



**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

Kristen Bland  
Michael Fulton  
Edward Stephens, III  
Janice Holder

Robert Clark  
Michelle McKissack  
Anton Mack

**Board of Commissioners**

**Regular Meeting**

**AGENDA**

**Tuesday, September 27, 2022**

**3:30 PM**

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

Member	Arrived	Departed	Member	Arrived	Departed
Bland, Kristen			Mack, Anton		
Clark, Robert			McKissack, Michelle		
Fulton, Michael			Stephens, Edward		
Holder, Janice			Williams, Shelia		
Lipinski, Martin					

- III. Approval of Minutes Commissioners
  - a. Regular Board Meeting – August 23, 2022
    - The [minutes of the August 23, 2022](#), Board meeting can be found beginning on page 5.



## VI. Procurement Item(s)

## a. Resolution to Approve a Change Order for Additional Pressure Washing Services at William Hudson Transit

- [Resolution 22-48](#)
- [Memo 22-48](#)

Item:	Resolution 22-48 Approve a Change Order for Additional Pressure Washing Services at William Hudson Transit Center									
Motion by:					Second By:					
<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>	
Bland, Kristen					Mack, Anton					
Clark, Robert					McKissack, Michelle					
Fulton, Michael					Stephens, Edward					
Holder, Janice					Williams, Shelia					
Lipinski, Martin										

## b. Resolution to award a contract to Shuttleworth PLLC for legal services for transit claims

- [Resolution 22-49](#)
- [Memo 22-49](#)

Item:	Resolution 22-49 to award a contract to Shuttleworth PLLC for legal services for transit claims									
Motion by:					Second By:					
<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>	
Bland, Kristen					Mack, Anton					
Clark, Robert					McKissack, Michelle					
Fulton, Michael					Stephens, Edward					
Holder, Janice					Williams, Shelia					
Lipinski, Martin										

## c. Resolution to extend a contract with SSR for engineering and technical services for all Modes

- [Resolution 22-50](#)
- [Memo 22-50](#)

## VII. Service and Development

## VIII. Finance Agenda Items

## a. August Financials

## IX. Acknowledgement of Public Comment

## X. Old or New Business

- a. Fare Policy Draft
- b. MATA plus Code of Conduct
- c. Ready Fare

## XI. Adjournment

The Next Regular Meeting of the:

MATA Board of Commissioners will Be:

**Tuesday, October 25, 2022**

**3:30pm**

At

Memphis Area Transit Authority

One Commerce Square – 40 S. Main Street

Memphis, TN 38103

## Board of Commissioners

## Regular Meeting Minutes

Meeting Date:  
Tuesday August 23, 2022  
3:30 PM

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

Member	Arrived	Departed
Bland, Kristen		
Clark, Robert	1533	1627
Fulton, Michael	1533	1627
Holder, Janice	1533	1627
Lipinski, Martin	1533	1627
Mack, Anton	1533	1627
McKissack, Michelle	1541	1627
Stephens, Edward	1533	1627
Williams, Shelia	1555	1627

## Approval of Minutes from June 28, 2022

Item:	Approval of the July 26, 2022, Regular Board Meeting Minutes									
Motion by:	Fulton				Second By:	Stephens				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Bland, Kristen				X	Mack, Anton	X				
Clark, Robert	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 22-43 to award a contract to ZELLNER for East Madison Avenue track pavement repair									
Motion by:	McKissack				Second By:	Williams				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Bland, Kristen				x	Mack, Anton	x				
Clark, Robert	X				McKissack, Michelle	X				
Fulton, Michael	X				Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia	x				
Lipinski, Martin	X									

Item:	Resolution 22-44 to award a contract to <b>A &amp; B CONSTRUCTION</b> for the Powerhouse Demolition Project									
Motion by:	McKissack				Second By:	Williams				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Bland, Kristen				X	Mack, Anton	X				
Clark, Robert	X				McKissack, Michelle	X				
Fulton, Michael	X				Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia	X				
Lipinski, Martin										

Item:	Resolution 22-45 to approve capital budget for fiscal year 2023									
Motion by:	Holder				Second By:	Clark				
Member	Aye	Nay	Abstain	Absent	Member	Aye	Nay	Abstain	Absent	
Bland, Kristen				X	Mack, Anton	X				
Clark, Robert	X				McKissack, Michelle	X				
Fulton, Michael	X				Stephens, Edward	X				
Holder, Janice	X				Williams, Shelia	X				
Lipinski, Martin	X									

The meeting was adjourned by Chair Lipinski at 4:27PM.

