

**METROPOLITAN
TRANSPORTATION
COMMISSION**
Meeting Transcript



OCTOBER 25, 2023

1 **METROPOLITAN TRANSPORTATION COMMISSION – SPECIAL MEETING**

2 **WEDNESDAY, OCTOBER 25TH, 2023, 9:00 AM**

3
4

5 **V. CHAIR, NICK JOSEFOWITZ:** HELLO EVERYONE. MY NAME IS NICK
6 JOSEFOWITZ, I'M SUBBING FOR OUR CHAIR. I'M CALLING THE MEETING
7 TO ORDER. THIS MEETING WILL BE WEBCAST ON THE MTC WEBSITE.
8 COMMISSIONERS AND MEMBERS OF THE PUBLIC PARTICIPATING REMOTELY
9 SHOULD USE THE ZOOM RAISE HAND FEATURE, AND MYSELF OR THE
10 CLERK WILL CALL UPON YOU AT THE APPROPRIATE TIME.
11 TELECONFERENCE ATTENDEES WILL BE CALLED UPON BY THE LAST FOUR
12 DIGITS OF THEIR PHONE NUMBER. DUE TO PARTICIPATION FROM REMOTE
13 LOCATIONS, A ROLL CALL VOTE WILL BE TAKEN ON ALL ACTION ITEMS.
14 TODAY'S SERIES OF MEETINGS WILL OFFER OPPORTUNITY TO APPROVE
15 THE LONG PLANNED BART CAR FINANCING. DURING THE FIRST SPECIAL
16 MEETING OF THE COMMISSION WE WILL BE HOLDING A PUBLIC HEARING
17 TO SOLICIT FEEDBACK AND THEN TO MAKE FINDINGS REGARDING THE
18 PUBLIC INFRASTRUCTURE FINANCING. IN ADDITION TO THIS LOCATION
19 IN SAN FRANCISCO COUNTY, WE ARE JOINED REMOTELY BY ALAMEDA
20 CONTRA COSTA THE SAN MATEO AND SANTA CLARA COUNTY. FOLLOWING
21 THIS MEETING WE'LL THEN TAKE OUR REGULAR MEETINGS OUT OF OUR
22 USUAL ORDER BECAUSE BAIFA IS THE ENTITY ACTUALLY DOING THE
23 FINANCING IT IS REQUIRED TO TAKE ITS ACTIONS NEXT FOLLOWING
24 THE AUDIT COMMITTEE MEETING. FOLLOWING BAIFA, DURING THE
25 REGULAR MTC MEETING, THE COMMISSION WILL BE ABLE TO FINALIZE



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1 THE NECESSARY ITEMS FOR THE FINANCING. THIS BAIFA SANDWICH IS
2 PARTICULARLY NECESSARY IN ORDER TO HAVE THE FORMAL ACTIONS
3 HAPPEN IN THE APPROPRIATE ORDER. WITH THAT, I'LL ASK THE CLERK
4 TO CALL THE ROLL TO CONFIRM QUORUM.

5

6 **CLERK OF THE BOARD:** GOOD MORNING. CHAIR PEDROZA IS ABSENT.
7 VICE CHAIR JOSEFOWITZ?

8

9 **V. CHAIR, NICK JOSEFOWITZ:** PRESENT.

10

11 **CLERK OF THE BOARD:** ABE-KOGA?

12

13 **MARGARET ABE-KOGA:** HERE.

14

15 **CLERK OF THE BOARD:** AHN IS ABSENT. CANEPA? CHAVEZ?

16

17 **CINDY CHAVEZ:** HERE.

18

19 **CLERK OF THE BOARD:** DUTRA-VERNACI?

20

21 **CAROL DUTRA-VERNACI:** HERE.

22

23 **CLERK OF THE BOARD:** EL-TAWANSY IS ABSENT. FLEMING IS ABSENT.

24 GIACOPINI IS PRESENT, BUT --

25



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1 **DORENE M. GIACOPINI:** I'M PRESENT --

2

3 **CLERK OF THE BOARD:** -- BUT NOT PARTICIPATING ACTIVELY IN THIS
4 MEETING. THANK YOU. GLOVER?

