



FOOTHILL-DE ANZA COMMUNITY COLLEGE DISTRICT

BOARD OF TRUSTEES

MINUTES

SPECIAL MEETING

January 8, 2009

CALL TO ORDER AND ROLL CALL

President Laura Casas Frier declared a quorum was present and called the meeting to order at 4:00 p.m. in the District Board Room of the Foothill-De Anza Community College District, 12345 El Monte Road, Los Altos Hills, CA 94022.

Trustees Present:

Laura Casas Frier, President
Betsy Bechtel, Vice President
Pearl Cheng
Hal Plotkin
Bruce Swenson

CLOSED SESSION

The Board immediately adjourned into closed session in the Board Room with the individuals listed below to discuss:

CONFERENCE WITH LABOR NEGOTIATOR

District Negotiator: Dorene Novotny
Employee Organizations: All Represented and Unrepresented Groups

Executive Administrators Present:

Charles Allen, Executive Director of Facilities, Operations and Construction Management
Andy Dunn, Vice Chancellor of Business Services
Martha Kanter, Chancellor
Brian Murphy, President of De Anza College
Judy Miner, President of Foothill College
Dorene Novotny, Vice Chancellor of Human Resources and Equal Opportunity
Fred Sherman, Vice Chancellor of Technology

RE-CONVENE PUBLIC SESSION

President Casas Frier re-convened the public session at 5:30 p.m. in the District Board Room. She led the Board and those present in the Pledge of Allegiance. The following staff, press, students and members of the public were present:

<i>Staff:</i>	Charles Allen	Rich Hansen	Brian Murphy
	Becky Bartindale	Martha Kanter	Dorene Novotny
	Andy Dunn	Judy Miner	Fred Sherman

Press: Joshua Mullin, Palo Alto Daily News

Students: None

Public: John Shupe
Terry Terman

REPORTING OUT FROM CLOSED SESSION

President Casas Frier reported that no action was taken in closed session.

HEARINGS: ITEMS NOT ON THE AGENDA

President Casas Frier announced the following appointments:

Pearl Cheng, Ex-Officio Member, Foothill-De Anza Colleges Foundation Board
Bruce Swenson, Ex-Officio Member, Foothill-De Anza Colleges Foundation Board

Betsy Bechtel, Trustee Scholarship Committee
Pearl Cheng, Trustee Scholarship Committee

Pearl Cheng, Representative, Santa Clara County Committee on School District Organization

President Casas Frier also reiterated the appointments of Betsy Bechtel and Hal Plotkin to the Audit & Finance Committee that she announced at the Board meeting of December 1, 2008. She announced the results of the 2008 elections to the County Committee on School District Organization, and noted that the California Community College Trustees Board is accepting nominations for trustees to run for election to the Board. She stated that she would be attending the Inauguration of President-Elect Barack Obama and would thus miss the January 20 Board meeting, which will be chaired by Vice President Bechtel. She announced a meeting later in the evening of the Navy's Restoration Advisory Board, which oversees the restoration of the former Naval Air Station at Moffett Field where the NASA Research Park is located, and said she would attend the meeting. Lastly, she called the Board's attention to a USA Today article describing how possible air hazards are rarely considered in plans for schools.

Item 1

UPDATE ON NASA RESEARCH PARK AND LIMITED LIABILITY CORPORATION

Chancellor Martha Kanter reported that the University of California signed the ground lease with NASA in December, and the Limited Liability Corporation (LLC) is being formed to bring together the University Associates to develop the project. She stressed the value of this opportunity to serve students through a partnership with other higher education institutions.

Vice Chancellor of Business Services Andy Dunn provided an overview and reminded the Board that it had previously given authority to the chancellor to sign the LLC agreement, and the District expects to be able to sign it by the end of the month. Legal counsel John Shupe reviewed three proposed amendments to reduce potential risks in the original LLC agreement, and noted that the University of California has indicated its inclination to accept the amendments. He responded to questions about the amendments and the operation of the LLC. Responding to Trustee Bechtel's question about appointing a trustee serve on the LLC Board, Vice Chancellor Dunn explained that a better arrangement would be to follow a similar reporting relationship as between the Retiree Benefits Liability Joint Powers Authority and the Audit & Finance Committee.

Vice Chancellor Dunn described the costs associated with joining the LLC and pointed out that the District's annual obligation begins in January 2009. He believes the master developer would take over the ground lease obligation and the District would incur an estimated \$80,000 in annual costs to be borne from non-Measure C funds. He said the Board could back out of the project and the ground lease if the economics prove unfavorable (e.g., due to problems finding a master developer or the expense of mitigating environmental impacts). Executive Director of Facilities, Operations and Construction Management Charles Allen added that a condition of the ground lease is to be able to engage a master developer. Trustee Plotkin noted that staff had expressed willingness to bring a recommendation for a funding source other than the District's general fund.

Vice Chancellor Dunn described the five-year planning period that would begin upon contracting with a master developer and the possibility of compressing the period to three years. He explained that UC has secured two development economists and expects to secure the master developer by summer 2009. Mr. Shupe reviewed various exit opportunities outlined in the articles of the LLC agreement and associated risks.

Executive Director Allen described the environmental impact history associated with the site. He explained that, when NASA took over the property in 2002, they were required to go through a California Environmental Qualities Act process. Documents associated with the environmental impact are publicly available on the NASA website. Foothill-De Anza will be required to go through an Environmental Impact Report in conjunction with the project, and the District will carefully re-evaluate previous conclusions, especially in light of the location's designation as a superfund site. He believes the risks are low, however, given the assessments and proposed mitigation measures already identified during NASA's CEQA process. Responding to a question from Trustee Swenson, he said he believes it is reasonable to move forward with a cost-effective construction plan that will provide a safe environment for students. Responding to President Casas Frier's concern about Trichloroethylene (TCE) toxicity associated with the site, De Anza President Murphy noted how much work the Navy has already done over six years to remediate the site. Executive Director Allen added that there will be public meetings conducted by the University Associates regarding the Environmental Impact Report. President Casas Frier requested early and timely notice be given to the Foothill-De Anza community and the community at large so full participation for public comment can be made. Mr. Shupe said that procedural safeguards and oversight related to environmental issues can be included in the agreement with the master developer.

ADJOURNMENT

President Casas Frier adjourned the meeting at 6:45 p.m.

jco

Approved: 2/2/09

Martha J. Kanter, Chancellor
Secretary, Board of Trustees