

## San Francisco Peninsula Rail Program

### Memorandum

To: Executive Steering Committee

From: Stephen Wolf, Metropolitan Transportation Commission  
Jesse Koehler, San Francisco County Transportation Authority

Date: January 19, 2024

Re: Item 5 – Governance Memorandum of Understanding Roadmap / Executive Working Group Parameters

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### BACKGROUND

The San Francisco Peninsula Rail Program Memorandum of Understanding (Peninsula Rail MOU) was fully executed in June 2020. The Peninsula Rail MOU is a six-party agreement among the Transbay Joint Powers Authority (TJPA), the Metropolitan Transportation Commission (MTC), the San Francisco County Transportation Authority (SFCTA), the Peninsula Corridor Joint Powers Board (Caltrain), the California High-Speed Rail Authority (CHSRA), and the City and County of San Francisco (CCSF).

The Peninsula Rail MOU describes, in part, an organizational structure to support the efforts of the TJPA to develop the Downtown Rail Extension project (DTX, now known as The Portal). This organizational structure includes the Executive Steering Committee (ESC) and the Integrated Program Management Team (IPMT). The Peninsula Rail MOU defined a summary work program intended to bring the project to ready-for-procurement status. In December 2023, the six partner agencies executed the second amendment to the Peninsula Rail MOU, which extended the existing agreement's term through May 10, 2024.

Under the Peninsula Rail MOU, MTC and SFCTA are designated to prepare, in collaboration with all other partners, governance recommendations for consideration by the TJPA Board. In September 2022, the TJPA Board approved a set of Governance Study recommendations, as recommended by the ESC. In August 2023, the TJPA Board approved The Portal Governance Blueprint (Blueprint), as recommended by the ESC. The Blueprint is intended to guide preparation of a new, multi-party MOU (Successor MOU), among the six partner agencies, to succeed the Peninsula Rail MOU and serve the project through at least construction and commissioning.

## DISCUSSION

With the Peninsula Rail MOU extended through May 10, 2024, the IPMT is renewing its work to prepare the Successor MOU. This memorandum:

- Presents working draft **protocols for meetings of the Executive Working Group**, consistent with the recommendations of the Blueprint – in order to seek input and guidance from the ESC; and
- Discusses considerations and IPMT input with respect to a summary **work program for the Successor MOU** – in order to seek input and guidance from the ESC.

In addition, this memo identifies the roadmap of topic areas planned for development and discussion by the IPMT and ESC in the coming months, in order to bring forward the Successor MOU for ESC consideration in April 2024.

### Executive Working Group

The Blueprint recommended the formation of the Executive Working Group (EWG), convened by the TJPA Executive Director, with senior executive representation from the six partner agencies. The Blueprint recommended that the policy review function for the project be provided at the executive level by the EWG and at the Board level by The Portal Board Committee.

The Blueprint describes recommended parameters for the EWG, but left undefined certain specific protocols for the management of EWG meetings. Attachment 1 to this memorandum presents a set of Draft Protocols for meetings of the EWG, for purposes of seeking input and guidance from the ESC. The IPMT discussed EWG procedures at the IPMT meetings of December 12, 2023, and January 9, 2024, and the IPMT was in general concurrence with respect to the attached Draft Protocols.

### Successor MOU Summary Work Program

As noted above, the Peninsula Rail MOU included a “summary work program” for The Portal project’s development. This work program described, at a relatively high level, those activities to prepare the project for procurement and defined agency roles. Consistent with the MOU’s summary work program, TJPA subsequently led the development of the Comprehensive Work Plan for the development of the project, which was originally approved by the TJPA Board in December 2020 and amended in April 2021.

MTC and SFCTA recommend the preparation of a Summary Work Program, to summarize the work of the project through the term of the Successor MOU and to set out the partner agencies’ major roles and responsibilities, consistent with TJPA’s lead role and overall delivery responsibility and with Caltrain’s role as initial operator. The specific end-date milestone for the Successor MOU also needs to be established; providing for governance continuity through project closeout would support transparency and evaluation of lessons learned.