5

6 **FEDERAL D. GLOVER:** HERE.

7

8 **CLERK OF THE BOARD:** MAHAN IS ABSENT. MILEY? IS ABSENT.
9 MOULTON-PETERS? IS ABSENT. NOACK?

10

11 **SUE NOACK:** PRESENT FROM PLEASANT HILL.

12

13 **CLERK OF THE BOARD:** THANK YOU. COMMISSIONER PAPAN?

14

15 **GINA PAPAN:** HERE.

16

17 **CLERK OF THE BOARD:** RABBITT IS ABSENT. RONEN?

18

19 **HILLARY RONEN:** HERE.

20

21 **CLERK OF THE BOARD:** SCHAFF IS ABSENT. SPERING?

22

23 **JAMES P. SPERING:** PRESENT.

24

25 **CLERK OF THE BOARD:** THAO? IS ABSENT. WE HAVE A QUORUM.



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1

2 **V. CHAIR, NICK JOSEFOWITZ:** BECAUSE COMMISSIONER PAPAN BROUGHT
3 US THE MOST DELICIOUS FIGS, YOU GET THE HONOR OF LEADING US IN
4 THE PLEDGE. [PLEDGE OF ALLEGIANCE] "I PLEDGE ALLEGIANCE TO
5 THE FLAG OF THE UNITED STATES OF AMERICA, AND TO THE REPUBLIC
6 FOR WHICH IT STANDS, ONE NATION UNDER GOD, INDIVISIBLE, WITH
7 LIBERTY AND JUSTICE FOR ALL."

8

9 **V. CHAIR, NICK JOSEFOWITZ:** I THINK IF COMMISSIONER PAPAN
10 BROUGHT FIGS EVERY TIME EVERYONE WOULD SHOW UP IN-PERSON.
11 AGENDA ITEM THREE, COMPENSATION ANNOUNCEMENT. WILL THE CLERK
12 PLEASE READ THE ANNOUNCEMENT?

13

14 **CLERK OF THE BOARD:** SURE. AS AUTHORIZED BY STATE LAW I AM
15 MAKING THE FOLLOWING ANNOUNCEMENT. EACH MEMBER OF THE BOARD
16 HERE TODAY WILL BE ENTITLED TO RECEIVE \$100 PER MEETING
17 ATTENDED UP TO A MAXIMUM OF \$500 PER MONTH PER AGENCY. THIS
18 AMOUNT IS A PROVIDED AS A RESULT OF CONVENING A MEETING FOR
19 WHICH EACH MEMBER IS ENTITLED TO COLLECT SUCH AMOUNT.

20

21 **V. CHAIR, NICK JOSEFOWITZ:** AGENDA ITEM 4A PUBLIC HEARING
22 METROPOLITAN TRANSPORTATION COMMISSION RESOLUTION 4316 BAIFA
23 FINANCING. MY NAME IS NICK JOSEFOWITZ VICE CHAIR OF THE
24 COMMISSION I WOULD LIKE TO BEGIN THE MEETING HEARING ON
25 FINANCING AND REFINANCING BY THE BAIFA AUTHORITY PUBLIC



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1 CAPITAL IMPROVEMENTS OF SIGNIFICANT PUBLIC BENEFIT THE PURPOSE
2 OF THE PUBLIC HEARING WILL BE FOR METROPOLITAN TRANSPORTATION
3 COMMISSION TO RECEIVE PUBLIC INPUT ON WHETHER TO MAKE A
4 FINDING THAT THE BART RAIL CAR REPLACEMENT PROJECT ITS
5 FINANCING WILL CREATE SIGNIFICANT PUBLIC BENEFIT AND CONSIDER
6 POSSIBLY APPROVING THE BART ISSUING DEBT OBLIGATIONS INCLUDING
7 NOTE IN AN AMOUNT UP TO \$450 MILLION. I WILL NOW ASK OUR CHIEF
8 FINANCIAL OFFICER DEREK HANSEL, AND GENERAL COUNSEL KATHLEEN
9 KANE TO PRESENT THE FOLLOWING PRESENTATION. IF YOU WISH TO
10 MAKE COMMENTS WE'LL KEEP COMMENTS TO NO MORE THAN TWO MINUTES.

