

**San Mateo County Express Lanes Joint Powers Authority
(SMCEL-JPA)
Board of Directors Meeting Notice**

Meeting No. 4

DATE: Friday, October 11, 2019
TIME: **9:00 a.m.**
PLACE: San Mateo County Transit District Office
1250 San Carlos Avenue, Second Floor Auditorium
San Carlos, CA

Board of Directors: Alicia Aguirre (Chair), Don Horsley (Vice Chair), Emily Beach, Maureen Freschet, and Diane Papan

1.0 CALL TO ORDER/ ROLL CALL

2.0 PLEDGE OF ALLEGIANCE

3.0 PUBLIC COMMENT

Note: Public comment is limited to two minutes per speaker. Public comment permitted on both items on the agenda and items not on the agenda.

4.0 APPROVAL OF CONSENT AGENDA

This item is to set the final consent and regular agenda, and to approve the items listed on the consent agenda. All items on the consent agenda are approved by one action. There will be no separate discussion on these items unless members of the Board, staff or public request specific items to be removed for separate action.

- a) Approval of the minutes of Board of Directors regular business meeting No. 2 dated July 12, 2019. ACTION p. 1
- b) Approval of the minutes of Board of Directors regular business meeting No. 3 dated September 13, 2019. ACTION p. 4

5.0 REGULAR AGENDA

- a) Review and approval of Resolution SMCEL 19-05 authorizing the Chair to execute a two-year agreement with HNTB Corporation for Policy/Program Management services for a total amount not to exceed \$1,381,716. ACTION p. 7

6.0 REPORTS

- a) Chairperson Report.
- b) Member Communication.
- c) Executive Council Report.

7.0 WRITTEN COMMUNICATIONS

None.

8.0 NEXT REGULAR MEETING

November 8, 2019

ADJOURN

PUBLIC NOTICING: All notices of San Mateo County Express Lanes Joint Powers Authority Regular Board meetings, standing committee meetings, and special meetings will be posted at the San Mateo County Transit District Office, 1250 San Carlos Ave., San Carlos, CA.

PUBLIC RECORDS: Public records that relate to any item on the open session agenda for a regular Board meeting, standing committee meeting, or special meeting are available for public inspection. Those public records that are distributed less than 72 hours prior to a regular Board meeting are available for public inspection at the same time they are distributed to all members, or a majority of the members, of the Board. The Board has designated the location of 555 County Center, 5th Floor, Redwood City, Ca, 94063, for the purpose of making public records available for inspection.

PUBLIC PARTICIPATION: Public comment is limited to two minutes per speaker. Persons with disabilities who require auxiliary aids or services in attending and participating in this meeting should contact Mima Guilles at (650) 599-1406, five working days prior to the meeting date.

If you have any questions about this agenda, please contact:

Mima Guilles (650) 599-1406

San Mateo County Express Lanes Joint Powers Authority Board of Directors Meeting Minutes

Meeting No. 2

DATE: Friday, July 12, 2019

TIME: 9:00 A.M.

PLACE: San Mateo County Transit District Office
1250 San Carlos Avenue, Second Floor Auditorium
San Carlos, CA

TELECONFERENCE LOCATION:
3543 Lower Honoapiilani Rd
Lahaina, HI 96761
Room G202

(Board of Directors: A. Aguirre, E. Beach, M. Freschet, D. Horsley, D. Kim, D. Papan)

1.0 CALL TO ORDER/ ROLL CALL

Chair Aguirre called the meeting to order at 9:00 a.m. Roll call was taken.

Members Present:

C/CAG members: Alicia Aguirre, Diane Papan

SMCTA members: Don Horsley, Emily Beach (by phone), Maureen Freschet

Members Absent: Doug Kim, C/CAG member

Staff Present:

Sandy Wong – Executive Council

Jim Hartnett – Executive Council

Mima Guilles – Secretary

Justin Mates – Legal Counsel

Jean Higaki, Van Ocampo – C/CAG staff

April Chan, Joe Hurley, Derek Hansel, Ladi Millard-Olmeda,

Public Members:

Drew – Public

2.0 PLEDGE OF ALLEGIANCE

3.0 PUBLIC COMMENT

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None.

