Chairperson Pirzynski welcomed Chuck Page, Alternate Board Member, who replaced Evan Low as Alternate Board Member representing the West Valley Cities, Group 3.

1. 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 Pirzynski at 5:31 p.m. in the Board of Supervisors’ Chambers, County Government Center, 70 West Hedding Street, San José, California.

1.1. ROLL CALL

<table>
<thead>
<tr>
<th>Attendee Name</th>
<th>Title</th>
<th>Status</th>
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</thead>
<tbody>
<tr>
<td>Margaret Abe-Koga</td>
<td>Board Member</td>
<td>Absent</td>
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<tr>
<td>Xavier Campos</td>
<td>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>David Cortese</td>
<td>Board Member</td>
<td>Present</td>
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<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>Absent</td>
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<tr>
<td>Ash Kalra</td>
<td>Vice Chairperson</td>
<td>Present</td>
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<tr>
<td>Johnny Khamis</td>
<td>Alternate Board Member</td>
<td>Present</td>
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<td>Sam Liccardo</td>
<td>Board Member</td>
<td>Present</td>
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<td>Jamie Matthews</td>
<td>Board Member</td>
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<tr>
<td>Chuck Page</td>
<td>Alternate Board Member</td>
<td>Present</td>
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<tr>
<td>Joe Pirzynski</td>
<td>Chairperson</td>
<td>Present</td>
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<td>Gail A. Price</td>
<td>Alternate Board Member</td>
<td>Present</td>
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<td>Donald Rocha</td>
<td>Board Member</td>
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<td>David Whittum</td>
<td>Alternate Board Member</td>
<td>Absent</td>
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<tr>
<td>Perry Woodward</td>
<td>Board Member</td>
<td>Absent</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.

Chairperson Pirzynski noted the agenda was revised and the following items were revised and are in the Board Member’s reading folders and public table: **Agenda Item #7.3.** Accept staff’s findings on the Habitat Conservation Plan & One Bay Area Grant Program and not move forward with a nexus study; and **Agenda Item #8.3.** Authorize the General Manager to execute a contract with Advanced Digital Solutions International Inc, (ADSII), in the amount of $707,952.70. ADSII was the lowest responsible bidder for the procurement of new network switches in five of the six geographically defined sections of the Light Rail service area regulated by VTA’s Supervisory Control and Data Acquisition (SCADA) system.
Chairperson Pirzynski noted staff’s request to move the following Item from the Regular Agenda to the Consent Agenda: **Agenda Item #8.3.** Authorize the General Manager to execute a contract with Advanced Digital Solutions International Inc, (ADSII), in the amount of $707,952.70. ADSII was the lowest responsible bidder for the procurement of new network switches in five of the six geographically defined sections of the Light Rail service area regulated by VTA’s Supervisory Control and Data Acquisition (SCADA) system.

Board Member Yeager arrived at the meeting and took his seat at 5:32 p.m.

Chairperson Pirzynski noted staff’s request to remove the following four properties from **Agenda Item #5.1.** BART Silicon Valley Berryessa Extension (SVBX) Project Resolution of Necessity: 1) B3049 (APN 254-02-056) owned by Ecolab Inc., a Delaware corporation, formerly known as Economics Laboratory Inc., a Delaware corporation; 2) B3050 (APNs 254-02-065 and 254-02-072) owned by Storage Pro of San Jose, LLC, a California limited liability company; 3) B3059 (APNs 254-03-032 and 254-03-043) owned by P.S. Business Parks, L.P., a California limited partnership; and 4) B3001 (APNs 254-02-039 and 254-02-040) owned by Inland American/Stephens (Las Plumas) Ventures, LLC, a Delaware limited liability company.

Alternate Board Member Khamis arrived at the meeting and took his seat at 5:33 p.m.

Chairperson Pirzynski stated that VTA’s Board of Directors Regular Meeting would adjourn in memory of Rosario Enriquez and Raul Apostol, former VTA Employees.

Chairperson Pirzynski and VTA’s Board Members extended their condolences to the families of Rosario Enriquez and Raul Apostol.

Board Member Cortese requested the following Item be deferred: **Agenda Item #7.16.** 2000 Measure A Transit Improvement Program Semi-Annual Report December 2012.

