

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

Meeting No. 64

Date: Friday, August 1, 2025	Join by Webinar: https://us02web.zoom.us/j/82876533500?pwd=ucPugK0zoLgbJbCo9CL95heAsagtJF.1
Time: 9:00 A.M.	Webinar ID: 828 7653 3500
Primary Location: San Mateo County Transit District Office 1250 San Carlos Ave, 2 nd Fl. Auditorium, San Carlos, CA	Password: 080125
	Join by Phone: (669) 900-6833

*****HYBRID MEETING - IN-PERSON AND BY VIDEOCONFERENCE*****

This meeting of the SMCEL-JPA Board of Directors will be held in person and by teleconference pursuant to Government Code Section 54953(e). Members of the public will be able to participate in the meeting remotely via the Zoom platform or in person at the location above. For information regarding how to participate in the meeting, either in person or remotely, please refer to the instructions at the end of the agenda.

Board of Directors: Michael Salazar (Chair), Carlos Romero (Vice Chair), Stacey Jimenez, Julia Mates, Rico E. Medina and Adam Rak.

1.0 CALL TO ORDER/ ROLL CALL

2.0 PUBLIC COMMENT ON ITEMS NOT ON THE AGENDA

Note: Public comment is limited to two minutes per speaker. Members of the public who wish to address the Board should complete a speaker's slip to make a public comment in person or raise their hand in Zoom to speak virtually.

3.0 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.

- 3.1 Approval of the minutes of Board of Directors regular business meeting No. 63 dated June 20, 2025. ACTION p. 1
- 3.2 Accept Statement of Revenues and Expenses for the Period Ending May 31, 2025. ACTION p. 5
- 3.3 Information on Statement of Revenues and Expenses for the Period Ending June 30, 2025. INFORMATION p. 8
- 3.4 Review and Approval of Resolution SMCEL 25-10 adopting the San Mateo County Express Lanes Joint Powers Authority Investment Policy. ACTION p. 9
- 3.5 Review and approve Resolution SMCEL 25-08, ratifying the purchase of General Liability Insurance, Public Officials Liability, and Property Insurance policies for a 12-month period for a not-to-exceed amount of \$575,407. ACTION p. 21

4.0 REGULAR AGENDA

- 4.1 Receive a presentation on the Bay Area Infrastructure Financing Authority (BAIFA) Express Lane START Program. INFORMATION p. 24
- 4.2 Receive an update on the implementation of the next generation Community Transportation Benefits program. INFORMATION p. 35
- 4.3 Review and Approval of Resolution SMCEL 25-09 authorizing the Chair to execute an agreement with STV to provide Policy/Program Management Services for an amount not to exceed \$3,300,000 for a three-year term from August 2025 through August 2028. ACTION p. 52

5.0 REPORTS

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

6.0 WRITTEN COMMUNICATIONS

None.

7.0 NEXT REGULAR MEETING

September 5, 2025

8.0 ADJOURNMENT

PUBLIC NOTICING: All notices of SMCEL-JPA regular Board meetings, standing committee meetings, and special meetings will be posted at the San Mateo County Court Yard, 555 County Center, Redwood City, CA, and on SMCEL-JPA's website at: <http://www.ccag.ca.gov>.

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 San Mateo County Express Lanes JPA (SMCEL-JPA), located at 555 County Center, 5th Floor, Redwood City, CA 94063, for the purpose of making public records available for inspection. Such public records are also available on SMCEL-JPA's website at: <http://www.ccag.ca.gov>. Please note that SMCEL-JPA's office is temporarily closed to the public; please contact Mima Crume at (650) 599-1406 to arrange for inspection of public records.

ADA REQUESTS: Persons with disabilities who require auxiliary aids or services to participate in this meeting should contact Mima Crume at (650) 599-1406 or mcrume@smcgov.org by 10:00 a.m. prior to the meeting date.

PUBLIC PARTICIPATION DURING HYBRID MEETINGS: During hybrid meetings of the SMCEL-JPA Board, members of the public may address the Board as follows:

Written comments should be emailed in advance of the meeting. Please read the following instructions carefully:

1. Your written comment should be emailed to mcrume@smcgov.org.
2. Your email should include the specific agenda item on which you are commenting or note that your comment concerns an item that is not on the agenda.
3. Members of the public are limited to one comment per agenda item.
4. If your emailed comment is received at least 2 hours prior to the meeting, it will be provided to the SMCEL-JPA Board members, made publicly available on the SMCEL-JPA website along with the agenda. Emails received less than 2 hours before the meeting will be provided to the SMCEL-JPA Board members and included in the administrative record of the meeting as soon as practicable.

Spoken comments will be accepted during the meeting in person and through Zoom. Public comments will be taken first by speakers in person followed by via Zoom. Please read the following instructions carefully:

***In-person participation:**

1. If you wish to speak to the Board, please fill out a speaker's slip located on the 2nd floor auditorium side table against the wall. If you have anything that you wish distributed to the Board and included in the official record, please hand it to the SMCEL-JPA Clerk who will distribute the information to the Board members and staff.

***Remote participation:**

1. The SMCEL-JPA Board meeting may be accessed through Zoom at the online location indicated at the top of this agenda.
2. You may download the Zoom client or connect to the meeting using an internet browser. If using your browser, make sure you are using a current, up-to-date browser: Chrome 30+, Firefox 27+, Microsoft Edge 12+, Safari 7+. Certain functionality may be disabled in older browsers including Internet Explorer.
3. You will be asked to enter an email address and name. We request that you identify yourself by your name as this will be visible online and will be used to notify you that it is your turn to speak.
4. When the SMCEL-JPA Clerk or Chair call for the item on which you wish to speak, click on "raise hand." The Clerk will activate and unmute speakers in turn. Speakers will be notified shortly before they are called

- on to speak. If calling in via phone, press *9 to raise your hand and when called upon press *6 to unmute.
5. When called, please limit your remarks to the time allotted.

If you have any questions about this agenda, please contact SMCEL-JPA staff:

Executive Director: Sean Charpentier (650) 599-1409

Clerk of the Board: Mima Crume (650) 599-1406

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

Meeting No. 63
June 20, 2025

This meeting of the SMCEL-JPA Board of Directors was held in person and by teleconference pursuant to Government Code Section 54953(e). Members of the public were able to participate in the meeting remotely via the Zoom platform or in person.

Board of Directors: Rico E. Medina (Chair), Michael Salazar (Vice Chair), Stacy Jimenez, Julia Mates, Adam Rak and Carlos Romero

1.0 CALL TO ORDER/ ROLL CALL

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

AGENCY:	IN-PERSON:	ABSENT:	REMOTE AB 2449:	REMOTE Publicly Accessible Teleconference Location:
C/CAG	Stacy Jimenez			
C/CAG	Adam Rak			
C/CAG	Michael Salazar			
SMCTA				Carlos Romero
SMCTA		Julia Mates		
SMCTA	Rico E. Medina			

Staff Present (In-Person):	Staff Present (Remote):
Sean Charpentier, Executive Council – C/CAG	Van Ocampo
April Chan, Executive Council – TA	
Mima Crume – Clerk of the Board	Members of the Public (In-Person):
Kaki Cheung – C/CAG	Emily Beach
Peter Skinner – TA	
Lacy Vong – HNTB	
	Members of the Public (Remote):

2.0 PUBLIC COMMENT ON ITEMS NOT ON THE AGENDA

Note: Public comments are limited to two minutes per speaker. Members of the public who wish to address the Board should complete a speaker's slip to make a public comment in person or raise their hand in Zoom to speak virtually.

No public comments received.

3.0 **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.

- 3.1 Approval of the minutes of Board of Directors regular business meeting No. 62 dated May 2, 2025. **APPROVED**
- 3.2 Acceptance of Statement of Revenues and Expenses for the Period Ending April 30, 2025. **APPROVED**
- 3.3 Review and approval of Resolution SMCEL 25-05 authorizing the SMCEL-JPA Chair to execute the Agreement with the Office of County Counsel of San Mateo County for general legal services to SMCEL-JPA, covering the periods of FY 2025/26 through FY 2027/28, for an amount not to exceed \$60,000, annually. **APPROVED**
- 3.4 Receive a quarterly update on the operations of the US 101 Express Lanes. **INFORMATION**
- 3.5 Approve the Organizational Assessment report for the Express Lane Program. **APPROVED**

Director Jimenez **MOVED** to approve the consent agenda items 3.1 to 3.5.
Director Salazar **SECONDED**. **MOTION CARRIED 5-0-0**

4.0 **REGULAR AGENDA**

- 4.1 Receive an update on the Fiscal Year 2024 (FY24) Revenue Sharing Fund Flow of Funds distribution and its projected impact on the Fiscal Year 2026 (FY26) Proposed Budget. **INFORMATION**

Policy Program Manager Lacey Vong provided an informational update on the flow of funds model, revenue projections, and options for sustaining the Equity Program. Staff recommended limiting program participation to 7,500 to maintain fiscal sustainability over three years, while still supporting bond loan payments and building reserves.

Board members asked questions about the per-participant allocation, the potential for adjusting participation levels, and tradeoffs between funding reserves and equity program expansion. Staff explained the model's hierarchy and how funding levels impacted reserves and loan balances.

Director Romero expressed support for the staff recommendation as a balanced approach. No public comments were received.

- 4.2 Public Hearing: Approval of SMCEL Resolution 25-06 on the adoption of the Fiscal Year 2026 (FY26) SMCEL-JPA Operating Budget. APPROVED

The Board received a presentation on the FY 2026 operating budget, highlighting updates since the May preliminary presentation. Changes included reclassification of toll violation revenues for improved transparency and a shift to a cash basis for recognizing revenue, aligning reporting with actual collections. The proposed budget assumed 7,500 participants in the Equity Program, reducing the allocation from \$2.8 million to \$2.1 million to ensure fiscal sustainability.

Board members discussed the importance of prudent financial planning, the overhead costs of the Equity Program, and future opportunities to accelerate repayment of the \$100 million loan.

Director Rak MOVED to close the public hearing. Chair Medina SECONDED. **MOTION CARRIED 5-0-0**

Director Rak MOVED to approve Resolution 25-6 adopting the FY 2026 operating budget of \$37.1 million and delegating investment authority to the Executive Director or designee for FY 2026. Director Romero SECONDED. **MOTION CARRIED 5-0-0**

- 4.3 Election of a Chairperson and a Vice Chairperson to serve a one-year term, effective July 1, 2025. APPROVED

The Board selected a Chair and Vice Chair for the Express Lane JPA, in accordance with the JPA agreement requiring alternating representation between C/CAG and TA members and a one-year term limit.

Chair: Michael Salazar was nominated by Chair Medina and seconded by Director Jimenez. **MOTION CARRIED 5-0-0**

Vice Chair: Carlos Romero was nominated by Chair Medina and seconded by Director Jimenez. **MOTION CARRIED 5-0-0**

5.0 REPORTS

- a) Chairperson Report.

Outgoing Chair Medina thanked the Board and staff for their support during his term. No further report.

- b) Member Communication.

Board members thanked Chair Medina for his leadership and welcomed Chair Salazar. A request was made to place discussion of quorum requirements on a future agenda. Staff confirmed the discussion would start with the Board but require action by both member agencies to amend the JPA agreement.

- c) Executive Council Report - Executive Council Verbal Report.

Staff thanked Chair Medina for his leadership, noted the budget progress, and announced the upcoming advertisement for the Program Director position.

- d) Policy/Program Manager Report.

Staff reported on successful outreach events at three community colleges, distributing over 650 equity program benefits to eligible students.

6.0 **WRITTEN COMMUNICATIONS**

None.

7.0 **NEXT REGULAR MEETING**

August 1, 2025

8.0 **ADJOURNMENT** – 10:08 am

San Mateo County Express Lanes Joint Powers Authority Agenda Report

Date: August 1, 2025

To: San Mateo County Express Lanes Joint Powers Authority Board of Directors

From: Kate Jordan Steiner, Chief Financial Officer

Subject: Accept Statement of Revenues and Expenses for the Period Ending May 31, 2025
(For further information, contact Kate Jordan Steiner, Chief Financial Officer, at 650-647-3504)

RECOMMENDATION

That the San Mateo County Express Lanes Joint Powers Authority Board of Directors accepts and enters into the record the Statement of Revenues and Expenses for the Fiscal Year 2025, period ending May 31, 2025.

The statement columns provide the annual budget and the year-to-date current actuals for the current fiscal year.

FISCAL IMPACT

Operating Revenues: As of May 31, 2025, total Operating Revenues are \$32.5 million, \$4.1 million (14.4 percent) favorable to budget. Total Revenues are comprised of the following:

- Toll Revenues, \$25.7 million (\$0.1 million [0.4 percent] favorable to budget)
 - Toll revenues are currently on target, with actual collections aligning closely with budgeted projections.
- Toll Violation Fees and Penalties, \$4.8 million (\$2.8 million [133.9 percent] favorable to budget)
 - The favorable variance is driven \$1.2 million by toll violation revenue, originally booked under toll revenue, and reclassified accurately to this account. Additionally, actual collection rates have been significantly lower than expected. To address this, we've transitioned to cash-based revenue recognition going forward.
- Allocated Bond Funds – Equity Program, \$0.2 million (\$0.2 million [100 percent] favorable to budget)
 - Favorable variance reflects use of prior-year bond funds as a source for the equity program. The prior year source is now exhausted. The FY25 adopted budget assumed that these funds would have been fully drawn in FY24.
- San Mateo County Transportation Authority Measure A (Alternative Congestion Relief Transportation Demand Management) – Equity Program, \$0.4 million (\$0.1 million [23.2 percent] favorable to budget)
 - Favorable variance due to one-time use of Measure A funds to support the equity program of \$0.4 million, after which the equity program will rely on toll revenues.
- Miscellaneous Revenue \$1.3 million, (\$0.9 million [225.5 percent] favorable to budget)
 - Favorable variance driven by higher interest earnings year-to-date, which is attributable to higher balances than assumed in budget and is expected to continue through year-end.

Operating Expenses: As of May 31, 2025, total Operating Expenses are \$12.9 million, \$7.5 million (36.8 percent) favorable to budget. Major Expenses are:

- Toll Operations and Maintenance (Bay Area Infrastructure Financing Authority), \$4.0 million (\$2.4 million [37.2 percent] favorable variance to budget)
 - Favorable variance due to lower program management costs with other timing-related savings, we expect this to partially resolve by year-end but remain favorable to plan.
- FasTrak Customer Service (Bay Area Transportation Authority), \$3.0 million (\$0.4 million [10.5 percent] favorable variance to budget)
 - Favorable variance due largely to the timing of the expenses, which is expected to be resolved by year-end.

- Equity Program Administration and Costs, \$1.2 million (\$0.2 million [12.2 percent] favorable to budget)
 - Favorable variance due to the timing of the expenses, which we expect to align with budget by year-end.
- Consultant, \$1.2 million (\$0.3 million [19.2 percent] favorable to budget)
 - Favorable variance due to timing of expense, expected to resolve by year-end.

BACKGROUND

Budget Amendment: There are no budget amendments for the month of May 2025.

Other Information: Loan payables represent loan advance payments received and the interests accrued since the formation of the San Mateo County Express Lanes Joint Powers Authority from the San Mateo County Transportation Authority and the City/County Association of Governments of San Mateo County. Loan advances will be repaid on a monthly basis, and no later than five years after the San Mateo County 101 Express Lanes Project begins operations and receives toll revenues.

The Agency accounts for revenues and expenses on a modified cash basis (only material revenues and expenses are accrued) on the monthly financial statement. As such, the differences between the current year's actual and the budget show noticeable variances due to the timing of expenses.

