ITEM 4

Approve a Resolution of the Board of Commissioners of the San Joaquin Regional Rail Commissioners Appointing One Representative to the San Joaquin Regional Rail Commission Station/Facilities Development Committee

- One from Sacramento Regional Transit District
At the October Rail Commission Board Meeting, Ordinance No. 2019-01 was adopted which established the “Station and Facilities Development Committee” for the Valley Rail Program.

The Committee has certain decision-making authorities delegated to it by the Rail Commission under an annually approved scope and budget identified for the Valley Rail Expansion in Stanislaus, San Joaquin and Sacramento Counties.
The Committee shall have the following powers, duties and decision making authority over station/facility improvements for the Valley Rail Program, including, but not limited to:

- Designs
- Materials
- Permitting
- Construction
- Change orders (within annual budget authority delegated by Rail Commission)
The Committee will be made up of four (4) members.

Utilizing the existing member agencies of the San Joaquin Joint Powers Authority for some continuity, the Rail Commission has requested that StanCOG and SacRT recommend an appointee from its’ membership.

The remaining two members will be Rail Commissioners from the areas of San Joaquin County affected by the expansion.

The Committee has no Alternates.
RECOMMENDATIONS

- SacRT has nominated Councilman Steve Hansen to represent the Sacramento County region.

- Recommendation:
  - Approve a Resolution Appointing One Representative to the San Joaquin Regional Rail Commission Station/Facilities Development Committee
  - One from Sacramento Regional Transit District (Nominee Steve Hansen)
ITEM 5

Approve a Resolution of the Board of Commissioners of the San Joaquin Regional Rail Commission Adopting the 2020 Federal Legislative Priorities for Inclusion in the SJCOG One Voice Project List
• One Voice is a legislative advocacy program for San Joaquin County that promotes issues of regional significance to federal legislators and agencies through an annual advocacy trip to Washington, D.C.

• The purpose of the program is to advocate for increased funding, as well as new or amended legislation for issues and projects of regional significance to the San Joaquin region.

• For the 2020 program, SJCOG is seeking projects that are regionally significant and that provide a community-wide benefit. As with previous years, SJRRC approves and submits projects to be included on the regional priority project list.
Staff is recommending the Commission approve the Stockton Diamond Grade Separation Project for submittal to the One Voice regional priority list.

The Stockton Diamond is the busiest at-grade railway junction in California.

The Project involves the construction of a rail grade separation at the intersection of the Union Pacific Railroad (UPRR) and BNSF Railway (BNSF) mainline tracks south of Downtown Stockton.

The Project will provide for an uninterrupted flow of rail traffic through the crossing, improving freight movement and resulting in lower costs for freight shipping, reduced delays, and a decrease in fuel consumption for idling locomotives.
The Project will benefit services utilizing the BNSF and UPRR lines in the area, including:
- Union Pacific freight trains on the UPRR Fresno Subdivision and at the Port of Stockton
- BNSF freight trains on the BNSF Stockton Subdivision
- Altamont Corridor Express (ACE) commuter trains
- Amtrak San Joaquins intercity trains
- Central California Traction Company (CCT) trains from the Port of Stockton
- Stockton Terminal & Eastern (STE) trains in the area

The Project will result in a number of public and public benefits, including:
- Improved reliability of ACE and San Joaquins services
- Greater efficiency and fuel cost savings for freight rail
- Reduced blockage of at-grade crossings for pedestrians and motorists
- Improved air quality

The Project will facilitate the expansion of the ACE service to Sacramento and Ceres/Merced.
The Project will benefit services utilizing the BNSF and UPRR lines in the area, including:
- Union Pacific freight trains on the UPRR Fresno Subdivision and at the Port of Stockton
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- Greater efficiency and fuel cost savings for freight rail
- Reduced blockage of at-grade crossings for pedestrians and motorists
- Improved air quality

The Project will facilitate the expansion of the ACE service to Sacramento and Ceres/Merced.
RECOMMENDATION

- Staff is recommending funds be sought for construction of the Stockton Diamond Grade Separation Project. Funds have been secured for the completion of environmental assessments and preliminary engineering, and coordination is underway to receive funding through the State Transportation Improvement Program (STIP) for final design and right of way. The total estimated construction cost is $207M. The Project is requesting all $25M in construction funding through the One Voice program. Staff is continuing to explore opportunities for State and local matching funds for the Project.

- Fiscal Impact:
  - There is no fiscal impact.

