CALL TO ORDER AND ROLL CALL

The Regular Meeting of the Santa Clara Valley Transportation Authority’s (VTA) Board of Directors was called to order by Chairperson Woodward at 5:32 p.m. in the Board of Supervisors’ Chambers, County Government Center, 70 West Hedding Street, San José, California.

Chairperson Woodward welcomed newly appointed Regular Board Member Magdalena Carrasco, representing Group 1, San Jose; returning Regular Board Member Rich Larsen, representing Group 2, North West Cities, who previously served as an alternate; and, Raul Peralez, Alternate, representing Group 1, San Jose, who was not in attendance.

1.1 ADMINISTER OATH OF OFFICE

Elaine Baltao, Board Secretary, administered the Oath of Office to newly appointed Board Member Magdalena Carrasco.

1.2. ROLL CALL

<table>
<thead>
<tr>
<th>Attendee Name</th>
<th>Title</th>
<th>Status</th>
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<tbody>
<tr>
<td>Jason Baker</td>
<td>Board Member</td>
<td>Present</td>
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<tr>
<td>Jeannie Bruins</td>
<td>Alternate Board Member</td>
<td>Present</td>
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<tr>
<td>Larry Carr</td>
<td>Alternate Board Member</td>
<td>Present</td>
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<tr>
<td>Magdalena Carrasco</td>
<td>Board Member</td>
<td>Present</td>
</tr>
<tr>
<td>Cindy Chavez</td>
<td>Vice Chairperson</td>
<td>Present</td>
</tr>
<tr>
<td>Dave Cortese</td>
<td>Alternate Board Member</td>
<td>Absent</td>
</tr>
<tr>
<td>Jose Esteves</td>
<td>Board Member</td>
<td>Present</td>
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<tr>
<td>Rose Herrera</td>
<td>Board Member</td>
<td>Present</td>
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<tr>
<td>Ash Kalra</td>
<td>Board Member</td>
<td>Present</td>
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<tr>
<td>Johnny Khamis</td>
<td>Board Member</td>
<td>Present</td>
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<tr>
<td>Rich Larsen</td>
<td>Board Member</td>
<td>Present</td>
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<tr>
<td>Sam Liccardo</td>
<td>Board Member</td>
<td>Present</td>
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<tr>
<td>Jamie Matthews</td>
<td>Alternate Board Member</td>
<td>Present</td>
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<tr>
<td>Howard Miller</td>
<td>Alternate Board Member</td>
<td>Present</td>
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<tr>
<td>Raul Peralez</td>
<td>Alternate Board Member</td>
<td>Absent</td>
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<tr>
<td>David Whittum</td>
<td>Board Member</td>
<td>Present</td>
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<tr>
<td>Perry Woodward</td>
<td>Chairperson</td>
<td>Present</td>
</tr>
<tr>
<td>Ken Yeager</td>
<td>Board Member</td>
<td>Present</td>
</tr>
</tbody>
</table>

* Alternates do not serve unless participating as a Member.

A quorum was present.
1.3 Orders of the Day and Approval of the Consent Agenda

Chairperson Woodward noted staff’s request to move the following items to the Consent Agenda: 1) Agenda Item # 7.4, Auxiliary Power Supply (APSE) Procurement contract, and; 2) Agenda Item # 7.5, LRT Efficiency Project – Mountain View Double Track Phase II Construction Contract Award.

Chairperson Woodward also noted staff’s request to remove Agenda Item # 4.2, Light Rail Efficiency Program (LREP) Resolution of Necessity for the Mountain View Double Tract Project, as an agreement was reached with the property owners.

M/S/C (Chavez/Baker) to approve the Orders of the Day and the Consent Agenda.

RESULT: ADOPTED [UNANIMOUS] (Orders of the Day, Consent Agenda Items #: 6.1 - 6.6 and 7.4 - 7.5)

MOVER: Chavez
SECONDER: Baker
AYES: Baker, Carrasco, Chavez, Esteves, Kalra, Khamis, Larsen, Whittum, Yeager, Woodward
ABSENT: Liccardo, Herrera

Board Member Liccardo arrived at the meeting and took his seat at 5:38 p.m.

