



**MEASURE J TRAFFIC CONGESTION RELIEF AGENCY
BOARD OF DIRECTORS**

**SUMMARY OF ACTIONS
Tuesday, October 21, 2008**

The regular meeting of the Measure J Traffic Congestion Relief Agency (TRAFFIX) Board of Directors convened at Danville Town Offices, 510 La Gonda Way, Danville, County of Contra Costa on October 21, 2008.

1. CALL TO ORDER

Tai Williams called the meeting to order at 4:06 p.m.

2. INTRODUCTIONS

The Board of Directors and staff conducted self-introductions.

3. ROLL CALL

Directors Present: Newell Arnerich, Bill Clarkson, Dave Hudson, Greg Marvel, Karen Stepper, Carol Rowley, Tomi Van de Brooke (alternate). Dave Hudson at 4:22 p.m.

Others Present: Tim Ammon, Management Partnership Services; Lisa Bobadilla, City of San Ramon; Gary Black, San Ramon Valley Unified School District; Michael Conneran, Hanson Bridgett LLP; John Cunningham, County of Contra Costa; PJ Dhoot, City of San Ramon; Sheri Glaser, San Ramon Valley Unified School District; Nat Rojanasathira, Town of Danville; and Tai Williams, Town of Danville.

4. SELECTION OF CHAIR AND VICE-CHAIR

MOTION by Director Marvel to appoint Director Stepper as Chair.
SECOND by Director Rowley.

MOTION CARRIED 6-0

MOTION by Director Clarkson to appoint Director Rowley as Vice-Chair. SECOND by Director Van de Brooke.

MOTION CARRIED 6-0

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5. PUBLIC COMMENT

San Ramon Transportation Manager Lisa Bobadilla distributed a letter from San Ramon resident Carol Zilinskas to the Board of Directors. Ms. Zilinskas commented that Bollinger Canyon Elementary, the school at which her son attends, should be provided school bus service. Director Arnerich commented that it should be emphasized that the program is not like a traditional school bus program. Director Marvel concurred and further commented concerns about the lack of school buses in the San Ramon Valley should be referred to the San Ramon Valley Unified School District as a district issue, not an issue of the Measure J Traffic Congestion Relief Agency. Chair Stepper suggested that the Board ask the program manager (yet to be appointed) to respond to Ms. Zilinskas' letter.

Chair Stepper distributed an article titled "Measure J: Hop on the Bus, Gus," written by Karen Stepper for the October 2008 edition of *Alive East Bay* magazine.

6. CONSENT CALENDAR

- A. Adopt program logo and tagline as recommended by the Measure J Traffic Congestion Relief Program Policy Advisory Committee (PAC) – Attachment A**
- B. Receive Summary Minutes of the September 16, 2008 Measure J Traffic Congestion Relief Program Policy Advisory Committee Meeting – Attachment B**

MOTION by Director Arnerich to approve the consent calendar items A through B.
SECOND by Director Marvel.

MOTION CARRIED 6-0

7. REPORTS AND PRESENTATIONS

- A. Overview of the Measure J Traffic Congestion Relief Agency, progress to date, and Board of Directors responsibilities**

Danville Transportation Services Director Tai Williams briefly reported on the status of the program's development process.

- B. Overview of Secretary of State filings**

Michael Conneran of Hanson Bridgett LLP, interim legal counsel, reported that forms have been filed with the Secretary of State through the Town of Danville City Clerk. The California Secretary of State also requires a 'Roster of Public Agencies' be filed, and that form will be filed now that a chair and vice chair have been designated.

8. PUBLIC HEARINGS: None

9. UNFINISHED BUSINESS: None

10. NEW BUSINESS

A. Adopt Rules of the Board as recommended by the Measure J Traffic Congestion Relief Program Policy Advisory Committee (PAC) – Attachment C

Chair Stepper opened the item to comments.

Chair Stepper suggested that Section A, Sub-section 6, Paragraph 1, “Quorum; Special Quorum Requirements,” be added to state that the meeting may be continued only to address items of information.