11

12 **DEREK HANSEL:** GOOD MORNING VICE CHAIR AND MEMBERS. THROUGH THE
13 CHAIR. THIS IS -- HAS BEEN A LONG DISCUSSED PROJECT. SO YOU'RE
14 NOT GOING TO SEE A FORMAL PRESENTATION RIGHT HERE. WE WILL
15 MAKE A FORMAL PRESENTATION AT THE BAIFA BOARD, ITSELF, BECAUSE
16 BAIFA IS ACTUALLY THE ONE THAT HAVEN'T SEEN THIS AS AN AGENCY
17 SO WE DID THINK IT WAS NECESSARY TO BRING A FORMAL
18 PRESENTATION TO BAIFA BUT THAT WILL BE SHORT AND SWEET. I
19 PROMISE. AS THE VICE CHAIR JUST EXPLAINED, THIS IS A THREE
20 STEP PROCESS. I HAVE BEEN THINKING OF IT AS A BIT OF A WALTZ,
21 AS OPPOSED TO A SANDWICH, BUT WE HAVE TO GO THROUGH ALL THREE
22 STEPS, AND ALL ARE NECESSARY TO COMPLETE THE WALTZ. FIRST THE
23 PUBLIC HEARING OF METROPOLITAN TRANSPORTATION COMMISSION MAKES
24 THIS FINDING OF NECESSITY IT'S REQUIRED UNDER JPA ACT UNDER
25 BAIFA AS WE DO HAVE TO GO THROUGH THIS AS YOU NOTED WE HAVE



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1 REMOTE SITES IN EACH OF THE COUNTIES WHICH BART OPERATING AND
2 THAT IS REQUIRED AS WELL, AND I WANT TO JUST APPRECIATE
3 EVERYBODY WHO HAS HELPED FACILITATE THE LOGISTICS OF THIS
4 PROCESS IT HAS BEEN A PROCESS, I WANT TO THANK EVERYBODY. OUR
5 SECOND STEP IS GOING TO BE BAIFA'S APPROVAL OF A RESOLUTION
6 AUTHORIZING THE FINANCING AND ALL OF THE ASSOCIATED DOCUMENTS
7 AND DELEGATING THE NECESSARY AUTHORITY FOR EXECUTION. SO, ALL
8 OF YOU HAVE BEEN THROUGH BATA FINANCINGS. THIS IS GONNA LOOK
9 VERY MUCH LIKE THE BATA FINANCING IN TERMS OF THE DOCUMENTS
10 YOU SEE THERE, AND THE WAY THAT THAT'S STRUCTURED. AND THEN
11 THE FINAL STEP OF OUR LITTLE WALTZ IS THE MTC APPROVAL OF TWO
12 DOCUMENTS FIRST IS APPROVAL OF FUNDING TAX AND REGULATORY
13 AGREEMENT. THIS IS AN AGREEMENT BETWEEN MTC AND BART. SO THIS
14 IS WHERE BART MAKES ITS COMMITMENTS RELATIVE TO THE PROJECTS
15 PARTICULARLY FOR TAX AND REGULATORY PURPOSES. AND THEN A
16 REGIONAL PROJECT FUNDING AGREEMENT BETWEEN MTC AND BAIFA. THIS
17 IS THE AGREEMENT THAT ACTUALLY ALLOWS FOR THE FLOW OF MONEYS
18 FROM MTC TO BAIFA TO PAY OFF THE DEBT OBLIGATIONS AND THE
19 FUNDING TO MTC IS BEING PROVIDED PURSUANT TO THE LETTER OF NO
20 PREJUDICE FOR THE PROJECT BETWEEN MTC AND FTA. SO, WITH THAT,
21 I WILL STOP AND TAKE QUESTIONS AND COMMENTS FROM THE PUBLIC
22 HEARING.

