AGENDA

PENINSULA CORRIDOR JOINT POWERS BOARD

Bacciocco Auditorium, 2nd Floor
1250 San Carlos Avenue, San Carlos CA 94070

December 4, 2014 – Thursday 10:00 a.m.

1. Pledge of Allegiance

2. Call to Order/Roll Call

3. Public Comment
   Public comment by each individual speaker shall be limited to two minutes

4. Consent Calendar
   Members of the public or Board may request that an item under the Consent Calendar be considered separately
   a) Approval of Minutes of November 6, 2014
   b) Acceptance of Statement of Revenues and Expenses for Fiscal Year Ending June 2014 (Unaudited)
   c) Acceptance of Statement of Revenues and Expenses for October 2014
   d) Authorize Entering into a 10-Year Lease Agreement with Maverick Jack’s, LLC for the Use of the Former Broadway Station Building at 1190 California Drive in Burlingame as a Restaurant
   e) Authorize Amendment to Citizens Advisory Committee Bylaws to Change How a Quorum is Defined

RESOLUTION

5. Chairperson’s Report
   a) Resolution of Appreciation for Legal Counsel David J. Miller
   b) Appointment of Nominating Committee for 2015 Officers

RESOLUTION

6. Report of the Citizens Advisory Committee

INFORMATIONAL

7. Report of the Executive Director
   a) Caltrain Modernization Update

INFORMATIONAL

8. Peninsula Corridor Electrification Project Final Environmental Impact Report Release

INFORMATIONAL

Note: All items appearing on the agenda are subject to action by the Board. Staff recommendations are subject to change by the Board.
9. Authorize Adoption of the Disadvantaged Business Enterprise Goal of 5.2 Percent for the Peninsula Corridor Electrification Project

10. Authorize Approval to Exercise Option 2 Phase 4 with Parsons Transportation Group for CBOSS/PTC System Integration, Testing, Training Commissioning, Final System Acceptance and Warranty in the Amount of $32,809,927

11. Authorize Programming of $5,398,033 in Federal Transit Administration Formula Funds for the Caltrain Modernization Program and Rolling Stock State of Good Repair Project and Commit $1,349,509 in Local Matching Funds

12. Authorize Amendment to Increase the Fiscal Year 2015 Caltrain Capital Budget in the Amount of $10 Million for the Rail Car Capacity Expansion Project and Approval of the Asset Purchase Agreement, Storage Agreement and $1 Million Deposit with Southern California Regional Rail Authority

13. Authorize Award of Contract to Disney Construction, Inc. in the Total Amount of $8,393,333 for the San Francisco Roadway Bridges Replacement Project

14. Authorize Award of Contracts to PFM Asset Management LLC and U.S. Bank to Provide Investment Management and Custodial Services for a Three-Year Base Term

15. Legislative Update


17. Correspondence

18. Board Member Requests

19. General Counsel Report

20. Date/Time of Next Meeting: Thursday, January 8, 2015, 10 a.m. at San Mateo County Transit District Administrative Building, Bacciocco Auditorium, 2nd Floor, 1250 San Carlos Avenue, San Carlos, CA 94070

21. Adjourn

Note: All items appearing on the agenda are subject to action by the Board. Staff recommendations are subject to change by the Board.
INFORMATION FOR THE PUBLIC

All items appearing on the agenda are subject to action by the Board. Staff recommendations are subject to change by the Board.

If you have questions on the agenda, please contact the JPB Secretary at 650.508.6242. Agendas are available on the Caltrain website at www.caltrain.com.

Location, Date and Time of Regular Meetings

Regular meetings are held at the San Mateo County Transit District Administrative Building located at 1250 San Carlos Avenue, San Carlos, one block west of the San Carlos Caltrain Station on El Camino Real, accessible by SamTrans bus Routes ECR, FLX, 260, 295 and 398. Additional transit information can be obtained by calling 1.800.660.4287 or 511.

The JPB meets regularly on the first Thursday of the month at 10 a.m. The JPB Citizens Advisory Committee meets regularly on the third Wednesday of the month at 5:40 p.m. at the same location. Date, time and place may change as necessary.

Public Comment

If you wish to address the Board, please fill out a speaker’s card located on the agenda table and hand it to the JPB Secretary. If you have anything that you wish distributed to the Board and included for the official record, please hand it to the JPB Secretary, who will distribute the information to the Board members and staff.

Members of the public may address the Board on non-agendized items under the Public Comment item on the agenda. Public testimony by each individual speaker shall be limited to two minutes and items raised that require a response will be deferred for staff reply.

Accessibility for Individuals with Disabilities

Upon request, the JPB will provide for written agenda materials in appropriate alternative formats, or disability-related modification or accommodation, including auxiliary aids or services, to enable individuals with disabilities to participate in public meetings. Please send a written request, including your name, mailing address, phone number and brief description of the requested materials and a preferred alternative format or auxiliary aid or service at least two days before the meeting. Requests should be mailed to the JPB Secretary at Peninsula Corridor Joint Powers Board, 1250 San Carlos Avenue, San Carlos, CA 94070-1306; or emailed to board@caltrain.com; or by phone at 650.508.6242, or TDD 650.508.6448.

Availability of Public Records

All public records relating to an open session item on this agenda, which are not exempt from disclosure pursuant to the California Public Records Act, that are distributed to a majority of the legislative body will be available for public inspection at 1250 San Carlos Avenue, San Carlos, CA 94070-1306, at the same time that the public records are distributed or made available to the legislative body.
Chair Tom Nolan called the meeting to order at 10:08 a.m. and led the Pledge of Allegiance.

PUBLIC COMMENT
Pat Giorni, Burlingame, thanked Caltrain for the advanced notice of capacity issues for the Giants parade. No bike bumps were reported that day. There were 259 bumps this month. She said she has seen two letters about bike theft and the difficulty in reporting them to authorities. She would like staff to put information on the bike page on how to report a stolen bike at a station. She said she also reads correspondence about people who are bumped even though there is space on the train and that one conductor in particular is responsible for this.

Jeff Carter, Millbrae, said he read that the California High-speed Rail Authority (CHSRA) wants to use 25 kilovolt electrification wire only on the dedicated right of ways without grade crossings and where freight does not operate. He said this could jeopardize Caltrain electrification. He said he heard people were left behind at Millbrae after the Giants parade. He said next time Caltrain should have empty trains starting midway on the line to take care of stranded people.

Shirley Johnson, San Francisco Bicycle Coalition, said it is important to match new capacity with the customer base and 13 percent of the new capacity should be for bikes. It would make the fleet more consistent. She said a third bike car should be added to peak-hour trains.

Ben Whan, San Francisco, said he uses Caltrain as his exclusive means of transportation. Many bike customers are often left behind on the platform and Caltrain is no longer a reliable and predictable source of transportation. He said the Go Pass is a good program but his company may not renew it next year because users at his company are all bike riders. He said new car capacity should be configured for bicycles.

Malian Cohen arrived at 10:17 a.m.
CONSENT CALENDAR

a. Approval of Minutes of October 2, 2014
b. Approval of 2015 Board Meeting Calendar
c. Acceptance of Statement of Revenues and Expenses for September 2014

Motion/Second: Tissier/Kalra
Ayes: Cohen, Kalra, Nolan, Tissier, Woodward, Yeager
Absent: Cisneros, Guilbault

CHAIRPERSON’S REPORT
Chair Nolan asked to adjourn today’s meeting in memory of Al Teglia, a giant in San Mateo County, referred to as “Mister Daly City,” who was on the SamTrans and JPB boards. Chair Nolan said Mr. Teglia was also a devoted public servant and terrific guy.

Appointment of Brian Shaw Representing San Francisco to the Citizens Advisory Committee (CAC)
Motion/Second: Nolan/Tissier
Ayes: Cohen, Kalra, Nolan, Tissier, Woodward, Yeager
Absent: Cisneros, Guilbault

Appointment of Annie Lee Representing San Mateo County to the CAC
Motion/Second: Tissier/Woodward
Ayes: Cohen, Kalra, Nolan, Tissier, Woodward, Yeager
Absent: Cisneros, Guilbault

REPORT OF THE EXECUTIVE DIRECTOR
Michael Scanlon, Executive Director, reported:
• Congratulated Director Cohen on her reelection to the San Francisco Board of Supervisors.
• Key Caltrain Performance Statistics September 2014 compared to September 2013.
  o Monthly Performance Statistics:
    ▪ Total Ridership was 1,597,986, an increase of 14.5 percent.
    ▪ Average Weekday Ridership (AWR) was 61,224, an increase of 12.7 percent.
    ▪ Total Revenue was $7,094,114, an increase of 12.9 percent.
    ▪ On-time Performance (OTP) was 90.7 percent, a decrease of 0.2 percent.
    ▪ Caltrain Shuttle Ridership was 8,757, an increase of 21 percent. This percentage increase is artificially high due to the previous problems with the counts on the Marguerite shuttle.
  o Year-to-Date Performance Statistics:
    ▪ Total Ridership was 4,821,456, an increase of 10.7 percent.
    ▪ AWR was 60,231, an increase of 10.8 percent.
    ▪ Total Revenue was $21,545,418, an increase of 10.8 percent.
    ▪ OTP was 92.2 percent, an increase of 1.5 percent.
    ▪ Caltrain Shuttle Ridership was 9,136, an increase of 30.6 percent. This percentage is also artificially high.
The Bicycle Advisory Committee (BAC) will meet on November 20.

Special service:
- In eight post-season Giants home games, baseball ridership was 93,600, a 27 percent increase over 2012. The average ridership per game was about 12,000.
- Caltrain provided five advanced trains from Redwood City and three from San Jose during the morning commute on the day of the Giants victory parade. Overall ridership on parade day was down from 2012 with 18,400 passengers recorded in San Francisco, about half of the total from 2012. The weather was a significant factor, and there were more transfers with Bay Area Rapid Transit at Millbrae and these numbers do not include transfers.
- There were almost 5,500 additional riders for the October 5 San Francisco 49ers-Kansas City Chiefs game at Levi’s Stadium.
- Upcoming Levi’s Stadium events include the Pac-12 College Football Championship game and the San Francisco Bowl.
- A Sunday service will run on Thanksgiving Day and a Saturday service will run the Friday after Thanksgiving.
- The Holiday Train will return on December 6 and 7, thanks to the support of the Silicon Valley Community Foundation.

The Baby Bullet celebrated its 10-year anniversary on October 27. Speakers included Chair Nolan, U.S. Representative Jackie Speier, State Senator Mark Leno, Director Ash Kalra, and Jeff Gee, chairman of the SamTrans Board. The Caltrain Commuter Coalition was also kicked off at the event. Staff will be working closely with employers, the Silicon Valley Leadership Group, the Bay Area Council, and the San Mateo County Economic Development Association to educate and advocate for the funding needs of the railroad.

The San Francisco Quint Street Bridge Repair Project design phase is expected to be completed by the end of the year and construction will begin this summer.

Construction on the San Mateo Bridges Replacement Project is expected to begin this month.

Bids have been received for work on three highway bridges in San Francisco. Staff will bring a recommendation to the Board in December.

Staff is working with the Santa Clara Valley Transportation Authority (VTA) on the Light Rail Efficiency Project in Mountain View to shift JPB tracks to accommodate VTA light rail track extension and double tracking.

The Reading File includes the Safety and Security Report and the BAC recruitment flyer.

**Caltrain Modernization (CalMod) Update**

Marian Lee, Executive Officer, CalMod, said:

- The Communications-based Overlay Signal System (CBOSS)/Positive Train Control (PTC) project has completed Stage 1 fiber testing in the San Jose to Redwood City segment. Installation work has reached San Bruno and is nearing completion.
- Staff has completed the backup control facility build-out in Menlo Park. All pilot train installations have been completed.
- The final State environmental document for the Peninsula Corridor Electrification Project will be released in December. Staff will be back in January to ask for the
approval of the project and certification of the Final Environmental Impact Report (FEIR). All the comments received have been included and addressed in this document.

