

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

Board of Directors  
Minutes of the 1,670th Meeting  
January 24, 2013

A regular meeting of the Board of Directors was held January 24, 2013, convening at 9:07 a.m. The Meeting was held via simultaneous teleconference in the Board Room, 344 20<sup>th</sup> Street, Oakland, California; and CJ Lake Offices, 525 Ninth St. NW, Suite 800, Washington, DC. President Radulovich presided; Kenneth A. Duron, District Secretary.

Directors present in Oakland: Directors Blalock, Mallett, McPartland, Murray, Raburn, Saltzman, and Radulovich.

Absent: Director Keller. Director Fang entered the Meeting later.

Consent Calendar items brought before the Board were:

1. Approval of Minutes of the Meeting of January 11 and 12, 2013 (Special).
2. Approval of Resolution of Project Compliance and Initial Project Report for Regional Measure 2 Bridge Toll Funds for the East Contra Costa BART Extension (eBART) Project.
3. Award of Contract No. 15EL-170, Fiber Optic Cable Installations at A-Line, M-Line and Concord Yard.
4. Award of Contract No. 15EM-130, Contact Rail Coverboard Reinforcements.
5. Award of Invitation for Bid No. 8902, Lift Trucks.
6. Award of Invitation for Bid No. 8903, Armored Trucks.
7. Award of Invitation for Bid No. 8912, Police Pursuit Vehicles.
8. Award of Invitation for Bid No. 8914, Bearing, Traction Motor.

Consent Calendar motions, as follow, were moved as a unit by Director Blalock. Director Murray seconded the motions, which carried by unanimous electronic vote. Ayes – 7: Directors Blalock, Mallett, McPartland, Murray, Raburn, Saltzman, and Radulovich. Noes – 0. Absent - 2: Directors Fang and Keller.

1. That the Minutes of the Meeting of January 11 and 12, 2013 (Special), be approved.

2. Adoption of Resolution No. 5206, In the Matter of the Approval of a Resolution of Project Compliance and Initial Project Report for Regional Measure 2 Bridge Toll Funds for the East Contra Costa County Rail Extension/eBART Project.
3. That the General Manager be authorized to award Contract No. 15EL-170, for Fiber Optic Cable Installations at A-Line, M-Line and Concord Yard, to Rosendin Electric, Inc., for the Bid price of \$991,169.54, pursuant to notification to be issued by the General Manager, subject to compliance with the District's protest procedures and the Federal Transit Administration's requirements related to protest procedures.
4. That the General Manager be authorized to award Contract No. 15EM-130, for Contact Rail Coverboard Reinforcement, to Shimmick Construction Company, Inc., for the Base Bid price of \$770,500.00, and to exercise Option 1 for the price of \$532,740.00, pursuant to notification to be issued by the General Manager, and subject to compliance with the District's protest procedures and the Federal Transit Administration's requirements related to protest procedures, with authority to exercise Option 1 subject to the availability of funding.
5. That the General Manager be authorized to award Invitation for Bid No. 8902, for the procurement of Lift Trucks, to Pacific Material Handling Solutions, for the bid price of \$293,251.42, which includes all applicable taxes, pursuant to notification to be issued by the General Manager, subject to compliance with the District's protest procedures.
6. That the General Manager be authorized to award Invitation for Bid No. 8903, for the procurement of Armored Trucks, at the bid price of \$246,225.23, which includes all applicable taxes, pursuant to notification to be issued by the General Manager.
7. That the General Manager be authorized to award Invitation for Bid No. 8912, for Police Pursuit Vehicles, to Wondries Fleet Group, for the amount of \$303,649.48, including applicable taxes, fees, and delivery, pursuant to notification to be issued by the General Manager.
8. That the General Manager be authorized to award Invitation for Bid No. 8914, an estimated quantity contract, for the procurement of Bearing, Traction Motor, to Applied Industrial Technologies-CA LLC of Union City, CA, for the Bid price of \$1,606,878.00, including all applicable taxes, pursuant to notification to be issued by the General Manager, and subject to the District's protest procedures.

