



Connecting Our Community.

AGENDA - REVISED

EXECUTIVE COMMITTEE MEETING

FRIDAY, FEBRUARY 3, 2017 – 9:00 A.M.

OMNITRANS

1700 WEST FIFTH STREET

SAN BERNARDINO, CA 92411

The meeting facility is accessible to persons with disabilities. If assistive listening devices or other auxiliary aids or Limited English Proficiency services are needed in order to participate in the public meeting, requests should be made through the Board Secretary at least three (3) business days prior to the Committee Meeting. The Board Secretary’s telephone number is 909-379-7110 (voice) or 909-384-9351 (TTY). If you have comments about items on the agenda or other general concerns and are not able to attend the meeting, please mail them to Omnitrans at 1700 West Fifth Street, San Bernardino, California, Attention Board Secretary. Comments may also be submitted by email to BoardSecretary@omnitrans.org.

THIS MEETING IS AVAILABLE BY TELECONFERENCE AT THE FOLLOWING LOCATIONS AND WILL BE CONDUCTED IN ACCORDANCE WITH GOVERNMENT CODE SECTION 54953(B).

CITY OF CHINO HILLS, 14000 CITY CENTER DRIVE, CHINO HILLS, CA 91709

CITY OF ONTARIO, 303 EAST B STREET, ONTARIO, CA 91764

THESE LOCATIONS ARE ACCESSIBLE TO THE PUBLIC AND MEMBERS OF THE PUBLIC MAY ADDRESS THE COMMITTEE FROM THESE TELECONFERENCE LOCATIONS.

A. CALL TO ORDER

B. ANNOUNCEMENTS/PRESENTATIONS

1. Next Committee Meeting: March 3, 2017 – 9:00 a.m.
Omnitrans Metro Facility

C. COMMUNICATIONS FROM THE PUBLIC

This is the time and place for the general public to address the Board for items that are not on the agenda. In accordance with rules applicable to meetings of the Executive Committee, comments on items not on the agenda and on items on the agenda are to be limited to a total of three (3) minutes per individual.

D. POSSIBLE CONFLICT OF INTEREST ISSUES

N/A

E. DISCUSSION ITEMS

1. Approve Executive Committee Minutes – December 7, 2016
2. Receive & File Governance Structure and Liability Review

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6

F. BOARD BUSINESS

There is no Closed Session scheduled.

G. REMARKS AND ANNOUNCEMENTS

H. ADJOURNMENT



1700 W. Fifth St.
San Bernardino, CA 92411
909-379-7100
www.omnitrans.org

ITEM # E1

**EXECUTIVE COMMITTEE MEETING
MINUTES
DECEMBER 7, 2016**

A. CALL TO ORDER

The Executive Committee Meeting was called to order by Chair Sam Spagnolo at 12:10 p.m., Friday, December 7, 2016 at the San Bernardino County Transportation Authority Administrative Offices.

COMMITTEE MEMBERS ATTENDING

Mayor Pro Tem Sam Spagnolo, City of Rancho Cucamonga – Board Chair
Council Member Ron Dailey, City of Loma Linda – Board Vice Chair
Council Member Ed Graham, City of Chino Hills
Council Member Penny Lilburn, City of Highland
Council Member Alan Wapner, City of Ontario

COMMITTEE MEMBERS NOT ATTENDING

Council Member John Roberts, City of Fontana

OMNITRANS STAFF ATTENDING

P. Scott Graham, CEO/General Manager
Vicki Dennett, Senior Executive Assistant to CEO/General Manager

B. ANNOUNCEMENTS/PRESENTATIONS

Next Committee Meeting: Friday, January 6, 2017, 9:00 a.m.
 Omnitrans Metro Facility

C. COMMUNICATIONS FROM THE PUBLIC

There were no communications from the public.

D. POSSIBLE CONFLICT OF INTEREST ISSUES

There were no Conflict of Interest Issues.

