JOINT MEETING OF THE BOARD OF DIRECTORS FOR THE METROPOLITAN TRANSIT SYSTEM (MTS), SAN DIEGO TRANSIT CORPORATION (SDTC), AND SAN DIEGO TROLLEY, INC. (SDTI) 1255 Imperial Avenue, Suite 1000 San Diego, CA 92101

December 9, 2010

MINUTES

1. Roll Call

Chairman Mathis called the Board meeting to order at 9:01 a.m. A roll call sheet listing Board member attendance is attached.

2. Approval of Minutes

Mr. Ewin moved to approve the minutes of the November 18, 2010, MTS Board of Directors meeting. Mr. Van Deventer seconded the motion, and the vote was 10 to 0 in favor.

3. Public Comments

Mikaiil Hussein – Mr. Hussein is the President of the United Taxi Workers of San Diego (UTWSD) and in December 2009, city taxi drivers went on strike to protest unfair working conditions such as unjust termination, harassment by MTS taxicab inspectors, and illegal competition by charter vehicles. The UTWSD was formed to help improve the working conditions for all drivers and ultimately improve the customer service they provide. As part of its efforts, the UTWSD conducts workshops to educate drivers about MTS rules and regulations, rights, and responsibilities and tries to resolve grievances. The UTWSD also attends and provides comments at Taxicab meetings to advocate drivers' issues before the Board. Mr. Hussein is here today to continue advocating on behalf of taxicab drivers. He feels that the relationship between drivers and permit holders is highly unregulated, and UTWSD hopes to build a relationship with MTS officials to achieve its goals.

Moni Kehinde – Ms. Kehinde is an attorney at the Employee Rights Center working with UTWSD. She stated that since its inception, UTWSD has partnered with local organizations and has worked with local employment law and civil rights attorneys to help understand the regulatory structure and reconcile taxi industry regulations. Her work has included the review and analysis of Ordinance Number 11, and she continues to try and reconcile these regulations with the reality of a complex taxi industry. There has been at least one instance where a taxicab driver spoke at a Taxi Committee meeting and was unjustly terminated the following day. She stated a need for policy change and reform in the taxi industry. She is requesting the help of MTS to ensure the protection of workers in the taxi industry and provide fair working conditions. UTWSD is hoping to work with MTS to write and implement changes of policy reform.

Jill Holslin – Ms. Holslin is a professor at San Diego State University whom is working with taxicab drivers on a regular basis to help them understand the legal structure within which they are working. She is trying to understand the complex relationship between MTS, owners of the medallions, and the taxi drivers themselves. She stated that drivers are suffering retaliation

when they attempt to support the industry. When they report that repairs need to be made, often they end up making the repairs, when it is not their legal responsibility, to avoid retaliation. Ms. Holslin stated that there is a disconnect between the drivers and the owners of medallions, and she wants to work together with MTS to create a taxi industry that is helpful and protects the public.

CONSENT ITEMS:

6. MTS: Investment Report - October 2010

Action would receive a report for information.

7. MTS: Light Rail Vehicle (LRV) Tire Kits

Action would authorize the Chief Executive Officer (CEO) to execute MTS Doc. No. L0983.0-11 with Siemens Industry, Inc. for LRV tire kits for up to a five-year period (two-year base period including 3 one-year option periods for a total of five years).

8. MTS: Taxicab Committee Member Election Results

Action would approve appointing new members to the Taxicab Committee as stated in the results of the Taxicab Committee member election.

9. MTS: Compass Card Controls - Audit Report

Action would receive an internal audit report on Compass Card controls.

10. MTS: Job Order Contract and CCTV Upgrade Work Order

Action would authorize the CEO to: (1) enter into a Job Order Contract (JOC) (MTS Doc. No. PWL132.0-11) with Southland Electric, Inc.; and (2) negotiate and issue a work order with Southland Electric for CCTV System Upgrade Project construction services in an amount not to exceed \$500,000.

11. MTS: Employee Benefits Broker/Consulting Services RFP - Contract Award

Action would authorize the CEO to execute the following contracts for employee benefits broker/consulting services for up to a five-year period (three-year base with 2 one-year options):

- 1. MTS Doc. No. G1361.0-11 with Keenan & Associates for ongoing consulting services:
- 2. MTS Doc. No. G1362.0-11 with Keenan & Associates for advisory services:
- 3. MTS Doc. No. G1363.0-11 with Barney and Barney for advisory services; and
- 4. MTS Doc. No. G1364.0-11 with Rael & Letson for advisory services.

