

MINUTES OF REGULAR MEETING
OF
BOARD OF DIRECTORS
OF
SOUTHERN CALIFORNIA REGIONAL TRANSIT TRAINING CONSORTIUM

August 8, 2006
Santa Monica Big Blue Bus Headquarters, 612 Colorado Avenue, Santa Monica, CA.
90401

The Board of Directors of the Southern California Regional Transit Training Consortium (the “Corporation” or “consortium”) held its annual meeting on August 8, 2006, at the headquarters of Santa Monica Big Blue Bus, 612 Colorado Avenue, Santa Monica, CA. 90401.

The following directors were present for the meeting:

Kevin J. Anderson	Cal Macy
Tom Barrio	Ralph Merced
Jim Ditch	Mike Slavich
Steven Donley (by phone)	Milo Victoria

Directors Dan Encinas and Al Pierce were absent.

Also present were the following individuals:

Nina Babiarz (College of the Desert) [by phone]
Mike Bonacio (Omnitrans) [by phone]
Alan L. Fox (Secretary of the Corporation)
Jess Guerra (L.A. Trade Tech College)
Dan Hook (San Bernardino Valley College)
George Karbowski (Foothill Transit)
Dana Lee (Long Beach Transit)
Marty Orozco (Cypress College) [by phone]
Frank Scholl (Orange County Transportation Authority)
Frank Spalding (Long Beach Transit)
David M. Stumpo (APTREX INSTITUTE)

I. Welcome and Introductions

Milo Victoria, Chair, called the meeting to order at approximately 11:14 a.m. Chair Victoria welcomed all meeting participants, and warmly thanked Ralph Merced and Santa Monica Big Blue Bus for their willingness to host the meeting and for

the gracious accommodations. Chair Victoria as well welcomed Dana Lee, Chair of the SCRTTC Legislative Committee, and those in attendance by phone. Chair Victoria proceeded to take roll of the Corporation's directors, eight of whom were present in person or by phone.

II. Approval of Minutes

Chair Victoria requested comments or discussion regarding the proposed minutes of the May 11, 2006, regular meeting of the consortium, copies of which had been posted on the consortium website in advance of the meeting. Upon motion by Mike Slavich, and seconded by Jim Ditch, the minutes of the meeting of May 11, 2006, were unanimously approved.

Chair Victoria as well raised the subject of a recent, electronically distributed Consent Agenda pertaining to Board approval of policy procedures for the preparation of the earmark congressional appropriation application to the Federal Transit Administration (the "FTA"). Dave Stumpo explained the purpose and uses of the Board Consent, and advised that the Consent should be formally approved by the Board. Upon motion by Ralph Merced, and seconded by Cal Macy, the Consent Agenda and recommended procedures as previously distributed by Dave Stumpo were unanimously approved by the Board.

III. Financial Report

Jim Ditch presented a financial report covering the fees and expenses of the consortium for the period May 1, 2006---July 31, 2006, outlining the current status of the consortium's financial position. Ditch reviewed the consortium's specific expenses incurred and paid by month during such period, summarizing the total expenses incurred as approximately \$11,766. He further reported that total revenues received during the period, primarily from ITS America, were \$14,328, leaving a current financial balance of the consortium as \$2,562.00. Ditch commented that most of the work performed and expenses incurred during the period were devoted to preparation of the consortium's application to the FTA for the earmark congressional appropriation.

IV. Secretary Report

Alan Fox, Secretary, described efforts made and notices provided by way of follow up to previous Board direction to encourage attendance at the current annual meeting and requests to consortium members and participants to volunteer for Board director and officer positions. Fox then proceeded to distribute to Board members copies of the written communications from the Internal Revenue Service in early June, 2006, confirming the approval of the IRS of the consortium's application for Internal Revenue Code Section 501(c)(3) tax exempt status. Fox emphasized the importance of such communication from the IRS to the consortium's ongoing operations, financial

applications, and status, and encouraged Board members to retain copies of such communications in their personal consortium files. Fox commented that a similar, California state tax exemption status should and would in turn be applied for, and remarked that achievement of such state tax exempt status would in all probability be aided by virtue of the recent approval by the IRS of the consortium's 501(c)(3) status.

Secretary Fox then described various Bylaw amendments previously approved by the Board, together with potential future amendments which will in all likelihood be recommended to bring the consortium into line with its anticipated practices and operating requirements.

