



BOARD OF DIRECTORS

METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

MEETING OF THE BOARD OF DIRECTORS

THURSDAY, OCTOBER 10, 2024

ATLANTA, GEORGIA

MEETING SUMMARY

CALL TO ORDER AND ROLL CALL

Chair Kathryn Powers called the meeting to order at 1:37 P.M.

Board Members

Present:

James Durrett
Roderick Frierson
Freda Hardage
Al Pond
Kathryn Powers
Rita Scott
Thomas Worthy
Valencia Williamson
Jennifer Ide
Jacob Tzegaegbe
Sagirah Jones

Board Members

Absent:

Stacy Blakley
Russell McMurry
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
Donna DeJesus
Jacqueline Holland

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

1. APPROVAL OF THE MINUTES

Approval of the September 12, 2024, Board Meeting Minutes and the September 26, 2024, Special Called Board Meeting Minutes.

Approval of the September 12, 2024, Board Meeting Minutes and the September 26, 2024, Special Called Board Meeting Minutes. On a motion by Board Member Hardage, seconded by Board Member Durrett, the motion passed by a vote of 11 to 0 with 11 members present.

2. BUSINESS MANAGEMENT COMMITTEE REPORT

Committee Chair James Durrett reported that the Committee met on September 26, 2024, and approved the following resolution:

Committee Chair Report Business Management

Approval of the Business Management Committee Resolution 2a. On a motion by Board Member Worthy, seconded by Board Member Hardage, the resolution passed by a vote of 11 to 0 with 11 members present.

3. PLANNING & CAPITAL PROGRAMS COMMITTEE REPORT

Committee Vice Chair Kathryn Powers reported that the Committee met on September 26, 2024, and approved the following resolutions:

Committee Chair Report Planning & Capital Programs

Approval of the Planning & Capital Programs Resolutions 3a, 3b and 3c. On a motion by Board Member Durrett, seconded by Board Member Worthy, the resolution passed by a vote of 11 to 0 with 11 members present.

4. OPERATIONS & SAFETY COMMITTEE REPORT

Committee Chair Al Pond reported that the Committee met on September 26, 2024. :

Committee Chair Report Operations & Safety

No action items.

5. RESOLUTIONS

Resolutions Authorizing the Execution of an Amendment to the Memorandum of Agreement for an Automated Transit Network

Approval of the Resolutions Authorizing the Execution of an Amendment to the Memorandum of Agreement for an Automated Transit Network On a motion by Board Member Pond, seconded by Board Member Williamson, the resolution passed by a vote of 10 to 1 with 11 members present.

6. OTHER MATTERS

RESOLUTION APPROVING CERTAIN AMENDMENTS TO THE CODE OF ETHICS AND STANDARDS OF CONDUCT

Approval of the Resolution Approving Certain Amendments to the Code of Ethics and Standards of Conduct. On a motion by Board Member Worthy, seconded by Board Member Ide, the resolution passed by a vote of 11 to 0 with 11 members present.

LITIGATION

- Settlement - \$9.1 M – Autumn Ernst, Administration of the Estate of Harrison Olvey. On a motion by Board Member Powers, seconded by Board Member Durrett, the motion passed by a vote of 11 to 0 with 11 members present.
- Settlement - \$5M in the lawsuit Woripamo-Epere Saidi Apreala, individually and as the surviving spouse of Yolanda Nicole Jackson, deceased, and Jaqkia Dixon, individually and as Administratrix of the estate of Yolanda Nicole Jackson, deceased v. MARTA. On a motion by Board Member Durrett, seconded by Board Member Powers, the motion passed by a vote of 11 to 0 with 11 members present.

7. COMMENTS FROM THE BOARD

None

8. ADJOURNMENT

The Board meeting adjourned at 2:10 P.M.