- Recommendation:
  - Approve a Resolution of the Board of Commissioners of the San Joaquin Regional Rail Commission Adopting the 2020 Federal Legislative Priorities for Inclusion in the SJCOG One Voice Project List
ITEM 6

Approve a Resolution of the Board of Commissioners of the San Joaquin Regional Rail Commission Authorizing Staff to Continue Working with the Current Assembled Financing Team and Prepare for Refunding the Current 2010 Taxable Series A-2 Certificates of Participation (COPs)
During the December 6, 2019 SJRRC Board Meeting regarding refunding the Rail Commission $27,990,000 of 2010 Taxable Series A-2 Certificates of Participation (COPs), a question was raised by the board regarding the financing team.

- Questions specifically pertained to the investment banking or underwriting firm:
  - How was the underwriter selected?
  - Does the underwriter bring strong qualifications and experience?
  - Does the underwriter have a competitive fee for this engagement?

- PFM, assisted by staff, has created a Memo, provided with Staff Report, to answer the Board inquiry.
HOW WAS THE UNDERWRITER SELECTED?

- California Transit Finance Corporation (CTFC)
  - The CTFC independently procured a team of legal and finance professionals that have a specific expertise in COP financing for transit agencies in California.
  - RBC Capital Markets serves as the underwriter on most CTFC transactions.
Does the underwriter bring strong qualifications and experience?

RBC’s relevant qualifications and experience – and in particular the experience of the lead banker for RBC, Tom Yang – for other California transit COP transactions includes the following:

- AC Transit
- Gold Coast Transit
- Los Angeles MTA
- North County Transit District
- Riverside Transit Agency
- Sacramento Regional Transit
- San Diego MTS
- Victor Valley Transit Authority

- San Joaquin Council of Governments (SJCOG)
- 2019 Bond Transaction
- Issued RFP for underwriting services
- 9 National Institutions submitted proposals
- Awarded RBC 70% of financing as Senior Underwriter
**Does the Underwriter Have a Competitive Fee for This Engagement?**

### Recent Underwriter Fees for Comparable Transactions

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<td>$63,960,000</td>
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#### Underwriter Fees and Expenses

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### Recent Cost of Issuance for Comparable Transactions

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#### Cost of Issuance

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<td>Rating Agency (second rating)</td>
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<td>Trustee</td>
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<td>Other Fees</td>
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**Total COI**

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<td>$217,550</td>
<td>$300,890</td>
<td>$348,575</td>
<td>$190,490</td>
<td>$223,650</td>
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FISCAL IMPACT & RECOMMENDATION

- Fiscal Impact:
  - The proposed refunding transaction will reduce annual debt service paid by the Commission through 2040. Under current market conditions, debt service savings is approximately $220,000 annually through 2040, or $5.0 million through the life of the COPs. This equates to $4.0 million in present value terms.

- Recommendation:
  - That the Board authorize staff to continue working with the current assembled financing team and prepare for refunding the current 2010 Taxable Series A-2 Certificates of Participation (COPs). This action is preliminary and does not commit the Board to a final action. There will be a subsequent action(s) required of the Board before the transaction can be completed.
ITEM 7

Approve Two (2) Resolutions of the Board of Commissioners of the San Joaquin Regional Rail Commission Authorizing the Executive Director to Submit and Execute Any and All Grant Applications, Agreements, Certifications and Assurances and Any Other Documents Necessary to Obtain State Rail Assistance (SRA) Funding

Action 1. Approve an Application for $2,000,000 for the Robert J. Cabral Station Expansion Project

Action 2. Approve an Application for $587,312.50 for the ACE Equipment Modernization Project
STATE RAIL ASSISTANCE

- Senate Bill (SB 1) Program to provide operating and capital assistance for commuter and intercity rail agencies.

- Directs a 0.5% portion of new diesel sales tax revenue to agencies.

- ACE is eligible to receive $10.5M in SRA funding during first three (3) years.

<table>
<thead>
<tr>
<th>Commuter Rail Agency</th>
<th>Estimated Distribution</th>
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</thead>
<tbody>
<tr>
<td>Altamont Corridor Express Authority (ACE)</td>
<td>2017-18: $2.5M, 2018-19: $3.9M, 2019-20: $4.1M</td>
</tr>
</tbody>
</table>
$8.4M in funding has been approved:
- ACE Saturday Service
- Fremont Platform Extension
- Lyoth Derail
- Revenue Fleet Rehabilitation
- UPRR Safety Fund

$2,587,312.50 available for allocation.

$2,000,000 is being requested for the Robert J. Cabral Station Expansion Project.

