

1 [Memorandum of Understanding - JPB Caltrain Governance]

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3 **Resolution approving the Memorandum of Understanding between the Peninsula**  
4 **Corridor Joint Powers Board, Santa Clara Valley Transportation Authority, San Mateo**  
5 **County Transit District, and City and County of San Francisco relating to the**  
6 **governance of the Joint Powers Board (JPB).**

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

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

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

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

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

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

8           WHEREAS, The MOU, if approved by the JPB and the Member Agencies, would  
9 establish a separate Caltrain Executive Director position and five additional direct reports,  
10 provide for the transfer of real property interests from SMCTD to the JPB upon MTC's  
11 repayment of \$19.6M for SMCTD's initial investment in the Right of Way, and the payment of  
12 \$15.2M from VTA and CCSF to SMCTD, along with other terms; and

13           WHEREAS, The MOU would also provide a pathway and timeline for the consideration  
14 of amendments to the Real Property Ownership Agreement and the Joint Powers Agreement  
15 among the parties, and for the negotiation of a shared services agreement between the JPB  
16 and SMCTD; and

17           WHEREAS, On July 19, 2022, the San Francisco Municipal Transportation Agency  
18 Board of Directors adopted Resolution No. 220719-071, which authorized the Director of  
19 Transportation to execute the MOU in substantially the same form as set forth in the copy  
20 which is on file with the Clerk of the Board of Supervisors in File No. 220775, which is  
21 declared to be a part of this Resolution as if set forth fully herein, and to take all necessary  
22 actions to implement the MOU following execution of the MOU by each of the Member  
23 Agencies; now, therefore, be it

24           RESOLVED, That the San Francisco Board of Supervisors authorizes the Director of  
25 Transportation of the Municipal Transportation Agency to execute, on behalf of the City, the

1 Memorandum of Understanding between the Peninsula Corridor Joint Powers Board, Santa  
2 Clara Valley Transportation Authority, San Mateo County Transit District, and City and County  
3 of San Francisco relating to the governance of the Joint Powers Board, in substantially the  
4 same form as the copy of the MOU which is on file, and to take all necessary actions to  
5 implement the MOU following execution of the MOU by each of the Member Agencies; and,  
6 be it

7           FURTHER RESOLVED, That within 30 days of the MOU being fully-executed by all  
8 parties, the Director of Transportation of the Municipal Transportation Agency shall provide the  
9 final MOU to the Clerk of the Board for inclusion into the official file.

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