Chair Stepper also commented that Section A, Sub-Section 9, “Order of Business” that currently reads “...the Board shall, whenever practicable, set hearings for a specific time...” may not need to be included and suggested the replacement of the text “shall, whenever practicable,” to “may.”

Michael Conneran noted a typographical error in the second sentence of Section G, Sub-section 1, “Designation of Treasure” that currently reads “In the event the a Member provides treasury services...” should be amended to read “In the event that a Member provides treasury services...”

Mr. Conneran proposed to clarify amendments to the draft Rules of the Board. He proposed to replace the text of Section A, Sub-section 6, Paragraph 1, Sentence 2 that currently reads “Where there is no quorum...” to read “The board may proceed to hear informational items, following which...”

Chair Stepper commented that the second sentence in Section A, Sub-section 1, “Regular Meetings,” infers that the Board meet on specific months. However, this appears to conflict with the bi-monthly meetings proposed in the 2009 meeting calendar contained in the packet.

Mr. Conneran proposed to amend the sentence to read “Unless the Board adopts an alternate schedule, the Board shall meet on the following months...”

MOTION by Director Marvel to adopt the Rules of the Board as amended. SECOND by Director Arnerich.

MOTION CARRIED 7-0

B. Designate Interim Program Manager

Tai Williams reported that the Town of Danville would be willing to serve as interim program manager until a permanent program manager is retained.

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MOTION by Director Clarkson to designate the Town of Danville as Interim Program Manager. SECOND by Vice Chair Rowley.

MOTION CARRIED 7-0

C. Appoint Secretary

Tai Williams reported that it is the Technical Advisory Committee's preference for the interim program manager (and subsequently the permanent program manager) to serve as Board Secretary.

MOTION by Director Marvel to appoint the Town of Danville, Interim Program Manager, as the Board Secretary. SECOND by Director Arnerich.

MOTION CARRIED 7-0

D. Appoint Treasurer/Auditor

MOTION by Vice Chair Rowley to appoint the City of San Ramon as Treasurer/Auditor. SECOND by Director Hudson.

MOTION CARRIES 7-0

E. Appoint Hanson Bridgett LLP as the Agency's Legal Counsel

Due to a conflict of interest in the nature of this action item, Michael Conneran of Hanson Bridgett LLP excused himself from the room at 4:29 p.m.

MOTION by Director Marvel to appoint Hanson Bridget LLP as the Agency's Legal Counsel. SECOND by Director Hudson.

MOTION CARRIES 7-0

Michael Conneran re-entered the room at 4:30 p.m.

F. Adopt Resolution No. 2008-1, Adopting Conflict of Interest Code – Attachment D

Michael Conneran introduced the proposed Conflict of Interest Code to the Board. Mr. Conneran stated that this is a procedure required by the California Fair Political Practices Commission.

Director Arnerich inquired about why the Danville City Clerk is serving as filing official, when the Clerk of the Board of Supervisors of Contra Costa County is the filing officer.

Mr. Conneran clarified that the Danville City Clerk has volunteered to collect the statements of economic interest. Mr. Conneran stated that the Clerk to the Board of

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Supervisors of Contra Costa County holds the original statements for multi-city agencies such as the Measure J Traffic Congestion Relief Agency.

Director Arnerich commented that the proposed Conflict of Interest Code does not specify that the Danville City Clerk shall forward the statements to the Clerk to the Board of Supervisors of Contra Costa County.

Mr. Conneran proposed amending Paragraph 2, Sentence 2 of the proposed Conflict of Interest Code to read “The filing official shall forward original statements to the Clerk of the Board of Supervisors of Contra Costa County, who is the filing officer.”

MOTION by Director Arnerich to Adopt Resolution No. 2008-1 as amended. SECOND by Director Clarkson.

MOTION CARRIES 7-0

G. Authorize the release of an RFQ/RFP for a Program Manager – Attachment E

Tai Williams introduced the RFQ/RFP which the scope of work for the services. Once released, the responses would be due in late November. The goal is to retain a successful contractor by the end of January.

