



**REGIONAL
TRANSIT AUTHORITY**
OF SOUTHEAST MICHIGAN

Board of Directors Meeting

Thursday, February 15, 2024

Wayne County Community College, 1001 W. Fort St. Detroit, MI 48226

[Zoom Virtual Public Participation](#)

1:00 PM

AGENDA

1. Call to Order
2. Roll Call
3. **Approval of Agenda**
4. Public Comment- Time Limitation for Public Comment = 3 minutes per speaker
5. Executive Directors Report
6. Presentations
 - a. 2024 Funding Actions Overview
7. Consent Agenda
 - a. **Approval of the December 2023 Board Meeting Summary**
 - b. **Approval of Financial Reports for December 2023**
 - c. **Approval of Financial Reports for January 2024**
 - d. **Approval of Small Purchase Policy Amendment**
 - e. **Approval of Strategic Identity Refresh Notice of Award**
 - f. **Approval of Mario Morrow Associates Contract Amendment**
8. Regular Agenda
 - a. **Approval of 2024 Legislative Agenda**
 - b. **Approval of Regional Transit Master Plan (RTMP)**
9. New Business
10. Adjourn

The Board may, at its discretion, revise this agenda or take up any other issues as needed, and time allows. Request for reasonable accommodation at RTA meetings requires advanced reservations. Individuals with disabilities requiring assistance should contact RTA Information Services at least 48 hours in advance of the meeting. Documents and information are available in a variety of formats. Contact the RTA at info@rtamichigan.org or call 313-402-1020 to discuss your format needs.



**REGIONAL
TRANSIT AUTHORITY**
OF SOUTHEAST MICHIGAN

Proposed Meeting Summary

Board of Directors

Thursday, December 14, 2023

1:00 PM

1. Call to order at 1:04 PM

Board Members Present:

Dave Massaron; Don Morandini, Helaine Zack; Freman Hendrix;
Jeannette Bradshaw; Alma Smith; Ned Staebler; June Lee; Dr. Erica
Robertson; Jon Moore (virtual)

RTA Representatives Present:

Ben Stupka; Khalil Davis; Julia Roberts; Shauna Morris; Corri Wofford;
Kameron Bloye; Isaac Constans

Other Meeting Participants:

Morrow and Associates – RTA Consultant

2. Approval of Agenda

Moved by Alma Smith and supported by Jeanette Bradshaw. The
December 14, 2023, Agenda was approved.

3. Approval of the October 19, 2023, Board Meeting Summary

Moved by Alma Smith and supported by Ned Staebler. The October 19,
2023, Meeting Summary was unanimously approved.

4. Public Comment

Robert Pawlowski provided comments regarding the Detroit to Airport
Express Pilot (DAX) as it relates to accessibility within the McNamara
Terminal, as well as the accomplishments of the RTA.

5. Approval of the October and November 2023 Financial Reports

Ben Stupka advised that there were a few changes to some
administrative expense categories, but there were no major expenses.
Moved by Alma Smith and supported by Don Morandini, the October
2023 and November 2023 Financial Reports, as included in the meeting
packet, were unanimously approved.

6. **Proposed 2024 RTA Meeting Calendar**
Moved by Don Morandini and supported by Freman Hendrix, the 2024 Meeting Calendar was approved, as amended, to revise the CAC title to the 2nd Monday of the month.
7. **Approval of Executive Director Contract**
Moved by Alma Smith and supported by Dr. Erica Robertson, the approval of the contract to hire Ben Stupka as the RTA's Executive Director was unanimously approved.
8. **Detroit to Airport Express Pilot (DAX) Service Notice of Award**
Mr. Stupka presented a memorandum to the Board requesting approval to enter into a contract with Indian Trails (Michigan Flyer) to deliver bus service for the proposed DAX Pilot. Moved by Helaine Zack and supported by Ned Staebler, the contract was unanimously approved.
9. **Q-Line Discussion**
Ben Stupka announced that the RTA and Q-Line are in discussion regarding the possibility of bringing the Q-line under the umbrella of the RTA. Lisa Nuskowski provided a summary on the history and status of M1rail (Q-line). The full presentation is here: [Q-line RTA Presentation December 2023 \(1\).pdf](#). Mr. Stupka also provided a summary regarding the due diligence that will need to be undertaken for potential agreement and transfer. The full presentation is here: [Q-line RTA Presentation December 2023 \(1\).pdf](#).
10. **Communications Report**
Corri Wofford presented a video on the RTA's external communications efforts and successes for 2023. [2023 RTA Year End Presentation-1.mp4](#)
11. **Planning and Innovation Report – RTMP Strategies Overview**
Julia Roberts provided a detailed overview on Regional Transit Master Plan (RTMP) strategies, as included in the meeting packet. Ms. Roberts also provided additional information on the DAX Pilot Service, with a possible launch date in spring 2024.
12. **Program Development Report**
Melanie Piana presented the program development report, highlighting: the RTA's draft of legislative agenda priorities and timeline, financial audit activities, and operations updates. Ms. Piana also announced that an application is in process for a MI Healthy Climate Corp Member, sponsored by the Community Economic Development Association of Michigan. The Corp Member will help with the development of RTA's climate framework and messaging. Mr. Stupka provided an update on RTA's rebranding efforts, with a decision on the chosen proposal to be brought before the Board early 2024.
13. **New Business – No New Business**
14. **Meeting adjourned at 2:26PM**

Regional Transit Authority of Southeast Michigan
Statement of Position
As of December 31, 2023

	Current Yr 12/31/2023	Prior Yr 12/31/2022
Assets		
Cash and Cash Equivalents	\$ 181,370	\$ 38,217
Accounts Receivable	117,044	1,449,572
Prepays and Other Current Assets	-	50
Total Assets	<u>\$ 298,414</u>	<u>\$ 1,487,840</u>
 Liabilities		
Accounts Payable	\$ 180,188	\$ 1,367,473
Accrued Payroll and Related Liabilities	28,716	24,022
Refundable Advance	81,361	101,854
Total Liabilities	<u>\$ 290,265</u>	<u>\$ 1,493,348</u>
 Net Assets		
Fund Balance	\$ 7,813	\$ 1,413
Net Revenue	336	(6,922)
Total Net Assets	<u>\$ 8,149</u>	<u>\$ (5,508)</u>
 Total Liabilities and Net Assets	 <u>\$ 298,414</u>	 <u>\$ 1,487,840</u>

This financial report is for internal use only. It has not been audited, and no assurance is provided.

Regional Transit Authority of Southeast Michigan
Statement of Activity
Admin - FY2024 YTD Comparison to Budget
December-23

	Actual	Actual	Actual	Admin YTD	Budget YTD	Annual Budget
	ADMIN - ARPA	ADMIN -MDOT 2023/2024	Interest/Other Admin	Total		
Revenue						
Federal Grants	\$ 315,722	\$ -	\$ -	\$ 315,722	\$ 741,123	\$ 2,964,493
State Grants - Matching	-	-	-	-	-	-
State Grants	-	70,462	-	70,462	89,922	359,687
Local Grants	-	-	-	-	-	-
Project Match Revenue	-	-	-	-	-	-
RTA Regional Planning Set-Aside	-	-	-	-	-	-
Other	-	-	402	402	-	-
Total Revenue	\$ 315,722	\$ 70,462	\$ 402	\$ 386,586	\$ 831,045	\$ 3,324,180
Administrative Expenses						
Operating:						
Personnel	\$ 185,482	\$ -	\$ -	\$ 185,482	\$ 375,861	\$ 1,503,443
Conferences/Travel/Training	-	3,901	-	3,901	11,351	45,405
Memberships and Subscriptions	-	2,989	-	2,989	2,814	11,257
Board & Public Mtg Management	-	600	-	600	4,150	16,600
Finance, Legal, Government Relations	48,308	21,426	-	69,734	71,475	285,900
Insurance	-	14,950	-	-	3,713	14,850
Rent and Utilities	-	297	-	297	5,700	22,800
Telephone and Internet	-	1,303	-	-	2,058	8,230
Computer Equipment and IT Support	-	2,172	-	2,172	8,914	35,655
Supplies	-	254	66	320	625	2,500
Total Operating	233,790	47,892	66	281,748	486,660	1,946,640
Planning:						
Planning Services	81,932	0	-	81,932	95,363	381,450
Specialized Planning Services	-	-	-	-	128,750	515,000
CHSTP	-	-	-	-	37,500	150,000
Community Engagement	-	-	-	-	37,500	150,000
Total Planning	81,932	0	-	81,932	299,113	1,196,450
External Affairs:						
Branding	-	-	-	-	11,250	45,000
External Communications	-	20,250	-	20,250	21,000	84,000
Social Media Management	-	1,195	-	1,195	1,950	7,800
Website	-	-	-	-	7,560	30,240
Graphics/Photography	-	900	-	900	2,538	10,150
Promotional Items	-	-	-	-	475	1,900
Miscellaneous Items	-	225	-	225	500	2,000
Total External Affairs	-	22,570	-	22,570	45,273	181,090
Total Expenses	\$ 315,722	\$ 70,462	\$ 66	\$ 386,250	\$ 831,045	\$ 3,324,180
Net Increase/(Decrease) in Net Assets	\$ -	\$ -	\$ 336	\$ 336	\$ -	\$ -

Title **Access to Transit Program**
Description Grant program for safety and access improvements at bus stops.
Schedule January 2024 - December 2026

Budget Tracker			
	Cost	ITD	Balance
Cost	\$2,000,000	\$0	\$2,000,000
Grants			
FY2024 CMAQ*	\$1,600,000	\$0	\$1,600,000
State Grant*	\$400,000	\$0	\$400,000
	\$2,000,000	\$0	\$2,000,000

*Funding is secured. Will be amended into the grant at a future date.

Title **Downtown to Airport Express**
Description Express bus connecting downtown Metro Airport to Downtown Detroit.
Schedule January 2024 - December 2024

Budget Tracker			
	Cost	ITD	Balance
Cost	\$2,500,000	\$0	\$2,500,000
Grants			
FY2024 CMAQ*	\$2,000,000	\$0	\$2,000,000
State Grant*	\$500,000	\$0	\$500,000
	\$2,500,000	\$0	\$2,500,000

*Funding is secured. Will be amended into the grant at a future date.

Title **Regional Technology Strategic Plan***
Description Inventory and assessment of providers technology and identification of goals.
Schedule January 2024 - December 2024

Budget Tracker			
	Cost	ITD	Balance
Cost	\$125,000	\$0	\$125,000
Grants			
2017-0119/P10	\$125,000	\$0	\$125,000

*May amend to a different scope.

Regional Transit Authority of Southeast Michigan

Statement of Position

as of

January 31, 2024

	Current Yr 1/31/2024	Prior Yr 1/31/2023
Assets		
Cash and Cash Equivalents	\$ 184,459	\$ 27,190
Accounts Receivable	667,525	1,489,213
Prepays and Other Current Assets	-	50
Total Assets	\$ 851,984	\$ 1,516,453
Liabilities		
Accounts Payable	\$ 731,141	\$ 1,392,256
Accrued Payroll and Related Liabilities	31,272	20,561
Refundable Advance	81,361	101,854
Total Liabilities	\$ 843,774	\$ 1,514,671
Net Assets		
Fund Balance	\$ 7,813	\$ 1,413
Net Revenue	397	368
Total Net Assets	\$ 8,210	\$ 1,782
Total Liabilities and Net Assets	\$ 851,984	\$ 1,516,453

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Regional Transit Authority of Southeast Michigan
Statement of Activity
Admin - FY2024 YTD Comparison to Budget
January 31, 2024

	Actual	Actual	Actual	Admin YTD	Budget YTD	Annual Budget
	ADMIN - ARPA	ADMIN -MDOT 2023/2024	Interest/Other Admin	Total		
Revenue						
Federal Grants	\$ 453,753	\$ -	\$ -	\$ 453,753	\$ 988,164	\$ 2,964,493
State Grants - Matching	-	-	-	-	-	-
State Grants	-	95,554	-	95,554	119,896	359,687
Local Grants	-	-	-	-	-	-
Project Match Revenue	-	-	-	-	-	-
RTA Regional Planning Set-Aside	-	-	-	-	-	-
Other	-	-	473	473	-	-
Total Revenue	\$ 453,753	\$ 95,554	\$ 473	\$ 549,780	\$ 1,108,060	\$ 3,324,180
Administrative Expenses						
Operating:						
Personnel	\$ 254,110	\$ -	\$ -	\$ 254,110	\$ 501,148	\$ 1,503,443
Conferences/Travel/Training	-	6,976	-	6,976	15,135	45,405
Memberships and Subscriptions	-	3,649	-	3,649	3,752	11,257
Board & Public Mtg Management	-	915	-	915	5,533	16,600
Finance, Legal, Government Relations	48,308	33,540	-	81,848	95,300	285,900
Insurance	-	14,950	-	-	4,950	14,850
Rent and Utilities	-	1,511	-	1,511	7,600	22,800
Telephone and Internet	-	1,730	-	-	2,743	8,230
Computer Equipment and IT Support	-	2,709	-	2,709	11,885	35,655
Supplies	-	254	76	330	833	2,500
Total Operating	302,418	66,233	76	368,727	648,880	1,946,640
Planning:						
Planning Services	151,336	0	-	151,336	127,150	381,450
Specialized Planning Services	-	-	-	-	171,667	515,000
CHSTP	-	-	-	-	50,000	150,000
Community Engagement	-	-	-	-	50,000	150,000
Total Planning	151,336	0	-	151,336	398,817	1,196,450
External Affairs:						
Branding	-	-	-	-	15,000	45,000
External Communications	-	27,000	-	27,000	28,000	84,000
Social Media Management	-	1,195	-	1,195	2,600	7,800
Website	-	-	-	-	10,080	30,240
Graphics/Photography	-	900	-	900	3,383	10,150
Promotional Items	-	-	-	-	633	1,900
Miscellaneous Items	-	225	-	225	667	2,000
Total External Affairs	-	29,320	-	29,320	60,363	181,090
Total Expenses	\$ 453,753	\$ 95,554	\$ 76	\$ 549,383	\$ 1,108,060	\$ 3,324,180
Net Increase/(Decrease) in Net Assets	\$ -	\$ -	\$ 397	\$ 397	\$ -	\$ -