23

24 **V. CHAIR, NICK JOSEFOWITZ:** GENERAL COUNSEL DO YOU HAVE
25 ANYTHING YOU WANT TO ADD?



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1

2 **KATHLEEN KANE:** NO JUST TO ADD MY THANKS TO ALL THE PEOPLE WHO
3 MADE IT POSSIBLE TO HAVE OUR REMOTE LOCATIONS IT WAS A FAIR
4 AMOUNT OF WORK. ONE OF THEM IS SITTING TO MY RIGHT. AND IT'S
5 AN ADDITIONAL BURDEN, BEYOND THEIR REGULAR DUTIES.

6

7 **V. CHAIR, NICK JOSEFOWITZ:** GREAT. THE PUBLIC HEARING IS NOW
8 OPEN. DO WE HAVE MEMBERS OF THE PUBLIC WISHING TO PROVIDE
9 PUBLIC COMMENT.

10

11 **CLERK OF THE BOARD:** AT THIS TIME I SEE NO RAISED HANDS BUT I'M
12 GOING TO CALL ON EACH OF THE COUNTIES TO MAKE SURE. FIRST
13 ALAMEDA COUNTY, DO YOU HAVE ANYONE IN THAT WANTS TO MAKE
14 COMMENT? NO? THANK YOU. CONTRA COSTA COUNTY, ANY MEMBERS OF
15 THE PUBLIC?

16

17 **SUE NOACK:** NO. WE HAVE NO MEMBERS HERE.

18

19 **CLERK OF THE BOARD:** THANK YOU. SAN MATEO COUNTY?

20

21 **MIKE RICHARDSON:** NO. WE DO NOT.

22

23 **CLERK OF THE BOARD:** SANTA CLARA COUNTY?

24

25 **SPEAKER:** WE DO NOT. THANK YOU.



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1

2 **CLERK OF THE BOARD:** THANK YOU ALL. NO ONE HAS RAISED THEIR
3 HANDS AND NO ONE HAS APPROACHED THE PODIUM IN THE BOARDROOM.

4

5 **V. CHAIR, NICK JOSEFOWITZ:** IS THE PUBLIC HEARING NOW CLOSED?

6

7 **KATHLEEN KANE:** WHEN YOU SAY IT IS.

8

9 **V. CHAIR, NICK JOSEFOWITZ:** THE PUBLIC HEARING IS NOW CLOSED. I
10 ALSO WANT TO THANK EVERYBODY WHO HELPED ORGANIZE ALL THE
11 DIFFERENT LOCATIONS. THANK YOU VERY MUCH FOR DOING THAT. OKAY.
12 COMMISSIONER PAPAN?

13

14 **GINA PAPAN:** THANK YOU, MR. CHAIR. SO, QUICK QUESTION HERE. WE,
15 OF COURSE, REALIZE THE IMPORTANCE OF BART. I -- THIS IS WHAT
16 ADDITIONAL FUNDING FOR THE PURCHASE OF THE CARS?

17

18 **DEREK HANSEL:** NO. SO, THE BART -- THE RAIL CART REPLACEMENT
19 PROGRAM, LONG-STANDING PROGRAM, IT'S A PROGRAM WHICH IS
20 GETTING FUNDING FROM FTA FOR THE RAIL CARS. AS WE HAVE
21 DISCUSSED AT PAC PREVIOUSLY, THE CHALLENGE IS THAT FUNDING ALL
22 OF THE BART RAIL CARS THROUGH THE MONEYS THAT WE GET RIGHT
23 AWAY FROM FTA WOULD CREATE AN INABILITY FOR US TO FUND
24 APPROPRIATELY OTHER CRITICAL PROJECTS WENT REGION. SO THIS IS
25 A PROJECT THAT ALLOWS US TO BORROW FUNDS TO KEEP THE BART RAIL



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1 CAR REPLACEMENT PROGRAM GOING AS IT SHOULD OVER, REALLY, THE
2 NEXT, PROBABLY, 15 MONTHS OR SO, WHILE ALSO MAINTAINING
3 APPROPRIATE COMMITMENTS TO ALL THE OTHER ARE OPERATORS IN THE
4 REGION.

