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AGENDA

SAN MATEO COUNTY TRANSIT DISTRICT MEASURE W CITIZENS' OVERSIGHT COMMITTEE (COC) MEETING

Due to COVID-19, this meeting will be conducted via teleconference only (no physical location) pursuant to the [Governor's Executive Orders N-25-20 and N-29-20](#).

Committee members, staff and the public may participate remotely via Zoom at <https://samtrans.zoom.us/j/92173154481?pwd=ay9oM1pLcE5lc1FxNU9yaGh2eGVqUT09> or by entering Webinar ID: **921 7315 4481**, Passcode: **957551** in the Zoom app for audio/visual capability or by calling 1-669-900-9128 (enter webinar ID and press # when prompted for participant ID) for audio only. The video live stream will be available after the meeting at <http://www.samtrans.com/about/boardofdirectors/video.html>.

Public Comments: Members of the public are encouraged to participate remotely. Oral public comments will also be accepted during the meeting through *Zoom or the teleconference number listed above. Public comments on individual agenda items are limited to one per person PER AGENDA ITEM. Use the Raise Hand feature to request to speak. For participants calling in, dial *67 if you do not want your telephone number to appear on the live broadcast. Callers may dial *9 to use the Raise Hand feature for public comment and press *6 to accept being unmuted when recognized to speak. Each commenter will be automatically notified when they are unmuted to speak for three minutes or less. The Committee Chair shall have the discretion to manage the Public Comment process in a manner that achieves the purpose of public communication and assures the orderly conduct of the meeting.

MONDAY, APRIL 19, 2021 – 10:00 AM

1. Call to Order/Pledge of Allegiance
2. Roll Call
3. Election of Chair and Vice Chair For One-year Terms
4. Review Role of the Measure W Citizens' Oversight Committee

San Mateo County Transit District Measure W Citizens' Oversight Committee Members 2021: Mary Adler, Lauren Bennett, Adrian Brandt, Rosanne Foust, Eduardo Gonzalez, Rich Hedges, Sandra Lang, Adina Levin, Julie Lind Rupp, Jeff Londer, Alex Madrid, Ethan Mizzi, Liza Normandy, Mario Rendon, Malcolm Robinson

Staff Liaisons: April Chan, Chief Officer, Planning, Grants/
Transportation Authority
Amy Linehan, Public Affairs Specialist

COC Secretary: MaryAnn Johnston

5. Discuss Committee Work Plan for Annual Audit of Measure W Tax Revenues and Expenditures in Accordance with Congestion Relief Plan

a. General Cadence of Meetings

b. Fiscal Year 2020 Audit Work Plan

c. Meetings for Fiscal Year 2020 Audit and Committee Report

6. Finalize and Adopt Committee Bylaws

7. Approval of Meeting Minutes from March 15, 2021

8. Public Comment for Items Not on the Agenda

At this time, persons in the audience may speak on any matter within the jurisdiction of the Committee. The Brown Act (the State local agency open meeting law) prohibits the Committee from acting on any matter that is not on the agenda. The Chair may limit speakers to three minutes each.

9. Committee Member Comments/Communications Regarding Transportation Matters

10. Next Meeting: To Be Announced

11. Adjournment

Note: Following the Committee meeting, Staff and legal Counsel will remain on the teleconference to provide Brown Act refresher training for those Committee members desiring to stay. If a quorum or more of the Committee desires training, such training will instead be included on the agenda for the next Committee meeting.

INFORMATION FOR THE PUBLIC

If you have questions on the agenda, please contact the District Secretary at 650-508-6242. Agendas are available on the SamTrans website at. Communications to the Board of Directors can be emailed to board@samtrans.com.

Free translation is available; Para traducción llama al 1.800.660.4287; 如需翻译 请电1.800.660.4287

Date and Time of Board and Measure W Citizens' Oversight Committee Meetings

San Mateo County Transit District Committees and Board: First Wednesday of the month, 2:00 pm;
SamTrans Measure W Citizens' Oversight Committee (COC): Frequency of meetings to be determined. Date, time and location of meetings may be changed as necessary. Meeting schedules for the Board and COC are available on the website.

