

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

BOARD MEETING AGENDA

December 4, 2014

9:00 a.m.

A regular meeting of the Board of Directors will be held at 9:00 a.m. on Thursday, December 4, 2014, 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 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. Award of Invitation for Bid No. 8932, Procurement of Fuse, Collector Shoe.* Board requested to authorize.
- B. Award of Invitation for Bid No. 8939A, Procurement of Transit Rail Car Switcher, D&E Cars.* Board requested to authorize

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

A. CONFERENCE WITH LABOR NEGOTIATORS: PUBLIC EMPLOYEE PERFORMANCE EVALUATION

Agency Negotiators:	Directors Blalock, Keller, and Saltzman
Titles:	General Manager, General Counsel, Controller-Treasurer, District Secretary, and Independent Police Auditor
Gov't. Code Sections:	54957 and 54957.6

4. ADMINISTRATION ITEMS

Director Saltzman, Chairperson

- A. Amended and Restated Flexible Spending Plan.* Board requested to authorize.

5. ENGINEERING AND OPERATIONS ITEMS

Director McPartland, Chairperson

- A. Award of Contract No. 15EK-120, Traction Power Substation Replacement - ASL/KTE Installation.* Board requested to authorize.
- B. Customer Communications during Major Service Disruptions and Improvement Initiatives.* For information.

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

Director Raburn, Chairperson

- A. Authorization of Exclusive Negotiating Agreement with China Harbour Engineering Company, Ltd., for Development at West Oakland Station.* Board requested to authorize.

- B. Authorization of Exclusive Negotiating Agreement with SolarCity for Potential Development of Photovoltaic Systems.* Board requested to authorize.

7. GENERAL MANAGER'S REPORT

- A. Report of Activities, including Update of Roll Call for Introductions Items.
- B. Roll Call for Introductions Procedure Review.* For information.

8. BOARD MATTERS

- A. Board Member Reports.
(Board member reports as required by Government Code Section 53232.3(d) are available through the Office of the District Secretary. An opportunity for Board members to report on their District activities and observations since last Board Meeting.)
- B. 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.)
- C. In Memoriam.
(An opportunity for Board members to introduce individuals to be commemorated.)

9. PUBLIC COMMENT

(An opportunity for members of the public to address the Board of Directors on matters under their jurisdiction and not on the agenda.)



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>[Signature]</i>		GENERAL MANAGER ACTION REQ'D:		
DATE: 11/25/14		BOARD INITIATED ITEM: No		
Originator/Prepared by: Kirtland Smith Dept:	General Counsel <i>[Signature]</i> 11/24/2014	Controller/Treasurer <i>[Signature]</i>	District Secretary <i>[Signature]</i>	BARC <i>[Signature]</i> 11/25/14
Signature/Date: <i>[Signature]</i> 11-24-14	<i>[Signature]</i> 11/24/2014	<i>[Signature]</i>	<i>[Signature]</i>	<i>[Signature]</i> 11/25/14
Status: Approved		Date Created: 10/08/2014		

Invitation for Bid No. 8932: Procurement of Fuse, Collector Shoe

NARRATIVE:

Purpose: To authorize the General Manager to award Invitation for Bid (IFB) No. 8932, for the purchase of Fuse, Collector Shoe, to Alameda Electric Distributors in the amount of \$754,789.25 (includes all taxes).

Discussion: The District's fleet of 669 revenue cars is powered by a high-voltage third rail that runs alongside the running rail. Current collector assemblies utilize paddles as devices that rub along the third rail and provide the train with the energy it needs to navigate the BART System. The collector shoe fuse is the primary protection for the 1,000 volt DC power system of the revenue vehicle. Each car has four (4) fuses. These fuses are a consumable item that must be replaced upon failure and as such, a spare inventory pool is required to support these replacements.

This is a thirty-six (36) month estimated quantity Contract. Pursuant to the terms of the District's standard estimated quantity Contract, during the term of the Contract, the District is required to purchase from the Supplier a minimum of 50 percent of the Contract Bid Price. Upon Board approval of this Contract, the General Manager will also have the authority to purchase up to 150 percent of the Contract Bid Price, subject to the availability of funding.

A notice requesting bids was published on July 30, 2014 and bid requests were mailed to sixteen (16) prospective bidders. Bids were opened on September 9, 2014 and six (6) bids were received. The IFB was advertised with a Bid Form requesting a single base price for 1,440 fuses to be delivered over a three year period. The apparent low bidder, Alameda Electric Distributors, properly completed the form, as did Buckles-Smith Electric. However, the four bids bearing an asterisk contained exceptions, including annual escalators, conditions, qualifications, limitations, and uncertainties, rendering them irregular and non-responsive.

<u>Bidder</u>	<u>Grand Total including 9% Sales Tax</u>
Alameda Electric Distributors Alameda, California	\$754,789.25
*One Source Distributors San Leandro, California	\$768,821.47
*Fuseco Houston, Texas	\$776,219.52
Buckles-Smith Electric San Jose, California	\$783,230.40
*Beck Electric Supply Richmond, California	\$802,253.95
*Advantage Electric Supply Hayward, California	\$821,298.43

*** Non-Responsive**

Independent cost estimate by BART staff: \$656,133.00 (includes all taxes)

Staff has determined that the apparent low Bidder, Alameda Electric Distributors, submitted a responsive Bid, and that its pricing is fair and reasonable through the competitive bid process.

The District's Non-Discrimination Program for Subcontracting does not apply to Emergency Contracts, Sole Source Contracts and Contracts under \$50,000 or any Invitation for Bid. Pursuant to the Program, the Office of Civil Rights did not set availability percentages for this Contract.

