

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT
300 Lakeside Drive, P. O. Box 12688, Oakland, CA 94604-2688

BOARD MEETING AGENDA

February 9, 2012

9:00 a.m.

A regular meeting of the Board of Directors will be held at 9:00 a.m. on Thursday, February 9, 2012, in the BART Board Room, Kaiser Center 20th Street Mall – Third Floor, 344 – 20th Street, Oakland, California.

Members of the public may address the Board of Directors regarding any matter on this agenda. Please complete a “Request to Address the Board” form (available at the entrance to the Board Room) and hand it to the Secretary before the item is considered by the Board. If you wish to discuss a matter that is not on the agenda during a regular meeting, you may do so under General Discussion and Public Comment.

Any action requiring more than a majority vote for passage will be so noted.

Items placed under “consent calendar” are considered routine and will be received, enacted, approved, or adopted by one motion unless a request for removal for discussion or explanation is received from a Director or from a member of the audience.

Please refrain from wearing scented products (perfume, cologne, after-shave, etc.) to these meetings, as there may be people in attendance susceptible to environmental illnesses.

BART provides service/accommodations upon request to persons with disabilities and individuals who are limited English proficient who wish to address BART Board matters. A request must be made within one and five days in advance of Board meetings, depending on the service requested. Please contact the Office of the District Secretary at 510-464-6083 for information.

Rules governing the participation of the public at meetings of the Board of Directors and Standing Committees are available for review on the District's website (<http://www.bart.gov/about/bod>), in the BART Board Room, and upon request, in person or via mail.

Meeting notices and agendas are available for review on the District's website (<http://www.bart.gov/about/bod/meetings.aspx>), and via email or via regular mail upon request. Complete agenda packets (in PDF format) are available for review on the District's website no later than 48 hours in advance of the meeting. Those interested in being on the mailing list for meeting notices (email or regular mail) can do so by providing the District Secretary with the appropriate address.

Please submit your requests to the District Secretary via email to BoardofDirectors@bart.gov; in person or U.S. mail at 300 Lakeside Drive, 23rd Floor, Oakland, CA 94612; fax 510-464-6011; or telephone 510-464-6083.

Kenneth A. Duron
District Secretary

Regular Meeting of the
BOARD OF DIRECTORS

The purpose of the Board Meeting is to consider and take such action as the Board may desire in connection with:

1. CALL TO ORDER

- A. Roll Call.
- B. Pledge of Allegiance.
- C. Introduction of Special Guests.

2. CONSENT CALENDAR

- A. Approval of Minutes of the Meeting of January 26, 2012.* Board requested to authorize.
- B. Resolution Adopting the Association of Bay Area Governments (ABAG) Hazard Mitigation Plan and the District's Local Hazard Mitigation Plan Annex.* Board requested to authorize.

3. ADMINISTRATION ITEMS

Director Sweet, Chairperson

- A. (Revision to Agenda Item from October 27, 2011, Board Meeting) Condemnation of Real Property for the East Contra Costa BART Extension (eBART) Project: BART Parcel Numbers: P-5060-1, -2A and -2B.* Board requested to authorize. (TWO-THIRDS VOTE REQUIRED.)
- B. Amendments to Disadvantaged Business Enterprise (DBE) Program Policy.* Board requested to authorize.
- C. Agreement with John Glenn Adjusters & Administrators, Inc., for Public Liability Claims Adjustment Services (Agreement No. 6M2031).* Board requested to authorize.
- D. Independent Auditor's Report on Basic Financial Statements and Internal Control for the Fiscal Year Ended June 30, 2011.* Board requested to accept.
- E. Outdoor Billboard Advertising.* For information.

4. ENGINEERING AND OPERATIONS ITEMS

Director Fang, Chairperson

A. Construction Management Services.

1. Award of Agreements for Sustaining Construction Management Services for BART Projects.*

a. Agreement No. 6M8056, with Seattle International Engineering, Inc.

b. Agreement No. 6M8057, with Ghiradelli Associates

Board requested to authorize.

2. Award of Agreements for Construction Management Services for BART Projects.*

a. Agreement No. 6M8051, with UCM, a Joint Venture

b. Agreement No. 6M8052, with The Allen Group/Vali Cooper & Associates, Inc., a Joint Venture

c. Agreement No. 6M8053, with Jacobs Project Management Group

Board requested to authorize.

B. Change Order to Contract No. 15SU-110, BART Earthquake Safety Program Aerial Structures West Oakland Abutment A-1 to Pier P-109, with R&L Brosamer, Inc., for Cast in Drill Hole (CIDH) Differing Site Conditions.* Board requested to authorize.

C. Quarterly Performance Report, Second Quarter Fiscal Year 2012 - Service Performance Review.* For information.

5. PLANNING, PUBLIC AFFAIRS, ACCESS, AND LEGISLATION ITEMS

Director Blalock, Chairperson

A. Advancement of Proposed BART to Livermore Project, Phase 1.* Board requested to authorize.

6. GENERAL MANAGER'S REPORT

A. Review of the Agenda for the Capitol Corridor Joint Powers Board Meeting of February 15, 2012.* For information

7. BOARD MATTERS

A. Citizen Review Board Appointment.* Board requested to ratify.

B. Board Member Reports. For information.

C. Roll Call for Introductions.

(An opportunity for Board members to introduce a matter for consideration at a future Committee or Board Meeting or to request District staff to prepare items or reports.)

8. GENERAL DISCUSSION AND PUBLIC COMMENT

9. CLOSED SESSION (Room 303, Board Conference Room)

A. CONFERENCE WITH LABOR NEGOTIATORS; PUBLIC EMPLOYEE PERFORMANCE

Agency Negotiators: Directors McPartland, Radulovich, and Sweet

Titles: General Manager, General Counsel, Controller-Treasurer,
District Secretary, and Independent Police Auditor

Gov't. Code Sections: 54957 and 54957.6

10. OPEN SESSION

- A. Compensation and Benefits for General Counsel, Controller-Treasurer, and District Secretary. Board requested to authorize.

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT
300 Lakeside Drive, P.O. Box 12688, Oakland, CA 94604-2688

Board of Directors
Minutes of the 1,647th Meeting
January 26, 2012

A regular meeting of the Board of Directors was held January 26, 2012, convening at 9:11 a.m. in the Board Room, 344 20th Street, Oakland, California. President McPartland presided; Kenneth A. Duron, District Secretary.

Directors present: Directors Blalock, Fang, Franklin, Murray, Raburn, Radulovich, Sweet, and McPartland.

Absent: Director Keller.

President McPartland brought the matter of Introduction of Special Guests before the Board. Ms. Yolanda Vega, Transit System Development and Gold Star Mom, introduced Gary Pforr, Nathan Johnson, and Jerry Yahiro of AMVETS Post 26. Mr. Pforr, Mr. Johnson, and Mr. Yahiro addressed the Board.

Consent Calendar items brought before the Board were:

1. Approval of Minutes of the Meeting of January 12, 2012.
2. Appointment to Oversight Board to Successor Agency of the San Francisco Redevelopment Agency.

Consent Calendar motions, as follow, were moved as a unit by Director Blalock. Director Sweet seconded the motions, which carried by unanimous electronic vote. Ayes – 8: Directors Blalock, Fang, Franklin, Murray, Raburn, Radulovich, Sweet, and McPartland. Noes – 0. Absent – 1: Director Keller.

1. That the Minutes of the Meeting of January 12, 2012, be approved.
2. That the Board of Directors ratify the appointment of the District's representatives to the Oversight Board to the successor agency of the San Francisco Redevelopment Agency: Director Sweet, Primary, and Director Radulovich, Alternate.

Consent Calendar Report brought before the Board was:

1. Fiscal Year 2012 First Quarter Financial Report.

Director Sweet, Chairperson of the Administration Committee, had no report.

Director Fang, Chairperson of the Engineering and Operations Committee, brought the matter of Award of Contract No. 09AU-110, Transbay Tube Internal Retrofit, before the Board.

Directors Radulovich and Sweet exited the Meeting.

Director Fang moved that the General Manager be authorized to award Contract No. 09AU-110, BART Earthquake Safety Program, Transbay Tube Internal Retrofit, to California Engineering Contractors, Inc., for the Bid price of \$7,735,000.00, pursuant to notification to be issued by the General Manager and subject to the District's protest procedures. Director Blalock seconded the motion, which carried by unanimous electronic vote. Ayes – 6: Directors Blalock, Fang, Franklin, Murray, Raburn, and McPartland. Noes – 0. Absent – 3: Directors Keller, Radulovich, and Sweet.

Director Fang brought the matter of Change Order to Contract No. 15IF-110, Powell Street Station – Station Modernization, with West Bay Builders, Inc., for Station Concourse Ceiling Asbestos Abatement (C.O. No. 1), before the Board.

Directors Radulovich and Sweet reentered the Meeting.

Mr. James Gravesande, Group Manager, Transit System Development, presented the item. The item was discussed. Director Fang moved that the General Manager be authorized to execute Change Order No. 1 to Contract No. 15IF-110, Powell Street Station, Station Modernization, to West Bay Builders, Inc., in an amount not to exceed \$762,222.00, for station concourse ceiling asbestos abatement. Director Blalock seconded the motion, which carried by unanimous electronic vote. Ayes – 8: Directors Blalock, Fang, Franklin, Murray, Raburn, Radulovich, Sweet, and McPartland. Noes – 0. Absent – 1: Director Keller.

Director Fang brought the matter of Warm Springs Extension Semi-Annual Report before the Board. Mr. Paul Medved, Project Manager, Warm Springs Extension Program, and Ms. Melena Gallagher, Manager of Capital Program – Stations, presented the item. The item was discussed.

Director Blalock, Chairperson of the Planning, Public Affairs, Access, and Legislation Committee, had no report.

President McPartland called for the General Manager's Report. General Manager Grace Crunican reported on the recent launch of the "Make Your Voice Heard" campaign and the District's upcoming activities in celebration of the Lunar New Year. Ms. Crunican reported on steps she had taken and meetings she had participated in.

Director Sweet, Chairperson of the BART Police Department Review Special Committee, reported on the January 23, 2012, Committee meeting, and requested the Board's guidance on the upcoming appointment process and advised the Board of potential amendments to the Citizen Review Board model. The item was discussed. Independent Police Auditor Mark Smith addressed the Board and introduced Mr. Kobia West, Independent Police Investigator.

President McPartland called for Board Member Reports.

Director Raburn reported that he had attended an Oakland Planning Commission meeting regarding the Lake Merritt Station area, a presentation on the America's Cup at Metropolitan Transportation Commission, the District's Police Explorer kick-off event,

President McPartland brought Roll Call for Introductions before the Board.

Director Raburn requested a report on the impact of the recent lowering of the District's bond rating by one rating firm.

Director Franklin requested a future agenda item to address assaults on Station Agents to include consideration of a resolution describing the Board's position.

Director Franklin requested consideration of a District policy for the naming/designation of station sections or areas in honor of individuals, organizations, communities, etc.

Director Radulovich requested development of a strategy for addressing the long term capital maintenance needs of stations in San Mateo County.

Director Sweet requested a review of the strategy for public information officers in lieu of a District spokesperson.

President McPartland called for General Discussion and Public Comment.

The following individuals addressed the Board.

Ms. Antonette Bryant

Mr. Randall Glock

President McPartland announced that the Board would enter into closed session under Item 9-A (Conference with Labor Negotiators; Public Employee Performance Evaluation) of the regular meeting agenda, and that the Board would reconvene in open session at the conclusion of the closed session.

The Board Meeting recessed at 11:17 a.m.

The Board Meeting reconvened in closed session at 11:33 a.m.

Directors present: Directors Blalock, Fang, Murray, Raburn, Radulovich, Sweet, and McPartland.

Absent: Directors Franklin and Keller.

Director Blalock exited the Meeting.

Director Fang exited the Meeting.

Director Raburn exited the Meeting.

The Board Meeting recessed at 12:12 p.m.

The Board reconvened in open session at 12:13 p.m.

Directors present: Director McPartland.

Absent: Directors Blalock, Fang, Keller, Murray, Raburn, Radulovich, Sweet, and Franklin.

President McPartland announced that the Board had met in closed session under Item 9-A, and that there was no announcement to be made.

Board Meeting was adjourned at 12:14 p.m.

