

**California High-Speed Rail  
Authority Board Meeting Minutes  
February 1, 2022**

**Webcast**

<http://www.hsr.ca.gov/>

The meeting of the California High-Speed Rail Authority (Authority) Board convened on February 1, 2022, via webinar due to Governor Newsom's State of Emergency declaration regarding the COVID-19 outbreak and in accordance with Executive Order N-25-20 and the Guidance for Gatherings issued by the California Department of Public Health. The minutes were prepared in the order items were presented during the meeting.

**Members Present:**

- Mr. Tom Richards, Chair
- Ms. Nancy Miller, Vice-Chair
- Mr. Ernest Camacho
- Mr. Henry Perea
- Ms. Lynn Schenk
- Ms. Margaret Pena
- Mr. Anthony Williams
- Ms. Martha Escutia
- The Honorable Dr. Joaquin Arambula, Ex Officio Member

**Members Absent:**

- Mr. James Ghielmetti
- The Honorable Lena Gonzalez, Ex Officio Member

**Public Comment**

An opportunity for public comment was made at the outset of the meeting.

**Agenda Item #1 – Consider Approving the January 19-20, 2022, Board Meeting Minutes**

The January 19-20, 2022, meeting minutes were moved for approval by Director Perea, seconded by Director Camacho and approved (8-0).

**Agenda Item #2 – Explanation of the Authority's Organizational Conflict of Interest Policy**

Chief Counsel for the Authority, Alicia Fowler, Attorney IV for the Authority, Kate Cook, and Attorney IV for the Authority, Lisa Crowfoot, provided a presentation on the Authority's Organizational Conflict of Interest Policy. The following questions were asked by the Board: (The following is a summary of questions asked and is not verbatim. Transcripts are also available upon request)

Director Perea: What would make someone have an unfair competitive advantage because they are a subcontractor. How do we know if someone has insider information?

Lisa Crowfoot: If someone is involved in the development of the procurement or had information regarding the procurement, that could be considered insider information and would give them an unfair competitive advantage because they know what the Authority is looking for. When we start a procurement process, as early as we know we may be considering a procurement, we try to put walls around that process. Everyone that is involved in discussions are in a tightly controlled group and all sign a conflict-of-interest statements.

Director Escutia: Have the three of the seven requesters that were precluded from participating in procurement asked for mitigation measures, have we determined the mitigation measures? Who has the duty to request the mitigation and what is the timing of it all?

Chief Counsel Fowler: Often requester would be asking for a conflict determination and proposing mitigations. If they don't legal staff can propose and discuss to see what might work. We are still in discuss with some of the requestors that received a letter indicating that they have a conflict. We continue to discuss possible mitigation.

Director Escutia: What is an unfair and competitive advantage?

Ms. Cook: A business may have experience on the project with just basic knowledge, this does not make that an unfair competitive advantage. A business that has inside knowledge about the project then uses that inside information to team with a construction contract. That could be an unfair competitive advantage.

Director Perea: What is a detriment to the public or organization if we release the RFPs under the existing conflict of interest policy?

CEO Kelly: That is what we are doing. We released a draft of this early so everyone can see it and start to ask questions.

### **Meeting Adjourned**

Chair Richards announced at 11:50 p.m. that the Board would adjourn.