



**BOARD OF DIRECTORS**

**METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY**

**MEETING OF THE BOARD OF DIRECTORS**

**THURSDAY, MAY 9, 2024**

**ATLANTA, GEORGIA**

**MEETING MINUTES**

**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  
Freda Hardage  
Al Pond  
Kathryn Powers  
Thomas Worthy  
Valencia Williamson  
Sagirah Jones

**Board Members**

**Absent:**

Roderick Frierson  
Russell McMurry  
Rita Scott  
Jennifer Ide  
Jacob Tzegaegbe  
Jannine Miller

**Staff Members Present:**

Collie Greenwood  
Ralph McKinney  
Rhonda Allen  
Peter Andrews  
George Wright  
Kevin Hurley  
Deputy Chief McKenzie

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

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

Walter Brown [via email/in person]  
Hans Klein [via email]  
Tina Frances [in person]  
Kendrick Treadwell [in person]

**1. APPROVAL OF THE MINUTES**

**April 11, 2024, Board of Directors Meeting Minutes**

Approval of the April 11, 2024, Board of Directors meeting minutes. On a motion by Board Member Durrett, seconded by Board Member Worthy, the motion passed by a vote of 9 to 0 with 9 members present.

**2. RESOLUTION AUTHORIZING THE ISSUANCE, SALE, EXECUTION AND DELIVERY OF THE (I) METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY SALES TAX REVENUE BONDS, SERIES 2024A**

**Resolution authorizing the issuance, sale, execution and delivery of the (i) Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds, Series 2024A**

Approval of the Resolution authorizing the issuance, sale, execution and delivery of the (i) Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds, Series 2024A. On a motion by Board Member Worthy, seconded by Board Member Durrett, the resolution passed by a vote of 9 to 0 with 9 members present.

**3. BUSINESS MANAGEMENT COMMITTEE REPORT**

Committee Chair James Durrett reported that the Committee met on April 25, 2024, and approved the following resolutions:

**Committee Chair Report Business Management**

Approval of the Business Management Committee Resolutions 3a, 3b, 3c, 3d, 3e, 3f & 3g. On a motion by Board Member Blakley, seconded by Board Member Worthy, the resolutions passed by a vote of 9 to 0 with 9 members present.

**4. PLANNING & CAPITAL PROGRAMS COMMITTEE REPORT**

Committee Chair Stacy Blakley reported that the Committee met on April 25, 2024, and approved the following resolutions:

**Committee Chair Report Planning & Capital Programs**

Approval of the Planning & Capital Programs Committee Resolutions 4a, 4b, 4c & 4d. On a motion by Board Member Durrett, seconded by Board Member Hardage, the resolutions passed by a vote of 9 to 0 with 9 members present.

**5. OPERATIONS & SAFETY COMMITTEE REPORT**

Committee Chair Al Pond reported that the Committee met on April 25, 2024, and approved the following resolutions:

**Committee Chair Report Operations & Safety**

Approval of the Operations & Safety Committee Resolutions 5a, 5b & 4c. On a motion by Board Member Durrett, seconded by Board Member Blakley, the resolutions passed by a vote of 9 to 0 with 9 members present.

**6. OTHER MATTERS**

None

**7. COMMENTS FROM THE BOARD**

Board Member Floyd thanked Mr. Greenwood, Melissa Mullinax, George Wright, and a host of others for making the Woodward Academy MARTA ride a success. About 260 students ride MARTA every day. He also thanked Board Member Hardage for her participation.

**8. ADJOURNMENT**

The Board meeting adjourned at 1:48 P.M.

Respectfully submitted,



Tyrene L. Huff  
Assistant Secretary to the Board

YouTube link: <https://www.youtube.com/live/LCUWumlehk0?feature=shared>

METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

Resolution

A RESOLUTION authorizing the issuance, sale, execution and delivery of the (i) Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds, Series 2024A (Green Bonds) in the aggregate principal amount of \$[\_\_\_\_\_] (the “Series 2024A Bonds”) and (ii) Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds, Refunding Series 2024B (Green Bonds) in the aggregate principal amount of \$[\_\_\_\_\_] (the “Series 2024B Bonds”) and together with the Series 2024A Bonds, the “Series 2024 Bonds”).

