



**BOARD OF DIRECTORS
REGULAR MEETING AGENDA
SEPTEMBER 4, 2019 – 1:30 PM**
5401 Old Redwood Highway, 1st Floor
Petaluma, CA 94954

1. Call to Order
2. Approval of the August 21, 2019 Board Minutes
3. Public Comment on Non-Agenda Items
4. Board Member Announcements
5. General Manager's Report
6. Authorize the General Manager to Use a Competitive Negotiation Method to Procure Specialized Rail Equipment for the Rail Operation Center and Maintenance of Way Division
7. Approve a Resolution Authorizing the General Manager to execute Change Order No. 020 Safety and Security Enhancement Measures for the amount of \$457,043.00 and Change Order No. 041 Grade Crossing Gauge Panels Retrofit – Larkspur to Santa Rosa for the amount of \$189,515.11, for a total combined amount of \$646,558.11
8. Receive and Review SMART's Draft 2019 Strategic Plan (*Discussion Only*)
9. Closed Session - Conference with Labor Negotiator Farhad Mansourian, General Manager pursuant to California Government Code Section 54957.6

Agency Designated Representative: General Manager
Represented employees: Operating Engineers Local 3, IAMAW Local Lodge No. 1414, and Unrepresented Employees

10. Report out of Closed Session
11. Next Regular Meeting Board of Directors, September 18, 2019 – 1:30 PM – 5401 Old Redwood Highway, 1st Floor, Petaluma, CA 94954
12. Adjournment

DISABLED ACCOMMODATION: If you have a disability that requires the agenda materials to be in an alternate format or that requires an interpreter or other person to assist you while attending this meeting, please contact SMART at least 72 hours prior to the meeting to ensure arrangements for accommodation. Please contact the Clerk of the Board at (707) 794-3072 or dial CRS 711 for more information.

DOCUMENTS: Documents distributed by SMART for its monthly Board meeting or committee meetings, and which are not otherwise privileged, may be inspected at SMART's office located at 5401 Old Redwood Highway, Suite 200, Petaluma, CA 94954 during regular business hours. Documents may also be viewed on SMART's website at: www.sonomamarintrain.org. Materials related to an item on this Agenda submitted to SMART after distribution of the agenda packet are available for public inspection at the SMART Office. For information about accessing SMART meetings by public transit, use the trip planner at www.511



**BOARD OF DIRECTORS
REGULAR MEETING MINUTES**

August 21, 2019 - 1:30 PM

5401 Old Redwood Highway, 1st Floor
Petaluma, CA 94954

1. Call to Order

Vice-Chair Pahre called the meeting to order at 1:30pm. Directors Connolly, Fudge, Garbarino, Hillmer, Lucan, Naujokas, Rabbitt, Rogers and Zane were present. Directors Arnold and Phillips absent.

2. Approval of the August 7, 2019 Board Minutes

MOTION: Director Rabbitt moved approval of the August 7, 2019 Board Minutes as presented. Director Lucan second. The motion carried 10-0 (Directors Arnold and Phillips absent).

3. Public Comment

Duane Bellinger voiced his concerns regarding the Corona property. The developer is constructing two car suburban housing. He is concerned that this development will generate about 40-70 students to use the railroad crossing as the only access to get to school.

4. Board Members Announcements

Director Zane stated that she had an opportunity to speak to the San Francisco Chronicle reporter regarding SMART ridership and sales tax extension. The reporter also followed her friend who is a commuter and uses SMART to get to his jobsite at the San Francisco Financial District. Her friend's entire quality of life has changed, since the start of passenger service.

Director Rabbitt stated that Mr. Bellinger comments are misdirected and he needs to attend the Petaluma Council meeting to address his concerns.

5. General Manager's Report

General Manager Mansourian stated that SMART has carried 1,400,000 passengers, 133,000 bicycles, and over 5,200 wheelchairs.

General Manager Mansourian stated that National Suicide Prevention Week is September 8-14, 2019 and Rail Safety Week is September 22-28, 2019. He is very proud of how many agencies have reached out and are joining the Coalition. He encouraged Board members to reach out to agencies and organizations to join the Coalition. SMART's staff will continue to work with our coalition partners to provide awareness, Public Service Announcements and outreach. The goal is to reach as many as 250,000 people prior to September 7, 2019. The Coalition and staff will be working with Director Zane who will continue to provide public service announcements.

Mr. Mansourian stated he is very excited that opening day for the Larkspur Extension is getting closer. Overnight system testing in San Rafael and Larkspur begins August 23rd. This testing will occur during the night hours weekday starting at 9:30pm to 3:30am and weekend starting at 9:30pm to 8:00am due to passenger service during the day. During the night testing the public will hear the train horn, please be patient with us; this testing is to maximize the safety prior to opening day. This will also require passenger service interruptions for high speed testing.

GM Mansourian introduced Chief Engineer; Bill Gamlen, who provided a brief project update. Highlights include:

- Pedestrian Safety Enhancements
 - Pedestrian Channelization Fencing – at 30 locations along SMART's right-of-way. 17 locations have been completed and the other 13 are at various stages of constructions
- Pathway Projects
 - Payran to Southpoint Pathway – to be completed in October 2019
 - Payran to Lakeville – construction begins in 2020
 - Sonoma County segments – two sections of pathway: 1) Petaluma to Penngrove; and 2) Rohnert Part to Southern Santa Rosa at Bellevue. SMART received a \$12.6M grant
- Downtown Novato Station
 - Track work completed on August 9 and 10, 2019
 - Train testing upcoming
- Larkspur Extension
 - Construction completed
 - Testing begins Friday, August 23rd
 - Simulated passenger service will follow after testing is complete
- Windsor Extension
 - Systems contract was award last fall
 - Permit applications have been submitted
 - Construction documents shall be completed Winter 2019

- Construction to begin Summer 2020
- Pennngrove Quad Gates
 - The mediums will be replaced with quad gates
 - Construction to begin in September 2019
 - Commissioning in October 2019

Lastly, Mr. Mansourian stated that SMART's staff continues to work with our Transit Agency partners to review and discuss the new passenger schedule. Once the schedule is finalized it will be tested and brought back to the Board.

Comments:

Director Zane asked if SMART has sufficient Engineer-Conductors to run extra trains in the afternoon. Mr. Mansourian responded yes.

6. Consent
 - a. Approval of Monthly Financial Reports

Vice- Chair Pahre asked for Board and public comments on the proposed Consent Agenda

MOTION: Director Hillmer moved approval of the Consent Agenda as presented. Director Naujokas second. The motion carried 10-0 (Directors Arnold and Phillips absent).

7. Authorize the General Manager to Award a Sole-Source Purchase Order to KNORR Brake Company for the Purchase of Services for the Rail Cars Air Brake Overhaul in an amount not-to-exceed \$570,080

General Manager Mansourian announced that Procurement Coordinator, Ken Hendricks, is a father of a second child, beautiful boy named Tyler.do you want that on minutes or does Ken?

Mr. Hendricks stated that the item for Board approval today is to authorize the General Manager to execute a sole-source purchase order with Knorr Brake Company, LLC. for the rail cars air brake overhaul in an amount not to exceed \$570,080. The Board approved Fiscal Year 2019-20 budget which allows for the servicing of 10 rail cars, and 4 rail cars in Fiscal Year 2020-21. The purchase for the specialized overhaul of the train's air brake system which includes: disassembly, cleaning of components, replacing consumables and preselected materials per brake overhale requirements, testing and final inspections.

Therefore, staff recommends authorizing the General Manager to execute a sole-source purchase order with Knorr Brake Company, LLC in an amount not-to-exceed \$570,080.

MOTION: Director Zane moved to Authorize the General Manager to Award a Sole-Source Purchase Order to KNORR Brake Company for the Purchase of Services for the Rail Cars Air Brake Overhaul in an amount not-to-exceed \$570,080 as presented. Director Connolly second. The motion carried 10-0 (Directors Arnold and Phillips absent).

8. 2019 Strategic Plan's Review (*Discussion Only*)

Chief Financial Officer, Erin McGrath, said that she and PFM Financial Advisors, Sarah Hollenbeck will be presenting to the Board a preview of the financial projections that will be part of the Strategic Plan. Highlights included:

- Timeline:
 - August 15, 2019: Citizens Oversight Committee review Strategic Plan
 - Week of August 19, 2019: Citizens Oversight Committee to provide comments
 - August 29, 2019: Citizens Oversight Committee will review Final Strategic Plan
 - September/October: Board of Directors will review in conjunction with Expenditure Plan
- Strategic Plan History
 - 2009 Plan- Great Recession: \$6.6 million drop in revenue = \$100 million drop in revenue stream
 - ✧ Timing crucial
 - ✧ Reevaluation and the need for phasing
 - 2014 Plan: Phasing decisions meant SMART only from San Rafael to Santa Rosa Railroad Square
 - ✧ Hard work to building partnerships
 - ✧ Additional stations: Guerneville, Atherton/San Marin, and Airport Boulevard
 - 2019 Plan: SMART now open with 44 miles of rail service, 18.4 miles of pathway, and reaching 80% of the population SMART was targeting for service
 - ✧ SMART has carried 1.4M passengers, 129K bicycles and 5,100 passengers with wheelchairs
 - ✧ Job creation near SMART stations
 - ✧ Housing developments near SMART stations
 - ✧ Retail and Commercial
- Strategic Plan = Future Stability
 - Goal: Ensure that the rail and pathway system built to date continues to serve the people of Sonoma and Marin
 - Document Highlights: Thanks to 70% voter approval of ¼ cent existing sales tax:
 - ✧ SMART has stable funding source through 2029
 - ✧ Renewing early will reduce our current debt service by more than \$12M each year and will secure a stable path forward
 - ✧ Renewing early in March 2020 will secure not only current operations Larkspur to Windsor but also provide enough funds to operate once we get to Healdsburg and Cloverdale
 - ✧ SMART will need to continue its successful grant efforts in order to fund any additional rail and path extensions to Healdsburg and Cloverdale

- Expenditure Plan Principles
 - Strategic Plan strives to address the expenditure plan principles discussed by the Board:
 - ✧ Provide for ongoing Operations and Maintenance of the current system
 - ✧ Prioritize Safe and Security Maintenance and Improvements
 - ✧ Provide for Capital Investment
 - ✧ Allow Future Amendments by the Board to reflect future changes in economic conditions

- Continuing Success
 - Progress continues despite challenges
 - New Capital Projects – Completing Larkspur and Downtown Novato; Windsor Rail and Path; Petaluma Second Station; and Petaluma SMART Pathways (Payran to Southpoint; Payran to Lakeville, and Southpoint to Penngrove)
 - Sonoma County Pathway Connectors – 2.8 miles Southwest Santa Rosa to Rohnert Park

- Strategic Plan Assumptions: Sales Tax
 - Sales Tax historically stable revenue source in District
 - Great Recession: Unprecedented Impact and unfortunate timing
 - ✧ 23% revenue loss over three years
 - ✧ 2008 Measure projected \$890M, 2009 Strategic Plan \$845M, and the current estimates over \$100M less
 - ✧ Revenue stream now recovering, but impact affected ability to bond, reduced project revenues
 - Growth projection of 3% going forward reasonable
 - ✧ 20-year history, 3%
 - ✧ Since recession 5.6% annually
 - ✧ 30-year history, no other recession reduced revenue more than 5%

- Strategic Plan: Other Revenues
 - Fare Revenue: \$7.4M in last two years and \$4.1M fiscal year 2020
 - ✧ Revenue has exceeded budgeted amounts
 - ✧ 56% of riders have some form of discount
 - ✧ Average fare per trip is \$5.74; 70% of the riders travel 2-3 zones or estimated 24 miles per trip
 - ✧ Projections forward assume modest increase for Larkspur and Windsor opening and stable 3% growth thereafter
 - Other revenues: \$8.6 million includes
 - ✧ Miscellaneous: Lease, advertising, reimbursements
 - ✧ State Revenues: Rail Assistance, Transit Assistance, others due to Senate Bill 1
 - ✧ Federal Revenues: Federal Transit Assistant funding for operations and capital

- Strategic Plan: Expenditures
 - Fiscal Year 2019-20 expenditures is forecast \$58M (non-capital)
 - Major Expenditure Categories
 - ✧ Labor Costs
 - ✧ Debt Service
 - ✧ Safety and Security
 - ✧ State of Good Repair
 - ✧ Risk Management
 - ✧ Passenger Amenities
 - ✧ Fuel and Utilities
 - ✧ Pathway and Right-of-Way Maintenance

Forecast Scenarios

- Forecast scenarios are based on single point in time and project forward based on assumptions
- Purpose is to look ahead and make a plan of action
- Designed to give SMART at the direction of SMART

Ms. McGrath introduced Ms. Hollenbeck who provided charts on different scenarios:

- Do Nothing Scenario = No Sales Tax Renewal in March 2020; No cuts to expenses
 - Shows depletion if reserves in Fiscal Year 2023-24
 - This only occurs if the sales tax is not renewed and the Board make no cuts to budget
 - SMART will not allow this scenario to come to fruition
- Under the scenario of 20-Year Sales Tax: March 2020 Success
 - Enables reduction of debt by \$12.2 million per year
 - Brings stability to operations and reserves
 - Generated excess revenue starting in 2023
 - Excess revenue would cover cost of operating to Healdsburg and Cloverdale
- Under the scenario of 30-Year Sales Tax: March 2020 Success
 - Enables reduction of debt by \$12.5 million per year
 - Brings stability to operations and reserves
 - Generated excess revenue starting in 2023
 - Excess revenue would cover cost of operating to Healdsburg and Cloverdale
 - Provides more flexibility in exploring capital funding options
 - Does not provide sufficient revenue to complete future capital expansion costs by itself, however it can be leveraged to obtain new grants (as SMART has done in the past and been successful)

Ms. McGrath illustrated different scenarios charts:

- Do Nothing Scenario: No Sales Tax Renewal or Expenditure Reduction
- 30-Year Sales Tax Extension Scenario

Mr. Mansourian stated that at the last meeting there was confusion expressing that the Measure provides capital to complete Healdsburg to Cloverdale and Pathway. He clarified by reading two different documents: 1) The SMART Ordinance, approved in 2008, *"SMART requires this measure in order to provide matching revenues to existing state and federal transportation grants, to bond for the construction of the project and to provide funding for the on-going operations and maintenance of the project"*; and 2) 2008 Expenditure Plan, *"Passage of this measure allows SMART to access other state, regional, and federal funds for the provision of passenger train service that are currently unavailable to Sonoma and Marin residents"*. SMART has received Measure Q funds and has leveraged sales tax (Measure Q) to generate outside investment. He also reminded the Board and the public that for the last 40-years BART has been discussing how to get to San Jose, so the notion that the entire SMART project needed to be completed in two years is not the reality. SMART is preparing opening ceremony for Larkspur this year and illustrated a Larkspur Funding Mix Chart.

Comments:

Director Naujokas stated that the voters gave SMART a mandate to construct a commuter rail agency from scratch with an efficient budget. SMART has accomplished building even with the Great Recession. He asked for clarification of the - reserves on the charts (Figure 1, Figure 2 and Figure 3, pages 17 and 18 of the Draft Strategic Plan). Ms. McGrath responded that the reserves will increase until the Board makes a decision/policy on how to allocate the funds.

