

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

Board of Directors  
Minutes of the 1,587th Meeting  
December 10, 2009

A special meeting of the Board of Directors was held December 10, 2009, convening at 9:05 a.m. in the Board Room, 344 20<sup>th</sup> Street, Oakland, California. President Blalock presided; Kenneth A. Duron, District Secretary.

Directors present: Directors Franklin, Keller, Murray, Ward Allen, and Blalock.

Absent: Director Sweet. Directors Fang, McPartland, and Radulovich entered the meeting later.

President Blalock called for Public Comment on Item 2-B, Consent Calendar. No comments were received.

Director McPartland entered the Meeting.

Consent Calendar item brought before the Board was:

1. Amendment to the Money Purchase Pension Plan Regarding Suspension of 1.627% Payments for Non-represented Employees.

Director Murray moved that the Board President be authorized to execute an amendment to the 2006 Restatement of the San Francisco Bay Area Rapid Transit District Money Purchase Pension Plan (MPPP), on behalf of the Board, that suspends the District's contributions of 1.627% of payroll, as defined in the MPPP, for non-represented employees, effective with each payroll on or after January 1, 2010, and before July 1, 2013; with the Office of the General Counsel to approve the amendment as to form. Director Ward Allen seconded the motion, which carried by unanimous electronic vote. Ayes – 6: Directors Franklin, Keller, McPartland, Murray, Ward Allen, and Blalock. Noes – 0. Absent – 3: Directors Fang, Radulovich, and Sweet.

President Blalock called for Public Comment on Item 3-B, Closed Session. No comments were received.

President Blalock announced that the Board would entered into closed session under Item 3-B (Conference with Labor Negotiators – Public Employee Performance Evaluation) 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 9:08 a.m.

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The Board reconvened in closed session at 9:10 a.m.

Directors present: Directors Fang, Franklin, Keller, McPartland, Murray, Ward Allen, and Blalock.

Absent: Director Sweet. Director Radulovich entered the Meeting later.

Director Radulovich entered the Meeting.

The Board Meeting recessed at 9:57 a.m.

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

Directors present: Directors Fang, Franklin, Keller, McPartland, Murray, Radulovich, Ward Allen, and Blalock.

Absent: Director Sweet.

President Blalock noted that Item 4-B (Closed Session, Conference with Real Property Negotiator) would not be discussed.

Director Ward Allen announced that there would be a meeting on December 17, 2009, to solicit input from the public on issues, challenges, and opportunities facing the new chief of police, and what background, experience, and characteristics the new chief of police should have.

President Blalock noted that items 5-A through 5-D were interrelated, and brought the following matters before the Board:

1. Oakland Airport Connector Project: Port of Oakland Agreements
  - a. Development Agreement
  - b. Use, Operation and Maintenance Agreement
  
2. Oakland Airport Connector Project
  - a. Award of Contract No. 01ZK-110, Design-Build Contract
  - b. Award of Contract No. 01ZK-120, Operations and Maintenance Contract
  - c. Execution of Two Stipend Agreements

General Manager Dorothy W. Dugger introduced Thomas Dunscombe, Project Manager - Oakland Airport Connector, Transit System Development, who gave a presentation on the items.

Director Ward Allen welcomed and introduced former Director Margaret K. Pryor, former Oakland City Councilmember Henry Chang, Port of Oakland Acting Director of Aviation, Deborah Ale- Flint, and Mr. Sylvester Grigsby.

The following individuals addressed the Board:

Mr. Scott Peterson  
Mr. Bob Allen  
Mr. Theo Oliphant  
Mr. Andres Cluver

Mr. Scott Mace  
Mr. Sylvester Grigsby  
Mr. Jim Wunderman  
Mr. Paul Cohen  
Mrs. Margaret K. Pryor  
Mr. Henry Chang  
Ms. Khoi Le  
Ms. Deborah Ale-Flint  
Mr. Michael Quigley  
Mr. Jef Nazareno  
Mr. Art Shank  
Mr. Sugi Loni  
Mr. Richard Grabinski  
Honorable Larry Reid  
Mr. Te-chih Ke  
Mr. Pedro Espinosa  
Mr. Ed Dillard  
Mr. General Sheppard  
Mr. Doyle Williams  
Mr. Keith Gilliam  
Mr. John Knox White  
Ms. Rebecca Saltzman  
Mr. Ken Houston  
Mr. Len Turner  
Mr. Jeff Simpson  
Mr. Michael Simpson  
Mr. Darrel Carey  
Mr. Luis Allende  
Mr. Richard Raine  
Mr. Andrew Robbins  
Ms. Rita Mitchell  
Ms. Gaby Miller  
Ms. Michele Jordan  
Mr. Dave Benjamin  
Mr. Art Dao  
Ms. Susan Decker

President Blalock exited the meeting.

Mr. Michael Krueger  
Mr. Rich Dumas  
Mr. John Nyugen

President Blalock entered the meeting.

Mr. Debo Sodipo

The Board discussed the presentations on the Oakland Airport Connector Project.

Director Ward Allen moved that the General Manager or her designee be authorized to execute, consistent with the terms summarized in the Executive Decision Document, the Development Agreement with the Port of Oakland in connection with the Oakland Airport Connector Project and the Use, Operation and Maintenance Agreement with the Port of Oakland in connection with the Oakland Airport Connector Project. Director Fang seconded the motion, which carried by electronic vote. Ayes – 7: Directors Fang, Franklin, Keller, McPartland, Murray, Ward Allen, and Blalock. Noes – 1: Director Radulovich. Absent – 1: Director Sweet.

