

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

BOARD MEETING AGENDA

February 9, 2017

9:00 a.m.

A regular meeting of the Board of Directors will be held at 9:00 a.m. on Thursday, February 9, 2017. This meeting shall consist of a simultaneous teleconference call at the following locations:

BART Board Room Kaiser Center 20 th Street Mall – Third Floor 344 – 20 th Street Oakland, CA 94612	Roosevelt Hotel 45 East 45 th Street New York, NY 10017
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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 (https://public.govdelivery.com/accounts/CATRANBART/subscriber/new?topic_id=CATRANBART_1904) or via regular mail upon request submitted to the District Secretary. 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.

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 Meetings of January 12, 2017, and January 25 and 26, 2017.* Board requested to authorize.
- B. Resolution Authorizing the General Manager to Execute Amendments to Northern California Power Agency Agreement in Order to Add New Members.* Board requested to adopt.

3. PUBLIC COMMENT – 15 Minutes

(An opportunity for members of the public to address the Board of Directors on matters under their jurisdiction and not on the agenda. An additional period for Public Comment is provided at the end of the Meeting.)

4. ADMINISTRATION, WORKFORCE, AND LEGISLATION ITEMS

Director McPartland, Chairperson

- A. Agreement with Principal Life Insurance Company for Short Term Disability Administrative Services and Long Term Disability Insurance (Agreement No. 6M4491).* Board requested to authorize.
- B. Modification to the Disadvantaged Business Enterprise Program.* Board requested to authorize.
- C. Amendment to Legal Services Agreement with Glynn & Finley, LLP.* Board requested to authorize.
- D. Proposed Principles and Candidate Project List for Metropolitan Transportation Commission's Regional Measure 3.* Board requested to authorize.

5. FINANCE, BUDGET, AND BOND OVERSIGHT ITEMS

Director Josefowitz, Chairperson

- A. District Debt Policy.* Board requested to authorize.

6. OPERATIONS AND SAFETY ITEMS

Director Keller, Chairperson

- A. Award of Contract No. 05HA-100, El Cerrito Del Norte Station Modernization Project.* Board requested to authorize.
- B. Project Revisions and Second Addendum to the Hayward Maintenance Complex Project Final Initial Study/Mitigated Negative Declaration.* Board requested to authorize.
- C. Short Term System Capacity Improvements.
 - a. Train Seat Modification Project.* For information.
 - b. Resolution of Support for Metropolitan Transportation Commission's Transit Performance Initiative Investment Round 3 Grant Program.* Board requested to adopt.
- D. Quarterly Performance Report, Second Quarter Fiscal Year 2017 - Service Performance Review.* For information.

7. PLANNING ITEMS

Director Raburn, Chairperson

- A. Sole Source Procurement with eLock Technologies for Electronic Bike Lockers and Maintenance Agreement.* Board requested to authorize. (TWO-THIRDS VOTE REQUIRED.)
- B. Tri-Valley Transportation Activities Update.* For information.
- C. Dublin/Pleasanton Station Parking Garage.*
 - a. Approval of Addendum to Dublin Transit Center Environmental Impact Report. Board requested to authorize.
 - b. Expansion of Dublin/Pleasanton BART Parking Garage. Board requested to adopt.
 - c. Support for Regional Funding Application. Board requested to adopt.

8. GENERAL MANAGER'S REPORT

- A. Review of the Draft Agenda for the Capitol Corridor Joint Powers Board Meeting of February 15, 2017.* For information.
- B. Report of Activities, including Updates of Operational, Administrative, and Roll Call for Introductions Items.

9. 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.)

10. 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.)

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

A. CONFERENCE WITH LABOR NEGOTIATORS; PUBLIC EMPLOYEE PERFORMANCE EVALUATION

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

12. OPEN SESSION

A. Compensation and Benefits for General Manager, General Counsel, Controller/Treasurer, District Secretary, and Independent Police Auditor. 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 1,779th Meeting
January 12, 2017

A regular meeting of the Board of Directors was held January 12, 2017, convening at 9:03 a.m. in the Board Room, 344 20th Street, Oakland, California. President Saltzman presided; Kenneth A. Duron, District Secretary.

Directors present: Directors Allen, Blalock, Dufty, Raburn, Saltzman, and Simon.

Absent: Director Keller. Directors Josefowitz and McPartland entered the Meeting later.

Director Josefowitz entered the Meeting.

Consent Calendar items brought before the Board were:

1. Approval of Minutes of the Meeting of December 15, 2016.
2. District Base Pay Schedule.
3. Agreement with Crown Building Maintenance Co., Inc. (dba Able Building Maintenance Company), for Carpet Cleaning Services for the District's Administrative Offices and District Board Room (Agreement No. 6M4510).
4. Award of Invitation for Bid No. 9019, Windows, Complete Assembly, C-Car Cab.
5. 2017 Special Appointments.

Director Raburn made the following motions as a unit. Director Blalock seconded the motions, which carried by unanimous acclamation. Ayes – 7: Allen, Blalock, Dufty, Josefowitz, Raburn, Simon, and Saltzman. Noes - 0. Absent – 2: Directors Keller and McPartland.

1. That the Minutes of the Meeting of December 15, 2016, be approved.
2. That the base pay schedule in effect January 1, 2017, be approved.
3. That the General Manager be authorized to award Agreement No. 6M4510, for carpet cleaning services, to Crown Building Maintenance Co., Inc. (dba Able Building Maintenance Company), including the exercise of options to renew the Agreement for two (2) additional one (1) year periods, for a total compensation amount not to exceed \$163,862.00,

pursuant to notification to be issued by the General Manager, and subject to compliance with the District's protest procedures.

4. That the General Manager be authorized to award Invitation for Bid No. 9019 to John Marron & Associates, of Danville, California, for the Bid price of \$334,224.00, including sales tax, pursuant to notification to be issued by the General Manager, and subject to the District's protest procedures.

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

5. That the Special Appointments for 2017 be ratified.

President Saltzman called for Public Comment.

Director McPartland entered the Meeting.

The following individuals addressed the Board.

Lea Grundy
Sherry Hirota
Joshua Simon
Ivan Jimenez

President Saltzman, Chairperson of the Administration Committee, brought the matter of Title VI Civil Rights Program 2016 Triennial Update before the Board. Mr. Wayne Wong, Department Manager, Office of Civil Rights; Ms. Sharon Moore, Program Manager, Workforce and Policy Compliance; and Ms. Seema Parameswaran, Senior Administrative Analyst, presented the item. The item was discussed. Director McPartland moved that the Board approve the District's Title VI Civil Rights Program 2016 Triennial Update. Director Blalock seconded the motion, which carried by unanimous acclamation. Ayes – 8: Allen, Blalock, Dufty, Josefowitz, McPartland, Raburn, Simon, and Saltzman. Noes - 0. Absent – 1: Director Keller.

President Saltzman brought the matter of Disparity Study Findings and Recommendations and Disadvantaged Business Enterprise Program Update before the Board. Mr. Wong presented the item.

The following individuals addressed the Board.

Greg Roja
Virgilio Talao
Darrel Carey
Mark McClure
Charissa Frank
Walter Allen
Eleanor Ramsey
Chi-Hsin Shao
Ming-Chen Yu

Alex Chiu
Shonda Scott
John Arantes
Sebastian Wong
Juliana Choy Sommer
Myles Stevens
Angelito Magbitang
Alpha J. Buie
Charlie Walker
LaVerda Allen
Nadir Bey
Henry Chang
Martin Lee
Gboygga Aladegbami

The item was discussed.

Sherry Williams addressed the Board.

Discussion continued. Director Raburn moved adoption of Resolution No. 5330, In the Matter of Adopting Findings and Modifying BART's Disadvantaged Business Enterprise Program; approval of the modifications to the Disadvantaged Business Enterprise (DBE) Program; and that the General Manager be authorized to approve the DBE Program documents. Director Blalock seconded the motion.

Ali Altaha addressed the Board.

Discussion continued. Director Raburn amended the motion to remove the following component of the DBE Program, with the item to return to the Board at a future meeting.

In Architectural and Engineering, professional services and other services, the District will require that the DBE goal be met through participation of DBE subconsultants, even if the prime consultant is a DBE.

Director Blalock accepted the amendment. The amended motion carried by roll call vote. Ayes – 5: Directors Blalock, Dufty, McPartland, Raburn, and Simon. Noes – 3: Directors Allen, Josefowitz, and Saltzman. Absent – 1: Director Keller.

Director McPartland, Chairperson of the Engineering and Operations Committee, brought the matter of Award of Contract No. 15EJ-150, 34.5 kV Cable Replacement A-Line ANA-ACO Substations, before the Board. Mr. Paul Oversier, Assistant General Manager, Operations, and Mr. Victor Austria, Senior Electrical Engineer, Maintenance and Engineering, presented the item.

John Arantes addressed the Board.

The item was briefly discussed. Director Allen moved that the General Manager be authorized to award Contract No. 15EJ-150, 34.5 kV Cable Replacement A-Line ANA-ACO Substations, to Blocka Construction, Inc., in the amount of \$5,325,500.00, pursuant to notification to be issued by the General Manager, and subject to compliance with the District's protest procedures and

Federal Transit Administration's requirements related to protest procedures. Director Raburn seconded the motion, which carried by unanimous acclamation. Ayes – 8: Allen, Blalock, Dufty, Josefowitz, McPartland, Raburn, Simon, and Saltzman. Noes - 0. Absent – 1: Director Keller.

Director McPartland brought the matter of Award of Contract No. 15LK-120, Escalator Renovation Project, before the Board. Mr. Robert Mitroff, Chief Planning and Development Officer, presented the item.

Jerry Grace addressed the Board.

The item was discussed. Director Josefowitz moved that all bids for Contract No. 15LK-120 be rejected. Director Raburn seconded the motion, which carried by unanimous acclamation. Ayes – 8: Allen, Blalock, Dufty, Josefowitz, McPartland, Raburn, Simon, and Saltzman. Noes - 0. Absent – 1: Director Keller.

Director McPartland brought the matter of Award of Contract No. 15LK-130, Street Entry Canopy, Powell Street and Civic Center Stations, before the Board. Mr. Mitroff and Mr. Tim Chan, Manager of Planning, presented the item. The item was discussed. Director Blalock moved that the General Manager be authorized to award Contract No. 15LK-130, Street Entry Canopy, Powell Street and Civic Center Stations, to SilMan Construction, for the Bid price of \$4,444,910.00, pursuant to notification to be issued by the General Manager; and that the General Manager be further authorized to exercise the Option subject to certification from the Controller/Treasurer of funding availability. Director Josefowitz seconded the motion, which carried by unanimous acclamation. Ayes – 8: Allen, Blalock, Dufty, Josefowitz, McPartland, Raburn, Simon, and Saltzman. Noes - 0. Absent – 1: Director Keller.

President Saltzman announced that the order of agenda items would be changed, and brought the matter of Proposed Revision to Rules of the Board of Directors, Section 3, Committees, Number and Functions, before the Board. The item was discussed. President Saltzman moved that the Board adopt the proposed Board Rules revisions to the Rules of the Board of Directors: Chapter III Board Meetings and Committees, Section 3. Committees for the period of February through June 2017. Director Josefowitz seconded the motion, which carried by roll call vote. Ayes – 7: Allen, Dufty, Josefowitz, McPartland, Raburn, Simon, and Saltzman. Noes – 1: Director Blalock. Absent – 1: Director Keller.

President Saltzman announced that the Board would enter into closed session under Item 11-A (Conference with Legal Counsel) of the regular Meeting agenda, and that the Board would reconvene in open session upon conclusion of the closed session.

The Board Meeting recessed at 12:46 p.m.

The Board Meeting reconvened in closed session at 12:56 p.m.

Directors present: Directors Allen, Blalock, Raburn, Simon, and Saltzman.

Absent: Directors Josefowitz and Keller. Directors Dufty and McPartland entered the Meeting later.

Directors Dufty and McPartland entered the Meeting.

The Board Meeting recessed at 1:09 p.m.

The Board Meeting reconvened in open session at 1:13 p.m.

Directors present: Directors Blalock, Dufty, McPartland, Raburn, Simon, and Saltzman.

Absent: Directors Josefowitz and Keller. Director Allen entered the Meeting later.

President Saltzman announced that the Board had concluded its closed session on Item 11-A and that there were no announcements to be made.

Director McPartland brought the matter of Sole Source Procurement with Wabtec Corporation for Coupler Yokes before the Board. Mr. Benjamin Holland, Manager of Vehicle Systems Engineering, presented the item. The item was discussed. Director Blalock moved that the Board find, by a two-thirds majority vote, pursuant to Public Contract Code section 20227, that Wabtec Corporation is the sole source supplier for the procurement of the coupler yoke, and that the purchase is for the sole purpose of duplicating or replacing equipment already in use; and that the General Manager be authorized to enter into direct negotiations with Wabtec Corporation to execute an agreement for the purchase of yokes in an amount not to exceed \$760,000.00, including all taxes. President Saltzman seconded the motion, which carried by unanimous acclamation by the required two-thirds vote. Ayes – 7: Directors Allen, Blalock, Dufty, McPartland, Raburn, Simon, and Saltzman. Noes - 0. Absent – 2: Directors Josefowitz and Keller.

Director McPartland brought the matter of Change Orders to Contract No. 01RQ-110, Construction of Hayward Maintenance Complex Project Maintenance Facilities, with Clark Construction, before the Board. Mr. Thomas Horton, Group Manager, Hayward Maintenance Complex, presented the item. The item was discussed. Director Raburn made the following motions as a unit. Director Blalock seconded the motions, which carried by unanimous acclamation. Ayes – 7: Directors Allen, Blalock, Dufty, McPartland, Raburn, Simon, and Saltzman. Noes - 0. Absent – 2: Directors Josefowitz and Keller.

1. That the General Manager be authorized to execute Change Order No. 58, revised motor control center units and mechanical equipment power, to Contract No. 01RQ-110, Hayward Maintenance Complex Project Maintenance Facilities, with Clark Construction, for an amount not to exceed \$300,000.00.
2. That the General Manager be authorized to execute Change Order No. 61.1, switchboard "A" secondary electrical feeders replacement in Hayward Main Shop, to Contract No. 01RQ-110, Hayward Maintenance

Complex Project Maintenance Facilities, for an amount not to exceed \$900,000.00.

Director Raburn, Chairperson of the Planning, Public Affairs, Access, and Legislation Committee, brought the matter of Five Year Lease at 101 8th Street with East Bay Asian Local Development Corporation and Asian Health Services before the Board. Mr. Sean Brooks, Department Manager, Real Estate and Property Development, presented the item.

Dang Suh addressed the Board.

President Saltzman moved that the General Manager or her designee be authorized to complete negotiations and execute the following lease agreements relating to space on the first floor of the Joseph P. Bort Metro Center Building, 101 8th Street, Oakland, California, and to take any other actions necessary in connection with the execution of said lease agreements: 1) Lease Agreement with Asian Health Services for the Suite 100 space of approximately 14,908 square feet and the Library space of approximately 2,336 square feet; and 2) Lease Agreement with East Bay Asian Local Development Corporation for the cafeteria space of approximately 3,119 square feet. Director Raburn seconded the motion. The item was discussed.

Director McPartland exited the Meeting.

The motion carried by roll call vote. Ayes – 5: Directors Blalock, Dufty, Raburn, Simon, and Saltzman. Noes – 1: Director Allen. Absent – 3: Directors Josefowitz, Keller, and McPartland.

Director Raburn brought the matter of Metropolitan Transportation Commission Regional Measure 3 Update before the Board. Ms. Deidre Heitman, Manager, Special Projects, and Ms. Rebecca Long, Metropolitan Transportation Commission Manager of Government Relations, presented the item. The item was discussed.

President Saltzman called for the General Manager's Report. Acting Deputy General Manager Robert Powers reported on steps the General Manager had taken and activities and meetings she had participated in, and reminded the Board of the upcoming annual Dr. Martin Luther King Jr. celebration.

President Saltzman called for the Quarterly Report of the Office of the Independent Police Auditor. Mr. Russell Bloom, Independent Police Auditor, presented the report and introduced Mr. Patrick Caceres, Independent Police Investigator. Mr. Caceres addressed the Board.

Director Saltzman called for Board Member Reports and Roll Call for Introductions.

Director Dufty requested recognition for Officer Christopher Evola at a future Board Meeting.

