BOARD OF DIRECTORS MEETING
Thursday, December 7, 2017

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 Bruins at 5:36 p.m. in the Board of Supervisors’ Chambers, County Government Center, 70 West Hedding Street, San José, California.

1.1. ROLL CALL

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<tr>
<th>Attendee Name</th>
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<tr>
<td>Jeannie Bruins</td>
<td>Chairperson</td>
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<td>Larry Carr</td>
<td>Board Member</td>
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<td>Cindy Chavez</td>
<td>Board Member</td>
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<td>David Cortese</td>
<td>Alternate Board Member</td>
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<td>Dev Davis</td>
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<td>Lan Diep</td>
<td>Board Member</td>
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<td>Daniel Harney</td>
<td>Alternate Board Member</td>
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<td>Glenn Hendricks</td>
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<td>Chappie Jones</td>
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<td>Johnny Khamis</td>
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<td>Sam Liccardo</td>
<td>Vice Chairperson</td>
<td>Present</td>
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<td>John McAlister</td>
<td>Alternate Board Member</td>
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<td>Bob Nuñez</td>
<td>Alternate Board Member</td>
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<td>Teresa O’Neill</td>
<td>Board Member</td>
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<td>Raul Peralez</td>
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<td>Rob Rennie</td>
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<td>Savita Vaidhyanathan</td>
<td>Board Member</td>
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<tr>
<td>Ken Yeager</td>
<td>Board Member</td>
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* Alternates do not serve unless participating as a Member.

A quorum was present.

1.2. Elect Board Chairperson and Vice Chairperson for 2018

Chairperson Bruins indicated a letter of interest was received from Vice Chairperson Sam Liccardo to serve as Chairperson for 2018.
M/S (Khamis/Hendricks) to nominate Sam Liccardo to serve as Chairperson for 2018.

M/S/C (Jones/Hendricks) to close nominations for Chairperson for 2018.

M/S/C (Khamis/Hendricks) to elect Sam Liccardo as Chairperson for 2018.

RESULT: ELECTED 2018 CHAIRPERSON [UNANIMOUS] – Agenda Item #1.2

MOVER: Johnny Khamis, Board Member
SECONDER: Glenn Hendricks, Board Member
AYES: Bruins, Chavez, Diep, Hendricks, Jones, Khamis, Liccardo, O’Neill, Peralez, Vaidhyanathan, Yeager
NOES: None
ABSENT: Carr

Chairperson Bruins indicated a letter of interest was received from Board Members Teresa O’Neill and Savita Vaidhyanathan to serve as Vice Chairperson for 2018.

M/S (Liccardo/Chavez) to nominate Teresa O’Neill and Savita Vaidhyanathan to serve as Vice Chairperson for 2018.

M/S/C (Hendricks/Liccardo) to approve the slate of nominees for Vice Chairperson for 2018.

Members O’Neill and Vaidhyanathan each spoke about why they should be elected as Vice Chairperson for 2018.

M/S/C (Chavez/Liccardo) to close discussion.

On a vote of 9 ayes to 2 noes Member O’Neill was elected as Vice Chairperson for 2018. Members Jones and Vaidhyanathan opposed.

RESULT: ELECTED 2018 VICE CHAIRPERSON- Agenda Item #1.2

AYES: Bruins, Chavez, Diep, Hendricks, Khamis, Liccardo, O’Neill, Peralez, Yeager
NOES: Jones, Vaidhyanathan
ABSENT: Carr

Board Member Yeager left his seat at 5:50 p.m.

