

**San Mateo County Transit District (District)
1250 San Carlos Avenue, San Carlos, California**

Minutes of Board of Directors Meeting

February 1, 2023

Members Present: J. Powell (Chair), P. Ratto

(In Person)

Members Present: D. Canepa, M. Chuang, M. Fraser (Vice Chair), J. Gee, R. Guilbault,
(Via Teleconference) R. Medina, R. Mueller

Members Absent: None

Staff Present: A. Chan, J. Cassman, S. van Hoften, J. Brook, D. Seamans, M. Tseng

1. Call to Order/Pledge of Allegiance

Chair Josh Powell called the meeting to order at 2:02 pm and led the Pledge of Allegiance.

2. Swearing-in:

2.a Peter Ratto for a term ending 12-31-2026 (Transportation Expert representing San Mateo County Board of Supervisors)

Dora Seamans, District Secretary, administered the Oath of Office to continuing Director Peter Ratto for a term expiring 12-31-2026.

3. Roll Call

Ms. Seamans confirmed that a quorum of the Board was present.

4. Report from Closed Session at January 19 Special Board Meeting

**4.a Closed Session: Public Employee Performance Evaluation – Annual Goal-setting Pursuant to Government Code Section 54957(b)
Title: General Manager/CEO**

Joan Cassman, Legal Counsel, said the Board received a report and no action was taken.

5. Consent Calendar

5.a Adoption of Resolution Making Findings that the Proclaimed State of Emergency for COVID-19 Continues to Impact the Board's and Committees' Ability to Meet Safely in Person, and Authorizing Remote Teleconference Board and Committee Meetings to Continue – Approved by Resolution No. 2023-11

- 5.b. Approval of Minutes of the Board of Directors Regular Meeting of January 4, 2023 and Special Meeting of January 19, 2023**
- 5.c. Acceptance of Statement of Revenues and Expenses for the Period Ending December 31, 2022**
- 5.d. Acceptance of Quarterly Investment Report and Fixed Income Market Review and Outlook**
- 5.e. Authorize an Amendment to the Contract with Giro, Inc. for the Purchase of Two Hastus Software Modules – *Approved by Resolution No. 2023-12***
- 5.f. Award of Contract for Janitorial and Bus Stop Cleaning Services – *Approved by Resolution No. 2023-13***

Motion/Second: Ratto/Guilbault

Ayes: Canepa, Chuang, Fraser, Gee, Guilbault, Medina, Mueller, Powell, Ratto

Noes: None

Absent: None

6. Public Comment for Items Not on the Agenda

There were no public comments.

7. Report of the Chair

- 7.a. Honoring National African American History Month – *Approved by Resolution No. 2023-14***

Tasha Bartholomew, Manager, Communications, read the resolution into the record.

Motion/Second: Ratto/Gee

Ayes: Canepa, Chuang, Fraser, Gee, Guilbault, Medina, Mueller, Powell, Ratto

Noes: None

Absent: None

- 7.b. Resolution of Appreciation for Carole Groom – *Approved by Resolution No. 2023-15***

Chair Powell read the resolution into the record.

Motion/Second: Medina/Guilbault

Ayes: Canepa, Chuang, Fraser, Gee, Guilbault, Medina, Mueller, Powell, Ratto

Noes: None

Absent: None

Chair Powell announced that Director Rose Guilbault would be retiring from the Board.

8. Report of the General Manager/CEO

- 8.a. General Manager/CEO Report – January 25, 2023**

April Chan, General Manager/CEO, said that Director Ratto had participated in the MTC (Metropolitan Transportation Commission) session on the Regional Network Management governance structure on January 12. Director Ratto provided a report-out that included MTC's

conceptual framework of what it plans to do, many agencies' financial and maintaining service concerns, and the need for more discussion.

Ms. Chan said their understanding from MTC that it is slated for approval at the end of February. She said that on January 25, the California Supreme Court had approved Regional Measure 3, which will provide funding for Bay Area transportation and transit projects.

Juliet Nogales-DeGuzman, Director of Human Resources, presented the special bus wrap commemorating this year's Lunar New Year festivities.

