

MINUTES
WORK SESSION OF THE BOARD OF DIRECTORS
METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

November 14, 2019

12:08 p.m.

Board Members Present

Roberta Abdul-Salaam
Robert L. Ashe III
Jim Durrett
William F. Floyd
Roderick A. Frierson
Jerry Griffin
Freda B. Hardage
Alicia M. Ivey
Russell McMurry, P.E.*
John 'Al' Pond
Rita A. Scott
Christopher S. Tomlinson*

Staff Members Present

Jeffrey A. Parker
Luz Borrero
Wanda Dunham
Collie Greenwood
Kevin Hurley (Interim)
Elizabeth O'Neill
David Springstead

Also in attendance Robert Highsmith of Holland & Knight, LLP; AGMs Heather Alhadeff, Marsha Anderson Bomar, LaShanda Dawkins, James Sibert (Interim), Kirk Talbott, Emil Tzanov and Tom Young (Interim); Chief Information Security Officer Dean Mallis; Executive Director Paula Nash; Senior Directors Colleen Kiernan, Jacob Vallo and George Wright; Directors Rhonda Allen, Donna DeJesus, David Emory, Debbie Frank and Jacqueline Holland (Acting); Manager Stephany Fisher; Manager Executive Office Administration; Sr. Executive Administrator Board of Directors Tonya Gantt; Sr. Executive Administrator Keri Lee. Others in attendance Adrien Carter, Abebe Girmay, Courtne Middlebrooks, LaTonya Pope and Negesha Stone-Boyd.

Also in attendance Britt Dunams of ATU Local 732; Darrell Groves of NPU-Q; Scott Haggard of ATL; Sean Keenan of *Curbed*; Keith Parker of Clayton County Citizen Advisory Group; B.J. Martin of Pond & Company; Shayne Pollock of CAP/ADID; Jim Schmidt of HNTB; Rufus Silas of ATU Local 732; David Wickert of *The AJC*.

Chair's Report

Upcoming Meetings:

Thursday, Nov 21, 2019

- Planning & External Relations Committee – 9:30am

* Russell R. McMurry, P.E. is Commissioner of GDOT; Christopher Tomlinson is Executive Director of Georgia Regional Transportation Authority (GRTA); and are therefore non-voting members of the MARTA Board of Directors.

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- Operations & Safety Committee (immediately following)
- Business Management Committee (immediately following)

Friday, November 22, 2019

- Audit Committee – 10:00am

Thursday, December 12, 2019

- Work Session – 12:00noon
- Board – 1:30pm

Approval of the October 10, 2019 Work Session Minutes

On motion by Mr. Ashe seconded by Ms. Ivey, the minutes were unanimously approved by a vote of 10 to 0, with 12* members present.

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Chair Hardage called the Board's attention to several handouts before them:

- A proposed restructuring document for Departmental Reporting to the Standing Committees for 2020
- FY 2020 Organizational Chart

Chair Hardage asked Board members to contact the Assistant Secretary if they would like to receive an electronic copy.

Chair Hardage opened the floor for discussion.

Mr. Ashe said it makes sense to periodically look at this. A change that makes sense is to move TOD from Business Management to Planning & External Relations, which is where it was 6-7 years ago. Particularly, as MARTA talks about expansion projects and the importance of doing planning for the TODs that will be built at stations that are not yet online. It makes sense to have those coordinated together. There has been some discussion at least at the staff level, about possibly breaking Planning from External Relations. My only concern about having External Relations as a standalone that only meets six times a year is we should meet every month while the Legislature is in session.

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Chair Hardage said External Relations is very important to MARTA's future, but sometimes it doesn't get the attention it deserves because often, there are so many other items on the agenda. The thought process was, by giving them their own committee, they have the opportunity to make sure we are paying attention to all that's coming up.

Mr. Ashe said Safety years ago was its own committee. That one strikes me as one that could possibly meet six times a year. If we're trying to break these up to make things more manageable, I'm not wedded to any of these.

Ms. Ivey expressed this is a move in the right direction. What I like is its procurement project specific. I think that's very important. I do like having the External Relations Committee broken out, that gives them enough time to give us the deep dive that we need without so much time constraint. I think this is a step in the right direction. I like it.

Chair Hardage informed members if the Board chooses to vote for a separate External Relations Committee, it will require a By-Law change.

Mr. Griffin explained that Planning and External Relations changed to the same Committee day because prior to that, Planning would meet a month in advance of the Board meeting and you forgot what you were doing between that time. Planning had to take a lot longer range than any other committee.

