The Regular Meeting of the Santa Clara Valley Transportation Authority’s (VTA) Board of Directors was called to order by Vice Chairperson Pirzynski at 5:34 p.m. in the Board of Supervisors’ Chambers, County Government Center, 70 West Hedding Street, San José, California.

1. CALL TO ORDER AND ROLL CALL

1.1. ROLL CALL

<table>
<thead>
<tr>
<th>Attendee Name</th>
<th>Title</th>
<th>Status</th>
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<tbody>
<tr>
<td>Margaret Abe-Koga</td>
<td>Board Member</td>
<td>Present</td>
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<tr>
<td>Xavier Campos</td>
<td>Board Member</td>
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<tr>
<td>Larry Carr</td>
<td>Alternate Board Member</td>
<td>Absent</td>
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<tr>
<td>David Cortese</td>
<td>Ex-Officio 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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<td>Ash Kalra</td>
<td>Board Member</td>
<td>Present</td>
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<td>Liz Kniss</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>Evan Low</td>
<td>Alternate Board Member</td>
<td>Absent</td>
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<tr>
<td>Jamie Matthews</td>
<td>Board Member</td>
<td>Present</td>
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<td>Pete McHugh</td>
<td>Board Member</td>
<td>Present</td>
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<tr>
<td>Joe Pirzynski</td>
<td>Vice 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>Nancy Pyle</td>
<td>Board Member</td>
<td>Present</td>
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<td>George Shirakawa</td>
<td>Alternate Board Member</td>
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<td>David Whittum</td>
<td>Alternate Board Member</td>
<td>Present</td>
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<td>Perry Woodward</td>
<td>Board Member</td>
<td>Absent</td>
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<tr>
<td>Ken Yeager</td>
<td>Chairperson</td>
<td>Absent</td>
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* Alternates do not serve unless participating as a Member.

A quorum was present.

1.2. Orders of the Day

Vice Chairperson Pirzynski stated a member of the public requested Agenda Items #7.10., El Camino Real Bus Rapid Transit (BRT) Project Contract Amendment, and #7.11., Small Starts Grant Application for the El Camino Real Bus Rapid Transit Project, be removed from the Consent Agenda and placed on the Regular Agenda.
Vice Chairperson Pirzynski indicated the following Agenda items were revised:
1) **Agenda Item #7.12** Closed Circuit Television on the light rail system;
2) **Agenda Item #8.1.** Priority Development Area (PDA) Serving Definition; and
3) **Agenda Item #8.2.** Santa Clara One Bay Area Grant (OBAG) Criteria. He also noted a summary of the Congestion Management Program and Planning Committee (CMPP) comments were available for the public and the Board.

Vice Chairperson Pirzynski indicated staff requested the following items be removed from the Agenda: 1) **Agenda Item #3.1.A.ii.** Conference with Legal Counsel: Johnson v. Santa Clara Valley Transportation Authority; 2) **Agenda Item #7.7.** VTA License Agreement with Downtown Parking Operator; and 3) **Agenda Item #7.15.** Caltrain Electrification - Fiscal 2013 Budget Appropriation.

**Public Comments**

James Wightman, Interested Citizen, questioned Closed Circuit Television (CCTV) installation at Karina and Gish light rail stations.

Vice Chairperson Pirzynski noted the meeting would be adjourned in memory of former VTA Employee George Barlow, former Citizens Advisory Committee/2000 Measure A Citizens Watchdog Committee Member Sally Probst, and former Palo Alto Mayor Gary Fazzino.

Board Member Kniss paid tribute to Mr. Fazzino.

Member Liccardo requested **Agenda Item #7.3.** Santa Clara VTA Retirees’ Other Post Employment Benefits (OPEB) Trust be removed from the Consent Agenda and placed on the Regular Agenda.

**M/S/C (Kniss/Pyle)** to accept the Orders of the Day and approve the Consent Agenda.

2. **AWARDS AND COMMENDATION**

2.1. **Employees of the Month for November 2012**

Vice Chairperson Pirzynski recognized Kevin Golden, Coach Operator, North Division as employee of the month for November 2012. Danielle Nguyen, Information Services Representative, River Oaks Administration and Jaime Gomez, Service Worker, Chaboya Facilities Maintenance Group, were unable to attend.

