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EXECUTIVE DIRECTOR

February 2, 2015

Mr. Rick DeGolia
Mayor, Town of Atherton
91 Ashfield Road
Atherton, CA 94027

Subject: Response to letters from Town of Atherton regarding Peninsula Corridor Electrification Project

Dear Mr. DeGolia,

We respond to your letters dated January 21, 2015 and January 26, 2015 (attached). Thank you for scheduling time for Caltrain and Town of Atherton staff to meet and discuss how we can work together to advance the Peninsula Corridor Electrification Project (PCEP) and address the town's concerns and interests. We share the mutual goal of exploring solutions to avoid litigation which would be an unfortunate use of public funds and resources.

Based on the your letters and our meeting, the following discussion reflects our understanding of the town's concerns and interests and sets forth our commitments to each item.

1. *Town of Atherton would like tree impacts to be minimized.*

The technical team has completed its due diligence on the overhead contact system (OCS) and has identified alternative pole designs that can minimize tree impacts along the corridor to be electrified.

The JPB adopted mitigation measures already at its January 8, 2015 meeting (Mitigation Measure BIO-5 and Mitigation Measure AES-2b) ensuring minimization of tree removal and consultation with local jurisdictions. At the JPB February 5, 2015 meeting, staff will seek board authorization to include these measures in the Electrification Design Build Request for Proposals (DB RFP). Specifically, PCJPB staff is proposing the establishment of a policy to guide design and construction that requires utilization of the OCS pole design alignment that most effectively minimizes removal of trees along the corridor. (Note: Deviation from this policy could occur in circumstances in which existing utilities, physical conditions, required mitigation or engineering issues require an alternate pole location.) The commitment to this policy is clearly stated in the staff report to the Board and in the Resolution which will be made available to the public on February 2nd.

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Following Board approval, this policy will be included in the DB RFP, directing the prequalified firms to assume the OCS design that minimizes tree impacts along the length of the right of way to be electrified. For areas or trees where removal cannot be avoided, Caltrain staff will work with local jurisdictions on site specific tree replacement plans. The selected design builder's commitment to design and build the OCS in accordance with Mitigation Measure BIO-5 and the site specific replacement plans will be incorporated in the negotiated contract with the PCJPB which is targeted for board approval in the fall of 2015.

It is important to note that the PCEP project does not require the construction of additional tracks. This point continues to be misunderstood by certain stakeholders, who confuse the PCEP with the blended system which will require new tracks and track realignments along the right of way. The PCEP certified environmental record does not allow for the construction of the blended system. Once identified, the improvements for the blended system will be subject to a separate planning and environmental process as described in the CHSRA/JPB 2013 agreement.

2. *Town of Atherton would like to review the OCS design including construction plans and ensure appropriate coordination to minimize impacts and disruptions to the planned Town Center project.*

The FEIR considered the cumulative effects of the Town Center and the PCEP. The PCEP's only improvements in the vicinity of the Town Center project are the OCS poles and wires along the PCJPB ROW and thus, the PCEP should not affect the Town Center project.

Regardless, the JPB will be seeking understandings/agreements with local jurisdictions/agencies as the project enters final design and construction. The agreements to be prepared will include specifics about design review and construction coordination. The RFP includes local jurisdiction coordination as a requirement to be undertaken before designs are final.

Caltrain staff has already met with Town of Atherton to begin these discussions. More meetings will be held to define the commitments and incorporate them into the understandings/agreements in 2015.

3. *Town of Atherton would like improved and increased access to Caltrain.*

The FEIR included a prototypical schedule that included 54 daily stops (northbound and southbound) at the Atherton Station, including 16 during peak hours and 38 during non-peak hours. The purpose of this prototypical schedule is to indicate what level of service might be appropriate for a town of Atherton's size and density.

As the project moves forward, Caltrain staff will begin to work on the new schedule for electrified service. Development of the new schedule will be a public process and stakeholders will be provided with venues to participate. No commitments can be made to any city at this time about level of service until that public process is complete. The challenge to balance the demand for reduced travel time and more station stops will be significant.

In terms of making access improvements, Caltrain has a long record of partnering with cities on developing access plans and jointly seeking funding opportunities to implement such plans. Local contributions are encouraged because they can be effectively used to leverage Caltrain planning funds and/or grants.