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

Chairperson Bruins noted staff’s request as follows: 1) move to the consent agenda

**Agenda Item #7.1:** Comprehensive Annual Financial Report (CAFR) for the Santa Clara Valley Transportation Authority (VTA), and the Financial Reports for Amalgamated Transit Union (ATU) Pension Plan and Retirees’ Other Post Employment Benefits (OPEB) for Fiscal Year 2017; 2) **Agenda Item #8.1.C:** Silicon Valley Rapid Transit (SVRT) Program Update will be heard immediately after the Regular Agenda; and 3) **Agenda Item #8.1.A:** Report from Steve Palmer, Federal Lobbyist, to be heard after **Agenda Item #8.1.C.**

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

| RESULT: | ACCEPTED [UNANIMOUS] – Agenda Item #1.3 |
| MOVER: | Glenn Hendricks, Board Member |
| SECONDER: | Cindy Chavez, Board Member |
| AYES: | Bruins, Chavez, Diep, Hendricks, Jones, Khamis, Liccardo, O’Neill, Peralez, Vaidhyanathan |
| NOES: | None |
| ABSENT: | Carr, Yeager |

2. **AWARDS AND COMMENDATION**

2.1. **Retirement Commendation**

Chairperson Bruins recognized the following retirees for their distinguished public service with VTA: Kenneth Mireles, Senior Business Systems Analyst, for 37 years of service; Ignacio Sosa, Overhaul and Repair Mechanic, for 36 years of service; Steven Fisher, Senior Transportation Planner, for 30 years of service; and Krishan Sabherwal, Associate Systems Engineer, for 27 years of service.

Board Member Khamis left his seat at 5:58 p.m.

The following retiree was unable to attend, but was recognized for his distinguished public service: Richard Longstreth Jr., Coach Operator, for 27 years of service.

3. **PUBLIC COMMENT**

Eugene Bradley, Interested Citizen, expressed support for holding all VTA Board of Director meetings at 5:30 p.m. to provide the opportunity for public to attend.

John Courtney, Amalgamated Transit Union Local 265, commented on the recent assaults on VTA bus drivers.

Mr. Courtney spoke on behalf of Antonio Perez, Interested Citizen, who expressed concern over the discontinuation of Bus Line 45, noting the petition signed by other citizens to reinstate Bus Line 45.
Ronald Langston, VTA Coach Operator, requested that the Clipper reader be moved closer to the door as it creates a back-up when passengers are boarding.

Frank Ciuba, Interested Citizen, expressed displeasure about the elimination of Bus Line 45.

Roland Lebrun, Interested Citizen, expressed concern that the November 27, 2017, Board of Directors Special Meeting Closed Session did not discuss what was on the agenda according to a reliable source.

Omar Chatty, Interested Citizen, commented on the following: 1) the recent fires and the flooding in San José earlier this year demonstrated how vital our freeways are as escape routes; and 2) requested the option to receive paper agendas.

Board Member Khamis returned to his seat at 6:10 p.m.

4. PUBLIC HEARINGS

There were no Public Hearings.

5. COMMITTEE REPORTS

5.1. Citizens Advisory Committee (CAC) Chairperson’s Report

Chairperson Wadler provided a brief report noting the following: 1) CAC’s discussion on Commuter Shuttle Program Policy and VTA Complete Streets Policy; and 2) Board and Advisory Committee Leadership Coordination Meeting.

Board Member Yeager returned to his seat at 6:13 p.m.

5.2. Policy Advisory Committee (PAC) Chairperson’s Report

Chairperson Miller provided a brief report of the November 9, 2017, PAC meeting, highlighting the discussion held regarding the Commuter Shuttle Program Policy.

5.3. Policy Advisory Board Chairpersons’ Report

Chairperson Bruins noted that the State Route 85 Corridor Policy Advisory Board report was included in the Board Members’ reading folders and placed on the public table.

6. CONSENT AGENDA

Board Member Chavez requested that implementing an annual customer satisfaction survey with report out to the Board or appropriate Committee be part of Agenda Item #6.9: Contract Award for Paratransit Eligibility Certification Services.

Vice Chairperson Liccardo noted his recusal on the following Agenda Items: Item #6.3: Contractor Selection for BART Phase II Corridor Transit-Oriented Development Strategy Study; Item #6.4: State Route (SR) 237 Express Lanes Phase 2 – Construction Contract Award
to FBD Vanguard Construction, Inc.; and Item #6.8: I-280/Winchester Boulevard Interchange Improvements- Contract Amendment (PA/ED Phase).

