



City of Palo Alto

City Council Staff Report

(ID # 7130)

Report Type: Consent Calendar

Meeting Date: 10/4/2016

Summary Title: Award of Contract for Rail Program Management Services

Title: Approval of Two Year Professional Services Contract C16163563 with Mott MacDonald Group for Rail Program Management Services to Allow for Multiple Specific Task Orders with a Total Not to Exceed Amount of \$1,614,763

From: City Manager

Lead Department: Planning and Community Environment

Recommendation:

Staff recommends that the Council approve Professional Services Contract C16163563 (Attachment A) with Mott MacDonald Group Limited in the amount of \$1,614,763 for a period of two years for comprehensive rail program management services and find the contract exempt from the California Environmental Quality Act (CEQA) pursuant to Sections 15061(b)(3) and 15306. Services would be authorized by separate task orders, and would include supporting the City Council Rail Committee, convening a Rail Technical Group, representing the City during the California High Speed Rail environmental analysis phase, managing the rail corridor circulation study and context sensitive alternatives analysis, and preparing environmental analyses, Project Study Reports, 15% preliminary designs, and financing plans for the preferred alternative for each railroad grade crossing within the city.

Background:

On October 13, 2015, the Council re-instituted its Rail Committee for the purpose of advancing proposals for grade-separating the railroad in Palo Alto, monitoring the high-speed rail (HSR) planning process, monitoring development of the 2016 Envision Silicon Valley sales tax measure, and providing recommendations to the full Council for their consideration and adoption. At the same meeting, the Council identified important next steps, including preparation of a grade crossing circulation study, and initiation of a Context Sensitive Solutions (CSS) community engagement process. The transcript is included as Attachment B.

At the re-instituted Rail Committee's first meeting on December 16, 2015, the Committee provided guidance on a letter regarding HSR and requested that the next meeting allow for discussion of engagement with the community and with other Cities regarding railroad grade

separations and for discussion of staff's proposal to retain a program manager who would support the Committee's work and coordinate the requested circulation study, community engagement effort, and subsequent tasks needed to advance the City's goal of grade separating railroad crossings in Palo Alto. The transcript is included as Attachment C.

At the January 27, 2016 meeting of the Rail Committee, Staff presented an outline of the proposed Scope of Work for Rail Program Management Services. The transcript is included as Attachment D. After that meeting, a Scope of Work for Rail Program Management Services was incorporated into a Request for Proposals (RFP), which was released on April 29, 2016 and closed on May 31, 2016.

The sole proposer was Hatch Mott MacDonald, which has subsequently changed its name to Mott MacDonald. After representatives from the Planning and Community Environment Department, Public Works Department and City Manager's Office reviewed the proposal, it was decided to invite Mott MacDonald in for an interview in order to clarify certain elements of the proposal. After the interview on June 23, 2016, Staff requested that Mott MacDonald revise their proposed Scope of Work and make some staffing adjustments to better address the needs of the City. After several reviews, a final Scope of Work and Fee Proposal were submitted to the City on August 18, 2016. Both the Scope of Work and Fee Proposal are included as attachments to the Contract. Staff has determined that Mott MacDonald is the most qualified proponent and able to complete the Scope of Work effectively.

Discussion:

The attached Contract, Scope of Work and Fee Proposal will enable Mott MacDonald to assist the City in further developing concepts for grade separations and to provide rail design and operations expertise to the City during the environmental analysis phase of the San Jose to San Francisco section of the California high-speed rail project as directed by Council.

The Scope of Work includes nine discreet tasks that will be released to Mott MacDonald by the City Manager or his designee on a Task Order basis after a final confirmation of task scope and fee estimate. The final executed Scope of Work may not include all nine tasks, but may include additional tasks, depending on the direction given by the Council, Rail Committee and City Manager or his designee. A contingency is included in the Contract to enable the provision of additional services authorized by the City Manager or his designee. The amount invoiced for each task will be based on time and materials expended by Mott MacDonald, while the amounts shown in the Fee Proposal represent a not-to-exceed fee cap.

Policy Implications:

Advancement of railroad grade separations is consistent with the following Comprehensive Plan goals, policies and projects:

- Policy T-7: Support plans for a quiet, fast rail system that encircles the Bay, and for intra-county and transbay transit systems that link Palo Alto to the rest of Santa Clara County and

adjoining counties.

- Program T-17: Support Caltrain electrification and its extension to downtown San Francisco.
- Program T-21: Study projects to depress bikeways and pedestrian walkways under Alma Street and the Caltrain tracks and implement if feasible.

Resource Impact:

Funding of \$1,614,763 for this Contract is identified for Fiscal Years 2017, 2018 and 2019 in the Fiscal Year 2017 Adopted Capital Budget in CIP *PL-17001, Railroad Grade Separation*. Fiscal Year 2017 Adopted Budget for PL-17001 is \$834,696 with planned budget of \$1,036,084 in Fiscal Year 2018 and \$37,527 in Fiscal Year 2019.

Timeline:

This three-year Professional Services Contract includes supporting the Rail Committee between September 2016 and June 2018, convening and supporting a Rail Technical Group throughout 2017, representing the City during the California High Speed Rail environmental analysis phase, which is scheduled for completion at the end of 2017, completing the rail corridor circulation study and context sensitive alternatives analysis by the end of 2017, and preparing environmental analyses, Project Study Reports, 15% preliminary designs, and financing plans for the preferred alternative for each railroad grade crossing within the city by June of 2018.

Environmental Review:

Accepting this Professional Services Contract and the associated expenditure of funds is exempt from the California Environmental Quality Act (CEQA) pursuant to Sections 15061(b)(3) and 15306 in that it can be seen with certainty that the work expected of the consultant, including attendance at meetings, preparing analytical reports and preliminary drawings for study and review by the City Council will not have a significant effect on the environment.

Attachments:

- Attachment A: C16163563 Mott MacDonald Rail Program Management Contract (PDF)
- Attachment B - Final Transcript City Council Meeting 2015-10-13 (PDF)
- Attachment C - Final Transcript Rail Committee Meeting 2015-12-16 (PDF)
- Attachment D - Final Transcript Rail Committee Meeting 2016-01-27 (PDF)

**CITY OF PALO ALTO CONTRACT NO. C16163563
AGREEMENT BETWEEN THE CITY OF PALO ALTO AND
MOTT MACDONALD, LLC FOR PROFESSIONAL SERVICES**

This Agreement is entered into on this 4th day of October, 2016, (“Agreement”) by and between the CITY OF PALO ALTO, a California chartered municipal corporation (“CITY”), and MOTT MACDONALD, LLC, a Delaware Limited Liability Company, authorized to do business in California, located at 181 Metro Drive, Suite 510, San Jose, California, 95110 (“CONSULTANT”).

RECITALS

The following recitals are a substantive portion of this Agreement.

A. CITY is preparing for increases in passenger rail service along the existing Caltrain rail corridor and potential impacts to existing at-grade crossings associated with service increases, (“Project”) and desires to engage a consultant to provide resources to CITY staff and comprehensively manage, coordinate and direct services in connection with the Project (“Services”).

B. CONSULTANT has represented that it has the necessary professional experience, qualifications, and capability, and all required licenses and/or certifications to provide the Services.

C. CITY desires to engage CONSULTANT to provide the Services as more fully described in Exhibit “A”, attached to and made a part of this Agreement.

NOW, THEREFORE, in consideration of the recitals, covenants, terms, and conditions, in this Agreement, the parties agree:

AGREEMENT

SECTION 1. SCOPE OF SERVICES. CONSULTANT shall perform the Services described at Exhibit “A” in accordance with the terms and conditions contained in this Agreement. The performance of all Services shall be to the reasonable satisfaction of CITY.

SECTION 2. TERM.

The term of this Agreement shall be from the date of its full execution through September 18, 2018 unless terminated earlier pursuant to Section 19 of this Agreement.

SECTION 3. SCHEDULE OF PERFORMANCE. Time is of essence is a material condition in the performance of Services under this Agreement. CONSULTANT shall complete the Services within the term of this Agreement and in accordance with the schedule set forth in Exhibit “B”, attached to and made a part of this Agreement. Any Services for which times for performance are not specified in this Agreement shall be commenced and completed by CONSULTANT in a reasonably prompt and timely manner based upon the circumstances and direction communicated to the CONSULTANT. CITY’s agreement to extend the term or the

schedule for performance shall not preclude the CITY's right to seek recovery of damages for delay if the extension is required due to the fault of CONSULTANT.

SECTION 4. NOT TO EXCEED COMPENSATION. The compensation to be paid to CONSULTANT for performance of the Services described in Exhibit "A" ("Basic Services"), and reimbursable expenses, shall not exceed One Million Five Hundred Four Thousand Three Hundred Ninety Five Dollars (\$1,504,395.00). CONSULTANT agrees to complete all Basic Services, including reimbursable expenses, within this amount. In the event Additional Services are authorized, the total compensation for Basic Services, Additional Services and reimbursable expenses shall not exceed One Million Six Hundred Fourteen Thousand Seven Hundred Sixty Three Dollars (\$1,614,763.00). The applicable rates and schedule of payment are set out at Exhibit "C-1", entitled "RATE SCHEDULE," which is attached to and made a part of this Agreement. Any work performed or expenses incurred for which payment would result in a total exceeding the maximum amount of compensation set forth herein shall be at no cost to the CITY.

Additional Services, if any, shall be authorized in accordance with and subject to the provisions of Exhibit "C". CONSULTANT shall not receive any compensation for Additional Services performed without the prior written authorization of CITY. Additional Services shall mean any work that is determined by CITY to be necessary for the proper completion of the Project, but which is not included within the Scope of Services described at Exhibit "A".

SECTION 5. INVOICES. In order to request payment, CONSULTANT shall submit monthly invoices to the CITY describing the services performed and the applicable charges (including an identification of personnel who performed the services, hours worked, hourly rates, and reimbursable expenses), based upon the CONSULTANT's billing rates (set forth in Exhibit "C-1"). If applicable, the invoice shall also describe the percentage of completion of each task. The information in CONSULTANT's payment requests shall be subject to verification by CITY. CONSULTANT shall send all invoices to the City's project manager at the address specified in Section 13 below. The City will generally process and pay invoices within thirty (30) days of receipt.

SECTION 6. QUALIFICATIONS/STANDARD OF CARE. All of the Services shall be performed by CONSULTANT or under CONSULTANT's supervision. CONSULTANT represents that it possesses the professional and technical personnel necessary to perform the Services required by this Agreement and that the personnel have sufficient skill and experience to perform the Services assigned to them. CONSULTANT represents that it, its employees and subconsultants, if permitted, have and shall maintain during the term of this Agreement all licenses, permits, qualifications, insurance and approvals of whatever nature that are legally required to perform the Services.

All of the services to be furnished by CONSULTANT under this agreement shall meet the professional standard and quality that prevail among professionals in the same discipline and of similar knowledge and skill engaged in related work throughout California under the same or similar circumstances.

SECTION 7. COMPLIANCE WITH LAWS. CONSULTANT shall keep itself informed of

and in compliance with all federal, state and local laws, ordinances, regulations, and orders that apply to the performance of the Services or those engaged to perform Services under this Agreement. CONSULTANT shall procure all permits and licenses, pay all charges and fees, and give all notices required by law to enable CONSULTANT to perform its Services.

SECTION 8. ERRORS/OMISSIONS. CONSULTANT is solely responsible for costs, including, but not limited to, increases in the cost of Services, arising from or caused by CONSULTANT's errors and omissions, including, but not limited to, the costs of corrections such errors and omissions, any change order markup costs, or costs arising from delay caused by the errors and omissions or unreasonable delay in correcting the errors and omissions.

SECTION 9. COST ESTIMATES. If this Agreement pertains to the design of a public works project, CONSULTANT shall submit estimates of probable construction costs at each phase of design submittal. If the total estimated construction cost at any submittal exceeds ten percent (10%) of CITY's stated construction budget, CONSULTANT shall make recommendations to CITY for aligning the PROJECT design with the budget, incorporate CITY approved recommendations, and revise the design to meet the Project budget, at no additional cost to CITY.

SECTION 10. INDEPENDENT CONTRACTOR. It is understood and agreed that in performing the Services under this Agreement CONSULTANT, and any person employed by or contracted with CONSULTANT to furnish labor and/or materials under this Agreement, shall act as and be an independent contractor and not an agent or employee of CITY.

SECTION 11. ASSIGNMENT. The parties agree that the skill and experience of CONSULTANT are material considerations for this Agreement. CONSULTANT shall not assign or transfer any interest in this Agreement nor the performance of any of CONSULTANT's obligations hereunder without the prior written consent of the city manager. Consent to one assignment will not be deemed to be consent to any subsequent assignment. Any assignment made without the approval of the city manager will be void.

SECTION 12. SUBCONTRACTING. Notwithstanding Section 11 above, CITY agrees that subconsultants may be used to complete the Services. The subconsultants authorized by CITY to perform work on this Project are:

Economic & Planning Systems, Inc.
1 Kaiser Plaza #1410
Oakland, CA 94612

PWP Landscape Architecture
739 Allston Way
Berkeley, California 94710

Michael Baker International
500 Grant Street, Suite 5400
Pittsburgh, PA 15219

Spokemore Consulting (DBE)
734 Mandana Blvd
Oakland, CA 94610

Circlepoint
1814 Franklin Street
Suite 1000
Oakland, CA 94612

CONSULTANT shall be responsible for directing the work of any subconsultants and for any compensation due to subconsultants. CITY assumes no responsibility whatsoever concerning compensation. CONSULTANT shall be fully responsible to CITY for all acts and omissions of a subconsultant. CONSULTANT shall change or add subconsultants only with the prior approval of the city manager or his designee.

SECTION 13. PROJECT MANAGEMENT. CONSULTANT will assign Chris Metzger as the Principal in Charge to have supervisory responsibility for the performance, progress, and execution of the Services and Richard Davies as the Project Manager to represent CONSULTANT during the day-to-day work on the Project. If circumstances cause the substitution of the project director, project coordinator, or any other key personnel for any reason, the appointment of a substitute project director and the assignment of any key new or replacement personnel will be subject to the prior written approval of the CITY's project manager. CONSULTANT, at CITY's request, shall promptly remove personnel who CITY finds do not perform the Services in an acceptable manner, are uncooperative, or present a threat to the adequate or timely completion of the Project or a threat to the safety of persons or property.

CITY's project manager is Joshua Mello, Chief Transportation Official, Planning & Community Environment Department, Transportation Division, 250 Hamilton Avenue, Palo Alto, CA 94303, Telephone: (650) 329-2136. The project manager will be CONSULTANT's point of contact with respect to performance, progress and execution of the Services. CITY may designate an alternate project manager from time to time.

SECTION 14. OWNERSHIP OF MATERIALS. Upon receipt of payment for, and delivery, all work product, including without limitation, all writings, drawings, plans, reports, specifications, calculations, documents, other materials and copyright interests developed under this Agreement shall be and remain the exclusive property of CITY without restriction or limitation upon their use for the purposes for which the said work product was produced. CONSULTANT agrees that all copyrights which arise from creation of the work pursuant to this Agreement shall be vested in CITY, and CONSULTANT waives and relinquishes all claims to copyright or other intellectual property rights in favor of the CITY. Neither CONSULTANT nor its contractors, if any, shall make any of such materials available to any individual or organization without the prior written approval of the City Manager or designee. CONSULTANT makes no representation of the suitability of the work product for use in or application to circumstances not contemplated by the scope of work .

SECTION 15. AUDITS. CONSULTANT will permit CITY to audit, at any reasonable time

during the term of this Agreement and for three (3) years thereafter, CONSULTANT's records pertaining to matters covered by this Agreement. CONSULTANT further agrees to maintain and retain such records for at least three (3) years after the expiration or earlier termination of this Agreement.

SECTION 16. INDEMNITY.

16.1. To the fullest extent permitted by law, CONSULTANT shall protect, indemnify, defend and hold harmless CITY, its Council members, officers, employees and agents (each an "Indemnified Party") from and against any and all demands, claims, or liability of any nature, including death or injury to any person, property damage or any other loss, including all costs and expenses of whatever nature including attorneys fees, experts fees, court costs and disbursements ("Claims") to the extent caused by the negligence, recklessness, or willful misconduct of CONSULTANT, its officers, employees, agents or contractors under this Agreement.

16.2. Notwithstanding the above, nothing in this Section 16 shall be construed to require CONSULTANT to indemnify, defend or hold harmless an Indemnified Party from Claims arising from the active negligence, sole negligence or willful misconduct of an Indemnified Party.

16.3. The acceptance of CONSULTANT's services and duties by CITY shall not operate as a waiver of the right of indemnification. The provisions of this Section 16 shall survive the expiration or early termination of this Agreement.

SECTION 17. WAIVERS. The waiver by either party of any breach or violation of any covenant, term, condition or provision of this Agreement, or of the provisions of any ordinance or law, will not be deemed to be a waiver of any other term, covenant, condition, provisions, ordinance or law, or of any subsequent breach or violation of the same or of any other term, covenant, condition, provision, ordinance or law.

SECTION 18. INSURANCE.

18.1. CONSULTANT, at its sole cost and expense, shall obtain and maintain, in full force and effect during the term of this Agreement, the insurance coverage described in Exhibit "D". CONSULTANT and its contractors, if any, shall obtain a policy endorsement naming CITY as an additional insured under any general liability or automobile policy or policies.

18.2. All insurance coverage required hereunder shall be provided through carriers with AM Best's Key Rating Guide ratings of A:-VII or higher which are licensed or authorized to transact insurance business in the State of California. Any and all contractors of CONSULTANT retained to perform Services under this Agreement will obtain and maintain, in full force and effect during the term of this Agreement, identical insurance coverage, naming CITY as an additional insured under such policies as required above.

18.3. Certificates evidencing such insurance shall be filed with CITY

concurrently with the execution of this Agreement. The certificates will be subject to the approval of CITY's Risk Manager and will contain an endorsement stating that the insurance is primary coverage and will not be canceled, or materially reduced in coverage or limits, by the insurer except after filing with the Purchasing Manager thirty (30) days' prior written notice of the cancellation or modification. If the insurer cancels or modifies the insurance and provides less than thirty (30) days' notice to CONSULTANT, CONSULTANT shall provide the Purchasing Manager written notice of the cancellation or modification within two (2) business days of the CONSULTANT's receipt of such notice. CONSULTANT shall be responsible for ensuring that current certificates evidencing the insurance are provided to CITY's Chief Procurement Officer during the entire term of this Agreement.

18.4. The procuring of such required policy or policies of insurance will not be construed to limit CONSULTANT's liability hereunder nor to fulfill the indemnification provisions of this Agreement. Notwithstanding the policy or policies of insurance, CONSULTANT will be obligated for the full and total amount of any damage, injury, or loss caused by or directly arising as a result of the Services performed under this Agreement, including such damage, injury, or loss arising after the Agreement is terminated or the term has expired.

SECTION 19. TERMINATION OR SUSPENSION OF AGREEMENT OR SERVICES.

19.1. The City Manager may suspend the performance of the Services, in whole or in part, or terminate this Agreement, with or without cause, by giving ten (10) days prior written notice thereof to CONSULTANT. Upon receipt of such notice, CONSULTANT will immediately discontinue its performance of the Services.

19.2. CONSULTANT may terminate this Agreement or suspend its performance of the Services by giving thirty (30) days prior written notice thereof to CITY, but only in the event of a substantial failure of performance by CITY.

19.3. Upon such suspension or termination, CONSULTANT shall deliver to the City Manager immediately any and all copies of studies, sketches, drawings, computations, and other data, whether or not completed, prepared by CONSULTANT or its contractors, if any, or given to CONSULTANT or its contractors, if any, in connection with this Agreement. Such materials will become the property of CITY.

19.4. Upon such suspension or termination by CITY, CONSULTANT will be paid for the Services rendered or materials delivered to CITY in accordance with the scope of services on or before the effective date (i.e., 10 days after giving notice) of suspension or termination; provided, however, if this Agreement is suspended or terminated on account of a default by CONSULTANT, CITY will be obligated to compensate CONSULTANT only for that portion of CONSULTANT's services which are of direct and immediate benefit to CITY as such determination may be made by the City Manager acting in the reasonable exercise of his/her discretion. The following Sections will survive any expiration or termination of this Agreement: 14, 15, 16, 19.4, 20, and 25.

19.5. No payment, partial payment, acceptance, or partial acceptance by CITY

will operate as a waiver on the part of CITY of any of its rights under this Agreement.

SECTION 20. NOTICES.

All notices hereunder will be given in writing and mailed, postage prepaid, by certified mail, addressed as follows:

To CITY: Office of the City Clerk
City of Palo Alto
Post Office Box 10250
Palo Alto, CA 94303

With a copy to the Purchasing Manager

To CONSULTANT: Attention of the project director
at the address of CONSULTANT recited above

SECTION 21. CONFLICT OF INTEREST.

21.1. In accepting this Agreement, CONSULTANT covenants that it presently has no interest, and will not acquire any interest, direct or indirect, financial or otherwise, which would conflict in any manner or degree with the performance of the Services.

21.2. CONSULTANT further covenants that, in the performance of this Agreement, it will not employ subconsultants, contractors or persons having such an interest. CONSULTANT certifies that no person who has or will have any financial interest under this Agreement is an officer or employee of CITY; this provision will be interpreted in accordance with the applicable provisions of the Palo Alto Municipal Code and the Government Code of the State of California.

21.3. If the Project Manager determines that CONSULTANT is a “Consultant” as that term is defined by the Regulations of the Fair Political Practices Commission, CONSULTANT shall be required and agrees to file the appropriate financial disclosure documents required by the Palo Alto Municipal Code and the Political Reform Act.

SECTION 22. NONDISCRIMINATION. As set forth in Palo Alto Municipal Code section 2.30.510, CONSULTANT certifies that in the performance of this Agreement, it shall not discriminate in the employment of any person because of the race, skin color, gender, age, religion, disability, national origin, ancestry, sexual orientation, housing status, marital status, familial status, weight or height of such person. CONSULTANT acknowledges that it has read and understands the provisions of Section 2.30.510 of the Palo Alto Municipal Code relating to Nondiscrimination Requirements and the penalties for violation thereof, and agrees to meet all requirements of Section 2.30.510 pertaining to nondiscrimination in employment.

SECTION 23. ENVIRONMENTALLY PREFERRED PURCHASING AND ZERO WASTE REQUIREMENTS. CONSULTANT shall comply with the CITY’s Environmentally Preferred Purchasing policies which are available at CITY’s Purchasing Department,

incorporated by reference and may be amended from time to time. CONSULTANT shall comply with waste reduction, reuse, recycling and disposal requirements of CITY's Zero Waste Program. Zero Waste best practices include first minimizing and reducing waste; second, reusing waste and third, recycling or composting waste. In particular, CONSULTANT shall comply with the following zero waste requirements:

- (a) All printed materials provided by CCONSULTANT to CITY generated from a personal computer and printer including but not limited to, proposals, quotes, invoices, reports, and public education materials, shall be double-sided and printed on a minimum of 30% or greater post-consumer content paper, unless otherwise approved by CITY's Project Manager. Any submitted materials printed by a professional printing company shall be a minimum of 30% or greater post-consumer material and printed with vegetable based inks.
- (b) Goods purchased by CONSULTANT on behalf of CITY shall be purchased in accordance with CITY's Environmental Purchasing Policy including but not limited to Extended Producer Responsibility requirements for products and packaging. A copy of this policy is on file at the Purchasing Division's office.
- (c) Reusable/returnable pallets shall be taken back by CONSULTANT, at no additional cost to CITY, for reuse or recycling. CONSULTANT shall provide documentation from the facility accepting the pallets to verify that pallets are not being disposed.

SECTION 24. COMPLIANCE WITH PALO ALTO MINIMUM WAGE ORDINANCE.

CONSULTANT shall comply with all requirements of the Palo Alto Municipal Code Chapter 4.62 (Citywide Minimum Wage), as it may be amended from time to time. In particular, for any employee otherwise entitled to the State minimum wage, who performs at least two (2) hours of work in a calendar week within the geographic boundaries of the City, CONSULTANT shall pay such employees no less than the minimum wage set forth in Palo Alto Municipal Code section 4.62.030 for each hour worked within the geographic boundaries of the City of Palo Alto. In addition, CONSULTANT shall post notices regarding the Palo Alto Minimum Wage Ordinance in accordance with Palo Alto Municipal Code section 4.62.060.

SECTION 25. NON-APPROPRIATION

25.1. This Agreement is subject to the fiscal provisions of the Charter of the City of Palo Alto and the Palo Alto Municipal Code. This Agreement will terminate without any penalty (a) at the end of any fiscal year in the event that funds are not appropriated for the following fiscal year, or (b) at any time within a fiscal year in the event that funds are only appropriated for a portion of the fiscal year and funds for this Agreement are no longer available. This section shall take precedence in the event of a conflict with any other covenant, term, condition, or provision of this Agreement.

SECTION 26. PREVAILING WAGES AND DIR REGISTRATION FOR PUBLIC WORKS CONTRACTS

26.1 **This Project is not subject to prevailing wages.** CONSULTANT is not required to pay prevailing wages in the performance and implementation of the Project in accordance with SB 7 if the contract is not a public works contract, if the contract does not

include a public works construction project of more than \$25,000, or the contract does not include a public works alteration, demolition, repair, or maintenance (collectively, 'improvement') project of more than \$15,000.

SECTION 27. MISCELLANEOUS PROVISIONS.

27.1. This Agreement will be governed by the laws of the State of California.

27.2. In the event that an action is brought, the parties agree that trial of such action will be vested exclusively in the state courts of California in the County of Santa Clara, State of California.

27.3. The prevailing party in any action brought to enforce the provisions of this Agreement may recover its reasonable costs and attorneys' fees expended in connection with that action. The prevailing party shall be entitled to recover an amount equal to the fair market value of legal services provided by attorneys employed by it as well as any attorneys' fees paid to third parties.

27.4. This document represents the entire and integrated agreement between the parties and supersedes all prior negotiations, representations, and contracts, either written or oral. This document may be amended only by a written instrument, which is signed by the parties.

27.5. The covenants, terms, conditions and provisions of this Agreement will apply to, and will bind, the heirs, successors, executors, administrators, assignees, and consultants of the parties.

27.6. If a court of competent jurisdiction finds or rules that any provision of this Agreement or any amendment thereto is void or unenforceable, the unaffected provisions of this Agreement and any amendments thereto will remain in full force and effect.

27.7. All exhibits referred to in this Agreement and any addenda, appendices, attachments, and schedules to this Agreement which, from time to time, may be referred to in any duly executed amendment hereto are by such reference incorporated in this Agreement and will be deemed to be a part of this Agreement.

27.8 In the event of a conflict between the terms of this Agreement and the exhibits hereto or CONSULTANT's proposal (if any), the Agreement shall control. In the case of any conflict between the exhibits hereto and CONSULTANT's proposal, the exhibits shall control.

27.9 If, pursuant to this contract with CONSULTANT, CITY shares with CONSULTANT personal information as defined in California Civil Code section 1798.81.5(d) about a California resident ("Personal Information"), CONSULTANT shall maintain reasonable and appropriate security procedures to protect that Personal Information, and shall inform City immediately upon learning that there has been a breach in the security of the system or in the security of the Personal Information. CONSULTANT shall not use Personal Information for direct marketing purposes without City's express written consent.

27.10 All unchecked boxes do not apply to this agreement.

27.11 The individuals executing this Agreement represent and warrant that they have the legal capacity and authority to do so on behalf of their respective legal entities.

27.12 This Agreement may be signed in multiple counterparts, which shall, when executed by all the parties, constitute a single binding agreement

CONTRACT No. C16163563 SIGNATURE PAGE

IN WITNESS WHEREOF, the parties hereto have by their duly authorized representatives executed this Agreement on the date first above written.


CITY OF PALO ALTO

MOTT MACDONALD, LLC

DocuSigned by:

D34E1A320CB94CD...
Chris Metzger
Vice President

APPROVED AS TO FORM:

DocuSigned by:

8557CAA7D098499...
Craig Velasquez
CV

Attachments:

- EXHIBIT "A": SCOPE OF SERVICES
- EXHIBIT "B": SCHEDULE OF PERFORMANCE
- EXHIBIT "C": COMPENSATION
- EXHIBIT "C-1": SCHEDULE OF RATES
- EXHIBIT "D": INSURANCE REQUIREMENTS

EXHIBIT “A” SCOPE OF SERVICES

Project Understanding

The City of Palo Alto (CITY) is preparing for increases in passenger rail service along the existing Caltrain rail corridor and potential impacts to existing at-grade crossings associated with service increases. Rail service changes are a result of the Peninsula Corridor Electrification Project and potentially the California High Speed Rail project. CITY is engaging CONSULTANT to provide resources to CITY staff and comprehensively manage, coordinate and direct the completion of the following scope of services under the City of Palo Alto Rail Program.

The City of Palo Alto is bisected by the Caltrain rail corridor and enjoys the benefits of rail service, as well as the impacts associated with train noise, traffic congestion around grade crossings, and community safety concerns. These impacts are expected to increase as train service in the corridor increases whether or not the State’s High Speed Rail project comes to fruition. As a result, CITY has been interested in assessing grade separation alternatives.

In 2010, the CITY Council initiated the *Palo Alto Rail Corridor Study* to evaluate land use, transportation and urban design elements of the rail corridor, particularly in response to potential improvements to fixed rail services along the Caltrain tracks. The study, the outcome of the two year process, analyzed those elements and their potential impacts from the range of possible rail improvements, including Caltrain upgrades, such as electrification and/or grade separations, and/or the potential options for the High Speed Rail project. The study was adopted in 2012 by CITY Council.

In early 2014, CITY previously retained CONSULTANT, to study conceptual grade separation alternatives for a portion of the Caltrain right-of-way encompassing three existing at-grade crossings (Charleston Rd, Meadow Drive, and Churchill Ave). This study provided preliminary information on the potential impacts and cost of construction (by order of magnitude) for various roadway depression and trenching alternatives.

The resulting information was shared with the CITY Council and the public in October 2014 and was intended to facilitate community dialogue on the issue and ultimately to help form a policy position on grade separations. The study was not definitive in determining an ultimate configuration, but provided a starting point for dialogue on the issue, and indicated that roadway depression alternatives would require significant property acquisitions, while trenching alternatives would not. Also, trenching alternatives could maintain turning movements along Alma Street, while not all of the roadway depression alternatives would do so.

The following scope of services will be provided by the CONSULTANT to CITY to assist in further developing concepts for grade separations at the noted roadway at-grade crossings, and to provide representation for and expertise to CITY during the Environmental Document Phase of the San Jose to San Francisco section of the High Speed Rail Project.

The next sections outline the task orders from 1-9. Each task order is to be released to CONSULTANT on an individual basis after a confirmation of scope and cost estimate. The final content of the project may

not include all tasks or may include modified tasks. The cost for each task is based on time expended and materials consumed by CONSULTANT, with a “not to exceed” expenditure cap.

Task 1 | Support Council Rail Committee

CONSULTANT will serve as an extension of staff to the CITY, providing primary staff support to the CITY Council Rail Committee. CONSULTANT’s staff will manage internal coordination and communication with involved CITY staff, including the CITY’s Chief Transportation Official. CONSULTANT’s Project Manager will report directly to the CITY Manager or his designee.

CONSULTANT will schedule regular team meetings for the purpose of maintaining project coordination. Monthly meetings will be held in person, with additional weekly or bi-weekly phone call meetings, as the project requires, ensuring the work is progressing as intended. The CONSULTANT Deputy Project Manager will also be available to support CONSULTANT’s Project Manager, Council Rail Committee and Chief Transportation Official.

CONSULTANT will staff the monthly meetings and special sessions of the Council Rail Committee. We will schedule and coordinate speakers, prepare meeting materials, take notes, prepare staff reports and presentations, and provide updates on relevant projects, plans, and funding sources.

Deliverables:

- Support and attend up to 24 CITY Council Rail Committee meetings
- Prepare the following:
 - Agendas
 - Meeting Notes
 - Staff Reports
 - Presentations
 - Project Updates (eg, HSR, Caltrain Electrification)
- Provide Communications/ Records/ Document Control electronically
- Support and attend regular meetings with CITY Staff

Task 2 | Convene and Support the Rail Technical Group

CONSULTANT will assist the CITY in assembling a standing Rail Technical Group (RTG), consisting of local rail experts to serve as technical advisors to the Council Rail Committee and CITY Council. The RTG will provide expertise on international best practices in commuter, regional, and high speed rail operations, concerning planning, finance, and engineering. CONSULTANT will staff RTG meetings by preparing meeting materials, taking notes, preparing presentations, and delivering RTG updates to the Council Rail Committee. It is anticipated that the RTG will meet quarterly, with additional meetings contingent on the High Speed Rail Environmental Review schedule and comment periods.

Deliverables:

- Support and attend up to 10 RTG meetings
- Prepare the following:
 - Agendas
 - Meeting Notes
 - Presentations
 - RTG Reports & Updates to Council Rail Committee
- Provide all Communications/ Records/ Document Control electronically

Task 3 | Represent CITY During CHSRA Environmental Analysis Phase

CONSULTANT will attend CHSRA EIR meetings and ensure that CITY's interests are represented during the High Speed Rail environmental analysis process. CONSULTANT will also be available to attend meetings and provide comments on the CHSRA DEIR. This includes attendance of up to three (3) CHSRA public and/or technical meetings. CONSULTANT attendance at related meetings will include up to six (6) general local agency meetings and up to 12 Local Policy Makers Group monthly meetings, for which both CHSRA and PCJPB facilitate and participate in.

We understand that the CITY has requested the CHSRA to include grade separations as an essential part of their project description to be evaluated pursuant to CEQA. CONSULTANT will help facilitate a proper dialogue with CHSRA representing CITY's interest, and develop comments on the DEIR for CITY's official response thereto. Additional concerns that are identified in the future will be also addressed/ resolved by CONSULTANT's team including:

- Operations Plan (total of 10 trains per direction per peak hour) and resultant potential for road traffic congestion
- Safety (fencing along corridor)
- Noise (Quiet Zones)
- Funding (\$500M available for grade separations along the Peninsula corridor)
- Potential siting of passing tracks and ROW impacts
- CSS process and adequate representation by the CITY on HSR Working Groups.

CONSULTANT will assist the CITY in the review of the EIR documents, providing summaries for consultation with CITY staff, Rail Technical Group and the Council Rail Committee. Technical subject matter experts (air quality/greenhouse gas, noise, aesthetics, etc.) will review the EIR for their relevant sections and provide thoughtful comments on the conclusions and mitigation measures recommended for incorporation. The comments will be reviewed with CITY prior to submittal to CHSRA. We will then compile any additional CITY's comments, concerns and supplemental information for presentation to the CHSRA.

Deliverables:

- Attend up to three (3) CHSRA meetings
- Attend up to six (6) general local agency meetings
- Attend up to 12 Local Policy Makers Group meetings
- Provide Summaries, Notes, Reports of CHSRA meetings to CITY
- Prepare presentations of CITY comments, concerns and supplemental information to the CHSRA
- Provide Communications/ Records/ Document Control electronically

Task 4 | Manage and Perform Rail Corridor Circulation Study

Data Review

CONSULTANT will review data from previous relevant studies, transportation movement, information databases, and available travel demand models. This will include the Comprehensive Plan, the Rail Corridor Study, CHSRA circulation studies, and CITY Traffic Monitoring Count data. The CONSULTANT will then draw up a fully comprehensive inventory of information and carry out a deficit (gap) analysis. This will highlight where new data may need to be collected. The team will then produce a specification for that data collection and approximate cost implications. Particular close liaison will be carried out with the CONSULTANT doing the General Plan Update, notably as far as land-use and transportation is concerned. The CONSULTANT will liaise with the CHSRA CONSULTANT team carrying out the circulation studies for the Environmental document.

Existing Documents

Other than the documents listed in the RFP, the CONSULTANT will carry out research to ensure other relevant and available information has been included. Particular focus will be placed on pertinent “as built” documentation and recent work by Caltrain and others on the road/ rail crossings in the CITY.

Existing Traffic Counts

CONSULTANT will collect and examine transportation movement survey data outputs. These need to be cross-sectional, i.e. providing geographical coverage of the area of influence of the options we are testing. There will also be a review of historic growth and identification of change over recent time periods. This is always a worthwhile task, as the historic profile in demand should always be used to validate the reasonableness of a forecast future profile of change in travel demand. The review of existing data will also include that available for both bicycle and pedestrian movements and volumes. This will include counts from hand tallies, VIMOE sensors, bike boulevard counts, public realm counts and observations.

Travel Demand Models

CONSULTANT will review the outputs of both the regional and local travel demand models and determine what the long range projections for travel by mode are forecast to be. (This will include ridership and boarding/alighting numbers.) Also, the macro statistics from the Travel Models will be reviewed to determine trends in travel behavior. This can be accomplished by comparing total vehicle miles traveled

(VMT) and total vehicle hours for travelers (VHT) by individual modes. This will show whether mode choice is forecast to change in the future.

The cross-elasticities in a Travel Demand Models' modal choice functions are calibrated to travel behavior at the base year. The forecast future modal choice proportions are normally directly related to the level-of-service provided by each mode. For example, if traffic congestion on the highways goes up and travel time by transit improves with better services, then the model will show a change in proportion in transit/auto users. These highly relevant information sources will be extracted from the travel demand model.

CONSULTANT will review whatever observed data is available (traffic and/ or ridership volumes) and carry out a validation of the travel demand model to ensure that it can be used with confidence or at what level of confidence it can be used if there is some imprecision . These investigations will cover the items requested in the RFP on Mode Split of Caltrain's passengers entering and exiting the stations and many other relevant statistics.

The following test runs will be carried out with the Demand models (AM, PM and Off-peak hour):

1. Base year validation
2. Future (opening and design) year for Options to include:
 - a. No build with current rail frequencies
 - b. No build with proposed new Caltrain and HSR frequencies
 - c. Up to six (6) alternative grade separation layouts

For test b), optimization of the signal controls will also be carried out, with the objective of minimizing road traffic delay. The future year model runs will involve recoding the street network to future year conditions , including programmed infrastructure changes (subject to discussion with CITY), transit services changes, development of complete streets and bicycle facilities.

Development Proposals

CONSULTANT will collate and review any relevant development proposals within the study area of influence or even outside the area, if the development is likely to create an impact inside the area. The Traffic Impact Analysis reports will be used as the starting point for these analyses. It is worth noting that all too frequently the accumulated effects of Traffic Generation from Developments (i.e. the total generation of several developments aggregated together) are not necessarily documented. CONSULTANT will ensure that each and every development was included and the combined effect considered.

Utilities and Right-of-Way

Impacts to Utilities and Right-of-Way will be assessed for each viable alternative. Maps of existing conditions (property lines, easements, utility locations) will be developed based on best available record data, including field reconnaissance to verify utilities identifiable in the field are represented on the base maps. Earlier research will be utilized as the initial data set. Research will be performed to understand and reflect any work that has been performed since the earlier studies were performed.

Impacted utilities will be identified, and initial plans for mitigating those impacts developed to allow proper evaluation of costs and potential right-of-way impacts (including additional easements that may be needed or other property rights modifications).

Field Observations on Travel Behavioral Patterns

CONSULTANT will review the currently available data on observed travel behavioral patterns at the key locations. These will include the stations and the intersections where road traffic and rail services conflict for the same space.

Note: The team has developed its own Processes (LIMA- LRT Integrated Modeling Approach) for modeling the optimal integration of signal settings for both road and rail traffic.

Collision Data

CONSULTANT will assess the record of collision occurrences at the rail crossings and surrounding areas, both for road traffic and rail passengers. These observed occurrences will be compared to comparative average values for similar locations.

Grade Crossing Hazards and Gate Downtime

This will be assessed from existing records and if necessary fresh data acquired.

Evaluation of the Alternatives

CONSULTANT will use the model outputs as the input to the evaluation process – it will form a consistent and credible interpretation of the “performance” of the various options. The performance metrics will include the following:

At the Macro Level:

1. Total Vehicle Miles Travelled
2. Total Vehicle Hours consumed
3. Average trip length, trip duration time and highway network speed

These statistics will be broken down by mode of travel; this will show changes in modal choice for the options, thus allowing the sustainable planning value to be comparatively judged for each of the alternatives, measured against a base.

4. Total travel user benefits and road accident savings benefits (NPB) over a 20 year time period (for example) from opening that will be compared to a 20 year whole life-cycle cost (PVC), the difference between the two being the Net Present Value (NPV) and also the Benefit-to-Cost ratio NPB/PVC , so as to rationalize the metric for projects of different cost.

At the Detailed Level:

5. Motor vehicle Level of Service (LOS) by intersection
6. LOS by movement at intersections
7. Changes in specific Origin Destination journey times (East – West movements particularly)
8. Delays to transit services

9. Delays to pedestrians and bicycles (particularly those crossing the Rail tracked interchanges) journeys
10. Queue lengths (average and 95th percentile)
11. Delays at individual interchanges by movement

All of these performance measures will be available for AM, PM and Off-peak average hours.

Task 4 Report

The Rail Corridor Circulation Study Report will include a description of all movements for all modes in the study area- Motor Vehicles, Transit (Bus), bikes and pedestrians for current and future (forecast) years. Each separate scenario will be described in terms of impact with movement volumes level-of-service; delays; travel patterns; congestion and recorded accidents. The report will be structured to describe the following scenarios:

1. Existing Conditions: This will be an analysis of the current or very recent movement condition. The data will be drawn from observation and current year model runs. Existing congestion and accident black spots will be identified.
2. Future Year No Build Condition: The Demand Models will be used to review a future forecast year with the current at grade crossings but with future forecast travel demand. This will include the anticipated increased Caltrain and HSR train frequency of 10 per peak hour in each direction. A full appraisal of operational and impact conditions will be included.
3. Alternatives Test conditions: For each grade separation alternative configuration a full evaluation using all of the criteria will be carried, employing the Demand Models as the informational bases. The advantages and disadvantages will be set out as well as a formulation of all the costs and benefits. A cost benefit analysis against the 'No Build' will be completed.
4. Comparative Analysis and Preferred Alternative: From the evaluation of the alternatives, a preferred alternative will be selected. The case for the preference and support for its implementation will be constructed, itemizing how the alternative succeeds in the objectives of the most successful grade separation and its relationship to the CITY of Palo Alto Comprehensive Plan objectives and its intended implementation.

Community Engagement

CONSULTANT will start the comprehensive community engagement, as presented in Task 5, under Task 4. Additionally, environmental scoping meeting(s) as presented under Task 7 may also begin during Task

Deliverables:

- Technical Memos:
 - Existing Conditions
 - Model Calibration and Validation
 - Alternatives Test
- Milestone #1: Rail Corridor Circulation Study

- Summary of Community Engagement Efforts to date, as covered in Task 4 and further outlined in Task 5

Task 5 | Manage Context Sensitive Alternatives Analysis

CONSULTANT will manage the preparation of a Context Sensitive Alternatives Analysis, a comprehensive community-driven engagement process to identify preferred alternatives for recommended grade separations based on the outcomes from the Rail Corridor Circulation Study.

Community Engagement Tasks and Deliverables

1. Community Engagement Plan
 - a. CONSULTANT will develop a comprehensive Community Engagement Plan that will identify key stakeholders, key project materials, desired meeting milestones and outcomes.
 - b. This plan will be action-based, aligning the community engagement activities with the technical effort and deliverables so informed community input is gathered in time to consider and incorporate to the greatest extent possible.
 - c. A Draft Plan will be submitted to the CITY and one round of consolidated comments will be reviewed and incorporated into the Final Plan.
 - d. As a part of this initial effort, we assume one kick-off meeting to confirm roles, deliverables, schedule and other aspects of this scope of work.
 - e. We assume up to 12 project meetings for the planning and coordination of outreach activities.
2. Contact and Inquiry Database – Repository of community comments and stakeholders (via GovDelivery or similar email list manager)
 - a. CONSULTANT will leverage the existing contact list from previous and current efforts to develop one master list. Over the course of the project, CONSULTANT will maintain a database for community comments and key stakeholders. CONSULTANT will add new stakeholders to the database on a regular basis.
 - i. We assume this does not include standard parcel level resident data, but a more strategic set of stakeholders. When parcel level resident and owner data is needed, the CITY will provide the data necessary to mail to a radius mailing.
 - ii. We assume any returns from a parcel-based radius mailing will be handled by the CITY, as that data is directly from the CITY's resources. CONSULTANT will update returns from the key stakeholder list.
3. Collateral Development - Updates to project webpage, fact sheets, and other outreach materials
 - a. CONSULTANT will also review the existing content and provide recommendations.
 - i. One set of recommended updates to current content will be provided prior to the launch of community-wide outreach activities.
 - b. CONSULTANT will provide regular and ongoing updates to the project webpage as necessary. These updates include ongoing project status updates, adding new project information and public meeting information.

- i. Project updates to the website are assumed to be monthly, with CONSULTANT providing text and materials, and the CITY implementing any changes .
 - c. CONSULTANT will develop one (1) 11 x 17 fact sheet to describe the project and provide accompanying visuals. This fact sheet will be updated once upon completion of the Rail Corridor Circulation Study. It may also be used as a mailer to notice public meetings and provide project updates.
 - i. We assume one review loop on design, one on content and one on the final draft, with consolidated comments provided at each phase of review.
- 4. Online survey
 - a. CONSULTANT will draft up to two online surveys (using SurveyMonkey) and distribute the survey via email, posted to the website and noticed using social media to maximize the number of respondents. If appropriate, the survey may also be included in one of the project mailings. CONSULTANT has developed similar surveys for a variety of projects of similar size and scope.
 - b. We anticipate the first survey will be during the early phase of the project to gather early input, identify key issues for further exploration. We assume the second survey will be utilized as we get closer to having more detailed information about the impacts and features of the different alternatives. The survey will focus on gathering specific input on the alternatives.
 - i. We assume all survey responses will be done electronically and no hard copy entries will be necessary.
 - ii. We assume one consolidated round of edits on the survey questions.
 - iii. Survey results will be provided via the compilation and report functions provided by SurveyMonkey.

Different survey tool options from which the survey will be crafted include:

- 1) Text-based surveys. CONSULTANT has used Textizen which was recently bought by GovDelivery. This is a simple text-based tool that allows for relatively short, focused text-based surveys or polls. You distribute or post an initial question, then the end user will text in a response (Want to learn about the Rail Project? Text “yes” or “no” to 888-555-1212). Then when the response is sent in, you can program an additional series of survey questions. It is relatively limited by the number of characters in the question and response, as well as the number of questions you ask (to keep people interested). You can send the respondents additional information later, such as a meeting notice, or update. This is a relatively cost-effective, focused, short poll, not lending itself to a nuanced discussion.
- 2) Survey platforms – such as MetroQuest, CrowdBright, Neighborland or Civinomics. These are typically a web-based platform that are purchased where one can host a variety of survey-type engagements, including mapping issues, idea generation, and issue prioritization. These cost more and take time to learn the nuances, but can provide a more detailed engagement process thru online engagement over the course of a project. CONSULTANT cost estimate does not currently reflect the higher costs associated with this type of survey; however, we could adjust if the CITY prefers this option.