V. Management Report

A. Information Reports

i] ITS America Contract Status. Dave Stumpo reported good news with regard to the renewal of the consortium's contract with ITS America, describing the renewal contract as having been approved and signed. Stumpo further described the contract as amounting to \$75,000, and indicated that it will cover a period from August 1, 2006, through March 31, 2007, and will be managed by Long Beach Transit through ITS America. Stumpo reported that the principal task of the current phase of the contract will involve continuing support for the development of the consortium and its training curriculum in the southern region of California, and the commencement of a professional capacity development program in the northern Bay Area of the state. Stumpo indicated that the contract revenues will be payable to Long Beach Transit as manager, and will ultimately be divided between northern and southern California on a two-thirds/one-third basis, respectively, with a partial purpose of enhancing the political and financial prospects of both areas for additional congressional funding.

Dave Stumpo responded to questions regarding the status of organized efforts in northern California to create a similar transit training consortium to the SCR TTC by characterizing such efforts as largely conceptual to date, and consisting of a grouping of Bay Area community colleges and transit agencies spearheaded by individual leaders at the City College of San Francisco and San Joaquin Transit. Stumpo distinguished such efforts from a separate, Department of Labor grant to a generally similar, east-coast-based training program currently being administered in northern California.

ii] Earmark Status. Dave Stumpo reported further good news in connection with the status of the congressional appropriation earmark with the FTA, commenting that through contacts with the FTA by Lisa Patton at Long Beach Transit, the consortium now has a vendor number, a DUNS number, and a grant number with the FTA, all having been obtained with the purpose of advancing the application status for the earmarked congressional appropriation monies. Stumpo further commented that the

application is now being processed in the name of the consortium, rather than through Long Beach Transit as an individual consortium member, as a result of the consortium's recently approved new tax exemption status.

Dave Stumpo advised that two Board resolutions would be required in connection with the earmark application to the FTA, one pertaining to designation of an authorized representative of the consortium with signature authority for documents having to do with the application, and the other with authorization to execute the application itself. After discussion concerning an appropriate designee for such signature authority, and general consensus that Dave Stumpo as consortium Project Manager would be the appropriate signing authority on behalf of the consortium in light of his responsibilities, activities and closeness to day-to-day operations of the consortium, Mike Slavich moved, and Kevin Anderson seconded, that Dave Stumpo be designated the consortium's signing authority for purposes of the application. Cal Macy inquired as to the duties of such designee, commenting that providing contracting authority might conflict with Stumpo's other responsibilities with the consortium. After further discussion, including Dana Lee's advice concerning the limitations on such signing authority and the absence of conflicts, the Board unanimously approved the motion giving Dave Stumpo signing authority for purposes of the earmark application. Upon a further motion by Mike Slavich, as seconded by Jim Ditch, the Board then unanimously authorized the consortium to proceed with the filing of the subject application with the FTA. Specifically, the Board authorized David M. Stumpo, as Project Manager, to be assigned and to utilize as appropriate a Personal Identification Number (PIN) for the execution of annual Certification and Assurances issued by the Federal Transit Administration, submission of all FTA grant applications, and the execution of all FTA grant awards, on behalf of the consortium's officers, for the Transportation Electronic Award and Management Process (TEAM).

iii] Board Reports for ACTION. Dave Stumpo suggested that the Board consider adopting a resolution authorizing a Bylaw amendment changing the date of the annual meeting of the Board from what is currently set as July of each year. Stumpo circulated a possible Board resolution for adoption, in the form of a Board Report, as follows:

“The purpose of this Board Report is to adopt a resolution for a change to the Bylaws with regard to the time of the annual meeting.

“Whereas, under the currently applicable bylaw the SCRTTC is supposed to have its Annual General Meeting in July which includes board elections;

“Whereas, because the SCRTTC is on a calendar year budget and schedule, it would make more business sense to hold the annual general meeting as the last Board meeting of the calendar year.

“Be it resolved, staff recommends a change to current Bylaw 7.6, allowing the changed language to be entered as, [*“...shall be held once a year at such time or times as are stipulated by the Board and announced well in advance thereof by the Corporation...”*], which language allows the change of the annual general meeting to be more in line with the organization's goals, budgets and business cycle.

“Move for adoption.”

