

**Peninsula Corridor Joint Powers Board
Board of Directors Meeting
1250 San Carlos Avenue, San Carlos CA**

MINUTES OF NOVEMBER 5, 2020

MEMBERS PRESENT: D. Pine (Chair), C. Chavez, D. Davis, J. Bruins, R. Collins, S. Heminger, C. Stone, S. Walton, M. Zmuda

MEMBERS ABSENT: None

STAFF PRESENT: J. Hartnett, C. Mau, J. Cassman, S. Van Hoften, M. Bouchard, J. Funghi, C. Gayotin, D. Hansel, C. Fromson, S. Murphy, , S. Petty, D. Seamans, S. Wong

1. CALL TO ORDER / PLEDGE OF ALLEGIANCE

Chair Dave Pine called the meeting to order at 9:02 am and led the pledge of allegiance.

2. ROLL CALL

District Secretary Dora Seamans called the roll and a quorum was confirmed.

MEASURE RR

Chair Pine announced the passage of Measure RR. He noted that voters resoundingly supported the Caltrain measure. He stated that for the first time in 30 years, Caltrain has a reliable source of revenue, which would allow Caltrain to weather the pandemic in the short term, and roll out electrification and initiate the service plan in the long term.

Chair Pine thanked the Caltrain Governance Committee (Directors Walton, Chavez, Heminger, Chair Pine) and acknowledged everything achieved.

Director Walton noted this historical event and thanked everyone for coming together.

Director Stone thanked Director Pine for his personal commitment and thanked Adina Levin for her grassroots leadership. He contrasted the great support in pandemic times.

Jim Hartnett, Executive Director, expressed deep gratitude for the incredible effort and everything done. He noted that it was a long gestation period (three decades) but dedicated funding was achieved. Mr. Hartnett noted the outpouring of support and reiterated the great deal of trust in Caltrain to deliver the promise of the ballot measure during these difficult times.

Public Comment

Jeff Carter, Millbrae, expressed excitement for overdue dedicated funding. He thanked the Board and advocacy groups, acknowledged the difficulties, and hopes for improve service and longer trains.

Roland Lebrun, San Jose, commented on offline conversations prior to the meeting regarding Measure RR. He commented on Samtrans coming to Caltrain to pay off revenue bonds. Mr. Lebrun commented on the Caltrain Governance changes discussion from the recent Samtrans meeting.

Andy Chow, Redwood City, expressed pleasure at the passage of the measure. He noted Caltrain's popularity with the region and hoped this meant all-day, high-frequency service.

Adina Levin, Friends of Caltrain, commented on how great it was to have fundraising with everyone (Board, bicycle coalitions, youth advocacy groups, Silicon Valley leaders) including mailers and over 500 volunteers to do phone and text banking. She noted voter responses valued Caltrain.

Aleta Dupree, Oakland, expressed pleasure at the passage of the measure and noted Caltrain's significance beyond its three counties.

3. GENERAL COUNSEL REPORT OUT FROM PREVIOUS SPECIAL AND CLOSED SESSIONS OF OCTOBER 1, 2020

Joan Cassman, General Counsel, announced the Board adjourned to two regular closed sessions, and a special closed session. She officially reported that no action was taken on all three matters.

4. PUBLIC COMMENT FOR ITEMS NOT ON THE AGENDA

Roland Lebrun, San Jose, commented on Director Pine's loan to the campaign, the contribution by the Herzog Corporation, and repayment expectations.

Aleta Dupree, Oakland, emphasized the importance of Clipper, mobile application, conversion to contactless technology, and new forms of payment.

5. CONSENT CALENDAR

- a. Approve Regular and Special Meeting Minutes of October 1, 2020**
- b. Receive Key Caltrain Performance Statistics – September 2020**
- c. Approve Finance Committee Calendar**
- d. Accept Statement of Revenues and Expenses for the Period Ended September 30, 2020**
- e. Amend the Peninsula Corridor Joint Powers Board Investment Policy and Reauthorize Investment of Monies with the Local Agency Investment Fund**
- f. Award of Contract for Broadway Burlingame Grade Separation Project Final Design Services**
- g. Authorization for Execution of Two Change Orders to the Peninsula Corridor Electrification Project Contract with Proven Management, Inc. for Relocation and Protection of Existing Water Lines in Conflict with the Inspection Pit Extension at CEMOF**
- h. Amendment of Public Safety Communications Services Agreement**
- i. Update on the Execution of the FY 2021 Fuel Hedging Program**
- j. Update on the Current Status of the Operating Contract with TransitAmerica Services, Inc.**
- k. Approve WPLP Committee Calendar**

I. Receive State and Federal Legislative Update

Chair Pine expressed pleasure at seeing Item 5f move forward. He noted the significant milestone as the Broadway Burlingame grade crossing was identified as the second most dangerous in the state, causing considerable traffic problems.