- The Project Delivery Team is preparing the electrification Request for Proposals (RFP) for release early next year. Six firms have been prequalified to submit a proposal.
- The Vehicle RFP will be released shortly after the electrification RFP.
- The survey results about the difficulty in balancing customer preferences for bathrooms, bikes, and seats have been received. There were thousands of survey takers and the results are being evaluated.
- Staff has started a technical analysis to see if it should purchase electric cars that are different from what has been recommended to the Board. The cars staff recommends are bi-level Electric Multiple Units (EMUs) with floor heights at 25 inches. These cars maximize capacity and have high performance that will allow Caltrain to increase station stops and reduce travel times. The challenge is CHSRA wants single-level cars with floor heights at 50 inches. Stakeholders want CHSRA and Caltrain to have the same height so there will be level boarding at shared platforms. If the two systems have different floor heights, there would need to be separate dedicated platforms for CHSRA and Caltrain. Achieving the same floor height comes with tradeoffs that impact the corridor. There is the potential for compromising car capacity and performance, which means Caltrain may not be able to absorb as many riders, stop at as many stations, or maximize travel-time reductions. There may also be cost implications and varying levels of impact at existing stations. Staff is meeting with CHSRA and is making progress on alternative vehicles to consider. Staff is focusing on a fatal flaw analysis and tradeoffs, so they can bring information to the Board and all counties for a policy-level discussion. San Francisco may be taking resolutions to relevant boards this month and the next on this topic. Staff is urging all agencies to postpone policy action until after due diligence is complete and technical analysis is completed, so that policymakers will have comprehensive information before having to make a decision.

Dave Couch, Director, Project Delivery, provided an update on the CalMod Cost and Schedule:

- The CalMod cost and schedule estimate was done in 2008, and since that time some updates have been done.
- Project scope
  - Fifty-one-mile length of corridor electrification
  - Seventy-five percent conversion of diesel vehicles to EMUs
  - Ridership forecast for 2040 is 100,000 per weekday
  - More service and improved performance is needed, including restoring service, increasing peak and non-peak service, adding more station stops and reducing travel time
- Updated approach
  - Update 2008 starting point
  - Minimize the impact on riders
  - Resolve issues with aging fleet
  - Emphasize cost-effectiveness
The reexamination process included development of a schedule and updated cost estimate, which was assessed with a Monte Carlo Risk Analysis Model.

Schedule scenarios:
- Scenario A: Worst case. December 2024 revenue service date and 60-minute headways on non-peak service.
- Scenario B: Changes to establish base line schedule. February 2023 revenue service date and 60-minute headways on non-peak service.
- Scenario C: Refinements to base line schedule. July 2022 revenue service date and 60-minute headways on non-peak service.
- Scenario D: Refinements to Scenario C. April 2021 revenue service date, which has a minimal effect on riders, but on weekends there would be single tracking and a 90-minute headway. This is the recommended schedule.

Contingency analysis
- Method 1 used the Monte Carlo Analysis and shows a $168 million contingency value.
- Method 2 looked at individual components and shows a $152 million contingency value. This is the recommended method.

Electrification component cost estimate update includes:
- New prices from manufacturers
- Industry standards
- East Coast projects
- The effect of the 2021 revenue date
- A 3 percent escalation during the project

Electrification Project elements include contractors, real estate, and other components for a total of $958 million. The 2008 projection was $785 million.
- Differences are from signal cabinets, escalation, environmental mitigation and real estate, and the power control center.

To lower costs staff looked at two pieces on electrification:
- Electrification scope reduction
- Electrification scope deferral

Funding partner considerations:
- Increase escalation to 3.5 to 4 percent – staff recommends no change
- Add management reserve – 3 percent ($28 million) is now included in cost estimate
- Increase weekend shutdowns to 30 – staff recommends no change

Vehicle elements total $573 million, up from $440 million in 2008.

Vehicle scope reduction includes deferring the purchase of one train set, and reducing the amount of spare parts, test equipment and staff support costs.

Next step key tasks:
- Certify FEIR
- Complete analysis of cost-reduction measures
- Complete platform analysis
- Update the funding plan
- Staff taking recommendations to the Board
- Issue electrification and vehicle RFPs

Shared platform analysis
- Consider alternative vehicles to achieve common boarding height
Key considerations include tradeoffs, compatibility with the current platform, existing diesel fleet, and existing tenants.

Chair Nolan said the mockup is extremely important and is well worth the money.

Director Cohen said San Francisco built a platform that is too short for a two-car light-rail vehicle on the 3rd Street T-Line. She said San Francisco can’t underestimate the importance of achieving platform compatibility and level boarding between Caltrain and CHSRA, which determines the flexibility, accessibility, and capacity of rail lines and will lead to a single integrated system that can attract private investment and help Caltrain become self-sustainable. She said San Francisco strongly encourages Caltrain to pursue common platform heights and level boarding with CHSRA.

Director Cohen asked how much time there is in the schedule to come to an agreement regarding platform height and compatibility with the CHSRA. Mr. Couch said the issuance for the RFP will be in March 2015.

Director Cohen asked what the lifetime is of EMUs. Mr. Couch said 30 years.

Director Cohen asked what the CHSRA schedule is. Mr. Scanlon said they are projecting revenue service by 2029. All parties are working together to get the service out as soon as possible as long as it is done right.

Director Cohen asked when the JPB will meet with CHSRA. Mr. Couch staff has been meeting with them frequently.

Mr. Scanlon said everyone is trying to arrive at common platforms. It is an extraordinarily complex issue.

Director Tissier asked when the Board will receive enough information to make a decision on level boarding and its impact on the different regional areas. Mr. Couch said staff will provide a status at the beginning of December, but getting this to a conclusion will take some time.

Public Comment:
Roland Lebrun, San Jose, said the list of design builders should be announced in a press release. He said this is the time to pause on this project and bring in a new team with a proven track record of delivering this kind of project.

Doug DeLong, Mountain View, said the cost reduction possibilities are viable, but he is concerned about not electrifying Main Track 1 and the controlled siding. He said it is a very densely operated portion of the railroad and if it is not electrified then the ability to work on stalled trains on the normal tracks will be lost.

Pat Giorni, Burlingame, said Caltrain is capping electrification service at six trains per hour in each direction so CHSRA can have four trains. She asked if it would be easier for CHSRA to match Caltrain floor height.
Adina Levin, Friends of Caltrain, said she heard the Silicon Valley Leadership Group’s goal and expectation is to double Caltrain ridership over the next decade. That is what makes the discussions about electrification capability and capacity so important. She said she hopes the information the Board gets will include desired end results such as sending all the service into Transbay, which has three times the number of jobs as the rest of the line and would be the single biggest driver of increased ridership and peak-hour capacity, and how that is related to level boarding.

Andy Chow, Redwood City, said high floor heights on Caltrain would result in safety issues, and there are other options to achieve level boarding other than floor heights.

Jeff Carter, Millbrae, said there should be level boarding. High-speed rail is in the future and both should be the same but the primary interest is Caltrain and maximizing capacity on Caltrain by using bi-level cars. He said weekend service might have headways adjusted to 90 minutes, but Caltrain needs more frequent service now on weekends and he hopes there is a way to avoid this change.

Susan Gygi, City and County of San Francisco, said Ms. Lee stated alternative vehicles will affect the number of passengers that can be accommodated. There are vehicles available that can accommodate the same number of passengers while allowing for the greatest flexibility of the system in the long term.

AUTHORIZE AMENDMENT TO THE CONTRACT WITH PINNACLE PETROLEUM, INC. FOR PROVISION OF CALIFORNIA AIR RESOURCES BOARD ULSD FUEL AND FUELING SERVICES TO EXTEND THE TERM AND INCREASE THE ESTIMATED CONTRACT AMOUNT BY $36,496,383

Cheryl Cavitt, Director, Contracts and Procurement, said the price of fuel, which is part of the equation that determines how to size the contract, has grown at an average of 67 percent over the five-year period of the contract, so now it is at a deficit and needs to be fixed, and the contract needs to be extended for nine months while staff puts together an Invitation for Bids.

Public Comment
Roland Lebrun, San Jose, said Caltrain burns $1.2 million a month in fuel or $14 million annually, and $17 million is budgeted. He said $36 million is two years of fuel for the last two years plus a nine-month extension.

George Kramer, Belmont, said the price of crude oil has dropped $50 per barrel. He asked if this proposed contract increase is taking into account revised estimates of future costs of fuel.

Mr. Scanlon said the JPB pays Oil Price Information Service-based prices. He said this is contract authority needed for procurement, not the actual budget.

Greg Conlon, Atherton, said JPB only hedges 50 percent of the fuel cost and this is an opportunity to hedge the other 50 percent at a lower level since prices are dropping.

Motion/Second: Tissier/Yeager
Ayes: Cohen, Kalra, Nolan, Tissier, Woodward, Yeager
Absent: Cisneros, Guilbault
Joint Powers Board Meeting
Minutes of November 6, 2014

**AUTHORIZE REAFFIRMING THE ANNUAL INVESTMENT POLICY AND AUTHORIZATION TO INVEST MONIES WITH THE LOCAL AGENCY INVESTMENT FUND (LAIF)**

Gigi Harrington, Deputy CEO, said there are no changes to the policy and this is a yearly approval.

Chair Nolan asked if any investments are excluded on ethical grounds, such as tobacco or alcohol. Ms. Harrington said the JPB does not invest in those types of commodities. Most of the investments are in LAIF or government securities.

Motion/Second: Woodward/Cohen
Ayes: Cohen, Kalra, Nolan, Tissier, Woodward, Yeager
Absent: Cisneros, Guilbault

**LEGISLATIVE UPDATE**

Seamus Murphy, Director, Government and Community Affairs, said the U.S. Senate changed hands and this will have a big impact on transportation policy and funding. Some scary proposals regarding transportation and transportation funding have come out of the House over the last several years, but the Senate has been a backstop to prevent those policies from moving forward. That backstop is not there now. He said the reauthorization extension is good until May of 2015, and Congress will have to take some action before then to move forward with either another extension or a multiyear reauthorization.

**CORRESPONDENCE**

No discussion

**BOARD MEMBER REQUESTS**

None

**GENERAL COUNSEL REPORT**

No report

**DATE/TIME/PLACE OF NEXT MEETING**

The next meeting will be Thursday, December 4, 2014, 10 a.m. at San Mateo County Transit District Administrative Building, Bacciocco Auditorium, 2nd Floor, 1250 San Carlos Avenue, San Carlos, CA 94070.

Adjourned at 11:26 a.m. in memory of Al Teglia.
TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Gigi Harrington
Deputy CEO

SUBJECT: STATEMENT OF REVENUE AND EXPENSE FOR THE PERIOD ENDING JUNE 30, 2014 AND SUPPLEMENTAL INFORMATION – YEAR END RESULTS - UNAUDITED

ACTION
Staff proposes the Board of Directors accept and enter into the record the Statement of Revenue and Expense for the month of June 2014 and supplemental information.

SIGNIFICANCE
Unaudited Revenue: For June of Fiscal Year (FY) 2014, Total Operating Revenue (line 7) is $5,158,671 or 6.3 percent better than budget. Within total operating revenue, Farebox Revenue (line 1) is $2,829,146 or 3.9 percent better than budget. Compared to the prior year, Total Operating Revenue (line 7) is $8,301,524 or 10.5 percent better.

Unaudited Expense: Grand Total Expenses (line 50) show a favorable variance of $3,638,602 or 3 percent. Total Operating Expense (line 36) is $2,786,856 or 2.7 percent better than budget. Total Administrative Expense (line 46) is $851,746 or 5 percent better than budget.

Compared to prior year, Grand Total Expenses (line 50) are $8,708,196 or 8.1 percent higher.

BUDGET IMPACT
There are no budget revisions for the month of June 2014.

The budgeted use of reserves was only $8 million due to excess farebox revenue and savings in fuel cost.

Final Year End Results: Staff will update this report and distribute in conjunction with the FY2014 Comprehensive Annual Financial Report.

