



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

Meeting Agenda

Clipper Executive Board

Members:

Denis Mulligan, Chair Edward D. Reiskin, Vice Chair

*Grace Crunican, Nuria Fernandez, Jim Hartnett,
Steve Heminger, Michael Hursh, Rick Ramacier,
Nina Rannells*

Monday, July 17, 2017

1:30 PM

**Caltrain / SamTrans
1250 San Carlos Ave, 2nd Floor
San Carlos CA, 94070
Caltrain / SamTrans Auditorium**

This meeting will be recorded. Copies of recordings may be requested at the Metropolitan Transportation Commissioner (MTC) at nominal charge, or recordings may be listened to at MTC offices by appointment.

To access meeting location, all guests will sign in with the lobby guard and take the elevators to the second floor Auditorium. For meeting location questions, please contact Joan Catania at 650-508-6222.

1. Roll Call / Confirm Quorum

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

2. Consent Calendar

2a. [17-2634](#) Minutes of May 22, 2017 Meeting

Action: Board Approval

Attachments: [2a CEB Minutes May 22 2017.pdf](#)

3. Information

- 3a. [17-2636](#) Next-Generation Clipper® (C2) System Integrator Request for Proposal (RFP) Procurement Schedule

C2 System Integrator RFP Procurement Schedule Update.

Action: Information

Presenter: Jason Weinstein

Attachments: [3a_C2 System Integrator RFP Procurement Schedule.pdf](#)

- 3b. [17-2712](#) Next-Generation Clipper® (C2) System Integrator Request for Proposal (RFP) Update

Update on C2 System Integrator RFP Approaches and Strategies.

Action: Information

Presenter: Jason Weinstein and Edward Meng

Attachments: [3b_C2 System Integrator RFP Update.pdf](#)

- 3c. [17-2713](#) Public Comment on Next-Generation Clipper® (C2) System Integrator Draft Request for Proposal (RFP)

Initial Analysis on Public Comments for the C2 Draft RFP.

Action: Information

Presenter: Kelley Jackson

Attachments: [3c_Public Comment on C2 System Integrator Draft RFP.pdf](#)

4. Executive Director's Report – Kuester

5. Public Comment / Other Business

6. Adjournment / Next Meeting

The next meeting of the Clipper® Executive Board will be August 21, 2017, 1:30 p.m. in the BART Board Room, 3rd Floor, 344 20th Street, Oakland, CA.

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.



Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 17-2634 **Version:** 1 **Name:**
Type: Minutes **Status:** Consent
File created: 5/15/2017 **In control:** Clipper Executive Board
On agenda: 7/17/2017 **Final action:**
Title: Minutes of May 22, 2017 Meeting
Sponsors:
Indexes:
Code sections:
Attachments: [2a_CEB Minutes_May 22 2017.pdf](#)

| Date | Ver. | Action By | Action | Result |
|------|------|-----------|--------|--------|
|------|------|-----------|--------|--------|

Subject:
Minutes of May 22, 2017 Meeting

Recommended Action:
Board Approval

Attachments



Meeting Minutes - Draft

Clipper Executive Board

Committee Members:

Denis Mulligan, Chair Edward D. Reiskin, Vice Chair

*Grace Crunican, Nuria Fernandez, Jim Hartnett,
Steve Heminger, Michael Hursh, Rick Ramacier,
Nina Rannells*

Monday, May 22, 2017

1:30 PM

**Board Room – 1st Floor
Bay Area Metro Center
375 Beale Street
San Francisco, CA 94105**

1. Roll Call / Confirm Quorum

Present: 8 - Hursh, Ramacier, Chair Mulligan, Vice Chair Reiskin, Fernandez, Crunican, Heminger, and Hartnett

Absent: 1 - Rannells

Kathleen Kelly acted as a delegate and voting member of the Board in place of Jim Hartnett. Actions noted below as “Hartnett” were taken by Kelly.

