

## BOARD OF DIRECTORS MEETING

Thursday, December 1, 2022

### MINUTES

#### 1. CALL TO ORDER AND ROLL CALL

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The Regular Meeting of the Santa Clara Valley Transportation Authority's (VTA) Board of Directors (Board) was called to order by Chairperson Jones at 6:06 p.m. via video and teleconference.

##### 1.1 ROLL CALL

Attendee Name	Title	Status
Margaret Abe-Koga	Ex-Officio	Present
Marie Blankley	Alternate Board Member	Present
Pat Burt	Board Member	Present
Magdalena Carrasco	Board Member	Present
Cindy Chavez	Board Member	Present
Rich Constantine	Vice Chairperson	Present
Dev Davis	Alternate Board Member	Absent
Glenn Hendricks	Board Member	Present
Sudhanshu "Suds" Jain	Board Member	Present
Sergio Jimenez	Board Member	Present
Charles "Chappie" Jones	Chairperson	Present
Otto Lee	Board Member	Present
Lynette Lee-Eng	Alternate Board Member	Present
Sam Liccardo	Board Member	Present
Carmen Montano	Alternate Member	Present
Darcy Paul	Board Member	Present
Raul Peralez	Board Member	Present
Rob Rennie	Alternate Board Member	Present

\* Alternates do not serve unless participating as a Member.

**A quorum was present.**

##### 1.2 Orders of the Day

Chairperson Jones noted staff's request to: 1) place Regular **Agenda Item #7.1.**, I-680 Soundwalls - Construction Contract Award on the Consent Agenda; 2) remove the following items from the Agenda: a) Consent **Agenda Item #6.8.**, Approve amending the VTA Board Rules of Procedure, including to implement several recommendations from the Board Governance Enhancement process; and b) Regular **Agenda Item #7.8.**, VTA's BART Silicon Valley Phase II Extension Project Update.

Chairperson Jones noted staff's updated recommendation language for **Agenda Item #6.9**. Amendments to the VTA Administrative Code, to add, "Adopt a resolution."

**M/S/C (Constantine/Hendricks)** to accept the Orders of the Day.

<b>RESULT:</b>	<b>Accepted Orders of the Day – Agenda Item #1.2</b>
<b>MOVER:</b>	Rich Constantine, Vice Chairperson
<b>SECONDER:</b>	Glenn Hendricks, Board Member
<b>AYES:</b>	Burt, Carrasco, Chavez, Constantine, Hendricks, Jain, Jimenez, Jones, Lee, Paul, Peralez
<b>NOES:</b>	None
<b>ABSENT:</b>	Liccardo

## **2. AWARDS AND COMMENDATION**

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The following VTA retirees were unable to attend the meeting and were recognized: Alfred Nunley Jr., Bus Dispatcher, for 37 years of service; Daniel McGrane, Parts Clerk, for 33 years of service; Aristeo Canales III, Light Rail Signal Maintainer, for 32 years of service; and Jill Haeberle, Coach Operator, for 31 years of service.

## **3. PUBLIC COMMENT**

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The following Interested Citizens expressed opposition to the City of San Jose's proposal to create an Emergency Interim Housing (EIH) at the VTA San Jose Cottle Station Park and Ride Lot. These individuals urged the Board to help the City of San Jose (City) find alternative solutions. They expressed concern over riders' safety if VTA allows the City to use the location for housing for the unhoused.

- Madhukar Thakur
- Izzac Kayo
- Michael Chang,
- Heng Gong
- Richard Pham
- Maggie
- Rita
- Michelle Liu
- Anne Marie

Blair Beekman, Interested Citizen, commented about the following: 1) the use of shot spotters at the Berryessa Bay Area Rapid Transit (BART) station; and 2) Eugene Bradley's comments in the Spotlight article.

**NOTE:** M/S/C MEANS MOTION SECONDED AND CARRIED AND, UNLESS OTHERWISE INDICATED, THE MOTION PASSED UNANIMOUSLY.

Alex Shoor, Catalyze SV, commented about the following: 1) VTA being part of the solution for the unhoused; and 2) possibly providing transit passes.

Kunta commented about the following: 1) changes to the light rail ridership post pandemic; and 2) how VTA will handle the amount of traffic expected when Googles campus opens in Downtown San Jose.

John Pospishek, Amalgamated Transit Union (ATU) Local 265, commented VTA's observance of Juneteenth and stated the ATU's Membership would like the actual day observed instead of receiving a floating holiday.