**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 and 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 the 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 \$7,800,000,000 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 Series 2024 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 Series 2024 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 the Series 2024 Bonds (described below); and

WHEREAS, the Original Indenture and the Bond Resolution provide that, subject to the conditions contained therein, the Series 2024 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 proposes to authorize the purchase of all or a portion of the Authority's outstanding (i) Sales Tax Revenue Bonds (Third Indenture Series), Series 2015B (the "Purchased Series 2015B Bonds"), (ii) Sales Tax Revenue Bonds (Third Indenture Series), Series 2015C (the "Purchased Series 2015C Bonds"), (iii) Sales Tax Revenue Bonds (Third Indenture Series) Refunding Series 2016B (the "Purchased Series 2016B Bonds"), (iv) Sales Tax Revenue Bonds (Third Indenture Series), Series 2017A (the "Purchased Series 2017A Bonds"), (v) Sales Tax Revenue Bonds, Refunding Series 2017C (the "Purchased Series 2017C Bonds"), (vi) Sales Tax Revenue Bonds, Refunding Series 2017D (the "Purchased Series 2017D Bonds"), (vii) Sales Tax Revenue Bonds, Federally Taxable Refunding Series 2020B (the "Purchased Series 2020B Bonds") and (viii) Sales Tax Revenue Bonds, Federally Taxable Refunding Series 2021D (Green Bonds) (the "Purchased Series 2021D Bonds" and together with the Purchased Series 2015B Bonds, the Purchased Series 2015C Bonds, the Purchased Series 2016B Bonds, the Purchased Series 2017A Bonds, the Purchased Series 2017C Bonds, the Purchased Series 2017D Bonds and the Purchased Series 2020B Bonds, the "Purchased Bonds"); and

WHEREAS, the Authority now deems it advisable and in its interest to issue its (i) Sales Tax Revenue Bonds, Series 2024A (Green Bonds) in an aggregate principal amount of \$[\_\_\_\_\_] (the "Series 2024A Bonds") and (ii) Sales Tax Revenue Bonds, Refunding Series 2024B (Green Bonds) in an aggregate principal amount of \$[\_\_\_\_\_] (the "Series 2024B Bonds" and together with the Series 2024A Bonds, the "Series 2024 Bonds"), pursuant to the Existing Indenture, as supplemented by that certain Thirty-First Supplemental Trust Indenture, to be dated as of May 1, 2024 (the "Thirty-First Supplemental Trust Indenture," and, together with the Existing Indenture, the "Indenture") between the Authority and the Trustee; and

WHEREAS, the Series 2024A Bonds are being issued for the purposes of (i) financing various capital projects of the Authority and (ii) paying the costs of issuing the Series 2024A Bonds; and

WHEREAS, the Authority now deems it advisable and in its interest to use the proceeds of the Series 2024B Bonds to finance the purchase of the Purchased Bonds and to pay certain costs of issuance of the Series 2024B Bonds and the costs of the Tender Offer; and

WHEREAS, it is necessary to ratify the use and distribution of (i) an Invitation to Tender, dated April 19, 2024, as supplemented or amended, (ii) a Pricing Notice, dated April 29, 2024, (iii) a Notice of Target Bonds Purchase Price, dated [\_\_\_\_\_] , 2024, (iv) a Preliminary Notice of Acceptance, dated \_\_\_\_\_, 2024, and (v) a Final Notice of Acceptance, dated \_\_\_\_\_, 2024, each relating to the Authority's offer to purchase the Purchased Bonds (collectively, the "Tender Documents"); and

WHEREAS, it is necessary to ratify the use and distribution of a Preliminary Official Statement, dated April 19, 2024, relating to the Series 2024 Bonds (the "Preliminary Official Statement") and authorize the execution and distribution of an Official Statement relating to the Series 2024 Bonds (the "Official Statement"); and



WHEREAS, it is necessary to authorize the execution, delivery and performance of a Bond Purchase Agreement, dated its date of execution and delivery (the “Bond Purchase Agreement”), between the Authority, Jefferies LLC, on behalf of itself and as representative of Wells Fargo Bank, National Association, Loop Capital Markets LLC and Siebert Williams Shank & Co. LLC (collectively, the “Underwriters”); and

WHEREAS, it is necessary to authorize the execution, delivery and performance of a Disclosure Dissemination Agent Agreement between the Authority and Digital Assurance Certification, L.L.C. relating to the Series 2024 Bonds (the “Continuing Disclosure Agreement”) and related documents; 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 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 Series 2024 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 the Series 2024A Bonds. There shall be issued as a series of Bonds pursuant to Section 2.02 of the Original Indenture, designated “Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds, Series 2024A (Green Bonds)” in the aggregate principal amount of \$[\_\_\_\_\_], for the purposes set forth herein.