**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: 5:49 p.m.

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

3.1.A.i. Name of Case: City of Fremont v. CWCA Scott Creek 28, LLC, et al. (Alameda County Superior Court Case No. RG09489546)

3.1.A.ii. (Item Removed from Board Agenda.) Name of Case: Johnson v. Santa Clara Valley Transportation Authority (Santa Clara County Superior Court Case #1-10-CV-190335)

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

3.1.B.i. Property: Fee interest in property located at 2755 El Camino Real, Palo Alto, California (APN 132-36-084)

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

Negotiating Parties: Keith Claxton, Pollock Realty Corporation, a California corporation

Under Negotiation: Price and terms of payment

3.1.B.ii. Property: Fee interest in property located at intersection of West San Carlos and Sunol Streets, San Jose

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

Negotiating Parties: Green Republic, LLP, a Delaware limited liability limited partnership

Under Negotiation: Price and terms of payment

3.1.B.iii. Property: Leasehold interest in property located at 55 W. Santa Clara St., San Jose

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

Negotiating Parties: J.P. Morgan Chase (represented by Rick Shaffer, CBRE)

Under Negotiation: Price and terms of payment
3.1.C. Conference with Labor Negotiators  
[Government Code Section 54957.6]

VTA Designated Representatives  
Bill Lopez, Chief Administrative Officer  
Robert L. Escobar, Manager, Employee Relations

Employee Organization  
Amalgamated Transit Union, Local 265

Member Herrera arrived to the meeting at 6:15 p.m. and entered Closed Session.  
Members Pyle and Kalra left the meeting at 6:25 p.m.

3.2. Reconvened to Open Session at: 6:33 p.m.

3.3. Closed Session Report

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

3.1.A.i. Name of Case: City of Fremont v. CWCA Scott Creek 28, LLC, et al.  
(Alameda County Superior Court Case No. RG09489546)

Rob Fabela, General Counsel, reported there was no reportable action taken in Closed Session.

3.1.A.ii. (Item Removed from Board Agenda)

Name of Case: Johnson v. Santa Clara Valley Transportation Authority  
(Santa Clara County Superior Court Case #1-10-CV-190335)

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

3.1.B.i. Property: Fee interest in property located at 2755 El Camino Real, Palo Alto, California (APN 132-36-084)

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

Negotiating Parties: Keith Claxton, Pollock Realty Corporation, a California corporation

Under Negotiation: Price and terms of payment
Mr. Fabela reported the Board authorized the acceptance of $100,000 additional deposit in consideration for our agreement to extend the close of escrow by 60 days.

3.1.B.ii. Property: Fee interest in property located at intersection of West San Carlos and Sunol Streets, San Jose

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

Negotiating Parties: Green Republic, LLP, a Delaware limited liability limited partnership

Under Negotiation: Price and terms of payment

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

3.1.B.iii. Property: Leasehold interest in property located at 55 W. Santa Clara St., San Jose

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

Negotiating Parties: J.P. Morgan Chase (represented by Rick Shaffer, CBRE)

Under Negotiation: Price and terms of payment

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

3.1.C. Conference with Labor Negotiators

[Government Code Section 54957.6]

VTA Designated Representatives
Bill Lopez, Chief Administrative Officer
Robert L. Escobar, Manager, Employee Relations

Employee Organization
Amalgamated Transit Union, Local 265

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

4. PUBLIC COMMENT

James Wightman, Interested Citizen, expressed concern with delays on light rail service.
Michael Ludwig, Interested Citizen, expressed concern with recent light rail disruptions and offered suggestions.

Eugene Bradley, Interested Citizen, expressed concern with the announcement of light rail service interruptions and requested they be more specific to the incident.

John Rainville, Interested Citizen, expressed concern with vehicles making u-turns across the light rail tracks at Tasman and North First Street.

Roland Lebrun, Interested Citizen, noted his support for Caltrain modernization but expressed concern with accountability.