Public Comment

Mr. Bradley commented on Agenda Item #6.9: Contract Award for Paratransit Eligibility Certification Services, noting Medical Transportation Management, Inc. is currently in a class action lawsuit in Washington, D.C. over pay.

6.1. Board of Directors Regular Meeting Minutes of November 2, 2017

M/S/C (Chavez/Hendricks) to approve the Board of Directors Regular Meeting Minutes of November 2, 2017.

6.2. Board of Directors Special Meeting Minutes of November 27, 2017

M/S/C (Chavez/Hendricks) to approve the Board of Directors Special Meeting Minutes of November 27, 2017.

6.3. Contractor Selection for BART Phase II Corridor Transit-Oriented Development (TOD) Strategy Study

M/S/C (Chavez/Hendricks) on a vote of 10 ayes to 0 noes to 1 recusal to authorize the General Manager to negotiate and execute a contract with Perkins + Will to prepare a BART Phase II Corridor Transit-Oriented Development (TOD) Strategy Study, for a value not to exceed $1,900,000. The contract term will be for 18 months form the date of execution. Vice Chairperson Liccardo recused.

6.4. State Route (SR) 237 Express Lanes Phase 2 – Construction Contract Award to FBD Vanguard Construction, Inc.

M/S/C (Chavez/Hendricks) on a vote of 10 ayes to 0 noes to 1 recusal to authorize the General Manager to execute a contract with FBD Vanguard Construction, Inc., the lowest responsive and responsible bidder, in an amount of $15,538,238.42 for the construction of the SR 237 Express Lanes Phase 2 Project. Vice Chairperson Liccardo recused.

6.5. Budget Appropriation Related to Financing of Phase 2 State Route (SR) 237 Express Lanes

M/S/C (Chavez/Hendricks) to adopt a Program Budget of $24,000,000 for the Silicon Valley Express Lanes Fund, to allow loan proceeds and any related interest earnings to pay project costs and loan costs of the Express Lanes Phase 2 Project.
6.6. **Retrofit Ticket Vending Machines (TVM) to Dispense Clipper® Cards**

M/S/C (Chavez/Hendricks) to authorize the General Manager to execute a sole source contract with VenTek Transit, Inc. for a not-to-exceed amount of $760,000 for hardware modifications, software engineering, and field installation necessary for all VTA Ticket Vending Machines (TVM) to dispense Clipper® cards.

6.7. **Fiscal Year 2018 Statement of Revenues and Expenses for the Period Ending September 30, 2017**

M/S/C (Chavez/Hendricks) to review and accept the Fiscal Year 2018 Statement of Revenues and Expenses for the period ending September 30, 2017.

6.8. **I-280/Winchester Boulevard Interchange Improvements- Contract Amendment (Project Approval/Environmental Documentation Phase)**

M/S/C (Chavez/Hendricks) on a vote of 10 ayes to 0 noes to 1 recusal to authorize the General Manager to execute contract amendments with Mark Thomas & Company to perform early development tasks to support the Project Approval/Environmental Documentation (PA/ED) phase in an amount not to exceed $1,500,000 for the I-280/Winchester Boulevard Interchange Improvements Project. Vice Chairperson Liccardo recused.

6.9. **Contract Award for Paratransit Eligibility Certification Services**

M/S/C (Chavez/Hendricks) to authorize the General Manager to execute a three year contract with Medical Transportation Management, Inc. (MTM) in the amount of $3,243,000 to provide Paratransit Eligibility Certification Services.

6.10. **2017 VTA Congestion Management Program (CMP) Document**

M/S/C (Chavez/Hendricks) to adopt the 2017 VTA Congestion Management Program (CMP).

6.11. **VTA Complete Streets Resolution and Policy**

M/S/C (Chavez/Hendricks) to adopt Resolution No. 2017.12.37 establishing a Complete Streets Policy for VTA.

6.12. **Records Information Management Program Assessment**

M/S/C (Chavez/Hendricks) to review and receive the Auditor General’s report on the Records Information Management Program Assessment.

6.13. **VTA Records Retention Schedule**

M/S/C (Chavez/Hendricks) to approve the revised Records Retention Schedule.
6.14. **Legislative Update Matrix**

M/S/C (Chavez/Hendricks) to review the Legislative Update.

