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**MEMPHIS AREA TRANSIT AUTHORITY**

1370 Levee Road  
Memphis, TN 38108

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

Gary J. Rosenfeld  
Chief Executive Officer

Board of Commissioners  
Martin Lipinski, Chair  
Shelia Williams – Vice-Chair

Kristen Bland  
Michael Fulton  
Edward Stephens, III  
Janice Holder

Robert Clark  
Michelle McKissack  
Anton Mack

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**Board of Commissioners  
Regular Meeting  
AGENDA  
Tuesday May 25, 2021  
3:30 p.m.**

- |      |   |                 |
|------|---|-----------------|
| I.   | Call to Order                           | Martin Lipinski |
|      | a. Recognition of Special Guests        |                 |
| II.  | Board Roll Call                         | Linda Eskridge  |
| III. | Approval of Minutes                     | Commissioners   |
|      | a. April 27, 2021 Regular Board Meeting |                 |
| IV.  | CEO Report                              | Gary Rosenfeld  |

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



- V. Procurement Item(s)
- a. Resolution to Authorize the Purchase of Diesel Fuel: Gary Rosenfeld
    - [Resolution No. 21-17](#)
    - [Information Memo](#)
    -
  - b. Resolution to Authorize the Purchase of Unleaded Gasoline: Gary Rosenfeld
    - [Resolution No. 21-18](#)
    - [Information Memo](#)
  - c. Resolution to Approve Change Order #1 to Contract #16-08 to SSR, Inc. for On-Call General Engineering and Program Management Services: Gary Rosenfeld
    - [Resolution No. 21-19](#)
    - [Information Memo](#)
  - d. Resolution to Award a Contract to Delta Foremost Chemical Corp. for the Purchase of a Three-Year Supply of Fleet Shampoo with Two-Year Option: Gary Rosenfeld
    - [Resolution No. 21-20](#)
    - [Information Memo](#)
- VI. Financial Items(s) Bernhard Rudolph
- a. Resolution to Award a Contract for Transit Management Services to RATP Dev USA, Inc. and to Terminate Services Contract No. 16-08 with First Transit, Inc.: Gary Rosenfeld
    - [Resolution No. 21-21](#)
    - [Information Memo](#)
  - b. Financial Report Bernhard Rudolph
- VII. Acknowledgement of Speaker's Comments Lawson Albritton
- X. Old/New Business Martin Lipinski
- XI. Adjournment Martin Lipinski

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## MINUTES OF THE APRIL 27, 2021 BOARD MEETING

**CALL TO ORDER:** A virtual meeting of the MATA Board of Commissioners was called to order by Chairman Martin Lipinski at 3:30 p.m. on Tuesday, April 27, 2021.

### BOARD ROLL CALL:

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

*Absent:* Kristen Bland

*Quorum:* Yes

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

*Mr. Rosenfeld read the justification for MATA holding the Board meeting via electronic means.*

There were no special guests present.

Minutes of the March 23, 2021 Board of Commissioners Meeting were moved for approval by Mr. Fulton and seconded by Mr. Stephens. The minutes were unanimously approved.

### CEO Report – Gary Rosenfeld

#### Key Performance Indicators:

- Ridership is rebounding nicely for the month. For the month of March, we had 293,591 riders. Anecdotally in April we had more riders this year than last, probably contributed to the increase in capacity onboard our bus. We had 259,000 riders on Fixed Route and 9,500 riders on MATApplus, which is a 50% increase over February. Trolley had 25,050 riders, which is within striking distance of 20.
- OTP continues to be a struggle on the Fixed Route side, however, made good progress from February's issues with storms. We are at 64.8%. We continue to struggle with recruitment of bus operator, and during the month of March, we were slowed down by the capacity constraints. Demand Response show a 98.3% with a goal of 95%. Congratulations to the MATApplus team for a job well done. Trolley hit 90.6 for the month of March. Congratulations to the trolley team.
- Mileage began to rise as we put more service in the streets. Overall, motor bus had 418,000 miles traveled and MATApplus fleet traveled about 153,000 miles.
- Customer comments fell slightly during the month of March. It should also be noted that they dropped dramatically after we increased the capacity. Motor Bus for the month of March



had 82 comments; MATApplus had 18 comments; and trolley had four comments. Gary gave a breakdown of the comments. MATApplus reservations unit saw a big increase in the number of calls, about 14,000 over the February time-period. The call duration went up slightly, and hold time went up slightly and is certain within acceptable standard. Dispatch and abandoned calls remain flat, and the dispatch calls went down a bit, which is acceptable. We processed 54 applications during the month of March. We plan to reopen the Assessment Center on May 17<sup>th</sup>

