



Professional Services - Contract Task Order

The Contractor hereby agrees to perform the work detailed below in accordance with all the terms and conditions of the Contract referenced below. The Contractor shall furnish the necessary facilities, professional, technical and supporting personnel required by this Task Order as detailed below.

Contract No. S16083 Task Order No. 801
Contractor: RSM US LLP SAP Requisition No. _____
(Attach Purchase Requisition Form)
Description: VTA Governance Study

Term: Effective 08/19/19 and continue in effect through 12/31/19
Date (Contract term cannot exceed 7 years without Board Approval)

Compensation: (check one) T&M CFFF FFP

Task Order Value: T&M (labor) \$ 179,150.00
ODCs \$ 15,850.00
TOTAL (not to exceed): \$ 195,000.00

(To be completed by Contracts Administrator)

Contract Value available to authorize this Task Order: \$708,875

Funding Information: (Check funding sources)
 Federal Funds: FTA/Transit or FHWA/Highways State Funds
 Caltrans Local Assistance Program Measure A MBTIP Funds
 Other: VTA dedicated permanent local sales tax

COMPENSATION: For the complete and satisfactory performance of services under this Task Order, Contractor shall be paid in accordance with the compensation provisions in the Master Contract referenced above.

Scope of Services: (check one)
 See details below of Scope
 See attached Scope of Services

Key Personnel: List additional Personnel authorized to provide services under this Task Order. (check one)
 See details below of Personnel (Name/Classification)
 See attached List of Personnel (Name/Classification)

Steve Mermelstein, RSM Director and National Consulting Public Sector Leader
Corey Saunders, RSM Partner, Risk Process Assessment
TBD -Manager Subject Matter Expert (SME)
TBD - Sr. Associate

 **SANTA CLARA**
Valley Transportation Authority
Professional Services - Contract Task Order

Subcontractors: List additional Subcontractors authorized to provide services under this Task Order. (check one)

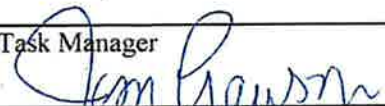
- See details below of Subcontractors (Indicate SBE/DBE status)
- See attached List of Subcontractors (Indicate SBE/DBE status)


Pat Hagan, Consultant Subject Matter Expert

Approvals: Group/Project Manager is required to obtain OS&DB's signature prior to submitting to Contracts.

OS&DB: (SBE/DBE Goal) _____ NSG _____ %
(Specifically established for this Task Order)

 8/20/2019
OS&DB Manager Date

Task Manager _____ Date _____
 8/21/19

 AUG 16, 2019
Group/Project Manager Date

Project Director or Division Chief _____ Date _____
(Required for all SVRT Agreements)

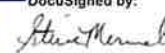
Capital Projects Group _____ Date _____

 8/23/19
Reviewed by Contracts Administrator Date

Santa Clara Valley Transportation Authority

By:  _____
30F00A1B8000410 _____ Date

Contractor

DocuSigned by:  8/26/2019
By: _____
21718E11B5814C1 _____ Date

Name (print): _____
Title: _____
Thor Vue
Manager of Procurement, Contracts & Matls

Name (print): _____
Title: _____
Steve Mermelstein
Director, Management Consulting

**VTA Board Governance Assessment
Contract with RSM US LLP (S16083)
Task Order #801**

I. OBJECTIVE

Contractor will perform a study to objectively evaluate how VTA's current governance structure and practices help support the organization's mission, goals and objectives. The study will culminate in a written report identifying leading practices and potential enhancements that can be considered by the Board of Directors (Board).

II. SCOPE OF SERVICES

A. Overall

Contractor will:

1. Compare VTA's current governance structure and practices against those of peer public organizations, evaluating the specific strengths and weaknesses of each.
2. Identify generally accepted leading governance practices, both public and private sector;
3. Gather input from Board members, community stakeholders, and the public while promoting transparency; and
4. Present potential enhancement options for Board of Directors' consideration to improve the Board's overall performance and effectiveness.

The study will consist of two phases with different tasks and targeted completion deadlines, as detailed in following section. Portions of different phases may have common factors, may require the same or similar research and evaluation, and thus opportunity exists to concurrently complete research and factfinding for portions of both sections. Given this, Contractor must master plan the study to prevent duplication of effort, maximize efficient completion, and minimize overall cost.

The study will include interviewing a broad population of current and recent past Board members, officials from jurisdictions within Santa Clara County, as well as providing extended opportunity for input from community stakeholder groups and the public.