Director Rogers stated that this is the second meeting, where some of the narrative is around the SMART Board complaining regarding press coverage and headlines, and asked the Board to get away from that. He does not think complaining about headlines is going to help pass the Measure and get better press coverage. He also added that while being honest about our financial situation, there is an opportunity to model when SMART anticipates to get to Healdsburg and Cloverdale. He asked, at what point does SMART stop placing funds into the reserves and place funds for construction. Director Rogers pointed out that SMART has brought in approximately \$32.3M from outside funding sources per year. Assuming that SMART will be leveraging funds at the same rate, can we provide the public an anticipated date to Healdsburg and Cloverdale? Mr. Mansourian responded that it's a Board Policy, because your previous success does not imply how you will do in the future. You can list and predict; however, the public will only remember what is written. The Strategic Plan outlines grant opportunities available to which SMART intends to apply for. Federal resources will be available, with the reauthorization of the Federal Transportation Legislation for 2020, Mr. Mansourian added. Director Rogers asked if the Rail Vehicle Expansion - \$44M and Rail Yard Capacity Expansion - \$25M is necessary only to get to Healdsburg or to Cloverdale. Mr. Mansourian responded that these are needed for north of Windsor. However, SMART's staff continues to evaluate and examine previous assumptions to get the best projections. Director Rogers asked if the measure passes in 2020 and when the debt can be refinanced it would still draw down the reserves until then. Ms. McGrath responded yes. Mr. Mansourian also said that every year SMART does a zero-base budget.

Director Rabbitt stated that the ability to leverage today may change based on the cost-benefit analysis going to Cloverdale. Not all of the entities that have funds available can look at the same way as delivering service to Santa Rosa, San Rafael, and Petaluma based on the population. It will be difficult to provide a model date from previous experiences.

Director Zane asked for a breakdown of the 56% of riders who have some form of discount. Ms. McGrath responded that she will research with Clipper and Mobile Apps and report back to the Board. Director Zane clarified that the Measure is not an increase of sales tax, it's an extension. SMART has done an outstanding job leveraging sales tax to generate approximately \$323 million. She suggested including emission reductions for oil (GHD) and gas in Strategic Plan. Mr. Mansourian suggested that the Air Quality district can assist with providing that information to SMART.

Director Garbarino thanked staff for the excellent presentation. She mentioned that her local newspaper headline did not have match the meeting discussion. She suggested providing the media with information/presentations. She and General Manager Mansourian had a wonderful opportunity to take the train from Downtown San Rafael Station to Airport Station. Dr. said the next generation does not want a car, and we are investing for the future.

Director Connolly thanked staff for the presentation and he is glad it's a living document. He said there was frustration that happened after the last meeting. There is plenty of uncertainties, however he thinks we have the makings of having all the parameters in this strategic plan and vision, where the voters can make an informed decision. It is going to come down to, with all the challenges and opportunities, do we want to have a commuter rail line in the North Bay and does the public see the value in that? He suggested including the gap pathway segment between Civic Center Drive station and Novato through Silveira Ranch property.

Director Lucan suggested including the State of California support for freight rail and the rail connection eastward along Highway 37. He clarified that the Novato Narrows is actually called the Marin/Sonoma Narrows.

Director Fudge thanked staff for providing the same information in the much better format, which makes it easy to understand. She remembered how the Town of Windsor had a lot of commotion at the first public meeting regarding the roundabout, but at the second meeting the public understood the project a lot better. She concurred with Director Garbarino that this is an investment for the future. She urged the public who do not get on the train regularly to ride the train and understand the value.

Public Comment

Richard Brand said that 3% growth after the completion for Larkspur and Windsor seems very low. The Russian River Winegrowers Association plans to increase tourism once Windsor is complete to visit wineries in the area.

Bjorn Gripenburg thanked SMART's staff for securing outside funding for the project including the pathway. He is concerned that SMART will not be able to obtain grants to complete the 7 miles of pathway from Civic Center to San Marin Station. The Active Transportation Agency had \$289M funds available in the last cycle and had \$3.1B requested for projects. He asked if funding is not available to build the pathway, what is SMART's plan to complete the project. Also, he thanked Director Connolly for his comments.

Rick Coates suggested including comparisons of using SMART vs. driving on Highway 101.

Jack Swearingen stated he will be taking the train for a meeting in San Francisco.

Willard Richards stated he has collected gas emission data. SMART has two years of fuel data that can provide calculations.

Duane Bellinger said he enjoys riding the train. It seems that people are understanding climate change, if subsidies for cars are cut SMART will have more riders.

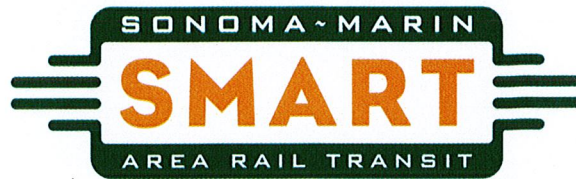
Lastly, General Manager Mansourian thanked everyone for their feedback.

8. Next Regular Meeting Board of Directors, September 4, 2019 – 1:30 PM – 5401 Old Redwood Highway, 1st Floor, Petaluma, CA 94954
9. Adjournment – Meeting adjourned at 3:02pm.

Respectfully submitted,

Leticia Rosas-Mendoza
Clerk of the Board

Approved on: _____



September 4, 2019

Gary Phillips, Chair
Transportation Authority of Marin

Barbara Pahre, Vice Chair
Golden Gate Bridge,
Highway/Transportation District

Judy Arnold
Marin County Board of Supervisors

Damon Connolly
Marin County Board of Supervisors

Debora Fudge
Sonoma County Mayors' and
Councilmembers Association

Patty Garbarino
Golden Gate Bridge,
Highway/Transportation District

Dan Hillmer
Marin County Council of Mayors and
Councilmembers

Eric Lucan
Transportation Authority of Marin

Joe Naujokas
Sonoma County Mayors' and
Councilmembers Association

David Rabbitt
Sonoma County Board of Supervisors

Chris Rogers
Sonoma County Mayors' and
Councilmembers Association

Shirlee Zane
Sonoma County Board of Supervisors

Farhad Mansourian
General Manager

A handwritten signature in purple ink, appearing to read "Farhad", is written over the printed name and title.

5401 Old Redwood Highway
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www.sonomamarintrain.org

Sonoma-Marin Area Rail Transit Board of Directors
5401 Old Redwood Highway, Suite 200
Petaluma, CA 94954

SUBJECT: Authorize the General Manager to Use a Competitive Negotiation Method to Procure Specialized Rail Equipment.

Dear Board Members:

RECOMMENDATION:

Our legislation requires SMART to purchase equipment exceeding \$40,000 by low-bid determination unless authorized by the Board upon a finding by two-thirds of all members, to use a competitive negotiation process for purchases of specialized rail transit equipment pursuant to Public Contract Code §20355.7.

Your Board-Approved Budget includes the purchase of a Railroad Wheel Press, a set of Lifting Jacks, and a Rubber Tired Hyrail Utility Vehicle for our Maintenance of Way Division.

Staff recommends that the Board authorize the General Manager to use a competitive negotiation method to procure this specialized railroad equipment to ensure compatibility with existing equipment and to select equipment providing the best value to the District.

SUMMARY:

Railroad Wheel Press

The Railroad Wheel Press is a specialized machine that will allow our Maintenance Division to mount and remove wheels and bearings on and off of the Diesel Multiple Unit (DMU) axles. SMART currently contracts with third-party vendor for this service.

Lifting Jacks

The Lifting Jacks will allow the Vehicle Maintenance Team to hoist an additional DMU inside the Rail Operation Center to perform maintenance activities.

Rubber Tired Hyrail Utility Vehicle

The Rubber Tired Hyrail Utility Vehicle is a multifunctional piece of equipment than can operate on or off of the track and will enable our Maintenance of Way Division to perform vegetation control, drainage maintenance, crossing panel and signal gate maintenance, and other related maintenance activities along our right-of-way.


Staff recommends that the Board authorize the General Manager to use a competitive negotiation method to procure the Railroad Wheel Press, Lifting Jacks, and Rubber Tired Hyrail Utility Vehicle.

FISCAL IMPACT: Funding is included in the approved Fiscal Year 2019-20 budget and is supported by Senate Bill 1 funding from the State of California.

REVIEWED BY: ☐ Finance



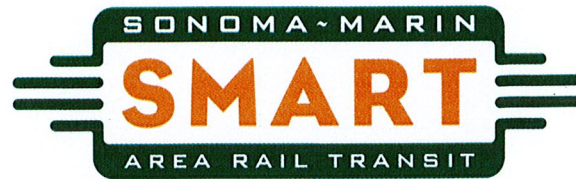
☐ Counsel



Very truly yours,



Ken Hendricks
Procurement Coordinator



Gary Phillips, Chair
Transportation Authority of Marin

Barbara Pahre, Vice Chair
Golden Gate Bridge,
Highway/Transportation District

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Chris Rogers
Sonoma County Mayors' and
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Shirlee Zane
Sonoma County Board of Supervisors

Farhad Mansourian
General Manager

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September 4, 2019

Sonoma-Marin Area Rail Transit Board of Directors
5401 Old Redwood Highway, Suite 200
Santa Rosa, CA 94954

SUBJECT: Approve a Resolution Authorizing Change Orders 020 and 041 to Contract No. CV-DB-16-001 with Stacy Witbeck/Herzog, JV for an amount of \$646,558.11 for the Larkspur Extension Project

Dear Board Members:

RECOMMENDATION:

Approve Resolution Number 2019-12 authorizing the General Manager to execute Change Order No. 020 Safety and Security Enhancement Measures for the amount of \$457,043.00 and Change Order No. 041 Grade Crossing Gauge Panels Retrofit – Larkspur to Santa Rosa for the amount of \$189,515.11, for a total combined amount of \$646,558.11.

SUMMARY:

As we complete construction activities and prepare for testing, staff has identified several items that we believe can improve the safety of the 2.1-mile extension of the SMART passenger system to Larkspur. The enhancements include adding pedestrian gates to the Francisco Boulevard West at-grade crossing, right-of-way safety fencing, a fire hydrant at the Larkspur Station, and access improvements to a safety access door in the Cal Park Tunnel. We have also included some path-of-travel improvements to the existing systems where we will replace some grade crossing panels to reduce the wheel gap near the rail in pedestrian crossings. This work is being implemented through two change orders totaling \$646,558.11 which will increase the total contract amount to \$61,147,358.32. These additional items will be funded from the project contingency.

Change Order No. 020 Safety and Security Enhancement Measures for an amount of \$457,043.00 will add four safety related items of work consisting of a fire hydrant at the larkspur station, fire safety access door inside the Cal Park Tunnel, pedestrian crossing improvements at Francisco Boulevard West, and additional fencing throughout the Larkspur Extension alignment between San Rafael and the Larkspur Station.

Change Order No. 041 Grade Crossing Gauge Panels Retrofit – Larkspur to Santa Rosa for an amount of \$189,515.11 will replace or modify concrete grade crossing panels to reduce the gap where the wheel passes through cross walks at ten locations along the Larkspur to Santa Rosa alignment.

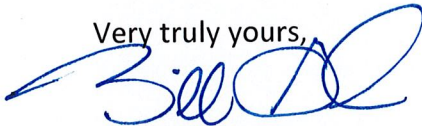
Staff recommends that the Board approve Resolution No. 2019-12 authorizing the General Manager to execute Change Order No. 020 Safety and Security Enhancement Measures for the amount of \$457,043.00 and Contract Change Order No. 041 Grade Crossing Gauge Panels Retrofit – Larkspur to Santa Rosa for the amount of \$189,515.11, for a total not-to-exceed contract amount of \$61,147,358.32.

FISCAL IMPACT: Funding for the amendment is available in the Fiscal Year 2019-20 capital budget.

REVIEWED BY: [x] Finance 

[x] Counsel 

Very truly yours,



Bill Gamlen, P.E.
Chief Engineer

Attachment(s): Resolution No. 2019-12

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SONOMA-MARIN AREA RAIL TRANSIT DISTRICT APPROVING CHANGE ORDERS TO CONTRACT NO. CV-DB-16-001 RELATED TO LARKSPUR EXTENSION PROJECT

WHEREAS, District entered into Contract No. CV-DB-16-001 with Stacy and Witbeck/Herzog, JV for the Larkspur Extension Contract; and

WHEREAS, the Contract anticipated certain additional changes or improvements to be completed as part of the scope of the work of the Larkspur extension; and

WHEREAS, Contract Change Order No. 020 provides for additional Safety and Security Enhancement Measures; and

WHEREAS, Contract Change No. 041 Grade Crossing Gauge Panels Retrofit – Larkspur to Santa Rosa; and

WHEREAS, Contract No. CV-DB-16-001 was approved through a competitive solicitation and procurement process and the work included in these Change Orders are consistent with the scope of work previously awarded; and

WHEREAS, these Change Orders meets the specifications and requirements of Contract No. CV-DB-16-001; and

WHEREAS, Contractor and SMART staff negotiated a final cost of \$646,558.11 for these Change Orders; and

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. That the foregoing recitals are true and correct.
2. That Change Order No. 020, a copy of which is attached hereto and incorporated herein as Exhibit “A”, is hereby approved.
3. That Change Order No. 040, a copy of which is attached hereto and incorporated herein as Exhibit “B”, is hereby approved.

Resolution No. 2019-12
Sonoma-Marín Area Real Transit District
September 4, 2019

PASSED AND ADOPTED at a regular meeting of the Board of Directors of the Sonoma-Marín Area Rail Transit District held on the 4th day of September 2019, by the following vote:

DIRECTORS:

AYES:

NOES:

ABSENT:

ABSTAIN:

Gary Phillips, Chair, Board of Directors
Sonoma-Marín Area Rail Transit District

ATTEST:

Leticia Rosas-Mendoza, Clerk of Board of Directors
Sonoma-Marín Area Rail Transit District

Change Order 020

Contract No.: CV-DB-16-001

Contract Title: Larkspur Extension Project



Issued to: Stacy and Witbeck/Herzog, A Joint Venture
 2800 Harbor Bay Parkway
 Alameda, California 94502
 Phone: (510) 393-2520

Change Notice Reference:
 N.A.

CO Title: Safety and Security Enhancement Measures

The Contract Price due to this CO will change by: \$ 457,043

The Contract Performance Time due to the CO will be change by: 0 calendar days

EXCEPT AS MODIFIED BY THIS CHANGE ORDER, ALL TERMS AND CONDITIONS OF THE CONTRACT, AS PREVIOUSLY MODIFIED, REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT. THE PARTIES AGREE THAT THIS CHANGE ORDER IS A FINAL AND EQUITABLE ADJUSTMENT OF THE CONTRACT TIME AND CONTRACT AMOUNT AND CONSTITUTES A MUTUAL ACCORD AND SATISFACTION OF ALL CLAIMS, CURRENT OR FUTURE, OF WHATEVER NATURE CAUSED BY OR ARISING OUT OF THE FACTS AND CIRCUMSTANCES SURROUNDING THIS CHANGE ORDER INCLUDING, BUT NOT LIMITED TO, DIRECT, INDIRECT AND CONSEQUENTIAL COSTS; ADDITIONAL TIME FOR PERFORMANCE; AND THE IMPACT OF THE CHANGE SPECIFIED IN THIS CHANGE ORDER, ALONE OR TAKEN WITH OTHER CHANGES, ON THE UNCHANGED WORK.

