



**BOARD OF DIRECTORS
MEETING AGENDA
October 20, 2021 – 1:30 PM**

**IN ACCORDANCE WITH GOVERNOR’S EXECUTIVE ORDERS N-25-20 AND N-29-20
THE SMART BOARD OF DIRECTORS MEETING WILL BE HELD VIRTUALLY**

MEMBERS OF THE PUBLIC MAY NOT ATTEND THIS MEETING IN PERSON

ZOOM TELECONFERENCE INSTRUCTIONS

PUBLIC COMMENT PRIOR TO MEETING:

If you wish to make a comment you are strongly encouraged to please submit your comment by 5:00 p.m. on Tuesday, October 19, 2021 at <https://www.surveymonkey.com/r/SMARTBoardComments>

PUBLIC COMMENT DURING THE MEETING:

The SMART Board Chair will open the floor for public comment during the Public Comment period on the agenda. Please check and test your computer settings so that your audio speaker and microphones are functioning. Speakers are asked to limit their comments to two (2) minutes. The amount of time allocated for comments during the meeting may vary at the Chairperson’s discretion depending on the number of speakers and length of the agenda.

1. Call to Order
2. Approval of the October 6, 2021 Board Meeting Minutes
3. Board Member Announcements
4. General Manager’s Report
5. Public Comment on Non-Agenda Items
6. Consent Calendar
 - a. Accept Monthly Ridership Report – September 2021
 - b. Approve budget changes related to the carryforward of funds in the amount of \$10,957,546 from Fiscal Year 2021 to Fiscal Year 2022

Regular Calendar

7. Approve Appointment of General Manager and Approval of Employment Contract
8. Closed Session - Conference with Labor Negotiator Farhad Mansourian, General Manager pursuant to Government Code Section 54957.6
Agency Designated Representative: General Manager
Employee: Unrepresented Employees
9. Report out Closed Session
10. Next Regular Meeting of the Board of Directors, November 3 , 2021 – 1:30 PM
11. Adjournment

DISABLED ACCOMODATIONS:

Upon request, SMART will provide for written agenda materials in appropriate alternative formats, or disability-related modification or accommodation, 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, service or alternative format requested at least two (2) days before the meeting. Requests should be emailed to Leticia Rosas-Mendoza, Clerk of the Board at lrosas-mendoza@sonomamarintrain.org or submitted by phone at (707) 794-3072. Requests made by mail SMART's, 5401 Old Redwood Highway, Suite 200, Petaluma, CA 94954 must be received at least two days before the meeting. Requests will be granted whenever possible and resolved in favor of accessibility.



**BOARD OF DIRECTORS
REGULAR MEETING MINUTES
October 6, 2021 - 1:30 PM**

**IN ACCORDANCE WITH GOVERNOR’S EXECUTIVE ORDERS N-25-20 AND N-29-20
THE SMART BOARD OF DIRECTORS MEETING WILL BE HELD VIRTUALLY
MEMBERS OF THE PUBLIC MAY NOT ATTEND THIS MEETING IN PERSON**

1. Call to Order

Chair Rabbitt called the meeting to order at 1:32pm. Directors Bagby, Colin, Fudge, Garbarino, Gorin, Hillmer, Lucan, Pahre and Roger were present; Directors Arnold and Connolly joined later.

2. Approval of the September 10, 2021, Special Board Meeting Minutes

MOTION: Director Bagby moved approval of September 10, 2021; Special Board Meeting Minutes as presented. Director Gorin second. The motion carried 10-0 (Directors Arnold and Connolly joined later).

3. Approval of the September 15 2021, Board Meeting Minutes

MOTION: Director Bagby moved approval of September 15, 2021; Board Meeting Minutes as presented. Director Gorin second. The motion carried 10-0 (Directors Arnold and Connolly joined later)

Director Connolly joined at 1:35pm

4. Board Members Announcements

None

5. General Manager’s Report

General Manager Mansourian stated that since the start of passenger service in August 2017, SMART has carried 2,083,000 passengers, 224,000 bicycles, and over 8,000 wheelchairs.

He introduced Principal Planner, Emily Betts, provided the latest coordination that has been done for the Larkspur Ferry and SMART train schedules. Highlights included:

Larkspur Ferry Connection

- The walk from the Larkspur SMART Station to the Ferry Terminal is approximately ½ mile
- This distance takes 8 – 30 minutes **depending on mobility**
- 15-30 minute transfer time at Larkspur is needed to accommodate all mobility levels

Service Levels Affect Connections

- Pre-pandemic, both SMART and Golden Gate ferry offered more frequent weekday service: 30-minute headway reduces the risk of missed connections.
- Pandemic-related service reductions and operating constraints with both ferry & rail have made connection times difficult to guarantee.
- Golden Gate added two new ferry round-trips from Larkspur to San Francisco and adjusted the time on an existing morning trip, beginning Monday, September 20th.

Southbound AM Ferry Connection Times

- *Previous* morning weekday southbound service offered **2 good connections** (14-35 minutes) and 2 longer connections.
- *NEW* morning weekday southbound service offers **4 good connections** (14-35 minutes) and 1 longer connection.

Northbound AM Ferry Connection Times:

- Previous morning northbound southbound service offered **1 good connection** (30 minutes) and 1 longer connection.
- NEW morning weekday northbound service offers **2 good connections** (25-34 minutes) and 2 longer connections.

PM and Weekend Ferry Connection Times:

- PM ferry times are **unchanged** and offer:
 - **1** good southbound connection (39 minutes) and 2 longer connections (1 hr)
 - **3** good northbound connections (26-32 min) and 1 longer connection (54 min)
- Weekend ferry times are **unchanged** and offer:
 - 3 good southbound connections (26-39 minutes) and 1 longer connection (2 hrs)
 - 2 good northbound connections (19-24 minutes) and 1 longer connection (1 hr)
- Despite service reductions, staff continue to coordinate on schedule adjustments to best serve our passengers.

Director Arnold joined at 1:38pm

Comments

Chair Rabbitt thanked staff, he knows that a part of the issue is having timely connections during a pandemic, the Golden Gate Ferry ridership dropped about 2% of pre-pandemic. He

is grateful to staff for working with the Bridge District to get us back to a place where those connections are better for our customers.

Director Connolly stated that he appreciates the update. One issue that has been discussed before the pandemic was the amount of distance that people must travel between the station and the ferry. He asked if staff has received any data or feedback on how big of an issue did that end up being and do we anticipate it continuing to be an issue as we try to get folks back onto the train and the ferry? Ms. Betts responded that if people are aware of the transfer time then they're able to plan, however she thinks it takes some planning by passengers. Last week she saw people walking, people biking, people on mobility devices all using the pathway that was built to connect the SMART station to the Larkspur Ferry. Director Connolly asked if staff had any specific plans in facilitating the travel distance between the station and the ferry in any way or current thinking. General Manager Mansourian responded that staff had a meeting last year with Golden Gate Bridge, Transportation Authority of Marin and Marin Transit and discussed having a shuttle program maybe even getting some funding as a pilot program with Metropolitan Transportation Commission (MTC). This is a challenge for people with mobility issues, and if you don't have mobility issues but you have kids and suitcases and you must walk a long range. He believes that we need to do something, and anytime we come up with a shuttle program, we also need to consider a wheelchair accessible program. This needs to be looked at since it's a major connecting point between two regional modes. Director Connolly thinks we have heard the issue and should consider looking at possible solutions.

Director Fudge stated that while waiting between train and ferry schedules, she walked up to Country Mart for a cup of coffee and discovered there was an over crossing over St Francis and made it seem a lot less walking. She suggested adding to the website that there are three ways to get to the ferry building .

Director Hillmer asked if the ferry connector is capable of handling golf carts to get people over the connector. General Manager Mansourian responded that staff investigated, and it needs to be ADA compliant; anytime SMART provides a connection with a shuttle it needs to be wheelchair accessible ADA approved. Staff also reached out to Marin Transit and their provider, Whistlestop, to see if that can be done and be funded as a pilot program with MTC. He thinks it's something we need to continue to research for bicyclists and People. Some people like to have a brisk walk and some people might not have time or have kids and bags which makes it difficult.

Chair Rabbitt thanked staff for doing this work and said that there is a distance between the train in the ferry. He thinks that distance is probably not further than some airport connections that we've all made but you may not be expecting that at the time, and that's part of the rub. We have discussed this before and staff continues to monitor and listen to our customers to make sure that people are aware of that time involved with getting from one spot to the other.

Director Arnold stated that some years ago, a few people wore high heels and walked to the ferry terminal to test the time.

6. Public Comment on Non-Agenda Items

Steve Birdlebough stated that this is a very important connection, and he hopes to get some other connection which can shorten the time to get to the ferry terminal. He thanked General Manager Mansourian and Chief Engineer Gamlen for the presentation on September 24th regarding the Highway 37 options for use of rail between Suisun and the Novato Hamilton Station. He would like to see more attention to that issue pressing on because he thinks the whole process for the Highway 37 effort is underplayed the benefits that SMART can provide.

Eris Weaver stated that she appreciates Ms. Betts presentation on ways to connect the two different travel modes, because the easier it is for people to connect and use multiple things at one time then the more likely they are to do it rather than driving. She heard from cyclists that have gotten stranded trying to use the ferry because Golden Gate Transit does not allow electric bicycles, she is assuming that that also would apply to electric scooters. When she gets on the train in the morning with her electric bike there are lots of other electric bikes and scooters and other things that people are using so that adds another challenge. People say they got stranded because they took their bike to one place, and then are not allowed to take it on the bus and trying to figure out how they are going to get on the ferry. The extension of the City of Santa Rosa permit build the Jennings Avenue Crossing is on the consent calendar at the California Public Utilities Commission (CPUC) meeting tomorrow and she is looking forward to the project moving forward. She is looking forward to the bicycle ride that some of us are doing in a couple of weeks that was coordinated by Warren Wells to see what the path looks like at the southern half of them district.