#### **4. PUBLIC HEARINGS**

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**4.1. Resolutions of Necessity for BART Silicon Valley Phase II Project (BSVII): Property owned by BSREP II SJ Towers, LLC, a Delaware limited liability company (B3220) and Property owned by Goldrock Holdings, LLC, a California limited liability company (B3213)**

Chairperson Jones noted for the record that the San José Small Business Advisory Task Force for which he is a Member, submitted a letter to the Board for consideration.

Upon query from Board Member Chavez, Ron Golem, Director of Real Estate & Transit Oriented Development (TOD), provided additional information about the need for acquiring the properties and suggested holding additional questions until after both properties are presented.

Mr. Golem and Karen Eddleman, VTA's Relocation Consultant, provided a presentation entitled "VTA's BART Silicon Valley Phase II Project (BSV II)."

Chairperson Jones formally opened the hearing and informed property owners/representatives that they have up to five minutes to speak.

##### **Public Comment**

Freddie Jackson, Business Owner, commented about the following: 1) inaccuracies in Mr. Golem's comments; 2) concerns that the displacement of his business will affect his livelihood; 3) how the property owners are exceptional landlords; and 4) the communication with VTA's relocation team.

Jerald Circo, Resident, commented about the following: 1) reiterated Mr. Jackson's comments about the property owner; 2) all the tenants who will be displaced; 3) how the need for transit should not outweigh peoples' livelihoods.

Mariam Jalil, Property Owner, commented about the following: 1) that VTA has not acted in good faith; 2) how the timeline presented to the Board is inaccurate; 3) deferring the vote to allow for more analysis; 4) community support; and 5) violating Title IV requirements.

Chairperson Jones invited members of the public to address the Board.

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**Public Comment (continued)**

Mr. Beekman commented about the BART planning process and commended staff for their work on the project.

Theadora Abraham, Board Assistant, noted for the record that the following submitted written public comment and can be found in the online agenda packet.

- Mariam Jalil
- Freddie Jackson
- Jose Landin
- Jerald Circo
- Abiy Girma

Members of the Board and staff had a robust discussion about the following: 1) dimensions needed for the various areas; 2) any basis for the inaccuracy claims, including potential misinformation; 3) temporary easements; 4) egress and ventilation requirements; 5) construction staging area; 6) compensation to the tenants versus the property owners; 7) next steps if the Board does not defer the decision; 8) site appraisals including VTA's appraisal summary process and any reimbursements for the property owners; 9) options the property owners will have when the property and/or areas of the property are no longer needed for the project; 10) California Environmental Quality Act (CEQA) clearance; 11) how staff is preparing for the unknowns; and 12) any tax breaks for property owners affected by eminent domain.

Sarah Hersom, VTA BART Silicon Valley, and Mr. Golem, expressed complete confidence in the dimensions related to the square footage, the data collected, and all materials presented to the Board; and noted what is required for the project's basic constructability.

Members of the Board made the following comments: 1) expressed confidence in VTA's configurations and data; 2) noted the need to obtain the proposed properties to achieve the overall success of BART Phase II, and to prevent further delay in the project; 3) urged VTA staff to continue being committed to doing everything possible to make sure there is business continuity, and for the property owners to reestablish their businesses successfully; and 4) reported that based on the information presented, delaying the decision will not change the need for VTA to obtain the properties.

**M/S/C (Perez/Hendricks)** on a vote of **11 ayes, 0 noes, 1 abstention**, to close hearing and adopt Resolutions of Necessity Nos.2022.12.49 through 2022.12.50 determining that the public interest and necessity require the acquisitions of real property interests on properties located in the City of San Jose owned respectively by (1) Goldrock Holdings LLC, a California limited liability company; and (2) BSREP II SJ Towers LLC, a Delaware limited liability company for VTA's BART Silicon Valley Phase II Project. Board Member Lee abstained.

**Property ID/Assessor's Parcel Number/Owner (Resolution No. 2022.12.49)**

B3220 (APN No.:467-21-040) owned by BSREP II SJ Towers LLC, a Delaware limited liability company

**Property ID/Assessor's Parcel Number/Owner (Resolution No. 2022.12.50)**

B3213 (APN No.:467-21-004 and 467-21-005) owned by Goldrock Holdings LLC, a California limited liability company

<b>RESULT:</b>	<b>APPROVED –Agenda Item #4.1</b>
<b>MOVER:</b>	Raul Peralez, Board Member
<b>SECONDER:</b>	Glenn Hendricks, Board Member
<b>AYES:</b>	Burt, Carrasco, Chavez, Constantine, Hendricks, Jain, Jimenez, Jones, Liccardo, Paul, Peralez
<b>NOES:</b>	None
<b>ABSENT:</b>	None
<b>ABSTAIN:</b>	Lee

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## 5. REPORTS

### 5.1. **Committee Reports**

#### 5.1.A. **Citizens Advisory Committee (CAC) Chairperson's Report**

There was no Citizens Advisory Committee (CAC) Chairperson's Report.

