



**BOARD OF DIRECTORS
REGULAR MEETING AGENDA**

February 21, 2018 – 1:30 PM

5401 Old Redwood Highway, 1st Floor
Petaluma, CA 94954

1. Call to Order
2. Election of Vice Chair
3. Approval of the January 17, 2018 Board Meeting Minutes
4. Public Comment on Non-agenda Items
5. Board Member Announcements
6. General Manager's Report
7. Consent
 - a. Approval of Monthly Financial Reports
8. Authorize the General Manager to execute Contract Amendment No. 1 with Golden Gate Bridge, Highway and Transportation District in the amount of \$322,596 for Customer Service Needs
9. Authorize the General Manager to execute Contract Amendment No. 4 with The GBS Group in the amount of \$293,768 for on-going maintenance and monitoring services for Internet Connectivity on SMART Trains
10. Consider Options for SMART's Railroad Square Property, located at 34 6th Street and 2 Fourth Street, Santa Rosa, CA

11. Closed Session
 - a. Conference with Labor Negotiator Farhad Mansourian, General Manager pursuant to California Government Code Section 54957.6
Agency Designated Representative: General Manager
Represented Employees: Teamsters Collective Bargaining Unit
 - b. Conference with Legal Counsel regarding whether to initiate litigation pursuant to California Government Code Section 54956.9(d)(4); Number of possible cases: 1.
 - c. Conference with Legal Counsel regarding anticipated litigation pursuant to California Government Code Section 54956.9(d)(2); Number of possible cases: 1 - Lomas Partners, LLC.
12. Report Out of Closed Session
13. Next Regular Meeting Board of Directors, March 7, 2018 – 1:30 PM – 5401 Old Redwood Highway, 1st Floor, Petaluma, CA 94954
14. Adjournment

DISABLED ACCOMMODATION: If you have a disability that requires the agenda materials to be in an alternate format or that requires an interpreter or other person to assist you while attending this meeting, please contact SMART at least 72 hours prior to the meeting to ensure arrangements for accommodation. Please contact the Clerk of the Board at (707) 794-3072 or dial CRS 711 for more information.

DOCUMENTS: Documents distributed by SMART for its monthly Board meeting or committee meetings, and which are not otherwise privileged, may be inspected at SMART's office located at 5401 Old Redwood Highway, Suite 200, Petaluma, CA 94954 during regular business hours. Documents may also be viewed on SMART's website at: www.sonomamarintrain.org. Materials related to an item on this Agenda submitted to SMART after distribution of the agenda packet are available for public inspection at the SMART Office. For information about accessing SMART meetings by public transit, use the trip planner at www.511.org



**BOARD OF DIRECTORS
REGULAR MEETING MINUTES**

January 17, 2018 - 1:30 PM

5401 Old Redwood Highway, 1st Floor
Petaluma, CA 94954

1. Call to Order

Chair Fudge called the meeting to order at 1:30pm. Directors Arnold, Connolly, Eddie, Mackenzie, Pahre, Phillips, Rabbitt, Russell and Zane were present. Directors Hillmer and Lucan absent.

Chair Fudge welcomed Marin County Supervisor, District 1 Damon Connolly, who was appointed to the SMART Board by the Marin County Board of Supervisors. Director Connolly stated that he is happy to be onboard, transportation and transit are a huge focus of his. Director Connolly is also Metropolitan Transportation Commissioner for Marin County. Chair Fudge thanked Kathrin Sears for her years of service on the SMART Board.

Director Zane arrived 1:32 PM

2. Approval of the December 6, 2017 Board Meeting Minutes

MOTION: Director Russell moved approval of December 6, 2017 minutes as presented. Director Phillips second. The motion carries 10-0-0. (Directors Lucan and Hillmer absent)

3. Public Comment on Non-Agenda Items

Rick Coates had the opportunity to ride several different trains in the South Bay, Central Valley, and Sacramento Valley during the holiday. He said that SMART has learned from other transit agencies mistakes and is by far the best commuter train in the North Bay. He congratulated the Board and SMART staff.

James Duncan stated that at the December 6, 2017 Board Meeting, he requested that the Board directs SMART staff to provide him with various information regarding the Jennings Avenue Crossing in Santa Rosa. He is not aware that any documents have been prepared regarding the Jennings Avenue crossing. Mr. Duncan proceeded to give an overview history

of the project, and provided his written comments and request to each Board member. Document on file with the Clerk of the Board.

Josh Curtis (Resident of Petaluma) he mentioned that is his first time attending a Board meeting and a long time SMART supporter. He said that it's difficult for Veterans to obtain the Veteran's discount through the Eco-Pass program. HH also stated that SMART should consider re-evaluating the time schedule to have less gaps during commute hours.

Duane Bellinger mentioned that it's a pleasure to ride the SMART train, however the Downtown Petaluma Station parking lot is always full. He suggested that SMART consider having additional parking in Downtown Petaluma. SMART should conduct a survey to address the Petaluma residents east and west parking needs.

4. Board Member Announcements

Director Rabbitt stated that when the Eastside (Corona Site) station was proposed in the Petaluma Stationary Plan the majority of site was parking with a small commercial building in the corner. The SMART parking issues at each station is a sign of SMART success and we will need to deal with it on on-going bases like other transit agencies. Also, glad that SMART will be exploring the Veterans' and train schedule issues at a later date.

Director Zane stated that she has been asked by people why SMART does not have enough or additional parking at many stations. She recommended that through the Chair and SMART General Manager that a discussion for construction of parking be brought back in the near future.

Chair Fudge stated that on Wednesday, January 10th Director Russell and Healdsburg Council Member Joe Naujokas attended and spoke at the Metropolitan Transportation Commission (MTC) Programming and Allocation meeting to lobby for rail funds to extend SMART's passenger service to Windsor and 5-year funding plan recommendation to the State. The Committee did not approve the recommendation however, SMART will continue to pursue options to move the project forward and it was helpful to have a representative from Healdsburg to attend the meeting. The Larkspur Extension Project of \$20M remained in the MTC recommendations.

5. General Manager's Report

Chair Fudge asked the General Manager to respond to the Veterans discount issue and how SMART is researching on how to fill the train schedule gap.

General Manager Mansourian reported that since opening day, SMART has carried 279, 000 passengers and 23,000 bicycles. The revenue exceeds at this time of what was predicted in the approved in the budget.

Mr. Mansourian said that SMART entered into partnership with Sonic in 2015 for the fiber optic system in Sonoma and Marin Counties. He reported that Sonic has provided fiber optic services to over 2,200 business, thousand more business locations will be connected over the next two years. Additionally, over 60 North Bay schools are expected to be connected by end of 2018 at no cost.

Mr. Mansourian stated that SMART continues to work with the Federal Transit Administration to secure the Larkspur Extension Project grant agreement and construction has started. SMART continues to have heavy negotiations in Washington, DC and Sacramento Capital to obtain signatures on the grant agreement. He thanked Chair Fudge, Director Russell and the Board members for the continued support and lobbying to for funds at MTC. Also, on January 12, 2018 SMART submitted a grant application to the California State Transportation Agency requesting funds for the SMART Larkspur to Windsor Corridor Projects. He acknowledge and thanked Joanne Parker for working diligently in submitting the grant application.

