



BOARD OF DIRECTORS

METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

MEETING OF THE BOARD OF DIRECTORS

THURSDAY, APRIL 11, 2024

ATLANTA, GEORGIA

MEETING SUMMARY

CALL TO ORDER AND ROLL CALL

Chair Kathryn Powers called the meeting to order at 1:30 P.M.

Board Members

Present:

Stacy Blakley
James Durrett
William Floyd
Roderick Frierson
Freda Hardage
Al Pond
Kathryn Powers
Rita Scott
Valencia Williamson
Jennifer Ide
Sagirah Jones

Board Members

Absent:

Russell McMurry
Thomas Worthy
Jacob Tzegaegbe
Jannine Miller

Staff Members Present:

Collie Greenwood
Melissa Mullinax
Ralph McKinney
Rhonda Allen
Carrie Rocha
Peter Andrews
George Wright
Kevin Hurley
Michael Kreher

Also in Attendance: Justice Leah Ward Sears
Jonathan Hunt
Paula Nash
Jacqueline Holland
Tyrene Huff
Kenya Hammond
Phyllis Bryant

PUBLIC COMMENTS (SUBMITTALS VIA TELEPHONE, U.S. MAIL AND IN PERSON)

Dorothy Griffin [via email]
Akiem Williams [in person]
Ken Edelstein [in person]
Sherry Williams [in person]
Charles Ledgister [in person]
Chris Dyrda [in person]
Jay Miller [in person]
Ivan Colier [in person]
Derrick Blassingame [in person]
Marcia Reynolds-Haden [in person]

1. APPROVAL OF THE MINUTES

Minutes from March 14, 2024

Approval of the MARTA Board of Directors Meeting Minutes from March 14, 2024. On a motion by Board Member Hardage, seconded by Board Member Durrett, the motion passed by a vote of 9 to 0 with 2 members abstaining and 11 members present.

2. AUDIT COMMITTEE REPORT

Committee Chair Roderick Frierson reported that the Committee met on March 21, 2024, and approved the following resolutions:

Committee Chair Report Audit

Approval of the Audit Committee Resolution 2a. On a motion by Board Member Hardage, seconded by Board Member Durrett, the resolution passed by a vote of 10 to 0 with 1 member abstaining and 11 members present.

3. BUSINESS MANAGEMENT COMMITTEE REPORT

Committee Chair Jim Durrett reported that the Committee met on March 28, 2024, and approved the following resolutions:

Committee Chair Report Business Management

Approval of the Business Management Committee Resolutions 3a & 3b. On a motion by Board Member Hardage, seconded by Board Member Ide, the resolution passed by a vote of 9 to 0 with 2 members abstaining and 11 members present.

4. PLANNING & CAPITAL PROGRAMS COMMITTEE REPORT

Committee Chair Stacy Blakley reported that the Committee met on March 28, 2024.

Committee Chair Report Planning & Capital Programs

No action items.

5. OPERATIONS & SAFETY COMMITTEE REPORT

Committee Chair Al Pond reported that the Committee met on March 28, 2024, and approved the following resolution:

Committee Chair Report Operations & Safety

Approval of the Operations & Safety Committee Resolution 5a. On a motion by Board Member Hardage, seconded by Board Member Ide, the resolution passed by a vote of 9 to 0 with 2 members abstaining and 11 members present.

6. EXTERNAL RELATIONS COMMITTEE REPORT

Board agenda item #6b was tabled until a later date.

Committee Chair Rita Scott reported that the Committee met on March 28, 2024, and approved the following resolution:

Committee Chair Report External Relations

Approval of the External Relations Committee Resolution 6a. On a motion by Board Member Durrett, seconded by Board Member Hardage, the resolution passed by a vote of 9 to 0 with 2 members abstaining and 11 members present.

7. RESOLUTION AUTHORIZING THE EXECUTION, DELIVERY AND PERFORMANCE OF A DEALER MANAGER AGREEMENT AND AN INVITATION TO TENDER

Resolution Authorizing the Execution, Delivery and Performance of a Dealer Manager Agreement and an Invitation to Tender

Resolution Authorizing the Execution, Delivery and Performance of a Dealer Manager Agreement and an Invitation to Tender. On a motion by Board Member Hardage, seconded by Board Member Durrett, the resolution passed by a vote of 9 to 0 with 2 members abstaining and 11 members present.

8. RESOLUTION AUTHORIZING THE MODIFICATION IN CONTRACTUAL AUTHORIZATION FOR THE PROCUREMENT OF CONSTRUCTION MANAGEMENT AT RISK (CMAR) WITH PRE-CONSTRUCTION SERVICES FOR FIVE POINTS STATION TRANSFORMATION PROJECT CONTRACT NUMBER RFP P46354

Resolution Authorizing the Modification in Contractual Authorization for the Procurement of Construction Management at Risk (CMAR) with Pre-Construction Services for Five Points Station Transformation Project Contract Number RFP P46354

Resolution Authorizing the Modification in Contractual Authorization for the Procurement of Construction Management at Risk (CMAR) with Pre-Construction Services for Five Points Station Transformation Project Contract Number RFP P46354. On a motion by Board Member Ide, seconded by Board Member Hardage, the resolution passed by a vote of 10 to 0 with 1 member abstaining and 11 members present.

9. OTHER MATTERS

Chair Powers announced we are creating an Ad Hoc Committee to study other sources or streams of revenue outside of what MARTA is currently receiving. She thanked Mayor Floyd for introducing the idea. The Committee members are:

- Thomas Worthy, Chair
- William Floyd
- Freda Hardage
- Valencia Williamson
- Jennifer Ide
- Roderick Frierson

Chief Legal Counsel Peter Andrews read into the record the following resolutions and settlements emanating from the Executive Session:

REAL ESTATE

- Resolution Authorizing an Administrative Settlement with ATLFreight.com, LLC for the Clayton Operations and Maintenance Facility Project located at 5265 Old Dixie Road, City of Forest Park, GA. On a motion by Board Member Durrett, seconded by Board Member Hardage, the motion passed by a vote of 10 to 0 with 1 abstention and 11 members present.

LITIGATION

- Settlement - \$400,000 – Yerika Hernandez v. MARTA. On a motion by Board Member Durrett, seconded by Board Member Pond, the motion passed by a vote of 10 to 0 with 1 abstention and 11 members present.
- Settlement - \$5,000,000 – Katherine & Susan Wenzell v. MARTA. On a motion by Board Member Durrett, seconded by Board Member Hardage, the motion passed by a vote of 10 to 0 with 1 abstention and 11 members present.

10. COMMENTS FROM THE BOARD

Board Member Floyd thanked George Wright and the Operations team for giving him and a friend a tour of the Integrated Operations Center [IOC]. He also invited the MARTA Board to do a ride-along with him and other MARTA staff on Friday, April 26, with the 200-plus Woodward Academy students who ride the rail system daily.

Board member Frierson expressed gratitude to the MARTA staff for organizing the Indian Creek Master Plan Final Open House on March 30, 2024. The event was well-attended by the community, and their participation is highly appreciated. Such engagements are vital, and we should continue to encourage community members to attend such events to learn and hear what we are doing.

Board member Durrett acknowledged Ken Gregor, former MARTA General Manager, who was in the audience.

11. ADJOURNMENT

The Board meeting adjourned at 2:20 P.M..

YouTube link: <https://www.youtube.com/live/jpQ75uBJ-84?feature=shared>

April 11, 2024 Board Meeting Public Comments

Received via (404) 848-6000, marta.board@itsmarta.com, public@itsmarta.com

Summary: **One (1) customers provided a public comment**

1 – Emails

0 – Voice Messages

1.) Message Date: Wednesday, April 10, 2024

8:31 p.m. (Via Board Email)

Dorothy Griffin

dgriffin@nfbga.org

Hello MARTA Board Members, my name is Dorothy Griffin. I am a blind resident residing in Dekalb County. My comment/concern is: When riding Marta Paratransit I never know which form of, (make or model) of paratransit transportation will be picking me up. There's the paratransit Buses, black SUV's or the white SUV van with the lift. It is a safety concern for the blind community when I / we can not see faces especially while sitting in the vehicle, colors, small printed signs. I request door to door service but for some reason I don't get it. I have to walk up to vehicles and wait to see if that is a Marta vehicle there with a driver who will roll down the window to identify themselves and it is my driver and not some total stranger's personal vehicle. Heaven forbid it is someone with ill intentions and acts like they are there to pick me or us up.