Director Ward Allen made the following motions:

1. Upon certification by the Controller/Treasurer that sufficient American Recovery and Reinvestment Act (ARRA) and Small Starts funds have been committed by the Federal Transit Administration (FTA) for the Project and are available for this contract, that the General Manager be authorized to award Contract No. 01ZK-110 to Flatiron/Parsons, Joint Venture, for the Design-Build of the Oakland International Airport Connector, for the not-to-exceed price of \$361,022,150.00, pursuant to notification to be issued by the General Manager and subject to the District's protest procedures and FTA's requirements related to protest procedures.
2. Concurrent with the award of Contract No. 01ZK-110, that the General Manager be authorized to award Contract No. 01ZK-120 to Doppelpmayr Cable Car, Inc., to Operate and Maintain the Oakland International Airport Connector, for the not-to-exceed price of \$4,906,865.00 and Capital Asset Replacement Program (CARP) costs of \$768,396.00, both paid annually for a period of twenty (20) years and subject to escalation, pursuant to notification to be issued by the General Manager and subject to the District's protest procedures.

Director Murray seconded the motions, which carried by electronic vote. Ayes – 7: Directors Fang, Franklin, Keller, McPartland, Murray, Ward Allen, and Blalock. Noes – 1: Director Radulovich. Absent – 1: Director Sweet.

Director Radulovich moved that the General Manager be authorized to execute two separate Stipend Agreements with Walsh Construction Company and Shimmick/Skanska/Herzog, Joint Venture, in the amount of \$500,000.00 each (\$1,000,000.00 total). Director Ward Allen seconded the motion. The motion carried by electronic vote. Ayes – 8: Directors Fang, Franklin, Keller, McPartland, Murray, Radulovich, Ward Allen, and Blalock. Noes – 0. Absent – 1: Director Sweet.

The Board meeting recessed at 1:18 p.m.

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The Board reconvened in open session at 1:23 p.m.

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

Absent: Directors McPartland, Sweet, and Ward Allen.

President Blalock brought the matter of Adoption of Resolution of Intention to Amend California Public Employees Retirement System (CalPERS) Contract to Add Fourth Level of Survivor Benefits for Safety Members before the Board, and called for public comment on the item. No comments were received. Ms. Elaine Kurtz, Department Manager, Human Resources, gave a presentation on the item.

Director Murray moved adoption of Resolution No. 5121, Resolution of Intention to Approve an Amendment to Contract between the Board of Administration California Public Employees' Retirement System and the Board of Directors San Francisco Bay Area Rapid Transit District. Director Franklin seconded the motion, which carried by unanimous electronic vote. Ayes – 6: Directors Fang, Franklin, Keller, Murray, Radulovich, and Blalock. Noes – 0. Absent – 3: Directors McPartland, Sweet, and Ward Allen.

President Blalock called for the General Manager's Report. Ms. Dugger gave a brief report on a recent derailment.

President Blalock called for Public Comment on Items 7-B and 8-A. No comments were received.

Director Radulovich requested the Board be provided with advance notice of items proposed for future Board and committee agendas.

President Blalock announced that the Board would entered into closed session under Item 7-B (Conference with Legal Counsel – Anticipated Litigation) 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 1:29 p.m.

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The Board reconvened in closed session at 1:43 p.m.

Directors present: Directors Keller, McPartland, Murray, Radulovich, and Blalock.

Absent: Directors Fang, Franklin, Sweet, and Ward Allen.

The Board Meeting recessed at 1:57 p.m.

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The Board reconvened in open session at 1:59 p.m.

Directors present: Directors Keller, McPartland, Murray, Radulovich, Ward Allen, and Blalock.

Absent: Directors Fang, Franklin, and Sweet.

President Blalock brought the matter of Amendment to Agreement No. 6M7066, Poster Advertising Franchise Services, with Titan Outdoor LLC before the Board. Mr. Aaron

Weinstein, Department Manager, Marketing, gave a brief presentation on the item. Director Murray moved that the General Manager be authorized to execute an amendment to Agreement No. 6M7066, Poster Advertising Franchise, with Titan Outdoor LLC, that includes the following terms: Minimum Annual Guarantee payments totaling \$95 million over the life of the contract; seventy percent (70%) revenue share; Letter of Credit equivalent to six months of revenue; a \$1.3 million refundable cash deposit; and the amendment will be approved as to form by the Office of the General Counsel. Director Keller seconded the motion, which carried by unanimous electronic vote. Ayes – 6: Directors Keller, McPartland, Murray, Radulovich, Ward Allen, and Blalock. Noes – 0. Absent – 3: Directors Fang, Franklin, and Sweet.

President Blalock announced that the Board would entered into closed session to continue discussion of Item 3-B (Conference with Labor Negotiators - Public Employee Performance Evaluation) of the Special Meeting agenda, and that the Board would adjourn upon conclusion of the closed session.

The Board Meeting recessed at 2:01 p.m.

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The Board reconvened in closed session at 2:06 p.m.

Directors present: Directors Keller, McPartland, Murray, Radulovich, and Blalock.

Absent: Directors Fang, Franklin, Sweet, and Ward Allen.

The Board Meeting adjourned at 3:08 p.m.

Kenneth A. Duron  
District Secretary