Pursuant to the District's Non-Federal Small Business Program, the Office of Civil Rights set a 5% prime preference for this Contract. Neither of the responsive bidders are certified Small Businesses and, therefore, neither are eligible for the 5% Small Business preference.

Fiscal Impact: Expenditures are from the General Fund, Materials & Supplier Inventory build-up account (140-010). Subsequent funding for this Contract will be provided by the Rolling Stock & Shops (RS&S) Inventory Material Usage account #680010 as the parts are ordered from inventory. Expenditures for the out year portions of the Contract will be included in future RS&S operating budgets and are subject to future Board adoption.

Alternatives: An alternative to awarding the Contract would be to reject all bids and re-advertise the Contract. Re-advertising is not likely to lead to increased competition or lower prices.

Recommendation: On the basis of analysis by Staff, and certification by the Controller/Treasurer that the funds are available for this purpose, it is recommended that the Board adopt the following motion.

Motion: The Board authorizes the General Manager to award IFB No. 8932, for Procurement of Fuse, Collector Shoe, to Alameda Electric Distributors of Alameda, CA, for the price of \$ 754,789.25 (includes all taxes), pursuant to notification to be issued by the General Manager, subject to the District's Protest Procedures.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Marcia DeRudder</i>		GENERAL MANAGER ACTION REQ'D: APPROVE AND FORWARD TO THE BOARD OF DIRECTORS		
DATE: c <i>11/25/14</i>		BOARD INITIATED ITEM: <i>No</i>		
Originator/Prepared by: Susan Presley Dept: Rolling Stock and Shops <i>S Presley</i>	General Counsel <i>Melissa Rivas</i> <i>11/25/14</i>	Controller/Treasurer <i>[Signature]</i>	District Secretary <i>[Signature]</i>	BARC <i>[Signature]</i> <i>11/25/14</i>
Signature/Date: [] [] [] [] []				

TITLE:

INVITATION FOR BID NO. 8939A - PROCUREMENT OF TRANSIT RAIL CAR SWITCHER

NARRATIVE:

PURPOSE:

To request Board authorization to award Invitation for Bid No. 8939A for procurement of a Transit Rail Car Switcher, to Shuttlewagon, Inc., Grandview, Mo., in the amount of \$487,275 including all applicable taxes, for use on BART's new rail vehicles by the District's Rolling Stocks and Shops Department.

DISCUSSION:

This IFB is for the purchase of one (1) Transit Rail Car Switcher. The primary function of the Transit Rail Car Switcher will be to perform "off-track" and "on-track" operations associated with movement of the District's new rail vehicles at the Whipple Yard receiving facility and the Hayward Yard test track during testing of the new vehicles. The new rail vehicles will have new designed couplers (Dellner) that are not compatible with the couplers on the existing revenue rail vehicles and the couplers on BART's current Shop Transit Rail Car Switchers.

A notice requesting bids was published on October 10, 2014. Bid requests were mailed to three (3) of the eighteen (18) prospective bidders identified. Bids were opened on October 28, 2014. The following bid was received:

<u>BIDDER</u>	<u>Quantity</u>	<u>Unit Price</u>	<u>Grand Total including 9.5% Sales Tax</u>
Shuttlewagon, Inc.	<u>1</u>	<u>\$445,000.00</u>	<u>\$487,275.00</u>

Independent cost estimate by BART staff: \$485,050 each, including applicable sales tax.

Staff has determined that the apparent low bidder, Shuttlewagon, Inc. submitted a responsive bid. Staff has also determined the price to be fair and reasonable based upon prior purchases and the independent cost estimate by BART staff.

Delivery of the Transit Rail Car Switcher is scheduled to commence within one hundred and eighty (180) days after award of the Contract.

INVITATION FOR BID NO. 8939A - PROCUREMENT OF TRANSIT RAIL CAR SWITCHER

Pursuant to the revised DBE Program, the Office of Civil Rights is utilizing race and gender neutral efforts for Procurement contracts. Therefore, no DBE goal was set for this Contract.

FISCAL IMPACT:

Funding of \$487,275 for the award of IFB No. 8939A is included in the total project budget for FMS No. 40FA000 – 775 Car Acquisition Planning. The Office of Controller/Treasurer certifies that funds are currently available to meet this obligation. The following table depicts funding assigned to the referenced project since October 2013, and is included in totality to track funding history against spending authority. Funds needed to meet this request will be expended from a combination of these sources as listed.

Fund Number	Fund Description	Fund Source	Funded Amount
353K	CA-05-0236 FG MOD-FY09	FTA	\$12,565,777
3602	FY13 Cap Improve FG/SOGR 5337	FTA	\$500,000
3603	FY14 Cap Improve SOGR 5337F	FTA	\$500,000
6014	Bridge Toll Alloc 09387205	Regional	\$3,141,444
656J	VTA Car Procurement	Local	\$9,826,994
8504	System Improv. Reserve	BART	\$10
851W	FY07-11 Capital Allocation	BART	\$15,172,390
8526	FY14 Operating Allocation	BART	\$9,500,000
Total			\$51,206,615

As of November 12, 2014, \$51,206,615 is the total budget for this project. BART has expended \$27,296,244, committed \$4,270,004 and reserved \$204,824 to date for other actions. This action will commit \$487,275 leaving an available fund balance of \$18,948,268 in this project.

There is no fiscal impact on available unprogrammed District Reserves.

ALTERNATIVE:

The only alternative is to rebid and risk delays in having a compatible Transit Rail Car Switcher ready in time for the arrival of the new rail vehicles. This would result in a schedule delay for the new rail vehicle procurement.

