



## Board of Directors Agenda

Friday, April 11, 2025  
10:30 a.m. to 12:30 p.m.

Welcome to SANDAG. The Board of Directors meeting scheduled for Friday, April 11, 2025, will be held in person in the SANDAG Board Room. While Board members will attend in person, members of the public will have the option of participating either in person or virtually.

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Webinar ID: 884 7029 2009

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**Public Comments:** Members of the public may speak to the Board of Directors on any item at the time the Board is considering the item. Public speakers are generally limited to three minutes or less per person.

Persons who wish to address the members on an item to be considered at this meeting, or on non-agendized issues, may email comments to the Clerk at [clerkoftheboard@sandag.org](mailto:clerkoftheboard@sandag.org) (please reference Board of Directors meeting in your subject line and identify the item number(s) to which your comments pertain). Comments received by 4 p.m. the business day before the meeting will be provided to members prior to the meeting. All comments received prior to the close of the meeting will be made part of the meeting record.

If you desire to provide in-person verbal comment during the meeting, please fill out a speaker slip, which can be found in the lobby. If you have joined the Zoom meeting by computer or phone, please use the "Raise Hand" function to request to provide public comment. On a computer, the "Raise Hand" feature is on the Zoom toolbar. By phone, enter \*9 to "Raise Hand" and \*6 to unmute. Requests to provide live public comment must be made at the beginning of the relevant item, and no later than the end of any staff presentation on the item. The Clerk will call on members of the public who have timely requested to provide comment by name for those in person and joining via a computer, and by the last three digits of the phone number of those joining via telephone. Should you wish to display media in conjunction with your comments, please inform the Clerk when called upon. The Clerk will be prepared to have you promoted to a position where you will be able to share your media yourself during your allotted comment time. In-person media sharing must be conducted by joining the Zoom meeting on the personal device where the content resides. Please note that any available chat feature on the Zoom meeting platform should be used by panelists and attendees solely for procedural or other "housekeeping" matters as comments provided via the chat feature will not be retained as part of the meeting record. All comments to be provided for the record must be made in writing via email or speaker slip, or verbally per the instructions above.

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**Message from the Clerk:** In compliance with Government Code §54952.3, the Clerk hereby announces that the compensation for legislative body members attending the following simultaneous or serial meetings is: Executive Committee (EC) \$100, Borders Committee (BC) \$100, Board of Directors (BOD) \$150, and Regional Transportation Commission (RTC) \$100. Compensation rates for the EC, BC, and BOD are set pursuant to the SANDAG Bylaws, and the compensation rate for the RTC is set pursuant to state law.

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**Vision Statement:** *Pursuing a brighter future for all*

**Mission Statement:** *We are the regional agency that connects people, places, and innovative ideas by implementing solutions with our unique and diverse communities.*

**Our Commitment to Equity:** *We hold ourselves accountable to the communities we serve. We acknowledge we have much to learn and much to change; and we firmly uphold equity and inclusion for every person in the San Diego region. This includes historically underserved, systemically marginalized groups impacted by actions and inactions at all levels of our government and society.*

*We have an obligation to eliminate disparities and ensure that safe, healthy, accessible, and inclusive opportunities are available to everyone. The SANDAG equity action plan will inform how we plan, prioritize, fund, and build projects and programs; frame how we work with our communities; define how we recruit and develop our employees; guide our efforts to conduct unbiased research and interpret data; and set expectations for companies and stakeholders that work with us.*

*We are committed to creating a San Diego region where every person who visits, works, and lives can thrive.*

# **SANDAG** Board of Directors

The Board of Directors serves as the governing body of SANDAG and is made up of elected mayors, councilmembers, and county supervisors that are appointed from each of the region's 19 local governments. The Board of Directors serves as the forum for bringing together our local governments and public agencies to plan, program, and implement cooperative comprehensive planning across the San Diego region.

<b>Chair</b>	<b>Vice Chair</b>	<b>Second Vice Chair</b>	<b>Chief Executive Officer</b>
Hon. Lesa Heebner	Hon. Joe LaCava	Hon. John Minto	Mario Orso
<b>City of Carlsbad</b>		<b>City of Santee</b>	
Hon. Kevin Shin, Councilmember		Hon. John Minto, Mayor	
(A) Hon. Priya Bhat-Patel, Mayor Pro Tem		(A) Hon. Laura Koval, Councilmember	
(A) Hon. Keith Blackburn, Mayor		(A) Hon. Ronn Hall, Councilmember	
<b>City of Chula Vista</b>		<b>City of Solana Beach</b>	
Hon. Carolina Chavez, Deputy Mayor		Hon. Lesa Heebner, Mayor	
(A) Hon. Cesar Fernandez, Councilmember		(A) Hon. David A. Zito, Councilmember	
(A) Hon. Michael Inzunza, Councilmember		(A) Hon. Jewel Edson, Councilmember	
<b>City of Coronado</b>		<b>City of Vista</b>	
Hon. John Duncan, Mayor		Hon. Katie Melendez, Deputy Mayor	
(A) Hon. Carrie Downey, Councilmember		(A) Hon. Dan O'Donnell, Councilmember	
(A) Hon. Mark Fleming, Councilmember		(A) Hon. John Franklin, Mayor	
(A) Hon. Amy Steward, Councilmember		<b>County of San Diego</b>	
<b>City of Del Mar</b>		Vacant	
Hon. Terry Gaasterland, Mayor		Hon. Joel Anderson, Supervisor	
(A) Hon. Tracy Martinez, Deputy Mayor		(A) Hon. Terra Lawson-Remer Supervisor	
(A) Hon. John Spelich, Councilmember		(A) Hon. Monica Montgomery Steppe, Supervisor	
<b>City of El Cajon</b>		<b>Advisory Members</b>	
Hon. Bill Wells, Mayor		<b>Imperial County</b>	
(A) Hon. Steve Goble, Councilmember		Jesus Eduardo Escobar, Supervisor	
<b>City of Encinitas</b>		Imperial County	
Hon. Bruce Ehlers, Mayor		(A) Vacant	
(A) Hon. Marco San Antonio, Councilmember		<b>California Department of Transportation</b>	
(A) Hon. Joy Lyndes, Deputy Mayor		Ann Fox, Executive District 11 Director	
<b>City of Escondido</b>		(A) Everett Townsend, Deputy District Director	
Hon. Dane White, Mayor		(A) Roy Abboud, Supervising Transportation Planner	
(A) Hon. Judy Fitzgerald, Councilmember		<b>Metropolitan Transit System</b>	
(A) Hon. Joe Garcia, Councilmember		Hon. Matthew Leyba-Gonzalez	
<b>City of Imperial Beach</b>		(A) Hon. Patricia Dillard	
Hon. Jack Fisher, Councilmember		(A) Hon. Ronn Hall	
(A) Hon. Mitch McKay, Councilmember		<b>North County Transit District</b>	
(A) Hon. Matthew Leyba-Gonzalez, Councilmember		Hon. Jewel Edson	
<b>City of La Mesa</b>		(A) Hon. Priya Bhat-Patel	
Hon. Mark Arapostathis, Mayor		(A) Hon. Mike Sannella	
(A) Hon. Lauren Cazares, Councilmember		<b>U.S. Department of Defense</b>	
(A) Hon. Laura Lothian, Councilmember		Dennis Keck, Navy Region Southwest Executive Director	
<b>City of Lemon Grove</b>		(A) Anna Shepherd, Navy Region Southwest	
Hon. Alysson Snow, Mayor		(A) Muska Laiq, Navy Region Southwest	
(A) Hon. Jennifer Mendoza, Mayor Pro Tem		<b>Port of San Diego</b>	
(A) Hon. Jessyka Heredia, Councilmember		Dan Malcolm, Commissioner	
<b>City of National City</b>		(A) Job Nelson	
Hon. Luz Molina, Councilmember		<b>San Diego County Water Authority</b>	
(A) Hon. Ron Morrison, Mayor		Hon. Joy Lyndes	
(A) Hon. Ditas Yamane, Councilmember		(A) Joel Scalzitti	
<b>City of Oceanside</b>		(A) Valentine Macedo, Jr.	
Hon. Esther Sanchez, Mayor		<b>San Diego County Regional Airport Authority</b>	
(A) Hon. Eric Joyce, Deputy Mayor		Gil Cabrera, Chair	
(A) Hon. Jimmy Figueroa, Councilmember		(A) James Sly, Board member	
<b>City of Poway</b>		<b>Southern California Tribal Chairmen's Association</b>	
Hon. Steve Vaus, Mayor		Hon. Raymond Welch, Chairman,	
(A) Hon. Peter De Hoff, Councilmember		Barona Band of Mission Indians	
(A) Hon. Christopher Pikus, Councilmember		Hon. Cody Martinez, Chairman,	
<b>City of San Diego</b>		Sycuan Band of the Kumeyaay Nation	
Hon. Joe LaCava, Council President		<b>Mexico</b>	
(A) Hon. Vivian Moreno, Councilmember		Hon. Alicia Kerber-Palma	
(A) Hon. Sean Elo-Rivera, Councilmember		Cónsul General of Mexico	
Hon. Todd Gloria, Mayor		(A) Hon. Gilberto Luna	
(A) Hon. Kent Lee, Councilmember		Deputy Cónsul General of Mexico	
(A) Hon. Marni Von Wilpert, Councilmember		<b>Association of Planning Groups</b>	
<b>City of San Marcos</b>		Hon. Robin Joy Maxson	
Hon. Rebecca Jones, Mayor		(A) Hon. Eileen Delaney	
(A) Hon. Ed Musgrove, Councilmember			
(A) Hon. Mike Sannella, Councilmember			

