

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

MINUTES OF JANUARY 6, 2022

MEMBERS PRESENT: C. Chavez (arrived 9:10am), D. Davis (Chair), J. Gee, S. Heminger (Vice Chair), G. Hendricks, D. Pine, C. Stone, S. Walton, M. Zmuda

MEMBERS ABSENT: None

STAFF PRESENT: M. Bouchard, D. Hansel, S. Petty, J. Harrison, A. Myles-Primakoff, K. Yin, P. Shrestha, B. Shaw, D. Santoro, C. Fromson, , A. Simmons, R. Barnard, L. Leung, D. Seamans, S. Wong

1. CALL TO ORDER / PLEDGE OF ALLEGIANCE

Chair Dev Davis called the meeting to order at 9:00 am and led the pledge of allegiance.

2. ROLL CALL

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

3. ADOPT FINDINGS OF A PROCLAIMED STATE OF EMERGENCY, RECOMMENDATIONS FOR SOCIAL DISTANCING, AND IMMINENT RISKS TO HEALTH AND SAFETY FROM IN-PERSON MEETING AND APPROVE MEETING REMOTELY FOR 30 DAYS

Motion/Second: Hendricks/Gee

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

Noes: None

Absent: Chavez

4. GENERAL COUNSEL REPORT – CLOSED SESSION:

- a. Closed Session: Closed Session: Conference with Legal Counsel – Anticipated Litigation. Significant exposure to Litigation pursuant to Government Code Section 54956.9(b): One case**

5. GENERAL COUNSEL REPORT – REPORT OUT FROM ABOVE CLOSED SESSIONS

*The Board convened in closed session at 9:06 am
The Board reconvened in regular session at 9:41 am*

General Counsel James Harrison stated that there were no reportable actions.

6. PUBLIC COMMENTS FOR ITEMS NOT ON THE AGENDA

Jeff Carter, Millbrae, expressed condolences regarding Richard Gee.

Aleta Dupree, Oakland, commented on Clipper START.

Adrian Brandt, San Mateo County, commented on vaccinating staff, ridership, sick days, and tariffs.

Vaughn commented on the high speed rail in Tibet and the benefits of the electric railroad to the environment.

Cody commented on the monthly passholder concerned about the decrease in regularly scheduled trains.

7. CONSENT CALENDAR

- a. Approve Regular Meeting Minutes of December 2, 2021 and Special Meeting Minutes of December 6, 2021**
- b. Receive Key Caltrain Performance Statistics – November 2021**
- c. Report of the Chief Financial Officer (CFO)**
- d. Accept Statement of Revenues and Expenses for the Period Ended November 30, 2021**
- e. Accept On-Call Transportation Planning and Consultant Support Services Update**
- f. Adopt 2022 Legislative Program**
- g. State and Federal Legislative Update**
- h. Metropolitan Transportation Commission (MTC)/Regional Update**

Motion/Second: Hendricks/Stone

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

Noes: None

Absent: None

8. DRAFT RECOMMENDATION ON CALTRAIN GOVERNANCE

Chair Davis noted all the prior meetings and additional work done by all Board members and provided a proposed framework for the discussion today to the Board.

Sebastian Petty, Deputy Chief of Planning, provided the presentation, which included the following:

- Review of the governance process
- Feedback on the straw proposal and overview of revised proposal (key changes)
- Board discussion and potential action

Michelle Bouchard, Acting Executive Director, thanked the Chair, the Board, and staff for their work and reiterated the need for Caltrain to focus on recovery, regional growth, and serving customers going forward.

Public Comment

Aleta Dupree, Oakland, commented on the document, supermajorities, and owed debts.

Jeff Carter, Millbrae, commented on moving forward for Caltrain operations, recovering ridership, supermajority concerns, paying debts and moving ahead.

Adrian Brandt, San Mateo County, commented on moving forward, re-focusing on ridership, optional language in the presentation, and seamlessness of motorists in Bay Area.

Jonathan Kass, San Francisco Bay Area Planning and Urban Research Association (SPUR), commented on refocusing on the service vision, ridership, customer patterns, major capital projects, and challenges ahead,

Don Cecil, San Mateo County Economic Development Agency (SAMCEDA), commented on focusing on pandemic recovery, PCEP, downtown extension, extending service to Gilroy, and reaching closure.

