



**BOARD OF DIRECTORS**

**METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY**

**MEETING OF THE BOARD OF DIRECTORS**

**THURSDAY, MAY 11, 2023**

**ATLANTA, GEORGIA**

**MEETING MINUTES**

**CALL TO ORDER AND ROLL CALL**

Chair Thomas Worthy called the meeting to order at 1:30 P.M.

**Board Members**

**Present:**

Jim Durrett  
William Floyd  
Roderick Frierson  
Freda Hardage  
Al Pond  
Kathryn Powers  
Rita Scott  
Thomas Worthy  
Valencia Williamson  
Jennifer Ide

**Board Members**

**Absent:**

Stacy Blakley  
Russell McMurry  
Rod Mullice  
Jacob Tzegaegbe  
Jannine Miller

**Staff Members Present:**

Collie Greenwood  
Melissa Mullinax  
Ralph McKinney  
Raj Srinath  
Luz Borrero  
Rhonda Allen  
Peter Andrews  
George Wright  
Carrie Rocha

**Also in Attendance:**

Leah Ward Sears  
Kirk Talbott  
George Wright  
Jonathan Hunt  
Colleen Kiernan  
Paula Nash  
Donna DeJesus  
Jacqueline Holland  
Tyrene Huff  
Kenya Hammond

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

Wilbur Fitzgerald [via email]  
Christopher Dvrda [via email]  
Matt Eckmann [via email]  
Jeffrey Rader [via email]  
Jennifer Bentson [Hubert] [via email]  
Jerry Prine [ via email]  
Howard Wertheimer [via email]  
Hans Klein [via email]  
Walter Brown [via email]  
Michael Dobbins [via email]  
Ed Williams [via email]  
Patricia Giles [in person]  
Britt Dunams [in person]  
Phillip Richardson [in person]  
Amedee Jean-Baptiste [in person]  
David Ward [in person]  
Rep. Kim Schofield [in person]  
Derrick Blassingame [in person]

**1. APPROVAL OF THE MINUTES**

**Approval of the April 13, 2023 Board Meeting Minutes.**

Approval of the April 13, 2023 Board Meeting Minutes. On a motion by Board Member Williamson, seconded by Board Member Hardage, the motion passed by a vote of 10 to 0 with 10 members present.

**2. RESOLUTION AUTHORIZING THE ISSUANCE, SALE, EXECUTION AND DELIVERY OF THE METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY SALES TAX REVENUE BONDS, SERIES 2023B (GREEN BONDS)**

**Resolution Authorizing the Issuance, Sale, Execution and Delivery of the Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds, Series 2023B (Green Bonds)**

Approval of the Resolution Authorizing the Issuance, Sale, Execution and Delivery of the Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds, Series 2023B (Green Bonds) On a motion by Board Member Durrett, seconded by Board Member Williamson, the resolution passed by a vote of 10 to 0 with 10 members present.

**3. BUSINESS MANAGEMENT COMMITTEE REPORT**

Committee Chair Roderick Frierson reported that the Committee met on April 27, 2023 and approved the following resolutions:

**Committee Chair Report Business Management**

Approval of the Business Management Committee Resolutions 3a, 3b, 3c, 3d and 3e. On a motion by Board Member Pond, seconded by Board Member Hardage, the resolution passed by a vote of 10 to 0 with 10 members present.

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

Committee Chair John Pond reported that the Committee met on April 27, 2023 and approved the following resolutions:

**Committee Chair Report Planning & Capital Programs**

Approval of Planning & Capital Programs Committee Resolution 4a. On a motion by Board Member Worthy, seconded by Board Member Williamson, the resolution passed by a vote of 9 to 0 with 1 member abstaining and 10 members present.

**5. OPERATIONS & SAFETY COMMITTEE REPORT**

Committee Chair W. Thomas Worthy reported that the Committee met on April 27, 2023 and approved the following resolution:

**Committee Chair Report Operations & Safety**

Approval of Operations & Safety Resolutions 5a, 5b, 5c, 5d and 5e. On a motion by Board Member Worthy, seconded by Board Member Hardage, the resolution passed by a vote of 10 to 0 with 10 members present.

