



Minutes

1337th Meeting of the Board of Directors January 29, 2008

Mr. Zimmerman called the meeting to order at 11:12 a.m. Present were:

Directors

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

Alternate Directors

Mr. William Euille
Mr. Michael Brown
Mr. Marcell Solomon
Mr. Jeff McKay
Mr. Anthony Giancola
Mr. Gordon Linton

Staff

Mr. John Catoe
Mr. Gerald Francis
Ms. Helen Lew
Ms. Carol Dillon Kissal

Mr. Emeka Moneme
Ms. Carol O'Keeffe
Mr. Shiva Pant
Ms. Loyda Sequeira-Castillo

Public Comment Period:

There were no speakers during the public comment period conducted at this meeting.

Approval of Agenda:

The agenda was approved as amended with the addition of VIII.A, Authorization to Discontinue Route N22, by unanimous consent.

Approval of Minutes:

The minutes of the December 18, 2008 Board meeting and January 8, 2009 Special Board meeting were approved as submitted.

Report by Riders' Advisory Council (RAC):

Ms. Iacomini referred to the report submitted to the Board, which included requests to provide seniors and persons with disabilities with convenient locations to purchase and reload SmarTrip® cards, and to continue with planned enhancements to SmarTrip® cards such as the ability to load passes onto the cards.

Report by Chairman:

Mr. Zimmerman administered the Oath of Office to Alternate Board Member Michael Brown of the District of Columbia.

Mr. Zimmerman moved, seconded by Mr. Graham, approval of a resolution for the following Riders' Advisory Council appointments: to appoint David Alpert and to reappoint Patricia Daniels and Kenneth DeGraff to represent the District of Columbia; to reappoint Sharon Conn, and appoint Francis DeBernardo and Lora Routt to represent the State of Maryland; to reappoint Penelope Everline to represent the Commonwealth of Virginia; and to appoint Carl Seip and Dharm Guruswamy as At-Large representatives. This motion was unanimously approved.

Ayes: 6 - Mr. Zimmerman, Mr. Graham, Mr. Benjamin, Mrs. Hudgins, Mr. Albert, and Ms. Hewlett

A copy of the approved Resolution (2009-04) has been made a part of the official file.

Mr. Zimmerman moved, seconded by Mr. Graham, approval to add Mr. Brown to the Customer Service, Operations and Safety Committee; the Planning, Development and Real Estate Committee; and the Finance, Administration and Oversight Committee. This motion was unanimously approved.

Ayes: 6 - Mr. Zimmerman, Mr. Graham, Mr. Benjamin, Mrs. Hudgins, Mr. Albert, and Ms. Hewlett

Report by General Manager:

Mr. Catoe gave a favorable preliminary assessment of the service provided during the Inauguration Weekend and spoke of Metro's accomplishments and improvements over the past year.

Mr. Francis recognized Station Manager Larry Chisolm for saving the life of a patron at the Silver Spring Metrorail station on December 24, 2008.

Report by Customer Service, Operations and Safety Committee

A. Authorization for Public Hearing to Discontinue Route N22

Mr. Graham moved, seconded by Mr. Albert, approval of a resolution to authorize a public hearing to discontinue Metrobus Route N22 effective March 29, 2009, for transfer to the DC Circulator. This motion was unanimously approved.

Ayes: 6 - Mr. Zimmerman, Mr. Graham, Mr. Benjamin, Mrs. Hudgins, Mr. Albert, and Ms. Hewlett

A copy of the approved Resolution (2009-13) has been made a part of the official file.

Mr. Graham also reported that operational performance indicators, Metro Transit Police crime statistics, and safety performance indicators were all discussed as information items by the Committee.

Report by Finance, Administration and Oversight Committee

A. Acceptance of FY08 External Audit Deliverables

Mr. Benjamin referred the Board to the request for approval of a resolution to accept the Fiscal Year 2008 External Audit Deliverables submitted by Clifton Gunderson, LLP. The audit resulted in an Unqualified Opinion, meaning the statements presented fairly, in all material respects, the financial position of the Authority as of June 30, 2008, and changes in its financial position and cash flow for the year ended are in conformity with generally accepted accounting principles.

Mr. Benjamin moved, seconded by Mrs. Hudgins, approval of this resolution. The motion was unanimously approved.

Ayes: 6 - Mr. Zimmerman, Mr. Graham, Mr. Benjamin, Mrs. Hudgins, Mr. Albert, and Ms. Hewlett

A copy of the approved Resolution (2009-05) has been made a part of the official file.

Administrative Actions

1. Approval to Indemnify WageWorks, Inc. for Maintenance of Healthcare and Dependent Care Flexible Spending Account Program

Approval of a resolution to indemnify WageWorks, Inc. as part of a contract to provide administration of the Authority's health care and dependent care Flexible Spending Accounts Program.

Mr. Linton recused himself from participation in this item. Mr. Benjamin requested that the resolution be amended so that the third Whereas clause would read:

Whereas, The contract is being amended to expressly provide that the indemnification language does not require one party to indemnify the other for the actions or omissions of the party receiving the indemnification.

The amendment was approved by unanimous consent.

