AGENDA

PENINSULA CORRIDOR JOINT POWERS BOARD

Bacciocco Auditorium, 2nd Floor
1250 San Carlos Avenue, San Carlos CA 94070

April 5, 2018 - Thursday 10:30 a.m.

1. Call to Order / Pledge of Allegiance
2. Roll Call
3. Public Comment
   Public comment by each individual speaker shall be limited to two minutes
4. Consent Calendar
   Members of the Board may request that an item under the Consent Calendar be considered separately
   a. Approval of Minutes of Special Meeting of March 1, 2018
   b. Approval of Minutes of March 1, 2018
   c. Acceptance of Statement of Revenues and Expenditures for February 2018
   d. Receive Key Caltrain Performance Statistics – February 2018
   e. Receive State and Federal Legislative Update
   f. Authorize Rejection of Bids for New Control Point at Brittan Avenue
5. Chairperson’s Report
6. Report of the Citizens Advisory Committee
7. Report of the Executive Director
   a. Financial Dashboard
   b. Caltrain Transit and Intercity Rail Capital Program (TIRCP) Update
   c. Peninsula Corridor Electrification Project Monthly Report for February 2018
   d. Positive Train Control Monthly Report
8. Authorize the Executive Director to Execute Contract Change Orders for Delay in Issuing Full Notices to Proceed for Design Build Contract with Balfour Beatty, Inc. and EMU Procurement Contract with Stadler and Award of Contract Incentives in the Design Build Contract
9. Authorize Delegation of Authority to Executive Director and Chairperson of the Board of Directors to Approve Certain Real Estate Offers, Transactions and Property Rights Conveyances
10. Authorize Execution of a Memorandum of Understanding with Stanford University and Funding Agreements for Member Agency Support of the Caltrain Business Plan, and Increasing the Capital Budget

Note: All items appearing on the agenda are subject to action by the Board. Staff recommendations are subject to change by the Board.

Page 1 of 3
11. Authorize Adopting of the Negative Declaration California Environmental Quality Act (CEQA) Document for the San Mateo Set Out Track Project

12. Correspondence

13. Board Member Requests

14. General Counsel Report

15. Date/Time of Next Regular Meeting: Thursday, May 3, 2018 at 10:00 a.m.
   San Mateo County Transit District Administrative Building, Bacciocco Auditorium,
   2nd Floor, 1250 San Carlos Avenue, San Carlos, CA 94070

16. Adjourn
INFORMATION FOR THE PUBLIC

All items appearing on the agenda are subject to action by the Board. Staff recommendations are subject to change by the Board.

If you have questions on the agenda, please contact the JPB Secretary at 650.508.6279. Agendas are available on the Caltrain website at www.caltrain.com. Communications to the Board of Directors can be e-mailed to board@caltrain.com.

Location, Date and Time of Regular Meetings

Regular meetings are held at the San Mateo County Transit District Administrative Building located at 1250 San Carlos Avenue, San Carlos, one block west of the San Carlos Caltrain Station on El Camino Real, accessible by SamTrans bus Routes ECR, FLX, 260, 295 and 398. Additional transit information can be obtained by calling 1.800.660.4287 or 511.

The JPB meets regularly on the first Thursday of the month at 10 a.m. The JPB Citizens Advisory Committee meets regularly on the third Wednesday of the month at 5:40 p.m. at the same location. Date, time and place may change as necessary.

Public Comment

If you wish to address the Board, please fill out a speaker’s card located on the agenda table and hand it to the JPB Secretary. If you have anything that you wish distributed to the Board and included for the official record, please hand it to the JPB Secretary, who will distribute the information to the Board members and staff.

Members of the public may address the Board on non-agendized items under the Public Comment item on the agenda. Public testimony by each individual speaker shall be limited to two minutes and items raised that require a response will be deferred for staff reply.

Accessibility for Individuals with Disabilities

Upon request, the JPB will provide for written agenda materials in appropriate alternative formats, or disability-related modification or accommodation, including auxiliary aids or services, to enable individuals with disabilities to participate in public meetings. Please send a written request, including your name, mailing address, phone number and brief description of the requested materials and a preferred alternative format or auxiliary aid or service at least two days before the meeting. Requests should be mailed to the JPB Secretary at Peninsula Corridor Joint Powers Board, 1250 San Carlos Avenue, San Carlos, CA 94070-1306; or emailed to board@caltrain.com; or by phone at 650.508.6242, or TDD 650.508.6448.

Availability of Public Records

All public records relating to an open session item on this agenda, which are not exempt from disclosure pursuant to the California Public Records Act, that are distributed to a majority of the legislative body will be available for public inspection at 1250 San Carlos Avenue, San Carlos, CA 94070-1306, at the same time that the public records are distributed or made available to the legislative body.

Note: All items appearing on the agenda are subject to action by the Board. Staff recommendations are subject to change by the Board.
MEMBERS PRESENT: C. Brinkman, C. Chavez, D. Davis, D. Pine, J. Gee, C. Stone, M. Zmuda, G. Gillett, J. Bruins (Chair)

STAFF PRESENT: J. Hartnett, C. Mau, M. Bouchard, J. Cassman, S. van Hoften, C. Gumpal,

Call to Order
Chair Bruins called the meeting to order at 9:32 a.m.

Roll Call
JPB Secretary Gumpal called the roll. A quorum was present.

The meeting recessed to Closed Session at 9:33 a.m. to discuss items in closed session, reconvened at 10:00 a.m. Legal Counsel Cassman reported out the following actions:

General Counsel Report

Closed Session: Conference with Legal Counsel - Existing Litigation Pursuant to Government Code Section 54956.9(d)(1): Peninsula Corridor Joint Powers Board v. Parsons Transportation Group et al; San Mateo County Superior Court Case No. Case No. 17CIV00888

No action was taken.

Closed Session: Conference with Legal Counsel - Existing Litigation Pursuant to Government Code Section 54956.9(d)(1): Parsons Transportation Group v. Peninsula Corridor Joint Powers Board et al; San Mateo County Superior Court Case No. Case No. 17CIV00786

No action was taken.

Closed Session: Real Estate Negotiations - Pursuant to Government Code 54956.8: Agency Negotiators (Joan Cassman, General Counsel, and Brian Fitzpatrick, Real Estate Staff)

Under Negotiation: Price and Terms of Lease Property and Negotiating Parties: Owner Address/Location APN: 015-021-998 Union Pacific Railroad Company Property adjacent to Caltrain Right-of-Way near Dubuque Ave, So. San Francisco, CA

The Board authorized a 15-month lease with Union Pacific.

The Board authorized a settlement with Verizon, to be finalized in the coming months.

Adjourn
The meeting adjourned at 10:06 a.m.
MINUTES OF MARCH 1, 2018

MEMBERS PRESENT: J. Bruins (Chair), G. Gillett, C. Brinkman, C. Chavez, D. Davis, J. Gee, D. Pine, C. Stone, M. Zmuda


CALL TO ORDER/ PLEDGE OF ALLEGIANCE
Chair Jeannie Bruins called the meeting to order at 10:08 a.m. and led the Pledge of Allegiance.

ROLL CALL
Assistant District Secretary Gumpal called the roll. A quorum was present.

REPORT FROM CLOSED SESSION
Legal Counsel Cassman reported out on the Closed Session held at 9:30 a.m., as follows:

Closed Session: Conference with Legal Counsel - Existing Litigation Pursuant to Government Code Section 54956.9(d)(1): Peninsula Corridor Joint Powers Board v. Parsons Transportation Group et al; San Mateo County Superior Court Case No. Case No. 17CIV00888

No action was taken.

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No action was taken.

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The Board authorized a 15-month lease with Union Pacific.


The Board authorized a settlement with Verizon, to be finalized in the coming months.

PUBLIC COMMENT
Shirley Johnson, San Francisco, disagreed with cutting public comment to one minute at the last meeting and provided suggestions to expedite the meeting process.

Maria Beretta, Burlingame, expressed concern regarding the cost of housing and requested consideration for low income residents in the Caltrain business plan.

Rolan LeBrun, San Jose, discussed the Transit Intercity Rail Capital Program, EMU’s, and assigning times to agenda items.

Paul Jones, Atherton, commented on the defective CBOSS system.

John Spangler, Redwood City, expressed support for longer public comment times, clearer communication and bicycle commuters in general.

Drew Taylor, San Mateo, stated he appreciated the presentation on the new grade separations in San Mateo.

CONSENT CALENDAR
Motion/Second: Gillette/Stone
Ayes: Brinkman, Bruins, Chavez, Davis, Gee, Gillette, Pine, Stone, Zmuda

a. Approval of Minutes of Special Meeting of February 1, 2018

Public Comment: Jeff Carter, Millbrae, commented on the brevity of the board minutes.

b. Approval of Minutes of February 1, 2018

Public Comment: Shirley Johnson, San Francisco, reiterated Mr. Carter’s comments regarding the minutes and commented that the Transit Intercity Rail Capital Program does not appear in the minutes.

c. Acceptance of Statement of Revenues and Expenditures for January 2018

d. Receive Key Caltrain Performance Statistics – January 2018
Public Comment: Roland Lebrun, San Jose, discussed the CBOSS contract and inquired why item 9 was not on the Consent Calendar.

e. Receive State and Federal Legislative Update  
f. Receive Capital Projects Quarterly Report – 2nd Quarter Fiscal Year 2018  
g. Authorize the Application For and Receipt of Annual Cap and Trade Funding for the Peninsula Corridor Electrification Project - Approved by Resolution No. 2018-9

CHAIRPERSON’S REPORT
Chair Bruins acknowledged a student from Notre Dame High School’s positive remarks about the new mobile ticketing app, encouraged board members to “go green” and receive board packets electronically and invited board members’ comments/changes on any Rules of Procedure, through Legal Counsel Cassman.

Public Comment  
Roland Lebrun, San Jose, cited a violation of Government Code 54943.3.

CITIZENS ADVISORY COMMITTEE (CAC) REPORT
Brian Shaw, Chair, Citizen’s Advisory Committee, reported on a recent meeting where new officers were appointed and stated the Committee discussed fare evasion, radar scanning technology, Electric Multiple Units design, BART proof of payment, bicycles and number of turned-away bikes.

Chair Bruins requested to schedule a safety item on a future agenda and add the CAC minutes to the agenda packet in the future.

Public Comment  
Roland LeBrun, San Jose, discussed radar scanning technology.

Shirley Johnson, San Francisco, commented on negative comments received regarding bikes on trains.

Jeff Carter, Millbrae, reiterated the comments of Ms. Johnson, above.

John Spangler, Redwood City, discussed bicycles and bike capacity on trains.

REPORT OF THE EXECUTIVE DIRECTOR
Peninsula Corridor Electrification Project Monthly Report  
Executive Director Hartnett introduced John Funghi, Chief Officer for the Peninsula Corridor Electrification Project/CalMod project, who provided a monthly progress report on the electrification project. An extensive written progress report was contained in the agenda packet.
Mr. Hartnett noted that his written report was contained in the agenda packet.

Responding to Board member Davis’ inquiry regarding design, electrification and top train speeds, Chief Operating Officer, Rail, Bouchard and Chief Officer CalMod project, John Funghi, responded. Executive Director Hartnett discussed the environmental document and High Speed Rail ongoing meetings that are being held. Director Davis requested regular updates on the High Speed Rail project.

Public Comment
Roland LeBrun, San Jose, discussed project costs, train assembly, Buy America requirements and a proper design to sustain train speeds.

John Spangler, Redwood City, discussed the electrification project effecting Atherton, a grant for rolling stock and video surveillance.

Shirley Johnson, San Francisco, requested to receive future bicycle advisory committee minutes.

AWARD OF CONTRACT TO WABTEC RAILWAY ELECTRONICS FOR COMPLETION OF THE POSITIVE TRAIN CONTROL PROJECT
Chair Bruins recused herself from the discussion on the agenda item due to a conflict of interest and turned the gavel over to Vice Chair Gillette.

Chief Operating Officer-Rail Bouchard, provided extensive background information on the history of the requirement of implementing a Positive Train Control system - an advanced technology train collision/train derailment avoidance system - required in response to the Rail Safety Improvement Act. She stated the deadline to implement the control project is December 2018.

Ms. Bouchard stated a contract was awarded by the PCJ PB, after a lengthy competitive process in October 2011, to Parsons Transportation Group to implement the new system. However, the contract was terminated in February 2018 for nonperformance.

Ms. Bouchard discussed lessons learned and reviewed the status of the train control industry and the advancement of technology over the past five years, including Wabtec, the second lowest bidder in the 2011 procurement process. She stated many commuter rail operators have implemented the Wabtec-based solution, including the California properties of Metrolink, Coaster, ACE and Capitol Corridor, among others.

Ms. Bouchard discussed the path forward to meet the federal safety mandate of December 2018, including issuing a contract to Wabtec. She reviewed the contract budget of $49.5 million, including $4.5 million in contingency and $2 million in potential bonus payments.
The contract contains a cost sharing provision for both overruns and savings on high risk items, valued at $1.9 million. Ms. Bouchard reviewed the funding for the project, the next steps and how to proceed. Regarding funding, she stated funding for this $49.5 million contract budget is available in the remaining committed funding for the project in the amount of $59.8 million. Total program budget to complete the project will require additional funding for JPB support costs in future fiscal years. She stated staff is carefully evaluating current and projected capital needs, as well as investigating opportunities for future grant funding and other financial vehicles to cover the balance of these future program costs. A long-term funding plan will be developed and brought to the Board for approval in the beginning of FY 2019.

Public Comment
Roland LeBrun, San Jose, discussed Wabtec and implementation issues.

Jeff Carter, Millbrae, discussed concerns from 2011 about CBOSS, discussed the Parsons lawsuit and accountability, funding issues,

Adina Levin, Friends of Caltrain, commended staff and the board for making the decision to change direction and procure a positive train control services.

John Spangler, Redwood City, appreciated the extensive staff presentation. He would like to lobby Congress for funding.

Vaughn Wolffe, Sunnyvale, remarked that the board should have a better education process to understand train issues.

Director Pine stated the Board’s ad hoc Positive Train Control subcommittee has been meeting regularly and has had extensive updates on both train control and CBOSS contract issues.

Director Davis asked about the terms of the contract and cost sharing, while Director Zmuda inquired about the other Wabtec installation for passenger rail, change orders and overall budget issues. Director Brinkman discussed freight issues. Ms. Bouchard responded to all inquiries.

Responding to Director Pine, Ms. Bouchard stated the core team is prepared to implement the provisions of the Wabtec contract.

Director Davis thanked staff for the extensive work done on the project.

After extensive discussion, a motion was made to adopt Resolution No. 2018-11:

Approve a contract with Wabtec Railway Electronics, Inc. in an amount not to exceed $45,012,123 to complete the Peninsula Corridor Joint Powers Board’s Positive Train Control (PTC) System, establish a contract contingency of 10 percent and authorize the Executive Director to approve change orders up to the contingency amount and authorize the Executive Director or his designee to execute the contract in a form
approved by legal counsel, with full implementation of the agreed upon Funding Partners’ Oversight Protocol including monthly reports to the Board.

Adopted by Resolution 2018-11, Approving and Authorizing the Executive Director to Execute an Agreement with Wabtec Railway Electronics, Inc. in an Amount Not to Exceed $45,012,123 to Complete the Positive Train Control System.

Motion/Second: Davis/Stone
Ayes: Brinkman, Chavez, Davis, Gee, Gillett, Pine, Stone, Zmuda
Absent: Bruins

Chair Bruins returned to chair the meeting.

**AUTHORIZE THE APPLICATION FOR THE RECEIPT OF SAN MATEO COUNTY SHUTTLE PROGRAM FUNDS**

The Board authorized the following Resolution:

Adopted Resolution 2018-10, Resolution Authorizing Application For and Receipt of San Mateo County Shuttle Program Funds. The Resolution authorizes the filing of an application for up to $3,095,100 from the San Mateo County Transportation Authority (TA) and/or the San Mateo City/County Association of Governments (C/CAG) for San Mateo County Shuttle Program funds, committing up to $2,242,000 in matching funds, if required, for the Caltrain shuttle program, with the funding sources to be identified through the annual JPB operating budget process, and executing a two-year funding agreement and take any other actions necessary for the purpose of obtaining grant funding through the Transportation Authority and/or City/County Association of Governments for the operation of Caltrain shuttles in San Mateo County.