Director Dufty reported he and Director Simon had met with Keith Garcia, President of the BART Police Officers' Association.

Director Dufty suggested the District develop a program of visiting high schools to engage young people and educate them on the wonders of BART, both as a means of transportation and

as a potential future employer, as well as educating them on proper behavior and inspiring them to respect the system and its employees.

President Saltzman requested a public service announcement campaign on trains and in stations to educate the public about how to respond to situations on transit and respect each other. Director Dufty seconded the request.

President Saltzman called for In Memoriam, and noted that a request had been made to adjourn the meeting in honor of Sergeant Tommy Smith.

President Saltzman called for Public Comment. No comments were received.

The Board Meeting was adjourned at 2:50 p.m. in memory of Sergeant Tommy Smith.

Kenneth A. Duron
District Secretary

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

Board of Directors
Minutes of the 1,780th Meeting
January 25 and 26, 2017

A regular meeting of the Board of Directors was held January 25 and 26, 2017. The meeting was a Board Workshop. The first session, convening at 8:46 a.m. on January 25, was held in the Crystal Ballroom, Hotel Shattuck Plaza, 2086 Allston Way, Berkeley, California. President Saltzman presided; Kenneth A. Duron, District Secretary.

Directors present: Directors Allen, Blalock, Dufty, Josefowitz, Keller, McPartland, Raburn, and Saltzman.

Absent: None. Director Simon entered the Meeting later.

Director Simon entered the Meeting.

General Manager Grace Crunican introduced and welcomed Mr. Michael Jones, Assistant General Manager, Employee Relations.

Consent Calendar item brought before the Board was:

1. 2017 Standing Committee Appointments.

Director Blalock moved that the proposed Standing Committee Appointments for 2017 be ratified. Director Raburn seconded the motion, which carried by unanimous acclamation. Ayes – 9: Directors Allen, Blalock, Dufty, Josefowitz, Keller, McPartland, Raburn, Simon, and Saltzman.

President Saltzman called for Public Comment. No comments were received.

The workshop was held.

Ms. Crunican and Acting Deputy Manager Robert Powers gave an overview of the workshop.

Mr. Powers, Ms. Ellen Smith, Manager of Planning, and Mr. Val Menotti, Chief Planning and Development Officer, gave a presentation on Strategic Plan. The presentation was discussed.

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

The Board Meeting reconvened at 10:16 a.m.

Directors present: Directors Allen, Blalock, Dufty, Josefowitz, Keller, McPartland, Raburn, Simon, and Saltzman.

Absent: None.

Randall Glock addressed the Board.

Mr. Aaron Weinstein, Department Manager, Marketing and Research, and Ms. Maureen Wetter, Principal Research Project Analyst, gave a presentation on Customer Satisfaction Survey Findings. The presentation was discussed.

Mr. Carter Mau, Assistant General Manager, Administration and Budgets; Ms. Pamela Herhold, Department Manager, Financial Planning; Mr. Robert Umbreit, Department Manager, Budget Department; and Mr. Dennis Markham, Division Manager, Financial Management, gave a presentation on Financial Outlook.

Director Simon exited the Meeting.

The Board Meeting recessed at 12:13 p.m.

The Board Meeting reconvened at 12:41 p.m.

Directors present: Directors Allen, Blalock, Dufty, Josefowitz, Keller, McPartland, Raburn, and Saltzman.

Absent: None. Director Simon entered the Meeting later.

The Financial Outlook presentation was discussed.

Ms. Tamar Allen, Chief Maintenance and Engineering Officer; Mr. Robert Mitroff, Acting Assistant General Manager, Planning, Development, and Construction; Mr. Menotti; Ms. Rose Poblete, Controller/Treasurer; Ms. Kerry Hamill, Assistant General Manager, External Affairs; and Mr. Wayne Wong, Department Manager, Office of Civil Rights, gave a presentation on 2016 BART Safety, Reliability and Traffic Relief Bond Implementation.

Director Simon entered the Meeting.

The presentation was discussed.

The Board Meeting recessed at 2:27 p.m.

The Board Meeting reconvened at 2:43 p.m.

Directors present: Directors Allen, Blalock, Dufty, Josefowitz, McPartland, Raburn, Simon, and Saltzman.

Absent: None. Director Keller entered the Meeting later.

Mr. Menotti; Mr. Ian Griffiths, Senior Planner; Mr. Weinstein; Mr. Sean Brooks, Department Manager, Real Estate and Property Development; and Mr. Ravi Misra, Chief Information Officer, gave a presentation on Stations, Placemaking, and Revenue Generation.

Director Keller entered the Meeting.

The presentation was discussed.

President Saltzman announced that the Board would enter into closed session in the Boiler Room under Item 5-A (Conference with Labor Negotiators) and Item 5-B (Public Employee Performance Evaluation), and that the Board would reconvene in open session at the conclusion of that closed session.

The Board Meeting recessed at 3:38 p.m.

The Board Meeting reconvened in closed session at 3:50 p.m.

Directors present: Directors Allen, Blalock, Dufty, Josefowitz, McPartland, Raburn, Simon, and Saltzman.

Absent: Director Keller.

The Board Meeting recessed at 5:13 p.m.

The Board Meeting reconvened in closed session at 5:23 p.m.

Directors present: Directors Allen, Blalock, Dufty, Josefowitz, McPartland, Raburn, Simon, and Saltzman.

Absent: Director Keller.

Director Simon exited the Meeting.

The Board Meeting recessed at 6:57 p.m.

The Board Meeting reconvened in open session at 6:58 p.m.

Directors present: Director Saltzman.

Absent: Directors Allen, Blalock, Dufty, Josefowitz, Keller, McPartland, Raburn, and Simon.

President Saltzman announced that the Board had concluded its closed session and that there was no further announcement to be made.

The Meeting was adjourned at 6:58 p.m.

The Board Meeting reconvened on January 26, 2017, at 8:51 a.m., in the Crystal Ballroom, 2086 Allston Way, Berkeley, California. President Saltzman presided; Kenneth A. Duron, District Secretary.

Directors present: Directors Allen, Blalock, Dufty, Josefowitz, Keller, McPartland, Raburn, and Saltzman.

Absent: None. Director Simon entered the Meeting later.

President Saltzman noted that Special Guest Honorable Jesse Arreguin, Mayor of the City of Berkeley, was not able to attend the Meeting.

President Saltzman called for Public Comment. Mr. Clarence Fischer addressed the Board.

Mr. Mau and Ms. Herhold gave a presentation on Fare Policy.

Director Simon entered the Meeting.

The presentation was discussed.

The Board Meeting recessed at 10:42 a.m.

The Board Meeting reconvened at 10:52 a.m.

Directors present: Directors Allen, Blalock, Dufty, Josefowitz, Keller, McPartland, Raburn, Simon, and Saltzman.

Absent: None.

Mr. Robert Franklin, Department Manager, Customer Access, gave a presentation on Parking Policy.

Director McPartland exited the Meeting.

The presentation was discussed.

The Board Meeting recessed at 12:01 p.m.

The Board Meeting reconvened at 12:27 p.m.

Directors present: Directors Allen, Blalock, Dufty, Josefowitz, Keller, Raburn, Simon, and Saltzman.

Absent: Director McPartland.

Ms. Crunican and Mr. Powers gave a summary of the Workshop.

Director Dufty exited the Meeting.

The summary was discussed.

The Meeting was adjourned at 12:59 p.m.

Kenneth A. Duron
District Secretary



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>1 FEB 2017</i> <i>Robert M. Powers</i>		GENERAL MANAGER ACTION REQ'D:		
DATE: 1/25/2017		BOARD INITIATED ITEM: No		
Originator/Prepared by: Nathanael Miksis Dept: Energy Division	General Counsel	Controller/Treasurer	District Secretary	BARC
<i>[Signature]</i> Signature/Date: <i>1/30/17</i>	<i>[Signature]</i> <i>1/31/17</i> []	<i>[Signature]</i> <i>1/31/17</i> []	[]	<i>[Signature]</i> <i>1.30.17</i> []

Board Resolution to Authorize General Manager to Approve New Northern California Power Agency Members

PURPOSE:

To have the Board of Directors adopt the attached resolution giving the General Manager the authority to execute amendments or supplements to the Northern California Power Agency (NCPA) Joint Powers Agreement (JPA) for the purpose of adding new members.

DISCUSSION:

The JPA is the formative document for NCPA and was signed by the original members in 1968. BART became a full signatory member to the JPA in 2005. In 2008, the JPA was amended and restated with the unanimous approval of all members, including BART.

NCPA provides many services to BART, including purchasing and scheduling electrical supply for the District, and providing other risk management, settlement, and agency services related to the District's electricity supply and delivery needs.

NCPA is an agency that was formed for the purpose of utilizing the joint action of participating public power entities to pursue common interests for the benefit of all of its members. From time to time, other eligible public agencies seek membership in NCPA. In order for NCPA to admit a new member, each current member must execute an amendment or supplement to the JPA. This happened when BART applied for and was granted membership in 2005.

This resolution gives the General Manager authority to execute such amendments or supplements to the NCPA JPA in order to add other new members.

FISCAL IMPACT:

The addition of new members to NCPA would have no negative fiscal impacts, and possibly positive ones, as NCPA's costs could be shared among a larger membership.

ALTERNATIVES:

The District could choose not to give the General Manager authority to approve amendments to the JPA for the purpose of adding NCPA members. Without this authority, District staff would bring each new NCPA member request to the Board for approval separately.

RECOMMENDATION:

It is recommended that the Board of Directors adopt the following motion.

MOTION:

The Board of Directors adopts the attached resolution entitled "In the Matter of Amending the Amended And Restated Northern California Power Agency Joint Powers Agreement in Order to Add New Parties and Members"

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

**In the Matter of Amending the Amended
And Restated Northern California Power
Agency Joint Powers Agreement in Order to
Add New Parties and Members**

Resolution No.

WHEREAS, the Northern California Power Agency ("NCPA") was formed in 1968 for the purpose of utilizing the joint action of participating public power entities to pursue common interests for the benefit of all such members; and

WHEREAS, the NCPA Joint Powers Agreement was first made on July 19, 1968, and was amended and restated as of January 1, 2008 ("the Joint Powers Agreement"); and

WHEREAS, the Joint Powers Agreement created NCPA pursuant to the Joint Exercise of Powers Act (Section 6500 *et seq.* of the Government Code of the State of California) as a separate public agency and legal entity existing apart from its members; and

WHEREAS, the San Francisco Bay Area Rapid Transit District is a signatory participant to the Joint Powers Agreement, and is therefore a member of NCPA; and

WHEREAS, from time to time other public agencies of the State of California that are eligible to enter into joint powers agreements pursuant to the Joint Exercise of Powers Act and have powers equivalent to those of the existing members of NCPA so far as is relevant to the powers of NCPA, and are therefore eligible for membership in NCPA pursuant to the Joint Powers Agreement; and

WHEREAS, an eligible agency may submit an application for NCPA membership; and

WHEREAS, each of the other Parties to the Joint Powers Agreement may desire that such prospective new member shall become a party to the Joint Powers Agreement and a member of NCPA on the same basis as each of the other NCPA members; and

WHEREAS, upon full execution of an appropriate amendment or supplement to the Joint Powers Agreement by all Parties to the Joint Powers Agreement, such prospective new member shall be a member of NCPA and a Party to the Joint Powers Agreement, and shall have the same rights, powers, and privileges and immunities, duties, and obligations as any other member of NCPA.

NOW, THEREFORE, BE IT RESOLVED, that the General Manager of the San Francisco Bay Area Rapid District is authorized to execute such amendments or supplements to Joint Powers Agreement necessary to add Parties to the Joint Powers Agreement and new members to NCPA.

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EXECUTIVE DECISION DOCUMENT

GENERAL-MANAGER APPROVAL: <i>2 FEB 2017</i> <i>Robert M. Keenan</i>		GENERAL MANAGER ACTION REQ'D:		
DATE: 12/19/2016		BOARD INITIATED ITEM: No		
Originator/Prepared by: Laura Clark Dept: Human Resources	General Counsel <i>[Signature]</i>	Controller/Treasurer <i>[Signature]</i>	District Secretary	BARC <i>[Signature]</i>
Signature/Date: <i>Laura Clark 2/1/17</i>	<i>2/2/17</i> []	<i>2/1/17</i> []	[]	<i>2 FEB 2017</i> []

Short and Long Term Disability Contract

PURPOSE:

To obtain Board approval to execute an agreement with Principal Life Insurance Company (“Principal”) to provide short-term disability administrative services, and long-term disability insurance for District employees. The term of the Agreement is three years with an option to extend the term for an additional two-year term.

DISCUSSION:

The District’s disability insurance program provides basic coverage at no cost to the employees, and additional coverage at the employee's option and cost. This insurance is handled through commercial insurance carriers. The long-term disability program (LTD) is fully insured, while the short-term disability program (STD) is self-insured.

In October 2015, the District's benefits broker, Keenan and Associates (Keenan) solicited proposals for these services at the direction of staff. In considering the universe of providers appropriate to this solicitation, Keenan was sensitive to the District's ongoing interest in providing contracting opportunities to a broad pool of prospective providers.

The broker was directed to seek prospective providers with an established record of public sector work. Additionally, Keenan sought prospective providers with sufficient liquidity and administrative capacity to handle fully insured accounts of the District's size. The marketing and acceptance of proposals was conducted between October 5, 2015 to October 30, 2015.

Of the companies invited to participate, six (6) completed a submission. Three (3)

proposers; The Standard, Principal, and Hartford most closely matched the current benefit design at a competitive price and were invited and participated in structured oral interviews. The interview panel members included District Human Resources staff and a representative from Keenan. The three finalists were also allowed the opportunity to provide the District with best and final pricing. The Principal had the highest score from the evaluation process and the most competitive pricing.

Legal, Risk Management, and Employee Services have recently negotiated and finalized terms of the agreement with the Principal.

Staff is requesting authority to execute an agreement for three years, with an option to extend for an additional two years, for a not-to-exceed amount of \$5,828,406. The Office of the General Counsel will approve the agreement and any subsequent amendments as to form.

FISCAL IMPACT:

The estimated expenditures for the five-year contract are as follows:

	Year 1	Year 2	Year 3	Year 4 (Option Year #1)	Year 5 (Option Year #2)	Totals
Long Term Disability	\$479,291	\$527,220	\$579,942	\$695,931	\$835,117	\$3,117,501
Long Term Disability Premium (Supplemental Voluntary Coverage)	\$349,912	\$384,903	\$423,394	\$508,073	\$609,687	\$2,275,969
Short Term Disability (Administrative Service Only Fee)	\$66,868	\$73,555	\$80,910	\$97,092	\$116,511	\$434,936
Totals	\$896,071	\$985,678	\$1,084,246	\$1,301,096	\$1,561,315	\$5,828,406

The funding for the services will come from the District's Operating Budget and will be paid as follows:

- Funding for short term disability payments and the long term disability insurance premiums will come from the employee fringe benefits.
- Funding for the short term disability administrative service only fee will be paid from the Human Resources Budget.
- Funding for the long term disability supplemental voluntary coverage, which is

estimated to total \$2,275,969, will be reimbursed by employees who elect the coverage.

ALTERNATIVES:

The District could reject all proposals and solicit new proposals.

RECOMMENDATION:

It is recommended that the Board adopt the following motion:

MOTION:

That the Board authorize the General Manager to execute Agreement No. 6M4491 to provide short term disability administrative services and long term disability insurance with the Principal Insurance Company in an amount not to exceed \$5,828,406.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Powers</i> 2 FEB 2017		GENERAL MANAGER ACTION REQ'D:		
DATE: 1/27/2017		BOARD INITIATED ITEM: Yes		
Originator/Prepared by: Hoa Sin Dept: Office of Civil Rights	General Counsel	Controller/Treasurer	District Secretary	BARC
Signature/Date: <i>Hoa Sin</i> 2/1/2017	<i>[Signature]</i> 2/2/17 []	<i>[Signature]</i> 2/1/17 []	[]	<i>Powers</i> 1 FEB 2017 []

Approve Modification to the Disadvantaged Business Enterprise (DBE) Program- Item D

PURPOSE:

To request Board adoption of a modification to BART's Disadvantaged Business Enterprise (DBE) Program requiring the DBE contract goal in Architectural and Engineering (A&E) services, professional services and other services Agreements, as appropriate, to be met through the participation of DBE subconsultants.

