



## MEMPHIS AREA TRANSIT AUTHORITY

One Commerce Square  
40 South Main Street · Memphis, TN 38103

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

Gary J. Rosenfeld  
Chief Executive Officer

### Board of Commissioners

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

Angus Blair  
Michael Fulton  
Edward Stephens, III  
Janice Holder

Sara Burnett  
Michelle McKissack  
Anton Mack

### Board of Commissioners

Regular Meeting AGENDA

Tuesday, May 30, 2023  
3:30 PM

- I. Call to Order
- II. Board Roll Call

Martin Lipinski  
Gary Rosenfeld

Member	Arrived	Departed	Member	Arrived	Departed
Blair, Angus	1530	1646	Mack, Anton	1530	1713
Burnett, Sara			McKissack, Michelle	1530	1703
Fulton, Michael	1530	1713	Stephens, Edward	1530	1713
Holder, Janice	1530	1713	Williams, Shelia		
Lipinski, Martin	1530	1713			

- III. Approval of Minutes
  - a. Regular Board Meeting – April 18, 2023

Commissioners

- The minutes of the April 18, 2023, Board meeting can be found beginning on page 5.

Item:	Approval of the April 18, 2023, Regular Board Meeting Minutes								
Motion by:	McKissack				Second By:	Mack			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus	X				Mack, Anton	X			
Burnett, Sara				X	McKissack, Michelle	X			
Fulton, Michael	X				Stephens, Edward	X			
Holder, Janice			X		Williams, Shelia				X
Lipinski, Martin			X						

- IV. Executive Session Commissioners
- a. The Board of Commissioners will adjourn to Executive Session to address a personnel issue.
- V. CEO (Chief Executive Officer) Report Gary Rosenfeld
- VI. Consent Agenda Items
- VII. Procurement Item(s)
- a. Resolution to approve change order #2 for the purchase of nine 2023 model year Ford Transit T-350 buses with Creative Bus Sales
- Resolution 23-31
  - Memo 23-31

Item:	Resolution 23-31 to approve change order #2 for the purchase of nine 2023 model year Ford Transit T-350 buses with Creative Bus Sales								
Motion by:	Fulton				Second By:	Stephens			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus				X	Mack, Anton	X			
Burnett, Sara				X	McKissack, Michelle	X			
Fulton, Michael	X				Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia				X
Lipinski, Martin	X								

- b. Resolution to approve change order #1 for Zellner for East Madison Avenue track pavement repair.
- Resolution 23-32
  - Memo 23-32

Item:	Resolution 23-32 to approve change order #1 for Zellner for East Madison Ave track pavement repair									
Motion by:	McKissack				Second By:	Holder				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus				X	Mack, Anton	X				
Burnett, Sara				X	McKissack, Michelle	X				
Fulton, Michael	X				Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia				X	
Lipinski, Martin	X									

- c. Resolution to award a contract to HFT Management, Inc., DBA Gateway Outdoor Advertising for transit advertising, sales, production, installation, and removal.
- Resolution 23-33
  - Memo 23-33

Item:	Resolution 23-33 to award a contract to HFT Management, Inc., DBA Gateway Outdoor Advertising for transit advertising, sales, production, installation, and removal									
Motion by:	Holder				Second By:	Mack				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus				X	Mack, Anton	X				
Burnett, Sara				X	McKissack, Michelle	X				
Fulton, Michael	X				Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia				X	
Lipinski, Martin	X									

- d. Resolution to approve change order #1 to corporate partnership with the Memphis Grizzlies
- Resolution 23-34
  - Memo 23-34

Item:	Resolution 23-34 to approve change order #1 to corporate partnership with the Memphis Grizzlies								
Motion by:	Mack				Second By:	Holder			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus				X	Mack, Anton	X			
Burnett, Sara				X	McKissack, Michelle	X			
Fulton, Michael	X				Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia				X
Lipinski, Martin	X								

- e. Resolution to exercise option to extend term of contract for transit management services with RATP DEV USA, Inc
- Resolution 23-35
  - Memo 23-35

Item:	Resolution 23-35 to exercise option to extend term of contract for transit management services with RATP DEV USA, Inc								
Motion by:	McKissack				Second By:	Stephens			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus				X	Mack, Anton	X			
Burnett, Sara				X	McKissack, Michelle	X			
Fulton, Michael	X				Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia				X
Lipinski, Martin	X								