RESOLUTION AUTHORIZING A ONE-TIME COST OF LIVING BONUS FOR THE RETIREES AND BENEFICIARIES OF THE MARTA NON-REPRESENTED PENSION PLAN

WHEREAS, the MARTA Non-Represented Pension Plan (the “Plan”) requires the Management Pension Committee (the “Committee”) for the Plan to annually review and consider the adequacy of retirees’ pension benefits under the Plan with respect to a cost-of-living adjustment (“COLA”) and MARTA’s financial condition and ability to fund a COLA, and, if warranted, recommend a COLA to the Board of Directors for consideration.

WHEREAS, the Committee adopted a Cost-of-Living Adjustment (COLA) Policy (the “Policy”), effective October 12, 2017, to establish procedures and guidelines for such review by the Committee.

WHEREAS the Committee during its annual review, in accordance with the Plan and with the guidance of the Plan’s actuary, considered, among other items, the rate of return for the plan year ended December 31, 2023, the funding position of the Plan, and Consumer Price Index (CPI) data for the most recent preceding twelve month period, and determined that a cost of living adjustment would be appropriate.

WHEREAS, the Committee has recommended a cost-of-living bonus for Retirees and Beneficiaries in pay status as of January 1, 2024, in the Plan (collectively, “Eligible Participants”) in the form of a one-time lump sum equivalent to an additional monthly check with a minimum payment of \$750 and a maximum payment of \$5,000, payable or deferred, as applicable, by January 2025.

WHEREAS the Plan's actuary has determined that this action will have an approximate one-time cost of \$3,032,000 to the Plan.

RESOLVED THEREFORE, by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority hereby authorizes and approves a cost-of-living bonus for Eligible Participants (as described above) in the form of a one-time lump sum payment equivalent to an additional monthly check with a minimum payment of \$750 and a maximum payment of \$5,000, payable or deferred as applicable by January 2025.

RESOLVED FURTHER, that the Chair of the Committee of her delegates are hereby authorized and directed to take all actions, and to execute and deliver all agreements, instruments, indentures, forms, notices, powers of attorney, and other documents as they shall respectively deem necessary to carry out the intent of the foregoing resolutions.

SO, PASSED AND ADOPTED this 10 day of October, 2024.

Approved as to Legal Form:

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

**RESOLUTION AUTHORIZING AWARD OF A CONTRACT FOR
CLAYTON COUNTY MULTIPURPOSE OPERATIONS & MAINTENANCE FACILITY –
DEMOLITION, IFB B50330**

WHEREAS, the Authority's Office of Capital Programs Delivery has identified the need for the Procurement of Clayton County Multipurpose Operations & Maintenance Facility – Demolition, Invitation for Bids Number B50330; and

WHEREAS, on May 14, 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 June 28, 2024 at 2:00 p.m., local time, five (5) bids were publicly opened and read aloud; and

WHEREAS, the lowest bid submitted by Complete Demolition Services, 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 B50330, Procurement of Clayton County Multipurpose Operations & Maintenance Facility – Demolition between the Authority and Complete Demolition Services, LLC in the amount of \$1,965,600.00.

Approved as to Legal Form:

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

**RESOLUTION AUTHORIZING THE AWARD OF A CONTRACT
FOR ARCHITECTURAL AND ENGINEERING DESIGN SERVICES FOR SOUTH DEKALB
TRANSIT HUB, AE50294**

WHEREAS, The Authority's Department of Infrastructure has identified a need for Architectural and Engineering Design Services for South DeKalb Transit Hub and

WHEREAS, the Authority conducted a qualifications-based firm selection process in accordance with its established policy and procedure for the Procurement of Architectural and Engineering Design Services for South DeKalb Transit Hub and;

WHEREAS, notice of the Statement of Qualifications solicitation was advertised in the local newspaper of the largest circulation in the Atlanta Metropolitan area once in each of the two (2) weeks prior to the submission deadline; and

WHEREAS, all offerors were given an opportunity to protest the instructions, specification and/or procedures; and

WHEREAS, the Authority's Staff has determined that the proposal submitted by HNTB Corporation, represents the most advantageous offer; 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 enter into contract with one (1) Architectural and Engineering (A/E) Consultant firm: HNTB Corporation to provide Architectural and Engineering Design Services for South DeKalb Transit Hub and is authorized to assign tasks by negotiated work orders that will not exceed the amount of \$3,452,659.00.