The definitions in, and all the terms, covenants, restrictions and provisions of the Indenture shall be applicable to the Series 2024A Bonds authorized by this Resolution and the proceeds thereof, except as otherwise herein expressly provided. All of the terms and provisions of this Resolution shall be deemed to be a part of the terms and provisions of the Indenture for all purposes, and the Indenture and this Resolution shall be read, taken and construed as one and the same instrument.

The Series 2024A Bonds shall be issued under and pursuant to the authorization contained in this Resolution. The Series 2024A Bonds shall be issued and secured under and in accordance with the Indenture, and the payments to be made to the Authority thereunder (all as provided in the Indenture), and the payment of the principal of and interest on the Series 2024A Bonds shall be made from the Series 2024A Bond Fund established under Section 7.02 of the Original Indenture, the Thirty-First Supplemental Trust Indenture and this Resolution.

Section 4. Authorization of Series 2024B Bonds. There shall be issued as a series of Bonds pursuant to Section 2.02 of the Original Indenture, designated “Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds, Refunding Series 2024B (Green Bonds)” in the aggregate principal amount of \$[\_\_\_\_\_], for the purposes set forth herein.

The definitions in, and all the terms, covenants, restrictions and provisions of the Indenture shall be applicable to the Series 2024B Bonds authorized by this Resolution and the proceeds thereof, except as otherwise herein expressly provided. All of the terms and provisions of this Resolution shall be deemed to be a part of the terms and provisions of the Indenture for all purposes, and the Indenture and this Resolution shall be read, taken and construed as one and the same instrument.

The Series 2024B Bonds shall be issued under and pursuant to the authorization contained in this Resolution. The Series 2024B Bonds shall be issued and secured under and in accordance with the Indenture, and the payments to be made to the Authority thereunder (all as provided in the Indenture), and the payment of the principal of and interest on the Series 2024B Bonds shall be made from the Series 2024B Bond Fund established under Section 7.02 of the Original Indenture, the Thirty-First Supplemental Trust Indenture and this Resolution.

Section 5. Terms of Series 2024A Bonds. The Series 2024A Bonds shall be dated as of the date of their delivery, shall mature on July 1 of each of the years and in the principal amounts set forth on Exhibit “A” attached hereto and shall bear interest at the rates per annum set forth therein, payable semiannually on each January 1 and July 1, commencing July 1, 2024, until maturity.

The Series 2024A Bonds shall be subject to optional and mandatory redemption as described in the Thirty-First Supplemental Trust Indenture. The Series 2024A Bonds shall be payable, executed, authenticated, registrable, exchangeable, secured and subject to optional and mandatory redemption and mandatory tender for purchase all as set forth in this Resolution and the Thirty-First Supplemental Trust Indenture.

Section 6. Terms of Series 2024B Bonds. The Series 2024B Bonds shall be dated as of the date of their delivery, shall mature on July 1 of each of the years and in the principal amounts set forth on Exhibit “B” attached hereto and shall bear interest at the rates per annum set forth therein, payable semiannually on each January 1 and July 1, commencing July 1, 2024, until maturity.

The Series 2024B Bonds shall be subject to optional and mandatory redemption as described in the Thirty-First Supplemental Trust Indenture. The Series 2024B Bonds shall be payable, executed, authenticated, registrable, exchangeable, secured and subject to optional and mandatory redemption and mandatory tender for purchase all as set forth in this Resolution and the Thirty-First Supplemental Trust Indenture.

Section 7. Tender Documents. The actions of the General Manager, Chief Financial Officer, officers, staff and agents of the Authority in the use, distribution and execution of the Tender Documents are hereby ratified, authorized and approved.