2. AWARDS AND COMMENDATION

2.1 Employees of the Month for December 2014; and Employees and Supervisor of the First Quarter of 2015

Chairperson Woodward recognized Christina Jaworski, Sr. Environmental Planner, River Oaks; Vance Gwinn, Bus Dispatcher, Chaboya Operations; Jonathan Swage, Transit Mechanic, Cerone Maintenance, as Employees of the Month for December 2014.

Chairperson Woodward recognized Brent Burgos, Accountant III, River Oaks; Susan Yates, Coach Operator, Chaboya Division; Jamal Gettone, Service Worker, Chaboya Maintenance, as Employees of the Quarter for the first (1) quarter of 2015; and Sergio Pina, Transit Maintenance Supervisor; Cerone Maintenance, for Supervisor of the Quarter for the first (1) quarter of 2015.

Board Member Herrera arrived at the meeting and took her seat at 5:40 p.m.
2.2 **Board Resolution of Appreciation**

Vice Chairperson Chavez presented the Resolution of Appreciation to outgoing Board Chairperson Ash Kalra.

M/S/C (Larsen/Herrera) to adopt Resolution of Appreciation No. 2015.01.01 for outgoing Board Chairperson Kalra.

<table>
<thead>
<tr>
<th>RESULT:</th>
<th>ADOPTED [UNANIMOUS]</th>
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<tbody>
<tr>
<td>MOVER:</td>
<td>Larsen</td>
</tr>
<tr>
<td>SECONDER:</td>
<td>Herrera</td>
</tr>
<tr>
<td>AYES:</td>
<td>Baker, Carrasco, Chavez, Esteves, Herrera, Kalra, Khamis, Larsen, Liccardo, Whittum, Yeager, Woodward</td>
</tr>
<tr>
<td>ABSENT:</td>
<td>None</td>
</tr>
</tbody>
</table>

Board Member Kalra expressed his appreciation to the VTA Board and staff for the great honor and privilege of serving as Chairperson.

Alternate Board Member Bruins arrived at the meeting and took her seat at 5:46 p.m.

Chairperson Woodward welcomed newly appointed Alternate Board Member Jeannie Bruins, representing Group 2, North West Cities.

Elaine Baltao, Board Secretary, administered the Oath of Office to newly appointed Alternate Board Member Jeannie Bruins.

Chairperson Woodward welcomed newly appointed Regular Board Member Sam Liccardo, Group 1, San Jose, who previously served as Ex-Officio Board Member.

3. **PUBLIC COMMENT**

Fred Newman, Interested Citizen, noted his frustration with early morning riders who lie down and utilize more than one seat.

John Rainville, Interested Citizen, noted the insufficient space for bicycles on VTA light rail and suggested VTA follow Caltrain’s dedicated bike car to increase bicycle capacity in light rail.

Trish, Interested Citizen, commented on the following: 1) Oath of Office; 2) include minutes in the board packet, and; 3) discussed toll lane revenue graph.

James Wightman, Interested Citizen, expressed concern with hearing offensive language on VTA Light Rail and suggested signage be posted to discourage such behavior. Mr. Wightman queried about the reason for the four month closure of the Montague Light Rail station in Milpitas.

Gary Jones, Interested Citizen, expressed excitement for Cupertino’s General Plan and revitalization. He suggested a VTA Transit Center be built at Stevens Creek Boulevard and Wolfe Road to help relieve traffic congestion.
Ross Signnorino, Interested Citizen, suggested the VTA Board of Directors’ Minutes Roll Call be modified to add a column indicating the city grouping being represented to display the balance of representation.

The following members of the public expressed concern about express lane plans on SR 85 noting the following: 1) allow more hybrids; 2) address pinch points along the corridor, and; 3) add light rail in the corridor.

- Cheriel Jensen
- Paul Krug

4. PUBLIC HEARINGS

4.1 HEARING - NOTICE OF INTENTION TO ADOPT RESOLUTION OF NECESSITY

Bijal Patel, Deputy Director, Real Estate, provided a brief presentation, highlighting: 1) Project map; 2) Resolution of Necessity hearing; 3) Resolution of Necessity property; and 4) S&B, LLC, a California limited liability company.