Motion/Second: Davis/Stone.
Ayes: Brinkman, Bruins, Chavez, Davis, Gee, Gillett, Pine, Stone, Zmuda

**DIRIDON STATION PLANNING UPDATE**

Planning Director, Liz Scanlon, provided a comprehensive and detailed presentation regarding the planning activities and efforts underway for the San Jose Diridon Station.

She stated the Diridon Station is a historic train depot with not only Caltrain services but service provided by Amtrak long distance, Capitol Corridor Joint Powers Authority, Altamont Commuter Express, and Valley Transit Association light rail and bus service. Ms. Scanlon acknowledged the City of San Jose staff in the audience.

Ms. Scanlon reviewed the San Jose Diridon as it exists today, including amenities, City of San Jose’s 2014 Station Area Plan and the districts that surround it. She stated a 38-member Station Area Advisory Group had been created to shape the planning efforts for the station. She acknowledged the partnerships of Calif. High Speed Rail, Valley Transportation Agency and City of San Jose in a collaborative effort and have created a mission statement for the project. Ms. Scanlon referred to the 2018 State Rail Plan and discussed aspects of it that converge at the Diridon Station.
Ms. Scanlon reviewed slides from a learning tour in Netherlands and France and the lesson learned from the trip and also what was gleaned from that trip to help in planning the new Diridon station.

Public Comment
John Spangler, Redwood City, discussed the integration potential of the project and long range vision.

Jeff Carter, Millbrae, commented on other stations’ projects and parking.

Roland Lebrun, San Jose, discussed the scope of the project.

Adina Levine, Friends of Caltrain, commented on the need to integrate and coordinate the services at the station, including fares and schedules.

CORRESPONDENCE
Correspondence received was contained in the reading file.

BOARD MEMBER REQUESTS
Director Brinkman requested to work on solutions for the bicycle security and access.

Chair Bruins stated the closed sessions were not needed since they were handled earlier in the day.

DATE/TIME/PLACE OF NEXT REGULAR MEETING: The next meeting will be held Thursday May 3, at 10 a.m., 1250 San Carlos Avenue, 2nd Floor, San Carlos.

ADJOURN
Adjourned at 12:49 p.m.
AGENDA ITEM #4 (c)  
APRIL 5, 2018

PENINSULA CORRIDOR JOINT POWERS BOARD  
STAFF REPORT

TO: Joint Powers Board
THROUGH: Jim Hartnett  
Executive Director
FROM: Derek Hansel  
Chief Financial Officer

SUBJECT: STATEMENT OF REVENUES AND EXPENSES FOR THE PERIOD ENDING  
FEBRUARY 28, 2018

ACTION
Staff proposes the Committee recommend that the Board accept and enter into the record the Statement of Revenues and Expenses for the month of February 2018.

This staff report provides a brief discussion of significant items and trends on the attached Statement of Revenues and Expenses through February 28, 2018. The statement has been designed to follow the Agency wide line item rollup as included in the adopted budget. The columns have been designed to provide easy comparison of year to date prior to current actuals for the current fiscal year including dollar and percentage variances. In addition, the current forecast of Revenues and Expenses is compared to the Revised Budget for Fiscal Year 2018.

SIGNIFICANCE
Annual Forecast: The forecast was updated this month with a new process to improve accuracy of year-end results and increase visibility to current trends. Finance staff collaborated with division chiefs and cost center managers to estimate year-end expense and review variances between actual and budget. The forecast reflects Use of Reserves (page 1, line 13) of $2.9 million compared to $8.5 million in the revised budget. This is an improvement of $5.6 million and is primarily driven by projected savings in several expense line items. Rail Operating Service (page 1, line 23) reflects lower TASI expense as a result of resources diverted to support the PCEP project. Shuttle Services (page 1, line 28) is lower than budget due to reduced service because of driver shortages. Fuel and Lubricants (page 1, line 29) is lower than budget due to both lower usage and lower cost per gallon. Insurance (page 1, line 31) is lower than budget due to lower than anticipated reserves for claims. Wages and Benefits (page 1, line 39) is lower due to larger than anticipated position vacancies. Professional Services (page 1, line 42) is lower than budget due to lower consultant expenses.
**Year to Date Revenues:** As of February year-to-date actual, the Total revenues (page 1 of the Statement of Revenues and Expenses, line 17) are $2.5 million higher than the prior year. This is primarily driven by Farebox Revenue (page 1, line 1), Shuttle (page 1, line 3), and Rental Income (page 1, line 4). This is partially offset by Parking Revenue (page 1, line 2), Operating Grants (page 1, line 11), JPB Member agency contributions (page 1, line 12) that were reduced due to a decrease in the annual insurance premiums and Other Income (page 1, line 5) due to Union Pacific shared track and maintenance revenue.

**Year to Date Expenses:** As of February year-to-date actual, the Total Expense (page 1, line 50) is $0.8 million higher than the prior year-to-date actual. This is primarily due to higher TASI costs (page 1 line 23), Security Services (page 1, line 25), Fuel and Lubricants (page 1, line 29), and Wages & Benefits (Page 1 line 39) offset by Insurance (page1, line 31) due to decrease in claims expense and reversal of claims reserve.

**BUDGET IMPACT**
There are no budget amendments for the month of February 2018.

**STRATEGIC INITIATIVE**
This item does not achieve a strategic initiative.

Prepared By: Maria Pascual, Accountant 650-508-6288
Jeannie Chen, Manager, General Ledger 650-508-6259
# Statement of Revenue and Expense

## PENINSULA CORRIDOR JOINT POWERS BOARD

### Statement of Revenue and Expense

#### Fiscal Year 2018

February 2018

<table>
<thead>
<tr>
<th>YEAR TO DATE</th>
<th>]</th>
<th>% OF YEAR ELAPSED</th>
<th>66.7%</th>
</tr>
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<tbody>
<tr>
<td>PRIOR</td>
<td>CURRENT</td>
<td>$ VARIANCE</td>
<td>% VARIANCE</td>
</tr>
</tbody>
</table>

### REVENUE

#### OPERATIONS:

1. **Farebox Revenue**
   - Actual: 60,153,447
   - Forecast: 63,403,062
   - Variance: 3,249,615
   - % Variance: 5.4%
   - Budget: 98,427,507
   - % Elapsed: 0.0%

2. **Parking Revenue**
   - Actual: 3,659,877
   - Forecast: 3,462,860
   - Variance: (197,017)
   - % Variance: (5.4%)
   - Budget: 6,871,603
   - % Elapsed: 0.0%

3. **Shuttles**
   - Actual: 1,185,359
   - Forecast: 1,465,508
   - Variance: 280,169
   - % Variance: 23.6%
   - Budget: 2,461,000
   - % Elapsed: 0.0%

4. **Rental Income**
   - Actual: 1,229,245
   - Forecast: 1,285,861
   - Variance: 56,616
   - % Variance: 4.6%
   - Budget: 1,740,200
   - % Elapsed: 0.0%

5. **Other Income**
   - Actual: 1,895,149
   - Forecast: 1,148,022
   - Variance: (747,127)
   - % Variance: (39.4%)
   - Budget: 993,345
   - % Elapsed: 40.7%

- **TOTAL OPERATING REVENUE**
  - Actual: 68,123,057
  - Forecast: 70,765,313
  - Variance: 2,642,256
  - % Variance: 3.9%
  - Budget: 110,493,655
  - % Elapsed: 0.4%

### CONTRIBUTIONS:

6. **AB434 Peninsula & TA Shuttle Funding**
   - Actual: 1,132,689
   - Forecast: 1,205,253
   - Variance: 72,564
   - % Variance: 6.4%
   - Budget: 1,796,300
   - % Elapsed: 0.0%

7. **Operating Grants**
   - Actual: 2,965,445
   - Forecast: 2,843,767
   - Variance: (119,679)
   - % Variance: (4.1%)
   - Budget: 4,265,650
   - % Elapsed: 0.0%

8. **JPB Member Agencies**
   - Actual: 15,730,096
   - Forecast: 15,668,059
   - Variance: (62,037)
   - % Variance: (0.4%)
   - Budget: 20,448,014
   - % Elapsed: 0.0%

9. **Use of Reserves**
   - Actual: -
   - Forecast: -
   - Variance: 8,490,979
   - % Variance: -
   - Budget: 2,855,269
   - % Elapsed: (66.4%)

- **TOTAL CONTRIBUTED REVENUE**
  - Actual: 19,828,230
  - Forecast: 19,717,079
  - Variance: (111,151)
  - % Variance: (0.6%)
  - Budget: 35,000,943
  - % Elapsed: (16.1%)

### GRAND TOTAL REVENUE:

- **Actual**: 87,951,287
- **Forecast**: 90,482,392
- **Variance**: 2,531,105
- **% Variance**: 2.9%
- **Budget**: 145,494,598
- **% Elapsed**: (5,231,135)
- **% Elapsed**: (3.6%)
## PENNSULA CORRIDOR JOINT POWERS BOARD
### INVESTMENT PORTFOLIO
#### AS OF FEBRUARY 28, 2018

<table>
<thead>
<tr>
<th>Type of Security</th>
<th>Maturity Date</th>
<th>Interest Rate</th>
<th>Purchase Price</th>
<th>Market Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local Agency Investment Fund (Unrestricted)</td>
<td>Liquid Cash</td>
<td>1.412%</td>
<td>73,128</td>
<td>73,128</td>
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<tr>
<td>County Pool (Restricted)</td>
<td>Liquid Cash</td>
<td>1.395%</td>
<td>1,000,000</td>
<td>1,000,000</td>
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<tr>
<td>County Pool (Unrestricted)</td>
<td>Liquid Cash</td>
<td>1.395%</td>
<td>981,817</td>
<td>981,817</td>
</tr>
<tr>
<td>Other (Unrestricted)</td>
<td>Liquid Cash</td>
<td>0.000%</td>
<td>57,798,939</td>
<td>57,798,939</td>
</tr>
<tr>
<td>Other (Restricted)</td>
<td>Liquid Cash</td>
<td>0.200%</td>
<td>25,384,229</td>
<td>25,384,229</td>
</tr>
</tbody>
</table>

$ 85,238,113 $ 85,238,113

Accrued Earnings for February 2018 $ 7,998.03
Cumulative Earnings FY2018 $ 59,123.61

* The market value of Local Agency Investment Fund (LAIF) is calculated annually and is derived from the fair value factor as reported by LAIF for quarter ending June 30th each year.

** As of February 2018, the total cost of the Total County Pool was $5,029,566,650 and the fair market value per San Mateo County Treasurer's Office was $5,014,364,448.

*** Prepaid Grant funds for Homeland Security, PTMSEA and LCTOP projects, and funds reserved for debt repayment.

The Portfolio and this Investment Report comply with the Investment Policy and the provisions of SB 564 (1995).

The Joint Powers Board has the ability to meet its expenditure requirements for the next six months.
AGENDA ITEM #4 (d)
APRIL 5, 2018

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

FROM: Michelle Bouchard
Chief Operating Officer, Rail

SUBJECT: KEY CALTRAIN PERFORMANCE STATISTICS - FEBRUARY 2018

ACTION
Staff Coordinating Council recommends that the Board receive the Performance Report for February 2018.

SIGNIFICANCE
Staff will provide monthly updates to Key Caltrain Performance Statistics, Caltrain Shuttle Ridership, Caltrain Promotions, Special Event Updates and Social Media Analytics.

BUDGET IMPACT
There is no budget impact.

MONTHLY UPDATE
In February 2018, Caltrain’s average weekday ridership (AWR) increased 3.5 percent to 59,657 from February 2017 AWR of 57,618. The total number of passengers who rode Caltrain in February 2018 increased 1.6 percent to 1,414,896 from 1,392,561 in February 2017. This month ticket sales for One Way tickets (up 27.8 percent), ED One Way tickets (up 14.8 percent) and ED Monthly Passes (up 4.5 percent) increased from February 2017. Ticket sales for Day Passes (down 6.2 percent), ED Day Passes (down 5.1 percent) and Monthly Passes (down 2 percent) decreased from January 2017. The shift in fare product usage is due to the recent elimination of the 8-ride ticket. The implementation of Caltrain Mobile Ticketing (which includes One Way, ED One Way, Day Pass, ED Day Pass, Zone Upgrades and Joint Caltrain +VTA Day Pass purchases) starting in February 2018 accounted for approximately 0.3 percent of February 2018 rides and 0.4 percent of February 2018 Monthly Ticket Sales Revenue. The number of Eligible Go Pass Employees decreased 2.9 percent from 76,344 to 74,154 from February 2017. The slight decrease in Go Pass Eligible Employees was likely due to the recent Go Pass price increase effective January 2018. Farebox Revenue increased 10 percent to $7,580,020 from $6,893,722 in February 2017.
On-time performance (OTP) for February 2018 was 93.7 percent, compared to 93.8 percent OTP for February 2017. In February 2018 there were 240 minutes of delay due to mechanical issues, the lowest in approximately 8 years, compared to 792 minutes in February 2017.

Looking at customer service statistics, there were 7.1 complaints per 100,000 passengers in February 2018 which decreased from 8.0 in February 2017.

Shuttle ridership for February 2018 is down 5.9 percent from February 2017. For the station shuttles, the Millbrae-Broadway shuttle averaged 162 daily riders. The Belmont-Hillsdale shuttle averaged 38 daily riders. The weekend Tamien-San Jose shuttle averaged 43 daily riders. When the Marguerite shuttle was removed, the impact to ridership was a decrease of 6.8 percent.

**Caltrain Promotions - February 2018:**

**Giants FanFest** - Giants FanFest was held on Saturday, February 10 at AT&T Park. For the first time, Caltrain sponsored a table at the FanFest with staff from Rail Operations, Customer Service, Engineering and Communications. This event was the perfect opportunity to educate fans about Caltrain’s extra Giants service and the launch of the new Caltrain Mobile Ticketing App. Caltrain added extra capacity by running a 7-car pre-event train and provided one extra train pre-event and two extra trains post-event. Total FanFest attendees and regular riders alighting and boarding at the San Francisco station was 6,117, up 500 riders compared to 2017. The communications plan included News release/Peninsula Moves blog, listing on the Caltrain Special Events website and heavy organic social media posts. This year’s attendance was estimated to be 37,500 fans.

**Caltrain Mobile Ticketing App Launch** - Caltrain’s Mobile Ticketing App launched on Saturday, February 10. Including Caltrain’s presence at Giants Fan Fest, Caltrain launched an advertising campaign to promote the app. This campaign runs from February 10 to April 2. Ad campaign strategies included targeted Facebook carousel ad, geo-demographic targeted digital display ads throughout San Mateo and Santa Clara counties and Google search app download ads to introduce the app to people searching for ways to pay on Caltrain.