Mr. Mansourian asked Directors Rabbitt and Zane for a briefing meeting to discuss and resolve the Veterans discount issue.

Mr. Mansourian stated that when the train schedule was developed there were two 90 minutes gap in the Northbound and Southbound schedule. In order to close those gaps additional Engineer-Conductors need to be hired. SMART continues to research on ways to close the gap. Since, the last Board meeting three staff members have resigned due to high cost housing and cost of living.

Directors Comments'

Director Rabbitt asked if the gap is closed, will the 3 cars trains go back to 2 cars or does SMART have enough reserved cars. Mr. Mansourian responded that SMART continue to evaluate and will receive 4 new car sets by end of 2018. SMART needs to have enough cars on spare in case of mechanical/emergency issues occur. The Operations staff has done an excellent job transferring passenger to other cars when there has been a mechanical problem with minimal train service interruptions.

Director Phillips asked if hiring more Engineers-Conductors enables SMART to run 5 trains. Mr. Mansourian responded yes, SMART has 7 train sets and 1 needs to remain reserved in case of emergency. Once additional staff is hired and the additional 4 trainset arrives SMART will be able to evaluate gaps. Director Phillips asked as a Board member shall he feel reasonably comfortable that SMART will receive the \$20M for the Larkspur Extension Project. Mr. Mansourian responded that Congressman Huffman has been a tremendous supporter to continue to move the project forward and is working with all federal delegates, it is not a SMART issue, and it is a federal level issue. SMART received authorization to begin construction and the final grant agreement is being held at the highest level of the Federal Government. SMART is optimistic but looking for funding options.

Director Mackenzie said that a competitive grant programs was set up by Senate Bill 1 to distribute funds. When SMART appears in front of MTC to request an endorsement on the Transit and Intercity Rail Capital Program which is one of three competitive grant programs SMART was competing against various transit programs in the Bay Area. On January 24, 2018, the Bay Area Toll Authority Committee will consider the approval of Regional Measure 3 ballot placement for the nine bay area counties. Regional Measure 3 will consider the following the Bettini Transit Center and Extension North (Windsor, Healdsburg, Cloverdale).

Director Mackenzie also, ask the General Manager to give the board an update of the maintenance on the 7 trainset. Mr. Mansourian responded that SMART continues to work with various contractors when parts break down. Director Mackenzie asked for the time schedule service record. Mr. Mansourian responded that he meets with the Operations Manager and staff to review and look at issues that can be resolved. An improvement was made when the addition of the 3 car was made but passengers not being familiar with Clipper card can cause delays, however, the biggest issue that causes delays are drivers not paying attention and drunk drivers that go on SMART tracks.

Director Zane suggested receiving a quarterly safety report by the Chief of Police Welch will be very helpful. She asked if cows have been on the track. Operations Manager Duane Sayers responded that some have been spotted at Scenic/Todd area.

6. Consent
 - a. Approval of Monthly Financial Reports
 - b. Approve a Resolution for the addition of (2) Full Time Engineer-Conductor Positions and (1) Part Time Bridge Tender Position
 - c. Approval of Masabi LLC Contract Amendment No. 1

Chair Fudge asked for Board and public comments on the proposed Consent Agenda.

Consent Item 6a: Monthly Financial Reports

Director Phillips asked for clarification on Adjustments YTD Actuals and FY 2017-18 Budgeted amounts. Ms. McGrath responded that the Adjustments on the Monthly Financial Report was added as part of a previous request. The amounts represent the Depreciation line item party because it's an accounting adjustment and not cash. Director Phillips mentioned that he has meet with General Manager Mansourian and Chief Financial Officer McGrath to present a different approach to the Monthly Financial Report. He thanked them both.

MOTION: Director Arnold moved approval of the Consent Agenda as presented. Director Mackenzie second. The motion carries 10-0-0 (Directors Lucan and Hillmer absent).

7. Approve the Resolutions Designating SMART Authorized Agents and Other Required Documents for Senate Bill 1 State Rail Assistant Program Funds and State Transit Assistant State of Good Repair Program Funds

Programming and Grants Manager Joanne Parker state that the resolutions will designate the General Manager as the Authorize Agent to submit application grants for 1) Senate Bill 1 State Rail Assistance Program Funds and 2) State Transit Assistant State of Good Repair Program Funds.

The State Rail Assistant funds can be used for operating and capital expenses and the State Transit Assistance of Good Repair funds can be used for transit capital projects or services to maintain or repair transit operator's fleet or transit facilities.

MOTION: Director Eddie moved to approve the Resolutions Designating SMART Authorized Agents and Other Required Documents for Senate Bill 1 State Rail Assistant Program Funds and State Transit Assistant State of Good Repair Program Funds as presented. Director Mackenzie second. The motion carries 10-0-0 (Directors Lucan and Hillmer absent).

8. Authorize the General Manager to Execute Contract No. EV-PS-17-001 with Hanford ARC in an amount of \$183,689 for the Implementation and Monitoring of the Las Gallinas Creek Watershed and Riparian

Chief Engineer Bill Gamlen stated that Hanford ARC contract for your approval today is to install riparian mitigation along the recently finished multiuse pathway between Marin Civic Center Station to North San Pedro Drive in San Rafael. The contract allows for on-site mitigation, restores riparian habitat at Las Gallinas Creek Watershed area, and monitoring and reporting the progress for four years.

Directors Comments'

Director Rabbitt asked for clarification if the mitigation will be on site. Mr. Gamlen responded yes.

MOTION: Director Connolly moved to authorize the General Manager to Execute Contract No. EV-PS-17-001 with Hanford ARC in an amount of \$183,689 for the Implementation and Monitoring of the Las Gallinas Creek Watershed and Riparian as presented. Director Arnold second. The motion carries 10-0-0 (Directors Lucan and Hillmer absent).

9. Approve and Authorize the Board Chair to Execute the Collective Bargaining Agreement between Sonoma-Marin Area Rail Transit District and International Brotherhood of Teamster Local Union Number 665 for the period of January 15, 2018 to June 30, 2019

Human Resources Manager, Lisa Hansley, presented the first Collective Bargaining Agreement between SMART and the Teamster Union which represents the District's Signal Technician, Track Maintainers and Bridge Tenders.

The agreement retains the District's current policies and procedures with modifications to salaries and benefits.

Public Comment

Jack Swearingen asked for clarification of the job classes. Mr. Mansourian responded that the agreement represents the Signal Technician, Track Maintainers and Bridge Tenders.

MOTION: Director Eddie moved to Approve and Authorize the Board Chair to Execute the Collective Bargaining Agreement between Sonoma-Marine Area Rail Transit District and International Brotherhood of Teamster Local Union Number 665 for the period of January 15, 2018 to June 30, 2019 as presented. Director Phillips second. The motion carries 10-0-0 (Directors Lucan and Hillmer absent).

Public Comment on Closed Session 10a

Willard Richards (Santa Rosa resident) stated he was disappointed to read the Press Democrat article by Kevin McCallum indicating that ROEM and SMART could not reach an agreement for the Santa Rosa Railroad Square Property. He and the Friends of SMART suggested that SMART research and resolve the title and mitigation issues that ROEM addressed prior to another request for qualifications.

