

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

Meeting No. 6

**DATE:** Friday, December 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:** Alicia Aguirre (Chair), Don Horsley (Vice Chair), Emily Beach, Maryann Moise Derwin, Diane Papan, and Rico Medina

\*\*\*\*\*

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.

4.1 Approval of the minutes of Board of Directors regular business meeting No. 5 dated November 8, 2019. ACTION p. 1

5.0 REGULAR AGENDA

5.1 Review and approval of the 2020 SMCEL-JPA Board of Directors meeting calendar. ACTION p. 4

5.2 Receive an update on the choice of interest rate mode for capital funding of the US 101 Express Lanes Project. INFORMATION p. 5

5.3 Receive an update to the Communications Plan for the US 101 Express Lanes project.  
INFORMATION p. 6

5.4 Receive an update on the upcoming and anticipated future agenda items and actions for the SMCEL-JPA.  
INFORMATION p. 8

## 6.0 REPORTS

- a) Chairperson Report.
- b) Member Communication.
- c) Executive Council Report.
- d) Policy/Program Manager Report.

## 7.0 WRITTEN COMMUNICATIONS

None.

## 8.0 NEXT REGULAR MEETING

January 10, 2020

## 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, Secretary - (650) 599-1406

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

Meeting No. 5

**DATE:** Friday, November 8, 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, Maryann Moise Derwin, Diane Papan, and Rico Medina

\*\*\*\*\*

**1.0 CALL TO ORDER/ ROLL CALL**

Chair Aguirre called the meeting to order at 9:02 a.m. Roll call was taken.

**Members Present:**

C/CAG Members: Alicia Aguirre, Maryann Moise Derwin, Diane Papan  
SMCTA Members: Don Horsley, Emily Beach, Rico Medina

**Members Absent:**

C/CAG Member: None  
SMCTA Member: None

**Staff Present:**

Sandy Wong – Executive Council  
Jim Hartnett – Executive Council  
Matthew Click – Program/Policy Manager  
Mima Guilles – Secretary  
Tim Fox – Legal Counsel  
Jean Higaki, Van Ocampo – C/CAG Staff support SMCEL JPA  
April Chan, Derek Hansel, Joe Hurley, Jennifer Williams – TA Staff supporting SMCEL JPA

Other members of the public were in attendance.

**2.0 PLEDGE OF ALLEGIANCE**

### 3.0 PUBLIC COMMENT

No public comment was received. Chair Aguirre welcomed new Board Member Rico Medina, and new legal counsel Tim Fox. She also congratulated Director Beach on her reelection, and Jim Hartnett on receiving the Most Admired CEO award.

### 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. 4 dated October 11, 2019. APPROVED

Director Beach **MOVED** to approve the CONSENT AGENDA. Director Horsley **SECONDED. MOTION CARRIED 6-0-0**

### 5.0 REGULAR AGENDA

- a) Review and approval of Resolution SMCEL19-06 and Resolution SMCEL 19-07 authorizing the Chair to execute the Cooperative Funding (Loan) Agreements with the City/County Association of Governments (C/CAG) and San Mateo County Transportation Authority (SMCTA) respectively, in the amount of \$872,456 each. APPROVED

Director Horsley **MOVED** to approve Resolution SMCEL 19-06 and Resolution SMCEL 19-07 authorizing the Chair to execute the Cooperative Funding (Loan) Agreements with the City/County Association of Governments (C/CAG) and San Mateo County Transportation Authority (SMCTA) respectively, in the amount of \$872,456 each. Director Papan **SECONDED. MOTION CARRIED 6-0-0**

Roll call was taken. **MOTION CARRIED UNANIMOUSLY 6-0-0**

**Board of Directors AYES:** Alicia Aguirre (Chair), Don Horsley (Vice Chair), Emily Beach, Maryann Moise Derwin, Diane Papan and Rico Medina.