Location of Meeting

Due to COVID-19, the meeting will only be via teleconference as per the information provided at the top of the agenda. The Public may not attend this meeting in person.

Public Comment

Oral public comments will also be accepted during the meeting through Zoom or the teleconference number listed above. Public comments on individual agenda items are limited to one per person PER AGENDA ITEM and each commenter will be automatically notified when they are unmuted to speak for two minutes or less. The Committee Chair shall have the discretion to manage the Public Comment process in a manner that achieves the purpose of public communication and assures the orderly conduct of the meeting.

Accessible Public Meetings/Translation

Upon request, SamTrans will provide for written agenda materials in appropriate alternative formats, or disability-related modification or accommodation, including auxiliary aids or services, to enable individuals with disabilities to participate in and provide comments at/related to public meetings. Please submit a request, including your name, phone number and/or email address, and a description of the modification, accommodation, auxiliary aid, service or alternative format requested at least at least 72 hours in advance of the meeting or hearing. Please direct requests for disability-related modification and/or interpreter services to the Title VI Administrator at San Mateo County Transit District, 1250 San Carlos Avenue, San Carlos, CA 94070-1306; or email titlevi@samtrans.com; or request by phone at 650-622-7864 or TTY 650-508-6448.

Availability of Public Records

All public records relating to an open session item on this agenda that are not exempt from disclosure pursuant to the California Public Records Act and that are distributed to a majority of the legislative body will be available for public inspection at 1250 San Carlos Avenue, San Carlos, CA 94070 at the same time that the public records are distributed or made available to the legislative body.

**San Mateo County Transit District
Measure W
Citizens Oversight
Committee Meeting**

April 19, 2021

Role of Measure W Citizens Oversight Committee

- Measure W defines how proceeds are to be spent by SamTrans, TA
 - SamTrans and TA CACs provide input on implementation
 - Measure W COC does **not** direct expenditure of funds
- Measure W tasks COC with providing information on how tax proceeds are being spent by:
 - Receiving District's **annual** audit report on receipt and expenditure of Measure W tax proceeds and expenditures under Congestion Relief Plan
 - Holding **annual** public hearing on audit report
 - Issue **annual** COC report on audit results

Measure W COC Work Plan

- When COC meetings are needed to conduct its business
- Fiscal Year 2020 Audit and COC Report
 - Work Plan
 - Schedule

When Meetings Are Required

- Q1 (July-Sept.): Swear in new members, elect officers for year, review auditor's work plan
- Q2 (Oct.-Dec.): Auditor does its work (Meeting only if requested by chair/staff)
- Q3 (Jan.-Mar.): Receive auditor's report, hold public hearing and provide direction on report to be drafted on behalf of the COC
- Q4 (Apr.-June): Receive draft COC report, make revisions and issue final COC report

FY 2020 Audit Work Plan

- Financial Statement Review
 - Confirmation of receipts
 - Audit of disbursements
 - Review of appropriate segregation of funding
- Audit of Measure Compliance
 - Compliance with laws and regulations in accordance with Government Auditing Standards
 - Audit of expenditures to ensure compliance with Measure
 - Sampling
 - Review purpose of expenditures
 - Review of internal controls
- Reporting

FY 2020 Schedule of Work

- Review of FY 2020 Audit Work Plan (April 19)
- FY 2020 Audit conducted, Audit Report produced (April - June)
- FY 2020 Audit Report reviewed with COC, Public Hearing (July)
- COC Report on FY 2020 Audit developed – draft (July - September)
- COC consideration/approval of COC Report on FY 2020 Audit (September)

Bylaws: Decisions Made on 3/15/21

- Officers
 - Chair and Vice Chair, 1-year terms, no term limits
 - District staff to serve as Clerk
- Meetings
 - Meet quarterly
 - Include member comments/communications
 - Recognize Brown Act, plus teleconferencing and additional notice
 - Quorum: 9 members (60%), adjust down to 7 if vacancies on committee

Bylaws: Remaining Open Issues

- Voting thresholds
 - Staff recommendations:
 - Majority of quorum for all decisions except approval of COC report
 - 9 votes required for approval of annual COC report, amendment of Bylaws
- Parliamentary Authority
 - Staff recommendation: Rosenberg's Rules

Post-Meeting Review of Brown Act for Sub-set of Committee

The Brown Act (in brief)

- Meetings in open and accessible public location
- Notice (often the Agenda) 72 hours prior to meeting for regular meetings; 24 hours for special meetings
- Publication of Agenda
 - Describe each possible discussion/action with enough information for the public to know “Should I attend this meeting if I care about issue X?”
 - Opportunities for public comment on each item *and* items not on agenda
 - Specific citations for limited Closed Sessions (likely not applicable to Measure W COC)
- Availability of supporting documents



What's a "Meeting"?