Upon motion by Mike Slavich, as seconded by Jess Guerra, the recommended Board resolution changing the date of the annual general meeting as set forth above was unanimously approved.

VI. Committee Reports

A. Legislative and Finance Committee.

i] Legislative Committee Activities. Dana Lee, Chair of the Legislative Committee, reported on various developments and news concerning the consortium’s ongoing legislative and financial requirements, and the political environment affecting such needs. Dana commented that a relatively substantial turnover has occurred among local elected officials since the inception of funding activities for the consortium, which changes will in turn affect the consortium’s approach to future funding efforts, and that a team approach will be utilized in connection with an educational campaign with newly elected officials. Dana encouraged the Board and meeting participants to review the propositions connected with the November, 2006, election ballot, and particularly certain propositions affecting capital projects for transportation, which she described generally.

Jim Ditch reported, in connection with Dana Lee’s report and various questions concerning the timing and availability to the consortium of the congressional appropriation earmark monies, that annual consortium membership fee invoices as authorized at the May, 2006, Board meeting, have recently been forwarded to consortium members, and that revenues from such fees should fund consortium activities for the period until the earmark funds are available. Ditch and Dana together characterized the estimated waiting period until such earmark funds are available as approximately 60-90 days from the time when the earmark grant application is submitted to the FTA.

Dave Stumpo proceeded to explain what forms will be required as part of the earmark application submission, and described a detailed and seemingly complicated process for completing the application. Dana Lee further explained that, by virtue of the immediate end of the FTA’s fiscal year at the end of September, 2006, for practical purposes in terms of any near-term availability of earmark funding, the application should be finalized and submitted not later than such date. Milo Victoria reminded the Board and meeting participants of the funding parameters for the first two years of the appropriation, and further reiterated to the Board that the consortium cannot begin to be reimbursed for current expenditures until funding authorization has been granted by the FTA.

Jim Ditch suggested that the Finance Committee hold meetings in the relatively near future to determine how the consortium should allocate the earmark funds when they become available. Cal Macy inquired whether such allocation decisions should

more appropriately be a function of the Organization Committee, to which Ditch explained the general division of responsibilities between the Finance and Organization Committees, commenting that such deliberations constitute a nice problem to have. Dave Stumpo advised that the consortium should in all probability plan to accelerate its spending of the anticipated funds in the first and second years of the appropriation, and Dana Lee further counseled that the consortium should establish milestones and goals in order to demonstrate to the FTA how the earmark funds are spent in furtherance of its specific objectives.

Dave Stumpo suggested that the Board plan on having the Planning and Finance Committees join together before the end of September in order to determine how such monies should be spent, and accordingly to be generally organized and prepared when authorization is given. After further discussion, it was agreed that such a joint meeting of the Planning and Finance Committees would take place during September to develop an appropriate action plan. Alan Fox noted that such plans considerably alter and expand the anticipated role of the Finance Committee, which was originally created on an ad hoc basis to organize fund raising efforts for the consortium from private and non-governmental sources.

ii] Finance Committee Activities. Kevin Anderson, Chair, opened his report by commenting that the principal funding activity of the consortium in the immediate past few months has been conducted primarily by Dave Stumpo in leading efforts to finalize all necessary approvals for the earmark. Anderson proceeded to describe, with the assistance of Mike Slavich, a grant application by Rio Hondo College for up to \$400,000 in funding from the IDRC, the industry regional collaborative, in connection with transit training, a decision on which should be anticipated by approximately mid-September and which Slavich described as a “win/win” for the consortium and the college if successful. Frank Spalding inquired whether a steering committee would be created to determine the training topics to be delivered if the application is successful, to which Slavich responded that such a steering committee would in fact develop the training agenda and would in all likelihood move quickly in its decision-making once authorization is granted.

Alan Fox asked whether the Finance Committee had attempted and been able to utilize the inventories and bibliography of potential funding sources previously developed, which lists had been generated twice in the past at the expense of the consortium and for the use of which the Finance Committee had originally been created. Chair Anderson replied in the affirmative, but added that such reviews and follow up were challenging, that the Committee has had its hands full with other projects, and that a necessary element for moving forward with certain potential donors has been identifying and utilizing someone who could actually prepare the application(s) for the grant opportunities. Jim Ditch requested clarification whether the consortium is or may be in competition with community colleges in pursuing private funding, and whether potential conflicts may exist.