- Miles between Road calls rose nicely from the month of February as we were hit with a hard freeze February and it does take on toll of our fleet, and it was nice to see the comeback from the low in February as well as exceed last year's. There were 8 preventable accidents and 13 non-preventable accidents.
- On April 16, we increased bus capacity to 20 passengers on Fixed Route buses, but still requiring facemasks. Although the federal requirement is set to expire, it is anticipated that the federal requirement is expected to be extended. Even if the federal requirement is not extended, there is still local ordinance that requires facemasks. We will continue to require that in order to provide our employees and passengers with the safest mitigation practices as we can and increase the capacity of the buses. We, as well as our passengers, are excited about this.
- The U2 car showed up in Memphis. This is the modern streetcar we will be using to test our system to demonstrate the car and make sure that it can do what it needs to do. Then we can decide in the future as to whether we will move to modern streetcars for Madison and Main Street Lines and keep the Heritage cars on the Riverfront. The cars are stored downtown. We will be out and about with the car from time to time.
- We started transporting passengers to the Pipkin Center free of charge to get everyone vaccinated. This is the way we can solve this problem in the community. We hope everyone will take advantage of the giveaways at the Pipkin Center as well as the free transportation to get there and get bank.
- Over the last week we have some new data capabilities and we put them to work right away on the vaccination information. As of April 26, we have transported 116 passengers to the Pipkin Center and issued 312 passes, we give away four passes per vaccination for those riding the Fixed Route, no charge on demand response side. We are excited about that and you will start to see this type of format data shared with you as we integrated it more and more into our regular routines.
- Onsite we had an event for employees to get vaccinations. On April 14 we had 80 employees and on April 29 our employees will be eligible for their second dose. We have about 130 employees that have been vaccinated, and we will continue to push this for our employees.
- MATA had two meetings in the Boxtown community to introduce the community to the demand response that will be launching there this summer. Over 25 residence attended, some in person and some online, and asked questions and challenged us. Nevertheless, we are excited about this program and MATA plans to get out in the field more doing meetings in Whitehaven and Westwood in June.
- The next Board Meeting will be May 25<sup>th</sup> at 3:30pm in the MATA Board Room. The in-house meeting will be for Commissioners and staff only.



### Other news:

The parent company that owns MTM, which is the management company that MATA contracts with for the daily operation and the management of the organization has been sold to an Equity group. It has been publicly announced. What it has done is give us cause to look at Structure of the contractual relationship with respect to MATA and how it contracts for its different services. In the coming weeks, we will be sharing information with the Board with some potential recommendations on the way this is set up. We will probably be looking for some Board Members to participate in a Blue-ribbon committee on stakeholders and business and community leaders to get some input, to document the input, and pull together a viable plan for the future. Timeframe is at least six weeks out. Our management contract was coming to its natural conclusion in September of this year and Bruce Smith, our general counsel is managing the RFP process to renew or change the vendor that provides this service, so we were going through this process anyway, we will continue this process. So, as we go through this transition period, it may be the perfect time to make some changes to enhance the service delivery to the customer and enable MATA to better utilize its relationship with its stakeholders. It does not mean anything for us right now, although the FirstGroup has requested to have the opportunity to have an assignment of this contract in case it need to be extended. *Ms. McKissack alluded to the facemask and the federal mandate possibly being dropped and ask how it would impact, if the governor of Tennessee recently mentioned dropping the facemask mandate for the State of Tennessee. Would we still be ok with our municipal facemask mandate?* Mr. Rosenfeld stated that we would still be ok as there is no statewide mandate for mask in Tennessee and never has been. The federal mandate went into effect shortly after the Biden administration came on Board and he is guessing it will be renewed. The goal is to protect people that might not been vaccinated and certainly those that are vulnerable. That is being taken care of by the Mayor's Executive Order and do not see that being reduced anytime soon. *Ms. McKissack stated that she mis-spoke and the governor just announced that they would like for municipalities across the state to end their mask mandate today. Mr. Clark stated that CEO Doug McGowen stated they would be reviewing that request from the governor as they feel it is a little premature to decide at this time. Mr. Fulton stated he thinks the federal mask mandate will expire on May 11 and will probably get extended. As far as the state mask, he thinks the governor has control over 89 of the Health Departments and then there are six in Shelby County and in that six we kind of have an autonomy on our rules and what we are going to do. As stated by Mr. Clark over the next 30 days it will be interested as to how it plays out. Mr. Fulton stated we have limited our ridership to 20 riders, what are we using to keep it at 20 riders, or what are we using as guideline as far as limiting our ridership.* Mr. Rosenfeld stated what we are using a combination of CDC guidelines and Local guidelines. Especially when we are looking are various changes for example in school where they reduced the distancing from six feet to three feet, plus the other mitigating factors onboard our buses. When we add up all the mitigating factors that we apply to it, it makes logical sense that we could reduce it to that three-foot area, which would take it to 20 passengers. *Mr. Fulton asked what our stats on how many people are using or riding the Groove, and what are the feedback that we are receiving from the people.* Mr. Rosenfeld stated that what he can tell from reading the customer service reports are favorable.



Mr. Rosenfeld ask Mr. Lancaster for any ridership report that he may have. Mr. Lancaster stated that our two highest ridership days are Tuesdays and Thursdays. We are averaging about 18 passengers on those two days and when you average it out, you are probably somewhere within that 35 to 45 range. It is building slowly and has plateaued a little the past couple of weeks. Overall, those are favorable numbers starting out as early as they are. *Mr. Fulton asked with the on-service demand starting out this summer, have the date been identified yet.* Mr. Rosenfeld stated the dates have not been identified. We are going to do a soft opening utilizing our MATAplus customers first and then bring onboard the opportunity for fixed route customers, but it will be a June/July timeframe.