**On-going promotions:**

**San Jose Sharks at SAP Center** - For the month of February, the Sharks played six home games. Caltrain post-game boardings at San Jose Diridon station was 2,058 customers for the month of February. Communications includes sponsored Facebook social media engagement ads running the entire season and organic social posts.
Caltrain Digital Metrics - Feb. 2018

**New Followers**
+2935
Feb, 18 - 177,737
Jan, 18 - 174,795

**Top Tagged Issues**
1. Delays
2. Mobile App
3. Bike Car
4. WiFi

**Caltrain.com Pageviews**
Feb, 18 - 681,590
Jan, 18 - 713,958
Feb, 17 - 659,305

**Monthly Yelp & FB Rating**
(6 reviews)

**Mobile App - Feb, 18**
4,981 - Downloads
5,143 - Active Users
3,284 - Tickets Sold
2.5 - Overall Rating

**Social Media Impression Spikes**
February, 2018

Your Tweets earned 3.1M impressions over this 28 day period

- Feb 3-6
  Series of smaller delays
  Other content also drove spikes.
- Feb 14
  Systemwide Network Fail
  846 Capital Projects Delay Mins
  1318 Daily Delay Mins

Prepared by:  James Namba, Marketing Specialist  650.508.7924
Jeremy Lipps, Social Media Officer  650.622.7845
Patrice Givens, Data Specialist  650.508.6347
## Table A

### February 2018

<table>
<thead>
<tr>
<th></th>
<th>FY2017</th>
<th>FY2018</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Ridership</td>
<td>1,392,561</td>
<td>1,414,896</td>
<td>1.6%</td>
</tr>
<tr>
<td>Average Weekday Ridership</td>
<td>57,618</td>
<td>59,657</td>
<td>3.5%</td>
</tr>
<tr>
<td>Total Farebox Revenue</td>
<td>$6,893,722</td>
<td>$7,580,020</td>
<td>10.0%</td>
</tr>
<tr>
<td>On-time Performance</td>
<td>93.8%</td>
<td>93.7%</td>
<td>-0.1%</td>
</tr>
<tr>
<td>Average Caltrain Shuttle Ridership</td>
<td>9,910</td>
<td>9,321</td>
<td>-5.9%</td>
</tr>
</tbody>
</table>

### Year to Date

<table>
<thead>
<tr>
<th></th>
<th>FY2017</th>
<th>FY2018</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Ridership</td>
<td>12,270,064</td>
<td>12,416,773</td>
<td>1.2%</td>
</tr>
<tr>
<td>Average Weekday Ridership</td>
<td>58,172</td>
<td>60,271</td>
<td>3.6%</td>
</tr>
<tr>
<td>Total Farebox Revenue</td>
<td>$60,153,447</td>
<td>$63,403,062</td>
<td>5.4%</td>
</tr>
<tr>
<td>On-time Performance</td>
<td>94.0%</td>
<td>94.8%</td>
<td>0.9%</td>
</tr>
<tr>
<td>Average Caltrain Shuttle Ridership</td>
<td>9,200</td>
<td>8,737</td>
<td>-5.0%</td>
</tr>
</tbody>
</table>

## Graph A

**Caltrain Average Weekday Ridership**

- **57,618**
- **59,657**

- AWR
- 13-Month Average
Graph B

MONTHLY MECHANICAL DELAYS

Delay Minutes per Month

Graph C

CALTRAIN MONTHLY COMPLAINTS

Complaints per 100,000 Passengers

FY2016
FY2017
FY2018
TO: Joint Powers Board

THROUGH: Jim Hartnett
           Executive Director

FROM: Seamus Murphy
      Chief Communications Officer

SUBJECT: STATE AND FEDERAL LEGISLATIVE UPDATE

ACTION
Staff Coordinating Council recommends the Board receives the attached memos. Staff will provide regular updates to the Board in accordance with Legislative Program.

SIGNIFICANCE
The 2018 Legislative Program establishes the principles that will guide the legislative and regulatory advocacy efforts. Based on those principles, staff coordinates closely with our Federal and State advocates on a wide variety of issues that are considered in Congress and the State legislature. The attached reports highlight the recent issues and actions that are relevant to the Board.

Prepared By: Casey Fromson, Government and Community Affairs Director 650-508-6493
Appropriations Update: On February 9, the Senate (71-28) and the House (240-186) passed – in one package – a budget deal and a short-term FY 2018 Continuing Resolution (CR) to fund the government through March 23. Shortly thereafter, the President signed the bill into law. This deal funds the federal government through March 23 and provides an additional $300 billion over two years. This additional money will allow the appropriators to provide the FAST Act authorized funding for the Capital Investment Grant program (New Starts/Small Starts/Core Capacity), rather than the House lower funding level and at least the $500 million for TIGER.

Appropriations aides have indicated that the FY 2018 omnibus appropriations bill will be unveiled during the night of Sunday, March 18, or on Monday, March 19. The House is expected to vote on the bill on Tuesday, March 20 or Wednesday, March 21, and the Senate will consider the bill shortly after the House vote.

Several legislative “riders” are anticipated to be included within the bill; however, lawmakers must resolve disputes over funding, including on the Gateway project – a tunnel under the Hudson River that would connect Newark, New Jersey to New York City. These riders could include:

- Stabilization for Affordable Care Act: Funding for cost-sharing subsidies and reinsurance to avoid huge premium increase this fall.
- Three month extension for the FAA reauthorization, which expires on March 31.
- Export-Import Bank: Some Republican members want to lower the required threshold of board members for the Export-Import Bank to approve large loans.
- A national sales tax on online retailers.
- Offer financial incentives for federal and state authorities to comply with the U.S. criminal background check system.
- Short-term extension for the National Flood Insurance Program (NFIP), which expires March 23.
- House Majority Leader Kevin McCarthy wants to include a provision to allow the Department of Interior to work on the Shasta Dam without state or local support.

Senate Democrats Release Jobs and Infrastructure Plan: The Senate Democrats released their Jobs and Infrastructure Plan on March 7. The plan proposes $1 trillion in real investments; funding for a new incentive grant program for states and local governments; funding to agencies for processing permits; and funding for Inspectors General and the Government Accountability Office (GAO) to ensure oversight of infrastructure spending. More specifically, the plan proposes the following investments:
$140 billion for roads and bridges;
$10 billion to expand TIGER grants;
$115 billion for water and sewer systems;
$115 billion for repairing and improving public transportation;
$50 billion for modernizing and improving rail infrastructure safety;
$40 billion for a new vital infrastructure program;
$30 billion for revitalizing Main Street and promoting innovative transportation;
$62 billion for neighborhood revitalization, lead remediation, and affordable housing;
$50 billion for school infrastructure;
$30 billion for ports and waterways;
$40 billion for airports;
$25 billion for resilient communities;
$80 billion for the energy grid and promotion of clean energy;
$40 billion for universal high-speed internet;
$15 billion for addressing construction backlog on public lands;
$10 billion for tribal infrastructure;
$10 billion for addressing construction backlog at VA Healthcare facilities;
$20 billion for innovative financing tools; and
$140 billion for ensuring solvency of the Highway Trust Fund for the next decade.

The plan relies on funding from rollbacks to provisions currently enacted in the Tax Cuts and Jobs Act:

- Restoring the top rate back to 39.6% ($139 billion);
- Restoring the 2017 Individual AMT ($429 billion);
- Restoring the 2017 Estate and Gift Taxes ($83 billion);
- Closing the carried interest loophole ($12 billion); and
- Raising the corporate tax rate from 20% to 25% ($359 billion).

Within the Senate Democrats’ plan, over $175 billion is identified in new investments for rural communities, and $10 billion for tribal communities. Senate Minority Leader Chuck Schumer (D-NY) is promoting the plan as a way to undo some of the tax cuts signed into law in December. The plan is unlikely to move forward, as Democrats currently hold the minority in the Senate. Majority Leader Mitch McConnell (R-KY) has said that the plan would be a “non-starter.”

FRA Announces Funding for Rail Capital Projects and Operating Assistance: On February 18, the Federal Railroad Administration (FRA) released a NOFO for the Consolidated Rail Infrastructure and Safety Improvements (CRISI) grant program. Applications for funding under this solicitation are due no later than 5:00 p.m. EDT, June 21, 2018. The total funding available for awards under this NOFO is $65,232,400, at least $17 million must be made available for Rural Projects. The Federal share cannot exceed 80 percent, though FRA will provide selection preference to applications where the proposed Federal share of total project costs is 50 percent or less.
**Project Eligibility:**
Railroad safety technology, including PTC; broken rail detection and warning systems; track intrusion systems; and electronically controlled pneumatic (ECP) braking systems.

- Acquisition, improvement, or rehabilitation of railroad equipment (locomotives and rolling stock); railroad infrastructure (grade crossings, catenary, signals, and PTC equipment); and rail facilities (yards, passenger stations, or maintenance and repair shops).
- A capital project necessary to reduce congestion and facilitate ridership growth in Intercity Passenger Rail Transportation along heavily traveled rail corridors. Examples include: Projects addressing congestion that improve stations; increase rail capacity; reduce conflict between freight and intercity passenger rail; reduce delays and risks associated with highway-rail grade crossings; and provide more effective rail equipment.
- A highway-rail grade crossing improvement project.
- Rail line relocation and improvement project.
- A capital project to improve short-line or regional railroad infrastructure.
- preparation of regional rail and corridor service development plans and corresponding environmental analyses.
- A project necessary to enhance multimodal connections or facilitate service integration between rail service and other modes, including between Intercity Rail Passenger Transportation and intercity bus service or commercial air service.

FRA encourages applicants to propose projects or components of projects that have operational independence that can be completed and implemented with the level of CRISI funding available together with other sources.

**Evaluation Criteria:**
FRA will first screen each application for applicant and project eligibility, completeness, and the 20 percent minimum match in determining whether the application is eligible.

FRA will then consider the applicant’s past performance in developing and delivering similar projects and previous financial contributions, and previous competitive grant technical evaluation ratings that the proposed project received under previous competitive grant programs administered by the DOT if applicable.

**Benefit-Cost Analysis:**
FRA will evaluate the Benefit-Cost Analysis of the proposed project for the anticipated private and public benefits relative to the costs of the proposed project and the summary of benefits including—

(A) Effects on system and service performance;
(B) Effects on safety, competitiveness, reliability, trip or transit time, and resilience;
(C) Efficiencies from improved integration with other modes; and
(D) Ability to meet existing or anticipated demand.

**Technical Merit:**
- Applications indicate strong project readiness and
The proposed project’s business plan considers potential private sector participation in the financing, construction, or operation of the proposed project.  

The applicant has, or will have the legal, financial, and technical capacity to carry out the proposed project.

FRA will give preference to projects for which the:

- Proposed Federal share of total project costs is 50 percent or less; and
- Net benefits of the grant funds will be maximized considering the Benefit-Cost Analysis, including anticipated private and public benefits relative to the costs of the proposed project.

President Nominates FTA Leader: President Trump announced his intent to nominate former Rep. Thelma Drake (R-VA) to serve as Administrator for the Federal Transit Administration (FTA). Drake currently serves as Assistant Director of Public Works for the city of Norfolk, VA. She served in Congress from 2005 to 2009, where she sat on the House Transportation and Infrastructure Committee. A nomination committee hearing date has not yet been announced.

2017 Round of TIGER Grants Announced: The Department of Transportation (DOT) released its first round of FY 2017 TIGER grants on March 9. Based on the awards, the DOT’s priority focus is on rural areas, with over 64 percent of the nearly $500 million in awards going to rural projects. The 2017 appropriations law required a minimum of 20 percent of the grant money to go to projects in rural areas. Only two transit projects were selected for TIGER grants, and their $17.6 million was just 3.6 percent of the total TIGER grant money. Road projects got 77 percent of the 2017 TIGER money. Bike/ped projects received zero this year (though the Trump Administration did fund some “complete streets” initiatives that do have bike/ped components). 9 percent of the 2017 TIGER money goes to port projects.

State DOTs and Industry Groups Push for Project Funding: A group of state Departments of Transportation (DOTs) and industry groups are pushing for Congress and President Trump to provide adequate long-term highway and transit revenue to avoid a 2020 funding crisis. During a House hearing on March 7 regarding long-term funding for highways and transit programs, the groups said that the Highway Trust Fund (HTF) faces a cliff in 2020, when a five-year authorization of surface transportation programs expires. Witnesses at the hearing also said that either the gas tax must be raised, or a new dedicated revenue source for the HTF must be found. Committee members from both parties said that they would support measures to increase HTF project funding, but also reiterated the political difficulty of passing the measures.

Senate Commerce Committee Hold Hearing on Infrastructure Proposal: On Tuesday, March 12, the Senate Commerce’s Subcommittee on Surface Transportation and Merchant Marine Infrastructure, Safety and Security held a hearing titled, “Rebuilding Infrastructure in America: State and Local Transportation Needs” to “examine opportunities to improve the national transportation network to better connect communities across the country.” The witnesses were:

- Kyle Schneweis, Director, Nebraska Department of Transportation
- Dan Gilmartin, Executive Director and Chief Executive Officer, Michigan Municipal League and Member of the National League of Cities
- Jordan Kass, President, Managed Services, TMC Division, C.H. Robinson
Subcommittee Chairwoman Deb Fischer (R-NE) began the hearing stating that the country is in dire need of infrastructure investment, citing the American Society of Civil Engineers (ASCE) scorecard which graded the US with a D+ for infrastructure condition in 2017.

In his testimony, Mr. Schneweis recommended that “the funds tied to any infrastructure package have as few federal strings attached as possible,” contending that localities and states move on a faster timeline without the federal government’s involvement.

Mr. Gilmartin said that local governments own, operate, and maintain 78 percent of the nation’s road miles and invest billions in public infrastructure. He provided principles for national infrastructure investment: long-term funding; allow local officials more authority; expanded revenue tools to give local governments more options for infrastructure funding (many cities cannot legally utilize innovative finance); bolster the connection between urban areas and national economic growth.

Members’ questions and testimony focused touched on lack of equity between urban and rural areas, economically disadvantaged and wealthy areas, and large and small businesses. Everyone agreed that sustainable reliable funding from the federal government is necessary.
March 19, 2018

TO: Peninsula Corridor Joint Powers Board Members

FROM: Mike Robson and Trent Smith, Edelstein Gilbert Robson & Smith, LLC
Joshua W. Shaw and Matt Robinson, Shaw / Yoder / Antwih, Inc.

RE: STATE LEGISLATIVE UPDATE – MARCH 2018

Overview
The Legislature will recess for its Spring Break on March 23 and return on April 2. The month of April will be very busy with both policy committee hearings and Budget Subcommittee hearings happening concurrently. Typically, the weeks leading up to the first policy committee deadline are the busiest because all bills are getting hearings, amendments are negotiated, and deals are made. The first committee hearing serves as a funnel in the legislative process and a good number of the thousands of bills will be weeded out during the month of April.

When the Legislature returns from Spring Recess, there will be a new leader of the State Senate with Senator Toni Atkins from San Diego assuming the job of Senate President Pro Tem on April 21. At this time, she has indicated that there will not be much shakeup in the committee structure in the Senate. However, some changes in the leadership hierarchy are expected. We expect the Caltrain Senate legislative delegation to continue to be in strong positions to be effective advocates for the peninsula and Caltrain.

High Speed Rail
The High-Speed Rail Authority selected the Secretary of the California Transportation Agency, Brian Kelly, as its Executive Director at the end of January. In the first major act since taking the helm of the project, Mr. Kelly released the statutorily required updated HSR business plan on March 9. This plan, which will be subject to public discussion, legislative hearings, and possible revision, will need to be approved by the Authority at its May meeting.

Consistent with the historical and ongoing challenges of constructing the project, the plan identifies significant estimated cost increases in the billions of dollars. In a departure from past plans, however, the authority has introduced cost ranges instead of an actual cost estimate for specific segments to reflect the uncertainty inherent in early design and right of way costs. For example, the plan identifies cost range for the Silicon Valley to Central Valley segment to be from $25 billion to $37 billion.

The plan highlights the partnership with the Peninsula Corridor Joint Powers Board and Prop 1A expenditures to fully fund electrification of the Caltrain corridor which will allow Caltrain to meet its ridership demands while anticipating eventual high-speed service as part of a blended system.
As noted above, the Legislature will hold hearings on the draft business plan. The Assembly Transportation Committee will be hosting its informational hearing on April 2 and the Senate Budget Subcommittee on Transportation and Resources will hold a joint hearing with the Senate Transportation Committee on April 3. Caltrain CEO Jim Hartnett will be testifying at both hearings to present Caltrain’s perspective on the business plan.

**Bills of Interest**
The following is a highlight of bills of interest to SMCTA:

**AB 1756 (Brough) – Recommend Oppose**
This bill would repeal SB 1. A potential repeal of SB 1 will be a prominent issue this year. This bill is unlikely to be heard, let alone pass in policy committee, but it still warrants attention since it will keep the conversation alive.

**SB 1119 (Newman) – Recommend Support**
This bill is Co-Sponsored by the California Transit Association and would provide additional flexibility with regard to disadvantaged community requirements in the LCTOP. Specifically, this bill would provide relief for agencies expanding or improving bus routes or providing transit passes using LCTOP funds.