Project Budget Tracker

Title **Detroit to Ann Arbor Express Bus (D2A2)**
Description Express bus connecting downtown Detroit to downtown Ann Arbor.
Schedule October 2021 - December 2025

Budget Tracker			
	Total	ITD	Balance
Cost	\$ 8,202,699	\$ 5,725,842	\$2,476,857
Grants			
MI-2021-036-01	\$4,311,592	\$3,879,157	\$432,435
2017-0119/P7/R2	\$1,635,893	\$1,148,374	\$487,519
Fares/Contrib	\$955,214	\$698,310	\$256,904
FY2023 CMAQ*	\$1,300,000		\$1,300,000
	\$8,202,699	\$5,725,842	\$2,476,857

*Funding is secured. Will be amended into the grant at a future date.

NOTE: FY2024 Q1 invoicing from AAATA has not been received yet

Title **Regional Mobility Management (MyRide2)**
Description Call center/website with information for seniors and persons with disabilities.
Schedule October 2017 - December 2023

Budget Tracker			
	Total	ITD	Balance
Cost	\$1,336,805	\$1,326,907	\$9,898
Grants			
MI-2017-031-02	\$1,069,444	\$1,061,526	\$7,918
2017-0119/P2/R4	\$267,361	\$265,382	\$1,979
	\$1,336,805	\$1,326,907	\$9,898

NOTE: FY2024 Q1 invoicing from AAA 1B has not been received yet

Title **Universal Basic Mobility Pilot**
Description Mobility wallet fare technology pilot focused on Detroit jobseekers.
Schedule June 2023 - December 2024

Budget Tracker			
	Cost	ITD	Balance
Cost	\$1,025,000	\$205,240	\$819,760
Grants			
2022-0126-P3	\$1,025,000	\$205,240	\$819,760
	\$1,025,000	\$205,240	\$819,760

Title **Access to Transit Program**
Description Grant program for safety and access improvements at bus stops.
Schedule January 2024 - December 2026

Budget Tracker			
	Cost	ITD	Balance
Cost	\$2,000,000	\$0	\$2,000,000
Grants			
FY2024 CMAQ*	\$1,600,000	\$0	\$1,600,000
State Grant*	\$400,000	\$0	\$400,000
	\$2,000,000	\$0	\$2,000,000

*Funding is secured. Will be amended into the grant at a future date.

Title **Downtown to Airport Express**
Description Express bus connecting downtown Metro Airport to Downtown Detroit.
Schedule January 2024 - December 2024

Budget Tracker			
	Cost	ITD	Balance
Cost	\$2,500,000	\$0	\$2,500,000
Grants			
FY2024 CMAQ*	\$2,000,000	\$0	\$2,000,000
State Grant*	\$500,000	\$0	\$500,000
	\$2,500,000	\$0	\$2,500,000

*Funding is secured. Will be amended into the grant at a future date.

Title **Regional Technology Strategic Plan***
Description Inventory and assessment of providers technology and identification of goals.
Schedule January 2024 - December 2024

Budget Tracker			
	Cost	ITD	Balance
Cost	\$125,000	\$0	\$125,000
Grants			
2017-0119/P10	\$125,000	\$0	\$125,000

*May amend to a different scope.



BOARD OF DIRECTORS MEMORANDUM

TO: RTA Board of Directors

FROM: Melanie Piana, Program Director

SUBJECT: Procurement Policy and Procedures Manual Amendment

DATE: February 8, 2024

REQUESTED ACTION: Requesting Board of Directors Approval

Approval Request:

Motion to amend the RTA’s Procurement Policy and Procedures Manual to increase Small Purchases from \$50,000 to \$250,000.

Background

On June 8, the RTA leadership team participated in six hours of an FTA Procurement System Review Training Workshop. The workshop’s purpose was to clarify the FTA’s procurement requirements, policies and procedures, and management of grant funds in compliance with FTA regulations and the recipient’s contractual agreement with the FTA.

The FTA’s training is a new way to address issues preemptively, so they don’t become issues when auditing (single, federal grant, financial). The FTA now provides questions upfront in the audit process to support organizations with all the requirements the reviewers will seek.

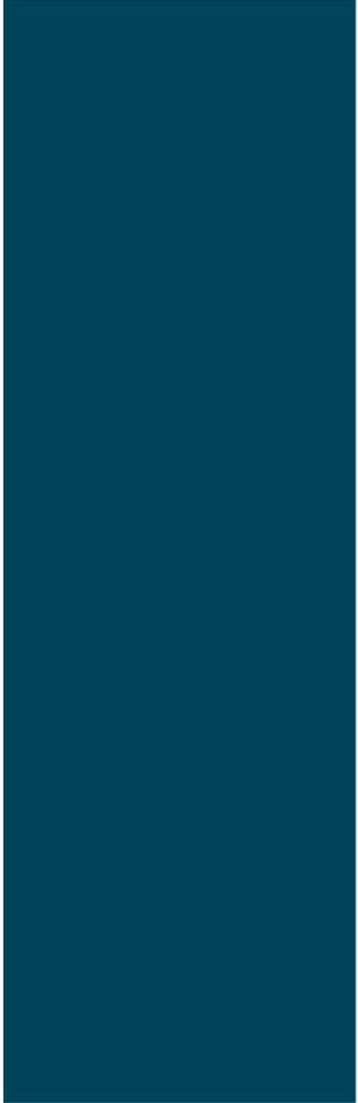
On July 7, 2023, the Board adopted the micro micro-purchases from \$5,000 to \$10,000.

Introduction

The RTA’s Triannual Review Procurement findings recommended stronger policies and procedures for micro and small purchases. In the Training Workshop, the FTA trainers recommended increasing the RTA’s current small-purchase amounts that are most common for local and regional thresholds to match the federal threshold of under \$250,000.

The RTA now has a full-time Executive Director. The procurement policy will reflect the standard FTA small purchase recommended amount. In addition, the policy amends General Contractor to Executive Director throughout the policy document.

	RTA Purchase Policy Current	FTA Threshold Recommendations
Small Purchases	Purchases under \$50,000	Purchases under \$250,000



Procurement Policy and Procedures Manual

Amended JANUARY 2024



RTA

**REGIONAL
TRANSIT AUTHORITY
OF SOUTHEAST MICHIGAN**

Information found in this document can be provided in an alternative format upon request. Please contact the Regional Transit Authority at 313-402-1020 to speak to a representative or e-mail info@rtamichigan.org. The RTA will do its best to provide the requested alternative format within a reasonable time.

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Background

This Procurement Policy and Procedures Manual (“Procurement Manual”, establishes the overarching policy and broad procurement framework for the Regional Transit Authority of Southeast Michigan (RTA) as it advances the mission of the agency. Both the Policy and Procedures Manual have been developed in accordance with the latest Federal and State rules, regulations and requirements.

The purpose of the Policy and Procedures Manual is to provide direction for day-to-day procurement activities and contractual conduct in accordance with all applicable laws, regulations, RTA policies, and sound business practices.

In order to do this, RTA will abide by the following provisions which are outlined in its enabling statute:

RTA Act Provisions (MCL 124.546(15))

- A. The RTA may enter into lease or installment purchases for periods not exceeding the useful life of the items purchased unless otherwise prohibited by law.
- B. In all purchases made by the RTA, if consistent with applicable federal and state law, and this Policy, preference shall be given first to products manufactured or services offered by firms based in the authority’s public transit region, including, but not limited to, the cities and counties in a public transit region, and second to firms based in this state.
- C. The RTA shall actively solicit lists of potential bidders for authority contracts from each RTA member jurisdiction.

PART A – POLICY

1. APPLICABILITY AND GOVERNANCE

The RTA Procurement Manual, approved by the RTA Board (“Board”), establishes the broad framework for the RTA to reference during its day-to-day procurement operations.

If the RTA applies for and receives State of Michigan or federal funds that require the RTA to comply with procurement or contracting requirements that are in conflict with the RTA Act or the RTA’s Procurement Manual, the state or federal requirements shall take precedence.

This Procurement Manual replaces the RTA’s 2016 Procurement Policy, Addendum, and Procedures and will only apply to contracts solicited after November 2018 (the “Effective Date”).

The Procurement Manual sets forth the standards for processing all contracts unless specifically designated otherwise. The Procurement Manual will ensure that goods (e.g., equipment, materials, supplies, etc.) and services are obtained or disposed using timely, efficient, and economical methods that adhere to the principles of good administrative practices and sound business judgement.

The Policy section (PART A) of this Procurement Manual may only be revised by official Board action.

2. CONTRACTING AUTHORITY

Authority and responsibility to enter into contracts for RTA is vested in the Executive Director, the Chairman of the Board, or their designees as appropriately determined. The responsibilities described herein remain with the enumerated RTA job functions regardless of department.

Any procurement authority delegated to persons or departments will also vest in the Executive Director, the Chairman of the Board, and the Board.

The following matrix specifies who may authorize and execute contracts.

2.1 Contract Approval Requirements

The following matrix specifies who may authorize and execute contracts:

Board Action Not Required for Items (A) – (E)		Summary of Amount/Type of Contract
A.	The Executive Director may authorize and execute contracts up to a maximum of \$10,000.	Up to \$10,000
B.	The Executive Director or designee, with the approval of the Board of Directors Chairman or designee, may authorize and execute contracts in response to an Emergency or Public Exigency up to \$250,000.	Contracts in response to an emergency or Public Exigency up to \$250,000
C.	The Executive Director or designee, with the approval of the Chairman or designee, and the concurrence of the Board Treasurer, may authorize and execute sole source contracts up to \$250,000; contracts competed under small purchase guidelines, and contracts competed by RFP up to \$250,000.	Sole Source Contracts up to \$250,000
		Contracts Competed by Small Purchase up to \$250,000
		Contracts Competed by RFP up to \$250,000
D.	The Executive Director or designee, with the approval of the Chairman or designee, following consultation with General Counsel, may authorize all non-disclosure agreements.	Non-Disclosure Agreements
E.	The Executive Director or designee, with the approval of the Chairman or designee, following consultation with General Counsel, may authorize and execute all contracts for professional consultant services donated to the RTA.	Donated Professional Services
Board Action Required for (F)		Summary of Amount/Type of Contract
F.	Following Board Approval, the Chairman or designee may execute all sole source contracts over \$250,000; contracts competed by RFP over \$250,000; and contracts competed and not otherwise addressed in (C) or (F) over \$250,000.	Sole Source Contracts over a \$250,000
		Contracts competed by RFP over \$250,000
		Contracts competed and not addressed in (C) or (F) over \$250,000

3. GENERAL PROCUREMENT STANDARDS

3.1 Contract Oversight

The RTA Executive Director will appoint a staff member to serve as the Procurement Administrator. The Procurement Administrator will have the authority for carrying out RTA's procurement activities.

The Procurement Administrator will provide each Board member with a copy of each Invitation for Bid ("IFB") and Request for Proposal and an opportunity to provide informal input prior to the terms of an invitation or request being finalized. Board members shall maintain the confidentiality of the proposed terms of an Invitation for Bid or a Request for Proposal, until said terms are made public and, unless known to the public, each Board member shall maintain the confidentiality of the existence of an Invitation for Bid or a Request for Proposal until such Invitation or Request is made public.

The Procurement Administrator will maintain a contract administration system that ensures that Vendors (i.e., those providing goods and services) perform in accordance with the terms, conditions and specifications of their contracts or purchase orders. Oversight includes conflict dispute resolution (see section B.3.4); monitoring the contractor's on-time delivery of goods or services as detailed in any contractual milestones; and analyzing the cause of cost overruns, scope changes, or slippages in delivery schedules. Thorough documentation is required of the Procurement Administrator to ensure full contractor compliance.

