

MINUTES
MEETING OF THE BOARD OF DIRECTORS
METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

December 12, 2019

The Board of Directors of the Metropolitan Atlanta Rapid Transit Authority held a meeting on December 12, 2019 at 1:50 p.m. in the Board Room on the 6th Floor of the MARTA Headquarters Building, 2424 Piedmont Road, Atlanta, Georgia.

Board Members Present

Roberta Abdul-Salaam
Robert L. Ashe III
Jim Durrett
William "Bill" Floyd
Roderick A. Frierson
Ryan Carter Glover
Jerry Griffin
Freda B. Hardage
Alicia M. Ivey
John "Al" Pond
Rita A. Scott
Christopher Sean Tomlinson*
W. Thomas Worthy

MARTA officials in attendance were: General Manager/CEO Jeffrey A. Parker; C-Suite Team Members – Chief Administrative Officer Luz Borrero, Chief of System Safety, Security & Emergency Management Wanda Dunham, Chief of Bus Operations Collie Greenwood, Chief Financial Officer Kevin Hurley (Interim), Chief of Staff Melissa Mullinax, Chief Counsel Elizabeth O'Neill, Chief of Capital Programs, Expansion & Innovation Franklin Rucker, Chief of Rail Operations David Springstead; AGMs Heather Alhadeff, LaShanda Dawkins, Virgil Fludd, Gena Major, Dean Mallis, Pat Minnucci (Acting), Kirk Talbott, Emil Tzanov and Tom Young (Interim); Executive Director Paula Nash (Interim); Sr. Directors Pia Forbes, Lyle Harris (Contract), Colleen Kiernan, Erica Pines and Don Williams; Directors John Cochran (Acting), Jacqueline Holland (Acting), Donna Jennings, Connie Krisak and Dorinda McCombs; Manager Richard Thomas; Manager Executive Office Administration Tyrene Huff; Sr. Executive Administrator Board of Directors Tonya Gantt, Sr. Executive Administrator Finance Keri Lee. Others in attendance Ed Bishop, Dennis Carman, Adrian Carter, Abebe Girmay, Erik Leach, Courte Middlebrooks, Eric Petersen, LaTonya Pope and Akio Turner.

* Christopher Tomlinson is Executive Director of Georgia Regional Transportation Authority (GRTA), and is therefore a non-voting members of the MARTA Board of Directors

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Also in attendance were Robert Highsmith, Jr. of Holland & Knight, LLP; S. Bowland; Tim Brown; William Byrd; Ila W. Collins of S.L. King & Associates, Inc.; Nathaniel Dyer; Vincent Fort; Jeanne Harrison; Joseph Hudson; Charles E. Johnson, Sr. of Williams-Russell Johnson, Inc./Stanley Love-Stanley; Chuck Johnson II of WR&J; Maggie Lee; Ivenue Love-Stanley; Neil Lyon; B.J. Martin of Pond & Company; Jamida Orange of MLK March Committee; Keith Parker of Clayton County Citizen Advisory Group; Soji Tinubu of WR&J; Danica Thompson of McGuire Woods Consulting; Susan Tong; Julie Walker; David Wickert of The AJC; Sherry Williams of Georgia Stand-Up.

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Public Comment

Mr. Nathaniel Dyer. Addressed concerns regarding Agenda Item #3c – Resolution Authorizing the Award of Contracts for Architectural and Engineering Design Services for MARTA; Station Rehabilitation Program, AE43955.

Ms. Susan Tong on behalf of Lisa Bailey, a MARTA Mobility client. Ms. Bailey's concern is MARTA Mobility scheduling – buses are extremely late, sometimes up to one hour.

Mr. Joseph Hudson. Spoke on behalf of the joint venture of WJR and SLS. MARTA needs to move its DBE program forward and come up with new ways of assessing its minority suppliers. There needs to be a systematic way to provide for an understanding of economic impact on the community, i.e., capacity growth, taxes returned to the community, etc.

Ms. Jamida Orange. Thanked MARTA for providing the buses for the yearly MLK March. Additionally, she asked that MARTA investigate two areas: a) there is a consistent problem with the infrastructure of the red/gold line and b) please look at the MARTA APP. It does not work correctly.

Mr. Charles Johnson, Sr. We are a 43-year old firm. This is the third time I have come before the Board. Local involvement and community involvement should have a higher priority on MARTA's list. He stated that no one could do a better job than his firm when it comes to Agenda Item #3c. Resolution Authorizing the Award of Contracts for Architectural and Engineering Design Services for MARTA's Station Rehabilitation Program, AE43955.

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Mr. Keith Parker. Ms. O'Neill made mention in today's Work Session that there were high capacity trains coming to Clayton County. He asked for a point of clarity noting he is only aware that commuter rail and BRT would come to Clayton County. Regarding the Fifteenth Amendment, he asked for clarity on a bus maintenance facility in Clayton County.