#### 5.1.B. **Policy Advisory Committee (PAC) Chairperson's Report**

There was no Policy Advisory Committee (PAC) Chairperson's Report.

#### 5.1.C. **Standing Committee Chairpersons' Report**

Chairperson Jones noted that the Standing Committee Chairpersons' reports were available in the online agenda packet.

#### 5.1.D. **Policy Advisory Board Chairpersons' Report**

Chairperson Jones noted that the Diridon Station JPAB Chairperson's report was available in the online agenda packet.

#### **Public Comment**

Mr. Jalil expressed her disappointment in the Board's decision; and noted she would provide additional materials upon request that would support her claim about the inaccuracies staff presented.

Mr. Beekman commented about attending Committee Meetings.

**5.2. General Manager Report**

Carolyn M. Gonot, General Manager/CEO, provided a report, highlighting the following: 1) announced the completion of the first 2016 Measure B Highway project; 2) Ridership growth; 3) VTA's participation in the Veteran's Day Parade; 4) VTA's participation in the Second Harvest Food Drive; 5) Community Outreach Team events and ongoing efforts to inform the public of VTA's service; 6) Bus Operator graduation; and 7) impacts of the River Oaks power outage on November 21, 2022.

Ms. Gonot made the following comments: 1) VTA understands the unhoused issue but is still in the consideration phase of using any VTA sites for the unhoused; 2) announced the Federal Transit Administration (FTA) approved moving the BART to Silicon Valley Extension Phase 2 project into the Capital Investment Grant Program (CIG) and approved a Letter of No Prejudice (LONP) for the project.

**5.2.A. Government Affairs Update**

Ms. Gonot noted the Government Affairs report can be found in the online agenda packet.

**Public Comment**

Eugene Bradley, Silicon Valley Transit Users, inquired about when VTA might implement a real time notification system.

Mr. Beekman commented about the following 1) bus operator graduates; 2) various roles within VTA; and 3) suggestions on how to communicate; and 4) thanked Mr. Bradley for his comments.

Adina Levin, Friends of Caltrain, congratulated VTA on FTA funding approvals.

**5.3. Chairperson's Report**

Chairperson Jones expressed gratitude to his colleagues, VTA employees, and management, for their hard work in the success of the three priorities he set for the year.

**Public Comment**

Mr. Bradley made the following comments: 1) bid farewell to Chairperson Jones and outgoing Board Members; and 2) congratulated the new Bus Operators.

Mr. Beekman commented about the following: 1) the good work Chairperson Jones has accomplished as the Board Chairperson; 2) expanding the electric bus fleet; and 3) transit connections throughout the Bay Area.

Members of the Board thanked Chairperson Jones and Vice Chairperson Constantine for their leadership and dedication to VTA.

## 6. **CONSENT AGENDA**

### **Public Comment**

Mr. Beekman commented about the Committee meeting minutes and the work of the Board Secretary's team.

### **ADMINISTRATION AND FINANCE (A&F) COMMITTEE**

#### **6.1. 2022 Amended Conflict of Interest Code, Designated Positions and Disclosure Categories**

M/S/C (**Jimenez/Jain**) to adopt the amended Conflict of Interest Code for the Santa Clara Valley Transportation Authority (VTA) and its Appendix of Designated Positions and Disclosure Categories and to submit the revised Conflict of Interest Code and the list of designated positions to the Santa Clara County Board of Supervisors for approval.

#### **6.2. Renewal of Delta Dental Contract for Employee Benefits**

M/S/C (**Jimenez/Jain**) to authorize the General Manager to renew dental plan contracts with Delta Dental for all VTA employees for calendar years 2023 and 2024 estimated at \$3,322,944 each year.

#### **6.3. ACE Shuttle Service Contract Extension**

M/S/C (**Jimenez/Jain**) to authorize the General Manager to amend the agreement with Avalon for the Altamont Commuter Express (ACE) Shuttle Program, extending the agreement for one year at a cost of \$2,293,630 from January 1, 2023 through December 31, 2023 for a new total value amount not to exceed \$14,819,902.