This happens a lot to me when I go to the Fulton County Library and the driver is parked on Carnegie Way instead of One Margaret Mitchell Sq. as well as other places.

Possible Solution: I would like for the audio ETA, morning call that I or we could get a type of vehicle notification that will be picking me or us up. My understanding is that each separate fleet type has some type of numbering system. If the first few numbers could be included or the type of vehicle could be announced along with the current information or the driver's name that may help us from approaching the wrong vehicle.

Thank you for your time and attention to this matter.

--

Dorothy Griffin - President

National Federation of the Blind of Georgia

dgriffin@nfbga.org

770-374-4832

The National Federation of the Blind knows that blindness is not the characteristic that defines you or your future. Every day we raise the expectations of blind people, because low expectations create obstacles between blind people and our dreams. You can live the life you want; blindness is not what holds you back.

**RESOLUTION AUTHORIZING THE MODIFICATION IN CONTRACT ACTUAL
AUTHORIZATION FOR PROFESSIONAL SERVICES FOR AN INTERNAL AUDIT
GRC AUTOMATION TOOL CONTRACT NUMBER LOA L46790**

WHEREAS, on April 1, 2020 the General Manager entered into a Contract with ACL Services, Ltd. for Professional Services for an Internal Audit GRC Automation Tool, Letter of Agreement L46790; and

WHEREAS, on April 8, 2021, the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority authorized the General Manager/CEO or his delegate to extend the contract term and increase the contractual authorization to add additional funds Professional Services for an Internal Audit GRC Automation Tool, L46790 in the amount of \$233,916.00.; and

WHEREAS, on May 4, 2023 a contract modification was executed to change the Contractor's name from ACL Services, Ltd. To Diligent Canada, Inc.; and

WHEREAS, MARTA staff has determined that it is in the best interest of the Authority to extend the contract term and increase the contract value to provide for known changes and additions to the contract; and

WHEREAS, all contractual changes and additions for this modification will follow the Authority's procurement policies and guidelines; and

RESOLVED THEREFORE, by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority that the General Manager/CEO or his delegate be, and hereby is, authorized to extend the contract term and increase the authorization for Contract No. L46790 Professional Services for an Internal Audit GRC Automation Tool from \$310,916.00 to \$375,192.00

Approved as to Legal Form:

DocuSigned by:

Peter J. Andrews

**Chief Counsel,
Metropolitan Atlanta Rapid Transit Authority**

**RESOLUTION AUTHORIZING AWARD OF A CONTRACT FOR THE PROCUREMENT OF
MICROSOFT LICENSE ENTERPRISE AGREEMENT, IFB B50469**

WHEREAS, the Authority's Office of Information Technology has identified the need for the Procurement of Microsoft License Enterprise Agreement, Invitation for Bids Number B50469; and

WHEREAS, on February 1, 2024, the Metropolitan Atlanta Rapid Transit Authority duly sent Notice of the Invitation for Bids to potential Bidders; and

WHEREAS, notice of the said Invitation for Bids was advertised in the local newspaper of the largest circulation in the Atlanta metropolitan area, once in each of the two weeks prior to opening bids; and

WHEREAS, all Bidders were given an opportunity to protest the bid instructions, specifications, and/or procedures; and

WHEREAS, on March 6, 2024 at 11:00 a.m., local time, three (3) bids were publicly opened and read aloud; and

WHEREAS, the lowest bid submitted by Crayon Software Experts LLC, is responsive and responsible and the bidder is capable of performing the Contract.

RESOLVED THEREFORE, by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority that the General Manager/CEO or his delegate be, and hereby is, authorized to execute a Contract on substantially the same terms and conditions as contained in the Invitation for Bids Number B50469, Procurement of Microsoft License Enterprise Agreement between the Authority and Crayon Software Experts LLC, in the amount of \$9,246,344.99.

Approved as to Legal Form:

DocuSigned by:
Peter J. Andrews
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**Chief Counsel, Metropolitan Atlanta
Rapid Transit Authority**

METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

Resolution

A RESOLUTION authorizing the defeasance of the Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds (Third Indenture Series), Refunding Series 2016B.

WITNESSETH:

WHEREAS, Pursuant to an Act of the General Assembly of the State of Georgia (Ga. Laws 1965, p. 2243), as amended and supplemented (the “Act”), the Metropolitan Atlanta Rapid Transit Authority (the “Authority”) exists for the purposes of planning, designing, leasing (as lessee), purchasing, acquiring, holding, owning, constructing, improving, equipping, financing, maintaining and administering a rapid transit system (the “System”) within the metropolitan area comprising the Counties of Fulton, DeKalb, Cobb, Clayton and Gwinnett (including the City of Atlanta), and operating the same, or contracting therefor, or leasing (as lessor) the same for operation by private parties; and

WHEREAS, plans and recommendations, dated September, 1971 (the “Engineering Report”), for the acquisition and construction of the System were prepared by Parsons Brinckerhoff-Tudor-Bechtel, General Engineering Consultants (a copy of said Engineering Report, as amended from time to time, is on file in the office of the Authority); and

WHEREAS, pursuant to referenda held during 1965 in accordance with the provisions of the Act, the qualified voters of the City of Atlanta, Georgia (the “City”) and of the counties of Fulton, DeKalb, Clayton and Gwinnett voted to participate further in the Authority, and the qualified voters of Cobb County voted not to so participate; and

WHEREAS, the Authority was and is authorized by the Act to enter into a contract with the local governments with respect to the acquisition, construction, improvement, operation and maintenance of a rapid transit system and the financial participation of such governments in the Authority; and

WHEREAS, the Authority entered into a contract, entitled the Rapid Transit Contract and Assistance Agreement (the “Original Contract”), as of the 1st day of September, 1971, as amended, with the City and Fulton, DeKalb, Clayton, and Gwinnett Counties, and the Original Contract sets forth the several promises of the City to perform certain obligations of Fulton, DeKalb, Clayton and Gwinnett Counties to make the payments and to perform the other obligations therein set out in consideration of the undertaking on the part of the Authority to acquire, construct, improve, operate and maintain the System to the extent that its financial resources permit; and

WHEREAS, in accordance with the provisions of the Act, the Original Contract was approved by the qualified voters of Fulton and DeKalb Counties in 1971 but was not approved by the qualified voters of Clayton and Gwinnett Counties, and pursuant to the terms and the provisions of the Act and the Original Contract, the Original Contract therefore became final and binding on the City and Fulton and DeKalb Counties but did not become final and binding with respect to Clayton and Gwinnett Counties; and

WHEREAS, the payments to be made to the Authority under the Original Contract have been and are in an amount equal to the total receipts or credits during the term of the Original Contract from the levy of a retail sales and use tax for rapid transit purposes in the City, Fulton County and DeKalb County authorized by an Act of the Georgia General Assembly approved

March 16, 1971 (Ga. Laws 1971, p. 2082) and Section 32-9-13, Official Code of Georgia Annotated; and

WHEREAS, the Authority entered into a Rapid Transit Contract dated as of July 5, 2014 (the “Clayton Contract” and, together with the Original Contract, the “Contracts”) with Clayton County, Georgia (“Clayton County”), and the Clayton Contract incorporated the Original Contract therein and sets forth the several promises of Clayton County to make the payments and to perform the other obligations described therein in consideration of the undertaking on the part of the Authority to acquire, construct, improve, operate and maintain the System, to extent that its financial resources permit, including the extension of transit services into Clayton County; and

WHEREAS, in accordance with the provisions of the Act, the Clayton Contract was approved by the qualified voters of Clayton County on November 4, 2014, and pursuant to the terms and the provisions of the Act and the Clayton Contract, the Clayton Contract therefore became final and binding on Clayton County; and

WHEREAS, the payments to be made to the Authority under the Clayton Contract have been and are in an amount equal to the total receipts or credits during the term of the Clayton Contract from the levy of a retail sales and use tax for rapid transit purposes in Clayton County that began in March 2015; and

WHEREAS, pursuant to the vote of the qualified voters of Clayton County described above, the Clayton Contract and a Fourteenth Amendment to Rapid Transit Contract and Assistance Agreement, dated as of December 9, 2014, among the Authority, the City, Fulton, DeKalb and Clayton Counties, the Original Contract became final and binding with respect to Clayton County; and

WHEREAS, neither the Contracts nor the Act contemplates or authorizes the imposition or collection of any ad valorem tax for the purpose of financing the System; and