At its January 9, 2024 meeting, the IPMT discussed the concept and potential content of a Successor MOU Work Program. IPMT members had a range of perspectives with respect to a Summary Work Program in the context of the Successor MOU. The IPMT is seeking input and guidance from the ESC with respect to the purpose, process, and format of a Summary Work Program for potential inclusion or reference in the Successor MOU.

#### Roadmap for Successor MOU Development

MTC and SFCTA plan to work together with IPMT to bring forward the following presentation items for ESC guidance in the coming months:

- January 19, 2024: EWG; Work Program Approach.
- February 16, 2024: Integrated Management Team (IMT); Change Control Board (CCB); relationship of governance bodies to Integrated Project Delivery Team (IPDT); Summary of MOU structure and content.
- March 15, 2024: no item planned, subject to adjustment based on IPMT discussions and ESC guidance.
- April 19, 2024: Consider advancing recommended Successor MOU to TJPA Board.

We are seeking input and guidance from the ESC.

#### **ATTACHMENTS:**

1. EWG Meetings – Draft Protocols

**Attachment 1: EWG Meetings – Draft Protocols**

<b>Membership</b>	Executive Director (or their designee) from each of the 6 partner agencies (TJPA, Caltrain, CCSF, CHSRA, MTC, SFCTA)
<b>Convener</b>	TJPA Executive Director
<b>Frequency</b>	<p>Monthly Meeting Cadence</p> <ul style="list-style-type: none"> <li>• Calendared monthly, with meetings convened at least quarterly</li> <li>• Ability to cancel if no items are agendized</li> <li>• Ability to meet more frequently, when necessary</li> </ul>
<b>Agenda</b>	TJPA manages agenda; all EWG members may propose/request agenda items
<b>Report Out</b>	Report out, through the TJPA Executive Director, to the TJPA Board or The Portal Board Committee, with representation of minority views (when present)
<b>Staff Support</b>	Each agency to provide staff support to its EWG members, with lead support staff typically to attend regular EWG meetings

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**For Reference: Relevant Excerpts from The Portal Governance Blueprint**

*The Blueprint recommends the formation of an Executive Working Group, to facilitate multi-agency collaboration and project support at the executive level. The Group would consist of the Executive Director (or their designee) from each of the Partner Agencies.*

*The Executive Working Group would be convened by the TJPA Executive Director and would support the executive-level management of the project. The Group would also be responsible for providing policy review support to The Portal Board Committee (through the TJPA Executive Director). The Executive Working Group meetings would not be governed by the Brown Act.*

<b>Primary Role/ Function</b>	<ul style="list-style-type: none"> <li>• Support the executive-level management of the project; solicit, discuss, and apply best practices and lessons learned</li> <li>• Provide policy review/oversight support to the TJPA Executive Director, and support the TJPA Executive Director’s reporting to the Board Committee, including review of action items advancing to the Committee</li> </ul>
<b>Supporting Role/ Function</b>	<ul style="list-style-type: none"> <li>• Review/resolve issues escalated from the Project Director / IMT</li> </ul>

<b>Membership</b>	<ul style="list-style-type: none"> <li>• Executive Director (or designee) from the six Partner Agencies</li> <li>• Convened by, and under the authority of, the TJPA Executive Director; all members may agendaize items for the Working Group's consideration</li> </ul>
<b>Provides Reports/ Recommendations to:</b>	<ul style="list-style-type: none"> <li>• TJPA Executive Director and the Board Committee (through the TJPA Executive Director)</li> </ul>
<b>Receives Reports/ Recommendations From:</b>	<ul style="list-style-type: none"> <li>• Project Director / IMT (through the TJPA Executive Director)</li> <li>• Change Control Board (through the TJPA Executive Director)</li> </ul>
<b>Meetings</b>	<ul style="list-style-type: none"> <li>• Typical quarterly meeting frequency, with additional meetings as necessary</li> <li>• Meetings not governed by the Brown Act</li> </ul>
<b>Documentation</b>	<ul style="list-style-type: none"> <li>• Record of deliberations and recommendations, including representation of minority views when applicable</li> </ul>