Approved as to Legal Form:

DocuSigned by:

Peter J. Andrews

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

**RESOLUTION AUTHORIZING THE APPROVAL OF
SERVICE MODIFICATIONS FOR DECEMBER 14, 2024
ON ROUTE 191**

WHEREAS, the Metropolitan Atlanta Rapid Transit Authority (MARTA) held public hearings on proposed changes in the service addressing additions to service or changes in routing to improve service reliability, enhance safety, improve access to transit service, and better tailor service to demand; and

WHEREAS, a public hearing was held virtually and in person on Thursday, September 12, 2024 at Riverdale Town Center at 7210 Church St, Riverdale GA, 30274; and

WHEREAS, comments were received from members of the general public through the public hearings and/or other media sources; and

WHEREAS, revisions to service are made based on assessments and evaluations of service according to Board approved MARTA Service Standards; and

WHEREAS, the MARTA Board of Directors has determined, that in order to carry out the policies and purposes for which the said Authority has been created under the MARTA Act of 1965, as amended, it is appropriate and desirable to provide bus service as stated in the resolution.

RESOLVED THEREFORE, by the MARTA Board of Directors that the General Manager/CEO or his delegate is hereby authorized to implement service modifications to Bus Route 191.

Approved as to Legal Form:

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

Overview

- The Board formed an Ad Hoc Committee to review the Code of Ethics and recommend to the Board any proposed amendments
- The Ad Hoc Committee met August 22nd and considered certain proposed amendments to the Standards of Conduct in the Code of Ethics
- The Ad Hoc Committee met again September 11th and considered the other sections of the Code of Ethics, including those relating to the Board of Ethics
- The Ad Hoc Committee met again September 27th and recommended proposed amendments to the Code of Ethics and Standards of Conduct, including changes to the Board of Ethics

Overview (continued)

The Board has broad authority to set and oversee ethical standards for directors, officers, employees and persons doing business with MARTA

- Pursuant to this authority, the Board adopted a ***Code of Ethics and Standards of Conduct*** (the “*Code of Ethics*”) in 1973 and has updated it from time to time
- Every Board member, officer and employee is required to comply with the Code of Ethics
- The Standards of Conduct are comprehensive, but the Committee recommends certain additions to the Standards of Conduct to further the purposes of the Code of Ethics

Proposed Amendments Regarding Standards of Conduct

Proposed Amendments to the Standards of Conduct

- Board members should treat MARTA employees with respect and shall **not**:
 - Publicly engage in personal attacks or discipline employees
 - Engage in altercations or acts of hostility with employees and other Board members

Nothing precludes Board members from commenting on MARTA policies, practices, etc. when discharging their duties

- Board members should communicate concerns regarding an employee's performance to the General Manager/CEO
- Board members shall **not**:
 - Make, or participate in, decisions about hiring, appointing, promoting or terminating a family member
 - Take any action to influence decisions affecting the employment status of a family member
 - Solicit political contributions from MARTA officers or employees

Proposed Amendments Regarding Standards of Conduct

- Board members shall conduct themselves in accordance with, and comply with the prohibitions on discrimination, harassment and retaliation set forth in MARTA's Discrimination, Harassment and Retaliation Prevention Policy
- Board members, officers and employees shall not provide advice or comments to the Board or MARTA staff in connection with any matter for which they are required to disqualify themselves
- Board members, officers and employees shall not use MARTA resources for activities other than MARTA business

Proposed Amendments Regarding the Board of Ethics and Related Matters

Current Code

- Provides for initial review by the Chief Counsel and, at the Chief Counsel's discretion, referral to a MARTA Ethics Committee for investigation or for Code of Ethics interpretation and subsequent advisory opinion but does not address the MARTA Ethics Committee composition
- Provides for a Board of Ethics with 7 members appointed from the Atlanta Bar Association, DeKalb Bar Association, Gate City Bar Association, Metropolitan Atlanta Chamber of Commerce, DeKalb Chamber of Commerce, Metropolitan Atlanta Rapid Transit Oversight Committee and the MARTA Board and provides that matters may be referred to the Board of Ethics by the Chief Counsel
- Provides that the Board of Ethics is an advisory board that renders advisory opinions as requested by MARTA's Chief Counsel and makes recommendations to the MARTA Board on matters referred to the Board of Ethics

