



## **SAN FRANCISCO PENINSULA RAIL PROGRAM EXECUTIVE STEERING COMMITTEE MEETING**

### **MINUTES**

Friday, April 21, 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/j.php?MTID=m816145fef90889a1fccb90a16b69502a>

PUBLIC COMMENT CALL-IN: 1-855-282-6330  
Access Code: 2554 320 9657# — Password: 3899#

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

Chair Bouchard called the meeting to order at 9:33 a.m.

### 2. Roll Call

Members Present: Andrew Fremier, Boris Lipkin, Alex Sweet, Adam Van de Water, Tilly Chang, Michelle Bouchard

Members Absent: None

### 3. Communications

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

- Chair's Report

Chair Bouchard presented the report.

Vice Chair Chang thanked the Metropolitan Transportation Commission (MTC) for organizing an advocacy trip that she and TJPA Executive Director Adam Van de Water attended in March. Member Van de Water stated the series of meetings with members of the TJPA's federal delegation and staff from the United States Department of Transportation were productive.

#### Public Comment:

Roland Lebrun recommended ESC members explore France's high-speed rail system and noted the platform heights in France are compatible with platform heights Caltrain is currently implementing.

### 4. Action Item:

Approval of Meeting Minutes: March 17, 2023

There was no member of the public wishing to comment.

A motion to approve the minutes was made by Vice Chair Chang and seconded by Member Sweet. A unanimous voice vote approved the motion.

### 5. Informational Item:

Discussion of Governance Blueprint for The Portal

Stephen Wolf, MTC Assistant Director, and Jesse Koehler, San Francisco County Transportation Authority Rail Program Manager, jointly presented the item.

Chair Bouchard thanked Mr. Wolf and Mr. Koehler for their presentation and suggested that members hear public comment before discussing the item.

Member Lipkin expressed the value of sitting on both the ESC and TJPA Board of Directors. He noted that the MTC is not a member of the TJPA Board and inquired whether the Board's bylaws allow for a TJPA committee comprised of both Board members and nonmembers as he has seen examples where nonmembers can serve on a governing body by request. Member Van de Water replied that he discussed this issue with the TJPA's general counsel as he had a similar question. He stated that the TJPA Board can create both ad hoc and standing subcommittees and in this case it would need to be a standing subcommittee. He clarified that such a subcommittee would be limited to fewer Board members than would comprise a quorum of the Board and nonmembers could be added in an advisory capacity, especially if the subcommittee was advisory to the TJPA Board and not expressly delegated decision-making authority.

Member Lipkin questioned what the relationship is between the TJPA Project Director and the Integrated Management Team (IMT). Mr. Koehler stated the intention for the IMT is to support the TJPA Project Director in their decision making and the IMT would not be a decision-making body. Project Director, Alfonso Rodriguez, added that the IMT should be a resource as an advisory body to assist in making progress and overcoming obstacles.

Member Lipkin suggested adding the word "risk" to the proposed Configuration and Change Management Body (CCMB), explaining that configuration changes involve managing contingency and reserves, and therefore, risk. Member Fremier agreed with Member Lipkin's suggestion to add "risk" to the name of the CCMB and MTC supports using the kinds of policy review formats presented to keep stakeholders engaged, protect accountability and transparency, and allow for member agencies to bring their collective capabilities to resolving issues. With regard to the presentation, he stated, he prefers options 2 and 3 and further stated that a staff-convened executive group (option 3) could perform good technical work with the CCMB and be a good advisor to a Board subcommittee.

Member Sweet requested clarification to understand the distinction between the policy review body and the CCMB and their respective levels of decision-making. She noted concern with ensuring the right balance of transparency and efficiency without creating separate bodies to address each component of the work. Mr. Koehler responded the CCMB needs to reflect strong technical expertise and the ability to report on project changes, support project delivery team on changes of a certain scale, and support risk management and changes over time that are consistent with decision of the policy board. He continued that this would allow the policy review body and the TJPA Board to focus on policy matters. Member Sweet requested clarification on what the distinction is between the IMT and the CCMB. Mr. Koehler responded that the two roles are different, explaining the CCMB is really a decision-focused body, and the IMT would be involved in day-to-day problem solving and responding to and coordinating issues. Mr. Rodriguez reminded members that the project delivery team is responsible for the day-to-day decision-making authority, while the IMT would advise the

project delivery team and help overcome obstacles. Mr. Koehler added that one reason to have an IMT is that the project will be dependent on the actions and commitments of Caltrain and the City to effectively deliver the project.