Doug Kerr stated that Rail Passenger Association advocates for connectivity, which is a topic we have been discussing today. We like to see multiple transit systems be able to connect so that somebody can get from point A to Point B over multiple systems, this is often challenging, difficult, sometimes even impossible. Earlier in the pandemic when the Sonoma County Airport Express bus wasn't running, he was researching how to get from Healdsburg to San Francisco Airport, which is possible if you take two different routes on the Sonoma County Transit buses with the transfer to SMART, to Larkspur Ferry and BART. The problem is how do you build an itinerary with four separate transit systems. He said that you need to have all 4 browsers tabs open for each agency and research the routes. He concluded that the public would not have the patients for this, they would simply get in their car and drive to the airport which counters the transit goals of taking vehicles off the highway; with that loss of potential ridership on all four transit systems, just because it's too difficult to figure out how to get from one to the other. There are projects in place working this issue, the Seamless Bay Area and State of California Caltrans who are working on a California Integrated Travel Project, these are looking at the problem as a whole and it's very difficult, very complex and it's going to take quite a while to resolve because there are so many different agencies. His philosophy is that 1000 mile journey always begins with the first step in, there are two logical first steps that SMART can take care; 1) on the SMART timetables show both the Larkspur and San Francisco departure and arrival times for the ferry; and 2) illustrate on the schedule how one would get to/from the Sonoma County Airport Station to the Sonoma County Airport. Connectivity is an important way to reduce car usage; it's also helpful in building ridership

back to pre-pandemic levels and he encouraged SMART to include more connection information with their schedules.

Rick Luttmann agreed with Steve Birdlebough's comments regarding Highway 37. He said that SMART owns the tracks from Novato to the Napa River. It would be quite relatively inexpensive to get some service started between Novato, Schellville and the Napa River and add a couple of stations, maybe at Schellville, Sears Point and the Napa River and coordinate with the transit services in the Napa and Sonoma Valley. SMART does not have the money to do this, but it's not SMART's problem anyway so maybe the people whose problem it is including MTC and Caltrans would be interested in funding it, and would be a great relief in traffic on Highway 37 in the morning and evening. He hopes that SMART tax renewal is on top of the new General Manager's list and announces when the tax renewal is going back to the voters. He is assuming it is going back to the voters in 2024, which is not a very long time considering that SMART has a lot of work to build support and regaining the support of Chambers of Commerce and City Council's. He hopes that by the end of this year we see some movement in advertising for support.

Matthew Hartzel respectfully requested that two permanently agenda items be added to future SMART Board of Directors meetings; 1) One is a monthly progress report on the status of the environmental clearances, engineering, and design of all remaining unbuilt pathway segments as listed in the April 2021 SMART's Capital Improvement Plan; 2) A monthly progress report by the consultants Zoon Engineering on the status of the feasibility study of the multi-use pathway from the top of Puerto Suello Hill to North San Pedro Road. He said that the format of the monthly finance reports presented in the monthly SMART Board of Directors meeting packet appears to have recently undergone some changes. In the past, the monthly finance reports included sections between expenditures and capital project report called assessment report the investment report included line items dollar figures for items, including Sonoma County Treasury pool and Bank of Marin. However, the investment report and all associated line item details appears to have been omitted from the October 6, 2021, SMART Board of Directors packet. He asked if this is an oversight or with this information moved to another section of the meeting packet. If these details have been purposefully removed from reporting and the reasons for this change. He asked if staff could assist in identifying the current investment of reporting information that was previously transparently communicated to the public in the packet.

Dani Sheehan, she asked how the public is being informed that weekend services are open and the new scheduling and what kind of efforts or budget you're dedicating to that and who you're talking to.

Chair Rabbitt acknowledge public comments received with the additional comment that was received from Mike Samuel's this morning.

General Manager Mansourian responded that SMART spend a lot of money on marketing when we started the weekend service and the fact that Ms. Sheehan, whom is one of our big supporters has not seen it shows that we haven't done a good enough job. We will continue to do that, and if anybody has any ideas, we appreciate hearing from you.

Chief Financial Officer Heather McKillop responded to the questions regarding the Monthly Financial Report. The monthly financial report was changed as mentioned at the last Board meeting that for the new fiscal year to include not only numbers but visual charts and more detailed information in areas. Several questions were received that she addressed: 1) why July and August combined; we mentioned last month that the information was going to be presented today. The information is always cumulative for whatever the previous months were in the fiscal year, and so we have combined that information, that is presented in the new report that you have in front of you; 2) why was freight not included? it was because a new fund account needed to be set up to keep the freight expenditures and revenue separate from all passenger rail. The financial information will be provided in the first November meeting; and 3) why was investment information removed?; the reason was because we had not been complying with the approved fiscal year 2022 requirement. It is a very detailed requirement that annually, we present certain information in a certain format. Most of the money is invested with Sonoma County. Ms. McKillop has been working with them, and they are able to provide that information on an annual basis. In addition, we would like to show the monthly information differently, it is misleading if we don't show how much of that money is already committed to moving forward with either purchase orders or contracts or other things that we have already committed to do as part of the annual budget. We will provide an updated fiscal year 2021 total year in review compliant with your Investment Policy. We included and expanded the list of projects in the Monthly Financial Report that are listed in the Capital Plan for fiscal year 2022 and will continue to do that in the future.

Chair Rabbitt stated that the other comment that we heard was trip planning information especially at the Larkspur station and incorporating the ferry, that is always difficult because you're relying on another entity's schedule matching SMART. We will continue to always monitor look at that and see if we can improve.

7. Consent
 - a. Approval of Monthly Financial Reports
 - b. Authorize the General Manager to modify the existing 401(a) Money Purchase Plan to allow for SMART to contribute up to the maximum allowable IRS limit

Chair Rabbitt asked for Board and public comments on the proposed Consent Agenda.

MOTION: Director Rogers moved approval of the Consent Agenda as presented. Director Garbarino second. The motion carried 12-0

8. Approve a Resolution Authorizing the General Manager to Execute Contract No. EV-BB-21-001 with Hanford Applied Restoration and Conservation for Implementation and Monitoring of the San Rafael Creek Riparian Enhancement Project for an amount of \$234,800

Chief Engineer, Bill Gamlen stated that the item before the Board today is to approve Resolution No. 2021-25 for Contract No. EV-BB-21-001 with Hanford Applied Restoration and Conservation for the San Rafael Creek Riparian Enhancement Project for an amount of \$234,800. The contract will restore riparian habitat along San Rafael Creek and the purpose is to mitigate for creek impacts for the Larkspur Extension Project when we built a couple

bridges associated with that extension. The mitigation work is a condition of the California Department of Fish and Wildlife permit, and part of that work is we did a lot of creek clean up in that area removed old timber, trash, and shopping carts from the creek. The Larkspur Extension project was completed in 2019 and when the agreed upon plantings it was discovered that an area had worn paths with a lot of transient activity, and we were concerned we wouldn't be able to meet the establishment criteria that was in our permit. Staff worked closely with the City of San Rafael and the California Department Fish and Wildlife to modify our planting plans and permits. We were able to do some additional mitigation along San Rafael Creek where the city is doing mitigation for the Pathway project so that actually tied together nicely.

SMART issued a competitive bid on August 13, 2021, a pre-bid site visit was conducted with five perspective bidders on August 24, 2021. The bidding closed on September 10, 2021, and SMART received one bid from Hanford Applied Restoration and Conservation in the amount of \$234,800, 800 that work includes the planting, maintenance and monitoring for five years, which is our establishment period as required by California Department of Fish and Wildlife.

Staff reviewed the bid and found that Hanford Applied Restoration and Conservation was a responsible contractor, in fact, we have an ongoing project with them now.

Comments

Director Colin thanked staff and said that the city is very delighted with the work. This has been an area of concern for the Community and bringing the whole riparian up to what it should has been great.

MOTION: Director Hillmer moved to Approve a Resolution Authorizing the General Manager to Execute Contract No. EV-BB-21-001 with Hanford Applied Restoration and Conservation for Implementation and Monitoring of the San Rafael Creek Riparian Enhancement Project for an amount of \$234,800 as presented. Director Gorin second. The motion carried 12-0.

9. Authorize the General Manager to Award a Contract to BBM Railway Equipment, LLC to Manufacture and Furnish a Railroad Wheel Press Machine in the amount of \$1,041,500

Procurement Manager, Ken Hendricks, stated that the purchase of the railroad wheel press is for the Rail Operation Center. The machine mounts and demounts wheels, gearboxes, bearings, and brake discs onto axles. Every time these components require replacement pressing services are required. We currently have 144 wheels, 144 bearings, 36 gearboxes and 288 brake discs currently in service on our trains at any given time.

For the past three years, SMART has contracted the press and services out to a third party contractor based in Southern California. Contracting the services is very expensive which it involves significant time in terms of removing the wheel sets from the rail cars, preparing shipments of these wheel sets, shipping the wheel sets to Southern California, and having the service performed and shipping the completed wheels sets back to SMART. On average this takes approximately four to six weeks and during COVID many contractors have seen delays, we experienced longer lead times in this service around 8 to 10 weeks. For as long as SMART

operates and maintains rail cars, wheel pressing services will be required. Several years ago, SMART identified purchasing a wheel press machine to be more operationally efficient being able to perform the service in-house would allow for a 48 hour turnaround to do the same services and allow the Vehicle Maintenance team to further tighten up vehicle maintenance schedules, to ensure our 18 rail cars are available for passenger services and provides the opportunity to better control maintenance costs.

This project is funded by Senate Bill 1 grant, a local partnership program formula funds. These funds have been approved by the California Transportation Commission for SMART to purchase and installation of a wheel press machine. This is the same program and process that funded the purchase and installation of the wheel truing machine that Board approved in September 19, 2018. The local partnership program requires dollar for dollar match for the State funds from local voter approved funds. Your board approved fiscal year 2021-22 budget and includes this expenditure.