Section 8. Authorization of Thirty-First Supplemental Trust Indenture. In order to secure the payment of the principal of and interest on the Series 2024 Bonds herein authorized, and in order to secure the performance and observance of all the agreements and conditions in the Series 2024

Bonds, the execution, delivery and performance of the Thirty-First Supplemental Trust Indenture by and between the Authority and the Trustee 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 Thirty-First Supplemental Trust Indenture on behalf of the Authority. The Thirty-First Supplemental Trust Indenture shall be in substantially the form attached hereto as Exhibit "C," 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 Thirty-First Supplemental Trust Indenture 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 9. The Preliminary Official Statement, Official Statement and other Acts. The actions of the officers, staff and agents of the Authority in the use and distribution of the Preliminary Official Statement and in "deeming final" the Preliminary Official Statement pursuant to Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, are hereby ratified, authorized and approved. The use, distribution, execution and delivery of the Official Statement are hereby authorized and approved. The General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority is hereby authorized to execute and deliver the Official Statement for and on behalf of the Authority, which shall be substantially in the form of the Preliminary Official Statement on file with the Authority, subject to such changes, insertions and omissions as may be approved by the General Manager, Chief Financial Officer, Chair or Vice-Chair, and the execution of the Official Statement by the General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority as herein authorized shall be conclusive evidence of any such approval.

Section 10. Authorization of Bond Purchase Agreement. The execution, delivery and performance of the Bond Purchase 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 Bond Purchase Agreement on behalf of the Authority. The Bond Purchase Agreement shall be in substantially the form attached hereto as Exhibit "D," 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 Bond Purchase 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 11. Authorization of Continuing Disclosure Agreement. The execution, delivery and performance of the Continuing Disclosure 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 Continuing Disclosure Agreement on behalf of the Authority. The Continuing Disclosure Agreement shall be in substantially the form attached hereto as Exhibit "E," 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 Continuing Disclosure 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 12. Non-Arbitrage Certificate and Agreement. Any officer of the Authority is hereby authorized to execute a non-arbitrage agreement or certification with respect to the Series 2024 Bonds in order to comply with Section 148 of the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations thereunder.

Section 13. Fees. The officers of the Authority, together with the Authority's staff, are authorized to contract to pay costs in connection with the sale and issuance of the Series 2024 Bonds, including but not limited to the services of a Trustee or Trustees, financial advisors, economic advisors, independent certified public accountants, credit rating agencies, printing services and legal services.

Section 14. 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, and no such officer, director, agent or employee shall be personally liable on the Series 2024 Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 15. 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 issuance or sale of the Series 2024 Bonds or the execution and delivery of the Thirty-First Supplemental Trust Indenture and to document compliance with the provisions of the Code or other applicable law.

The General Manager, Chief Financial Officer, Chair or Vice-Chair of the Authority and Secretary or Assistant Secretary of the Authority are hereby authorized and directed to prepare and furnish to the Underwriter, when the Series 2024 Bonds are issued, certified copies of all the proceedings and records of the Authority relating to the Series 2024 Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Series 2024 Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the Authority as to the truth of all statements contained therein.

Section 16. 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 issuance of the Series 2024 Bonds and the execution, delivery and performance of the Thirty-First Supplemental Trust Indenture and the performance of the Indenture, shall be, and the same hereby are, in all respects approved and confirmed.

Section 17. 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 Series 2024 Bonds authorized hereunder.

Section 18. 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 19. Effective Date. This Resolution shall take effect immediately upon its adoption.

Section 20. 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 Series 2024 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 Series 2024 Bonds as herein provided.

Section 21. 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 22. Applicable Law. This Resolution shall be governed by the applicable laws of the State of Georgia.

Section 23. 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 9th day of May, 2024.

