To the Joint Powers Authority Board of Directors:

A dedicated source of revenue is a necessity for the continued operation and growth of Caltrain. With its pre-COVID-19 ridership of over 18 million annually, Caltrain is an essential element of the Bay Area's transportation network. As we plan the region's recovery from COVID-19, a dedicated source of revenue for Caltrain is more important than ever.

We request your consideration of the attached resolution by the Joint Powers Board of Directors at the upcoming special meeting of August 6, 2020. At the regular meeting on the same date, we will also ask that a Caltrain sales tax be placed on the November 3, 2020 ballot. Taken together, these resolutions will address Caltrain's critical funding need while also focusing our efforts on addressing the long standing issues regarding the governance relationships and management of Caltrain.

Dave Pine, Chair

Steve Heminger, Director

Cindy Chavez, Director

Shamann Walton, Director

1	DRAFT RESOLUTION NO
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3	WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) is a joint exercise
4	of powers authority duly formed pursuant to the October 18, 1991 joint powers
5	agreement, as amended, between the City and County of San Francisco (CCSF), the
6	San Mateo County Transit District (SMCTD), and the Santa Clara Valley Transportation
7	Authority (VTA) (together, the "Member Agencies"); and
8	WHEREAS, the JPB operates the Caltrain passenger rail service between San
9	Francisco, California and Gilroy, California, currently serving 32 stations along the 77-
10	mile corridor; and
11	WHEREAS, the Joint Powers Agreement, as amended and restated on October
12	3, 1996 (1996 JPA) states in section 8[D] that "no action shall be taken by the JPB
13	except upon the affirmative vote of five or more of its members," but does not expressly
14	prohibit any higher voting threshold for Board action; and
15	WHEREAS, the 1996 JPA states in section 9 that the "The JPB shall have the
16	power to adopt such bylaws that it, in its sole discretion, may deem necessary or
17	desirable for the conduct of its business," and
18	WHEREAS, by a separate resolution, a regional measure ("Caltrain tax
19	measure") may be placed on the November 3, 2020, ballot in Santa Clara, San Mateo
20	and San Francisco Counties to impose a one-eighth of one percent (0.125%) retail
21	transactions and use tax for a period of thirty (30) years, throughout the three Counties
22	to enable Caltrain (or its successor agency) to fund operating and capital expenses of
23	the Caltrain rail service and support the operating and capital needs required to
24	implement the Service Vision adopted by the JPB on October 3, 2019, as part of the
25	Caltrain Business Plan; and,
26	NOW, THEREFORE BE IT RESOLVED, that JPB shall establish the following
27	rules or bylaws for its future conduct of business as follows:

a) That in each fiscal year beginning on July 1, 2021 the JPB may approve the
expenditure of up to \$40 million of revenue from the Caltrain tax measure for
operations or capital repair of Caltrain, with the approval of at least five (5)
members of the JPB;

- b) That the JPB may expend an amount in excess of \$40 million of revenue from the Caltrain tax measure in any fiscal year with the approval of at least six (6) members of the JPB;
- c) That the JPB shall be subject to the conditions described in (a) and (b), until such time as the Joint Powers Agreement (JPA) has been amended to modify its governance structure or procedures so that they are satisfactory to the three Member Agencies. After that time, the JPB Board may allocate any and all sales tax revenues for operating or capital expenditures with the approval of at least (5) members of the JPB;
- d) That it is the desire of the JPB that the modification of "governance structure or procedures," described above, will include amendments that enable the majority of the JPB or successor governing board (or, if a larger regional rail authority is created that includes Caltrain, a majority of that agency's board), to appoint an Executive Director to operate Caltrain provided that the parties have reached an agreement to reimburse SMCTD for its investment in Caltrain.
- e) That the JPB will recommend a governance structure or procedures to the three Member Agencies no later than December 31, 2021.
 - f) That the JPB will initiate efforts to reimburse the SMCTD for its investment in Caltrain, including by engaging with Metropolitan Transportation Commission and other funding partners and by prioritizing the payment of the SMCTD investment by the JPB if the Caltrain tax measure is approved;
 - g) That the JPB Board shall appoint an independent counsel (and shall not have the same counsel as SMCTD) by November 30, 2020 to represent the JPB;

h) That the JPB Board shall appoint an auditor (and shall not have the same auditor as SMCTD) by November 30, 2020.

i) On any agenda for a regularly scheduled meeting of the full JPB, with at least 7 calendar days prior notice in advance of the meeting, any item may be placed on that board agenda for consideration by the JPB Board by the request of 2 or more of the JPB members to the JPB Chair and General Manager.