Chair Victoria raised the subject of the current membership of the Finance Committee. The members at the moment were identified as Dave Stumpo, Cal Macy, Kevin Anderson, and Marci Malaster. Chair Anderson encouraged more consortium members to apply, given the expanded role and responsibilities and increased importance of the Committee to the consortium's activities, and Milo Victoria underlined the request, asking directly for more volunteers. Jim Ditch, Nina Babiarz, Jess Guerra, and Steve Donley immediately volunteered, and were accepted with gratitude, as members of the Finance Committee.

Finance Chair Kevin Anderson then inquired whether the time may be approaching when the consortium should consider pursuing a full-time person to manage the consortium. Jim Ditch immediately responded by indicating that, as a wholly new subject, he strongly felt that the time was appropriate at the minimum to engage a person or persons on behalf of the consortium as a "Consortium Coordinator", or full or part-time local manager. Ditch outlined his vision of such manager's responsibilities as being to coordinate and communicate among consortium members and to help the organization develop its transit training objectives, by small steps or otherwise and through geographic zones or otherwise, all with the purpose of serving as a "point person" and contact point for all members. Ditch explained his opinion that the consortium has necessarily to this point in its history progressed through a series of temporary stopgap measures for lack of sufficient funds to support an active manager. Ditch suggested that such a manager or coordinator could serve as the local "legs" and "ears" of the consortium to promote visibility and communication, to follow up immediately on member concerns and questions, and to market the consortium's services and activities to potentially interested parties and organizations such as vendors, transit suppliers, and industry associations such as the California Transit Association ("CTA), as well as the community colleges generally.

Chair Victoria asked Jim Ditch whether he wanted to offer a motion to the Board in support of his ideas. Mike Slavich indicated that he was aware of a potentially available candidate for such a position, Ditch similarly indicated his awareness of another such potential candidate, and discussion ensued whether one or more persons might effectively be so engaged and whether such a position or positions could be full-time or part-time. Chair Victoria suggested the formation of an ad hoc hiring committee of three Board members who would start the process of considering more specifically such a potential position and identifying possible candidates, and he asked Jim Ditch to assume the leadership of such a committee, with Kevin Anderson and Cal Macy as fellow committee members. It was agreed after discussion that such ad hoc committee would provide as a "deliverable" specific recommendations by no later than the November Board meeting, together with an appropriate proposed job description and expectations. Dana Lee advised the Board to proceed with caution and conservatism in the contracting with such individual or individual(s) in order to comply with the reimbursement parameters of the earmark appropriation. Jim Ditch, Tom Barrio, and Mike Slavich in turn discussed related subjects and details concerning such a position, including potential obligations for job benefits, availability and payment for clerical services, supplies and related tangible requirements, and legal and employment status

clarifications such as whether the position might constitute a consultancy, independent contractor, or employee status with the consortium.

The Board and meeting participants recessed for a brief lunch at approximately 12:20 p.m.

iii] Planning and Curriculum Committee. Dave Stumpo, Chair, reported that there had been no formal Planning Committee meetings since the last Board meeting, although there had been numerous support activities in the way of general planning for training and classes, which Stumpo described. Stumpo commented that significant work has been done in the form of course delivery and preparation for the earmark appropriation application, and he remarked that the timing is appropriate for a September meeting of the Planning Committee.

iv] Organization Committee. Alan Fox, Co-Chair, reported that there had been no formal meeting of the Organization Committee since the last Board meeting in May. He described various bylaw amendments which have been passed, and other potential amendments which are being considered for proposal to the Board for adoption. He repeated his previous description of the communications from the Internal Revenue Service informing the consortium of its approval for Section 501(c)(3) tax exemption status. He as well reminded the Board that a California state tax exemption should and would now be applied for on behalf of the consortium, and that such application would in most respects closely adhere to the procedures and information previously included in the tax exemption application filed with the IRS.

VII. New Business.

A. Election of Board of Directors and Officers

Chair Milo Victoria opened discussions regarding election of consortium officers and Board members for the forthcoming year by reporting that nomination forms for Board and officer positions had been distributed to consortium members and participants a few weeks in advance of the meeting. Dave Stumpo, to whom the nominations had been forwarded, announced that seven nominations had been received, and read the names of those so nominated. Mike Slavich inquired whether two persons from the same college would be allowed, and Kevin Anderson commented in response that there might not be value in having two elected representatives from the same college. Jess Guerra asked generally whether there were insufficient potential Board candidates in total to ensure no doubling-up or overlap in college representation. Ralph Merced orally nominated Frank Scholl from OCTA, who declined.