Kenneth A. Duron
District Secretary



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Clara Adamez</i>		GENERAL MANAGER ACTION REQ'D:		
DATE: <i>2/3/12</i>		BOARD INITIATED ITEM: No		
Originator/Prepared by: Tracy Johnson Dept: <i>Tracy Johnson</i>	General Counsel <i>Angela Pava</i>	Controller/Treasurer <i>[Signature]</i>	District Secretary <i>[]</i>	BARC <i>Paul Evermer</i>
Signature/Date: <i>1-30-12</i>	<i>1/30/12</i> []	<i>1/30/12</i> []	[]	<i>1/30/12</i> []
Status: Routed		Date Created: 12/30/2011		

TITLE:
Resolution Adopting the 2010 Update to the 2005 Hazard Mitigation Plan set forth in the ABAG Report, "Taming Natural Disasters," together with the District's Local Hazard Mitigation Plan Annex

NARRATIVE:
PURPOSE:

To obtain BART Board adoption of a Resolution adopting the 2010 Update to the 2005 Association of Bay Area Governments ("ABAG") Hazard Mitigation Plan as set forth in its report, "Taming Natural Disasters," together with the District's Local Hazard Mitigation Plan Annex.

DISCUSSION:

In the late 1990's it became apparent to the Federal Emergency Management Administration ("FEMA") that it needed to change its disaster-response-driven system to one based on proactive hazard risk management. The Disaster Mitigation Act of 2000 (the "Act") provides an opportunity for states, tribes and local governments to take a new and revitalized approach to hazard mitigation planning. In part, the Act created a Hazard Mitigation Grant Program (HMGP), making funds available to states to be used for development of state, tribal and local government mitigation plans. Hazard mitigation is defined as any sustained action taken to reduce or eliminate long-term risk to life and property from a hazard event.

In the past the District has submitted three applications for pre-disaster mitigation grants (PDM-C) for seismic mitigation of the Train Control Center (the "Train Control Center Project"), the seismic retrofit of systemwide equipment (the "Anchorage and Restraint of Essential Equipment Project") and a joint application with MTC and ABAG for seismic retrofit of the MetroCenter (the "MetroCenter Project"), and was successful in obtaining \$9M (\$3M from FEMA for each project) in grants to fund mitigation efforts. In order to have received said grants, the Act required both that the District have adopted the ABAG Hazard Mitigation Plan and that the District have had an approved Local Hazard Mitigation Plan in effect on or before May 1, 2005.

In order to receive future grants, the Act requires both that the District adopt the ABAG Hazard Mitigation Plan and that the District have an approved Local Hazard Mitigation Plan in effect on or before March 24, 2012. In order to fulfill that requirement, staff is proposing that the BART Board adopt the 2010 Update to the 2005 ABAG Hazard Mitigation Plan, supplemented by the District's Local Hazard Mitigation Plan Annex, as BART's own Hazard Mitigation Plan.

ABAG is coordinating a multi-jurisdictional effort to address hazards in the San Francisco Bay

Area and to assist local cities, counties and special districts in developing their Local Hazard Mitigation Plans in order to meet the requirements of the Act. Approval of BART's Local Hazard Mitigation Plan will greatly improve opportunities for future FEMA funding. Without an approved Local Hazard Mitigation Plan, BART cannot receive future pre-disaster mitigation grants and the amount of post-disaster funding would likely be reduced.

FISCAL IMPACTS:

Adoption of this Resolution will not incur any specific expenses for BART, but will allow for BART to be eligible for future FEMA funding. If this Resolution is not approved, the District will not be eligible to apply for future FEMA funding. In addition, in the event of a natural disaster, there could be significant fiscal impacts to the District which could be avoided or reduced if the District takes steps to be eligible for future FEMA funding.

ALTERNATIVE:

Take no action. In the event that BART does not adopt the 2010 Update to the 2005 ABAG Hazard Mitigation Plan as set forth in its report, "Taming Natural Disasters," together with the District's Local Hazard Mitigation Plan, it will not be eligible to receive FEMA funding for future projects.

RECOMMENDATION:

Adoption of the following motion.

MOTION:

The BART Board of Directors adopts the Resolution adopting the 2010 Update to the 2005 Association of Bay Area Governments ("ABAG") Hazard Mitigation Plan as set forth in its report, "Taming Natural Disasters," together with the District's Local Hazard Mitigation Plan Annex.

**BEFORE THE BOARD OF DIRECTORS OF THE
SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT**

In the Matter of Adopting the 2010
Update to the 2005 Hazard Mitigation Plan
Set forth in the ABAG Report, "Taming Natural
Disasters," together with the District's
Local Hazard Mitigation Plan Annex/

Resolution No. ####

WHEREAS, the Bay Area is subject to various earthquake-related hazards such as ground shaking, liquefaction, landslides, fault surface rupture, and tsunamis; and

WHEREAS, the Bay Area is subject to various weather-related hazards such as wildfires, floods, and landslides; and

WHEREAS, the San Francisco Bay Area Rapid Transit District (hereafter referred to as the District) recognizes that disasters do not recognize city, county, or special district boundaries; and

WHEREAS, the District seeks to maintain and enhance both a disaster-resistant District and region by reducing the potential loss of life, property damage, and environmental degradation from natural disasters, while accelerating economic recovery from those disasters; and

WHEREAS, the District is committed to increasing the disaster resistance of the infrastructure, health, housing, economy, government services, education, environment, and land use systems within the District; and

WHEREAS, the federal Disaster Mitigation Act of 2000 requires all cities, counties, and special districts to have adopted a Local Hazard Mitigation Plan in order to receive disaster mitigation funding from FEMA; and

WHEREAS, ABAG has approved and adopted the 2010 Update to the 2005 ABAG report, "Taming Natural Disasters," as the multi-jurisdictional Local Hazard Mitigation Plan for the San Francisco Bay Area.

BE IT RESOLVED that the District adopts and, consistent with its local annex, accepts the 2010 Update to the 2005 Hazard Mitigation Plan set forth in the ABAG report, "Taming Natural Disasters," as its Local Hazard Mitigation Plan.

BE IT FURTHER RESOLVED that the District commits to continuing to take those actions and to initiating further actions, as appropriate, as set forth in the District Annex of the ABAG Multi-jurisdictional Local Hazard Mitigation Plan.

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

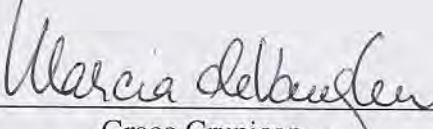
Memorandum

TO: Board of Directors **DATE:** February 3, 2012
FROM: Grace Crunican
SUBJECT: ABAG Hazard Mitigation Plan

On the Consent Calendar of the February 9, 2012 Board of Directors meeting agenda, is a Resolution adopting the Association of Bay Area Governments (ABAG) Hazard Mitigation Plan and the District's Local Hazard Mitigation Plan Annex. The Board agenda packet includes an Executive Decision Document, the draft Resolution and, a copy of the District's Local Hazard Mitigation Plan Annex.

Enclosed is a copy of the updated ABAG Hazard Mitigation Plan, which is the multi-jurisdictional umbrella plan for the local mitigation plans. The original ABAG Hazard Mitigation Plan was adopted by the BART Board of Directors on April 14, 2005.

Please contact Paul Oversier at (510) 464-6710, if you have questions or need additional information.


Grace Crunican

Enclosure

cc: Board Appointed Officers (w/o enclosure)
Deputy General Manager (w/o enclosure)
AGM, Operations



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL <i>Marcia Delaney</i>		GENERAL MANAGER ACTION REQ'D: Approve and Forward to Board		
DATE: c <i>2/1/12</i>		BOARD INITIATED ITEM: No		
Originator/Prepared by: Barbara Inaba Dept: Real Estate and Property Development <i>Barbara Inaba</i> Signature/Date: <i>1-30-2012</i>	General Counsel <i>Andrew Reeves</i> <i>1/31/12</i> []	Controller/Treasurer <i>[Signature]</i> <i>3/1/12</i> []	District Secretary []	BARC <i>Christina</i> <i>1-31-12</i> []

TITLE:

**Revised Resolution of Necessity for
Condemnation of Real Property for the East Contra Costa BART Extension
(eBART Project)
BART Parcels
P-5060-1, -2A and -2B**

NARRATIVE:

PURPOSE:

To adopt by a two-thirds vote of the entire Board the following:

1. The attached Revised Resolution of Necessity to Condemn BART Parcels P-5060-1, -2A and -2B in order to acquire fee simple and permanent slope easement interests in real property located two parcels east of 2502 Willow Avenue, Antioch, California ("FKP Parcel").

These interests in the properties, which are located in Antioch, Contra Costa County, California, are required for the construction of the East Contra Costa BART Extension ("eBART Project" or "Project").

DISCUSSION:

This Revised Resolution of Necessity is required to modify the property description set forth in the original Resolution of Necessity adopted by the Board on October 27, 2011, Resolution No. 5180. The property description changes do not modify the nature or amount of the property to be taken but are to correct the clerical inaccuracies in the property description.

On April 23, 2009, the San Francisco Bay Area Rapid Transit District ("BART" or "District") Board of Directors ("Board") certified the Final Environmental Impact Report ("FEIR") and adopted the eBART Project ("Adopted Project") consisting of an approximately 10-mile extension from the BART system starting from the existing Pittsburg/Bay Point BART Station and extending in the median of State Route 4 ("SR4"). The Adopted Project includes using Diesel Multiple Unit ("DMU") technology, rather than conventional BART technology, a transfer platform in the existing Pittsburg/Bay Point Station tailtracks, a station at Railroad Avenue in the City of Pittsburg, a terminus station east of the Hillcrest Avenue Interchange in the City of Antioch and a maintenance facility east of the Hillcrest Avenue Station ("Hillcrest Station").

In response to changed circumstances, on April 28, 2011, the Board adopted an Addendum to the FEIR, adopted the Revised Project and authorized staff to implement the Adopted Project as modified by some or all of the Revised Project elements, depending on funding availability and other contingencies as appropriate. The Revised Project takes a phased approach, with the Hillcrest Station to be constructed as the first phase. The Railroad Avenue Station would be constructed at a later time when funding becomes

available.

On October 27, 2011, the Board adopted Resolution of Necessities for acquisition of certain real property interests for the purpose of bidding, awarding and proceeding with construction of the "Parking Lot and Maintenance Facility, Contract No. 04SF-120".

BART requires acquisition of the following property interests in the FKP Parcel:

1. Approximately 154,927 s.f. in fee (BART Parcel P-5060-1); approximately 59,927 s.f. in permanent slope easement (BART Parcel P-5060-2A); and approximately 96,525 s.f. in permanent slope easement (BART Parcel P-5060-2B) in properties owned by FKP, Inc. ("FKP") located two parcels east of 2502 Willow Avenue (Portions of Assessor's Parcel Numbers 052-052-006 and 052-052-018) Antioch, California ("FKP Parcel").

The proposed use of the FKP Parcel is for construction, operation and maintenance of the maintenance yard tracks, vehicle inspection pit and utilities.

Project features proposed on or near the FKP Parcel have been specifically planned and located in an attempt to meet Project needs in the most beneficial and least environmentally harmful way possible.

The FKP Parcel is required for the successful construction of the Project and the safe and efficient operation of the eBART system. The FKP Parcel is uniquely suited to support the required Project purposes.

The offer required by Section 7267.2 of the Government Code was made to the owner(s) of record as follows:

1. For the FKP Parcel on August 26, 2011. The approved appraisal of the fair market value of the required property interests in the FKP Parcel is \$75,200. (BART Parcel P-5060-1 is \$34,100, Parcel P-5060-2A is \$11,900, Parcel P-5060-2B is \$19,100, and improvements are \$10,100)

To date, negotiations are at an impasse. The property owner of the FKP Parcel was notified on January 24, 2012 of the Board's meeting of this matter.

In order to proceed with the recommended condemnation for the FKP Parcel, the Board must determine each of the following:

1. The public interest and necessity require the proposed Project.
2. The proposed Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury.
3. The Property described in the resolution is necessary for the proposed Project.
4. That either the offer required by California Government Code Section 7267.2 has been made to the owner or owners of record, or the offer has not been made because the owner cannot be located with reasonable diligence.

FISCAL IMPACT:

Funding of \$75,200 for the acquisition of the FKP Parcel is included in the total project budget for the

FMS #04SD – eBART Right of Way Acquisition. The Office of the Controller/Treasurer certifies that funds are currently available to meet this obligation.

As of January 25, 2012, \$15,008,677 is available for this project from the following source:

<u>F/G 6206 – Regional Measure II</u>	<u>\$15,008,677</u>
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BART has expended \$7,494,370, committed \$181,008, and reserved \$0 to date for other actions. This action will commit \$75,200 leaving an available fund balance of \$7,258,009 in this project.

There is no fiscal impact on available unprogrammed District Reserves.

ALTERNATIVES:

1. Withdraw the condemnation action and proceed with negotiations without the backing of eminent domain. Withdrawal of the condemnation action may result in the property not being available for the eBART Project construction when required and exposing BART to additional escalation on the capital cost of the eBART Project and potential schedule impacts.