DISCUSSION:

On January 12, 2017, the Board adopted the findings and recommendations of the 2016 Disparity Study and the modifications to the District's DBE Program with the exception of Item D - In A&E, professional services and other services, the District will require that the DBE goal be met through participation of DBE subconsultants, even if the prime consultant is a DBE. The Board requested that staff return with options related to Item D in light of the discussion at the Board meeting.

The 2016 Disparity Study found statistically significant disparities in all types of BART contracting allowing the District to continue using race- and gender- conscious goals in construction and reestablishing race- and gender-conscious goals on A&E, professional services and other services.

On January 23, 2017, staff met with the DBE business community who spoke on this issue at the earlier Board meeting. As directed by the Board, staff developed additional options in addition to the original recommendation (Item D) which were presented at the

DBE business community meeting. These options were: Option 1: Proceed with staff's original recommendation; Option 2: Count DBE prime consultants towards the DBE goal; Option 3: Continue with the current practice where no DBE goals are set under a race and gender neutral approach. The majority of those present at the DBE business community meeting supported the original recommendation, Item D, and requested that staff explore ways to encourage DBE participation as joint venture partners or prime consultants on A&E, professional services and other services.

Staff has determined that under the existing Small Business Entity (SBE) features of BART's DBE Program, SBE contract goals may be met with the participation of SBE prime consultants. DBE firms also qualify as SBE firms. Accordingly, staff may establish SBE goals as a means of encouraging SBE participation as joint venture partners or prime consultants on A&E, professional services and other services Agreements.

Staff recommends that the Board adopt the modification to the DBE Program as follows: In A&E, professional services and other services Agreements, as appropriate, the District will require that the DBE goal be met through participation of DBE subconsultants, even if the prime consultant is a DBE.

Additionally, for A&E (e.g. GEC and CM), professional services (e.g. planning, environmental and community relations) and other services (e.g. temp help, station cleaning, graffiti abatement), the Office of Civil Rights will report to the Board the race and gender conscious attainment towards the DBE contract goal. In addition, staff will report on the race and gender-neutral attainment of SBE primes or SBE Joint Ventures, who are also certified DBEs, towards the District's Triennial DBE goal. The Office of Civil Rights will also update the statistical analysis of the 2016 Disparity Study in 2 years and report back to the Board any changes in the utilization of minority and women owned businesses. If applicable, the Office of Civil Rights will modify the DBE Program accordingly.

FISCAL IMPACT:

There is no fiscal impact on the District.

ALTERNATIVES:

Reject staff recommendation to approve option 1 (Item D) and adopt one of the other options below:

Option 2: In A&E, professional services and other services, the District will count DBE prime consultants toward the DBE contract goal. In order to implement this option, the District would be required to request a waiver from the U.S. Department of Transportation to exclude those minority groups whose participation as primes and subconsultants exceeds their availability in the BART marketplace, from being counted

towards the race-conscious DBE contract goal. The waiver approval process could take a year or more and there is no assurance that such a request would be granted.

Option 3: In A&E, professional services and other services, the District will continue the current practice and only use race and gender neutral measure encouraging DBE participation. This option counts DBE primes and/or DBE JVs towards the non-binding DBE commitment on agreements and does not address disparities identified in the 2016 Disparity Study.

RECOMMENDATION:

It is recommended that the Board adopt the following recommendation:

MOTION:

The Board adopts the modification to the Disadvantaged Business Enterprise (DBE) Program requiring the DBE contract goal in Architectural and Engineering (A&E) services, professional services and other services Agreements, as appropriate, to be met through the participation of DBE subconsultants.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robt M. Power</i> 2 FEB 2017		GENERAL MANAGER ACTION REQ'D:		
DATE: 10/28/2016		BOARD INITIATED ITEM: No		
Originator/Prepared by: Debora Faniel Huff Dept: Office of the General Counsel <i>Debora Faniel</i> Signature/Date: 2/1/2017	General Counsel <i>MB</i> 2/2/17	Controller/Treasurer <i>Agg...</i> 2/2/17	District Secretary	BARC

Amendment to Legal Services Agreement with Glynn & Finley, LLP

PURPOSE:

To request that the Board of Directors approve an increase in funding for the continued retention of outside counsel to handle pending construction related litigation and claims by the California Public Utilities Commission ("CPUC").

DISCUSSION:

The firm of Glynn & Finley currently represents the District in two discrete matters: The first matter relates to the CPUC's Order Institution Investigation and Order to Show Cause related to the fatal accident and the other matter is construction related litigation involving the Earthquake Safety Program. Vicki Nuetzel of the Office of the General Counsel is also acting as counsel in each of these matters. The CPUC claims related to the October 2013 matter involves many of the same allegations as raised by CalOSHA following that incident. Glynn & Finley has been engaged in the CalOSHA appeals and because of that background and experience is better able to defend these claims. Finally, the construction related claims were referred to Glynn & Finley when Ms. Nuetzel was assigned as Associate General Counsel. Because Glynn & Finley has conducted the discovery and prepared this matter for trial, it is recommended that Glynn & Finley continue that representation through the conclusion of that matter.

FISCAL IMPACT:

The value of the legal services agreements to date has totaled \$339,446. This action would add funds as needed for continued representation on these two matters, estimated to be an

additional \$500,000. Payment for the CPUC claim will be funded by the System Safety Department and the construction related claim will be funded by the Earthquake Safety Program 15SU-120.

ALTERNATIVE:

To not authorize this amendment to the agreements, would increase the chance of adverse results in these matters.

RECOMMENDATION:

That the Board adopt the following motion:

MOTION:

That the Board approves the amendment of agreements with Glynn & Finley to continue its representation of the District to handle the defense of CPUC Order Instituting Investigation and Order to Show Cause related to the October 19, 2013 and construction related claims as necessary.

The priority remains firmly on fully funding the Board-identified Big 3 capital projects, maintaining, fixing and modernizing the existing system, and supporting the region's goal of sustainable growth and equity.

In keeping with these principles, if the legislation is passed, BART is recommending a request of \$1.34 billion in high-impact projects that will add service, modernize the existing system, improve service reliability and provide improved convenience and comfort to BART riders. These projects are to fully fund 306 additional rail cars (\$1.0 billion), additional funding for BART's core capacity program (\$150 million for communication-based train control, \$100 million for additional traction power substations), and \$90 million for the design of the Berkeley Hills Tunnel seismic retrofit project.

BART staff will present the attached power point presentation for Board discussion.

FISCAL IMPACT: If successful, BART's request for \$1.34 billion in Regional Measure 3 funding will provide funds needed to add service, modernize the existing system, and improve service reliability resulting in improved convenience and comfort for BART riders.

ALTERNATIVES: The BART Board could revise, augment or reject the set of proposed principles as well as choose alternative candidate projects for RM3.

RECOMMENDATION: It is recommended that the BART Board adopt the proposed set of principles and candidate project list.

MOTION: The BART Board adopts the proposed set of Regional Measure 3 Principles and Candidate Project List.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Powers</i> 1 FEB 2017		GENERAL MANAGER ACTION REQ'D:		
DATE: 1/25/2017		BOARD INITIATED ITEM: Yes		
Originator/Prepared by: Michaela Morales Dept. Finance <i>Michaela Morales</i> Signature/Date: 1/30/17	General Counsel <i>[Signature]</i> 1/30/17 []	Controller/Treasurer <i>[Signature]</i> 1/30/17 []	District Secretary []	BARC <i>[Signature]</i> 1-3-17 []

DEBT POLICY

PURPOSE:

To adopt the Debt Policy of the San Francisco Bay Area Rapid Transit District.

DISCUSSION:

The California Debt and Investment Advisory Commission ("CDIAC") was created to collect, maintain, and provide information on all state and local debt authorization and issuance to serve as a clearinghouse for all state and local debt issuance. Accordingly, state and local issuers of debt are required to submit reports to the Commission within specified timeframes of proposed issuances and final sales. CDIAC provides issuers the ability to submit a report electronically.

Senate Bill 1029, passed in the 2015-2016 Legislative Regular Session, requires that the reports of proposed debt include a certification by the issuer that it has adopted a local debt policy, including specified provisions concerning the use of debt, and that the debt issuance is consistent with the local debt policy. Government Code Section 8855(i) has been amended accordingly.

The debt policy must include:

1. The purposes for which the debt proceeds may be used.
2. The types of debt that may be issued.
3. The relationship of the debt to, and integration with, the issuer's capital improvement program or budget, if applicable.

DEBT POLICY (cont.)

4. Policy goals related to the issuer's planning goals and objectives.
5. The internal control procedures that the issuer has implemented, or will implement, to ensure that the proceeds of the proposed debt issuance will be directed to the intended use.

The attached Debt Policy fulfills this requirement. It was prepared with the assistance of the District's legal counsel and financial advisor.

FISCAL IMPACT:

No fiscal impact.

ALTERNATIVES:

If the Board does not adopt this Debt Policy, the District will not be able to issue Bonds.

RECOMMENDATION:

That the Board adopt the Debt Policy.

MOTION:

The Board adopts the following Resolution adopting a new Debt Policy (attached).

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

In The Matter of Adopting the District Debt Policy
For San Francisco Bay Area Rapid Transit

Resolution No. _____

WHEREAS, the San Francisco Bay Area Rapid Transit District is required to submit reports to the California Debt and Investment Advisory Commission (“CDIAC”); and

WHEREAS, the San Francisco Bay Area Rapid Transit District is required by Senate Bill 1029 to include a certification by the issuer that it has adopted a local debt policy; and

WHEREAS, the San Francisco Bay Area Rapid Transit District proposes to adopt a debt policy to comply with the amended Government Code Section 8855(i),

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the San Francisco Bay Area Rapid Transit District that the Board adopt the Debt Policy submitted with this Resolution and authorizes the Controller-Treasurer, and other officials, to manage the District’s debt issuance in accordance therewith.

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 _____, 2017.

Adopted: _____

Kenneth A. Duron, District Secretary



SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT
DEBT POLICY

Dated as of January 20, 2017

I. Purpose

The purpose of this Debt Policy (the "Debt Policy") of the San Francisco Bay Area Rapid Transit District ("District") is to establish comprehensive guidelines for the issuance and management of the District's bonds, lease financing and other obligations for borrowed money (collectively, "Bonds"). This Debt Policy is intended to help ensure that: (i) the District, the Board of Directors of the District (the "Board of Directors"), the District General Manager (the "District Manager"), the District Controller-Treasurer (the "Controller-Treasurer") and other District management and staff adhere to sound debt issuance and management practices; (ii) the District achieves the most advantageous cost of borrowing commensurate with prudent levels of risk; and (iii) the District preserves and enhances the credit ratings of its Bonds.

II. Scope of Debt Policy

This Debt Policy shall provide guidance for the issuance and management of all debt and lease financings of the District, together with credit, liquidity and other ancillary instruments and agreements secured or executed in connection with such transactions. While adherence to this Debt Policy is recommended in applicable circumstances, the District recognizes that changes in the capital markets, District programs and other unforeseen circumstances may produce situations that are not covered by the Debt Policy or require modifications or exceptions to achieve Debt Policy goals. In these cases, management flexibility is appropriate, provided specific authorization from the Board is obtained. The District may approve Bonds and other related agreements the terms or provisions of which deviate from this Debt Policy, upon the recommendation and approval of the Controller-Treasurer, as circumstances warrant. The failure by the District to comply with any provision of this Debt Policy shall not affect the validity of any Debt that is otherwise duly authorized and executed.

The District's Controller-Treasurer is the designated administrator of the Debt Policy. The Controller-Treasurer shall have the day-to-day responsibility and authority for structuring, implementing and managing the Department's debt and finance program, in accordance with the Board authorized programs. The Debt Policy requires that each debt or lease financing and commercial paper program be specifically authorized by the District's Board.



III. Legal Authority; Compliance with Laws, Resolutions, Indentures and Contracts

A) Legal Authority

The District has exclusive authority to plan and issue Bonds for District related purposes subject to approval by the Board of Directors.

B) Compliance with Law

All Bonds of the District shall be issued in accordance with applicable Federal and State laws, rules and regulations, including without limitation the Internal Revenue Code of 1986 (the "Code") with respect to the issuance of tax-exempt Bonds, the Securities Act of 1934 and the Securities Exchange Act of 1933, in each case as supplemented and amended, and regulations promulgated pursuant to such laws.

C) Compliance with District Resolutions and Indentures

Bonds of the District shall be issued in accordance with applicable resolutions and indentures of the District and in each case as supplemented and amended.

D) Compliance with Other Agreements

Bonds of the District shall be issued in compliance with any other agreements of the District with credit or liquidity providers, bond insurers or other parties.

E) Compliance with SB 1029

This Debt Policy complies with California Senate Bill 1029 (2016). The following paragraph cross references the debt policy requirements of SB 1029 with the relevant sections of this policy.

- 1) Cal. Gov. Code Section 8855(i)(1)(A): The purposes for which the debt may be used. See Section V: Purposes for Bonds.
- 2) Cal. Gov. Code Section 8855(i)(1)(B): The types of debt that may be issued. See Section VI: Types of and Limitations on Bonds.
- 3) Cal. Gov. Code Section 8855(i)(1)(C): The relationship of the debt to, and integration with, the issuer's capital improvement program or budget. See Section XV: Capital Planning, Budgeting and Administration.
- 4) Cal. Gov. Code Section 8855(i)(1)(D): Policy goals related to the issuer's planning goals and objectives. See Section I: Purpose.



- 2) Appointment of financial advisors, bond counsel, disclosure counsel, District consultants, underwriters, feasibility consultants, trustee and other professionals retained in connection with the District's Bonds;
- 3) Approval of this Debt Policy and any supplements or amendments;
- 4) Periodic approval of the District's capital improvement plans; and
- 5) Periodic approval of proposed District annual and supplemental budgets for submission to the Board of Directors, including without limitation provisions for the timely payment of principal of and interest on all Bonds.
- 6) Maintaining internal control procedures for the Bonds proceeds such as the Project Administration and Grant Management Guidelines and Procedures.

B) Controller-Treasurer

The Controller-Treasurer shall have responsibility and authority for structuring, issuing and managing the District's Bonds and financing programs. This shall include, but not be limited to, the following:

- 1) Determining the appropriate structure and terms for all proposed Bonds and other debt transactions;
- 2) Undertaking to issue Bonds at the most advantageous interest and other costs consistent with prudent levels of risk;
- 3) Insuring compliance of any proposed Bonds with any applicable additional debt limitations under State law, or the District's Debt Policy, resolutions and indentures;
- 4) Seeking approval from the Board of Directors for the issuance of Bonds or other debt obligations;
- 5) Recommending to the Board of Directors the manner of sale of any Bonds or other debt transactions;
- 6) Monitoring opportunities to refund outstanding Bonds to achieve debt service savings, and recommending such refunding to the Board, as appropriate;
- 7) Providing for and participating in the preparation and review of all legal and disclosure documents in connection with the issuance of any Bonds by the District;
- 8) Recommending the appointment of financial advisors, bond counsel, disclosure counsel, District consultants, underwriters, feasibility consultants and other professionals retained in connection with the District's debt issuance as necessary or appropriate;



- 6) Monitoring opportunities to refund outstanding Bonds to achieve debt service savings, and recommending such refunding to the Board, as appropriate;
- 7) Providing for and participating in the preparation and review of all legal and disclosure documents in connection with the issuance of any Bonds by the District;
- 8) Recommending the appointment of financial advisors, bond counsel, disclosure counsel, District consultants, underwriters, feasibility consultants and other professionals retained in connection with the District's debt issuance as necessary or appropriate;
- 9) Distributing information regarding the business operations and financial condition of the District to appropriate bodies on a timely basis in compliance with any applicable continuing disclosure requirements;
- 10) Communicating regularly with the rating agencies, bond insurers, investment providers, institutional investors and other market participants related to the District's Bonds; and
- 11) Maintaining a database with summary information regarding all of the District's outstanding Bonds and other debt obligations.

C) Procedures for Approval of Bonds

The proposed issuance of Bonds by the District shall be submitted to and subject to approval by the District Board of Directors for authorization and approval.