Public Comment

Jeff Carter, Millbrae, expressed support for Broadway grade separation contract moving forward. He noted that Executive Director Hartnett improved the situation with delays there.

Roland Lebrun, San Jose, expressed support for the Broadway Grade separation contract, commented on 25th Grade Separation priority over Broadway Grade Separation and critical station design approval.

Motion/Second: Davis/Bruins moved to approve the Consent Calendar
Ayes: Bruins, Chavez, Collins, Heminger, Stone, Walton, Zmuda, Davis, Pine
Noes: None
Absent: None

6. REPORT OF THE CHAIR

a. Report from the Governance Process Ad Hoc Committee and Guidance regarding Independent Legal Counsel

Ms. Cassman disclosed that she, and partner Shayna Van Hoffen, would leave this portion of the meeting due to conflict of interest.

Chair Pine summarized the August Board resolution to 1) appoint a new auditor 2) obtain independent counsel and c) recommend governance structure for next year. He noted that a new auditor would be awarded in January, today they would discuss the appointment of an independent general counsel, and discussions were underway regarding governance recommendation. Chair Pine stated that they retained Renee Mahler to help think through the question of independent counsel. He stated that she worked for 34 years in public transportation (SF Federal Transit Administration).

Ms. Mahler provided a presentation; highlights include objectives of independent counsel efforts, the process to develop recommendation for Board consideration, the level and range of legal services for the Board currently, transition services, and the next steps to develop the request for proposal (RFP).

Ms. Mahler stated the Governance Ad Hoc committee considered two options:

1. Hire contracted general counsel to advise Board with executive management of other contracted legal services
2. Hire contracted general counsel to advise Board and manage other contracted legal services

Ms. Mahler noted that the committee recommended option 2 as it had a single manager for all legal services, would provide coordination, governance support, JPB support, and include flexibility as the agency evolved.

The Board members had a robust discussion and Ms. Mahler provided further clarification in response to the Board comments and questions regarding the following:

- Having an attorney employee of Caltrain only serving Caltrain
- Additional costs short term, including ramp up fees
- Asking Samtrans to obtain their own legal counsel and continuing with HB
- Best practices of Caltrain having their own counsel dedicated to protecting Caltrain's needs
- Looking at background expertise, including litigation experience
- Having a three year option with two one year extension options
- This being less about legal expertise and more about relationship building and learning abilities
- Board members interviewing designated firm as general counsel and second person as assistant general counsel
- Ad Hoc Committee's new chair appointing the interview committee with different members
- The timeline for moving through this expeditiously

a. Local Policy Maker Group (LPMG)

Director Jeannie Bruins noted the written summary was in the packet.

Public Comment

Vaughn Wolffe, Pleasanton, asked if possible to consider a legal group that provides services for both Caltrain and high-speed rail, to do something at the state level, and share the costs among the agencies.

Jeff Carter, Millbrae, commented on the extensive expertise with Hanson Bridgett (HB), and their ability to provide legal counsel dedicated to Caltrain and Samtrans separately. He commented on initial costs.

Roland Lebrun, San Jose, commented on reaching out to Capital Corridor for action options, hiring another Chief Executive that reports to the Board only, and finding a new building.

Aleta Dupree, Oakland, commented on the idea of terminating a proven team with specialized expertise on complex railroad matters.

7. REPORT OF THE EXECUTIVE DIRECTOR

Jim Hartnett, Executive Director, noted the report in the packet and expressed appreciation for the work done by the Finance Department and Caltrain staff on the budget.

a. Peninsula Corridor Electrification Project (PCEP) Monthly Progress Report

John Funghi, CalMod Chief Officer, provided the progress report, he stated that the electrification infrastructure was focusing on signal system duct bank work and the first signal cut over was successfully performed. Mr. Funghi noted that 28 of 69 foundations were installed in October. He stated that the first train set is due on property late 2021, poles and wires are projected to be complete early 2022. Mr. Funghi stated that there is a new switch gear delivery date for the end of 2021. He noted that the Stadler manufacturer is experiencing a COVID spike and the train set delivery has been

impacted by four months. Mr. Funghi said they are making progress in advancing the first train set and software testing. He noted there is currently a \$2 million shortfall in contingency due to the recent shunt wire change order, and they are looking hard at the budget and scrubbing out work completed to garnish savings.