12. MTS: In-Floor Jack Body Hoist Overhaul - Contract Award

Action would authorize the CEO to execute MTS Doc. No. PWL129.0-11 with Industrial Millwright Services, Inc. for the procurement of goods, services, and parts necessary to rehabilitate two sets of light rail vehicle (LRV) in-floor jack body hoists.

13. MTS: Unallocated Transportation Development Act Funds for Transit-Related Projects

Action would approve the use of \$121,610 in unallocated TDA funds currently held by the County of San Diego for the City of Santee's Bus Stop Upgrade Project.

14. MTS: Capital Improvement Program (CIP) Funding Transfers

Action would approve the transfer of: (1) \$96,146 in State Transit Assistance (STA) funds to the San Ysidro Transit Center Project (CIP 10453) from the completed KMD Tile and Roof Repair Project (CIP 1114900); (2) \$111,182 in Transportation Development Act (TDA) funds to Miscellaneous Capital (CIP 11200) from the Blue Line Rehabilitation Project (11266); (3) \$500,000 in TDA funds from the New IT System Project (CIP 11307) to complete land procurement projects (CIPs 11303, 11305, and 11308); and (4) \$7,219,200 in Federal Formula 5307 funds (Y806) from the Kearny Mesa Land Procurement Project (CIP 11305) to fund the FY 12 CIP.

Discussion on Consent Items

Mr. Gloria wanted to make note of Agenda Item No. 8 regarding the Taxicab Committee Member Election Results. He mentioned that in the future, the Committee will improve the way these elections are handled. He stated that they will be better published and that a notification letter will be sent out to all permit holders in order to ensure the inclusion of driver representation. He would like to recommend that the Board of Directors look at ways to reconstitute the members of the Taxicab Committee to provide drivers with a larger voice than they have currently.

Mr. Gloria wanted clarification of Agenda Item No. 9 regarding the Compass Card Controls Internal Audit. He wanted to know if an audit has been performed on the sale of Compass Cards at Vons locations. Mr. Jablonski responded that SANDAG has previously conducted an audit with Vons, and staff will bring the report to the Board for review.

Mr. Ewin mentioned that internal audit reports are not reviewed by the Audit Oversight Committee before they are reviewed by the Board and feels that it may be time to expand the preview of internal audits to the Audit Oversight Committee first.

Action on Consent Items

Mr. Gloria moved to approve Consent Agenda Item Nos. 6, 7, 8, 9, 10, 11, 12, 13, and 14. Ms. Emerald seconded the motion, and the vote was 12 to 0 in favor.

CLOSED SESSION: (Taken Out of Order)

24. Closed Session Items

The Board convened to Closed Session at 10:27 a.m.

 a. MTS: CLOSED SESSION - PUBLIC EMPLOYEE APPOINTMENT (GENERAL COUNSEL) Pursuant to California Government Code section 54957

The Board reconvened to open session at 10:38 a.m.

Oral Report of Final Actions Taken in Closed Session

Morgan Foley reported the following:

a. The Board received a report on the process for the recruitment, and appointment of a new General Counsel was provided by the Chief Executive Officer.

NOTICED PUBLIC HEARINGS:

25. None.

DISCUSSION ITEMS:

30. MTS: Regional Transportation Plan Revenue-Constrained

Sharon Cooney, Chief of Staff, gave the Board a brief history of the Regional Transportation Plan (RTP) revenue-constrained scenarios already introduced at the November 18, 2010, Board meeting. She explained that MTS staff has collaborated with San Diego Association of Governments (SANDAG) staff to create a new Hybrid Scenario Transit Network. She mentioned that a handout has been provided to all the Board members, which includes a matrix of all of the scenarios proposed as well as a transit map of the new preferred Hybrid Scenario. Ms. Cooney then introduced Dave Schumacher of SANDAG. Mr. Schumacher mentioned that the Hybrid scenario would be included in the final plan that will be brought to the SANDAG Transportation Committee for recommendation and ultimately before the SANDAG Board on December 17 for a final decision.