Michael T. Burns, General Manager, noted Board Member Liccardo’s request to move the following Item from the Consent Agenda to the Regular Agenda: **Agenda Item #7.3.** Accept staff’s findings on the Habitat Conservation Plan & One Bay Area Grant Program and not move forward with a nexus study.

Mr. Burns disclosed a conflict with the following Item and recused himself from **Agenda Item #7.5.** Authorize the General Counsel to approve an eligible list of consultants to provide environmental support services for transit, highway and facility projects as funds become available for each project. The list would be valid for a five-year period.

### 1.2. Orders of the Day

M/S/C (Cortese/Price) to accept the Orders of the Day, and approve the Consent Agenda, as amended.

### 2. AWARDS AND COMMENDATION

#### 2.1 Employees of the Month for April and Supervisor of the Second Quarter for 2013

Chairperson Pirzynski recognized Jane Shinn, Management Analyst, River Oaks Administration, Congestion Management Division; and Norman Spaulding, Transit Radio Dispatcher, Guadalupe Operations Control Center as Employees of the Month for April 2013.
Board Member Liccardo arrived at the meeting at 5:40 p.m.

Chairperson Pirzynski recognized Lisa Vickery, Transit Division Supervisor, Cerone Division Operations, as supervisor for the Second quarter of 2013.

John Correa, Jr., Janitor, River Oaks Maintenance, was unable to attend.

2.2 Recognition of 2012 and Introduction of 2013 Advisory Committee Chairpersons

Chairperson Pirzynski and Vice Chairperson Kalra thanked the 2012 Advisory Committee Chairpersons for their service, commitment, and dedicated leadership:

- Bicycle & Pedestrian Advisory (BPAC) Chairperson Paul Goldstein;
- Citizens Advisory (CAC) Clinton Brownley;
- Committee for Transit Accessibility Aaron Morrow;
- Policy Advisory Committee (PAC) Megan Satterlee;
- Technical Advisory (TAC) Dan Collen.

Vice Chairperson Kalra introduced the new Advisory Committee Chairpersons for 2013:

- BPAC: Paul Goldstein;
- CAC: Clinton Brownley;
- CTA: Aaron Morrow;
- PAC: Gail A. Price;

On order of Chairperson Pirzynski and there being no objection, the Board recognized and thanked the individuals who served as Advisory Committee Chairpersons for 2012, and welcomed those serving in that capacity for 2013.

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

3. CLOSED SESSION

3.1. Recessed to Closed Session at 5:44 p.m.

A. Conference with Real Property Negotiators

[Government Code Section 54956.8]

Property: Portion of common area of condominium complex known as the “Muirfield Estates”, located at 1 - 72 Muirfield Court, San Jose (APNs 484-50-001 through 072)

Agency Negotiator: Bijal Patel, Deputy Director, Property Development & Management

Negotiating Parties: Michael Hardy, Angius & Hardy LLP, on behalf of the Muirfield Estates Homeowners Association

Under Negotiation: Price and terms of payment
B. Anticipated Litigation - Conference with Legal Counsel
   [Government Code Section 54956.9(b)]
   Significant exposure to litigation, pursuant to subdivision (b) of Government Code Section 54956.9
   Number of Cases: 1
   Facts and Circumstances: Challenge to grant funding by Amalgamated Transit Union, AFL-CIO

C. Anticipated Litigation - Conference with Legal Counsel
   [Government Code Section 54956.9(c)]
   Initiation of litigation pursuant to subdivision (c) of Government Code Section 54956.9
   Number of Potential Cases: 1

D. Existing Litigation - Conference with Legal Counsel
   [Government Code Section 54956.9(a)]
   Name of Case: Baljinder Rai vs. Santa Clara Valley Transportation Authority, et al., Civil Case Number CV-04344-PSG United States District Court (USDC)

E. Conference with Labor Negotiators
   [Government Code Section 54957.6]
   VTA Designated Representatives
   Bill Lopez, Chief Administrative Officer
   Robert L. Escobar, Deputy Director, Administrative Services
   Joseph Smith, Chief Financial Officer

   Employee Organizations
   American Federation of State, County and Municipal Employees (AFSCME), Local 101
   Service Employees International Union (SEIU), Local 521
   Transportation Authority Engineers and Architects Association (TAEA), IFPTE, Local 21

F. Public Employment
   [Pursuant to Government Code Section 54957]
   Title of position to be filled: General Manager

G. Public Employee Performance Evaluation
   [Government Code Section 54957]
   Title: General Counsel

   Board Member Campos left the meeting at 6:24 p.m.
3.2. Reconvened to Open Session at 6:52 p.m.