3.2 Written Standards of Conduct

Members of the Board and all RTA employees will comply with the RTA Code of Conduct and Conflict of Interest Policy, the Procurement Manual, and all statutory and regulatory requirements, including without limitation, the applicable U.S. Department of Transportation regulations and FTA Circulars. Violators are subject to the penalties prescribed in the RTA Code of Conduct and Conflict of Interest Policy.

Furthermore, the Board shall comply with code of conduct discussed in this policy governing the performance of employees, officers, agents, and Board members related to the solicitation, award, and administration of contracts, in compliance with all applicable Federal and State of Michigan laws, rules and regulations, including, but not limited to, Federal Transit laws contained in 49 U.S.C. Chapter 53, Federal Transit Authority ("FTA") regulations including FTA Circular 4220.1F, Participation by Disadvantaged Business Enterprises in Department of Transportation Programs (49 CFR Part 26), other Federal laws, rules and regulations that contain requirements applicable to FTA recipients and the FTA assisted procurements, the Michigan Regional Transit Authority Act ("RTA Act") (Act 387, Michigan Public Acts, 2012, MCL 124.541 et seq.), and other State of Michigan laws, rules and regulations applicable to RTA procurements, as amended from time to time.

RTA Board Members, employees, and agents must recognize that RTA's purchasing activities are of public interest and a matter of public record; therefore, their actions must be conducted in a manner so as to be fully substantiated and legally defended in accordance with the authority of RTA. At all times, RTA employees, officers, and agents must endeavor to keep from involvements that could result in a possible position of "Conflict of Interest."

When an actual or potential violation of any of these standards is discovered, the person involved shall promptly file a written statement concerning the matter with an appropriate supervisor or

Board Member. The person may also request written instructions and disposition of the matter. If an actual violation occurs or is not disclosed and remedied, the employee and/or Board Member involved may be reprimanded, suspended, or dismissed. The vendor or potential vendor may be barred from receiving future contracts and/or have an existing contract canceled.

3.3 Unnecessary or Duplicative Items

RTA procedures will avoid the acquisition of unnecessary property and services, including duplicative items and quantities or options it does not intend to use or whose use is unlikely. Consideration will be given to consolidating or breaking out procurements to obtain a more economical purchase. Where appropriate, an analysis will be made of lease versus purchase alternatives, and any other appropriate analysis to determine the most economical approach.

3.4 Contracting with Responsible Vendors

RTA shall make purchases from and award contracts only to responsible Vendors/Contractors, i.e., those possessing the ability, willingness, and integrity to perform successfully under the terms and conditions of the contract. “Vendor” and/or “Contractor” means any individual or legal entity that (a) directly or indirectly (e.g., through an affiliate), submits offers for or is awarded, or reasonably may be expected to submit offers for or be awarded, an RTA contract, or a subcontract under an RTA contract or (b) conducts business, or reasonably may be expected to conduct business, with RTA as an agent or representative of another contractor.

3.5 Maintenance of Written Procurement History

RTA shall maintain written records detailing the history of procurements in a manner consistent with the size, complexity, and cost of the Contract. At a minimum, these records shall include the following:

- A. The rationale for the method of procurement;
- B. The reason(s) for the selection of the contract type;
- C. The reason(s) for Contractor selection or rejection; and
- D. The basis for the contract price.

3.6 Time and Material Contracts

A Time and Material (T&M) Contract is one in which a clear scope cannot be defined, due to unknown conditions or circumstances affecting the work. Since such contracts provide no incentive for the Contractor to work efficiently or in a cost-effective manner, their use is restricted to situations in which no other type of contract is suitable.

Before entering into such a contract, the Procurement Administrator must prepare a written justification/documented determination that no other type of contract is feasible. Such contracts will specify a ceiling price (a limitation of funding) that the Contractor shall not exceed except at its own risk, to control cost liability. The official contract file must also include documented price negotiations, which is to formalize the negotiated price, by change order to the time and material award. Every effort should be made to limit the scope of a Time and Materials Contract or change order until another type of contract or change order can be established.

3.7 Protests and Contract Dispute Resolution

The RTA Board is responsible, in accordance with good administrative practice and sound business judgment, for the settlement of all contractual and administrative issues arising out of procurements. These issues include, but are not limited to, source evaluation, protests, disputes, and claims.

The RTA shall maintain written procedures that are consistent with all federal and State of Michigan laws to consider and resolve protests relating to solicitations and shall comply with FTA requirements regarding notice of protests and notification of a protestor's right to appeal to the FTA as set forth in C4220.1F. The RTA shall also maintain written procedures that are compliant with all federal and State of Michigan laws and FTA requirements for processing and resolving contract claims and disputes in a fair and equitable manner. RTA's Protests and Contract Dispute Resolution Procedures are set out in Part B, Section 1.2 of this Manual.

3.8 Severability and Legal Compliance

If any provision of the Procurement Manual is held unconstitutional or otherwise invalid, the remaining parts thereof will remain in full force and effect. If any provision of the Procurement Manual or subsequent procedures or application thereof conflicts with any State or Federal law, rule or regulation, said law, rule or regulation will control.

4. FULL AND OPEN COMPETITION

It is the policy of the Board that procurement transactions over \$5,000 be conducted in a manner intended to maximize full and open competition. RTA and Board executives will only make awards to responsive offers from responsible offerors. A responsive offer is one that complies with all material requirements of the solicitation. A responsible offeror is one possessing the technical, physical, financial, and ethical capacity to successfully perform a specific contract.

4.1 Restrictions on Competition

All procurement transactions will be conducted, to the greatest extent practicable, in a manner providing full and open competition, without providing an unfair competitive advantage to any potential vendor. Some of the situations considered to be restrictive of competition include, but are not limited to, the following:

- A. Placing unreasonable requirements on firms in order for them to qualify to do business;
- B. Requiring unnecessary experience and excessive bonding;
- C. Noncompetitive pricing practices between firms or between affiliated companies;
- D. Noncompetitive contracts to consultants that are on retainer contracts;
- E. Organizational conflicts of interest;
- F. Specifying only a "brand name" product instead of allowing "an equal" product to be offered and describing the performance or other relevant requirements of the procurement; and
- G. Any arbitrary action in the procurement process.

4.2 Geographic Preferences

Procurement transactions will be conducted in a manner that prohibits the use of in-state or local geographical preferences in the solicitation and evaluation of bids or proposals, except in those cases where applicable statutes or regulations expressly mandate or permit geographic preference. This does not preempt State or local licensing laws. However, geographic location may be a selection criterion in procurements for state or locally funded services where no federal dollars are proposed to be used, provided its application leaves an appropriate number of qualified firms, given the nature and size of the project, to compete for the Contract.

4.3 Standards of Conduct

Personal Conflicts of Interest

No employee, officer, agent, or Board member, or their immediate family member, partner, or organization that employs or is about to employ any of the foregoing individuals may participate

in the selection, award, or administration of a contract funded by FTA if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when any of those individuals previously listed has a financial or other interest in the firm selected for award.

Gifts

RTA's officers, employees, agents, or Board members may neither solicit nor accept gifts, gratuities, favors or anything of monetary value from Contractors, potential Contractors, or parties to sub-agreements which would cause a reasonable person to question the individual's impartiality in the matter.

5. PROCUREMENT PRACTICES

5.1 Acceptable Non-Competitively Bid Procurements

Competitive bids are not required if any of the following apply.

- A. An emergency directly and immediately affecting service or public health, safety, or welfare requires the immediate procurement of supplies, materials, equipment, or services to mitigate an imminent threat to public health, safety, or welfare, as determined by the RTA.
- B. Procurement of goods or services is for emergency repair or construction caused by unforeseen circumstances when the repair or construction is necessary to protect life or property.
- C. Procurement of goods or services is in response to a declared state of emergency or state of disaster under the Michigan Emergency Management Act, 1976 PA 390, MCL 30.401 to 30.421.
- D. Procurement of goods or services is in response to a declared state of emergency under 1945 PA 302, MCL 10.31 to 10.33.
- E. Procurement of goods or services is in response to a declared state of energy emergency under 1982 PA 191, MCL 10.81 to 10.89.
- F. Procurement of goods or services is under a cooperative purchasing agreement with the federal government, the State of Michigan, or another public entity for the purchase of necessary goods and services at fair and reasonable prices using a competitive procurement method for RTA operations.
- G. Competitive bids are not required if the value of the procurement is less than \$50,000.00, and the Board has established procedures to ensure that goods or services with a value of less than \$50,000.00 are purchased at fair and reasonable prices, including a requirement that for purchases and sales of \$50,000.00 or less, but over \$10,000, written price quotations from at least three (3) qualified and responsible vendors shall be obtained or a memorandum shall be kept on file showing that fewer than three (3) qualified and responsible vendors exist in the market area within which it is practicable to obtain quotations. Procurement of goods or services with a value not exceeding \$10,000 may be negotiated with or without using competitive bid.
- H. Procurement of proprietary services, equipment, or information available from a single source, such as a software license agreement.

5.2 Disadvantaged Business Enterprise (“DBE”) Policy

It is the policy of the RTA to actively encourage Disadvantaged Business Enterprises (“DBE”) to participate in RTA's procurement process, to create a level playing field in which DBE's can compete fairly for contracts and to ensure nondiscrimination in the award and administration of contracts. In order to accomplish this, RTA has established a DBE Participation Goal and has an adopted DBE Program.

To encourage DBE Participation the RTA will hold pre-bid conferences on all proposed contracts over \$100,000. The RTA will invite DBEs certified by the Michigan Unified Certification Program (MUCP) to attend the pre-bid/proposal meetings where they can network with prime contractors, and request clarification on any questions that they may have concerning future RTA opportunities.

The RTA also attends the Michigan Department of Transportation's DBE conference and presents upcoming projects to DBE vendors, as well as networks with DBEs interested in bidding on RTA projects. RTA staff also attend Michigan Unified Certification Program (MUCP) quarterly meetings. The meetings are attended by DBE certifying agencies and other FTA covered entities in the State of Michigan. During these meetings any changes to the FTA's DBE program are discussed, along with any ongoing DBE program related issues entities are experiencing.

For more information on the RTA's DBE Program and DBE goal please visit www.rtamichigan.org/doingbusiness.

6. BONDING REQUIREMENTS

6.1 Construction

RTA shall specify a bonding policy in compliance with FTA requirements for construction or facility improvement contracts which adequately protects the Board and FTA interests and follows all federal and State of Michigan laws, rules and regulations.

6.2 Non-Construction

For non-construction contracts, bonding requirements are discouraged except where applicable law or regulations provides for such bonding or RTA determines that such a requirement is necessary as part of a risk management plan for a project.

7. CONTRACT PROVISIONS

7.1 Sound and Complete Agreement

All contracts shall include provisions to define a sound and complete agreement, appropriate to the type and complexity of the project. At a minimum, these include a well-defined statement of work or specification, a defined contract term, a clear statement of the price and payment terms, and all applicable clauses required by federal, state or local laws and regulations.

7.2 Remedies for Breach

All Contracts in excess of the small purchase limit as defined herein shall include contractual provisions that allow for administrative or legal remedies in instances where Contractors violate or breach contract terms.

7.3 Termination

Termination for cause and for convenience provisions shall be included in all contracts, including the manner by which termination will be affected and the basis on which a settlement will be accomplished.

7.4 Buy America

Buy America statute applies to:

- A. All purchases of steel, iron, and manufactured products greater than \$150,000, regardless of whether they involve capital, operating, or planning funds;
- B. Contractors and subcontractors if the contract or subcontract are more than \$150,000, including labor and options;

- C. Purchases made using an intergovernmental agreement and jointly purchased manufactured products; and
- D. Purchases of used items.

RTA must include Buy America provision in contracts exceeding \$150,000 that requires both parties to provide signed Buy America certifications.

7.5 Lobbying

Contractors who submit a bid or proposal for an award of \$100,000 or more shall file the certification required by 49 CFR Part 20, “New Restrictions on Lobbying.” This certification shall be included in the award documents. Contractor certifies that it will not and has not used federal appropriated funds to pay any person or organization for influencing or attempting to influence an officer or employee of any agency, a member of Congress, officer or employee of Congress, or an employee of a member of Congress in connection with obtaining any federal Contract, grant, or any other award covered by 31 U.S.C. 1352.

PART B – PROCEDURES

The following procedures have been developed to guide RTA staff in the execution of and compliance with the Board of Director’s Procurement Policy outlined in Part A of this document.

1. GENERAL PROCUREMENT STANDARDS

1.1 Contracting with Responsible Vendors

RTA shall make purchases from and award contracts only to responsible Contractors, i.e., those possessing the ability, willingness, and integrity to perform successfully under the terms and conditions of the contract. In the absence of information clearly indicating that the prospective Contractor is responsible, RTA shall make a determination of non-responsibility.

