

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

BOARD MEETING AGENDA

March 23, 2017

9:00 a.m.

A regular meeting of the Board of Directors will be held at 9:00 a.m. on Thursday, March 23, 2017, in the BART Board Room, Kaiser Center 20th Street Mall – Third Floor, 344 – 20th Street, Oakland, California.

Members of the public may address the Board of Directors regarding any matter on this agenda. Please complete a “Request to Address the Board” form (available at the entrance to the Board Room) and hand it to the Secretary before the item is considered by the Board. If you wish to discuss a matter that is not on the agenda during a regular meeting, you may do so under Public Comment.

Any action requiring more than a majority vote for passage will be so noted.

Items placed under “consent calendar” are considered routine and will be received, enacted, approved, or adopted by one motion unless a request for removal for discussion or explanation is received from a Director or from a member of the audience.

Please refrain from wearing scented products (perfume, cologne, after-shave, etc.) to these meetings, as there may be people in attendance susceptible to environmental illnesses.

BART provides service/accommodations upon request to persons with disabilities and individuals who are limited English proficient who wish to address BART Board matters. A request must be made within one and five days in advance of Board meetings, depending on the service requested. Please contact the Office of the District Secretary at 510-464-6083 for information.

Rules governing the participation of the public at meetings of the Board of Directors and Standing Committees are available for review on the District's website (<http://www.bart.gov/about/bod>), in the BART Board Room, and upon request, in person or via mail.

Meeting notices and agendas are available for review on the District's website (<http://www.bart.gov/about/bod/meetings.aspx>), and via email (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 Meeting of March 9, 2017.* Board requested to authorize.
- B. Revision to Succession Resolution.* Board requested to adopt.
- C. Procurement of Smart Cards to Support San Francisco Airline Employee, San Francisco Airport Employee, and Oakland Airport Employee Discount Programs.* Board requested to authorize.

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. Amendment to Lease for Downtown Berkeley Station Bicycle Facility.* Board requested to authorize.
- B. Agreements for Temporary Staff Services.*
 - a. Agreement No. 6M4516, with HR Management, Inc.
 - b. Agreement No. 6M4517, with Search Pros Staffing
 - c. Agreement No. 6M4518, with Wollberg Michelson Personnel Service, Inc.Board requested to authorize.

5. FINANCE, BUDGET, AND BOND OVERSIGHT ITEMS

Director Josefowitz, Chairperson

- A. Issuance and Sale of General Obligation Bonds (Election of 2004), 2017 Refunding Series E.* Board requested to authorize.
- B. Issuance and Sale of General Obligation Bonds (Election of 2016), 2017 Series A.* Board requested to authorize.

- C. Selection of Underwriting Pool from Which Senior Manager and Co-Managers Will Be Designated for the Issuance and Sale of the District's Bonds.* Board requested to authorize.

6. OPERATIONS AND SAFETY ITEMS

Director Keller, Chairperson

- A. Award of Contract No. 20CE-220, Train Control Trailable Switch Machines.* Board requested to authorize.
- B. Agreements with Public and/or Private Bus Operators and Vendors for Temporary Bus Bridge Services.* Board requested to authorize.
- C. Change Order to Contract No. 15IJ-110, Fire Alarm Renovation Phase 1 – M-Line, with Blocka Construction Inc., for Increase in Allowance for Firewatch Services (C.O. No. 13).* Board requested to authorize.

7. PLANNING ITEMS

Director Raburn, Chairperson

- A. Pleasant Hill Bike Station Tenant Improvements.* Board requested to authorize.
- B. Late Night Bus Service Ridership and Funding Update.* For information.

8. GENERAL MANAGER'S REPORT

- A. Report of Activities, including Updates of Operational, Administrative, and Roll Call for Introductions Items.

9. CONTROLLER/TREASURER'S REPORT

- A. Quarterly Report of the Controller/Treasurer for the Period Ending December 31, 2016.* For information.

10. 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.)

11. 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.)

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

A. CONFERENCE WITH LABOR NEGOTIATORS:

Designated representatives: Grace Crunican, General Manager; Michael Jones, Assistant General Manager, Employee Relations; and Carol Isen, Chief Employee Relations Officer

Employee Organizations: (1) Amalgamated Transit Union, Local 1555;
(2) American Federation of State, County and Municipal Employees, Local 3993;
(3) BART Police Officers Association;
(4) BART Police Managers Association;
(5) Service Employees International Union, Local 1021;
and
(6) Service Employees International Union, Local 1021, BART Professional Chapter
(7) Unrepresented employees (Positions: all)

Government Code Section: 54957.6

13. OPEN SESSION

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

Board of Directors
Minutes of the 1,783rd Meeting
March 9, 2017

A regular meeting of the Board of Directors was held March 9, 2017, convening at 9:01 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, Josefowitz, Keller, McPartland, Simon, and Saltzman.

Absent: None. Director Raburn entered the Meeting later.

Consent Calendar items brought before the Board were:

1. Approval of Minutes of the Meeting of February 23, 2017.
2. Resolution Authorizing the General Manager to Submit a Grant Application to Caltrans for Low Carbon Transit Operations Program.
3. Award of Contract No. 04SF-180, Construction of East Contra Costa BART Extension Project Bliss Avenue and Antioch Paving Improvements.

Director Dufty requested that Item 2-C, Award of Contract No. 04SF-180, Construction of East Contra Costa BART Extension Project Bliss Avenue and Antioch Paving Improvements, be voted on separately.

Director Keller made the following motions as a unit. Director Blalock seconded the motions, which carried by unanimous acclamation. Ayes – 8: Directors Allen, Blalock, Dufty, Josefowitz, Keller, McPartland, Simon, and Saltzman. Noes - 0. Absent – 1: Director Raburn.

1. That the Minutes of the Meeting of February 23, 2017, be approved.
2. Adoption of Resolution No. 5335, In the Matter of Authorizing the Execution of a Project Application for Fiscal Year 2016 – 2017 Low Carbon Transit Operations Program Funding of the Additional Rail Cars Project.

Director Blalock moved that the General Manager be authorized to award Contract No. 04SF-180, for Construction of East Contra Costa BART Extension Project Bliss Avenue and Antioch Paving Improvements, to Granite Rock Company, of San Jose, California, for the Bid amount of \$1,750,900.00, pursuant to notification to be issued by the General Manager, and subject to the District's protest procedures. Director Keller seconded the motion, which carried by electronic vote. Ayes – 6: Directors Blalock, Josefowitz, Keller, McPartland, Simon, and

Saltzman. Noes – 1: Director Dufty. Abstain – 1: Director Allen. Absent – 1: Director Raburn.

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

Director McPartland, Chairperson of the Administration, Workforce, and Legislation Committee, brought the matter of Amendment to Agreement No. 6M7066, Poster Advertising Franchise Services, with Intersection Media, LLC, for Near-Term Enhancements to Support BART Services, before the Board. Mr. Carter Mau, Assistant General Manager, Administration and Budgets; Mr. Aaron Weinstein, Department Manager, Marketing and Research; and Ms. Catherine Westphall, Principal Marketing Representative, presented the item. Director Allen moved that the General Manager be authorized to execute an amendment to Agreement No. 6M7066, Poster Advertising Franchise Services, with Intersection Media, LLC, to allow sales of train wraps and innovation/amenity sponsorships. President Saltzman seconded the motion. The item was discussed.

Mr. Scott Goldsmith, president of Intersection Media, LLC, addressed the Board.

Discussion continued. The motion carried by unanimous acclamation. Ayes – 9: Directors Allen, Blalock, Dufty, Josefowitz, Keller, McPartland, Raburn, Simon, and Saltzman. Noes – 0.

Director McPartland brought the matter of On-Call Contract for Media Purchases with iHeart Media, Cumulus, Entercom, CBS Radio, Pandora, and Frequence for Track Closure Notifications and Other Initiatives before the Board. Mr. Weinstein and Mr. Dave Martindale, Program Manager, Marketing and Research, presented the item. The item was discussed. President Saltzman moved that the General Manager be authorized to execute an on-call contract for media buying with vendors to include iHeart Media, Cumulus, Entercom, CBS Radio, Pandora, and Frequence, for the remainder of Fiscal Year 2017 through Fiscal Year 2020, with options for Fiscal Years 2021 and 2022, not to exceed \$1.4 million per fiscal year. Director Keller seconded the motion, which carried by unanimous acclamation. Ayes – 9: Directors Allen, Blalock, Dufty, Josefowitz, Keller, McPartland, Raburn, Simon, and Saltzman. Noes – 0.

Director Josefowitz, Chairperson of the Finance, Budget, and Bond Oversight Committee, brought the matter of Title VI Public Outreach for Potential Fare Changes in Fiscal Year 2018: Fare Change Options for Presentation, before the Board. Mr. Mau, General Manager Grace Crunican, and Ms. Pamela Herhold, Department Manager, Financial Planning, presented the item.

The following individuals addressed the Board.
Clarence Fischer
Alan Smith

The item was discussed.

President Saltzman exited the Meeting.

Vice President Raburn announced that the order of agenda items would be changed, and called for the Report of the Earthquake Safety Program Citizens' Oversight Committee. Mr. Derek

Schaible, Chairperson of the Earthquake Safety Program Citizens' Oversight Committee, presented the report.

President Saltzman re-entered the Meeting.

Jerry Grace addressed the Board.

The item was discussed.

President Saltzman announced that the Board would enter into closed session under Item 11-A (Conference with Labor Negotiators) 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 11:52 a.m.

The Board Meeting reconvened in closed session at 12:02 p.m.

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

Absent: None. President Saltzman entered the Meeting later.

President Saltzman entered the Meeting.

Director Simon exited the Meeting.

The Board Meeting recessed at 1:41 p.m.

The Board Meeting reconvened in open session at 1:45 p.m.

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

Absent: Directors Keller and Simon.

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

Director Raburn, Chairperson of the Planning Committee, brought the matter of Wholesale Electricity Portfolio Plan Update before the Board. Mr. Val Menotti, Acting Assistant General Manager, Planning, Development, and Construction; and Ms. Holly Gordon, Sustainability Group Manager, presented the item.

The following individuals addressed the Board.

Rand Wrobel
James Naprawa

The item was discussed.

President Saltzman, in the absence of the Chairperson and Vice Chairperson of the Operations and Safety Committee, brought the matter of Award of Contract No. 15QH-150, Lafayette Station Site Improvement Project, before the Board. Ms. Mary Grace Houlihan, Division Manager of Civil Engineering, Maintenance and Engineering, presented the item. The item was discussed. Director Allen moved that the General Manager be authorized to award Contract No. 15QH-150, Lafayette Station Site Improvements, to USS Cal Builders, Inc., for the Base Bid Price of \$4,650,000.00, pursuant to notification to be issued by the General Manager, and subject to compliance with the District's protest procedures; and that the General Manager also be authorized to exercise the Option Bid Price of \$168,000.00. Director Blalock seconded the motion, which carried by acclamation. Ayes – 6: Directors Allen, Blalock, Josefowitz, McPartland, Raburn, and Saltzman. Noes – 0. Abstain – 1: Director Dufty. Absent – 2: Directors Keller and Simon.

President Saltzman brought the matter of Change Order to Contract No. 79HM-120, SFTS MB, with Manson Construction Company, Inc., for Revised Containment of High Density Polyethylene (HDPE) Pipe, before the Board. Mr. Thomas Horton, Group Manager, Earthquake Safety Program, presented the item. The item was discussed. Director McPartland moved that the General Manager be authorized to execute Change Order No. 50, Revised Containment of HDPE Pipe, in the not-to-exceed amount of \$434,418.00, to Contract No. 79HM-120, SFTS MB, with Manson Construction Company, Inc. Director Blalock seconded the motion, which carried by unanimous acclamation. Ayes – 7: Directors Allen, Blalock, Dufty, Josefowitz, McPartland, Raburn, and Saltzman. Noes – 0. Absent – 2: Directors Keller and Simon.

President Saltzman called for the General Manager's Report. Ms. Crunican reported on steps she had taken and activities and meetings she had participated in and outstanding Roll Call for Introductions items.

Mr. Paul Oversier, Assistant General Manager, Operations, gave a report on the recent fire at the Walnut Creek Station.

Directory Dufty exited the Meeting.

President Saltzman called for Board Member Reports, Roll Call for Introductions, and In Memoriam.

Director Raburn reported he had met with state legislators in Sacramento, ridden on the Capitol Corridor Safety Train, and attended an Oakland City Council meeting.

Director McPartland reported he had met with state legislators in Sacramento, visited the Fruitvale Station earthquake retrofit site, participated in a conference call on the statewide shake alert program for the California Office of Emergency Services, and attended a meeting of the Altamont Regional Rail working group.

Director Josefowitz reported he had met with state legislators in Sacramento.

President Saltzman reported she had met with state legislators in Sacramento, and toured the Marea Alta housing project at San Leandro Station.

President Saltzman called for Public Comment. Jerry Grace addressed the Board.

The Meeting was adjourned at 2:58 p.m.

Kenneth A. Duron
District Secretary



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Powers</i> 15 March 2017		GENERAL MANAGER ACTION REQ'D:		
DATE: 3/14/2017		BOARD INITIATED ITEM: No		
Originator/Prepared by: Matthew Burrows Dept: Office of the General Counsel	General Counsel <i>[Signature]</i> 3/15/17 []	Controller/Treasurer <i>[Signature]</i> 3/15/17 []	District Secretary <i>[Signature]</i> 3/15/17 []	BARC []
Signature/Date: <i>[Signature]</i> 3/15/17				

Designating Alternates for the General Manager and other Officers And Authorizing Use of Facsimile Signatures on District Warrant-Checks

PURPOSE: To update the Board's existing succession plan for vacancies in District offices to reflect new incumbents in the Deputy General Manager position, the Controller-Treasurer position and the Independent Police Auditor position.

