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**MEMPHIS AREA TRANSIT AUTHORITY**

1370 Levee Road  
Memphis, TN 38108

**Approved 3/23/21**

[www.matatransit.com](http://www.matatransit.com)

Gary J. Rosenfeld  
Chief Executive Officer

Board of Commissioners  
Martin Lipinski, Chair

Kristen Bland  
Shelia Williams  
Michael Fulton  
Edward Stephens, III

Janice Holder  
Robert Clark  
Michelle McKissack  
Anton Mack

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**Board of Commissioners  
Regular Meeting  
AGENDA  
Tuesday March 23, 2021  
3:30 p.m.**

- |      |  |                 |
|------|--|-----------------|
| I.   | Call to Order  | Martin Lipinski |
|      | a. Recognition of Special Guests   |                 |
| II.  | Board Roll Call  | Linda Eskridge  |
| III. | Approval of Minutes  | Commissioners   |
|      | a. <a href="#">February 23, 2021 Regular Board Meeting</a>   |                 |
| IV.  | CEO Report   | Gary Rosenfeld  |
| V.   | Executive Committee Item(s)  | Martin Lipinski |
|      | a. Resolution to Extend the Term of Appointment of<br>Gary Rosenfeld as President/& General Manager:<br>- <a href="#">Resolution 21-10</a> |                 |

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



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|-------|---------------------------------------|--|
| VI.   | Procurement Item(s)                   | Gary Rosenfeld   |
|       | a.                                    | Resolution to Approve Change Order #1 for Contract #20-28 on Task Order #1 for Phase II North Earth Box Drainage Removal, Installation, and Repairs: <ul style="list-style-type: none"><li>- <a href="#">Resolution 21-11</a></li><li>- <a href="#">Information Memo</a></li></ul> |
|       | b.                                    | Resolution to Award a Contract to FuelDrive AssetWorks to Upgrade Fuelheads Software and Hardware: <ul style="list-style-type: none"><li>- <a href="#">Resolution 21-12</a></li></ul>  |
| VII.  | Finance Committee Item(s)             | Bernard Rudolph  |
|       | a.                                    | Resolution to Authorize Insurance Brokerage Coverage to Arthur J. Gallagher & Co. <ul style="list-style-type: none"><li>- <a href="#">Resolution 21-13</a></li><li>- <a href="#">Exhibit A</a></li><li>- <a href="#">Information Memo</a></li><li>- </li></ul>                     |
|       | b.                                    | Acceptance of FY20 Audit Report  |
|       | c.                                    | February Financial Report  |
| VIII. | Acknowledgement of Speaker’s Comments | Lawson Albritton   |
| X.    | Old/New Business                      | Martin Lipinski  |
| XI.   | Adjournment                           | Martin Lipinski  |

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## MINUTES OF THE FEBRUARY 23, 2021 BOARD MEETING

**CALL TO ORDER:** A virtual meeting of the MATA Board of Commissioners was called to order by Chairman Martin Lipinski at 3:30 p.m. on Tuesday, February 23, 2021.

### BOARD ROLL CALL:

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

*Absent:* Kristen Bland

*Quorum:* Yes

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

*Mr. Rosenfeld read the justification for MATA holding the Board meeting via electronic means.*  
There were no special guests present.

Minutes of the January 23, 2021 Board of Commissioners Meeting were moved by Mr. Fulton and seconded by Ms. Holder. The minutes were unanimously approved.