Prepared By: Jeannie Chen, Senior Accountant 650.508.6259
Sheila Tioyao, Manager, General Ledger 650.508.7752
## PENINSULA CORRIDOR JOINT POWERS BOARD
### STATEMENT OF REVENUE AND EXPENSE
#### Fiscal Year 2014
##### June 2014

### UNAUDITED

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<td>% OF YEAR ELAPSED</td>
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<td>OPERATING EXPENSE:</td>
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<td>10. rail operator service</td>
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<td>11. rail operator service - other</td>
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<td>12. security services</td>
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<td>13. rail operator extra work</td>
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<td>17. timetables and tickets</td>
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<td>18. insurance</td>
<td>100.0%</td>
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<td>19. facilities and equipment maint</td>
<td>100.0%</td>
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<td>20. utilities</td>
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<td>21. maint &amp; services-bldg &amp; other</td>
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### ADMINISTRATIVE EXPENSE

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<tr>
<th>ADMINISTRATIVE EXPENSE</th>
<th>CURRENT ACTUAL</th>
<th>PRIOR ACTUAL</th>
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<th>APPROVED BUDGET</th>
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<td>Communications and marketing</td>
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### NET SURPLUS / (DEFICIT)

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<tr>
<th>NET SURPLUS / (DEFICIT)</th>
<th>CURRENT ACTUAL</th>
<th>PRIOR ACTUAL</th>
<th>CURRENT ACTUAL</th>
<th>REVISED BUDGET</th>
<th>% REV BUDGET</th>
<th>APPROVED BUDGET</th>
<th>REVISED BUDGET</th>
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<td>% OF YEAR ELAPSED</td>
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</table>

*"% OF YEAR ELAPSED" provides a general measure for evaluating overall progress against the annual budget. When comparing it to the amounts shown in the "% REV BUDGET" column, please note that individual line items reflect variations due to seasonal activities during the year.

(A) Reversal of Prior year accrual.
(B) Year-end adjustment to claims liability is based on the actuarial report. This adjustment is due to conservative estimates for potential losses.

11/24/14 2:42 PM
## PENINSULA CORRIDOR JOINT POWERS BOARD

### INVESTMENT PORTFOLIO

**AS OF JUNE 30, 2014**

<table>
<thead>
<tr>
<th>TYPE OF SECURITY</th>
<th>MATURITY DATE</th>
<th>INTEREST RATE</th>
<th>PURCHASE PRICE</th>
<th>MARKET PRICE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local Agency Investment Fund (Restricted)</td>
<td>*</td>
<td>Liquid Cash</td>
<td>0.228%</td>
<td>$2,000,000</td>
</tr>
<tr>
<td>Local Agency Investment Fund (Unrestricted)</td>
<td>*</td>
<td>Liquid Cash</td>
<td>0.228%</td>
<td>24,508,305</td>
</tr>
<tr>
<td>County Pool (Unrestricted)</td>
<td>**</td>
<td>Liquid Cash</td>
<td>0.750%</td>
<td>10,686,017</td>
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<tr>
<td>Other (Unrestricted)</td>
<td></td>
<td>Liquid Cash</td>
<td>0.000%</td>
<td>3,507,455</td>
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<tr>
<td>Other (Restricted)</td>
<td>***</td>
<td>Liquid Cash</td>
<td>0.200%</td>
<td>23,073,819</td>
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<td></td>
<td></td>
<td></td>
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<td>$63,775,596</td>
</tr>
</tbody>
</table>

Accrued Earnings for JUNE 2014  $15,286.21
Cumulative Earnings FY2014     $205,168.16

* The market value of Local Agency Investment Fund (LAIF) is calculated annually and is derived from the fair value factor as reported by LAIF for quarter ending June 30 each fiscal year.

** As of June 2014 the amortized cost of the Total County Pool was $3,556,971,045.99 and the fair market value per San Mateo County Treasurer’s Office was $3,560,460,361.22

*** Prepaid Grant funds for Homeland Security and PTMISEA projects, and funds reserved for debt repayment.

The Portfolio and this Investment Report comply with the Investment Policy and the provisions of SB 564 (1995).

The Joint Powers Board has the ability to meet its expenditure requirements for the next six months.
AGENDA ITEM # 4 (c)  
DECEMBER 4, 2014

PENINSULA CORRIDOR JOINT POWERS BOARD 
STAFF REPORT

TO: Joint Powers Board

THROUGH: Michael J. Scanlon 
Executive Director

FROM: Gigi Harrington 
Deputy CEO

SUBJECT: STATEMENT OF REVENUE AND EXPENSE FOR THE PERIOD ENDING 
OCTOBER 31, 2014 AND SUPPLEMENTAL INFORMATION

ACTION
Staff proposes the Board of Directors accept and enter into the record the Statement 
of Revenue and Expense for the month of October 2014 and supplemental information.

SIGNIFICANCE
Revenue: For October of Fiscal Year 2015, Total Operating Revenue (line 7) is $3,796,246 or 13.4 percent better than budget. Within total operating revenue, Farebox Revenue (line 1) is $3,522,043 or 13.7 percent better than budget. Compared to the prior year, Total Operating Revenue (line 7) is $3,067,390 or 10.5 percent higher.

Expense: Grand Total Expenses (line 50) show a favorable variance of $1,608,515 or 4.1 percent. The Rail Operator Service (line 23) is $427,059 or 2 percent worse than budget, but Total Operating Expense (line 36) is $865,409 or 2.6 percent better than budget. Total Administrative Expense (line 46) is $743,099 or 12.6 percent better than budget.

Compared to prior year, Grand Total Expenses (line 50) are $223,185 or 0.6 percent higher.

BUDGET IMPACT
There are no budget revisions for the month of October 2014.

Prepared By: Jeannie Chen, Senior Accountant 650.508.6259 
Sheila Tioyao, Manager, General Ledger 650.508.7752
## PENINSULA CORRIDOR JOINT POWERS BOARD
### STATEMENT OF REVENUE AND EXPENSE
#### Fiscal Year 2015
##### October 2014

<table>
<thead>
<tr>
<th>MONTH</th>
<th>PRIOR YEAR TO DATE</th>
<th>REVISED BUDGET</th>
<th>% OF YEAR ELAPSED</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>CURRENT ACTUAL</td>
<td>CURRENT ACTUAL</td>
<td>% REV BUDGET</td>
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<td>FY14</td>
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</tr>
</tbody>
</table>

### REVENUE OPERATIONS:

- **SOAC Revenue:** $7,649,147 (113.7% of FY14, 75,043,692)
- **Parking Revenue:** $390,512 (117.2% of FY14, 4,051,240)
- **Shuttles:** $139,040 (82.0% of FY14, 2,001,840)
- **Rail Operator Service:** $144,769 (99.9% of FY14, 1,737,720)
- **Other Income:** $68,214 (204.3% of FY14, 1,679,620)

- **TOTAL OPERATING REVENUE:** $8,391,682 (113.4% of FY14, 84,514,112)

### CONTRIBUTIONS:

- **AB434 Peninsula & TA Shuttle Funding:** $156,919 (96.0% of FY14, 1,981,540)
- **Operating Grants:** $554,452 (100.0% of FY14, 6,653,422)
- **JPB Member Agencies:** $1,652,412 (100.0% of FY14, 19,828,952)
- **Other Sources:** $7,332,730 (90.0% of FY14, 21,679,006)

- **TOTAL CONTRIBUTED REVENUE:** $8,263,782 (87.3% of FY14, 1,211,294,114)

### GRAND TOTAL REVENUE:

- **Operating Grants:** $10,555,464 (106.2% of FY14, 125,736,026)
- **Total Revenue:** $10,555,464 (106.2% of FY14, 125,736,026)

### EXPENSE

- **Timetables and Tickets:** $31,000 (148,000)
- **Rail Operator Service - Other:** $490,821 (1,326,929, 1,576,237, 1,408,744)
- **Rail Operator Extra Work:** $67,400 (254,200, 52,000)
- **Contract Operating & Maintenance:** $5,736,342 (22,373,492, 23,253,204, 72,795,436)
- **Utilities:** $170,961 (568,252, 653,340, 706,712)
- **Maint & Services-Bldg & Other:** $97,011 (359,690, 347,745, 376,119)

- **TOTAL EXPENSE:** $8,508,977 (32,365,868, 32,052,501, 32,981,910, 97.4% of FY14, 106,685,914, 106,610,914, 106,685,914, 106,610,914, 30.1% of FY14)

- **ADMINISTRATIVE EXPENSE:**
  - **Wages and Benefits:** $481,091 (2,185,985, 2,221,576, 2,439,471)
  - **Board of Directors:** $2,965 (2,539, 5,231, 6,150)
  - **Professional Services:** $219,021 (846,734, 805,283, 982,724)
  - **Communications and Marketing:** $18,495 (29,855, 33,265, 39,433)
  - **Other Expenses and Services:** $167,291 (589,612, 586,890, 603,270)

- **TOTAL ADMINISTRATIVE EXPENSE:** $1,272,491 (5,126,586, 5,156,760, 5,899,859, 87.4% of FY14, 17,947,237, 18,022,237, 28.6% of FY14)

- **Long Term Debt Expense:** $91,899 (367,610, 367,618, 367,625)

- **GRAND TOTAL EXPENSE:** $9,873,367 (57,800,064, 37,576,879, 39,185,394, 95.9% of FY14, 125,736,026, 125,736,026, 29.9% of FY14)

- **NET SURPLUS / (DEFICIT):** $882,097 (229,601, 4,052,011, -0.0% of FY14, -0.0% of FY14)

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*"% OF YEAR ELAPSED" provides a general measure for evaluating overall progress against the annual budget. When comparing it to the amounts shown in the "% REV BUDGET" column, please note that individual line items reflect variations due to seasonal activities during the year.*

(A) Staff has reallocated year to date budget due to timing of expenditures.

11/24/14 2:24 PM
### PENINSULA CORRIDOR JOINT POWERS BOARD

#### INVESTMENT PORTFOLIO

#### AS OF OCTOBER 31, 2014

<table>
<thead>
<tr>
<th>TYPE OF SECURITY</th>
<th>MATURITY DATE</th>
<th>INTEREST RATE</th>
<th>PURCHASE PRICE</th>
<th>MARKET PRICE</th>
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<tbody>
<tr>
<td>Local Agency Investment Fund (Restricted) *</td>
<td>Liquid Cash</td>
<td>0.261%</td>
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<td>$2,000,000</td>
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<td>Local Agency Investment Fund (Unrestricted) *</td>
<td>Liquid Cash</td>
<td>0.261%</td>
<td>45,042,220</td>
<td>45,042,220</td>
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<tr>
<td>County Pool (Unrestricted) **</td>
<td>Liquid Cash</td>
<td>0.680%</td>
<td>10,719,387</td>
<td>10,719,387</td>
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<tr>
<td>Other (Unrestricted)</td>
<td>Liquid Cash</td>
<td>0.000%</td>
<td>2,723,214</td>
<td>2,723,214</td>
</tr>
<tr>
<td>Other (Restricted) ***</td>
<td>Liquid Cash</td>
<td>0.200%</td>
<td>21,277,405</td>
<td>21,277,405</td>
</tr>
</tbody>
</table>

$81,762,227 $81,762,227

Accrued Earnings for OCTOBER 2014 $15,502.44
Cumulative Earnings FY2015 $65,796.75

* The market value of Local Agency Investment Fund (LAIF) is calculated annually and is derived from the fair value factor as reported by LAIF for quarter ending June 30 each fiscal year.

** As of October 2014 the amortized cost of the Total County Pool was $3,495,773,288.23 and the fair market value per San Mateo County Treasurer’s Office was $3,499,023,666.82.

*** Prepaid Grant funds for Homeland Security and PTMISEA projects, and funds reserved for debt repayment.

The Portfolio and this Investment Report comply with the Investment Policy and the provisions of SB 564 (1995).

The Joint Powers Board has the ability to meet its expenditure requirements for the next six months.
TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: April Chan
Executive Officer, Planning and Development

SUBJECT: AUTHORIZE THE EXECUTIVE DIRECTOR TO EXECUTE A LEASE AGREEMENT WITH MAVERICK JACK'S, LLC

ACTION
Staff Coordinating Council (SCC) recommends the Peninsula Corridor Joint Powers Board (JPB) authorize the Executive Director to execute a 10-year lease agreement (Lease) with Maverick Jack's, LLC (Tenant) for the use of the former station building at the Broadway Station located at 1190 California Drive in Burlingame (Premises) as a restaurant.

SIGNIFICANCE
The Premises has been vacant since 2009 after the prior tenant was unable to sustain its business during an economic downturn. Subsequently, JPB's commercial real estate consultant (Broker) performed a market lease analysis of the property and determined that there is an excellent opportunity for the JPB to generate revenue from leasing the Premises as a commercial business. Maverick Jack's plans to operate a family restaurant specializing in classic American burgers and shakes.

BUDGET IMPACT
The base rent rate will be $3,862.50 per month commencing on the earlier of completion of Tenant Improvements or six months from delivery of the Premises. The Lease structure is a “Triple Net” (NNN) Lease where the Tenant will be responsible for real estate taxes, property insurance and maintenance costs. Rental adjustments will commence on the 25th month of the Lease, and will adjust at a fixed 3 percent rate per annum thereafter, totaling over $500,000 in gross rent to be collected over a 10-year period. Staff and the Broker confirmed that the lease rate is within the market range for similar properties and the proposed lease terms are representative of market conditions.