D) Considerations in Approving Issuance of Bonds

The District may take into consideration any or all of the following factors, as appropriate, prior to approving the proposed issuance of Bonds:

- 1) Whether the proposed issuance complies with this Debt Policy;
- 2) Source(s) of payment and security for the Bonds;
- 3) Projected revenues and other benefits from the projects proposed to be funded;
- 4) Projecting operating, other costs and potential revenues with respect to the proposed projects;
- 5) Impacts, if any, on tax rates, debt service coverage and funds required for operations;
- 6) Impacts, if any, on District credit ratings;
- 7) Period, if any, over which interest on the Bonds should be capitalized;
- 8) Extent to which debt service on the Bonds should be level or structured;



- 9) Appropriate lien priority of the Bonds;
- 10) Adequacy of the proposed disclosure document.

V. Purposes for Bonds

A) Permissible Purposes

The District may issue Bonds for the purposes of financing and refinancing the costs of capital projects undertaken by the District. The District may also issue Bonds to pay extraordinary unfunded costs, including without limitation: (i) termination or other similar payments due in connection with interest rate swaps and investment agreements entered into in connection with Bonds; (ii) legal judgments or settlements; and (iii) pension, healthcare or workers' compensation costs.

B) Prohibited Purposes

The District shall not issue Bonds for the purpose of funding operating costs except under extraordinary circumstances or at minimal cost for cash flow management purposes where statutorily permitted.

VI. Types of and Limitations on Bonds

A) General Obligation Bonds

General Obligation Bonds represent general obligations of the District and will be payable solely from a levy of ad valorem taxes without limitation as to rate or amount upon all property subject to taxation within the District (except certain property which is taxable at limited rates) for the payment of principal of and interest on the Bonds. The District's Measure AA General Obligation Bonds had an initial amount authorized of \$980 million which was approved and duly authorized by at least two-thirds (2/3) of the qualified voters of the District voting at an election held on November 2, 2004. The District's Measure RR General Obligation Bonds had an initial amount authorized of \$3.5 billion which was approved and duly authorized by at least two-thirds of the qualified voters of the District voting at an election held on November 8, 2016. Prior authorized General Obligation bonds were issued utilizing a similar voter approved process. The Bonds are issued pursuant to the provisions of Part 2 of Division 10 of the Public Utilities Code of the State of California, commencing with Section 28500, and other applicable law, and according to the terms and in the manner as authorized by the Board of Directors by resolutions.



B) Sales Tax Revenue Bonds

Sales Tax Revenue Bonds are special obligations of the District, payable from and secured by a pledge of sales tax revenues derived from a seventy-five percent (75%) portion of a transactions and use tax levied by the District in Alameda and Contra Costa Counties and the City and County of San Francisco in an amount equal to one-half of one percent (0.5%) of gross retail receipts. Sales Tax Revenue Bonds are issued pursuant to the laws of the State of California, including Article 2, Chapter 7, Part 2, Division 10 of the California Public Utilities Code, as amended from time to time, and applicable portions of the Revenue Bond Law of 1941, as amended from time to time and pursuant to an Indenture and supplemental Indentures as appropriate.

C) Grant Revenue Bonds

The District may issue Bonds payable in whole or in part from Grants to pay capital or other costs as permitted by the applicable provisions, conditions and requirements with respect to such Grants. The District may also issue Bonds in the form of notes payable from and in anticipation of the future receipt of Grants (so-called "grant anticipation notes" or "GANs").

D) Farebox Revenue Bonds

The District may issue Bonds payable in whole or in part from a designated pledge of Farebox revenues.

E) Lease and Installment Payment Obligations

The District may issue lease backed or installment payment certificates of participation or Bonds payable in whole or in part from underlying lease or installment payment revenues.

F) New Money Bonds

New money issues are those financings that generate additional funding to be available for expenditure on capital projects. These funds will be used for acquisition, construction and major rehabilitation of capital assets. New money bond proceeds may not be used to fund operational activities.

G) Refunding Bonds

The District may issue Bonds to refund the principal of and interest on outstanding Bonds of the District in order to (i) achieve debt service savings; (ii) restructure scheduled debt service; (iii) convert from or to a variable or fixed interest rate structure; (iv) change or modify the source or sources of payment and security for the refunded Bonds; or (v) modify covenants otherwise binding upon the District. Refunding Bonds may be issued either on a current or advance basis, as permitted by applicable Federal tax laws. The District may also utilize a tender offer process to refund bonds that are not otherwise subject to optional call by the District.



Refunding Bonds should be issued solely to achieve debt service savings in most cases and should not be issued unless the estimated net present value savings, as determined by the District's outside financial advisors ("Financial Advisors") or internal management, are greater than or equal to five percent (5%) of the principal amount of the refunded Bonds. Non-economic refundings, or ones producing less savings, will be permitted if justified based on the need for legal restructuring to correct major discrepancies or deficiencies in supporting bond documents that would benefit the current, short-term, or long term capital cost of the District.

H) Senior Lien Bonds

Bonds of the District may be issued on parity with outstanding Bonds of the most senior open lien position in order to achieve the most advantageous borrowing costs.

I) Subordinate Lien Bonds

Bonds of the District may be issued on one or more subordinate lien levels relative to other outstanding Bonds of the District where necessary or desirable, in the determination of the District, to accommodate the particular structure or terms of a given issue, or in circumstances where the issuance of senior lien Bonds would be limited or restricted. Currently the District has no outstanding subordinate lien bonds.

J) Long-Term Bonds

The District may issue Bonds with longer-term maturities to amortize District capital or other costs over a period commensurate with the expected life, use or benefit provided by the project, program or facilities financed from such Bonds. Long-term Bonds shall consist of Bonds of an issue with a final maturity of five (5) years or more.

K) Short-Term Bonds

The District may issue Bonds with shorter-term maturities, including commercial paper and grant and revenue anticipation notes, to provide interim financing for capital projects in anticipation of the issuance of longer-term Bonds and/or the receipt of Grant moneys or for cash flow management. Short-term Bonds shall consist of Bonds of an issue with a final maturity of less than five (5) years.

L) Fixed-Rate Bonds

Fixed-rate Bonds, on either an actual basis or a synthetic basis using interest rate swaps, shall be the primary type of Bonds issued by the District. This is in recognition of the assured future costs and the insulation from interest rate risk provided by fixed-rate financings.



M) Variable Rate Bonds

Variable rate Bonds may be the secondary type of Bonds issued by the District. The District shall limit its aggregate un-hedged variable rate exposure on long-term Bonds to no more than twenty percent (20%) of the aggregate outstanding principal amount of its long-term Bonds, determined as of the date of issuance or execution of Bonds or related interest rate swap agreements.

N) U.S. Department of Transportation Loans

The U.S. Department of Transportation through the Build America Bureau offers credit programs that the District may use to finance eligible project costs. If it is determined that the District may significantly reduce the District's cost of capital by using a U.S. DOT credit program (such as the TIFIA and RRIF programs) compared to traditional tax-exempt bonds/COPs, then the District may use these financing structures supported by the Federal Government.

VII. Terms and Provisions of Bonds

A) Debt Service Structure

The District shall design the financing schedule and repayment of debt so as to take best advantage of market conditions, provide flexibility and, as practical, to recapture or maximize its debt capacity for future use. Annual debt service payments will generally be structured on a level basis per component financed; however, principal amortization may occur more quickly or slowly where permissible, to meet debt repayment, tax rate and flexibility goals.

B) Amortization of Principal

Long-term Bonds of the District shall be issued with maturities that amortize the principal of such Bonds over a period commensurate with the expected life, use or benefit (measured in years) provided by the projects, programs and/or facilities financed from the proceeds of such Bonds. The weighted average maturity of such Bonds should not exceed one hundred and twenty percent (120%) of the reasonably estimated weighted average life, use or benefit (measured in years) of the projects, programs and/or facilities financed from the proceeds of such Bonds.

Amortization of principal may be achieved either through serial maturities or through term bonds subject to prior mandatory sinking fund payments and/or redemptions.



C) Capitalization of Interest

The District may pay or reimburse interest on Bonds from proceeds of Bonds for legal, budgeting or structuring purposes. With respect to projects, programs and facilities that are expected to generate net revenues to the District over and above their associated costs of operation and maintenance, the period over which interest is capitalized shall generally not extend for more than twelve (12) months after the expected placed-in-service date of the respective projects, programs and facilities to be financed from proceeds of Bonds.

D) Call Provisions

- 1) **Optional Call Provisions.** The District shall seek to include the shortest practicable optional call rights, with and/or without a call premium, on Bonds with a final maturity of more than ten (10) years, consistent with optimal pricing of such Bonds. Call premiums, if any, should not be in excess of then prevailing market standards and to the extent consistent with the most advantageous borrowing cost for the District. Non-callable maturities may be considered and used to accommodate market requirements or other advantageous benefits to the District. Capital appreciation bonds and taxable bonds are examples of potential non-callable candidates.
- 2) **Extraordinary Call Provisions.** The District, at its option, may include extraordinary call provisions, including for example with respect to unspent proceeds, damage to or destruction of the project or facilities financed, credit-related events of the District or the user of the project or facilities financed, or other matters, as the District may determine is necessary or desirable.

E) Payment of Interest

- 1) **Current Interest Bonds.** Bonds of the District shall be issued with interest payable on a current basis at least once each fiscal year commencing not more than eighteen (18) months following the date of issuance.
- 2) **Deferred Interest Bonds.** Bonds of the District may be issued with the payment of actual or effective interest deferred in whole or in part to the maturity or redemption date of each Bond, or the conversion of such Bond to a current interest-paying Bond (known, respectively, as capital appreciation bonds, zero coupon bonds and convertible capital appreciation bonds). This may be done to achieve optimal sizing, debt service structuring, pricing or other purposes.

F) Determination of Variable Interest Rates on Bonds

The interest rate from time to time on Bonds the interest of which is not fixed to maturity may be determined in such manner that the District determines, including without limitation on a daily, weekly, monthly, term, CP mode or other periodic basis; by reference to an index, prevailing market rates or other measures; and by or through an auction, a broker-dealer, a remarketing agent or other party or method.



G) Tender Options on Bonds

The District may issue Bonds subject to the right or obligation of the holder to tender the Bonds back to the District for purchase, including, for example, to enable the holder to liquidate their position, or upon the occurrence of specified credit events, interest rate mode changes or other circumstances. The obligation of the District to make payments to the holder upon any such tender may be secured by (i) a credit or liquidity facility from a financial institution in an amount at least equal to the principal amount of the Bonds subject to tender, (ii) a liquidity or similar account into which the District shall deposit and maintain an amount at least equal to the principal amount of the Bonds subject to tender, or (iii) other means of self-liquidity that the District deems prudent.

H) Multi-Modal Bonds

The District may issue Bonds that may be converted between two or more interest rate modes without the necessity of a refunding. Such interest rate modes may include, without limitation: daily interest rates, weekly interest rates, other periodically variable interest rates, commercial paper rates, auction rates, fixed rates for a term and fixed rates to maturity (in each case with or without tender options).

I) Debt Service Reserve Funds

The District may issue Bonds that are secured by amounts on deposit in or credited to a debt service reserve fund or account in order to minimize the net cost of borrowing and/or to provide additional reserves for debt service or other purposes. Debt service reserve funds may secure one or more issues of Bonds, and may be funded by proceeds of Bonds, other available moneys of the District, and/or by surety policies, letters or lines of credit or other similar instruments. Surety policies, letters or lines of credit or other similar instruments may be substituted for amounts on deposit in a debt service reserve fund if such amounts are needed for capital projects or other purposes.

Amounts in the debt service reserve funds shall be invested, in Investment Securities as defined under the District's Indenture and consistent with the District's Investment Policy, in order to (i) maximize the rate of return on such amounts; (ii) minimize the risk of loss; (iii) minimize volatility in the value of such investments; and (iv) maximize liquidity so that such amounts will be available if it is necessary to draw upon them. Such investments may include forward purchase and sale Agreements with respect to permitted investments.

VIII. Maintenance of Liquidity; Reserves

The District shall maintain unencumbered reserve amounts sufficient in the determination of the District to cover unexpected revenue losses, operating and maintenance costs, extraordinary payments and other contingencies, and to provide liquidity in connection with the District's outstanding Bonds. In June 2015, the Board of Directors adopted a policy goal to achieve and maintain an operating reserve of at least fifteen percent (15%) annual operating expenses. The Controller-Treasurer shall review annually the progress toward this goal.



IX. Investment of Bond Proceeds and Related Moneys

Bond proceeds and amounts in the District's debt service, project fund and debt service reserve funds with respect to outstanding Bonds shall be invested in accordance with the terms of the District's Investment Policy and with applicable resolutions, indentures and other agreements of the District. Bond Proceeds will be invested by the Trustee or Paying Agent, or authorized entity; at the direction of the District in Investment Securities as such term is defined in the applicable agreement and approved by the Controller-Treasurer. Funds held in trust by the District under such terms shall also be invested by the Controller-Treasurer in Investment Securities or in accordance with the Investment Policy as applicable.

X. Third Party Credit Enhancement

The District may secure credit enhancement for its Bonds from third-party credit providers to the extent such credit enhancement is available upon reasonable, competitive and cost-effective terms. Such credit enhancement may include municipal bond insurance ("Bond Insurance"), letters of credit and lines of credit (collectively and individually, "Credit Facilities"), as well as other similar instruments. Credit enhancement providers shall be selected on a competitive basis.

A) Bond Insurance

All or any portion of an issue of Bonds may be secured by Bond Insurance provided by municipal bond insurers ("Bond Insurers") if it is economically advantageous to do so, or if it is otherwise deemed necessary or desirable in connection with a particular issue of Bonds. The relative cost or benefit of Bond Insurance may be determined by comparing the amount of the Bond Insurance premium to the present value of the estimated interest savings to be derived as a result of the insurance.

B) Credit Facilities

The issuance of certain types of Bonds requires a letter of credit or line of credit (a "Credit Facility") from a commercial bank or other qualified financial institution to provide liquidity and/or credit support. The types of Bonds where a Credit Facility may be necessary include commercial paper, variable rate bonds with a tender option and Bonds that could not receive an investment grade credit rating in the absence of such a facility.

The criteria for selection of a Credit Facility provider shall include the following:

- 1) Long-term ratings from at least two nationally recognized credit rating agencies ("Rating Agencies") preferably to be equal to or better than those of the District;
- 2) Short-term ratings from at least two Rating Agencies of at least P-1/A-1+ or equivalent;
- 3) Experience providing such facilities to state and local government issuers;



- 4) Fees, including without limitation initial and ongoing costs of the Credit Facility; draw, transfer and related fees; counsel fees; termination fees and any trading differential; and
- 5) Willingness to agree to the terms and conditions proposed or required by the District.

XI. Use of Derivatives

Derivative products will be considered where appropriate in the issuance or management of debt only in instances where it has been demonstrated that the derivative product will either provide a hedge that reduces risk of fluctuations in expense or revenue, or alternatively, where it will reduce total project cost. An analysis of early termination costs and other conditional terms will also be performed given certain financing and marketing assumptions. Such analysis will document the risks and benefits associated with the use of the particular derivative product. Derivative products will only be utilized with prior Board approval.

XII. Methods of Sale and Pricing of Bonds

There are three principal methods for the initial sale of Bonds: (i) competitive; (ii) negotiated and (iii) private placement. The District shall utilize that method of sale that (a) is reasonably expected to produce the most advantageous interest cost with respect to the Bonds and (b) provides the District with the flexibility necessary or desirable in connection with the structuring, timing or terms of such sale and of related Bonds or Bond program. The District shall utilize such method that is likely to provide the most advantageous borrowing costs and execution on behalf of the District.

A) Competitive Sales

The competitive sale of the District's Bonds will be appropriate under the following circumstances:

- 1) The Bonds are traditional long-term fixed-rate new money General Obligation or Sales Tax backed obligations of the District;
- 2) The Bonds are senior lien obligations of the District;
- 3) The Bonds do not include any unusual call provisions or other terms;
- 4) The Bonds are or will be rated no lower than an 'AA' category or equivalent by at least two Rating Agencies, or the Bonds will or can be insured by a Bond Insurer which is rated 'AAA' or equivalent by at least two Rating Agencies;
- 5) The size and structure of the bond series can be readily accommodated in the market;
- 6) Prices in the municipal bond market are relatively stable; and



7) Market timing is not critical to the pricing of the Bonds.

Competitive sales may be conducted in such manner as the District shall approve, including through internet-based or other electronic bidding systems.