## VIII. Service and Development

- a. Resolution to provide funding for Year 3 of the Groove On-Demand Mobility program to provide additional transit service in downtown Memphis.
- Resolution 23-36
  - Memo 23-36

Item:	Resolution 23-36 to provide funding for Year 3 of the Groove On-Demand Mobility program to provide additional transit service in downtown Memphis								
Motion by:	Holder				Second By:	Mack			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus				X	Mack, Anton	X			
Burnett, Sara				X	McKissack, Michelle	X			
Fulton, Michael	X				Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia				X
Lipinski, Martin	X								

## IX. Finance Agenda Items

- a. April 2023 Financials

## IX. Acknowledgement of Public Comment

## X. Old or New Business

- a. Extension of the Term of the President/General Manager/Chief Executive Officer
- Resolution 23-37

Item:	Resolution 23-37 Resolution to extend term of appointment of Gary Rosenfeld as President/General Manager								
Motion by:	Mack				Second By:	Holder			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus				X	Mack, Anton	X			
Burnett, Sara				X	McKissack, Michelle				X
Fulton, Michael			X		Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia				X
Lipinski, Martin	X								

## XI. Adjournment

The Next Regular Meeting of the  
MATA Board of Commissioners will Be:

Date to be determined.

**@ 3:30 PM**

At

Memphis Area Transit Authority  
One Commerce Square

40 S. Main Street Memphis, TN 38103

**MEMPHIS AREA TRANSIT AUTHORITY**

Board of Commissioners  
Regular Meeting Minutes

Meeting Date: Tuesday, April 18, 2023 at 3:30pm

The regular meeting was called to by Commissioner Michelle McKissack at 3:23 p.m.

Members present of the Commission are noted as are their departure times:

MEMBER	ARRIVED	DEPARTED	MEMBER	ARRIVED	DEPARTED
Blair, Angus	1530	1649	Mack, Anton	1530	1649
Burnett, Sara	1537	1649	McKissack, Michelle	1530	1649
Fulton, Michael			Stephens, Edward	1530	1649
Holder, Janice	1530	1649	Williams, Shelia	1615	1649
Lipinski, Martin	1530	1649			

Approval of Minutes from February 21, 2023

Item:	Approval of the February 21, 2023, Regular Board Meeting Minutes								
Motion by:	Blair				Second By:	Fulton			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus	X				Mack, Anton	X			
Burnett, Sara				X	McKissack, Michelle	X			
Fulton, Michael	X				Stephens, Edward	X			
Holder, Janice				X	Williams, Shelia				X
Lipinski, Martin				X					

## Resolutions presented and voted upon:

Item:	Resolution 23-24 to approve the renewal of Darktrace Network Cybersecurity software for three years								
Motion by:	Fulton				Second By:	McKissack			
<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>	<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>
Blair, Angus	X				Mack, Anton	X			
Burnett, Sara	X				McKissack, Michelle	X			
Fulton, Michael	X				Stephens, Edward	X			
Holder, Janice				X	Williams, Shelia	X			
Lipinski, Martin				X					

Item:	Resolution 23-25 for the purchase of six non-revenue service vehicles off the Tennessee State Contract								
Motion by:	Fulton				Second By:	Mack			
<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>	<b>Member</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>
Blair, Angus	X				Mack, Anton	X			
Burnett, Sara	X				McKissack, Michelle	X			
Fulton, Michael	X				Stephens, Edward	X			
Holder, Janice				X	Williams, Shelia	X			
Lipinski, Martin				X					

Item:	Resolution 23-26 to award a contract to Shelby Electric Company, Inc for the Main Street LED fixture replacement									
Motion by:	Stephens				Second By:	Burnett				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle	X				
Fulton, Michael	X				Stephens, Edward	X				
Holder, Janice				X	Williams, Shelia	X				
Lipinski, Martin				X						

Item:	Resolution 23-27 for TREKK on-call Program Management Procurement and/or Contract									
Motion by:	Mack				Second By:	Stephens				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle	X				
Fulton, Michael	X				Stephens, Edward	X				
Holder, Janice				X	Williams, Shelia	X				
Lipinski, Martin				X						

