

**Peninsula Corridor Joint Powers Board (JPB)
Board of Directors Meeting
1250 San Carlos Avenue, San Carlos CA 94070**

MINUTES OF OCTOBER 6, 2016

MEMBERS PRESENT: J. Cisneros, M. Cohen, R. Guilbault, R. Peralez, J. Ramos, A. Tissier, P. Woodward (Chair)

MEMBERS ABSENT: J. Gee, K. Yeager

STAFF PRESENT: J. Averill, M. Bouchard, J. Cassman, A. Chan, C. Fromson, J. Hartnett, E. Kay, L. Larano, M. Martinez, L. Millard, N. McKenna, S. Murphy, M. Reggiardo, M. Simon, S. van Hoften

Chair Perry Woodward called the meeting to order at 10:15 a.m. and led the Pledge of Allegiance.

PUBLIC COMMENT

Roland Lebrun, San Jose, said the JPB just had the worst ever annual satisfaction survey followed with a fare hike. Caltrain is now seeing the second consecutive monthly drop in ridership and the peninsula is totally congested. Stadler recently released draft seating layouts for the Electric Multiple Units (EMU), which confirmed a loss in excess of five bathrooms, 16 bikes, and over 250 seats per train. It should be noted none of this was disclosed until after Mr. Hartnett signed the Limited Notice to Proceed. There are now indications that Stadler was informed they were the only bidder months before they submitted the bid. LTK Engineering effectively discouraged other manufacturers from bidding. The Board should look at legal options.

Jeff Carter, Millbrae, said Caltrain has been running six-car Bombardier trains, which has helped with crowding. There are some six-car Gallery trains. He asked if there are any plans to go with more six-car Gallery trains to further alleviate crowding. He asked if the public will hear progress reports on the fare study and when solicitation for stakeholder input will be out.

Doug DeLong, Mountain View, said he noticed standing passengers congregate in vestibules of Gallery cars, which impedes the ability of other passengers to board and de-board. Conductors should make announcements to encourage passengers to move out of the way.

CONSENT CALENDAR

- a) Approval of Minutes of September 1, 2016
- b) Information on Statement of Revenues and Expenses for August 2016

Motion/Second: Tissier/Cisneros

Ayes: Cisneros, Guilbault, Peralez, Ramos, Tissier, Woodward

Absent: Cohen, Gee, Yeager

CHAIRPERSON'S REPORT

Appointment of Jonathan Berk to a Three-Year Term on the Citizens Advisory Committee Member Representing San Francisco

Motion/Second: Ramos/Cisneros

Ayes: Cisneros, Guilbault, Peralez, Ramos, Tissier, Woodward

Absent: Cohen, Gee, Yeager

Appointment of Harish Chamarthy to a Three-Year Term and Ricardo Valenciana to a Partial One-Year Term on the Citizens Advisory Committee Representing San Mateo County

Motion/Second: Guilbault/Tissier

Ayes: Cisneros, Guilbault, Peralez, Ramos, Tissier, Woodward

Absent: Cohen, Gee, Yeager

Appointment of Cat Tucker to a Three-Year Term and Geoffrey McMullen to a Partial Two-Year Term on the Citizens Advisory Committee Representing Santa Clara County

Motion/Second: Woodward/Peralez

Ayes: Cisneros, Guilbault, Peralez, Ramos, Tissier, Woodward

Absent: Cohen, Gee, Yeager

REPORT OF THE CAC

The September 21 report is in the reading file.

Director Malia Cohen arrived at 10:21 a.m.

REPORT OF THE EXECUTIVE DIRECTOR

Caltrain Modernization (CalMod) Update

Liria Larano, Deputy Chief, CalMod/Caltrain Program Delivery, said:

- Local, regional and State funding has been secured with the approval of the seven-party funding agreement and the agreement with California High-Speed Rail Authority (CHSRA).
- Authority from the Federal Transit Administration (FTA) was provided to enter into the engineering phase, which enables the contractor to start final design.
- On August 15 there was a signing ceremony with the vehicle contractor, Stadler US, Inc., and the design-build contractor, Balfour Beatty Infrastructure, Inc.,.

