



BOARD OF DIRECTORS 2021
DEVORA "DEV" DAVIS, CHAIR
STEVE HEMINGER, VICE CHAIR
CINDY CHAVEZ
JEFF GEE
GLENN HENDRICKS
DAVE PINE
CHARLES STONE
SHAMANN WALTON
MONIQUE ZMUDA

MICHELLE BOUCHARD
ACTING EXECUTIVE DIRECTOR

AGENDA

PENINSULA CORRIDOR JOINT POWERS BOARD

Finance Committee Meeting

Committee Members: Monique Zmuda (Chair), Jeff Gee, Glenn Hendricks

Due to COVID-19, this meeting will be conducted via teleconference only (no physical location) pursuant to the [Governor's Executive Orders N-25-20 and N-29-20](#).

Directors, staff and the public may participate remotely via Zoom at

<https://zoom.us/j/93388927360?pwd=SFJranR4KzVURGIZVW5VUXJMZGlxQT09> or by entering Webinar ID: **# 933 8892 7360**, Passcode: **790810**, in the Zoom app for audio/visual capability or by calling 1-669-900-6833 (enter webinar ID and press # when prompted for participant ID) for audio only. The video live stream will be available after the meeting at <http://www.caltrain.com/about/bod/video.html>

Public Comments: Members of the public are encouraged to participate remotely. Public comments may be submitted to publiccomment@caltrain.com prior to the meeting's call to order so that they can be sent to the Board as soon as possible, while those received after an agenda item is heard will be included into the Board's weekly correspondence and posted online at http://www.caltrain.com/about/bod/Board_of_Directors_Meeting_Calendar.html.

Oral public comments will also be accepted during the meeting through *Zoom or via the teleconference number listed above. Public comments on individual agenda items are limited to one per person PER AGENDA ITEM. Use the Raise Hand feature to request to speak. For public participants calling in, dial *67 if you do not want your telephone number to appear on the live broadcast. Callers may dial *9 to use the Raise the Hand feature for public comment and press *6 to accept being unmuted when recognized to speak for two minutes or less. Each commenter will be automatically notified when they are unmuted to speak for two minutes or less. The Board Chair shall have the discretion to manage the Public Comment process in a manner that achieves the purpose of public communication and assures the orderly conduct of the meeting.

July 26, 2021 - Monday

2:30 pm

1. Call to Order/Pledge of Allegiance

2. Roll Call
3. Public Comment on Items not on the Agenda
 Comments by each individual speaker shall be limited to two (2) minutes. Items raised that require a response will be deferred for staff reply.
4. Consent Calendar
 Members of the Board may request that an item under the Consent Calendar be considered separately
 - a. Approve Meeting Minutes of June 28, 2021 MOTION
 - b. Amendment to Increase the Fiscal Year 2022 Capital Budget by \$2.0 Million for the Caltrain San Francisco Railyards Preliminary Business Case MOTION
 - c. Award of Contract for On-Call Ambassador Services MOTION
5. Report of the Chief Financial Officer (CFO) INFORMATIONAL
 - a. Information on Statement of Revenues and Expenses for the Period Ended June 30, 2021 MOTION
6. Authorize the Executive Director to Execute a Change Order to the Peninsula Corridor Electrification Project (PCEP) Contract with Balfour Beatty, Inc. for Removal and Disposal of Contaminated Soil for a Total Not-To-Exceed Amount of \$2,800,000 MOTION
7. Approval of Measure RR Interim Financing Transactions and Related Transaction Documents MOTION
8. Update on Service Restoration MOTION
9. Committee Member Requests
10. Date/Time of Next Regular Finance Committee Meeting:
 Monday, August 23, 2021 at 2:30 pm via Zoom
11. Adjourn

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. Communications to the Board of Directors can be e-mailed to board@caltrain.com. *Free translation is available; Para traducción llama al 1.800.660.4287; 如需翻译 请电1.800.660.4287*

Date and Time of Board and Committee Meetings

JPB Board: First Thursday of the month, 9:00 am; JPB Finance Committee: Fourth Monday of the month, 2:30 pm. Date, time and location of meetings may be changed as necessary. Meeting schedules for the Board and committees are available on the website.

Location of Meeting

Due to COVID-19, the meeting will only be via teleconference as per the information provided at the top of the agenda. The Public may not attend this meeting in person.

*Should Zoom not be operational, please check online at

[http://www.caltrain.com/about/bod/Board of Directors Meeting Calendar.html](http://www.caltrain.com/about/bod/Board_of_Directors_Meeting_Calendar.html) for any updates or further instruction.

Public Comment*

Members of the public are encouraged to participate remotely. Public comments may be submitted to publiccomment@caltrain.com prior to the meeting's call to order so that they can be sent to the Board as soon as possible, while those received during or after an agenda item is heard will be included into the Board's weekly correspondence and posted online at [http://www.caltrain.com/about/bod/Board of Directors Meeting Calendar.html](http://www.caltrain.com/about/bod/Board_of_Directors_Meeting_Calendar.html). Oral public comments will also be accepted during the meeting through Zoom or the teleconference number listed above. Public comments on individual agenda items are limited to one per person PER AGENDA ITEM and each commenter will be automatically notified when they are unmuted to speak for two minutes or less. The Board Chair shall have the discretion to manage the Public Comment process in a manner that achieves the purpose of public communication and assures the orderly conduct of the meeting.

Accessible Public Meetings/Translation

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 and provide comments at/related to public meetings. Please submit a request, including your name, phone number and/or email address, and a description of the modification, accommodation, auxiliary aid, service or alternative format requested at least at least 72 hours in advance of the meeting or hearing. Please direct requests for disability-related modification and/or interpreter services to the Title VI Administrator at San Mateo County Transit District, 1250 San Carlos Avenue, San Carlos, CA 94070-1306; or email titlevi@samtrans.com; or request by phone at 650-622-7864 or TTY 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.

**Peninsula Corridor Joint Powers Board
Finance Committee Meeting
1250 San Carlos Avenue, San Carlos CA 94070
MINUTES OF JUNE 28, 2021**

MEMBERS PRESENT: Monique Zmuda (Chair), Jeff Gee

MEMBERS ABSENT: Glenn Hendricks

STAFF PRESENT: D. Hansel, M. Bouchard, J. Harrison, S. Petty, K. Yin, R. Barnard, L. Leung, M. Rush, D. Seamans, S. Wong

1. CALL TO ORDER/PLEDGE OF ALLEGIANCE

Chair Monique Zmuda called the meeting to order at 2:30 pm and led the Pledge of Allegiance.

2. ROLL CALL

District Secretary Dora Seamans confirmed the presence of a Board quorum.