Public Comment

There was no public comment.

M/S/C (Liccardo/Kalra) to close the Public Hearing.

RESULT: ADOPTED [UNANIMOUS]
MOVER: Liccardo
SECONDER: Kalra
AYES: Baker, Carrasco, Chavez, Esteves, Herrera, Kalra, Khamis, Larsen, Liccardo, Whittum, Yeager, Woodward
ABSENT: None

M/S/C (Liccardo/Kalra) to adopt Resolution of Necessity No. 2015.01.02 determining that the public interest and necessity require the acquisition of a property interest in property owned by S&B Milpitas, LLC and located in Milpitas, California, for the BART Silicon Valley Berryessa Extension (SVBX) Project.

Property ID/Assessor's Parcel Number/Owner

B2084 (APN 092-08-077) owned by S & B Milpitas, LLC, a California limited liability company

RESULT: ADOPTED [UNANIMOUS]
MOVER: Liccardo
SECONDER: Kalra
AYES: Baker, Carrasco, Chavez, Esteves, Herrera, Kalra, Khamis, Larsen, Liccardo, Whittum, Yeager, Woodward
ABSENT: None
4.2 (Removed from the Agenda)

Close Hearing and adopt a Resolution of Necessity determining that the public interest and necessity require the acquisition of property interests in property owned by DuJuan E. Green and Christina Green, Trustees or their successors in trust, under the DuJuan & Christina Green Living Trust, dated October 08, 2009 and located in Mountain View, California, for the Mountain View Double Track Project.

**Property ID/Assessor's Parcel Number/Owner**

LREP003 (APN 160-73-014) owned by DuJuan E. Green and Christina Green, Trustees or their successors in trust, under the DuJuan & Christina Green Living Trust, dated October 08, 2009.

5. **REPORTS**

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

There was no Citizens Advisory Committee (CAC) Chairperson’s report.

5.2. **Policy Advisory Committee (PAC) Chairperson's Report**

There was no Policy Advisory Committee (PAC) Chairperson’s report.

5.3. **General Manager’s Report**

Nuria I. Fernandez, General Manager, provided a report, highlighting:

- Ridership Report for November, 2014 noting, bus ridership decreased by 1.6% while light rail increased by 5.9% as compared to November, 2013. Calendar year to date system ridership is up 1%.

- VTA Events in December, 2014, noting: 1) Light Rail and Bus Holiday Wrap; 2) Stuff the Bus Toys for Tots Holiday Toy Drive; 3) VTA employees annual participation in the annual Family Giving Tree Holiday Wish Drive 4) VTA Holly Trolley, and; 5) New Year’s Eve Service.

- Announced January 2015 is Human Trafficking Awareness Month.

- Introduced Captain David Lera, Santa Clara County Sheriff’s Department, who reported on Security and Public Safety, highlighting the following: 1) November and December, 2014, statistics for the Sheriff Transit Patrol and citations from the VTA Fare Inspectors; and 2) discussed Proposition 47 reclassification of crimes which affects the number of arrests. Captain Lera noted he will be adding a line to report out misdemeanor cite and releases.

5.3.A. **Silicon Valley Rapid Transit (SVRT) Program Update**

Carolyn Gonot, Director of Engineering and Transportation Infrastructure and SVRT Program, provided a presentation, highlighting: 1) current project activities - Milpitas; 2) current project activities - San Jose; 3) Sierra/Lundy Trench Construction; 4) SVBX Project Integrated Summary Schedule; 5) SVBX Cost Summary, and; 6) Phase II Activities.
On order of Chairperson Woodward and there being no objection, the Committee received the Silicon Valley Rapid Transit program update.

5.3.B. Metropolitan Transportation Commission (MTC) and California Transportation Commission (CTC) activities

Aaron Quigley, Senior Policy Advisor, provided a brief report, highlighting the Caltrain modernization funding plan challenges.

The Board expressed concern about the funding challenges.

