

Revised 1/7/2026 at 3:30 pm Updated Item 15 Title (Page 3) and Staff Report Title (Page 69)

Revised 1/7/2026 at 1:30 pm Added materials for Item 15 (Pages 69-83)

Revised 1/6/2026 at 11:00 am Item 11.c. Action changed to Resolution

BOARD OF DIRECTORS 2026

RICO E. MEDINA, CHAIR
PAT BURT, VICE CHAIR
MARGARET ABE-KOGA
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STEVE HEMINGER
GREG WAGNER
SHAMANN WALTON

MICHELLE BOUCHARD
EXECUTIVE DIRECTOR



REVISED AGENDA

Peninsula Corridor Joint Powers Board

Board of Directors Meeting

January 08, 2026, 9:00 am

Bacciocco Auditorium, 2nd Floor

1250 San Carlos Avenue, San Carlos, CA 94070

Members of the public may participate remotely via Zoom at

<https://us02web.zoom.us/j/86449951709?pwd=kW9KjaursJbQibDV7B3JSrXl17okbi.1>

or by entering Webinar ID: **864 4995 1709**, Passcode: **884563** 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

<https://www.caltrain.com/video-board-directors>

Members of the public also may participate in person at: San Mateo County Transit District, Bacciocco Auditorium - Second Floor, 1250 San Carlos Avenue, San Carlos, CA, 94070 or any other noticed location.

Public Comments: Written public comments may be emailed to publiccomment@caltrain.com or mailed to 1250 San Carlos Avenue, San Carlos, CA 94070, and will be compiled and posted weekly along with any Board correspondence. Any written public comments received within two hours prior to the start of the meeting will be included in the weekly Board correspondence reading file, posted online at: <https://www.caltrain.com/about-caltrain/meetings>.

Verbal public comments will also be accepted during the meeting in person and through Zoom or the teleconference number listed above. Public comments on individual agenda items are limited to one per person PER AGENDA ITEM. Participants using Zoom over the Internet should use the Raise Hand feature to request to speak. For 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 Hand feature for public comment. Each commenter will be recognized to speak, and callers should dial *6 to unmute themselves when recognized to speak.

Each public comment is limited to one minute for the Consent Calendar and Informational items, and

Note: All items appearing on the agenda are subject to action by the Board. Staff recommendations are subject to change by the Board.

limited to two minutes for Motion or Resolution items. The Board Chair has 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.

January 08, 2026 - Thursday

9:00 am

All items to which [Government Code section 84308](#) applies have been marked with an asterisk.

A double asterisk indicates that one or more Directors of the JPB serve on the governing board of a public agency with which the JPB proposes to contract. Under Government code section 1091(a)(9), this relationship is considered to be a noninterest but it must be disclosed.

PART I OF MEETING (CALL TO ORDER): 9:00 am

1. Call to Order
2. Oath of Office for Greg Wagner representing City and County of San Francisco
3. Roll Call
4. Pledge of Allegiance / Safety Briefing
5. Consideration of requests, if any, of Directors to participate remotely due to Emergency Circumstances
6. Request to Change Order of Business
7. Public Comment for Items Not on the Agenda
Comments by each individual speaker shall be limited to one (1) minute. Items raised that require a response will be deferred for staff reply.

PART II OF MEETING (CLOSED SESSION): 9:05 am estimated

8. Closed Session: Conference with Legal Counsel – Anticipated Litigation (§ 54956.9(b)):
One Potential Case

PART III OF MEETING (REGULAR SESSION): 9:30 am estimated

9. General Counsel Report – Report Out from Above Closed Session (Verbal)
10. Report of the Executive Director Informational
11. Consent Calendar
Members of the Board may request that an item under the Consent Calendar be considered separately.
 - 11.a. Approval of Meeting Minutes for December 4, 2025 Motion

Note: All items appearing on the agenda are subject to action by the Board. Staff recommendations are subject to change by the Board.

Approved by Finance Committee

- | | |
|--|---------------------------------|
| 11.b. Receive Quarterly Financial Report: Fiscal Year 2026 Quarter 1 Results | Motion |
| 11.c. Authorize the Executive Director to Enter Into an Option Agreement for Sale of Property to the City of San Jose** | Motion
Resolution |
| 12. Consider Establishing a 6-Month Path and Process to Develop Recommendations on Amendments to Caltrain's Governing Agreements | Motion |
| 13. Amend and Increase the Fiscal Year 2026 Capital Budget from \$92,641,608 to \$102,641,608 | Resolution |
| 14. Receive Update on Fiscal Year 2026-2027 Budget Approach | Informational |
| 15. Receive Update on Shared Services Agreement Between Caltrain Peninsula Corridor Joint Powers Board and SamTrans San Mateo County Transit District ** | Informational |
| 16. Receive Update on the Corridor Crossing Strategy | Informational |
| 17. Reports (Verbal) | |
| 17.a. Report of the Chair | Informational |
| 17.b. Report of the Citizens Advisory Committee | Informational |
| 17.c. Report of the Local Policy Maker Group (LPMG) | Informational |
| 17.d. Report of the Transbay Joint Powers Authority (TJPA) | Informational |
| 18. Correspondence | |
| 19. Board Member Requests | |
| 20. Date / Time / Location of Next Regular Meeting: Thursday, February 5, 2026 at 9:00 am.
The meeting will be accessible via Zoom and in person at the San Mateo County Transit District, Bacciocco Auditorium, 2nd Floor, 1250 San Carlos Avenue, San Carlos, CA 94070. | |
| 21. Adjournment | |

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 650.551.6108. Agendas are available on the Caltrain website at <https://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 of Directors: First Thursday of the month, 9:00 am; JPB Finance Committee: Two Mondays before the Board Meeting, 2:30 pm; JPB Technology, Operations, Planning, and Safety (TOPS) Committee: Two Wednesdays before the Board meeting, 1:30 pm. JPB Advocacy and Major Projects (AMP) Committee: Two Wednesdays before the Board meeting, 3:30 pm. The 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

Members of the Public may attend this meeting in person or remotely via Zoom. Should Zoom not be operational, please check online at <https://www.caltrain.com/about-caltrain/meetings> for any updates or further instruction.

Public Comment

Members of the public are encouraged to participate remotely or in person. Public comments may be submitted by comment card in person and given to the JPB Secretary. Written public comments may be emailed to publiccomment@caltrain.com or mailed to 1250 San Carlos Avenue, San Carlos, CA 94070, and will be compiled and posted weekly along with any Board correspondence. Any written public comments received within two hours prior to the start of the meeting will be included in the weekly Board correspondence reading file, posted online at: <https://www.caltrain.com/about-caltrain/meetings>.

Oral public comments will also be accepted during the meeting in person or through Zoom or the teleconference number listed above. Online commenters will be automatically notified when they are unmuted to speak. Public comments on individual agenda items are limited to one per person PER AGENDA ITEM. Each public comment is limited to one minute for the Consent Calendar and Informational items, and limited to two minutes for Motion or Resolution items. 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 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 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; 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 is distributed to a majority of the legislative body, will be available for public inspection at 1250 San Carlos Avenue, San Carlos, CA 94070, at the same time that the public records are distributed or made available to the legislative body.

Note: All items appearing on the agenda are subject to action by the Board. Staff recommendations are subject to change by the Board.

**Peninsula Corridor Joint Powers Board
Staff Report**

To: JPB Board of Directors

Through: Michelle Bouchard, Executive Director

From: James C. Harrison, General Counsel

For: January 2026 Board of Directors Meeting

Subject: **Closed Session: Conference with Legal Counsel – Anticipated Litigation
(\$ 54956.9(b)): One Potential Case**

<input type="checkbox"/> Finance Committee Recommendation	<input type="checkbox"/> Technology, Operations, Planning, and Safety Committee Recommendation	<input type="checkbox"/> Advocacy and Major Projects Committee Recommendation
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Purpose and Recommended Action

No further Board action is required.

Discussion

The following records, which are attached hereto, will be discussed in closed session during the conference with legal counsel regarding anticipated litigation at the January 8, 2026, meeting:

Agenda Item 8:

- A. December 1, 2025, Letter from Shamann Walton regarding Caltrain Joint Powers Board Governance Issues
- B. December 22, 2025, Letter from James M. Wagstaffe on behalf of the San Mateo County Transit District (SamTrans) regarding Anticipatory Breach of Contract by the JPB and City/County of San Francisco

Pursuant to the Ralph M. Brown Act (the “Brown Act”), local government agencies may meet in closed session with their legal counsel when discussing significant exposure to litigation. Gov. Code. §54956.9(b). The Brown Act permits local government agencies to meet in closed session when there are facts and circumstances, including transactional occurrences that might result in litigation against the agency, and that are known to a potential plaintiff or plaintiffs. Gov. Code § 54956.9(e)(2). When meeting in closed session under this exception, the facts or circumstances giving rise to the meeting must be “publicly stated on the agenda or announced.” *Id.* The receipt of the letter from Mr. Wagstaffe on behalf of SamTrans in response to a request from Director Walton regarding the JPB’s governance constitutes significant exposure to litigation pursuant to the Brown Act. Therefore, these records are included as the public statement of facts and circumstances, as required by Government Code

section 54956.9(e)(2). Furthermore, claims or written communication from a potential plaintiff threatening litigation that have been received by a local government agency and are the subject of a closed session conference with legal counsel regarding anticipated litigation are records subject to public inspection unless an exception applies. Gov. Code § 54956.9(e)(3). Accordingly, this correspondence is required to be disclosed as public records.

Budget Impact

There is no budget impact associated with receiving this report.

Prepared By:	James C. Harrison	General Counsel	12/30/2025
	Anna Myles-Primakoff		

Member, Board of Supervisors
District 10



City and County of San Francisco

SHAMANN WALTON

December 1, 2025

TO: Members, San Francisco Board of Supervisors
Commissioners, San Francisco County Transportation Agency
Commissioners, Metropolitan Transportation Commission
Board of Directors, Peninsula Corridor Joint Powers Board
Michelle Bouchard, Executive Director, Caltrain
Alicia John-Baptiste, Chief of Infrastructure, Climate and Mobility
Senator Scott Weiner
Assemblymember Matt Haney

RE: Caltrain Joint Powers Board Governance Issues

Colleagues,

My understanding is that the Caltrain Joint Powers Board (JPB) will be asked to consider a number of decisions in the coming months that have a direct bearing on the governance of the railroad and the relationships among the JPB and its member agencies. These may include the execution of a Shared Services Agreement with the San Mateo County Transit District (SamTrans), establishment of Caltrain as a successor agency under the California Public Employees Retirement System (CalPERS), approval of Caltrain's first Salary Ordinance, and one or more amendments to Caltrain's governing documents.

In July of this year, during the development of Senate Bill 63 (SB63), I urged my JPB colleagues to focus on the successful enactment of this critical legislation, which authorizes a regional transit funding measure in November 2026. I also articulated my position that any future policy discussion on the role of member agency contributions must go hand-in-hand with continued progress in developing Caltrain as a separate and effective regional agency over time. At our November 6, 2025, JPB meeting, I stated that San Francisco would not support additional member contributions, including capital funding for the Guadalupe River Bridges Replacement Project, until such time as the JPB resumes meaningful work to further develop Caltrain governance.

As we prepare for a critical year for the Bay Area's major transit systems, I urge us to proceed thoughtfully and holistically in our efforts to strengthen the Caltrain organization and to make concrete progress on behalf of the region's transit riders. In particular, I propose that we affirm and resume our work to develop Caltrain, step by step, toward becoming an independent regional agency. The path forward can build upon work already underway, with a common understanding of the transition we seek to effectuate. This letter summarizes the reasoning and context for my position and outlines proposed shared priorities for the months ahead.

Governing Agreements and the Managing Agency Role

The 2022 Governance Memorandum of Understanding (2022 MOU), among Caltrain and its three member agencies, acknowledged SamTrans' role as Managing Agency. Notably, the 2022 MOU narrowly defined the Managing Agency function as consisting of two specific responsibilities – serving as the employer of staff and providing shared services. Pursuant to the 2022 MOU, San Francisco and Santa Clara counties have fulfilled their financial obligations to repay San Mateo County for its original investment in the railroad's Right of Way (ROW).

Moving forward, it would be timely to update the MOU to reflect the following recent and current efforts:

- Completion of repayment of outstanding San Francisco and Santa Clara debt to San Mateo;
- Obligations related to the establishment of Caltrain as its own agency under CalPERS (as further discussed below); and
- Understandings reflected in the underway Shared Services Agreement (also discussed below).

In addition, the JPB in July of this year re-committed to clarifying and harmonizing legacy JPA agreements, an effort that may be informed by the upcoming Performance Audit of shared services, requested by Director Burt. The Performance Audit could also help identify the next group of functions that is appropriate to transfer from SamTrans to Caltrain, following the initial 5 management positions and railroad staff that were approved in 2022.

As Caltrain continues to develop its own dedicated staff and capabilities, the Managing Agency function, as we have long conceived and structured it, is entering a period of transition where, eventually, it will no longer be necessary or appropriate to have any entity serving as Managing Agency. In the future, the JPB could choose to continue to contract with one or more member agencies to support certain administrative functions, as business needs dictate and efficiencies warrant. For these reasons, I propose amending the 2022 MOU to state that SamTrans and Caltrain JPB agree to transition away from the Managing Agency model, toward the goal of Caltrain becoming an independent regional agency, over time.

Shared Services Agreement and Performance Audit

The 2022 MOU called for the preparation of a Shared Services Agreement between the JPB and SamTrans, to formalize the business relationship and management processes through which SamTrans provides shared services to Caltrain. A draft of this Agreement was presented as an information item to the SamTrans Board on November 5, 2025, and it will eventually be presented to the Caltrain Board for its consideration.

As noted above, at the November 6, 2025, meeting of the JPB, Director Burt called for a Performance Audit of the Caltrain/SamTrans shared services arrangement, in order to provide for an independent review and documentation of current practices and outcomes. In making this request, Director Burt acknowledged that the Caltrain members have had differing perspectives and assumptions with respect to the implementation of shared services. I wholeheartedly support undertaking a Performance Audit, to provide credible and transparent information to guide our continuing development of an equitable Caltrain governance framework and transition path. I also request that the JPB discuss the Shared Services Agreement as an informational item prior to approval, in order to consider if and how it should be informed by the findings of the forthcoming performance review.

CalPERS Successor Agency and Caltrain Salary Ordinance

A key step toward the development of Caltrain is the establishment of the railroad as its own entity under the CalPERS system. At our upcoming December 4, 2025, meeting, the JPB is slated to consider the recommendations of the Board's Governance Ad Hoc Committee regarding CalPERS pension liability backstop – specifically, that the members accept the financial responsibility for Caltrain's pension liabilities in the event the JPB is not able to meet these obligations in the future. Memorializing this commitment will require formalizing agreement among the member agencies, whether as a new agreement or through amendment to an existing agreement, such as the 2022 MOU.

In support of establishing the JPB's own, direct contract with CalPERS, we also look forward to the development and approval by the JPB of the inaugural Caltrain Salary Ordinance, to specify compensation levels for the railroad's employees. The current arrangement – whereby the SamTrans Salary Ordinance, approved solely by the SamTrans Board, governs these employees – is untenable, more than three years after establishing Caltrain's first management positions, and during this time of financial uncertainty. The Caltrain Salary Ordinance should support the progression of the agency toward eventual independence, including the important work to establish the next tranche of dedicated Caltrain employees.

Next Steps

As we look to the work ahead, I urge the JPB and our member agencies to take on the challenging work of completing the task – initiated in conjunction with Measure RR in 2020 – of securing for Caltrain the governance model and management capacity that it deserves and requires. Defining a clear path and process by which we will deliberate on these issues, as a coherent whole, should precede the approval of any individual component of this work. Specifically, I would propose an approximately six-month period of work activities to make meaningful and codified progress, culminating in bringing forward recommended amendments to Caltrain's governing agreements. I look forward to a robust discussion with my JPB colleagues of the objectives, components, and timing of this path forward.

I am proud of what we have accomplished so far in maturing the Caltrain organization and in delivering results for our riders and for communities up and down the Peninsula, including securing Measure RR, appointing dedicated staff including our first Executive Director, successfully completing electrification, and achieving three-county consensus on SB63. The work ahead is complex and multifaceted. It is also necessary and timely, even more so as we work to preserve and strengthen the public's trust and confidence in Caltrain and in our shared commitment to securing its future together.

Thank you for your consideration,



Supervisor Shamann Walton
San Francisco Board of Supervisors, District 10

**ADAMSKI MOROSKI MADDEN
CUMBERLAND & GREEN LLP**

ATTORNEYS AT LAW

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December 22, 2025

James Harrison
General Counsel for Peninsula Corridor Joint Powers Board (JPB)
Olson Remcho
1901 Harrison Street, Suite 1550
Oakland, CA 94612
jharrison@olsonremcho.com

**Re: Anticipatory Breach of Contract by the JPB and
City/County of San Francisco**

Dear James:

We write to you on behalf of the San Mateo County Transit District, which is the Managing Agency of the Caltrain JPB, and one of the three member agencies of the JPB.

We have been made aware of and reviewed the December 1, 2025, memorandum of Shaman Walton regarding “Caltrain Joint Powers Board Governance Issues”. Mr. Walton, who is a member of the Board of Supervisors of San Francisco and a member of the Board of Directors of the JPB, called for Caltrain to become “an independent regional agency”, and represented that San Francisco “would not support additional member contributions” including but not limited to the existing ongoing Guadalupe Bridge Replacement Project (a critical safety project), unless there is agreement to begin the process to remove the SMCTD as the Managing Agency of the JPB.

We understand that at Mr. Walton’s request the JPB Board will take up a motion at the January 8th Board meeting for the JPB to resolve to remove the SMCTD as Managing Agency, and for the JPB to become an independent regional agency. Should the JPB Board adopt such a motion, it will constitute a breach of contract by the JPB, and it will have no legal force or effect. Further, if Mr. Walton is speaking for the City/County of San Francisco regarding his representation that San Francisco will no longer live up to its obligation to provide its member contributions to Caltrain, the City/County of San Francisco would also be in breach of contract. Under such circumstances if the City/County of San Francisco were to fail to live up to its obligations, the JPB should consider legal action against it.

JPB AND MEMBER AGENCY OBLIGATIONS

As you are aware, the Joint Powers Board and member agencies of the JPB entered into a Memorandum of Understanding as of August 5, 2022 (MOU) as a culmination of costly studies, and long, difficult negotiations revolving around the governance of the JPB. The studies conducted on behalf of the JPB itself revealed the obvious---creation of an independent agency would be cost

James Harrison
General Counsel for Peninsula Corridor Joint Powers Board (JPB)
December 22, 2025
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prohibitive and unwise. Under the Managing Agency form, Caltrain, as the then 7th largest commuter rail agency in the country, was found to be the “most efficiently run”. As such, the effort to create an independent agency stopped. Nonetheless, given that San Francisco purported to condition its support for the Measure RR sales tax on the appointment of an independent executive director for the JPB, SMCTD and the other member agencies commenced negotiations to address the executive director position and related issues. SMCTD did so in good faith and expected that the other parties would abide by their promises and obligations.

The MOU, together with consistent provisions of the Joint Powers Agreement dated October 3, 1996, the Real Property Ownership Agreement of December 24, 1991, and the 2008 Amended Real Property Ownership Agreement, govern the relationship. Collectively and individually, these binding agreements confirm an indisputable proposition: the SMCTD is entitled to remain as Managing Agency of the JPB for so long as it desires.

These agreements also confirm binding financial obligations, i.e., (i) the three member agencies are unconditionally required to pay the operating costs of the JPB pursuant to a boarding formula, (ii) these costs are to be paid monthly in advance (JPA Section 7 A, C and D (i), and (iii) costs of all capital projects are to be shared equally by member agencies on a one-third each basis (JPA Section 7 B). These obligations in no way are altered by the fact that the parties have, over the years, mutually agreed to modify the boarding formula to meet ongoing conditions.

BREACH OF CONTRACT AND DUTY OF GOOD FAITH BY THE JPB AND CITY/COUNTY OF SAN FRANCISCO

A JPB board action to commence a process to remove the SMCTD would be a breach of the JPB’s contractual obligations under the MOU and the 2008 Amended RPOA. A City/ County of San Francisco representation that it will not make member contributions would constitute a breach of its contractual obligations under the JPA. Both would also reflect an utter lack of good faith.

The parties expressed in the MOU a desire to make certain limited changes to the JPA and the RPOA, and agreed to negotiate in good faith to do so. (MOU Section 5 A and B iii). However, the parties, including the JPB, agreed that this “shall not constitute an opportunity to re-negotiate the Agreements in their entirety.” (MOU Section 5 A). The JPB is fully aware that removal of the SMCTD as Managing Agency is not within that scope of what is to be negotiated. Attempting to expand the scope beyond that, particularly to include removal of the SMCTD as Managing Agency, would constitute an extraordinary act of bad faith.

It cannot be argued that the City/County of San Francisco is acting in any other way than in bad faith in attempting to condition its fulfillment of its legal obligations to make member contributions on the JPB joining them in violating the contractual obligations they both agreed to in the MOU. Rather than colluding with it in such effort, the JPB should consider legal action against the City/County of San Francisco for this anticipatory breach of contract.

James Harrison
General Counsel for Peninsula Corridor Joint Powers Board (JPB)
December 22, 2025
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There are other subjects raised in Mr. Walton's memo which we intend to address in a separate communication. Suffice to say, the memorandum is inaccurate in a number of respects.

Very truly yours,

ADAMSKI MOROSKI MADDEN
CUMBERLAND & GREEN LLP



JAMES M. WAGSTAFFE

JMW:tlg

cc: Evelyn Tran, General Counsel VTA, evelynn.tran@vta.org
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April Chan, CEO/General Manager of SMCTD, chana@samtrans.com
Jim Hartnett, hartnettjim@comcast.net



Executive Director's Monthly Report: December 2025

Executive Director Michelle Bouchard

Report prepared for January Board meeting; data current through November 2025.



Who We Are and What We Do

Item #10.
1/8/2015

Caltrain's Mission: Caltrain is a customer-focused rail system offering safe, reliable, accessible, and sustainable transportation service that enhances quality of life for all.










Caltrain's Vision: To be a vital link in the statewide rail network by improving connectivity to other transit systems, contributing to the region's economic vitality, and partnering with local communities to ensure that diverse constituencies receive a world-class travel experience.

Caltrain's Core Values:

- **Safety** – First and Always.
- **Excellence** – In all that we do as a team.
- **Resilience** – Adapt to changing conditions and seize opportunities.
- **Integrity** – Stewards of public trust always doing what is right.
- **Equity and Inclusion** – Welcoming all makes a stronger Caltrain.
- **Sustainability** – Responsible today for the sake of tomorrow.