The Procurement Administrator shall consider the following factors when making a responsibility determination:

- A. Integrity and Ethics. Has a satisfactory record of integrity and business ethics, in compliance with 49 U.S.C. Section 5325(j)(2)(A);
- B. Debarment and Suspension. Is neither debarred nor suspended from federal programs under U.S. Department of Transportation (DOT) regulations, “Non-procurement Suspension and Debarment”;
- C. Affirmative Action and DBE. Is in compliance with the Common Grant Rule’s Affirmative Action and DOT’s Disadvantaged Business Enterprise requirements;
- D. Public Policy. Is in compliance with the public policies of the federal government, as required by 49 U.S.C. Section 5325(j)(2)(B);
- E. Administrative and Technical Capacity. Has the necessary organization, experience, accounting, and operational controls, and technical skills, or the ability to obtain them, in compliance with 49 U.S.C. Section 5325(j)(2)(D);
- F. Licensing and Taxes. Is in compliance with applicable licensing and tax laws and regulations;
- G. Financial Resources. Has, or can obtain, sufficient financial resources to perform the contract, as required by 49 U.S.C. Section 5325(j)(2)(D);
- H. Production Capability. Has, or can obtain, the necessary production, construction, and technical equipment and facilities;
- I. Timeliness. Is able to comply with the required delivery or performance schedule, taking into consideration all existing commercial and governmental business commitment; and
- J. Performance Record. Is able to provide a satisfactory current and past performance record.

The Procurement Administrator shall determine whether the price bid or offer by a prospective Contractor is so low as to appear unreasonable or unrealistic, and in such case, determine the prospective Contractor to be non-responsible.

The RTA shall not award a contract to a prospective Contractor if:

- A. The Contractor is debarred, suspended or deemed ineligible for contracting by RTA;
- B. For federally funded contracts, the Contractor is suspended, ineligible, excluded, or voluntarily excluded or debarred from participation in federal programs under DOT regulations, “Nonprocurement Suspension and Debarment,” 2 CFR Parts 180 and 1200, or under the FAR at 48 CFR Chapter 1 Part 9.4.

The Procurement Administrator shall ensure to the best of his/her knowledge and belief that none of a Contractor's principals (i.e., officer, director, owner, partner, principal investigator, or other person with management or supervisory responsibility related to a covered transaction), affiliates, third party contractors, and subcontractors is suspended, debarred, ineligible, excluded, or voluntarily excluded from participation in federally assisted transactions or procurements. The Procurement Administrator shall review SAM before entering into any third-party contract expected to equal or exceed \$25,000. The Procurement Administrator shall conduct a similar review process for its principals as it does for its Contractors and subrecipients regarding suspension and debarment.

The Procurement Administrator may require the prospective Contractor to promptly provide acceptable evidence of the prospective Contractor's ability to obtain resources. Acceptable evidence of the prospective Contractor's ability to obtain resources shall consist of a commitment or explicit arrangement that will be in existence prior to the time of contract award to rent, purchase, or otherwise acquire the needed facilities, equipment, personnel, or other resources.

The Procurement Administrator may presume a prospective Contractor that is or recently has been seriously deficient in contract performance to be nonresponsible. The Procurement Administrator may determine the Contractor to be responsible if the circumstances of the prior deficiency were properly beyond the Contractor's control or if the Contractor has taken appropriate corrective action.

The Procurement Administrator shall consider the past performance and integrity of a Contractor's affiliate(s) and when the affiliate(s) may adversely affect the prospective Contractor's responsibility.

If the determination of a prospective Subcontractor's responsibility may affect the determination of a prospective prime Contractor's responsibility:

- The Procurement Administrator should require the prospective Contractor to provide written evidence of a proposed Subcontractor's responsibility; and
- When deemed in the interests of the RTA, the Procurement Administrator may Independently determine a prospective Subcontractor's responsibility, using the standards and requirements for Contractor responsibility set forth in the RTA's Procurement Policy.

Obtaining Information for Determination of Responsibility.

- The Procurement Administrator shall obtain information regarding the responsibility of a prospective Contractor who is the apparent low Bidder or whose offer is in the competitive range.
- If the prospective contractor fails to supply the information requested in the time allotted, the Procurement Administrator shall make the determination of responsibility or nonresponsibility based upon available information. If the available information is insufficient to make a determination of responsibility, the Procurement Administrator shall determine the prospective Contractor to be nonresponsible.

- The Procurement Administrator shall place the Staff Procurement Summary Sheet (SS1), which includes a determination of contractor responsibility, in the file. Prior to contract award, the completed SS1 will constitute documentation of the determination of Contractor responsibility.
- RTA personnel who become aware of circumstances casting doubt on a Contractor's ability to perform a contract successfully shall promptly inform the Procurement Administrator and furnish the relevant information in writing.

In the event that the RTA becomes aware, after the award of the contract, that an excluded party is participating in a covered transaction, the Procurement Administrator will promptly inform FTA in writing of this information. RTA may continue any covered transaction in existence at the time a party was debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded or may consider termination. The RTA will not renew or extend the covered transaction (other than through a no-cost time extension) with the excluded party.

When an offer, with respect to which an award would otherwise be made is rejected because the prospective Contractor is found to be non-responsive, the Procurement Administrator shall make, sign, and place in the contract file a determination of non-responsiveness, which shall state the basis for the determination.

1.2 Protests and Contract Dispute Resolution

This Section addresses the process for Bid Protests ("Protest"). Any interested party ("Interested Party") shall have the right to file and have a Protest considered and resolved administratively by the RTA. An Interested Party, as used in this Section, means an actual bidder or proposer, or a potential bidder or proposer, whose direct economic interest would be affected by the award of a contract or by the failure to award a contract. The Bid Protest Procedures set forth herein apply to IFBs and RFPs. The filing of Bid Protests will not unnecessarily delay the procurement process.

Written Submission

An interested party wishing to protest a matter involving a proposed procurement or contract award shall file with the RTA's Procurement Administrator a written Protest. The Protest should include, at minimum, the following:

- The name and address of the Interested Party and its relationship to the procurement sufficient to establish that the protest is being filed by an Interested Party;
- Identity of the contact person for the protestor, including name, title, mailing address, telephone number, and fax and e-mail addresses. If the contact person is a third party representing the protestor, the same information must be provided, plus a statement defining the relationship between the protestor and the third party;
- Solicitation, proposal, or contract number, or other identifying number provided by RTA;
- Statement of the nature and grounds for the Protest, including the provision(s) of the solicitation and, if applicable, the Federal or State law or regulation or RTA's Procurement Manual upon which the Protest is based;
- Statement of the specific relief requested; and
- Any documents relevant to the Protest that the protesting party desires RTA to consider;
- A notarized affirmation by the protestor (if an individual) or by an owner or officer of the protestor (if not an individual) as to the truth and accuracy of the statements made in the protest submittal.

Deadline for Filing Protest

- Protests Regarding Solicitation. Any Protest regarding a solicitation by RTA must be filed no later than ten (10) business days before the opening of Bids. Any Protest filed after that date which raises issues regarding the solicitation will not be considered.
- Protests Regarding Bid Evaluation. Any Protest regarding the evaluation of Bids by RTA must be filed no later than ten (10) business days after the opening of Bids. Any Protest filed after that date which raises issues regarding the Bid evaluation will not be considered, unless the issue arose after the initial ten (10) business day period and before contract execution.
- Protests Regarding Award of Contract. Any Protest regarding the award of a contract must be filed no later than ten (10) business days after the date of the award. Any Protest regarding the award of the contract filed after that date will not be considered.

Procedures for Protests Regarding Solicitation

This type of Protest includes any claim that the Bid solicitation contained unduly restrictive, exclusionary, or discriminatory specifications, any challenge to the basis for making an award, or any claim that the solicitation documents or the solicitation process violated applicable Federal or State law or regulation, or that RTA failed to follow its Procurement Manual.

- A. Upon receipt of a timely filed protest regarding the solicitation, RTA will postpone the opening of Bids until resolution of the Protest, unless otherwise authorized to proceed under Section 1.2.6.E below. If Bid opening is postponed, no additional Bids will be accepted during the period of postponement.
- B. If the Protest involves a claim of unduly restrictive, exclusionary, or discriminatory specifications, RTA will, in evaluating the Protest, consider both the specific need for the feature or item challenged and any effects on competition of including the specification regarding that feature or item.

Procedures for Protests Regarding Bid Evaluation

This type of Protest includes any challenge to determinations by RTA of the responsiveness of a Bid or the responsibility of a Bidder, or any claim that the evaluation of Bids violated Federal or State law or regulation or RTA's Procurement Manual.

- A. Protests may only come from vendors who submitted a valid proposal.
- B. Upon receipt of a timely filed Protest regarding the evaluation of Bids, RTA will determine if the protestor has established that there is substantial evidence regarding the no-responsiveness of a Bid or the non-responsibility of a Bidder or doubt regarding RTA's compliance with Federal or State law or RTA's Procurement Manual.
- C. If the protestor submits sufficient evidence supporting its Protest to show that the Protest is not vexatious or frivolous, RTA will suspend its evaluation of all Bids submitted until resolution of the Protest, unless authorized to proceed under Section 1.2.6.E below.

Procedures for Protests After Award

This type of Protest will only be considered by RTA if the protestor is able to demonstrate that the Bidder who was awarded the contract fraudulently represented itself as a responsible Bidder or

that RTA violated Federal or State law or RTA's Procurement Manual in awarding the contract. Upon receipt of a timely filed Protest regarding the award of a contract, RTA will issue a stop work order, if it deems necessary, until the resolution of the Protest.

All Protests

- A. The RTA's Procurement Administrator will notify the protestor upon timely receipt of a Protest and may, where appropriate, request additional information from the protestor. RTA may, at its discretion, meet with the protestor to review the matters raised by the Protest.
- B. Notice of a Protest and the basis therefore will be given to all Bidders or proposers who have a reasonable prospect of receiving an award.
- C. Where a timely Protest has been filed prior to opening of Bids and unless the Protest is resolved by RTA prior thereto, the date for receipt of Bids will be extended to accommodate the time needed for resolving the Protest and instituting any necessary remedial measures, unless one of the circumstances set forth in Section 1.2.6.E below exists.
- D. When a Protest against the making of an award is received and the award will be withheld pending disposition of the Protest, the Bidders whose offers might be eligible for award should be informed of the Protest. If appropriate, those Bidders should be requested, before expiration of the time for acceptance their offer, to extend the time for acceptance.
- E. RTA may suspend the procurement process upon receipt of a bona fide Protest. However, RTA reserves the right, notwithstanding the pendency of a Protest, to proceed with the appropriate action in the procurement process or under the contract in the following circumstances:
 - i. Where the item to be procured is urgently required;
 - ii. Where RTA determines that the Protest is vexatious or frivolous; or
 - iii. Where delivery or performance will be unduly delayed, or other undue harm will occur by failure to make the award promptly.
- F. The RTA's Procurement Administrator shall, within ten (10) working days of receipt of a Protest, issue a written decision on the Protest based on the information provided by the protestor, the results of any meetings with the protestor, and RTA's own investigation; this time period may be extended if necessary to reach a decision. The RTA's Procurement Administrator's decision will respond to each substantive issue raised in the Protest. The Procurement Administrator's decision will be final unless it is timely appealed in writing to the RTA's Executive Director as provided for in Section 1.2.6.G below.
- G. A written appeal must be received by the RTA's Executive Director within five (5) working days after issuance of a decision by the RTA's Procurement Administrator. The appeal must set forth: (i) the factual basis of the appeal, including any new data or information which was not previously known; (ii) specifics regarding an allegation that the RTA failed to follow its Procurement Manual, including the Protests and Contract Dispute procedures, if applicable; (iii) specifics regarding an allegation that a violation of Federal or State law or regulation has occurred, if applicable; and (iv) any other information the protestor believes is relevant. The Executive Director will issue a written decision within ten (10) working days after receipt of the appeal. The Executive Director's decision will be final; this time period may be extended

if necessary to reach a decision. The decision of the Executive Director shall be final and conclusive, except for such remedies as state or federal law or regulations may provide.

- H. “Working days” for purposes of Section 1.2.2 and 6 are all days that RTA’s Administrative Office is open for business.
- I. If the RTA denies an appeal, it will inform the protestor in writing of its right to appeal the Executive Director’s decision to the FTA. Upon denying an appeal, RTA will lift any suspension imposed and will proceed with the procurement process of the contract.

Remedy

If a protest is upheld, in whole or in part, RTA will take appropriate action on a case-by-case basis, as it deems necessary, to correct the procurement process and protect the rights of the protestor, including re-solicitation of Bids, revised evaluation of Bids or RTA determinations, or termination of the contract.

1.3 Protests to FTA

Grounds for FTA review are those set forth in the FTA Circular 4220.1F in effect at the time an appeal to the FTA is filed. Under the most recent effective version of FTA Circular 4220.1F (“Circular”), the FTA will only review those Protests that claim: (1) RTA failed to have or follow protest procedures, (2) RTA failed to review a complaint or Protest, or (3) violations of Federal law or regulation have occurred.

When FTA funds are used in a project, FTA will be notified of all Protests. The Procurement Administrator will provide copies of bid protest letters and RTA’s responses to the FTA and will keep FTA informed about the status of the protest. The Procurement Administrator will notify FTA of all Protest denials.