#### Service and Development Items

- a) Resolution to Extend Mobility Planning Services Contract to Marlene Conner Associates  
-Res. No. 21-14

Discussion: Mr. Rosenfeld stated that Marlene Conner and Associates has been working with MATA on multiple different projects including this On Demand project that will be starting up this summer. They help us with policy and contractual development. Their contract has been extended and we are requesting a change order in the amount of \$194,000 to accommodate the exiting and anticipated task order needed for the remainder of the contract period. This contract is task order driven. We established a contract amount in the beginning and draw down against it and we have hit that limit. We respectfully request that change order #1 be approved and we will execute upon that approval. Mr. Lipinski called for approval of the resolution. *Ms. Holders moved that the resolution be put on the floor for discussion approved and Mr. Clark seconded the motion.* **The Resolution Passed**

- b) Resolution to Award a Contract to ALLWORLD Project Management, LLC and HDR for Program Management Services –Res. No. 21-15

Discussion: Mr. Rosenfeld stated as he alluded to in the previous item, we regularly go to bid for professional services and issue contracts and draw down against those contracts using task orders. As you may recall we went out to bids for a project management recently and we have really a backlog of projects to get done, and we do need the assistance of some project management firms. We had two firms to participate, and I am pleased to bring this item to the Board in that we would like to get under contract both companies as they both bring specialty opportunities to the table. With that in mind, we would like to ask that staff be authorized to enter into agreements with both Allworld Project Management and HDR Engineering in the amount of \$1MM each with a term of the contract over a five-year period and the funding would come from the capital grants they will be working on. *Mr. Clark moved that the resolution be put on the floor for discussion and Mr. Stephens seconded the motion.* Mr. Fulton stated that he tasked management and DBE Officer, Amos with increasing our minority participation for DBE participation and he is happy that they continue to try to answer on that. *Mr. Fulton gave cutos to management and Mr. Amos on that. Mr. Fulton asked for clarity on the criteria listed in the informational memo, as two of the criteria had the same information? Monica How will you decide over the next five years who gets what? What is the decision-making process in your contracts?*



Mr. Rosenfeld stated that we will call on the strength of each organization as identified in their proposals. Although they both have experience in construction, one has more experience in electric vehicles. Given these opportunities exist, we will call on their strengths. What this also allows us to do is introduction competition into getting the job done. By doing it this way, we will potentially light the fire under different vendors to get the job done. Part of the issue is many agencies accepting business as usual as we go through this process.

We are trying not to accept business as usual and set ourselves up to be in compliance of our procurement policies and practices yet also introduce higher levels of competition with a sense of urgency to get the job done. Mr. Rosenfeld stated this contract is for up to \$1MM over a five-year period and those funds come from the grant themselves that we use for the capital project. **The Resolution Passed**

Procurement Agenda Item(s)

- a) Resolution to Approve Sole Source Justification for Purchase of Upgraded Camera System for MATA Facilities to Include Levee Road Campus –Res. No. 21-16

Discussion: Mr. Rosenfeld stated in this case what we have is a very complex system of cameras and surveillance equipment that is required by many of our grant agreements. We are at the point where we need to upgrade certain pieces of our system, as equipment grows more and more digital it becomes more and more difficult to keep analogue equipment integrated in the system, and what we are doing is upgrading our cameras through a subscription service with Memphis Communications Company, which has done a very good job for MATA over the years. The new subscription cost is about \$67,080 a month, which works out to about \$325,412.00 over a four-year period. Mr. Fulton moved that the resolution be put on the floor for discussion. Mr. Stephens seconded the motion.

Finance Agenda Item(s)

Financial Report YTD through March 2021

Overall, finances are looking good. Revenues are under budget by \$6.8MM, which is a timing difference. We received \$8.5MM in federal operating assistance this past week and will make up for it in April. Expenses are \$2.5MM ahead of budget. We are doing well on expenses leaving an operating margin of \$4.3 behind budget, and again, it is a timing difference. On the Fare side, passenger fares are about \$473,000 behind budget; Fixed route was unfavorable to budget by \$426,000; MATAplus was unfavorable by \$36,000; and Trolley was \$11,000 below budget year to date. On a Cash Basis, we did not need to go after the Bridge Loan this year. The cash flow forecast shows we are good until the end of the year at which time we will start drawing on the city funds for FY22. Overall, we are looking good. This ended the Financial Report.



Acknowledgement of Speaker's Comments

Comment No. 1

From: Anthony Hardaway and Linda Street

To: Ms. Nicole Lacey

Ms. Lacey, we need the 69 bus to return to the original route. Instead of going around the community, return it back to original route which includes Mitchell Rd, Horn Lake, and back through the Walker Homes and West Mitchell Subdivision.

Thanks.

Anthony Hardaway and Linda Street

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Comment No. 2

Ms. Mildred Morris  
2948 Yale Street  
Memphis, Tennessee  
901-324-3029

Emergency, please return Route 53 to its original service for the Binghampton Community. The former Route 53 used to serve the community by using Tillman Street, Johnson Avenue, and Holmes Street. The new Union Route 1 does not serve the community well. Neighborhood residents are not using the service and it does not go the places that I need to go. The routing needs to be changed back to the way it was before." Thank you.

Sincerely,

Ms. Mildred Morris





Comment No. 3

To: MATA Board of Commissioners

From: Johnnie Mosley, Founding Chairman, Citizens for Better Service

Date: April 26, 2021

Subject: Comments for Board of MATA Board of Commissioners

I know that this may be rather shocking to the MATA Board of Commissioners, but I want to take this opportunity to thank Mr. Rosenfeld and the MATA administration for holding two separate meetings about the future on demand transit as a new transit option in Southwest Memphis this past Saturday at the Mount Pisgah Missionary Baptist Church which is located at 3636 Weaver Road.

I am the first to admit that both meetings were informative and productive. However, there was nothing said to convince me that on demand transit would be a long-term solution to the public transportation woes which continue to plague the residents of Boxtown and the surrounding communities.