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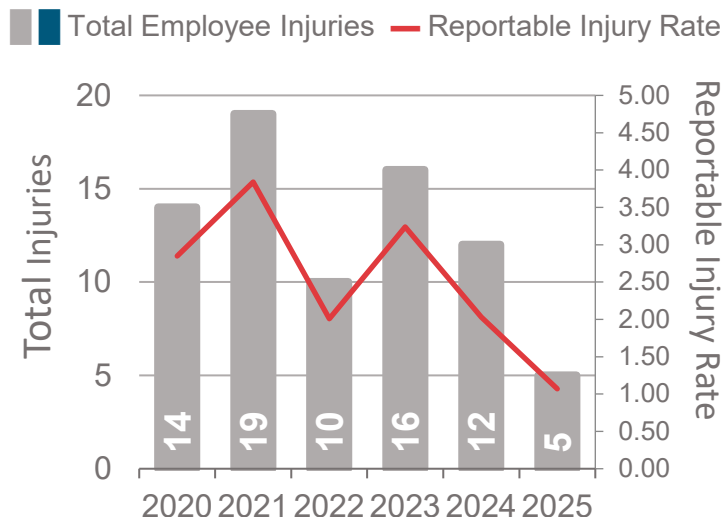
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Safety Updates – Injuries and Accidents

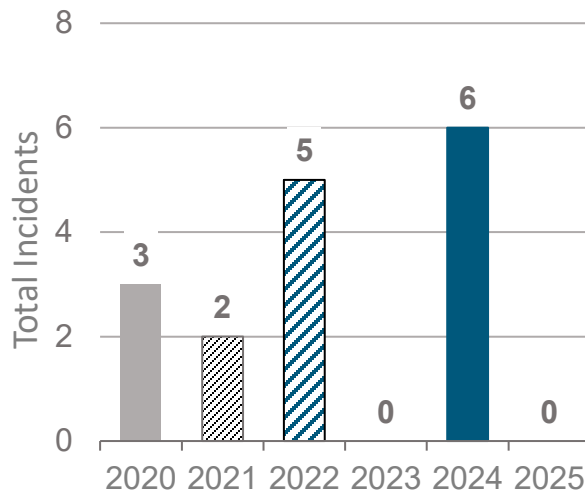
Reportable Injury Trends



Reportable Injury Rates (RIR) are based on the number of railroad worker on duty injuries and illnesses per 200,000 employee-hours annually (equivalent of 100 full time employees). The national average RIR is 3.0 across all industries, per the U.S. Bureau of Labor Statistics. Caltrain's cumulative RIR for calendar year 2025 is 1.07.

Strains or sprains constitute the majority (56%) of reportable injuries for Caltrain's operators.

Reportable Rail Equipment Incidents



Reportable railroad accidents/incidents are divided into three groups: (1) Highway-Rail Grade Crossing; (2) Rail Equipment; (3) Death, Injury and Occupational Illness.

Reportable Rail Equipment Incidents from recent years peaked at 6 in 2024. There were no reportable incidents in 2023, and there have been no reportable incidents thus far in 2025.

Days without a Reportable Injury as of 12/1/2025

Department	Days Without Injury	Date of Last Injury
Dispatch	2,014	5/27/2020
Operations	3	11/28/2025
Maintenance of Equipment	148	7/6/2025
Maintenance of Way	126	7/28/2025
Other	2,014	5/27/2020





Safety Culture Engagement Efforts

Ongoing Safety Culture Transformation

- Safety Champions continue to help create safety messaging, encourage safety concern reporting, model safe behaviors, and obtain feedback from peers. Safety Champions are moving forward with high impact projects to advance a strong culture of Safety.
- Chief Safety Officer issues regular correspondence to Caltrain employees about the importance of continuing to put Safety First and Always. Recent messages covered topics such as Why Safety is Important to Me and safety roadshow.
- Caltrain continues a “Safety Leaders of the Quarter” recognition program to acknowledge and celebrate employees who are actively contributing to a positive safety culture. A new group of Safety Leaders (the sixth cohort thus far) was recognized in October 2025. Next Safety Leaders to be recognized in the upcoming All Hands meeting.
- Caltrain staff significantly expanded the Rail Safety section of the agency’s intranet including links to key resources such as the hazard reporting log.

Recent Engagement Activities

- We’ve been meeting with regional partners in preparation for multiple emergency and security tabletop exercises, and upcoming major events, including the Super Bowl and FIFA.
- We are in the second round of User Acceptance Testing for the new Safety Information Management System, which will centralize all incident-reporting data.
- Winter Freeze launched with a focus on “Press Pause,” reinforcing deliberate verification of track protection and strengthening crew communication during higher-risk winter conditions.

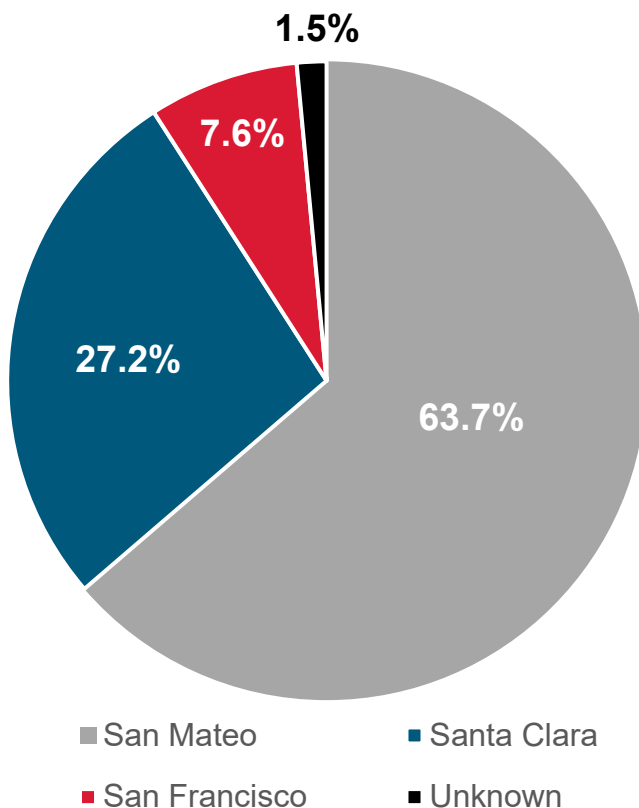




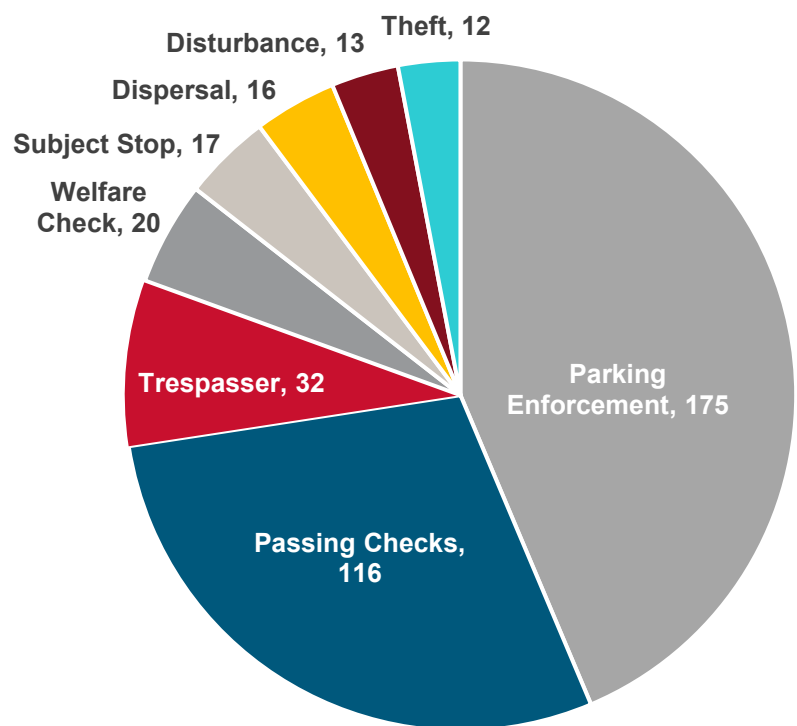
Security Update

The San Mateo County Sheriff's Office Transit Police Bureau is Caltrain's contracted law enforcement provider. The bureau is responsible for policing all Caltrain rail equipment, stations, rights-of-way and facilities throughout San Francisco, San Mateo, and Santa Clara counties.

Calls for Service by County November 2025



Number of Calls by Category November 2025¹



November 2025 Service Call Data

Overall Average Response Time: **19:36**

Average Response Time for **Priority 1** Calls*: **7:49**

Average Response Time for **Priority 2** Calls**: **18:42**

*Priority 1 Calls: *In Progress – Crimes Against Persons*

**Priority 2 Calls: *Just Occurred – Crimes Against Persons/In-Progress Property Crimes*

Footnote 1: Total calls for service totaled 544 in November across 20 categories. The pie chart shows the top 8 categories representing 401 calls or 74% of the total.

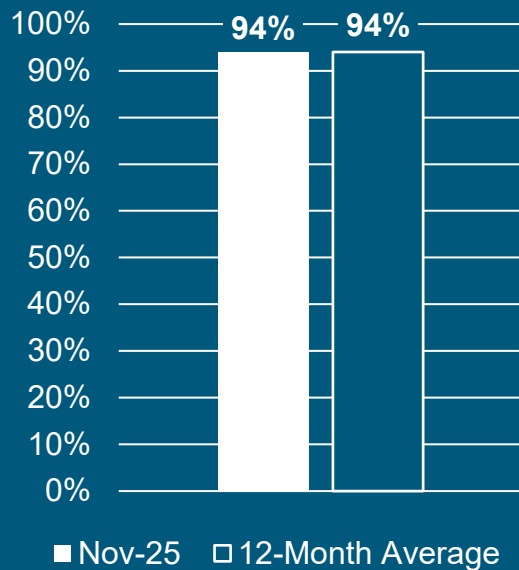




Performance at a Glance

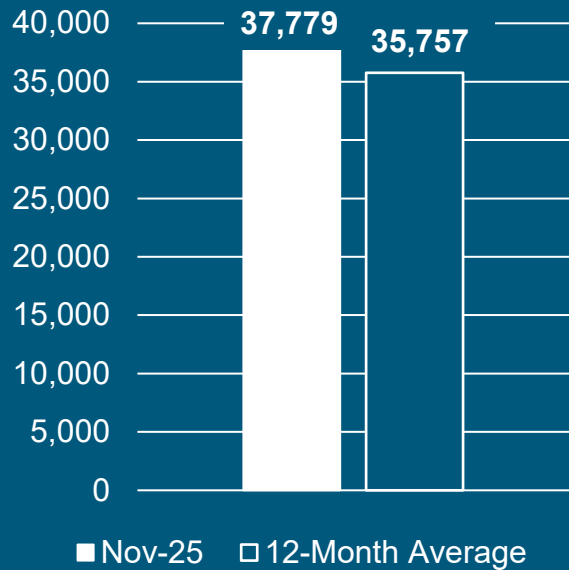
On-Time Performance

Percentage of trains arriving within six minutes of the scheduled time



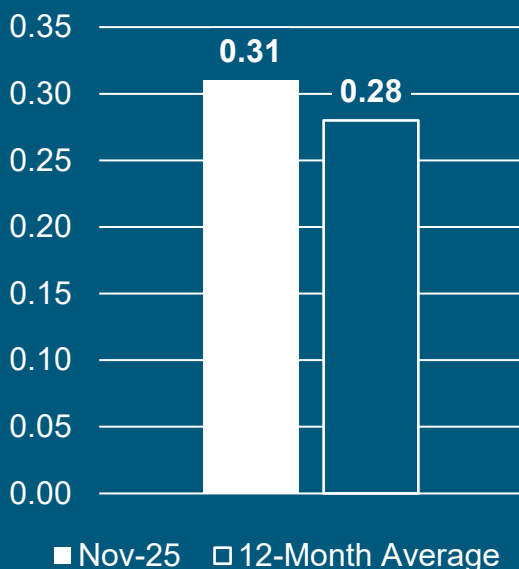
Average Daily Ridership

Average estimated weekday ridership



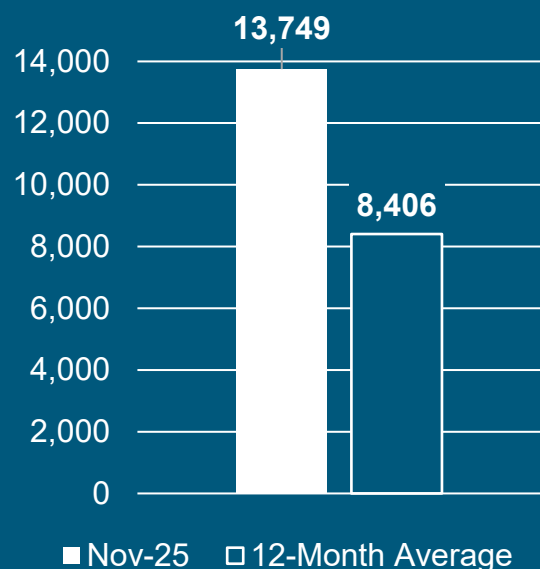
Farebox Recovery Ratio

Ratio of fare revenue to operating costs



Mean Distance Between Failures

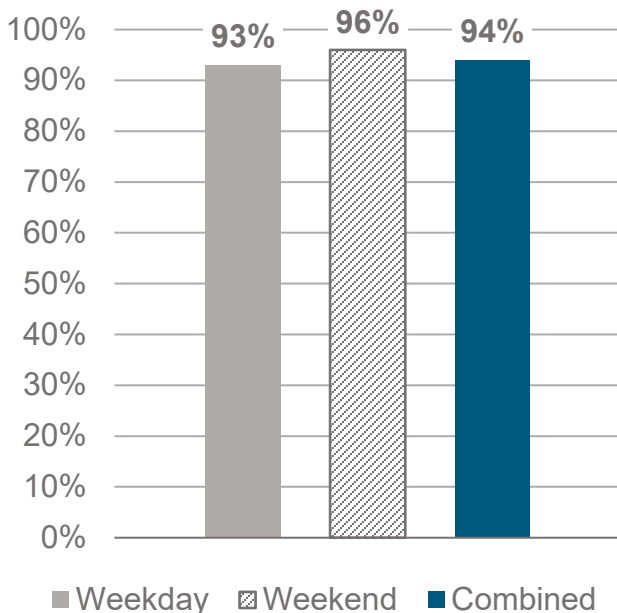
Average miles travelled by locomotives before maintenance/repair is required





On-Time Performance

Performance This Month (Nov-25)

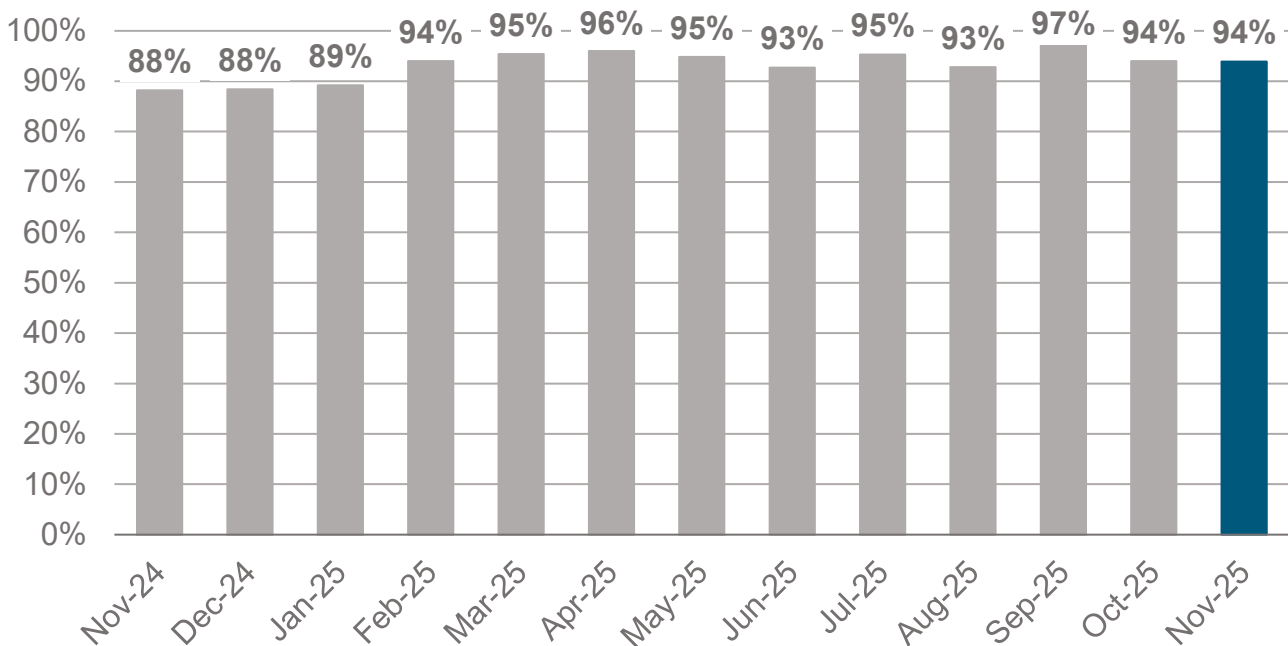


Trains are considered on-time if they arrive within six minutes of the scheduled arrival time at end-line locations (i.e. San Francisco, San Jose Diridon, and Gilroy).

The on-time performance (OTP) goal for Caltrain is 95%. Combined OTP for the month of November was 93.9%; trains arriving within 10 minutes of scheduled time was 95.3%.

Note that Weekend OTP includes holidays.

Monthly On-Time Performance in the Past Year





Delays and Cancellations

Sep-25

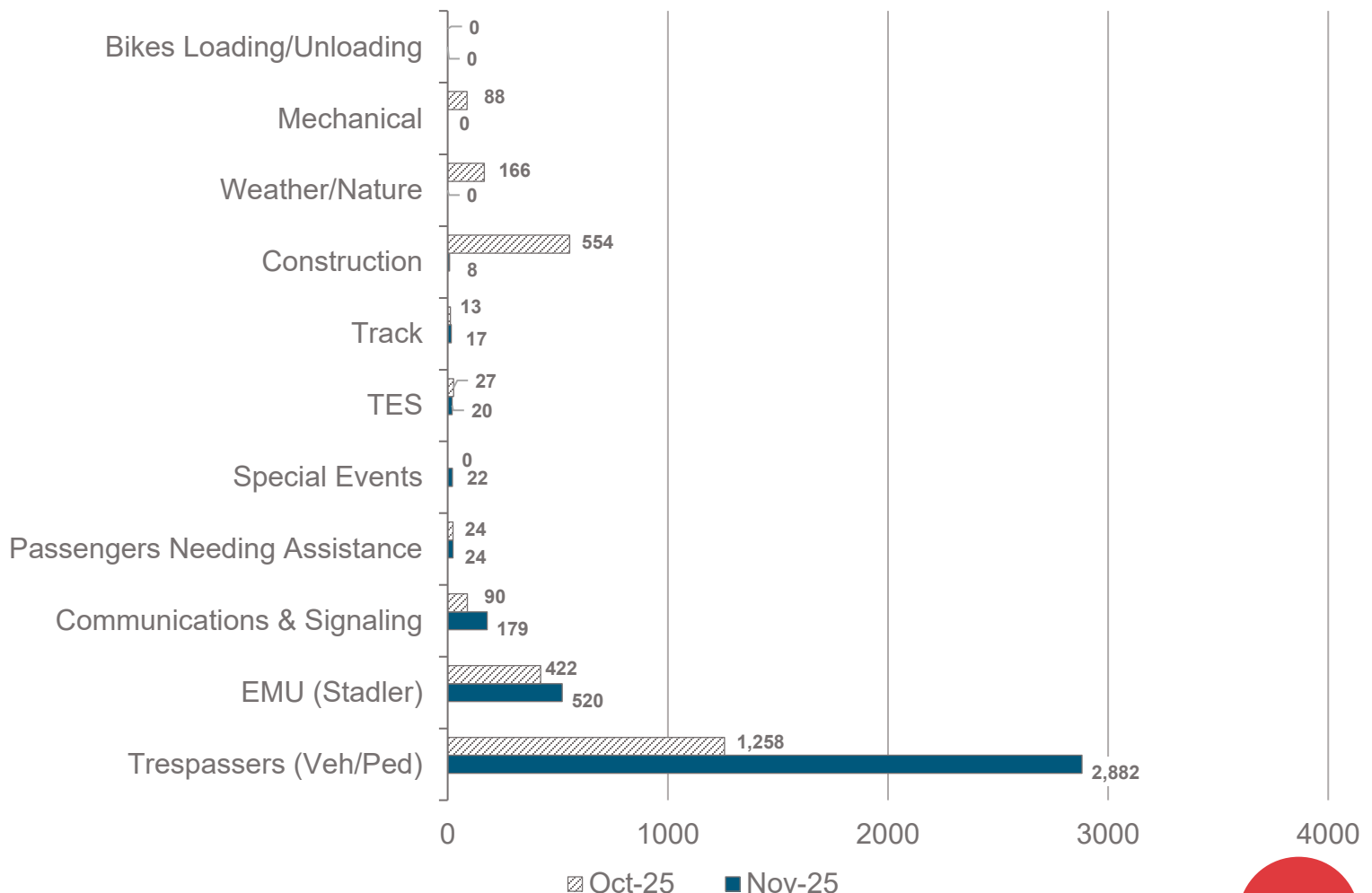
Oct-25

Nov-25

Number of Late Trains	84	187	172
Average Minutes Late for Late Trains	14	16	36
Number of Cancelled Trains	7	33	31

Trains are considered late if they arrive at their end-line destination six minutes or more after the scheduled time. Average Minutes Late represents the average difference in actual arrival time from the scheduled arrival time for late trains. Cancelled Trains includes trains forced to terminate mid-run as well as those that are annulled before they begin to operate.