6.15. **Transportation Fund for Clean Air (TFCA) Projects Status Report**

M/S/C (Chavez/Hendricks) to review the status of ongoing Santa Clara County Transportation Fund for Clean Air (TFCA) Program Manager Fund projects.


7.1 **Comprehensive Annual Financial Report (CAFR) for the Santa Clara Valley Transportation Authority (VTA), and the Financial Reports for Amalgamated Transit Union (ATU) Pension Plan and Retirees’ Other Post Employment Benefits (OPEB) for Fiscal Year 2017**

M/S/C (Chavez/Hendricks) to review and receive the audited CAFR for VTA, and the Financial Reports for ATU Pension Plan and Retirees’ OPEB Trust (both referred to as Trusts) for Fiscal Year 2017.

RESULT: APPROVED [UNANIMOUS] – Agenda Items #6.1-6.2, 6.5-6.7, 6.9-6.16, and 7.1

MOVER: Cindy Chavez, Board Member
SECONDER: Glenn Hendricks, Board Member
AYES: Bruins, Chavez, Diep, Hendricks, Jones, Khamis, Liccardo, O’Neill, Peralez, Vaidhyanathan, Yeager
NOES: None
ABSENT: Carr

RESULT: APPROVED [UNANIMOUS] – Agenda Items #6.3-6.4 and 6.8

MOVER: Cindy Chavez, Board Member
SECONDER: Glenn Hendricks, Board Member
AYES: Bruins, Chavez, Diep, Hendricks, Jones, Khamis, O’Neill, Peralez, Vaidhyanathan, Yeager
NOES: None
ABSENT: Carr
RECUSED: Liccardo
7. REGULAR AGENDA

**Governance and Audit Committee**

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

Review and receive the audited CAFR for VTA, and the Financial Reports for ATU Pension Plan and Retirees’ OPEB Trust (both referred to as Trusts) for Fiscal Year 2017.

**Administration and Finance Committee**

7.2 **Refunding 1976 Tax 2011 Bonds**

Raj Srinath, Chief Financial Officer, introduced Michael Smith, Fiscal Resources Manager. Mr. Smith provided an overview of the 1976 Tax 2011 Bonds refund.

M/S/C *(Khamis/Chavez)* to adopt Resolution No. 2017.12.38 authorizing the refunding of up to all maturities of the 2011 Bonds, approving the transaction documents (on file with the Board Secretary), and authorizing the General Manager and Chief Financial Officer to individually take all actions necessary to issue the 1976 Sales Tax, Sales Tax Revenue Refunding Bonds, 2017 Series B (the “2017-B Bonds”) and pay issuance costs.

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<td>NOES:</td>
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<td>ABSENT:</td>
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7.3 **Declaration of Surplus Property for Great Mall Transit Center in Milpitas**

Ron Golem, Deputy Director of Real Estate, provided a presentation entitled, “Great Mall Transit Center Disposition.”

Members of the Board discussed the following: 1) delaying action to conduct an analysis of all the options for the property; 2) residential use of the property; 3) the purpose of the transit center has changed; and 4) surplus property declaration can be reversed.

Public Comment

Bob Nuñez, City of Milpitas Councilmember, made the following comments: 1) additional time before making a decision is beneficial to VTA and the City of Milpitas (Milpitas); and 2) rezoning the property for housing is not being entertained.
by Milpitas because there are several housing developments in the area where the property is located.

**M/S/C (Chavez/Jones)** to direct staff to have further discussions with the City of Milpitas and return to the Board with an analysis.

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<td>Bruins, Chavez, Diep, Hendricks, Jones, Khamis, Liccardo, O’Neill, Peralez, Vaidhyanathan, Yeager</td>
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<td>NOES:</td>
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<td>ABSENT:</td>
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### 7.4 Authorization for Sole-Source Joint Development at Santa Clara Caltrain Station

Mr. Golem provided a presentation entitled, “Santa Clara Joint Development.”