3.3. Closed Session Report

A. Conference with Real Property Negotiators
   [Government Code Section 54956.8]

   Property: Portion of common area of condominium complex known as the
   “Muirfield Estates”, located at 1 - 72 Muirfield Court, San Jose (APNs 484-50-001 through 072)

   Agency Negotiator: Bijal Patel, Deputy Director, Property Development & Management

   Negotiating Parties: Michael Hardy, Angius & Hardy LLP, on behalf of the
   Muirfield Estates Homeowners Association

   Under Negotiation: Price and terms of payment

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

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

   Significant exposure to litigation, pursuant to subdivision (b) of Government
   Code Section 54956.9

   Number of Cases: 1

   Facts and Circumstances: Challenge to grant funding by Amalgamated
   Transit Union, AFL-CIO

   Mr. Fabela reported that no reportable action was taken during Closed Session.

C. Anticipated Litigation - Conference with Legal Counsel
   [Government Code Section 54956.9(c)]

   Initiation of litigation pursuant to subdivision (c) of Government Code Section
   54956.9

   Number of Potential Cases: 1

   Mr. Fabela reported that no reportable action was taken during Closed Session.

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

   Name of Case: Baljinder Rai vs. Santa Clara Valley Transportation
   Authority, et al., Civil Case Number CV-04344-PSG United States District
   Court (USDC)
Mr. Fabela reported that no reportable action was taken during Closed Session.

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

   VTA Designated Representatives
   Bill Lopez, Chief Administrative Officer
   Robert L. Escobar, Deputy Director, Administrative Services
   Joseph Smith, Chief Financial Officer

   Employee Organizations
   American Federation of State, County and Municipal Employees (AFSCME), Local 101
   Service Employees International Union (SEIU), Local 521
   Transportation Authority Engineers and Architects Association (TAEA), IFPTE, Local 21

   Chairperson Pirzynski reported that no reportable action was taken during Closed Session.

F. Public Employment
   [Pursuant to Government Code Section 54957]

   Title of position to be filled: General Manager

   Chairperson Pirzynski reported that no reportable action was taken during Closed Session.

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

   Title: General Counsel

   Chairperson Pirzynski reported that no reportable action was taken during Closed Session.

4. PUBLIC COMMENT

Roland Lebrun, Interested Citizen, commented on the following: 1) the need for better transit connectivity due to the residential project in the Santa Teresa area in South San Jose; b) expressed concern regarding the lack of available parking at the Chenoweth and Blossom Hill Light Rail stations.; and c) suggested VTA utilize the “Keep Valley Green” wrap used for the hybrid buses on the light rail vehicles.

Michael Ludwig, Interested Citizen, referenced Closed Session Agenda Item #3.1.C. Anticipated Litigation - Conference with Legal Counsel, noting his concern that the closed session language was vague.

Eugene Bradley, Silicon Valley Transit Users, noted: a) requested a written response to his suggestion to deploy new express bus vehicles to Line 180/181; and 2) requested a written response regarding the policy and procedures for bus operators when the vehicle is running late.
Omar Chatty, Interested Citizen, expressed appreciation and thanked staff for their diligent work at the 101/129 Project Meeting. He queried about any updates regarding Caltrain Safety Improvements and urged the Board to support no tolls and proceed with conventional highways.

5. PUBLIC HEARINGS

5.1. BART Silicon Valley Berryessa Extension (SVBX) Project Resolution of Necessity

Chairperson Pirzynski reiterated that the following properties have been removed from the agenda under Orders of the Day, and therefore will not be considered for the Resolutions of Necessity for certain property interests in San Jose, California for the BART Silicon Valley Berryessa Extension (SVBX) Project:

- B3049 (APN 254-02-056) owned by Ecolab Inc., a Delaware corporation, formerly known as Economics Laboratory Inc., a Delaware corporation
- B3050 (APNs 254-02-065 and 254-02-072) owned by Storage Pro of San Jose, LLC, a California limited liability company
- B3059 (APNs 254-03-032 and 254-03-043) owned by P.S. Business Parks, L.P., a California limited partnership
- B3001 (APNs 254-02-039 and 254-02-040) owned by Inland American/Stephens (Las Plumas) Ventures, LLC, a Delaware limited liability company