Mr. Schumacher discussed the new Hybrid scenario and explained that the scenario merges the highway and fusion scenarios together. He explained that the Hybrid scenario network emerged based on modeling research and input from the agencies. He mentioned that the downtown trolley tunnel and support for additional funding for regional rail grade separations kept coming up in conversations. He also mentioned the importance of focusing on existing rail investment (COASTER & SPRINTER) and the need to eliminate redundant transit services. He stated that there has been great support for Bus Rapid Transit (BRT) services, particularly in South County, and that the UTC COASTER Tunnel/Station are expensive projects, but there has been continued support for providing transit connections in the UTC area.

Mr. Schumacher explained that there are two keys issues; funding and networks. He explained that 2/3 of funding for the Hybrid Scenario will go towards transit, and 1/3 towards other types of projects. Mr. Schumacher mentioned that the hybrid scenario also maximizes COASTER and SPRINTER lines and does not include the UTC COASTER Tunnel/Station but instead focuses on extending the Blue Line into Sorrento Mesa and Mira Mesa and putting a transfer station where the COASTER and Blue Line would intersect.

Mr. Schumacher discussed rail options, which include the Downtown Trolley Tunnel, which would allow for frequency improvements on both the Blue and Orange Lines, introduce express-line services, and over time, upgrade the Mid-City Rapid Project that will be implemented in 2012 to extended light rail from downtown to San Diego State University. He explained that

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several new rail lines have been introduced from Pacific Beach through Clairemont Mesa over to Kearny Mesa and into Mission Valley and then transferring to the Green Line over to El Cajon. Also proposed is another rail line from UTC into Kearny Mesa through Mission Valley and then transitioning into the South Bay and terminating at the Palomar Street Station. Mr. Schumacher then discussed the Bus Rapid Transit lines from the South Bay to Kearny Mesa and UTC as well as Peak Bus Rapid Transit from the East County to Kearny Mesa and Sorrento Mesa and into downtown. He stated that the Hybrid scenario also includes a number of Rapid Bus lines through the South Bay area providing faster service in the South Bay and connecting the coastal areas. Mr. Schumacher explained that the Hybrid Scenario also includes limited service Streetcar/Shuttle-Circulator but that funding for this project would need to come from non transit sources, and 10% of the cost would be given from SANDAG devoted to the planning phase. He mentioned that the Hybrid scenario focuses heavily on local bus service and, if the plan was implemented, by 2015, bus frequency would increase to every 15 minutes. He stated that \$25 billion has been budgeted for capital expenses, and \$23 billion for operating expenses over the next 40 years.

Ms. Emerald wanted to make sure that the funding was in place to start planning ahead. Mr. Schumacher explained that a detailed list is put together of possible money sources, but they have not assigned specific dollars to specific projects. Ms. Emerald wanted to know how the priorities of the RTP are decided. Mr. Schumacher explained that the next step of the process is to do the phasing, which will have several phasing years, such as 2015, 2020, 2030, 2040, and 2050 match expected revenues we get during those time periods. Ms. Emerald asked Mr. Schumacher if he had an idea as to what project would be the first priority. Mr. Schumacher responded that frequency enhancements and local bus transit would most likely be the top priority. Ms. Emerald also wanted to know if there would be any changes to paratransit. Mr. Schumacher stated that paratransit services would increase. Ms. Emerald then questioned how taxis would be integrated into the transit network. Mr. Schumacher stated that the iCommute team at SANDAG is looking more and more at first-and last-mile services. Ms. Emerald stated that she is looking forward to serving on the Taxicab Committee and will be bringing up these kinds of issues.

Mr. Gloria wanted to know how long ago this new Hybrid Scenario was created because he wanted to ensure that stakeholders had enough time to receive feedback. Mr. Schumacher stated that the new scenario was created just weeks ago with direction given from the SANDAG Board and that so far, this scenario has gotten good support. He further explained that there are not any brand new projects - just a different mix of projects. Mr. Gloria questioned the flexible funding and wanted to make sure that he understood correctly that \$3 billion are flexible funds and of those flexible funds, 2/3 of the money will be designated for transit and 1/3 for other modes of other transportation. Mr. Schumacher stated that Mr. Gloria was correct. Mr. Gloria also wanted clarification on the streetcar funding. Mr. Schumacher explained that they have gotten a cost estimate for the project, and 90% of the capital and 100% of the operating expenses would need to come from private sources or business district funds with 10% of the funding being provided by SANDAG for the coordination of planning and perhaps preliminary engineering. Mr. Gloria questioned if there are walking and biking improvements in the new Hybrid Scenario. Mr. Schumacher stated that there are \$2.6 billion in improvements set aside.

