



MEMPHIS AREA TRANSIT AUTHORITY

1370 Levee Road
Memphis, TN 38108

www.matatransit.com

Gary J. Rosenfeld
Chief Executive Officer

Board of Commissioners

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

Kristen Bland	Robert Clark
Michael Fulton	Michelle McKissack
Edward Stephens, III	Anton Mack
Janice Holder	

Regular Meeting

AGENDA

Tuesday August 24, 2021

3:30 p.m.

- | | | |
|------|--|-----------------|
| I. | Call to Order | Martin Lipinski |
| | a. Recognition of Special Guests | Martin Lipinski |
| II. | Board Roll Call | Linda Eskridge |
| III. | Approval of Minutes | Commissioners |
| | a. July 27, 2021, Regular Board Meeting | |
| IV. | CEO Report | Gary Rosenfeld |
| V. | Service and Development Items | |
| | a. Resolution to award a procurement contract to ORX for trolley truck overhaul: | |
| | - Resolution No. 21-33 | Gary Rosenfeld |
| | - Information Memo | |

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 because 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.

- b. Resolution to Approve Sole Source Justification for Purchase of Cummins Replacement Components from Clark Power Services: Gary Rosenfeld
 - [Resolution No. 21-34](#)
 - [Information Memo](#)

- VI. Procurement Items
 - a. Resolution to Award a Contract to Young Technologies, LLC to Purchase a 3-Year Subscription for Varonis Software: Gary Rosenfeld
 - [Resolution 21-35](#)
 - [Information Memo](#)

 - b. Resolution to Award a Contract to Heavy -Duty Lift & Equipment, Inc. to Purchase up to Three Sets of Drive-on Lifts: Gary Rosenfeld
 - [Resolution 21-36](#)
 - [Information Memo](#)
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 - c. Resolution to Approve Emergency Procurement for Mid-South Renovations and to Approve Emergency Relocation of Administrative Staff: Gary Rosenfeld
 - [Resolution 21-37](#)
 - [Information Memo](#)

- VII. Finance Agenda Item(s)
Finance Report Bernhard Rudolph

- VIII. Acknowledgement of Speaker's Comments Linda Eskridge
Johnnie Mosley, Citizens for Better Services
Sammie Hunter, Bus Riders Union

- IX. Old/New Business Martin Lipinski
 - a. Continued Fare Policy Discussion Gary Rosenfeld

- X. Adjournment Martin Lipinski

MINUTES

**Meeting of the Memphis Area Transit Authority
July 27, 2021**

3:30 P.M. Scheduled Session

CALL TO ORDER: The Board of Commissioners in-person Meeting was called to order by Chairman Martin Lipinski at 3:30 p.m. on Tuesday, July 27, 2021.

Roll Call: Martin Lipinski; Janice Holder; Michael Fulton; Robert Clark; Anton Mack; Shelia Williams; Michelle McKissack; Edward Stephens (virtual, no vote); (Kristen Bland, virtual, no vote)

Absent: None

These minutes record the agenda items and the actions taken by the Board of Commissioners on such items. The full text of the resolutions and supporting documents, including an audio recording of the Commissioners deliberation are filed and maintained in the Office of the Board Secretary located at 1370 Levee Road, Memphis, TN 38108. The original resolutions adopted by the Board of Commissioners shall control in the event of any conflict between the description in these minutes and the original documents and/or resolutions.

Approval of minutes of the regular meeting of July 27, 2021

Motion: Janice Holder
Second: Michael Fulton
AYES: Martin Lipinski; Janice Holder; Michael Fulton; Anton Mack; Robert Clark; Shelia Williams; Michelle McKissack; Kristen Bland - *(virtual, no vote)*; Edward Stephen - *(virtual, no vote)*
NAYS: None

Motion Approved

**Resolution to Authorize the Disposal of Surplus/Obsolete Computer Equipment
Items - Resolution No. 21-26**

Motion: Janice Holder
Second: Michael Fulton
AYES: Martin Lipinski; Janice Holder; Michael Fulton; Anton Mack; Robert Clark; Shelia Williams; Michelle McKissack; Kristen Bland - *(virtual, no vote)*; Edward Stephen - *(virtual, no vote)*
NAYS: None

Motion Approved

**Resolution to Award a Contract to Freeland Automotive to Purchase 13 Service Vehicles
-Resolution No. 21-27**

Motion: Janice Holder
Second: Michael Fulton

AYES: Martin Lipinski; Janice Holder; Michael Fulton; Anton Mack; Robert Clark;
Shelia Williams; Michelle McKissack; Kristen Bland - (*virtual, no vote*); Edward
Stephen - (*virtual, no vote*)
NAYS: None