Description of change:

This Change Order provides for the following:

- Additional right-of-way fencing. Increase the allowance of Bid Item 2F: Provisional Sum 6 foot Chain Link Fence by \$200,00 to a new not-to-exceed amount of \$265,000.00.
- Installation of a new fire hydrant at the Larkspur Station (SWH-SMART-125)

Concurred By:

Concurred By:

Project Engineer

Date

District Chief Engineer

Date

Ahmed Thleiji

Bill Gamlen

The undersigned agrees to the terms and conditions described herein.

Contractor Acceptance

Sonoma-Marin Area Rail Transit

Title: Project Representative

Title: General Manager

(Authorized Signature for Contractor)

Date

(Authorized Signature for Owner)

Date

Dan Elshire

Farhad Mansourian

Change Order 020

Contract No.: CV-DB-16-001

Contract Title: Larkspur Extension Project



- Modify the existing emergency access door in the Cal Park Tunnel (CN 14; SWH-SMART-131)
- Construct pedestrian crossing enhancements at the Francisco Boulevard West at-grade crossing (CN 17; SHW-SMART 126)

Compensation for this Change Order will be made by adding the following Pay Item(s):

Pay Item No.	Funding Source	Description	Unit	Qty.	Unit Price	Item Total
CO 020	4006A	Additional Fencing	LS	1	\$200,000	\$200,000
CO 020	4002A	Fire Hydrant at Larkspur Station	LS	1	\$15,000	\$15,000
CO 020	4006A	Fire Door in the Cal Park Tunnel	LS	1	\$95,929	\$95,929
CO 020	5002A	Civil Construction of Signalized Pedestrian Crossing at Francisco Blvd. W.	LS	1	\$146,114	\$146,114

Initials:

Project Engineer

Contractor

Chief Engineer

Change Order 041

Contract No.: CV-DB-16-001

Contract Title: Larkspur Extension Project



Issued to: Stacy and Witbeck/Herzog, A Joint Venture
 2800 Harbor Bay Parkway
 Alameda, California 94502
 Phone: (510) 393-2520

Change Notice Reference:
 20.1

CO Title: Crossing Panel Retrofit

The Contract Price due to this CO will change by: \$ 189,515.11

The Contract Performance Time due to the CO will be change by: 0 calendar days

EXCEPT AS MODIFIED BY THIS CHANGE ORDER, ALL TERMS AND CONDITIONS OF THE CONTRACT, AS PREVIOUSLY MODIFIED, REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT. THE PARTIES AGREE THAT THIS CHANGE ORDER IS A FINAL AND EQUITABLE ADJUSTMENT OF THE CONTRACT TIME AND CONTRACT AMOUNT AND CONSTITUTES A MUTUAL ACCORD AND SATISFACTION OF ALL CLAIMS, CURRENT OR FUTURE, OF WHATEVER NATURE CAUSED BY OR ARISING OUT OF THE FACTS AND CIRCUMSTANCES SURROUNDING THIS CHANGE ORDER INCLUDING, BUT NOT LIMITED TO, DIRECT, INDIRECT AND CONSEQUENTIAL COSTS; ADDITIONAL TIME FOR PERFORMANCE; AND THE IMPACT OF THE CHANGE SPECIFIED IN THIS CHANGE ORDER, ALONE OR TAKEN WITH OTHER CHANGES, ON THE UNCHANGED WORK.

Description of change:

Grade crossing improvements including stripping, asphalt conforms, and install precast ADA compliant (2-1/2" maximum horizontal flangeway gap) gauge panels or filler as specified below:

Concurred By:

Concurred By:

Project Engineer

Date

District Chief Engineer

Date

Ahmed Thleiji

Bill Gamlen

The undersigned agrees to the terms and conditions described herein.

Contractor Acceptance

Sonoma-Marin Area Rail Transit

Title: Project Representative

Title: General Manager

(Authorized Signature for Contractor)

Date

(Authorized Signature for Owner)

Date

Dan Elshire

Farhad Mansourian

Change Order 041

Contract No.: CV-DB-16-001

Contract Title: Larkspur Extension Project



Crossing	Gage North	Gage South	Notes
West College Ave	3	2	OMNI panels on siding track.
3rd Street	5	5	OMNI panels on main and siding track.
Rohnert Park Expressway	2	2	CXT Panels
Southwest Boulevard	1	1	Omega panel. In addition, replace existing damaged gage panel in roadway with existing pedestrian path gage panel.
Payran St	0	0	Freight track- Remove and replace asphalt between tracks and 2 feet on each side of the track across entire roadway and pathway section.
Lakeville St	0	1	Omega panel
Grant Ave	0	1	Omega panel
Franklin PED Xing	1	N/A	ADA iron horse way filler
Ignacio PED Xing	3	N/A	ADA iron horse way filler
Paloma Ave	0	1	Omega panel

Compensation for this Change Order will be made by adding the following Pay Item(s):

Pay Item No.	Funding Source	Description	Unit	Qty.	Unit Price	Item Total
CO 041	1002I	ADA Crossing Panel Retrofit	LS	1	\$ 189,515.11	\$ 189,515.11

Initials:

Project Engineer

Contractor

Chief Engineer



September 4, 2019

Gary Phillips, Chair
Transportation Authority of Marin

Barbara Pahre, Vice Chair
Golden Gate Bridge,
Highway/Transportation District

Judy Arnold
Marin County Board of Supervisors

Damon Connolly
Marin County Board of Supervisors

Debora Fudge
Sonoma County Mayors' and
Councilmembers Association

Patty Garbarino
Golden Gate Bridge,
Highway/Transportation District

Dan Hillmer
Marin County Council of Mayors and
Councilmembers

Eric Lucan
Transportation Authority of Marin

Joe Naujokas
Sonoma County Mayors' and
Councilmembers Association

David Rabbitt
Sonoma County Board of Supervisors

Chris Rogers
Sonoma County Mayors' and
Councilmembers Association

Shirlee Zane
Sonoma County Board of Supervisors

Farhad Mansourian
General Manager

5401 Old Redwood Highway
Suite 200
Petaluma, CA 94954
Phone: 707-794-3330
Fax: 707-794-3037
www.sonomamarintrain.org

Sonoma-Marín Area Rail Transit Board of Directors
5401 Old Redwood Highway, Suite 200
Petaluma, CA 94954

SUBJECT: Discussion of the 2019 Strategic Plan

Dear Board Members:

RECOMMENDATION: Discussion Only.

SUMMARY:

Staff has met with the Citizens Oversight Committee four times this year to discuss the Strategic Plan, starting in March and ending last week. On August 29th, our final meeting on the 2019 Strategic Plan, we reviewed changes that were made based on the Committee's input and answered questions. The members of the Committee agreed that the best financial plan for the District involves an early renewal of the sales tax in 2020 to allow for restructuring of SMART's debt related to the delivery of the rail and pathway system to date.

The current draft of the 2019 Strategic Plan has the original elements presented to your Board at its August 21st meeting and changes that are the result of final comments last week from the Citizens Oversight Committee. The Plan first provides background on the progress made to date and provides financial projections for the future as discussed by your Board at our last two meetings.

With the exception of small clarifications, corrections and additions of details not clear in the document, there is one new section that is entirely new to the document since your Board was briefed on it August 21st.

On page 23, there is a new section that identifies the work that SMART is doing at the request of the State of California. That section describes, first, SMART's potential future involvement in freight rail transportation. The plan explains that SMART has been tasked with assuming the responsibilities of managing freight rail functions along our corridor. This section also mentions the recent engineering feasibility analysis related to SMART's railroad tracks between Novato and Napa/Solano Counties.

The analysis found that it would be feasible for SMART to host passenger rail services connecting SMART to the national rail network, including Amtrak and Capitol Corridor. While this is a State-funded effort, it's important to include in the Plan because the rail connection eastward along Highway 37 is also currently used to transport SMART's rail vehicles to rail maintenance facilities outside of the SMART District for major repair and overhaul work as needed. It has also been crucial for the receipt of construction materials during the buildout of the first segment of operating rail.

The other change to the plan that is worth noting is a section on page 23 that outlines SMART's successful history since 2008 of taking a challenging financial picture and delivering the rail line which will soon run from Larkspur to Windsor a reality. We have not received any definitive feedback on including target dates for reaching Healdsburg and Cloverdale based on assumptions of funding source availability. Thus, the draft before you today do not have target dates included.

In summary, we recommend your consideration and ultimate approval of this Plan as we believe it follows the principles for Sales Tax that your Board has discussed:

- Providing for ongoing Operation and Maintenance of the Current System
- Prioritize Safety and Security Maintenance and Improvements
- Providing for Capital Investment
- Allow Future Amendments by the Board to reflect future changes in economic conditions

We look forward to your feedback and can adjust the document as needed before you consider the plan for adoption at your September 18th meeting.

Very truly yours,



Erin McGrath
Chief Financial Officer

Attachment(s): Draft 2019 Strategic Plan



2019 Strategic Plan

Sonoma-Marin Area Rail Transit District

Strategic Plan 2019

Draft Dated August 30, 2019

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DRAFT

EXECUTIVE SUMMARY

Since the approval of the Measure Q sales tax in 2008, SMART has moved to build and operate an entirely new transit alternative to sitting in traffic on Highway 101. Voters showed their desire to have this system in the most important way possible: by agreeing to help pay for it. Approval of the ¼ cent sales tax provided a stable funding source for SMART until 2029.

The main task of this Strategic Plan is to assist the District and its policy-making Board in the decisions needed to preserve the progress that has been made to date and secure the transportation alternative well into the future.

Progress to Date:

- SMART's ¼ cent sales tax has produced \$289 million in revenues and SMART leveraged the to bring in over \$323 million for building and operating the system-- effectively doubling the sales tax income.
- The SMART project has resulted in \$600 million of direct investment in the transportation infrastructure of the two Counties resulting in a reliable rail transit system that runs from San Rafael in Marin to Airport Boulevard in Sonoma
- In response to the great recession's reduction in the capital funding available for the project, SMART successfully obtained additional funding in order to restore project elements including six more rail cars, more stations opening in 2017, extensions to Larkspur and Windsor, and additional pathway connections.
- SMART also successfully worked to obtain funding to opened with more service than originally planned in Measure Q, and has carried over 1.4 million passengers to date.
- This year, only two years after opening, SMART will open two new stations: Larkspur and Downtown Novato and add service runs during commute hours.
- The launch of services to Larkspur and Downtown Novato will coincide with the launch of increased service levels to reduce the time between trains in the peak commute periods.

While extension of the current sales tax was always envisioned as necessary for continued operations, the year in which SMART asked voters for that extension was not planned. SMART's current and planned service is designed to serve future riders and pathway users for decades to come. Those benefits will continue past the 2029 current expiration of the tax.

In the past two years, the District has found that the costs of operating are higher than earlier projections. Those cost pressures include the high cost of labor for qualified staff driven by the cost of housing and living in the Bay Area. These are added to the escalating debt payments tied to the delivery of the current rail and pathway network.

This Strategic Plan focuses on a path forward in which SMART asks voters in March 2020 to extend the current sales tax past its 2029 expiration date. This would provide the best path to future financial stability for SMART. A March 2020 extension gives the District time needed to restructure its debt and allows more annual funding for operations. The estimated benefits are outlined below:

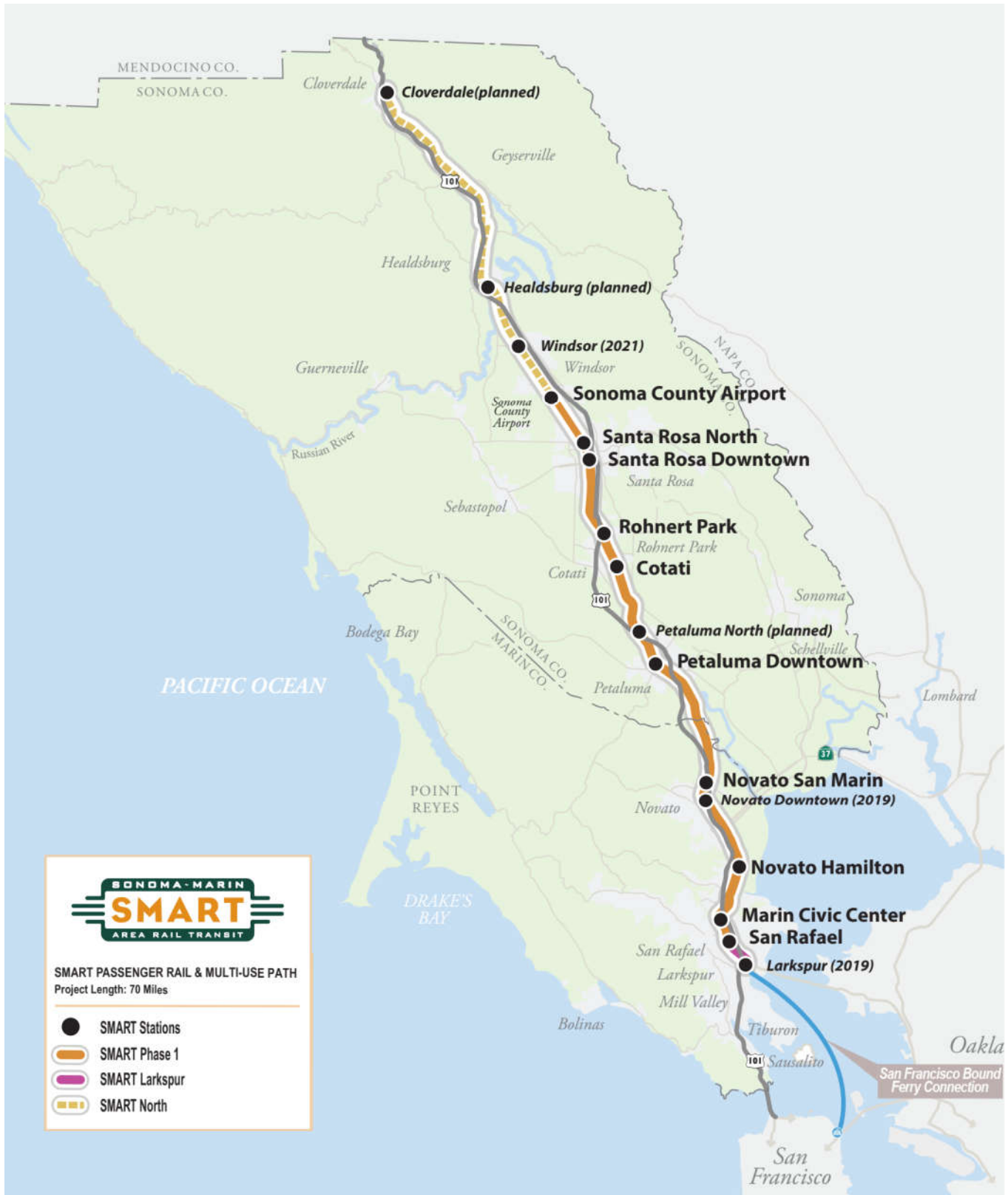
Benefits of Early Extension:

- It would reduce annual debt service from \$18 million to \$6.2 million.
- The reduction would produce an additional \$12 million annually and that savings would provide stable funding for continuing current service levels and ongoing maintenance.
- By reducing annual debt service, SMART could also operate future rail extensions to Healdsburg and Cloverdale and future pathway expansion should outside construction funding become available.

Without an early extension of the sales tax, SMART would be required to implement cost cutting measures in order to bring costs other than debt service down to match anticipated revenue levels.

