

MEMPHIS AREA TRANSIT AUTHORITY

1370 Levee Road
Memphis, TN 38108
Telephone: 901-722-7100 www.matatransit.com

MINUTES OF 8/29/17 ITEM 1

Gary J. Rosenfeld
Chief Executive Officer

Board of Commissioners

Sean Healy, Chairman

Andre Gibson, Vice Chairman

Commissioners

Kristen Bland
Roquita Coleman-Williams
Martin Lipinski
Tommy Pacello

Lauren Taylor
John C. Vergos
Shelia Williams

AGENDA

for the

Regular Meeting of the MATA Board of Commissioners

August 29, 2017

3:30p.m.

- I. **Call to Order** Sean Healy
- II. **Board Roll Call** Linda Eskridge
- III. **Approval of Minutes** Sean Healy
 - a. Minutes of the Regular Board Meeting held on July 31, 2017
- IV. **CEO Report** Sean Healy
 - a. Presentation by Gary J. Rosenfeld, Interim CEO
- V. **Consent Agenda** Sean Healy
 - a. Resolution to Award a Contract to Prewitt Enterprises, Inc. d/b/a B & P Enterprises for A.W. Willis Avenue Crossing Project – Res. No. 17-27
 - b. Resolution to Enter into Interagency Agreement Between the University of Memphis and MATA for the Development of A Transit Asset Management Plan & Related Tasks - Res. No.17-28
 - c. Resolution to Authorize a Change Order to the Contract with River City Railroad TTC LLC for Repairs of Pavers and Elastomeric Grout on Main Street Line – Res. No. 17-29

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| VI. | Action Items | Sean Healy |
| VII. | Financial Report | Gil Noble |
| VIII. | Speaker Acknowledgement | Lawson Albritton |
| IX. | Old/New Business | Sean Healy |
| X. | Adjournment | |

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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 July 31, 2017 at 1370 Levee Road Board Room.

BOARD ROLL CALL:

Present: Chairman Sean Healy, Vice Chairman Andre Gibson
Commissioners: Tommy Pacello; Kristen Bland; Martin Lipinski;

Absent: Roquita Coleman-Williams; John Vergos; Shelia Williams; Lauren Taylor

Quorum: Yes

Staff: Lawson Albritton, Senior Administrative Officer; Anthony Amos, Compliance Manager; Thomas Davidson, ATU Local 713; Linda Eskridge, Board Secretary; Frank Hauser, Director of Trolley Ops & Maintenance; Nicole Lacey, Chief Communications Office; John Lancaster, Director of Planning & Scheduling; Al McCoy, Asst. Director of Finance; Maury Miles, Director of Grants & Procurement; Alvin Pearson, Chief Operations Officer; Gary Rosenfeld, Interim Chief Executive Officer; Susan Schubert, Director of Human Resources; Fred Williams, ATU Local 713

Guests: Nicole Bowen and Pearly Bowen, MATAplus Customers; John Haas, Tenn Traxx; Kenya Hooks, City of Memphis; Johnnie Mosley, Citizens for Better Services; Alvan Bidal Sanchez, Memphis MPO

Ms. Linda Eskridge, Board Secretary welcomed all guests and staff to the July 31, 2017 Board of Commissioners Meeting. Ms. Eskridge encouraged everyone to visit the MATA website for updates on any Board Meeting changes. Those that wish to speak were asked to forward their speaker's card to Mr. Lawson Albritton, Speaker Facilitator, and they will be called on at the appropriate time in the meeting.

APPROVAL OF JUNE 27, 2017 BOARD MINUTES – Mr. Pacello moved for approval of the minutes. Mr. Gibson seconded the motion and the June 27, 2017 minutes were unanimously approved.

INTERIM CEO's REPORT:

Mr. Rosenfeld began his report by congratulating our Vice Chairman, Andre Gibson on his selection for number at large for the APTA Executive Committee.