Bijal Patel, Deputy Director, Property Development and Management, provided a PowerPoint presentation highlighting the Resolution of Necessity (RON) Hearing for the BART Silicon Valley Berryessa Extension (SVBX) Project: 1) Project Map; 2) Status of Acquisition Activities; 3) Key Board Findings; 4) RON Hearing Properties; 5) Overview of the following three properties: Limar Realty Corp., #2, a California corporation, Hoffman Investment Company, a limited partnership, and Union Bank, a California corporation; and 6) SVBX Project acquisitions and needs.

Chairperson Pirzynski declared the Hearing formally open and invited property owners or their representatives to address VTA’s Board of Directors.

M/S/C (Matthews/Price) to Close the Public Hearing.

M/S/C (Matthews/Liccardo) to adopt Resolutions of Necessity Nos. 2013.04.06, 2013.04.07, and 2013.04.08 determining that the public interest and necessity requires the acquisition of property interests from seven properties owned by: (1) Limar Realty Corp., #2, a California Corporation, located in Milpitas, California; (2) Hoffman Investment Company, a limited partnership, located in Milpitas, California; (3) Union Bank, a California corporation, located in Milpitas, California; (4) Ecolab Inc., a Delaware corporation, formerly known as Economics Laboratory Inc., a Delaware corporation, located in San Jose, California; (5) Storage Pro of San Jose, LLC, a California limited liability company, located in San Jose, California; (6) P.S. Business Parks, L.P., a California limited partnership, located in San Jose, California; and (7) Inland American/Stephens (Las Plumas) Ventures, LLC, a Delaware limited liability company.
company, located in San Jose, California, for the BART Silicon Valley Berryessa Extension (SVBX) Project. **Motion approved by 11 Members.**

**Resolution No. 2013.04.06**  
**Property ID/Assessor’s Parcel Number/Owner**  
B2222A (APN 086-28-041) owned by Limar Realty Corp., #2, a California Corporation

**Resolution No. 2013.04.07**  
**Property ID/Assessor’s Parcel Number/Owner**  
B2223A (APN 086-28-035) owned by Hoffman Investment Company, a limited partnership

**Resolution No. 2013.04.08**  
**Property ID/Assessor’s Parcel Number/Owner**  
B2224A (APN 086-28-040) owned by Union Bank, a California corporation

**(Item removed from Board Agenda)**  
**Property ID/Assessor’s Parcel Number/Owner**  
B3049 (APN 254-02-056) owned by Ecolab Inc., a Delaware corporation, formerly known as Economics Laboratory Inc., a Delaware corporation

**(Item removed from Board Agenda)**  
**Property ID/Assessor’s Parcel Number/Owner**  
B3050 (APNs 254-02-065 and 254-02-072) owned by Storage Pro of San Jose, LLC, a California limited liability company

**(Item removed from Board Agenda)**  
**Property ID/Assessor’s Parcel Number/Owner**  
B3059 (APNs 254-03-032 and 254-03-043) owned by P.S. Business Parks, L.P., a California limited partnership

**(Item removed from Board Agenda)**  
**Property ID/Assessor’s Parcel Number/Owner**  
B3001 (APNs 254-02-039 and 254-02-040) owned by Inland American/Stephens (Las Plumas) Ventures, LLC, a Delaware limited liability company

6. **REPORTS**

6.1. **Citizens Advisory Committee (CAC) Chairperson’s Report**  
There was no Citizens Advisory Committee (CAC) Chairperson’s Report.

6.2. **Policy Advisory Committee (PAC) Chairperson’s Report**  
Gail A. Price, PAC Chairperson, provided a report on the March 14, 2013 Policy Advisory Committee (PAC) meeting, highlighting: 1) Recommended that VTA’s Board of Directors approve the programming of FY 2013/14 Transportation Fund for Clean Air (TFCA) Program Manager fund to various projects; 2) Recommended VTA’s Board of Directors amend the FY 2013 Congestion
Management Program Fund Operating Budget by $128,000 for iTEAM operations; 3) Recommended to VTA’s Board of Directors that a Habitat Conservation Plan (HCP) criterion placed on transportation funding programs is inappropriate from a technical point of view; and 4) Received updates on Caltrain and the Silicon Valley Express Lanes Implementation Plan.