A protestor must exhaust all administrative remedies with RTA before pursuing a protest with FTA. An appeal to FTA must be filed in accordance with the Circular and must be received by either FTA’s Region Five officer or Headquarters office within five (5) working days of the date the protestor learned or should have learned of the Executive Director’s decision or other basis of appeal to the FTA. “Working days” for purposes of appeal to the FTA are all days the FTA’s Region Five officer or Headquarters office are open for business.

2. FULL AND OPEN COMPETITION

2.1 Organizational Conflicts of Interest

An organizational conflict of interest exists where other activities, relationships, or contracts of a Contractor inhibit, affect or prevent the Contractor from rendering impartial assistance or advice to RTA; a Contractor's objectivity in performing the contract work is or might be otherwise impaired (e.g. a Contractor assisting with a design might have a financial interest in a product or system that could be utilized in implementing that design); or a Contractor has an unfair competitive advantage which might be gained through its involvement in writing, or reviewing the solicitation and contract documents, including the scope or specification except as part of a general industry review.

2.2 Prevention and/or Mitigation of Conflicts of Interest

Disclosure

There are a variety of ways in which conflicts of interest can be prevented, or mitigated, one of the most important being disclosure. Contracts should include the organizational conflict of interest clause, to require that offerors disclose when they believe there may be a conflict. This gives RTA the opportunity to make the determination and take the necessary action to avoid the conflict. Additionally, conflicts of interest can be avoided by thoroughly researching potential vendors, employees, and Contractors. Any connections should be investigated so as to prevent conflict. RTA's conflict of interest policy requires that employees refrain from engaging in any activity, practice or act which conflicts with, or appears in conflict with the interest of HRT, its customers, or vendors. Compliance with this policy significantly reduces the chance of a conflict of interest.

Removal/Recusal/Absention of Employee; Use of Third-Party

Once a conflict of interest has already occurred, it is still possible to avoid the consequences related to it. Removal of the RTA employee from the position causing the conflict is a mitigating action. Also, a recusal may be obtained, allowing the employee facing the conflict to abstain from participating in the procurement action causing the conflict. If a recusal is not conducive to the circumstances, a third-party may become involved to regulate between the RTA employee and the company affected. This may be necessary when an offeror submits an offer that is in some way influenced by those making the award decision. In this situation, a third-party may be brought in to make the necessary decision impartially. By implementing these methods, the consequences associated with conflicts of interest may be mitigated.

3. PROCUREMENT PROCEDURES

This section provides information on various procurement methods and references procedures that must be complied with to maintain a consistent, reliable, and transparent procurement process.

The Procurement Administrator is required to conduct procurements in accordance with applicable local, state, and federal requirements, and RTA's procurement policies and procedures, utilizing best business and purchasing and contracting practices in accordance with the highest standard of ethics.

A system of procurement checklists has been instituted to provide built-in quality control to substantiate and validate the quality of all procurement and contracting actions at RTA. This procedure is designed to validate each procurement and to ensure that each procurement file contains the appropriate documentation to portray the procurement history. The primary instruments of this procedure are the Procurement Package Checklists (PPC).

The PPC establishes procurement and contracting process standards, ensures consistency of decisions and actions, and provides general direction to RTA staff to negotiate steps and complete activities of the procurement and contracting process consistent with RTA's requirements, as well as any applicable local, federal, and state procurement laws and regulations. Not all items of the PPC are required in each procurement action, but the rules and procedures contained therein shall be observed.

The Procurement Administrator shall supervise the PPC activities through completion and approve the completed PPC. The PA signature indicates that all the contents of the procurement history and supporting procurement file documentation are accurate, compliant, and complete.

The PPC includes a checklist which, when utilized in preparation of a procurement solicitation, ensures consistency and completeness for compliance with the FTA requirements. This checklist

shall be completed by the Procurement Administrator for all FTA-funded procurements. The Executive Director or their designee shall ensure that the PPC's contents contain all applicable federal requirements.

3.1 Micro Purchases

Micro purchases are those purchases under \$10,000. Purchases below that threshold may be made without obtaining competitive quotations. Such purchases are exempt from Buy America requirements. There should be equitable distribution among qualified suppliers and no splitting of procurements to avoid competition. The Davis-Bacon Act applies to construction contracts in excess of \$2,000. Minimum documentation is required: A determination that the price is fair and reasonable and how this determination was derived. All required documentation must be saved in the appropriate procurement file.

3.2 Small Purchases

Small purchase procedures are those relatively simple and informal procurement methods for securing services, supplies, or other property that cost equal or greater than \$10,000 and cost less than \$250,000. Purchases equal or greater than \$250,000 shall be procured by the Invitation for Bid or Request for Proposal procedure. If small purchase procedures are used, price or rate quotations shall be obtained from a minimum of three qualified sources. All required documentation must be completed and documented in the appropriate procurement file.

3.3 Sole Source

Sole Source procurements are accomplished through solicitation of a proposal from only one source, or after solicitation of a number of sources, competition is determined inadequate. Prior FTA approval must be obtained. A contract change that is not within the scope of the original contract is considered a sole source procurement that must comply with this subparagraph.

Procurement by noncompetitive proposals may be used only when the award of a contract is infeasible under small purchase procedures, sealed bids, or competitive proposals and at least one of the following circumstances applies:

The item is available only from a single source;

- The public exigency or emergency for the requirement will not permit a delay resulting from competitive solicitation;
- FTA authorizes noncompetitive negotiations-e.g., if FTA provides a joint procurement grant or a research project grant with a particular firm or combination of firms, the grant agreement is the sole source approval;
- After solicitation of a number of sources, competition is determined inadequate; or
- The item is an associated capital maintenance item that is procured directly from the original manufacturer or supplier of the item to be replaced. The FTA must first certify in writing to FTA:
 - that such manufacturer or supplier is the only source for such item; and
 - that the price of such item is no higher than the price paid for such item by like customers
 - A cost analysis, i.e., verifying the proposed cost data, the projections of the data, and the evaluation of the specific elements of costs and profit, is required.

3.4 Change Orders

Change orders are written documents signed by an authorized RTA staff person that directs the Contractor to make a change pursuant to the changes clause. The Procurement Administrator is responsible for ensuring that appropriate change clauses are included in all third-party solicitations and contracts. Change orders that exceed \$50,000 must go through the Board Approval process.

A contract change which is outside the scope of the original contract, and thus not within the authority of the changes clause is a cardinal change. Such changes are “sole source procurements” and must be processed following the sole source guidelines.

3.5 Independent Cost Estimate

A cost or price analysis must be performed in connection with every procurement action in excess of the Simplified Acquisition Threshold, including contract modifications. The method and degree of analysis is dependent on the facts surrounding the particular procurement situation, but as a starting point, the RTA must make independent estimates before receiving bids or proposals.

As part of the advance procurement planning process, and in any event prior to the advertisement or the approval of a contract change order, the RTA shall ensure that there is an independent estimate of the expected price level or value of the goods or services to be purchased or to be changed. If the planning solicitation includes options, they should also be addressed in the estimate. The independent estimate is the RTA’s estimate of the price of a proposed procurement for use in performing a cost or price analysis.

The independent estimate must be prepared without input from prospective bidders and should include the name of the estimator and the date the estimate was prepared.

The estimate should be prepared in the same format and level of detail as bidders are to use in submitting their pricing schedules and is intended to serve as an effective tool in evaluating price and cost reasonableness.

The estimator should maintain the supporting documentation used in preparing the estimate for reference as a part of the evaluation process.

Should a solicitation amendment materially affect the anticipated price, the estimate should be revised to address the changed requirement(s).

A copy of the independent estimate (and any subsequent revised estimates) should be retained in the contract file.

Depending upon the nature of the contract requirement, estimates can range from a single amount to complex estimates based on inspection of the product itself and review of such items as drawings, specifications, and prior data (such as cost data from prior procurements).

The Procurement Administrator shall hold the estimate as confidential and not disclose its contents to potential Bidders prior to the receipt of Bid.

Type of Analysis

A cost analysis must be performed for: (1) procurements which require that offerors submit detailed elements of direct and indirect costs; (2) procurements where adequate price competition is lacking; and/or (3) sole-source procurements, unless price reasonableness can be established

based on market prices. Price analysis (i.e., using catalog or market prices) may be performed for all other procurements.

3.6 Contractor Profit

Profit values will be set individually for each RFP. Profit is to be negotiated as a separate element of the price for each Contract in which there is no price competition and, in all cases, where cost analysis is performed. To establish a fair and reasonable profit, consideration will be given to the complexity of the work to be performed, the risk borne by the Contractor, the Contractor's investment, the amount of subcontracting, the quality of its record of past performance, and industry profit rates in the surrounding geographical area for similar work.

3.7 Cost Plus Contracts

The cost plus a percentage of cost and percentage of construction cost methods of contracting shall not be used.

3.8 Pre-Qualification Requirements

RTA Pre-Qualification Requirements must ensure that all prequalified lists of persons, firms, or products which are used in acquiring goods and services are current and include enough qualified sources to ensure maximum full and open competition. Requirements must not preclude potential bidders from qualifying during the solicitation period.

Pre-qualification of bidders or products may be used when: (a) RTA wishes to procure complex services such as construction and at other instances when appropriate; or (b) RTA wishes to procure goods that require sophisticated manufacturing and/or goods with exacting performance requirements.

Only those Bidders or Proposers who are prequalified may supply the goods or services required.

The Procurement Administrator shall determine whether or not to pre-qualify bidders or products, and when doing so, the Procurement Administrator shall determine the pre-qualification standards that must be met.

3.9 Determination of Bid Method; Solicitation of Potential Bidders; Board Input;

The Procurement Administrator shall determine whether competitive bids are required or whether circumstances exist for a no-competitive bid procurement.

In the event it is determined that competitive bids are required, the Procurement Administrator shall determine the method to be used to solicit proposals (sealed bids [Invitation for Bids] or negotiated procurements [Request for Proposal]), and shall ensure that all requirements in the Procurement Manual are complied with.

The Procurement Administrator shall actively solicit lists of potential bidders for RTA contracts from each RTA member jurisdiction.

The Procurement Administrator will provide each Board member with a copy of each Invitation for Bid and/or Request for Proposal and an opportunity to provide informal input prior to the terms of an Invitation or Request being finalized. Board members shall maintain the confidentiality of the proposed terms of an Invitation for Bid or a Request for Proposal, until said terms are made public, and unless known to the public, maintain the confidentiality of the existence of an Invitation for Bid or a Request for Proposal until such Invitation or Request is made public.

3.10 Competitively Bid Procurements

RTA will conduct all procurement transactions consistent with the above-stated procurement standards through the use of those competitive procurement procedures best suited to the particular procurement, except as otherwise specifically justified.

Except as otherwise authorized or specifically justified, or required by federal or State of Michigan laws, rules or regulations, all Purchase Orders or contracts for the purchase of goods and services over \$250,000 by or on behalf of the RTA will be let by free and open Competitive Bidding.

The RTA may enter into a competitive purchasing agreement with the federal government, the State of Michigan, or other public entities for the purchase of necessary goods or services.

Sealed Bids (Invitation for Bids – “IFB”)

- A. A complete, adequate, precise, and realistic specification or purchase description is available;
- B. The award will be made on the basis of price and price-related factors;
- C. It will not be necessary to conduct discussions with the responding Vendors about their Bids;
- D. There is a reasonable expectation of receiving more than one sealed Bid; and
- E. The procurement generally lends itself to a firm fixed price contract.

RTA will ensure fair and unbiased evaluation of Bids. RTA’s procedures will guarantee that only the lowest, responsive (including DBE compliant) and responsible Bidder is recommended for award of a contract. At its discretion, the RTA may reject all bids and either rebid or cancel the bid in question.

RTA is a public body as defined by Michigan’s Freedom of Information Act (FOIA). Upon public opening, all IFB responses become public records subject to disclosure under FOIA.

Negotiated Procurements (Requests for Proposals – “RFP”)

A RFP will be used if the nature of the procurement does not lend itself to sealed Bidding and RTA expects that more than one source will be willing and able to submit a proposal.

RFP’s will incorporate a clear and accurate description of the technical requirements and a comprehensive scope of work for the goods or services to be procured.

RFP’s will clearly state the evaluation factors, including: Cost or price, cost or price-related factors and non-cost or non-price related technical and business management factors that will be considered in making a Contractor selection/recommendation.

For all negotiated procurements, the following process will apply to ensure fair, unbiased and consistent evaluation of all proposals.

- A. RFP released with a date selected for a Pre-Bid meeting open to the public. Pre-Bid meetings will be held for any opportunity of anticipated value over \$250,000. The purpose of the Pre-Bid meeting is to clarify any concerns bidders may have with the solicitation documents, scope of work and other details of the requirement. RTA may provide and allow for participation in a Pre-Bid meeting by way of remote access.
- B. The list of vendors that were solicited for bid and/or that attended the Pre-Bid meeting will be posted to the RTA website along with questions and answers resulting from the meeting. The RTA will also post to the website other questions received and answers provided during the solicitation period related to the RFP.

