

## MINUTES

### SPECIAL MEETING OF THE BOARD OF DIRECTORS

### METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

December 28, 2010

The Board of Directors of the Metropolitan Atlanta Rapid Transit Authority held a Special meeting on December 28, 2010 at 10:15 a.m. in the Board Room on the 6th Floor of the MARTA Headquarters Building, 2424 Piedmont Road, Atlanta, Georgia.

#### **Board Members Present**

Keith E. Adams  
Clara H. Axam  
Harold Buckley, Sr.  
Frederick L. Daniels, Jr.  
Jim Durrett  
Bart L. Graham  
Barbara Babbit Kaufman  
Walter L. Kimbrough  
Gloria Leonard  
Bruce E. LeVell  
JoAnn Godfrey McClinton  
Jannine Miller  
Michael W. Tyler  
Michael Walls

MARTA officials in attendance were: General Manager/CEO Wanda Dunham and Davis Allen (Acting); AGMs Lisa DeGrace, Johnny Dunning, Jr. (Acting), Joe Erves (Acting), Maurice Ficklin (Acting), Georgetta Gregory, Jonnie Keith, Lavoise Magee, Ryland McClendon and Elizabeth O'Neill; Sr. Director Rhonda Briggins Ridley; Directors Reginald Diamond, Joe Erves and Lyle Harris; Managers Cara Hodgson, Kevin Hurley, Hari Nat and Marvin Toliver; Sr. Executive Administrator to the MARTA Board of Directors Kellee Mobley; Sr. Executive Administrator Tyra Wiltz. Others in attendance Arnold Campbell, Louis Grisoglio, Anthony Pines, Srinath Remala, Edward Smith and Jason Ward.

Also in attendance was Charles Pursley, Jr. of Pursley, Lowery & Meeks; Richard Marsh; Melissa Firestone; Herman Smith; Spense Faucher, Eileen Sanford-Williams; Anthony Robinson and David Dawson of Oracle; Irwin Cox; V.J. Middadi; Thad Mayfield of Fulton County.

#### **Public Comment**

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No comments were given.

**Minutes of December 6, 2010 Work Session of the MARTA Board of Directors,  
December 6, 2010 Executive Session of the MARTA Board of Directors and the  
December 6, 2010 Meeting of the MARTA Board of Directors**

On motion by Dr. Kimbrough seconded by Mr. Buckley, the minutes were unanimously approved by a vote of 14 to 0, with 14 members present.

**Resolution Authorizing the Remediation of Replacement Trigger Events for Lease  
Transactions 2001-2, 2001-3 and 2002-1 With Comerica Leasing Corporation**

Mr. Daniels asked what MARTA is saving in fees.

Mr. Marsh stated \$100,000-\$200,000.

Mr. Daniels requested that a summary of all LILO/SILO transactions be made available to the Board.

Mr. Marsh informed the Board that MARTA is now in excess of \$120M in net benefits.

Mr. Daniels stated it is important to document this benefit to MARTA.

Mr. Graham asked if legal and advisory fees on this deal are in line with previous deals.

Mr. Marsh responded yes; previous deals ran between \$100,000 and \$200,000.

Mr. Walls asked how much is left to remediate.

Mr. Marsh stated that ninety-five (95%) percent exposure is off the books. The Authority exposed approximately \$8M out of the original \$400M.

On motion by Mr. Durrett seconded by Mrs. McClinton, the resolution was approved by a vote of 12 to 0, with 14 members present. A copy of the resolution, **AS APPROVED, IS ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

Mr. Adams and Mr. Graham abstained.

**Resolution Authorizing the Participation in a Proposal for the Use of Property at the North Springs Station for Gwinnett Technical College – North Fulton Campus**

Chairman Tyler recused himself on this item. The gavel was passed to Vice Chair, Mrs. McClinton.

Mrs. O'Neill briefed the Board, noting that Gwinnett Technical College has partnered with the Greater North Fulton Chamber of Commerce (GNFCC) to locate a site for a new college campus in North Fulton County. The GNFCC recently sent out an Indication of Interest (IOI) letter and application to all interested private land owners, municipalities and communities within the North Fulton area. All interested parties are required to submit their proposals to the GNFCC no later than January 31, 2011. In response to the IOI, Sandy Springs Mayor Eva Galambos has asked MARTA to strongly consider redeveloping the Authority's vacant, 14 acres at North Springs Station as a site for the new campus. The General Manager/CEO is requesting permission to move forward with a joint proposal with the City of Sandy Springs – pending MARTA Board review and approval of any final deal.

Mr. Graham asked if it would be an open-ended lease term.