Item:	Resolution 23-28 to request additional funding to extend the Groove-On-Demand service through June 30, 2023									
Motion by:	McKissack				Second By:	Mack				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle	X				
Fulton, Michael	X				Stephens, Edward			X		
Holder, Janice				X	Williams, Shelia	X				
Lipinski, Martin				X						



Item:	Resolution 23-29 to request funding to purchase the employee application, Blink									
Motion by:	Burnett				Second By:	Mack				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle	X				
Fulton, Michael	X				Stephens, Edward	X				
Holder, Janice				X	Williams, Shelia	X				
Lipinski, Martin				X						

Item:	Resolution to approve change order 1 to the Allworld Project Management, LLC Contract 21-15									
Motion by:	Stephens				Second By:	Blair				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus	X				Mack, Anton	X				
Burnett, Sara	X				McKissack, Michelle	X				
Fulton, Michael	X				Stephens, Edward	X				
Holder, Janice				X	Williams, Shelia	X				
Lipinski, Martin				X						



**MEMO 23-31**

**TO:** MATA Board of Commissioners

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

**SUBJECT:** To Approve a Change Order for the Purchase of Nine Side-Loading Wheelchair Accessible Vans

**DATE:** May 23, 2023

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On September 28, 2021, the Memphis Area Transit Authority (MATA) Board of Commissioners awarded Contract #21-39 to Creative Bus Sales for the Purchase of up to fifty (50) new side-loading wheelchair-accessible vans.

The reason for this change order is for the purchase of nine additional wheelchair-accessible vans to increase the fleet for MATAPlus service and the Ready Service Project.

MATA staff recommends the approval of the resolution for Change Order #2 in the amount of \$312,651 which brings the contract amount for the nine vans to \$1,122,651.



**MEMO 23-32**

**TO:** MATA Board of Commissioners

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

**SUBJECT:** To Approve a Change Order for the East Madison Avenue Track Pavement Repair

**DATE:** May 23, 2023

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On August 23, 2022, the Memphis Area Transit Authority (MATA) Board of Commissioners awarded Contract #22-43 to Zellner Construction Services for the East Madison Avenue Track Pavement Repair.

The reason for this change order is to increase the contract amount, due to the increase in the cost of materials and supplies.

MATA staff recommends the approval of the resolution for Change Order #1 in the amount of \$102,894 for the remaining construction work that's needed.

**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 23-33**

**RESOLUTION TO AWARD A CONTRACT TO HFT MANAGEMENT INC.,  
DBA GATEWAY OUTDOOR ADVERTISING  
TRANSIT ADVERTISING SALES PRODUCTION, INSTALLATION AND REMOVAL**

**WHEREAS**, The Memphis Area Transit Authority (MATA) solicited proposals from companies for Transit Advertising Sales Production, Installation and Removal under which the companies would provide advertising and related services and MATA would receive a portion of the revenues; and

**WHEREAS**, MATA's Evaluation Committee reviewed the two proposals received that offered bus advertising services; and

**WHEREAS**, HFT MANAGEMENT INC., dba GATEWAY OUTDOOR ADVERTISING offered the most favorable financial terms with a Minimum Annual Guarantee of \$350,000 for the first year, for the second year \$400,000, and the third \$450,000; and \$500,000 for option year four, and \$525,000 for option year five; and

**WHEREAS**, The Evaluation Committee recommends that award of a contract to HFT MANAGEMENT INC., dba GATEWAY OUTDOOR ADVERTISING was in the best interests of MATA considering qualifications/experience, the types of services required, and costs/revenues; and

**WHEREAS**, Staff recommends that a contract be awarded to HFT MANAGEMENT INC., dba GATEWAY OUTDOOR ADVERTISING for a period of three years with one two-year option, subject to final negotiations.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That a three-year contract with a two-year option for transit advertising be awarded to HFT MANAGEMENT INC., dba GATEWAY OUTDOOR ADVERTISING at a Minimum Annual Guarantee of \$350,000 the first year, for the second year \$400,000, and the third year \$450,000 and \$500,000 for option year four, and \$525,000 for option year five; and

**BE IT FURTHER RESOLVED** That the contract award is contingent on successful completion of negotiations on contract terms.