ATTACHMENT:

1. Statement of Revenues and Expenses Fiscal Year 2025 (May 2025)



SAN MATEO COUNTY EXPRESS LANE JOINT POWERS AUTHORITY
STATEMENT OF REVENUES AND EXPENSES
FISCAL YEAR
As of May 31, 2025

	YEAR-TO-DATE JULY - MAY				ANNUAL
	BUDGET	ACTUAL	\$ VARIANCE	% VARIANCE	BUDGET
OPERATING REVENUES					
Toll Revenues	\$ 25,655,667	\$ 25,745,978	\$ 90,311	0.4%	\$ 27,988,000
Toll Violation, Fees and Penalties	2,065,250	4,831,132	2,765,882	133.9%	2,253,000
Allocated Bond Funds - Equity Program	-	245,164	245,164	100.0%	-
SMCTA Measure A (ACR TDM) - Equity Program	324,592	400,000	75,408	23.2%	354,100
Miscellaneous Revenue	405,992	1,321,385	915,393	225.5%	442,900
TOTAL REVENUES	\$ 28,451,500	\$ 32,543,659	\$ 4,092,159	14.4%	\$ 31,038,000
OPERATING EXPENSES					
Staff Support & Admin Overhead	\$ 1,097,578	\$ 663,274	\$ 434,304	39.6%	\$ 1,197,358
Seminar/Training & Business Travel	37,125	4,796	32,329	87.1%	40,500
Audit & Bank Fees	20,135	6,913	13,222	65.7%	21,965
Promotional Advertising	45,833	3,829	42,004	91.6%	50,000
Utilities	55,000	101,629	(46,629)	(84.8%)	60,000
Software Maintenance & License	34,833	22,446	12,387	35.6%	38,000
Legal Services	55,000	12,502	42,498	77.3%	60,000
Insurance	613,708	547,701	66,007	10.8%	669,500
SMCEL-JPA Bond Related Debt Fees	614,167	325,368	288,799	47.0%	670,000
Miscellaneous	49,775	29,299	20,476	41.1%	54,300
Consultant	1,507,917	1,218,289	289,628	19.2%	1,645,000
Express Lane Maintenance	776,417	42,473	733,944	94.5%	847,000
Toll Operations and Maintenance (BAIFA)	6,370,833	4,001,503	2,369,330	37.2%	6,950,000
FasTrak Customer Service (BATA)	3,343,542	2,991,938	351,604	10.5%	3,647,500
Express Lanes Enhanced Enforcement (CHP)	564,667	239,661	325,006	57.6%	616,000
Equity Program Administration and Costs	1,348,452	1,184,537	163,915	12.2%	1,471,039
Interest Expense on Operating Advances	293,871	96,078	197,793	67.3%	320,587
Credit Enhancement Fee	366,667	366,667	(0)	(0.0%)	400,000
SMCEL-JPA Bond Interest	3,208,333	1,041,025	2,167,308	67.6%	3,500,000
TOTAL EXPENSES	\$ 20,403,853	\$ 12,899,928	\$ 7,503,925	36.8%	\$ 22,258,749
SURPLUS/(DEFICIT)	\$ 8,047,647	\$ 19,643,731	\$ 11,596,084	144.1%	\$ 8,779,251

Additional Information:

Operating loan and interest payable to the City/County Association of Governments of San Mateo County	\$ 2,678,371
Operating loan and interest payable to the San Mateo County Transportation Authority	\$ 3,152,109

San Mateo County Express Lanes Joint Powers Authority Agenda Report

Date: August 1, 2025

To: San Mateo County Express Lanes Joint Powers Authority Board of Directors

From: Kate Jordan Steiner, Chief Financial Officer

Subject: Information on Statement of Revenues and Expenses for the Period Ending June 30, 2025
(For further information, contact Kate Jordan Steiner, Chief Financial Officer, at 650-647-3504)

ACTION

This item is for information only. No action required.

SIGNIFICANCE

The Finance Division undertakes significant activities following the June 30 fiscal year-end to close out the prior year and establish the new one. Due to the scope and timing of this work, a complete Statement of Revenues and Expenses for June 2025 cannot be prepared within the normal board meeting cycle. As a result, staff will present the June 2025 report at the November 7, 2025 Board of Directors meeting. External auditors Eide Bailly, LLP, are expected to complete the year-end audit by late October, and the Annual Comprehensive Financial Report is anticipated to be finalized in early November 2025.

BUDGET IMPACT

There is no impact to the budget.

BACKGROUND

No additional information.

San Mateo County Express Lanes Joint Powers Authority Agenda Report

Date: August 1, 2025

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

From: Kate Jordan Steiner, Chief Financial Officer

Subject: Review and approval of Resolution SMCEL 25-10 adopting the San Mateo County Express Lanes Joint Powers Authority Investment Policy.

(For further information please contact Adela Alicic at alicica@samtrans.com)

RECOMMENDATION

Staff recommends that the Board review and approve Resolution SMCEL 25-10 adopting the San Mateo County Express Lanes Joint Powers Authority (Authority) Investment Policy. The Investment Policy establishes guidelines for the investment of Authority funds, and includes the delegations of authority to manage and invest those funds.

FISCAL IMPACT

There is no impact to the budget.

SOURCE OF FUNDS

Not applicable.

BACKGROUND

The Government Finance Officer's Association, California Municipal Treasurer's Association, and California Society of Municipal Finance Officers all recommend that public agencies adopt policies pertaining to the management of cash not currently used. The proposed policy, attached as Exhibit A, is intended to ensure the Authority's investments are made in accordance with sound treasury management practices, and in compliance with the objectives of safety, liquidity, and yield in that order of priority.

The authority to invest funds on behalf of a local agency resides with the agency's Board of Directors, which may delegate that responsibility to designated staff in one year increments. The Executive Director or designee, shall serve as the Authority's trustee for the purpose of making investments in accordance with the Investment Policy. Pursuant to Government Code Section 53607 and 53646(a), the Board of Directors may review the Investment Policy and also reauthorize the delegated investment authority on an annual basis at a public meeting.

In addition, in alignment with this policy and in accordance with Government Code Section 53646(b), staff will begin providing a quarterly investment report to the Board. The report will summarize investment holdings, confirm compliance with the policy, and present performance information. This

quarterly reporting will support transparency, enhance fiscal oversight, and ensure ongoing alignment with the Authority's investment objectives.

The proposed action will institute the policy (attached as Exhibit A), to apply to the management of Authority funds.

ATTACHMENT

1. Resolution 25-10
2. Exhibit A- San Mateo County Express Lanes Joint Powers Authority Investment Policy

RESOLUTION SMCEL 25-10

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE SAN MATEO COUNTY EXPRESS LANES
JOINT POWERS AUTHORITY ADOPTING AN INVESTMENT POLICY FOR THE JPA**

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

WHEREAS, as encouraged by applicable State law and in accordance with best practices, the San Mateo County Express Lanes Joint Powers Authority (Authority) does not currently have an adopted Investment Policy; and

WHEREAS, the Multiple professional organizations, including the Government Finance Officer's Association (GFOA), California Municipal Treasurer's Association (CMTA) and the California Society of Municipal Finance Officers (CSMFO), all of which recommend having a policy aimed at applying to the management and investment of Local Agency funds; and

WHEREAS, in presenting the Investment Policy to the Board of Directors for this year, staff recommends adopting the Investment Policy to govern the management of its cash resources in alignment with descriptions of investments contained in the California state law and to more clearly reflect the Authority's strategy for the investment of its funds; and

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of the San Mateo County Express Lanes Joint Powers Authority adopts the Investment Policy, as reflected in Exhibit A, which is attached hereto.

PASSED, APPROVED, AND ADOPTED, THIS 1ST DAY OF AUGUST 2025.

Michael Salazar, Chair

EXHIBIT A**SAN MATEO COUNTY EXPRESS LANES JOINT POWERS AUTHORITY****Investment Policy For The Investment of Express Lanes Joint Powers Authority Funds****I. PURPOSE**

This Investment Policy (Investment Policy) sets forth the investment guidelines for the prudent investment and cash management of the San Mateo County Express Lanes Joint Powers Authority (the Authority) funds. It is the goal of this Investment Policy to establish investment objectives in accordance with the provisions of the *California Government Code, Section 53600 et seq.* (hereafter “Code”), and investment guidelines to ensure that the funds under its purview are prudently invested to preserve capital, provide necessary liquidity, and achieve a market-average rate of return over an economic cycle consistent with the Authority’s goals of preserving principal and minimizing the risk of diminishing the principal.

Investments may only be made as authorized by this Investment Policy, and subsequent revisions. This Investment Policy may be reviewed annually by the Authority’s Board of Directors at a public meeting. (*California Government Code Section 53646(a)*). Irrespective of these policy provisions, should the provisions of the Code be, or become, more restrictive than those contained herein, then such provisions will be considered immediately incorporated into this Investment Policy.

II. OBJECTIVE

The Authority’s cash management system is designed to monitor and forecast accurately, expenditures and revenues, thus enabling the Authority to invest funds to the fullest extent possible. Idle funds of the Authority shall be invested in accordance with sound treasury management and in accordance with the provisions of the *Code* and this Investment Policy.

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital, as well as the probable income to be derived. The standard of prudence to be used by investment officials shall be applied in the context of managing an overall portfolio. Authority officials shall act in accordance with the written procedures of the Investment Policy, and should report deviations from expectations in a timely fashion and take appropriate action to control adverse developments.

The Authority's primary objective with respect to its invested funds is to safeguard the principal of the funds. The second objective is to meet the liquidity needs of the Authority. The third objective is to achieve a return on its invested funds.

III. BENCHMARKS

Investment performance will be compared to the performance benchmark selected by the Authority, which approximates the Authority’s portfolio and the specific restrictions on the Authority’s portfolio in accordance with applicable current legislation by the State of California.

The benchmark will be reviewed periodically to ensure it remains appropriate and consistent with the Authority's risk and return expectations.

IV. POLICY

At all times, the Authority shall invest its funds in accordance with the rules and restrictions established by the law of the State of California (including the *Code*). In addition, the Authority shall conduct its investments under the "prudent investor standard": "When investing, reinvesting, purchasing, acquiring, exchanging, selling or managing public funds, a trustee shall act with care, skill, prudence and diligence under the circumstances then prevailing, including, but not limited to, the general economic conditions and the anticipated needs of the agency, that a prudent person acting in a like capacity and familiarity with those matters would use in the conduct of funds of a like character and with like aims, to safeguard the principal and maintain the liquidity needs of the agency." (*California Government Code Section 53600.3*).

The Board of Directors delegates, on an annual basis, the authority to invest funds to the Executive Director of the Authority, or designee, who shall serve as the Authority's trustee for purposes of placing investments pursuant to this Investment Policy. The Board of Directors shall review and specifically reauthorize this delegation of authority on an annual basis (*California Government Code Section 53607*).

1. **Criteria for Selecting Investments.** Criteria for selecting investments and the order of priority are:
 - a. **Safety.** The safety and risk associated with an investment refer to the potential loss of principal, interest or a combination of these amounts. The Authority shall invest only in those investments that are considered safe. Investments in instruments and with institutions permitted under Section 2, Section 6, and Section 7, are deemed to constitute safe investments within the meaning of this Investment Policy.
 - b. **Liquidity.** An adequate percentage of the portfolio, in the approximate amount of six months' operating expenses, should be maintained in liquid short-term investments which can convert to cash if necessary to meet disbursement requirements. For purposes of this Investment Policy, fixed income securities maturing in one year or more are considered investment term and fixed income securities maturing in less than one year are considered short-term cash equivalents. All funds available for investment shall be directed to the managers of the Authority's investment portfolio.
 - c. **Return on Investment.** The Authority's investment portfolio shall be designed with the objective of attaining the safety and liquidity objectives first, and then attaining a market rate of return throughout the budgetary and economic cycles consistent with the portfolio's benchmark as described in the section entitled "Objective" (see above). This benchmark takes into account the Authority's investment risk constraints and the cash flow characteristics of the portfolio.

2. **Diversification.** The Authority will focus on diversification and invest in securities consistent with the diversification limits established by this policy and consistent with California Government Code.
3. **Safekeeping and Custody.** All security transactions, including collateral for repurchase agreements will be executed on a Delivery versus Pay Basis (DVP). The assets of the Authority shall be held in safekeeping by the Authority's safekeeping agent, or secured through third party custody and safekeeping procedures. A due bill or other substitution will not be acceptable.
4. **Maturity of Investments.** The specific security guidelines including maximum maturities and qualified Fixed Income instruments can be found in Section 9 "Summary of Instruments & Limitations" of this Investment Policy. For purposes of compliance with this Policy, an investment's term or remaining maturity shall be measured from the settlement date to final maturity. Although state law allows investment in U.S. Agencies or Government Sponsored Enterprises and U.S. Treasury obligations with a maturity of up to fifteen years, securities with term to maturity greater than five years shall not exceed 30% of the overall portfolio value.

The maximum dollar weighted average maturity of the fund is five years. This policy limitation leaves open the flexibility to take advantage of interest rate fluctuations as well as yield curve differences to maximize the return on investment. The imposed maximum dollar weighted five-year average maturity limits the market risk to levels appropriate for an intermediate income fund. For the purposes of calculating the "average life" of the fund, callable and asset backed securities will be run to their stated final maturity.

5. **Deposit of Funds.** As far as possible, all money belonging to or in the custody of the Authority including money paid to the Authority to pay the principal, interest or penalties of bonds, shall be deposited for safekeeping in state or national banks, savings associations or federal associations, credit unions or federally insured industrial loan companies in California (as defined by *California Government Code Section 53630*). Pursuant to *California Government Code Sections 53635, 53637 and 53638*, the money shall be deposited in any authorized depository with the objective of realizing maximum return, consistent with prudent financial management.
6. **Allowable Investment Instruments.** The Authority also may invest in any investment instrument as authorized by the *California Government Code*, as it may be amended from time to time, and subject to any conditions set forth in the *California Government Code*. This Policy may be more restrictive than *California Government Code* regarding the limitations of certain investment types, as shown in the table in Section 9. These investment instruments include but are not limited to:

- a. United States Treasury notes, bonds, bills, or certificates of indebtedness, or those for which the faith and credit of the United States are pledged for the payment of principal and interest, pursuant to *California Government Code Section 53601(b)*.
- b. Federal agency or United States government-sponsored enterprise obligations, participations, or other instruments, including those issued by or fully guaranteed as to principal and interest by federal agencies or United States government sponsored enterprises, pursuant to *California Government Code Section 53601(f)*.
- c. Bankers' acceptances otherwise known as bills of exchange or time drafts that are drawn on and accepted by a commercial bank. Purchases of bankers' acceptances shall not exceed 180 days' maturity or 40 percent of the agency's moneys that may be invested pursuant to this section. However, no more than 30 percent of the agency's moneys may be invested in the bankers' acceptances of any one commercial bank pursuant to this section. This subdivision does not preclude a municipal utility district from investing moneys in its treasury in a manner authorized by the Municipal Utility District Act (*California Public Utilities Code Section 11501, et seq.*). Pursuant to *California Government Code Section 53601(g)*.
- d. Commercial paper of "prime" quality of the highest ranking or of the highest letter and number rating as provided for by a nationally recognized statistical rating organization (NRSRO). Eligible commercial paper shall have a maximum maturity of 270 days or less. No more than 40 percent of the agency's money may be invested in eligible commercial paper. The agency may invest no more than 10 percent of its total investment assets in the commercial paper and medium-term notes of any single issuer pursuant to *California Government Code Section 53601(h)*.
- e. Negotiable certificates of deposit issued by a nationally or state-chartered bank, a savings association or a federal association (as defined by *California Financial Code Section 5102*), a state or federal credit union, or by a federally licensed or state-licensed branch of a foreign bank. Purchases of negotiable certificates of deposit shall not exceed 30 percent of the agency's moneys that may be invested pursuant to *California Government Code Section 53601(i)*.
- f. Investments in repurchase agreements or reverse repurchase agreements or securities lending agreements as defined in *California Government Code Section 53601(j)*.
- g. Medium-term notes, defined as all corporate and depository institution debt securities with a maximum remaining maturity of five years or less, issued by corporations organized and operating within the United States or by

depository institutions licensed by the United States or any state and operating within the United States. Notes eligible for investment under this subdivision shall be rated in a rating category of “A” or its equivalent or better by an NRSRO. Purchases of medium-term notes shall not include other instruments authorized by this section and may not exceed 30 percent of the agency’s moneys that may be invested pursuant to *California Government Code Section 53601(k)*. The agency may invest no more than 10 percent of its total investment assets in the commercial paper and the medium-term notes of any single issuer.