The Board members had a discussion and staff provided further clarification in response to the Board comments and questions regarding restrictions on travel for testing, protocols in working factories, and more information next month regarding the composition of the contingency amount.

b. Caltrain Positive Train Control (PTC) Project Update – September 2020

Michelle Bouchard, Chief Operating Officer, reported that they are waiting six months prior to receiving conditional certification and Caltrain's safety plan was next in line to be reviewed. She stated that they have deployed the Wabtec Maintenance contract and are transitioning into maintenance mode. Ms. Bouchard noted that they are commissioning systems at the backup control center which they now own, will be conducting fail over testing between the two control centers, and will report back in subsequent months regarding actual operation.

Public Comment

Roland Lebrun, San Jose, commented on shifting manufacturing from the U.S. to Europe, the prototype needing eventual modifications, and meeting FTA standards. He also commented on predecessors suggesting production at the Richmond bombardier factory.

Doug DeLong, commented on passing Measure RR, Balfour Beatty delays, and Utah's COVID measures.

Aleta Dupree, Oakland, commented on good work with positive train control, derailment, and foundation production affecting the electric railroad.

8. REPORT OF THE CITIZENS ADVISORY COMMITTEE (CAC)

Brian Shaw, Citizens Advisory Committee Chair, thanked members of the public who approved Measure RR. He stated that CAC members discussed obtaining a discount card through RTC, broken clipper links, a request for a presentation on the Caltrain Corridor use-policy, looking at Caltrain land for affordable housing, having decent supplies of inexpensive masks, padding at stations, and being competitive on travel times. Mr. Shaw noted that topics discussed included: members commenting on social media, PCEP production rates, missing poles at overpasses, longer trains, additional bathrooms, constant warning times, Caltrain website replacement, performance measures, construction alerts, push notifications on Twitter, archives from past Board meetings, fare information, bicycle counters for train occupancy, power outlets on new trains, video security on new trains, current ridership, social distancing on gallery cars, and bullet train availability. He stated that the next meeting is November 18.

Public Comment

Adina Levin, Friends of Caltrain, commented on staff having masks on hand as people sometimes forget and leave their masks at home. She pointed out that Assembly Bill (AB) 992 provides guidance on Brown Act members commenting on social media

Roland Lebrun, commented on face masks in restoring Caltrain ridership he mentioned in previous Board correspondence.

9. APPROVAL OF THE CLOSURE OF ATHERTON STATION AND RELATED ELIMINATION OF WEEKEND SERVICE AT THE STATION; EXECUTION OF RELATED AGREEMENTS WITH TOWN OF ATHERTON; ADOPTION OF ASSOCIATED ADDENDUM TO THE FINAL PENINSULA CORRIDOR ELECTRIFICATION PROJECT (PCEP) ENVIRONMENTAL IMPACT REPORT (EIR); AND APPROVAL OF TITLE VI EQUITY ANALYSIS

Sebastian Petty, Deputy Chief of Planning, provided a presentation; topics included proposed actions, background, station closure benefits, memorandum of understanding (MOU), cost and funding, and title 6 equity analysis.

He provided background regarding weekend and weekday service and noted that the existing station is one of the few “holdout” rule stations. Mr. Petty noted that in the terms of the MOU, JPB would work to secure funding from San Mateo County Transit District (SMCTD) and outside grant sources to make improvements, including a procurement for permanent fencing to separate town civic center.

Mr. Petty indicated an estimate of costs and spoke about the title 6 equity analysis. He noted that the closure of the Atherton station does result in major service changes and conducted an equity analysis to determine if the change would result in a disparate treatment of low income.

Public Comment

Roland Lebrun, San Jose, commented on issues with opening a new station including Broadway. He commented on quad gates, \$6 million of state and federal funding from other locations to San Mateo County, and planning for North Fair Oaks station.

Jeff Carter, Millbrae, expressed support for closing Atherton station and opening a new station at North Fair Oaks.

Nerissa Dextor, Atherton, expressed support for station closure to enable Caltrain to increase frequency of service at other stations, removing the bottleneck once electrification takes hold, and removing a public safety hazard.

Motion/Second: Bruins/Stone moved to approve

Ayes: Bruins, Chavez, Collins, Heminger, Stone, Walton, Zmuda, Davis, Pine

Noes: None

Absent: None

10. COVID RECOVERY PLANNING UPDATE

Sebastian Petty, Deputy Chief of Planning, provided a presentation; topics included ongoing recovery planning efforts, the pandemic and equity, changes in service and ridership, Caltrain finances, where riders are traveling, weekend ridership patterns, shutdown considerations, travel time comparison, social distancing, weekday/weekend recommendations, and implementation and monitoring.

Mr. Petty noted that they are now running more trains a day though still in midst of pandemic. He stated that employers are continuing remote work, at least through next summer and the impacts are disproportionately affecting low-income community & communities of color. Mr. Petty noted that ridership is not recovering as hoped, but that they would continue to refine schedule and stopping patterns. He stated that next steps would include counts, surveys, and identifying external measures that could be used to calibrate ridership outcomes.