$587,312.50 is being requested for the ACE Equipment Modernization Project.
WESTERN PACIFIC (WP) DEPOT BUILDING

- Located across the tracks from the Cabral Station.
- Parking lot under development next to the WP Depot.
- Fire damage has left the WP Depot building in a state of disrepair and unsafe for use.
Project Scope:
- New WP Depot Building
  - Security and Operations monitoring offices
  - Meeting location for SJJPA and SJRRC

- WP Depot Site Improvements
  - 200+ permanent parking spaces
  - Fencing, lighting, driveways, sidewalks, and beautification

- Parking Optimization and Enhancements throughout Cabral Station Area:
  - Employees, Board members, San Joaquins and ACE passengers
Project Funding:
- $2.3M available for the new parking lot, sidewalks, fencing, and lighting adjacent to the WP Depot

Project Costs:
- An estimate has been prepared for the building reconstruction.
- New building would resemble features of the old WP Depot.
- $5M for the new building and site improvements.
  - An allocation of $3M in SRA funds has been approved by SJJPA.
Procurement, construction, installation, and operation of both on-board and station equipment to enhance the experience of passengers and capabilities of operations staff:
- WiFi
- Security Cameras
- Operations monitoring and communications equipment
- Passenger information display systems

Transit Asset Management Plan (2019) outlined steps to maintain equipment in a State of Good Repair.

$587,312.50 is being requested for the Project.
FISCAL IMPACT & RECOMMENDATION

- Fiscal Impact:
  - There is no fiscal impact. SRA funding is provided through Senate Bill 1.

- Recommendation:
  - Approve Two (2) Resolutions of the Board of Commissioners of the San Joaquin Regional Rail Commission Authorizing the Executive Director to Submit and Execute Any and All Grant Applications, Agreements, Certifications and Assurances and Any Other Documents Necessary to Obtain State Rail Assistance (SRA) Funding

  - Action 1. Approve an Application for $2,000,000 for the Robert J. Cabral Station Expansion Project

  - Action 2. Approve an Application for $587,312.50 for the ACE Equipment Modernization Project
Approve Two (2) Resolutions of the Board of Commissioners of the San Joaquin Regional Rail Commission Authorizing the Executive Director to Negotiate and Enter into Consultant Contracts for Four (4) Projects Identified in the Capital Projects Program Total Sum Not-to-Exceed $8,627,009

Action 1. Approve Consultant Contracts for Three (3) Projects for Project Development Services Contract Not-to-Exceed Amounts see Table 1

Action 2. Approve Consultant Contracts for One (1) Project for Project Development Services Contract Not-to-Exceed see Table 2
In November 2019 SJRRC staff solicited Request for Proposals (RFP) for Project Development Services for four (4) projects as part of the Capital Projects Program:

- ACE Extension Ceres to Merced, Preliminary Engineering and Environmental Phase.
- Stockton Grade Separation/Keddie Junction, Preliminary Engineering and Environmental Phase.
- Stanislaus River Bridge (60% Final Design/Permits)
- Tuolumne River Bridge (60% Final Design/Permits)
In response to the RFP, eight (8) of the nine (9) firms solicited from SJRRC’s pre-qualified project development services list responded by the due date of January 13, 2020.

Based on scores and ranking the review panel concluded that oral presentations were not required to select the most responsive firm for each project.

The selection panel recommends the following firms for the projects identified in the RFP:
- AECOM Technical Services, Inc. - ACE Extension Ceres to Merced
- HDR Engineering, Inc.- Stockton Grade Separation/Keddie Junction
- SENER Engineering and Systems, Inc.- Stanislaus River Bridge
- T.Y. Lin International- Tuolumne River Bridge
The Rail Commission established a pre-qualified On-Call Consultant List for a period of five (5) years for the twenty-nine (29) projects identified under RFQ 19-C668 for the SJRRC Capital Projects Program.

The Rankings are as follows:
1. AECOM Technical Services, Inc.
2. HDR Engineering, Inc.
3. T.Y. Lin International
4. EXP
5. Rail Surveyors and Engineers, Inc.
6. SENER Engineering and Systems, Inc.
7. TranSystems
The RFP was released on November 15, 2019 to the Short-Listed firms only. The firms were able to propose on any of the four (4) projects if they had previously proposed on the same project during the RFQ process.

Some firms proposed on all projects they qualified for, while others focused on one or two projects.