A request for proposal was issued and SMART received two proposals from the following vendors: 1) BBM Railway Equipment, LLC and 2) MAE-Eitel, Inc. The evaluation committee reviewed the proposals using the criteria listed in the Request for Proposal. The criteria included: equipment capabilities, demonstrated history of providing similar equipment to similar entities as SMART, and proposed project completion schedule and lifecycle costs.

Following the technical review of each proposal, the evaluation committee presented the opportunity for each of the firm's to submit a best and final offer to further negotiate the price. The evaluation committee determined the proposal submitted by the BBM Railway Equipment was the most advantageous to the District. Although their proposal was approximately 184,000 higher than MAE-Eitel proposal BBM Railway Equipment wheel press machine is manufactured within the United States, they have this exact model and similar models in operation at several public transportation agencies within the United States. They have the resources within the United States to support SMART's ongoing equipment maintenance and troubleshooting needs and SMART received very positive feedback on the equipment from a variety of references.

MAE-Eitel submitted a proposal that contained a capable machine, there were a few factors, their machine and replacement parts are manufactured in Germany, they do not have any wheel press machines in operation within the US, SMART would be the first. Their ongoing maintenance and troubleshooting resources are based in Germany as well.

SMART has significant experience working with the international manufacturers and understands how challenging navigating the different time-zones, parts availability, long shipping lead times, and factory shut-down schedules can be. This experience stems from dealing with the specialized braking systems, transmissions and gears, roof top cooling units, and other subsystems on board SMART railcars.

SMART's Vehicle Maintenance team will be relying on the training and ongoing support from the wheel press manufacturer when operating this machine and getting trained. This machine is expected to have a useful life of 30 years and based on our current costs associated with

contracting out the pressing services, combined with the expected increase in frequency of schedule when we bring back full operating schedule. We expect a return on investment in under six years.

Staff recommends approving the General Manager to Award a Contract to BBM Railway Equipment to manufacture and furnish a railroad wheel press machine and the amount of \$1,041,500 and approve the use of the competitive negotiation process.

Comments

Director Arnold asked Mr. Hendricks to read the last sentence. Mr. Hendricks said...this machine is expected to have a 30 year useful life and based on current costs associated with contracting the pressing services, combined with the expected increase in frequency of service when we return to a full operating schedule, we expect a return on investment and under six years.

Vice Chair Pahre thanked Mr. Hendricks and stated she remember when SMART purchased the truing machines and we all kind of scratched our heads and said we are going to grow and to keep having to go to another entity to do our service doesn't make sense in the long run.

Richard Brand said that this machine is needed, however SMART has acquired heavy duty locomotives, he would only caution that staff makes sure that this equipment that is being purchased has the capacity to handle heavier duty rail equipment. Mr. Hendricks responded that this machine that we are requesting your authorization to purchase is capable of handling freight vehicles and rolling stock as well.

MOTION: Vice Chair Pahre moved to Authorize the General Manager to Award a Contract to BBM Railway Equipment, LLC to Manufacture and Furnish a Railroad Wheel Press Machine in the amount of \$1,041,500 as presented. Director Lucan second. The motion carried 12-0.

10. Approve a Resolution Regarding Tele/Video-Conference Meetings During the COVID-19 State of Emergency

Chair Rabbitt stated that this is something that we have probably done in our own Boards, Committees, and Commissions. This is to approve a resolution regarding the teleconference video virtual conference meetings during the state of emergency in compliance with AB 361 which obviously changes we must do every 30 days going forward.

General Manager Mansourian stated that this Bill authorizes the Board and gives the option to continue having virtual meetings but does not require you to have virtual meetings. By adopting this resolution, your Board can continue to conduct the meetings the same way until 2023. This Bill requires that every 30 days this resolution be brought back to the Board. With the Board permission this item will be a standing Consent calendar item every month, the Board is not required to meet virtually, however this continues to give the option.

Comments

Director Lucan stated that because the Board meets every two weeks, this works well, He asked that in the event the Board cancels a meeting, does the Board need to call a special meeting to extend that 30 days. General Counsel Lyons responded that Board can certainly accelerate the findings, that the Board must make an order to have that meeting occur, the next time or within the next 30 days.

Director Lucan said we are meeting at this time; however, the Board knows that the next meeting is not until 31 days from today and asked how that would be solved and would we have to call a special meeting right before our meeting and vote for the item and then proceed to the meeting. District Counsel responded that it does not require a vote but making the findings for a special meeting that it is still under the emergency or under the health officer direction to meet virtually.

Chair Rabbitt said he appreciates the question, and it will force the Board to have a meeting going forward. He hopes to be able to meet in person soon and the Board will discuss a hybrid solution if there is one for us going forward together.

MOTION: Director Arnold moved to Approve a Resolution Regarding Tele/Video-Conference Meetings During the COVID-19 State of Emergency as presented. Director Fudge second. The motion carried 12-0.

11. Short Range Transit Plan (*Information/Discussion*)

Chief Financial Officer, Heather McKillop stated that in addition to the presentation the Short Range Transit Plan is also included for review. The document is available for the public to review for a period of 30 days until November 5, 2021. It will be posted on the SMART's website. Once comments are received, they will be reviewed and either incorporated into the plan or the Board will receive information as to why they were not. Depending on the volume of comments the final plan is anticipated to come to the Board for adoption on November 17th. This is the first Short Range Transit Plan for SMART and are required and updated every four years.

Why Short-Range Transit Plan (S RTP)

- Each transit operator receiving federal funds is required to prepare, adopt, and submit a S RTP
- Purpose
- Format and content is prescribed
- Fiscal Year (FY) 2022-2029
 - Due to expiration of Measure Q in 2029

Content

- Overview of Agency
- Goals, Objectives, and Standards
- Service and Systems Evaluation
- Operations Plan & Budget
- Capital Plan

- Overview of Project in the Long Term Transportation Plan

Freight

- February 12, 2021 – notice of exemption approved by Surface Transportation Board
- March 25, 2021 – quit claim deed executed transferring the line of railroad and rights of way between Sonoma-Mendocino county line and Healdsburg
- June 11, 2021 – STB approved NWPCo's petition for discontinuance of service and authorized SMART to assume freight service and common carrier duties
- SMART is currently weighing options for operations (outsource or in-house)
- SMART received \$4 million from SB 1029 for the acquisition of freight rights and equipment
- SMART received \$2 million from AB 74 for maintenance and safety upgrades
- Another \$4 million was recently included in the State's budget for maintenance and upgrades

Goals

Board Approved Measures (April 2021)

- Operating Expense per Vehicle Revenue Mile
- Operating Expense per Passenger Mile
- Passenger Trips per Vehicle Revenue Mile
- Average Fare per Passenger
- Future

Service and Systems Evaluation

- SMART has been in Revenue service for 4 years
- December 2019 – Opened San Rafael to Larkspur Extension; 2 new stations
- January 2020 – Added 4 more weekday trips; provided service every 32 minutes
- Since opening SMART service has been impacted in many ways
- 12 Federal Disasters in Sonoma County
- Significant impact to people SMART serve
- Service level – Opening, January 2020, April 2020 and May 2021

Operation Plan and Budget

- Three Major Division
- Estimated Operating Revenues Fiscal Year 2022-2029 (in millions)
- Estimating Operating Expenditures Fiscal Year 2022-29 (in millions)

Capital Plan

- Board Adopted Plan - April 2021
- Fiscal Year 2022-29
- Revenue Vehicles
- Non-Revenue Vehicles
- Pathway Connecting Stations (Design Funded)
- Pathway Connecting Stations (Construction Funded)
- Pathway Connecting Stations (Construction Unfunded)
- Bridges Funded

- Bridges Unfunded
- Passenger Rail
 - Windsor Extension – Pending California Supreme Court decision regarding RM 3 funds
 - Petaluma Infill Station
 - Windsor to Healdsburg
 - Healdsburg to Cloverdale
 - Novato to Suisun City

Comments

Director Fudge stated that the SRTP estimates Windsor opening in 2024, which we don't have any clue but that seems a little bit out there. She asked once funds are obtained, whether it's alone, or the lawsuit is settled at the Supreme Court her thought was that it would take 11 months from the date the money was received until we could open Windsor. Ms. McKillop responded that fiscal year 2024, starts July 1, 2023, and assuming we get any funds in 2021 or 22 which is close to that date and for some reason we got the money much sooner, which we would all love, we would be able to move that funding stream for the actual operations of the facility up. Director Fudge said it didn't seem like a lot, just wanted to point that out. We don't want people to take that date and say service won't start for three years, which some people tend to do so. She thanked Ms. McKillop for the clarification.

Lastly, Chair Rabbitt stated that this is an informational item, and no action is required. He appreciates the work that has been done.

12. Approve a Resolution Adopting Policy HRM 0025, COVID-19 Vaccination and Testing Policy for Staff and Members of the Board of Directors

General Manager Mansourian stated that it is a pleasure to provide the Board a proposed policy. He thanked Human Resource Manager, Lisa Hansley, and Diane O'Malley for all their work on this process. On September 1, 2021, staff brought the policy to require vaccination for all new employees and the Board directed staff to bring back to the board a policy for existing staff. Ms. Hansley and Ms. O'Malley worked hard in a very inclusive collaborative and cooperative process. He is very proud of the work product that is before you and our three Unions; International Association of Machinists and Aerospace Workers Local 1414, Teamsters Local 665 and our Operating Engineers Local 3. He introduced Human Resource Manager, Lisa Hansley, who provided an overview of the proposed policy and implementation.

Human Resource Manager, Lisa Hansley, stated that on September 1, 2021, your Board approved a policy for new employees to show proof of COVID-19 vaccination and directed staff to develop this new policy for COVID-19 vaccination and testing which will apply to current SMART employees, as well as to members of the Board. The intent of this policy is to protect the health and safety of the public, of our employees and their families, and your Board and your families as well.

In creating this proposed policy, Ms. O'Malley and herself met with our Union partners. Both prior to creating the first draft of the policy, as well as after we created the first draft to get their ideas and feedback. She thanked Carl Carr with Operating Engineers Local 3, Mark Jayne with the Machinists Union and Tom Woods, with the Teamsters Union for their support in developing this policy, they had some great comments and feedback.