I still believe that on demand service will bring a new set of problems to those who have suffered years of cuts, neglect, and elimination in the area of public transportation. I see frustrations in scheduling of appointments. I see a much lower ridership per hour with on demand transit as opposed to a steady ridership with fixed route service. At a time when MATA is stating that funding for public transit the around country is trending downward, I see no hope in guaranteed funding to sustain what I once called the "high expense associated with the cost of communication, technology, scheduling and dispatch for on-demand transit".

I am reminded of how on demand transit met untimely deaths in Santa Clara County, California, San Francisco, California, and Kansas City, Missouri with members of the Santa Clara Valley Transportation Authority, San Francisco's Chariot and the Kansas City Area Transportation Authority literally acting as pallbearers at the funerals. But I am convinced if there was any good to come out of the two separate meetings, it was that MATA stated that it would not use this experiment to replace the fixed route service in Boxtown and the surrounding communities. However, if for some reason MATA changes its mind, that will be the day that when on demand transit without fixed route service as an insurance policy will be a kiss of death to public transportation in Boxtown, Weaver Subdivision, West Junction/Walker Homes, and Whitehaven.

As founding Chairman of Citizens for Better Service, I understand why Daily Memphian Reporter Blake Fontenay described the new on demand transit service as "the wave of the future" with a question mark. Therefore, I will continue to join Mr. Sammie Hunter, co-chair of the Memphis Bus Riders Union and others in their calling for the increase in frequencies of fixed route service in underserved communities across the city of Memphis and Shelby County. I believe that this is the best way to increase the numbers in the ridership on fixed routes when our city makes a return to normalcy.



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Comment No. 3

I look forward to working with the MATA administration and others on ways to transform public transportation in our city into a first-class public transportation system. I thank the MATA administration for its willingness to answers any future questions I and others may have about the upcoming transit experiment.

Thanks to the MATA Board of Commissioners for listening to these comments.



#### Old Business

Mr. Rosenfeld recognized the MATA Team: Tiena Quinn, Scott Fox, John Lancaster, and Nicole Lacey for putting together the program that was held in Boxtown this past weekend. Those community meetings are not easy to prepare for and the team did a great job in doing so.

Mr. Rosenfeld took the opportunity to respond to a comment that was received last month to the respect of termination of an employee. The incident was investigated and the incident for which he was released was not the only incident of him being late for work. Also, during the storm period MATA had set up some shuttle service for those employees who could not get to work due to their vehicles were behind heavy stone and the road were impassable. Many employees took advantage of that and that went over for over a week. Mr. Rosenfeld stated that he just wanted to Commissioners to know that we investigated as we said we would and just wanted to report back on the finding.

#### New Business

The APTA Conference and Expo will be held August 31-September 3, 2021. We need to get everybody lined up that wishes to attend to get an adequate number of hotel spaces reserved, as well as program spaces.

Board of Commissioners next meeting will be May 25, 2021.

#### Adjournment

Mr. Lipinski called for a motion to adjourn. Ms. McKissack moved that the meeting be adjourned, and Mr. Clark seconded the motion. The meeting was adjourned.

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Martin Lipinski, Chairman



**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 21-17**

**RESOLUTION TO AUTHORIZE THE PURCHASE OF DIESEL FUEL**

**WHEREAS**, The Memphis Area Transit Authority (MATA) is required to maintain an inventory of diesel fuel to ensure the efficient and continued operation of its fleet; and

**WHEREAS**, Staff projects that the requirement for diesel fuel is approximately 1,200,000 gallons per year; and

**WHEREAS**, MATA has funds available through its operating budget to purchase such diesel fuel; and

**WHEREAS**, MATA solicited bids from vendors to participate in the procurement process for diesel fuel in accordance with MATA's Procurement Manual which included the possibility of awarding a fixed-price contract for 1,200,000 gallons of low-sulfur diesel fuel and to purchase off the spot market; and

**WHEREAS**, This procurement was formally advertised; and

**WHEREAS**, MATA received six responsive and responsible offers from vendors willing to participate in both the fixed-price and the spot market procurement; and

**WHEREAS**, Staff recommends that the following companies be authorized to participate in the procurement process for both the fixed-price and the spot market procurement for a one-year period:

Colonial Oil Sales  
Gladieux Energy  
Guttman Energy

HTP Energy  
Mansfield Energy  
Petroleum Traders Corporation; and

**WHEREAS**, MATA Staff recommends the Board authorize it to lock in a fixed-price contract for 1,200,000 gallons of low-sulfur diesel fuel with the lowest bidder from the vendors listed above on the date requested by the MATA Staff during the period of June 1, 2021 – October 31, 2021 provided the price per gallon does not exceed \$2.40; and

**WHEREAS**, MATA Staff recommends the Board authorize it to purchase diesel fuel on the spot market from any of the vendors listed above during the fiscal year on an as-needed basis until a fixed-price contract is awarded and for quantities of diesel fuel required above 1,200,000 gallons if a fixed-price contract is awarded.



**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That the MATA Staff is authorized to lock in a fixed-price contract for 1,200,000 gallons of low-sulfur diesel fuel with the lowest bidder from the vendors listed above on the date requested by the MATA Staff during the period of June 1, 2021 – October 31, 2021 provided the price does not exceed \$2.40 per gallon.

**BE IT FURTHER RESOLVED** That the MATA Staff is authorized to purchase diesel fuel off the spot market during the fiscal year from any of the vendors listed above until a fixed-price contract is awarded and for quantities of diesel fuel above the 1,200,000 gallons if a fixed-price contract is awarded.

**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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**TO: MATA Board of Commissioners**

**FROM: Gary Rosenfeld, CEO**

**SUBJECT: IFB 21-12, Purchase of Diesel Fuel**

**DATE: May 25, 2021**

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MATA has issued a solicitation for diesel fuel. The current contract for diesel fuel expires November 5, 2021.