4.0 APPROVAL OF CONSENT AGENDA

This item is to set the final consent and regular agenda, and to approve the items listed on the consent agenda. All items on the consent agenda are approved by one action. There will be no separate discussion on these items unless members of the Board, staff or public request specific items to be removed for separate action.

- a) Approval of the minutes of Board of Directors regular business meeting No. 1 dated June 6, 2019.
- b) Receive information on Project Timeline and JPA Board Actions Required for the US 101 Express Lanes project.

A handout on SM 101 Express Lanes Startup Activities (Preliminary Schedule As of 7/12/19) was provided at the meeting.

Director Horsley **MOVED** to approve the CONSENT AGENDA. Director Papan **SECONDED. MOTION CARRIED 5-0-0**

5.0 REGULAR AGENDA

- a) Receive an update on the process to obtain express lane authority approval by the California Transportation Commission. **INFORMATION**

Ms. April Chan provided a brief verbal update on the process to obtain express lane authority approval by the California Transportation Commission. A Public Hearing of the (CTC) is being planned for July 25, 2019 at 4:00 PM at the San Mateo County office location. Director Papan offer to attend the Public Hearing if needed. CTC is scheduled to decide on the JPA's application to operate the express lane during their August meeting in San Jose.

- b) Appoint an ad-hoc advisory committee to negotiate and advise the Board on agreements with the City/County Association of Governments of San Mateo County (C/CAG) and the San Mateo County Transportation Authority (TA) for funding advances and staffing. **APPROVED**

Mr. Justin Mates provided a brief introduction on staff recommendation to form an ad-hoc advisory committee consisting of one member from appointees of C/CAG, and one member from appointees of TA, to negotiate with C/CAG and TA regarding agreements for funding advances and staffing.

Director Papan and Director Beach volunteered to serve on the ad-hoc committee as appointees from C/CAG and TA, respectively.

Director Horsley **MOVED** to approve the appointment of Director Papan and Director Beach to serve on the ad-hoc advisory committee to negotiate and advise the Board on agreements with C/CAG and the TA for funding advances and staffing. Director Freschet **SECONDED. MOTION CARRIED 5-0-0**

- c) Public Hearing: Approval of Resolution SMCEL 19-03 adopting the Fiscal Year 2020 JPA Budget in the amount of \$1,744,911. **APPROVED**

Mr. Derek Hansel, CFO of SamTrans, made a presentation on the proposed Fiscal Year 2020 JPA Budget in the amount of \$1,744,911.

Chair Aguirre announced the opening of the Public Hearing for the purpose of considering the adoption of the Fiscal Year 2020 budget of the San Mateo County Joint Powers Authority. Chair Aguirre also asked that Clerk of the Board, Mima Guilles, provide a brief background on the hearing. Ms. Guilles provided the background and stated that there were no correspondence or emails received up to the time of the Public Hearing.

Both Directors Papan and Beach had questions regarding insurance coverage for Directors and these were answered by Mr. Hansel.

Director Papan **MOVED** to approve Resolution SMCEL 19-03 adopting the Fiscal Year 2020 JPA Budget in the amount of \$1,744,911. Director Freschet **SECONDED**. **MOTION CARRIED 5-0-0**

- d) Authorize the Executive Council to negotiate and execute a Memorandum of Understanding (MOU) with the Bay Area Infrastructure Financing Authority (BAIFA) regarding BAIFA's expenditure of \$3 million on toll system design for the San Mateo County Express Lanes.

Staff recommended the Board to table this item.

No action was taken.

6.0 REPORTS

- a) Chairperson Report – None.
- b) Member Communication – None.
- c) Executive Council Report – None.

7.0 WRITTEN COMMUNICATIONS

None.

8.0 NEXT REGULAR MEETING

The next meeting is scheduled for August 9, 2019.

9.0 ADJOURN

The meeting was adjourned at 9:30 A.M.