RECOMMENDATION:

Adoption of the following motion:

MOTION:

1. Adopt the attached, “Revised Resolution of Necessity to Condemn Real Property; Make Findings and Determinations; Authorize Eminent Domain Proceedings and Application for Possession Prior to Judgment for BART Parcel Nos. P-5060-1, P-5060-2A and P-5060-2B; Draw and Deposit Warrant.” (Two-thirds vote required.)

BEFORE THE BOARD OF DIRECTORS OF THE
SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

REVISED RESOLUTION OF NECESSITY TO)
CONDEMN REAL PROPERTY; MAKE FINDINGS)
AND DETERMINATIONS; AUTHORIZE EMINENT)
DOMAIN PROCEEDINGS AND APPLICATION)
FOR POSSESSION PRIOR TO JUDGMENT FOR)
BART PARCEL NOS. P-5060-1, P-5060-2A AND)
P-5060-2B;)
DRAW AND DEPOSIT WARRANT /)

Resolution No.

Recitals

1. The San Francisco Bay Area Rapid Transit District (“BART or District”) is undertaking the construction of the East Contra Costa BART Extension (eBART Project) (the “Project”). On April 23, 2009, the BART Board of Directors (“Board”) certified the Final Environmental Impact Report (“FEIR”) and adopted the Project. On April 28, 2011, the Board adopted modifications to the Project and an Addendum to the FEIR.

2. The Project requires the acquisition of certain property owned by FKP, Inc. a Delaware Corporation (“FKP”) that is defined in paragraph 4 of these Recitals as the Subject Property.

3. The District has complied with all requirements of the California Environmental Quality Act (“CEQA”) for the Project.

4. The District desires to acquire for public use, by exercise of the power of eminent domain, property interests, specifically, fee title and permanent easements together with all improvements situated thereon and with all rights appurtenant thereto, to certain real property owned in fee simple by FKP, as its interests appear of record, which real property, or interests in property, is

located two parcels east of 2502 Willow Avenue, Antioch, Contra Costa County, California, and is more specifically identified as BART Parcel Numbers P-5060-1, P-5060-2A and P-5060-2B (Portions of Assessor's Parcel Numbers 052-052-006 and 052-052-018), more particularly described and shown in Exhibits A, B and C, respectively, attached hereto and incorporated herein by this reference (the "Subject Property"). Parcel P-5060-1 is to be acquired in fee, together with any improvements thereon. Parcels P-5060-2A and P-5060-2B are to be acquired as permanent slope easements.

5. The Board of Directors constitutes the governing body of the District and is authorized by Sections 28953, 29010, and 29031 of the California Public Utilities Code to acquire the Subject Property by eminent domain.

6. The District has tendered a written offer to the owner or owners of record to purchase the Subject Property for the fair market value, and has sent to the owner written notice of the intent to adopt this resolution of necessity.

7. The Board of Directors has given due consideration to all oral and documentary evidence presented and has found that the acquisition of the Subject Property is required by the public interest and necessity for rapid transit purposes, more particularly to construct the Project and all incidents thereto.

8. The Board of Directors on October 27, 2011 adopted a Resolution of Necessity, Resolution No. 5180 with respect to this property, the description of the property was thereafter determined to be ambiguous and this Resolution is required solely to revise the Property description but does not alter or modify the Property required for the Project.

Now, therefore, by vote of two-thirds or more of its members, the Board of Directors of the San Francisco Bay Area Rapid Transit District does find and resolve that:

1. The public interest and necessity require the proposed Project;
2. The proposed Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury;
3. The Subject Property is necessary for the proposed Project;
4. The offer required by Section 7267.2 of the California Government Code has been made to the owner or owners of record of the Subject Property;
5. The District has complied with all conditions and statutory requirements, including those prescribed by CEQA, that are necessary to exercise the power of eminent domain to acquire the Subject Property;
6. The Subject Property is being acquired for a compatible use under California Code of Civil Procedure Section 1240.510 in that the District's use of the Subject Property will not interfere with or impair the continued use of the Subject Property for public utilities as they now exist or may reasonably be expected to exist in the future; and
7. The Subject Property is being acquired for a more necessary public use under California Code of Civil Procedure Section 1240.610 in that the District's use of the Subject Property is a more necessary public use than the use to which the property is appropriated.

BART Office of the General Counsel and/or its special counsel are hereby AUTHORIZED AND EMPOWERED:

To acquire in the name of the San Francisco Bay Area Rapid Transit District, by condemnation, the Subject Property in accordance with the provisions of the Eminent Domain Law, the Code of Civil Procedure and the Constitution of California.

To prepare and prosecute in the name of the San Francisco Bay Area Rapid Transit District such proceedings in the proper court as are necessary for such acquisition; and

To deposit the probable amount of just compensation, based on an appraisal, and to apply to said court for an order permitting the San Francisco Bay Area Rapid Transit District to take immediate possession and use the Subject Property for said public uses and purposes.

The General Manager of the San Francisco Bay Area Rapid Transit District is hereby
AUTHORIZED AND EMPOWERED:

To draw a warrant in the amount as determined by an appraisal of the fair market value of the Subject Property, made payable on F/G 6206 – Regional Measure II, said warrant to be made payable to State of California--Condemnation Deposits Fund, and deliver said warrant to said Office of the General Counsel or special counsel, or wire said sum directly to the State of California Treasurer's Office, to be deposited with said payee as security for the order for possession hereinbefore authorized.

###

**LEGAL DESCRIPTION
CITY OF ANTIOCH
COUNTY OF CONTRA COSTA
STATE OF CALIFORNIA
PORTION OF APN 052-052-006 & PORTION OF 052-052-018
DECEMBER 19, 2011**

REAL PROPERTY IN THE CITY OF ANTIOCH, COUNTY OF CONTRA COSTA, STATE OF CALIFORNIA, A PORTION OF THE NORTHWEST ONE-QUARTER OF SECTION 28, T.2N., R.2E., M.D.B.&M., BEING A PORTIONS THOSE PARCELS OF LAND DESCRIBED AS "PARCEL SIX" AND "PARCEL EIGHT" IN THE QUITCLAIM DEED RECORDED DECEMBER 26, 1995 AS DOCUMENT NO. 95-223539, OFFICIAL RECORDS OF THE CONTRA COSTA COUNTY, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE WESTERLY LINE OF SAID SECTION 28 AND THE SOUTHERLY RIGHT OF WAY LINE OF THE UNION PACIFIC RAILROAD COMPANY AS DESCRIBED IN A DEED RECORDED JANUARY 30, 1872, IN BOOK 23 OF DEEDS AT PAGE 1, OFFICIAL RECORDS OF CONTRA COSTA COUNTY, SAID WESTERLY LINE (SECTION 28) BEING THE WESTERLY LINE OF SAID PARCELS SIX AND EIGHT (95-223539); THENCE ALONG SAID WESTERLY LINE SOUTH 0° 47' 29" WEST 43.98 FEET TO THE **TRUE POINT OF BEGINNING**; THENCE THROUGH THE INTERIOR OF SAID PARCEL EIGHT SOUTH 77° 04' 45" EAST 161.99 FEET; THENCE THROUGH THE INTERIOR OF SAID PARCEL SIX THE FOLLOWING FIVE (5) COURSES: 1) SOUTH 77° 04' 45" EAST 585.16 FEET; 2) SOUTH 12° 55' 15" WEST 139.43 FEET; 3) NORTH 77° 04' 45" WEST 71.52 FEET; 4) SOUTH 88° 10' 26" WEST 551.64 FEET; 5) SOUTH 72° 32' 03" WEST 84.44 FEET TO A POINT ON SAID WESTERLY LINE OF SAID PARCEL SIX (95-223539); THENCE ALONG SAID WESTERLY LINE OF SAID PARCELS SIX AND EIGHT (95-223539) NORTH 0° 47' 29" EAST 329.92 FEET TO THE **TRUE POINT OF BEGINNING**.

CONTAINING AN AREA OF 154,927 SQUARE FEET OF LAND (3.56 ACRES), MORE OR LESS.

A PLAT MAP SHOWING THE ABOVE DESCRIBED AREA IS ATTACHED HERETO AND MADE A PART HEREOF.

THE BEARINGS AND DISTANCES FOR THE ABOVE DESCRIPTION ARE BASED ON THE CALIFORNIA COORDINATE SYSTEM OF 1983, ZONE 3, EPOCH 2004.0. MULTIPLY DISTANCES BY 1.0000605 TO OBTAIN GROUND DISTANCES.


FRANK A. BORGES, PLS 7922 DATE 12/20/2011
EXPIRATION DATE: DECEMBER 31, 2011





NW 1/4 SECTION 28
T.2N. R.2E. M.D.B.&M.

LANDS OF FKP, INC.
DOC NO. 95-223539
APN: 052-051-034

CITY OF ANTIOCH
COUNTY OF CONTRA COSTA

LANDS OF FKP, INC.
DOC NO. 95-223539
APN: 052-030-021

POINT OF COMMENCEMENT

TRUE POINT
OF BEGINNING

100' WIDE U.P.R.R. R.O.W.
23 DEEDS 1

LANDS OF ESVER
DOC NO. 95-123050
APN: 052-030-015

LANDS OF DUARTE
DOC NO. 97-0063267
APN: 052-030-016

LANDS OF ANTIOCH
PAVING CO.
PARCEL A
73 PM 22
APN: 052-030-013

LANDS OF FKP, INC.
PARCEL EIGHT
DOC NO. 95-223539
APN: 052-052-006

LANDS OF FKP, INC.
PARCEL SIX
DOC NO. 95-223539
(PARCEL B, 65 LSM 24)
APN: 052-052-018

STATE OF CALIFORNIA
5774 O.R. 345

NE 1/4 SECTION 29
T.2N. R.2E. M.D.B.&M.

STATE OF CALIFORNIA
NORTHERLY RIGHT OF WAY

STATE HIGHWAY 4

THIS PLAT WAS PREPARED BY ME OR UNDER MY DIRECT
SUPERVISION

Frank A. Borges
FRANK A. BORGES, PLS 7922
LICENSE EXPIRATION DATE
DECEMBER 31, 2011

12/20/11
DATE



GRAPHIC SCALE

BEARINGS AND DISTANCES ARE BASED ON THE CALIFORNIA
COORDINATE SYSTEM OF 1983, ZONE 3, EPOCH 2004.0;
MULTIPLY DISTANCES SHOWN BY 1.0000605 TO OBTAIN
GROUND LEVEL DISTANCES. ALL DISTANCES ARE IN FEET
AND/OR DECIMALS THEREOF, EXCEPT AS NOTED.



PLAT MAP

CO. CCC RTE. ANTIOCH

DR. NO P-5060-1 (SHEET 1 OF 1)

SCALE: 1"=200' DATE: 12/19/11

**LEGAL DESCRIPTION
CITY OF ANTIOCH
COUNTY OF CONTRA COSTA
STATE OF CALIFORNIA
PORTION OF APN 052-052-018
DECEMBER 19, 2011**

REAL PROPERTY IN THE CITY OF ANTIOCH, COUNTY OF CONTRA COSTA, STATE OF CALIFORNIA, A PORTION OF THE NORTHWEST ONE-QUARTER OF SECTION 28, T.2N., R.2E., M.D.B.&M., BEING A PORTIONS THAT PARCEL OF LAND DESCRIBED AS "PARCEL SIX" IN THE QUITCLAIM DEED RECORDED DECEMBER 26, 1995 AS DOCUMENT NO. 95-223539, OFFICIAL RECORDS OF THE CONTRA COSTA COUNTY, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE WESTERLY LINE OF SAID SECTION 28 AND THE SOUTHERLY RIGHT OF WAY LINE OF THE UNION PACIFIC RAILROAD COMPANY DESCRIBED IN THE DEED RECORDED JANUARY 30, 1872, IN BOOK 23 OF DEEDS AT PAGE 1, OFFICIAL RECORDS OF CONTRA COSTA COUNTY, SAID WESTERLY LINE OF SECTION 28 BEING THE WESTERLY LINE OF SAID PARCEL SIX (95-223539); THENCE ALONG SAID WESTERLY SECTION LINE SOUTH 0° 47' 29" WEST 373.91 FEET TO THE **TRUE POINT OF BEGINNING**; THENCE THROUGH THE INTERIOR OF SAID PARCEL SIX (95-223539) THE FOLLOWING SEVEN (7) COURSES: 1) NORTH 72° 32' 03" EAST 84.44 FEET; 2) NORTH 88° 10' 26" EAST 551.64 FEET; 3) SOUTH 77° 04' 45" EAST 71.52 FEET; 4) SOUTH 12° 55' 15" WEST 14.26 FEET; 5) SOUTH 59° 23' 28" WEST 74.99 FEET; 6) SOUTH 79° 27' 09" WEST 237.23 FEET; 7) NORTH 89° 12' 31" WEST 401.58 FEET TO A POINT ON SAID WESTERLY LINE OF SAID PARCEL SIX (95-223539) BEING THE WESTERLY LINE OF SAID SECTION 28; THENCE ALONG SAID WESTERLY LINE NORTH 0° 47' 29" EAST 63.03 FEET TO THE **TRUE POINT OF BEGINNING**.