#### **6.4. Construction of the Rail Rehabilitation Project Phase 8 - Crossovers & Interlockings**

M/S/C (**Jimenez/Jain**) to authorize the General Manager to execute a contract with the lowest responsive and responsible bidder, Con-Quest Contractors Inc, in the amount of \$26,186,221, including \$7,030,740 contract options, for the construction of the Rail Rehabilitation Project Phase 8 - Crossovers & Interlockings project (C21261F); and authorize an available contract change authority of 25 percent over the contract amount.

#### **6.5. FY2023 Q1 Statement of Revenues & Expenses**

M/S/C (**Jimenez/Jain**) to review and accept the Fiscal Year 2023 Statement of Revenues and Expenses for the period ending September 30, 2022.

**CONGESTION MANAGEMENT PROGRAM & PLANNING (CMPP) COMMITTEE**

*There were no items submitted for the Consent Agenda from the Congestion Management Program and Planning Committee.*

**SAFETY, SECURITY, AND TRANSIT PLANNING & OPERATIONS (SSTP&O) COMMITTEE**

*There were no items submitted for the Consent Agenda from the Safety, Security, and Transit Planning & Operations Committee*

**GOVERNANCE AND AUDIT (G&A) COMMITTEE**

*There were no items submitted for the Consent Agenda from the Governance and Audit Committee.*

**BOARD OF DIRECTORS**

**6.6. Regular Meeting Minutes of November 3, 2022**

M/S/C (Jimenez/Jain) to approve the Regular Meeting Minutes of November 3, 2022.

**6.7. Committee for Transportation Mobility and Accessibility Appointment**

M/S/C (Jimenez/Jain) to approve the appointment to the Committee for Transportation Mobility and Accessibility.

**6.8. (Removed from the Agenda.)**

Approve amending the VTA Board Rules of Procedures, including to implement several recommendations from the Board Governance Enhancement process.

**6.9. Amendments to the VTA Administrative Code**

M/S/C (Jimenez/Jain) to adopt **Resolution No. 2022.12.52** approving amendments to the VTA Administrative Code, including to implement several recommendations from the Board Governance Enhancement process.

**6.10. Subsequent Resolution to Continue Remote Board and Committee Meetings**

M/S/C (Jimenez/Jain) to adopt subsequent **Resolution No. 2022.12.51** authorizing the Santa Clara Valley Transportation Authority (VTA) Board of Directors and all standing, advisory, policy, oversight, steering, and inter-agency committees and subcommittees of the Board to continue to meet by remote teleconference, subject to the requirements of Assembly Bill 361 (Rivas).



**6.11. Subsequent Resolution to Continue Remote Board and Committee Meetings**

M/S/C (Jimenez/Jain) to approve the VTA Board of Directors Meeting Schedule for calendar year 2023.

**6.12. Unapproved Minutes/Summary Reports from VTA Committees, Joint Powers Boards (JPB), and Regional Commissions**

M/S/C (Jimenez/Jain) to receive unapproved Minutes/Summary Reports from VTA Committees, Joint Powers Boards (JPB), and Regional Commissions.

**7.1. I-680 Soundwalls - Construction Contract Award**

M/S/C (Jimenez/Jain) to authorize the General Manager to execute a contract with MCM Construction Inc., the lowest responsive and responsible bidder, in an amount of \$5,408,866 for the construction of the I-680 Soundwalls Project (Project) in the City of San Jose. In addition, program \$1,650,000 in Vehicle Registration Fee (VRF) Countywide funds for the Construction phase of the Project and increase the project's appropriation by the same amount.

<b>RESULT:</b>	<b>APPROVED – Consent Agenda Items 6.1-6.12; 7.1</b>
<b>MOVER:</b>	Sergio Jimenez, Board Member
<b>SECONDER:</b>	Suds Jain, Board Member
<b>AYES:</b>	Burt, Carrasco, Chavez, Constantine, Hendricks, Jain, Jimenez, Jones, Lee, Liccardo, Paul, Peralez
<b>NOES:</b>	None
<b>ABSENT:</b>	None

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**7. REGULAR AGENDA**

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<b>ADMINISTRATION AND FINANCE (A&amp;F) COMMITTEE</b>
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**7.1. (Removed from the Regular Agenda and placed on the Consent Agenda.)**

Authorize the General Manager to execute a contract with MCM Construction Inc., the lowest responsive and responsible bidder, in an amount of \$5,408,866 for the construction of the I-680 Soundwalls Project (Project) in the City of San Jose. In addition, program \$1,650,000 in Vehicle Registration Fee (VRF) Countywide funds for the Construction phase of the Project and increase the project's appropriation by the same amount.