DISCUSSION: The existing Board Resolution represents the succession plan for the District in the event any officer of the District is absent or disabled. That Resolution lists the names and positions of those who shall act for the absent officer and needs to be updated to reflect the recent hiring of a new Deputy General Manager, Controller-Treasurer and Independent Police Auditor. The Assistant Treasurer position is currently vacant and is shown as such, with the Assistant Controller now authorized to act for both functions. Previously, the Assistant Controller acted in the Controllershship arena, the Assistant Treasurer in the Treasury arena.

As such, Resolution 5185 should be repealed and a new Resolution adopted to ensure the orderly conduct of District business.

FISCAL IMPACT: None.

ALTERNATIVES: Delay revision of the existing Resolution. This would result in an incomplete succession plan.

RECOMMENDATION: Adoption of the attached Resolution.

MOTION: That the Board of Directors adopts the attached Resolution.

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

**In the Matter of Designating an
Alternate for the General Manager
And Authorizing Certain District
Officers to Use Facsimile Signatures
On District Warrant-Checks _____ /**

Resolution No. _____

WHEREAS, Public Utilities Section 28810 provides in part:

“The officers of the district shall consist of the members of the board of directors; a president and vice president of the board, each of whom shall be a member of the board; a secretary, a general manager, a general counsel, a treasurer, a controller, and such other or subordinate officers, assistants and deputies as the board may deem necessary and provide for by ordinance or resolution.” and,

WHEREAS, Public Utilities Code Section 28767.8(a) provides:

“The board may establish an office of independent police auditor, reporting directly to the board, to investigate complaints against district police personnel.” and,

WHEREAS, Public Utilities Code Section 28817 provides:

“The treasurer shall be the custodian of the funds of the district and shall make payments only upon warrants duly and regularly signed by the general manager. [S]he shall keep an account of all receipts and disbursements. With the approval of the board, the treasurer and general manager may designate alternates to act for them.” and,

WHEREAS, it is necessary to the orderly conduct of the business of the District that the powers of the General Manager be exercised during the absence or disability of the holder; and

WHEREAS, the Board of Directors of the San Francisco Bay Area Rapid Transit District desires to authorize the use of facsimile signatures for signing warrant-checks of the District;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the San Francisco Bay Area Rapid Transit District hereby confirms that only the following are officers of the District:

Members of the Board of Directors
President of the Board
Vice President of the Board
Secretary
General Manager
General Counsel
Controller-Treasurer
Assistant District Secretary
Deputy Assistant District Secretary
Associate General Counsel
Deputy General Manager
Assistant General Manager – Operations
Assistant Controller
Assistant Treasurer (vacant)
Independent Police Auditor
Independent Police Investigator
and

BE IT FURTHER RESOLVED that the Board hereby authorizes Robert Powers (Deputy General Manager) to exercise the powers of the Office of General Manager in the absence or disability of the General Manager. In the case of the absence or disability of the General Manager and the Deputy General Manager, Paul Oversier (Assistant General Manager – Operations) is authorized to exercise the power of the Office of the General Manager. In the absence or disability of the General Manager, Deputy General Manager and Assistant General Manager, Operations, Matthew Burrows (General Counsel) is authorized to exercise the powers of the Office of the General Manager; and

BE IT FURTHER RESOLVED that the Board hereby authorizes the named holders of the positions set forth below to exercise the powers of the office listed opposite such position in the absence or disability of the holder of such office;

<u>INCUMBENT</u>	<u>POSITION</u>	<u>OFFICE</u>
Patricia K. Williams	Assistant District Secretary	Secretary
Jacqueline R. Edwards	Deputy Assistant District Secretary	Secretary (in the absence of Patricia K. Williams)
Victoria R. Nuetzel	Associate General Counsel	General Counsel
Christopher Gan	Assistant Controller	Controller-Treasurer
Patrick Caceres	Independent Police Investigator	Independent Police Auditor

and

BE IT FURTHER RESOLVED that the Board hereby authorizes the use of facsimile signatures by Grace Crunican (General Manager) or Robert Powers (Deputy General Manager) or Paul Oversier (Assistant General Manager – Operations) and Rose Poblete (Controller-Treasurer) or Christopher Gan (Assistant Controller), all of whose verified signatures have been or will be filed with the Secretary of State, on warrant-checks used for making payments out of the funds of the District; and

BE IT FURTHER RESOLVED that Resolution No. 5185 is hereby repealed; and

BE IT FURTHER RESOLVED that the District Secretary is directed to transmit a copy of this resolution to the Secretary of State.

###



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Power</i> 15 MAR 2017		GENERAL MANAGER ACTION REQ'D:		
DATE: 3/3/2017		BOARD INITIATED ITEM: Yes		
Originator/Prepared by: Michaela Morales Dept: Finance <i>Michaela Morales</i> Signature/Date: 3.8.17	General Counsel <i>[Signature]</i> 3/9/17 []	Controller/Treasurer <i>[Signature]</i> 3/8/17 []	District Secretary []	BARC <i>[Signature]</i> 3-13-17 []

Authorization for Procurement of Smart Cards to Support SFO Airline Employee, SFO Airport Employee and Oakland Airport Employee Discount Programs

PURPOSE:

Authorization for the procurement of 20,000 smart cards from On Track Innovation (OTI) to support the SFO Airline Employee Discount Program (AEDP1) and SFO Airport Employee Discount Program (AEDP 2), and the Oakland Airport Employee Discount Program (AEDP3).

DISCUSSION:

The OTI smart cards are required for BART to participate in the following three programs.

A. SFO Airline Employee Discount Program (AEDP1) – Initiated when BART’s SFO Extension opened in 2003, this program gives participating Airline employees a 25% discount to their fares for trips to or from SFO Airport Station. Airline employees receive the discounted fares by using the OTI smart card at the fare gate to access a discounted fare table. The SFO Airline Employee Program was a requirement of the 1997 agreement between BART and SFO (the “Lease, Use, and Operating Agreement for BART Station and Related Facilities and Grant of Easement at SFIA”) which stated that SFO airline employees were to receive a 25% discount to their fares to and from the BART SFO Station.

B. SFO Airport Employee Discount Program (AEDP2) –The SFO Airport Employee Program began to be developed in 2009, when the SFO Premium Fare was increased

from \$1.50 to \$4.00. BART and SFO developed the Airport Employee Discount Program to address this increase for Airport employees. When first instituted, AEDP2 held the SFO Premium Fare at \$1.50.

In 2013, SFO asked that BART not charge SFO Airport employees the \$1.50 Premium Fare in order to get more Airport employees to take BART; SFO's position was that over time the revenue BART would lose from waiving the \$1.50 would be more than made up for by new trips taken by Airport employees. Until such time that the Program did become revenue neutral or positive for BART, SFO agreed to pay the \$1.50 per airport employee trip to BART. Waiving the \$1.50 has proven to increase SFO Airport employee ridership sufficiently so that SFO has not had reimburse BART for the \$1.50 Premium Fare. Airport employees receive the discounted fares by using the OTI smart card at the fare gate to access a discounted fare table.

C. Oakland Airport Employee Discount Program (AEDP3) – This Program began in 2014 so that participating Oakland Airport employees pay \$2.00 (equivalent to the AirBART bus fare paid before the extension opened) to take the Oakland Airport connector from the Coliseum station to the Oakland International Airport. The regular fare for this trip is \$6.00. Oakland Airport employees receive the discounted fare by using the OTI smart card at the fare gate.

FISCAL IMPACT:

The District has reviewed the unit pricing of \$4.73 each for 20,000 smart card purchase for a total of \$94,600. Shipping, handling and insurance cost is \$1,500 and a sales use tax rate of 9.25% or \$8,750.50 for a grand total of \$104,850.50. The pricing for the OTI smart card is consistent with BART's Engineer's Estimate. Funding for the acquisition of the OTI smart card will be charged to the Assistant Treasurer's Department. BART collects \$50 per card from SFO Airline Employees, \$20 per card from SFO Airport Employees, and \$20 per card from Oakland Airport Employees to offset the cost of the cards and the labor costs associated with the encoding, distribution and administration of these programs. As in the past, these fees will be credited to the General Fund and will be recorded as miscellaneous income.

ALTERNATIVES:

Planning, Development and Construction (PD&C) surveyed the smart card market and identified the OTI smart card as the only service proven smart card available today that meets BART's design and integration requirements of the BART fare gates. The alternative to authorization of this procurement is for staff to develop a replacement card through a request for proposal (RFP) process. This alternative would unreasonably increase costs and protract the timeline for delivery, and require additional District effort to ensure compatibility with the BART fare gates.

RECOMMENDATION:

The District's current inventory of AEDP cards will be depleted by the end of September 2017. In order to quickly obtain cards so as to not disrupt AEDP operation, it is imperative that the next supply of cards be ordered from OTI, the current supplier of AEDP cards. The OTI card is fully compatible with BART fare gates and has over 10 years of proven field service performance. On this basis, and the alternative considered, staff recommends authorization of this procurement.

MOTION:

That the Board authorizes the procurement of 20,000 OTI smart cards.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robt M. Powers</i> 15 MAR 2017		GENERAL MANAGER ACTION REQ'D: Approve and forward to Board		
DATE: 2/2/2017		BOARD INITIATED ITEM: No		
Originator/Prepared by: Susan Shaffer Dept: Real Estate and Property Development <i>Susan Shaffer</i> Signature/Date: 3/7/17	General Counsel <i>[Signature]</i> 3/7/17 []	Controller/Treasurer <i>[Signature]</i> 3/7/17 []	District Secretary []	BARC <i>Powers</i> 13 March 2017 []

Sixth Amendment to Lease for Berkeley Bike Station, 2208 Shattuck Avenue, Berkeley

PURPOSE:

To request Board authorization to execute an amendment to the lease with HSR Berkeley Investments, LLC, to extend the current lease term for an additional six months to December 31, 2017 with a three-month option through March 31, 2018 for approximately 4,000 square feet of commercial space (the "Premises") at 2208 Shattuck Avenue, Berkeley, California for the Downtown Berkeley Bike Station commencing July 1, 2017.

DISCUSSION:

In April 2009 the Board authorized the General Manager or her designee to enter into a five-year lease with NFLP Berkeley Center DE, LLC commencing July 1, 2009 for the Premises used for the Downtown Berkeley Bike Station, which has been in operation since July 2010. The building and the Premises have since been sold to HSR Berkeley Investments, LLC. Three one-year extensions have been executed to the original lease extending it through June 30, 2017.

The Berkeley Bike Station currently provides valet parking for 185 bicycles Monday through Saturday and a 24/7 BikeLink key card accessed self-park facility for 113 bikes, for a total capacity of 298 bicycles. The City of Berkeley has annually since its inception contributed \$60,000 to the Bike Station. The Bike Station is managed by BikeHub (formerly Alameda Bike) pursuant to management services agreement No. 6M6063 ("Management Services to

Operate BART's Bike Facilities"). In addition to the valet parking service, BikeHub also provides retail sales of bike accessories, bicycle maintenance/repair services and bicycling education classes. BikeHub subleases a portion of the space for these retail activities.

The City of Berkeley is currently constructing a new facility to house the Downtown Berkeley Bike Station as part of the Center Street garage complex at 2205 Center Street.

The Center Street garage is close to the main BART entrance at Center and Shattuck and is a good long-term location to serve BART riders. The new facility will expand bike parking capacity and proportion it better based on actual use (i.e. more valet spaces and fewer BikeLink key card spaces). It includes valet parking for 270 bikes, BikeLink key card parking for 58 bikes (for a total capacity of 328 bicycles) and space for bike retail/maintenance services. Relocating to this facility will substantially reduce the operating costs of the Bike Station. Occupancy is estimated to be between December 2017 and March 2018.

The proposed amendment allows the rent to remain at \$2.50 per square foot per month from July 1, 2017 through December 31, 2017, then increases to \$2.75 per square foot per month for the three (3) month option period from January 1, 2018 through March 31, 2018. Rents in downtown Berkeley have increased substantially over the last few years. Similar properties in downtown Berkeley are renting at \$3.00 or more per square foot per month. The three-month option period has been negotiated in the event the new location at the Center Street Garage is not ready for occupancy by the end of December.

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

ALTERNATIVES:

Forgo entering into the lease extension and cease operation of the Downtown Berkeley Bike Station by June 30, 2017 and seek alternative accommodations for bicycle parking.

FISCAL IMPACT:

The current annual lease cost, inclusive of operating and maintenance costs, is \$147,600.

There will be no increased lease costs during the proposed six-month lease extension (July 1, 2017 – December 31, 2017), the total of which is \$73,800. The three-month option term (January 1, 2018 – March 31, 2018) will increase monthly costs by \$1,200, for a three-month total option cost of \$40,500 (total lease extension costs of \$114,300).

Lease costs to the District will be offset by a sublease with BikeHub, who will pay \$19,296 of the six-month extension term rent and \$9,675 of the three-month option term rent (total of \$28,971), and the contribution by the City of Berkeley of \$60,000. The net expense to the

District for the lease extension after these contributions is \$25,329, which is included in the Customer Access Department's operating budget for FY18.

RECOMMENDATION:

It is recommended that the Board adopt the following motion:

MOTION:

The General Manager or her designee is authorized to execute an amendment for a six-month extension to the existing lease with an additional three-month option term with HSR Berkeley Investments, LLC for approximately 4,000 square feet of commercial space at 2208 Shattuck Avenue, Berkeley, for the Downtown Berkeley Bike Station in the amount of \$114,300.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>15 March 2017</i> <i>Robert M. Powers</i>		GENERAL MANAGER ACTION REQ'D: Board Approval and Authorization		
DATE: 3/9/2017		BOARD INITIATED ITEM: Yes		
Originator/Prepared by: Patrice McElroy Dept: Human Resources Administration	General Counsel <i>[Signature]</i> 3/14/17 []	Controller/Treasurer <i>[Signature]</i> 3/14/17 []	District Secretary []	BARC <i>Powers</i> <i>15 March 2017</i> []
Signature/Date: <i>Patrice McElroy</i> 3/14/17				

AWARD OF AGREEMENT NOS. 6M4516, 6M4517 AND 6M4518 TO PROVIDE TEMPORARY STAFF SERVICES

PURPOSE:

To obtain Board authorization for the General Manager to award three (3) temporary staff service agreements: Agreement No. 6M4516 to HR Management, Inc., Agreement No. 6M4517 to SearchPros Staffing and Agreement No. 6M4518 to Wollborg Michelson Personnel Service, Inc. The maximum compensation for all three (3) agreements shall not exceed \$9,000,000 for temporary staff services.