This 2019 Plan has been reviewed by SMART's Citizens Oversight Committee and was approved by the Board of Directors on _____, 2019. It includes sections outlining SMART's current operations and capital projects, discusses the related revenues and expenditures, and presents more detailed information on the financial planning options available to the Board in the coming years.

SMART RAIL SYSTEM MAP 2019



BACKGROUND AND HISTORY

SMART's ¼ cent sales tax was enacted in 2008 by 70% of voters in Sonoma and Marin Counties. This stable revenue stream has allowed SMART to both build and operate the current commuter rail service and pathway connections between San Rafael in Marin to Airport Boulevard in Sonoma. This progress to date has occurred despite the fact that the Great Recession brought uncertainty to the project in its early days and enormous challenges to delivering this new service.

SMART's positive movement forward, despite these challenges, meant the opening, in 2017, of a new transit alternative spanning 43 miles that reaches over 80% of the population SMART was targeting for ridership. In addition to the building of the system and creating an entire transit agency, the existence of Measure Q has also spurred the creation of jobs, such as



the growth of BioMarin in San Rafael whose buildout location choice was due to the walking distance of their new space from SMART. Commercial, retail and all-important housing is being built in Rohnert Park principally due to the SMART station there. The existence of SMART as a fully staffed operating transit district has allowed also for active partnerships with others who have funded \$53.4 toward additional multiuse pathway either on or made possible by our rail right-of-way.

Since the passage of Measure Q in 2008, SMART has completed a Strategic Plan every five years. In 2009, SMART prepared and approved its first Strategic Plan, which focused on initiation of the SMART capital project and the funding available for that project. The Great Recession was just beginning to make its impacts felt, affecting the sales tax starting in 2008 through 2010, reducing it by \$6.6 million during that time. This initial reduction meant an overall reduction in the sales tax revenue stream for bonding purposes in 2011. Ultimately the difference in the 20-year stream between the initial sales tax proposal and later plans meant a loss of over \$100 million for the District. This fact led SMART leaders to reevaluate the capacity to deliver the full 70-mile system, in the face of a falling revenue stream accompanied by cost increases tied to new regulatory requirements, the realities of construction in an active freight corridor, and significant environmental mitigation expectations, to name a few. That plan set the stage for the District to determine what was buildable and proceed with steps to finally secure the grants, financing and contracts needed to build the first operating segment.

The 2014 Strategic Plan summarized the subsequent decision-making by the Board to build the SMART project in phases, and provided updates on the decisions made as part of the capital buildout. The initial operating segment was under construction at that time, from downtown San Rafael to Railroad Square in Santa Rosa. SMART's ability to move quickly during a slow economic time led to favorable bid results, construction savings, greater confidence in the success of the project and ultimately further project expansions. State and regional funding agencies were willing to grant more funds to the District as a "shovel-ready" project with momentum. SMART extended the project to an additional station at Guerneville Road in Santa Rosa, a station at Atherton/San Marin in Novato, and then ultimately to Airport Boulevard in Sonoma County. That 2014 plan included more informed estimates for the cost of opening and operating rail passenger service utilizing state of the art trains, tracks, signals and related infrastructure.

The 2019 Strategic Plan is the first plan since SMART has completed construction of the first 44-mile Initial Operating Segment. As of this plan, SMART and its partner agencies have constructed 18.4 miles of pathway available for use, with another 14.5 miles under construction or fully funded for construction in the coming two years. It also is the first plan since SMART began operating passenger rail service in August of 2017. In these two years SMART has carried over 1.4 million passengers, 133,000 bicyclists, and 5,100 passengers using wheelchairs. Voters and taxpayers have invested nearly \$600 million into SMART and this Strategic Plan is designed to outline the financial steps the District can follow to ensure that the rail service and pathway system is maintained and operating at its highest capacity for the future of the North Bay.

GUIDELINES FOR PLAN

In July 2019, the Board of Directors discussed future expenditure plan priorities that serve as principles for the use of Sales Tax funds in the future. Thus, this 2019 Strategic Plan also adopts the same principles for priorities as outlined below:

Measure Q Funds Expenditure Principles:

1. Provide for ongoing Operation and Maintenance of the Current System: Includes funding for annual maintenance and repair, future upgrades to current systems, replacement cycles, and investment in newer technology
2. Prioritize Safety and Security Maintenance and Improvements: For enhancements in safety and security of passengers, employees, the public and our infrastructure
3. Provide for Capital Investment: Completion of all projects currently underway, and additionally:
 - Completion of the Windsor Extension project
 - Completion of the Healdsburg project
 - Completion of the Cloverdale project
 - Completion of pathway projects connecting our stations
 - Completion of the second station in Petaluma
 - Purchase of additional train sets
 - Double tracking where feasible
4. Future Amendments: The Board of Directors may review and propose amendments to these principles to provide for the use of additional Federal, State, Regional or local funds, to account for unexpected revenues and to accommodate any unforeseen circumstances.

This Strategic Plan also incorporates other principles that have guided SMART since 2008. This document continues past practice by recognizing the following additional guiding principles:

Transparent Reporting:

This Strategic Plan is just one of many reports available to the public for review outlining the finances of the District. SMART commits as part of this plan to continue to provide those reports which include:

- Fiscal Year Budget Documents: Detailing Expenditures and Revenues
- Monthly Finance reports: Progress against budget, and capital project progress

- Annual Report: High level report on project and operations
- Comprehensive Annual Financial Report: Yearly financial statements reviewed by an independent auditor utilizing generally accepted accounting principles as well as Government Accounting Standards Board (GASB) guidelines. SMART has received six Awards of Excellence for its Comprehensive Annual Financial Reports.

Citizens Oversight Committee

The current Citizens Oversight Committee has been in place since 2009. The Citizens Oversight Committee should continue into the future. In order to follow SMART's Title VI Non-Discrimination Policy guidance, the Citizen's Oversight Committee should operate with written Bylaws prior to the 2021 update of SMART's Non-Discrimination Policy. Future Committees should be appointed by the Board with terms that coincide with the Strategic Plan process, and with some requirements of knowledge in financial planning, transit service, and strive to reflect the demographic makeup of the SMART District.

Multi-Jurisdictional Coordination:

SMART will continue to work closely with the municipalities located along the project corridor, as well as with Marin and Sonoma county transportation and transit agencies, to ensure that services and capital project elements are closely coordinated with existing and future transportation planning efforts and achieves the goal of serving riders and improving the quality of life and the environment. As a primarily Clipper-dominated fare system, SMART assisted in ushering this system which assists riders throughout the Bay Area in making seamless connections between transit modes. SMART opened with the most progressive transfer policy in the region for riders transferring from buses and ferry to the train providing a discount of \$1.50 per transfer. SMART collaborated with local transit partners (Golden Gate Transit, Marin Transit, Sonoma County Transit, Santa Rosa CityBus, Petaluma Transit, Napa VINE, Mendocino Transit) to develop an integrated fare policy to simplify the transit riding experience and incentivize riders to use local transit as the first and last mile transportation option when choosing to ride SMART. Work will continue as the SMART schedule evolves to coordinate "first and last mile" connections between transit modes as well as welcoming bike share systems and cooperative efforts to build important pathway connections to SMART stations. SMART will cooperate with local jurisdictions' efforts to make their transportation networks better for their residents who need help getting to the train.

SMART will also continue to work as the designated successor to the North Coast Railroad Authority (NCRA) to facilitate freight rail traffic, which shares the right-of-way with SMART passenger service. SMART has provided accommodation to freight along the shared corridor including gauntlet tracks at each station, upgraded freight rail sidings, passenger rail vehicles that meet Federal Railroad Administration standards, and installation of "positive train control" equipment on all locomotives and along the entire right-of-way.

Similarly, constant coordination with law enforcement, fire and safety agencies, and regional and state emergency preparedness services are a priority for SMART now and into the future.

On-Going Planning for Future Phases

This Strategic Plan discusses currently planned rail and pathway extensions as well as funding sources and strategies for future extensions. Although this plan does not identify sufficient sales tax funds for

significant capital projects going forward, the plan identifies revenue that can be used for operating any new extensions. The plan also includes funds for staff to continue to work on partnerships, strategies and applications for funding that can be used to construct future phases.

OPERATIONS

Current:

SMART began operating a full passenger service schedule on August 25, 2017. SMART's passenger rail service currently operates 10 stations, with 16 stations planned for the ultimate buildout of the system, 2 more than originally included in the 2008 SMART Strategic Plan and Measure Q planning and approval phase. Since opening day, SMART has carried 1.4 million passengers, with weekly ridership averaging 13,922. SMART's most heavily travelled stations to date are San Rafael and Petaluma Downtown.

SMART's Operations Department directly manages all train, track, signal, train control systems and facilities including the pathway, that provide the transit service utilized by the traveling public. SMART was able to launch rail passenger service with more trips than originally expected during the planning and approval of Measure Q in 2008. SMART currently provides a total of 34 weekday trips, 17 southbound and 17 northbound, and 10 weekend trips, 5 southbound and 5 northbound, 365 days per year. The trips provide equal frequency of service in the north and southbound directions reflecting the reality that job centers are located along the entire corridor, not just in the south. The end-to-end trip time of 67 minutes between Sonoma County Airport and San Rafael is competitive with highway commute times of as much as 100 minutes during commute times and provides predictability that cannot be achieved on Highway 101. The first train leaves at 4:19 am and the last train stop is at 9:42 pm. Even when trains aren't carrying passengers, SMART operations continue 24-hours a day, with continuous dispatching for right-of-way and vehicle maintenance, vehicle testing, inspection and coordination with freight rail activities and local traffic authorities.

SMART currently operates a fleet of fourteen Diesel Multiple Unit (DMU) rail vehicles in two and three-car train set configurations with a seated capacity of 158 – 237 per train set. SMART received four more DMU vehicles at the end of 2018 and those vehicles will enter revenue service in late 2019 with the addition of Larkspur and Downtown Novato into the system.

Access to SMART stations is assisted by the SMART pathway, which SMART has the responsibility of monitoring and maintaining. The pathway currently offers direct connections to 8 of the 10 existing SMART stations.



Effective August 25, 2017

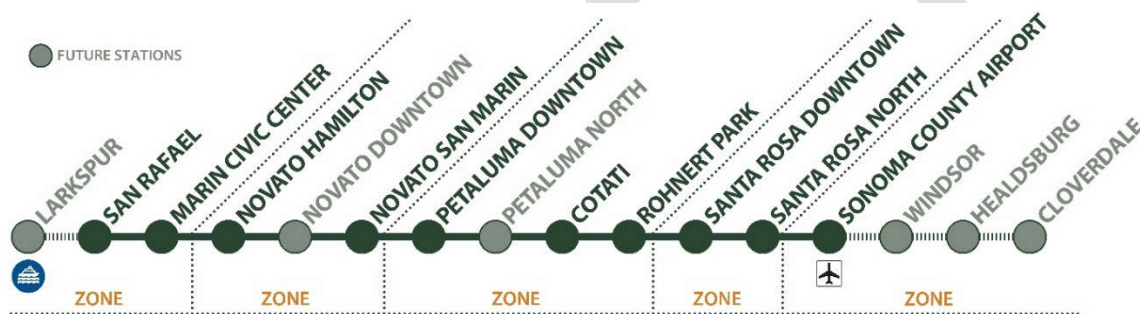
WEEKDAY SCHEDULE												
SOUTHBOUND - Sonoma County Airport to Downtown San Rafael												
Sonoma County Airport	4:19	4:49	5:19	5:49	6:19	6:49	7:19	7:49	8:19	8:49	9:19	9:49
Santa Rosa North	4:26	4:56	5:26	5:56	6:26	6:56	7:26	7:56	8:26	8:56	9:26	9:56
Santa Rosa Downtown	4:31	5:01	5:31	6:01	6:31	7:01	7:31	8:01	8:31	9:01	9:31	10:01
Roberts Park	4:38	5:08	5:38	6:08	6:38	7:08	7:38	8:08	8:38	9:08	9:38	10:08
Cotati	4:42	5:12	5:42	6:12	6:42	7:12	7:42	8:12	8:42	9:12	9:42	10:12
Petaluma Downtown	4:55	5:25	5:55	6:25	6:55	7:25	7:55	8:25	8:55	9:25	9:55	10:25
Novato San Marin	5:06	5:36	6:06	6:36	7:06	7:36	8:06	8:36	9:06	9:36	10:06	10:36
Novato Hamilton	5:14	5:44	6:14	6:44	7:14	7:44	8:14	8:44	9:14	9:44	10:14	10:44
Marin Civic Center	5:20	5:50	6:20	6:50	7:20	7:50	8:20	8:50	9:20	9:50	10:20	10:50
San Rafael	5:26	5:56	6:26	6:56	7:26	7:56	8:26	8:56	9:26	9:56	10:26	10:56
NORTHBOUND - Downtown San Rafael to Sonoma County Airport												
San Rafael	5:59	6:29	6:59	7:29	7:59	8:29	8:59	9:29	9:59	10:29	10:59	11:29
Marin Civic Center	6:05	6:35	7:05	7:35	8:05	8:35	9:05	9:35	10:05	10:35	11:05	11:35
Novato Hamilton	6:11	6:41	7:11	7:41	8:11	8:41	9:11	9:41	10:11	10:41	11:11	11:41
Novato San Marin	6:19	6:49	7:19	7:49	8:19	8:49	9:19	9:49	10:19	10:49	11:19	11:49
Petaluma Downtown	6:30	7:00	7:30	8:00	8:30	9:00	9:30	10:00	10:30	11:00	11:30	12:00
Cotati	6:43	7:13	7:43	8:13	8:43	9:13	9:43	10:13	10:43	11:13	11:43	12:13
Roberts Park	6:47	7:17	7:47	8:17	8:47	9:17	9:47	10:17	10:47	11:17	11:47	12:17
Santa Rosa Downtown	6:54	7:24	7:54	8:24	8:54	9:24	9:54	10:24	10:54	11:24	11:54	12:24
Santa Rosa North	6:59	7:29	7:59	8:29	8:59	9:29	9:59	10:29	10:59	11:29	11:59	12:29
Sonoma County Airport	7:06	7:36	8:06	8:36	9:06	9:36	10:06	10:36	11:06	11:36	12:06	12:36
WEEKEND AND HOLIDAY SCHEDULE												
SOUTHBOUND - Sonoma County Airport to Downtown San Rafael						NORTHBOUND - Downtown San Rafael to Sonoma County Airport						
Sonoma County Airport	10:13	12:13	1:13	3:16	7:23	San Rafael	11:52	1:52	2:55	4:55	8:50	
Santa Rosa North	10:20	12:20	1:20	3:23	7:30	Marin Civic Center	11:58	1:58	3:01	5:01	8:56	
Santa Rosa Downtown	10:25	12:25	1:25	3:28	7:35	Novato Hamilton	12:04	2:04	3:07	5:07	9:02	
Roberts Park	10:32	12:32	1:32	3:35	7:42	Novato San Marin	12:12	2:12	3:15	5:15	9:10	
Cotati	10:36	12:36	1:36	3:39	7:46	Petaluma Downtown	12:23	2:23	3:26	5:26	9:21	
Petaluma Downtown	10:40	12:40	1:40	3:43	7:50	Cotati	12:30	2:30	3:33	5:33	9:28	
Novato San Marin	11:00	1:00	2:00	4:03	8:10	Roberts Park	12:40	2:40	3:43	5:43	9:38	
Novato Hamilton	11:08	1:08	2:08	4:11	8:18	Santa Rosa Downtown	12:47	2:47	3:50	5:50	9:45	
Marin Civic Center	11:16	1:16	2:16	4:17	8:24	Santa Rosa North	12:52	2:52	3:55	5:55	9:50	
San Rafael	11:20	1:20	2:20	4:23	8:30	Sonoma County Airport	12:59	2:59	4:02	6:02	9:57	

Visit www.SonomaMarinTrain.org for more information.