### CEO Report:

Mr. Rosenfeld gave an overview of the January Statistics for to include:

- Ridership was a little bit lower in January vs. December, which is not uncommon.
- Ridership on the bus side is holding its own as it is running about 60% below pre-pandemic levels.
- Demand response service took a small dip in the month of January, which is not uncommon, but we would like to see that return as quickly as possible.
- The trolley was almost equal to last fiscal year, which is great news, and will continue through the month of February.
- OTP – Fixed route bus continues to struggle with a shortage of operators. The number of trainees is at its highest level it has been in many months and we have a record number of applicants. Ms. Schubert and the HR team are working to get them processed and into our training program as soon as possible.
- On Demand OTP - very good performance at 99.5%. Even in January and on into February we should see some good performance numbers. The trolley system was just under 90% on time. Not its best performance but better than fiscal 2019 and not quite as good as fiscal 2020.
- Our fleet mileage went down in January again probably due to our shortage of bus operators.
- Customer comments per 100,000 Boardings numbers were a little misleading, but with the lower ridership, we are getting close to the same number of comments as if we had our regular ridership. The total number in the motor bus section was 69 comments down from 88 in 2019 and down from 127 in fiscal 2020.



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- Total MATApplus comments were 11 for the month of January 2021 compared to the previous year that was at 16. The steel-wheeled trolley had three comments in the month of January. They fell short in January 2020, but they did better than 2019. The top five categories for comments during the month of January were no show operators, rude operators, passengers being passed up, service changes, report of unsafe operation.
- MATApplus service indicators - We are doing very well with respect to reservations on MATApplus. The average wait times are certainly within reason, the call duration times are holding steady and the number of calls month-to-month are also holding steady given our current operating environment during the pandemic. Dispatch call waiting times and abandoned calls are also holding steady. We had 2,844 calls during the month of January with an average wait time of about 29 seconds and we had 160 calls abandoned during that period.
- The Assessment Center received 59 applications during the month of January. We are processing those with temporary authorization while the center is closed. Our team is preparing to reopen the Assessment center as part of the most recent Shelby County Health Directive.
- Miles between Road calls dipped slightly during January, which is not necessarily uncommon, as we see a big increase in the number of calls for heat and HVAC systems. That number will go up in February because of the snowstorm.
- From a safety perspective, we had a very good month in January with 10 non-preventable incidents and one preventable accident. MATA is in the process of upgrading systems to better capture more information on our accidents and incidents as well as our customer comments. We will be transitioning to a different system in which we will enhance our reporting capability also set us some automated routines for communications within the organization. We hope to have that fully functional within the next few months.
- Gary shared some new statistics on the number of accounts created in our Go901 mobile app. As of the middle of February, we had 255 active accounts. The nice steady growth is good and proves that the users are actually using it and able to navigate themselves through it. Tickets sold are tracking evenly.
- Related to Mr. Lipinski's question last month, we have some information on bicycle access to transit programs to share. The program is cooperated by the city of Memphis and MATA. There is \$150,000 allocated to purchase and install bike racks. About 70 bikes racks have been purchased so far and we hope to stretch that \$150,000 to about 300 bike racks across the city. The criteria involved is public feedback, high ridership locations, and sidewalk. The Groove on Demand service was introduced to the downtown area and to New Chicago on February 10 so we do not have many data to share due to the snowstorm. It should be noted that this is a DMC project and we are just a willing partner and funder. We will provide you with regular updates regarding its performance.
- Central Station will open officially on February 28 and we are excited about that as well as the trolley team.
- Mr. Rosenfeld commended the team, our bus operators and staff that participated in the delivery of the service during a snowstorm and stated our team did a fantastic job and Mr. Rosenfeld stated he give nothing but praise for our bus operators and staffs that helped us get through it.

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- Mr. Rosenfeld recognized some of our black history pioneers at the end of Black History month. Recognized were Mr. William Hudson, Jr. CEO from 1964-2013; First Black Operator, Mr. John Smith from 1961-1993; Ms. Betty Martin, First Black Female Operator, from 1975 to 2005.
- We have a host of future meeting over the next couple of weeks. Mr. Rosenfeld stated this could potentially be our last virtual meeting and, if not, perhaps our March meeting and hopefully we can get together again with proper social distancing in person. Mr. Lipinski called for any questions on the CEO Report.