BACKGROUND
The subject property consists of an approximately 2,060 square-foot building with 20 dedicated parking stalls within the adjacent station parking lot. The westerly portion of the station parking lot, including all access to the lot, is owned by the City and County of San Francisco (CCSF). Therefore, the lease of the property will be contingent upon the Tenant obtaining a lease from CCSF for additional parking and access. The Tenant
also will be required to obtain a conditional use permit from the city of Burlingame. All proposers were fully informed of the parking lot ownership and the need to obtain the additional access property rights and permits.

The building historically has been leased as a restaurant since the JPB assumed station operations in 1992. The last tenant to occupy the premises was under a five-year lease to operate a restaurant. After two years, the tenant was unable to sustain its business during an economic downturn and vacated the premises in early 2009. Subsequently, the property was listed for lease and a qualified bidder was selected. However, the selected bidder ultimately was unable to reach an agreement with CCSF and the JPB.

A search for a suitable tenant commenced in mid-2014 and the Broker listed the property for lease and requested commercial business proposals. After a thorough review and objective comparison of the various proposals submitted, Maverick Jack’s was determined to be the best qualified proposal to operate a restaurant business based on its comprehensive business proposal, sound financial capacity, and excellent track record in operating a restaurant business. The Tenant’s application to CCSF to obtain a lease for the additional parking and access, has been approved by CCSF’s review committee and SCC anticipates it will achieve final approval in the near future.

Real Estate has determined that leasing this property is in the best interest of the JPB and has confirmed with the Operations and Engineering departments that leasing this property will not restrict or conflict with existing or future JPB capital projects and plans. If plans change and the JPB needs to terminate the Lease within the first five years, JPB will reimburse the Tenant for the actual cost of its unamortized renovation costs in an amount not to exceed $200,000 and based on a five-year amortization schedule. If the lease is terminated by JPB thereafter, nothing will be owed to the Tenant.

The Tenant shall have the right to terminate the Lease any time during the sixth year of the lease term by giving six months prior written notice to the JPB.

Prepared By: Cindy J, Lee Real Estate Officer 650.508.6306
Brian Fitzpatrick, Manager, Real Estate and Property Development 650.508.7781
RESOLUTION NO. 2014 -

BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

* * *

AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO A 10-YEAR LEASE, WITH MAVERICK JACK’S, LLC FOR COMMERCIAL PROPERTY LOCATED AT 1190 CALIFORNIA DRIVE AND BROADWAY AVENUE IN BURLINGAME, CALIFORNIA

WHEREAS, the former station building at the Broadway Station, located at 1190 California Drive in Burlingame (Premises), historically has been leased as a restaurant since the Peninsula Corridor Joint Powers Board (JPB) assumed station operations in 1992; and

WHEREAS, the Premises was vacated in 2009 after the last tenant was unable to sustain its business during an economic downturn; and

WHEREAS, the JPB real estate staff (Staff) has determined that leasing the Premises at this time would be financially prudent and in the best interest of the JPB; and

WHEREAS, staff requested JPB's commercial real estate consultant to perform a market lease analysis, to list the Premises for lease and to request commercial business proposals; and

WHEREAS, various lease proposals were submitted to the JPB; and

WHEREAS, after a thorough review and objective comparison by staff, Maverick Jack’s, LLC (Tenant) was selected as the best qualified proposer to lease the Premises, which includes an estimated 2,060 square-foot building and a parking lot with 20 designated parking stalls; and

WHEREAS, a portion of the parking lot is owned by the City and County of San Francisco (CCSF) and the lease of the Premises is contingent upon the Tenant...
obtaining a lease from CCSF and a conditional use permit from the city of Burlingame; and

WHEREAS, the Tenant’s application to CCSF to obtain a lease for the additional parking and access has been approved by CCSF’s review committee and likely will achieve final approval in the near future; and

WHEREAS, Tenant proposes to pay a base rent in the amount of $3,862.50 per month under a Triple Net (NNN) lease wherein the Tenant will be responsible for the payment of real estate taxes, property insurance, and common area maintenance costs; and

WHEREAS, staff recommends the JPB and Tenant enter into a 10-year lease (Lease) with rent increases commencing on the 25th month of the Lease, adjusting at a fixed rate of three percent per annum thereafter, totaling over $500,000 in gross rent to be collected over the 10-year period; and

WHEREAS, Tenant will improve the Premises at its sole cost and expense and payment of rent will commence on the earlier date of either the completion of Tenant’s improvements or six months from JPB’s delivery of Premises; and

WHEREAS, if the JPB terminates the Lease within the first five years of the lease, JPB shall compensate Tenant for its unamortized renovation costs in an amount not to exceed $200,000.

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors of the JPB authorizes the Executive Director, or his designee, to execute a 10-year Lease with the Tenant in a form approved by legal counsel, at a base rent of $3,862.50 per month with rent increases commencing on the 25th month of the Lease, adjusting at a fixed rate of
three percent per annum thereafter, totaling over $500,000 over a 10-year period, and
with additional terms consistent with this Resolution; and

**BE IT FURTHER RESOLVED** that the Board of Directors authorizes the Executive
Director, or designee, to take any other actions necessary to give effect to this
resolution.

Regularly passed and adopted this 4th day of December, 2014 by the following
vote:

**AYES:**

**NOES:**

**ABSENT:**

________________________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

________________________________________
JPB Secretary
TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Martha Martinez
JPB Secretary

SUBJECT: AMENDMENT OF CITIZENS ADVISORY COMMITTEE BYLAWS TO CHANGE THE DEFINITION OF A QUORUM

ACTION
Staff Coordinating Council recommends the Board amend the Citizens Advisory Committee (CAC) Bylaws – Article V – Parliamentary Authority, Section 2 to change the section on quorums to define a quorum as a majority of seats currently filled rather than as a majority of the entire membership. The proposed amended section of the Bylaws is attached.

SIGNIFICANCE
At its November 19 meeting, the CAC discussed and approved by vote a change to its bylaws concerning how a quorum is defined due to a recent extended period of time during which there have been fewer than nine members on the committee, and the fact that meetings sometimes end early or start late due to a lack of a quorum. If seven of the nine seats are filled due to vacancies, the quorum will be four rather than five. The revised definition will apply for purposes of convening a meeting as well as for taking action.

BUDGET IMPACT
There is no impact on the budget.

BACKGROUND
The CAC was established as a JPB advisory group by Resolution No. 1992-28, dated June 3, 1992. The Committee serves as a forum for conveying community information, ideas and comments to the Board. The Board adopted a set of Bylaws under Resolution No. 2002-13, dated May 2, 2002, to formalize the rules of procedure governing the manner in which the Committee functions.

Prepared by: Josh Averill, Assistant District Secretary 650.508.6223
Section 2. A quorum is defined as a majority of the entire membership seats currently filled. All official acts of the Committee shall require a quorum of the entire membership seats currently filled.

ARTICLE VI – AMENDMENT OF BY-LAWS

These by-laws may be amended at any regular meeting of the CAC by a two-thirds (2/3) vote of the CAC members present and voting, provided that the amendment has been submitted in writing at the previous regular meeting.

ARTICLE VII – CONFLICT OF INTEREST

There shall be no personal or monetary gain by members of the CAC as a result of their membership and actions on the CAC. Reimbursement for expenses that may be authorized by the Executive Director from time to time shall not be deemed to be compensation.

ARTICLE VIII – MAJORITY/MINORITY REPORTS

CAC members may elect to present separate reports on decisions and actions by the CAC under the following circumstances: A majority report will reflect at least two-thirds (2/3) of the CAC members present and voting. A minority report will reflect at least twenty-five percent (25%) of the CAC members present and voting.
RESOLUTION NO. 2014 -
BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA
***

AMENDING THE BYLAWS OF THE
CITIZENS ADVISORY COMMITTEE TO CHANGE THE DEFINITION OF A QUORUM

WHEREAS, pursuant to Resolution No. 1992-28, dated June 3, 1992, the Peninsula Corridor Joint Powers Board (Board) established a Citizens Advisory Committee (CAC) to provide an organized forum for conveying community information, ideas and comments to the Board; and

WHEREAS, pursuant to Resolution No. 2002-13, dated May 2, 2002, the Board adopted Bylaws to govern CAC proceedings; and

WHEREAS, Article V – Parliamentary Authority, Section 2 of the CAC Bylaws state that a quorum is defined as a majority of the entire membership, and that all official acts of the Committee shall require a quorum of the entire membership; and

WHEREAS, the CAC has requested that the Board amend the Bylaws to state that a quorum is defined as a majority of seats currently filled and all official acts of the Committee shall require a quorum of seats currently filled.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby amends Article V – Parliamentary Authority, Section 2 of the CAC Bylaws to read, “A quorum is defined as a majority of seats currently filled. All official acts of the Committee shall require a quorum of seats currently filled.”

Regularly passed and adopted this 4th day of December, 2014 by the following vote:

AYES:
NOES:
ABSENT:

Chair, Peninsula Corridor Joint Powers Board

ATTEST:

J PB Secretary
TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: C.H. (Chuck) Harvey
Deputy CEO

SUBJECT: KEY CALTRAIN PERFORMANCE STATISTICS OCTOBER 2014

The month of October brought Caltrain ridership records once again. Both average weekday ridership (AWR) and total ridership in October 2014 were all-time record highs. AWR in October was 61,673. This is an increase of 9,932 or 19.2 percent over October 2013 AWR of 51,741. The total number of passengers who rode Caltrain in October 2014 was 1,699,129, which is 18.3 percent more than in October 2013.

On-time performance (OTP) for October 2014 was 89.8 percent, which is lower than the 92 percent OTP for October 2013. When trains arriving within 10 minutes of the scheduled arrival time are included, October 2014 OTP rises to 94.1 percent. There was one weekend day when 100 percent of the trains operated on time. An additional nine days operated with 95 percent or better OTP.

Three days significantly affected the overall OTP. If these three days are removed from the calculations, OTP would be 92.8 percent (and 96.9 percent when trains within 10 minutes are included):

- **Trespasser Fatality:** On Wednesday, October 15, at approximately 5:37 p.m., an adult male was struck by southbound Train 264 near Charleston Avenue in Palo Alto. Twenty-five trains were delayed or cancelled as a result.

- **Mechanical Delays:** The most significant mechanical delays were on October 28. Three separate mechanical issues occurred. The three incident trains were cancelled and an additional 34 trains were delayed throughout the day as a result. Overall in October 2014, there were 1,896 delay minutes, compared with 2,411 delay minutes in October 2013.

- **World Series Victory Parade:** There were delays on Friday, October 31 due to the 2014 World Series victory parade. While extra service was provided in the morning, heavy crowds created delays to morning northbound service. Southbound afternoon service was provided on a “load and go” basis with the schedule between 2:30 p.m. and 7:30 p.m. being most significantly affected.

Looking at customer service statistics, there were 13.6 complaints per 100,000 passengers in October 2014. This is higher than the 12.6 complaints in October 2013, but
significantly lower than the October 2012 (26.6 complaints), which also had a World Series victory parade and substantial mechanical delays.

Shuttle ridership is up 21.2 percent from last year. The Marguerite shuttles have improved the accuracy of their ridership reporting this year, which accounts for much of the ridership increase. When comparing the same shuttle routes as last year and the Marguerite shuttles are removed, overall shuttle ridership increased 1 percent over October 2013. For the station shuttles, the Millbrae-Broadway shuttle averaged 236 daily riders. The Belmont-Hillsdale shuttle averaged 74 daily riders. The weekend Tamien-San Jose shuttle averaged 63 riders per day.

**Caltrain Promotions - October 2014**

**Off-peak & Weekend Campaign** - Caltrain is in the second month of a two-month ridership campaign focused on off-peak and weekend trains. The campaign focuses on using Caltrain to **Shop • Play • Go**. Promotional elements include the electronic billboard along Highway 101 in Redwood City, Pandora Internet radio, KCBS, KQED and social media.

**World Series Victory Parade** - Caltrain’s Halloween treat this year was transporting thousands and thousands of happy baseball fans to the San Francisco Giants World Series victory parade in the rain. The rail agency supplemented its morning northbound commute with additional trains. The afternoon southbound service, which also included extra trains, was converted to all locals to accommodate the mass of customers. Information about the service changes was distributed via the Caltrain website, including a homepage crawler, conductor announcements, social media, station signs, a news release, a service alert to Caltrain real-time subscribers and a recording on Caltrain’s 800 number. Total additional ridership boarding and alighting at the San Francisco station was 18,430.