(The foregoing four motions were made on the basis of analysis by the staff and certification by the Controller/Treasurer that funds are available for this purpose.)

Consent Calendar report brought before the Board was:

1. Fiscal Year 2013 First Quarter Financial Report.

President Radulovich announced that the Board would enter into closed session in the adjacent conference room under Item 3-A (Conference with Labor Negotiators) of the regular Meeting agenda, and that the Board would reconvene in open session at the end of that closed session.

The Board Meeting recessed at 9:10 a.m.

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The Board reconvened in closed session at 9:13 a.m.

Directors present: Directors Blalock, Mallett, McPartland, Murray, Raburn, Saltzman, and Radulovich.

Absent: Directors Fang and Keller.

The Board Meeting recessed at 10:50 a.m.

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The Board reconvened in open session at 10:53 a.m.

Directors present: Directors Blalock, Mallett, McPartland, Murray, Raburn, Saltzman, and Radulovich.

Absent: Directors Fang and Keller.

President Radulovich announced that the Board had concluded its closed session under Item 3-A and that there were no announcements to be made.

President Radulovich brought the matter of Compensation and Benefits for the General Manager and Independent Police Auditor before the Board. Director McPartland moved that the Independent Police Auditor receive a lump sum payment of \$1,000 for 2011 and a lump sum payment of \$1,500 for 2012, and that the General Manager receive a lump sum payment of \$1,500 for 2012, each equal to the lump sum payments that other Board appointees, non-represented employees, and non-sworn represented employees have received since these employees' dates of hire; and that the Board President be authorized to execute any amendments to the employment agreements to incorporate these terms as may be recommended by the Associate General Counsel. Director Blalock seconded the motion, which carried by unanimous

electronic vote. Ayes – 7: Directors Blalock, Mallett, McPartland, Murray, Raburn, Saltzman, and Radulovich. Noes – 0. Absent - 2: Directors Fang and Keller.

Director Murray, Chairperson of the Administration Committee, brought the matter of Amendment to Legal Services Agreement with Glynn and Finley, LLP, for Increased Funding. Mr. Matthew Burrows, General Counsel, presented the item. Director Blalock moved that the Board approve a \$188,000.00 increase in funding for the retention of outside counsel to handle pending California Occupational Safety and Health Administration (“CalOSHA”) matters. Director Radulovich seconded the motion, which carried by unanimous electronic vote. Ayes - 7: Directors Blalock, Mallett, McPartland, Murray, Raburn, Saltzman, and Radulovich. Noes – 0. Absent - 2: Directors Fang and Keller.

Director Murray brought the matter of Independent Auditor's Report on the Basic Financial Statements and Internal Control for the Fiscal Year Ended June 30, 2012, before the Board. Mr. Scott Schroeder, Controller/Treasurer, presented the item.

Director McPartland, Vice Chairperson of the Engineering and Operations Committee, brought the matter of Award of Contract No. 15PJ-110B, Earthquake Safety Program Four Station Structures – A Line, before the Board. Mr. Robert Powers, Assistant General Manager, Transit System Development, presented the item. The item was discussed. Director Blalock moved that the General Manager be authorized to award Contract No. 15PJ-110B, Earthquake Safety Program Station Structures – A Line, to Robert A. Bothman, Inc., for the Bid amount of \$10,939,000.00, pursuant to notification to be issued by the General Manager and subject to the District’s protest procedures. The motion failed for lack of a second, and the item was continued to a future meeting.

