

BOARD OF DIRECTORS MEETING

Thursday, August 4, 2022

MINUTES

1. CALL TO ORDER AND ROLL CALL

The Regular Meeting of the Santa Clara Valley Transportation Authority's (VTA) Board of Directors (Board) was called to order by Chairperson Jones at 5:30 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	Absent
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	Present
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	Absent
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	Absent

* 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 defer **Agenda Item #7.3.**, Revised Agreement between VTA and BART for the BART Operations Control Center Project.

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

RESULT:	ACCEPTED - Orders of the Day
MOVER:	Rich Constantine, Vice Chairperson
SECONDER:	Cindy Chavez, Board Member
AYES:	Burt, Chavez, Constantine, Davis, Hendricks, Jain, Jimenez, Jones, Liccardo, Paul, Peralez
NOES:	None
ABSENT:	Lee

2. AWARDS AND COMMENDATION

There were no Awards and Commendation.

3. PUBLIC COMMENT

Board Member Carrasco arrived at the video and teleconference meeting at 5:34 p.m.

Thalia Young, Board Assistant, noted written public was received and posted on the agenda portal.

Blair Beekman, Interested Citizen, spoke about surveillance.

4. PUBLIC HEARINGS

There were no Public Hearings.

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

There were no Standing Committee Chairpersons' Reports.

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

5.1.D. Policy Advisory Board Chairpersons' Report

There were no Policy Advisory Board Chairpersons' Reports.

5.1.E. Oversight Committee Chairperson's Report

2016 Measure B Citizens' Oversight Committee (MBCOC) Chairperson Herrera provided a brief report on the MBCOC meeting of July 27, 2022.

Public Comment

Mr. Beekman commented on the Committee for Transit Mobility and Accessibility (CTMA) appointments approved at the Governance & Audit Committee meeting.

5.2. General Manager Report

Carolyn Gonot, General Manager/CEO, provided a report, highlighting the following: 1) Silicon Valley Pride Month; 2) recognized Marty Asplund and Jorge Palomino for going above and beyond their work duties; 3) recognized the employees in the Information Technology Department for their dedicated work after the cyber-attack; 4) the Accounting Team received the Certificate of Achievement for Excellence in Financial Reporting; 5) the Procurement, Contracts & Materials Team received the 2022 Achievement of Excellence in Procurement Award; 6) VTA's Zero Emission Bus Charging Micro Grid project has been featured in the Atlas Public Policy survey of best practices for deploying charging infrastructure for electric transit buses; 7) Congestion Management update; 8) service changes starting August 15, 2022; 9) paratransit request for proposals update; 10) establishment of a Safety Plan Review Committee for the federally mandated Public Transportation Agency Safety Plan (PTASP); and 11) update on recent Marketing and Communications events.

Ms. Young noted that written public comment was received and posted on the Agenda Portal.

Public Comment

Mr. Beekman commented on operator safety.

Brandi Childress, Chief of Staff, provided an update on the following: 1) steps being taken to address operator safety including discussions between the unions and the District Attorney's office; and 2) periodic reports on operator safety will be provided at Governance & Audit Committee (G&A), Safety, Security, and Transit Planning & Operations (SSTPO) Committee, and the Board.

Members of the Board made the following requests: 1) 2021 incident numbers from the Sheriff's Office to compare with 2022; and 2) Allied Universal staffing levels.

Member Chavez offered the following comments: 1) requested the scope of work for the paratransit services RFP be shared with the Governance & Audit and the Board of Directors; 2) recommended creating a working group that includes the Chief of Chiefs for the county chiefs of police to come up with an agreed upon set of outcomes and approaches that the SSTPO can use as a guide when evaluating programs for operator safety; and 3) requested VTA consult with other transit agencies to determine what works and does not work with the current legislation and use that information to fix the legislation that relates to operator safety.

Public Comment

John Courtney, Amalgamated Transit Union (ATU) Local 265, made the following comments: 1) expressed concern about using a baseline for incident numbers; and 2) collaborating with ATU for ideas to keep operators safe while on duty.

On order of Chairperson Jones and there being no objection, the Board received the General Manager Report.

5.2.A. Government Affairs Update

Ms. Gonot noted that the Government Affairs Update is in the online packet.

Ms. Gonot also noted that the ridership and safety and security statistics were in the online packet.