Mr. Benjamin moved, seconded by Mr. Graham, approval of the resolution as amended. The amended resolution was unanimously approved.

Ayes: 6 - Mr. Zimmerman, Mr. Graham, Mr. Benjamin, Mrs. Hudgins, Mr. Albert, and Ms. Hewlett

A copy of the approved Resolution (2009-06) has been made a part of the official file.

2. Approval of Restatement of Retirement Plan Documents

Approval of resolutions to amend and restate the plan documents for the six Metro retirement plans, and to authorize the General Manager to take such further actions as may be necessary or desirable for the plans to continue qualification under Section 401(a) of the Internal Revenue Code. The changes are necessary to meet Internal Revenue Service requirements and do not, in any way, change benefits to Metro's retirees.

Mr. Benjamin moved, seconded by Mr. Graham, approval of the six resolutions. The resolutions were unanimously approved.

Ayes: 6 - Mr. Zimmerman, Mr. Graham, Mr. Benjamin, Mrs. Hudgins, Mr. Albert, and Ms. Hewlett

Copies of the approved Resolutions (2009-07 – 2009-12) have been made a part of the official file.

3. Approval to Initiate & Award a Contract for PROTECT System Installation

Approval to initiate and award a new sole source contract for providing the PROTECT system at one additional Metrorail station for an amount not to exceed \$606,000.

Mr. Benjamin moved, seconded by Mrs. Hudgins, approval of this item. The motion was unanimously approved.

Ayes: 6 - Mr. Zimmerman, Mr. Graham, Mr. Benjamin, Mrs. Hudgins, Mr. Albert, and Ms. Hewlett

4. Approval to Initiate & Award a Contract to Purchase a Heavy Duty Tow Truck

Approval to initiate and award a contract for one new heavy duty tow truck for Bus Maintenance.

Mr. Benjamin moved, seconded by Mr. Graham, approval of this item. The motion was unanimously approved.

Ayes: 6 - Mr. Zimmerman, Mr. Graham, Mr. Benjamin, Mrs. Hudgins, Mr. Albert, and Ms. Hewlett

Remarks of Outgoing Chairman:

Mr. Zimmerman reflected on the Agency's accomplishments of the previous year and on the remaining challenges that Metro will continue to face.

Election of Officers

Mr. Zimmerman called for nominations for the Officers of the Board for 2009.

Mr. Albert nominated Mr. Graham as Chairman of the Board for 2009. Mr. Benjamin seconded the motion, and it was unanimously approved.

Ayes: 6 - Mr. Zimmerman, Mr. Graham, Mr. Benjamin, Mrs. Hudgins, Mr. Albert, and Ms. Hewlett

Ms. Hewlett nominated Mr. Benjamin as Vice Chair of the Board for 2009. Mrs. Hudgins seconded the motion, and it was unanimously approved.

Ayes: 6 - Mr. Zimmerman, Mr. Graham, Mr. Benjamin, Mrs. Hudgins, Mr. Albert, and Ms. Hewlett

Mr. Zimmerman nominated Mrs. Hudgins as Second Vice Chair of the Board for 2009. Mr. Graham seconded the motion, and it was unanimously approved.

Ayes: 6 - Mr. Zimmerman, Mr. Graham, Mr. Benjamin, Mrs. Hudgins, Mr. Albert, and Ms. Hewlett

Mr. Graham recognized Mr. Zimmerman for his service as Board Chairman.

Report by D.C.: None

Report by WSTC: None

Report by NVTC: Mrs. Hudgins reported that Compact legislation was moving through the Virginia legislature.

Mr. Graham moved, seconded by Mr. Benjamin, that the Board meet in Executive Session to discuss legal matters consistent with Board Procedure VI.B; contractual matters consistent with Board Procedure VI.D; safety and security matters consistent with Board Procedure VI.F; and personnel matters consistent with Board Procedure VI.C. This motion was approved by unanimous consent.

At 12:04 p.m. Mr. Graham suspended the public meeting to enter into Executive Session.

Reconvene

At 1:06 p.m. Mr. Graham reconvened the Public Session. Present were:

Directors

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

Alternate Directors

Mr. Jeffrey McKay
Mr. Anthony Giancola
Mr. Marcell Solomon

Staff

Mr. John Catoe
Mr. Shiva Pant
Ms. Loyda Sequeira-Castillo

Mr. Graham moved, seconded by Ms. Hewlett, to certify with no individual member dissenting that at the just-concluded Executive Session, only such matters identified in the motion by which the Executive Session was convened were heard, discussed or considered by the Board. This motion was unanimously approved.

Mr. Graham moved, seconded by Mr. Zimmerman, approval of a resolution for the termination of the lease/leaseback transaction with Norlease, Inc. This motion was unanimously approved.

Ayes: 6 - Mr. Graham, Mr. Benjamin, Mrs. Hudgins, Mr. Albert, Ms. Hewlett, and Mr. Zimmerman

A copy of the approved Resolution (2009-14) has been made a part of the official file.

Adjournment

The meeting was adjourned at 1:07 p.m.



Loyda Sequeira-Castillo, Board Secretary