



Minutes

1358th Meeting of the Board of Directors December 16, 2010

Chairman Benjamin called the meeting to order at 1:05 p.m. Present were:

Directors

Mr. Peter Benjamin
Mrs. Catherine Hudgins
Mr. Neil Albert
Ms. Elizabeth Hewlett
Mr. Christopher Zimmerman
Mr. Jim Graham
Mr. Mortimer Downey
Mr. Marcel Acosta

Alternate Directors

Mr. Gordon Linton
Mr. Jeffrey McKay
Mr. Michael Brown

Acting Board Secretary Nicola Pierce was also present.

Approval of Agenda:

The agenda was approved as presented.

Approval of Minutes:

The minutes for the November 18, 2010 Board meeting were approved without objection.

Report by Chairman

B. Appointments to Riders' Advisory Council

Mr. Benjamin moved, seconded by Mrs. Hudgins, approval of a resolution reappointing to the Riders' Advisory Council David Alpert and Diana Zinkl representing the District of Columbia; reappointing Lorraine Silva representing the Commonwealth of Virginia; reappointing Carl Seip as an At-Large representative; and appointing Jamie Bresner, Christopher Schmitt and Deborah Titus representing the Commonwealth of Virginia. This motion was

**Washington
Metropolitan Area
Transit Authority**

600 Fifth Street, NW
Washington, DC 20001
202/962-1234

By Metrorail:
Judiciary Square—Red
Line
Gallery Place-Chinatown—
Red, Green and
Yellow Lines
By Metrobus:
Routes D1, D3, D6, P6,
70, 71, 80, X2

A District of Columbia,
Maryland and Virginia
Transit Partnership

unanimously approved. A copy of the approved Resolution (2010-71) has been made a part of the official file.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

C. Governance Structure and Procedures

Mrs. Hudgins moved, seconded by Mr. Benjamin, approval of a resolution reiterating the Board of Directors' deep commitment to continuing to improve the governance of the Authority. The resolution states that the Board will undertake a thorough, open and participatory review of stakeholder recommendations; establish a permanent Governance Committee which will lead the review; will develop bylaws formalizing the Board's Committee structure; will consider changes to the term and rotation of the Chair; will implement an orientation program for new Board members; and recognizes that Metro's General Manager is the Chief Executive Officer, with all associated responsibilities. This motion was unanimously approved. A copy of the approved Resolution (2010-72) has been made a part of the official file.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

Report by Finance and Administration Committee

A. FY2011 Capital Budget Reprogramming

Mrs. Hudgins moved, seconded by Ms. Hewlett, approval of a resolution to authorize the reprogramming of \$15.7 million within the FY2011 budget for the creation of new projects, modification of existing contracts, increase in task authorization to the Hatch-Mott-MacDonald consultant contract by \$2 million and an increase to the Job Order Contract #3 (JOC III) authorization by \$5 million from \$65.7 million to \$70.7 million; all to comply with NTSB recommended projects. This motion was unanimously approved. A copy of the approved Resolution (2010-73) has been made a part of the official file.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

B. Replace ATC Track Circuits at Fifty-nine Train Control Rooms

Mrs. Hudgins moved, seconded by Ms. Hewlett, approval to create a project to replace track circuits at 59 train control rooms; to initiate and award a sole-source contract to Ansaldo for the design, engineering, manufacture, installation and testing of approximately 372 automatic train control track

circuits at 14 train control rooms on the Red Line with separate options for each of the remaining routes; and to authorize 12 new capital positions for the project management functions associated with this work for the duration of the project. This motion was unanimously approved. A copy of the approved Resolution (2010-74) has been made a part of the official file.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

Report by Joint Development and Real Estate Committee

A. Sale of Air Rights over Metro Tie-Breaker Station at 118 K Street NE

Mr. Graham moved, seconded by Mr. Albert, approval to negotiate and execute a sale and development agreement with W2007 100 K Street Realty, LLC for the sale of approximately 7,544 square feet of air space above Metro's tie-breaker station at 118 K Street NE, Washington, DC. This motion was unanimously approved.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

B. Approve Amended Terms of Twinbrook Joint Development Agreement

Mr. Graham moved, seconded by Mr. Benjamin, approval of amended terms for the Twinbrook Joint Development Agreement (JDA) and Phase 1A lease. This motion was unanimously approved.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