*Questions: Mr. Fulton asked about the water main break on Union and asked if we have any issues on the trolley tracks downtown. Mr. Rosenfeld stated that we did not have any issue with the trolley tracks. Mr. Rosenfeld stated the issue that we had that prevented us from opening was the volume of snow that was on the tracks and the ice on the catenary. When we went through recertification we came up with a system what's called an ice breaker that rides on the trolleys itself and knocks the ice on the catenary system, but it was actually stressing the system so we had to stop using it, which caused us to have to stop using it for a couple of days. We had a few minor accidents but nothing major. We had an awning that collapsed at the weight of the snow, but no one was nearby. Mr. Fulton stated that the House is looking to pass a very big Corona Virus Aid package, which includes about \$30 billion dollars for transit. Mr. Fulton wanted to know if we have reached out to any of our elected officials to let them know of our support or is that something that we can engage our government affairs or just reach out to House members to let them know that MATA and the Board supports this additional funding that will come to transit. Mr. Rosenfeld stated that we would certainly transmit that message via our transit crew. He also thinks it is important as a group to share that information with our local representatives, not just federal representatives, but state and local as well.*

#### Consent Agenda Item(s)

- a) Resolution Authorizing the Chief Executive Officer to Establish a Sustainability Initiative for the Memphis Area Transit Authority –Res. No. 21-07

**Discussion:** Mr. Rosenfeld turned this over to Mr. Lancaster to do a short presentation on the Sustainability Initiative.

Mr. Lancaster stated the purpose of adopting this sustainability resolution is to establish a sustainability initiative for MATA that will build off the efforts already undertaken by the City of Memphis and Shelby County Government to implement the Sustainable Shelby Plan and policies in the Memphis 3.0 Comprehensive Plan. The goals are too lower MATA's greenhouse gas emissions, create a healthier livable environment, and provide our part to help reduce global warming. MATA's provision of transit service to the community is a promoter of sustainable practices. By providing alternatives to single occupant vehicle use, reducing vehicle miles of travel, and encouraging compact, urban development we provide for a more sustainable environment and through the policies associated with the implementation of the Transit Vision and other City and County programs will start to make a much larger impact. The resolution directs MATA's Chief Executive Officer to (1) Take the appropriate steps to integrate sustainable business practices throughout the organization. (2) Establish measurements and targets for a sustainable action plan, and (3) Support the establishment of a sustainability working group or advisory committee to work with other local governmental agencies.



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As shown on the slide, MATA will look to measure and track our GHG emissions, fuel type, cost, and usage as well as take action to invest in more sustainable fleets that utilize electric propulsion. MATA set standards for its sustainability program, its facilities, and set goals for its contribution to the climate action plan. This is a summary of what the resolution will do. Mr. Rosenfeld stated that we currently have an Electric bus on site and if Board Members would like to come by and see what it is all about or take a short ride on it, we can work that out. That will be a regular occurrence over the next several week as we invite manufacturers to come prequalify their buses for bids we will have on the streets within the next few months. *Mr. Stephens moved that the resolution be put on the floor for discussion. Ms. Williams seconded the motion. Mr. Lipinski stated this looks at the internal sustainability of MATA and thought maybe we should have some broader implications that if we could measure increase bus ridership or decrease vehicle miles of automobile travel, I was hoping we could be including some of these measures also.* Mr. Rosenfeld stated that once we are able to document what we are able to accomplish then it is a short ride to calculate what it potentially could be. That could certainly become some marketing material or call outs during bids and during grant applications processing as such. *Mr. Stephens asked if the electric vehicles are 100% electric or are they hybrid, and if they are 100 electric what does the charging look like.* Mr. Rosenfeld stated the bus that we have is about 400 kilowatt hour battery and requires the substantial charging system. The biggest stumbling point to getting involved in electric vehicles for us is getting into charging is the availability of power. The buses we have already have authorized we need about 8000 kilowatt hours of power between midnight and 4:00a.m. This could potentially tax our community. We are working with MLGW and TVA to put together a program to have an infrastructure. Part of the consideration as we look toward a new bus maintenance facility is what to do with the current facility. One thing we want to give consideration to is converting this entire 45- acre campus into a solar farm to support the power we might be taking off the grid. This is a big project and hopefully at this time next month we will be awarding a project management contract, which will get things moving. **The Resolution Passes.**