2. Consent Calendar

Approval of the Consent Calendar

Upon the motion by Vice Chair Reiskin and second by Heminger, the Consent Calendar was approved by the following vote:

Aye: 8 - Hursh, Ramacier, Chair Mulligan, Vice Chair Reiskin, Fernandez, Crunican, Heminger and Hartnett

Absent: 1 - Rannells

2a. [17-2519](#) Minutes of April 17, 2017 Meeting

Action: Board Approval

Attachments: [2a_CEB Minutes_Apr 2017.pdf](#)

2b. [17-2589](#) Contract Amendment - Clipper® Technical Advisor Contract: CH2M Hill, Inc. (\$800,000)

Action: Board Approval

Presenter: Jason Weinstein

Attachments: [2b_Technical Advisor Amendment.pdf](#)

- 2c.** [17-2533](#) Contract Amendment - Operational Monitoring and Reporting: Resource Development Associates, Inc. (RDA) (\$200,000)

Action: Board Approval

Presenter: David Weir

Attachments: [2c_Operational Monitoring and Reporting-RDA.pdf](#)

3. Information

- 3a.** [17-2524](#) Next Generation Clipper® (C2) System Integrator Request for Proposal (RFP)

Review of Industry Feedback from the C2 Draft RFP.

Action: Information

Presenter: Jason Weinstein

Attachments: [3a_C2 System Integrator RFP.pdf](#)

Kevin Burke spoke on this item.

- 3b.** [17-2521](#) Next Generation Clipper® (C2) Public Engagement

Update on C2 public engagement efforts.

Action: Information

Presenter: Kelley Jackson

Attachments: [3b_C2 Public Engagement.pdf](#)

Arielle Fleisher of SPUR spoke on this item.

Clarence Fischer spoke on this item.

3c. [17-2534](#) Clipper® Operating Rules

Initiation of review of the Clipper® Operating Rules for potential updating and changes.

Action: Information

Presenter: Carol Kuester

Attachments: [3c_Clipper Operating Rules.pdf](#)
 [3c Handout Rec During MTG-Clarence R. Fischer.pdf](#)

Clarence Fischer spoke on this item.

Adina Levin of Friends of Caltrain and Around the Bay Coalition spoke on this item.

Bethany Andres-Beck spoke on this item.

3d. [17-2430](#) Ford GoBike Update

Use of Clipper® as identification on Ford GoBike.

Action: Information

Presenter: Sara Barz

Attachments: [3d_Ford GoBike Update.pdf](#)

Clarence Fischer spoke on this item.

4. Executive Director's Report – Kuester

5. Public Comment / Other Business

6. Adjournment / Next Meeting

The next meeting of the Clipper® Executive Board will be June 19, 2017, 3:30 p.m. in the BART Board Room, 3rd Floor, 344 20th Street, Oakland, CA.



Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 17-2636 **Version:** 1 **Name:**
Type: Report **Status:** Informational
File created: 5/15/2017 **In control:** Clipper Executive Board
On agenda: 7/17/2017 **Final action:**
Title: Next-Generation Clipper® (C2) System Integrator Request for Proposal (RFP) Procurement Schedule
C2 System Integrator RFP Procurement Schedule Update.

Sponsors:

Indexes:

Code sections:

Attachments: [3a_C2 System Integrator RFP Procurement Schedule.pdf](#)

| Date | Ver. | Action By | Action | Result |
|------|------|-----------|--------|--------|
|------|------|-----------|--------|--------|

Subject:

Next-Generation Clipper® (C2) System Integrator Request for Proposal (RFP) Procurement
Schedule

C2 System Integrator RFP Procurement Schedule Update.

Presenter:

Jason Weinstein

Recommended Action:

Information

Attachments



Agenda Item 3a

Bay Area Metro Center
375 Beale Street
San Francisco, CA 94105
TEL 415.778.6700
WEB www.mtc.ca.gov

TO: Clipper® Executive Board

DATE: July 10, 2017

FR: Carol Kuester

RE: Next-Generation Clipper® (C2) System Integrator Request for Proposal (RFP) Procurement Schedule

In May 2017, the Clipper® Executive Board recommended removal of the requirement for the C2 system integrator to operate and maintain the current Clipper® system (C1) from the C2 System Integrator RFP Scope of Work as well as other changes to the plan last updated in November 2016.

The removal of that work component requires other sections of the scope of work to be revised before the release of the RFP, including the addition of requirements for the C2 System Integrator to coordinate with the C1 contractor throughout the design, development, testing, installation of the C2 system and transition from C1 to C2.