Mr. Tomlinson questioned whether every other month would be sufficient to cover all the activity that goes under Planning.

Chair Hardage clarified Planning would meet every month. There are certain things that would be reported quarterly.

Chair Hardage asked if anyone had thoughts about TOD and where it needs to fall; noting the intention was to even up the Committees and give everyone equal amounts of responsibilities.

Mr. Durrett stated once a TOD project is underway, it becomes a capital project. And so perhaps that's the way we can stay on top of how it's going - responding to what you said about where it is.

Mr. Ashe said he feels it makes sense to have it in Planning & Capital Programs.

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Chair Hardage asked if everyone agreed that External Relations Committee would meet January, February and March due to the Legislature being in session during those months; and every other month during the remainder of the year; to pull External Relations from Planning and put TOD under Planning. She asked if there were any concerns.

Mr. Floyd asked for clarification.

Chair Hardage summarized:

- move TOD back under Planning
- add an External Relations meeting to the proposed 2020 calendar for February (the Committee would then meet January, February and March, consecutively)
- after March, External Relations would meet every other month
- to make these changes will require a change to the By-Laws

She asked if there were any other questions or concerns, being none, she thanked everyone for their input.

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GM/CEO Report

Mr. Parker announced that MARTA is in the middle of a Triennial FTA Audit, which is a process the FTA performs for every grantee. The Atlanta region does 50 audits per year. It is a routine audit, but very important. MARTA will have its closeout this afternoon. Mr. Parker said he will report back to the Board on the outcome.

Mr. Parker thanked everyone for support of MARTA's 40th Anniversary Celebration. A great turnout and well-attended by Board members, the public, MARTA employees and retirees. It was great seeing everyone and it was a great event.

Process for Selecting Consultants – Marsha Anderson Bomar

As the process gets started, staff defines what needs to be accomplished and an acquisition plan is developed. That acquisition plan is a robust document that defines every step from when we start with the request to move forward all the way through the final action that the Board may take on any given request.

An RFP is developed. Input is taken from the subject matter expert, the stakeholders and other key departments representative throughout the Authority. Diversity &

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Inclusion (D&I) goes through the RFP very carefully and assess what the DBE goal should be based on the scope of services that are being requested.

At the same time, an Evaluation Plan is developed. It is a very objective set of criteria, because these are qualification-based selections. Costs does not come into the conversation. This is strictly about qualifications.

The Selection Committee will set forth a rubric; a set of criteria and the weighing for those different criteria, that will be used in the ultimate evaluation process once the proposals are received. All of this goes through an internal approval process to make sure everything is set up legally and correctly.

A Selection Team is put together. There may be a larger team that work on putting the documents together, but there are two components to the team. The subject matter experts and the stakeholders are voting members of the Selection Team. There is no prescribed size. No specific number. We work to put together the right people who can evaluate the proposal against the qualifications criteria to make a sound judgement - that the parties being selected are well-qualified to serve the Authority. The support services that we get are from non-voting members – Contracts & Procurement (C&P), Legal, Diversity & Inclusion and others if necessary, are involved in the process, but they do not ultimately vote on the selection.

Mr. Floyd asked if the Selection Team consists of all MARTA employees.

Ms. Bomar responded yes.

Mr. Parker noted from time to time, there may be a non-voting member from the outside. For instance, Five Points, someone from the City of Atlanta came in as a non-voting member.

Ms. Bomar stated once that process transpires and approval is received, the solicitation is posted on MARTA's website. Any documents necessary for proponents to respond will be included. A preproposal conference is held to review the proposal and review the schedule. C&P, D&I and Legal make presentations. Although questions are entertained at that session, attendees are told responses are official only if it is a question submitted in writing that will then be responded to in an addendum that is posted on the website so that everyone gets the same information to prepare their responses. Once the preproposal is done and as questions are submitted, the team will meet and determine the accurate answer for the questions submitted and C&P will post those responses to the website. There is typically additional advertising to let people know this information

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is out there and what the deadlines are for any next steps. When the deadline is reached, and the submittals are received at Headquarters, the first review is C&P, D&I and Legal. This group goes through the documents received to determine which, if any, of the responses are acceptable – that meet the Legal, C&P and D&I requirements for further consideration.

Mr. Floyd asked if the proposals are public information?

Ms. Bomar said the proposals themselves are not public information at that point in time. They are not available until after the process concludes, because there is often confidential information in the proposals.