Motion Approved

**Resolution to Approve Contract to WSP for On-Call Streetcar Rail System Engineering
Service – Resolution No. 21-28**

Motion: Michael Fulton
Second: Shelia Williams
AYES: Martin Lipinski; Janice Holder; Michael Fulton; Anton Mack; Robert Clark;
Shelia Williams; Michelle McKissack; Kristen Bland - (*virtual, no vote*); Edward
Stephen - (*virtual, no vote*)
NAYS: None

Motion Approved

**Resolution to Approve Software License Agreement Amendment #9 with Trapeze Software
Group, Inc. – Resolution No. 21-29**

Motion: Anton Mack
Second: Michelle McKissack
AYES: Martin Lipinski; Janice Holder; Michael Fulton; Anton Mack; Robert Clark;
Shelia Williams; Michelle McKissack; Kristen Bland - (*virtual, no vote*); Edward
Stephen - (*virtual, no vote*)
NAYS: None

Motion Approved

Resolution to Amend nMomentum Next Generation Fare System (NGFS) Consulting Service Agreement: -Resolution No. 21-30

Motion: Michelle McKissack
Second: Robert Clark
AYES: Martin Lipinski; Janice Holder; Michael Fulton; Anton Mack; Robert Clark; Shelia Williams; Michelle McKissack; Kristen Bland - (*virtual, no vote*); Edward Stephen - (*virtual, no vote*)
NAYS: None

Motion Approved

Resolution to Amend nMomentum Enterprise Asset Management System (EAM) Consulting Service Agreement: -Resolution No. 21-31

Motion: Janice Holder
Second: Shelia Williams
AYES: Martin Lipinski; Janice Holder; Michael Fulton; Anton Mack; Robert Clark; Shelia Williams; Michelle McKissack; Kristen Bland - (*virtual, no vote*); Edward Stephen - (*virtual, no vote*)
NAYS: None

Motion Approved

Resolution Authorizing Insurance Coverage: -Resolution No. 21-32

Motion: Janice Holder
Second: Anton Mack
AYES: Martin Lipinski; Janice Holder; Michael Fulton; Anton Mack; Robert Clark; Shelia Williams; Michelle McKissack; Kristen Bland - (*virtual, no vote*); Edward Stephen - (*virtual, no vote*)
NAYS: None

Motion Approved

Presentation of the Financial Report – Mr. Bernhard Rudolph, CFO

No Financial Report for the month of July. June 30th numbers next month.

Acknowledgement of Speaker's Comments

There were no speaker cards requested.

Old/New Business

Fare Policy Discussion (No Action)

Adjournment

Meeting of the Board of Commissioners was adjourned at 6:05 PM.



**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION 21-33

RESOLUTION TO AWARD A PROCUREMENT CONTRACT TO ORX FOR TROLLEY TRUCK OVERHAUL

WHEREAS, The Memphis Area Transit Authority (MATA) maintains a fleet of trolley vehicles; and

WHEREAS, MATA is purchasing various trolleys whose trucks need to be overhauled. Trolley trucks owned by MATA have met their useful service life and need to be repaired as well; and

WHEREAS, MATA issued a Request for Proposal (RFP) for companies to provide repair services to overhaul multiple trolley trucks; and

WHEREAS, One offer was received, with two companies submitting No Response forms for various reasons; and

WHEREAS, ORX submitted a responsive proposal for repair services for, 16 Melbourne MCB at a total cost of \$1,001,440.00, Two Milan Trucks at a total cost of \$166,300.00 and Three Siemens Light Rail trucks at a total cost of \$236,850.00 for a total cost not to exceed \$1,404,590.00.

WHEREAS, Staff has determined that the bid is responsible and approval of a contract with ORX at a total cost not to exceed \$1,404,590.00.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS, that a contract be awarded to ORX for Trolley Truck Overhaul for trolley trucks at a total cost not to exceed \$1,404,590.00.

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

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TO: MATA Board of Commissioners

FROM: Gary Rosenfeld, Chief Executive Officer

SUBJECT: TROLLEY TRUCK OVERHAUL
RFP 21-14

DATE: August 24, 2021

MATA's Trolley division is in the process of refurbishing trolleys which will require the overhaul of the trucks. In addition, due to the regular wear and tear of the trucks through regular use, from time to time it is necessary to replace trucks or the components of the trucks to extend the useful life of a trolley.