**6. OTHER MATTERS**

Chief Legal Counsel Peter Andrews read into the record the following litigation settlement emanating from Executive Session:

Approval of a settlement - \$675,000 – DeVahn Jefferson v. Abdi Mohammed Hassen and MARTA. On a motion by Board Member Hardage, seconded by Board Member Durrett, the motion passed by a vote of 10 to 0 with 10 members present.

**7. COMMENTS FROM THE BOARD**

None

**8. ADJOURNMENT**

The Board meeting adjourned at 1:59 P.M.

Respectfully submitted,



Tyrene L. Huff

Assistant Secretary to the Board

YouTube link: <https://www.youtube.com/live/PxGglU6MQBA?feature=share>

METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY

Resolution

A RESOLUTION authorizing the issuance, sale, execution and delivery of the Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds, Series 2023B (Green Bonds) in the aggregate principal amount of \$112,505,000 (the "Series 2023B 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 \$6,000,000,000 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 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 and October 8, 2020 confirming and validating the Original Bonds, the Additional Bonds (as defined in the Indenture), the Original Contract, the Clayton Contract and the Authority's interest in the TAVT Receipts, respectively, and the security therefor in all respects, which orders are now final and binding; and

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

WHEREAS, it is contemplated that the payments to be received by the Authority under the Contracts and the TAVT Act will be sufficient to pay the principal of, redemption premium, if any, and interest on the Authority's previously issued and outstanding Bonds and the Series 2023B Bonds (described below); and

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

WHEREAS, the Authority now deems it advisable and in its interest to issue its Sales Tax Revenue Bonds, Series 2023B (Green Bonds) in the aggregate principal amount of \$112,505,000 (the "Series 2023B Bonds"), pursuant to the Original Indenture, as supplemented and amended, including by that certain Thirtieth Supplemental Trust Indenture, dated as of May 1, 2023 (the "Thirtieth Supplemental Trust Indenture," and, together with the Original Indenture, the "Indenture") between the Authority and the Trustee; and

WHEREAS, the Series 2023B Bonds are being issued for the purposes of (1) financing various capital projects to enhance life safety and maintain the System in a state of good repair and (2) paying certain costs of issuing the Series 2023B Bonds; and

WHEREAS, it is necessary to authorize the execution, delivery and performance of the Thirtieth Supplemental Trust Indenture and a Tax and Non-Arbitrage Certificate and Agreement; and

WHEREAS, it is necessary to ratify the use and distribution of a Preliminary Official Statement relating to the Series 2023B Bonds (the "Preliminary Official Statement") and authorize the execution and distribution of an Official Statement relating to the Series 2023B 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 and Wells Fargo Bank, National Association (the "Senior Manager"), on behalf of itself and as representative of Goldman Sachs & Co. LLC, Academy Securities Inc. and Security Capital Brokerage, Inc. (collectively with the Senior Manager, 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 2023B Bonds (the "Continuing Disclosure Agreement") and related documents;

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

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 2023B 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 Series 2023B Bonds. There shall be issued as a series of Bonds pursuant to Section 2.02 of the Original Indenture, designated the Metropolitan Atlanta Rapid Transit Authority Sales Tax Revenue Bonds, Series 2023B (Green Bonds) in the aggregate principal amount of \$112,505,000 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 2023B 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 2023B Bonds shall be issued under and pursuant to the authorization contained in this Resolution. The Series 2023B 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 2023B Bonds shall be made from the Series 2023B Bond Fund established under Section 7.02 of the Original Indenture, the Thirtieth Supplemental Trust Indenture and this Resolution.

Section 4. Terms of Series 2023B Bonds. The Series 2023B Bonds shall be dated as of the date of their delivery, shall mature on July 1 of each of the years (each a "Principal Payment Date"), 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, 2023 (each an "Interest Payment Date"), until maturity.

The Series 2023B Bonds shall be subject to redemption as described in the Thirtieth Supplemental Trust Indenture. The Series 2023B 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 Thirtieth Supplemental Trust Indenture.