Members of the Board discussed the following: 1) Caltrain parking; and 2) providing college student and/or affordable housing on the site.

**Public Comment**

Mr. Lebrun commented on the following: 1) expressed concern that no circulation study was conducted; 2) cost of public parking; and 3) expressed concern with non-transit rider parking in the VTA Cottle Road parking lot.

Aboubacar Ndiaye, Working Partnerships USA, made the following comments: 1) housing for Santa Clara University students does not meet affordable housing needs; and 2) housing is needed for workers.

**M/S/C (Chavez/Liccardo)** to authorize the General Manager to enter into one or more agreements with the City of Santa Clara and/or Republic Properties Corporation and its affiliate Republic Metropolitan (Republic) in connection with the development of the City and VTA-owned parking lot at the Santa Clara Caltrain Station. The agreements include a potential Cooperative Agreement with the City and an Exclusive Negotiations Agreements (ENA) with Republic for the purpose of negotiating a sole-sours Joint Development Agreement (JDA)/Disposition and Development Agreements (DDA) and any other related agreements. The Board added the following requests: 1) protect parking in the short and longer term relative to Caltrain; and 2) consider adding more workforce housing and potential affordable housing.
RESULT: APPROVED [UNANIMOUS] – Agenda Item #7.4
MOVER: Cindy Chavez, Board Member
SECONDER: Sam Liccardo, Vice Chairperson
AYES: Bruins, Chavez, Diep, Hendricks, Jones, Khamis, Liccardo, O’Neill, Peralez, Vaidhyanathan, Yeager
NOES: None
ABSENT: Carr

Board Member Peralez left his seat at 7:18 p.m.

Board of Directors

7.5 Commuter Shuttle Policy Program

Angelique M. Gaeta, Chief of Staff, and Ken Ronsse, Deputy Director of Rail and Facilities, provided a presentation entitled, “Commuter Shuttle Policy.”

Board Member Khamis and Chairperson Bruins left their seats at 7:23 p.m.
Board Member Peralez returned to his seat at 7:27 p.m.
Chairperson Bruins returned to her seat at 7:31 p.m.
Board Member Khamis returned to his seat at 7:32 p.m.
Board Member Diep left his seat at 7:33 p.m.

Public Comment

The following members of the public expressed support for safety of drivers and riders through the Commuter Shuttle Policy:

- Mr. Bradley
- Mr. Ndiaye
- Adolph Felix, Teamsters Union Local 853
- Ashley Dovichi
- Tony DeLorio, Teamsters Union Local 665
- Doug Bloch, Teamsters Joint Council 7
- Chris O’Connor, Silicon Valley Leadership Group
- Mariel Block, Law Foundation of Silicon Valley
- Carl Guardino, Silicon Valley Leadership Group

Board Member Diep returned to his seat at 7:44 p.m.

Discussion ensued on the following: 1) VTA will require a service disruption plan from commuter shuttles to ensure that VTA operations are not disrupted; 2) the policy is a cost recovery program not a revenue generator for VTA; 3) labor disputes will be worked out by the Teamsters Union and not involve VTA; and 4) suggestions for program implementation including staging and the use of Global Positioning System (GPS) as a tool for cost recovery.
M/S/C (Chavez/Yeager) to adopt a policy for a Commuter Shuttle Program, which requires commuter shuttle operators to adhere to a set of rules and regulations, as amended from time to time by the General Manager, in order to access VTA-owned real property and/or VTA-controlled areas, including VTA facilities.

RESULT: ADOPTED [UNANIMOUS]- Agenda Item #7.5
MOVER: Cindy Chavez, Board Member
SECONDER: Ken Yeager, Board Member
AYES: Bruins, Chavez, Diep, Hendricks, Jones, Khamis, Liccardo, O’Neill, Peralez, Vaidhyanathan, Yeager
NOES: None
ABSENT: Carr

8. OTHER ITEMS

8.1.C Silicon Valley Rapid Transit (SVRT) Program Update

Dennis Ratcliffe, Deputy Director, SVRT/BART Capital Program, provided a brief update on the BART Silicon Valley Extension Phase I.