**Proposition 69 (Ballot Measure) – Recommend Support**
Proposition 69, was placed on the ballot by the State Legislature as part of a legislative package that included SB 1. The main feature of Proposition 69 is that it protects proceeds derived from the Transportation improvement Fee ($1.6 billion in vehicle registration fees, which funds competitive programs) and the sales tax on diesel, which funds the Public Transportation Account. Proposition 69 will be on the June 5, 2018 statewide ballot.
<table>
<thead>
<tr>
<th>Bill ID/Topic</th>
<th>Location</th>
<th>Summary</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>AB 1756</strong> Brough R</td>
<td>1/16/2018- A. TRANS. 1/16/2018- Referred to Com. on TRANS.</td>
<td>Existing law, the Road Repair and Accountability Act of 2017, establishes a comprehensive transportation funding program by increasing the motor vehicle fuel (gasoline) tax by $0.12 per gallon with an inflation adjustment, increasing the diesel excise tax by $0.20 per gallon with an inflation adjustment, creating a new transportation improvement fee imposed under the Vehicle License Fee Law with a varying fee between $25 and $175 based on vehicle value and with an inflation adjustment, creating a new $100 annual vehicle registration fee applicable only to zero-emission vehicles model year 2020 and later and with an inflation adjustment, and increasing the additional sales and use tax rate on diesel fuel by an additional 4%. This bill would repeal the Road Repair and Accountability Act of 2017. This bill contains other related provisions.</td>
<td>Recommend Oppose</td>
</tr>
<tr>
<td><strong>AB 1912</strong> Rodriguez D</td>
<td>A. P.E., R. &amp; S.S. 3/20/2018- Re-referred to Com. on P.E., R., &amp; S.S.</td>
<td>Under the Joint Exercise of Powers Act, if the agency is not one or more of the parties to the agreement but is a public entity, commission, or board constituted pursuant to the agreement, the debts, liabilities, and obligations of the agency are the debts, liabilities, and obligations of the parties to the agreement, unless the agreement specifies otherwise. Current law also permits a party to an agreement to separately contract for, or assume responsibilities for, specific debts, liabilities, or obligations of the parties to the agreement, unless the agreement specifies otherwise. Current law also permits a party to an agreement to separately contract for, or assume responsibilities for, specific debts, liabilities, or obligations of the agency. Current law, with respect to electrical loads, permits entities authorized to be community choice aggregators to participate as a group through a joint powers agency and to also specify in their joint powers agreement that the debts, liabilities, and obligations of the agency shall not be those of the members of the agency. This bill would eliminate the above provisions within the Joint Exercise of Powers Act and those related provisions for community choice aggregators that permit an agreement between one or more parties to specify otherwise as to their debts, liabilities, and obligations and that permit a party to separately contract for those debts, liabilities, or obligations.</td>
<td>Watch</td>
</tr>
<tr>
<td><strong>AB 2034</strong> Kalra D</td>
<td>A. APPR. 3/20/2018- From committee: Do pass and re-refer to Com. on APPR. with recommendation: To Consent Calendar. (Ayes 10, Noes 0.) (March 20). Re-referred to Com. on APPR.</td>
<td>Would require a business or other establishment that operates an intercity passenger rail, light rail, or bus station, on or before January 1, 2020, to train its new and existing employees who are likely to interact with, or to come into contact with, a victim of human trafficking or who are likely to receive a report from another employee about suspected human trafficking, in recognizing the signs of human trafficking and how to report those signs to the appropriate law enforcement agency, as specified.</td>
<td>Watch</td>
</tr>
<tr>
<td><strong>ACA 4</strong> Aguiar-Curry D</td>
<td>A. L. GOV. 4/24/2017- Referred to</td>
<td>Local government financing: affordable housing and public infrastructure: voter approval.</td>
<td>Watch</td>
</tr>
<tr>
<td>Local government financing: affordable housing and public infrastructure: voter approval.</td>
<td>Coms. on L. GOV. and APPR.</td>
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<tr>
<td><strong>ACA 5</strong>&lt;br&gt;Frazier D&lt;br&gt;Motor vehicle fees and taxes: restriction on expenditures: appropriations limit.</td>
<td>A. CHARTERED 4/6/2017-Chaptered by Secretary of State-Chapter 30, Statutes of 2017</td>
<td>Would require revenues derived from vehicle fees imposed under a specified chapter of the Vehicle License Fee Law to be used solely for transportation purposes, as defined. The measure would prohibit these revenues from being used for the payment of principal and interest on state transportation general obligation bonds that were authorized by the voters on or before November 8, 2016. The measure would prohibit the revenues from being used for the payment of principal and interest on state transportation general obligation bonds issued after that date unless the bond act submitted to the voters expressly authorizes that use.</td>
<td></td>
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<tr>
<td><strong>Supported 2017</strong></td>
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<tr>
<td><strong>Last Amended on 4/4/2017</strong></td>
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<tr>
<td><strong>SB 827</strong>&lt;br&gt;Wiener D&lt;br&gt;Planning and zoning: transit-rich housing bonus.</td>
<td>S. T. &amp; H. 3/1/2018-From committee with author's amendments. Read second time and amended. Re-referred to Com. on T. &amp; H.</td>
<td>Would require a local government to, if requested, grant a development proponent of a transit-rich housing project a transit-rich housing bonus if that development meets specified planning standards, including complying with demolition permit requirements, local inclusionary housing ordinance requirements, preparing a relocation benefits and assistance plan, any locally adopted objective zoning standards, and any locally adopted minimum unit mix requirements. The bill would define a transit-rich housing project as a residential development project the parcels of which are all within a 1/2 mile radius of a major transit stop or a 1/4 mile radius of a stop on a high-quality transit corridor.</td>
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<td><strong>Watch</strong></td>
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<td><strong>Last Amended on 3/1/2018</strong></td>
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<tr>
<td><strong>SCA 6</strong>&lt;br&gt;Wiener D&lt;br&gt;Local transportation measures: special taxes: voter approval.</td>
<td>S. APPR. SUSPENSE FILE 5/25/2017-May 25 hearing: Held in committee and under submission.</td>
<td>Would require that the imposition, extension, or increase by a local government of a special tax as may otherwise be authorized by law, whether a sales or transactions and use tax, parcel tax, or other tax for the purpose of providing funding for transportation purposes be submitted to the electorate by ordinance and approved by 55% of the voters voting on the proposition. The measure would authorize an ordinance submitted to the voters for approval under these provisions to provide, as otherwise authorized by law, for the issuance of bonds payable from the revenues from the special tax.</td>
<td></td>
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<tr>
<td><strong>Supported 2/1/18</strong></td>
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<tr>
<td><strong>Last Amended on 5/1/2017</strong></td>
<td></td>
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<tr>
<td><strong>SB 1119</strong>&lt;br&gt;Newman D&lt;br&gt;Low Carbon Transit Operations Program.</td>
<td>2/22/2018-S. T. &amp; H. 2/22/2018-Referred to Coms. on T. &amp; H. and EQ.</td>
<td>Existing law requires all moneys, except for fines and penalties, collected by the State Air Resources Board as part of a market-based compliance mechanism to be deposited in the Greenhouse Gas Reduction Fund and to be available upon appropriation.</td>
<td></td>
</tr>
<tr>
<td><strong>Recommend Support</strong></td>
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</tr>
</tbody>
</table>
This bill would authorize a recipient transit agency to satisfy the above-stated requirement by expending at least 50% of program funds received on transit fare subsidies, specified transit connections, or technology improvements that reduce emissions of greenhouse gases. This bill contains other existing laws.

**Ballot Measures**

<table>
<thead>
<tr>
<th>Proposition 69</th>
<th>Placed on June 5, 2018 statewide ballot by the State Legislature through the enactment of ACA 5 (Frazier), Chapter 30, Statutes of 2017</th>
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</thead>
<tbody>
<tr>
<td>Proposition 69</td>
<td>Proposition 69, was placed on the ballot by the State Legislature as part of a legislative package that included SB 1. SB 1, which was also known as the Road Repair and Accountability Act of 2017 enacted an estimated $5.2 billion annual increase in transportation-related taxes and fees, including a $0.12 cents per gallon increase of the gasoline excise tax, a $0.20 cents per gallon increase of the diesel excise tax, a 4 percentage points increase of the diesel sales tax, an annual $25 to $100 Transportation Improvement Fee, and an annual $100 zero-emission vehicles fee. The state constitution already prohibits the diversion of gasoline or diesel excise tax revenues for general non-transportation purposes. The main feature of Proposition 69 is that it also protects proceeds derived from the Transportation improvement Fee ($1.6 billion in vehicle registration fees, which funds competitive programs) and the sales tax on diesel, which funds the Public Transportation Account. The zero-emission fee is left unprotected.</td>
</tr>
</tbody>
</table>

**Recommend Support**

**Total Measures: 9**

**Total Tracking Forms: 9**
TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

FROM: Derek Hansel           Michelle Bouchard
Chief Financial Officer     Chief Operating Officer, Rail

SUBJECT: REJECTION OF BIDS FOR NEW CONTROL POINT AT BRITTAN AVENUE

ACTION
Staff Coordinating Council recommends the Board reject all bids received for a new Control Point at Brittan Avenue (Project).

SIGNIFICANCE
The Project would provide a new control point north of Brittan Avenue in San Carlos. The control point would consist of two left-hand and two right-hand turnouts with power switch machines and pre-wired signal houses, furnished by the Peninsula Corridor Joint Powers Board (JPB), and two new signals.

BUDGET IMPACT
Rejection of the bids will have no budget impact.

BACKGROUND
Single-tracking is required when unplanned outages are encountered due to equipment malfunction or when planned outages occur due to construction along the rail corridor. Rail Operations conducted a work window analysis to identify optimal locations for new control points to minimize single-tracking capacity issues. The analysis identified eight (8) locations. Brittan Avenue (MP 23.90) was ranked as the most effective implementation location.

A solicitation was advertised in a newspaper of general circulation and on the JPB’s procurement website, which includes Small Business Enterprises and Disadvantaged Business Enterprises (DBE) registered in the vendor database.
Four bids were received as listed below:

<table>
<thead>
<tr>
<th>Company</th>
<th>Total Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balfour Beatty Infrastructure, Inc., South San Francisco, CA</td>
<td>$3,205,825.86</td>
</tr>
<tr>
<td>DMZ Builders, Concord, CA</td>
<td>$5,559,000.00</td>
</tr>
<tr>
<td>Railworks Track Services, Santa Fe Springs, CA</td>
<td>$5,733,976.00</td>
</tr>
<tr>
<td>Proven Management, Inc., Oakland, CA</td>
<td>$6,727,287.00</td>
</tr>
</tbody>
</table>

The bid from Balfour Beatty Infrastructure, Inc. did not meet the solicitation’s six (6) percent DBE goal and no evidence of a Good Faith Effort was provided; as a result the bid was found to be non-responsive. Rejection of the remaining bids is recommended because they greatly exceed the amount of funding available for the Project. Given the budget constraint and higher than anticipated cost of the other bids, staff will evaluate the Project scope to determine viable options for moving ahead.

Senior Contract Officer: Patrick May 650.508.7732
Project Manager: Mimi Lee 650.622.7806
MEMBERS PRESENT: C. Chang, L. Fernandez, C. Tucker, R. Valenciana, L. Klein, B. Shaw (Chair)

MEMBERS ABSENT: J. Welch, P. Escobar


Chair Brian Shaw called the meeting to order at 5:41 p.m. and led the Pledge of Allegiance.

APPROVAL OF MINUTES OF FEBRUARY 21, 2018
Motion/Second: Klein/Tucker
Ayes: Chang, Fernandez, Valenciana, Shaw
Absent: Welch, Escobar

PUBLIC COMMENT
Shirley Johnson, San Francisco, former chair of the Caltrain Bicycle Advisory Committee advised that she was concerned with the Capacity presentation delivered at last month’s CAC Meeting. She asked the CAC committee to review the last page of this month’s JPB CAC Correspondence as she included an outline of some of the problems she had with the presentation. She advised that back in July 2015, the JPB unanimously approved 8:1 seat to bike ratio on EMU trains, however she said that the 8:1 ratio was approved with an expectation that there would be more bike capacity than today, comparable seat capacity as today and one more train per hour. She stated that although 6 EMU trains meet the 8:1 seat to bike ratio, it does not meet the Board’s directive due to less bike and seat capacity as today. She said that Caltrain has applied for funding to run 8 car EMU trains which will meet the Board’s 2015 directive with more bike/seat capacity and one more train per hour. She asked the CAC to encourage Caltrain to follow the Board’s 2015 directive, pending funding.

Member Ricardo Valenciana arrived at 5:47 p.m.

CHAIRPERSON’S REPORT
Chair Brian Shaw said that the Go Pass on Clipper (pilot program) at Stanford is going well. He said that it has been a good transition and hopes Caltrain can factor
challenges related to the required Clipper infrastructure if the Go Pass is to move entirely to the Clipper platform.

Chair Brian Shaw also stated that he has noticed an improvement with On Time Performance and it has been very consistent.

Lastly, Chair Brian Shaw stated that the Board has requested his notes from this meeting to be included in the Board packet which is due to Staff approximately two weeks following the CAC Meeting.

COMMITTEE COMMENTS

Member Cat Chang is interested in the Go Pass Clipper Pilot Program. She stated that she would like to know whether the Go Pass on Clipper is an improvement over the current method and whether this method will become broader. Chair Brian Shaw said that once the data is available, it will be valuable in determining whether changes to services are needed, for example, with Shuttle schedules.

Member Cat Chang also mentioned that she saw the flyers on the train advising passengers of the new Notice of Violation of Fare Enforcement and appreciates Staff’s efforts with additional outreach regarding increased enforcement.

UPDATE ON PLATFORM SIGNAGE

Joe Navarro, Director, Rail Operations, provided an update on platform signage. He stated that during construction the equipment is not housed near the work zone and needs to travel miles along the tracks to the designated work zone. During this equipment move, station platforms need to be closed which forces passengers to board on one side of the platform. Joe stated that Staff is improving signage. Signs will be stationed on the platforms advising passengers to “look up and listen” to the Visual Messaging for boarding and station announcement for boarding instructions of their respective train.

Member Cat Tucker asked Staff whether these signs will be reflective and Staff confirmed that they will be retro-reflective.

Chair Brian Shaw asked whether the signs will remain at the station when construction is not happening. Joe responded that they would be stationary at the affected station platforms within the work zones. Passengers will rely on the visual messaging and station announcements. Chair Brian Shaw also mentioned that the Caltrain Twitter feed reports platform closures. Member Larry Klein advised that because the signs will be stationary whether or not construction is happening, passengers may ignore them and that a flashing light indicating construction will be helpful. Joe agreed to monitor passenger complaints and will consider the idea of flashing lights during construction.

Public Comment

Jeff Carter, Millbrae, stated that the Visual Messaging Boards are not always accurate and that there are not always audible station announcements. He says that he has witnessed times where the passengers are on the wrong side of the platform and where trains have had to wait for the passengers to cross over. He also stated that the current
signs indicating platform closure are located on the platform and not where passengers walk on to the platform. He stated that placement of these signs will be important to direct passengers accordingly.

Doug DeLong, Mountain View, stated that he is a part of the South Bay Historical Railroad Society which is the group that restored and maintained the Santa Clara Depot. He mentioned that he has noticed that when platform signs are not in use at the Santa Clara station, they are being leaned against the historic building and requests Staff to treat the historic station with more respect.

Andy Chow had a comment regarding the visual messaging sign. He said that at stations with closed platforms, that there should not only be visual/station announcements advising passengers of where not to board, but also should have messages on the opposite platform validating that passengers are on the correct platform for boarding.

Drew, San Mateo, suggested adding verbiage like “alternate” or “different” to boarding information. This will get passengers to look for alternate boarding instructions.

Roland Lebrun, San Jose, stated that his comment is regarding VTA connection between Caltrain and Light Rail at Tamien. He stated that when he transfers from VTA to Caltrain there is signage with Caltrain departure/schedule information however on his return trip, there is no signage for VTA departure/schedule information. He would like VTA to improve signage.

POSITIVE TRAIN CONTROL UPDATE PRESENTATION (PTC)
Joe stated that there was a late cancellation and that he will instead present the PTC presentation.

Discussion
- Program timeline
- PTC program and industry status
- Contracting objectives and strategy
- Path forward and Wabtec
- Funding

Member Larry Klein asked whether Staff will meet the deadline at the end of December 2018. Joe advised that although he is not the expert in this department, he feels that Caltrain can ask for an extension and hoping to meet the deadline. Larry Klein requested an update in July. Joe will review the Work Plan for an update as things progress.