Chair Fudge adjourned the Board to closed session at 2:19 p.m. to discuss the following:

10. Closed Session

- a. Conference with General Manager, Farhad Mansourian, pursuant to California Government Code Section 54956.8 regarding real estate property negotiations.
Property: Sonoma-Marine Area Rail Transit District
Santa Rosa property located at 2 W. 3rd St. and 34 W. 6th St.
APN #: 010-171-019, 010-166-003
Negotiating parties: Farhad Mansourian – ROEM

- b. Conference with General Manager, Farhad Mansourian, pursuant to California Government Code Section 54956.8 regarding real estate property negotiations.
Property: APN(s): 007-131-003; 007-131-004 and 137-061-019
315 D Street and 890 N. McDowell Blvd., Petaluma
Negotiating Parties: Farhad Mansourian – Lomas Partners

- c. Conference with the Chief of Police and General Manager regarding security of public services and public facilities pursuant to California Government Code Section 54957.

11. Report Out of Closed Session

Chair Fudge reported out of closed session at 4:16 p.m. on the following:

- a. Conference with General Manager, Farhad Mansourian, pursuant to California Government Code Section 54956.8 regarding real estate property negotiations.

Property: Sonoma-Marín Area Rail Transit District
Santa Rosa property located at 2 W. 3rd St. and 34 W. 6th St.

APN #: 010-171-019, 010-166-003

Negotiating parties: Farhad Mansourian – ROEM

Report Out: Direction given to staff.

- b. Conference with General Manager, Farhad Mansourian, pursuant to California Government Code Section 54956.8 regarding real estate property negotiations.

Property: APN(s): 007-131-003; 007-131-004 and 137-061-019
315 D Street and 890 N. McDowell Blvd., Petaluma

Negotiating Parties: Farhad Mansourian – Lomas Partners

Report Out: Direction given to staff.

- c. Conference with the Chief of Police and General Manager regarding security of public services and public facilities pursuant to California Government Code Section 54957.

Report Out: Direction given to staff.

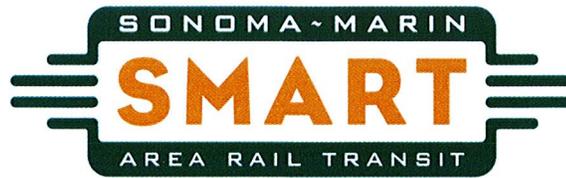
12. Next Regular Meeting Board of Directors, February 7, 2018 – 5401 Old Redwood Highway, 1st Floor, Petaluma, CA 94954

11. Adjournment – Meeting adjourned at 4:17 p.m.

Respectfully submitted,

Leticia Rosas-Mendoza
Clerk of the Board

Approved on: _____



Debora Fudge, Chair
 Sonoma County Mayors and
 Councilmembers Association

February 21, 2018

Judy Arnold
 Marin County Board of Supervisors

Sonoma-Marín Area Rail Transit Board of Directors
 5401 Old Redwood Highway, Suite 200
 Petaluma, CA 94954

Damon Connolly
 Marin County Board of Supervisors

Jim Eddie
 Golden Gate Bridge,
 Highway/Transportation District

SUBJECT: Monthly Finance Reports

Dan Hillmer
 Marin Council of Mayors and
 Councilmembers

Dear Board Members:

Eric Lucan
 Transportation Authority of Marin

RECOMMENDATION: Information Item

Jake Mackenzie
 Sonoma Mayors and Councilmembers
 Association

SUMMARY:

This month we have revised the reports to provide more revenue information. Specifically, revenues have been allocated to the three expenditure divisions of SMART, Administration, Capital and Operating. This view of our budget provides further detail to your Board on the use of prior year revenues, in the form of fund balance, to fund current operations and completion of the capital project. The Investment and Capital Project reports are now on the second page of the Monthly Reports.

Barbara Pahre
 Golden Gate Bridge,
 Highway/Transportation District

Gary Phillips
 Transportation Authority of Marin

David Rabbitt
 Sonoma County Board of Supervisors

Carol Russell
 Sonoma Mayors and Councilmembers
 Association

Shirlee Zane
 Sonoma County Board of Supervisors

From a budget and financial perspective, the changes to this report do not reflect any significant difference to the approval of the Fiscal Year 2017-18 budget in June. Spending is within overall budgetary authority as approved by your Board. As part of the budget process, we reported to you that we anticipated ending Fiscal Year 2017-18 with an operating reserve of \$16.2 million. Since that time your Board has approved additional salary and position increases of \$792,340. However, we also have received some unanticipated revenue related to real estate and may have other savings that mitigate that increase. Our goal this year is to maintain the reserve at \$16 million. In May 2018 when we report on the budget proposal, we will provide an update to all current year spending as well as more detailed information on our capital projects, including completion of the Phase 1 project.

Farhad Mansourian
 General Manager

A handwritten signature in blue ink, appearing to read "Farhad", is written over the printed name and title.

5401 Old Redwood Highway
 Suite 200
 Petaluma, CA 94954
 Phone: 707-794-3330
 Fax: 707-794-3037
 www.sonomamarintrain.org

As part of the reorganization of the revenues showing the breakout by division, we are adjusting revenues associated with the Larkspur project to match more accurately the flow of funding. We anticipate bringing a budget amendment to you in the coming weeks as the cash flow on that project becomes more clear. Because of the delay in executing our major federal grants, we are utilizing Bridge Toll funding almost exclusively for continued progress on the project.

Very truly yours,



Erin McGrath
Chief Financial Officer

Attachment(s): Monthly Financial Report
Contract Summary

Sonoma-Marin Area Rail Transit District
Monthly Finance Reports
Through January 2018

Budget Report

	FY 2017-18 Budget	YTD	Remaining Budget
Revenues			
Administration			
Sales/Use Taxes	\$ 26,089,840	\$ 15,797,139	\$ 10,292,701
Interest Earnings	295,000	294,883	117
Rent - Real Estate	394,088	263,681	130,407
Miscellaneous Revenue	50,000	1,759,521	(1,709,521)
Subtotal	26,828,928	18,115,224	8,713,704
Operations			
Use of Fund Balance	5,518,270	5,518,270	-
Sales/Use Taxes	10,922,133		10,922,133
Fare & Parking Revenue	2,950,000	1,673,072	1,276,928
State Grants	3,000,000	-	3,000,000
Charges For Services	30,000	36,073	(6,073)
Subtotal	22,420,403	7,227,415	15,192,988
Capital			
Use of Fund Balance	20,538,185	20,538,185	-
Federal Funds	267,910	-	267,910
State Grants	278,096	-	278,096
Other Governments	4,663,350	157,490	4,505,860
Measure M	325,000	119,251	205,749
MTC - RM2	16,792,844	3,517,844	13,275,000
Subtotal	\$ 42,865,385	\$ 24,332,770	\$ 18,532,615
Revenue Total	\$ 92,114,716	\$ 49,675,409	\$ 42,439,307
Expenditures			
Administration			
Salaries & Benefits	\$ 5,373,379	\$ 2,508,798	\$ 2,864,581
Services & Supplies	7,154,105	2,054,574	5,099,531
Debt Service/ Other Charges	14,216,444	4,016,894	10,199,550
Machinery & Equipment	85,000	-	85,000
Subtotal	26,828,928	8,580,266	18,248,661
Operations			
Salaries & Benefits	13,076,545	6,459,302	6,617,243
Services & Supplies	7,695,769	2,568,460	5,127,310
Buildings & Capital Improvements	1,048,089	223,021	825,068
Appropriations for Contingencies	600,000	-	600,000
Subtotal	22,420,403	9,250,782	13,169,621
Capital			
Salaries & Benefits	1,346,966	578,455	768,511
Services & Supplies	1,009,321	205,437	803,884
Other Charges	3,110,000	105,872	3,004,128
Land	2,839,000	2,018,550	820,450
Buildings & Capital Improvements	170,000	170,000	-
Machinery & Equipment	9,821,070	3,425,096	6,395,974
Infrastructure	24,568,998	10,143,036	14,425,962
Subtotal	\$ 42,865,355	\$ 16,646,447	\$ 26,218,909
Expenditure Total	\$ 92,114,686	\$ 34,477,495	\$ 57,637,191

