



CITY COUNCIL RAIL COMMITTEE FINAL TRANSCRIPT MINUTES

Special Meeting
Wednesday, October 11, 2017

Chairperson DuBois called the meeting to order at 8:31 A.M. in the Council Chambers, 250 Hamilton Avenue, Palo Alto, California.

Present: DuBois (Chair), Filseth, Fine, Scharff

Absent:

Oral Communications

Chair DuBois: We have two members of the public who want to speak. The first is Roland Brand, followed by Nadia Naik.

Richard Brand: Well, Richard Brand.

Chair DuBois: Richard, sorry. (crosstalk)I haven't had coffee and you need better handwriting Richard.

Mr. Brand: Push a button, ok. Richard Brand, 281 Addison Palo Alto. Just to comment, I've been pretty busy this weekend and when I looked at the website it said 8 o'clock last week when I checked it. I walked in and it was 8:30 so please 72-hours. Let us know and maybe it was but changing the time around is an issue for me at least, I've got family in Santa Rosa.

Nadia Naik: Hi, good morning, Nadia Naik. I wanted to just say a little bit about the VTA meeting that happened last week. The good news was, I'm sure you'll hear in the report, that the language changed. I just wanted to ask -- I went back and sort of looked at the transcripts of previous rail meetings and we had had a discussion back in June about writing a letter to VTA that was more than just changing that language but actually changing the entire concept of really looking at how to use that \$700 million to fund all of eight grade seps. As far as I could tell from all the notes, we never actually went through that process so I think it reminds me of when we were going through all the High Speed Rail stuff with the City years ago. The letter writing, while it cumbersome, tends to be a really good way to make sure that every bodies message is moving the same way because there was

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a lot of back and forth about well, what's Palo Alto's message and what are we supposed to be saying? I just think if we could make sure that we go back to sort of doing that letter writing, I think it really helps when trying to hone the message to go to these meetings. I still think that even though the language was changed, that we really need to look at following through with talking to the other two Cities about how to really extend that money so we can make the most of it, thanks.

Chair DuBois: Thank you.

Action Items

1. Receive a Presentation by the Chief Executive Officer of the Alameda Corridor East Construction Authority.

Chair DuBois: Alright so we're going to move on to Item Number 1 and I want to thank Mark for coming down here today to talk to us about the Alameda Corridor.

Mark Christoffels, Chief Executive Officer of the Alameda Corridor East Construction Authority: Sure.

Chair DuBois: Ed, would...

Ed Shikada, Assistant City Manager: Sure, perhaps just as a brief introduction and again, appreciate Mr. Christoffels joining us. Mark is the Chief Executive Officer and Chief Engineer for the Alameda Corridor East Construction Authority in San Gabriel Valley and LA Metro. As it happens, full disclosure, Mark and I used to work together back in the City of Long Beach once upon a time in a prior life.

Mr. Christoffels: Don't hold that against me. (Crosstalk)

Mr. Shikada: He still did believe it or not. Just to prove that LA people actually do stick together, it's amazing. Let's see – well, you know it depends on what – well when you hear me talk about the one on one it gives it away quite easily. Let's see, one thing just to note is that after Mark's presentation, he has graciously agreed to stick around after the meeting and so we put an informal invitation out to community members who might want

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to do Q and A with him at 10:00. So, we'll be continuing that after this Committee meeting. With that let me turn it over to Mark.

Mr. Christoffels: Thank you and just as a brief intro, I think one of the things local government does great in California is we share our experiences. I mean we learn quickly that somebody else out there may have already done what we're contemplating doing. That's what this is really about, is hearing what we learned over the years. The Alameda Corridor East Construction Authority is a (inaudible) of the San Gabriel Valley Council of Governance. We are a joint powers authority, thirty-one Cities with a population representation of about 2.2 million people. We primarily encompass the eastern portion of the LA County. Boy, this thing is sensitive. What I wanted to do was quickly identify why we exist and sort of explain to you why we're building grade separations. In the map there you will see the two ports of LA and Long Beach. Obviously, a central point of California and in a matter of fact the nation for cargo activity. About forty percent of the nation's cargo comes through those two ports. It's going up and this is where you're going to get the name Alameda because I know you have one up here as well and it can get quite confusing. Those cargo containers travel up a rail corridor parallel to a street called Alameda Street and it runs between the ports and Los Angeles. They enter a very large massive rail yard known as Redondo Junction so hence, that was the original Alameda Corridor. In the late 1990's the thirty-one Cities that encompassed that green area which is the San Gabrielle Valley, essentially from LA all the way out to Moana is our boundary area. They had a consultant look at the cargo activity and the rail activity and they have 52 crossings in their valley and they said what's going to happen going forward as the port increases their activity and the rail activity goes up dramatically? Then our crossings gates remain in the down position and as you guys know, the vehicle stacking and the pedestrian access etc. They were pretty – their intuition was correct. This is what has been happening since then. We have seen a rise in traffic congestion and we have seen vehicular accidents. I don't have a picture there but we do have pedestrian safety and we have had the same thing you have had where we've had individuals die along the corridor; either deliberately through suicides or accidentally crossing the crossings. To give you an idea, we have approximately 67 trains coming through our corridor every day. They are slow lumbering freight trains, typically a mile and a mile and a half in length with 20 to 25-minutes delays. That is going to increase to 127 trains and we're actually seeing that right now as the economy has recovered. So, what came out of that? These are the 52 crossings within our area and we identified 19 of them that need to be physically separated based on vehicular volume. The others what we elected to do -- because you guys are

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learning these crossing separations are horribly expensive. Typically, \$50, \$80, \$100 million dollars per crossing so we did safety improvements. As a matter a fact I drove through your community and you have, for example, the pedestrian safety gates. We did stuff like that, we did the four-quadrant gates to keep cars from driving around the gates and that sort of thing on all of the other crossings. We did, I think 38 crossings where we did safety modifications and we're in the progress of finishing up now our grade separations. Boy, let me see if I can do this. Funds committed, this just gives you an idea of where we've achieved our funding. Almost virtually all of our funding has been grants. We've gotten funding from local sales tax initiatives, we – under the state that was Proposition 1B, we qualified under the Trade Corridor Improvement Fund and then we've gotten federal dollars over the years from the Federal Government. Then some local contributions, the railroad contributed a small amount, the City County and then betterments where we've done improvements concurrent with our projects as well so we're at \$1.6 billion in terms of our activity level. These are the types of crossings and I know you've looked at them as well here the various methods of separating trains from the roadway. You can either go under, I don't have a picture but we also have bridges that take the vehicles over. We can lift the rail up and the upper right photo is actually an elevated rail and then the one on the left is what you're contemplating here which is lowering the rail into a trench affair. The one on the right is the typical safety improvement with the additional gates that have been installed on crossings. Why was a trench actually constructed? A trench is the most expensive of all those options and we would look at that as our last resort. In this particular area, the City Saint Gabrielle, the photograph that you see on the left is one of the first missions in California; it's the San Gabriel Mission. It is literally 150-feet from the rail so for us to have either lowered the roadway or elevated a roadway, we were detrimentally impacting the Mission so we had to do something with the rail. Elevating the rail would have been a visual deterrent, I mean it would have been hard – unsightly to have the elevated rail running that close so we in essence defaulted to a trench. We got luckily, this is a rail line owned and operated by Union Pacific Railroad and it is known as their Alhambra Subdivision and it can accommodate three tracks. It's 100-foot right of way and theoretically can accommodate four tracks but there is restriction both upstream and downstream in this location. That means that they can only physically operate three sets of tracks. Why is that a significant point? The area currently only has one active track and we could not take it out of service during construction. So, we needed the ability to run what they call a shoe fly or a temporary set of tracks because they didn't need 100-foot – because they are only doing three tracks, there was a portion of the existing rail right