Public Comment
Jeff Carter, Millbrae, stated that there was criticism of CBOSS and that internet blogs predicted its failure. Jeff requested a cost comparison of PTC between the various passenger commuter type railroads.
Doug DeLong, Mountain View, revisited the history of PTC and said that he believes Caltrain is now on a path forward with relatively minor breakage.

Roland Lebrun, San Jose, stated that the minutes of November 2011 reflect that Wabtec was the lowest bidder when PTC was originally awarded. Roland stated that the problems with CBOSS could have been identified sooner had they been brought to TTCI. Roland said that there are problems with the Stadler EMU and advised Staff to refer to TTCI to identify these problems.

**SUNNYVALE STATION REHABILITATION PROJECT PRESENTATION**

Robert Scarpino presented the update on the Sunnyvale Station Rehabilitation Project.

**Background Information**

- Existing platform is constructed with concrete with sections of pavers mixed in between concrete bands
- The continual vibration from passing trains has caused the pavers to continually settle
- The settling of the pavers has created multiple tripping hazard along both platforms
- Periodic repairs over the last seven years has helped stabilize the problems, permanent solution required now

**Scope of Work**

- Remove existing pavers between concrete footings, prepare the subgrade, install #4 rebar, back fill, finish with tan colored concrete & saw cut, stabilize all joints and epoxy grout finish
- Extend the platform, relocate North Pedestrian crossing 83’ towards Mathilda Avenue
- Relocate the two existing Mini-Highs North Relocate Tactile Tile, PNA Shelters, ADA Squares, Wheelchair Lifts and Signage

**Platform modifications**

- Remove existing pavers between concrete footings, prepare the subgrade, install #4 rebar, back fill, finish with brick colored and stamped concrete
- Stabilize all joints and epoxy grout finish
- Relocate Mini-Highs, Tactile Tile, PNA Shelters, ADA Squares, Wheelchair Lifts and Signage

**Next Steps**

- Develop Plans and Specifications put out to bid, awarded bid to Sposeto (General Contractor) in 2017
- Notice to Proceed February 2018
- Construction started March 12, 2018
- Estimated time to complete 4 months
- Estimated cost $750K

Member Larry Klein asked about ADA ramp accessibility during construction and Rob responded by saying that there will be ADA accessibility at all times.
Public Comment
Jeff Carter, Millbrae, asked whether there is a plan to extend the platform to accommodate more than 6 cars. Rob Scarpino responded that the current plan is to accommodate a 6 car train.

Roland Lebrun, San Jose, said that there are Caltrain Engineering Standards and that the platforms should be 700 ft. long. Roland requested Staff to make all platforms the same length.

Adrian Brandt, Redwood City, said that he disagrees with making the Sunnyvale platform only one car length longer when Caltrain plans to run longer trains.

STAFF REPORT UPDATE
Joe Navarro, Director, Rail Operations, reported:

On-time Performance (OTP) -
• February: The February 2018 OTP was 93.7 compared to 93.8 percent for February 2017.
  o Vehicle Strikes - There were two vehicle strikes on February 10 and 12.
  o Vehicle on Tracks - There were two days, February 9 and 27, with a vehicle on the tracks that caused train delays.
  o Mechanical Delays - In February 2018 there were 240 minutes of delay due to mechanical issues compared to 792 minutes in February 2017.

• January: The January 2018 OTP was 96.2 percent compared to 94.4 percent for January 2017.

Grade Crossing Update
Mr. Navarro provided a brief update on Broadway Ave. He reported that staff met with the CPUC the week prior. Mr. Scarpino added that they also met with the City Traffic Engineer to discuss signage and possible options to mitigate the problems Caltrain has been facing at grade crossings. It was identified that there is an opportunity at Caltrans to address traffic control as it is the cause of the frequent number of people attempting to cross Caltrain train tracks in a hurry. Currently the CPUC and the City Traffic Engineer are in discussions of possibly adding different controls which would allow better traffic flow. Caltrain will meet with both parties in two weeks to discuss their proposed improvements.

Mr. Navarro reported that they are looking at painting the envelop red at East Meadow grade crossing. Mr. Scarpino advised that the city will be setting up cameras at Alma East Meadow, Churchill and Charleston grade crossings within the next 4-6 weeks. Caltrain hopes to use that data to make improvements.

Public Comment
Adrian Brandt, Redwood City, stated that there are two classes of problems. The first class of problems is with people driving onto the tracks due to drivers following their
GPS. The second is with drivers in violation of the vehicle code and stopping their vehicles on the tracks. He advised that they only way to mitigate these issues is to increase signage to avoid drivers from driving onto the tracks and for the second issue, to install cameras in order to cite violators.

Roland Lebrun, San Jose, stated that in order to address the GPS issue, when drivers turn onto the tracks, Caltrain will need to follow what is done in the U.K. On each side of the grade crossing they have sharp spikes to stop the vehicles from entering the tracks.

**Customer Experience Task Force**
Ms. Navarrete reported:

**Special Events**
- San Francisco Giants Service 2018 Season:
  - Belmont Express train will no longer be in service due to low ridership
  - There will be no Extra Service after 12:05 a.m. in the event that a Giants game goes into extra innings. This is due to provide the overnight construction windows for the Electrification Project.
  - Improved Communications for Giants 2018 Season Service:
    - Visual Messaging System
    - Messaging Scroll to promote Specials Northbound Scheduled Trains
    - Working to update the Visual Messaging System to identify Special Northbound Trains when approaching the platform labeled with an “S” (i.e. S01, S03)
    - Giants Service 2018 Season Brochure/Website
    - Added pre-game Special Trains, scheduled times and highlighted in Orange
  - More information can be found on the website at [www.caltrain.com/riderinfo/specialevents/SFGiants](http://www.caltrain.com/riderinfo/specialevents/SFGiants)

**Conductor/Customer Service Representatives Training**
- Fare Enforcement Ordinance - Notice of Violation of Fare Enforcement training began in in March and will conclude by the end of the month.

**Caltrain Mobile Ticketing App**
- In February, Caltrain Mobile sold 3,284 tickets.
- Caltrain Mobile was downloaded nearly 5,000 times since launch.

**GO Pass Pilot Program**
- In February, the Clipper system registered more than 120,000 rides.

**Outreach Efforts**
- Bike Security Outreach Effort
  - A new bike security outreach effort is being launched, bringing the following departments together—Operations, Planning, Outreach, Marketing, Social Media, Customer Service and Transit Police—to collect and examine data; develop and implement a process to adequately examine and consider the
bike community’s concerns and explore potential solutions to improve bike security at stations and onboard.

- Construction Project Customer Communication
  - Caltrain has updated its website with pages dedicated to individual constructions projects. Passengers are also able to sign up for email notification with construction project updates.

Public Comment
Adrian Brandt, Redwood City, suggested Caltrain not identify special trains with an “S”, but rather an “X”. He also commented on the new fare enforcement policy. He said that there is no sliding window for violations. He said that once the passenger violates the fare enforcement more than three times, there is a 90 day blackout with no sliding window. Adrian said that BART has a sliding window. Mr. Navarro said that he will look into that concern.

Chair Brian Shaw asked Mr. Navarro to confirm whether there is a 90 day block out period and Mr. Navarro responded by saying that he will take a closer look at the violation process and if, not already in place, will consider making it a sliding window.

Shirley Johnson, San Francisco, appreciated the Bike Security Efforts update and shared a personal experience about why seats near bikes are extremely important to stop theft.

Jeff Carter, Millbrae, stated that he has been riding the train since 1977 and uses a monthly pass on Clipper. He is concerned because under the new system, there will be no discretion for regular riders and that this is not customer friendly.

**DATE, TIME AND LOCATION OF NEXT REGULAR MEETING:**
April 18, 2018 at 5:40 p.m., San Mateo County Transit District Administrative Building, 2nd Floor Bacciocco Auditorium, 1250 San Carlos Avenue, San Carlos, CA.

Adjourned at 6:59 pm
Date: March 26, 2018

To: Board of Directors

From: Jim Hartnett, Executive Director

Subject: April 5, 2018 JPB Board Meeting Executive Director’s Report

1. On-time Performance –

   • Through March 25: The preliminary March 2018 OTP was 95.7 percent compared to 96.5 percent for March 2017.

   • February: The February 2018 OTP was 93.7 percent compared to 93.8 percent for February 2017.

2. Fare Evasion Policy – Effective April 2018, Caltrain will begin implementing a soft launch of the new proof of payment system for fare enforcement that will establish an administrative process for fare evasion. The program is expected to be fully rolled out by the end of April as there have been delays in completing the contract with TurboData.

   By the end of March all conductors and customer service staff will be trained. In addition, communication efforts to inform customers include News Release, Social media, VMS messaging and Conductor Announcements. There was one seat drop on March 19.

3. Caltrain Mobile Ticketing App – On February 10, Caltrain officially launched the Caltrain Mobile App. In February, the application was downloaded nearly 5000 times and 3,284 tickets were sold and one way tickets accounted for 65 percent of the sales. Including Caltrain’s presence at the Giants Fan Fest, Caltrain launched an advertising campaign that runs from February 10 to April 2 to promote the app. Communications efforts also included dedicated webpage www.caltrain.com/CaltrainMobile, Web Graphics, Take One Brochure, News Release and Social Media.
4. Go Pass Pilot Program – Since the start of the program in January 2018, an average of about 8,000 unique users of the Go Pass on Clipper ride Caltrain per month. Select Go Pass companies (SamTrans, Stanford and SRI) are participating in the Go Pass on Clipper Pilot Program. Employees will no longer flash their ID badge with a Go Pass sticker, but instead will be required to utilize a Clipper card for proof-of-payment. Additional details are available on www.caltrain.com/tagit. In February, the Clipper system registered more than 120,000 rides. The agency will continue to monitor and evaluate the pilot program.

5. CAC Meeting – The Citizens Advisory Committee met on Wednesday, March 21, in San Carlos. Rob Scarpino, Deputy Director, Railroad Infrastructure Maintenance, presented the Sunnyvale Station Rehabilitation Project. Joe Navarro, Director – Rail Operations, presented an update on Positive Train Control, provided the Staff Report and an update on Platform Signage. The next CAC meeting is scheduled for Wednesday, April 18, in San Carlos.

6. BAC Meeting – The Bicycle Advisory Committee met on Thursday, March 15, in San Carlos. Casey Fromson, Director – Government & Community Affairs, provided a subcommittee update on Understanding EMU Design Constraints. Lori Low, Public Affairs Specialist, provided a presentation on 2017 Bike Bump reporting and the Staff Report. The next BAC meeting is scheduled for Thursday, May 17, in San Carlos.

7. Special Event Train Service –

Services Provided (Ridership for events occurring in March will be reported in May):

- **San Jose Sharks** – The San Jose Sharks hosted six home-games in February. Total post-game Sharks fans and regular riders, boarding at San Jose Diridon station, was 2,058. Total year-to-date post-game Sharks fans and regular riders, boarding at San Jose Diridon station, is 10,428.

  There were eight SJ sharks regular season home games in March.

- **Giants Baseball** – The Giants held two exhibition games against the Oakland A’s at AT&T Park on Monday, March 26 at 7:15 p.m. and Tuesday, March 27 at 6:05 p.m. Caltrain provided 2 extra post-game trains.

- **Mexican National Soccer Team vs. Iceland** – On Friday, March 23, 2018 at 7:00 p.m. the Mexican National Soccer Team and Iceland team played at Levi’s Stadium. No additional service was provided, but ridership was monitored.
Services Scheduled:

- **San Jose Sharks** – The Sharks will host three regular season ice-hockey games in April. The last regular season game will be on Saturday, April 7, 2018. The Sharks are contenders for the playoffs. Caltrain will be tracking post-game service ridership for all regular season and post-season home games. For regular season games, no additional special trains are planned however Specials Service for the playoffs will be determined at a later date.

- **Giants Baseball** – The Giants regular season home opener against the Seattle Mariners will be on Tuesday, April 3 at 1:35 p.m. Caltrain will provide two extra pre-game trains departing from SJ and one extra post-game train.

  The Giants will host thirteen regular season home games in April. For Weekday Day games Caltrain will provide one extra Pre-game train departing from SJ and one extra post-game train. For Weekday Evening games Caltrain will provide two extra Post-game trains. For Weekend games Caltrain will provide two extra Pre-game trains departing from SJ and two extra post-game trains. New for the 2018 season, visual message signs will identify special scheduled northbound trains when approaching the platform labelled with an “S” (i.e. S01, S03). All post-event trains will provide local service (the Belmont Express will no longer be in service). In addition, for Weekday and Saturday games, there will be no extra service after 12:05 a.m. in the event that a Giants game goes into extra innings. This is to provide overnight construction windows for the Electrification Project.

  Additional service information is available in the Giants Baseball Brochure placed onboard the trains and on the Caltrain website: www.caltrain.com/sfgiants.

8. **Capital Projects** –

The Capital Projects information is current as of March 14, 2018 and is subject to change between March 14 and April 5, 2018 (Board Meeting).

- **San Francisco Highway Bridges:** Replace three obsolete overhead vehicular bridges located in San Francisco at 23rd Street, 22nd Street, and Paul Avenue. Construction started in March 2015 and was substantially completed in May 2017.
Specialized materials, in order to resolve a Buy America issue with Caltrans related to the City of San Francisco fire hydrants, were received on March 10. Installation of these materials is scheduled for the weekends of March 17-18 and March 24-25. Resolution of this Buy America issue is a precondition of Caltrans before resolving funding issues for the project. Staff is also continuing discussions with Caltrans, City of San Francisco, and third-party utilities to secure additional funding and reimbursement for additional incurred costs associated with their portion of work. PG&E has reimbursed the PCJPB for their associated costs. Discussions regarding cost reimbursement from the City of San Francisco for their Auxiliary Water Supply System (AWSS) continue. The AT&T relocation reimbursement request was completed by staff and is still under review by legal counsel before transmittal to AT&T.

- **San Mateo 25th Avenue Grade Separation Project:** Raise the elevation of the alignment from Hillsdale Boulevard to south of the Highway 92 Overcrossing in the City of San Mateo. The project creates a grade separation at 25th Avenue, relocates the Hillsdale Station to the north, and creates two new east-west street grade-separated connections at 28th and 31st Avenues in San Mateo. Construction of the elevated rail alignment and the new Hillsdale Station will be phased to limit impact to the operating railroad.

  During the past month, work continued on the construction of Borel Creek Bridge, the Pedestrian Underpass structure between 28th and 31st Avenues, signal system modifications at the 25th Avenue grade crossing, and fabrication of Mechanically Stabilized Embankment (MSE) wall panels. Schedule delays in 3rd party fiber optic utility relocations have impacted progress at the 28th and 31st Avenue bridges. The temporary closure of the Hillsdale Station, to allow completion of the project, is forecast to occur in late 2018. During the temporary closure, enhanced bus and shuttle service to the Belmont Station will be provided to minimize the temporary inconvenience. Overall construction is expected to complete in early 2020.

- **South San Francisco Station Improvements:** Replace the existing side platforms with a new centerboard platform, construction of a new connecting pedestrian underpass to two new plazas in downtown South San Francisco to the west and the shuttle area to east. Upon completion, the hold-out rule at this station that currently impacts the overall system operational efficiency will be removed.

  During the past month, the contractor completed administrative requirements and the Notice to Proceed was issued. The contractor had been working under a restricted Limited Notice to Proceed that only
allowed shoofly trackwork construction to proceed that is required to build temporary station platforms that allows the pedestrian underpass to be constructed. Contract completion remains scheduled by mid-2019. Third party utility relocations, except for Kinder-Morgan fuel lines, are still awaiting the City of South San Francisco’s acquisition of an encroachment permit from Caltrans. An Air Space Lease Agreement that is also needed for utility relocations and other construction is being executed between the City of South San Francisco and Caltrans. The Electrification contractor has moved out of its work staging area just north of the South San Francisco station thereby eliminating the access conflict between the two contracts.