Section 5. Authorization of Thirtieth Supplemental Trust Indenture. In order to secure the payment of the principal of and interest on the Series 2023B Bonds herein authorized, and in order to secure the performance and observance of all the agreements and conditions in the Series 2023B Bonds, the execution, delivery and performance of the Thirtieth Supplemental Trust Indenture and the performance of the 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 Thirtieth Supplemental Trust Indenture on behalf of the Authority. The Thirtieth Supplemental Trust Indenture shall be in substantially the form attached hereto as Exhibit "B," subject to such changes, insertions or omissions as may be approved by the General Manager, Chief Financial Officer, Chair or Vice Chair of the Authority, and the execution of the Thirtieth Supplemental Trust Indenture by the General Manager, Chief

Financial Officer, Chair or Vice Chair and Secretary or Assistant Secretary of the Authority as hereby authorized shall be conclusive evidence of any such approval.

Section 6. 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 7. 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 “C,” 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 8. 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 “D,” 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 and Secretary or Assistant Secretary of the Authority as hereby authorized shall be conclusive evidence of any such approval.

Section 9. 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 2023B Bonds in order to comply with Section 148 of the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations thereunder.

Section 10. 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 2023B

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 11. 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 2023B Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 12. 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 2023B Bonds or the execution and delivery of the Thirtieth 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 2023B Bonds are issued, certified copies of all the proceedings and records of the Authority relating to the Series 2023B Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Series 2023B 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 13. 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 2023B Bonds and the execution, delivery and performance of the Thirtieth Supplemental Trust Indenture and the performance of the Indenture, shall be, and the same hereby are, in all respects approved and confirmed.

Section 14. 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 2023B Bonds authorized hereunder.

Section 15. 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 16. Effective Date. This Resolution shall take effect immediately upon its adoption.

Section 17. 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 2023B 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 2023B Bonds as herein provided.

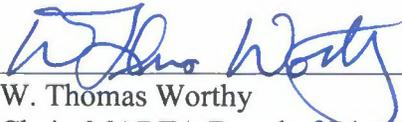
Section 18. Successors and Assigns. This Resolution shall be binding upon, inure to the benefit of and be enforceable by the Authority and its successors and assigns.

Section 19. Applicable Law. This Resolution shall be governed by the applicable laws of the State of Georgia.

Section 20. Conflicts. This Resolution is adopted in accordance with Section 2.02 of the Original Indenture. All resolutions in conflict herewith are to the extent of such conflict hereby repealed and this Resolution shall take immediate effect.

[Remainder of page intentionally left blank]

Adopted this 11th day of May, 2023.

  
\_\_\_\_\_  
W. Thomas Worthy  
Chair, MARTA Board of Directors

Attest:

  
\_\_\_\_\_  
Tyrene L. Huff  
Assistant Secretary

Approved as to Legal Form:

  
\_\_\_\_\_  
Peter J. Andrews  
Chief Counsel

SECRETARY'S CERTIFICATE

The undersigned Assistant Secretary of the Metropolitan Atlanta Rapid Transit Authority ("MARTA"), DOES HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of the resolution, adopted on May 11, 2023, by the MARTA Board of Directors in a meeting duly called and assembled, which was open to the public and at which a quorum was present and acting throughout, and that the original of said resolution appears of record in the Minute Book of MARTA which is in the undersigned's custody and control.

WITNESS my hand and the official seal of MARTA, this 11th day of May, 2023.



Tyrene L. Huff  
Assistant Secretary

EXHIBIT "A"

SERIES 2023B BONDS

Bond Component	Maturity Date	Amount	Rate	Yield	Price	Premium (-Discount)	Takedown
Serial Bond:							
	07/01/2024	10,080,000	5.000%	3.000%	102.187	220,449.60	1.750
	07/01/2025	10,615,000	5.000%	2.700%	104.709	499,860.35	2.000
	07/01/2026	11,180,000	5.000%	2.540%	107.336	820,164.80	2.250
	07/01/2027	11,770,000	5.000%	2.450%	109.937	1,169,584.90	2.500
	07/01/2028	12,395,000	5.000%	2.430%	112.304	1,525,080.80	2.500
	07/01/2029	13,045,000	5.000%	2.430%	114.535	1,896,090.75	2.500
	07/01/2030	13,730,000	5.000%	2.420%	116.783	2,304,305.90	2.500
	07/01/2031	14,460,000	5.000%	2.460%	118.594	2,688,692.40	3.000
	07/01/2032	15,230,000	5.000%	2.460%	120.638	3,143,167.40	3.000
		112,505,000				14,267,396.90	

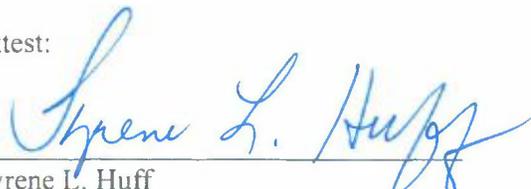
EXHIBIT "B"

FORM OF THIRTIETH SUPPLEMENTAL INDENTURE

Adopted this 11th day of May, 2023.