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of way that we could use to build a temporary set of tracks while we constructed the trench. If we were not able to do that -- if we had to build a trench for them that was full a 100-foot wide, we could not have constructed this project because the only other option would have been to plow through 30-feet of real estate for the entire corridor to build a temporary set of tracks. One of the rules was UP could not shut this thing down for the 5-6-years that we were looking at for construction. They can't, it just—that wasn't a possibility and so we had to figure out a way to keep them operational while building the trench. That's going to be something that I'm sure to consider for your operation as well. Where do you put those temporary tracks while you're trying to construct a trench? Here's the final product, ultimately, they lay three sets of tracks and be made whole. The excess right of way by the way, on the top is going to become one of those rails to trails type of thing so it's going to be utilized in the future. This kind of gives you an idea, we had four street crossings and the fifth one on the far right actually was a modified at-grade crossing. We also, I think you will run into the same thing, you can only raise and lower a track by one percent, which is nothing. I usually tell community groups that when you're walking on a sidewalk, the slope on the sidewalk leading to the street is two percent so imagine half of that sidewalk slope is as fast as you can elevate a train. It's very important because UP will tell us if you go beyond that, they have to add another locomotive to their engine to make that grade and for them that's a huge costly affair. So, we had to maintain the one percent so they aren't adding locomotives to their system to get through this particular region. So as a result, you have to go a very long way in either direction to get a train 24-feet into the ground as one percent and it makes for a very, very long corridor. This is an idea of the overall, we were two and a half miles long. We had four different agencies that were affected. The trench itself is 1.4 miles and the other length of this system was a gradual decrease in the elevation of the rail as I was telling you about. Four railroad bridges, one at-grade crossing, two railroad bridges and our particular trench crossed two washes – two storm drain systems. We literally had to lower them into the ground so when you first – if you where to look at it in the unmodified version, the trains where actually on bridges crossing these particular washes. We had to lower the wash and rebuild their bridges as part of the structure. Obviously, shoe fly and then utility relocations. If you're going to dig that deep into the ground, you're going to hit every utility known to man and you're going to have to move it somewhere and we had to do that. Then I included the (inaudible) one, the roadway maintenance repairs. We hauled off a lot of dirt and as a result – and brought in a lot of concrete, we damaged a lot of the haul routes. So, we had to go back and a lot of the major routes that lead from our project site to the local highway system had

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deteriorated to the point that they were almost back to gravel. We had to rebuild all of those streets at the end of the job to get them to where they were going. To give you an idea of the construction so it's a top-down and the very first thing that you do is you drill down and then you fill in these drilled holed with concrete and rebar. It's called a cast in place drilled hole, CIDH, and you literally put them – they are 5-foot in diameter and you put them side by side by side. So, you can imagine drilling a hole and then immediately next to it drilling another hole and then next to it drilling immediately another hole. You do that on both sides and then you start excavating so now you can actually excavate without the sides caving in on you and not having to have the formwork and everything else. Once those CIDHs were in place, then we could excavate the soil and haul it away. Then you actually start construction the bottom of it with rebar. Now also what you'll see here is you've probably – I noticed in some of your earlier information, you had pictures of the Alameda Corridor. The original corridor that I was dictating between and you notice that they had reinforcements struts along the top because if you think about a trench, it wants to just fold in on you so something has to hold it in place. Union Pacific Railroad did not want those reinforcements, excuse me, reinforcement bars there because they have to have the ability to remove a derailed car. They want to be able to do in there, get a crane and lift that thing out and deal with it. We had to use tie backs so if you look on the left and right side of the trench you'll see a little grey line. We actually had to put in in the earth metal supports to hold back the walls to keep them from caving in. That was our major real estate expense, we had to buy that underground real estate from each of the property owners because we didn't have those legal rights to install those struts. That encompasses a big chunk of our real estate acquisition because everything else was generally done within the corridor. We were fortunate enough that I didn't have acquire property on either side but we did have to do that as part of the strut construction. This gives you an idea chaotic it can get. You'll see – you can kind of see now, especially on the right, you can see those CIDHs. They are those concrete columns sitting side by side and it's just literally – they are rough because they were done in earth and poured. Then you see some temporary struts that are in place. You see them excavating and further down you'll see them laying rebar for the bottom of the reinforced concrete floor that was added. That's what it looks like as they are ready to pour the concrete and then here, once the concrete floor has been in place, they actually have a sliding form that finishes off the walls. So, you get a smooth surface and you protect those CIDHs piles that are in place and that's essentially how that thing is constructed. We built it in 60-foot increments and that form work you see is about 60-feet in length. So, it was just literally a rolling operation from one

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end of the trench to the other. You do that because you have got to have a circular pattern too. One of the things you have to consider is how do all of these trucks get in and out of the trench? So, you had to figure out at one end how to bring them in and then at the other end to get them back out again. We had several thousand concrete trucks that come in and out of this place. As well as much more than that in terms of the trucks that were needed for excavation. Some of the project challenges for us, obviously funding. We're one hundred percent grant funded and we had to go after that. The property acquisition as I indicated and we do have eminent domain authority and we did have to use that. We had to pass resolutions in necessity and go to court to acquire some of these rights. Utilities relocations, unlike your community, they are mostly private utilities so we had to deal with South California Edison's, Sempra, Verizon; all of our favor folks out there in terms of relocating. The other thing you have to keep in mind and I don't know if that's true in your corridor but for Union Pacific Railroad they sublet their corridor to people like Sprint and some oil companies where they run parallel facilities. They also had to be dealt with and we had to move MCI for example, out of that rail corridor into – remember that area that wasn't being lowered. That also became our de facto new utility corridor for those lines that were within Union Pacific Railroad under lease agreement. We had to pay for that because the lease agreement with Union Pacific Railroad did not specify that if the railroad is modified, for example Verizon or MCI had to move on their nickel. We had a substantial cost in working with those utilizes and getting them out of the way so that we could actually build a trench. Liability insurance and then ownership and maintenance, my agency is a JPA so it's a Construction Authority of temporary nature and we will not own and maintain this facility. We build it and then we turn it over so everything had to be given to somebody at the end of the project. Whether it was the railroad, whether it was the local community, whether it was the utility companies, whether it was the County Flood Control District or the County Sanitation District. Everything had to be turned over and we made sure that every single one of those agreements was in place before we started construction because you didn't want down the road sitting there with a facility, you being de facto owner and not wanting to do that obviously. We also in those agreements made sure that they didn't bind us at the end and say oh, well we need this or we need this or we need this before we'll formally accept it. We made sure that when they signed off on those drawings as we had done them, that they would reasonably accept them once we built it. No changes during construction other than maybe unforeseen conditions because we wanted a guarantee that we weren't going to get hung up at the end over this issue of turn over and acceptance. All of that had to be worked out in advance.

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Public outreach is a big deal not only during design, getting community to buy in, explaining what the construction is going to be like but obviously during construction as well. We had a local business impacts, we were closing roads, we had these haul routes, we had detours, we had noise, and we had all of the things that go along with a major construction project over multiple year. We had a full outreach team working all the time. We had an 800 number. We had – you'll see later and I'll show you some of the outreach efforts that we had in terms of advertisements. What we didn't want was a business loss claim. What we didn't want was a property owner claiming they had to sell their property at lower than market value because of our construction activity. We wanted to avoid those claims as we were going forward. Also, I had a unique challenge of when you are 150-feet from the State's first Mission, archeology and you're going to get – you're going to hit stuff. We actually did all of the archeology work in advance of letting the construction contract because our biggest fear was we're going to hold up the contractor and he's going to hit me up with a delay claim of \$10,000 a day while we remove some Indian remains from the job site. We ended up with working with UCLA and archiving all of this, 5,000 artifacts were removed from our 2.2-mile length project. As well as give or take a little over 80 individuals – remains from individuals. We would have to have the coroner come out, he would identify that they were either European or Native American. If they were Native American we had to contact the local ancestor, whoever that might be and the state helped us identify that individual. Those bones were turned over and those remains were then reburied under an Indian ceremony that we had provided for a spot to have that done. We made sure all of that was done up front so that we didn't have any construction delays. Sorry, I keep going the wrong way. Right away just to give you an idea, we had 62 property interests that were required along that corridor, one full take and then the other ones were temporary construction easements that we needed for access to the trench. Then the permanent ones were primarily those tie backs that I was referring to for you guys. Then right of entry permits, we just needed permission in some cases to enter a property to change something and then I just wanted to note that our acquisition did require eminent domain. If you are going to go forward on a project like this, politically you've got to have the guts to do it. It's a really tough thing to do sometimes to tell somebody in your community that we're going to forcibly take your property but we did. You also have to leave yourself some time because if you're going to end up in court, you guys regarding that? The court system in California, especially for eminent domain, is really backed up. From the time we would file our resolution in necessity and request a court date for a final hearing on the property, it was close to 18-months to get scheduled for the court