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Kathryn Powers  
Chair, MARTA Board of Directors

Attest:

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Tyrene L. Huff  
Assistant Secretary

Approved as to Legal Form:

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Peter J. Andrews  
Chief Counsel

**RESOLUTION AUTHORIZING THE SOLICITATION OF PROPOSALS FOR THE  
PROCUREMENT OF MASS NOTIFICATION SYSTEM, RFP P50515**

**WHEREAS**, the Authority is authorized by Section 14(m) 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(m) of the MARTA Act, that the procurement of Mass Notification System is impracticable through the solicitation of competitive bids; and

**WHEREAS**, award of a Contract for the procurement of Mass Notification System, after the solicitation of proposals and selection of a preferred proponent pursuant to Section 14(m) of the MARTA Act, 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 proposals for the procurement of Mass Notification System by means other than competitive bidding, in accordance with Section 14(m) of the MARTA Act, through the use of Request for Proposals

Approved as to Legal Form:

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



**RESOLUTION AUTHORIZING THE MODIFICATION IN CONTRACTUAL AUTHORIZATION FOR MAINTENANCE AND SUPPORT FOR ORACLE DATABASE, ERP AND ID MANAGEMENT LICENSES, P27978**

**WHEREAS**, on December 02, 2012 the General Manager entered into a Contract with Oracle America, Inc. for Maintenance and Support for Oracle Database, ERP and ID Management Licenses, Request for Price Proposals RFP27978; and

**WHEREAS**, on April 14, 2015 MARTA's Board of Directors of the Metropolitan Atlanta Rapid Transit Authority authorized the General Manager/CEO or his delegate to increase the contractual authorization to add additional funds for Maintenance and Support for Oracle Database, ERP and ID Management Licenses, Request for Proposals P27978 in the amount of \$1,277,024.50; and

**WHEREAS**, on December 15, 2016 the General Manager/CEO's contingency of \$189,851.20 was requested and utilized; and

**WHEREAS**, on April 13, 2017 MARTA's Board of Directors of the Metropolitan Atlanta Rapid Transit Authority authorized the General Manager/CEO or his delegate to increase the contractual authorization to add additional funds for Maintenance and Support for Oracle Database, ERP and ID Management Licenses, Request for Proposals P27978 in the amount of \$1,316,623.05; and

**WHEREAS**, on April 12, 2018 MARTA's Board of Directors of the Metropolitan Atlanta Rapid Transit Authority authorized the General Manager/CEO or his delegate to increase the contractual authorization to add additional funds for Maintenance and Support for Oracle Database, ERP and ID Management Licenses, Request for Proposals P27978 in the amount of \$684,543.30; and

**WHEREAS**, on October 6, 2018 MARTA's 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 Maintenance and Support for Oracle Database, ERP and ID Management Licenses, Request for Proposals P27978 in the amount of \$7,704,727.00; and

**WHEREAS**, on August 12, 2021 MARTA's Board of Directors of the Metropolitan Atlanta Rapid Transit Authority authorized the General Manager/CEO or his delegate to increase the contractual authorization to add additional funds for Maintenance and Support for Oracle Database, ERP and ID Management Licenses, Request for Proposals P27978 in the amount of \$7,219,680.00; and

**WHEREAS**, on December 13, 2021 the General Manager/CEO's contingency of \$194,512.00 was requested and utilized; 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 performed a cost/price analysis and determined that the amount of \$1,474,913.17 was supported with sufficient documentation and considered fair and reasonable. The remaining amount of \$356,400.00 was unsubstantiated since these items are unique to MARTA and no comparable invoices are available.

**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. P27978 Maintenance and Support for Oracle Database, ERP and ID Management Licenses from \$21,106,961.05 to \$22,938,274.22.

**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  
DOCUSIGN – ELECTRONIC SIGNATURE ENTERPRISE, IFB B50401**

**WHEREAS**, the Authority's Department of Technology has identified the need for DocuSign – Electronic Signature Enterprise, Invitation for Bids Number B50401; and

**WHEREAS**, on January 23 & 26, 2024, the Metropolitan Atlanta Rapid Transit Authority duly sent a notice of the Invitation for Bids to potential Bidders; and

**WHEREAS**, notice of the said Invitation for Bids were 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 February 19, 2024, at 10:00 a.m., local time, two (2) bids were publicly opened and read aloud; and

**WHEREAS**, the lowest bid submitted by Kambrian Corporation, was determined to be non-responsive; and

**WHEREAS**, the second lowest bid submitted by 4 Tech Solutions LLC., was determined to be non-responsible; and

**WHEREAS**, staff determined that it is in the best interest of the Authority to negotiate with DocuSign, Inc.; and

**WHEREAS**, the Department of Internal Audit conducted a Cost Analysis and determined the price submitted by DocuSign, Inc. is fair and reasonable; 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 execute a Contract on substantially the same terms and conditions as contained in the Invitation of Bids Number B50401, for DocuSign – Electronic Signature Enterprise between the Authority and DocuSign, Inc., in the amount of \$560,309.00.