DISCUSSION:

The District has utilized staffing agencies to hire temporary staff needs since 1986. Typically temporary staffing may be to backfill vacancies, leave coverage or special projects. Currently there are two temporary staff services under agreements awarded in 2012 including: Wollborg Michelson Personnel Service, Inc., Agreement No. 6M4191 and SearchPros Staffing, Agreement No. 6M4197. These agreements will expire on April 30, 2017.

In order to improve the availability of temporary staff and to enhance opportunities provided to interested staffing agencies, the District increased the number of awards to three (3) awards.

On October 12, 2016, the RFP announcement was emailed to 927 potential proposers including 906 certified small businesses, followed by a posting on BART's Procurement Portal on October 13, 2016. The RFP was also advertised in eleven (11) local newspapers

on October 16, 2016. A Pre-Proposal Meeting and Networking Session was held on October 31, 2016 with ten (10) firms in attendance. The following six (6) proposals were received on December 6, 2016:

Proposer	Location
BCM Global Technologies Consultants, Inc. (dba BCM Global Staffing)	Highlands Ranch, CO
HR Management, Inc.	Oakland, CA
Infobahn Softworld, Inc.	San Jose, CA
Macias Gini & O'Connell (dba MGO Strategic Staffing)	Sacramento, CA
SearchPros Staffing	Citrus Heights, CA
Wollborg Michelson Personnel Services, Inc.	San Francisco, CA

These proposals were reviewed by a Source Selection Committee chaired by Contract Administration and included representatives from Human Resources, the Office of Civil Rights and Maintenance and Engineering. The Committee conducted a technical evaluation of the proposals for compliance with the twelve (12) minimum technical requirements set forth in the RFP. Three (3) proposals met the minimum technical requirements.

The RFP indicated that three (3) awards would be made to lowest priced technically acceptable proposals, in this case, the three (3) lowest total markup rates.

The following price proposals for the three (3) technically acceptable proposals were evaluated:

Technically Acceptable Proposals	Price Proposal*
SearchPros Staffing	28%
Wollborg Michelson Personnel Service, Inc.	32.68%
HR Management, Inc. (SBE)	38%

*Mark up rates to be added for BART's hourly rate for temporary staff hire.

The Source Selection Committee has determined the prices to be fair and reasonable based on comparable client reports provided by each proposer. A further review of Wollborg/Michelson Personnel Service, Inc.'s, SearchPros Staffing and HR Management's financial and business data indicate that all three are responsible firms.

Pursuant to the District's Non-Discrimination Program for Subcontracting, the Availability

Percentages for this Agreement are 16% for Minority Business Enterprises (“MBEs”) and 20% for Women Business Enterprises (“WBEs”). The Proposers will not be subcontracting any portion of the Work and therefore, the provisions of the District’s Non-Discrimination Program for Subcontracting do not apply.

Pursuant to the District’s Non-Federal Small Business Program, the Office of Civil Rights set a 5% Small Business Prime Preference for this Agreement for Small Businesses certified by the California Department of General Services. The apparent low Proposer, SearchPros Staffing, and the second low Proposer, Wollborg/Michelson Personnel Services, Inc., are not certified Small Businesses and, therefore are not eligible for the 5% Small Business Prime Preference. The third low Proposer, HR Management, Inc., is a certified Small Business thus making it eligible for the 5% Prime Small Business Prime Preference for this Agreement for evaluation purposes. However, after review by the Office of Civil Rights, and application of the Prime Preference, HR Management, Inc. remains to be the third lowest Proposer.

Based on the above determination, the Source Selection Committee recommends that awards be made to SearchPros Staffing, Wollborg Michelson Personnel Service, Inc. and HR Management, to provide temporary staff services to the District as described in the RFP. The agreements will be approved as to form by the Office of the General Counsel.

FISCAL IMPACT:

The maximum compensation for each three (3) year agreement shall not exceed \$3,000,000. The maximum compensation for all three (3) agreements shall not exceed \$9,000,000 for temporary staff services. The proportional cost for each agreement is included in the proposed budget for FY17 and costs associated with each FY18 through FY20 budget will be paid for by the requesting Department’s operating budget or project.

Projected Award Allocation	FY 17*	FY18	FY19	FY20**	Totals
HR Management	\$ 166,667	\$ 1,000,000	\$ 1,000,000	\$ 833,333	\$ 3,000,000
Search Pros	\$ 166,667	\$ 1,000,000	\$ 1,000,000	\$ 833,333	\$ 3,000,000
Wollborg	\$ 166,667	\$ 1,000,000	\$ 1,000,000	\$ 833,333	\$ 3,000,000
Total	\$ 500,000	\$ 3,000,000	\$ 3,000,000	\$ 2,500,000	\$ 9,000,000

*Agreement Start Date: May 1, 2017

**Agreement End Date: April 30, 2020

ALTERNATIVES:

The District could move forward with the following two alternatives:

- 1) Discontinue the use of agency temporary staff services or
- 2) Initiate another Request for Proposal (RFP).

RECOMMENDATION:

Adopt the following motion.

MOTION:

The General Manager is authorized to award Agreement No. 6M4516 to HR Management Inc.; Agreement No. 6M4517 to Search Pros Staffing; and Agreement No. 6M4518 to Wollborg Michelson Personnel Service, Inc. to provide temporary staff services in an amount not to exceed \$3,000,000 for each Agreement, pursuant to notification to be issued by the General Manager and subject to compliance with the District's Protest Procedures.

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

INTER-OFFICE COMMUNICATION

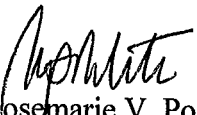
TO: Board of Directors **Date:** March 17, 2017
FROM: Controller-Treasurer
**SUBJECT: GENERAL OBLIGATION BONDS (ELECTION OF 2016), 2017 SERIES A
and (ELECTION OF 2004), 2017 REFUNDING SERIES E - DRAFT
DOCUMENTS**

The District was authorized by the voters in 2016 to issue \$3.5 billion in GO Bonds in order to fund projects authorized by Measure RR. We are requesting authorization to issue the first tranch of bonds under Measure RR not to exceed \$300 million.

In addition, the District was authorized by the voters in 2004 to issue \$980 million in GO bonds to fund earthquake safety improvements to the BART system. We have issued \$740 million of the \$980 million authorization in 2005, 2007 and 2013. We intend to issue not to exceed \$110 million of GO Bonds to refund outstanding Series 2007 Series B Bonds which are callable for redemption on August 1, 2017.

In conjunction with the issuance of the General Obligation Bonds (Election of 2016), Series 2017 Series A and (Election of 2004), 2017 Refunding Series E, as noted in the Resolutions attached to the EDDs, we are submitting a CD with draft copies of 1) 2004 Amended and Restated Trust Agreement (relating to the 2017 Refunding Series E Bonds); 2) 2016 Master Issuance Agreement (being the Trust Agreement relating to the 2017 Series A Bonds); 3) Bond Purchase Agreement; 4) Escrow Agreement; and 5) Preliminary Official Statement, and Continuing Disclosure Agreement (appearing as Exhibit F to the Preliminary Official Statement). Attached to the draft Preliminary Official Statement is Appendix A which provides an overview of the District and where we are today. Appendix A is located on page A-1. Hard copies of the draft documents will be available at the Board meeting.

Please let me know if you have any questions or concerns.


Rosemarie V. Poblete

cc: Board Appointed Officers
Deputy General Manager
Executive Staff



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Powers</i> <i>15 Mar 2017</i>		GENERAL MANAGER ACTION REQ'D:		
DATE: 3/7/2017		BOARD INITIATED ITEM: Yes		
Originator/Prepared by: Michaela Morales Dept: Controller-Treasurer Signature/Date: <i>Michaela Morales</i> <i>3.14.17</i>	General Counsel <i>[Signature]</i> <i>3/14/17</i> []	Controller/Treasurer <i>[Signature]</i> <i>3/14/17</i> []	District Secretary []	BARC <i>[Signature]</i> <i>3-14-17</i> []

AUTHORIZE THE ISSUANCE AND SALE OF GENERAL OBLIGATION BONDS (ELECTION OF 2004), 2017 REFUNDING SERIES E

PURPOSE:

To request Board adoption of a resolution, which authorizes the issuance and sale of not to exceed \$110 million in General Obligation Bonds (Election of 2004), 2017 Refunding Series E (the "Bonds"). Furthermore, to seek Board authorization for the Controller-Treasurer to (1) enter into a Bond Purchase Agreement with the Underwriters selected from the District's Underwriters Pool to provide the District with underwriting services in the issuance of the Bonds, (2) to implement the preparation, execution and delivery of the necessary documents including the Preliminary Official Statement, the Official Statement, Supplemental Paying Agent Agreement or Trust Agreement, Bond Purchase Agreement, Continuing Disclosure Agreement, Escrow Agreement and related agreements and, (3) negotiate "Green Bond" certification agreements, if any, in connection with the issuance of the Bonds.

DISCUSSION:

In 2017, the District intends to issue not to exceed \$110 million of General Obligation Bonds. Proceeds of the Bonds will be used to refund outstanding bonds issued pursuant to Measure AA to achieve debt service savings and to pay costs of issuance of the bonds. The outstanding bonds to be refunded consist of the General Obligation Bonds (Election of 2004), 2007 Series B that can be called for redemption on August 1, 2017.

The proposed resolution will authorize the Controller-Treasurer to negotiate the structure, financing and cost of issuance of the Bonds. In addition, the resolution authorizes the

preparation, execution, and delivery of the necessary documents including the Preliminary Official Statement, the Official Statement, Supplemental Paying Agent Agreement or Trust Agreement, Bond Purchase Agreement, Continuing Disclosure Agreement, Escrow Agreement and related agreements, and payment to cover the costs of issuance as well as the negotiation of green bond certification agreements, if any, in connection with issuance of General Obligation Bonds (Election of 2004), 2017 Refunding Series E.

Green Bonds are issued to encourage investing in projects that support sustainability of the environment. More specifically, Green Bonds finance projects aimed at energy efficiency, pollution prevention, sustainable agriculture, fishery and forestry, the protection of aquatic and terrestrial ecosystems, clean transportation, sustainable water management, and the cultivation of environmentally friendly technologies. BART issuances are ‘Green Bonds’ as they finance “clean transportation”.

FISCAL IMPACT:

The District proposes to issue General Obligation Bonds (Election of 2004), 2017 Refunding Series E, in the total principal amount not to exceed \$110 million. The cost of issuance for underwriting, legal counsel, financial advisors, rating agencies, trustee services, and other auxiliary fees is estimated not to exceed 1% of principal amount of Bonds issued. All fees shall be paid out of proceeds and, therefore, no direct costs will be paid by the District. If no bonds are issued, no expense will be incurred.

Interest and principal on the General Obligation Bonds will be paid through assessed ad valorem taxes on all property in the three BART District counties. As a result of the refunding, taxes necessary to pay the outstanding bonds will be reduced. No General Obligation Bond debt service will be borne by District general fund revenues.

ALTERNATIVES:

The District may elect not to issue the General Obligation Bonds, 2017 Refunding Series E, at this time which would mean no debt service savings would be available with respect to bonds currently outstanding.

RECOMMENDATION:

To authorize the issuance of the Bonds and for the Controller-Treasurer to negotiate the structure, financing and cost of issuance for the General Obligation Bonds (Election of 2004), 2017 Refunding Series E, and execute and deliver all documents necessary for their issuance.

AUTHORIZE THE ISSUANCE AND SALE OF GENERAL OBLIGATION BONDS (ELECTION OF 2004), 2017 REFUNDING SERIE (cont.)

MOTION:

The Board adopts the attached resolution, incorporated herein as if set forth in full, authorizing and approving the issuance and sale of not to exceed \$110 million aggregate principal amount of General Obligation Bonds (Election of 2004), 2017 Refunding Series E, and authorizing the preparation, execution and delivery of agreements and documents in connection therewith.

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

Resolution No. _____

AUTHORIZING AND APPROVING THE ISSUANCE AND SALE OF NOT TO EXCEED \$110 MILLION AGGREGATE PRINCIPAL AMOUNT OF SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT GENERAL OBLIGATION BONDS (ELECTION OF 2004), 2017 REFUNDING SERIES E; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST AGREEMENT PURSUANT TO WHICH SUCH BONDS ARE TO BE ISSUED, A BOND PURCHASE AGREEMENT PURSUANT TO WHICH SUCH BONDS ARE TO BE SOLD BY NEGOTIATED SALE; APPROVING AN OFFICIAL STATEMENT RELATING TO SUCH BONDS; AUTHORIZING EXECUTION AND DELIVERY OF THE OFFICIAL STATEMENT AND CERTAIN DOCUMENTS IN CONNECTION WITH THE ISSUANCE AND SALE OF SUCH BONDS, INCLUDING A CONTINUING DISCLOSURE AGREEMENT AND AN ESCROW AGREEMENT; DELEGATING TO THE CONTROLLER/TREASURER OF THE DISTRICT POWER TO DETERMINE FINAL TERMS OF SUCH BONDS AND COMPLETE SAID DOCUMENTS AND AUTHORIZING CERTAIN OTHER MATTERS RELATING THERETO.