# Board of Directors

Friday, April 11, 2025

## Comments and Communications

### 1. Non-Agenda Public Comments/Member Comments

Members of the public shall have the opportunity to address the Board of Directors on any issue within the jurisdiction of SANDAG that is not on this agenda. Public speakers are limited to three minutes or less per person. Public comments under this agenda item will be limited to eight public speakers. If the number of public comments under this agenda item exceeds eight, additional public comments will be taken at the end of the agenda. Board members and SANDAG staff also may present brief updates and announcements under this agenda item.

## Consent

### +2. Approval of Meeting Minutes

*Michael Garcia, SANDAG*

Approve

The Board of Directors is asked to approve the minutes from its March 28, 2025, meeting.

[Meeting Minutes](#)

### +3. Meetings and Events Attended on Behalf of SANDAG

*Francesca Webb, SANDAG*

Information

This report provides an update on meetings and events attended by Board members.

[Meetings and Events Attended on Behalf of SANDAG](#)

### +4. Policy Advisory Committee Actions

*Francesca Webb, SANDAG*

Approve

The Board of Directors is asked to ratify the actions taken by the Policy Advisory Committees as noted in the report.

[Policy Advisory Committee Actions](#)

[Draft BOD Agendas April 25, and May 9, 2025](#)

## Reports

### +5. Proposed Amendments to Board Policy No. 008 and General Counsel Hiring Options

*Julie Wiley, SANDAG*

Approve

The Board of Directors is asked to:

1. Approve the changes to Board Policy No. 008; and

2. Direct staff to prepare a recruitment and/or Request for Proposals for the General Counsel role.

[Amendments to Board Policy No. 008 General Counsel Hiring Options](#)

[Att. 1 -Draft Amended Board Policy No. 008](#)

[Att. 2 - General Counsel Survey and Interview Results](#)

[Presentation](#)

## Adjournment

### 6. Adjournment

The next Board of Directors meeting is scheduled for Friday, April 25, 2025, at 9 a.m.

+ next to an agenda item indicates an attachment

\* next to an agenda item indicates that the Board of Directors also is acting as the San Diego County Regional Transportation Commission for that item

## March 28, 2025, Board of Directors Meeting Minutes

### [View Meeting Video](#)

Vice Chair Joe LaCava (City of San Diego) called the meeting of the Board of Directors to order at 9:01 a.m.

Chair Lesa Heebner (Solana Beach) participated in the meeting remotely, and confirmed it was for “just cause” under AB 2449.

### **1. Non-Agenda Public Comments/Member Comments**

Public Comments: Purita Javier, Cesar Javier, Michael Brando, Truth, Mark, Allegedly Audra, Paul the Bold, Blair Beekman, Consuelo.

Member Comments: Mayor Rebecca Jones (San Marcos).

Vice Chair LaCava allowed for additional non-agenda public comments remaining from the March 14 meeting: Paul the Bold, Consuelo.

### **Consent**

### **2. Approval of Meeting Minutes**

The Board of Directors was asked to approve the minutes from its March 14, 2025, meeting.

### **3. Chief Executive Officer Delegated Actions**

In accordance with various board policies, this report summarized delegated actions taken by the Chief Executive Officer.

### **4. TransNet Active Transportation Grant Program Project Amendment**

The Transportation Committee and Independent Taxpayer Oversight Committee recommend that the Board of Directors reject the City of Carlsbad’s request for a two-year time extension and a reduced project scope of work for their Active Transportation Grant Program-funded Carlsbad Boulevard and Tamarack Avenue Pedestrian Improvement Project.

*This item was pulled from the Consent Agenda and deferred to a future meeting at the request of Councilmember Kevin Shin (Carlsbad).*

### **5. Regional Active Transportation Program Funding Recommendations**

This quarterly report provided an update on the status of the agency’s capital projects as approved in the FY 2025 Program Budget through December 2024 (Quarter 2).

### **6. Master Agreement for Transit and Intercity Rail Capital Program with Caltrans**

The Transportation Committee recommended that the Board of Directors adopt Resolution No. 2025-12, authorizing the Chief Executive Officer, Chief Financial Officer and the Director of Financial Planning, Budgets, and Grants to execute the Master Agreement for Transit and Intercity Rail Capital Program with Caltrans.

## **7. Policy Advisory Committee Actions**

The Board of Directors was asked to ratify the actions taken by the Policy Advisory Committees as noted in the report.