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activity. So, you really have to plan that out because you really don't own the property until that court date is done and we had to get through that. So, that's something to keep in mind if you're going to be requiring rights to some form of eminent domain. Maybe your courts are better equipped than ours in Southern California but it did become quite a schedule bind. We use to joke that it was the utility companies that would hold us up but I would say in this project it was sometimes the right of way acquisition that was holding us up. Keep going, this is the cost breakdown and this is where it all boils down so the entire project cost \$312 million and you can see how it's broken out. The actual right of way was \$23 million, you can see the construction contract was \$174 million and Walsh Construction was the company that was the prime on the job. Construction management was \$40 million and design was \$30 million. Third party, that would have to typically deal with utilities and the County, for example the County Flood Control facilities and their oversight. Direct Staff cost was roughly \$4 million and then program management was roughly \$10 million so that all added up to your full cost of \$312 million. Buried in program management is – just so you know what that entitles is like our overhead, our operating cost but also things like legal, public outreach, and that sort of thing all ended up in – property management, and all of those things ended up in program. Our direct Staff cost was primarily the project manager, the gentlemen – the inspectors that were on site and that type of thing but it kind of gives you an idea. This project funding agreements so what we had to do is we had to enter into – because we had multiple funding sources we had to enter into different agreements with each of the entities and make that our expenditures would all be eligible for reimbursement. When you are one hundred percent grant funded and as an agency like us, we had no other sources of revenue you guys, we don't have general fund, we don't have taxation authority, and we really rely on just the grants that we received. We wanted to make sure that every single expenditure was going to be reimbursed. Otherwise, what I ended up doing is having to go to the 31-member COG, Council of Governance, and say hey we blew it. You all have to contribute x amount of thousands of dollars to this project because what we did was no longer eligible. I wanted to avoid that so we were really, really careful you guys on the funding agreements, as well as our understanding. We're subjected to almost continuous audit. I literally have a small conference room in our facility that is generally occupied by State Auditors, Federal Auditors, LA County Auditors and it's literally a continuous auditing process as we go through. Not just because of this particular project but the overall program. When you got \$1.6 billion dollars you're spending in grant funds, trust me you're going to get audited extensively. We also needed – I just thought I'd share this with you. They are all reimbursement

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agreements, in other words you spend a dollar, you document that and then you show that documentation to your granting agency and then they give it back to you. So, we had to have working capital so what we did was we entered into a \$45 million loan with Metro which is our MPO on there and that became my working capital. So, I could use that loan money to pay a contractor and then in turn get reimbursed from the feds or the state. I literally had this \$45 million-dollar revolving line of credit every month that I'm rolling through and keeping track of the account receivables on there. Project construction agreements so as I indicated we (inaudible) to make sure that we had agreements with who was going to be responsible for doing what. What was a – the City of San Gabriel going to do visa vie what ACE was going to do as part of this construction product? Union Pacific Railroad agreements, we ended up with a Master Agreement because we were building 19 facilities along their corridor and then we had individual agreements regarding operation and maintenance when the facility was done. As I indicated, County sanitation, LA County, Caltrans agreements and utility agreements. A lot agreement with all of the private utilities in terms of where – all of those had to be negotiated and in place before we went forward with the project. We were subjected to both CEQA and NEPA. We went through those processes and their – by the way, that results in a lot of public outreach because you're going to have your various points in that process where you're inviting the public to comment on the potential impacts and mitigation measures. We obviously identified those mitigation measures during construction, we had a monitoring program and then we implemented them. To give you an idea this is typical, you see these, I'm sure, on your construction projects which is trying to keep debris out of the catch basins. Erosion control, dust control but also sound barriers, what you see there. We actually blanketed all the adjacent homes so that we could protect them from the equipment noise that was coming from our project site and so we had a project expense related that while they are temporary in nature, they are not necessarily cheap to construct. Then of course, I had the additional one so that is literally one of the archeological sites that we had going on. It looked like something out of Egypt at one point with everybody shaking the earth and picking out little pieces and looking closely at what they had discovered so it was quite a process. Business support program, like I said we assisted businesses during construction. We placed ads on their behalf in local publications – newspapers. We worked with them on special – let's say McDonalds would offer a two for one Big Mac. We would help subsidize that just to make sure that their customer based wouldn't deteriorate during the process and we continue to do that for the trench. Signage was a big deal, we made sure that everybody knew how to get to these businesses and then routes where available to continue and

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doing signage like that. Just making sure and extensively working with the local businesses and making sure they felt like they were being taken care of. I will let you know that during this entire construction period we actually only ended up with two claims and the amount paid out was almost minimus. So, money spent up front in the outreach effort will save you hundreds of thousands of dollars in the end on construction claims. One of them was summarily dismissed by court action was because the court found that we had gone well beyond what is normally done in a construction project. In other words, they made the determination that the agency had done everything in its power to make sure that this business would not be affected. They also made a determination you guys that the public has the right to construct public improvements so the fact that they could claim that you should have never done this because it would have affected my business, that's not material. We are entitled to improve our streets, we are entitled to build these projects. The question before the court was did we do enough to protect them during the construction period and we were determined that we had done that. Document everything by the way, it comes in handy. Construction outreach, we updated on a quarterly basis on what we were doing both for our elected official and the community. We do have different groups, we have Spanish, Chinese, Vietnamese and Korean in these areas and of course we have the website. We would do alert notices every time we did a shift from one area to another, every time we changed detour routes, and we would do advanced notifications to everybody. We were also on Twitter and Facebook as well. We did preconstruction surveys, we made sure that we would video and photograph. It was interesting when we would go to a property owner adjacent to the rail right of way and we say we'd like to photograph everything here and document it. They would say why do you want to do that? Well because if we do damage your facility, we have mutual proof that we did something. In other words, we know where you were and now we know where you're at. That actually provided a comfort level to these folks that we knew that if we did something, we were going to step in and fix it. So, at first there was some hesitant because businesses don't necessarily like the public coming in with a camera and going hey what are you doing here? In the end it proved to be really well. Then we had our website as well. We also did outreach during the construction. We went to the local schools because construction poses a unique risk to the traveling community. I've heard about your kids going to school and the massive bicycles that you guys have. I mean that could change dramatically if you guys have a major construction project and you need to be going – then community events. We also celebrated, we celebrated our ground breaks and our ribbon cuttings and we brought in – because we are federally funded, we brought in State and Federal

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representatives. Then media outreach, I can't stress enough working with your local media and believe it or not we could even get media on our local channels, Channel 7 for the evening news during certain events. They would come out and if you get a good enough working relationship with them, they will come out on a slow day and do some sort of video clip on what you are doing. That's good because that's letting the community know what you're doing and it keeps the awareness up of hey, there's a major construction activity in our community and we need to be aware of it so we did a lot of that. Here's the timeline so you can see there that design took 3 ½-years, the environmental was 2-years and in California that is pretty typical. Right of way acquisition, we show 7-months but that was actually an initial offer. Some of the court activity actually went out a few months beyond that. We pre-qualified our bidders so this was a major construction effort and we wanted to make sure that we had a decent qualified bidder. Then you can see the construction activity took almost 6-years. We're going to be completely done – we have trains running in there now but we're finishing up landscaping and that sort of thing. We're going to be completely done in June of next year. Then here's a quick visual of what it was originally on the left and what we pretty much have out there today on the right. One of the things that I didn't know on the bridge construction, they were also top down. I just wanted to share with you that typically when you see bridge construction you see all of the scaffolding and you see it typically for Caltrans when they are doing a high way bridge. So, because we built it from the top down, they literally poured the bridge on the ground and then excavated underneath the bridge. It was much cheaper, much faster and we were able to keep the cars running. So, what we did you guys is we poured the bridge – we closed it for the bridge pour temporarily so maybe 6-months. We poured that bridge and then we reopened it because I can have cars traveling over it as I excavated underneath it. It minimized the closers as well and that worked really, really well for us in that area. We did not have groundwater issues and I know you have got that here. We were fortunate that our groundwater level was about 40-feet down so I did not have to encounter pumping or removing groundwater during that construction. We do have other projects in the San Gabriel Valley where I am doing underpasses and groundwater pumping is a big issue. I mean you have to figure out what to do with it primarily, how to treat it and then of course the cost associated with it but at least on this trench project we did not have that issue. Then just in case you were interested this was the team. The right of ways Union Pacific Railroad, the design was from Moffatt Nichol and then we had the various other firms that were involved in the construction project. With that I can answer any questions. That's a quick

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and dirty but I know you have other items on your Agenda so I wanted to get through it all.

Chair DuBois: Yeah, thank you. Yes, we have a hard (inaudible).

Mr. Christoffels: I know you do.

Chair DuBois: So, we have time for a few questions now and then you're going to stay after...

Mr. Christoffels: Correct.

Chair DuBois: ...for additional questions. Does anybody have any immediate...

Council Member Filseth: I assume that because of the UP – sorry, because of the UP – Union Pacific issue, you couldn't cover the trench because they wanted to be able to take stuff in and out if necessary.

