-1.02	Aggregate Base, 8" Thickness	SY	50	\$42.68	\$ 2,134.00	\$20.16	\$ 1,008.00	\$21.72	\$ 1,086.00	\$22.00	\$ 1,100.00
3.24	02710-1.03	Portland Cement For Cement Stabilized Aggregate Base	LB	2,000	\$1.59	\$ 3,180.00	\$1.68	\$ 3,360.00	\$0.90	\$ 1,800.00	\$0.30	\$ 600.00
3.25	02741-01.01	Asphaltic Concrete Surface, Mix No. 1, 1.5" Thickness	SY	3,000	\$59.63	\$ 178,890.00	\$44.80	\$ 134,400.00	\$21.72	\$ 65,160.00	\$20.00	\$ 60,000.00
3.26	02741-01.01.10	Asphaltic Concrete Surface, Mix No. 1 at New Gutters	SF	2,000	\$6.65	\$ 13,300.00	\$39.20	\$ 78,400.00	\$6.70	\$ 13,400.00	\$5.00	\$ 10,000.00
3.27	02770-01.10	Granite Curb (New Installation Or Re-Set Existing)	LF	510	\$38.67	\$ 19,721.70	\$33.60	\$ 17,136.00	\$30.87	\$ 15,743.70	\$40.00	\$ 20,400.00
3.28	02770-02	6-30 Concrete Curb And Gutter	LF	1,300	\$45.53	\$ 59,189.00	\$39.20	\$ 50,960.00	\$43.01	\$ 55,913.00	\$50.00	\$ 65,000.00
3.29	02775-01.04	Concrete Sidewalk 4" Thickness	SF	31,000	\$7.00	\$ 217,000.00	\$5.60	\$ 173,600.00	\$7.12	\$ 220,720.00	\$8.00	\$ 248,000.00
3.30	02775-01.20	Step-Down in Sidewalk	LF	1,300	\$17.78	\$ 23,114.00	\$6.72	\$ 8,736.00	\$17.80	\$ 23,140.00	\$20.00	\$ 26,000.00
3.31	02775-02	Concrete Driveway 8" Thickness	SF	1,200	\$11.14	\$ 13,368.00	\$9.80	\$ 11,760.00	\$11.02	\$ 13,224.00	\$13.00	\$ 15,600.00

