

SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY
BOARD OF DIRECTORS

RESOLUTION No. 220719-071

WHEREAS, The Peninsula Corridor Joint Powers Board (JPB) is a joint exercise of powers authority duly formed between the City and County of San Francisco (CCSF), the San Mateo County Transit District (SMCTD), and the Santa Clara Valley Transportation Authority (VTA) (together the Member Agencies) to operate the Caltrain passenger rail service between San Francisco and Gilroy; and

WHEREAS, The JPB is governed by an amended and restated joint exercise of powers agreement (JPA), dated October 3, 1996; and the JPB and the Member Agencies are also parties to a Real Property Ownership Agreement (RPOA) dated December 24, 1991, and an Amendment to the RPOA dated October 31, 2008 (2008 RPOA Amendment); and

WHEREAS, On August 6, 2020, in conjunction with adopting a resolution to place Caltrain sales tax Measure RR on the ballot, the JPB adopted Resolution No. 2020-42 to express the Board's desire to modify Caltrain's governance structure to allow the JPB to appoint the Caltrain Executive Director; and

WHEREAS, JPB Resolution No. 2020-42 also expressed the JPB's intent to initiate efforts to reimburse SMCTD for its investment in Caltrain, including by engaging with the Metropolitan Transportation Commission (MTC) and other funding partners, and by prioritizing payment of the SMCTD investment by the JPB, if Measure RR was approved; and

WHEREAS, Following the passage of Measure RR, the JPB considered various governance proposals, and after numerous public meetings, the JPB adopted a term sheet on March 3, 2022, outlining a proposed governance structure and providing for the repayment of SMCTD's initial investment in the Right of Way by MTC; and

WHEREAS, Following the March 3, 2022 JPB meeting, counsel for the JPB and Member Agencies engaged in negotiations concerning a Memorandum of Understanding (MOU) and have agreed to present the proposed MOU to their respective Boards; and

WHEREAS, The MOU, if approved by the JPB and the Member Agencies, would establish a separate Caltrain Executive Director position and five additional direct reports, provide for the transfer of real property interests from SMCTD to the JPB upon MTC's repayment of \$19.6M for SMCTD's initial investment in the Right of Way, and the payment of \$15.2M from VTA and CCSF to SMCTD, along with other terms; and

WHEREAS, The MOU would also provide a pathway and timeline for the consideration of amendments to the RPOA and the JPA among the parties, and for the negotiation of a shared services agreement between the JPB and SMCTD; and

WHEREAS, To take effect, the MOU must be approved by the SFMTA, the San Francisco Board of Supervisors, the JPB, the SMCTD, and the VTA; and

WHEREAS, A copy of the CEQA determination is on file with the Secretary to the SFMTA Board of Directors, and is incorporated herein by reference; and, now, therefore, be it

RESOLVED, That the SFMTA Board of Directors approves a Memorandum of Understanding (MOU) between the Peninsula Corridor Joint Powers Board (JPB), the City and County of San Francisco (CCSF), the San Mateo County Transportation District (SMCTD), and Santa Clara Valley Transportation Authority (VTA) relating to the JPB's governance, and authorizes the Director of Transportation to execute the MOU, contingent on approval by the San Francisco Board of Supervisors; and, be it further

RESOLVED, That the SFMTA Board of Directors commends this matter to the Board of Supervisors for its approval of the MOU.

I certify that the foregoing resolution was adopted by the San Francisco Municipal Transportation Agency Board of Directors at its meeting of July 19, 2022.



Secretary to the Board of Directors
San Francisco Municipal Transportation Agency