Mr. Christoffels: Correct. Yeah, that's why we ended up with the tie backs. A little more costly, not necessarily construction wise because we were curious but it added to real estate cost because I wouldn't have had to require all of those underground easements if that had been the case. The other thing that you should know is liability associated with this trench resides with LA County and the City of San Gabriel. They have purchased an earthquake policy in case there is damage to this facility. Union Pacific Railroad will maintain it, i.e. they'll operate it, they'll maintain it but if there are any structural damages from the result of something like an earthquake. Union Pacific Railroad – because in their mind, you have to realize that they could operate forever on the ground. That was their right so the fact that now their sitting in a trench was not because they wanted it. It was because the local community requested it so one of the things they pushed back really hard on was ok, we'll operate in there but we are not going to absorb the liability in case of an earthquake. So, we had to – in our case, the City of San Gabriel is too small to buy that kind of insurance policy but Metro, covering the entire LA region is significant enough to be able to get a writer on their policy and included this project; just so you know.

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Mayor Scharff: Just quickly, how did you start the process? (Inaudible) the Council decided you form the JPA – how did you get to the point where you're negotiating with UP and you made the decision to do that?

Mr. Christoffels: Sure, so realize that we're a corridor-wide project. I mean this is one of nineteen different locations that we're operating under. The Council of Governance, the 31 Cities, after they had conducted that initial study and identified what they needed. They literally, all 31 Mayors, flew to Washington DC and got their initial federal grant out of a Highway Act; about \$125 million is seed money. They now had seed money to start this corridor program and they had an identified program, in other words, what they wanted to do. Originally, they were looking around to see who could build it. They went to LA County and the Supervisor said we're not up to taking a project like that on. If you know LA, Metro is kind of westside centric and we're the east side of LA County so we weren't higher than priority. So, literally, the 31 Cities decided to create a JPA, they subsidiarity themselves. Pardon me?

Mr. Keene: What year was that?

Mr. Christoffels: They created – the COG was created in 1997 and this JPA, their subsidiary was created in 2000. That's what started it and they now had a joint powers authority, a construction authority and they had seed money which was \$125 million. Then what they did was they started an Executive Director and created a small entity to move forward. The individual Cities like the City of San Gabriel were brought on board under the constructions agreements. Now any City could have said we don't want it but literally they were being handed these projects at no costs to themselves, virtually no cost. I can tell you the nineteen-grade separations were warmly accepted by the entities because they were having a problem solved on behalf of a regional government, not by themselves. You guys are unique here that you're trying to tackle it all by yourselves.

Mayor Scharff: How many years from starting the JPA?

Mr. Christoffels: We have about 5-years left so if you look at it we're probably what going almost 20-years.

Mayor Scharff: No, no you started the JPA and then when did you start construction?

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Mr. Christoffels: Oh boy, it took us about 3-years to initiate the first project. One of the things that we had to do was funding, we didn't have all of our funding so over the years we've been lobbying. We take regular trips to Washington and Sacramento to fill in that gap because you remember, I'm at \$1.6 billion but we only had \$125 million to start out with so we had to go after it all these years. Plus, you can't build in that region 19 grade separations and cause virtual gridlock. You have to space them out, there's just no way so we would build one and then when it was done we would stagger and start the next one and then start the next because there's just no way, you can't do it.

Joshuah Mello, Chief Transportation Official: Was the alternatives selection and the community engagement done as part of the plan that the COG initiate or was that done through the JPA?

Mr. Christoffels: It was done through the JPA. The COG had identified the location for grade separation but not necessarily the ultimate design. The JPA did the conceptual work and then brought in the communities to this is what we'd like to do. Got community buyin, did the environmental and then final design and went to construction so the JPA did all of that up-front work. The only thing we had to begin with, I was literally there when – as Ed know because he stole me from the JPA when I was there in its initial years, all we had was a program. Literally, just a program that these are the areas that we want grade separated, now go figure it out. We did what you guys have done, I saw your website and we went through that analysis. Do we go over, do we go under, do we – we went through all of that community outreach to try to figure out what was most reasonable. I will tell you almost in all of them, real estate drives your solution. It's -- we're California and in LA and here in Palo Alto, real estate costs drive everything so you are literally looking for which version – the one exception was this trench because I had a historical property that ultimately decided what we were going to do. Virtually most of the others, real estate impacts drive a lot of what you're going to end up doing.

Mayor Scharff: One final question, you talked a little bit about doing two percent versus a one percent grade and (inaudible) the one percent grade?

Mr. Christoffels: Correct. Union Pacific Railroad would not – their argument was – we tried – we actually – for example, I had Congresswomen Grace Napolitano who represents us literally while I was in her office call the president of Union Pacific Railroad to see if we could have this out because it was a huge cost difference and they didn't budge. They said no, on an

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operating basis two percent grade is going to drive us nuts with additional locomotives. That's a business impact factor and we're going to fight you all the way so we had to back down and go with one percent.

Chair DuBois: Did you have – I mean you said these were very long trains and are they also double decker trains?

Mr. Christoffels: Yes, they double stack the freight trains. I mean you can see it in the photograph up here so virtually all of them. We had to have the 24 ½-foot clearance underneath any bridge where the railroad is operable. That by the way also dictated for us – as you see in this photograph, the underpass and the underpass became the cheapest alternative. I only have to lower that roadway 15-feet, which is the nominal clearance for a truck. That's much easier and if I did an overpass, that's 24-feet in the air and that's a huge bridge structure.

Chair DuBois: (Inaudible)

Mr. Christoffels: So, the – right and what happens is your real estate impacts get exacerbated because I'm building a bridge that's 24-feet tall, I'm going way off in either direction. The underpass is a much more confined space so they kind of drove it. Again, real estate was driving a lot of what we were doing out there.

Chair DuBois: This trench was four grade crossings for \$300 million or \$312?

Mr. Christoffels: Correct, yes.

Chair DuBois: It seems like you did – you were very efficient actually.

Mr. Christoffels: We did. We bided out to during a period where the contracts where – contractors I should say where competing heavily for projects like this. There is so much – as Ed and I where sharing, there is so much work out there now you guys, especially with all of the local sales tax initiatives. For example, in LA County if I were to bid it today, I would guarantee it would be fifteen to twenty percent higher than what we paid 5 or 6-years ago when we bid this project. Construction costs have gone exponentially.

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Council Member Fine: Thank you so much, this is really helpful. For the at grades, the ones that you did leave at grade, did you have a menu of options in terms of how you would make those grades – those crossings more safe? Was it like you repeatedly did quad gates or was it kind of unique solution for each one?

Mr. Christoffels: Each one was rather unique because some of them would have elongated medians to prevent the drive arounds for example. We also would look at the pedestrian and bicycle activity. Some have virtually none and are almost entirely automotive. Some it's just the opposite, we have one crossing it's near a Metro line station and it's almost entirely pedestrian activity so yeah, each one was unique. We also created two quiet corridors and if you are going into a quiet corridor – try to reduce the train horn noise to virtually eliminate it, you have a whole other specification you have to get too in order for them to qualify for that and we did two of those. If you guys decide to go down the road, I'm more than happy to share our experiences in all of that.

Chair DuBois: I'm going to let one public speaker and again, the public – there's going to be a meeting after 10 o'clock but again, thank you very much for coming down today.

Mr. Christoffels: Sure.

Chair DuBois: I really hope we can follow-up with additional questions.

Mr. Christoffels: Oh, absolutely. He's got my number, Ed does.

Chair DuBois: So, the one speaker is Nadia Naik.

Nadia Naik: Hi, so first off thank you so much, Ed, for bringing your special friend because I think this is super helpful. I think it highlights what we've been saying which is also that the construction impacts are a lot of the space planning and that's necessary. I will highlight that the big difference between this project and what we're looking at on the peninsula is number one, they are looking at double-stacked freight trains. So, they are twice as high as what we're – there – instead of 18-feet, they are 24-feet. We don't have those here because the tunnels that lead to San Francisco were built in like 1908 so that is actually – despite the fact that Union Pacific would love to have those, it's actually not what runs on our thing. Secondly, the clearances involved are much different and third, because they're talking

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about the port there – area and the amount of freight that handles nationally. This was all sort of a huge political thing for the entire LA area because it's a much bigger financial impact for them to get as many freight trains through. So frankly, Union Pacific made out like bandits because as you can see, there's one part where they only had one track and they ended up with a trench for three trains. So clearly Union Pacific is going to be, despite being difficult and as you can see they tried to get them on liability and stuff, they are making out like bandits on that thing. We have a different thing on the peninsula where we've got to have Caltrain and freight potentially, to continue to run at the same time and notice that they didn't, as best as I could tell from the presentation, they didn't have impacts to residential homes. They had a lot more business impact so it's very different to say we're putting up a sign because of business and turn this way or we're still open versus the kinds of things that we'll have. Another thing that I thought was interesting is he said very clearly, going under the road has a lot less impacts than going over the road which is exactly what the analysis that we did show. So, super helpful but keep in mind this was entirely a huge freight driven the project and it's why they were able to get 31 Cities on board because getting that much freight is a huge economic benefit for the area but frankly quite different than Caltrain service and what we're dealing with.