- Mr. Rosenfeld introduced two new MATA staff members to the Board: Mr. Frank Hauser, Director of Trolley Ops & Maintenance and Mr. Anthony Amos, Compliance Manager in charge of DBE, WBE, and MWBE. Each of them gave a brief synopsis of their background, as well as thanked MATA for the opportunity.
- MATA had the opportunity to test drive an Electric Bus brought to Memphis by a Chinese-based company called Build your Dreams. The bus will be in Memphis back in Memphis for about 30 days at the end of the year or the beginning of the next year, and we will run it in service and get the public's perception. It was a great demonstration, the bus came to us from Atlanta and left to go to Buffalo, NY.
- Service changes will go into effect on Sunday August 6, 2017, and the 31 Firestone route is part of the changes. A group of MATA staff, led by Nicole Lacey, CCO walked the New Chicago area on

Saturday, July 29, 2017 and handed out flyers regarding the new services, as well as flyers on employment opportunity. The experience was a great.

- MATA held a summer cookout for the employees. Ms. Patti Champion in Finance department won the Banana Pudding contest. Gary commended the teams who was very supportive of the event.
- MATA's Bus Roadeo will be held in September. Thursday Sept. 28th will be the Maintenance Roadeo; Friday Sept. 29th will be the Retiree Roadeo, and Saturday September 30th will be the Bus/Mataplus/Trolley Roadeo. The Roadeo will also include a Barbeque cooking contest and a Health Fair. We are looking for Judges for Sept. 30th for the Barbeque cooking contest.
- Ms. Roberta Danner, Opr. 1109 achieved 100% OTP five consecutive days. This is an outstanding accomplishment. Also 11 other bus operators was at 92% or better OTP; 13 MATAPlus operators at 97% or better, and four Trolley operators for 92% or better.
- The Performance Measures were discussed in detail. Congratulations to our team on Fixed-Route OTP for June 2017 was 75% and MATAPlus was 95% for June 2017. Mr. Rosenfeld explained what qualifies as on time. Passenger complaints are up a bit and we are also seeing an increase in the number of compliments as well. There is a 2% increase in the number of miles between chargeable maintenance-related road calls. Preventable accidents are at 0.7 up a little from the previous year but still below the national trend.
- Mr. Rosenfeld gave an update of his calendar meetings and events.

Mr. Healy asked would a goal be included for the quarterly recording of the metrics. Mr. Rosenfeld stated that it would as it is part of the tactic development that the team is already going through, as we define how we will gather the data and who will own the data to ensure that it is generated in a timely basis.

Consent Agenda:

There were two items on consent agenda. Chairman Healy asked if there was any discussion on either of the two items. Mr. Gibson had a question on Res. No. 17-24 and it was moved from the Consent Agenda and put under the Finance Committee Agenda. The second item, Res. No. 17-25, under consent agenda was unanimously approved.

1. Resolution to Approve Surplus of Disposal of Surplus Buses – Res. No. 17-25
Mr. Lipinski moved that Res. No. 17-25 be approved. Mr. Gibson seconded the motion.
Resolution No. 17-25 was unanimously approved.

Finance Committee Items:

1. Resolution to Authorize Insurance Coverage – Res. No. 17-24
Mr. Gibson moved that Res. No. 17-24 be moved to the floor for discussion. Mr. Lipinski seconded the motion.

Discussion: Mr. Gibson asked about the DBE goal for this item. Mr. Rosenfeld stated the Brokerage contract is an ongoing contract and will bid again in three years. Mr. Rosenfeld is not aware of any opportunity in terms of insurance coverage that the organization would be below the threshold to qualify for DBE or MBE status. **Resolution No. 17-24 was unanimously approved.**

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Service and Development Items:

1. Resolution to Approve a Contract Modification to SNC-Lavalin Rail & Transit, Inc. – Res. No 17-26
Discussion: Mr. Rosenfeld, Interim CEO, presented this resolution to the MATA Board. As part of the Trolley restart process, MATA had a contract with SNC Lavalin that originally contained nine different task orders. Since started in August 2016 to date, MATA has been behind in our ability to hire a trolley director and safety officer so we had to engage SNC Lavalin to do some of the task that we would normally do inhouse. We need to recognize some of the tasks as part of the contract and establish a budget for that. Hopefully as Frank Hauser becomes well versed in our system, we will be able to cut back on some of the additional funding for the trolley contract. We have identified another 10 items on the out-of-scope work and some oversight. The task will be incorporated. In meeting with the Convention Center, it seems that there will be another project that may have some effect on our trolley system that we will need a lot more investigative work and outreach through our consultants but need to meet to see what all of this would mean to us within the next year. Staff is asking that Board would approve the change order at \$257,906. *Ms. Bland moved that the resolution be put on the floor for discussion. Mr. Pacello seconded the motion.* **Questions:** *Dr. Lipinski asked if MATA is going through a per hour estimate. Mr. Rosenfeld stated that we are going through it line by line. We will continue to make the adjustments and move forward. Mr. Gibson asked going forward how do MATA make sure we are reducing the scope as much as we can. Mr. Rosenfeld stated that as part of the restart, we are regularly meeting with FTA and going through their requirements. The restart process has never been done before, FTA Atlanta, Washington and TDOT are seriously working with MATA. They too are feeling the heat to get the program up and running and trolleys operational. MATA has experienced team members on Board like Frank Hauser, Director of Trolley and Victor Wiley, who is the SSO for the state of Florida will be on Board at the end of the month.* **Resolution No. 17-26 was unanimously approved.**

FY 2017 June Financial Summary**Gil Noble, CFO**

MATA's fiscal year ended June 30, 2017, completing all 12-months of our fiscal year. Our revenues turned out to be \$1.8MM unfavorable to budget, primarily attributable to the book value write-off for disposed vehicles having not-yet-depreciated balances, also due to a shortfall in passenger fares resulting from ridership declines. Our P&L Expenses overall were favorable by \$.9MM, primarily due to lower salaries than budgeted. Passengers fares in FY2017 were less than FY2016, which was less than FY2015. We continue to be challenged with declining ridership resulting from the cumulative impact of transit service reductions; and to a lesser degree to the absence of steel wheel trolleys. Regarding our cash status, we had about \$3.5MM to close the year, which included \$5MM in bridge funding which was received from the city. Compared to the prior year, our cash position is \$1.7MM less favorable. On the other hand, we have about \$1.7MM more grant receivables which relates to the later timing of receiving grant revenues. So, looking at cash and receivables combined, we are in about the same condition as we were at the end of last year. We are working on an FY18 budget, but it is not ready to bring it to the Board, there are still moving parts to resolve. Mr. Rosenfeld stated that in our FY18 budget it will appear as though our Federal funding is secure at this point at current levels. Mr. Rosenfeld attended a meeting in Washington, DC and met with our congressional and senate representatives, nothing was announced that any one was targeting reduced FTA funding.

However, considering how volatile things are in Washington, DC things could change. Mr. Rosenfeld stated that state funding seems to be up as well, and City funding is equal to last year's level. Precarious situation, but cost-effective management team is holding its own and we will continue down that path. **This ended the Financial Report.**

Speakers:

John Haas, Tenn Traxx, 6658 Bent Birch Cove, Memphis, TN 38115

Mr. Haas gave an update from his report at last month's Board Meeting when he addressed the MATA Board about a Passenger Rail System. Mr. Haas stated that they already have grant money to fund a study for Bristol, VA. He stated that the Common Wealth of Virginia is going to ask the state of Tennessee for some participation. The grant money only covers the state of Virginia, and do not extend to Tennessee. He stated they have five main transportation segments, of which he named the segments. Mr. Haas stated that they are staying on top of this and are going to put out some new presentations to the cities of Memphis and Nashville very soon.