3. PUBLIC COMMENT FOR ITEMS NOT ON THE AGENDA

Roland Lebrun, San Jose, commented on Caltrain electrification, trains arriving before they could be put into service, train storage, and Federal Railroad Administration concerns on San Jose grade separations.

Aleta Dupree, Oakland, commented on paper tickets and the Clipper Card.

4. CONSENT CALENDAR

- a. Approved meeting minutes of May 24, 2021**
- b. Award of contract to provide third party administrator services for public liability claims**
- c. Accept on-call transportation planning and consultant support services update**

Public comment

Roland Lebrun, San Jose, commented on concerns with Kimley Horn consultants, using SamTrans employees instead, and focusing on Redwood junction instead of Redwood City.

In response to Board members questions and comments on Items 4b and 4 c, staff provided clarifications on the five-year term as standard and the lower contract price with the incumbent firm; acknowledgment that the planning and consulting contract update provided a detailed quarterly update, including Caltrain Governance Support expense.

Motion/Second: Gee/Zmuda
Ayes: Gee, Zmuda
Noes: None
Absent: Hendricks

5. ACCEPT REPORT OF THE CHIEF FINANCIAL OFFICER (CFO)

A. STATEMENT OF REVENUES AND EXPENSES FOR THE PERIOD ENDING MAY 31, 2021

Derek Hansel, Chief Financial Officer, provided updates, which included the following:

- Last monthly financials sent due to preparations for closing out the fiscal year
- First audit season with a brand new auditor
- Budgets team moves into last phase of budget season
- No need for the credit line in reserves to achieve a balanced budget
- Receiving approval of lines of credit
- Working with Metropolitan Transportation Commission (MTC) on allocation of American Rescue Plan Act (ARPA) funds

Public comment

Roland Lebrun, San Jose, commented on the ridership recovery slides, Coronavirus Aid, Relief, and Economic Security Act (CARES) Act and Coronavirus Response and Relief Supplemental Appropriations Act (CRRSA) Funding in the budget and ridership projections going forward.

Aleta Dupree, Oakland, commented on ridership recovery nationwide, and favorable interest rates.

In response to Board comment and questions, staff provided clarifications, which included the following:

- The amount of time necessary for withdrawing from a line of credit
- The 'unevenness' of cash flow
- Collecting Measure RR funds
- Over a fiscal year, showing the lumpy payments on a graph with another line indicating cash with a gap indicating the draw on credit facilities

Motion/Second: Gee/Zmuda
Ayes: Gee, Zmuda
Noes: None
Absent: Hendricks

6. APPROVE AND RATIFY FISCAL YEAR 2022 PROPERTY CASUALTY INSURANCE PROGRAM

Marshall Rush, Insurance and Claims Administrator, provided the report on how the worldwide property casualty insurance market has hardened over the past several years and the need to purchase more insurance from a slightly improving liability market. He noted that insurance carriers have pulled back available coverage and increased deductibles and premiums leading to a doubled property insurance premium for the JPB.

Public comment

Aleta Dupree, Oakland, commented on cyber security and financial protection.

The Board members had a discussion and staff provided further clarification, which included the following:

- The prognosis going forward for the next couple of years and will agreement rates go up over the next couple of years in the industry
- Building on a railway in an urban corridor with pressure to build close to the railway
- Whether passenger strikes/fatalities impacted the cost of the insurance
- Insuring cyber security
- Whether it is possible to document more safety with Positive Train Control (PTC) to impact insurance premiums.

Motion/Second: Gee/Zmuda

Ayes: Gee, Zmuda

Noes: None

Absent: Hendricks

7. COMMITTEE MEMBER REQUESTS

Director Gee requested a follow up on the capital program and what the lowered capital budget will and will not do.

8. DATE/TIME OF NEXT REGULAR FINANCE COMMITTEE MEETING

Monday, July 26, 2021 at 2:30 pm via Zoom

9. ADJOURN

The meeting adjourned at 3:23 pm.

An audio/video recording of this meeting is available online at <https://www.caltrain.com/about/bod/video.html?> Questions may be referred to the Board Secretary's office by phone at 650.508.6279 or by email to board@caltrain.com.

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: JPB Finance Committee

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Derek Hansel
Chief Financial Officer

SUBJECT: **AMENDMENT TO INCREASE THE FISCAL YEAR 2022 CAPITAL BUDGET BY \$2.0 MILLION FOR THE CALTRAIN SAN FRANCISCO RAILYARDS PRELIMINARY BUSINESS CASE**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

Staff proposes the Finance Committee recommend the Board of Directors (Board) to increase the Fiscal Year (FY) 2022 Capital Budget by \$2.0 million, from \$64.2 million to \$66.2 million, for the San Francisco Railyards Preliminary Business Case (PBC).

SIGNIFICANCE

At the July 1, 2021 Peninsula Corridor Joint Powers Board (JPB) meeting, the Board of Directors (Board) authorized the Acting Executive Director to execute a memorandum of understanding with Prologis 4th and King LLC (Prologis) for delivery of the San Francisco Railyards PBC.

The Caltrain-Prologis MOU commits both parties to a cooperative working relationship to deliver the PBC. Work will be contracted by Caltrain through its planning on-call contracts, with funding provided by Prologis. After completion of the expected 24 - month process, the PBC will culminate in a recommended redevelopment approach for the site. The PBC will seek to satisfy Caltrain's current and future operational needs and business objectives, the goals of Prologis, and the requirements of the Railyards MOU group partners. The results of the PBC will be presented to the Board for consideration and action and will be used to inform subsequent steps should redevelopment of the site move forward.

This action is the follow-up item to increase the FY22 Capital Budget so the JPB is able to accept up to \$2.0 million in funding from Prologis for the delivery of the PBC.

BUDGET IMPACT

This action increases the Capital Budget by \$2.0 million to enable the receipt of up to \$2.0 million in funding from Prologis to complete the San Francisco Railyards PBC (and the

expenditure thereof).The requested amendment will increase the FY22 Capital Budget from \$64.2 million to \$66.2 million, as shown in the JPB Capital Budget Attachment B.

BACKGROUND

The Caltrain San Francisco Railyards (4th and King Station) in Mission Bay is Caltrain's current San Francisco terminus and a critical operational asset. The underlying site is owned by Prologis (previously known as Catellus) and Caltrain operates the railyards and station through a perpetual operational easement on the surface as well as a limited height above the surface.

Interest in the potential redevelopment of the railyard was formalized in 2018 through the creation of a railyards-focused MOU working group ("the Railyards MOU group") that includes Caltrain, the City and County of San Francisco's Planning Department, Prologis, the Transbay Joint Powers Authority, the San Francisco County Transportation Authority, and the California High Speed Rail Authority. This group has served as a staff forum for the advancement of work related to the potential development of the site and for coordination of different projects and plans that have the potential to impact the railyard.