#### Service and Development Item(s)

- a) Resolution to Extend an Interagency Agreement between the University of Memphis and Memphis Area Transit Authority for Upgrading the Transit Asset Management Program and Related Tasks – Res. No. 21-08

Discussion: Mr. Rosenfeld stated the University of Memphis team has been working with MATA for several years now on our Transit Asset Management Program. A couple of members of the team are instrumental players in TRB work that was done that created the Transit Asset Management Program for the FTA and it is good to have them as part of our team that puts together our transit asset management plan and the annual updates. When we did our first submission of our transit asset management plan it include our rolling stock only, the next year we included our buildings, and this year we are looking to including all of our sub-systems in all of our buildings. It will be a constant work in progress in terms of the level of complexity of assets that we are able to identify, track and support. The goal of the plan is to give the FTA and TDOT our stakeholders, as well as MATA leadership and the Board, the tools they need to be able to project out how much capital is required on an annual basis over a period of time. That way it will be used as a judge of your financial position at stake in the future and it also help people like our stakeholders at the city to recognize the need for additional capital investment in public transportation or public transportation programs. It is a very important function and we urge you to please approve this extension of the Interagency Agreement with the University of Memphis and MATA.



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Mr. Lipinski is recusing himself from the vote due to a conflict of interest. Mr. Clark moved that the resolution be put on the floor for discussion. Mr. Stephens seconded the motion. **The Resolution Passed.**  
Procurement Agenda Item(s)

- a) Resolution to Award a Contract to Freeland Automotive to Purchase Two SUV Service Vehicles  
–Res. No. 21-09

Discussion: Mr. Rosenfeld stated, as part of our regular replacement of support vehicles, we are in need of a couple of more. We are trying to trim these back as we look towards the very near future where we will see a tremendous number of electric vehicle introduced into this SUV market. You may recall over the last couple of years we bought SUV's for our field supervisors and they really paid off this last week in terms of our abilities to get out into the communities as some of our operators had some difficulties getting to work. This is actually a purchase off the state contract and it will give us the opportunity to replace a couple of aged minivans, an environmental perspective they are eco-engines and they are a better emissions from what we are currently operating. As part of our first resolution today, we set goals and objectives for sustainability this is one area that we look to be able to do that once there is a vendor besides Tesla in the market. *Ms. Holder moved that that the resolution be put on the floor for discussion. Ms. McKissack second the motion.* Mr. Lipinski called for questions. There were no questions. **The Resolution Passed.**

Finance Agenda Item(s)

Financial Results from the Month of January 2021  
Bernhard Rudolph, CFO

The following is a brief summary of results through January. We had a revenue of \$38.5MM, which is ahead of budget by about \$2.9MM. That is largely due to a timing difference on the receipt of the state funding and we had grant funded expense revenue totaling about \$1.25MM. The operating expenses are continuing to be favorable to budget at \$3.9MM and year-to-date we are looking good. Passenger fares through January are continuing to be unfavorable to budget. We are at \$344,000 unfavorable to budget. Fixed Route was \$304,000 of that, MATAplus was \$24,000 of that, and Trolley was \$16,000 of that. On a cash basis, we had \$15MM at the end of the month, we had received \$7.5MM in grant funding from the state and \$7.25MM in Cares Act Funding that took us from a very low cash position to a manageable position that will take care of us for our immediate cash flow needs. Mr. Rosenfeld stated that it is important that we maintain this favorable position in terms of the revenues to budget. as we discussed earlier the Care Act that is moving through the House right now has substantial funds in it for transit, it would appear the amount that is going to be made available to MATA would have to get us through the 2024 fiscal year in terms of additional support. Although there is additional funding to help with the increased cost of providing services during a pandemic, we will continue to be extremely conservative in our approach to spend to assure we stretch this money out as long as possible so that we can assure the continuity of service as we go through time. *Mr. Fulton asked what is the status of the Shelby County funding.* Mr. Rosenfeld stated it was \$2.5MM directly from a motion by Commissioner Ford and Sawyer.