- 3) SurveyMonkey – this tool has been significantly updated over the past few years and provides a great deal of flexibility, including the use of images, skip logic, and easy reporting to synthesize and summarize input received. The CONSULTANT has been using this tool for a while and finds the cost/functionality proposition to be one of the best options available. The CONSULTANT cost estimate accommodates the use of Survey Monkey.
5. Up to six (6) project mailings
 - a. Up to six project mailings will be created and distributed to collect information from stakeholders. The project mailings will also be used as a tool to inform the public on project timelines, upcoming meetings, and general project information. The fact sheet can be formatted to serve as a mailer, but this will be determined at a later date.
 - i. We assume each mailing will focus on the communities surrounding the project area and key stakeholders and will not exceed 2,000 pieces.
 - ii. We assume on consolidated round of comments on the content, layout and final draft.
 6. Coordination and facilitation of up to six (6) community meetings
 - a. CONSULTANT will coordinate meeting logistics for up to six (6) community meetings. We will reserve the meeting venue based on CITY preference, secure audio and visual equipment if needed, and develop presentation materials in collaboration with the project team, including agendas, PowerPoint presentations, exhibits and handouts. CONSULTANT will also facilitate and staff the community meetings. A summary report will be provided and ultimately folded in to the larger overall summary report.
 - i. A meeting logistics plan will be developed to guide planning activities.
 - ii. We assume one round of consolidated comments on content for meeting materials and one for final layout. Before each outreach meeting the plans, meetings contents and layout will be forwarded to the CITY for comment at least 10 working days before the event is due to be held. We assume that we would receive finalized comments/ suggested amendments at least five (5) days working days before the event.
 - iii. We assume one dry run session with key team members in advance of each public meeting.
 - iv. We assume some portion of the up to six meetings will serve as a “round” of meetings where the same information is provided at different times and locations. For the purpose of this scope, we are planning to conduct public meetings that generally follow the process noted below. During early coordination with the CITY and project team, this will be refined and described in the Community Engagement Plan:
 1. First round of meetings – Explore purpose and need, community vision and values, key design factors, impact areas and evaluation criteria.
 2. Second round of meetings – Explore how the findings from the first round of meetings present an opportunity to prioritize design features and impact areas, along with aligning community vision and values with potential alternatives. This round will begin to explore specific alternatives in greater detail.
 3. Third round of meetings – Evaluate refined alternatives through the lens of community vision, values and previously prioritized evaluation criteria.

7. Community Engagement Summary Report

- a. Following the conclusion of the community outreach meetings, CONSULTANT will draft and finalize a summary report which details public input. The summary report will be highly visual and help to simplify large quantities of data.
 - i. We assume one round of consolidated comments on the draft report, with a final set of consolidated comments on the final draft.
 - ii. The report will be formatted for printing and for posting to the web.

Assumptions

Assumptions specific to each task deliverable are included above. All material and contents will be reviewed by the CITY's Director of Communications. The information to be presented at least 10 working days before release, with full responses returned to the CONSULTANT within at least five (5) working days before the release. More general assumptions are noted below.

- Project website updates and hosting will be handled by the CITY. Text and Material will be provided by the CONSULTANT.
- No translation of materials or interpretation services are included in this scope. If needed, the costs can be determined and considered or the CITY can provide translation and interpretation services.
- All distribution of information via digital channels such as email and social media will be handled by the CITY.
- Community meetings will be no longer than (3) hours
- CONSULTANT will attend each meeting with up to two (2) staff members
- For noticing, we assume no more than 2,000 entries for mailing notices. This also includes mailing project updates, which we plan to integrate into one mailing as much as possible.
- For noticing, we assume one paid advertisement in a local newspaper.
- For noticing and other event publicity, we assume the CITY will handle media engagement and press releases.
- For materials, we assume a PowerPoint presentation of no more than 40 slides for each meeting, including all visuals, boards, sign-in sheets, pens, and comment cards , etc., .
- For meeting exhibits (eg, boards showing renderings), we assume no more than 12 exhibits at each meeting, for a total of up to 48 exhibits (with at least two rounds of two meetings covering the same content). Meetings exhibits assumed to be 30" x 42", mounted and displayed on easels.

Alternatives Analysis

The alternatives analysis will involve an iterative process to understand the extent of the study area(s) and constraints of railroad track elevation, local circulation needs, and roadway and railroad alignments. The designs for each alternative will incorporate:

- Traffic circulation and multi-modal and station access evaluations
- Geotechnical investigations

- Structural type selections
- Hydraulic analysis
- Utility conflict evaluations
- Railroad regulations and design requirements
- Constraints analysis
- Preliminary cost analysis
- Economic and community impact analysis
- Construction phasing impacts
- Multi-modal transportation impact analysis.

The CONSULTANT will develop presentation materials and reports to clearly convey the conceptual designs at a relatively high level for community engagement activities. The CONSULTANT will prepare drawings of park/ public space concepts for the grade separation alternatives to be used in the community meetings. We will structure the presentations to illustrate the concepts and impacts to the community and illustrate the impacts to travel circulation patterns. Each alternative will consider future Caltrain Electrification and High Speed Rail projects.

A discussion of the potential construction methods and techniques will be considered, including advantages and disadvantages. CONSULTANT's work will entail high level construction cost estimates and identify key evaluation factors and metrics, such as:

- End result benefits
- Safety impacts
- Downtown and local/adjacent business impacts
- Constructability and construction impacts
- Right-of-way constraints and impacts and costs
- Overall project cost estimates and accommodations of Caltrain electrification and high speed rail design and operational requirements.

The team will provide a summary matrix of the evaluation, comparing the conceptual designs.

Financial/ Economic Analysis of Alternatives

CONSULTANT will assess the potential economic and market impacts of the various rail alternatives and investments. In some cases, this analysis will include quantitative estimates of benefits, such as travel time savings, property value impacts, and safety, while others will be more qualitative. For example, some of the economic benefits of various improvements related to improved aesthetics, noise reduction, or even accessibility improvements to key areas of the CITY (e.g. Downtown and Stations) may be difficult to quantify with accuracy but will still warrant consideration. In these cases, the team will describe the economic context and key factors affecting the magnitude of impact from various alternatives, such as quantity and value of affecting properties, relationship to key economic drivers in the CITY, and long-term implications for competitiveness and value enhancement.

Deliverables:

- Community Engagement Plan
 - Draft and Final Community Engagement Summary Report
 - Updates to project webpage, fact sheets, and other outreach materials
 - Database of community comments and stakeholders (via GovDelivery or similar e-mail list manager)
 - Online survey and up to six (6) project mailings
 - Coordination and facilitation of up to six (6) community meetings
- Conceptual Design Presentation Material , with up to 3 per intersection in each case :-
 - Site Plans (2 plans per alternative crossing location)
 - Cross Sections (up to 3 per intersection alternative)
 - Graphic Renderings (up to 3 per alternative per alternative intersection)
 - Three-dimensional graphic renderings/ simulations for alternatives. (up to 3 per alternative intersection location)
 - Note - the graphics would show how the infrastructure proposals would be seen by the community.
- Summary Matrix of Conceptual Design Evaluations
- Milestone #2: Context Sensitive Alternatives Analysis (Completion by December 31, 2017)

Task 6 | Prepare Draft and Final PSRs and 15% Plans

CONSULTANT will prepare draft Project Study Reports (PSRs) incorporating the previous tasks and presenting a conceptual design for each of the preferred alternatives for up to four (4) grade crossings. The draft and final PSRs will include a discussion of the data collected in Task 4, the community engagement processes and input from Task 5, the evaluations and analyses of alternatives performed in Task 5 and the evaluation factors and matrix from Task 4. The draft PSRs will also identify future studies, permits, and other special requirements that will be required to advance the project(s), including requirements related to local standards and FRA regulations tied to funding and jurisdictional influence on the project. Based upon feedback from the community and CITY and subject to satisfying FRA and Caltrain requirements, CONSULTANT will update the draft PSRs into Final PSRs.

Design development work to support the preparation of the PSR(s) will consist of the following:

- Plan development including plans, profiles and cross sections identifying major elements of work; limits of permanent impacts; required utility relocations/modifications; preliminary staging plans reflecting limits of temporary impacts; drainage plans including accommodation of BMP's for water quality control; Advance Planning Studies for major structures (bridges and critical retaining structures). Work will be developed to the 15% level of design, allowing a PSR level Cost Estimate to be developed

- Right-of-Way (ROW) Data Sheet preparation to show the impacts on ROW and reflect estimated ROW costs associated with each preferred alternative
- Cost Estimates using Caltrans PSR estimating approach.

PSRs will follow the Caltrans outline found in the Project Development Procedures Manual (PDPM), modified as appropriate for this scope of work. The final product will include the following sections, as outlined in Appendix L of the PDPM:

- Introduction/Project Description
- Background
- Purpose and Need
- Deficiencies
- Corridor and System Coordination (discuss Rail corridor in relation to roadway system)
- Alternatives (Viable and Rejected)
- Community Involvement
- Environmental Determination (discuss issues and type of approvals required)
- Funding and Estimate (Programming if appropriate)
- Delivery Schedule
- Risks
- Project Personnel
- Attachments (Location Map, Alternatives plans, and similar as needed to reflect 15% design development including utilities, drainage and staging information)

Deliverables:

- Technical memo's on Utilities, Drainage and Staging of preferred alternatives
- Admin Draft and Draft Project Study Reports (PSRs) (Up to 4 grade crossing locations)
- Milestone #3: Final Project Study Reports (PSR) and 15% Plan Sets

Task 7 | Complete Environmental Analyses for Preferred Alternatives

Environmental Document Project Initiation/ Notice of Preparation

The CONSULTANT will meet with CITY representatives at an initial kickoff meeting to share project materials, discuss issues, review the project background, and outline expectations for communication, scope, and schedule. Full liaison will be held with all other agencies involved. CONSULTANT will use CEQA Guidelines Appendix G to document CONSULTANT's assumptions for the final scope of work and prepare CONSULTANT's review. In addition, because there could be significant unavoidable impacts, CONSULTANT believe that an EIR will be the appropriate document for CEQA compliance, but CONSULTANT will confirm this assumption through the

environmental analysis process. CONSULTANT will draft the Notice of Preparation (NOP) for CITY review. Any final edits will be made to the NOP and the final version will be prepared for CITY distribution. The team will submit the NOP and the Initial Study to the State Clearinghouse on the CITY's behalf. This meeting though informed by , is independent of the broader outreach effort in that it is focused solely on the requirements of the CEQA process .

Public Scoping Meeting

The CONSULTANT will facilitate a public scoping meeting at CITY Hall during the NOP review period. CONSULTANT will prepare materials regarding the CEQA review process and the anticipated scope of the EIR. CONSULTANT will work with CITY staff to develop the final agenda for the meeting; however, CONSULTANT shall anticipate a project overview, a discussion of CITY objectives, and ample opportunity for public input. Based on that input, the EIR scope of work may or may not warrant minor modification to respond to environmental concerns which may have been raised.

Prepare Administrative Draft EIR (ADEIR)

CONSULTANT will prepare the EIR by using the information provided by the CITY, as well as other pertinent data sources. The Introduction will briefly describe the extent of CEQA analysis, environmental resource areas that were scoped out in the environmental analysis process, the purpose of the EIR, its intended uses, and a request that any comments be restricted to the subjects addressed in the current analysis. The Executive Summary will succinctly summarize the environmental analysis, including a brief plan overview, a list of plan objectives, a summary of significant environmental effects, and mitigation measures that would reduce or avoid those effects. Project impacts will be organized in a table format that clearly identifies any mitigation measures, the level of significance after mitigation, and any significant and unavoidable impacts. The Project Description will identify the plan's location, plan objectives, a list of agencies that are expected to use the EIR, permits and other approvals needed, and other federal and state regulatory requirements, if any. This section will include graphics to illustrate the site and the proposed plan area.

The following resource areas are expected to be included in the EIR:

- Aesthetics
- Air Quality
- Biological Resources
- Cultural Resources
- Greenhouse Gas Emissions
- Hazards and Hazardous Materials Noise
- Transportation/Traffic

Publish Draft EIR (DEIR)

Upon receiving comments on the ADEIR, CONSULTANT will meet with CITY staff to go over comments and resolve any outstanding issues. A screencheck DEIR in highlighted text for changes will be provided to confirm

edits with the CITY, along with a clean version (no track changes) for final review. CONSULTANT will produce 15 hard copies for the CITY's use and an electronic version (in Adobe pdf) for uploading to the CITY's website. At the CITY's request, the team can also deliver 15 of the executive summary to the State Clearinghouse with the Notice of Completion to begin the 45-day public review period. CONSULTANT typically provide all technical appendices, as well as a PDF of the document, on a CD included with each printed copy. All documents are suitable for posting on the CITY's website. Michael Baker will assist in the preparation of the Notice of Availability that will explain the review process of the DEIR pursuant to CEQA.

Prepare Response to Comments/Final EIR (FEIR) and Mitigation Monitoring and Reporting Program (MMRP)

At the conclusion of the 45-day public review period, the team will scan each comment letter, number each comment, and group common questions or comments and recommend master responses for those groups of comments. CONSULTANT will prepare a summary table identifying persons and agencies that commented, a copy of each comment letter with a code assigned to each comment, a response to each comment, and an errata section containing any text revisions. CONSULTANT will coordinate with CITY staff and technical staff to address public and agency comments.

The team will provide an administrative draft Response to Comments/FEIR for CITY review. CONSULTANT will then provide a screen check draft of the FEIR electronically to the CITY for final review. As a related task, the FEIR will include the MMRP, pursuant to Public Resources Code Section 21971.6, as a separate chapter. The MMRP will be completed as mitigation measures are finalized and will identify all reporting and monitoring responsibilities.

This scope assumes 50 comment letters of typical detail (two to three pages in length) and an equal number of e-mail comments. Comments in excess of these assumptions will be considered outside of this scope of work and cost estimate. CONSULTANT will work closely with the CITY in drafting responses and revising the DEIR. This scope assumes that no new technical analysis or fieldwork will be required to respond to comments.

Findings of Fact/Statement of Overriding Considerations

CONSULTANT will prepare the CEQA Findings of Fact and Statement of Overriding Considerations as provided under CEQA Guidelines Sections 15091 and 15093. CONSULTANT will use the CITY's format for the CEQA Findings of Fact.

Deliverables:

- Draft Notice of Preparation (electronic copy only in Microsoft Word)
- Administrative Draft EIR (electronic copy only in Microsoft Word)
- Public Draft EIR (25 hard copies; electronic copy in Adobe Acrobat for uploading to the CITY's website)
- Administrative Draft Response to Comments/Final EIR and MMRP (electronic copy only in Microsoft Word)

- Public Draft Final EIR and MMRP (25 hard copies; electronic copy in Adobe Acrobat)
- Draft Findings of Fact/Statement of Overriding Considerations (electronic copy only in Microsoft Word)
- Milestone #4: Environmental Analyses and Documentation

Task 8 | Financing Plans

CONSULTANT will support the CITY by providing financial advisory services related to financial approaches and models for funding of the grade separations.

Working closely with technical experts and CITY staff, CONSULTANT will develop detailed estimates regarding potential revenues/proceeds, use of funds, debt capacity, transaction costs, and impacts on current CITY finances for various financial approaches. The team will review the financing approaches against the unique legal, regulatory, and political procedures of each option to identify the viable options. The funding analyses will relate to the Santa Clara VTA's grade separation allocation of \$700m from the forthcoming ballot measure in November 2016 and the guidelines to be provided by VTA. CONSULTANT will work with CITY staff to develop input from the CITY to the VTA that may help inform the development of the VTA's guidelines. Each alternative will be assessed separately and the funding available to suit that alternative configuration will be identified. Then an overall strategy will be developed that outlines the process and timeline of each viable option and estimate internal resources required to advance through key milestones in order to meet the capital needs of the grade separation projects. The financing plan will also identify key risks such as interest rate risk, execution risk, and political risk; and describe mitigation measures that can be employed by CITY.

CONSULTANT will identify the range of financing options available and the implementation, applicability, and probability of success for each. This analysis will consider site specific funding options (e.g. air rights or value capture), CITY-wide sources (e.g. General Fund revenues, nexus based assessments or impact fees, dedicated sales and/or property taxes), and State and federal programs (e.g. TIFIA, RRIF, Section 190 of the State Streets and Highways Code and Section 130 (23 U.S.C 130, TIGER grants, etc.). For a sub-set of mechanisms deemed as particularly appropriate or viable, the team will estimate the likely revenue potential and timing, based on realistic projections related to growth in key variables (e.g. population, new development, assessed values, sales tax, and other factors).

It will be important to link the financing strategy to broader CITY-wide financing programs and objectives, particularly in the context of the Comprehensive Plan Update. In this regard, it is important to note that CONSULTANT has recently been retained by the CITY to provide a thorough Community Infrastructure Funding Analysis as part of the Comprehensive Plan implementation. In this parallel effort, CONSULTANT will review the proposed capital investments envisioned by the Comprehensive Plan Amendment Scenario Alternatives and assess funding options, including the CITY's existing financial resources, other potential sources of funds, and financing mechanisms that may cover all or a portion of the proposed community improvements and infrastructure (including

growth mitigation projects). The budget estimate provided herein reflects the economies of scale associated with CONSULTANT's involvement in both efforts.

Deliverables:

- Financial Models
- Financing Plan
- Recommendations for elements to be incorporated into the VTA Grade Separation Program Guidelines

Task 9 | Additional Tasks

Most of the additional tasks noted in the RFP have been incorporated into previous tasks, with the exception of the additional meetings noted below.

In addition to meetings noted in Task 1, 2 and 3, CONSULTANT will participate in/ present up to six (6) Planning & Transportation Commission meetings and up to six (6) CITY Council meetings. Additional presentations as requested by CITY will be incorporated as optional tasks. Furthermore, CONSULTANT's key team members (PM and/ or DPM) will plan to attend monthly project coordination meetings with CITY staff through the duration of the work, and attend up to 10 project coordination meetings with other agencies, including but not limited to:

- Caltrain/JPB
- CHSRA
- Santa Clara County
- Santa Clara Valley Transportation Authority
- SamTrans
- San Mateo County
- City of Menlo Park
- City of Mountain View
- UPRR
- CPUC
- Utility Providers

Deliverables:

- Attend up to 22 additional City and agency meetings (Planning & Transportation Commission, CITY Council, stakeholder agencies)
- Materials for meetings
- Summary notes of all meetings
- Identification and documentation of any tasks or parts of tasks that can be reimbursed by the CHSRA under their support program

**EXHIBIT “B”
SCHEDULE OF PERFORMANCE**

CONSULTANT shall perform the Services so as to complete each milestone within the number of days/weeks specified below. The time to complete each milestone may be increased or decreased by mutual written agreement of the project managers for CONSULTANT and CITY so long as all work is completed within the term of the Agreement.

Milestones	Completion No. of Days/Weeks From NTP
Task 1: Support Council Rail Committee	21 months
Task 2: Convene Rail Technical Group	24 months
Task 3: Represent CITY during CHSR Environmental Analysis Phase	15 months
Task 4: Manage Rail Corridor Circulation Study	6 months
Task 5: Manage Context Sensitive Solutions Alternatives Analysis	12 months
Task 6: Prepare Draft and Final Project Study Reports and 15% Plan Sets	12 months
Task 7: Complete Environmental Analysis for Preferred Alternatives	18 months
Task 8: Financing Plans	24 months
Task 9: Additional Task/Meetings	24 months

**EXHIBIT “C”
COMPENSATION**

The CITY agrees to compensate the CONSULTANT for professional services performed in accordance with the terms and conditions of this Agreement, and as set forth in the budget schedule below. Compensation shall be calculated based on the hourly rate schedule attached as exhibit C-1 up to the not to exceed budget amount for each task set forth below.

CONSULTANT shall perform the tasks and categories of work as outlined and budgeted below. The CITY’s Project Manager may approve in writing the transfer of budget amounts between any of the tasks or categories listed below provided the total compensation for Basic Services, including reimbursable expenses, and the total compensation for Additional Services do not exceed the amounts set forth in Section 4 of this Agreement.

BUDGET SCHEDULE	NOT TO EXCEED AMOUNT
Task 1 (Support Council Rail Committee)	\$160,685.00
Task 2 (Convene Rail Technical Group)	\$47,961.00
Task 3 (Represent CITY during CHSR Environmental Analysis Phase)	\$136,290.00
Task 4 (Manage Rail Corridor Circulation Study)	\$209,611.00
Task 5 (Manage Context Sensitive Solutions Alternatives Analysis)	\$379,320.00
Task 6 (Prepare Draft and Final Project Study Reports and 15% Plan Sets)	\$239,396.00
Task 7 (Complete Environmental Analysis for Preferred Alternatives)	\$219,407.00
Task 8 (Financing Plans)	\$28,899.00
Cost of Living Adjustment (COLA) 2017 (Not to Exceed 3%)	\$23,511.00

Cost of Living Adjustment (COLA) 2018 (Not to Exceed 3%)	\$23,864.00
Sub-total Basic Services	\$1,467,944.00
Reimbursable Expenses/ODC	\$37,451.00
Total Basic Services and Reimbursable expenses	\$1,505,395.00
Additional Services (Not to Exceed)	\$109,368.00
Maximum Total Compensation	\$1,614,763.00

REIMBURSABLE EXPENSES

The administrative, overhead, secretarial time or secretarial overtime, word processing, photocopying, in-house printing, insurance and other ordinary business expenses are included within the scope of payment for services and are not reimbursable expenses. CITY shall reimburse CONSULTANT for the following reimbursable expenses at cost. Expenses for which CONSULTANT shall be reimbursed are as specified in EXHIBIT "C1" Schedule of Rates under Other Direct Cost (ODC).

All requests for payment of expenses shall be accompanied by appropriate backup information. Any expense anticipated to be more than \$5,000.00 shall be approved in advance by the CITY's project manager.

ADDITIONAL SERVICES

The CONSULTANT shall provide additional services only by advanced, written authorization from the CITY. The CONSULTANT, at the CITY's project manager's request, shall submit a detailed written proposal including a description of the scope of services, schedule, level of effort, and CONSULTANT's proposed maximum compensation, including reimbursable expense, for such services based on the rates set forth in Exhibit C-1. The additional services scope, schedule and maximum compensation shall be negotiated and agreed to in writing by the CITY's Project Manager and CONSULTANT prior to commencement of the services. Payment for additional services is subject to all requirements and restrictions in this Agreement

**EXHIBIT “C-1”
SCHEDULE OF RATES**

	Labor Category	Est Hours	Hourly Rate	Ext Rate	Total
Task 1: Support Council Rail Committee					
MM					
Chris Metzger	Principal	80	\$116.01	\$330.45	\$26,436.00
Richard Davies	Project Manager	160	\$104.99	\$299.06	\$47,849.60
Michele DiFrancia	Deputy Project Manager	280	\$80.00	\$227.84	\$63,795.20
Amy Henschke	Rail Design Lead	60	\$40.92	\$116.56	\$6,993.60
Tina Hu	Trans Planner/ Admin Support	200	\$27.40	\$78.05	\$15,610.00
ODCs					\$1,000.00
Total Not-to-Exceed Task 1					\$161,684.40

Note 1: Cost assumes up to 24 Council Rail Committee mtgs, 6 Planning & Transportation Commission mtgs, and 6 City Council mtgs

Note 2: Cost assumes regular attendance and support of meetings with City Staff

Note 3: Cost assumes meetings are held at CITY Council Chambers

	Labor Category	Est Hours	Hourly Rate	Ext Rate	Total
Task 2: Convene Rail Technical Group					
MM					
Chris Metzger	Principal	16	\$116.01	\$330.45	\$5,287.20
Richard Davies	Project Manager	40	\$104.99	\$299.06	\$11,962.40
Michele DiFrancia	Deputy Project Manager	80	\$80.00	\$227.84	\$18,227.20
Amy Henschke	Rail Design Lead	24	\$40.92	\$116.56	\$2,797.44
Mike Canepa	Technical Advisor	8	\$96.27	\$274.22	\$2,193.76
Tina Hu	Trans Planner/ Admin Support	96	\$27.40	\$78.05	\$7,492.80
ODCs					\$1,000.00
Total Not-to-Exceed Task 2					\$48,960.80

Note 1: Cost assumes up to 10 RTG meetings (dependent on complexity and scope of meetings)

Note 2: Cost assumes meetings are held at CITY Council Chambers

	Labor Category	Est Hours	Hourly Rate	Ext Rate	Total
Task 3: Represent CITY during CHSR Environmental Analysis Phase					
MM					
Richard Davies	Project Manager	80	\$104.99	\$299.06	\$23,924.80
Michele DiFrancia	Deputy Project Manager	200	\$80.00	\$227.84	\$45,568.00
Amy Henschke	Rail Design Lead	64	\$40.92	\$116.56	\$7,459.84
Mike Canepa	Technical Advisor	16	\$96.27	\$274.22	\$4,387.52
Bill Baker	Railroad Coordinator	40	\$74.59	\$212.47	\$8,498.80
MBI					
Darcy Kremin	Senior CEQA PM	120	\$64.00	\$184.19	\$22,102.80
Florentina Craciun	Senior Env Planner	64	\$40.01	\$115.15	\$7,369.34
Seth Myers	AQ/GHG and Noise Specialist	40	\$40.87	\$117.62	\$4,704.84
Nichole Jordan-Davis	Sr Cultural Resources Mgr	40	\$43.27	\$124.53	\$4,981.12
Joyce Hunting	Director of Biological Services	24	\$73.56	\$211.70	\$5,080.81
ODCs					
					\$1,000.00
Sub Markup					
					\$2,211.95
Total Not-to-Exceed Task 3					\$137,289.82

Note 1: Cost assumes up to 3 CHSRA mtgs, up to 6 general agency mtgs, and up to 12 Local Policy Maker Group mtgs

	Labor Category	Est Hours	Hourly Rate	Ext Rate	Total
Task 4: Manage Rail Corridor Circulation Study					
Task 4.1: Data Collection & Review					
MM					
Richard Davies	Project Manager	8	\$104.99	\$299.06	\$2,392.48
Michele DiFrancia	Deputy Project Manager	16	\$80.00	\$227.84	\$3,645.44
Alan Nie	Senior Transportation Planner	80	\$75.72	\$215.68	\$17,254.40
Ravi Narayanan	Traffic Engineering	60	\$66.35	\$188.96	\$11,337.60
Tina Hu	Transportation Planner	100	\$27.40	\$78.05	\$7,805.00
Task 4.2: Preliminary Screening of Alternatives					
MM					
Richard Davies	Project Manager	20	\$104.99	\$299.06	\$5,981.20
Michele DiFrancia	Deputy Project Manager	80	\$80.00	\$227.84	\$18,227.20

Amy Henschke	Rail Design Lead	30	\$40.92	\$116.56	\$3,496.80
Mike Canepa	Technical Advisor	20	\$96.27	\$274.22	\$5,484.40
Bill Baker	Railroad Coordinator	40	\$74.59	\$212.47	\$8,498.80
Leo Trujillo	Traffic Design Lead	40	\$76.53	\$217.99	\$8,719.60
Alan Nie	Traffic Modeling	120	\$75.72	\$215.68	\$25,881.60
Ravi Narayanan	Traffic Engineering	80	\$66.35	\$188.96	\$15,116.80
Tina Hu	Transportation Planner	100	\$27.40	\$78.05	\$7,805.00
Spokemore					
Carol Levine	Principal Transportation Planner	40	\$68.68	\$150.00	\$6,000.00
Michelle DeRobertis	Principal Transportation Engineer	64	\$68.68	\$150.00	\$9,600.00
EPS					
Jason Moody	Managing Principal	24	\$73.76	\$265.00	\$6,360.00
Walker Toma	Project Manager	20	\$33.66	\$150.00	\$3,000.00
Ben Sigman	Strategic Advisory	6	\$60.09	\$225.00	\$1,350.00
Jenny Linn	Technical/ Admin	2	\$27.65	\$125.00	\$250.00
Circlepoint					
Ben Strumwasser	Principal	11	\$87.98	\$278.45	\$2,940.43
Maily Chu	Project Manager	33	\$40.31	\$127.58	\$4,210.14
Lawrence McGuire	Project Manager	26	\$46.44	\$146.98	\$3,880.27
Amy Huang	Sr. Associate	66	\$34.63	\$109.60	\$7,233.60
Sabrina Morales	Coordinator	112	\$24.04	\$76.09	\$8,537.30
Sarah Seward	Art Director	26	\$50.56	\$160.02	\$4,224.53
Adrienne Lam	Graphic/Web designer	92	\$24.42	\$77.29	\$7,141.60
ODCs (community engagement - see details below)					\$7,738.50
Other ODCs					\$1,000.00
Sub Markup					\$3,236.39
Total Not-to-Exceed Task 4					\$218,349.08

	Labor Category	Est Hours	Hourly Rate	Ext Rate	Total
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Task 5: Manage Context Sensitive Solutions Alternatives Analysis					
MM					
Chris Metzger	Principal	60	\$116.01	\$330.45	\$19,827.00
Richard Davies	Project Manager	100	\$104.99	\$299.06	\$29,906.00
Michele DiFrancia	Deputy Project Manager	140	\$80.00	\$227.84	\$31,897.60
Amy Henschke	Rail Design Lead	120	\$40.92	\$116.56	\$13,987.20
Bill Baker	Railroad Coordinator	80	\$74.59	\$212.47	\$16,997.60
Mike Canepa	Technical Advisor	80	\$96.27	\$274.22	\$21,937.60
Leo Trujillo	Traffic Design Lead	60	\$76.53	\$217.99	\$13,079.40
Alan Nie	Traffic Modeling	60	\$75.72	\$215.68	\$12,940.80
Ravi Narayanan	Traffic Engineering	60	\$66.35	\$188.96	\$11,337.60
Tina Hu	Transportation Planner	100	\$27.40	\$78.05	\$7,805.00
Mike Wongkaew	Structures Engineer	80	\$76.01	\$216.48	\$17,318.40
Other	CADD/Production Support	160	\$32.00	\$91.14	\$14,581.76
Circlepoint					
Ben Strumwasser	Principal	21	\$87.98	\$278.45	\$5,969.97
Maily Chu	Project Manager	67	\$40.31	\$127.58	\$8,547.86
Lawrence McGuire	Project Manager	54	\$46.44	\$146.98	\$7,878.13
Amy Huang	Sr. Associate	134	\$34.63	\$109.60	\$14,686.40
Sabrina Morales	Coordinator	228	\$24.04	\$76.09	\$17,333.30
Sarah Seward	Art Director	54	\$50.56	\$160.02	\$8,577.07
Adrienne Lam	Graphic/Web designer	188	\$24.42	\$77.29	\$14,499.60
MBI					
Abby Woods	Community Engagement Services Mgr	200	\$44.24	\$127.32	\$25,463.92
PWPLA					
Peter Walker	Senior Partner	20		\$495.00	\$9,900.00
Chris Dimond	Management Partner	50		\$250.00	\$12,500.00
Martin Poirier	Design Partner	40		\$210.00	\$8,400.00
Other	Project Landscape Architect	84		\$98.00	\$8,232.00
Other	3 D Illustrator	30		\$98.00	\$2,940.00
EPS					
Jason Moody	Managing Principal	26	\$73.76	\$265.00	\$6,890.00

Walker Toma	Project Manager	34	\$33.66	\$150.00	\$5,100.00
Ben Sigman	Strategic Advisory	8	\$60.09	\$225.00	\$1,800.00
Jenny Linn	Technical/ Admin	8	\$27.65	\$125.00	\$1,000.00
ODCs (community engagement - see details below)					\$15,711.50
Other ODCs					\$2,500.00
Sub Markup					\$7,985.91
Total Not-to-Exceed Task 5					\$397,531.63

	Labor Category	Est Hours	Hourly Rate	Ext Rate	Total
Task 6: Prepare Draft and Final Project Study Reports and 15% Plan Sets					
MM					
Richard Davies	Project Manager	40	\$104.99	\$299.06	\$11,962.40
Michele DiFrancia	Deputy Project Manager	80	\$80.00	\$227.84	\$18,227.20
Amy Henschke	Rail Design Lead	160	\$40.92	\$116.56	\$18,649.60
Bill Baker	Railroad Coordinator	40	\$74.59	\$212.47	\$8,498.80
Mike Canepa	Technical Advisor	40	\$96.27	\$274.22	\$10,968.80
Leo Trujillo	Traffic Design Lead	100	\$76.53	\$217.99	\$21,799.00
Alan Nie	Traffic Modeling	60	\$75.72	\$215.68	\$12,940.80
Ravi Narayanan	Traffic Engineering	60	\$66.35	\$188.96	\$11,337.60
Tina Hu	Transportation Planner	80	\$27.40	\$78.05	\$6,244.00
Mike Wongkaew	Structures Engineer	200	\$76.01	\$216.48	\$43,296.00
Other	CADD/Production support	160	\$32.00	\$91.14	\$14,581.76
PWPLA					
Peter Walker	Senior Partner	30		\$495.00	\$14,850.00
Chris Dimond	Management Partner	60		\$250.00	\$15,000.00
Martin Poirier	Design Partner	50		\$210.00	\$10,500.00
Other	Project Landscape Architect	130		\$98.00	\$12,740.00
Other	3 D Illustrator	50		\$98.00	\$4,900.00
ODCs					\$1,000.00
Sub Markup					\$2,899.50
Total Not-to-Exceed Task 6					\$240,395.46

	Labor Category	Est Hours	Hourly Rate	Ext Rate	Total
Task 7: Complete Environmental Analysis for Preferred Alternatives					
MM					
Richard Davies	Project Manager	20	\$104.99	\$299.06	\$5,981.20
Michele DiFrancia	Deputy Project Manager	80	\$80.00	\$227.84	\$18,227.20
Amy Henschke	Rail Engineer Lead	80	\$40.92	\$116.56	\$9,324.80
Mike Canepa	Technical Advisor	20	\$96.27	\$274.22	\$5,484.40
Bill Baker	Railroad Coordinator	40	\$74.59	\$212.47	\$8,498.80
Leo Trujillo	Traffic Design Lead	40	\$76.53	\$217.99	\$8,719.60
Alan Nie	Traffic Modeling	60	\$75.72	\$215.68	\$12,940.80
Ravi Narayanan	Traffic Engineering	60	\$66.35	\$188.96	\$11,337.60
Tina Hu	Transportation Planner	80	\$27.40	\$78.05	\$6,244.00
Mike Wongkaew	Structures Engineer	80	\$76.01	\$216.48	\$17,318.40
MBI					
Darcy Kremin	Senior CEQA PM	100	\$64.00	\$184.19	\$18,419.00
Florentina Craciun	Senior Env't Planner	160	\$40.01	\$115.15	\$18,424.00
Abby Reed	Asst Env't Planner	200	\$25.75	\$74.11	\$14,822.00
Seth Myers	AQ/ GHG & Noise Specialist	160	\$40.87	\$117.62	\$18,819.20
Nichole Jordan-Davis	Sr Cultural Resources Mgr	60	\$43.27	\$124.53	\$7,471.80
Joyce Hunting	Director of Biological Services	20	\$73.56	\$211.70	\$4,234.00
Margo Nayyar	Architectural Historian	80	\$29.40	\$84.61	\$6,768.80
Danya Winchell	Biologist	80	\$33.39	\$96.09	\$7,687.20
Jonathan Faoro	GIS	60	\$31.77	\$91.43	\$5,485.80
Suzanne Wirth	Technical Editor	80	\$28.47	\$81.94	\$6,555.20
Aimee Newman	Admin Support	16	\$25.00	\$71.95	\$1,151.20
ODCs					\$5,000.00
Sub Markup					\$5,491.91
Total Not-to-Exceed Task 7					\$224,406.91
	Labor Category	Est Hours	Hourly Rate	Ext Rate	Total
Task 8: Financing Plans					
MM					

Richard Davies	Project Manager	8	\$104.99	\$299.06	\$2,392.48
Michele DiFrancia	Deputy Project Manager	8	\$80.00	\$227.84	\$1,822.72
Brian Ross	Financial Planner	40	\$69.72	\$198.59	\$7,943.60
EPS					
Jason Moody	Managing Principal	26	\$73.76	\$265.00	\$6,890.00
Walker Toma	Project Manager	16	\$33.66	\$150.00	\$2,400.00
Ben Sigman	Strategic Advisory	22	\$60.09	\$225.00	\$4,950.00
Jenny Linn	Technical/ Admin	6	\$27.65	\$125.00	\$750.00
ODCs					\$500.00
Sub Markup					\$749.50
Total Not-to-Exceed Task 8					\$28,398.30

	Labor Category	Est Hours	Hourly Rate	Ext Rate	Total
Task 9: Additional Tasks/ Meetings					
MM					
Chris Metzger	Principal	48	\$116.01	\$330.45	\$15,861.60
Richard Davies	Project Manager	40	\$104.99	\$299.06	\$11,962.40
Michele DiFrancia	Deputy Project Manager	100	\$80.00	\$227.84	\$22,784.00
Amy Henschke	Rail Design Lead	80	\$40.92	\$116.56	\$9,324.80
Bill Baker	Railroad Coordinator	60	\$74.59	\$212.47	\$12,748.20
Leo Trujillo	Traffic Design Lead	40	\$76.53	\$217.99	\$8,719.60
Alan Nie	Traffic Modeling	40	\$75.72	\$215.68	\$8,627.20
Ravi Narayanan	Traffic Engineering	40	\$66.35	\$188.96	\$7,558.40
Tina Hu	Transportation Planner	40	\$27.40	\$78.05	\$3,122.00
Mike Wongkaew	Structures Engineer	40	\$76.01	\$216.48	\$8,659.20
ODCs					\$1,000.00
Total Not-to-Exceed Additional Tasks					\$110,367.40
	Labor Category	Est Hours	Hourly Rate	Ext Rate	Total
GRAND TOTAL (Tasks 1-9)					\$1,567,383.80

Notes

- 1) Covers two year period from approx Sept 2016-Sept 2018
- 2) Costs do not reflect COLA increase, typically around 3% per year. Approximately: 2017 \$23,510.76 2018 \$23,863.42
- 3) Conduct up to 6 public outreach community outreach mtgs
- 4) Present up to 24 Council Rail Committee mtgs, 6 Planning & Transportation Commission mtgs, and 6 City Council mtgs
- 5) Attend monthly coordination mtgs with CITY staff (Task 9)
- 6) Attend project coordination mtgs with other agencies (up to 10 mtgs), such as Caltrain/ JPB, CHSRA, Santa Clara County, Santa Clara VTA, SamTrans, San Mateo County, City of Menlo
- 7) Additional traffic counts/traffic field data collection is not included

Task 5 ODCs

Fax/phone/messenger/overnight	\$50.00
Postage & Printing - 6 mailings to 2,000 entries	\$12,000.00
Production of Exhibits - 48 @ \$150 each	\$7,200.00
Display Ad Placement - up to 4 @ \$350 each	\$1,400.00
Presentation Materials - 200 copies of meeting handouts per meeting	\$1,200.00
Refreshments (6 meetings) and A/V (3 meetings)	\$1,600.00

	Labor Category	Est Hours	Hourly Rate	Ext Rate
Total Cost/ Data by Firm	Total Cost	OH	Fringe	Fee
MM	\$1,055,855.40	105.91%	53.04%	10.00%
MBI	\$179,541.04	161.63%		
Circlepoint	\$115,660.20	187.72%		
PWPLA	\$99,962.00	NA		
EPS	\$40,740.00	194%		
Spokemore (DBE)	\$15,600.00	110%		
ODCs	\$37,450.00			
Sub Markup	\$22,575.16			
Total	\$1,567,383.80			

EXHIBIT "D"

INSURANCE REQUIREMENTS

CONTRACTORS TO THE CITY OF PALO ALTO (CITY), AT THEIR SOLE EXPENSE, SHALL FOR THE TERM OF THE CONTRACT OBTAIN AND MAINTAIN INSURANCE IN THE AMOUNTS FOR THE COVERAGE SPECIFIED BELOW, **AFFORDED BY COMPANIES WITH AM BEST'S KEY RATING OF A-VII, OR HIGHER, LICENSED OR AUTHORIZED TO TRANSACT INSURANCE BUSINESS IN THE STATE OF CALIFORNIA.**

AWARD IS CONTINGENT ON COMPLIANCE WITH CITY'S INSURANCE REQUIREMENTS, AS SPECIFIED, BELOW:

REQUIRE D	TYPE OF COVERAGE	REQUIREMENT	MINIMUM LIMITS	
			EACH OCCURRENCE	AGGREGATE
YES YES	WORKER'S COMPENSATION EMPLOYER'S LIABILITY	STATUTORY STATUTORY		
YES	GENERAL LIABILITY, INCLUDING PERSONAL INJURY, BROAD FORM PROPERTY DAMAGE BLANKET CONTRACTUAL, AND FIRE LEGAL LIABILITY	BODILY INJURY	\$1,000,000	\$1,000,000
		PROPERTY DAMAGE	\$1,000,000	\$1,000,000
		BODILY INJURY & PROPERTY DAMAGE COMBINED.	\$1,000,000	\$1,000,000
YES	AUTOMOBILE LIABILITY, INCLUDING ALL OWNED, HIRED, NON-OWNED	BODILY INJURY	\$1,000,000	\$1,000,000
		- EACH PERSON	\$1,000,000	\$1,000,000
		- EACH OCCURRENCE	\$1,000,000	\$1,000,000
		PROPERTY DAMAGE	\$1,000,000	\$1,000,000
		BODILY INJURY AND PROPERTY DAMAGE, COMBINED	\$1,000,000	\$1,000,000
YES	PROFESSIONAL LIABILITY, INCLUDING, ERRORS AND OMISSIONS, MALPRACTICE (WHEN APPLICABLE), AND NEGLIGENT PERFORMANCE	ALL DAMAGES	\$1,000,000	
YES	THE CITY OF PALO ALTO IS TO BE NAMED AS AN ADDITIONAL INSURED: CONTRACTOR, AT ITS SOLE COST AND EXPENSE, SHALL OBTAIN AND MAINTAIN, IN FULL FORCE AND EFFECT THROUGHOUT THE ENTIRE TERM OF ANY RESULTANT AGREEMENT, THE INSURANCE COVERAGE HEREIN DESCRIBED. INSURING NOT ONLY CONTRACTOR AND ITS SUBCONSULTANTS, IF ANY, BUT ALSO, WITH THE EXCEPTION OF WORKERS' COMPENSATION, EMPLOYER'S LIABILITY AND PROFESSIONAL INSURANCE, NAMING AS ADDITIONAL INSUREDS CITY, ITS COUNCIL MEMBERS, OFFICERS, AGENTS, AND EMPLOYEES.			

I. INSURANCE COVERAGE MUST INCLUDE:

- A. A PROVISION FOR A WRITTEN THIRTY (30) DAY ADVANCE NOTICE TO CITY OF CHANGE IN COVERAGE OR OF COVERAGE CANCELLATION; AND
- B. A CONTRACTUAL LIABILITY ENDORSEMENT PROVIDING INSURANCE COVERAGE FOR CONTRACTOR'S AGREEMENT TO INDEMNIFY CITY.
- C. DEDUCTIBLE AMOUNTS IN EXCESS OF \$5,000 REQUIRE CITY'S PRIOR APPROVAL.

II. CONTACTOR MUST SUBMIT CERTIFICATE(S) OF INSURANCE EVIDENCING REQUIRED COVERAGE AT THE FOLLOWING URL: <https://www.planetbids.com/portal/portal.cfm?CompanyID=25569>.

III. ENDORSEMENT PROVISIONS, WITH RESPECT TO THE INSURANCE AFFORDED TO "ADDITIONAL INSUREDS"

A. PRIMARY COVERAGE

WITH RESPECT TO CLAIMS ARISING OUT OF THE OPERATIONS OF THE NAMED INSURED, INSURANCE AS AFFORDED BY THIS POLICY IS PRIMARY AND IS NOT ADDITIONAL TO OR CONTRIBUTING WITH ANY OTHER INSURANCE CARRIED BY OR FOR THE BENEFIT OF THE ADDITIONAL INSUREDS.

B. CROSS LIABILITY

THE NAMING OF MORE THAN ONE PERSON, FIRM, OR CORPORATION AS INSUREDS UNDER THE POLICY SHALL NOT, FOR THAT REASON ALONE, EXTINGUISH ANY RIGHTS OF THE INSURED AGAINST ANOTHER, BUT THIS ENDORSEMENT, AND THE NAMING OF MULTIPLE INSUREDS, SHALL NOT INCREASE THE TOTAL LIABILITY OF THE COMPANY UNDER THIS

POLICY.

C. NOTICE OF CANCELLATION

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2. IF THE POLICY IS CANCELED BEFORE ITS EXPIRATION DATE FOR THE NON-PAYMENT OF PREMIUM, THE CONSULTANT SHALL PROVIDE CITY AT LEAST A TEN (10) DAY WRITTEN NOTICE BEFORE THE EFFECTIVE DATE OF CANCELLATION.

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OR

[HTTP://WWW.CITYOFPALOALTO.ORG/GOV/DEPTS/ASD/PLANET_BIDS_HOW_TO.ASP](http://www.cityofpaloalto.org/gov/depts/asd/planet_bids_how_to.asp)

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Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	<ul style="list-style-type: none"> •Allow per session cookies •Users accessing the internet behind a Proxy Server must enable HTTP 1.1 settings via proxy connection

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CITY OF PALO ALTO CITY COUNCIL TRANSCRIPT

Special Meeting
October 13, 2015

The City Council of the City of Palo Alto met on this date in the Council Chambers at 6:05 P.M.

Present: Berman, Burt arrived at 6:20 P.M., DuBois, Filseth, Holman, Scharff, Schmid, Wolbach arrived at 6:11 P.M.

Absent: Kniss

Mayor Holman: To mention something ahead of time, we will be adjourning this evening's meeting in honor of Former Mayor Dick Rosenbaum. We received word over the weekend that he passed away on Sunday. We'll hold this meeting in his honor.

Oral Communications

Mayor Holman: I have one card here for Oral Communications. This is the time when anyone who would like to speak to an item that's not on the agenda may do so. Sea Reddy, you'll have three minutes.

Sea Reddy: Thank you, Mayor. I'd like to thank you, Mayor Holman, for coming to College Terrace event we had on Sunday. It was very nice of you to recognize our little community we love. I appreciate you being there and sharing your views and future with Palo Alto. Thank you. The second item is something of interest to all of us, the High Speed Rail. I'm looking a little beyond our Palo Alto, but more towards our geographical area of 24th District for good reasons.