San Mateo County Express Lanes Joint Powers Authority Board of Directors Meeting Minutes

Meeting No. 3

DATE: Friday, September 13, 2019
TIME: 9:00 A.M.
PLACE: San Mateo County Transit District Office
1250 San Carlos Avenue, Second Floor Auditorium
San Carlos, CA

(Board of Directors: A. Aguirre, E. Beach, M. Freschet, D. Horsley, D. Papan, vacancy)

1.0 CALL TO ORDER/ ROLL CALL

Chair Aguirre called the meeting to order at 9:00 a.m. Roll call was taken.

Members Present:

C/CAG members: Alicia Aguirre, Diane Papan (arrived 9:07 a.m.)

SMCTA members: Don Horsley, Emily Beach, Maureen Freschet

Members Absent: None. One vacant seat representing C/CAG.

Staff Present:

Sandy Wong – Executive Council

Jim Hartnett – Executive Council

Mima Guilles – Secretary

Justin Mates – Legal Counsel

Van Ocampo – C/CAG Staff support SMCEL JPA

April Chan, Joe Hurley, Jennifer Williams – TA Staff supporting SMCEL JPA

2.0 PLEDGE OF ALLEGIANCE

3.0 PUBLIC COMMENT

Note: Public comment is limited to two minutes per speaker. Public comment permitted on both items on the agenda and items not on the agenda.

None.

4.0 APPROVAL OF CONSENT AGENDA

This item is to set the final consent and regular agenda, and to approve the items listed on the consent agenda. All items on the consent agenda are approved by one action. There will be no separate discussion on these items unless members of the Board, staff or public

request specific items to be removed for separate action.

- a) Approval of the minutes of Board of Directors regular business meeting No. 2 dated July 12, 2019.

Director Horsley **MOVED** to approve the CONSENT AGENDA. Director Beach **SECONDED. 4-0-0 (Ayes: Aguirre, Beach, Freschet, and Horsley)**

5.0 REGULAR AGENDA

- a) Receive an update on the express lane project status including the California Transportation Commission (CTC) toll authority approval status. **INFORMATION**

Sandy Wong, Executive Council, reported that the SMCEL JPA has submitted an application to the California Transportation Commission (CTC) for toll authority. At its regular meeting on August 14, 2019, the CTC unanimously approved the application. Ms. Wong also provided an update on the on-going process to select a consulting firm to act as the Policy/Program Manager for the SMCEL JPA. Interviews have been conducted and the next step is to negotiate with the highest ranked proposer based on the interview panel's recommendation. Staff aims to present a contract to the Board for approval at the next meeting.

- b) Review and approval of Resolution SMCEL 19-04 authorizing the four-party Cooperative Agreement between the San Mateo County Express Lanes Joint Power Authority (SMCEL-JPA), the City/ County Association of Governments of San Mateo County (C/CAG), the San Mateo County Transportation Authority (TA), and the Bay Area Infrastructure Financing Authority (BAIFA) regarding BAIFA's expenditure of \$3 million on toll system design for the San Mateo County Express Lanes. **APPROVED**

Sandy Wong, Executive Council, explained the four-party agreement is currently under final review by legal counsels from each of the four agencies, thus, marked as "draft" in the meeting packet. Staff recommends the Board to approve Resolution SMCEL 19-04 authorizing the Chair to execute said agreement upon final review, provided the final agreement is substantially the same as the draft provided to the Board at this meeting.

Since the total of \$514 million project cost is being spent in many different components, Director Beach requested staff to provide information that tracks the different buckets of money for this project.

Director Freschet noted there were two typos in Resolution SMCEL 19-04.

Director Papan **MOVED** to approve Resolution SMCEL 19-04, Director Freschet **SECONDED**, with correction to the typo errors. Roll call was taken. **MOTION CARRIED UNANIMOUSLY 5-0-0**

6.0 REPORTS

- a) Chairperson Report – None.

