



MINUTES

1292nd Meeting of the Board of Directors
April 21, 2005

Mr. Kauffman called the meeting to order at 11:08 A.M. Present were:

DIRECTORS

Mr. Dana Kauffman
Mrs. Gladys Mack
Mr. Charles Deegan
Mr. Jim Graham
Mr. Christopher Zimmerman
Mr. Robert Smith

ALTERNATE DIRECTORS

Mrs. Catherine Hudgins
Mr. Marcell Solomon
Mr. Gordon Linton
Mr. Daniel Tangherlini

STAFF

Mr. Richard White
Mr. James Hughes
Mr. Harold Bartlett
Ms. Carol O'Keeffe
Mr. Peter Benjamin
Mr. Takis Salpeas

Ms. Polly Hanson
Mr. Steve Feil
Mr. Jack Requa
Mr. William Scott
Mr. Fred Goodine
Ms. Judy O'Leary

APPROVAL OF AGENDA:

Mr. Kauffman withdrew Agenda Item #15 - Value Capture Initiative Funding and Contract Modification from the agenda. The Agenda was approved with that deletion.

APPROVAL OF MINUTES:

The Minutes were approved as submitted.

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

PUBLIC COMMENT PERIOD:

The first general public comment period was conducted at this meeting. A summary of the speakers comments are below:

1. Mr. Jack Corbett representing MetroRiders.Org addressed a variety of topics that largely relate to WMATA's means of communicating with its users. MetroRiders.Org congratulates WMATA for opening up its operations review and policy formulation process to public participation, of which today's Public Comment Period and WMATA's two recent Town Meetings are the most visible elements to date. MetroRiders.Org believes WMATA should acknowledge MetroRiders.Org as an already-functioning Riders Advisory Committee (RAC) and move ahead with substantive improvements in communications. WMATA should fine-tune public participation initiatives. Metro should provide opportunity for public comment on the draft WMATA annual budgets, and WMATA's management should make supplemental budget information available upon public inquiry. MetroRiders.Org believes that the issue of the recommended source of MetroAccess funding must be resolved before state and local officials can begin any serious negotiation as to the level and type of levy that would be needed to secure Metro's future.
2. Ms. Carol O'Riordan, an attorney representing O'Riordan Bethel Law Firm, LLP was the second speaker. Ms. O'Riordan complained about ERG Transit Systems' failure to meet Disadvantaged Business Enterprises (DBE) requirements with the subcontractor, Scientex Corporation. Ms. O'Riordan is asking for relief in connection with the \$20M SmarTrip Regional Customer Service Center contract. The contract was awarded to ERG Transit Systems and contains clear requirements for the participation by a designated DBE contractor and goals. One year ago today, she alerted WMATA that ERG failed to meet the contract goals. WMATA has directed ERG to comply with contract requirements and to pay Scientex Corporation for the work performed and award additional work. She is asking the Board to take steps to see this situation is corrected and to avoid further delay.
3. Mr. Eddie Neal, Chief Executive Officer and President, representing Scientex Corporation specializing in smart transportation systems was the third speaker. His company has been a contractor to WMATA since 1980. Scientex Corporation has performed work for WMATA including ridership surveys, train control systems, planning for intelligent transportation systems,

and the SmarTrip program. Scientex is a recognized leader in the transportation community and has received several awards in the industry. In 2001, ERG partnered to perform work to develop and manage a Regional Smart Customer Service Center.