Director McPartland brought the matter of Agreement with TriTech for BART’s Regional Anti-Terrorism and Integrated Law Enforcement System (RAILS) (Agreement No. 79HP-120) before the Board. Mr. Paul Oversier, Assistant General Manager – Operations, Chief of Police Kenton Rainey, and Mr. Drew Linde, Senior Computer Systems Engineer, presented the item. The item was discussed. Director Raburn moved that the General Manager be authorized to award Agreement No. 79HP-120, with TriTech Software Systems, for the procurement, implementation, training and initial year of maintenance of the Regional Anti-Terrorism Integrated Law Enforcement System, in an amount not to exceed \$2,199,183.00; and that the General Manager also be authorized to enter into a Software Support Agreement with TriTech Software Systems for five years in an amount not to exceed \$946,898.00, for a total not-to-exceed Agreement amount of \$3,146,081.00. Director Blalock seconded the motion, which carried by unanimous electronic vote. Ayes - 7: Directors Blalock, Mallett, McPartland, Murray, Raburn, Saltzman, and Radulovich. Noes – 0. Absent - 2: Directors Fang and Keller.

Director McPartland brought the matter of Award of Invitation for Bid No. 8898, Procurement of On Board Communication Units, before the Board. Mr. Oversier, Mr. Carlton Allen, Chief Engineer, and Lieutenant Kevin Franklin presented the item. The item was discussed.

Mr. Jerry Grace addressed the Board.

Director Murray moved that the General Manager be authorized to award Invitation for Bid No. 8898, for the Procurement of On Board Communications Units, to WiFi Rail, Inc., for the amount of \$2,499,000.00 plus applicable taxes, pursuant to notification to be issued by the General Manager and subject to the District's protest procedures and Department of Homeland Security procedures related to protests. Director Blalock seconded the motion, which carried by unanimous electronic vote. Ayes - 7: Directors Blalock, Mallett, McPartland, Murray, Raburn, Saltzman, and Radulovich. Noes – 0. Absent - 2: Directors Fang and Keller.

Director McPartland brought the matter of Award of Invitation for Bid No. 8916, Floor Panels, before the Board. Mr. Oversier presented the item. The item was discussed. Director Blalock moved that the General Manager be authorized to award Invitation for Bid No. 8916, Procurement of Car Floor Panels, an estimated quantity contract, to Milwaukee Composites, Inc., for the bid price of \$5,294,457.00, plus all applicable sales tax, pursuant to notification to be issued by the General Manager, and subject to the District's protest procedures. Director Saltzman seconded the motion, which carried by unanimous electronic vote. Ayes - 7: Directors Blalock, Mallett, McPartland, Murray, Raburn, Saltzman, and Radulovich. Noes – 0. Absent - 2: Directors Fang and Keller.

(The foregoing two motions were made on the basis of analysis by the staff and certification by the Controller/Treasurer that funds are available for this purpose.)

Director McPartland brought the matter of Sole Source Procurement with Vapor Stone Rail Systems for Condenser Unit Upgrade Kits before the Board. Mr. Oversier presented the item. Director Murray moved that the Board find, pursuant to Public Contract Code Section 20227, that Vapor Stone Rail Systems is the sole source for procurement of Condenser Unit Upgrade Kits, and that the purchase is for the purpose of replacing equipment in use at the District; and that the General Manager be authorized to award a sole source estimated quantity contract for the bid amount of \$1,048,327.20. Director Raburn seconded the motion, which carried by the required two-thirds vote by unanimous electronic vote. Ayes - 7: Directors Blalock, Mallett, McPartland, Murray, Raburn, Saltzman, and Radulovich. Noes – 0. Absent - 2: Directors Fang and Keller.

Director McPartland brought the matter of Selection of New Members of the Earthquake Safety Program Citizens' Oversight Committee for the 2013 – 2015 Term before the Board. Ms. Molly McArthur, Division Manager, Government and Community Relations, Capital Projects, presented the item. The item was discussed. Director Blalock moved to accept the following slate for the 2013 – 2015 term of the Earthquake Safety Program Citizens' Oversight Committee:

Auditing:	Robert Barksdale, primary
Community at Large:	Juliana Waldron, primary; Goyal Prabhat, alternate
Engineering:	Sayed Sultan, primary; Richard Pipkin, alternate
Public Finance/	
Project Management:	Ralph Mason, primary; Sang Bak Lee, alternate
Seismic Retrofitting:	Matt Wrona, primary; Ching Wu, alternate

Director Murray seconded the motion, which carried by unanimous electronic vote. Ayes - 7: Directors Blalock, Mallett, McPartland, Murray, Raburn, Saltzman, and Radulovich. Noes – 0. Absent - 2: Directors Fang and Keller.