**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 THE PROCUREMENT OF  
MICROSOFT UNIFIED SUPPORT SERVICES  
PRICE PROPOSAL NUMBER P50507**

**WHEREAS**, the Authority's Office of Information Technology has identified the need for the procurement of Microsoft Unified Support Services, Request for Price Proposal Number P50507 and

**WHEREAS**, on February 7, 2024, the Metropolitan Atlanta Rapid Transit Authority duly sent the Request for Price Proposal to Microsoft Corporation the Sole Source Proprietor; and

**WHEREAS**, it is necessary to procure Microsoft Unified Support Services; and

**WHEREAS**, the Department of Internal Audit has been requested to perform a Cost/Price Analysis to determine fair and reasonable pricing; determination is pending a final audit; 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 execute a Sole Source Contract on substantially the same terms and conditions as contained in the Request for Price Proposal Number P50507 between the Authority and Microsoft Corporation, for the procurement of Microsoft Unified Support Services in the amount of \$849,466.00.

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 PROFESSIONAL CONSULTING SERVICES FOR MARTA's OVERSIGHT COMMITTEE (MARTOC) MANAGEMENT AUDIT, LETTER OF AGREEMENT (LOA) L50516**

**WHEREAS**, the Authority's Office of Internal Audit has identified the need for the procurement of Professional Consulting Services for MARTA's Oversight Committee (MARTOC) Management Audit, Letter of Agreement Number L50516; and

**WHEREAS**, on February 28, 2024, the Metropolitan Atlanta Rapid Transit Authority received a proposal from KPMG, LLP; and

**WHEREAS**, it is necessary to procure Professional Consulting Services for MARTA's Oversight Committee (MARTOC) Management Audit; and

**WHEREAS**, the Department of Internal Audit has been requested to perform a Price Analysis to determine fair and reasonable pricing;

**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 Letter of Agreement (LOA) on substantially the same terms and conditions as contained in the L50516, between the Authority and KPMG, LLP, for Professional Consulting Services for MARTA's Oversight Committee (MARTOC) Management Audit in the amount of \$231,214.40.



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 THE PROCUREMENT OF  
MARTA's MYSTERY CUSTOMER PROGRAM REQUEST FOR PROPOSALS NUMBER  
P50370**

**WHEREAS**, the Authority's Office of Diversity and Inclusion has identified the need for the Procurement of MARTA's Mystery Customer Program, Request for Proposals Number P50370; and

**WHEREAS**, On November 11 & 29, 2023 the Metropolitan Atlanta Rapid Transit Authority duly sent to potential Offerors notice of its Request for Proposals for MARTA's Mystery Customer Program, P50370; and

**WHEREAS**, notice of the said Request for Proposals was advertised in the local newspaper of the largest circulation in the Atlanta metropolitan area once in each of the two weeks prior to the proposal deadline; and

**WHEREAS**, all Proponents were given the opportunity to protest the proposal instructions, specifications, and/or procedures; and

**WHEREAS**, on December 13, 2023, at 2:00 p.m., local time, two (2) proposals were received; and

**WHEREAS**, the Authority's staff determined that Alesig Consulting, Inc. submitted the most advantageous offer and other factors considered and is technically and

financially capable of providing the services.

**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 Request for Proposals Number P50370, between the Authority and Alesig Consulting, Inc. for the procurement of MARTA's Mystery Customer Program in the amount of \$644,800.08.

**Approved as to Legal Form:**

DocuSigned by:

*Peter J. Andrews*

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

**RESOLUTION AUTHORIZING THE APPROVAL OF MARTA'S UPDATED ADVERTISING  
POLICY**

**WHEREAS**, MARTA recognizes the strategic importance of maintaining a consistent brand image across all MARTA-owned assets that display advertising;

**WHEREAS**, MARTA desires to amend its current advertising policy to align with its mission to maximize advertising revenue;

**WHEREAS**, MARTA's Staff has reviewed the amendments to the current advertising policy;

**WHEREAS**, it is in the best interest of MARTA to proceed with approving the amendments to the advertising policy;

**RESOLVED THEREFORE**, by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority that the General Manager/CEO hereby is, authorized to update MARTA's advertising policy as follows:

BE IT FURTHER RESOLVED that the modified amended advertising policy, attached hereto as Exhibit A and incorporated herein by this reference, shall be deemed adopted by the Board of Directors on behalf of the Metropolitan Atlanta Rapid Transit Authority.