B) Negotiated Sales

The negotiated sale of the District's Bonds will be appropriate under any of the following circumstances:

- 1) The Bonds are not traditional long-term fixed-rate new money General Obligation's or Sales Tax backed;
- 2) The Bonds are not senior lien obligations of the District;
- 3) The Bonds include unusual call provisions or other terms;
- 4) The Bonds are or will be rated below an 'AA' category or equivalent by at least one Rating Agency;
- 5) Prices in the municipal bond market are relatively volatile;
- 6) Market timing is important to the pricing of the Bonds;
- 7) Volume in the municipal bond market is unusually heavy;
- 8) The structure of the financing is complex or unusual, and is expected to require additional pre-marketing and marketing efforts and activities;
- 9) Demand for the Bonds is expected to be weak, as a result of credit issues, market perceptions, unusual structures or other factors;
- 10) The sale of the Bonds must be coordinated with other related transactions, such as a tender offer for outstanding Bonds, the closing of an acquisition of property or facilities to be acquired from the proceeds of the Bonds, or the pricing of related transactions and/or derivative products;
- 11) The impetus for the transaction has been the result of significant innovation and efforts provided by one or more underwriter(s);
- 12) To achieve Policy and participation goals for small business enterprises and disadvantaged business enterprises for a transaction or program.

The underwriter, or underwriters, for a negotiated sale of Bonds (the "Underwriters") may be selected from a pre-qualified pool of underwriters with experience and expertise in connection with the particular type of Bonds or through a Request for Qualifications/Request for Proposal ("RFQ/RFP") process.



The District, with the assistance of its Financial Advisors, shall evaluate the proposed pricing and other terms offered by the Underwriters in relationship to prevailing market prices on the date of sale and prevailing practices in the municipal bond market, in each case with respect to comparable issuers. If there are multiple Underwriters, the District, with the assistance of its Financial Advisors, shall establish appropriate levels of liability and participation as among the Underwriters, and the priority of orders. The senior managing underwriter shall provide the District with a summary of all orders, allocations and underwriting activities with respect to the sales, a copy of the pricing wire, and the total designations and compensation to each underwriter promptly following the closing with respect to the Bonds. The senior managing underwriter and/or the District's Financial Advisors shall also provide the District with a pricing analysis promptly following the closing, including without limitation the results of comparable sales in the market at or near the time of the District's sale.

C) Private Placements

The private placement of the District's Bonds (as opposed to the public offering of Bonds through a competitive or negotiated sale) will be appropriate only in circumstances where (i) a public offering would require the registration of the Bonds under applicable Federal securities laws, or (ii) the Bonds are or will be either unrated or rated in a category below investment grade. Neither of these circumstances is expected to occur. In the event such circumstances arise, the Bonds of the District may be sold pursuant to a private placement only under such terms and conditions and in such manner as the District shall determine, in consultation with its Financial Advisors.

D) Pricing of Bonds

The District's Bonds may be sold at such prices, including at par, a premium or a discount, as the District may determine is likely to produce the most advantageous interest cost under then prevailing market conditions.

XIII. Bond Redemption Programs

The District may establish from time-to-time a plan or program for the payment and/or redemption of outstanding Bonds and/or interest thereon from revenues, Grants and/or other available funds pursuant to a recommendation from the Controller-Treasurer. Such plan or program may be for the purposes of reducing outstanding Debt, managing the amount of debt service payable in any year, or other suitable purposes, as determined by the District.

XIV. Professional Services

The District may retain professional services providers as necessary or desirable in connection with (i) the structuring, issuance and sale of its Bonds; (ii) monitoring of and advice regarding its outstanding Bonds; and (iii) the negotiation, execution and monitoring of related agreements, including without limitation Bond Insurance, Credit Facilities, Derivatives and investment agreements; and (iv) other similar or related matters. Professional service providers may include financial advisors, bond counsel, disclosure



counsel, District consultants, bond trustees and Federal arbitrage rebate services providers, and may include, as appropriate, underwriters, feasibility consultants, remarketing agents, auction agents, broker-dealers, escrow agents, verification agents and other similar parties.

The District shall require that its Financial Advisors, bond and disclosure counsel and other District consultants be free of any conflicts of interest, or that any necessary or appropriate waivers or consents are obtained.

A) Financial Advisors

The District may utilize one or more Financial Advisors to provide ongoing advisory services with respect to the District's outstanding and proposed Bonds and related agreements, including without limitation Credit Facilities, Derivatives, investment agreements and other similar matters.

- 1) Use of Independent Financial Advisors: Any firm serving as financial advisor must be duly registered as a municipal advisor on financings at all times with both the Securities and Exchange Commission ("SEC") and the Municipal Securities Rulemaking Board ("MSRB") and must also hold any certifications and/or licenses required by the SEC and/or MSRB.
- 2) Independent Registered Municipal Advisor ("IRMA"): The Controller-Treasurer will select a specific firm to serve as the District's IRMA, as defined by the SEC. In order to facilitate open communication with underwriters, the District will prepare and post on its website a letter stating that the District has an IRMA.

Before acting on any proposal received from underwriters, the District may provide the proposal to the IRMA and consider all feedback received from the IRMA.

B) Bond Counsel, Disclosure Counsel and Other Legal Counsel

- 1) Bond Counsel. The District may utilize one or more bond counsel firms to provide ongoing legal advisory services with respect to the District's outstanding and proposed Bonds and related agreements, including without limitation Credit Facilities, Derivatives, investment agreements and other similar matters. All Bonds issued by the District shall require a written opinion from the District's bond counsel, as appropriate, regarding (i) the validity and binding effect of the Bonds, and (ii) the exemption of interest from Federal and State income taxes.
- 2) Disclosure Counsel. The District may utilize a disclosure counsel firm to provide ongoing legal advisory services with respect to initial and continuing disclosure in connection with the District's outstanding and proposed Bonds. Such firm may be one of the District's bond counsel firms. The issuance of Bonds by the District shall require a written opinion from the District's disclosure counsel, as appropriate, regarding (i) the exemption of the Bonds from registration requirements under Federal securities laws, and (ii) their absence of knowledge, after due review, regarding any material misstatement in or omission from the official statement or other public offering document with respect to the Bonds.



- 3) Other Legal Counsel. The District may encourage or require, as appropriate, the retention and use of legal counsel by other parties involved in the issuance of Bonds and the execution of related agreements who are approved by the District.

C) District Consultant

The District may utilize one or more outside District consultants to provide ongoing advisory services with respect to the District's outstanding and proposed Bonds, District tax rates, fares, strategic business and financial decisions and such other matters as the District requires.

D) Bond Trustees and Fiscal Agents

The District may engage bond trustees and/or fiscal agents, paying agents and tender agents, as necessary or appropriate, in connection with the issuance of its Bonds. Bond trustees and fiscal agents shall have a minimum capitalization of \$100 million.

E) Underwriters

The District may engage a team of underwriters, including a senior managing underwriter, in connection with the negotiated sale of its Bonds. The District also may engage one or more underwriters, as necessary or appropriate, to serve as remarketing agents, broker-dealers or in other similar capacities with respect to variable rate, auction, tender option, commercial paper and other similar types of Bonds issued by the District.

F) Feasibility Consultants

The District may retain feasibility consultants in connection with proposed project, programs, facilities or activities to be financed in whole or in part from proceeds of Bonds. The criteria for the selection of such feasibility consultants, in addition to those set forth above, shall include their expertise and experience with projects, programs, facilities or activities similar to those proposed to be undertaken by the District.

G) Arbitrage Rebate Services Providers

Because of the complexity of the Federal arbitrage rebate statutes and regulations, and the severity of potential penalties for non-compliance, the District may retain an arbitrage rebate services provider in connection with its outstanding and proposed Bonds, and may also solicit related legal and tax advice from its bond counsel or separate tax counsel. The responsibilities of the arbitrage rebate services provider shall include: (i) the periodic calculation of any accrued arbitrage rebate liability and of any rebate payments due under and in accordance with the Code and the related rebate regulations; (ii) advice regarding strategies for minimizing arbitrage rebate liability; (iii) the preparation and filing of periodic forms and information required to be submitted to the Internal Revenue Service; (iv) the preparation and filing of requests for reimbursement of any prior overpayments; and (v) other related matters as requested by the District.



The District shall maintain necessary and appropriate records regarding (i) the expenditure of proceeds of Bonds, including the individual projects and facilities financed and the amounts expended thereon, and (ii) investment earnings on such Bond proceeds. The District shall maintain such records for such period of time as shall be required by the Code.

H) Other Professional Services

The District may retain such other professional services providers, including without limitation verification agents, escrow agents, auction agents, as may be necessary or appropriate in connection with its Bonds.

XV. Capital Planning, Budgeting and Administration

A) Capital Planning

The District's Short Range Transit Plan ("SRTP") and Capital Improvement Plan ("CIP") is a regulatory mandate and provides a framework to make funding decisions in a long term context based upon financial forecasts.

The District Manager shall prepare a CIP every other year for consideration, revision as appropriate, and adoption in conjunction with the District's annual budget. The CIP should cover at least a five (5) year period. The CIP shall include, among other things, the following:

- 1) A description of each planned major capital project and its estimated cost;
- 2) A description of the source(s) and availability of funds to pay the costs of each major capital project; and
- 3) The projected start and completion dates for each major capital project.

B) Capital Budgeting

The District shall not authorize the issuance of Bonds unless the project has also been authorized and approved by the District. Inclusion of a proposed capital project in the CIP shall not constitute authorization and approval of the project for purposes of the preceding sentence.

C) Outstanding Bonds Database

The Controller-Treasurer shall maintain detailed information regarding the District's outstanding Bonds, including without limitation the following information with respect to each issue:

- 1) Name;
- 2) Initial principal amount and outstanding principal amount for each maturity;



- 3) Dated date;
- 4) Purpose or purposes;
- 5) Type of issue, including new money or refunding, fixed rate or variable rate and other features;
- 6) Method of sale;
- 7) True interest cost, arbitrage yield and weighted average maturity;
- 8) Underwriters and underwriters' discount;
- 9) Interest rates by maturity;
- 10) Call provisions, including any mandatory sinking fund provisions; and
- 11) Bond insurance or Credit Facilities, if any.

XVI. Credit Rating Objectives

The District shall seek to preserve and enhance the credit ratings with respect to its outstanding Bonds to the extent consistent, with the District's current and anticipated business operations and financial condition, strategic plans and goals and other objectives, and in accordance with any developed credit strategies.

XVII. Debt Affordability

Consistent with its credit rating objectives, the District shall periodically review its debt affordability levels and capacity for the undertaking of new financing obligations to fund its capital improvement plans. Debt affordability measures shall be based upon the credit objectives of the District, criteria identified by rating agencies for high-grade credits, comparison of industry peers and other internal factors of the District.

XVIII. Relationships with Market Participants

The District shall seek to preserve and enhance its relationships with the various participants in the municipal bond market, including without limitation, the Rating Agencies, Bond Insurers, credit/liquidity providers and current and prospective investors, including through periodic communication with such participants.

A) Rating Agencies

The District Manager and Controller-Treasurer shall maintain regular contact with the Rating Agencies which rate the District's outstanding and proposed Bonds, including in particular with the analysts assigned to the District. Such communications may include, without limitation:



- 1) Timely delivery of the District's audited financial statements and Annual Report each year;
- 2) Formal written and verbal presentations on a periodic basis regarding the business operations and financial condition of the District and other related issues;
- 3) Formal written and/or verbal presentations in connection with each proposed issuance of Bonds; and
- 4) Timely disclosure of material events regarding the business operations or financial condition of the District.

B) Bond Insurers

The Controller-Treasurer shall maintain regular contact with the Bond Insurers, if any, which insure the District's outstanding Bonds, including in particular with the analysts assigned to the District. As mentioned above the role of bond insurers in regards to the District is unlikely as a result of the District's stronger ratings and the recent downgrades of most bond insurers. Still maintaining communications is warranted since circumstances may change and the District may at times seek to bring to market obligations that are not secured by its higher credit pledges. Such communications may include, without limitation:

- 1) Timely delivery of the District's audited financial statements and Annual Report each year;
- 2) Formal written and verbal presentations on a periodic basis regarding the business operations and financial condition of the District and other related issues;
- 3) Formal written and/or verbal presentations in connection with each proposed issuance of Bonds; and
- 4) Timely disclosure of material events regarding the business operations or financial condition of the District.

C) Current and Prospective Investors

The District Manager and Controller-Treasurer shall maintain the District's relationships and reputation with current and prospective investors in the Bonds, including in particular with its principal institutional investors. Such communications may include, without limitation:

- 1) Timely preparation of the District's audited financial statements and Annual Report and delivery to the District's bond trustees and other parties;
- 2) Formal written and/or verbal presentations in connection with proposed Bond issues, as deemed necessary or appropriate in consultation with the District's Financial Advisors; and



- 3) Timely compliance with the District's continuing disclosure requirements, consistent with Securities and Exchange District Rule 15c2-12, in connection with each issue of Bonds to which such Rule is applicable.

D) Communications Strategies

The District basic strategy for communications with Rating Agencies, Bond Insurers, credit/liquidity providers, investors and other market participants shall be developed and maintained by the Controller-Treasurer.

The District shall prepare or cause to be prepared appropriate disclosures as required by Securities and Exchange Commission Rule 15c2-12, the federal government, the State of California, rating agencies and other persons or entities entitled to disclosure to ensure compliance with applicable laws and regulations and agreements to provide ongoing disclosure.

The District shall make available its annual CAFRs and other required information, on the Electronic Municipal Market Access ("EMMA") website so that interested persons have a convenient way to locate major financial reports and documents pertaining to the District's finances and debt.

XIX. Periodic Review

The Controller-Treasurer shall review this Debt Policy on a periodic basis, and recommend any changes to the Board for consideration. This Debt Policy, including any proposed changes or additions hereto, shall be presented to the Board at least once every three (3) years for re-approval.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Rbt. M. Powers</i> 1 Feb 2017		GENERAL MANAGER ACTION REQ'D: Approve and Forward to E & O Committee		
DATE: 1/25/2017		BOARD INITIATED ITEM: No		
Originator/Prepared by: Dung Tran Dept: PD&C	General Counsel	Controller/Treasurer	District Secretary	BARC
Signature/Date: <i>Dung Tran</i> 1/30/17	<i>[Signature]</i> 1/30/17	<i>[Signature]</i> 1/30/17	[]	<i>[Signature]</i> 2/1/17

Award of Contract No. 05HA-100, El Cerrito Del Norte Station Modernization Project

PURPOSE:

To obtain Board authorization for the General Manager to award Contract No. 05HA-100, El Cerrito Del Norte Station Modernization Project to Clark Construction Group (Clark).

DISCUSSION:

Contract No. 05HA-100 provides for expansion of the paid area, upgrading the existing paid area, constructing two new elevators and adding two new stairs, creating new public restrooms, upgrading station lighting, new ceiling and flooring inside the paid area, improving wayfinding and installing new public art. This Project also includes four (4) Bid options for (1) procuring new AFC equipment for other stations, (2) relocating the passenger drop off area and enhancing the Ohlone Greenway/bicycle path/hardscaping, (3) upgrading new ceiling and flooring outside of the paid area and (4) providing new bus shelters.

An Advanced Notice to Bidders was sent on September 14, 2016 to 128 prospective A or B-licensed contractors. The Contract was advertised on September 19, 2016. Thirteen (13) plan holders purchased plans for this Contract. A Pre-Bid Meeting and site tour were conducted on September 29, 2016 with four (4) potential Bidders in attendance. Three (3) Addenda to the Contract were issued. Five (5) bids were received and publicly opened on December 6, 2016. Instructions to Bidders specified that Bids will be evaluated on the basis of the Total Base Bid.