WHEREAS, the Contracts were entered into on the assumption that the United States of America would defray a substantial part of the costs of planning, designing, purchasing, acquiring, constructing, improving and equipping the System (collectively, the “Costs of the System”); and

WHEREAS, the Authority has entered into contracts with the United States of America pursuant to which the United States of America has agreed to defray a substantial part of the Costs of the System; and

WHEREAS, a portion of certain title ad valorem taxes on motor vehicles registered in Clayton County, Fulton County and DeKalb County (“TAVT Receipts”) are to be paid by Clayton, Fulton and DeKalb Counties to the Authority pursuant to Section 48-5C-1 et seq., Official Code of Georgia Annotated (the “TAVT Act”) for the purpose of financing the System; and

WHEREAS, the Authority intends to use the payments to be received by it under the Contracts and the TAVT Act to defray the remainder of such Costs of the System; and

WHEREAS, pursuant to a resolution of the Authority adopted November 3, 2003 (the “2003 Bond Resolution”), the Authority authorized the execution, delivery and performance of a Trust Indenture, dated as of October 1, 2003 (the “Original Indenture”), between the Authority and U.S. Bank Trust Company, National Association, a national banking association, as successor trustee (the “Trustee”) to provide for the issuance of revenue bonds for the purposes hereinafter described to assign to the Trustee all right, title and interest of the Authority in, to and under the Contracts and the TAVT Receipts, as security for such revenue bonds; and

WHEREAS, in accordance with Section 2.01 of the Original Indenture and under and pursuant to the 2003 Bond Resolution, the Authority previously authorized the issuance of up to an aggregate principal amount of One Billion Dollars (\$1,000,000,000) in revenue bonds (the “Original Bonds”) of the Authority, in one or more series, for the purposes of (i) paying the Costs of the System, and (ii) refunding from time to time all or any part of any outstanding revenue bonds of the Authority; and

WHEREAS, in accordance with Section 2.01 of the Original Indenture and under and pursuant to the 2003 Bond Resolution and certain other resolutions adopted subsequent to such 2003 Bond Resolution (collectively, the “Bond Resolution”) the Authority previously authorized the issuance of up to an aggregate principal amount of up to \$7,800,000 in revenue bonds (the “Bonds”) of the Authority, in one or more series, for the purposes of (i) paying the Costs of the System, and (ii) refunding from time to time all or any part of any outstanding revenue bonds of the Authority; and

WHEREAS, pursuant to the Bond Resolution and as required by the provisions of the Act, proceedings to validate the Bonds and the security therefor in accordance with the Revenue Bond Law of Georgia (Ga. Laws 1937, p. 761) were instituted in the Superior Court of Fulton County, Georgia and such Court entered orders dated February 16, 2004, January 3, 2007, December 8, 2008, October 8, 2013, November 3, 2015, December 3, 2019, October 8, 2020 and May 8, 2023 confirming and validating the Original Bonds, the Additional Bonds (as defined in the Indenture), the Original Contract, the Clayton Contract and the Authority’s interest in the TAVT Receipts, respectively, and the security therefor in all respects, which orders are now final and binding; and

WHEREAS, the Authority may, but is not required to, provide for an irrevocable letter of credit, a line or lines of credit, a policy of insurance, security agreement, pledge agreement, bond purchase agreement, guaranty, trust deposit receipt, surety bond or other credit or liquidity facility to support timely payments of principal of, purchase price, if any, redemption premium, if any, and interest on, any series of the Bonds, in whole or in part, as provided in any resolution of the Authority duly adopted in connection with the issuance of any Bonds; and

WHEREAS, it is contemplated that the payments to be received by the Authority under the Contracts and the TAVT Act will be sufficient to pay the principal of, redemption premium, if any, and interest on the Authority’s previously issued and outstanding Bonds; and

WHEREAS, the Original Indenture and the Bond Resolution provide that, subject to the conditions contained therein, the Bonds may be issued and sold in one or more series from time to time as may be determined by the Authority for the purposes set forth therein; and

WHEREAS, the Authority now deems it advisable and in its interest to use funds of the Authority to defease to maturity certain maturities of its Sales Tax Revenue Bonds (Third Indenture Series), Refunding Series 2016B as more fully described in the hereinafter defined Escrow Deposit Agreement (the “Defeased Bonds”); and

WHEREAS, the Authority proposes to authorize the execution and delivery of an Escrow Deposit Agreement, to be dated its date of execution and delivery (the “Escrow Deposit Agreement”), with U.S. Bank Trust Company, National Association, as escrow agent and trustee relating to the defeasance of the Defeased Bonds; and

WHEREAS, in order to effect the undertakings contemplated by this Resolution, it will be necessary for the Authority to obtain certain consulting and other services, including but not limited to escrow deposit agent and trustee services, legal services, the services of financial advisors and economic advisors, printing services, the services of credit rating agencies and the services of independent certified public accountants and verification agents;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority as follows:

Section 1. Resolution. This Resolution is adopted by the Authority pursuant to and in accordance with the Indenture. All covenants, conditions and agreements of the Indenture shall apply with full force and effect to the Defeased Bonds, except as otherwise provided herein.

Section 2. Definitions. Except as otherwise defined herein, terms defined in the Indenture are used in this Resolution with the meanings assigned to them in the Indenture.

Section 3. Authorization of Escrow Deposit Agreement. The execution, delivery and performance of the Escrow Deposit Agreement are hereby authorized. The General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority is hereby authorized to execute and deliver, and the Secretary or Assistant Secretary of the Authority is hereby authorized to attest, the Escrow Deposit Agreement on behalf of the Authority. The Escrow Deposit Agreement shall be in substantially the form attached hereto as Exhibit “A,” subject to such changes, insertions or omissions as may be approved by the General Manager, Chief Financial Officer, Chair or Vice-Chair, and the execution of the Escrow Deposit Agreement by the General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority as hereby authorized shall be conclusive evidence of any such approval.

Section 4. Fees. The officers of the Authority, together with the Authority’s staff, are authorized to contract to pay costs in connection with the defeasance of the Defeased Bonds, including but not limited to the services of a trustee, escrow agent, financial advisors, economic advisors, independent certified public accountants, credit rating agencies, printing services and legal services.

Section 5. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Indenture shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the Authority in his individual capacity.

Section 6. General Authority. From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the Authority are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of such documents as executed, and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the defeasance of the Defeased Bonds and to document compliance with the provisions of the Code or other applicable law.

Section 7. Actions Approved and Confirmed. All acts and doings of the officers of the Authority which are in conformity with the purposes and intents of this Resolution, and in the furtherance of the defeasance of the Defeased Bonds and the execution, delivery and performance of the Escrow Deposit Agreement, shall be, and the same hereby are, in all respects approved and confirmed.

Section 8. Severability of Invalid Provisions. If any one or more of the agreements or provisions herein contained shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or authorized hereunder.

Section 9. Repealing Clause. All resolutions or parts thereof of the Authority in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 10. Effective Date. This Resolution shall take effect immediately upon its adoption.

Section 11. Limitation of Rights. With the exception of the rights herein expressly conferred, nothing expressed or mentioned in or to be implied from this Resolution is intended or shall be construed to give any person other than the parties hereto and the Owners of the Defeased Bonds any legal or equitable right, remedy or claim under or in respect to this Resolution or any covenant, condition and agreement herein contained; this Resolution and all of the covenants, conditions and agreements hereof being intended to be and being for the sole and exclusive benefit of the parties hereto and the Owners of the Defeased Bonds as herein provided.

Section 12. Successors and Assigns. This Resolution shall be binding upon, inure to the benefit of and be enforceable by the Authority and its successors and assigns.

Section 13. Applicable Law. This Resolution shall be governed by the applicable laws of the State of Georgia.

Section 14. Conflicts. This Resolution is adopted in accordance with Section 2.02 of the Original Indenture. All resolutions in conflict herewith are to the extent of such conflict hereby repealed and this Resolution shall take immediate effect.

[Remainder of page intentionally left blank]

Adopted this 11th day of April, 2024.

Kathryn Powers
Chair, MARTA Board of Directors

Attest:

Tyrene L. Huff
Assistant Secretary

Approved as to Legal Form:

Peter J. Andrews
Chief Counsel

EXHIBIT "A"

FORM OF ESCROW DEPOSIT AGREEMENT

SECRETARY'S CERTIFICATE

The undersigned Assistant Secretary of the Metropolitan Atlanta Rapid Transit Authority ("MARTA"), DOES HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of the resolution, adopted on April 11, 2024, by the MARTA Board of Directors in a meeting duly called and assembled, which was open to the public and at which a quorum was present and acting throughout, and that the original of said resolution appears of record in the Minute Book of MARTA which is in the undersigned's custody and control.