**General Procedures – TJPA Executive Director and EWG:**

- The TJPA Executive Director will be responsible for bringing forward items to The Portal Board Committee and the full TJPA Board
- The EWG shall be readily available to advise and support the TJPA Executive Director.
- The TJPA Executive Director shall either consult with or inform the EWG of decision items advancing to the Board Committee or full Board depending on the type and magnitude of the item at hand, generally distinguished as:
  - *EWG Consulted* – policy decisions, including approval/revision to Policy Baseline Documents, policy-level changes to contracts and configuration, dedication of program reserve funds, and other policy matters.
  - *EWG Informed* – non-policy decisions, including “Significant” contract changes, administrative matters, etc.
- Where the EWG is to be consulted, EWG review would generally occur through a meeting of the EWG. The EWG will convene on an immediate/urgent basis as necessary. The TJPA Executive Director may advance items directly to Board level if the EWG is unable to convene in a timely manner.
- The EWG will support resolution of disagreements and decision impasses at the IMT and CCB.

**General Procedures – “Direct to Board” and Emergencies:**

- The TJPA Executive Director retains the authority to directly bring forward decision items to The Portal Board Committee and/or the full TJPA Board at any time.
  - If an item is brought forward directly to the Board-level due to an emergency situation where delay is unacceptable, the TJPA Executive Director shall:

- Identify the emergency situation in TJPA staff's written report/memo to the Board;
    - Report back to the CCB and EWG in a timely fashion, with reconciliation decisions as required.
  - If EWG and/or CCB review has taken place, but the TJPA Executive Director brings forward a recommendation different from the course of action recommended by EWG/CCB, this disagreement shall be noted in TJPA staff's written report/memo to the Board.
- In emergency situations (e.g., to protect health and safety), the TJPA Executive Director and Project Director shall have the responsibility and authority to take immediate required actions. In such cases:
  - The TJPA Executive Director shall promptly inform The Portal Board Committee Chair and the EWG.
  - The Project Director shall promptly inform the IMT.
  - TJPA Staff shall bring forward reconciliation decision items, where required, through normal processes, including documentation of the emergency situation and the rationale for taking immediate action.

# The Portal: Downtown Rail Extension Governance Memorandum of Understanding Roadmap / Executive Working Group Parameters

Executive Steering Committee (ESC)  
January 19, 2024



# Presentation Objectives

- Present draft protocols for meetings of the future Executive Working Group (EWG)
- Seek ESC guidance on go-forward approach to memorializing summary work program and partner agencies' major roles
- Review upcoming IPMT and ESC steps to bring forward Successor MOU



# The Portal Governance Blueprint: Recommendations for Executive Working Group (EWG)

- The Blueprint recommends the formation of an Executive Working Group, to facilitate multi-agency collaboration and project support at the executive level. The Group would consist of the Executive Director (or their designee) from each of the Partner Agencies.
- The Executive Working Group would be convened by the TJPA Executive Director and would support the executive-level management of the project. The Group would also be responsible for providing policy review support to The Portal Board Committee (through the TJPA Executive Director). The Executive Working Group meetings would not be governed by the Brown Act.

<b>Primary Role/Function</b>	<ul style="list-style-type: none"> <li>▪ Support the executive-level management of the project; solicit, discuss, and apply best practices and lessons learned</li> <li>▪ Provide policy review/oversight support to the TJPA Executive Director, and support the TJPA Executive Director's reporting to the Board Committee, including review of action items advancing to the Committee</li> </ul>
<b>Supporting Role/Function</b>	<ul style="list-style-type: none"> <li>▪ Review/resolve issues escalated from the Project Director / IMT</li> </ul>
<b>Membership</b>	<ul style="list-style-type: none"> <li>▪ Executive Director (or designee) from the six Partner Agencies</li> <li>▪ Convened by, and under the authority of, the TJPA Executive Director; all members may agendaize items for the Working Group's consideration</li> </ul>
<b>Provides Reports/Recommendations to:</b>	<ul style="list-style-type: none"> <li>▪ TJPA Executive Director and the Board Committee (through the TJPA Executive Director)</li> </ul>
<b>Receives Reports/Recommendations From:</b>	<ul style="list-style-type: none"> <li>▪ Project Director / IMT (through the TJPA Executive Director)</li> <li>▪ Change Control Board (through the TJPA Executive Director)</li> </ul>
<b>Meetings</b>	<ul style="list-style-type: none"> <li>▪ Typical quarterly meeting frequency, with additional meetings as necessary</li> <li>▪ Meetings not governed by the Brown Act</li> </ul>
<b>Documentation</b>	<ul style="list-style-type: none"> <li>▪ Record of deliberations and recommendations, including representation of minority views when applicable</li> </ul>