OLD/NEW BUSINESS:

Transit Planning Presentation

John Lancaster, Director of Planning & Scheduling

Mr. Lancaster gave an update on the Transit Vision Plan that is being led by Innovate Memphis in coordination with the City's Memphis 3.0 comprehensive plan development. The presentation explained the Federal Transportation Planning process and how our local planning process parallels with the federal process. The presentation explained how the planning process would help identify projects that could be funded through provisions included in the IMPROVE Act. Jarrett Walker Associates, a leading national consultant in transit planning has been hired by Innovate Memphis to conduct this planning process. A video clip was shown from one of Mr. Jarrett Walker's presentations. Key concepts he emphasizes are abundance, access, and freedom through good transit service. For people that depend on transit, your freedom depends on where you can go and when you can go. Mr. Rosenfeld stated that this gives the Board a snapshot of some of the thought processes that Mr. Walker will focus attention on as they help us with our vision for the future of transit in Memphis.

Ms. Eskridge stated that our next Board Meeting will be August 29, 2017 at 3:30p.m. in the MATA Board Room. Mr. Healy addressed his displeasure with Board Members coming into the meeting late. He stated it should not happen again, and requested that they be on time as we owe it to the citizens that we serve. Mr. Gibson moved that the Board Meeting be adjourned.

Mr. Sean Healy, Chairman

**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 17-27

**RESOLUTION TO AWARD A CONTRACT TO PREWETT ENTERPRISES, INC.,
d/b/a B & P ENTERPRISES FOR A. W. WILLIS AVE. CROSSING PROJECT**

**WHEREAS, The Memphis Area Transit Authority (MATA) has a rail trolley system;
and**

**WHEREAS, MATA requires the services of a professional contractor to provide
labor and materials for roadway and railroad improvements associated with safety
items at the A. W. Willis Ave. at-grade crossing of the MATA Trolley track in
downtown Memphis; and**

**WHEREAS, Bids were solicited for this work in accordance with MATA's
Procurement Policy, and the procurement was formally advertised; and**

**WHEREAS, The Tennessee Department of Transportation has 90% Capital funds
available for this procurement; and**

WHEREAS, MATA has 10% capital funds available for this procurement; and

**WHEREAS, A single bid was received (from Prewett Enterprises d/b/a B&P
Enterprises) and was determined to be responsive and responsible; and**

**WHEREAS, Staff recommends that a contract be awarded to Prewett Enterprises
d/b/a B&P Enterprises at a total cost not to exceed \$192,511.16.**

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT
AUTHORITY BOARD OF COMMISSIONERS That a contract be awarded to Prewett
Enterprises d/b/a B&P Enterprises at a total cost not to exceed \$192,511.16.**

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

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Consent Agenda Item A – Resolution No. 17-27

Chairman Healy stated that this item be adopted if there are no objections, and there were no objections.

YEA: Sean Healy; Andre Gibson; Tommy Pacello; Lauren Taylor; John Vergos; Shelia Williams; Martin Lipinski

NAY: None

Approved: August 29, 2017

Absent at Time: Roquita Williams; Kristen Bland



TO: MATA Board of Commissioners
FROM: Gary Rosenfeld, Interim Chief Executive Officer
SUBJECT: A. W. Willis Ave. Crossing Project
DATE: August 29, 2017

MATA's trolley system requires the services of a professional contractor to provide labor and materials for roadway and railroad improvements associated with safety items at the A. W. Willis Ave. at-grade crossing of the MATA Trolley track in downtown Memphis

The Invitation for Bid was sent to twelve vendors, formally advertised and posted to MATA's website. One bid was received as follows:

Prewett Enterprises d/b/a B&P Enterprises	\$192,511.16
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MATA's share for this project is 10% and TDOT's share is 90%. TDOT has reviewed the bid and has authorized MATA to enter into a contract with Prewitt Enterprises.

There was a 5% DBE goal assigned to this procurement. Prewett Enterprises' sub-contractor (GCM, Inc.) is a certified DBE and indicated they would be performing 7.2% of the work, so all of their cost would be counted as DBE participation.