Based on initial technical studies by Prologis, Caltrain and Prologis have agreed to undertake a robust PBC to further investigate the feasibility and options related to the redevelopment of the railyards and to inform the decision making of both parties. The PBC would be based on the United Kingdom's "Green Book", which is used in various forms internationally to equip decision makers with the information needed to make investment decisions for a wide range of projects, including railroads, highways, dams, power stations, stadiums, and major events. A modified Business Case approach was used to develop Caltrain's Long Range Service Vision and the methodology is broadly considered a global best practice for analyzing significant public projects and investments.

The San Francisco Railyards PBC is the next major milestone needed in order to provide clarity on the optimal potential future of the railyards, and will seek to deliver an evidence-based recommendation for advancement of its redevelopment for future endorsement by the JPB, Prologis leadership, and Railyards MOU group members.

Prepared by:

Anthony Simmons, Director of Systemwide Planning, Caltrain Planning 650.622.7831

RESOLUTION NO. 2021-

**PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA**

*** * ***

**AMENDMENT TO INCREASE THE FISCAL YEAR 2022 CAPITAL BUDGET BY \$2.0 MILLION
FOR THE CALTRAIN SAN FRANCISCO RAILYARDS PRELIMINARY BUSINESS CASE**

WHEREAS, Prologis 4th & King, LLC ("Prologis") is the fee owner of the San Francisco Railyards ("Railyards"), bounded by 4th Street, King Street, 7th Street, and Townsend Street in San Francisco; and

WHEREAS, the Peninsula Corridor Joint Powers Board ("JPB") owns and operates Caltrain services, whose San Francisco services currently terminate on the Railyards at a "temporary" station building constructed in the 1970s; and

WHEREAS, the JPB has a perpetual operating easement on the Railyards for railroad, transportation, and communications purposes, which it inherited through historical agreements made by JPB predecessors (Southern Pacific and the State of California) with Prologis' predecessor (Catellus); and

WHEREAS, Caltrain and Prologis have now agreed to proceed with a formal robust and evidence-based joint investigation, a "San Francisco Railyards Preliminary Business Case" ("PBC") into potential site redevelopment outcomes that accommodate Caltrain's and Prologis' future needs; and

WHEREAS, on July 1, 2021, the Board authorized the execution of a Memorandum of Understanding ("MOU") with Prologis for completion of the PBC; and

WHEREAS, Prologis will provide funding for the cost of the PBC in accordance with the MOU; and

WHEREAS, Caltrain and Prologis have estimated the cost for PBC completion of approximately \$2 million; and

WHEREAS, the Executive Director recommends and the Staff Coordinating Council concurs that the Board of Directors amend to increase the Fiscal Year 2022 Capital Budget by \$2.0 million, from \$64.2 to \$66.2 million, for the San Francisco Railyards PBC

NOW, THEREFORE, BE IT RESOLVED that Peninsula Corridor Joint Powers Board hereby approves the execution of a Memorandum of Understanding with Prologis 4th & King, LLC for the completion of the San Francisco Railyards Preliminary Business Case.

Regularly passed and adopted this 5th day of August, 2021 by the following vote:

AYES:

NOES:

ABSENT:

Board
ATTEST:

Chair, Peninsula Corridor Joint Powers

JPB Secretary



FY2022 CAPITAL BUDGET

Attachment B
Amendment 2
August 2021

Item #	PROJECT NAME	PRIOR YEARS APPROVED	AMENDED FY2022 CAPITAL BUDGET	Federal Funds	STA SOGR Funds	Measure RR	Others	AMENDED FY2022 CAPITAL BUDGET
i. STATE OF GOOD REPAIR								
Bridges								
1	Guadalupe River Bridge Replacement and Extension	12,400,000	1,989,000	1,591,200	397,800	-	-	1,989,000
			1,989,000	1,591,200	397,800	-	-	1,989,000
Right of Way								
2	Track SOGR	11,220,000	5,437,771	4,350,217	1,087,554	-	-	5,437,771
3	Right of Way Fencing	585,000	156,000	-	-	156,000	-	156,000
			5,593,771	4,350,217	1,087,554	156,000	-	5,593,771
Signal & Communications								
4	Communications SOGR	2,000,000	416,000	332,800	5,667	77,533	-	416,000
5	Fiber Optics SOGR	1,000,000	572,000	457,600	-	114,400	-	572,000
6	Signal SOGR	-	1,248,000	998,400	-	249,600	-	1,248,000
7	Migration To Digital Voice Radio System	700,000	832,000	665,600	-	166,400	-	832,000
			3,068,000	2,454,400	5,667	607,933	-	3,068,000
Rolling Stock								
			-	-	-	-	-	-
Facilities & Intermodal Access								
8	Stations SOGR	1,500,000	208,000	-	-	208,000	-	208,000
9	Historic Stations SOGR	-	1,352,000	-	-	1,352,000	-	1,352,000
29	South San Francisco Station Improvement ³	71,600,000	25,000,000	-	-	-	25,000,000	25,000,000
			26,560,000	-	-	1,560,000	25,000,000	26,560,000
	Total SOGR		37,210,771	8,395,817	1,491,021	2,323,933	25,000,000	37,210,771
ii. LEGAL MANDATES AND ELECTRIFIED SERVICE RAIL PROGRAM INTEGRATION								
10	Rail Program Integration and Transition	-	4,658,148	-	-	4,658,148	-	4,658,148
11	Hayward Park Remediation	-	51,000	-	-	51,000	-	51,000
			4,709,148	-	-	4,709,148	-	4,709,148
iii. OPERATIONAL IMPROVEMENTS/ENHANCEMENTS								
12	PADS Replacement	-	1,040,000	-	-	1,040,000	-	1,040,000
13	Grade Crossing Improvements Construction	500,000	1,040,000	-	-	1,040,000	-	1,040,000
14	Caltrain VoIP	-	520,000	-	-	520,000	-	520,000
15	TVM Upgrade Phase 5	2,795,000	1,040,000	832,000	-	208,000	-	1,040,000
16	Caltrain Fiber Connectivity to Caltrain Stations and Digital Voice Base Station	-	624,000	-	-	624,000	-	624,000
17	Next Gen Clipper Validators Site Prep	2,500,000	1,560,000	1,248,000	-	312,000	-	1,560,000
18	Mountain View Transit Center Grade Separation and Access Project ¹	-	11,200,000	-	-	-	11,200,000	11,200,000
			17,024,000	2,080,000	-	3,744,000	11,200,000	17,024,000
iv. PLANNING/STUDIES								
19	Operations, Access and Customer Interface Planning	-	260,000	-	-	260,000	-	260,000
20	Business Strategy and Policy Development	-	780,000	-	-	780,000	-	780,000
21	Electrification Expansion and Integration - Preliminary Planning	-	520,000	-	-	520,000	-	520,000
22	Capital Planning Technical Support	-	286,000	-	-	286,000	-	286,000
23	Transit-oriented Development Studies	-	1,040,000	-	-	1,040,000	-	1,040,000
24	Diridon Integrated Station Concept Plan (DISC) ²	-	720,000	-	-	-	720,000	720,000
30	SF Railyards Preliminary Business Case ⁴	-	2,000,000	-	-	-	2,000,000	2,000,000
			5,606,000	-	-	2,886,000	2,720,000	5,606,000
iv. CAPITAL CONTINGENCY FUNDS								
25	Capital Contingency Funds - Engineering	-	330,000	-	-	330,000	-	330,000
26	Capital Contingency Funds - Rail	-	660,000	-	-	660,000	-	660,000
27	Capital Project Development	-	335,000	-	-	335,000	-	335,000
28	Capital Program Management	-	335,000	-	-	335,000	-	335,000
		106,800,000	1,660,000	-	-	1,660,000	-	1,660,000
	Total FY2022 Capital Budget		66,209,919	10,475,817	1,491,021	15,323,081	38,920,000	66,209,919

