

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

May 14, 2012

The Board of Directors of the Metropolitan Atlanta Rapid Transit Authority held a meeting on May 14, 2012 at 1:38 p.m. in the Board Room on the 6th Floor of the MARTA Headquarters Building, 2424 Piedmont Road, Atlanta, Georgia.

Board Members Present

Juanita Jones Abernathy
Robert Ashe III
Harold Buckley, Sr.
Wendy Butler
Frederick L. Daniels, Jr.
Jim Durrett
Roderick E. Edmond
Noni Ellison-Southall
Keith Golden
Barbara Babbit Kaufman
Jannine Miller*
Adam D. Orkin

MARTA officials in attendance were: General Manager/CEO Beverly A. Scott, Ph.D.; Deputy General Manager/COO Mary Ann Jackson (Acting); Chief Business Support Services Theodore Basta, Jr.; AGMs Davis Allen, Deborah Dawson, Wanda Dunham, Ben Graham, Rod Hembree (Acting), Robin Howard, Cheryl King, Rich Krisak, Ryland McClendon and Elizabeth O'Neill; Sr. Directors Rhonda Briggins, Scott Haggard, Kevin Hurley and David Springstead; Directors Sharon Crenshaw, Lisa DeGrace, Reginald Diamond, Maurice Ficklin, Garry Free, Lyle Harris, Louise Jackson-Williams, Connie Krisak, Pat Minnucci and David Wright; Executive Administrator to the Board of Directors Kellee Mobley; Sr. Executive Administrator Tyra Wiltz; Office Administrator II Tracie Roberson. Others in attendance Ashanti Allen, Arnold Campbell, Doug Chambers, Alphonse Eugene, Kareem Jackson, Paul Kelly, Anthony Pines, Srinath Remala, Marsheia Smith, Toni Thornton and Zaheer Wadhwanja.

Also in attendance was Charles Pursley, Jr. of Pursley, Lowery & Meeks; Matt Pollack and Charles Johnson of MATC; Pam Alexander of LTK; Michael McDonald of Public Financial Management; Felker Ward of Pinnacle Investment Advisors; Thomas P. Lauth

* Jannine Miller is Executive Director of Georgia Regional Transportation Authority (GRTA) and is therefore a non-voting member of the MARTA Board of Directors

of McKenna Long & Aldridge; Julie Borders; Stan King and Sheila Jordan of S.L. King; Al Edwards, Valentino Bates, Richard Smith, Cory Thompson, Cynthia Dorsey Edwards and Consuela Godden of Georgia Piedmont Technical College.

Public Comment

Ms. Julie Borders. A third generation public transit rider. Employed by the Parodies Shop at Hartsfield-Jackson Airport, Ms. Borders receives a monthly MARTA pass. She said MARTA is an essential part of her life. She stated that pragmatic problem solving would help MARTA and there needs to be open, honest discussion to transform MARTA.

Presentation – Georgia Piedmont Technical College (formerly DeKalb Tech)

Valentino Bates, a MARTA consultant, President of Confro Engineering Consultants and Chairman of the Board of Trustees with Georgia Piedmont Technical College Foundation introduced fellow constituents; Cynthia Dorsey Edwards Vice President of Institutional Advancement, Corey Thompson Director of Public Relations, Al Edwards MARTA consultant and member of Board of Trustees with Georgia Piedmont Technical College Foundation, Richard Smith Vice President of Economic Development and Consuelo Godden Director of Regional Transportation Training Center. He stated that Georgia Piedmont Technical offers over 120 programs of study and serves approximately 20,000 students each year.

Each year Georgia Piedmont Technical College Foundation presents an *Investing in Dreams Award*. The award is presented to individuals or organizations that are investing time, skills and resources in changing lives by supporting the field of education. This year another criteria was added – individuals or organizations investing in sustainability in the community.

On behalf of the Board of Trustees of Georgia Piedmont Technical Foundation, Mr. Bates presented the 2012 *Investing in Dreams Award* to Chairman Daniels, Dr. Scott and Mr. David Wright for MARTA's active involvement in training and development with the college, for supporting various educational initiatives and for MARTA's innovation programs in sustainability.

Minutes of the April 9, 2012 Meeting of the MARTA Board of Directors and the April 9, 2012 Executive Session of the MARTA Board of Directors

On motion by Mr. Buckley seconded by Mr. Orkin, the minutes were unanimously approved by a vote of 11 to 0, with 12* members present.

Operations & Safety Committee Report

Mr. Orkin reported that the Operations & Safety Committee met on April 9, 2012 and approved the following resolutions:

- a. Resolution Authorizing Award of a Contract for the Procurement of Hardware for Open Text Software Upgrade, Contract Proposal Number P25969
- b. Resolution Authorizing the Award of a Sole Source Contract With Enghouse Transportation for the Teledriver 8.1.4 Driver Management System – Maintenance Support, Request for Proposal Number P25892
- c. Resolution Authorizing the Award of a Sole Source Contract With Trapeze Software Group for the Upgrade of Trapeze Suite of Products, Request for Price Proposal Number P25121
- d. Resolution Authorizing the Award of Contracts for the Procurement of a Licensing Agreement for the Trapeze Upgrade, Request for Price Proposal Number P26391
- e. Resolution Authorizing the Award of Contracts for the Procurement of Hardware for the Trapeze Upgrade, Request for Price Proposal Number P25686
- f. Resolution Authorizing the Award of Contracts for the Procurement of Hardware Maintenance Support for the Trapeze Upgrade, Request for Price Proposal Number P26397

Mr. Ashe asked if there was a need to pass the Trapeze upgrades today, noting that he has concerns about sole sourcing.