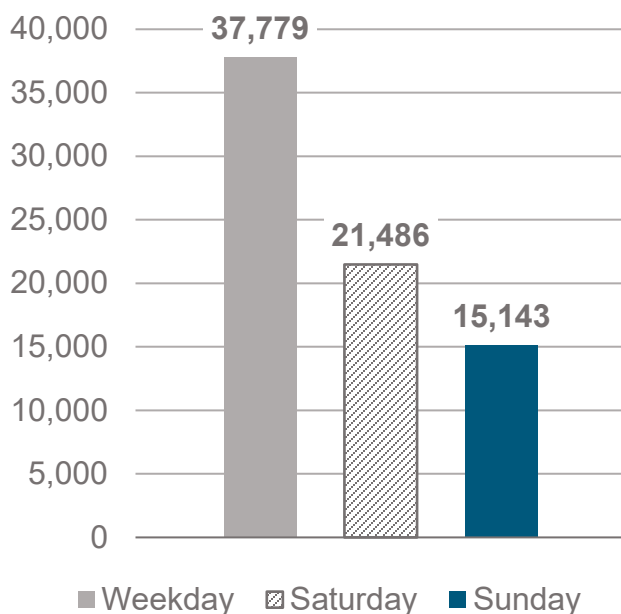
Reasons for Train Delays, by Minutes of Delay





Ridership and Revenue

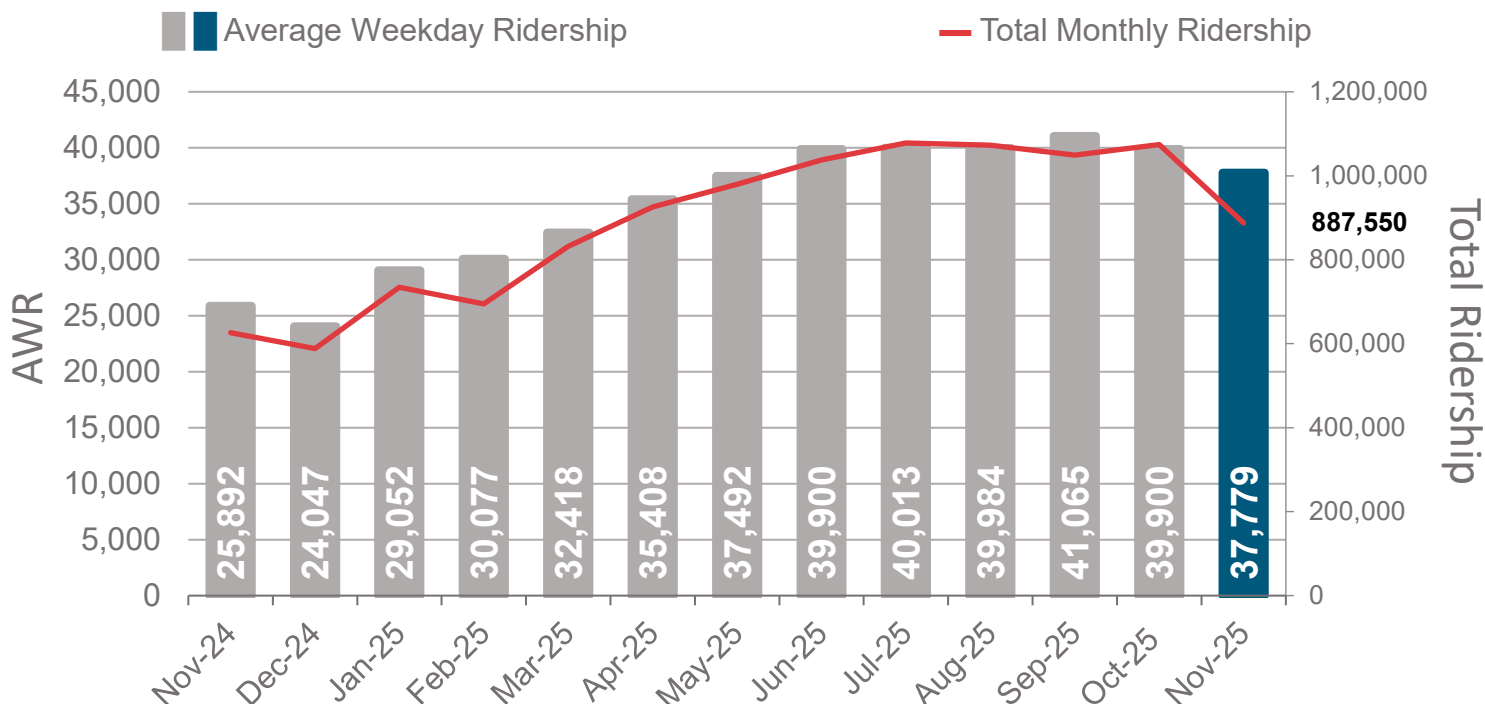
Average Daily Ridership (Nov-25)



Average weekday ridership (AWR) increased by approximately 46% percent compared to November of last year as riders continue to return to the Caltrain system for increased work and leisure travel.

The decrease in ridership between October and November is consistent with historical seasonal trends.

Ridership in the Past Year



Since November 2023, Caltrain's ridership estimation model relies solely on fare media sales data.

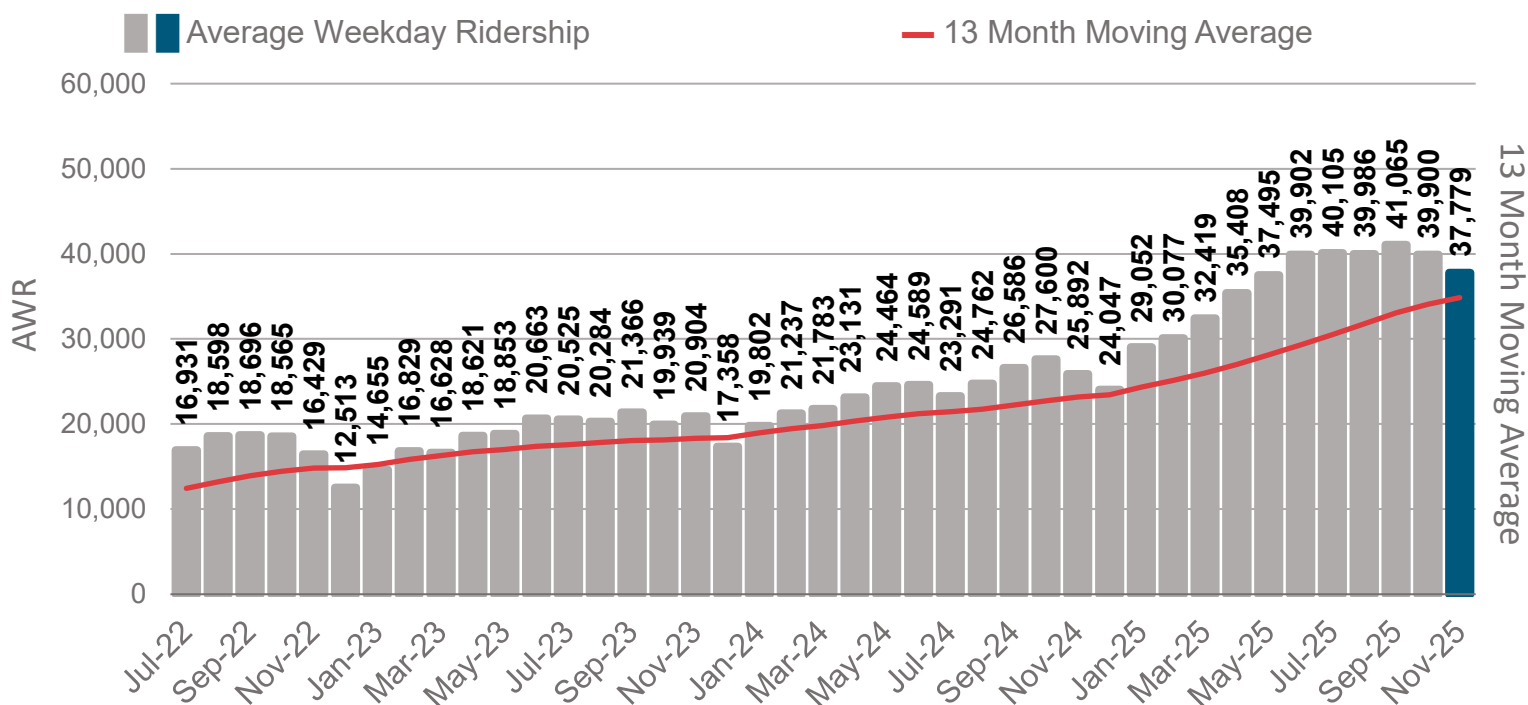




Ridership and Revenue

Average Weekday Ridership & 13 Month Moving Average:

Fiscal Year 2023 to Present



Year Over Year AWR Increase

(November 2024 vs. November 2025)

: 46%





Ridership and Revenue

Special Service Ridership Report

San Francisco Station

- Total event-day ridership at San Francisco Station in November was 6,668, a 104.6% increase compared to 2024 (3,259).
 - In November 2025, there were 6 events (6 Warriors regular season games) compared to 5 in 2024.

Palo Alto Station

- Total event-day ridership at Palo Alto Station in November was 2,820.
 - In November 2025, there were 2 events counted (2 Stanford Football games) compared to 0 in 2024.
 - There was 1 Stanford Football game in 2024, counted at Stanford Station.

Stanford Station

- Total event-day ridership at Stanford Station in November was 1,304, a 415.4% increase compared to 2024 (253).
 - In November 2025, there was 1 event counted (1 Stanford Football game) compared to 1 in 2024.

Mountain View Station

- Total event-day ridership at Mountain View Station in November was 3,915, a 2.6% increase compared to 2024 (3,514).
 - In November 2025, there were 2 events counted (2 49ers regular season game) compared to 2 in 2024.

Santa Clara Station

- Total event-day ridership at Santa Clara Station in November was 1,149.
 - In November 2025, there was 1 event counted (NWSL Championship game) compared to 0 in 2024.

San Jose Diridon Station

- Total event-day ridership at San Jose Diridon Station in November was 4,518, a 130.5% increase compared to 2024 (1,960).
 - In November 2025, there were 9 events counted (8 Sharks regular season games and the NWSL Fan Fest) compared to 7 in 2024.

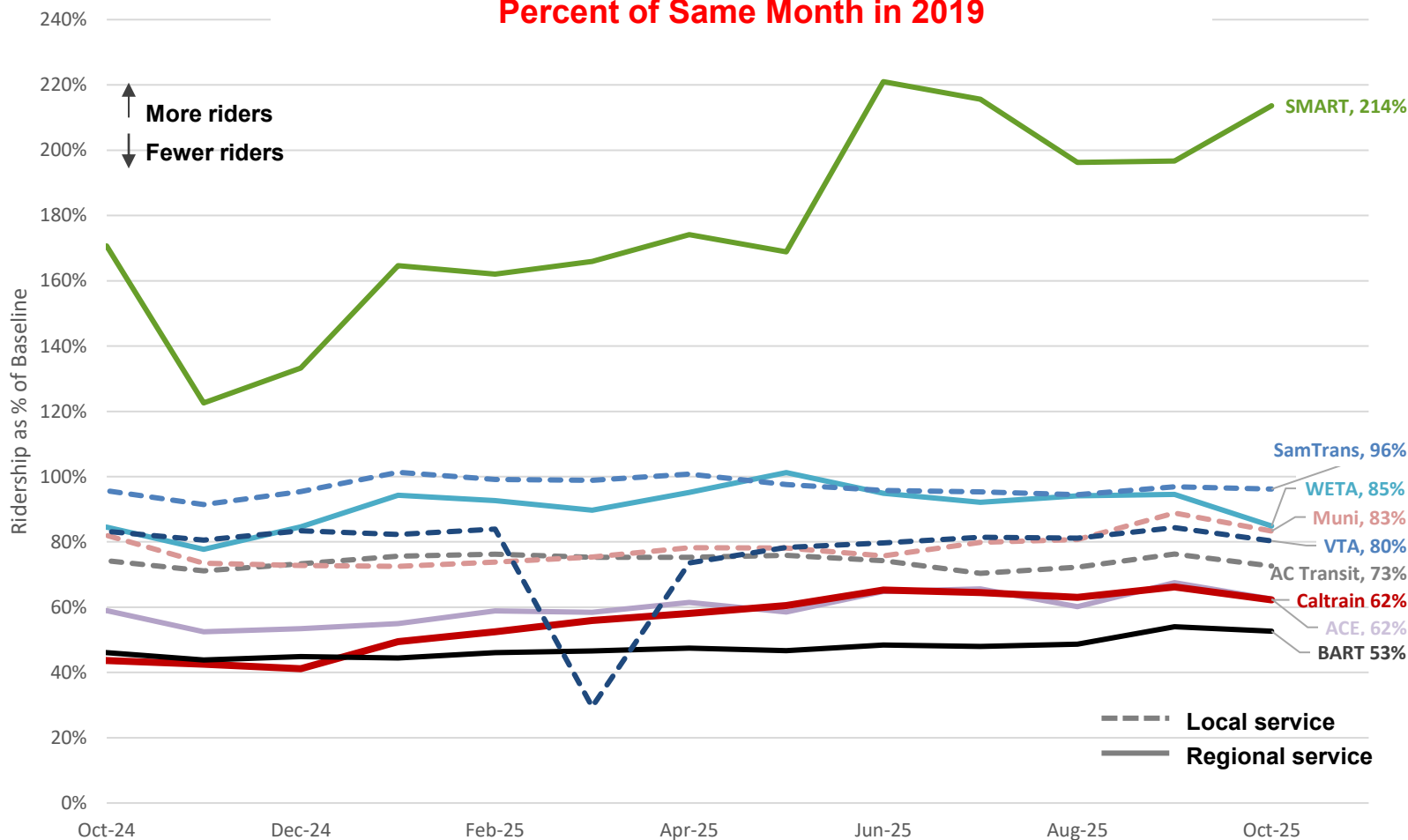




Public Transit Ridership Recovery in the Bay Area

The below chart estimates pandemic ridership recovery by comparing each month's total ridership to that of the same pre-pandemic month in 2019.

Total Monthly Ridership as a Share of Pre-Pandemic Levels Percent of Same Month in 2019



Notes:

- As of August 2024, ridership recovery percentages for each agency are calculated in comparison to the same month from 2019.
- Starting in November 2023, Caltrain ridership estimates use a fare media sales-based model. Prior to then, Caltrain ridership estimates were based on a combination of conductor counts & Clipper data.
- Ridership data for all other agencies retrieved from the National Transit Database.

Total Monthly Ridership Estimates (in thousands)

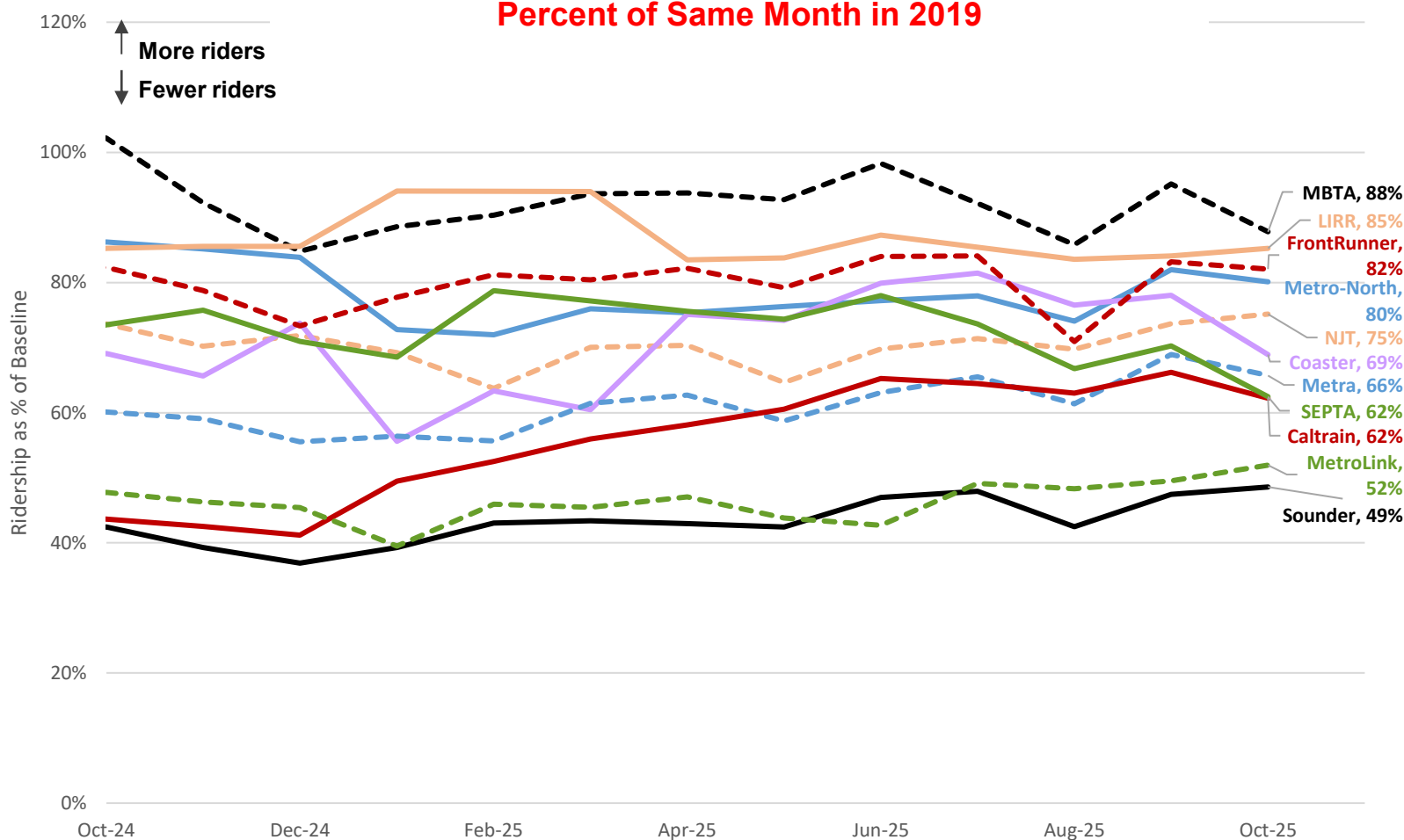
Transit Operator	24-Oct	24-Nov	24-Dec	25-Jan	25-Feb	25-Mar	25-Apr	25-May	25-Jun	25-Jul	25-Aug	25-Sep	25-Oct
Muni	15,402	13,045	12,977	13,673	12,606	14,222	14,696	14,957	13,740	14,455	15,170	15,234	15,647
BART	5,349	4,373	4,289	4,597	4,464	4,998	5,244	5,172	5,174	5,220	5,452	5,826	6,113
AC Transit	3,923	3,229	3,118	3,322	3,173	3,502	3,575	3,579	3,022	3,079	3,452	3,735	3,837
VTA	2,871	2,427	2,379	2,421	2,250	908	2,241	2,465	2,273	2,368	2,538	2,666	2,773
SamTrans	1,068	881	865	929	823	958	949	989	832	832	952	1,026	1,074
Caltrain	754	626	588	735	695	832	926	980	1,038	1,078	1,073	1,049	1,074
WETA	237	263	184	181	205	181	215	261	280	287	301	313	277
SMART	98	80	78	94	83	96	105	108	123	135	128	124	122
ACE	84	60	54	70	67	73	81	83	73	81	81	84	89



Ridership Recovery for Similar Commuter Railroads

The below chart estimates pandemic ridership recovery by comparing each month's total ridership to that of the same pre-pandemic month in 2019.

Total Monthly Ridership as a Share of Pre-Pandemic Levels Percent of Same Month in 2019



Notes:

- As of October 2025, ridership recovery percentages for each agency are calculated in comparison to the same month from 2019.
- Ridership data for all agencies retrieved from the National Transit Database.

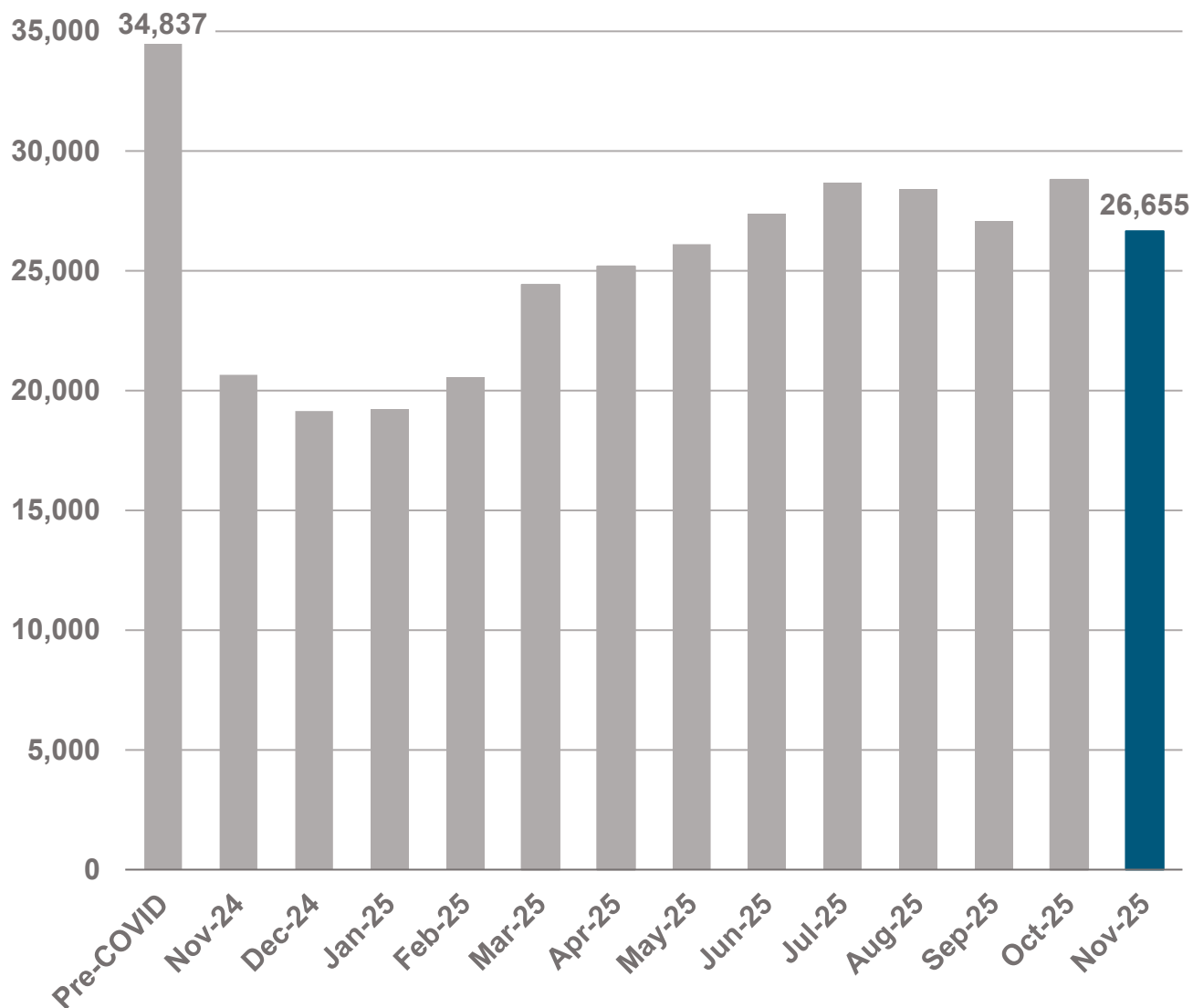
Total Monthly Ridership Estimates (in thousands)

Transit Operator	24-Oct	24-Nov	24-Dec	25-Jan	25-Feb	25-Mar	25-Apr	25-May	25-Jun	25-Jul	25-Aug	25-Sep	25-Oct
LIRR	8,715	8,046	8,357	8,357	7,560	8,371	8,211	8,371	8,211	8,536	8,371	8,211	8,715
Metro-North	7,161	6,234	6,435	5,269	4,732	5,680	5,935	6,090	6,010	6,189	5,726	6,174	6,654
NJ Transit	5,874	5,299	5,382	4,764	4,371	5,173	5,274	4,972	5,365	5,463	5,285	5,700	5,996
Metra	3,431	2,791	2,511	2,671	2,547	3,046	3,332	3,165	3,322	3,632	3,406	3,566	3,750
MBTA	2,976	2,391	2,273	2,397	2,155	2,462	2,522	2,506	2,424	2,551	2,404	2,430	2,556
SEPTA	2,403	2,174	2,061	2,098	2,173	2,248	2,321	2,244	2,093	2,023	1,823	2,170	2,042
Caltrain	754	626	588	735	695	832	926	980	1,038	1,078	1,073	1,049	1,074
MetroLink	521	473	438	412	445	500	540	497	446	504	504	522	567
FrontRunner	415	337	301	338	326	351	355	337	327	341	322	393	413
Sounder	188	144	130	164	136	164	175	167	171	188	169	182	215
SD Coaster	77	62	62	58	58	67	88	91	104	122	102	89	77



Ridership and Revenue

Monthly BART Transfers at Millbrae in the Past Year



BART Transfers at Millbrae represents the total number of BART-to-Caltrain and Caltrain-to-BART transfers, as measured by Clipper Card data.