**Giants Playoffs and World Series** - The Giants played eight post-season home games: five playoff and three World Series. The post-season service was promoted on the Caltrain website, electronic station signs, a news release and social media. Caltrain carried more than 93,000 customers, a 27 percent increase compared to the 2012 post-season service (six games).

**Cal Bears vs. Oregon Ducks** - The Bears and Ducks went head-to-head at Levi’s® Stadium in late October for the first college football game played at the new venue. Service to the game was promoted through the usual channels (website, social media, news release, station electronic message signs) and through the Santa Clara Valley Transportation Authority (VTA). Caltrain transported 1,180 customers after the game.

**49ers** - In October, the 49ers were on the road more than they were at home, having played just one game at Levi’s® Stadium. Caltrain, in partnership with VTA, continued to play an important role in getting football fans to the stadium. Information about Caltrain service is included on the Levi’s® Stadium website. Caltrain pushed information through its website, including a big button on its home page, Caltrain Connection,
conductor announcements, station message signs, Track the Fun brochure, social media and a news release. Nearly 5,500 people rode Caltrain for the game.

**Stanford Football** - The Farm hosted two Stanford Cardinal football games in October, with Caltrain providing special stops at the Stanford Stadium station for the one Saturday game. Caltrain continued to promote its service with a station banner, radio spots and banner ads on Pandora, news release, social media, station message signs, conductor announcements, web button and dedicated page on its website. Service information also was included in two Caltrain publications, Track the Fun and Caltrain Connection. Stanford produced an onboard brochure and posted information on gostanford.com. Caltrain served 2,275 fans at the Stanford Stadium station. Year-to-date ridership is up 17 percent compared to last season. Because the Stanford station doesn’t have a Clipper card tagging device or ticket machines, an unknown number of customers also used the Palo Alto station.

**San Jose Sharks** - In addition to transporting thousands of football and baseball fans, Caltrain also is the go-to service for ice hockey fans heading to the San Jose Sharks. In October, the San Jose Sharks played three home games at SAP Center, located across the street from the San Jose Diridon station. Service to the Shark Tank is promoted through onboard adcards produced by the Sharks, a link from the Sharks website to Caltrain, Pandora spots and banner ads, web button and dedicated page on caltrain.com, included in the fall editions of Track the Fun and Caltrain Connection, social media and a news release. For the games, Caltrain carried an extra 1,224 customers. Year-to-date ridership is up 19 percent compared to last year.

**Where Public Transportation Goes Community Grows** - Caltrain, in partnership with SamTrans, extended its participation in the American Public Transportation Association’s Where Public Transportation Goes Community Grows initiative for an additional month. The goal of the initiative is to let decision makers and other stakeholders know that investment in public transportation drives growth. Transit attracts development and increases property values along its corridors. Public transit also connects employers to employees, restaurants to diners, landlords to renters and families to local stores. Caltrain conveyed the message through bus shelter ads, exterior bus ads, web banners and social media.

Prepared By:  
Rita P. Haskin, Executive Officer, Customer Service and Marketing  
650.508.6248  
Catherine David, Senior Planner  
650.508.6471
Table A

October 2014

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<th>FY2014</th>
<th>% Change</th>
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<td>Average Caltrain Shuttle Ridership</td>
<td>6,803</td>
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Year to Date

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<th>FY2014</th>
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<td>Total Ridership</td>
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<td>Average Weekday Ridership</td>
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<td>On-time Performance</td>
<td>91.1%</td>
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<tr>
<td>Average Caltrain Shuttle Ridership</td>
<td>6,944</td>
<td>8,901</td>
<td>28.2%</td>
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Graph A

Caltrain Average Weekday Ridership

[Graph showing average weekday ridership from October 2013 to October 2014, with a line indicating a trend of increase.]
TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Marian Lee, Executive Officer
Caltrain Modernization Program

SUBJECT: PENINSULA CORRIDOR ELECTRIFICATION PROJECT (PCEP) FINAL ENVIRONMENTAL IMPACT REPORT (FEIR) RELEASE

ACTION
This report is for information only. No Board action is required.

SIGNIFICANCE
Consistent with the 2013 Joint Powers Board (JPB)/California High-speed Rail Authority Agreement and the 2012 nine-party Memorandum of Understanding (MOU) High-speed Rail Early investment Strategy for a Blended System in the Peninsula Corridor, Caltrain staff has been advancing the PCEP.

For the PCEP, the California Environmental Quality Act (CEQA) environmental clearance process was initiated on January 31, 2013 with the issuance of the Notice of Preparation. The Draft EIR (DEIR) was released on February 28, 2014 for a 60-day review and public comment period. Four public meetings were held during March and April to solicit input on the draft impacts of the proposed project. Approximately 112 people attended the public meetings and 229 written comments on the DEIR were received during the comment period.

Since the close of the DEIR comment period, the project team has prepared written responses to substantive comments on the environmental evaluation in the DEIR and prepared necessary revisions to the EIR. These changes and responses are included as part of the Final Environmental Impact Report (FEIR).

Rich Walter, consultant with ICF International, will provide the Board with a summary of the key issues raised in comments received and the most substantive revisions reflected in the FEIR.

The next step for the environmental review process is to present the FEIR to the Board for consideration of certification. Once the Board certifies the FEIR, it can consider approval of the PCEP. These actions are scheduled for the January 2015 Board meeting.
**BUDGET IMPACT**
There is no impact to the existing budget.

**BACKGROUND**
Caltrain completed an Environmental Assessment/Environmental Impact Report (EA/EIR) in 2009 for the Caltrain Electrification Project. The EA is prepared in accordance with the National Environmental Policy Act (NEPA), the Federal environmental review statute. The EIR is prepared in accordance with CEQA, the State environmental review statute. The Federal Transit Administration issued a Finding of No Significant Impact (FONSI), which completed the Federal NEPA environmental review. However, the JPB chose not to certify the CEQA EIR due to uncertainties associated with the high-speed rail (HSR) project, which has not yet completed the CEQA environmental process for this segment.

With the development of the concept of a Caltrain and HSR blended system in the Peninsula Corridor, as reflected in funding and new agreements, Caltrain committed to preparing a new environmental document in order to implement the PCEP. Given that the 2009 FONSI was previously completed, it was determined that the new environmental document would be required for State CEQA clearance only.

In accordance with CEQA, a scoping period was held in February and March of 2013 to receive public and agency comment on the scope of the EIR. Scoping comments were reviewed to identify topics of analysis for the EIR. The results of the scoping are memorialized in the Scoping Report posted on the Caltrain website.

The investigation for the DEIR included field surveys for noise, trees and other biological resources, visual aesthetics, and traffic conditions. Data was collected from a variety of sources to support the environmental impact evaluation. All resource areas required under CEQA were evaluated including direct, indirect and cumulative impacts. Impacts were compared to significance thresholds to identify whether impacts would or would not be significant. Where significant impacts were identified, feasible mitigation is proposed, if available. Alternatives suggested in scoping were reviewed; only alternatives determined to be feasible, to meet most of the project’s purpose and need to lower one or more significant impact of the proposed project were analyzed in detail.

The FEIR responds to substantive comments concerning the environmental analysis in the DEIR and provides any necessary revisions pursuant to substantive comments. The FEIR also includes several Caltrain-staff initiated revisions.

Prepared By:  Stacy Cocke, Senior Planner       650.508.6207
TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Gigi Harrington                     C. H. (Chuck) Harvey
Deputy CEO                                Deputy CEO

SUBJECT: PROPOSED DBE PROJECT GOAL FOR THE PENINSULA CORRIDOR ELECTRIFICATION PROJECT

ACTION
The Peninsula Corridor Joint Powers Board (JPB) Disadvantaged Business Enterprise (DBE) Review Committee and Staff Coordinating Council recommend the Board approve the following:

1. Publish for public inspection and comment the proposed project-specific DBE goal of 5.2 percent for the Peninsula Corridor Electrification Project (PCEP);
2. In the event that no public comments are received that require a change to the proposed goal, authorize the Executive Director to formally adopt the goal for the full term of the PCEP; and
3. Authorize the Executive Director to submit the DBE project goal to the Federal Transit Administration (FTA) of the U.S. Department of Transportation (DOT).

SIGNIFICANCE
Pursuant to prescribed Federal methodologies, the proposed project-specific DBE goal of 5.2 percent is based upon the JPB's assessment of subcontracting opportunities on the PCEP, and the projected availability of ready, willing, and able DBEs to participate in the activity. Due to the uncertainty of the timing of the PCEP, project contracting opportunities were not factored into the Fiscal Year (FY) 2014-FY2016 DBE goal presented to the Board in April 2013.

BUDGET IMPACT
The proposed DBE project goal should have no impact on the budget under present procurement practices.

BACKGROUND
The DOT regulations pertaining to the Disadvantaged Business Enterprise Program (located in 49 CFR Part 26) allow DOT grantees to establish a project goal for DBE participation in Federally assisted design-build contracts separate from the overall DBE goal set on a triennial basis. Staff proposes a project-specific DBE goal of 5.2 percent for the PCEP. This is based upon the JPB's assessment of all contracting opportunities within the project and a review of U.S. Census data, increases to the goal based on the JPB's Disparity Study, and other data sources concerning the availability of DBEs in
the industries and geographical markets relevant to the project.

The DBE Office has scheduled a public participation event at the SamTrans administrative offices on December 5, 2014 for minority, women’s and general contractor groups, community organizations and other officials or organizations that could be expected to have information concerning the availability of disadvantaged and non-disadvantaged businesses, the effects of discrimination on opportunities for DBEs, and our efforts to establish a level playing field for the participation of DBEs. In addition, a published notice announcing the proposed project-specific goal will be posted on the Caltrain website for 30 days and inviting public comment.

A unique consideration for this project goal is that the JPB will require a large portion of the work, 45 percent of the contract value, to be self-performed by the Design-Builder. Due to the financial qualifications required for a project of this magnitude, a small business will not be able to participate as the Design-Builder. Since a DBE is by definition a small business, staff believes that the project DBE goal should reflect the absence of opportunity for small businesses within the self-perform requirement. Therefore, although the DBE project goal is expressed as a percentage of the total estimated value of the project, the actual value of the DBE goal only represents the opportunities for subcontracting under the Design-Builder.

Staff recommends implementing a DBE program for the project with race-neutral measures to the greatest extent possible, as well as use of race-conscious contract goals only when necessary to meet its DBE project goal during the term of the project. As part of the Request for Proposals evaluation process, staff will evaluate bidders based upon how they plan to design, administer and monitor their DBE plan for this project. The DBE Office will schedule several outreach events to engage the local small business community about business opportunities on this project. In a couple of months staff will bring a recommendation to the Board to approve a Project Labor Agreement for this project that will address, among other things, hiring of qualified DBE contractors. Additional opportunities for DBEs will be available through the JPB’s purchase of new Electrical Multiple Unit trains which will require the vendor to implement a Transit Vehicle Manufacturer DBE Program directly with the FTA.

If circumstances change between projected and actual contracting activity that will impact the proposed goal, staff will analyze the impact, report to the Board, and will submit a request to the DOT for approval of an adjustment to the project goal.

It is recommended that final adoption of the project goal be delegated to the Executive Director in the event that no public comments are received that would require the Board to modify the proposed goal. If reconsideration is needed, the Board will be asked to review and approve the final project goal at the January Board meeting. Once this project goal is adopted, staff will submit the proposed DBE project goal to the FTA for review.