#	Pay Item	Description	Unit	Quantity	Barnes and Brower		Precise Contracting		Zellner Construction		Engineer's Estimate	
					Unit Price	Total Price	Unit Price	Total Price	Unit Price	Total Price	Unit Price	Total Price
3.32	02775-03	Wheelchair Ramps	SF	3,400	\$11.65	\$ 39,610.00	\$16.80	\$ 57,120.00	\$8.12	\$ 27,608.00	\$10.00	\$ 34,000.00
3.33	02775-03.10	ADA Ramp and Landings (N.E. Corner of Main & Pontoloc)	SF	110	\$11.65	\$ 1,281.50	\$28.00	\$ 3,080.00	\$9.33	\$ 1,026.30	\$30.00	\$ 3,300.00
3.34	02950-01.10	Pavement Removal at Proposed Curb Extensions	SF	4,500	\$2.49	\$ 11,205.00	\$2.80	\$ 12,600.00	\$3.12	\$ 14,040.00	\$3.00	\$ 13,500.00
3.35	02950-02.10	Concrete Sidewalk & Wheelchair Ramp Removal	SF	31,600	\$2.93	\$ 92,588.00	\$2.58	\$ 81,401.60	\$3.22	\$ 101,752.00	\$4.00	\$ 126,400.00
3.36	02950-03.10	Concrete Driveway Removal	SF	2,750	\$2.93	\$ 8,057.50	\$2.58	\$ 7,084.00	\$3.92	\$ 10,780.00	\$4.00	\$ 11,000.00
3.37	02950-04.10	Concrete Curb & Gutter Removal	LF	900	\$19.11	\$ 17,199.00	\$10.08	\$ 9,072.00	\$9.65	\$ 8,685.00	\$12.00	\$ 10,800.00
3.38	02950-04.20	Granite Curb Removal & Salvage For Re-Use	LF	650	\$19.11	\$ 12,421.50	\$13.44	\$ 8,736.00	\$9.65	\$ 6,272.50	\$16.00	\$ 10,400.00
3.39	03051-5.01	Concrete For General Use (Class A)	CY	10	\$841.80	\$ 8,418.00	\$224.00	\$ 2,240.00	\$298.00	\$ 2,980.00	\$300.00	\$ 3,000.00
3.40	04000-03.03	Erosion Prevention & Sediment Control	LS	1	\$14,908.00	\$ 14,908.00	\$22,400.00	\$ 22,400.00	\$3,257.50	\$ 3,257.50	\$10,000.00	\$ 10,000.00
3.41	04000-03.15	Cold Planing Bituminous Pavement within the Rail Gauge	SF	27,000	\$13.67	\$ 369,090.00	\$2.24	\$ 60,480.00	\$1.21	\$ 32,670.00	\$1.50	\$ 40,500.00
3.42	04000-03.16	Cold Planing Concrete Rail Base within the Rail Gauge	SF	2,150	\$13.67	\$ 29,390.50	\$7.84	\$ 16,856.00	\$3.62	\$ 7,783.00	\$4.00	\$ 8,600.00
3.43	04000-03.20	Removal of Elastomeric and Part of Filler Block on Gauge Side of Trolley Rails	LF	13,000	\$5.40	\$ 70,200.00	\$2.46	\$ 32,032.00	\$3.32	\$ 43,160.00	\$2.00	\$ 26,000.00
3.44	04000-03.21	Removal of Elastomeric and/or Asphalt Pavement on Field Side of Rails	LF	13,000	\$3.36	\$ 43,680.00	\$1.68	\$ 21,840.00	\$1.59	\$ 20,670.00	\$4.00	\$ 52,000.00
3.45	04000-03.22	Installation of Pavement Mastic on the Gauge Side of Trolley Rails	LF	13,000	\$15.11	\$ 196,430.00	\$9.18	\$ 119,392.00	\$8.64	\$ 112,320.00	\$8.00	\$ 104,000.00
3.46	04000-03.23	Installation of Pavement Mastic on the Field Side of Trolley Rails	LF	13,000	\$11.93	\$ 155,090.00	\$9.07	\$ 117,936.00	\$8.46	\$ 109,980.00	\$6.00	\$ 78,000.00