<b>CONGESTION MANAGEMENT PROGRAM &amp; PLANNING (CMPP) COMMITTEE</b>
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*There were no items submitted for the Regular Agenda from the Congestion Management Program and Planning Committee.*

**SAFETY, SECURITY, AND TRANSIT PLANNING & OPERATIONS (SSTP&O)  
COMMITTEE**

**7.2. 2022 Short-Range Transit Plan**

Adam Burger, Senior Transportation Planner, provided an overview of the staff report and provided a presentation entitled “2022 Short-Range Transit Plan.”

Discussion ensued about the following: 1) ridership projections if VTA’s service level were to increase; 2) challenges around increasing service levels; 3) concerns about the current service levels and the necessary changes to increase ridership; and 4) urged VTA staff to evaluate how to align with the upcoming Caltrain electrification when considering service modifications.

Mr. Burger reported staff frequently monitors the changes in service demands including Caltrain and will adjust the service plan as needed.

Deborah Dagang, Chief Planning and Program Officer, noted the following: 1) noted that staff is working on the Valley Transportation Plan (VTP) and developing the visionary transit network which will take a deeper dive on what transit service should look like in Santa Clara County and how to achieve those goals; and 2) noted that VTA is not currently facing a fiscal cliff due to adjustments made to the transit network in December 2019.

Board Member Chavez left the video and teleconference meeting at 9:03 p.m.

**M/S/C (Hendricks/Jimenez)** to adopt the 2022 Short Range Transit Plan.

<b>RESULT:</b>	<b>ADOPTED –Agenda Item #7.2</b>
<b>MOVER:</b>	Glenn Hendricks, Board Member
<b>SECONDER:</b>	Sergio Jimenez, Board Member
<b>AYES:</b>	Burt, Carrasco, Constantine, Hendricks, Jain, Jimenez, Jones, Lee, Liccardo, Paul, Peralez
<b>NOES:</b>	None
<b>ABSENT:</b>	Chavez

**GOVERNANCE AND AUDIT (G&A) COMMITTEE**

*There were no items submitted for the Regular Agenda from the Governance and Audit Committee*

**BOARD OF DIRECTORS**

Board Member Chavez left the video and teleconference meeting at 9:09 p.m.

**7.3. Sustainability Annual Report**

Lani Ho, Senior Environmental Planner, provided an overview of the staff report and provided a presentation entitled “Sustainability Annual Report”.

Members of the Board requested staff provide the following information when reporting back: 1) areas where there are financial constraints; and 2) highlight any emerging trends; and 3) details about the state legislation relative to transit that is impacting decisions in the county.

**On order of Chairperson Jones** and there being no objection, the Board received the Sustainability Program’s Fiscal Year (FY) 2021 Annual Report.

**7.4. Future of Light Rail Update - October 2022**

Jason Kim, Senior Transportation Planner, provided an overview of the staff report and provided a presentation entitled “Future of Light Rail.”

Discussion ensued about the following: 1) how VTA compares with other transit agencies; 2) VTA’s agreement with the 49ers for supporting events at Levi’s Stadium; 3) the importance of recovering any costs that relates to supporting events at Levi’s Stadium; 4) VTA’s role as a congestion management agency; 5) other technologies that might have more flexibility for VTA’s system; 6) when the Board needs to make a decision about moving forward with a new technology; and 7) concerns about the cost to continue using light rail, specifically the cost per ride per mile.

Jim Lawson, Chief External Affairs Officer, and Mr. Kim noted the following: 1) the presentation was focused more on the cost versus revenue side; 2) staff will review the agreement between VTA and 49ers.

Members of the Board urged staff to return with a work plan that is inclusive to continuing to look for the best technology available and any emerging and/or new technologies that could replace VTA’s light rail; 2) include a presentation regarding VTA’s cost in supporting events at Levi’s stadium and Levi’s contribution to providing additional transit support.

**On order of Chairperson Jones** and there being no objection, the Board receive an update on the Future of Light Rail Program.