Tabulation of the Bids, including the Engineer's Estimate, is as follows:

BIDDER	LOCATION	TOTAL BASE BID	OPTION 1	OPTION 2	OPTION 3	OPTION 4	TOTAL BID PRICE
Clark Construction Group – California, LP	Irvine, CA	\$23,200,000	\$954,000	\$4,131,000	\$566,000	\$3,684,000	\$32,535,000
Thompson Builders Corporation	Novato, CA	\$23,914,700	\$973,490	\$3,850,000	\$526,000	\$4,382,000	\$33,646,190
Schimmick Construction Company, Inc.	Oakland, CA	\$25,165,000	\$1,470,900	\$3,100,000	\$820,000	\$3,270,000	\$33,825,900
USS Cal Builders, Inc.	Stanton, CA	\$26,228,000	\$91,320	\$900,000	\$440,000	\$2,870,000	\$30,529,320
ProVen Management, Inc.	Oakland, CA	\$26,763,000	\$999,393	\$3,129,705	\$551,237	\$5,629,000	\$37,072,335
Engineer's Estimate		\$20,711,204	\$801,237	\$3,187,948	\$633,050	\$1,762,252	\$27,095,691

Clark submitted the apparent low Total Base Bid of \$23,200,000. After review, staff determined that the apparent low Bid submitted by Clark was responsive to the solicitation. Staff has also determined Clark's base bid price is fair and reasonable. A review of Clark's business experience and financial capabilities has resulted in a determination that Clark is a responsible Bidder.

Since this Project involves the modernization of an existing mass transit station, the Project is statutorily exempt from the requirements of the California Environmental Quality Act (CEQA), as provided in CEQA Guidelines Sections 15275(a).

Pursuant to the District's Non-Discrimination Program for Subcontracting, the Availability Percentages for this Contract are 23% for Minority Business Enterprises ("MBEs") and 12% for Women Business Enterprises ("WBEs"). Clark committed to 8.83 % MBE and 3.9 % WBE participation. Clark did not meet either the MBE or WBE Availability Percentages; therefore Clark was requested to provide the Office of Civil Rights with supporting documentation to determine if it had discriminated on the basis of race, national origin, color, gender or ethnicity. Based on the review of the information submitted by Clark, the Office of Civil Rights found no evidence of discrimination.

Pursuant to the District's Non-Federal Small Business Program, the Office of Civil Rights set a 22% Small Business (SB) Participation Goal for this Contract. Bidders who meet the SB Participation Goal are eligible for a Small Business Preference of 5% of the lowest responsive Bidder's Bid. Clark committed to subcontracting 30% to SBs. The Bidder, Clark Construction Group, met the SB Participation Goal and, therefore, is eligible for the 5% Prime Preference. After the application of the 5% Prime Preference, Clark is still the lowest responsive Bidder and, therefore, the application of the Prime Preference will not alter the award to Clark.

FISCAL IMPACT:

Funding of \$23,200,000 for Contract No. 05HA-100 is included in total project budget for FMS # 05HA001 – El Cerrito Del Norte Gateway. 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 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.

As of January 26, 2017 \$33,868,525 is available for this project from the following sources:

Fund No.	Fund Description	Source	Amount
535A	FY10-11 Prop 1B - PTMISEA	State	\$10,000,000
535B	FY14-15 Prop 1B - PTMISEA	State	\$10,412,420
6646	CCTA Measure J - Res 13-09-P	Local	\$125,000
6649	CCTA Measure J - Res 16-17-P	Local	\$11,503,000
8526	FY2014 Operating Cap Alloc	BART	\$328,105
8528	Stations & Access From Pkg Rev	BART	\$1,500,000
Total			\$33,868,525

BART has expended \$3,404,530, committed \$3,010,117 and reserved \$180,000 to date for other action. This action will commit \$23,200,000 leaving an available fund balance of \$4,073,879 in this project.

There is no fiscal impact on available unprogrammed District Reserves.

ALTERNATIVES:

The Board may elect to reject all Bids and authorize staff to re-advertise the Contract. Re-advertising the Contract would result in additional cost and time to the District with no assurance that rebidding will result in lower Bid prices.

RECOMMENDATION:

It is recommended that the Board adopt the following motion:

MOTION:

The General Manager is authorized to award Contract No. 05HA-100, El Cerrito Del Norte Station Modernization Project to Clark Construction Group for the Bid price of \$23,200,000 pursuant to notification to be issued by the General Manager, and subject to the District's protest procedures.

The General Manager is further authorized to exercise any one or all Options subject to the certification of the Controller/Treasurer that funding is available.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Peavey 2 FEB 2017</i>		GENERAL MANAGER ACTION REQ'D: Approve and forward to Board of Directors		
DATE: 1/17/2017		BOARD INITIATED ITEM: No		
Originator/Prepared by: Thomas Horton Dept: Extensions Signature/Date: <i>Thomas Horton 2/2/17</i>	General Counsel <i>[Signature]</i> 2/2/17 []	Controller/Treasurer <i>[Signature]</i> 2/2/17 []	District Secretary []	BARC <i>[Signature]</i> 2/2/17 []
Status: Approved		Date Created: 1/17/2017		

Project Revisions and Second Addendum to the Hayward Maintenance Complex (HMC) Project Final Initial Study/Mitigated Negative Declaration

PURPOSE:

To obtain the Board's approval of Addendum number two to the Final Initial Study/Mitigated Negative Declaration (IS/MND) for the Hayward Maintenance Complex (HMC) Project; and adopt the Revised HMC Project (Revised Project).

DISCUSSION:

Pursuant to the California Environmental Quality Act (CEQA), an IS/MND was prepared for the HMC Project and adopted by the BART Board on May 26, 2011, when the Board approved the HMC Project. The Federal Transit Administration (FTA) approved a Categorical Exclusion for the HMC Project on September 21, 2011. The IS/MND examined a full range of potential environmental impacts related to the HMC Project and provided mitigation measures where potentially significant impacts were identified. A Mitigation Monitoring and Reporting Plan (MMRP) was adopted for implementation of those mitigation measures.

On May 9, 2013, the BART Board approved the first Addendum to the IS/MND, which evaluated the impacts of changing construction of the Component Repair Shop from renovation of the existing structure to demolition of the structure and construction of an entirely new building.

As the development of the HMC Project has progressed, changes to the Project have been identified, as follows:

- Addition of a self-contained paint booth at the Vehicle Overhaul and Heavy Repair Shop (VOHRS) required to maintain painted surfaces on the bodies of the new BART revenue vehicles.
- Demolition and replacement of the buildings to house the Central Warehouse (CW) and Maintenance and Engineering (M&E) Shop because the existing buildings are not seismically sound and retrofit would be prohibitively expensive. This new construction allows customization of the buildings to user requirements.
- A new spur track in front of the M&E Shop and Central Warehouse will be constructed. This track will improve efficiency by allowing loading/unloading of materials and equipment onto maintenance flatcars directly in front of the buildings.
- A new fuel island adjacent to the M&E non-revenue tracks will be constructed to facilitate fueling of BART non-revenue vehicles stationed in the southern portion of the BART system.
- Relocation of the "BP" bypass track northward, and expansion of the track to improve the ability to move revenue vehicles into and out of the HMC complex from the adjacent Hayward Yard.
- Construction of a new, relocated turntable within the existing Hayward Yard. The existing turntable's location is in conflict with new tracks that will service the expanded Hayward Main Shop, creating a safety hazard; the relocated turntable eliminates this conflict.
- All new buildings will include provisions for future rooftop solar panels.
- Construction of a canopy structure between the Component Repair Shop and the Central Warehouse. This structure will protect large components such as HVAC units from damage due to the elements; such components are too large to store within the existing structures.
- The proposed Sound Wall SW-3 will be relocated from ground level to the top of an existing concrete structure. The originally-proposed location of the sound wall (between the Hayward test track and the wall enclosing the adjacent housing area) was too constricted to allow construction without major impact to test track operations supporting the new vehicle fleet; the new location eliminates this conflict.
- Construction of protective fencing between the BART mainline and the Hayward test track to address California Public Utilities Commission (CPUC) requirements for worker protection, allowing operations at the test track to proceed while mainline operations continue at full speed.

This current second Addendum to the 2011 Final IS/MND was required to evaluate whether the proposed changes would require additional environmental analysis beyond that provided

in the IS/MND and the first Addendum. The Addendum revisited the analysis conducted in the IS/MND and first Addendum for all required categories of impact, such as transportation, land use, visual quality, etc. All mitigation measures included in the IS/MND and Mitigation Monitoring and Reporting Plan continue to apply to the Revised Project. The analysis did not identify any substantial changes to the affected environment and did not identify any new or substantially more severe impacts not already identified in the previous environmental documents. Based on the evaluation presented in the Second Addendum, there is no substantial evidence in the light of the whole record that conditions have been met, as outlined in Section 15162 of the CEQA Guidelines, that would require a subsequent Environmental Impact Report (EIR) or negative declaration. Therefore, this second Addendum to the IS/MND is appropriate. BART has provided the FTA with a copy of the Addendum and notified FTA staff of BART's intention to consider the Addendum for the Revised Project.

FISCAL IMPACT:

There is no Fiscal Impact associated with this Board action.

ALTERNATIVES:

The alternative is to decline to adopt the Revised Project and second Addendum. The HMC Project would not be optimized to meet future District needs, and certain safety hazards associated with the Project would continue to exist.

RECOMMENDATION:

It is recommended that the Board adopt the following motion:

MOTION:

The BART Board of Directors hereby adopts the attached Resolution "Modifications to the Hayward Maintenance Complex Project (HMC Project) Second Addendum to Initial Study/Mitigated Negative Declaration".

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

In the Matter of Adopting
Modifications to the Hayward
Maintenance Complex Project (HMC Project)
Second Addendum to Initial Study/Mitigated
Negative Declaration (IS/MND)

Resolution No. _____

WHEREAS, over the next 30 years the San Francisco Bay Area Rapid Transit District (BART) will require additional vehicles to meet future demand associated with regional population growth, system expansion for the Warm Springs and Silicon Valley/San Jose Extension projects, and additional riders from the eBART project; and

WHEREAS, BART requires expanded maintenance facilities to serve the enlarged fleet, and on May 26, 2011, BART adopted the Hayward Maintenance Complex (HMC) Project to meet its vehicle maintenance requirements; and

WHEREAS, the potential environmental effects of the HMC Project were evaluated in a Final Initial Study/Mitigated Negative Declaration (IS/MND) that was adopted by the BART Board of Directors on May 26, 2011, for the purposes of evaluating environmental impacts under the California Environmental Quality Act (CEQA); and

WHEREAS, the Federal Transit Administration (FTA), acting as the lead agency pursuant to the National Environmental Policy Act (NEPA), approved a Categorical Exclusion for the HMC Project on September 21, 2011; and

WHEREAS, the BART Board approved an Addendum to the IS/MND and adopted the revised Project on May 9, 2013; and

WHEREAS, the Maintenance and Engineering (M&E) Shop and the Central Warehouse are essential parts of the BART system, and as such, must meet life safety and operability requirements to allow them to function following a catastrophic event; and

WHEREAS, BART has determined that new structures constructed to higher seismic standards would better meet long-term service goals than upgrading existing warehouse buildings for the Maintenance and Engineering Shop and the Central Warehouse and has therefore proposed such new structures as part of the Revised Project; and

WHEREAS, maintenance needs for the new BART revenue vehicles require painting of the cars' exterior surfaces; and

WHEREAS, a new spur track in front of the Central Warehouse and Maintenance and Engineering Shops will increase efficiency in loading and unloading maintenance vehicles; and

WHEREAS, a new fueling facility in the vicinity of the M&E non-revenue tracks will be required to maintain an expanded BART non-revenue vehicle fleet servicing the southern portion of the BART system; and

WHEREAS, movement of BART revenue vehicles between the Project area and the existing Hayward Yard will be more efficient and safer with a relocation of the proposed bypass track; and

WHEREAS, the existing revenue vehicle turntable when operating conflicts with train movement on the adjacent new bypass track being constructed as part of the Revised Project; and

WHEREAS, relocation of the turntable is the most efficient and safest way to eliminate the safety hazard associated with the turntable's current location; and

WHEREAS, construction of a canopy structure between the Component Repair Shop and the Central Warehouse is required to provide additional covered storage for critical BART maintenance parts and activities; and

WHEREAS, a portion of the sound wall specified in the Project is not constructible in its proposed location and must be relocated; and

WHEREAS, protective fencing is required between the BART mainline tracks and the Hayward Test Track to comply with California Public Utilities Commission safety regulations; and

WHEREAS, Sections 15162 and 15164 of the CEQA Guidelines allow a lead agency to prepare an Addendum to a previously adopted negative declaration to incorporate minor change, so long as the lead agency finds that (i) there are no new or substantially more severe environmental impacts due to the project changes or changed circumstances, and (ii) there is no new information regarding new or substantially more severe impacts, new mitigation measures or alternatives, or feasibility or mitigation measures or alternatives previously considered; and

WHEREAS, staff has revisited the analysis conducted in the IS/MND and evaluated the potential effects of the proposed Revised Project as described in the Addendum, surrounding circumstances and new information; and

WHEREAS, based upon the evaluation, none of the conditions described in CEQA Guidelines Section 15162 requiring the preparation of a SEIR or negative declaration have occurred, and therefore an Addendum is appropriate; and

WHEREAS, CEQA Guidelines Section 15164(d) provides that the lead agency's decision-making body shall consider an Addendum, together with the IS/MND, prior to making a decision on the Revised Project; and

WHEREAS, BART has provided FTA with a copy of the Addendum and notified FTA staff of BART's intention to consider an Addendum for the Revised Project; and

NOW, THEREFORE, BE IT RESOLVED, that the BART Board of Directors, having reviewed and considered the information contained in the Addendum, the first Addendum, and the Final IS/MND for the HMC Project:

- (1) Finds that, on the basis of substantial evidence contained in the IS/MND, the first Addendum and the second Addendum and in light of the whole record, that:
 - (a) there are no substantial changes proposed in the Revised Project that will require major revisions to the IS/MND due to the involvement of new or substantially more severe significant environmental effects; and
 - (b) there are no substantial changes with respect to the circumstances under which the Revised Project is undertaken which will require major revisions of the IS/MND due to the involvement of new or substantially more severe significant environmental effects; and
 - (c) there is no new information of substantial importance, which was not known at the time the IS/MND was adopted, showing that:
 - (i) the Revised Project will have new or substantially more severe significant effects,
 - (ii) mitigation measures or alternatives previously found not to be feasible would in fact be feasible and would substantially reduce significant effects of the Revised Project, or
 - (iii) mitigation measures or alternatives considerably different from those analyzed in the IS/MND would substantially reduce significant effects of the Revised Project, and
- (2) Adopts the Revised Project, and
- (3) Authorizes staff to implement the Revised Project elements, depending on funding availability and other contingencies as appropriate.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Power</i> 1 FEB 2017		GENERAL MANAGER ACTION REQ'D:		
DATE: 12/20/2016		BOARD INITIATED ITEM: No		
Originator/Prepared by: Deidre Heitman Dept: Grant Development & Advocacy	General Counsel <i>[Signature]</i>	Controller/Treasurer <i>[Signature]</i>	District Secretary	BART <i>[Signature]</i>
Signature/Date: <i>Deidre A. Heitman 1/30/17</i>	<i>1/30/17</i> []	<i>1/30/17</i> []	[]	<i>1/30/17</i> []

Resolution of Support for MTC's Transit Performance Initiative Investment Round 3 Grant Program

PURPOSE: Board adoption of the Resolution approving acceptance of the Metropolitan Transportation Commission's (MTC) Transit Performance Initiative (TPI) – Investment Program Round 3 grant funding, agreeing to meet project deadlines and to provide local matching funds.

DISCUSSION: In September 2016, MTC released a Call for Projects for its Transit Performance Initiative -- Investment Program Round 3. The focus of this regionally competitive program is to provide funding for low-cost capital investments that improve transit operations and customer experience on major transit corridors and systems. MTC has identified a minimum of \$17 million in federal funds for this program.

Eligible projects include capital projects resulting in improved operating speed, frequency or travel time reliability using the existing fleet size. Emphasis is placed on high ridership corridors and priority is given to those projects that build on existing transit agency programs to improve service productivity. Priority is also given to construction projects that can be completed within 12-24 months of adoption into the region's Transportation Improvement Program (TIP), which is currently scheduled to be approved in February 2017.

Following consultation with a variety of BART departments, staff agreed that the BART Train Seat Modification Project was best suited to meet the intent and the requirements of the TPI Investment program. The BART Train Seat Modification Project will modify the seat configuration of up to 360 existing BART "B" (non-cab) cars to provide immediate

relief from the peak commute period overcrowding that BART is currently experiencing, and increase ridership on the system. Specifically, BART will remove 7 seats per car, on one side of each train car, or approximately 2,520 seats. This project is necessary to provide crowding relief until BART has fully replaced and added to the car fleet, which is anticipated to occur by 2023.