MATA Staff issued an RFP for companies to provide services to overhaul trolley trucks. The solicitation was sent to five vendors, advertised in industry publications, and posted to MATA's website. MATA received one responsive and responsible proposal with two other companies not being able to participate for various reasons.

The goal for participation by Disadvantaged Business Enterprises (DBE) was set at 0%. Since this solicitation is requesting specialized services with limited opportunities for subcontracting there was not a DBE goal assigned.

After reviewing the proposal, the evaluation committee recommends that a contract be awarded to ORX for Trolley Truck Overhaul at a total cost not to exceed \$1,404,590.00. MATA currently works with ORX on similar projects and determined that the price is fair and reasonable.

**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 21-34

**RESOLUTION TO APPROVE SOLE SOURCE JUSTIFICATION FOR PURCHASE OF CUMMINS ENGINE
REPLACEMENT COMPONENTS FROM CLARK POWER SERVICES**

WHEREAS, Under MATA *Procurement Manual 4.9 Non-Competitive Procurements* (Sole Source, Single Bid, Options or Change Orders), the MATA Board may declare that there is only one (1) vendor by which the organization can acquire compatible equipment, components, accessories, software, replacement parts, or service when it is deemed paramount for consideration; and

WHEREAS, In Section 4.9.1 of the MATA Procurement Manual indicates that “Sole source procurement is accomplished through solicitation or acceptance of a proposal from only one source that is within the scope of an original RFP or non-competitive negotiation,” as addressed in Sole Source Justification (**Exhibit A**); and

WHEREAS, the item is an associated capital maintenance item as defined in *49 U.S.C. § 5307(a)(1)* that is procured directly from the original manufacturer or supplier of the item to be replaced. The current item is a product used that is technology compatibility specific, brand specific, component specific, and transmission/motor cooling specific; and

WHEREAS, MATA Maintenance staff has determined that a need to purchase additional components and systems hybrid vehicles that currently rely on the system for cooling needs of the engine and transmission, and that the high voltage system requires specific components that control the operating voltage of the hybrid drive system to include the battery charging system.

WHEREAS, MATA staff intends to purchase noncompetitively with Clark Power Services of Memphis, Tennessee the following components to include pricing per unit and total pricing; and

WHEREAS, MATA staff recommends that that the Board authorizes the purchase of the GILLIG Replacement Components in the amount of \$1,270,838.40 (**Exhibit A**) needed for the current GILLIG hybrids; and

WHEREAS, MATA Maintenance Department is currently have forty (40) Hybrid buses a part of the fixed route and Para transit fleet that fall under the same brand. The replacement components are brand, technology, and compatibility specific.

The current Maintenance staff feels that it is necessary to complete the purchase of the needed items to ensure that proper maintenance of the hybrid. After investigation, it is determined that the potential for compatibility with the current operating system is lacking at best. To change the product could compromise the integrity of and can become costly in the end.



NOW, THEREFORE, BE IT RESOLVED BY MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS, that based on the information provided in the Sole Source Justification for the Purchase GILLIG Replacement Components from Clark Power Services, Exhibit A, that the Board will authorize the purchase and approve the amount of \$1,270,838.40 for the purchase of the replacement components from Clark Power Services Exhibit C.

BE IT FURTHER RESOLVED That upon Board approval, Purchasing Staff will proceed with the necessary steps to purchase the requested items for MATA's Maintenance Department.

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Exhibit A

Product	Description	Quantity	Unit Cost	Extension
DPIM	Dual Power Inverter Modual	6	51,806.40	310,838.40
ESS	Energy Storage System	6	30,000.00	180,000.00
ISB	Engine Interact Series B	10	30,000.00	300,000.00
ISL	Engine Interact Series L	5	15,000.00	75,000.00
Trans	EP 40 0 EP 50	5	25,000.00	125,000.00
Misc	DPF & Catalyst Filters	15	10,000.00	150,000.00
Ship	Shipping			30,000.00
Over	Overages			100,000.00
Total				\$ 1,270,838.40



TO: MATA Board of Commissioners

FROM: Gary Rosenfeld, Chief Executive Officer

SUBJECT: RESOLUTION TO APPROVE SOLE SOURCE JUSTIFICATION FOR PURCHASE OF GILLIG REPLACEMENT COMPONENTS FROM CLARK POWER SERVICES

DATE: August 24, 2021

MATA purchased GILLIG Hybrid buses that operate using specified components are technological and brand specific. The Maintenance Department intends to purchase these components noncompetitively with Clark Power Services of Memphis, Tennessee. Maintenance indicates that without using the manufacturer's suggested and recommended components could void the warranty at it stands and cause damage to the vehicles.

