



Metropolitan Transportation Commission

Bay Area Metro Center
375 Beale Street
San Francisco, CA 94105

Meeting Agenda

Operations Committee

Committee Members:

Carol Dutra-Vernaci, Chair Damon Connolly, Vice Chair

*Eddie Ahn, David Canepa, Victoria Fleming,
Sam Liccardo, Libby Schaaf, and James P. Spering*

Non-Voting Members: Dorene M. Giacomini and Vacant

Friday, May 13, 2022

9:35 AM

REMOTE (In person option available)

In light of Governor Newsom's State of Emergency declaration regarding COVID-19 and in accordance with Assembly Bill 361's (Rivas) provisions allowing remote meetings, this meeting will be accessible via webcast, teleconference, and Zoom for all participants.

A Zoom panelist link for meeting participants will be sent separately to Committee members.

Meeting attendees may opt to attend in person for public comment and observation at 375 Beale Street, Board Room (1st Floor). In-person attendees must adhere to posted public health protocols while in the building.

The meeting webcast will be available at <http://mtc.ca.gov/whats-happening/meetings>. Members of the public are encouraged to participate remotely via Zoom at the following link or phone number. Committee Members and members of the public participating by Zoom wishing to speak should use the "raise hand" feature or dial *9. When called upon, unmute yourself or dial *6. In order to get the full Zoom experience, please make sure your application is up to date.

Attendee Link: <https://bayareametro.zoom.us/j/89928263148>

iPhone One-Tap: US: +13462487799,,89928263148# or +12532158782,,89928263148#

Join by Telephone (for higher quality, dial a number based on your current location) US: +1 669 900 6833 or +1 408 638 0968 or +1 346 248 7799 or +1 253 215 8782 or +1 646 876 9923 or +1 301 715 8592 or +1 312 626 6799 or 888 788 0099 (Toll Free) or 877 853 5247 (Toll Free)

Webinar ID: 899 2826 3148

International numbers available: <https://bayareametro.zoom.us/j/kd9OsxMXhA>

Detailed instructions on participating via Zoom are available at:

<https://mtc.ca.gov/how-provide-public-comment-board-meeting-zoom>

Members of the public may participate by phone or Zoom or may submit comments by email at info@bayareametro.gov by 5:00 p.m. the day before the scheduled meeting date. Please include the committee or board meeting name and agenda item number in the subject line. Due to the current circumstances there may be limited opportunity to address comments during the meeting. All comments received will be submitted into the record.

1. Call to Order / Roll Call / Confirm Quorum

Quorum: A quorum of this body shall be a majority of its regular voting members (5).

2. Pledge of Allegiance / Acknowledgement of the Flag**3. Compensation Announcement – Clerk of the Committee****4. Consent Calendar**

- 4a. [22-0680](#) Approval of Operations Committee Minutes of the April 8, 2022 Meeting

Action: Committee Approval

Attachments: [4a 2022-04-08_Operations_Committee_Meeting_Minutes_Draft.pdf](#)

- 4b. [22-0752](#) Next Generation Clipper® (C2) Contract - Credit Card Acceptance: American Express Travel Related Services Company, Inc. (Amex) (\$75,000)

Action: Committee Approval

Presenter: David Weir

Attachments: [4b American Express Clipper 2 FY 22-23.pdf](#)

- 4c. [22-0753](#) Contract - Clipper® Customer Education Services: MIG, Inc. (\$2,100,000)

Action: Committee Approval

Presenter: Lysa Hale

Attachments: [4c Contract with MIG Inc.pdf](#)

5. Action

- 5a. [22-0754](#) Next Generation Clipper® (“C2”) System Integrator Contract Change Order - Revised Account-Based System Delivery Approach: Cubic Transportation Systems, Inc. (Cubic)

Change Order to the C2 System Integrator Contract (“Contract”) to revise the approach and schedule for delivery of the account-based Clipper system.

Action: Committee Approval

Presenter: Jason Weinstein

Attachments: [5ai Next Generation Clipper System Integrator Contract Change Order Su](#)
[5aii PowerPoint Next Generation Clipper System Integrator Contract Chan](#)

6. Public Comment / Other Business

*Committee Members and members of the public participating by Zoom wishing to speak should use the "raise hand" feature or dial *9. When called upon, unmute yourself or dial *6.*

7. Adjournment / Next Meeting

The next meeting of the Operations Committee will be Friday, June 10, 2022 at 9:35 a.m. Any changes to the schedule will be duly noticed to the public.