Mayor Holman: Do note that is a part of the agendized items, so is this separate from ...

Mr. Reddy: No. I just want to say one thing, that I'd like to oppose all of the high rail thing. We don't want to make Palo Alto anything close to having high rail. We need to stay where we are, how we do whatever we do here. I just wanted to say that. The third thing is I'd like Palo Alto to recognize a significant change in the industry. Dell is buying EMC which owns 80 percent of VMware. VMware is a very fine company in this town. I think we need to recognize them for their innovation and intellectual and a

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lot of jobs, a lot of revenues for us in the City of Palo Alto. That's all I wanted to say. Thank you.

Mayor Holman: Thank you. I see no other—do we have one more card for Oral Communications? I don't have your card to state your name, sir.

Roland LeBrun: My name is Roland LeBrun. I'm from San Jose. I just got here on Caltrain. The reason I'm addressing you is not on the agenda. There was a meeting at noon that basically introduced basically the future of rail. The gentleman who was speaking there, I've never met him before. He comes from, I think, Czechoslovakia. He's actually is the chief executive. He runs a company called LEO Express. You can go and Google it right now; you'll find it. His name is Leos (inaudible). I haven't quite caught his last name yet. The bottom line is that gentleman is actually right now running his own trains in four different countries in the Eastern Block. He's actually just started in Ukraine, believe it or not. He's profitable, and he's got investors right behind him. He's here right now. He's on his way, I think it's tomorrow, on a meeting with Jim Hartnett. He's going to ask Jim and say, "Jim, would it be okay if I came and ran my trains here in the Peninsula, and I'm willing to pay you \$3 million a year?" Anyway, I thought I'd share that to you tonight. If you hear about this, which no doubt you will hear, you may actually like to go and have a word with Jim. Tell Jim, "Why don't you look at it? This may actually be a jolly good idea." By the way, his trains run on time. Thank you.

Mayor Holman: Thank you. We have no other cards for Oral Communications. Stephanie Munoz also would like to speak under Oral Communications.

Stephanie Munoz: Thank you. I know that your big thing this evening is going to be how to cope with High Speed Rail. I don't want to interfere with that, but I had a few last thoughts, last ditch efforts, of how it might be possible not to have it inflicted on us. One of the thoughts was this. San Francisco, as you may know, is at the head of the Peninsula. I was born in San Francisco, and I lived there through high school, then I went to college in Seattle. In order to get to Seattle from San Francisco, you have to get on the ferry and go across to Oakland, because there is water in between and you cannot run a railroad track. It seems to me that we might have some allies in the matter of running that railroad around the east of the Bay up through Oakland. We might have some allies with the Senators and Congressmen from the State of Washington and the State of Oregon. Patty Murray is a very influential Senator. These people are not without resources. It just seems to be more useful to have that train go all the way up the Pacific Coast and just end at San Francisco, especially since we

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already have a train that goes from San Jose to San Francisco. It's a train that could use the business. If in fact a lot of people are going to take this train, which I kind of doubt, but if in fact a lot do, then we, we the people of Santa Clara and San Mateo County, really could use those passengers to bolster our prices. The other thing is this. I don't know why they can get away with having a project that is obviously more than the voters voted for, but they can. There must be a lot of power there. I wonder if all the rich cities of the Peninsula, and we are rich, could get together and say, "You unions are looking avariciously at \$1 billion worth of work to do." Suppose we came up with all of this together, how about a half million dollars at least that we could put together on our resources and Federal and State money. Maybe not State since the Governor seems to be in favor of this train. We could put together enough money to do lots and lots of housing, of low-income housing, that would provide those jobs that seem to be the engine—I don't know. It seems to me that must be the engine that is making this thing go. Thank you.

Mayor Holman: Thank you. That concludes Oral Communications.

Action Items

1. Discussion and Direction to Staff on: 1) The California High Speed Rail Authority's Plans to Proceed With Environmental Clearance for Their San Francisco to San Jose Segment; 2) Next Steps Regarding Rail Grade Separations in Palo Alto and Authorization for Staff to Pursue Outside Funding for Both Grade Separations and At-Grade Crossing Improvements; and 3) The City's Interests and Strategies Regarding the Proposed Santa Clara County Transportation Sales Tax Measure, Including a Potential City of Palo Alto Transportation Funding Measure or Other Funding Strategy.

Mayor Holman: We move now to our one and only Action Item, which is comprised of three different parts. Council Member Filseth, you have a statement to make.

Council Member Filseth: Yes, thank you very much. It happens that I live within 500 feet of a grade crossing in Palo Alto. I have been advised that since it's not clear at this time whether there is an impact on the value of my house if grade separation proceeds, that I should recuse myself from the first two items. I plan to do that. I'll come back for the third. In the meantime, we're going to consult the FPPC for further clarification on this point. Thank you. Somebody, if you'd give me a call when we finish the second item.

Council Member Filseth left the meeting at 6:13 P.M.

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Mayor Holman: Thank you. We will not forget you. Staff, you have a presentation? Jim, do you have some comments?

James Keene, City Manager: Yes. Thank you, Madam Mayor, Council Members. We're here in a Special Meeting tonight for two reasons, two drivers at least. One, of course, last month you heard from the Silicon Valley Leadership Group which was sort of in the lead role along with VTA on exploring what could comprise the 2016 sales tax ballot measure to be used for transportation. Pretty much concurrent with that in September, as the Staff Report indicates, we were all surprised to sort of see High Speed Rail sort of burst back upon the scene. Working with the Mayor and Council's interests overall thought there was some urgency and timeliness to us putting together a Special Session on this so that the Council could not only discuss these issues, but begin to express yourself in the various forums. That's why we're here. I think it'll be clear when the Staff makes its presentation that through both of those matters, both the High Speed Rail issue, of course Caltrain itself, and then your clear interest on any ballot measure and transportation improvements needing to go towards Caltrain that the question of grade separation sort of sits at the center of all of those. It was a good opportunity to do this. I'm going to turn it over to Staff. I think you obviously know Richard and Ed Shikada. I did want to just formally again introduce Joshua Mello who is the City's new Chief Transportation Official. I know he's been out and about as it relates to the Arastradero Project. This is the first specific item and the sole work session on this, and Josh will have a key part in this, so we want to welcome him formally and happily to the City family. Thank you. I'll turn it over to Ed.

Ed Shikada, Assistant City Manager: Very good. Thank you, Jim. Once again, Ed Shikada, Assistant City Manager. I and Josh Mello will do the primary upfront briefing for the Council, hopefully not giving any signals that two of your newest Staff members are providing the briefing on an issue that has been around for a few years and clearly has both complexities to it as well as some extensive issues. We will provide that upfront briefing while, obviously, being simply representative of a deeper team as well as, quite frankly, also representing between the two of us decades of experience relating to transportation projects and regional issues. That said, I will provide a brief intro and perhaps set a foundation for the Council's discussion this evening. On our first slide, simply to provide an overview. As was noted, it's one agenda item. We've split it into three specific topics. We'll cover all of them in this presentation, then give the Council an opportunity to discuss perhaps the first two before moving on to the third. The first being Palo Alto's response to the renewed activity on California High Speed Rail Authority's plans to proceed with the segment between San Francisco and San Jose. Second, to seek Council's feedback on next steps

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related specifically to the grade separations potential in Palo Alto, both in terms of the resources necessary to proceed to the next steps in the design process as well as the necessity of developing funding strategies for the grade separations as Public Works projects. Third, an overall strategy as it relates to the VTA sales tax proposal and any other proposals that the Council might want to further consider, including local funding measures. Next slide. In terms of the High Speed Rail Authority's San Francisco to San Jose project segment, as the City Manager noted, this is the immediate impetus and rationale for wanting to set up a Council Special Session on this topic. Recently, learned that the High Speed Rail Authority has announced their desire to begin the environmental clearance process with a schedule that would call for the release of a Draft Environmental Impact Report in the winter of 2016 with the potential for finalization of the EIR to be certified in the summer of 2017. This relatively short timeframe does require us to begin our activity and preparation for that to begin immediately, with the blended system, as it's been referred to, of High Speed Rail and Caltrain sharing tracks as the proposed project concept. I would note that in the process of going through the environmental review, there have been a number of unresolved issues that we will need to keep an eye on, including the potential location of a mid-Peninsula station as well as a passing track somewhere along the segment that will once again require ongoing both monitoring as well as potential advocacy as the particulars of the project become clear. Next slide. In terms of the blended system, this had been approved by Caltrain and the High Speed Rail Authority in 2013. There is funding being provided by the High Speed Rail Authority for the Caltrain electrification which is a necessary precursor to the blended operation, and noting that the total cost of the electrification project being \$1.7 billion. This is a consequence after a number of different alternatives for the High Speed Rail project were considered. In terms of the implementation of this blended system, the sequence that has been discussed previously and that we are anticipating is that Caltrain, as part of its electrification project, is undergoing a separate environmental review, separate from the High Speed Rail project and separate construction, both processes in this timeframe. At this point, Caltrain has certified its EIR and the again High Speed Rail project is ongoing with the expectation that Caltrain is proceeding with its design/build contract procurement. Next slide. Here in Palo Alto, the prior work in evaluating the potential impacts of the High Speed Rail project in Palo Alto included work in preliminary design for grade separations with last year Hatch Mott MacDonald providing conceptual grade separation alternatives. We do have some graphics that are available should the Council want to get into the particulars of grade separations. There are three particular currently at-grade crossings; Churchill, Meadow and Charleston. Three slides have some tables to them. They're again simply intended to provide some summary information. We can provide more detail

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if Council would like to get into it in your discussion. For now, let me just point out a few of the key points on here. On this table, showing the implications of a trench, where the rail tracks would be trenched below grade. A key consideration shown on the first line of trench grade is the maximum slope at which the rail would be accommodated, ultimately a design criteria for the rail system itself. That maximum ranging from a 1 percent maximum grade to a 2 percent. You can see the cost implication in particular of needing to hold to a maximum 1 percent grade being an over \$1 billion estimated cost for the trench through Palo Alto at the three crossings. If the alternative, a 2 percent maximum grade, were to be allowed as a part of the design of the trench grade separation, that price would be potentially reduced significantly to about 488 million. Next slide. Another alternative that's been looked at is to lower or depress Alma Street. This table shows a scenario in which the street itself is lowered but the turns are not accommodated, so the right-of-way property acquisition would be reduced by not needing to acquire areas for left and right turns. This would result in estimated costs, as you see, on the three crossings from Churchill to Charleston ranging from \$90 to over \$100 million each for a total just under \$300 million. Also notable that property acquisitions, both full and partial, would total nearly 60 properties. Next slide. This Table 3 indicates a scenario in which Alma is lowered, depressed, but where turn movements are accommodated. Associated additional property acquisitions are necessary. In that case, the total cost for the three crossings approaching \$500 million with significantly more properties impacted, totaling about 75 properties in full and partial property acquisition. That covers the specifics of the grade separation concepts. Let me turn it over to Josh Mello to talk a bit about some of the funding options.

Joshua Mello, Chief Transportation Official: Thank you. Joshua Mello, Chief Transportation Official. There are some preexisting programs both at the State level and the Federal level that will help fund a portion of both the design work and the construction of grade separations or the improvement of existing at-grade crossings. The first of which we wanted to call your attention to is Section 190. Section 190 is a funding allocation that provides money to local agencies to separate existing at-grade crossings. Every two years there's a call for nominations from the California Public Utilities Commission. That call actually just happened in September, so there's an open call on the street right now for nominations to this program. It does require a 10 percent local match, and this funding is strictly for construction, not for design work. Just a point of interest is San Mateo County actually has dedicated 15 percent of its county sales tax revenue to planning and designing grade separations in order to access this pot of funding. A project is eligible for an allocation up to 15 million over a three-year period; that's 5 million a year per grade separation. If you combine grade separations, you

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can actually access up to 20 million over a four-year period. If we elected to submit a nomination form this year, we would need to resubmit every two years until we were ready to construct a project—until we reached the top of the list and we were ready to construct a project. The next pot of funding that we wanted to give you an overview of this evening is Section 130. This is a program that is focused on the reduction of hazards at existing at-grade crossings. It's also administered by the CPUC, but Caltrans plays a role in this as well; they help to scope the project, distribute the funds, and actually administer the projects during construction. In September, our Churchill Avenue crossing was identified as a potential candidate for Section 130 funds. Subsequently we actually met with Caltrans Staff onsite as well as CPUC Staff and looked at some of the issues that are occurring out there. We submitted some video that we had captured of the dismissal at the high school in the afternoon. Some of the major concerns that were identified by the CPUC, much higher than normal bicycle and pedestrian traffic, some of the highest numbers along the entire Caltrain corridor for bicycle and pedestrian traffic. There's regular queuing that's occurring on the tracks themselves of motorists that are traveling eastbound being stopped at the traffic signal at Alma Street with nowhere to queue, and they end up between the gates when the gates come down as a train passes. We're currently developing a scope of work in cooperation with Caltrain that needs to be submitted to CPUC. We've put together some draft recommendations that would deal with both the large number of bicyclists and pedestrians as well as the motorists queuing on the tracks themselves. Some of the things we're looking at are a pre-signal that would actually stop motor vehicles before they get to the track bed, and it would be coordinated with the signal at Alma. We're looking at widening the bicycle and pedestrian crossing on the north side of Churchill that would provide additional queuing space. A lot of the students end up queuing in the track area while they wait for the signal at Alma, so we're hoping to create more of a queuing area for them. Some other improvements related to signal timing and signal phasing at the Alma Street signal. We've scheduled a neighborhood meeting October 22nd to get some community involvement and some neighborhood feedback on some of the preliminary concepts. This project ties in very closely with the Churchill Avenue Phase I project for which we have an adopted concept plan, and we're continuing to advance final design. We'd like to tie the two of them together if possible and create a seamless bicycle and pedestrian, motor vehicle connection along the Churchill Avenue corridor.

Mr. Shikada: Then too perhaps focus on the local angle, both countywide as well as locally here in Palo Alto. As City Manager pointed out last month, the Council discussed the concept of the 1/2-cent countywide sales tax that's being discussed by the Silicon Valley Leadership Group and VTA and others and noted at that point that there's an estimate of \$6 billion countywide that

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could be generated over a 30-year life of a 1/2-cent sales tax. There have been continued discussions of some more specificity, although certainly at this point really perhaps at best giving an indication of what VTA Staff has been thinking in order to start putting together recommendations or proposals for broader feedback. As noted here on this slide, a current discussion of total Caltrain funding in the range of 750 million to 1 billion as a revenue allocation from a countywide sales tax. Once again, I would note that that's really not reflecting any policy direction other than again VTA Staff looking to get some feedback on this among a number of other potential allocations that could be generated by the sales tax. Next slide. Actually perhaps before moving off of VTA, I would note that I believe at places you received a copy of the letter that was transmitted by the ten cities to VTA from the North County and West Valley in order to reflect a desire and expression of the importance of continued comprehensive planning to be part of the funding program as it goes forward. Finally, the last piece of data we wanted to provide to the Council for your consideration is some math behind the potential for local funding. Here noted simply for the purpose of calculation that in general terms that for every \$1 million of annual revenue, whatever the source of an annual ongoing revenue was identified for a 30-year period, that there's approximately 14 million that could be generated in net bond proceeds for the purpose of upfront funding of a capital project. As a result, again simply to reflect some math and to give the Council a sense of order of magnitude, Staff took a look at a 30-year 1/2-cent locally within the City would generate between \$12 and \$13 million annually. Again, extrapolating that out, generate roughly \$179 million in bond revenue that could be available for capital projects. Final slide, simply back where we started. To recap items and topics in particular that Staff thought might be helpful to identify areas for Council direction. First, on the City's response and participation on the High Speed Rail environmental process. Second, some of the key next steps that we see as important to position the City in being able to seek funding for grade separation as well as have continued evaluation of options and better sense of the implications of grade separation projects. Finally, the options related to the VTA sales tax, both a legislative advocacy position as well as options that could be considered locally within the City. That concludes our Staff briefing. Turn it back to the City Manager.

Mr. Keene: Thank you, Ed and Josh and Richard, for that. If I could just make a couple of follow up points. First of all, we've been scampering to respond to both the re-emergence of High Speed Rail and then the implications or the need to be thinking about cobbling together funding. As you can tell by the Staff Report, we actually put a lot of real estate into the Staff Report related to the Section 190 process and the Section 130 process. Our own assessment at this point, after having really spoken to Caltrain and

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also our understanding really is how the process works. It's a two-year sort of cycle process to get a submission on the Section 190 funds. One would take a tremendous amount of work truncated in a short period of time with the fact that to be really eligible to receive it anyway you've got to have a project way further down the road than we are right now. We'd be just resubmitting. Our recommendation to the Council would be to acknowledge that this is a small but necessary funding source that is available to us, but that we would not pursue a nomination right now, but we would not want that in any way to be interpreted as any sort of signal that we're as a community not committed to grade separating our interchanges and pursuing funding in any way. Secondly though, we would say that it's worthwhile to pursue the Section 130 funds, and that's why with the community meetings and all of those things are developed, because they really deal with at-grade crossings and safety improvements that would make things better for our City. Lastly, I just would point out that I think we made a mistake in our report by succumbing a little bit to maybe the initial competition in the VTA measure of all of the different demands that are potentially out there. By buying into it all that, there is a limitation on how much of the sales tax revenue we might be able to achieve as a City. I apologize to the Council for any sense that we are limiting ourselves at this stage. There are too moving factors in the mix as to what the emphasis will be on a VTA tax measure. We don't want to short-cut that. Lastly, Molly, I do believe that we did list the title for this discussion under Number 3 broadly enough that if there are other funding strategies or measures that the Council wants to discuss rather than just either the VTA measure or a local sales tax measure, that this is agendized in such a way to either have those discussions and/or direct us to look at some other options. That's all I have to report.

Mayor Holman: Thank you. I see there are some members of the public who want to speak to this item. I have no cards yet.

Molly Stump, City Attorney: Madam Mayor, while you're preparing for public comment, may I make a comment?

Mayor Holman: Please.

Ms. Stump: I often find myself in the position when there are recused Council Members of recalling the Council to their mind that there are members who are not with us because of recusals. This item is agendized with three parts called out. It's agendized as one item to allow the Council a full discretion to cross the issues and address broadly the interlocking aspects of the item. We do believe that to the extent that the Council can address the specific county and other local funding measures as a somewhat

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separate item at the end, that would allow Council Member Filseth, who's otherwise recused, to rejoin the Council. I just wished to make that comment. Thank you.

Mayor Holman: Took the words right out of my mouth.

Council Member Wolbach: (inaudible)

Mayor Holman: Council Member Wolbach has a question.

Council Member Wolbach: Sorry, just a quick follow-up question about that. Because a significant portion of the discussion around the VTA measure may incorporate discussion about grade separations, is there a way that we can handle that that would still allow Council Member Filseth to return to the conversation?

Ms. Stump: Thank you, Council Member Wolbach. The initial conversation around the county measure that the Council had a few weeks ago was at a very high level in terms of looking at a potential county measure and funding for Caltrain generally, which would include a variety of capacity improvements and other safety measures, quality of life measures such as grade separation. At that level of generality, Council Member Filseth could join the conversation. If the Council is at a point where it wishes to be more specific as to particular crossings and discuss trading off different priorities, then the matter looks different and Council Member Filseth will probably not rejoin at this stage.

Mayor Holman: I have four cards at this moment with another one or two coming. Martin Sommer to be followed by Stephen Rosenblum. You'll have three minutes each please.

Martin Sommer: My name is Martin Sommer. From what I understand, we're still on Item 1, and I had put down Item 2. Should say Item 2 at the top.

Mayor Holman: You can speak to any of the—it's one action item, and so you can speak to any of the three parts that you wish.

Mr. Sommer: Thank you. Given that. My name is Martin Sommer. I'm a Palo Alto resident. For any of you who do not know or who were not here at the time, I'm actually the originator of the "blended" process. In 2009 Cubberley Center first community meeting, a small group session, I proposed the blended system. I threw it out there. It took root. Here we are six years later. The reason I say that is that I have two other ideas to throw out there. I wanted to show the power of a basic idea and how far it

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could really go. Two more ideas. By no means am I proposing this, but if Palo Alto goes in the path of undergrounding the railroad, there's two things that I would propose. Both of them have to do with economy of scale. The first one is that you share one project and all of its associated costs with the three cities, Palo Alto, Menlo Park and Atherton. In essence, undergrounding the railroad from the borderline of Redwood City all the way to the borderline of Mountain View. It's purely economy of scale. The second one is—this is more a negotiation point—to price out, and make sure you hear me right, a two-track underground option, really truly two-track—the ones that High Speed Rail hates—with the option of splitting the costs of a four-track option with High Speed Rail, assuming they decide to contribute money. Cost it out as two, give them the option to split the cost. If they do, make it a four. All of a sudden you're sharing the cost of the endeavor. Again, both of these are economy of scale. I'm just throwing out these ideas for in the future. I encourage you to think about it. Thanks. Bye.

Stephen Rosenblum: Hello. My name's Stephen Rosenblum. I'm a Palo Alto resident as well. I've been here many times on issues of Caltrain and High Speed Rail in the past. I'm very happy to see High Speed Rail is coming. I'd also like to commend Council and Staff for their strong support of grade separation. I think it's a critical issue for the future of Palo Alto. Whatever gets built will be with us for 100 years into the future. I don't see Palo Alto with its high real estate values having trains on the surface with more noise and rattling noise, trains running at 110 miles an hour, starting at two trains per hour in each direction. If it's successful, it could be many more, and the gates will be down all the time. We know already from the Caltrain studies for electrification that just adding one more train per hour in the rush hour essentially puts the gates down 90 percent of the time at some of our crossings. When High Speed Rail comes, people won't be able to cross the tracks at all. I think there's no sense in an at-grade High Speed Rail. I think Palo Alto should insist that there be grade separation. I think trenching to me certainly is the best option. The question of whether it's an open trench or a covered trench should be thought about. With a covered trench, you can recover the real estate over the trench. Considering that Palo Alto real estate is \$20 million an acre, if that money could be recaptured through some agency and used for commercial or residential development, bicycle paths, something like that, I think that would be really a great improvement to the City's environment rather than more noise and more detriment. Thank you.

Neil Shea: I first moved to the City 30 years ago. I work in high tech; I live Downtown here. I want to commend the Council and the Staff for all of your work on grade separations. I think it's very timely. I think we're forming a consensus that we need to have grade separations, both because of the

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increasing volume of how we use this vital railroad line and because we want to be able to get across town, both pedestrians and cars. I do think it's important to be cost conscious here. I think some of the ideas suggested are quickly going to go into the billions of dollars. I don't believe that, as much as we need a fair share of any new county tax revenue and as much as it probably doesn't make sense to take expensive BART to Santa Clara, we need to be very cautious and very reasonable. I'm concerned that last year's study explicitly gave instructions not to look at a hybrid crossing option. Where I am, right by the Palo Alto Medical pedestrian crossing, the train runs about 3 feet above grade. Just over the creek in Menlo Park, the train runs about 6 feet above grade. When you start to make scenarios like that, you can very easily get pedestrians under the train at many places. It's very cost effective, and streets can just be depressed a small amount and reducing property takes and reducing costs. I think if we talk to residents of Belmont, San Carlos, people don't really have complaints there. I understand there's a lot of nervousness in town, and there's this strong emotional feeling that if we don't build a billion dollar trench, something terrible will happen. I encourage us to study all alternatives, and particularly to study cost effectively. The idea that we are going to remove the University Avenue undercrossing and the Embarcadero Road undercrossing and replace them with a trench, I think, is not practical. The study last year talks about a 2 percent grade which is not allowed by current conditions, so that \$1/2 billion estimate assumes that we're going to get a waiver for that. By the way, I do support High Speed Rail; I think we need more transportation options. I think as our economy grows people want to be taking the trains. I would even encourage us to reconsider someday at the right time having a station in town. I thank you for your work on this.

Adina Levin: Good evening, Council Members. Adina Levin with Friends of Caltrain. As many people have said, thank you very much for the attention to this issue and really working on grade separations. I just came up from San Jose and, fortunately, the train that I was on was the first train on time out of Diridon. There were a lot of delays. The need for grade separations is something that affects—it's a safety and security issue and also an issue to having reliable service and over time being able to get more commute service in our corridor over time. I'd like to make three comments starting with the most specific and stepping back to more general. The first question in terms of getting funding from the VTA ballot measure. I do think that there is some concern about making sure that Palo Alto gets a fair share and would like to make a recommendation about how to do that. That would be looking at the process that San Mateo County has been using for 20 years, where they funded seven grade separations over those last 20 years. They have a two-phase process where they have a call where all the different cities will apply and get funding for design. A few years later, when they

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have their project lined up, then apply for construction funding. When you have cities like Palo Alto or Mountain View that have more complex projects, that will get everybody at the starting point and at the same place and reduce the risk that Palo Alto will be in the back of the line because of complexity. Number 2, as another member of the public has mentioned, thank you very much for looking at funding sources, bringing in local funding and additional funding to afford a more expensive option. Another mechanism or set of mechanisms to look at might be value capture funding, using the incremental value of additional real estate to help pay for infrastructure, not in the bad old PC zoning way, where we say how much do we want and then what are we willing to put up with, but in the lines of the City's planning process. What does the City want from a community goal, land use goal and then how does that relate to the corridor goal and project goal. Lastly, thank you for supporting a Context Sensitive Solution process. I would hope that Palo Alto can work with other cities and community stakeholder groups. High Speed Rail in doing this planning is saying, "We are willing to be convened by others coming to us." I think that we should take them up on their offer to look at both regional issues like the schedule plan and the business plan for how the blended system will work. Huge questions. How to get the more rail capacity on the line, regional question, not something that an individual city can figure out. Lastly, locally sensitive issues like grade separations and station design where warranted. Thank you very much.

Elizabeth Alexis: Good evening, Council. I think this may be the first time I've ever gotten to speak to Council before 7:00 p.m. It is a delight to be here at such an early hour. My name is Elizabeth Alexis, and I wear several hats, but tonight I'm here as a member of CARRD, Californians Advocating Responsible Rail Design. We advocated in the last go around to use Context Sensitive Solutions, which was accepted. I will say that the implementation was really not classic CSS. That doesn't mean that we shouldn't do it again, but there's even more of a need to do it right. Via email earlier, we sent a lengthy update of all sorts of things. I really want to talk about CSS tonight. In the Staff memo, it says there might not be time to do CSS. There's always time to do CSS if you want your project to get to the finish line, especially when you're dealing with a situation like we have here where there's a lot of complexities. In order to make all the pieces fit together, you're probably going to have to change some of the assumptions. CSS is a stakeholder process. It is not a free-for-all stakeholder process. It is not the Palo Alto process. It's a very structured way to get people in the room who need to be in the room talking together. We have this happen during a CEQA process, but we don't talk at the same time. You submit comments. There are various experts who are working on the thing. They reply. Then you reply back. This is a way to get everybody in the room. The most

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important thing that happens, as far as I'm concerned, in a CSS process is that you must upfront define success. Caltrain must define success. What does that mean to them, and it has to be in a way that you can go back and say is the project successful. High Speed Rail needs to define success. What are they actually trying to achieve, and it can't be two trains. That's not success. It's a transportation goal of some kind. Palo Alto needs to define what success means for Caltrain from our perspective. It can't just be six trains an hour. Right now with the blended system, you would have three trains every 30 minutes basically. That's not actually very good service. This, I think, is the best way to get to the finish line. It would allow us to go back and look at the freight assumption which is what's driving a \$500 million price on grade separations. For instance, right now the assumption is you'd have to be 51 feet under the ground as you cross by Charleston at East Meadow, and that's because you're assuming clearance levels for freight and then you're tacking on some issues with the creeks. If we want to get to a project that can succeed for all of the different goals, the community goals and all the different transportation goals, we are going to have to do this in a really creative, thoughtful way. I think we are up for it. Thanks.

Roland LeBrun: Thank you again, Mayor and Council. First of all, I really want to congratulate Staff on their report. It really is excellent. I think all the points have been really highlighted and they've come to the right conclusion, let's go and trench. They actually know where to put the trench in. Why is High Speed Rail back in the Peninsula? Well, it's very simple; they've run out of money in the Central Valley. It's that simple. They know that we, San Francisco, potentially San Mateo and Santa Clara, are about to pass multiple transportation measures which potentially could run up to \$15-\$20 million. Hello, there they are. Now, these people do not have the exclusive right to obtain environmental clearance of this kind of project. It's very simple that there is no question of ever exceeding 125 miles an hour in the Peninsula. CPUC Section 185032 is very clear; anybody else can get clearance below 125. That includes Caltrain; that includes the VTA. You might say we don't really want to have to deal with VTA. What I really encourage you to do is to look at all the grade separations the VTA did on these sites for BART, and you may be very pleasantly surprised with the numbers these things actually cost. On the Section 190, Staff correctly discovered that the formula is basically the number of cars across a track every day multiplied by a number of trains. It's a little bit more complicated than that, but basically that's it. The trick is to actually combine multiple grade separations. When you do that you end up with an absolutely enormous number. San Mateo is very familiar with this. This is exactly how they managed to get the funding to basically replace four bridges that did not need replacing, because they added up the numbers of all the cars that

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were crossing those four bridges. It gets better than that. They are going to spend \$200 million grade separating (inaudible) that doesn't get separated. Do you know why? Because they're adding 28th and 31st which do not currently exist. That's how they end up with these enormous numbers, on the future projections of all this traffic that will now be able to cross the tracks, which is not currently crossing because they dead end there. Wrapping up here, if you volunteer for four tracks, you will actually get automatic grade separation, because it's mandatory. You cannot have a level crossing with four tracks. The last point I'd like to make is that whatever you are doing here has got to have precedence over electrification. There is no way that you can build this kind of infrastructure on an electrified track. Thank you very much.

Peter Chou: Good evening. I'm 30-plus years resident of here. I really believe that this is a very important issue that affects hundreds of years of our future. I do want to repeat two points that was raised by the second public commenter. The first one is, as I said, this is very important for our future, for years and years to come. I do urge you to spend that extra (inaudible) steps, to explore all the possibility of funding for a trench solution. Secondly, I wanted to also support his idea. I don't know how practical that is, but it's worth exploring, that is to consider housing on top of the cover for trenching. Thank you.

Mayor Holman: Thank you very much. To try to move us along here and try to focus as City Attorney had suggested earlier, focus on the first and second parts of this item. In other words, High Speed Rail and that trajectory having to do with the EIR and such, and then also grade separations. Then we'll call Council Member Filseth back for the third part of this. I don't see any lights yet. Can we suggest that we'll have five minutes a piece at least on our first round to ask questions and comments about "1" and "2." Council Members? Council Member Wolbach.

Council Member Wolbach: I actually hadn't really collected my thoughts completely yet. I just want to make sure I'm clear about a couple of things. Going through some of the Staff recommendations and making sure I'm clear about what it is that you're looking for from us tonight, beyond any additional guidance we might be offering. I want to make sure—on page 12 and 13 of the Staff Report, you're looking for authorization from us to do further study of a 2 percent grade trench. Is that correct?

Mr. Shikada: Perhaps preceding getting into the specifics there would be to give us a sense of the Council interest in proceeding with a City-sponsored engagement of the design team that would be needed in order to do the kind of work we're talking about. On that basis, if the Council agrees that

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that would be an appropriate next step, we would do an RFP, come back with a recommendation to engage a consultant team for the purpose of evaluating options, whether it be the 2 percent specifically, other alternatives analysis, in order to advance the grade separation options.

Council Member Wolbach: On page 14 of the Staff Report, it looks like you're kind of similarly—if we are interested in going down this line, no pun intended, you're looking for authorization for additional circulation analysis and design studies. Is that correct?

Mr. Shikada: Part and parcel again of looking at alternatives, where is the most cost-effective options to proceed with more detailed design.

Council Member Wolbach: Part of that is the possibility of perhaps not doing grade separation at Churchill and refocusing on maybe combining that crossing with Embarcadero through redesign of Embarcadero. Obviously you're not coming to us with a plan to do that at this point, so I don't want to suggest that you were. That's an interesting concept. I've heard people in the past discuss the question around whether we want to fully grade separate Churchill or not, whether we close it, make it bike only. There are a lot of options there. Given that it's not too far from Embarcadero, if there was a way to combine that would be effective for improving mobility, I guess I'd be open to that. I want to make sure that I was clear that's kind of part of the discussion or are you looking for really nuanced direction from us on that item in the middle of page 14?

Mr. Shikada: Once again, I don't want to not answer the question, but perhaps to just provide the broader context. It's my understanding that in the prior work there was not a great deal of analysis of circulation alternatives as in questioning how best to meet the City's local axis needs overall, perhaps in the context more of a general plan-type analysis than was done to be specifically looking at the grade separation options. If we were to take a step back to look at how and what the City's axis priorities, needs in getting around the City and not limit it to motor vehicles but also for pedestrians, cyclists, other transportation options, that there could be a broader evaluation of options that would be part of the scope.

Council Member Wolbach: I guess regarding 190, I understand that it's not your recommendation as Staff that we pursue that aggressively right now, because of the challenges that the City Manager identified earlier. I guess actually I wasn't entirely clear about how much funding 190 could potentially provide. At one point, it says 15 million and then it said up to 80 percent could be provided. I'm sorry if I just missed the—were those two different options within the 190 program?

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Mr. Mello: Council Member, it's 5 million per year per grade crossing up to \$15 million for one grade crossing. If you do two grade crossings as one project, you can actually access up to 20 million. The 80 percent is—there's 80 percent Section 190 and then the 20 percent needs to be local match, and 10 percent of that local match needs to come from the railroad that owns the corridor. In the case of San Mateo County, the C/CAG actually routes the sales tax revenue—the TA routes the sales tax revenue through Caltrain, and that comprises the 10 percent local match that's provided by Caltrain.

Council Member Wolbach: Do you mind if I ask just a quick follow-up? Thank you. I guess I'm still not clear, because \$15 million I don't think usually equals 80 percent. Again, maybe I'm just ...

Mr. Mello: There was a recently constructed project in San Bruno that accessed Section 190 funding. They received, I believe, 10 million in Section 190. The total project cost was 160 million, so they cobbled together funding from MTC, the regional sales tax and several other sources. Section 190 by no means would cover a large majority of a project of this scale.

Council Member Wolbach: The allocation is not coming from the Section—that 80 percent allocation is not coming from Section 190. That explains my confusion.

Mr. Mello: It's 80 percent up to \$5 million per year.

Council Member Wolbach: Thank you for clarifying that for me. Yeah, I think that that's it for my questions for right now. Thank you very much. By the way, welcome to the gauntlet.

Mayor Holman: Vice Mayor Schmid and then other Council Members.

Vice Mayor Schmid: Just a couple of comments and thoughts. The three elements we're looking at tonight are so intertwined it's hard to separate them, one from another. Let me just make some simple points and talk about the context. We talked about Context Sensitive Solutions, and one of the players there has to be Palo Alto. Presumably what we say is helping define what the Palo Alto context is as we approach this decision. The Census Bureau has just come out with a new study of ratio of commuters to residents in the job market. Palo Alto comes in fourth in the country of all cities over 50,000 with the highest ratio. Right above Palo Alto is Manhattan. Right below Palo Alto is Washington, DC. There are no other California cities on the list of top 20, not San Francisco, not Santa Clara. Note that Palo Alto has some unique geography. You go to the east, there's

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a Bay. We don't have a bridge leading from Palo Alto to the East Bay. You go to the west, there's mountains and foothills that are protected as open land. That means our commuting corridors are north and south in a fairly narrow band. We know they are congested including now the rail corridor. Last week, I think we spent three hours looking at an east-west route, Charleston-Arastradero. We scratched our head and say, "This is crowded too, people trying to cross." There are so few corridors that can penetrate the rail lines coming through town. This is one of them. It's not just to get people to their jobs, but it's to get kids to the schools, people to the libraries, to community facilities, to shopping. We had an estimate that in the near term we're likely to see a 15 to 55 percent increase in east-west traffic. That means we're extremely sensitive as a community to what takes place on the north-south, that every increase in that north-south traffic has an impact on our City life, quality of life in our City. The only suggestion given in here, alternative, to deal with grade separation is a sales tax. Sales tax has two critical limitations. It's a regressive tax. Lower income, middle income people spend more than others—just the note on it. Looking at the numbers, there's only what? Between 10 and maybe 40 percent at the maximum we could get to pay for grade separation. I look at the context of Palo Alto and what we can do, what we should be doing to deal with this. I see only three principles that are important. Number one, relieve in-town traffic congestion by grade separating the rail lines. Number two, slow the rate of growth of new commuter jobs over new residential units. Three, come back with taxes or fees on business to pay for grade separation, not asking residents who are the ones who suffer from it to actually pay rather than those who benefit from it to pay.

Mayor Holman: Thank you, and timed very well even. Council Member Scharff.

Council Member Scharff: I guess I had a couple of things. One, are we going to look at our Guiding Principles? Is that part of the role tonight? Look at our statement where we—our official statement is to oppose High Speed Rail, is that one of the things we're supposed to be talking about?

Mr. Keene: Council Member Scharff, our sense was that that needed to be in here as background, also because we have new members of Council. I don't think we had any specific changes or anything we were thinking about. It's really up to the Council as to whether or not you think they either need discussion or are there any principles that might need changing.

Council Member Scharff: I guess I would sort of throw it back at Staff. I was intimately involved in it obviously at the time of putting these together. When you read them now, they start to feel a little dated frankly. Time has

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moved on. I mean, we might want to talk about having principles that High Speed Rail shouldn't restrict Caltrain capacity. They're about to come out, I thought, with a new business plan and funding plan. We talk about the revised HSR business and funding plans. I'm not sure we have to do that yet, but I think we should start thinking about if we're going to have a statement, making sure that it's relevant. There may come a time when High Speed Rail is so far along, if it gets along, that our position shouldn't be that it should be terminated. After they spend so much money on it, it may not make sense to be terminating it. I think we may want to start thinking about where that goes and at least look at that situation as we progress through this. I do think on an overarching thought what we really need to do is to come up with a plan. I'm all for authorizing Staff to spend what it needs to make circulation work. I really liked it when the Assistant City Manager, I think it was, Ed Shikada said we could look at circulation. I was thinking about that a little bit. If you look at the costs that we have for some of this stuff, about whether or not to maintain the turn movements. Turning right on Alma is really not a problem. I mean, you can always find a way to turn. It's that left turn at rush hour on Alma; you simply can't do it without a light. I drive up to Churchill and make my left there to get onto Alma. Getting onto Alma anywhere else—I mean, getting on Alma off Page Mill doesn't really work with that left; there's no light there. If you're anywhere there and you want to get onto Alma, you have to basically, I think, go to one of the crossings where you have that. That doesn't mean that we couldn't put a light somewhere. It doesn't have to actually be at those places. It doesn't mean we couldn't fix Oregon to allow people to get on there. I'm just thinking there should be some good circulation plan that works. I think that's where we have to think about it. I think, at like Churchill for instance, it may make sense to do the cheaper alternative, if that's what happens, where we do just a depressed roadway for 90 million or it may make sense to do the 184 million where we maintain the turn movements. I'm just not sure with those three property acquisitions; we need to look at that. I think it's too early in the process to say what to do without a lot of Staff work. I guess what I'm looking for is how do we authorize Staff to come up with a circulation plan that makes sense. I think without a plan it's very hard to evaluate what to do. I think when I read this, it's pretty clear that if we did a trench, for instance, the trench doesn't go as far as Churchill. It's really those two. Therefore, what do we do about the Churchill crossing and possible others? I think it's really all about circulation on this and maintaining Caltrain capacity and maintaining east-west movement. The other thing, I guess, I wanted to say is I think we have more time than we think a little bit in some of this stuff. I was having a conversation last week with the Director of Planning for San Francisco. We had a long discussion regarding when are they going to get Caltrain down to the transbay terminal. He said the current EIR process and the route they

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have for it to—I guess it goes in some sort of "S" curve or something through there—doesn't really work. We need to re-look at this. We need to say—there's new boring technologies that may make this better and may make it much more practical. He said we're probably at a minimum of 15 years away from getting that portion done. I was thinking to myself we also may have better boring technologies and technology may actually change where things could be different. I don't know how long this process really takes. I think that's something we need to think about as well. I think this is a very difficult question on where to go next on this stuff. I do think that circulation and coming up with a plan for that probably makes the most sense.

Mr. Keene: Thank you.

Mayor Holman: Did Staff have any response to that? Any comments about boring for instance?

Mr. Keene: I don't know on the boring side. Obviously I think Council Member Scharff was responding to really what is the Staff recommendation as it relates to studying the circulation components. We also do have recommendations related to more detailed study on the grade separation concepts themselves. I mean, for example, to make a 2 percent grade an actual possibility, we've got to have much more detailed analysis and work done on that. I think we've had some preliminary feedback that indicates from some of our partners that they would welcome that more detailed information. Obviously if we were to trench and we were to move from 1 to 2 percent, I mean we've cut our costs right there in half for the project. If we look at the circulation components, that starts to give you other choices, not only as far as quality of life but—I'm assuming that these things are going to be different variables that are going to play in different combinations, both the circulation and the approach that we use. We are saying that we don't have the information we need right now to drive towards taking control over our own fate. What we are pointing towards is that's a key piece of the recommendations, I think, that are here today. (crosstalk).

Council Member Scharff: When we do that bike and pedestrian tunnel, like at Churchill for instance, even if we don't depress the road, it would make a huge difference if we got those bicycles off going on that.

Mayor Holman: Council Member Burt.

Council Member Burt: First, I'd like to say that I agree with Council Member Scharff especially on the point that we shouldn't be reacting so much to what High Speed Rail has been thrusting forward and have that dictate our

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own sense of timing and process. I think that what they are planning to do is a prescription for failure. It is the sort of process that resulted in the horrendous backlash on the Peninsula previously. Now, we need to recognize that this is not a four-track system, a full four-track system. It's a hybrid, blended system eventually, so the impacts are not as great, but they're making the same process errors. An 18-month cycle time for this complexity of an EIR is not realistic. Part of what we need to do is not do what the Staff Report has kind of driven us to, which is how do we contend with this 18-month period. We need to strongly, clearly oppose it and rally the support of the other cities on the Peninsula to share this. I can tell you at the Local Policy Maker Group meeting, which is the one representative from each city advising Caltrain modernization, that group was completely caught off guard by the High Speed Rail EIR action. The only reason it actually came before the Local Policy Maker Group was because I was alerted by CARRD members that the last High Speed Rail Board meeting in August had in fact authorized this, and Caltrain was not bringing it before that body on their own. They didn't bring it before the technical working group which preceded it by days. This goes to we've had a process that started off with real shortcomings in transparency by High Speed Rail on multiple fronts. They may be starting to try to correct themselves, but I think they're taking partial measure to correct themselves. They said, "We'll incorporate some CSS-like components to the process." That's not going to cut it. We and other cities need to be real clear. Part of the problem is we've had a real turnover in many of the electeds and Staff members who were engaged in this, not only in Palo Alto but throughout the Peninsula, since we had our heavy lifting on this from 2009 to 2012. There's going to be a re-education process for Staffs, electeds and the public. We will also see kind of awhile for this to actually percolate in terms of the concern level, I believe anyway. It's going to take a little while for people to absorb what are the potential consequences to this. We need to be clear in terms of what High Speed Rail is proposing. They're proposing up to a total of 20 trains per hour, four trains per hour per direction from High Speed Rail and six trains per hour per direction from Caltrain. Twenty trains per hour, one train every three minutes with what amount of downtime and recovery at the signals. We would have virtual gridlock with that amount of trains. They are proposing zero dollars from High Speed Rail for grade separations. They are suggesting that they will help fund quad gates, and that's their intended solutions. We have a big disconnect between what they're proposing and what is at all feasible. Also, they're saying that the CEQA process will address the impacts on us. As we know from the Caltrain electrification EIR, there's a State and a Federal environmental exemption for the impacts of additional trains, under the notion that they're a progressive improvement to transportation and, therefore, you can't squawk about those impacts. It's false when High Speed Rail has claimed that we're going to be protected by

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the EIR process just like it was false when previous High Speed Rail representatives made those same claims. I'm going to want to revisit in the next go round what we should do and what actions we should take from this point forward.

Council Member Berman: Thank you very much. I agree 100 percent with Council Member Burt in regards to the inadequacy of the process and the accelerated EIR timeline and the unnecessariness of it. As we've seen from recent articles, High Speed Rail is nowhere near obtaining the funding they need to get anywhere close to the Bay Area and the Peninsula. We should push back as forcefully as we can. I think kind of taking a look at what process we took before I was on Council in terms of working with other cities to get critical mass and get everybody educated and hopefully on the same page in terms of what type of collaborative reaction we should have to High Speed Rail to let them know that both the process that they've taken in terms of letting folks know about this and really springing it on all of us and the process they want to take moving forward isn't sufficient. I have a couple of questions. I guess first a couple of comments. In terms of the approach that the City wants to take and the Staff proposed in terms of Section 190 funding and Section 130 funding, to the extent you're looking for us to say we agree, I agree. You guys made a pretty good case for both of those. I have a question about how you guys—I guess first question is in regards to the cost for the grade separations, did those include the cost of the property acquisition? It does, so Richard is telling me yes. I just wanted to make sure. For the cost of the trenching, I just don't recall from the discussion we had on this last year. Was that an open trench or a closed trench or is there not a huge difference in the cost?

Richard Hackmann, Management Analyst: Thank you, Council Member Berman. It was an open trench. Just to clarify on the parcel acquisitions, the figure that Hatch Mott MacDonald used in their development of the cost figures was \$2 million for a full parcel and \$1 million for a partial parcel take. I'll leave it to you as to whether or not you think those are accurate of the real estate prices we're dealing with today.

Council Member Berman: Obviously a lot of this will have to be updated. What's that?

Mr. Keene: It's two years old.

Council Member Berman: Yeah. It probably also depends on the size of the parcel, while we're at it. That's understandable. It was an open trench. Do we recall was it a lot more expensive to do a closed trench? I don't remember; I don't expect you to.

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Mr. Hackmann: Here's what I can tell you. There's actually a 2011 Hatch Mott MacDonald study that looked at some two and four-track options. The issue with the closed trench is once you cover more than 700 feet in length, you need emergency exits and HVAC systems that make it a lot more complicated. Covering less than a 700-foot segment for an open space area or some sort of pedestrian crossing doesn't greatly increase the cost. When you talk about covering the full length, it would be a significant increase.

Council Member Berman: 700 feet, so 230 yards. I'll do some math on my own while other people are talking. I'm not sure. Then the question would be how much open space do you need in between each 700-foot ...

Mr. Hackmann: I don't recall the exact amount, but it's at least 100 feet.