At the next step, the Selection Committee convenes to begin the review process where they sign Non-Disclosure Agreements. Most often there is financial information in the proposal that is not MARTA's to distribute to the world, if you will. At the kickoff meeting, each voting Selection Team member is given their copy of each responsive proposal, they are given a scoring sheet that was set based on the Evaluation Plan that was developed at the beginning and they sign the Non-Disclosure Agreement. Independently, they read through every proposal and score every category within that Evaluation Plan. Each individual submits their score sheet to Contracts & Procurement and that individual compiles all the scores and produces a summary sheet to see how collectively each team has been scored. So we get to see the individual scores and the total average scores for each team.

At the next Selection Team meeting the scores are reviewed and the team gets to discuss whether they believe interviews are warranted. Sometimes the proposals make it very obvious who is qualified, who will serve the Authority the best, sometimes its determined you really need that interaction with the team to have that final degree of comfort that yes, they are the right choice for the Authority.

If interviews are scheduled the Selection Committee determines what the cut off score is for conducting interviews. How many of the responsive teams have scored high enough or well qualified enough to move forward in the process.

Regarding Conflict of Interest, I will use myself as an example. When the A&E proposal was going out, I had years ago sold my engineering company to a larger firm (about 5 years ago). I knew there was a very good chance that company was likely to submit a proposal. Therefore, I stayed completely out of the process. I did not participate in any of the reviews having to do with the consultants. The only thing I reviewed at the very beginning of the process to make sure that the qualifications being requested would be

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sufficient to do the work that we needed. I then stepped away from the process to ensure that I had no (not even perceived) conflict of interest. I learned later that they did submit a proposal. As I said I had not been involved with the process at all. So we are very careful to do things independently and to make sure we have that arms-length situation.

Once the interviews occur, the team decides if they have a reason or basis for a rescoring. So in the interview they may feel that some of the team shared information that was in addition to what they learned from the written proposal, that maybe caused them to want to increase or decrease the score based on those qualifications that the team demonstrated. If they do decide to rescore again, they do that independently and submit it back to Contracts & Procurement to summarize. Once we go through that process, and a determination is made as to who the one or more organizations are that have met our expectations, then we proceed into the process that comes to you through the Committee structure where we present that information about the process and the scoring and our recommendation for who should be selected.

We do a pre-briefing with the General Manager explaining the steps that we have taken and what our recommendation is and we seek concurrence on bringing that recommendation forward to the Board.

This is the process until we get to the Board. The Board takes the final action.

Additionally, we always look at this as a qualifications-based selection process. We do not bring cost in. Anything to do with money happens after the selection through a negotiated scope, budget and schedule definition. The consultant then provides audited rates to MARTA's Audit Department for their approval that they are fair and reasonable rates. From there, the actual budget is developed for that workload. If the budget that they are recommending for their scope is higher than our budget, then we negotiate to either reduce the scope or they adjust their rates to meet the allowable budget. Sometimes they are negotiable.

It might be interesting for you to see the MARTOC Report and what it looked like last year. In FY 19, we worked with quite a few different consultants providing professional services in the architectural and engineering realm. It was everything from planning services to very technical things like systems work, rail work and project management. MARTA have a great full-time staff, but often need help with some of our tasks and some of our workload.

Announcements from the General Manager

Mr. Parker called the Board's attention to the following:

- A letter was received from CRRRC indicating they will not take any actions around the protest they filed
- Two items on today's agenda:
 - Resolution Authorizing Award of a Contract for the Procurement of New Rail Cars, RFP P38188
 - Resolution of the MARTA Board of Directors Adopting a Locally Preferred Alternative for Summerhill Bus Rapid Transit (BRT) Initiative

Fifteenth Amendment – Elizabeth O'Neill

Ms. O'Neill called the Board's attention to a draft copy of the Fifteenth Amendment, noting that it is very similar to what the Board discussed in September. The Amendment was scheduled for a vote in October but was postponed because of numerous interactions the Authority was having with the jurisdictions.

Board members' attention was directed to page 7 Section 4j which describes how Transit Oriented Development Councils would be appointed – should the jurisdictions decide to have them. The designation of who would compose that Council has now been changed so that the governing body of the jurisdictions would have that appointing authority. There would be one member of the MARTA Board on each of these Councils.

The other change is to clarify that Transit Oriented Developments going forward within the limits of the City of Atlanta; that it would be the City who would designate whether it wanted a Transit Oriented Development Council. The other items are an exhibit that puts forth various projects for each of the jurisdictions and clarifies for Clayton County a system implementation timeline that was set out in the Fourteenth Amendment on the expansion report attached to the Fourteenth Amendment. This is the version of the Fifteenth Amendment we propose to send to the Board in December.