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That \$2.5MM is capital; \$500,000 was used for vehicles to support the Southwest Memphis On-Demand Program. Those vehicles are due to arrive at MATA in May. Our team will be visiting the Detroit factory in March to do the factory inspection of that purchase. We were able to use that \$500,000 as local match funds and were able to expand the order from eight vehicles to 22 vehicles. Another \$1MM was allocated for the BRT project, and the BRT project is moving along nicely. We had great news on the NEPA and SHPO process that all things were approved on all 31 sites, and their categorical exclusion was granted and accepted by the FTA so we could potentially see construction in the fall of this year starting on some of that project. The last \$1MM was in support of the on street transit center at Third and Brooks that is a part of the transit vision. That is about a \$4MM project and we are in the process of lining up the additional funding that is required. We do have a plan and concept drawings on it. The mayor's office also included three quarters of a percent of their CIP budget over a three-year period for sustainable projects and clean projects as well. We will be reaching out to the mayor's office and to the commission as we would like to be able to rely on that money as part of our local match. *Ms. McKissack asked what is the status of the Riverfront Trolley.* Mr. Rosenfeld stated that we authorized the purchase of three cars from the Charlotte Transit System, which are in the process of being delivered here to Memphis and will go into rehab. As soon as those cars are up to our fleet standards and fleet practices, we will roll them out. We estimate that to be about 18 months.

#### Acknowledgement of Speaker Comments

Commissioner Clark was asked by Ms. Kim Moore to submit this question to the MATA Board because she was not able to attend the meeting:

"Can a MATA handicap accessible van be reserved to take two elderly church members to a COVID vaccination site? If so, how would they go about reserving the van? Mr. Rosenfeld stated that he has already shared the question with Mr. Clark and has sent the answer back to Ms. Moore. Mr. Rosenfeld stated that we are working with the Shelby County Task Force to convert the rides to testing programs into a rides to vaccine program. We are waiting on input from the county as to how we can coordinate appointments for people to get their vaccines along with transportation. It does need to be a coordinated activity because we do not have a lot of extra assets to be able to dedicate to that type of program. Once we get that program going, we will share it with Mr. Clark so that he can forward that information. We are working with the county task force to get this rolled out. The task force indicated that about 11% of the population in Shelby County had received at least their first dose of vaccine. That means that there is about 89% of the population left to go, so we will have plenty of activity over the next few weeks once we get that coordinated activity figured out.

#### Old/New Business

Mr. Rosenfeld stated that in the City Council Meeting on (2/23/21) Mr. Anton Mack was approved as Commissioner for MATA. He will be joining the Board after his full council vote in two weeks. We look forward to having a full Board again and we welcome Mr. Mack to MATA.

MATA's next Board Meeting is scheduled for March 23, 2021.





**Approved 3/23/21**

Adjournment

Mr. Lipinski called for a motion to adjourn. Mr. Fulton moved that the meeting be adjourned and Mr. Stephens seconded the motion. The February Board Meeting was adjourned.

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Mr. Martin Lipinski, Chairman

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**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 21-10**

**RESOLUTION TO EXTEND THE TERM OF APPOINTMENT OF GARY ROSENFELD AS PRESIDENT/GENERAL  
MANAGER**

**WHEREAS**, Section 2-56-5, Code of Ordinances, City of Memphis, Tennessee (City Code) authorizes the Memphis Area Transit Authority (MATA) Board of Commissioners to hire or contract with a general manager to operate the MATA transportation system; and

**WHEREAS**, on September 26, 2017, Gary Rosenfeld was appointed to the position of President/General Manager by Resolution 17-37, after having served as Interim General Manager from January 26, 2017—July 31, 2017; and