SJRRC’s Contracts and Procurement Department deemed all proposals received responsive and distributed to the selection panel. The selection panel consisted of representatives from SJRRC and San Joaquin Council of Governments.

Based on final scores, Staff determined the highest scoring most qualified firm for each of project. SJRRC staff is seeking to immediately contract with these firms to continue progressing these projects.
The below tables identify the consultant name, and individual contract not-to-exceed amounts:

### Table 1. (Regular Voting Members)

<table>
<thead>
<tr>
<th>Project</th>
<th>Consultant</th>
<th>Not-To-Exceed Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>ACE Extension Ceres to Merced Preliminary Engineering and Environmental Phase</td>
<td>AECOM Technical Services, Inc.</td>
<td>$1,492,045</td>
</tr>
<tr>
<td>Stanislaus River Bridge (60% Design/Permits)</td>
<td>SENER Engineering and Systems, Inc.</td>
<td>$1,535,164</td>
</tr>
<tr>
<td>Tuolumne River Bridge (60% Design/Permits)</td>
<td>T.Y. Lin International</td>
<td>$1,602,972</td>
</tr>
</tbody>
</table>

**Total Sum Not-To-Exceed Amount** $4,630,181

### Table 2. (All Voting Members)

<table>
<thead>
<tr>
<th>Project</th>
<th>Consultant</th>
<th>Not-To-Exceed Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stockton Grade Separation/Keddie Junction Preliminary Engineering and Environmental Phase</td>
<td>HDR Engineering, Inc.</td>
<td>$3,996,828</td>
</tr>
</tbody>
</table>

**Total Not-To-Exceed Amount** $3,996,828
STANISLAUS RIVER BRIDGE PROJECT
The sum of all contracts represents the individual negotiated contract amounts and equals the total not-to-exceed amount being requested from the Board. In the event any of the listed contracts require amendments, they will be brought back to the SJRRC Board as individual contract amendments.

**Fiscal Impact:**

- All funding has been secured for the projects being awarded for immediate contracting services. The funding sources being utilized include State funding from the $500M TIRCP award for the Valley Rail Project, the $400M allocation from SB132.

- Expenditures occurring in FY 2019-2020 are identified in the San Joaquin Regional Rail Commission/ACE/SJJPA Fiscal Year 2019/2020 Capital Budget. Future Capital Budgets will identify all costs occurring in the upcoming fiscal years.
Recommendation:

Approve Two (2) Resolutions of the Board of Commissioners of the San Joaquin Regional Rail Commission Authorizing the Executive Director to Negotiate and Enter into Consultant Contracts for Four (4) Projects Identified in the Capital Projects Program Total Sum Not-to-Exceed $8,627,009

- Action 1. Approve Consultant Contracts for Three (3) Projects for Project Development Services Contract Not-to-Exceed Amounts see Table 1

- Action 2. Approve Consultant Contracts for One (1) Project for Project Development Services Contract Not-to-Exceed see Table 2
ITEM 9

Election of Officers
Action Necessary:

- Nominate Commissioner to Serve as Chair.
- Nominate Commissioner to Serve as Vice-Chair.
ITEM 10

Approve a Resolution of the Board of Commissioners of the San Joaquin Regional Rail Commission Authorizing the Board Chair to Approve Travel Reimbursement for Boardmembers Requiring Medical Transport to Attend Meetings
A request has been made by a Commissioner to seek reimbursement for medical transport to Commission meetings required by his/her doctor.

SJRRRC Policy and Procedure for Travel Expenses (Policy) addresses travel expense reimbursement related to official SJRRRC business. Section III. of the Policy states: “Any requests for authorized travel and meeting attendance on official Commission business by Commission officers and employees, that are outside of the approved Commission travel budget, must be approved in advance by the Commission Board.”
Since the current approved budget line for transportation and travel did not identify this type of expense, such approval would have to be obtained by the Commission Board.

The interaction with other boardmembers, the public in attendance and with the employees, is an integral part of participating and governing with the greatest impact.

Boardmember meetings related to official Commission business generally occur once a month, with additional periodic meetings anticipated related to the Valley Rail Station and Facilities Committee. With this frequency and a suggested mileage limitation of no more than 50-miles each way, any such reimbursement requests can be accommodated within the currently adopted budget.
Fiscal Impact:
The reimbursement requests can be accommodated within the currently adopted budget.

Recommendation:
- Approve a Resolution of the Board of Commissioners of the San Joaquin Regional Rail Commission Authorizing the Board Chair to Approve Travel Reimbursement for Boardmembers Requiring Medical Transport to Attend Meetings