**MEMO 23-33**

**TO:** MATA Board of Commissioners

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

**SUBJECT:** Transit Advertising Sales Production, Installation, and Removal

**DATE:** May 23, 2023

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MATA issued a Request for Proposal on January 26, 2023, for companies to provide services related to bus advertising. The term of the contract was anticipated to be 3 to 5 years. Two proposals were received. This memo provides additional background information and a recommendation for bus advertising.

The Disadvantaged Business Enterprise (DBE) goal was set at 0%.

The financial comparison of the two proposals is shown below.

	Minimum Annual Guarantee  (Years 1-3/Years 4-5)	Guaranteed Annual Percentage of Net Revenues  (Years 1-3/Years 4-5)
Adsposure	\$475,000/\$500,000/\$525,000 \$550,000/\$575,000	50%/50%/50% 50%/50%
Gateway	\$350,000/\$400,000/\$450,000 \$500,000/\$525,000	60%/61%/62% 63%/63%

The Evaluation Committee recommend a contract be awarded to HFT MANAGEMENT INC., dba GATEWAY OUTDOOR ADVERTISING for a period of three years with a two-year option.



**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 23-34**

**RESOLUTION TO APPROVE CHANGE ORDER #1 TO CORPORATE PARTNERSHIP WITH THE MEMPHIS GRIZZLIES**

**WHEREAS**, The Memphis Area Transit Authority (MATA) Board of Commissioners awarded a Contract for a corporate partnership with the Memphis Grizzlies by Resolution No. 22-15 on February 21, 2023; and

**WHEREAS**, MATA has the opportunity to purchase a branded suite to accompany the corporate partnership that would allow year-round utilization, amplification of the MATA brand and highlight MATA in a positive way through a series of events with our internal and external stakeholders.; and

**WHEREAS**, MATA was informed that the addition of a branded suit needs additional monies for year two of the existing negotiated contract in the amount of \$285,000 and

**WHEREAS**, MATA staff is requesting Change Order #1 in the amount of \$225,898 to cover the additional cost associated with the addition of the branded suite which will bring the cost of the contract for year two to \$510,898; and

**WHEREAS**, MATA staff recommends approval of Change Order #1 to Memphis Grizzlies contract for a not to exceed amount of \$510,898; and

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That Change Order #1 be approved with a not to exceed amount of \$510,898 for the year two contract with the Memphis Grizzlies

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

Item:	Resolution 23-34 to approve change order #1 to corporate partnership with the Memphis Grizzlies								
Motion by:	Mack				Second By:	Holder			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus				X	Mack, Anton	X			
Burnett, Sara				X	McKissack, Michelle	X			
Fulton, Michael	X				Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia				X
Lipinski, Martin	X								

Passed: 5/30/2023

Approved: 6/20/2023

Martin Lipinski, Board Chairman

**Memo 23-34**

**To: MATA Board of Commissioners**

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

**Subject: To Approve Change Order for Corporate Partnership with Memphis Grizzlies**

**Date: May 25, 2023**

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MATA would like to utilize services at the FedEx Forum and use these services as incentives for a variety of programs that will enhance MATA's ability to hire and retain employees and enhance our opportunities with internal and external stakeholders. The services will also enhance brand awareness and recruiting efforts through our current Grizzly partnership.

During our inaugural partnership with the Grizzlies, MATA's brand was amplified during six games of which two, we interacted with game attendees and were featured with in game promotions, allowing the MATA brand to reach 34,000 people. To highlight our recruitment efforts, we advertised Go901careers on the Grizzlies website, reaching 22,000 people within a two-week time frame in which 13% of those visitors viewed careers on our website.

Advantages of these services includes, but not limited to; instrumental conversations with those who may not understand the importance of public transit, extension of our community reach and cultivate synergy among team members.

Below are suggestions of how we would incorporate these services into our recruiting, public engagement, and brand awareness efforts.