8.b. Authorize Agreement with Peninsula Corridor Joint Powers Board to Add a New Safety Position Reporting Directly to the Caltrain Executive Director

Ms. Chan said staff had been reviewing the request, which is part of the MOU (Memorandum of Understanding) between the Peninsula Corridor Joint Powers Board (JPB) and SamTrans, with their special counsel, James Wagstaffe, Wagstaffe, von Loewenfeldt, Busch & Radwick LLP.

Action:

Staff recommended that the Board of Directors authorize the General Manager/CEO, or her designee, to enter into an agreement with the Peninsula Corridor Joint Powers Board in accordance with Section 2.F of the Memorandum of Understanding executed by the JPB and its Member Agencies on August 5, 2022 (the "Governance MOU"), to add a direct report Chief Safety Officer position, with said position to be budgeted and paid entirely for by the Peninsula Corridor Joint Powers Board, and with other such other conditions as the SMCTD GM/CEO may determine in her discretion.

Ms. Chan noted that the Peninsula Corridor Joint Powers Board would also consider the authorization to enter into the agreement with SamTrans at its February 2, 2023 meeting.

Director Rose Guilbault noted that the new safety position had not come up before during governance discussions and expressed concern over setting a new precedent in terms of how the JPB requests additional staffing. Ms. Chan said that while that is true it did not come up before, the MOU does have specific instructions on how new positions can potentially be added. Director Guilbault asked if there was a similar safety position at SamTrans, which Ms. Chan confirmed.

Before the vote on the item occurred, Ms. Cassman said they had determined there was no preclusion for members of both the JPB and SamTrans Boards to vote on matters, and read the following disclosure statement into the record:

This item involves a contract between the San Mateo County Transit District and the Peninsula Corridor Joint Powers Board. As you know, three members of the Board of Directors on SamTrans also sit as representatives of the District on the JPB Board. This arrangement, which includes the payment of nominal stipends to these members for attending meetings of these boards, presents what is referred to as a non-interest under Government Code Section 1091.5(a)(9), which is part of the State law prohibiting conflicts of interest and self-dealing in government contracts. Accordingly, I am disclosing these dual roles on behalf of Directors Gee, Medina, and Mueller, and

confirming for them and for all of you and the public at large that they are legally authorized to be engaged in the making of the proposed contract -- this one right here today -- on behalf both of the District and the JPB. No recusal is required.

Mr. Wagstaffe noted that the MOU has a reversion clause.

The Board voted to adopt the recommended action.

Motion/Second: Ratto/Chuang

Ayes: Canepa, Chuang, Fraser, Gee, Guilbault, Medina, Mueller, Ratto

Noes: Powell

Absent: None

Chair Powell requested that the Board set up a framework for understanding and discussing future position requests from the JPB so that decisions can be formed prior to requests coming before the Board at a meeting.

9. Board Member Requests/Comments

Director Jeff Gee commented on the recent tragedies on the Coastsides. He thanked Juliet Nogales-DeGuzman, Director of Human Resources, for her team's efforts on the Lunar New Year bus.

10. Recess to Committee Meetings

The Board meeting recessed to Committee meetings at 2:44 pm.

11. Reconvene Board of Directors Meeting

Chair Powell reconvened the Board meeting at 3:24 pm.

12. Matters for Board Consideration: Community Relations Committee

Director Marie Chuang reported on the following items:

- 12.a. Accessible Services Update**
- 12.b. Paratransit Coordinating Council Update**
- 12.c. Citizens Advisory Committee Update**
- 12.d. Quarterly Report | Quarter 1 Fiscal Year 2023**
- 12.e. Monthly Performance Report | December 2022**

13. Matters for Board Consideration: Legislative Committee

Director Ray Mueller reported on the following item:

- 13.a. State and Federal Legislative Update**

14. Communications to the Board of Directors

Chair Powell noted that the correspondence was in the agenda packet (available online).

15. Date/Time of Next Regular Meeting

Chair Powell announced the time and location of the next meeting as Wednesday, March 1, 2023 at 2:00 pm, in person at the SamTrans Auditorium and via Zoom teleconference.

16. General Counsel Report

Ms. Cassman said she had nothing to report.

17. Adjourn

The meeting adjourned at 3:26 pm.

An audio/video recording of this meeting is available online at <https://www.samtrans.com/about-samtrans/video-board-directors-cac-and-measure-w-coc>. Questions may be referred to the District Secretary's office by phone at 650-508-6242 or by email to board@samtrans.com.