Public Comment

Eugene Bradley, Interested Citizen, suggested VTA increase the on-time percentage for bus and light rail.

Omar Chatty, Interested Citizen, thanked the Board for supporting Pacheco Pass Funding in 2014, and advocated for BART around the Bay.

Roland Lebrun, Interested Citizen, expressed concern about Caltrain funding issues.

5.4. Chairperson’s Report

Chairperson Woodward provided a brief report highlighting: 1) 2015 Committee appointments; 2) moving the responsibilities of the Ad-Hoc Levi’s Stadium Transit Program Committee to the Transit Planning & Operations (TP&O) Committee; 3) Audit Committee functions will become part of the newly constituted Governance and Audit Committee.

5.4.A. 2015 Appointments to Board Standing Committees, Joint Powers Boards, Policy Advisory Boards, and Ad Hoc Committees

M/S/C (Herrera/Larsen) to approve appointments to the Board Standing Committees, Joint Powers Boards, Policy Advisory Boards, and Ad Hoc Committees.

RESULT: ADOPTED [UNANIMOUS]

MOVER: Herrera
SECONDER: Larsen
AYES: Baker, Carrasco, Chavez, Esteves, Herrera, Kalra, Khamis, Larsen, Liccardo, Whittum, Yeager, Woodward
ABSENT: None

5.4.B. Receive Remarks from Incoming 2015 Chairperson Perry Woodward

Chairperson Woodward thanked the Committee for their confidence and stated he looks forward to working together.

Chairperson Woodward noted his vision for VTA in 2015, highlighting the following five priorities: 1) Bus Rapid Transit (BRT); 2) Super Bowl 50; 3) Earthquakes Stadium service; 4) Envision Silicon Valley (ESV) process, and; 5) BART (Bay Area Rapid Transit) Phase II.
Ms. Fernandez expounded on the plans and efforts for each of the priorities.

Chairperson Woodward noted his vision for VTA includes restructuring the process slightly by requesting the Committee Chairs provide a brief introduction at the Board Meeting to those items their committee has considered. After the introduction staff will give a brief description of the major points and answer any questions the Board may have.

5.4.C. **Report Regarding the Levi's Stadium Transit Program Committee**

George Tacke, Levi’s Stadium and Special Events Manager, provided a brief report, highlighting: 1) VTA has managed 50 events at Levi’s Stadium with success; 2) there have been no significant operational or customer service challenges during the last several events; 3) planning for the upcoming 2015 WrestleMania and Super Bowl 2016, and; 4) staff will focus on proposed strategies to fund VTA service to Levi’s Stadium in upcoming months.

**Public Comment**

Mr. Lebrun requested information items be provided to the public in the agenda packet prior to the Board meeting, if available. He also commented about Levi’s Stadium surplus funds.

### 6. CONSENT AGENDA

6.1. **Board of Directors Regular Meeting Minutes of December 11, 2014**

M/S/C (Chavez/Baker) to approve the Board of Directors Regular Meeting Minutes of December 11, 2014.

6.2. **Amended and Restated Regulation 98.11.2 Use, Traffic and Vehicles Operated or Parked on VTA Facilities**

M/S/C (Chavez/Baker) to adopt the Amended and Restated Regulation 98.11.2, entitled Use, Traffic and Vehicles Operated or Parked on VTA Facilities, which updates the rules and regulations for use, traffic and vehicles operated or parked on all property owned, leased or controlled by VTA.

6.3. **Bicycle & Pedestrian Advisory Committee Appointment**

M/S/C (Chavez/Baker) to ratify the appointment to the Bicycle & Pedestrian Advisory Committee of David Almeida, representing the City of Gilroy, for the two-year term ending June 30, 2016.

6.4. **Programmed Project Monitoring – Quarterly Report**

M/S/C (Chavez/Baker) to receive the Programmed Projects Quarterly Monitoring Report for July-September 2014.


6.6. **Transit Service Changes – January 2015**

M/S/C (Chavez/Baker) to receive a report on the January 2015 Transit Service Changes.