Ms. Larano said the Local Policy Maker Group (LPMG) met on September 22. CHSRA is planning another round of community meetings and working group meetings in October and November. At the October 27 meeting, the LPMG plans to discuss the purpose and scope of a potential corridor-wide grade separation study, which would be funded by the Metropolitan Transportation Commission.

Jim Hartnett, Executive Director, said:

- In 1992, Congress proclaimed Customer Service Week as a nationally recognized event annually the first week in October. The agency's call center representatives, social media officer, and distribution staff were recognized for their work.

- Clipper Card reader locator tones have been installed and working as of September 30. This is a noise to alert passengers with visual impairments where they can tag their Clipper Card.
- The Caltrain Playbook for Major Service Disruptions has been posted online. This will provide behind the scenes insights to customers about how the agency tries to handle major service disruptions.
- The Triennial Customer Survey has started and will last until October 23.
- Special event train service was provided for:
 - 11 San Francisco Giants games
 - San Francisco 49ers regular season games
 - Stanford football
 - Coldplay concert
 - San Francisco Fest on the Green
 - Beyoncé concert
 - San Jose Sharks
- Capital projects:
 - San Mateo bridges
 - San Francisco highway bridges
 - Los Gatos Creek Bridge Project
 - Advanced utilities relocations currently underway, but there are special considerations because of environmental regulations, which limit the time work can be done within the creek's waterway
 - Construction is forecasted to begin in early 2017 and completed in early 2018
 - Train departure monitors for 4th and King and San Jose Diridon stations
 - Construction will be completed this winter

Public Comment

Roland Lebrun, San Jose, said he is impressed by the quality of the monthly report for the Peninsula Corridor Electrification Project (PCEP). In section 8 in the Budget and Expenditures, looking at project management oversight, the JPB has blown \$58.2 million on electrification and \$14.2 million on EMUs. In section 13, Real Estate report should refer to parcels by Assessor's Parcel Number, not some obscure JPB number. In section 17, the Procurement Report, table 17-1 is a monthly report, so the work directives amounts should show subtotals by months, not a just running total by quarter. It would be useful to have a column showing the invoice amounts as a percentage of planned expenditures.

KEY CALTRAIN PERFORMANCE STATISTICS AUGUST 2016

Michelle Bouchard, Chief Operating Officer, Rail, said:

- Key Caltrain Performance Statistics August 2016 compared to August 2015:
 - Monthly Performance Statistics:
 - Total ridership is up 0.3 percent
 - Average weekday ridership is down 2.7 percent
 - Total farebox revenue is up 8.4 percent
 - On-time performance is at 94.5 percent
- To help with fleet reliability, staff inspected locomotives to potentially lease. The locomotives were not suitable for Caltrain service. Staff will continue to look for other solutions to accelerate the state of good repair.

Public Comment

Roland Lebrun, San Jose, said the problem is that if for one reason or another Caltrain loses a Bombardier set, a five-car Gallery set will be used, which is a catastrophe. People leave Caltrain because they can't get a seat. The solution is to get one more Bombardier railcar, which will allow Caltrain to build a new six-car Bombardier train set. Then Caltrain will be able to retire a complete five-car Gallery train set and use those cars to lengthen Gallery train sets to six cars.

AMENDMENT TO INCREASE THE FISCAL YEAR 2017 CAPITAL BUDGET BY \$165.3 MILLION TO PROVIDE FUNDING FOR THE 25TH AVENUE GRADE SEPARATION PROJECT FOR A TOTAL CAPITAL BUDGET OF \$416,248,910

Ladi Millard, Director, Budgets, said the JPB is the lead implementing agency for the project. The project includes grade separation at the 25th Avenue along with elevated rail between Hillsdale Boulevard and Highway 92 and the relocation of the Hillsdale station to a new site. The requested increase in budget is composed of \$84 million from CHSRA, \$65.3 million from the San Mateo County Transportation Authority (SMCTA) Measure A, \$10 million from the California State Department of Transportation Section 190 Grade Separation Program, and \$6 million from city of San Mateo. Approval of this amendment will provide the total budget authority for the project of \$180 million.