- h. Shares of beneficial interest issued by diversified management companies that invest in the securities and obligations as described by *California Government Code Section 53601(l)*.
- i. Local government investment pools. Shares of beneficial interest issued by a joint powers authority organized pursuant to Section 6509.7 as described by *California Government Code Section 53601(p)*. The Board of Directors has authorized the Authority to invest in the Local Agency Investment Fund (LAIF) pursuant to California Government Code Section 16429.1 and in the San Mateo County Investment Fund (SMCIF).
- j. A mortgage passthrough security, collateralized mortgage obligation, mortgage-backed or other pay-through bond, equipment lease-backed certificate, consumer receivable passthrough certificate, or consumer receivable-backed bond. For securities eligible for investment under this subdivision that are not issued or guaranteed by an agency or issuer identified in subdivision (a) or (b) of this Policy, the following limitations apply: 1) The security shall be rated in a rating category of “AA” or its equivalent or better by an NRSRO and have a maximum remaining maturity of five years or less; 2) Purchase of securities authorized by this subdivision may not exceed 20 percent of the agency’s surplus moneys that may be invested pursuant to this *California Government Code Section 53601(o)*.
- k. Registered state warrants or treasury notes or bonds of this state, including bonds payable solely out of the revenues from a revenue-producing property owned, controlled, or operated by the state or by a department, board, agency, or authority of the state. Pursuant to *California Government Code 53601(c)*.

Registered treasury notes or bonds of any of the other 49 states in addition to California, including bonds payable solely out of the revenues from a revenue-producing property owned, controlled, or operated by a state or by a department, board, agency, or authority of any of the other 49 states, in addition to California. Pursuant to *California Government Code 53601(d)*.

Bonds, notes, warrants, or other evidences of indebtedness of any local agency within this state, including bonds payable solely out of the revenues

from a revenue-producing property owned, controlled, or operated by the local agency, or by a department, board, agency, or authority of the local agency. Pursuant to *California Government Code 53601(e)*.

- l. Supranational obligations including United States dollar denominated senior unsecured unsubordinated obligations issued or unconditionally guaranteed by the International Bank for Reconstruction and Development, International Finance Corporation, or Inter-American Development Bank, with a maximum remaining maturity of five years or less, and eligible for purchase and sale within the United States. Investments under this subdivision shall be rated in a rating category of “AA” or its equivalent or better by an NRSRO and shall not exceed 30 percent of the agency’s moneys that may be invested pursuant to *California Government Code Section 53601(q)*.
 - m. Collateral is defined in this Investment Policy to mean property (as securities) pledged by a borrower to protect the interest of the lender. For purposes of this Investment Policy, the following investments are considered to have collateral backing: Certificates of Deposit protected by either the FDIC or pledged securities in conformance with California Codes and this Investment Policy; or Bankers' Acceptances (protected by an irrevocable time draft or bill of exchange) whereby the accepting bank incurs an irrevocable primary obligation thus guaranteeing payment on the draft or bill. A secondary obligation rests with the issuing company; Commercial Paper (protected by an unsecured promissory note from the issuer who must be rated A1/P1/F1 or better) thereby guaranteeing that the earning power and/or liquidity had been established to fulfill the obligation to pay; and, asset backed securities which are rated AAA by both Moody’s and Standard & Poor’s.
7. **Prohibited Investments.** The Authority shall not invest any funds in inverse floaters, range notes or mortgage derived interest-only strips. The Authority shall not invest any funds in any security that could result in zero interest accrual if held to maturity; however, the Authority may hold this prohibited instrument until its maturity date. The limitation does not apply to investments in shares of beneficial interest issued by diversified management companies as set forth in *California Government Code Section 53601.6*.
8. **Portfolio Transactions.** The Authority’s investment advisors are expected to seek best execution for all portfolio transactions. Best execution relates to the expected realized price net of commissions and is not necessarily synonymous with the lowest commission rate. Investment advisors are to obtain three independent bids from SEC licensed brokerage institutions, licensed by the state as a broker-dealer, as defined in *California Government Code Section 53601.5*, or from a brokerage firm designated as a primary government dealer by the Federal Reserve Bank, prior to the execution of each portfolio transaction. The investment advisors, at their sole discretion and authority, will choose which broker-dealers or brokerage firms from

which to solicit bids and final selection is to be made based on the best interests of the Authority. Investment advisors may incur realized capital losses as part of their management of the portfolio in order to maximize overall earnings through reinvestment into different securities.

9. **Summary of Instruments & Limitations.** Subject to the limitations set forth in *California Government Code Sections 53600 et seq.* which may be amended from time to time, the Executive Director or his designee may invest in the following instruments, subject to the limits of flexibility described above and in the table below. Limitations set in this Policy may be more restrictive than required by *California Government Code*:

Instrument	Credit Rating	% of Fund	% of Fund per Issuer	Maximum Maturity
(a) U.S. Treasury Obligations		100	N/A	15 years
(b) Obligations of U.S. Agencies or Government Sponsored Enterprises		100	N/A	15 years
(c) Bankers' Acceptances		40	30	180 days
(d) Commercial Paper	A1/P1/F1	40	10	270 days
(e) Negotiable Certificates of Deposit		30	N/A	5 years
(f) Repurchase Agreements		100	N/A	1 year
Reverse Repurchase Agreements & Securities Lending		20	N/A	92 days
(g) Medium Term Corporate Notes	"A" category (split rated issues not allowed)	30	10	5 years
(h) Shares of beneficial interest issued by diversified management companies	Highest rating by two NRSROs	20	10	N/A
(i) Local Government Investment Pools		100	N/A	N/A
(j) Asset-backed and mortgage-backed securities	"AA" category	20	N/A	5 years
(k) Municipal Obligations		100	N/A	10 years

(l) Supranational Obligations	“AA” category	30%	N/A	5 years
Local Agency Investment Fund			Up to current state limit	
San Mateo County Investment Fund			Up to current state limit	

10. Oversight.

- a. Quarterly, the Executive Director shall submit an investment report to the Board of Directors within 45 days of the end of the quarter. The report shall include the following information:
 1. type of investment, issuer, date of maturity, par and dollar amount invested in all securities, investments and money held by the Authority;
 2. description of any of the Authority’s funds, investments or programs that are under the management of contracted parties, including lending programs;
 3. for all securities held by the Authority or under management by any outside party that is not a local agency or the State of California LAIF, a current market value as of the date of the report and the source of this valuation;
 4. statement that the portfolio complies with the Investment Policy or the manner in which the portfolio is not in compliance; and
 5. statement that the Authority has the ability to meet its pool’s expenditure requirements (cash flow) for the next six months or provide an explanation as to why sufficient money shall or may not be available.
- b. Annually, the Executive Director shall perform, or cause to be performed, an independent audit of the Authority’s assets as reported for the investment program’s activities. It is to be conducted in such a way as to determine compliance with the Authority’s Investment Policy and the State Codes. Such independent auditors will express an opinion whether the statement of assets is presented fairly and in accordance with generally accepted accounting principles.
- c. If the Authority places all of its investments in the LAIF, FDIC-insured accounts in a bank or savings and loan association, or the SMCIF (or any combination of these three), the Executive Director can simply submit, on at least a quarterly basis, the most recent statements from these institutions to meet the requirements of items 1-3 above, with a supplemental report addressing items 4 and 5 above. (*California Government Code Section*

53646(b)-(e)).

San Mateo County Express Lanes Joint Powers Authority Agenda Report

Date: August 1, 2025

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

From: Kate Jordan Steiner, Chief Financial Officer

Subject: Review and approve Resolution SMCEL 25-08, ratifying the purchase of General Liability Insurance, Public Officials Liability, and Property Insurance policies for a 12-month period for a not-to-exceed amount of \$575,407.

(For further information please contact Marshall Rush at rushm@samtrans.com)

RECOMMENDATION

That the SMCEL-JPA Board review and approve Resolution SMCEL 25-08, ratifying the purchase of General Liability, Public Officials Liability, and Property insurance policies for a 12-month period, beginning July 1, 2025, for a not to exceed amount of \$575,407.

FISCAL IMPACT

The Commercial General Liability insurance carries limits of \$25 million and a self-insured retention (SIR) of \$100,000 at a cost of \$342,867 in premiums. The Public Officials Liability carries limits of \$3 million and an SIR of \$10,000 at a cost of \$15,197 in premiums. The Property insurance provides coverage limits of \$5 million with a deductible of \$50,000 per occurrence at a cost of \$217,343 in premiums. The total insurance premiums for Fiscal Year 2026 (FY26) amount to \$575,407.

SOURCE OF FUNDS

The adopted Fiscal Year 2026 (FY26) budget includes \$650,000 for estimated insurance premium costs. There is an expectation that the JPA may have the need to purchase Cyber Liability insurance sometime during this fiscal year. The FY26 adopted budget takes into consideration the prospect of purchasing Cyber Liability insurance mid-year. Current actual insurance premium costs for General Liability, Public Officials Liability, and Property insurance comes to \$575,407. Cyber Liability insurance can be added when deemed necessary at a cost believed to be within the current budget.

BACKGROUND

Below shows a comparison between the FY25 and proposed FY26 insurance premiums:

Principal Program	Coverage (\$M)	FY25 Premium	FY26 Premium
General Liability	\$25M	\$318,929	\$342,867
Public Officials	\$3M	\$15,197	\$15,197
Property	\$5M	<u>\$263,366</u>	<u>\$217,343</u>
Total		\$597,492	\$575,407

The SMCEL-JPA insurance program is comprised of \$25 million in combined Primary and Excess Commercial General Liability coverage, \$3 million Public Officials Liability coverage and \$5 million limits per occurrence Commercial Property insurance. The \$25 million General Liability limit is in accordance with a requirement of the Operating and Maintenance Agreement with Caltrans.

The General Liability market remains extremely challenging and ever increasingly costly year-to-year. FY25 General Liability premiums increased 8 percent from \$318,929 FY25 to \$342,867 FY26. Public Officials Liability remained flat at \$15,197. Property insurance decreased 17 percent from \$263,366 in FY25 to \$217,343 in FY26, as a result of competitive quotes from other insurance carriers and negotiations with the current Property carrier, Travelers. As a whole, the net result of the SMCEL-JPA insurance program is experiencing a 4 percent decrease in premiums from \$597,492 FY25 to \$575,407 FY26.

USI Insurance Services is the existing insurance broker for the SMCEL-JPA and is the recommended broker to bind the JPA's Insurance program.

ATTACHMENT

1. Resolution SMCEL 25-08

RESOLUTION SMCEL 25-08

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SAN MATEO COUNTY EXPRESS LANES JOINT POWERS AUTHORITY (SMCEL-JPA) RATIFYING THE PURCHASE OF COMMERCIAL GENERAL LIABILITY INSURANCE, PUBLIC OFFICIALS LIABILITY INSURANCE, AND COMMERCIAL PROPERTY INSURANCE POLICIES FOR A 12 MONTH PERIOD, BEGINNING JULY 1, 2025, FOR A NOT TO EXCEED AMOUNT OF \$575,407.

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

WHEREAS, Staff of the San Mateo County Transportation Authority have, in their capacity of serving as finance staff of SMCEL-JPA, consider renewal of the General Liability, Public Officials Liability, and Commercial Property exposures associated with the Board of Directors for the SMCEL-JPA; and

WHEREAS, after such consideration, Staff recommends binding the renewal of the General Liability Insurance policy, Public Officials Liability, and Commercial Property insurance with the following significant elements:

- General Liability with aggregate limits of \$25,000,000 and a \$100,000 Self-Insured Retention (SIR) at an annual premium of \$342,867; and
- Public Officials Liability with aggregate limits of \$3,000,000 and a \$10,000 SIR at an annual premium of \$15,197; and
- Commercial Property insurance with per occurrence limits of \$5,000,000 and a \$50,000 deductible for a premium of \$217,343.

WHEREAS, the insurance policy shall be a part of a comprehensive risk management program addressing the exposures associated with the SMCEL-JPA.

WHEREAS, the insurance policies will facilitate and satisfy insurance requirements necessitated by the License Agreements entered into with various cities affected by the Express Lanes project.

NOW THEREFORE BE IT RESOLVED, that the SMCEL-JPA Board of Directors ratifies the Chief Financial Officer's binding of the SMCEL-JPA's Fiscal Year 2026 General Liability, Public Officials Liability, and Commercial Property Insurance renewal, at an amount not to exceed \$575,407.

PASSED, APPROVED, AND ADOPTED, THIS 1ST DAY AUGUST 2025.

Michael Salazar, Chair

San Mateo County Express Lanes Joint Powers Authority Agenda Report

Date: August 1, 2025

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

From: Policy/Program Manager (PPM)

Subject: Receive a presentation on the Bay Area Infrastructure Financing Authority (BAIFA) Express Lane START Program.

(For further information please contact Lacy Vong, Policy/Program Manager,
LVong@hntb.com)

RECOMMENDATION

That the SMCEL-JPA Board of Directors receive a presentation on the BAIFA Express Lane START Program.

FISCAL IMPACT

N/A

Source of Funds

N/A

BACKGROUND

The BAIFA Express Lanes START SM is an effort to address the affordability of express lane tolls for residents earning a low income. This pilot program is consistent with the Metropolitan Transportation Commission (MTC) and the Association of Bay Area Governments (ABAG) Plan Bay Area 2050 Vision's guiding principles, particularly the goals to make the Bay Area more affordable, connected, and diverse. The pilot has been in operation since April 2023 and was designed to build upon the eligibility and enrollment systems originally developed for Clipper START.

Qualified pilot participants receive 50% discount of tolled trips on the Interstate 880 (I-880) Express Lanes, in addition to any discounts based on vehicle occupancy. Pilot participants must

provide proof of identity and household income at or below 200% of the Federal poverty level as well as having a Bay Area mailing address and a FasTrak® account. The eligibility criteria and the enrollment process are consistent with those for Clipper START, except for the requirement to have a FasTrak account, which is needed to use the express lanes.

BAIFA initially approved the pilot for an 18-month operating period from April 2023 through October 2024. In July 2024, BAIFA approved an extension of the pilot for another 18 months to allow sufficient time to collect additional data and complete a detailed evaluation of the early pilot outcomes. The top-line finding of the evaluation was that, while the program signed up fewer enrollees than planned for, pilot participants used the express lanes more than anticipated. In the past several months, BAIFA has been looking at opportunities to enhance the program based on initial feedback and results. BAIFA has been helping customers navigate the biennial eligibility renewal process, enhancing its processes and systems, and developing new marketing strategies to increase future enrollment. The Program also strives to coordinate with other MTC means-based initiatives such as the Clipper START transit discount program in an effort to continually address barriers, enhance awareness, and expand/streamline enrollment for these programs.

Pilot Expansion and Extension

BAIFA is currently implementing new express lanes on Interstate 80 (I-80) in Solano County; this new corridor is scheduled to open in late fall 2025. In recent months, several MTC Commissioners and local elected officials have expressed a desire to have BAIFA's means-based discount available on the new I-80 Express Lanes to help ease the financial burden for residents earning a low income who choose to use the express lanes. At its meeting on July 23, 2025, BAIFA voted to expand the pilot to offer the discount on the future I-80 Express Lanes. Expanding the pilot to a second BAIFA corridor could make the program more attractive to participants and would also help staff understand whether the results on a second corridor are the same as the initial pilot outcomes on I-880.

At that same meeting, BAIFA voted to extend the Express Lanes START pilot an additional three years, to March 2029. The extension allows existing participants to continue to receive toll discounts and new customers to enroll while staff evaluates the effects of the expansion and other enhancements to the pilot. BAIFA will also be able to use this additional time to continue internal coordination across MTC's means-based discount programs and external coordination with stakeholders and partners as staff refines the long-term regional approach to means-based discounts on express lanes.