Public Comments: Truth, Cesar Javier, Allegedly Audra, Mark, Paul the Bold, Blair Beekman.

Action: Upon a motion by Second Vice Chair John Minto (Santee) and a second by Deputy Mayor Carolina Chavez (Chula Vista), the Board voted to approve Consent Agenda Item Nos. 2, 3, 5, 6 and 7.

The motion passed.

Yes: Chair Heebner, Vice Chair LaCava, Second Vice Chair Minto, Councilmember Shin, Deputy Mayor Chavez, Mayor John Duncan (Coronado), Mayor Terry Gaasterland (Del Mar), Mayor Bill Wells (El Cajon), Mayor Bruce Ehlers (Encinitas), Councilmember Joe Garcia (Escondido), Councilmember Mitch McKay (Imperial Beach), Councilmember Laura Lothian (La Mesa), Mayor Alysson Snow (Lemon Grove), Councilmember Ditas Yamane (National City), Mayor Steve Vaus (Poway), Mayor Jones, Deputy Mayor Katie Melendez (Vista), and Supervisor Joel Anderson (County of San Diego).

No: None.

Abstain: None.

Absent: City of Oceanside.

## **Reports**

### **8. Draft FY 2026 Program Budget**

Director of Financial Planning, Budgets and Grants Susan Huntington, Chief Financial Officer Dawn Vettese, Senior Director of Regional Planning Antoinette Meier, Director of Regional Transportation Services Lucinda Broussard, Director of Program/Project Management Clint Peace, Director of Human Resources Joshua Golter, and Senior Director Robyn Wapner presented an overview of the Draft FY 2026 Program Budget.

Public Comments: Truth, Cesar Javier, Allegedly Audra, Mark, Guadalupe Rojas, Rynell Baker, Alexis Crespo, Karely Serrano, Bryiseyda Cisneros, Maria Cortez, Paul the Bold, Blair Beekman, Consuelo.

Action: Upon a motion by Deputy Mayor Chavez and a second by Second Vice Chair Minto, the Board of Directors voted to approve the Draft FY 2026 Program Budget as presented.

The motion passed.

Yes: Chair Heebner, Vice Chair LaCava, Second Vice Chair Minto, Councilmember Shin, Deputy Mayor Chavez, Mayor Duncan, Mayor Gaasterland, Mayor Wells, Mayor Ehlers, Councilmember Garcia, Councilmember McKay, Councilmember Lothian, Mayor Snow, Councilmember Yamane, Mayor Jones, and Supervisor Anderson.

No: None.

Abstain: None.

Absent: Oceanside, Poway, Vista

### **9. Adjournment**

The next Board of Directors meeting is scheduled for Friday, April 11, 2025, at 10:30 a.m.

Vice Chair LaCava adjourned the meeting at 11:58 a.m.

**Confirmed Attendance at SANDAG Board of Directors Meeting**

<b>Board of Directors</b>	<b>Title</b>	<b>Name</b>	<b>Attend</b>
City of Carlsbad	Councilmember	Kevin Shin (Primary)	Yes
City of Chula Vista	Deputy Mayor	Carolina Chavez (Primary)	Yes
City of Coronado	Mayor	John Duncan (Primary)	Yes
County of San Diego	Supervisor	Vacant (Primary)	--
County of San Diego	Supervisor	Joel Anderson (Primary)	Yes
City of Del Mar	Mayor	Terry Gaasterland (Primary)	Yes
City of El Cajon	Mayor	Bill Wells (Primary)	Yes
City of Encinitas	Mayor	Bruce Ehlers (Primary)	Yes
City of Escondido	Councilmember	Joe Garcia (Alternate)	Yes
City of Imperial Beach	Councilmember	Mitch McKay (Alternate)	Yes
City of La Mesa	Councilmember	Laura Lothian (Alternate)	Yes
City of Lemon Grove	Mayor	Alysson Snow (Primary)	Yes
City of National City	Councilmember	Ditas Yamane (Alternate)	Yes
City of Oceanside	Mayor	Esther Sanchez (Primary)	No
City of Poway	Mayor	Steve Vaus (Primary)	Yes
City of San Diego	Councilmember	Kent Lee (Alternate)	Yes
City of San Diego	Vice Chair	Joe LaCava (Primary)	Yes
City of San Marcos	Mayor	Rebecca Jones (Primary)	Yes
City of Santee	Second Vice Chair	John Minto (Primary)	Yes
City of Solana Beach	Mayor	Lesa Heebner (Primary)	Yes
City of Vista	Deputy Mayor	Katie Melendez (Primary)	Yes
Caltrans	Executive Director	Ann Fox (Primary)	Yes
Metropolitan Transit System	Deputy Mayor	Matthew Leyba-Gonzalez (Primary)	Yes
North County Transit District	Councilmember	Jewel Edson (Primary)	Yes
Imperial County	Supervisor	Jesus Eduardo Escobar (Primary)	Yes
U.S. Department of Defense	Executive Director	Dennis Keck (Primary)	Yes
Port of San Diego		Job Nelson (Alternate)	Yes
San Diego County Water Authority		Patricia Dillard (Primary)	No
SDCRAA	Director	Gil Cabrera (Primary)	Yes
Mexico	Consul General	Alicia Kerber (Primary)	Yes
SCTCA	Chairwoman	Erica Pinto (Primary)	No
Association of Planning Groups	Chairwoman	Robin Joy Maxson (Primary)	Yes



## Meetings and Events Attended on Behalf of SANDAG

### Overview

In accordance with Government Code requirements, when members of a legislative body attend meetings at the expense of the local agency, a report is to be provided summarizing such meetings. Since the last report, the Board of Directors members reported their participation in the following meetings and events on behalf of SANDAG. Key topics of discussion are also summarized. Board members receive a stipend from SANDAG for participation in meetings and events representing the agency: in county, \$100 per meeting or event; out of county, \$150 per day per meeting or event.

### Action: Information

This report provides an update on meetings and events attended by Board members.

### Fiscal Impact:

Funding for expenses related to these meetings is provided via Overall Work Program Project No. 9000100 in accordance with Article III, Section 5 of the SANDAG Bylaws.

### Schedule/Scope Impact:

None.

### ***February 9-12, 2025: NARC National Conference of Regions***

Mayor Ron Morrison (City of National City) participated in the NARC National Conference of Regions as the officially appointed representative for SANDAG. The Conference of Regions is NARC's forum to discuss key policy issues and determine a legislative agenda for the year ahead, targeting topics central to our members and their local elected officials. NARC hosts its annual National Conference of Regions in Washington, DC for councils of government, metropolitan planning organizations, and other regional organizations, and their local elected leaders and professional staff. The conference draws a national audience consisting of elected city, county, and state officials, professionals, academics, and private sector representatives.

### ***March 5, 2025: CALCOG Board Meeting***

Chair Lesa Heebner (Solana Beach) participated in the 2025 Regional Leadership Forum as the officially appointed representative for SANDAG. Chair Heebner engaged in policy discussions with the Governor's Deputy Cabinet Secretary for Housing policy to discuss potential impacts of state housing mandates on San Diego region jurisdictions. Staff will be informed of the state's housing priorities for this legislative session in order to better align regional housing goals with state goals and attended the CALCOG Board of Directors Meeting.