RECOMMENDATIONS:

On the basis of analysis by staff and certification by the Controller/Treasurer that the funds are available, it is recommended that the Board adopt the following motion:

MOTION:

The General Manager is authorized to award IFB No. 8939A Procurement of Transit Rail Car Switcher to Shuttlewagon, Inc. for a price of \$487,275, including all applicable taxes, subject to certification by the Controller/Treasurer that funding is available.





EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Marcia DeLauney</i>		GENERAL MANAGER ACTION REQ'D:		
DATE: c <i>11/25/14</i>		BOARD INITIATED ITEM: No		
Originator/Prepared by: Diane Iwata Dept: Human Resources <i>Diane Iwata</i> Signature/Date: <i>af</i> 11/25/14	General Counsel <i>Audrey Powers</i> Signature/Date: 11/25/14 []	Controller/Treasurer <i>[Signature]</i> Signature/Date: []	District Secretary []	BARC <i>[Signature]</i> Signature/Date: 11-25-14 []

TITLE:

Adopt Amended and Restated Flexible Benefits Plan

NARRATIVE:

PURPOSE

To adopt the amended and restated San Francisco Bay Area Rapid Transit District Flexible Benefits Plan (“the Plan”). The purpose of the amendment is to add an optional “carryover rule” to the Plan to permit Plan participants to carryover up to \$500 of unused funds in a health reimbursement account from one Plan year to the next Plan year.

DISCUSSION

In December 2000, the Board adopted the Plan, effective January 1, 2001, to provide for premium conversion and health and dependent care reimbursement accounts. The premium conversion component allows employees to pay their portion of monthly health insurance premiums on a pre-tax basis. The health and dependent care reimbursement accounts allow employees to set aside money on a pre-tax basis to pay for eligible health and dependent care expenses.

Until recently, IRS regulations required the forfeiture of any funds remaining in a health reimbursement account at the end of a Plan year, subject only to an optional “run-out period,” which permits participants to submit claims for reimbursement until March 15th for expenses incurred in the prior Plan year. The IRS recently issued guidance modifying the forfeiture requirement. The “carryover rule” permits Plan participants to carryover up to \$500 of unused funds in a health reimbursement account from one Plan year to the next.

The District agreed in its 2013-2017 collective bargaining agreements with ATU and SEIU to amend the Flexible Benefits Plan to add the carryover rule. In addition, District staff have discussed this same provision with the representatives of the other collective bargaining units and they are agreeable to the change. Upon adoption of the attached Resolution, the General Manager will have the authority to extend the carryover to members of AFSCME, BPOA, BPMA and to non-represented employees. The amended and restated Plan currently before the Board revises the Plan accordingly. The amendment also coordinates the carryover rule with the run-out period, such that participants will be permitted to immediately use their carryover funds in the new Plan year for expenses incurred in that Plan year, rather than waiting until termination of the run-out period to use the carryover funds. If a participant has a balance greater than \$500 at the end of a Plan year, however, amounts over \$500 will be forfeited at the termination of the run-out

period.

When the Board originally adopted the Plan, it delegated authority to the General Manager to adopt such future amendments to the Plan as necessary to ensure that the Plan continued to meet the requirements of Sections 105, 106, 125, and 129 of the Internal Revenue Code and other applicable federal and state law, provided that any such amendments would not materially increase the cost of the Plan to the District. Amendment of the Plan to provide for the carryover benefit described above is not within the authority of the General Manager to adopt without Board approval. Staff therefore brings the amended and restated Plan to the Board for approval.

FISCAL IMPACT

Adoption of the carryover rule may reduce the amount of funds forfeited by participants, which would otherwise be credited to the District's general fund.

ALTERNATIVE

This is a negotiated benefit for members of ATU and SEIU employees which the Board approved when it ratified the 2013-2017 collective bargaining agreements with ATU and SEIU. If the change is not extended to other groups it will be necessary to develop a separate plan document for ATU and SEIU, which will prevent timely implementation of the negotiated benefit.

RECOMMENDATION

To adopt the following motion. The Office of the General Counsel has approved the amended and restated Plan as to form.

MOTION

Adopt the attached Resolution approving the amended and restated Plan effective December 31, 2014.

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

In the Matter of Approving the Amended and Restated
San Francisco Bay Area Rapid Transit District
Flexible Benefits Plan

Resolution No. _____

RESOLUTION

WHEREAS, at its meeting of December 7, 2000, the Board of Directors of the San Francisco Bay Area Rapid Transit District ("the Board") by Resolution adopted the San Francisco Bay Area Rapid Transit District Flexible Benefits Plan ("the Plan"), effective January 1, 2001, to implement medical premium conversion, a health care reimbursement program, and a dependent care assistance program;

WHEREAS, at the same meeting, the Board authorized the General Manager to approve and adopt such future amendments to the Plan as may be necessary to ensure that the Plan continues to meet the requirements of Sections 105, 106, 125, and 129 of the Internal Revenue Code and other applicable federal and state law;

WHEREAS, the Internal Revenue Service recently issued guidance permitting the carryover of up to \$500 of unused funds in a health reimbursement account from one Plan year to the next ("the carryover rule");

WHEREAS, the 2013-2017 collective bargaining agreements between the District and Amalgamated Transit Union Local 1555 and Service Employees International Union Local 1021 provide that the Plan will be amended to include the carryover rule;

WHEREAS, in order to permit Plan participants to carryover up to \$500 of unused funds in a health reimbursement account from one Plan year to the next, the Board now wishes to approve an amended and restated Plan;

NOW THEREFORE BE IT RESOLVED, that the Board hereby approves and adopts the San Francisco Bay Area Rapid Transit District Flexible Benefits Plan, as amended and restated, effective December 31, 2014, to include the changes summarized on the attached Exhibit A, the terms of which are incorporated herein and by this reference made a part hereof;

BE IT FURTHER RESOLVED, that the Board authorizes the Board President to sign such amended and restated Plan on behalf of the Board.