- **Redwood City Grade Crossing Improvements:** The scope of this project is to improve the safety devices at three grade crossings within the city of Redwood City at Whipple Avenue, Main Street, and Broadway. The project will improve the Whipple Avenue crossing with new vehicular and pedestrian gates, new sidewalks and ramps, new pavement markings and striping. At Broadway, new pedestrian gates will be installed and new pavement markings will be added. At Main Street, new fencing, pedestrian gates, and pavement markings will be installed. The design and construction schedule of this project has been coordinated with the City’s improvements in the same area.

During the past month, directional underground boring for conduits crossing beneath the railroad tracks and street pavements at all three sites were completed. Work in progress during March includes underground electrical and installation of crossing panels at Main Street, underground electrical at Broadway, and construction of the foundations for the future traffic signal cantilever at Whipple Avenue. Construction is expected to be substantially complete by July 2018.

- **FY16 Grade Crossing Improvements Project:** The scope of this project is to improve the safety at 10 grade crossings along the corridor. Work items included are the installation of signals, fences, gates, curbs, lighting and signs. The existing grade crossing warning devices will be retrofitted to meet the latest California Public Utilities Commission standards. The crossings to be improved include 16th Street in San Francisco, Broadway in Burlingame, Peninsula and 4th Ave. in San Mateo, Ravenswood in Menlo Park, Alma and Charleston in Palo Alto, Rengstorff and Castro in Mountain View, and Mary in Sunnyvale.

The construction contract also includes the installation of medians at five crossings in Santa Clara County. The scopes of two projects were combined into a single construction contract to improve cost and
administrative efficiency. These medians are required by the FRA and are intended to create a barrier that discourages vehicles from driving around down crossing gates. The five crossings are Churchill and East Meadow in Palo Alto, Sunnyvale Avenue in Sunnyvale, and Auzerais and West Virginia in San Jose.

The Limited Notice to Proceed was issued on March 1, 2018 and the project is currently in the 60-day administrative period before site construction can begin that is expected to commence in May. Overall construction is expected to complete by February 2019.

- **Sunnyvale Station Rehabilitation Project:** Replace the surface pavers in the station platform with colored cast-in-place concrete and the relocation of the north pedestrian crossing to the north by approximately 83 feet. Some of the surfaces of the platform pavers have become uneven and this project will create a smooth and even platform surface. The relocation of the north pedestrian crossing will help to clear the southern crossing that is currently partially blocked when northbound 6-car consists arrive at the Sunnyvale Station.

The Notice to Proceed was issued and construction began on March 12th. Construction is phased so that only approximately 200 feet of platform is closed for surface replacement at any one time. Passenger and bicycle boarding patterns will be temporarily rerouted due to construction. The first area of construction is at the southern end of the platform. Construction is expected to complete by the summer of 2018.

- **Inward Facing Cameras:** Install cameras on locomotives and cab cars that will video and voice record the train operators during revenue operations. Currently there are outward facing cameras on locomotives that record the right-of-way from the vantage point of the operators. The inward facing cameras are recommended by the National Transportation Research Board and assists in post-accident investigations. Inward facing cameras are already in service on Metrolink in Southern California and by railroads such as the Union Pacific and Burlington Northern Santa Fe.

Installation and testing of the cameras began on March 5th and is expected to be approximately 50 percent complete by the end of March. Completion of installation of all cameras is forecast by the end of April 2018.

- **HVAC Improvements at the CCF Communications Equipment Room:** Improve the cooling systems in the electronics equipment room at the Central Control Facility in San Jose. The amount of electronic equipment has greatly increased which has resulted in overloading of the existing
cooling system. With the addition of newer systems such as CBOSS/PTC, ROCS/PA DS, and upgrades to communications systems; the capacity of the existing cooling system is inadequate to maintain a sufficiently cool temperature. Equipment failure to critical systems such as dispatching and communications due to overheating is an unacceptable operational risk. Currently, this problem is being temporarily addressed by using rental cooling systems that are inadequate for future expansion and is costly. This project will address current and future cooling capacity by adding and replacing current cooling systems with newer and more efficient cooling equipment.

Site construction was expected to begin in late March for the construction of foundations for the new Air Cooling Equipment to be added. The project is expected to complete by the summer of 2018.
## Peninsula Corridor Joint Powers Board
### February 2018
#### Treasury Ratios
##### Preliminary and Unaudited

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<td>$75.3</td>
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</table>
Caltrain
State of California Transit and Intercity Passenger Rail Program
Caltrain Grant Application Overview
Agenda Item # 7 (b) April 2018
TIRCP Program Overview

- The TIRCP provides grants from the Greenhouse Gas Reduction Fund
- Program Goal: provide monies to fund transformative capital improvements that modernize California’s intercity rail, bus, ferry and rail transit systems to achieve the following objectives:
  - Reduction in greenhouse gas emissions;
  - Expand and improve rail service to increase ridership;
  - Integrate the rail service of the state’s various rail operations, including integration with the high-speed rail system; and
  - Improve safety
- The California Department of Transportation, in collaboration with CalSTA, will be responsible for administering this program
Caltrain Grant Application

- Requests $631.5M for “Electrification Expansion”
- Funds will contribute to maximizing the benefits of Caltrain’s Peninsula Corridor Electrification Project (PCEP)
- Procurement of additional EMUs
  - Supports TIRCP program’s goals by completely eliminating diesel powered passenger service from Caltrain’s mainline and increasing capacity of the system to accommodate regional growth
Scope of Grant Application

- Initial Capacity Increase:
  - ✓ Procurement of **40 additional EMUs** to increase capacity of the electrified system by expanding the 6-car EMU to 8-car sets
  - ✓ Minor **modification (lengthening) of platforms** at select stations to accommodate the operation of 8-car EMUs
  - ✓ The implementation of **improved wayside bicycle facilities** throughout the system
  - ✓ **Planning funds** equivalent to 1 percent of the total EMU cost estimate to support the critical development of plans and policy agreements to meet goals and service levels in the draft 2018 State Rail Plan
Scope of Grant Application

• Caltrain System Enhancements:
  ✓ Install Broadband Communications System to attract additional ridership by providing customer facing Wi-Fi as well as enhanced reliability by creating the capability to conduct remote diagnostics and optimize ongoing maintenance

• Full Conversion of the Caltrain Mainline Fleet
  ✓ Procurement of 56 additional EMUs to facilitate the operation of a fully electrified fleet of 8-car EMUs
# Grant Application Cost

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<th>Project Element</th>
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<td><strong>Capacity Improvements</strong></td>
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<td>Procurement of 40 Electric Multiple Units (EMUs)</td>
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<td>Minor Platform Modifications</td>
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<td><strong>System Enhancements</strong></td>
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<td>Broadband Communications</td>
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<td><strong>Full Fleet Conversion</strong></td>
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<tr>
<td>Procurement of 56 Electric Multiple Units (EMUs)</td>
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<td><strong>Subtotal</strong></td>
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<td><strong>TOTAL</strong></td>
<td><strong>$631,500</strong></td>
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Other Elements:

- There are additional benefits not part of Caltrain’s direct funding request that include:
  - Creation of additional storage and maintenance capacity
  - Potential redeployment of diesel fleet to support San Jose-Gilroy/Salinas service
  - Potential use of EMU fleet to support enhanced future Caltrain service levels as part of a larger program of rail enhancements on the Peninsula Corridor

- Additional study is needed for each of these elements
Stakeholder Support

• The Metropolitan Transportation Commission (letter of concurrence)
• Representative Jackie Speier
• Representative Anna Eshoo
• Caltrain’s State Legislative Delegation:
  – Senator Jerry Hill, 13th District
  – Senator Jim Beall, 15th District
  – Senator Scott Wiener, 11th District
  – Senator Bob Wieckowski, 10th District
• Assemblymember Phil Ting, 19th District
• Assemblymember Marc Berman, 24th District
• Assemblymember Evan Low, 28th District
• Assemblymember David Chiu, 17th District
• Assemblymember Kansen Chu, 25th District
• Assemblymember Kevin Mullin, 22nd District
• Assemblymember Ash Karla, 27th District
Stakeholder Support

- California High Speed Rail Authority
- Santa Clara Valley Transportation Authority
- City and County of San Francisco
- San Francisco County Transportation Agency
- Transportation Agency for Monterey County
- Bay Area Council
- City of San Jose
- Capitol Corridor Joint Powers Authority
- Transbay Joint Powers Authority
- Commute.org
- San Mateo County Economic Development Association
- SPUR
- Silicon Valley Leadership Group
- Friends of Caltrain
- Silicon Valley Bicycle Coalition
- San Francisco Bicycle Coalition
- Google
- Facebook
- Genentech
- Stanford University
Questions?
Modernization Program
Peninsula Corridor Electrification Project (PCEP)

February 2018
Monthly Progress Report

February 28, 2018
Funding Partners

Federal Transit Administration (FTA) Core Capacity
FTA Section 5307 (Environmental / Pre Development only)
FTA Section 5307 (Electric Multiple Unit (EMU) only)

Prop 1B (Public Transportation Modernization & Improvement Account)
Caltrain Low Carbon Transit Operations Cap and Trade

Proposition 1A
California High Speed Rail Authority (CHSRA) Cap and Trade

Carl Moyer Fund

Bridge Tolls (Funds Regional Measure (RM) 1/RM2)

San Francisco County Transportation Authority (SFCTA)/San Francisco Municipal Transportation Agency (SFMTA)

San Mateo County Transportation Authority (SMCTA) Contribution
SMCTA Measure A

Santa Clara Valley Transportation Authority (VTA) Measure A
VTA Contribution

City and County of San Francisco (CCSF) Contribution
# Peninsula Corridor Electrification Project

## Monthly Progress Report

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1.0 BACKGROUND

Over the last decade, Caltrain has experienced a substantial increase in ridership and anticipates further increases in ridership demand as the San Francisco Bay Area’s population grows. The Caltrain Modernization (CalMod) Program, scheduled to be implemented by 2020, will electrify and upgrade the performance, operating efficiency, capacity, safety, and reliability of Caltrain’s commuter rail service.

The PCEP is a key component of the CalMod Program and consists of converting Caltrain from diesel-hauled to Electric Multiple Unit (EMU) trains for service between the San Francisco Station (at the intersection of Fourth and King Streets in San Francisco) and the Tamien Station in San Jose. Caltrain will continue Gilroy service and support existing tenants.

An electrified Caltrain will better address Peninsula commuters’ vision of environmentally friendly, fast and reliable service. Electrification will modernize Caltrain and make it possible to increase service while offering several advantages in comparison with existing diesel power use, including:

- **Improved Train Performance, Increased Ridership Capacity and Increased Service:** Electrified trains can accelerate and decelerate more quickly than diesel-powered trains, allowing Caltrain to run more efficiently. In addition, because of their performance advantages, electrified trains will enable more frequent and/or faster train service to more riders.

- **Increased Revenue and Reduced Fuel Cost:** An electrified Caltrain will increase ridership and fare revenues while decreasing fuel costs.

- **Reduced Engine Noise Emanating from Trains:** Noise from electrified train engines is measurably less than noise from diesel train engines. Train horns will continue to be required at grade crossings, adhering to current safety regulations.

- **Improved Regional Air Quality and Reduced Greenhouse Gas Emissions:** Electrified trains will produce substantially less corridor air pollution compared with diesel trains even when the indirect emissions from electrical power generation are included. Increased ridership will reduce automobile usage, resulting in additional air quality benefits. In addition, the reduction of greenhouse gas emissions will improve our regional air quality, and will also help meet the state’s emission reduction goals.
2.0 EXECUTIVE SUMMARY

The Monthly Progress Report is intended to provide an overview of the PCEP and provide funding partners, stakeholders, and the public an overall update on the progress of the project. This document provides information on the scope, cost, funding, schedule, and project implementation. Work along the Caltrain Electrification Corridor has been divided into four work segments as shown in Figure 2-1. PCEP activities are described and summarized by work segments.

Figure 2-1 PCEP Work Segments
Overhead Contact System (OCS) foundation installation continues in Segment 2 and potholing continued in Segments 2 and 4. The 95% OCS layouts and material allocation for Segment (S) 2 Work Area (WA) 3 were completed. Balfour Beatty Infrastructure, Inc. (BBII) submitted the Electromagnetic Interference (EMI) plan and Issued for Construction (IFC) Traction Power System (TPS) Specifications to the PCEP team.

PG&E Supplemental Agreement #4 for construction of PG&E substation improvements was approved.

The PCEP team continued working to advance design of Supervisory Control and Data Acquisition (SCADA). The team reviewed technical submittals, responded to requests for information, and completed the schedule review.

Stadler's Utah EMU manufacturing and assembly facility is scheduled to be ready for the first carshell arrival in August. The first carshell subassemblies are in the manufacturing station that welds the sections together to create a completed shell.

HNTB, the LTK sub-consultant working on the Centralized Equipment Maintenance and Operations Facility (CEMOF), is nearing completion on 60% Design for the upgrade.

2.1 Funding Partners Participation in PCEP

The PCEP has a series of weekly, biweekly, monthly and quarterly meetings to coordinate all aspects of the program. The meetings are attended by project staff with participation by our funding partners in accordance with the Funding Partners Oversight Protocol. A summary of funding partner meetings and invitees can be found in Appendix B.

This section of the report provides a summary of the discussions and decisions made at the meetings and a list of funding partners who attended the meetings.

Electrification – Engineering Meeting – Weekly

Purpose: To discuss status, resolution and tracking of BBII and electrification design-related issues, to discuss and monitor the progress of utility relocation compared to schedule, and to discuss third-party coordination activities with Pacific Gas and Electric (PG&E), CHSRA, Union Pacific Rail Road (UPRR), Bay Area Rapid Transit, California State Department of Transportation (Caltrans), Positive Train Control (PTC) and others.

Activity this Month

Funding Partners: CHSRA: Ian Ferrier

Major topics included: PG&E power quality study, the results of the interconnections feasibility study, coordination between the PCEP and PTC projects, the utility relocation status, tunnel design and status of contract, updates of the SCADA project, progress on Design-Build (DB) contract including design and construction updates, upcoming changes to the contract in preparation for the Change Management Board (CMB), critical Right of Way (ROW) issues, and coordination with key third parties on design review and permitting for the project.
PCEP Delivery Coordination Meeting – Bi-Weekly

Purpose: To facilitate high-level coordination and information sharing between cross-functional groups regarding the status of the work for which they are responsible.

Activity this Month

February 13 Funding Partners: CHSRA: Ian Ferrier; SFCTA: Luis Zurinaga

John Funghi, formally of SFMTA, has joined as the new Chief Officer, CalMod. A reoccurring real estate coordination meeting has been implemented, which has been very effective in helping sort through ROW issues. Safety started the Grade Crossings Hazard Analysis February 13.

February 27 Funding Partners: CHSRA: Ian Ferrier; SFCTA: Luis Zurinaga

The Funding Partners Quarterly Meeting is scheduled to occur February 28 and the FTA Quarterly Meeting is scheduled to occur on March 8. An annual update of the Program Management Plan (PMP) will begin in May. A “Did You Know” feature (www.Calmod.org/DYK) was launched on CalMod’s new website on February 14 that details CalMod’s history and future in order to increase awareness on Electrification. The next CMB meeting will be held on February 28 and contains a fairly robust agenda. The Risk Assessment Committee Meeting was held for February 27. Stadler’s new Salt Lake City manufacturing facility building steel work is scheduled to commence erection April 1.

Systems Integration Meeting – Bi-Weekly

Purpose: To discuss and resolve issues with inter-system interfaces and to identify and address interface points that have yet to be addressed.

Activity this Month

Funding Partners: CHSRA: Ian Ferrier and Wai-on Siu

Bi-weekly internal interface meetings are scheduled to monitor and resolve systems integration issues. The systems integration database continues to be modified to make it more user friendly. Systems integration meetings are held bi-weekly with the electrification contractor. Coordination with the EMU delivery, Caltrain’s CEMOF modifications project, SCADA project, Caltrain capital projects project managers and resident engineers responsible for civil construction associated with the Los Gatos Bridge Project, East 25th Avenue Grade Separation Project and the South San Francisco Station Project is ongoing. A draft Rail Activation Plan has been circulated to the Rail Activation Committee for comments. Systems integration test plans and pre-revenue service plans are being developed.
Master Program Schedule (MPS) Meeting – Monthly

Purpose: To review the status of the MPS and discuss the status of major milestones, critical and near critical paths, upcoming Board review items, and progress with the contracts, among others.