Based upon MATA's procurement process for diesel fuel that the Board approved on February 24, 2014, MATA's Staff requested vendors to indicate if they would agree to participate in submitting quotes during the period of June 1, 2021 – October 31, 2021 for the purpose of locking in a fixed-price contract for 1,200,000 gallons of ultra-low sulfur diesel fuel. They were also asked to indicate if they would submit quotes during the year for diesel fuel off the spot market.

The six vendors listed below submitted their required certificates and stated they were willing to participate.

Colonial Oil Sales  
Gladieux Energy  
Guttman Energy

HTP Energy  
Mansfield Energy  
Petroleum Traders Corporation

MATA's Contracting Officer has determined that all six were responsive and responsible. MATA is recommending that the Board authorize Staff to obtain quotes from the vendors listed above during the period of June 1, 2021 – October 31, 2021 in order to lock in a fixed-price contract for 1,200,000 gallons of ultra-low sulfur diesel fuel. If Staff determines that the market price is fair and reasonable and does not exceed the Board-established maximum price per gallon of \$2.40, we will request the vendors to provide their best price and then lock in the price with the lowest bidder.

MATA is also recommending that the Board authorize Staff to obtain quotes from any of the vendors listed above during the fiscal year to purchase diesel fuel off the spot market until a fixed-price contract is awarded and for quantities of fuel needed above the 1,200,000 gallons if a fixed-price contract is awarded. Staff will review quotes received and issue a purchase order to the lowest bidder that can deliver the quantity within the required delivery time.

Please let me know if you have questions or would like to discuss.

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**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 21-18**

**RESOLUTION TO AUTHORIZE THE PURCHASE OF UNLEADED GASOLINE**

**WHEREAS**, The Memphis Area Transit Authority (MATA) is required to maintain an inventory of unleaded gasoline to ensure the efficient and continued operation of its vehicles; and

**WHEREAS**, Staff projects that the requirement for unleaded gasoline will be approximately 160,000 gallons per year; and

**WHEREAS**, MATA has funds available through its operating budget to purchase such fuel; and

**WHEREAS**, MATA solicited bids from vendors to participate in the procurement process for unleaded gasoline in accordance with MATA's Procurement Manual which included the possibility of awarding a fixed-price contract for 160,000 gallons of unleaded gasoline with the remaining gallons needed during the year to be purchased off the spot market; and

**WHEREAS**, This procurement was formally advertised; and

**WHEREAS**, MATA received six responsive and responsible offers from vendors willing to participate in the procurement for the unleaded gasoline for 160,000 gallons; and

**WHEREAS**, Staff recommends that the following companies be authorized to participate in the procurement process for both the fixed-price and the spot market procurement for a one-year period:

Colonial Oil Sales  
Gladieux Energy  
Guttman Energy  
HTP Energy  
Mansfield Energy  
Petroleum Traders Corporation; and

**WHEREAS**, MATA Staff recommends the Board authorize it to lock in a fixed-price contract for 160,000 gallons of unleaded gasoline to the lowest bidder during the period of June 1, 2021 – October 31, 2021 provided the price per gallon does not exceed \$2.40; and

**WHEREAS**, MATA Staff recommends the Board authorize it to purchase gasoline on the spot market from any of the vendors listed above during the fiscal year on an as-needed basis until a fixed-price contract is awarded and for quantities of unleaded gasoline required above 160,000 gallons if a fixed-price contract is awarded.



**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That the MATA Staff is authorized to lock in a fixed-price contract for 160,000 gallons of unleaded gasoline to the lowest bidder during the period of June 1, 2021 – October 31, 2020 provided the price does not exceed \$2.40 per gallon.

**BE IT FURTHER RESOLVED** That the MATA Staff is authorized to purchase unleaded gasoline off the spot market during the fiscal year from any of the vendors listed above until a fixed-price contract is awarded and for quantities of unleaded gasoline above the 160,000 gallons if a fixed-price contract is awarded.

**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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**TO: MATA Board of Commissioners**

**FROM: Gary Rosenfeld, CEO**

**SUBJECT: IFB 21-12, Purchase of Unleaded Gasoline**

**DATE: May 25, 2021**

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MATA has issued a solicitation for unleaded gasoline. There is no current contract for unleaded gasoline. MATA is buying off spot market.

Based upon MATA's procurement process for unleaded gasoline that the Board approved on February 24, 2014, MATA's Staff requested vendors to indicate if they would agree to participate in submitting quotes during the period of June 1, 2021 – October 31, 2021 for the purpose of locking in a fixed-price contract for 160,000 gallons of unleaded gasoline. They were also asked to indicate if they would submit quotes during the year for prices for these commodities off the spot market.

The six vendors listed below stated they were willing to participate in the procurement for the fixed-price contract for 160,000 gallons of unleaded gasoline.

Colonial Oil Sales  
Gladieux Energy  
Guttman Energy

HTP Energy  
Mansfield Energy  
Petroleum Traders Corporation

MATA's Contracting Officer has determined that all six were responsive and responsible. MATA is recommending that the Board authorize Staff to obtain quotes from the vendors listed above during the period of June 1, 2021 – October 31, 2021 in order to lock in a fixed-price contract for 160,000 gallons of unleaded gasoline. If Staff determines that the market price is fair and reasonable and does not exceed the Board-established maximum price per gallon of \$2.40, we will request the vendors to provide their best price and then lock in the price with the lowest bidder.