Adopted at a regular meeting of the Board of Directors of the San Francisco Bay Area Rapid Transit District at Oakland, California this ____ day of _____.

Signed: _____
Board President

Attest: _____
District Secretary

EXHIBIT A
Summary of Amendment to the
San Francisco Bay Area Rapid Transit District
Flexible Benefits Plan

Change to forfeiture of unused funds: The Plan currently provides that any funds remaining in a health reimbursement account at the end of a Plan year must be forfeited, subject only to an optional “run-out period,” which permits participants to submit claims for reimbursement until March 15th for expenses incurred in the prior Plan year. The Plan is being amended to permit participants to carryover up to \$500 of unused funds in a health reimbursement account from one Plan year to the next. The amendment also coordinates the carryover rule with the run-out period, such that participants will be permitted to immediately use their carryover funds in the new Plan year for expenses incurred in that Plan year, rather than waiting until termination of the run-out period to use the carryover funds. If a participant has a balance greater than \$500 at the end of a Plan year, however, amounts over \$500 will be forfeited at the termination of the run-out period.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Walter Delgado</i>		GENERAL MANAGER ACTION REQ'D: Approve and Place on Dec. 4, 2014 Board Agenda		
DATE: c <i>11/25/14</i>		BOARD INITIATED ITEM: No		
Originator/Prepared by: Steve Sims Dept: M&E Traction Power	General Counsel <i>Walter Delgado</i>	Controller/Treasurer <i>Paul</i>	District Secretary <i>Paul</i>	BARC <i>Paul</i>
Signature/Date: <i>Steve Sims 11/25/14</i>	<i>Walter Delgado 11/25/14</i>	<i>Paul 11/25/14</i>	<i>Paul 11/25/14</i>	<i>Paul 11/25/14</i>

TITLE:

Award Contract No. 15EK-120 Traction Power Substation Replacement ASL/KTE Installation

NARRATIVE:

PURPOSE:

To award Contract No. 15EK-120, Traction Power Substation Replacement ASL/KTE Installation to Aldridge Electric, Inc. for the Bid amount of \$4,560,400.00.

DISCUSSION:

The scope of Contract No. 15EK-120 is part of the larger Traction Power System Renovation Program. On February 24, 2012 the Board of Directors of the San Francisco Bay Area Rapid Transit District ("BART") authorized the General Manager to award Contract No. 15EK-210, Procurement of Traction Power Substations Phase 1 to Powell Electrical Systems, Inc., for procurement of equipment for eight new traction power substations (TPSS's) to replace aging traction power substation equipment. On July 11, 2013 the Board of Directors of BART authorized the General Manager to award Contract No. 15EK-110, Traction Power Substation Replacement ACO/KOW Installation to Shimmick Construction Company, Inc. for installation of the first two of eight new TPSS's procured under Contract No. 15EK-210.

Contract No. 15EK-120 provides for the installation of the third and fourth of the eight TPSS's procured under Contract No. 15EK-210. The scope includes:

1. Replacing the major electrical equipment at substations ASL (near San Leandro Station), and KTE (at the Oakland Transition Structure). This equipment includes transformers, rectifiers and DC circuit breakers and switchgear and rectifier buildings.
2. Minor site improvements at ASL and KTE substations.
3. Replacement and testing of Emergency and Transfer Trip Equipment at adjacent train control rooms and gap breaker stations AXB, AYE, KYD, MEG, and MCG.

The Contract was advertised on June 26, 2014. Contract No. 15EK-120 is a Security Sensitive Information ("SSI") Contract due to work done within the Oakland Transition Structure and the Transbay Tube. A total of 31 firms participated and met the security clearance to Bid this for Contract. Twenty one potential Bidders purchased plans for this Contract.

A mandatory Pre-Bid Meeting and site tour was held on September 19, 2014 with 7 prospective bidders

attending. A supplementary site tour was held on October 27, 2014 for subcontractors of prospective bidders that obtained SSI clearance subsequent to the mandatory pre-bid meeting and site tour. Three Addendums were issued.

BART received three Bids, listed below, that were publically opened on November 4, 2014.

<u>No.</u>	<u>Bidder</u>	<u>Location</u>	<u>Total Bid</u>
1.	Aldridge Electric, Inc.	Libertyville, IL	\$4,560,400.00
2.	Shimmick Construction Company, Inc.	Oakland, CA	\$6,063,000.00
3.	Blocka Construction, Inc.	Fremont, CA	\$8,176,000.00
	<i>Engineer's Estimate</i>		<i>\$4,420,733.00</i>

The apparent low Bid submitted by Aldridge Electric, Inc. has been deemed to be responsive to the solicitation and the Bid Price of \$4,560,400.00 has been determined to be fair and reasonable. Examination of the Bidder's business experience and financial capabilities has resulted in a determination that this Bidder is responsible.

The Office of Civil Rights reviewed the scope of work for this Contract and determined that there were subcontracting opportunities; therefore, a Disadvantaged Business Enterprise (DBE participation goal of 9% was set for this Contract. The low Bidder, Aldridge Electric, Inc., committed to subcontracting 9.01% to DBEs.

FISCAL IMPACT:

Funding of \$4,560,400 for the award of Contract No. 15EK-120 is included in the total project budget for FMS #15EK350 – Substation Replacement/Installation Group II. The Office of Controller/Treasurer certifies that funds are currently available to meet this obligation. The following table depicts funding assigned to the referenced project since March 2014, and is included in totality to track funding history against spending authority. Funds needed to meet this request will be expended from a combination of these sources as listed.