Ms. Sherry Williams. Thanked MARTA for installing an elevator at the Oakland City MARTA Station. Also thankful for MARTA getting the main escalators up and running at the station. Ms. Williams thanked MARTA for the Mobility Conference held at MARTA Headquarters.

Mr. Richard Byrd. Personally witnessed MARTA's growth from the Atlanta Transit System to what MARTA is today. Please look at local-grown talent and resources when issuing procurements.

Mr. Vincent Fort. For the bulk of years I was in the Legislature, I sat on the MARTOC Oversight Committee. Beginning in 2003, I saw minority contractors being treated differently. I saw friends of government getting contracts from MARTA who never put forth a bid. I am troubled by Item #3c, which could be a conflict of interest. I am very concerned MARTA is turning away from its historical commitment to minority contractors.

Minutes of the November 14, 2019 Meeting of the MARTA Board of Directors

On motion by Ms. Ivey seconded by Ms. Scott, the minutes were unanimously approved by a vote of 12 to 0, with 13* members present.

Planning & External Relations Committee Report

Mr. Ashe reported that the Planning & External Relations Committee met on November 21, 2019 and approved the following resolution:

- a. Resolution Authorizing the General Manager/CEO or His Delegate to Amend the Current Contract to Add Additional Funds for the Procurement of CPMO Consultant Supplemental Services, RFP P43871

On motion by Mr. Ashe seconded by Mr. Floyd, the resolution was unanimously approved by a vote of 12 to 0, with 13* members present. A copy of the resolution, **AS APPROVED, IS ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

The Committee received the following briefing:

- a) 2020 Legislative Program

Operations & Safety Committee Report

Mr. Griffin reported the Operations & Safety Committee met on November 21, 2019 and approved the following resolutions:

- a. Resolution Authorizing the Solicitation of Proposals for the Procurement of UPS Preventive Maintenance and Services, RFP P43068
- b. Resolution Authorizing Award of Contracts for the Procurement of Bus and Rail Car Detergent/Degreaser, IFB B44237
- c. Resolution Authorizing the Award of Contracts for Architectural and Engineering Design Services for MARTA's Station Rehabilitation Program, AE43955
- d. Resolution Authorizing the Modification of a Sole Source Contract for Autonomous Track Inspection System (ATIS) Pilot Program, P38738
- e. Resolution Authorizing the Modification of a Sole Source Contract for Autonomous Track Inspection System (ATIS) Independent Evaluation Services, P38775
- f. Resolution to Enter Into an Intergovernmental Agreement With Georgia Piedmont Technical College (GPTC) for Transit Operator Training Courses, Request for Proposals P45519

Ms. Abdul-Salaam said in terms of comments the Board received regarding Item 3c, along with unreadiness from some of the Board members, she feels it would be appropriate to hold Item 3c as a separate vote.

Mr. Griffin moved that Item 3c be held as a separate vote. Mr. Durrett seconded. The Board unanimously agreed.

Mr. Griffin motioned to vote on items a, b, d, e, f. Mr. Durrett seconded. The Board unanimously approved the resolutions by a vote of 12 to 0, with 13* members present. A copy of the resolutions, **AS APPROVED, ARE ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

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Mr. Durrett motioned approval of Item 3c. Mr. Griffin seconded.

Ms. Abdul-Salaam asked Chair Hardage and Board members for reconsideration of the vote on Item 3c – to ensure equity, to look at past history and to review the different forms of contracts, i.e., Request for Information, Request for Proposal, Request for Interest, etc.

Chair Hardage called on Ms. O'Neill.

Ms. O'Neill informed the Board Item 3c followed procurement methods as set out in MARTA policy. It is a qualifications-based solicitation under the Brooks Act. All necessary steps were followed as far as a Source Evaluation Committee and the procedure that was laid out in the proposed evaluation when the solicitation was first put out. All proponents were advised as to how it would work.

Ms. Abdul-Salaam countered that it was said that it was a Request for Proposal and then that it was a Request for Interest. She said she understands there are some differences, additionally the Board had not gotten any information on the Selection Evaluation Committee until today. The Board should have been given time to review this information.

Chair Hardage said a key point is any time there is a solicitation you have up to 15 days to appeal after the award has been given. If it passes today, you have another 15 days. To date, there are no appeals on this item.

Mr. Durrett addressed the Board noting this item has been given appropriate attention and proper time for discussion. He said the process that led to the recommendation was a good process. He said he also believes there is no conflict of interest related to any of the firms that were presented as the top firms. He said those are his beliefs as a member of this body.

Mr. Frierson said there is a formal process to request a protest if there is concern and it can still be done. We want to make sure that all parties that want to participate are given a fair opportunity.

Ms. Scott questioned the 15-day interval, asking, is that after those that were not afforded the contract or made aware – are they all made aware at the same time?