E. DISCUSSION ITEMS

1. Approve Executive Committee Minutes – September 2, 2016

M/S (Graham/Wapner) that approved the Executive Committee Minutes of September 2, 2016. Motion was unanimous by Members present.

2. Adopt Calendar Year 2017 Executive Committee Schedule

M/S (Graham/Lilburn) that adopted Calendar Year 2017 Executive Committee Schedule, set for 9:00 a.m., the first Friday of each month:

January 6, 2017
February 3, 2017
March 3, 2017
April 7, 2017
May 5, 2017
June 2, 2017
July 7, 2017
August 4, 2017
September 1, 2017
October 6, 2017
November 3, 2017
December 1, 2017

Motion was unanimous by Members present.

3. West Valley Connector Update – Discussion

Executive Director Dr. Ray Wolfe, San Bernardino County Transportation Authority (SBCTA), reported that the purpose of this item was to provide an update on the proposal for SBCTA to take over the West Valley Connector Project. He stated that the idea for this project was to have a two-phased approach. The first phase would be the implementation of an Express Line and the second phase would be a more long-term project, with the implementation of a full Bus Rapid Transit (BRT).

Dr. Wolfe explained that the recommendation is for SBCTA to assume the responsibility of project development and Omnitrans to provide the operational aspect of the project. He referred to a similar collaboration between the agencies with the Redlands Rail Project which was expected to be in service in 2020.

Dr. Wolfe explained that the recommendation to transfer the West Valley Connector Project development to SBCTA would be presented to their Transit Committee next week for approval. He mentioned that after several discussions, it was determined that the original anticipated cost of the project would not be enough, particularly in regards to the Right-of-Way acquisitions. Dr. Wolfe indicated that SBCTA and Omnitrans staff would be developing a more realistic cost and project delivery schedule.

Member Wapner thanked both P. Scott Graham and Dr. Ray Wolfe for working together on this project and for improving the relationship between SBCTA and Omnitrans. He expressed his support for the defined roles and responsibilities of the two agencies. Member Wapner mentioned the Redlands Rail Project and appreciated that Omnitrans would be handling the rail operations portion of the project. He also expressed his support for the West Valley Connector Project being a phased-in approach beginning with the implementation of the Express Service as the acquisition portion was being worked through.

Member Wapner clarified that the proceeds of the land sell in the City of Rancho Cucamonga would go directly back into the project with Omnitrans.

Member Dailey referred to the cost and schedule estimates and asked if his staff had any reports on the increases. Dr. Wolfe responded that perhaps a more in-depth analysis of the project would be available in March or April. Member Dailey asked if there were any estimates on how long the delay would be. Dr. Wolfe responded that it would be a couple of more years.

Member Lilburn echoed Member Wapner's comment regarding the improved relationship between SBCTA and Omnitrans. She also she appreciated that other alternatives were being looked at for the West Valley Connector corridor.

Chair Spagnolo expressed his support for the roles and responsibilities of the agencies and agreed with the phased in approach beginning with an Express Service. He stated that previously, there had been some issues with competition for the same grant programs and was glad to see that everyone was working together.

Director Wapner referred to the Small Starts application and stated that whatever action or recommendation was taken by the Executive Committee today, that all be in agreement to support that SBCTA's application for this year and next year they support ours.

P. Scott Graham stated that he was pleased to be working with SBCTA on the Redlands Rail Project and now on the West Valley Connector Project. He thanked everyone for their support.

M/S (Lilburn/Wapner) that recommended the Board adopt the definition of roles and responsibilities for the West Valley Connector Project. Motion was unanimous by Members present.

F. BOARD BUSINESS

There was no Closed Session.

G. REMARKS AND ANNOUNCEMENTS

There were no remarks or announcements.

H. ADJOURNMENT

The Committee adjourned at 12:29 p.m. The next Executive Committee Meeting is scheduled Friday, January 6, 2017, at 9:00 a.m., with location posted on the Omnitrans website and at the Omnitrans San Bernardino Metro Facility.

