



SAN FRANCISCO PENINSULA RAIL PROGRAM EXECUTIVE STEERING COMMITTEE MEETING

MINUTES

Friday, March 17, 2023

TJPA Office
425 Mission Street, Suite 250
San Francisco, CA

9:30 a.m. to 10:30 a.m.

EXECUTIVE STEERING COMMITTEE

Peninsula Corridor Joint Powers Board/Caltrain, Michelle Bouchard (Chair)
San Francisco County Transportation Authority, Tilly Chang (Vice Chair)
California High Speed Rail Authority, Boris Lipkin
City and County of San Francisco, Alex Sweet
Metropolitan Transportation Commission, Andrew Fremier
Transbay Joint Powers Authority, Adam Van de Water

PUBLIC PARTICIPATION

This meeting will be held in person at the location listed above. Members of the public may attend the meeting to observe and provide public comment at the physical location listed above or may watch live online using the link below:

<https://transbaycenter.webex.com/transbaycenter/onstage/g.php?MTID=ec7daaa8df94f2a1ad239f98e4ffa67ff>

PUBLIC COMMENT CALL-IN: 1-855-282-6330 -- Access Code: 2552 436 7219

When the item is called, dial *3 to be added to the speaker line. When prompted, callers will have two minutes to provide comment unless otherwise noted by the Chair. Please speak clearly, ensure you are in a quiet location, and turn off any TVs or computers around you.

AGENDA

1. Call to Order

Vice Chair Chang called the meeting to order at 9:38 a.m.

Prior to calling roll, Secretary Bonner announced that Dahlia Chazan and Lisa Klein would be sitting in as alternates for Chair Bouchard and Member Fremier, respectively.

2. Roll Call

Members Present: Dahlia Chazan, Lisa Klein, Boris Lipkin, Alex Sweet (*arrived during Item3*), Adam Van de Water, Tilly Chang

Members Absent: Michelle Bouchard, Andrew Fremier

3. Communications

Secretary Bonner provided instructions on the Public Call-in/Comment process.

- Chair's Report

Vice Chair Chang presented the report.

There was no member of the public wishing to comment.

4. Action Item:

Approval of Meeting Minutes: February 17, 2023

There was no member of the public wishing to comment.

The motion to approve the minutes was made by Member Lipkin and seconded by Member Klein. A unanimous voice vote approved the motion.

5. Informational Item:

Discussion to amend the San Francisco Peninsula Rail Program Memorandum of Understanding from its current end date of June 5, 2023, to December 31, 2023.

Stephen Wolf, Metropolitan Transportation Commission (MTC) Assistant Director, presented the item as a time-only extension of the current expiring San Francisco Peninsula Rail Program Memorandum of Understanding (MOU) until the end of 2023. The intention would be to have an amendment in place by June 5, 2023, when the current MOU expires. Mr. Wolf stated he was open to questions and initiated the discussion by suggesting that each agency speak to their process.

Member Chazan inquired whether six months is sufficient time. Mr. Wolf acknowledged that six months is a tight schedule but provides sufficient time to put the framework in place for a successor MOU. Mr. Wolf further stated this timeframe will bring the project through the August submittal for entry into the Federal Transit Administration's (FTA) New Starts Engineering phase and request for a Full-Funding Grant Agreement (FFGA).

Vice Chair Chang emphasized the significance of getting the project through the August milestone and providing the opportunity for ESC members to discuss aspects of the successor arrangement. She stated some members of the San Francisco County Transportation Authority (SFCTA) Board of Directors have indicated they would like a presentation and she is expecting to sign off on the amendment on behalf of the SFCTA.

Member Van de Water stated the MOU amendment will be an agenda item at the TJPA Board of Directors May meeting along with the Governance Study Blueprint based on the presentation to the TJPA Board in September of last year. The signatory of the amendment would be the TJPA Board Chair as that is who signed the MOU. He stated the six-month timeframe should be sufficient time to finish the remaining tasks in the current MOU and put in place the governance structure as the project transitions from pre-procurement planning into the early works construction contracts, right-of-way acquisition, contractor negotiations, and procurement. He further continued that the governance structure should be stress-tested prior to the start of the general civil contract, which is scheduled for 2025.

Member Lipkin stated the MOU amendment would require delegated authority from the California High-Speed Rail Authority's (CHSRA) Board of Directors, as well as go through CHSRA's internal governance prior to recommendation to the Chief Executive Officer for signature. Member Lipkin added that given the amendment is for a time-only extension, if the CHSRA receives the language, it can begin the review process.

Member Sweet stated she did not have any concerns about the process and would check on the City's internal requirements to execute the proposed amendment.

Member Chazan stated that Caltrain's Executive Director signed the current MOU and would expect to sign an amendment for a time-only extension. However, she noted that the holiday season may pose a risk to meeting the deadline for a successor agreement; she proposed a timeframe of nine months rather than six.

Vice Chair Chang requested Mr. Wolf clarify what tasks extending beyond six months remain. Mr. Wolf explained that the intent would be to develop the Governance Blueprint so that remaining tasks could be completed under the new governance structure. Member Van de Water added that the goal is to have the blueprint in place prior to the sunset of any proposed extension of the MOU and to continue the partnering agencies' collaborative involvement in procurement and construction. Vice Chair Chang noted she would like the successor to the current MOU to reflect the blueprint work including work plan scoping activities.