¹ \$10.0 million from Santa Clara Valley Transportation Authority (VTA) per Reso 2020-39 and \$1.2 million from the City of Mountain View

² City of San Jose

³ San Mateo County Transportation Authority and City of South San Francisco

⁴ Prologis LLC

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: JPB Finance Committee

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Derek Hansel
Chief Financial Officer

Casey Fromson
Acting Chief Communications Officer

SUBJECT: **AWARD OF CONTRACT TO PROVIDE ON-CALL AMBASSADOR SERVICES**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

Staff recommends that the Board of Directors (Board) of the Peninsula Corridor Joint Powers Board (JPB):

1. Award a contract to JBR Partners, Inc. (JBR Partners) of San Francisco, California to provide On-Call Ambassador Services (Services) for a not-to-exceed amount of \$557,513 for a five-year term.
2. Authorize the Acting Executive Director or designee to execute a contract with JBR Partners, Inc. in full conformity with the terms and conditions set forth in the solicitation documents and in a form approved by legal counsel.

SIGNIFICANCE

Historically, in-house passenger and potential passenger outreach efforts for Caltrain have been constrained by staff availability and multilingual capabilities. Having outreach ambassadors working under this contract on behalf of the JPB boosts its ability to engage with the riding public of Caltrain. This allows the JPB to reach more people in more languages, expand the geographic reach of JPB outreach, and strengthen JPB's relationships with specific communities and constituencies.

Approval of the above actions will ensure an experienced firm provides the Services on an as-needed basis.

BUDGET IMPACT

Funds for this contract are included in the current adopted operating budget and will be included in future years' operating budgets.

BACKGROUND

The Customer Experience Department, in consultation with the Communications Division and Rail Operations, has identified a need for specialized outreach professionals in support of the JPB's broader outreach efforts. Ambassadors will provide multilingual capabilities, expanding JPB's geographic reach and ability to connect with diverse constituencies and communities. Examples of future assignments for ambassadors involve public outreach pertaining to construction work, major public events including sports games, fare changes, service changes, community fairs and planned and sudden service disruptions requiring ambassadors to directly engage with the riding public on the JPB's behalf.

A joint Request for Proposals (RFP 21-S-J-P-018) to provide the Services was issued on March 8, 2021 by the JPB and the San Mateo County Transit District (District). The solicitation was advertised on the JPB's and District's websites. Solicitation notices were sent to interested firms, small business enterprises (SBEs) and disadvantaged business enterprises. As part of the JPB and District outreach effort, staff published a notice of upcoming solicitation on our e-Procurement websites prior to the issuance of the solicitation.

A Selection Committee (Committee), composed of qualified staff representing the JPB, reviewed and scored the proposals in accordance with the following weighted criteria:

- Approach to Providing Services 30 points
- Company Qualifications, Experience & References 25 points
- Qualifications & Experience of Key Personnel 25 points
- Reasonableness of Cost 20 points
- SBE Preference 5 points

A five-point preference was available to the proposer with the highest SBE utilization. All three proposers are local certified SBE firms and pledged 100% SBE participation; therefore, each proposer received five preference points.

Following the initial proposal review, the Committee found all three firms were responsive and within the competitive range, and invited the three firms to proceed in the evaluation and selection process, including interviews. Upon completion of interviews, review and rescoring of the three firms' proposals, the Committee determined that JBR Partners is best-positioned to meet the JPB's Services needs as detailed in the RFP scope of work, and identified JBR Partners as the highest-ranked proposer.

The Project Manager completed reference checks and found JBR Partners to be in good standing with its clients. Staff conducted a price analysis and determined JBR Partners' negotiated cost proposal to be fair and reasonable. Therefore, staff recommends award of this contract to JBR Partners.

Prepared By:	Linda Tamtum, Procurement Administrator II	650.508.7933
Project Manager:	Simon Oh, Customer Experience Specialist	650.508.6247

RESOLUTION NO. 2021 –

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

*** * ***

**AWARD A CONTRACT TO JBR PARTNERS, INC.
TO PROVIDE ON-CALL AMBASSADOR SERVICES
FOR A NOT-TO-EXCEED AMOUNT OF \$557,513 FOR A FIVE-YEAR TERM**

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) and the San Mateo County Transit District (District) jointly issued Request for Proposals (RFP) 21-S-J-P-018 to provide On-Call Ambassador Services (Services); and

WHEREAS, in response to the RFP, the JPB received three proposals; and

WHEREAS, a Selection Committee (Committee) comprised of qualified JPB and District staff reviewed and scored the proposals according to the evaluation criteria set forth in the RFP, then conducted interviews with all three firms, and determined JBR Partners, Inc. (JBR) of San Francisco, California received the highest consensus ranking; and

WHEREAS, staff conducted successful negotiations with JBR and determined JBR will perform the requested work at fair and reasonable prices; and

WHEREAS, staff and legal counsel reviewed JBR's proposal and determined that it complies with the requirements of the solicitation documents; and

WHEREAS, staff recommends that the Board of Directors award a contract to JBR for provision of the Services for a five-year term for a not-to-exceed total of \$557,513.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby awards a contract to provide On-Call Ambassador

Services to JBR Partners, Inc. for a five-year term at a not-to-exceed total of \$557,513;
and

BE IT FURTHER RESOLVED that the Acting Executive Director, or designee, is authorized to execute a contract on behalf of the JPB with JBR Partners in full conformity with the terms and conditions of the solicitation documents and negotiated agreement, and in a form approved by legal counsel.