6.3. General Manager’s Report

Mr. Burns provided a report, highlighting:

- Friday, April 5, 2013, BART Silicon Valley One Year Milestone Celebration Tour and Ribbon Cutting Event for the Kato Road Grade Separation;
- VTA’s overall system-wide ridership positive results with an increase of 2.8%, average weekday bus ridership up 2%, and average weekday light rail ridership up 5.5%;
- Clipper ridership at 26% penetration rate;
- Santa Clara County unemployment rate of 7.4% as of February 2013;
- Wednesday, March 20, 2013 marked the 1st year of operation for State Route (SR) 237 Express Lanes Project in Milpitas;
- The California Transportation Foundation (CTF) selected VTA’s SR 237 Express Lanes Project as Project of the Year based on the positive difference it made in California transportation in 2012;
- Installation of a new bus bench on March 13, 2013 near the intersection of California Street and Escuela Avenue in Mountain View in memory of Mr. William Ware, a regular VTA rider who’s life ended tragically by a car accident while waiting for his bus to arrive on June 21, 2012;
- VTA partnering with Caltrans, the Santa Clara Valley Water District, City of San Jose, and other partners from across the county, in the “Great American Litter Pick Up” event scheduled on Saturday, April 20, 2013 in honor of Earth Day;
- Update on Power Purchase Agreement with Bloom Energy Corporation for a fuel cell technology and maintenance contract at VTA’s Guadalupe Division. Based on recent events, staff has determined that the scenarios are risky and recommended that VTA’s Board of Directors not to move forward at this time.

Board Member Rocha expressed his appreciation for the update, noting the importance to move forward toward clean energy. Board Member Rocha requested staff provide the Board of Directors with an analysis regarding a solar power purchase that includes details on environmental benefits, potential risks, and options.

Mr. Burns responded that staff will provide the requested information.

Public Comment

Mr. Bradley expressed appreciation and thanked staff for the bus service in downtown Cupertino.
6.3.A. **BART Silicon Valley Program Update**

Carolyn Gonot, Chief SVRT Program Officer, reminded VTA’s Board of Directors of the BART Silicon Valley Milestone Celebration and tour scheduled on Friday, April 5, 2013.


**On order of Chairperson Pirzynski** and there being no objection, the Silicon Valley Rapid Transit (SVRT) Program Update was received.

6.3.B. **Metropolitan Transportation Commission (MTC) and California Transportation Commission (CTC) Activities**

There were no reports from the Metropolitan Transportation Commission (MTC) and California Transportation Commission (CTC) Activities.

6.4. **Chairperson’s Report**

Chairperson Pirzynski reminded VTA’s Board Members of the Board Workshop scheduled on Friday, April 19, 2013, at 8:30 a.m. held in the Board of Supervisors Chambers at the County Government Center, 70 West Hedding Street.

Chairperson Pirzynski encouraged the Board Members to subscribe to VTA’s electronic packets by contacting the Office of the Board Secretary at: board.secretary@vta.org.

**Public Comment**

Mr. Ludwig expressed support of Agenda Item #6.5. General Counsel – Fiduciary Training, noting the importance to ensure that the Board Members are apprised of their role and responsibilities.

6.5. **General Counsel - Fiduciary Training**

Robert Fabela, General Counsel, provided a brief overview of the presentation entitled, “Fiduciary Duties, Ethics, and Conflicts for VTA Board Members,” highlighting: 1) What is a Fiduciary; 2) Purpose of Fiduciary Training; 3) VTA Mission; 4) Board Responsibility to Carry Out This Mission; 5) Areas of Fiduciary Responsibility; and 6) Duty to the Region as a Whole.

Mr. Fabela noted the importance for VTA’s Board of Directors to be loyal to VTA’s Regional Mission, while making decisions that are in the best interest of VTA and region, subordinating the interests of individual Directors or local jurisdictions.

Alternate Board Member Whittum arrived at the meeting at 7:34 p.m.