Public Comment

Roland Lebrun, San Jose, asked how a grade separation could cost \$180 million. It is because this is paying for the relocation of the Hillsdale station. He said 25th Avenue does not need to be grade separated if there are not more than two tracks. With four tracks, Hillsdale becomes a passing station and Caltrain can increase capacity on the line. If not, it is a carbon copy of San Bruno where the JPB will blow \$180 million and get no increase in capacity. This project is also why the JPB has to borrow \$150 million. The question is whether this budget appropriation is actually part of the modernization program. He asked how many more of these projects are buried in the electrification budget. The Board will meet in closed session to discuss acquiring multiple parcels for this project and it would be helpful if the public could look at the maps and make comment.

Jeff Carter, Millbrae, said he would like to see better bus connections as part of this project because they are currently bad. People have to cross El Camino Real to access southbound buses.

Motion/Second: Tissier/Guilbault

Ayes: Cisneros, Cohen, Guilbault, Peralez, Ramos, Tissier, Woodward

Absent: Gee, Yeager

AWARD OF CONTRACT TO MANSFIELD OIL COMPANY FOR FURNISHING RED DYE, ULTRA-LOW SULFUR DIESEL FUEL AND FUELING SERVICES AT AN ESTIMATED COST OF \$38,493,242 FOR A FIVE-YEAR BASE TERM

Nita Vigil, Acting Director, Contracts and Procurement, said award of this contract will provide dedicated uninterrupted service. Staff went out for an Invitation for Bids (IFB) and received six bids. Mansfield Oil Company was the lowest bidder. This award includes a 100 percent contingency, which allows the opportunity, in event of fuel

fluctuations, to continue uninterrupted fueling services until staff can go out for another bid.

Motion/Second: Tissier/Cisneros

Ayes: Cisneros, Cohen, Guilbault, Peralez, Ramos, Tissier, Woodward

Absent: Gee, Yeager

AWARD OF CONTRACT TO SHERWOOD ELECTRIC, INC. FOR THE COMMUNICATIONS SYSTEMS IMPROVEMENT PROJECT IN THE AMOUNT OF \$560,418

Ms. Vigil said this project incorporates a variety of communication projects on the right of way to improve existing voice communications systems. Two bids were received. Sherwood was responsible and responsive to the IFB requirements.

Motion/Second: Cisneros/Tissier

Ayes: Cisneros, Cohen, Guilbault, Peralez, Ramos, Tissier, Woodward

Absent: Gee, Yeager

AUTHORIZATION OF INCREASE IN CHANGE ORDER AUTHORITY IN AN AMOUNT NOT TO EXCEED \$1,430,000 FOR THE SAN FRANCISCO ROADWAY BRIDGES REPLACEMENT CONTRACT

Ms. Larano presented:

- Project scope
 - Remove and replace three existing 112-year-old highway bridges over the Caltrain tracks at 22nd Street, 23rd Street, and Paul Avenue
 - Provide temporary support for existing utilities on the bridges
 - Maintain revenue service during construction
- Construction contract
 - Awarded December 2014
 - \$8.4 million
 - Construction start March 2015
 - Anticipated completion April 2017
- Challenges
 - Existing bridges supported multiple utilities
 - Proximity of construction work to existing tracks and 22nd Street station
 - Extensive detours of pedestrian and vehicular traffic required to perform construction work
- Unanticipated site conditions
 - Existing bridge conditions differed from what was expected resulting in increased demolition effort
 - Differing subsurface conditions increased effort for pile installation
 - Unexpected hazardous materials required special handling and off haul of material
 - Differing site conditions for utilities required additional utility modifications
- Status and next steps
 - 23rd Street was completed April 2106
 - Paul Avenue to be completed by fall 2016
 - 22nd Street Bridge to be completed by spring 2017

Director Adrienne Tissier asked if staff is documenting site conditions and materials so in the future the information will be well documented. Ms. Larano said yes.