Mr. Wolf stated that he would forward the latest version of the MOU amendment to Member Van de Water so that the TJPA's legal counsel can review it and provide comments.

Public Comment:

There was no member of the public wishing to comment.

6. Informational Item:

Presentation of the Governance Study Blueprint Update for The Portal

Jesse Koehler, SFCTA Rail Program Manager, presented the item.

Member Van de Water inquired about the timing, specifically whether the successor MOU would be ready for signature prior to calendar year end.

Mr. Koehler stated he expects to have the draft successor MOU ready for review by summer and, after the partnering agencies' approval, forward it to the agencies during the latter part of the calendar year. He further stated not all parameters or procedures need to be established by the new MOU, but it would include foundational issues, such as how the agency roles are structured and how the agencies work together. Mr. Koehler cautioned that there will be issues that will need further development to be understood and negotiated.

Vice Chair Chang commented on the amount of work to be done that will track with the funding plan of the project. She further commented that there should not be a lapse between the end of the amended MOU and the successor MOU; she further questioned given funding uncertainty, how should members engage at the next steps as they would not want to go to their respective boards for additional amendments to extend.

Member Van de Water noted the upcoming major milestone in August whereby the project must have 50 percent of the non-Capital Investment Grant (CIG) New Starts funding budgeted or committed and all of the non-CIG matching funds need to be in place in order to execute a FFGA, which is anticipated in 2025.

Regarding governance, Member Van de Water stated there is an opportunity to put in place certain items, such as the change management body and thresholds, prior to the project being in an advanced state of construction, with the goal of establishing a progression of where the project expects to be in the near- medium- and long-term. Member Chazan referred to Mr. Koehler's point on how to prepare the new MOU in good faith without having all of the answers. She stated the need to structure this new successor agreement to reflect a clear process for updates and identify what kinds of updates will be required.

Member Lipkin inquired about roles and responsibilities between the Project Director and partnering agency members, as illustrated on the organization chart. Mr. Koehler explained that the graphics reflect the authority of the Project Director to make decisions and guide the project. Key partners would have ongoing visibility at the level of risk management, decision-making, and schedule, as members have robust experiences in delivering mega projects. Member Lipkin requested clarity at the next update regarding the interface and

expectations at the Project Director and partnering agencies level. Member Sweet mentioned the importance of clarifying roles and responsibilities to assist agencies making internal decisions on who will staff the successor MOU.

Member Klein commented that she would like to see the timeline overlaid with more information on the governance and funding tasks. She noted that the current MOU has been a model and MTC wants to get ahead of potential risks, cost increases, and other critical issues.

Regarding the schedule for completing the governance task, Member Van de Water explained the schedule reflects how much work remains and the need to show a detailed progression before asking for agency signatures. Member Lipkin suggested a series of options be developed for key issues which would allow for more direct feedback from the ESC members.

Vice Chair Chang questioned whether the options presented for key policy issues were correct and whether there is guidance on the change management body. Member Van de Water responded that he would be reluctant to bring back to the TJPA Board an item that they have previously seen which is largely unchanged. He stated he assumed this review body would take a modified form of what was done for CalMod and Peninsula Corridor Electrification Project at Caltrain. Member Lipkin noted that slide 8 of the presentation lists the key issues and suggested that slide 8 should be the starting point. There is an opportunity to establish the change management body and its membership and have that membership collectively determine some of the details within it.

Member Van de Water offered that any body created as an extension of the TJPA Board is legally an authorized body of the TJPA Board and therefore subject to the structures of the Board, such as the Brown Act. He asked how the partners would have a discussion to develop a recommendation on sensitive topics before taking a recommendation to the TJPA Board for a public discussion. Vice Chair Chang suggested the partners could discuss sensitive matters in Closed Session. Member Lipkin stated there are strict government codes as to what can be discussed in Closed Session, such as right-of-way acquisition, potential litigation, and claims. Vice Chair Chang stated that she assumed the policy body would be able to meet in Closed Session on policy matters. Member Lipkin suggested counsel confirm.

Public Comment:

Roland Lebrun expressed his support of the ESC's direction and agreed with Member Chazan's comment, under Item 5, that the process to finalize a successor MOU may take more than six months. He further commented that suggested closed-door meetings concern him and recommended creating a subset or, alternatively, have discussions at the Integrated Project Management Team level. Additionally, Mr. Lebrun requested SFCTA update their website to correct the ESC meeting start time to 9:30 a.m.

7. Public Comment

Members of the public may provide comments on matters within the ESC's purview that are not on the agenda.

There was no member of the public wishing to comment.

8. Discussion Item:
ESC Agenda items for upcoming meetings

None.

9. Adjourn
Vice Chair Chang adjourned the meeting at 10:40 a.m.

ACCESSIBLE MEETING POLICY

The Ethics Commission of the City and County of San Francisco has asked us to remind individuals that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance (Campaign and Gov't Conduct Code, Article II, Chapter 1, § 2.100, et seq.) to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the Ethics Commission at 25 Van Ness Avenue, Suite 220, San Francisco, CA 94102, telephone (415) 252-3100, fax (415) 252-3124 and website: www.sfethics.org.