MATA is also recommending that the Board authorize Staff to obtain quotes from any of the vendors listed above during the fiscal year to purchase unleaded gasoline off the spot market until a fixed-price contract is awarded and for quantities of unleaded gasoline needed above the 160,000 gallons if a fixed-price contract is awarded. Staff will review quotes received and issue a purchase order to the lowest bidder that can deliver the quantity within the required delivery time.

Please let me know if you have questions or would like to discuss.

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**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 21-19**

**RESOLUTION TO APPROVE CHANGE ORDER #1 TO CONTRACT #16-08 TO SSR, INC. FOR ON-CALL  
GENERAL ENGINEERING CONSULTING AND PROGRAM MANAGEMENT SERVICES**

**WHEREAS**, Contract 16-08 was awarded on March 29, 2016, via Resolution 16-08, to Smith Seckman Reid, Inc. (SSR), 2650 Thousand Oaks Boulevard, Suite 3200, Memphis, TN 38118 in the amount of \$500,000; and

**WHEREAS**, MATA has determined that SSR completed the necessary work as the On-Call General Engineering Consultant for the Madison Ave Paving Repair and the Trolley Maintenance Facility project; and

**WHEREAS**, The cost of the work associated with these two task orders exceeded the existing contract amount and it is necessary to increase the current contract amount by \$110,000 to \$610,000 with Change Order #1 to complete the work and close out the contract; and

**WHEREAS**, MATA staff recommends approval of Change Order #1 to Contract #16-08 for an amount not to exceed \$110,000; and

**WHEREAS**, MATA staff has determined that funds are available for Change Order #1.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That Change Order #1 be approved with an amount not to exceed \$110,000 for Contract #16-08 and increase the total contract amount from \$500,000 to \$610,000.

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

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

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**TO:** MATA Board of Commissioners

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

**RE:** RESOLUTION TO APPROVE CHANGE ORDER #1 TO CONTRACT #16-08 TO SSR, INC. FOR ON-CALL GENERAL ENGINEERING CONSULTING AND PROGRAM MANAGEMENT SERVICES

**DATE:** May 25, 2020

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The purpose of this Resolution is to cover additional costs for ongoing engineering design and inspection work associated with existing task orders for repairs along the Madison Avenue rail line and Trolley Maintenance Facility. The cost of the additional work totals about \$110,000. The total cost exceeds 10% of the original contract amount and is over the \$50,000 threshold for approval by the Contracting Officer and requires approval by the MATA Board of Commissioners.

Approval of this Change Order will cover the cost of the additional work and increase the total contract amount from \$500,000 to \$610,000. This will also allow the close out of Contract #16-08.

For these reasons, MATA staff recommends the approval of Change Order #1 in the amount of \$110,000.

Please let me know if you have any questions.

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**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 21-20**

**RESOLUTION TO AWARD CONTRACT TO DELTA FOREMOST CHEMICAL CORP.  
FOR THE PURCHASE OF THREE-YEAR SUPPLY OF FLEET SHAMPOO W/TWO-YEAR OPTION**

**WHEREAS**, The Memphis Area Transit Authority (MATA) is required to purchase fleet shampoo to ensure efficient and continued operation of its fleet and support vehicles; and

**WHEREAS**, MATA issued IFB 21-08 Three-Year Supply of Fleet Shampoo w/Two-Year Option for companies to provide a one-gallon shampoo samples for a blind test along with their respective bid; and

**WHEREAS**, Three responsive and responsible offers were received; and

**WHEREAS**, Contract award is based on a blind product test, DBE participation and lowest responsive and responsible bid; and

**WHEREAS**, Delta Foremost Chemical Corp. submitted responsive bid, was selected during the blind product testing, and has shown Good Faith Effort to reach the DBE goal; and

**WHEREAS**, Staff has determined that the bid is responsible and recommends approval of a contract with Delta Foremost at a cost of \$31,521.60 per year for a total cost not to exceed \$94,564.80 for three years and \$157,608.00 with the two-year option.

**NOW, THEREFORE**, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS That a contract be awarded to Delta Foremost Chemical Corp. for the purchase of a Three-Year Supply of Fleet Shampoo w/Two-Year Option at a cost of \$31,521.60 per year for a total cost not to exceed \$94,564.80 for three years and \$157,608.00 with the two-year option.

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

\* \* \* \* \*



**TO: MATA Board of Commissioners**

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

**SUBJECT: IFB 21-08 Three-Year Supply of Fleet Shampoo w/Two-Year Option**

**DATE: May 25, 2021**

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Fleet Shampoo is necessary for the daily washing of revenue and non-revenue vehicles. MATA secures the fleet shampoo in quantities to ensure efficient and effective pricing.

An IFB was sent to 15 vendors, formally advertised, and posted to MATA's website. The DBE goal was set at 26% for this procurement. Three responsive and responsible bids were received. After blind testing of the submitted products and showing Good Faith Effort to meet the DBE goal, MATA staff determined that a contract for a Three-Year Supply of Fleet Shampoo should be awarded to Delta Foremost Chemical Corp. at a cost not to exceed \$94,564.80 for three years and \$157,608.00 with the two-year option.

MATA Staff has determined that Delta Foremost's price is fair and reasonable and recommends that the contract to be awarded to Delta Foremost at a cost of \$31,521.60 per year for a total cost not to exceed \$94,564.80 for three years and \$157,608.00 with the two-year option.

Please let me know if you have any questions.