On order of Chairperson Jones and there being no objection, the Board received the General Manager Report.

5.3. Chairperson's Report

Chairperson Jones provided a report on the following: 1) observations from visits to the bus and light rail yards; 2) the California Transportation Commission is holding a two-day meeting at San José City Hall on August 17 and 18, 2022; and 3) riding transit with Ms. Gonot and feedback received from riders.

On order of Chairperson Jones and there being no objection, the Board received the Chairperson's Report.

6. CONSENT AGENDA

Public Comment

Kitty Moore, Interested Citizen, made the following comments: 1) referenced **Agenda Item #6.4**, Updated 2016 Measure B Program Category Guidelines, noting PAC requested that the tax data be shared with the Board; 2) referenced **Agenda Item #6.5**, 2016 Measure B Highway Interchange Category - Noise Abatement Competitive Grant Pre-Screening Criteria, inquiring how projects can be added; 3) referenced **Agenda Item #6.11**, Title VI Program Overview, requesting access to the 2020 Title VI monitoring program; and 4)

referenced **Agenda Item #6.12**, Scope of Work - Annual Financial Audit FY 2-22, inquiring about the policy for selecting an auditor.

Board Members Chavez and Liccardo recused themselves from **Agenda Item #6.6**, I-280/Winchester Boulevard Improvements Project - Mark Thomas and Company, Inc. Contract Amendment #7, and **Agenda Item #6.7**, I-280/Wolfe Road Improvement Project - Utility Agreement with Cupertino Sanitary District in accordance with Government Code Section 84308.

6.1. Regular Meeting Minutes of June 2, 2022

M/S/C (Hendricks/Burt) to approve the Regular Meeting Minutes of June 2, 2022.

6.2. Regular Meeting Minutes of June 17, 2022

M/S/C (Hendricks/Burt) to approve the Regular Meeting Minutes of June 17, 2022.

6.3. Special Meeting Minutes of July 11, 2022

M/S/C (Hendricks/Burt) to approve the Special Meeting Minutes of July 11, 2022.

6.4. Updated 2016 Measure B Program Category Guidelines

M/S/C (Hendricks/Burt) to approve the updated program category guidelines for the nine 2016 Measure B Program Categories.

6.5. 2016 Measure B Highway Interchanges Category - Noise Abatement Competitive Grant Program Pre-Screening Criteria

M/S/C (Hendricks/Burt) to approve the 2016 Measure B Highway Interchanges Program Category Noise Abatement Competitive Grant Program pre-screening criteria.

6.6. I-280/Winchester Boulevard Improvements Project - Mark Thomas and Company, Inc. Contract Amendment #7

M/S/C (Hendricks/Burt) on a vote of 9 ayes to 0 noes to 2 recusals to authorize the General Manager to execute a contract amendment with Mark Thomas and Company, Inc. (MT&Co) for the I-280/Winchester Boulevard Improvements Project in the amount of \$382,911 for a total contract value of \$5,245,759 and to use the new total contract value to calculate the General Manager's amendment authority under Administrative Code Section 9.2(h); and to extend the contract term by six months to December 31, 2023. Board Members Chavez and Liccardo recused.

6.7. I-280/Wolfe Road Improvement Project - Utility Agreement with Cupertino Sanitary District

M/S/C (Hendricks/Burt) on a vote of 9 ayes to 0 noes to 2 recusals to authorize the General Manager to execute a Utility Agreement with the Cupertino Sanitary District in the amount not to exceed \$6,999,619 for the I-280/Wolfe Road Interchange Improvement Project. Board Members Chavez and Liccardo recused.

6.8. Resolution for Provision of Health Insurance Coverage for Eligible Dependents of Employees Who Lost Their Lives due to the May 26, 2021, Guadalupe Rail Yard Incident

M/S/C (Hendricks/Burt) to adopt **Resolution No. 2022.08.24** for the provision of health insurance coverage for the eligible dependents of the employees who lost their lives due to the May 26, 2021, Guadalupe Rail Yard Incident.

6.9. Subsequent Resolution to Continue Remote Board and Committee Meetings

M/S/C (Hendricks/Burt) to adopt **Resolution No. 2022.08.25** 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).

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

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

6.11. Title VI Program Overview

M/S/C (Hendricks/Burt) to review and accept the Title VI Program Overview.