As ridership has surged in the past five years, particularly during commute periods, BART has seen high levels of crowding, complaints and decreased customer satisfaction. In an attempt to open up more space to accommodate the heavy demand, earlier this year BART modified 60 "B" cars with three new test seat configurations (20 of each type). After the test period, BART analyzed over 14,000 customer surveys and collected other data to evaluate customer feedback and to determine impacts on ridership, crowding and passenger flow. As a result of the feedback, BART proposes to modify up to 360 B cars with the new configuration, adding space and eliminating "choke points" in the middle of the cars which impede passenger flow.

MTC requires that each recipient of TPI funds adopt a Resolution agreeing to meet project delivery and obligation deadlines, and provide the required 11.47% local match, or \$194,761. This Resolution is attached.

FISCAL IMPACT: By adopting this Resolution, BART will receive \$1,503,239 in federal funds for the BART Train Seat Modification Project. BART agrees to provide the required local match of \$194,761 from the BART fund 8530 – FY 16 Operating Allocation to Capital, for a total project cost of \$1,698,000.

ALTERNATIVES: The alternative would be to not adopt the Resolution. Failure to adopt the Resolution would prevent MTC from approving the project in the Transportation Improvement Program (TIP), including not releasing the necessary funds. Unless the Resolution is adopted, BART would lose \$1,503,239 and would be unable to implement the project.

RECOMMENDATION: It is recommended the Board adopt the attached Resolution.

MOTION: The BART Board adopts the attached Resolution in the Matter of Authorizing the Filing of an application for funding assigned to MTC and committing any necessary matching funds and stating assurance to complete the project.

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

In the Matter of Authorizing the Filing of

An Application for Funding Assigned to MTC

And Committing Any Necessary Matching Funds

And Stating Assurance to Complete the Project _____/

Resolution No. _____

WHEREAS, the San Francisco Bay Area Rapid Transit District (BART), (herein referred to as APPLICANT) has submitted an application to the Metropolitan Transportation Commission (MTC) for \$1,503,239 in funding assigned to MTC for programming discretion, which includes federal funding administered by the Federal Highway Administration (FHWA) and federal or state funding administered by the California Transportation Commission (CTC) such as Surface Transportation Block Grant Program (STP) funding, Congestion Mitigation and Air Quality Improvement Program (CMAQ) funding, Transportation Alternatives (TA) set-aside/Active Transportation Program (ATP) funding, and Regional Transportation Improvement Program (RTIP) funding (herein collectively referred to as REGIONAL DISCRETIONARY FUNDING) for the BART Train Seat Modification Project (herein referred to as PROJECT) for the Transit Performance Initiative (TPI) Investment Program Round 3 (herein referred to as PROGRAM); and

WHEREAS, the United States Congress from time to time enacts and amends legislation to provide funding for various transportation needs and programs, (collectively, the FEDERAL TRANSPORTATION ACT) including, but not limited to the Surface Transportation Block Grant Program (STP) (23 U.S.C. § 133), the Congestion Mitigation and Air Quality Improvement Program (CMAQ) (23 U.S.C. § 149) and the Transportation Alternatives (TA) set-aside (23 U.S.C. § 133); and

WHEREAS, state statutes, including California Streets and Highways Code §182.6, §182.7, and §2381(a)(1), and California Government Code §14527, provide various funding programs for the programming discretion of the Metropolitan Planning Organization (MPO) and the Regional Transportation Planning Agency (RTPA); and

WHEREAS, pursuant to the FEDERAL TRANSPORTATION ACT, and any regulations promulgated thereunder, eligible project sponsors wishing to receive federal or state funds for a

regionally-significant project shall submit an application first with the appropriate MPO, or RTPA, as applicable, for review and inclusion in the federal Transportation Improvement Program (TIP); and

WHEREAS, MTC is the MPO and RTPA for the nine counties of the San Francisco Bay region; and

WHEREAS, MTC has adopted a Regional Project Funding Delivery Policy (MTC Resolution No. 3606, revised) that sets out procedures governing the application and use of REGIONAL DISCRETIONARY FUNDING; and

WHEREAS, APPLICANT is an eligible sponsor for REGIONAL DISCRETIONARY FUNDING; and

WHEREAS, as part of the application for REGIONAL DISCRETIONARY FUNDING, MTC requires a resolution adopted by the responsible implementing agency stating the following:

- the commitment of any required matching funds; and
- that the sponsor understands that the REGIONAL DISCRETIONARY FUNDING is fixed at the programmed amount, and therefore any cost increase cannot be expected to be funded with additional REGIONAL DISCRETIONARY FUNDING; and
- that the PROJECT will comply with the procedures, delivery milestones and funding deadlines specified in the Regional Project Funding Delivery Policy (MTC Resolution No. 3606, revised); and
- the assurance of the sponsor to complete the PROJECT as described in the application, subject to environmental clearance, and if approved, as included in MTC's federal Transportation Improvement Program (TIP); and
- that the PROJECT will have adequate staffing resources to deliver and complete the PROJECT within the schedule submitted with the project application; and
- that the PROJECT will comply with all project-specific requirements as set forth in the PROGRAM; and
- in the case of a transit project, the PROJECT will comply with MTC Resolution No. 3866, revised, which sets forth the requirements of MTC's Transit Coordination Implementation Plan to more efficiently deliver transit projects in the region; and

WHEREAS, that APPLICANT was authorized to submit an application for REGIONAL DISCRETIONARY FUNDING for the PROJECT; and

WHEREAS, there is no legal impediment to APPLICANT making applications for the funds; and

WHEREAS, there is no pending or threatened litigation that might in any way adversely affect the proposed PROJECT, or the ability of APPLICANT to deliver such PROJECT; and

WHEREAS, APPLICANT authorizes its General Manager, or designee to execute and file an application with MTC for REGIONAL DISCRETIONARY FUNDING for the PROJECT as referenced in this resolution; and

WHEREAS, MTC requires that a copy of this resolution be transmitted to the MTC in conjunction with the filing of the application.

NOW, THEREFORE, BE IT RESOLVED that the APPLICANT is authorized to execute and file an application for funding for the PROJECT for REGIONAL DISCRETIONARY FUNDING under the FEDERAL TRANSPORTATION ACT or continued funding; and be it further

RESOLVED, that APPLICANT will provide any required matching funds; and be it further

RESOLVED, that APPLICANT understands that the REGIONAL DISCRETIONARY FUNDING for the project is fixed at the MTC approved programmed amount, and that any cost increases must be funded by the APPLICANT from other funds, and that APPLICANT does not expect any cost increases to be funded with additional REGIONAL DISCRETIONARY FUNDING; and be it further

RESOLVED, that APPLICANT understands the funding deadlines associated with these funds and will comply with the provisions and requirements of the Regional Project Funding Delivery Policy (MTC Resolution No. 3606, revised) and APPLICANT has, and will retain the expertise, knowledge and resources necessary to deliver federally-funded transportation and transit projects, and has assigned, and will maintain a single point of contact for all FHWA- and CTC-funded transportation projects to coordinate within the agency and with the respective Congestion Management Agency (CMA), MTC, Caltrans, FHWA, and CTC on all communications, inquires or issues that may arise during the federal programming and delivery process for all FHWA- and CTC-funded transportation and transit projects implemented by APPLICANT; and be it further

RESOLVED, that PROJECT will be implemented as described in the complete application and in this resolution, subject to environmental clearance, and, if approved, for the amount approved by MTC and programmed in the federal TIP; and be it further

RESOLVED, that APPLICANT has reviewed the PROJECT and has adequate staffing resources to deliver and complete the PROJECT within the schedule submitted with the project application; and be it further

RESOLVED, that PROJECT will comply with the requirements as set forth in MTC programming guidelines and project selection procedures for the PROGRAM; and be it further

RESOLVED, that, in the case of a transit project, APPLICANT agrees to comply with the requirements of MTC's Transit Coordination Implementation Plan as set forth in MTC Resolution No. 3866, revised; and be it further

RESOLVED, that APPLICANT is an eligible sponsor of REGIONAL DISCRETIONARY FUNDING funded projects; and be it further

RESOLVED, that APPLICANT is authorized to submit an application for REGIONAL DISCRETIONARY FUNDING for the PROJECT; and be it further

RESOLVED, that there is no legal impediment to APPLICANT making applications for the funds; and be it further

RESOLVED, that there is no pending or threatened litigation that might in any way adversely affect the proposed PROJECT, or the ability of APPLICANT to deliver such PROJECT; and be it further

RESOLVED, that APPLICANT authorizes its General Manager, or designee to execute and file an application with MTC for REGIONAL DISCRETIONARY FUNDING for the PROJECT as referenced in this resolution; and be it further

RESOLVED, that a copy of this resolution will be transmitted to the MTC in conjunction with the filing of the application; and be it further

RESOLVED, that the MTC is requested to support the application for the PROJECT described in the resolution, and if approved, to include the PROJECT in MTC's federal TIP upon submittal by the project sponsor for TIP programming.

Adopted on _____, 2017

Kenneth A. Duron, District Secretary

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EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Pann</i> 1 Feb 2017		GENERAL MANAGER ACTION REQ'D:		
DATE: 12/27/2016		BOARD INITIATED ITEM: No		
Originator/Prepared by: Steve Beroldo Dept: Customer Access <i>St Beroldo</i> Signature/Date: 1-30-2017	General Counsel <i>[Signature]</i> 1/31/17 []	Controller/Treasurer <i>[Signature]</i> 1/30/17 []	District Secretary []	BARC <i>[Signature]</i> 1.31.17 []
Status: Approved		Date Created: 12/27/2016		

Electronic Bike Locker Procurement and Maintenance Agreement

PURPOSE:

To request Board authorization, in accordance with Public Contract Code Section 20227, to negotiate and execute a Sole-Source Contract with eLock Technologies of Berkeley, CA, for additional electronic bike lockers, upgrades to earlier generation lockers, expansion of a Clipper demonstration and a maintenance agreement.

DISCUSSION:

A key asset in the District's inventory of secure bike parking are the electronic shared use bike lockers in all East Bay stations and all stations from Glen Park west. The lockers are durable, secure, and are well liked by users. The lockers are supplied and maintained by eLock Technologies and customers access them using the BikeLink operating system.

The continued purchase, maintenance and upgrading of eLock Technology shared use electronic bicycle lockers and the BikeLink operating system is a central component to the District's efforts to provide secure bike parking. The following considerations support the continued expansion and maintenance of these products with eLock Technologies:

Standardized Product/Operating System—the District currently owns and operates 1,465 BikeLink lockers located at 37 stations. In addition, partner jurisdictions (e.g. City of Oakland, City of El Cerrito, SFMTA, Capital Corridor) own and operate the same lockers in proximity to BART stations for the use of BART riders and other public transportation users.

Consistent Customer Experience—currently all shared use lockers (as well as self-serve Bike Stations) operate using the BikeLink operating system providing a consistent customer experience from station to station. The BikeLink program includes a 24/7 customer service operation supported fully by user fees. For even greater consistency with BART fare media, a demonstration project at North Berkeley has shown compatibility with Clipper and can be rolled out District-wide when fully vetted.

No Other Equal/Better Product—to date no other comparable product exists that meets BART requirements for security, shared use and visibility of contents. The perforated stainless steel lockers have been extensively field tested and modified as needed to provide a strong deterrent to theft and provide sufficient visibility of contents at all times to meet BART security requirements. No other equal products have come to market since eLock Technologies was the single bidder to supply the District lockers in 2011.

Locally Built/Maintained—eLock Technologies is a local Bay Area company. Product development, assembly and maintenance are all supplied by local staff and ownership. In addition, owning one type of locker has the advantage of keeping maintenance costs lower.

This request includes four components:

- Locker Procurement: purchase of 20 additional locker quads (80 bike capacity)
- Locker Modernization: upgrades of 250 earlier generation lockers to improve security, reliability, solar battery charging capability and contactless card reader compatibility (for Clipper integration)
- Clipper Demonstration: expansion of the current eLock funded demonstration of Clipper operation at North Berkeley and Rockridge stations; this demonstration will provide proof of technology and firm cost implementation estimates needed to seek full funding.
- Maintenance Agreement: an increase in the annual maintenance agreement with eLock for lockers and Bike Station kiosks; this increase is requested to keep pace with the increased number of lockers the District owns (as well as, more lockers that are now beyond their initial warranty service period).

Pursuant to Public Contract Code Section 20227, the Board may direct the purchase of any supply, equipment or material without observance of the competitive bidding upon a finding of two-thirds of all members of the board that there is only a single source of procurement and that the purchase is for the sole purpose of duplicating or replacing equipment currently in use. Because no other comparable product currently exists that meets BART requirements for security, shared use and visibility of contents, this Contract qualifies as a sole source procurement under Public Contract Code Section 20227.

The District's Non-Discrimination Program for Subcontracting Program is not applicable to sole source contracts. Accordingly, the Office of Civil Rights did not set Minority Business Enterprise or Women Business Enterprise Availability Percentages for this Contract.

The Procurement Department will review the contract to confirm compliance with the District's procurement standards.

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

FISCAL IMPACT:

Funding for this Contract in the amount of \$495,579 will be funded by the following projects and BART operating funds. The office of Controller/Treasurer certifies that funds are currently available to meet this obligation.

Project: 91CW011 \$272,579

As of January 18, 2017, \$808,667 is available for this project from the following sources:

Fund	Description	Source	Amount
6212	RM2 08383203	Regional	32,561
6513	BAAQMD - Project #16R23	Regional	200,000
658A	BAAQMD FYE 15 TFCA Reg Funding	Regional	280,000
6647	CCTA Measure J - Res15-24-P	Local	110,000
8528	Stations & Access from Parking Rev	BART	186,106
Total			808,667

BART has expended \$498,807, committed \$0, and reserved \$0 to-date for other action. This action will commit \$272,579 leaving an available fund balance of \$37,281 in this project.

Project: 59AQ000 \$174,000

As of January 18, 2017, \$926,050 is available for this project from the following sources:

Fund	Description	Source	Amount
353H	CA-04-0043-FY06- Bus Facility	FTA	104,908
535V	FY2009-10 PROP 1B-PTMISEA	State	94,749
663X	ACTC TFCA West Oak Bike Locker	Local	55,000
801C	Interest Earning from G.O. Bond	BART	15,000

850W	FY00-06 Capital Allocation	BART	6,832
851W	FY07-11 Capital Allocation	BART	4,395
8528	Stations & Access from Parking Rev	BART	645,166
Total			926,050

BART has expended \$303,066, committed \$142,340, and reserved \$72,189 to-date for other action. This action will commit \$174,000 leaving an available fund balance of \$234,456 in this project.

FY17 Customer Access Operating Budget \$49,000 (total maintenance agreement is \$125,000: \$76,000 previously programmed plus \$49,000 requested here).

There is no fiscal impact on available un-programmed District Reserves.

ALTERNATIVES:

The alternative is not authorize the contract.

RECOMMENDATION:

It is recommended that the Board adopt the following motion.

MOTION:

The Board finds, by two-thirds majority vote, pursuant to Public Contract Code Section 20227, that eLock Technologies is the sole source supplier for 20 locker quads, modernization of existing lockers, expansion of the Clipper demonstration and a service agreement to provide on-going maintenance to District owned lockers. The General Manager is authorized to enter into direct negotiations with eLock Technologies to execute an agreement in an amount not-to-exceed \$495,579.00.

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

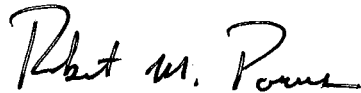
MEMORANDUM

TO: Board of Directors **DATE:** February 3, 2017
FROM: Robert Powers
SUBJECT: Livermore / Tri-Valley Transportation Update – For Information

As a follow-up to the BART Board discussion of Dec. 1, 2016 on the proposed Dublin / Pleasanton BART parking garage expansion, staff is bringing to the Planning Committee an update of several key transportation initiatives in the Tri-Valley. This update will feature:

- BART to Livermore: Status of California Environmental Quality Act (CEQA) process.
- Altamont Commuter Express (ACE) Forward project
- Dublin / Pleasanton BART Station Parking Garage Expansion

Please contact Bob Powers (510) 874-7410 if you have any questions.