Fund Number	Fund Description	Fund Source	Funded Amount
3401	FG MOD - FY 12 Capital Improve	Federal	\$5,600,000
3602	FY13 Cap Improve FG/SOGR 5337	Federal	\$2,400,000
6018	FY11-12 Prj. Match MTC Res#4044	Regional	\$1,400,000
6302	FY12-13 MTC AB664 Res#4080	Regional	\$200,000
851W	FY07-11 Capital Allocation	BART	\$400,000
Total			\$10,000,000

As of November 17, 2014, \$10,000,000 is the total budget for this project. BART has expended \$1,622,379, committed \$234,207 and reserved \$0 date for other actions. This action will commit \$4,560,400 leaving an available fund balance of \$3,583,014 in this project.

There is no fiscal impact on available unprogrammed District Reserves.

ALTERNATIVE:

The Board can elect not to authorize the General Manager to award Contract No. 15EK-120 to Aldridge Electric, Inc. In this case the District would incur costs of at least \$200,000 for storage and re-scheduling of traction power substation equipment delivery. The District would also incur additional operational risk if the aging ASL and KTE traction power equipment is not replaced in a timely manner.

RECOMMENDATION:

Recommend that the Board adopt the motion.

MOTION:

The General Manager is authorized to award Contract No. 15EK-120, Traction Power Substation Replacement ASL/KTE Installation to Aldridge Electric, Inc. for the Bid amount of \$4,560,400.00 pursuant to notification to be issued by the General Manager, subject to compliance with the District's Protest Procedures and Federal Transit Administration (FTA) requirements related to protest procedures.

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

MEMORANDUM

TO: Board of Directors **DATE:** November 26, 2014
FROM: General Manager
SUBJECT: E&O Agenda Item #5.B: Customer Communications During Major Service Disruptions and Improvement Initiatives – For Information

At the December 4, 2014 Board meeting, staff will discuss the attached presentation on customer communications during major service delays and improvement initiatives that have been implemented or are planned for future implementation.

The presentation is the result of an inter-departmental committee that included staff from the Transportation, Computer Systems Engineering and Communications departments, and the Office of the Chief Information Officer.

If you have any questions, please contact Chief Transportation Officer Roy Aguilera at (510) 464-6797.


Grace Crunican

Attachments

cc: Board Appointed Officers
Deputy General Manager
Executive Staff



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>[Signature]</i>		GENERAL MANAGER ACTION REQ'D: Approve and forward to the Board		
DATE: c <i>11/25/14</i>		BOARD INITIATED ITEM: No		
Originator/Prepared by: Jeffrey P Ordway Dept: <i>[Signature]</i> Signature/Date: <i>11/24/14</i>	General Counsel <i>[Signature]</i> <i>11/25/14</i> []	Controller/Treasurer <i>[Signature]</i> []	District Secretary []	BARC <i>POWER'S 25 NOV 2014</i> []

TITLE:

West Oakland Station Development – Recommendation for Exclusive Negotiating Agreement

NARRATIVE:

PURPOSE: To obtain Board authorization to enter into an Exclusive Negotiating Agreement with China Harbour Engineering Company, Ltd. for development at the West Oakland BART Station.

DISCUSSION: On August 22, 2013, the Board of Directors authorized staff to issue a Request for Qualifications (RFQ) for development at the West Oakland BART Station. As noted in the RFQ, the District strongly encourages the maximum consideration of office and retail uses for the property, which would promote reverse commutes on BART and contribute to the vibrancy of the area. In addition, sufficiently sized commercial development around the Station would provide a buffer for non-commercial land uses further away from the Station, helping to address concerns raised in the community about noise emanating, in part, from the BART System. Specific District objectives for proposed development at the Station include:

- Mixed use with emphases on office/commercial development.
- Strong urban design application between the development and the Station and between the development and surrounding land uses.
- Street level activation to create a safer environment throughout the development.
- Development that reflects and celebrates the history and culture of West Oakland.

The RFQ was issued on December 30, 2013, and a pre-submittal meeting was conducted on January 17, 2014. Answers to questions raised at the pre-submittal meeting were prepared, posted on-line, and released to all meeting attendees on January 31, 2014. In February 2014, BART received submittals of qualifications from the following three development teams:

- **ROEM Development Corporation (“ROEM”)** – A Santa Clara based corporation that focuses mainly on the development and management of affordable housing as well as some market rate housing. The ROEM team included both an architectural and an engineering/survey/planning firm. On May 1, 2014, ROEM formally advised the District of its withdrawal from the competition due to its interest in pursuing other development opportunities.
- **China Harbour Engineering Company, Ltd. (“CHEC”)** – A subsidiary of a Global Fortune 500 company with an office in the East Bay. The CHEC team also included firms and

specialists with a breadth of experience in real estate development, architectural design, project management, government and community outreach, SBE/WBE/DBE participation, labor agreements, economic planning, transit-oriented development, grants, engineering and other specialties.

- **West Oakland Partners, LLC (“WOP”)** – A limited liability partnership to be formed between Presidio Development Partners, Capital Stone Group and Keystone Development. The WOP team also included firms specializing in architectural design, investment management/equity partnership, community place making, real estate services and other areas. Capital Stone Group, LLC was subsequently removed from the team and replaced with Capital Stone Group-BART, LLC, which was specifically formed for participation in the WOP team.