7.4. **Auxiliary Power Supply (APSE) Procurement**

M/S/C (Chavez/Baker) to authorize the General Manager to execute a contract with Alstom, Inc., in an amount up to $1,944,926 to procure five (5) Auxiliary Power Supply Equipment (APSE) units and associated support parts for VTA’s light rail vehicles.

7.5. **LRT Efficiency Project – Mountain View Double Track Phase II Construction Contract Award**

M/S/C (Chavez/Baker) to authorize the General Manager to execute a contract with B&C Transit, the lowest responsible and responsive bidder for construction of the LRT Efficiency Project - Mountain View Double Track Phase II Project for an amount not to exceed $11,706,985.

7. **REGULAR AGENDA**

7.1. **Amended and Restated Ordinance 98.1 - Vehicles and Facilities – Second Reading and Adoption**

Ms. Patel provided a brief overview of the report highlighting: 1) background; 2) Reason for the amendment; 3) Summary of changes, and; 4) Committee review process.

**Public Comment**

The following members of the public made the following comments: 1) thanked VTA for rewriting the ordinance; 2) noted the ordinance refers only to “inspectors” and leaves out “fare inspector” 3) expressed concern about the safety of Google buses using VTA bus stops; 4) the importance of preventing environmental pollution; 5) 49 Code of Federal Regulations (CFR), Section 120, Substance Abuse monitoring for operators, and; 6) maintenance cost sharing.

- Diana Hermone, Amalgamated Transit Union (ATU) Local 265
- Satnam Gill, ATU Local 265

Board Member Kalra thanked the public speakers and noted that the specifics of Third Party Use Policy will be discussed and considered at a future meeting.

Ms. Patel noted VTA has multiple categories of inspectors and the ordinance was intended to cover all potential categories. She stated Section 6 of the ordinance lays out who has delegated authority to enforce and says “inspectors as well as officers” and is meant to be inclusive of all categories of inspectors including fare inspectors.

Robert Fabela, General Counsel, noted the language was modified to be more specific.
Vice Chairperson Chavez requested a discussion be held with VTA employee bargaining units prior to returning to the Board to work together to develop a shared understanding around next steps and intent.

**M/S/C (Chavez/Herrera)** to consider and adopt the Amended and Restated Ordinance 98.1, Vehicles and Facilities, in the form attached hereto as Attachment A, which updates references to relevant California statutes, adds restrictions that align with current issues faced by the VTA, updates references to the Santa Clara Valley Transportation Authority’s name, updates provisions regulating the conduct of passengers on transit vehicles and facilities, and clarifies the conditions by which third parties may enter and use parking lots, stations and other VTA facilities.

**RESULT:** APPROVED [UNANIMOUS]

**MOVER:** Chavez

**SECONDER:** Herrera

**AYES:** Baker, Carrasco, Chavez, Esteves, Herrera, Kalra, Khamis, Larsen, Liccardo, Whittum, Yeager, Woodward

**ABSENT:** None

Board Member Kalra left the meeting at 7:18 p.m.

**7.2. Tamien Negative Declaration**

Tom Fitzwater, Transportation Planning Manager, provided a brief overview of the report and a presentation, highlighting: 1) Project Purpose and Description; 2) Project View; 3) Public Comments on Initial Study/Mitigated Negative Declaration; 4) Bicycle Access and Facilities, and; 5) Alternative Designs.

**Public Comment**

Mr. Lebrun made the following comments: 1) commended VTA on the alternative design; 2) suggested VTA consider putting gravel down on the east side where people are currently parking in the dirt, and 3) suggested VTA use Clipper Card access to track facility use.

Vice Chairperson Chavez queried whether an exterior treatment was planned for the parking structure, and highlighted the importance of clearly defining what the public can expect as well as the investment VTA is making.

Ms. Fernandez indicated if federal funds are involved in the project then a percentage of that funding can be allocated toward “art transit.”

Vice Chairperson Chavez requested staff provide Board Members with the project cite history to familiarize them with the project.

Board Member Liccardo queried about possible retail opportunities such as building parking areas on top of retail buildings to generate revenue to VTA. Staff noted development is not allowed on the west side, and a new amendment for private use would be required.