Attachment A shows an updated procurement timeline reviewed and supported by transit operator staff. Three key changes to the schedule include:

- An additional three months for Release of the C2 System Integrator RFP from June 2017 to September 2017;
- An additional two months to allow for submission of proposals in response to the RFP based on industry feedback to the Draft RFP, and
- One fewer month in the Evaluation period before Best and Final Offer request; for a total of four months.

These changes result in an overall shift of the expected Notice to Proceed from December 2018 to April 2019, four months later than originally planned. A planned September 2017 release of the C2 System Integrator RFP can occur with the approval of the Clipper® Executive Board at next month's meeting.

An overall Project Update for the C2 RFP will be presented and discussed during Agenda Item 3b at this month's meeting.

Carol Kuester

Attachment:

- Attachment A: C2 Procurement Schedule Update

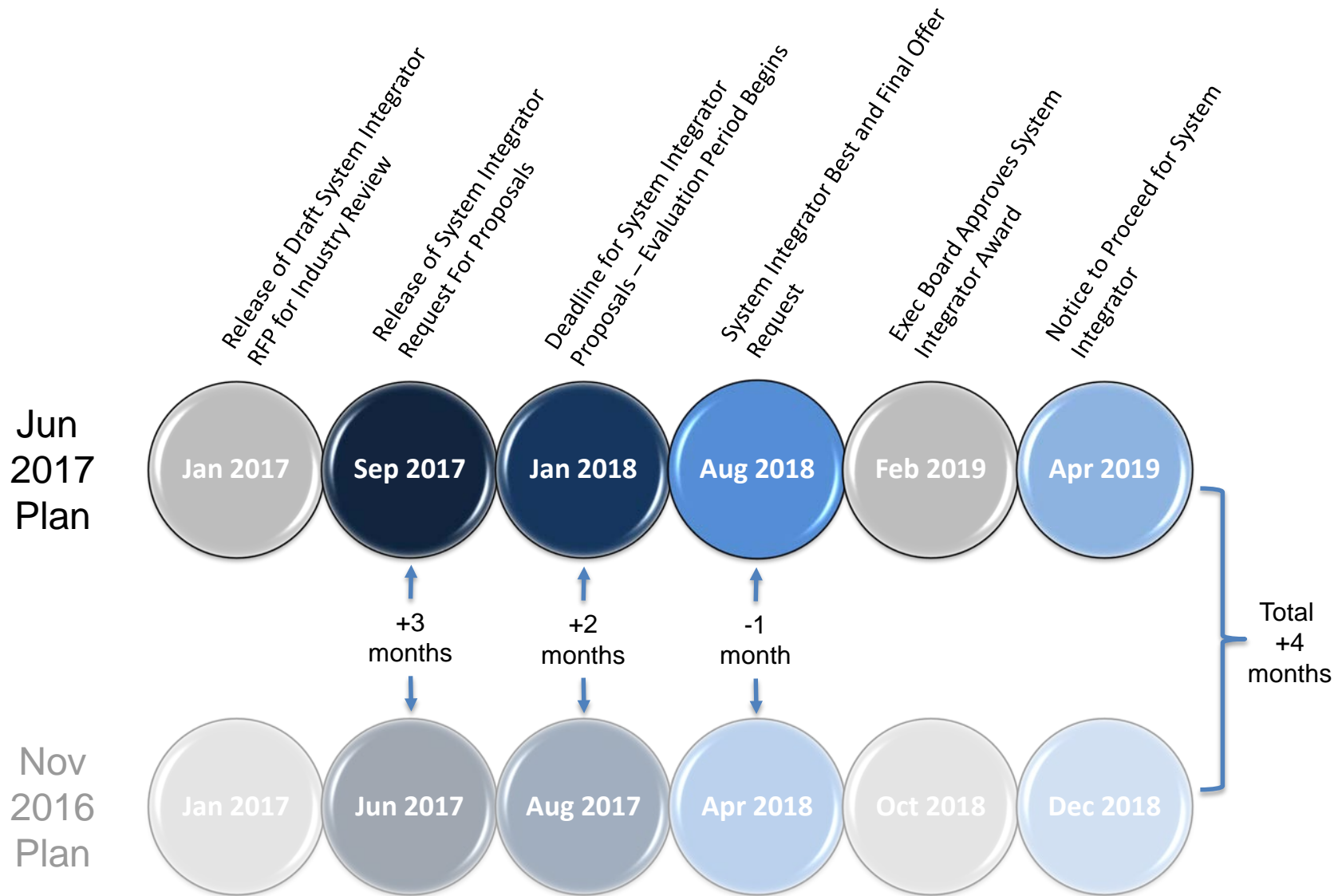


C2 Procurement Schedule Update

Clipper Executive Board
July 17, 2017

Agenda Item 3a
Attachment A

C2 Procurement Timeline Update





Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 17-2712 **Version:** 1 **Name:**
Type: Report **Status:** Informational
File created: 6/14/2017 **In control:** Clipper Executive Board
On agenda: 7/17/2017 **Final action:**
Title: Next-Generation Clipper® (C2) System Integrator Request for Proposal (RFP) Update
Update on C2 System Integrator RFP Approaches and Strategies.

Sponsors:

Indexes:

Code sections:

Attachments: [3b_C2 System Integrator RFP Update.pdf](#)

| Date | Ver. | Action By | Action | Result |
|------|------|-----------|--------|--------|
|------|------|-----------|--------|--------|

Subject:

Next-Generation Clipper® (C2) System Integrator Request for Proposal (RFP) Update

Update on C2 System Integrator RFP Approaches and Strategies.

Presenter:

Jason Weinstein and Edward Meng

Recommended Action:

Information

Attachments

**Agenda Item 3b**

Bay Area Metro Center
375 Beale Street
San Francisco, CA 94105
TEL 415.778.6700
WEB www.mtc.ca.gov

TO: Clipper® Executive Board

DATE: July 10, 2017

FR: Carol Kuester

RE: Next-Generation Clipper® (C2) System Integrator Request for Proposal (RFP) Update

