



MINUTES

Special Board of Directors' Meeting

Call to Order

The November 16, 2020, Special Board of Directors (Board) meeting of the Los Angeles - San Diego – San Luis Obispo (LOSSAN) Rail Corridor Agency (Agency) was called to order by Chairman Murray at 9:04 a.m. at the Orange County Transportation Authority Headquarters, Board Room – Conference Room 07-08, 550 South Main Street, Orange, California.

Roll Call

The Clerk of the Board (COB) conducted an attendance Roll Call and announced there was quorum of the Board of Directors (Board) as follows:

Directors Present: Al Murray, Chairman
Tim Shaw, OCTA

Via teleconference:

Dana Reed, Vice Chairman
Jewel Edson, NCTD
John Fasana, Metro
Caylin Frank, SDMTS
Gregg Hart, SBCAG
Ellie Haviland, SANDAG
Bryan MacDonald, Immediate Past Chairman, VCTC
Jess Talamantes, Metro
Fred Strong, SLOCOG
Kyle Gradinger, Caltrans, Ex-Officio
Tamika Smith, Amtrak, Ex-Officio

Directors Absent: None

Staff Present: Jennifer L. Bergener, Immediate Past Managing Director
Donna DeMartino, Managing Director (Teleconference)
Martha M. Ochoa, LOSSAN Clerk of the Board
Gina Ramirez, LOSSAN Deputy Clerk of the Board
James M. Donich, General Counsel (Teleconference)

Pledge of Allegiance

The Pledge of Allegiance was led by Chairman Murray.

1. Public Comments

There were no public comments.

Special Calendar

There were no Special Calendar matters.

Consent Calendar

There were no Consent Calendar items.

Regular Calendar

2. Authorization to Disclose to the audit firm of Crowe, LLP Information Pertaining to Closed Session Discussions of the Los Angeles – San Diego – San Luis Obispo Rail Corridor Agency Board of Directors on November 18, 2019, and of the Executive Committee on December 2, 2019

James Donich, General Counsel, provided opening comments on this item and discussed the Agency is currently undergoing its annual financial audit. He stated an anonymous letter was received by Crowe's LLP, auditors that made allegations against the Board and LOSSAN staff regarding Donna DeMartino's appointment and that she was improperly appointed to the position of Managing Director.

Mr. Donich stated he could not go into any further detail on this item since it would disclose Closed Session information. The only body that can authorize the release of Closed Session information is the Board itself.

Mr. Donich is requesting the Board of Directors to authorize the disclosure of closed session discussions of the Board of Directors on November 18, 2019, and of the Executive Committee on December 2, 2019, to Crowe's audit firm LLP. He stated releasing this information will allow the auditors to have one-on-one discussions with each of the Board Members who took part in the Closed Sessions on November 18, 2019, on December 2nd, 2019.

2. (Continued)

A motion was made by Chairman Murray, seconded by Vice Chairman Reed, and following a roll call vote, declared passed 10-0, to approve:

- A. Authorize the members of the Los Angeles – San Diego – San Luis Obispo Rail Corridor Agency Board of Directors and staff to disclose closed session discussions of the Board of Directors on November 18, 2019 and of the Executive Committee on December 2, 2019 to the audit firm of Crowe, LLP.
- B. If the Board of Directors approve Recommendation No. 1, authorize the General Counsel to discuss the background of the issue with the Board of Directors and take whatever action the Board of Directors deems necessary.

Director Strong was not present to vote on this item.

Discussion Items

3. Managing Director's Report

Chairman Murray stated there were no items to report.

4. Board Members' Report

There were no Board Members' Reports.

5. Closed Session

There were no Closed Session items scheduled.



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6. Adjournment

The next regularly scheduled meeting of this Board will be held:

Monday, November 16, 2020

11:15 a.m. - 12:45 p.m.

Orange County Transportation Authority Headquarters

Board Room - Conference Room 07-08

550 South Main Street

Orange, California

ATTEST:

Gina Ramirez
LOSSAN Agency
Deputy Clerk of the Board

Al Murray
LOSSAN Agency Chairman