WITNESS my hand and the official seal of MARTA, this 11th day of April, 2024.

Tyrene L. Huff
Assistant Secretary

(CORPORATE SEAL)

**RESOLUTION AUTHORIZING THE SOLICITATION OF QUALIFICATION
STATEMENTS FOR THE PROCUREMENT OF ENVIRONMENTAL ENGINEERING
COMPLIANCE AND SUSTAINABILITY CONSULTING SERVICES CONTRACT,
A/E50490**

WHEREAS, the Authority is authorized by Section 14 of the MARTA Act to procure goods and services without competitive bidding if it is impracticable to prepare adequate specifications and an adequate description on the basis of which to solicit competitive bids; and

WHEREAS, the General Manager/CEO has certified, in accordance with Section 14 of the MARTA Act, that the procurement of Environmental Engineering Compliance and Sustainability Consulting Services is impracticable through the solicitation of competitive bids; and

WHEREAS, award of a Contract for the procurement of Environmental Engineering Compliance and Sustainability Consulting Services, after the solicitation of qualification statements and selection of a preferred proponent pursuant to Section 14 of the MARTA Act and Federal Law, is subject to approval by the Board of Directors.

RESOLVED THEREFORE, by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority that the General Manager/CEO, or his designee be, and

hereby is, authorized to solicit qualification statements for the procurement of Environmental Engineering Compliance and Sustainability Consulting Services by means other than competitive bidding, in accordance with Section 14 of the MARTA Act and Federal Law, through the use of Request for Qualification Statements.

Approved as to Legal Form:

DocuSigned by:

Peter J. Andrews

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**Chief Counsel, Metropolitan Atlanta
Rapid Transit Authority**

**RESOLUTION AUTHORIZING EXECUTION OF SPONSORSHIP AGREEMENT BETWEEN
MARTA AND ATLANTA UNITED FOOTBALL CLUB, LLC.**

WHEREAS, On March 14, 2024, MARTA recognizes the strategic importance of enhancing brand visibility and community engagement through sponsorship agreements;

WHEREAS, the proposed sponsorship agreement the Atlanta United Football Club, LLC (“Atlanta United”) aligns with MARTA's mission to serve the local community and promote sustainable transportation solutions;

WHEREAS, the sponsorship presents an opportunity to increase MARTA's presence among sports enthusiasts and the broader community, driving awareness and patronage of MARTA's services;

WHEREAS, MARTA's legal team has thoroughly reviewed the terms and conditions of the proposed sponsorship agreement with Atlanta United;

WHEREAS, it is in the best interest of MARTA to proceed with securing the necessary funds to enter into the sponsorship agreement;

RESOLVED THEREFORE, by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority that the General Manager/CEO or his delegate be, and hereby is, authorized procurement of funds in the amount of \$586,571 for the purpose of entering into a sponsorship agreement with Atlanta United Football Club, LLC ;

BE IT FURTHER RESOLVED, that the Chief Executive Officer of MARTA or their designee is hereby authorized to negotiate and execute all necessary documents and agreements related to the sponsorship, including but not limited to, the sponsorship contract, payment schedules, and any associated legal documents;

BE IT FURTHER RESOLVED, that any actions taken by the General Manager/CEO Officer or their delegate be in connection with the negotiation and execution of the sponsorship agreement shall be deemed valid and binding on behalf of MARTA;

BE IT FURTHER RESOLVED, that the Board of Directors shall be kept informed of all developments and progress related to the sponsorship agreement.

Approved as to Legal Form:

DocuSigned by:
Peter J. Andrews
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Counsel, Metropolitan Atlanta Rapid Transit Authority



Resolution Authorizing the Execution, Delivery and Performance of a Dealer Manager Agreement and an Invitation to Tender

MARTA Board Work Session
April 11, 2024

Background

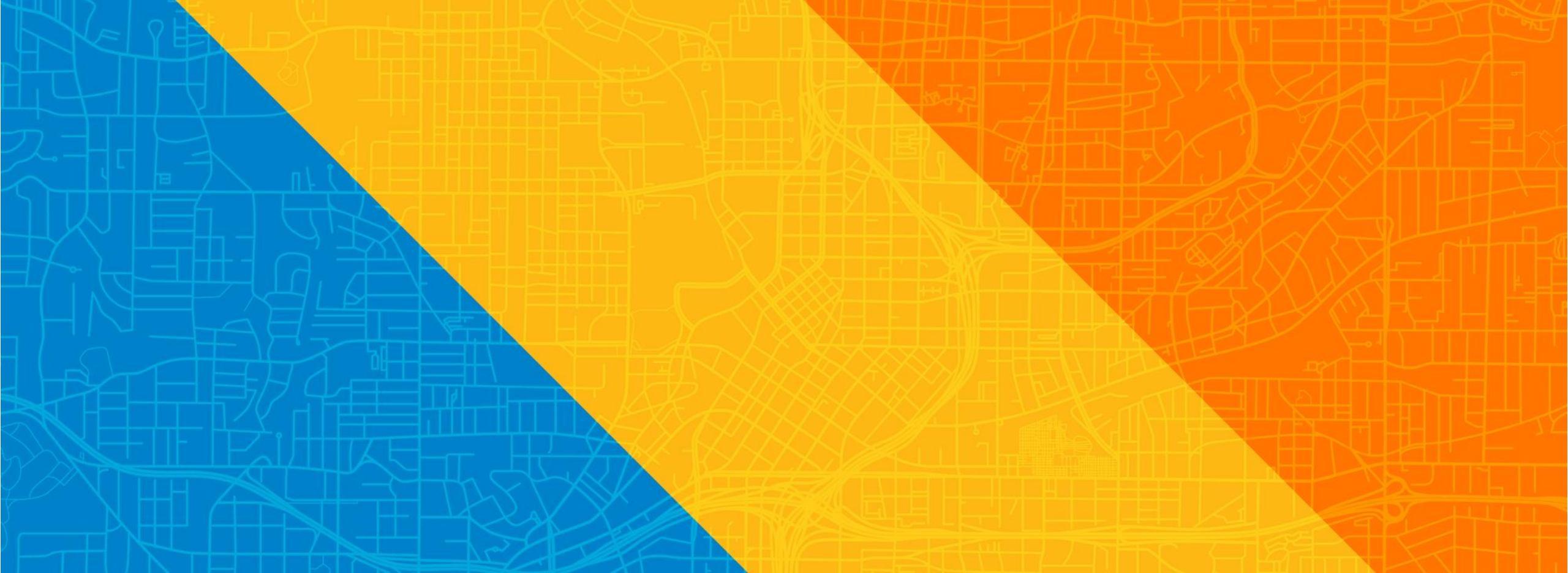
- In the tender transaction completed in FY2023, the Dealer Manager Agreement (DMA) and the Invitation to Tender were ratified at the final Board approval of the transaction
- For this transaction, current underwriters' counsel has requested approval of the DMA and Invitation to Tender prior to marketing the tender
- Unfortunately, notification of this change was not provided to the MARTA team until the morning of the March Business Management Committee meeting

Discussion

- The DMA sets forth the terms and conditions for the engagement with the Dealer Managers, in this case the lead underwriters, Jefferies and Wells Fargo
- The Invitation to Tender is the offering document to MARTA's bondholders to relinquish their current bonds for cash
- The requested resolution will authorize the General Manager or Chief Financial Officer to execute the DMA and release the Invitation to Tender

Board Action

- At the Board meeting following this work session, I respectfully request Board approval of the Resolution Authorizing the Execution, Delivery and Performance of a Dealer Manager Agreement and an Invitation to Tender



Thank You



METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

Resolution

A RESOLUTION authorizing, inter alia, the execution, delivery and performance of a Dealer Manager Agreement and an Invitation to Tender, each relating to an offer to bond owners to tender certain outstanding sales tax revenue bonds of the Metropolitan Atlanta Rapid Transit Authority.