Prewett Enterprise is a former vendor for on-call rail maintenance, and they have performed work on the trolley system in a satisfactory manner. Prewett Enterprises' bid was determined responsive and responsible, and Staff recommends that a contract be awarded to their company for this project at a total cost of \$192,511.16.

This work is scheduled to be conducted between October 9 – 15, 2017.

Let me know if you have questions.

MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS

RESOLUTION 17-28

RESOLUTION TO ENTER INTO AN INTERAGENCY AGREEMENT BETWEEN THE
UNIVERSITY OF MEMPHIS AND MATA FOR THE DEVELOPMENT OF A TRANSIT ASSET
MANAGEMENT PLAN AND RELATED TASKS

WHEREAS, The Memphis Area Transit Authority (MATA) Is responsible for maintaining its equipment and infrastructure, including all its buses, paratransit vehicles, rail trolleys, service vehicles and facilities in a State of Good Repair; and

WHEREAS, Improving transit asset management is now a national policy, as enacted by current Federal surface transportation law with the passage of The Fixing America's Surface Transportation Act (FAST Act); and

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

WHEREAS, A Transit Asset Management Plan will establish clear guidelines to allocate and act for and on fleet and building maintenance and other agency-owned assets; and

WHEREAS, MATA seeks assistance to determine best practices for its transit assets; and

WHEREAS, The University of Memphis has submitted a proposal for providing these services to assist with the development, inventory, and research related to best practices in transit asset management and other tasks through an interagency agreement at a cost of \$125,003.00; and

WHEREAS, Staff has conducted a cost analysis of this proposal and considers the cost to be fair and reasonable; and

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

WHEREAS, Operating funds are available for this project.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS, That an interagency agreement is approved between MATA and the University of Memphis for the development of a Transit Asset Management Plan at a cost of \$ 125,003.00.

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

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Resolution No. 17-28, Item B was pulled from the Consent Agenda

Chairman Healy stated that this item be adopted if there are no objections, and there were no objections.

YEA: Sean Healy; Andre Gibson; Tommy Pacello; Lauren Taylor; John Vergos; Shelia Williams;

NAY: Commissioner Martin Lipinski recused himself because of his close association with the University of Memphis.

Approved: August 29, 2017

Absent at Time: Roquita Williams; Kristen Bland



TO: MATA Board of Commissioners

FROM: Gary Rosenfeld, Interim Chief Executive Officer

SUBJECT: Resolution for an Interagency Agreement with between MATA and the University of Memphis for the Development of a Transit Asset Management Plan

DATE: August 29, 2017

The purpose of this Resolution is to establish an interagency agreement between MATA and the University of Memphis for the development of a Transit Asset Management Plan. The University of Memphis has submitted a proposal totaling \$125,003 to MATA to assist with the development, inventory, and research related to best practices in transit asset management and other related tasks. The enactment of the Fixing America's Surface Transportation Act (FAST Act) created a national policy requiring agencies such as MATA to develop asset management plans to ensure that assets funding with federal funding were maintained in a State of Good Repair.

Since no other proposals have been solicited, MATA staff has reviewed the University of Memphis's Transit Asset proposal and conducted a Cost Analysis to determine that the cost for the scope of services provided is fair and reasonable. In correspondence with FTA's regional office, FTA has concurred that MATA's plan to enter into an Interagency Agreement with the University of Memphis is in keeping with current FTA procurement policies. MATA may solicit other proposals for additional asset management expertise or products related to this process in this area if future needs arise.

A Disadvantaged Business Enterprise (DBE) goal was not established for this procurement since it will be an agreement between MATA and the University of Memphis and no opportunities for DBE participation have been identified. Future solicitations for related expertise or products may provide opportunities for DBE participation.

The results of the Cost Analysis showed that the costs for a similar proposal for another transit agency was 43 percent more than the U of M proposal cost on a per vehicle basis.

For these reasons, Staff recommends approval of an interagency agreement between MATA and the University of Memphis for the development of a Transit Asset Management Plan and related tasks at a cost of \$125,003.