Item 4.0 b

- b) Member Communication – Director Papan and Director Beach reported that Finance Ad Hoc committee met with the Chief Financial Officer of TA, who also acts as the Finance Chief for the SMCEL JPA, staff of TA and C/CAG, regarding the terms for the Operation Loans and Capital Loan. The Ad Hoc committee also discussed the conceptual flow of funds, “Waterfall”, for toll revenues from the operation of the project. The committee will continue such discussion before final recommendation to the Board is made.

- c) Executive Council Report – On behalf of the Executive Council, April Chan reported that staff will present various agreements to the Board for approval at the next meeting, including Operation Loans from TA and C/CAG, Staff Service agreement with TA and C/CAG.

7.0 WRITTEN COMMUNICATIONS

None.

8.0 NEXT REGULAR MEETING

The next meeting is scheduled for October 11, 2019.

9.0 ADJOURN

The meeting was adjourned at 9:26 A.M.

**San Mateo County Express Lanes Joint Powers Authority
AGENDA REPORT**

Date: October 11, 2019

To: San Mateo County Express Lanes Joint Powers Authority (SMCEL-JPA) Board of Directors

From: Executive Council

Subject: Review and Approval of Resolution SMCEL 19-05 authorizing the Chair to execute a two-year Agreement with HNTB Corporation for Policy/Program Management Services for a total amount not to exceed \$1,381,716

(For further information, contact Jean Higaki at 650-599-1462)

RECOMMENDATION

That the SMCEL-JPA Board of Directors review and approve Resolution SMCEL 19-05 authorizing the Chair to execute a two-year agreement with HNTB Corporation for Policy/Program Management Services for a total amount not to exceed \$1,381,716.

FISCAL IMPACT

The total amount for this agreement is up to \$1,381,716 for two calendar years, effective November 1, 2019 and ending October 31, 2021. However, since the SMCEL-JPA adopts budget on an annual basis, expenditures beyond the current budget year will be subjected to future budget approval.

SOURCE OF FUNDS

As an agency with no current operating revenue, the SMCEL-JPA anticipates that both SMCTA and C/CAG will loan funds to cover its initial operating budget. At present, loan agreements with SMCTA and C/CAG for fiscal year 2019-2020 are being prepared for SMCEL-JPA Board approval at the November 8, 2019 Board meeting.

BACKGROUND

On April 11, 2019 and May 2, 2019 the City/County Association of Governments (“C/CAG”) Board and the San Mateo County Transportation Authority (“SMCTA”) Board, respectively approved the Joint Exercise of Powers Agreement (JEPA) for the Express Lanes Joint Powers Authority (JPA). The JEPA created the JPA pursuant to the California Joint Exercise of Powers Act to oversee the operations and administration of the San Mateo 101 Express Lanes Project, and to jointly exercise ownership rights over the express lanes.

On June 13, 2019 and July 11, 2019 the C/CAG Board and SMCTA Board respectively, approved the First Amended and Restated Joint Exercise of Powers Agreement officially changing the name of the

JPA from Express Lanes Joint Powers Authority to San Mateo County Express Lanes Joint Powers Authority. The purpose is to more plainly reflect that the JPA is a San Mateo County entity, which could be important for securing financing and marketing the Express Lanes Project.

Per the JEPA, SMCEL-JPA will retain an independent, high-level Policy/Program Manager (PPM), via contract, whose primary task is to develop and oversee the implementation of the policies and programs of SMCEL-JPA. The PPM shall report directly to the SMCEL-JPA Board and will work in collaboration with the Executive Council of SMCEL-JPA as well as other staff. The PPM is to provide project management services under an initial contract of two years, with an option to be extended upon satisfactory performance, of no more than four (4) one-year extensions.

On July 19, 2019, staff issued the Request for Qualification/Request for Proposal (RFQ/RFP) for the PPM to fourteen firms. Two highly qualified firms, CDM Smith and HNTB Corporation, responded by the deadline. Presentations and interviews were conducted on August 12th before a panel comprised of Policy Managers from both the Alameda County Transportation Commission and the Santa Clara Valley Transportation Authority, as well as staff from C/CAG and SMCTA. SMCEL-JPA Executive Council, Sandy Wong was also present to observe. At the end of the process the panel was unanimous in recommending HNTB Corporation as the number one choice.