**7.5. Annual Comprehensive Financial Report (ACFR) for the Santa Clara Valley Transportation Authority (VTA), and Financial Reports for Amalgamated Transit Union (ATU) Pension Plan, and Retirees' Other Post-Employment Benefits (OPEB) for Fiscal Year 2022**

Ahad Gharaibeh and Hannah Hwang, Eide Bailey Staff, provided a presentation entitled “Comprehensive Financial Annual Report”.

Upon inquiry of Board Member Chavez, Greg Richardson, Chief Financial Officer, reported that he would bring forth to the Administration and Finance Committee, a detailed summary which would give the Board a better understanding about the implications related to OPEB Expense, Deferred Inflows or Outflows of Resources and Lessee Activities found on page 87 and page 96 of the financial report.

**M/S/C (Chavez/Hendricks)** to review and receive the audited Annual Comprehensive Financial Report (ACFR) for the Santa Clara Valley Transportation Authority (VTA), and Financial Reports for Amalgamated Transit Union (ATU) Pension Plan, and Retirees' Other Post Employment Benefits (OPEB) Trust (both referred to as Trusts) for Fiscal Year 2022.

<b>RESULT:</b>	<b>APPROVED –Agenda Item #7.5</b>
<b>MOVER:</b>	Cindy Chavez, Board Member
<b>SECONDER:</b>	Glenn Hendricks, Board Member
<b>AYES:</b>	Burt, Carrasco, Chavez, Constantine, Hendricks, Jain, Jimenez, Jones, Lee, Liccardo, Paul, Peralez
<b>NOES:</b>	None
<b>ABSENT:</b>	None

**7.6. BSV Contract Package 2 Tunnel and Trackwork (Contract V20221) for Early Work Packages**

Gary Griggs, Chief BART SV Program Officer, provided a presentation entitled “VTA’s BART Silicon Valley Phase II Extension Project.”

**Public Comment**

Mr. Beekman commented about upcoming decisions and reiterated comments about open public policy.

Members of the Board and staff briefly discussed the following: 1) opportunity for the City of San Jose to talk with the subcontractor Kiewit about acquiring the soil that is being disposed from tunneling; 2) reasons for the soil projections, 3) importance of being transparent when it comes to all aspects of the project; 4) concerns about the process for obtaining funds and possible risks; 5) the potential funding gap if funds are not received; 6) urge the Board to look at the progress gained through the years; 7) commended staff on their work in achieving the approval from the FTA to pursue funding from the CIG Program and LONP for the project.

Members of the Board congratulated staff and noted the approval from the FTA shows just how hard staff has worked in moving the project along and preventing further delay.

**M/S/C (Jimenez/Hendricks) on a vote of 11 ayes, 0 noes and 1 recusal**, to authorize the General Manager/CEO to issue amendments to Contract V20221 (VTA's BART Silicon Valley Phase II Extension Project: Contract Package 2 (CP2) - Tunnel and Trackwork) with Kiewit Shea Traylor, a Joint Venture (KST), not to exceed a total of \$460,000,000 for multiple Early Work Packages including purchase of a Tunnel Boring Machine (TBM), associated TBM support, west portal construction activities, and Downtown San José Station enabling works. Additionally, consider and adopt staff recommendation on CEQA compliance. Board Member Chaves recused.

<b>RESULT:</b>	<b>APPROVED –Agenda Item #7.6</b>
<b>MOVER:</b>	Sergio Jimenez, Board Member
<b>SECONDER:</b>	Glenn Hendricks, Board Member
<b>AYES:</b>	Burt, Carrasco, Constantine, Hendricks, Jain, Jimenez, Jones, Lee, Liccardo, Paul, Peralez
<b>NOES:</b>	None
<b>ABSENT:</b>	None
<b>RECUSAL:</b>	Chavez

**7.7. Conceptual Organizational Framework for a Joint Powers Authority (JPA)**

Mr. Lawson provided a brief overview of the staff report.

**Public Comment**

Mr. Beekman commented about the public interest in the project and noted the importance of transparency.

Board Member Hendricks urged staff to review past JPA's and use that information to create a well-organized and successful framework.

**M/S/C (Hendricks/Liccardo)** to adopt a support position to investigate and provide recommendations for a conceptual organizational framework for a Joint Powers Authority (JPA) or similar entity for the Diridon Station Joint Policy Advisory Board (DJPAB).