**Recruitment and Retention:**

1. **Road Trippin' into a New Career:** Register to attend any summer job fair, complete an application, and upon successful completion of an interview, you will be entered to win a pair of ticket to a selected FedEx Forum event.
2. **#MATAPartyof2:** Employees that have successfully recruited someone to join MATA, and the referred employee has successfully completed six months, will be entered to win a pair of tickets to a selected Grizzlies or U of M home basketball game. **BONUS:** If the referred employee has completed 1 year of successful MATA service, BOTH employees will be able to choose a FedEx Forum event to attend together (employees can choose either to redeem prize at six months or 1 year work anniversary).
3. **Employee of the Month:** Selected employees will receive a pair of tickets to a selected Grizzlies or U of M Tigers home basketball game.
4. **Welcome to the MATA Crew!!:** New hires (operators) who successfully complete training (i.e., receive P-endorsement, CDL w/P-endorsement, or Fixed Route operator training), will be entered to win a pair of tickets to selected 2023-24 Grizzlies home game.
5. **Welcome to the MATA Crew!!:** Maintenance and Administration new hires who successfully complete 90 days of employment will be entered to win a pair of tickets to selected Grizzlies or U of M home basketball game.

**Community/ Employee Engagement:**

1. **Transit Equity Night:** Continuing the conversation about the future of public transit.
2. **Celebrate Transit Worker Appreciation Day:** During the month March, we will randomly select employees to attend U of M Tiger basketball home games or Memphis Grizzlies home games.
3. **Not All Superheroes Wear Capes:** Celebrating our Wheel Life Heroes. Employees that have been recognized as a Wheel Life Heroes will receive a pair of tickets to a selected event at the FedEx Forum
4. **You MATTA to MATA:** Celebrating our milestone employees that have reached 25 years of service or higher. Employees will receive a pair of tickets to a selected event at the FedEx Forum
5. **MATA Shuffle:** Surprise & Delight Raffle for Employee night. Once a month, employees will be selected at random and receive a pair of tickets to a U of M Tigers Basketball home game or a Memphis Grizzlies home game.

**Brand Awareness**

1. **How do you ride MATA?** Take a photo, reel, or TikTok of yourself riding any public transportation vehicle using the hashtag #IGO901 to be entered to win 2 suite tix during customer appreciation night at the FedEx Forum
2. **Let's Groove tonight!** When you take 5 trips in a week on groove on demand, enter in to win tickets to an upcoming concert at the FedEx Forum
3. **Travel Smart with Go901 Smartcard!** Use your Go901 smartcard 20 times a month and be entered to win a pair of tickets.
4. **MATA & GRIZZLIES Surprise & Delight:** As an extension of our surprise and delight with the Grizzlies, we will offer a fan a pair of tickets to a home Grizzlies game from attending Trolley Night or transit center.
5. **Reward your Operator:** If you had a great experience with your bus, trolley operator and MATAplus or Ready Driver- Send us a note and the driver will be entered to win a pair of tickets to an event at the FedEx Forum

**How we will Measure Results**

JobVite ATS system will track applicants from GO901careers, UofM games, Grizzlies home games and overall FedEx forum event.

New hires who successfully complete 90 days will be tracked via new hire spreadsheets, completed 90-day surveys, and/or seniority headcounts.

Employees who have referred new hires MUST be listed as the referral on initial employee application.

Job fair registration forms will be completed and captured via Microsoft Docs.

Each month brand awareness & community / employee engagement will be measured by the following:

- Increase in riders in downtown area (Groove on Demand, Trolley, Fixed Route)
- Number of impressions on MATA's social media

- Usage of the #IGo901 hashtag
- Unique website visits to MATA's website
- Unique visits to Go901 careers site and click through rate.
- Employee sentiment (by way of survey)
- Community participation in community events with MATA and Memphis Grizzlies
- Impressions, engagements, and views resulting from relevant content distributed across Grizzlies social channels.
- Impressions, clicks, and click through resulting from digital integrations across Grizzlies web, email, ROS, etc.

**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 23-35**

**RESOLUTION TO EXERCISE FIRST OPTION TO EXTEND TERM OF CONTRACT FOR TRANSIT  
MANAGEMENT SERVICES WITH RATP DEV USA, INC.**

**WHEREAS**, the Memphis Area Transit Authority (MATA) has a Service Contract No. 21-21 for Transit Management Services with RATP Dev USA, Inc. for management and operation of MATA's fixed route, demand response paratransit and light rail trolley system, the initial two-year term of which is ending on June 30, 2023; and

**WHEREAS**, the Transit Management Services Contract also contains three (3) options exercisable solely at the discretion and election of MATA for an additional option term of one (1) year each; and