WHEREAS, pursuant to Resolution No. 4920 of the San Francisco Bay Area Rapid Transit District (the "District"), adopted June 10, 2004, the District duly called an election, and an election was regularly held in the Counties of Alameda, Contra Costa and San Francisco on November 2, 2004, at which the following proposition ("Measure AA") was submitted to the electors of the District:

"To protect public safety and keep Bay Area traffic moving in the event of an earthquake or other disaster, shall BART, the San Francisco Bay Area Rapid Transit District, be authorized to issue bonds not to exceed \$980 million dollars to make earthquake safety improvements to BART facilities in Contra Costa, San Francisco and Alameda Counties, including strengthening tunnels, bridges, overhead tracks and the underwater Transbay Tube, and establish an independent citizens' oversight committee to verify bond revenues are spent as promised?"

WHEREAS, the District has heretofore issued its General Obligation Bonds (Election of 2004), 2005 Series A (the "2005 Bonds") in an aggregate principal amount of \$100,000,000, pursuant to that certain Paying Agent Agreement (the "Master Paying Agent Agreement") by and between the District and U.S. Bank National Association (successor to The Bank of New York Trust Company, N.A.), as Paying Agent (the "Paying Agent" or "U.S. Bank"), dated as of May 1, 2005;

WHEREAS, the District has heretofore issued its General Obligation Bonds (Election of 2004), 2007 Series B (the "2007 Bonds") in an aggregate principal amount of \$400,000,000, pursuant to that certain First Supplemental Paying Agent Agreement (the "First Supplemental Paying Agent Agreement") by and between the District and the Paying Agent, dated as of July 1, 2007, supplementing the Master Paying Agent Agreement;

WHEREAS, the District has heretofore issued its General Obligation Bonds (Election of 2004), 2013 Series C (the "2013 Bonds") in an aggregate principal amount of \$240,000,000 pursuant to that certain Second Supplemental Paying Agent Agreement (the "Second Supplemental Paying Agent Agreement") by and between the District and the Paying Agent, dated as of October 1, 2013;

WHEREAS, the District has heretofore issued its General Obligation Bonds (Election of 2004), 2015 Refunding Series D (the "2015 Bonds" and together with the 2005 Bonds, the 2007 Bonds and the 2013 Bonds, the "Outstanding Bonds") in an aggregate principal amount of \$276,805,000 pursuant to that certain Third Supplemental Paying Agent Agreement (the "Third Supplemental Paying Agent Agreement" and together with the Master Paying Agent Agreement, the First Supplemental Paying Agent Agreement, the Second Supplemental Paying Agent Agreement and further supplements and amendments thereto, the "Paying Agent Agreement") by and between the District and the Paying Agent, dated as of October 1, 2015;

WHEREAS, debt service savings can be achieved by refunding a portion of the 2007 Bonds that are currently outstanding and are subject to redemption on August 1, 2017;

WHEREAS, pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Government Code") and other applicable law, the District is authorized to issue refunding bonds to refund all or a portion of the Outstanding Bonds, and to sell its Refunding Bonds at public sale or on a negotiated basis;

WHEREAS, the District now deems that it is necessary and desirable to issue "San Francisco Bay Area Rapid Transit District General Obligation Bonds (Election of 2004), 2017 Refunding Series E (the "Refunding Bonds") in one or more series to provide funds to refund a portion of the Outstanding Bonds (such refunded portion hereinafter referred to as the "Prior Bonds") as shall be determined appropriate by the Controller/Treasurer of the District (the "Controller/Treasurer") in order to achieve debt service savings;

WHEREAS, the District desires to issue the Refunding Bonds pursuant to the Paying Agent Agreement, as it may be amended and supplemented pursuant to its terms, as an amended and restated "Trust Agreement" which is proposed to be entered by the District and U.S. Bank as the trustee thereunder;

WHEREAS, there has been prepared and presented to this meeting a proposed form of Trust Agreement (with such changes, insertions and omissions as are made pursuant to this Resolution, being hereinafter referred to as the "Agreement");

WHEREAS, this Board of Directors of the District deems it necessary and desirable to sell the Bonds by negotiated sale to the underwriters designated by the Controller/Treasurer from the District's Underwriters Pool (the "Underwriters") in order to provide flexibility in the timing of the sale of the Bonds and to achieve a more desirable debt structure and an overall lower cost of borrowing;

WHEREAS, the District has engaged Sperry Capital Inc. as financial advisor to the District with respect to the Refunding Bonds, and Orrick, Herrington & Sutcliffe LLP as bond and disclosure counsel to the District with respect to the Refunding Bonds and estimates the costs of issuance for the Refunding Bonds as set forth in Appendix A hereto;

WHEREAS, a proposed form of a bond purchase agreement has been prepared and presented to this meeting (with such changes as are made pursuant to this Resolution, the "Bond Purchase Agreement");

WHEREAS, there has been prepared and submitted to this meeting a proposed form of Official Statement in preliminary form (the "Preliminary Official Statement") to be used in connection with the offering and sale of the Bonds;

WHEREAS, a proposed form of an escrow agreement has been prepared and presented to this meeting (with such changes as are made pursuant to this Resolution, the "Escrow Agreement");

WHEREAS, in order to assist the Underwriters in complying with Securities and Exchange Commission Rule 15c2-12(b)(5), there has been prepared and submitted to this meeting a proposed form of Continuing Disclosure Agreement (with such changes, omissions and insertions as are made pursuant to this Resolution, the "Continuing Disclosure Agreement"), which is proposed to be entered into by the District and the Paying Agent, as paying agent and as dissemination agent; and

WHEREAS, the District hereby determines that the projects financed by the Prior Bonds and the use of the proceeds of the Refunding Bonds to refinance such projects will assist BART in providing mass transit services which services are electrically powered and thus reduce the amount of carbon dioxide that would otherwise be released if BART riders used automobiles and as such the Refunding Bonds should be considered "Green Bonds" under publicly considered Green Bond Principles;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the San Francisco Bay Area Rapid Transit District as follows:

Section 1. The foregoing recitals are true and correct, and the issuance by the District of San Francisco Bay Area Rapid Transit District General Obligation Bonds (Election of 2004), 2017 Refunding Series E, in an aggregate principal amount not to exceed \$110 million, and being sufficient to: (i) refund such portion of the Outstanding Bonds as shall be determined appropriate by the Controller/Treasurer of the District in order to achieve debt service savings and/or to restructure existing debt service; and (ii) pay costs of issuance of the Refunding Bonds, on the

terms and conditions set forth in, and subject to the limitations specified in, the Agreement, as finally executed and delivered, is hereby approved. The Controller/Treasurer of the District is hereby authorized and directed to determine the principal amount, series designations, interest rate or rates, and other terms of the Refunding Bonds to be issued, including determining whether such Refunding Bonds shall be issued as taxable or tax-exempt bonds (subject to the aforesaid limitations and the limitations hereinafter specified) and to specify said terms and conditions set forth herein and in the Agreement.

Section 2. The form of Agreement presented to this meeting is hereby approved. The Controller/Treasurer of the District is hereby authorized and directed to execute and deliver the Agreement in substantially the form presented to this meeting with such changes, insertions and omissions as may be approved by such officer, said execution being conclusive evidence of such approval. The proceeds of the Refunding Bonds (after payment of the costs of issuance thereof) will be applied to provide funds for the payment of the redemption price of and interest to the redemption date on the Prior Bonds. The maximum term of the Refunding Bonds shall not exceed the term of the Prior Bonds being refunded. The maximum rate of interest to be payable on the Refunding Bonds shall not exceed five percent (5.00%) per annum. The combined true interest cost for the Refunding Bonds shall not exceed four and one-half percent (4.50%) per annum. Optional redemption of the Refunding Bonds shall be provided for at not later than ten (10) years from the date of issuance at the principal amount of Refunding Bonds being redeemed; provided, however, that the Controller/Treasurer is hereby authorized to cause all or any portion of the Bonds to be issued as callable, noncallable, taxable, or tax-exempt bonds. The net present value of the savings generated by the refunding shall be at least five percent (5.00%) of the aggregate principal amount of the bonds to be refunded and the Controller/Treasurer shall provide that all the costs of issuance for the Refunding Bonds, which shall not exceed one percent (1%) of the principal amount thereof, shall be paid from the proceeds of the Refunding Bonds. The Refunding Bonds shall be signed by the manual or facsimile signature of the President of the Board of Directors of the District and countersigned by the manual or facsimile signature of the Secretary of the District, and the manual or facsimile seal of the District shall be affixed to the Refunding Bonds. The Refunding Bonds shall be authenticated by a manual signature of a duly authorized officer of the Paying Agent. The dated date of the Agreement, the interest payment dates, denominations, forms, manner of execution, terms of redemption and other terms of the Bonds shall be as provided in the Agreement as finally executed.

Section 3. The sale of the Refunding Bonds to the Underwriters on the terms and conditions contained in the Bond Purchase Agreement is hereby approved and authorized and the form of Bond Purchase Agreement presented to this meeting is hereby approved. The Controller/Treasurer of the District is hereby authorized and directed to execute and deliver the Bond Purchase Agreement in substantially the form presented to this meeting with such changes, insertions and omissions as may be approved by such officer, said execution being conclusive evidence of such approval. The maximum underwriting discount on the sale of the Refunding Bonds, (exclusive of original issue discount), shall be not greater than one-half of one percent (.50%) of the principal amount of the Refunding Bonds.

Section 4. The form of Preliminary Official Statement presented to this meeting is hereby approved and the distribution of the Preliminary Official Statement, in connection with the offering

and sale of the Refunding Bonds, with such changes, omissions and insertions as shall be approved by the Controller/Treasurer, including appropriate disclosure on the Green Bond status of the Refunding Bonds, is hereby authorized and approved. The Controller/Treasurer is hereby authorized to review the Preliminary Official Statement and to certify on behalf of the District that the Preliminary Official Statement is “deemed final” as of its date, except for certain terms and pricing information permitted to be omitted therefrom pursuant to Securities and Exchange Commission Rule 15c2-12. The Controller/Treasurer is authorized to deliver such a certification to the Underwriters.

The Controller/Treasurer is hereby authorized and directed to prepare a final version of the Official Statement (such final version of the Official Statement, in the form of the Preliminary Official Statement, with such changes, insertions and omissions as shall be approved by the Controller/Treasurer, being hereinafter referred to as the “Official Statement”) and to execute the Official Statement and any amendment or supplement thereto, in the name of and on behalf of the District, and cause the Official Statement and any such amendment or supplement, to be delivered to the Underwriters and distributed in connection with the offering and sale of the Refunding Bonds.

Section 5. The form of Continuing Disclosure Agreement presented to this meeting is hereby approved. The Controller/Treasurer is hereby authorized and directed to execute and deliver a Continuing Disclosure Agreement in substantially the form presented to this meeting, with such changes, insertions and omissions as may be approved by him, said execution being conclusive evidence of such approval.

Section 6. The Controller/Treasurer of the District is hereby authorized to solicit proposals from third parties providing Green Bond certifications, and, if the Controller/Treasurer of the District determines that it is in the best interest of the District to arrange for such certifications for the Refunding Bonds or a portion thereof, the Controller/Treasurer of the District is hereby authorized to execute and deliver all documents necessary in connection therewith.

Section 7. The Escrow Agreement in the form presented to this meeting is hereby approved. The Controller/Treasurer is hereby authorized and directed to execute and deliver one or more escrow agreements in substantially the form presented to this meeting, with such changes, insertions and omissions as may be approved by such officer, said execution being conclusive evidence of such approval. The Controller/Treasurer is hereby authorized and directed to take such actions as are necessary in connection with the investment of funds deposited in the escrow funds established pursuant to the Escrow Agreement, including seeking bids for escrow securities and, if applicable, U.S. Bank, in its capacity as trustee or escrow agent, the Underwriters, or Sperry Capital Inc., in its capacity as financial advisor to the District, is hereby authorized and directed to file such applications and other documents on behalf of the District as may be required to order and obtain U.S. Treasury Obligations – State and Local Government Series or other government securities to be purchased with proceeds of the Refunding Bonds and deposited in the escrow funds.

Section 8. The Controller/Treasurer is hereby authorized to enter into or to instruct the Paying Agent to enter into one or more investment agreements, float contracts, swaps or other

hedging products (hereinafter collectively referred to as the “Investment Agreement”) providing for the investment of moneys in any of the funds and accounts created under the Agreement, on such terms as the Controller/Treasurer shall deem appropriate. Pursuant to Section 5922 of the California Government Code, the Board of Directors of the District hereby directs that, if entered into, the Investment Agreement shall reduce the amount and duration of interest rate risk with respect to amounts invested pursuant to the Investment Agreement and shall be designed to reduce the amount or duration of payment, rate, spread or similar risk or result in a lower cost of borrowing when used in combination with the Bonds or enhance the relationship between risk and return with respect to investments.

Section 9. Pursuant to Section 29121 of the California Public Utilities Code, the District shall, at the time of fixing the general tax levy and in the manner provided for fixing the general tax levy, levy and collect annually until the Refunding Bonds are paid, or until there is a sum in the treasury of the District set apart for the purpose of paying all principal of and interest (and redemption premiums, if any) on the Refunding Bonds as the same become due and payable, a tax sufficient to pay the annual interest on the Refunding Bonds and such part of the principal thereof, including any sinking fund installments or redemption premiums required to be paid pursuant to the Agreement, as will become due before the proceeds of a tax levied at the next general tax levy will be made available for such purposes.

Section 10. The District hereby pledges all revenues from the property taxes collected from the levy for the payment of the Bonds and amounts on deposit in the interest and sinking fund of the District to the payment of the principal or redemption price of and interest on the Bonds. This pledge shall be valid and binding from the date hereof for the benefit of the owners of the Bonds and successors thereto. The property taxes and amounts held in the interest and sinking fund of the District shall be immediately subject to this pledge, and the pledge shall constitute a lien and security interest which shall immediately attach to the property taxes and amounts held in the interest and sinking fund of the District to secure the payment of the Bonds and shall be effective, binding, and enforceable against the District, its successors, creditors and all others irrespective of whether those parties have notice of the pledge and without the need of any physical delivery, recordation, filing, or further act. “Bonds” for purpose of this pledge contained herein means all bonds of the District heretofore or hereafter issued pursuant to voter approved Measure AA of the District, including the Outstanding Bonds and the Refunding Bonds.