Chair DuBois: Thank you. Ed, we talked about – and Josh, talked about changing the Agenda, right?

Mr. Shikada: Right.

Chair DuBois: I'm looking at the time, we actually maybe need to differ two of these items. We talked about differing Item 2.

Mr. Shikada: Item Number 2, yes and so certainly at the pleasure of the Committee, that be put off. It's not particularly time sensitive and are you suggesting also Number 3 as well?

Chair DuBois: Well, do we need to do 3 or maybe 4?

Mr. Mello: We have to do 3 and 4 is just a written report that you can read at your leisure.

Chair DuBois: Alright, so maybe we could do 4 super quick so why don't we move onto Item 3.

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NO ACTION TAKEN

At this time, the Committee heard Agenda Item 3.

- ~~2. Recommend City Council Approval of an Addendum to the Rail Committee Charter and Discuss the Organization and Format of Future Rail Committee Meetings for Community Input.~~
3. Receive Written Report on Rail Program Community Workshop #2 Held on September 16, 2017, and Discuss Next Steps.

Joshuah Mello, Chief Transportation Official: Good morning Chair and Members of the Committee. I'm Josh Mello the City's Chief Transportation Official. Today I'm going to present kind of a high-level overview of – a summary of our community workshop number two and then talk more deeply about the next steps and the Context Sensitive Solutions Alternatives Analysis process. Enclosed in your packet is a summary of – it's a draft summary of community workshop number two. It is a draft because we're hoping to incorporate your takeaways from that workshop as well and any additional comments we received from the public. There's a lot of detailed information in that report. If you remember this workshop was held at the Palo Alto Art Center on September 16th from 10:00 A.M to 2:00 P.M. We had about 98 attendees, it's a little bit less than the first one but still a pretty good group – good number of people. We've received nine written comments and some were submitted at the workshop and then somewhere submitted afterward. The morning of the workshop we focused on future conditions so with all the increase in train traffic and projected growth, what does the rail corridor look like in the future? We also received an overview of the different options that are available for grade separations. The afternoon was more of a work session where we had break up groups that focused on developing different scenarios, as well as specific alternatives at the four different grade crossing locations. We did use real-time polling throughout the even. Some of our takeaways and we'd love to hear more from you, however, we're hoping the bulk of the time for this item will be spent on the next steps moving forward. If you do have any big takeaways that you'd like to add for those of you who were able to attend the workshop. We have five kinds of primary takeaways and first, the large group discussion can be difficult. I think as we start to get more into the weeds and the analysis and developing an alternative, we may need to think about a different structure than the large group discussion. It proved a little bit trying in the morning and I think when we had the breakouts it got a little bit easier to manage

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and we got some really good feedback. Attendees seem to prefer the afternoon work sessions. There was a little bit of a concern that we weren't getting enough work done in the morning. That it was too presentation heavy and too Staff driven in the morning. The real-time polling which was intended as an icebreaker became a little bit decisive and I think that was our fault for not making it clear what the point of the polling was. It was not a vote that was going to influence the decision making. It was more of an ice-breaking exercise to help people get to know what the other folks in the room were thinking. We did hear that the Saturday time period worked well for folks. During the first workshop, we heard that from the attendees that there was not a lot of interest in a different day or time so I think moving forward we might want to stick to that if possible. Then the trench and the tunnel was very popular among attendees. We did during the breakout session, we talked about various options for some of the grade crossing locations but the trench/tunnel seemed to be significantly – of significant interest to a lot of the folks that were at the workshop on the 16th of September. Moving forward, if you remember back in April you authorized us to move forward with stage one of the Context Sensitive Solution Alternative Analysis and stage one was the problem definition and evaluation framework and we have completed stage one. We went to City Council and we – they formally adopted the problem definition and the evaluation criteria. So, we've subsequently moved into stage two and the first step in stage two was community workshop two. However, today we are recommending some modification to stage two moving forward based on what we've learned to date. The intent of stage two is to start to develop alternatives so we're going to put together what's called a universe of alternatives and that is anything that we think is worth pursuing and analyzing. Many of these will come from the previous rail corridor study that was completed and adopted by Council in 2013. As well as what we've heard from the community to date at the workshop and you as well and Council. We'll create a universe of alternatives which be kind of everything is on the table and then at the end of Stage 2 we're going to ask the Planning and Transportation Commission – sorry, the public, the Planning and Transportation Commission, Rail Committee and City Council to make a decision about which of those universes of alternatives are carried forward into the alternatives analysis process. We can't feasibly analyze all of the universes of alternatives. We're going to have to do kind of a first filter of ones that we think are reasonably feasible and worth analyzing. That will be Stage 3, the evaluating refine alternatives. Some modifications to future stages that we're recommending today and I'll show you in more detail on the next slide but you want to turn to Packet Page 35. We're recommending revising the entire task schedule to reflect actual performance to date so as expected, it's taken a little bit

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longer to get through the first stage and the first decision so we need to be realistic about how long it's going to take to make the remaining decisions in this process. We're recommending extending the schedule for stage two alternatives development by one month, to the end of December. So, that's going to be a four-month period instead of a three-month period. We're also recommending adding additional community questionnaires in stages two and three. The community questionnaires where – the first one was a great tool to keep the public involved and to – we used it strategically over the summer to ensure that people remain in communication and remained updated on the project and the work that we were doing over the summer. This is a substantial change here, we're recommending in lieu of a third community workshop, we would rather host four location-based community roundtables during stage two. These would be four evening round tables with a group that's a little bit smaller and hopefully enable a little bit more intimate discussion and detailed discussion. We would focus these on the four grade crossing locations. They wouldn't be exclusively about those grade crossing that their most approximate to but they would be focused on Palo Alto Avenue, Churchill, Meadow and Charleston. We would try to find locations near those crossings so that the nearby communities could come out and participate. These would not be Staff driven round tables, they would be open forums. We would facilitate the discussion but the goal would be to have the community actually start to sit down and take the work that was done in community workshop two and further refine that and actually help develop the universe of alternatives for each of those. For the folks that are interested in a City-wide solution like a City-wide trench or tunnel, they'd be welcome to attend any more workshops, whichever works the best for them timewise and location wise. We would not be precluding discussion about a more – a larger City-wide solution. In the focus groups, we're recommending those be used as part of stage three. Stage three is going to be where we start to whittle down the universe of alternatives – sorry, the alternatives for analysis and start to move towards the preferred alternatives. So, I think the focus groups are the best place to do that from a community perspective. Then lastly, we've identified tentative topics for the Rail Committee for the next stage of this process and they're in the box down here at the bottom. These are tentative but this is a general workflow for the Rail Committee and this ties directly into the schedule that's shown above. I can just walk you through the schedule really quickly for stage two and again, stage two is the alternatives development. Kind of kicking off this stage of the CSS alternatives analysis process was workshop number two, which again was held on September 16th. We're currently at the first Rail Committee meeting in October. There's a second Rail Committee on October 25th and at that Committee meeting we're scheduled to hear a presentation

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from the City of Burlingame on their Broadway grade separation project. We'll also be looking at the draft circulation study and we'll be finalizing Questionnaire Number 2 questions, which would ideally be posted the day after Rail Committee approves the questions and makes any modifications. Questionnaire Number 2 is going to continue the discussion that we had on September 16th about what types of options people are open too at each of the grade crossing locations. Then round tables one through four are tentatively scheduled for November 7th and 9th and November 14th and 16th. We want to get those done before the Thanksgiving holiday and those would be probably 2-hour community roundtables. As I mentioned four different locations, in-depth discussions and very detailed technical discussions about what types of options people are open to and what types of alternatives folks are open to at the different grade crossing locations. Then we move into the decision-making process so we would go to PTC at the end of November, Rail Committee at the beginning of December and then finally City Council at the end of December to identify the alternatives that we'll move into the stage three of the alternatives analysis. Stage three begins in January currently – as currently shown and stage three is going to be highly technical. That's where we're going to get down into the weeds and start to analyze the – compare each of the alternatives against the performance measures that we developed both quantitatively and qualitatively. Then the goal would be at the end of stage three for City Council to provide feedback on those alternatives and the analysis that we went through with the ultimate goal of adopting a preferred alternative before July 1 of 2018. With that, I'll conclude my presentation and I'll glad answer any question that you may have.