# EWG Meetings: Draft Protocols

IPMT discussed approach to EWG meetings during two meetings in December 2023 and January 2024, with the following proposed Draft Protocols identified:

<b>Membership</b>	<ul style="list-style-type: none"><li>▪ Executive Director (or their designee) from each of the 6 partner agencies (TJPA, Caltrain, CCSF, CHSRA, MTC, SFCTA)</li></ul>
<b>Convener</b>	<ul style="list-style-type: none"><li>▪ TJPA Executive Director</li></ul>
<b>Frequency</b>	Monthly Meeting Cadence <ul style="list-style-type: none"><li>▪ Calendared monthly, with meetings convened at least quarterly</li><li>▪ Ability to cancel if no items are agendized</li><li>▪ Ability to meet more frequently when necessary</li></ul>
<b>Agenda</b>	<ul style="list-style-type: none"><li>▪ TJPA manages agenda; all EWG members may propose/request agenda items</li></ul>
<b>Report Out</b>	<ul style="list-style-type: none"><li>▪ Report out, through the TJPA Executive Director, to the TJPA Board or The Portal Board Committee, with representation of minority views (when present)</li></ul>
<b>Staff Support</b>	<ul style="list-style-type: none"><li>▪ Each agency to provide staff support to its EWG members, with lead support staff typically to attend regular EWG meetings</li></ul>

# Summary Work Program: Background

- Current Peninsula Rail MOU included a “summary work program” for The Portal’s development
- MTC/SFCTA recommend preparation of a go-forward Summary Work Program to:
  - Set out partner agencies’ major roles and responsibilities
  - Summarize work of the project through term of Successor MOU (specific end-date milestone for Successor MOU to be identified)
- Roles/Summary Work Program document(s) for potential inclusion or reference in Successor MOU

# Summary Work Program: Key Questions

Key cooperative tasks will continue to advance over the next 12+ months (e.g., funding plans; configuration and value engineering; procurement preparation; design development; etc.).

We are seeking ESC input and guidance with respect to the purpose, process, and format of a Summary Work Program, for potential inclusion or reference in the Successor MOU:

- What information regarding agency roles and responsibilities is important for the six agency partners to jointly memorialize?
- What are options for the Successor MOU to incorporate or reference a Summary Work Program? Are there specific aspects that should or should *not* be included?
- How should a Summary Work Program be periodically updated and brought forward?

# Look-ahead for Successor MOU Development

MTC/SFCTA plan to work with IPMT to bring forward Successor MOU items for ESC consideration in the coming months:

Month	IPMT	ESC
<b>Jan 2024</b>	<ul style="list-style-type: none"> <li>▪ EWG Meeting Protocols</li> <li>▪ Considerations for potential Summary Work Program</li> <li>▪ IMT, CCB, and IPDT</li> <li>▪ Major Roles/Summary Work Program (initial draft)</li> </ul>	<b>1/19</b> <ul style="list-style-type: none"> <li>▪ EWG</li> <li>▪ Considerations for Summary Work Program</li> <li>▪ Roadmap</li> </ul>
<b>Feb 2024</b>	<ul style="list-style-type: none"> <li>▪ CCB follow-up discussion</li> <li>▪ Initial Draft MOU document</li> <li>▪ Additional / follow-up topics as needed</li> </ul>	<b>2/16</b> <ul style="list-style-type: none"> <li>▪ IMT, CCB, and IPDT</li> <li>▪ Summary of MOU structure and content</li> </ul>
<b>Mar 2024</b>	<ul style="list-style-type: none"> <li>▪ Revised Draft MOU</li> <li>▪ Additional / follow-up topics as needed</li> </ul>	<b>3/22</b> [Governance topics not currently schedule]
<b>Apr 2024</b>	<ul style="list-style-type: none"> <li>▪ Final Draft MOU (recommend to ESC)</li> </ul>	<b>4/19</b> <ul style="list-style-type: none"> <li>▪ Consider recommending Successor MOU to TJPA Board</li> </ul>

# Thank You. Questions?