In May 2017, Jason Weinstein and Paul Lavallee briefed the Executive Board on industry comments to the C2 System Integrator Draft RFP, and changes and refinements to the requirements and scope of work. MTC and transit operator staff have been meeting weekly to discuss the contents of the C2 System Integrator RFP, detailed industry comments to the RFP, and recommendations and updates in strategy and approach in the RFP.

Attachment A shows the main items that were discussed at the May 2017 Executive Board meeting, and MTC and transit operator staff recommendations and updated plans for these items. These items include:

- Requirement for the C2 System Integrator to assume the Operations and Maintenance of C1;
- Allocation of Risk between MTC and the System Integrator for C2;
- Overall RFP Pricing and Payment Strategy; and
- Overall C2 Project Schedule.

Attachment A also includes other MTC and transit operator staff recommendations based on continuing refinements to the RFP and Scope of Work, as well as industry feedback. We welcome Executive Board feedback and comment and look forward to providing more detail at this month's meeting.

Carol Kuester

Attachment:

- Attachment A: C2 System Integrator RFP | Project Update and Recommendations



C2 System Integrator RFP

Project Update and
Recommendations

*Clipper Executive Board
July 17, 2017*

Agenda Item 3b
Attachment A

Original Plan and Staff Recommendations

| Item | Original Plan & Background | Staff Recommendation and Updated Plan |
|-------------------------|---|--|
| 1. Assumption of C1 O&M | <p>C2 contractor assumes C1 operation</p> <ul style="list-style-type: none">• <i>Transfers integration risk from MTC to C2 contractor</i>• <i>Incentivizes transition</i>• <i>Supports training and a more seamless customer transition</i> | <ul style="list-style-type: none">• Remove C1 O&M requirement from C2 contract• Expand coordination with C1 system in Statement of Work |
| 2. Allocation of Risk | <p>Multi-faceted with bid bond, performance bond, letter of credit, parent guarantee, payment bond, liquidated damages</p> <ul style="list-style-type: none">• <i>Provide strong protections for MTC</i>• <i>Provide multiple instruments to draw upon</i> | <ul style="list-style-type: none">• Remove bid bond requirement• See additional detail on slide 3 |