Section 11. The Board of Supervisors, the Auditor-Controller, the Assessor, the Treasurer, and other appropriate officials of each of the County of Alameda, the County of Contra Costa and the City and County of San Francisco (collectively, the “BART Counties”), are hereby requested to take and authorize such actions as may be necessary pursuant to the laws of the State of California to provide for the levy and collection of a property tax on all taxable property of the District sufficient to provide for payment of all principal of, redemption premium, if any, and interest the Bonds, including the Refunding Bonds, as the same shall become due and payable, and to transfer such monies to or as requested by the District for deposit to the District’s Interest and Sinking Fund established pursuant to the Agreement, and the Secretary of the District is hereby authorized and directed to deliver certified copies of this Resolution to the Clerk of the Board of Supervisors, the Auditor-Controller, the Assessor, the Treasurer and other appropriate officials of each BART County. The Board hereby agrees to reimburse each BART County for any costs

associated with the levy and collection of said tax, upon such documentation of said costs as the District shall reasonably request. The Controller/Treasurer of the District is hereby authorized to enter into agreements with each BART County or provide such other documentation as the Controller/Treasurer of the District determines is necessary or convenient to assist in the levy and collection of the taxes and the transfer thereof to or at the direction of the District.

Section 12. The President of the Board of Directors of the District, the General Manager of the District, the Controller/Treasurer of the District, the General Counsel of the District, the District Secretary and any other proper officer of the District, acting singly, is, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper to carry out the transactions contemplated by the Agreement, the Bond Purchase Agreement, the Preliminary Official Statement, the Official Statement, the Escrow Agreement and the Continuing Disclosure Agreement, and by this Resolution, including without limitation, the delivery of tax certifications, the delivery of any instructions or documents relating to the investment of bond proceeds and the making of any determinations or submission of any documents or reports which are required by any governmental entity in connection with the issuance or payment of the Refunding Bonds.

Section 13. All actions heretofore taken by the officers, representatives or agents of the District in connection with the issuance and sale of the Bonds are hereby ratified, confirmed and approved.

Section 14. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED on _____, 2017.

**GENERAL OBLIGATION BONDS (ELECTION OF 2004),
2017 REFUNDING SERIES E**

APPENDIX A
Estimated Costs of Issuance

Purpose	Amount*
Bond Counsel Fees	\$ 110,000.00
Disclosure Counsel Fees	50,000.00
Disbursement	5,000.00
Financial Advisor Fees	35,000.00
Rating Agency Fees	70,000.00
Paying Agent Fees	7,500.00
Verification Agent Fees	3,000.00
Printer Fees	3,500.00
District Fees	3,000.00
Miscellaneous	2,875.00
Green Bond Certification	5,000.00
Underwriter's Discount	215,000.00
Subtotal	\$509,875.00
Contingency	5,125.00
Total	\$ 515,000.00
<i>*Preliminary, subject to change</i>	



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>15 MAR 2017</i> <i>Robert M. Powell</i>		GENERAL MANAGER ACTION REQ'D:		
DATE: 3/7/2017		BOARD INITIATED ITEM: Yes		
Originator/Prepared by: Michaela Morales Dept: Finance Signature/Date: <i>3.14.17</i>	General Counsel <i>[Signature]</i> 3/14/17 []	Controller/Treasurer <i>[Signature]</i> 3/14/17 []	District Secretary []	BARC <i>[Signature]</i> 3-14-17 []

AUTHORIZE THE ISSUANCE AND SALE OF GENERAL OBLIGATION BONDS, (ELECTION OF 2016), 2017 SERIES A

PURPOSE:

To request Board adoption of a resolution, which authorizes the issuance and sale of not to exceed \$300 million in General Obligation Bonds (Election of 2016), 2017 Series A (the "Bonds"). Furthermore, to seek Board authorization for the Controller-Treasurer to (1) enter into a Bond Purchase Agreement with the Underwriters selected from the District's Underwriters Pool to provide the District with underwriting services in the issuance of the Bonds, (2) to implement the preparation, execution and delivery of the necessary documents including the Preliminary Official Statement, the Official Statement, Trust Agreement, Bond Purchase Agreement, Continuing Disclosure Agreement and related agreements and, (3) negotiate "Green Bond" certification agreements, if any, in connection with the issuance of the Bonds.

DISCUSSION:

In 2017, the District intends to issue not to exceed \$300 million of voter approved General Obligation Bonds. Proceeds of the Bonds will be used to fund projects authorized by Measure RR and to pay costs related to issuance of the bonds.

The proposed resolution will authorize the Controller-Treasurer to negotiate the structure, financing and cost of issuance of the Bonds. In addition, the resolution authorizes the preparation, execution, and delivery of the necessary documents including the Preliminary Official Statement, the Official Statement, Trust Agreement, Bond Purchase Agreement,

AUTHORIZE THE ISSUANCE AND SALE OF GENERAL OBLIGATION BONDS, (ELECTION OF 2016), 2017 SERIES A (cont.)

Continuing Disclosure Agreement and related agreements, and payment to cover the costs of issuance as well as the negotiation of green bond certification agreements, if any, in connection with issuance of General Obligation Bonds (Election of 2016), 2017 Series A.

Green Bonds are issued to encourage investing in projects that support sustainability of the environment. More specifically, Green Bonds finance projects aimed at energy efficiency, pollution prevention, sustainable agriculture, fishery and forestry, the protection of aquatic and terrestrial ecosystems, clean transportation, sustainable water management, and the cultivation of environmentally friendly technologies. BART issuances are ‘Green Bonds’ as they finance “clean transportation”.

FISCAL IMPACT:

The District proposes to issue General Obligation Bonds (Election of 2016), 2017 Series A, in the total principal amount not to exceed \$300 million. The cost of issuance for underwriting, legal counsel, financial advisors, rating agencies, trustee services, and other auxiliary fees is estimated not to exceed 1% of principal amount of Bonds issued. All fees shall be paid out of proceeds and, therefore, no direct costs will be paid by the District. If no bonds are issued, no expense will be incurred.

Interest and principal on the General Obligation Bonds will be paid through assessed ad valorem taxes on all property in the three BART District counties. No General Obligation Bond debt service will be borne by District general fund revenues.

ALTERNATIVES:

The District may elect not to issue the General Obligation Bonds (Election of 2016), 2017 Series A, at this time which would mean no bond funds would be available to fund projects under Measure RR.

RECOMMENDATION:

To authorize the issuance of the Bonds and for the Controller-Treasurer to negotiate the structure, financing and cost of issuance for the General Obligation Bonds (Election of 2016), 2017 Series A, and execute and deliver all documents necessary for their issuance.

MOTION:

The Board adopts the attached resolution, incorporated herein as if set forth in full, authorizing and approving the issuance and sale of not to exceed \$300 million aggregate principal amount of General Obligation Bonds (Election of 2016), 2017 Series A, and authorizing the preparation, execution and delivery of agreements and documents in connection therewith.

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

Resolution No. _____

AUTHORIZING AND APPROVING THE ISSUANCE AND SALE OF NOT TO EXCEED \$300 MILLION AGGREGATE PRINCIPAL AMOUNT OF SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT GENERAL OBLIGATION BONDS (ELECTION OF 2016), 2017 SERIES A; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST AGREEMENT PURSUANT TO WHICH SUCH BONDS ARE TO BE ISSUED, A BOND PURCHASE AGREEMENT PURSUANT TO WHICH SUCH BONDS ARE TO BE SOLD BY NEGOTIATED SALE; APPROVING AN OFFICIAL STATEMENT RELATING TO SUCH BONDS; AUTHORIZING EXECUTION AND DELIVERY OF THE OFFICIAL STATEMENT AND CERTAIN DOCUMENTS IN CONNECTION WITH THE ISSUANCE AND SALE OF SUCH BONDS, INCLUDING A CONTINUING DISCLOSURE AGREEMENT; DELEGATING TO THE CONTROLLER/TREASURER OF THE DISTRICT POWER TO DETERMINE UNDERWRITERS AND FINAL TERMS OF SUCH BONDS AND COMPLETE SAID DOCUMENTS AND AUTHORIZING CERTAIN OTHER MATTERS RELATING THERETO.

WHEREAS, pursuant to Resolution No. 5321 of the San Francisco Bay Area Rapid Transit District (the "District"), adopted June 9, 2016, the District duly called an election, and an election was regularly held in the Counties of Alameda, Contra Costa and San Francisco on November 8, 2016, at which the following proposition ("Measure RR") was submitted to the electors of the District:

"To keep BART safe; prevent accidents/breakdowns/delays; relieve overcrowding; reduce traffic congestion/pollution; and improve earthquake safety and access for seniors/disabled by replacing and upgrading 90 miles of severely worn tracks; tunnels damaged by water intrusion; 44-year-old train control systems; and other deteriorating infrastructure, shall the Bay Area Rapid Transit District issue \$3.5 billion of bonds for the acquisition or improvement of real property subject to independent oversight and annual audits?"

WHEREAS, at least two-thirds of the votes cast on said proposition were in favor of issuing said bonds;

WHEREAS, pursuant to said favorable vote and pursuant to Part 2 of Division 10 of the Public Utilities Code of the State of California, commencing with Section 28500, and Article 4.5 of Chapter 3 of Division 2 of Title 5 of the Government Code, commencing with 53506 and other applicable law, the District is authorized to issue said bonds;

WHEREAS, the District deems that it is necessary and desirable to issue its "San Francisco Bay Area Rapid Transit District General Obligation Bonds (Election of 2016), 2017 Series A" (the "Bonds") in an aggregate principal amount not exceeding \$300,000,000, according to the terms and in the manner as set forth in the Trust Agreement between the District and U.S. Bank National Association or such other national or state bank or trust company authorized to transact, and transacting, business in the State of California or the State of New York to be designated by the Controller/Treasurer of the District, as trustee (the "Trustee"), for the purpose of financing the cost of the projects authorized in Measure RR (collectively, the "Project") and paying the costs of issuance of the Bonds;

WHEREAS, there has been prepared and presented to this meeting a proposed form of Trust Agreement (such Trust Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being hereinafter referred to as the "Trust Agreement");

WHEREAS, the District deems it necessary and desirable to sell the Bonds by negotiated sale to the Underwriters designated by the Controller/Treasurer of the District from the District's Underwriters Pool (the "Underwriters"), in order to provide flexibility in the timing of the sale of the Bonds and to achieve a more desirable debt structure and an overall lower cost of borrowing, all pursuant to a bond purchase agreement to be entered into among the District and the Underwriters, a proposed form of which has been prepared and presented to this meeting (such bond purchase agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being hereinafter referred to as the "Bond Purchase Agreement");

WHEREAS, there has been prepared and submitted to this meeting a proposed form of Official Statement in preliminary form (the "Preliminary Official Statement") to be used in connection with the offering and sale of the Bonds;

WHEREAS, in order to assist the Underwriters in complying with Securities and Exchange Commission Rule 15c2-12(b)(5), there has been prepared and submitted to this meeting a proposed form of Continuing Disclosure Agreement (such Continuing Disclosure Agreement, in the form presented to this meeting, with such changes, omissions and insertions as are made pursuant to this Resolution, being hereinafter referred to as the "Continuing Disclosure Agreement"), which is proposed to be entered into by the District and the Trustee, as trustee and as dissemination agent;

WHEREAS, the District has engaged Sperry Capital Inc. as financial advisor to the District with respect to the Bonds, and Orrick, Herrington & Sutcliffe LLP as bond and disclosure counsel to the District with respect to the Bonds and estimates the costs of issuance for the Bonds as set forth in Appendix A hereto; and

WHEREAS, the District hereby determines that use of the proceeds of the Bonds for the Project will assist BART in providing mass transit services which are electrically powered and thus reduce the amount of carbon dioxide that would otherwise be released if BART riders used automobiles and as such the Bonds should be considered "Green Bonds" under publicly considered Green Bond Principles;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the San Francisco Bay Area Rapid Transit District as follows:

Section 1. The foregoing recitals are true and correct, and the issuance by the District of San Francisco Bay Area Rapid Transit District General Obligation Bonds (Election of 2016), 2017 Series A, in an aggregate principal amount not to exceed \$300,000,000, on the terms and conditions set forth herein and in the Trust Agreement, as finally executed and delivered, is hereby approved.

Section 2. The Trust Agreement in the form presented to this meeting is hereby approved. The Controller/Treasurer of the District is hereby authorized and directed to designate the Trustee (which shall be a national or state bank or trust company authorized to transact, and transacting, business in the State of California or the State of New York) and to execute and deliver the Trust Agreement in substantially the form presented to this meeting with such changes, insertions and omissions as may be approved by such officer, said execution being conclusive evidence of such approval. The proceeds of the Bonds (after payment of the costs of issuance thereof) will be applied to provide funds for the purposes hereinabove described. The maximum term of the Bonds shall not exceed thirty-five (35) years. The maximum rate of interest to be payable on the Bonds shall not exceed five percent (5%) per annum. The combined true interest cost for the Bonds shall not exceed four and one-half percent (4.50%). Optional redemption of the Bonds shall be provided for at not later than ten (10) years from the date of issuance at the principal amount of Bonds being redeemed; provided, however, that the Controller/Treasurer of the District is hereby authorized to cause all or any portion of the Bonds to be issued as noncallable, taxable or tax-exempt bonds. The Bonds shall be signed by the manual or facsimile signature of the President of the Board of Directors of the District and countersigned by the manual or facsimile signature of the Secretary of the District, and the manual or facsimile seal of the District shall be affixed to the Bonds. The Bonds shall be authenticated by a manual signature of a duly authorized officer of the Trustee. The dated date of the document, the interest payment dates, denominations, forms, manner of execution, terms of redemption and other terms of the Bonds shall be as provided in the Trust Agreement as finally executed.