6.12. Scope of Work - Annual Financial Audit FY 2022

M/S/C (Hendricks/Burt) to review and receive the scope of work for Annual Financial Audit Services for Fiscal Year 2022.

6.13. General Liability & Workers' Compensation with Payments & Settlement for Second & Third Quarter FY 2022

M/S/C (Hendricks/Burt) to receive a report of incidents and claims with payments and settlements for General Liability and Workers' Compensation Claims. This report has been expanded to include COVID-19 incidents and claims in addition to incidents and claims arising out of the May 26, 2021, Guadalupe tragedy.

6.14. Transit Service Changes - August 15, 2022

M/S/C (Hendricks/Burt) to receive a report on the August 15, 2022, Transit Service Changes.

RESULT:	APPROVED - Consent Agenda Items #6.1-6.5, 6.8-6.14
MOVER:	Glenn Hendricks, Board Member
SECONDER:	Pat Burt, Board Member
AYES:	Burt, Carrasco, Chavez, Constantine, Hendricks, Jain, Jimenez, Jones, Liccardo, Paul, Peralez
NOES:	None
ABSENT:	Lee

RESULT:	APPROVED - Consent Agenda Items #6.6-6.7
MOVER:	Glenn Hendricks, Board Member
SECONDER:	Pat Burt, Board Member
AYES:	Burt, Carrasco, Constantine, Hendricks, Jain, Jimenez, Jones, Paul, Peralez
NOES:	None
RECUSED:	Chavez, Liccardo
ABSENT:	Lee

7. REGULAR AGENDA

Board Member Chavez recused herself from **Agenda Item #7.1**, Organizational Culture & Climate Transformation Contract, and **Agenda Item #7.2**, Resolution to Execute Agreement with the Caltrain, SMCTD, and CCSF, in accordance with Government Code Section 84308.

Board Member Chavez left the
video and teleconference meeting at 6:37 p.m.

7.1. Organizational Culture & Climate Transformation Contract

Ms. Childress provided an overview of the staff report.

Ms. Gonot thanked Ms. Childress, union leadership, and management for their work in the SB 129 committee and their efforts related to the organizational culture and climate transformation contract. Ms. Gonot informed the Board that up to \$750,000 of SB 129 funds will be allocated for an additional contract to support the unions in their collaboration efforts. Staff will be working with the union leadership to identify an appropriate procurement method to procure the additional contract as soon as possible.

Public Comment

Marc Delong, Transportation Authority Engineers and Architects (TAEA) Local 21, expressed support for this contract. He also expressed support for the additional consultant the General Manager mentioned for the union's coordination efforts and communication. He noted the unions' commitment to work together in this endeavor.

Tammy Dhanota, Service Employees International Union (SEIU) Local 521, made the following comments: 1) thanked the Board for previously deferring the item to allow more coordination and dialogue to identify next steps; 2) expressed support for entering a contract with Deloitte Consulting, LLP; and 3) the union leadership and management are committed to work on an expedited schedule to collectively identify the additional consultant for internal communications.

Board Member Liccardo recused himself from **Agenda Item #7.1**, Organizational Culture & Climate Transformation Contract, in accordance with Government Code Section 84308.

Board Member Liccardo left the
video and teleconference meeting at 7:01 p.m.

Members of the Board discussed the following: 1) the timeline for moving forward with the contract; 2) additional contract to address internal communication; and 3) getting the support of the unions.

Member Hendricks requested that there be an agreement on the scope of work for the additional contract by August 19, 2022. He requested an update on the progress by August 19, 2022.

M/S/C (Jimenez/Paul) on a vote of 9 ayes to 0 noes to 2 recusals to authorize the General Manager to execute a contract with Deloitte Consulting, LLP., for organizational culture and climate transformation consulting services for a period of two (2) years in the amount of \$1,992,442. Board Members Chavez and Liccardo recused.

RESULT:	APPROVED - Agenda Item #7.1
MOVER:	Sergio Jimenez, Board Member
SECONDER:	Darcy Paul, Board Member
AYES:	Burt, Carrasco, Constantine, Hendricks, Jain, Jimenez, Jones, Paul, Peralez
NOES:	None
ABSENT:	Lee
RECUSED:	Chavez, Liccardo

Board Member Jimenez left the video and teleconference meeting at 7:04 p.m.
and relinquished his seat to Alternate Board Member Davis.