CONTAINING AN AREA OF 59,927 SQUARE FEET OF LAND (1.38 ACRES), MORE OR LESS.

A PLAT MAP SHOWING THE ABOVE DESCRIBED AREA IS ATTACHED HERETO AND MADE A PART HEREOF.

THE BEARINGS AND DISTANCES FOR THE ABOVE DESCRIPTION ARE BASED ON THE CALIFORNIA COORDINATE SYSTEM OF 1983, ZONE 3, EPOCH 2004.0. MULTIPLY DISTANCES BY 1.0000605 TO OBTAIN GROUND DISTANCES.


FRANK A. BORGES, PLS 7922 DATE 12/20/11
EXPIRATION DATE: DECEMBER 31, 2011





NE 1/4 SECTION 29
T.2N. R.2E. M.D.B.&M.

LANDS OF FKP, INC.
DOC NO. 95-223539
APN: 052-030-021

LANDS OF ESVER
DOC NO. 95-123050
APN: 052-030-015

LANDS OF DUARTE
DOC NO. 97-0063267
APN: 052-030-016

LANDS OF ANTIOCH
PAVING CO.
PARCEL A
73 PM 22
APN: 052-030-013

TRUE POINT
OF BEGINNING

STATE OF CALIFORNIA
5774 O.R. 345

STATE HIGHWAY 4

THIS PLAT WAS PREPARED BY ME OR UNDER MY DIRECT
SUPERVISION

Frank A. Borges
FRANK A. BORGES, PLS 7922
LICENSE EXPIRATION DATE
DECEMBER 31, 2011

12/20/11
DATE

BEARINGS AND DISTANCES ARE BASED ON THE CALIFORNIA
COORDINATE SYSTEM OF 1983, ZONE 3, EPOCH 2004.0;
MULTIPLY DISTANCES SHOWN BY 1.0000605 TO OBTAIN
GROUND LEVEL DISTANCES. ALL DISTANCES ARE IN FEET
AND/OR DECIMALS THEREOF, EXCEPT AS NOTED.

CITY OF ANTIOCH
COUNTY OF CONTRA COSTA

SECTION 28
SECTION 29

POINT OF COMMENCEMENT

100' WIDE U.P.R.R. R.O.W.
23 DEEDS 1

LANDS OF FKP, INC.
PARCEL EIGHT
DOC NO. 95-223539
APN: 052-052-006

S77° 04' 45"E 71.52'
S12° 55' 15"W 14.26'
S59° 23' 28"W 74.99'

LANDS OF FKP, INC.
PARCEL SIX
DOC NO. 95-223539
(PARCEL B, 65 LSM 24)
APN: 052-052-018

P-5060-2A
59,927 SF±
1.38 AC±

NW 1/4 SECTION 28
T.2N. R.2E. M.D.B.&M.

STATE OF CALIFORNIA
NORTHERLY RIGHT OF WAY



GRAPHIC SCALE



PLAT MAP

CO. CCC RTE. ANTIOCH

DR. NO P-5060-2A (SHEET 1 OF 1)

SCALE: 1"=200' DATE: 12/19/11

**LEGAL DESCRIPTION
CITY OF ANTIOCH
COUNTY OF CONTRA COSTA
STATE OF CALIFORNIA
PORTION OF APN 052-052-018
DECEMBER 19, 2011**

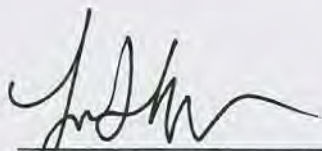
REAL PROPERTY IN THE CITY OF ANTIOCH, COUNTY OF CONTRA COSTA, STATE OF CALIFORNIA, A PORTION OF THE NORTHWEST ONE-QUARTER OF SECTION 28, T.2N., R.2E., M.D.B.&M., BEING A PORTIONS THAT PARCEL OF LAND DESCRIBED AS "PARCEL SIX" IN THE QUITCLAIM DEED RECORDED DECEMBER 26, 1995 AS DOCUMENT NO. 95-223539, OFFICIAL RECORDS OF THE CONTRA COSTA COUNTY, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

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CONTAINING AN AREA OF 96,525 SQUARE FEET OF LAND (2.22 ACRES), MORE OR LESS.

A PLAT MAP SHOWING THE ABOVE DESCRIBED AREA IS ATTACHED HERETO AND MADE A PART HEREOF.

THE BEARINGS AND DISTANCES FOR THE ABOVE DESCRIPTION ARE BASED ON THE CALIFORNIA COORDINATE SYSTEM OF 1983, ZONE 3, EPOCH 2004.0. MULTIPLY DISTANCES BY 1.0000605 TO OBTAIN GROUND DISTANCES.


FRANK A. BORGES, PLS 7922 DATE 12/20/11
EXPIRATION DATE: DECEMBER 31, 2011



NE 1/4 SECTION 29
T.2N. R.2E. M.D.B.&M.

LANDS OF FKP, INC.
DOC NO. 95-123050
APN: 052-030-021

CITY OF ANTIOCH
COUNTY OF CONTRA COSTA

LANDS OF FKP, INC.
DOC NO. 95-223539
APN: 052-051-034

POINT OF
COMMENCEMENT

100' WIDE U.P.R.R. R.O.W.
23 DEEDS 1

LANDS OF ESVER
DOC NO. 95-123050
APN: 052-030-015

LANDS OF DUARTE
DOC NO. 97-0063267
APN: 052-030-016

LANDS OF ANTIOCH
PAVING CO.
PARCEL A
73 PM 22
APN: 052-030-013

LANDS OF FKP, INC.
PARCEL EIGHT
DOC NO. 95-223539
APN: 052-052-006

P-5060-2B
96,525 SF±
2.22 AC±

LANDS OF FKP, INC.
PARCEL SIX
DOC NO. 95-223539
(PARCEL B, 65 LSM 24)
APN: 052-052-018

STATE OF CALIFORNIA
5774 O.R. 345

STATE OF CALIFORNIA
NORTHERLY RIGHT OF WAY

TRUE POINT
OF BEGINNING

STATE HIGHWAY 4

NW 1/4 SECTION 28
T.2N. R.2E. M.D.B.&M.

THIS PLAT WAS PREPARED BY ME OR UNDER MY DIRECT
SUPERVISION

FRANK A. BORGES, PLS 7922
LICENSE EXPIRATION DATE
DECEMBER 31, 2011

Frank A. Borges
12/31/11
DATE



GRAPHIC SCALE

BEARINGS AND DISTANCES ARE BASED ON THE CALIFORNIA
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AND/OR DECIMALS THEREOF, EXCEPT AS NOTED.

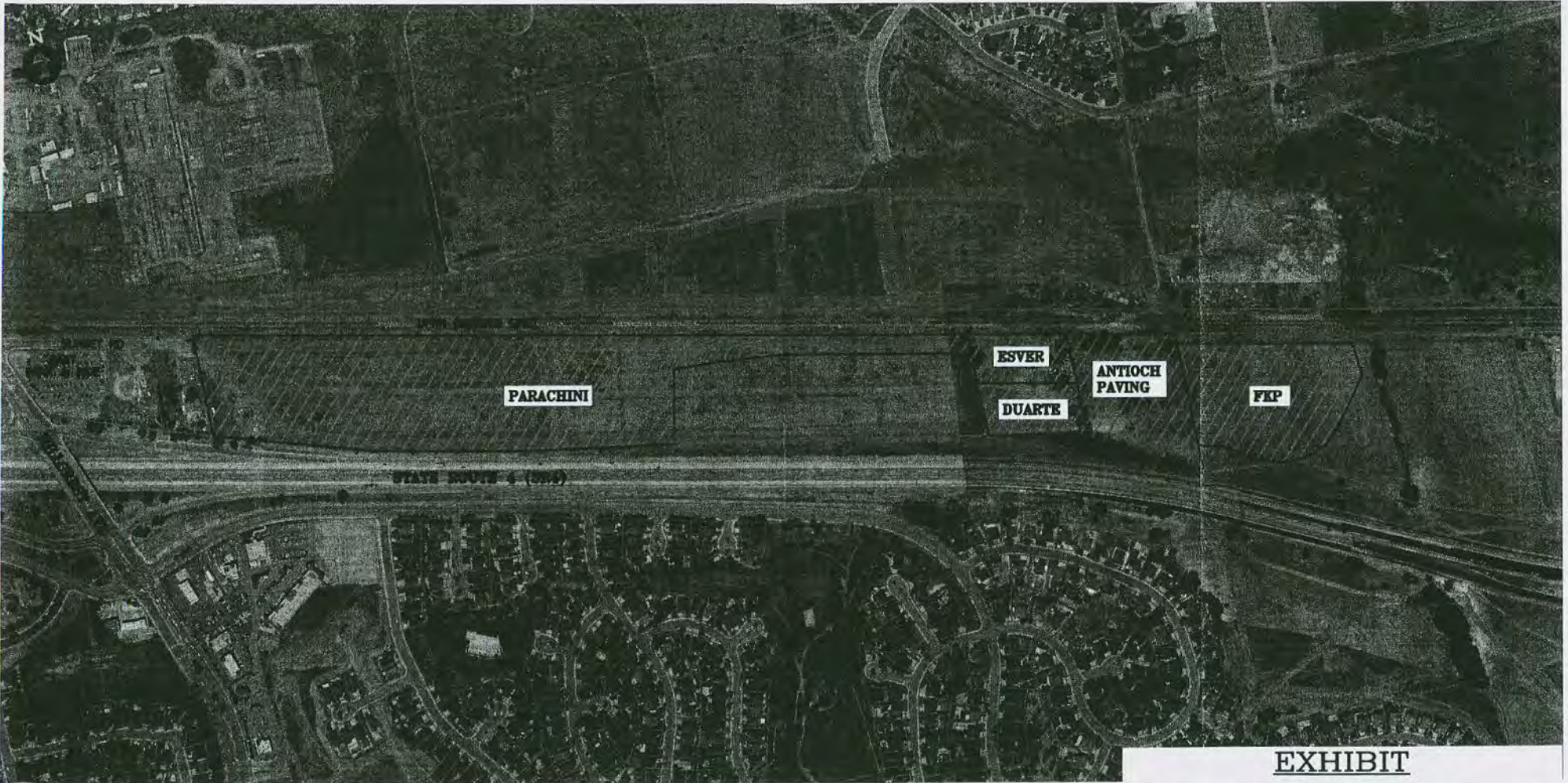


PLAT MAP

CO. CCC RTE. ANTIOCH


DR. NO P-5060-2B (SHEET 1 OF 1)

SCALE: 1"=200' DATE: 12/19/11



EXHIBIT

**eBART HILLCREST PARKING LOT &
MAINTENANCE FACILITY
PROPERTY ACQUISITION**

- PROPERTY BOUNDARY
-  BART ACQUISITION



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Walter DelBene</i>		GENERAL MANAGER ACTION REQ'D: Approve and forward to the Board		
DATE: c <i>2/3/12</i>		BOARD INITIATED ITEM: NO		
Originator/Prepared by: Maceo Wiggins Dept: <i>Ruby Smith</i> Signature Date: <i>2/4/12</i>	General Counsel <i>MP</i> <i>2/3/12</i>	Controller/Treasurer <i>[Signature]</i> <i>2/3/12</i> []	District Secretary []	BARC <i>[Signature]</i> <i>2/3/12</i> []

TITLE:

Approve Small Business Element Changes to San Francisco Bay Area Rapid Transit District's Disadvantage Business Enterprise (DBE) Program

NARRATIVE

Purpose: To authorize changes made to the San Francisco Bay Area Rapid Transit District's Disadvantaged Business Enterprise Program to include Small Business Elements.

Discussion: On January 28, 2011 the US Department of Transportation ("DOT") released new rules which detailed changes to 49 Code of Federal Regulations Part 26 (49 CFR Part 26), which governs the implementation of DBE programs by recipients of federal funding. As a result of this amendment to 49 CFR Part 26, all recipients are required to include a small business component in their DBE program and to submit this component to the Federal Transit Administration ("FTA") no later than February 28, 2012.