Adina Levin, Friends of Caltrain, commented on continuing services and reaching an agreement to focus on challenges of running Caltrain.

Nishant Kheterpal, San Francisco, commented on reaching an agreement to refocus on Caltrain regional works, capital projects, electrification, wrapping up governance discussions, and improving daily transit.

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

- Managing agency roles and repayment issues
- Whether the Board can have the managing agency answer questions
- Joint Powers Agreement (JPA) agreement and signatories
- Gilroy service responsibility
- JPB authority to enter into contracts
- JPB ability with hiring, firing, and evaluating managing agency staff
- Eliminating prior agreements and starting fresh with clearer agreements for future board members
- What it takes to change existing JPA
- Principal owed, SamTrans amount in 2008, and status of current repayment efforts
- Resolution 2020-42 and JPB's commitment to changes in the governance structure
- Oversight regarding hiring of Executive Director
- Metropolitan Transportation Commission's (MTC) letter regarding Right of Way (ROW) repayment
- Requesting non-credit repayments
- How the current managing agency best serves the interest of the JPB and Caltrain riders

Motion/Second: Stone/Pine – Moved, upon repayment of the \$19.8 million, SamTrans to retain managing agency status

Ayes: Gee, Pine, Stone, Heminger

Noes: Chavez, Hendricks, Walton, Zmuda, Davis

Absent: None

Motion did not pass/failed.

Motion/Second: Davis/Hendricks **moved that upon repayment of the \$19.8 million principal owed under the 2008 RPOAA amendment, SamTrans reconvey the Right of Way (ROW) title to the JPB in San Mateo County and relinquish their tenant-in-common, with repayment made in a non-credit manner (added to Part A of the term sheet).**

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

Noes: Stone

Absent: None

Motion/Second: **Heminger/Stone moved to replace the date in Option Language A5 with a commitment for developing a deadline for an expeditious completion of work with Metropolitan Transportation Commission (MTC)**

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

Noes: Stone

Absent: None

The Board took a break from 11:32 am to 11:37 am

The Board members continued their discussion, which included on the following:

- The Executive Director having full authority over staff
- Having an option for a simple majority (with a member from each county) on the decision to hire and fire the Caltrain Executive Director
- Interest Rates on repayment
- What is currently guiding the JPB
- San Mateo's current veto ability
- Agreed to hold an additional Special Meeting to further discuss governance issues, particularly the managing agency and executive director role, additional compensation to SamTrans, and shared equity.

9. REPORTS – *Items 9 a through 9 d.i were deferred to the next Regular Board meeting*

a. Report of the Citizens Advisory Committee

b. Report of the Chair *(oral)*

c. Report of the Transbay Joint Powers Authority (TJPA) *(oral)*

d. Report of the Executive Director

- i. Peninsula Corridor Electrification Project (PCEP) Monthly Progress Report – November 2021

10. REPORT OF THE NOMINATING COMMITTEE

a. Election of Officers for 2022 (Hendricks/Pine /Zmuda)

Director Pine stated the nominating committee nominated Director Heminger Chair of Board and Charles Stone Vice Chair.

Public Comment

Aleta Dupree, Oakland, expressed appreciation for outgoing Chair Dev Davis.

Motion/Second: Pine/Chavez

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

Noes: Stone

Absent: Walton

b. Resolution of Appreciation for Former Chair Dev Davis

Chair Heminger and Board Members expressed their thanks and appreciation to former Chair Davis.

Motion/Second: Chavez/Gee

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

Noes: Stone

Absent: Walton

11. CORRESPONDENCE

Correspondence was available online.

12. BOARD MEMBER REQUESTS

Chair Davis requested Board members respond to District Secretary Seamans on future poll to schedule the special meeting.

13. DATE/TIME OF NEXT REGULAR MEETING:

Thursday, February 3, 2022 at 9:00 am via Zoom (additional location, if any, to be determined).

14. ADJOURN

The meeting adjourned at 1:43 pm in memory of Richard (Dick) Gee.

An audio/video recording of this meeting is available online at www.Caltrain.com. Questions may be referred to the Board Secretary's office by phone at 650.508.6242 or by email to Board@Caltrain.com.