Director Malia Cohen asked what unexpected hazardous materials were found and what special handling was used to haul away the material. Ms. Larano said serpentine was found, a naturally occurring asbestos. It was stockpiled separately and disposed of at sites that accept the material.

Director Cohen said it is hard to believe staff would not expect to run into serpentine. Ms. Larano said staff tests for contaminated material resulting from railroad operations, but this was a highway bridge over the railroad. Staff should have done more testing, but learned from this and will do a better job in the future.

Director Cohen said she hopes staff also learns about notification. This was never disclosed or shared with her in any manner that staff came across serpentine. She said she deals with a lot of construction in this area and generally contractors will notify her if issues like this are found, and she in turn will notify the neighbors. She said staff did not notify the neighbors that live within a block of this site, which is unacceptable. Serpentine is not hazardous until it gets pulverized and becomes dust, which gets spread into the neighborhood in the air. In the future staff should let the Board know about these types of issues. This could potentially be an explosive and detrimental situation.

Motion/Second: Tissier/Cisneros

Ayes: Cisneros, Cohen, Guilbault, Peralez, Ramos, Tissier, Woodward

Absent: Gee, Yeager

STATUS OF THE OPERATING CONTRACT WITH TRANSIT AMERICA SERVICES, INC. (TASI)

Ms. Bouchard presented:

- Background
 - Awarded contract to TASI in September 2011
 - Five-year base agreement with option to extend for up to another five years
 - Base agreement expires on June 30, 2017
 - A 2.5-year procurement process
 - Ranked highest among four firms competing for the Caltrain contract
 - Succeeded Amtrak after nearly 20 years of service
- Scope of work
 - Provides rail operations, maintenance and support services in the following areas
 - Administration/safety
 - Operations and dispatch
 - Maintenance of equipment, track, communications and signals, stations
 - Construction support
 - State of good repair
- Contract compensation terms
 - Cost plus performance fee contract structure
 - Contractor reimbursed for direct and indirect costs

- Profit based on contractor's level of performance in areas critical to the JPB; no guaranteed minimum
- Includes assessment provisions
- Contract extension process
 - Set objectives
 - Safety
 - On-time performance
 - Customer experience
 - Financial considerations
 - Review contract
 - Conduct discussions regarding modifications to scope of work and or agreement
 - Formalize modifications
- Considerations
 - Decision in context of other considerations
 - Communications-based Overlay Signal System
 - Electrification construction
 - Continuity of service
 - JPB resources
 - Timeline for re-procurement
 - FTA and American Public Transportation Association peer review feedback
- Next steps
 - Engage in discussions with TASI
 - Provide recommendations regarding length and conditions of extensions
 - Board authorization to exercise options to extend
 - Letter to TASI 180 days prior of advising decision

Public Comment

Roland Lebrun, San Jose, said TASI is the face of Caltrain. Compared to Amtrak, they have done outstanding work in the last four years. The contract includes right of way maintenance and maintenance of the trains. The JPB has new partners with Balfour Beatty and others. The JPB should think about having separate contracts for right of way maintenance, maintenance of the EMUs, as well operating the train. He recommended a minimum of two years and a maximum of three years renewal of the existing contract. The time has come to revisit the administration contract of Caltrain. He asked staff to come to the Board in December with recommendations of new alternatives for administration.