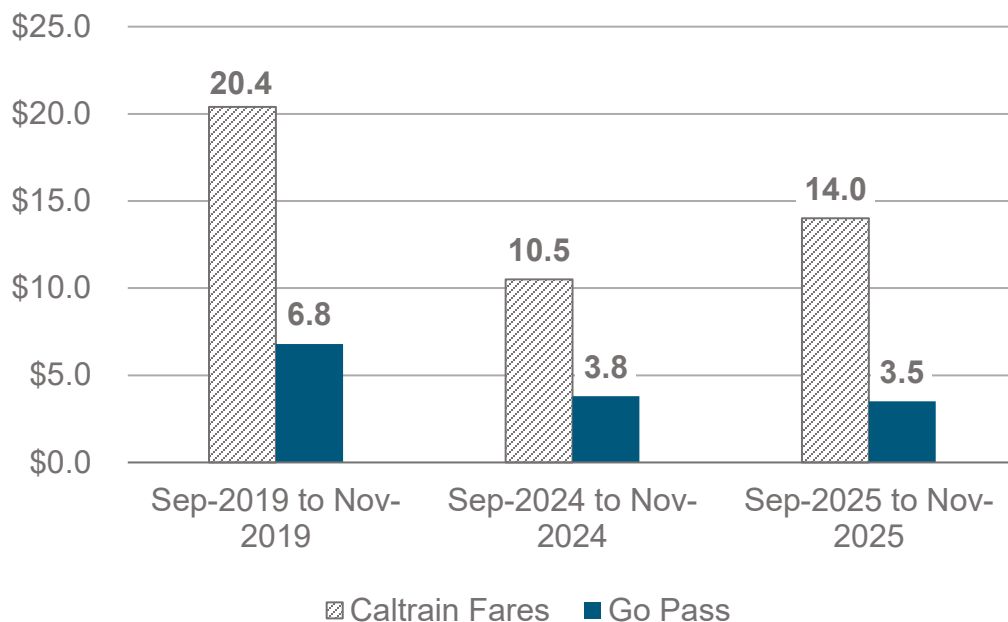
Pre-COVID data is provided for comparison purposes and represents average monthly transfers during the one-year period from March 2019 to February 2020.





Ridership and Revenue

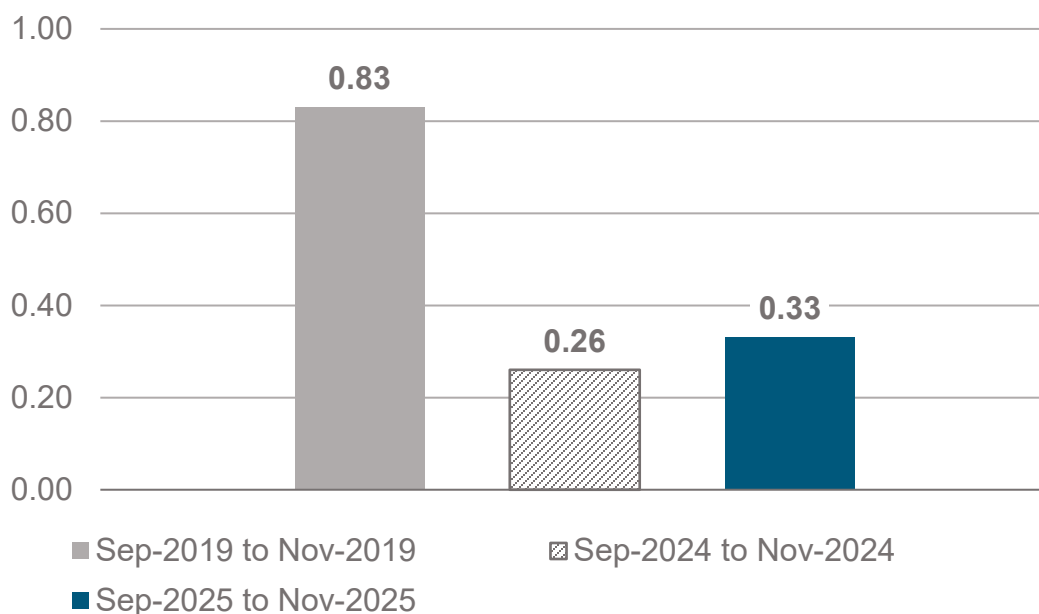
Total Fare Revenues (\$M) - Past 3 Months Comparison



Fare revenue comes in the form of one-way tickets, daily or monthly passes (“Caltrain Fares”), and the Go Pass program.

Fare revenue is generally more stable than ridership due to many riders paying for monthly passes, which provide consistent revenue regardless of usage.

Farebox Recovery Ratio (3-Month Rolling Average)



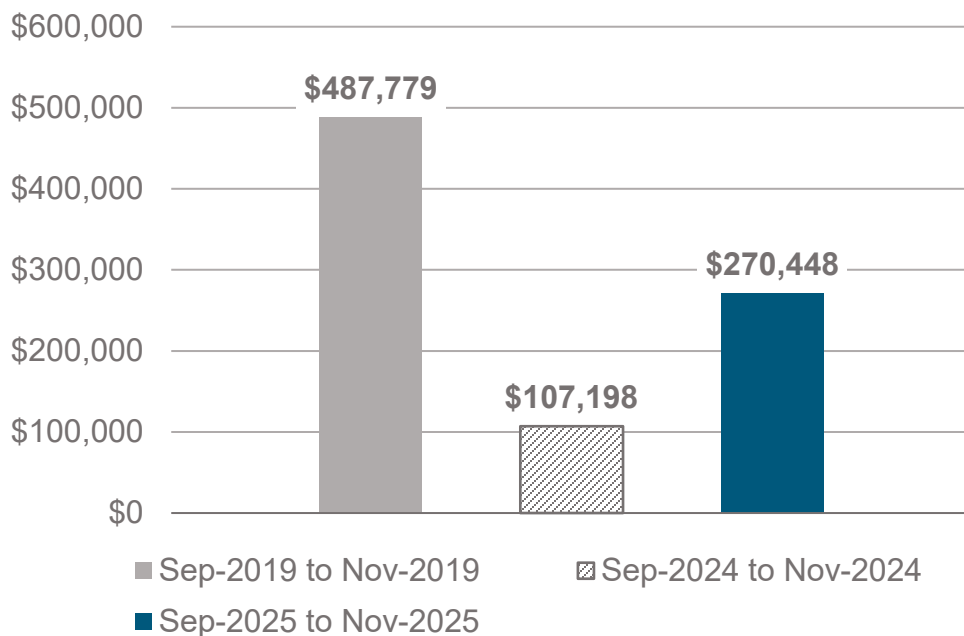
Farebox Recovery Ratio represents how much of the cost of providing service is covered by customer fares. A higher ratio indicates that a greater share of costs are covered by riders.





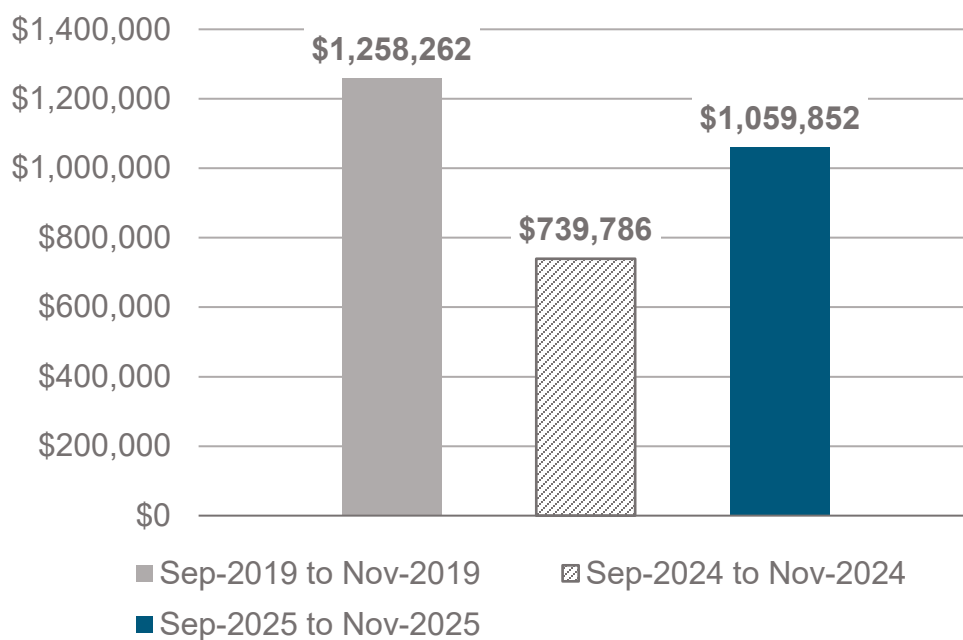
Ridership and Revenue

Advertising Revenue (3-Month Rolling Average)



Advertising Revenue declined substantially for transit agencies throughout the country with the onset of the COVID-19 pandemic.

Parking Revenue (3-Month Rolling Average)



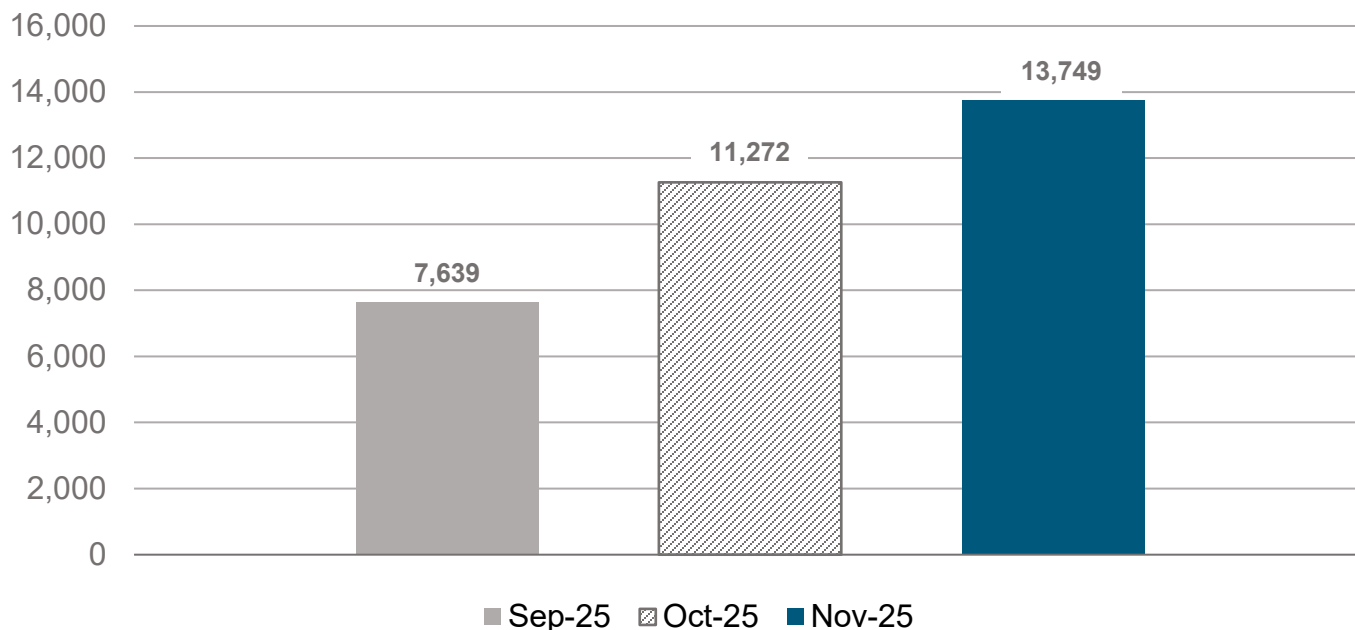
Parking Revenue is generated by purchases of daily and monthly parking permits for parking at Caltrain-owned lots.





Maintenance Performance (EMU Fleet)

Mean Distance Between Failure (EMU Trainset)



Mean Distance Between Failure (MBDF) is a measure of fleet reliability that represents the average distance traveled by revenue vehicles before maintenance or repair is required. A higher value indicates an improvement in reliability. Data is measured in miles.

As of October 2025, the data shown is now determined by the total miles traveled by the entire train configuration divided by the number of failures.

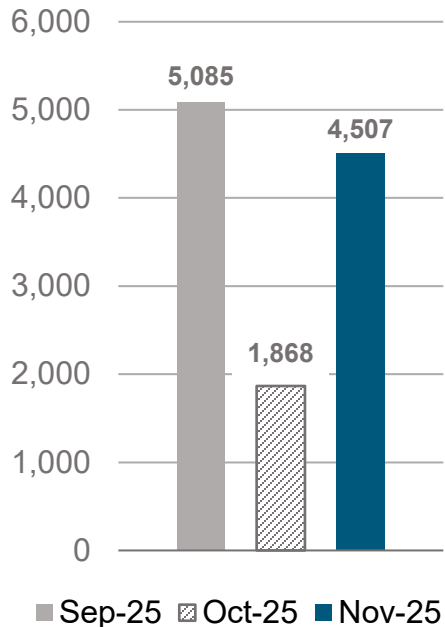
The graph on this page represents MDBF for all EMU (electric) passenger locomotives and cars in Caltrain's fleet. Diesel fleet data is on the following page.



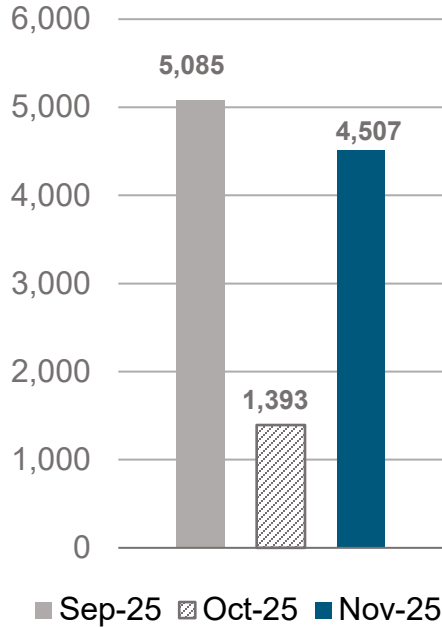


Maintenance Performance (Diesel Fleet)

Mean Distance Between Failure
(Locomotives)



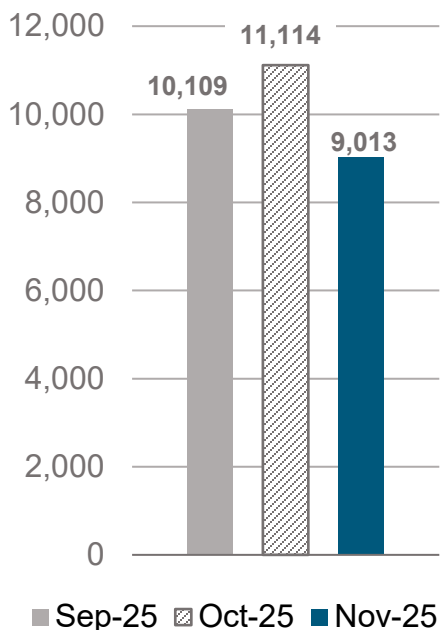
Mean Distance Between Failure
(Cab Cars)



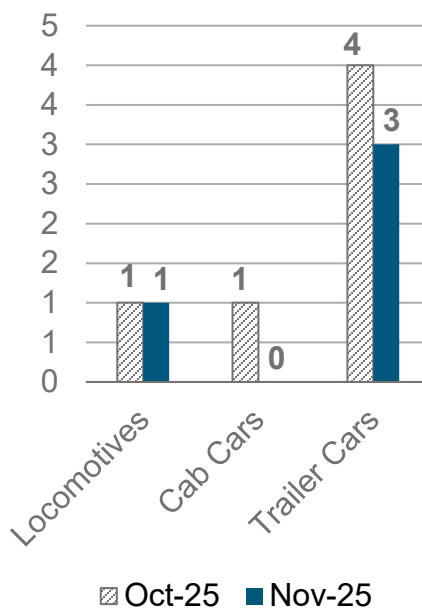
Mean Distance Between Failure (MBDF) is a measure of fleet reliability that represents the average distance traveled by revenue vehicles before maintenance or repair is required. A higher value indicates an improvement in reliability. Data is measured in miles.

The graph to the left represents MDBF for all diesel passenger locomotives in Caltrain's fleet. EMU data is on the previous page.

Mean Distance Between Failure
(Trailer Cars)



Equipment in
Maintenance/Repair



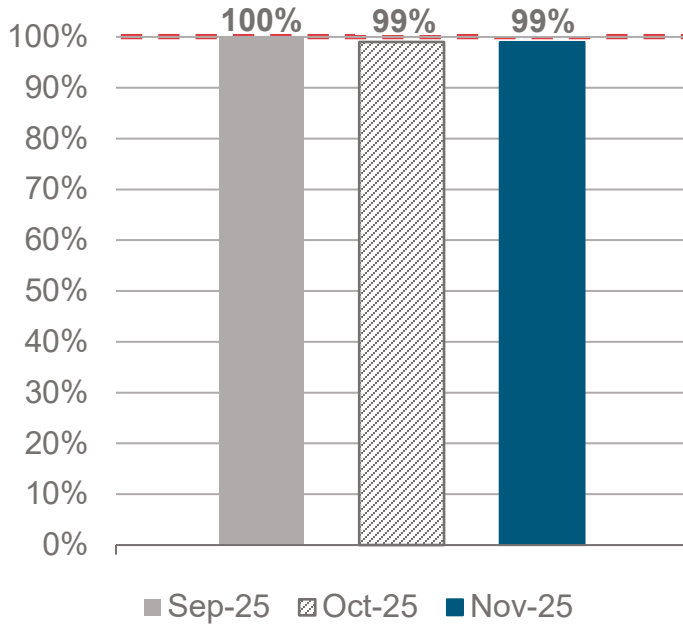
Equipment in Maintenance/Repair represents the number of diesel locomotives and passenger cars that are out of service on an average day each month due to routine and preventative maintenance or other repairs. EMU data is on the previous page.





Maintenance Performance

Equipment Availability (EMUs)

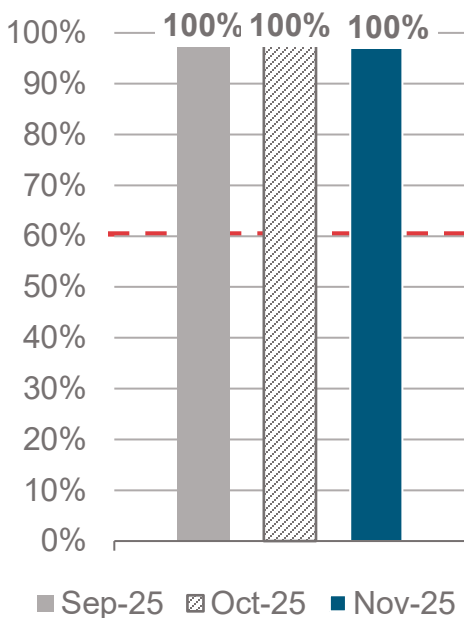


Equipment Availability is the number of trainsets, locomotives, or cars available for service on an average day each month as a percentage of the daily equipment required to run base service.

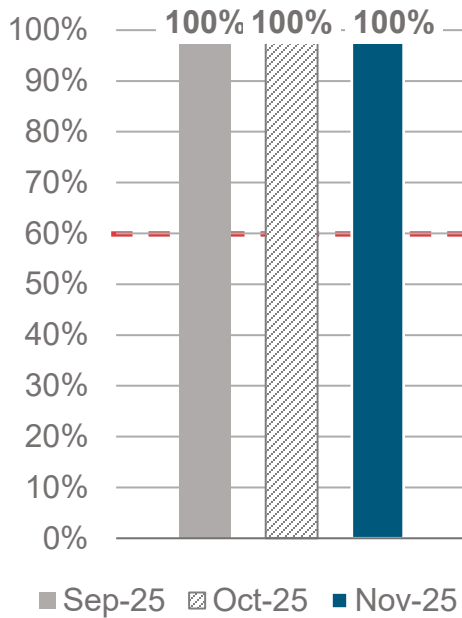
The graph to the left represents EMUs whereas the graphs below represent diesel equipment data, displaying Caltrain's mixed revenue fleet. Fourteen (14) EMUs are needed to operate the new weekday electric service.

Post-electrification, Caltrain retains 41 Bombardier passenger cars and 9 diesel locomotives to operate South County service and maintain fleet resiliency.

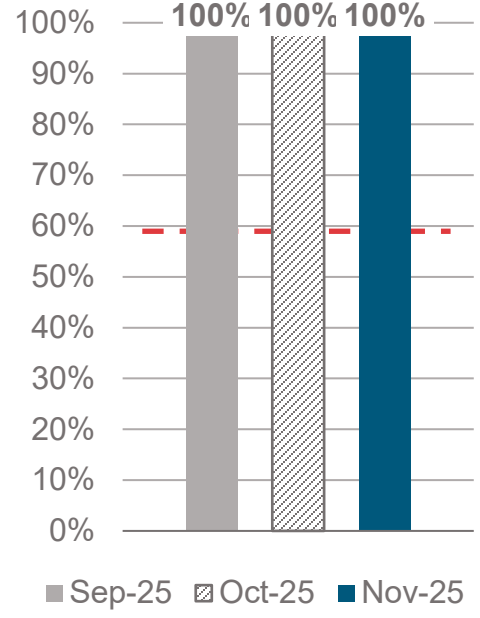
Equipment Availability (Diesel Locomotives)



Equipment Availability (Cab Cars)



Equipment Availability (Trailer Cars)



Note: The dotted red line (- - -) on each graph represents the target line (i.e., the percentage of each equipment type required to run base service on an average weekday).





Service and Program Updates

Caltrain Outlines Cuts to Come Without External Funding

At its November Board meeting, Caltrain outlined the significant service cuts and operational impacts the agency would face if the proposed regional transit funding measure fails in November 2026 and no new external funding is available.

The regional measure would establish a stable funding source for Caltrain and other Bay Area transit systems to maintain reliable, accessible service. If the measure fails, Caltrain would be forced to take actions to reduce the structural funding gap, unless new external funding sources are identified. These measures would not be undertaken lightly but would be unavoidable in the absence of new revenue.

Potential impacts in the scenario presented include:

- Closing more than one-third of stations
- No weekend service
- Reducing service to once an hour
- Ending operations by 9 p.m.
- Cutting segments of service

These impacts would significantly undermine the progress Caltrain has made in recent years to rebuild ridership, improve service reliability, and support clean air goals through electrification. Significant service cuts would push tens of thousands of daily riders back into cars, increasing congestion, air pollution, and greenhouse gas emissions while making it harder to reach jobs, social events, and local businesses. Reduced transit frequency would also diminish the value of properties near stations and weaken the region's economic vitality.

Caltrain to Eliminate Clipper Discount on Jan. 1

As of Jan. 1, 2026, Caltrain will be eliminating the 55-cent discount on all Clipper fares. This change will align prices for all fare payment methods on Caltrain. It will apply to all Clipper prices, including the price of Monthly Passes, which is calculated based on the cost of 24 one-way fares for the number of zones purchased.





Service and Program Updates

All Aboard the Holiday Train for the First Time Dec. 13

On Saturday, Dec. 13, the Holiday Train was reinvented as an on-board experience as it rang in the holiday season from San Jose to San Francisco and back again.