Mr. Fabela stated that VTA’s Board of Directors must act in the best interest of all stakeholders on behalf of VTA as a whole.
6.5.A. **Review the VTA Board Member Fiduciary Duties and Code of Ethics**

Mr. Fabela commented on the Code of Ethics portion of the presentation, highlighting: 1) VTA Code of Ethics – Administrative Code, Chapter 2, Article VII; 2) Purpose of Code of Ethics; Notable Ethical Restrictions; 3) Procedures if Financial Conflict Arises; 4) Consequences of Ethical Violations; and 5) Questions about Ethical Duties.

Mr. Fabela noted the importance to report potential violations to VTA’s General Auditor or General Counsel. He advised the Board of Directors to contact General Counsel if there is any uncertainty about possible ethical conflicts, noting that VTA’s General Counsel is not the Board Members personal attorney.

6.5.B. **Review Government Code Section 84308 pertaining to Campaign Contribution Disqualifications**

Mr. Fabela commented on the Government Code Section 84308 pertaining to Campaign Contribution Disqualifications portion of the presentation, highlighting: 1) What is Section 84308 – Prohibits the acceptance of campaign contributions of over $250 by a Board Member who make a decision in which the contributor has a financial interest; 2) Timing of Contribution; 3) Types of Decisions Covered; and 4) Board Member’s Options.

Mr. Fabela commented on the following two Board Member’s Options:
- Disqualification – disclose the fact on the record or disqualify themselves from participating in the decision; and
- Return the contribution, which must be completed within 30 days from knowledge and would allow the Board Member to participate.

Upon query from Board Members, Mr. Fabela referenced the types of decisions covered in Government Code Section 84308 pertaining to Campaign Contribution Disqualifications, noting the statutory exceptions.

7. **CONSENT AGENDA**

7.1. **Board of Directors Regular Meeting Minutes of March 7, 2013**

M/S/C (Cortese/Price) to approve the Board of Directors Regular Meeting Minutes of March 7, 2013.

7.2. **HMH Engineers**

M/S/C (Cortese/Price) to rescind the approval of item 7.5 from the March Board agenda, renew the motion to approve, and approve the following action: Authorize the General Manager to negotiate and execute a time and materials contract with HMH Engineers with an amount not to exceed $400,000 for a term of three years to perform Engineering Design Services, including construction support and close-out activities; and further authorize the General Manager to negotiate and execute the necessary design and construction agreements with
Caltrans for implementation of the Combined Landscaping and Maintenance Project.

7.4. **Bill Positions: AB 8 and SB 11**

M/S/C (Cortese/Price) to adopt support positions for AB 8 (Perea) and SB 11 (Pavley), both of which seek to reauthorize the Carl Moyer Memorial Air Quality Standards Attainment Program, as well as three other state air quality programs initially established under legislation enacted in 2007.

Michael T. Burns, General Manager, recused himself from Agenda Item #7.5. On-Call Environmental Consultant Support.

7.5. **On-Call Environmental Consultant Support**

M/S/C (Cortese/Price) to authorize the General Counsel to approve an eligible list of consultants to provide environmental support services for transit, highway and facility projects as funds become available for each project. The list would be valid for a five-year period. Michael T. Burns, General Manager, recused.

7.6. **SR 237 Express Lanes – Electronic Toll Maintenance**

M/S/C (Cortese/Price) to authorize the General Manager to execute a contract amendment with TransCore in an amount not to exceed $471,324, for a new total contract amount of $3,373,313, to perform three (3) one-year contracts for Electronic Toll Systems maintenance services for the SR 237 Express Lanes project.

7.7. **Master Agreement with Caltrans for the Implementation and Operation of the Innovative Delivery Team Program (iTEAM)**

M/S/C (Cortese/Price) to amend the FY2013 Congestion Management Program Fund Operating Budget by $128,000 for iTEAM operations; authorize the General Manager to: 1) enter in a Master Agreement with Caltrans for the implementation and operation of the Innovative Delivery Team Program; and 2) execute Annual Workplans and Funding Agreements for the iTEAM.

7.8. **2013 Transportation Fund for Clean Air (TFCA) Program Manager Fund**

M/S/C (Cortese/Price) to approve the programming of FY 2013/14 Transportation Fund for Clean Air Program Manager (TFCA 40%) funds to projects.

7.9. **Hayward Maintenance Complex Funding Contribution**

M/S/C (Cortese/Price) to reauthorize the General Manager to execute an agreement between VTA and the Bay Area Rapid Transit (BART) District for the purchase of property and the design and construction work for the Hayward Maintenance Complex project, including a fixed cost of $125.3 million for design and construction plus the actual cost of property acquisition and relocation estimated to be between $55 million and $60 million.