A seven-member advisory Evaluation Committee consisting of the following members was formed to review submittals, interview developers and prepare a recommendation to BART staff: two members from the community recommended by the office of City Councilperson Lynette McElhaney, two City of Oakland employees who have been involved with the West Oakland Specific Plan, and three BART staff members, including two from Real Estate and Property Development and one from Stations Planning.

The Evaluation Committee reviewed and evaluated the solicitation responses from CHEC and WOP, and on June 9, 2014 conducted interviews with the two development teams. Prior to the interviews, the teams were provided with written sets of questions. The responses were to be turned in on the interview date. Submitted written materials as well as the interviews were scored by the Committee. As part of its due diligence during the evaluation period, BART engaged the services of Economic & Planning Systems, Inc. (EPS) to evaluate developer team financials, interview references, attend the developer interviews and prepare a written summary of their findings. A memorandum from EPS dated June 17, 2014 was provided to the Committee.

In July 2014, EPS examined the Secretary of State’s database and found that Capital Stone Group, LLC had been suspended from conducting business. A detailed inquiry followed, including an additional interview with WOP on November 14, 2014. It appears that the suspension of Capital Stone Group, LLC may be resolved, and Capital Stone Group-BART, LLC, has replaced the suspended entity and is in an Active status with the Secretary of State.

The Evaluation Committee members noted the following strengths of each development team.

WOP:

- Strong knowledge of and a strategy to pursue the office market in the West Oakland BART Station area;
- Experience in commercial development including Stoneridge Corporate Plaza (Pleasanton), 140 New Montgomery (San Francisco), and Mazza Gallerie (Washington, D.C.);
- Familiarity with ground leases for commercial development; and
- Experience in providing community benefits.

CHEC:

- Strong financial capability to pursue entitlement and construct a project at the Station;

- Experience in developing transit-oriented development projects at BART stations including the Pleasant Hill/Contra Costa Centre Transit Village, the Four Seasons Hotel and Residences mixed-use project (Powell Street BART Station), and the 60-story Millennium Tower residential project (Embarcadero and Montgomery BART Stations);
- Strong community outreach program to involve the community and small, disabled, veteran, minority and women owned businesses in the project, led by CWA Partners and Lee Davis & Associates; and
- Strong experience in transit-oriented development and the relationship between transit and land use development, including quality urban design projects and pursuing innovative, interactive transit/land use programs, led by Michael Bernick, Robert Cervero and Robin Chiang.

Both the CHEC and WOP teams are highly qualified, and the Evaluation Committee was divided in its scoring of the two teams. Based on the factors listed above, BART staff recommends that an Exclusive Negotiating Agreement (“ENA”) to pursue development on BART property at the West Oakland BART Station be authorized with CHEC for a period of twelve months, with a right to extend for an additional twelve months upon mutual agreement.

In its preliminary development concept, CHEC proposes to pursue:

1. A commercial structure that would draw on the maritime and logistics office market, which would value proximity to the Port of Oakland operations.
2. LEED certification of any development pursued.
3. Strong urban design linkages between the Station, the new development and the surrounding land uses, including street-level activation to create a safer environment throughout the development.
4. Development that reflects and celebrates the history and culture of West Oakland.

Any proposed agreement for development that results from negotiations will be brought back to the Board for approval.

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

FISCAL IMPACT: There would be no fiscal impact associated with conducting negotiations other than costs for staff time and BART consultant time, including outside counsel expenses. An ENA fee of \$25,000 per year would be received by BART to defray such costs.

ALTERNATIVES: (1) Pursue negotiations with WOP, or (2) do not pursue negotiations with a real estate developer for West Oakland BART Station at this time, thereby missing an opportunity to take advantage of an improving real estate market that may allow for a viable high density commercial development at this location in the near future.

RECOMMENDATION: Adoption of the following motion.

MOTION: The General Manager or her designee is authorized to enter into an Exclusive

Negotiating Agreement with China Harbour Engineering, Ltd., for development at the West Oakland BART Station for a period of twelve months, with a right to extend for an additional twelve months upon mutual agreement.

Development Team Members

West Oakland Partners, LLC

- Presidio Development Partners – a private development firm owned and managed by Mr. Mark Conroe who has been involved in the development or redevelopment of over five million square feet of commercial and residential space over the course of his career. Presidio Development Partners will provide overall leadership, oversee the capital finance functions, and serve as the managing partner for the partnership.
- Capital Stone Group-BART – a West Oakland based private development firm owned and operated by Mr. Jabari Herbert who has been involved with the West Oakland Specific Plan effort. Capital Stone Group-BART will serve as a community liaison for the partnership.
- Keystone Development Group – a private development company, based in Emeryville, and owned by Mr. Arthur May who has worked on transit-oriented development projects at the MacArthur and San Leandro BART Stations. Keystone's function will focus on project management for development.
- Stockbridge Capital – financial capital partner/investor for the development team.
- Korth Sunseri Hagey Architects – design of commercial project
- AE3 Partners – community interaction
- Williams-Russell and Johnson, Inc. - engineering
- Cassidy-Turley Commercial – lease administration and property management
- McCormack, Baron & Salazar – housing (if necessary)

China Harbour Engineering Company, Ltd. (CHEC)

- China Harbour Engineering - a subsidiary of China Communications Construction Company, Ltd., a Global Fortune 500 company. CHEC is a leading provider of full services in engineering, build-operate-transfer, and public-private-partnerships for both public and private sector markets. CHEC has more than 60 branch offices serving over 80 countries and has over 10,000 employees undertaking \$10 billion worth of projects globally. Mr. Jun Ji, in charge of business development and management in North America, would be the project director for the West Oakland development. Mr. Ji has been involved in the Ashby BART Station modernization, station design/construction for the Silicon Valley Berryessa Extension project for VTA, and the wayfinding, path and signage improvements for the Lafayette BART Station. CHEC would provide the financial resources for a West Oakland project.
- Vanmark Group – real estate consulting and development firm, led by Mr. Mark Farrar. Mr. Farrar managed the development of the 18-acre Pleasant Hill/Contra Costa Centre BART Station development in partnership with AvalonBay Communities and Millennium Partners, development of the Four Seasons Hotel and

Residences mixed-use project, 60-story Millennium Tower residential project, and the 360,000 square foot Metreon project in San Francisco.