Ticket holders were able to ride the Holiday Train for the first time, where they enjoyed a beautifully decorated interior, carols performed by Ensemble Continuo, a reading of holiday stories, arts and crafts and even a visit from Santa himself. The Holiday Train made a total of eight stops in each direction, serving community events like San Mateo on Ice, Hometown Holidays, the German Holiday Market, the South Bay Historical Railroad Society, and Christmas in the Park.

Caltrain partnered with Real Options for City Kids (ROCK), Samaritan House, and the Bill Wilson Center to support the Holiday Train and shared some of the proceeds from the sale of tickets with the non-profits as well as provided tickets to the clients they serve.

Caltrain Connects Fans to Billie Eilish at Chase Center, Making Them Happier Than Ever

Billie Eilish was at the Chase Center on Saturday and Sunday, Nov. 22 and 23, and Caltrain continued to be the best way to get to the show. San Francisco Station is a short walk from the venue, which is also easily accessible via the Muni T-Third Street line which is free for Chase Center ticket holders.

Caltrain is your big ride for the Big Game

The Big Game between the Stanford Cardinal and the California Golden Bears took place at Stanford Stadium on Saturday, Nov. 22, at 4:30 p.m. Fans enjoyed a short walk after riding on Caltrain, the reliable, traffic-free option to get to and from the stadium.

Caltrain is thankful for the Thanksgiving Holiday

Caltrain operated alternative schedules for the Thanksgiving holiday on Thursday, Nov. 27, and the day after Thanksgiving on Friday, Nov. 28.

On Thursday, Caltrain operated a weekend schedule for the holiday. The day after Thanksgiving, Caltrain operated a modified schedule with local service all-day starting in the early morning through the late evening with two South County connector round trip trains.





Communications and Marketing Update

Strategic Communications (Media and Social)

Press Releases/Blogs/Post:

- Caltrain Partners with ParkMobile
- Caltrain Outlines Cuts to Come Without External Funding
- Caltrain to Eliminate Clipper Discount on Jan. 1
- All Aboard the Holiday Train for the First Time Dec. 13
- Caltrain Connects Fans to Billie Eilish at Chase Center, Making Them Happier Than Ever
- Caltrain is your big ride for the Big Game
- Caltrain is thankful for the Thanksgiving Holiday

Earned Media:

- Residents of tech tycoon city that's home to Mark Zuckerberg are sick of sleepless nights - Daily Mail
- Caltrain could face 'draconian' cuts. Will the Bay Area pay higher taxes to save it? - SF Chronicle
- San Francisco commuter railroads face fiscal cliff in 2027 - SmartCities Dive
- Caltrain: Silicon Valley's brand-new electric rail line threatened by drastic cuts - CheckMag
- Holiday magic moves on board as Caltrain transforms its long-running event into a festive ride from San Jose to San Francisco - San Mateo County News
- Caltrain Warns Bay Area Riders Of Massive Service Cuts - Hoodline
- Caltrain riders face uniform pricing next year as Caltrain removes the Clipper fare cut amid rising demand - San Mateo County News
- When is the Best Time to Depart from Berkeley for the Big Game? - Newsbreak
- El Dorado Avenue could be site of Palo Alto's next bike tunnel - Palo Alto Online
- New state law allows 75-foot housing near Caltrain station - The Almanac
- Mountain View faces \$99M funding gap for Rengstorff train crossing project - Mountain View Voice





Communications and Marketing Update

Strategic Communications (Media and Social, cont.)

Caltrain E-Newsletter Metrics

	NOVEMBER 2025
Subscribers	14,725
Open Rate	43.5%
Click Rate	4.7%

Electrification:

Caltrain to be paid for clean power returned to the grid.

Strategic Communications (Social):

In November, the team delivered several key messaging accomplishments. Riders reported a 93% satisfaction rate with our service. Following the discontinuation of the Caltrain mobile app, Caltrain transitioned parking operations in partnership with ParkMobile. The team also deployed rotational messaging, including bike etiquette that highlighted amenities for bike riders, support for marketing efforts to promote events in San Jose with a focus on Spanish-speaking audiences, and biweekly South Bay highlights reminding riders of Gilroy service, Next Generation Clipper, and the Dollar Youth Fare. In addition, the team supported messaging for the announcement of the new Holiday Train experience.

Other Messaging Highlights:

- New Holiday Sweater Drop
- Speaker Pelosi announces retirement
- National Transit Career Day
- Next Generation Clipper
- Cal-Stanford Game





Communications and Marketing Update

Social Metrics: (Year to Year)

An impression is anytime our content (post, webpage, IG photo) is seen in a user's feed or browser. Engagement is any action taken, such as a click, like, retweet or comment.

NOVEMBER 2025	NOVEMBER 2024
Impressions: 514,828	Impressions: 1,210,634
Engagements: 19,450	Engagements: 42,398
Post Link Clicks: 4,584	Post Link Clicks: 3,145

Marketing Activities

Go Faster Campaign

- **Go Caltrain – Always On Campaign:**

- Ads were refreshed to a professional-oriented “Go Places. Go Caltrain.” message for fall/winter. Ads continue to run across the regional digital landscape, from social media to popular websites and apps.
 - Web page views to Go-related pages: 30,536
 - Impressions: 589,830
 - YouTube Views: 103,617

- **South County Promotion**

- Digital ads ran in South County communities in September and October, including customized ads for Gilroy and Morgan Hill. Staff attended Gilroy's La Ofrenda Festival event Nov. 1 and talked with approx. 350+ people.
 - So Co ridership up **+22%** over November 2024.
 - Webpage Views: 447 (October: 9,523)
 - Paid digital paused in November.
 - Bus shelter ads and VTA bus ads are approved and in production.





Communications and Marketing Update

Marketing Activities (cont.)

The Caltrain Current Events and Promotions Newsletter

The first Caltrain events and promotions newsletter went out in November and had good numbers.

	FALL/WINTER 2025
Subscribers	400
Open Rate	40.6%
Click Rate	5.3%

Looking Ahead

- Valentine's Day promotion, Super Bowl, Hispanic campaign to increase ridership

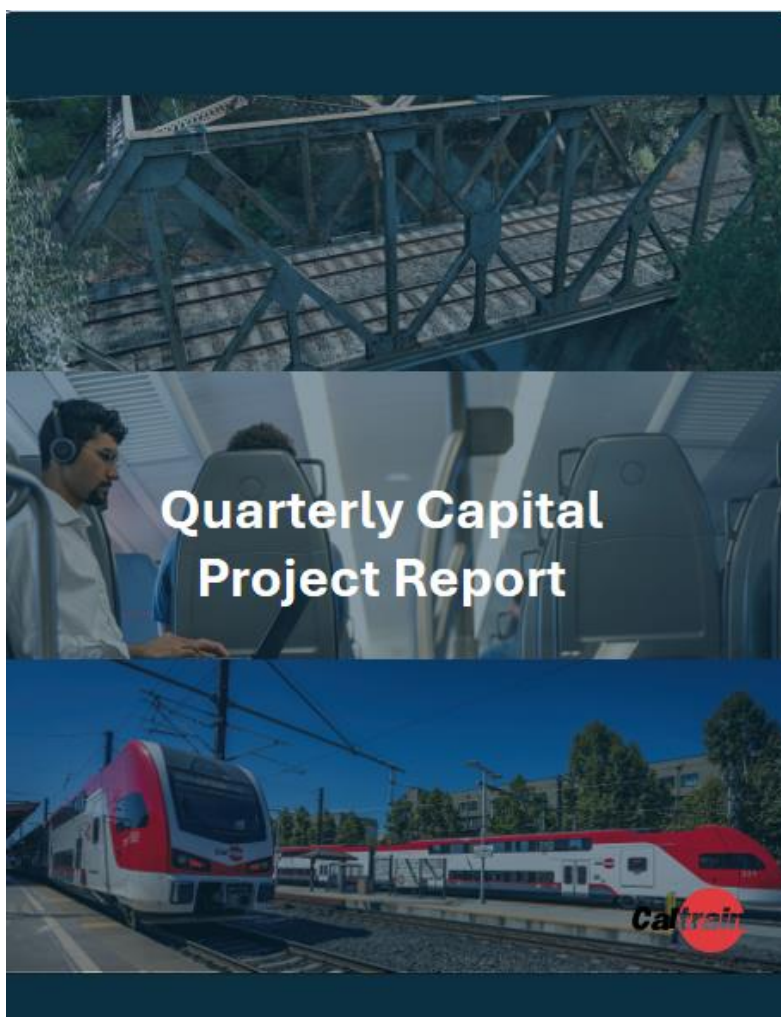




Capital Projects Update

As of the November 2025 Executive Director's Monthly Report, Capital Projects notes will be a separate item posted online. Please refer to the most recent [Quarterly Capital Projects Report for Quarter 1 of FY2026](https://www.caltrain.com/about-caltrain/statistics-reports/quarterly-capital-program-status-report) (July 2025-September 2025) using the hyperlink provided below.

Link: <https://www.caltrain.com/about-caltrain/statistics-reports/quarterly-capital-program-status-report>



Acknowledgments

This report is made possible by contributions from the following groups and individuals.

Rail Administration

Jason Dayvault, Business Operations Project Manager
Reanna McGregor, Project Management Analyst (District Temp)

Commercial and Business Development

Michelle Stewart, Director, Grants and Fund Management
Rui Zhang, Project Controls Analyst

Communications

Tasha Bartholomew, Director, Strategic Communications
Jeremy Lipps, Marketing Manager
Dan Lieberman, Public Information Officer
Stephanie Torres, Social Media Specialist

Finance Administration

Bruce Thompson, Manager, Fare Program Operations
Don Esse, Senior Operations Financial Analyst
Dapri Hong, Senior Budget Analyst

Planning

Dahlia Chazan, Chief, Caltrain Planning and Real Estate
Catherine David, Acting Director, Rail Network and Operations Planning
Nick Atchison, Senior Planning Analyst

Rail Design & Construction

Sherry Bullock, Interim Chief, Design & Construction, and CalMod Program Director

Rail Operations & Maintenance

Ted Burgwyn, Interim Chief Operating Officer
Henry Flores, Director, Rail Vehicle Maintenance
Graham Rogers, Project Manager SOGR
Christiane Kwok, Manager, Rail Operations
Alex Bailey, Senior Rail Operations Analyst

Additional Support

Ryan Frigo, Caltrain Chief Safety Officer
Elizabeth Araujo, TransitAmerica Services, Inc. (TASI)
Margie Godinez, TransitAmerica Services, Inc. (TASI)
Sarah Doggett, Metropolitan Transportation Commission (MTC)
Victoria Moe, San Mateo County Sheriff's Office



**Peninsula Corridor Joint Powers Board
Board of Directors
1250 San Carlos Avenue, San Carlos, CA 94070**

DRAFT Minutes of December 4, 2025

Members Present: Margaret Abe-Koga, Pat Burt, David J. Canepa, Jeff Gee, Shamann Walton, Rico E. Medina (Vice Chair), Steve Heminger (Chair)

**Members Present
via Teleconference:** David Cohen

Staff Present: M. Bouchard, A. Brandt, N. Fogarty, C. Fromson, J. Harrison, M. Jones, L. Lumina-Hsu, L. Ko, B. Thompson, A. To, M. Tseng

1. Call to Order

Chair Heminger called the meeting to order at 9:03 am.

2. Roll Call

Margaret Tseng, JPB Secretary, called the roll and confirmed a Board quorum was present.

3. Pledge of Allegiance / Safety Briefing

Chair Heminger led the Pledge of Allegiance.

4. Consideration of requests, if any, of Directors to participate remotely due to Emergency Circumstances

James Harrison, General Counsel, stated Director Cohen is attending the meeting under Assembly Bill 2449 Just Cause exemption.

5. Request to Change Order of Business – There were none.

6. Public Comment for Items Not on the Agenda

Aleta Dupree, Team Folds, commented on Clipper 2, open payment system, and spoke in support of reduced fares for open payment users and using renewable electricity.

7. Closed Session: Receive Update Regarding JPB Cybersecurity

8. Closed Session: Public Employee Performance Evaluation: Executive Director (Gov. Code § 54957(b)(1))

Public Comment

Peter Shah commented on fare increases for bicycles and scooters using more space than an individual on trains.

Aleta Dupree, Team Folds, commented on cybersecurity and Executive Director performance evaluation.

The Board convened into closed session at 9:12 am.

The Board reconvened into regular session at 10:31 am.

9. General Counsel Report – Report Out from Above Closed Session (Verbal)

Mr. Harrison reported that there were no reportable actions.

10. Report of the Executive Director

Michelle Bouchard, Executive Director, provided the presentation that included the following:

- Tabletop exercises with partners and law enforcement agencies for upcoming 2026 events
- Caltrain requested up to \$60 million for state transit loan under Senate Bill (SB) 105
- Guadalupe project construction progress
- Current and upcoming special events with local sports teams and universities; December 13 holiday train with new electric train; Caltrain holiday sweater available
- Caltrain will provide free fares on December 31, 2025, New Year's Eve, to encourage safety
- Next generation Clipper soft launch on December 10 and hard launch March 2026; parking not included with Clipper, customers need to use ticket vending machines (TVM) or ParkMobile app
- November on-time performance (OTP) at 93.9 percent; October had over 1 million riders, 5th month in a row

Lucy Andre, Chief Executive Officer at Stadler Signaling North America and Chief of Staff of Stadler US, and Stefan Baer, Chief Operations Officer of Stadler US, provided an update on the train sets including the train sets errors were addressed, no errors were safety issues, and Stadler has incorporated mitigation strategies for upcoming train sets.

The Board Members had a robust discussion and staff provided further clarification in response to the Board comments and questions, which included the following:

- Buy America Act's domestic content requirements; Stadler having to use unknown suppliers

- Issues not occurring with European fleets but occurring with American suppliers
- General error messages received; all problems have different origins, no common root cause
- Supplier vetting process and penalties when suppliers fall short
- Root cause analysis and incorporate fixes into trains
- Trains under warranty, opportunity for liquidated damages under contract agreement; sound relationship and appropriate resources on the ground

Public Comment

Jeff Carter commented on free fares on New Year's Eve, Clipper device scanners and reliability, Stadler maintenance, U.S. suppliers, and ridership levels.

Adrian Brandt commented on European Stadler service, trains, and customization; trainset troubleshooting summary; and wheel flat spot, restroom, and monitor issues.

Roland commented on train maintenance.

11. Consent Calendar

11.a. Approval of Meeting Minutes for November 6, 2025

11.b. Adopt 2026 Advocacy and Major Projects (AMP) Committee Meeting Calendar

11.c. Accept Statement of Sources and Uses for the Period Ending September 30, 2025

11.d. Authorize the Executive Director to Acquire JPB Parcel Number

JPB-SF1-0094, Owned by Visitacion Investment, LLC, and JPB Parcel Number JPB-SM1-0202, Owned by Sunquest Properties, Inc. for a Total of \$1,261,640.50* –

Approved by Resolution No. 2025-54

Motion/Second: Medina/Gee

Ayes: Abe-Koga, Burt, Canepa, Cohen, Gee, Walton, Medina, Heminger

Noes: None

Absent: None

Public Comment

Roland commented on Santa Clara Valley Transportation Authority (VTA) meetings regarding Diridon project.

12. Accept Annual Comprehensive Financial Report for the Fiscal Year Ended June 30, 2025

Annie To, Director, Accounting, and Melissa L. Cabezas, Auditor, Brown Armstrong Accountancy Corporation, provided the presentation that included the following:

- Fiscal Year 2025 audit issued a clean (unmodified) opinion
- Annual Comprehensive Financial Report (ACFR) received triple crown award from Government Finance Officers Association (GFOA) recognition

Motion/Second: Burt/Canepa

Ayes: Abe-Koga, Burt, Canepa, Cohen, Gee, Walton, Medina, Heminger

Noes: None

Public Comment

Roland commented on the SamTrans audit inclusion of Measure W and potential inclusions of Measures for Caltrain audit.

13. Adopt Proposed Fare Structure Fiscal Year 2027 to 2030 and Caltrain Charter Train, Bike Locker, and Parking Fee Document Changes, and Review Draft Work Plan for Future Fares Study – Approved by Resolution No. 2025-55

Melissa Jones, Deputy Director, Caltrain Policy Development, and Bruce Thompson, Manager, Fare Program Operations, provided the presentation that included the following:

- Draft workplan to address existing conditions, goals and priorities, price sensitive, pricing and product strategy, implementation actions and costs, and public outreach
- Funding yet to be identified for study but have applied for a \$500,000 grant; study will take 12 to 18 months after securing funds with a late 2028 to 2029 implementation

The Board Members had a robust discussion and staff provided further clarification in response to the Board comments and questions, which included the following:

- Average rider travels two to three zones; affect of zone-fare increases
- Study to gather data on riders fare elasticity, multi-zone riders
- Maintaining and increasing ridership growth; cost for multiple zones riders
- Title VI analysis timeline, public meeting, public hearing requirements
- Fare study timeline

Motion by Cohen to accept staff recommendation for fare increases for FY26 through January 1, 2028, but delay action on recommendations for FY29 and FY30.

Second: Abe-Koga

Ayes: Abe-Koga, Cohen

Noes: Burt, Canepa, Gee, Walton, Medina, Heminger

Motion failed.

Motion to Adopt Proposed Fare Structure/Second: Medina/Walton

Ayes: Abe-Koga, Burt, Canepa, Gee, Walton, Medina, Heminger

Noes: Cohen

Public Comment

Jeff Carter spoke in support of the fare increase and commented on Clipper discount removal, Fare Study timeline and delivery, distance-based fares, and individual and bicycle riders.

Adrian Brandt commented on zone-based pricing and distance-based fares.

Adina Levin, Seamless Bay Area, commented on partnership with Metropolitan Transportation Commission (MTC) for funding and multi-agency strategies.

Roland commented on Fare Study consultant expenditure, South County service levels and ridership, and private partnership.

Aleta Dupree, Team Folds, commented on Next Generation Clipper integration, pass system simplification, and spoke in support of the fare increase.

Director Cohen left the meeting at 12:07 pm.

14. Consider Peninsula Corridor Joint Powers Board Governance Ad Hoc Committee

Recommendation Regarding CalPERS Pension Liability Backstop

Chair Heminger stated the Governance ad hoc committee members (Heminger, Gee, Abe-Koga) met since March and discussed CalPERS issues including pension liability.

Mr. Harrison provided the presentation that included the following:

- Pension backstop necessitates action by all Joint Powers Authority (JPA) members; JPA members not liable for JPB's pension debts
- CalPERS determined JPB eligible to contract with CalPERS and agreed to negotiate a successor agency contract with effective date of July 1, 2012; employees under Classic status will retain those benefits

Director Walton stated remaining outstanding governance issues include managing agency role, shared services agreement, performance audit, CalPERS successor agency, and Caltrain salary ordinance.

The Board Members had a robust discussion, and staff provided further clarification in response to the following Board comments and questions regarding Guadalupe Bridge project and member agency funding contribution and the lack of contribution including potential cost increases and construction demobilization.

Director Walton motioned to agendize a discussion for the governance workplan and Guadalupe Bridge project for the January 8, 2026 meeting.

Motion/Second: Burt/Abe-Koga

Ayes: Abe-Koga, Burt, Canepa, Gee, Walton, Medina, Heminger

Noes: None

Absent: Cohen

Public Comment

Adina Levin, Friends of Caltrain and Seamless Bay Area, commented on governance.

Roland commented on Guadalupe Bridge project repairs.

Aleta Dupree, Team Folds, commented on Guadalupe Bridge project repairs and bridge safety.

15. Receive State and Federal Legislative Update and Adopt 2026 Legislative Program

Considered without staff presentation.

Motion/Second: Canepa/Medina

Ayes: Abe-Koga, Burt, Canepa, Cohen, Gee, Walton, Medina, Heminger

Noes: None

Absent: Cohen

16. Receive Update on Corridor Crossing Strategy

Item was deferred.

17. Reports

17.a. Report of the Citizens Advisory Committee – Adrian Brandt, Chair, provided the report, which included the following:

- Quarterly safety update
- Trains departing early
- Station crossing gates
- San Mateo County transportation plan
- Issues: out of service station elevators, Monthly pass tagging off, restrooms
- Train equipment problems

17.b. Report of the Chair

17.b.i. Receive Report of the Nominating Committee – Election of Officers for 2026

Nominating Committee Chair Walton stated the Nominating Committee recommended Vice Chair Medina to serve as Chair and Director Burt to serve as Vice Chair for 2026.

Motion/Second: Walton/Heminger

Ayes: Abe-Koga, Burt, Canepa, Cohen, Gee, Walton, Medina, Heminger

Noes: None

Absent: Cohen

Public Comment

Adina Levin, Seamless Bay Area, commented on Task Force recommendations, capital project cost and delivery times.

Roland commented on electric multiple units (EMU) repairs, change order, and funding.

Aleta Dupree, Team Folds, spoke in support of Director Medina as the new Chair.

17.c. Report of the Local Policy Maker Group (LPMG) - Chair Burt stated the LPMG will meet in January for an in-person meeting and will have new appointees from respective cities.

17.d. Report of the Transbay Joint Powers Authority (TJPA) - Chair Gee stated there was no meeting in November, upcoming meeting in December, and extended an invitation for the tree lighting event on Friday, December 5 at 5:00 pm at Salesforce Transit Center.

18. Correspondence – Available online.

19. Board Member Requests – There were none.

20. Date/Time/Location of Next Regular Meeting: Thursday, January 8, 2026 at 9:00 am at via Zoom and in person at the San Mateo County Transit District, Bacciocco Auditorium, 2nd Floor, 1250 San Carlos Avenue, San Carlos, CA.

21. Adjourn – The meeting adjourned at 12:52 pm.

**Peninsula Corridor Joint Powers Board
Staff Report**

To: JPB Board of Directors

Through: Michelle Bouchard, Executive Director

From: Kate Jordan Steiner, Chief Financial Officer

For: January 2026 JPB Board of Directors Meeting

Subject: **Receive Quarterly Financial Report: Fiscal Year 2026 Quarter 1 Results**



Finance Committee
Recommendation



Technology, Operations, Planning,
and Safety Committee
Recommendation



Advocacy and Major Projects
Committee Recommendation

Purpose and Recommended Action

The Board will receive an update on the financial results for Fiscal Year 2026 (FY26) Quarter 1 (Q1). This is an informational item.

Discussion

Caltrain ended FY26 Q1 with a surplus of \$10.5 million, which is \$24.2 million (176.5 percent) favorable compared to the budgeted deficit of \$13.7 million.

This favorable position is generally due to timing of receipt of revenues attributed to prior years' expenses, as well as timing-related savings on expenditures.

Sources: Total sources were \$66.8 million which is above the budgeted target of \$49.2 million by \$17.5 million (35.7 percent). Major contributing factors include:

- **State Rail Assistance (SRA):** \$12.3 million favorable (100 percent), driven by the receipt of the FY23-FY25 SRA allocations for FY24 and FY25 expenses.
- **Caltrain Fare Revenue:** \$3.8 million (33.5 percent) favorable to budget, attributed to strong ridership recovery reaching 66.2 percent of pre-pandemic levels.
- **Other Income:** \$0.7 million (146.9 percent) favorable to budget, primarily driven by the insurance refunds/reimbursement.
- **Interest Revenue:** \$0.5 million (78.3 percent) favorable to budget, mainly due to higher than anticipated interest rates and favorable account balances.