Proposed Amendments Regarding the Board of Ethics and Related Matters

Proposed Amendments

Update the composition of the Board of Ethics and consolidate the duties/ responsibilities of providing advice regarding the Code of Ethics to the Board of Ethics

- Composed of 5 members
 - Four members from the MARTA Board appointed by MARTA Board Chair
 - The four Board members appointed to serve on the Board of Ethics shall include a MARTA Board member appointed by at least three of the following jurisdictions: City of Atlanta, Clayton County, DeKalb County and Fulton County
 - One member from the Metropolitan Atlanta Rapid Transit Oversight Committee selected by MARTOC's Chair
- Appointed for 2-year terms – with terms of two of the members who are appointed from the MARTA Board ending at the end of each calendar year
- Board of Ethics members will continue to serve with respect to any matter that was referred to the Board of Ethics for review until the completion of such review by the Board of Ethics

Proposed Amendments Regarding the Board of Ethics and Related Matters

Consolidate the duties of the Board of Ethics and the MARTA Ethics Committee and provide that the Board of Ethics shall:

- Review and investigate any alleged violations of the Code of Ethics; requests for advisory opinions; and any other Code of Ethics matters referred to the Board of Ethics by the Chief Counsel or the MARTA Board
- Make recommendations to the MARTA Board of Directors if action is needed

Recommendation for Board Approval

The Ad Hoc Committee on Ethics is recommending that the Proposed Amendments to the Code of Ethics and Standards of Conduct be approved by the MARTA Board.

Thank You

Justice Leah Ward Sears

and

David Thunhorst

Smith, Gambrell & Russell, LLP

**RESOLUTION APPROVING CERTAIN AMENDMENTS TO THE CODE OF ETHICS
AND STANDARDS OF CONDUCT**

WHEREAS, the Board of Directors formed an Ad-Hoc Committee (the “Committee”) to review the Authority’s Code of Ethics and Standards of Conduct (the “Code of Ethics”) and matters relating thereto and make recommendations to the Board of Directors with respect to any proposed changes that the Committee determines are appropriate;

WHEREAS, the Committee has considered the proposed amendments to the Code of Ethics attached hereto as Exhibit A (the “Proposed Amendments”) and believes that they are in the best interest of the Authority in furtherance of the goals and purposes of the Code of Ethics; and

WHEREAS, the Committee has recommended the approval of the Proposed Amendments by the Board of Directors.

RESOLVED THEREFORE, by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority, that the Proposed Amendments to the Authority’s Code of Ethics and Standards of Conduct are authorized and approved.

SO PASSED AND ADOPTED THIS 10TH DAY OF October 2024

Approved as to Legal Form:

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

**RESOLUTION APPROVING CERTAIN AMENDMENTS TO THE CODE OF ETHICS
AND STANDARDS OF CONDUCT**

WHEREAS, the Board of Directors formed an Ad-Hoc Committee (the “Committee”) to review the Authority’s Code of Ethics and Standards of Conduct (the “Code of Ethics”) and matters relating thereto and make recommendations to the Board of Directors with respect to any proposed changes that the Committee determines are appropriate;

WHEREAS, the Committee has considered the proposed amendments to the Code of Ethics attached hereto as Exhibit A (the “Proposed Amendments”) and believes that they are in the best interest of the Authority in furtherance of the goals and purposes of the Code of Ethics; and

WHEREAS, the Committee has recommended the approval of the Proposed Amendments by the Board of Directors.

RESOLVED THEREFORE, by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority, that the Proposed Amendments to the Authority’s Code of Ethics and Standards of Conduct are authorized and approved.

SO PASSED AND ADOPTED THIS 10TH DAY OF October 2024

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**Chief Counsel
Metropolitan Atlanta Rapid Transit Authority**