

**Peninsula Corridor Joint Powers Board
Finance Committee Meeting
1250 San Carlos Avenue, San Carlos CA 94070
Minutes of November 21, 2022**

Members Present: Jeff Gee, Glenn Hendricks, Monique Zmuda (Chair)

Members Absent: None

Staff Present: M. Bouchard, J. Harrison, A. Myles-Primakoff, G. Martinez, L. Millard-Olmeda, R. Hinchman, B. Thompson, K. Yin, J. Ye, R. Nielsen, S. Sargent, C. Mobley-Ritter, L. Leung, D. Santoro, M. Reggiardo, D. Chazan, R. Barnard, D. Seamans, S. Wong, K. Scribner

1. Call to Order/Pledge Of Allegiance

Chair Monique Zmuda called the meeting to order at 2:30 pm and led the Pledge of Allegiance

2. Roll Call

District Secretary Dora Seamans confirmed the presence of a Board quorum.

3. District Public Hearing for Proposed Monthly Pass Product Changes

Bruce Thompson, Manager, Fare Program Operations, provided a presentation, which included the following:

- Monthly pass recommendation
- Required tag on and off for every ride
- Previously not used

Public Comment

Adrian Brandt, San Mateo County, commented on the fixed fare zone boundary and addressing fare inequity.

Kevin Su commented on disposing of older clipper readers.

Bruce Thompson, Manager, Fare Program Operations, responded on destination behavior, GoPass, participants tagging on and off for every single ride, leniency for initial transition, and Clipper reader removal within the next month.

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

- The number of validators providing data
- Whether this motion includes a policy change

- Whether most larger transit systems have tap on/off or closed gate
- Using tap on/off data to look at the fare structure regarding fare zones

4. Adopt Caltrain Monthly Pass Proposed Changes

Motion/second: Hendricks/Gee

Ayes: Gee, Hendricks, Zmuda

Noes: None

Absent: None

5. Public Comment For Items Not On The Agenda

Adrian Brandt, San Mateo County, commented on California's surplus and shortfall in one year, causing issues on megaproject and infrastructure.

Sarah commented on the treatment of young people treatment on Caltrain and better communication and education regarding rules.

Kevin Su, commented on the monthly pass system and travelling outside their usual zone.

6. Consent Calendar

6a. Meeting Minutes of October 24, 2022

6b. Approve 2023 Finance Committee Calendar

6c. Accept Quarterly Fuel Hedge Update (1st Quarter 2023)

Motion/second: Gee/Hendricks

Ayes: Gee, Hendricks, Zmuda

Noes: None

Absent: None

7. Accept Statement of Revenues and Expenses for the Period Ending October 31, 2022

Grace Martinez, Acting Chief Financial Officer, stated revenues were currently higher than expenses.

Motion/second: Gee/Hendricks

Ayes: Gee, Hendricks, Zmuda

Noes: None

Absent: None

8. Award of Contract to Provide Energy Regulatory and Other Legal Services

Director Gee recused himself from this item.

James Harrison, Legal Counsel, provided a presentation that included the following:

- Awarded to Davis Wright Tremaine (DWT)
- PG&E required to reimburse Caltrain for 60 percent of the cost of construction
- Budget impact
- Staff Recommendation
- \$200k for two year term

Public Comment

Adrian Brandt, San Mateo County, commented on engaging Peninsula Clean Energy for substations.

The Board had a discussion and staff provided further clarification in response to the Board members comments and this contract having the option for going Clean Energy.

Motion/second: Hendricks/Zmuda moved to authorize the Executive Director

Ayes: Hendricks, Zmuda

Noes: None

Absent: None

Recused: Gee

9. Authorize an Amendment to the On-Call Railroad Business Operations and Systems Support Services Contracts

David Santoro, Acting Chief Operating Officer, Rail, provided a presentation, which included the following:

- Provided background information on the On-Call contract
- Significance of the contract and addressing operational needs
- Amendment 2 Justification
- Staff Recommendation

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

- The anticipated amount taking Caltrain through the electrification program
- The utilization of various consultant firms listed
- Contract going into 2026

Public comment

Adrian Brandt, San Mateo County, commented on U.S. costs versus European/East costs and having in-house expertise and not farming it out for premium rates.

Kevin Su commented on electrification, how much would it increase in 2024, and when the San Francisco electrification portion be would be completed.

Motion/second: Hendricks/Gee

Ayes: Gee, Hendricks, Zmuda

Noes: None

Absent: None

10. Diridon Business Case: Amendment to Funding Agreements

Melissa Reggiardo, Manager, Caltrain Planning, provided a presentation, which included the following:

- Diridon Integrated Station concept plan
- Business Case funding
- Action

Motion/second: Hendricks/Gee

Ayes: Gee, Hendricks, Zmuda

Noes: None

Absent: None

11. Authorization to Amend Funding Agreements with the California Department of Transportation for the San Mateo Grade Crossing Improvements Project

Rob Barnard, Deputy Chief, Rail Development, provided a presentation, which included the following:

- Project Significance and Background
- Goals and scope of work
- Funding agreements
- Staff Recommendations

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

- This not coming from budgetary funds but putting funds into the correct bucket
- Estimated completion date: next Spring 2023

Public comment

Adrian Brandt, San Mateo County, commented on \$3M crossing for quad gates and looking forward to a pilot to block stray cars.