Omar Chatty, Interested Citizen, expressed concern with safety on Hwy 152 and status of improvements. He encouraged BART as a one-seat solution in the Bay Area.

5. PUBLIC HEARINGS

There were no Public Hearings.

6. REPORTS

6.1. Citizens Advisory Committee (CAC) Chairperson's Report

Clinton Brownley, CAC Chairperson, paid tribute to former Member Sally Probst, who recently passed away.

6.2. Policy Advisory Committee (PAC) Chairperson's Report

Gail Price, PAC Vice Chairperson, provided a report highlighting the following: 1) Approval of OBAG Criteria, commenting she was one of the dissenting votes and offered rationale; 2) Priority Development Area definition; 3) EcoPass program evaluation; and 4) Low-Income Fare Program.

6.3. General Manager’s Report

Michael T. Burns, General Manager, provided a report, highlighting:

- September 2012 Ridership numbers for bus, light rail, express service and Clipper
- Efforts to appoint a replacement firm to serve as VTA’s Auditor General and the reissuance of the Request for Proposal (RFP)
- U.S. 101 Improvement Project Groundbreaking Ceremony
- Upper Penitencia Creek voluntary clean-up efforts for the future Berryessa BART station
- Skanska’s donation of a $10,000 sponsorship to San Jose Downtown Ice and collaboration with VTA to staff a BART Silicon Valley informational booth.
• Partnership with the Downtown Association at San Jose Downtown Ice.

• Operation of the historic Holiday Trolley beginning Friday, November 30th, and ending Sunday, December 30th

Member Abe-Koga left the meeting at 6:55 p.m. and Alternate Member Price took her seat.

6.3.A. Eminent Domain Case

Mr. Fabela reported on two recent legal victories in the Eastridge eminent domain case. In particular, he reported that the VTA prevailed in opposing Eastridge’s motion to increase the deposit of probable compensation, and in Eastridge’s right to take challenge.

6.3.B. Silicon Valley Rapid Transit (SVRT) Program Update

Carolyn Gonot, Chief SVRT Officer, provided a PowerPoint presentation, highlighting: 1) Berryessa Station area activities; 2) Upper Penitencia Creek mitigation; 3) Kato Road grade separation; 4) Warm Springs Extension subway walk; and 5) Skanska global safety week.

6.3.C. Metropolitan Transportation Commission (MTC) and California Transportation Commission (CTC) activities

Scott Haywood, Policy and Community Relations Manager, provided an MTC report highlighting; 1) approval of the Transit Performance Initiative Investment program and the Transit Performance Initiative Incentive program 2) MTC redirected funding to county Congestion Management Agencies for Priority Development Area (PDA) planning grants and activities; and 3) VTA was recognized by MTC’s Excellence in Motion program for the I-680 Express Lanes project.

6.4. Chairperson's Report

Vice Chairperson Pirzynski provided a brief report highlighting his meeting with the VTA Advisory Committee leadership to discuss the upcoming year.

He announced the cancellation of the December Standing Committee meetings and noted the January Board meeting will be held on January 10, 2013 at 4:00 pm.

7. CONSENT AGENDA

7.1. Minutes of the Board of Directors

7.1.A. Minutes of September 21, 2012

M/S/C (Kniss/Pyle) to approve the Minutes of September 21, 2012.
7.1.B. Minutes of October 4, 2012

M/S/C (Kniss/Pyle) to approve the Meeting Minutes of October 4, 2012.

7.2. FY2012 Quarterly Statement of Revenues and Expenses

M/S/C (Kniss/Pyle) to review and accept the Fiscal Year 2012 Quarterly Statement of Revenues and Expenses for the period ending June 30, 2012.

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

Investment Policy Statement for the Santa Clara VTA Retirees’ Other Post Employment Benefits (OPEB) Trust

7.4. VTA's Investment Policy for Unrestricted and Restricted Funds

M/S/C (Kniss/Pyle) to adopt recommended changes to VTA's Investment Policy for Unrestricted and Restricted Funds.