ATTACHMENTS

1. BAIFA Express Lanes START Presentation

Express Lanes STARTSM: Evaluation Summary & Next Steps

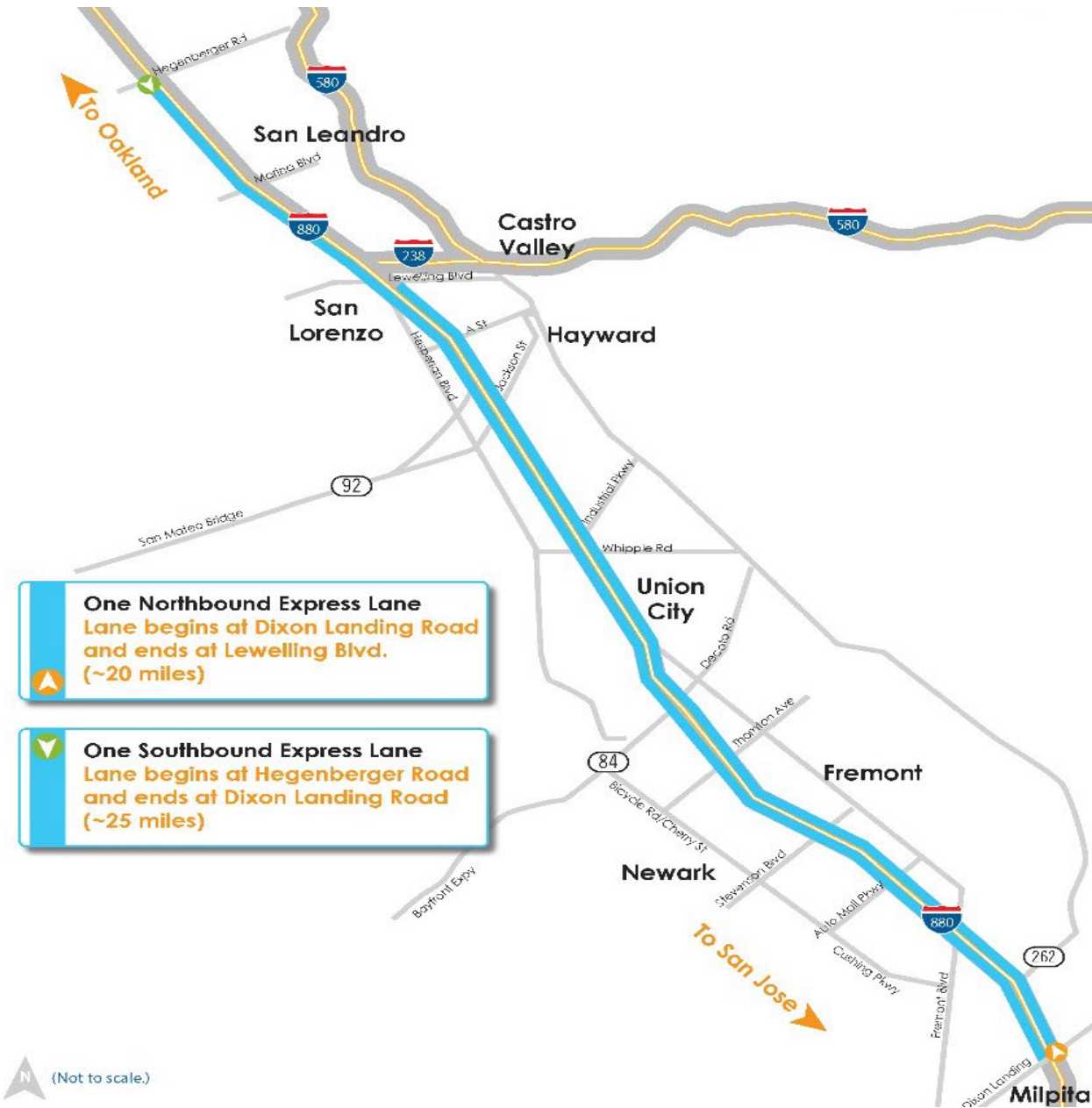
San Mateo County Express Lanes Joint Powers Authority

August 1, 2025



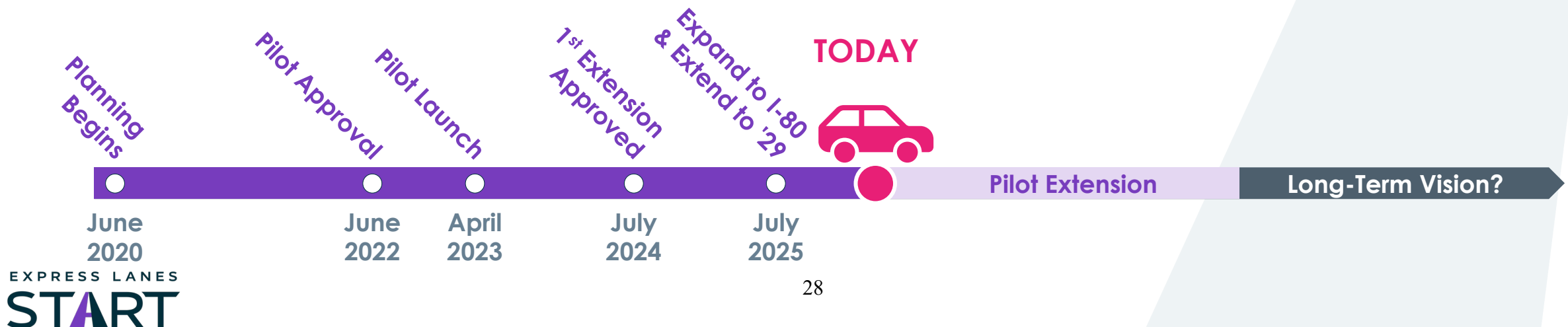
Pilot Scope

- Concept grew out of I-880 outreach and Policy Advisory Council input
- Toll discount of 50% or more in the I-880 Express Lanes
- Eligibility requirements (same as Clipper® START)
 - Proof of household income at or below 200% of Federal poverty level
 - Bay Area mailing address
 - Proof of identity
- Toll discount applied to FasTrak® account



Pilot Timeline and Status

- April 2023: pilot launched for 18 months
- July 2024: extended additional 18 months to March 2026
- July 2025: expanded to future I-80 Express Lanes in Solano County and extended to March 2029
- In the first two years:
 - Over 5,000 applications were approved and almost 3,500 customers were enrolled
 - More than 1,300 customers used the I-880 Express Lanes



Pilot Goals and Target Metrics

Program Goals

Increase access to the I-880 express lanes (metrics 1-7)

Customers have a **good experience** - registering and using lanes (metrics 8-10)

Maintain **operational integrity** - speed, reliability, and efficiency (metrics 11-12)

Target Metrics	Result
1) 16,000 Applications	×
2) 15,000 Approved Applications	×
3) 13,500 Enrolled Households	×
4) Existing FT customers increase use of express lanes 25%	✓
5) New FT customers make 1 or more express lane trips per month	✓
6) All ELS customers average 1 or more express lane trips per month	✓
7) Applicant race & ethnicity aligns with I-880 corridor residents	✓
8) Customers agree or strongly agree that applying for ELS is easy (rank >4)	✓
9) The # of monthly ELS customer calls to the FasTrak CSC ≤ 2% of customers	✓
10) 90% of ELS FasTrak customer accounts are in “Good Standing”	✓
11) Pilot operating cost is \$500 or less per enrollee	×
12) Express Lane speeds do not fall as a result of the pilot	✓

Performance in first 12 months²⁹ (4/2023 – 3/2024): × = Target not met. ✓ = Target met.

Additional Key Findings

Potential customers are a smaller group than expected

- Regular I-880 drivers with express lane use-cases (e.g., in a rush)
- Willing to spend money instead of using free adjacent lane
- Willing to get and manage a FasTrak account

FasTrak could be a barrier for the potential customer base

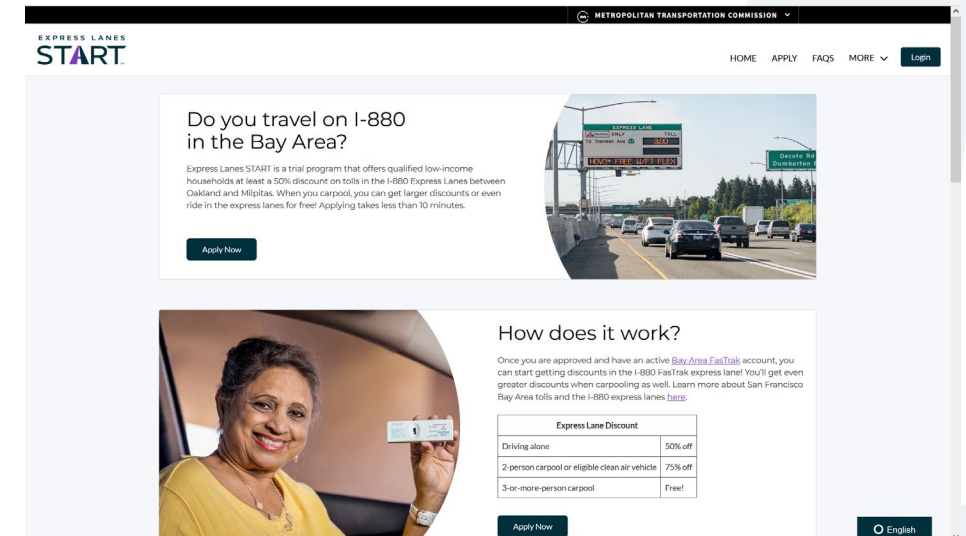
- A third of approved applicants did not take final step to enroll & link FasTrak
- Possible concerns over account management

Preliminary evidence that program may help reduce violation rate

- For participants who had FasTrak before the pilot, 22% fewer incurred I-880 express lane violations in the pilot year than in the prior year

Recent & Planned Activities: Marketing & Communications

- Completed in 2024:
 - Website adjustments → better search results, higher website traffic, more applications
- Activities in 2025:
 - Review evaluation metrics and targets
 - Develop new advertising strategies and county agency partnerships
 - Identify and contract with appropriate hubs for in-person outreach
 - Deploy re-targeting ads to attract users from other benefit programs
 - Improve cross-links from other MTC websites (e.g., 511.org)



Recent & Planned Activities: Customer Experience

- Completed in 2024:
 - Conducted data analysis & surveys about FasTrak and violations
- Activities in 2025:
 - Continue biennial eligibility renewals for existing customers
 - Implement key recommendations from MTC's cross-cutting review of eligibility & enrollment
 - Coordinate with efforts to make FasTrak more accessible and attractive to all toll facility users

Recent & Planned Activities: Partnership & Coordination

- Completed in 2024:
 - EL START Advisory Group (Oct. 10th)
 - Policy Advisory Council Equity + Access Subcommittee (Oct. 22nd)
 - Express Lanes Executive Steering Committee (Nov. 7th)
- Activities in 2025:
 - Work with other express lane operators to compare Bay Area means-based programs to inform future discussions on regional approach
 - Explore other alternatives to discount program (2026 and beyond)



THANK YOU

Diana Dorinson
Principal Program Coordinator
Email: ddorinson@bayareametro.gov

San Mateo County Express Lanes Joint Powers Authority Agenda Report

Date: August 1, 2025

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

From: Policy/Program Manager (PPM)

Subject: Receive an update on the implementation of the Next Generation Community Transportation Benefits Program.

(For further information please contact Lacy Vong, Policy/Program Manager,
LVong@hntb.com)

RECOMMENDATION

That the SMCEL-JPA Board of Directors receive an update on the implementation of the Next Generation Community Transportation Benefits (Next Gen CTB) Program.

FISCAL IMPACT

As adopted in the FY25-26 budget, the Next Gen CTB program, inclusive of the current Equity Program operations and Next Gen Vendor contract and program costs, is \$2,103,000.

SOURCE OF FUNDS

Funding for the equity program comes from the San Mateo County Express Lanes toll revenue, specifically an annual set aside of \$600,000. Additional funding may come from net toll revenue. Any unspent Program funds roll over into the next fiscal year.

The sources of funds in the FY 2026 adopted budget include balance from prior years' set aside and an additional allocation of approximately \$488,000 from the revenue sharing funds.

BACKGROUND

Community Transportation Benefits Program

In April 2022, the San Mateo County (County) Express Lanes Joint Powers Authority (SMCEL-JPA) launched the first express lanes-funded choice-based equity program in the United States,

known as the San Mateo 101 Express Lanes Community Transportation Benefits Program (Program). The Program is funded by the SMCEL-JPA and helps cover some transportation costs for qualifying individuals in San Mateo County. The Program aims to improve mobility, access to opportunity, and agency of choice. The first year of the Program was intended to be treated as a pilot to be evaluated and adapted to best meet community needs.

Program Evaluation and Recommendations

In March 2024, the SMCEL-JPA completed a comprehensive Program Evaluation to analyze performance outcomes, assess progress towards Program goals, and identify opportunities for improvements to better meet community needs. Based on evaluation findings, in May 2024, the Board directed staff to develop a Next Generation Program (Next Gen Program) that addresses key challenges found during the pilot year, including overall benefit and enrollment structure. As an interim measure, the Board also approved an increase in the benefit amount from \$100 to \$200, effective until the launch of the Next Gen Program.

The Next Gen Program proposes updates in four main areas:

1. Switch from offering a choice between a preloaded FaskTrak® toll tag or Clipper card to a preloaded Mobility Debit Card, which can be used for qualifying transportation-related purposes.
2. Increase the benefit from \$100 to \$200 to enhance program impact.
3. Expand program enrollment options by including an online application process to improve accessibility.
4. Increase outreach efforts by partnering with Community-Based Organizations (CBOs) in underrepresented Equity Priority Communities (EPCs) and developing new marketing collateral to support the Program's launch.

NEXT GEN CTB PROGRAM PLATFORM MANAGEMENT PLATFORM RFP

In response to Board of Director direction, staff developed a request for proposal (RFP) seeking a vendor to provide a program management platform, an online enrollment portal, and mobility debit card distribution services. The RFP was released on October 7, 2024 and the Board approved the consultant contract at its March 7th, 2025 meeting.

NEXT GEN CTB PROGRAM IMPLEMENTATION

Implementation of the Next Gen CTB program began following Beam's contract execution on March 11, 2025. Working in partnership with Beam, the project team has made significant progress towards the following key milestones:

- Development of Program Launch Plan
- Engagement with Community Based Organization and Partners
- Development of Branding, Education, and Outreach Materials
- User Experience Testing

Throughout June, staff met with Samaritan House to discuss its agreement with SMCEL-JPA and conducted a series of focus groups with the Core Service Agency partners and other CBOs across San Mateo County. With the introduction of a new platform and a revised benefit distribution method, Samaritan House determined that its role as a fiduciary and primary point of contact for the Core Services Agency Network was no longer necessary. The focus groups centered on four primary objectives:

- Provided the participating CBOs with an overview of the upcoming equity program;
- Gathered feedback on how well the Next Gen CTB program aligns with the current scope of services that each CBO provides;
- Gauged the CBO's interest in partnering with the JPA to support Program administration; and
- Collected feedback on several naming options for the new mobility debit card.

All seven Core Services Agencies and eight CBOs that staff met with expressed interest in partnering with the JPA. These discussions revealed consistent alignment between the goals of the equity program and the missions of the participating organizations. Focus group participants also expressed a strong preference for one of the proposed card names. Based on this input and internal staff consensus, the new mobility debit card will be branded as the "Go Card".

Following the focus groups, staff have been developing a draft Memorandum of Understanding (MOU) to formalize partnerships with CBOs, including the Core Service agencies, to support the program implementation. Under the MOU, program partners agree to provide four primary services in support of the program:

1. In-person program applicant and participant support
2. Program eligibility verification using the program management portal
3. Promotion of the program onsite and at community events
4. Program administration including training, program maintenance, and invoicing

Following Board direction, the project team will facilitate the execution of MOUs between the JPA and each CBO. Future expansion of the CBO partner list will be facilitated by the government and community affairs team of the TA in collaboration with the project team. The MOU template will be included in the September Board of Directors packet for approval.

Case Managers from each organization will receive training on the new program and Beam's program management platform. Each agency will also receive updated education and outreach collateral to help increase awareness about the Go Card within their communities.

To support public awareness and program visibility, staff also developed a new Go Card logo and branding, which will be used across printed materials, digital assets and the San Mateo 101 Express Lanes website.

In addition to establishing community partnerships, staff has been working with Beam to develop and configure the program's three core elements: 1) the online enrollment portal, 2) the program management platform, and 3) the debit card processor. While development is ongoing, staff has begun testing of both platform and debit card to ensure compliance with the requirements set forth in the RFP. Once finalized, Beam will develop training materials to support case manager

onboarding.

The Go Card platform is expected to launch in fall 2025. At that time:

- Program applicants will be able to apply online or in-person at a partner agency location.
- Approved participants will receive a pre-loaded \$200 virtual or physical debit card for use on eligible transportation related purchases, including transit fares, tolls, and micromobility services.
- Participants will be able to reapply one year after their previous enrollment.