4. Ms. Pam Bethel, an attorney representing O’Riordan Bethel Law Firm, urged the Board to consider immediate and corrective action against ERG. ERG has made misrepresentations to WMATA. Ms. Bethel suggests termination of the contract, withholding payments, debarment, and a formal criminal investigation of ERG.
5. Mr. Steve Pastorkovich representing Fairfax Citizens for Responsible Growth stated many people are concerned that development from the Dunn Loring sale will further overburden Orange Line capacity. He stated FairGrowth is not against all development at Metro stations, but he wants an open process, accountability, and compromise based on facts. He suggests if Metro considers a land sale at Vienna, Metro should get public input, examine the facts with riders, and consider all of the ramifications before making a decision.
6. Ms. Pat Crepeau proposed Metro put litter bag dispensers next to the machines that dispense transfers. A rider could pick one up on the way in, pick up trash all along their route, and then discard the full litter bag after exiting the system.
7. Mr. James Clark, Vice President for Legislative Affairs, representing Action Committee for Transit, stated his organization has been active in the support of transit before the Montgomery County Council. One issue of particular concern is the purchase of buses. The major environmental problem facing the DC region is air pollution and one of the major causes of the region’s air pollution is that we have too many cars driving too many miles. The argument over which technology to use and how to fuel the buses misses the point, but the question is rather how to reduce automobile use. One way to reduce the auto use is to provide more frequent bus service, as well as better information.
8. Mr. Elliott Negin representing the Natural Resources Defense Council stated the vote on the type of buses to buy over the next few years will abandon the Board of Directors commitment to buy the cleanest, proven bus technology. This is the wrong decision for public health. Diesel engines still emit twice the amount of smog forming pollution as those powered by natural gas, and smog is the main health threat in our region. Mr. Negin proposed that Metro buy 218 buses - 120 CNGs, 22 diesel hybrids, and 76

diesels and install a natural gas fueling station in Rockville. That package would cost the same amount as buying 217 diesel hybrids and diesels. The CNG buses would go to Rockville. The 76 new diesels, which have to meet the 2007 federal emission standards, would go to Metro's Landover facility in Prince George's County. Metro should do whatever it can to provide safe, clean transportation and protect the health of our area residents.

9. Mr. Rolando Andrew, Chief Executive Officer for the American Lung Association of the District of Columbia (ALADC) is calling for Metro officials to reconsider clean alternatives to traditional diesel technologies. ALADC would like to see Metro expand use of cleaner technologies such as B20 blend of biodiesel - a cleaner burning alternative to petroleum-based diesel that is made from renewable resources like soybeans and other natural fats and oils, grown in the United States. Use of this fuel can have immediate air quality benefits, and it can go into existing engines as well as storage and distribution facilities. The ALADC has reviewed the scientific research on biodiesel that was conducted at some of the nation's leading research institutions. Results show that biodiesel, particularly a B20 blend, could help reduce the incidence and prevalence of respiratory disease in the District of Columbia. Biodiesel poses significantly less of a risk to human health than petroleum diesel. WMATA's vote on bus purchases can help us all breathe better.
10. Mr. Charles Carr representing Westport Innovations, a leading developer of fuel engine technology for the transportation sector, discussed the possibility of three new natural gas engines. C-gas plus is currently used in 164 of WMATA's bus fleet. He is disappointed in diesel purchase and urges the delay of the decision. Westport has approved the expenditure of millions of dollars for the development of an engine that meets the stringent 2010 NOx standard of .2 grams. Westport has made it a priority to have this engine commercially available in 2007. Westport and Department of Energy have publically stated that this engine will be available. The Washington, D.C. region would benefit from and an enhanced and expanded natural gas bus fleet.
11. Mr. Dennis Jaffe representing the Sierra Club Washington, DC Chapter, was the last speaker. He commended Metro and Chairman Kauffman for the opportunity for public involvement in the decision making process by allowing comment at Board meetings, internet posting of agenda meeting material, and the Board of Directors e-mail address. Web cast of Board meetings will further strengthen public confidence in Metro. He commended

Mr. Smith for his work in initiating Town Hall meetings; however he believes the current procedures for public comment send the wrong message to the public and are a disservice to the Board and the Authority. Citizens can speak only four times a year for a total of eight minutes. The Chair can extend the twenty minutes period prior to the commencement of the meeting, but not after. Persons not signed up prior to the meeting cannot speak even if there are fewer than ten people. The forum does not allow the Board to answer impromptu questions and Town Hall Meeting questions are screened before being proposed. Providing one e-mail address for twelve Board Members fails to connect riders with a real person. It is inefficient for staff to transmit messages to the intended recipient. Public comment should be open at Committee meetings. Riders Advisory Council staff should not be hired by Metro employees because it would hinder the council's purpose.