Activity this Month

Funding Partners: CHSRA: Ian Ferrier and Wai-on Su; Metropolitan Transportation Commission (MTC): Trish Stoops; SFCTA: Luis Zurinaga

The monthly meeting in February contained only minor updates. The overall schedule remains unchanged. The forecasted Revenue Service Date (RSD) remains December 2021. The addition of approximately five months of contingency to account for potential risk to the project yields an RSD of April 2022. The program critical path runs through PG&E design and construction to provide permanent power, and concludes with pre-revenue testing. The near-critical path runs through design and manufacturing of EMU trainsets.

Risk Assessment Meeting – Monthly

Purpose: To identify risks and corresponding mitigation measures. For each risk on the risk register, mitigation measures have been identified and are being implemented. Progress in mitigating these risks is confirmed at the ongoing risk monitoring and monthly risk assessment meetings.

Activity this Month

Funding Partners: CHSRA: Ian Ferrier and Wai Su; SFCTA: Luis Zurinaga

One risk was retired, one risk was reconfigured into two new risks, and one risk was added. See the Risk Management section (Section 11) in this report for more details.

Change Management Board (CMB) – Monthly

Purpose: To review, evaluate and authorize proposed changes to PCEP over $200,000.

Activity this Month

Funding Partners: CHSRA: Bruce Armistead and Boris Lipkin; MTC: Trish Stoops; SFCTA: Luis Zurinaga; VTA: Krishna Davey

Major topics included: contingency usage, potential changes to the Stadler contract and track access delays, differing site condition field orders updates, potential contract incentives as well as other potential changes as part of the BBII contract.

Potential contract changes will follow the PCEP Change Order Procedure, which is under development. Once approved changes are executed, they will be reported in the Change Management section (Section 9) of this report.

BBII Contract

One change was approved.
Stadler Contract

One change was approved.

SCADA Contract

No changes were identified for consideration.

2.2 Schedule

The current Master Program Schedule (MPS) reflects a Revenue Service Date (RSD) of December 2021, without adjustment for contingency. This is consistent with the revised baseline established in November 2017. With the addition of approximately five months of contingency to account for potential risk to the project, the RSD is anticipated as April 2022. Due to FTA contingency requirements, an FFGA RSD will also be tracked. This date is forecast as August 22, 2022 and represents the final milestone in the Program Plan.

The program critical path runs through PG&E design and construction to provide permanent power, and concludes with pre-revenue testing. The near-critical path runs through design and manufacturing of EMU trainsets. There is no change to the critical and near-critical paths from the prior reporting month.

Table 2-1 indicates major milestone dates for the MPS.

Table 2-1 Schedule Status

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<th>Milestones</th>
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<th>Progress Schedule (February 2018)¹</th>
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<td>First Eight Miles of Electrification Complete to Begin Testing</td>
<td>11/21/2019</td>
<td>03/19/2020²</td>
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<tr>
<td>Arrival of First Vehicle at JPB</td>
<td>07/29/2019</td>
<td>07/15/2019</td>
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<tr>
<td>PG&amp;E Provides Permanent Power</td>
<td>09/09/2021</td>
<td>09/09/2021</td>
</tr>
<tr>
<td>Start Pre-Revenue Testing</td>
<td>09/10/2021</td>
<td>09/10/2021</td>
</tr>
<tr>
<td>RSD (w/o Risk Contingency)</td>
<td>12/09/2021</td>
<td>12/09/2021</td>
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<tr>
<td>RSD (w/ Risk Contingency)</td>
<td>04/22/2022</td>
<td>04/22/2022</td>
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<tr>
<td>FFGA RSD</td>
<td>08/22/2022</td>
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</table>

Note:

¹ Dates may shift slightly as the update of the February Progress Schedule is still in progress.
² See "Notable Variances" in Section 7 for explanation on date shift.
2.3 Budget

A summary of the overall budget and expenditure status for the PCEP is provided in Table 2-2 below.

Table 2-2 Budget and Expenditure Status

<table>
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<th>Budget</th>
<th>Current Budget</th>
<th>Cost This Month</th>
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<tr>
<td></td>
<td>(A)</td>
<td>(B)</td>
<td>(C)</td>
<td>(D)</td>
<td>(E)</td>
<td>(F) = (D) + (E)</td>
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<td>Electrification Subtotal</td>
<td>$1,316,125,208</td>
<td>$1,316,125,208</td>
<td>$9,425,372</td>
<td>$322,467,238</td>
<td>$993,657,970</td>
<td>$1,316,125,208</td>
</tr>
<tr>
<td>PCEP TOTAL</td>
<td>$1,980,252,533</td>
<td>$1,980,252,533</td>
<td>$10,411,106</td>
<td>$410,256,219</td>
<td>$1,569,996,313</td>
<td>$1,980,252,533</td>
</tr>
</tbody>
</table>

Notes regarding tables above:
1. Column B “Current Budget” includes executed change orders and awarded contracts.
2. Column C “Cost This Month” represents the cost of work performed this month.
3. Column D “Cost To Date” includes actuals (amount paid) and accruals (amount of work performed) to date.

2.4 Board Actions

- February
  - PG&E Supplemental Agreement #4: Construction of PG&E Substation Improvements
  - Amendments to PG&E Supplemental Agreements #2 and #5

Future anticipated board actions include:

- March
  - San Mateo County Transit District (SamTrans) sale of property to the Peninsula Corridor Joint Powers Board (JPB) for CalMod

- April
  - Change order approval requests for FFGA delay costs and budgeted contractor incentives

- May
  - Authority to procure used electric locomotives

- To Be Scheduled
  - Change order authority for change orders paid for by third parties
    - Award Ambassador contract
    - Award QA Independent Testing Lab Services contract
    - Award CEMOF construction contract
    - Award Tunnel Modification construction contract

2.5 Government and Community Affairs

There were two outreach events this month.
3.0 ELECTRIFICATION – INFRASTRUCTURE

This section reports on the progress of the Electrification, SCADA, and Tunnel Modification components. A brief description on each of the components is provided below.

3.1 Electrification

The Electrification component of the PCEP includes the installation of 138 miles of single track and OCS for the distribution of electrical power to the EMUs. The OCS will be powered from a 25 kilovolt (kV), 60-Hertz, single phase, alternating current supply system consisting of two traction power substations (TPS), one switching station (SS), and seven paralleling stations (PS). Electrification will be performed using a DB delivery method.

Activity This Month

- OCS foundation installation continued in S2WA5 and S2WA4. Foundation installation will continue in both work areas in next month.
- Potholing at proposed OCS locations continued in Segments 2 and 4 in advance of foundation installation. BBII also continued to remove obstructions found during the potholing process, such as loose concrete, asphalt, and other debris.
- Relocation of signal cables found in conflict with planned OCS foundations continues as conflicts are identified.
- Continued progression of the OCS design with BBII in Segments 2 and 4. The 95% OCS layouts and material allocation for S2WA3 were completed.
- Continued design review coordination with local jurisdictions for the OCS design in Segments 2 and 4, including responses to comments from jurisdictions.
- Continued to review and coordinate signal and communication design submittals with BBII.
- Received and reviewed BBII’s Electromagnetic Interference (EMI) Final Plan.
- Received and reviewed BBII’s IFC Traction Power System Specifications.
- Progress design of 115kV interconnection at the TPS-1 and TPS-2 locations.
- Continued coordination efforts with PG&E for infrastructure improvements, TPS interconnects and new service drop locations. The PCEP team continues to work with PG&E for the finalization of protection scheme studies. PG&E Supplemental Agreement #4 for construction of PG&E substation improvements was approved.
- The PCEP team and BBII continue to work through Site Specific Work Plans (SSWP) for upcoming field work.
- Continued tree pruning and removals.

Activity Next Month

- Continue developing Bridge Grounding 95% Plans for Segments 2 and 4.
- Continue developing 95% Communications Systemwide Design.
• Continue work with BBII on field investigation activities and designs, which will include the progression of the OCS, traction power, bonding and grounding, signal systems, and other civil infrastructures such as overhead bridge protections.

• Continue potholing and clearing of obstructions at proposed OCS locations. Potholing will continue with a focus on Segment 2 for foundation installation.

• Perform Line of Sight analysis on Segment 2 Work Areas 3, 4 and 5.

• Perform cultural investigations in advance of OCS installation.

• Continue coordination with UPRR on signal and OCS design.

• Continue coordination with the Federal Railroad Administration (FRA) on the constant warning solution.

• Continue review of BBII work plans for upcoming construction activities.

• Coordinate with PG&E on interconnection design and final design for PG&E infrastructure.

• Continue design reviews and coordination with local jurisdictions.

• Continue tree pruning and removals.

3.2 Supervisory Control and Data Acquisition (SCADA)

SCADA is a system that monitors and controls field devices for electrification, including substations, PSs and the OCS. SCADA will be integrated with the base operating system for Caltrain Operations and Control, which is the Rail Operations Center System.

Activity This Month

• Reviewed technical submittals.

• Responded to Requests for Information.

• Completed schedule review.

• Held bi-weekly meetings to advance design of SCADA.

Activity Next Month

• Continue bi-weekly technical meetings to advance SCADA design.

• Continue review of Preliminary Design.
3.3 Tunnel Modification

Tunnel modifications will be required on the four tunnels located in San Francisco. This effort is needed to accommodate the required clearance for the OCS to support electrification of the corridor. Outside of the PCEP scope, Caltrain Engineering has requested the PCEP team manage completion of design and construction management for the Tunnel 1 and Tunnel 4 Drainage Rehab Project. The Drainage Rehab Project is funded separately from PCEP and will be a Design-Bid-Build construction package. Construction will occur concurrently with the Electrification DB contractor’s efforts in Segment 1.

Activity This Month

- The project team completed revisions and finalization of 100% plans and specifications for Issued for Bid documents.
- Completed contract documents, including the general provisions and special provisions for bid.
- Advertised contract.
- Conducted pre-proposal meeting.

Activity Next Month

- Work to finalize a contract addendum.
- Respond to bidders’ questions.
4.0 ELECTRIC MULTIPLE UNITS

The EMU procurement component of the PCEP consists of the purchase of 96 Stadler EMUs. The EMUs will consist of both cab and non-cab units configured as 16 six-car fixed trainsets. Power will be obtained from the OCS via roof-mounted pantographs, which will power the electric traction motors. The EMUs will replace a portion of the existing diesel locomotives and passenger cars currently in use by Caltrain.

Activity This Month

- Stadler’s Salt Lake City area new manufacturing/assembly facility and test track is under construction and reported on schedule. Steel super-structure is to commence fabrication April 1. Facility is scheduled to be ready for first carshell arrival in August 2018.
- Final Design packages for EMU systems are being submitted for review. Cab Carshell structural design review was successfully conducted February 22-23.
- The first carshell has its subassemblies in the manufacturing station that welds the prefabricated sections to create a completed shell.
- EMU design coordination discussions continue with representatives from Caltrain Operations and Maintenance, Caltrain Public Outreach, the FRA, the FTA Project Management Oversight Contractor (PMOC), Safety and Quality Assurance personnel, and PCEP Program Scheduling.
- The PCEP team continues to address system-wide interface issues involving the emerging EMU design and the existing wayside infrastructure.

Activity Next Month

- Inform Contractor to proceed with Interoperable Electronic Train Management System-based onboard Positive Train Control (PTC) system.
- Continue to work with the FRA on EMU compliance issues.

4.1 Centralized Equipment Maintenance and Operations Facility (CEMOF) Modifications

The CEMOF Upgrade project will provide work areas for performing maintenance on the new EMUs.

Activity This Month

- 60% Design Review Meeting conducted with all stakeholders.

Activity Next Month

- 95% Design Review meeting to be conducted March 9.
- Final Design Package and Contract Documents for release to potential bidders scheduled for March 30.
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5.0 SAFETY

Safety and Security requirements and plans are necessary to comply with applicable laws and regulations related to safety, security, and emergency response activities. Safety staff coordinates with contractors to review and plan the implementation of contract program safety requirements. Safety project coordination meetings continue to be conducted on a monthly basis to promote a clear understanding of project safety requirements as defined in contract provisions and program safety documents.

Activity This Month

- Held the monthly project DB Safety and Security Certification meeting, the Fire/Life Safety Committee meeting, and the EMU Safety and Security Certification meeting.
- Project staff participated in the BBII monthly “All Hands” contractor workforce meetings. Safety communication with project stakeholders remains a priority to discuss project related hazards and mitigation initiatives.
- Continued to provide input and oversight of the contractor SSWP safety provisions and ongoing safety construction oversight and inspections.
- Performed a hazard analysis in partnership with the contractor of several options designed to protect work equipment movement through grade crossings in partnership with the contractor.
- Conducted field inspections of pending work site locations in preparation of scheduled activities with contractor and Transit Police to support worksite security requirements.
- Provided inspection of new Drill Tech and NorCal equipment to be used on the ROW prior to being placed into service.
- Participated in weekly project coordination meetings with the contractor to review open issues and recommended action items.

Activity Next Month

- Monthly safety communication meetings continue to be scheduled for the Project Safety and Security Certification Committee, Fire/Life Safety Committee, and other project-related contractor and JPB safety meetings to discuss safety priorities.
- Continue to actively participate and present safety topics at the BBII “All Hands” monthly safety meetings.
- Continue focus on performing site safety inspections on the OCS foundation and potholing field work to assess safety work practices and identify additional opportunities for improvement.
- Project staff is developing grade crossing protection safety requirements for work equipment traveling through grade crossings in coordination with the FRA, Operations, Engineering, Safety, and contractor staff.
- Project staff is developing safety guidelines and requirements for contractor work activities at a new worksite staging location (Burlingame Siding).
6.0 QUALITY ASSURANCE

The Quality Assurance (QA) staff performs technical reviews for planning, implementing, evaluating, and maintaining an effective program to verify that all equipment, structures, components, systems, and facilities are designed, procured, constructed, installed, and maintained in accordance with established criteria and applicable codes and standards throughout the design, construction, startup and commissioning of the PCEP.

Activity This Month

- Staff meetings with BBII QA/Quality Control (QC) management representatives continue weekly.
- Continued review and approval of Design Variance Requests for BBII and PGH Wong for QA/QC and inspectability issues/concerns.
- Continued review of BBII QC Inspectors Daily Reports for work scope, performance of required duties, adequacy, non-conformances, test/inspection results, follow-up to unresolved issues, and preciseness.
- Regularly scheduled design reviews and surveillances began on project design packages and will continue through the spring of 2018.
- Two design package audits were conducted; PGH Wong/STV on the IFC package for OCS Pole Layouts/CEMOF, and PGH Wong/STV on the IFC package for Civil Works.
- A supplier audit and test witnessing of Balfour Beatty Rail (BBR) Traction Power Group (TPG) in Goldsboro, NC, the manufacturer of Wayside Power Cabinets (WPC), was conducted and yielded two findings. The findings are closed.

Table 6-1 below provides details on the status of audits performed through the reporting period.

<table>
<thead>
<tr>
<th>Quality Assurance Activity</th>
<th>This Reporting Period</th>
<th>Total to Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Audits Conducted</td>
<td>3</td>
<td>52</td>
</tr>
</tbody>
</table>

**Audit Findings**

<table>
<thead>
<tr>
<th>Audit Findings Issued</th>
<th>2</th>
<th>40</th>
</tr>
</thead>
<tbody>
<tr>
<td>Audit Findings Open</td>
<td>2</td>
<td>4*</td>
</tr>
<tr>
<td>Audit Findings Closed</td>
<td>4</td>
<td>36</td>
</tr>
</tbody>
</table>

**Non-Conformances**

<table>
<thead>
<tr>
<th>Non-Conformances Issued</th>
<th>0</th>
<th>5</th>
</tr>
</thead>
<tbody>
<tr>
<td>Non-Conformances Open</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Non-Conformances Closed</td>
<td>0</td>
<td>5</td>
</tr>
</tbody>
</table>

Note regarding tables above:

* January’s report mistakenly reported nine audit findings open to date, but should have reported six.
Activity Next Month

- Four audits are planned and scheduled, BBII South San Francisco Warehouse QC and two design package audits – Signal and Communication Systems Ductbanks Segment 2 IFC and Traction Power Facilities IFC.
7.0 **SCHEDULE**

The current Master Program Schedule (MPS) reflects a Revenue Service Date (RSD) of December 2021, without adjustment for contingency. This is consistent with the revised baseline established in November 2017. With the addition of approximately five months of contingency to account for potential risk to the project, the RSD is anticipated as April 2022. Due to FTA contingency requirements, an FFGA RSD will also be tracked. This date is forecast as August 22, 2022 and represents the final milestone in the Program Plan.