ATTACHMENTS

1. Equity Program, August Update Presentation



Equity Program

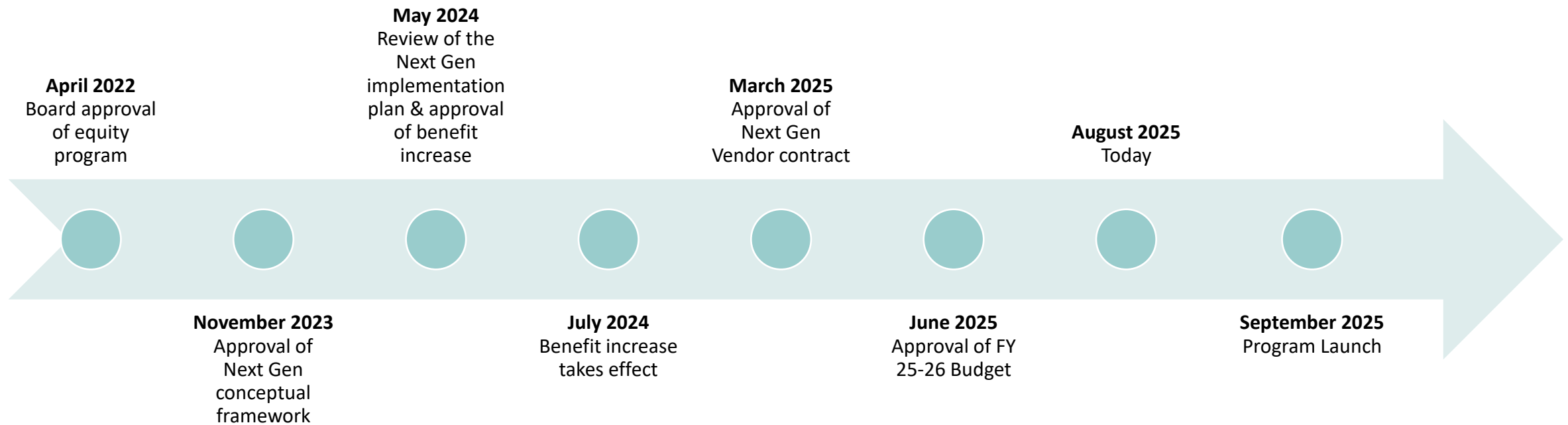
August Update

August 1, 2025

Agenda



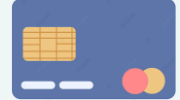
1. Equity Program Timeline
2. Key program changes
3. Budget
4. Implementation Timeline
5. CBO Engagement
6. Education & Outreach
7. User Experience

Equity Program Timeline



Key Program Changes



Element	Where we started: Original CTB Program (April 2022-June 2024)	Where we are: Interim Increased Benefit (July 2024 – Next Gen launch)	Where we're going: Next Gen CTB Program (Launching Fall 2025)
Amount	\$100	\$200	\$200
Benefit type	Preloaded Clipper card credit, or FasTrak® credit 	Preloaded Clipper card credit, or FasTrak® credit 	Mobility debit card 
Renewal	Clipper: Annual FasTrak®: One-time	Annual	Annual
Enrollment process	In-person at Core Agencies	In-person at Core Agencies	<ul style="list-style-type: none"> In-person at Core Agencies Online

FY26 Budget

Expense	Cost	% of Total Budget
Current Equity Program	\$ 67,000	3%
Next Gen Vendor Contract Costs		
Implementation, Platform Development & Training	\$ 27,000	1%
Ongoing Maintenance & Support Services	\$ 125,000	6%
Next Gen Program Costs		
Debit Card Direct Benefit Funds	\$ 1,500,000	71%
Debit Card Fees	\$ 13,000	1%
CBO Partner Administration Fee	\$ 180,000	9%
Marketing and Communications	\$ 0*	--
FY26 Adopted Budget (includes 10% contingency)	\$ 2,103,000	

* Marketing and communications expenses for Next Gen are budgeted under the Promotional Advertising line in the FY26 Adopted Budget.

Implementation Timeline

Since March

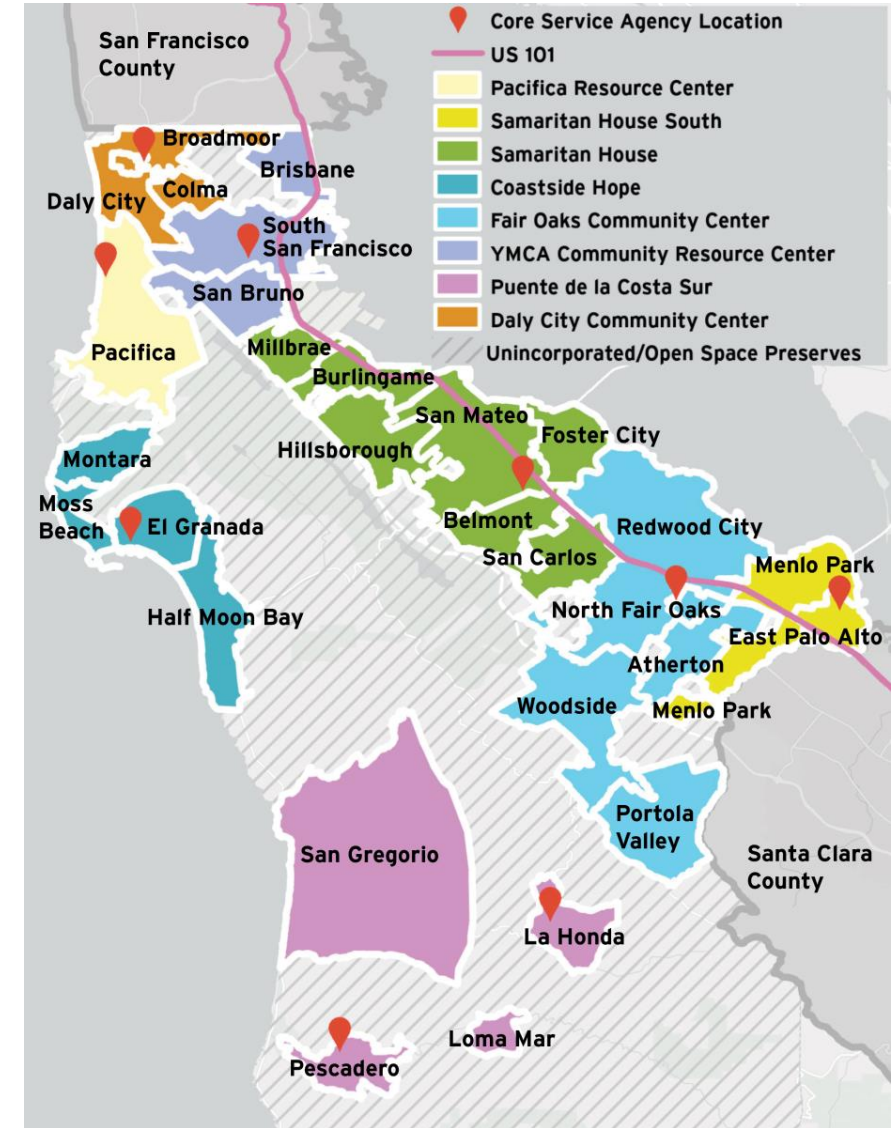


Next Steps



CBO Engagement

- Focus groups
 - Core agencies
 - New CBO partners
- Key Takeaways
 - Communication and engagement
 - Enrollment and eligibility verification
- Next Steps
 - Agreements
 - Case Manager training
 - Education & Outreach



Education & Outreach – New Name and Logo



Education & Outreach - Tactics

1. Updated equity program page on website
2. Go Card design
3. Partnering with CBOs
 - CBOs taking the lead in marketing through public engagement

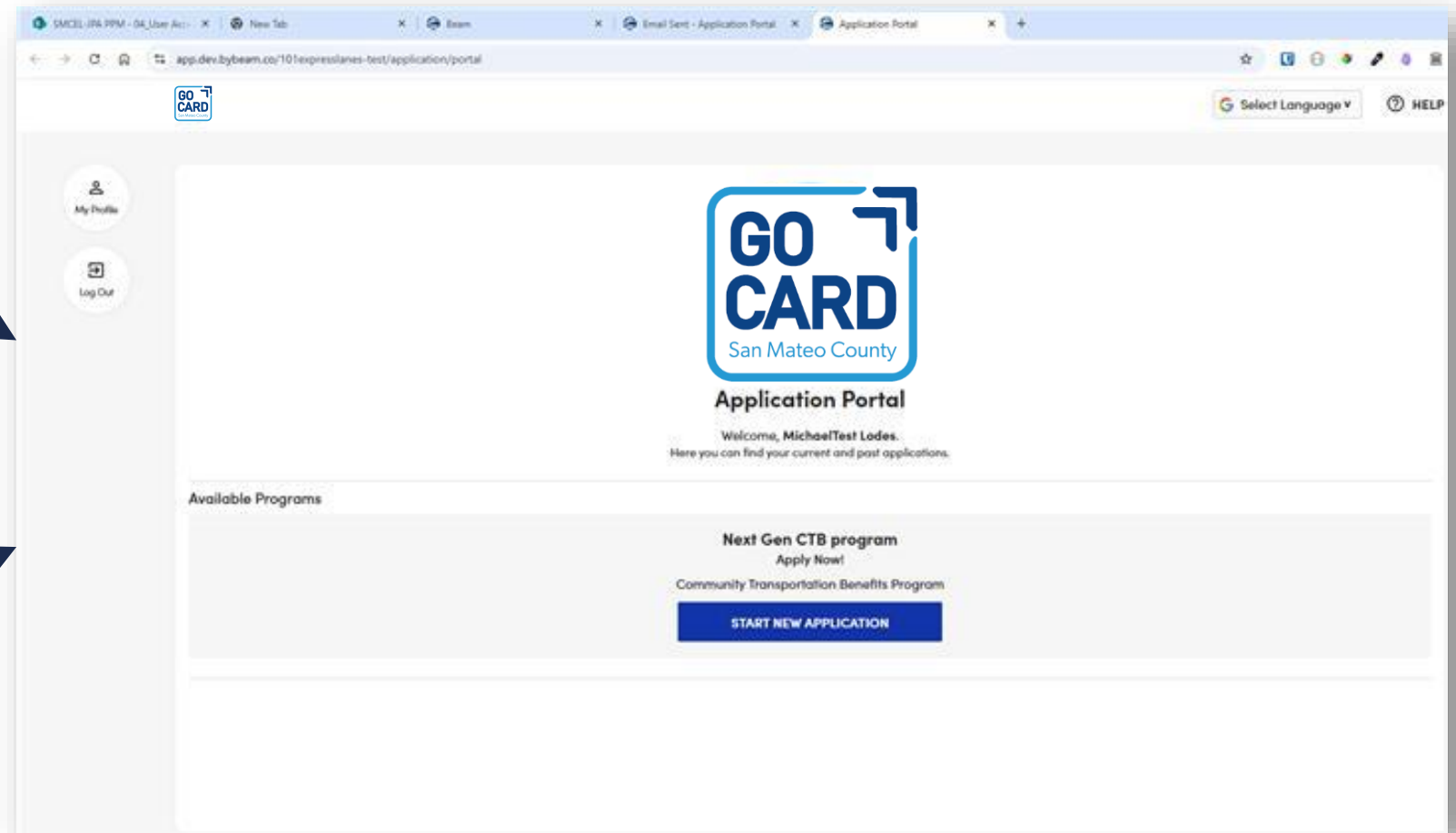
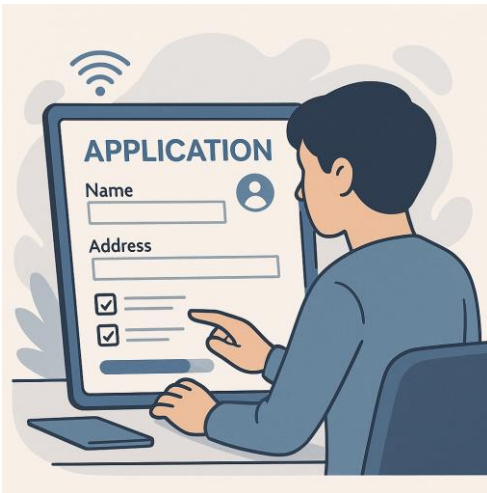
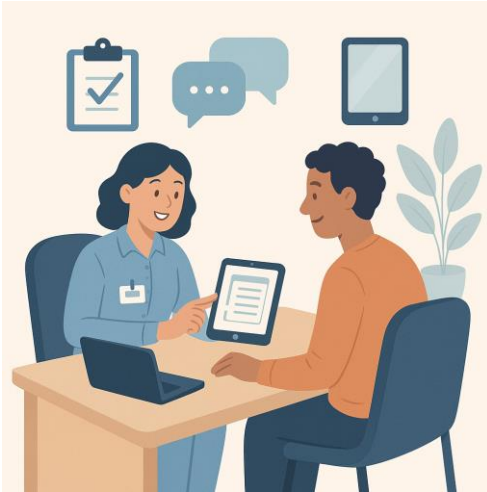


Education & Outreach – Collateral Update


1. Toolkit
2. Flyer and postcard
3. Fact Sheet
4. Video – HNTB will collaborate with TA to produce b-roll and other content





User Experience



User Experience




My Profile


Log Out

Application Progress
75% complete

Application Sections

- ☒ PAYMENT METHOD
- ☒ HOW IT WORKS
- ☒ MAILING ADDRESS
- ☐ REVIEW

Please confirm your virtual prepaid card information

Please make sure your information is correct. You will receive an email with further instructions from Akimbo Card to the email address provided.

Mailing Address

Street Address
5027 Applewood Dr


City
Lansing



State
MI

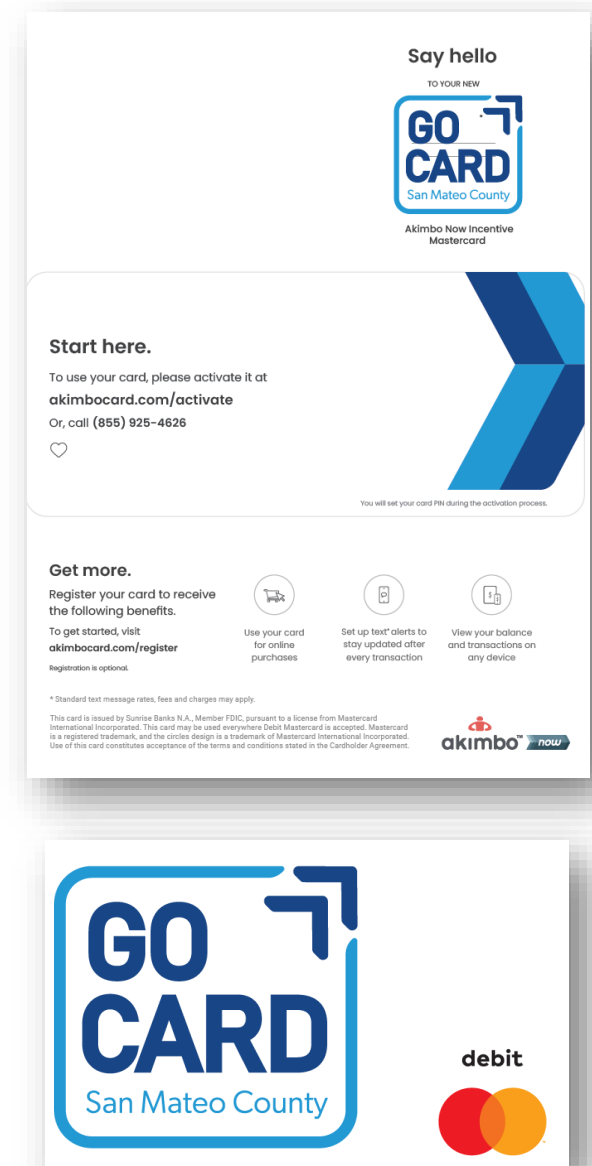
Zip Code
48917-1504

Email Address

Email Address
mlodes+test2@hntb.com

 Don't have access to this email?
Consider selecting a different payment method.