7.5. VTA Permit Fee Schedule

M/S/C (Kniss/Pyle) to adopt Resolution No. 2012.11.59 amending the VTA Permit Fee Schedule, adjusting fees to be collected for Restricted Access Permits and Construction Access Permits to be consistent with the revision of VTA allocated rates.

7.6. Bright Horizons Children’s Centers, Inc

M/S/C (Kniss/Pyle) to authorize the General Manager to execute a 5th Amendment to the existing Agreement with Bright Horizons Children’s Centers, Inc., for operation of the Tamien Child Care Center to extend the term for up to five years for a total agreement amount of $325,000.

7.7. (Deferred to the December 13, 2012 meeting.)

Authorize the General Manager to execute a new Agreement for Parking Management at the VTA-owned parking lot in downtown San Jose. Staff issued a Request for Proposal for the contract in October and have selected the proposed Parking Operator.

7.8. SR 237 Express Lanes Phase 2 Project

M/S/C (Kniss/Pyle) to authorize the General Manager to execute a cost plus fixed fee contract with Mark Thomas and Company, Inc. in an amount not to exceed $1,350,000 for an initial term of two years to perform Project Approval/Environmental Documentation services for the SR 237 Express Lanes Phase 2 Project; and further authorize the General Manager to negotiate and execute the necessary agreements with Caltrans and the Federal Highway Administration to complete the project.
7.9. **I-280/Foothill Expressway Off-Ramp Improvements Project**

M/S/C (Kniss/Pyle) to authorize the General Manager to execute a contract amendment with Transportation Infrastructure Group in an amount not to exceed $120,000, for a new total contract amount of $420,000, to perform design services; and further authorize the General Manager to negotiate and execute the necessary agreements with Caltrans for the I-280/Foothill Expressway Off-Ramp Improvements Project.

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

El Camino Real Bus Rapid Transit (BRT) Conceptual Engineering Contract

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

Small Starts Grant Application for the El Camino Real Bus Rapid Transit Project.

7.12. **Closed Circuit Television (CTV) at Various Locations**

M/S/C (Kniss/Pyle) to authorize the General Manager to execute a contract with Cal Coast Telecom, the lowest responsible bidder, in the amount of $856,780, for the procurement and installation of Closed Circuit Television at Various Locations on the light rail system.

7.13. **Reimbursement Agreements between VTA the City of Milpitas**

M/S/C (Kniss/Pyle) to authorize the General Manager to enter into amendments to the existing Master Agreement with the City of Milpitas regarding the reimbursement of City of Milpitas staff costs to support VTA with design coordination meetings, plan reviews, and inspection services, and to reimburse the City of Milpitas for certain direct expenses incurred by the City in support of the BART Silicon Valley Berryessa Extension (SVBX) Project in an amount up to $4.69 million.

7.14. **Agreement for Reimbursement of Costs for Public Art at the Berryessa Station**

M/S/C (Kniss/Pyle) to authorize the General Manager to enter into a cooperative agreement with the City of San José regarding the reimbursement of City of San José costs in an amount of $480,000 for procurement and fabrication of a public art work at Berryessa Station for the BART Silicon Valley Berryessa Extension (SVBX) project.

7.15. **(Deferred to the December 13, 2012 meeting.)**

Amend the FY 2013 2000 Measure A Transit Improvement Program Fund Capital Budget to add $3.08 million for the Caltrain/High Speed Rail Early Investment Strategy.
8. REGULAR AGENDA

Congestion Management Program & Planning Committee

8.1. Priority Development Area (PDA) Serving Definition

Ying Smith, Transportation Planning Manager, provided a brief overview of the staff report. She noted the Advisory Committees reviewed the item and agreed with staff’s recommendation with modifications, which are reflected in the revised memo.

Public Comments

David Whittum, Interested Citizen, expressed concern with Sunnyvale/Cupertino corridor not being included as a PDA despite the number of job developments and centers in the area. He urged staff to review the data going forward to have a plan that supports the north/south corridor.

Board Member Liccardo commented if funds are supposed to be focused where there is the most impact, this definition does not work. He noted his reluctance to move forward, but will do so in hopes that as things are learned over the next cycle changes can be made.