The Unions provided the following feedbacks: 1) the need for additional training for staff on vaccines and boosters; 2) access to testing; 3) restoration of leave time if somebody has a positive test on the work site testing and we send them home; and 4) clearly defined consequences for noncompliance with the policy. We listened to all their concerns, and the policy that we've brought for your consideration today reflects all those conversations.

For example, one thing that we've already done, that Union suggested, is on Monday October 4 we hosted two listening sessions on Zoom with the Director of Emergency Services from Kaiser Permanente Mr. Itamar Bikszer. We would like to thank him for his time and for answering all the questions. Those sessions were recorded and are available online for any staff that couldn't attend.

One big question from the Unions was how you are going to roll out the testing for people who choose not to be vaccinated. We found that the best option would be that SMART applies to be a testing partner with the California Department of Public Health. The State will provide us with testing kits, they'll provide us with secure software for recording the results, and they'll also provide us with training. This seems to be one of the most operationally and efficient ways of carrying that piece of the Policy.

To address the testing and the concerns of the Unions, we are proposing that we do testing on site during the employees work week and will be paid for the time that they are doing the testing.

Employees will have until December 1, under this proposed policy to either provide the District with proof of full vaccination; if employees choose not to provide us with proof of vaccination, then they will begin participating in the testing program effective December 6, 2021. The test will be self-administered by the employee under observation of train District staff. Another concern with the Unions; what happens if someone refuses or fails to comply with a policy specifically with the staff who choose not to be vaccinated.

A three step process was established, however if the Board approves this policy, the vaccination and testing become a condition of employment and if we are not complying with the policy then we are unprepared for work. The third refusal or failure to test the employee would be separated from employment for being unprepared for work.

The Unions were also concerned if a rapid test comes up positive and then it is determined and confirmed that the rapid test is negative. It states that the employee will return to work and their leave is immediately restored.

Directors' Comments

Chair Rabbitt stated that he appreciates the collaboration between the three Labor groups and staff in coming up with a plan that works and that to answer all the questions. He believes is important to have this policy especially when we are dealing with the public.

Director Garbarino stated that she agrees with Chair Rabbitt regarding the collaboration and the pathway that staff has made with the Unions toward making us all in being able to live in a safer environment, especially with the close contact any transit employee has with the public.

Director Lucan stated that he is very pleased with the results and the collaboration with the Unions and staff. He asked when the policy goes into effect, how can we promote that SMART personnel have either been vaccinated or/are submitting to daily testing so riders are safe and rebuild ridership. General Manager Mansourian responded that we are very fortunate and proud that our workforce has only 23 employees who are not vaccinated in the entire SMART organization. We are committed to public service and making sure our passengers are as safe as possible, as well as ourselves and our family. He was informed by Ms. Hansley that there has been vaccination attempts by people who have not been vaccinated and hope by December 1, 2021, we have none or very few left. We will be letting our passengers know as well as the public. We will be contacting the Board as well to provide proof of vaccination once the policy is adopted. Director Lucan stated that it is incredible to only have 23 employees left and hopefully this policy gets us down to the single digits and will be great to be able to say 100% vaccinated, we might not get there, but there is a goal in mind and that really helps us bring riders back.

Vice Chair Pahre said she echoes everyone comments, this is an aggressive and impressive policy. She congratulated the Union leadership, Ms. Hansley and her team to be able to work with the challenging compromises.

Public Comments

David Schonbrunn pointed out the group he thinks that is driving this policy, starting all the way from the President of the United States and all the way down to your Board. He follows this field very carefully and have seen no evidence that vaccines, reduce the transmission of the virus, as stated in your packet. If anything, the vaccinated will be more likely to transmit virus because they're not going to feel bad if they're infected. The virus will have the effect of allowing them to keep working, while being infected. The idea of testing the unvaccinated is discriminatory because it assumes that only the unvaccinated are going to be infected when the evidence coming out of Israel and even in this Country which does not track breakthrough infections by order of the CDC and our data is not as good as other countries. The data shows that vaccinated people are now infected in higher and higher percentages. He stated that there is no scientific basis for this policy.

Chair Rabbitt stated for the record that Mr. Schonbrunn is unequivocally wrong.

Rick Luttmann he asked for clarification on the start date of the policy. General Manager Mansourian responded that the policy is effective December 6, 2021.

Sheila Baker urged the Board to adopt the policy and to keep up with the boosters.

MOTION: Director Garbarino moved to Approve a Resolution Adopting Policy HRM 0025, COVID-19 Vaccination and Testing Policy for Staff and Members of the Board of Directors as presented. Director Lucan second. The motion carried 12-0.

Chair Rabbitt adjourned the Board to Closes Session at 2:59pm on the following:

13. Closed Session

- a. Conference with Board of Directors Regarding Labor Negotiations General Manager Recruitment – Pursuant to California Government Code Section 54957.6
Agency Designated Representative: Board of Director’s Chair
Employee: Unrepresented
- b. Conference with Legal Counsel Regarding Existing Litigation pursuant to California Government Code Section 54956.9(a); Szele v. Sonoma-Marin Rail Transit District Marin County Superior Court Case No. CIV-210323; Number of cases: 1
- c. Conference with legal counsel regarding existing litigation pursuant to California Government Code Section 54956.9(a); Naumik v. Sonoma-Marin Rail Transit District, City of San Rafael, County of Marin; Marin County Superior Court Case No. CIV-2100734; Number of cases: 1

14. Report out Closed Session

District Counsel, Tom Lyons reported out of Closed Session at 4:05pm on the following:

- a. Conference with Board of Directors Regarding Labor Negotiations General Manager Recruitment – Pursuant to California Government Code Section 54957.6
Agency Designated Representative: Board of Director’s Chair
Employee: Unrepresented
Report Out: Direction given to staff
- b. Conference with Legal Counsel Regarding Existing Litigation pursuant to California Government Code Section 54956.9(a); Szele v. Sonoma-Marin Rail Transit District Marin County Superior Court Case No. CIV-210323; Number of cases: 1
Report Out: Direction given to staff
- c. Conference with legal counsel regarding existing litigation pursuant to California Government Code Section 54956.9(a); Naumik v. Sonoma-Marin Rail Transit District, City of San Rafael, County of Marin; Marin County Superior Court Case No. CIV-2100734; Number of cases: 1
Report Out: Direction given to staff

15. Next Regular Meeting of the Board of Directors, October 20, 2021 – 1:30 PM
16. Adjournment - Meeting adjourned at 4:07pm

Respectfully submitted,

Leticia Rosas-Mendoza
Clerk of the Board

Approved on: _____



October 20, 2021

David Rabbitt, Chair
Sonoma County Board of Supervisors

Barbara Pahre, Vice Chair
Golden Gate Bridge,
Highway/Transportation District

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Marin County Board of Supervisors

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General Manager

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www.sonomamarintrain.org

Sonoma-Marin Area Rail Transit Board of Directors
5401 Old Redwood Highway, Suite 200
Petaluma, CA 94954

SUBJECT: Monthly Ridership Report – September 2021

Dear Board Members:

RECOMMENDATIONS: Information Item

SUMMARY:

We are presenting the monthly ridership report for activity for the month of September 2021. This report shows trends in ridership for SMART by tracking Totals, Average Weekday riders, and Average Weekend/Holiday riders via the two methods we employ to track riders on a daily basis: Onboard Counts and Clipper + Mobile App paid fares. The report details bicycles and wheelchairs counted as well. We have added charts and graphs of the information to further illustrate system trends.

As discussed in prior presentations to Your Board, using both Onboard Counts and Fare collection counts of riders is necessary to track progress. Onboard Counts capture all riders, including the riders who are riding during the Free Fare Days or Free Fare Programs offered by Your Board, riders with passes who neglect to tag on or off, as well as categories of riders such as children under five years old. Therefore, Clipper + Mobile App paid fare reports do not capture all riders.

This and future reports will compare the most recent month to the same month during the prior year, as is standard industry practice for tracking trends over time. The report also shows progress so far in the Fiscal Year compared to the same time in the last Fiscal Year, to enable tracking of riders relative to budget expectations. These reports also note relevant details associated with fare program discount usage and trends in riders bringing bicycles onboard. As this data collection and reporting process evolves, we will continue to revise data discussion and presentation in the reports.

SMART's rider data for August 2021 is posted on the SMART Ridership website (<http://sonomamarintrain.org/RidershipReports>) and SMART's detailed September 2021 data will be posted once validated.

The report covers the ongoing increase of riders returning to SMART as Bay Area Counties lift their Shelter-In-Place restrictions and phase the opening of schools, restaurants, retail shops, offices, and other places of work.

FISCAL IMPACT: None

REVIEWED BY: ☐ Finance /s/ ☐ Counsel /s/

Very truly yours,

 /s/

Joanne Parker

Programming and Grants Manager

Attachment(s): September 2021 Monthly Ridership Report

SEPTEMBER 2021 (COVID-19) SMART RIDERSHIP

SMART Ridership Report
Board of Directors,
October 20, 2021

SMART's September 2021 ridership is more than triple that of September 2020, which was heavily impacted by the COVID-19 shutdown. Average weekday ridership has risen steadily since February 2021, with September 2021 increasing 14% over August 2021. Throughout the region, automobile traffic has returned to pre-pandemic levels in some areas and transit agencies are seeing the gradual signs of ridership recovery. However, the Delta variant and ongoing remote-work trends due to COVID continue to have a detrimental effect on transit ridership throughout the Bay Area.

As a reminder, SMART modified services in March 2020 due to the COVID-19 pandemic, with weekend service annulled starting March 21 & 22, 2020, and weekday service reduced first by 4 trips (down to 34) on March 23, 2020, then by another 18 trips, (down to 16), on April 6, 2020. Beginning on Monday, May 24, 2021, SMART added service to the weekday schedule with two new morning trips and three new afternoon trips, resulting in 26 weekday trips. Saturday service was also restored the last two weekends in May, with 3 morning and 3 afternoon round trips. Saturday ridership has been very strong, seeing approximately 65% of average weekday ridership levels on less than half the number of train trips.