Another document before the Board regarding the Fifteenth Amendment was a draft letter. This particular one will be sent to the DeKalb County Commissioners. Similar letters will be prepared for each of the jurisdictions to walk them through what has transpired in respect to the Fifteenth Amendment. Specific to each jurisdiction will be changes to the Amendment that specifically pertains to that jurisdiction because of concern(s) to that jurisdiction. Also specific to each jurisdiction would be a recounting of the various times it has been presented at a quarterly briefing, to individual

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council/commission members or at various meetings, as well as informational materials that have been provided at the request of the individual jurisdictions.

Ms. Abdul-Salaam asked when information is sent to the jurisdictions; are copies sent to each councilmember.

Ms. O'Neill said it is sent to each commission, councilmember or CEO.

Mr. Ashe referenced Exhibits A, B and C, comparing the language regarding station enhancements/refurbishments of Exhibits A & B. He asked if the City of Atlanta is being singled-out so that it does not get anything unless it pays for it out of its ½ penny or, are we saying that in Fulton County or DeKalb County, the one penny will be used regardless of whether it is in the City of Atlanta or Fulton County or DeKalb County. It appears there is a disconnect. He asked when there is a station refurbishment in the City of Atlanta, may it be paid for by the core one penny?

Mr. Parker said the station refurbishment program is aimed at the State of Good Repair. The existing one cent sales tax is being used for every station, including the ones in the City of Atlanta. There were a few stations that money was allocated for additional work – that is where ½ cent sales tax would be used.

Ms. O'Neill added one of the main emphasis of the Fifteenth Amendment was the legislation that produced the 2016 Referendum which also calls for a list of projects from that Referendum be added. She stated it appears this is where the disconnect is.

Mr. Ashe said the way he reads the header for B & C, is they are not exclusive to the portions of those counties outside the boundaries of the City of Atlanta, as a categorical matter. The fact that the City of Atlanta sits in both Fulton and DeKalb counties would mean that the City of Atlanta projects that qualify on these lists that happen to be in Fulton or DeKalb, would nonetheless be eligible out of what is specified in B & C.

Mr. Floyd asked for point of clarification – he asked if that part of Atlanta that is in DeKalb pay 1-1/2 cent.

Mr. Ashe said that portion of Atlanta does pay 1-1/2 cent.

Ms. Abdul-Salaam referenced Exhibit D for the Clayton County system. She stated that it referenced maintaining the ten existing routes; she asked if the precludes any additional routes being added at another time.

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Ms. O'Neill said it does not.

Mr. Floyd asked if anything in the Fifteenth Amendment alters anything done in a previous amendment.

Ms. O'Neill responded that it does add projects that were not contained in prior amendments and the 10-year extension for one penny.

Mr. Durrett asked that Exhibit C be used as a format for quarterly reporting to get specific on things the Authority is working on - even giving numbers and dollars and schedules, such as on the bus shelters.

Ms. Scott noted her support of Mr. Durrett's statement, stating it would be advantageous for DeKalb residents to put specificity behind what is going on in DeKalb, by identifying deadlines, giving start/finish dates, etc.

Financial Disclosure – Elizabeth O'Neill

Ms. O'Neill called attention to the 2019 Financial Disclosure statements. As a result to an amendment of MARTA's Code of Ethics approximately five years ago, Board members and executive staff members are required to file an annual disclosure statement. There are two different formats. She pointed out that although some Board members have filed with their jurisdictions, the disclosure does not contain MARTA-specific information. The forms will also be sent electronically. Board members were asked to submit their completed forms to the Assistant Secretary by the end of December 2019.

Announcements by Chair Hardage

- Congratulations to Mr. Parker, recently named Man of the Year by *Women in Transit*
- Members of the 2019 Nominating Committee will be announced at today's Board meeting

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On motion by Mr. Floyd seconded by Mr. Frierson the Board unanimously agreed by a vote of 10 to 0, with 12* members present to go into Executive Session at 12:49 p.m. to discuss a personnel matter.

On motion by Ms. Ivey seconded by Ms. Scott the Board unanimously agreed by a vote of 10 to 0, with 12* members present to adjourn the Executive Session at 1:14 p.m.

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Adjournment

The meeting of the MARTA Board of Directors adjourned at 1:14 p.m.