Chair Bouchard recommended developing an illustration to visually represent how individual bodies relate to each other including the next level down and to understand who would represent each of these groups to highlight any overlap in actual representation.

Member Van de Water noted outstanding questions: Which three of the seven agencies that make up the Board would be on the policy review body, also questions related to the change management board including the cost, schedule, or other thresholds that would trigger a review by that body.

Vice Chair Chang stated she prefers a combination of options 2 and 3 and agreed with Member Van de Water regarding the important unanswered question of who would comprise the policy review body and further inquired if the seven-member TJPA Board would contain the three members of the standing subcommittee, and if the TJPA Board subcommittee could not be convened, would the staff-convened executive group (option 3) be a viable option. She also queried about what commitments and qualifications would be required of members of the IMT and CCMB. She stated that the frequency of IMT meetings and the importance of qualifications for members of CCMB were notable. She agreed with Chair Bouchard's request for a drilled-down illustration and suggested members should start thinking about candidates for these roles.

Chair Bouchard, referring to slide 12, Project Baseline Documents, stated that the risk matrix should be included in the baseline documents and that the "TBD" should be removed. Regarding the CCMB, she stated clear communications and reporting guidelines need to be established, even if decisions are considered minor. She further stated the IMT's role is one of the most critical because it hovers between project delivery and policy. Chair Bouchard suggested they make an exercise out of taking a specific example and follow it through the process.

Mr. Koehler stated the current discussion is helpful because it allows the study team to focus on working through scenarios with the ESC's direction; for example, if the policy review body were to take the shape of an executive group and a Board subcommittee, then it becomes clearer how recommendations from the CCMB would be escalated to the Board level, potentially through the Board subcommittee. Disagreements at the IMT level could be escalated to the executive group that the TJPA Executive Director would convene.

Chair Bouchard stated options 2 and 3 would achieve appropriate decision-making and accountability transparency.

Member Sweet said her approach to thinking about governance, given the lack of specifics on the roles of the governing bodies, is to identify the executives of the stakeholder agencies and match them to the governing bodies. She said she liked the suggestion to run through

specific scenarios. She also suggested a chart showing the agencies involved and their respective decision-making capacity based on jurisdiction or infrastructure.

Vice Chair Chang questioned whether members need to better understand governance and the relationship in the work plan scope and the agreements, both existing and in-progress. Mr. Koehler responded that the work needs to be synchronized in accordance with the agreements. Relative to the information that would need to be incorporated into a successor agreement to the San Francisco Peninsula Rail Program Memorandum of Understanding (MOU), the study team should be able to prepare a table with sufficient detail to describe the roles through project delivery that accord with City and Caltrain agreements. Mr. Rodriguez advised members that as new decision-making authorities or practices are developed to be cognizant of the management plans and procedures submitted to FTA. He further noted that the FTA and its Project Management Oversight Consultant are aware that the ongoing governance study will change the structure of the existing MOU and there may need to be resubmissions.

Member Van de Water summarized that the proposed structure allows both the Board to retain its policy-making authority and the FTA to retain their decision-making authority, while at the same time, it incorporates the collective expertise of executive level staff to make decisions in real time. He stated this gives the TJPA the structure to convene as a team and be flexible to expedite design-making when needed, further noting that the challenge with the current structure is that decisions have to be calendared. Member Fremier said that the new governance model still requires a disciplined structure. Member Fremier stated that reflecting on the discussion about the Peninsula Corridor Electrification Project (PCEP), he appreciated the statement that the past processes can be improved and stated that he sees that same opportunity in this situation.

**Public Comment:**

Roland Lebrun recommended continuing the ESC and suggested transitioning from a policy role to project oversight role modeling the California High-Speed Rail Authority's finance committee. He referred to governance structure options presented and stated that he was uncertain why a staff-convened executive group (option 3) is being considered.

**6. Public Comment**

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

Roland LeBrun commented that the Full-Funding Grant Agreement (FFGA) includes commitments for project delivery. He noted high-speed rail platforms are twice as long as those of Caltrain and that this was codified in the 2008 American Recovery and Reinvestment Act (ARRA) agreement for the train box.

**7. Discussion Item:**

ESC Agenda items for upcoming meetings

None.

8. Adjourn

Chair Bouchard adjourned the meeting at 10:40 a.m.

DRAFT

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](http://www.sfethics.org).