The tables below present data from September 2020 and 2021, year-over-year, and comparing fiscal years to date (July – September).

MONTHLY TOTALS YEAR-OVER-YEAR	SEP 2020	SEP 2021	% Change
Total Ridership (Onboard Counts)	8,910	27,967	314%
Total Paid Ridership (Clipper + App Only)	8,144	22,920	281%
Average Weekday Ridership (Onboard Counts)	424	1,166	275%
Average Weekday Paid Ridership (Clipper + App Only)	392	1,081	276%
Average Weekend/Holiday Ridership (Onboard Counts)	0	694	N/A
Average Weekend/Holiday Paid Ridership (Clipper + App)	0	570	N/A
Total Bikes Onboard	1,786	4,733	265%
Total Wheelchairs Onboard	43	155	360%

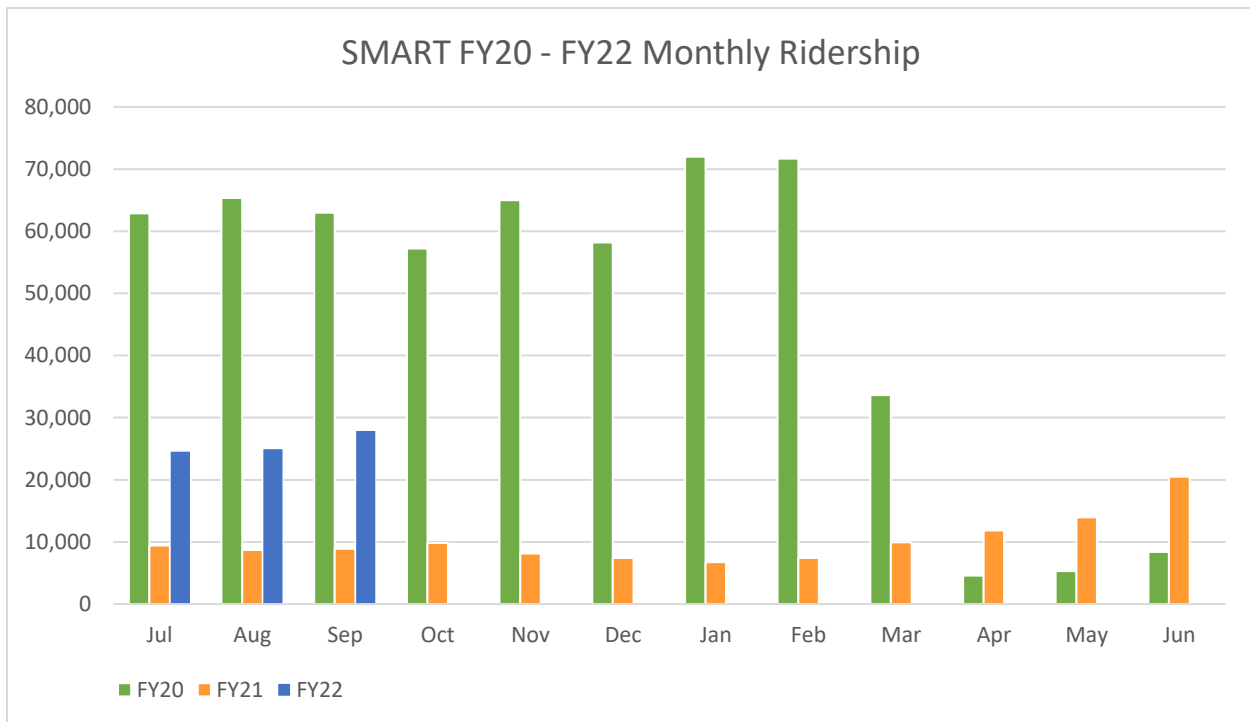
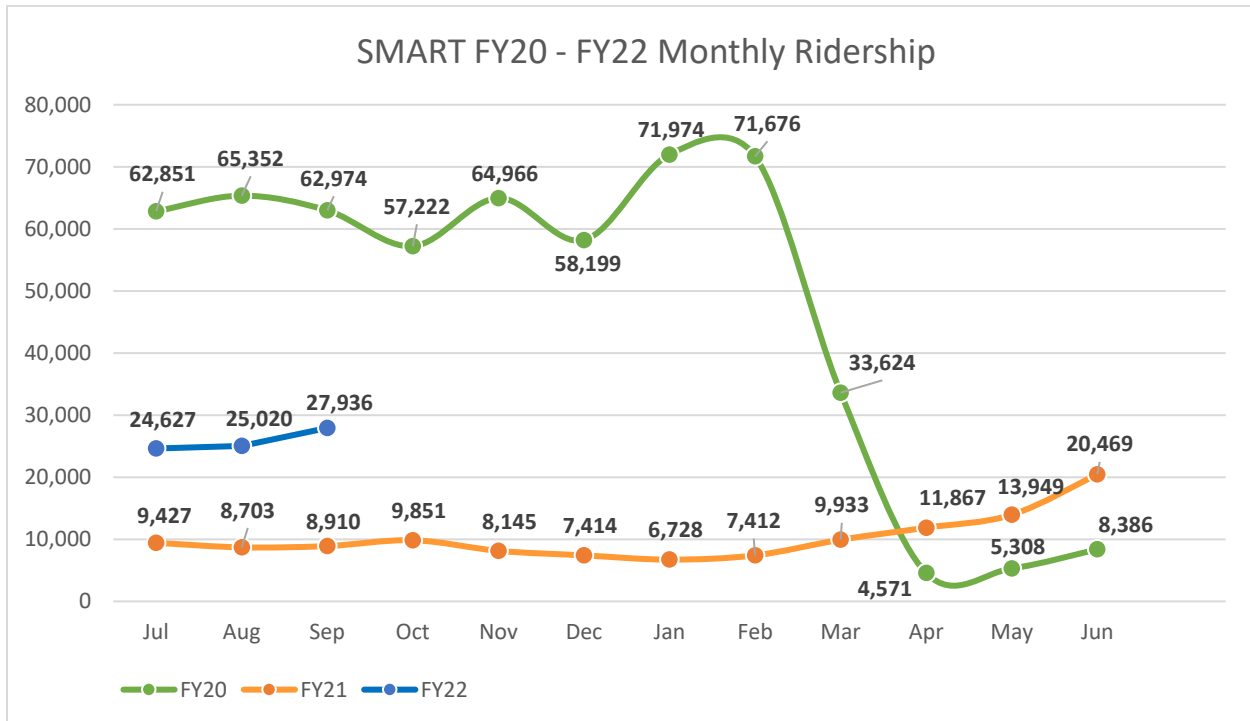
Youth ridership saw an increase with the start of school in mid-August, making up 13% of ridership by fare type in August, and 18% of ridership in September; SMART carried 4,738 youth in September, based on the fare analysis.

FISCAL YEAR-TO-DATE (JUL-SEP)	Fiscal Year 2021	Fiscal Year 2022	% Change
Total Ridership (Onboard Counts)	27,040	77,614	287%
Total Paid Ridership (Clipper + App Only)	25,114	70,862	282%
Average Weekday Ridership (Onboard Counts)	416	1,051	253%
Average Weekday Paid Ridership (Clipper + App Only)	386	968	251%
Average Weekend/Holiday Ridership (Onboard Counts)	0	673	N/A
Average Weekend/Holiday Paid Ridership (Clipper + App)	0	567	N/A
Total Bikes Onboard	5,816	13,029	224%
Total Wheelchairs Onboard	87	447	514%