4. *Town of Atherton would like Caltrain to commit to constructing Quad Gates at the Watkins crossing.*

The FEIR does not identify any significant safety impacts. The combination of the advanced signal project (CBOSS PTC) and EMUs (which can stop faster than current diesels) would represent a safety improvement over current conditions. In the FEIR, the analysis also shows that the PCEP would slightly lower day-night noise levels near the Watkins Avenue grade crossing. The analysis is a combination of increased horn noise and reduced train noise.

With regard to current conditions, Caltrain has over 40 at grade crossings along the corridor. PCJPB's hazard analysis program, which identifies needed improvements at all the crossings, does not identify quad gates as mandatorily warranted at the Watkins crossing. Regardless, Caltrain understands that cities have different interests and priorities. The Town's ability to provide local contribution of \$100K is meaningful. Caltrain supports local priorities where there is consistency with JPB policies and partnerships and external funding opportunities.

In light of existing fiscal circumstances and the findings in the FEIR, it would not be appropriate at this time for Caltrain to commit to being a fiscal partner with the Town for the installation of quad gates, but Caltrain will provide technical input to inform any evaluation and analysis that may be required by regulatory agencies relative to such a project.

5. *Town of Atherton believes that the PCEP is not separate from the High Speed Rail project and that the project-level environmental analysis of the High-Speed Rail project should be completed as part of the PCEP project-level environmental analysis.*

We respectfully disagree. The FEIR demonstrates that the PCEP has independent utility from the High-Speed Rail project and CEQA allows projects with independent utility to be analyzed in separate project-level environmental documents. The history of the PCJPB over the past two and a half decades is evidence in and of itself of the independence of the PCEP. Electrification has been a fundamental assumption in the planning for the future of Caltrain long before high speed rail was proposed.

6. *Town of Atherton is concerned with the lack of analysis contained within the Alternatives Section of the EIR and that modern diesel options were not studied adequately.*

We respectfully disagree. The FEIR presents an analysis of three diesel-based alternatives: a Diesel Multiple Unit (DMU) Alternative, a Dual-Mode Multiple Unit Alternative, and a Tier 4 Diesel Locomotive Alternative. The alternatives analysis in the EIR meets all requirements of CEQA.

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We hope this letter sufficiently addresses your concerns. You had requested consideration of a tolling agreement. Given that time will not materially change the responses above, we request your consideration of this letter and hope our specific commitments related to the PCEP together with our sincere commitment to a long-term partnership with your Town will influence your decision to not take legal action against the PCJPB. The PCEP is a public project that is designed to serve the transportation needs of our communities for hundreds of years to come.

We are committed to working with your Town as well as all of our stakeholders along the corridor in providing great public service for the peninsula and the region.

Sincerely,



Marian Lee, AICP
Executive Officer, Caltrain Modernization Program

Attachments (2)

Copy: Adrienne Tissier, JPB Chair
Michael Scanlon, Executive Director
Joan Cassman, Legal Counsel

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Town of Atherton

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January 21, 2015

Caltrain
Attn: Stacy Cocke
1250 San Carlos Avenue
San Carlos, CA 94070

Subject: Peninsula Corridor Electrification Project – Response to Comment on Draft Environmental Impact Report

Dear Ms. Cocke:

The Town of Atherton reviewed the Response to Comments on the Draft Environmental Impact Report for the Peninsula Corridor Electrification Project. The Town continues to have concerns related to noise, project timing, tree removal and pruning, locations of wires and poles and the Atherton station and gate mechanisms.

Quad Gates at Watkins

The Town requests Caltrain formally commit to being a fiscal partner to the installation of quad gates at the Watkins Avenue intersection. The Town believes that in the absence of a grade separation along the entirety of the Atherton corridor, quad gates represents the best safety mitigation measure for the continuing increase in rail traffic along the corridor.

Electrification to High Speed Rail

The Town strongly disagrees that the electrification project is separate from the High Speed Rail project and remains concerned with the legality of moving forward with the electrification project without fully evaluating the environmental impacts associated with the high speed rail project. The Town recognizes that certification of the EIR is a big step in Caltrain's electrification project but believes that it puts high speed rail one step closer to reality in Atherton. The impacts of high speed rail in Atherton will be significant and the Town will continue to oppose the project.