Chair Hardage said yes, after the Operations & Safety Committee meeting they were informed and they will be informed again today.

Chair Hardage called for the vote.

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The resolution failed by a vote of 7 to 0, with 12 members present.

The following Board members abstained: Mr. Frierson, Mr. Glover, Ms. Ivey, Mr. Pond, Ms. Scott.

Business Management Committee Report

Mr. Durrett reported the Business Management Committee met on November 21, 2019 and approved the following resolutions:

- a. Resolution Authorizing a Modification in Contractual Authorization for the Enterprise Performance Management Planning and Budget System, P39893
- b. Resolution Authorizing the Award of a Single Source Contract for Webtitan Content Filtering Service for WI-FI on Mobility, Buses and Rail Services for Five Years, P45224
- c. Resolution Authorizing Renewal of MARTA's Excess Operating Property and Liability Insurance Coverage

On motion by Mr. Durrett seconded by Mr. Ashe, the resolutions were unanimously approved by a vote of 12 to 0, with 12 members present. A copy of the resolutions, **AS APPROVED, ARE ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

The Committee received the following briefing:

- a) FY 2020 September Financials and Key Performance Indicators

Audit Committee Report

Mr. Pond reported the Audit committee met on November 22, 2019 and received the following briefings:

- a) Results of MARTA's Annual External Audit for FY 19
- b) MARTOC Management Audit
- c) Internal Audit Activity
- d) Cybersecurity Update

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Resolution to Amend the By-Laws of the Metropolitan Atlanta Rapid Transit Authority to Create a New Standing Committee, to Realign the Responsibilities of the Committees of the Board of Directors and to Delete Outdated References

Ms. O'Neill reported this resolution creates the addition of a fifth Committee in order to realign the Standing Committees. The new alignment will be as follows:

1. Planning & Capital Programs Committee
2. Operations & Safety Committee
3. Business Management Committee
4. External Relations Committee
5. Audit Committee

The other proposed change is the deletion of outdated language, i.e., 'notice to Board members will be through telegraph'.

On motion by Mr. Durrett seconded by Mr. Ashe, the resolution was unanimously approved by a vote of 12 to 0, with 12 members present. A copy of the resolution, **AS APPROVED, IS ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

Resolution Approving the Fifteenth Amendment to the Rapid Transit Contract and Assistance Agreement (RTCAA)

Ms. Scott offered a friendly amendment to change the date on Exhibit C on page 20 of the RTCAA regarding Indian Creek Station in DeKalb County where it states that it will begin refurbishment in 2021. She asked that the date be changed to 'late 2020'.

On motion by Ms. Scott seconded by Mr. Frierson, the resolution was approved by a vote of 10 to 2, with 12 members present. A copy of the resolution, **AS APPROVED, IS ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

Mr. Ashe voted no, stating he had no objection to the friendly amendment but would have to vote 'no' for reasons he previously stated to the Board.

Ms. Abdul-Salaam voted no.

2020 Schedule of Board Meetings and Standing Committee Meetings

On motion by Mr. Worthy seconded by Ms. Ivey, the Schedule was unanimously approved by a vote of 12 to 0, with 12 members present. A copy of the Schedule, **AS APPROVED, IS ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

Nominating Committee Report

Mr. Glover reported the Nominating Committee met on November 26, 2019 and by unanimous consent agreed to present the following Slate of Officers for the Board's consideration:

Freda B. Hardage, Chair
William "Bill" Floyd, Vice Chair
Robert L. Ashe III, Immediate Past Chair
Roberta Abdul-Salaam, Secretary
Alicia M. Ivey, Treasurer

Mr. Glover motioned for approval. Mr. Ashe seconded. The Board unanimously agreed on the 2020 Slate of Officers by a vote of 12 to 0, with 12 members present.

McDean, Inc. vs. MARTA

In the case of McDean, Inc. versus MARTA; Fulton Superior Court Action 2018PB306160, Ms. O'Neill requested approval of a settlement in the amount of \$5.9M.

On motion by Mr. Griffin seconded by Mr. Ashe, the settlement was approved by a vote of 11 to 0, with 12 members present.

Mr. Pond abstained.

Other Matters

Ms. Abdul-Salaam, on behalf of MARTA patron Safiya Khalid requested that correspondence from Ms. Khalid be added to the official records of today's meeting.

Chair Hardage concurred.

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Ms. Ivey asked that Ms. Paula Nash meet with public commenter, Mr. Joe Hudson to collaborate regarding MARTA's Diversity & Inclusion Division.

Comments from the Board

Mr. Ashe addressed Board members and colleagues, stating it has been several months since Mrs. Juanita Jones Abernathy passed. He said it is his hope in 2020, MARTA will honor her appropriately.

He wished all a Merry Christmas and Happy New Year.

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Chair Hardage wished everyone Happy Holidays.

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Adjournment

The meeting of the MARTA Board of Directors adjourned at 2:07 p.m.