Mr. Zimmerman requested that the litter bag proposal be referred to Staff for further consideration and issue a report.

REPORT BY GENERAL MANAGER/CHIEF EXECUTIVE OFFICER:

Mr. White referred the Board to the *Metro Board Digest* for April 2005, highlighting the following items:

- The Washington Nationals took the field for their first regular home game last Thursday night, Metro helped to ensure that the team's fans got to RFK Stadium for the opening pitch and home after the final out. Metrorail carried 27,325 people to the game—roughly 60 percent of the stadium attendance. On April 14, Stadium-Armory station saw large crowds, and Eastern Market and Potomac Ave stations also saw higher-than-normal crowds. Rail ridership for the day totaled 766,184 trips—the fourth highest ridership day in Metrorail history. Prior to the sold-out 7 p.m. game, Metro ran full rush hour service with six-car trains on all lines beginning at 3 p.m. To move large numbers of customers quickly and safely after the game, we ran 17 eight-car trains on the Blue, Orange, Red and Green lines. In preparing for the Nationals' home opener, we worked closely with the Nationals and the DC Sports & Entertainment Commission to encourage fans to ride Metrorail and Metrobus to and from games. In addition to the ramped up rail service, we reminded customers that Metrobus routes 96, 97, B2 and D6 serve RFK Stadium. We also produced a walking guide brochure and increased the signage at Stadium-Armory station to make it easier for customers to find their way out of the station and into the stadium. Additional station managers, operational employees, maintenance personnel and Transit Police staffed the Stadium-Armory

REPORT BY ADMINISTRATION COMMITTEE:

Mr. Deegan reported the Administration Committee held its first meeting on Thursday, March 31, 2005. A motion to move the action item involving the Public Access to Records Policy and the Privacy Act Policy to the next Administration Committee meeting was approved. The Committee received an update from staff on WMATA's Salary and Wage Administration. The update included measures by Executive Management to manage the growth and maintain market alignment. The update provided information on both salary and wages.

REPORT BY PLANNING & DEVELOPMENT COMMITTEE:

Mr. Zimmerman requested the order be reversed to hear Item B before Item A.

B. Approval of Resolution to Revise ARS to Include the Huntington Station Parking Structure and Approval of Staff Recommendations on General Plans:

Mr. Zimmerman referred the Board to the request for approval of the Public Hearing Staff Report Supplement and the Proposed Resolution to amend the Adopted Regional System for the Huntington Station General Plans to incorporate a new six-level parking structure with a capacity of approximately 1420 spaces.

Mr. Zimmerman moved, seconded by Mr. Smith, that the Board approve the Resolution to revise the ARS to include the Huntington Station Parking Structure and approval of Staff Recommendations on General Plans. This motion was unanimously approved.

Ayes: 5 - Mr. Kauffman, Mrs. Mack, Mr. Deegan, Mr. Zimmerman, Mr. Smith

A copy of the approved Resolution (2005-11) has been made a part of the official file.

A. Approval of Bus Procurement Contract:

Mr. Zimmerman referred the Board to the request for approval of the contracting actions for up to 217 Hybrid Electric and Clean Diesel Buses. On June 17, 2004, the Board passed a resolution authorizing the Staff to proceed with a multi-year bus acquisition in accordance with directives contained in the resolution. At the April 7, 2005, Planning and Development Committee Meeting, staff presented a variety of specific contracting actions for the procurement of these buses. Staff sought concurrence, in accordance with Board Resolution 2004-32, to authorize the General Manager/CEO to obtain "piggybacking" options from Sound Transit and contract with New Flyer Industries for 22

Diesel-Electric Hybrid buses; obtain additional options for up to 28 similar buses, if available; obtain "piggybacking" options for up to 117 Clean Diesel buses if they become available prior to the finalization of a multi-year contract; initiate and award any other necessary procurement actions to complete the purchase of up to 217 buses, subject to available funds and periodic reports to the Committee on the status of actions taken. Staff is working within the budget to buy 50 Diesel-Electric Hybrid buses first and then up to 117 Clean Diesel buses. The remaining 50 Diesel-Electric Hybrid buses will be purchased following the testing phase of the first bus order.