James Keene, City Manager: Can I ask just a quick clarifying question? So, on the November 15th Rail Committee meeting, the financing paper for example and/or the trenching paper, how are those going to be developed?

Mr. Mello: At that meeting, there will be a draft presented and then the feedback from the Rail Committee will be incorporated into the final product.

Mr. Keene: Ok, I'm just trying to get a sense of the relationship between the potential available – I mean what the scope of the financing piece is since there are so many variables and unknowns in that versus some defined amount. I'm trying to understand how that – how much we're thinking the financing piece starts to become an important part of the discussion?

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Mr. Mello: Well, I think the circulation study, the financing paper, the hydrology and soils paper and the trenching paper will all help us whittle down the universe of alternatives to a set of alternatives that we want to move forward into the analysis.

Mr. Keene: Then just one other thing I would just point out that in one sense the construction impact of alternatives has been pretty much just off stage in all of our discussions. Obviously, Mark's presentation today really brings home the fact that it's a huge factor that we're going to also have to be able to define in some ways – anticipatory ways what the impacts of that is. Certainly, that would happen in the more detailed dives in the alternatives analysis but even when the Council starts to think about selecting alternatives, I have to think that's going to be a critical factor.

Mr. Mello: Construction impact is one of the evaluation criteria that was adopted by Council. It was -- during our discussion, it was not ranked as high as some of the other evaluation criteria but you know we may want to revisit that when we get into the Stage 3 alternatives analysis stage and talk about how we score the evaluation criteria as far as their importance. So, that's something that we can definitely revisit.

Chair DuBois: Why don't we go to the public first so the first speaker is Richard Brand or Roland. (crosstalk)

Richard Brand: Rollin, rollin, rollin. Richard Brand, Palo Alto resident, I was unable to attend this meeting and had a hard conflict with it so I did talk to about four other people – five other people including a PTC Member. I'm glad to see, by the way, the change in the format. I think that's good because there was a lot of – most of the people I talked to were not happy. They couldn't hear at the meeting, there were people not present and one of the big things that came up is we still have this High Speed Rail issue which is the elephant in the room about this thing and what are we going to do. The electrification is different from UP, (inaudible) – the clearance -- although they are doubled stacked we've still got the issue of wires that we've got to deal with in a trench. I think that – one of the big things -- the PTC Member said that there was no mention of the PTC work in the workshop. Maybe I am wrong about that and again, I wasn't there but I would really reiterate to use the PTC. I think that's a good way to get feedback into the City itself so that is an item that I would bring up. Again, I may be wrong there. I saw a face that I may be incorrect. The other thing too is as you know I've been representing and trying to work on the

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Dumbarton Rail project which right now doesn't seem critical and of course, the letter that was sent out. One of the things that concerned me about that letter is within the last couple of weeks, we've had traffic in the afternoon backed up all the way, on Lincoln at least where my kids live, backed up towards Middlefield because of the close off – closed downs on the vehicle bridge. This thing is still a critical thing that's affecting traffic in Palo Alto. We'll see what happens with the Dumbarton issue but again, their recommendation that just more buses is not going to solve the problem because the buses can't get through either when the bridge is closed down for traffic accidents. Again, I want to thank the presentation on the Alameda project. That's very interesting and that's a lot of trains. You know we have one big Union Pacific train here but I'll close at that. I think somebody else is going to talk about the VTA thing. Thank you.

Chair DuBois: Thanks. Next speaker is Adina Levin, followed by Nadia Naik.

Adina Levin: Good morning Committee Members and I have a question building on what the City Manager was saying in terms of the financial information. The question is at what point do the scenarios regarding finance start playing into the choices that people have because with the amount of cost of some of the alternatives – by the way, full disclosure with the Friends of Caltrain hat on, we did support at VTA the ability for localities to bring in additional funds to pay for a project that wouldn't be a lower cost project but to be able to bring in the additional funds. Thankfully that was approved by the VTA Board and the amount of additional cost for some of the options is really going to be material. There are also a number of different options for how to pay and different opinions about which of those options might be preferable – anti-preferable or out of reach. When does that start becoming part of that conversation is my process question? One thing of note is that last night at Menlo Park City Council where they were scheduled to choose a preferred alternative, they decided to continue the item. One of the Council Members was unexpectedly absent and there was a – two people in favor of the three-street option, one person in favor of one and one person actually in favor of holding off and waiting for Palo Alto's information about the finances of a trench or tunnel and wanting to really consider whether that might be feasible to partner with Menlo Park. There was definitely some appetite and interest in doing some additional analysis both in some of the options that would extend into a fourth street in Menlo Park, potentially working with Atherton. Then secondly on seeing ok, is this trench/tunnel financially viable so I wanted to report on that and getting to the reality level of discussion about that is going to be important and needed. Finally, point number three is I was up at the first public reveal of the State Rail Plan; the

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report is not out yet and they had highlighted the peninsula corridor as a State corridor interest where the capacity on this corridor is considered strategic to the State. So, that could potentially have sources of funding and help and would encourage all of our local Cities to be paying attention to that and wanting to take advantage of whatever opportunities that may provide to us. Thank you.

Chair DuBois: Thank you and the last speaker is Nadia Naik.

Nadia Naik: Hi so building on what Adina said, Elizabeth and I also attended the preview of the State Rail Plan at SPUR and a lot of what the State Rail Plan talked about was looking at spending money on infrastructure that serves multiple purposes and so definitely we qualify. It brings me to my larger point, this is a great plan for just the City of Palo Alto but I really want to understand what our political plan is because basically as you can hear from what was reported about Menlo Park. If we're not continuing to have advocacy plan at a political level of working with the other Cities, we're not going to get anywhere. This is a really good opportunity for us to work with Menlo Park, Mountain View, and Sunnyvale to look at other sources of regional funding and to have that larger discussion. I would encourage us to come up with some more creative ideas on things that we could be reporting to the local Policy Making Working Group for Caltrain and finding other venues to kind of help. So not just look inward in our City but look outward. Specifically relating to our City, I would suggest that if we use polling in the future – typically you use polling not to ask questions you know the answer too. So, asking people if they want a trench, it seems kind of silly to me. I would want to hear how many people in the room would be ok with an eminent domain for example. So, usually, you do polling when you don't know the answer. Asking people if they are concerned about grade seps when they sat through a 4-hour meeting seems kind of silly to me because anyone who spends 4-hours on a Saturday is either in CAARD or probably interested in grade separation right? I would also really suggest that you hold an eminent domain forum. I think it's critical, I think people don't understand what the rights and tax implications and all of these things would be. We attended several of them in San Martin for example when High Speed Rail was in the area and I think that will really help inform the residents because they don't really know what they're talking about. I'm not sure we all know what your rights would be if your house is taken through eminent domain and I think you should really be leading with that. Another thing is definitely the universe of alternatives has to include the staging of construction. That – when you do a cursory ballpark of things as I'm sure we'll learn when we talk a little bit more about trenching, it's actually the

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staging and the construction stuff that actually starts to blow your budget. I think that's really critical when we start talking about why did we eliminate alternatives and then when we come back and look at the staging and the construction impacts; that's important. It's also important to explain to the public, they don't understand what it means when you trench and what you have to do. So, this presentation, for example, is super helpful but we need it for all the – if you're going to raise the train, if you're going to lower the road, and all of those things. Also, water, utilities, what's under our right of way? I remember I had a meeting once with Bob [Dotty] where he told us there's actually a (inaudible) that runs under the right of way. I don't know what's under there and it would be nice to have some kind of something that explains to us what are the things that we're dealing with. The same way that the right of way is a major utility so are the roads and so the more detail we have about what's under there – I know there are some security issues about displaying about where exactly things are but I think it's something that we should talk about. Lastly, we had a walking tour of the City of San Carlos with Mike [Garvee] who is the City Manager at the time when the grade separation was built and they did a split alternative. I would highly, highly recommend that we try to have a moving Palo Alto Rail Committee meeting on the go where you actually get to see what was built, how it affects the neighborhoods and what happened, thank you.

Chair DuBois: Ok, so back to the Committee.

Mr. Keene: Could I just say something real quickly? Just in response to the coordination concerns, the Council I think got a copy of the letter I sent just yesterday to Menlo Park just trying to emphasize to their City Manager (inaudible) coordinating and working together. We also, as the Staff level, have our counterpart (inaudible) Mountain View and Menlo Park and Palo Alto Staff meeting this afternoon. I mean again, to start to lay some of the groundwork for how we can support the Rail Committee and those discussions.