Council Member Berman: Which isn't that bad. I'm curious to know what could one accomplish over 700 feet. I bet you could build a pretty nice dog park, but are there other things that you could do. And bike trails and running trails and that kind of thing. Where did we get the calculation that a 30-year 1/2-cent sales tax measure would generate 179 million of bond revenue for Palo Alto? The reason I ask is—obviously they're not directly correlated—Palo Alto makes up 3 1/2 percent of the population of the county, and 179 million out of 6 billion is only 3 percent of the total sales tax revenue that the County is estimating would be generated by a 1/2-cent 30-year sales tax measure. I thought for sure we generated more than our kind of population's share. That just seemed low to me. I could very much be missing something.

Mr. Shikada: I was just going to comment that we've looked at it in a number of different ways. That was not one of them. I think the reality checking of the cost estimates really should be an ongoing effort. This was our preliminary guess at this point.

Mr. Keene: I think we'd need to run some more analyses, because the obvious 30-year yield in a kind of pay-as-you-go period is actually more than that \$179 million. That's based on thinking about having the money right off the bat (crosstalk) bond it. The discount rate—obviously we're getting into the present value of money. It's actually a lower figure, but if we factored that in over time, they start to equalize.

Council Member Berman: What is the County's calculation? I thought they were doing the same upfront bonding the money, but maybe I'm wrong on that.

Mr. Keene: I think they were just running what a straight yield would be over the time period, which would be very different.

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Council Member Berman: That would explain a lot of that.

Mr. Keene: I mean, if you even just took it the way we calculated it, the straight yield over the period is what? Something like \$384 million.

Council Member Berman: My time's up.

Mayor Holman: Yeah. We'll circle back around.

Council Member DuBois: I'd like to touch on three areas, I think, goals, funding and then, if I have time, kind of definition and scope. I might come back to that. I have to say I see the three topics as really one comprehensive solution. Council Member Schmid talked about this rail corridor that cuts Palo Alto in half. Congestion at grade crossings is a concern. I don't think people have really mentioned safety and noise along the entire track. Now we see a lot of graffiti; it's now visible. The other point is whether High Speed Rail comes or not. I think if High Speed Rail doesn't come, Caltrain will expand and we're going to be at that 20 crossings an hour. Marc started to touch on the cost of the alternatives, and seizing homes doesn't seem to be any real good alternative. Even the lower cost one of seizing some homes but no turns off of Alma, I think then Alma starts to become more of an expressway. I'm definitely in favor of a trench. If you look around the Bay Area, we've got tunnels in San Jose, in San Francisco. Reno built a train trench downtown about 2 miles long. There's a 10-mile trench in LA along Alameda Avenue down there. I'd really like to see us learn from examples of how did other cities and areas kind of pull these things off. Maybe if we do further study, that can be part of it, really kind of looking at other successful projects. I think we really need to think big, and we're going to have to consider all sources of funding and cobble everything together we can. Should we do minor changes on Churchill under Section 130? Sure. I'd like to see us think big. I'd like to see us really think about a mid-Peninsula trench that could really impact a lot of people. I think it should be supported by our businesses, by Stanford. It would really contribute to the vitality of Silicon Valley which is a big part of the GDP in California, which is a big part of the GDP in the country. I think we need to frame it that way. When I say thinking big, I'm really thinking multicounty, multicounty. I would start including Mountain View and Redwood City, all the way through. I'd like to understand if there are economies of scale. When we get to the 2 percent/1 percent part of that, that grade is driven by how long that trench is. There might be some economies of scale. Also, I think the longer trench is really the best long-term solution. If you start to look at amortizing these costs over 50 or 100 years, then it also starts to look a lot more reasonable. I really think we are talking about a 50, 100-year kind of solution. The Staff Report listed kind of six constraints.

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It said we need to stop trenching. I'd like to challenge you guys to really get creative. If we were to go for a larger thing, could we break through some of those constraints? Lowering the boarding stations to below grade could create some new opportunities, both above and below grade. I think working with Menlo Park could be a positive. It's not necessarily a negative. I don't think we want this thing to be a rollercoaster, kind of going up and down. The freight train is an issue we haven't really talked about but we need to resolve. If there are creative solutions there, it might resolve the closed/open trench discussion too. I think that's an area where technology might be changing. In terms of funding, like I said, I think the answer is all of the above. I think we really need to pitch this as something that would be suitable for Federal funding, for State funding, for regional funding. Employers need to get involved. As mentioned, value capture. Again, I think we need to look at is there a way we could capture additional revenue opportunities, like the way San Jose is doing with their BART stations. Again, is there even a way that High Speed Rail would produce (inaudible). I think if we did have a trench, a lot of those objections might disappear. I think the big thing is really looking at a financing plan that could potentially include multiple cities, multiple counties and can we build that kind of coalition. I think Council Member Scharff was saying we need to have a plan. I think it's a plan for financing before we even get to the engineering. In terms of definition and scope, I wonder if some of the things that the previous consultant report didn't investigate, I've heard second hand, is it possible to actually build a trench leaving the tracks in place. Some people suggest that it is. Another idea was also could you potentially move the tracks so they're partially under Alma in kind of a long-term configuration. I have one quick question, and I'll stop. Was this the kind of thing where we'd consider kind of a design/build RFP all at once or is there a reason we would kind of split it apart?

Mr. Shikada: I suspect it's premature. We haven't really got into it at this point, but would certainly be something that could be considered as we go further down the process.

Mr. Keene: This would be our advocacy for a particular position, obviously.

Mayor Holman: Thank you. A question for City Attorney. High Speed Rail is wanting to go forward with the EIR and move ahead with this, but there are an awful lot of lawsuits pending. I guess, how can an entity even propose to move ahead with other EIRs with so many lawsuits pending? There's the potentiality of just having a patchwork system, which has been talked about before, a patchwork system. Here we are again in another, it seems to me, patchwork scenario.

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Ms. Stump: Thank you, Mayor Holman. Your question is a very broad one. The Staff Report identifies a number of different lawsuits. They concern different legal theories, different statutes, and different segments of the line. The High Speed Rail Authority has determined that they are able to issue this initial draft and get this process started. I have no doubt that various concerned parties up and down the line will be looking at those processes and asking if the environmental rules and other laws are being complied with at each stage. It could be that some challenges are brought. I think at this point they've looked at it, and they feel they're able to take this initial step.

Mayor Holman: In the bigger picture though, even if they can take this initial step, the potentiality still exists. I guess it's more of a comment. It seems to me more of a potentiality exists certainly for a patchwork kind of system, which has been one of the concerns all along. In terms of wanting to expend some funds for drawings, we're going to need them whether it's HSR or whether it's Caltrain. We're still going to need the drawings for the community to understand and decision makers to better understand what we're looking at visually. Nothing tells a story better than a picture. I would support some funding on that. I also would like to suggest that we might be able to find very similar circumstances with other cities fairly near to us that we could share the cost even of that with other cities. I also agree with some of the comments that have been made about comprehensive solutions and about not letting the High Speed Rail Authority try to tell us what we're going to do and when we're going to do it. It isn't the elephant in the room, because it's been identified as an elephant a long time ago. That doesn't mean, though, that we have to be whip-sawed by it. I think Council Member DuBois was talking about looking at a broader scheme with other cities north south. I think that's true. When it comes to both north-south, the letter that the Mayors and City Managers that you have in front of you we talked about comprehensive solutions. Vice Mayor Schmid commented about this too, comprehensive solutions. While we are pretty much driven by the Caltrain line and 101 and 280, that's all north-south, but we do need to have some more comprehensive discussions about east-west migration as well. That also means cooperation with other cities. I'm going to stop there. I think there were at least three other Council Members who wanted to have a second round of comments. Why don't we try to see if we can make this second round, let's try to do three minutes. If we need another round, then we'll do that. Questions and comments still. Council Member Scharff.

Council Member Scharff: I obviously would be thrilled if we had a comprehensive solution along the lines of what Council Member DuBois said. One of the things I think we have to think a little bit about is that the regional agencies which should be driving those, which are basically the Caltrain Board and VTA, have shown no inclination to do this. Whereas, I

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would love to just go along with Council Member DuBois' points on this, I don't want us to end up doing nothing because we want the pie in the sky solution that doesn't make sense in terms of a regional trench that we can't get support for, which goes from Redwood City through Mountain View. I do think we need to think about practically how we get circulation. In terms of the practicalities, when Staff looks at the circulation which I hope we'll do, that's what I really hope the direction we move in is, we also ask ourselves questions where we've said that we don't want an elevated track, but when we said we don't want an elevated track, we're thinking 10, 15 feet in the air. I mean, if you elevated the track 3 feet and had to take 30 less homes, I would make that tradeoff, because it's an aesthetics and noise issue. That's what we need to understand. What I think we really need to do is to understand how we can get circulation to work here, and also the timing of all this stuff so that it works. I don't want us to just spend all of our energy on a regional trench or something like that. I mean, obviously I think a shorter trench makes a lot of sense. I just think without VTA and Caltrain, we're probably not going to make that work. Who knows?

Mayor Holman: I don't see a light but remember Council Member Burt had something else. Council Member Burt.

Council Member Burt: I don't think that we're in a position to begin to tackle what major alternative or alternatives we should pursue. I do like the portion of the Staff recommendation that we move forward with additional analysis of circulation. However, this shouldn't be a purely Staff-driven process. We have made the case to the High Speed Rail Authority, and we made it successfully, actually to Caltrain and the High Speed Rail Authority when we had the previous version of the Peninsula rail program, this commitment to Context Sensitive Solutions. Those of you who have not had a chance to read through some of the materials on what this would mean or hear what Elizabeth described about it, it's a real problem-solving methodology. We should not be demanding that Caltrain and High Speed Rail adopt that process, and then we as a City go about a different process. We will do a better process within Palo Alto and as Palo Alto relates to these other matters through adopting a methodology like this. It's iterative, so it doesn't mean that we go through the whole Context Sensitive Solution process before we begin to gather additional information, for instance, on the circulation. What we do on that study may very well be informed and be a better study as a result of engagement with stakeholders and the community. I think we want to adopt CSS as our process. If we look at our Guiding Principles, I think we already actually have it there. We want to have some specific requests of High Speed Rail and Caltrain. Caltrain is a part of this, and they can't be left off the hook and say, "This is High Speed Rail's fault, and we don't really have much to do with it." There are

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representatives on this corridor, and they need to stand up and insist on the right process and the right amount of time to begin to figure out what are the right solutions. The EIR should not be an 18-month EIR. They should agree to fully recommit themselves to Context Sensitive Solutions as the process, and that they should commit to full transparency. Right now the High Speed Rail Authority has been going down the same trap of believing that they can succeed by withholding whatever information they have to a great extent from the public and from the cities that are affected. We need to insist otherwise. It really is misguided on their behalf. It's sort of this ramming it forward and lack of transparency is the very way that this will blow up again. Then they'll be calling people NIMBYs and whatever name-calling they want to do, because they are not embracing a constructive process that is designed toward problem solving and really coming up with best solutions. I would like to just add one other thing along the lines of what Council Member DuBois was talking about. We really should be thinking in terms of a 50 to 100-year timeframe. I was recently thinking about in the 1930s in Palo Alto, which was then North Palo Alto, we constructed three major interchanges, and in 1960 a fourth one. We have the Embarcadero underpass. We have the University Avenue underpass. We have a trench of El Camino Real that goes under University Avenue. This was done in the Great Depression without the resources that we have in Silicon Valley today. Our business leaders and other political leaders in this region have taken a mindset that we can't possibly do it right. Yet, in that era we could. Eighty years later, we're still deriving the benefits of those investments.

Mr. Keene: Madam Mayor, may I just ask a follow-up question of Council Member Burt on his comments? What I heard were two things. One, as it relates to the City pursuing its own circulation study, but asking us to do so within the Context Sensitive Solutions approach. A separate issue, though, related to CSS and the High Speed Rail EIR and this conversation on engaging Caltrain on our behalf on that. Correct?

Council Member Burt: Correct. The third part is to insist that the timeframe to accomplish the EIR and CSS be driven not by whatever timeframe they're interjecting without telling anyone why. Instead, it be driven by what's the right amount of time necessary to do the process correctly.

Mayor Holman: Council Member DuBois.

Council Member DuBois: I agree we can't rely on VTA or Caltrain to lead on this. (inaudible) VTA of Santa Clara County only. I think Caltrain would need to be involved, but they aren't impacted the way the cities are. I think we'd have to form kind of a new multicity trench organization that would

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lead on this. Again, I mean, you look at BART in Berkeley. BART did not lead that effort. Berkeley had to fight tooth and nail to get a tunnel. I think that's just expected. I don't think those are the organizations that would lead on this. Again, just in terms of funding sources, regionally I think we are going to have to probably cobble together lots of different sources. I think we may need to look at some kind of train assessment district or a business tax, transportation tax. Thanks for the comments on the Staff Report. If the only contribution VTA was going to make to grade seps was the number that was in the Staff Report, I think that would strongly influence me to more seriously considering a City sales tax. I mean, I think—we're going to talk about Item 3 a little bit later. We're going to have to negotiate hard. Unfortunately, I think it is a zero-sum game when it comes to funding these projects. I just want to say I support CSS. I think that's critical. Again, we would use that process to explore some of these alternatives. Before we constrain ourselves, I'd like to start thinking big. It may not be practical, but I think that's where CSS would help us flesh that out.

Mayor Holman: Thank you. Council Member Berman.

Council Member Berman: I like the idea also of having a CSS process for us with hopefully the goal being us actually coming up with a position that we've taken of what we want. There are a lot of different ways that we can go, and a lot of different options. Having a community-involved discussion of all the tradeoffs and all the benefits and all the costs to actually come to what the City's policy is, I think would be really helpful. Council Member Burt alluded to the fact that the High Speed Rail Authority hasn't really given any reason for their 18-month EIR process. Are you guys aware of anything that he might not be or we might not be? Are they really not being very forthright?

Mr. Mello: What they've said publicly is they want it to align with the schedule for the Gilroy to Merced segment.

Mr. Keene: I would conclude that they haven't given a—I would agree with Council Member Burt. That is not sufficient explanation.

Council Member Berman: What's the rush? It's baffling, and it really does lead to a lot of distrust from our end, which was something that I thought they were trying to work to remedy after what happened previously. This is obviously going in the opposite direction with no real reason stated as to why they're doing it. We don't need to get into this kind of stuff now, but as we look, as Council Member Scharff was talking about, to revising our Guiding Principles, I do think that we need to be open-minded to any and all

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different revenue sources possible. I know one thing that we say here is these improvements must be funded by Caltrain, High Speed Rail and/or other external funding sources. One thing I absolutely think is that High Speed Rail, I mean they're really trying to get away scot free without having to provide any funding for mitigating these impacts. I don't know if we should maybe be a little—I don't know if we want to be that prescriptive in terms of what funding sources we have. As that comes back, it's something that maybe we should look at. I also agree with Council Member Scharff, I think, and maybe others in talking about the hybrid crossing option at Churchill. If it is 3 feet or 4 feet or 5 feet elevated, what the tradeoffs of that are, I think, is something that we should really consider. That could be part of the conversation. I like Council Member DuBois'—I mean it's something that I had written, partner with other cities. It might not happen, but I think it's a conversation that we should have to see what kind of willingness there is in other surrounding communities and what that might mean in terms of economies of scale on a bigger trenching option. I'll reach out to some friends who are on Councils in Mountain View and Menlo Park and other cities. I would encourage Staff to do the same to their colleagues.

Council Member Wolbach: My thoughts on some of the things that have been said. I just want to let my colleagues know where I am at among these issues. Definitely yes, I'm supportive of enabling Staff to go out and do more study and to start really studying circulation options and studying grade separation options and outreach to other cities to explore whether linking up with other cities is an idea that has a lot of receptivity or is a non-starter and we should focus on a more modest proposal. I definitely agree with Council Member Scharff that we don't want to abandon doing something very significant aiming for the perfect. We don't want the perfect to be the enemy of the good. If there are things that we can do, partnering with other cities, that actually give us cost savings, I'm definitely not going to say we should rule them out in advance. We'd be crazy to do so. I agree about the importance of Context Sensitive Solutions, and the importance of pressing gently but pressing Caltrain to be very clear and join us in demanding the transparency and realistic timelines and Context Sensitive Solutions, all the things Council Member Burt has highlighted. On the question of grade separations and thinking about our priorities as that goes, I guess the way I would list my priorities when it comes to grade separations are safety first; then circulation, improving the flow of people whether they're on bike, pedestrian, cars, etc; third, cost, finances; fourthly, aesthetics. I don't think aesthetics are unimportant; they certainly are, but I think that safety, circulation and cost are more important than the aesthetics. Coming out of this, there are a couple of things that I think we need to not lose sight of. One, we actually heard it mentioned earlier by, I think, Adina Levin from Friends of Caltrain mentioned it, value capture is something that we should

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definitely—another gentleman in the audience also mentioned this. I think value capture in a way that is driven by our community priorities and land use priorities is something we should absolutely include in further studies and discussion. I also think that frankly, given that aesthetics is the fourth priority after safety, circulation and costs, I don't think that some degree of elevated tracks should be completely ruled out at the outset. I know that we haven't been supportive of that in the past. If that's the way to get grade separation throughout Palo Alto, I think we should have a serious, honest conversation about it. It's done in other cities on the Peninsula. There might be other ways to do it here more effectively. If it gives us the safety, mobility improvements and is more cost effective, I wouldn't rule it out. I just want to make sure that as we're doing really thorough discussions in the community and as we're doing thorough studies, whether it's Staff or consultants or both, and as we're considering this conversation, I want to make sure that we're keeping our options open.

Vice Mayor Schmid: I support Council Member Burt's notion that we need time and serious discussion around the range of issues that are involved here before committing to a time table. I do have a couple of questions about Context Sensitive Solutions. I guess I'm concerned a little bit about stakeholders as participants. I'm worried that the stakeholders involved are the ones who define the issues, who limit the boundaries of discussions, who set the costs and benefits, who benefits, who pays, and sometimes in there secondary impacts can get lost. I think as representatives of community and other communities around us need to have their clear voice in whatever process we get involved in.

Mayor Holman: Just a couple of things. One is a question for the Staff perhaps. When would we start the CSS process? When would we start that? When would be the appropriate time to start it?

Mr. Keene: Thank you for that, Madam Mayor. I'm assuming maybe we're getting close to sort of a conclusion of the Council's discussion on this "1" and "2" part. If I could speak a little more expansively in response to your question, because I think it's connected to a number of different things. By the way, I would just add our voice on the Staff just listening to you talk to the community members who spoke that this is a kind of sort of pivot point, I think, for the City from where we had been in reacting to High Speed Rail and in some ways maybe even just reacting to the Santa Clara tax measure to really being proactive about how we move forward. If I could use a metaphor, maybe it's not completely apt, but it's almost like we're reaching a point of adaptation as we would in facing an important systems problem. We've got to adjust to climate change, and we've got to face those issues and take them on. In this same, whether it's High Speed Rail or not, we've

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got Caltrain which is vital. We have to adapt to the reality of that over a long period of time and take our destiny, I mean, much more in our own hands than ... That's what I see happening here. Here were the different things that we've talked about and that the Council has commented on. We need some more circulation analysis and study as a key component, and that you want us to pursue that within a Context Sensitive Solution approach. We also need at some point more detailed engineering work done. The question of what the scope of that engineering work would be, whether it's just within the City or in a broader kind of context, and we also need a financial analyses and strategies. We have these other issues of reframing the timeframe with High Speed Rail and enlisting Caltrain on our behalf in relation to that in advocacy for CSS and those approaches. As Council Member Scharff brought off, all of those things do start to beg the question of the need to reform or amend some of our policies now, because there are some different directions you're going to be giving us. My thought is we need to come back with a little bit more meat on the bone about what these processes involve. I would like to get from the Council a little more clarity, before we come back with that report, how you see the sequence of the circulation piece, the engineering and the financing pieces. Are they sequential in some way or do you want us to come back with some options as it relates to all of those? That's my way of saying I don't think we could tell you right at this moment what the timeframe would be on the circulation piece and the CSS. I think we'll huddle and we'll be able to give you a date for when we could come back with a bigger sense of what it will take to do this further analysis. Now that said, as it related to the timeframe and the Caltrain role, I had already spoken with Caltrain Director Jim Hartnett last week about the fact that we were going to be having this meeting, and that our Council was interested in us being able to meet very directly at the highest level with Caltrain on this. I think that much more immediately even we could begin to have some talk about the timeframe on High Speed Rail and Caltrain's role. I would just offer the Mayor, you might want to think about if you want to appoint any reps from the Council to work with us on that. I hope I was clear in answering your question. I do think just a little bit more sense of if we bring back a summary report about what our next steps would be like. I think we're clear on the circulation and CSS. I'm not as clear as to whether or not there's a consensus on the Council about sequence or how far you want us to go on the engineering and financing pieces. Thank you.

Mayor Holman: Thank you. Just a couple of comments here. There was a pretty strong request sent to VTA to work on a comprehensive solution, a regional plan for transportation. That was from what? Like 11 cities. VTA said thanks but no thanks. If we can't rely on VTA to do that, then it seems like as a part of this we might consider partnering with the other cities on

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our own to get that kind of a study and plan done. It needs to be done. VTA said, "We just don't have time." For something that's going to be in place for not only decades but decades upon decades, there's not time not to do it. That's one. We can look at what the right time is to start that, but we probably shouldn't tarry too long. I did want to respond to something that Council Member Wolbach said. In terms of prioritizing safety, costs and cosmetics, aesthetics, I really would not prioritize them. Of course, safety is the number one. Of course, that one's a no brainer. The others I would not put them in a hierarchical fashion because they're all equally important. That's why CEQA, for instance, requires them all to be studied, evaluated and mitigated, if not eliminated. I really wouldn't put them, duly respected, I wouldn't put them in that kind of an order in case that happens to catch on with any other colleagues. I think that may be—I think I can stop there. Council Member Burt, you have a motion.

Council Member Burt: Yes. First, before the specific points in my motion, I did want to say that regardless of whether High Speed Rail does or doesn't come to the Peninsula, the nearer term, longer term, ever, we're going to see a need for a greater number of trains on the Peninsula. The challenges remain whether they're coming or not. It really behooves us to re-engage on this and begin trying to take the bull by the horns ourselves, so that we really are moving as much as possible away from a reactive mode. One of the ways that we were engaging this in a real significant way before was our Rail Committee. We've wanted to try to minimize ad hoc committees or even standing committees in this case as much as possible. I think it's pretty clear that we need to reappoint and re-engage our City Council Rail Committee. My first component of the motion is to have the Mayor reappoint the City Council Rail Committee. Second, for the Council to direct Staff to return in the near future with a preliminary plan for a Context Sensitive Solutions process, long term and near term for Palo Alto, to address rail impacts and the future of rail in Palo Alto. For Staff to also return with a recommendation for a first phase circulation study. I'll just say as an aside, not part of the motion, that I don't think this is an iterative process. Just like what we did over a year ago on the grade separation analysis, it's not the end all, it's not the full design, but we need to get going. Returning to the motion, in addition for the Council to direct Staff and our Mayor representing us to convey clearly to both the High Speed Rail Authority and to Caltrain the following: the full Context Sensitive Solutions should be retained as the process for High Speed Rail on the Peninsula; the timeline for the High Speed Rail EIR on the Peninsula should be adjusted for adequate timing for the EIR and for full integration with the CSS process.

Council Member DuBois: I would second.

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Mayor Holman: I think you have numerous seconds. I think I heard Council Member Scharff second it first, I believe.

MOTION: Council Member Burt moved, seconded by Council Member Scharff to:

- A. Have the Mayor reappoint the City Council Rail Committee; and
- B. Direct Staff to return in the near future with a preliminary plan for a Context Sensitive Solution (CSS) approach to address rail impacts and the future of rail in Palo Alto; and
- C. Direct Staff to return with a first phase Circulation Study; and
- D. Direct Staff and the Mayor representing the Council to convey, clearly to both the California High Speed Rail Authority and Caltrain:
 - i. The full Context Sensitive Solutions approach should be retained for the process of High Speed Rail along the Peninsula; and
 - ii. The timeline for the Environmental Impact Report (EIR) along the Peninsula should be adjusted to include adequate timing for the EIR and adjusted for time needed to fully integrate CSS in the process.

Mayor Holman: Council Member Burt, would you care to speak to your motion?

Council Member Burt: I've really spoken to most of it already. I would say the only other thing that I want to add, but I didn't want to have it as a directive of the motion, is that as the Mayor spoke about the challenges of having VTA partner with the North County cities and other collaboration challenges, we're going to really need to engage with our elected officials at the State and County level. Assembly Member Gordon and State Senator Hill as well as County Supervisor Simitian who represents us and has a great deal of experience with this issue, we need to ask them to re-engage on this just as we're re-engaging and to come and have support, and also to have them be—I'm sorry, I'm not asking for this part to be in the motion. Have them really help pull together a collaboration of cities on the Peninsula.

Mayor Holman: Council Member Scharff, care to speak to your second?

Council Member Scharff: Yes, just briefly. I think this basically captures what we discussed as a Council, and I think it captures it well. I guess the only other thing I would say is I do think this is going to be a long slog, and it's going to take intense focus. That's why I'm really glad that we're

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reappointing the City Council Rail Committee. It takes that kind of focus, frankly, on a monthly-type basis to move these things forward. I think it's a really good motion, and I thank Council Member Burt for it.

Mayor Holman: Council Member DuBois.

Council Member DuBois: I think it's a well-crafted motion. I've already said I think this is a really critical structure for the long term. I'm willing to personally dedicate a lot of my own personal time, reach out to officials in other cities. We also have an incredibly knowledgeable and smart community. I'd love to hear ideas and hear from people who are willing to contribute their time on this effort. I would offer a minor friendly amendment to "B," that we include an option for kind of a mid-Peninsula solution. I would offer "to address rail impacts and the future of rail in Palo Alto and the mid-Peninsula."

Mayor Holman: Council Member Burt?

Council Member Burt: Yes. Just simply add "and the mid-Peninsula." Is that what you're saying?

Council Member DuBois: Yeah. I mean I understood what you were saying. You were including reaching out to elected officials (crosstalk).

Council Member Burt: Yeah, I understand. I just wanted to be clear on what you were saying. It's simply under "B." After it says "in Palo Alto," say "and the mid-Peninsula." That's great. If that's okay with the seconder.

Council Member Scharff: That's fine.

Mayor Holman: Council Member Scharff, okay. Good.

INCORPORATED INTO THE MOTION WITH THE CONSENT OF THE MAKER AND SECONDER to add to the Motion at the end of Part B, "and the Mid-Peninsula."

Mayor Holman: Anything else Council Member DuBois? Council Member Wolbach.

Council Member Wolbach: I'll definitely be supporting the motion. Thank you for crafting it. I think it's direct, it's to the point. I just want to ask colleagues and also Staff if we should include anything about the Section 190 or Section 130 in this motion, just to knock it all out together, and if Staff needs any direction in this motion regarding Sections 190 or 130.

Mayor Holman: Jim.

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Mr. Keene: I don't think we need direction on 190 really. I mean we're just not going to pursue that at this point in time, so I don't think you need that. We probably can proceed with the 130 piece without your motion. If you want to ensure that we do, then you can go ahead and make that.

Council Member Burt: I think it's appropriate that we go ahead and add an "F" then, that is direct Staff to pursue interim grade crossing safety measures through Proposition 190 and through other means.

Council Member Wolbach: Do we want to ...

Mayor Holman: 130 (crosstalk).

Council Member Burt: 130, 130.

Mayor Holman: 130, David.

Council Member Burt: Everybody got me on that one.

Council Member Wolbach: If I could just speak a little bit more.

Mayor Holman: Council Member Scharff, are you good with that?

Council Member Scharff: I'm good with that.

INCORPORATED INTO THE MOTION WITH THE CONSENT OF THE MAKER AND SECONDER to add to the Motion, "direct Staff to pursue interim grade crossing safety measures through U.S. Code Title 23, Section 130 (Railway-Highways Crossing Program) funding and through other means."

Council Member Burt: Let me just add to that that interim safety measures are a real need for us, and they're not to be confused with a longer-term solution. Both are needed, and there may be some measure that really could provide significantly greater safety than what we have today.

Mayor Holman: Council Member Wolbach, back to you.

Council Member Wolbach: Thanks. Thank you for that addition. Kind of taking off something—just a quick comment on this. Responding to something, I think, Council Member Burt said about taking the bull by the horns. I think it's important that we're really taking the initiative. I think this is really important as far as how Palo Alto comes together to focus on our future and to focus on the core challenges we're facing. I'm really excited about this. I'm really excited about us even recognizing that this is going to be a heck of a job. It's a funding nightmare. It's a logistical

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nightmare. It's a construction nightmare. It's a lot of challenges, but it's critically important that we're united around seeing it as a challenge but recognizing that we can't wait forever to do it. We're not going to wait for somebody else to do it. That gives me a lot of hope.

Mayor Holman: Vice Mayor Schmid.

Vice Mayor Schmid: I'm supporting, especially the notion of the Rail Committee reforming since this does take intensive work. Just a couple of clarification questions. "B" mentions the Context Sensitive Solution. The first step in the Context Sensitive Solution is to get a shared stakeholder vision. I guess I'd like to add some idea of who the stakeholders are who would be committing to build the shared vision.

Council Member Burt: Are you asking the maker? They didn't make the motion.

Vice Mayor Schmid: The maker or ...

Council Member Burt: Part of this process is essentially the opposite of your fear in the Context Sensitive Solutions. It is intended to be a broad, inclusive group of stakeholders. If you kind of look through the materials, this is why it's been successful. Context Sensitive Solutions came about on major highway systems in response to the traditional method where a state highway agency would want to build a freeway down the middle of a town, and they literally had an acronym for that. It was DAD, design attack defend. That was the process. Very interestingly, the lead project engineer for this system, High Speed Rail on the Peninsula, has recently come onboard here when at the LPMG meeting when I brought up Context Sensitive Solutions, he said, "I think it's great. I've worked with it extensively at Caltrans. It is a very effective process." You look at communities that have participated in it, and grass roots membership in communities. It really has been extremely effective starting with defining the issues. Let's not get ahead of ourselves of asking who they are specifically. The intention is to be extremely inclusive and deliberate.

Vice Mayor Schmid: Good. I guess we're just asking for it to come back. When it comes back, we'll have some places to look for its success. Second question. On the circulation study, I guess I noted last week in the Maybell-Arastradero, there was a mention of "we have a new Palo Alto traffic model that came up with surprising results." I suppose that the first phase of the circulation study will share insights from the new traffic model, what it's based on, what kind of numbers are generated, what assumptions are in it. Is that where we're headed?

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Mr. Mello: We could use the model to look at different alternatives, different circulation alternatives. It would be a very effective tool to look at motor vehicle circulation.

Vice Mayor Schmid: Is there anything else we have that would look at ...

Mr. Mello: There's the regional travel demand model which looks at it at a larger scale. We have some fairly significant sets of data that we collected through the Bike Boulevard program that look at bicycle and pedestrian activity along some of the corridors, some of which cross the Caltrain corridor.

Vice Mayor Schmid: I guess just as a Council Member, what we have to look at is the existing conditions report. When you come back with the first phase of the circulation study, it might be good to lay out the alternatives and what differences come out, depending on the assumptions you're making.

Mayor Holman: Council Member Berman.

Council Member Berman: Thank you. I support the motion. If you think about it, this is the biggest undertaking, the biggest project this City will take on at least in the next decade. I don't want to guess what's going to happen after that. This is massive. We all know that the status quo isn't sufficient for our future needs, possibly even for our current needs. The motion and this process gives this issue the attention, the time, the broad community input, the Staff time, the Council time, the Council expertise that it needs to do it right. We can't afford to do it wrong. I think it's definitely time that this get elevated towards the top of our priority list of things that we really spend a lot of time on. The sooner we do it and the sooner we come up with a more concrete idea of what we want as a community, the sooner we can start dictating to other agencies what's acceptable and what's not. This lets us get to that point. I think it puts us in a much better position of starting to get the decisions that we want from other agencies and the resources that we want from other kind of measures that we'll need to be able to fully fund this. I mean, I think it's exciting. Personally, I'm very energized by the conversation we've had and the future of this. As others have mentioned, this is the next 50 to 75 to 100 years of mass transit on the Peninsula. It's going to impact so many different people and walks of life and communities. Let's make sure that we actually do it in a way that makes sense for 75 years from now.

Mayor Holman: I have a question, perhaps it's for the Staff before it's a question for the maker of the motion. We've had this conversation this evening, and we've had conversations prior to this evening about circulation

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and about comprehensive planning. In the past, it was a City Council Rail Committee. I'm wondering if this point in time it really should be a City Council Rail and Circulation Committee. I want to ask Staff that, because is that going to be so big that it's going to be unwieldy for the Committee. I think of the housing committee. We didn't deal with just affordable housing; we dealt with all manner of housing having to do with the State mandate. I'd actually like Staff's opinion first. These things are so interrelated, and I don't want the Committee's hands to be tied by not talking about a variety of things that you can imagine might come up.

Mr. Keene: Thank you, Madam Mayor. It's a good point. One, I would be concerned that rail and circulation could be confusing; somebody might think that its charge was circulation beyond just the rail issue. Secondly, anticipating your other point, I'm assuming that at some point these questions about either a deeper dive in circulation or these engineering analyses or the financing plan strategies would be also things that would be in the wheelhouse of the reconstituted Rail Committee. I don't think you're going to move things ahead with just the circulation component. That's going to be used to inform those next stages, unless I'm not seeing it correctly. That's the way I would see it. I would think you would not want to be trying to limit what you mean when you say you're reconstituting the Rail Committee. I think clearly your motion here already anticipates some of the first work we'll be doing will be on circulation as it informs rail matters, Caltrain matters.

Mayor Holman: Thank you for the input. That's why I wanted to ask Staff first. With that, the motion on the floor is A, have the Mayor reappoint the City Council Rail committee; B, direct Staff to return in the near future with a preliminary plan for a Context Sensitive Solution to address rail impacts and the future of rail in Palo Alto and the mid-Peninsula; C, direct Staff to return with a first phase circulation study; D, in two parts, direct Staff and Mayor representing the Council to convey clearly to both the High Speed Rail Authority and Caltrain that (1) the full Context Sensitive Solution should be retained for the process of High Speed Rail along the Peninsula, and (2) the timeline for the EIR along the Peninsula should be adjusted for adequate timing for the EIR and adjusted for time needed to fully integrate CSS in the process; and finally E, direct Staff to pursue interim grade crossing safety measures through Section 130 and through other means. With that, vote on the board please. That passes unanimously with Council Member Kniss absent and Council Member Filseth not participating.

MOTION AS AMENDED PASSED: 7-0 Kniss absent, Filseth not participating

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Mayor Holman: Jim, did you have something to add?

Mr. Keene: Yes, Madam Mayor. We are going to be coming back soon with a report on the motion and what we'll be doing. Can I get the attention of the whole Council? I want to be sure that we understood that you are not right now directing us to getting into further detailed engineering work on options or really on any kind of strategic financing plan linked to those options, because those things are interconnected. That is down the line a little bit. Right?

Mayor Holman: I don't read those into the motion. Council Member Burt?

Mr. Keene: Good, just want to be sure.

Council Member Burt: Correct, but not too far down the line.

Mayor Holman: With that, shall we take, like, a three minute break and call Council Member Filseth back to our midst?

Council Member Scharff: (inaudible)

Mayor Holman: We'll take about a three minute break.

Council took a break from 8:24 P.M. to 8:33 P.M.

Council Member Filseth returned to the meeting at 8:33 P.M.

Mayor Holman: Council Members. Council Member Filseth has rejoined us for Item Number 3 or Portion Number 3 of our only item on today's agenda. If we can call back to order. Staff, do you have any additional comments to make before we proceed?

Mr. Keene: No, Madam Mayor.

Mayor Holman: If we could get the public's attention too please. Staff.

Mr. Keene: No, I think you're good. I don't know if we need to read the title again. I mean, I think you know what the subject is here. The City's interests and strategies regarding the proposed Santa Clara County transportation sales tax measure, including a potential City of Palo Alto transportation funding measure or other funding strategy.

Mayor Holman: Council Member Filseth, you missed the first part of the conversation, but I would imagine that you were listening in. We are ready to talk about the funding measure as City Manager Keene just described. Council Members, why don't we do the same thing this time as we did last.

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If we could go through in a five-minute sequence of questions and comments. Council Member DuBois.

Council Member DuBois: I have a quick question for Staff. When County Commissioner Joe Simitian was here, there was some discussion—actually I guess it was Carl Guardino—about who put the ballot on the measure and who would manage the funds. Does Staff think it would make a difference to what would benefit Palo Alto the most, whether it was VTA or the County Commissioners? (crosstalk) if you want.

Mr. Keene: No, I don't think we should—I think we just need to observe and study that just a little bit more right now, before we could give you that answer.

Council Member DuBois: I had a question about the 179 million which I think we addressed. I would just say whenever we're doing this financial plan, let's really look at the timing of the funds. There's no way we could spend all that money upfront, so we wouldn't have to incur all that interest, fees and things. I think that was the difference. It was basically a lot of financing.

Mr. Keene: (inaudible)

Council Member DuBois: I sort of stated it before, but I think we need to be really hardnosed and clear about what we want in a sales tax measure. If you look at the San Mateo and Alameda County recent transportation measure, I think they specified the percentage of the bond that would go to different transportation projects. I think that's what we need to get. Not some vague promises, but that a certain percentage will be spent on grade separation, on local streets, on highways, whatever the different categories are. So far I haven't really heard VTA talking quite that way. I mean, they did talk about a cap on BART which is great, but I think we should really push for a percentage of the bond for each category. Again, I think this isn't just about Palo Alto residents; it's about Palo Alto and North County as a major job center for the entire county. A lot of these projects would benefit a lot of people. I'm really interested in what my colleagues have to say about kind of the difference between the County or the City. I don't think we want to do both, and I think that was kind of one of the options in the Staff packet. I kind of see them as either/or. If we were going to do our own, there's a lot of work to do, a lot of polling, to determine kind of exactly what we would do. We're kind of running out of time. That's it. Short comments, but I'm really interested in what my colleagues have to say.

Council Member Wolbach: Just a couple of things to start out with. On the top of page 20 of the Staff Report, it references—it starts on page 19 and

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goes to page 20—it lists the suggestions from Staff about the future of advocacy. I had a tweak I wanted to make on one of those, but I wanted to check are we using those criteria, those principles in our communication. If I had a qualm with one of them, should I ignore it because they're not being used anymore anyway? This is bottom of page 19, top of page 20.

Mr. Shikada: I think at this point, the discussions that Staff has had with VTA have attempted to reflect these general principles. At the same time, VTA's really simply trying to flesh out interests. It really hasn't gotten to the point of these being directly, I'll say, operational in terms of our advocacy.

Council Member Wolbach: There's one at the start of page 20 that I wanted to identify. Where it says any roadway expansion should prioritize high occupancy vehicle or HOV lanes, I would suggest that as a City we adopt something similar to that, which is any roadway expansion should prioritize HOV lanes but even that only as a second choice to single occupancy vehicle trip reduction measures such as transportation demand management. I think we should be clear that if there has to be a roadway expansion, it should focus on HOV lanes. Roadway expansion is not our first priority particularly with roads in Palo Alto, such as Page Mill Road. Our priority as a City, and it seems very clear Stanford's priority as well, is not to spend a lot of money on roadway widening in advance of doing TDM. Perhaps we invest significantly in TDM, and then if we also needed to look at roadway expansions, we can do that. This does not relate to—you know what I'm talking about here—does not relate to improving intersections or things like that. I think that we should be clear about that. When we had the County here, they seemed pretty clear to me that they thought they had one tool in their toolbox, and that was widening roads. I think it's important that we send a message that we expect that transportation planning in Santa Clara County will be more sophisticated than to look at every problem as a nail just because we only have a hammer in our hands. Another thing I wanted to mention on this. There was some discussion earlier, I think, from the public about how we make sure that if there's a pot money in the VTA sales tax measure for grade separations, how do we make sure that that is equitable, that we can have access to that in Palo Alto, that we don't miss out on that. I think it is important that they don't just allocate that money based on who has their projects ready to go the day after election day or on January 1st following the election. There should be perhaps an 18-month or 24-month time period following the passage of the measure before people could put in their applications. If there are more applications than there's funding, it should be clear what criteria will be used to prioritize, highlighting the need and key elements of need being safety and circulation necessities. Those are a couple of my top priorities for things we should be thinking about here.

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Council Member Filseth: Thank you. Folks, I wanted to ask a question about some numbers in the Staff Report here. On page 19 in the discussion of the VTP 2040 process, it says an estimated \$40 billion in projects and programs were submitted for an estimated \$20 billion in potential funding including future grant funds as well as sales tax funding. Most of the numbers we've seen about the sales tax funding are over 30 years it'll raise \$6 billion. Am I reading this correctly that the implication is that if the County raises \$6 billion, they think they can get another \$14 billion in Federal and State grants? Is that where that number comes from?

Mr. Keene: Correct, that's what Staff is saying.

Council Member Filseth: When the Silicon Valley Leadership Group was here a couple or three weeks ago, I remember one of the questions we asked them was if you look at past transportation tax measures that raised money here in the county that were augmented by Federal and State funding, how much Federal and State funding did we get. I believe Mr. Guardino's answer was over the last four transportation tax measures, that had been augmented by about 25 percent. \$14 billion relative to \$6 billion is about 200 percent more. Is there any more detail on why this one will raise such vastly larger amounts of Federal and State funding than the last four transportation tax measures? Is there any more detail on that, that we've been given?

Mr. Mello: I would just like to state that we have the latest list of projects that were submitted to VTA. The total request was actually \$48 billion. I would guess that a significant number of those projects may have funding already dedicated in the regional TIP, Federal and State funding. There's also the new cap and trade funding that's available directly from the State. We're being joined by Jim Lightbody who may have a little more information on that.

James Lightbody: I just wanted to add that that 14 billion includes the 2000 measure which is raising about \$7 billion. That's a big chunk of it.

Council Member Filseth: Is that right? The 2000 measure which is raising another \$7 billion, that's not allocated to projects and that's available for these projects?

Mr. Lightbody: It is allocated to projects, but those projects are in the 40 to 50 list of projects. They're trying not to double count it.

Council Member Filseth: One of the things that's going to be of interest to this Council is sort of how money is going to be available for things like

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grade separations and so forth. Whether it's 6 billion plus 25 percent or 20 billion, it's going to make a significant difference. Thanks very much.

Vice Mayor Schmid: I guess just a follow up on the leveraging issue. We're presented with the transportation sales tax measure, and this has been the source of County funds for the last 30 years and will be an important source of the future, but it is a limited source. For our needs, grade separations, trenching and so on, we need leveraged funds which go well beyond what we could get from this measure. What is the connection between this measure and being able to get State, Federal grants?

Mr. Keene: Maybe before you guys answer, it's not just the measure itself; it would be the particular projects or purposes within the measure have some impact on what sources can be leveraged. Right? I mean if we've got transit dollars, that's going to be potentially leveraged or matched by Federal transit dollars, which is going to be a different situation than Federal highway funds and those sorts of things.

Mr. Mello: Just to cite one example of a grade separation that cobbled together multiple funding sources, the recently completed project in San Bruno accessed Section 190 funds, it's maximum allowance for Section 190. There was also a one-time infusion into the Section 190 program from Proposition 1B; that was \$150 million in bond funding that was infused just at one point in time into Section 190. Something similar could occur in the future. MTC programmed Federal rail funding for the grade separation. San Mateo TA was able to contribute its dedicated stream of revenue that it has dedicated to grade separation. It was a \$160 million project; the funding was split out among many different programs. I think any large project is going to need to include multiple sources of funding. The County sales tax revenue would just be one piece of that.

Vice Mayor Schmid: I guess the amount we would get from this is a small portion of what we need if we're going down the grade separation route. The question is then is it too early for us to start trying to put together packages of funding that we need to have a sense of who would participate in what way. I think it's clear our issue deals with intense commuting activity along the corridor. Clearly it benefits jobs in the City more than residents. How do we get the business community to participate in the cost of making this effective in the future, either through fees or taxes or some way. It seems to me that we have to put together financing ideas, packages of which the sales tax might be a portion, but probably a minor portion of the total. Is it premature for us to be committing to a County tax for the next 30 years before we have a clear notion of our needs, the cost of our

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needs and the participation rates of the various parties in that? That would be the base question I would have.

Mr. Shikada: I think as has been somewhat discussed previously, the fact is likely that we're into an iterative process in identifying some initial options for further evaluation including the County's sales tax, any potential City-level measure. Based upon the Council's priorities and, as you point out, issues of who pays, whether it be sales tax, other funding measures and ultimately to what extent it reflects the Council's policy priorities there, that we come back, evaluate options and take another round based on further feedback down the road.

Vice Mayor Schmid: I guess the only question is can we get up and ask people to approve a sales tax which they will start paying and will be paying for 30 years before we can say it will be shared in this way or that way. Might we be in a better position six months from now, nine months from now, a year from now to tell people vote for this and we're more likely to get that.

Mr. Keene: I'm sorry, I had a parallel comment I was going to make, Madam.

Mayor Holman: All right. Thank you. Council Member Burt.

Mr. Keene: Before we do that, could I raise ...

Mayor Holman: Sure.

Mr. Keene: I think this is an interesting tack that has materialized here about this leveraging of, say, Federal funding. We're looking at it at a gross level without being able to say how much are in these different funding categories like FTA versus FAG, all of those things. Even just assuming that it was sort of straight, what Jim was saying was out of the 20 billion with the \$6 billion County sales tax, 14 billion of which half he's saying really belongs to the prior measure. That's, again, in a gross way saying half of it is leveraged by this new measure. That's almost one to one. Again, all of this is at a gross level. If we're 7 percent of the sales tax generation even in the County, which is correct, out of \$6 billion that's \$420 million, unless I'm doing the math wrong. If we had a 1:1 leverage ratio that we also would somehow want to factor into having a better understanding, suddenly there's a lot more money there. It goes to the comment Council Member DuBois made earlier about if we had this very small pool of money, then why would we even think about a County sales tax. We might look at a different option. I think we ought to pay careful attention to what the potentials are on the County sales tax. Even though there are a lot of other funding

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sources we want to explore, we do have some deadlines to meet as it relates to our strategy for the County sales tax. It's one year to the election on that right now. I mean, I still think that ought to be sort of the first priority of what we're doing, and then these other directions come in if our estimates are wrong or whatever it is. I don't think we should right yet assume that the sales tax can't generate some meaningful money for us, at least based on if we can leverage other money.

Mayor Holman: I'll come back to you. Council Member Burt.

