



Minutes

1341st Meeting of the Board of Directors May 28, 2009

Chairman Graham called the meeting to order at 11:10 a.m. Present were:

Directors

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

Alternate Directors

Mr. Jeff McKay
Mr. Anthony Giancola
Mr. Marcell Solomon
Mr. William Euille

Board Secretary Loyda Sequeira-Castillo was also present.

Approval of Agenda:

The agenda was approved by unanimous consent.

Approval of Minutes:

The revised minutes of the April 23, 2009 Board meeting and the revised minutes of the April 30, 2009 Special Board meeting were approved as submitted.

Report by Planning, Development and Real Estate Committee

A. FY10 On-Call Consultant Contracts

Mr. Albert moved, seconded by Mrs. Hudgins, approval to authorize the FY10 annual work programs for two on-call engineering services contracts and authorization to amend the FY09 on-call consulting contract SF5070 for construction management costs for the fully-reimbursable project, Glenmont II Parking Structure construction contract. The motion was unanimously approved.

**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*

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

Report by Finance, Administration and Oversight Committee

A. Approve Electricity Swap Agreements

Mr. Benjamin moved, seconded by Mr. Zimmerman, approval of a resolution authorizing the General Manager or Treasurer to enter into Master Commodity Swap Agreements to execute electricity swaps (derivative transactions) for FY2010 and FY2011, and to grant required indemnifications associated with these transactions. The electricity swaps would occur at or below the budget level for electricity. This motion was unanimously approved. A copy of the approved Resolution (2009-38) has been made a part of the official file.

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

B. Approve Terms of Metro Matters Bond Issue

Mr. Benjamin moved, seconded by Mrs. Hudgins, approval of a resolution authorizing the issuance of Series 2009 Metro Matters Bonds in an amount not to exceed \$340 million, with a weighted average interest rate not to exceed 5.50%, and with a term not to exceed 25 years, subject to the jurisdictions opting out with a commensurate reduction in the principal amount, consistent with the Metro Matters Funding Agreement. The motion was unanimously approved. A copy of the approved Resolution (2009-39) has been made a part of the official file.

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

C. Approve Federal Fiscal Year 2010 Annual Disadvantaged Business Enterprise Goal

Mr. Benjamin moved, seconded by Mr. Albert, approval of the 45-day period for public comment on the proposed Federal Annual Disadvantaged Business Enterprise (DBE) program goal of 25% for Federal Fiscal Year 2010. The motion was unanimously approved.

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

D. Approve Neutral Host Reimbursable Capital Project

Mr. Benjamin moved, seconded by Mr. Zimmerman, approval of a resolution to create a reimbursable project to fund Metro's costs associated with the development of a new Wireless Communication Infrastructure system to be fully funded by the Carrier Consortium. The committee established the priority for completion of the work as the 20 busiest rail stations, then the tunnels between those stations, then the rest of the system. This motion was unanimously approved. A copy of the approved Resolution (2009-40) has been made a part of the official file.

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

E. Open Payment System Request for Proposals

Mr. Benjamin moved, seconded by Mrs. Hudgins, approval of the initiation only of a contract action to solicit proposals for an Open Payment System that would allow the use of contactless media such as credit cards and debit cards in Metro's fare system. The Open Payment System would be in addition to the currently accepted SmarTrip[®] cards and magnetic farecards. The motion was unanimously approved.

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

Report by Customer Service, Operations and Safety Committee

A. Approval to Initiate a Contract for Retail Services Demonstration Program

Mr. Zimmerman reported that this item was to be brought back to the committee in June with revisions to the proposal to include the exclusion of food, the inclusion of all Metrorail stations, and an emphasis upon the use of small businesses.

Administrative Actions

Mr. Zimmerman moved, seconded by Mr. Benjamin, approval of Administrative Items numbered 1-3 en bloc. This motion was unanimously approved.

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

1. Approval to Initiate & Award a Contract for Carousel Conversion to AC Power

Approval to initiate and award a competitive contract to furnish the necessary labor and material to convert the horizontal carousel system at Storeroom 400 from DC to AC power.

2. Approval to Initiate & Award Multiple Contracts for Outplacement Services

Approval to initiate and award multiple contracts, if required, for the period 2009-2013, to provide outplacement consulting services to employees affected by reduction-in-force actions.

3. Approval to Award Contract for Hardware for NextFare

Approval to initiate and award a contract through a limited competition to procure additional computer hardware to support the new architectural and development environment requirements for the NextFare Fare Collection system.

4. Approval of Tax Advantaged Lease Termination

After discussion, Mr. Benjamin moved, seconded by Mrs. Hudgins, that the Board receive a briefing on this item, and in particular on the leaseback requiring immediate action, in Executive Session; that the Board grant the authority to take actions deemed necessary until the next Finance, Administration and Oversight Committee meeting; and that the Board receive a full policy discussion on this issue at the next Finance, Administration and Oversight Committee meeting. This motion was unanimously approved.

Mr. Graham moved, seconded by Mr. Benjamin, that the Board meet in Executive Session to discuss personnel matters consistent with Board Procedure VI.C and contractual matters consistent with Board Procedure VI.D. This motion was unanimously approved.

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

At 12:19 p.m. Mr. Graham suspended the public meeting to enter into Executive Session.

Reconvene

At 1 p.m. Chairman Graham reconvened the Public Session. Mr. Graham moved, seconded by Mr. Albert, approval of a resolution authorizing the General Manager to execute the Purchase and Sale Agreement for the DC Village Property. This motion was approved. A copy of the approved Resolution (2009-41) has been made a part of the official file.

Ayes: 4 - Mr. Graham, Mrs. Hudgins, Mr. Albert, and Mr. Solomon
Nays: 1 - Mr. Benjamin
Abstain: 1 - Mr. Zimmerman

Mr. Benjamin moved, seconded by Mrs. Hudgins, approval of a resolution authorizing John B. Catoe, Jr., Carol D. Kissal, Raj Srinath, Mark R. Pohl, and the General Counsel to execute termination documents for the lease/leaseback transactions. The resolution was amended by unanimous consent to read, in the last Resolved clause, as follows:

RESOLVED, That termination of the transactions between Metro and any electing Equity Investor and the making of the required payments are authorized at a cost not to exceed the amount in the Equity Payment Undertaking Agreement(s) plus the reasonable legal costs of the transaction(s) as contractually committed under the terms of the agreement;


This motion was unanimously approved. A copy of the approved Resolution (2009-42) has been made a part of the official file.

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

As a result of the Executive discussion on this item and the action taken upon reconvening of the Board, no future policy discussion is necessary at the next Finance, Administration and Oversight Committee meeting, thereby overriding the motion on tax advantaged lease termination previously approved during the Administrative Item discussion.

Adjournment

The meeting was adjourned at 1:08 p.m.



Loyda Sequeira-Castillo, Board Secretary