  
\_\_\_\_\_  
W. Thomas Worthy  
Chair, MARTA Board of Directors

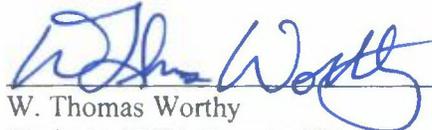
Attest:

  
\_\_\_\_\_  
Tyrene L. Huff  
Assistant Secretary

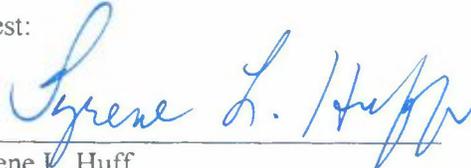
Approved as to Legal Form:

  
\_\_\_\_\_  
Peter J. Andrews  
Chief Counsel

Adopted this 11th day of May, 2023.

  
\_\_\_\_\_  
W. Thomas Worthy  
Chair, MARTA Board of Directors

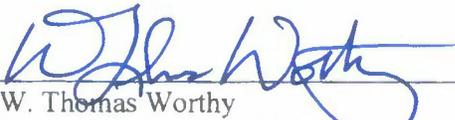
Attest:

  
\_\_\_\_\_  
Tyrene L. Huff  
Assistant Secretary

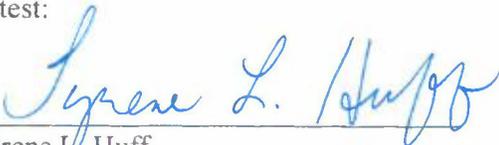
Approved as to Legal Form:

  
\_\_\_\_\_  
Peter J. Andrews  
Chief Counsel

Adopted this 11th day of May, 2023.

  
\_\_\_\_\_  
W. Thomas Worthy  
Chair, MARTA Board of Directors

Attest:

  
\_\_\_\_\_  
Tyrene L. Huff  
Assistant Secretary

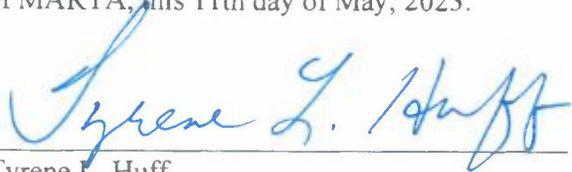
Approved as to Legal Form:

  
\_\_\_\_\_  
Peter J. Andrews  
Chief Counsel

SECRETARY'S CERTIFICATE

The undersigned Assistant Secretary of the Metropolitan Atlanta Rapid Transit Authority ("MARTA"), DOES HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of the resolution, adopted on May 11, 2023, by the MARTA Board of Directors in a meeting duly called and assembled, which was open to the public and at which a quorum was present and acting throughout, and that the original of said resolution appears of record in the Minute Book of MARTA which is in the undersigned's custody and control.

WITNESS my hand and the official seal of MARTA, this 11th day of May, 2023.



Tyrene L. Huff  
Assistant Secretary



SECRETARY'S CERTIFICATE

The undersigned Assistant Secretary of the Metropolitan Atlanta Rapid Transit Authority ("MARTA"), DOES HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of the resolution, adopted on May 11, 2023, by the MARTA Board of Directors in a meeting duly called and assembled, which was open to the public and at which a quorum was present and acting throughout, and that the original of said resolution appears of record in the Minute Book of MARTA which is in the undersigned's custody and control.

