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

SPECIAL MEETING MINUTES OF DECEMBER 6, 2021

MEMBERS PRESENT: C. Chavez, D. Davis (Chair), J. Gee, S. Heminger (Vice Chair), G. Hendricks, D. Pine, C. Stone, S. Walton, M. Zmuda

MEMBERS ABSENT: None

STAFF PRESENT: M. Bouchard, D. Hansel, S. Petty, J. Harrison, P. Shrestha, D. Santoro, C. Fromson, S. Bullock, D. Seamans, S. Wong

1. CALL TO ORDER / ROLL CALL
Chair Dev Davis called the meeting to order at 10:01 am. District Secretary Seamans called the roll and a quorum was confirmed.

2. Consideration of Amendment to Peninsula Corridor Electrification Project (PCEP) Budget, Project Change Orders and Increase in Contract Authority

   a. Approve Amendment of Peninsula Corridor Electrification Project (PCEP) Budget
   b. Authorize Execution of Change Orders for Balfour Beatty Infrastructure, Inc. (BBII) for PCEP
   c. Approve Increase in Contract Authority for Jacobs Project Management Company for On-Call Construction Management Services for PCEP

Chair Davis noted that there will need to be three motions and staff could make one presentation.

Michelle Bouchard, Acting Executive Director, provided the introduction noting that program is at an inflection point with respect to the transition point from civil to systems work with steady progress and only 59 out of 3,000 foundations left. There have been commercial issues with the prime contractor.

Pranaya Shrestha, Chief Officer CalMod, provided the presentation on the project overview including project elements, benefits, long-term service vision, and context. He reviewed the BBII negotiations, options to the signal work dispute, priority considerations, analysis, and recommended path forward. Mr. Shrestha also reviewed the updated project cost and schedule, budget scrub, contract implications, and schedule milestone changes.

Derek Hansel, Chief Financial Officer, provided the presentation on project funding, including project cost increase, federal funding to date, cashflow, and additional state and federal funding needs to complete the project. He reviewed the funding strategy that included FTA/CHSRA (Federal Transit Administration/California High Speed Rail Authority) Recovery Plan and additional funding sources for the project increase from various state and federal programs.
Casey Fromson, Acting Chief Communications Officer, presented on stakeholder outreach that included meetings with members or their staff at the federal and state levels, funding partners and other key stakeholders. She noted that the feedback received has been positive and everyone appreciated that this project would have significant greenhouse gas reduction and has the foundation for future capacity.

James Harrison, General Counsel, provided detailed information and the reasons for the three staff recommended actions: $2.44 billion project budget approval, $346.68 million BBII change order approval (that included changes orders for the 2 speed check, global project cost and time resolutions), and $18.5 million Jacobs contract authority approval.

Public Comment
Greg Greenway, a board member on the Chamber of San Mateo County and chair of the Transportation and Housing Committee, stated that they are a voice for small, medium, and large organizations that also includes nonprofit government members. The Chambers has been supporters of Caltrain electrification and CalMod for over ten years, the benefits of this project are indisputable for all three counties, supports the staff recommendations, and appreciates the Board work and leadership.

Larisa Ocaña, SAMCEDA (San Mateo County Economic Development Association), noted they have been a supporter of electrification from the earliest days and urged approval of the updated budget and contract changes and for project completion as soon as possible.

Aleta Dupree spoke in support of the basic staff recommendation for the earliest completion timeframe and commented on the cost escalation, 59 foundations remaining, commuter railroads in other states, and asked for approval of the three items.

Adina Levin, Friends of Caltrain, spoke in support of stable funding, successful modernization of Caltrain in the context of a regionally integrated public transportation system, finishing the project, and working together regionally on mega projects.

Vince Rocha, Silicon Valley Leadership Group, Silicon Valley Leadership group, spoke in support of Caltrain funding, especially for transit electrification as being important for employers in the region.

Roland referred to his prior correspondence to the Board and commented on the cost increases and time for completion, the need for best practices, 2 speed check, and questioned expanding Caltrain funding.

Adrian Brandt spoke in support of the staff recommendations and the project being done as soon as possible. He also commented on finding something better than the 2 speed check solution, the wireless solution, dual speed check, gate down time, and constant warning time solution.
The Board members had a robust discussion and staff provided further clarification in response to the Board comments and questions, which included the following:

- 2 speed check solution as a required back up/backstop, minimizing gate downtime, having a wireless solution in the corridor as part of positive train control, and future reports to the Board in January
- Funding planning if there were no new federal or state grant funding and alternatives could include falling back on member agencies, additional funding financing secured by some combination of Measure RR and additional sales of low carbon fuel standards credits, and four party agreement
- Measure RR revenue stream would not cover the budget shortfall and would still be about 30 million short
- The project needs to be finished as soon as possible to ultimately spend less while also letting funding partners know that their assistance and support are needed
- Provide future reports as the project moves forward to ensure milestones are met
- Fiduciary responsibility, accountability, and contractors need to meet expectations going forward

**Motion/Second: Zmuda/Heminger to Approve Amendment of Peninsula Corridor Electrification Project (PCEP) Budget as amended to add “whereas that the CMB (Change Management Board) review and approve the funding plan, including the use of incentive and shared risk pool funding”**.

Ayes: Chavez, Gee, Hendricks, Pine, Stone, Walton, Zmuda, Heminger, Davis
Noes: None
Absent: None

**Motion/Second: Gee/Stone to Authorize Execution of Balfour Beatty Infrastructure, Inc. (BBII) Change Orders for the Peninsula Corridor Electrification Project (PCEP)**

Ayes: Chavez, Gee, Hendricks, Pine, Stone, Walton, Zmuda, Heminger, Davis
Noes: None
Absent: None

**Motion/Second: Zmuda/Chavez to Authorize increase of Contract Authority for Jacobs Project Management Company for On-Call Construction Management Services for the Peninsula Corridor Electrification Project by $18,500.00**

Ayes: Chavez, Gee, Hendricks, Pine, Stone, Walton, Zmuda, Heminger, Davis
Noes: None
Absent: None

**8. ADJOURN**

The meeting adjourned at 11:53 am

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.