WITNESSETH:

WHEREAS, Pursuant to an Act of the General Assembly of the State of Georgia (Ga. Laws 1965, p. 2243), as amended and supplemented (the “Act”), the Metropolitan Atlanta Rapid Transit Authority (the “Authority”) exists for the purposes of planning, designing, leasing (as lessee), purchasing, acquiring, holding, owning, constructing, improving, equipping, financing, maintaining and administering a rapid transit system (the “System”) within the metropolitan area comprising the Counties of Fulton, DeKalb, Cobb, Clayton and Gwinnett (including the City of Atlanta), and operating the same, or contracting therefor, or leasing (as lessor) the same for operation by private parties; and

WHEREAS, the Authority proposes to authorize the offer to purchase all or a portion of the Authority’s outstanding (i) Sales Tax Revenue Bonds (Third Indenture Series) Series 2015B (the “Offered Series 2015B Bonds”), (ii) Sales Tax Revenue Bonds (Third Indenture Series) Series 2015C (the “Offered Series 2015C Bonds”), (iii) Sales Tax Revenue Bonds (Third Indenture Series) Refunding Series 2016B (the “Offered Series 2016B Bonds”), (iv) Sales Tax Revenue Bonds (Third Indenture Series) Series 2017A (the “Offered Series 2017A Bonds”), (v) Sales Tax Revenue Bonds Refunding Series 2017C (the “Offered Series 2017C Bonds”), (vi) Sales Tax Revenue Bonds Refunding Series 2017D (the “Offered Series 2017D Bonds”), (vii) Sales Tax Revenue Bonds, Federally Taxable Refunding Series 2020B (the “Offered Series 2020B Bonds”) and (viii) Sales Tax Revenue Bonds, Federally Taxable Refunding Series 2021D (Green Bonds) (the “Offered Series 2021D Bonds” and together with the Offered Series 2015B Bonds, the Offered Series 2015C Bonds, the Offered Series 2016B Bonds, the Offered 2017A Bonds, the Offered Series 2017C Bonds, the Offered Series 2017D Bonds and the Offered Series 2020B Bonds, the “Offered Bonds”); and

WHEREAS, it is necessary to authorize the execution, delivery and performance of a Dealer Manager Agreement, dated its date of execution and delivery, among the Authority, Jefferies LLC and Wells Fargo Bank, National Association, relating to the Offered Bonds (the “Dealer Manager Agreement”); and

WHEREAS, it is necessary to authorize the use and distribution of an Invitation to Tender, to be dated its date of initial distribution, relating to the Offered Bonds (the “Invitation to Tender”);

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority as follows:

Section 1. Resolution. This Resolution is adopted by the Authority pursuant to and in accordance with the Act.

Section 2. Authorization of Dealer Manager Agreement. The execution, delivery and performance of the Dealer Manager Agreement are hereby authorized. The General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority is hereby authorized to execute and deliver, and the Secretary or Assistant Secretary of the Authority is hereby authorized to attest, the Dealer Manager Agreement on behalf of the Authority. The Dealer Manager Agreement shall be in substantially the form attached hereto as Exhibit “A,” subject to such changes, insertions or

omissions as may be approved by the General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority, and the execution of the Dealer Manager Agreement by the General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority as hereby authorized shall be conclusive evidence of any such approval.

Section 3. Invitation to Tender. The use, distribution and execution of the Invitation to Tender is hereby authorized and approved. The General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority is hereby authorized to execute and deliver, and the Secretary or Assistant Secretary of the Authority is hereby authorized to attest, the Invitation to Tender on behalf of the Authority. The Invitation to Tender shall be in substantially the form attached hereto as Exhibit "B," subject to such changes, insertions or omissions as may be approved by the General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority, and the execution of the Invitation to Tender by the General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority as hereby authorized shall be conclusive evidence of any such approval.

Section 4. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the documents herein authorized shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the Authority in his individual capacity, and no such officer, director, agent or employee shall be personally liable with respect to the actions authorized herein or be subject to personal liability or accountability by reason of the authorization, execution, delivery and performance thereof.

Section 5. General Authority. From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the Authority are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of such documents as executed, and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the execution and delivery of the documents herein authorized and to document compliance with applicable law.

Section 6. Actions Approved and Confirmed. All acts and doings of the officers of the Authority which are in conformity with the purposes and intents of this Resolution, and in the furtherance of the execution, delivery and performance of the documents herein authorized and the performance of the documents herein authorized, shall be, and the same hereby are, in all respects approved and confirmed.

Section 7. Severability of Invalid Provisions. If any one or more of the agreements or provisions herein contained shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the actions authorized hereunder.

Section 8. Repealing Clause. All resolutions or parts thereof of the Authority in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 9. Effective Date. This Resolution shall take effect immediately upon its adoption.

Section 10. Limitation of Rights. With the exception of the rights herein expressly conferred, nothing expressed or mentioned in or to be implied from this Resolution is intended or shall be construed to give any person other than the parties hereto any legal or equitable right, remedy or claim under or in respect to this Resolution or any covenant, condition and agreement herein contained; this Resolution and all of the covenants, conditions and agreements hereof being intended to be and being for the sole and exclusive benefit of the parties hereto as herein provided.

Section 11. Successors and Assigns. This Resolution shall be binding upon, inure to the benefit of and be enforceable by the Authority and its successors and assigns.

Section 12. Applicable Law. This Resolution shall be governed by the applicable laws of the State of Georgia.

Section 13. Conflicts. All resolutions in conflict herewith are to the extent of such conflict hereby repealed and this Resolution shall take immediate effect.

[Remainder of page intentionally left blank]

Adopted this 11th day of April, 2024.

Kathryn Powers
Chair, MARTA Board of Directors

Attest:

Tyrene L. Huff
Assistant Secretary

Approved as to Legal Form:

Peter J. Andrews
Chief Counsel

SECRETARY'S CERTIFICATE

The undersigned Assistant Secretary of the Metropolitan Atlanta Rapid Transit Authority ("MARTA"), DOES HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of the resolution, adopted on April 11, 2024, by the MARTA Board of Directors in a meeting duly called and assembled, which was open to the public and at which a quorum was present and acting throughout, and that the original of said resolution appears of record in the Minute Book of MARTA which is in the undersigned's custody and control.

WITNESS my hand and the official seal of MARTA, this 11th day of April, 2024.

Tyrene L. Huff
Assistant Secretary

(CORPORATE SEAL)

METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

Resolution

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WITNESSETH:

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WHEREAS, the Authority proposes to authorize the offer to purchase all or a portion of the Authority’s outstanding (i) Sales Tax Revenue Bonds (Third Indenture Series) Series 2015B (the “Offered Series 2015B Bonds”), (ii) Sales Tax Revenue Bonds (Third Indenture Series) Series 2015C (the “Offered Series 2015C Bonds”), (iii) Sales Tax Revenue Bonds (Third Indenture Series) Refunding Series 2016B (the “Offered Series 2016B Bonds”), (iv) Sales Tax Revenue Bonds (Third Indenture Series) Series 2017A (the “Offered Series 2017A Bonds”), (v) Sales Tax Revenue Bonds Refunding Series 2017C (the “Offered Series 2017C Bonds”), (vi) Sales Tax Revenue Bonds Refunding Series 2017D (the “Offered Series 2017D Bonds”), (vii) Sales Tax Revenue Bonds, Federally Taxable Refunding Series 2020B (the “Offered Series 2020B Bonds”) and (viii) Sales Tax Revenue Bonds, Federally Taxable Refunding Series 2021D (Green Bonds) (the “Offered Series 2021D Bonds” and together with the Offered Series 2015B Bonds, the Offered Series 2015C Bonds, the Offered Series 2016B Bonds, the Offered 2017A Bonds, the Offered Series 2017C Bonds, the Offered Series 2017D Bonds and the Offered Series 2020B Bonds, the “Offered Bonds”); and

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omissions as may be approved by the General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority, and the execution of the Dealer Manager Agreement by the General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority as hereby authorized shall be conclusive evidence of any such approval.

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Section 6. Actions Approved and Confirmed. All acts and doings of the officers of the Authority which are in conformity with the purposes and intents of this Resolution, and in the furtherance of the execution, delivery and performance of the documents herein authorized and the performance of the documents herein authorized, shall be, and the same hereby are, in all respects approved and confirmed.

Section 7. Severability of Invalid Provisions. If any one or more of the agreements or provisions herein contained shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the actions authorized hereunder.

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Adopted this 11th day of April, 2024.