Section 3. The sale of the Bonds to the Underwriters on the terms and conditions contained in the Bond Purchase Agreement are hereby approved and authorized. The Bond Purchase Agreement in the form presented to this meeting is hereby approved. The Controller/Treasurer of the District is hereby authorized and directed to execute and deliver the Bond Purchase Agreement in substantially the form presented to this meeting with such changes, insertions and omissions as may be approved by such officer, said execution being conclusive evidence of such approval. The maximum underwriting discount on the sale of the Bonds, (exclusive of original issue discount), shall be not greater than one half of one percent (0.50%) of the principal amount of the Bonds.

Section 4. The form of the Preliminary Official Statement presented to this meeting is hereby approved and the distribution of the Preliminary Official Statement, in connection with the offering and sale of the Bonds, with such changes, omissions and insertions as shall be approved by the Controller/Treasurer, is hereby authorized and approved, including appropriate disclosure on the Green Bond status of the Bonds. The Controller/Treasurer is hereby authorized to review the Preliminary Official Statement and to certify on behalf of the District that the Preliminary

Official Statement is “deemed final” as of its date, except for certain terms and pricing information permitted to be omitted therefrom pursuant to Securities and Exchange Commission Rule 15c2-12. The Controller/Treasurer of the District is authorized to deliver such a certification to the Underwriters.

The Controller/Treasurer of the District is hereby authorized and directed to prepare a final version of the Official Statement (such final version of the Official Statement, in the form of the Preliminary Official Statement, with such changes, insertions and omissions as shall be approved by the Controller/Treasurer of the District, being hereinafter referred to as the “Official Statement”) and to execute the Official Statement and any amendment or supplement thereto, in the name of and on behalf of the District, and cause the Official Statement and any such amendment or supplement, to be delivered to the Underwriters and distributed in connection with the offering and sale of the Bonds.

Section 5. The form of the Continuing Disclosure Agreement presented to this meeting is hereby approved. The Controller/Treasurer of the District is hereby authorized and directed to execute and deliver a Continuing Disclosure Agreement in substantially the form presented to this meeting, with such changes, insertions and omissions as may be approved by such officer, said execution being conclusive evidence of such approval.

Section 6. The Controller/Treasurer of the District is hereby authorized to solicit proposals from third parties providing Green Bond certifications, and, if the Controller/Treasurer of the District determines that it is in the best interest of the District to arrange for such certifications for the Bonds or a portion thereof, the Controller/Treasurer of the District is hereby authorized to execute and deliver all documents necessary in connection therewith.

Section 7. The Controller/Treasurer of the District is hereby authorized to enter into or to instruct the Trustee to enter into one or more investment agreements, float contracts, swaps or other hedging products (hereinafter collectively referred to as the “Investment Agreement”) providing for the investment of moneys in any of the funds and accounts created under the Trust Agreement, on such terms as the Controller/Treasurer of the District shall deem appropriate. Pursuant to Section 5922 of the California Government Code, the Board of Directors of the District hereby finds and determines that the Investment Agreement will reduce the amount and duration of interest rate risk with respect to amounts invested pursuant to the Investment Agreement and is designed to reduce the amount or duration of payment, rate, spread or similar risk or result in a lower cost of borrowing when used in combination with the Bonds or enhance the relationship between risk and return with respect to investments.

Section 8. Pursuant to Section 29121 of the California Public Utilities Code, the District shall, at the time of fixing the general tax levy and in the manner provided for fixing the general tax levy, levy and collect annually until the Bonds are paid, or until there is a sum in the treasury of the District set apart for the purpose of paying all principal of and interest (and redemption premiums, if any) on the Bonds as the same become due and payable, a tax sufficient to pay the annual interest on the Bonds and such part of the principal thereof, including any sinking fund installments or redemption premiums required to be paid pursuant to the Trust Agreement, as will become due before the proceeds of a tax levied at the next general tax levy will be made available for such purposes.

Section 9. The Board of Supervisors, the Auditor-Controller, the Assessor, the Treasurer, and other appropriate officials of each of the County of Alameda, the County of Contra Costa and the City and County of San Francisco (collectively, the "BART Counties"), are hereby requested to take and authorize such actions as may be necessary pursuant to laws of the State of California to provide for the levy and collection of a property tax on all taxable property of the District sufficient to provide for payment of all principal of, redemption premium, if any, and interest on the Bonds as the same shall become due and payable, and to transfer such monies to or as requested by the District for deposit to the District's Interest and Sinking Fund established pursuant to the Trust Agreement, and Secretary of the District is hereby authorized and directed to deliver certified copies of this Resolution to the Clerk of the Board of Supervisors, the Auditor-Controller, the Assessor, the Treasurer and other appropriate officials of each BART County. The Board hereby agrees to reimburse each BART County for any costs associated with the levy and collection of said tax, upon such documentation of said costs as the District shall reasonably request. The Controller/Treasurer of the District is hereby authorized to enter into agreements with each BART County or provide such other documentation as the Controller/Treasurer of the District determines is necessary or convenient to assist in the levy and collection of the taxes and the transfer thereof to or at the direction of the District.

Section 10. The District hereby pledges all revenues from the property taxes collected from the levy for the payment of the Bonds and amounts on deposit in the interest and sinking fund of the District to the payment of the principal or redemption price of and interest on the Bonds. This pledge shall be valid and binding from the date hereof for the benefit of the owners of the Bonds and successors thereto. The property taxes and amounts held in the interest and sinking fund of the District shall be immediately subject to this pledge, and the pledge shall constitute a lien and security interest which shall immediately attach to the property taxes and amounts held in the interest and sinking fund of the District to secure the payment of the Bonds and shall be effective, binding, and enforceable against the District, its successors, creditors and all others irrespective of whether those parties have notice of the pledge and without the need of any physical delivery, recordation, filing, or further act. "Bonds" for purpose of this pledge contained herein means all bonds of the District heretofore or hereafter issued pursuant to voter approved Measure RR of the District, including the Bonds and any bonds issued to refund the Bonds or any other bonds issued pursuant to Measure RR.

Section 11. The President of the Board of Directors of the District, the General Manager of the District, the Controller/Treasurer of the District, the General Counsel of the District, the District Secretary and any other proper officer of the District, acting singly, is, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper to carry out the transactions contemplated by the Trust Agreement, the Bond Purchase Agreement, the Preliminary Official Statement, the Official Statement and the Continuing Disclosure Agreement, and by this Resolution, including without limitation, the delivery of tax certifications, the delivery of any instructions or documents relating to the investment of bond proceeds and the making of any determinations or submission of any documents or reports which are required by any governmental entity in connection with the issuance or payment of the Bonds.

Section 12. All actions heretofore taken by the officers, representatives or agents of the District in connection with the issuance and sale of the Bonds are hereby ratified, confirmed and approved.

Section 13. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED on _____, 2017.

General Obligation Bonds (Election of 2016), 2017 Series A

APPENDIX A
Estimated Costs of Issuance

Purpose	Amount*
Bond Counsel Fees	\$ 200,000.00
Disclosure Counsel Fees	100,000.00
Disbursement	5,000.00
Financial Advisor Fees	30,000.00
Rating Agency Fees	170,000.00
Paying Agent Fees	12,500.00
Printer Fees	3,500.00
District Fees	3,000.00
Miscellaneous	2,875.00
Green Bond Certification	10,000.00
Underwriter's Discount	515,000.00
Subtotal	\$1,051,875.00
Contingency	13,125.00
Total	1,065,000.00
<i>*Preliminary, subject to change</i>	



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Penner</i> 15 Mar 2017		GENERAL MANAGER ACTION REQ'D:		
DATE: 3/1/2017		BOARD INITIATED ITEM: No		
Originator/Prepared by: Michaela Morales Dept: Controller-Treasurer/Rose Poblete Signature/Date: <i>Michaela Morales</i> 3.14.17	General Counsel <i>[Signature]</i> 3/14/17 []	Controller/Treasurer <i>[Signature]</i> 3/14/17 []	District Secretary []	BARC <i>[Signature]</i> 3-14-17 []

SELECTION OF BART UNDERWRITING POOL FROM WHICH SENIOR MANAGER AND CO-MANAGERS WILL BE DESIGNATED FOR THE ISSUANCE AND SALE OF THE DISTRICT'S DEBT

PURPOSE:

To authorize the Controller-Treasurer to select underwriting firms for the District's pool of potential underwriters ("Underwriters Pool") and to choose a firm(s) from the Underwriters Pool to serve as the Lead Senior Manager and Co-Senior Manager.

DISCUSSION:

The District has authorization from the voters to issue up to \$3.5 billion of General Obligation Bonds under Measure RR, which along with the Seismic Safety Bonds will require multiple issues of debt over a number of years. The District will also continue to issue Sales Tax Revenue Bonds, as necessary, to refund outstanding bonds or fund new projects. All such issuance will require underwriting services to best access the capital markets.

In order to be prepared to issue the District's Bonds at the most advantageous time for BART, staff determined that establishing an Underwriters Pool would enable BART to expeditiously enter the market and issue bonds in a timely manner. A request for Proposals (RFP) to provide underwriting services was posted February 9, 2017. The RFP requested the services of firms interested in serving as Senior Managers and as Co-Manager(s) for District bond issuances. The Underwriters Pool will be for a period of three (3) years, with two (2) options for the District to extend the period an additional one (1) year period for a

SELECTION OF BART UNDERWRITING POOL FROM WHICH SENIOR MANAGER AND CO-MANAGERS WILL BE DESIGNATED FOR (cont.)

two (2) options for the District to extend the period an additional one (1) year period for a total potential term of five (5) years.

A total of 21 firms responded to the Request for Proposal by February 28, 2017. One of the 21 respondents entered into joint venture agreements to form one (1) team, with the remainder proposing as individual firms. The written proposals were evaluated by BART Finance Department staff and the District's financial advisor. Evaluation criteria included qualifications of the proposed personnel, experience and financial capabilities of the firm, suggested innovative financing mechanisms, recommended structures, and references. As a result of this evaluation, eight (8) senior firms were invited to participate in oral interviews.

Based upon the evaluations of the responses and the oral interviews, in conjunction with the written scores, firms listed in the attached Exhibit A are recommended to be designated members of BART's Underwriting Pool; six (6) in the Senior Manager Pool and six (6) in the Co-Managed Pool. The highest scoring firm, Barclays Capital was selected as the Lead Senior Manager and Stifel Financial Corporation as the Co-Senior Manager of the General Obligation Bonds (Election of 2016), 2017 Series A and General Obligation Bonds (Election of 2004), 2017 Refunding Series E transactions (see Exhibit B attached). The remaining ten (10) Underwriter Pool members will be Co-Managers.

Pursuant to the District's Non-Discrimination Program for Subcontracting, the availability percentages for this contract are 12% for MBEs and 15% for WBEs. The proposers will not be subcontracting any work and will do all work with their own forces. Therefore, the District's Non-Discrimination Program for Subcontracting does not apply.

FISCAL IMPACT:

There is no fiscal impact in establishing an Underwriters Pool. Specific underwriting services will be provided upon issuance of bonds and the underwriters of each series will be designated by the Controller-Treasurer from among the members in the Underwriters Pool. Being designated a member of the Underwriters Pool does not guarantee that such member will underwrite any bonds or participate in any issuance. The cost of issuance for underwriting services will depend upon the size of the issues and funding scenarios chosen. Moreover, the number and members of the pool chosen for a specific issuance will depend on the size and needs of such issuance. All fees shall be paid out of the proceeds of the particular bond issue and therefore no direct costs will be paid by the District. If no bonds are issued, no expense will be incurred.

ALTERNATIVES:

The District may elect not to establish an Underwriters Pool thereby requiring a new RFP to

SELECTION OF BART UNDERWRITING POOL FROM WHICH SENIOR MANAGER AND CO-MANAGERS WILL BE DESIGNATED FOR (cont.)

choose underwriters prior to each bond issuance, causing up to six month delay for each future bond issuance.

RECOMMENDATION:

To authorize the establishment of an Underwriters Pool as shown on Exhibit A from which the Controller-Treasurer may select firms to provide underwriting services for specific bond issuances.

MOTION:

The Controller-Treasurer is hereby authorized to designate the firms listed in the attached Exhibit A, as members of BART's Underwriters Pool from which the Controller-Treasurer is hereby authorized from time to time to select members and enter into agreements with underwriters relating to the issuance of bonds.

San Francisco Bay Area Rapid Transit District

Exhibit A

Underwriting Pool

As of March 15, 2017

Senior Manager Pool

Barclays Capital

Citigroup/Siebert Cisneros Shank Joint Venture (MBE/WBE)**

Goldman Sachs

JP Morgan

Morgan Stanley

Stifel Financial Corp.

Co-Manager Pool

Alamo Capital (WBE/SB)

Backstrom McCarley Berry & Co. LLC (MBE)

Bank of America Merrill Lynch

Blaylock Beal Van, LLC (MBE/SB)

Fidelity Capital Markets

Raymond James

*** Siebert Cisneros Shank is a MBE/WBE firm*

MBE Minority-Owned Business Enterprise

SB Certified Small Business

WBE Women-Owned Business Enterprise

San Francisco Bay Area Rapid Transit District

Exhibit B

Underwriters

\$300,000,000*
General Obligation Bonds
(Election of 2016)
2017 Series A

\$110,000,000*
General Obligation Bonds
(Election of 2004)
2017 Refunding Series A

Lead Senior Manager

Barclays Capital

Co-Senior Manager

Stifel Financial Corp.