**WHEREAS**, it is in the best interest of MATA to exercise the first of the said three (3) options so as to extend the term of the Transit Management Services Contract from July 1, 2023, through and including June 30, 2024, at the base price of \$250,867.29; and

**WHEREAS**, the base price also includes 200 hours of RATP Dev USA, Inc. Customer Support Staff labor services at no additional charge, and the Transit Management Services Contract further includes rates for "Additional Services/Special Projects" at MATA's request; and

**WHEREAS**, RATP Dev USA, Inc.'s costs for the additional year under the option have been determined to be reasonable; and

**WHEREAS**, RATP Dev USA, Inc. shall report its DBE participation to MATA.

**NOW, THEREFORE BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That MATA hereby exercises the first of the three one-year options each exercisable at the sole discretion of MATA so as to extend the term of the Transit Management Services Contract No. 21-21 from July 1, 2023 through and including June 30, 2024 at a base price of \$250, 867.29, which also includes 200 hours per year of home office support services included in the Total Base Price, and additional support services to be available to MATA at the costs set forth in the said Transit Management Services Contract.

**BE IT FURTHER RESOLVED**, that MATA reserves all of its rights MATA has as to the second option and the third option, respectively.

**BE IT FURTHER RESOLVED**, that the Chief Executive Officer/President/General Manager, Deputy Chief Executive Officer, Chairman and Vice-Chairperson are authorized to execute the necessary contract documents.

Item:	Resolution 23-35 to exercise option to extend term of contract for transit management services with RATP DEV USA, Inc								
Motion by:	McKissack				Second By:	Stephens			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus				X	Mack, Anton	X			
Burnett, Sara				X	McKissack, Michelle	X			
Fulton, Michael	X				Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia				X
Lipinski, Martin	X								

Passed: 5/30/2023

*Annie Givens*  
Annie Givens, Board Secretary

Approved: 6/20/2023

Martin Lipinski, Board Chairman

**MEMO 23-35**

**TO: MATA BOARD OF COMMISSIONERS**

**FROM: Gary Rosenfeld, MATA Chief Executive Officer/General Manager**

**DATE: May 23, 2023**

**SUBJECT: Transit Management Services Contract with RATP Dev USA, Inc. (Contract No. 21-10)**

By Resolution No. 21-21, the MATA Board of Commissioners awarded a Transit Management Services Contract to RATP Dev USA, Inc. for a maximum contract term of five (5) years. The initial term is 2 years from July 1, 2021-June 30, 2023. The Contract also contains three (3) options exercisable solely at the discretion and election of MATA for an additional option term of one (1) year each.

This Memorandum recommends that the MATA Board exercise the first of the 3 options, to be effective from July 1, 2023-June 30, 2024, inclusive.

The base price for the first Option Year is \$250,867.29. The base price for the current contract year (July 1, 2022-June 30, 2023) is \$243,792.82.

The base price includes 200 hours of RATP Dev USA, Inc. Customer Support Staff labor services at no additional charge. The Service Contract also includes rates for "Additional Services/Special Projects" at MATA's request.

RATP Dev USA, Inc. has provided transit management service since July 1, 2021. Exercise of the first of the three options under the Transit Management Services Contract does not limit or obligate any particular action by the MATA Board as to either the second or third option exercisable solely at the discretion and election of MATA.

Contact me with any questions.

**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 23-36**

**RESOLUTION TO PROVIDE FUNDING FOR YEAR 3 OF THE GROOVE ON-DEMAND MOBILITY PROGRAM  
TO PROVIDE ADDITIONAL TRANSIT SERVICE IN DOWNTOWN MEMPHIS**

**WHEREAS**, The Memphis Area Transit Authority (MATA) through membership in a Transportation Management Association (TMA) with the Downtown Memphis Commission (DMC) and Memphis Medical District Collaborative (MMDC) have successfully funded and operated a mobility program known as the Groove On-Demand service for the past 2 years and desires to continue the program for another year commencing July 1, 2023 through and including June 30, 2024; and

**WHEREAS**, Through the TMA with DMC, MMDC, and MATA, VIA was selected by the TMA as the service provider and has presented a proposal to operate the service for another year with various service options that total \$2,000,000; and