MATA staff seeks to purchase replacements components for the GILLIG vehicles that currently rely on the system for cooling needs of the motor, transmission, etc. The high voltage system requires specific components that controlled the operating voltage of the hybrid drive system to include the battery charging system.

MATA Vehicle Maintenance Department intends to purchase noncompetitively with Clark Power Services of Memphis for the replacement components.

MATA staff has maintained a working relationship with Clark Power Services where the staff considers the company to be exceptional and an integral part of MATA's maintenance of our HYBRID vehicles. It became essential MATA to secure these products because the components are necessary to control the cooling system for the engine and the transmission.

The overall purchase for the replacement components in the amount of \$1,270,838.40.

Please let me know if there are any questions.



**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 21-35

**RESOLUTION TO AWARD A CONTRACT TO YOUNG TECHNOLOGIES, LLC TO PURCHASE A 3-YEAR
SUBSCRIPTION FOR VARONIS SOFTWARE**

WHEREAS, The Memphis Area Transit Authority (MATA) has identified potential vulnerabilities in their network security that can most easily be addressed by purchasing Varonis Software; and

WHEREAS, Varonis Software will be used to improve network security by identifying faulty permissions on files, locating files with open permissions, locating files with personal information (social security numbers, bank accounts, etc.), identifying stale files, and enabling the MATA IT Department to do auto-archiving of files; and

WHEREAS, Young Technologies, LLC has provided MATA a proposal totaling \$75,330.00 for a 3-year subscription for the Varonis Software; and

WHEREAS, Staff has determined that the price is fair and reasonable; and

WHEREAS, Operating funds are available.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS, that a contract be awarded to Young Technologies, LLC to purchase a 3-year subscription for Varonis Software at a cost of \$75,330.00.

BE IT FURTHER RESOLVED That the Chief Executive Officer, Chief Administrative Officer, Chairman and Vice-Chairman is authorized to execute any and all documents necessary to process this purchase.

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TO: MATA Board of Commissioners

FROM: Gary Rosenfeld, Chief Executive Officer

SUBJECT: Resolution to Award Contract to Young Technologies, LLC to Purchase a 3-Year Subscription for Varonis Software

DATE: August 24, 2021

MATA has identified potential vulnerabilities in their network security that can most easily be addressed by purchasing Varonis Software.

Uses of Varonis Software will include, but not be limited to, the following:

- Identifying faulty permissions on files.
- Locating files with open permissions.
- Locating files with personal security information (social security numbers, bank accounts, etc.).
- Identifying stale files.
- Enabling the MATA IT Department to do auto-archiving of files.

MATA staff has reviewed the proposal and cost estimate, found them to be in order, and recommends approval of this Resolution to Award a Contract to Young Technologies, LLC to Purchase a 3-Year Subscription for Varonis Software .

Please let me know if you have any questions.



**BOARD OF COMMISSIONERS
MEMPHIS AREA TRANSIT AUTHORITY**

RESOLUTION NO. 21-36

**RESOLUTION TO AWARD A CONTRACT TO HEAVY-DUTY LIFT & EQUIPMENT INC. TO PURCHASE UP TO
THREE SETS OF DRIVE-ON LIFTS**

WHEREAS, The Memphis Area Transit Authority (MATA) is the public transportation system serving the Memphis area, and MATA's Bus Maintenance Department is needing to purchase up to three sets of drive-on lifts to service its fleet; and

WHEREAS, MATA issued an Invitation for Bids (IFB) to companies for three drive-on lifts; and received two bids; and

WHEREAS, One bid was responsive and one was non-responsive; and

WHEREAS, Heavy Duty Lift & Equipment Inc. has submitted the lowest responsive and responsible bid at \$345,491 for up to three lifts as shown on Exhibit A; and

WHEREAS, There was no DBE goal for this project; and

WHEREAS, Staff recommends that a contract be awarded to Heavy Duty Lift & Equipment, Inc. at a cost of \$345,491 for the purchase of up to three lifts; and

WHEREAS, Funding for this contract will be provided by capital grants.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS That a contract be awarded to Heavy Duty Lift & Equipment Inc. to purchase up to three sets of drive-on lifts at a cost not to exceed \$345,491.