Wires and Trees

The Town continues to have concerns with the aesthetic impact of the catenary wires and the OCS poles as a part of the electrification project. As discussed in Caltrain's Master Response 6 – Visual Aesthetics (Including Tree Removal), OCS center pole alignment would minimize tree

pruning and removal. The EIR identified Mitigation Measure BIO-5; to complete an evaluation of alignment and pole design options. *The Town requests Caltrain commit to implement the center pole alignment along the corridor within the Atherton town limits to reduce the significant impact of tree removal and tree pruning and relating aesthetic impact. The Town requests that Caltrain meet formally with staff to address these concerns moving forward.*

Alternative Analysis

The Town continues to have concerns with the lack of analysis contained within the Alternatives section of the EIR. Modern diesel options were not studied adequately.

Minimum Service Level

The EIR mentions restoring service to the Atherton train station with the implementation of electrification. We understand this service level to include one stop in the morning and one stop in the evening. The minimum service level offered by Caltrain is completely inadequate. The Town would like to continue conversations with Caltrain on how service to Atherton can be expanded in a meaningful way.

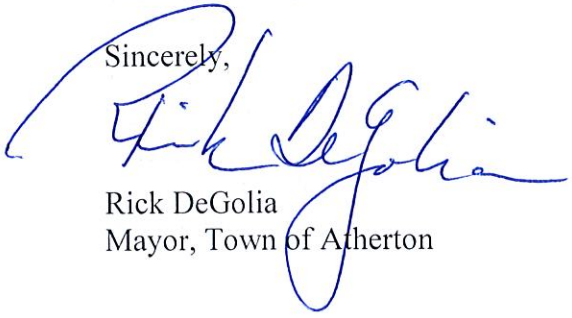
Atherton Station

The Town requests Caltrain's careful consideration of the Atherton Station. In an effort to facilitate that careful consideration, the Town requests that Caltrain work closely with the Town during the Civic Center Project design to ensure that the anticipated needs of the Station are feasible in the design. If the anticipated needs are not achievable, the Town requests that Caltrain work closely with the Town to evaluate the pros and cons of reopening the Atherton Station before such action is taken.

In summary, the Town continues to have concerns with the electrification project and its impact on Atherton residents relating to construction, noise, tree removal and aesthetics. The City Council requests close coordination and continuous dialog between Caltrain staff and Town staff during project design and construction to address potential issues and reduce impacts to the maximum extent feasible.

Thank you for your consideration of our comments.

Sincerely,



Rick DeGolia
Mayor, Town of Atherton



Town of Atherton

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January 26, 2015

Marian Lee
Executive Officer Caltrain Modernization Program
1250 San Carlos Avenue
San Carlos, CA 94070

Subject: Peninsula Corridor Electrification Project – Request to Extend the Time Period to File a CEQA Challenge on the Final Environmental Impact Report

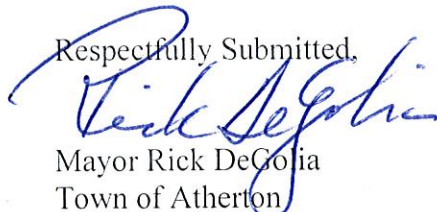
Dear Ms. Lee,

At the January 21, 2015 meeting of the Atherton City Council, we discussed the Final Environmental Impact Report (FEIR) for the Peninsula Corridor Electrification Project certified by the Peninsula Corridor Joint Powers Board on January 8, 2015. The Town of Atherton still has significant concerns and would like the opportunity to explore solutions which avoids potential litigation. However, the current 30 day statute of limitations to file a CEQA challenge does not provide adequate time to engage meaningful and thoughtful negotiations.

Accordingly, the Town of Atherton respectfully requests a tolling agreement extending the statute of limitations for an additional 30 days. We believe this provides a more reasonable period of time to thoroughly review the tremendous volume of written comments and Caltrain responses contained in the FEIR. It also provides the Town additional time necessary to critically assess and determine the legitimacy and viability of potential legal claims we may have against the project FEIR. The additional time will provide great public benefit if it helps avoid unnecessary legal costs for both the Town of Atherton and Peninsula Corridor JPB resulting from a legal challenge to the Peninsula Corridor Electrification Project EIR.

Thank you for your consideration of this important request.

Respectfully Submitted,



Mayor Rick DeGolia
Town of Atherton

Cc: Menlo Park City Council
Palo Alto City Council
Atherton City Council