SEPTEMBER 2021 (COVID-19) SMART RIDERSHIP

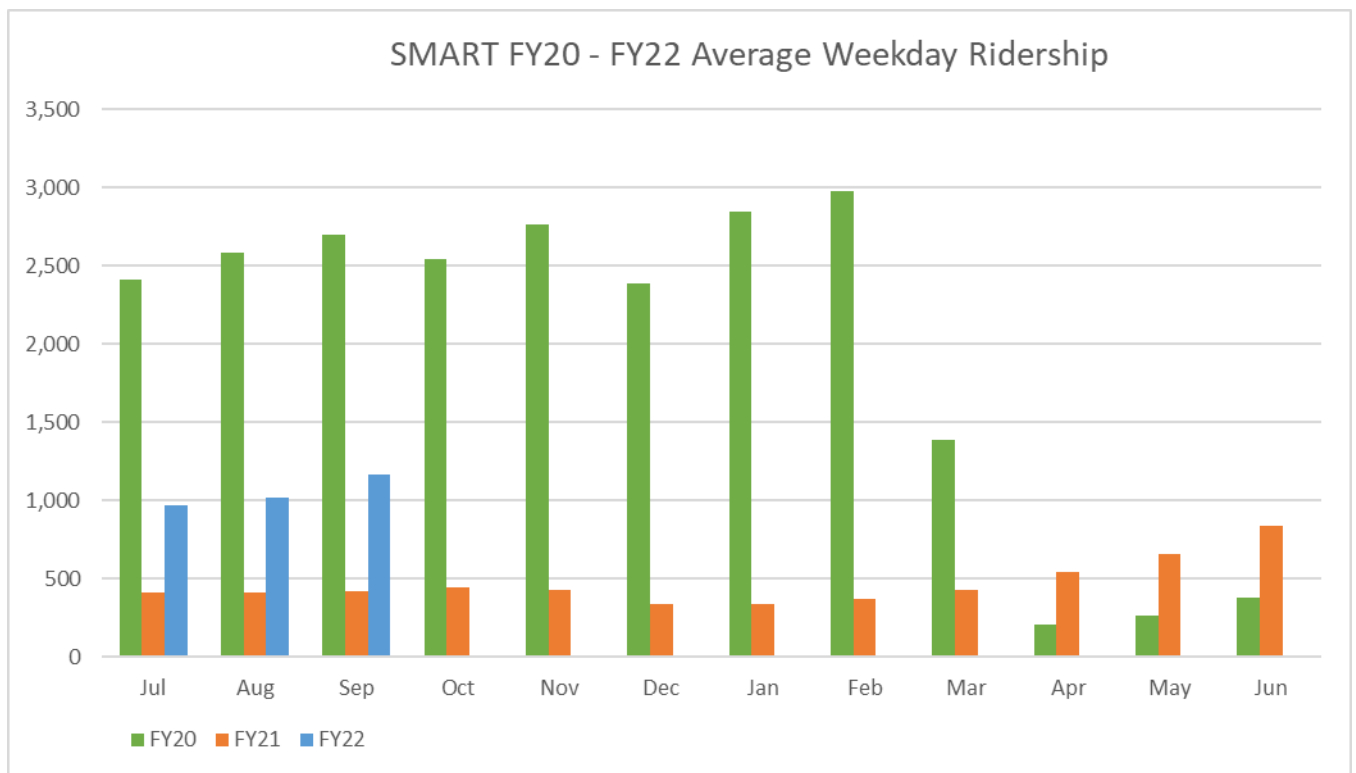
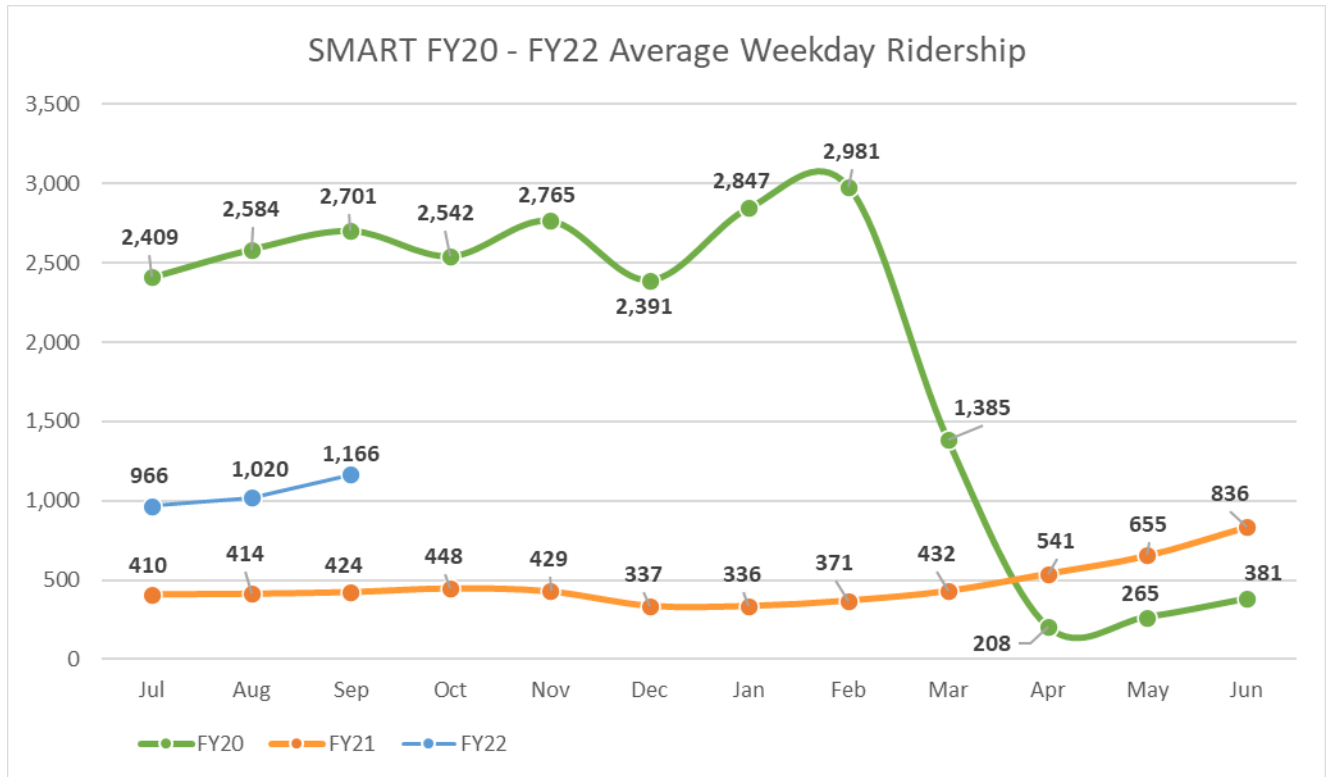
SMART Ridership Report
Board of Directors,
October 20, 2021

The following charts compare the monthly totals and average weekday ridership for June and illustrate monthly and average weekday ridership trends.



SEPTEMBER 2021 (COVID-19) SMART RIDERSHIP

SMART Ridership Report
Board of Directors,
October 20, 2021





David Rabbitt, Chair
Sonoma County Board of Supervisors

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Highway/Transportation District

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October 20, 2021

Sonoma- Marin Area Rail Transit Board of Directors
5401 Old Redwood Highway, Suite 200
Petaluma, CA 94954

SUBJECT: Carryforward of Funds from Fiscal Year 2021 to Fiscal Year 2022

Dear Board Members:

RECOMMENDATIONS:

Approve budget changes related to the carryforward of funds in the amount of \$10,957,546 from Fiscal Year 2021 to Fiscal Year 2022.

SUMMARY:

Each year there are funds that were budgeted but not expended due to projects or programs that are multi-year in nature or due to an unforeseen circumstance that delay projects into the next fiscal year. Board Resolution 2021-12 provides for the Chief Financial Officer to make budgetary and accounting adjustments necessary to assign year-end actual fund balances, and increasing or decreasing appropriations for previously approved projects, operations and maintenance expenses and budgetary and accounting adjustments to necessary to assign actual fund balances.

In the Fiscal Year 2022 budget, we estimated that there would be approximately \$10.2 million that would be carried forward from Fiscal Year 21 to Fiscal Year 22. That estimate was based on information that we had at the end of the third quarter of the fiscal year. We now have Fiscal Year 2021 year-end information and the amount of the carryforward for these projects and programs is \$10.9 million or approximately a difference of \$700,000 difference.

The following is a chart showing the proposed changes for the carryforward of funds associated with specific programs or projects.

	FY 2021-22	
	PROPOSED BUDGET CHANGES DUE TO CARRYFORWARD	Explanation
REVENUES:		
State Grants	2,083,957	Sonoma Pathway and DMU Option Car grant funds
Other Governments/ Misc.	146,998	Sonoma Pathway grants funds
State Grants - Freight (Fund 60)	5,803,473	Tied to freight expenditures
Carryforward fund balance	2,923,117	Tied to items not funded by specific revenue source
TOTAL	\$ 10,957,546	
EXPENDITURES:		
ADMINISTRATION		
Professional Services	61,250	GM recruitment, performance metrics, financial advisory services
Computer Software and Hardware	23,066	Replacement computer purchase orders - items received in FY22
OPERATIONS		
Minor Equipment	3,738	N-95 masks
Maintenance of Signals	58,816	Spare parts related to signals
Maintenance-Revenue Vehicles	691,240	Wheel pressing, brake disk/ valve certification, other spare parts
Vehicles, Equipment	1,531,941	Shift in Wheel Press project timeline; transmission gear units lead-time
CAPITAL		
Capital Equipment - Work in Progress	1,530,000	DMU Option car milestone payments; Network management system
Infrastructure	1,254,023	Sonoma County Pathway project - mitigation, permitting; Path of travel improvements
FREIGHT		
	5,803,473	Unspent funds dedicated to freight for land/ equipment and maintenance
TOTAL	\$ 10,957,546	

FISCAL IMPACT: No fiscal impact. These funds were not expended in Fiscal Year 21 and are therefore available to carryforward into FY 2022.

Very Truly Yours,

/s/

Heather McKillop
Chief Financial Officer



October 20, 2021

David Rabbitt, Chair
Sonoma County Board of Supervisors

Barbara Pahre, Vice Chair
Golden Gate Bridge,
Highway/Transportation District

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SUBJECT: Appointment of General Manager and Approval of Employment Contract

Dear Board Members:

RECOMMENDATION:

Appoint Eddy Cumins to the position of General Manager and approve employment agreement.

SUMMARY:

With the announced retirement at the end of 2021 of SMART's General Manager, Farhad Mansourian, the Board approved a nationwide recruitment. The experienced transportation recruitment firm of KL2Connects was retained to manage this executive recruitment process. They worked with the Board to develop a Leadership Profile identifying skills and attributes desired in the new General Manager, advertised the position with several professional and transit organizations, including the American Public Transportation Association and the Conference of Minority Transportation Officials and Latinos in Transit, and reached out directly to individuals that they thought would be strong candidates.

KL2 forwarded a semi-finalist list of seven individuals to the subcommittee of our Board. The subcommittee was comprised of Damon Connolly, Eric Lucan, Debora Fudge, Judy Arnold, and SMART officers. The subcommittee screened the candidates and forwarded 3 names to the full Board for in-person interviews. The finalists were a diverse group. All three had experience working in transit agencies with commuter rail systems and two individuals had direct operating experience.

On September 9, the three candidates were interviewed extensively by two separate outside panels comprised of professional commuter rail and local bus transit experts, and government officials, as well as several Marin-Sonoma County civic, business, environmental and bicycle coalition members. Both panels unanimously recommended Eddy Cumins for the Board's consideration. Their recommendation was shared with the SMART Board who made the final decision.

On September 10, the SMART Board interviewed the 3 finalist candidates in person and directed KL2Connects, our Chair, and our staff to enter into negotiations with Eddy Cumins and conduct a thorough background check which has now been completed to our satisfaction.

It is our recommendation that the Board appoint Eddy Cumins as SMART'S next General Manager effective November 29, 2021.