**Board of Directors NOES:** None.

- b) Review and approval of Resolution SMCEL 19-08 authorizing reimbursement to the C/CAG and TA for staffing services pursuant to the San Mateo County Express Lanes Joint Powers Agreement. APPROVED

Director Beach **MOVED** to approve Resolution SMCEL 19-08 authorizing reimbursement to the C/CAG and TA for staffing services pursuant to the San Mateo County Express Lanes Joint Powers Agreement. Director Medina **SECONDED.** Roll call was taken. **MOTION CARRIED UNANIMOUSLY 6-0-0**

**Board of Directors AYES:** Alicia Aguirre (Chair), Don Horsley (Vice Chair), Emily Beach, Maryann Moise Derwin, Diane Papan and Rico Medina

**Board of Directors NOES:** None.

- c) Receive a presentation and update on the US 101 Express Lanes project.

INFORMATION

The Board of Directors received a powerpoint presentation from Leo Scott of Gray Bowen Scott on the US 101 Express Lanes project. Mr. Scott provided project updates on the schedule, costs, and upcoming construction related activities.

Public comment was made by Drew regarding toll revenues and how they will be used in the future.

- d) Determination on the need for independent financial and legal advisor(s) and provide direction on procurement process.

APPROVED

The Board of Directors received a verbal presentation from Derek Hansel, Chief Financial Officer, regarding the Finance Ad Hoc Committee meeting discussion on the upcoming capital loan between the SMCEL-JPA and the TA. Mr. Hansel stated that since he is the Chief Financial Officer for the TA, while he is also the Chief Financial Officer for the SMCEL-JPA, for the purpose of capital loan negotiation between the two agencies, he will only represent the TA.

Director Papan **MOVED** to obtain independent financial and legal advisors in connection with the capital loan between SMCEL-JPA and the TA. Director Beach **SECONDED. MOTION CARRIED 6-0-0**

## 6.0 REPORTS

- a) Chairperson Report:  
Chair Aguirre requested for clarification on the need for roll calls for votes on Board Resolutions.
- b) Member Communication – None.
- c) Executive Council Report – None.

## 7.0 WRITTEN COMMUNICATIONS

None.

## 8.0 NEXT REGULAR MEETING

December 13, 2019

ADJOURNMENT – 10:23

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

Date: December 13, 2019

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

From: Secretary

Subject: Review and approval of the 2020 SMCEL-JPA Board of Directors meeting calendar.

(For further information, contact Mima Guilles 650-599-1406)

---

**RECOMMENDATION**

That the SMCEL-JPA Board of Directors review and approve the 2020 SMCEL-JPA Board of Directors meeting calendar.

**FISCAL IMPACT**

None.

**BACKGROUND**

The following schedule for the 2020 Board meeting is proposed. All meetings start at 9:30 a.m. unless otherwise noted.

- January 10
- February 14
- March 13
- April 10
- May 8
- June 12
- July 10
- August 14
- September 11
- October 9
- November 13
- December 11

**ATTACHMENT**

None.

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

Date: December 13, 2019

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

From: Derek Hansel, Chief Financial Officer

Subject: Receive an update on the choice of interest rate mode for capital funding of the US 101 Express Lanes Project

(For further information, contact Derek Hansel, CFO, at 650-508-6466)

---

### **RECOMMENDATION**

That the SMCEL-JPA Board receive an update on the choice of interest rate mode for the capital funding of the 101 Express Lanes Project (Project).

### **FISCAL IMPACT**

The choice of interest rate mode will have an undetermined effect on the interest cost associated with the borrowing of funds to complete the construction of the Project.

### **BACKGROUND**

It is currently anticipated that the Project will require a loan of approximately \$92.5 million, plus capitalized interest during construction, in order to cover costs not otherwise funded by grants from the Project's funding partners. The San Mateo County Transportation Authority (Authority) has committed to making such a loan to be secured by Authority sales tax revenues, with the loan and interests to be repaid by the JPA from future toll revenues .