7.10. **Contract Extension with El Paseo for Provision of ACE Shuttle Services**

M/S/C (Cortese/Price) to authorize the General Manager to amend the agreement with El Paseo Limousine (El Paseo) for the Altamont Commuter Express (ACE)
Shuttle Program, extending the agreement two years through December 31, 2015 for an amount not to exceed $3,140,000.00.

7.11. Monthly Legislative History Matrix
M/S/C (Cortese/Price) to review the Monthly Legislative History Matrix.

7.12. Actuarial Valuation of VTA’s Other Post-Employment Benefits (OPEB) as of July 1, 2012
M/S/C (Cortese/Price) to receive the Actuarial Valuation of VTA’s Other Post-Employment Benefits as of July 1, 2012.

M/S/C (Cortese/Price) to receive the Programmed Projects Quarterly Monitoring Report for October-December 2012.

7.14. Bicycle Expenditure Program Project Status Semi-Annual Update (Funding & Delivery)
M/S/C (Cortese/Price) to receive report on the Semi-Annual Update of Bicycle Expenditure Program (BEP) projects.

7.15. SR 152 Trade Corridor Update
M/S/C (Cortese/Price) to receive the SR152 Trade Corridor update.

7.16. (Deferred to the May 2, 2013 Board of Directors Regular Meeting.)

7.17. Transit Service Changes – April 1, 2013
M/S/C (Cortese/Price) to review the Transit Service Changes for April 1, 2013.

8.3. Supervisory Control and Data Acquisition (SCADA) System Network Upgrade
M/S/C (Cortese/Price) to authorize the General Manager to execute a contract with Advanced Digital Solutions International Inc., (ADSII), in the amount of $707,952.70. ADSII was the lowest responsible bidder for the procurement of new network switches in five of the six geographically defined sections of the Light Rail service area regulated by VTA’s Supervisory Control and Data Acquisition (SCADA) system.

8. REGULAR AGENDA

8.1. Construction Contractor Prequalification Program
Tom Smith, Contracts and Materials Manager, provided a brief overview and explained the basis for the amendments to the Construction Contractor Prequalification Program recommendations.

Mr. Smith referenced the request of Board Member Cortese at the March 21, 2013 Administration and Finance (A&F) Committee meeting regarding the creation of a database on the Subcontractors, noting staff will prepare an annual report
summarizing the prequalification status of subcontractors under VTA’s contracts for distribution to VTA’s Board of Directors.

Upon query from Board Member Rocha, Mr. Burns explained the justification for the recommendations, noting that two of the recommendations were administrative.

M/S/C (Matthews/Cortese) to amend the current Construction Contractor Prequalification Program in the following ways: 1) Discontinue the requirement to prequalify subcontractors; 2) Redefine the composition of the appeals panel; 3) And increase the dollar value of contracts requiring prequalification from $1,150,000 to $1,500,000.

8.2. **Reallocation of Other Post-Employment Benefits (OPEB) Liability Reduction Fund to OPEB Trust Fund**

Ali Hudda, Deputy Director of Accounting, provided a brief overview of the staff report, noting that the transferring of the funds to the OPEB Trust Fund will provide the following: 1) increases assets within the OPEB Trust Fund; 2) reduces the unfunded accrued actuarial OPEB liability; 3) enhances VTA’s financial position; 4) decreases the annual required contribution for the OPEB by approximately $2 million per year; 5) results in significant savings; 6) expected to earn 7% per year in the OPEB Trust Fund; and 7) a financially prudent decision and adheres to VTA’s fiduciary governance practices.

Board Member Kalra referenced the April 19, 2013, VTA Board of Directors Workshop Meeting, noting the importance for the Board Members to have the opportunity to discuss the OPEB Liability Reduction Fund, the OPEB Trust Fund, as well as VTA’s entire budget at the study session.

Board Member Kalra requested that the April 19, 2013 Board of Directors Workshop discussion include the following: 1) all the reserve funds; 2) options on what to do with the $2 million savings; 3) the health of the fund; and 4) comparison of VTA’s percentage of funded OPEB versus other agencies.