Mr. Zimmerman moved, seconded by Mr. Smith, that Board approve the contracting actions for up to 217 Hybrid Electric & Clean Diesel Buses.

Mr. Graham made a motion, seconded by Mr. Zimmerman, to defer this action for 30 days or until the next Board meeting on May 19, 2005.

Mr. Graham cited District of Columbia Law 15-205 and a letter dated March 31, 2005 from the Council of the District of Columbia to Mayor Williams. Following last year's preliminary vote, the Council adopted the Metro Bus Funding Requirement Act of 2004 (Title 7, Subtitle G, or D.C. Law 15-205) which states in part: "*Sec. 7062. It is the position of the District government that the Washington Metropolitan Area Transit Authority shall not procure any diesel buses or diesel-electric hybrid buses, with the exception of the Downtown Circulator Bus Service. "Sec. 7063. Beginning with fiscal year 2006, the Mayor shall not submit a budget for the Washington Metropolitan Area Transit Authority to the Council of the District of Columbia that funds diesel or diesel-electric hybrid buses, except for the Downtown Circulator Bus Service."*

Ayes: 2 - Mr. Graham, Mr. Zimmerman

Nays: 4 - Mr. Kauffman, Mrs. Mack, Mr. Deegan, Mr. Smith

Mrs. Mack stated the District of Columbia funds to WMATA can be allocated in such a way that will not violate DC Law 15-205 and WMATA will certify this law is upheld. Mrs. Mack stated in no instance would a representative of the District of Columbia support any action that would violate DC Law.

Mr. Graham made a substitute amendment, seconded by Mr. Zimmerman, that WMATA purchase 218 buses -120 CNG, 22 Hybrid, and 76 Diesel provided that the diesels meet the 2007 Federal Standard for Nitrogen Oxide emissions and install a natural gas fueling facility in Rockville, Maryland for \$116,110,000 the same amount as the current proposal. The 76 Diesels will be garaged at the Landover facility.

Mrs. Mack moved to modify the motion instead of all the diesel buses going to Prince George's County that the District of Columbia would have the

opportunity benefit from the newer diesels purchased for the purpose replacement of older diesel buses.

Mr. Graham and Mr. Zimmerman accepted the modified motion.

Ayes: 3 - Mr. Graham, Mr. Zimmerman, Mrs. Mack

Nayes: 3 - Mr. Kauffman, Mr. Smith, Mr. Deegan

The original motion is on the table to purchase 50 Diesel-Electric Hybrid buses first and then up to 117 Clean Diesel buses and the remaining 50 Diesel-Electric Hybrid buses will be purchased following the testing phase of the first bus order.

Mr. Graham requested a clarification from Staff referring to DC Law 15-205 regarding the restriction of District of Columbia funds to be spent on CNG buses. Mr. Benjamin stated the Authority has the capability to certify that funds from the District of Columbia will not be spent on the purchase of Diesel buses. Mrs. O'Keeffe stated WMATA is not subject to DC Law 15-205 but at the direction of the Board there could be a determination by the CFO on the application of local funds so that the District could comply with the District's Law and WMATA would accommodate it through an accounting arrangement.

Mr. Graham moved, seconded by Mrs. Mack, to amend the motion that at the direction from the Board of Directors WMATA shall not procure any diesel buses or diesel-electric hybrid buses with District funds. The Board will honor DC Law 15-205 and DC funds will only be spent on CNG buses for the purchase of the 217 buses.

Mr. Kauffman called for a vote on the amendment to the original motion to purchase 50 Diesel-Electric Hybrid buses first and then up to 117 Clean Diesel buses and the remaining 50 Diesel-Electric Hybrid buses will be purchased following the testing phase of the first bus order and at the direction from the Board of Directors amended to include the provision that WMATA shall not procure any diesel buses or diesel-electric hybrid buses with District funds. The Board will honor DC Law 15-205 and DC funds will only be spent on CNG buses for the purchase of the 217 buses.