- Majority of the members of a legislative body
- Hear, discuss, deliberate, or take action
- Any item within the subject matter jurisdiction of the legislative body
- Same time and location

Serial Communications:

Quorum Prohibited outside of noticed meetings

§ 54952.2 (b) (1) A majority of the members of a legislative body *shall not*, outside a meeting authorized by this chapter, use a series of communications *of any kind*, directly or through intermediaries, to discuss, deliberate, or take action on any item of business that is within the subject matter jurisdiction of the legislative body.



Daisy chain

- A told B, B told C...



Hub and spoke

- H told A, B, and C...

What's *Not* a “Meeting”?

- Contact between Member and a Non-Member (as long as not serial communication)
- Conference open to public
 - But no caucusing or discussion among members about business within the body's subject matter jurisdiction
- Noticed public meeting of another committee or board
- Social media posts
 - But Member may not post a “direct response” to another Member's post on an issue within jurisdiction of their local legislative body
 - Brown Act amendment signed Sept. 2020

Teleconference Requirements

- Teleconferencing can be used for all purposes during any meeting subject to certain rules
- Rules are significantly relaxed during Covid
 - Has led to more accessibility for public
 - Will likely lead to legislative change this year
- At this time, assume teleconference and video participation is permitted for all attendees
- Legal Counsel or District staff will alert you if new or renewed requirements / limitations in advance of next meeting

SAN MATEO COUNTY TRANSIT DISTRICT MEASURE W

CITIZENS' OVERSIGHT COMMITTEE

BYLAWS

ARTICLE I – ROLE

1.1 On November 6, 2018, the voters of San Mateo County ("County") approved a half-cent transactions and use tax for 30 years with the tax revenues to be used to fund investment for transportation and public transit in accordance with the San Mateo County Congestion Relief Plan (Measure W). As specified in Measure W, administration of the Congestion Relief Plan is subject to review by this fifteen-member independent citizens' oversight committee ("Committee") to ensure tax proceeds are invested as provided in the Congestion Relief Plan.

1.2 As prescribed in Measure W, the San Mateo County Transit District ("District") will have an annual audit conducted by an independent auditor. Annually, the Committee will receive the audit findings report, hold a public hearing and issue a report to provide County residents with information regarding how the tax proceeds are being spent ("Annual Report").

ARTICLE II – MEMBERSHIP AND TERMS

2.1 Measure W established that the Committee has 15 members, with specific membership representation requirements, and three-year staggered terms established by the District's Board of Directors ("Board").

2.2 Pursuant to the Measure W Citizens' Oversight Committee Appointment Process adopted by the Board pursuant to Resolution 2020-2, the Board's Community Relations Committee recommends candidates for ratification by the full Board.

2.3 Committee Member attendance is required at all meetings as full attendance is of prime importance to fulfilling the role of the Committee. Should a member be unable to attend a meeting, they should notify the Committee Clerk before the meeting.

ARTICLE III – OFFICERS

3.1 The officers of the Committee will be the Chairperson, Vice-Chairperson, and Committee Clerk. Their duties shall be as follows:

3.1.1 Chairperson: Presides over Committee meetings, works with the Clerk to schedule meetings and develop meeting agendas; is responsible for issuing the Annual Report, as approved by the Committee; is available to present the Annual Report to the Board; and may create and appoint members to ad hoc advisory committees of the Committee as provided in the Ralph M. Brown Act.

3.1.2 Vice-Chairperson: Conducts the Chairperson's duties in his/her absence.

3.1.3 Committee Clerk: The Clerk is a District staff member appointed by the District's General Manager/CEO. The Clerk to the Committee prepares agenda in consultation with the Chairperson, and posts meeting and public hearing notices. In addition, the Clerk

attends the meetings of the Committee, prepares meeting minutes for the Committee, assists in the preparation of the Annual Report, and accepts communications to the Committee.