Mr. Roberts stated that when the RTP was initially released, several scenarios were presented and regionally, almost everyone said that they wanted the Highway Scenario. He is very hopeful to get the Hybrid Scenario approved by SANDAG because he feels that it is a much stronger transit plan than previously presented, and as a regional perspective the scenario is

good news. He stated that anyone who is an advocate of public transit should feel pleased with the Hybrid Scenario.

Mr. Ewin commented that even though a few dotted lines for transit in East County looks modest, it will go a long way with future business development and residents. He stated that most people make their living choices and the work location choices based on their mode of transportation, so he is happy to see transit options continuing to the East County in the future.

Action Taken

Mr. Ovrom moved to support the Hybrid Preferred Revenue-Constrained Scenario for use in the 2050 Regional Transportation Plan. Mr. Rindone seconded the motion, and the vote was 12 to 0 in favor.

31. MTS: Siemens Light Rail Vehicle (LRV) Procurement - Contract Amendment

Wayne Terry, Chief Operating Officer of Rail, gave the Board an update on the procurement of light rail vehicles (LRV) from Siemens. He mentioned that 4 amendments have been approved thus far, and the Board is being asked to approve Amendment No. 5. He explained that Amendment No. 5 would allow the retrofitting of existing fleet of SD 100s to be communications compatible and would increase the total budget for the low-floor vehicles from \$236,000,000 to \$240,000,000.

Mr. Terry explained that 57 new S70US LRVs will have an interior passenger communication package provided by Interalia Systems Corporation. He further explained that the amendment would provide for existing fleet of 52 SD 100 LRVs to be retrofitted with the same communications package at a total fleet cost (including tax) of \$5,032,389. He mentioned that this is crucial because the technologies are dissimilar. Mr. Terry stated that a single fleet-wide communications supplier would provide clear and consistent audio/visual interior announcements in mixed-train configurations of SD 100s and S70US LRVs.

Ms. Emerald asked Mr. Terry to explain the communication system in layman's terms. Mr. Terry explained that there are different communication systems on the two types of LRVs, and the older trolleys have a communication system that is out of date, and the equipment to repair the system is no longer supported. He said that the new communication system would be state-of-the-art and would offer a system that would give consistent announcements to trolley patrons.

Mr. Cunningham asked from where the funding for Amendment No. 5 would come. Mr. Jablonski explained that the funds would come from the Blue Line Rehabilitation Project budget. He also stated that to convert the entire system to low-floor vehicles would require the purchase of 123 rail cars versus buying 57 rail cars and having mixed consists; on the Blue Line, it will be 2 new cars on the ends and an old car in the middle, and on the Orange Line, it will be 1 of each. This has saved roughly \$300 million in needed investment. One of the issues with mixing new and old vehicles has been new and old technology integrating. Mr. Jablonski stated that one of the most common complaints MTS receives is the announcements from the driver being too loud or not loud enough, and this has to do with the integrating of new technologies. There is also a safety component with this issue because there is only one driver and three rail cars, and the driver needs to be able to communicate an issue to each vehicle in case a problem or emergency arises. This is fundamental to making these cars work well in the system.

Action Taken

Ms. Emerald moved to (1) authorize the CEO to execute MTS Doc. No. L0914.5-10 retrofitting MTS's existing fleet of SD 100s to be communications compatible; and (2) increase the total budget for the procurement of low-floor vehicles (LRVs) from \$236,000,000 to \$240,000,000 and amend the San Diego Association of Governments (SANDAG) LRV procurement funding Memorandum of Understanding (MOU). Mr. Rindone seconded the motion, and the vote was 12 to 0 in favor.