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**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 22-46**

**RESOLUTION TO APPROVE CHANGE ORDER #1 TO THE THREE-YEAR SERVICE LICENSING AGREEMENT  
WITH REMIX, INC. FOR INCLUSION OF NEW ON-DEMAND TRANSIT PLANNING PLATFORM**

**WHEREAS**, Remix software has assisted MATA’s Planning and Development staff since 2016 in more efficiently proposing data-driven service change proposals and completing Title VI service equity analysis; and

**WHEREAS**, Remix software will be used by MATA’s planning and development staff for future transit planning analysis and service improvements, as well as transit planning studies with the Memphis Metropolitan Planning Organization to determine areas or new zones for the implementation of MATA’s new on-demand services; and

**WHEREAS**, MATA Staff recommends that the current Remix software license be amended to include the new on-demand planning platform for an additional cost of \$38,450 over the existing 33-month time period of September 1, 2022 through May 31, 2025. This will increase the total contract cost from \$119,200 as awarded by prior Board Resolution No. 22-17 to \$157,650.; and

**WHEREAS**, funds are available for this procurement.

**NOW THEREFORE, BE IT RESOLVED BY MEMPHIS AREA TRANSIT AUTHORITY BOARD OR COMMISSIONERS**, That Change Order #1 be approved with a not to exceed amount of \$38,450 for the Remix Software, Inc. contract through the remaining contract period of September 1, 2022, through May 31, 2025.

**BE IT FURTHER RESOLVED**, That the Contracting Officer be authorized to execute the change order and documents related to the agreement.

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

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**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 22-47**

**RESOLUTION TO RECOGNIZE LINDA ESKRIDGE ON HER RETIREMENT**

**WHEREAS**, Linda has been an invaluable and vital fixture in The Memphis Area Transit Authority (MATA) for more years than she cares to admit; and

**WHEREAS**, hundreds of employees and staff have benefited from her outstanding service;

**WHEREAS**, Linda enjoys the respect of many board members, employees and the public;

**WHEREAS**, Linda has served as Executive Assistant to three General Managers;

**WHEREAS**, Linda has been a source of inspiration for dozens of employees at MATA;

**WHEREAS**, Linda has also held the position of unofficial MATA Choir leader especially notable at birthday celebrations;

**WHEREAS**, Linda enjoys time with her family and her Church;

**WHEREAS**, Linda seeks to spend more time doing her good work in the community;

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** does recognize and thank Linda Eskridge for her tireless and dedicated service to the Memphis Area Transit Authority over the past 25 years.

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**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 22-48**

**RESOLUTION TO APPROVE CHANGE ORDER #1 TO TRENDS GROUP LLC. FOR  
PRESSURE WASHING SERVICES AT WILLIAM HUDSON TRANSIT CENTER**

**WHEREAS**, The Memphis Area Transit Authority (MATA) Board of Commissioners awarded a Contract for Pressure Washing Services at William Hudson Transit Center to Trends Group LLC. by Resolution No. 19-15 on April 23, 2019; and

**WHEREAS**, MATA has the need for additional Pressure Washing Services at William Hudson Transit Center; and

**WHEREAS**, The costs for these services exceed the existing contract amount and MATA have agreed to increase the current contract amount of \$620,374.80 to add an additional amount of \$145,350 by Change Order #1 to accommodate additional pressure washing services at William Hudson Transit Center; and

**WHEREAS**, MATA staff recommends approval of Change Order #1 to Trends Group LLC contract for a not to exceed amount of \$145,350; 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 \$145,350 for the remainder of the contract with Trends Group LLC.

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

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**MEMO 22-48**

**TO:** MATA Board of Commissioners

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

**SUBJECT:** To Approve a Change Order for Additional Pressure Washing Services at William Hudson Transit Center

**DATE:** September 27, 2022

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On April 23, 2019, Memphis Area Transit Authority (MATA) awarded Contract #19-15 to Trends Group LLC. for Pressure Washing Services at William Hudson Transit Center.

MATA staff have requested for additional bi-weekly pressure washing services at William Hudson Transit Center.

MATA staff recommends the approval of the resolution for Change Order #1 in the amount of \$145,350 for the remainder of the contract due to expire on April 30, 2024.