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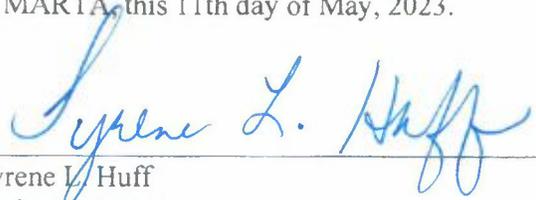


Tyrene L. Huff  
Assistant Secretary

SECRETARY'S CERTIFICATE

The undersigned Assistant Secretary of the Metropolitan Atlanta Rapid Transit Authority ("MARTA"), DOES HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of the resolution, adopted on May 11, 2023, by the MARTA Board of Directors in a meeting duly called and assembled, which was open to the public and at which a quorum was present and acting throughout, and that the original of said resolution appears of record in the Minute Book of MARTA which is in the undersigned's custody and control.

WITNESS my hand and the official seal of MARTA, this 11th day of May, 2023.



Tyrene L. Huff  
Assistant Secretary



**RESOLUTION AUTHORIZING AWARD OF A CONTRACT FOR THE PROCUREMENT OF FINANCIAL ADVISORY SERVICES REQUEST FOR PROPOSALS NUMBER P50119**

**WHEREAS**, the Authority's Department of Finance has identified the need for the Procurement of Financial Advisory Services, Request for Proposals Number P50119; and

**WHEREAS**, On September 22, 2023 the Metropolitan Atlanta Rapid Transit Authority duly sent to potential Offerors notice of its Request for Proposals for the Financial Advisory Services, RFP P50119; 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 November 30, 2023 at 2:00 p.m., local time, five (5) proposals were received; and

**WHEREAS**, the Authority's staff determined that PFM Financial Advisors LLC 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 P50119, between the Authority and PFM Financial Advisors LLC for the procurement of Financial Advisory Services in the amount of \$487,500.00.

**Approved as to Legal Form:**

DocuSigned by:

*Peter J. Andrews*

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**Counsel, Metropolitan Atlanta  
Rapid Transit Authority**

**RESOLUTION AUTHORIZING THE MODIFICATION IN CONTRACT ACTUAL  
AUTHORIZATION FOR INVESTMENT PORTFOLIO MANAGEMENT  
SUBSCRIPTION, CONTRACT NUMBER RFPP P42566**

**WHEREAS**, on November 7, 2018 the General Manager entered into a Contract with Clearwater Analytics, LLC. for Investment Portfolio Management Subscription Services, Request for Price Proposal RFPP 42566; and

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

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

**RESOLVED THEREFORE**, by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority that the General Manager/CEO or his delegate be, and hereby is, authorized to extend the contract term and increase the authorization for Contract No. P42566 Investment Portfolio Management Subscription Services, Request for Price Proposal P42566 from \$193,750.00 to \$391,600.00.

**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 THE PROCUREMENT OF STORAGE EXPANSION AND UPGRADE, RFPP P50315 UTILIZING THE FEDERAL GENERAL SERVICES ADMINISTRATION (GSA) CONTRACT**

**WHEREAS**, the Authority's Department of Technology has identified a need for Storage Expansion and Upgrade; and

**WHEREAS**, the Authority's staff has determined that the Storage Expansion and Upgrade may be purchased utilizing the Federal General Services Administration (GSA); and

**WHEREAS**, Section 14(l) of the MARTA Act permits the Authority to purchase without competitive bidding, any goods, supplies, equipment, other property, or services from any vendor who, at the time of such purchase, has in effect a contract or schedule for the State of Georgia or the United States Government, provided that such purchase is made pursuant to the price, terms and conditions of such contract or schedule and the Authority receives all the benefits thereof.

**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 utilizing the Federal General Services Administration (GSA) Contracts that are valid at the time the Authority procures its Storage Expansion and Upgrade in the amount of \$1,627,795.38. The Authority will annually renew (or enter into a

new contract) its Storage Expansion and Upgrade Contract pursuant to a valid GSA Contract.

**Approved as to Legal Form:**

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

**RESOLUTION AUTHORIZING THE MODIFICATION IN CONTRACTUAL  
AUTHORIZATION FOR RENEWAL OF ARCGIS SOFTWARE MAINTENANCE,  
RFPP P45386**

**WHEREAS**, on August 24, 2020 the Authority entered into a Contract with Environmental Systems Research Institute, Inc. for Renewal of ArcGIS Software Maintenance Support, P45386; and

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

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

**RESOLVED THEREFORE**, by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority that the General Manager/CEO or his delegate be, and hereby is, authorized to extend the contract term and increase the authorization for Contract No. P45386 Renewal of ArcGIS Software Maintenance from \$137,634.82 to \$298,029.86.