<b>RESULT:</b>	<b>APPROVED –Agenda Item #7.7</b>
<b>MOVER:</b>	Glenn Hendricks, Board Member
<b>SECONDER:</b>	Sam Liccardo, Board Member
<b>AYES:</b>	Burt, Carrasco, Chavez, Constantine, Hendricks, Jain, Jimenez, Jones, Lee, Liccardo, Paul, Peralez
<b>NOES:</b>	None
<b>ABSENT:</b>	None

**7.8. (Removed from the agenda.)**

Receive an update on VTA's BART Silicon Valley Phase II Extension Project.

**7.9. SB 129 Joint Labor Management Committee Update**

Marc Delong, Assistant Transportation Engineer, provided a brief update on SB 129 Joint Labor Management Committee.

**Public Comment**

Mr. Beekman commented about VTA's morale.

Board Member Hendricks requested staff provide a chart and/or list showing what has been accomplished, how the Committee is moving forward and any next steps. He noted the importance of showing the incoming Board Members an overview so they may understand the Committee's significance.

**On order of Chairperson Jones** and there being no objection, the Board received an update from SB 129 Joint Labor Management Committee.

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**8. OTHER ITEMS**

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**8.1. ITEMS OF CONCERN AND REFERRAL TO ADMINISTRATION**

There were no items of Concern and Referral to Administration.

**8.2. Announcements**

Ms. Gonot announced that Mr. Richardson's new role will be Assistant General Manager/Chief Financial Officer, and he will no longer be a consultant, but a permanent employee.

**8.3. Public Comment (Continued)**

There was no Public Comment.

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**9. CLOSED SESSION**

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**Public comment**

Elaine Baltao, Board Secretary, noted that due to the presenter being from the East Coast, Closed Session Agenda Item 9.1.A – Threat to Public Services or Facilities, will have to be deferred.

Mr. Beekman requested more detail regarding closed session be presented to the public.

**9.1. Recessed to Closed Session at 10:31 p.m.**

**A. (Deferred)**

Threat to Public Services or Facilities  
[Government Code Section 54957(a)]

Consultation with the following staff:  
Aston Greene, System Safety & Security Chief  
Rich Bertalan, Technology Deputy Director

**B. Conference with Legal Counsel - Existing Litigation**  
[Government Code Section 54956.9(d)(1)]

Name of Case: Gonzales v. Santa Clara Valley Transportation Authority  
(Workers Compensation Appeals Board, ADJ15076647)

**C. Conference with Legal Counsel - Existing Litigation**  
[Government Code Section 54956.9(d)(1)]

Name of Case: Romo v. Santa Clara Valley Transportation Authority  
(Workers Compensation Appeals Board, ADJ 14745130)

**D. Conference with Legal Counsel - Existing Litigation**  
[Government Code Section 54956.9(d)(1)]

Name of Case: Megia v. Santa Clara Valley Transportation Authority  
(Workers Compensation Appeals Board, ADJ 14952543)

**E. Conference with Legal Counsel - Anticipated Litigation**  
[Government Code Section 54956.9(d)(2)]

Significant Exposure to Litigation relating to workers compensation claim  
by Kaur-Singh  
No. of Case: 1

**F. Public Employee Performance Evaluation**  
[Government Code Section 54957]

Title: General Manager

**G. Public Employee Performance Evaluation**  
[Government Code Section 54957]

Title: General Counsel

**9.2. Reconvened to Open Session at 11:38 p.m.**

**9.3. Closed Session Report**

**B.** Conference with Legal Counsel - Existing Litigation  
[Government Code Section 54956.9(d)(1)]

Name of Case: Gonzales v. Santa Clara Valley Transportation Authority  
(Workers Compensation Appeals Board, ADJ15076647)

Evelynn Tran, General Counsel, noted no reportable action was taken during Closed Session.

**C.** Conference with Legal Counsel - Existing Litigation  
[Government Code Section 54956.9(d)(1)]

Name of Case: Romo v. Santa Clara Valley Transportation Authority  
(Workers Compensation Appeals Board, ADJ 14745130)

Ms. Tran noted no reportable action was taken during Closed Session.

**D.** Conference with Legal Counsel - Existing Litigation  
[Government Code Section 54956.9(d)(1)]

Name of Case: Megia v. Santa Clara Valley Transportation Authority  
(Workers Compensation Appeals Board, ADJ 14952543)

Ms. Tran noted no reportable action was taken during Closed Session.

**E.** Conference with Legal Counsel - Anticipated Litigation  
[Government Code Section 54956.9(d)(2)]

Significant Exposure to Litigation relating to workers compensation claim  
by Kaur-Singh  
No. of Case: 1

Ms. Tran noted no reportable action was taken during Closed Session.