Kathryn Powers
Chair, MARTA Board of Directors

Attest:

Tyrene L. Huff
Assistant Secretary

Approved as to Legal Form:

Peter J. Andrews
Chief Counsel

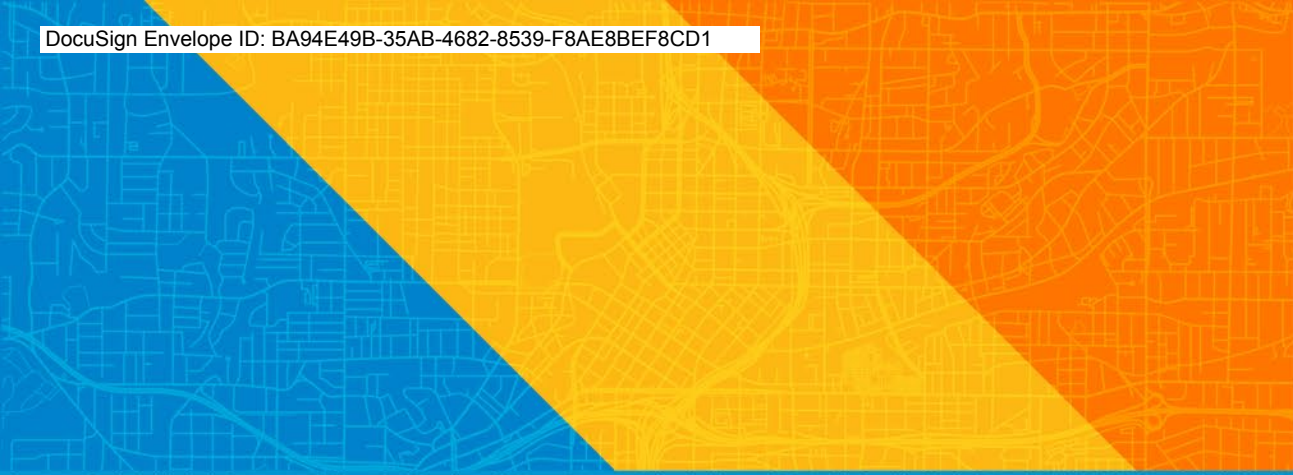
SECRETARY'S CERTIFICATE

The undersigned Assistant Secretary of the Metropolitan Atlanta Rapid Transit Authority ("MARTA"), DOES HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of the resolution, adopted on April 11, 2024, by the MARTA Board of Directors in a meeting duly called and assembled, which was open to the public and at which a quorum was present and acting throughout, and that the original of said resolution appears of record in the Minute Book of MARTA which is in the undersigned's custody and control.

WITNESS my hand and the official seal of MARTA, this 11th day of April, 2024.

Tyrene L. Huff
Assistant Secretary

(CORPORATE SEAL)



**A RESOLUTION AUTHORIZING THE
INCREASED CONTRACT VALUE
TO SKANSKA USA BUILDING, INC FOR
CONSTRUCTION MANAGER AT RISK
SERVICES ON THE FIVE POINTS
TRANSFORMATION PROJECT
CONTRACT NO. P46354**



AGENDA

- Scope of Services
- Deconstruction
- Construction
- Requested Authorization

Scope of Services

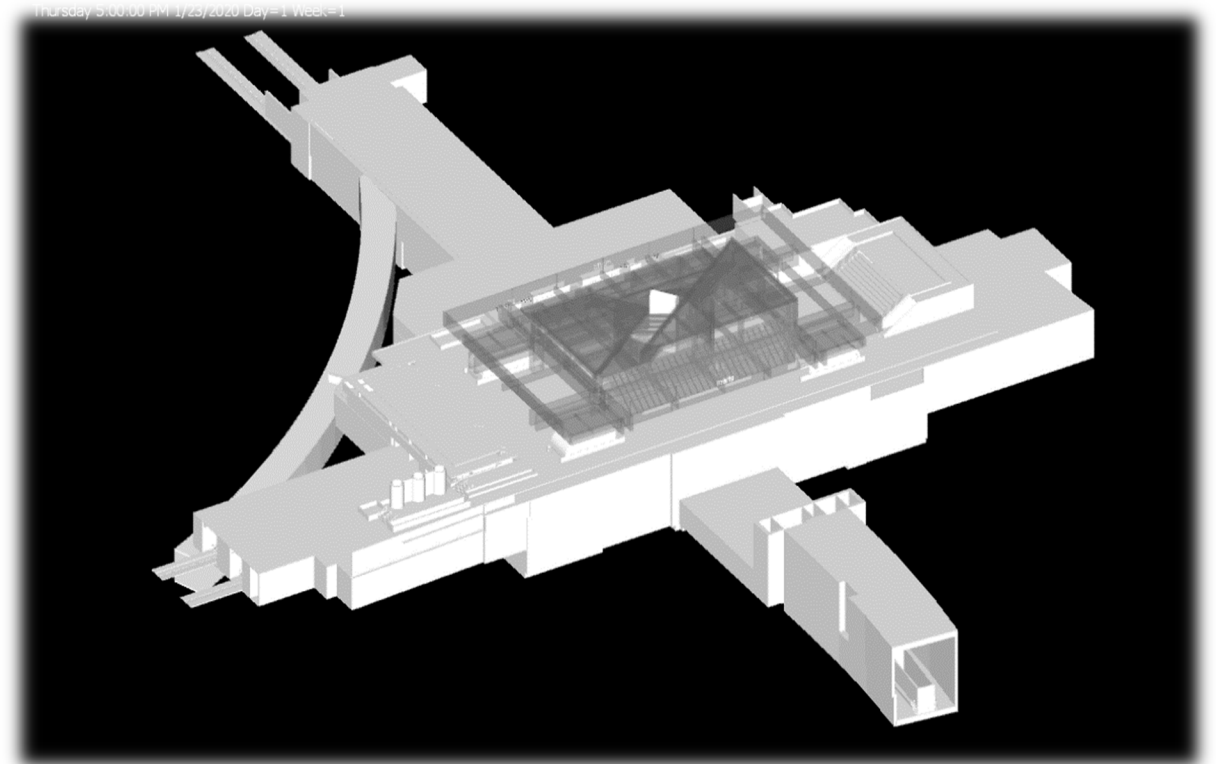
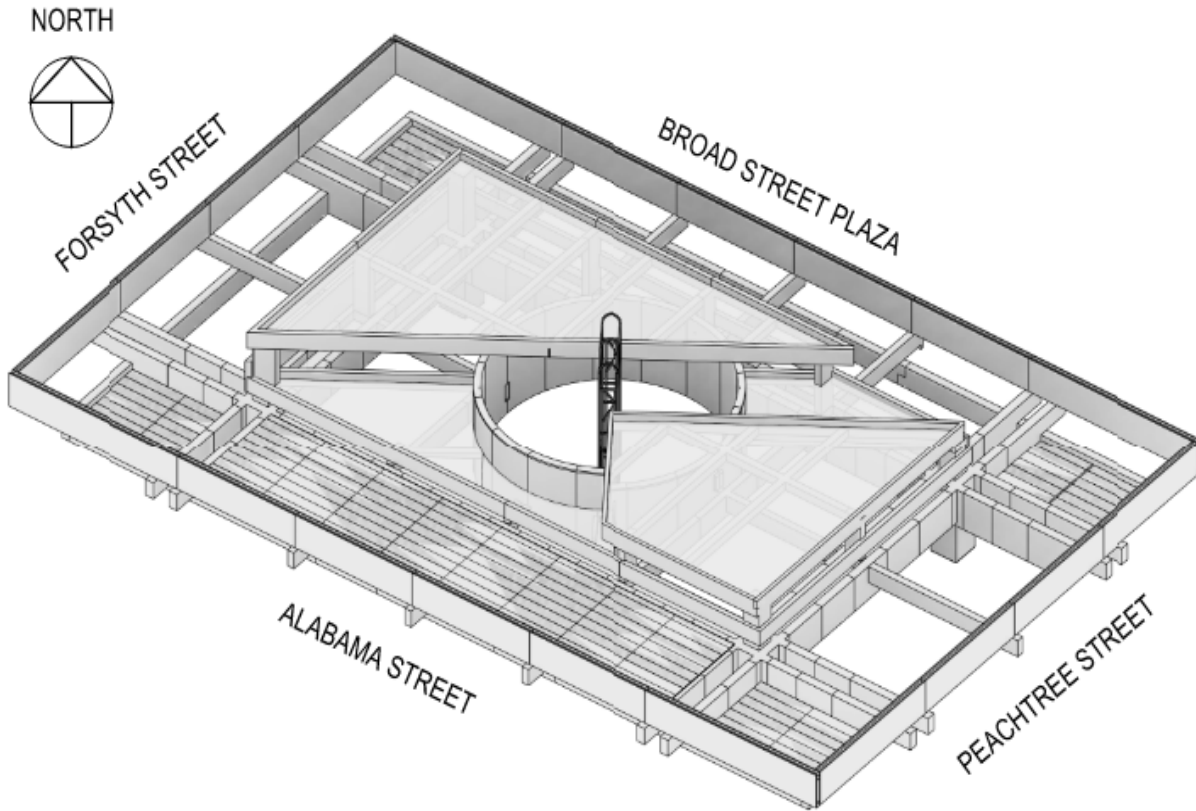
Skanska USA Building Inc, is currently performing preconstruction services during design of the Five Points Station Transformation Project. These services are in conjunction with SOM (designer) to provide detail plans and designs for deconstruction, demolition, and build back.