Uses: Total uses were \$56.3 million compared to the adopted budgeted \$62.9 million resulting in \$6.6 million (10.6 percent) favorable variance with main drivers being:

- **Insurance and Risk Management:** \$1.8 million (38.7 percent) favorable to budget due to timing of claims.
- **Rail Operations:** \$1.3 million (3.9 percent) favorable to budget driven by vacancies and timing of invoices. Rail operations costs are expected to increase in future periods as invoices are received and processed in later months.
- **Maintenance and Facilities:** \$1 million (24.8 percent) favorable to budget attributed to timing difference in Other Contract Services and Building Maintenance. It is expected that expenditure will increase in subsequent periods as invoices are received and processed.
- **Professional and Contracted Services:** \$0.8 million (31 percent) favorable to budget largely due to timing of invoices and processing activity. These items are expected to align closer to budget as remaining invoices are received and processed in subsequent quarters.
- **Wages and Benefits:** \$0.5 million (6.8 percent) favorable to budget primarily driven by vacancies and lower than anticipated shared services staff time charged to Caltrain.
- **Managing Agency Administrative Overhead Cost:** \$0.4 million (28.1 percent) favorable to budget due to a lower rate being applied to date until the FY26 internal cost allocation plan is finalized. Once the FY26 rate is approved, a true-up will be implemented.

Budget Impact

This is an informational item. There is no budget impact.

Prepared By: Kate Jordan Steiner

Chief Financial Officer

11/16/2025

**Peninsula Corridor Joint Powers Board
Staff Report**

To: JPB Board of Directors

Through: Michelle Bouchard, Executive Director

From: James Harrison, General Counsel

For: January 2026 JPB Board of Directors Meeting

Subject: **Authorize the Executive Director to Enter Into an Option Agreement for Sale of Property to the City of San Jose****

☒ Finance Committee Recommendation ☐ Technology, Operations, Planning, and Safety Committee Recommendation ☐ Advocacy and Major Projects Committee Recommendation

Purpose and Recommended Action

Staff recommends that the Finance Committee recommend that the Peninsula Corridor Joint Powers Board (Board) authorize the Executive Director to enter into a 10-year option agreement for sale of property to the City of San Jose for \$71,600, increasing three percent annually during the term of the agreement, for the Cahill Street extension project.

Discussion

The City of San Jose (City) would like to acquire a small strip (less than 5,000 square feet) of JPB-owned property (Property) for the purpose of a roadway extension. The proposed extension is required to implement access and circulation improvements identified as part of the City's Diridon Station Area Plan (DSAP), adopted in May 2021. It will also facilitate development planned by the City of San Jose (City) and Google near the Diridon Station. Under the proposed transaction, the Property would be transferred directly from JPB to the City of San Jose, and the roadway would be constructed by Google and dedicated to the City of San Jose.

In June 2022, the Board approved two resolutions intended to facilitate this transaction, including:

- 1) Approving a Rail Corridor Use Policy variance to allow use of the property for the roadway extension, given that construction of a roadway will not impact plans for the Diridon Station project or implementation of Caltrain's Adopted Service Vision, and because the project will assist in implementation of the Diridon Station Area Plan and enhance access to the station.

- 2) Declaring the property “exempt surplus land” for the purposes of the California Surplus Land Act. The sale qualifies for this exemption because the property will be transferred to another government agency. This exemption was approved by the California Department of Housing and Community Development in March 2023.

Because the property was purchased with federal funds, sale of the property requires consent by the Federal Transit Administration (FTA). The FTA approved the transaction in June 2025. If the City executes the option to purchase the property, the sale proceeds will be applied to a future FTA eligible capital grant.

The sale has been structured as a 10-year option to allow for flexibility given uncertainty about timing for moving forward with the project.

Budget Impact

This action will not impact the budget. If the City executes the option to purchase the property, the sale proceeds will be applied to a future FTA eligible capital grant.

Prepared By: Nadine Fogarty, Director of Real Estate and
Transit-Oriented Development

12/04/2025

Resolution No. 2026-

**Board of Directors, Peninsula Corridor Joint Powers Board
State of California**

*** * ***

**Authorize the Executive Director to Enter Into an Option Agreement for Sale of Property to
the City of San Jose**

Whereas, the Peninsula Corridor Joint Powers Board (JPB) owns property currently used as a parking lot adjacent to the Diridon Caltrain Station; and

Whereas, the City of San Jose (City) would like to acquire a small strip (less than 5,000 square feet) of the property (Property) for the purpose of a roadway extension (JPB Parcel No. JPB-SC4-0117-1A); and

Whereas, the proposed roadway extension is required to implement access and circulation improvements identified as part of the City's Diridon Station Area Plan (DSAP), and will also facilitate development planned by the City of San Jose (City) and Google near the Diridon Station; and

Whereas, under the transaction, the Property would be transferred directly from JPB to the City of San Jose, and the roadway would be constructed by Google and dedicated to the City of San Jose; and

Whereas, in June 2022, the Board approved resolution 2022-29 approving a Rail Corridor Use Policy variance to allow use of the Property for the roadway extension, given that construction of a roadway will not impact plans for the Diridon Station project or implementation of Caltrain's Adopted Service Vision, and because the project will assist in implementation of the Diridon Station Area Plan and enhance access to the station; and

Whereas, in June 2022 the Board approved resolution 2022-30 declaring the Property “exempt surplus land” for the purposes of the California Surplus Land Act, and the exemption was approved by the California Department of Housing and Community Development in March 2023;

Whereas, the Property was purchased with federal funds, and the Federal Transit Administration (FTA) approved the transaction in June 2025, with the agreement that sale proceeds will be applied to a future FTA eligible capital grant; and

Whereas, the sale has been structured as a 10-year option to allow for flexibility given uncertainty about timing for moving forward with the project;

Now, Therefore, Be It Resolved that the Board of Directors hereby authorizes the Executive Director, or designee, to enter into a 10-year option agreement for sale of the Property to the City of San Jose for \$71,600, increasing three percent annually during the term of the agreement, for the Cahill Street extension project.

Be It Further Resolved that the Board of Directors directs the Executive Director, or designee, to sign any agreements or other documents, or take any other actions required, to give effect to this resolution.

Regularly passed and adopted this 8th day of January 2026 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 Board of Directors

Through: Michelle Bouchard, Executive Director

From: James Harrison, General Counsel

For: January 2026 JPB Board of Directors Meeting

Subject: **Consider Establishing a 6-Month Path and Process to Develop
Recommendations on Amendments to Caltrain's Governing Agreements**

☐ Finance Committee Recommendation ☐ Technology, Operations, Planning, and Safety Committee Recommendation ☐ Advocacy and Major Projects Committee Recommendation

Purpose and Recommended Action

At the December 4, 2025, meeting of the Board of Directors (Board) of the Peninsula Corridor Joint Powers Board (JPB or Caltrain), and in a letter submitted in advance of that meeting (Attachment A), Director Walton requested that the Board consider establishing a 6-month path and process to develop recommendations on amendments to Caltrain's governing agreements. A summary of Director Walton's request is included below, along with a proposed action plan for the Board's consideration.

Director Walton proposes the following specific motion:

Move that Caltrain conduct a 6-month period of work activities towards making meaningful and codified progress, that culminates in bringing forward recommended amendments to Caltrain's governing agreement and wherein after the 6-months there is a concrete plan to end the managing agency role, address the shared services agreement and provide at least an update (or a report) on the performance audit (requested by Director Burt), as well as address the successor agency and Caltrain's own salary ordinance.

Discussion

Background:

The City and County of San Francisco (CCSF), the San Mateo County Transit District (SamTrans), and the predecessor to the Santa Clara Valley Transportation Authority (VTA) (collectively, the member agencies) established the JPB as a joint powers authority to acquire and operate Caltrain service in 1991. The JPB is governed by a Joint Powers Agreement (JPA) which the parties last amended in 1996.

The JPB acquired the right-of-way (ROW) for the Peninsula Commute Service from Southern Pacific in 1991 for \$202 million, which included \$82 million from SamTrans and \$120 million of state bond funds. Because SamTrans had invested in the purchase of the ROW, the member agencies agreed to grant certain rights to SamTrans until it received reimbursement for its initial investment, plus interest. These rights, which included an ownership interest as a tenant in common to the ROW in San Mateo County, the right to convert its investment into an equity interest in the ROW, and the right to serve as the JPB's managing agency, are included in the member agencies' 1991 Real Property Ownership Agreement (RPOA) and the 1996 Joint Powers Agreement (JPA). The RPOA also required the member agencies to use their best efforts to obtain non-local sources of funds to reimburse SamTrans for its investment, plus interest. Alternatively, it allowed, but did not require, CCSF and VTA to use their own funds to reimburse SamTrans for their pro rata share of its \$82 million investment, plus interest, based on the mileage formula (VTA, 42.2 percent or \$34.7 million, and CCSF, 10.1 percent or \$8.3 million). From 1991 through 2007, no payments were made to SamTrans for its initial investment. As a result, by 2008, VTA's pro rata share had grown from \$34.7 million to \$74.2 million (including \$39.5 million in interest) and CCSF's pro rata share had grown from \$8.3 million to \$17.3 million (including \$9 million in interest).

In an effort to resolve disputes over repayment of SamTrans' initial investment, the Metropolitan Transportation Commission (MTC) led negotiations among the parties to use State gas tax spillover funds to pay SamTrans a total of \$53.3 million for VTA and CCSF's pro rata shares of SamTrans' initial investment, at a reduced interest rate. In exchange for agreeing to accept \$53.3 million as full payment of CCSF and VTA's pro rata shares of SamTrans' initial investment and foregoing \$38.2 million in interest, the member agencies also agreed to designate SamTrans as managing agency of the JPB for so long as it wished to serve in that role and to amend the JPA to reflect that. The negotiations culminated in a 2008 amendment to the RPOA, which provided for MTC, VTA, and CCSF to pay SamTrans \$43.3 million, \$8 million and \$2 million, respectively, for a total of \$53.3 million. The parties anticipated that these amounts would be paid over two to four years, and that if sufficient funds were not available to make the full payment within 10 years, MTC would be authorized to look for alternative sources of non-local funds to make the payment. The agreement did not provide for interest on the amount due to SamTrans.

As it turned out, State gas tax spillover funds were available for only one year. As a result, after paying SamTrans \$4.4 million in 2008, the parties relied on other sources of funding to pay SamTrans, including flexible federal funds used by MTC to make payments. By 2015, SamTrans had received \$8 million from VTA, \$1.8 million from CCSF, and \$23.7 million from MTC, leaving \$19.8 million unpaid.

In 2020, the member agencies resumed discussions on governance and repayment to SamTrans. These discussions led to an agreement that the JPB would explore governance changes, including granting the JPB the right to hire its own executive director, and prioritize repaying SamTrans for the outstanding \$19.8 million if the voters were to approve Measure RR which provided dedicated sales tax revenues to Caltrain. Following the passage of Measure RR,

the JPB undertook a governance study, and the JPB and the member agencies engaged in extensive negotiations. This effort culminated in an agreement Governance Memorandum of Understanding (MOU) among the member agencies and the JPB in August 2022. Among other things, the Governance MOU required MTC and CCSF to pay SamTrans \$19.6 million and \$200,000, respectively, and it authorized the JPB to appoint its own Executive Director, with sole control and responsibility for rail employees, including five new positions specified in the Governance MOU. The Governance MOU recognized SamTrans' right to serve as managing agency, but it redefined the role of the managing agency from the expansive role set forth in the JPA to a narrower one, in light of the delegation of authority to the Caltrain Executive Director to direct the operations of the railroad. The Governance MOU provided that SamTrans' role as managing agency was to employ the railroad's employees and to provide shared and partially shared service in specified functional areas. To compensate SamTrans for the delay in the payment of the \$19.8 million outstanding from the 2008 RPOA amendment and for SamTrans' agreement to assign certain rights as managing agency to the JPB, CCSF and VTA agreed to pay SamTrans \$15.2 million in addition to the \$19.8 million to be paid by MTC and CCSF.

Since the execution of the Governance MOU, MTC, CCSF, and VTA have paid SamTrans a total of \$35 million (\$19.8 million in satisfaction of the 2008 RPOA amendment and \$15.2 million under the Governance MOU), SamTrans has reconveyed its tenancy-in-common interest in the ROW in San Mateo County to the JPB, and the JPB has appointed its own Executive Director. In addition, the parties have determined that a premise of the Governance MOU – that rail employees could be treated as common law employees of SamTrans – was incorrect. As a result, the JPB is in the process of establishing a contract with CalPERS to provide pension and health benefits to rail employees. Finally, as required by the Governance MOU, Caltrain and SamTrans have negotiated a shared services agreement to govern SamTrans' provision of fully and partially shared services to Caltrain. This draft agreement is the subject of a separate Board presentation.

Former Chair Heminger appointed a Governance Ad Hoc Committee in 2025 to resume discussions on outstanding governance issues, including potential amendments to the JPA, as anticipated by the Governance MOU. Although the Ad Hoc Committee initially considered a broad range of issues, including member agency contributions to operating and capital costs, the role of the managing agency, and the obligations of a CalPERS contracting agency,¹ the Committee pivoted its focus to Senate Bill (SB) 63 and the allocation of funds earmarked for Caltrain among the member agencies. Since the passage of SB 63, the Committee has resumed meeting and recently recommended that the member agencies agree to backstop Caltrain's

¹ In order for an agency to contract with Public Employee Retirement System (CalPERS), it must adopt its own salary ordinance and employment policies. In addition, state law requires that the members of a joint powers authority agree to accept responsibility for joint powers authority's pension obligation, as a condition of contracting with CalPERS, if joint power authority's contract with CalPERS were to be terminated or if the joint powers authority were to dissolve, and if the joint powers authority has insufficient assets to cover its pension obligations,

pension obligation. However, Director Heminger has requested that he be replaced as a member of the Ad Hoc Committee to bring fresh perspectives to governance discussions, and Director Walton, at Chair Medina's request, has agreed to serve on the Ad Hoc Committee.

Director Walton's Proposal:

Director Walton proposes that the JPB consider establishing a 6-month process and plan to deliberate and develop recommendations on Caltrain's governing documents.²

Specifically, Director Walton proposes that the governance deliberations include consideration of the following proposed actions.

1. Affirm and resume our work to develop Caltrain, step by step, toward becoming an independent regional agency.
2. Update the Governance MOU, which acknowledges SamTrans' role as managing agency, to: (a) reflect that VTA and CCSF have satisfied their obligation to pay SamTrans \$15.2 million; (b) address Caltrain's obligations as a CalPERS contracting agency and the understandings reflected in the draft Shared Services Agreement; and (c) state the intention to transition away from a managing agency model, toward the goal of Caltrain becoming an independent regional agency, over time.
3. Conduct a performance audit to provide credible and transparent information to guide the continuing development of an equitable Caltrain governance framework and transition path, including identifying additional functions that would be appropriate to transfer from SamTrans to Caltrain, in addition to the five positions established in the Governance MOU.
4. Consider the approval of a Caltrain Salary Ordinance that supports the progression of the agency toward eventual independence, including the important work to establish the next tranche of dedicated Caltrain employees.

Director Walton proposes that the work activities and deliberations described above culminate in the presentation of proposed amendments to Caltrain's governing agreements to the JPB in six months.

² Caltrain's governing documents include the 1996 JPA, the 1991 RPOA, as amended in 2008, and the 2022 Governance MOU, which anticipates that the parties will amend the JPA and RPOA to conform with the Governance MOU, address ambiguities and inconsistencies, and codify certain uncoded practices.

Proposed Process and Plan:

If the Board supports Director Walton's proposal, staff propose undertaking the following work:

1. The Governance Ad Hoc Committee (Directors Abe-Koga, Gee, and Walton) to engage in deliberations concerning Director's Walton proposal and outstanding governance issues, including the potential for Caltrain to become an independent transit agency and the financial implications of such an action, including any payment required by SamTrans in light of the parties' agreement that SamTrans could serve as managing agency for so long as it wishes to do so, the interest that SamTrans waived in 2008, and the payments made to SamTrans between 2008 and 2015 and in 2022.
2. Staff to synthesize prior governance studies undertaken by Caltrain, including analysis of the financial implications of Caltrain becoming an independent agency, and undertaking any additional analysis as directed by the Ad Hoc Committee.
3. Staff to retain a consultant to conduct an efficiency/performance review of shared services in coordination with SamTrans. Director Burt previously requested that staff undertake this review, and staff are in the process of preparing a scope of work for such a study, to be presented to the Ad Hoc Committee in January.
4. Staff to share with the Ad Hoc Committee proposed amendments to the JPA to conform the JPA to the Governance MOU, address ambiguities and inconsistencies, and incorporate relevant provisions from the RPOA, as contemplated by the Governance MOU.
5. Staff to undertake additional work related to JPB governance as directed by the Ad Hoc Committee.
6. Staff to present update on efficiency/performance review by October 2026.

Budget Impact

Caltrain has budgeted \$225,500 for governance work in Fiscal Year 2026. Staff will prepare a budget for this scope of activities described above and will return to the Board with a budget amendment, in the event that staff are unable to identify existing funding sources to pay for the work.

Prepared By: James Harrison

General Counsel

12/29/2025

Member, Board of Supervisors
District 10



City and County of San Francisco

SHAMANN WALTON

December 1, 2025

TO: Members, San Francisco Board of Supervisors
Commissioners, San Francisco County Transportation Agency
Commissioners, Metropolitan Transportation Commission
Board of Directors, Peninsula Corridor Joint Powers Board
Michelle Bouchard, Executive Director, Caltrain
Alicia John-Baptiste, Chief of Infrastructure, Climate and Mobility
Senator Scott Weiner
Assemblymember Matt Haney

RE: Caltrain Joint Powers Board Governance Issues

Colleagues,

My understanding is that the Caltrain Joint Powers Board (JPB) will be asked to consider a number of decisions in the coming months that have a direct bearing on the governance of the railroad and the relationships among the JPB and its member agencies. These may include the execution of a Shared Services Agreement with the San Mateo County Transit District (SamTrans), establishment of Caltrain as a successor agency under the California Public Employees Retirement System (CalPERS), approval of Caltrain's first Salary Ordinance, and one or more amendments to Caltrain's governing documents.

In July of this year, during the development of Senate Bill 63 (SB63), I urged my JPB colleagues to focus on the successful enactment of this critical legislation, which authorizes a regional transit funding measure in November 2026. I also articulated my position that any future policy discussion on the role of member agency contributions must go hand-in-hand with continued progress in developing Caltrain as a separate and effective regional agency over time. At our November 6, 2025, JPB meeting, I stated that San Francisco would not support additional member contributions, including capital funding for the Guadalupe River Bridges Replacement Project, until such time as the JPB resumes meaningful work to further develop Caltrain governance.

As we prepare for a critical year for the Bay Area's major transit systems, I urge us to proceed thoughtfully and holistically in our efforts to strengthen the Caltrain organization and to make concrete progress on behalf of the region's transit riders. In particular, I propose that we affirm and resume our work to develop Caltrain, step by step, toward becoming an independent regional agency. The path forward can build upon work already underway, with a common understanding of the transition we seek to effectuate. This letter summarizes the reasoning and context for my position and outlines proposed shared priorities for the months ahead.

Governing Agreements and the Managing Agency Role

The 2022 Governance Memorandum of Understanding (2022 MOU), among Caltrain and its three member agencies, acknowledged SamTrans' role as Managing Agency. Notably, the 2022 MOU narrowly defined the Managing Agency function as consisting of two specific responsibilities – serving as the employer of staff and providing shared services. Pursuant to the 2022 MOU, San Francisco and Santa Clara counties have fulfilled their financial obligations to repay San Mateo County for its original investment in the railroad's Right of Way (ROW).

Moving forward, it would be timely to update the MOU to reflect the following recent and current efforts:

- Completion of repayment of outstanding San Francisco and Santa Clara debt to San Mateo;
- Obligations related to the establishment of Caltrain as its own agency under CalPERS (as further discussed below); and
- Understandings reflected in the underway Shared Services Agreement (also discussed below).

In addition, the JPB in July of this year re-committed to clarifying and harmonizing legacy JPA agreements, an effort that may be informed by the upcoming Performance Audit of shared services, requested by Director Burt. The Performance Audit could also help identify the next group of functions that is appropriate to transfer from SamTrans to Caltrain, following the initial 5 management positions and railroad staff that were approved in 2022.

As Caltrain continues to develop its own dedicated staff and capabilities, the Managing Agency function, as we have long conceived and structured it, is entering a period of transition where, eventually, it will no longer be necessary or appropriate to have any entity serving as Managing Agency. In the future, the JPB could choose to continue to contract with one or more member agencies to support certain administrative functions, as business needs dictate and efficiencies warrant. For these reasons, I propose amending the 2022 MOU to state that SamTrans and Caltrain JPB agree to transition away from the Managing Agency model, toward the goal of Caltrain becoming an independent regional agency, over time.

Shared Services Agreement and Performance Audit

The 2022 MOU called for the preparation of a Shared Services Agreement between the JPB and SamTrans, to formalize the business relationship and management processes through which SamTrans provides shared services to Caltrain. A draft of this Agreement was presented as an information item to the SamTrans Board on November 5, 2025, and it will eventually be presented to the Caltrain Board for its consideration.

As noted above, at the November 6, 2025, meeting of the JPB, Director Burt called for a Performance Audit of the Caltrain/SamTrans shared services arrangement, in order to provide for an independent review and documentation of current practices and outcomes. In making this request, Director Burt acknowledged that the Caltrain members have had differing perspectives and assumptions with respect to the implementation of shared services. I wholeheartedly support undertaking a Performance Audit, to provide credible and transparent information to guide our continuing development of an equitable Caltrain governance framework and transition path. I also request that the JPB discuss the Shared Services Agreement as an informational item prior to approval, in order to consider if and how it should be informed by the findings of the forthcoming performance review.

CalPERS Successor Agency and Caltrain Salary Ordinance

A key step toward the development of Caltrain is the establishment of the railroad as its own entity under the CalPERS system. At our upcoming December 4, 2025, meeting, the JPB is slated to consider the recommendations of the Board's Governance Ad Hoc Committee regarding CalPERS pension liability backstop – specifically, that the members accept the financial responsibility for Caltrain's pension liabilities in the event the JPB is not able to meet these obligations in the future. Memorializing this commitment will require formalizing agreement among the member agencies, whether as a new agreement or through amendment to an existing agreement, such as the 2022 MOU.

In support of establishing the JPB's own, direct contract with CalPERS, we also look forward to the development and approval by the JPB of the inaugural Caltrain Salary Ordinance, to specify compensation levels for the railroad's employees. The current arrangement – whereby the SamTrans Salary Ordinance, approved solely by the SamTrans Board, governs these employees – is untenable, more than three years after establishing Caltrain's first management positions, and during this time of financial uncertainty. The Caltrain Salary Ordinance should support the progression of the agency toward eventual independence, including the important work to establish the next tranche of dedicated Caltrain employees.