Vice Chairperson Pirzynski stated this is the beginning of process and the definition allows for a greater degree of competition.

Board Member Campos stressed the importance of monitoring this cycle and noted if the goal is to get people out of vehicles and using public transportation and bicycles, we need to go beyond what is presented.

M/S/C (Kniss/Herrera) to adopt the Priority Development Area (PDA) Serving Definition, a Metropolitan Transportation Commission (MTC) prerequisite for Congestion Management Agencies (CMA) to obtain One Bay Area Grant funds.

8.2. Santa Clara One Bay Area Grant (OBAG) Criteria

Marcella Rensi, Transportation Planning Manager, provided a brief overview of the staff report calling attention to the revisions made in the scoring criteria and to the Bicycle and Pedestrian Advisory Committee’s recommendation to adjust the proximity of transit to Bicycle projects.

Public Comments

Crisand Giles, Building Industry Association of the Bay Area, expressed support of OBAG criteria, and urged the Board to approve staff’s recommendation without the inclusion of the Habitat Conservation Plan (HCP).

Bena Chang, Silicon Valley Leadership Group, thanked staff for the revised criteria and expressed support for the new housing and job growth categories.
Karina Muniz, Urban Habitat, thanked staff for leadership, and encouraged the Board to vote in support of the additional categories and consider increasing the points for job growth and affordable housing.

Michael Ludwig, Interested Citizen, expressed support for the proposal from the Greenbelt Alliance, Transform, and Urban Habitat and made suggestions on providing a better definition for housing and scoring criteria.

Michelle Beasley, Greenbelt Alliance, thanked VTA staff and Board for adding the jobs and housing categories. She expressed support for the idea of linking the HCP to the OBAG process.

Chris Lepe, Transform, expressed support of staff’s recommendation, and suggested increasing the jobs and affordable housing categories and basing the scores on number of transit riders and housing units produced.

David Whittum, Interested Citizen, expressed support for protecting the environment and suggested mechanisms for preserving open space. He provided background information on a nexus study done by Sunnyvale and suggested contacting the cities that would be affected by the Habitat Conservation Plan.

Board Member Liccardo called attention to a memorandum (memo) he, along with Vice Chairperson Pirzynski submitted, noting the objective of the memo is to assess what it would take to perform nexus studies to understand how realistic it is to expand the HCP sometime in the near future. He made a motion to approve staff recommendation with conditions spelled out in the memo.

**M/S (Liccardo/Herrera)** to approve the Santa Clara One Bay Area Grant (OBAG) Countywide Competitive Complete Streets Program Criteria and include the following additional direction: 1) Direct staff to review the potential impacts of adding criteria to Complete Streets Competitive Criteria that would include a requirement to participate in countywide fees based on the proposed fee structure of the Habitat Conservation Plan (for example Nitrogen Deposition Fee) as a condition of receipt of OBAG funds; 2) Review identified impacts with the Technical Advisory Committee, the Policy Advisory Committee, and any other relevant stakeholders, such as interested chambers of commerce, developers, environmental advocacy organizations, and city planning staff; 3) Return to VTA Board in early spring with the results of the impact study as well as the stakeholder, community and advisory committee input; 4) Based on this input, allow the Board to consider commissioning a nexus study to identify environmental impacts of development addressed by the proposed Valley Habitat Plan (VHP) including Nitrogen Deposition and species take. Include options for funding the nexus study, whether through the existing Congestion Management Agency budget or through contributions from the municipalities involved; and 5) Return to the VTA Board prior to the next OBAG Complete Streets Competitive cycle, after completion of the nexus study, to determine whether future OBAG funds should be conditioned on a city’s willingness to implement the expansion of the proposed Habitat Conservation Plan or the implementation of a separate Habitat Conservation Plan.
Board Member Matthews noted his opposition to the inclusion of the memo’s additional direction in the motion, noting these are complex initiatives. He expressed concern regarding the timing of memo distribution. He noted Vice Chairperson Pirzynski and Board Member Liccardo’s memo was forwarded to the Board on the day of the meeting and the Board has not had the opportunity to fully review, analyze, discuss or get input from staff. He expressed concern that the memo has specific directions that will involve time, resources and can significantly impact cities that are not included in the HCP.