**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 UTILIZING THE STATE OF GEORGIA CONTRACTS FOR THE PROCUREMENT OF STATION PHONES, RFPP P50282**

**WHEREAS**, the Authority's Department of Technology has identified a need for the Procurement of Station Phones; and

**WHEREAS**, the Authority's staff has determined that Phones and Equipment may be purchased utilizing the State of Georgia Contract; and

**WHEREAS**, Section 14(l) of the MARTA Act permits the Authority to purchase without competitive bidding, any goods, supplies, equipment, other property, or services from any vendor who, at the time of such purchase, has in effect a contract or schedule for the State of Georgia or the United States Government, provided that such purchase is made pursuant to the price, terms and conditions of such contract or schedule and the Authority receives all the benefits thereof.

**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 utilizing the State of Georgia Contract that is valid at the time the Authority procures its Station Phones under the Authority's Contract Number, RFPP P50282 in the amount of \$342,557.19. The Authority will enter into a new contract for the Procurement of Station Phones pursuant to a valid State of Georgia Contract.

**Approved as to Legal Form:**

DocuSigned by:

*Peter J. Andrews*

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**Counsel, Metropolitan Atlanta  
Rapid Transit Authority**

**RESOLUTION OF THE MARTA BOARD OF DIRECTORS APPROVING AN  
INTERGOVERNMENTAL AGREEMENT WITH CITY OF BROOKHAVEN, GEORGIA FOR  
PLANNING AND COORDINATION ASSISTANCE FOR THE TOP END I-285 EXPRESS  
LANES PROJECT**

**WHEREAS**, the Georgia Department of Transportation (“GDOT”) in partnership with the Atlanta-region Transit Link Authority (“ATL”) and the Atlanta Regional Commission (“ARC”) has a major mobility investment program that includes the planned construction of express lanes within the Interstate 285 freeway corridor from its intersection with Interstate 20 on the west and east side of I-285 (“I-285 Top End Express Lanes Project”);

**WHEREAS**, the I-285 Top End Express Lanes Project is being designed to, among other things, manage traffic flow through a combination of elements including, but not limited to, minimum vehicle occupancy, vehicle type and cost;

**WHEREAS**, MARTA has joined the planning and design efforts (along with ATL, GDOT, ARC and the counties of Cobb and Gwinnett) in order to propose high capacity transit plans that will utilize the I-285 Top End Express Lanes Project in an effective and efficient manner;

**WHEREAS**, as part of the design of the I-285 Top End Express Lanes Project the cities of Brookhaven, Chamblee, Doraville and Dunwoody, Georgia (“Impacted Cities”) will be impacted;

**WHEREAS**, the Impacted Cities have come together to ensure the needs of these local communities are met;

**WHEREAS**, it is in the best interests of MARTA to collaborate with and support cities within MARTA's jurisdictional area and assist with transportation planning and implementation efforts related to the Impacted Cities;

**WHEREAS**, the City of Brookhaven ("Brookhaven") has agreed to lead the effort on behalf of the Impacted Cities by contracting with the Peachtree Gateway Partnership, Inc., a Georgia nonprofit corporation, to assist with the same; and

**WHEREAS**, the Intergovernmental Agreement ("IGA") between MARTA and Brookhaven will establish roles and responsibilities for each entity regarding the planning efforts related to the Impacted Cities for the I-285 Top End Express Lanes Project.

**NOW, BE IT THEREFORE RESOLVED**, that the MARTA Board of Directors approves the intergovernmental agreement with the City of Brookhaven in an amount equal to \$250,000, to be paid over the course of two (2) years, to support planning and coordinating efforts related to studies for the I-285 Top End Express Lanes Project related to the Impacted Cities.