Regularly passed and adopted this 5th day of August, 2021 by the following vote:

AYES:

NOES:

ABSENT:

Chair, Peninsula Corridor Joint Powers Board

ATTEST:

JPB Secretary

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

DATE: July 21, 2021

TO: JPB Finance Committee

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Derek Hansel
Chief Financial Officer

SUBJECT: July 28, 2021 Finance Committee Report of the Chief Financial Officer

HIGHLIGHTS

- Staff is working to complete final accruals for Fiscal Year 2021, after which unaudited statements for June 2021 will be presented to the Finance Committee.
- With approval of the Fiscal Year 2022 operating budget, Budget staff has "loaded in" the budget so that expense control procedures are ready for the new fiscal year.
- We have continued the process of approval of the comprehensive financing plan discussed with the Board earlier this month. VTA has approved execution of the two new lines of credit. The San Mateo County Transit District Board approved the comprehensive financing plan at its July 2021 meeting. The SFMTA has recommended the comprehensive financing plan, and staff is working with San Francisco to get their approval for all elements in July.
- The JPB has drawn approximately \$42.6 million of the \$46.7 million CRRSAA funding (Tranche 2), with a balance of \$4.1 million that will be drawn shortly. The MTC Planning and Allocation Committee has recommended a Phase 1 distribution plan of ARPA funding that would provide \$41.1 million to Caltrain. This is in excess of the \$14.8 million of ARPA funding included in the adopted Fiscal Year 2022 Operating Budget.

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: JPB Finance Committee
THROUGH: Michelle Bouchard
Acting Executive Director
FROM: Derek Hansel
Chief Financial Officer

**SUBJECT: INFORMATION ON STATEMENT OF REVENUES AND EXPENSES FOR THE PERIOD
ENDED JUNE 30, 2021**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

The Finance Division engages in many activities following the end of the June 30 fiscal year both to close out the old fiscal year and set up the new fiscal year. The demands of these activities require a longer time to produce a complete Statement of Revenues and Expenses than allowed by the normal board meeting cycle. Consequently, staff will present a Statement of Revenues and Expenses for June at the September 27th meeting of the JPB Finance Committee. The auditors, Brown Armstrong Accountancy Corporation, expect to finish the audit in late October. We expect to have the Comprehensive Annual Financial Statement finalized by November 2021.

Prepared by: Jennifer Ye, Acting Director, Accounting 650.622.7890

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: JPB Finance Committee

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: John Funghi
Chief Officer, CalMod Program

SUBJECT: **AUTHORIZE THE EXECUTIVE DIRECTOR TO EXECUTE A CHANGE ORDER TO THE PENINSULA CORRIDOR ELECTRIFICATION PROJECT (PCEP) CONTRACT WITH BALFOUR BEATTY, INC. FOR REMOVAL AND DISPOSAL OF CONTAMINATED SOIL FOR A TOTAL NOT-TO-EXCEED AMOUNT OF \$2,800,000**

Finance Committee
Recommendation

Work Program-
Legislative-Planning

Staff Coordinating
Council Reviewed

Staff Coordinating Council
Recommendation

ACTION

Staff Coordinating Council recommends that the Board authorize a change order to the PCEP design-build contract with Balfour Beatty, Inc. (BBII) for removal and disposal of contaminated soil for an amount not to exceed \$2,800,000 and in a form approved by legal counsel.

SIGNIFICANCE

The PCEP design-build contract with BBII includes an allowance for excavation, handling and disposal of 8,000 tons of Class II contaminated soil at BBII's bid unit rate of \$475 per ton.

By mid-2019, the entire allowance amount had been expended, and the value of the allowance had to be increased to pay for removal and disposal of additional Class II contaminated soil. The Change Management Board (CMB) previously approved payment for removal and disposal of an additional 31,940 tons of Class II contaminated soil through a change order to the Contract. The increase in the Class II contaminated soil quantity above the original quantity of 8,000 tons occurred because a significant amount of the excavated contaminated soil could not be re-used as structural backfill and had to be disposed off property.

The amount approved by the CMB for removal and disposal of the additional 31,940 tons of Class II contaminated material was based on two different unit rates. The CMB approved the bid unit rate of \$475 per ton for the first 2,000 tons because the Contract allows payment using the bid unit rate for an additional 25% of the original allowance quantity.

For the remaining 29,940 tons, the CMB approved a unit rate of \$53 per ton based on Staff's estimate for removal and disposal of Class II contaminated material.

BBII disputed the unit rate of \$53 per ton and maintained that the bid unit rate of \$475 per ton should be used to pay for removal and disposal of all Class II contaminated soil. Staff entered into negotiations with BBII to resolve this dispute, and BBII agreed to reduce its rate from \$475 per ton to an average rate of \$145 per ton.

Because the revised average unit rate of \$145 per ton is higher than the previously approved rate of \$53 per ton, a change order is required to pay for the unit rate difference of \$92 per ton. The resulting value of the change order is a not-to-exceed total of \$2.8 million. The table below compares BBII's cost proposal, the JPB's estimate and the final settlement amounts for removal and disposal of the remaining 29,940 tons of contaminated soil.

Contaminated Soil Quantity	BBII Cost Proposal (A)		JPB Staff Estimate (B)		Final Settlement (C)		Cost Difference (D) = (C) - (B)	
	Unit Rate	Total	Unit Rate	Total	Unit Rate	Total	Unit Rate	Total
29,940 tons	\$475	\$14.2M	\$53	\$1.6M	\$145	\$4.3M	\$92	\$2.8M

This change has been approved by the CMB.

BUDGET IMPACT

The Contract change orders will be funded from the contingency included in the Board-approved PCEP Budget without requiring a budget amendment.

BACKGROUND

The PCEP is a key component of the Caltrain Modernization (CalMod) Program. The PCEP will electrify the Caltrain Corridor from San Francisco's 4th and King Caltrain Station to approximately the Tamien Caltrain Station, convert diesel-hauled to electric trainsets ("Electric Multiple Unit" or "EMU"), and increase service to up to six Caltrain trains per peak hour per direction.

The PCEP design-build and EMU contracts, which are the cornerstone contracts of the Caltrain Electrification Program, represent approximately 60 percent of the CalMod Program budget.

The Board of Directors has authorized the Executive Director to enter into change orders of up to 5%. As the proposed Contract change order would be specifically approved by the Board, the proposed action will not decrease the Executive Director's remaining change order authority.