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EXHIBIT A  
THREE-YEAR SUPPLY OF FLEET SHAMPOO W/TWO-YEAR OPTION

COMPANY	QTY	YEAR ONE June 1, 2021 - May 31, 2022		YEAR TWO June 1, 2022 - May 31, 2023		YEAR THREE June 1, 2023 - May 31, 2024		TWO-YEAR OPTION				TOTAL BID	TOTAL BID W/OPTIONS
								YEAR ONE June 1, 2024 - May 31, 2025		YEAR TWO June 1, 2025 - May 31, 2026			
		Per Gal.	Total	Per Gal.	Total	Per Gal.	Total	Per Gal.	Total	Per Gal.	Total		
Vanguard (A)	288 - 55 Gallon	\$ 2.10	\$ 33,264.00	\$ 2.10	\$ 33,264.00	\$ 2.10	\$ 33,264.00	\$ 2.10	\$ 33,264.00	\$ 2.10	\$ 33,264.00	\$ 99,792.00	\$ 166,320.00
Delta Foremost (C)	288 - 55 Gallon	\$ 1.99	\$ 31,521.60	\$ 1.99	\$ 31,521.60	\$ 1.99	\$ 31,521.60	\$ 1.99	\$ 31,521.60	\$ 1.99	\$ 31,521.60	\$ 94,564.80	\$ 157,608.00
Hotsy (B)	288 - 55 Gallon	\$ 4.75	\$ 75,240.00	\$ 4.75	\$ 75,240.00	\$ 4.75	\$ 75,240.00	\$ 4.75	\$ 75,240.00	\$ 4.75	\$ 75,240.00	\$ 225,720.00	\$ 376,200.00

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**MEMPHIS AREA TRANSIT AUTHORITY  
BOARD OF COMMISSIONERS**

**RESOLUTION NO. 21-21**

**RESOLUTION TO AWARD A CONTRACT FOR TRANSIT MANAGEMENT SERVICES TO RATP DEV USA,  
INC. AND TO TERMINATE SERVICES CONTRACT NO. 16-08 WITH FIRST TRANSIT, INC.**

**WHEREAS**, The Memphis Area Transit Authority (MATA) has a Service Contract No. 16-08 for Transit Management Services with First Transit, Inc. for management and operation of MATA’s fixed route, demand response paratransit and light rail trolley system, the term of which is ending on September 30, 2021; and

**WHEREAS**, MATA advertised and solicited proposals for a new contract in accordance with its procurement policy; and

**WHEREAS**, All Mid-South Transportation Management, Inc. (MTM) personnel were recused from evaluation of Proposals, selection of the recommended Proposer, recommendation of award, and communication with potential Proposers; and

**WHEREAS**, One Proposal was received and evaluated by the Evaluation Committee; and

**WHEREAS**, RATP Dev USA, Inc. was the highest rated proposer; and

**WHEREAS**, RATP Dev USA, Inc. provided a cost proposal for fees of \$1,255,470 for up to a five (5) year term of the contract, which has been determined to be reasonable; and

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

**WHEREAS**, the Evaluation Committee, utilizing a “Best Value” selection process in which proposals contain both cost and qualitative components, and recommends award based upon a combination of cost and qualitative considerations, recommends that a contract be awarded to RATP Dev USA, Inc. at a cost of:

<b>Contract Year</b>	<b>Amount</b>
Year One	\$236,937.57
Year Two	\$243,792.82
Option Year 3	\$250,867.29
Option Year 4	\$258,168.34
Option Year 5	\$265,703.56
Total	\$1,255,469.58



Included within the RATP Dev USA, Inc. proposal is up to 200 hours of support services and additional support services to be available to MATA at the costs set forth in the Cost Proposal; and

**WHEREAS**, First Transit Inc. has notified MATA that FirstGroup, the parent of First Transit Inc., has sold First Transit Inc., and that it desires to assign its rights and obligations under the aforesaid Services Contract No. 16-08 to a third party as of July 1, 2021; and

**WHEREAS**, Subject to completion of discussions of arrangements with First Transit Inc. that are satisfactory to and in the best interests of MATA, it may be necessary and appropriate to terminate for convenience the current Services Contract No. 16-08 between MATA and First Transit Inc. effective on a date determined by the President/General Manager between July 1, 2021 and September 30, 2021; and

**WHEREAS**, MATA's Request For Proposals set a commencement date of the term of the new Transit Management Services Contract of October 1, 2021; and

**WHEREAS**, It is in MATA's best interests for the transition of the Transit Management Services Contract to RATP Dev USA, Inc. to be advanced from October 1, 2021 to a date mutually agreeable to RATP Dev USA, Inc. and MATA not earlier than July 1, 2021.

**NOW, THEREFORE BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS** That a contract be awarded for Transit Management Services to RATP Dev USA, Inc. for a period of two years plus three one-year options each exercisable at the sole discretion of MATA in an amount not to exceed \$1,255,469.58 in the amounts per Contract Year set forth above, which include 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 RATP Dev USA Inc. Cost Proposal.

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

**BE IT FURTHER RESOLVED** that the President/General Manager is authorized to terminate for convenience the current Services Contract No. 16-08 between MATA and First Transit, Inc., such termination for convenience to be effective on a date determined by the President/General Manager between July 1, 2021 and September 30, 2021.

**BE IT FURTHER RESOLVED** That the President/General Manager is authorized to issue a notice to proceed to RATP Dev USA, Inc. effective on any date from and after July 1, 2021 through and including September 30, 2021 that he determines is consistent with the orderly and efficient transition of the provision of Transit Management Services from First Transit, Inc. to RATP Dev USA, Inc.