3.47	04000-03.25	Polymer Modified Concrete installed within the Rail Gauge	SF	2,150	\$43.48	\$ 93,482.00	\$33.60	\$ 72,240.00	\$20.34	\$ 43,731.00	\$15.00	\$ 32,250.00
3.48	04000-03.30	Benches	EA	6	\$2,474.00	\$ 14,844.00	\$1,344.00	\$ 8,064.00	\$2,143.91	\$ 12,863.46	\$1,800.00	\$ 10,800.00
3.49	04000-03.31	Trash Receptacles	EA	7	\$1,769.00	\$ 12,383.00	\$1,288.00	\$ 9,016.00	\$1,579.28	\$ 11,054.96	\$1,200.00	\$ 8,400.00
3.50	04000-03.32	Shrubs And Groundcover (includes Soil Prep.)	SF	1,000	\$13.70	\$ 13,700.00	\$12.04	\$ 12,040.00	\$12.97	\$ 12,970.00	\$20.00	\$ 20,000.00
3.51	04000-03.33	Imported Top Soil	CY	50	\$95.54	\$ 4,777.00	\$84.00	\$ 4,200.00	\$90.49	\$ 4,524.50	\$100.00	\$ 5,000.00
3.52	04000-03.35	Bike Racks	EA	6	\$3,644.50	\$ 21,867.00	\$1,232.00	\$ 7,392.00	\$2,412.96	\$ 14,477.76	\$1,000.00	\$ 6,000.00
3.53	04000-03.36	Integral Color Conc. Seat Wall - Non-Retaining	LF	90	\$450.44	\$ 40,539.60	\$95.20	\$ 8,568.00	\$186.27	\$ 16,764.30	\$200.00	\$ 18,000.00
3.54	04000-03.40	Adjust / Reset Water Meters	EA	30	\$1,910.63	\$ 57,318.90	\$448.00	\$ 13,440.00	\$271.46	\$ 8,143.80	\$400.00	\$ 12,000.00
3.55	04000-03.41	Adjust / Reset Water & Gas Valve Boxes	EA	20	\$1,273.00	\$ 25,460.00	\$336.00	\$ 6,720.00	\$422.27	\$ 8,445.40	\$500.00	\$ 10,000.00
3.56	04000-03.42	Adjust / Reset Street Lighting Junction Boxes	EA	25	\$1,273.00	\$ 31,825.00	\$616.00	\$ 15,400.00	\$603.24	\$ 15,081.00	\$800.00	\$ 20,000.00
3.57	04000-03.43	Adjust / Reset Telephone Manhole Cover	EA	5	\$637.00	\$ 3,185.00	\$840.00	\$ 4,200.00	\$603.24	\$ 3,016.20	\$800.00	\$ 4,000.00
3.58	04000-03.44	Adjust / Reset Sewer Cleanout	EA	3	\$637.00	\$ 1,911.00	\$672.00	\$ 2,016.00	\$784.21	\$ 2,352.63	\$500.00	\$ 1,500.00
3.59	04000-03.99	Flowable Fill (Backfill for Drains Under Trolley Rail Foundation)	CY	10	\$842.00	\$ 8,420.00	\$336.00	\$ 3,360.00	\$211.13	\$ 2,111.30	\$1,000.00	\$ 10,000.00
3.60	05520-5.01	Handrail	LF	50	\$140.00	\$ 7,000.00	\$134.40	\$ 6,720.00	\$16.89	\$ 844.50	\$135.00	\$ 6,750.00
SUB-TOTALS SEGMENT 3						\$ 2,352,390.43		\$ 1,528,773.47		\$ 1,297,348.19		\$ 1,415,750.00
TOTAL BID (as calculated by TPM)						\$ 3,519,880.23		\$ 2,359,967.19		\$ 2,149,777.19		\$ 2,646,750.00
TOTAL BID (as submitted on Bid Form)						\$ 3,519,880.23		\$ 2,359,967.19		\$ 2,149,623.74		
DIFFERENCE						\$ -		\$ (0.00)		\$ 153.45		
SUMMARY BY WORK ELEMENTS												
Main St to Main Street Multimodal Connector						\$ 2,282,150.49		\$ 1,694,114.30		\$ 1,679,187.85		\$ 2,194,011.72
Replacement of elastomeric rail insulation along S Main St						\$ 1,237,729.74		\$ 665,852.88		\$ 470,589.34		\$ 452,738.28
Total all work elements						\$ 3,519,880.23		\$ 2,359,967.19		\$ 2,149,777.19		\$ 2,646,750.00