REPORT ITEMS:

45. MTS: Fiscal Year 2010 Comprehensive Annual Financial Report and Auditor Presentation of New Auditing Standards

Mr. Ewin mentioned that the Audit Oversight Committee (AOC) is comprised of the Executive Committee in place at the time the CAFR is developed as well as one member of the Board who is appointed as a member and then elected as the Chair. The purpose of the AOC is to satisfy itself as to ensure the reliability of financial reporting, and the role of the Committee is one of general oversight. The AOC has had meetings with staff and the internal auditor. The role of Committee is general oversight. He has had the opportunity to be involved from the ground up, and he has seen that many items that would be of concern have been addressed. Mr. Ewin asked Cliff Telfer, Chief Financial Officer, and Linda Musengo, Finance Manager, if they believe that the financial statements fairly present the organizations net assets and activities in accordance with generally accepted accounting principles; Mr. Telfer and Ms. Musengo responded that they do. Mr. Ewin then asked them if they are satisfied that an appropriate audit was performed by the independent auditors; Mr. Telfer and Ms. Musengo responded that they are satisfied.

Mr. Ewin asked Gary Caporicci, CPA and Partner with Caporicci & Larson (C&L), if there was any audit work not performed due to any limitations placed on C&L by management, any areas scoped out by management or restrictions or fees that limited the scope of C&L work; Mr. Caporicci responded that there was not. Mr. Ewin asked Mr. Caporicci if there were any questions that in the course of the AOC work that should have been asked but were not asked; Mr. Caporicci responded not to his knowledge. Mr. Ewin thanked the AOC, staff, and the independent auditor for a comprehensive annual audit report.

Ms. Musengo stated that a PDF version of the audit will be posted to the MTS website for anyone to review it. She also mentioned that they will send the report to the Government Finance Officers Association before the end of the month to apply for consideration of the Award of Excellence, which MTS has received for the last 4 years and expects to receive again for 2010.

Mr. Caporicci gave a PowerPoint presentation on the scope of work for the audit performed by C&L that included the audit of MTS's financial statements, the review of internal control policies and procedures, and audited compliance requirements of major federal grant programs, laws, and regulations.

Mr. Caporicci gave an overview of MTS's management responsibilities, C&L's responsibilities, and summary of C&L's audit approach, which included year-to-year comparisons of specific account balances. He stated that the assessment determined that MTS is a low-risk auditee.

which means that there is no need to test a high number of transactions in order to determine that the numbers and disclosures are accurate.

Mr. Caporicci reviewed C&L's unqualified audit opinion stating that financial statements are fairly presented in all material respects, significant accounting policies have been consistently applied, estimates are reasonable, and disclosures are properly reflected in the financial statements.

Mr. Caporicci stated that the audit resulted in no disagreements with management, no material errors or irregularities were discovered, and no significant deficiencies or material weaknesses were determined. He also stated that there were no significant findings or questioned costs. He provided a brief overview of the financial statement sections of the audit that included the introductory, financial, and statistical sections.

Mr. Caporicci stated that compared to last year, the balance sheet is consistent. As of June 30, 2010, MTS has approximately \$1.5 billion in total assets and \$2.47 billion in total liabilities with a net result of \$1.2 billion in net assets. He added that the total revenue is \$323 million, and total operating expenses are \$326 million. He noted that there is a decrease in the net assets of almost \$8 million compared with a negative \$15 million in 2009. Mr. Caporicci summarized statements of cash flow from operating activities, which were consistent with 2009. He reviewed cash flows from operating activities, noncapital financing activities, capital, related financing activities, and investing activities with great turnaround.

Mr. Caporicci reported on the pension plan schedule of funding progress for MTS, San Diego Trolley, Inc. (SDTI), and San Diego Transit Corporation (SDTC) and concluded his report with a review of the new Governmental Accounting Standards Board (GASB) pronouncements. He noted that six new auditing standards have been implemented since last year. He also noted that next year, the unfunded portion of pension plans will be considered a liability.

Mr. Cunningham asked about postemployment benefits with no reserves set aside, and is that an unfunded liability. Mr. Caporicci stated that it is primarily health insurance benefits for retirees, and currently GASB does not require companies to fund reserves.

Ms. Emerald questioned how much the pension obligation fund was short. Mr. Caporicci mentioned that it is \$9 million short, and he only has 4 clients out of hundreds that have a funded pension.

Action Taken

Mr. Ewin moved to receive the Fiscal Year 2010 Comprehensive Annual Financial Report (CAFR). Ms. Emerald seconded the motion, and the vote was 12 to 0 in favor.