Public Comment: The public is encouraged to comment on agenda items at Committee meetings by completing a request-to-speak card (available from staff) and passing it to the Committee secretary. Public comment may be limited by any of the procedures set forth in Section 3.09 of MTC's Procedures Manual (Resolution No. 1058, Revised) if, in the chair's judgment, it is necessary to maintain the orderly flow of business.

Meeting Conduct: If this meeting is willfully interrupted or disrupted by one or more persons rendering orderly conduct of the meeting unfeasible, the Chair may order the removal of individuals who are willfully disrupting the meeting. Such individuals may be arrested. If order cannot be restored by such removal, the members of the Committee may direct that the meeting room be cleared (except for representatives of the press or other news media not participating in the disturbance), and the session may continue.

Record of Meeting: Committee meetings are recorded. Copies of recordings are available at a nominal charge, or recordings may be listened to at MTC offices by appointment. Audiocasts are maintained on MTC's Web site (mtc.ca.gov) for public review for at least one year.

Accessibility and Title VI: MTC provides services/accommodations upon request to persons with disabilities and individuals who are limited-English proficient who wish to address Commission matters. For accommodations or translations assistance, please call 415.778.6757 or 415.778.6769 for TDD/TTY. We require three working days' notice to accommodate your request.

可及性和法令第六章: MTC 根據要求向希望來委員會討論有關事宜的殘疾人士及英語有限者提供服務/方便。需要便利設施或翻譯協助者，請致電 415.778.6757 或 415.778.6769 TDD / TTY。我們要求您在三個工作日前告知，以滿足您的要求。

Acceso y el Titulo VI: La MTC puede proveer asistencia/facilitar la comunicación a las personas discapacitadas y los individuos con conocimiento limitado del inglés quienes quieran dirigirse a la Comisión. Para solicitar asistencia, por favor llame al número 415.778.6757 o al 415.778.6769 para TDD/TTY. Requerimos que solicite asistencia con tres días hábiles de anticipación para poderle proveer asistencia.

Attachments are sent to Committee members, key staff and others as appropriate. Copies will be available at the meeting.

All items on the agenda are subject to action and/or change by the Committee. Actions recommended by staff are subject to change by the Committee.

MTC's Chair and Vice-Chair are ex-officio voting members of all standing Committees.



Metropolitan Transportation Commission

Meeting Minutes - Draft

Operations Committee

Agenda Item 4a

Bay Area Metro Center
375 Beale Street
San Francisco, CA 94105

Committee Members:

Carol Dutra-Vernaci, Chair Damon Connolly, Vice Chair

*Eddie Ahn, David Canepa, Victoria Fleming,
Sam Liccardo, Libby Schaaf, and James P. Spering*

Non-Voting Members: Dorene M. Giacomini and Vacant

Friday, April 8, 2022

9:35 AM

REMOTE (In person option available)

1. Call to Order / Roll Call / Confirm Quorum

Present: 6 - Vice Chair Connolly, Commissioner Liccardo, Commissioner Spering,
Commissioner Ahn, Commissioner Canepa and Chair Dutra-Vernaci

Absent: 2 - Commissioner Schaaf and Commissioner Fleming

Non-Voting Member Absent: Commissioner Giacomini

Ex Officio Voting Members Present: Commission Chair Pedroza and
Commission Vice Chair Josefowitz

Ad Hoc Non-Voting Members Present: Commissioner Rabbitt and Commissioner Worth

2. Pledge of Allegiance / Acknowledgement of the Flag

3. Compensation Announcement – Clerk of the Committee

4. Consent Calendar

Upon the motion by Commissioner Spering and second by Vice Chair Connolly,
the Consent Calendar was unanimously approved. The motion carried by the
following vote:

Aye: 6 - Vice Chair Connolly, Commissioner Liccardo, Commissioner Spering,
Commissioner Ahn, Commissioner Canepa and Chair Dutra-Vernaci

Absent: 2 - Commissioner Schaaf and Commissioner Fleming

4a. [22-0494](#) Approval of Operations Committee Minutes of the March 11, 2022 Meeting

Action: Committee Approval

Attachments: [4a 2022-03-11 Operations Committee Meeting Minutes Draft.pdf](#)