Board Member Liccardo and Vice Chairperson Pirzynksi noted the intention is not to delay the OBAG process but to start the discussion.

Alternate Board Member Price noted the merits of the memo. However, she indicated it may be premature to tie in the OBAG criteria with the HCP. She noted she will offer a substitute motion.

M/S (Price/McHugh) to approve the Santa Clara One Bay Area Grant (OBAG) Countywide Competitive Complete Streets Program Criteria.

Mr. Burns noted the memo covers very worthy goals. He indicated staff is prepared to do whatever is directed by the Board and would be willing to take some time to discuss and come back to the Board at a future meeting.

Board Member Liccardo agreed discussion is needed but expressed concern that if the conversation does not take place, VTA may be put at a disadvantage and there won’t be an HCP to participate in. He withdrew the additional direction in the motion.

Chairperson Pirzynski suggested deferring the memo to allow for discussion. He noted the memo has merit but it hasn't been vetted.

Board Member Herrera commented on the value of the HCP and expressed a desire to move it forward.

Board Member Kniss noted it is not about the merits, but about the suddenness of the memo. She indicated a willingness to accept staff’s recommendation with a caveat to bring it back to the Board for discussion at its December meeting.

Alternate Board Member Price withdrew her substitute motion; Board Member McHugh concurred.

M/S/C (Liccardo/Herrera) to approve the Santa Clara One Bay Area Grant (OBAG) Countywide Competitive Complete Streets Program Criteria with direction to staff to forward the memo submitted by Board Member Liccardo and Vice Chairperson Pirzynski to the December 2012 Board meeting.
8.3. **El Camino Real Bus Rapid Transit Project**

**Public Comments**

David Whittum, Interested Citizen, expressed concern with the dedicated lane option and urged board to seek direction from constituents and look at the economic viability of the corridor. He questioned VTA’s authority to modify corridor over Sunnyvale Council’s objection.

Paul Petersen, Interested Citizen, noted his support of BRT, but expressed concern with the dedicated lane option and requested the community outreach be expanded during the Environmental Impact Report (EIR) process.

Karen Grimes, Diana Hermone, Marc DeLong, and John Carlson, representing VTA Bargaining Unions, expressed support for El Camino BRT and encouraged the Board to continue moving forward with the project.

John Bailey, Interested Citizen, expressed concern with the BRT dedicated lanes and suggested staff experiment with temporarily closing off the middle lanes between Lawrence and Lafayette to see what real impact it will have on traffic.

John Rainwood, Interested Citizen, expressed concern with adding the BRT in the corridor when there are already express bus routes.

Eugene Bradley, Interested Citizen, expressed support for the BRT and dedicated lanes.

Chris Lepe, Transform, expressed support for BRT noting the importance of moving forward with the best possible project as the popularity of BRT projects has made it increasingly difficult to receive state and federal funding.

Michael Ludwig, Interested Citizens, expressed support for BRT and encouraged further study of the options in the EIR.

Omar Chatty, Interested Citizen, expressed concern with the use of transit funding for the BRT project and suggested alternatives to dedicated lanes.

Alternate Board Member Price indicated the City of Palo Alto has not taken a formal position on the project but some of the adjacent communities have concerns. She noted support of staff’s recommendation and the report.

**M/S/C (Kniss/McHugh)** to adopt a strategy for the El Camino Real Bus Rapid Transit Project with the following elements as discussed at the September 21, 2012, VTA Board of Directors' Workshop meeting:

1. Proceed with project development activity for the Optimal Project, which includes dedicated BRT lanes from Lafayette Street in Santa Clara to Showers Drive in Mountain View, through the Federal Transit Administration (FTA) process.

2. Carry the Optimal and Revised project descriptions into the environmental review stage.
3. Work with the Metropolitan Transportation Commission to establish regional support for the El Camino Real BRT project in anticipation of federal funding.

4. Provide regular reports to El Camino Real corridor cities, the El Camino Real Policy Advisory Board and the VTA Board of project progress and study results.