**WHEREAS**, the term of Mr. Rosenfeld’s appointment as President/General Manager began on August 1, 2017 for an initial term of three (3) years through and including July 31, 2020, with the Authority having an option exercisable at its sole election to further extend the term of Mr. Rosenfeld’s appointment; and on January 29, 2019 by Resolution No. 19-6, the MATA Board of Commissioner, pursuant to said option, extended the term of Gary Rosenfeld’s appointment as President/General Manager for one (1) additional year, from August 1, 2020 through and including July 31, 2021; and

**WHEREAS**, Gary Rosenfeld’s tenure in Memphis has been marked by diligent efforts to enhance and develop the Authority’s public transportation system and to implement the Authority’s projects and objectives; has introduced technological enhancements and improvements to MATA; and encountered and dealt proactively and with strong leadership as to the unprecedented challenges arising from the Covid-19 pandemic; and

**WHEREAS**, the MATA Board believes that it is MATA's and the public's best interest to extend the term of the appointment of Mr. Rosenfeld as President/General Manager by an additional four (4) years and seven (7) months from August 1, 2021, through and including February 18, 2026, to serve at the will and pleasure of the MATA Board; and

**WHEREAS**, Mr. Rosenfeld will remain an employee of Mid-South Transportation Management, Inc. (MTM); and

**WHEREAS**, Board Chair Martin Lipinski has reported that discussions with Gary Rosenfeld as to the goals and objectives of the Authority and negotiation as to the terms and conditions of the potential extension of Mr. Rosenfeld’s appointment as MATA President/General Manager have been successful, including but limited to the terms and conditions of the extension of Mr. Rosenfeld’s contract of employment with Mid-South Transportation Management, Inc. (MTM).



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**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** that the appointment of Gary Rosenfeld as President/General Manager be extended by four (4) years seven (7) months from August 1, 2021, through and including February 28, 2026, so that his appointment as President/General Manager as herein extended shall be effective through and including February 28, 2026. During this term, Mr. Rosenfeld shall serve at the will and pleasure of the MATA Board of Commissioners.

**BE IT FURTHER RESOLVED** that the Chairman is authorized and directed on behalf of the Board from time to time to establish working procedures, reporting procedures, administrative procedures, and guidelines to be followed by Mr. Rosenfeld in his dealings with the Board and in the performance of his responsibilities as President/General Manager.

**BE IT FURTHER RESOLVED** That the Memphis Area Transit Authority Board of Commissioners ratifies, confirms and approves the terms and conditions negotiated by Martin Lipinski, Chairman, MATA Board Of Commissioners with Gary Rosenfeld as to his appointment as President/General Manager and reimbursement by MATA of the expense of and incident to Mr. Rosenfeld’s contract of employment with Mid-South Transportation Management, Inc.

**BE IT FURTHER RESOLVED** That the Chairman is authorized and directed to execute documents related to the extension of the term of the appointment of Gary Rosenfeld as MATA President/General Manager on behalf of the Authority and to take such actions on behalf of the Authority with Mid-South Transportation Management Inc. as are necessary and appropriate as to Mr. Rosenfeld’s employment with MTM.

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**Res. No. 21-10**

Motion:            Made By: Michael Fulton            Seconded:            Janice Holder

YEA:                Martin Lipinski; Janice Holder; Michelle McKissack; Michael Fulton; Robert Clark; Edward Stephens; Anton Mack; Kristen Bland

NAY:                None

Approved:        March 23, 2021

Absent:            Shelia Williams



Approved 3/23/21

**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 21-11**

**RESOLUTION TO APPROVE CHANGE ORDER #1 FOR CONTRACT #20-28 ON TASK ORDER #1 FOR PHASE II NORTH EARTH BOX DRAINAGE REMOVAL, INSTALLATION, AND REPAIRS**

**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**, Contract #20-28, was awarded to River City Railroad for on-call track maintenance and repairs, at an amount not to exceed \$750,000; and

**WHEREAS**, Purchase Order 2021-0001197, for Task Order #1 was issued in the amount of \$80,272.70 on September 8, 2020 to River City Railroad TTC, LLC for PHASE II North Earth Box Drainage Removal and Installation and Repairs; and

**WHEREAS**, Extra work was necessary for the completion of Task Order #1 which totaled an additional \$75,477.67 along with an increase in time of seven (7) additional days; and

**WHEREAS**, The additional \$75,477.67 exceeds 10% of the original contract amount which requires Board approval per MATA's Procurement Manual; and

**WHEREAS**, This extra cost will be funded by a capital grant; and

**WHEREAS**, MATA staff recommends that that the Board authorizes the Contracting Officer to approve a Change Order to Task Order #1 increases in dollar amount by \$75,477.67 and time by seven (7) days.