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- 4b.** [22-0495](#) Contract Amendment - On-Call Design Services, Technical Assistance for West Grand High-Occupancy Vehicle (HOV) / Bus Lane Extension: URS Corporation Americas (\$390,000)
- Action:** Committee Approval
- Presenter:** Cathy Chea
- Attachments:** [4b Contract Amendment On-Call Design Services Technical Assistance for West Grand HOV Bus Lane Extension - URS.pdf](#)
- 4c.** [22-0496](#) Clipper® Contract Change Order Amendment - Clipper® Program SSAE 18 Audit: Cubic Transportation Systems, Inc. (\$200,000)
- Action:** Committee Approval
- Presenter:** David Weir
- Attachments:** [4c SSAE 18 Audit for FY 2021-22.pdf](#)
- 4d.** [22-0497](#) Contract Amendment - Transit Connectivity Gap Analysis with Regional General Transit Feed Specification (GTFS): Interline Technologies LLC (\$371,859)
- Action:** Committee Approval
- Presenter:** Nisar Ahmed
- Attachments:** [4d Contract Amendment Transit Connectivity Gap Analysis with Regional GTFS Interline.pdf](#)
- 4e.** [22-0505](#) Contract - INRIX Roadway Analytics Suite - INRIX, Inc. (\$500,000)
- Action:** Committee Approval
- Presenter:** Lulu Mao
- Attachments:** [4e Contract -INRIX Roadway Analytics Suite -INRIX, Inc.pdf](#)
- 4f.** [22-0507](#) Contract - Interstate -880 (I-880) Integrated Corridor Management (ICM) North Segment Project-Sign Maintenance Services: Bear Electrical Solutions, Inc. (\$400,000)
- Action:** Committee Approval
- Presenter:** Mario Ung
- Attachments:** [4f Contract - I-880 Integrated Corridor Management \(ICM\) North Segment Project – Sign Maintenance Services.pdf](#)

5. Public Comment / Other Business

Helen-Marie Gordon was called to speak.

6. Adjournment / Next Meeting

The next meeting of the Operations Committee will be Friday, May 13, 2022 at 9:35 a.m. remotely and by webcast as appropriate. Any changes to the schedule will be duly noticed to the public.

Metropolitan Transportation Commission
Operations Committee

May 13, 2022

Agenda Item 4b

**Next Generation Clipper® (C2) Contract – Credit Card Acceptance: American Express
Travel Related Services Company, Inc. (Amex) (\$75,000)**

Subject:

Contract with Amex to provide American Express® card acceptance services to the Clipper program under the Master Services Agreement (MSA) between the State of California and Amex.

Background:

In February 2021, this Committee approved the selection of Fiserv, Inc. dba First Data Merchant Services, LLC (Fiserv) as the C2 Payment Services vendor, and subsequently MTC duly entered into a contract with Fiserv. While Fiserv, as the C2 payment gateway provider, will process C2 purchase transactions in which an American Express card is used in the same fashion as for Visa, MasterCard, and Discover cards, the actual deposit of settled funds into MTC's (as the C2 “merchant”) bank account from those transactions will be done by Amex, as that is Amex’s preferred operational model.

The State of California currently has a Master Services Agreement (MSA) with Amex. This memorandum proposes that MTC becomes a “Local Authorized User” under the MSA, by executing a “subscription agreement” with Amex. MTC will thus obtain the same favorable transaction processing percentage rate that Amex provides the State of California, without the need to negotiate individually with Amex.

Once a subscription agreement is signed, purchase transactions using American Express cards would become part of the pilot testing of the C2 system scheduled for later this year. Pending the extension of the MSA past June 30, 2022, the value of the requested contractual authorization is for the estimated payments due to Amex through June 30, 2023. The payments due to Amex will be a Clipper program operating cost subject to the operating cost allocation formula in the Clipper Memorandum of Understanding.

In 2019, prior to the COVID-19 pandemic and its severe effects on Bay Area transit ridership, the Clipper program saw nearly 60,000 transactions (5,000 per month) with a total purchase amount of over \$2.5 million (\$208,000 per month) by customers using American Express cards. Much more recently, in January 2022, Clipper had 9,500 American Express card transactions totaling \$237,000. So, Clipper purchases using American Express cards appear to have returned to pre-pandemic levels. The requested contractual authorization amount of \$75,000 to pay Amex for its card acceptance services in FY 2022-23 takes current and projected transaction levels into consideration. The Clipper Executive Board approved this contract at its April 2022 meeting.