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**MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS**

**RESOLUTION NO. 22-49**

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

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

**WHEREAS**, by Resolution No. 19-31 adopted on June 27, 2019, the MATA Board Of Commissioners awarded a five-year contract to Kirkpatrick Law Firm for legal services for transit claims, beginning July 1, 2019, and ending on June 30, 2024; and

**WHEREAS**, in June 2022, Kirkpatrick Law Firm notified MATA that it was closing its office and that Scott Kirkpatrick, Esq. had retired from the practice of law; and

**WHEREAS**, Kirkpatrick Law Firm provided legal services for transit claims as to numerous claims, including but not limited to lawsuits, both pending and threatened, in which MATA and transit personnel are parties; and

**WHEREAS**, it is necessary, appropriate and in MATA's best financial and legal interests that legal services as to transit claims continue to be provided by experienced attorneys until completion of a solicitation for a multi-year contract for legal services for transit claims; and

**WHEREAS**, a formally advertised solicitation for a multi-year contract for legal services for transit claims will be issued; and

**WHEREAS**, in the interim until the solicitation for legal services for a multi-year contract is completed and the MATA Board awards a contract for legal services for transit claims, it is necessary that a temporary and interim contract for legal services for transit claims be issued; and

**WHEREAS**, this is a professional services contract, and is recommended for award on an emergency basis due to the imminent threat to MATA's property and there being insufficient time for advertising in newspapers and as required by local laws and adhering to competitive procurement requirement; and

**WHEREAS**, Shuttleworth PLLC has provided a proposal to provide such legal services; and

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

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

## HOURLY RATES FOR KIRKPATRICK LAW FIRM

PARTNER	ASSOCIATE	PARALEGAL
\$180.00/hr.	\$170.00/hr	\$100.00/hr

**WHEREAS**, MATA General Counsel recommends that a contract be awarded to Shuttleworth PLLC for legal services involving transit claims at the rates stated above for a period not to exceed four (4) months.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That a contract be awarded to Shuttleworth PLLC for legal services involving transit claims at the rates stated above beginning October 1, 2022, and ending on January 31, 2023 or the last day of the calendar month in which the Board of Commissioners awards a contract for legal services for transit claims, whichever first occurs.

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**MEMO 22-49**

**TO:** MATA Board of Commissioners

**FROM:** Bruce M. Smith, MATA General Counsel  
cc. Gary Rosenfeld, Chief Executive Officer & General Manager

**SUBJECT:** CONTRACT ON INTERIM BASIS FOR LEGAL SERVICES FOR TRANSIT CLAIMS

**DATE:** September 21, 2022

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This Memorandum summarizes the procurement need and process for the request to the Board of Commissioners to award a contract for transit claims legal services to Shuttleworth PLLC on a temporary and interim basis until a formal solicitation for legal services can be completed and a contract is awarded by the Board of Commissioners. This is a professional services contract and is recommended for award on an emergency basis. MATA at present has numerous pending transit claims, including pending and threatened lawsuits, involving substantial and significant sums of money.

The MATA Board Of Commissioners awarded a five-year contract to Kirkpatrick Law Firm for legal services for transit claims, beginning July 1, 2019, and ending on June 30, 2024. [Resolution No. 19-31, awarded June 27, 2019].

In June 2022, Scott Kirkpatrick, Esq., closed his law office and retired from the practice of law for health reasons.

Mr. Kirkpatrick and Kirkpatrick Law Firm had been provided legal services as to transit claims for many years. At the time of his retirement, Mr. Kirkpatrick provided legal services as to numerous claims and lawsuits, both pending and threatened, in which MATA and transit personnel are parties. MATA General Counsel Bruce Smith has worked with MATA's Claims Manager and has covered Mr. Kirkpatrick's files and obligations since his cessation from the practice of law.

The amount of the claims is very substantial and significant. MATA will issue a Request For Proposals for a multi-year contract for legal services for transit claims.

Until the solicitation is completed and the Board of Commissioners awards a multi-year contract for legal services for transit claims, it is important and in MATA's best legal and financial interests that experienced attorneys be retained to be responsible for transit claims, both those for which Kirkpatrick Law Firm was responsible and claims submitted prior to the award of a multi-year contract by the Board of Commissioners.