Board Member Herrera seconded Board Member Liccardo’s suggestion to consider retail opportunities on the site, and thanked staff for listening to the community and providing an alternative design.
RESULT: APPROVED [UNANIMOUS]
MOVER: Chavez
SECONDER: Herrera
AYES: Baker, Carrasco, Chavez, Esteves, Herrera, Khamis, Larsen, Liccardo, Whittum, Yeager, Woodward
ABSENT: Kalra

M/S/C (Chavez/Herrera) to approve the Initial Study/Mitigated Negative Declaration (IS/MND) for the Tamien Station Parking Structure Project; 2. Adopt the Mitigation Monitoring and Reporting Program; and 3. Adopt the Recommended Project Description.

Administration and Finance Committee

7.3. **2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A**

Raj Srinath, Chief Financial Officer, provided a brief overview of the report and a presentation, highlighting: 1) refunding bonds - Series 2015 - A & B; 2) Comparison of Debt Service, and; 3) Next Steps.

Board Member Khamis thanked VTA for protecting taxpayers, and requested staff provide a list where the onetime tax savings could be allocated. Mr. Srinath responded budgetary savings from Measure A funds can only be allocated to Measure A projects.

RESULT: APPROVED
MOVER: Larsen
SECONDER: Herrera
AYES: Baker, Carrasco, Chavez, Esteves, Herrera, Larsen, Liccardo, Whittum, Yeager, Woodward
NOES: Khamis
ABSENT: Kalra

M/S/C (Larsen/Herrera) on a vote of 10 ayes to 1 no to 0 abstentions, to adopt Resolution No. 2015.01.03 that approves the transaction documents (on file with the Board Secretary) and authorizes the General Manager and Chief Financial Officer to take all necessary actions to issue the 2000 Measure A Sales Tax Revenue Refunding Bonds, 2015 Series A (the “2015 Bonds”), in order to effect an advance refunding of up to all the outstanding 2000 Measure A Sales Tax Revenue Refunding Bonds, 2007 Series A Bonds (the “2007 Bonds”) and to pay the costs of issuance. Board Member Khamis opposed.

7.4. (Removed from the Regular Agenda and placed on the Consent Agenda.)

Authorize the General Manager to execute a contract with Alstom, Inc., in an amount up to $1,944,926 to procure five (5) Auxiliary Power Supply Equipment (APSE) units and associated support parts for VTA’s light rail vehicles.

7.5. (Removed from the Regular Agenda and placed on the Consent Agenda.)

Authorize the General Manager to execute a contract with B&C Transit, the lowest responsible and responsive bidder for construction of the LRT Efficiency
Project - Mountain View Double Track Phase II Project for an amount not to exceed $11,706,985.

8. OTHER ITEMS

8.1. ITEMS OF CONCERN AND REFERRAL TO ADMINISTRATION

There were no Items of Concern and Referral to Administration.

8.2. Reports from VTA Committees, Joint Powers Boards (JPB), and Regional Commissions

8.2.A. VTA Standing Committees

- Silicon Valley Rapid Transit Program Working (SVRT) Committee – December 1, 2014, Notice of Cancellation was accepted as contained in the Agenda Packet.
- Congestion Management Program & Planning (CMPP) Committee – December 18, 2014, Minutes, were accepted as contained in the Agenda Packet.
- Administration & Finance (A&F) Committee – December 18, 2014, Minutes, were accepted as contained in the Agenda Packet.
- Transit Planning & Operations (TP&O) Committee – December 18, 2014, Notice of Cancellation was accepted as contained in the Agenda Packet.

8.2.B. VTA Advisory Committees

- Committee for Transit Accessibility (CTA) – There was no report.
- Citizens Advisory Committee (CAC) and 2000 Measure A Citizens Watchdog Committee (CWC) – December 10, 2014, Notice of Cancellation was accepted as contained in the Agenda Packet.
- Bicycle & Pedestrian Advisory Committee (BPAC) – There was no report.
- Technical Advisory Committee (TAC) – December 11, 2014, Notice of Cancellation was accepted as contained in the Agenda Packet.
- Policy Advisory Committee (PAC) – December 11, 2014, Notice of Cancellation was accepted as contained in the Agenda Packet.