Issues:

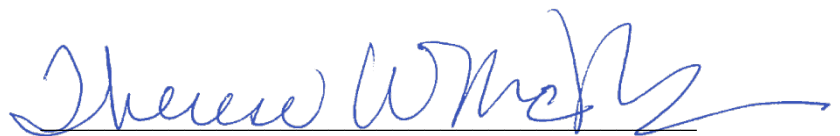
The MSA is currently scheduled to expire on June 30, 2022. The MSA has been extended multiple times before, so it is reasonable to assume it will be extended again, but of course nothing is guaranteed. Nonetheless, the MSA does include a provision that says subscription agreements that are executed before the end of the MSA can continue up to twelve months beyond the MSA's expiration, or June 30, 2023, the requested term of the proposed subscription agreement.

Recommendation:

Staff recommends the Operations Committee authorize the Executive Director or designee to negotiate and enter into a subscription agreement with American Express Travel Related Services Company, Inc. (Amex), as permitted by the Master Services Agreement between the State of California and Amex, to provide American Express card acceptance services for the benefit of Clipper and its customers during FY 2022-23, with maximum compensation for such services not to exceed Seventy-five Thousand Dollars (\$75,000), subject to approval of the FY 2022-23 agency budget.

Attachments:

None.



Therese W. McMillan

Request for Committee Approval

Summary of Proposed Contract

Work Item No.: 322-1220

Contractor: American Express Travel Related Services Company, Inc.
New York, New York

Work Project Title: American Express® card acceptance

Purpose of Project: Arrange for payments in settlement of purchases by Clipper® customers using American Express credit cards in the Next Generation Clipper Fare Payment System (C2)

Brief Scope of Work: Contractor will settle funds to MTC's bank account from purchase transactions made by Clipper customers using American Express cards

Project Cost Not to Exceed: \$75,000 for FY 2022-23

Funding Source: Regional Measure 2 Operating, Regional Measure 2 Marketing, Regional Measure 3, SB1 State of Good Repair, CARES Act, Inactive Card Funds, Float Account Interest, Card Fee Account, Transit Agencies

Fiscal Impact: Funding dependent upon the adoption of the FY 2022-23 MTC budget.

Motion by Committee: That the Executive Director or designee is authorized to negotiate and enter into a contract with Amex, for the purposes described above and in the Operations Committee Summary Sheet dated May 13, 2022, and that the Chief Financial Officer is authorized to set aside \$75,000 for such contract, subject to approval of the FY 2022-23 agency budget.

Operations Committee:

Carol Dutra-Vernaci, Chair

Approved: May 13, 2022

**Metropolitan Transportation Commission
Operations Committee**

May 13, 2022

Agenda Item 4c

Contract – Clipper® Customer Education Services: MIG, Inc. (\$2,100,000)

Subject:

Request for approval of a contract with MIG, Inc. to provide customer education services for the Clipper card program.

Background:

The Clipper program annually contracts with a customer education firm to produce materials, manage the Clipper website, manage Clipper social media, conduct ambassador outreach, conduct customer research, ensure materials are accessible, and develop and implement customer education and marketing campaigns, among other tasks. The current contract for this work expires June 30, 2022. In fiscal year 2022-23, the customer education contractor will also be charged with a variety of tasks related to the transition from the current Clipper system to the Next Generation Clipper system. These include wrapping stand-alone card reader equipment to indicate they are Clipper devices, planning and creating a comprehensive customer education plan to educate people about changes between the old and new systems, and creating and implementing outreach and advertising for this purpose.

MTC conducted a mini procurement for a new customer education contractor. A mini request for qualifications was issued to the nine firms that had qualified for MTC's 2020 Electronic Payments Consultant Assistant Bench. One proposal was received, from MIG, Inc.

The prospective contractor was evaluated on qualifications and team experience, approach, cost effectiveness and presentation. The prospective contractor was also evaluated on its status as a Small Business Enterprise or the status of its subcontractors as Small Business Enterprises. There was a total of 110 available points in the scoring. Following are the scores for MIG, Inc.:

- Qualifications and Team Experience: 33.67
- Approach: 23
- Cost Effectiveness: 21.67
- Presentation: 13.67
- Small Business Enterprise: 10

Total points awarded were 102.

MIG, Inc.'s subcontractors for this contract are the Center for Accessible Technology, Digital Mark Group, Zeba Media, EMC Research, Caribou Public Relations, ION Translation and Bombilla. EMC Research is a Small, Local and Emerging Business and Small Business Enterprise. Ion Translations is a Small, Local and Emerging Business. Caribou Public Relations is a Disadvantaged Business Enterprise.