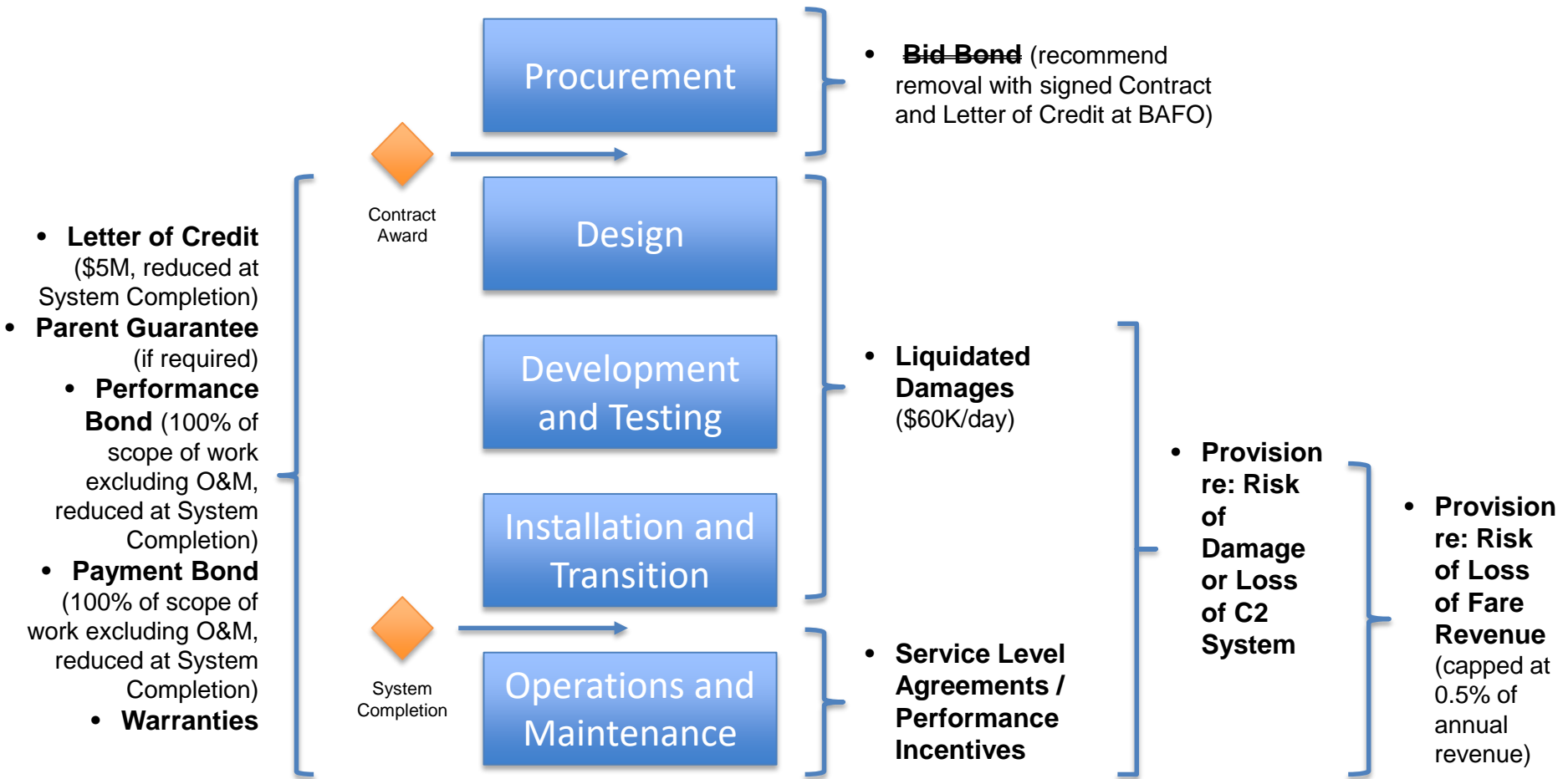


Original Plan and Staff Recommendations

| Item | Original Plan & Background | Staff Recommendation and Updated Plan |
|---------------------------------|---|--|
| 3. Pricing Strategy and Payment | <p>Detailed cost, price and escalation information requested</p> <ul style="list-style-type: none">• <i>Provide more transparency in pricing</i>• <i>Stronger basis to negotiate change orders</i>• <i>Support min/target/max pricing concept</i> | <ul style="list-style-type: none">• Firm Fixed Price / Deliverable for System Design• Min/Target/Max Pricing for Development and Testing• Min/Target/Max for Implementation and Transition |
| 4. Project Schedule | <p>Schedule that seeks to have C2 operational as soon as feasible</p> <ul style="list-style-type: none">• <i>Developed prior to contract extension to address C1 shutdown risk</i> | <ul style="list-style-type: none">• Define milestones, allow contractor to determine schedule in Proposal |