Council Member Burt: I'll just follow on with a few quick comments first on the potential leveraging dollars. One is something we discussed when Carl Guardino was here. Briefly we discussed I should say. We shouldn't just look at what is the necessary or fair share of this tax measure to the North County and Palo Alto. It's really what's the fair share out of the last several tax measures. They were overwhelmingly for BART to San Jose. BART and Caltrain are really the big transit backbones of the Santa Clara County. I would argue that Caltrain is significantly more important than BART. That certainly has not been how the tax dollars have been allocated. There's really a need for a readjustment, that this measure should be predominantly toward Caltrain and enough money to complete the BART measure. They're talking about \$1 1/2 billion for just the BART measure. VTA is talking about some fraction of that for Caltrain after Caltrain got nothing out of the previous two measures. I think we haven't framed it quite correctly. I think that's how we should do it. As Vice Mayor Schmid has alluded to, the dollars that are spent here on transit predominantly serve the workers from throughout the county who work here and have to commute to get here. It's not principally local residents who will utilize those benefits. It's the workers who will use that system and free the other roadways between San Jose and here and elsewhere. If we don't have more use of Caltrain, we'll have even worse and worse gridlock on our freeways. I look forward to the Mayor sharing if there's been any response by the nine North County cities to the poor response that the VTA gave to their unified letter. I'd also like to just comment on my own thoughts about where we're headed on some of these other leveraged funds. We've always had major transit projects be a combination of funding sources. Not always all the buckets, but from Federal and State and regional and local. Some combination has been what's been necessary. There's hardly a project that's ever all one of those buckets, and very few that get to dive into all of them, but a good number. The big one that I see on the horizon of new money is the cap and trade. In part, it's going to be a lot of dollars either way, and growing dollars every year is the anticipation. We also have the question of whether High Speed Rail will hold onto those dollars. They're being challenged on two different levels legally. One, whether spending it on a system that will have no

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benefit at all toward greenhouse gases before 2020 and nominal after that. It should be 25 percent of all cap and trade dollars, and that's being challenged legally. The second was whether it was adopted properly when it was adopted as a fee rather than a tax. We'll see what happens on both those fronts. That's not up to us to decide, but those are wide open questions. Even if High Speed Rail holds onto those dollars, these are billions and billions of dollars per year that should be going toward real projects that will reduce greenhouse gases. I think we're going to want to seek a clear commitment to the Caltrain funding from VTA, and we want to rally our other cities and the business community. Frankly, we've heard that the Leadership Group has been supportive of Caltrain, but we continue to believe that it is disproportionate support for its importance in comparison to BART. I also want to get talking in the next go-round about our local tax measure. We've talked about a local sales tax measure as an alternative to the County one, but I think what we really should be talking about is a long-term funding source for local transit. Not to fund Caltrain predominantly, but to fund our entire TDM program and the potential of a business license tax based on number of employees.

Council Member Berman: Council Member Burt brought up something that triggered something I was trying to look up. I'll do it in a little bit. A couple of questions.

Mayor Holman: Do you want to take that time, and I could call on Council Member Scharff next? It's your call since you have the order.

Council Member Berman: No, that's okay. Appreciate it. The first thing is on packet page 19, the Council adopted the following priorities in regards to the tax measure. It seemed off, and I just checked with the Minutes. We had actually deleted—right now, one says dedicated funding for Caltrain grade separations in Palo Alto or North Santa Clara County. We deleted the "or North Santa Clara County." That should not be in there. In "3," better first and last mile service particularly in North Santa Clara County, we deleted the "particularly in North Santa Clara County." I won't bother restating the reasons for that. I'm the one who proposed those, so that's why it stuck out to me. Those shouldn't be in our priorities. I have a question. Number 5 on packet page 20, the local street and road pavement maintenance allocations with a possible provision of unencumbered local funds if an adequate pavement maintenance level is achieved, does anybody remember what that amount was going to be approximately?

Mr. Mello: The list that was released last week at the VTA/TAC meeting currently shows 1.2 billion for local street maintenance.

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Council Member Berman: Do you happen to know what that would mean for—I mean, will that be allocated on a per capita basis or on a road miles per city basis? What's the allocation?

Mr. Mello: We have a chart that shows historic allocations by jurisdiction on other tax measures. Palo Alto was between 2.6 percent and 3.5 percent on that table.

Council Member Berman: What was the table?

Mr. Mello: The table is a breakdown of the 2014 Measure X allocation, the vehicle registration fee allocation, population share, OBAG guaranty and 1996 Measure B. They all had varying percentages that range from 2.6 to 3.5.

Council Member Berman: I guess one thing to consider is I'm assuming that our pavement condition index will be above the maintenance level that they set to unencumber the funds.

Mr. Keene: I mean right now we're going to hit ...

Council Member Berman: We're at 79, right?

Mr. Keene: Yeah. We're going to hit—what was our target again? 85.

Council Member Berman: 85 by 2019.

Mr. Keene: Yeah, we were going to hit that by 2019.

Council Member Berman: The goal was initially 2021. That could be a source of funds that we could use for other projects. I'm not sure what that 1.2 billion would lead to on an annual basis or on a total basis or anything like that, but hopefully something that could help us chip away a little more at that total project cost for grade separations, if that was what we chose to put it towards. I agree 100 percent with Council Member Burt that we should start talking to our State legislators about possible ways to obtain cap and trade funding for grade separations in particular. I don't know if money is going towards Caltrain improvements in general. We should also figure out which cities are looking at grade separations and how many different legislators there are that represent those cities, and see if a coalition could be developed to start pushing that goal. The thing that I was thinking about, that I'll do a little more digging into, is we have a lot of big companies in Palo Alto, Menlo Park, Mountain View, along the Caltrain corridor that are probably members of the Silicon Valley Leadership Group, and Stanford University. Why don't we start reaching out to those folks to

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start emphasizing to them the importance that Caltrain plays in their workforce and what an important opportunity this tax measure could be to make some critical improvements to Caltrain that will benefit their workforce for decades and how maybe they should start speaking up a little bit on the importance that Caltrain plays to them as businesses and hopefully emphasize more to the county as a whole the importance that Caltrain plays and how long term it should be getting equal attention and over the past two tax measures it's gotten a miniscule amount in comparison to BART funding. That could be another way to just emphasize to folks, VTA and SVLG, the importance of Caltrain and the need to allocate more funding towards it. I also think that—I've heard nothing but good things about the approach that San Mateo County has taken in terms of how they allocated their tax funds to grade separations and then the process for communities to obtain some of those funds. Unless Staff is aware or other folks are aware of complaints about that process, it seemed to have been a process that worked pretty well and one that we should look into emulating for San Mateo County's tax measure as well. Did San Mateo County allocate a specific percentage of their tax measure to grade separations in particular?

Mr. Mello: Yes, they allocate 15 percent which is a total of about 250 million.

Council Member Berman: For them.

Mr. Mello: For them, yes.

Council Member Berman: For us, would it be about a billion just for grade separations? That would give cities the kind of guaranty they need. I think that's an interesting concept that we should consider.

Mayor Holman: Council Member Scharff.

Council Member Scharff: Thanks. A couple of thoughts on this. First of all, I agree with Council Member Burt on the issue of the funding. I'm hoping they'll limit BART to 1 1/2 billion. I think if they give BART more than 1 1/2 billion, I think it'll be hard to support that frankly. The bigger difficulty is, as Staff said, 750 million to 1 billion is what they're thinking about for Caltrain. I think we should be at that 1 1/2 billion to make up for Caltrain. The question is how do we leverage to get there, what does that take, what does that mean. First of all, I think it's really hard to get a transportation measure on the ballot in the county. I don't want to screw that up. I'm going to say that to start with. I think, Tom, you started it with the question of do we want the Supervisors to put it on or VTA. I believe the Supervisors didn't put it on initially the last go-round; VTA did because they needed four out of five Supervisors and they couldn't agree. They may not agree this

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time and getting four out of five Supervisors to agree. It's actually really difficult to get the transportation measure on. I think what we want to do is try and advocate for a measure we can support. If there's a measure we can't support, we could frankly put on a countermeasure of a 1/2-cent sales tax which would probably kill their measure. I mean, if people had a choice of voting for our measure or their measure, they may not get two-thirds to support their measure. If you're thinking about leverage on the measure, putting on our own measure really makes it unlikely their measure will pass, if we do a 1/2-cent for instance at that. That whole train of thought in my mind is how do we get there, how do we get what we want. The other thing I'm thinking a little bit about is the San Mateo process. If we did our own mini San Mateo process, I guess I'm going to ask Staff this, and basically went for 1/4-cent sales tax increase and dedicated that purely to grade separation stuff, it only generates—what is it? \$6 1/2 or \$6.8 million a year. I suppose that probably increases as our sales tax increases. Does that provide the base funding where we can go out then and do the work that we need to do to seek those other funding sources, State, local and Federal funding sources, that allows us to do our own San Mateo-type process to move that forward because we'd have \$7 million a year roughly towards grade separations. Is that something that's worth pursuing or does that make no sense? If we're not going to compete with the current transportation measure, we don't have to put it on now, because that 1/4-cent will still survive. We could think about that and put it on later, or we could put it on in a June election. We could do other things. I'll ask Staff what they think about that, if that's a worthwhile approach.

Mr. Keene: (inaudible) I think we want to look at this (inaudible) looking at.

Council Member Scharff: If we wanted you to look at that, we'd just direct you to go ahead and look at something like that I suppose.

Mr. Keene: I mean, it's just sort of run some combinations of the numbers under these different scenarios. I mean, this is funding that would be used in conjunction with other funding.

Council Member Scharff: Obviously that's not enough to do grade sep. I mean \$7 million a year or \$6 million are not going (inaudible), but it may do all the design work that you need to do and some matching funds. I don't know. Sometimes these matching funds, from what I understand, they only require you to put in 10 percent, right? Obviously 10 percent of \$7 million gets you—if you had \$70 million up there, that actually starts to be some serious moving the—I like that—moves the needle. I don't think we really have enough information at this point to be wanting to put on our own measure. I fear that we'll never have enough information, because it'll be a

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moving target of what the actual measure is going to look like. We may want to think about if it's not a measure that we can live with, are we going to oppose it. Are we going to be—I guess it depends on how much money goes to Caltrain and other things. I think as a Council we probably need to think about that, so we're not in a reactive mode. I mean, if it comes back and Caltrain is only getting \$750 million, are we going to support that measure? I think we need to start thinking about that beforehand and maybe even take positions on what we think we need in that measure to support it. Thanks.

Mayor Holman: A few things here. I can't imagine that the full hand is going to be played out before the election. There's going to be a smorgasbord of things that funding could go to. The public isn't really going to know what they're voting on before the election. If Staff has any different opinion on that, I'd really like to hear it. I don't see anybody jumping forward. How project prioritization is going to happen too. I've been advocating for jobs density as being one of the ways to prioritize, because in the past it's always been housing density. Really what we have and where the ridership comes from is jobs density. Are we even going to know before the measure what the criteria is going to be to determine funding? Sort of akin to what Council Member Scharff was saying, I've told a number of people that I think 25 percent of a new tax measure for BART is too much, especially when you consider that that's more money than is being considered for Caltrain. One of the numbers that I don't know is what BART ridership in Santa Clara County is compared to Caltrain ridership in Santa Clara County. If somebody has that, it would be good to know that too. It's another way to rationalize what the investment should be. It sounds like maybe Tom or Pat have that number. Essentially because of the importance of Caltrain, the ridership and because the past two measures lion's share has gone to BART, I think 25 percent is still too high. A comment about Palo Alto and not road widening. Our Comprehensive Plan talks about not widening roadways, so I think we're fairly covered there. I still think, and you heard from the other cities, that a comprehensive study before the bond measure would be ideal to determine how the money should be spent. I don't know if there's any rational way to require a study to be done prior to any determination of allocation of funds, but a study needs to be done. I mean, that's just clear. Congestion relief such as was in the eleven city letter, extending up to San Francisco, down to San Jose and beyond and East Bay as well, because we're all a coordinated—I shouldn't necessarily say coordinated. We're all in interlocking transportation, roadways and systems. We need to know what the best way to spend the money is to get the best congestion relief. Without a study, we don't really know that. Council Member Burt asked a question about what other Mayors have said about VTA's response. We haven't had another meeting; we're going to

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have another one soon. In just running into various events some of the Mayors, I won't name names at this point in time, not that I could remember necessarily or specifically or inclusively, but the response has been pretty much as you would expect. It's like they aren't listening, because the letter was pretty emphatic about the study. I don't think that there's been any commitment either. It's just the possibility of allocation of funds to those cities who have actually made great improvements on their roadway surfacing, the pavement maintenance. There hasn't been any commitment to that yet. It's just one of the things they're considering doing, right?

Mr. Shikada: That is correct. There's been no commitment. It is one of the issues that has been discussed. I will tell you that in informal discussions among Staff from the North County cities, there's a recognition that since our—a bit of a dilemma here. In one sense, since our pavement conditions are typically better than in, say, San Jose, that having a set aside for pavement maintenance that can be used for other purposes is a good thing. On the other hand, having a large allocation for pavement maintenance then takes away from, let's say, an allocation that could be used for other big things, such as regional Caltrain programming. It's a bit of a dilemma for a city to say we like having local flexibility, but the likelihood is that the larger the allocation for that purpose, the less that's available for major regional projects that might be of importance to all cities.

Mayor Holman: There's where the rub comes in because how the allocation has been misdistributed in the past affects the desire of the cities as well. I have one last question. Timing, should the City want to put its own tax measure on. If you back the timing out, is there time? When would we have to get all the paperwork done, all the filings done and do the necessary leg work leading up to it?

Mr. Shikada: I think the timeframe that we've been operating under is for a November 2016 countywide measure or City measure that the final action and definitions on ballot language would need to occur in early August. Now, for something of the complexity of a countywide measure, VTA is headed toward a spring discussion and pretty well nailing down what the priorities would need to look like in that timeframe. I think actually for a local measure we have a little more time to, I'll say, reach both consensus as well as the action into the spring/summer timeframe. In general, we'd be expecting a pretty clear statement to occur on the countywide measure in the spring time.

Mayor Holman: Yeah, I think they've been talking about March. Maybe you can come back later with what the timing might be practically speaking for

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the City if we decided to go forward with one. A second round, let's see if we can do three minutes on a second round. Council Member Filseth.

Council Member Filseth: I was just going to comment a little bit on the previous discussion about the other 14 billion. It sounds like there's something there, but it's sort of not clear how much of it is in which buckets and how much is committed to which things already and so forth. For us to sort of assume that maybe there's another \$14 billion out here that we could get some of is probably a risky assumption. To Council Member Scharff's sort of posing the question of how could we support a countywide measure, what would put us in a position to be able to do that, just throwing out ideas here. It seems like a couple offhand that are worth considering. One is sort of the allusion to maybe a significantly increased commitment to Caltrain, which would allow us to fund some of this stuff that needs to get done. I agree with some of the people that said we really need to be taking a long-term view here. We need to be taking a 50 or 100-year view of what this is going to look like as opposed to let's try to do a couple of tactical projects for the least amount of money we can possibly do and then regret it 30 or 40 years from. One would be a significantly increased commitment to Caltrain which essentially says the County is going to lead this effort. Alternatively, if there were a robust return to source provision of some kind, potentially our City and some other cities, we could lead it up here in conjunction with other cities around here. Either of those might conceivably work.

Council Member Wolbach: A few thoughts. First, I really want to commend Mayor Holman and Staff for working together to bring together the majority of the cities in the county to write that letter. I want to make sure that's not lost. That represents well over half of the cities in the county, and that it was treated kind of dismissively is very disappointing. I think it's very important that we not allow ourselves to be divided and conquered which can be done by appealing to either our—dividing and conquering can be done geographically and also temporally by appealing to our provincial and our short-term needs. Actually I think I'm going to agree with one of the things Council Member Filseth said, but disagree with the other. I actually don't support the return to sender. If it's all just coming back to us, let's just do a 1/4-cent sales tax for the County and then just let each city do its own 1/4-cent sales tax on top of that. I do think, though, that we should focus on things that are very long term, absolutely agree with that. We should focus on things that are going to have the biggest bang for the buck. That's why the four priorities that we laid out several weeks back are all big picture impacts. I do think it's important that we not allow ourselves to be divided and conquered and we do focus on big impact, shared vision stuff. There's something that's probably going to raise some eyebrows from my

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colleagues. Staff identified on page 20 some of the things where it looks like funding is going to go. One thing mentioned in page 20, Item 4, was San Antonio and US 101 interchange improvements. This just raises the question for me whether we should put our new planned bike/pedestrian bridge on hold while we see what they're doing there. If the new San Antonio interchange is getting redone and they're going to improve bike and pedestrian access through the San Antonio bridge, it calls into question whether we want to be spending our money on a potentially escalating cost, big project with our own bridge. I know that's not going to be a popular comment either on this dais or in the community, but I'm curious to hear more about what's going on with that bridge. I'm curious what's happening with Item 4 on our list of our top priorities, which is we want to support something that VTA said they were putting in themselves. I'm curious how much traction it's getting. That is, for VTA to really focus on supporting transit management associations and other TDM measures around the county. Also, I'd like to point out if we do pass our own, say, 1/2-cent sales tax and the County passes its own, Staff points this out, the Legislature could pass a bill allowing us locally, and Santa Clara County, to go above the overall cap. I didn't check if it was signed or not, but there was a bill from Senator Hill for San Mateo and Santa Cruz Counties to do that. They could do that for us whether that was something we wanted them to do or whether it's advocating for that. As far as what it takes to get our support, one other thing I think we should maybe be clear about—I'll just wrap up real quickly. As far as getting the businesses in North County to support us in spreading the message about how important Caltrain is, we're really starting to get a handle on the future of our planning. The traffic issues, the housing issues, etc., trying to get a balance on the future of our community and the future of our area. The lack of balance has really been driving a lot of the anti-business climate locally. That's raised a lot of concerns among folks like the Leadership Group. Frankly, if they think there's been an anti-business sentiment recently in North County, they should see what it'll look like if Caltrain doesn't get the grade separations and the other improvements that we're going to need. I hope that that's not lost on the business community at large in the region.

Council Member DuBois: On San Antonio, I think we've seen the County plans. I think that was mainly things like entryway for cars to go south on San Antonio. Is that right? Anyways, I think it was part of the County highway plan. I think they showed plans for that. It wasn't Complete Street or anything; it was a freeway. Talking about money for Caltrain, I don't want it to get lost that Caltrain requested about \$700 million for other improvements, nothing to do with grade seps. I don't think those go away. That was electric engines, longer platforms, certain bridges and other improvements, maintenance. When we talk about 700 to \$1 billion for

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Caltrain, I think 700 million of that is for these other projects. Again, I think as a City we should advocate for certain percentages of the sales tax to be allocated to categories. I think grade seps needs to be its own, not just part of the Caltrain amount. If there was something like 1 1/2 billion, 700 million for all of these improvements, 800 for grade seps, we have four of nine crossings, so that's about \$400 million. That's pretty close to the percentage of sales tax we generate, 420 million. As the City Manager said, if we could leverage that, that would pay for the trenching option, and so we're kind of there. I think we need to really advocate for that pretty clearly in terms of what we want. I just want to point out to Staff, on page 21 there's a comment that the roadway submersion is much less than the trench, and that's what we'd most likely get allocated. It really compares one roadway submersion to the trench, which was comparing 184 million to 488 million. Really, if you look at the two roadway submersions, it's 327 million versus 480 million. If you update the property costs that we'd have to seize and you think about the political cost of seizing those homes plus lawsuits, I think you get pretty close. We should be really careful about these kind of numbers, because that's not the right comparison. Those are my comments.

Mayor Holman: I don't see any other lights at this moment. If we have no other questions or comments, we'd entertain a motion for direction to Staff. No one's eager to do that it seems. Council Member Scharff.

Council Member Scharff: I actually thought Council Member DuBois made a good point, that we need to clearly advocate for grade separations in this money. I don't know how far we'll get for it, but I definitely think we should advocate for it. I think we should advocate for that 1 1/2 billion. I also think that Staff should come back to us as soon as there's a clear sense of what the funding measure looks like it's shaping up for. If you think it's in the spring and check in with us, then we should see what we want to do. I guess I also wanted to ask Staff if that's what we want to do, if we want to advocate strongly to put 1 1/2 billion towards Caltrain, include money for grade separations in that, I mean just a broad direction to Staff to go do that and then come back to us as soon as the measure starts shaping up and check in with us, is that sort of the right direction? Does that make sense or am I missing stuff that should be in there?

Mr. Mello: I would just say based on the current discussion that's occurring, we would need a little clarity on specifically what improvements to Caltrain you would like to be included in that. Grade separation is one component of Caltrain improvements. There's also new rolling stock, signalization, station improvements. Currently it looks like some of that stuff might be combined. I would like a little more direction as to ...

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Council Member Scharff: My understanding is that Caltrain has asked for about 750 million for which to do—other people in the room may have a better sense of that than me—things like what you said, level boarding, longer platforms, I don't remember what else they want. There's a bunch of rolling stock. There's a bunch of stuff that they've asked for. Obviously we would support what they've asked for, because they've done the studies. What I was really getting out of Council Member DuBois' thoughts on that was that we should put in there specifically for grade separations, which is not in there. That's really not on the table in terms of going into this funding measure on a countywide basis. I think we should have general direction. What I'm thinking of—I'll probably put that in a motion—\$1 1/2 billion with money for grade separations. Caltrain would get to decide what the rest of it is. I'm open to whatever my colleagues think about it. I want to know if that's enough direction to Staff or do you need more clarification than that.

Mr. Keene: I guess one thought is how we arrive at the figure. I mean, are we thinking about trying to pay attention to grade separating essentially all of Santa Clara County, is what we're sort of advocating, which is one sort of fair way to start about it.

Council Member Scharff: Right. We've got to think about all of ...

Mr. Keene: Whatever that number shakes out to. For whatever it's worth, I mean, I think at this stage, middle of October, the best direction we would have is for the Council to give a very clear message about what you think is absolutely most important. Not to get in an argument with our Staff here, these other components of Caltrain are dealing with long-term carrying capacity, which can't really work without grade sep themselves. Grade sep is even a bigger issue than just capacity for us. I think the Council has made that statement about long-term quality of life and the long-term view. I think that's a good position to ask us as a starting point to be clear about where we are. Right now we've just been responding a little bit and listening to folks. For you to say something even after your first meeting would be helpful. I'll be curious if you would agree. I'd feel even better when we go up to talk to Caltrain about some of these issues, about where the Council is.

Council Member Scharff: I'd move that we direct Staff to advocate for and support putting in the countywide funding measure that's being considered money for countywide grade separation on the order of at least 750 million.

Council Member Berman: I'll second.

Council Member Scharff: I'd say at least.

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Council Member Filseth: It's probably a lot more actually. If you calculate the rest of the county.

Council Member Scharff: Right. Most of these grade separations are actually here and then some other places.

Mr. Keene: You were talking about Caltrain grade separation?

Council Member Scharff: Yeah, Caltrain grade separation.

Council Member Berman: I'll second.

Mayor Holman: Council Member Scharff, did you say 700 or 750?

Council Member Scharff: I said 750 would ...

Mayor Holman: 750 million. Actually I think I heard Council Member DuBois on the left, I think I heard you second it first.

MOTION: Council Member Scharff moved, seconded by Council Member DuBois to:

- A. Direct Staff to advocate for and support putting in the Countywide funding measure, funding for countywide Caltrain grade separation in the order of \$750 million; and
- B. To check in with Council when the Measure starts to take shape.

Mayor Holman: Do you want to speak to your motion?

Council Member Scharff: The other part of that would be to check in with us when the measure starts to take shape and then to come back to Council.

Mayor Holman: Council Member DuBois, do you want to speak to your second?

Council Member DuBois: Yes. I think these things are done based on estimated sales tax. I was going to propose that something like approximately 15 percent of the thing be spent on grade seps, which would be 900 million as a starting point. I'm expecting that to go down. Yeah, 15 percent with San Mateo County. I think doing it as a percentage is just a little clearer.

Council Member Scharff: I'm good with doing it as a percentage. I think that may actually be better.

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Mayor Holman: Could you clarify the language for the Clerk please? Council Member DuBois.

Council Member DuBois: Funding for Caltrain on the order of 15 percent of the bond measure.

INCORPORATED INTO THE MOTION WITH THE CONSENT OF THE MAKER AND SECONDER to replace in Motion Part A, "\$750 million" with "15 percent."

Council Member DuBois: Again I think you just totally separate it from the other Caltrain requests. They shouldn't even be tied together. Just a separate category of grade separations.

Mayor Holman: A question for the maker and seconder of the motion. I know it is, but to be clear, does this need to be clarified that it's in addition to the already considered Caltrain allocation?

Council Member Scharff: Sure, let's put it in there. Why not? Then it's clear.

Mayor Holman: David, this is "in addition to ..."

Council Member Burt: It's "separate from."

Council Member Scharff: "Separate" as opposed to "addition." I agree with you.

Mayor Holman: "Separate from" is better.

INCORPORATED INTO THE MOTION WITH THE CONSENT OF THE MAKER AND SECONDER to add to the end of Motion Part A, "separate from other Caltrain enhancements."

Mayor Holman: Council Member DuBois, did you have other comments you wanted to make to your second?

Council Member DuBois: I wanted to ask the maker. It's been brought up a couple of times about the process the money will be allocated under the bond. Do we want to speak to that at all in terms of ...

Council Member Scharff: I'm sorry. Say that again.

Council Member Berman: The process.

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Council Member DuBois: We've talked a couple of times about is it going to be first project ready gets the money or what's the process for allocation. Do we want to direct Staff to advocate for a different process?

Council Member Scharff: What did they do in San Mateo County? We've talked about how that seemed to be a fair process. I think we thought that was. We have one of the most complicated grade separations, so we won't be the first projects to be ready. We want to think about what's a fair process, so that if it takes us longer, we still get money.

Mr. Mello: In San Mateo County, they used a very similar process to what the State uses for Section 190 prioritization. They have a host of criteria, average daily traffic, collision history, safety concerns, number of trains per hour, a whole host of other measures. They use those to prioritize all the requests by the different municipalities.

Council Member Scharff: What did you say?

Mayor Holman: Needs based.

Council Member Burt: It's need based, not ...

Council Member Scharff: Why don't we do a need based—why don't we put that in there? If you have language you think might be good, why don't you suggest it?

Mayor Holman: Council Member—I'm sorry, Josh.

Mr. Mello: Just one more point. They also fund design as a first step, and then you enter into construction if you make it through the design phase.

Mayor Holman: Council Member DuBois, are you complete? Okay. Council Member Burt, you are next.

Council Member Burt: Just following up on including something about the criteria for selection of priorities. I would put as maybe a new "B" and drop "C" down that "the criteria for allocating funds to specific grade separations be driven by need factors."

Council Member Scharff: That's accepted.

Mayor Holman: Council Member DuBois, are you agreeable with that?

Council Member DuBois: I'm not sure why we want to say just grade seps.

Council Member Burt: That's all we're addressing here for one thing.

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Council Member DuBois: This is having Staff talk about the tax measure in general, right?

Council Member Burt: This might be as referring to the content of "A" which is the only concrete recommendation we've made here.

Council Member DuBois: I accept it, but I ...

Council Member Burt: It'd be a separate subject how you want to talk about allocation of the other elements of the tax measure. This is just focusing on the grade sep issue. If you want to add something about other elements, then that's a different subject, to my mind.

INCORPORATED INTO THE MOTION WITH THE CONSENT OF THE MAKER AND SECONDER to add to the Motion, "that the criteria for allocating funds to specific grade separations be driven by need factors."

Council Member Burt: I wanted to just add a couple of other things then. This really addresses one of the main problems. We touched on it earlier with the High Speed Rail, but it really pertains to Caltrain. We look at what Caltrain has asked from the County. First, they're double dipping on their asks. The rolling stock and electrification, they don't have a \$750 million shortfall for that. What they don't have in their current—they have a what? 200 million or so shortfall, and they've been pursuing it through cap and trade dollars and they just had a large delegation to DC. They're looking at any pot they can. They're putting the full amount here as well as pursuing the full amount in other directions. That's fine; that's how this whole wish list got so big from everyone. It's interesting that Caltrain doesn't prioritize grade separations. In fact, they simply say, "We will support your efforts and your funding for grade separations, but we won't own responsibility for it." Just as High Speed Rail does. Basically, we have these two rail agencies that are externalizing the impacts of more trains. They are treating it as if their whole business is running the trains on the tracks, and they have no responsibility for the related impacts of that action. That's just wrong. Now, we can understand why in an era of limited dollars, especially toward transit, they're going to be tempted to fight for the dollars for the things that occur right on their tracks basically. Overall, it's just a wrong approach. We shouldn't allow for it, and we should be very clear, and other cities should be very clear, to Caltrain that "as our representative, you have to share an ownership for this, and you should be fighting as hard for dollars on grade separations as you are for every other measure." Finally, the Mayor asked earlier about comparing riders in Santa Clara County on BART to Caltrain. We can't quite do that, because there's no BART to Santa Clara County yet. There are projected riderships. The metric is not how many riders. It's how

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many riders per \$1 billion spent. On that metric, Caltrain scores way ahead of the BART to San Jose. The BART to San Jose, not all those dollars are being spent within our county. They had to come from Fremont on down all the way to San Jose and Santa Clara, they think. Anyway, that's the sort of metric that we should be looking at. It's if we had spent \$2 billion on Caltrain or \$3 billion on a fully grade separated Caltrain or who knows what, where would be in that system. We've allowed others to frame how we ought to be talking about this. We've allowed it for 20-plus years on the BART to San Jose question. It's a lot of money to have a partially tunneled BART to San Jose. They have a tunnel under a lake. I mean, we're talking about not even being allowed to consider an open trench, and BART to San Jose has a tunnel under a lake. We just need kind of a realistic comparison and not allow others to dictate the narrative.

Mayor Holman: Could I ask did you want to add as a "D" that Staff develop metrics comparing Caltrain to BART?

Council Member Burt: No. We have a whole bunch of things that are part of our arguments. I don't think we need to put it in the motion.

Mr. Keene: Madam Mayor?

Mayor Holman: Yes.

Mr. Keene: Not trying to intercept any other motions or directives, but I think you have a really nice, clear focus right now. "C" even makes it clear to check in when the measure starts to take shape. It'd be much better for us to be messaging what our Council's focus is. Everybody else will be talking about the other components. We could come back to you and be better informed before you would start saying. In one sense, you almost dilute from your focus right now, and it's not really necessary, would be my thought. It'd be great to even have time of us out there repeating this refrain that this is the focus. If we have a chance to weigh in on other factors that are within the measure, we can do that with you. That's my thought.

Mayor Holman: Council Member Berman.

Council Member Berman: Taking that into account and also taking into account Council Member Burt's points about what is the real funding need for the other Caltrain improvements, do we want to—I'm perfectly content if the answer is no because I'm glad that we have a percentage set for grade separations just like San Mateo County did. Do we want to say anything about the additional Caltrain funding and how that should be either commensurate with BART funding or \$700 million or anything like that? Just

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to make sure that they don't then come back and say here's 900 million for grade seps and 200 million for the rest of Caltrain funding or something like that. It's something that we've talked—up until this point, we've been talking about Caltrain funding should be commensurate with BART funding. Do we still want to have that in here or just kind of make a policy statement on grade seps only and not other things?

Mayor Holman: I think it's likely a good clarification. I also see City Manager's got his light on.

Mr. Keene: I was just going to say your earlier directive tonight asked you to reconstitute the Rail Committee. I'm assuming we're going to have a Rail Committee meeting pretty soon. There are a bunch of these kinds of issues that might be best taken up at that point in time. We might have already had a preliminary meeting with Caltrain ourselves. Just up to you.

Mayor Holman: I think Council Member Berman—I don't disagree with City Manager, but I think Council Member Berman, your point is a good one to make this discrete and in addition to. If you wanted to add that.

Council Member Scharff: I probably wouldn't accept it, just to be clear. I think the reason is that other people are going to be going—I mean, Caltrain's going to be fighting for their 700 million no matter what. We don't need to put that in there. Other people will fight that battle. It'll dilute what we're doing, and we'll gain nothing from it. No one's going to come back and say Caltrain gets 200 million and we do 750 million for grade seps. That's not going to happen. I don't think us putting it in there is going to make it any better and less likely to happen. I think we should focus on this, keep the focus on grade separations, and it'll be the most powerful thing we can do.

Mayor Holman: Council Member Berman, you still have the floor. What is your thinking?

Council Member Berman: That it's just been pulled out from under me.

Mayor Holman: I would second.

Council Member Berman: I don't know, to be honest. That's kind of why I brought it up the way I did. I'll leave my comment as a comment, and see if other folks want to take it up.

Mayor Holman: Council Member Burt, I will put you in line here. You can come back to that. Council Member Wolbach.

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Council Member Wolbach: I'm actually going to propose two amendments. Actually I know one of them won't be taken as friendly, because we just heard that. I'll run with that one. I'll just do that one first, and I'll come back to my second one. I propose an amendment that at the end of the third line of "A" add "in addition to the 700 million already requested by Caltrain for other Caltrain improvements."

Mayor Holman: We know Council Member Scharff will not accept it as an amendment. I would second it. It is 750, I believe.

Council Member DuBois: I think it's 700.

Mayor Holman: Is it 700? I thought it was 750.

Council Member Wolbach: We can say approximately.

Council Member Scharff: We don't know. They're asking for between 750 and a million.

Council Member DuBois: I have a list; I don't know if it's up to date.

Council Member Wolbach: Then we can get rid of the numbers and we can say "in addition to the funding separately requested by Caltrain for other improvements to the system."

Council Member Scharff: We already have that.

Council Member Wolbach: I'll speak to it in a second.

Mayor Holman: Council Member Scharff. I would still second that.

Mayor Holman: Do you want to speak to your amendment?

Council Member Wolbach: Yeah, I would. There are a couple of things. One, I fully respect the idea, as was said before, that nobody's going to say if we spend money on Caltrain grade separation, we're not going to spend money on the other Caltrain improvements.

Council Member Scharff: I don't have a problem with (crosstalk).

Mayor Holman: Council Member Scharff, you don't have the floor.

Council Member Scharff: I would accept this. You didn't ask me if I would accept it or not.

Mayor Holman: You had already said you wouldn't.

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Council Member Scharff: No, I said I wouldn't accept his motion and I wouldn't accept putting a number in it. You then changed it. I said it pretty much says that, but if you want to add that, I would accept that.

Council Member Berman: You hurt my feelings.

Council Member Scharff: It's actually a very different motion.

Council Member Wolbach: All right. I'll just ask the seconder I guess.

Mayor Holman: As the amendment stands, it is "in addition to the funding already requested by Caltrain for other Caltrain improvements." Council Member Scharff now says he will accept that as an amendment to the original motion. Council Member DuBois?

Council Member DuBois: Is that replacing the "separate from other Caltrain enhancements"?

Mayor Holman: No. He said at the end of that. It's after.

Council Member Wolbach: Yeah, I think we would get rid of "separate from other Caltrain enhancements." It's essentially clarifying that. Would that still be okay with the maker?

Council Member DuBois: Yeah, I think that's fine.

Mayor Holman: Wouldn't it be "separate from and in addition to"? You're just losing "other Caltrain enhancements."

Council Member Wolbach: I just want to make sure we're not getting too redundant with all the wordsmithing.

Council Member DuBois: Sorry. I think it should say "15 percent of the total tax measure" to be clear on what percentage we're talking about.

Council Member Wolbach: Yes. As far as I'm concerned, we can add that too.

Council Member DuBois: Council Member Scharff, does that make sense?

Mayor Holman: Hang on just a second. "A" would now read ...

Council Member Scharff: I'm waiting for them to finish it.

Mayor Holman: "A" would now read theoretically "countywide Caltrain grade separations in the order of 15 percent separate from," need to lose the word

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"other," "and in addition to the funding already requested by Caltrain for other Caltrain improvements." Is that your intention, Council Member Wolbach?

Council Member Wolbach: Yes. As Council Member DuBois points out, before "separate" and after the word "percent," so after "15 percent" it should say something like "15 percent of funds raised by the ballot measure."

Mayor Holman: Council Member Scharff, is that still agreeable to you to accept?

Council Member Scharff: That is.

Mayor Holman: Council Member DuBois? Okay.

INCORPORATED INTO THE MOTION WITH THE CONSENT OF THE MAKER AND SECONDER to replace in the Motion Part A, "separate from other Caltrain enhancements" with "of funds raised by the ballot measure separate from and in addition to the funding already requested by Caltrain for other Caltrain improvements."

Mayor Holman: Council Member Wolbach, you still had the floor. You had something else you said.

Council Member Wolbach: Yes. Thank you both to the maker and the seconder for accepting that. The second one, I wanted to suggest adding a little bit more clarity to Item B here, about the need factors. Again, the point here is we want to make sure that we don't miss out on opportunities to actually use this funding even if it gets included in the ballot measure. What I would suggest adding is in "B,"—we might end up deleting some stuff—for now I'm suggesting as a friendly amendment that "cities have until the end of 2018 to submit applications." I'm open to tweaking the timeline or that we keep an open-ended timeline, but that there be some gap in time is the point here. This is your rough draft; we can work with it. I'm hearing some mumblings, so we can tweak it more.

Mayor Holman: Council Member Scharff?

Council Member Wolbach: There's a couple more pieces. One, that cities have until the end of 2018 to submit applications. Two, that funds from the tax measure could be used to fund design. Three, that—the third part would actually go right after need factors. It would say "need factors primarily traffic and safety concerns." You either want a semicolon or break it into a subpoint.

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Mayor Holman: Council Member Scharff?

Council Member Wolbach: That's the suggestion.

Council Member Scharff: (inaudible)

Mayor Holman: You would need a separate second. I am not hearing one or seeing one.

AMENDMENT: Council Member Wolbach moved, seconded by Council Member XX to add to the Motion at the end of Part B, "primarily traffic and safety concerns; cities have until the end of 2018 to submit applications."

AMENDMENT FAILED DUE TO THE LACK OF A SECOND

Mayor Holman: Do you have anything else? We'll revert to the original. Yes, thank you, David. Council Member Wolbach, do you have anything else?

Council Member Wolbach: I'll leave it to my colleagues to consider other ways we can make sure that, whether it's in this motion or in future direction from Council or from Staff, that we're very clear that we don't want those who control the money after this ballot measure hopefully passes hopefully with extra funding for Caltrain grade separations, we want to make sure that those in control of the money don't just for any reason give it to cities who might already have their plans done in November 2016 which would leave us empty-handed.

Mayor Holman: Council Member Filseth and then Council Member Burt.

Council Member Filseth: I just wanted to ask the City Manager's advice on whether there ought to be a timeframe component explicit in this, because things are moving here.

Mr. Keene: I think our reaction right now is it's not clear to me what advantage it really provides us right now. We will certainly be back before the Council in a regular fashion or on an as-needed basis if things start to shift when we get it down. I just sort of hate at the end of a four-hour period to be—I understand and appreciate the intent, but I just think a little more reflection would be good for us right now. That's my sense.

Mayor Holman: Council Member Burt.

Council Member Burt: I've been thinking about essentially the point that Council Member Scharff raised on we need to be the advocates for grade separations. We have seen no indication that Caltrain places a priority on that. I'll point out that Caltrain in their advocacy, they didn't put in equal grade

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separations and their other priorities. They put all of their other priorities ahead of grade separations. We're going back, and we're putting their other priorities on equal ground with grade separations. This 700 million, we haven't had any in-depth discussion. My understanding—maybe Adina knows this better—that's, I think, three purposes. It's to fill a gap in electrification. It's rolling stock, and it's platform lengthening. Presumably the platform lengthening would be just our county's portion of it. The rolling stock and the electrification shortfalls are not county shortfalls. They're for the three county system, and they're coming and asking Santa Clara County to make up that shortfall. We're saying we're going to put that essentially on equal footing with our priority for grade separations. In our good guy approach of supporting Caltrain and wanting to see them modernized, we are—they're not going to bat for us and we're going to bat for them. I would encourage us—actually I'll offer substitute language that we engage with Caltrain to determine what specific needs they have for the prospective County transportation tax measure and return to Council with that information so that Council can make a further determination of its advocacy.

Council Member Wolbach: That'd be replacing the last two lines (inaudible)?

Council Member Burt: Yeah, it would basically replace the last two lines of "A" with this language. I'm not saying no to this, but as of what I know right now, I'm not quite sure that this is necessary. As I mentioned earlier, they're going after these same dollars from other pots. Not only are these dollars to serve the three counties coming out of our funds, but they're going after them elsewhere. I'm not at all convinced they're going to need this. They have a lot of funding sources. They have State at cap and trade. They have Federal dollars they're seeking, have regional dollars they're seeking. They don't have to come out of our limited Santa Clara County dollars, which are probably the most meaningful pot that is going to fund grade separations long term.

Mayor Holman: Could I ask a clarifying question before I look to Council Member Scharff for acceptance or not? Council Member Burt, you said that Caltrain's looking to fill the funding gap in Santa Clara County or from Santa Clara County for the rolling stock even though that rolling stock serves two other counties.

Council Member Burt: It's both. My understanding is it's both rolling stock and electrification shortfalls. It's both those things, or the whole system.

Mayor Holman: Do we know if it's proportional or if it is the gap?

Council Member Burt: To my knowledge, they're not going to the other two counties for these dollars. They're going to the State, MTC and the Federal government; they're not going to the other counties. This is all the more reason why I'm not saying don't do it. I'm saying we need to go back and have

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better information. If we get clarification that this is justified and we support it, then by all means we can support it, but we don't have that information now.

Mayor Holman: City Manager.

Mr. Keene: I think that that would be good. Again, I just want to be sure that the various assumptions that we're using, I mean that we get a chance to validate those too. Just a little bit of extra time. I don't see what's gained by just being a little step-by-step here.

Mayor Holman: Council Member Scharff, do you accept the amendment?

Council Member Scharff: Yes, the answer is yes.

Mayor Holman: Council Member DuBois?

Council Member DuBois: This is replacing what? I would just point out that when you read Measure A as is, I don't think it's advocating support for Caltrain at all. It's just clarifying that we want 15 percent separate from anything that Caltrain says. When I read "A," I don't read that as Palo Alto supporting Caltrain.

Council Member Burt: It says "in addition to."

Council Member DuBois: In addition, I guess, but that's not strong support, I would say. I have no problem with your change either.

Mayor Holman: The amendment is accepted by both maker and seconder of the motion. Thank you, Council Member Burt.

INCORPORATED INTO THE MOTION WITH THE CONSENT OF THE MAKER AND SECONDER to replace in the Motion Part A, "separate from and in addition to the funding already requested by Caltrain for other Caltrain improvements" with "and engage with Caltrain to determine what specific needs they have for the prospective County tax measure and return to Council with this information to make further determination of this tax measure."

Mayor Holman: Do you have anything else, Council Member Burt? Council Member Berman. Council Member Berman, are you good?

Council Member Berman: Yes, ma'am.

Mayor Holman: Council Member DuBois, I see your light's on again. Nothing? Okay. The motion as it stands on the floor right now is that Council Member Scharff moved, seconded by Council Member DuBois, to direct Staff to advocate for and support putting in the Countywide funding

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measure funding for countywide Caltrain grade separations in the order of 15 percent of funds raised by the ballot measure; and to engage with Caltrain to determine what specific needs they have for the prospective County tax measure; and Staff to return to Council with this information to make further determination of this tax measure. That's getting really hmm. Can we break this up? Direct Staff to advocate for and support putting in the countywide funding measure—can we do an "A" here? Funding for countywide Caltrain grade separations in the order of 15 percent of funds raised by the ballot measure and "B." "B" then would be engage with Caltrain. B, engage with Caltrain to determine what specific needs they have for the prospective County tax measure and return to Council with this information. Would we need anything after "information"? Do we need anything after "this information"? Pat, you had suggested this language. We'll do with it what we know we need to do with it.

Council Member Burt: No, this is fine.

Mayor Holman: After "with this information," delete "to make further."

INCORPORATED INTO THE MOTION WITH THE CONSENT OF THE MAKER AND SECONDER to remove from the Motion Part A, "to make further determination of this tax measure."

Mayor Holman: That the criteria for allocating funds to specific grade separations be driven by need factors; and C, to check in with Council when the measure starts to take shape. Council Member Wolbach, you had a question?

Council Member Wolbach: I was just going to say the sub-A should be rejoined with the first "A." The "B" should just be a separate "B." It doesn't need to be a sub, because the "B" here isn't something that goes in the ballot measure. It's separate direction to Staff. That can go up a level. That would make more sense.

Mayor Holman: That does make more sense. I see lights from Council Member Filseth.

Council Member Filseth: This may have answered my question actually. Is it crystal clear that the 15 percent of funds goes to grade separation and is not sort of modifiable by the outcome of this engagement with Caltrain? That we come back and say 10 percent for grade separation, 5 percent for painting trains and so forth.

Mayor Holman: I think it's clear. Council Member DuBois, you have your light on.

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Council Member DuBois: I haven't touched it.

Mayor Holman: It just automatically pops up. I think we have a motion in front of us that we can vote on. That passes unanimously with Council Member Kniss absent.

MOTION AS AMENDED PASSED: 8-0 Kniss absent

Mayor Holman: Not bad, it's 10:02. That concludes our agenda items. I had said earlier that I would like to adjourn this meeting in honor of Former Mayor Dick Rosenbaum. Council Member Rosenbaum passed away this weekend at the age of 81. He was on the City Council from 1971 to 1975 and again from 1992 to 1999. He served as Mayor in 1998. To add to his years of community service, he also served on the Utilities Advisory Commission from 2000 to 2009. He also served in a number of other roles on nonprofit boards in the community. Just in elected and appointed roles and official roles, he had 20 years of community service. I would like to close this meeting in his honor.

Adjournment: The meeting was adjourned at 10:03 P.M. in memory of Former Mayor Richard Rosenbaum who passed away on October 11, 2015.



CITY COUNCIL RAIL COMMITTEE TRANSCRIPT

Special Meeting
Tuesday, December 16, 2015

Chairperson Burt called the meeting to order at 8:31 A.M. in the Community Meeting Room, 250 Hamilton Avenue, Palo Alto, California.

Present: Berman, Burt (Chair), DuBois, Scharff

Absent:

Oral Communications

Chair Burt: At this time, we provide the public an opportunity to comment on items that are not otherwise on the agenda. We do not have any speaker cards.

Agenda Items

1. Rail Committee Recommissioning & Discussion on Rail Issues/Next Steps.

Chair Burt: We'll move to the next item which is the recommissioning of the Rail Committee and a discussion of rail issues and next steps. I don't know if the Staff wanted to make some comments.

Ed Shikada, Assistant City Manager: Yes, we do have a brief presentation perhaps just for the purpose of organizing some of the material and some thoughts in preparation for the Committee's discussion and organizing work. With that, perhaps Richard, do you want to walk through it?