### ***March 27, 2025: FACT Board Meeting***

Councilmember Jewel Edson (Solana Beach) participated in the FACT Board meeting as the officially appointed representative for SANDAG. The FACT Board provided updates on the monthly RideFACT program and agency services, as well as presented the February 2025 Monthly Financial Reports. Additional items discussed included governance matters, board updates, the appointment of a new board member, ongoing discussions and actions related to SANDAG, and the Executive Director's Report for March 2025.

***Victoria Stackwick, Chief of Staff***

## Policy Advisory Committee Actions

### Overview

[SANDAG Board Policy No. 001](#) delegates certain responsibilities to the Policy Advisory Committees to allow SANDAG to effectively address key public policy and funding responsibilities. All items delegated to the policy advisory committees are subject to ratification by the Board of Directors. Below are the delegated actions taken by the policy advisory committees that are subject to ratification.

The links provided below will navigate to the SANDAG web page where the meeting agenda and minutes (when available) will be posted. Any changes to these actions will be reported to the Board of Directors following the Executive Committee meeting on Friday, April 11, 2025.

### [Executive Committee – April 11, 2025](#)

Approved the April 25 and May 9, 2025, Board of Directors meeting agendas.

### **Victoria Stackwick, Chief of Staff**

Attachment: 1. Draft BOD Agendas - April 25 and May 9, 2025

### Action: **Approve**

The Board of Directors is asked to ratify the actions taken by the Policy Advisory Committees as noted in the report.

### **Fiscal Impact:**

None.

### **Schedule/Scope Impact:**

None.

# Board of Directors

Friday, April 25, 2025

## Comments and Communications

### 1. Non-Agenda Public Comments/Member Comments

Members of the public shall have the opportunity to address the Board of Directors on any issue within the jurisdiction of SANDAG that is not on this agenda. Public speakers are limited to three minutes or less per person. Public comments under this agenda item will be limited to eight public speakers. If the number of public comments under this agenda item exceeds eight, additional public comments will be taken at the end of the agenda. Board members and SANDAG staff also may present brief updates and announcements under this agenda item.

### Consent

#### +2. Approval of Meeting Minutes

*Francesca Webb, SANDAG*

Approve

The Board of Directors is asked to approve the minutes from its April 11, 2025, meeting.

#### +3. Chief Executive Officer Delegated Actions\*

*Jennie Sharp, SANDAG*

Information

In accordance with various board policies, this report summarizes delegated actions taken by the Chief Executive Officer.

#### +4. Policy Advisory Committee Actions

*Francesca Webb, SANDAG*

Approve

The Board of Directors is asked to ratify the actions taken by the Policy Advisory Committees as noted in the report.

#### +5. Approval of Proposed Solicitations

*Kelly Mikhail, SANDAG*

Approve

The Board of Directors is asked to authorize the Chief Executive Officer to conduct the proposed solicitation(s) and contract awards as identified in this report.

#### +6. FY 2024 TransNet Extension Ordinance Funding Eligibility Request\*

*Dawn Vettese, Marcus Pascual, SANDAG*

Approve

The Transportation Committee recommends that the Board of Directors, acting as the San Diego County Regional Transportation Commission, approve TransNet funding eligibility requests.

#### +7. FY 2026 Transit Capital Improvement Program\*

*Wylenea McCambridge/Richard Radcliff*

Approve

The Transportation Committee recommends that the Board of Directors:

1. Approve the submittal of Federal Transit Administration grant applications for

- the San Diego region; and
2. Adopt Regional Transportation Commission Resolution No. RTC-2025-XX, in substantially the same form, approving Amendment No. X to the 2025 Regional Transportation Improvement Program.

**+8. Federal Transit Administration Section 5311 Program of Projects**

Approve

*Richard Radcliffe, SANDAG*

The Transportation Committee recommends that the Board of Directors approve the Federal Fiscal Year 2025 apportionments of Federal Transit Administration Section 5311 Non-Urbanized Area Formula Program funds for the San Diego region.

**Reports**

**+9. Proposed Board Policy Amendments to Address OIPA and TransNet Performance Audit Findings and Related Recommendations\***

Approve

*Julie Wiley, SANDAG*

The Executive Committee recommends that the Board of Directors approve the proposed Board Policy amendments to address previous findings from several OIPA and TransNet Performance audits as well as other related recommendations.

**Adjournment**

**10. Adjournment**

The next Board of Directors meeting is a Board Retreat scheduled for May 1-2, 2025.

+ next to an agenda item indicates an attachment

\* next to an agenda item indicates that the Board of Directors also is acting as the San Diego County Regional Transportation Commission for that item

# Board of Directors

Friday, May 9, 2025

## Comments and Communications

### 1. Non-Agenda Public Comments/Member Comments

Members of the public shall have the opportunity to address the Board of Directors on any issue within the jurisdiction of SANDAG that is not on this agenda. Public speakers are limited to three minutes or less per person. Public comments under this agenda item will be limited to eight public speakers. If the number of public comments under this agenda item exceeds eight, additional public comments will be taken at the end of the agenda. Board members and SANDAG staff also may present brief updates and announcements under this agenda item.

### Consent

#### +2. Approval of Meeting Minutes

*Francesca Webb, SANDAG*

Approve

The Board of Directors is asked to approve the minutes from its April 25, 2025, May 1, 2025, and May 2, 2025, meetings.

#### +3. Meetings and Events Attended on Behalf of SANDAG

*Francesca Webb, SANDAG*

Information

This report provides an update on meetings and events attended by Board members.

#### +4. Policy Advisory Committee Actions

*Francesca Webb, SANDAG*

Approve

The Board of Directors is asked to ratify the actions taken by the Policy Advisory Committees as noted in the report.

#### +5. Approval of Proposed Solicitations

*Kelly Mikhail, SANDAG*

Approve

The Board of Directors is asked to authorize the Chief Executive Officer to conduct the proposed solicitation(s) and contract awards as identified in this report.

#### +6. Regional Beach Sand Project III Phase 1 - Draft Preliminary Planning Activities Results

*Courtney Becker, SANDAG*

Information

This report provides an update on the Regional Beach Sand Project III.

### Reports

#### +7. Proposed Final FY 2026 Program Budget\*

*Susan Huntington, SANDAG*

Adopt

The Board of Directors is asked to adopt Regional Transportation Commission (RTC) Resolution No. RTC-202X-XX, adopting the Final FY 2026 Program Budget.

## Adjournment

### 8. Adjournment

The next Board of Directors meeting is scheduled for Friday, May 23, 2025, at 9:00 a.m.