Sonoma-Marín Area Rail Transit District
Monthly Finance Reports
Through January 2018

Investment Report

	Amount
Bond Reserve Fund	
Sonoma County Treasury Pool	\$ 17,072,500
Interest Fund	
Sonoma County Treasury Pool	3,350,388
Project Fund	
Sonoma County Treasury Pool	372,535
Principal Fund	
Sonoma County Treasury Pool	5,700,218
SMART Operating Accounts	
Bank of Marin	6,968,782
Sonoma County Treasury Pool	30,168,718
	\$ 63,633,141

Capital Project Report

	Budget	Actual	Remaining
Phase 1 Operating Segment			
Revenues	\$ 448,207,379	442,075,704	6,131,675
Expenditures	448,207,379	416,830,639	31,376,740
Additional Railcar Purchase			
Revenues	11,000,000	220,000	10,780,000
Expenditures	11,000,000	220,000	10,780,000
San Rafael to Larkspur Extension			
Revenues	55,435,059	3,125,000	52,310,059
Expenditures	55,435,059	11,339,229	\$ 44,095,830



Contract Summary

Active Contracts as of January 31, 2018

Contractor	Scope	Fiscal Year 17-18 Projected	Fiscal Year 17/18 Actuals-To-Date
A.J. Janitorial Service	SMART Station Janitorial and Related Services	\$75,550.00	\$39,650.00
A.J. Janitorial Service	Janitorial Services for the ROC, Fulton, and Roblar	\$25,000.00	\$10,258.00
Adobe Associates Inc.	Real Estate Property Support Services	\$12,000.00	\$7,392.00
ADS System Safety Consulting, LLC	Safety Program Development and Emergency Preparedness Consultation Services	\$39,912.00	\$0.00
Ahlborn Fence & Steel, Inc.	Fencing and Gate Installation Services at the ROC	\$2,815.00	\$2,815.00
Ahlborn Fence & Steel, Inc.	Claim-Based Fencing Repair Work	\$3,950.00	\$3,950.00
Alcohol & Drug Testing Services, LLC	DOT Drug and Alcohol Testing	\$35,000.00	\$4,941.00
Alliant Insurance Services	Insurance Brokerage & Risk Management Services	\$71,000.00	\$0.00
Amerikiwi, LLC	Container Lifting and Transporting Services	\$5,000.00	\$4,475.00
Aramark Uniform Services	Employee Uniform Provider and Cleaning Service	\$60,000.00	\$9,850.00
Area West Environmental, Inc	Environmental Compliance Support Services	\$44,491.00	\$0.00
Asbury Environmental Services (AES)	Recycling & Disposal Service for Used Oil, Fuel Filters, Rags, and Related Equipment	\$11,439.00	\$2,395.00
Barbier Security Group	Security Guard/Patrol Services	\$25,000.00	\$10,600.00
Becoming Independent	Emergency Bus Bridge Services	\$20,000.00	\$10,600.00
Bender Rosenthal, Inc.	Real Estate Support Services for Larkspur Extension	\$98,780.00	\$35,271.00
Bettin Investigations	Background Investigations	\$10,000.00	\$6,525.00
Big Cat Advertising	Digital Advertising Services	\$18,000.00	\$10,500.00
Biggs Cardosa Associates, Inc.	Engineering Design and Construction Support for Payran to Southpoint Multi-Use Pathway	\$325,000.00	\$119,358.00
Braaford D. Andersen dba Andersen Window Tinting	Anti-Graffiti Film and Window Tinting Installation Services for Stations	\$1,850.00	\$1,850.00
Bullet Guard	Design and Installation of Safety Glass	\$10,804.00	\$0.00
Burke, Williams & Sorensen, LLP	Litigation Support Services	\$129,348.00	\$99,901.00
Cal Accessibility, Inc.	ADA Compliance Support Services	\$20,000.00	\$0.00
CALOPPS - City of Foster City	Internet Employment Website - CALOPPS	\$2,000.00	\$0.00
Cascade Training Center	AED Program Management	\$6,610.00	\$6,610.00
Certified Employment Group	Temporary Staffing Services	\$36,470.00	\$15,820.00
Cinquini & Passarino, Inc.	Land Surveying and Related Services	\$15,000.00	\$1,245.00
CMC Traffic Control Specialists	Flagging, Traffic Control, and Related Services	\$254,762.00	\$220,858.00
Coates Field Service, Inc.	Real Estate Acquisition and Relocation Services	\$20,000.00	\$2,985.00
David Rzepinski & Associates	Transit Market, Fare Analysis, Coordination	\$10,000.00	\$306.00
David Tattersall & Co.	Real Estate Appraisal Services	\$10,000.00	\$0.00
David Tattersall & Co. Real Estate Advisory Service	Real Estate Appraisal Services for Larkspur Extension	\$10,000.00	\$0.00
DeAngelo Brothers, LLC (DBI Services)	Vegetation Control Services	\$24,627.00	\$20,579.00
Demo Enterprises	ROW Maintenance & Weed Abatement	\$89,420.00	\$58,915.00
DGD Feeds (dba Frizelle Enos Feeds)	Dust Suppression Services for Downtown Petaluma and Airport Blvd Park & Ride Lots	\$3,000.00	\$2,722.00
Diego Truck Repair	Towing, Recoveries, Demolition, and Related Services	\$1,000.00	\$1,000.00
Dr. Mark Clementi	Pre-Employment Psychological Evaluations	\$15,000.00	\$13,363.00
eLock Technologies, LLC	Station Bike Lockers and Maintenance Services	\$0.00	\$0.00
Empire Cleaners	Uniform Dry-Cleaning, Laundering, and Related Services	\$41,873.00	\$17,476.00
Emtec Consulting Services, LLC	Oracle Accounting System Support Services	\$65,000.00	\$3,638.00
ePath Learning, Inc.	Cloud-Based Training / Learning Management Software	\$6,180.00	\$6,180.00
Everbridge, Inc.	Nixie Computer Software (Cloud-based)	\$15,662.00	\$15,662.00
George Hills Company, Inc.	Third Party Claims Administration Services	\$60,000.00	\$949.00
GHD, Inc.	SWPP Compliance, AutoCAD Management, Traffic and Hydraulic Analysis for CP4	\$182,373.00	\$13,439.00
Golden Gate Bridge, Highway and Transportation District	Customer Service Support Services	\$89,806.00	\$84,000.00
Golden Gate Bridge, Highway and Transportation District	Weekend Bus Service between San Rafael Transit Center and Larkspur Ferry	\$43,578.00	\$11,217.00
GP Crane & Hoist Services	Cal/DOSHA Crane Inspection Services	\$11,050.00	\$900.00
Granicus, Inc.	Media Streaming & Internet Broadcasting Services	\$8,500.00	\$4,585.00
Hanford A.R.C.	Implementation and Monitoring Las Gallinas Creek Riparian Enhancement Plan	\$108,686.00	\$0.00
Heavy Equipment Transportation, Inc.	Transportation Services for Heavy Machinery and Equipment	\$3,300.00	\$845.00
Holland Company	Track Geometry and Measurement Services	\$30,000.00	\$0.00
Hulcher Services, Inc.	Derailment & Hazmat Services	\$40,000.00	\$0.00
ICF Jones & Stokes, Inc.	Environmental Permitting Management and Support Services	\$360,320.00	\$109,421.00
Intellectra, Inc.	Internet/Cellular Tower Maintenance Services	\$37,538.00	\$11,000.00