- C. All non-cost information included in an RFP response shall be separated in the response from cost information.
- D. All RFP's, with the exception of RFP's relating to administrative, non-operations services (e.g., accounting, IT, legal, etc.) will be reviewed and ranked by a Selection Committee.
 - i. The Selection Committee will make a recommendation to the appropriate RTA committee for consideration and recommendation to the Board.
 - ii. The respective Board Committee and Board of Directors will act to approve or reject the recommendation.
 - iii. At its discretion, the RTA may reject all responses and either rebid or cancel the RFP in question.
- E. For administrative and/or non-operations services, written price quotations from at least three (3) qualified and responsible vendors shall be obtained or a memorandum shall be kept on file showing that fewer than three (3) qualified and responsible vendors exist in the market area within which it is practicable to obtain quotations. The procurement memorandum should describe the approach staff used to determine the procurement price is fair and reasonable, and describe how that determination was made. For administrative/non-operational procurements not exceeding \$5,000 in value services may be negotiated directly with the vendor and procured without using competitive bidding.
- F. RTA is a public body as defined by Michigan's Freedom of Information Act (FOIA). All non-cost information will be subject to disclosure under FOIA as of the RFP return deadline date. All cost information included in the RFP response will be subject to disclosure under FOIA at the time and place of public opening, if a public opening notice is included in the RFP. Until the public opening, proposals will be held in confidence and will not be revealed to or discussed with competitors or the public.

3.11 Selection Committee

The Procurement Administrator shall have the discretion to appoint the Selection Committee. Input into the makeup of the Selection Committee can be provided by RTA staff, members of the Board, the DBE liaison officer, and other individuals who have knowledge and/or relevant experience on the subject as deemed necessary by the RTA.

External reviewers outside of RTA staff and Board members may be used on those procurements that involve scope of work elements with extensive public outreach or service expansion opportunities. A list of external reviewers will be developed from Citizen Advisory Committee membership, and other stakeholders who may wish to provide input into the RTA's procurement process. All external reviewers will be required to sign the RTA Code of Conduct and Conflict of Interest Policy to ensure no conflict of interest exists.

3.12 Selection Committee Member's Conflict of Interest

The Procurement Administrator must assure that no member(s) on the Committee has any appearance of a conflict of interest. Any member that has a conflict of interest shall be removed from the Selection Committee. If there is participation on the Selection Committee from non-RTA employees, contractors or Board members, they must complete and sign the RTA Code of Conduct and Conflict of Interest Form.

3.13 RTA Board of Director's Procurement Summary Package

For applicable selections (see Section 2.1), following the selection recommendation made by the Selection Committee, RTA staff shall assemble a selection recommendation memo for the appropriate RTA Board Chairman/his or her designee or Committee review depending on contract size. This memo shall contain the following information

- a summary of the Selection Committee scores,
- a summary of the performance of each bidder versus the requirements and
- a synopsis of how the decision was made.

3.14 Debriefing

Feedback may be provided by the Procurement Administrator following a selection at the request of the vendor. Feedback will be provided via phone, e-mail, or in person, as determined by the Procurement Administrator.

4. CONTRACT PROVISIONS

All contracts require approval in accordance with Part A, Section 2.1, Contract Approval Requirements. All contracts shall include provisions to define a sound and complete agreement, appropriate to the type and complexity of the project. At a minimum, these include a well-defined statement of work or specification, delivery schedule, a defined contract term, a clear statement of the price and payment terms, and all applicable clauses required by federal, state or local laws and regulations. For all contracts above the small purchase limit, such clauses shall include a disputes clause, and the right of the Board to terminate the contract for breach or default of the Contractor, and to terminate the contract for the convenience of the Board, without liability. Contracts shall not incorporate options, except to the extent that options for additional or alternative goods or services are incorporated in the contract award, and clauses stating the Board's right to exercise options for additional terms, including any pricing or other definitions of each such option. A federal clauses checklist should be completed for all federal procurements.

For all procurements involving federal dollars, the following provisions apply.

APPLICABILITY OF THIRD-PARTY CONTRACT PROVISIONS

(excluding micro-purchases, except Davis-Bacon requirements apply to contracts exceeding \$2,000)

PROVISION	Professional Services/A&E	Operations/Management	Rolling Stock Purchases	Construction	Materials & Supplies
No Federal Government Obligations to Third Parties (by Use of a Disclaimer)	All	All	All	All	All
False Statements or Claims Civil and Criminal Fraud	All	All	All	All	All
Access to Third Party Contract Records	All	All	All	All	All
Changes to Federal Requirements	All	All	All	All	All
Termination	>\$10,000 if 49 CFR Part 18 applies.	>\$10,000 if 49 CFR Part 18 applies.	>\$10,000 if 49 CFR Part 18 applies.	>\$10,000 if 49 CFR Part 18 applies.	>\$10,000 if 49 CFR Part 18 applies.
Civil Rights (Title VI, EEO, ADA)	>\$10,000	>\$10,000	>\$10,000	>\$10,000	>\$10,000
Disadvantaged Business Enterprises (DBEs)	All	All	All	All	All
Incorporation of FTA Terms	All	All	All	All	All
Debarment and Suspension	>\$25,000	>\$25,000	>\$25,000	>\$25,000	>\$25,000
Buy America			>\$100,000	>\$100,000	>\$100,000
Resolution of Disputes, Breaches, or Other Litigation	>\$100,000	>\$100,000	>\$100,000	>\$100,000	>\$100,000
Lobbying	>\$100,000	>\$100,000	>\$100,000	>\$100,000	>\$100,000
Clean Air	>\$100,000	>\$100,000	>\$100,000	>\$100,000	>\$100,000
Clean Water	>\$100,000	>\$100,000	>\$100,000	>\$100,000	>\$100,000
Cargo Preference			For property transported by ocean vessel.	For property transported by ocean vessel.	For property transported by ocean vessel.
Fly America	For foreign air transport or travel.	For foreign air transport or travel.	For foreign air transport or travel.	For foreign air transport or travel.	For foreign air transport or travel.
Davis-Bacon Act				>\$2,000 (including ferry vessels)	

Contract Work Hours and Safety Standards Act		>\$100,000 (except transportation services)	>\$100,000	>\$100,000 (including ferry vessels)	
PROVISION	Professional Services/A&E	Operations/Management	Rolling Stock Purchases	Construction	Materials & Supplies
Copeland Anti-Kickback Act Section 1 Section 2				All All exceeding \$2,000 (including ferry vessels)	
Bonding				\$100,000	
Seismic Safety	A&E for New Buildings & Additions			New Buildings	
Transit Employee Protective Arrangements		Transit Operations			
Charter Service Operations		All			
School Bus Operations		All			
Drug Use and Testing		Transit Operations			
Alcohol Misuse and Testing		Transit Operations			
Patent Rights	Research & Development				
Rights in Data and Copyright Requirements	Research & Development				
Energy Conservation	All	All	All	All	All
Recycled Products		Contracts for items designated by EPA, when procuring \$10,000 or more per year		Contracts for items designated by EPA, when procuring \$10,000 or more per year	Contracts for items designated by EPA, when procuring \$10,000 or more per year
Conformance with ITS National Architecture	ITS Projects	ITS Projects	ITS Projects	ITS Projects	ITS Projects
ADA Access	A&E	All	All	All	All
Notification of Federal Participation for States	Limited to States	Limited to States	Limited to States	Limited to States	Limited to States

APPENDIX A

FEDERAL CLAUSES CHECKLIST		
	Included	N/A
No Obligation to Third Parties		
Program Fraud and False or Fraudulent Statements		
Access to Records and Reports		
Federal Changes		
Termination		
Civil Rights Requirements		
DBE		
Incorporation of FTA Terms		
Government-Wide Debarment and Suspension		
Buy America		
Breaches and Dispute Resolution		
Lobbying		
Clean Air		
Clean Water		
Fly America		
Davis-Bacon and Copeland Anti-Kickback Acts		
Contract Work Hours and Safety Standards Act		
Bonding		
Seismic Safety		
Transit Employee Protective Arrangements		
Charter Service Operations		
School Bus Operations		
Drug and Alcohol Testing		
Energy Conservation		
Recycled Products		
ADA Access Requirements		
Conformance with National ITS Architecture		



Board of Directors Memorandum

TO: Board of Director Members

FROM: Melanie Piana, Program Director

SUBJECT: Strategic Identity Refresh Award Letter

DATE: January 12, 2024

REQUESTED ACTION: Requesting Board of Directors Approval

The RTA team requests board approval to enter a contract with Factory Detroit Inc. (FDI) for \$35,000 to deliver rebranding services, phase one of two (core messaging will be entered into a new contract after the completion of the RTA's new brand package).

The RTA received eighteen (18) proposals in response to RFP #2023-003(001) issued on September 19, 2023. The RTA selection committee comprised of RTA staff independently reviewed and scored each proposal. The selection committee narrowed the slate of 18 proposals to 5 vendors invited into interviews the week of December 4, 2023. On December 15, 2023, the RTA team discussed the final 5 vendor candidates based on top scores.

The selection committee is recommending entering into a contract with Factory Detroit based on the following consensus:

Team Qualifications: Factory Detroit's proposal highlighted their state and regional government rebranding experience, rebranding process, and team of creative professionals to support rebranding and core message development. In addition, agencies principles take transit locally.

Project Understanding: Factory Detroit's proposal highlighted their experience delivering impactful rebranding campaigns (Pure Michigan and MParks). Factory Detroit's proposal stood out offering a high-level brand analysis demonstrating an understanding of the RTA's position throughout the region and the outcomes for the agency on the rebranding.

Cost Proposal: Factory Detroit's proposal met our cost criteria.



BOARD OF DIRECTORS MEMORANDUM

TO: RTA Board of Directors

FROM: Melanie Piana, Program Director

SUBJECT: Mario Morrow Associates 2nd Amendment Contract Extensions

DATE: February 8, 2024

REQUESTED ACTION: Requesting Board of Directors Approval

Approval Request:

Motion to approve a second amendment to the RTA's Service Agreement with Mario Morrow Associates for a contract extension ending August 31, 2024.

Background

In November 2019, the RTA entered a four-year contract with Mario McMorrow Associates for communications and social media services. The contract ended on December 1, 2023.

On October 19, 2023, the board approved a three-month extension to the 2019 contract ending February 28, 2024. The team recommended an extension to avoid solicitation overlap and conflate the Strategic Identity Refresh procurement with a concurrent Media Relations procurement process. The three-month extension allowed the team time to manage the rebranding and media relations procurements independently. The first amendment extension allowed for team to complete the rebranding procurement process, which gave staff a better sense of the ongoing media relations and overall communications needs.

Information

The External Affairs team determined shifting vendors now would put additional strain on staff resources to onboard a new vendor. Concurrently, the RTA rebranding project launched with DAX rebranding and marketing planning in preparation for the pilot express launch in March.

In addition, the team determined the need to add an additional and separate procurement process for a new web development vendor to support the creation of a new RTA website. A media relations services RFP at this time would put us in a bind with our current vendor—losing web maintenance at the end of February, but not ready to procure a new web development company.

Attachment: Contract Amendment – Mario Morrow and Associates

SECOND EXTENSION OF AGREEMENT OF SERVICES

This Second Extension of Agreement of Services (“Extension Agreement”) is made and entered effective on March 1, 2024 (“Effective Date”) by and between **MARIO MARROW & ASSOCIATES LLC** ("Contractor"), and the **REGIONAL TRANSIT AUTHORITY OF SOUTHEAST MICHIGAN** (“RTA”). Contractor and RTA shall each be referred to in this Memorandum as a “Party,” and collectively as the “Parties.”

WHEREAS, the Parties entered into an Agreement of Services (“Services Agreement”) effective November 1, 2019 – December 1, 2023, under which Contractor was to perform the services set forth in Attachment I, Appendix A thereto (“Services”); and

WHEREAS, effective December 1, 2023, the Parties extended the Services Agreement through February 29, 2024 (“Extension Period”); and

WHEREAS, the Parties desire to further extend the Services Agreement through August 31, 2024 (“Second Extension Period”).

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby acknowledge, ratify, and agree as follows:

1. The term of the Services Agreement is extended to August 31, 2024.
2. During the Extension Period, Contractor shall continue to provide the Services and be compensated in the amount of \$6,750.00 per month.
3. Except as provided for in this Extension Agreement, all provisions of the Services Agreement remain in full force and effect.
4. The Parties acknowledge that in entering into this Extension Agreement, neither is relying, nor have they relied, on any promise, representation or statement made by or on behalf of the other Party which is not set forth and referenced herein.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be made and executed by their proper officials.