Prepared by:

Araceli Barajas, Executive Staff Assistant



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ITEM # E2

DATE: February 3, 2017

TO: Board Chair Sam Spagnolo and Members of the Executive Committee

THROUGH: P. Scott Graham, CEO/General Manager

FROM: Haviva Shane, General Counsel

SUBJECT: GOVERNANCE STRUCTURE AND LIABILITY REVIEW

FORM MOTION

Receive and file report presented by Omnitrans' General Counsel Haviva Shane regarding Omnitrans' governance structure and liability review.

BACKGROUND

During the process of amending the Omnitrans Joint Powers Agreement, the Executive Committee requested a review of the risk mitigation options related to Omnitrans new role as manager of the contract that will provide for the operations and maintenance of the Federal Railroad Administration – compliant hybrid vehicle rail service; the “Arrow”.

DISCUSSION

1. Amended JPA.

SECTION 4. POWERS

(6) Incur debts, obligations and liabilities, provided, however, the debts, obligations and liabilities incurred by Omnitrans shall not be, nor shall they be deemed to be, debts, obligations, or liabilities of any party;

SECTION 11. PARTIES' LIABILITY.

Each party to this Agreement, whether individually or collectively, does not assume, nor shall a party be deemed to assume, liability for:

- (1) Any act of Omnitrans or for any act of Omnitrans agents or employees;
- (2) The payment of wages, benefits, or other compensation of officers, agents or employees of Omnitrans; or
- (3) The payment of workmen's compensation or indemnity to agents or employees

of Omnitrans for injury or illness arising out of performance of this Agreement

Indemnity by Authority: Provided that a party has acted in good faith and in accordance with this Agreement, the Authority shall defend, indemnify and hold such party free and harmless from any loss, liability or damage incurred or suffered by such party by reason of litigation arising from or as a result of any of the following: the party's participation in the Authority, or any other act performed or to be performed by the party pursuant to this Agreement, provided, however, that such indemnification or agreement to hold harmless pursuant to this Section shall be recoverable only out of Authority assets (including insurance proceeds) and not from other parties to this Agreement.

Risk Management and Insurance: The Authority shall employ the principles of sound risk management in its operations. Risks shall be identified, evaluated, and treated in a manner that protects the Authority and each party to this Agreement. The Authority shall acquire and maintain throughout the term of this Agreement insurance in the amounts and types necessary and sufficient to protect the interest of the Authority and each party to this Agreement. Unless otherwise agreed upon by the Board of Directors, each party hereto shall be named as an additional insured on the Authority's liability coverage.

2. Passenger Rail Liability Cap, 49 USCS § 28103, as amended by the FAST Act.

- The FAST Act increases the passenger rail liability cap from \$200 million to \$295 million. The FAST Act also adjusts the cap for inflation every fifth year going forward.
- The cap is the aggregate allowable awards to all rail passengers, against all defendants, for all claims, including claims for punitive damages, arising from a single accident or incident.
- Contractual obligations. A provider of rail passenger transportation may enter into contracts that allocate financial responsibility for claims.

3. Potential Outstanding Concerns.

- Review of Joint Powers Authority law, Government Code Section 895-895.8

4. Option to Form as New Transit District Through Special Legislation.

- Omnitrans could consider forming as a legislatively created special act transit district, and replacing its existing structure with that of the new transit district. This would require drafting legislation satisfactory to the Board, and identifying a legislative sponsor. Due to timing constraints, it does not appear that Omnitrans would be prepared to pursue this approach until the 2019-2020 legislative cycle.

2017-2018 Cycle

2017 Legislative Calendar/Deadlines:

- January 20, 2017: Last day to submit bill requests to the Legislative Counsel
- February 17, 2017: Last day for bills to be introduced in the Legislature

PSG:HS