Director McPartland brought the matter of Warm Springs Extension Project: Semi-Annual Project Update, before the Board. Mr. Paul Medved, Project Manager, Warm Springs Extension Program, presented the item. The item was discussed.

Mr. Jerry Grace addressed the Board.

Director Fang entered the Meeting via teleconference from CJ Lake Offices, 525 Ninth St. NW, Suite 800, Washington, DC.

Director Blalock, Chairperson of the Planning, Public Affairs, Access, and Legislation Committee, brought the matter of Amendment to Agreement No. 6M7066, Poster Advertising Franchise Services, with Titan Outdoor LLC, for Conversion of 48 Poster Advertising Frames to 24 Digital Screens, before the Board. Mr. Aaron Weinstein, Department Manager, Marketing and Research, and Ms. Catherine Westphall, Principal Marketing Representative, presented the item. The item was discussed.

The following individuals addressed the Board.

Mr. John Arantes  
Mr. Milo Hanke  
Ms. Karen Hester  
Mr. Jerry Grace  
Mr. Don Allman

Discussion continued. Director Fang moved that the General Manager be authorized to execute an amendment to Agreement No. 6M7066, Poster Advertising Franchise Services, with Titan Outdoor LLC, which is set to expire on September 30, 2018, to initiate a demonstration unit to be installed to test Titan's technical ability to deliver the project and allow the District to gauge customer acceptance to this new media through a survey; and that the proposed amendment to convert 48 poster ad frames to 24 digital screens is subject to Board authorization after consideration of survey results from the one-unit demonstration. Director Murray seconded the motion, which carried by roll call vote. Ayes – 7: Directors Blalock, Fang, Mallett, McPartland, Murray, Raburn, and Saltzman. Noes – 1: Director Radulovich. Absent – 1: Director Keller.

Director Fang exited the Meeting.

President Radulovich called for the General Manager's report. General Manager Grace Crunican reported on steps she had taken and meetings she had participated in. Ms. Crunican reported that BART Police Department had three new canine officers. Ms. Crunican announced that the District would host a reception for the Northern California Chapter of the Conference of Minority Transportation Officials on Wednesday, January 30. Ms. Crunican noted that the first "Rust, Dust, and Rail" tour for 2013 would be on February 1 at the Hayward Maintenance

Complex. Ms. Crunican reported that she would be contacting Board members regarding outstanding Roll Call for Introductions items.

President Radulovich called for Board Member Reports.

Director Mallett reported he had been a panelist at the Contra Costa Black Chamber of Commerce luncheon and had attended various other meetings with constituents and stakeholders.

Director Blalock reported he had attended meetings with the Mayor of Union City and the Mayor of Hayward.

Director Murray reported she had attended the Contra Costa Mayors Conference and a Contra Costa Transportation Authority meeting.

Director McPartland reported he had attended a Metropolitan Transportation Commission meeting.

Director Raburn reported he had attended an Oakland Chamber of Commerce meeting, the “Making the Dream Real” event, and eight other meetings.

Director Saltzman reported she had attended the Contra Costa Mayors Conference, the Oakland Chamber of Commerce meeting, the Citizens Review Board meeting, and the Business Advisory Council meeting.

President Radulovich called for Roll Call for Introductions. No items were introduced.

President Radulovich called for General Discussion and Public Comment.

The following individuals addressed the Board.

Mr. Hal Brown  
Mr. John Arantes  
Mr. Jerry Grace

The Board Meeting was adjourned at 2:18 p.m.

Kenneth A. Duron  
District Secretary