

**MINUTES**  
**MEETING OF THE BOARD OF DIRECTORS**  
**BUSINESS MANAGEMENT COMMITTEE**  
**METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY**

**August 28, 2014**

The Board of Directors Business Management Committee met on August 28, 2014 at 10:41 a.m. in the Board Room on the 6<sup>th</sup> Floor of the MARTA Headquarters Building, 2424 Piedmont Road, Atlanta, Georgia.

**Board Members Present**

Harold Buckley, Sr.  
Frederick L. Daniels, Jr., *Chair*  
Freda Hardage

MARTA officials in attendance were: GM/CEO Keith T. Parker, AICP; Chief Operating Officer Richard A. Krisak; Chief of Staff Rukiya S. Eaddy; Chief Administrative Officer Edward L. Johnson; Chief Financial Officer Gordon L. Hutchinson; Chief Counsel Elizabeth O'Neill; AGMs LaShanda Dawkins (Interim), Wanda Dunham, Ming Hsi, Reginald Mason and Ryland McClendon; Executive Director Ferdinand Risco; Senior Directors Cynthia Moss Beasley, Joseph Erves, Bernard Guida and Kevin Hurley; Director Johnathan Hunt; Managers Greg Anderson, Alisa Jackson, James Sibert and Uladia Taylor; Executive Manager to the Board Rebbie Ellisor-Taylor; Manager, Executive Office Administration Tyrene L. Huff; Finance Administrative Analyst Tracy Kincaid. Others in attendance Davis Allen, Ricky Chambers and Nicholas Gowens.

Also in attendance Pam Alexander of LTK Engineering; Helen McSwain of MATC.

**Consent Agenda**

---

- a. Approval of the July 31, 2014 Business Management Committee Meeting Minutes
- b. Resolution Authorizing the Rejection of All Bids for the Procurements of Armed Security Guard Coverage for Revenue Operations, Contract Proposal Number B32346 and Authorization of Additional Funds for B22040

On motion by Mrs. Hardage seconded by Mr. Buckley, the Consent Agenda was unanimously approved by a vote of 3 to 0, with 3 members present.

**Individual Agenda**

**Resolution Authorizing Award of a Contract for Employee Assistance Program (EAP), RFP P31746**

Mrs. Dawkins presented this resolution for Board of Directors' approval authorizing the General Manager/CEO or his delegate to enter into a contract with Humana for Employee Assistance Program (EAP).

Mr. Daniels asked what firm previously held the contract.

Mrs. Dawkins said Cameron & Associates.

On motion by Mr. Buckley seconded by Mrs. Hardage, the resolution was unanimously approved by a vote of 3 to 0, with 3 members present.

**Resolution Authorizing Additional Retiree Payment by the MARTA ATU Local 732 Employees Retirement Plan**

Mrs. O'Neill presented this resolution for Board of Directors' approval authorizing members of the Retirement Allowance Committee (MARTA/ATU Local 732 Employees Retirement Plan) to provide a one-time additional payment of \$1,000 to each Retiree who retired before March 26, 2001 and a one-time payment of \$500 to each Retiree who retired on or after March 26, 2001.

Mr. Daniels asked what it is the rationale.

Mrs. O'Neill said it has been eight years since an additional payment have been made to Retirees. There is no entitlement. Each time this is done, however, there has to be an actuarial analysis.

On motion by Mr. Buckley seconded by Mrs. Hardage, the resolution was unanimously approved by a vote of 3 to 0, with 3 members present.

**Briefing – Bond Counsel Services Contract, RFP P31150**

Mr. Hurley briefed the Committee on the Bond Counsel Services Contract, RFP P31150.

*RFP Development*

- Developed by a cross-functional team from Finance, Contracts and Procurement, Legal Services and Department of Diversity and Equal Opportunity
- Inclusive of Contract Conditions, Statement of Work, DBE Goal, Technical Evaluation Plan and Pricing Evaluation Plan
- RFP is for sole bond counsel with DBE participation in the nature of a subcontractor; the solicitation was not for co-counsel

*RFP Distribution*

- RFP was advertised extensively
- 20 firms received the RFP and nine (9) proposals were submitted, including a proposal from Golden, Holley & James (GHJ)

*Vendor Selection Process*

- Six (6) month review by cross-functional selection team
  - Technical Evaluation
  - Three (3) Firms short listed for interviews
  - Pricing Evaluation
  - Best and Final Offers
  - Reference Checks
  - DBE Participation
  - Holland and Knight (H&K) recommended for Bond Counsel contract

*DBE Participation Rate*

- Department of Diversity and Equal Opportunity set a 10% DBE Goal
  - Prior Contract had no DBE Goal
  - There were no certified DBE Bond Counsel firms at the time
  - Rate was set to encourage further development of certified Bond Counsel DBE firms

## **Business Management Committee**

**8/28/14**

**Page 4**

- H&K agreed to meet the established DBE goal with best efforts to exceed the goal

### *DBE Assignment*

- H&K reviewed DBE law firms with financial experience to mentor to increase Bond Counsel experience
- GHJ became a certified DBE during the RFP process
  - GHJ was presented to H&K as a certified firm that could be used to satisfy the DBE Goal
- H&K discussed with GHJ to act as a sub-contractor for DBE Bond Counsel services should H&K's status as recommended vendor be confirmed with a contract award

### *Board Review*

- Resolution to award the Bond Counsel Services contract was approved at the July 31 Business Management Committee meeting
- Final approval was delayed during the August 7 Full Board meeting until the Board could fully understand DBE concerns
- Items of concern/assertions made by GHJ
  - DBE Participation Rate is too low for malpractice insurance
    - The work required from the DBE firms does not include legal opinions
    - The Prime (H&K) assumes all risk related to malpractice or other liability
    - GHJ did not question the DBE participation rate when they were evaluated as a bidder for the role of the Prime
  - GHJ worked for MARTA in the past at a 35% rate
    - GHJ has not been employed by MARTA directly, but worked as a sub to MARTA's Disclosure Counsel over eight (8) years ago with limited work scope
    - The firm was not GHJ at the time - the principal who performed the work in prior years is not currently a principal at GHJ
  - Claim of loss of "Red Book" prestige

**Business Management Committee**

8/28/14

Page 5

- "Red Book" listing requirements require one transaction over the last two years – the listing has become more of a marketing repository than a prestigious distinction

*Staff Concerns*

- Safeguarding the procurement process
  - GHJ raised its concerns to Board Members outside of the procurement process making them ineligible to participate in the contract
  - GHJ was informed, as were all potential vendors that participated in this procurement, that direct communication to MARTA Board members, executives, and employees, other than assigned contract personnel, would disqualify them from participation
- Fulfilling Proposed DBE Rate
  - H&K has identified a well-qualified and certified DBE finance law firm that is willing to perform the required 10% DBE participation

Mr. Daniels asked if GHJ are outside of the process to bid on this contract because they contacted Board Members.

Mr. Hurley said yes, that is my understanding.

**Other Matters**

---

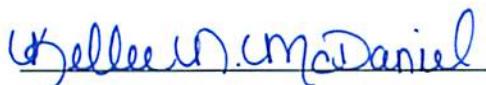
No other matters came before the Committee.

**Adjournment**

---

The meeting of the Business Management Committee adjourned at 11:06 a.m.

Respectfully submitted,



Kellee N. McDaniel  
Sr. Executive Administrator to the Board