7.10. **El Camino Real Bus Rapid Transit (BRT) Project Contract Amendment**

Mr. Burns disclosed this item involves ICF, International which employs a member of his family and he is recusing himself from the discussion and vote.

Mr. Burns left the meeting at 8:40 p.m.

### Public Comments

David Whittum, Interested Citizen, expressed concern with the lack of information to the public on the guidance being given to the firm.

**M/S/C (Matthews/Liccardo)** to authorize the General Counsel to execute a contract amendment with the Parsons Transportation Group to include environmental review, support a federal Small Starts grant application for the El Camino Real Bus Rapid Transit (BRT) Project, extend the term to December 31, 2014, and add $1,809,200 to the contract amount for a new total contract value not to exceed $6,281,139.

Mr. Burns returned to the meeting at 8:42 p.m.

7.11 **Small Starts Grant Application for the El Camino BRT Project**

**M/S/C(Liccardo/Kniss)** to authorize the General Manager to execute cooperative agreements with Caltrans and to file reports with the Federal Transit Administration (FTA) to support a Small Starts grant application for the El Camino Real Bus Rapid Transit Project.

7.3. **Investment Policy Statement for the Santa Clara VTA Retirees’ Other Post Employment Benefits (OPEB) Trust**

Member Liccardo expressed concern with the possibility of conflicted fiduciary responsibility and noted he is not comfortable making a decision to act solely in the interest of retirees and beneficiaries. He requested the maker of the motion incorporate a referral to staff to do a legal analysis of whether or not there is a conflict with being a member of the Board and a trustee of the OPEB fund.

**M/S/C (Kniss/Matthews) on a vote of 7 ayes to 1 no and 0 abstentions** to adopt an Investment Policy Statement for the Santa Clara VTA Retirees’ Other Post Employment Benefits (OPEB) Trust; and, further approve an amendment to the Declaration of Trust which changes the relevant Investment Policy applicable to Trust assets. Member Liccardo opposed.
9. OTHER ITEMS

9.1. ITEMS OF CONCERN AND REFERRAL TO ADMINISTRATION

There were no items of Concern and Referral to Administration.

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

9.2.A. VTA Standing Committees

- Administration & Finance Committee (A&F) – October 18, 2012 Minutes were accepted as contained on the dais.
- Congestion Management Program & Planning (CMPP) October 25, 2012, Committee Comments were accepted as contained on the dais.
- Transit Planning & Operations Committee (TP&O) October 18, 2012 Minutes were accepted as contained on the dais.

9.2.B. VTA Advisory Committees

- Bicycle & Pedestrian Advisory Committee (BPAC) October 10, 2012, Minutes were accepted as contained in the Agenda Packet.
- Citizens Advisory Committee (CAC) and 2000 Measure A Citizens Watchdog Committee (CWC) – Cancellation notice was accepted as contained in the Agenda Packet.
- Committee for Transit Accessibility (CTA) - October 10, 2012, Minutes were accepted as contained in the Agenda Packet.
- Policy Advisory Committee (PAC) – October 11, Minutes were accepted as contained in the Agenda Packet.
- Technical Advisory Committee (TAC) – October 11, 2012, Minutes were accepted as contained in the Agenda Packet.

9.2.C. VTA Policy Advisory Boards (PAB)

There were no reports.

9.2.D. Joint Powers Boards and Regional Commissions

- Peninsula Corridor JPB Meeting – November 1, 2012, Meeting Summary Notes were accepted as contained on the dais.
- Metropolitan Transportation Commission – October 24, 2012, Meeting Summary Notes were accepted as contained on the dais.
• Sunol Smart Carpool Lane Joint Powers Authority – October 8, 2012, Meeting Summary Notes were accepted as contained on the dais.

9.3. Announcements

There were no announcements.

10. ADJOURN

On order of Vice Chairperson Pirzynski and there being no objection, the meeting was adjourned at 8:46 p.m. in memory of George Barlow, Sally Probst, and Gary Fazzino.

Respectfully submitted,

Menominee L. McCarter, Board Assistant
VTA Office of the Board Secretary