The District's DBE program is comprised of two parts: the first 18 sections (the "Core DBE Program") and appendices that set out procedures to implement the Core DBE Program (the "Appendices"). Together the Core Program and the Appendices comprise the DBE Program.

Pursuant to the District's DBE Program, any changes to the District's Core DBE Program require approval by the Board of Directors.

The Office of Civil Rights ("OCR") has developed the Small Business Program Elements ("SB Elements") as part of the District's race neutral efforts to facilitate competition by small business concerns and to further the District's ability to reach its overall DBE goals. The Small Business Elements include SB subcontracting participation goals and prime contractor set-asides for Micro Small Businesses. The Small Business Elements will apply to procurement of goods, professional services and construction.

A Small Business ("SB") is defined as a firm that is owned and controlled by one or more individuals whose personal net worth does not exceed the threshold set forth in 49 CFR section 26.67(b)(4), as it may be amended (currently \$1.32 million); and whose firm's average annual gross receipts for the prior three (3) tax years do not exceed the cap established by the Small Business Administration ("SBA") for firms with the same primary industry code, and in no event more than the maximum amount identified by the SBA (currently \$33.5 million).

A Micro Small Business ("MSB") is defined as a firm that is owned and controlled by one or more individuals whose personal net worth does not exceed the threshold in 49 CFR section 26.67(b)(4), as it may be amended; and whose firm's average annual gross receipts for the prior three (3) tax years do not exceed \$10 million for construction and \$6 million for procurement and professional services.

Approve Small Business Element Changes to San Francisco Bay Area Rapid Transit District's Disadvantage Business

Details and procedures regarding implementation of the SB Elements will be adopted by the Office of Civil Rights for inclusion in the DBE Program Appendices.

Fiscal Impact: The fiscal impact to the District is estimated to be \$560,000 in combined labor and other non-labor per fiscal year.

Alternative: The alternative is to not approve the changes to the District's DBE Program. This action would result in the District being found to be not implementing its DBE Program in good faith, and hence to be in non-compliance with its obligations under 49 CFR Part 26 and related federal requirements. As a result, the District could be subject to a number of actions by the DOT including the denial of federal funding and other remedies identified in 49 CFR Part 26, for failing to properly implement its DBE Program.

Recommendation: Approval of the following motion.

Motion: That the Board of Directors approve the Small Business Elements of the Disadvantaged Business Enterprise Program for the San Francisco Bay Area Rapid Transit District.

V. Administration

I. Small Business DBE Program Elements

In accordance with 49 CFR Part 26.39, the District will establish Small Business Program Elements (“SB Elements”) as part of its DBE Program. DBEs are small businesses and as such an active and effective SB Element to its DBE Program will assist the District in achieving as large a portion of its overall goal as possible through race neutral means.

For the purposes of the SB Elements, a Small Business (“SB”) is defined as a firm that is:

1. Owned and controlled by one or more individuals whose personal net worth does not exceed the threshold in 49 CFR Part 26.67(b)(4), as it may be amended.
2. The firm’s average annual gross receipts for the prior three (3) tax years do not exceed the cap established by the Small Business Administration for firms with the same primary NAICS code, and in no event more than the maximum amount identified by the Small Business Administration.

For the purposes of the SB Elements a Micro Small Business (“MSB”) is defined as a firm that is:

1. Owned and controlled by one or more individuals whose personal net worth does not exceed the threshold in 49 CFR Part 26.67(b)(4), as it may be amended.
2. The firm’s average annual gross receipts for the prior three (3) tax years do not exceed \$10 million for construction contracts and \$6 million for procurement and professional services contracts.

The SB Elements will include all reasonable steps to eliminate obstacles to small business participation on the District’s contracts. This includes, but is not limited to:

1. Small Business subcontracting goals (“SB Goals”) on DOT funded contracts;
2. Prime contract set asides for Micro Small Businesses (“MSB Set Aside”) on DOT funded contracts;

SB Goals may be set in tandem with race conscious DBE subcontracting goals, but the aggregate of both goals may not exceed total SB availability within the market area.

The contracts subject to the MSB Set Aside are subject to differing size ceilings as described below:

1. Construction - \$2 million
2. Procurement - \$2 million
3. Professional Services - \$3 million

The applicable size ceilings may be revised by the Liaison Officer, subject to the approval of the General Manager, without Board approval or action.

The District shall establish a means to certify small businesses which shall include an application package to be submitted by SB applicants to the District for the purposes of obtaining small business certification. The Liaison Officer shall develop procedures to track certified SB firms, gather and report statistical data on the SB Elements of its DBE Program, establish SB Goals and identify MSB Set Aside contracts.

The Liaison Officer will ensure that the SB Elements integrate with and complement the District’s other race-neutral DBE Program efforts. The Liaison Officer shall work in conjunction with all projects at the earliest stages of project development to ensure that the projects have, to the fullest extent feasible, been developed in a way that encourages DBE or small business participation.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Marcia de la Varga</i>		GENERAL MANAGER ACTION REQ'D: Approve and Forward to the Board		
DATE: <i>2/1/12</i>		BOARD INITIATED ITEM: No		
Originator/Prepared by: James Bridgeman Dept: Risk & Insurance <i>James Bridgeman</i>	General Counsel <i>Audrey Reeves</i>	Controller/Treasurer <i>[Signature]</i>	District Secretary []	BARC <i>Carl Warren</i>
Signature/Date: <i>1/31/12</i>	<i>2/1/12</i> []	<i>2/1/12</i> []	[]	<i>2-1-12</i> []
Status: Routed		Date Created: 01/23/2012		

TITLE:

Agreement No. 6M2031 Public Liability Claims Adjusting Services

NARRATIVE:

PURPOSE: To obtain Board authorization for the Controller-Treasurer to award Agreement No. 6M2031 to John Glenn Adjusters & Administrators, Inc. ("Glenn") of San Ramon, CA.

DISCUSSION: The Risk & Insurance Department uses a public liability claims adjuster to investigate claims, evaluate their merits, and negotiate settlements on behalf of the District. If a settlement cannot be reached with the claimant and suit is filed, the adjuster coordinates and manages defense activities with counsel selected by the District. A Source Selection Plan based on the Best Value methodology was developed for this Agreement. Under this approach, the District retained the right to award to other than the lowest cost proposal, based upon a determination that certain technical advantages available from a proposal will equate to added value to the District.

Prior to the release of the Request For Proposals (RFP), Advance Notice to Proposers was sent to 48 potential proposers. The RFP was advertised on December 16, 2011 and copies were mailed to 30 claims service organizations identified by the Risk & Insurance Department and the Office of Civil Rights. A pre-proposal meeting was held on January 3, 2012 with three firms attending. Proposals were received on January 10, 2012 from three firms: John Glenn Adjusters & Administrators, Inc., Carl Warren & Co., and Keith A. Hillegas Company, Inc.

An evaluation committee comprised of representatives from the Risk & Insurance Department, Human Resources, and the Office of Civil Rights reviewed and evaluated the proposals. The committee was chaired by a representative of Contract Administration. Proposals were first reviewed for responsiveness to the requirements of the RFP. Proposals were reviewed and scored on the basis of the following factors: experience of staff, experience with liability claims against public entities, experience with public transportation (especially rail), effective team management, and information system capabilities. As a result of the written scoring and in accordance with the evaluation procedures established in the RFP, two proposers; John Glenn Adjusters & Administrators, Inc., and Carl Warren & Co., were ranked as being within the competitive range and were invited for the oral interview phase of the selection process.

Oral interviews were conducted on January 17, 2012. After the oral interviews were scored, the written and oral evaluation scores were combined. The Committee then conducted a best value analysis, in which the cost data for the proposer with the highest combined score was evaluated to determine if it provided the best value to the District. John Glenn Adjusters & Administrators, Inc., was determined to have the highest overall score and was also the proposer with the lowest price, therefore providing the best value to the District.

The proposal submitted by Glenn has been determined to be responsive to the solicitation and the prices offered are fair and reasonable. A review of the firms financial and business data indicates that it is a responsible firm. Based on the Best Value Analysis, Glenn is recommended.

Pursuant to the District's Non-Discrimination in Subcontracting Program, the availability percentages for this contract are 16% for MBE's and 20% for WBE's. The bidder will not be subcontracting any work and will do all work with its own forces. Therefore, the District's Non-Discrimination in Subcontracting Program does not apply.

The Office of the General Counsel will review and approve the Agreement as to form.

FISCAL IMPACT: The maximum compensation under this agreement will not exceed \$414,750 for the three year term of the contract with two (2) one-year options for \$138,250 and \$145,000. The total maximum compensation will not exceed \$698,000 for the full five year term. This agreement will be funded by the Risk & Insurance Department Operating Budget for the term of the Agreement.

ALTERNATIVE: The alternative is to not award this Agreement and re-bid the services. The current Agreement expires February 28, 2012. Failure to appoint a claims adjustment firm may result in the District's inability to comply with its obligation to respond to claims. The Risk & Insurance Department does not have the resources to provide these services.

RECOMMENDATION: Adopt the following motion.

MOTION: That the Controller-Treasurer is authorized to award Agreement No. 6M2031 to John Glenn Adjusters and Administrators, Inc. for public liability claims adjusting services for a term of three years for a not to exceed amount of \$414,750, with two (2) one-year options for up to \$138,250 and \$145,000 respectively for a total not to exceed amount of \$698,000 and that the Controller-Treasurer is authorized to exercise one or both options at his discretion, subject to notification to be issued by the Controller/Treasurer and compliance with the District's protest procedures.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Margy DelBene</i>		GENERAL MANAGER ACTION REQ'D: Approve and forward to the Board on February 9, 2012.		
DATE: <i>2/1/12</i>		BOARD INITIATED ITEM: <i>No</i>		
Originator/Prepared by: Ed Pangilinan Dept: Finance Ext 6929	General Counsel	Controller/Treasurer	District Secretary	BARC
Signature/Date: <i>Ed Pangilinan 2/1/12</i>	<i>Andrea Reyes 2/1/12</i> []	<i>[Signature] 2/1/12</i> []	[]	<i>Barb New 2-1-12</i> []
Status: Approved		Date Created: 01/20/2012		

TITLE:

INDEPENDENT AUDITOR'S REPORTS ON THE BASIC FINANCIAL STATEMENTS AND INTERNAL CONTROL FOR THE FISCAL YEAR ENDED JUNE 30, 2011

NARRATIVE:

The San Francisco Bay Area Rapid Transit District Act provides that an annual audit be made of all books and accounts of the District by an independent public accountant (Public Utilities Code Section 28769). The independent certified public accounting firm of Macias, Gini and O'Connell conducted the audit for fiscal year 2011. The District's basic financial statements provide information on the District's Enterprise Fund and Fiduciary Fund. The Enterprise Fund includes all revenues, expenses, assets, liabilities and net assets related to the District's transit operations. The Fiduciary Fund shows all financial transactions of the Retiree Health Benefit Trust, which was created by the District to administer and account for assets which are restricted for the payment of retiree health premiums, as well as payments by the District for current medical premiums for retirees and surviving spouses (pay-as-you-go). Their audit concluded that the District's basic financial statements for the year ended June 30, 2011 present fairly, in all material respects, the financial position of the Enterprise Fund and the Fiduciary Fund, and are in conformity with accounting principles generally accepted in the United States of America.

As part of the examination, the auditors performed a review and evaluation of the District's internal accounting controls. The results of the evaluation are discussed in the Independent Auditor's Report on Internal Control. There are five areas of deficiencies that the auditors have identified in the District's internal control which are all related to the recent implementation of the new PeopleSoft financial system; the combination of such deficiencies resulted in a material weakness finding. The auditors report also included recommendations on how the deficiencies can be cured.

FISCAL IMPACT

None.

ALTERNATIVE

None. The District is required by law to have its books and accounts audited every year by an independent certified public accountant.

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

MEMORANDUM

TO: Board of Directors **DATE:** February 2, 2012


FROM: General Manager

SUBJECT: Outdoor Billboard Advertising, Proposal from Allvision
Requesting Policy Direction from Board of Directors

On November 17, 2011, Director Fang requested further information regarding an unsolicited proposal from Allvision for billboard consulting services (Roll Call Item #11-481). The attached presentation provides additional information and the framework for Board discussion of outdoor billboard advertising. At the meeting this Thursday, staff will be requesting policy direction from the Board regarding this issue.

By way of background, at the September 23, 2010 Board of Directors meeting, staff discussed outdoor billboard advertising within the District's right-of-way as one of several potential opportunities to generate additional advertising revenue. Staff interpreted the support from Directors at that time to be limited, therefore, staff did not actively pursue the billboard opportunity. Instead, staff continued to monitor the opportunity through subsequent meetings with Allvision and by sharing information about the District properties where billboards could be considered.