Ayes: 4 - Mr. Graham, Mrs. Mack, Mr. Kauffman, Mr. Smith

Nayes: 1 - Mr. Deegan

Abstain: 1 - Mr. Zimmerman

Mr. Zimmerman moved, seconded by Mr. Graham, that the motion be amended to include that diesel buses purchased shall meet 2007 Federal Standards for Nitrogen Oxide emissions for diesel.

Ayes: 3 - Mr. Zimmerman, Mr. Graham, Mrs. Mack

Nayes: 3 - Mr. Kauffman, Mr. Smith, Mr. Deegan

Mr. Zimmerman moved, seconded by Mr. Graham, to amend the motion for purposes of future planning, it is the sense of the Board that today's action does not signal an intention by WMATA to discontinue or abridge the successful CNG program; rather it is anticipated that future bus purchases will include CNG and other alternative fuels.

Ayes: 5 - Mr. Zimmerman, Mr. Graham, Mr. Kauffman, Mr. Smith, Mrs. Mack
Abstain: 1 - Mr. Deegan

Mr. Kauffman called for a vote on the original motion as amended. The amended original motion to purchase 50 Diesel-Electric Hybrid buses first and then up to 117 Clean Diesel buses and the remaining 50 Diesel-Electric Hybrid buses will be purchased following the testing phase of the first bus order, and at the direction from the Board of Directors, WMATA shall not procure any diesel buses or diesel-electric hybrid buses with District funds. The Board will honor DC Law 15-205 and DC funds will only be spent on CNG buses for the purchase of the 217 buses and for purposes of future planning, it is the sense of the Board that today's action does not signal an intention by WMATA to discontinue or abridge the successful CNG program; rather it is anticipated that future bus purchases will include CNG and other alternative fuels.

Ayes: 4 - Mr. Kauffman, Mr. Smith, Mrs. Mack, Mr. Deegan
Nayes: 2 - Mr. Zimmerman, Mr. Graham

REPORT BY REAL ESTATE COMMITTEE:

A. Approval of Resolution to Revise ARS to Include the Prince George's Plaza Station Replacement Parking and Road Modifications and Approval of the Final Public Hearing Staff Report:

Mr. Graham referred the Board to the request for approval of Prince George's Plaza Final Public Hearing Staff Report and amended General Plans and Revised ARS to include replacement parking and road modifications. In December 2002, WMATA and Belcrest Center, LLC executed a Joint Development Agreement for development at the Prince George's Plaza Metrorail station. The proposed development will displace 183 short-term and Kiss & Ride surface parking spaces and also require road modifications. Belcrest Center, LLC will replace a minimum of 167 spaces on-site, modify entrance roads to the site from Belcrest Road and East-West Highway, and modify ramps on the west side of the parking garage to accommodate the new development. WMATA held a Public Hearing on the proposed replacement facilities in July 2004.

Mr. Graham moved, seconded by Mr. Deegan, that the Board approve the Prince George's Plaza Final Public Hearing Staff Report and amended General Plans and Revised ARS to include replacement parking and road modifications. This motion was unanimously approved.

Ayes: 6 - Mr. Kauffman, Mrs. Mack, Mr. Deegan, Mr. Zimmerman, Mr. Smith and Mr. Graham

A copy of the approved Resolution (2005-12) has been made a part of the official file.

B. Approval of Extension of the Negotiation Period for the Arlington Bus Garage Site:

Mr. Graham referred the Board to the request for approval of reinstatement and extension of Ashton Park Associates (APA) as the Selected Developer for the Arlington Bus Garage Site. On November 1, 2001 the Board authorized staff to execute an Interim Term Sheet with Ashton Park Associates for the re-development of the Arlington bus garage site. The Interim Term Sheet had a term of three years. APA worked to relocate the bus garage on a separate parcel in the same block, as directed by WMATA. Meanwhile, WMATA, Arlington, and Fairfax Counties agreed to move the garage to a new location outside of Arlington. As expiration of the Interim Term Sheet approached, APA requested that they be allowed an extension to develop a plan without an adjacent bus garage. APA has created such a plan, and Arlington County has written WMATA in support of APA's request for reinstatement.

