

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

Special Meeting Minutes of June 23, 2022

Members Present: C. Chavez, D. Davis, J. Gee, S. Heminger (Chair), G. Hendricks, D. Pine, C. Stone (Vice Chair), S. Walton, M. Zmuda

Members Absent: None

Staff Present: M. Bouchard, G. Martinez, S. Petty, J. Harrison, G. Rogers, C. Fromson, D. Seamans, S. Wong, K. Scribner

1. Call to Order / Roll Call

Chair Steve Heminger called the meeting to order at 8:30 am and led the pledge of allegiance. District Secretary Dora Seamans called the roll and a quorum was confirmed.

2. Approve Memorandum of Understanding Relating to JPB Governance Among and Between the Peninsula Corridor Joint Powers Board, the Santa Clara Valley Transportation Authority, the San Mateo County Transportation District, and the City and County of San Francisco

Chair Heminger explained the purpose of the meeting for the Joint Powers partners to review and approve a Memorandum of Understanding (MOU) on governance.

Michelle Bouchard, Acting Executive Director, recognized Sebastian Petty, Deputy Chief Caltrain Planning, and General Counsel James Harrison for working with the Board, member agencies, and the general managers towards this point.

James Harrison, Legal Counsel, provided the presentation, which included the following:

- Background on SamTrans' investment, serving as the managing agency until repaid, and member agencies' payments to SamTrans to date
- Measure RR, Resolution 2020-42, and recent member agencies' agreements
- Differences and consistencies between the MOU and term sheet
- Once Metropolitan Transportation Commission (MTC) pays \$19.6 million, SamTrans relinquishes tenancy-in-common interest and other property interests to the JPB
- MOU Terms included establishment of a separate Caltrain Executive Director (ED) who reports to the JPB for hiring, review, and goal setting; established 5 new direct reports to the ED; provides for negotiation and execution of shared services agreement
- Payments by MTC, City and County of San Francisco (CCSF), and the VTA (Santa Clara County Valley Transportation Authority)
- Timeline for negotiation of amendments to the Real Property Ownership Agreement (RPOA)/Joint Powers Agreement (JPA), indemnification, and reversion

- Recommendation to approve the MOU and authorize ED to execute upon approval by Member Agencies and take actions necessary to implement the MOU once executed
- Next Steps included future Member Agencies Board action, payments to be made, and negotiations on amendments to the RPOA and then JPA amendments

The Board members had a discussion and staff provided further clarification in response to the Board comments and questions regarding the following:

- Amending Page 3 of the MOU about contract operator to *“TASI services or any other contract operator that JPB chooses”*
- Check above amendment with SamTrans and include in JPB resolution
- Having a regular report out to the board/committee for updates
- Knowing who is accountable and how to have to them appear before Board

Public Comment

Don Cecil expressed support for moving this forward.

Adrian Brandt, San Mateo County, expressed support for moving this forward.

Adina Levin, Friends of Caltrain, commented on moving forward and refocusing on challenges and opportunities ahead.

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

- Have a calendar or chart outlining what needs to be done in sequence and payments statuses
- Update the MOU language to refer to any contract operator contracted/selected by the JPB
- Have a regular report out for the full Board or a Board committee and knowing who are the staff lead(s) for each agency

Chair Heminger thanked the Metropolitan Transportation Commission (MTC) for their payment, Board members for their contributions to the governance process, and General Counsel.

Motion/Second: Chavez/Stone

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

Noes: None

Absent: None

3. Adjourn

The meeting adjourned at 8:59am.

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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.