Attached in Appendix A is a detailed map showing Pathway progress to date.

SMART's Administration Department consists of the staff, services and supplies needed to run all parts of the SMART system including support for capital and operations. Its divisions include legal, human resources, finance, real estate, planning, grants, outreach and procurement. This staff works hand in hand with operations on all efforts to supply the train and path with all the back-end resources it needs while simultaneously working to find funding to extend the service farther.

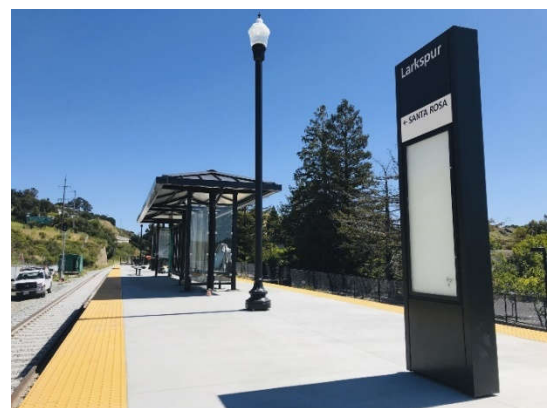
The Capital Department includes staff and consultants who assist SMART with the design and implementation of all current and future construction projects that have made the train and pathway possible and will extend it farther. This staff also manages ongoing monitoring activities associated with the structural safety of SMART's infrastructure such as monitoring SMART's mainline and Brazos branch (freight-only, eastern) bridges. The Capital Department also designs and manages projects that improve the current system through installation of major equipment, upgrading of all necessary systems or projects to keep SMART's infrastructure up to modern standards.



New Service in 2019:

SMART will make three changes this year that will increase service and provide more access to transit to more people in Marin and Sonoma. In late 2019, SMART will open two new stations: Larkspur and Downtown Novato.

The Larkspur extension will extend passenger service 2.1 miles from Downtown San Rafael to Larkspur. The new rail line includes two bridges, one station with amenities, six at-grade crossings, temporary reconfiguration of the San Rafael Bettini Transit Center and train control systems that include federally mandated Positive Train Control. This project is also accommodating a reconfiguration of a major local street to ultimately allow for fewer grade crossings on the project, improved safety, and allow the City of San Rafael, in conjunction with SMART, to complete a new parallel Class 1 pathway.



The Downtown Novato station, funded by the City of Novato, is planned to open in late 2019. In addition to its central location within walking distance of 4,000 residents, this new station will also be served by the full train schedule.

Finally, the launch of services to Larkspur and Downtown Novato is anticipated to coincide with the launch of increased service levels to reduce the time between trains in the peak commute periods. The increased service will provide more trip options during the day, creating flexibility for riders, likely decreasing on-board crowding during high demand periods, and creating more consistent headways, or wait periods, between trains. During the weekend, service will start earlier.

CAPITAL PROJECTS

In addition to the nearly complete Larkspur and Downtown Novato Station additions mentioned above, SMART currently is working on the following funded capital projects:

Windsor Rail Extension and Pathway: The SMART Windsor Rail Extension and SMART Pathway will provide a northern rail extension between Sonoma County's Airport Boulevard and the Town of Windsor, including just over 3-miles of Class 4 mainline track, four bridges, one station with amenities and gauntlet tracks to accommodate freight train passage, five at-grade crossings, and train control systems that include federally mandated Positive Train Control. The project provides a second entrance into the SMART Rail Operations Center (ROC) ensuring redundancy and flexibility. The double track portion will also function as a freight siding enabling more efficient movement of freight around SMART's busiest operating hours. The Town of Windsor is partnering with SMART to implement improvements to the at-grade street crossing adjacent to the SMART Windsor Station, which is a three-way crossing of the SMART tracks with Windsor River Road and River Road. The train control systems portion of the project was awarded in September 2018 for \$15.7 million. The track, stations and other infrastructure are currently the subject of an active competitive process with procurement completion expected in the fall of 2019. The project is currently on target to be completed and open for revenue service in late 2021. Pathway completion between Sonoma County Airport and Windsor is planned to be part of the project.

Petaluma Second Station: SMART is currently working on a public private partnership to provide a second station in Petaluma. This agreement would involve a property exchange with SMART's downtown property for land in the north end of Petaluma and funding sufficient to build another station and parking. No additional sales tax or grant funds would be needed if this agreement is finalized and executed.

Petaluma SMART Pathway: Three segments of SMART Pathway are in construction or fully funded for construction in Petaluma. These segments include safe, non-motorized crossings of several major barriers in Petaluma, including the Petaluma River and Highway 101. Combined, these three segments create a 4.5-mile continuous paved Class 1 pathway system through Petaluma connecting to Penngrove and complete all of the SMART Pathway in Petaluma that was part of the original Measure Q program.

The first segment under construction in Petaluma connects from Payran Street to Southpoint Boulevard. This project is constructing a 1.2-mile Class 1 paved bicycle and pedestrian pathway within the



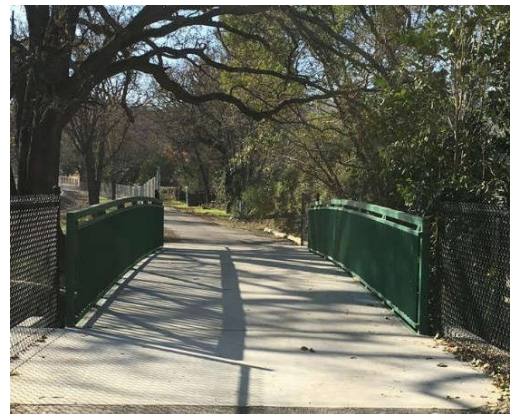
active SMART railroad right-of-way, including a 200-foot pedestrian and bicycles-only bridge over the Petaluma River and path under Highway 101, connecting east and west Petaluma. Currently there are limited options between east and west Petaluma for bicyclists and pedestrians. The lack of Class 1 paved facilities, motivates trespassing behavior on the railroad right-of-way to cross the river and the highway or forcing pedestrians and cyclists onto steep high speed/high volume arterials crossing the highway. The project will connect east Petaluma to the SMART rail station in Downtown Petaluma and support local access to schools and services on either side of the highway and river. The project, with a direct cost of \$2.4 million, is currently under construction and is estimated to be completed in October 2019.

The second segment under construction connects from Payran Street to Lakeville Street northwest of the Downtown Petaluma SMART Station. This project will construct a .4 mile Class 1 pathway and, in partnership with the City of Petaluma, provide improved pedestrian connections in the area. This project is anticipated to begin and complete construction in the spring and summer of 2020 utilizing \$900,000 in other pathway construction grant savings.

The third segment in Petaluma is fully funded for construction connecting from Southpoint Boulevard to Penngrove's Main Street. This project will add 2.5-miles of Class 1 SMART Pathway through East Petaluma and into the heart of Penngrove and is combined for contracting with the SMART Pathway connection between Rohnert Park and Santa Rosa, described below. This project will begin design in the fall of 2019, start construction in the spring of 2021 and is anticipated to be open for use prior to the spring of 2023.

Sonoma County Pathway Connectors (Santa Rosa, Rohnert Park and Cotati): The SMART Pathway has been completed between Santa Rosa's Guerneville Road and Bellevue Avenue in Southwest Santa Rosa (4.2-miles) and between Rohnert Park's Golf Course Drive and Sonoma Mountain Village south of Cotati (3.3-miles) with a mix of outside grants, local resources, private funds and SMART funds. Funding has been secured to complete construction of the "gap closure" between these two areas, south from Bellevue Avenue to Golf Course Drive in Rohnert Park.

The project will construct 2.8-miles of Class 1 paved bicycle and pedestrian pathway within the active SMART railroad right-of-way from Southwest Santa Rosa to Rohnert Park. Currently there are no direct bicycle/pedestrian transportation options between these urban areas of Southwest Santa Rosa and Rohnert Park, other than Highway 101 where bicyclists and pedestrians are forbidden. Additionally, there are few sidewalks internal to most of the neighborhoods of Southwest Santa Rosa, an area including the one State-recognized Disadvantaged Community in the SMART District.



The project will close a gap between existing segments of the SMART Pathway and will create 10.3-miles of continuous Class 1 Pathway connecting major destinations through some of the SMART District's most urban neighborhoods and crossing through urban areas and obstacles to pedestrians and bicyclists. Combined, this entire stretch of the pathway will connect people to several perpendicular connecting Class 1 pathways (Joe Rodota Trail, Colgan Creek Trail, Hinebaugh Creek Trail) and further

connect people to communities, services and educational and employment opportunities. The cost estimate of the project, which has been combined with the Southpoint Boulevard to Penngrove Main Street segment, described above, is \$13.8 million. The funding, programmed from the Regional Active Transportation Program and local traffic impact fees will be available starting in 2021 with construction complete by Spring 2023.

For a map of all the SMART pathways and their status, please see Appendix A.

Safety Enhancements: While the SMART system meets or exceeds all State and Federal safety requirements, each time there is an incident or concern, SMART evaluates whether there is anything within SMART's ability and means that could improve the safety of the system. As a result of several incidents of distracted pedestrians and bicyclists colliding with the train, the SMART Board has authorized the use of capital reserves for safety enhancements at 30 crossings with a direct cost of \$498,455.



These improvements, which would exceed the standards set forth by the State or Federal Railroad Administration, target distracted pedestrians and bicyclists by creating channelization at crossings which would force them to pay attention to their route as they enter the SMART right-of-way at the grade crossings. These safety enhancement measures vary by location but generally consist of short portions of chain link or pipe barriers, while maintaining clearances required by the Americans with Disabilities Act. Most of these safety improvements are located outside the SMART right-of-way requiring coordination and approval by a number of Cities and Counties. The following City and County municipalities were involved in the proposed improvements: the Cities of Cotati, Novato, Rohnert Park, San Rafael, Santa Rosa, and Petaluma and the County of Sonoma.

Capital Maintenance Capacity Projects: In addition to service expansion, SMART is continuing to build in ways that increase service reliability and efficiency. These projects are underway using Measure Q and State operating grants. The largest of these projects include acquisition and installation of rail maintenance equipment that will enable lower operating costs or improvements in service to passengers. The recently completed Wheel Truing Machine project, which cost \$1.2 million, enables on-site modifications to worn rail wheels without having to remove axles and transport them out of state for repairs. The result is quicker turnaround time on the wheels, lower cost and emissions associated with the work, and more reliable vehicle availability. Similarly, the Wheel Press acquisition and installation project, budgeted in Fiscal Year 2019-20 for \$800,000 will allow for removal and installation of wheels onto axles on-site and quicker, more reliable completion times without the costs and time to ship them offsite.

FINANCIAL PROJECTIONS

The primary purpose of the 2019 Strategic Plan is to demonstrate SMART's future financial picture. The 2019 Strategic Plan relies on future financial analysis using a cashflow approach that aligns projected revenues with projected costs over the next 40 years. In preparing the Strategic Plan and in consultation with both the Citizen's Oversight Committee and the Board of Directors, it was agreed that renewal of the sales tax in March of 2020 is critical to the future success of the rail system. The buildout of a \$600 million rail and pathway system that, if properly maintained, has a useful life of 40 years or more, should have financing that matches the use of the system by future riders. The current expiration of the tax in 2029 should to be extended in order for SMART to manage its current expenses into the future. Thus, this Strategic Plan assumes that the tax is extended to 2059 by the voters in March 2020. The sections below provide descriptions of SMART's revenue sources anticipated in the next 30 years, as well as future operating expenses during that timeframe. Assumptions of growth are included in each description. The financial plan does not include the capital construction expenses or revenues associated with rail and pathway extension projects that are not already fully funded as discussed further in the Capital Project section.

Revenues

This Strategic Plan shows revenues associated with Operations as well as current construction projects underway supported by the following revenue sources:

Measure Q Sales Tax: The existing 20-year quarter-cent local sales tax is the single largest source of revenue for SMART for the foreseeable future. It comprises 75% of SMART's Fiscal Year 2020 annual revenue. With collection that started in April 2009, the sales tax was originally projected to generate \$890 million over 20 years through its sunset in April 2029. Sales tax receipts that SMART received in the first years of the tax were lower than initially projected between 2009 and 2013 due to the 2008 "great" recession, reducing it by \$6.6 million and over \$100 million during the period in which SMART hoped to issue debt. However, although the revenue impacts were unprecedented and recovery took some time, sales tax receipts showed strong recovery in the years that followed, as is the case with every recession in the two counties for the last 30 years. Audited sales tax receipts flowing directly to SMART through Fiscal Year 2018 totaled \$289 million. Since the recession, sales tax growth has averaged 5.6% percent annually.

SMART has, since beginning of operations, carried an operating reserve of \$17 million which is designed to allow the agency time to weather any such recession. SMART planning for the future will include a prudent reserve to continue to deal with economic uncertainty.

Most analysts predict recessions are "overdue" due to the history of the business cycle. However, the exact timing and severity of such recessions cannot be predicted. With the exception of the Great Recession, every recession for the last 30 years in the District led to revenue declines of less than 5% over 2 or fewer years with revenue recoveries occurring quickly in the ensuing years. For the last 20 years, even including the unprecedented recession, Sales Tax growth has averaged 3%.

Knowing the history of the two counties and combining that history with an understanding of the underlying income data associated with the SMART District and the desire for housing growth particularly in Sonoma are all factors that argue for steady, continued growth of the sales tax. Thus, while actual sales tax receipts may fluctuate (up or down) from year to year, this Strategic Plan bases its analysis on a 3% average growth rate projection, with the understanding

that it will be higher or lower in any given year. This mirrors analysis done recently for Marin County Economic Forum.

Appendix B includes a historical sales tax chart for the SMART District.

Farebox Revenues: SMART passengers have, for the last two years, paid for their rides using the fare structure approved by the SMART Board in 2015 and 2016. The fares are based on the distance travelled by a rider along the 70-mile distance that the train will travel when fully built. This structure is similar to other commuter rail services such as Caltrain and ACE. Daily fares range from \$3.50 for a non-discounted adult travelling one zone, and \$11.50 if travelling 5 zones. However, SMART provides a number of discounts available to SMART riders. In Fiscal Year 2018-19, 56 percent of rides on SMART have had some form of discount applied. The average fare per passenger during that same Fiscal Year was \$5.74 which is inclusive of the discounts provided to seniors, youth, disabled riders, 31-day pass holders, and Eco Pass users. The average SMART passenger travels 2-3 zones or an estimated 24 miles per trip. In the first two years of service, SMART has received a total of \$7.4 million in fare revenue through June of 2019, exceeding original budgeted estimates. For purposes of this financial projection, we are assuming that fares increase by 3% annually in all years except the year of Windsor opening. This is a modest growth assumption that would not require aggressive fare increases but rather assumes some measure of natural growth based on trips taken becoming longer and on the expansion of the regional economy.