Mr. Graham moved, seconded by Mr. Zimmerman, that the Board approve the reinstatement and extension of Ashton Park Associates as the selected developer for the Arlington bus garage property. This motion was unanimously approved.

Ayes: 6 - Mr. Kauffman, Mrs. Mack, Mr. Deegan, Mr. Zimmerman, Mr. Smith and Mr. Graham

C. Approval of the Sale of a Portion of the Twinbrook Metrorail Site:

Mr. Graham referred the Board to the request for approval of the restructuring the current Twinbrook ground lease to add a sales component to the lease component. In October 2002, WMATA entered into a ground lease with Twinbrook Commons, LLC for mixed-use development on a 26-acre joint development site at the Twinbrook Metrorail station. The Mayor of the City of Rockville has requested that the development include for-sale housing as well as rental housing. The proposed sale is for a portion of the site to accommodate 595 for sale condo units and related retail. With Board approval, staff will negotiate a restructured lease and sales agreement that will have as

a minimum the stream of rental payments currently projected for the site and that will also have additional revenue from the sales component.

Mr. Graham moved, seconded by Mr. Smith, that the Board approve the restructuring of the Twinbrook Ground Lease to add a sales component. This motion was unanimously approved.

Ayes: 6 - Mr. Kauffman, Mrs. Mack, Mr. Deegan, Mr. Zimmerman, Mr. Smith and Mr. Graham

D. Approval of Revised Term Sheet for Silver Spring Joint Development Project:

Mr. Graham referred the Board to the request for approval of the revised Term Sheet for Silver Spring Joint Development Project. On December 17, 2004, the WMATA Board authorized staff to execute a Term Sheet with Silver Spring Metro, LLC, an entity owned by the Foulger Pratt Companies and Mid-City Urban, LLC, for the development of the private components of the Silver Spring Transit Center/Joint Development Project at the Silver Spring Metrorail station. The Developer proposed to lease a portion of the Silver Spring site for a mixed-use project, comprised of 180,000 s.f. of office, 10,000 s.f. of retail, 176 residential units and a 150-room hotel. These improvements would be integrated with the transit center on the joint development site which is a 5.98-acre assemblage of WMATA and Montgomery County land. Since the Board's approval, the Developer's concept has been refined and certain changes have been requested that require Board approval. The Developer proposes to 1) eliminate the office building and replace it with a second residential building; and 2) purchase, rather than lease, one of the residential pads for condominium development and have an option to purchase the second residential pad, if the Developer elects to develop condominiums instead of rental apartments.

Mr. Graham moved, seconded by Mr. Smith, that the Board approve the revised terms to the Term Sheet for the Silver Spring Transit Center/Joint Development Project. This motion was unanimously approved.

Ayes: 6 - Mr. Kauffman, Mrs. Mack, Mr. Deegan, Mr. Zimmerman, Mr. Smith and Mr. Graham

E. Approval to Execute A Connection Agreement for the Pedestrian Bridge at the Wheaton Garage:

Mr. Graham referred the Board to the request for approval to execute a connection agreement for the pedestrian bridge at the Wheaton Garage. In October 2003, the Board authorized staff to negotiate an agreement with Westfield Corporation for the construction of a pedestrian bridge between WMATA's Wheaton parking garage and Westfield's Shoppingtown Wheaton.

WMATA staff and Westfield have negotiated an agreement for Westfield to construct, operate, and maintain the pedestrian bridge, at no cost to WMATA. Westfield will pay WMATA an annual fee as well as reimbursement for parking revenues lost due to the creation of an ADA-compliant path in the garage.

Mr. Graham moved, seconded by Mr. Smith, that the Board approve the Wheaton Connection Agreement for a pedestrian bridge between WMATA Parking garage and Westfield Shoppingtown Wheaton. This motion was unanimously approved.