3.2 The Chairperson and Vice-Chairperson serve one-year terms based on a fiscal year annual audit and report cycle. In the event of a vacancy in the office of Chairperson or Vice-Chairperson, the vacancy will be filled by an election at the first Committee meeting after the occurrence of the vacancy to select a member to serve out the remainder of the officer's term.

ARTICLE IV – MEETINGS

4.1 The Committee generally will hold regular meetings quarterly, to coincide with the annual audit and Committee report cycle.

4.2 Committee meetings are normally held at the District's headquarters and are open to the public. Meetings of the Committee will be held in compliance with the Ralph M. Brown Act (Government Code Section 54950, *et seq.*). Tele-conferencing and remote/video participation will be available when and as provided under application State or local law, regulation or order.

4.3 The conduct of the Committee's meetings will be informed by **Rosenberg's Rules of Order** but the Commission will not be obligated to strictly comply with **Rosenberg's Rules of Order**.

4.4 Nine members constitute a quorum of the Committee authorized to transact business duly presented at a meeting of the Committee. When two or three Committee positions are vacant (leaving 12 or 13 members), the quorum requirement is reduced to eight members. When four or more Committee positions are vacant (leaving 11 or fewer members), the quorum is reduced to seven members.

4.5 Each member of the Committee will have one vote. Members must be present to vote. **Adoption of the annual Committee report and amendment of these Bylaws requires nine votes to pass. All other action items must have a simple majority vote of the quorum of the Committee to pass.**

4.6 The Committee Clerk will endeavor to send the proposed agenda to the Chairperson for approval 48 hours prior to the final agenda being posted. The Committee Clerk will endeavor to provide the complete agenda packet, including a complete correspondence file compiled up to the date of distribution, to each Committee member and post the same to the District's website at least one week prior to the meeting date.

4.7 When documents are distributed to the Committee after posting of the agenda meeting, including during a Committee meeting, the Committee Clerk will endeavor to post such documents to the District's website on the same business day that the materials are provided to the Committee.

4.8 Each member of the public speaking before the Committee shall be limited to **three** minutes, unless the Chairperson, at his or her discretion, permits additional time. Any person addressing the Committee may submit written statements, petitions, or other documents to complement his or her presentation.

4.9 The order of business for Committee meetings generally will be as follows:

- a) CALL TO ORDER/PLEDGE OF ALLEGIANCE
- b) ROLL CALL
- c) ELECTION OF OFFICERS – *When appropriate and at least once each year*
- d) APPROVAL OF MEETING MINUTES
- e) DISCUSS WORK PLAN FOR ANNUAL AUDIT OF MEASURE W TAX REVENUES AND EXPENDITURES IN ACCORDANCE WITH CONGESTION RELIEF PLAN – *When appropriate and at least once each year*

OR

PUBLIC HEARING ON ANNUAL AUDIT OF MEASURE W TAX REVENUES AND EXPENDITURES IN ACCORDANCE WITH CONGESTION RELIEF PLAN – *When appropriate and at least once each year*

- 1. Independent Auditor's Presentation
- 2. Committee Questions
- 3. Public Comment
- 4. Close Public Hearing
- 5. Committee Comments
- 6. Committee Discussion on Drafting of Committee Report

OR

CONSIDERATION AND APPROVAL OF ANNUAL COMMITTEE REPORT ON USE OF MEASURE W TAX REVENUES AND EXPENDITURES – *When appropriate and at least once each year*

- g) OTHER BUSINESS
- h) PUBLIC COMMENTS – At this time, persons in the audience may speak on any matter within the jurisdiction of the Committee. The Brown Act (the State local agency open meeting law) prohibits the Committee from acting on any matter that is not on the agenda. The Chair may limit speakers to **three** minutes each.
- i) COMMITTEE MEMBER COMMENTS / COMMUNICATIONS REGARDING TRANSPORTATION MATTERS
- j) ADJOURNMENT