+ next to an agenda item indicates an attachment

\* next to an agenda item indicates that the Board of Directors also is acting as the San Diego County Regional Transportation Commission for that item

DRAFT

## Proposed Amendments to Board Policy No. 008 and General Counsel Hiring Options

### Overview

Historically, the agency's General Counsel has been appointed and evaluated by the Chief Executive Officer (CEO). Per direction from the Board of Directors, in the future it will assume the role of appointing a general counsel. Amendments are proposed to Board Policy No. 008 (Attachment 1) to clarify the Board's authority to do so and to make an additional change to address recommendations from the Independent Performance Auditor and San Diego County Grand Jury.

Staff have researched two alternative structures for hiring a general counsel based on common practice at other agencies with one or more similarities to SANDAG for the Board to evaluate: 1) Board appoints a general counsel as an employee via recruitment, or 2) Board hires a general counsel as an independent contractor via a competitive procurement process.

### Key Considerations

#### ***Applicable Law***

An important piece of information to note at the outset is the law governing attorneys when they serve as legal counsel for a government agency. The rules of ethics for attorneys admitted to the California Bar Association are in the California Rules of Professional Responsibility. Rule 1.13 states in relevant part, "A lawyer employed or retained by an organization shall conform his or her representation to the concept that the client is the organization itself, acting through its duly authorized directors." Thus, no matter what hiring mechanism the Board selects, the agency as a whole is the client of the general counsel, and the Board is and shall remain the highest authority that speaks on behalf of that client. California law is clear that if an attorney with an organization as a client believes that if there is a split of opinion between an individual member of management or board member and the rest of the board, the attorney must align with the majority of the members of the governing body.<sup>1</sup>

Despite the law being clear, splits of opinion between the CEO and the SANDAG Board can be a challenge to navigate for a general counsel. Particularly when the CEO has the authority to decide on the general counsel's compensation, any applicable discipline, and whether employment should continue. It places the attorney in the position of losing his or her livelihood and reputation in a situation where the

### Action: Approve

The Board of Directors is asked to:

1. Approve the proposed changes to Board Policy No. 008; and
2. Direct staff to prepare a recruitment and/or Request for Proposals for the General Counsel role.

### Fiscal Impact:

Minimum estimate of \$0-\$250,000 annually above amount currently budgeted for General Counsel compensation

### Schedule/Scope Impact:

None.

<sup>1</sup> La Jolla Cove Motel & Hotel Apartments, Inc. v. Sup.Ct. (2004) 121 CA4th 773, 785.

split of opinion may not have obvious demarcations. This friction will be mitigated by having the client- the SANDAG Board- serve as the appointing authority for the general counsel role.

### ***Amendments to Board Policy No. 008***

Outside counsel has determined that the Board has authority to retract its delegation to the CEO to appoint a general counsel for the agency and that this can be accomplished with changes to Board policy. Board Policy No. 008, Legal Matters, can be amended to accomplish this purpose. Section 3 has been added to the draft policy amendments to identify the Board as the appointing authority. Language also is proposed to explain how the general counsel is to proceed in the event of a future conflict. Further clarifying changes can be made to [Board Policy No. 017](#), Delegation of Authority, and SANDAG's governing statutes at a future date.

For efficiency, another amendment is proposed for Board Policy No. 008 that has been pending implementation. New verbiage is proposed in Section 6.2 of the policy to effectuate a recommendation from the Office of the Independent Performance Auditor in the Contracts and Procurement Operational and System Control Audit Report (Part II) that the Office of General Counsel be involved in reviewing a wider range of contracts to reduce risk and increase internal controls.

### ***Research of Comparison Agencies***

Representatives from eight agencies were surveyed or interviewed. The results are in Attachment 2. In addition, a report published by the League of California Cities in 2022 and entitled *Counsel and Council: A Guide to Building a Productive City Attorney-City Council Relationship*<sup>2</sup>, was used as a resource. That report notes that city councils directly appoint the city attorney in 469 of California's 482 incorporated cities, with the bulk of those being hired as employees except in the case of small cities with limited need for legal counsel.

Like Sacramento Regional Transit District and San Diego Metropolitan Transportation System, SANDAG has had its general counsels as in-house employees appointed by the chief executive. During interviews, there was agreement that this model works effectively when the members of the governing body and the chief executive are aligned on their policy and risk tolerance perspectives. When this is not the case, however, the general counsel's duty of loyalty to his/her client (the governing body) is at odds with the general counsel's desire to please the person with control over their livelihood. The easiest way to ensure the general counsel's duty of loyalty is not challenged is to have the governing body take control of the terms and conditions under which the general counsel works.

Three of the eight agencies have independent contractors as their general counsel, however, in each case, there are circumstances that distinguish the agency from SANDAG that the Board should consider. The first is the Orange County Transportation Authority (OCTA). OCTA has a 15-year contract plus a 15-year option with a full-service law firm that provides for virtually all of the agency's legal services. SANDAG's current contracting policies and mix of funding would not allow for a contract this extensive.

The second agency is the Southern California Association of Governments (SCAG). SCAG is the only agency known to have a hybrid scenario, with one attorney for staff hired as an employee by its CEO and a second attorney hired by its governing body as an independent contractor. This arrangement has proven valuable to SCAG because the governing body's counsel handles questions from the 86-member Regional Council regarding parliamentary procedures and the Brown Act, which frees up the staff general counsel to focus on all of the day-to-day substantive issues and agency risks. Under this model, the

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<sup>2</sup> League of California Cities publication available at: [CC-Counsel-Council-2022-ver4.pdf](#)



governing body's attorney does not interact with the members unless she/he receives direction to do so; it is not proactive in nature because the outside counsel is not aware of the day-to-day issues of the agency. All day-to-day matters are handled by the staff counsel and then it is up to the staff counsel's discretion to brief the outside general counsel. This type of arrangement may not meet the SANDAG Board's desire to ensure its members stay informed of all relevant matters.

The last of the agencies using outside counsel for the general counsel role is the Sacramento Council of Governments (SACOG). SACOG has determined it does not need full-time legal counsel because of its relatively small annual budget of \$50 million, staff of 60, a narrow scope of planning responsibilities, and an average of three public meetings per month. For SACOG it is more cost effective to use legal counsel on a part-time, independent contractor basis. SACOG's risk profile and needs for legal counsel are much lower than SANDAG's. SANDAG requires multiple full-time attorneys to carry out its current functions.

### ***Employee Versus Independent Contractor Model***

The League of California Cities report discusses some of the benefits of the in-house legal counsel model. The benefits include having the general counsel serve as a member of the executive team where they can provide advice from both a legal and policy perspective based on their institutional knowledge. Attorneys serving as agency employees also can serve as project managers, problem solvers, policy advisors, managers of other employee attorneys, and strategists for the agency at no additional cost. Furthermore, an in-house general counsel is in the best position to gain advance notice that a legal question may be developing, even if all factors giving rise to the question are not fully known. This promotes the process of giving and receiving timely, high-quality legal advice to the Board and staff and cannot be achieved when outside counsel is used due to the impromptu manner in which discussions can raise legal flags.