District resources would be required to pursue outdoor billboards, most significantly from the Marketing and Research, Real Estate, Legal, Operations, and Government and Community Relations departments. For this reason, policy direction is requested before proceeding. If the Board directs staff to proceed with this program, staff would first bid out the consulting services. If the value of that contract were to exceed the threshold requiring Board adoption, staff would bring the item back before the Board for approval. At a later stage, staff would issue a Request for Proposals to build and operate the billboards, and recommend to the Board one or more contracts for award.


Grace Crunican

cc: Board Appointed Officers
Deputy General Manager
Executive Staff



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Ulrica Selinger</i>		GENERAL MANAGER ACTION REQ'D: Approve and forward to the February 9, 2012 E & O Committee meeting		
DATE: c <i>2/1/12</i>		BOARD INITIATED ITEM: No		
Originator/Prepared by: Marvin E Snow Dept: Transit System Development <i>Marvin E Snow</i> 1/30/12	General Counsel <i>Andrea Davis</i> 1/30/12	Controller/Treasurer <i>[Signature]</i> 1/30/12	District Secretary []	BARC <i>Paul Weaver</i> 1/30/12
Signature/Date: [] [] [] [] []				

TITLE:

**PROFESSIONAL SERVICES AGREEMENTS
NO. 6M8056 AND NO. 6M8057
SUSTAINING CONSTRUCTION MANAGEMENT SERVICES
FOR BART PROJECTS**

NARRATIVE:

PURPOSE: Request the Board to authorize the General Manager to award Agreement No. 6M8056 to Seattle International Engineering, Inc. and Agreement No. 6M8057 to Ghiradelli Associates to provide Sustaining Construction Management Services for BART Projects.

DISCUSSION: A new tier of Professional Services Agreements called "sustaining engineering" has been developed by staff to provide an alternate to the larger general engineering/construction management agreements. The sustaining engineering awards are smaller in both duration and budget authorization and, as a result will be more frequently awarded. Through this process, a larger pool of firms can participate in District Professional Services Agreements as prime consultants, providing services on both an "on-call" and project specific basis. Sustaining engineering services are procured pursuant to the issuance of a "Request for Statement of Qualifications" ("RFSOQ"), which is a simplified procurement process for architectural and engineering services, targeting small or minority or women-owned and/or DBE firms. Professional services for construction management include a range of expertise that is frequently required to support the construction of BART's capital projects and operations improvement initiatives.

Advertisements soliciting interest in the RFSOQ were placed in a number of publications including DBE/MBE/WBE publications. A Community Outreach Meeting was held on February 17, 2011 notifying interested parties of this RFSOQ in addition to other upcoming District procurements. On August 29, 2011 an Advance Notice to Proposers was sent to approximately 64 prospective proposers and was also posted on BART's website. A Pre-Submittal Meeting for this RFSOQ was held on September 14, 2011 providing details regarding the procurement process and RFSOQ submittal requirements. The RFSOQ was distributed to all interested potential Proposers totaling 79 firms.

On October 4, 2011, proposals were received from the following 13 firms:

1. ABA Global/F.E. Jordan, a Joint Venture, San Francisco, CA
2. Acumen Building Enterprise, Oakland, CA
3. Alta Vista Solutions, Inc., Emeryville, CA
4. Cordoba Corporation, Santa Ana, CA
5. Don Todd Associates, Inc., San Francisco, CA
6. Ghiradelli Associates, Oakland, CA
7. HCG Associates, Oakland, CA
8. Luster National, Oakland, CA
9. NBA Engineering, Inc., San Francisco, CA
10. Seattle International Engineering, Inc., Alameda, CA
11. Summit Associates, Concord, CA
12. The Allen Group/Cooper Pugeda Management, Inc., a Joint Venture, San Francisco, CA
13. VSCE, Oakland, CA

The proposals were reviewed by a Selection Committee ("Committee") consisting of BART staff from Transit System Development, Maintenance and Engineering, Office of Civil Rights, and Contract Administration. Proposals were first reviewed to determine if the Proposers were considered responsive to the requirements of the RFSOQ. Subsequently, the proposals were evaluated and scored on the basis of the criteria contained in the RFSOQ with respect to qualifications of the proposing firms and the project team. As a result, the following seven firms were short-listed and selected for oral interviews, which were conducted by the Committee on November 8 and November 9, 2011:

1. ABA Global/F.E. Jordan, a Joint Venture, San Francisco, CA
2. Acumen Building Enterprise, Oakland, CA
3. Alta Vista Solutions, Inc., Emeryville, CA
4. Ghiradelli Associates, Oakland, CA
5. Seattle International Engineering, Inc., Alameda, CA
6. Summit Associates, Concord, CA
7. The Allen Group/Cooper Pugeda Management, Inc., a Joint Venture, San Francisco, CA

Based on the oral and written evaluations, the Committee determined that the two most qualified firms were Seattle International Engineering, Inc. and Ghiradelli Associates.

After making this determination, negotiations were entered into with the two most qualified firms. BART Contract Administration, with support from Internal Audit and Transit System Development, evaluated and discussed the rates and mark-ups (for a cost-plus-fixed-fee rate agreement) received from the two Proposers. These discussions were concluded on terms favorable to BART and each of the Proposers. Staff determined that the recommended rate structures are fair and reasonable, and that both firms are responsible organizations.

Accordingly, the Committee recommends two awards under RFSOQ No. 6M8056, each in an amount not to exceed \$3,000,000 for a three year period of performance as follows:

1. Seattle International Engineering, Inc.

2. Ghiradelli Associates

Work Plans (WPs) under each agreement will define individual assignments in each case subject to funding availability. Each WP will have its own scope, schedule and budget.

Pursuant to the revised DBE Program, the Office of Civil Rights is utilizing race and gender neutral efforts for professional services agreements. Therefore, no DBE participation goal was set for these Agreements. Although no DBE goal was set, each of the recommended awardees committed to the following DBE participation goals: Seattle International Engineering, Inc. - 6%; Ghiradelli Associates - 100%.

The Office of the General Counsel will approve the Agreements as to form.

FISCAL IMPACT: Each of the two Agreements has a not-to-exceed limit of \$3,000,000. District obligations will be subject to a series of WPs. Each WP will have a defined scope of services, and a separate schedule and budget. Any WP assigned for funding under a State or Federal grant will include State or Federal requirements. Capital Development and Control will certify the eligibility of identified funding sources and the Controller/Treasurer will certify availability of such funding prior to incurring project costs against these Agreements and the execution of each WP.

ALTERNATIVES: The District could reject all proposals and re-solicit new proposals. Re-issuing the RFSOQ would adversely impact the implementation of BART's Capital Program and operations improvement initiatives.

RECOMMENDATION: It is recommended that the Board adopt the following motion:

MOTION: The General Manager is authorized to award Agreement No. 6M8056 to Seattle International Engineering, Inc. and Agreement No. 6M8057 to Ghiradelli Associates to provide Sustaining Construction Management Services for BART Projects, each in an amount not to exceed \$3,000,000, pursuant to notification to be issued by the General Manager and subject to the District's protest procedures and the FTA's requirements related to protest procedures.

SUSTAINING CONSTRUCTION MANAGEMENT SERVICES FOR BART PROJECTS

- **Introduction**

The San Francisco Bay Area Rapid Transit District requires construction management services to administer, monitor, inspect and interface with construction contractors on BART construction projects. Services provided shall comply with the latest edition of all applicable codes, ordinances, criteria, standards, regulations, and other applicable laws.

Request for Statement of Qualifications No. 6M8056 was issued to provide the District with the required services. The RFSOQ:

- Described the detailed, objective selection process to be used;
- Indicated the criteria for making the selection; and
- Stated the District intended to award two Agreements for these services.

- **Scope of Services**

Consultant shall manage and monitor BART construction contracts by providing services which include:

- Project Communications/Record Keeping and Meeting Coordination
- Cost Management
- Schedule Management
- Technical Support
- Environmental Monitoring
- Coordination with Other Agencies
- Project Reporting
- Project Close-out

- **Selection Process**

Followed California Government Code and Federal Brooks Act regulations related to the procurement of Architectural & Engineering services in which:

- Proposers are first evaluated on the basis of their qualifications, both written and oral; and
- Upon determining the most qualified proposers, terms and conditions of the Agreement are then negotiated.

Terms and conditions favorable to the District have been successfully negotiated with the most qualified proposers; therefore, staff recommends awarding two Agreements as outlined on the following page.

RECOMMENDED AWARDS

- **Agreement No. 6M8056**

Seattle International Engineering, Inc., Alameda, California for a three year period for total not to exceed amount of \$3,000,000.

4 Subconsultants

Name and Location

EM Construction Management, Oakland, CA

Shiralian Management Group, Berkeley, CA

Jade Associates, Martinez, CA (DBE)

Garcia and Associates, Oakland, CA (DBE)

Services

Office Engineer

Resident Engineer, Claims and Scheduling

Office Engineer

Environmental Monitoring

- **Agreement No. 6M8057**

Ghiradelli Associates, Oakland, California (DBE) for a three year period for total not to exceed amount of \$3,000,000. All construction management services have been proposed to be performed by this DBE firm.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Marcia deVaugen</i>		GENERAL MANAGER ACTION REQ'D: Approve and forward to the February 9, 2012 E & O meeting		
DATE: c <i>2/1/12</i>		BOARD INITIATED ITEM: No		
Originator/Prepared by: Marvin E Snow Dept: Transit System Development <i>Marvin E Snow</i> Signature/Date: <i>1/30/12</i>	General Counsel <i>Andrew Kawa</i> <i>1/30/12</i> []	Controller/Treasurer <i>[Signature]</i> <i>1/30/12</i> []	District Secretary []	BARC <i>[Signature]</i> <i>1/30/12</i> []

TITLE:

**PROFESSIONAL SERVICES AGREEMENTS
NO. 6M8051, 6M8052 AND 6M8053
CONSTRUCTION MANAGEMENT SERVICES
FOR BART PROJECTS**

NARRATIVE:

PURPOSE: Request the Board to authorize the General Manager to award Agreement No. 6M8051 to UCM, a Joint Venture of URS Corporation and Cooper Pugeda Management, Inc.; Agreement No. 6M8052 to The Allen Group, LLC (TAG) and Vali Cooper & Associates, Inc., a Joint Venture; and Agreement No. 6M8053 to Jacobs Project Management Company to provide Construction Management Services for BART Projects.

DISCUSSION: On October 22, 2009, the Board authorized the General Manager to execute Agreement No. 6M8034 with AECOM Technical Services, Inc., Agreement No. 6M8035 with Jacobs Project Management Company, Agreement No. 6M8036 with PGH Wong Engineering, Inc.; and Agreement No. 6M8037 with UBCM, a Joint Venture of URS Corporation, B&C Transit Consultants, Inc., and Cooper Pugeda Management, Inc. to provide construction management services for BART projects. Each Agreement was for an amount not to exceed \$15 Million and for a term of up to five years. Construction management services under these Agreements have been utilized or otherwise scheduled. Therefore, new agreements are now needed to provide the District with these essential construction management services. As a result, the District issued Request for Proposals (RFP) No. 6M8051 on August 29, 2011 to solicit construction management services.

Advertisements soliciting interest in the RFP were placed in a number of publications including DBE/MBE/WBE publications. A Community Outreach Meeting was held on February 17, 2011 notifying interested parties of this RFP in addition to other District procurements. On August 27, 2011 an Advance Notice to Proposers was sent to approximately 487 prospective proposers and was also posted on BART's website. A Pre-Proposal Meeting for this RFP was held on September 14, 2011 providing details regarding the procurement process and RFP submittal requirements. The RFP was distributed to all interested potential Proposers totaling 179 firms.