Dave Stumpo then suggested a protocol for how the election of Board members would be conducted, commencing with individual nominations followed by an indication from each such nominee whether he or she would accept the nomination. Accordingly, the following individuals were nominated as Board members for the following year, and each in turn indicated willingness to accept the nomination: Milo Victoria, Kevin Anderson, Jesse Guerra, Mike Slavich, Steven Donley, Ralph Merced, Cal Macy, Tom Barrio, and Jim Ditch. Al Pierce was nominated in absentia, and his willingness to accept his nomination was indicated by Frank Scholl on behalf of OCTA. Marty Orozco and George Karbowski each declined nomination, mentioning timing difficulties and an inability to serve in a full capacity at the present time. Upon motion by Mike Slavich, as seconded by Tom Barrio, the following individuals were unanimously approved as directors of the consortium for the forthcoming year: Milo Victoria, Kevin Anderson, Jess Guerra, Mike Slavich, Steven Donley, Ralph Merced, Cal Macy, Tom Barrio, Jim Ditch, and Al Pierce.

Stumpo proceeded to advise that officer positions of Chair, Vice Chair, Vice President/Chief Financial Officer and Secretary for the consortium for the forthcoming year should be elected. Upon motion by Jim Ditch, as seconded by Cal Macy and Mike Slavich, Milo Victoria was unanimously re-elected Chair. For Vice Chair, upon motion by Jim Ditch, as seconded by Mike Slavich, Al Pierce was unanimously elected in absentia. Ralph Merced then moved the nomination of Cal Macy for the position of Vice President/Chief Financial Officer, Mike Slavich seconded the nomination, and the group proceeded to unanimously elect Cal Macy to such position. Finally, upon nomination by Cal Macy, as seconded by Mike Slavich, Alan Fox was unanimously re-elected as consortium Secretary.

Alan Fox suggested for purposes of fairness, appropriate representation of all geographic areas included in the consortium, and due forethought to potential candidates and positions, that future elections be conducted through the mechanism of a Nominating Committee. Chair Victoria responded in turn by announcing that the consortium would tentatively plan on the appointment of a Nominating Committee in advance of the following year's elections, and perhaps at the May or August, 2007, Board meeting. Jim Ditch added that the Board might consider in the future imposing a form of term limits on Board and officer positions in order to ensure adequate turnover in leadership and the regular introduction of fresh perspectives and ideas.

B. Proposed 12-Month Meeting Calendar

Chair Victoria turned to the proposed schedule of Board meetings for the following year. After discussion of potential Board meeting dates in early November, including during the CTA meetings, the Board agreed that it would next meet the first Thursday in December, December 7th, at what is intended to be a centrally located venue for all consortium members. It further agreed that its meeting dates for the following year would thereafter be on February 8, 2007, May 10, 2007, and August 9, 2007.

C. Miscellaneous

Ralph Merced inquired whether , as part of the consortium's participation with ITS America and in light of the organization's long-term goals, the consortium should perhaps plan on a near-future Board meeting in San Jose or another appropriate location in northern California. Jim Ditch responded in the negative, suggesting that the consortium itself, and its work with ITS America and fellow northern California organizations, is still in the development stage, and that any such meeting in northern California would be premature for at least another year.

Ralph Merced further inquired whether, in light of Long Beach Transit's financial services to this point on behalf of the consortium, such functions can perhaps be transferred to the consortium itself once funding appropriations are approved. Jim Ditch commented that such transfer would be appropriate, and he added that in light of the time which has transpired since the commencement of the consortium, the changing relationships, and new members, an action plan was being developed to personally revisit all consortium participants in an effort to cement working relationships, identify appropriate contact persons at each college and transit agency, and renew ties and understandings within the consortium organization.

Chair Milo Victoria thanked everyone for attending the meeting, and especially Ralph Merced and Santa Monica Big Blue Bus for hosting the meeting.

The meeting adjourned at approximately 2:10 p.m.

Respectfully submitted,

Alan L. Fox, Secretary