**NOW, THEREFORE, BE IT RESOLVED BY MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS**, That Change Order #1 for Task Order #1 is authorized in the amount of \$75,477.67 and the additional seven (7) days to bring the days to 37.

**BE IT FURTHER RESOLVED** That the Contracting Officer is authorized to execute Change Order #1 in the amount of \$75,477.67 for Task Order #1.

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**Res. No. 21-11**

Motion:            Made By: Robert Clark    Seconded:            Michael Fulton

YEA:                Martin Lipinski; Janice Holder; Michelle McKissack; Michael Fulton; Robert Clark; Edward Stephens; Anton Mack; Kristen Bland

NAY:                None

Approved:         March 23, 2021

Absent:             Shelia Williams



**Approved 3/23/21**

**TO: MATA Board of Commissioners**

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

**SUBJECT: Resolution to Approve Change Order #1 for Contract #20-28 on Task Order #1 for Extra Work on Phase II North Earth Box Drainage Removal and Installation Project**

**DATE: March 23, 2021**

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In 2020, MATA awarded Contract #20-28 to River City Railroad for on-call track maintenance and repair work. MATA issues Task Orders under this contract as work is needed.

Task Order #1 was issued for Phase II Earth Box Drainage Removal and Installation at the North End of Main Street. During construction, it was determined that additional work was necessary, and this extra work totaled \$75,477.67. This amount exceeds the 10% of the contract limit of \$750,000 and MATA's Procurement Manual requires Board authorization for Change Orders exceeding 10% of the original contract amount. The added work also increased the number of days by seven.

The extra costs needed to complete this task is funded by a capital grant.

MATA staff requests and recommends the approval of the Resolution for Change Order #1 in the amount of \$75,477.67.

Please let me know if you have any questions.

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MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS

RESOLUTION NO. 21-12

RESOLUTION TO AWARD A CONTRACT TO FUELDRIVE ASSETWORKS TO UPGRADE FUELHEADS  
SOFTWARE AND HARDWARE

**WHEREAS,** The Memphis Area Transit Authority (MATA) needs to upgrade its motor fuel software and hardware from the Windows 7 operating system to the Windows 10 operating system to assure the system’s compatibility to share data with the new Munis/Tyler system; and

**WHEREAS,** FuelDrive-Assetworks has provided MATA a proposal totaling \$131,989.28 to upgrade the software and hardware; and

**WHEREAS,** Staff has determined that the price is fair and reasonable; and

**WHEREAS,** This is a sole source procurement since MATA is already using FuelDrive Assetworks software and hardware; and

**WHEREAS,** Capital funds are available.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That a contract be awarded to FuelDrive Assetworks to upgrade its fuel heads software and hardware at a cost of \$131,989.28 subject to receiving required documentation from FuelDrive Assetworks.

**BE IT FURTHER RESOLVED** That the Chief Executive Officer, Chief Administrative Officer, Chairman and Vice-Chairman is authorized to execute any and all documents necessary to process this upgrade.

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**Res. No. 21-12**

Motion: Made By: Robert Clark Seconded: Michael Fulton

YEA: Martin Lipinski; Janice Holder; Michelle McKissack; Michael Fulton; Robert Clark; Edward Stephens; Anton Mack; Kristen Bland

NAY: None

Approved: March 23, 2021

Absent: Shelia Williams



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MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS

RESOLUTION NO. 21-13

RESOLUTION TO AWARD INSURANCE BROKERAGE SERVICES  
TO ARTHUR J. GALLAGHER & CO.