Next Steps

As we look to the work ahead, I urge the JPB and our member agencies to take on the challenging work of completing the task – initiated in conjunction with Measure RR in 2020 – of securing for Caltrain the governance model and management capacity that it deserves and requires. Defining a clear path and process by which we will deliberate on these issues, as a coherent whole, should precede the approval of any individual component of this work. Specifically, I would propose an approximately six-month period of work activities to make meaningful and codified progress, culminating in bringing forward recommended amendments to Caltrain's governing agreements. I look forward to a robust discussion with my JPB colleagues of the objectives, components, and timing of this path forward.

I am proud of what we have accomplished so far in maturing the Caltrain organization and in delivering results for our riders and for communities up and down the Peninsula, including securing Measure RR, appointing dedicated staff including our first Executive Director, successfully completing electrification, and achieving three-county consensus on SB63. The work ahead is complex and multifaceted. It is also necessary and timely, even more so as we work to preserve and strengthen the public's trust and confidence in Caltrain and in our shared commitment to securing its future together.

Thank you for your consideration,



Supervisor Shamann Walton
San Francisco Board of Supervisors, District 10

**Peninsula Corridor Joint Powers Board
Staff Report**

To: JPB Board of Directors

Through: Michelle Bouchard, Executive Director

From: Kate Jordan Steiner, Chief Financial Officer

For: January 2026 JPB Board of Directors Meeting

Subject: **Amend and Increase the Fiscal Year 2026 Capital Budget from \$92,641,608 to \$102,641,608**

☒ Finance Committee Recommendation ☐ Technology, Operations, Planning, and Safety Committee Recommendation ☐ Advocacy and Major Projects Committee Recommendation

Purpose and Recommended Action

Staff recommend that the Board of Directors (Board) of the Peninsula Corridor Joint Powers Board (JPB) amend the Fiscal Year 2026 (FY26) Capital Budget in the amount of \$10 million, from \$92,641,608 to \$102,641,608.

Discussion

Staff propose amending the FY26 Capital Budget to include \$10 million in member contributions from San Francisco County Transportation Authority (SFCTA) for the Guadalupe River Bridges Replacement Project. The subject \$10 million has not yet been allocated by the SFCTA.

Project delays have increased both schedule and cost, with the revised estimate adding \$107.69 million and bringing the total project cost to \$171.39 million. In November 2025, the Board approved a capital budget amendment adding \$20 million, \$10 million each from the Santa Clara Valley Transportation Authority (VTA) and San Mateo County Transit Authority (SMCTA), as member contributions to this critical safety project. The proposed amendment adds \$10 million contribution from the SFCTA, provided as \$2.5 million annually over four years.

Staff continue to work with member agencies and will return to the Board once the remaining \$10 million is secured.

Budget Impact

The proposed amendment increases the FY26 Capital Budget from \$92,641,608 to \$102,641,608.

Prepared By:	Oscar Quintanilla Lopez	Director of Budgets and Financial Analysis	12/8/2025
	Lyne-Marie Bouvet	Principal Planner, Capital Improvement Plan	12/8/2025

Resolution No. 2026-

**Board of Directors, Peninsula Corridor Joint Powers Board
State of California**

* * *

**Amend and Increase the Fiscal Year 2026 Capital Budget from \$92,641,608
to \$102,641,608**

Whereas, pursuant to Resolution No. 2025-29 adopted on June 5, 2025, the Peninsula Corridor Joint Powers Board (JPB) adopted the Fiscal Year 2026 (FY26) Capital Budget for a total authorized budget of \$34,831,992; and

Whereas, pursuant to Resolution No. 2025-45 adopted on September 4, 2025, the JPB authorized Amendment 1 to Caltrain's FY26 Capital Budget, increasing the total adopted Capital Budget to \$66,491,608; and

Whereas, pursuant to Resolution No. 2025-51 adopted on November 6, 2025, the JPB authorized Amendment 2 to Caltrain's FY26 Capital Budget, increasing the total adopted Capital Budget to \$92,641,608; and

Whereas, in June 2025, staff presented a revised budget, schedule, and funding plan for the Guadalupe Bridge Replacement project; and

Whereas, staff has identified \$10,000,000 of the \$107,691,005 required to fully fund the project from San Francisco County Transportation Authority (SFCTA).

Now, Therefore, Be It Resolved that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby authorizes an amendment to Caltrain's FY26 Capital Budget from \$92,641,608 to \$102,641,608.

Regularly passed and adopted this 8th day of January 2026 by the following vote:

Ayes:

Noes:

Absent:

Chair, Peninsula Corridor Joint Powers Board

Attest:

JPB Secretary

Project Identification				FY26 Funding Source (in millions)												
Project #	CIP Priority	Project Name	FY2026 ADOPTED CAPITAL BUDGET	Amendment 1 (September 2025)	Amendment 2 (November 2025)	Amendment 3 (January 2026)	FY2026 AMENDED CAPITAL BUDGET	SFCTA	SMCTA	VTA	Federal	STA SGR	LPP	AB664	Other	Unfunded
I. Mandates and Compliance																
1	100912	Mandate Storm Water Management Program ^[9]	.401				.401	.000	.000	.000	.000	.000	.000	.000	.401	.000
Subtotal			.401	.000	.000	.000	.401									
II. Maintain Core Services																
Projects																
2	100762	High San Francisquito Creek Bridge Bank Stabilization ^[9]	.400				.400	.000	.000	.000	.000	.000	.000	.000	.400	.000
3	100696	High Fiber Optic Permanent Repair ^[1]	1.500				1.500	.000	.000	.000	.000	.000	.000	.000	1.500	.000
4	100913	High Tunnel 1, 2, 3 and 4 Weep Hole Rehabilitation and Drainage Improvements	1.500				1.500	.300	.000	.000	1.200	.000	.000	.000	.000	.000
5	100914	High Headquarters Relocation – Furnitures, Fixtures, IT and Moving Cost ^[2]	3.583				3.583	.000	.000	.000	.000	.000	.000	.000	3.583	.000
18	002113	High Guadalupe River Bridges Replacement ^{[11],[14]}	.000		20.000	10.000	30.000	10.000	10.000	10.000	.000	.000	.000	.000	.000	.000
Recurring Programs																
6	100915	High SOGR Program - Stations	1.000				1.000	.000	.000	.000	.800	.200	.000	.000	.000	.000
7	100429	High SOGR Program - MOW Tracks ^[3]	6.252				6.252	1.000	.000	.000	5.000	.252	.000	.000	.000	.000
8	100435	High SOGR Program - CEMOF	2.000				2.000	.200	.000	.000	1.600	.000	.000	.200	.000	.000
9	100779	High SOGR Program - Track Equipment ^[5]	1.800				1.800	1.000	.000	.000	.000	.548	.000	.000	.252	.000
10	100428	High SOGR Program - Bridges and Structures	1.715				1.715	.000	.000	.000	1.372	.343	.000	.000	.000	.000
11	100695	High SOGR Program - ROW and ROW Fencing	1.500				1.500	.000	.000	.000	1.000	.400	.000	.100	.000	.000
Subtotal			21.250	.000	20.000	10.000	51.250									
III. Provide a Safe and Secure Railroad																
19	*NEW*	High Grade Crossing Safety Enhancement ^[12]			.950		.950	.000	.000	.000	.000	.000	.000	.000	.950	.000
Subtotal			.000	.000	.950	.000	.950									
IV. Enhance Service and Customer Experience																
12	100916	High Platform Improvements for Bike Loading (All Stations) ^[9]	.080				.080	.000	.000	.000	.000	.000	.000	.000	.080	.000
Subtotal			.080	.000	.000	.000	.080									
V. Deliver the Long-Range Service Vision																
13	100570	High Redwood City Four-Track Station and Grade Separation ^[4]	.250				.250	.000	.000	.000	.000	.000	.000	.000	.250	.000
Subtotal			.250	.000	.000	.000	.250									
VI. Contribute to the Region's Economic Vitality																
14	100568	n/a Diridon Station - Environmental Clearance ^{[5],[10]}	2.000	31.660			33.660	.000	.000	.000	.000	.000	.000	.000	33.660	.000
15	100687	n/a DTX/The Portal - Caltrain Service Extension to Salesforce Transit Center ^[6]	5.531				5.531	.000	.000	.000	.000	.000	.000	.000	5.531	.000
Subtotal			7.531	31.660	.000	.000	39.190									
VII. Partner with Local Jurisdictions																
16	100482	n/a Rengstorff Avenue Grade Separation ^[7]	4.000				4.000	.000	.000	.000	.000	.000	.000	.000	4.000	.000
Subtotal			4.000	.000	.000	.000	4.000									
VIII. Capital Contingency Funds																
17	002121 002122 002124	n/a Capital Contingency Funds ^[8]	1.320				1.320	.000	.000	.000	.000	.000	.000	.000	.000	1.320
Subtotal			1.320	.000	.000	.000	1.320									
IX. Recollectible																
20	100928	n/a Disposal of Legacy Diesel Fleet ^[13]	.000		5.200		5.200	.000	.000	.000	.000	.000	.000	.000	5.200	.000
Subtotal			.000	.000	5.200	.000	5.200									
Total			34.832	31.660	26.150	10.000	102.642	12.500	10.000	10.000	10.972	1.743	.000	.300	55.806	1.320

Project Identification			FY26 Funding Source (in millions)													
Project #	CIP Priority	Project Name	FY2026 ADOPTED CAPITAL BUDGET	Amendment 1 (September 2025)	Amendment 2 (November 2025)	Amendment 3 (January 2026)	FY2026 AMENDED CAPITAL BUDGET	SFCTA	SMCTA	VTA	Federal	STA SGR	LPP	AB664	Other	Unfunded

Notes:																
[1] Funded by settlement agreement for the repair of the Fiber Optic.																
[2] Other sources of funding includes \$1,109,710 of project saving from project 100565 funded by the General Capital Funds and \$2,473,581 of project cost saving in the Contingency Fund.																
[3] Funding for \$252,000 is project savings from prior years' San Francisco County Transportation Authority (SFCTA) allocation (moved from 100429 to 100779 in Dec 2025)																
[4] Funded by an agreement with the City of Redwood City																
[5] Funded by an agreement with the Valley Transportation Authority (VTA) Measure B																
[6] Funded by an agreement with the Transbay Joint Power Authority (TJPA)																
[7] Funded by an agreement with the City of Mountain View.																
[8] Funding for the Contingency funds have yet to be finalized.																
[9] Funding is from prior years' San Mateo County Transportation Authority (SMCTA) allocation released during the TIRCP bond proceeds fund swap																
[10] Increased by \$31,659,616, \$4 million from Measure B agreement with VTA and \$27,659,616 from Regional Measure 3 agreement with VTA																
[11] The SMCTA and VTA contributions represent two years of member funding.																
[12] Funded by an agreement with VTA Measure B																
[13] Funded by the Municipality of Lima, Peru.																
[14] The SFCTA contributions reflect four years of 50% of their annual contribution.																

**Peninsula Corridor Joint Powers Board
Staff Report**

To: JPB Board of Directors

Through: Michelle Bouchard, Executive Director

From: Li Zhang, Chief of Commercial and Business Development

For: January 2026 JPB Board of Directors Meeting

Subject: **Receive Update on Fiscal Year 2026-2027 Budget Approach**

☒ Finance Committee Recommendation ☐ Technology, Operations, Planning, and Safety Committee Recommendation ☐ Advocacy and Major Projects Committee Recommendation

Purpose and Recommended Action

Staff will present an update on Caltrain's most recent financial condition and recommended approach to developing the Fiscal Year (FY) 2026-2027 Operating Budget. Staff seek general Peninsula Corridor Joint Powers Board (Board) guidance on the proposed potential options and timeline.

Discussion

The next several months are critical for Caltrain and the other major regional transit agencies in the Bay Area. While the potential 2026 regional transit revenue measure could provide a path for new external funding, the FY27 Operating Budget will be developed under significant financial uncertainty.

Staff will present an update on Caltrain's current operating budget context, and the approach and timeline for development of the FY27 Operating Budget.

Budget Impact

There is no budget impact from receiving this informational item.

Prepared By:	Oscar Quintanilla Lopez	Director, Budgets and Financial Analysis	12/08/2025
	Melissa Jones	Deputy Director, Caltrain Policy Development	12/08/2025

**Peninsula Corridor Joint Powers Board
Staff Report**

To: JPB Board of Directors
Through: Michelle Bouchard, Executive Director
From: James C. Harrison, General Counsel
For: January 2026 JPB Board of Directors Meeting
Subject: **Receive Update on Shared Services Agreement Between Peninsula Corridor Joint Powers Board and San Mateo County Transit District****



Finance Committee
Recommendation



Technology, Operations, Planning,
and Safety Committee
Recommendation



Advocacy and Major Projects
Committee Recommendation

Purpose and Recommended Action

In August 2022, the Board of Directors (Board) of the Peninsula Corridor Joint Powers Board (JPB or Caltrain) approved a Governance Memorandum of Understanding (MOU) with its member agencies, the San Mateo County Transit District (SamTrans), Santa Clara Valley Transportation Authority (VTA), and the City and County of San Francisco (CCSF). The MOU requires that SamTrans and Caltrain negotiate and execute a Shared Services Agreement to govern fully and partial shared services provided by SamTrans to Caltrain. Staff for Caltrain and SamTrans have drafted and negotiated a Share Services Agreement for the Board's consideration and present it to the Board as an informational item, with the intent to return to the Board in February for action.

Discussion

Pursuant to the 1996 amended and restated joint exercise of powers agreement (JPA) and the 2008 amendment to the Real Property Ownership Agreement, SamTrans is the Managing Agency of Caltrain. In 2020, the Board adopted Resolution No. 2020-42, which contemplated that the JPB would consider changes to its governance, including authorizing the JPB to appoint Caltrain's Executive Director and providing for the reimbursement of SamTrans for its investment in Caltrain, if the voters were to approve Measure RR, which appeared on the ballot in November 2020.

Following the voters' approval of Measure RR, the JPB and its member agencies engaged in negotiations regarding governance issues and entered into the Governance MOU, effective August 5, 2022, to address governance changes. The MOU established a separate, permanent position of Caltrain Executive Director, modified the role of managing agency, and required VTA and CCSF to pay SamTrans for the delay in the repayment of its investment in the purchase of the right-of-way and its agreement to assign certain rights as managing agency to Caltrain. The MOU also requires SamTrans and Caltrain to negotiate and execute a Shared Services Agreement to govern SamTrans's provision of shared and partially shared services to Caltrain.

Staff and counsel for the agencies, led by the SamTrans General Manager and the Caltrain Executive Director, have engaged in extensive negotiations concerning the Agreement. Consistent with the MOU, the latest draft of the Shared Services Agreement specifies that SamTrans' role as managing agency is to provide fully and partially shared services and states that the role of the SamTrans General Manager is to direct and control shared and partially shared services employees, while the Caltrain Executive Director's role is to direct and control rail employees.

The following services are fully shared services under the sole authority of the SamTrans General Manager:

- Human Resources
- Contracts and Procurement
- Information Technology
- Civil Rights
- Marketing/Customer Service
- Accounting/Treasury
- District Secretary's Office
- Sustainability Planning
-

The following services are partially shared services for which Caltrain Chiefs and Directors provide strategy and policy direction and determine work plans and are supported by SamTrans staff:

- Communications/Government Affairs
- Finance/Budgets
- Real Estate
- Grants
- Security

The draft Agreement requires Caltrain and SamTrans staff to develop work plans to identify projects and activities in each functional area for which Caltrain requires SamTrans' services for the two-year budget cycle and to determine the resource level required to deliver services identified in the work plans. These work plans will be subject to quarterly evaluations and annual updates to address any issues or changes. The agencies must also develop key performance indicators to measure their performance under the Shared Services Agreement, which will be tracked via a shared dashboard and reported annually to both the SamTrans and Caltrain Boards of Directors. The Agreement requires the parties to evaluate the Internal Cost Allocation Plan (ICAP) and consider potential changes in the methodology for determining Caltrain's reimbursement of SamTrans for shared and partially shared services. Following execution of the Agreement, staff will collaborate with SamTrans to review the ICAP and develop key performance indicators.

The draft Shared Services Agreement also requires the creation of fire walls for shared services when the two agencies' interests diverge or are potentially adverse. This includes instances in which SamTrans and Caltrain are on different sides of a transaction, compete for the same pool of funding, or have different interests in matters before other bodies. Finally, in the event of a dispute under the MOU or Shared Services Agreement, the Agreement requires resolution to proceed via a multi-level escalation process starting with (1) chiefs/directors of departments of the agencies, (2) General Manager and Executive Director, and (3) the Board Chairs/Vice Chairs. In the event the issue is still unresolved, the parties may pursue alternative dispute resolution.

Budget Impact

This item is an informational item and has no direct impact on the budget. If the draft Shared Services Agreement is approved, it will implement the previously approved Governance MOU, and the budget for shared services will be addressed biennially as part of Caltrain's operating budget. The draft Agreement also provides that the costs of Implementation of the Shared Services, such as any external consultants jointly retained to support the parties' implementation, will be borne equally by the parties. These costs would be incorporated into Caltrain's operating budget.

Prepared By: James C. Harrison

General Counsel

12/08/2025

SHARED SERVICES AGREEMENT

BETWEEN

PENINSULA CORRIDOR JOINT POWERS AUTHORITY

AND

SAN MATEO COUNTY TRANSIT DISTRICT

_____, 2026

SHARED SERVICES AGREEMENT

THIS AGREEMENT (“Agreement”) is entered into as of this ____ day of ____ 2026 (the “Effective Date”), by and between the PENINSULA CORRIDOR JOINT POWERS BOARD and the SAN MATEO COUNTY TRANSIT DISTRICT.

RECITALS

THIS AGREEMENT is made with reference to the following facts:

- A. The Peninsula Corridor Joint Powers Board (the “JPB” and sometimes referred to as “Caltrain”) is a joint powers authority composed of the City and County of San Francisco (“CCSF”), the San Mateo County Transit District (“SMCTD”), and the Santa Clara Valley Transportation Authority (“SCVTA”), all of whom collectively are hereinafter referred to as the “Member Agencies.”
- B. SMCTD has served as Managing Agency of the JPB since its inception in 1991, and under a 2008 amendment to the Real Property Ownership Agreement, has the right to serve as Managing Agency until it no longer chooses to do so.
- C. On August 5, 2022, the Member Agencies and JPB entered into a Memorandum of Understanding (the “MOU”), included herein as Exhibit A which includes the following provisions relevant to this Agreement:
 - i. SMCTD shall remain as the Managing Agency for Caltrain, as modified by the terms of the MOU. To maximize efficiency, Caltrain agrees to align salary ordinances, and employee manuals and policies with those that have been adopted or implemented by SMCTD.
 - ii. The JPB shall have the authority to appoint a separate, permanent Caltrain Executive Director (“Caltrain ED”) who shall exclusively report to, and take direction from, the JPB. The JPB shall have sole authority over the selection, hiring, annual goal setting, performance review, compensation, and termination of the Caltrain ED.

- iii. The Caltrain ED shall have sole authority over the selection, hiring, annual goal setting, performance review, compensation, and termination of employees providing the following direct services functions, as defined in Section 2(A) of the MOU, subject only to the Caltrain salary ordinance and employee manual and policies: Rail Operations and Maintenance, Rail Planning, Rail Design and Construction, Rail Business and Commercial, Rail Safety, Rail Executive Office, the Diridon Station Program, the Peninsula Corridor Electrification Project (“PCEP”) and the Caltrain Modernization Project (“CalMod”) programs, as these departments may be renamed or reorganized from time to time, together the “Railroad.”
- iv. The Caltrain ED shall have sole authority over the selection, hiring, annual goal setting, performance review, compensation, and termination of the individuals holding these additional direct services positions, subject only to the Caltrain salary ordinance and employee manual and policies: Chief of Staff, Director of Government and Community Affairs, Director of Budgets and Financial Analysis, Director of Real Estate, and Director of Grants and Funds Management, all of whom shall be part of the Railroad.
- v. The role of SMCTD as Managing Agency shall be to support the JPB through the provision of fully and partially shared services in the areas of Human Resources, Contracts and Procurements, Information Technology, Civil Rights, Accounting, Treasury, Budgets, Finance, Communications, Government and External Affairs, Real Estate, Grants, Security, Marketing and Customer Service, Secretary’s Office, and Sustainability. All fully and partially shared services positions will be under the sole direction and control of SMCTD’s General Manager.
- vi. Pursuant to the MOU, the JPB and SMCTD shall negotiate and execute an agreement that governs the provision of partially and fully shared services and shall define the scope of the partially and fully shared services allowing for input from the JPB concerning how those services will be periodically evaluated and adjusted. The arrangement and practices relating to shared services and cost allocation under the Indirect Cost Allocation Plan (ICAP) in effect as of January 1, 2022, shall only be changed through a negotiated process as set forth in the

MOU unless required by an ICAP prepared by SMCTD's consultant and by the Federal Transit Administration (FTA).

- vii. The JPB and SMCTD will not unreasonably withhold their consent to a shared services agreement or any subsequent amendment thereto.

D. The Boards of the JPB and SMCTD have on two different occasions, first in February of 2023 and then in 2024, agreed to establish the position of Caltrain Chief Safety Officer reporting directly to the Caltrain ED and the positions of Senior Rail Safety Officer, Rail Safety Officer, and System Safety Officer reporting directly to the Caltrain Chief Safety Officer and to authorize Caltrain to add additional rail safety positions as Caltrain deems necessary to support railroad safety. These positions are deemed to be "direct services" positions under the MOU and are subject to the Caltrain salary ordinance, and employee manual and policies.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing, the JPB and SMCTD (sometimes hereinafter referred to as the "Parties") agree to the following:

1. Services.

- a. General. SMCTD shall provide the JPB with "fully shared" and "partially shared" services as defined in paragraphs (b) and (c).
- b. Fully Shared Services. SMCTD shall provide the following fully shared services under the sole direction of the SMCTD General Manager who shall retain sole authority over the selection, hiring, annual goal setting, performance review, compensation, and termination of SMCTD fully shared services employee positions.
 - i. Human Resources;
 - ii. Contracts and Procurement;
 - iii. Information Technology;
 - iv. Civil Rights;
 - v. Marketing and Customer Service; and
 - vi. Accounting and Treasury

- vii. SMCTD's Secretary's Office
- viii. Sustainability Planning
- c. Partially Shared Services. SMCTD shall continue to provide partially shared services for the following functions: (1) Communications, Government and External Affairs, (2) Finance and Budgets, (3) Real Estate, (4) Grants, and (5) Security. These partially shared services shall, as described below, be provided by SMCTD in coordination with the Caltrain Director of Government and Community Affairs, the Caltrain Director of Budgets and Financial Analysis, the Caltrain Director of Real Estate and TOD, the Caltrain Director of Grants and Funds Management, and the Caltrain Chief Safety Officer or their designees (collectively referred to as "Caltrain Directors"). All positions performing partially shared services, other than those positions specifically called out above or additional positions that may be established pursuant to separate agreements (as was done with respect to the Safety positions described in Recital D above), shall remain under the overall direction of the SMCTD General Manager, who also retains sole authority over the selection, hiring, annual goal setting, performance review, compensation, and termination of those partially shared services employee positions . The purview of each of the Caltrain Directors working in the functional areas of partially shared services is set forth below:
 - i. Government and Community Affairs. The Caltrain Director of Government and Community Affairs shall provide direction, policy guidance, and strategy on all government and external affairs matters related to Caltrain, and shall determine the Caltrain work plan for Communications (as pertinent to external affairs only) and coordinate with the SMCTD Communications Chief to implement the direction of the JPB and the Caltrain ED;
 - ii. Finance and Budgets. The Caltrain Director of Budgets and Financial Analysis shall provide direction, policy guidance, and strategy on all financial analysis and budgeting matters related to Caltrain, and shall determine the Caltrain work plan for financial analysis and budgets and coordinate with the SMCTD CFO, who shall serve as the CFO of the JPB, to implement the direction of the JPB and the Caltrain ED;

- iii. Real Estate. The Caltrain Director of Real Estate and TOD shall provide direction, policy guidance, and strategy on all real estate transactions pertaining to Caltrain, and shall determine the Caltrain work plan for real estate and coordinate with the SMCTD Real Estate Director and/or Chief of Planning and Development to implement the direction of the JPB and the Caltrain ED;
 - iv. Grants. The Caltrain Director of Grants and Funds Management shall provide direction, policy guidance, and strategy on the pursuit and management of all grants and public funding sources of interest, and shall determine the Caltrain work plan for grants and coordinate with the SMCTD Director of Grants and Fund Management, and /or the CFO to implement the direction of the JPB and the Caltrain ED; and
 - v. Security. The Caltrain Chief Safety Officer shall provide direction, policy guidance, and strategy on all security matters related to Caltrain to the SMCTD General Manager or their designee, and shall determine the Caltrain work plan for security and coordinate with the SMCTD Director of Safety and Security to implement the direction of the JPB and the Caltrain ED.
- d. Changes to Shared Services. The Parties acknowledge and agree that the functions and services provided pursuant to this Agreement may be periodically updated, supplemented, or amended pursuant to Section 10 of this Agreement, subject to Section 2(F) of the MOU.