Miscellaneous Revenues: SMART has a number of local funding sources, the largest ongoing of which is lease income. That amount is nearly matched by advertising revenue derived from advertising on the train and the platforms which has totaled \$420,000 in the last two years. Ongoing revenue is assumed to grow at 3% per year. SMART also has one-time revenue related to property transactions, legal settlements, or insurance reimbursements. On an ongoing basis, most of these onetime revenues are not included in SMART forecasts. One exception is a \$4 million real estate payment assumed in conjunction with an executed contract for the sale of SMART's property in Santa Rosa adjacent to the Railroad Square Station.

State Revenues: SMART benefits from a number of State revenue sources for rail and transit which have been enhanced by the passage of Senate Bill 1 (SB1) in 2017. Chief among those are \$3.5 Million in funds under the State Rail Assistance program. Those funds are split between the 5 major commuter rail lines. SMART also benefits from allocations from the Low Carbon Transit Operation Program and the Local Partnership Program which provide capital and operating funding of more than \$900,000 in Fiscal Year 2019-20. Finally, SMART receives significant funding through the State Transit Assistance program, including population-related funding, revenue-related funding, and State Of Good Repair funding. The Fiscal Year 2019-20 funding combined for these programs is \$6 million. State revenue is assumed to grow 2% annually in the future.

Federal Revenues: As a transit operating entity and direct recipient of Federal Transit Administration (FTA) Funds, SMART will participate in future operating fund allocations from FTA federal grant programs. SMART will become eligible for funds through the FTA 5307 program starting in Fiscal Year 2020-21; and FTA Section 5337 funds after 7 years of operation, or in Fiscal year 2024-25. At that time the projections assume an estimated \$1.5 million annually through those programs combined. Growth is projected to be 2% each year.

EXPENDITURES

With a two-year history of operating costs, this Strategic Plan includes assumptions about future operating costs that are, for the first time, based on actual data. SMART's annual budget process involves multiple public meetings with the end result being a publicly available budget showing costs by category and department. This Strategic Plan generally utilizes the expenditures budgeted in Fiscal Year 2019-20 and escalates those costs 3% annually (with the exception of debt service) for the ensuing 30 years.

There are 8 main categories of expenditures for operating in costs for the District. They are:

1. Labor Costs: SMART operations rely first and foremost on its most important asset: its people. Labor costs make up 50% percent of annual operating costs (excluding debt service). SMART has worked to contain labor costs by implementing pension reform a year before the State of California approved sweeping changes to its pension programs. Nearly all of SMART employees are in a reduced pension benefit in which employees share in the cost of pensions and the age for retirement is increased.

Between 2014 and 2019, in order to open service with the highest possible number of runs while managing new pathways, coordinating with freight needs, and significant public safety responsibilities, the Board approved an increase in the number of staff needed to operate the system. In addition, like all other businesses and transit agencies in the Bay Area, SMART has increased the wages paid to staff in order to first attract and then retain qualified staff.

Competition for the specialized area of rail transit has meant the need for specially trained staff in the areas of rail vehicles, systems, signals, train operation, funding, purchasing and even legal, to name a few. Salaries and benefits costs for FY 2019-20 approved by the Board were \$21 million total.

2. Debt service: In order to provide enough funding to build the train and pathway, SMART issued debt in 2011 that relied on tax revenue until the expiration of Measure Q in 2029. SMART currently pays \$17 million a year in debt service related to the construction of the initial 44-mile service corridor. This debt service is scheduled to grow to \$21.9 million in 2028. This is a significant debt burden that could be reduced to \$6 million if the tax were extended past its initial expiration date as discussed earlier. Extension of the expiration date would allow the District to begin a debt restructuring process in anticipation of the ability to "call" its bonds in 2022.
3. Safety and Security: SMART's services and equipment costs related to safety and security are a significant and unavoidable cost of running a modern rail system. In order to operate and maintain the safest system possible, SMART was built with the safest technology (positive train control) which relies on sophisticated technology and constant investment. Maintaining this system is expensive. In addition, we have installed cameras, fiber optic and other technology that also requires expert and expensive maintenance. Costs for safety and security span all expenditure types within the District's budget.
4. State of Good Repair: In order to keep the system in good repair for years to come, the 2019 Plan includes \$3 million a year in investment to keep the system in good repair and to replace equipment and non-revenue vehicles. This includes funding for the Diesel Multiple Unit train

system maintenance and upgrades, pathway maintenance, signal and Positive Train Control system replacements, and all required Federal Railroad Administration track maintenance.

5. Risk Management: A large portion of SMART's budget is dedicated to a well-structured insurance portfolio. Because the industry history of significant losses in the case of a serious rail accident, SMART mirrors best practice in the industry in purchasing over \$ 200 million in rail liability coverage. This, plus coverage for property, general liability and other areas of risk, lead to expenses of \$2 million in Fiscal Year 2020. This insurance portfolio would allow SMART to continue to operate following a significant event (fire, flood, accident) that would otherwise financially drain or cripple the Districts ability to operate.
6. Passenger Amenities: SMART provides service for all passengers, which costs over \$1 million a year includes free Wi-Fi, bathrooms, and electronic bike lockers.
7. Fuel and utilities: SMART's DMU rail cars currently use \$1.4 million in fuel annually. As trains travel longer distances and carry more passengers, that amount will increase. In addition, SMART's highly sophisticated signal system requires continuous power at all its crossings, stations, rail facilities and other systems. That power will cost a projected \$700,000 in Fiscal Year 2020.
8. Pathway and other Right-of-Way Maintenance: SMART is budgeted to spend \$2.4 in Fiscal Year 2019-20 on non-labor costs associated with maintaining the Right of Way, including the Pathway. SMART added two new staff in the Fiscal Year 2019-20 budget to address the increasing costs of managing both vegetation growth and the cleanliness and safety of the pathway. The pathway also requires significant attention from SMART's safety and security to address homelessness and other safety issues.

FUTURE FINANCIAL PLANNING

Since the approval of the sales tax in 2008, SMART has moved to build, as quickly as possible, an entirely new transit alternative to sitting in traffic on Highway 101. The main task of this Strategic Plan is to assist the District and its policy-making Board in the decisions needed to preserve the progress that has been made to date and secure the SMART transportation alternative well into the future. Prior to this Strategic Plan, SMART has developed a \$17 million operating reserve as a prudent way to prepare for future financial challenges. In addition, it was always projected that the sales tax would be needed on an ongoing basis in order for SMART, like all transit services, to continue to operate.

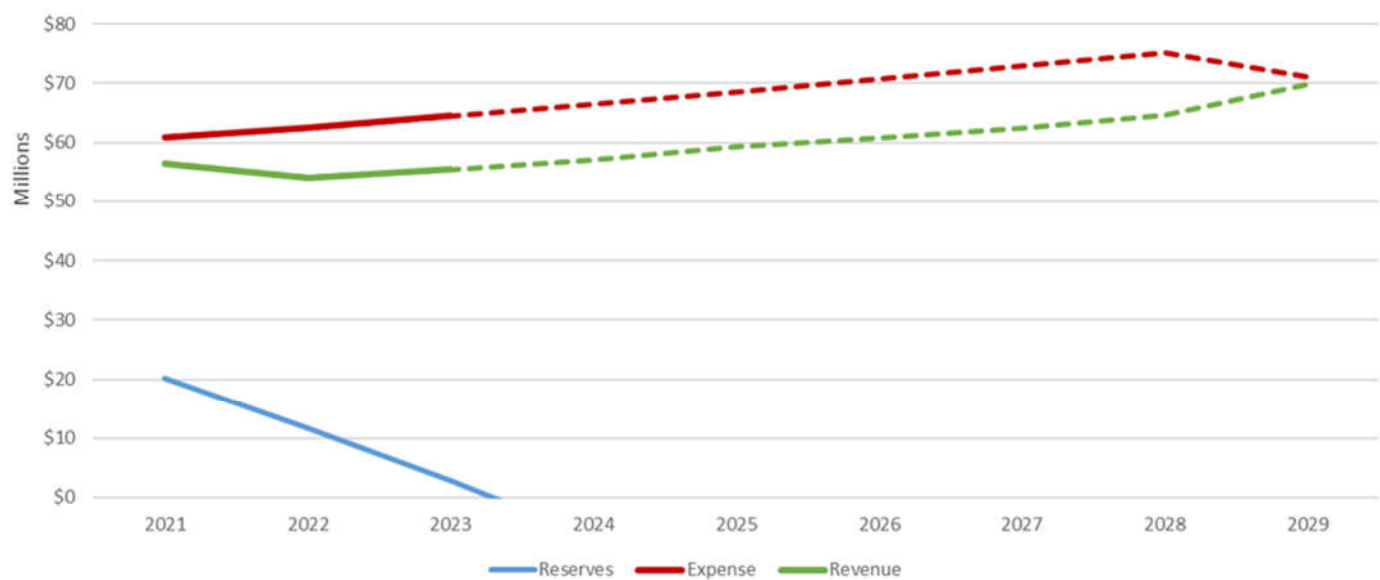
In studying the current revenues and expenditures, SMART must then project the financial path forward based on those current needs. Based on input from the Board, the Strategic Plan for SMART will assume the following two important steps to ensure the continued financial health of the transit services provided by SMART.

1. Extension of the Sales Tax beyond its current 2029 expiration.

While it was always envisioned that the sales tax would need to be extended, it was never discussed what the timing of that extension would be. SMART's current budgeted revenues and expenses relied on \$7 million in reserves in Fiscal Year 2019-20 to balance. With an assumption of normal increases in labor and operating costs, the current escalating debt service schedule, and the desire to add more service in the future, the future outlook for the District requires the District to seek to extend the current expiration of the Measure Q sales tax in March of 2020 rather than waiting for a later date.

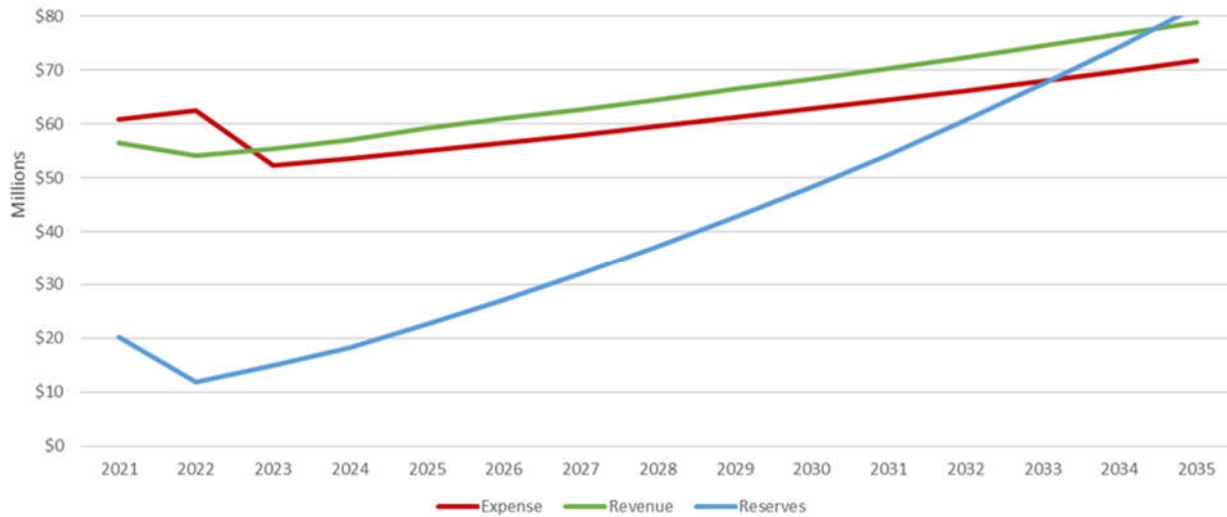
As illustrated in Figure 1 below, future revenue and expense under an unlikely “do nothing” scenario shows that reserves would be quickly depleted if the District were not able to restructure its current debt payments. Sales tax and other revenues would continue, but SMART would no longer have reserves to fill the gap between revenues and expense. This scenario shown below is not a one that SMART will allow to occur as it assumes that neither a renewal of the sales tax nor action to cut other expenses has taken place.

FIGURE 1: “DO NOTHING” SCENARIO: No Sales Tax Renewal, No Expenditure Cuts



The future planning scenario that involves the best financial outcome for the District is one that extends the sales tax beyond its current expiration. Given more time to spread the debt, the District would be able to lower debt service from \$18 million to \$6 million annually, allowing more revenue to flow to operations. This would allow SMART to rebuild its reserves and stabilize its outlook for the future. The chart below illustrates the difference a 30-year extension would make for the agency.

FIGURE 2: MARCH 2020 SALES TAX EXTENSION SCENARIO



As shown in FIGURE 2 above, starting in 2024, reserves are beginning to be built in an amount that would exceed the need for operating reserves related to service between Larkspur and Windsor. Appendix C provides further detail. Reserves shown above as an increasing blue line could be used for other needs. One use would be to fund the future operations of Healdsburg and Cloverdale, should SMART be successful in its efforts to gain outside funding for those extensions. In that case, funds would be available for a prudent operating reserve but not for significant capital expenses. See FIGURE 3 below for the illustration of what the inclusion of those operating costs would look like in the future if they were assumed to be included by 2029. Appendix C is a chart showing the dollar amounts that drive this figure by year.

FIGURE 3: MARCH 2020 SALES TAX EXTENSION & INCLUSION OF FULL OPERATING COSTS SCENARIO

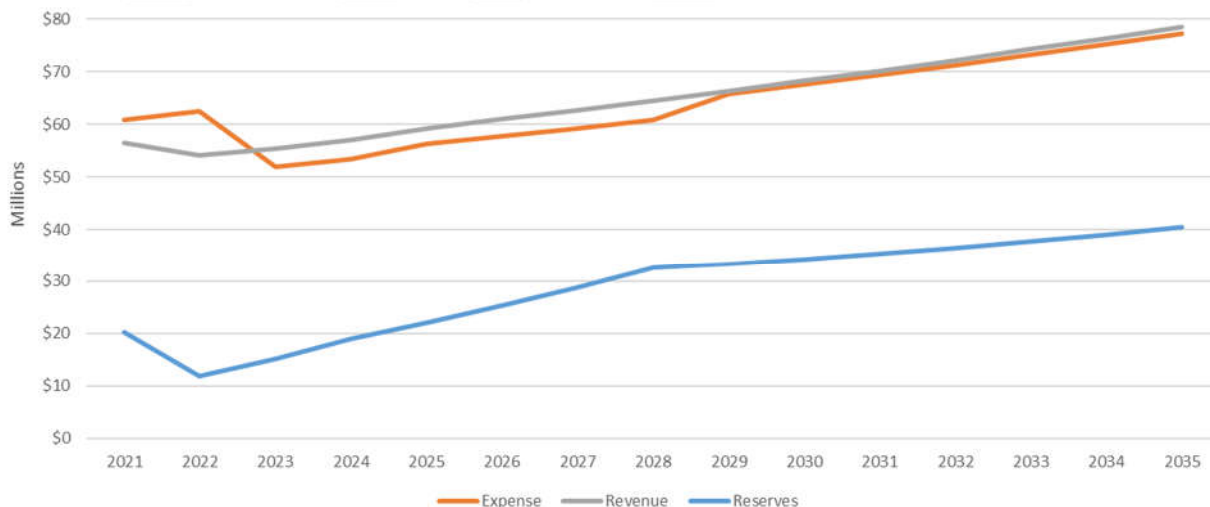


FIGURE 3 shows revenues and expenses closely aligned after the inclusion of operating costs for Healdsburg and Cloverdale, or balanced budgets with ongoing healthy reserves. Reserves are maintained at a prudent level to keep the District in good financial health in the face of economic downturns.