Prepared By: Liria C. Larano
Deputy Chief Officer, CalMod Program

650.288.9151

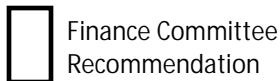
**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: JPB Finance Committee

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Derek Hansel
Chief Financial Officer

SUBJECT: **APPROVAL OF MEASURE RR INTERIM FINANCING TRANSACTIONS AND RELATED TRANSACTION DOCUMENTS**



ACTION

Staff recommends the Board:

1. Authorize and approve execution and delivery of a new credit agreement (PCEP Agreement) between the JPB and Wells Fargo Bank, National Association in an amount to be drawn down not to exceed \$100,000,000 outstanding at any one time.
2. Authorize and approve execution and delivery of a new credit agreement (Working Capital Agreement) between the JPB and Wells Fargo Bank, National Association in an amount to be drawn down not to exceed \$100,000,000 outstanding at any one time.
3. Authorize and approve execution and delivery of separate Fee and Pricing Agreements relating to the PCEP Agreement and the Working Capital Agreement.
4. Authorize and approve the execution of an Indenture of Trust between the JPB and U.S. Bank National Association, as Trustee (US Bank), a First Supplemental Indenture of Trust between the JPB and US Bank and a Second Supplemental Indenture of Trust between the JPB and US Bank.
5. Authorize and approve all the documents required for the transactions described above including those documents identified in the attached resolution.
6. Authorize the Acting Executive Director and/or Chief Financial Officer to take the necessary steps to effectuate these transactions.

SIGNIFICANCE

The proposed action would enable the JPB to replace two existing revolving lines of credit, secured by certain State and Federal grants and a subordinate pledge of farebox revenues generated from the JPB's Caltrain service in an aggregate amount of \$200,000,000, with two new revolving lines of credit, secured by the same State and Federal grants and a subordinate pledge of Measure RR sales tax revenues in the same aggregate amount.

Board authorization is required to (i) approve proceeding with the implementation of the PCEP Agreement and Working Capital Agreement and (ii) authorize staff to take such actions as are necessary to implement such Agreements.

BUDGET IMPACT

Execution of the PCEP Agreement and the Working Capital Agreement will lead to reduced interest and credit commitment fee charges currently paid by the JPB for the existing credit agreement. Based on an assumption that an average of 50% of the PCEP Agreement and Working Capital Agreement will be outstanding at all times, JPB staff estimates savings of approximately \$2,500,000 per year compared with maintaining the existing credit facilities.

BACKGROUND

Staff has been working with the JPB's Municipal Advisors to implement a comprehensive financing plan that relies entirely on Measure RR sales tax revenues and will not have any adverse financial impact on the JPB's member agencies. The financing plan (the "Financing Plan") has three components:

- Replace the JPB's existing credit facilities in the aggregate amount of \$200,000,000 with DNT Asset Trust (on behalf of JP Morgan), secured by certain Federal and State grants and a subordinate pledge of farebox revenues with new credit facilities with Wells Fargo Bank, in the same aggregate amount, secured by the same grants and a subordinate pledge of Measure RR revenues;
- Issue new money Measure RR sales tax revenue bonds in an amount up to \$140,000,000 to finance certain non-granted funded additional costs associated with the PCEP project – such bonds to be repaid, to the extent possible, from the proceeds of low carbon fuel credits to be received by the JPB after the commencement of electrification revenue service; and
- Issue refunding Measure RR sales tax revenue bonds to refinance, in whole or in part, the JPB's \$47,635,000 farebox revenue bonds issued in 2019.

Pursuant to Section 6586.5 of the California Government Code, each Member Agency has conducted a public hearing and, subsequent to conducting the public hearing, adopted a resolution approving the replacement of the JPB's existing credit facilities and making a finding of significant public benefit in accordance with the criteria specified in Section 6586.5 of the California Government Code.

Staff had originally intended to recommend the approval of all three components of the Financing Plan at this meeting. However, because of the timing of certain Member Agency meeting dates, it was necessary to separate into different meetings the

approval of the two Measure RR sales tax bonding components of the financing plan with the replacement of the JPB's existing credit facilities. Staff expects final Member Agency approval of the remaining components of the Financing Plan in August and JPB approval of the additional components at a meeting later this fall. In the meantime, approval of the recommended transactions now is important in order to facilitate the borrowing of funds necessary to bridge cash flow to the receipt of Measure RR funding, and to achieve the financial savings described above.

Prepared By:	Derek Hansel, Chief Financial Officer	650.508.6466
	Jayden Sangha, Acting Director, Treasury	650.508.6405

RESOLUTION NO. 2021-

**PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA**

*** * ***

AUTHORIZING THE REPLACEMENT OF ITS EXISTING REVOLVING CREDIT FACILITIES WITH TWO NEW REVOLVING CREDIT FACILITIES IN A COLLECTIVE AMOUNT NOT TO EXCEED \$200,000,000, APPROVING THE FORMS OF AN INDENTURE OF TRUST, A FIRST SUPPLEMENTAL INDENTURE OF TRUST, A SECOND SUPPLEMENTAL INDENTURE OF TRUST, REPLACEMENT CREDIT FACILITIES, AND REPLACEMENT NOTES TO BE EXECUTED IN CONNECTION THEREWITH, AUTHORIZING THE EXECUTION AND DELIVERY THEREOF AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY IN CONNECTION WITH THE ESTABLISHMENT OF THE REPLACEMENT REVOLVING CREDIT FACILITIES.

WHEREAS, the Peninsula Corridor Joint Powers Board (the "JPB"), a public entity duly organized and existing as a joint exercise of powers agency under and by virtue of the laws of the State of California, created pursuant to the Joint Exercise of Powers Agreement-Peninsula Corridor Project, made and entered into as of October 3, 1996 (the "JPA Agreement"), among the Santa Clara Valley Transportation Authority, formerly known as the Santa Clara County Transit District, the City and County of San Francisco and the San Mateo County Transit District (each, a "Member Agency," and, hereinafter collectively referred to as the "Member Agencies"), oversees and operates the Caltrain commuter rail service ("Caltrain"); and

WHEREAS, pursuant to Article 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "Act") and the JPA Agreement, the JPB is authorized to issue debt, including revenue debt, from time to time to finance the costs of public capital improvements, including mass transit facilities and vehicles, whenever there are significant public benefits (as such term is defined in the Act) from doing so; and

WHEREAS, on November 3, 2020, the voters in the City and County of San Francisco, San Mateo County and Santa Clara Valley County approved Measure RR, which will provide the JPB with a dedicated revenue source consisting of a 1/8th cent sales and use tax on taxable transactions in those counties (the "Measure RR Sales Tax"), the collection of which commenced on July 1, 2021 and expire in thirty (30) years; and