Motion/second: Gee/Hendricks

Ayes: Gee, Hendricks, Zmuda

Noes: None

Absent: None

12. Award of Contracts to Nomad Digital, Inc. for Broadband Communications Services

Kevin Yin, Director of Contracts and Procurement, provided a presentation, which included the following:

- Came to finance committee in June to update regarding Caltrain services
- Project overview (provide train to wayside communication, & xxx)
- Long time goal for Caltrain to provide Wifi to its passengers
- Current effort started in 2019, requirements based RFP
- Unlocks existing fiber backbone capacity to revolutionize the way Caltrain maintains & provides service
- RFP requirements
- Project Conceptual Design
- Procurement schedule
- Received 4 proposals, live system demonstrations conducted with both
- Live demonstration done to test proof of concept; ran trains to test technical capacity for
- Nomad digital system results
- Customer Experience
- Project Costs (\$28.8M)
- Phased funding plan
- System implementation and deployment contract

Kevin Yin, Director of Contracts and Procurement, detailed Icomera's protest and Caltrain's response.

Gabriel Lopez-Bernal, President, Icomera North America, spoke about the following:

- Selection of committee members
- Broadband report departed from minimum requirement
- Bias as Caltrain did not disclose committee members
- Voiced preferences for 57-71 ghz wave

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

- The minimum for the Request for Proposal (RFP)
- Whether committee selection/disclosure was promised

- Not disclosing individuals on the panel
- Results of demonstration indicated one firm superior to other

Public comment

Adrian Brandt, San Mateo County, commented on megabyte and megabit differences, and concerns regarding bleeding edge solutions.

Motion/second: Hendricks/Gee moved to reject the appeal

Ayes: Gee, Hendricks, Zmuda

Noes: None

Absent: None

Motion/second: Hendricks/Gee moved to approve the contract to Broadband Digital

Ayes: Gee, Hendricks, Zmuda

Noes: None

Absent: None

13. Award of Contract for Watkins Avenue Grade Crossing Improvements Project

Rob Barnard, Deputy Chief, Rail Development, provided a presentation, which included the following:

- Project Goals
- Project Significant
- Scope of Work
- Bid Prices
- Lowest Responsive and Responsible Bidder
- Overall Project Schedule
- Project Budget
- Staff Recommendations

The Board had a discussion and staff provided further clarification in response to the Board members comments on what the other funds will be used for as not all of the construction work is with Granite Rock.

Public Comment

Adrian Brandt, San Mateo County, commented on the cost for quad gates.

Motion/second: Hendricks/Gee

Ayes: Gee, Hendricks, Zmuda

Noes: None

Absent: None

14. Authorize an Amendment to Contract No. 19-J-P-073 with HDR Engineering, Inc. for Engineering Consultant Design Services

Rob Barnard, Deputy Chief, Rail Development, provided a presentation, which included the following:

- Background
- Projects covered by this contract
- Staff Recommendation

The Board had a discussion and staff provided further clarification in response to the Board members comments and questions on baselining the agreement to reduce multiple amendments.

Motion/second: Hendricks/Gee

Ayes: Gee, Hendricks, Zmuda

Noes: None

Absent: None

15. Authorize Amendment to On-Call Owner's Representative Electrification Support Services Contract 14-PCJPB-P-007 for the Caltrain Modernization Program

Pranaya Shrestha, CalMod Chief Officer, provided a presentation that included the following:

- Staff recommendations
- Gannett Fleming Inc. Services
- Contract Capacity Increase & Extension
- There is no impact to PCEP Adopted Program Budget of \$2.44 billion
- Increasing the contract total will not obligate the JPB to purchase any specific level of service from G&F as work directives are negotiated and issued on an as -needed basis

The Board had a discussion and staff provided further clarification in response to the Board members comments and questions, regarding responsible party for as-builts and as-built auditing.

Motion/second: Hendricks/Gee

Ayes: Gee, Hendricks, Zmuda

Noes: None

Absent: None

16. Increase Contract Authority For Balfour Beatty Infrastructure Inc. (BBII) Services Contract No. 14-PCJPB-P-054 for Non-PCEP Work

Pranaya Shrestha, CalMod Chief Officer, provided a presentation that included the following:

- Budget coming from Guadalupe bridge project
- Background – Two Non-PCEP Change Orders
- Cost \$1.29B
- The Reasons for BBII to Perform the Work
- Design Review and Construction Monitoring Change Order
- BBII Contract Value
- Staff Recommendation

The Board had a discussion and staff provided further clarification in response to the Board members comments and questions on having a single firm responsible for the work in place and warranty.

Motion/second: Gee/Zmuda
Ayes: Gee, Hendricks, Zmuda
Noes: None
Absent: None

17. Amend and Increase the Fiscal Year 2023 Caltrain Capital Budget by \$23,815,828 from \$102,593,584 to \$126,409,412 and Authorize Receipt of State Rail Assistance Program Funds

Grace Martinez, Acting Chief Financial Officer, recommended an amendment to increase the fiscal 2023 capital budget by \$23.8M to a new total capital and pointed to the staff report table showing the increase for each project.

Motion/second: Gee/Hendricks
Ayes: Gee, Hendricks, Zmuda
Noes: None
Absent: None

18. Committee Member Requests

There were none.

19. Date/time of next regular finance committee meeting

Monday, December 19, 2022 at 2:30 pm via Zoom (additional location, if any, to be determined)

20. Adjourn

The meeting adjourned at 5:00 pm.

An audio/video recording of this meeting is available online at <https://www.caltrain.com/video-board-directors> . Questions may be referred to the Board Secretary's office by phone at 650.508.6279 or by email to board@caltrain.com.

DRAFT