MARIO MORROW &
ASSOCIATES LLC

REGIONAL TRANSIT AUTHORITY OF
SOUTHEAST MICHIGAN

BY: _____
Mario Morrow

BY: _____
Dave Massaron

TITLE: President/CEO

TITLE: Board Chair

DATE: _____

DATE: _____



BOARD OF DIRECTORS MEMORANDUM

TO: RTA Board of Directors

FROM: Melanie Piana, Program Director

SUBJECT: 2024 Legislative Agenda

DATE: February 8, 2024

REQUESTED ACTION: Requesting Board of Directors Approval

Approval Request:

Motion to adopt the RTA's 2024 Legislative Agenda and policy recommendations.

Background

RTA is increasingly working with the State of Michigan elected officials to identify funding and policy changes that will improve regional transit. Most peer agencies have legislative agendas to guide and advance strategic agency priorities. A clear, cohesive agenda builds support among partners and leads to long-term coalition building, which is the key to advancing the investment in regional transit.

Information

This is the RTA's first formal Legislative Agenda, a tool that the board of directors and staff can utilize to support the agency and regional transit goals, strategies, and priorities set by the board. The RTA team and board will lead conversations with state lawmakers to secure additional funding for transit provider operations, service expansions, and RTA public agency operations.

The RTA team will update the legislative agenda annually with board guidance and input.

Attachment: 2024 Legislative Agenda

Building a Well-Connected Regional Transit System

Improved regional transit plays a CRITICAL role in the prosperity of our state and region. A more equitable, reliable, and connected transit system in Southeast Michigan supports creating thriving, resilient communities, and vibrant places for employers and talent to locate **to grow the state's population.** The legislature created the Regional Transit Authority of Southeast Michigan (RTA) to plan, fund, collaborate, and accelerate public transit.

Strategic Partners Achieving a Shared Vision

The RTA envisions a region with sufficient and stable funding to support improved public transit options. The Regional Transit Master Plan (RTMP) supports the agency's long-term vision. The RTMP outlines specific goals and priority investments that we can make to improve transit immediately and into the future. These priorities can only be achieved through a strategic partnership with the State of Michigan.

A Complex Transit Ecosystem

The RTA is Southeast Michigan's umbrella organization that leads multi-level governance and stakeholder collaboration across **over 116 transit providers.** The RTA Board of Directors and team are subject matter experts who introduce and lead policy and funding solutions with our strategic partners across government, business, nonprofits, and philanthropy.

5 Large Transit Providers*
80+ Local Community Providers
30+ Nonprofit Providers
**DDOT | People Mover | QLINE | TheRide | SMART*

Policy Intersections: RTA Can Deliver on Statewide Vision & Goals

The RTA's legislative agenda is poised to advance a state vision and regional goals, aligning with:

- Growing Michigan Together Council
- MI Healthy Climate Plan
- Michigan Statewide Housing Plan
- Michigan Council on Future Mobility & Electrification
- SEMCOG Southeast Michigan Healthy Climate Plan
- Regional and Community Transit Master Plans

Our Board Leadership



Governance Structure

The RTA was created by Public Act No. 387 of 2012. Our 10-member board is appointed for three-year terms by the county executives of Wayne, Oakland, and Macomb counties, the chair of the Washtenaw County Board of Commissioners, the Mayor of Detroit, and the Governor of Michigan. The Governor's appointee serves as chair and without a vote.

MOVING FORWARD: SHARPENING POLICY & FUNDING TOOLS

Creating a more robust transit system requires collaborative policy and funding to enhance transit service, build bus-supportive infrastructure in communities, and integrate cutting-edge technology solutions, all to improve riders' experiences and attract new riders.

1 Funding to Sustain the RTA's Public Agency Operations

Progress: The RTA is the **only RTA of the country's top 25 major metropolitan areas that lacks sustainable funding.** Our FY 2023-2024 budget relies on a combination of short-term revenue, one-time grants, and state appropriations, including American Rescue Plan funds that support the expanded team temporarily until 2025. RTA needs a dedicated funding stream to continue to grow and achieve its mission.

Key Actions:

- Establish an operating funding stream for RTA (ex: Amend Act 51, Labor Economic Opportunity, MEDC)



2 Increase Local Bus Operating Funds (LBO) (50% Urban, 60% Rural)

Progress: Fully funded LBO reimbursement supports increases in local funding and will provide additional surety to transit providers to make longer-term investments in service and infrastructure.

In 2023, the state legislature increased LBO by 29% from \$201M to \$261M, which includes the incremental increase and \$60 million in one-time funding. This amount covered 33% of operating expenses for urban operators and 38% for rural operators—not enough to cover operational costs or position services for expansion. Even with the increase, **LBO remains underfunded by \$143,694,400 to achieve its full annual legislative ceiling.**

Key Actions:

- Maintain LBO at the historic level that was set last year and work to increase to the statutory ceilings of 50% reimbursement level for urban areas and 60% for rural areas.

3 Increase State Match to Support Transit Infrastructure Investment

Progress: Last year, the legislature took a historic step in appropriating specific funding for transit investment. The RTA/MDOT/SEMCOG **leveraged \$13.8M from state funding for a \$128.2 Reconnecting Communities & Neighborhood USDOT grant (award announced spring 2024)** for capital investment on Woodward, Gratiot, Michigan, and Washtenaw Avenues. The RTA led regional collaboration and secured letters of support from over 70 partners including the Michigan Infrastructure Office and Michigan Department of Transportation.

Key Action:

- Appropriating \$250M in state match for larger federal programs (e.g. FTA's Capital Investment Grant program) to leverage over \$1B in federal funds.

4 Allocate Funding to Sustain D2A2 & Detroit to Airport Express Bus Services

Progress: In 2023, the RTA received state and federal grant awards to launch two new express pilot bus services. Launched in 2022, the [Detroit to Ann Arbor](#) (D2A2) serves a **peak of/around 7000+ monthly riders**. In early 2024, the RTA will launch Detroit to Airport Express bus pilot, anticipated to launch in spring 2024 in time for the NCAA men's basketball tournament quarterfinals and NFL draft.

Key Actions:

- Appropriate \$4.5M annually to sustainably fund expanded and essential intercity bus transit services like D2A2 and the Detroit to Airport Express bus services.
- Appropriate \$10M annually to support new express bus service connections to areas in Oakland, Macomb, and Wayne Counties.

5 Exploratory Conversations About RTA Governance Flexibility

New: Twelve years have passed since the inception of the RTA. During this time, massive transformation has occurred within the transit and mobility sector altering regional economic competitiveness. Federal policy and funding have shifted, necessitating more flexibility for the RTA and transit providers to strategically align with rapidly emerging opportunities. Most governance amendments are minor simplifications that clarify language to reflect current realities, while others offer more flexible tools for the RTA.

Key Actions:

- Amending RTA legislation can increase the agency's ability to secure additional funding. This includes flexibility in establishing taxing jurisdictions, the timing of ballot initiatives, and additional funding sources (e.g., local option sales taxes).

RTA Leadership

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BOARD OF DIRECTORS MEMORANDUM

TO: RTA Board of Directors

FROM: Julia Roberts, Planning & Innovation Director

SUBJECT: RTA 2023 Regional Transit Master Plan Update

DATE: February 15, 2024

REQUESTED ACTION: Requesting Board of Directors Approval

Approval Request:

Motion to adopt the RTA 2023 Regional Transit Master Plan (RTMP) Update.

Summary

The previous Regional Master Transit Plan (Advance Regional Transit 2022 Update) was adopted in February 2023. Staff worked with the transit providers and community members in the Southeast Michigan region to develop an RTMP update this year, including 5 simplified goals and 23 strategies converged into top 10 investment priorities, for the RTA Board of Director's to review, consider and approve. RTA staff posted a final draft of the [RTA 2023 Regional Transit Master Plan](#) (RTMP) on the RTA's website (www.RTAmichigan.org).

Attachment: Executive Summary for the RTA 2023 RTMP.



REGIONAL
TRANSIT AUTHORITY
OF SOUTHEAST MICHIGAN

2023 Regional Transit Master Plan Update

February 2024



RTAmichigan.org



EXECUTIVE SUMMARY

EXECUTIVE SUMMARY

Introduction

Investments in transit service and infrastructure strengthen Southeast Michigan's economy, make the region more equitable and sustainable, improve residents and employees' quality of life, and help visitors explore what the area has to offer. The Regional Transit Authority of Southeast Michigan (RTA) has spearheaded and led regional transit planning efforts for the past decade and is now striving to secure wrap-around funding opportunities to support a robust transit system for Southeast Michigan.

RTA plans, funds, coordinates, and accelerates regional transit services, projects, and programs in Southeast Michigan, which comprises all of Macomb, Oakland, Washtenaw, and Wayne Counties, including the City of Detroit. In addition to planning, RTA pilots new services, applies for grants, and secures new regional funding sources for public transit. RTA also annually allocates over \$200 million in federal and state funding to the region's transit agencies and community transportation services.

The Regional Transit Master Plan (RTMP) guides RTA toward achieving its vision of ***a region with sufficient and stable funding to support improved public transit options that will advance equity by increasing accessibility; satisfy the integrated mobility needs of Southeast Michigan communities; and promote livable, healthy, and sustainable growth.*** RTA has five goals that support this vision: Fund, Improve, Expand, Innovate, and Sustain regional transit (see Figure E1). In this update, RTA reviews recent regional accomplishments, national transit industry trends, and public feedback to develop a consolidated list of 10 regional transit priorities to focus on. Dedicated funding is required to operate services and build transit infrastructure that can support growing the region's population and economy. **A critical next step in advancing regional transit is to identify sustainable regional funding sources and develop an expenditure plan that identifies specific projects to be funded over a long-term period.**

The Region's Transit System

Southeast Michigan has a large transportation network that covers the majority of the region, though there are some gaps where transit service is not available, or is restricted to certain populations, such as seniors or people with disabilities. Five public transit agencies operate fixed-route bus or rail service in the region: the Ann Arbor Area Transportation Authority (AAATA, also known as TheRide), Detroit Department of Transportation (DDOT), Suburban Mobility Authority for Regional Transportation (SMART), Detroit Transportation Corporation (DTC, operating as the Detroit People Mover [DPM]), and M-1 RAIL (operating as QLINE). Over 80 community-sponsored transit providers also serve the region, in addition to a number of organizations and companies that provide transportation and mobility services.



Figure E1: RTA's Goals.

Trends, Opportunities, and Accomplishments

Reviewing local and national trends and recent progress in Southeast Michigan provides a chance to consider how to leverage challenges into opportunities, celebrate victories, and consider areas to focus on going forward.

CHALLENGES



Post-pandemic uncertainty and lower ridership pose challenges for implementing new services, but also provide opportunities to consider adapting services to meet both current and future needs.



Workforce recruitment and retention challenges impact current services and delay future services, but provide opportunities to build partnerships between agencies and with education institutions, and to market the benefits of transit jobs.



Gaps in the transit network provide opportunities for new services that connect people to jobs, schools, medical centers, and amenities. Funding these services poses a challenge.

IMPROVED AND EXPANDED SERVICES



Regional pilot projects are opportunities to test new services and technologies and gather information on how to make them more successful when sustainable funding is identified.



Rapid transit projects can improve comfort, reliability, and speed while supporting the transit-oriented development (TOD) projects that will help Southeast Michigan attract talent and businesses and grow the regional economy.



New funding in Oakland County and the Ann Arbor-Ypsilanti area provide opportunities to improve and expand services. However, there is still limited funding to provide a truly regional transit system.

PARTNERSHIPS



Transit agency-led planning initiatives provide a foundation for local and regional service, setting priorities for capital planning and funding pursuits.



Partnerships with road agencies and micromobility providers (e.g., bikeshare) can help improve connections to and from transit services and can make transit more accessible.



FRA funding for improvements to intercity passenger rail service provides an opportunity to strengthen connections to other regions, and to leverage infrastructure improvements to add regional rail services.

FACILITIES AND TECHNOLOGY



New and improved transit centers and maintenance and operations facilities provide opportunities to expand services in the future and to create safer, healthier, and more comfortable environments for riders and staff.



New trip planning and fare payment technologies can help people more easily navigate the transit system, and remove barriers to using services. These technologies require agencies to publish and maintain high-quality service data.



Low- and no-emission vehicle propulsion technologies can help improve air quality but require training programs, facility and infrastructure upgrades, and may require service adjustments that consider refueling times and locations.

Figure E2: Opportunities for regional transit in Southeast Michigan.

Public Engagement

From August to September of 2023, RTA set up booths at 11 events across the four counties and spoke with riders at three regional transit centers. Staff talked to the public about transit services and asked attendees to place stickers on an interactive board to identify which goals and strategies from the 2022 RTMP update they felt were the highest priorities. RTA also conducted an online survey from September through early November where participants were asked to prioritize RTA's goals and strategies, and to give feedback on ongoing and potential projects. Over 600 people participated in the interactive board and the survey, providing input that helped shape the development of RTA's regional transit priorities.

RTA also coordinated with local transit agencies to ensure that the RTMP is aligned with their goals and initiatives, and with what they have heard from the public in recent engagement around their plans and projects.