Contractor	Scope	Fiscal Year 17-18 Projected	Fiscal Year 17/18 Actuals-To-Date
Intelligent Technology Solutions, Inc.	Maximo MMS Implementation and Support Services	\$122,101.00	\$89,955.00
James Flageollet	Legal Services	\$109,325.00	\$56,030.00
John Zanzi	Fire and Life Safety Planning	\$10,000.00	\$4,838.00
Krebs Construction Services, Inc	Project Cost Management Services	\$1,000.00	\$0.00
Leete Generators	Generator Maintenance	\$4,000.00	\$857.00
Lescure Company, Inc.	Fuel Reel Removal and Capping of Fueling Outlets	\$24,725.00	\$24,725.00
LTK Engineering Services	Vehicle and Systems Design and Construction Management Services	\$758,667.00	\$390,362.00
Managed Health Network	Employee Assistance Program (EAP) Services	\$4,500.00	\$2,520.00
MaxAccel	Compliance Management Software Design/Implementation/Asset Management	\$14,500.00	\$9,500.00
Maze & Associates	Financial Audit Services	\$40,540.00	\$34,704.00
MGrodner, LLC	Project Management Services	\$99,575.00	\$18,045.00
Netspeed Solutions, Inc.	Avaya IP Office Support and Professional Services at Roblar	\$1,417.00	\$1,417.00
Netspeed Solutions, Inc.	Avaya IP Office Support and Professional Services at Petaluma, ROC, and MDW	\$5,800.00	\$5,800.00
Netwoven Inc.	Design Information Architecture for Document and Project Management Technology	\$46,050.00	\$22,034.00
North Bay SAP Services	Substance Abuse Professional Services	\$5,000.00	\$0.00
Nossaman LLP	Legal Services - Railroad Regulatory Issues & Transit D-B Projects	\$75,000.00	\$0.00
Occupational Health Centers of CA	Pre-Employment Evaluation Services	\$9,421.00	\$5,308.00
Oracle	Fusion Enterprise Resource Planning (ERP) Software & Hosting Services	\$42,707.00	\$21,353.00
Parks Electric	On-Call Electrical Contracting Services	\$10,000.00	\$6,085.00
Parodi Investigative Solutions	Pre-Employment Background Investigation Services	\$13,850.00	\$10,000.00
Paychex	Payroll Processing Services	\$31,000.00	\$17,787.00
Platinum Advisors, LLC	State Legislative Advocacy Services	\$120,000.00	\$60,000.00
Portola Systems, Inc.	SMART Station Network Configuration Services	\$185,006.00	\$44,280.00
Public Financial Management, Inc.	Financial Advisory Services	\$5,000.00	\$0.00
Public Financial Management, Inc.	Arbitrage Rebate Compliance Services	\$2,000.00	\$0.00
RailPross, Inc.	Professional Engineering Services for Larkspur Extension	\$180,000.00	\$164,997.00
Reyff Electric Company	On-Call Electrician Services	\$6,820.00	\$0.00
ServPro of Lake Mendocino and Sonoma County	Biohazard Clean-Up and Hazmat Services	\$24,360.00	\$0.00
Shimick Construction Co, Inc.	D/B Construction of IOS2, Haystack, OMF, Station Finishes and Pathway	\$3,292,813.00	\$2,812,405.00
Sonoma County Fleet Operation Division	Non-Revenue Fleet Maintenance Services	\$75,000.00	\$0.00
Sonoma County Probation Department	Right-of-Way Vegetation Control, Brush and Debris Removal, and Homeless Camp Clean-up	\$42,160.00	\$6,541.00
Sperry Rail Service	Rail Flaw Detection Services	\$10,000.00	\$0.00
SPTI Consulting	Network Infrastructure, Security, Migration and Setup Services	\$133,416.00	\$61,290.00
Stacy and Witbeck/Herzog, JV	Design/Build Construction of Civil, Track & Structures Improvements of Larkspur Extension	\$11,500,000.00	\$6,055,028.00
Stacy and Witbeck/Herzog, JV	Design/ Build Construction of Civil, Track & Structures Improvements of IOS-1	\$1,178,173.00	\$604,068.00
Stercycle, Inc.	Medical Waste Pick-Up and Disposal Services	\$1,918.00	\$0.00
Steve Taylor Excavation	Excavation, Asphalt, and Related Contracting Services	\$35,000.00	\$0.00
Stripe N Seal	Painting, Stenciling, and Asphalt Sealing Services	\$13,386.00	\$0.00
STV, Inc.	On-Call Railroad Bridge Inspection Services	\$50,000.00	\$0.00
Sumitomo Corporation	Manufacture & Delivery of Vehicles	\$8,978,318.00	\$3,088,446.00
Summit Signal, Inc.	Emergency Call-Out Services for Track and Signals	\$10,000.00	\$0.00
The GBS Group	Internet Connectivity (Wi-Fi) for SMART Trains	\$254,647.00	\$172,640.00
United Mechanical Incorporated	HVAC Installation Services for SMART Facilities	\$16,832.00	\$16,832.00
United Mechanical Incorporated	HVAC Maintenance Services at SMART Facilities	\$24,994.00	\$0.00
Utah Transit Authority	DMU Wheel Truing Services	\$90,000.00	\$0.00
Van Scoyoc Associates	Federal Legislative Advocacy Services	\$51,000.00	\$20,000.00
Ventek Transit Inc.	Fare Vending Machine Operations and Maintenance Services	\$225,000.00	\$54,772.00
Viewu	Cloud-Based Storage of Security Data	\$720.00	\$720.00
WBE	Design and Installation of Security Equipment	\$95,088.00	\$88,786.00
WBE	Existing CCTV System On-Call Maintenance	\$40,000.00	\$8,477.00
William Campagna	Disability Access Consultant Services	\$30,000.00	\$7,125.00
	Totals	\$30,747,523.00	\$14,921,146.00

*Actuals-To-Date includes invoices that have been approved as of January 31, 2018, but may not have been processed in SMART's Financial System.