Richard Hackman, Management Analyst: Sure. Thank you, Chair Burt and Council Members. I apologize for my voice, but I'll do the best I can. Just quickly to walk you through most of which was in your Staff Report is a brief presentation going over sort of how we got to where we are today and some proposed next steps where we would welcome your direction as we move forward with the recommissioning of the Rail Committee and a lot of the policy decisions that we have to make regarding the future of rail in our

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community. With that, just to remind everyone how we got here. On October 13, 2015 the Palo Alto City Council made two Motions related to rail. A key element of one of those Motions was the recommissioning of the Palo Alto Rail Committee. Outlined in this presentation and the Staff Report is Staff's proposal of how to address the elements—there were nine of them—of the Motions that Council passed on October 13th. Following the presentation, Staff would welcome the Rail Committee's direction on how to proceed with a number of things. Just to bring everyone up to speed and remind everyone. We use a lot of acronyms in here, a few, CEQA, CHSRA, CSS, EIR, HSR; that's what they mean. For anyone in the public, there are handouts available. If you'd like to follow along, you can use the key there. Broken down for you in the PowerPoint are the two Motions by category. We tried to take the nine different elements of the two Motions and put them into categories based on their current status. Parts of the Motion that have been completed or in the process of being completed are the Mayor who's reappointed the Rail Committee obviously; we're here today. Staff is pursuing interim grade separation safety measures through Section 130 funding. Work is underway at the Staff level with the California Public Utilities Commission regarding enhancements at the Churchill crossing. These are mostly going to be striping and signaling changes. We were approved for that funding, and we're working to do some moderate safety improvements there to help with the number of daily bicycle and pedestrian crossings we have at those two locations. Joining me now is Josh Mello from Planning who can also comment on this if you have any updates beyond that. No, okay.

Joshua Mello, Chief Transportation Official: No, I don't. I'm getting up to speed. Section 130, yeah, we did come to agreement on a scope with Caltrain and the California Public Utilities Commission. That was submitted in October.

Mr. Hackman: Parts of the Motion that Staff is currently addressing are Staff is working through regional groups and with Caltrain in advocating for funding of Caltrain grade separations on the order of 15 percent of the funds raised by a potential County Sales Tax Measure. Also, Staff is working, advocating really that the criteria for allocating funds to specific grade separation be driven by need factor instead of a, for example, first-come-first-serve process. We want to make sure that if we are able to obtain that 15 percent or even if it's less or even if it's more, that the funds go to the projects that need it most, not necessarily those that are fully designed or proposed first. Parts of the Motion that Staff is proposing additional Staff for in the form of a Program Manager is developing a first phase circulation

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study which Council directed Staff to do. The second is developing a preliminary plan for a context sensitive solution approach to addressing rail impacts and the future of rail in Palo Alto. This would include using the CSS approach for CEQA analysis related to the High Speed Rail Authority's proposal to do environmental clearance on the San Francisco to San Jose project segment and also preliminary design for grade separations in Palo Alto. For those of you who don't know, CSS, context sensitive solutions, as defined by the organization's website is a collaborative interdisciplinary holistic approach to the development of transportation projects. The CSS approach, which is specific, is guided by four core principles: strive towards a shared stakeholder vision to provide a basis for decisions; demonstrate a comprehensive understanding of context; foster continuing communication and collaboration to achieve consensus; exercise flexibility and creativity to shape effective transportation solutions while preserving and enhancing community and natural environments. Council gave clear direction that they felt that if this approach was applied to—I won't say problems, but I'll say the issues facing Palo Alto related to rail, specifically grade separations. We feel that it's likely this could result in the best outcome for our community. Just to be clear on one issue. Under the current California High Speed Rail Authority timeline, which I'll touch on later in the presentation, it would effectively be infeasible for CSS to be applied with what they've proposed. In terms of a Program Manager, which would manage the circulation study and the CSS process for grade separations which Staff is proposing, we're currently in the process of developing an RFP for the program management expertise. It says—excuse me—to retain an individual or firm with rail expertise to take the lead on these items and other activities needed to advance grade separations in Palo Alto. This is whether or not High Speed Rail proceeds. There's a strong feeling amongst Staff and also I know a number of Council Members have expressed both through our last meeting and through Study Sessions that we really need grade separations whether or not High Speed Rail comes. I hope that's not an earthquake. Parts of the Motion that Staff recommends would be addressed through a letter which was included in your agenda packet are that the full CSS approach process be used by the High Speed Rail Authority. That letter would go to both the CEO of Caltrain and the CEO of the High Speed Rail Authority. Also in that letter would be a recommendation that the time line for the EIR for the San Francisco to San Jose segment of the High Speed Rail project include adequate time for the CSS process. In terms of discussion topics for today, timing and amount of funding recommendations. Funding would be specifically related to the Program Manager which we have proposed. Scope of services; what the Program Manager's role would be; how you envision context sensitive solutions for Palo Alto's grade separations working; what

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different advocacy roles different members of the Palo Alto community would take on; what advocacy role would the Rail Committee have; what advocacy role would the City Manager have, a Program Manager, etc., in terms of approach to stakeholder engagement; adjacency issues; how working with our neighboring cities can enhance our ability to achieve our objectives; and how we can use regional coordination and coalition building to accomplish some of what we're trying to do here today. We'd also like to make sure that we're developing and using value capture in the best interests of the City. We'd like to do all this in the context of the Comprehensive Plan CAC. Just in terms of what the California High Speed Rail Authority CEQA next steps are. They plan to release a Draft EIR in the winter of 2016, so one year from now. They plan to ...

Chair Burt: No, no. Months from now. I'm sorry. You said in the winter of 2016 for ...

Mr. Hackman: The draft.

Chair Burt: ... the draft. So that ...

Council Member Berman: Depends on how you define winter of 2016.

Mr. Hackman: They've pushed back their timeline slightly.

Chair Burt: Winter of 2016 isn't a year from now.

Council Member Berman: Winter of 2016-2017. (crosstalk).

Mr. Hackman: Yes. I should say December of 2016. December of 2016 was what I was implying there with the Final EIR certification coming in December of 2017. Basically one year for the draft, two years for the final. That is noted at the bottom. It's for the San Francisco to San Jose program segment.

Chair Burt: I'm sorry, Richard. Is this a recent update?

Mr. Hackman: The recent update was on the Final EIR. They had originally said that they were hoping to have it done by the summer of 2017. They've since dropped that back to what they're calling winter of ...

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Chair Burt: When and how did they announce that?

Mr. Hackman: I read it on the—they had a link to the Caltrain website, and I read it on there.

Chair Burt: They haven't notified cities of this?

Mr. Hackman: The City of Palo Alto has not received that in writing to my knowledge. Finally, Motion elements that Staff recommends should be addressed in the future. This one's pretty straightforward—is to check back with the Council when the sales tax measure starts to take shape, just in terms of where the sales tax measure stands. As of now, December 2015, the MTC is analyzing and modeling the unconstrained project list. In August 2016, we have the deadline to put a sales tax measure on the November 2016 ballot. In November of 2016, 11 months from now, it's likely that a sales tax ballot measure will go to the voters. With that, we welcome your questions and comments.

Chair Burt: Let me first ask just in terms of our agenda. Agenda Items 1 and 2, it's not clear how we distinguish between them. We just had a report that—kind of on all this background. Does Staff have any clarification on the distinction?

Mr. Shikada: It actually really relates to Number 2 more so than Number 1. Perhaps we should have waited on making that presentation.

Chair Burt: In that case, should we go ahead and hear from a couple of members of the public who wanted to speak to "1," but really we have essentially one blended topic today. Does that sound fine? Our first speaker is Mike Brady, to be followed by Adina Levin. You'll have three minutes.

Mike Brady: Good morning. My name is Mike Brady. I've been a lawyer with Ropers, Majeski, Kohn in Redwood City for 48 years. I'm also a mediator and arbitrator with ADR Services in San Francisco and San Jose. I have been the—congratulations on reactivating your Committee. I've met over the years many times with Mr. Burt, Mr. Filseth, Mr. DuBois about the rail matter. I'm the original attorney in the Tos lawsuit centered in Kings County. That's the lawsuit that seeks to prevent the construction of the entire statewide High Speed Rail project. That lawsuit was filed almost five years ago and is set for trial in February 11, in a couple of months. I'm here today also with Paul Jones, the Chairman of the Atherton Rail Committee.

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I've met with that committee for almost five years on a regular basis to update High Speed Rail on the Peninsula. I hope to interest you in joining with Atherton in a potential lawsuit to prevent High Speed Rail from coming to the Peninsula. My existing lawsuit is centered in Kings County because that's where the project was going to start. Now you're rather upset to hear they're trying to rush through the EIR and so forth for High Speed Rail on the Peninsula. You know the reason for that? Perhaps you don't. Very recently it was discovered that for 25 months, the High Speed Rail Association has concealed from Congress, the State Legislature and from all the cities that the cost of the project is going to be \$9 billion higher. Their own contractor advised them of this and also said it's almost impossible for you to get under or over the mountains in southern California. When they face that difficulty, you might see southern California abandoned for a long time. Where does the focus then go? To the Peninsula. Watch out. Be very careful. I look forward to meeting with you. I'd be happy to brief you on our lawsuit. One of the main difficulties about the legalities of High Speed Rail on the Peninsula is this. They never submitted a funding plan for the Peninsula. They did for the Central Valley. Proposition 1A, our lawsuit is entirely based on Proposition 1A. Proposition 1A says no money can be appropriated for a project unless a funding plan is first submitted to the Legislature. None was ever submitted for the Peninsula. One was submitted for the Valley. That's a huge legal problem. No money can be given to you for anything until that is satisfied. The mood in the Legislature has changed. High Speed Rail is not as popular as it was in 2008 when it was passed. The Governor, of course, is still strongly in support of it, but it would be very interesting to see what funding plan would pass on a statewide basis. Finally, I would just mention that there are three initiatives which are currently getting stamped and approved to go out for signatures statewide. One would repeal the whole project. Two of them would take the existing money in the High Speed Rail bond fund, \$8 1/2 billion, and give it to state water projects.

Chair Burt: Thank you.

Mr. Brady: Thank you.

Chair Burt: Our next speaker is Adina Levin, to be followed by Herb Borock. Welcome.

Adina Levin: Good morning, Council Members. Glad that the Rail Committee is reconvening to deal with the many issues and opportunities

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relating to rail at this time. One of the things that I'd like to mention with regard to the potential scope of the Committee relates to some renewed activity about Dumbarton Rail and the Dumbarton Corridor. There has been—even though this project has gotten killed a couple of times in the last few years, there's really a very strong interest, particularly in West Bay communities, to bring this back. Most recently Facebook has generously offered \$1 million to study transportation options on the Dumbarton Corridor starting with the segment from Redwood City to Menlo Park, East Palo Alto by Facebook, and then potentially continuing over the bridge. There has been some expressions of interest in private operators to do a public-private partnership utilizing that rail corridor which has interesting implications for the region and would need scrutiny for the aspects of the business plan and also for the constellation of risks and benefits that you want to have a public-private partnership to get the best balance of public and private benefits. There's a next step here. The SamTrans Board is going to be accepting the offer and kicking off managing the analysis of transportation options on the corridor in their January Board Meeting. To take a step back, one of the opportunities would be to have connections from the bridge into Palo Alto where many people do come and work here from the East Bay as well as there's been some interest from large corporations in Mountain View to bring people over from there. One issue and risk is that in order to study the bridge apparently this needs to go back through the Alameda County Transportation Commission which is the entity that has killed this project three times in the last few years. Any political connections, they're doing some investigation to find out any points of leverage and would be happy to talk to Staff or any Council Members regarding that after this meeting. That is something that the Council may wish to include as part of the agenda. Lastly, for the agenda, there are issues relating to Downtown extension and its funding. That would be a beneficial project for Palo Alto and the rest of the community. That may be another item to be able to include in scope.

Chair Burt: Thank you. Our next speaker is Herb Borock, to be followed by Roland LeBrun.

Herb Borock: Good morning, Chair Burt and Committee Members, and also one, two, three, three members of the Policy and Services Committee. The Committees are advisory to the Council. In looking at the agenda, it's hard to tell whether, the way it's been formed, it's seen by Staff as a Committee that makes recommendations to the Council or talks to Staff about how they're implementing Council direction. Even such a simple thing as discussing a spokesperson, that's only something that the Council itself can determine. In regard to the draft letter from the Mayor reflecting adopted

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Council policy from its October 13th meeting, I would recommend that the language on context sensitive solutions be expanded. The reason is the High Speed Rail Authority is committed to context sensitive solutions for the design of more intensive development around High Speed Rail train stations. It's the policy of the City Council to be opposed to a High Speed Rail station in Palo Alto. In looking back at the Californians Advocating Responsible Rail Design site for the discussions on CSS in 2010, there were a number of different issues related to High Speed Rail besides the station environment for CSS solutions. I would think it would be important to mention those various issues that you would use that for, so that High Speed Rail doesn't turn around and say, "We're already doing that. It's in a project." In regard to an Environmental Impact Report schedule, the agenda materials for the Authority's Finance and Audit Committee meeting this month contains the detailed schedules for the Environmental Impact Reports for the various sections including precise dates for when they think those things will be occurring. Finally in terms of a possible VTA measure, one of the things that's been discussed by a number of people including Supervisor Simitian was that the thing that would probably defeat that measure would be Bus Rapid Transit. I'm concerned of people chasing after money for grade separations on the Peninsula in exchange for support for that, that somehow that would slip through. Whereas, the proper thing to do there would have language in the measure that would prohibit the Bus Rapid Transit. Thank you.

Chair Burt: Thank you. Our final speaker is Roland LeBrun. Anyone else who wishes to speak needs to bring their card forward.

Roland LeBrun: Can you hear me? Is this working? Season's greetings. I'm happy to see you all back, and I'm glad that we're finally reforming after the hiatus here. I'd like to touch on three things, the grade separations, the environmental clearance and then some of the items Herb and Adina touched on. On the grade separation and the funding, you have to be realistic. We're talking about millions and potentially reaching much over a billion dollars worth for Caltrain. You cannot expect the VTA to basically take in this money and dumping it down basically the Caltrain High Speed Rail money pit. You have to be realistic about that. This would be a tough sale. I'd like to suggest you use a different approach. You reach out to the VTA and explain to them what you're trying to do, and then ask them to take you to the East Bay and show you what they did for BART. They did four grade separations for Union Pacific over there. They know how to do this with a light railway. They can show you the approaches that they took, the engineering and also the causeway. On the environmental clearance

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and the context sensitive solutions, the key here is that the Peninsula will be below 125 miles an hour, which means that the High Speed Rail Authority do not have exclusive rights to get environmental clearance. Anybody can get it. That's VTA, SamTrans, Caltrain or whatever. One approach you should be looking at is maybe the VTA should be assuming responsibility for getting environmental clearance independently. The key is 125 miles an hour. You keep it below, anybody can do this. Just to clarify the dates on the environmental clearance, they're talking about scoping comments in two to three months for or about the draft in the winter. That's probably where the confusion arose. In closing, on the points that Adina made, this is actually a joint effort between Facebook and Stanford. I don't know if you know that Stanford are about to basically start a new campus in Redwood City. It's a joint effort with them. Right now, it's primary focus is coming from San Francisco, so it's basically linking the (inaudible) of Transbay and basically go directly to Facebook. I don't know if you're familiar with this. We have a potential project on a ballot measure which is called a VTA Sprinter project which is going to be basically providing additional traffic from the south. It might draw as far as Diridon (inaudible) and going as far as Blossom Hill. It goes up to Alviso, when it turns back. It goes back and forth. Once Dumbarton reopens, I assure you we're never going to reopen this bridge. It'll be a tunnel; it'll be a high speed tunnel, minimum 125 miles an hour, probably keep it to 124 so somebody else can get the environmental clearance. Then we'll have a potential to have a loop that starts from the south and go to Diridon. One train will go to the East Bay, go across Dumbarton, come back down to Diridon. The other train will go up the Peninsula and come back down the other way. We'll have a loop for the Sprinter system. That's it. Thank you.

Chair Burt: Thank you. That's ...

Yoriko Kishimoto: Mr. Chair ...

Chair Burt: I'm sorry. You are going.

Yoriko Kishimoto: Good morning. As a former member of the Rail Committee, I'm delighted it's reopened up again. Just three quick comments. One is on CSS. The way I like to think about it is really kind of rail and community, how do you move a lot of people through the community, so it's not really just an obstacle to High Speed Rail. It is kind of give-and-take between the community and getting people through. I always think of it as do you want to have more transit going through by

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bike/ped or do you want to have more auto traffic going through, especially with the traffic getting so bad recently. I think people do realize there are tradeoffs to be made and how do we minimize impacts. I wanted to reinforce Adina's comment about Dumbarton Rail. There is a very exciting new possibilities coming up. It's similar to the fiber optics discussion where there's kind of open access network plus kind of public or private service providers. There's a service provider who is kind of exploring the possibility of Dumbarton Rail. That's very exciting. As you know, I was involved in the Peninsula Cities Consortium. I just wanted to reinforce the point that it is very powerful to have cities work together and speak with one voice. I serve on the Mid-Pen Regional Open Space. Unfortunately, there is no Mid-Pen transit. There are transportation agency. In a way the Rail Committee or the regional consortiums working together can have that role.

Chair Burt: Thank you. Now returning to our agenda. (crosstalk) get through the best way for us to begin to have discussion. We have maybe two different categories. Anything that requires guidance in the nearer term and then essentially trying to work out a work plan for the coming year. Maybe because the work plan is a deeper subject, should we make sure that we cover today the actions in the nearer term?

Council Member Berman: Mm-hmm.

Council Member DuBois: It seems like another way to do it would be by category, this A, B and C, talk about grade seps and High Speed Rail and the sales tax.

Chair Burt: If we did it that way, trying to cover these things in the next 55 minutes could bog us down. Then we might risk that we didn't have time to address some of the things that are most immediate. I don't know. I'll go by your preferences. Thoughts?

Council Member Berman: I wonder if we should let the calendar dictate the discussion. As you were saying, things that need a little more direction to Staff earlier next year should be discussed today. When we reconvene earlier next year, we can see what hasn't been covered. We definitely want to cover more timely issues.

Chair Burt: I would hope that today we'll at least be able to have a preliminary discussion on the work plan. I'm not saying that it's one or the other, but I would want to make sure that we get done what has timeliness

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associated with it. Amongst the things that have time constraints, it seems that the letter to the Rail Authority is timely. Richard, on the VTA sales tax, do we have any real update since the Council had a last discussion on it?

Mr. Shikada: Sure. Why don't I take a shot at that? Josh, you may want to reinforce it as well. Primarily the activity of late has been among the committees and specifically the technical advisory committee which is made up of staff of various agencies throughout the County. There has been discussion of the criteria and, I think, at this point fair to describe it as being VTA staff floating some concepts of how funding would be allocated among different categories of transportation whether it be grade separations, highway, street maintenance and the like. Those conversations are ongoing. Among other agencies, the City of Palo Alto has been talking with North County, West Valley cities in order to try to maintain a sort of ...

Council Member Berman: Unified front.

Mr. Shikada: ... unified front or a collective position. At this point, it has focused largely on the need to perhaps de-emphasize BART as a central component or primary component of the measure and also a desire to look beyond the street maintenance, that specific program, opening the door to more multimodal both planning as well as investment. The next steps there will be some additional conversations involving the staff as well as the VTA Board Members representing North County and West Valley. Expect that that will extend into January.

Chair Burt: You mentioned that they're floating some alternatives on how the funding allocations. Can you share elements of that we've expressed and the Council expressed our position on, foremost the grade seps and secondarily other multimodal funding?

Mr. Shikada: It's been fairly fluid. Josh, do you have any specifics in that area?

Mr. Mello: Yeah, I do. The last TAC meeting was actually canceled. It was scheduled to occur on Friday. VTA actually asked the North County and the West Valley cities to attend a specially called meeting at VTA. It seems like everyone's kind of coming around to the fact that this supplemental mobility study needs to be done for the North County, West Valley on a pretty accelerated schedule. They actually circulated a draft scope of work for that study. It's also appearing as though there is somewhat of a consensus

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forming around the fact that Santa Clara County and VTA need to have a similar program to what is done in San Mateo County around grade separations, where there's dedicated funding and a competitive process that uses objective criteria to fund the advancement of grade separations. I think 15 percent of the total funding is the last table that I saw, very initial number. I think there is kind of consensus forming around the fact that some type of grade separation program needs to be created.

Council Member DuBois: They were working on a process with evaluation criteria and scoring. They have all those projects that were submitted. Are they actually talking about going away from that or are they still proceeding with that process?

Mr. Mello: The other update is the unconstrained project list for the County sales tax was submitted by VTA to MTC to do modeling and analysis. They have to do air quality modeling and traffic impact analysis. That's underway right now. I don't expect that they'll be able to model grade separation projects. There's certain categories of projects that just don't fit into the standard modeling. That's kind of what's underway now. They'll be presenting kind of the performance of the individual projects to us probably in early 2016.

Council Member DuBois: It sounds almost like a dual process, like they're continuing with what they had done, but starting to talk about maybe a study. It's not clear that this idea of funding projects based on need versus kind of first-come-first-serve—has that been talked about?

Mr. Mello: The unconstrained project list is fairly large. I think it captures—there's some categorical, program-type submittals that are in there. I think there's some ability to modify that unconstrained project list to meet what may come out of this North County, West Valley study and other initiatives.

Chair Burt: Tom was raising this question of whether projects will be ultimately prioritized based upon first-come-first-serve like even amongst the grade seps or—I forget how you described it in the first part of your comments.

Mr. Shikada: A carve-out, a set-aside in effect of dollars without a specific decision on which grade separations.

Chair Burt: Yeah, basically so.

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Council Member Berman: Like the San Mateo County (crosstalk).

Council Member DuBois: Like categories.

Mr. Mello: Yeah, competitive. San Mateo County uses a similar process to what the State uses for the Section 190 program which looks at the amount of rail traffic, a history of collisions, a whole host of different factors, to kind of prioritize grade separation. San Mateo County uses a similar formula to award the funds through their program. I think that's kind of the way the wind is blowing, but there are a lot of grade separations in Santa Clara County that are further along than ours. I think one of the criteria may be has environmental documentation be completed. I think it's still in our best interest to get moving and catch up to some of the ones that are—even if it is purely objective.

Chair Burt: Yes. I think that even while we may begin to accelerate our progress, we've already taken a position—I think, if we need to, we can discuss that further—where we believe it's critical that it be based on the objective criteria and not just a sequential "whichever is furthest along gets funded" and which is maybe most in need or most important does not.

Council Member Scharff: Pat, are you advocating that we continue to move forward to make it shovel-ready, what we're looking at doing? I was unclear. I agree with what you said, but I was unclear what that means in a practical application in terms of going forward or not, moving things along.

Chair Burt: I would say that the important immediate thing is that we advocate that the criteria be set up based on objective criteria, not who's most shovel-ready. One of the things as we go into the grade separation is I expect that based on the Council discussion recently we will begin the process of defining our requirements better. That's going to take some time.

Council Member Scharff: I also see us having a bit of a conundrum on this in terms of there are grade separations and there's this notion of a trench that we're talking about. If you're moving grade separation forward, it can be different than looking at a trench in terms of there could—I mean, if we're going to do a trench, it's different than grade separating a particular intersection. I think everyone else is grade separating a particular intersection. How do we separate Churchill or how do we separate Charleston? We're looking at doing a trench. I think there's some sort of

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sense of how do we put that together so that happens as opposed to focusing on a particular intersection.

Chair Burt: Whatever we may come up with as our design recommendations for the City, they're quite a ways away. If we have the set of criteria be adopted that are based upon who's farthest along, it affects us the same way. I don't know that we have that conundrum. That would be part of what we'd dive into as we have a deeper analysis of our alternatives. In my mind, either way we need to make sure that the selection criteria are set up based upon the objective basis rather than where anyone stands on being shovel-ready. That seems to me our most immediate need. That opens the door for the additional considerations.

Council Member DuBois: I do think we should be careful with our language. Maybe for now we should say "trench/grade separations." I think when you only say one, you're not saying the other.

Council Member Scharff: I do think when we say grade separation, the rest of the world out there thinks a typical grade separation project.

Council Member Berman: Either under or over.

Council Member Scharff: Right, either under or over.

Council Member Berman: I really think (crosstalk) it altogether.

Council Member DuBois: Until we decide, maybe we should say both.

Council Member Berman: (crosstalk)

Council Member DuBois: I think we started talking—I don't know if we're ready to go back to the letter. I guess I'm not really sure how we're attacking this today.

Chair Burt: The letter is on the High Speed Rail subject, so let's first make sure that we're aligned on the direction on the VTA tax.

Council Member Berman: I think we are. I think even what Greg was saying was that that's an important first step, making sure that we continue

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to advocate for the San Mateo County approach, I'll call it for ease of words, and not first-come-first-serve, not first-ready-first-serve.

Council Member DuBois: Again, we were talking about grade seps, but I think we're talking more generally that the sales tax would allocate money to categories and that those categories would be prioritized based on need. I'm a little bit concerned that they're far down the road on a different process which was scoring all these projects, and some that criteria was how ready the projects were. I don't know if they're really changing or not.

Chair Burt: I think we're clear because we had discussed this as Council as well, that we want the criteria certainly within the dollars for grade separations—two things. One, they don't preclude other options. They're dollars toward respective places where there are grade crossings. Second, that it be based on objective criteria rather than who's most shovel-ready. Do we have consensus on that?

Council Member Scharff: Yeah.

Council Member Berman: Yeah.

Chair Burt: Great. We want to make sure on that. The second thing that Tom is raising is how are they proceeding on this huge bucket of every project that they asked anybody to submit on and where does that fit in with where they are now.

Mr. Mello: I think the answer I would give you is we're not quite clear on what the discussion is going to be once the results of the modeling and analyses are done. I imagine it'll be a collaborative, back-and-forth process between the different jurisdictions, advocating for their individual projects. With a focus on objective criteria, hopefully ...

Council Member DuBois: There's been a lot of work done. They've come up with a set of objective criteria, and I think they were working on a scoring mechanism. Again, there seemed to be a lot of momentum already, like those criteria were developed over a period of time.

Chair Burt: I guess the good news about that is if they're using objective criteria for selection of the other projects, that would support our position

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that they should use objective criteria for which grade separations are done and when.

Council Member Scharff: When we say "they," there's MTC, there's VTA and there's Caltrain. Who's making this decision?

Chair Burt: VTA. This is the VTA measure.

Council Member Scharff: Right. On the VTA measure, will Caltrain make the decision of which or will VTA actually make the decision of which grade separations?

Mr. Mello: The particulars of how the program would operate have not yet been determined. Right now, it's just kind of let's put some money in a bucket for grade separations and let's emulate the San Mateo County process where they award it based on objective criteria. The conversation hasn't gotten to the point of how those decisions would be made. I would imagine it would be VTA using some type of criteria.

Chair Burt: That's my understanding as well. It's VTA's dollars, our dollars through VTA, and they would be doing that. I would certainly think that that would also be in collaboration with both the cities and Caltrain, but I think that decision authority is with them.

NO ACTION TAKEN

2. Discussion of Priorities and Work Plan for the Rail Committee, Specifically Regarding the Following:

A. Grade Separations:

- i. Resources Required;
- ii. Circulation Study;
- iii. Community Engagement.

B. High Speed Rail Advocacy:

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- i. Methods and Spokesperson(s);
 - ii. Next Steps.
- C. VTA Sales Tax Advocacy:
- i. Methods and Spokesperson(s);
 - ii. Next Steps.

Council Member Burt: The way we had this structured, we actually moved kind of from the speakers who are speaking to Item 1, and now we're on "2." Even though there's some crossover there, we have a speaker who wanted to speak to Item 2C, Adina Levin. Why don't we go ahead and do that? Adina.

Adina Levin: Good morning. Speaking specifically on "2C" and the VTA measure. Thank you for supporting the program versus project approach to grade separations. Language that might be able to actually spur in their think tank vision for VTA and communication with execs is trying to enhance this concept of having more program-based funding rather than specific project-based funding. That's language that might be used and recognized. With regard to the focus of the Caltrain-related funding, having substantial funding for grade separations is important, but I am wondering whether shifting the focus from mixed capacity improvements to 100 percent grade separations is something that would be accepted and raised by other cities, by the employers like Stanford and Google and Linked In that really deeply depend on Caltrain being able to create more passengers and by the Silicon Valley Leadership Group which doesn't have the same micromanaging role that they did before but will still be influential in getting it passed. I suspect that the rail rider and the company constituency including capacity is going to wind up being important. Two more thoughts. The idea of return to source, if you have good pavement condition, use the money for a local need instead, is a good idea and might get some traction. Lastly on the concept of program versus project. Palo Alto was the first to pioneer thinking about its proposed expressway project as instead a program and being able to solve its congestion on Page Mill utilizing transportation demand management, not just road widening. There are other cities that are interested in using this approach in areas in their jurisdiction. There are some governance issues relating to really being able to make that transition. That may be something that Palo Alto as the pioneer might speak up for and

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also potentially work with other cities including San Jose that are interested in that sort of transition where some of the expansion-only methods don't work for them either.

Chair Burt: Thank you.

Council Member DuBois: Just one quick comment, if I could?

Council Member Burt: Okay.

Council Member DuBois: As we're talking with VTA, I think we want to treat grade separations as a separate category from Caltrain improvements. I don't think we should—I mean, obviously there's going to be more projects than money, but we don't want to have that be the same category.

Chair Burt: Is it correct that if they're using the San Mateo County model, they had the 15 percent toward grade separations, and then they could have a different discussion of what dollars would go for other capacity like platform lengthening. We have one more speaker, and that's it. Roland LeBrun.

Roland LeBrun: Thank you. To give you a little bit of a (crosstalk) you've been asking. You need to look at the Envision Silicon Valley process and the website is envisionsv.org. You're going to see what the current thinking is in terms of how they're going to break up the \$6 billion. Right now, it looks like \$1 1/2 billion for BART and \$800 million for Caltrain. When they say Caltrain, you've really got to also understand some of that money is going to be going to Diridon, because we're going to have to do some massive changes at Diridon for the BART interface. It's going to be a combination of BART and Caltrain funding that's going to go into the (inaudible) thing. With regard to the question that you had about grade separations, the only role Caltrain has in this is basically to provide input. I have actually seen two projects which supposedly are Caltrain projects at San Carlos and West Virginia. I can assure you these projects have nothing to do with Caltrain; they actually are pushing grade separation for High Speed Rail. The reason they're doing this is that right now they've got two tracks, and one of those two tracks is a Union Pacific track. Union Pacific has flatly told them, "You're not going to electrify this." They have got to build a third track. Right now, they're talking about grade separations on either side of Highway 280, and nobody knows where the funding for the bridge is going to come from for

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the third track that crosses Highway 280. That's probably \$100-\$150 million. Just to give you some context about what's going on.

Chair Burt: Thank you. Have we addressed the VTA issue well enough? Okay. Let's go ahead. On the High Speed Rail advocacy, we have the issue of this draft letter. Let me just share—I shared at the Council meeting on this that State Senator Jerry Hill facilitated a meeting between himself, Dan Richard and me, now probably close to two months ago, which was as a follow-up to issues I had been raising as this EIR was proceeding about both how rapidly it was scheduled to be done, the communication or lack thereof with cities and what process should be used going forward. One of the things that we discussed was—I should add that the High Speed Rail Authority had a webinar call for local elected officials back—what? Three months ago, Tom?

Council Member DuBois: Yeah.

Chair Burt: Tom and Richard and others from—I don't know if Ed was in on it.

Ed Shikada, Assistant City Manager: (inaudible)

Chair Burt: Several of us, where Palo Alto was pretty well represented. I was up there at the PB office in the City and had a chance to speak with Rail Authority representatives before and after and made these same points that this very accelerated process, even as just an EIR process for such a complicated EIR, was unrealistic and would be kind of ramrodding this going forward. Also, that the High Speed Rail Authority had actually made a commitment back in the, I think, 2009 Business Plan to use CSS as the process for developing a plan at that time for the full four-track system on the segment that the Peninsula is part of. It was the only segment in the state that they've made that commitment for. That process was moving forward with imperfections in it. When the blended system went through, the need for that went by the wayside for the time being. They have argued under the technicality that they brought this back forward. I said this should be CSS again. They said, "Technically we only approved it for that Peninsula rail program which was the four-track system." Dan Richard ended up agreeing that he was open to a dialog on that and agreeing to hold an upcoming meeting with Palo Alto officials to discuss a process going forward without agreeing to CSS in advance. That's some important background to this. I'd also say that in terms of whoever we may address this to, at the

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High Speed Rail Authority Jeff Morales is the CEO; but I would say that Dan Richard is not only the Chairman of the Board, he is the Executive Chairman meaning that the CEO of the Authority reports to the Executive Chairman in all practical purposes. Dan Richard was appointed by the Governor and reports directly to the Governor and is engaged with him. He's the most important figure in this rather than the CEO who is more responsible for execution than for policy. In that context, I think Dan Richard is the most important person to address this to, but we certainly want to include the others. Did folks want to wade in on the letter? There was a comment that under CSS, I really think that we need to convey a bit of the history of this and its value and purpose and not assume that everybody understands why it's important and what was agreed to in the past. I can tell you that the High Speed Rail representatives, the staff level, they have a team for this section that is now out of San Jose. The head of the team is Ben Trapisas.

Council Member DuBois: Trapisas.

Chair Burt: Trapisas. He was formerly San Jose's lead on transportation and the High Speed Rail. They've hired Bruce Facucci [phonetic] who we know, who has worked with the City of Palo Alto and had worked on the CSS process before when it was proceeding back in the '09 to 2011 period, I think it was. Guy Preston, who is I think the lead engineer on this, a former CalTrans person who, when I raised this issue at the Caltrain Local Policymaker Group and he was the High Speed Rail representative there, spoke up and said, "I didn't know it was part of this segment in the past." He had worked with CSS through CalTrans and thought it was an outstanding program and was supportive of that. I think that did not represent yet a position of the High Speed Rail Authority, but I would just say that we have two of the key staff people on this region who think highly of it. Dan Richard had actually worked with something like that with BART and had seen great success, but he has trepidation on whether CSS is somehow a way to derail their initiatives. In reality, it's an open process; it doesn't predetermine outcomes one way or another. Tom.

Council Member DuBois: I had two thoughts on this letter. One small one which is I think we should primarily address this to the High Speed Rail Authority in the way it's kind of Caltrain and High Speed Rail. I want to flip it, if we want to keep Caltrain as part of the letter. The second thing is in terms of timing. As much as possible, I really think this should be a multicity discussion. It would be great if this was a multicity letter. If we don't feel like we have time to do that, maybe we go ahead and send a Palo

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Alto letter, but we would also maybe reach out to other cities' rail committees. I'm not sure if that's something that Staff can do easily. I think in a lot of these things around rail, it may be good for us elected officials to actually reach out to our counterparts and do some of this work more than having Staff do everything. Those are my kind of two high-level thoughts on this.

Council Member Burt: Ed.

Mr. Shikada: If I might add to perhaps your thinking on the specifics of the letter. Certainly agree, Council Member DuBois' point that having a couple of options. One is since we already do have a venue for discussion certainly of the North County, West Valley cities, that's an easy conversation or topic to bring to that conversation. As it relates to other cities and specifically on High Speed Rail, I would agree that having elected involvement would be very important. One additional point for consideration in the letter that the discussion brings up is given that they're now in the phase of scoping the environmental document, the question of the project description itself will be very important. It may be useful to make reference to the trench as an element of that project description as they're entering in. There will obviously be more detailed elements of the project that we'll want to communicate back to High Speed Rail Authority, but at the highest level and in the essence of the project description itself, there may be an element that you want to address at this point.

Council Member DuBois: There's a little bit of a strategy discussion here. I mean, if we're trying to get them to commit to CSS and we bring up the trench, again do they feel like we're expanding the scope too early?

Chair Burt: Let me add to that. I did discuss that with Dan Richard. Frankly, over the last year-plus we had had discussions over a year ago with Carl Guardino as the Leadership Group was putting together or considering putting this VTA tax on the last ballot. Over a year ago Carl's response was he thought that seemed very unreasonable. It's now becoming recognized that objective criteria need to include different physical environments at different areas where grade crossings need to occur. Where they're very constrained, whether Palo Alto or elsewhere, design alternatives such as trenching need to be part of the consideration. Not the conclusion, but the consideration. Dan Richard did not express kind of a "that's a non-starter" concept at all. It was an acknowledgement that the objective circumstances of different locations on the corridor mattered.

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Council Member DuBois: I'm just concerned that calling out one solution in this letter, if the real purpose is to get the ...

Chair Burt: I'm sorry. Does it have that?

Council Member DuBois: No, it doesn't. What I heard Ed say was maybe we should add trenching to the letter. I think if the focus is to get them to agree to CSS, that may or may not be a good idea.

Chair Burt: I agree.

Council Member Scharff: Did you have language, Pat, that you thought we should add to this CSS to give them more (crosstalk).

Chair Burt: Rather than specific language, I would say that following kind of the numbered requests, I think there should be a third one around communication, that we give a bit of a background, not a long one, that CSS had been agreed to by the Rail Authority for this segment under the PRP, and that it was our understanding and our belief that it would, whatever future iteration came forward respective of High Speed Rail on the Peninsula, it would follow the same process. Second, briefly about why it's valuable. This is something that really Dan Richard acknowledged. He basically said in terms of the timeline for the EIR that they would not ram it through, that they would take as long as it took to do it right. He asserted a lot of pride in the EIRs that they have done in Central Valley and asserted his belief that they had taken the time and done them very thoroughly. A thorough EIR is quite different from a CSS process. They've argued they could do them in parallel. To a great degree the CSS informs the EIR. You can't have the one follow the other. They've kind of talked about CSS and those different things. I think that we should assert why CSS is the best way to not have a highly contentious outcome from their process and to problem solve without predetermining what those solutions may be. Those would be the two portions of that. If I might just add on the communication. This surfacing that they were moving forward with this EIR on a rapid scale came about because members of CARRD notified me that back in the August Board Meeting this had been on their agenda and had moved forward. It made no engagement and did not communicate this to the cities up and down the Peninsula. They had their own plan that they were beginning to figure they were going to have these public meetings. They had three, actually four, San Francisco, Burlingame, San Jose and Morgan Hill. Nothing between Burlingame and San Jose. They just were doing all these things in a

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vacuum. I requested that Caltrain agendaize it for the Local Policymaker Group meeting. They brought Guy Preston to that meeting, and we engaged on that. Part of the issue that I've raised a number of times is we shouldn't be blindsided by these important changes; they should be communicating them. They agreed. Now, on the one hand it's good to hear that they're modifying their most aggressive timeline on the EIR. It's disappointing that the way we find out about it is because somebody saw something on a website rather than them just going and communicating clearly that they had that intention. Naturally, it would be, I think, that they'd say before they take it to their Board, they'd let our Staff know that they intended to propose such a thing to the Board. I think we should emphasize that there needs to be strong and transparent communication going forward on this. Yeah, Josh.

Joshua Mello, Chief Transportation Official: If I could just echo Ed's point about the scoping and the project description. I do think that's a rather immediate item that we need to pay very close attention to, the project description, and we need to ensure that the project description itself does not preclude grade separations being included as part of the High Speed Rail project. I actually attended the Burlingame meeting. The comments that the HSRA staff made led the public in attendance to believe that grade separations could possibly become part of the project itself. That's what they were telling the public at the meeting. I think we need to make sure that the project description—we need to make sure that the grade separations don't just become kind of an afterthought, mitigation measure that's identified for somebody else to complete, that it is possible for those to be included in the project description if they're appropriate.

Council Member DuBois: We've heard different comments on that. That very first call three months ago, when we asked about grade separations, they said that there was perhaps funding for quad gates. Again, the initial discussion about the EIR was that they'd not want to change anything, because they want to use the electrification EIR. I think you're right, it's really critical that we watch how this project is described.

Chair Burt: I'm just pulling up all my notes from that. I went back and listened to that—I recorded it, so I listened to that webinar. Ben had said that they had funding for quad gates. He also said—I'm trying to remember his exact wording—they certainly would work collaboratively with cities around grade separations but didn't make any commitment that they could or would fund them or be a portion of the funding. They've also said that

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they're working with San Mateo on something along those lines. They haven't been entirely transparent with everybody else of exactly what that means. Dan Richard acknowledged that grade separations would be a necessity ultimately whether it be High Speed Rail. He and I agreed that if High Speed Rail never came to the Peninsula, Caltrain would need to be expanding its number of trains per hour in a way very similar and ultimately have a comparable requirement for grade separations. At that level, there was an acknowledgement that ultimately grade separations will need to occur. As others even this audience know well that High Speed Rail Authority has great funding challenges even without looking at how to fund grade separations on the Peninsula. I should add one other important thing I think I mentioned at the Council meeting. There's been a lot of discussion and probably several different valid explanations of why this Peninsula EIR suddenly got back on the table. Now, the High Speed Rail Authority has asserted that it was in their last Business Plan to begin this process in this timeframe. All the rest of their program is delayed, and it was to be a segment that would be following the southern California segment. Instead, without forewarning and with what was initially an 18-month timeframe, it raced forward. I probed a lot on that. Finally, it was explained to me at the Parsons Brinckerhoff meeting that the High Speed Rail Authority in October would be presenting to their Board the expressions of interest by the prospective private parties in the project. They expected that those would be very strong and accelerate the whole High Speed Rail program in the state and that potentially the construction of the blended system on the Peninsula would move forward from what they had previously put as a 2029 completion date. Whereas, many of us had been thinking it was more likely it would be pushed out. When those expressions of interest came out at the—that's not the correct title on them. I forget what they're called. At the October High Speed Rail Board meeting, they were not what Ben had indicated they expected them to be; they were the other way. There was no substantive financial commitments. Actually Dan Richard and the Governor's lead guy, Mike Rossi who's a finance guy, really said these are not positive developments at all. The premise for this racing forward, as it was expressed to me, was around the potential private funding along with the leveraging of the cap and trade dollars. They intended to be able to bond those. They can't bond them unless they're extended beyond what the Legislature currently has committed to, which I think is 2020. That will be a very important upcoming legislative matter. If the Legislature gives long-term commitment of those dollars to—the 25 percent of them to High Speed Rail Authority which they currently have, then those would be significant dollars that the Authority could then bond.

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Council Member Berman: Can I ask a question?

Chair Burt: Sure.

Council Member Berman: Can the Legislature even do that before those lawsuits are settled about the whole cap-and-trade system on the whole?

Chair Burt: There are actually several legal problems that are based around the cap and trade. One is whether this is a proper use of those funds, because the—is it Prop, what's the cap and ...

Mike Brady: 32.

Chair Burt: Prop 32 has specific requirements for how those would be used. It's being challenged whether this project meets those requirements. There is another challenge as to whether the cap and trade, which was adopted by the Legislature as a fee, was properly a fee. I forget if there was a third issue. I'm not sure of the intersection of that. The Legislature could act, and there conceivably could still be legal challenges to their action. I think the recent developments from the High Speed Rail Authority have—the problems that have come out in the press in recent months have gone from kind of the Legislature not really being very engaged and the public had kind of died down and the press had died down in their attention to now there's a great deal of attention. I think that there's a very good chance that the Legislature in their oversight role and the upcoming Business Plan which is the plan that is supposed to really be substantive on where they are going forward, that intersects with some of the other lawsuits. This coming winter they're supposed to unveil. I think by summer the Legislature is supposed to act on it. That's a big deal. The Business Plan, the funding for cap and trade are two big actions by the Legislature that will have real bearing on this. As is obvious, this is always a very complex issue. Are we fine with giving direction to Staff on this letter to expand on the background and the purpose of CSS? I would also advocate that we make a third point on what we are looking for in transparent and strong communication.

Council Member Scharff: Maybe you could elaborate on the transparent and strong communication, just so Staff has a sense of what would go in there.

Chair Burt: I think it's that they should communicate to not only Palo Alto but all the effected cities and parties any changes in intentions as they are considered or known, and they will also seek input from those parties.

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Those are things that they've actually orally committed to doing. Now, they've gone back and done it again.

Council Member DuBois: I guess the other changes were to change who the letter is address to. Again, I think we should have High Speed Rail first and Caltrain second.

Mr. Shikada: One procedural question. Whether the Committee feels this is something should go to the full Council for information and that that direction come from the Council or whether that would happen here at the Committee.

Chair Burt: On these changes?

Mr. Shikada: On the letter itself.

Council Member Scharff: I think it should go to the full Council on Consent.

Chair Burt: Sounds good.

Council Member Berman: Does holding off on this for four weeks change anything?

Chair Burt: We don't have another meeting.

Council Member DuBois: What about the idea of trying to do it for multiple cities? Should we get ours out on our own?

Chair Burt: Yes, I think we should get ours on our own in parallel. In fact, that template can be one that we could carry to other cities and use to try and get alignment there.

Council Member DuBois: On this Consent item, do we want to specify that it should go to other cities? How are we going to do that?

Council Member Berman: I think that's something that Staff can just do. I don't know that Council needs to approve that element. If we are going to wait until mid-January, we'd want other cities to start working on it before

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then. If we have to wait for Council approval to have that be part of the strategy, then ...

Council Member DuBois: If it goes cold to other Councils, I don't know how they would interpret it.

Chair Burt: On an informal basis, there wouldn't be anything that would constrain members of the Council from encouraging colleagues as they engage with them in other cities and kind of begin to get that consciousness going while we're preparing to adopt this, I guess, on the 4th of January.

Council Member Berman: One thing that I wanted to ask earlier that reminded me. So that we can do that and do our advocacy role with colleagues in other cities, is there a list of members of other rail committees in other cities or certain Council Members that are taking point on some of these things? Just so we know who most accurately to target. If that doesn't exist, then no problem. If it does ...

Chair Burt: I think what's happened is that as the interest in this has died down, just like in Palo Alto those efforts have. We have the representatives on the Local Policymaker Group to Caltrain. Those would be certain point people. We have representatives on the VTA transportation measure. Those are probably a couple of lists that would give us a better sense of who's most engaged.

Council Member DuBois: I think Menlo Park and Atherton have active rail committees. I think there are a couple of Mountain View Council Members who could help us.

Council Member Berman: Could Richard circulate that to us?

Richard Hackman, Management Analyst: I can put together a list that's as comprehensive as possible.

Council Member Berman: That'd be great. Don't spend a lot—I mean, just easy picking.

Mr. Hackman: Yeah, who's doing rail for who.

Council Member Berman: Thanks.

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Council Member DuBois: I'm kind of watching the clock. We kind of touched on grade separations. If we're done with High Speed Rail, could we spend a few minutes on trench/grade separations? I think Staff was also asking about the timing and funding on a project (inaudible). I don't know if we need to comment on that.