8.2.C. VTA Policy Advisory Boards (PAB)

- Downtown East Valley Policy Advisory Board (DTEV) – There was no report.
- Diridon Station Joint Policy Advisory Board - There was no report.
- El Camino Real Rapid Transit PAB – There was no report.

8.2.D. Joint Powers Boards and Regional Commissions
8.3. ANNOUNCEMENTS

There were no Announcements.

9. CLOSED SESSION

9.1. Recessed to Closed Session at 7:34 p.m.

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

   (Santa Clara County Superior Court Case No.: 1-13-CV-257814)

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

   Name of Case: San Francisco Bay Area Rapid Transit District v. PPF Industrial Whipple Road/Bowman Place, LP, a Delaware Limited Partnership
   (Alameda County Superior Court Case No.: RG 13708269)

C. Anticipated Litigation - Conference with Legal Counsel
   [Government Code Section 54956.9(d)(4) - Initiation of Litigation]

   Number of Potential Cases: 1 (Union Pacific)

D. Public Employee Performance Evaluation
   (Pursuant to Government Code Section 54957)

   Title: General Manager

E. Conference with Labor Negotiator
   [Government Code Section 54957.6]
9.2. **Reconvened to Open Session at 8:39 p.m.**

9.3. **Closed Session Report**

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


   (Santa Clara County Superior Court Case No.: 1-13-CV-257814)

   Mr. Fabela reported there was no reportable action taken in Closed Session.

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

   Name of Case: San Francisco Bay Area Rapid Transit District v. PPF Industrial Whipple Road/Bowman Place, LP, a Delaware Limited Partnership

   (Alameda County Superior Court Case No.: RG 13708269)

   Mr. Fabela reported there was no reportable action taken in Closed Session.

C. **Anticipated Litigation - Conference with Legal Counsel**  
   [Government Code Section 54956.9(d)(4) - Initiation of Litigation]

   Number of Potential Cases: 1 (Union Pacific)

   Mr. Fabela reported there was no reportable action taken in Closed Session.

D. **Public Employee Performance Evaluation**  
   (Pursuant to Government Code Section 54957)

   Title: General Manager

   Mr. Fabela reported there was no reportable action taken in Closed Session.

E. **Conference with Labor Negotiator**
VTA Designated Representative
Bill Lopez, Director of Business Services

Employment Contract
General Counsel

Chairperson Woodward reported there was no reportable action taken in Closed Session.

9.4. Extension and Amendment to Employment Contract for General Counsel

Bill Lopez, Director of Business Services, provided a brief overview of the report.

| RESULT: | APPROVED [UNANIMOUS] |
| MOVER:  | Chavez              |
| SECONDER: | Herrera          |
| AYES:   | Baker, Carrasco, Chavez, Esteves, Herrera, Khamis, Larsen, Liccardo, Whittum, Yeager, Woodward |
| ABSENT: | Kalra              |

M/S/C (Larsen/Herrera) to approve the recommendation of the current and immediate-past Board of Directors Chairperson, serving as the Evaluation Committee for the General Counsel, to adopt a Second Amendment to the Employment Agreement between Santa Clara Valley Transportation Authority (VTA) and General Counsel Robert Fabela. The Second Amendment revises the General Counsel’s compensation as detailed below, and extends the contract term for an additional five years.

The Evaluation Committee has recommended that General Counsel Robert Fabela’s base salary be increased, upon the beginning of the term of the contract extension, by 9%, from $206,000 per year to $224,540 per year; and that VTA increase the employer-paid contribution to his 457(b) Deferred Compensation account to the maximum allowed by IRS limits based on age and circumstance. The proposed contract term is for five years, and there are no other contractually guaranteed salary increases during this term.

10. ADJOURNMENT

On order of Chairperson Woodward and there being no objection, the meeting was adjourned at 8:45 p.m.

Respectfully submitted,

Anita McGraw, Board Assistant
VTA Office of the Board Secretary