On order of Chairperson Bruins and there being no objection, the Board received the Silicon Valley Rapid Transit Update.

VTA’s BART Silicon Valley Phase II Environmental Clearance Status

Carolyn Gonot, Chief Engineering & Program Delivery Officer, introduced Daniel Hauber, Peer Review Facilitator.

Mr. Hauber noted the members of the peer agency review panel and the panel’s methodology. He provided the overall conclusion of the peer agency review, highlighting the following: 1) based on the available information presented, the timing of the process, the twin bore option is preferred at this time; 2) the single bore option could be operated as presented with additional efforts and measures by the operating agency; 3) noted concerns about consistency, training, fire and life safety, and other related issues of the current design of the single bore option; and 4) a redesigned single bore option could be operated safely and eliminate many of the concerns.

Ms. Gonot noted that VTA will be making some adjustments to the single bore design over the next three months and will be asking for an extension with the Federal Transit Authority (FTA) for the project development stage.

Members of the Board discussed the following: 1) bringing the panel back to review a redesigned single bore option; 2) BART’s concerns; 3) training for operators; 4) consistency in procedures for operators, maintenance, and public safety; 5) Federal Full Funding Grant; and 6) getting an accurate message from the panel out to the public.
Public Comment

Mr. Bradley expressed concern that tunneling issues are being brought up 17 years after 2000 Measure A was approved.

Richard Hackman, Grocery Outlet, made the following comments: 1) endorsed the West option; and 2) emphasized the importance of BART to the downtown businesses.

Scott Knies, Interested Citizen, expressed support to extend the project development stage and urged the Board to consider a business interruption fund.

Mr. Lebrun made the following comments: 1) Barcelona was eight years late and changed design; and 2) the Diridon station improvements will not require a lot of digging.

On order of Chairperson Bruins and there being no objection, the Board received VTA’s BART Silicon Valley Phase II environmental Clearance Status.


Jim Lawson, Government Affairs Director & Executive Policy Advisor, introduced Steve Palmer, Vice President at Van Scoyoc Associates. Mr. Palmer provided a report regarding: 1) capital investment grant program; 2) tax reform bill; and 3) infrastructure initiative.

Vice Chairperson Liccardo left his seat at 8:26 p.m.
Vice Chairperson Liccardo returned to his seat at 8:34 p.m.

On order of Chairperson Bruins and there being no objection, the Board received a presentation from VTA’s Federal Lobbyist, Steve Palmer of Van Scoyoc Associates.

8.1. General Manager Report

Board Member Yeager left the meeting at 8:38 p.m.

Nuria I. Fernandez, General Manager, provided a year in review report, highlighting the following:

- VTA’s new brand
- Adoption of the biennial budget for fiscal years 2018 and 2019
- Development of the 2016 Measure B guidelines
- VTA’s plans to improve ridership including: fare structure change, implementation of the Next Network plan beginning in January 2018, and improved service

- Increasing security efforts and presence

- California Public Utilities Commission (CPUC) Triennial Review of VTA

- VTA’s mutual aid efforts

- VTA’s Business Diversity Program outreach activities and partnership with Santa Clara County

- VTA Access Paratransit Services move to the new location at Eastridge Transit Center

- Santa Clara Pedestrian Undercrossing opening

- VTA’s BART Silicon Valley Extension Phase II activities

- VTA’s marketing campaigns

- VTA received awards in 2017 for the following: Certificate of Achievement for Excellence in Financial Reporting, American Public Transportation Association (APTA) Certificate of Merit for Rail Safety and Security, American Public Works Association for the Mountain View double track project, and Silicon Valley Business Journal’s Structures Award for the Santa Clara Undercrossing. At the APTA International Road Rodeo in Baltimore, Maryland VTA took first and second place. VTA was recognized by Santa Clara County’s Commission on the Status of Women with a Family Friendly Workplace Award.

- VTA Employee activities including 1) Take Your Child to Work Day on April 27, 2017; and 2) donations to the American Red Cross, Second Harvest Food Bank, and Family Giving Tree.