On November 20, 2019, staff and the Authority's Municipal Advisors met with the SMCEL-JPA's Ad Hoc Finance Committee, and discussed the appropriate interest rate mode for these borrowings. While fixed rate structures present historically attractive interest rates, staff believes, with concurrence from the Ad Hoc Committee that a number of factors support the use of variable rate structures for these borrowings. These include:

- Lower cost of borrowing;
- Greatly enhanced flexibility, both in timing of borrowing and of repayment;
- Minimized negative arbitrage; and
- Reasonably low volatility of variable rates

Staff will continue to work with SMCEL-JPA's Ad Hoc Finance Committee, which will be advised by separate legal and financial advisors as we move to secure financing vehicles for the borrowing, with the direction that we would proceed with variable rate structures. Staff, in consultation with the SMCEL-JPA Ad Hoc Finance Committee, plans to come back to the SMCEL-JPA once the financing vehicle is finalized.

**ATTACHMENT:** Verbal presentation to be provided at meeting.

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

Date: December 13, 2019

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

From: Executive Council

Subject: Receive an update to Communications Plan for the US 101 Express Lanes project.  
(For further information, contact Joe Hurley at 650-508-7942)

---

### **UPDATE**

In response to requests from the San Mateo County Express Lanes JPA, we are discussing with Caltrans expanding the outreach specifically targeted towards commuters coming from other counties. We do not anticipate any change to the budget at this time.

Caltrans will make every effort to provide a three-week look ahead for the major construction impacts. Though the information will be subject to change, the primary goal is to get impacted individuals in the habit of checking the website regularly for updates.

We will be working with Caltrans on the following expansion of the outreach program:

- Large scale regional push to encourage people to sign up for updates – the team will target audience that includes San Mateo, Santa Clara and San Francisco employer organizations, regional media, transportation agencies in the 15-county region to leverage their social networks, public safety organizations, school administrators and others.
- Weekly and Quarterly update push: The project team has been sending out quarterly project updates and monthly construction updates. The team is now planning to provide weekly updates on the construction and lane closures instead of monthly updates. In December 2019 and January 2020, the team will make a large scale push to encourage people to sign up for these updates.
- Use of a short website URL: Purchase of “101Express.com” for use in all communications material making it easier for commuters to find project information. People will be encouraged to sign up for quarterly and weekly updates from the website.
- Radio advertisements: KCBS (English), KBRG (Spanish), KEST (Mandarin) directing people to the website and to sign up for updates.
- Special nighttime advanced congestion notification: An Automated Work Zone Information System (AWIS) will place 30+ portable/changeable message signs to be placed on the roads/shoulders to provide real-time delay information.

- Utilize Caltrans overhead changeable message signs: the team is exploring use of existing overhead changeable message signs to notify motorists of upcoming construction congestion and direct people to the website for additional information.

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

Date: December 13, 2019

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

From: Executive Council

Subject: Receive an update on the upcoming and anticipated future agenda items and actions for the SMCEL-JPA

(For further information, contact April Chan, at 650-508-6228)

---

**RECOMMENDATION**

No action is required. This is an informational item.

**FISCAL IMPACT**

None.

**BACKGROUND**

Staff is providing an updated Attachment A to inform the SMCEL-JPA Board a number of the action items likely to come before the Board in the next two years by calendar year quarters.

Summarized below are a number of the major policy and finance items, and the likely timing those items will either be presented to the Board for information, or for approval.

Finance related:

- January 2020 – award contract to advise JPA Board on financial & legal terms of the capital financing
- February 2020 – update on financing
- March 2020 - Board approval on financing

Toll facility opening(s):

- Feb 2020 - Informational item regarding revenue and expense estimates for 2 possible openings of San Mateo 101 Express Lanes (pros & cons; operational impacts)
- April 2020 – Board action on whether to have 2 openings

Equity study:

- March 2020 – Award consultant contract
- August 2020 – Update on Equity Study; Present equity study baseline conditions
- November 2020 – Present draft study and recommendations
- March 2021 – Study adoption

Toll policy discussion & toll ordinance:

- June 2020 – Kick off policy discussion: invite BAIFA to discuss and inform what region does
- August 2020 – Board discussion on what San Mateo should do: pros & cons of policy actions
- October 2020 – Continue discussion from August 2020
- December 2020 – Introduce toll ordinance, incorporate equity recommendations
- Feb 2021 – Adopt toll ordinance
- May 2021- July 2021 – Public education on toll ordinance, and how to use the express lanes in the County