Chair DuBois: Then out of the VTA meeting we're forming a group with Sunnyvale and Mountain View for the next stage of Measure B. Eric?

Council Member Filseth: I just want to comment and this is very, very narrow and briefly on the outreach meeting we had, which is I thought that the first hour or so was pretty content-light actually and people were sort of visually starting to get restless about it. I thought when we started your presentation, that's when it started to pick up but before that, there was a

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lot of stuff about wordsmithing the mission statement and I think the technical issues associated with the polling sort of exacerbate that kind of stuff. I think – you know the (inaudible) shot when I talk – the handful of people that I talked to there was what people wanted to know is what are the alternatives? What are the ramifications going to be and how much is it going to cost? I mean that's what they are sort of really interested in and I think people are ready for that. I think that's sort of why it got going after your presentation because it sorts of got into that. I think as we go forward I think people are ready for that kind of stuff and sort of the touchy-feely stuff is the stuff – I think that was sort of the weakest part of the day, thanks.

Chair DuBois: Adrian.

Council Member Fine: Thank you. Josh, thank you very much for taking on that presentation the other week. I think you did a great job and I kind of agree with Eric. It started off a little soft but what I thought was really helpful and I noticed it at a couple tables is when folks began to see the balance of issues, then ok, if we do a grade separation here it means – you know I think that place works had those different stings showing how much our City would be affected. I think that was really helpful and also it gets to the comment about overpassing and under passing. Right, when people begin to understand that this one means this for our City and this one means that for our City so that was really, really helpful. I do also wanted to echo, I think two speakers hit on it, that we should begin looking at a few of the subset of issues that what does construction staging look like? What does our financing look like and what would eminent domain look like? Those may be helpful parallel conversations to have in here.

Mayor Scharff: Yeah, I agree with that. I mean I – this presentation we had today – this morning was very, very helpful. I guess I'd always sort of thought that we'd cover the trench and I sort of got the sense that covering the trench is quite a big deal.

Council Member Filseth: UPS or UP is the issue here.

Mayor Scharff: Right so I mean I think – I mean when I really look at that overwhelming people, I think there's confusion in the community because we talk about a trench and a tunnel and they are completely different animals. I think we need to separate those out and I think we need to separate out what a trench – could you do a trench the whole way and what does that look like or a trench just for two of them? At the one percent – if

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one percent is the most likely and we're unlikely to get to two, I think someone at least needs to show us where that would start and how long that would go because I don't have that in my mind. Does that – I think there's a lot of these technical issues that I'm a little – on November 15th, is that what the trench paper is going to deal with? I assume there's not a tunnel paper, it's a trenching paper.

Mr. Mello: It's a trenching and tunneling paper and it going to take a very high-level look at the constraints and the impacts of a City-wide trench and tunnel. Then it's going to further refine the work that was done around the Charleston and Meadow trench...

Mayor Scharff: So, shouldn't we be talking about them separately as trenching (inaudible) – shouldn't we have a separate trenching and separate tunneling because aren't they completely different?

Mr. Mello: Yeah, they'll be different chapters of the report. There will be one on tunneling and one on trenching and then one that focuses more on refining the Charleston/Meadow trench that was analyzed back in 2014.

Mr. Keene: (Inaudible) convert the trench to a culvert if that would more (inaudible).

Mayor Scharff: No, I mean I think it looks completely different than what people are imagining on there. Then the other thing that – my other take away on that is I think we really do need to tell people where those tracks are going to go. Are we going to close Alma and put them along Alma or is there room to do it in the – I mean I think that makes a huge difference in people's mind if you tell them, you know we're going to close Alma for 6-years. I mean I do, I think that's a huge difference as opposed to – I think we seem to – so, I get really concerned when I feel like we're – we just talk about – I think this goes back to the content thing. Is when we gloss over these big issues and call it high level a little bit and that's not really a criticism. It's just I think we need to really focus in on it and I actually have to say I agreed with Nadia when she said we probably do need to hold a forum at some point. It may be too early now but fairly quickly on emanate domain. I mean I do think that's something that we really need to focus people on is eminent domain and the construction impacts because I was concerned that construction impacts have related – have been put – relegated to such a low level on this (inaudible). You said that we may even need to relook at it but it's been relegated there because people don't have

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a sense that we could close Alma and that's a construction impact or something like that.

Mr. Mello: Just a quick comment. I agree that the last two workshops have been fairly high level and soft and that's how this process is structured. We intro people, get them all up to speed on where we are today and then you know it's a continuum of focus. So, we're going to start to focus a lot more heavily on some specific alternatives and there will be a lot more technical presentation and a lot more of the working group type formats. I think the last workshop is kind of the end of the intro soft part of this process and from here on out, it's going to be fairly technical and detailed.

Chair DuBois: Just some quick comments on the workshop. I really don't think that room is very good. Just that it's noisy and echoey and it's the layout too. I think kind of the roundtable is better than rows of chairs so for workshop four and five, hopefully, we can maybe get a better location. I had kind of the same questions about – I mean we said we were going to have the circulation study at the end of October and the trenching paper. I mean we've taken months on the circulation study, how are we going to do a trenching paper so quickly? I think again, we need to (inaudible) to these different details and options and really look at a partial trench versus a full trench. I just don't want to do something quick that's just an update of what was done in the past.

Mr. Mello: The trenching paper was authorized by the Rail Committee I think back in August and the consultant began work immediately after that meeting.

Chair DuBois: I mean are they looking at a variety of options like we were just talking about?

Mr. Mello: They are going to look at a high level at what the constraints and impacts of a City-wide trench would be, as well as a City-wide tunnel. Then they are going to take the feasibility work that was done around the Charleston/Meadow trench and update the cost estimates, refine – take that work a step further than was done in 2014. That's the format as it currently stands.

Chair DuBois: I mean I really do think we need to look at the rail corridor and the Alma corridor together and this impact on Alma, whether we actually narrow Alma and maybe move the rail over to where the

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southbound part of Alma is today. Then add southbound Alma back where the rail is today. I mean there are different ways to do the construction versus entirely closing things off. Again, I don't know how many different scenarios this update is going to cover but my fear is that it's pretty narrow and we don't really answer the question and we'll continue to have a lot of discussion about a partial trench or a full trench. Then around the circulation study, can we release a lot of the detailed data to the public so that people could analyze scenarios on their own?

Mr. Mello: Yes.

Chair DuBois: Just a quick comment that when we do these polling and we tell people we can use paper, I saw in the Staff report it said the paper feedback wasn't incorporated. I understand we're just doing that as an icebreaker but I think we need to figure out how to handle that better as well.

Mr. Mello: This is a draft summary report and the final summary report will include the paper responses. This was prepared very quickly in order to make the deadline for preparation of this Staff report.

Chair DuBois: On the roundtables that are coming up, where you suggesting that each roundtable only cover one crossing?

Mr. Mello: They will be located as close as possible to the four crossings and there will be a focus on that particular crossing but we are not precluding discussions about other crossings or a Citywide alternative.

Mayor Scharff: Again, it feels tricky in that I do think we need to have a time to talk about a partial trench or a full trench and if it's just set up around a crossing, that conversation hasn't happened and then people are frustrated. I think the format needs to include it.

Mr. Mello: We will definitely make sure that we don't make the folks who feel like they want to talk about a City-wide solution feel like they don't have a place in the roundtable. We'd then be talking about five community roundtables.

Chair DuBois: That would be correct and it might be a good idea.

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Council Member Filseth: Can I make a comment?

Chair DuBois: Yeah, just a few more comments. Then I'm looking at the schedule here and it looked like Phase 1 and Phase 2 took 4 1/2 to 5 months each. Should we just – I mean we have Phase 3 and 4 still at three months. I mean is that really realistic or should we take a look at – I mean we have our history of how much time we spent. I'm just kind of speculating that the schedule is actually going to be accurate.

Mr. Mello: We've expanded Stage 2 to four months from three months.

Chair DuBois: Yeah so, I'm saying if you look at and maybe we should expand Stages 3 and 4 as well.

Mr. Mello: So, four is not likely to take three months. Three could take four months but we still have – we have a month of buffer built in there, the month of June.

Chair DuBois: Ok, alright, it's just a – again, I'm just looking at how we're tracking. I also think we have a financing paper in November but I think we talked about maybe funding needs to be an ongoing discussion. I don't think it's a paper, I think it's a strategy over years and like we heard the Alameda trench, I mean you start off with some money and you raise some money along the way. Again, I just want to make sure that we're not saying we're going to limit ourselves to how much money we can see this year. Then I want to agree with the comments that I heard from everybody else about – I actually think we should have a Rail meeting about construction impacts in these next three or four meetings. I think the eminent domain discussion would also be good and I think we need – somehow, I think we need to fit those in before we get to the recommended alternatives. Eric?