Deconstruction and demolition are planned to start in June 2024.

Upon completion of the remaining design additional packages will be released for construction.



Deconstruction & Demolition



3D VIEW OF EXISTING CANOPY AT FIVE POINTS STATION

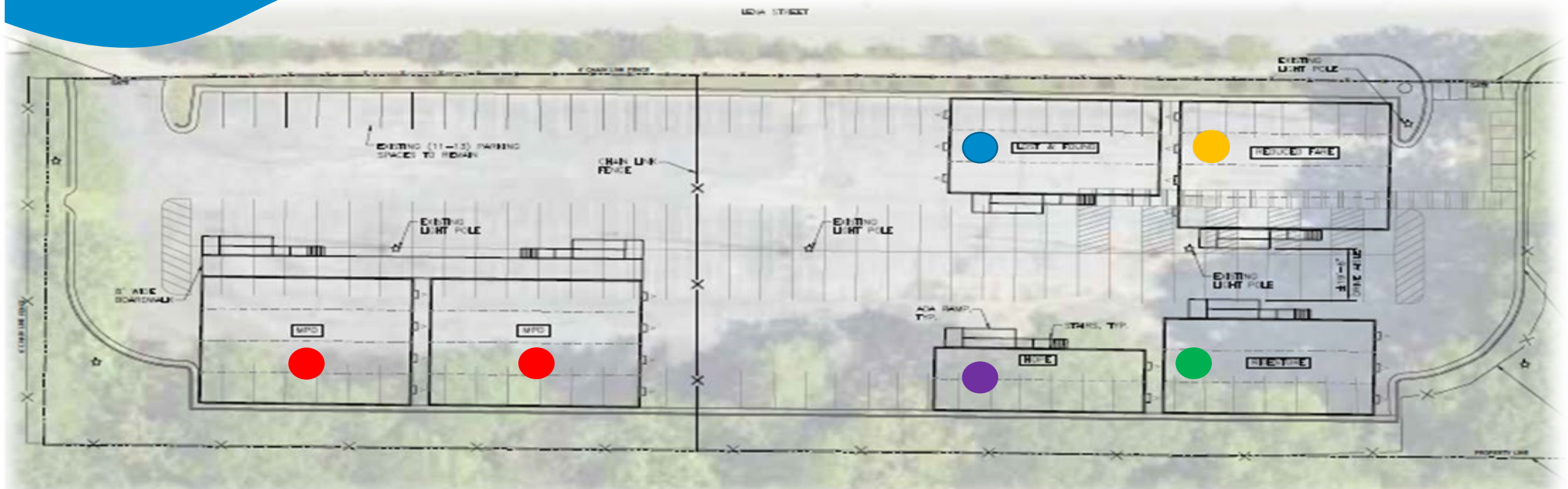
SCALE: N.T.S.