**RESOLUTION AUTHORIZING THE APPROVAL OF MARTA'S UPDATED  
POLICY**

**Approved as to Legal Form:**



**Peter Andrews  
Chief Legal Counsel**

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**Counsel, Metropolitan Atlanta Rapid Transit Authority**

**RESOLUTION AUTHORIZING APPROVAL OF THE AIRPORT CONNECTION ALIGNMENT AS THE AMENDMENT TO THE LOCALLY PREFERRED ALTERNATIVE FOR THE MARTA RAPID SOUTHLAKE PROJECT**

**WHEREAS**, Clayton County joined the Metropolitan Atlanta Rapid Transit Authority (“MARTA”) to provide residents and visitors with mobility and economic benefits associated with transit; and

**WHEREAS**, Clayton County and MARTA agreed in the 14th Amendment to the Rapid Transit Contract and Assistance Agreement (RTCAA) that fifty-percent of the sales tax revenue collected in Clayton County would be held in escrow to build transit capital projects in and for Clayton County; and

**WHEREAS**, the subsequent 15th Amendment to the RTCAA set forth various capital projects, including a Clayton County High Capacity Transit (HCT) Bus Rapid Transit (BRT) generally along the State Route 85 corridor; and

**WHEREAS**, the MARTA Board approved bus rapid transit (BRT) connecting the College Park MARTA station and the Southlake activity center in Clayton County as the locally preferred alternative (LPA) in December 2021; and

**WHEREAS**, following the MARTA Board’s approval of the LPA, the planning process continued with technical analysis and key stakeholder engagement to refine the BRT design for optimal station locations, access and connectivity; and

**WHEREAS**, an assessment was undertaken in July 2023 to explore an opportunity for a direct connection to Hartsfield-Jackson Atlanta International Airport (HJIA) at the Airport MARTA station; and

**WHEREAS**, the assessment included technical analysis, evaluation of alignment alternatives and engagement with key stakeholders, including Clayton County, Georgia Department of Transportation (GDOT), City of Atlanta Department of Aviation, City of Atlanta

Department of Transportation; and

**WHEREAS**, the results of the assessment determined that a connection to HJAIA is feasible and provides a faster BRT travel time from Clayton County and greater access to jobs and multimodal connections; and

**WHEREAS**, the recommended alignment connecting to HJAIA includes a proposed new exclusive BRT elevated structure adjacent to the MARTA Airport station and an opportunity for more dedicated lanes along S.R. 139 (Riverdale Road), replacing the original LPA alignment between the College Park MARTA station and Norman Drive; and

**WHEREAS**, the Clayton County Board of Commissioners approved a resolution of support for the proposed amended LPA for the MARTA Rapid Southlake between the Airport MARTA rail station and the Southlake activity center at their April 16th Board of Commissioners meeting; and

**RESOLVED THEREFORE**, the MARTA Board of Directors approves the proposed alignment to connect the Southlake activity center in Clayton County to the Airport MARTA station as the amended LPA for the MARTA Rapid Southlake Project, more particularly depicted on the map exhibit and corresponding narrative description in Exhibit "A" to this Resolution.

**BE IT FURTHER RESOLVED** that this LPA is transmitted to the Federal Transit Administration, Atlanta-Region Transit Link and the Atlanta Regional Commission for incorporation into their programs and plans.

**Approved as to Legal Form:**

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

**RESOLUTION AUTHORIZING THE MODIFICATION IN CONTRACTUAL  
AUTHORIZATION FOR ARCHITECTURAL AND ENGINEERING DESIGN SERVICES  
FOR FIVE POINTS STATION TRANSFORMATION, AE47796**

**WHEREAS**, on September 7, 2021 the General Manager entered into a Contract with Skidmore, Owings & Merrill LLC (SOM) for Architectural and Engineering Design Services for Five Points Station Transformation, AE47796 and

**WHEREAS**, MARTA staff has determined that it is in the best interest of the Authority to 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 will be requested to perform a 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 to increase the authorization for Contract No. AE47796 Architectural and Engineering Design Services for Five Points Station Transformation from \$15,000,000 to \$33,000,000.