Ms. Fernandez noted that the Safety and Security statistics were included in the Board Members’ reading folders and placed on the public table.

**Public Comment**

Mr. Chatty requested the cost of rebranding VTA buses and light rail vehicles.

Mr. Bradley commented on December 7, 2017, light rail service complications related to the PAC-12 college football championship game at Levi’s Stadium.

Mr. Lebrun commented on the following: 1) placing 2016 Measure B back on a ballot with a change in language; and 2) suggested that VTA ask voters to consider a commercial tenant tax as San Francisco is doing.
Ali Hudda, Deputy Director of Accounting, provided a presentation entitled, “Regional Means-Based Fares & Clipper Update.”

Ms. Fernandez announced that VTA is hosting a Stuff the Bus event benefiting the U.S. Marines Toys for Tots Drive on Market Street, near Christmas in the Park, on December 9, 2017, 9:00 a.m. to 5:00 p.m.

**8.1.B Government Affairs Update**

Ms. Fernandez noted the Government Affairs Update was included in the Board Members’ reading folders and placed on the public table.

*On order of Chairperson Bruins* and there being no objection, the Board received the Government Affairs Update.

**8.2. Chairperson’s Report**

Chairperson Bruins provided a brief report, noting: 1) the Advisory Committee Leadership meeting; 2) 2016 Measure B Oversight Committee Member orientation; and 3) Board Self-Assessment Process. Chairperson Bruins recognized Member Hendricks’ service on the Board noting he will serve as an Alternate Member next year.

Member Hendricks expressed appreciation to all VTA employees. He noted pride in serving as a VTA Board Member.

**8.2.A. VTA Board of Directors Meeting Schedule for Calendar Year 2018**

M/S/C (Chavez/Liccardo) to approve the VTA Board of Directors Meeting Schedule for calendar year 2018.

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<th>RESULT</th>
<th>APPROVED [UNANIMOUS] – Agenda Item #8.2.A</th>
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<td>Carr, Yeager</td>
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**8.3. Unapproved Minutes/Summary Reports from VTA Committees, Joint Powers Boards (JPB), and Regional Commissions**

**8.4.A. VTA Standing Committees**

- Governance and Audit Committee - There was no report.
- Congestion Management Program & Planning (CMPP) Committee - The November 16, 2017, Minutes were accepted as contained in the Agenda Packet.
8.4.B. VTA Advisory Committees

- Technical Advisory Committee (TAC) - The November 8, 2017, Minutes were accepted as contained in the Agenda Packet.

- Citizens Advisory Committee (CAC) and 2000 Measure A Citizens Watchdog Committee (CWC) - The November 8, 2017, Minutes were accepted as contained in the Agenda Packet.

- Bicycle & Pedestrian Advisory Committee (BPAC) – The November 8, 2017, Minutes were accepted as contained in the Agenda Packet.

- Committee for Transportation Mobility and Accessibility (CTMA) - The November 9, 2017, Minutes were accepted as contained in the Agenda Packet.

- Policy Advisory Committee (PAC) - The November 9, 2017, Minutes were accepted as contained in the Agenda Packet.

8.4.C. VTA Policy Advisory Boards (PAB)

- Eastridge to BART Regional Connector PAB (formerly Downtown East Valley PAB) - There was no report.

- State Route 85 Corridor PAB - The November 21, 2017, Minutes were accepted as contained in the Agenda Packet.

- Diridon Station Joint Policy Advisory Board - There was no report.

- El Camino Real Rapid Transit PAB - The October 26, 2017, Minutes were accepted as contained in the Agenda Packet.

8.4.D. Joint Powers Boards and Regional Commissions

- Caltrain Peninsula Corridor Joint Powers Board - The December 7, 2017, Summary Notes were accepted as contained on the dais.
• Capitol Corridor Joint Powers Authority - There was no report.
• Dumbarton Rail Corridor Policy Committee - There was no report.
• Metropolitan Transportation Commission (MTC) - There was no report.
• Sunol Smart Carpool Lane Joint Powers Authority - There was no report.
• Sunol SR 152 Mobility Partnership - There was no report.