COLOR LEGEND

	Corrected Total Price
	Item of work associated with replacement of elastomeric rail insulation

**Memorandum of Understanding between the City of Memphis and the
Memphis Area Transit Authority regarding the
Main-to-Main Multimodal Connector Project**

Whereas, the City of Memphis (the “City”) is undertaking the Main-to-Main Multimodal Connector Project (the “Project”);

Whereas, the Project is funded with a variety of federal, state, county, City, and private funds, including federal TIGER funds;

Whereas, after the Project was underway, the City requested that the Federal Transit Administration (FTA) make \$2,200,000 in federal funds (\$2,750,000 total) available for the Project and FTA agreed;

Whereas, FTA stipulated that the grant funds be managed by Memphis Area Transit Authority (“MATA”), a public entity whose principal address is 1370 Levee Road, Memphis, TN, 38108, as the designated recipient for FTA in the Memphis region;

Whereas, the FTA funds amount to \$2,200,000 and City matching funds amount to \$550,000 for a total available funding of \$2,750,000.

Now, therefore, to document the parties’ mutual understanding of how to move forward with the MATA portion of the Project, the parties hereby state their understanding as follows:

1. MATA and the City and their respective consultants and contractors will work closely to insure coordination in all aspects of the Project. The City’s Technical Project Manager, Allen & Hoshall, will assist MATA with the management of the MATA portion of the Project. MATA hereby designates John Lancaster as its Project representative to work closely with Allen & Hoshall and other representatives of the City on behalf of MATA.
2. MATA’s portion of the Project is limited to (i) a portion of the work in Segment 2, generally between Exchange Avenue and Peabody Place in Memphis and (ii) a portion of the work in Segment 3, generally between Peabody Place and Vance Avenue (exact line to be determined), as further described in the plans and specifications. MATA has no responsibility whatsoever as to other portions of the Project.
3. The FTA funds and matching funds will only be used for activities that are eligible under the FTA grant.
4. MATA will procure all necessary third party contracts in accordance with its procurement procedures and FTA requirements, working closely with the City’s Technical Project Manager to coordinate the MATA work with the rest of the Project work. In addition, prior to award MATA shall inform the City Project Director, Paul Morris, of apparent low bids received in response to Invitation For Bids (IFBs) issued by MATA and of potential Change Orders. The City’s review and any concurrence as to the

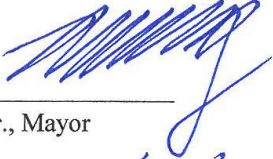
award of such contracts and Change Orders, as the case may be, shall be taken in a timely manner so as to not delay the Project.

5. As between MATA and the City, the City will be responsible for obtaining funding for any costs and expenses in excess of the Project Budget for MATA's portion of the Project of \$2,750,000. All parties will work diligently and in good faith to ensure that the expenses for the MATA portion of the Project do not exceed the budgeted amount, \$2,750,000. In the event any party estimates that such expenses may exceed the budgeted amount, such party shall promptly notify the other party to determine what steps to take to reduce expenses or to increase funding from sources other than MATA. MATA shall not execute contracts or Change Orders obligating MATA to spend more than the budgeted amount without first consulting with and receiving approval from the City's Project Director, Paul Morris, who will respond promptly to MATA. The City will be responsible for funding any amount in excess of \$2,750,000 for MATA's portion of the Project.
6. The Project is on an extremely aggressive schedule to comply with deadlines required by the federal TIGER grant. The City and MATA will work together with great urgency to keep the Project on schedule.
7. The City will provide its share of the funds necessary to pay each invoice within 20 calendar days of receipt of a requisition by MATA to be accompanied by an approved invoice.
8. The City's consultants will provide complete plans and specifications to MATA for the work to be accomplished with the FTA funds.
9. Upon request, the City and the City's consultants will provide MATA with information and assistance necessary for MATA to comply with Federal Transit Administration recordkeeping and reporting requirements, FTA grant management requirements and MATA's other obligations under the FTA Master Agreement and applicable regulations.
10. MATA will have the authority to charge to the FTA grant its staff time associated with managing the MATA portion of the Project. For the MATA portion of the Project, the parties have budgeted \$30,000 for MATA Project Administration, \$220,000 for Construction Engineering and Inspection (CEI), and \$2,500,000 for Construction. MATA and the City intend to negotiate a separate MOU under which the City will provide CEI services to MATA for the MATA portion of the Project. The separate MOU shall not be deemed or construed to increase the Project Budget of \$2,750,000

[REMAINDER OF PAGE LEFT BLANK; SIGNATURE PAGE TO FOLLOW]

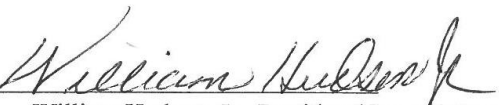
So Understood:

City of Memphis

By: 
A C Wharton, Jr., Mayor

Date: 10/2/13

Memphis Area Transit Authority

By: 
William Hudson, Jr., President/General Manager

Date: 9/24/2013