Mrs. O'Neill responded that the terms needed to be negotiated and this would come back for Board approval.

Mr. LeVell commented that Gwinnett worked with GNFCC on this and would like to help facilitate.

Mr. Durrett asked if there was any sense of financial obligation for MARTA.

Mrs. O'Neill stated that the Authority would be required to fund an updated appraisal for the site and in-kind staff time.

On motion by Dr. Kimbrough seconded by Ms. Leonard, the resolution was approved by a vote of 12 to 0, with 14 members present. A copy of the resolution, **AS APPROVED, IS ATTACHED TO AND MADE PART OF THE OFFICIAL RECORD COPY OF THESE MINUTES.**

Chairman Tyler and Mr. Adams abstained.

**Resolution Authorizing the Appointment of Lyndon A. Wade to the City of Atlanta Commission Impaneled to Determine an Appropriate Honor for Mrs. Ella Mae Brayboy**

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Dr. Kimbrough questioned why this resolution had come before the Board.

Chairman Tyler responded that the City of Atlanta created a Commission and asked MARTA to appoint someone.

Mr. Graham asked if this would be to determine naming a station after Mrs. Brayboy.

Chairman Tyler stated that it would be to determine what they will do.

Mrs. McClinton stated if the Board appointed someone to the Commission and the City of Atlanta determines they would like to name a station in her honor – what will happen?

Chairman Tyler stated that this was not a request to rename a MARTA station – just a request to name someone to sit on the Commission. The Chairman called on Mr. Walls to read the resolution.

Mr. Walls read the resolution.

Mr. Durrett motioned to approve. Ms. Leonard seconded.

Mr. Daniels said that he thinks this sets a dangerous precedent for the Authority – by appointing Mrs. Brayboy's brother, which loses all objectivity.

Mrs. Miller agreed.

Mr. Durrett stated that he understood the concerns and they could be addressed by making it clear to Mr. Wade what he is authorized to do.

Mrs. Miller asked if those specifics could be placed in the resolution.

Dr. Kimbrough stated that the second 'Whereas' raises a red flag. He stated that he could not support the resolution.

Mr. Adams made a substitute motion to table the resolution. Mr. Daniels seconded. The substitute motion passed by a vote of 11 to 2, with 14 members present.

Mrs. Miller and Dr. Kimbrough voted no.  
Mr. Graham abstained.

**Approval of the 2011 Schedule of Board Meetings and Standing Committee Meetings**

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On motion by Ms. Leonard seconded by Mrs. Kaufman, the 2011 Schedule of Board Meetings and Standing Committee Meetings passed by a vote of 13 to 0, with 14 members present.

Mr. Graham abstained.

**Nominating Committee Report**

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The Nominating Committee met on December 23, 2010. The Committee's recommendations for the 2011 slate of Officers are:

- Chairman – Jim Durrett
- Vice Chair – Barbara Babbit Kaufman
- Secretary – Juanita Jones Abernathy
- Treasurer – Frederick L. Daniels, Jr.

Ms. Axam moved to approve. Mr. Buckley seconded.

Mr. Daniels stated he received a number of phone calls over the past few days as to why this Board is having an election now versus the new Board.

Chairman Tyler stated that the MARTA Board is required to appoint members to a Nominating Committee in November; additionally, the Board is required to hold an election in December.

Mr. Pursley noted there is a savings clause that says the Board can have a later election. It does not excuse the Board from having an election.

Dr. Kimbrough commented that the delay for the Nominating Committee to meet was due to the lateness of the Board finding out who would be members of the new Board.

The Board approved the recommended 2011 Slate of Officers by a vote of 13 to 0, with 14 members present.

Mr. Daniels abstained.

**Comments from the Board**

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Dr. Kimbrough expressed appreciation to Board Chairman, Michael W. Tyler for his outstanding leadership during the past year. He noted that it has been a challenging time, yet the Board honored the 'team' concept under his leadership. He expressed 'Thank You' for a job well done on behalf of the entire Board.

Chairman Tyler thanked Dr. Kimbrough. He thanked the Board of Directors for giving him the opportunity, noting that it has been a learning process. To the new officers, he stated that he knows they will pick up the baton and move MARTA and the community forward. He thanked Mr. Pursley, Mrs. O'Neill and staff.

Mr. Graham thanked the Board for the opportunity of working with them over the past seven years. He thanked staff and the MARTA Police Department.

Mr. Durrett thanked the Board of Directors for honoring him with their trust in him and wished everyone and their families Happy Holidays.

**Adjournment**

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The Special meeting of the MARTA Board of Directors adjourned at 10:53 a.m.