Co-Managers

Alamo Capital (WBE/SB)

Backstrom McCarley Berry & Co. LLC (MBE)

Bank of America Merrill Lynch

Blaylock Beal Van, LLC (MBE/SB)

Citigroup/Siebert Cisneros Shank (MBE/WBE)**

Fidelity Capital Markets

Goldman Sachs

JP Morgan

Morgan Stanley

Raymond James

**Preliminary, subject to change*

*** Siebert Cisneros Shank is a MBE/WBE firm*

MBE Minority-Owned Business Enterprise

SB Certified Small Business

WBE Women-Owned Business Enterprise



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Power</i> 15 MARCH 2017		GENERAL MANAGER ACTION REQ'D: Yes		
DATE: 3/7/2017		BOARD INITIATED ITEM: No		
Originator/Prepared by: Cary Pereira Dept: Maintenance and Engineering	General Counsel <i>W. B. Ay</i>	Controller/Treasurer <i>John White</i>	District Secretary	BART <i>Paul Jensen</i>
Signature/Date: <i>Cary Pereira</i> 3/13/17	<i>W. B. Ay</i> 3/14/17 []	<i>John White</i> 3/14/17 []	[]	<i>Paul Jensen</i> 3/15/17 []
Status: Routed		Date Created: 3/7/2017		

Procurement of Trailable Switch Machines, Contract No. 20CE-220

PURPOSE:

To authorize the General Manager to award Contract No. 20CE-220, for the Procurement of Trailable Switch Machines.

DISCUSSION:

Contract 20CE-220 provides the District with new Trailable Switch Machines to replace the District's existing "Speed Frater" trailable electric yard switch machines which have been in service for the past 43 years. These machines have reached their end of life and are no longer sustainable in a State of Good Repair. In addition, spare parts are no longer available and manufacturer's support has ceased. Services to be provided under this contract shall consist of designing, manufacturing, and furnishing up to a total of one hundred (100) electric trailable Yard Switch Machines, including switch circuit controllers, layouts, indicators, and other related components and parts. The Work shall consist of the manufacture, assembly, acceptance testing, and delivery of the equipment; provisions for special parts and tools (such as hand cranks and adjusting wrenches and tools); training; installation support and commissioning support for the first five (5) units; and the delivery of the Operations and Maintenance Manuals for the equipment. Installation labor will not be part of the Supplier's work in this procurement contract.

This Contract Invitation to Bid was advertised on October 11, 2016 as a 2-Step procurement in local publications. Advance Notices were sent to eight (8) prospective bidders and twenty-two (22) Plan Rooms.

In a 2-Step procurement, the first step (Step 1) evaluated the technical qualifications of the bidder on a Pass/ Fail basis. Step 2 evaluated the price bid for those bidders who passed the technical qualifications evaluation in Step 1. A pre-bid meeting was held on October 19, 2016 with 3 prospective bidders attending. One Addendum was issued which included extension of the Bid due date from November 8, 2016 to November 22, 2016.

The District received a single Bid from Alstom Signaling, Inc. (Alstom). In accordance with the detailed evaluation procedure developed for this procurement, Alstom's Technical Bid was reviewed and evaluated for the Bid's technical qualifications. The Source Selection Committee for this solicitation deemed the Bid responsive meeting the minimum technical requirements of the Contract. Alstom Signaling, Inc. was notified on January 31, 2017 regarding the time and place of the Price Bid opening.

Polling was performed to request potential Bidders to explain why they did not bid. Out of five (5) plan holders contacted, four (4) responded. Respondents acknowledged that the technology of their equipment was not compatible with or did not meet BART's specifications. One respondent indicated it could not meet the delivery schedule specified in the Contract.

The sealed Price Bid was publicly opened on February 7, 2017. Alstom's Bid Price is shown below with the Engineer's Estimate. Alstom's Bid Price of \$4,303,025.00 was 13% below the Engineer's Estimate of \$4,924,000.00.

Bidder	Total Bid Price
Alstom Signaling, Inc. Rochester, NY	\$4,303,025.00
Engineer's Estimate	\$4,924,000.00

Based both on the Technical and Price Bid evaluations, Alstom's Bid was determined to be fair and reasonable. Further, review of Alstom's business experience and financial capabilities shows Alstom is a responsible bidder.

Pursuant to the District's Disadvantaged Business Enterprise ("DBE") Program, the Office of Civil Rights is utilizing race and gender neutral efforts for Procurement Contracts. Therefore, no DBE goal was set for this Contract.

FISCAL IMPACT:

Funding in the amount of \$4,733,328, including 10% sales tax estimate, for the award of base contract #20CE-220 Procurement of Trailable Switch Machines is included in the total project budget for FMS #20CE001 - Switch Machine Replacement. The office of the Controller / Treasurer certifies that funds are currently available to meet this obligation. The following table depicts funds assigned to the referenced project and is included in totality to track funding history against spending authority.

As of March 3, 2017, \$7,142,899 is the total budget for this project from the following sources:

Fund Group	Total Awarded
Various FTA Grant Sources	3,633,567
State Prop1B & Local Area Grants	250,000
BART Operating Allocation to Captial	3,259,332
Grand Total	7,142,899

BART has expended \$408,942, committed \$0, and reserved \$0 to date for other actions. This action will commit \$4,733,328 leaving an available fund balance of \$2,000,629.

There is no fiscal impact on available unprogrammed District Reserves.

ALTERNATIVES:

1. Continue to operate our existing equipment, which is no longer supported by the original manufacturer. This will result in a negative impact on the operations of our revenue vehicle maintenance facilities.
2. Re-bid the Contract. This will delay the work by at least a year while the reliability of our existing equipment continues to deteriorate.

RECOMMENDATION:

Adoption of the following motion:

MOTION:

The General Manager is authorized to award Contract No. 20CE-220, Procurement of Trailable Switch Machines to Alstom Signaling, Inc., for the not to exceed price of \$4,303,025.00 plus applicable taxes, pursuant to notification to be issued by the General Manager subject to compliance with the District's Protest Procedures and the FTA requirements related to Protest Procedures.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>John S. McCormick</i> 16 MAR 2017		GENERAL MANAGER ACTION REQ'D: (N/A)		
DATE: 2/27/2017		BOARD INITIATED ITEM: No		
Originator/Prepared by: John McCormick Dept: Operations Planning	General Counsel <i>[Signature]</i>	Controller/Treasurer <i>[Signature]</i>	District Secretary	BART <i>[Signature]</i>
Signature/Date: <i>[Signature]</i> 3/14/2017 <i>(John S. McCormick)</i>	<i>[Signature]</i> 3/14/17 []	<i>[Signature]</i> 3/14/17 []	[]	<i>[Signature]</i> 3/15/17 []
Status: Routed		Date Created: 2/27/2017		

AUTHORITY TO ENTER INTO AGREEMENTS FOR TEMPORARY BUS BRIDGE SERVICES

PURPOSE:

To obtain Board authorization for the General Manager to enter into agreements with public and/or private bus operators, including but not limited to the Alameda-Contra Costa Transit District (AC Transit), to provide temporary bus bridge services in a total amount not to exceed \$200,000 per day for each day that the District is unable to provide complete train service due to planned maintenance projects.

DISCUSSION:

Staff seeks authority to enter into an agreement with AC Transit and, if necessary, other public and/or private bus operators, to provide bus bridge services between affected BART stations during upcoming potential shutdowns due to maintenance projects in Calendar Year 2017.

The first such maintenance project will be the A15 Refurbishment Project which will consist of track work between 19th Street and Fruitvale stations which will require track shutdowns for approximately five to six weekends commencing in April 2017. Specific dates, service scenarios, and logistics may change. An agreement may support one or more planned maintenance events during the agreement period.

As part of this authorization request, staff may also incur additional expenses (i.e. traffic control, permit fees, police services, etc.) to support the implementation of bus bridge

AUTHORITY TO ENTER INTO AGREEMENTS FOR TEMPORARY BUS BRIDGE SERVICES

operations. The total amount, not to exceed \$200,000 per day, includes both the temporary bus bridge services and any additional expenses, should they occur.

The Office of the General Counsel will approve all negotiated agreements as to form prior to execution.

This proposed Board authorization to enter into bus bridge services agreements would expire December 31, 2017.

FISCAL IMPACT:

Funding for these agreements and payment of related expenses will come from the budget of the sponsoring department. Capital Development and Control will certify the eligibility of identified Capital funding sources. The Controller/Treasurer will certify availability of such funding prior to incurring project costs against the Agreement.

ALTERNATIVES:

Do not authorize the General Manager to enter into agreements to establish temporary bus bridge services. Without this authorization, there will be limited funding available to operate bus bridge services during maintenance projects, which will force BART patrons to seek alternate means of transportation.

RECOMMENDATION: Staff recommends that the Board adopt the following motion.

MOTION: The General Manager is authorized to enter into agreements with public and/or private bus operators and vendors, including but not limited to AC Transit, to provide temporary bus transportation services and related support expenses in a total amount not to exceed \$200,000 per day for each day that the District is unable to provide complete train service due to maintenance projects. These authorizations will expire on December 31, 2017.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Penner</i> 14 March 2017		GENERAL MANAGER ACTION REQ'D: Authorize Change Order No. 13, Increase in Allowance for Fire Watch Services		
DATE: 2/22/2017		BOARD INITIATED ITEM: No		
Originator/Prepared by: Tracy Johnson Dept: Maintenance and Engineering <i>Tracy Johnson</i> Signature/Date: 3/15/17	General Counsel <i>[Signature]</i> 3/15/17 []	Controller/Treasurer <i>[Signature]</i> 3/15/17 []	District Secretary []	BARC <i>Paul [Signature]</i> 3/16/17 []

Fire Alarm Renovation, Phase 1, M Line, CONTRACT NO. 15IJ-110 – CHANGE ORDER No. 13

PURPOSE

To authorize the General Manager to execute Change Order (“CO”) No. 13, Increase in Allowance for Fire Watch Services for Contract 15IJ-110 Fire Alarm Renovation, Phase 1, M Line for an amount not-to-exceed \$551,508.46.

DISCUSSION

On August 9, 2012 the District authorized award of Phase 1 of the Fire Alarm Renovation Contract to Blocka Construction Inc., (“Contractor”), for \$3,988,000.00. Notice to Proceed (“NTP”) was issued on November 5, 2012.

The Fire Alarm Renovation, Phase 1, M Line Project scope includes the design and installation of new fire alarm systems to replace the existing systems at the following seven (7) stations:

1. Embarcadero Street
2. Montgomery Street
3. Powell Street
4. Civic Center
5. 16th Street Mission
6. 24th Street Mission
7. Daly City

While the fire alarm system was under renovation, the Contractor was required to provide temporary smoke detectors in specified equipment rooms. In addition, the Contractor was required to provide fire watch services in the stations. The Contract Specifications, Section 01 11 00, Summary of Work states “Contractor shall provide fire watch service, one person during renovation hours of a station.” The Contract Specifications also invoke sections of the National Fire Protection Association (“NFPA”) Code which require, in part, that a fire watch person must be on duty at all times when the station fire alarm system is offline.

The Contractor interpreted the fire watch services Specifications to mean that fire watch was only required during the hours the Contractor was physically renovating the fire alarm system, for 8-hour shifts each weekday. The District maintains that fire watch services, furnished by the Contractor, are required during renovation, 24 hours a day, when the old fire alarm system is decommissioned or taken out of service. The Contractor requested compensation for the difference between an eight hour shift versus the 24-hour continuous shift.

In addition to the increased cost claimed by the Contractor for providing fire watch 24 hours continuously while the fire alarm system was decommissioned, costs for fire watch also increased due to several changes in the companies providing the fire watch services. The District required the Contractor to replace the first fire watch provider, which charged \$13.50 an hour, due to poor performance. The second fire watch provider charged \$20.00 an hour. Due to a grievance filed by the BART Police regarding the use of “Guard” and “Security” in the company’s name, the second fire watch company was replaced with a third company, charging \$42.88 an hour, pending the result of the arbitration. BART Police ultimately assumed fire watch duties following a determination by an arbitrator that fire watch work was BART Police work. Change Order No. 13 increases the allowance for the fire watch services for these increases in the Contractor’s costs for fire watch personnel. Change Order No. 13 will compensate the Contractor in the not-to-exceed amount of \$551,508.46 for a portion of the overall \$1,134,685.61 in costs which the Contractor declares are associated with providing fire watch services. This Change Order also settles all fire watch related cost proposals and claims.

Pursuant to Board Rule 5-2.3, Change Orders involving expenditures greater than \$200,000 require Board approval.

The Office of the General Counsel will approve this Change Order as to form prior to execution.

The Procurement Department will review this Change Order prior to execution for compliance with Procurement guidelines.

FISCAL IMPACT:

Funding of \$551,508.46 for the award of Change Order #13 for contract 15IJ-110 is included in the total project budget for FMS #15IJ100 – Station Fire Alarm Replacement – M Line. The Office of the 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.

As of February 16, 2017, \$11,057,238 is the total budget for this project from the following fund sources:

Fund #	Fund Description	Fund Source	Funded Amount
3006	FTA CA-90-Z079	Federal	609,208
353K	FTA CA-05-0236	Federal	25,224
354G	FTA CA-90-Y604	Federal	6,618,979
6214	Regional Measure 2	Regional	340,000
8202	Sales Tax Revenue Bond	BART	1,189,745
8205	1995 Sales Tax Revenue Bond	BART	5
8523	Capital Surcharge - Station to Station	BART	6,305
8524	FY2012 Operating Capital Allocation	BART	80,547
8530	FY16 Operating Capital Allocation	BART	1,000,000
8531	FY2017 Operating Capital Allocation	BART	1,000,000
851W	FY07-11 Capital Allocation	BART	187,226
Total			11,057,238

BART has expended \$8,285,889, committed \$1,063,694 to date for other actions. This action will commit \$551,508 leaving an available fund balance of \$1,156,146 in this project.

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

ALTERNATIVE

Do not reimburse the Contractor for costs associated with firewatch services. The District will have to address a likely claim from the Contractor for work that the District directed the Contractor to do.

RECOMMENDATION

Adoption of the following motion.

MOTION

The General Manager is authorized to execute Change Order No. 13, Increase in Allowance for Firewatch Services, for an amount not-to-exceed \$551,508.46, to Contract 15IJ-110, Fire Alarm Renovation, Phase 1, M Line, with Blocka Construction, Inc.