**ATTACHMENTS:**

Attachment A – Updated Board Agenda Schedule

**San Mateo County Express Lane Joint Powers Authority**

**SM 101 Express Lanes – Board Agenda Schedule**

Updated Schedule – December 2019

Attachment A

<u>Quarter/Year</u>	<u>JPA Actions/Decisions Needed</u>
July – Sept 2019	<p><b>July 25</b> – CTC Public Hearing on the Toll Authority Application  <b>August 14/15</b> – CTC Action on the Toll Authority Application  <b>September 2019</b> – TA, CCAG and JPA approve Coop Agreement with BAIFA on design of Toll Equipment</p>
Oct - Dec 2019	<p><b>October 11</b> – Award Contract on Policy/Program Manager  <b>November 8</b> – Approve Loan and Staffing agreements with CCAG and TA</p>
Jan – Mar 2020	<p><b>January 2020</b> – Approve Public Officials Liability Insurance for the JPA  <b>January 2020</b>- Award contract on Financial &amp; Legal Advisors  <b>February 2020</b> – Informational session regarding two phase toll operation opening, including revenue &amp; expense estimates, and operational impacts  <b>February 2020</b> – Capital Financing Update  <b>March 2020</b> – Award Contract on Equity Study  <b>March 2020</b> – Capital Financing - Loan Approval</p>
Apr – June 2020	<p><b>April 2020</b> – BAIFA, TA, CCAG, &amp; JPA Coop Agreement with BAIFA on funding installation of toll equipment  <b>April 2020</b> – Board decides whether to proceed with a two-phase toll operation opening, phase 1 timed to VTA’s opening in Santa Clara, and phase 2 when North of Whipple is complete  <b>June 2020</b> – Begin discussion on toll policies (toll rates, caps, &amp; enforcement) (invite BAIFA to provide information on current policies of BAIFA-owned facilities)  <b>June 2020</b> – Begin negotiation O&amp;M Agreement with BAIFA  <b>June 2020</b> – Begin negotiation Maintenance Agreement with Caltrans</p>
July – Sept 2020	<p><b>July 2020</b> – Launch JPA website  <b>August 2020</b> – Equity Study Baseline Conditions Presentation  <b>August 2020</b> – Toll Policies discussion for San Mateo (trade-offs regarding toll rates, caps &amp; enforcements)</p>
Oct – Dec 2020	<p><b>October 2020</b> – Continue Toll Policies discussion  <b>November 2020</b> – Equity Study Steering Committee presents DRAFT Equity Program to JPA  <b>December 2020</b> – Introduce SMCEL-JPA “Toll Ordinance”  <b>By December 2020</b> – Complete negotiation on O&amp;M Agreement with BAIFA; JPA approval of agreement  <b>By December 2020</b> – Complete negotiation on Maintenance Agreement with Caltrans; JPA approval of agreement</p>

**San Mateo County Express Lane Joint Powers Authority**

**SM 101 Express Lanes – Board Agenda Schedule**

Updated Schedule – December 2019

Attachment A

<u>Quarter/Year</u>	<u>JPA Actions/Decisions Needed</u>
Jan - Mar 2021	<b>February 2021</b> – Board adopts “Toll Ordinance”  <b>March 2021</b> – Board adopts Equity Program
Apr – Jun 2021	<b>May-July 2021</b> – Public education/ outreach regarding express lanes usage Phase 1 <i>(In advance of a targeted Fall 2021 Opening)</i>
July – Sept 2021	<b>May-July 2021</b> – Public education/ outreach regarding express lanes usage Phase 1 <i>(In advance of a targeted Fall 2021 Opening)</i>
Oct – Dec 2021	
Jan - Mar 2022	
Apr - June 2022	
July - Sept 2022	<b>July – September 2022</b> – Public education/ outreach regarding express lanes usage Phase 2 <i>(In advance of a targeted Late 2022 Opening)</i>