WHEREAS, the JPB previously secured a credit facility in an amount not to exceed \$170,000,000 at any one time to pay costs of converting the Caltrain rail corridor running between San Francisco and the Tamien Station in San José from diesel-hauled trains to electric multiple unit trains, all as part of the Peninsula Corridor Electrification Project ("PCEP") due and payable in advance of receipt of funds identified to pay such costs (the "Existing PCEP Credit Facility"); and

WHEREAS, JPB previously secured a credit facility in an amount not to exceed \$30,000,000 at any one time to pay working capital expenses (the "Existing Working

Capital Credit Facility”, and together with the Existing PCEP Credit Facility, the “Existing Credit Facilities”); and

WHEREAS, due to timing and other considerations and in order to maintain adequate operating revenues, JPB needs to replace the Existing PCEP Credit Facility with a new credit facility for the same purposes as the Existing PCEP Credit Facility in an amount not to exceed \$100,000,000 at any one time (the “Replacement PCEP Credit Facility”) and replace the Existing Working Capital Credit Facility with a new credit facility to pay working capital expenses and make up potential revenue shortfalls in an amount not to exceed \$100,000,000 at any one time (the “Replacement Working Capital Credit Facility”, and together with the Replacement PCEP Credit Facility, the “Replacement Credit Facilities”); and

WHEREAS, the outstanding amounts under the Existing Credit Facilities are expected to be repaid from the Replacement Credit Facilities; and

WHEREAS, the indebtedness to be incurred by JPB under the Replacement Credit Facilities will be secured by a subordinate lien on the Measure RR Sales Tax revenues, and the Replacement PCEP Credit Facility will also payable from grant proceeds tied to the PCEP as currently provided under the Existing PCEP Credit Facility, each as to be further described in the documents relating thereto; and

WHEREAS, advances made under the Replacement Credit Facilities will be secured pursuant to an Indenture of Trust, dated as of August 1, 2021 (the “Master Indenture”), as supplemented and amended by a First Supplemental Indenture of Trust, with respect to the Replacement PCEP Credit Facility (the “First Supplemental Indenture”) and a Second Supplemental Indenture of Trust, with respect to the Replacement Working Capital Credit Facility (the “Second Supplemental Indenture”, and together with the Master Indenture and the First Supplemental Indenture, the “Indenture”), all proposed to be entered into between the JPB and U.S. Bank National Association (“US Bank”), as trustee (hereinafter referred to as the “Trustee”); and

WHEREAS, the Replacement PCEP Credit Facility in the form of a Credit Agreement (including the related fee and pricing agreement thereto), each by and between the JPB and Wells Fargo Bank, National Association (the “Lender”), will be issued and secured under the First Supplemental Indenture and the Master Indenture; and

WHEREAS, in order to evidence the indebtedness incurred by the advances made under the Replacement PCEP Credit Facility, the JPB will execute PCEP Facility Notes (the “PCEP Credit Notes”) pursuant to the Replacement PCEP Credit Facility, the First Supplemental Indenture and the Master Indenture; and

WHEREAS, the Replacement Working Capital Credit Facility in the form of a Credit Agreement (including the related fee and pricing agreement thereto), each by and between the JPB and the Lender, will be issued and secured under the Second Supplemental Indenture and the Master Indenture; and

WHEREAS, in order to evidence the indebtedness incurred by the advances made under the Replacement Working Capital Credit Facility , the JPB will execute Working Capital Facility Notes(the "Working Capital Credit Notes," and, together with PCEP Credit Notes, the "Replacement Notes") pursuant to the Replacement Working Capital Credit Facility, the Second Supplemental Indenture and the Master Indenture; and

WHEREAS, there has been prepared and placed on file with the Secretary of the governing body of the JPB (hereinafter referred to as the "JPB Secretary") proposed forms of the Replacement Credit Facilities and the Replacement Notes; and

WHEREAS, there has been prepared and placed on file with the JPB Secretary a proposed form of the Master Indenture, the First Supplemental Indenture, and the Second Supplemental Indenture; and

WHEREAS, in order to accomplish the foregoing, it will be necessary for the JPB to enter into or approve and deliver the following agreements and instruments, forms of which have been prepared and placed on file with the JPB Secretary prior to this meeting:

- (1) Master Indenture
- (2) First Supplemental Indenture;
- (3) Second Supplemental Indenture;
- (4) Replacement Credit Facilities; and
- (5) Replacement Notes;

WHEREAS, the JPB desires to authorize the replacement of the Existing Credit Facilities with the Replacement Credit Facilities, and to authorize the taking of such other actions as shall be necessary to consummate the establishment of the Replacement Credit Facilities as described in the Master Indenture, the First Supplemental Indenture, the Second Supplemental Indenture, the Replacement Credit Facilities, and the Replacement Notes (hereinafter collectively referred to as the "Financing Documents") and herein, and to authorize the taking of various actions in connection therewith; and

WHEREAS, the Financing is being undertaken to enable the JPB to (i) meet current and future transportation demand between San José and San Francisco, (ii) offset existing and future worsening roadway congestion, (iii) address continuing regional air quality issues, (iv) reduce greenhouse gas emissions, (v) provide electrical infrastructure compatible with contemplated future high-speed rail service, and (vi) enhance safety throughout the Caltrain system; and

WHEREAS, each of the Member Agencies within whose geographic boundaries the Caltrain commuter rail service operates, has scheduled and conducted a public hearing, each of which public hearing was duly noticed, concerning the Financing for purposes of Section 6586.5 of the Government Code of the State of California (the "Government Code"); and

WHEREAS, subsequent to the applicable public hearing, the governing body of each of the Member Agencies adopted a resolution approving the Financing for purposes of Section 6586.5 of the Government Code, each of which resolutions also made a finding of significant public benefit in accordance with the criteria specified in Section 6586.5 of the Government Code; and

WHEREAS, in accordance with Government Code Section 5852.1, the JPB has obtained and disclosed the information required thereby in the staff report accompanying this Resolution; and

NOW THEREFORE, BE IT RESOLVED by the governing body of the PENINSULA CORRIDOR JOINT POWERS BOARD as follows:

Section 1. **Findings.** The JPB hereby finds and determines that the foregoing recitals are true and correct.