Ayes: 6 - Mr. Kauffman, Mrs. Mack, Mr. Deegan, Mr. Zimmerman, Mr. Smith and Mr. Graham

F. Approval of Extension of the West Hyattsville Development Agreement Negotiation Period:

Mr. Graham referred the Board to the request for approval of a 60-day extension of the West Hyattsville Development Agreement Negotiation Period. On November 19, 2004, the WMATA Board authorized staff to execute a Term Sheet with the joint venture of Centex Homes and Gunston Hall Realty for the West Hyattsville joint development site. Negotiations have moved forward satisfactorily but certain exhibits and other attachments to the Agreement were not finalized by the end of the Board-mandated 120-day negotiation period. The Developer has requested a 60-day extension to produce a final version of the document.

Mr. Graham moved, second by Mr. Deegan, that the Board approve the 60-day extension of the West Hyattsville Development Agreement Negotiation Period. This motion was unanimously approved.

Ayes: 6 - Mr. Kauffman, Mrs. Mack, Mr. Deegan, Mr. Zimmerman, Mr. Smith and Mr. Graham

Mr. Graham informed the Board of the request for approval to increase the budget for the Huntington Station Parking Structure Project using TIIF funds. The Board of Directors approved the developer for the Huntington Station on September 23, 1999. The Developer was to pay WMATA to replace 924 parking spaces. Subsequently, WMATA and Fairfax County agreed to increase parking by 500 spaces. Prior funding for the project was provided by the Developer's Joint Development payment, Fairfax County's share of TIIF funds, and Fairfax County Surcharge funds. An increase in funding is required due to poor soil and geotechnical conditions at the project site, parking structure configuration required to accommodate traffic requirements, and site topography. The increase will come from the following sources: Fairfax County's share of TIIF funds, Fairfax County Surcharge funds, Surplus from WFC (Interest on VDRPT funds). Approval of the use of Surcharge funds and

an increase in the System Access budget will be presented to the Budget Committee. All items will then be reported out to the Board for approval.

Mr. Graham informed the Board of the request for approval of the use of additional funds from the TIF for the Construction of the White Flint Garage. In July 2000, a lease was concluded with LCOR for the White Flint East joint development site. The existing temporary parking lot on the site must be consolidated into a parking garage of approximately 1,272 spaces. Construction was to be paid out of the proceeds from the sale of White Flint West, proceeds from the sale of the Grosvenor south, and up to \$8,000,000 in FY 05 TIF revenues. An additional \$850,000 is required to complete the garage. The Real Estate Committee approved the use of additional TIF for the White Flint garage. Approval of an increase in the System Access Program budget will be presented to the Budget Committee. All items will then be reported out to the Board for approval.

ADMINISTRATIVE ACTIONS:

OTHER ITEMS:

Mr. Kauffman referred the Board to fourteen Action Items:

1. Approval to Initiate & Award A Contract for the Lease of Heavy Equipment:

Approval is requested to initiate and award the competitive procurement of a requirements contract for the lease of heavy equipment with operators to be utilized for major track rehabilitation projects.

2. Approval to Initiate & Award A Contract for Police Training for FY06:

Approval is requested to initiate and award the procurement for basic and in-service training at the Northern Virginia Criminal Justice Training Academy for FY 06.

3. Approval to Modify Regional Customer Service Center (RCSC) SmarTrip Contract:

Approval is requested to modify Contract C05034 to allow reimbursement of \$200,000 in additional operating costs at the Regional Customer Service Center (RCSC) incurred and forecasted to continue due to unanticipated SmarTrip card sales volumes.

4. Approval to Initiate & Award A Contract for the Replacement & Upgrade of Bus Wash Systems:

Approval is requested to initiate and award a competitive contract with options for labor and materials necessary for the replacement of various bus washer equipment. The base contract will include: Four Mile Run, Bladensburg, Western, and Montgomery. Options include replacement of complete bus washing system at Arlington Bus Garage and mid-life washer rehabilitation of components at Landover and Northern Bus Garages.