Prepared By:  
John Barker, Labor Compliance Officer 650.508.7940  
Bill Carson, Manager, Employee Relations and Civil Rights 650.508.6234
RESOLUTION NO. 2014 -

BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

***

AUTHORIZING PUBLICATION OF PROPOSED PROJECT-SPECIFIC DISADVANTAGED BUSINESS ENTERPRISE GOAL FOR THE PENINSULA CORRIDOR ELECTRIFICATION PROJECT

WHEREAS, the Board of Directors of the Peninsula Corridor Joint Powers Board (JPB), by Resolution No. 2013-24, adopted a Fiscal Year (FY) 2014-2016 Disadvantaged Business Enterprise (DBE) overall goal of 12 percent, applicable to Federal Transit Administration (FTA)-assisted contracts, which did not include the Peninsula Corridor Electrification Project (PCEP); and

WHEREAS, the U.S. Department of Transportation regulations pertaining to the JPB's DBE Program (located in 49 CFR Part 26, hereinafter “Regulations”), allow for a project-specific DBE goal to be established for a design-build contract, separate from the DBE overall goal, whereby the design-builder commits to satisfy the project-specific DBE project goal through race neutral measures, and where appropriate, by setting DBE subcontract goals for its subcontracts; and

WHEREAS, in accordance with the Regulations, the DBE Officer and DBE Liaison Officer have analyzed the subcontracting opportunities for DBE participation for the PCEP and recommend that a project-specific DBE goal be established for the duration of the project; and

WHEREAS, based upon the recommendation from the DBE Officer and DBE Liaison Officer, with the concurrence of the DBE Program Review Committee, the Executive Director has recommended the establishment of a proposed DBE project goal of 5.2 percent, in accordance with the methodology set forth in the Regulations; and
WHEREAS, the Regulations prescribe a 30-day public comment period regarding the proposed DBE project goal; and

WHEREAS, the Board of Directors finds that the project-specific DBE goal is appropriate and reasonable.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby authorizes the dissemination of the proposed project-specific DBE goal for the PCEP of 5.2 percent for public review and comment, with the understanding that final adoption of the project-specific DBE goal will be considered at the completion of a public comment period; and

BE IT FURTHER RESOLVED that the Board of Directors authorizes the Executive Director to adopt the project-specific DBE goal for the PCEP on behalf of the Peninsula Corridor Joint Powers Board, in the event that no public comments are received that require the Board to reconsider or modify the proposed goal; and

BE IT FURTHER RESOLVED that the Board of Directors directs the Executive Director to submit the adopted project-specific DBE goal for the PCEP to the U.S. Department of Transportation through the FTA, in accordance with the Regulations.

Regularly passed and adopted this 4th day of December, 2014 by the following vote:

AYES:

NOES:

ABSENT:

__________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

__________________________
JPB Secretary
TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Gigi Harrington      C. H. (Chuck) Harvey
Deputy CEO          Deputy CEO

SUBJECT: AUTHORIZE EXERCISE OF OPTION 2, PHASE 4 FOR A COMMUNICATIONS-BASED OVERLAY SIGNAL SYSTEM/POSITIVE TRAIN CONTROL (CBOSS/PTC) FOR CALTRAIN

ACTION
Staff Coordinating Council recommends the Board authorize the Executive Director or his designee to exercise Option 2, Phase 4 of the Agreement with Parsons Transportation Group (PTG) to provide for the system integration testing, safety certification, commissioning, final system acceptance, and warranty for the continuing provision of CBOSS/PTC for Caltrain in the amount of $32,809,927.

SIGNIFICANCE
In August 2013, the Peninsula Corridor Joint Powers Board (JPB) approved splitting original Option 2, Phase 3 of the CBOSS/PTC contract into two Phases (Phases 3 and 4). The Board authorized execution of Option 2, Phase 3 at the same August 2013 JPB Board meeting per Board Resolution No. 2013-37. JPB staff now recommends exercising Option 2, Phase 4 which consists of five payment milestones related to the remaining work on the CBOSS project: system integration testing, safety certification, commissioning, final system acceptance, and warranty.

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<th>Current Contract Cost Structure</th>
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<td>Base Term</td>
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<tr>
<td>Option 1</td>
<td>Phase 2</td>
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BUDGET IMPACT
Funding for the exercise of Option 2, Phase 4 is included in the approved Fiscal Year 2015 capital budget.

BACKGROUND
In October 2008, Congress enacted the Rail Safety Improvement Act of 2008 (RSIA), which mandates the development and implementation of PTC systems on “Class I” and commuter railroads such as Caltrain by December 31, 2015.

The Caltrain CBOSS/PTC system includes the four key requirements of the RSIA: a system that reliably and functionally prevents: (1) train-to-train collisions, (2) overspeed derailments, (3) unauthorized incursions into work zones and (4) routing over misaligned switches. The Caltrain CBOSS/PTC will not only improve rail safety, but it will also provide enhanced operational benefits including improved schedule management, station stop enforcement, crossing safety improvements, and optimized operating performance. The Caltrain CBOSS/PTC will be implemented on all main tracks between San Francisco and Control Point Lick in south San Jose and will be interoperable with its tenant and host railroads. The Caltrain CBOSS/PTC will provide significant advances to the signaling system capabilities.

Pursuant to Resolution No. 2011-43, the JPB entered into an agreement with PTG to implement CBOSS/PTC for Caltrain on December 28, 2011. The CBOSS/PTC Project originally consisted of three Phases, described in the contract as a base term (Phase 1) for the critical design of PTC, with two subsequent contractual options for the continuing implementation and deployment of the PTC system. The options were to be executed if deemed to be in the best interest of the agency, and subject to Board approval.

Phase 1 of the CBOSS/PTC Project, consisting of the completion of the Project Execution Plan, completion of the PTC Development Plan, and commencement of system and subsystem critical design, was concluded in March 2013.

In accordance with the terms of the agreement, Option 1, Phase 2 provides for a final design, integrated subsystem/system factory acceptance testing, and data communication subsystem installation. Option 1, Phase 2 was exercised by the JPB on January 3, 2013, pursuant to Resolution No. 2013-07.

Option 2, Phase 3 provides for the remaining subsystem installation, subsystem testing and completion of the Backup Central Control Facility. Option 2, Phase 3 was exercised by the JPB on August 3, 2013, pursuant to Resolution No. 2013-37.

Option 2, Phase 4, recommended to be exercised here, is to provide system integration testing, safety certification, commissioning, final system acceptance, and warranty.

The JPB and PTG have completed or anticipate the completion of the following:
• Completed Project Execution Planning (PEP)
• Completed Project Preliminary Design and Approval
• Completed system and subsystem Critical Design and Approval
• Completion of subsystem and system Final Design and Approval
• Submitted Project PTC Development Plan to Federal Railroad Administration (FRA) and received type approval from the FRA in Sept 2014
• Completion of BCCF Build Out as part of Option 2 Phase 3 work
• Completion of data communication system installation including fiber optic backhaul from Control Point Lick to Menlo Park
• Completion of Segment 3 wayside installation
• Completion of the onboard installation for all pilots
• Completion of the Railroad Operation Control System 2 software development and factory testing
• Developed Caltrain Interoperability Coordination Plan for FRA and other railroads review and comments. Continue work with Union Pacific Railroad and other tenant railroads for establishing Interoperability coordination plan process and working groups

JPB staff feels it is critical to exercise Option 2, Phase 4 of the Caltrain CBOSS/PTC Project in support of field system integration testing scheduled to commence early 2015 and ultimately support CBOSS/PTC Revenue Service Demonstration before the end of 2015. The total amount identified for Option 2, Phase 4 is $32,809,927. The current total value of the CBOSS contract is $139,152,981.

PMO Director: Karen Antion

415.836.5605
RESOLUTION NO. 2014 -
BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

*   *   *

AUTHORIZING EXERCISE OF OPTION 2, PHASE 4 OF THE CONTRACT FOR A
COMMUNICATIONS-BASED OVERLAY SIGNAL SYSTEM/POSITIVE TRAIN CONTROL
(CBOSS/PTC) FOR CALTRAIN IN THE AMOUNT OF $32,809,927

WHEREAS, on December 28, 2011, pursuant to Resolution No. 2011-43, the
Peninsula Corridor Joint Powers Board (JPB) awarded a contract to implement
CBOSS/PTC for Caltrain to Parsons Transportation Group (PTG) in the amount of
$138,135,673, since amended to $139,152,981, consisting of three Phases: a Base
contract, Phase 1 for the critical design, with two subsequent options, Option 1, Phase 2
and Option 2, Phase 3, for the continuing implementation and deployment of the PTC
system; and

WHEREAS, in accordance with the contract, the options are to be executed if
deemed to be in the best interest of the JPB and subject to Board approval; and

WHEREAS, on January 3, 2013, pursuant to Resolution No. 2013-07, the JPB
authorized the exercise of Option 1, Phase 2 in the amount of $35,253,855 to provide
the JPB with a final design, integrated subsystem/system factory acceptance testing,
and the installation of the data communication subsystem which includes a fiber optic
backbone; and

WHEREAS, on August 1, 2013, pursuant to Resolution No. 2013-37, the JPB
authorized splitting Option 2, Phase 3 into two Phases (new Phases 3 and 4), and further
authorized the exercise of new Option 2, Phase 3 in the amount of $54,746,797 for
remaining subsystem installation, subsystem testing, and completion of the Backup
Central Control Facility; and
WHEREAS, staff now considers it appropriate to exercise Option 2, Phase 4 in the
amount of $32,809,927 to provide for the system integration testing, safety certification,
commissioning, final system acceptance, and warranty; and

WHEREAS, funding for Option 2, Phase 4, has been budgeted in the Caltrain
Fiscal Year 2015 Capital budget.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula
Corridor Joint Powers Board hereby authorizes the Executive Director or his designee to
exercise Option 2, Phase 4 to the Agreement with Parsons Transportation Group of
Washington, D.C. in the amount of $32,809,927.

Regularly passed and adopted this 4th day of December, 2014 by the following
vote:

AYES:

NOES:

ABSENT:

______________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

______________________________
J PB Secretary
TO: Joint Powers Board

THROUGH: Michael J. Scanlon
        Executive Director

FROM: April Chan
        Executive Officer, Planning and Development

SUBJECT: AUTHORIZE THE FILING OF APPLICATIONS TO THE METROPOLITAN
TRANSPORTATION COMMISSION (MTC) FOR PROGRAMMING OF FEDERAL
TRANSIT ADMINISTRATION (FTA) FORMULA FUNDS FOR THE CALTRAIN
MODERNIZATION (CALMOD) PROGRAM AND THE ROLLING STOCK STATE OF
GOOD REPAIR (SOGR) PROJECT

ACTION
Staff Coordinating Council recommends the Board authorize the Executive Director, or
his designee, to submit fund programming applications to the MTC; and to:

1. Program $5,398,033 in Fiscal Year (FY) 2015 FTA funds for the CalMod Program and
   Rolling Stock SOGR Project; and

2. Commit $1,349,509 in local matching funds; and

3. Take such actions as may be necessary to give effect to this resolution, including
   executing any agreements, certifications and assurances or other
documentation required in order to receive the FTA funds.

SIGNIFICANCE
Staff is proposing to submit fund programming applications to the MTC for FY2015 FTA
Formula funds to support the following projects:

<table>
<thead>
<tr>
<th></th>
<th>Federal Funds</th>
<th>Local Funds</th>
<th>Total</th>
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<tbody>
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<td>$1,308,692</td>
<td>$6,543,458</td>
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<td>Rolling Stock SOGR</td>
<td>$163,267</td>
<td>$40,817</td>
<td>$204,084</td>
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<tr>
<td>Total</td>
<td>$5,398,033</td>
<td>$1,349,509</td>
<td>$6,747,542</td>
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BUDGET IMPACT
There is no budget impact associated with this action. Both the proposed FTA and local
match amounts are already included in the FY2015 Caltrain Capital Budget.
**BACKGROUND**

As part of the High-speed Rail Early Investment Program Memorandum of Understanding (MOU), MTC is slated to provide Federal funds for the EMU portion of the CalMod Program. The FTA funding request is consistent with the MOU, and provides the amount that is needed in FY2015 to support ongoing work in EMU specs development.

The proposed amount for the rolling stock SOGR work is provided to Caltrain as part of the MTC’s annual fund programming for SOGR work.

Prepared by: Peter Skinner, Senior Grants Analyst  
650.622.7818
RESOLUTION NO. 2014 -

BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

**

AUTHORIZING THE FILING OF APPLICATIONS TO THE METROPOLITAN TRANSPORTATION COMMISSION FOR PROGRAMMING OF FEDERAL TRANSIT ADMINISTRATION FORMULA FUNDS FOR THE CALTRAIN MODERNIZATION PROGRAM AND THE ROLLING STOCK STATE OF GOOD REPAIR PROJECT

WHEREAS, Moving Ahead for Progress in the 21st Century (MAP-21; Public Law 112-141) establishes new Federal Transit Administration (FTA) formula programs (23 U.S.C. Chapter 53); and

WHEREAS, pursuant to MAP-21 and the regulations promulgated thereunder, eligible project sponsors wishing to receive FTA Section 5307 Urbanized Area Formula Program grants, Section 5337 State of Good Repair Grants, or Section 5339 Bus and Bus Facilities Formula Grants (collectively, FTA Formula Programs) for a project shall first submit an application with the appropriate metropolitan transportation planning organization (MPO) for review and inclusion in the MPO’s Transportation Improvement Program (TIP); and

WHEREAS, the successor legislation to MAP-21 is anticipated to continue authorization of the FTA Formula Programs; and

WHEREAS, the Metropolitan Transportation Commission (MTC) is the MPO for the San Francisco Bay region; and

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) is an eligible project sponsor for the FTA Formula Programs; and
WHEREAS, the JPB wishes to submit an application to the MTC to program funding for the Caltrain Modernization (CalMod) Program and the Rolling Stock State of Good Repair Project (Projects).