February 21, 2018

Debora Fudge, Chair
 Sonoma County Mayors and
 Councilmembers Association

Judy Arnold
 Marin County Board of Supervisors

Damon Connolly
 Marin County Board of Supervisors

Jim Eddie
 Golden Gate Bridge,
 Highway/Transportation District

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Farhad Mansourian
 General Manager

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 Phone: 707-794-3330
 Fax: 707-794-3037
 www.sonomamarintrain.org

Sonoma-Marín Area Rail Transit Board of Directors
 5401 Old Redwood Highway, Suite 200
 Petaluma, CA 94954

SUBJECT: Approve Contract Amendment No. 1 Golden Gate Bridge,
 Highway and Transportation District for Customer Service Needs

Dear Board Members:

RECOMMENDATION:

Authorize the General Manager to execute Contract Amendment No. 1 with Golden Gate Bridge, Highway and Transportation District (GGT) for customer service in the amount of \$322,596 for a total not-to-exceed contract amount of \$430,596.

SUMMARY:

SMART's successful passenger rail service has now carried more than 330,000 passengers in less than six months. Providing excellent customer service is a vital component of SMART's success. As a new service, it is essential that we are responsive to questions and complaints in a timely manner, and that a system is in place to effectively track all customer service issues.

SMART currently contracts with the Golden Gate Bridge Highway and Transportation District (GGT) to meet a full slate of customer service needs. Golden Gate Transit has an established customer service center in downtown San Rafael at the Bettini Transit Center, adjacent to SMART's station in San Rafael. The customer service center operates Monday through Friday from 7 a.m. to 6 p.m. and is staffed by a customer service supervisor and six customer relations assistants. In addition to SMART, Golden Gate Transit also provides contracted customer services for Marin Transit.

SMART's existing contract with GGT, which was authorized by your Board in May of 2016, provided for a comprehensive package of customer services, including:

- Responding to customer service calls and providing service information including inquiries about fares, schedules, and connections to other public transit providers.

- Fielding email and voicemail customer service inquiries.
- Fielding complaints and general inquiries, including properly logging all contacts, follow-up, resolution and close out.
- Receiving and logging of items left on trains, and tracking the return lost items to their owners.
- Selling and issuing Clipper Cards, including discount cards for seniors, youth, and passengers with disabilities.
- Providing walk-up window customer service.

SMART's partnership with Golden Gate Transit allows us to meet the high demand for customer service that comes in through calls, emails, and walk-inquiries —a volume of service that we are not staffed to handle at our Petaluma offices alone. The potential costs and staff time associated with handling all customer service in-house would include: a minimum of two FTE customer service positions, a supervisor, a physical office location along the right-of-way to allow for easy access to SMART riders, storage at that location for lost and found items, costs associated with installing computers with secure connections, phone lines and office equipment. Having a Customer Service Center in San Rafael near our station also provides a SMART-train accessible option for customers, and offers an option for our Marin County based passengers in addition to our offices in Petaluma.

Because we were not in service when the initial contract was issued, contract fees were based on an estimate that SMART would account for 15% of the customer services provided, with Golden Gate Transit and Marin Transit accounting for the remainder. Both SMART and GGT agreed to review the contract and terms once SMART was in operation to re-evaluate fees based on metrics garnered over the nine-month contract period.

Those metrics point to SMART's overwhelming success, and show that demand for services has nearly doubled. SMART customers accounted for 26% percent of all customer calls; 20% of all Lost and Found services; 30% of customer service email and voicemail inquiries; and 50 % of all walk-up window services. Since SMART began, GGT responded to an average of 1,068 SMART-related customer calls per month; more than 100 lost and found items per month; and an average of 1,038 emails per month.

With the current contract set to expire and with new metrics based on actual services provided, SMART is requesting your Board approve Amendment No. 1 to continue customer services for the next year at a new monthly rate of \$26,883. SMART and Golden Gate will review the metrics quarterly and make adjustments, to ensure we pay only for services rendered.

Scope of Work

The scope of work that GGT will provide for SMART includes but is not limited to the following services:

- Answer and respond to customer phone calls placed to the Customer Service Center (CSC) and respond to customer service related emails seeking information on SMART service.

- Enter, process and administer incidents into the incident system. Customer Service staff will make contact with all customers within two days of receiving a complaint or inquiry.
- Process Lost & Found items including logging, customer contact, reunification of items with customers, as well as disposal of unclaimed items.
- Provide walk-up window services to SMART customers that includes selling Clipper Cards, fielding inquiries, and Lost & Found pickup

Other Requirements

- SMART will provide training as needed to educate GGT customer service staff on SMART services.
- GGT and SMART will hold monthly customer service meetings to review policies, procedures and monthly metrics.
- GGT and SMART will review the customer service budget quarterly, including reviewing staffing levels.
- The contract would be subject to reciprocal termination by either agency with a three-month written notice.

Proposed Budget

Based on current data on the volume of SMART-related customer service inquiries, the contract amendment cost is \$26,883 per month. The basis for monthly costs for customer services in Amendment No. 1 are:

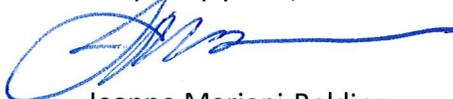
\$8,255	Customer Service Calls (26 %)
\$903	Lost & Found (20%)
\$2,598	Email Responses (30%)
\$404	Voicemails (30%)
\$14,723	Window customers (50%)
\$26,883	Monthly Total

As SMART customers become more familiar with the system and services, the volume of customer service inquiries and costs will likely decline. For that reason, SMART and Golden Gate Transit have agreed to review customer service actuals and costs quarterly and to make adjustments accordingly.

FISCAL IMPACT: Funds for the contract extension are available in the Fiscal Year 2017-18 budget.

REVIEWED BY: [x] Finance  [x] Counsel 

Very truly yours,



Jeanne Mariani-Belding
Communications & Marketing Manager

Attachment(s): Golden Gate Bridge, Highway and Transportation Amendment No. 1

**FIRST AMENDMENT TO AGREEMENT FOR CUSTOMER SERVICE CENTER
SUPPORT SERVICES BETWEEN THE
SONOMA-MARIN AREA RAIL TRANSIT DISTRICT AND
GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT.**

This First Amendment dated as of February 21, 2018 (the "First Amendment") to the Agreement for Customer Service Center Support Services by and between the Sonoma-Marín Area Rail Transit District ("SMART") and Golden Gate Bridge, Highway and Transportation District ("DISTRICT"), dated as of May 16, 2017 (the "Agreement").

RECITALS

WHEREAS, SMART and DISTRICT entered into the Agreement to fulfill the need for Customer Service Center Support Services during the first 9 months of SMART's rail passenger service; and

WHEREAS, the Parties desire to extend the term of the Agreement for twelve (12) additional months, to increase the monthly fixed fee amount to \$26,883 for a total not-to-exceed amount of \$430,596, and to revise the notice period for termination for convenience; and

WHEREAS, the Parties wish to expand the scope of services to include a quarterly review of the customer service budget.