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

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**MEMPHIS AREA TRANSIT AUTHORITY
BOARD OF COMMISSIONERS**

RESOLUTION NO. 21-37

**RESOLUTION TO APPROVE EMERGENCY PROCUREMENT FOR MID-SOUTH RENOVATIONS AND TO
APPROVE EMERGENCY RELOCATION OF ADMINISTRATIVE STAFF**

WHEREAS, MATA's Procurement Manual authorizes the Chief Executive Officer and/or the Chief Operations Officer to determine where there is imminent threat of life, health, or property that would cause detrimental effect to MATA's operations when there is insufficient time to advertise as required by the Procurement Manual.

WHEREAS, on July 30, 2021, MATA experienced a plumbing issue, which occurred outside of normal business hours and caused expensive water damage to the on the first and second floors of the Transit Operations Offices.

WHEREAS, Mid-South Renovations was contacted to assist with water removal and cleanup of the impacted areas and performed the services according to Invoice #4400 (**Exhibit A**) in the total amount of \$151,684.60 for services consistent of but not limited to the following:

1. Extraction of water from 1st and 2nd floor including offices, hallways, breakroom areas, etc.
2. Demolition needs including lower walls, carpets, ceiling tiles, damaged equipment, and furniture removal.
3. Installation and usage of 12 commercial dehumidifiers and 130 fans for seven (7) days.
4. Cleaning and disposal of excess debris.
5. COVID-cleaned areas to include equipment and remaining furniture.

WHEREAS, MATA's Building and Grounds personnel, in collaboration with Executive Leadership, determined that MATA was in a State of Emergency, and that as a result, the impacted areas were in need of extensive repair and/or renovation.

WHEREAS, MATA'S Executive Leadership declares that an emergency exists where additional repairs to the Operations side of 1370 Levee Road will require evacuation to protect the Operation Staff health, safety, and welfare. These repairs will require for a relocation of the Executive/Administrative Staff to another facility so that the operations staff can occupy the administrative space until repair/renovations to the operations are completed.

WHEREAS, MATA's Executive Leadership requests that the Board authorize a search for office space and approve the relocation of the Executive/Administrative Staff to an undetermined location until further notice.



WHEREAS, MATA Staff is requesting that Invoice #4400 submitted by Mid-South Renovations be authorized for payment in the amount of \$151,684.60 for the work completion during and after the flooding of Transit Operations at 1370 Levee Road, Memphis, TN.

NOW THEREFORE, BE IT RESOLVED BY MEMPHIS AREA TRANSIT AUTHORITY BOARD OF COMMISSIONERS, payment to Mid-South Renovations is authorized in the amount of \$151,684.60 for work requested by the staff of MATA.

BE IT FURTHER RESOLVED, That the Board approves the relocation of the Executive/Administrative Staff of MATA to another location until the necessary repairs and remodel completion at 1370 Levee Road.

BE IT FURTHER RESOLVED, That the Chief Executive Officer, or Chairman or Vice-Chairman of the MATA Board of Commissioners is authorized to execute the necessary documents for this emergency procurement and relocation.

TO: Board of Commissioners

FROM: Gary Rosenfeld, CEO

SUBJECT: RESOLUTION TO APPROVE EMERGENCY PROCUREMENT JUSTIFICATION FOR MID-SOUTH RENOVATIONS AND TO APPROVE RELOCATION OF THE EXECUTIVE AND THE ADMINISTRATIVE STAFF DUE TO WATER DAMAGER THAT OCCURRED AT 1370 LEEVE ROAD ON JULY 30, 2021

DATE: August 24, 2021

On July 30, 2021, MATA experienced water damage to the Transit Operations side of the 1370 Levee Road building. MATA staff determined that an Emergency Purchase for clean-up was needed to prevent additional water damage.

The damage occurred after normal office hours which meant that the purchasing personnel was not available to assist with the procurement process.

The MATA Procurement Manual, according to Section 4.2 Emergency Purchase Policy, states that:

- “In the event of an emergency, as determined by the Chief Executive Officer and/or the Chief Operating Officer, where there is imminent threat of life, health, or property; there would be detrimental effect on MATA’s operation: and there is insufficient time for advertising in newspapers as required, any item to be purchased or service or work to be performed may be authorized.
- “An emergency is defined as ‘imminent threat to life, health, or property.’
- “There must be insufficient time to advertise for bids/proposals.”

Mid-South Renovations invoiced MATA in the amount of \$151,684.60 for the clean-up. The Procurement Manual requires that Board Authorization is required to approve funding for payment of this emergency purchase.

MATA Executive Leadership also recommends that the Executive/Administrative staff relocate until the completion of the remodel project.

MATA staff recommends and requests the approval of the Resolution for the Emergency Purchase Justification in the amount of \$151,684.60.

Please let me know if you have any questions.