Board Member Liccardo returned to the video and teleconference meeting at 7:04 p.m.

7.2. Resolution to Execute Agreement with the Caltrain, SMCTD, and CCSF

Jim Lawson, Chief External Affairs Officer, provided a presentation entitled “Caltrain Governance.”

Members of the Board expressed their appreciation for the work which has gone into the Memorandum of Understanding (MOU).

M/S/C (Davis/Hendricks) on a vote of 10 ayes to 0 noes to 1 refusal to adopt **Resolution No. 2022.08.26** authorizing the General Manager to file and execute a Memorandum of Understanding (“MOU”) between and among the Santa Clara Valley Transportation Authority (“VTA”), the Peninsula Corridor Joint Powers Board (“JPB”), San Mateo County Transportation District (“SMCTD”), and the City and County of San Francisco (“CCSF”) relating to the JPB’s governance upon approval of the MOU and to take all actions necessary to implement the MOU following its execution by the Member Agencies. Board Member Chavez refused.

RESULT:	ADOPTED - Agenda Item #7.2
MOVER:	Dev Davis, Alternate Board Member (San José)
SECONDER:	Glenn Hendricks, Board Member (Sunnyvale)
AYES:	Burt, Carrasco, Constantine, Davis, Hendricks, Jain, Jones, Liccardo, Paul, Peralez
ABSENT:	Lee
REFUSED:	Chavez

7.3. (Deferred)

Authorize the General Manager/CEO to execute an agreement between VTA and the Bay Area Rapid Transit (BART) District for the retrofit of BART’s existing Operations Control Center (OCC Retrofit), with VTA contributing a lumpsum amount of \$26.4 million

7.4. Silicon Valley Rapid Transit (SVRT) Program Update

Board Member Chavez returned to the video and teleconference meeting at 7:22 p.m.

Takis Salpeas, BART Silicon Valley Extension Project Chief, and Ms. Childress provided a presentation entitled “VTA’s BART Silicon Valley Phase II Extension.”

Members of the Board discussed the following: 1) additional funding; and 2) a presentation of updated budget. The Board requested information of who is on the peer review committee and their scope of work.

On order of Chairperson Jones and there being no objection, the Board received the Silicon Valley Rapid Transit (SVRT) Program update.

8. OTHER ITEMS

8.1. ITEMS OF CONCERN AND REFERRAL TO ADMINISTRATION

Board Member Chavez requested that the MV Request for Proposals (RFP) be provided to the Governance & Audit (G&A) Committee and/or another committee.

8.2. Announcements

Board Member Paul announced he recently attended the American Public Transportation Association (APTA) Transit Board Member Seminar. He noted it was an excellent seminar and encouraged other Board Members to attend it in the future.

8.3. Public Comment (Continued)

There was no Public Comment.

9. CLOSED SESSION

9.1. Recessed to Closed Session at 7:42 p.m.

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

Significant Exposure to Litigation
Worker's Compensation Claims Relating to Singh.

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

Significant Exposure to Litigation: Multiple Cases related to May 26, 2021 incident, including claims from primary surviving dependents of Alaghmandan, Balleza, Gonzales, Hernandez, Megia, Romo, Rudometkin, Singh, Fritch, and Lane.

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

Name of Case: Skanska-Shimmick-Herzog v. Santa Clara Valley Transportation Authority
(San Mateo Superior Court Case No. 20-CIV-02854)

9.2. Reconvened to Open Session at 8:45 p.m.

9.3. Closed Session Report

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

Significant Exposure to Litigation
Worker's Compensation Claims Relating to Singh.

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

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

Significant Exposure to Litigation: Multiple Cases related to May 26, 2021 incident, including claims from primary surviving dependents of Alaghmandan, Balleza, Gonzales, Hernandez, Megia, Romo, Rudometkin, Singh, Fritch, and Lane.

Ms. Tran 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: Skanska-Shimmick-Herzog v. Santa Clara Valley Transportation Authority
(San Mateo Superior Court Case No. 20-CIV-02854)

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

10. ADJOURNMENT

On order of Chairperson Jones and there being no objection, the meeting was adjourned at 8:46 p.m.

Respectfully submitted,

Thalia Young, Board Assistant
VTA Office of the Board Secretary