EXECUTIVE DECISION DOCUMENT

GENERAL MANAGER APPROVAL: <i>Robert M. Power</i> 15 March 2017		GENERAL MANAGER ACTION REQ'D:		
DATE: 2/16/2017		BOARD INITIATED ITEM: No		
Originator/Prepared by: Steve Beroldo Dept: Customer Access	General Counsel	Controller/Treasurer	District Secretary	BARC
Signature/Date: <i>St. Bob</i> 3-14-17	<i>[Signature]</i> 3/14/17 []	<i>[Signature]</i> 3/14/17 []	[]	<i>[Signature]</i> 3.15.17 []
Status: Approved		Date Created: 2/16/2017		

Pleasant Hill/Contra Costa Centre Bike Station Tenant Improvements

PURPOSE:

To request Board authorization to increase the budget for tenant improvements at the Pleasant Hill Bike Station project from the current authorization of \$250,000 to \$430,000 (an increase of \$180,000).

DISCUSSION:

The Pleasant Hill/Contra Costa BART Station has become one of BART's top bike access stations. Currently there are over 100 BikeLink electronic lockers and over 200 bike rack spaces at the station. On an average day the lockers are filled and most bike racks occupied. Ridership and access mode projections predict almost 600 weekday bike trips to this station by 2022. The proposed Bike Station will provide the additional secure bike parking capacity needed to accommodate these growing bike access trips and encourage cyclists to park at the station rather than bring bikes on board.

The proposed facility will include a secure 24/7 controlled access 240 bike parking area and an adjacent bike retail/maintenance shop. The retail facility will be staffed part-time (up to six hours per day) providing users will have the opportunity to interact with staff and the convenience of retail/maintenance services on site. The space is located in close proximity to the BART station entrance. It is the closest retail space to the BART fare gates in the Avalon Bay development. It is also located directly across the street from the existing bike locker plaza and a majority of the bike racks.

In March of 2016, the Board approved this project. The action included authority to enter into a five-year lease, to execute a change order with BART's Bike Station operator (PSA No. 6M6063) and the establishment of an escrow agreement as part of the lease to reimburse the landlord for tenant improvement work.

The lease has been signed and design of the facility is complete. We are currently in the process of obtaining building permits. There was, however, an error made in the cost estimate for tenant improvements. The estimate was based on a smaller space (1,450 square feet rather than 2,380 square feet) and neglected to include an escalation factor forward to the construction start date. The March 2016 action included a \$250,000 budget for tenant improvements, the revised (i.e. corrected) cost for completing the tenant improvements is \$430,000. At approximately \$180 per square foot (or \$1,700 per secure bike parking space) the costs are in line with similar projects and below our average cost of \$2,400 per secure space.

ALTERNATIVES:

Do not increase the tenant improvement budget and attempt to modify the plans to stay within the original \$250,000 estimate. This would likely entail removing the retail/maintenance component of the project and developing just the controlled access parking facility.

FISCAL IMPACT

Additional funding of \$180,000 for the tenant improvements is included in total project budget for FMS # 91CW009 – Bicycle Parking. 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 February 27, 2017 \$708,608 is available for this project from the following sources:

6637	Local	CCTA Measure J Res 10-03-P	219,608.00
8528	BART	Station and Access from Parking Revenue	489,000.00
		Total	708,608.00

BART has expended \$97,041, committed \$0 and reserved \$250,000 to date for prior action. This action will commit \$180,000 leaving an available fund balance of \$181,567 in this project.

There is no fiscal impact on available unprogrammed District Reserves

RECOMMENDATION

It is recommended that the Board adopt the following motion:

MOTION

The General Manager or her designee is authorized to increase the tenant improvement budget by \$180,000 for the Pleasant Hill Bike Station from the current authorization of \$250,000 to \$430,000.

SAN FRANCISCO BAY AREA RAPID TRANSIT DISTRICT

Memorandum

TO: Board of Directors

DATE: March 17, 2017

FROM: General Manager

SUBJECT: Late Night Bus Ridership and Funding Update

Background

Since December 2014, BART has provided funding to AC Transit to augment the bus service that AC Transit operates on late Friday and Saturday nights when BART is closed. The first year of funding initially provided the following improvements in service:

- Extension of route origin from Civic Center area to also include 24th Street/Mission.
- Four additional runs on two lines between 12:30am and 2:30am, which improved frequencies from 30 minutes to 20 minutes:
 - San Francisco through Oakland/Berkeley to Richmond (Line 800).
 - Downtown Oakland to Bay Fair BART (Line 801). Continued service on Line 801 from Bay Fair BART onto Fremont BART was also improved from every 60 minutes to every 40 minutes.
- Three eastbound-only bus runs between 12:30am and 2:30am on a new route from San Francisco to Oakland, Walnut Creek, Pleasant Hill, and Pittsburg/Bay Point (Line 822).

After the first year in service, total weekend ridership for all three lines combined between 12:30am and 2:30am increased from 1,126 to 1270 passengers, or about 144 additional weekend passengers, according to an AC Transit Board report.

BART and AC Transit then worked together to provide options on how to realign the late night bus service program to more efficiently match the service provided to actual ridership patterns. Service for the second year of the pilot was reconfigured, which included the following changes:

- Line 822 was eliminated, as most passengers used the service to travel from San Francisco to Oakland, and only about 25 passengers per weekend, or about 4 passengers per bus, rode passed Rockridge onto Walnut Creek, Pleasant Hill and Pittsburg/Bay Point.
- Line 800 frequencies improved to every 20 minutes from every 30 minutes for all hours when BART is closed late Friday and Saturday nights, not just between 12:30am to 2:30am.
- Service on Line 801 was also altered to operate every 20 minutes from Downtown Oakland to Bay Fair and every 60 minutes past Bay Fair and onto Fremont BART

for all hours when BART is closed late Friday and Saturday nights, not just between 12:30am to 2:30am.

Late Night Working Group

Also, concurrently during this time, the City of San Francisco and former San Francisco Supervisor Scott Weiner formed a Late Night Working Group to comprehensively study late night transit improvements for travel to, from and within San Francisco, but also throughout the Bay Area. In February, 2015, the group released a report with five service improvement concept recommendations:

- Begin a process to refresh and consider expansion of all-night local and regional bus service.
- Develop a pilot program funded by challenge grants for location-specific improvements.
- Develop and launch a coordinated information campaign to better communicate existing services.
- Establish an all-night transportation monitoring practice of metrics such as transit reliability, cleanliness, and safety to be used to make data driven recommendations.
- Continue convening the Late Night Transportation Working Group to review progress on implementing recommendations.

Subsequently, in September, 2016, the Late Night Transportation Working Group released a more in-depth study of 16 specific improvements to different bus routes and services operated by San Francisco Municipal Transportation Agency, SamTrans, and ACTransit. These improvements were prioritized and the resource requirements were detailed, although no funding was identified for the multi-million dollar annual operational costs of the recommendations.

Late Night Travel Survey

In August 2016, BART staff conducted an online survey of 3,804 Bay Area residents. The results were as follows:

- Most Bay Area residents (over 80%) do not travel after midnight or do so infrequently.
- Most late night trips start between midnight and 1:00 AM and are geographically dispersed.
- Most late night travel is by car. Only about 1% of survey respondents took a late night trip by bus, and two-third of them cited concerns about safety and reliability.
- 29% of those who were aware of late night buses and could have taken a bus chose another mode instead. Approximately \$50,000 in marketing costs have been spent to increase awareness of late night buses.
- Trip purposes were broken down as follows:
 - Entertainment Venue: 43%
 - Family/Friend's House: 27%
 - Work: 13%
 - Home: 7%

- Airport: 4%
- Other: 6%

Funding

BART has been the lead agency in arranging for the funds to provide the additional service that AC Transit has been operating. It is also important to note that AC Transit has billed BART at a reduced rate, below their direct billing rate, as in-kind support for this service.

BART contributed \$200,000 in the first year of the pilot, with an additional \$496,000 coming from County Lifeline grants through Congestion Management Agencies. BART also contributed \$750,000 in 2016, which was augmented with \$177,000 from the Metropolitan Transportation Commission in Regional Measure 2 funding, to finance service through June 16, 2017. Regional Measure 2 is the 2004 voter-approved measure that increased Bay Area Bridge tolls by \$1 and funds operational and capital projects that have a bridge nexus.

Ridership

Ridership information (Attachment A) is included, which provides average weekend ridership data from Calendar Year 2014, which serves as a baseline before the augmented service began, and from Calendar Years 2015 and 2016, the first two years of augmented late night bus service.

Generally, ridership growth has been modest, with slight improvements on Saturday nights eastbound from San Francisco to Oakland/Berkeley and from Downtown Oakland to Bay Fair, the latter partially attributable to emerging nightlife in Downtown Oakland. Ridership data collected in 2014 in some cases had very limited sample sizes, which resulted in fluctuating estimates.

Performance Measures and Farebox Recovery

Original grant applications and budget documents set the following performance goals for the additional bus service that would be provided:

- 25 passengers per bus trip. Given the original plan for service improvements, ridership was projected to be 23,000 annual passenger trips.
- 25% farebox recovery ratio.
- \$100,000 in annual farebox revenue.

When the actual service was defined and put in place, the 25% farebox recovery ratio and the \$100,000 annual farebox revenue were not interrelated. A \$2.28 average fare is used as a basis for calculating the farebox recovery, which is a blend of adult transbay fares (\$4.20), senior and youth transbay fares (\$2.10) and UC Berkeley fares (included in their semester pass). The local fare average for late night service is \$1.25, based upon fares that are 50% of transbay fares.

The following chart details how the service has performed in relationship to these goals:

	Goal	CY2015 Actual	CY2016
Passengers per bus trip	25	6	10*
Farebox Recovery Ratio	25%	2.2%	4%*
Annual Farebox Revenue	\$100,000	\$16,000	\$20,000*
Cost of Service		\$696,000	\$500,000*

*: projected, based upon invoices received through June 2016 and ridership through December 2016.

Current Program Expires June 16, 2017

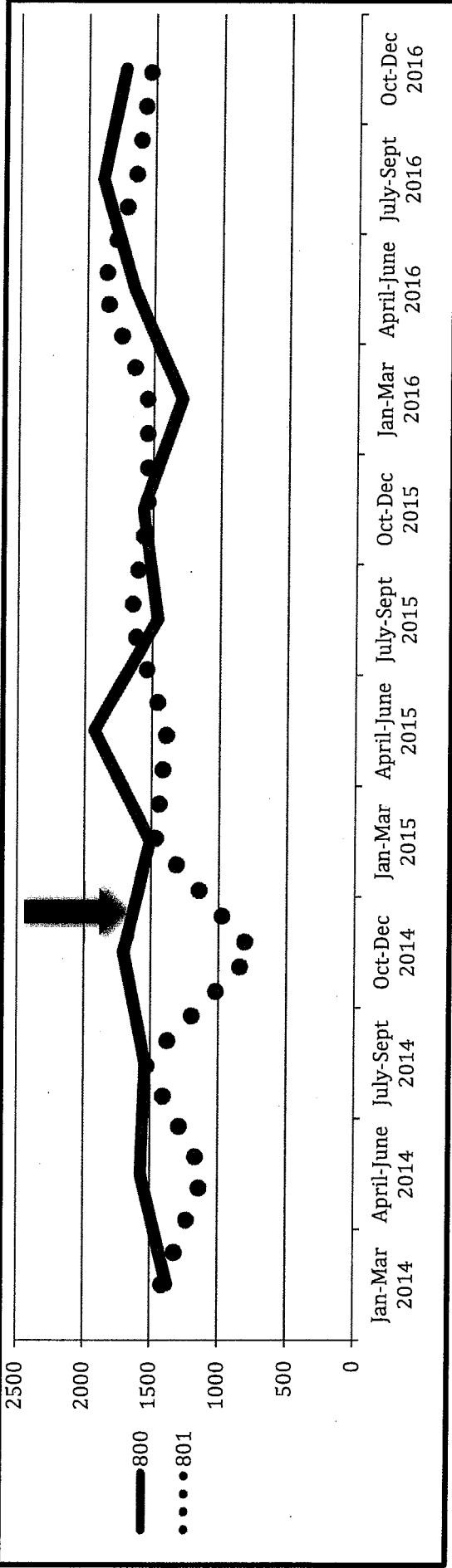
A presentation was made on February 1, 2017 at the BART /AC Transit Interagency Liaison Committee meeting, which included ridership information and mentioned a March, 2017 decision deadline for continuation of this service beyond the current end date of June 16, 2017.

In order to align BART's FY18 budget cycle with AC Transit's operator bid cycle, I intend to extend the service through August, 2017 (one AC Transit operator bid cycle). This will allow BART to discuss the continuation of the service as a part of the FY18 Budget deliberations.

cc: AGM, Administration and Budget
Deputy General Manager
AC Transit staff

Attachment A: Late Night Bus Ridership Information

Average Weekend Ridership by Route



Average Ridership by Route, Night, Direction, and Quarter

	Jan-Mar 2014	Apr-Jun 2014	Jul-Sept 2014	Oct-Dec 2014	Jan-Mar 2015	Apr-Jun 2015	Jul-Sept 2015	Oct-Dec 2015	Jan-Mar 2016	Apr-Jun 2016	Jul-Sept 2016	Oct-Dec 2016
800 EB Fri	504	511	520	533	522	612	512	495	394	530	549	502
800 WB Fri	232	260	277	253	251	245	338	331	228	266	339	282
800 EB Sat	371	463	404	624	386	740	300	486	470	546	620	611
800 WB Sat	263	336	338	293	351	330	311	260	191	309	377	330
801 NB Fri	282	200	258	120	311	336	416	366	328	429	360	347
801 SB Fri	337	185	376	165	319	416	461	399	393	457	419	417
801 NB Sat	366	285	410	266	407	298	361	396	416	519	421	370
801 SB Sat	423	429	490	187	431	339	427	377	410	484	447	400