Key Findings

Based on in-person engagement improving existing services is the highest priority goal to the public, followed by expanding transit to new places, building sustainable partnerships, developing innovative and adaptive services, and lastly, securing long-term dedicated transit revenue. Survey respondents ranked goals differently, with funding as the top priority followed by expanding, enhancing, improving, innovating, and, finally, sustaining.

Survey respondents were asked whether they supported ongoing and planned projects. Respondents largely supported RTA's efforts to develop BRT, promote ridership, improve bus stops, increase safety and security, and Detroit to Ann Arbor (D2A2) service. Respondents were less interested in a paratransit trip booking and payment app and workforce equity efforts. Zero emission vehicles (ZEV) were respondent's lowest priority to continue working toward (see Figure E3).

Through in-person outreach, RTA found that people had a wide range of familiarity with and awareness of existing transit services. Additionally some people were not aware of RTA and its role. RTA learned that it can do more to educate the public on transit services and its own role in sustaining them.

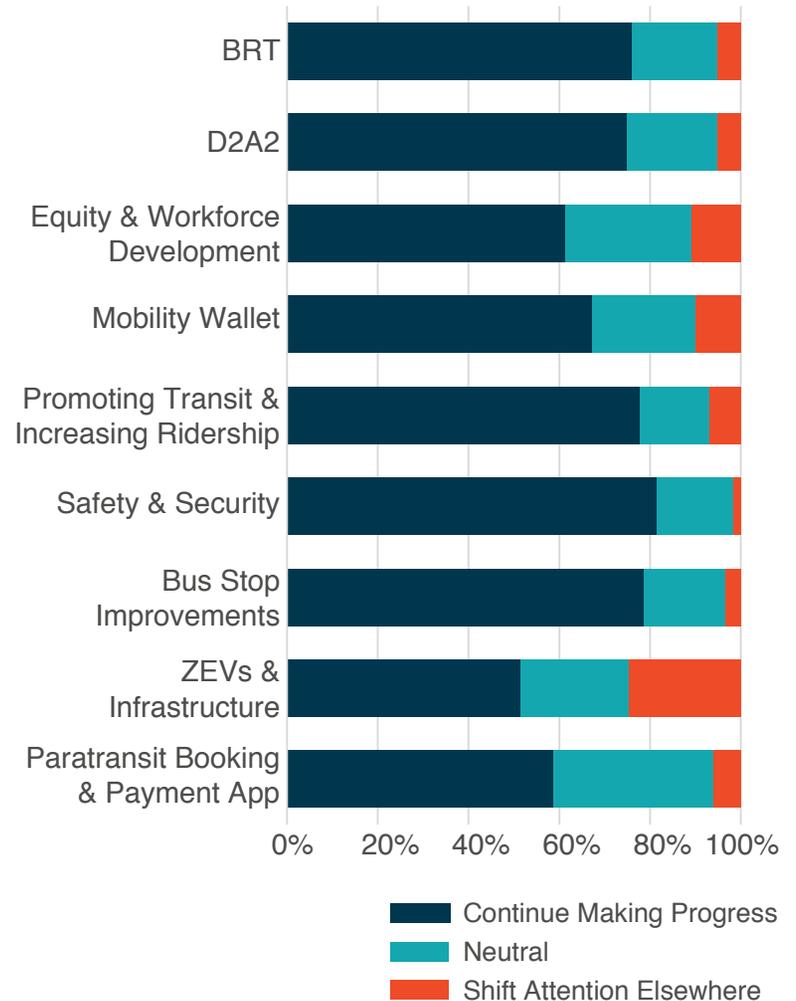


Figure E3: Survey respondents were asked whether or not they felt RTA should continue to focus on certain projects. Safety and bus stop improvements were respondent's highest priorities, while zero emission vehicles were their lowest.

Regional Transit Priorities

In this RTMP update, RTA reviewed the strategies and actions in previous versions and consolidated them into 10 regional transit priorities for investment based on public input, transit industry trends, recent accomplishments, and ongoing projects in Southeast Michigan. RTA's goals guided the development of these regional transit priorities. Each priority supports aspects of RTA's goals and serves as a crucial step toward achieving them.

Fund Transformative Mobility is an overarching goal that will allow RTA and its partners to meaningfully invest in regional transit priorities. RTA has three strategies toward its goal to Fund Transformative Mobility that are organized around different funding levels:

- **Current Funding:** Execute a multi-year budget and business plan to align with advocacy for advancing regional policies.
- **One-Time Funding:** Collaborate on regional grant applications and support provider funding initiatives.
- **New Long-Term Funding:** Elevate per capita transit spending for greater services in Southeast Michigan.

RTA sets out to lead, guide, and support the accomplishment of these 10 regional priorities through activities that plan, fund, coordinate, and accelerate them in the region.



REGIONAL TRANSIT PRIORITIES

				Invest in and Implement a Rapid Transit Network
				Increase Frequency, Reliability, and Hours on Fixed-Route Services
				Build On and Coordinate Demand-Response Services
				Grow Mobility Access to Local Communities and Regional Destinations
				Regionalize Trip Planning and Fare Payment Systems
				Enhance Ride Quality and Promote On-Board Safety
				Upgrade Multimodal Connections To and Between Services
				Advance Accessibility, Comfort, and Well-Being at Transit Stops
				Recruit, Develop, and Retain a Thriving Workforce
				Modernize and Maintain Infrastructure in a State of Good Repair

Figure E4: RTA's 10 regional priorities aim to achieve RTA's goals. Sustainable regional transit funding will be required to support these priorities.

Invest In and Implement a Rapid Transit Network

Plan, design, fund, and operationalize rapid transit services along regionally significant corridors that support TOD, and work with local communities to develop mobility-oriented development (MOD) plans that encourage equitable economic growth.

Increase Frequency, Reliability, and Hours on Fixed-Route Services

Develop a core network of transit routes with frequencies of at least every 15 to 30 minutes for 18 hours every day of the week, and increase the number of 24-hour bus and rail routes. Implement improvements that increase reliability and on-time performance, such as dedicated lanes, traffic queue jumps, streamlined boarding, and transit signal priority (TSP).

Build On and Coordinate Demand-Response Services

Improve mobility for people who rely on demand-response transit services by offering same-day services, increasing hours of operation, expanding eligibility to more people, and streamlining transfers between services.

Grow Mobility Access to Local Communities & Regional Destinations

Ensure transit service that is tailored to local needs is available in every community in Southeast Michigan. This can include demand-response and microtransit services in lower density areas, new or extended fixed-route service in higher density areas, and express services that serve major regional destinations and provide access to other regions.

Regionalize Trip Planning and Fare Payment Services

Implement a regional multimodal fare collection system that simplifies payment and transfers between services and modes, and streamlines fare policies across providers, creating a seamless navigation experience. Deploy a trip planning platform that helps riders plan and schedule trips, and that is integrated with the regional fare system.

Enhance Ride Quality and Promote On-Board Safety

Enhance the rider experience by addressing real and perceived safety and cleanliness concerns through marketing campaigns, staff training, upgraded onboard technologies, and a transit

POTENTIAL RAPID TRANSIT CORRIDORS

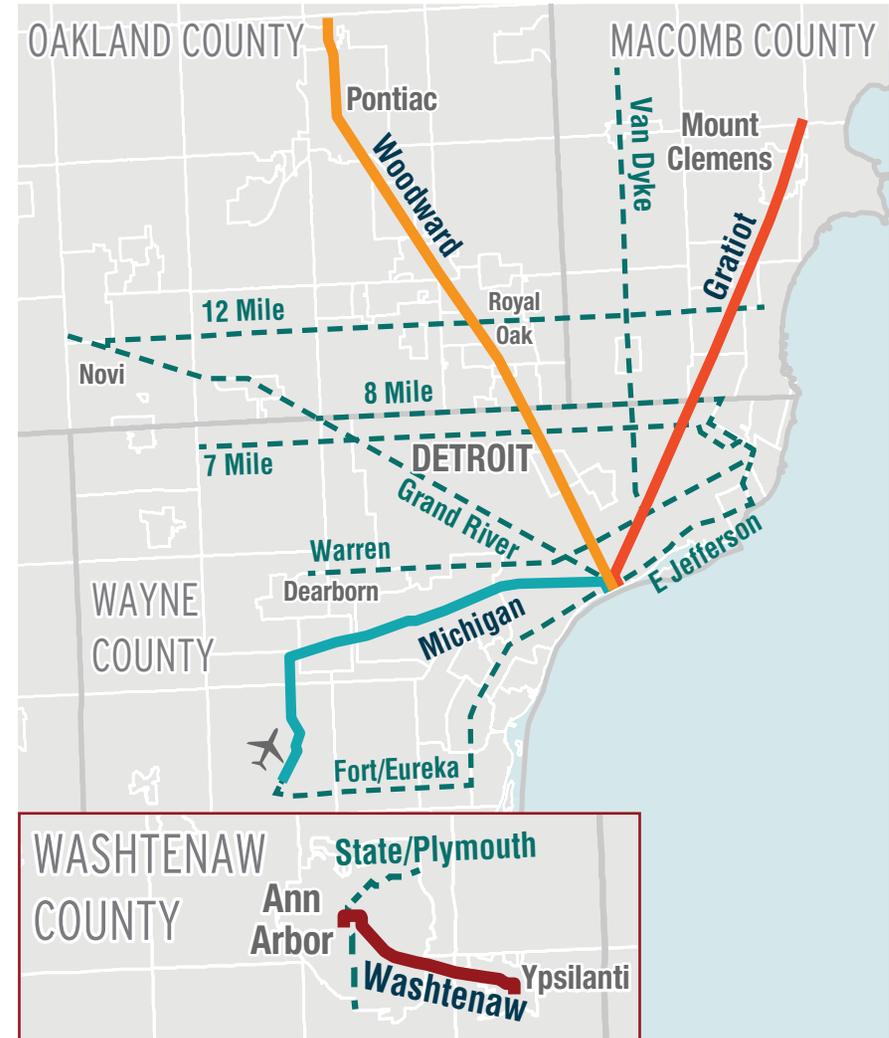


Figure E5: One of RTA's regional priorities is to invest in and implement a rapid transit network on major corridors, which include Gratiot, Michigan, Washtenaw, and Woodward Avenues, among others.

ambassadors program that is focused on customer service, community outreach, rider support, and a sense of security.

Upgrade Multimodal Connections To and Between Services

Increase access to and from public transit by improving pedestrian and cyclist infrastructure at and near transit stops, promoting complete streets designs, enhancing park-and-ride services, and increasing the availability of microtransit and micromobility options.

Advance Accessibility, Comfort, and Well-being at Transit Stops

Ensure transit stops meet ADA standards and have amenities and security features to help all riders feel healthy and comfortable waiting for their vehicle. This can include improving sidewalks and curb ramps, and providing seating, shelters, lighting, real-time signage, and greenscaping.

Recruit, Develop, and Retain a Thriving Workforce

Engage, support, and sustain a diverse and talented workforce to continue reliable operations of current service and the ability to expand services in the future. Ensuring competitive compensation and benefits packages, providing training on new technologies and career advancement, and updating recruitment practices will attract new employees while helping current employees grow and thrive.

Modernize and Maintain Infrastructure in a State of Good Repair

Maintain transit infrastructure, including buses and trains, passenger and maintenance facilities, and service vehicles, in a state of good repair to ensure continuous and safe operations. When replacing infrastructure, integrate innovative technologies and best practices that improve operational efficacy and environmental impacts.

The Path Forward

Together, RTA and its partners can carry out several of the implementation activities outlined in this plan to improve, expand, innovate, and sustain transit services in Southeast Michigan. However, a stable regional funding source is required to fully invest in the regional transit priorities and transform mobility in the region.

The RTMP forms the foundation of RTA's annual business plan, which aligns its budget, staffing, and activities to carry out priority projects. In 2024, the business plan will prioritize projects that can be conducted with limited staff and on grant applications that will provide one-time funding for specific projects and pilots, such as D2A2 and Detroit to Air Xpress (DAX).

RTA is authorized to collect a property tax millage and a vehicle registration tax in Southeast Michigan, subject to voter approval. If and when RTA runs a ballot initiative, it would develop an expenditure plan that proposes a multi-year program of projects that can be carried out with projected revenues. The planning process involves considering different project scenarios (for example, which routes to increase frequency on or where to construct rapid transit corridors). Through public engagement, RTA will determine which scenario to adopt, and can then ask voters to approve a property tax and/or a vehicle registration tax to support the preferred scenario. In the interim, RTA will work with State and other stakeholders to pursue competitive grants and develop alternative funding options for priority projects.

Stay Engaged!

RTA cannot achieve its vision alone. The priorities outlined in this plan will require engagement, coordination, support, leadership, and action from RTA's regional partners, including you!

You can support RTA and its vision by signing up for [newsletters](#), following RTA on social media (@rtamichigan), attending public meetings, or by [applying to join](#) RTA's Citizens Advisory Committee (CAC). Information on public meetings is available on [RTA's website](#). Most importantly, you can support RTA by riding public transit and talking to your friends, families, and colleagues about how important it is to you and to the region.

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**REGIONAL
TRANSIT AUTHORITY**
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