Select Language   HELP





Questions?

San Mateo County Express Lanes Joint Powers Authority Agenda Report

Date: August 1, 2025

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

From: Executive Council

Subject: Review and approval of Resolution SMCEL 25-09 authorizing the chair to execute an agreement with STV to provide Policy/Program Management Services for an amount not to exceed \$3,300,000 for a three-year term from August 2025 through August 2028.

(For further information please contact Kaki Cheung at kcheung1@smcgov.org.)

RECOMMENDATION

That the SMCEL-JPA Board of Directors review and approve Resolution SMCEL 25-09 authorizing the Chair to execute an agreement with STV to provide Policy/Program Management (PPM) services in support of the San Mateo County Express Lanes program, for an amount not to exceed \$3,300,000 for a three-year term from August 2025 through August 2028, with the option to extend the agreement for up to two additional one-year terms, subject to the availability of funds and Board approval of future budgets.

FISCAL IMPACT

The three-year base contract with STV has a not-to-exceed amount of \$3,300,000, covering Fiscal Years (FY) 2026 through FY 2028. This amount is included in the SMCEL-JPA's approved budget for FY 2026 and will be incorporated into future annual budgets subject to Board approval. Should the Board authorize extending the agreement beyond the base term, additional funding will be incorporated into future-year budgets accordingly.

SOURCE OF FUNDS

Funding for this agreement comes from toll revenues from the San Mateo County Express Lanes, and is subject to appropriation by the SMCEL-JPA Board through its annual budgeting process.

BACKGROUND

The San Mateo County Express Lanes Joint Powers Authority (SMCEL-JPA) was formed in 2019 through a Joint Exercise of Powers Agreement between the City/County Association of Governments of San Mateo County (C/CAG) and the San Mateo County Transportation Authority (TA). The SMCEL-JPA is responsible for the ownership, administration, and management of the San Mateo 101 Express Lanes network.

Since its formation, the SMCEL-JPA has relied on a consultant to serve as the Policy/Program Manager (PPM) to support policy development, tolling operations, maintenance oversight, equity programming,

and interagency coordination. As the Express Lanes program transitions from implementation to ongoing operations, and as internal capacity grows through the addition of a new Agency Program Manager, the JPA looks to renew and evolve its consultant support model to meet the needs of a tolling authority in steady operations.

Procurement Process

On March 19, 2025, the SMCEL-JPA released a Request for Qualifications (RFQ) for Policy/Program Management Services. The RFQ was distributed widely and posted on the C/CAG and the 101 Express Lanes website. The intent of the RFQ was to identify a consultant team that brings the technical expertise, interagency experience, and strategic insight required to support the continued development of a robust and innovative express lanes program.

Four consultant teams submitted proposals in response to the RFQ:

- Arcadis
- HNTB
- STV
- WSP USA Inc.

An evaluation panel consisting of SMCEL-JPA staff and partner agency representatives from the Valley Transportation Authority and the Bay Area Infrastructure Financing Authority, reviewed all responsive proposals based on the criteria outlined in the RFQ, including:

- Team qualifications and key personnel experience;
- Understanding of the project and proposed approach; and
- Communication.

Following a thorough review of qualifications and interviews with shortlisted teams, the evaluation panel unanimously recommended STV as the most qualified firm to provide Policy/Program Management services. STV's proposal demonstrated exceptional understanding of the scope of work, extensive experience in express lane program operations, and a strong, integrated team with a tailored approach that aligned with the JPA's strategic direction. The evaluation panel found STV's qualifications, project team, and proposed approach to best meet the needs of the SMCEL-JPA and deliver the best value to the agency. This recommendation is based on a qualifications-based selection and consistent with the procedures outlined in the RFQ.

Next Steps and Transition Plan

Upon Board approval, staff will finalize the agreement with STV and initiate a structured transition period. The outgoing and incoming consultant teams, in coordination with the new Agency Program Manager and Executive Council, will collaboratively develop a transition plan to ensure continuity of operations and knowledge transfer. This plan will serve as a roadmap to guide the transition of work products, institutional knowledge, and program responsibilities, with the shared goal of ensuring a seamless transition that positions the JPA for success in the years ahead.

ATTACHMENTS

1. Resolution SMCEL 25-09
2. Draft Funding Agreement with STV

RESOLUTION SMCEL 25-09

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SAN MATEO COUNTY EXPRESS LANES JOINT POWERS AUTHORITY (SMCEL-JPA) AUTHORIZING A CONTRACT BETWEEN STV AND THE SAN MATEO COUNTY EXPRESS LANES JOINT POWERS AUTHORITY TO PROVIDE POLICY/PROGRAM MANAGEMENT SERVICES FOR A THREE-YEAR PERIOD ENDING AUGUST 2028 FOR AN AMOUNT NOT TO EXCEED \$3,300,000

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

WHEREAS, the San Mateo County Express Lanes Joint Powers Authority (SMCEL-JPA) was formed in 2019 to oversee the operations, management, and policy direction for express lanes along U.S. Highway 101 in San Mateo County; and

WHEREAS, since its inception, the SMCEL-JPA has relied on a consultant Policy/Program Manager (PPM) to support operations, program development, equity initiatives, and regional coordination; and

WHEREAS, the SMCEL-JPA issued a Request for Qualifications (RFQ) on March 19, 2025, seeking qualified consultant teams to provide Policy/Program Management Services to support the Express Lanes program; and

WHEREAS, the SMCEL-JPA received proposals from four qualified firms: Arcadis, STV, HNTB, and WSP; and

WHEREAS, a panel comprised of internal and external agency representatives evaluated all proposals in accordance with the published criteria and unanimously recommended STV as the most qualified firm based on their team's qualifications, understanding of the program, and proposed approach; and

WHEREAS, the SMCEL-JPA intends to partner with STV to support the Agency through strategic planning, operational oversight, stakeholder coordination, and policy implementation, and to develop a structured transition plan to support continuity of work during the onboarding period.

NOW THEREFORE BE IT RESOLVED, by the SMCEL-JPA Board of Directors that the Chair is authorized to (1) execute a written agreement with STV to provide Policy/Program Management Services for a not-to-exceed amount of \$3,300,000, covering the period from August 2025 through August 2028, with the option to extend the agreement for up to two additional one-year terms, subject to the availability of funding and annual budget approval; and (2) authorize the Executive Council to execute future amendments, as necessary, consistent with the terms and conditions of the agreement and within the appropriated annual budget approved by the SMCEL-JPA Board.

PASSED, APPROVED, AND ADOPTED, THIS 1ST DAY OF AUGUST, 2025.

Michael Salazar, Chair

DRAFT

**AGREEMENT BETWEEN SAN MATEO COUNTY EXPRESS LANES JOINT POWERS
AUTHORITY AND STV
FOR THE POLICY/PROGRAM MANAGEMENT SERVICES**

This Agreement entered this 4th day of August, 2025, by and between the San Mateo County Express Lanes Joint Powers Authority hereinafter called “SMCEL-JPA” and STV, hereinafter called “CONSULTANT”.

WHEREAS, the Joint Exercise of Powers Agreement (JEPA) 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 (JEPA) for the San Mateo County Express Lanes 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 JEPA created the San Mateo County Express Lanes Joint Powers Authority (SMCEL-JPA), a joint powers agency to: apply to the California Transportation Commission in order to own, administer, and manage the operations of the San Mateo County Express Lanes; 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 Board of the SMCEL-JPA desires to retain a Policy Program Manager to perform said Scope of Work set forth in **Attachment A**; and

WHEREAS, the Consultant represents that it is able to provide said services as described in **Attachment A**; and

WHEREAS, the parties hereto now wish to enter into this Agreement pursuant to which Consultant will render professional services in connection with the Project as hereinafter provided.

NOW, THEREFORE, IT IS HEREBY AGREED by the parties as follows:

1. Consultant shall provide the following services set forth in **Attachment A** (SCOPE OF WORK). The Consultant has provided the SMCEL-JPA with a project budget proposal in **Attachment B** (PROJECT BUDGET AND KEY PERSONNEL HOURLY RATES) that applies specific personnel billing rates for the tasks outlined in **Attachment A**. In addition, and as needs are identified, the SMCEL-JPA will present the Consultant with a

proposed amendment for any additional work or specific task/s not listed in **Attachment A** and request a cost proposal. The Consultant will provide the SMCEL-JPA with a cost proposal for the additional specific task applying the billing rates set forth in **Attachment B**, also attached hereto.

The specific work scope and payment may be negotiated between the parties and a final task order defining cost and schedule ("Task Order") will be prepared for execution. The SMCEL-JPA Board will approve the Task Order before it becomes effective and Consultant shall perform the Task Order work for the cost specified therein. Consultant shall provide services consistent with **Attachment A**, herein incorporated by references, and with specific Scopes of Services to be contained in the Task Order issued under this Agreement.

- 2. Compensation and Method of Payments.** In consideration of the services rendered with all terms, conditions, and specifications set forth in this Agreement and in **Attachment A**, the SMCEL-JPA will pay Consultant for its services based on the rates and in the manner specified in **Attachment B**, PROJECT BUDGET AND KEY PERSONNEL HOURLY RATES. The identified rates shall include (as applicable) surcharges such as taxes, insurance, and fringe benefits, indirect costs, overhead, profit, sub-consultants' costs (including mark-up), travel, equipment, materials and supplies, expenses and any fixed fee. SMCEL-JPA reserves the right to withhold payment if SMCEL-JPA determines that the quantity or quality of the work performed is unacceptable. In no event shall SMCEL-JPA's total fiscal obligation under this agreement exceed three million three hundred thousand dollars (\$3,300,000), subject to the approval of the JPA annual budget. Payments shall be made to Consultant monthly, upon submission of an invoice by Consultant that has been reviewed and approved by SMCEL-JPA and identifies expenditures and describes services performed and percentage of deliverables completed. SMCEL-JPA shall have the right to receive, upon request, documentation substantiating charges billed to SMCEL-JPA.

It is understood, and agreed, that there is no guarantee, either expressed or implied, that the Not to Exceed Amount will be authorized under this contract through task orders. Payments shall be made to Consultant monthly, based on an invoice submitted by

All invoices and/or requests for payments shall be submitted to:

San Mateo County Express Lanes Joint Powers Authority
555 County Center, 5th Floor
Redwood City, CA 94063
Attention: Kaki Cheung

- 3. Key Personnel.** The key personnel to be assigned to this contract by Consultant, their hourly rates, and the estimated hours should be detailed in **Attachment B**, attached hereto and incorporated herein by this reference. Substitution of any key personnel named in **Attachment B** or decrease in the hours provided to the project by such key personnel will require the prior written approval of the SMCEL-JPA. Any substitution

shall be with a person of commensurate knowledge and experience, unless otherwise approved by the SMCEL-JPA. Consultant shall maintain records documenting compliance with this Article, and such records shall be subject to audit. Consultant agrees that all personnel assigned to this work will be professionally qualified for the assignment to be undertaken. SMCEL-JPA reserves the right to direct removal of any individual, including key personnel, assigned to this work.

4. **Amendments.** SMCEL-JPA reserves the right to request changes in the services to be performed by Consultant. All such changes shall be incorporated in written amendments that specify the changes in work to be performed and any adjustments in compensation and schedule. All amendments shall be executed by an Executive Council of SMCEL-JPA and Consultant, and specifically identified as amendments to this Agreement. Either of the two SMCEL-JPA Executive Councils are designated as representative of the SMCEL-JPA Board, for purposes of approving an amendment. Should circumstances arise which, in the opinion of the Consultant, justify additional compensation or time or require changes in the Work specified by the Agreement, Consultant may propose a Change Order by written request, including sufficient information regarding cost and schedule to provide a basis for negotiation with SMCEL-JPA, as provided in this section, including references to applicable provisions of the Agreement; the factual reasons for which Consultant believes a revision to the Work, additional compensation, or a schedule extension is called for; and an estimate of any cost increase or schedule extension.

Where applicable and whenever possible, Consultant shall also include a line-by-line cost estimate with detail provided on all labor and materials. Consultant shall use the costs and rates included in the **Attachment B**, in preparing its Change Order. If cost reasonableness cannot be established on the basis of a catalog or market price of a commercial product sold in substantial quantities, or on the basis of prices set by law or regulation, Consultant is required to submit detailed cost breakdowns, including information on labor and materials costs, overhead and other indirect costs. If Consultant believes the changed Work will have a schedule impact, the proposal must include details on schedule changes in the Change Order.

If requested by SMCEL-JPA, Consultant shall promptly meet with the SMCEL-JPA Project Manager or any other designated representative of SMCEL-JPA involved in evaluating the Consultant's proposed Change Order. Following such discussion(s), and not later than 30 Calendar Days after submission of the proposed Change Order, SMCEL-JPA will either: (i) initiate a Change Order for Consultant's signature (ii) issue a written denial of Consultant's proposed Change Order; or (iii) accept the proposal in part and deny it in part, initiating a Change Order for those portions accepted. If Consultant agrees with the terms and conditions of any such Change Order, Consultant shall sign a copy of the Change Order and return it to the SMCEL-JPA Project Manager, and Consultant shall promptly proceed with the Work as indicated therein. If Consultant disagrees with SMCEL-JPA's action, it may file a protest. If the Consultant fails to protest in accordance with the applicable procedures, Consultant shall not be entitled to file a claim for additional compensation or schedule extension or other remedy. Notwithstanding any request for a Change Order, Consultant's duty to complete the

Work in accordance with the provisions of the Agreement shall not be postponed or abated.

- 5. Relationship of the Parties.** It is understood that Consultant is an Independent Consultant and this Agreement is not intended to, and shall not be construed to, create the relationship of agent, servant, employee, partnership, joint venture or association, or any other relationship whatsoever other than that of Independent Consultant. Consultant has no authority to contract or enter into any agreement without the prior approval of the SMCEL-JPA Board. Consultant has, and hereby retains, full control over the employment, direction, compensation and discharge of all persons employed by Consultant who are assisting in the performance of services under this Agreement. Consultant shall be fully responsible for all matters relating to the payment of its employees, including compliance with social security, withholding tax and all other laws and regulations governing such matters. Consultant shall be responsible for its own acts and those of its agents and employees during the term of this Agreement.
- 6. Non-Assignability.** Consultant shall not assign this Agreement or any portion thereof to a third party without the prior written consent of the SMCEL-JPA.
- 7. Period of Performance.** The Consultant's services hereunder shall commence on the date of execution of this agreement and shall be in effect until all tasks have been completed in a timely manner or after three (3) years, unless terminated by the SMCEL-JPA Board. The SMCEL-JPA reserves the right to terminate this agreement at any time, for any reason, by providing 30 days' written notice to the Consultant. The effective date of termination will be as specified in the notice. The SMCEL-JPA also reserves the option to extend the agreement for up to two additional years, in increments and under terms determined at its sole discretion. In the event of termination under this section, the Consultant shall be paid for all services satisfactorily performed up to the effective date of termination.
- 8. Hold Harmless / Indemnity.** Consultant shall indemnify and hold harmless the SMCEL-JPA, its board members, agents, officers, and employees from both C/CAG and the TA involved the project, against all claims, suits or actions to the extent caused by the negligence, errors, acts or omissions of the Consultant, its agents, sub-consultants, officers, or employees related to or resulting from the performance, or non-performance, under this Agreement. The duty to indemnify and hold harmless as set forth herein shall include the duty to defend as set forth in Section 2778 of the California Civil Code.
- 9. Insurance and Financial Security Requirements.**

 - a. General requirements: Consultant shall, at its own expense, obtain and maintain in effect at all times for the duration of this Agreement, against claims, damages and losses due to injuries to persons or damage to property or other losses that may arise in connection with the performance of work under this Agreement. All policies will be issued by insurers acceptable to the SMCEL-JPA, generally with a Best's Rating of A- or better with a Financial Size Category of VIII or better.

Consultant or its Sub-consultants performing the services on behalf of Consultant shall not commence work under this Agreement until all insurance required under this section has been obtained. Consultant shall furnish the SMCEL-JPA with Certificates of Insurance evidencing the required coverage and there shall be a specific contractual liability endorsement extending the Consultant's coverage to include the contractual liability assumed by Consultant pursuant to this Agreement. These Certificates shall specify or be endorsed to provide that thirty (30) days' notice must be given, in writing, to the SMCEL-JPA of any pending change in the limits of liability or of non-renewal, cancellation, or modification of the policy.