On October 4, 2011, proposals were received from the following 12 firms:

1. AECOM, Oakland, CA
2. C2PM, San Francisco, CA
3. Caltrop, Emeryville, CA
4. Cornerstone Transportation Consulting, Inc./PGH Wong Engineering, a Joint Venture, San Francisco, CA
5. 4 Leaf, Inc., Pleasanton, CA
6. Ghiradelli Associates, Oakland, CA
7. Hill International, Marlton, NJ
8. Jacobs Project Management Company, Oakland, CA
9. PMA Consultants, Orlando, FL
10. Parsons Brinckerhoff, San Francisco, CA
11. The Allen Group/Vali Cooper & Associates, Inc., a Joint Venture, San Francisco, CA
12. UCM, a Joint Venture, San Francisco, CA

The proposals were reviewed by a Selection Committee ("Committee") consisting of BART staff from Transit System Development, Maintenance and Engineering, Office of Civil Rights, and Contract Administration. Proposals were first reviewed to determine if the Proposers were considered responsive to the requirements of the RFP. Subsequently, the proposals were evaluated and scored on the basis of the criteria contained in the RFP with respect to qualifications of the proposing firms and the project team. As a result, the following nine firms were short-listed and selected for oral interviews, which were conducted by the Committee during the period December 9-11, 2011:

1. AECOM, Oakland, CA
2. C2PM, San Francisco, CA
3. Cornerstone Transportation Consulting, Inc./PGH Wong Engineering, a Joint Venture, San Francisco, CA
4. Ghiradelli Associates, Oakland, CA
5. Hill International, Marlton, NJ
6. Jacobs Project Management Company, Oakland, CA (Jacobs)
7. Parsons Brinckerhoff, San Francisco, CA
8. The Allen Group/Vali Cooper & Associates, Inc., a Joint Venture, San Francisco, CA (TAG/Vali Cooper)
9. UCM, a Joint Venture, San Francisco, CA (UCM)

Based on the oral and written evaluations, the Committee determined that the three most qualified firms were Jacobs, TAG/Vali Cooper and UCM.

After making this determination, negotiations were entered into with the three most qualified firms. BART Contract Administration, with support from Internal Audit and Transit System Development, evaluated and discussed the rates and mark-ups (for a cost-plus-fixed-fee rate agreement) received from the three Proposers. These discussions were concluded on terms favorable to BART and each of the Proposers. Staff determined that the recommended rate structures are fair and reasonable, and that the three above-listed firms are responsible

organizations.

Pursuant to the revised DBE Program, the Office of Civil Rights is utilizing race and gender neutral efforts for professional services agreements. Therefore, no DBE participation goal was set for these Agreements. Although no DBE goal was set, each of the recommended awardees committed to the following DBE participation goals: UCM - 32%; TAG/Vali Cooper - 17.5%, and Jacobs 34.5%.

Accordingly, the Committee recommends three awards under RFP No. 6M8051, each in an amount not to exceed \$20,000,000 for a five year period of performance as follows:

1. UCM, a Joint Venture
2. The Allen Group/Vali Cooper & Associates, Inc., a Joint Venture
3. Jacobs Project Management Company, Oakland, CA (Jacobs)

Work Plans (WPs) under each agreement will define individual assignments in each case subject to funding availability. Each WP will have its own scope, schedule and budget.

The Office of the General Counsel will approve the Agreements as to form.

FISCAL IMPACT: Each of the three Agreements has a not-to-exceed limit of \$20,000,000. District obligations will be subject to a series of WPs. Each WP will have a defined scope of services, and a separate schedule and budget. Any WP assigned for funding under a State or Federal grant will include State or Federal requirements. Capital Development and Control will certify the eligibility of identified funding sources and the Controller/Treasurer will certify availability of such funding prior to incurring project costs against these Agreements and the execution of each WP.

ALTERNATIVES: The District could reject all proposals and re-solicit new proposals. Re-issuing the RFP would adversely impact the implementation of BART's Capital Program and operations improvement initiatives.

RECOMMENDATION: It is recommended that the Board adopt the following motion:

MOTION: The General Manager is authorized to award the below listed Agreements to provide Construction Management Services for BART Projects in an amount not to exceed \$20,000,000 each, pursuant to notification to be issued by the General Manager. The awards are subject to the District's protest procedures and the FTA's requirements related to protest procedures.

1. Agreement No. 6M8051 to UCM, a Joint Venture
2. Agreement No. 6M8052 to The Allen Group/Vali Cooper & Associates, Inc., a Joint Venture
3. Agreement No. 6M8053 to Jacobs Project Management Group

CONSTRUCTION MANAGEMENT SERVICES FOR BART PROJECTS

- **Introduction**

The San Francisco Bay Area Rapid Transit District requires a full range of construction management services over the next five years to support its Capital Improvement Program and other BART Projects.

The construction management services are required for significant Capital projects such as East Contra Costa BART Extension (eBART), Earthquake Safety Program (ESP), Oakland Airport Connector (OAC), Warm Springs Extension (WSX), as well as Core System projects such as Parking and Intermodal Access, Mainline and Yard Infrastructure, Facilities (Stations and Buildings), Train Control Systems, Transit Power Systems, Controls and communications, Automatic Fare Collection Equipment (AFC), and Rail Vehicle Support (Standard BART and eBART/DMU equipment).

Professional services to be provided by the selected Consultants under the three awarded Agreements include construction management and procurement activities and other related work associated with BART Projects. Consultants shall manage and work in conjunction with BART staff and other consultant team members, as appropriate, to support BART Projects. Services provided shall comply with the latest edition of all applicable codes, ordinances, criteria, standards, regulations, and other applicable laws. Consultants shall maintain required professional and business licenses throughout the duration of the Agreements, as appropriate.

Request for Proposal No. 6M8051 was issued to provide the District with the required services. The RFP:

- Described the detailed, objective selection process to be used;
- Indicated the criteria for making the selection; and
- Stated the District intended to award three Agreements for these services.

- **Scope of Services**

Construction Management	Project Communications	Cost Management
Schedule Management	Technical Support	Environmental Monitoring
Coordination with Other Agencies	Project Reporting	Project Close-out
Quality Control/Quality Assurance	Procurement Services	Claims Management and Dispute Resolution

- **Selection Process**

The selection process followed the California Government Code and Federal Brooks Act regulations related to the procurement of Architectural & Engineering services in which:

- Proposers are first evaluated on the basis of their qualifications, both written and oral; and
- Upon determining the most qualified proposers, terms and conditions of the Agreement are then negotiated.

Terms and conditions favorable to the District have been successfully negotiated with the most qualified proposers; therefore, staff recommends awarding three Agreements as outlined on the following pages.

RECOMMENDED AWARD

- **Agreement No. 6M8051 - Construction Management Services**

UCM, a Joint Venture between URS Corporation and Cooper Pugeda Management, Inc. (DBE), San Francisco, California for a five year period for total not to exceed amount of \$20,000,000.

- **14 Subconsultants**

Name and Location

ABA Global, San Francisco, CA (DBE)
B&C Transit, Inc., Oakland, CA
CH2M Hill, Oakland, CA
CM, Inc., San Francisco, CA

Davillier-Sloan, Inc., Oakland, CA (DBE)
JLA Insurance Services, Alameda, CA
Kal Krishnan Consulting Services, Inc., Oakland, CA (DBE)

Lea+Elliott, Inc., San Francisco, CA
LKG-CMC, Inc., Glendale, CA (DBE)
LS Gallegos & Associates, Inc., Centennial, CO (DBE)

Quality Engineering, Inc., Oakland, CA (DBE)
S&C Engineering, Inc., Oakland, CA

Seattle International Engineering, Inc., Alameda, CA

Stantec Consulting Services, Inc., San Francisco, CA

Services

Construction Management, Emergency Response
Train Control Systems, Transit Power Systems, Controls and Communications
Rail Vehicle Procurement and Automatic Fare Collection
Design Review, Construction Management, Procurement Services, Claims
Management and Dispute Resolution Assistance, Emergency Response
Labor Compliance
Safety Monitoring
Design Review, Construction Management, Procurement Services, Claims
Management and Dispute Resolution Assistance, Emergency Response
Transit Systems Consulting
Document Control
Design Review, Construction Management, Procurement Services, Claims
Management and Dispute Resolution Assistance, Emergency Response
Quality Assurance
Design Review, Construction Management, Procurement Services, Claims
Management and Dispute Resolution Assistance, Emergency Response
Design Review, Construction Management, Procurement Services, Claims
Management and Dispute Resolution assistance, Emergency Response
Transit Controls and Communications

RECOMMENDED AWARD

- **Agreement No. 6M8052 - Construction Management Services**

The Allen Group, LLC, San Francisco, CA and Vali Cooper & Associates, Inc., Pt. Richmond, CA a Joint Venture, for a five year period for total not to exceed amount of \$20,000,000.

- **15 Subconsultants**

Name and Location

Aura Management Consulting, LLC, Orinda, CA (DBE)
B&C Transit, Inc., Oakland, CA
Chaves & Associates, San Francisco, CA (DBE)
Construction Testing Services, Pleasanton, CA
EM Construction Management, Oakland, CA
Hanna Engineering, Inc., San Francisco, CA
HDR, Inc., Walnut Creek, CA
LEE Incorporated, San Francisco, CA (DBE)
M. Lee Corporation, Walnut Creek, CA (DBE)
Parikh Consultants, Inc., Oakland, CA (DBE)
P H Adams & Associates, San Francisco, CA (DBE)
Shiralian Management Group, Inc., Berkeley, CA
Structus, Inc., San Francisco, CA (DBE)
Towill, Inc., Concord, CA
Townsend Management, Inc., San Francisco, CA (DBE)

Services

Construction Management Support
Electrical Special Systems Transit Power Communications
Document Control
Special Inspections Testing
Office Engineer Construction Management Support
Construction Management Support
Construction Management Support
Environmental Monitoring
Estimating
Geotechnical
Quality Assurance
Claims Analyst
Structural Engineering-CADD
Surveying
Construction Management Support

RECOMMENDED AWARD

- **Agreement No. 6M8053 - Construction Management Services**
Jacobs Project Management Co., Oakland, CA for a five year period for total not to exceed amount of \$20,000,000.

- **17 Subconsultants**

Name and Location

Acumen Building Enterprise, Oakland, CA (DBE)
AMEC E&I, Inc., San Diego, CA
Acoustic Strategies Inc. (dba ATS Consulting)
B&C Transit Consultants, Oakland, CA (DBE)
E M Construction Management, Oakland, CA
Inspection Services, Inc., Oakland, CA (DBE)
Kal Krishnan Consulting Services, Inc., Oakland, CA (DBE)
Larkin & Associates, San Francisco, CA
Lee L. Davis & Associates, Oakland, CA (DBE)
M. Lee Corporation, Walnut Creek, CA (DBE)
Railcar Quality Services, LLC, Gold River, CA (DBE)
RailPros, Inc., Belmont, CA
Saylor Consulting Group, San Francisco, CA
Seattle International Engineering, Inc., Alameda, CA
Shiralian Management Group, Inc., Berkeley, CA
Swinerton Management & Consulting, San Francisco, CA
Ventura Consulting Group, Ventura, CA

Services

Construction Management
Quality Assurance, Special Inspections
Noise and Vibration Monitoring
Systems
Office Engineering
Materials Testing
Construction Management
Construction Management, Claims Analysis
Labor Compliance
Estimating
Vehicles
Track CM
Estimating
Maintenance Facility/Vehicles Support
Claims Analysis
Scheduling, Stations and Parking Structures
Partnering/Dispute Resolution



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Marcia DeLaunay</i>		GENERAL MANAGER ACTION REQ'D: Approve and forward to Board of Directors		
DATE: <i>2/1/12</i>		BOARD INITIATED ITEM: No		
Originator/Prepared by: Thomas Horton Dept: TSD <i>Thomas D. Horton</i> Signature/Date: <i>1/30/12</i>	General Counsel <i>Andrea Rawas</i> <i>1/30/12</i>	Controller/Treasurer <i>[Signature]</i> <i>1/30/12</i>	District Secretary []	BARC <i>Paul Creswell</i> <i>1/30/12</i>
Status: Routed		Date Created: 01/09/2012		

TITLE:

Contract No. 15SU-110, BART Earthquake Safety Program Aerial Structures West Oakland Abutment A-1 to Pier P-109, Change Order No. 98

NARRATIVE:

PURPOSE:

To authorize the General Manager to execute Change Order No. 98, CIDH Differing Site Conditions, in an amount not to exceed \$299,475, to Contract No. 15SU-110, BART Earthquake Safety Program Aerial Structures West Oakland Abutment A-1 to Pier P-109, with R&L Brosamer, Inc.

DISCUSSION:

The Board of Directors authorized the General Manager to award Contract No. 15SU-110, BART Earthquake Safety Program Aerial Structures West Oakland Abutment A-1 to Pier P-109, to R&L Brosamer, Inc., on October 22, 2009. Included in the Contract scope of work was the installation of Cast In Drill Hole (CIDH) piles at several locations. When the Contractor began installation of these CIDH piles, it encountered pressurized subsurface water that was not described in the Contract Documents. This water flow was encountered at several other locations, requiring the Contractor to alter its method of pile installation and consequently incur additional cost.

Pursuant to Board Rule 5-2.4, Change Orders involving expenditures greater than \$200,000 require Board approval.

The costs claimed by the Contractor include direct costs incurred as well as costs for reduction in productivity and delay to contract completion. This change compensates the Contractor for direct costs and reduction in productivity. Further negotiation of the Contractor's requested time delay could require staff to return to the Board for further authorization.