**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 THE PAYMENT OF LEASE AGREEMENTS FOR RADIO ANTENNA SITES, L40123**

**WHEREAS**, the Authority's Office of Radio Maintenance has identified the need for the continuous payment of lease agreements for radio antenna sites, L40123; and

**WHEREAS**, there are four (4) communications tower locations that support MARTA's Radio Communications Network. These tower sites are positioned at Alpharetta, Union City, Atlanta (Georgia Pacific), and Stone Mountain; and

**WHEREAS**, the tower sites provide for mobile radio communications coverage with transmittal and receiving capabilities and are leased per existing license agreements; and

**WHEREAS**, the Department of Internal Audit will be requested to perform a price analysis to determine fair and reasonable pricing; and

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

**RESOLVED THEREFORE**, by the Board of Directors of the Metropolitan Atlanta Rapid Transit Authority that the General Manager/CEO or his delegate be, and hereby is, authorized to increase the authorization for Agreement No. L40123 Lease Agreements for Radio Antenna Sites from \$4,689,765.11 to \$4,940,975.59.

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 THE CONSULTING SERVICES FOR DEPARTMENT OF OPERATIONS LETTER OF AGREEMENT NUMBER (LOA) L50343**

**WHEREAS**, the Authority's Department of Operations has identified the need for Consulting Services for the Department of Operations, Letter of Agreement Number (LOA) L50343; and

**WHEREAS**, it is necessary to enter into Contract with ARGO-Efeso for consulting services on the Rail Operations Management Assessment, Technical Training and Operations Planning Assessment, EP&E Re-evaluation, and Bus Maintenance Time Standard Study; and

**WHEREAS**, on February 23, 2023, the Metropolitan Atlanta Rapid Transit Authority received proposals from Argo-Efeso; and

**WHEREAS**, the Department of Internal Audit has been 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 execute a Contract Letter of Agreement Number L50343, for Consulting Services for the Department of Operations in the amount of \$640,000.00

**Approved as to Legal Form:**

DocuSigned by:

*Peter J. Andrews*

A0EF047927B94DA

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

**RESOLUTION AUTHORIZING AWARD OF A CONTRACT UTILIZING THE GENERAL SERVICES ADMINISTRATION (GSA) CONTRACT FOR THE PROCUREMENT OF PORTABLE RESTROOM TRAILERS P50305**

**WHEREAS**, the Authority's Department of Rail Operations has identified a need for portable restroom trailers; and

**WHEREAS**, the Authority's staff has determined that the Portable Restroom Trailers may be purchased utilizing the Federal General Services Administration (GSA); and

**WHEREAS**, Section 14(l) of the MARTA Act permits the Authority to purchase without competitive bidding, any goods, supplies, equipment, other property, or services from any vendor who, at the time of such purchase, has in effect a contract or schedule for the State of Georgia or the United States Government, provided that such purchase is made pursuant to the price, terms and conditions of such contract or schedule and the Authority receives all the benefits thereof.

**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 utilizing the Federal General Services Administration (GSA) Contracts that are valid at the time the Authority procures its Portable Restroom Trailers under the Authority Contract Number P50305 in the amount of \$415,000.00.

**Approved as to Legal Form:**

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

**RESOLUTION AUTHORIZING THE MODIFICATION IN CONTRACTUAL AUTHORIZATION  
FOR AUTOMATED EXTERNAL DEFIBRILLATORS (AED'S) CONTRACT NUMBER RFQ  
Q43610A**

**WHEREAS**, on March 24, 2020 the General Manager entered into a Contract with AED Brands, LLC. for Automated External Defibrillators (AEDs), Request for Quote Q43610A; 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

**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. Q43610A Automated External Defibrillators (AEDs) from \$199,947.99 to \$250,812.99.

**Approved as to Legal Form:**

DocuSigned by:

*Peter J. Andrews*

A0EF047927B94DA  
**Chief Counsel, Metropolitan Atlanta  
Rapid Transit Authority**

**RESOLUTION AUTHORIZING THE SOLICITATION OF PROPOSALS FOR THE  
PROCUREMENT OF SAFETY, HEALTH AND INDUSTRIAL HYGIENE CONSULTING  
SERVICES, RFP P50139**

**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 Safety, Health and Industrial Hygiene Consulting Services is impracticable through the solicitation of competitive bids; and

**WHEREAS**, award of a Contract for the procurement of Safety, Health and Industrial Hygiene Consulting Services, 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 Safety, Health and Industrial

Hygiene Consulting Services 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:**

*Peter J. Andrews*

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