Draft

**SAN MATEO COUNTY TRANSIT DISTRICT
1250 SAN CARLOS AVENUE, SAN CARLOS, CALIFORNIA**

**MINUTES OF MEASURE W CITIZENS OVERSIGHT COMMITTEE (COC) MEETING
MARCH 15, 2021**

MEMBERS PRESENT (Via Teleconference): M. Adler, L. Bennett, A. Brandt, E. Gonzalez, R. Hedges, S. Lang, A. Levin, L. Normandy, M. Robinson, J. Lind Rupp, E. Mizzi, M. Rendon, R. Foust, J. Londer, A. Madrid

MEMBERS ABSENT: None

STAFF PRESENT: A. Linehan, C. Mao, A. Chan, D. Hansel, J. Cassman, S. van Hoften, G. Martinez, R. Rios, P. Skinner, P. Ledezma, J. Brook, M. Johnston

1. CALL TO ORDER/PLEDGE OF ALLEGIANCE

Amy Linehan, Public Affairs Specialist, called the meeting to order at 10:33 am and led the Pledge of Allegiance.

2. ROLL CALL

Ms. Linehan called the roll. A quorum was present.

3. PUBLIC COMMENT FOR ITEMS NOT ON THE AGENDA

There were no comments.

4. WELCOME AND INTRODUCTIONS

Carter Mau, Deputy General Manager/CEO, welcomed the Citizens Oversight Committee ("COC") members and outlined the purpose of the COC.

5. RULES & PROCEDURES

Joan Cassman, Legal Counsel, introduced herself and her partner from Hanson Bridgett LLP, Shayna van Hoften. Ms. Cassman advised that the first objective of the meeting is for the Committee to review typical rules and procedures contained in bylaws and provide direction on the desired rules and procedures for bylaws to govern this Committee. With this direction, staff will finalize a set of bylaws to bring back to the Committee for adoption at the next meeting. The staff intends to provide all Committee members with a Handbook that will contain a roster of committee members, a copy of the Measure W Sales Tax Ordinance and the adopted Bylaws. A second objective of the meeting is to offer Committee members an overview of the Brown Act as Measure W requires all Committee meetings to be conducted in accordance with this Act.

Ms. Cassman suggested that a Chair be selected for this meeting only until the bylaws and a more formal process are in place.

Julie Lind Rupp nominated Rosanne Foust as Chair for the meeting, seconded by Malcolm Robinson.

Ms. Foust asked if a Vice Chair could be nominated and suggested Julie Lind Rupp. Rich Hedges moved to nominate Julie Lind Rupp as Vice Chair, Mr. Robinson seconded.

Rich Hedges moved to combine the Chair and Vice Chair votes; Ethan Mizzi seconded.

The members voted to approve Rosanne Foust as Chair and Julie Lind Rupp as Vice Chair for this meeting only:

Motion/Second: Lind Rupp/Robinson

Ayes: Adler, Bennett, Brandt, Foust, Gonzalez, Hedges, Lang, Levin, Lind Rupp, Mizzi, Normandy, Rendon, Robinson

Noes: None

Absent: Londer, Madrid

Ms. Cassman presented the context of the Citizens Oversight Committee as set forth in Measure W. Specifically, Measure W defines the scope and the role of the COC as receiving and reviewing the annual audit on the expenditure of Measure W tax proceeds during the prior fiscal year, holding a public hearing, and issuing a report to provide information to residents as to how the tax proceeds were expended. She also suggested that the Committee should agree upon the rules to govern the conduct of Committee meetings as between using the more streamlined Rosenberg's Rules of Order or the traditional and lengthy Robert's Rules of Order.

6. PROPOSED BYLAWS: REVIEW AND ADOPTION

Ms. Cassman shared proposed bylaws for the Committee's consideration. She explained the first two Articles and asked the Committee to clarify how it wished to address Officers under Article III:

Article I: Role – recognizes Measure W definition of role and responsibility

Article II: Membership & Terms – recognizes Measure W and Board of Directors Resolution 2020-2

Article III: Officers

-Traditional approach – Chair and Vice Chair?

-Term of office?

-Clerk or Secretary?

Mr. Hedges moved to limit the Chair and Vice Chair to one-year terms; Mr. Londer seconded.