SAN MATEO COUNTY TRANSIT DISTRICT DUMBARTON TRANSPORTATION CORRIDOR STUDY

Melissa Reggiardo, Principal Planner, reported:

- Partners in the study are the SMCTA, Alameda County Transportation Commission, Alameda-Contra Costa Transit, and Facebook.
- The Study kicked off in March and has a 15-month schedule.
- Scope of Work:
 - Study mobility improvements on highway bridge, approach arterials and rail bridge
 - Focus on short-term (2020) and long-term (2030) improvements and phasing

- Outreach:
 - May 2016 – Existing conditions, goals and evaluation metrics, initial alternatives
 - September 2016 – Initial screening, alternatives carried forward
 - April 2017 – Evaluation of alternatives carried forward, funding plan
- Study Goals:
 - Enhance mobility
 - Identify cost effective improvements with return on investment
 - Minimize environmental impacts, financial risk and maximize safety
 - Ensure local communities are protected from adverse impacts
- Initial Highway Bridge Alternatives:
 - Express bus enhancements/expansion
 - Variety of highway bridge lane configurations, including managed lanes:
 - Carpool lanes
 - Toll lanes
 - Bus-only lanes
- Initial Approach Alternatives:
 - Improvements to:
 - Speed tolling
 - Improve carpool connections
 - Manage and/or increase park-and-ride capacity
 - Provide additional capacity/improve flow on key arterials and at intersections
 - Improve connections to Highway 101
- Initial Rail Bridge Alternatives:
 - Transit modes:
 - Bus Rapid Transit (BRT)
 - Commuter Rail
 - Bike/pedestrian
 - Light Rail Transit (LRT)
 - Bay Area Rapid Transit (BART)
 - Personal and Group Rapid Transit
 - People Movers
 - Hyperloop
 - Tunnel (BRT, LRT, Commuter Rail)
 - Ferry
 - Gondola
- Initial Screening Process:
 - Evaluated:
 - Highway configurations for highway bridge
 - Approach improvements per potential benefit to transit
 - Transit modes for rail bridge
 - Carried forward all short-term options
- Highway Bridge Alternatives Carried Forward:
 - Short-term: express bus enhancements/expansion
 - Long-term: three managed lane options
 - Contraflow managed lane in median with moveable barrier
 - Reversible managed lanes in median with fixed barriers
 - Managed lane in each direction

- Approach Package:
 - Short-term:
 - Bike/pedestrian approach improvements
 - FasTrak lane extensions and operational improvements
 - Park-and-Ride management/expansion
 - Operational improvements such as transit signal priority and queue jump lanes on key roadways
 - Long-term:
 - All electronic tolling
 - Carpool/toll direct access ramps
 - Dedicated lanes for buss
 - Grade separations (improve flow at key intersections)
 - Managed lanes connections
 - Transit Alternatives Carried Forward:
 - Short-term:
 - Bike/pedestrian on peninsula
 - Long-term:
 - BRT from Union City BART to Redwood City Caltrain
 - Commuter Rail from Union City BART to Redwood City
- Next Steps:
 - October through December: further study alternatives carried forward
 - Conceptual engineering
 - Ridership modeling
 - Financial analysis including public-private partnerships
 - January: comparative alternatives analysis
 - February: recommend phasing and financial plan

Public Comment

Adina Levin, Friends of Caltrain, said the managed lane options timeline is broad. She hopes there are managed lanes options that would take less than 15 years to implement and there will be more nuance in the phasing. Some of the longer term roadway options carried forward from studies conducted several decades ago are going in a very different direction than the Menlo Park General Plan with building out a mixed-use neighborhood and wanting it to be walkable and bikeable. She encouraged SamTrans staff to work with Menlo Park and East Palo Alto communities regarding any potential major roadway changes.

Roland Lebrun, San Jose, asked what happened to private sector. Someone came up with a proposal to rehabilitate the bridge and run some kind of rail service. This has been dragging forever and as long as SamTrans is in charge nothing will ever happen. The next time the San Mateo County Transit District needs money, they should sell the bridge and let someone else get on with it.

