

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

Board of Directors  
Minutes of the 1,622nd Meeting  
April 14, 2011

A special meeting of the Board of Directors was held April 14, 2011, convening at 9:08 a.m. in the Board Room, 344 20<sup>th</sup> Street, Oakland, California. President Franklin presided; Kenneth A. Duron, District Secretary.

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

Absent: None. Director Radulovich entered the Meeting later.

President Franklin called for Public Comment on Items 2-A, 2-B, 2-C, and 2-D. No comments were received.

President Franklin announced that the Board would enter into closed session under Item 2-A (Public Employee Appointment), Item 2-B (Public Employee Employment / Appointment), Item 2-C (Conference with Negotiators), and Item 2-D (Conference with Negotiators) of the Special Meeting agenda, and that the Board would reconvene in open session upon conclusion of the closed session.

The Board Meeting recessed at 9:09 a.m.

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The Board reconvened in closed session at 9:11 a.m.

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

Absent: None. Director Radulovich entered the Meeting later.

Director Radulovich entered the Meeting.

The Board Meeting recessed at 9:59 a.m.

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The Board reconvened in open session at 10:00 a.m.

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

Absent: None.

President Franklin announced that the Board had voted unanimously in closed session to appoint Mark P. Smith as Independent Police Auditor.

Director Sweet moved that the Board approve the following terms of employment for Mr. Mark P. Smith, which shall be incorporated in a mutually satisfactory written employment agreement prepared by the General Counsel for execution by Mr. Smith and the Board President: Service for an indefinite term at the pleasure of the Board; base salary of \$144,500.00 per year; management incentive pay of \$16,500.00 per year; twelve months' severance pay for involuntary termination unless a result of death, disability, or gross misconduct; mandatory arbitration of employment disputes; benefits afforded to non-represented management employees and retirees; enhanced retirement benefits include retiree vision and dental coverage, lower cost for District health plans (25% of the employee cost), and retention of 50% of sick leave balance as pay or terminal leave; and pursuant to prior authorization by the Board, Mr. Smith is also eligible for reimbursement for reasonable relocation expenses, not to exceed \$18,000.00, in accordance with Management Procedure 70. Director Blalock seconded the motion, which carried by unanimous electronic vote. Ayes – 9: Directors Blalock, Fang, Keller, McPartland, Murray, Raburn, Radulovich, Sweet, and Franklin. Noes – 0.

President Franklin announced that the Board had voted in closed session to appoint Sherwood G. Wakeman as Interim General Manager. Ayes – 6: Directors Blalock, Fang, Keller, McPartland, Raburn, and Franklin. Noes – 3: Directors Murray, Radulovich, and Sweet.

Director Blalock moved that the Board approve the following terms of employment for Sherwood Wakeman, as Interim General Manager pending the recruitment of a new General Manager, which shall be incorporated in a mutually satisfactory written temporary employment agreement prepared by the Associate General Counsel for execution by Sherwood Wakeman and the Board President: Service “at the pleasure” of the Board of Directors; powers and duties as set forth under the District Act; compensation paid on an hourly basis at the rate of \$160.00 per hour, for hours worked only; work hours limited to 960 hours per fiscal year; monthly parking pass at District offices; and additional benefits pursuant to the temporary agreement only if required by law or eligible pursuant to existing benefit plans.

The item was discussed.

Director McPartland seconded the motion, which carried by electronic vote. Ayes – 6: Directors Blalock, Fang, Keller, McPartland, Raburn, and Franklin. Noes – 3: Directors Murray, Radulovich, and Sweet.

The Special Board Meeting adjourned at 10:15 a.m.

Kenneth A. Duron  
District Secretary