Director Arnerich commented that the document should specify that the firm or individual needs experience as a program manager. Director Arnerich inquired about Form B- Price Summary and how the estimate was established.

Ms. Williams stated that the price summary is the price of the contract, whereby the firm or individual would propose a cost for annual services, up to \$100,000.

Tim Ammon of Management Partnership Services noted that in the evaluation of the program size, resource allocation and initial estimates, MPS noted an estimate of \$100,000 in annual costs for program management.

Chair Stepper questioned how the estimate was derived.

Mr. Ammon stated that the estimate was based on information received from the Lamorinda School Bus Program, similar-sized agencies, and similar-sized programs.

Mr. Arnerich suggested that the RFQ/RFP specifically list program management and contract management experience as requirements.

Chair Stepper suggested that the third paragraph under “Scope of Work” clarify the successful candidate’s involvement in marketing the program. Chair Stepper suggested the task of “maintaining a monitoring system” to also be clarified.

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Mr. Ammon clarified that the monitoring system would include monthly data from the service provider with information on how the buses are being utilized.

Chair Stepper inquired about the contractor's insurance requirement of \$1,000,000.

Michael Conneran stated that because this is a contract, the Agency cannot cover the insurance costs and the contractor must carry their own coverage.

Director Marvel questioned the logistics of the program management services, and how the phones would be answered, supplies issued and bus passes issued. Director Marvel questioned whether the contract model would be ideal for the program.

Ms. Williams explained that the individual or firm contracted to provide this service would be accessible by mobile phone through a local hotline number. Additionally, it is envisioned that the bus passes could be printed online from a program web site that is currently being developed.

Director Marvel asked for clarification on the program manager's role in overseeing development of routes.

Ms. Williams stated that the program manager would work directly with the service provider in developing the final routes.

Director Marvel asked legal counsel if the RFQ/RFP as written, meets the requirement of the IRS as an independent contractor.

Mr. Conneran responded that the language in the document would be further refined to meet those requirements before it is released. Mr. Conneran noted that if the firm or individual will be handling money that a fidelity bond should also be required.

Director Marvel noted that Page 2 of the proposed RFQ/RFP under "Contract Services Specifications," currently reads that the contractor "may be required" to complete Department of Justice background checks. Director Marvel noted that because the program manager will be working at school sites, they will be required to complete background checks as well as a Tuberculosis test.

Mr. Conneran suggested alternative language that would address the comments.

MOTION by Director Hudson to authorize the release of an RFQ/RFP for a Program Manager. SECOND by Director Arnerich.

MOTION CARRIES 7-0

H. Adopt the 2008 and 2009 meeting calendars – Attachment F

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Tai Williams introduced this item, reporting that in 2009, the Agency will need to meet bi-monthly as the program continues to be developed.

Director Hudson suggested that the election of the Chair and Vice Chair be held in November instead of in October, because some directors are up for re-election in their respective agencies. Director Hudson also suggested that the Agency Board of Directors meet in April 2009 to make any necessary decisions or discussions following the Alamo incorporation measure in March.

Michael Conneran clarified that the Joint Exercise of Powers Agreement (JEPA) reads that the initially-elected Chair and Vice Chair serve until June 30th of the following fiscal year, equivalent to an 18-month term of service. Therefore, 2009 meetings will not need to include Chair and Vice Chair appointments.

Director Arnerich inquired about whether a Board Member who is not re-elected would continue to serve on the Board.

Mr. Conneran clarified that all Directors must be a member of the legislative body of the Member Agency.

MOTION by Director Arnerich to adopt the 2008 and 2009 meeting calendars.
SECOND by Director Clarkson.

MOTION CARRIES 7-0.

11. BOARD REPORTS: None

12. CLOSED SESSION: None

13. ADJOURNMENT

Without objection, at 4:54 p.m., Chair Stepper declared the meeting adjourned to December 16, 2008.

Karen G. Stepper, Chair

Nat Rojanasathira, Interim Board Secretary