46. MTS: Operations Budget Status Report for October 2010

Mike Thompson, Assistant Budget Manager, gave the Board a report summarizing MTS's operating results for October 2010 compared to the approved fiscal year 2011 budget. He explained that the year-to-date October 2010 MTS net-operating subsidy had an unfavorable variance totaling \$1,533,000. He stated that operations produced a \$2,350,000 unfavorable variance, and the administrative/other activities areas were unfavorable by \$817,000.

Mr. Thompson explained that the MTS year-to-date combine revenues through October 2010 were \$29,989,000 compared to the year-to-date budget of \$31,064,000 representing a \$1,076,000 or 3.5% negative variance. He stated that this is primarily due to unfavorable variance within passenger revenues. He stated that the year-to-date combined expenses through October 2010 were \$70,633,000 compared to the year-to-date budget of \$70,214,000 resulting in a \$419,000 or 0.6% unfavorable variance.

Mr. Thompson stated that the October 2010 year-to-date net-operating subsidy totaled an unfavorable variance of \$1,533,000 or 4.1%, and that these factors include unfavorable variances in passenger revenue, materials and supplies, and personnel costs partially offset by favorable variances in energy, outside services, and risk management.

Action Taken

Mr. Ewin moved to receive a status report on MTS's operations budget for October 2010. Ms. Emerald seconded the motion, and the vote was 12 to 0 in favor.

60. Chairman's Report

Chairman Mathis made no report.

61. Audit Oversight Committee Chairman's Report

Mr. Ewin, Chairman of the Audit Oversight Committee, made no report.

62. Chief Executive Officer's Report

Mr. Jablonski mentioned that the goal for the "Stuff the Bus" food drive is 4 tons or 10 buses full of food donated to the San Diego Food Bank.

63. Board Member Communications

Mr. Cunningham wished everyone a happy and safe holiday break. Ms. Emerald mentioned the "Stuff the Bus" initiative taking place on Saturday from 9:00 a.m. to 2:00 p.m. at Vons stores throughout San Diego. She thanked staff for putting on the event and their donations.

64. Additional Public Comments on Items Not on the Agenda

There were no additional public comments.

65. Next Meeting Date

The next regularly scheduled Board meeting is Thursday, January 20, 2011.

66. Adjournment

Chairman Mathis adjourned the meeting at 10:41 a.m.

Board of Directors Meeting December 9, 2010

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Chairperson

San Diego Metropolitan Transit System

Filed by:

Office of the Clerk of the Board

San Diego Metropolitan Transit System

Approved as to form:

Office of the General Counsel

San Diego Metropolitan Transit System

Attachment: Roll Call Sheet

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METROPOLITAN TRANSIT DEVELOPMENT BOARD ROLL CALL

MEETING OF (DATE): December 9, 2010			10	CALL TO ORDER (TIME): 9:01 AM	
RECESS:				RECONVENE:	
CLOSED SESSION:		10:27 A	<u>M</u>	RECONVENE:	10:38 AM
PUBLIC HEARING:				RECONVENE:	
ORDINANCES ADOPTED:				ADJOURN:	10:41 AM
BOARD MEMBER		(Alternate)		PRESENT (TIME ARRIVED)	ABSENT (TIME LEFT)
CUNNINGHAM	Ø	(Boyacķ)		9:06 AM	
EWIN	Ø	(Allan)			
EMERALD	Ø	(Faulconer)		9:10 AM	
GLORIA	Ø	(Faulconer)			10:37 AM
JANNEY	Ø	(Bragg)			
LIGHTNER		(Faulconer)			
MATHIS	Ø	(Vacant)			
MCCLELLAN	図	(Hanson-Cox) 🗆		
OVROM	Ø	(Denny)			10:37 AM
RINDONE	Ø	(Castaneda)			
ROBERTS	Ø	(Cox)			10:37 AM
RYAN		(B. Jones)			
SELBY		(England)	Ø		
VAN DEVENTER	Ø	(Zarate)			10:37 AM
YOUNG		(Faulconer)		<u> </u>	
SIGNED BY THE O	FFICE (OF THE CLER	OF TH	E BOARD: Valeur	Vizkeleti
CONFIRMED BY OFFICE OF THE GENERAL COUNSEL:					

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