C2 Allocation of Risk by Project Phase



DRAFT FOR DISCUSSION ONLY

Other Staff Recommendations

- Scope of Work Detail and Relationship to Pricing
 - Scope of Work to include clear language describing desire for System Integrator's existing solution customized to our needs/operations
- Intellectual Property
 - Contractor owns software and existing work product, MTC granted full license rights; MTC owns new work products and data, with full license to all work products; Contractor pays for escrow, MTC pays for verification
- Timing of Open Payment Acceptance
 - System must have ability to accept open payments on day one, but function may not be "turned on" at that point
- Retail Options
 - Allow proposals with either or both of a device-based and/or point of sale system solution



Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 17-2713 **Version:** 1 **Name:**
Type: Report **Status:** Informational
File created: 6/14/2017 **In control:** Clipper Executive Board
On agenda: 7/17/2017 **Final action:**
Title: Public Comment on Next-Generation Clipper® (C2) System Integrator Draft Request for Proposal (RFP)

Initial Analysis on Public Comments for the C2 Draft RFP.

Sponsors:

Indexes:

Code sections:

Attachments: [3c_Public Comment on C2 System Integrator Draft RFP.pdf](#)

| Date | Ver. | Action By | Action | Result |
|------|------|-----------|--------|--------|
|------|------|-----------|--------|--------|

Subject:

Public Comment on Next-Generation Clipper® (C2) System Integrator Draft Request for Proposal (RFP)

Initial Analysis on Public Comments for the C2 Draft RFP.

Presenter:

Kelley Jackson

Recommended Action:

Information

Attachments



Agenda Item 3c

Bay Area Metro Center

375 Beale Street

San Francisco, CA 94105

TEL 415.778.6700

WEB www.mtc.ca.gov

TO: Clipper® Executive Board

DATE: July 10, 2017

FR: Carol Kuester

RE: Public Comment on Next-Generation Clipper® (C2) System Integrator Draft Request for Proposal (RFP)

Background

MTC released a draft RFP for the vendor that will serve as C2 system integrator, responsible for coordinating all vendors delivering the new system. MTC invited the payments industry to comment on the draft before releasing the final version and also opened the comment opportunity to members of the public, from February 27 to April 3, 2017. MTC prepared a summary of main characteristics of the draft RFP in English, Spanish, Chinese and Vietnamese. MTC also conducted an online survey to provide input on the next-generation Clipper® system. Survey feedback was accepted between April 17 and June 1, 2017.

Public Comment on Draft RFP

More than 100 people submitted comments, most through email, and the most commented-on topics addressed fare policy or program features such as real-time add-value transactions, integration with other programs (such as tolls or bike share), and other fare payment options (like using mobile phones). A summary of comments is provided in Attachment A. Those related to program features are generally already being addressed in the RFP either through specific requirements or requirements for flexible development to accommodate changing needs.

However, several comments addressed issues separate from actual program features, including the structure of the contract, the qualifications of the selected contractor and technical specifications for design of the program. The concept of “Flexible Agile Development Services” was encouraged, the commenter noting that it enables “the contractor to take over the current system and then implement incremental improvements, rather than requiring from the start that they build a new system as a full replacement before deployment.” One commenter suggested having a multi-day-long trial run where prospective contractors are required to build a limited related prototype, with a company experienced with agile contracting helping evaluate prototypes. One person suggested reducing project cost and risk by breaking the contract into multiple services, rather than “a single monolithic contract”, to increase competition, lower costs, and enable more fine-grained management of the development.

Experience with user experience-based development was important to several. One specifically requested that “user experience” be included as an integral part of the RFP and reflection of the vision of the next generation of Clipper®. Another suggested “adding user testing and validation to all design stages, and demonstrated experience with user testing and user experience (UX) design to

the evaluation criteria of the contract.” Yet another encouraged MTC to hire a firm with a strong grasp of UX language and content strategy.

Two people encouraged the use of open source software and open source software components, one noting “it's easier to audit the code for open source components, open source projects attract a wider range of bug fixes and feature additions, more people have training and experience to fix problems in open source projects, and it's cheaper to make modifications to the programs.”