8.4. ITEMS OF CONCERN AND REFERRAL TO ADMINISTRATION

There were no items of Concern and Referral to Administration.

8.5. Announcements

There was no Announcements.

9. CLOSED SESSION

Chairperson Bruins noted that Agenda Item #9.1.B: Conference with Legal Counsel – Anticipated Litigation, has been removed.

9.1. Recess to Closed Session at 9:27 p.m.

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

   Name of Case: Hawkins, Rochelle v. SCVTA, Henry Bala, et al. (Santa Clara County Superior Court Case: 16-CV-304352)

B. (Removed)

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

   Significant Exposure to Litigation

   No. of Potential Cases: 1

C. Public Employee Performance Evaluation
   [Government Code Section 54957]

   Title: General Manager
D. Conference with Labor Negotiators
   [Government Code Section 54957.6]

   VTA Designated Representatives:
   Jeannie Bruins, Board Chairperson
   Alberto Lara, Director of Business Services

   Unrepresented Employee:
   General Manager

E. Public Employee Performance Evaluation
   [Government Code Section 54957]

   Title: General Counsel

F. Conference with Labor Negotiators
   [Government Code Section 54957.6]

   VTA Designated Representatives:
   Jeannie Bruins, Board Chairperson
   Alberto Lara, Director of Business Services

   Unrepresented Employee:
   General Counsel

9.2. Reconvene to Open Session at 10:35 p.m.

9.3. Closed Session Report

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

      Name of Case: Hawkins, Rochelle v. SCVTA, Henry Bala, et al. (Santa
      Clara County Superior Court Case: 16-CV-304352)

      Robert Fabela, General Counsel, noted no reportable action was taken
      during Closed Session.

   C. Public Employee Performance Evaluation
      [Government Code Section 54957]

      Title: General Manager

      Mr. Fabela noted no reportable action was taken during Closed Session.
D. Conference with Labor Negotiators
   [Government Code Section 54957.6]

   VTA Designated Representatives:
   Jeannie Bruins, Board Chairperson
   Alberto Lara, Director of Business Services

   Unrepresented Employee:
   General Manager

   Mr. Fabela noted no reportable action was taken during Closed Session.

E. Public Employee Performance Evaluation
   [Government Code Section 54957]

   Title: General Counsel

   Mr. Fabela noted no reportable action was taken during Closed Session.

F. Conference with Labor Negotiators
   [Government Code Section 54957.6]

   VTA Designated Representatives:
   Jeannie Bruins, Board Chairperson
   Alberto Lara, Director of Business Services

   Unrepresented Employee:
   General Counsel

   Mr. Fabela noted no reportable action was taken during Closed Session.

9.4. Amendment to the Employment Agreement for the General Manager

   M/S/C (Khamis/Chavez) to approve modifications to employment for the contract with the VTA General Manager, including a 3% increase in salary.

   RESULT: APPROVED [UNANIMOUS] – Agenda Item #9.4

   MOVER: Johnny Khamis, Board Member

   SECONDER: Cindy Chavez, Board Member

   AYES: Bruins, Chavez, Diep, Hendricks, Jones, Khamis, Liccardo, O’Neill, Peralez, Vaidhyanathan

   NOES: None

   ABSENT: Carr, Yeager
9.5. Amendment to the Employment Agreement for the General Counsel

M/S/C (Chavez/Liccardo) to approve modifications to employment for the contract with the VTA General Counsel, including a 3% increase in salary and a one-time bonus of $8,700.

RESULT: APPROVED [UNANIMOUS] – Agenda Item #9.5
MOVER: Cindy Chavez, Board Member
SECONDER: Sam Liccardo, Vice Chairperson
AYES: Bruins, Chavez, Diep, Hendricks, Jones, Khamis, Liccardo, O’Neill, Peralez, Vaidhyanathan
NOES: None
ABSENT: Carr, Yeager

10. ADJOURNMENT

On order of Chairperson Bruins and there being no objection, the meeting was adjourned at 10:37 p.m.

Respectfully submitted,

Thalia Young, Board Assistant
VTA Office of the Board Secretary