On the other hand, a benefit of using the outside counsel model is that the Request for Proposals (RFP) can call for the law firm that is selected to have multiple attorneys in various fields of law available on an on-call basis for use by SANDAG. This would provide SANDAG with a "bench" of attorneys that could cover for each other on an as-needed basis and perhaps provide additional depth to the knowledge base of SANDAG legal counsel. There would be tradeoffs for this approach, including potential loss of institutional knowledge and additional costs. These and other pros and cons will be discussed further during the staff presentation.

If the SANDAG Board chooses to hire an employee as the general counsel, then the general counsel would continue to oversee the hiring and evaluations for the rest of the attorneys in the Office of General Counsel (OGC) for SANDAG as is the current practice. In the past, attorneys in the OGC have been selected by a panel headed by the General Counsel. If the General Counsel is an independent contractor working for a private sector firm, then she or he will not be supervising the other attorneys in the OGC because they will not have enough contact with the attorneys or review their daily work so would not be in a position to give assignments or evaluate their efforts as employees. Other agencies who use an independent contractor model have the CEO or delegates thereof hire any other attorneys who are agency employees.

## **Next Steps**

Pending approval of the proposed changes to Board Policy No. 008, there are two tracks the Board could follow for hiring a general counsel. First, the Board could direct staff to issue recruitment to hire a new general counsel as an employee to be appointed by the Board. Alternatively, the Board could direct staff to prepare an RFP to hire a specific attorney or law firm to serve as general counsel via a competitively awarded contract. With either option, the Board Chair may want to appoint a small subcommittee to work with staff on defining the general counsel's job description or scope of work.

An additional distinction to consider between the recruitment and RFP hiring process is the ability for the entire Board to be involved in the interview stage to evaluate the final candidate(s). If the recruitment process is used, the Brown Act will permit the Board to meet in closed session to evaluate the candidate(s) after they have been narrowed down by the subcommittee by whatever means are selected by the subcommittee. If, however, the RFP process is used, a closed session will not be permitted because the candidates will be independent contractors versus employees.

### ***Julie Wiley, Senior Legal Counsel***

- Attachments:
1. Draft Amended Board Policy No. 008
  2. General Counsel Survey and Interview Results



## LEGAL MATTERS

### Purpose and Applicability

This policy provides direction from the Board of Directors regarding the authority and responsibilities of the agency's General Counsel and the Office of General Counsel. In addition, this policy establishes procedures for the filing of claims and institution of claims and lawsuits, for obtaining the review and concurrence or comment from the Office of General Counsel on all requests to the Board for authority to file lawsuits in court, and for handling process servers or individuals serving other legal documents.

Under Public Utilities Code section 132354(a), SANDAG can sue or be sued. All claims for money or damages against SANDAG are governed by Part 3 (commencing with section 900) and Part 4 (commencing with section 940) of the Government Code (the Tort Claims Act). Government Code section 935 authorizes SANDAG to adopt local claims procedures for claims that are not governed by any other statutes or regulations. From time to time it may be necessary for SANDAG to initiate litigation in order to resolve issues of significant concern to SANDAG. The Board desires to have the concurrence or written review from the Office of General Counsel relative to the merits of such lawsuits prior to their consideration by the Board. For these reasons, it is necessary to establish these procedures.

### Procedures

#### 1. Claims and Actions Against SANDAG

Any and all claims for money or damages against SANDAG must be presented to, and acted upon, in accordance with the following procedures. Compliance with these procedures is a prerequisite to any court action, unless the claim is governed by statutes or regulations which expressly free the claimant from the obligation to comply with this policy and the claims procedures set forth in Government Code 900 et seq.

##### 1.1 Form of Claims

All claims must be presented to SANDAG using the form entitled "Claim Against SANDAG" available on the SANDAG Web site as an attachment to this Policy or upon request to the SANDAG Office of General Counsel.

##### 1.2 Time Limitations

1.2.1 Claims for money or damages relating to a cause of action for death, injury to person or personal property, or growing crops, shall be presented to SANDAG not later than six (6) months after the accrual of the cause of action (Government Codes 905 and 911.2).

1.2.2 Claims for money or damages as authorized in Government Code 905 that are not included in Paragraph 1 above shall be filed not later than one year from the date the cause of action accrues (Government Codes 905 and 911.2).

1.2.3 Claims for money or damages specifically excepted from Government Code 905 shall be filed not later than six (6) months after the accrual of the cause of action (Government Codes 905, 911.2, and 935).

### 1.3 Late Claims

1.3.1 Claims under "Time Limitations" Paragraphs 1.2.1 and 1.2.3 above, which are filed outside the specified time limitations, must be accompanied by an application to file a late claim. Such claim and application to file a late claim must be filed not later than one year after the accrual of the cause of action. If a claim is filed later than the specified time limitation and is not accompanied by an application to file a late claim, the Board or Chief Executive Director (CEO) may, within forty-five (45) days, give written notice that the claim was not filed timely and that it is being returned without further action.

1.3.2 The application shall state the reason for the delay in presenting the claim. The Board or CEO shall grant or deny the application within forty-five (45) days after it is presented. By mutual agreement of the claimant and the Board or CEO, such forty-five (45) day period may be extended by written agreement made before the expiration of such period. If no action is taken on the application within forty-five (45) days, it shall be deemed to have been denied on the forty-fifth (45th) day unless such time period has been extended, in which case it shall be deemed to have been denied on the last day of the period specified in the extension agreement.

1.3.3 If the application to present a late claim is denied, the claimant shall be given notice as required by Government Code section 911.8 (Government Codes 911.3, 911.4, 911.6, 911.8, 912.2, and 935).

### 1.4 Delivery and Form of Claim

1.4.1 A claim, any amendment thereto, or an application for leave to present a late claim shall be deemed presented when delivered to the office of the CEO or deposited in a post office, sub-post office, substation, or mail chute or other like facility maintained by the U.S. Government in a sealed envelope properly addressed to SANDAG's offices with postage paid (Government Codes 911.4, 915, and 915.2).

1.4.2 Claims must contain the information set forth in Section 910 and 910.2 of the Government Code (Government Codes 910, 910.2, and 910.4).

### 1.5 Notice of Claim Insufficiency

The CEO shall cause all claims to be reviewed for sufficiency of information. The CEO or designee may, within twenty (20) days of receipt of claim, either personally deliver or mail to claimant a notice stating deficiencies in the claim presented. If such notice is delivered or sent to claimant, the Board shall not act upon the claim until at least fifteen (15) days after such notice is sent (Government Codes 910.8, and 915.4).

## 1.6 Amendments to Claim

Claims may be amended within the above time limits or prior to final action, whichever is later, if the claim, as amended, relates to the same transaction or occurrence which gave rise to the original claim.