- Adrienne B. Taylor – Director of Business Development at Kal Krishnan Consulting Services, a full-service program management, construction management, engineering and design organization. Ms. Taylor has 30 years experience in the transportation field, including Director of Rail Programs for the Orange County Transportation Authority. She would be CHEC’s Project Manager for the West Oakland development, acting as CHEC’s liaison with the City and BART.
- CWA Partners, LLC – a woman-owned consulting and business enterprise, specializing in transportation, led by Ms. Carol Ward Allen. CWA Partners will be responsible for certification of MBE/WBE/DBE assistance, project labor agreement, social media/graphic design, and marketing and public relations.
- Lee Davis & Associates – an Oakland-based business specializing in strategic business and infrastructure development. Mr. Lee Davis would be responsible for identifying small, disabled veteran, minority and women owned businesses.
- ALH Urban & Regional Economics – a sole proprietorship providing urban and regional economic consulting services. Ms. Amy Herman, Principal and Owner of AHL, will be involved in the fiscal and economic impact analysis and market feasibility assessments.
- Michael Bernick/Robert Cervero – Mr. Bernick is Special Counsel with the Sedgwick law firm and Mr. Cervero is Director of the Institute of Urban and Regional Development and Director of the Transportation Center at UC Berkeley. They will provide transportation and transit-oriented development expertise.
- Robin Chiang & Company – a San Francisco-based architecture, planning, design and graphics company. Mr. Chiang will act as the lead architect.
- Stevens + Associates – a transit architecture company specializing in the design of stations, airport terminals, transit villages and streetscape design. Mr. Myles Stevens will act as the project architect.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Wesley Anderson</i>		GENERAL MANAGER ACTION REQ'D: Approve and forward to the Board		
DATE: c <i>11/26/14</i>		BOARD INITIATED ITEM: No		
Originator/Prepared by: Jeffrey P Ordway Dept: <i>J. Ordway</i>	General Counsel <i>Michelle Powers</i> <i>11.25.14</i>	Controller/Treasurer <i>[Signature]</i>	District Secretary <i>[]</i>	BARC <i>Powers 25 Nov 2014</i> <i>[]</i>
Signature/Date: <i>11/25/14</i>	<i>[]</i>	<i>[]</i>	<i>[]</i>	<i>[]</i>

TITLE:

Photovoltaic Systems on BART Property – Recommendation for Exclusive Negotiating Agreement

NARRATIVE:

PURPOSE: To obtain Board authorization to enter into an Exclusive Negotiating Agreement with SolarCity Corporation for development of photovoltaic systems on District property at selected locations.

DISCUSSION: On May 14, 2014 the General Manager notified the Board of Directors that staff was issuing a Request for Qualifications (“RFQ”) for the potential development of photovoltaic arrays at the following specified locations:

- Warm Springs Station and parking lot, plus potentially two subway vent structures in Fremont Central Park
- Antioch Station parking lot (eBART)
- Hayward Maintenance Complex rooftops
- MacArthur Transit Village garage rooftop
- Walnut Creek Transit Village garage rooftop

As noted in the RFQ, the District solicited qualifications to select developer(s) able to assess solar development feasibility for the above sites and, for sites determined as feasible, subsequently design, finance, construct, operate, maintain, and remove the solar photovoltaic systems (“PV Systems” or “PV Projects”). The District’s goals for PV Projects were described as follows: to reduce the District’s cost of energy and to continue to shift District energy from conventional power to renewable energy sources.

The RFQ was issued on July 7, 2014, electronic notices were sent to the developers on the District’s database and the RFQ was posted on the BART website and on the California Solar Energy Industries Association website. A pre-submittal conference was conducted on July 21, 2014, with a ‘Questions, Answers and Clarifications’ document prepared by staff made available on the BART website on August 6, 2014. On August 18, 2014 the District received ten separate statements of qualifications from the following:

1. Blue Oak Energy, Inc.
2. Borrego Solar Systems, Inc.
3. Cupertino Electric, Inc

4. NRG Renew LLC
5. Pristine Sun LLC
6. RGS Energy, Inc./NextEra Energy, Inc.
7. SolarCity Corporation
8. Sun Wize Technologies, Inc
9. SunEdison LLC
10. SunPower Corporation

The submitted materials were reviewed by an evaluation committee (“Committee”) consisting of five BART staff, one each from Energy, Warm Springs Extension, and Planning, and two from Real Estate and Property Development. All ten proposers were found to meet the Minimum Qualifications specified in Section III of the RFQ. Such minimum criteria included experience with a project on public property, experience with at least three PV projects currently in commercial operation and under the developer’s management.

Per the RFQ, developer selection was based on the best combination of experience, proven performance, customer satisfaction, qualifications, and responsiveness. The Committee scored each of the submittals based on the criteria stipulated in the RFQ, including:

- Financial capability, including lender references;
- Experience with parking lot/rooftop photovoltaic systems of similar size and scope;
- Experience with local development, the community and public agencies in areas where the BART projects are to take place; and
- Performance considerations, including methodology for providing guarantees on energy savings proposed for past projects, experience with local hires, commitment to creating a safety plan in concert with BART.