B. Specific Scope

Contractor will take all necessary steps commercially reasonable to deliver a thoroughly researched, well-documented report that is easily understandable by both Board members and the public. These steps include, but are not limited to, the following:

C. Phase I

Contractor will:

- a. Develop the completion methodology for the study.
- b. Develop a master plan for completing study (both phases) including project management, communications structure, resource allocation, and estimated timeline for significant actions, tasks, and deliverables. The master plan must be completed and submitted to the VTA project manager within 21 days of execution of this agreement.
- c. Evaluate Board and Committee governing requirements, and test selected adherence.
- d. Conduct relevant research and factfinding on the current VTA governance structure and processes, which will include, but not be limited to:
 - ❖ VTA Enabling Act
 - ❖ VTA Administrative Code (pertinent sections)
 - ❖ VTA Guidelines for Member Agency Appointments to the VTA Board of Directors
 - ❖ VTA Guidelines for Member Agency Appointments to the VTA Policy Advisory Committee (PAC)
 - ❖ City Group agreements governing appointments to the VTA Board
 - ❖ 2019 VTA Board Chair's Perspectives and Priorities
 - ❖ VTA Organizational & Financial Assessment (relevant sections)
 - ❖ Other documentation deemed relevant
- e. Present a draft written Phase I report containing initial findings and any preliminary recommendations at the Ad Hoc Board Enhancement Committee meeting currently scheduled for October 10, 2019.

D. Phase II

Contractor will:

- a. Conduct detailed interviews to derive information, opinions, and perspective on current VTA Board governance model and process effectiveness, including, but not limited to, a broad sample from:
 - ❖ Current and recent past VTA Board members
 - ❖ VTA GM/CEO and General Counsel
 - ❖ VTA division heads and select staff
 - ❖ Other individuals deemed appropriate by Contractor

To promote the willingness to provide responses and the candidness thereof, Contractor will take reasonable measures to ensure the anonymity of the respondent, including, but not limited to, not directly quoting or attributing responses to a specific individual. Instead, Contractor will summarize comments thematically.

- b. Conduct relevant research on the governance structure and practices of peer public sector organizations, both locally and nationally, needed to effectively inform the study and provide context, while also comparing the relative advantages and disadvantages of each to VTA's existing governance model and practices. Research will include conducting remote interviews with at least four but no more than six peer agencies via teleconference, telephone and/or email (limited onsite interviews will be considered on a case-by-case basis and must be pre-approved by the VTA project manager). Contractor's reporting on the results of the research will include describing the general high-level breadth of responsibilities of both each agency and its governing body to help provide equivalent comparisons.
- c. Conduct initial relevant research on governance best practices and relevant examples of success.
- d. Conduct research and interviews to determine the effectiveness of the PAC for helping develop, orient and prepare potential future VTA Board members.
- e. Conduct research and interviews to evaluate the effectiveness of the PAC process for engaging and informing VTA's Member Agencies (the 15 cities in the county and the County of Santa Clara) in VTA policy development, strategic planning initiatives, and challenges faced by the organization while concurrently providing Member Agencies the opportunity for input.
- f. Conduct, with prior approval of the VTA project manager, other research deemed by Contractor to be beneficial to the study.
- g. Complete the Phase II report findings and recommendations and present them at the Ad Hoc Board Enhancement Committee meeting currently scheduled for December 17, 2019.

E. Overall Requirements

- Contractor's study project manager or suitable representative must attend all Ad Hoc Board Enhancement Committee meetings as requested by the committee or as approved in advance by the VTA project manager.
- The study must provide opportunity for community input through entire process, such as, but not limited to, a dedicated website/email address where the public can provide their comments.
- Contractor will conduct three public meetings to receive input from the public. The public meetings will be conducted at the appropriate juncture and be geographically distributed throughout the county, as determined by the VTA project manager. Contractor's study project manager, deputy study manager, or both must be present to facilitate the public meeting.
- Contractor will provide brief written project status updates on a bi-weekly basis to the VTA project manager and key participants identified by the VTA project manager.
- Contractor will provide periodic brief in-person updates to the Ad Hoc Board Enhancement Committee, as requested by the committee or the VTA project manager.
- Contractor will prepare an overall final written report that incorporates the results, findings and recommendation of both phases.

- Individuals reports for both phases and the overall unified final report must contain an executive summary describing the findings and recommendations.
- As requested, Contractor will present the overall final report to the VTA Board and/or Governance & Audit Committee.
- All products (not working papers) will be reviewed in open session at public meetings, and thus are a matter of public record.
- Contractor will comply with Government Code section 7550, which provides as follows:
 - 7550(a) Any document or written report prepared for or under the direction of a state or local agency, that is prepared in whole or in part by nonemployees of the agency, shall contain the numbers and dollar amounts of all contracts and subcontracts relating to the preparation of the document or written report; if the total cost for the work performed by nonemployees of the agency exceeds five thousand dollars (\$5,000). The contract and subcontract numbers and dollar amounts shall be contained in a separate section of the document or written report.
 - (b) When multiple documents or written reports are the subject or product of the contract, the disclosure section may also contain a statement indicating that the total contract amount represents compensation for multiple documents or written reports.

F. Deliverables

Contractor will deliver the following deliverables to VTA by the dates specified:

- Master project plan
- Phase I report describing initial findings and preliminary recommendations
- Phase II report describing findings and recommendations
- Compilation of community input received through the entire process
- Overall final written report combining the results, findings and recommendation from both phases plus as an appendix the community input received during the process