2. Prepare Budget Reduction or Revenue Increase options in the event voters do not extend the tax.

If the extension of the existing tax does not pass in March of 2020, SMART will work to avoid the “Do Nothing” scenario shown in Figure 1. SMART staff will prepare cost reduction scenarios to be discussed with the Board with a goal of bringing expenses into balance with existing revenue before SMART depletes its reserves. Depending on the future planning choices of the Board, unfortunately, that could mean a scenario with up to \$9 million in cuts unless additional revenues could be identified. To put that in perspective, SMART’s annual budget, not including capital projects, equipment or debt service, purchases, is \$38.8 million.

FUTURE PHASES

Operations Costs Included: The operating costs of adding a second SMART rail station in Petaluma and the Downtown Novato Station are included in the financial forecast. These stations do not require the train to travel any farther than the current system already operating. The costs of Larkspur, which added 2.1 miles to the currently operating system, have already been assumed and included in the forecast as part of the approved Fiscal Year 2019-20 budget. The cost of Windsor, which is anticipated to add \$600,000 to the annual operations, is also assumed in the forecast.

A debt restructuring that would reduce debt service by a projected \$12 million would both cover current operating costs as well as provide sufficient revenue for the additional operating costs associated with new stations.

These annual operating costs are projected to be as follows:

Healdsburg: \$1.5 million
Cloverdale: \$3.2 million

These cost estimates would include additional staff, services and fuel needed for the additional train sets and miles travelled on the train, staff to run the additional miles, and additional maintenance expenses associated with those extra miles.

The ability to operate not only the currently built system but the extensions SMART will seek funding to build is a rarity in the world of capital grants. The first question asked as part of any application for capital grants is this: Will you be able to afford to operate what you build? This dedication of operating funds out of the reauthorized sales tax displays SMART’s commitment to continued expansion of the system with a goal of reaching Healdsburg and Cloverdale as soon as funding can be identified.

Capital Project Cost Planning: As discussed earlier, utilizing the current year budget and projecting costs and revenues forward, current financial projections do not provide any additional revenue dedicated to future capital projects. However, the forecast does show sufficient revenue to cover the additional operating costs

related to the extensions to Windsor, Healdsburg and Cloverdale. SMART will continue to work on the following unfunded capital priorities:

Pathway: In order to close the existing gaps between the Larkspur and Windsor Stations in the built or funded pathway segments, the cost estimate for delivering those segments is \$34.5 million.

Rail: The current capital cost estimates for rail extensions and capacity expansion (vehicles/rail yard) is \$364 million. This is comprised of the following elements:

- Windsor to Healdsburg (Track, Station, Bridges and Systems) - \$125 million
- SMART Rail Vehicle Expansion - \$44 million
- SMART Rail Yard Capacity Expansion - \$25 million
- Healdsburg to Cloverdale (Track, Station, Bridges and Systems) - \$170 million

Capital Revenues:

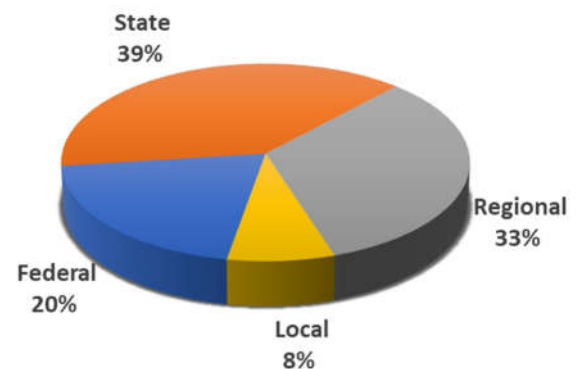
SMART has succeeded in securing outside private, local, regional, State and Federal resources and grant funds to maximize the impact of Measure Q resources for Marin and Sonoma Counties. In 2008, Measure Q outlined a successful approach taken by most if not all transportation districts in California: *“SMART requires this measure in order to provide matching revenues to existing state and federal transportation grants, to bond for the construction of the project, and to provide funding for the on-going operation and maintenance of the project.”*

Since the passage of Measure Q in 2008, SMART has secured \$300 million in outside funding for rail projects. That funding has come from all levels of government including federal, state, regionally and locally controlled funds. Since 2012, SMART has secured \$23 million in outside grant funds directly for SMART Pathway construction primarily from regional, state, and federal funds but also from private sources and local partnerships with Sonoma County Transportation Authority and the Sonoma Open Space funds. This is in addition to SMART Pathway segments constructed with outside grants and funding by partner agencies.

Significant grant and other outside revenues will be available in the coming years that could advance SMART’s future capital expansion efforts. Notably, within California, the voter-affirmed Senate Bill 1 has infused significant resources into improving transportation networks throughout the State. These funds were affirmed by the voters and are being made available to transportation needs. The following is a list of statewide resources for which SMART is able to compete to construct SMART’s capital expansion program. The list is not exhaustive but illustrates the opportunities available with over \$1.2 billion in new revenues every year moving forward:

- Transit and Intercity Rail Capital Program - \$300 million annually
- Solutions for Congested Corridors - \$250 million annually
- State Transportation Improvement Program – Interregional Share - \$27.5 million annually

Sales Tax Return on Investment



- State Transportation Improvement Program – Regional Share - \$82.5 million annually
- Trade Corridor Enhancement Program - \$300 million annually
- Local Partnership Program - \$200 million annually
- Active Transportation Program - \$100 million annually

Federal resources are also available, with reauthorization of the Federal transportation legislation, currently 2015's Fixing America's Surface Transportation (FAST) Act is on the horizon for 2020. Federal funding priorities include rural projects, particularly those that improve broadband connections. SMART's extensions north will satisfy both of those priority concerns. SMART has a history of successfully accessing funds programmed at the discretion of Federal decision-makers, with nearly \$41 million in federally-controlled funds authorized for SMART rail projects.

Additional Regional resources may become available over the course of any sales tax reauthorization period. For example, with the approval of Measure Q in 2008 and the provision of operating funds for rail and pathway, it became possible for SMART to access nearly \$111 million for rail and pathway construction since 2011 via Metropolitan Transportation Commission-controlled bridge tolls and other fund sources.

On the local level, Sonoma County Transportation Authority's Measure M sales tax is being considered for reauthorization. That measure provided 5% to Rail, resulting in \$16 million to the project to date, with an additional \$3.5 to \$4 million anticipated before the end of the existing measure in 2024. These funds were restricted for Project Development, Design, Station Construction and Rail/Street Crossing construction in Sonoma only. An additional \$1 million was provided from Measure M to the SMART Pathway for use on federal environmental clearance and design. The Measure M Pathway funds have been used to advance nearly 15-miles SMART Pathway segments to construction across Sonoma County.

Private sector investments are also available to local jurisdictions to advance transit projects. Private developers have partnered with SMART to construct segments of the SMART Pathway and rail projects can benefit from a number of relatively new Tax Increment Financing Tools available in the State of California. There are a number of tools available to cities and counties that SMART cannot access directly but could be explored in partnership with Healdsburg, Cloverdale or other jurisdictions to serve as a way to provide additional revenue. These tools include:

- Enhanced Infrastructure Financing District
- Community Revitalization and Investment Authority
- Neighborhood Infill Finance and Transit Improvement Districts (SB 961 – 2018)
- Transient Occupancy Tax

Some of these tools also have mechanisms for funding Affordable Housing, some including minimum percentage requirements to provide affordable housing.

Prospective Schedule:

SMART's has demonstrated a successful track record of securing outside funding resources, much of which would otherwise have not come to the North Bay without SMART's voter approved tax to attract it to Sonoma and Marin Counties. Based on those successful efforts, SMART would seek to secure, on average, approximately \$250-\$270 million over the next 10-years in outside funds to construct future rail extensions and \$35 million over the same period in outside funds to construct additional pathway projects.

Our history of generating solutions beyond our financial realities is strong in the past 10 years. When the Great Recession impacted the entire country and SMART was forced to rethink its strategies, the original plan was reduced significantly. Construction plans in 2009 and 2010 only planned a rail line from Downtown Santa Rosa to the Marin Civic Center, or 34 miles. In 2010, in working with our funding partners in the region and locally, we were able to include the Downtown San Rafael Station as well as other deferred elements such as fiber optics. In 2012, reorganizing how we delivered the project and making creative decisions in construction we successfully extended the project to North Santa Rosa at Guerneville Road, and to add back the San Marin/Atherton Station. By 2014, we were able to add the Airport Boulevard station and add two more train cars to our fleet. By 2016, we had secured funding for the Larkspur Extension and had added four new train cars to our fleet of 14. Cooperation with the City of Novato is leading to a new downtown station there. And now, as part of our ongoing efforts to continue to build, we are looking at awarding the final contract for civic construction to Windsor, to be completed in late 2021. Again, it is this history that shows our record of delivery is strong and our commitment even stronger.

Other State Priorities:

Through past legislative and funding efforts, the State of California has indicated support for several SMART-related projects. Most notable is the use of the SMART rail tracks for freight rail transportation. SMART's authorizing legislation details the requirements to allow freight rail service on the SMART tracks. More recent legislation (2018 Senate Bill 1029) indicates the State's desire to eliminate the North Coast Railroad Authority and discusses future transitioning of freight rail functions along the corridor directly to SMART. Currently SMART dispatches freight on its tracks, with a private freight rail company serving the line.

The State has also recently funded an engineering feasibility analysis of upgrading the railroad tracks owned by SMART between Novato and Napa/Solano Counties to host passenger rail services connecting SMART to the national rail network, including Amtrak and Capitol Corridor. Currently the line, 2/3 of which is owned by SMART, is used for freight rail services and as a means to transport SMART project construction equipment from elsewhere in the country to the SMART mainline. The rail connection eastward along Highway 37 is also currently used to transport SMART's rail vehicles to rail maintenance facilities outside of the SMART District for major repair and overhaul work as needed.

SMART will continue to work with the State of California on State-funded priorities to maximize the public investment in the SMART rail corridor.

CONCLUSION

SMART has made great strides in building a new transit system that provides an alternative to Highway 101 for Sonoma and Marin Counties. The progress SMART has made since the Great Recession has meant more service than was originally envisioned in Measure Q, and a number of stations added to the system that were not part of the original vision. While the entire 70-mile system has not been built, SMART has built a system that can be sustained and can grow into the future if its primary funding source is secured. SMART's ¼ cent sales tax has produced \$289 million in revenues for SMART that has been leveraged to bring in over \$300 million for building and operating the system. This has resulted in \$600 million of direct investment in the transportation infrastructure serving 80% of the ridership the system was originally designed to reach.

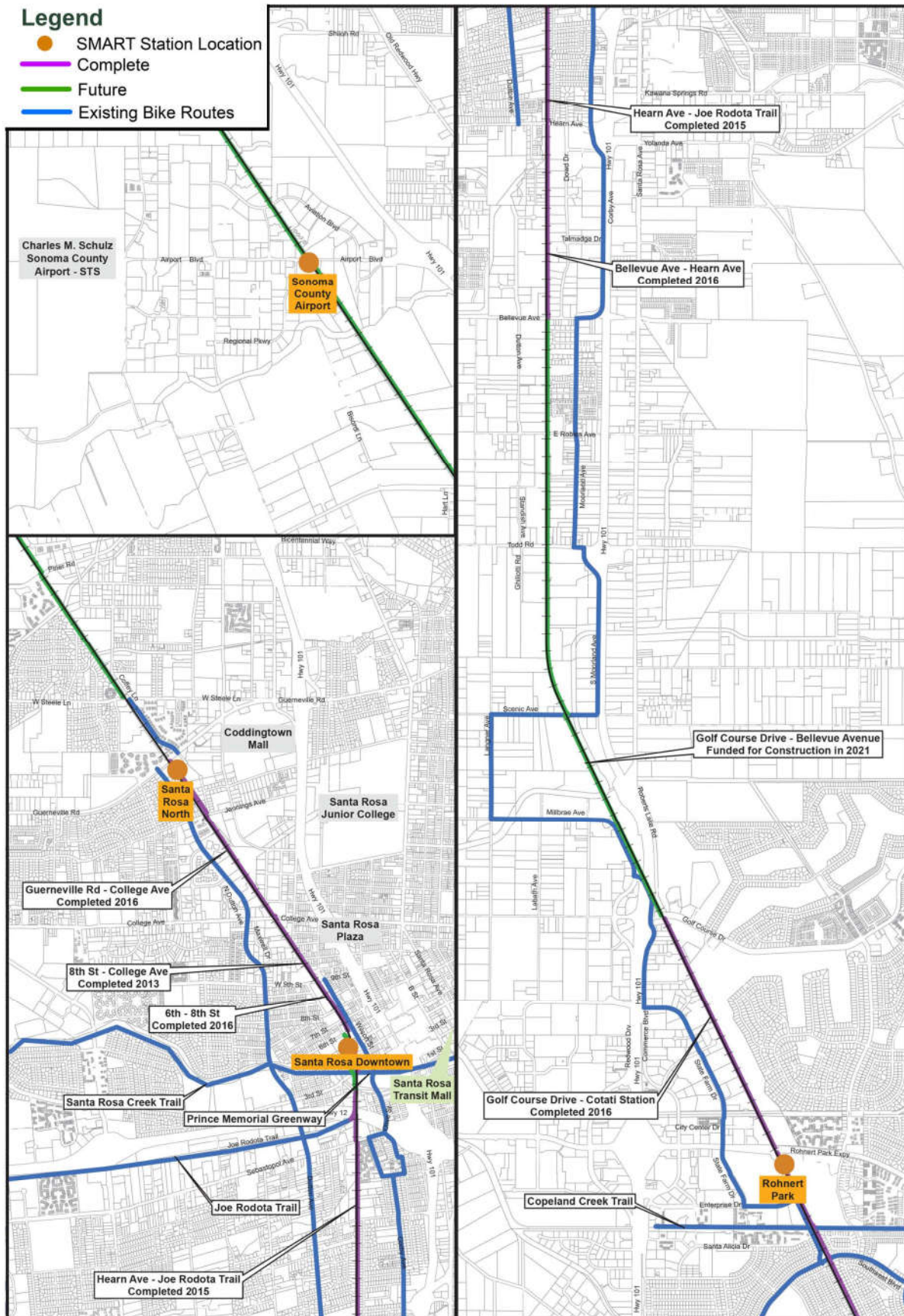
This plan was developed in conjunction with the Citizens Oversight Committee, who provided valuable input. It focuses on a path forward in which SMART asks voters in March 2020 to continue the progress and success of the SMART transit alternative and extend the current sales tax past its 2029 expiration date. This would allow the District the time needed to restructure its debt and put more annual funding to operations. This would not only make the current operations sustainable; it would also provide the revenue needed to operate future extensions to Healdsburg and Cloverdale should outside funding become available for construction. This would also provide the revenue for ongoing pathway operations and maintenance funding possible for the existing and soon to be constructed segments. In the coming years, SMART will continue its successful efforts to seek out regional federal and state funds to extend the system beyond the current system.