NOW, THEREFORE, in consideration of the recitals set forth above and the covenants contained herein, it is mutually agreed by and between the parties that:

AGREEMENT

1. **II. SCOPE OF SERVICES.** Section II of the Agreement is replaced with the following:
 - A. "The DISTRICT will provide Customer Service Center (CSC) support for SMART rail passenger operations, including, but not limited to, the following:
 1. Answer and respond to customer phone calls placed to the Customer Service Center (CSC) and respond to customer service related emails seeking information on SMART service.
 2. Enter, process and administer incidents into the incident system. Customer Service staff will make contact with all customers within two days of receiving a complaint or inquiry.

3. Process Lost & Found items including logging, customer contact, reunification of items with customers, as well as disposal of unclaimed items.
 4. Provide walk-up window services to SMART customers that includes selling Clipper Cards, fielding inquiries, and Lost & Found pickup.
 5. Track inquiry types (operations, customer service issues, etc.) and include in monthly reports.
 6. Compile customer service reports monthly to gauge volume of work (track number of calls, incidents, Lost & Found items, walk-up window customers) as well as performance metrics such as days to resolve incidents, call durations, hold times, etc.
 7. Participate in training and customer outreach events associated with SMART, services as resources allow.
- B. SMART will provide training as needed to educate DISTRRICT Customer Relations Assistants (CRAs) on SMART services.
 - C. The DISTRRICT and SMART will meet monthly to review policies, procedures and monthly metrics.
 - D. The DISTRRICT and SMART will review the customer service budget quarterly, including reviewing staffing levels and costs.
 - E. SMART will provide the DISTRRICT with notice of events or occurrences affecting service including, but not limited to, schedule changes or operational conditions.”

2. **III. COMPENSATION AND MANNER OF PAYMENT.** Section III of the Agreement is amended as follows:

“The DISTRRICT will perform all of the services included in Section II for a fixed fee of \$26,883 per month. The fixed fee amount will include all costs and expenses incurred by the DISTRRICT in performing the services in Section II. The DISTRRICT will submit invoices at the end of each month, prorated for any partial month. SMART will pay approved invoices within thirty (30) days of their receipt.”

3. **IV. TERM OF AGREEMENT.** Section IV of the Agreement is amended as follows:

“The term of this Agreement shall commence on February 16, 2018 and will remain in effect for 12 months, unless terminated sooner pursuant to Section X, Termination.”

4. **X. TERMINATION.** Section X of the Agreement is amended as follows:

“Either PARTY may terminate the AGREEMENT for convenience for any reason at any time by giving the other PARTY ninety (90) days’ written notice thereof. Notice of termination shall be by Certified Mail. Upon termination for the convenience of SMART, SMART shall pay the DISTRICT the allowable costs incurred to the date of termination and those costs deemed reasonably necessary by the DISTRICT to effect the termination.”

In the event that either PARTY breaches the terms or violates the conditions of this AGREEMENT, and does not correct such breaches or violations within ten (10) days following written notice thereof, the other PARTY may immediately terminate the AGREEMENT. In the event of the DISTRICT’s default, SMART shall pay the DISTRICT only for work performed in full conformance with the specifications to the date of termination, less any costs incurred by SMART to repair and complete any remaining work under the Contract. In the event of SMART’s default, SMART shall pay the DISTRICT the allowable costs incurred to the date of termination and those costs deemed reasonably necessary by the DISTRICT to effect the termination.”

5. Except to the extent the Agreement is specifically amended or supplemented hereby, the Agreement, together with all supplements, amendments and exhibits thereto is, and shall continue to be, in full force and effect as originally executed, and nothing contained herein shall, or shall be construed to, modify, invalidate, or otherwise affect any provision of the Agreement.

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IN WITNESS WHEREOF, the parties hereto have executed this First Amendment as set forth below.

SONOMA-MARIN AREA RAIL TRANSIT DISTRICT

Dated: _____

By _____
Farhad Mansourian, General Manager

GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

Dated: _____

By _____
Its _____

APPROVED AS TO FORM:

Dated: _____

By _____
District Counsel



February 21, 2018

Debora Fudge, Chair
Sonoma County Mayors and
Councilmembers Association

Judy Arnold
Marin County Board of Supervisors

Damon Connolly
Marin County Board of Supervisors

Jim Eddie
Golden Gate Bridge,
Highway/Transportation District

Eric Lucan
Transportation Authority of Marin

Jake Mackenzie
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Marin Council of Mayors and
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Shirlee Zane
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Farhad Mansourian
General Manager



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www.sonomamarintrain.org

Sonoma-Marín Area Rail Transit Board of Directors
5401 Old Redwood Highway, Suite 200
Petaluma, CA 94954

SUBJECT: Approval of Amendment No 4 to Contract No. VS-IS-16-003 with The GBS Group for the performance of on-going maintenance and monitoring services for Internet Connectivity (WiFi) for the SMART Trains.

Dear Board Members:

RECOMMENDATION:

Authorize the General Manager to Execute Amendment No. 4 with The GBS Group in the amount of \$293,768 for total not to exceed \$1,388,597 to fund the second year of the Agreement.

SUMMARY:

This Amendment provides funding to The GBS Group to continue providing on-going support, monitoring, operations, and maintenance for the train WiFi for an additional year. This includes all licenses and spare parts necessary to continue operation of the WiFi system. This is a required cost after the initial one year warranty and support period.

In October 2016, your Board approved a Contract with The GBS Group to procure and implement a complete solution for Internet connectivity (WiFi) on SMART trains. The solution provides a fully functional implementation of Internet access for passengers aboard the SMART trains.

The contract provides budget for four key areas:

1. Remotely monitoring and managing the Internet Connectivity solution;
2. Measuring and reporting a variety of metrics associated with the WiFi usage and network performance;
3. Provide Help Desk support (both email and telephone) for passengers experiencing issues with the Internet connectivity;

4. Provide centralized warranty, spare part, and service ticket management. Trained personnel will be available to fully maintain and support the solution 24/7/365 and be on-site as necessary to replace / repair any hardware or software defects with the WiFi solution.

We recommend approval of Contract No. VS-IS-16-003 with The GBS Group in the amount of \$293,768, with a term of 1 year expiring in February 2019.

FISCAL IMPACT: Funding for the contract is included in the Fiscal Year 2018-19 budget.

REVIEWED BY: Finance  Counsel 

Very truly yours,


Dan Hurlbutt
Information Technology Manager

Attachment(s): The GBS Group Amendment No. 4

**FOURTH AMENDMENT TO AGREEMENT FOR CONSULTANT SERVICES
BETWEEN THE SONOMA-MARIN AREA RAIL TRANSIT DISTRICT
AND THE GBS GROUP**

This FOURTH AMENDMENT dated as of January 1, 2018 (the “Fourth Amendment”) to the Agreement by and between the SONOMA-MARIN AREA RAIL TRANSIT DISTRICT (“SMART”) and THE GBS GROUP (“CONSULTANT”), dated as of October 6, 2016 (the “Original Agreement,” and as amended by the First Amendment, Second Amendment, Third Amendment, and now this Fourth Amendment, the “Agreement”).