Chair Burt: In addition to these things, I also had jotted down Dumbarton. We really want to begin to also look at how we leverage our community resources. That was a great part of our rail initiative previously. Pardon me. I think that's going to be something that we also want to look at, how do we pull our community resources into this process in some way formally or informally, whether it's a citizen advisory committee to Staff or to who. Ultimately if we have CSS, then it would take a form there. In the interim, I think we want to re-engage these great community resources we have.

Council Member DuBois: I guess part of that is we're talking about CSS in the context of High Speed Rail, but we're also kind of talking about it more generally. Do we start a CSS process around grade separation options just on our own now and not tie it to High Speed Rail? The other thing is I'd like to see us focus on this grade separation issue. There is a private entrepreneur who's looking at Dumbarton Rail. I would personally not want to spend a lot of time on Dumbarton Rail. I think they're both very large projects. Again, I'd like to see us spend some mental capacity on this idea of the grade separations.

Mr. Shikada: If I might also add. For that purpose, as the Committee is considering this issue of grade separations, part of our next step is in the context of midyear budget consideration that will be coming back to the Council and our thoughts as to what the scope of any requests might be that we'd bring forward to Council. Clearly the project management resource is a part of that mix. To the extent that CSS is something that we can get started as a part of that same timeframe goal, we'll want to take the Committee's feedback in formulating our recommendations there.

Council Member DuBois: One final comment. Before we get too far down the road, I'd really like to see if this could be a multicity effort. This idea of us starting CSS with a Program Manager before we get there—again we talked about getting these interested rail people from other cities, but I think we should talk a little bit about how we do some evangelism and discussion and determine whether it could be a multicity effort or not.

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Chair Burt: Certainly Mountain View and Menlo Park are the two cities that we would have the strongest potential interaction with.

Council Member DuBois: I did see recently Atherton spending some money on some short-term improvements. I think we should we reach out to them pretty quickly as well, before they get too far down the road.

Chair Burt: Let's figure out how we might pull this altogether. On the future discussion of grade separations, Staff has basically recommended a position. Where again—in your report, Richard, where is that?

Council Member DuBois: Slide 12.

Chair Burt: I'm sorry. On Slide 12.

Mr. Hackman: It's page 3 of the Staff Report or Slide 12. Really it's ..

Mr. Mello: If it's appropriate, I'd love to go into a little more detail on our thinking since the October 13th meeting where we received direction from the full Council. We kind of were looking at a three-pronged approach to financing grade separations in the City of Palo Alto. The first and foremost would be to get some expertise onboard. We envision a Program Manager, maybe part-time, full-time, could be in-house Staff, could be consultant. We're kind of leaning towards a consultant-type position. This would be someone who had years, decades of rail experience, experience with EIRs and CEQA documents for large rail projects, ideally an engineer who could really help us talk through the trenching option and the different options for grade separations and provide that kind of in-house civil and rail engineering experience that we don't currently have. They would also help us initiate the context sensitive solution discussion around both. At the October 13 meeting, we also got direction that you wanted us to look at circulation across the Rail Corridor and look at each of the different grade crossings separately and together to see how they function now, how they could function in the future possibly. That would kind of be the first step for this Program Manager, to initiate that circulation study, have a community-wide discussion about the functions of the different grade crossings and then move into the public engagement process for the context sensitive solutions around what the individual grade separations or grade crossing would be, and have that full community-wide discussion. At the same time, this person could potentially serve as our advocate for the EIR process that's moving through High Speed Rail. They would have the expertise that we

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need to kind of go toe-to-toe with the High Speed Rail Authority, review the project description, the mitigation measures, the impacts, look at noise, traffic impacts. They would serve as our go-to person. I think they'd also perform a valuable service in being able to support the Rail Committee in its work.

Chair Burt: I would say that I think that this sounds like a good approach. I want to make sure that you're familiar with and those who weren't with our City back when we had a very active program on these topics—I alluded earlier to community resources. In addition to what I think is probably a necessary Staff position, Program Manager role, we have expertise in this community that will probably greatly surprise you on these issues, in this community and in the subregion. I think that we need at the outset to understand the value of that and make sure that they are very much part of the resources that we're referring to. We had one speaker, Adina Levin, who wanted to speak on "2B." I'll go ahead and allow that. I just want to make clear ordinarily when we have a topic, we have one opportunity to speak on the agenda item, not each sub-item. I'll go ahead and use the discretion. Go ahead, Adina.

Ms. Levin: Really briefly, I think that the idea of getting other cities' support on context sensitive solutions is a really valuable and healthy thing, particularly some of the cities that have a history of supporting High Speed Rail and not just the cities that have a history of opposing High Speed Rail, so that High Speed Rail will perceive this not as a "here's the cities that are trying to stop a project," but these are cities that have issues and want to work collaboratively. That may include the City of San Francisco where they have a really big problem with their 16th and 7th Street grade separation, like figuring out what to do in less than a year is basically impossible. In San Jose, issues with the design of Diridon Station, where that timeline may be difficult for San Jose. That's one key item. Another item in thinking about the scope of working with High Speed Rail, as we mentioned, grade separations as a critical topic. Other important topics for other cities are going to include those station changes, but also potentially a Mid-Peninsula station which has some significant tradeoffs. In the (inaudible) days, High Speed Rail was talking about airport-style parking which isn't appropriate on the Mid-Peninsula. High Speed Rail has kind of changed their tune on that and thinking about more transit-oriented. There will certainly be drawbacks, but there will potentially be benefits in terms of having commute capacity. That's a key topic.

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Chair Burt: Thank you. I'm sorry, but we actually were planning on adjourning the meeting at 10:00, so I'm not accepting speaker cards after ...

Mr. LeBrun: Ten seconds?

Chair Burt: Ten seconds.

Mr. LeBrun: I strongly support the notion of reaching out to other cities. You mentioned a list on the (inaudible), absolutely. The letter should be addressed to Dan Richard and to California High Speed Rail Corp., not Morales.

Chair Burt: Thanks. Let's try to see if we can wrap up. On this issue of a Program Manager, do we want to have Staff go to the Council with and do we support that?

Council Member Scharff: I want to understand the Program Manager. Are we hiring someone? Is this a consultant? How much money is this going to cost?

Council Member Berman: From where?

Council Member Scharff: I'm not going to just say let's go hire someone.

Chair Burt: Should we have this discussion—have a January Rail Committee meeting and have that discussion?

Council Member Scharff: I think that's probably good. Staff needs to flesh it out. I need a Staff Report. I need to understand what we're talking about.

Council Member Berman: Yep.

Chair Burt: We've hit the three major topic areas. Let's talk about anything that we need to kind of wrap up. Marc.

Council Member Berman: Thanks. It was encouraging to hear from Pat that some of the important players are becoming more open to the idea of a trench. I've heard from some people that they kind of dismiss it out of hand. It would be helpful if Staff could start accumulating a list of some of

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the arguments that people are making as to why it's completely impossible and infeasible, so that we can begin to address those. It's for our information also; I think it would be helpful.

Chair Burt: If I might add, some of those arguments have been around the costs. We had our Hatch Mott MacDonald preliminary grade separation/trenching analysis. It looked at a couple of different scenarios. One of the things that I did discuss with Dan Richard and he was attuned to is that the grade at which a trench at level surface goes into a trench very much affects the necessary length of the trench and the cost. We saw that a 1 percent grade had a billion dollar price or thereabouts. A 2 percent under the scenario that Hatch Mott looked at, which is not the only scenario that's possible, it halved it roughly. The cost difference in that case when we looked at conventional grade separations and the cost of land acquisition excluding the political impact of having to acquire 50 homes or something in our community very much narrowed to a difference, I think, between \$330 million versus \$510, if I recall the numbers correctly. A 3 percent grade separation, if the freight type was modified or freight requirements on the Peninsula were changed, could further narrow the differences in those costs. Suddenly, it becomes much more feasible. That goes into a topic for January that I'd like to spend a little more time on, whether we want some additional scenarios to be evaluated by Hatch Mott MacDonald using the preliminary work they did; it's not like starting from scratch. That probably is the biggest opposition. I think if the cost is not a significant difference, people don't object.

Council Member Berman: That was my—sorry. To follow up real quick. That was my kind of question. I mean, there's costs, and I think that's all decisions that we make. There's also just are we going to run into a creek, are we going to run into things that that would really ...

Chair Burt: That is part of the cost, and that's what determines it. Those two things are very intersecting.

Council Member Scharff: I think we really need to understand the freight and how that works and what rights they have and ...

Council Member Berman: We need approval (crosstalk).

Chair Burt: That's right.

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Council Member Scharff: If a 3 percent grade is completely never going to happen, then it may not be worth it.

Chair Burt: I don't think that is necessarily the case (crosstalk).

Council Member Scharff: It may not be. Like I said, I think we need to understand the regulatory structure.

Chair Burt: I'll just say that at the time of the Peninsula rail program, the 2009-'11 period, the freight issue was emerging as a discussion with—there's a difference between who has the current freight rights and their customer base and the freight users group.

Council Member Scharff: I'm just saying we really need to understand the issue.

Chair Burt: Absolutely. Dan Richard and I discussed this and the need to really pursue what are the freight alternatives as being critical to all these other decisions.

Council Member DuBois: I think the order here is critical. Before we run off talking to other cities and having them just say, "You guys are crazy," if there's a way that we could quickly at a very high level look at potential funding sources, again what a multicity effort would look like. It's difficult, but the high level of some of these engineering issues. I think that would go a long way before we start to reach out too much, so that we're talking somewhat informed. I want to thank Adina. There was a value capture thing by the MTC up in Oakland two days ago. I wasn't able to go, but she grabbed some extra packets. Looking at all the methods available to us in terms of sources of funding, all the different special districts and things that are possible, capturing air rights, I think we need to have kind of a basic set of talking points, so that we can be more convincing and can have something that seems feasible.

Chair Burt: That sequencing is important. It seems like we may be able to have enough that we can explain to people why the full set of options should be considered as, at this point in time, not precluded. Then the CSS process itself brings these people together. I mean, the freight people would be in that process and (crosstalk).

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Council Member DuBois: Before we get there, though, I see it largely falling on us to do kind of some early PR ...

Chair Burt: I understand.

Council Member DuBois: ... or evangelism.

Chair Burt: I'm saying there's both elements.

NO ACTION TAKEN

Future Meetings and Agendas

Chair Burt: I think we've evolved into what do we have on January. What we have going to the Council is the letter. Let's briefly try and wrap up with what we want to discuss in greater depth in January. It sounds like one is ...

Council Member Berman: Position. Sorry.

Chair Burt: Further discussion of a Program Manager role, but also what Tom just brought up which is our engagement and the basis for it with other cities and parties on the Peninsula.

Council Member Berman: Just on the strategy for moving forward?

Chair Burt: Yeah. Let's see.

Council Member Dubois: This sales tax is going to be here before we know it.

Chair Burt: Yeah, that update.

Council Member Scharff: When do they have to put that on the ballot? It's August, right?

Council Member Berman: Yeah.

Richard Hackman, Management Analyst: Is the last (crosstalk).

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Council Member Scharff: It's the last time.

Mr. Hackman: I've heard they've been thinking about June.

Council Member Berman: Putting it on the June ballot?

Mr. Hackman: No.

Council Member Berman: Approving it by June.

Council Member Scharff: Approving it.

Mr. Hackman: Before summer break basically.

Chair Burt: I guess the other topic I'd like to have is more discussion on our own community engagement and kind of citizen advisory role. I'll just repeat some of what I said before. When we went through this before, we did not have anywhere near the bandwidth or the in-house expertise to know everything about all this stuff. Our ability to be knowledgeable and effective was greatly expanded by leveraging our community members.

Council Member DuBois: I kind of see that as part of the engagement strategy. Are you seeing that as different?

Chair Burt: No, we could break it up, so that engagement topic could then have maybe two major parts, how we engage with surrounding cities and how we engage with community partners. Does that sound good? Great.

Mr. Hackman: May I just ask? If we're going to put the letter on Consent for January, do you mind making a Motion on that?

Chair Burt: Not at all. It begs the question does the Committee want to delegate someone to review it with Staff before it goes before the Council so that we make sure it looks good?

Council Member Scharff: Don't we pretty much have the wording? Staff's going to make changes in the wording at the communication part we talked about.

TRANSCRIPT

Council Member Berman: There were a couple of pieces.

Ed Shikada, Assistant City Manager: (crosstalk) CSS.

Council Member Berman: CSS.

Chair Burt: Communication and expansion on CSS, those are the main things.

Mr. Hackman: (crosstalk)

Council Member Scharff: I think it's fine if you want—if the Chair would like to ..

Chair Burt: I wouldn't mind. Yeah, yeah.

Council Member Berman: Yeah.

Chair Burt: Anyone want to make a quick Motion?

Council Member Scharff: I'll make the Motion. I'll make the Motion that we forward the letter to Council, that the Chair reviews the letter just before it goes to Council and that, if it is a unanimous vote amongst us, then it would go on Consent.

Chair Burt: And the letter incorporate the changes we discussed?

Council Member Scharff: The letter incorporate the changes we discussed.

Council Member Berman: Second.

MOTION: Council Member Scharff moved, seconded by Council Member Berman to direct Staff to revise the draft letter to the California High Speed Rail Authority and Caltrain per the Committee's direction and place the Item on the City Council Consent Calendar for approval following Chair Burt's review and approval of the revisions to the draft letter Staff was directed to prepare.

Chair Burt: Any other discussion?

TRANSCRIPT

Council Member Berman: Huh-uh.

Chair Burt: All in favor. All right.

MOTION PASSED: 4-0

Chair Burt: Does that conclude it today?

Council Member Berman: Works for me.

Chair Burt: All right, great. Thank you all very much. Date of our next meeting? We will need to have appointments to Committees by the incoming Mayor.

Council Member Scharff: I think we should leave it up to the (crosstalk).

Chair Burt: Yeah.

Council Member Scharff: I think for us to choose a date without knowing who's on the Committee isn't appropriate.

Suzanne Mason, Assistant City Manager: This Committee is not going to change. That's already been established.

Council Member Scharff: It has?

Ms. Mason: It was established that this Committee is a Committee for 2016.

Council Member Scharff: When did that get established? How did that get established? I mean, the Mayor makes the choice, so how did that get established?

Ms. Mason: I don't know. I asked, and that's what I was told before we came in here.

Council Member Berman: That would make sense.

Council Member Scharff: It would make sense, and I don't disagree.

TRANSCRIPT

Chair Burt: How about if we—a date I don't think is dependent on who's on the Committee. If we're assuming that, kind of as good faith, we're going to have the incoming Mayor continue the composition, same composition of the Committee, let's just use those as working assumptions.

Council Member DuBois: Wednesday morning, at this time?

Chair Burt: One thing about Wednesday morning is we have Staff that, for instance last night had, not to mention us, late night meetings. I can do the 8:30, but I kind of wanted to make sure. I know Ed comes from San Jose.

Mr. Shikada: It's okay.

Chair Burt: He was up here late. You're okay?

Mr. Shikada: No problem.

Chair Burt: Wednesdays.

Council Member Scharff: What are we looking at for January? We're looking at the third Wednesday, is that the plan?

Council Member Berman: It'd be the 20th.

Council Member Scharff: Works for me.

Council Member Berman: I'll move my dentist appointment.

Mr. Shikada: We actually have the NCPA strategic issues conference.

Council Member Scharff: We do? On the 20th?

Chair Burt: I might be in China.

Council Member Scharff: Let's not do the 20th then.

Chair Burt: How does the 13th sound?

TRANSCRIPT

Council Member Scharff: The 13th doesn't work for me.

Council Member DuBois: The 27th?

Chair Burt: Is that waiting too long if we go to the 27th?

Council Member Berman: Should we not do it Wednesday?

Council Member DuBois: It's just with the holiday, I think do it sooner.

Council Member Scharff: The 27th works.

Council Member Berman: Is that too long for some of this stuff, like the letter?

Chair Burt: The letter's separate.

Council Member Scharff: The 19th works. We could do it Tuesday. Anyone stuck on Wednesdays?

Chair Burt: No, but I don't know whether I'm going to be traveling. What about the week before?

Council Member Scharff: The 12th?

Chair Burt: The week of the 12th or (crosstalk).

Council Member Scharff: The 12th works. The actual 12th works.

Chair Burt: How does it work for folks?

Council Member Berman: You're talking about January 12th?

Chair Burt: Yeah.

Council Member Berman: I can't. I could 'til 9:30.

Council Member DuBois: What was wrong with the 27th?

TRANSCRIPT

Council Member Scharff: The 27th works for me.

Council Member Burt: It would work for me too. We can do that.

Council Member Berman: I can do that.

Ms. Mason: 8:30?

Chair Burt: Yes.

Council Member Berman: Yeah.

Mr. Shikada: We may be doing the Policy and Services the night before.

Council Member DuBois: That's good. It motivates us to keep it short.

Chair Burt: We're tentatively on for the 27th at 8:30.

Council Member Berman: Just for planning purposes. Is the plan for these meetings to go from 8:30 to 10:00? Just for making schedules for the day and stuff.

Council Member Scharff: I think that's the plan, but I'd basically not do anything until 10:30.

Council Member Berman: I'll put it in my calendar until 10:30.

Council Member Scharff: It's an aspirational goal.

Chair Burt. Thank you all. Meeting's adjourned.

ADJOURNMENT: Meeting was adjourned at 10:19 A.M.



CITY COUNCIL RAIL COMMITTEE TRANSCRIPT

Special Meeting
Wednesday, January 27, 2016

Chairperson Burt called the meeting to order at 8:33 A.M. in the Council Chambers, 250 Hamilton Avenue, Palo Alto, California.

Present: Berman (Chair), Burt, DuBois, Scharff

Absent:

Oral Communications

Herb Borock: Good morning Chair Berman, committee members. On Monday, I had advised you about an initiative measure that will receive this title and summary from the Attorney General's office. There was a second one that receives this title and summary by the same proponents of the first one. This is a measure for a water bond storage, which includes reallocation of \$8 Billion of higher-speed rail funds to water bond storage purposes. I'm concerned that having the same components of both measures, they may just use High Speed rail opposition to collect signatures for the water bond initiative and never turn in the High Speed rail one. My second concern is that I believe the water bond proposal violates the constitution's prohibition on more than one subject in an initiative because it's essentially telling people if they're waiting to defund a High Speed Rail they have to support the water bond funds and if you want to support the water bond funds you'll also want to support defunding High Speed Rail and that would then essentially coerce people to sign the initiative to get the one thing they wanted and to vote for the measure to get the one thing they wanted and forcing them to vote for the other one, and therefore that I think would be an invalid initiative. I provided the clerk with a copy of the title and summary and the Fiscal Affect Impact report. Unlike the previous one, I didn't bother to copy the text of the initiative, it's twenty-five pages long and if you wanted to take a look at it it's on the Attorney General's website. Thank you.

Michael Brady: Good morning. For those of you who don't know me I'm Michael Brady from Redwood City, I'm an attorney. I wanted to bring you up-to-date on some very pertinent things that are going on. I'm the attorney that file the proposition 1A Lawsuit against High Speed Rail

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Association five years ago and I've been working against High Speed Rail on the Peninsula and in the State for nine years. Our case goes to trial in two weeks, Sacramento Superior Court. If we win our case, High Speed Rail project will be stopped in the State of California, so that's the significance. That's two weeks from now. The second thing I wanted to tell you about, in all of your deliberations, consider Union Pacific railroad very importantly. What I want to tell you is that in 2006 & 7, I studied in detail, the legal contracts between Union Pacific and Sam Trans. Sam Trans, theoretically, owns the right-of-way between San Jose and San Francisco, but Union Pacific, under those contract agreements, has all the powers and rights of an owner of property. The Union Pacific Railroads can veto, entirely, the entrance of High Speed Rail on the Peninsula; veto it. Or can set any conditions that it desires. High Speed Rail cannot enter the peninsula unless Union Pacific gives its full written consent. Please consider that and you better talk to Union Pacific before you make any particular plans. Thirdly, as the previous speaker mentioned, these initiatives have now been approved by the Attorney General to go out for signatures. These initiatives, which I fully support, do two important things; abolish the High Speed Rail project; abolish it. Secondly, you take all the money, which remains in the bond for High Speed Rail, \$8.5 Billion, and you transfer it to California Water Projects. A great measure. You've seen the recent polls that people that turn against High Speed Rail; they certainly support water relief for drought-stricken California. And lastly I want to tell you something that just happened that is humiliating for the High Speed Rail authority. Last week, the Los Angeles Times published an article saying they are just about to abandon Southern California, so all of you people in Palo Alto that have sat back and said "We'll never see High Speed Rail during our lifetime", well, wake-up. They decided to go to San Jose rather than to Los Angeles. They're going to switch. The IOS South will be abandoned, IOS North will be chosen and the Peninsula will be impacted. So this will be with us. If these initiatives pass, the High Speed Rail project will be dead in 10 months, that's the way to get rid of it and prevent from coming to the peninsula. Thank you.

Agenda Items

1. Railroad Grade Separation: Background, Program Manager, and Community Engagement.

Chair Berman: Thank you Mr. Brady and now Richard, I apologize for interrupting you a second ago.

TRANSCRIPT

Richard Hackmann, Management Analyst: No problem. Thank you Chair Berman and council members. Richard Hackman, City of Palo Alto Management Analyst. Just wanted to briefly recap sort of how we got here today. In December we had a Rail Committee meeting after it was re-commissioned by the City Council. At that meeting there were a number of requests; one of them was from staff which was to discuss bringing on board a Rail Program Manager following the presentation by Mike Canepa of Hatch Mott McDonald, our engineering consultant. Josh Mellow, the Transportation Manager for Planning will give that presentation on the program manager and we can take your recommendation. However, we did receive some questions at that meeting regarding the history of the Great Separation Analysis work that had been done by the city. Hatch Mott McDonald has been working with the city since 2011. They're most recent presentation to the City Council was in late 2014 where they presented their findings, including the financial figures many of us had been using, such as, approximately \$500 Million for two percent Grade trench that would go below Meadow and Charleston and so we reached out to Mike, who's with us today. He not only is going to represent for both you and the community the findings of that analysis, but he also pulled some comparative figures of Great Separation projects that are occurring in the region and will present those as well to put what we're looking to do in context with what other cities have already moved forward with or are in the process of moving forward with. And from there we hope that information will help you make an informed decision regarding the Project Manager that we're proposing. So with that, I will hand it over to Mike.

Mike Canepa, Senior Project Manager, Hatch Mott McDonald: Okay, the Rail analysis that we have performed the design criteria we used was for Caltrain electrification, and for their current tracks, UP's current design criteria, and High-Speed Rail through the area. The design criteria took--you can see there that we used a preferred maximum grade of 1% grade for rail grade and then we also looked at a 2% grade at the request of the city for the rail going under the road waste. The cost comparisons that we ran; the 1% rail trench, 2% rail trench, and then various configurations of roads going under the existing rail line. As you can see the 1% rail grade came up to about \$1 Billion for rail trench through the area and then the 2% came out to about \$500 Million. Also with the rail trench, the right-away impacts were quite a bit less to the area. There was none to residential areas. The rail--the roadways, excuse me, going under the existing rail line had various degrees of right-away impacts to existing parcels. This is the grade separation [Churchill] once you go under the exist grade, sorry, the existing railroad and the parcels that it would impact and the dash circles there are also the

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traffic impacted areas. Also we looked not just taking Churchill under, but keep a connection to Alma, which would depressed Alma down and basically move the intersection below grade with retaining walls coming up. As you can see, the impact is quite a bit more on the surrounding community here and on the traffic part.

Mr. Hackmann: Just to clarify one thing, the difference between the slide that you see here and the previous slide, was this slide right here shows the impact if we submerge the roadway below Alma and we no longer have turning movements to and from Alma. This slide here, is if we maintained turning movements and the reason the footprint is expending so much as Mike just said, is because you have to depressed Alma in order to maintain those turning movements. So I just want to clarify why the footprint's larger.

Mr. Canepa: Next one was the same analysis for Meadow with Meadow going under Alma and the railroad and then that would be Alma depressed to meet Meadow underneath. This is the same analysis for Charleston. And then we also looked at keeping Alma depressed all the way from Charleston through Meadow with both roadways submerged with keeping the intersections together and this is the impact to the area on that one. This is the start of where the one percent trench would start being depressed. This is for the rail trench only, so the rail going underneath the roadways. One of the main issues we have here is that Oregon Expressway would be impacted and need to be raised back to grade by taking the rail trench underneath. And then one of the issues we have either with, especially with the 1 percent, is trying to get underneath each of the creeks and maintain a clearance underneath, so it does drive the depth of the trench quite deep. This is where we started work with the two percent trench. It's actually at 1.75 coming down because we started out the creek to mellow out the slope a little bit, so we didn't have to go down to a maximum of two, but with the two percent maximum, which would require a variance in UPRR permission to do so through the area. It's not standard for them, but has been done in certain places. It does get it down underneath and we can go over the creek so we don't have to keep it down underneath it and there's quite a bit of cost savings; about half by going to two percent instead of one percent grade. The target with getting both of them down, was Baring Creek and then underneath Meadow, underneath Charleston and Adobe Creek and then coming back up. With the two percent grade, we can get up about at San Antonio interchange. With the one percent, train carries all the weight (Rainstorve), so there would have to be some partnering with Mountainview. Also just the cost comparison we did. Now these have happened in various

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stages. Some have been built, some have not been built, some are still in the planning stage, some have been studied for years and to death. The San Bruno Grade Separation that we've just completed in April 2014, which is an elevated railway, over three at Grade streets. The approximate cost was a \$155 Million. That one was sponsored by Caltrain itself. The mission warrant Grade Separation, which is a Bart SPRT project that the VTA was working on, where the roadway goes under the rail, which would be similar to the depressed streets that you saw was a \$151 Million. Currently in design and planning is the City of San Mateo is looking to elevate the railway over, at grade roadway, which is about \$165 Million. Rainstorve, which is the one I referenced earlier that has been studied quite a bit is a roadway under using a rail bridge. That was estimated \$45 Million, but that was approximately 12 years ago that one was studied. I know there's been some updates to it, but I don't think I've seen a re-costing of that sense then. Broadway, in the City of Burlingame is still under alternative considerations, so I've summarized and these costs are approximate. They're still in the study phase also as we are. Broadway with a split, which means an elevated railway on a berm and then lowering the partially the roadways underneath. That alternative was \$260 Million. Broadway grade separation in a rail trench, similar to what we were looking out here, was about 400 to \$600 Million. Broadway with roadway modification, which means the roadways would go underneath the rail and not elevating the rail at all, so it's completely underneath, would be 210 to \$250 Million. And then an elevated railway on a berm over at Grade roadways would be a 180 to \$240 Million.

Mr. Hackmann: So with that, we welcome any questions or comments you have for Mike.

Chair Berman: Great. Thank you, very much. So in the interest of time and the in the interest of the fact that agenda Item Number 1, there are kind of a couple of different elements to it that create complicated if we save council member questions and comments for all at once. Let's go to the public for comments on item number one and then come back to the committee for questions and comments at the same time. And then, we're going to move on to the next element, which is the program manager and community engagement piece after we ask questions for this. I'd like to ask the public and my colleagues to keep in mind that we are in a bit of a time crunch this morning and there's a lot that we're trying to get to, so if everyone could keep their comments as brief as possible, but we'll stick with three minutes for the members of the public. The first member of the public

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to speak is Herb Borock and that will be followed by Stephen Rosenblum and then Adina Levi.

Herb Borock: Thank you Chair Berman. I believe that the consultant Hatch Mott McDonald has a potential conflict of interest because of they work for High Speed Rail. I mean, normally, it is the project proponent for a project under the California Environmental Quality Act that is required to prepare a complete and adequate EIR and that would include all of the mitigation that are required and identify who's going to do the mitigations and do these kinds of studies and that is the agency that should be paying for them. And in the same situation is for (council members), so I do have a concern both with the process as to where and what stage the studies are being done and under which agency is doing it, who is taking the responsibility for funding them as well as the fact, as I previously brought to the predecessor rail committee that I thought this particular consultant was both a funder of Proposition 1A and repaid and contracts a hundredfold after it was approved is somehow also our consultant. I think that's a conflict. The second concern I have is with Grade Separations is something that also brought up with road widening. We have congestion; some people say, well, we should widen the roads and then the response says, well, that's just draw more traffic. And the question is with Grade Separations that will facilitate a traffic movement, to what extent is that then tied to more intensive development within Palo Alto itself? And so as you proceed on that in the council, it seems to me that's something one has to bear in mind that you can do that piece meal. You can't be talking about Grade Separations separate from the impacts that would have on future development within the city. Thank you.

Chair Berman: Thank you, Mr. Borock. And our next speaker is Stephen Rosenblum and that will be followed by Adina Levi. Thank you.

Stephen Rosenblum: Good morning Members of Rail Committee. I've spoken many times before the council and the predecessor of this rail committee about the importance of grade separation for Caltrain and eventually for High Speed Rail to the future of Palo Alto. This is a decision that's going to face the council, which will affect the ecstastic's and cohesiveness of the community for the next century at least. I think the council and the rail committee are pursuing a correct path on this to figure on their own what they would like to happen, to come up with a well substantiated concept about what they would like to see so that when Caltrain and High Speed Rail come back to us with their counter proposals, which presumably will involve spending much less money and having more impact on our residential lots. We'll be able to say look, this is doable and

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we should consider it doing it that way. I fully support staff's recommendation of hiring Rail Project Manager. As I say, I think this is a crucial subject for the future of Palo Alto and people will look back at this council as having made the decision, which will affect the way Palo Alto looks in the 22nd century. I envision a community where people in bicycles and cars can cross the train tracks whenever they want and that we don't have train noise or other problems of suicides on the tracks, which plagues us now. It is also opportune--if I can speak for a moment on Item 2, that the Santa Clara County sales tax allocates money to Grade Separation for Caltrain. I think this is a nice confluence of events and will allow us to have some synergy in our efforts. Thank you very much. I wish you well in your deliberations.

Chair Berman: Thank you, Mr. Rosenblum. And our next speaker will be Adina Levi, followed by Roland Lebrun.

Adina Levi: Good morning Council Members. Adina Levi (Inaudible) Counseling. Thank you very much for working on this Grade Separation including the next item, which is bringing in a consultant to work on a context sensitive solution with the community regarding the desires of the community and also really grappling with some of the design and cost and revenue issues. With regard to the specifics here of the study, a couple of things. Burlingame had a city council meeting reviewing the various different alternatives about a week ago and we're leaning toward the split option, which had the least side effects in terms of enabling the station to be restored, which the trench should not actually do for them and having better access to side properties and side streets and had the lowest relative costs in the 210 to \$260 Million range. It's not a done deal and there's questions in San Mateo County because they're running out of their pot of funds. Lastly, in terms of the Grade, one of the issues and opportunities is with freight because there's a potential that if there was a different freight operator that might be able better to tolerate the 1 percent Grade and at the local policy maker working group where all the different cities will be getting together and talking to High Speed Rail, that might be an opportunity starting on Thursday, tomorrow, to get different cities to work together to get High Speed Rail and potentially this may meet our representatives in Congress to be able to work on freight and see if we might be able to get changes that would allow the less impactful and less costly project. Thank you.

Chair Berman: Thank you, very much. And next up is Roland Lebrun.

TRANSCRIPT

Roland Lebrun: Yes, good morning Committee Members. So there's a couple of things I want to touch on. First is the issue of cost and second is where are we going to find funding to do this and the one to two percent is really important as far as that is concern. The first thing I like to touch on is I entirely agree with the comment Borock made, which is a conflict of interest between Hatch Mott McDonald and High Speed Rail Authority, and this is how you end up with having those preposterous proposals over the quieting the noise, for instance the San (Inaudible) brand new Caltrain station, you know, that's somehow buried in that cost. You're about to get the same situation in Hills (Inaudible) when we (Grade upgraded), by the way, we do not need Grade upgraded. We're going to blow \$200 Million someday to have a brand new Hills (Inaudible) station, so we can develop Hills ([Inaudible] of Santana. That's got to stop. We need to bring some new people in. Now with regard to Bart, we took the worst case, which is mission warrant, okay. My advice to you is to look at the (Cato) Road, Dixie Landing, Cierra Landing, which are going to be a lot closer to what you're trying to do in Palo Alto. You're going to find out, you're probably closer to \$50 Million of Grade Separation. To wrap up, one thing you may want to look at is actually four tracks and the reason you want to do that is because-actually, building a trench and keeping the line open is really, really, really difficult. You're going to have (shoefly) and God knows what else. You might just as well go for four tracks, but the kicker there is that if you do agree to four tracks, Grade Separation now become mandatory, so whoever wants to put four tracks, they have to provide Grade Separation, that's a rule. Three tracks, yes, you can have Grade Crossing; four tracks, no. So to wrap up on the funding, you may want to look at a fast act. You know, there's a lot of funding in there for transportation, which mean you need to look at one percent and basically be ready to have more freight going to the Peninsula. The kicker is that you have to be ready to start construction in 18 months. And the last thing I like to look at is the AB1591 by assemblymen (Inaudible) here, is got \$1.3 Billion in there for freight corridors. Once again, if you somehow figure out a way to have more freight going to the Peninsula, you're going to have massive funding coming in there. Thank you.

Chair Berman: Thank you very much and I'd like to now turn over to colleagues for questions and comments for Mr. Canepa and then we'll move on to the program manager and community engagement piece. Any takers?

Mayor Burt: Sure. This is really the process going forward on evaluating alternatives. First a question. You referred to the one percent as the preferred max grade. Preferred by whom?

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Mr. Canepa: That's by Caltrain, but UP requirements are different.

Mayor Burt: Why do you say Caltrain prefers it?

Mr. Canepa: Well, the flatter the slopes, the better it is for the trains.

Mayor Burt: Yeah, but Caltrain also has shares, concerns on communities how to best design grade separations. I've had those discussions with Caltrain, so I guess I just say that I'm not sure at all that's their preference. That may be what they believe is somewhat a constraint, but not a preference.

Mr. Canepa: And that's true. It's because they are a shared carrier, it's a shared rail line with UP.

Mayor Burt: Okay. So I just want to make sure we get clarification.

Mr. Canepa: That's true. It is their criteria, which covers UP run.

Mayor Burt: And it's not--I can tell you, it's not High Speed Rail's preference either.

Mr. Canepa: Correct.

Mayor Burt: So we had studied in this, what we engaged with you a year plus ago, several scenarios. One of the things going forward we'll need to look at as a committee is what, if any, additional variations or scenarios we want to have evaluated and what would be the best process to try to identify them. We've talked a lot about how much we value the CSS process. We've wanted High Speed Rail to do it, and for Caltrain to do it, but it's a process that would be prospectively valuable for us to utilize on perhaps a narrow focus basis to begin to identify kind of what are the alternatives that might be available for us and which of those we might want to have evaluated at and to what degree in near terms versus one that we may then, at a later date, kind of iterative process look at certain other alternatives. So for instance, we saw a drastic reduction in trenching cost when we went from one percent to two percent. Three percent is more challenging with freight and certainly would need their consent, but it's not off the table, and that is something I'd be very interested in is seeing at a three percent Grade, what would be the length of that and what would be the estimated cost and how

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close do we get in cost of conventional Grade Separations with land taking-- the cost of land taking versus if we had a three percent Grade trench and set aside for the moment the almost unattainable political ramification of trying to take the neighborhood of 50 residences to put in conventional steps here. So there's that added dimension, but I suspect we'll see at least a significant narrowing of the difference in cost between those two scenarios and maybe a narrow limitation, but we don't know, until we've done that. But there's other possibilities as well and so we've developed in this community last half dozen years a whole bunch of folks who are both either residents or neighbors who have engaged in this, developed their own expertise and they're own insights. This why CSS has Stakeholders involved, so I think that's something we want to consider not only what we want to have evaluated but the process by which we narrow those options and get best thinking on it.

Chair Berman: Thank you. Greg.

Vice Mayor Scharff: I think we really need to figure out if a two percent Grade is possible. Not only possible, but whether or not it's politically feasible, whether or not we can get done cause if so why are we only talking about a one percent grade? I mean, if that works, let's look--I agree with Pat, we should evaluate a three percent grade, but I mean don't know what's the constraint on a two percent. I understand is it--primarily a UP constraint, isn't it?

Mr. Hackmann: Correct.

Vice Mayor Scharff: So I mean, how do we move forward from here and say, you know, obviously, we rather do a two percent or possibly even a three percent, but how do we, you know, get that sense that two percent works? I mean, obviously given the constant, I think we should, I think we need to figure that issue out. That seems like almost the number one issue to figure out frankly on moving forward. I frankly don't see any of these scenarios where we take huge amounts of properties. I'm not sure if it's even worth spending a lot of time on this scenario on which we take 14 properties here--I don't have it in front of me--I mean, if you look at each individual crossings, you start looking at this, it's a huge number of individual properties on a lot of these--yeah, here we go--so yeah, on the Churchill for instance, where we take 16 properties on the full take, I just don't see that. I also, what would that look like? I mean, when you see on the thing that say impacted area? So what visually would you look like when

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you drive through there? I mean, that's a huge part of that neighborhood goes away, so I don't know. Is there a reason to be looking at these really large takes? I mean, that's just going to get people really concerned.

Mr. Hackmann: Thank you for raising that point. If I may, the reason we looked at these in the past was because that's the "traditional" method of Grade Separation, submerging the roadway below the tracks. The Palo Alto is unique compare to some of our northern neighbors in San Mateo County in that our neighborhoods are built very close to the corridor and, so you're exactly right that up north, you have El Camino running parallel to the Caltrain corridor many places, which allows a lot of these Grade Separations to occur in commercial districts, not residential neighborhoods and that leads to your point why there's such a large takers.

Vice Mayor Scharff: The question is, if we take the large takes off the table and say, we're not going to do that, what does that do to traffic flow? That means you lose what on the turning rates on the partial takes, you lose the turning connections to Alma. I have that right, right?

Joshuah Mello, Chief Transportation Official: Yes.

Vice Mayor Scharff: So why couldn't you look at putting--turning right on Alma is not a problem ever. I mean, you could always do that. You don't have to go down Churchill, you can always go down one of the other streets. The hard part is turning left on Alma during--so why couldn't we put a light somewhere else rather than do all that taking? Well, the light is basically just a left hand turn, where you turn left on Alma.

Mr. Hackmann: In the scenario where Alma's left at Grade, that removes all turning movements and that still requires 16 full partial takes and 4 partials. The one that contains all turning movements requires 33 parcel takings and three partials, so if we did a solution where we maintain some turning movements, it would be somewhere between that 16 and 33 figure.

Mr. Mello: And if I can jump in to clarify. The option that has Alma at Grade would look similar to the embarcadero under cross where there's actually no connection between Embarcadero and Alma without using side streets. That's why the turning lane movements are removed.

Vice Mayor Scharff: So it would look like embarcadero?

TRANSCRIPT

Mr. Mello: Yeah.

Vice Mayor Scharff: At Churchill?

Mr. Mello: And the other one would look like Oregon, more or less.

Vice Mayor Scharff: So if all of that is unacceptable, what do we do at Churchill? No, but I mean, right, we talked about the tunneling, which goes up to--it doesn't go to Churchill. I think it goes--I mean the train stops where? Somewhere around Oregon, it come up--?

Mr. Mello: So I think you'll see in my presentation about the program manager. I think these are some of the questions that we need to answer in the next year or so through our contact sensitive solution process. I'll talk a little bit about how we see the process in my presentation.

Chair Berman: That's a good point, thank you. So let's try--for this, and this is a complicated item because there's numerous different pieces. For now, let's just try to keep the questions maybe for Mr. Canepa and then some of the bigger kind of questions, we can take up in the same item, which is the next section, if that makes sense.

Mayor Burt: May I just add something. I don't think if we try to weigh in to determine design alternatives at this time, we don't have that. That's really part of why we should look at process perhaps to identify that we think that there are other alternatives, but not attempt to preliminarily design it.

Vice Mayor Scharff: Right, but I do think that the notion that we're going to do with all those properties, that could make the process very difficult. I mean, I think in some ways if you take off the table most extreme versions of things, you often get a better process because you don't have people really freaking out and so that's really what I'm asking is, is there a way to streamline the process a little bit so that we don't go through huge community inks if we're not going to do something. Is that extreme?

Mayor Burt: Richard mentioned basically a referenced point and I think we haven't done a good enough job identifying that's not one of our preferred alternatives, but just a reference point if we didn't do one of the alternatives, this is what we'll be left with as opposed to this is the directions we're headed. So I think that's a good point, that we need to make sure

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even if we still need and value a reference point, it's not misconstrued as to what it is.

Vice Mayor Scharff: I mean, I think for me, there's several things. I think we need to move this process forward where we start cause the context solution is going to take a long time and we have the most complicated, I think at the Grade septs in the area, so other cities will be moving forward lighting up, getting the money. I know we've asked that we don't think whoever get it done first should get the money first, right. But you know, just because we say that, doesn't mean it actually goes that way. So I think, \you know, on the two percent, the one percent, it seems fairly obvious that if we can do a two percent Grade, rather than a one percent grade, that's the decision we should make and move forward. And I'm not saying we should look at three percent, but then we should stop talking about and one percent, but that may not be possible, so how do we get through that road walk? How do we figure that out so that we can actually move the process forward? I mean, a lot--that's where outside the context seemed the solution question, that's the question of how do we actually do that? Are we going to be able to achieve that or not? I don't know. Maybe you think it's within the context, that seems the solution, but--

Mayor Burt: And CSS is not--it's an iterative process, so I would envision that whatever's the next phase of an analysis we do, is not after we complete the CSS, it is part of the CSS, so there'd be perhaps some preliminary alternative analysis that would feed in to what we might want to have technical studies done and then iterates.

Chair Berman: I don't mean to interrupt, but let's--I think we're going to have that discussion in 10 minutes. I want to let (Inaudible) get a chance to get his presentation once we get--everybody gets a chance to ask questions of Mr. Canepa. Greg, you have any more questions?

Vice Mayor Scharff: No, I'm good.

Council Member DuBois: Without designing a solution, I'm really interested in understanding where there's option, maybe anything that's change in terms of construction techniques, in terms of the assumptions and maybe I can suggest a couple of areas I'm interested in hearing about. You know, we have several creeks, are there any improvements to tunneling or trenching under creeks, you know, boring versus trenching, you know, is there any innervations in borings? And also, the idea of shoeflies, is there

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construction techniques where the tracks could remain in place for a period of time while work was proceeding around them and below them? And then lastly, if we were to advance the idea of Silicon Valley trench that was significantly longer, and extended state Menlo Park or (Inaudible), would change your approach in any way or are there economy of scale to dealing with a larger project or is it really just continue what you're doing but further distance? And the last question on the property takes, if you know, did you guys look at always to minimize? Are there any construction techniques where there would enable us not to take as many properties?

Mr. Canepa: The construction technique--I mean some of these properties that we're looking at for takes are because the driveways are gone. Now, when you take a piece of property, there would be a way to reconfigure it, but you'd have to take out what is existing to their access to the home. That's the problem. So in the 10 percent design, we look at if you're taking out somebody's driveway and access, then it's a full take. Partial take means, we're kind of--you can still get to the property, but we have to encroach into their frontend, so that was the difference. Now, where that property can be redeveloped is something that's a different story. It's not like it's just going to stay there dormant, I'm sure. The problem is the retaining walls and we can go down with the streets at about eight percent, but we also need to get the pedestrians through to at five percent because of ADA restrictions, so it kind of lengthens it. Now, we did in the study looked what happens if we raised the rail and there was analysis of what happened if we start raising up the rail Grade to how many properties that save, and it wasn't significant, let's put it that way. I mean, there's a couple, but it wasn't dramatically decreased that. As to your question on the shoefly, the one item that is not included in this study wasn't considered at the time because it was done a little over a year ago, was the electrification. At that time, the assumption was that the rail trench would be build, it would be set up for Caltrain to come through and electrify, so that was not considered in the cost. I did talk to our system folks and the additional cost is probably, because you do have to build the electrification when you shoefly, if it's electrified before you start construction is approximately another \$4 Million a mile to go through that, which is basically you got to rebuild the system.

Council Member DuBois: Is there any way to leave the tracks in place and start to build?

Mr. Canepa: Not really. We did to our internal group and that's part of what our company's known for, to get underneath the--the tunneling and

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structure folks--what this is based on is actually driving C-camp pile type piles down so you don't have an excavation that goes out at one to one or two to one, that deep. So what it does is drive the piles down with a (slurry) mixture and then you can trench out in between that. So the shoefly, what that saves is pushing it further into Alma Street, so you can probably keep Alma open partially while the shoefly is in place and while the trench is getting excavated. To go underneath the creeks, now granted, this was just a 10 percent concept design, but we did talk to our tunneling folks on that too. They can get a structure underneath with only five feet of clearance from the bottom of the structure without disturbing it. That was our rule of thumb on that. Otherwise, we'd have to brace or rebuild the creeks. So one of the things that we wanted to do is stay out of the creeks because that launches a whole environmental process that could get very sticky, so that was the rule of thumb for us, to stay five feet below the invert and they can get a structure going.

Council Member DuBois: And then the idea perhaps a longer trench.

Mr. Canepa: The longer trench, what it does do--I have worked with contractors, it does--there is economy to scale, but you still have to stage it in areas, so you still have the shoeflies and everything else. Cost wise, you'd have to look at a bigger contract to do that and the procurement strategy, the feeder design build, or design bid build or in the packaging in phasing, that would have some ramifications on it, I'm sure. What it is, I couldn't tell you at this time.

Council Member DuBois: And then, again, find out if the question can address here, but this issue of Union Pacific, you know, I think the rail system (Inaudible) some issues with the economy, but I don't know who talks to Union Pacific, if the city's ever talked to them, but sounds like we need to talk to them to understand this two percent rate issue.

Chair Berman: Thank you, Tom. Greg, you have a follow up?

Vice Mayor Scharff: We looked at raising the train, putting the train in the air?

Mr. Canepa: I'm sorry, raising the grade of the--?

Vice Mayor Scharff: No, just putting the tracks in the air? Elevating the train?

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Mr. Canepa: Not fully, no.

Mr. Hackmann: If I may speak to that. In San Bruno, for example, excuse me, San Carlos, they have sort of a Hybrid approach, where the tracks are slightly elevated and the road is slightly submerged. That's how they achieved their grade separation, so in Palo Alto, I said--when Mike and I was just talking briefly, do we achieve anything if we raise the grade by three feet or so, you know, a moderate increase like that, and it just wasn't--the parcels are so closed to the corridor, that the raise of the corridor has to increase so much to achieve sort of the parcel saving we would want to that it doesn't really fit with our vision or the Rail Committee and Council stated vision of how they want the corridor to look in the community. So three foot, six-foot raise of the grade doesn't achieve much in terms of partial savings.