Ashby Station Relocation

MARTA Police Central Precinct (west line) – coverage maintained in station ●

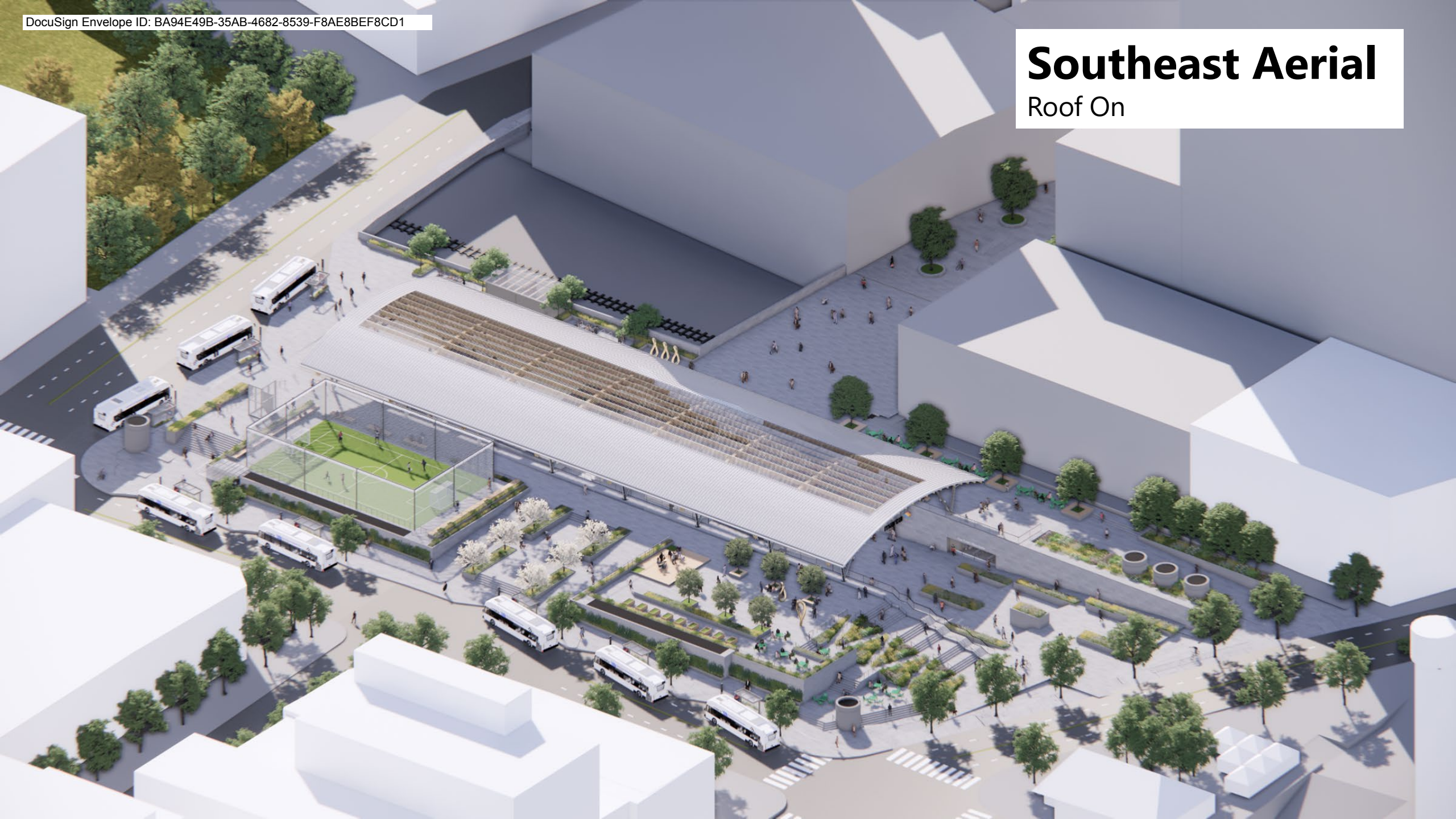
Lost and Found ●
Reduced Fare ●

Ride Store ●
MARTA HOPE ●



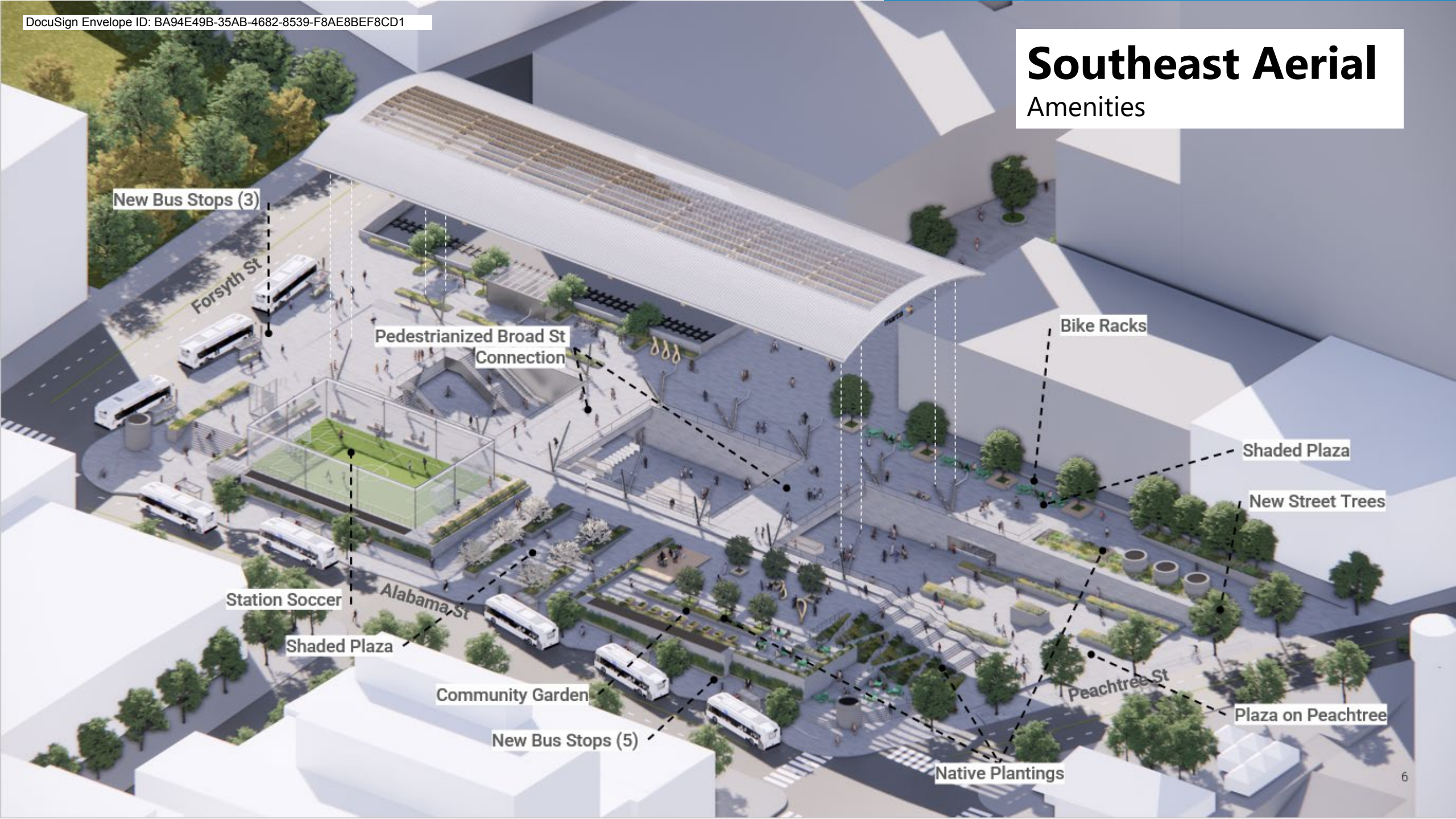
Southeast Aerial

Roof On



Southeast Aerial

Amenities



New Bus Stops (3)

Forsyth St

Pedestrianized Broad St Connection

Bike Racks

Shaded Plaza

New Street Trees

Station Soccer

Alabama St

Shaded Plaza

Community Garden

New Bus Stops (5)

Peachtree St

Plaza on Peachtree

Native Plantings

Peachtree Entrance

Aerial Looking North West



Concourse Center

Looking North



Forsyth Entrance

Concourse Looking West



Forsyth Entrance

Street Looking Southwest



marta

Why is Board Action Needed?

- To approve the amount of the proposed estimate for Skanska USA Building, Inc.
 - Control budget has been received from Skanska for the entire effort
 - This request for authorization of Packages 1 & 2
 - Each package will be issued with a Component Guaranteed Maximum Price (CGMP)
 - Each cost proposal is independently reviewed by a third party for negotiating purposes
 - Each authorization is subject to Internal Audit to determine if cost is fair and reasonable
- P1- Deconstruction
 - 100% Design Completed - 6/29/23
 - P2- Demolition
 - 100% Design Completed - 1/25/24
 - P3 - Civil and Structures
 - 100% Design – 6/30/24
 - P4 - Vertical Transportation
 - 100% Design - 4/25/24
 - P5 - Station Transformation
 - 100% Design - 7/25/24

Requested Authorization

WORK ORDERS/CONSTRUCTION AUTHORIZATIONS				
	APPROVED	REQUESTED	PROJECTED	TOTAL PROJECTED AUTHORIZATION
Pre-Construction Services	\$ 7,500,000			
P1 - Deconstruction		\$ 47,000,000		
P2 - Demolition		\$ 14,500,000		
P3 - Civil & Structures			\$ 5,000,000	
P4 - Vertical Transportation			\$ 4,000,000	
P5 - Station Transformation			\$ 121,500,000	
	\$ 7,500,000	\$ 61,500,000	\$ 130,500,000	\$ 199,500,000

**This request for authorization for CGMP Packages 1 & 2 for Deconstruction and Demolition*

**A RESOLUTION AUTHORIZING THE
INCREASED CONTRACT VALUE TO SKANSKA USA
BUILDING, INC FOR CONSTRUCTION MANAGER AT
RISK SERVICES ON THE FIVE POINTS
TRANSFORMATION PROJECT
CONTRACT NO. P46354**

Thank You



RESOLUTION AUTHORIZING THE MODIFICATION IN CONTRACT ACTUAL AUTHORIZATION FOR THE PROCUREMENT OF CONSTRUCTION MANAGEMENT AT RISK (CMAR) WITH PRE-CONSTRUCTION SERVICES FOR FIVE POINTS STATION TRANSFORMATION PROJECT CONTRACT NUMBER RFP P46354

WHEREAS, on November 04, 2021 the General Manager entered into a Contract with Skanska USA Building, Inc. for the Procurement of Construction Management at Risk (CMAR) with Pre-Construction Services for Five Points Station Transformation Project, Request for Proposals P46354; and

WHEREAS, MARTA staff has determined that it is in the best interest of the Authority to extend the contract term and increase the contract value to provide for known changes and additions to the contract; and

WHEREAS, all contractual changes and additions for this modification will follow the Authority's procurement policies and guidelines; and

WHEREAS, the Department of Internal Audit has been requested to perform a cost/price analysis to determine fair and reasonable pricing; and

RESOLVED THEREFORE, by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority that the General Manager/CEO or his delegate be, and hereby is, authorized to extend the contract term and increase the authorization for Contract No. P46354 the Procurement of Construction Management at Risk (CMAR) with Pre-

Construction Services for Five Points Station Transformation Project from \$7,500,000.00 to \$69,000,000.00. Staff will come back to the Board to seek authorization for additional phases.

Approved as to Legal Form:

DocuSigned by:

Peter J. Andrews

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**Chief Counsel, Metropolitan Atlanta
Rapid Transit Authority**

Resolution Authorizing an Administrative Settlement with ATLFreight.com, LLC for the Clayton Operations and Maintenance Facility Project located at 5265 Old Dixie Road, City of Forest Park, GA

WHEREAS, Metropolitan Atlanta Rapid Transit Authority's ("MARTA") operations staff has identified the public need to acquire certain real property within the City of Forest Park, Clayton County, State of Georgia to expand MARTA's rapid transit system for a Multi-Purpose Operations and Maintenance Facility ("Facility") that is to be located within MARTA's jurisdictional service area; and

WHEREAS, the need for the Facility was recognized when Clayton County citizens voted to join the MARTA system in November 2014; and

WHEREAS, the Facility will supplement other existing MARTA bus maintenance facilities in Fulton and DeKalb Counties, leverage new vehicle technologies such as electric bus and connected/autonomous vehicles and add needed infrastructure to improve current MARTA bus system operations; and

WHEREAS, MARTA took possession of the Property on June 28, 2022 and MARTA staff has been negotiating administrative settlements with the displaced tenants; and

WHEREAS, ATLFreight.com, LLC and MARTA have reached agreement for an administrative settlement in the amount of \$3,529,194.33. MARTA staff will obtain FTA concurrence before executing the settlement documents.

BE IT RESOLVED THEREFORE, that the General Manager/CEO or his delegate is hereby authorized to execute the settlement agreement in the amount of \$3,529,194.33 and such other ancillary documents and documents necessary to facilitate the settlement.

Approved as to Legal Form:

DocuSigned by:
Peter J. Andrews 3/13/2024
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**Chief Counsel, Metropolitan Atlanta
Rapid Transit Authority**