Section 2. **Authorization of Replacement Credit Facilities.** The establishment of the Replacement PCEP Credit Facility in an amount not to exceed \$100,000,000 at any one time and the Replacement Working Capital Credit Facility in an amount not to exceed \$100,000,000 at any one time, and evidenced by the Replacement Notes, is hereby authorized and approved. The Executive Director of the JPB (the "Executive Director") and the Chief Financial Officer of the JPB (the "Chief Financial Officer"), who also functions as the treasurer of the JPB, each acting alone (each, an "Authorized Representative"), is hereby authorized and directed, for and in the name and on behalf of the JPB, to execute and deliver, and the JPB Secretary is hereby authorized and directed, for and in the name and on behalf of the JPB, to acknowledge and deliver the Replacement Credit Facilities and the Replacement Notes in substantially said forms, with such changes therein as the Authorized Representative executing the same, with the advice of the general counsel to the JPB (the "General Counsel"), may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. **Approval of Indenture.** The proposed forms of Master Indenture, First Supplemental Indenture, and Second Supplemental Indenture placed on file with the JPB Secretary prior to this meeting is hereby approved. Each Authorized Representative is hereby authorized and directed, for and in the name and on behalf of the JPB, to execute and deliver, and the JPB Secretary is hereby authorized and directed, for and in the name and on behalf of the JPB, to acknowledge and deliver, a Master Indenture, a First Supplemental Indenture, and a Second Supplemental Indenture, in substantially said forms, with such changes therein as the Authorized Representative executing the same, with the advice of General Counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. Interest payment dates, denominations, forms, series designation, registration and exchange privileges, place or places of payment, tender provisions, terms of redemption and other terms of the Replacement Notes shall be as provided in the applicable Replacement Credit Facilities, the Indenture, the First Supplemental Indenture and the Second Supplemental Indenture, as finally executed and delivered, the approval by the JPB of said final forms of the Replacement Notes to be conclusively evidenced by the execution and delivery thereof.

Section 4. **Completion of Financing.** Each Authorized Representative, the JPB Secretary and other appropriate staff of the JPB are each hereby authorized and directed, for and in the name and on behalf of the JPB, to do any and all things and to take any and all actions and to execute and deliver any and all agreements, certificates, documents, instruments and instructions, including, without limitation, certificates concerning the representations in any of the Financing Documents, disclosure certificates, no-litigation certificates, signature certificates, tax certificates, investment instructions and contracts for rebate compliance services or other post-issuance compliance services, including, but not limited to, post-issuance tax-compliance services, and to do any and all things and take any and all actions which may be necessary or advisable to effectuate the actions which the JPB has approved in this Resolution, and to carry out, consummate and perform the duties of the JPB set forth in the Financing Documents and in all other documents executed in connection with the Financing.

Section 5. **Authorized Representative; Subsequent Actions.** All approvals, consents, directions, notices, orders, requests and other actions permitted or required by any of the Financing Documents or by any of the other documents authorized by this Resolution, including, without limitation, any of the foregoing which may be necessary or desirable in connection with any investment of the amounts advanced under the Replacement Credit Facilities, any investment or reinvestment of the amounts held on deposit in any of the funds and accounts established by any of the Financing Documents, any amendment of any of the Financing Documents, any amendment of any other agreements, documents or certificates authorized by this Resolution, may be given or taken or made, as applicable, by either Authorized Representative without further authorization or direction by the governing body of the JPB, and each Authorized Representative is hereby authorized and directed to give any such approval, consent, direction, notice, order, request or other action and to take any such action which such Authorized Representative may deem necessary or desirable to further the purposes of this Resolution.

Section 6. **Severability of Invalid Provisions.** If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution which shall continue in full force and effect.

Section 7. **Effective Date.** This Resolution shall take effect immediately upon its passage.

Regularly passed and adopted this 5th day of August, 2021 by the following vote:

AYES:

NOES:

ABSENT:

Chair, Peninsula Corridor Joint Powers Board

ATTEST:

JPB Secretary

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: JPB Finance Committee

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Sebastian Petty
Deputy Chief, Planning, Caltrain

SUBJECT: **UPDATE ON SERVICE RESTORATION**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

This item is for information only.

SIGNIFICANCE

Caltrain is currently operating a reduced, 70-train per weekday service based on the significant reduction in demand resulting from the COVID-19 Pandemic. The current service has been developed to conserve agency resources while continuing to provide a foundational level of regional rail service to communities in San Francisco, San Mateo, and Santa Clara counties.

As the COVID-19 Pandemic recedes and the region and state relax and lift public health orders, transit operators across the region are preparing to adjust and restore service. Caltrain has finalized plans for a service change and expansion starting on August 30. This restoration will allow the railroad to provide a competitive service offering as some employees return to in-office work and in-person education resumes. The planned service change also provides a further opportunity to continue implementation of the Equity, Connectivity Recovery and Growth Framework adopted by the Board in 2020 – with an emphasis on providing improved service at all times of day, a simplified set of stopping patterns, and coordinated connections with other transit operators at key regional transfer points. At the same time, Caltrain must manage the increase in service while still balancing constraints created by significant ongoing construction activities, staffing availability, and overall financial capacity.

At the August JPB meeting, staff will provide a brief overview of the final schedule, which will go into effect Monday, August 30, 2021.

BUDGET IMPACT

There is no budget impact associated with receiving this informational update. The restoration of service described falls within the authority provided in the adopted FY22 operating budget. Staff will closely monitor service costs and ongoing restoration plans throughout FY22 and will notify the board as early as possible if there is a potential need to consider an amendment to the FY22 operating budget.

BACKGROUND

Starting in March of 2020, the emergence of the COVID-19 Pandemic resulted in a rapid and severe crisis for the railroad, with ridership plummeting by as much as 98%. Caltrain quickly implemented significant service cuts and has been restoring and adjusting service over subsequent months as the pandemic has continued.

At the June 2020 Board Meeting, staff announced that activity on the Caltrain Business Plan would pause and pivot toward COVID Recovery Planning efforts. At the September 2020 Board Meeting the Board adopted the Equity, Connectivity, Recovery & Growth Framework (the Framework) – a significant policy document that outlines Caltrain's approach to recovering from the COVID-19 Pandemic and growing the system in a manner consistent with the larger Business Plan process. The framework includes specific policies and actions that describe how Caltrain can recover in a way that emphasizes improving equity outcomes on the system and enhancing connectivity to the region's transit network.

The Equity, Connectivity, Recovery & Growth Framework was used to develop a reduced, 70 train per weekday service that was implemented at the end of 2020 and adjusted in March of 2021 to coincide with an update to BART's timetable. This service focused on initial implementation of the Framework by providing a simplified set of train patterns, improved midday and weekend service levels, and coordinated connections at the Millbrae BART station.

The service restoration will build off these improvements and not only restore service to pre-pandemic levels, but will also provide additional enhancements to capture new ridership markets and adjust to changing travel behaviors. This includes increased train frequencies at most stations throughout the day, along with a variety of new limited and "Baby Bullet" express trains to provide a competitive and reliable transit service to the region.

Prepared by: Ted Burgwyn, Director, Rail Network and Operations Planning, Caltrain
650-551-6139