The Clipper Executive Board approved the proposed contract at its April 18, 2022 meeting.

Issues:

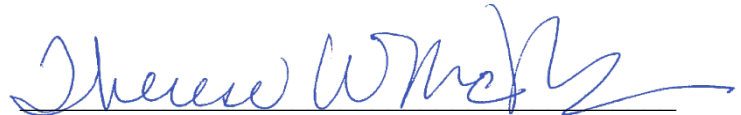
None identified.

Recommendations:

Staff recommends that the Operations Committee authorize the Executive Director or designee to negotiate and enter into a contract with MIG, Inc. in an amount not to exceed \$2,100,000 for the customer education services described above for a period of one year ending June 30, 2023.

Attachments:

- Attachment A: Disadvantaged Business Enterprise and Small Business Enterprise Status



Therese W. McMillan

Attachment A

Disadvantaged Business Enterprise and Small Business Enterprise Status

	Firm Name	Role on Project	DBE* Yes / No	If DBE Yes, List #	SBE** Yes / No	If SBE Yes, List #
Prime Contractor	MIG, Inc.	Prime contractor	No		No	
Subcontractor	Zeba Media	Media buying	No		No	
Subcontractor	Digital Mark Group	Media buying	No		No	
Subcontractor	Center for Accessible Technology	Accessibility	No		No	
Subcontractor	Bombilla	Creative design	No		No	
Subcontractor	Caribou Public Relations	Ambassador outreach	Yes	41619	No	
Subcontractor	EMC Research	Research	No		Yes	SLEB 06-90866 SBE 541910
Subcontractor	Ion Translations	Translation services	No		Yes	SLEB 07-90991

*Denotes certification by the California Unified Certification Program (CUCP).

**Denotes certification by the State of California.

Request for Committee Approval

Summary of Proposed Contract

Work Item No.:	1221/1220
Consultant:	MIG, Inc. Berkeley, CA
Work Project Title:	Clipper Customer Education
Purpose of Project:	To ensure that customers are aware of how Clipper works and to promote Clipper to transit riders and others who are not already using it
Brief Scope of Work:	To create materials, conduct research, manage the website and social media, develop, and implement campaigns and other customer education tasks
Project Cost Not to Exceed:	\$2,100,000
Funding Source:	Regional Measure 2 Marketing, Regional Measure 2 Operating, State of Good Repair, Inactive Card Funds, Card Fee Account and Float Interest Account
Fiscal Impact:	Pending approval of the MTC Fiscal Year 2022-23 budget
Motion by Committee:	That the Executive Director or designee is authorized to negotiate and enter into a contract with MIG, Inc. for customer education services described above and in the Operations Committee Summary Sheet dated May 13, 2022 and that the Chief Financial Officer is authorized to set aside \$2,100,000 for such contract, subject to approval of the FY 2022-23 agency budget.
Operations Committee:	<hr/> Carol Dutra-Vernaci, Chair
Approved:	May 13, 2022

**Metropolitan Transportation Commission
Operations Committee**

May 13, 2022

Agenda Item 5a

**Next Generation Clipper® (“C2”) System Integrator Contract Change Order – Revised
Account-Based System Delivery Approach: Cubic Transportation Systems, Inc. (Cubic)**

Subject:

Change Order to the C2 System Integrator Contract (“Contract”) to revise the approach and schedule for delivery of the account-based Clipper system.

Background:

Since August 2021, staff has been regularly reporting to the Clipper Executive Board (“Board”) about schedule delays caused in part by engineering resource shortages and delays in the delivery of chips and plastics. Last month, staff updated the Board on a recommended revised delivery approach for the account-based Clipper system that defers from the critical path the testing of the systems other than Cubic’s, modifies the test result review period, and reduces the monthly operations and maintenance (O&M) payments to Cubic until customer transition is ready to begin (C2 System Transition Notice to Proceed).

This proposed Change Order implements this revised delivery approach through the following modifications to the Contract:

- Modifies requirements for Revenue Ready to defer some non-customer-facing functions, as identified in the Implementation Plan to be approved by MTC and Operators.
- Modifies requirements for commencement of customer transition to cover all remaining system functions.
- Defines new O&M payment amounts for the period between Revenue Ready and the commencement of customer transition, subject to scaling based on equipment installation status.
- Modifies Guaranteed Completion Dates for the following Contract Milestones:
 - Approval of Final Design Documents
 - Approval of System Demonstration Test and System Integration Test Results
 - Approval of Pilot Test Results
 - Achievement of Revenue Ready

The proposed Change Order makes no changes to Guaranteed Completion Date for System Completion or the Contract Term. There is no cost associated with this Change Order, as the Contract Maximum Payment also remains unchanged.