**Approved as to Legal Form:**

DocuSigned by:

*Peter J. Andrews*

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

**RESOLUTION AUTHORIZING THE MODIFICATION IN CONTRACTUAL  
AUTHORIZATION FOR 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 Construction Management at Risk (CMAR) with Pre-Construction Services for Five Points Station Transformation Project, Request for Proposals P46354; and

**WHEREAS**, on April 11, 2024 the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority authorized the General Manager/CEO or his delegate to increase the contractual authorization to add additional funds and extend the contract term for Construction Management at Risk (CMAR) with Pre-Construction Services for Five Points Station Transformation Project, Request for Proposals P46354 in the amount of \$61,500,000.00 and extend by 790 days; 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 will be requested to perform a 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 increase the authorization for Contract No. P46354 Construction Management at Risk (CMAR) with Pre-Construction Services for Five Points Station Transformation Project from \$69,000,000.00 to \$219,500,000.00.

**Approved as to Legal Form:**

DocuSigned by:

*Peter J. Andrews*

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

**RESOLUTION AUTHORIZING THE MODIFICATION IN CONTRACTRACTUAL  
AUTHORIZATION FOR GENERAL PLANNING SERVICES NUMBER P50097**

**WHEREAS**, on May 12, 2023, the General Manager entered into a Contract with HNTB, Corporation, VHB, Inc. and WSP, USA Inc. for General Planning Services, Request for Proposals P50097; and

**WHEREAS**, MARTA staff has determined that it is in the best interest of the Authority to 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 will be 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 increase the authorization for Contract No. P50097 General Planning Services from \$76,000,000.00 to \$91,000,000.00

**Approved as to Legal Form:**

DocuSigned by:

*Peter J. Andrews*

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

**RESOLUTION AUTHORIZING A MODIFICATION IN CONTRACT ACTUAL AUTHORIZATION  
FOR NEW RAIL CAR EQUIPMENT AND SERVICES CONTRACT, P38186**

**WHEREAS**, on November 14 ,2019 the General Manager entered into a Contract with Stadler US, Inc. P38186; and

**WHEREAS**, on April 20, 2023 the General Manager/CEO's contingency of \$3,360,780 was requested and utilized; 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 determined that the price is 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. P38186 New Rail Car Equipment and Services Contract from \$649,644,496 to \$706,644,496.

Approved as to Legal Form:

DocuSigned by:

*Peter J. Andrews*

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Chief Counsel, Metropolitan Atlanta  
Rapid Transit Authority

**RESOLUTION AUTHORIZING THE SOLICITATION OF PROPOSALS FOR THE  
PROCUREMENT OF INCIDENT REPORTING PLATFORM, RFP P50520**

**WHEREAS**, the Authority is authorized by Section 14(m) 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(m) of the MARTA Act, that the procurement of Incident Reporting Platform is impracticable through the solicitation of competitive bids; and

**WHEREAS**, award of a Contract for the procurement of Incident Reporting Platform, after the solicitation of proposals and selection of a preferred proponent pursuant to Section 14(m) of the MARTA Act, 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 proposals for the procurement of Incident Reporting Platform by means other than competitive bidding, in accordance with Section 14(m) of the MARTA Act, through the use of Request for Proposals.

**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 TRANSIT BUS  
RECOVERY VEHICLE, IFB B50431**

**WHEREAS**, the Authority's Office of Bus Maintenance has identified the need for the Procurement of Transit Bus Recovery, Invitation for Bids Number B50431; and

**WHEREAS**, on December 6, 2023, 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 January 17, 2024 at 2:00 p.m., local time, one (1) bid was publicly opened and read aloud; and

**WHEREAS**, the single bid submitted by Fouts Commercial Vehicles, 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 B50431, Transit Recovery Vehicle between the Authority and Fouts Commercial Vehicles, LLC., in the amount of \$480,920.00.

**Approved as to Legal Form:**

DocuSigned by:

*Peter J. Andrews*

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