Shuttleworth PLLC is very experienced in providing legal services as to claims defense, both in the governmental sector and the private sector. Shuttleworth PLLC has submitted a proposal to provide legal services as to transit claims on a temporary and interim basis at hourly rates of \$180.00 for Partners, \$170.00 for Associates and \$100.00, which General Counsel finds to be reasonable. Shuttleworth PLLC would begin representation within two (2) business days of award of a contract by the Board Of Commissioners. The anticipated term of the contract is October 1, 2022, through January 31, 2023. The term can be shortened at the discretion of the Board of Commissioners based on award of a multi-year contract by the Board of Commissioners at an earlier date. [Return to the Agenda](#)

**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS  
RESOLUTION NO. 22-50**

**RESOLUTION TO APPROVE CHANGE ORDER #2 TO SSR, INC. FOR ON-CALL GENERAL ENGINEERING AND PROGRAM MANAGEMENT SERVICES**

**WHEREAS**, The Memphis Area Transit Authority (MATA) Board of Commissioners awarded a contract for On-Call General Engineering and Program Management to SSR, Inc. by Resolution 19-27 on June 27, 2019, for a total contract amount of \$500,000; and

**WHEREAS**, The MATA Board of Commissioners approved Change Order #1 in the amount of \$200,000 on January 26, 2021, by Resolution 21-05, for a total contract amount of \$700,000; and

**WHEREAS**, MATA has additional engineering and architectural design needs for trolley projects and modifications to existing facilities to maintain the existing facilities in a state of good repair and to accommodate new electric buses and charging infrastructure; and

**WHEREAS**, Task order proposals for these services exceed the existing contract amount and requires that current Contract be increased by a total \$1,700,000; and

**WHEREAS**, MATA staff recommends approval of Change Order #2 to the SSR, Inc. Contract for an additional amount of \$1,700,000 and that the contract performance period be extended to March 31, 2023.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That Change Order #2 be approved for an increase of \$1,700,000 to the SSR, Inc. Contract for a total not to exceed contract amount of \$2,400,000 and that the Contract performance period be extended to March 31, 2023.

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

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

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MEMO 22-50

TO: Board of Commissioners

FROM: Gary Rosenfeld, CEO

SUBJECT: RESOLUTION TO APPROVE CHANGE ORDER #2 TO SSR, INC. FOR ON-CALL GENERAL ENGINEERING AND PROGRAM MANAGEMENT SERVICES

DATE: September 27, 2022

MATA, in contract with SSR, has determined that there are additional tasks needed completion that fall within the purview of Contract 19-27 approve through Resolution 19-27. MATA has additional engineering and architectural design needs for several trolley projects and modifications to existing facilities and to maintain the existing facilities in a state of good repair and accommodate new electric buses.

The following Task Descriptions require immediate attention and funding:

TASK ORDER NAME/DESCRIPTION	AMOUNT ALLOCATED
Levee Road Office Reconfiguration Project	\$500,000
Riverside Drive at Beale Street Bridge Repair	34,118
Parking Lot Reconfiguration Project	15,395
Bus Was Repairs and But Lot Changes	53,800
Main Street Track Pavement Repairs	15,000
Plate covers/drainage switch conversion/COM plans	55,000
Bus Maintenance Facility Pit Covering	15,000
OCS Pole Replacement	81,736
White Paper Project	33,752
Trolley Station Design	16,838
MSF Facility Assessment	58,900
MSF Fuel Assessment/CDs	13,188
Flangeway Solution Project (tied to White Paper) Shadyac south	133,700
ADA and U2 Integration for all Madison Ave. Stations	36,500
New Station Plan (Madison St near Walgreens)	53,000
Pole Relocation (2) expanding trolley maintenance facility, turn-out, expanding rail facility	250,000
Bus Electrification	75,109

TASK ORDER NAME/DESCRIPTION	AMOUNT ALLOCATED
Pole Review at Main and Beale (Mobility Center)	5,000
Earth Box Drainage #3	28,000
MSF Track as-built DRAWING development	12,000
<b>TOTAL NEW TASK ORDERS</b>	<b>\$1,486,036</b>
<b>Contingency 10%</b>	<b>148,604</b>
Original Contract Award	500,000
Change Order	200,000
<b>Contract overages/remaining balance</b>	<b>58,176</b>
<b>Total amount needed</b>	<b>1,634,639</b>
<b>Budget amount</b>	<b>1,692,816</b>
Requested Amount	<b>\$1,700,000</b>

MATA staff recommends and requests the approval of Change Order #2 in the amount of \$1,700,000.00. Please let me know if you have any questions.

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