**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 17-29

**RESOLUTION TO AUTHORIZE A CHANGE ORDER TO THE CONTRACT WITH
RIVER CITY RAILROAD TTC LLC FOR REPAIRS OF PAVERS AND ELASTOMERIC
GROUT ON MAIN STREET LINE**

**WHEREAS, The Memphis Area Transit Authority (MATA) has a rail trolley system;
and**

**WHEREAS, The Memphis Area Transit Authority (MATA) Board of Commissioners
approved Resolution No. 17-11 on March 28, 2017 to award a contract to River City
Railroad TTC LLC to provide labor and materials for repairs and replacement of
pavers and elastomeric grout on the Main Street Line for a total cost of \$440,651.05;
and**

**WHEREAS, MATA gave River City Railroad a Notice to Proceed, and they began the
necessary repairs.**

**WHEREAS, River City Railroad has informed MATA that additional labor and
materials are needed (as outlined in the attached memo) which results in a greater
cost than included in the original contract amount; and**

**WHEREAS, The cost of the extra labor and materials stated above will be
\$100,422.46; and**

**WHEREAS, This amount is greater than 10% of the original contract which requires
Board approval in accordance with MATA's Procurement Manual; and**

**WHEREAS, Staff has determined the extra cost to be fair and reasonable and
recommends authorization of the change order; and**

WHEREAS, Capital funds are available for this change order.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT
AUTHORITY BOARD OF COMMISSIONERS That a change order is authorized in the
amount of \$100,422.46 to increase the total cost of the contract with River City
Railroad TTC LLC to \$541,073.51.**

**BE IT FURTHER RESOLVED That the Contracting Officer is authorized to execute
the change order with River City Railroad TTC LLC.**

Consent Agenda Item A – Resolution No. 17-29

Chairman Healy stated that this item be adopted if there are no objections, and there were no objections.

YEA: Sean Healy; Andre Gibson; Tommy Pacello; Lauren Taylor; John Vergos; Shelia Williams; Martin Lipinski

NAY: None

Approved: August 29, 2017

Absent at Time: Roquita Williams; Kristen Bland

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TO: MATA Board of Commissioners

FROM: Gary Rosenfeld, Interim Chief Executive Officer

SUBJECT: River City Railroad TTC LLC Change Order for Repair and Replacement of Pavers and Elastomeric Grout on the Main Street Line

DATE: August 29, 2017

On March 28, 2017, The MATA Board approved a contract with River City Railroad TTC LLC for required repairs and replacement of pavers on the Main Street Mall portion and elastomeric grout on the Mall portion all the way to the Trolley Maintenance and Storage Facility at 547 North Main Street. The approved contract price was \$440,651.05

River City Railroad TTC LLC has informed MATA's Project Manager of additional necessary repairs. Their estimated cost for labor and materials is as follows:

Change Order Request #1	Gauge Rod Repairs	\$ 1,228.80
Change Order Request #2	Gauge Rod Repairs	\$ 3,124.00
Change Order Request #3	Gauge Rod Repairs Peabody Place	\$ 1,298.80
Change Order Request #4	Mastic Strip Repair - Clock Tower	\$ 718.58
Change Order Request #5	Removal of Waterproof Grout and 1" concrete slab under Clock Tower	\$ 14,235.80
Change Order Request #6	Removal of asphalt paving/install angle iron and mastic	\$ 10,702.96
Change Order Request #7 (a)	Repair extending field side mastic by 1.5"	\$ 29,741.60
Change Order Request #7 (b)	Repair cracks created by asphalt not binding to existing mastic	<u>\$ 39,371.92</u>
		<u>\$100,422.46</u>

The total cost of all the extra labor and materials will increase the contract by \$100,422.46 to a total of \$541,073.51. MATA's staff has determined that River City Railroad's costs are fair and reasonable and recommends that the Board authorize a change order to cover the additional cost.

Let me know if you have questions.