MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE
SAN JOAQUIN REGIONAL TRANSIT DISTRICT
MONDAY, DECEMBER 16, 2013

Chair Gary S. Giovanetti called a Special Meeting of the Board of Directors of the San Joaquin Regional Transit District (RTD) at 4:00 p.m. on Monday, December 16, 2013, in the Boardroom of RTD's Downtown Transit Center (DTC) located at 421 East Weber Avenue, Stockton, California

1. CALL MEETING TO ORDER Chair Giovanetti called the meeting to order at 4:00 p.m.

2. MOMENT OF SILENCE/REFLECTION

3. PLEDGE OF ALLEGIANCE TO THE FLAG

4. ROLL CALL Present: Gary S. Giovanetti, Les J. Fong, Duane Isetti, Joni Bauer, Michael P. Restuccia Absent: None

Staff Present

Donna DeMartino, General Manager/CEO
Al Hoslett, Legal Counsel
Shelly Valenton, Executive and Board Support Manager
Lorena Herrera, Executive and Board Support Analyst

Members of the Public Who Indicated They Were Present

Tu Can Nguyen Kevin Dougherty

5. PUBLIC COMMENT

Tu Can Nugyen commented on the General Manger/CEO's evaluation and noted that manpower is important. She also commented on RTD staff and RTD buses.

Chair Giovanetti announced that the Board would recess to Closed Session to discuss the following matters:

6. CLOSED SESSION

A. PERSONNEL MATTERS
Public Employee – Performance Evaluation
Title: General Manager/CEO

B. CONFERENCE WITH REAL PROPERTY NEGOTIATOR, pursuant to Government Code section 54956.8:

1. Sale of Property: Parcels known as 1533 East Lindsay Street and 1528 East Fremont Street, Stockton, CA
Agency Negotiator: Donna DeMartino, General Manager/CEO

Under Negotiation: Purchase price and other related terms

Upon returning from Closed Session, Chair Giovanetti announced that no reportable action had been taken. Chair Giovanetti returned to the Public Comment section and called for Public Comment.

5. PUBLIC COMMENT

Kevin Dougherty commented on the sale of the parcels known as 1533 East Lindsay Street and 1528 East Fremont Street. He noted that under the Purchase and Sale Agreement his commission was 4%, but that the Seller and the Buyer had thereafter agreed in 2012 as a part of Amendment No. 1 to that agreement that his commission had been reduced to 3%, the Buyer having made him aware of that reduction. Now that the escrow is about to close, he indicated that since he did not agree to that reduction, he believed that the commission should remain at 4%. He acknowledged that the amendment to the listing agreement provided that his commission for this sale would not exceed 4%.

Director Fong noted that as a practice RTD enters into "not to exceed" contracts and that it does not mean the contract will be paid up to that "not to exceed" amount.

Chair Giovanetti thanked Mr. Dougherty for his comments and announced that the Board would recess to Closed Session to discuss the following matters:

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7. ACTION ITEMS

A. RESOLUTION: AMENDMENT NUMBER 9 TO THE EMPLOYMENT CONTRACT OF THE GENERAL MANAGER/CEO

Following a discussion of the performance of the General Manager/CEO and her compensation, the Board approved the following:

Resolution No. 5499: Board approval of Amendment Number 9 to the employment contract of the General Manager/CEO

ACTION: MOTION: DIRECTOR FONG SECOND: DIRECTOR RESTUCCIA
Roll Call:
AYES: Giovanetti, Fong, Bauer, Restuccia
NAYES: Isetti
ABSTAIN: None
ABSENT: None

8. QUESTIONS AND COMMENTS FROM DIRECTORS

None.

9. ADJOURNMENT

Chair Giovanetti adjourned the meeting at 4:45 p.m.