The Office of the General Counsel will approve this Change Order as to form prior to execution. The Procurement Department will review this Change Order prior to execution for compliance with procurement guidelines.

FISCAL IMPACT:

The total not to exceed amount of \$299,475.00 for Change Order No. 98 is included in the total project budget for FMS #15SU000 – Aerial Structures Seg 1 North. The Office of the Controller/Treasurer certifies that funds are currently available to meet this obligation.

As of January 10, 2012, \$59,817,935.92 is available for this project from the following sources:

Fund Number	Fund Description	Funded Amount
801F	ESP – GO Bond	\$ 11,092,969.92
801J	ESP – Unissued GO Bond	\$ 2,020,319.00
3831	FHWA –L240/BNBO	\$ 35,859,648.00
5361	LSSRP	\$ 4,645,999.00
535S	Prop IB	\$ 6,199,000.00
Total		\$59,817,935.92

BART has expended \$52,429,715.65, committed \$640,391.16, and reserved \$0.00 to date for other actions. This action will commit \$299,475.00 leaving an available fund balance of \$6,448,354.11 in this project.

There is no fiscal impact on available unprogrammed District Reserves.

ALTERNATIVES:

The Board can elect not to authorize the execution of this Change Order. The District will likely receive a claim from the Contractor for costs related to addressing the CIDH differing site conditions.

RECOMMENDATION:

Recommend that the Board approve the following motion:

MOTION:

The General Manager is authorized to execute Change Order No. 98, CIDH Differing Site Conditions, in an amount not to exceed \$299,475, to Contract No. 15SU-110, BART Earthquake Safety Program Aerial Structures West Oakland Abutment A-1 to Pier P-109, with R&L Brosamer, Inc.

EXECUTIVE DECISION DOCUMENT

Date: 01/09/2012

ATTACHMENT#
CONTRACT NO. 15SU-110

CO No: 98

CHANGE ORDER SUMMARY

BACKGROUND

Program:	Earthquake Safety Program
Name of Contractor:	R&L Brosamer, Inc.
Contract No./NTP	15SU-110/ January 25, 2010
Contract Description:	Aerial Structures West Oakland A-1 to P-109
Monetary Percent Complete as of 01/09/2012	93.03%
Physical Percent Complete as of 01/09/2012	98.00%

<u>COST</u>	<u>% of Award</u>	<u>CO Totals</u>	<u>Contract Amount</u>
Original Contract Amount			\$15,188,930.00
Other than Board Authorized CO's	18.30%	\$2,895,124.94	
Board Authorized Change Orders (CCO 49 Part 2)	2.65%	\$ 402,643.02	
This Change Order No. 98	1.97%	\$ 299,474.94	
Subtotal of all Change Orders	23.68%	\$3,597,242.90	
<u>Revised Contract Amount</u>			\$18,786,172.90

SCHEDULE

Original Contract Duration	760 days
Time Extension to Date:	0 Days
Time Extension due to approved CO's	0 Days
Revised Contract Duration:	760 days

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

MEMORANDUM

TO: Board of Directors

DATE: February 3, 2012

FROM: Board President

SUBJECT: Advancement of Proposed BART to Livermore Project, Phase 1

Per my request, the General Manager has provided the attached background information on the proposed BART to Livermore Project, Phase 1. At the BART Board of Directors meeting on February 9, 2012, I will be requesting that the Board approve a motion directing staff to advance a Proposed BART to Livermore Project, Phase 1, to the next level of project development, including environmental review, conceptual engineering, development of Ridership Development Plans, and Title VI analysis, as appropriate. This motion would also direct staff to initiate the establishment of a project partnership for expedited project delivery stages and seek funding from outside sources.



John McPartland

Attachment

cc: Board Appointed Officers
Deputy General Manager
Executive Staff

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

Memorandum

TO: President McPartland **DATE:** February 3, 2012
FROM: General Manager
SUBJECT: Advancement of Proposed BART to Livermore Project, Phase 1

As you requested, we have prepared a potential plan for advancing the proposed BART to Livermore Project, Phase I, to the next level of project development, including environmental review, conceptual engineering, development of Ridership Development Plans, and Title VI analysis, as appropriate. The motion will also direct staff to initiate the establishment of a project partnership for expedited project delivery stages and seek funding from outside sources.

The 2007 San Francisco Bay Area Regional Rail Plan was the first comprehensive look at the Bay Area's rail system since the 1957 Rail Plan, the initial blueprint for the BART system. A Livermore extension was identified in the initial BART system plan, and its importance was again affirmed nearly 50 years later in the Regional Rail Plan as a vital link needed to connect to the regional rail network.

A 90 Day Plan was initiated to identify an implementable solution making this link. After decades of study culminating in the BART Board certification of a program-level environmental clearance of an estimated \$3.83 billion project in 2010, it was determined that a phased, lower cost solution was needed. As deadlines for regional funding plans advanced, a concept emerged that aimed to maximize new High-Occupancy Vehicle (HOV) lane infrastructure on I-580 by creating a more "seamless" bus to BART transfer. The proposed concept would extend BART eastward along I-580 to the vicinity of Portola Avenue/I-580, and provide a bus transfer station to serve Livermore's priority development areas. A proposed Phase 1 concept was presented to the Tri-Valley Regional Rail Working Group on July 26, 2011 and development of the 90 Day Plan was advanced in partnership with the City of Livermore and through funding by the Alameda County Transportation Commission (ACTC). The results of the Plan will be presented at an upcoming Tri-Valley Regional Rail Working Group meeting in February.

The project, which would feature a five mile BART extension, transfer station, and express bus service, is estimated to cost in the range of \$1.15 billion (\$2013). The gross annual operating costs of the extension and the related express bus service would be in the range of \$33 million annually (before fare box revenues). Daily year 2035 ridership would be in the range of 21,000 new transit riders.

Potential Metropolitan Transportation Commission (MTC) and ACTC funding sources have been identified for project advancement. Funding to advance the project will be from external sources with no impact on available District capital reserves.

With sufficient funding and Board approval, the Phase 1 Project Concept can be advanced into project-level environmental review. Conceptual engineering and the development of Ridership Development Plans for proposed stations would also be included. A scoping process would be conducted to identify issues for evaluation and alternatives to the proposed Project. It is expected that the alternatives to be considered in the environmental review process would include, but not be limited, to the following:

- No Project
- Transportation Demand Management (TDM) – Bus transfer enhancements near the Dublin-Pleasanton BART Station
- Diesel Multiple Unit (DMU) service, in lieu of the BART technology
- BART technology, combined with feeder bus

MOTION

The Board of Directors directs staff to advance the proposed BART to Livermore Project, Phase 1 to the next level of project development, including environmental review, conceptual engineering, development of Ridership Development Plans, and Title VI analysis, as appropriate. The Board also directs staff to initiate the establishment of a project partnership for purposes of advancing expedited project delivery strategies and to seek external funding sources to advance the project with no impact on available District capital reserves.



Grace Crunican

cc: Board Appointed Officers
Deputy General Manager
Executive Staff



CAPITOL CORRIDOR JOINT POWERS AUTHORITY

MEETING OF THE BOARD OF DIRECTORS

Wednesday February 15, 2012

10:00 a.m.

City Council Chambers
Suisun City Hall
701 Civic Center Blvd., Suisun City, CA
(see attached map)

Vision Plan Workshop

A special workshop to update the CCJPA *Vision Plan* (April 2005) will begin immediately upon adjournment of the Board Meeting.

DRAFT AGENDA

- I. Call to Order
- II. Roll Call and Pledge of Allegiance
- III. Report of the Chair
- IV. Minutes of the November 16, 2011 Meeting *Action*
- V. Consent Calendar [no items]
- VI. Action and Discussion Items
 1. Business Plan Update (FY 2012-13 – FY 2013-14) *Action**
 2. Capitalized Maintenance – Phase 3 *Action*
 3. Legislative Matters/Governor's Draft FY 12-13 Budget *Action*
 4. Principles for CCJPA Bike Policy *Action*
 5. Results of January 2011 On-Board Surveys *Info*
 6. Managing Director's Report *Info*
 7. Work Completed *Info*
 - a. Capitol Corridor Annual Performance Report (FFY 2011)
 - b. CCJPA Annual Independent Audit (FY11)
 - c. Wireless Network (On-Board WiFi Service)
 - d. Marketing Activities (November 2011 – January 2012)
 8. Work in Progress *Info*
 - a. Capitol Corridor Service at New Caltrain Santa Clara/University Station
 - b. Yolo Causeway West Crossover Project
 - c. Additional Standby Power Units at Sacramento Valley Station
 - d. Transportation for Law Enforcement Officers on Capitol Corridor Trains
 - e. Sacramento-Roseville 3rd Track Environmental Review/Preliminary Engineering
 - f. Proposition 1B Transit Safety/Security Improvement Projects
 - g. Proposed Extension of Capitol Corridor Trains to Salinas
 - h. Upcoming Marketing Activities
- VII. Board Member Reports
- VIII. Public Comments
- IX. Adjournment. Next Meeting Date: 10:00 a.m., April 20, 2011, at City Council Chambers, Suisun City Hall, 701 Civic Center Blvd., City of Suisun City, CA

Notes:

Members of the public may address the Board regarding any item on this agenda. Please complete a "Request to Address the Board" form (available at the entrance of the Boardroom and at a teleconference location, if applicable) and hand it to the Secretary or designated staff member before the item is considered by the Board. If you wish to discuss a matter that is not on the agenda during a regular meeting, you may do so under Public Comment. Speakers are limited to three (3) minutes for any item or matter. The CCJPA Board reserves the right to take action on any agenda item.

Consent calendar items are considered routine and will be enacted, approved or adopted by one motion unless a request for discussion or explanation is received from a CCJPA Board Director or from a member of the audience.

* Approval of the business plan requires an affirmative vote of at least two-thirds (11) of the appointed members.

The CCJPA Board provides services/accommodations upon request to persons with disabilities who wish to address Board matters. A request must be made within one and five days in advance of a Board meeting, depending on the service requested. Call (510) 464-6085 for information.

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

Memorandum

TO: Board of Directors

DATE: February 3, 2012

FROM: District Secretary

SUBJECT: Citizen Review Board Citizen-At-Large Appointment

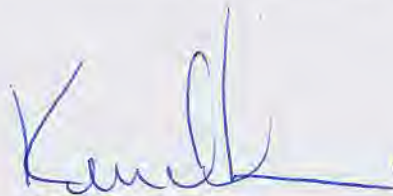
The appointment of a public-at-large member to the Citizen Review Board is scheduled for the February 9, 2012 Board Meeting. A vacancy exists for the public-at-large seat due to the resignation of the member that the Board appointed to the seat at its meeting on March 10, 2011.

As requested at its meeting on January 26, 2012, applicants for the public-at-large seat who were part of the appointment process in March 2011 were asked if they have a continuing interest in serving on the CRB. Of the eleven (11) applicants contacted nine (9) wish to be considered for the vacant public-at-large seat, one (1) has moved out of the District and is no longer eligible, and one (1) has not responded to contact efforts.

The member that is selected by the Board on February 9 will serve out the remainder of a one-year term and will be eligible for reappointment to a two-year term in July 2012. We propose to use the same process for selection of the public-at-large members as in 2011. Each applicant has been invited to attend the Board Meeting and will be afforded up to two minutes to address the Board. Each Director will vote for the public-at-large member by indicating on a ballot their top three choices, in order of preference. The District Secretary will determine the final tally using a weighted point method. The Board will be asked to ratify the appointment (motion attached).

Should you have questions or comments, please contact the Independent Police Auditor or me at your convenience.

Thank you.



Kenneth A. Duron

Attachments

cc: Board Appointed Officers
Deputy General Manager
Office of the District Secretary

RATIFICATION OF CITIZEN REVIEW BOARD APPOINTMENT

MOTION:

That the Board of Directors ratifies the Citizen Review Board appointment to fill the vacant public-at-large seat for the remainder of its one-year term that expires on June 30, 2012.

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

**CITIZEN REVIEW BOARD
PUBLIC-AT-LARGE APPLICANTS
February 3, 2012**

<u>Name</u>	<u>City</u>	<u>District</u>
Michael M. Bergen	Pittsburg	2
Freddye Davis	Hayward	6
Cydia Garrett	Danville	1
Candace Hill	Oakland	4
Rev. Dr. Audrey Lewis	Oakland	4
Cora Oliver-Ward	El Sobrante	7
Crystal Porter	Hayward	5
Chandra Wallace	Antioch	2
Kim Weinstein	Walnut Creek	1