2. Manner of Providing and Evaluating Shared Services.

- a. Good Faith. SMCTD and the JPB each represent, warrant and covenant that the functions, services and obligations prescribed herein shall be provided in good faith, in accordance with applicable laws and agreements between the Parties, and in a professional manner.
- b. Work Plans. The JPB and SMCTD shall mutually develop proposed Work Plans for each functional area covered by fully and partially shared services as part of the biennial budget process. The Work Plans shall identify the anticipated projects and type of activities in each functional area required by the JPB for the two-year budget

- cycle to enable the Parties to determine the level of shared services required to achieve the Work Plans. The Parties shall complete the biennial Work Plans in a timely fashion for inclusion in the biennial budgets of both the JPB and SMCTD for approval, which may include revised fully and/or partially shared staffing in order to carry out the proposed Work Plans. The JPB shall modify the Work Plans on an annual basis, or more often, as necessary, to reflect changed conditions, in coordination with SMCTD. JPB and SMCTD staff shall meet on a quarterly basis to discuss the implementation of the Work Plans. SMCTD shall strive to provide the levels of service necessary to support the activities specified in the Work Plans and shall have sole and final authority in approving the schedules, type of work, and all personnel decisions for shared services and partially shared services employees.
- c. Key Performance Indicators. The JPB and SMCTD shall collaborate to develop key performance indicators (KPIs) based on the Work Plans to measure performance and shall maintain a performance dashboard accessible to both Parties for all fully and partially shared services. The agreed-upon KPIs shall be a basis for evaluating Caltrain and SMCTD's performance against the Work Plans for all fully and partially shared services. SMCTD shall retain full autonomy concerning personnel performance at the individual employee level for all fully and partially shared services employees.
- d. Reporting. KPIs shall be reported on an annual basis to the JPB and SMCTD Boards of Directors as part of a regular public meeting agenda item, in order to measure Caltrain and SMCTD's overall performance. The first annual report shall be provided to each board no later than three (3) months after the end of the first fiscal year in which the Agreement is in effect and every 12 months thereafter.
- e. Conflicts. SMCTD shall implement a wall between staff who are dedicated to supporting SMCTD and shared services staff who support the JPB in following circumstances: (1) when SMCTD (or one of the agencies for which it acts as managing agency) and the JPB are on different sides of a transaction, including but not limited matters related to governance and matters in which JPB and SMCTD's positions are adverse or potentially adverse; (2) when SMCTD and the JPB compete for the same pool of funds; and (3) when the JPB and SMCTD have different interests

- in matters pending before other bodies, including but not limited to, the Metropolitan Transportation Commission, the California Department of Transportation, the FTA, the California Legislature, and Congress. The wall shall prevent the transmission of confidential information between staff members on either side of the wall, and SMCTD and JPB shall collaborate to establish protocols to implement the wall, including identifying which staff members are on the JPB and SMCTD's sides and distributing a memorandum containing such information to relevant staff members to ensure that confidential information is not shared with staff on opposite sides of the wall.
- f. Evaluation Process for Shared Services. Except as provided in section 5, paragraph (a), on a quarterly basis, the SMCTD Chiefs responsible for each of the fully or partially shared services will meet with the Caltrain Chiefs or Directors in those areas to discuss the status of the Work Plans and the manner in which the shared services are provided. If deficiencies are noted in a given Work Plan or the delivery of services pursuant to the Work Plan, the subject SMCTD Chief and Caltrain Chief or Director will determine what steps are necessary to address the identified deficiencies. If additional resources are necessary to adequately address the noted issues, the SMCTD Chiefs and the Caltrain Chiefs or Directors shall work with the SMCTD Deputy General Manager and the Caltrain Chief of Staff to secure additional resources or to reprioritize work specified in the Work Plan.

3. **Budget Process; Fees; Payment.**

- a. Budget Process. For each biennial budget cycle, the Caltrain ED and SMCTD General Manager, or their designees, shall negotiate in good faith and approve budgets for fully and partially shared services based on the current level of services and JPB's estimates of anticipated services, as set forth in the Work Plans, and SMCTD's resources.
- b. Fees. In consideration for the performance of the Services by SMCTD, the JPB shall pay to SMCTD compensation (the "Service Fees") as provided for in the current biennial budget and subject to the current ICAP, payable pursuant to the monthly invoices referenced in Section 3(c).

- c. Payment. Caltrain shall pay the Service Fees to SMCTD pursuant to Section 3(b) on a monthly basis.
 - d. Reconsideration of Cost Reimbursement Methodologies. Within 12 months of the effective date of this Agreement, the Parties shall examine and consider different methodologies for determining Caltrain's reimbursement of SMCTD for shared services, subject to approval by the FTA if changes are proposed to the ICAP and recognizing that any change in methodology affects all agencies for which SMCTD serves as Managing Agency and must therefore meet the needs of all agencies, including SMCTD. The Parties shall also develop a process for SMCTD to invoice Caltrain for Service Fees with sufficient detail to allow Caltrain to verify the charges and for a biennial audit of ICAP charges with a true-up mechanism to address any corrections or updates in the preceding two-year budget cycle.
4. **Cooperation In The Recruitment and Evaluation of Staff.** The Parties shall cooperate with one another in connection with the recruitment and evaluation of staff, as further described below:
- a. Recruitment. When SMCTD recruits key personnel who provide fully or partially shared services to Caltrain, SMCTD shall ensure that Caltrain has an opportunity to provide input regarding the recruitment process. When Caltrain recruits employees to fill the positions of Director of Government and Community Affairs, Director of Budgets and Financial Analysis, Director of Real Estate and TOD, Director of Grants and Funds Management, and Chief Safety Officer, Caltrain shall ensure that SMCTD has an opportunity to provide input in the recruitment process.
 - b. Performance Evaluation and Goal Setting. SMCTD shall solicit input from Caltrain regarding the performance and goal setting of SMCTD employees who lead departments that provide fully or partially shared services and those employees who are primarily dedicated, or provide key services, to Caltrain in accordance with processes agreed to by the SMCTD GM and the Caltrain ED.
 - c. Role of Caltrain ED. The Caltrain ED shall have sole authority with respect to employment decisions involving Railroad employees, subject to the Caltrain

employment policies and salary ordinance, and shall cooperate with the SMCTD GM in implementing this Agreement.

- d. Role of SMCTD GM. The SMCTD GM shall have sole authority with respect to employment decisions involving all shared and partially shared services employees, and shall cooperate with the Caltrain ED in implementing this Agreement.

5. **Dispute Resolution.** The Parties intend to work through any disputes that may arise at the earliest possible stage. If a dispute under this Agreement and the MOU cannot be resolved by the Parties, upon the written request of either of the Parties, the matter will be dealt with in accordance with the procedures set forth in this section.

- a. Level One. If the dispute involves shared or partially shared services, the dispute shall be referred to the SMCTD Chief and the Caltrain Chief or Director in the service area in which the dispute arises. Other disputes shall be addressed by Caltrain and SMCTD executives designated by the Caltrain ED and SMCTD GM, respectively. For any matter designated by the initiating Party as “urgent,” the other Party will make its first response within twenty-four (24) hours. Unless a matter is designated “urgent” by the initiating Party, the other Party shall respond within three (3) business days, or within such other period as the Level One persons may agree in writing. The Level One persons shall attempt to resolve the dispute through good faith discussions.
- b. Level Two. If the Level One Persons are unable to resolve the dispute, the matter shall be referred to the SMCTD GM and the Caltrain ED for resolution. The SMCTD GM and Caltrain ED shall meet as soon as is practicable after the referral, but in no event more than one week from the date of referral. The SMCTD GM and Caltrain ED shall attempt to resolve the dispute through good faith discussions.
- c. Level Three. If the SMCTD and Caltrain ED are unable to resolve the dispute, the matter shall be elevated to the SMCTD and JPB Board Chairs or Vice Chairs, who shall meet with the SMCTD and Caltrain ED in an effort to resolve the matter.
- d. Alternative Dispute Resolution. If the dispute is not resolved at the Third Level, the Caltrain ED and SMCTD General Manager may agree to a method of non-binding, alternative dispute resolution.

6. **Employment Authority:** All Railroad positions shall be considered employees of the JPB. All fully and partially shared services positions shall be considered employees of SMCTD. Each entity shall maintain complete and final authority and control over the manner and means of performing all work, providing any final work product, as well as all aspects of employment and personnel decisions, subject to the applicable salary ordinance and employee manual and policies.
7. **Effect of Agreement:** Nothing in this Agreement is intended or will be interpreted to have the effect of amending or superseding the rights, requirements, or obligations in any existing contracts among the Member Agencies or the Member Agencies and the JPB.
8. **Attorneys' Fees and Costs.** Each party to this Agreement shall bear its own costs in connection with negotiating, drafting, and approving this Agreement and in connection with the resolution of conflicts arising under this Agreement.
9. **Term of Agreement.** This Agreement shall remain in effect until such time as: (1) the Parties mutually agree to amend or terminate the Agreement or (2) one year after SamTrans provides notice that it will no longer serve as the Managing Agency of Caltrain.
10. **Governing Law.** This Agreement shall be interpreted, construed, and enforced in accordance with the laws of California.
11. **Successors.** This Agreement shall be binding upon and shall inure to the benefit of the respective successors and assigns.
12. **Representation.** The JPB and SMCTD have each been represented by independent counsel with respect to the negotiations and approval of this Agreement.
13. **Entire Agreement.** This Agreement constitutes the entire agreement of the Parties with respect to its subject matter and supersedes any prior oral or written understanding on the same subject.

14. Costs of Implementation. The JPB and SMCTD shall share equally the cost of implementation of this Agreement, including costs of external consultants that may be jointly retained to support that effort.

15. **Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed an original, but both of which together shall be deemed an entire Agreement.

In witness whereof the parties have entered into this Agreement on the date first written above with the intent to be legally bound.

PENINSULA CORRIDOR JOINT POWERS BOARD

By: _____

Michelle Bouchard
Executive Director, JPB

Approved as to form by:

By: _____

James C. Harrison
General Counsel, JPB

SAN MATEO COUNTY TRANSIT DISTRICT

By: _____

April Chan
General Manager, SMCTD

Approved as to form by:

By: _____

Joan Cassman
General Counsel, SMCTD

**Peninsula Corridor Joint Powers Board
Staff Report**

To: JPB Board of Directors

Through: Michelle Bouchard, Executive Director

From: Casey Fromson, Chief of Staff

For: January 2026 JPB Board of Directors Meeting

Subject: **Receive Update on the Corridor Crossing Strategy**

<input type="checkbox"/> Finance Committee Recommendation	<input type="checkbox"/> Technology, Operations, Planning, and Safety Committee Recommendation	<input type="checkbox"/> Advocacy and Major Projects Committee Recommendation
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Purpose and Recommended Action

Staff are providing the Peninsula Corridor Joint Powers Board (Board) with an informational update on the Corridor Crossing Strategy (CCS) – the effort that defined a systematic corridor-wide approach - the “coordinated approach” - to deliver safety enhancements (e.g., near-term at-grade improvements) and crossing eliminations (e.g., closures or grade separations eliminating rail and road conflicts) on the Caltrain corridor.

CCS is to become the unified strategic framework to improve safety and mobility where Caltrain tracks intersect with local roads. By using a data-driven and transparent approach, the CCS sequences and integrates delivery for both near-term safety enhancements and long-term elimination projects into two programs: the Safety Enhancement Program and the Elimination Program.

Discussion

Informed by robust discussions with the corridor partners (Transportation Authorities, Cities and Corridor stakeholders), Caltrain developed the Safety Enhancement Program and Elimination Program to strengthen its commitment to connecting communities, enhancing safety and reducing congestion and risks along and across its corridor.

Caltrain proposes to establish and facilitate the launch of these Programs under the CCS unified strategic umbrella because Caltrain and its corridor partners need:

- **A safe and accessible corridor:** We have a shared goal of enhancing safety and improving connections for everyone who lives, works, and travels on, along, and through the Caltrain corridor.

- **One corridor voice:** By aligning Caltrain, Transportation Authorities, and cities under one coordinated framework, we can plan and deliver safety projects more effectively—speaking with one corridor voice to achieve shared goals for safety, mobility, and community benefit.
- **Local benefits sooner:** Safer crossings mean more comfort for people walking or biking, small businesses benefit from more inviting environment. Neighborhoods are easier to navigate and calmer. The coordinated corridor approach helps corridor partners invest resources into projects that yield early benefits, creating meaningful quality-of-life improvements sooner.
- **Strategic and transparent funding decisions:** With constrained funding at the federal, state, and local levels, a corridor-wide program ensures that every dollar is directed where it delivers the greatest safety, mobility, and community benefit. Through a data-driven and transparent process, partners can assess tradeoffs and make transparent decisions that prioritize projects that are most competitive for external funding and deliver the highest public value.
- **Efficient and accountable delivery:** A unified program structure provides clear visibility into project status and progress, fostering coordination, consistency, and accountability across all partners.

Staff will present an overview of CCS Programs funding and policy oversight structure, the delivery approach, critical context on the funding landscape, the data-driven methodology and criteria that lead to the sequence lists, as well as the proposed sequence lists for the near-term Safety Enhancement Program and the long-term Elimination Program.

Staff will also present its plan to implement baseline safety enhancements at all crossings along Caltrain-owned corridor in order to yield benefits as soon as possible. Baseline safety enhancements are quick to implement and more fundable improvements that Caltrain is committed to deliver as part of the Safety Enhancement Program.

The CCS programs will be implemented by integrated, cross-functional teams that standardize designs, reduce redundancies, leverage economies of scale, and pursue innovative delivery methods that streamline construction and minimize service disruptions. This coordinated structure enables faster, more consistent, and more cost-effective project delivery across the corridor.

Oversight will be strengthened through a new Funding and Policy Oversight group composed of Caltrain, corridor cities, and transportation authorities, ensuring transparency and shared accountability. An Executive Sponsor and Steering Committee will provide quarterly updates through established communication processes and will directly guide the Safety Enhancement and Elimination program teams.

Together, this governance and delivery model represents a step-change for the corridor—bringing partners into one coordinated system to deliver safety and mobility improvements more efficiently than ever before.

As for any CCS product, feedback from corridor partners is essential to success. The Draft Programs Initiation Report incorporates preliminary feedback from Transportation Authorities staff, Cities and corridor partners. Staff will continue to seek comments from all corridor partners over the coming months including at two in-person workshops with the corridor jurisdictions staff and elected officials in early December.

Staff plans to return to the Board in early 2026 with updated information based on the feedback received.

Budget Impact

The project has no impact on budget.

Prepared By: Nicole Soultanov Deputy Director, Capital Planning 11/06/2025

**Peninsula Corridor Joint Powers Board
Citizens Advisory Committee**

1250 San Carlos Avenue, San Carlos, CA 94070

DRAFT Minutes of December 17, 2025

Members Present: D. Albohm, R. Kutler, K. Linquist, M. Pagee (Alternate), M. Thurber, P. Wickman (Alternate), P. Leung (Vice Chair), A. Brandt (Chair)

Members Absent: W. Abbott, M. Ayub, R. Sarathy

Staff Present: T. Burgwyn, A. Feng, T. Huckaby, L. Ko, B. Tietjen, H. Zhu

1. Call to Order

Chair Brandt called the meeting to order at 5:43 pm.

2. Roll Call

Lauryn Ko, CAC Secretary, called the roll and confirmed a Committee quorum was present.

3. Pledge of Allegiance / Safety Briefing

Chair Brandt led the Pledge of Allegiance and delivered the safety briefing.

4. Consideration of requests, if any, of committee members to participate remotely due to Emergency Circumstances – There were none.

5. Report of the Nominating Committee

a. Election of the 2026 Chair and Vice Chair

Member Linquist reported that the Nominating Committee selected Patricia Leung as Chair and Adrian Brandt as Vice Chair.

Motion/Second: Linquist/Thurber

Ayes: Albohm, Kutler, Linquist, Pagee, Thurber, Wickman, Leung, Brandt

Noes: None

Absent: Abbott, Ayub, Sarathy

6. Approval of Meeting Minutes for November 19, 2025

Motion/Second: Pagee/Wickman

Ayes: Albohm, Kutler, Linquist, Pagee, Thurber, Wickman, Brandt

Noes: None

Abstain: Leung

Absent: Abbott, Ayub, Sarathy

7. Public Comment for Items Not on the Agenda

Jeff Carter commented on 2026 CAC elections and ridership growth with upcoming major events.

Roland commented on the London's Crossrail and Tokyo Metro.

8. Report of the Chair

Chair Brandt reported on holiday train feedback, grade separation and quiet zone updates, Clipper 2 issues, and ongoing electric municipal unit (EMU) maintenance concerns.

Public Comment

Roland commented on Castro station gate crossing safety, cost-efficient improvements, and EMU maintenance.

9. Brown Act Amendments

Anna Myles-Primakoff, Legal Counsel, Olson and Remcho, and Quentin Barbosa, Legal Counsel, Olson Remcho, provided the presentation that included the following:

- Senate Bill (SB) 707 expansion of Brown Act exceptions, including remote meetings for subsidiary bodies
- CAC can meet fully remote for 6 months; staff and public must have on-site access
- Board approval needed; reviewed every 6 months

The Committee Members had a robust discussion and staff provided further clarification in response to the Committee comments and questions, which included the following:

- Physical location requirement with remote meeting flexibility
- Preference for in-person attendance when possible
- Technology requirements and member-only video/audio rules
- Public participation

Public Comment

Jeff Carter commented on quorum requirements, public participation, and remote meeting requirements.

Roland commented on relocating meetings further south to ensure fair representation along the Caltrain corridor.

Adina Levin commented on member participation flexibility.

10. Next Generation Clipper Update

Taylor Huckaby, Deputy Chief, Communications; Hui Zhu, Data Analyst, Finance; and Angus Davol, Metropolitan Transportation Commission (MTC), provided the presentation that included the following:

- Clipper scanner issues and identified issues on the backend

- Staff training and communications (web, social, signage, multilingual)
- Phase 1: Caltrain user conversion by February 2026
- Phase 2: promotions after system stability; tap-on/tap-off messaging planned post-conversion

The Committee Members had a robust discussion and staff provided further clarification in response to the Committee comments and questions, which included the following:

- Transition to end-zone passes with grace period
- Automatic refunds during transition
- Monthly pass holders tapping behavior
- Real-time account balance visibility; minimum balance and overall tagging policies
- Accessibility and customer service considerations
- Scanner battery and signal reliability
- Senior discount implementation

Public Comment

Jeff Carter commented on monthly zone pass Clipper usage and Clipper 2 bugs.

Roland commented on scanners, Clipper Executive Board and MTC feedback opportunities, and tapping procedures and benefits.

Adina Levin commented on fare and payment issues, public feedback involvement, open payment issues, discount accessibility, and vendor accountability.

11. Major Events 2026

Brent Tietjen, Manager, External Affairs, provided the presentation that included the following:

- Local and visitor transportation services and language accessibility for 2026 Super Bowl and Federation Internationale de Football Association (FIFA) events
- Half-hourly trains with on-call pre/post-event service
- Increased staffing, patrols, security, and interagency coordination
- Enhanced communication, wayfinding, and rider outreach
- Promotion of open payment and Next Generation Clipper options
- Funding support sources

The Committee Members had a robust discussion and staff provided further clarification in response to the Committee comments and questions, which included the following:

- Super Bowl ridership slightly above typical 49ers game
- Bathroom services and placement
- Connection coordination with Santa Clara Valley Transportation Authority (VTA), Bay Area Rapid Transit District (BART), and Capitol Corridor

- Late night service provisions

Public Comment

Jeff Carter commented on late night service provisions, event-related bottlenecks, coordination, and equitable fare costs.

Adina Levin commented on open payment promotion, clear signage, and multi-agency game-day pass availability.

Roland commented on past proposals for special rail service to Great America and related infrastructure challenges.

12. Staff Report (Ted Burgwyn)

10.a. Customer Experience Task Force Update

Theodore Burgwyn, Acting Chief Operating Officer, provided the presentation that included the following:

- Stable on-time performance (OTP), with November at 94 percent, December to date at 96.6 percent; delays mostly from trespassers and vehicles
- Average weekday ridership around 37,800; seasonal dip expected
- Restored electric service to Tamien Station on January 31, 2026; holiday schedules updated
- Holiday Train experience
- Spares accommodating ongoing Federal Railroad Administration (FRA) inspections
- Restroom monitoring and automatic passenger counter (APC) system in-progress improvements
- Train car display troubleshooting and re-prioritization
- Wireless crossing updates
- Quiet car initiatives

The Committee Members had a robust discussion and staff provided further clarification in response to the Committee comments and questions, which included the following:

- Holiday train feedback
- Alma Street pedestrian strike transparency
- Quiet car preparation
- Handbraking solutions
- Track restroom issues via data/statistics
- EMU maintenance issues
- Received correspondence

Public Comment

Roland commented on bike occupancy displays and proper maintenance of bathrooms and flat spots.

10.b. JPB CAC Work Plan Update

Chair Brandt requested that CAC be included in policy changes.

Public Comment

Adina Levin commented on open seats for Network Management Customer Advisory Group reserved for transit agency advisory bodies.

Roland commented on Union Pacific (UP) nighttime activities around the Port of San Francisco.

13. Committee Member Requests – There were none.

14. Date/Time/Location of Next Regular Meeting: Wednesday, January 21, 2026 at 5:40 pm at via Zoom and in person at the San Mateo County Transit District, Bacciocco Auditorium, 2nd Floor, 1250 San Carlos Avenue, San Carlos, CA.

15. Adjourn – The meeting adjourned at 8:22 pm.