**F.** Public Employee Performance Evaluation  
[Government Code Section 54957]

Title: General Manager

Chairperson Jones noted no reportable action was taken during Closed Session.

**G.** Public Employee Performance Evaluation  
[Government Code Section 54957]

Title: General Counsel

Chairperson Jones noted no reportable action was taken during Closed Session.



#### 4. PUBLIC HEARINGS (CONTINUED)

**4.1. Recommendation to Adopt Resolutions of Necessity for BART Silicon Valley Phase II Project (BSVII); Property owned by BSREP II SJ Towers, LLC, a Delaware limited liability company (B3220); Property owned by Goldrock Holdings, LLC, a California limited liability company (B3213)**

Elaine Baltao, Board Secretary, noted that Agenda Item #4.1 had two staff recommendations for action, noting that the Board adopted the Resolutions of Necessity earlier, but needed to consider the adoption of the CEQA compliance.

**M/S/C (Hendricks/Jain)** to consider and adopt staff recommendation on CEQA compliance.

<b>RESULT:</b>	<b>ADOPTED –Agenda Item #4.1</b>
<b>MOVER:</b>	Glenn Hendricks, Board Member
<b>SECONDER:</b>	Suds Jain, Board Member
<b>AYES:</b>	Burt, Carrasco, Chavez, Constantine, Hendricks, Jain, Jimenez, Jones, Lee, Liccardo <sup>1</sup> , Paul, Peralez
<b>NOES:</b>	None
<b>ABSENT:</b>	None

**9.4. Amendment to Employment Contract for General Manager/CEO Carolyn M. Gonot**

Chairperson Jones noted the following modifications to Ms. Gonot's employment contract: 1) roll current \$500 monthly auto allowance into her base salary and to allow use of a VTA vehicle for business purposes; 2) 4.5% increase to annual salary to \$372,020 for last 18 months of service; 3) fully fund 401A Deferred Compensation account; this is an increase of \$10,000 in 2023 to \$66,000; and 4) each year after that Ms. Gonot's 401A account shall be fully funded at a maximum amount allowable by the Internal Revenue Service (IRS).

Members of the Board noted Ms. Gonot has done an outstanding job bringing the organization forward to a better place while simultaneously tackling organizational challenges that were the result of the May 26, 2021, tragedy.

**M/S/C (Hendricks/Constantine)** to approve modifications to employment contract with VTA General Manager.

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<sup>1</sup> Due to technical difficulties, the Board Office staff was unable to hear Member Liccardo during the voice vote. Member Liccardo indicated via phone call that he voted yes on these items. The Zoom meeting report confirmed that Member Liccardo was in attendance (via telephone) until the meeting adjourned.

<b>RESULT:</b>	<b>APPROVED –Agenda Item #9.4</b>
<b>MOVER:</b>	Glenn Hendricks, Board Member
<b>SECONDER:</b>	Rich Constantine, Vice Chairperson
<b>AYES:</b>	Burt, Constantine, Hendricks, Jain, Jimenez, Jones, Lee, Liccardo <sup>1</sup> , Paul, Peralez
<b>NOES:</b>	None
<b>ABSENT:</b>	Carrasco, Chavez

**9.5. Fourth Amendment to Employment Contract for General Counsel Evelynn Tran**

Chairperson Jones indicated the modification to Ms. Tran’s employment contract, noting a 4% increase to her annual salary to \$284,564.80.

Members of the Board noted the exceptional work Ms. Tran has done in the past several years through many challenges VTA faced.

**M/S/C (Hendricks/Constantine)** to approve modifications to employment contract with VTA General Counsel.

<b>RESULT:</b>	<b>APPROVED –Agenda Item #9.5</b>
<b>MOVER:</b>	Glenn Hendricks, Board Member
<b>SECONDER:</b>	Rich Constantine, Vice Chairperson
<b>AYES:</b>	Burt, Constantine, Hendricks, Jain, Jimenez, Jones, Lee, Liccardo <sup>1</sup> , Paul, Peralez
<b>NOES:</b>	None
<b>ABSENT:</b>	Carrasco, Chavez

**10. ADJOURNMENT**

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**On order of Chairperson Jones** and there being no objection, the meeting was adjourned at 11:50 p.m.

Respectfully submitted,

Theadora Abraham, Board Assistant  
VTA Office of the Board Secretary