Eddy is currently the Chief Operating Officer for the Utah Transit Authority (UTA). As UTA's Chief Operating Officer, Eddy leads 2,234 employees who provide commuter rail, light rail, fixed route bus, route deviation, paratransit, vanpool, rideshare and coordinated mobility management services to 43 million riders annually. He is also responsible for the agency's asset management program, maintenance of way, and transit police. His area of responsibility includes seven counties covering nearly 1400 square miles with a population of 2.3 million residents. Prior to this, Eddy served as Regional General Manager for three suburban counties within the UTA boundaries where he was successful in developing support for significant transit improvements to be funded by a local sales tax. Eddy also served in the United States Air Force and served world-wide with a career focus on vehicle and facility maintenance and providing formal leadership training. Eddy earned a Master of Science Degree in Organizational Leadership from Colorado State University and holds a Bachelor of Science Degree in Human Resource Development from Southwestern College.

We further recommend that you approve the enclosed employment agreement with the following highlights:

- Term of Employment: Five (5) years commencing on November 29, 2021.
- Annual Salary: \$298,000 with a 5% adjustment in 6 months.
- SMART will contribute a total of 19% of base salary to a 401(a)-plan subject to Internal Revenue Service limits; any residual amount will be paid directly to Eddy. He will not be eligible for the 457 match of up to 2% offered to other employees.
- Cell phone and car allowance of \$460 per pay period.
- Upon commencement of employment, a credit of 23 days of vacation and 12 days of sick leave time and future earning at the rate of a twenty-year employee.
- Reimbursement of \$27,850 for relocation and temporary housing allowance.
- In lieu of SMART paying for Medical, Dental & Vision coverage, SMART will contribute the premium savings directly to Mr. Cumins in the amount of \$900 for 24 pay periods each year.
- Annual professional training and seminars allowance of up to \$6,500.
- Severance if terminated without cause of 12 months' salary and benefits.
- Annual Performance review by the Board of Directors.

Very truly yours,

/s/
David Rabbitt
Chair

/s/
Barbara Pahre
Vice Chair

Attachment(s):

- 1) Eddy Cumins Resume
- 2) Personal Services Agreement for New General Manager

RESUME

Eddy Cumins **Chief Operating Officer, Utah Transit Authority**



Eddy Cumins is the Chief Operating Officer for the Utah Transit Authority (UTA). Eddy began his career at UTA in 2011 after a distinguished 20 year military career in the United States Air Force. During his time in the Air Force, Eddy served in numerous capacities in the Vehicle Management career field and served 4 years as an Airman Leadership School Commandant. His assignments included bases in California, Alaska, Portugal, Utah, and Japan. Prior to his current position, Mr. Cumins was the Regional General Manager of UTA's Mt. Ogden Business Unit.

As UTA's Chief Operating Officer, Eddy leads 2,234 employees who provide commuter rail, light rail, fixed route bus, route deviation, paratransit, vanpool, rideshare and coordinated mobility management services to 43 million riders annually. He is also responsible for the agency's asset management program, maintenance of way, and transit police. His area of responsibility includes

seven counties covering nearly 1400 square miles with a population of 2.3 million residents.

Eddy earned a Master's of Science Degree in Organizational Leadership from Colorado State University, and holds a Bachelor's of Science Degree in Human Resource Development from Southwestern College.



EMPLOYMENT AGREEMENT FOR GENERAL MANAGER

This Agreement is made this 20th day of October, 2021, by and between the Sonoma-Marin Area Rail Transit District, (hereinafter "SMART") and EDDY CUMINS (hereinafter called "EMPLOYEE").

WITNESSETH:

WHEREAS, SMART desires to retain EMPLOYEE as its General Manager; and,

WHEREAS, EMPLOYEE acknowledges that by accepting the position of General Manager, he will be an at-will employee.

NOW, THEREFORE, BE IT AGREED by and between the parties as follows:

1. Term of Employment. SMART hereby employs EMPLOYEE in the position of General Manager for a period of 5 (Five) years, commencing on November 29, 2021, and ending on November 29, 2026, subject, however, to termination as herein provided.
2. Duties. EMPLOYEE shall perform the duties of General Manager as set forth in the SMART job specification, attached hereto as Exhibit A, as it now provides or may hereafter be amended, and such other duties as may be prescribed by the SMART Board of Directors.
3. Compensation, Benefits, and Leave.
 - (a) EMPLOYEE's base salary shall be \$ 298,000 per annum with one increase of 5% of salary after six (6) months of service. The Board of Directors, in its sole discretion, may consider an increase to EMPLOYEE's salary in conjunction with annual performance evaluations.
 - (b) Except as herein provided, EMPLOYEE shall be entitled to the same benefits available to SMART Management/Exempt Employees, as specified in SMART's personnel policies and Benefit Summary; However, with respect to vacation, EMPLOYEE shall accrue 21 days of vacation leave per annum.

- (b) In lieu of SMART's standard contribution match to the 401(a) Plan – SMART shall contribute 19 % of EMPLOYEE salary to SMART's 401(a) plan, subject to the IRS limits, any residual amounts not eligible for inclusion into the 401(a) plan pursuant to IRS limits shall be paid to EMPLOYEE directly. Employee shall, pay his portion of PERS Tier 4 retirement contributions, currently at 6.75 % .
- (c) EMPLOYEE shall be initially credited with 23 days of vacation and 12 days of sick leave time upon commencement of employment.
- (d) EMPLOYEE shall receive a cell phone and car allowance of \$460 per pay period.
- (e) Employee will NOT participate in SMART's Medical/Dental/Vision Plan benefits. In lieu of receiving medical/dental/vision benefits, SMART will pay \$900 per pay period for 24 pay periods annually to EMPLOYEE directly.
- (f) SMART agrees to reimburse EMPLOYEE for reasonable development / educational expenses and seminars in an amount not to exceed \$6500 per annum.
- (g) SMART agrees to reimburse EMPLOYEE for a one time relocation expense not to exceed \$27,850.

4. Performance review. The EMPLOYEE shall annually prepare a self-evaluation and annual report of EMPLOYEE's performance and the Board shall annually schedule a review to discuss the EMPLOYEE's performance by scheduling a closed session meeting for such purposes. In addition the Board may, at any time, schedule a closed session for the purpose of evaluating the EMPLOYEE's performance. EMPLOYEE agrees that concerns that the SMART Board of Directors or the individual members of the Board have concerning EMPLOYEE's performance are not "specific complaints or charges brought against an employee by another person or employee" as that phrase is used in Government Code §54957 and that the notice requirement of that section is, under those circumstances, inapplicable.

5. Expiration and Non-renewal. At the expiration of the term of this Agreement, EMPLOYEE's employment shall automatically terminate. SMART agrees to give written notice of its intention of non-renewal at least sixty days in advance of the expiration of this Agreement; provided, however, that failure to give said notice of non-renewal shall cause this Agreement to be extended for an additional period of sixty days from date of notice of non-renewal, and shall not result in an automatic renewal of the agreement. In no event shall this Agreement be

construed to extend beyond the five year term provided in Section 1 or the additional sixty days as provided herein.

6. Termination.

(a) EMPLOYEE shall serve at the will and pleasure of the SMART Board of Directors and may be terminated at the will of the Board as provided in Exhibit B. EMPLOYEE expressly waives and disclaims any right to any pre-termination or post termination notice (except as set forth in the first sentence of Section 3 of Exhibit B) and hearing.

(b) EMPLOYEE may terminate his/her employment at any time by delivering to the SMART Board of Directors his/her written resignation. Such resignation shall be irrevocable and shall be effective not earlier than sixty (60) calendar days following delivery. With the approval of the Board of Directors, a resignation may be rescinded at any time prior to the effective date of the resignation. At the request of the Board of Directors or with its approval, the originally scheduled date of resignation may be extended for any agreed upon period of time.

(c) From the date upon which EMPLOYEE either resigns or is notified of SMART's intention to terminate the Agreement until the actual date upon which the resignation, termination or expiration becomes effective, EMPLOYEE shall continue to devote his full time, attention and effort to the duties anticipated hereunder and shall perform the same in a professional and competent manner. If requested, EMPLOYEE shall assist SMART in orienting EMPLOYEE's replacement and shall perform such tasks as are necessary to effect a smooth transition in the leadership of SMART. These tasks may also include providing information or testimony regarding matters which arose during EMPLOYEE's term as General Manager.

(d) EMPLOYEE acknowledges, understands and warrants that EMPLOYEE shall have no further right or claim to employment after the expiration of the term of this Agreement. Except as provided herein, no other document, handbook, policy, resolution or oral or written representation shall be effective or construed to be effective to extend the term hereof or otherwise grant EMPLOYEE any right or claim to continued employment with SMART.

7. Nonassignability. EMPLOYEE shall not, during the term of this Agreement, make any assignment or delegation of any of its provisions without the prior written consent of SMART's Board of Directors.

8. Compliance with Law. EMPLOYEE shall, during his employment hereunder, comply with all laws and regulations applicable to such employment. Any act or omission of EMPLOYEE constituting a public offense involving moral turpitude or a withholding of labor which materially impacts SMART, is a material breach of this Agreement relieving SMART of any and all obligations hereunder. Such act or omission shall constitute sufficient grounds for EMPLOYEE's termination pursuant to this Agreement.

9. Merger. This writing is intended both as the final expression of the Agreement between the parties hereto with respect to the included terms and as a complete and exclusive statement of the terms of the Agreement, pursuant to Section 1856 of the Code of Civil Procedure. No modification of this Agreement shall be effective unless and until such modification is evidenced by a writing signed by both parties.

10. No Representations or Warranties on Tax or Retirement Issues. EMPLOYEE acknowledges and agrees that SMART has not made any representations or warranties regarding tax consequences or retirement compensation pertaining to his salary and benefits.

ATTEST:

SONOMA-MARIN AREA RAIL TRANSIT
DISTRICT

By: _____
Leticia Rosas-Mendoza
Clerk of the Board of Directors

By: _____
David Rabbitt, Chairman
Board of Directors

EMPLOYEE

By: _____
Eddy Cumins



General Manager

Definition

Under policy direction of the Board of Directors, the General Manager is responsible for the efficient operation of the District, which includes the implementation and coordination of all policies and the enforcement of all ordinances adopted by the Board of Directors through department heads, managers, and employees. The General Manager plans, organizes, directs, and administers all functions of the District, develops recommendations for action for the Board of Directors and executes decisions of the Board.