## 1.7 Action on Claim

- 1.7.1 Upon rejection of the claim, the claimant has only six (6) months from such rejection to institute a lawsuit. If no action is taken, the claim is deemed rejected after forty-five (45) days from SANDAG's receipt of the claim, but the claimant has two (2) years to institute a suit against SANDAG. The notice of rejection must comply with requirements of Government Code 913 unless the claim has no address on it.
- 1.7.2 If the claim is filed late and not accompanied by an application for leave to present a late claim, then SANDAG must notify the claimant that no action was taken due to the claim being filed late.
- 1.7.3 Within forty-five (45) days after the presentation or amendment of a claim, or upon such further time as may be allowed pursuant to Government Code 915.2, SANDAG shall take action on the claim. This time limit may be extended by written agreement before the expiration of the forty-five (45) day period or before legal action is commenced or barred by legal limitations. The CEO or designee shall transmit to the claimant a notice of action taken. If no action is taken, the claim shall be deemed to have been rejected (Government Code 945.6).
- 1.7.4 The Board delegates to the CEO the authority to take action on claims including accepting or rejecting claims, allowing or disallowing late claims, agreeing to extend the claim response deadline, and settling claims when the amount of the claim does not exceed fifty thousand dollars (\$50,000) (Government Code 935.4).

## 2. Claims & Actions Initiated by SANDAG

It is the policy of the Board that except as may be otherwise determined by the Board, prior to Board authorization and direction to the Office of General Counsel to file a lawsuit in court, the Office of General Counsel shall be consulted as to the merits of such a lawsuit. Any request or recommendation for authorization and direction from the Board to the Office of General Counsel to file a lawsuit in court shall be accompanied by written views of the Office of General Counsel with regard to the merits of the case, provided however, that the Office of General Counsel may, in lieu of such written concurrence or written views, request that the matter be discussed with the Board in Closed Session. As part of this attorney-client review, all requests or recommendations on potential lawsuits will be reviewed for comment by the CEO prior to being submitted to the Office of General Counsel.

### **3. General Counsel Role**

#### **3.1 Appointing Authority**

The General Counsel shall be appointed by the Board and serve at the pleasure of the Board. Any final decision regarding compensation, evaluations, discipline, or termination of employment or contract for the General Counsel shall be made by the Board.

#### **3.2 Responsibilities**

Consistent with California State Bar Rules of Professional Conduct, Rule 1.13, the General Counsel's client is SANDAG acting through its governing body, the Board of Directors. For purposes of giving advice, receiving direction, and providing representation, the General Counsel shall take direction from the Chair or Vice Chairs. In addition, the Board requires that the General Counsel support and assist with the endeavors of executive staff in carrying out the day-to-day activities of the agency as further described in the General Counsel's statement of duties. In the event of contrary direction from any individual Board member(s) or member(s) of the Board and executive staff, the Rules of Professional Conduct require that the General Counsel take direction from the majority of its constituent Board members<sup>1</sup>. In the event of a conflict between members of the Board, the General Counsel shall take special care to provide the same, balanced legal advice to all sides.

#### **3.4. Legal Counsel for ARJIS**

SANDAG shall provide legal counsel to the Automated Regional Justice Information System Joint Powers Agency (ARJIS) to the extent time allows, and as long as no potential conflict of interest exists. In general, SANDAG's Office of General Counsel should ensure consistent legal treatment of all matters. In areas involving a need for special expertise, substantial time commitments, or separate counsel, SANDAG, on behalf of ARJIS, may contract with an outside firm and ARJIS will pay for those services out of its own funds. Such contracts shall be reported to the SANDAG Board.

#### **4.5. Acceptance of Garnishments, Wage Attachments, Summons & Complaints**

4.15.1 The SANDAG Office of General Counsel will accept service of a summons and complaint upon SANDAG and/or any Board members being sued in his or her official capacity as a member of SANDAG's Board of Directors.

4.25.2 In compliance with California Civil Code of Procedure 415.20, SANDAG will also accept service of a summons and complaint upon one of its employees at its offices under the substituted services of process method provided for in that statute.

4.35.3 Whenever SANDAG, as employer, is served with a garnishment and wage attachment, the server should be instructed to present such document to SANDAG's Office of General Counsel.

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<sup>1</sup> Should a vote of the Board be required to determine the majority opinion, the vote will be made by tally vote, with each member agency being treated as a constituent acting on behalf of SANDAG.

## **5.6. Execution of ~~Litigation or Alternative Dispute Resolution~~ Documents**

~~6.1~~ All pleadings, discovery, and other documents that are filed with a court, arbitrator, or other alternative dispute resolution authority on behalf of SANDAG shall be signed by the Office of General Counsel and/or the CEO or his/her designee.

~~5.16.2~~ All contract documents except purchase orders for less than \$10,000 and amendments for a no cost time extension of 30 days or less shall be reviewed and approved by an attorney in the Office of General Counsel. For purposes of this policy, a contract document is any written document, whether or not it contains a dollar amount, that states that SANDAG or its employees agree to carry out or refrain from one or more actions. Contract documents include, but are not limited to, Memoranda of Understanding, agreements for services, settlements, employment agreements, purchase orders, task orders, amendments, nondisclosure agreements, letters of intent regarding future transactions, and real property purchase agreements.

## **6.7. Appearances on Behalf of SANDAG**

~~6.17.1~~ The CEO or his/her designee, in consultation with the Office of General Counsel, are authorized to appear on behalf of SANDAG in Small Claims Court.

~~6.27.2~~ The Office of General Counsel or outside counsel hired by the Office of General Counsel is authorized to appear or file documents on behalf of SANDAG in court proceedings when insufficient time is available to inform the Board in closed session of the matter. The Office of General Counsel shall report to the CEO regarding the need for and outcome of such appearances or filings and report on the results on a monthly basis as either a delegated action or in a closed session item.

Adopted June 2003

Amended November 2004

Amended December 2006

Amended December 2008

Amended January 2010

Amended November 2014

Amended January 2017

Amended June 2021

Amended May 2024

Amended April 2025

OFFICIAL USE ONLY (Date/Time Stamp)	<b>SANDAG</b>	OFFICIAL USE ONLY Claim Number:
<b>CLAIM FOR DAMAGES</b>		

Claims for death or injury to persons or personal property must be filed not later than six months after the occurrence. (Government Code §911.2)  
 Claims for any other cause of action (ex: contracts and real property) must be filed not later than one year after the occurrence. (Government Code §911.2)  
 Attach separate sheets, if necessary, to give full details and **sign each accompanying sheet.**

**Claim must be mailed or delivered to (Gov. Code §915a):**  
 San Diego Association of Governments  
 1011 Union Street, Suite 400  
 San Diego, CA 92101  
 Attn: Clerk of the Board

\*Required fields per Government Code §910.

Other fields are optional, but will assist SANDAG in determining whether the claim has merit.

*Name of Claimant(s)				
*Home Address	*City	*State	*Zip	Home or Cell Phone No.
*Provide address to which Claimant desires notices to be sent. If same as above, leave blank.				
1. *How did the indebtedness, obligation, injury, damage or loss occur? Provide all details.				
2. Provide date, time and location of incident/occurrence.				
*Date:	Time:	*Location:		
3. *What particular act or omission by SANDAG or its employees do you claim caused the indebtedness, obligation, injury, damage or loss? Provide names of SANDAG employee(s), if known.				
4. *What indebtedness, obligation, injury, damage or loss do you claim resulted? (If your Claim involves property damage to a vehicle, include license, year, make and model of vehicle.)				