Motion/Second: Hedges/Londer

Ayes: Adler, Bennett, Brandt, Foust, Gonzalez, Hedges, Lang, Levin, Lind Rupp, Londer, Mizzi, Normandy, Rendon, Robinson

Noes: None

Absent: Madrid

Mr. Hedges moved to have no term limits for Chair and Vice Chair; Mr. Londer seconded.

Motion/Second: Hedges/Londer

Ayes: Adler, Bennett, Brandt, Foust, Gonzalez, Hedges, Lang, Lind Rupp, Londer, Mizzi, Normandy, Rendon, Robinson

Noes: None

Absent: Levin

Ms. Lind Rupp moved to have a District staff member act as Committee Clerk; seconded by Ethan Mizzi.

Motion/Second: Lind Rupp/Mizzi

Ayes: Adler, Bennett, Brandt, Foust, Gonzalez, Hedges, Lang, Lind Rupp, Londer, Madrid, Mizzi, Normandy, Rendon, Robinson

Noes: None

Absent: Levin

Mr. Hedges moved to include on each agenda towards the end of the meeting an opportunity for committee member comments; Mr. Robinson seconded.

Motion/Second: Hedges/Robinson

Ayes: Adler, Bennett, Brandt, Foust, Gonzalez, Hedges, Lang, Lind Rupp, Londer, Madrid, Mizzi, Normandy, Rendon, Robinson

Noes: None

Absent: Levin

The Committee discussed meeting frequency. Derek Hansel, Chief Financial Officer, shared that the audit scope covering Fiscal Year 2020 should be ready in late spring/early summer 2021. He added that going forward, the District's financial auditor will be preparing the audit report contemporaneously with the District's annual financial audit, which is prepared in the fall. He said that the report would be available to the Committee by each January.

Mr. Hedges moved that meetings be held at least quarterly, with early notice for all meetings; Mr. Robinson seconded.

Motion/Second: Hedges/Robinson

Ayes: Adler, Bennett, Brandt, Foust, Gonzalez, Hedges, Lang, Lind Rupp, Londer, Mizzi, Normandy, Rendon, Robinson

Noes: None

Absent: Levin, Madrid

Ms. Lind Rupp moved that the Brown Act be recognized for Committee meetings; Mr. Hedges seconded.

Motion/Second: Lind Rupp/Hedges

Ayes: Adler, Bennett, Brandt, Foust, Gonzalez, Hedges, Lang, Lind Rupp, Londer, Mizzi, Normandy, Rendon, Robinson

Noes: None

Absent: Levin, Madrid

Sandra Lang moved that a quorum will be nine with full Committee membership, allowing for lowering the number if there are vacancies on the Committee but never fewer than seven members; Mr. Hedges seconded.

Motion/Second: Lang/Hedges

Ayes: Adler, Bennett, Brandt, Foust, Gonzalez, Hedges, Lang, Lind Rupp, Londer, Madrid, Mizzi, Normandy, Rendon, Robinson

Noes: None

Absent: Levin

Mr. Hedges moved that this Committee adopt the rule of the TA CAC (San Mateo County Transportation Authority Citizens Advisory Committee), where a majority of those attending when there is a quorum will pass a measure on the floor for an action; Mr. Robinson seconded. The motion was rescinded to be revisited at the next meeting.

7. BROWN ACT REVIEW

Ms. Cassman and Ms. van Hoften noted that their Brown Act PowerPoint presentation will be provided to the Committee members for review and further discussion at a future COC meeting.

8. FY 2020 (JULY 1, 2019-JUNE 30, 2020) MEASURE W AUDIT SCOPE

Mr. Hansel said that he would discuss the Measure W audit scope at the next meeting.

9. NEXT STEPS/MEETING SCHEDULE

The Committee determined the following items would be on the agenda of the next meeting:

1. Number of votes required for various actions to carry
2. Choice of Robert's or Rosenberg's Rules of Order
3. Rule for public comment – length of time allotted per commenter

Chair Foust announced that the next meeting will be held via Zoom teleconference, tentatively on April 12, 2021, 10:00 am. (Subsequently, the meeting was moved to Monday, April 19, 2021, 10:00 am due to availability.)

10. DISCUSSION

There was no further discussion.

11. ADJOURN

The meeting adjourned at 12:23 pm.