- b. **Workers' Compensation and Employer Liability Insurance:** The Consultant shall have in effect, during the entire life of this Agreement, Workers' Compensation and Employer Liability Insurance providing full statutory coverage. In signing this Agreement, Consultant certifies, as required by Section 1861 of the California Labor Code, that (a) it is aware of the provisions of Section 3700 of the California Labor Code, which require every employer to be insured against liability for workers' compensation or to undertake self-insurance in accordance with the provisions of the Labor Code, and (b) it will comply with such provisions before commencing the performance of work under this Agreement.

- c. **Liability Insurance:** Consultant shall take out and maintain during the life of this Agreement such Bodily Injury Liability and Property Damage Liability Insurance as shall protect Consultant, its employees, officers and agents while performing work covered by this Agreement from any and all claims for damages for bodily injury, including accidental death, as well as any and all claims for property damage that may arise from Consultant's operations under this Agreement, whether such operations be by Consultant or by any sub-consultant or by anyone directly or indirectly employed by either of them. Such insurance shall be combined single limit bodily injury and property damage for each occurrence and shall be not less than \$1,000,000.

- d. *Insurance Limits; Insured Entities; Breach.* Required insurance shall include:
 - (a) Comprehensive General Liability..... \$1,000,000
 - (b) Workers' Compensation..... Statutory
 - (c) Motor Vehicle Liability Insurance..... \$1,000,000
 - (d) Professional Liability..... \$1,000,000

The SMCEL-JPA and its officers, agents, employees and servants shall be named as additional insured on any such policies of insurance, which shall also contain a provision that the insurance afforded thereby to the SMCEL-JPA, its officers, agents, employees and servants shall be primary insurance to the full limits of liability of the policy, and that if SMCEL-JPA, or its officers and employees have other insurance against a loss covered by such a policy, such other insurance shall be excess insurance only.

In the event of the breach of any provision of this section, or in the event any notice is received which indicates any required insurance coverage will be diminished or canceled, the SMCEL-JPA may, notwithstanding any other provision of this Agreement to the contrary, immediately declare a material breach of this Agreement and suspend all further work pursuant to this Agreement.

10. Non-discrimination.

- a. General. Consultant and any subconsultants performing services on behalf of Consultant shall not discriminate or permit discrimination against any person or group of persons on the basis of race, color, national origin, ancestry, age, disability (physical or mental), sex, sexual orientation, gender identity, marital or domestic partner status, religion, political beliefs or affiliation, familial or parental status (including pregnancy), medical condition, military service, or genetic information, or in any manner prohibited by federal, state or local laws.
- b. Discrimination Against Individuals with Disabilities. The nondiscrimination requirements of 41 C.F.R. 60-741.5(a) are incorporated into this Agreement as if fully set forth here, and Contractor and any subcontractor shall abide by the requirements of 41 C.F.R. 60-741.5(a). **This regulation prohibits discrimination against qualified individuals on the basis of disability and requires affirmative action by covered prime contractors and subcontractors to employ and advance in employment qualified individuals with disabilities.**

11. Compliance with All Laws. All services to be performed by Consultant pursuant to this Agreement shall be performed in accordance with all applicable federal, state, San Mateo County, and municipal laws, ordinances, regulations, and executive orders, including but not limited to the Health Insurance Portability and Accountability Act of 1996 (HIPAA) and the federal regulations promulgated thereunder, as amended (if applicable), the Americans with Disabilities Act of 1990, as amended, and Section 504 of the Rehabilitation Act of 1973, which prohibits discrimination on the basis of disability in programs and activities receiving any federal financial assistance, as well as any required economic or other sanctions imposed by the United States government or under state law in effect during the term of the Agreement. In the event of a conflict between the terms of this Agreement and any applicable State, federal, San Mateo County, or municipal law, regulation, or executive order, the requirements of the applicable law, regulation, or executive order will take precedence over the requirements set forth in this Agreement.

Consultant will timely and accurately complete, sign, and submit all necessary documentation of compliance with this Section.

12. Sole Property of the SMCEL-JPA. Work products of Consultant which are delivered under this Agreement, or which are developed, produced and paid for under this Agreement, shall be and become the sole property of the SMCEL-JPA. The SMCEL-JPA

may request a log of modifications made to work products following this completion of the Project. Consultant shall not be liable for the SMCEL-JPA's use, modification or re-use of products without Consultant's participation or for purpose other than those specifically intended pursuant to this Agreement.

13. Record Retention; Right to Monitor and Audit.

13.1 Consultant shall maintain all required records relating to services provided under this Agreement for three (3) years after SMCEL-JPA makes final payment and all other pending matters are closed, and Consultant shall be subject to the examination and/or audit by SMCEL-JPA, a federal grantor agency, and/or the State of California.

13.2 Consultant shall comply with all program and fiscal reporting requirements set forth by applicable federal, State, and local agencies and as required by SMCEL-JPA.

13.3 Consultant agrees upon reasonable notice to provide to SMCEL-JPA or its authorized representative, to any Federal or State department having monitoring or review authority, and/or to any of their respective audit agencies access to and the right to examine all records and documents necessary to determine compliance with relevant Federal, State, and local statutes, rules, and regulations, to determine compliance with this Agreement, and to evaluate the quality, appropriateness, and timeliness of services performed.

14. Permits/Licenses. If any license, permit, or approval is required to perform the work or services required by this Agreement, Consultant bears the responsibility to obtain said license, permit, or approval from the relevant agency at Consultant's own expense prior to commencement of said work/services. Failure to do so will result in forfeit of any right to compensation under this Agreement.

15. Merger Clause; Amendments. This Agreement, all Exhibits and other attachments incorporated by reference, constitutes the sole agreement of the Parties with regard to the matters covered in this Agreement, and correctly states the rights, duties and obligations of each party as of the document's date. In the event that any term, condition, provision, requirement, or specification set forth in the body of this Agreement conflicts with or is inconsistent with any term, condition, provision, requirement, or specification in any exhibit or attachment to this Agreement, the provisions of the body of the Agreement shall prevail. Any prior agreement, promises, negotiations or representations between the Parties not expressly stated in this Agreement are not binding. All subsequent modifications or amendments shall be in writing and signed by the Parties.

16. Controlling Law; Venue. This Agreement shall be governed by the laws of the State of California, without regard to its choice of law rules. Any dispute arising out of this

Agreement shall be venued either in the San Mateo County Superior Court or in the United States District Court for the Northern District of California.

17. Termination and Default.

This Agreement may be terminated by the SMCEL-JPA Executive Council at any time, for any reason, by providing 30 days' notice to Consultant. Subject to availability of funding, Consultant shall be paid for all services provided prior to termination of the Agreement. Such payment shall be that prorated portion of the full payment determined by comparing the work actually completed to the work required by the Agreement.

SMCEL-JPA may terminate this Agreement or a portion of the services referenced in the Exhibits based on the unavailability of federal, State, or other outside funds by providing written notice to Consultant as soon as is reasonably possible after SMCEL-JPA learns of said unavailability of outside funding.

SMCEL-JPA may also terminate this Agreement for cause. In order to terminate for cause, SMCEL-JPA must first give Consultant notice of the alleged breach. Consultant shall then have five business days after receipt of such notice to respond and a total of ten calendar days after receipt of such notice to cure the alleged breach. If Consultant fails to cure the breach within this period, SMCEL-JPA may immediately terminate this Agreement without further action. The option available in this paragraph is separate from the ability to terminate without cause with appropriate notice described above. In the event that SMCEL-JPA provides notice of an alleged breach pursuant to this section, SMCEL-JPA may, in extreme circumstances, immediately suspend performance of services and payment under this Agreement pending the resolution of the process described in this paragraph. SMCEL-JPA has sole discretion to determine what constitutes an extreme circumstance for purposes of this paragraph, and SMCEL-JPA shall use reasonable judgment in making that determination.

- 18. Notices.** Any notice, request, demand, or other communication required or permitted under this Agreement shall be deemed to be properly given when both: (1) transmitted via email to the email address listed below; and (2) sent to the physical address listed below by either being deposited in the United States mail, postage prepaid, or deposited for overnight delivery, charges prepaid, with an established overnight courier that provides a tracking number showing confirmation of receipt.

In the case of SMCEL-JPA, to:

San Mateo County Express Lanes Joint Powers Authority
555 County Center, 5th Floor
Redwood City, CA 94063
Attention: Sean Charpentier – Executive Council

In the case of Consultant, to:

STV
505 14th Street, Suite 1060
Oakland, CA 94612
Attention: Elizabeth Justison, PE, PMP
Email: Liz.Justison@stvinc.com

19. Electronic Signature. Both SMCEL-JPA and Consultant wish to permit this Agreement and future documents relating to this Agreement to be digitally signed in accordance with California law.

In witness of and in agreement with this Agreement's terms and conditions, the Parties, by their duly authorized representatives, affix their respective signatures.

STV (Consultant)

By: _____

Elizabeth Justison, PE, PMP
President, Transportation West

San Mateo County Express Lanes Joint Powers Authority (SMCEL-JPA)

By: _____

Michael Salazar
Chair

Date

Approved as to form:

By: _____

Timothy Fox
Legal Counsel

Date

ATTACHMENT A

SCOPE OF WORK

The San Mateo County Express Lanes project is a joint initiative aimed at reducing traffic congestion and encouraging carpooling and transit use along U.S. Highway 101 (US 101) in San Mateo County. Established in 2018, the project was initiated through a Joint Ad Hoc Committee formed by the City/County Association of Governments of San Mateo County (C/CAG) and the San Mateo County Transportation Authority (TA) to develop operational and ownership recommendations. In June 2019, both agencies approved a Joint Exercise of Powers Agreement (JEPA). The agreement also created a Joint Powers Authority (JPA) to oversee operations, governed by a Board of Directors. Additionally, an Executive Council, composed of the Executive Directors of both agencies, was established to provide oversight.

Since the JPA's formation in 2019, two express lane segments have been constructed. The southern segment opened in 2022, followed by the northern segment in 2023, resulting in 22 miles of express lanes in each direction on US 101 from Interstate 380 in South San Francisco to the San Mateo/Santa Clara County border.

To support policy development and program implementation, the JPA engaged a consultant Policy and Program Manager (PPM) to provide consultant support under the direction of the Executive Council and Board. While a detailed scope of work for this consultant is outlined below, it is important to note that the JPA is in the process of hiring a new Agency Program Manager.

As the new Agency Program Manager assumes responsibilities, some of the tasks currently assigned to the consultant may shift to agency staff. Consequently, the final scope of work for the consultant may be adjusted over time.

The consultant shall lead the tasks outlined below and provide project management support for each assigned task.

Task 1: Program Management and Administration

1. Develop, implement and manage work plans and schedules.
2. Coordinate contract activities, communications, and record-keeping.
3. Develop and maintain a comprehensive Quality Management Plan (QMP) to ensure the delivery of high-quality work products for the Express Lanes program in an efficient manner. The QMP will outline the standards, processes, and procedures to be implemented throughout the lifecycle of the project.
4. Prepare monthly progress reports, invoicing, and perform quality assurance activities following the Quality Management Plan.
5. Represent SMCEL-JPA on regional Boards and Committees as requested by SMCEL-JPA Board and/or the Executive Council.
6. Facilitate information exchange among stakeholders through memos and meetings.

7. Update the Program's standard operating procedures to reflect any changes in program policies, processes or requirements.
8. Facilitate action tracking, documenting lessons learned, and preparing recommendations for operational improvements.
9. Provide program management administration support, ensuring comprehensive document organization and control. This includes real time access to all files and documents, robust file management and IT information security protocols.
10. Establish and follow the approved Documentation Retention Policy and maintain all SMCEL-JPA documents.

Task 1 Deliverables:

1. Agendas notes, reports, presentations and minutes for meetings with Executive Council, staff, stakeholder and partner agencies.
2. Quality Management Plan.
3. Standard Operating Procedures

Task 2: SMCEL-JPA Board and Stakeholder Support

This task involves providing comprehensive support to the SMCEL-JPA Board to ensure informed decision making and effective oversight of tolling policies, operations and programs.

The Consultant shall:

1. Regularly report to the SMCEL-JPA Board on tolling policies, system performance, and financial impacts.
2. Prepare meeting materials, talking points, presentations, and staff reports.
3. Conduct policy research and prepare data-driven recommendations, providing an understanding of the program implications.
4. Collaborate with the Executive Council, staff, and partner agencies to respond inquiries from Board members and stakeholders.
5. Advise on strategic opportunities, emerging challenges, and key decisions to support program success.

Task 2 Deliverables:

1. Communication to the Board (memoranda, emails, letters, reports, etc.).
2. Meeting materials, staff reports, presentations, etc.
3. Data driven studies or white papers.

Task 3: Operations Oversight and Tolling Maintenance Support

The task focuses on ensuring the efficient operations, maintenance and strategic management of the express lanes, including contract management, technical oversight, and collaboration with partner agencies. The Consultant will perform the following activities:

1. Review, manage and support the negotiation of new contracts and amendment(s), as necessary.
2. **Technical Scopes and Procurement Support:**
 - A. Develop and/or review technical scopes of work for projects and consultant procurements.
 - B. Support the preparation of requests for proposals (RFPs) and assist with consultant selection.

3. Coordinate the management of toll system maintenance, upgrades, and risk assessments.
4. ***Collaboration with BAIFA:***
 - A. Act as a key liaison with BAIFA to protect the interests of the SMCEL-JPA during the negotiation and development of technical documents and agreements.
 - B. Participate in BAIFA contract amendment or renewals, including Toll System Integrator agreements.
 - C. Review and analyze toll reports, operational data and policies/initiatives provided by BAIFA to ensure alignment with JPA objectives.
5. Monitor key performance indicators (KPIs), address operational issues, and recommend improvements in coordination with BAIFA.
6. Conduct risk assessments and implement strategies to mitigate operational risks.

Task 3 Deliverables:

1. Recommendations and modification of documents stemming from reviews and assessments of contracts, agreements, and policy documents.
2. Draft contracts and amendments, as applicable.
3. Detailed scope documents, requests for qualification/proposals, other documents for contract services, as applicable.
4. Documentation of risk exposure and mitigation recommendations, upon request.
5. Risk analysis reports.

Task 4: Policy Development and Implementation

This task includes developing and implementing toll policies and programs that align with industry standards, regional consistency, and the interest and goals of the SMCEL-JPA. The Consultant shall ensure feasibility of implementation, stakeholder alignment and technical compatibility. Tasks include a wide range of planning and policy work including but not limited to:

1. Seek input from the Executive Council, appropriate staff, BAIFA, relevant stakeholders, and other toll operators to develop and refine tolling policies, ordinances, discounts, equity programs, enforcement, penalties and net revenue expenditure priorities.
2. Analyze BAIFA business rules, procedures, and policies, and recommend San Mateo County specific changes.
3. Research best practices and industry trends to guide policy recommendations.
4. Ensure policies align with technical and regulatory frameworks, including BAIFA agreements.
5. Draft, finalize, and present updates for SMCEL-JPA Board approval.
6. Monitor federal, state, and regional toll legislation and policies.
7. In collaboration with the Executive Council, staff and relevant stakeholders, assist in the development of net toll revenue expenditure priorities, corridor improvements, equity subsidy, and facility upgrades, consistent with provisions set forth in Assembly Bill 194 (Frazier, 2015).

Task 4 Deliverables:

1. Draft and Final recommendations for updated toll policies and programs.
2. White paper on policy research.

3. Draft and final net toll revenue expenditure plans.

Task 5: Strategic Advisory Services

This task includes providing technical and strategic advice to support the SMCEL-JPA's program goals and objectives. Technical expertise and strategic recommendations shall conform with the industry's best practices and trends, consider regional consistency, and balance cost and benefit at an acceptable level of risk. Tasks will be performed as needed and in collaboration with the Agency Program Manager, who may assume leadership on certain responsibilities. Consultant support will focus on supplementing staff efforts, ensuring continuity, and providing specialized expertise where required. Activities may include, but are not limited to:

1. Advise on technical projects to enhance business operations.
2. Research and plan for the deployment of emerging technologies (e.g., 6C toll tags, vehicle occupancy detection, mobile/web applications, and other technological developments).
3. Perform technical studies and prepare feasibility reports.