5. For personal injury claims, if eligible for Medicare, the following information is required pursuant to Section 111 of the Medicare, Medicaid and SHIP Extension (MMSEA) Act of 2007:		
Date of Birth:	Social Security Number:	Medicare Beneficiary Number (if applicable):



6. \*What is the total amount of money you are seeking to recover? (Check one of the boxes below.)

<input type="checkbox"/>	The total amount claimed is less than or equal to \$10,000.
<input type="checkbox"/>	The total amount claimed is more than \$10,000, but not over \$25,000; jurisdiction rests in Superior Court (Limited Civil).
<input type="checkbox"/>	The total amount claimed is more than \$25,000; jurisdiction rests in Superior Court (Unlimited Civil).

7. \*If the claim is less than or equal to \$10,000, give the PRESENT AMOUNT you claim for each item of indebtedness, obligation, injury, damage or loss and basis of the computation (ex: bills, receipts, invoices, etc.). Please attach documents.


8. \*Give the ESTIMATED AMOUNT you claim for each item of prospective (future) indebtedness, obligation, injury, damage or loss as far as you know. Give basis of the computation.


9. Provide name of insurance company and contact information for insurance agent. Provide amounts of insurance payments you have received, if any.


10. Provide name and address of witnesses, doctors and hospitals, if applicable.

Name	Address	Phone Number

**WARNING: IT IS A CRIMINAL OFFENSE TO FILE A FALSE CLAIM  
(Penal Code § 72; Insurance Code § 556.1)**

I have read the matters and statements made in the above claim and I know the same to be true of my own knowledge, except as to those matters stated upon information or belief and as to such matters, I believe the same to be true. I certify under penalty of perjury that the foregoing is TRUE and CORRECT.

Name of Agent *(if on behalf of Claimant)*

Address of Agent	City	State	Zip
Office Phone Number	Fax Number	Cellular Phone Number	
*Signature of Claimant <i>(or Agent)</i>			Date

**NOTE: Is this Claim being submitted on behalf of a Class (i.e., more than one person)? If so, pursuant to Government Code §910, please attach to this claim, on a separate sheet, the applicable information for each Claimant.**

<b>Agency Name</b>	<b>No. of Employees</b>	<b>Annual Budget</b>	<b>Primary Responsibilities</b>	<b>Employee or Contractor</b>	<b>Appointing Authority</b>
Sacramento Regional Transit District	1300	\$2.17B	Builds and operates transit infrastructure	Employee	Chief Executive
San Diego Metropolitan Transit System	1800	\$692M	Builds and operates transit infrastructure, regulate taxi services	Employee	Chief Executive
San Diego North County Transit District	250	\$188M	Builds and operates transit infrastructure	Employee	Governing Body
Orange County Transportation Authority	1500	\$1.76B	Sales tax authority, toll operator, transit operator, builds public infrastructure	Independent Contractor <sup>1</sup>	Governing Body
San Diego Unified Port District	550	\$315M	Oversees park space and concessions along coast, manages two cargo facilities and one cruise facility	Employee	Governing Body
Southern California Association of Governments	200 (86 governing board members)	\$427M	MPO	Employee for staff	Chief Executive
				Independent Contractor for Board	Governing Body
Sacramento Council of Governments	60	\$50M	MPO	Independent Contractor	Governing Body
Metropolitan Transportation Commission / Assoc. of Bay Area Governments	400	\$1.5B	MPO, COG, freeway and bridge toll operator, housing and infrastructure financing, some capital projects, JPA that purchases natural gas	Employee	Governing Body

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<sup>1</sup> Contract is with a law firm versus an attorney. Term is for 15 years with a 15-year option.

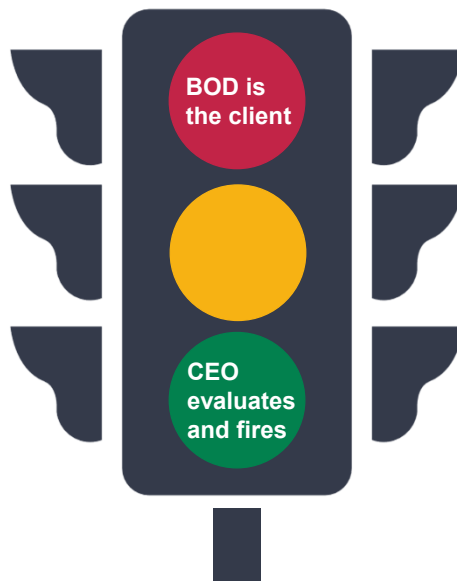


# Proposed Amendments to Board Policy No. 008 and General Counsel Hiring Options

Board of Directors | Item 5  
Julie Wiley, Senior Legal Counsel  
Friday, April 11, 2025

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## Mixed Signals on Duty of Loyalty



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## Proposed Amendments to Board Policy No. 008

- Clarifies that the Board will be the appointing authority whether using an employee or independent contractor model
- Addresses duty of loyalty and client conflicts based on California Professional Rules of Conduct
- Adds language in response to OIPA recommendation regarding Office of General Counsel reviewing more contracts to reduce agency risk

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## Research Sources

- Surveys and Interviews:
  - Sacramento Regional Transit District
  - San Diego Metropolitan Transit System
  - San Diego North County Transit District
  - Orange County Transportation Authority
  - San Diego Unified Port District
  - Southern California Association of Governments
  - Sacramento Council of Governments
  - Metropolitan Transportation Commission/Assoc. of Bay Area Governments
- League of California Cities 2022 Publication:
  - Counsel and Council: A Guide to Building a Productive City Attorney-City Council Relationship

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## Considerations for Independent Contractor Model

- Need to rely on in-house attorneys to brief General Counsel and vice versa
- More initiative and planning required to ensure General Counsel is present for meetings
- Staff coaching crucial to avoid stigma of bringing an “outsider” in and incurring more fees on a project
- Extra care needed to define role of General Counsel versus in-house legal counsel:
  - With staff
  - With the public
  - When there is litigation

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## Employee or Independent Contractor Decision

### Employee

- Opportunistic Advisor
- Open door availability
- Advance knowledge
- Multi-purpose employee
- No other clients
- 4-6 month hiring timeline
- Cost already built into budget
- Interviews can be done by subcommittee or by full Board in closed session

### Independent Contractor

- Easier to terminate
- Deeper bench of knowledge possible
- Method needed to ensure transfer of institutional knowledge
- 6-8 month hiring timeline
- \$192-250K per year minimum additional cost
- Interviews must be done by subcommittee

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## Appointing Authority Options

Options	Appointing Authority
OPTION 1: <b>One General Counsel for Both Board and Staff Hired as an Employee</b>	Board of Directors
OPTION 2: <b>Board Counsel Hired as Independent Contractor and Staff General Counsel Hired as an Employee</b>	Board of Directors for both positions
OPTION 3: <b>Board Counsel Hired as Independent Contractor and Staff General Counsel Hired as an Employee</b>	Board of Directors for Board Counsel and CEO for Staff General Counsel

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