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors that the JPB is authorized to execute and file an application to the MTC for FTA Formula Program funds in the amount of $5,398,033; and

BE IT FURTHER RESOLVED that:

1. The JPB will provide $1,349,509 in local matching funds; and
2. The JPB understands that the FTA Formula Program funding for the Projects is fixed, that any cost increases must be funded by the JPB from local matching funds, and that the JPB does not expect any cost increases to be funded with FTA Formula Program funds; and
3. The Projects will be built and operated as described in this resolution and, if approved by the MTC, for the amount shown in the MTC’s TIP with obligation occurring within the timeframe established below; and
4. The program funds are expected to be obligated by January 31 of the year the Projects are programmed for in the TIP; and
5. The JPB will comply with FTA requirements and all other applicable Federal, State and Local laws and regulations with respect to the Projects; and

BE IT FURTHER RESOLVED that:

1. The JPB is an eligible sponsor of projects in the program for FTA Formula Program funds; and
2. The JPB is authorized to submit an application for FTA Formula Program funds for the Projects; and
3. There is no legal impediment to the JPB making applications for FTA Formula Program funds; and

4. There is no pending or threatened litigation which might in any way adversely affect the proposed Projects, or the ability of the JPB to deliver such Projects; and

5. The JPB agrees to comply with the requirements of MTC’s Transit Coordination Implementation Plan as set forth in MTC Resolution 3866; and

6. A copy of Resolution 3866 will be transmitted to the MTC prior to MTC programming the FTA Formula Program funded Projects in the TIP; and

7. The MTC is requested to support the application for the Projects described in the resolution and to program the Projects, if approved, in MTC’s TIP; and

8. The Board of Directors authorizes the Executive Director or his designee to take such actions as may be necessary to give effect to this resolution, including executing any agreements, certifications and assurances or other documentation required in order to receive the FTA Formula Program funds.

Regularly passed and adopted this 4th day of December, 2014 by the following vote:

AYES:

NOES:

ABSENT:

______________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

______________________________
JPB Secretary
PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Gigi Harrington
Deputy CEO

SUBJECT: AUTHORIZE AMENDMENT TO INCREASE THE FISCAL YEAR 2015 CALTRAI
CAPITAL BUDGET IN THE AMOUNT OF $10 MILLION FOR THE RAIL CAR
CAPACITY EXPANSION PROJECT FOR A TOTAL CAPITAL BUDGET OF
$54,554,725 AND APPROVE THE ASSET PURCHASE AGREEMENT WITH
SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY

ACTION
Staff Coordinating Council recommends the Board:

1) Amend the Fiscal Year (FY) 2015 Capital Budget to include an additional
$10 million for the Rail Car Capacity Expansion Project for a total Capital
Budget of $54,554,725, as in Attachment A.

2) Approve the Asset Purchase Agreement, which includes a storage agreement
and $1 million deposit for the purchase of 16 rail cars from Southern California
Regional Rail Authority (SCRRA), the operator of the Metrolink commuter rail
service in the Los Angeles Basin.

3) Authorize the Executive Director or the Deputy CEO, Finance and
Administration, to execute a contract with SCRRA in full conformity with the
term sheet approved by the Board by Resolution No. 2014-44 and subject to
final approval by legal counsel.

SIGNIFICANCE
The Rail Car Capacity Expansion Project will enable procurement of 16 railcars to
improve capacity along the corridor. The additional railcars will need to be
rehabilitated before they are ready for service. These railcars will be strategically
deployed to increase capacity and replace existing cars as they are rotated through
the State of Good Repair (SOGR) Program.

Peninsula Corridor Joint Powers Board (JPB) staff has estimated the cost of the Rail Car
Capacity Expansion Project to be $15 million, which will encompass the acquisition
and renovation of rail cars from Metrolink, including costs of platform modifications
required to accommodate longer train sets and the costs of acquiring new wheels to
be used in connection with this project.
The purchase is scheduled to close on December 17, 2014 with $1 million to be deposited in advance on December 11, 2014. A storage agreement has been negotiated so that 11 of the 16 rail cars can be stored at Metrolink for about two months before they are transported to a rehabilitation facility. The remaining five rail cars will be delivered directly to Caltrain Centralized Equipment Maintenance and Operations Facility (CEMOF) pursuant to a separate contract. These five cars will be cleaned and adjusted as required for immediate revenue service.

The contract to rehabilitate the cars is being competitively procured and will be brought to the Board for approval in January. Once the rehabilitation contractor is selected, it will first perform a full overhaul on the 11 cars stored in Metrolink, followed by an overhaul of the five rail cars which are put into revenue service.

**BUDGET IMPACT**

Funding for the Rail Car Capacity expansion Project will come from a combination of prior years’ farebox surplus funds ($4 million) and the issuance of 2015 Farebox Revenue Bonds ($11 million). The FY2015 Capital Budget included a $1 million budget for platform modifications to accommodate longer train sets that will be required for the Rail Car Capacity Expansion Project. In addition, pursuant to Resolution No. 2014-06, the Board programmed $4 million for the Rail Car Capacity Expansion Project, bringing the total estimated cost of the Project to $5 million. Now, staff estimates that the total cost of the Rail Car Capacity Expansion Project will be $15 million. Therefore, staff requests that the Board increase the FY2015 Capital Budget by $10 million to fully fund the Rail Car Capacity Expansion Project.

**BACKGROUND**

The JPB adopted the FY2015 Caltrain Capital Budget on August 7, 2014 for an authorized total amount of $43,554,725 per Resolution No. 2014-41, which includes the $1 million budget for platform modifications to accommodate longer train sets.

The JPB approved the term sheet negotiated with SCRRA for the purchase of 16 Bombardier Bi-level Generation 2 railcars on September 4, 2014 per Resolution No. 2014-44.

The Capital Budget was amended to include $1 million for the South Terminal Phase II Project on September 4, 2014 for an authorized total amount of $44,554,725 per Resolution No. 2014-46.

The proposed Capital Budget Amendment would increase the FY2015 Capital Budget to an authorized total of $54,554,725.

The JPB annually adopts a capital budget to accompany the operating budget. The purpose of the capital budget is to implement a balanced program of projects that gives the JPB the ability to meet its goals and objectives as set forth in the Short-range Transit Plan and the related Rapid Rail Plan.

Prepared By: Aandy Ly, Acting Manager, Budgets 650.508.6376
Gigi Harrington, Deputy CEO 650.508.7950
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<th>Item #</th>
<th>PROJECT TITLE/DESCRIPTION</th>
<th>FY 15 PROJECT PHASE</th>
<th>EST. TOTAL COST</th>
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**V. PLANNING/STUDIES**

**FY15 DRAFT Capital Budget**

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**Federal**

1) $2.3M of STP/CMAQ funding is discretionary funding that has been applied for through MTC's Transit Performance Incentive program.

2) The total member contribution for FY15 is $3.5M per member, which includes $200K that was amended into the FY14 budget at the July 3, 2014 Board meeting.

**Per Partner Contribution**

1,432,333
RESOLUTION NO. 2014 -

BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

***

AUTHORIZING AMENDMENT TO INCREASE THE FISCAL YEAR 2015 CAPITAL BUDGET
IN THE AMOUNT OF $10 MILLION FOR THE RAIL CAR CAPACITY EXPANSION
PROJECT FOR A TOTAL CAPITAL BUDGET OF $54,554,725 AND APPROVING AN
ASSET PURCHASE AGREEMENT WITH
SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY

WHEREAS, pursuant to Resolution No. 2014-06, adopted on January 9, 2014, the Peninsula Corridor Joint Powers Board (JPB) approved the budget for the Rail Car Capacity Expansion Project (Project) with a total authorized budget of $4 million; and

WHEREAS, pursuant to Resolution No. 2014-44, adopted on September 4, 2014, the JPB approved the term sheet negotiated with the Southern California Regional Rail Authority (SCRRA), the operator of the Metrolink commuter rail service in the Los Angeles Basin, for the purchase of 16 Bombardier Bi-level Generation 2 rail cars for the Rail Car Capacity Expansion Project; and

WHEREAS, JPB staff now estimates the cost of the Project to be $15 million, which will encompass the acquisition and renovation of rail cars from SCRRA, including costs of platform modifications required to accommodate longer train sets and the costs of acquiring new wheels to be used in connection with the Caltrain commuter rail service operated by the JPB; and

WHEREAS, pursuant to Resolution No. 2014-41, adopted on August 7, 2014, the JPB adopted the Fiscal Year (FY) 2015 Capital Budget in the total amount of $43,554,725, which includes a $1 million budget for platform modifications to accommodate longer train sets, which is part of the estimated costs for the $15 million Project; and
WHEREAS, pursuant to Resolution No. 2014-46, adopted on September 4, 2014, the JPB approved the amendment to increase the FY2015 Capital Budget for an unrelated project to bring the total authorized budget to $44,554,725; and

WHEREAS, following review and deliberation, in order to accommodate the increased cost estimate for the Project, the Staff Coordinating Council (SCC) recommends and the Executive Director concurs that the Board amend the FY2015 Capital Budget to include $10 million to fully fund the Project for a total Capital Budget in the amount of $54,554,725;

WHEREAS, additionally, the SCC recommends and the Executive Director concurs that the Board approve the Asset Purchase Agreement, which includes a storage agreement and $1 million deposit negotiated with SCRRA to purchase the 16 Bombardier Bi-level Generation 2 railcars in full conformity with the term sheet approved by the Board by Resolution No. 2014-44 and subject to final approval by legal counsel.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby takes the following actions:

1) Amends the FY2015 Capital Budget to include an additional $10 million to fund the Rail Car Capacity Expansion Project for a total Capital Budget of $54,554,725;

2) Approves the Asset Purchase Agreement, which includes a storage agreement and $1 million deposit for the purchase of 16 rail cars from SCRRA;

3) Authorizes the Executive Director or the Deputy CEO, Finance and Administration, to execute a contract with SCRRA in full conformity with
the term sheet approved by the Board by Resolution No. 2014-44 and subject to final approval by legal counsel.

Regularly passed and adopted this 4th day of December, 2014 by the following vote:

AYES:

NOES:

ABSENT:

________________________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

________________________________________
JPB Secretary
AGENDA ITEM #13
DECEMBER 4, 2014

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Gigi Harrington C.H. (Chuck) Harvey
Deputy CEO Deputy CEO

SUBJECT: AUTHORIZE AWARD OF A CONTRACT FOR THE SAN FRANCISCO ROADWAY BRIDGES REPLACEMENT PROJECT

ACTION
Staff Coordinating Council (SCC) recommends the Board:

1. Award a contract to the lowest, responsive and responsible bidder, Disney Construction, Inc. (DCI), in the total amount of $8,393,333.

2. Authorize the Executive Director or his designee to execute the contract in full conformity with the terms and conditions of the solicitation documents.

SIGNIFICANCE
Award of this construction contract will provide three new vehicular roadway bridges (San Francisco Vehicular Bridges) over the Caltrain tracks at 22nd Street, 23rd Street and Paul Avenue. Work under the contract also will strengthen an existing pier foundation at Jerrold Avenue in San Francisco.

The vehicular roadway bridges are required to be replaced due to their current state of disrepair. The strengthening of the pier foundation at Jerrold Avenue is part of the Peninsula Corridor Joint Powers Board’s (JPB) State of Good Repair maintenance.

BUDGET IMPACT
Funding for this contract has been fully budgeted in the approved Caltrain capital budgets and includes Federal, State and local funds.