Class Characteristics

This single position class is appointed by and reports to the SMART Board of Directors. The incumbent has overall responsibility for all District Departments, including Engineering and Capital Construction, Administration and Operations and for the day-to-day business affairs of the District commensurate with the authority established by the Board.

Duties and Responsibilities include, but are not limited to the following:

Class specifications are intended to present a descriptive list of the range of duties performed by, and minimum requirements required of, employees in the class. Specifications are not intended to reflect all duties performed within the job. SMART reserves the right to determine and amend job responsibilities.

- Provides overall leadership of the District in formulating and achieving goals. Develops and implements short and long-range goals and business plans to support the achievement of the agency's strategic vision.
- Supervises and directs the preparation of the District's overall financial plan and budget.
- Develops and implements policy, procedural and organizational changes that result in improved performance, safety, and service delivery.
- Formulates policy recommendations for the Board of Directors, attends Board and committee meetings and advises Board and committee members; Ensures that financial, operational, administrative, and other reports and information are provided to the Board in a timely manner.
- Cultivates an external presence in the community including official and informal relationships with elected officials, public agencies, the business community, and civic organizations.

- Represents the District and the Board in meetings with legislative bodies, governmental agencies, the media, other transit organizations, professional and business organizations, and the public.
- Maintains communication with other government agencies to coordinate regional issues and represent the District; Represents the District's interests and positions before legislative authorities at all levels of government; and recommends policies and procedures.
- Oversees District operational and support service activities and programs; directs and interprets District policies and procedures; and ensures governmental and policy regulations are enforced.
- Reviews operating results of the District, compares to established objectives and takes steps to ensure that measures are taken to correct results that do not meet objectives.
- Administers, through subordinate staff, the personnel system adopted by the Board of Directors, including labor relations, equal employment opportunity and affirmative action provisions.
- Through subordinate executive staff, identifies and develops system expansion projects.
- Ensures adequate programming of state and federal funds District-wide to implement transportation plans.
- Performs related duties as assigned.

Qualifications, Skills, Knowledge and Abilities

Minimum Qualifications:

- Equivalent to graduation from a four-year college or university with a degree in public or business administration, finance, engineering, or a related field. Master's degree desirable.
- Ten years of increasingly responsible professional experience managing complex programs in a transit related environment which include at least five (5) years in an executive management role in a passenger rail agency.
- Executive level experience in the public sector with significant interaction with a policy Board.
- Or an equivalent combination of education and experience relating to this position.
- Possession of a valid California driver's license or the ability to obtain one within 60 days of employment.

Skill in:

- Developing and implementing objectives, policies, procedures, work standards and internal controls.
- Strategic planning.
- Report writing, preparation and presentation.
- Verbal and written expression and public speaking.
- Preparing and administering complex budgets.
- Planning and management of a public agency.

- Decision-making. Makes accurate decisions in a timely manner, based upon analysis, experience and sound judgment.

Knowledge of:

- Administrative principles and practices, including goal setting, program and project planning, scheduling, budgeting, implementation and evaluation.
- Capital and operating budgets.
- Planning, design and construction of transportation projects.
- Principles, practices and program areas related to transit operations; knowledge of passenger rail transit preferred.
- Social, political, economic and environmental issues influencing transit programs.
- Federal laws, procedures and guidelines relating to passenger rail, freight, the Federal Railroad Administration, the Federal Transit Administration, and the Surface Transportation Board.
- Applicable local, state and federal laws, rules and regulations affecting public transit.
- Sources of federal, state and local funding for public transportation.
- Labor/management work environment.
- Contract Administration.
- Rules and regulations governing public meetings.
- Operations, services, and activities of a metropolitan transit district.
- Principles and practices of supervision, training, coaching, performance evaluation and discipline.
- Computer applications, including word processing, spreadsheet, database and presentation software.

Ability to:

- Demonstrate strong leadership skills.
- Manage multiple projects in an efficient, cost effective and timely manner.
- Establish and maintain effective, collaborative, and inclusive working relationships with the Board of Directors, employees, private contractors, professional colleagues, and the public.
- Communicate effectively both orally and in writing.
- Represent the District before elected officials and the public.
- Supervise, select, motivate, and evaluate key personnel.
- Promote teamwork and a positive work environment.
- Take initiative, reason logically and be creative in developing new ideas.
- Define problem areas and evaluate, recommend and implement alternative solutions to complex issues and problems. Project how potential creative ideas may play out in the District and possesses good judgment about which creative ideas and suggestions will work.
- Adapt to frequent changes in priorities and meet deadlines.
- Ability to work outside of normal office hours for evening and weekend meetings and events.

Physical Requirements

Work is usually performed in a typical office setting with moderate noise. Requires ability to remain stationary for extended periods of time. Requires ability to use a computer, telephone and standard office equipment. Requires ability to travel to various work sites, and work in an environment with deadlines, complex issues, and multiple priorities. On-call 24-hours a day, seven days a week. May be subject to weather conditions when traveling to field locations. May be exposed to loud noises and moving equipment when traveling to field locations. Some of these requirements may be accommodated for otherwise qualified individuals requiring and requesting such accommodations.

Position Details

- FLSA Status: At-Will; Exempt.
- Salary Range: \$290,000 - \$330,000
- Board appointed.
- A thorough background check including but not limited to current and past employers, personal contacts and education verification will be required. A credit report will be required for positions covered under Labor Code 1204.5.
- A pre-employment physical, including a urinalysis drug test will be required.
- A pre-employment psychological screening, administered by a licensed psychologist will be required.

The Sonoma-Marín Area Rail Transit District is an Equal Opportunity Employer

EXHIBIT B: To Employment Agreement with EDDY CUMINS

Termination and Administrative Leave Provisions

1. As provided in the Employment Agreement, to which this Exhibit B is attached and incorporated, SMART may terminate EMPLOYEE's employment as set forth herein.

2. Termination with Severance Compensation. Termination of EMPLOYEE's employment may be effected by SMART giving prior written notice to EMPLOYEE. Upon such termination, EMPLOYEE shall be entitled to additional salary and deferred compensation equal to that which would accrue during a 12 month period (one (1) year severance) following termination and to be computed by at the rate applicable on the day of termination plus the cash equivalent of all accumulated vacation and unused but accrued sick leave as of the day of termination. EMPLOYEE's acceptance of said severance pay shall constitute a final settlement and satisfaction of all claims of EMPLOYEE against SMART arising out of his employment.

3. Termination without Severance Compensation (for cause): SMART may terminate EMPLOYEE's employment without obligation to pay severance at any time by giving notice of employment discrepancies or Breach and an opportunity to respond to such discrepancies prior to termination. Notice is accomplished by SMART depositing a written notice in the United States mail that is addressed to EMPLOYEE at his last known address. After termination without severance pay has been affected, EMPLOYEE shall have no further rights under this Agreement or to continued employment with SMART. Just cause for termination without severance pay includes, but is not limited to, unauthorized absence, conviction of a felony or of any criminal act involving moral turpitude; failure to perform EMPLOYEE's duties and responsibilities under this agreement; unauthorized use of SMART vehicles and equipment; conviction of driving under the influence, reckless driving, or hit-and-run driving whether on or off the job, in a SMART vehicle; unauthorized possession of weapons or explosives on SMART premises; violation of safety rules and regulations which jeopardize the safety of others and/or which could result in bodily injury to others or damage to SMART property; sexual harassment of or unlawful discrimination against another employee or applicant for employment; violence or threatening behavior; stealing SMART money or property; dishonesty; loss of professional license; and failing a drug or alcohol test.

4. Statement of Reasons for Termination.

SMART and EMPLOYEE will, within a reasonable period of time, not to exceed 10 working days, attempt to agree on a mutually acceptable statement as to the reasons for termination. If the parties cannot mutually agree to an acceptable statement of the reasons for termination within the time period set forth above, the SMART Board of Directors may, in its sole discretion, publish its reasons for termination. In such event, publication shall consist of filing the reasons with the Clerk of the Board at a regular or special meeting following the disclosure required by Section 54957.1 of the Government

Code. A copy of the statement shall be made for EMPLOYEE and kept for employee in the office of the Board's Clerk. Within ninety (90) days following the announcement of termination, EMPLOYEE may present a written response to the Board which will be maintained as a public record. The parties agree that other than as provided above, they will not make any other public statement concerning EMPLOYEE's termination without severance pay.

5. Administrative Leave. Upon receiving a specific complaint or charge brought against EMPLOYEE by another person or employee, the Chair of the Board in consultation with Counsel for SMART may place EMPLOYEE on administrative leave when, in the sole opinion of the Chair of the Board, EMPLOYEE's temporary removal from office would be in the best interests of SMART. The Chair of the Board decision to place EMPLOYEE on administrative leave is subject to ratification by the Board of Directors at its next noticed Board closed session meeting. The administrative leave with compensation will commence on the delivery to EMPLOYEE's office of a written notice to that effect. Upon the delivery of the notice to EMPLOYEE's office, performance of EMPLOYEE's job duties under this Agreement are suspended but all other provisions of this Agreement shall remain in full force and effect. SMART and EMPLOYEE agree that SMART will incur damages, if, during the period of administrative leave, EMPLOYEE performs or attempts to perform any of the duties of his/her position, or in any other way interferes with the administration or operation of SMART. SMART and EMPLOYEE agree that the measurement of these damages would be difficult and speculative and accordingly further agree that if EMPLOYEE performs or attempts to perform any of the duties provided in the job specification for the position of General Manager, or in any other way interferes with the administration or operation of SMART, SMART's duties to compensate EMPLOYEE under the Agreement are discharged for each day during which EMPLOYEE engages in such non-cooperation and/or interference. The administrative leave and the suspension of job duties shall terminate on the delivery to EMPLOYEE's office and last known address of a written notice to that effect.