LEGISLATIVE UPDATE

Casey Fromson, Manager, Government Affairs, said the FTA confirmed they are committed to have the Full Funding Grant Agreement for the PCEP in place by the end of the current administration. The California delegation is also committed to the project.

Ms. Fromson said Congress passed a Continuing Resolution that will go through December 9. Congress will start to look at either an omnibus package or minibus package that would package the appropriation bills to allocate funds.

Matt Robinson, Legislative Advocate, Shaw, Yoder, Antwih, Inc., said a Special Session on Transportation Funding is underway and a joint proposal has been put forth worth about \$7.4 billion, but that proposal might be cut down to generate votes from Republican leadership. Leadership in both houses are being pushed to call the members back after the election to hold a lame duck session at which to consider a vote on this bill.

Mr. Robinson said one consideration is to double the existing Cap and Trade programs that go to transit. Cap and Trade has dramatically declined with auctions going from \$500 million to \$600 million down to \$8 million to \$10 million.

Mr. Robinson said Senate Bill 32 was signed by the governor and extends the targets for the Statewide emissions program beyond 2020. Legislation was signed that appropriated about \$900 million of Cap and Trade to a few programs, including \$135 million for the Intercity Rail Capital Program.

Mike Robson, Legislative Advocate, Edelstein Gilbert Robson & Smith LLC, said Assembly Bill 1889 was signed last week by the governor and it deals with the State's ability to help get the \$600 million in Proposition 1A for Caltrain.

CORRESPONDENCE

No discussion.

BOARD MEMBER REQUESTS

Director Cohen asked for a detailed report about when they first found the hazardous materials in San Francisco during The San Francisco Roadway Bridges Replacement project. She would also like to know if there is anticipation for stumbling across hazardous materials in San Jose. It is deplorable that people around the areas where work is being done have been exposed. When the Board is interested something for their own interests, such as a resolution, staff calls, texts, and walks the halls at City Hall to find her, and she is hurt that this level of due diligence and outreach was not conducted when it comes to the health and welfare of her constituents and the JPB's constituents.

Director Raul Peralez said he is interested in the same report for San Jose and he hopes the lessons learned from this issue will be used for other projects.

DATE/TIME/PLACE OF NEXT REGULAR MEETING

The next meeting will be Thursday, November 3, 2016, 10 a.m. at San Mateo County Transit District Administrative Building, Bacciocco Auditorium, 2nd Floor, 1250 San Carlos Avenue, San Carlos, CA 94070.

GENERAL COUNSEL REPORT

Joan Cassman, Legal Counsel, said the Board will meet to cover several closed session items. The Superior Court Judge found the JPB complied with California Environmental

Quality Act on every issue raised by the petitioners in the writ of mandate lawsuit for the Atherton case.

Recessed to closed session at 11:24 a.m.

Closed Session: Conference with Legal Counsel – Existing Litigation Pursuant to Government Code Section 54956.9(d)(1): Town of Atherton, et al vs. Peninsula Corridor Joint Powers Board. Case No. CIV532457

Closed Session: Conference with Legal Counsel – Existing Litigation Pursuant to Government Code Section 54956.9(d)(1): Hue Qin Xu, by and through her Guardian ad litem Suzie Tan Wong v. Transit America Services, Inc., et al., San Francisco Superior Court, Case No. CGC 13-534880

Closed Session: Conference with Legal Counsel - Anticipated Litigation Pursuant to Government Code Section 54956.9(d)(2): Two Potential Cases

Conference with Real Property Negotiators Joan L. Cassman, General Counsel, Brian W. Fitzpatrick, Manager, Real Estate and Property Development, and Gary Cardona, Senior Real Estate Officer, pursuant to Government Code Section 54956.8:

Under negotiation: Price and terms of contract.

- 2695 S. El Camino Real, San Mateo CA 94403
- 2925 S. El Camino Real, San Mateo CA 94403

Reconvened to open session at 12:38 p.m.

Ms. Cassman said no action has been taken.

Adjourned at 12:38 p.m.