Alternate Board Member Khamis expressed concern regarding delaying the action and noted the importance of paying down unfunded liabilities.

Board Member Liccardo requested the Administration and Finance (A&F) Committee discuss the possibility of changing the governance structure of the OPEB to avoid any perceived conflict of interest.

Board Member Liccardo left his seat at 8:07 p.m.

Alternate Board Member Price requested that the study session discussion include the range of potential income from transferring the funds to the OPEB Trust Fund.

M/S/C (Kalra/Rocha) on a vote of 9 ayes to 1 no to defer action and recommend moving the item to the April 19, 2013 VTA Board of Directors Workshop Meeting for discussion. Alternate Board Member Khamis opposed.

The Agenda was taken out of order.

Board Member Liccardo took his seat at 8:10 p.m.
7.3. **Habitat Conservation Plan and One Bay Area Grant Program**

Board Member Liccardo registered a dissenting vote and commented that it is a short sided attitude to state that there is no nexus between the HCP and OBAG Programs. He stated his concerns, noting the importance of the Habitat Conservation Plan (HCP) being consistent with the Sustainable Communities Strategies (SCS).

Board Member Liccardo indicated that he would like to engage a nexus study now to determine if there is a nexus between the Habitat Conservation Plan (HCP) and One Bay Area Grant (OBAG) Program.

**M/S/F (Matthews/Cortese)** on a vote of 6 ayes to 3 noes to accept staff’s findings on the Habitat Conservation Plan & One Bay Area Grant Program and not move forward with a nexus study. Board Member Liccardo and Alternate Board Members Khamis and Carr opposed.

**NOTE:** M/S/F MEANS MOTION SECONDED AND FAILED.

9. **OTHER ITEMS**

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

Alternate Board Member Khamis requested staff look into the possibility of providing an option to City of San Jose employees to voluntarily sign up for the ECO Pass program.

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

9.2.A. **VTA Standing Committees**

- Administration and Finance Committee (A&F) – March 21, 2013 Minutes were accepted as contained in the Agenda Packet.
- Congestion Management Program and Planning Committee (CMPP) – March 21, 2013 Minutes were accepted as contained in the Agenda Packet.
- Transit Planning and Operations Committee (TP&O) – March 21, 2013 Minutes were accepted as contained in the Agenda Packet.
- Audit Committee – There was no report.
- Silicon Valley Rapid Transit Program Working Committee – March 4, 2013 Minutes were accepted as contained in the Agenda Packet.

9.2.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) – March 13, 2013 Minutes were accepted as contained in the Agenda Packet.
• Bicycle & Pedestrian Advisory Committee (BPAC) – There was no report.
• Technical Advisory Committee (TAC) – March 14, 2013 Minutes were accepted as contained in the Agenda Packet.
• Policy Advisory Committee (PAC) – March 14, 2013 Minutes were accepted as contained in the Agenda Packet.

9.2.C. VTA Policy Advisory Boards (PAB)

• Diridon Station Joint Policy Advisory Board – March 15, 2013 Minutes were accepted as contained in the Agenda Packet.
• Downtown East Valley PAB - March 7, 2013 Minutes were accepted as contained in the Agenda Packet.
• El Camino Real Rapid Transit PAB – March 13, 2013 Cancellation Notice was accepted as contained in the Agenda Packet.
• Silicon Valley Rapid Transit Corridor and BART Warm Springs Extension PAB – There was no report.

9.2.D. Joint Powers Boards and Regional Commissions

• Peninsula Corridor JPB - April 4, 2013 Meeting Summary Notes were accepted as contained on the dais.
• Capitol Corridor JPB – There was no report.
• Dumbarton Rail Corridor Policy Committee – There was no report.
• Metropolitan Transportation Commission (MTC) - March 27, 2013 Meeting Summary Notes were accepted as contained on the dais.
• Sunol Smart Carpool Lane Joint Powers Authority – There was no report.
• SR 152 Mobility Partnership – There was no report.

9.3. ANNOUNCEMENTS

There were no Announcements.

10. ADJOURNMENT

On order of Chairperson Pirzynski and there being no objection, the meeting was adjourned in memory of Rosario Enriquez and Raul Apostol, former VTA Employees, at 8:14 p.m.

Respectfully submitted,

Michelle M. Garza, Board Assistant
VTA Office of the Board Secretary