One commenter made detailed requests around reporting, including requiring data access and reporting via a central, open portal, available to transit agencies, jurisdictions, institutional customers, and other entities, with user data anonymized for privacy. The same person noted that transit agencies appear to be the only customers for reporting, and the RFP does not propose an API or database that can be easily updated by various transit agencies or standards for agencies to report on analytics and performance metrics.

Suggestions for contract language include adding "completion while meeting or exceeding all deadlines" and "without cost overruns" to the desired experience. One also addressed the lack of stated performance measures and performance criteria, mentioning revenue and ridership specifically.

MTC and transit operator staff are open to these suggestions and will consider each as the RFP is finalized. Attachment B summarizes how staff plans to address these topics in the RFP.

Online Opt-In Survey

MTC's online survey for customers to provide input and preferences for the next generation of Clipper® opened on April 17 and closed on June 1. The survey received over 8,300 responses compared to 7,500 responses for the initial 2014 survey. Staff is currently analyzing these responses and will present a detailed report on findings at a future meeting.



Carol Kuester

Attachment:

- Attachment A: Comments on Draft RFP for C2 System Integrator
- Attachment B: C2 Draft RFP for Industry Review Public Comments

Attachment A

Comments on Draft RFP for C2 System Integrator

MTC received 102 comments on the Draft RFP for the C2 System Integrator. Topics addressed included:

- Project Management and System Requirements (38 comments)
 - *Many comments were suggestions for contracting and included phrases like type of contract, grasp of UX language and content strategy, performance measures, Flexible Agile Development, user testing and validation, limited related prototype, break contract up, open source. This category also included comments addressing customer education issues.*
- System Features (48 comments)
 - *Real-time transactions (15 comments)*
 - *Integration with other modes like bike share, etc. (13 comments)*
 - *Use via other fare media like ApplePay and similar services (11 comments)*
 - *Clipper® mobile app (9 comments)*
- Other
 - *Fare Policy (42 comments)*
 - *Comments addressed integration, streamlining, consistency/unified, equity, caps, monthly/weekly/daily options, multi-agency day pass, proof of purchase systemwide, reward programs and comments about Caltrain business rules (zones, tag on/tag off).*
 - *Other topics included security and privacy, the website, ticket machines, accessibility issues, discounts (for youth, seniors and disabled riders), and integration with parking and tolls. Each of these received fewer than five mentions.*



C2 Draft RFP for Industry Review Public Comments

*Clipper Executive Board
July 17, 2017*

Agenda Item 3c
Attachment B

Feedback on Draft RFP

- February 27-April 3
- Summary in four languages
- Comments via voicemail, email or social media
- 102 comments received
 - Coded into categories (fare policy, preferred fare media, etc.)



Project Management and System Requirement Feedback on Draft RFP

- Flexible Agile Development
- Multi-day-long trial run with prototype
- Break the contract into multiple services
- User experience expertise
- User testing and validation in all design stages
- Open source software and components
- Reporting
- Schedule and budget adherence
- Performance measures and criteria



| Feedback | RFP Considerations |
|----------------------------------|---|
| Flexible Agile Development | Development of C2 system will be expected to have an iterative and incremental approach |
| Trial with Prototypes | Evaluation Process currently includes site visits and system demonstrations |
| Multiple Contracts | Separate contracts for System Integrator, CSC, Payment Gateway and Fare Media with multiple subcontractor opportunities |
| User Experience (UX) and Testing | Requirements are expected to emphasize UX development and testing |
| Open Source Software | Systems integrators permitted to use open source software and solutions |
| Reporting | Published APIs and interfaces to third party reporting tools are required under C2 |
| Schedule and Budget Adherence | Contract is expected to include Financial Risk Mitigation features |
| Performance Measures | SLAs and Performance Incentives and Disincentives will be included in the RFP and Contract |



System Feature Feedback on Draft RFP

System Features requested in the new C2 system included:

- Real-time transactions
- Integration with other modes like bike share, etc.
- Use via other fare media like ApplePay and similar services
- Robust Clipper mobile app
- Parking and Toll Integration



Other Feedback on Draft RFP

- Regional Fare Policy
- Security and Privacy
- Clippercard.com website
- Accessibility Issues
- Discounts (youth, senior, and disabled riders)