Robert Powers

cc: Board Appointed Officers
Executive Staff



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Roemer</i> 2 FEB 2017		GENERAL MANAGER ACTION REQ'D:		
DATE: 1/18/2017		BOARD INITIATED ITEM: No		
Originator/Prepared by: Ryan Greene-Roesel Dept: Strategic Planning	General Counsel	Controller/Treasurer	District Secretary	BARC
Signature/Date: <i>Ryan Greene-Roesel</i> 1/27/17	<i>MB</i> 1/27/17	<i>Agarwal</i> 1/27/17	[]	<i>Val Albert</i> 1.30.17
Status: Routed		Date Created: 1/18/2017		

Adopt Dublin/Pleasanton Parking Garage Expansion

PURPOSE:

To adopt an expansion of the Dublin/Pleasanton parking garage consistent with BART's Station Access Policy.

DISCUSSION:

Background

In November 2002, the City of Dublin City Council prepared an Environmental Impact Report (EIR) for the Dublin Transit Center (DTC), a mixed-use development project located in the area surrounding the Dublin/Pleasanton BART station. The approved DTC project included a multi-level BART parking structure to be constructed in two phases: Phase 1, a seven-level, 1,528-space structure (constructed in 2007 by the Alameda County Surplus Property Authority) and Phase 2, a six-level, 655-space expansion, to be constructed by BART on BART property.

BART now proposes exploring construction of the Phase 2 parking garage (the Proposed Project) to provide additional parking for BART patrons. The Proposed Project would replace a surface parking lot, resulting in approximately 540 additional parking spaces. The Proposed Project also includes a real time parking monitoring system and electronic message signs that would display parking availability within the garage and along I-580.

On an average weekday, all 2,886 currently existing parking spaces (both surface and structured) at the Dublin/Pleasanton Station are at 100 percent occupancy, and are typically filled by approximately 7:45 in the morning. This limits the ability of additional patrons to access the system and reduces potential BART ridership. The parking expansion would be consistent with BART's Station Access Policy (adopted June 9th, 2016), which states that expanded automobile parking may be pursued as a secondary investment at stations classified as "auto-dependent."

Environmental Review

The Proposed Project would implement the Phase 2 parking structure expansion as described in the certified DTC EIR and a 2005 City of Dublin staff report and related conditions of approval. Given the passage of time since the 2002 certification of the DTC EIR and 2005 project approval, BART prepared an Addendum to the original EIR to verify that no new or substantially more severe environmental impacts due to project changes, changed circumstances or new information would result from implementation of the Proposed Project, as required by Sections 15162 and 15164 of the CEQA Guidelines.

The analysis in the Addendum did not identify any substantial changes to the affected environment and did not identify any new or substantially more severe impacts not already identified in the DTC EIR. Based on the evaluation presented in the Addendum, there is no substantial evidence in the light of the whole record that the conditions outlined in Section 15162 of the CEQA Guidelines requiring a subsequent EIR are met. Therefore, an EIR Addendum is appropriate and no further review or analysis under CEQA of the Proposed Project is required.

Resolution of Local Support for Regional Measure 2 Funds

To fund a portion of project design, BART is planning to seek \$4.3 million in Regional Measure 2 (RM2) funds programmed by the Metropolitan Transportation Commission (MTC) for transit investments in the I-580 corridor. MTC requires a resolution of support authorizing the General Manager or her designee to execute and submit the allocation request, and stating that BART will meet MTC's requirements for use of the RM2 funds.

BART is seeking board action upon a resolution that provides for the adoption of the Proposed Project and project changes, including approval of the environmental addendum; authorization to proceed with project design and construction subject to funding availability and other contingencies as appropriate; and authorization to submit a funding application to the MTC for regional funding to support project design.

FISCAL IMPACT:

The garage expansion is estimated to cost \$37.1 million including \$8.6 million for design and \$28.5 million for construction. Operating costs (excluding life-cycle capital maintenance),

are estimated at \$240,000 annually, and would be exceeded by operating revenues.

Although funding has not been secured, BART expects that the design work will be funded by the MTC and the Alameda County Transportation Commission (ACTC). Initial discussions with these funding partners have highlighted the importance of BART being a funding partner in the garage construction. A funding plan has not yet been determined.

ALTERNATIVES:

Do not adopt the addendum, proposed project, or resolution, and if so, the garage expansion will not be implemented.

RECOMMENDATION:

It is recommended that the Board adopt the following motion:

MOTION:

Having reviewed and considered the information contained in the Addendum, the BART Board of Directors hereby:

1. Approves the Addendum and finds, on the basis of substantial evidence contained in the FEIR and Addendum and in light of the whole record, that:
 - There are no substantial changes proposed in the Proposed Project which require major revisions of the previous EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects;
 - No substantial changes have occurred with respect to the circumstances under which the Proposed Project is undertaken which will require major revisions of the previous EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects;
 - There is no information of substantial importance, which was not known and could not have been known with the exercise of reasonable diligence at the time the previous EIR was certified as complete, that shows any of the following:
 - ◊ The Proposed Project will have one or more significant effects not discussed in the previous EIR;
 - ◊ Significant effects previously examined will be substantially more severe than shown in the previous EIR;
 - ◊ Mitigation measures or alternatives previously found not to be feasible would in fact be feasible, and would substantially reduce one or more significant effects of the Proposed Project, but the project proponents decline to adopt the mitigation measure or alternative; or
 - ◊ Mitigation measures or alternatives which are considerably different from those

analyzed in the previous EIR would substantially reduce one or more significant effects on the environment, but the project proponents decline to adopt the mitigation measure or alternative;

2) Adopts the Proposed Project and authorizes staff to move forward with implementation, depending on funding availability and other contingencies as appropriate; and

3) Adopts the attached resolution of support authorizing the filing of an allocation request with the Bay Area Metropolitan Transportation Commission for Regional Measure 2 funds in the amount of \$4.3 million to support design of the proposed project.

ATTACHMENTS

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

**In the matter of authorizing submittal
of an allocation request with the Bay
Area Metropolitan Transportation
Commission for Regional Measure 2
funds in the amount of \$4.322 million
to support the Dublin/Pleasanton
BART Parking Structure/Garage
Expansion**

Resolution No. _____

WHEREAS, SB 916 (Chapter 715, Statutes 2004), commonly referred as Regional Measure 2, identified projects eligible to receive funding under the Regional Traffic Relief Plan; and

WHEREAS, the Metropolitan Transportation Commission (MTC) is responsible for funding projects eligible for Regional Measure 2 funds, pursuant to Streets and Highways Code Section 30914(c) and (d); and

WHEREAS, MTC has established a process whereby eligible transportation project sponsors may submit allocation requests for Regional Measure 2 funding; and

WHEREAS, allocations to MTC must be submitted consistent with procedures and conditions as outlined in Regional Measure 2 Policy and Procedures; and

WHEREAS, BART is an eligible sponsor of transportation project(s) in Regional Measure 2, Regional Traffic Relief Plan funds; and

WHEREAS, the Dublin/Pleasanton BART Parking Structure/Garage Expansion is eligible for consideration in the Regional Traffic Relief Plan of Regional Measure 2, as identified in California Streets and Highways Code Section 30914(c) or (d); and

WHEREAS, the Regional Measure 2 allocation request, attached hereto in the Initial Project Report and incorporated herein as though set forth at length, lists the project, purpose, schedule, budget, expenditure and cash flow plan for which BART is requesting that MTC allocate Regional Measure 2 funds; now, therefore, be it

RESOLVED, that BART, and its agents shall comply with the provisions of the Metropolitan Transportation Commission's Regional Measure 2 Policy Guidance (MTC Resolution No. 3636); and be it further

RESOLVED, that BART certifies that the project is consistent with the Regional Transportation Plan (RTP); and be it further

RESOLVED, that the year of funding for any design, right-of-way and/or construction phases has taken into consideration the time necessary to obtain environmental clearance and permitting approval for the project; and be it further

RESOLVED, that the Regional Measure 2 phase or segment is fully funded, and results in an operable and useable segment; and be it further

RESOLVED, that BART approves the updated Initial Project Report, attached to this resolution; and be it further

RESOLVED, that BART approves the cash flow plan, attached to this resolution; and be it further

RESOLVED, that BART has reviewed the project needs and has adequate staffing resources to deliver and complete the project within the schedule set forth in the updated Initial Project Report, attached to this resolution; and, be it further

RESOLVED, that BART is an eligible sponsor of projects in the Regional Measure 2 Regional Traffic Relief Plan, Capital Program, in accordance with California Streets and Highways Code 30914(c); and be it further

RESOLVED, that BART is authorized to submit an application for Regional Measure 2 funds for Dublin/Pleasanton BART Parking Structure/Garage Expansion in accordance with California Streets and Highways Code 30914(c); and be it further

RESOLVED, that BART certifies that the projects and purposes for which RM2 funds are being requested is in compliance with the requirements of the California Environmental Quality Act (Public Resources Code Section 21000 et seq.), and with the State Environmental Impact Report Guidelines (14 California Code of Regulations Section 15000 et seq.) and if relevant the National Environmental Policy Act (NEPA), 42 USC Section 4-1 et. seq. and the applicable regulations thereunder; and be it further

RESOLVED, that there is no legal impediment to BART making allocation requests for Regional Measure 2 funds; and be it further

RESOLVED, that there is no pending or threatened litigation which might in any way adversely affect the proposed project, or the ability of BART to deliver such project; and be it further

RESOLVED, that BART agrees to comply with the requirements of MTC's Transit Coordination Implementation Plan as set forth in MTC Resolution 3866; and be it further

RESOLVED, that BART indemnifies and holds harmless MTC, its Commissioners, representatives, agents, and employees from and against all claims, injury, suits, demands, liability, losses, damages, and expenses, whether direct or indirect (including any and all costs and expenses in connection therewith), incurred by reason of any act or failure to act of BART, its officers, employees or agents, or subcontractors or any of them in connection with its performance of services under this allocation of RM2 funds. In addition to any other remedy authorized by law, so much of the funding due under this allocation of RM2 funds as shall

reasonably be considered necessary by MTC may be retained until disposition has been made of any claim for damages, and be it further

RESOLVED, that BART shall, if any revenues or profits from any non-governmental use of property (or project) that those revenues or profits shall be used exclusively for the public transportation services for which the project was initially approved, either for capital improvements or maintenance and operational costs, otherwise the Metropolitan Transportation Commission is entitled to a proportionate share equal to MTC's percentage participation in the projects(s); and be it further

RESOLVED, that assets purchased with RM2 funds including facilities and equipment shall be used for the public transportation uses intended, and should said facilities and equipment cease to be operated or maintained for their intended public transportation purposes for its useful life, that the Metropolitan Transportation Commission (MTC) shall be entitled to a present day value refund or credit (at MTC's option) based on MTC's share of the Fair Market Value of the said facilities and equipment at the time the public transportation uses ceased, which shall be paid back to MTC in the same proportion that Regional Measure 2 funds were originally used; and be it further

RESOLVED, that BART shall post on both ends of the construction site(s) at least two signs visible to the public stating that the Project is funded with Regional Measure 2 Toll Revenues; and be it further

RESOLVED, that BART authorizes its (Executive Director, General Manager, or his/her designee) to execute and submit an allocation request for the (environmental/ design/ right-of-way/ construction) phase with MTC for Regional Measure 2 funds in the amount of \$4.322 million, for the project, purposes and amounts included in the attached IPR Summary; and be it further

RESOLVED, that the BART General Manager or her designee is hereby delegated the authority to make non-substantive changes or minor amendments to the IPR as he/she deems appropriate; and be it further

RESOLVED, that a copy of this resolution shall be transmitted to MTC in conjunction with the filing of the IPR dated November 10, 2016 referenced herein.

###

**Proposed Dublin/Pleasanton BART Parking Structure/Garage
Expansion Project
Initial Project Report Summary – November 10th, 2016**

Project Description

BART proposes to construct an expansion of the parking structure at the Dublin/Pleasanton BART station to provide additional parking for BART patrons. The Proposed Project consists of a 655-space expansion that would replace a surface parking lot, resulting in approximately 540 net new parking spaces. The Proposed Project also would include real-time traffic monitoring technology and variable message display signs in the garage and along I-580.

Current Allocation Request

Amount Requested	Phase Requested
\$4,321,500	Design

Project Schedule

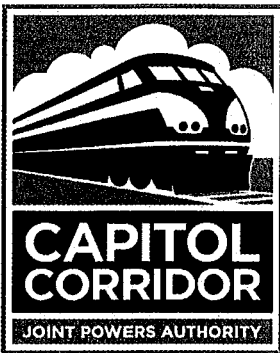
Phase-Milestone	Planned	
	Start Date	Completion Date
Environmental Document	FY17	FY17
Environmental Studies, Preliminary Eng. (ENV / PE / PA&ED)	FY17	FY17
Final Design - Plans, Specifications & Estimates (PS&E)	FY17	FY18
Right-of-Way Activities /Acquisition (R/W)	TBD	TBD
Construction (Begin – Open for Use) / Acquisition / Operating Service (CON)	TBD	TBD

Project Budget

Phase	Total Amount - Escalated - (Thousands)
Environmental Studies & Preliminary Eng (ENV / PE / PA&ED)	\$0
Final Design - Plans, Specifications and Estimates (PS&E)	\$4,322
Right-of-Way Activities /Acquisition (R/W)	\$TBD
Construction / Rolling Stock Acquisition (CON)	\$TBD
Total Project Budget (in thousands)	\$TBD

Cashflow (\$000s)

Fiscal Year	2016/17	2017/18	2018/19	2020/21	2021/22
Amount	1,000	3,322			



CAPITOL CORRIDOR JOINT POWERS AUTHORITY

MEETING OF THE BOARD OF DIRECTORS

Wednesday February 15, 2017

10:00 a.m.

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

A simultaneous teleconference call will take place at:

San Jose City Hall – Tower Building
 200 E. Santa Clara Street, Room #T1853
 San Jose, CA

Bay Area Rapid Transit District
 300 Lakeside Drive, Room 2301
 Oakland, CA

DRAFT AGENDA

- I. Call to Order
- II. Roll Call and Pledge of Allegiance
- III. Report of the Chair
- IV. Consent Calendar *Action*
 - 1. Minutes of the November 16, 2016 Meeting
 - 2. CalOES FY 16-17 Safety/Security Project Program
 - 3. CCJPA 2017 Capitalized Maintenance Track Improvement Program
 - 4. CCJPA 2017 Right-of-Way Fencing and Security Improvements
 - 5. City of Roseville/CCJPA Memorandum of Understanding
- V. Action and Discussion Items
 - 1. CLOSED SESSION: Conference with Legal Counsel - Existing Litigation *Action*
 - Capitol Corridor Joint Powers Authority, Petition for Reconsideration of *System Safety Programs (SSP)* Final Rule, Docket No. FRA-2011-0060 (filed Oct. 3, 2016) (Pending Decision)
 - *Capitol Corridor Joint Powers Authority v. Federal Railroad Administration*, Case No. 16-1355 (D.C. Cir. filed Oct 7, 2016), related to FRA's Guidance for State Sponsors of Passenger Rail Service. (Pending Briefing)
 - Capitol Corridor Joint Powers Authority, Petition for Reconsideration of *Dispute Resolution Procedures under the Fixing America's Surface Transportation Act of 2015*, STB Docket No. EP-734 (filed Dec. 19, 2016) (Pending Decision)
 - 2. Business Plan Update (FY 2017/18 – FY 2018/19) *Action**
 - 3. Legislative Matters/Governor's Draft FY 17/18 Budget *Action*
 - 4. Capitol Corridor Vision Communications Plan *Action*
 - 5. CCJPA Alternative Fuels Pilot Program for Capitol Corridor Trains *Action*
 - 6. Managing Director's Report *Info*
 - 7. Work Completed *Info*
 - a. Capitol Corridor Annual Performance Report (FY 2016)
 - b. CCJPA Annual Independent Audit (FY16)
 - c. Marketing Activities (November 2016 – January 2017)
 - 8. Work in Progress *Info*
 - a. Oakland – San Jose Phase 2 Project
 - b. Sacramento-Roseville 3rd Track Project
 - c. Positive Train Control Update
 - d. Station Signage and Platform Safety Upgrades
 - e. Richmond Station Platform Improvements
 - f. Capitol Corridor Station Bicycle eLocker Project
 - g. On-Board Information System Project
 - h. Proposed Extension of Capitol Corridor Trains to Salinas
 - i. Upcoming Marketing Activities
- VI. Board Member Reports
- VII. Public Comments
- VIII. Adjournment. Next Meeting Date: 10:00 a.m., April 20, 2016, 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. 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.

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