The Board members had a robust discussion and staff provided further clarification in response to the Board comments and questions regarding the following topics:

- Current and future social distancing requirements
- How to drive demand for ridership including fare discounts
- Millbrae Station connections to BART
- Short term financing until Measure RR funds
- Ongoing records of impacts on communities of concern
- When schedule changes would be affected
- Customer communication regarding schedule changes including mobile applications

Public Comment

Roland Lebrun, San Jose, commented on three feet social distancing, Gilroy ridership, eliminating the connection to Tamien baby bullet, making Caltrain competitive with driving, and low income and essential riders.

Adina Levin, Friends of Caltrain, commented on changing rider and travel patterns, communicating with riders, and bus transfers for those using bus services.

Vaughn Wolffe, Pleasanton, commented on speed mattering even to low income groups, time delays, using dogs for COVID symptoms, triple testing at transit stations, and circulation rate in the trains.

Jeff Carter, Millbrae, commented on the presentation, reducing padding in the schedule, coordinating with BART at Millbrae, the timing from northbound to southbound platform at Millbrae BART, and increasing evening, night, and weekend trains.

Doug DeLong, Mountain View, expressed support for staff recommendation, and commented on ridership falling off, and competing with highway commute times.

11. RESOLUTION SUPPORTING AN ALTERNATIVE TO PLAN BAY AREA (PBA) 2050 STRATEGY EN7: "INSTITUTE TELECOMMUTING MANDATES FOR MAJOR OFFICE-BASED EMPLOYERS"

Seamus Murphy, Chief Communications Officer, stated that Metropolitan Transportation Commission (MTC) was wrapping up their work with Plan Bay Area, to be before the Commission in December. He stated that one of their state requirements was to reach a 19 percent greenhouse gas emissions reduction by 2035 per capita. Mr. Murphy explained that one of the Commission's strategies for achieving this was to have a 60 percent permanent telework requirement for employees that work for companies with more than 25 office-based employees. He reported that in September, the Commission heard feedback from transit advocates that wanted an alternative to this telework

strategy to differentiate between employees that are traveling by vehicle trips versus those taking low emission transportation modes of travel for their commutes. Mr. Murphy stated that the MTC is working on an alternative to be presented to the Commission November 20th. He stated that this resolution would communicate Caltrain's position regarding MTC's strategy.

The Board members had a robust discussion and staff provided further clarification in response to the Board comments and questions regarding the following topics:

- Not moving resolutions back and forth between partners
- How many people might telecommute post COVID
- Raising concerns about equity
- Working with a Bay Area collaborative regarding alternative commutes
- Splitting the first "therefore be it resolved" into two, or leading with "working with MTC to advocate policy change".

Executive Director Jim Hartnett explained this resolution was intended to be supportive of efforts at alternatives and collaboration.

Public Comment

Roland Lebrun, San Jose, commented on another Plan Bay Area MTC policy to slow down freeway speeds from 65 to 55 mph, which could increase Caltrain's ridership.

Vaughn Wolffe, Pleasanton, commented on MTC resolution as a compensation for proper transit and high-speed rail. He commented that MTC's resolution would encourage corporations to move elsewhere, and that teleworking does not work.

Jeff Carter, Millbrae, commented on transit in the Bay Area, MTC focusing on improving transit to make it faster, cheaper, and appealing to everyone to use. He expressed support for the resolution.

Aleta Dupree, Oakland, commented the difficulty to enforce laws on telecommuting, fears surrounding the resolution that people will move to states with lower costs of living, and that transit will not rise or fall based on telecommuting.

Adina Levin, Friends of Caltrain, commented that there was also pushback on the telework strategy from transit riders who are already taking transit to work and do not have home office space. She commented on meeting climate goals while supporting public transit, walking, and biking.

Motion/Second: Zmuda/Pine moved to approve

Ayes: Collins, Zmuda, Pine

Noes: Heminger

Absent: Bruins, Chavez, Davis, Stone, Walton

The resolution did not pass due to lack of a quorum.

12. CORRESPONDENCE

Correspondence was available online.

13. BOARD MEMBER REQUESTS

There were no requests.

14. GENERAL COUNSEL REPORT

15. DATE/TIME OF NEXT REGULAR MEETING:

Thursday, December 3, 2020 at 9:00 am via Zoom

16. ADJOURN

The meeting adjourned at 1:09 pm.

An audio/video recording of this meeting is available online at www.Caltrain.com. Questions may be referred to the Board Secretary's office by phone at 650.508.6242 or by email to Board@Caltrain.com.