Appendix A: Pathway Progress Maps (Three Pages)

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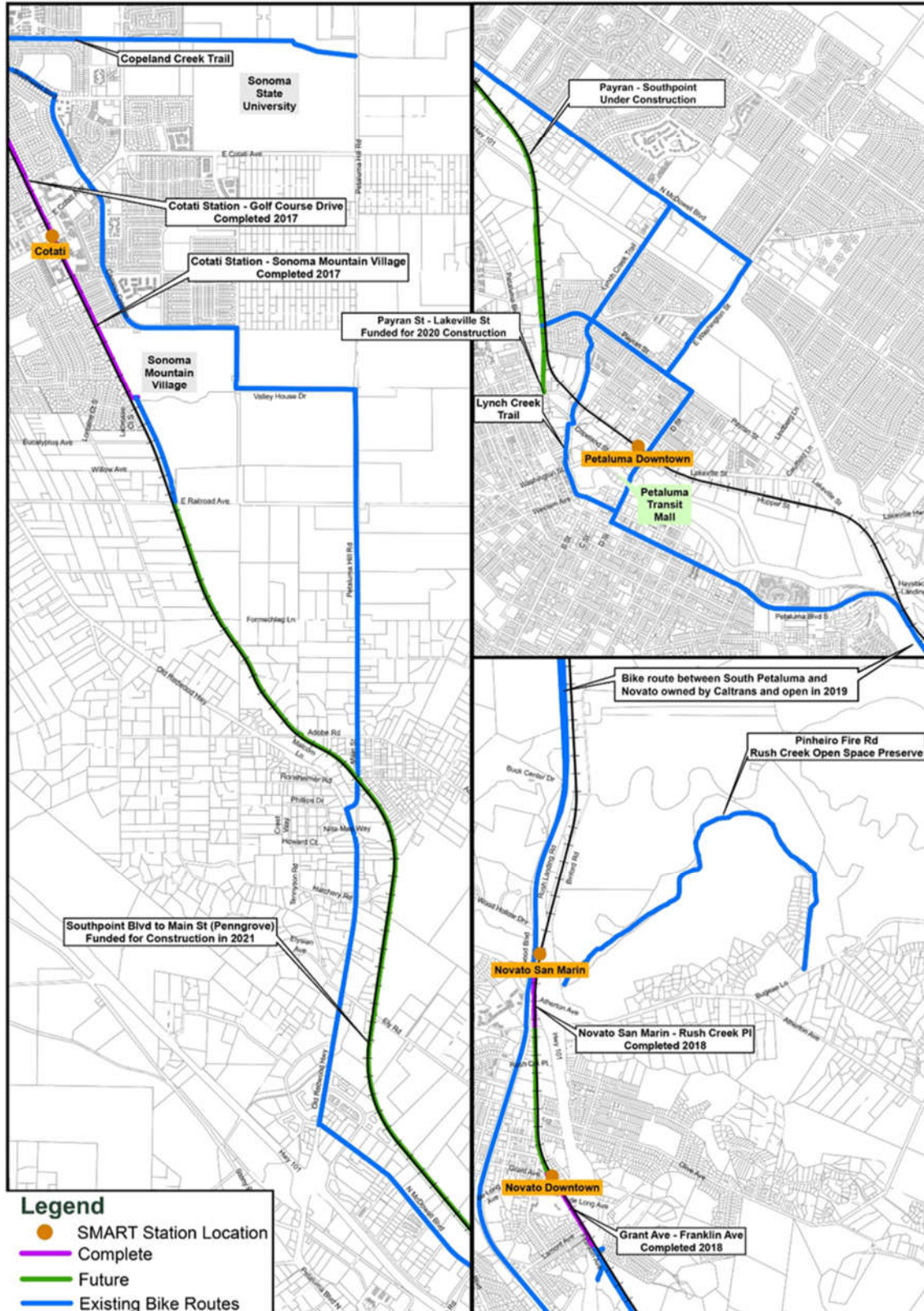
Legend

- SMART Station Location
- Complete
- Future
- Existing Bike Routes

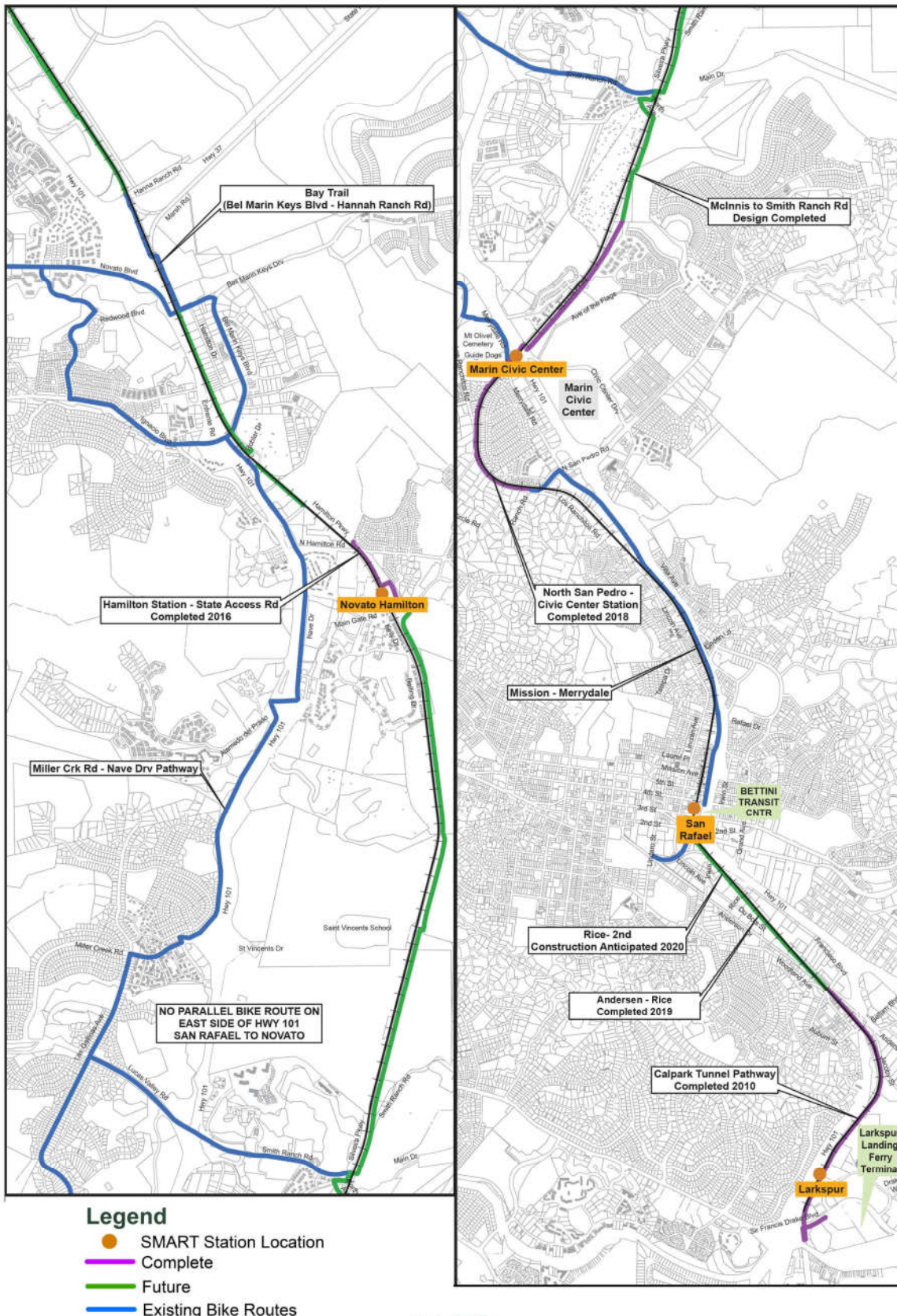


July 2019

PATHWAY MAP: Cotati to Novato Downtown



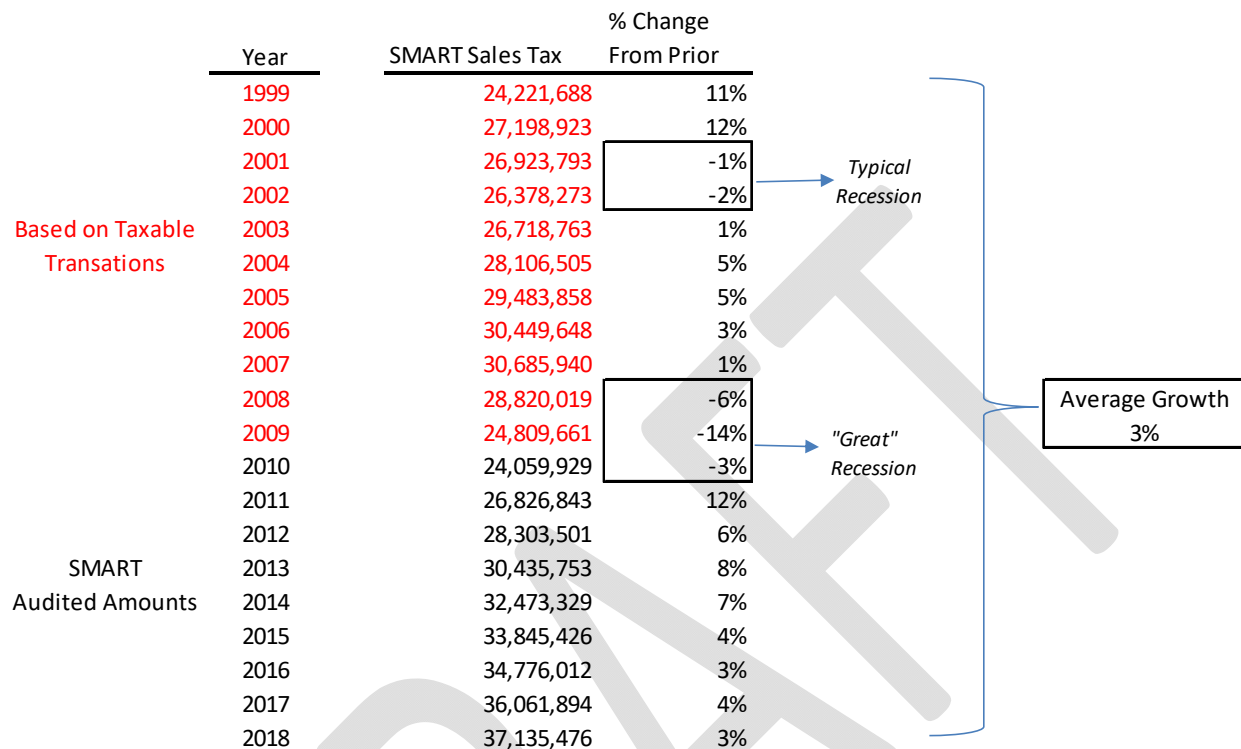
July 2019



July 2019

Appendix B: Sales Tax Historical Chart

Sales Tax Revenue for the last 20 years has averaged 3%, despite the unprecedented “Great Recession” occurring during that time. More typical recessions are smaller and impact revenue for less than three years.



Appendix C: Summary Chart Revenues, Expense and Reserves : 30 Year Extension Scenario

30-Year Sales Tax Extension Scenario: Summary of Revenue, Expense and Ending Balances																
\$ in Millions		2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	
Measure Q	\$38.3	\$39.5	\$40.6	\$41.9	\$43.1	\$44.4	\$45.7	\$47.1	\$48.5	\$50.0	\$51.5	\$53.0	\$54.6	\$56.2		
Fare Revenue	4.1	4.3	4.5	4.6	4.7	4.9	5.0	5.2	5.3	5.5	5.7	5.8	6.0	6.2		
Other Revenue	8.6	12.8	8.9	8.9	9.1	10.0	10.2	10.4	10.7	10.9	11.1	11.4	11.6	11.8		
Total Revenue	51.0	56.5	54.1	55.4	57.0	59.3	61.0	62.7	64.5	66.4	68.3	70.2	72.2	74.3		
Debt Service	16.7	17.4	18.1	6.2	6.2	6.2	6.2	6.2	6.2	6.2	6.2	6.2	6.2	6.2		
Operating Costs	41.3	43.2	44.5	45.8	47.2	48.6	51.5	53.1	54.7	59.5	61.3	63.1	65.0	67.0		
Total Operating Expenses	58.0	60.6	62.5	52.0	53.3	54.7	57.7	59.2	60.8	65.7	67.5	69.3	71.2	73.1		
Capital Expenses	12.2	0.3	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0		
Net Income	(19.2)	(4.4)	(8.5)	3.4	3.6	4.5	3.3	3.5	3.7	0.7	0.8	0.9	1.0	1.1		
Reserves Ending Balance	24.6	20.2	11.8	15.2	18.9	23.5	26.9	30.5	34.3	35.2	36.1	37.2	38.4	39.7		
\$ in Millions		2034	2035	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045	2046	2047	
Measure Q	\$57.9	\$59.7	\$61.5	\$63.3	\$65.2	\$67.2	\$69.2	\$71.3	\$73.4	\$75.6	\$77.9	\$80.2	\$82.6	\$85.1		
Fare Revenue	6.4	6.6	6.8	7.0	7.2	7.4	7.6	7.8	8.1	8.3	8.6	8.8	9.1	9.4		
Other Revenue	12.1	12.3	12.6	12.9	13.2	13.4	13.7	14.0	14.3	14.6	14.9	15.3	15.6	15.9		
Total Revenue	76.4	78.6	80.8	83.2	85.5	88.0	90.5	93.1	95.8	98.5	101.4	104.3	107.3	110.4		
Debt Service	6.2	6.2	6.2	6.2	6.2	6.2	6.2	6.2	6.2	6.2	6.2	6.2	6.2	6.2		
Operating Costs	69.0	71.1	73.2	75.4	77.6	80.0	82.4	84.8	87.4	90.0	92.7	95.5	98.4	101.3		
Total Operating Expenses	75.2	77.2	79.4	81.6	83.8	86.1	88.5	91.0	93.6	96.2	98.9	101.7	104.5	107.5		
Capital Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0		
Net Income	1.3	1.4	1.5	1.6	1.7	1.9	2.0	2.1	2.2	2.4	2.5	2.6	2.8	2.9		
Reserves Ending Balance	41.1	42.7	44.3	46.1	48.0	50.1	52.3	54.6	57.0	59.6	62.4	65.2	68.2	71.4		
\$ in Millions		2048	2049	2050	2051	2052	2053	2054	2055	2056	2057	2058	2059			
Measure Q	\$87.6	\$90.3	\$93.0	\$95.8	\$98.6	\$101.6	\$104.6	\$107.8	\$111.0	\$114.3	\$117.8	\$91.0				
Fare Revenue	9.6	9.9	10.2	10.5	10.9	11.2	11.5	11.9	12.2	12.6	13.0	13.4				
Other Revenue	16.3	16.6	17.0	17.4	23.9	18.2	18.6	19.1	19.6	20.1	20.6	21.1				
Total Revenue	113.6	116.8	120.2	123.7	134.8	130.9	134.8	138.7	142.8	147.0	151.3	125.4				
Debt Service	6.2	6.2	6.2	6.2	6.2	0.0	0.0	0.0	0.0	0.0	0.0	0.0				
Operating Costs	104.3	107.5	110.7	114.0	117.4	121.0	124.6	128.3	132.2	136.2	140.2	144.4				
Total Operating Expenses	110.5	113.6	116.9	120.2	123.6	121.0	124.6	128.3	132.2	136.2	140.2	144.4				
Capital Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0				
Net Income	3.1	3.2	3.3	3.5	9.8	10.0	10.2	10.4	10.6	10.8	11.1	(19.0)				
Reserves Ending Balance	74.7	78.2	81.8	85.6	95.7	106.0	116.4	127.2	138.1	149.3	160.7	142.0				