5

6 **GINA PAPAN:** THANK YOU.

7

8 **V. CHAIR, NICK JOSEFOWITZ:** TERRIFIC. DO I HAVE A MOTION AND
9 SECOND TO APPROVE MTC RESOLUTION 4616?

10

11 **GINA PAPAN:** MOVE.

12

13 **CAROL DUTRA-VERNACI:** SECOND.

14

15 **V. CHAIR, NICK JOSEFOWITZ:** MOVED AND SECONDED. NO DISCUSSION.
16 ROLL CALL VOTE.

17

18 **CLERK OF THE BOARD:** VICE CHAIR JOSEFOWITZ?

19

20 **V. CHAIR, NICK JOSEFOWITZ:** YES.

21

22 **CLERK OF THE BOARD:** ABE-KOGA?

23

24 **MARGARET ABE-KOGA:** AYE.

25



1 **CLERK OF THE BOARD:** AHN IS ABSENT. CANEPA?

2

3 **DAVID CANEPA:** AYE.

4

5 **CLERK OF THE BOARD:** CHAVEZ?

6

7 **CINDY CHAVEZ:** YES.

8

9 **CLERK OF THE BOARD:** DUTRA-VERNACI?

10

11 **CAROL DUTRA-VERNACI:** AYE.

12

13 **CLERK OF THE BOARD:** FLEMING?

14

15 **VICTORIA FLEMING:** YES.

16

17 **CLERK OF THE BOARD:** GLOVER?

18

19 **FEDERAL D. GLOVER:** AYE.

20

21 **CLERK OF THE BOARD:** MAHAN?

22

23 **MATT MAHAN:** AYE.

24



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1 **CLERK OF THE BOARD:** MILEY IS ABSENT. MONUMENT ON PETERS? IS
2 ABSENT. NOACK?

3

4 **SUE NOACK:** YES.

5

6 **CLERK OF THE BOARD:** PAPAN?

7

8 **GINA PAPAN:** YES.

9

10 **CLERK OF THE BOARD:** RABBITT? IS ABSENT. RONEN? COMMISSIONER
11 SPERING?

12

13 **JAMES P. SPERING:** YES.

14

15 **CLERK OF THE BOARD:** COMMISSIONER THAO IS ABSENT. MOTION PASSES
16 UNANIMOUSLY BY ALL MEMBERS PRESENT.

17

18 **V. CHAIR, NICK JOSEFOWITZ:** THANK YOU. AGENDA ITEM NUMBER FIVE.

19 I'LL ASK THE CLERK TO LIST ITEMS RECEIVED UNDER PUBLIC COMMENT

20 ASSOCIATE WITH THIS ITEM AT INFO@BAYAREAMETRO.GOV BY 5:00 P.M.

21 YESTERDAY INTO THE RECORD I'LL ASK THE PUBLIC MEMBERS

22 PARTICIPATING BY TELECONFERENCE WITH GENERAL PUBLIC COMMENTS

23 TO PLEASE USE THE RAISED HAND FEATURE, MEMBERS IN-PERSON FORM

24 A LINE AT THE PODIUM.

25



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1 **CLERK OF THE BOARD:** THERE ARE NO MEMBERS OF THE PUBLIC WITH
2 THEIR HAND RAISED, AND THERE WAS NO PUBLIC COMMENT SUBMITTED
3 ON THIS ITEM.

4

5 **V. CHAIR, NICK JOSEFOWITZ:** ITEM SIX IS ADJOURNMENT. THE NEXT
6 REGULAR MEETING OF THE METROPOLITAN TRANSPORTATION COMMISSION
7 WILL HAPPEN LATER THIS MORNING AT THE BAY AREA METRO CENTER.

8 [ADJOURNED]

9

10



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