**WHEREAS**, the Memphis Area Transit Authority (MATA) maintains a self-funded risk management program; and

**WHEREAS**, insurance coverage in the following areas:

- Crime & Fiduciary
- Cyber
- D&O Employment Practices
- Defined Perils – Revenue Vehicle Fleet
- Excess General Liability Insurance
- Excess Workers Compensation
- Hazard
- Physical Damage – Service Vehicle
- Property
- Terrorism Stand Alone

Are all a part of that program and is collectively referred to as the Corporate Insurance Coverage; and

**WHEREAS**, Staff solicited proposals from insurance brokerage firms for providing the services listed in Exhibit A; and

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

**WHEREAS**, Staff recommends that a five-year contract be awarded to Arthur J. Gallagher & Co. at a cost of \$58,500 for Year 1, \$60,000 for Year 2, \$62,500 for Year 3, \$65,000 for Year 4, and \$67,500 for Year 5, totaling \$307,500.00.

**NOW, THEREFORE BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** that a five-year contract be awarded to Arthur J. Gallagher & Co. at a cost of not to exceed \$307,500.00

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

\* \* \* \* \*

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**Res. No. 21-13**

Motion:            Made By: Michelle McKissack    Seconded:        Edward Stephens

YEA:                Martin Lipinski; Janice Holder; Michelle McKissack; Michael Fulton; Robert Clark; Edward Stephens; Anton Mack; Kristen Bland

NAY:                None

Approved:        March 23, 2021

Absent:             Shelia Williams

**EXHIBIT A**

A. Designing, Marketing, and Implementing

1. Design, market and implement the broadest coverages at the most reasonable cost for exposures of MATA.
2. Present specifications to the marketplace, request quotations for specified programs, respond to the underwriter's questions, and provide additional data if requested.
3. Receive and analyze the underwriter's quotations, determine whether they meet the specifications and whether the price is reasonable, negotiate changes and refinements.
4. Place, cancel and otherwise handle, for the benefit of MATA, all placements, binders, policies and endorsements as requested by MATA in a timetable which would avoid lapse in coverage.
5. Present recommendations to MATA on placement of policies not less than 30 days prior to the expiration of the policies. Include a detailed written report documenting outreach efforts and responses from underwriters.
6. Review policies upon receipt to verify conformance to the specification and negotiations, and request and monitor required changes.
7. Coordinate and provide ongoing services between MATA and the carriers that are normally provided by the underwriters in a fully insured program.

B. Policyholder Services

1. Provide ongoing services to MATA throughout the duration of the contract. Issue required Certificates of Insurance to all insured parties.
2. Keep current on all exposure changes and amend the policies as appropriate.
3. Request modifications to the coverage from the underwriters as required. Monitor requested changes provided by the insurers.
4. Produce and verify accuracy of bills, audits and other premium adjustments.

C. Claims Management and Procedures

1. Monitor activity on claims as presented.
2. Provide status reports to MATA's Risk Manager upon request.



Approved 3/23/21

**TO:** MATA Board of Commissioners  
**FROM:** Gary Rosenfeld, Chief Executive Officer  
**SUBJECT:** RFP 21-07 Insurance Broker Services  
**DATE:** March 23, 2021

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This memo summarizes the procurement process for the procurement of Insurance Broker Services to maintain a self-funded risk management program.

The RFP requested prices for five-year period and was sent to was sent to 12 vendors, formally advertised and posted to MATA's website. The DBE goal was set at 11% for this procurement.

Two responsive and responsible proposals were received. MATA's Evaluation Committee reviewed the two responsive proposals and discussed their findings based on the criteria set forth in the procurement. The proposers could receive a maximum of 500 points. The results of the evaluation committee's evaluations were as follows:

<b>Vendor</b>	<b>Total points</b>
Arthur J. Gallagher & Co.	485
Willis Towers	470

The Evaluation Committee recommends a five-year contract be awarded to Arthur J. Gallagher & Co. at a cost not exceed \$307,500.00 over the five-year period.

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