5. Approval to Initiate & Award A Sole Source Contract Actions for Debit/Credit Software:

Approval is requested to execute a sole source procurement with ACI Worldwide for new software to continue WMATA's Debit/Credit processing and with Cubic Transportation Systems (CTS) to provide system integration of this software to WMATA's Automated Fare Collection System.

6. Approval to Initiate & Award A Contract for Security Equipment In the Fare Box Vault Lanes:

Approval is requested to initiate and award a GSA contract to provide video surveillance for security purposes in the Fare Box vault lanes at all applicable BUSV locations. The video surveillance system will be the Safety Vision Road Recorder 6000. This system will consist of cameras, recording devices, and related hardware.

7. Approval to Initiate & Award A Contract for Track Aerial Lift Unit & A Prime Mover:

Approval is requested to initiate and award one or more competitive contracts for a Track Aerial Lift Unit and a Prime Mover.

8. Approval to Initiate & Award A Contract to Repair Prime Mover:

Approval is requested to initiate and award a competitive contract to repair Prime Mover 43 due to collision damage sustained on the K-Line during Track Rehabilitation work.

9. Approval to Modify A Contract for Ultrasonic Rail Flaw Testing:

Approval is requested to increase funding from \$382,000 to \$1,012,000, a total amount of \$630,000 for modification of the multi year contract for ultrasonic rail flaw testing. This contract modification is required to increase the number of tests (cycles and days) and provide additional services during the contract period of FY05 thru FY08.

10. Approval to Modify A Contract for Gallery Place Signage and Closeout:

Approval is requested to issue a final modification and close out Contract F15789 Gallery Signage. This Board action is required due to the fact that the aggregate value of the change orders exceeds 10% of the award amount.

11. Approval to Execute DOJ Agreement for Appraisal Services for Property Subject to Condemnation Proceeding:

Approval is requested to execute an interagency agreement with the Department of Justice (DOJ) approving the awarding of a contract for an appraisal on a property that is the subject of a condemnation proceeding for property acquisition for the extension of the Blue Line.

12. Approval of Proposed Settlement of Condemnation Proceedings:

Approval is requested for a proposed settlement in condemnation for the acquisition of real property owned by Capital Centre LLP required for the Largo Town Center Metrorail station.

13. Approval to Initiate & Award A Contract to Replace Carpet in 1000 & 4000 Series Railcars:

Approval is requested to initiate and award a competitive contract to replace carpet and repair damaged floorboards on 200 Metrorail cars to augment internal carpet replacement efforts. Modify one or more existing contracts to procure materials including existing carpet contract YR21Q4 with JSTES Carpet.

14. Approval to Modify - Two Parking Lot Equipment Contracts:

Approval is requested to modify two parking lot equipment contracts, 1Z407F and 1Z4078 by the issuance of final decisions to dispose of several long-standing open issues for which WMATA and the Contractor cannot agree on a settlement amount.

15. Deleted

Mr. Zimmerman moved, seconded by Mr. Graham, that the Board approve the fourteen above listed Action Items. This motion was unanimously approved.

Ayes: 6 - Mr. Kauffman, Mrs. Mack, Mr. Deegan, Mr. Zimmerman, Mr. Smith and Mr. Graham

REPORT BY NVTC: No report given.

REPORT BY D.C.: No report given.

REPORT BY WSTC: No report given.

ADJOURNMENT:

Mr. Kauffman moved, seconded by Mr. Zimmerman, that the Board meet in Executive Session immediately following this meeting to discuss contractual and personnel matters. This motion was unanimously approved.

Ayes: 6 - Mr. Kauffman, Mrs. Mack, Mr. Deegan, Mr. Zimmerman, Mr. Smith and Mr. Graham

This meeting was adjourned at 1:17 P.M.

A handwritten signature in cursive script that reads "Harold M. Bartlett". The signature is written in black ink and is positioned above a horizontal line.

Harold M. Bartlett, Secretary/Chief of Staff