Mr. Graham responded yes, the items should go before the Board today so that MARTA can renew the expired license and obtain the needed upgrade.

On motion by Mr. Orkin seconded by Mr. Durrett, the resolutions were approved by a vote of 10 to 1, with 12* members present. A copy of the resolutions, **AS APPROVED, ARE ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

Mr. Ashe voted no.

The Committee received the following briefings:

- a) FY 13 Capital Budgets Update
- b) Election to Exercise the Third Option Period for Contract B12802, Job Order Contract (JOC)

Planning & External Relations Committee Report

Mrs. Butler reported that the Planning & External Relations Committee met on April 30, 2012 and approved the following resolutions:

- a. Resolution Authorizing the Grant of Easement Rights to Georgia Power Company for Access Across MARTA Parcel D3188E for Installation and Maintenance of Power Transmission Lines Along Peachtree Road in MARTA's Right-of-Way in Chamblee, DeKalb County, Georgia
- b. Resolution Authorizing the Grant of Easement Rights to Georgia Power Company for Access Across MARTA Parcel D1186E for Access and Maintenance of Structures, Facilities and Equipment Installed in Connection With and Associated With the MARTA Laredo Bus Facility Solar Plant

On motion by Mrs. Butler seconded by Mr. Buckley, the resolutions were unanimously approved by a vote of 11 to 0, with 12* members present. A copy of the resolutions, **AS APPROVED, ARE ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

The Committee received the following briefings:

- a) Regional Transit Committee Update
- b) MMPT Board Committee

Business Management Committee Report

Dr. Edmond reported that the Business Management Committee met on April 30, 2012 and approved the following resolutions:

- a. Resolution Authorizing the Execution of a Federal Transit Administration New Freedom Program Subgrant Agreement With DeKalb County

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- b. Resolution Authorizing the Execution of a Federal Transit Administration New Freedom Program Subgrant Agreement With Cobb County
- c. Resolution Authorizing the Re-Establishment of MARTA's Commercial Paper Program

On motion by Dr. Edmond seconded by Mr. Durrett, the resolutions were unanimously approved by a vote of 11 to 0, with 12* members present. A copy of the resolutions, **AS APPROVED, ARE ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

The Committee received the following briefings:

- a) Proposals for Concessions Advisor and Program Consultant
- b) Presentation of Proposed FY 13 Capital and Operating Budgets
- c) February Monthly and January Year-to-Date FY12 Budget Variance Analysis and Financial KPIs
- d) February FY 12 Key Performance Indicators

Resolution for Final Bond 2012A and 2012B Refunding Bonds and Series 2007CD Commercial Paper – Kevin Hurley

During the March Business Management Committee meeting, the Board was presented with several financial transactions that the Authority is pursuing. The first transaction presented in the schedule was the sale of bonds to facilitate the payoff of the existing \$324M in the commercial paper program, identified by Bond Series 2007 C and D; as well as the sale of bonds to partially refund the 2003A bond series with a par value of \$20.4M. This morning the Authority took bids on the series 2012A and 2012B bonds. These bond series are to be issued pursuant to this resolution and in accordance with the terms, covenants, restrictions and provisions of the Third Bond Indenture. Both bond series were rated AA3 by Moodys and AA+ by Standard and Poors. Neither series requires the use of a credit enhancement or a debt service reserve bond. At 10:30 a.m. this morning bids were received for the 2012A bond issued for the payoff of the existing commercial paper program. MARTA received seven competitive bids. The winning bid of 3.85% was presented by J.P. Morgan Securities LLC. At 10:45 this morning, bids were received for the 2012B bonds. MARTA received nine competitive bids. The winning bid of 13.5% was presented by Guggenheimer LLC. This bid represents a present value debt service cost savings of \$2.7M.

Adoption of this resolution will approve the authentication, registration, exchange and payment for the 2012A and 2012B bonds.

On motion by Mr. Durrett seconded by Mrs. Abernathy, the resolution was unanimously approved by a vote of 11 to 0, with 12* members present. A copy of the resolution, **AS APPROVED, IS ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

Dr. Edmond asked Mr. Hurley to expound upon the \$2B loss J.P. Morgan recently suffered.

Mr. Hurley said J.P. Morgan came out very strong this morning; sending the market a message that the loss is in the past and they are moving forward. The corporation is still valued in the hundreds of billions of dollars.

Resolution Authorizing a Contract for Executive Search Firm Services

Chairman Daniels asked for a motion to add the resolution to the Board's Agenda

On motion by Mr. Durrett seconded by Mr. Ashe the Board unanimously approved the addition of the resolution to the Board's Agenda by a vote of 11 to 0, with *12 members present.

Mrs. Kaufman brought forth the resolution, noting that one of the duties of the Ad Hoc Search Committee is to recommend the selection of and contract with an executive search firm to assist in the selection of a General Manager/CEO. This resolution would authorize the Chairman of the Board or his delegate to execute a Contract with the search firm of Heidrick & Struggles.

On motion by Mrs. Kaufman seconded by Mr. Durrett, the resolution was unanimously approved by a vote of 11 to 0, with 12* members present. A copy of the resolution, **AS APPROVED, IS ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

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Adjournment

The meeting of the MARTA Board of Directors adjourned at 2:14 p.m.