RESOLUTION NO. 2020-42

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

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) is a joint exercise of powers authority duly formed pursuant to the October 18, 1991 joint powers agreement, as amended, between the City and County of San Francisco (CCSF), the San Mateo County Transit District (SMCTD), and the Santa Clara Valley Transportation Authority (VTA) (together, the "Member Agencies"); and

WHEREAS, the JPB operates the Caltrain passenger rail service between San Francisco, California and Gilroy, California, currently serving 32 stations along the 77-mile corridor; and

WHEREAS, the Joint Powers Agreement, as amended and restated on October 3, 1996 (1996 JPA) states in section 8[D] that "no action shall be taken by the JPB except upon the affirmative vote of five or more of its members," but does not expressly prohibit any higher voting threshold for Board action; and

WHEREAS, the 1996 JPA states in section 9 that the “The JPB shall have the power to adopt such bylaws that it, in its sole discretion, may deem necessary or desirable for the conduct of its business,” and

WHEREAS, by a separate resolution, a regional measure (“Caltrain tax measure”) may be placed on the November 3, 2020, ballot in Santa Clara, San Mateo and San Francisco Counties to impose a one-eighth of one percent (0.125%) retail transactions and use tax for a period of thirty (30) years, throughout the three Counties to enable Caltrain (or its successor agency) to fund operating and capital expenses of the Caltrain rail service and support the operating and capital needs required to implement the Service Vision adopted by the JPB on October 3, 2019, as part of the Caltrain Business Plan; and,

NOW, THEREFORE BE IT RESOLVED, that JPB shall establish the following rules or bylaws for its future conduct of business as follows:
a) That in each fiscal year beginning on July 1, 2021 the JPB may approve the expenditure of up to $40 million of revenue from the Caltrain tax measure for operations or capital repair of Caltrain, with the approval of at least five (5) members of the JPB;

b) That the JPB may expend an amount in excess of $40 million of revenue from the Caltrain tax measure in any fiscal year with the approval of at least six (6) members of the JPB;

c) That the JPB shall be subject to the conditions described in (a) and (b), until such time as the Joint Powers Agreement (JPA) has been amended to modify its governance structure or procedures so that they are satisfactory to the three Member Agencies. After that time, the JPB Board may allocate any and all sales tax revenues for operating or capital expenditures with the approval of at least (5) members of the JPB;

d) That it is the desire of the JPB that the modification of “governance structure or procedures,” described above, will include amendments that enable the majority of the JPB or successor governing board (or, if a larger regional rail authority is created that includes Caltrain, a majority of that agency’s board), to appoint an Executive Director to operate Caltrain provided that the parties have reached an agreement to reimburse SMCTD for its investment in Caltrain.

e) That the JPB will recommend a governance structure or procedures to the three Member Agencies no later than December 31, 2021.

f) That the JPB will initiate efforts to reimburse the SMCTD for its investment in Caltrain, including by engaging with Metropolitan Transportation Commission and other funding partners and, if the Caltrain sales tax measure is approved, by prioritizing the payment of the SMCTD investment by the JPB.

g) That the JPB Board shall appoint an independent counsel (and shall not have the same counsel as any member agency ) by January 31, 2021 to represent the
JPB, and until such time the law firm of Olson Remcho LLP shall be available to the Board for consultation upon request;

h) That the JPB Board shall appoint an auditor (and shall not have the same auditor as SMCTD) by January 15, 2021.

i) On any agenda for a regularly scheduled meeting of the full JPB, with at least 7 calendar days prior notice in advance of the meeting, any item may be placed on that board agenda for consideration by the JPB Board by the request of 2 or more of the JPB members to the JPB Chair and General Manager.

Regularly passed and adopted this 6th day of August, 2020 by the following vote:

AYES: Bruins, Chavez, Collins, Heminger, Walton, Zmuda, Davis, Pine
NOES: Stone
ABSENT: None

Chair, Peninsula Corridor Joint Powers Board

ATTEST:
JPB Secretary