**WHEREAS**, The DMC will contribute \$200,000 to assist in operating the program for another year, or about 10% of an estimated Year 3 program cost of \$2,000,000; and

**WHEREAS**, MATA will fund the remaining operating cost of the service or a not to exceed amount of \$1,800,000. A portion of the remaining cost will be offset by passenger fares; and

**WHEREAS**, The TMA agreement with DMC and MMDC will be subject to applicable requirements of MATA's grant agreement(s) for this undertaking; and

**WHEREAS**, The original service zone of about 7.5 square miles was established to operate the pilot program in Downtown Memphis and New Chicago through collaboration with the DMC and MMDC and subsequently expanded to include President's Island and areas of South Memphis, which now total about 17.5 square miles; and

**WHEREAS**, The service is open to the general public who will pay according to MATA's Board adopted fare provisions and through possible integration with MATA's GO901 App and other payment methods that are to be determined; and

**WHEREAS**, Provision of this service will not adversely impact the existing service and operation of MATA.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That MATA may enter a contract with Via to continue to operate the TaaS program and fund the operating cost of the service at a not to exceed amount of \$1,800,000 for another one-year period from July 1, 2023—June 30, 2024, inclusive.



**BE IT FURTHER RESOLVED** That MATA be authorized to continue its TMA participation with The Downtown Memphis Commission (DMC) and Medical District Collaborative (MMDC) and that the Chief Executive Officer, Chief Administrative Officer, the Chairman and Vice-Chairmen of the MATA Board are authorized to execute Transportation Management Association (TMA) documents, contracts, and other necessary documents.

Item:	Resolution 23-36 to provide funding for Year 3 of the Groove On-Demand Mobility program to provide additional transit service in downtown Memphis								
Motion by:	Holder				Second By:	Mack			
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent
Blair, Angus				X	Mack, Anton	X			
Burnett, Sara				X	McKissack, Michelle	X			
Fulton, Michael	X				Stephens, Edward	X			
Holder, Janice	X				Williams, Shelia				X
Lipinski, Martin	X								

Passed: 5/30/2023

*Annie Givens*  
 Annie Givens, Board Secretary

Approved: 6/20/2023

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 Martin Lipinski, Board Chairman

**MEMO 23-36**

**TO:** MATA Board of Commissioners  
**FROM:** Gary Rosenfeld, CEO  
**RE:** Resolution to provide funding for year 3 contract renewal of the Groove On-Demand Mobility Program  
**DATE:** May 17, 2023

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The purpose of this resolution is to approve another one-year contract for the Groove-on-Demand Service from July 1, 2023, through June 30, 2024. The current contract ends June 30, 2023, and MATA must enter a new contract with Via to continue to provide on-demand services to customers in the Downtown Memphis, New Chicago, and South Memphis service area zone.

MATA, in through membership in the Transportation Management Association with the Downtown Memphis Commission (DMC) and Memphis Medical Center Collaborative (MMDC) has operated the service with Via as a TaaS for the past 2 years and MATA would like to continue the service.

The proposed cost of the annual contract with Via is \$2,000,000. The DMC will contribute \$200,000 of the total cost. Passenger fares collected for the service will be used to offset total costs of the service.

Please let me know if you have any questions.

**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 23-37**

**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 Commissioners, 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**, on March 23, 2021 by Resolution No. 21-10, the term of Gary Rosenfeld's appointment as President/General Manager was extended 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**, based upon the performance evaluations of the MATA Board and Mr. Rosenfeld's accomplishments and performance of the goals and objectives established by the MATA Board, 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 two (2) years from February 19, 2026, through and including February 18, 2028, 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).

**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 two (2) years from February 19, 2026, through and including February 18, 2028, so that his appointment as President/General Manager as herein extended shall be effective through and including

February 18, 2028. 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.

Item:	Resolution 23-37 Resolution to extend term of appointment of Gary Rosenfeld as President/General Manager									
Motion by:	Mack				Second By:	Holder				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Blair, Angus				X	Mack, Anton	X				
Burnett, Sara				X	McKissack, Michelle				X	
Fulton, Michael			X		Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia				X	
Lipinski, Martin	X									

Passed: 5/30/2023

*Annie Givens*  
Annie Givens, Board Secretary

Approved: 6/20/2023

Martin Lipinski, Board Chairman