RECITALS

WHEREAS, SMART and CONSULTANT previously entered into the Original Agreement to provide design and installation services of Internet Connectivity (Wi-Fi-) for SMART Train; and

WHEREAS, SMART desires to amend the Agreement to increase the not-to-exceed amount by \$293,768 for a total not-to-exceed amount of \$1,388,597 to fund the second year of the Agreement and account for additional scope; and

WHEREAS, SMART desires to amend the Agreement to extend the term of the Agreement to December 31, 2018.

NOW, THEREFORE, in consideration of the recitals set forth above and the covenants contained herein, it is mutually agreed by and between the parties that:

AGREEMENT

1. “**ARTICLE 5. PAYMENT**”

Section 5.02 is hereby replaced with the following:

Consultant shall be paid, as full compensation for the satisfactory completion of the work described in the Scope of Work (**Exhibit A**) on a Task basis in accordance with the budget established in **Exhibit B**, provided, however, that Consultant agrees to perform all services described in the Scope of Work for the negotiated amount of \$1,343,694 plus Optional Functions proposed in the amount of \$44,903 as outlined in Exhibit B regardless of whether it takes Consultant more time to complete or costs are more than anticipated. The not-to-exceed (NTE) amount of \$1,388,597 for this Agreement includes labor, supervision, applicable surcharges such as taxes, insurance and fringe benefits as well as indirect costs, overhead and profit allowance, equipment, materials and supplies; in no case shall Consultant be reimbursed for an amount in excess of the NTE amount without a formal written amendment to this Agreement. Consultant shall submit its

invoices for the firm fixed award in arrears on a bi-weekly or every 4 week basis in a form approved by SMART. Consultant will submit a draft invoice schedule to SMART for approval within 7 days of contract award. The invoice schedule will be based on percent complete or agreed upon project deliverables on a regular schedule. Consultant's invoice schedule will be in accordance with the funded project and options set forth in **Exhibit B**.

2. **“ARTICLE 6. TERM OF AGREEMENT”**

Section 6.01 is removed and replaced with the following:

The term of this Agreement shall remain in effect until December 31, 2018 unless terminated earlier in accordance with the provisions of Article 7 below.

3. **EXHIBITS.** The following exhibits are attached hereto and incorporated herein:

(a) Exhibit A: ADDITIONAL SCOPE OF WORK

The work described in the attached Exhibit A: Additional Scope of Work is in addition to the work described in the Original Agreement, First Amendment, Second Amendment, and Third Amendment.

(b) Exhibit B: FEE SCHEDULE

Exhibit B to the Agreement shall be supplemented with Exhibit B – Part II of this Fourth Amendment.

4. Except to the extent the Agreement is specifically amended or supplemented hereby, the Agreement, together with all supplements, amendments and exhibits thereto is, and shall continue to be, in full force and effect as originally executed, and nothing contained herein shall, or shall be construed to, modify, invalidate, or otherwise affect any provision of the Agreement.

THIS SPACE INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have executed this Third Amendment as set forth below.

SONOMA-MARIN AREA RAIL TRANSIT DISTRICT

Dated: _____

By _____
Farhad Mansourian, General Manager

The GBS GROUP

Dated: _____

By _____
Its _____

APPROVED AS TO FORM:

Dated: _____

By _____
District Counsel

EXHIBIT A
ADDITIONAL SCOPE OF WORK

The GBS Group to provide Operations and Maintenance (O&M) for Licenses and Spares, to account for the loss of warranty programs beginning in Year 2 of the Agreement. This includes the cost of the 21Net Annual License Fee, and the O&M for spares. This is a required cost after the initial one year warranty period.

EXHIBIT B
Part II
FEE SCHEDULE YEAR 2 – THE GBS GROUP

Item	Sub item	YEAR 2 FEE SCHEDULE (monthly)	YEAR 2 FEE SCHEDULE (annual)	DESCRIPTION / COMMENTS
Design / Operational Support System (OSS) Setup				Year 2 goes into effect Jan 2018 for OSS and May 2018 for O&M
	OSS Setup monthly cost (Rackspace)		\$98,038.33	Invoiced Monthly beginning January '18;
	Current Subtotal	\$8,169.86		
O&M Year 2 Labor			\$209,987.55	
	Monthly O&M (Billing Starts May 2018)	\$17,498.96		Labor Price per Month starting May 2018
License Fee and Spares			\$61,382.00	
	Post Year 1 License Fees and Spares	\$5,115.17		After the warranty period, required cost
Total Wi-Fi Solution Price:		\$30,783.99	\$369,407.88	

YEAR 2 - Optional Items Accepted		YEAR 2 FEE SCHEDULE (monthly)	YEAR 2 FEE SCHEDULE (annual)	
Caching / Tariff and User Management Functions		\$12,760.00	\$12,760.00	One Time Cost
Payment Services Function		\$19,140.00	\$19,140.00	One Time Cost
Monthly Recurring Service Fee for the Payment Gateway		\$166.90	\$2,002.80	Annual Cost: The \$166.90/monthly price and per transaction price of \$0.14 is the per user transaction cost for doing Payment Services using Ingenico.
Payment Services (due to currency conversions)		\$11,000.00	\$11,000.00	Annual Cost: 14c fee per transaction (i.e. User Purchase) x approx. 200/day x 365 = \$10,220 rounded to \$11,000.00 (will be assessed monthly)
Total Optional Items:			\$44,902.80	

***Due to different starting dates for the billing of Year 1 as well as a remaining balance on the contract, the “Total Wi-Fi Solution Price” amount is not equal to this Amendment Amount.**



Debora Fudge, Chair
Sonoma County Mayors' and
Councilmembers Association

Judy Arnold
Marin County Board of Supervisors

Damon Connolly
Marin County Board of Supervisors

Jim Eddie
Golden Gate Bridge,
Highway/Transportation District

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www.sonomamarintrain.org

February 21, 2018

Sonoma-Marin Area Rail Transit Board of Directors
5401 Old Redwood Highway, Suite 200
Petaluma, CA 94954

SUBJECT: Railroad Square property, 34 6th Street and 2 4th Street,
Santa Rosa

Dear Board Members:

RECOMMENDATION:

Consider options for SMART's Railroad Square property.

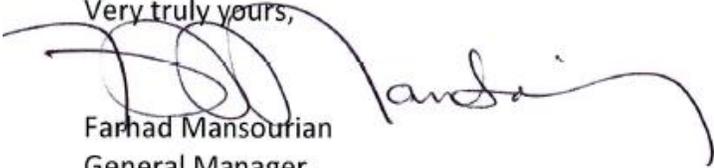
SUMMARY:

Since the cancellation of the Purchase and Sale agreement for SMART's Railroad Square property in January 2018, we have received several unsolicited offers and/or inquiries to purchase and develop the Railroad Square property.

Options for your Board to consider are as follows:

1. Proceed with a formal request for qualifications and request for proposal process.
2. Market the property and seek proposals in an expedited fashion. The process would include a 60-day review period for developers to review our available information, meet with the City of Santa Rosa, as needed and to provide proposals back to SMART.

In light of the October fires, the demand for additional housing in Sonoma County, and the current expressed interest in the development of this property, it is therefore recommended that your Board approve the expedited process.

Very truly yours,

Farhad Mansourian
General Manager