Vice Mayor Scharff: So I guess I'm going to say that I'm going to say that I don't think running embarcadero or the expressway like grade separations through our residential neighborhoods is my vision of the community either.

Chair Berman: Thank you. So love your questions, love your comments and I agree with Greg that--if staff were to come back to us what is the process for determining whether or not we can get approval on two percent, and to Tom's point, who do we talk to? Do we need to talk to UP during, you know--that would just be helpful to--and that's kind of the high level issue we need answered before we really know what our options are? Does the estimates that involved takings--do those include the cost--we talked about this a year and a half ago, it does include the cost of taking as of a year and a half ago?

Mr. Canepa: Yes. That was assumed it's on--there's actually a second page to the--as the right of way in it.

Chair Berman: Okay. To that point, can we--and Richard, you and I talked about this whole last night, is it possible to get this presentation electronically to the council members?

Mr. Hackmann: We can have it post online. It can't be emailed because it's so large, but will have it posted online.

Chair Berman: Okay. If that's possible, that's great. And then, quick comment, to Greg's point, I said this a year and a half ago. I was looking at

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my quote, I was quoted in the paper where I said, taking the 50 parcels is an absolute non-starter. It would be devastating to the community, that hasn't changed in a year and a half. So, I do agree that you should have it out there as, you know, what would happen if we were to use that alternative. We should make it clear that it's really not one that we're seriously considering, which is why it's all the more important we figure out what the process is on getting approval on two percent and studying the possibility of three percent. So let's move on to Joshua and his presentation so we can talk about the program manager and the engagement piece of this. Thank you.

Mr. Mello: Good morning. I'm going to give you a brief overview of our proposal to bring on a Rail Program Manager. Back in October, City Council made two motions related to rail in Palo Alto and outlined in this presentation, I'm going to talk about how we addressed some of the elements of that. You remember at our last community meeting, we talked about some of the other elements of that motion from October 13, and how staff was working to address those. And then following the presentation, we'll take your directions on how to proceed, you know, with or without a Rail Program Manager. So the part of the motion on October 13, that were aiming to address with the Rail Program Manager, is to develop a first phase circulation study and also develop a preliminary plan for a CSS approach to addressing the rail impacts and the future of Palo Alto and the mid-Peninsula. An overview of our recommendation is that we developed an RFP immediately following this meeting for a Rail Program Manager and we hope to retain an individual or a firm with rail expertise to take the lead on these items and I'll go through the tasks that we envision for this Program Manager. The goal would be to find someone who is, you know, both experienced in the intricacies in rail engineering, but also have effectively managed large infrastructure planning, community engagement projects and ideally does not have a conflict of interest with High Speed Rail, which could be, you know, a tough sell, but we'll do our best to find appropriate candidate. The first task that we envisioned for the Rail Program Manager would be the staff the City Council Rail Committee, so this person would prepare agendas, take notes, prepare presentations and then provide you with updates on Grade Separations, High Speed Rail and the Envision Silicon Valley sales tax measure. The second, and this comes directly from direction that you gave us from the last rail committee meeting. The second task would be to convene a rail technical group and this would be a standing group of local rail experts to serve as technical advisors to both the program manager and the rail committee. And the Rail Program Manager would manage this group, prepare agendas, take notes, prepare presentations,

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convene regular meetings of this technical advisory group and bring, you know, issues such as the grade of the rail corridor and technical issues like that to our local experts. The Rail Manager would also give you updates on those meetings as they were necessary. Task three would be to manage a Grade Crossing Circulation Study. So our vision of this Grade Crossing Circulation Study and we would welcome your comments on whether we've kind of scope this appropriately, but based on your directions on October 13th, I think this would be a step back for Palo Alto, where we look at every single grade, existing grade crossing within the city and we analyze you know, how important is it to maintain motor vehicle, bicycle and pedestrian circulation and each one of those if we did not have, you know, a circulation for motor vehicles, bicycles, pedestrians, what would that--how would that impact the remaining grade crossing in the city circulations at work and the ultimate outcome of this circulation study would be kind of a prioritization of our grade crossings. How important are they, how important is grade separation at Churchill versus Meadow and Charleston and what does Churchill looks like future? Does it become a bike pedaling crossing? If so, how does that impact, you know Embarcadero and Charleston? This would be a community driven process, it would be a community conversation and managed by the Rail Program Manager, but likely conducted by a separate consultant that specializes in these type of studies. So the Rail Program Manager would serve as the kind of the program manager while other, more specialized consultants would actually conduct the work of the circulation study. Task four would be to manage the context sensitive solution process, so feeding directly out of the circulation study would be a focus on specific grade crossings so, you know, the priority crossings that were identified from the circulation study, those would immediately feed into a larger community conversation around what the impacts would be of different alternatives to separate those grade crossings. If we are seeking state and federal funding, ultimately, we need to follow, you know the SEQR and NEPA process, which you know, require that we look at all feasible alternatives and then twiddle those alternatives down onto the, you know, the community preferred alternative to locally prefer alternative and that would be this process. So we would put everything on the table with the understanding that some alternative would have impacts that are just not acceptable to the community as a whole and those would quickly be rolled out to through the environmental process. Just to clarify, the Rail Program Manager would be preparing the RFP to procure a well skilled community engagement consultant that is trained in context sensitive solutions to conduct to that CSS study. So I see kind of concurrent with the CSS study, we would also be working on preliminary engineering so council may have heard, you mentioned that's an interactive process. One of the things we're

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going to need moving through the process is to be able to look at the impact of different design decisions, so the goal would be to have a rail engineering firm onboard that could do some preliminary engineering and also start work on a project study report, which is kind of the first step at getting the project moving forward in California, typical transportation project and we would wrap up kind of this first phase with a preparation of environmental impact report. Another important task that we envision for the Rail Program Manager is to represent the interest of the city during the High Speed Rail environmental clearance phase, so this Rail Program manager, you know, ideal would be someone who could talk the talk, you know as the ERR progresses and High Speed Rail starts to look at some of these, you know, issues around noise and community impacts and this would be somebody, we would have somebody on board that can go toe to toe with the High Speed Rail Authority. Review documents in detail, comment on them, prepare information for you to consider at your meetings related to that environmental process. And we've done kind of the back of the envelope a good estimate what all of this would cost. It's about \$1.8 Million over two years, two and half years. The Rail Program Manager would likely be at half time to three quarter time position. We don't see it full time. It would likely be a contract position. We could probably find enough work for someone if it was full time, but based on kind of a half to three quarter time estimate, we think it would be about a \$100,000 per year. We have 50,000 reserve from our transportation contingency this fiscal year to cover the--if we were to bring somebody onboard immediately, we have \$50,000 to cover between now and June 30th. We have asked for a \$1000,000 next fiscal year and the following fiscal year to fund that position. Our back of the envelope estimate for the Grade Crossing Circulation Study is 100,000 to \$200,000. We've submitted a request in CIP funding for fiscal year 2017 to cover those cost. And then the Context Sensitive Solution Process would run somewhere around \$500,000. That's for a very robust community engagement process, lots of public meetings, lots of back and forth about what the appropriate solutions are and we've also requested \$500,000 in CIP funding and FY 7 gene for that and then the final piece would be the preliminary engineering project study report and the environmental impact report. Our best guess at that is about \$1 Million and we've requested CIP funding and FY 18 for that, so basically a year and a half out. We have not looked beyond that. I think we would need to have a discussion about what occurs after we wrapped up the environmental study, but this is the first step as we envisioned of getting Grade Separation moving along the appropriate path.

Chair Berman: Thank you very much. Now I'll open it up to colleagues for questions and comments.

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Council Member DuBois: Just real quick, I think I understand the surplus for study, but it sounds like it would look like changes in traffic based on changes to configurations. Is that correct?

Mr. Mello: It would look at, you know, how the current Grade Crossing are operating. How important are they as a connection for motor vehicles transit, bicycles and pedestrians and then you, know, I can see looking at what happens if it's closed? What happens if it's converted to just bike pad only? What is, you know, it's four lanes today, became two lanes in the future? What does that--you know, that may save money, but it may not handle the traffic demand and then it would seek to prioritize based on how valuable the Grade Crossings are to the community, you know, which one should we be focusing on in order to wisely invest in Grade Separations.

Council Member DuBois: I think one item of concern there would just be that we really look at impacts on side streets and maybe not immediately, you know, sometimes it seems like we look at that subset at the intersection site. I think everyone who's here feel really strong at bottom up modeling piece Palo Alto condition, not using kind of top down regional forecast, but take a look if we shut down Churchill cars, you know, what happens at Embarcadero? Would people have to cut through side streets to get to Stanford, for example. On the manager, right now, we're covering some of the work going to High Speed Rail meetings and keeping with kind of train activity. Who does that work now and are they going to be freed up to do other things?

Mr. Mello: Currently Richard, myself, Assistant City Manager Ed Shikada and Hillary have kind of been sharing the burden, but to be honest with you, I don't feel like we're able to give it the attention that it deserves and I think we really need to get a program manager on board to help, especially as the environmental work for high speed rails starts to ramp up.

Council Member DuBois: Okay. And it sounds like--one of the questions I have is kind of full time, part time. Sounds like you're thinking it's kind of half time.

Mr. Mello: That's our thinking. The RFP would have a scope of work and it would really be up to the consultant to propose what their work plan would be to deliver that scope of work.

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Council Member DuBois: One of the decisions here is whether we're really hiring an individual or a firm and I think that's a big topic for discussion. There could be a phase approach where the consulting firm, because we have a lot of work here, over a long period of time, I'm not sure what we're going to do.

Hillary Gitelman, Director for Planning and Community Environment: I thank you Council Member Dubois. That's a point I wanted to interject. We're in a really tight hiring market right now. Also a lot of transportation expertise and firms around the state have been focused on getting work on High Speed Rail and obviously, we want to find someone who is not conflicted in a material way. I think we would be opened to either hiring an individual or a firm and if it is a firm or a collected of individuals who bid on this, they can potentially do some of the work and save us a step of having to procure additional services. And we'd be really open to either solution. I think the tight hiring market right now in recruiting talent--the fact that's so difficult is going to end up informing which direction we go.

Council Member DuBois: How quickly do you think we would get somebody. Is this going to be nine months before we--

Ms. Gitelman: Well, we see this as really urgent. The Committee wanted to see the scope of work, but if you're okay with it, this is a City Manager kind of administrative decision to release a request for proposals. We would get that out as soon as we could and try and get someone on board as quickly as possible.

Council Member DuBois: Question about the rail technical group in terms of how necessary it is and I'd like to hear from my colleagues on that, but I'm thinking that we could have a lot of local expert's participate in this meeting and you know, could we do it all as part of the Rail Committee or do we need a separate technical group. There's also some comments on here that focused down Palo Alto would be easier to manager and I get that, but I really think there's an opportunity here and a lot of benefit to starting off with a larger view of the regional effort and I understand that's harder, but I believe it's really important. We shouldn't just give up on that right away. If you want to comment, you can. I think a multi city effort potentially between Santa Clara and San Mateo Counties. It's really looking at, again, improving the rail corridor in the heart of the Peninsula potentially from Mountain View to Atherton and Redwood City. We could do something to

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solve our own problems, but I think we could maybe come up with a streamline solution that would involve other cities.

Ms. Gitelman: Thank you for proposing that question. I think this is something we would really like to hear from the full committee on and potentially the full council. I think, you know, we as professionals, do feel like if we broaden this to try and solve the problems of the Peninsula, we're not going to make the kind of progress that we could make if we focus like a laser on Palo Alto Grade Separations and so, you know, this becomes kind of a policy and a strategic call I think the full council would have to make and I don't know whether now is the right moment to pose that question or whether it's at some point once we start in on the circulations study.

Council Member DuBois: I agree, it's a full council, but I want see us push on it before we just default to Palo Alto only. As I was thinking through the consultant, I think some goals, for me, a goal is a regional solution. I think, again, a quick path to being shovel ready is to see who's going to get funds. I think we need to keep that in mind and to Council Member Scharff's point, you know, if we could eliminate options because they're not palpable, that will save time. I think we need to be focused on that. That should be made clear in the RFP. Leveraging funding, you know, we have a electrification coming, but I think the cost on that is rising. It's not clear when that's going to start, so if we're able to do work once and you know, not be going back and redoing electrification, for example, that would be great. I think another point though that was embedded in here with the consultant, is the ability to write grants and secure funding and didn't really come out, but there was a lot of engineering in there, but I think ability to go out after federal grants and look at things like maybe some of the freight opportunities like those in the trench, that would be pretty interesting. Thanks.

Mayor Burt: Thank you. Pat.

Chair Berman: Just a couple of comments. When Josh spoke a couple of times on in the circulation evaluation looking at whether we need to retain everything we have. But actually, i want to make sure we add we're considering where we might be able to improve circulation, in particular if we have a trench, that opens up a lot of alternatives in particular biking. Ped crossings, we've had a long term goal to have a grade separating crossing in South Palo Alto roughly between East Meadow and Oregon, and so I'd certainly would want to have that on the table as a consideration.

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Falling on what Tom had talked about on grants, also I think that in particular, the EIR aspect of this and maybe more would be potentially eligible for funding or reimbursement from the VTA tax measures if that go through and having the buckets of funding that we're hoping to see. The CSS process funding strikes me as high having gone through this with fair amount of work on looking at what it would entail for the whole Caltrain system five years ago. I know that (Nadia Niak) from Card did a great deal of work and really brought in experts on this so we can begin the draw for that. And then we are going to have a dilemma finding firms that don't have a conflict. I mean, in particular High Speed Rail when Prop 18 went through, the organization pushing that ballot measure basically insisted that virtually every perspective contractor in sub-contractor contribute to funding the ballot measure and then most of those have subsequently worked directly or indirectly for High Speed Rail sense and there aren't a whole bunch of experts sitting out there who aren't in the category unfortunately. So we're going to have that challenge.

Chair Berman: Thanks Pat. Greg.

Vice Mayor Scharff: So I do think that the way we scope out the circulation, you're planning on bringing that back to the committee before you move forward on that?

Mr. Mello: We could that. I think we can also write the scope of work broadly enough that we could, you know, after we retained a firm that we feel is qualify, we could help shape the work plan with them.

Vice Mayor Scharff: I thought Tom had some good points on the circulation study. I also thought, for instance, if we return Churchill into a bike and pedestrian only, then what we may want do to is on Embarcadero, make sure it goes four lanes all the way through because right now, it turns to three, bottom of the bridge. I mean, I'd like to see those kind of things in the study determine how do we improve circulation because I agree, the goal should be to improve circulation, you know, everywhere. I think that circulation study is really important. I had some concerns about the hiring manager. I guess I totally got the sense you haven't quite thought it through yet in terms of--so you're thinking of hiring a part time person, right, that's what you said, three quarters, have time person or a firm, but assume you hire a person for now. Is that right, three quarters, half time?

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Ms. Gitelman: Yeah. I think we're talking about bringing in a rail expert. Someone who's worked in this field who has time to contract with us (Crosstalk)

Vice Mayor Scharff: They wouldn't be an employee; they'd be an independent contractor?

Ms. Gitelman: They'd be a contractor.

Vice Mayor Scharff: Okay. That's an important distinction. So they're an independent contractor--so what you're doing is hiring a firm or an individual consultant.

Mr. Mello: I'm sorry if there's confusion around that. The number that I presented, was just a best guess based on, you know, what the billing rate would be for someone working not full time, but somewhere around half or three quarters.

Vice Mayor Scharff: So there'd be no benefits. They wouldn't be a city employee. They'd be a consultant on an hourly based.

Ms. Gitelman: Contractor, yes.

Vice Mayor Scharff: And then you'd look for someone who, you know, this is a multiyear process. Right? So you really want someone who commits over the multiyear process for this. And so the notion is if we get out an RFP, were you thinking of going to full council to get authority to get the RFP out or--I heard something about, well the city manager can get that out.

Ms. Gitelman: I think we're interested in committee's input on the scope of work, but then we would issue the RFP and the contract would come to the council.

Vice Mayor Scharff: Okay. I think if we're really going to do this, I agree with you, we need a hiring manager. I mean, I think that's--cause frankly how this actually works, will have a lot to do with who you hire as the hiring manager and how that process is run. And are they going to be doing the Context Sensitive Solution as well or is that going to be someone separate? I mean, I'm thinking about the skills. All the skills that you need, I mean, there's a big difference between understanding rail and having the technical

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expertise and how to handle the community engagement. This strikes me as a--

Mr. Mello: If they end up being an individual, I think from that perspective, our ideal candidate would be someone retiring, you know, who just worked on the central subway project in San Francisco, for example. Someone with, you know, a boat load of experience with large infrastructure projects. If it ended up being an individual, I think they would need to contract out the Context Sensitive, so they would prepare an RFP and you know, find a firm that could assist them with the Context Sensitive Solutions. If it ends up being a larger firm, that's not conflicted, which would be pretty hard to find in California, then they may have the ability to the circulation study and the CSS work in house and we would be contracting with the firm. So I think, as Hilary mentioned, we probably have to leave it open because of the way the market is today. We don't know who's out there, we don't know if we'll get a candidate like the one, you know, the preferred candidate that we'd like to get.

Vice Mayor Scharff: And I just wanted to comment on Tom's notion of making it broader in Palo Alto. I don't really understand it to be honest. We can talk about it more offline maybe, but I think we need to immediately move this forward and have a laser focus on Palo Alto on our Grade Separations. I wasn't quite sure what you wanted to achieve on that, so-- my big concern is that we don't achieve anything and that we don't move forward quickly enough and we don't get our share of funds, while going through a long process frankly. I think if we open it up--I don't quite see how you open it up to the community, talk about other people's Grade Separation and broadly in the community, so I would just, for now, advocate for definitely keeping incentive in Palo Alto, focusing on that.

Chair Berman: Thank you. If it's quick yeah, and then let's kind of assume we're going to put that to a further conversation amongst the council.

Council Member DuBois: I'd definitely like to talk to you offline, but a big part of my thinking is set in terms of national, state level funding solving Palo Alto's problems, whether or not it rises to that level. (Inaudible) in Silicon Valley's problem, again considering changes in the economy, the freight on the Peninsula, but also just the transportation issue along the entire (Inaudible). We might actually tap into much bigger set of funding and I just want to consider that. The piece meal solution, the train

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potentially going up and down as it goes to different cities doesn't seem like a good solution. Let's talk about it more,

Chair Berman: In the interest of moving this along, I'll save any questions I have for the next time this comes back up whenever and what they are, but you know, I think the need is clear and obviously, one of the biggest issues on whether or not we're regional or laser focus is timing and what that would mean in terms of and what we might jeopardize the longer this process takes. So staff was looking for I guess comments and suggestions. Do you need anything more from us at this point or--I mean, is the plan to come back to--

Ms. Gitelman: I think we've got the input we needed. I guess there's one outstanding question, which is Council Member Boise pose this question about whether we really want the scope to include this additional outreach committee, you know, technical committee.

Chair Berman: Is that something that would have to be determine early on or is that something that could be--

Ms. Gitelman: I guess we could put in the scope and request for proposals and then if we decide to defer to later, we can.

Chair Berman: Yeah, I think that makes sense. I mean I think a lot of colleagues all comments on that, but we don't necessarily have a time to address it right now. You guys don't need anything else from us on this item?

Vice Mayor Scharff: You don't need any motions or anything? You're just going to go ahead and do the RFP?

Ms. Gitelman: On this one, I think we just appreciate the committee's input and we'll proceed.

Chair Berman: Do you agree with that?

Council Member DuBois: Well, before I make a motion, I have a strong preference for a firm if we can find one.

Chair Berman: Understanding the challenges of--

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Mr. Mello: I think thinking about how we structure it, I think we'd have to release two separate RFPs; one for an individual with a descript scope of work and for a firm and we'd have to see what kind of responses we got.

Mayor Burt: So what staff's next step based on what has occurred today?

Ms. Gitelman: We will work prepare the balance scope of work and get an RFP out on the street. Then when we get responses, we'll be able to determine, you know, which approach makes more sense and bring in a contract to the council.

Mayor Burt: I don't know if we're ready to support that based on the amount of discussions we've been able to have and I'm just wondering whether we should continue this to our next rail meeting. It would me we lose a month, but I found this interesting, informative, but it's--and certainly going out for the RFP doesn't bind us, but I just don't know if we're ready to have authorized direction of the RFP to the extent that--

Vice Mayor Scharff: I guess I understood it that we really weren't authorize it, we were going to let them go do it. We could stop it, I supposed, but we weren't going to take a vote or anything like that. They were just going to go to it and then if we had a real problem with it, we could obviously pull back. I guess I'm not seeing any really other alternatives to having somebody run the rail program. I think we should move forward, do the RFP. but if you think about it, you come back and (Inaudible) do it and say, you know, here's another approach, but I don't really see a viable--I mean, staff told us they can't do it. That's what I've heard.

Mayor Burt: And I'm not saying I'm opposed to the concept. I'm just questioning whether we're ready to give our support to staff moving ahead based on what has been thought through today and maybe it's fine, I just have that concern.

Council Member DuBois: I'd like to get moving on the circulation study. I think it likely be phased, but--that's my two cents. We should move forward.

Chair Berman: Do colleagues want to vote on this or are we okay with just kind of saying all right--

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Vice Mayor Scharff: Pat, you're okay with moving forward if we--

Mayor Burt: Yeah, I supposed so. I sort of thing I want to--I prefer to think more about--we didn't get really chance to either have information, discuss it much in advance, so.

Chair Berman: We haven't talked about it. Our committee meetings schedule, but this is something that we can come back in early February if folks need more time to get comfortable with it. I mean, I guess--

Mayor Burt: Well, it sounds like I'm the one who has the undefined reservations. So I'm okay with them going ahead with an understanding that we may come up with questions or so in the upcoming weeks.

Chair Berman: Perfect. Thank you. So we're going to move on then to item number two, which is Envision Silicon Valley County Sales Tax Measure; North County and West Valley Cities Position Advocacy. Now a quick time check, Council member DuBois has mentioned that he has a hard stop at 10, which is in five minutes. But obviously this is something that's timely, so I don't know, Tom if you have a--

Council Member DuBois: I just pushed it back to 10:30.

Chair Berman: Perfect. So let's have the staff presentation then. I know we have currently three members of the public who want to speak to this. If any member of the public wants to speak to this item please turn in your speaker guard as soon as possible, so that we have an ability--we all have a hard stop at 10:30, so there will be no going past 10:30. Thank you.

NO ACTION TAKEN

2. Envision Silicon Valley County Sales Tax Measure: North County and West Valley Cities Position Advocacy.

Joshuah Mello, Chief Transportation Official: Great, thank you. I will keep my presentation extremely brief because I think you're all relatively familiar with what's transpired recently. I don't have a presentation; I'm going to walk through the staff report that was prepared. Basically, back in August 17, 2015 City Council gave staff direction as to which projects to submit for the upcoming Envision Silicon Valley Sales Tax Initiative. And then in

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October 13th we had another follow-up meeting where we presented the status of the Envisioned Sales Tax Discussion; Envision Silicon Valley Sales Tax Discussion and you gave us direction to advocate for and support putting in the county-wide funding measure, funding for county-wide Caltrain Grade Separation in the order of 15% and that was a minimum that you set. And that was separate from any additional funding that was requested from Cal Train for the sales tax revenue. And you also asked us to check in with you when the measures started to take shape and there's been some recent developments and thus, we did want to check in with you at this time. On January 8th, Mayor Burt, City Manager Jim Keene, Assistant City Manager Ed Shikada, and myself attended a meeting of the North County and West Valley Cities at Mountainview City Hall. And at that meeting there was a draft framework for purposed allocations under the Envision Silicon Valley Sales Tax that was presented to the group. This framework was based on, kind of discussions that have had occurred over the last several months between the North County and West Valley cities. There were minor modifications made to this framework at the meeting on January 8th. And the end of that meeting it was kind of confirmed that each of the North County and West Valley cities that were open to it would bring it back to their respective City Councils and get direction on this framework, so on page five of the staff report we have included a table which shows what that, you know, what the allocations are within that framework. And since that January 8th meeting, Mountain View City Council has endorsed this framework that occurred on January 19th. Campbell and (Cooperation) have scheduled council meetings to consider approving this framework for February 2nd. (Sunnyvale) is also going to consider this framework but they have not set a council date. And (Mosquitos) has a study session on February 22nd, where they will also consider this framework. And I'll just briefly give you a quick overview of what the proposed allocation includes. There will be a ceiling of \$1.2 billion established for Bart to San Jose. Cal Train improvements would be allocated \$400 million. A comprehensive county-wide Railroad Grade Separation Program, similar to what's in place in San Mateo County, would be allocated \$900 million which is 15%. That meets the threshold that you established for staff on October 13th. The Congestion Relief Transit Mode shift category, which would basically implement the recommendations of the regional transportation study that was requested by the North Country, West Valley cities would be allocated \$500 million. And then expressways; County Expressways and key highway interchanges would receive \$1 billion. Street and highways; 500 million, and then the local streets and roads Formula Program, which would be flexible for cities that have a high pavement condition index; they will be able to flex that funds to other uses, like bicycle and pedestrian improvements; would

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be allocated \$1 billion. And then finally, there is a line item for bicycle and pedestrian improvements, which is shown at \$500 million. The direction that we received at the meeting of the North County and West Valley cities was just to bring this forward to City Council and see if you are willing to, you know, establish this framework as our advocacy position related to allocations under the Envision Silicon Valley Sales Tax.

Chair Berman: Okay, thank you very much. We're now going to the members of the public, and I apologize because I hate doing this, but due to the time constraints we're going to do two minutes for public comment, as opposed to three minutes. The first speaker is Herb Borock.

Herb Borock: Yes, Chair Berman. My first comment is "I'm surprised this is before the committee". Mello said-- summarized what the council did; they wanted staff to come back to council. When the council reformed the rail committee it didn't change the (preview) of the committee. This was originally a High Speed Rail Committee and then the committees' recommendation it was expanded to be the Rail Committee (plus) the committee also wanted to be also discussing Cal Train. And so, while there are a bunch of rail issues in the (VTA) tax proposal, they're not all about rail. And if the committee wants it's (preview) extended it can recommend that to the Council, and if the staff wants to do that; the staff can recommend that. But just because there is a committee existing and they want to get four people to go along with something, I don't think you just bring it to the committee. My second comment is you do have the advocacy position that's being recommended, but I suggest you look back earlier in the report where it says the discussion on bark is also possibly to Santa Clara. When Carl Guardino was before the council, he neglected to say anything about Santa Clara, just talking about money to San Jose, so I think that should be firmer especially sense the money is fungible. Finally, I think the measure should legislative component and that is having no bus rapid transit in the North County. I believe the north and west cities can agree to that. How it's phrase in the language legislator language, such as would there be a specific time period or what we require for the future vote are details. But a supervisor subcommittee adviser you, the one thing that could probably defeat the CVA sales tax measure is the concerns about bus rapid transit and therefore, I think it would be worthwhile as an advocacy position to include language in the measure that would prohibit that for a period of time. Thank you.

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Chair Berman: Thank you very much. Next up we have Adina Levin follow up by Roland Lebrun. I don't see Adina here. She is here? She's out so let's move on to Roland Lebrun.

Roland Lebrun: Thank you and another CEI supporter (Inaudible), but you've got to be realistic and \$400 Million is basically a drop in the bucket, is a down payment. I hope you'll give me a little bit of leeway because I'd like to then follow up with what you discussed earlier. I support Mayor Burt's concern earlier. You really got to wait until February to decide what you want to do. This is potentially going to be a game changer. When you get to that, at the end of the day, you got to ask what are we trying to do here and people are going to say, well you can't possibly go from San Jose to San Francisco in 30 minutes, which is what they're planning and that's a fact. That's what's going to be transpiring in court and having listened to your members here, your concern on impacts on Palo Alto, you should actually consider working with both the north and the south because if you do that at that point, you can actually have tunnel all the way from Sunnyvale to Redwood Johnson. It's going to cost you a \$1.5 Billion, but then add up all the Grade Separation for the others, you know, it might actually be cost effective. The only problem you got, now you can do 140 a line in the tunnel, okay, you can run Churchill in either direction. The problem is you don't have any stations anymore, okay. It's going to go Zoom and in Palo Alto, you're never hear it, you'll never see it. If you own a station at that point, it's going to be \$0.5 Billion. Now you've got to start thinking about Mountainview. This is the reason why you want a rail technical group because we need more than two or three minutes to address you and propose alternate solutions that you might want to consider. Thank you.

Chair Berman: Thank you very much. Our last speaker is Chris Lepe.

Chris Lepe: Hello good morning. Did everyone received--I sent a letter a couple of days or yesterday. Did everybody receive the letter? I have a few extra copies if you like one. So I just wanted to refer a letter from myself and several Palo Alto residents and I just want to start off by noting that this is--what's obvious here is this is a huge opportunity here, which really only comes around every 15 to 20 years. Given the population growth and the strain on the existing system and existing demand and other social environmental consideration like climate change, this is a really important process and I like to thank the City of Palo Alto for its advocacy thus far and really pushing more funding for transit and really looking at other innovative ways then just widen up our roads as a way to address traffic congestion and population growth. We know that you can't widen your way out of

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traffic congestion based on what we've seen. Other cities have embraced similar concepts in Mountainview, actually, just a little bit of a note about the mountain view council meeting, other they did recommend continue to work with other cities on existing proposal, they did also say that they wanted to put more money for transit and less for expressway highway category, which is one of our recommendations. So you'll see in the report that we have a recommendation today to reduce the funding in that pot and increase funding in the pot for transit outside of Caltrain and Bart because there are huge amount of needs outside the Caltrain and Bart corridors, including for example increasing the frequency of the VTA Transit Network outside of--or in the areas of greatest needs and demand. Some of the other recommendations are including a complete street requirement for local streets and roads paving to make sure that there are multi-level benefits with the investments that we make. Maximizing benefits across multiple social and environmental goals and allowing for flexibility use of the express way funding. Thank you.

Chair Berman: Thank you and Chris, can you have a copy of the letter? I mean to print it out, but forgot. So I'd like to always have a copy, so with that, I'm going to turn it back to--is there any other comments to go over to colleagues and some of you folks might have updates on certain meetings I've attended?

Mayor Burt: Let me start with a couple of comments and framing. One is that this proposal is likely part of an ongoing initiative process and we don't want to have it misunderstood that we're assuming that there won't be back and forth and there're really three principles, four principle parties involved; the VTA, the County Board Advisors, the local cities and Silicon Valley Leadership Group. So we want to continue to have just ongoing discussions and moving forward on that. We've heard that, I think Josh had shared with us and we've heard otherwise the leadership group has concerned that north and west county cities had gone forward with a specific proposal as Josh explained as going before various council for their support without engaging with leadership group. Out of fairness, the leadership group had been engaging with the cities and to some extent had modify their original proposal from both a year ago and a few months ago. So I think that's something we'd want to bear in mind and collaborate on even while we recognize that each of these parties, you're not going to have identical interest, nor identical proposals. I do think that we're going to want to think about how at a high level to make a stronger case for why the interest of Caltrain improvements are as strong as we believe they are. I think they can be centered around three arguments that we frankly haven't heard for a

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long while from San Jose and the leadership group. They basically acknowledge that Caltrain has importance and they support additional funding for Caltrain, we just happen to think it's more important, so on a comparative basis, if there is a third measure for which Bart has had major focus then previous ones, overwhelming focus, and that is Caltrain, for the capital dollars that would be invested in the Bart extension and the Caltrain improvements, the number of passenger miles you get per capital dollar invested or additional passengers, whichever metric you want to use. The second is the economic value to silicon valley and the region of each of these and (Inaudible) council a year and a half ago when they reached out to the corporate community and Sanford was involved in this, made a strong case for how the percentage of patents that are generated in the Caltrain corridor and the whole bunch of other arguments that were very persuasive about the importance of Caltrain and I think it actually is much stronger than the importance of Bart to San Jose, although we've agreed that Barto San Jose is an important element of the regional transportation system and it needs to be completed and we've supported that. And then we've heard from the leadership group several times that the polling support shows even greater support for the Bart completion to San Jose then for the Caltrain improvements and I think one of the things we haven't really talked about is that there has been 20 years of basically marketing around the value of the Bart extension with millions, and millions, and millions of dollars promoting a series of ballot measures to convince the public of the importance and no comparable campaign around the importance of Caltrain. So I think that's another comparison. I also just want to say that I think that the fifth item on Expressways--if I recall correctly, there was discussion at the north and west county meeting that Josh mentioned about congestion relief around Expressways and I think we should expand what we're supporting on that item of the perspective billion dollars, which came from some of these items were basically acknowledged in the interest of other parties. We weren't driving this, but as we had discussed in our council meeting with the VTA, we want to see those dollars be able to be used toward expressway congestion relief in the broad sense of traffic management and TDM measures rather than merely expressway expansions in capacity. I think that would be important to add. Thank that covers most of my comments.

Chair Berman: Thank you, Tom.

Council Member DuBois: So I was hoping Pat, you would explain a little where these percentages came from because that's pretty murky to me and I think it's a pretty huge decision in terms of relative funding in these different categories.

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Mayor Burt: Well, they're not decisions. Essentially, you can think of them as bargaining positions that the North and West County cities are taking at this point and time. And there's an acknowledgement that, that's--this is going to be somewhat of a bargaining process, so don't think of them as--

Council Member DuBois: Okay. (Crosstalk) other cities were having their councils pass these percentage allocations.

Mayor Burt: But in the context that I just described.

Council Member DuBois: I'd like to comment on these. I'd like to see a relationship between (Inaudible) usage amount of funding and you know, I think it would be useful to look at San Mateo Alameda, which had recent tax measures where they broke it down into categories. I just think it's a useful comparison. Not that we're identical by any means, but in terms of relative magnitude of categories.

Mayor Burt: I should have added one other thing if I can because it's important for the context or our conversation. There was an acknowledgment by all those cities in attendance that we can take this back and each council come up with their own variation and undermine the consensus.

Council Member DuBois: Okay.

Mayor Burt: And so the notion was for us to not at this point in time, the city's try to put our variations on it, but to recognize that this isn't the end of the process.

Council Member DuBois: Okay. But we need the comments from the community about shift and priorities and-- When you look at this and Pat, I'm sure you're going to disagree, but the bike amount seems very high. It's higher than the amount for Caltrain, what surprised me. Most of the numbers are actually fairly inline. If you look at, for example, San Mateo, they have 30 percent for transit, we have 27 percent if you add Bart and Caltrain together, they had 15 percent for Grade septs, we have 15 percent for Grade septs. They had one percent for congestion, we had eight. They had 27.5 percent for expressway streets and highways, we have 25 percent and they had 22 percent for local streets, we have 17 and they had three for bikes, we had eight. So they're fairly borderline, maybe some minor shift, I understand that may change during negotiation. I would like to say when

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we talked about the county plan for the expressway, that was as study session we didn't take a vote. I think it's still a very dangerous situation at 280 (Inaudible) cars backed up to the freeway and I supported the county plan with the bike improvements. Again, I think it really changes the flow more than capacity to get people off the freeway. So we never did really vote on that and I would actually support that and I think increasing congestion relieve to eight percent is a good amount. TDM programs are cheaper than construction, so. The other part of this was in terms of maintaining consensus with other cities. I think that's a good goal, I am concerned about how realistic that is given everybody's different situation. Our focus on Caltrain where perhaps (Inaudible) has different priorities. I think we should have that as a goal, but you know, I would like to see us maintain our focus on Grade Separations, you know, and again, we would remain online and we get this change to the tax, but we still have potential conversation about, you know, if we don't get money for grants substance for Palo to do something different.

Mayor Burt: I should add that this concern over whether, we'll call West Valley City's that aren't on the Caltrain Corridor, whether they're interest are align with the Caltrain cities. It's important to acknowledge that they actually ended up supporting this proposal that has a lot less in it for the West Valley cities and has a Caltrain emphasis. When you say it's \$400 Million for Caltrain, it's actually \$1.3 Billion because the Grade Separations are Caltrain.

Council Member DuBois: Yeah, but again, looking at other counties, they have separated trains improvement from Grade Separation, so. I think the right (Inaudible) is in there. The last comment I have is just I think we should bring this advocacy direction to the full council as an action item.

Mayor Burt: I thought that was what is being proposed to us.

Mr. Mello: This is just a recommendation to full council. If I could just clarify one item, the Bart to San Jose line item. That's purposely written as Bart to San Jose. Bart to Santa Clara, the estimated funding gap, you know, that was presented by the Silicon Valley Leadership Group is \$1.4 Billion. So \$1.4 Billion was the gap to go all the way to Santa Clara. In our current proposal, we have Bart to San Jose, \$1.2 Billion. I just want to make sure the Committee understands that if they elect to move this forward.

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Vice Mayor Scharff: I also support the idea, but I'll make it clear this is not an endorsement of the DRT.

Mayor Burt: One quick thing Josh. Whether it 1.2 or 1.4, do you know if that takes into account the reason announcement of the gas tax shortfall and the cut back on the state transportation authority funding?

Mr. Mello: The funding for the Bart to Santa Clara extension that was outlined to me did not include gas tax revenue. It was cap and trade funding the \$1.4 Billion projective sales tax revenue and then the (Inaudible) by the USDOT to provide new start funding and also \$1.1 Billion in cost saving from the various Bart Extension. So my understand is that there was not any gas tax revenue allocated, but we can check on that before the council meeting.

Vice Mayor Scharff: Josh, I just want to confirm that the \$1.2 would get Bart to San Jose built and the extra \$200 Million is purely to go from San Jose to Santa Clara?

Mr. Mello: It's \$1.4 Billion to go (Inaudible) to Santa Clara, that's the funding gap when you've taking all the identified funding and subtract that from the total cost. I don't have a cost estimate on just getting to San Jose, but the argument against the \$1.2 Billion will be that it can get us all the way to Santa Clara and I think the logical response to that is go to San Jose with \$1.2 Billion and then, you know, find additional funding to go to Santa Clara. We could change that to just Bart to San Jose/Santa Clara, which I think was in the Mountainview proposal, but I think it's up to the committee to decide how to structure the Bart allocation.

Vice Mayor Scharff: Do we have the stats? I never really understood the benefits and the offset--and that's not --of going to Santa Clara, I mean--some people have said it's closer to the airport, but I've never seen anyone actually lay it out the argument of why it's important to go to Santa Clara. Do you understand what the arguments of what's--?

Mr. Mello: I don't, but we can look into that before the council meeting too if you like and we can include that in the updated staff report.

Vice Mayor Scharff: I would like to understand that. I attended this meeting with Carl Gardino yesterday and a bunch of representatives from the North County, West Valley cities, and I think where they are seemed to

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be somewhat flux and I will say that Carl took a very collaborative approach to wanting to work with the North County and the West Valley cities. I think that this is influx with their point of view, I mean, at least they were there advocating that they definitely agree that we should put Grade Separations for Palo Alto, Mountainview and Sunnyville in the ballot and that should be to the tune of \$600 Million, so I viewed that as a real positive step forward. It was unclear to me though how all that money breaks out because of a lot of the focus was on how much money are going to the North County and West Valley and Carl's indication was he thought it was somewhere in the order of 38 percent of the ballot money and went through that we're only at 37 percent of the vote, 20 percent of the voters, that kind of thing. And so we're actually doing better on that. I think this is a fluid and--I sort of see this as Pat said, iterative process. I see we talking about this, I see the Leadership Group looking, recalibrating their numbers, and the different cities talking about--one of the things that Carl did talk about up there, which I thought was interesting was a line item of \$250 Million for the West Valley cities for undefined transportation improvements, which is not on here. And the other number, which I think they had in their original numbers, which he was asking about why it's not on here, was \$300 for mass transit, which I take to be bus and stuff for seniors, disabled, and workers I think was the way it was phrased. So there was some of that there. There was a lot of discussion of, you know, Bart meets \$1.4 Billion and there was some representative from Sunnyville that indicated that they couldn't support this without \$1.4 for Bart.

Male: From Sunnyvale?

Vice Mayor Scharff: Yes, form Sunnyvale. I think that--I guess the question is some timing issue. When do we bring this to Council? When are we going to have an updated publicly release numbers or whatever, how this breaks down that we can talk about at the Leadership Group is putting force and responses because what I heard seemed very different to what they had before. Pat correct me if I'm wrong, I don't remember them having \$600 Million for Grade septs at all. I remember there being zero in for Grade sept. At least that's my recollection of it. And I didn't remember the West Valley think. I think that's new. So I'd like to see them break down the categories where they are now. I think this has to do a lot with timing when we go to council. I think we can go to council prematurely, but it may improve our bargaining position to go to council sooner. I think those sort of things need to be thought about and I don't really have good answers for that. I was going to sort of turn it back to Pat a little bit, talk about, you

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know, the timing and the process you might want to see on this. What you think works.

Chair Berman: Sure. I just want to flag for colleagues that it's 10:26.

Mayor Burt: Well I think the consensus among the North and West Valley cities was to get it to the council right away so that basically it would be then be out there as a joint bargaining position and that's what's its primary focus was. So I would say we want to get it to the council as soon as possible.

Vice Mayor Scharff: So when are we thinking about going to council? That's really the question.

Mr. Mello: We were shooting for February 8th currently.

Vice Mayor Scharff: I also do not want to see us add in frankly to Tom's point about where we are on the expressways or anything into this. I may very well be supporting the county plan in my mind, with where I'm on this. I have to think about it a little bit, but I think it muddies the waters on this and creates us moving away from here's our bargaining position, here's what we want in terms of it. I think we can if you want, but I think that opens up (Crosstalk).

Mayor Burt: So my suggestion language would not bind us in any way. It just gives us more latitude to how cities and the county might use that expressway related dollars. It doesn't make that determination.

Vice Mayor Scharff: I'm not sure about that, I'll have to think about it. It may, but it may actually undermine the plan. There's like three components to that plan; there's you know, the 280 interchange, which I fully and absolutely support, I think we need to fix that 280 interchange. I think that's like \$300 million or something of numbers. Then there's the page mill to (Inaudible), there's another stretch of it. I'd have to have delve into the details to understand it a little better before I'm willing to say what we should do. I don't; necessarily think I want to mix all that up as we move. I think it's a complicated issue. What was the other?

Council Member DuBois: I just heard the \$600 Million versus the \$900 Million in Grade septs. From a negotiating position, should we actually be

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asking for more than \$900 Million if we're going to negotiate down. I mean, it sounds like at a max \$900 (Crosstalk.)

Vice Mayor Scharff: Well, the \$600 Million--it was interesting, the \$900 Million was for a countywide. They were talking about was \$600 Million just for our three cities and I don't know how the numbers break out. I have no idea.

Chair Berman: One of the question is what are the needs of the other parts of the county? So I mean, if I can weigh in here. So it's 10:28, you know, clearly there's a lot of questions, there are still a lot of unknowns. Pat, correct me if I'm wrong, but the goal is to kind of set an early marker on this is generally what the North County, West Valley cities support knowing that it's going to change. I'm comfortable doing that at this point. I agree that, you know, at some point there needs to be, you know, more definition on expressways and streets and highways and the fact that that's just railway expansion, but it is transportation demand management, other transportation management initiatives. If there's a need for all of North County, West Valley cities to kind of show a unified front, at this stage, knowing fully that this is not written in stone, I'm comfortable with that. I do think we need to clearly schedule more time on this at council. Let's keep in mind this is something we all have issues about. There's no way I can sum up my comments in the next now zero seconds we have for this time and so let's make sure that we have enough time to have a good conversation about it, but I don't want us to necessarily stop the progress.

Vice Mayor Scharff: So let's recommend moving this forward to council.

MOTION: Vice Mayor Scharff moved, seconded by Council Member DuBois to recommend the City Council:

1. Approve advocacy direction to City representatives regarding the proposed Santa Clara County sales tax, including general funding levels within expenditure categories, as developed in coordination with other North County and West Valley cities.
2. Authorize the City Manager to engage with VTA and other stakeholders and refine the City's position and maintain consensus with other cities while supporting maximum regional funding for rail grade separations and non-automobile transportation improvements.

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Vice Mayor Scharff: I do think we should have a council discussion. I think this is useful. I think this will actually move the Leadership Group substantially and I think we should move forward to council.

Chair Berman: I think Josh had a question.

Mr. Mello: Just so the direction is clear before you vote. Typically, an item forwarded from the Committee would go on the Consent Agenda. I'm hearing you want it to be an action item?

Vice Mayor Scharff: Absolutely.

Mr. Mello: Okay.

Vice Mayor Scharff: Well, the motion is for this council. It doesn't actually set--

Chair Berman: As an action Item.

Mayor Burt: I'll just add that right about the table it says it's recommended as advocacy position, so I just want to make sure once again that it's understood that we don't have to--

Council Member DuBois: Once again, that's worded strongly. Again, if at some point, we differ, I guess we're reserving the right to advocate for Palo Alto?

Mayor Burt: Yeah, but one of the things that need to--I mentioned it before, this proposal is--compared to what San Jose's interest would be and compared to what West Valley's interest would be, even though this may not be everything that we think would be are greatest preference for say the Caltrain, it's more than what is in the narrow interest to West Valley, for instance and it's different from what San Jose perceives to be in their interest, which may be different from their interest.

Vice Mayor Scharff: And let me just follow up with that. I think Pat is really right. I'd say it even stronger than that. I'd say, this--and I know Pat, you're really involved during this. This is a really positive West Valley, North County Palo Alto proposal compared--we would never do better than this really in my view the way the whole--I think we should strongly support as

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close as we could get to this as possible and I think that when you write this to staff report to the council, I think that what Pat's been trying to say and what I'm advocating well and I think that's our little push back is that, if we all sit here and say, you know, I think we should have \$250 for bike pad and an extra \$250 for Caltrain, I actually might think that. What we'll do is we'll undermine the entire negotiating position and we have to be really careful about that. Mountainview passed that as it, to my recollection. Cupertino, I suspect will pass as is and I don't know what Campbell is, but that's sort how I think that's going. And so I think we need to basically move forward on this without nick picking it.

Chair Berman: I think that's good perspective and definitely correct. One quick comment on what you mentioned earlier Greg about Carl's point of we'd be getting 38 percent of the funding, but only 20 percent of the voters, you can't just pick and choose which ballot issue you want to talk about, so let's talk about all of them if we're going to be doing that, not just this one. So there's not a lot of weight there.

Vice Mayor Scharff: Excellent point. I wasn't during an advent sale, more reporting out.

Chair Berman: I totally understand. So, if we're already to vote, all in favor. That passes unanimously, thank you.

MOTION PASSED: 4-0

Future Meetings and Agendas

Chair Berman: And with that, do we have--we can schedule another meeting via email or something like that.

Richard Hackmann, Management Analyst: We can work it with the clerk for our next meeting.

ADJOURNMENT: The meeting was adjourned at 10:33 A.M.