

**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.