



**SFMTA**  
Municipal  
Transportation  
Agency

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Edward D. Reiskin, *Director of Transportation*

June 26, 2017

**The Honorable Members of the Board of Supervisors  
City and County of San Francisco  
1 Dr. Carlton Goodlett Place, Room 244  
San Francisco, CA 94102**

***Subject: Adding the California High Speed Rail Authority as a New Member  
of the Transbay Joint Powers Authority***

**Honorable Members of the Board of Supervisors:**

The resolution being presented for your consideration concurs with the recommendation of the Transbay Joint Powers Authority (TJPA) to add the California High Speed Rail Authority (CHSRA) as a new member, and authorizes the Mayor of the City and County of San Francisco (City), or his/her designee, to execute an amendment to the TJPA Joint Powers Agreement and Bylaws to add CHSRA as a member. The Mayor will also have the authority to appoint one additional director and one additional alternate director to serve on the TJPA Board of Directors.

### **Background**

The TJPA is a joint powers agency established in 2001 by agreement of the City, the Alameda-Contra Costa Transit District (AC Transit), and the Peninsula Corridor Joint Powers Board (Caltrain), each of which is a Member of the TJPA. The TJPA was created to design, build, and operate the Transbay Transit Center Program (Transbay Program). The San Francisco Board of Supervisors adopted File No. 010231 in February of 2001 authorizing the City and County of San Francisco to form the joint powers agency, and authorizing the Mayor to enter into a Joint Powers Agreement upon consultation with the City Attorney and the Executive Director of the San Francisco County Transportation Authority.

With the first phase of the Transbay Program – construction of the Transit Center for bus operations – expected to be substantially complete in late 2017, the TJPA is actively preparing for the operations of the facility.

The second phase of the Transbay Program is development of the downtown extension (DTX) for Caltrain and eventually California High Speed Rail (CHSR) to the Transit Center. Caltrain electrification is expected to be complete by 2021, and High Speed Rail is scheduled to reach the Peninsula by 2025. The TJPA's preliminary engineering work for the DTX is underway. The DTX received federal and state environmental clearance in 2004, and the environmental review process for the latest design refinements are nearly complete.

**311 Free language assistance** / 免費語言協助 / Ayuda gratis con el idioma / Бесплатная помощь переводчиков / Trợ giúp Thông dịch Miễn phí / Assistance linguistique gratuite / 無料の言語支援 / 무료 언어 지원 / Libreng tulong para sa wikang Filipino / การช่วยเหลือทางภาษาโดยไม่เสียค่าใช้จ่าย / خط المساعدة المجاني على الرقم

## Discussion

The Joint Powers Agreement contemplates that new members may be added to the TJPA. (JPA, Section 16; See also Bylaws, Article IV; See also Bylaws, Section 10.1). Any new member must be a “public agency” as defined in Section 6500 of the Government Code, which includes the State and any state department or agency.

With the first phase of the Transbay Program nearing completion, the Program is at a transition point. CHSR is a major stakeholder in the development and operation of Phase II. Inviting CHSR to join the TJPA as a new member will ensure that TJPA has the strategic leadership to develop federal, state, regional, and local consensus support for key aspects of Phase II such as DTX construction, and Caltrain and CHSR operations, and which may include project delivery methods, budget, funding, financing, and stakeholder/operator requirements for the system.

Key steps to adding a new member to the TJPA:

- 1) Concurrence of the Existing Members of the TJPA: Concurrence of the existing Members is required to invite a public agency to become a New Member of the TJPA. (JPA, Section 16(a)). The Joint Powers Agreement and Bylaws do not specify how a Member indicates its concurrence with the invitation. It would seem most prudent, however, for each Member’s governing body to take legislative action approving the invitation and authorizing its representative(s) to the TJPA’s Board of Directors to approve an appropriate amendment to the Joint Powers Agreement and Bylaws, and make such other approvals as may be necessary to complete the addition of the New Member to the TJPA.
- 2) Legislative Action by the New Member: Legislative action by the governing body of the public agency that would join the TJPA is required, approving entry into the TJPA, designating a director to the TJPA Board, authorizing the execution of the Joint Powers Agreement, acknowledging the TJPA Bylaws, and making certain findings as contemplated by the Joint Powers Agreement. (Bylaws, Section 10.1).
- 3) Legislative Action by the TJPA: Legislative action by the existing TJPA Board is required, approving an amendment to the Joint Powers Agreement to recognize the New Member, increase the number of total directors, adopting any conditions on membership, and making appropriate amendments to the Bylaws. (JPA, Section 16(a)). Notice of amendment to the Joint Powers Agreement must be provided to the State. (Government Code, Section 6503.5).
- 4) Compliance with Any Conditions to Joining by the New Member: Payment of any fees or expenses set by the TJPA Board as a condition of a New Member’s invitation to the join the TJPA and completion of any other requirements established by the Board. (JPA, Section 16(a) and 16(b); Bylaws, Section 10.1)). Note that the existing Members did not pay any fees or expenses at the time they formed the TJPA, and staff is not aware of any fees or expenses that may be appropriate to impose on a New Member here.

Key practical effects related to the Board of Directors:

- 1) Total Number of Directors: Currently there are five voting directors on the TJPA Board. The Joint Powers Agreement provides that for each New Member admitted to the TJPA, the City shall appoint one additional director to serve on the Board. (JPA, Section 16(c)). Thus, adding a New Member to the TJPA would result in an increase in the total number of directors from five to seven -- one new director appointed by the New Member and one new director appointed by the City.
- 2) Quorum: Seventy percent of the total number of authorized directors constitutes a quorum for the transaction of business by the TJPA Board. (Bylaws, Section 7.5). Currently, a quorum of the TJPA Board is four out of five directors. If the number of directors is increased to seven, five directors would be required to constitute a quorum. This is described in the table below.
- 3) Majority Vote: Except for specific acts that require a 2/3 vote under the Bylaws or the Joint Powers Agreement, a majority vote of the directors present at a meeting are required to take action. (Bylaws, Section 7.5). Currently, a majority vote of the TJPA Board is three votes whether four or five directors are present, and a supermajority is 4 directors. If the number of directors is increased to seven, a majority vote would be three if five members are present and four if either six or seven members are present, and a supermajority would be five members. This is described in the table below.

### **Recommendation**

SFMTA recommends that the San Francisco Board of Supervisors adopt the resolution concurring with the TJPA's recommendation to add the California High Speed Rail Authority as a New Member, and authorize the Mayor of the City and County of San Francisco, or his/her designee, to execute an amendment to the TJPA Joint Powers Agreement and Bylaws to add CHSRA as a member as well as authorizing the Mayor to appoint one additional director and one additional alternate director to serve on the Board of Directors of the TJPA.

Thank you for your consideration of this resolution. Should you have any questions or require more information, please do not hesitate to contact me at any time.

Sincerely,



**Edward D. Reiskin**  
**Director of Transportation**