The Clipper Executive Board approved this proposed Change Order at its April 18, 2022 meeting.

Issues:

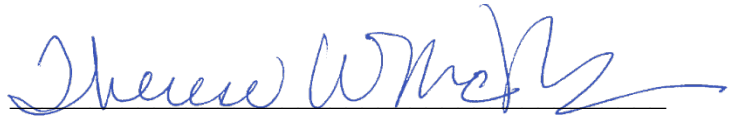
None identified.

Recommendation:

Staff recommends the Operations Committee authorize the Executive Director or designee to negotiate and enter into a Contract Change Order with Cubic as described above.

Attachments:

- Attachment A: Next Generation Clipper[®] System Integrator Contract Change Order – Revised Account-Based System Delivery Approach Slides



Therese W. McMillan

Request for Committee Approval

Summary of Proposed Contract Change Order

Work Item No.:	322-1220
Consultant:	Cubic Transportation Systems, Inc. San Diego, California
Work Project Title:	Revised Account-Based System Delivery Approach
Purpose of Change Order:	Revise the approach and schedule for delivery of the account-based Clipper system.
Brief Description of Change Order:	Modifies requirements for Revenue Ready and Commencement of Transition, defines new O&M payment amounts for the period between Revenue Ready and Customer Transition, and modifies Contract Guaranteed Completion Dates.
Project Cost Not to Exceed:	n/a
Funding Source:	n/a
Fiscal Impact:	n/a
Motion by Committee:	That the Executive Director or designee is authorized to negotiate and enter into a contract change order with Cubic Transportation Systems, Inc. for the purposes described above and in the Operations Committee Summary Sheet dated May 13, 2022.
Operations Committee:	<hr/> Carol Dutra-Vernaci, Chair
Approved:	May 13, 2022



Next Generation Clipper® System Integrator Contract Change Order – Revised Account- Based System Delivery Approach

Operations Committee

May 13, 2022

Schedule Approach

- Reset schedule with focus on customer-facing results
- Addresses current schedule delays:
 - Cubic submitted schedules have been rejected since November 2020
 - Reported monthly at Clipper Executive Board (CEB) since August 2021
 - Labor shortages and manufacturing challenges have contributed to delays in overall project schedule
- Proposed Contract changes:
 - Defers from the critical path the testing of the systems other than Cubic's
 - Modifies test result review period
 - Reduces monthly operations and maintenance (O&M) payment until customer transition is ready to begin
- Benefits:
 - Refocuses Cubic's attention from Revenue Ready to public launch
 - Operators get a significant break on O&M before C2 System Transition
 - Does not change contract value or O&M term

Proposed Contract Changes

Contract Terms/Impact	Monthly O&M	Completion Dates
Current Contract Terms	<ul style="list-style-type: none"> At Revenue Ready, increases from \$0.3M to \$1.4M 	Revenue Ready: 10/17/22 System Completion: 5/31/24
Proposed Contract Terms (changes in red)	<ul style="list-style-type: none"> At Revenue Ready, increases from \$0.3M to \$0.9M At C2 System Transition NTP, increases to full \$1.4M 	Revenue Ready: <ul style="list-style-type: none"> Planned: 10/28/22 Guaranteed: 1/31/23 System Completion: 5/31/24
Financial Impact of Proposed Terms	\$0.5M/month reduction between Revenue Ready and C2 System Transition NTP <i>(Estimated reduction: Nov. 2022 to July 2023 = \$4.5M)</i>	

Note:

C1 O&M continues (~\$1.7M/month) until Customer Transition to C2 is complete.
 Creates financial incentive for Cubic to start customer transition.

Change Order Terms

- Modifies requirements for Revenue Ready to defer some non-customer-facing functions, as identified in the Implementation Plan to be approved by MTC and Operators.
- Modifies requirements for commencement of Customer Transition to cover all remaining system functions.
- Defines new O&M payment amounts for the period between Revenue Ready and the commencement of Customer Transition, subject to scaling based on equipment installation status.
- Modifies Guaranteed Completion Dates for:
 - Approval of Final Design Documents
 - Approval of System Demonstration Test and System Integration Test Results
 - Approval of Pilot Test Results
 - Achievement of Revenue Ready