**BE IT FURTHER RESOLVED** That the President/General Manager, Chairman and Vice-Chairperson are authorized to execute the necessary documents pertaining to or arising from the termination for convenience of the Services Contract No. 16-08 between MATA and First Transit, Inc.

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## Apperson Crump

The Law in Memphis Since 1865

TO: MATA BOARD OF COMMISSIONERS

FROM: Bruce M. Smith, MATA General Counsel

DATE: May 20, 2021

SUBJECT: Transit Management Services Procurement (RFP No. 21-10)

As you know, all transit personnel (with the exception of the Senior Administrative Officer) are employees of Mid-South Transportation Management, Inc. (MTM), a subsidiary of the current contractor, First Transit Inc. Accordingly, MTM personnel cannot be involved in the procurement process due to a conflict of interest. MATA requested that I, as MATA General Counsel, conduct the tasks that would normally be handled by MATA's Purchasing Department and Staff (all such personnel being employed by MTM), beginning with tasks that occur after the release of the Request For Proposals (RFP).

In order to avoid any actual or potential conflict of interest, all MTM personnel were recused from communication with potential Proposers, evaluation of the Proposals and selection of a recommended contractor for award. This action was taken to comply with applicable Federal Transit Administration (FTA) requirements, and should not be viewed as a reflection on either MTM's procurement practices or MTM's performance.

The Request For Proposals was sent to forty-nine (49) vendors and formally advertised. MATA's website informed interested persons and firms to contact me for information and copies of the RFP. One proposal was received: from RATP Dev USA, Inc.

There was a 0% DBE goal assigned to this procurement.

Proposals were evaluated as "Best Value" in accordance with the Federal Transit Administration (FTA) Circular 4220.1F "Third Party Contracting Guidelines" and FTA's Best Practices Procurement Manual. "Best Value" is a selection process in which proposals contain both cost and qualitative components, and award is based upon a combination of cost and qualitative considerations. RATP Dev USA, Inc.'s Proposal was reviewed and complied with the minimum submittal requirements. MATA's Evaluation Committee reviewed the one (1) responsive and responsible proposal and discussed the findings based on the criteria set forth in the solicitation document. The following criteria with their point values were evaluated:

BRUCE M. SMITH  
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6000 Poplar Avenue, Suite 150, Memphis, TN 38119  
Tel 901-756-6300 • Fax 901-757-1296



1. Transit Management Experience (including Client Satisfaction) - (40 points)
2. Availability and Expertise of Staff (including proposed on-site Transit Professional) – (30 points)
3. Price – (20 points)
4. Management Approach – (10 points)

RATP Dev USA, Inc.’s Proposal contained a Technical Proposal and a Cost Proposal. After the Technical Proposal was scored by each Evaluation Committee Member, the Cost Proposals were evaluated and scored by each Evaluation Committee Member. The results are summarized below:

<u>Proposer</u>	<u>Total Cost (5 Years)</u>
RATP Dev USA, Inc.	\$1,255,469.58

RATP Dev USA, Inc. has confirmed that its Cost Proposal includes 200 hours of RATP Dev USA, Inc. Support services each contract year at no additional charge before the “Additional Services/Special Projects” rates set forth in the Cost Proposal would be activated.

The Evaluation Committee recommends awarding a contract to RATP Dev USA, Inc. based on Alternative No. 2 for a term not to exceed five (5) years, consisting of an initial term of two (2) years and up to three (3) additional options of one (1) year each, each exercisable solely at the discretion and election of MATA, at the rates shown below including hourly costs for labor rates and daily costs for equipment unless otherwise noted at a total cost not to exceed as follows:

	<u>Year 1</u>	<u>Year 2</u>	<u>Year 3 (Option)</u>	<u>Year 4 (Option)</u>	<u>Year 5 (Option)</u>	<u>TOTAL</u>
<u>BASE FEE</u>						
Full-Time On-Site Professional	\$179,761.86	\$185,058.24	\$190,527.58	\$196,175.78	\$202,008.93	\$953,532
Home Office Support	\$57,175.72	\$58,734.57	\$60,339.71	\$61,992.57	\$63,694.63	\$301,937
TOTAL BASE FEE	\$236,937.57	\$243,792.82	\$250,867.29	\$258,168.34	\$265,703.56	\$1,255,470



The Base Fee includes 200 hours of RATP Dev USA, Inc. Home Office Support labor each year at no additional charge. The Evaluation Committee evaluated the Proposal on the basis of zero hours. RATP Dev USA, Inc. confirmed that its Proposal includes 200 hours of RATP Dev USA, Inc. Support labor each year at no additional charge.

RATP Dev USA, Inc. will provide Additional Services/Special Projects at the following staffing hourly rates:

	<u>Year 1</u>	<u>Year 2</u>	<u>Year 3</u> (Option)	<u>Year 4</u> (Option)	<u>Year 5</u> (Option)	
<u>STAFFING</u> (hourly rate)						
Senior Associate	\$125.18	\$127.68	\$130.23	\$132.84	\$135.50	
Junior Associate	\$74.87	\$76.36	\$77.89	\$79.45	\$81.04	
Clerical/Administrative Support	\$42.57	\$43.42	\$44.29	\$45.18	\$46.08	

RATP Dev USA, Inc.'s Year 1 Base Fee computes to a monthly charge of \$19,744.80 and 16.67 hours of Home Office Support. The current monthly charge is \$20,135.25 and 15.0 hours of Home Office Support.

Sincerely,

Bruce M. Smith  
MATA General Counsel

BMS