Based on the scoring, the Committee short-listed the following four submittals:

- NRG Renew
- RGS Energy/NextEra Energy
- SolarCity
- SunPower

These four solar developer teams were provided a site visit of the Warm Springs Station and invited to an interview with the Committee. Each developer was asked to respond to the same written list of questions. With the Warm Springs BART Station anticipated to open in December 2015, particular focus was on that location. As part of its due diligence during the evaluation period, BART engaged the services of Economic & Planning Systems, Inc. (EPS) to evaluate the short-listed developer team financials, interview references, attend the developer interviews and prepare a written summary of their findings. A memorandum from EPS dated September 30, 2014 was provided to the Evaluation Committee to assist them in their selection process.

On October 24, 2014, the Committee conducted interviews of the four short-listed companies.

As stipulated in the RFQ, BART has an immediate interest in selecting a developer and executing an agreement for the Warm Springs/South Fremont site so that the photovoltaic system on this site will be in commercial operation by December 2015. Consequently, the key topics focused on during the interviews included the ability of the developer to deliver a completed project within the noted timeframe, the aesthetics of the project and a tentative pricing proposal specifically for the Warm Springs/South Fremont site, given key District terms for a proposal that were specified in the RFQ. The terms included: developer responsibility for applying for and complying with the District's standard Permit to Enter requirements and fees prior to any construction work, developer responsibility for all Federal, State, and local permits, approvals, and licenses for the PV system and any associated fees, and the developer's ability to deliver a project via a long-term power purchase agreement (PPA) financing model.

The Evaluation Committee met on November 12, 2014 and completed their scoring of the four short-listed developers taking into account the scoring from the initial review of all 10 submittals and the scoring from the interviews. By consensus, the Committee determined that SolarCity is the preferred developer to begin negotiations. While all four short-listed companies are capable of installing and maintaining photovoltaic systems within the noted timeframes, the Committee determined that negotiations with SolarCity should be pursued over the other short-listed developers due to the following:

- Greater certainty exhibited by SolarCity in their ability to deliver the photovoltaic improvements at the Warm Springs/South Fremont Station within the time frame stipulated by the District;
- Greater financial benefit to the District based on the net cost to the District over both a 20-year term of an agreement, presumed to be a Power Purchase Agreement ("PPA"), and on a lifecycle cost analysis based on the equipment being proposed; and
- Higher degree of aesthetic appearance as a stand-alone facility, compatibility with the Warm Springs/South Fremont Station design, and consistency with their proposed pricing information

Staff is requesting authority to enter into a 24-month exclusive negotiating agreement with SolarCity to initially address the Warm Springs/South Fremont project and then the eBART parking lot, the Hayward Maintenance Complex rooftops, the MacArthur Transit Village garage rooftop, and the Walnut Creek Transit Village garage rooftop. Each solar facility development agreement for each of the five proposed sites would be brought back to the Board for consideration and approval.

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

FISCAL IMPACT: There is no fiscal impact from the proposed action other than the cost of staff time and BART consultant time, including outside counsel expenses, to negotiate agreements with the developer. An ENA fee would be received by BART to help defray such costs.

ALTERNATIVES: 1. Do not pursue private development of photovoltaic projects at this time.

This would result in a missed opportunity, particularly for the Warm Springs Station location where a photovoltaic system could now be installed prior to the station opening. 2. The District could choose to negotiate with a solar developer other than SolarCity. 3. The District could choose to pre-qualify all four short-listed developers and then direct staff to select one developer based on a subsequent, binding development proposal.

RECOMMENDATION: Adoption of the following motion:

MOTION: That the General Manager, or her designee, is authorized to execute a 24-month Exclusive Negotiating Agreement with SolarCity for development of photovoltaic systems at the Warm Springs BART Station, the Antioch eBART Station, the Hayward Maintenance Complex and the rooftops of the MacArthur and future Walnut Creek parking structures.

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

MEMORANDUM

TO: Board of Directors **DATE:** November 26, 2014
FROM: General Manager
SUBJECT: General Manager's Report Agenda Item #7.B: Roll Call for Introductions
Procedure Review – For Information

At the December 4, 2014 Board meeting, the Board will have an opportunity to discuss the current procedure for Roll Call for Introductions that was implemented in April 2014 and propose modifications. I believe the current procedure has been working well as evidenced by the substantial reduction in the number of items being carried on the RCI list since it was implemented.

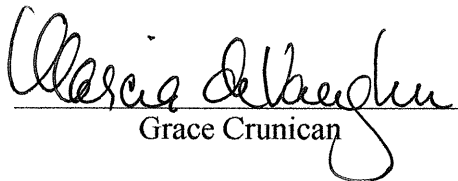
As a reminder, the following was the procedure that we implemented:

The General Manager will report back to the Board on new Roll Call items at the meeting subsequent to the Board meeting where the item was introduced. The report will include the proposed manner of addressing each new item, i.e., resolve immediately, agendaize for Board discussion, produce a memo, or another response. The General Manager also provides an estimate of staff resources required to respond and a timeline.

Specifically, the proposed procedure entails:

- Board member proposing an RCI item writes up a brief description and reads it to the Board during the RCI discussion.
- Proposing Board member seeks one confirming vote to support advancing the item.
- At the following Board meeting, General Manager reports on proposed product (immediate report and/or resolution, agendaized discussion, memo or other) and an assessment of the time and resources required to respond.
- Item is added to the RCI list with assigned lead, timeline and end product.
- RCI is agendaized at every regular Board meeting.

Please feel free to contact me if you have any questions.


Grace Crunican

cc: Board Appointed Officers
Deputy General Manager
Executive Staff