HNTB Corporation is an infrastructure solution firm that has been in existence for over a 100 years. They are one of the top providers of toll services and express lanes services in the country and has operations in Northern California for the past 50 years. HNTB Corporation has assembled a team of experts to be led by Matthew Click as the Policy/Program Manager for SMCEL-JPA. Mr. Click has over 23 years experience in road pricing and has been working for express lanes for 15 years. He has worked on over 20 express lanes in nine states.

Staff has negotiated the draft agreement between SMCEL-JPA and HNTB Corporation. However, since the final negotiation has not been completed yet, it is recommended that the Executive Council be authorized to negotiate final terms prior to execution by the Chair, subject to legal counsel approval.

ATTACHMENTS:

- 1) Resolution SMCEL 19-08.
- 2) Draft Agreement with HNTB Corporation for Policy/Program Management Services (to be provided on-line at: <http://www.ccag.ca.gov/express-lane-jpa/>)

RESOLUTION SMCEL 19-05

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SAN MATEO COUNTY EXPRESS LANES JOINT POWERS AUTHORITY (SMCEL-JPA) AUTHORIZING THE CHAIR TO EXECUTE A TWO-YEAR AGREEMENT WITH HNTB CORPORATION FOR POLICY/PROGRAM MANAGEMENT SERVICES IN A TOTAL AMOUNT NOT TO EXCEED \$1,381,716.

RESOLVED, by the Board of Directors of San Mateo County Express Lanes Joint Powers Authority (SMCEL-JPA) that,

WHEREAS, the Joint Exercise of Powers Agreement for the San Mateo County Express Lanes was approved by the City/County Association of Governments (“C/CAG”) Board and the San Mateo County Transportation Authority (“SMCTA”) Board at their board meetings on April 11, 2019 and May 2, 2019, respectively; and

WHEREAS, the First Amended and Restated Joint Exercise of Powers Agreement for the San Mateo County Express Lanes (“JPA Agreement”) was approved by the C/CAG Board and the SMCTA Board at their respective board meetings on June 13, 2019 and July 11, 2019; and

WHEREAS, the JPA Agreement created the SMCEL-JPA to: apply to the California Transportation Commission in order to own, administer, and manage the operations of the San Mateo County Express Lanes (“Project”); to share in the ownership, administration, and management of any potential future express lanes within San Mateo County; to set forth the terms and conditions governing the management, operation, financing, and expenditure of revenues generated by express lanes in San Mateo County; and to exercise the powers as provided by law (including but not limited to California Streets and Highways Code Section 149.7, as it now exists and may hereafter be amended); and

WHEREAS, the JPA Agreement defines the individual roles and responsibilities of the partnering agencies and certain staff, including the Executive Council, County Counsel, SMCTA and C/CAG staff, and the Policy/Program Manager (PPM) to the SMCEL-JPA; and

WHEREAS, the SMCEL-JPA desires to retain Policy/Program Manager services; and

WHEREAS, through a Request for Qualification/Proposal process, HNTB Corporation is being recommended to provide said PPM services; and

WHEREAS, the term of this Agreement is for a period of two years, commencing on November 1st, 2019, with a Not to Exceed Amount of \$1,381,716, subject to SMCEL-JPA annual budget approval beyond June 30, 2020; and

NOW THEREFORE BE IT RESOLVED, by the Board of Directors of the SMCEL-JPA that the Chair is authorized to execute the Agreement with HNTB Corporation for Policy/Program Management Services in a total amount not to exceed \$1,381,716 for a two-year term; and further authorize the Executive Council to negotiate the final agreement prior to execution by the Chair, subject to approval by SMCEL-JPA Legal Counsel.

PASSED, APPROVED, AND ADOPTED, THIS 11TH DAY OF OCTOBER, 2019.

Alicia Aguirre, Chair