Task 5 Deliverables:

1. Research reports and white papers.
2. Presentation materials and decision documents.

Task 6: Community Transportation Benefits Program (CTBP)

This task includes managing and monitoring the equity program to ensure alignment with equity goals and community needs.

1. Support the implementation of the next generation Community Transportation Benefits Program (CTBP), including coordination with agency partners and community-based organizations (CBOs),
2. Conduct program evaluations and recommend adjustments based on evaluation results and policy direction.
3. In collaboration with appropriate staff, coordinate with regional partners, such as MTC/BAIFA, regarding the formulation and implementation of other equity programs (e.g. Clipper START program, the 1-880 Express Lanes Toll Discount Pilot – Express Lanes START), including reviewing and providing feedback on program design or changes; and advising on regional consistency.

Task 6 Deliverables:

1. CTBP assessment reports and program recommendations.
2. Training for CBOs.

Task 7: Finance and Budget Support

This task includes supporting SMCEL-JPA Finance staff with the following key functions:

1. Assist with the development of the JPA Program Budget.
2. Review invoices and reconcile revenues.
3. Support toll system and back-office audits by assessing risks, managing budgets, and reviewing contractual services.

4. Assist, as needed, with the development of a long-term capital budget to guide the annual budgeting process, along with a comparable operating and revenue model in alignment with industry best practices.

Task 7 Deliverables:

1. Program budget.
2. Financial analysis, as requested.
3. Long term capital budget and financial model

Task 8: Optional Tasks as Needed

As needed and only upon prior approval from the SMCEL-JPA project manager, optional tasks as assigned may include, but are not limited to:

1. *Communications and outreach:*

- A. Collaborate with appropriate staff to assist in the development and implementation of outreach strategies to improve public awareness.
- B. Support the creation of educational materials and multilingual outreach campaigns.
- C. Support and coordinate responses to public information/Freedom of Information Act requests with Executive Council and SMCEL-JPA Communications staff.
- D. Engage with community-based organizations and agencies to enhance public understanding.

2. *Potential Regional Express Lanes Expansion Coordination*

- A. Participate, as necessary and/or as requested, in BAIFA's operational planning and readiness activities.
- B. Coordinate with the Project Design Team, System Manager, and Toll System Integrator, to ensure consistency with project's Concept of Operations and System Engineering Management Plan.

Task 8 Deliverables:

To be Determined.

ATTACHMENT B

PROJECT BUDGET AND KEY PERSONNEL HOURLY RATES

In consideration of the services provided by Consultant described in Attachment A and subject to the terms of the Agreement, SMCEL-JPA shall compensate the Consultant in accordance with the fee schedule below. The contract will be billed on a time and materials basis, with invoices reflecting the percentage of deliverables completed.

LABOR RATES																					
							2025 Rates					2026 Rates		2027 Rates		2028 Rates		2029 Rates (Optional Year)		2030 Rates (Optional Year)	
							1/1/2025 to 12/31/2025					1/1/2026 to 12/31/2026		1/1/2027 to 12/31/2027		1/1/2028 to 12/31/2028		1/1/2029 to 12/31/2029		1/1/2030 to 12/31/2030	
No.	Firm ¹	Prime	Sub	Last Name	First Name	Discipline/Classification ²	Basic Hourly Rate	Exempt or Non-Exempt	Indirect Cost Rate (Overhead) ³	Fee (Profit) ⁴	FULLY-BURDENED HOURLY RATE	Basic Hourly Rate (with maximum 3% Escalation Rate)	FULLY-BURDENED HOURLY RATE	Basic Hourly Rate (with maximum 3% Escalation Rate)	FULLY-BURDENED HOURLY RATE	Basic Hourly Rate (with maximum 3% Escalation Rate)	FULLY-BURDENED HOURLY RATE	Basic Hourly Rate (with maximum 3% Escalation Rate)	FULLY-BURDENED HOURLY RATE	Basic Hourly Rate (with maximum 3% Escalation Rate)	FULLY-BURDENED HOURLY RATE
~ PROPOSED ~																					
1	STV Inc	x		Justison	Liz	National Director	\$ 139.42	Exempt	141.98%	13.00%	\$ 381.23	\$ 143.60	\$ 392.66	\$ 147.91	\$ 404.44	\$ 152.35	\$ 416.58	\$ 156.92	\$ 429.07	\$ 161.63	\$ 441.95
2	STV Inc	x		Nagarajan	Hema	Mobility Technology Solutions Leader	\$ 92.55	Exempt	141.98%	13.00%	\$ 253.07	\$ 95.33	\$ 260.66	\$ 98.19	\$ 268.48	\$ 101.13	\$ 276.53	\$ 104.17	\$ 284.83	\$ 107.29	\$ 293.37
3	STV Inc	x		Willis	Heather	National Director	\$ 139.42	Exempt	141.98%	13.00%	\$ 381.23	\$ 143.60	\$ 392.66	\$ 147.91	\$ 404.44	\$ 152.35	\$ 416.58	\$ 156.92	\$ 429.07	\$ 161.63	\$ 441.95
4	STV Inc	x		Nelson	Andrew	Planning Manager II	\$ 86.54	Exempt	141.98%	13.00%	\$ 236.63	\$ 89.14	\$ 243.73	\$ 91.81	\$ 251.04	\$ 94.56	\$ 258.57	\$ 97.40	\$ 266.33	\$ 100.32	\$ 274.32
5	STV Inc	x		Shahnazarian	Karina	Project Controls Specialist I	\$ 48.68	Exempt	141.98%	13.00%	\$ 133.11	\$ 50.14	\$ 137.10	\$ 51.64	\$ 141.22	\$ 53.19	\$ 145.45	\$ 54.79	\$ 149.82	\$ 56.43	\$ 154.31
6	STV Inc	x		Budlong	Jesse	Planner II	\$ 43.36	Exempt	141.98%	13.00%	\$ 118.57	\$ 44.66	\$ 122.12	\$ 46.00	\$ 125.79	\$ 47.38	\$ 129.56	\$ 48.80	\$ 133.45	\$ 50.27	\$ 137.45
7	STV Inc	x		Shah	Rajvi	Planner II	\$ 41.44	Exempt	141.98%	13.00%	\$ 113.31	\$ 42.68	\$ 116.71	\$ 43.96	\$ 120.21	\$ 45.28	\$ 123.82	\$ 46.64	\$ 127.53	\$ 48.04	\$ 131.36
8	STV Inc	x		Hosseini	Parisa	Engineering Specialist II	\$ 45.86	Exempt	141.98%	13.00%	\$ 125.40	\$ 47.24	\$ 129.16	\$ 48.65	\$ 133.04	\$ 50.11	\$ 137.03	\$ 51.62	\$ 141.14	\$ 53.16	\$ 145.37
9	STV Inc	x		Troccoli	Christian	Planner II	\$ 40.87	Exempt	141.98%	13.00%	\$ 111.75	\$ 42.10	\$ 115.11	\$ 43.36	\$ 118.56	\$ 44.66	\$ 122.12	\$ 46.00	\$ 125.78	\$ 47.38	\$ 129.55
10	STV Inc	x		Logg	Mia	Senior Planner I	\$ 49.20	Exempt	141.98%	13.00%	\$ 134.54	\$ 50.68	\$ 138.58	\$ 52.20	\$ 142.73	\$ 53.77	\$ 147.01	\$ 55.38	\$ 151.43	\$ 57.04	\$ 155.97
11	STV Inc	x		Morris	Alexis	Planner II	\$ 41.26	Exempt	141.98%	13.00%	\$ 112.82	\$ 42.50	\$ 116.20	\$ 43.77	\$ 119.69	\$ 45.09	\$ 123.28	\$ 46.44	\$ 126.98	\$ 47.83	\$ 130.79
12	STV Inc	x		Berntsen-Heber	Sissel	Transportation Infrastructure Lead	\$ 144.24	Exempt	141.98%	13.00%	\$ 394.41	\$ 148.57	\$ 406.24	\$ 153.02	\$ 418.43	\$ 157.61	\$ 430.98	\$ 162.34	\$ 443.91	\$ 167.21	\$ 457.22
13	STV Inc	x		Macchi	Patricia	Planning Director IV	\$ 122.50	Exempt	141.98%	13.00%	\$ 334.96	\$ 126.18	\$ 345.01	\$ 129.96	\$ 355.36	\$ 133.86	\$ 366.02	\$ 137.87	\$ 377.00	\$ 142.01	\$ 388.31
14	STV Inc	x		Redstone	Thomas	Senior Planner IV	\$ 72.71	Exempt	141.98%	13.00%	\$ 198.82	\$ 74.89	\$ 204.78	\$ 77.14	\$ 210.92	\$ 79.45	\$ 217.25	\$ 81.84	\$ 223.77	\$ 84.29	\$ 230.48
15	STV Inc	x		Horne	Breanna	Planning Manager III	\$ 79.67	Exempt	141.98%	13.00%	\$ 217.85	\$ 82.06	\$ 224.38	\$ 84.52	\$ 231.11	\$ 87.06	\$ 238.05	\$ 89.67	\$ 245.19	\$ 92.36	\$ 252.55
16	STV Inc	x		Feng	Lynn	Engineering Director I	\$ 103.37	Exempt	141.98%	13.00%	\$ 282.65	\$ 106.47	\$ 291.13	\$ 109.67	\$ 299.87	\$ 112.96	\$ 308.86	\$ 116.34	\$ 318.13	\$ 119.83	\$ 327.67
17	STV Inc	x		Harris	Ryan	Planning Manager II	\$ 94.57	Exempt	141.98%	13.00%	\$ 258.59	\$ 97.41	\$ 266.35	\$ 100.33	\$ 274.34	\$ 103.34	\$ 282.57	\$ 106.44	\$ 291.05	\$ 109.63	\$ 299.78
18	STV Inc	x		Assaad	Bilal	Senior Data Scientist	\$ 74.53	Exempt	141.98%	13.00%	\$ 203.79	\$ 76.77	\$ 209.91	\$ 79.07	\$ 216.20	\$ 81.44	\$ 222.69	\$ 83.88	\$ 229.37	\$ 86.40	\$ 236.25
19	Kuester Consulting	x		Kuester	Carol	Principal	\$ 124.00	Exempt	120.00%	13.00%	\$ 308.26	\$ 127.72	\$ 317.51	\$ 131.55	\$ 327.04	\$ 135.50	\$ 336.85	\$ 139.56	\$ 346.95	\$ 143.75	\$ 357.36
20	Fagan Consulting	x		McLain	Megan	Senior Toll Systems Consultant	\$ 85.00	Exempt	130.00%	13.00%	\$ 220.92	\$ 87.55	\$ 227.54	\$ 90.18	\$ 234.37	\$ 92.88	\$ 241.40	\$ 95.67	\$ 248.64	\$ 98.54	\$ 256.10
21	Fagan Consulting	x		Doolin	Steve	Senior Toll Systems Consultant	\$ 110.00	Exempt	130.00%	13.00%	\$ 285.89	\$ 113.30	\$ 294.47	\$ 116.70	\$ 303.30	\$ 120.20	\$ 312.40	\$ 123.81	\$ 321.77	\$ 127.52	\$ 331.42
22	Sperry Capital	x		Jenkins	Bryant	Managing Principal/Principal	N/A	Exempt	0.00%	0.00%	\$ 410.00	N/A	\$ 420.00	N/A	\$ 435.00	N/A	\$ 450.00	N/A	\$ 465.00	N/A	\$ 480.00
23	Sperry Capital	x		Amini	Lisa	Managing Principal/Principal	N/A	Exempt	0.00%	0.00%	\$ 410.00	N/A	\$ 420.00	N/A	\$ 435.00	N/A	\$ 450.00	N/A	\$ 465.00	N/A	\$ 480.00
24	Sperry Capital	x		Coleman	Bailey	Vice President	N/A	Exempt	0.00%	0.00%	\$ 365.00	N/A	\$ 375.00	N/A	\$ 385.00	N/A	\$ 395.00	N/A	\$ 405.00	N/A	\$ 415.00
25	Sperry Capital	x		N/A	N/A	Senior Associate	N/A	Exempt	0.00%	0.00%	\$ 325.00	N/A	\$ 335.00	N/A	\$ 345.00	N/A	\$ 355.00	N/A	\$ 365.00	N/A	\$ 375.00
26	Sperry Capital	x		Wiess	Wilson	Associate	N/A	Exempt	0.00%	0.00%	\$ 275.00	N/A	\$ 285.00	N/A	\$ 295.00	N/A	\$ 305.00	N/A	\$ 315.00	N/A	\$ 325.00
27	Sperry Capital	x		Gonzalez	Lily	Associate	N/A	Exempt	0.00%	0.00%	\$ 275.00	N/A	\$ 285.00	N/A	\$ 295.00	N/A	\$ 305.00	N/A	\$ 315.00	N/A	\$ 325.00
28	Sperry Capital	x		Fetterer	Marsanne	Analyst/Project Support	N/A	Exempt	0.00%	0.00%	\$ 150.00	N/A	\$ 155.00	N/A	\$ 160.00	N/A	\$ 165.00	N/A	\$ 170.00	N/A	\$ 175.00
29	Steer	x		Alter	Emily	Project Manager	\$ 105.00	Exempt	189.09%	13.00%	\$ 343.01	\$ 108.15	\$ 353.30	\$ 111.39	\$ 363.89	\$ 114.74	\$ 374.81	\$ 118.18	\$ 386.06	\$ 121.72	\$ 397.64
30	Steer	x		Snavely	Michael	Project Director	\$ 125.00	Exempt	189.09%	13.00%	\$ 408.34	\$ 128.75	\$ 420.59	\$ 132.61	\$ 433.21	\$ 136.59	\$ 446.20	\$ 140.69	\$ 459.59	\$ 144.91	\$ 473.38
31	Steer	x		Debreczeni	Gabor	Senior Advisor	\$ 105.00	Exempt	189.09%	13.00%	\$ 343.01	\$ 108.15	\$ 353.30	\$ 111.39	\$ 363.89	\$ 114.74	\$ 374.81	\$ 118.18	\$ 386.06	\$ 121.72	\$ 397.64
32	Steer	x		Bridges	Kate	Principal Planner	\$ 80.00	Exempt	189.09%	13.00%	\$ 261.34	\$ 82.40	\$ 269.18	\$ 84.87	\$ 277.25	\$ 87.42	\$ 285.57	\$ 90.04	\$ 294.14	\$ 92.74	\$ 302.96
33	Steer	x		Chiari	Elena	Senior Planner	\$ 65.00	Exempt	189.09%	13.00%	\$ 212.34	\$ 66.95	\$ 218.71	\$ 68.96	\$ 225.27	\$ 71.03	\$ 232.03	\$ 73.16	\$ 238.99	\$ 75.35	\$ 246.16
34	Steer	x		Larson	Noah	Planner III	\$ 55.00	Exempt	189.09%	13.00%	\$ 179.67	\$ 56.65	\$ 185.06	\$ 58.35	\$ 190.61	\$ 60.10	\$ 196.33	\$ 61.90	\$ 202.22	\$ 63.76	\$ 208.29
35	Steer	x		Bertol-Foell	Zoe	Planner II	\$ 50.00	Exempt	189.09%	13.00%	\$ 163.34	\$ 51.50	\$ 168.24	\$ 53.05	\$ 173.28	\$ 54.64	\$ 178.48	\$ 56.28	\$ 183.84	\$ 57.96	\$ 189.35
36	Steer	x		Shibata	Monet	Planner I	\$ 45.00	Exempt	189.09%	13.00%	\$ 147.00	\$ 46.35	\$ 151.41	\$ 47.74	\$ 155.95	\$ 49.17	\$ 160.63	\$ 50.65	\$ 165.45	\$ 52.17	\$ 170.47

Under no circumstances shall the amount paid by SMCEL-JPA to Consultant exceed \$3,300,000. Consultant shall provide SMCEL-JPA with a written itemized monthly invoice that allows SMCEL-JPA to reconcile the work performed. All invoices shall include the agreement number, project location, dates of services and specific work completed. The SMCEL-JPA shall have the right to receive, upon request, documentation substantiating charges billed to SMCEL-JPA.