Report by Safety and Security Committee

A. Amended System Safety Policy

Mr. Downey moved, seconded by Mr. Zimmerman, approval of a resolution to amend the System Safety Policy Statement. Mr. Benjamin requested that the last paragraph of the first page of the WMATA Board of Directors System Safety Policy Statement be amended to read, "It is recognized that accountability for safety rests with each *Board member and every* WMATA employee..." The amendment was accepted by unanimous consent. The

resolution, as amended, was unanimously approved. A copy of the approved Resolution (2010-75) has been made a part of the official file.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

B. Approval of TOC and WMATA Memorandum of Understanding

Mr. Downey moved, seconded by Mr. Hewlett, approval of a resolution authorizing the General Manager to execute a Memorandum of Understanding between the Tri-State Oversight Committee (TOC) and Metro to enhance and facilitate effective safety and security oversight, and prescribe lines of authority, communication and responsibility within the TOC Program Standards. This motion was unanimously approved. A copy of the approved Resolution (2010-76) has been made a part of the official file.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

Consent Items

Mr. Zimmerman moved, seconded by Mr. Albert, approval of Consent Items numbered 1-2 en bloc. This motion was unanimously approved.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

1. Approval to Initiate and Award a Contract for Three Substance Abuse Professionals

Approval to initiate and award a competitively negotiated contract to provide three substance abuse professionals for substance abuse and mental health assessment services as required by the Department Of Transportation and Federal regulations for a one-year base period and four one-year options, a total of five consecutive years, in the not-to-exceed amount of \$1,966,000.

2. Approval to Execute a Construction Support Agreement for the Rosslyn Station Access Improvement Project

Approval of a resolution to authorize the General Manager to execute the Construction Support Agreement between Metro and Arlington County for the Rosslyn Station Access Improvement project; to increase the project budget by \$882,000 from \$4,207,000 to \$5,089,000 and thereby increasing the FY2011 Reimbursable Program budget from \$4,650,235 to 5,532,235; to modify the Architectural/Engineering consulting services contract with an

increase of \$230,000 for design support during construction; and to enter into separate agreements for the procurement and installation of Automatic Fare Collection equipment and relocation of the temporary chiller plant. All costs for this project will be reimbursed by Arlington County. This motion was unanimously approved. A copy of the approved Resolution (2010-77) has been made a part of the official file.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

Other Actions

1. Approval to Award a Contract for Regional Communications Network

Mr. Graham moved, seconded by Mr. Downey, approval to award a sole source contract to MegaPath, to terminate in December 2011, for the continuation of digital data communications services with the regional partners network. This motion was unanimously approved.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

2. Approval to Award a Contract with Cubic Transportation Systems, Inc to Update SmarTrip® Readers

Mrs. Hudgins moved, seconded by Mr. Albert, approval to negotiate and execute a sole-source contract with Cubic Transportation Systems, Inc. to update SmarTrip® readers throughout the region by adding the capability to process cards meeting the ISO Standards and to use \$1.2 million from the SmarTrip® Reserve Fund for this upgrade. This motion was unanimously approved.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

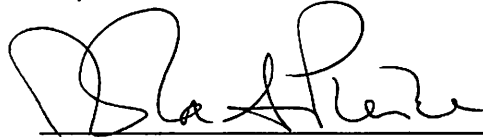
3. Approval to Amend the Operating Budget to Reduce the D.C. Uncommitted Funds Account

Mr. Graham moved, seconded by Mr. Albert, approval of a resolution to amend the budget for the District of Columbia Uncommitted Funds Account by \$65,000 from \$1,213,586 to \$1,148,586; and to apply the \$65,000 to the DC Circulator account as an offset against a future invoice to the District of Columbia. This motion was unanimously approved. A copy of the approved Resolution (2010-78) has been made a part of the official file.

Ayes: 8 - Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett,
Mr. Zimmerman, Mr. Graham, Mr. Downey and Mr. Acosta

Adjournment

The meeting was adjourned at 2:03 p.m.

A handwritten signature in black ink, appearing to read 'Nicola A. Pierce', written over a horizontal line.

Nicola A. Pierce, Acting Board Secretary