Council Member Filseth: Thanks, just a couple other things. On the filtering of sort of the universal alternatives to the set that we're going to further explanation. I suspect we're going to need some time for that. I mean you might need a couple of meetings for that. I think we shouldn't do it sort of have one meeting where we say ok, here's – in the morning we say, here's the universe alternatives and by the end of the day, we've picked one. I think probably people are going to need a little bit more time to sort of do that. That was one and the second one eminent domain discussion, I think that's a really good idea. I think we have to be careful to do it at the right time. I mean if you do it too early then you risk sort of – people don't really

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understand the context of – because all of this is about tradeoffs, right? If you don't understand what all the other tradeoffs are then basically you're having a session of how do you feel about eminent domain? Well, nobody likes eminent domain so I think stage it at the right time and then do it.

Mr. Mello: If you remember both the Rail Committee and City Council opted to clarify one of the performance measures to specifically reference eminent domain and that was made a tier one evaluation criterion. So, throughout the alternative development and alternatives analysis process, the impacts to properties are going to be one of the primary considerations when we start to evaluate the alternatives.

Chair DuBois: Good. Alright so let's move on to item number four.

NO ACTION TAKEN.

Agenda Review and Staff Update

4. Receive and Review Rail Program Briefing Paper From September 2017

Joshuah Mello, Chief Transportation Official: Item number four is the monthly briefing paper that is transmitted to Rail Committee. Some highlights from this past month, we'll quickly get there. We went to Caltrain Headquarters on September 11th and talked with Caltrain Staff about their fair study and their rail corridor use policy. The fair study, we talked about our efforts at moving towards a commuter wallet mobility as a service type solution which would require them to think about – a little differently about their go pass program and maybe modernize it and make it more of an electronic media. More importantly, their rail use – rail corridor use policy, this actually came from a project that we have been working on which is a walkway between the Cal. Ave station and the Sheridan Avenue station. That was a condition of development that was approved and it's a sliver of their right of way that we've asked for permission to construct a walkway that would connect directly to the Sheridan Avenue.

Mayor Scharff: (Inaudible) chain link fence (inaudible)?

Mr. Mello: Yeah, it's a – there's a place for – that bridge would need to be installed over Oregon Express Way but the right of way is wide enough to accommodate it. The discussions that we had with them led them to begin

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this rail corridor use policy process which the ultimate goal is to create a “zoning map” of their rail corridor and determine what areas of the corridor can be used for other things like walkways or leased to utilities or that type of thing. They don't currently have a use policy or any kind of map that designates excess property or anything like that. We've asked them for a first draft of that map because we're very concerned about that particular sliver, as well as some other areas along the corridor. You've already received an update on workshop number two. Menlo Park City Council last night, as you heard from Ms. Levin, considered different – two different alternatives for their grade separations. One is a single roadway below rail, separations at Ravenswood and then the other alternative that they are looking at is a hybrid solution. The split where the rail corridor would be elevated slightly and then there would be three roadways under crossing, Oak Grove, Ravenswood and there's one other one that I can never remember. It would terminate just before the Palo Alto City limits so we had a meeting with their Staff on September 18th and if we ultimately end up in a place where we're considering a similar alternative at Palo Alto Avenue there could be a nexus between our two projects. We're going to continue to work with them and have our community discussion on our side.

Mayor Scharff: This is where they raise the tracks?

Mr. Mello: Yes.

Mayor Scharff: They raise the tracks and the road goes under?

Mr. Mello: Yes.

Mayor Scharff: They slightly depress the road, right?

Mr. Mello: Yes, that's correct so there could be – moving forward there could be opportunities for us to work together.

Mayor Scharff: The tracks stay raised their whole life?

Mr. Mello: Yeah, their current has them – so the tracks are already elevated on the Menlo Park side slightly so they just need to bring them up a little bit and then they would come down just before the creek as they currently do. There's also a letter enclosed in your packet and due to time constraints and resource allocation, we were not able to bring a formal letter to the City

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Council in reaction to the draft Dumbarton Transportation Corridor Study. However, we transmitted Staff to Staff comments on the plan and we primarily highlighted policies from our Comp. Plan and discussed how those policies relate to the draft recommendations in the Dumbarton Corridor Study. I think this will be an ongoing process. MTC has actually convened a working group to take this to the next step and we're attending that meeting later today I believe at the MTC Headquarters. Then the last two items, the Measure B/Caltrain Separation Program Guidelines, I'm happy to report that the Board modified the language of the Measure B Grade Separations Program Guidelines to include the language that we recommended at their meeting last week. So, it now does not specifically reference the most cost-effective alternatives. It instead references effectively used -- cost-effectively utilizing Measure B funding. Then lastly the most recent invoice from our Rail Program Management Consultant is attached for your review and that concludes my report.

Chair DuBois: Any comments? I'm going to have just a couple so again, we talked about the circulation study. Is there a release date for that?

Mr. Mello: I have the draft from the consultant and I'm going to clean that up and then it will be released with the agenda for the October 25th Rail Committee meeting.

Chair DuBois: Again, I think if we could release data as well that would be awesome.

Mr. Mello: Certainly, I'll make sure we can do that.

Chair DuBois: Is there any update on the electrification and catenary poles design?

Ed Shikada: Assistant City Manager: No specific update. Last conversation we had with JPP Staff it was as they get closer and initiate this phase, which is the second phase of design, then they will get back in touch with us. To my knowledge, there's been no specific progress.

Chair DuBois: Ok, I'm going to keep asking. Then I just do want to -- I think Jeannie Bruins did do a good job for us behind the scenes. So, we did get our language. If we need to advocate going forward for a collaborative approach with Sunnyvale and Mountain View. So, this group that VTA is

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forming, do we have any idea are electives going to be involved or is it going to be Staff?

Mr. Shikada: That is what Jeannie Bruins as Chair of the VTA has requested of Staff that it involved both elected, as well as Staff. So, as our City Manager pointed out, we'll be meeting with Mountain View at least along with Menlo Park this afternoon. So, we want to talk through how we might influence that the interactions, as may be obvious, involve both Sunny Vale and Mountain View with respect to the funding. The same is true on project development issues, design issues, interaction both with certainly UP and the Caltrain. The only difference is VTA versus SamTrans as potential funding agencies so we see a number of issues that will require coordination. Also to your point on Chair Bruins's involvement, clearly each City has its own kind of set of issues and concerns so having an ongoing discussion that may not even involve VTA quite frankly, could be helpful going forward as well.

Chair DuBois: Yeah, I mean it seems like there's a lot of suspicions that people are trying to grab more than their share and I think if Palo Alto can clarify that we are really just looking for our fair share than maybe things will hopefully calm down a little bit. Did you want to – have any comments? Good, ok. Well, I guess we will close this up...

Jessica Brettle, Assistant City Clerk: Chair DuBois, I just received a request to speak on this item.

Chair DuBois: Ok, sure, one speaker Nadia Naik.

Nadia Naik: Just on the VTA thing, I want to point out that there was a news report about the fact that Sunnyvale is also considering closing one of their two grade separations. So that – if Mountain View closes one of their two and Sunnyvale closes one of their two, we're down to six and the four most difficult ones, of course, our ours. I just want to reiterate your comments about the fact that I thought [Jeannie Bruins] did a really good job and she really worked it behind the scenes and helped us advocate but I thought that the WTA meeting was a really good example of why we can't really rely on the TAC as being the only way to communicate back and forth because it really took an elected to be able to pull that item off the consent and then go to bat for us frankly. Again, reiterating my comment from before where if we can work with the letter writing strategy it helps put our sort of political face forward and helps kind of unify the message and helps make sure that we've

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got a message going forward in case people can't make it to meetings and what not so it's just super important, thanks.

Mr. Shikada: That said if I might Chair for the record, rather than accentuate the, as you said the suspicions that there's a grab among dollar. I would note that both Sunnyvale and Mountain View have noted that if they do close crossings, that there are alternative mitigation crossing that would be involved. They have plans that would require funding even if they don't proceed with grade separations in the original set.

Chair DuBois: ok, let's move on. Do we need to talk about the upcoming – we have our schedule which we discussed so I think meeting adjourned. Thank you.

Interagency Communications

None

Next Steps and Future Agendas

None

Adjournment: Meeting adjourned at 10:02 A.M.