BACKGROUND
San Francisco Vehicular Bridges
An agreement exists between the city of San Francisco and JPB that states the maintenance of the San Francisco Vehicular Bridges is to be done by the JPB. The California State Department of Transportation identified these bridges to be structurally deficient and functionally obsolete in 2006. Their determination thus required the JPB to prepare plans, specifications, and estimates for the replacement of these bridges, which will mitigate the existing bridges’ structural deficiencies and seismic vulnerabilities, and upgrade their functionality to current standards. This project includes structure, civil, and utility work.
Jerrold Avenue Span Removal – Phase 1
This portion of the contract was solicited as an addendum to the Invitation to Bid to accelerate the Jerrold Avenue Span Removal project. Phase 1 is for strengthening of the existing Span 1 pier foundation. The subsequent phases will be conducted under a separate procurement.

The solicitation was advertised in a newspaper of general circulation and on the JPB’s procurement website. Solicitation notification was sent out to interested bidders including Small Business and Disadvantaged Business Enterprises (DBE) that were registered in the vendor database. Five bids were received as listed below:

<table>
<thead>
<tr>
<th>Company</th>
<th>Total Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Engineer’s Estimate</td>
<td>$11,750,000</td>
</tr>
<tr>
<td>1. Disney Construction, Inc., Burlingame, CA</td>
<td>$8,393,333 *</td>
</tr>
<tr>
<td>2. USS Cal Builders Inc., Stanton, CA</td>
<td>$10,222,000</td>
</tr>
<tr>
<td>4. Con-Quest Contractors, Inc., San Francisco, CA</td>
<td>$12,710,000</td>
</tr>
<tr>
<td>5. Golden State Bridge, Inc., Benicia, CA</td>
<td>$13,000,112</td>
</tr>
</tbody>
</table>

* DCI’s bid of $8,393,000 contained a mathematical error, which was corrected to $8,393,333.

DCI submitted all required bid documentation. Staff has determined, and legal counsel has concurred, that the bid submitted by DCI is responsive.

DCI had two irregularities that staff and legal counsel determined were of a minor nature, did not give DCI any competitive advantage over the other bidders, and would not have provided basis for DCI to seek relief from its bid. Accordingly, these irregularities are subject to waiver.

The bid from DCI is 29 percent lower than the final engineer’s estimate. Staff determined that the difference between DCI’s bid and the engineer’s estimate is likely due to DCI’s use of lower contingency and cost escalation factors than were used in the engineer’s estimate. Staff believes that DCI’s bid is fair and reasonable.

DCI is an established Bay Area contractor and background reference checks confirm that it is experienced and competent. Therefore, staff concludes that DCI is appropriately qualified and capable of meeting the contract requirements and, therefore, is the lowest, responsive and responsible bidder.

The DBE Program Officer reviewed DCI’s proposal and determined that the estimated DBE participation of 2.1 percent coupled with extensive good faith efforts by DCI to meet the 5.3 percent DBE contract goal is consistent with federal regulations and meets the requirements of the JPB’s DBE program.

Contract Officer: Evelyn Marcal 650.508.7958
Project Manager: Rafael Bolon 650.622.7805
RESOLUTION NO. 2014 -

BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

***

AUTHORIZING AWARD OF CONTRACT TO DISNEY CONSTRUCTION, INC. FOR THE
SAN FRANCISCO ROADWAY BRIDGES REPLACEMENT PROJECT
ATA TOTAL COST OF $8,393,333

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) solicited bids for the
San Francisco Roadway Bridges Replacement Project; and

WHEREAS, in response to the JPB’s invitation for bids, five firms submitted bids; and

WHEREAS, staff and legal counsel have reviewed the bids and determined that
Disney Construction, Inc., (DCI) of Burlingame, California is the lowest, responsive and
responsible bidder; and

WHEREAS, Staff Coordinating Council recommends and the Executive Director
concurs that a contract be awarded to DCI, whose bid meets all of the requirements of
the solicitation documents.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the JPB hereby
awards a contract to DCI of Burlingame, California for the San Francisco Roadway
Bridges Replacement Project for a total cost of $8,393,333; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is authorized
to execute a contract on behalf of the JPB with DCI in full conformity with all the terms
and conditions of the solicitation documents.

Regularly passed and adopted this 4th day of December, 2014 by the following
vote:

AYES:

NOES:

ABSENT:

Chair, Peninsula Corridor Joint Powers Board

ATTEST:

J PB Secretary
AGENDA ITEM # 14
DECEMBER 4, 2014

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Gigi Harrington
Deputy CEO

SUBJECT: AUTHORIZE AWARD OF CONTRACTS TO PFM ASSET MANAGEMENT, LLC FOR INVESTMENT MANAGEMENT SERVICES AND TO U.S. BANK FOR CUSTODY SERVICES

ACTION
Staff Coordinating Council recommends the Board approve the following:

1. Award a contract to PFM Asset Management, LLC to provide investment management services for a three-year base term in accordance with fee structure described under Budget Impact below.

2. Award a contract to U.S. Bank to provide custody services for a three-year base term in accordance with fee structure described under Budget Impact below.

3. Authorize the Executive Director, or his designee, to execute contracts with PFM Asset Management, LLC and U.S. Bank in full conformity with the terms and conditions of the solicitation documents and negotiated agreements.

4. Authorize the Executive Director, or designee, to exercise up to two one-year option terms to extend each of the contracts, which are exercisable at the sole discretion of the Peninsula Corridor Joint Powers Board (JPB).

SIGNIFICANCE
Approval of the above actions will provide the JPB with continuing management assistance with respect to the JPB’s future investment portfolio. Additionally, it will ensure all investments will be made in full accordance with applicable California law governing the investment of local agency funds and the JPB’s current Statement of Investment Policy.

BUDGET IMPACT
For investment management services, PFM Asset Management, LLC will be compensated in accordance with the following fee schedule:

- For the first $25 million of assets under management the annual fee will be 10 basis points (0.10 percent),
The next $25 million of assets under management will have an annual fee of 8 basis points (0.08 percent),
the next $50 million of assets under management will have an annual fee of 7 basis points (0.07 percent), and
for assets under management over $100 million the annual fee will be 6 basis points (0.06 percent).

For custody services, U.S. Bank will charge an annual 0.5 basis points fee on all assets as well as an $8 per transaction fee.

The fees incurred will be paid through revenues generated through investments.

BACKGROUND
Staff determined that a joint solicitation with the San Mateo County Transit District and the San Mateo County Transportation Authority was a cost-effective approach to procure the required financial consulting services. A joint Request for Proposals (RFP) to provide investment management and custody services was issued detailing the scope of services. The solicitation was advertised in a newspaper of general circulation and on the JPB's website. Staff received a total of nine proposals, five for investment management services and four for custody services.

An Evaluation Committee (Committee) composed of qualified staff reviewed and ranked proposals for each service category according to the following weighted criteria set forth in the RFP:

- Approach to Scope of Services 30 points
- Qualifications and Experience of Firm 25 points
- Qualifications and Experience of Management Team and Key Personnel 25 points
- Cost Proposal 20 points

After the preliminary completion of the review and evaluation, interviews were conducted with the firms determined to be in the competitive range. Upon completion of the interviews, checking of references, financial review, and final scoring of the proposals, the Committee came to a consensus scoring. PFM Asset Management, LLC and U.S. Bank submitted a joint proposal and received the highest ranking in each of their respective service categories as described below.

The firms determined to be in the competitive range and accordingly that participated in interviews are listed below in order of their final consensus ranking:

**Investment Management Services:**
1. PFM Asset Management, LLC.
2. Chandler Asset
3. High Mark
4. SunTrust
5. JP Morgan

**Custody Services:**
1. U.S. Bank
2. Union Bank
3. Wells Fargo
4. SunTrust
Although there is no Disadvantaged Business Enterprise (DBE) participation on these contracts, the DBE Office reviewed the proposal documents submitted and determined that each firm was responsive to the proposal's DBE requirements.

Prepared By: Alan Chan, Contract Officer 650.508.6256
Project Manager: Rima Lobo, Director, Finance 650.508.6274
RESOLUTION NO. 2014 -
BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

***

AUTHORIZING AWARD OF CONTRACTS TO PFM ASSET MANAGEMENT, LLC
FOR INVESTMENT MANAGEMENT SERVICES AND TO U.S. BANK FOR CUSTODY SERVICES

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) joined with the San Mateo County Transit District and the San Mateo County Transportation Authority to solicit competitive proposals to provide investment management and custody services; and

WHEREAS, in response to the Agencies' advertised solicitation, the Agencies received nine proposals, five for investment management services and four for custody services; and

WHEREAS, an Evaluation/Selection Committee (Committee) composed of qualified staff reviewed the proposals and scored them in accordance with the evaluation criteria set forth in the RFP; and

WHEREAS, upon completion of proposal evaluation and negotiations, the Committee determined that the joint proposal submitted by PFM Asset Management, LLC and U.S. Bank to provide investment management and custody services, respectively, was the highest ranked in each of the respective service categories; and

WHEREAS, the firms will be compensated in accordance with the following fee schedules:

a. For investment management services: the annual fee will be 10 basis points (0.10 percent) for the first $25 million of assets under management, 8 basis points (0.08 percent) for the next $25 million of assets under management,
7 basis points (0.07 percent) for the next $50 million of assets under management, and 6 basis points (0.06 percent) for assets under management over $100 million;

b. For custody services: the annual fee will be 0.5 basis points on all assets and there will be a $8 per transaction fee; and

WHEREAS, the Staff Coordinating Council (SCC) recommends that a contract be awarded to PFM Asset Management, LLC for investment management services for a three-year base term with two additional one-year options.

WHEREAS, the SCC recommends that a contract be awarded to U.S. Bank of San Francisco for custody services for a three-year base term with two additional one-year options.

NOW, THEREFORE, BE IT RESOLVED the Board of Directors (Board) of the Peninsula Joint Powers Board hereby awards contracts to PFM Asset Management, LLC for the provision of investment management services and to U.S. Bank for the provision of custody services for a three-year base terms in accordance with the following fee schedules:

a. For investment management services: the annual fee will be 10 basis points (0.10 percent) for the first $25 million of assets under management, 8 basis points (0.08 percent) for the next $25 million of assets under management, 7 basis points (0.07 percent) for the next $50 million of assets under management, and 6 basis points (0.06 percent), and the annual fee will be 6 basis points (0.06 percent) for assets under management over $100; and

b. For custody services: the annual fee will be 0.5 basis points on all assets and there will be a $8 per transaction fee; and
BE IT FURTHER RESOLVED the Board authorizes the Executive Director or designee
to execute contracts on behalf of the JPB with PFM Asset Management, LLC and
U.S. Bank in full conformity with all of the terms and conditions of the solicitation
documents and negotiated agreements; and

BE IT FURTHER RESOLVED that the Executive Director or designee is authorized to
exercise up to two additional one-year options terms with either or both of PFM Asset
Management, LLC and U.S. Bank at the same fee structures provided under the base
three-year contract term, if deemed in the best interest of the JPB.

Regularly passed and adopted this 4th day of December, 2014 by the following vote:

AYES:

NOES:

ABSENT:

______________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

______________________________
JPB Secretary
TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Mark Simon
Executive Officer, Public Affairs

SUBJECT: STATE AND FEDERAL LEGISLATIVE UPDATE

ACTION
This report is for information only. No Board action is required

SIGNIFICANCE
Staff will provide regular updates to the Board in accordance with the approved Legislative Program.

STATE ISSUES
Nothing to report.

FEDERAL ISSUES
Nothing to report.

Prepared By: Seamus Murphy, Director, Government and Community Affairs 650.508.6388
TO: Joint Powers Board

THROUGH: Michael J. Scanlon
          Executive Director

FROM: Gigi Harrington        C.H. (Chuck) Harvey
      Deputy CEO             Deputy CEO

SUBJECT: CAPITAL PROJECTS QUARTERLY STATUS REPORT – 1st QUARTER FISCAL YEAR 2015

ACTION
No action required. The Capital Projects Quarterly Status Report is submitted to the Board for information only.

SIGNIFICANCE
The Capital Projects Quarterly Status Report is submitted to keep the Board advised as to the scope, budget and progress of current ongoing capital projects.

BUDGET IMPACT
There is no impact on the budget.

BACKGROUND
Staff prepares the Capital Projects Quarterly Status Report for the Board on a quarterly basis. The report is a summary of the scope, budget and progress of capital projects. It is being presented to the Board for informational purposes and is intended to better inform the Board of the capital project status.

Prepared by: Kelvin Yu, Manager, Project Controls 650.622.7853