

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

**MINUTES OF MARCH 19, 2021  
SPECIAL MEETING #1 - GOVERNANCE**

**MEMBERS PRESENT:** C. Chavez , D. Davis (Chair), J. Gee, G. Hendricks, S. Heminger (Vice Chair), D. Pine, C. Stone (arrived 9:01 am), S. Walton, M. Zmuda

**MEMBERS ABSENT:** None

**STAFF PRESENT:** J. Hartnett, C. Mau, M. Bouchard, R. Rios, S. Petty, D. Hansel , R. Johansen, J. Harrison, H. Husain, H. Permut, M. Jones, K. Miller, D. Seamans, S. Wong,

**1. CALL TO ORDER/ROLL CALL**

Chair Dev Davis called the meeting to order at 1:00 pm.

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

**2. CALTRAIN GOVERNANCE SPECIAL MEETING #1 (INCLUDING BACKGROUND INTERVIEWS AND KEY THEMES, 2021 GOVERNANCE PROCESS, AND NEXT STEPS)**

Chair Davis introduced the purpose of the meeting, including taking Board action on Board Paths.

Michelle Bouchard, Acting Executive Director, introduced participating staff and meeting objectives.

Howard Permut, Governance Consultant, provided an overview of the interview process and eight key themes:

1. What is the Governance Model
2. Decision Making Process to be Followed
3. The Need to Acknowledge Past Agreements
4. Need to Position Caltrain for Future Success
5. Strong Interest in Regional Options
6. Recognition that Selection and Implementation of any Governance Option will be Complex & Costly
7. Appointment of Board Members (one year term too short, fixed 2-4 year terms preferable)
8. Progress Made

1. The Board members had a discussion regarding **selection of a governance model**, which included the following: what a staged solution means, transparency about issues, regional options, amount of consensus, willingness to compromise, and financial implications.

2. The Board members had a discussion regarding **the decision making process**, which included the following: the need for objective criteria, an externally sound recommendation, putting trust issues on the table, having conversations in good faith, and not pre-supposing outcomes.

3. The Board members had a discussion regarding **acknowledging past agreements**, which included the following: honoring versus acknowledging past agreements, contradictory agreements, the role of the Metropolitan Transportation Commission (MTC) in uniting all parties, prioritizing Olsen Remcho's comprehensive report, what needs to be repaid, financial impacts, reconciling all past agreements, not taking comments today as final.

4. The Board members had a discussion regarding **positioning Caltrain for future success**, which included the following: this being the umbrella to operate under, cost effectiveness, implications of regional operation, focus on equity, and keeping up with ongoing changes in tax revenue, ridership, and, demographics.

5. The Board members had a discussion regarding **strong interest in regional options**, which included the following: the larger the organization, the harder it is to make change quickly, undoing Caltrain's achievements, being clear on costs and benefits, considering regional integration without governance consolidation, and the need to evaluate trade-offs.

6. The Board members had a discussion regarding **the complexity and cost of selection and implementation**, which included the following: understanding costs of changes, separating issues from cost, making SamTrans whole, needing solid numbers, not shying away from change due to costs, deciding who pays, understanding the ideal recommendation. Legal framing of partnership, ending point, authority of the State Legislature, what is already in place.

7. The Board members had a discussion regarding **appointment of Board members**, which included the following: term lengths and whether this takes second priority to selection of governance model.

Ms. Bouchard discussed the current position on the decision roadmap.

#### Public Comment

Brandon Haase, commented on transit police response to an assault on an Asian American woman.

Richard Hedges, San Mateo, commented on making Caltrain fiscally whole and not taking funds from Measure RR.

Laura Tolkoff, San Francisco Bay Area Planning and Urban Research Association (SPUR), commented on thinking of the best outcome for riders, good value, an accountable institution, and exploring regional governance options.

Ian Griffith, Seamless Bay Area, commented on focusing on outcomes for riders and possible large and nimble organizations.

Roland Lebrun, San Jose, commented on going back on the 2020 agreement, Measure RR, financial implications, overhead liabilities, and freeing Caltrain.

Adina Levin, Friends of Caltrain, commented on consensus of the Board to achieve business plan goals, regional transit ridership, and not using Measure RR funds for governance.

Joe Kunzler, commented Caltrain equity, seamless governance structure, not having agencies hold options hostage and thanked Director Chavez for her work.

Drew, San Mateo, commented on changing Caltrain's name to be more reflective of its electrification and extensions.

Jeff Carter, Millbrae, commented on making San Mateo county whole for their purchase.

David Tuzman, Peninsula Young Democrats, commented on exploring regional options.

Adrian Brandt, San Mateo County, commented on goals being rider focused and European transit.

The Board members had a robust discussion for the Proposed Objectives/Roadmap for the 2021 Governance Outcome, which included the following: detailing deliverables, Measure RR clarification, hidden participants influencing outcomes, overriding decisions, objectives not necessarily being requisites, equitable decision making, how the Executive Director is selected, benefits to ridership, and having enough time for financial and legal analysis.

**Motion/Second: Hendricks/Heminger moved to accept the 2021 Governance Roadmap for the process with the understanding that the subcommittee may come back with updates to refine the plan**

Ayes: Chavez, Gee, Hendricks, Pine, Stone, Walton, Zmuda, Heminger, Davis

Noes: None

Absent: None

**Motion/Second: Walton/Chavez moved to accept the 2021 Proposed Objectives for the Governance Outcome with the amendment that 1) an additional objective be equitable decision making across the board for all JPB member agencies and 2) be focused on improving ridership of all income levels for Caltrain**

Ayes: Chavez, Gee, Hendricks, Pine, Walton, Zmuda, Heminger, Davis

Abstain: Stone

Absent: None

Chair Davis called for a break. The meeting recessed at 3:20 pm and reconvened at 3:30 pm.

Mr. Permut defined three structural governance options:

- A. Modify Current Structure
- B. Create New Structure
- C. Pursue Regional Options

Mr. Permut explained initial evaluation criteria.

#### Public Comment

Ian Griffith, Seamless Bay Area, commented on expanding the evaluation criteria to provide a simple rider focused system.

Jeff Carter, Millbrae, commented on consolidating, not creating another agency and increasing expenses.

The Board members had a robust discussion on structural Paths, which included the following:

- Paths A & B being interim measures not precluding Path C
- Separating Path C for a different discussion
- Needing change sooner than Path C
- Omission of impact on ridership & regional connectivity
- Pros and cons of each action
- Shared services lacking full accountability
- Trade-offs no matter which option chosen
- Supporting C6 and C3 or new C8, supporting B3, supporting B & C
- Power compared to the State Legislature
- Supporting A2 then moving to B
- Riders as an evaluation criteria
- Financial implications affecting non-riding public
- Needing rigorous financial analysis to choose between option A and B.
- Narrowing down option C before next meeting

Ms. Bouchard thanked everyone for their participation and spoke about next steps to define concurrence and define initial evaluation criteria.

### **3. ADJOURN**

The meeting adjourned at 4:26 pm.

An audio/video recording of this meeting is available online at [www.Caltrain.com](http://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](mailto:Board@Caltrain.com).