The program critical path runs through PG&E design and construction to provide permanent power, and concludes with pre-revenue testing. The near-critical path runs through design and manufacturing of EMU trainsets. There is no change to the critical and near-critical paths from the prior reporting month.

Shown below, Table 7-1 indicates major milestone dates for the MPS. Items listed in Table 7-2 reflect the critical path activities/milestones for the PCEP. Table 7-3 lists near-critical activities on the horizon.

**Notable Variances**

BBII is currently reporting an overall delay to substantial completion, including the intermediate milestone of Segment 4/Test Track (first eight miles of electrification) completion. This delay is being evaluated by the BBII and JPB and does not constitute a schedule extension at this time. Additionally, this delay does not affect the RSD.

### Table 7-1 Schedule Status

<table>
<thead>
<tr>
<th>Milestones</th>
<th>Program Plan</th>
<th>Progress Schedule (February 2018)¹</th>
</tr>
</thead>
<tbody>
<tr>
<td>First Eight Miles of Electrification Complete to Begin Testing</td>
<td>11/21/2019</td>
<td>03/19/2020²</td>
</tr>
<tr>
<td>Arrival of First Vehicle at JPB</td>
<td>07/29/2019</td>
<td>07/15/2019</td>
</tr>
<tr>
<td>PG&amp;E Provides Permanent Power</td>
<td>09/09/2021</td>
<td>09/09/2021</td>
</tr>
<tr>
<td>Start Pre-Revenue Testing</td>
<td>09/10/2021</td>
<td>09/10/2021</td>
</tr>
<tr>
<td>RSD (w/o Risk Contingency)</td>
<td>12/09/2021</td>
<td>12/09/2021</td>
</tr>
<tr>
<td>RSD (w/ Risk Contingency)</td>
<td>04/22/2022</td>
<td>04/22/2022</td>
</tr>
<tr>
<td>FFGA RSD</td>
<td>08/22/2022</td>
<td>08/22/2022</td>
</tr>
</tbody>
</table>

¹ Dates may shift slightly as the update of the February Progress Schedule is still in progress.
² See “Notable Variances” above for explanation on date shift.
### Table 7-2 Critical Path Summary

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>Finish</th>
</tr>
</thead>
<tbody>
<tr>
<td>PG&amp;E Final Design and Construction to provide Permanent Power</td>
<td>April 2016</td>
<td>09/09/2021</td>
</tr>
<tr>
<td>Pre-Revenue Testing</td>
<td>09/10/2021</td>
<td>12/09/2021</td>
</tr>
<tr>
<td>RSD w/out Risk Contingency&lt;sup&gt;1&lt;/sup&gt;</td>
<td>12/09/2021</td>
<td>12/09/2021</td>
</tr>
<tr>
<td>RSD w/ Risk Contingency&lt;sup&gt;1&lt;/sup&gt;</td>
<td>04/22/2022</td>
<td>04/22/2022</td>
</tr>
</tbody>
</table>

<sup>1</sup> Milestone activity.

### Table 7-3 Near-Term, Near-Critical with Less Than Three Months of Float

<table>
<thead>
<tr>
<th>Work Breakdown Structure</th>
<th>Activity</th>
<th>Responsibility</th>
</tr>
</thead>
<tbody>
<tr>
<td>Vehicles</td>
<td>EMU Manufacturing and Testing</td>
<td>Project Delivery</td>
</tr>
</tbody>
</table>
8.0 BUDGET AND EXPENDITURES

The summary of overall budget and expenditure status for the PCEP is shown in the following tables. Table 8-1 reflects the Electrification budget, Table 8-2 reflects the EMU budget, and Table 8-3 reflects the overall project budget.

Table 8-1 Electrification Budget & Expenditure Status

<table>
<thead>
<tr>
<th>Description of Work</th>
<th>Budget (A)</th>
<th>Current Budget (B)</th>
<th>Cost This Month (C)</th>
<th>Cost To Date (D)</th>
<th>Estimate To Complete (E)</th>
<th>Estimate At Completion (F)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>ELECTRIFICATION</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Electrification <em>(A)</em></td>
<td>$696,610,558</td>
<td>$695,955,996</td>
<td>$4,797,905</td>
<td>$195,312,477</td>
<td>$500,643,519</td>
<td>$695,955,996</td>
</tr>
<tr>
<td>SCADA</td>
<td>$-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Tunnel Modifications</td>
<td>$11,029,649</td>
<td>$11,029,649</td>
<td>-</td>
<td>-</td>
<td>$3,446,917</td>
<td>$3,446,917</td>
</tr>
<tr>
<td>Real Estate</td>
<td>$28,503,369</td>
<td>$28,503,369</td>
<td>$745,428</td>
<td>$12,666,547</td>
<td>$15,836,822</td>
<td>$28,503,369</td>
</tr>
<tr>
<td>Management Oversight <em>(E)</em></td>
<td>$141,506,257</td>
<td>$141,526,164</td>
<td>$2,522,151</td>
<td>$83,479,679</td>
<td>$58,046,485</td>
<td>$141,526,164</td>
</tr>
<tr>
<td>Executive Management</td>
<td>$7,452,866</td>
<td>$7,452,866</td>
<td>$119,888</td>
<td>$4,141,152</td>
<td>$3,311,714</td>
<td>$7,452,866</td>
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<tr>
<td>Community Relations</td>
<td>$2,789,663</td>
<td>$2,789,663</td>
<td>$4,338</td>
<td>$1,210,496</td>
<td>$1,579,167</td>
<td>$2,789,663</td>
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<tr>
<td>Safety &amp; Security</td>
<td>$2,421,783</td>
<td>$2,421,783</td>
<td>$59,759</td>
<td>$1,159,669</td>
<td>$1,262,114</td>
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<td>Project Management Services</td>
<td>$19,807,994</td>
<td>$19,807,994</td>
<td>$187,169</td>
<td>$9,133,905</td>
<td>$10,674,089</td>
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<td>Engineering &amp; Construction</td>
<td>$11,805,793</td>
<td>$11,805,793</td>
<td>$218,465</td>
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<tr>
<td>Electrification Eng &amp; Mgmt.</td>
<td>$50,461,707</td>
<td>$50,461,707</td>
<td>$1,589,460</td>
<td>$25,589,622</td>
<td>$24,872,086</td>
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<td>IT Support</td>
<td>$312,080</td>
<td>$331,987</td>
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<td>$331,987</td>
<td>0</td>
<td>$331,987</td>
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<tr>
<td>Operations Support</td>
<td>$1,445,867</td>
<td>$1,445,867</td>
<td>$29,391</td>
<td>$613,484</td>
<td>$832,383</td>
<td>$1,445,867</td>
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<td>General Support</td>
<td>$4,166,577</td>
<td>$4,166,577</td>
<td>$90,863</td>
<td>$2,485,997</td>
<td>$1,680,580</td>
<td>$4,166,577</td>
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<tr>
<td>Budget / Grants / Finance</td>
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<td>$1,229,345</td>
<td>$41,481</td>
<td>$709,722</td>
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<td>($105,525)</td>
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<td>Other Direct Costs</td>
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<td>$5,177,060</td>
<td>$63,616</td>
<td>$2,423,065</td>
<td>$2,753,994</td>
<td>$5,177,060</td>
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<tr>
<td>TASI Support</td>
<td>$55,275,084</td>
<td>$55,275,084</td>
<td>$622,130</td>
<td>$7,143,409</td>
<td>$48,131,675</td>
<td>$55,275,084</td>
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<tr>
<td>Insurance</td>
<td>$3,500,000</td>
<td>$4,305,769</td>
<td>$2,555,769</td>
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<td>$4,305,769</td>
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<td>Environmental Mitigations</td>
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<td>$14,972,644</td>
<td>$190,000</td>
<td>$712,000</td>
<td>$14,260,644</td>
<td>$14,972,644</td>
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<tr>
<td>Required Projects</td>
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<td>$17,337,378</td>
<td>$8,139</td>
<td>$397,915</td>
<td>$16,957,463</td>
<td>$17,337,378</td>
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<td>Maintenance Training</td>
<td>$1,021,808</td>
<td>$1,021,808</td>
<td>-</td>
<td>-</td>
<td>$1,021,808</td>
<td>$1,021,808</td>
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<tr>
<td>Finance Charges</td>
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<td>$5,056,838</td>
<td>$118,190</td>
<td>$1,602,288</td>
<td>$3,454,610</td>
<td>$5,056,838</td>
</tr>
<tr>
<td>Contingency <em>(F)</em></td>
<td>$276,970,649</td>
<td>$242,915,213</td>
<td>-</td>
<td>-</td>
<td>$207,468,288</td>
<td>$207,468,288</td>
</tr>
<tr>
<td>Forecasted Costs and Changes</td>
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<td>$-</td>
<td>$-</td>
<td>$-</td>
<td>$-</td>
<td>$35,446,925</td>
</tr>
<tr>
<td><strong>ELECTRIFICATION SUBTOTAL</strong></td>
<td>$1,316,125,208</td>
<td>$1,316,125,208</td>
<td>$9,425,372</td>
<td>$322,467,238</td>
<td>$993,657,970</td>
<td>$1,316,125,208</td>
</tr>
</tbody>
</table>

Notes regarding tables above:
1. “Current Budget” includes executed change orders and awarded contracts.
2. Column C “Cost This Month” represents the cost of work performed this month.
3. Column D “Cost To Date” includes actuals (amount paid) and accruals (amount of work performed) to date.
4. Cost To Date for “Electrification” includes 5% for Contractor’s retention until authorization of retention release.
5. The agency labor is actual through January 2018 and accrued for February 2018.
6. The increased Current Budget amount results from Board Approval of Supplemental Agreement #4.
7. The decreased Current Budget amount results from Board Approval of Supplemental Agreement #4.

Budget and Expenditures 8-1 February 28, 2018
### Table 8-2 EMU Budget & Expenditure Status

<table>
<thead>
<tr>
<th>Description of Work</th>
<th>Budget</th>
<th>Current Budget</th>
<th>Cost This Month</th>
<th>Cost To Date</th>
<th>Estimate To Complete</th>
<th>Estimate At Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(A)</td>
<td>(B)</td>
<td>(C)</td>
<td>(D)</td>
<td>(E)</td>
<td>(F) = (D) + (E)</td>
</tr>
<tr>
<td>EMU</td>
<td>$ 550,899,459</td>
<td>$ 552,449,119</td>
<td>$ -</td>
<td>$ 61,140,941</td>
<td>$ 491,308,178</td>
<td>$ 552,449,119</td>
</tr>
<tr>
<td>CEMOF Modifications</td>
<td>$ 1,344,000</td>
<td>$ 1,344,000</td>
<td>$ -</td>
<td>-</td>
<td>$ 1,344,000</td>
<td>$ 1,344,000</td>
</tr>
<tr>
<td>Management Oversight[^1]</td>
<td>$ 64,139,103</td>
<td>$ 64,139,103</td>
<td>$ 913,295</td>
<td>$ 25,677,825</td>
<td>$ 38,461,278</td>
<td>$ 64,139,103</td>
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<td>Executive Management</td>
<td>$ 5,022,302</td>
<td>$ 5,022,302</td>
<td>$ 76,066</td>
<td>$ 2,603,608</td>
<td>$ 2,418,694</td>
<td>$ 5,022,302</td>
</tr>
<tr>
<td>Community Relations</td>
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<td>$ 1,685,614</td>
<td>$ 3,490</td>
<td>$ 409,370</td>
<td>$ 1,276,244</td>
<td>$ 1,685,614</td>
</tr>
<tr>
<td>Safety &amp; Security</td>
<td>$ 556,067</td>
<td>$ 556,067</td>
<td>$ 11,210</td>
<td>$ 313,542</td>
<td>$ 242,525</td>
<td>$ 556,067</td>
</tr>
<tr>
<td>Project Mgmt Services</td>
<td>$ 13,275,280</td>
<td>$ 13,275,280</td>
<td>$ 114,717</td>
<td>$ 6,016,066</td>
<td>$ 7,259,215</td>
<td>$ 13,275,280</td>
</tr>
<tr>
<td>Eng &amp; Construction</td>
<td>$ 89,113</td>
<td>$ 89,113</td>
<td>$ -</td>
<td>$ 23,817</td>
<td>$ 65,296</td>
<td>$ 89,113</td>
</tr>
<tr>
<td>EMU Eng &amp; Mgmt</td>
<td>$ 32,082,556</td>
<td>$ 32,082,556</td>
<td>$ 574,931</td>
<td>$ 11,732,151</td>
<td>$ 20,350,405</td>
<td>$ 32,082,556</td>
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<td>IT Support</td>
<td>$ 1,027,272</td>
<td>$ 1,027,272</td>
<td>$ 10,512</td>
<td>$ 377,097</td>
<td>$ 650,175</td>
<td>$ 1,027,272</td>
</tr>
<tr>
<td>Operations Support</td>
<td>$ 1,878,589</td>
<td>$ 1,878,589</td>
<td>$ -</td>
<td>$ 277,200</td>
<td>$ 1,601,388</td>
<td>$ 1,878,589</td>
</tr>
<tr>
<td>General Support</td>
<td>$ 2,599,547</td>
<td>$ 2,599,547</td>
<td>$ 43,574</td>
<td>$ 1,083,857</td>
<td>$ 1,515,690</td>
<td>$ 2,599,547</td>
</tr>
<tr>
<td>Budget / Grants / Finance</td>
<td>$ 712,123</td>
<td>$ 712,123</td>
<td>$ 22,888</td>
<td>$ 403,005</td>
<td>$ 309,118</td>
<td>$ 712,123</td>
</tr>
<tr>
<td>Legal</td>
<td>$ 1,207,500</td>
<td>$ 1,207,500</td>
<td>$ 17,222</td>
<td>$ 945,946</td>
<td>$ 261,554</td>
<td>$ 1,207,500</td>
</tr>
<tr>
<td>Other Direct Costs</td>
<td>$ 4,003,139</td>
<td>$ 4,003,139</td>
<td>$ 38,686</td>
<td>$ 1,492,166</td>
<td>$ 2,510,974</td>
<td>$ 4,003,139</td>
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<tr>
<td>TASI Support</td>
<td>$ 2,740,000</td>
<td>$ 2,740,000</td>
<td>$ -</td>
<td>$ 2,740,000</td>
<td>$ 2,740,000</td>
<td>$ 2,740,000</td>
</tr>
<tr>
<td>Required Projects</td>
<td>$ 4,500,000</td>
<td>$ 4,500,000</td>
<td>$ -</td>
<td>$ 4,500,000</td>
<td>$ 4,500,000</td>
<td>$ 4,500,000</td>
</tr>
<tr>
<td>Finance Charges</td>
<td>$ 1,941,800</td>
<td>$ 1,941,800</td>
<td>$ 72,439</td>
<td>$ 970,216</td>
<td>$ 971,584</td>
<td>$ 1,941,800</td>
</tr>
<tr>
<td>Contingency</td>
<td>$ 38,562,962</td>
<td>$ 37,013,302</td>
<td>$ -</td>
<td>-</td>
<td>$ 38,898,352</td>
<td>$ 38,898,352</td>
</tr>
<tr>
<td>Forecasted Costs and Changes</td>
<td>$ -</td>
<td>$ -</td>
<td>$ -</td>
<td>$ -</td>
<td>$ (1,885,050)</td>
<td>$ (1,885,050)</td>
</tr>
<tr>
<td><strong>EMU SUBTOTAL</strong></td>
<td><strong>$ 664,127,325</strong></td>
<td><strong>$ 664,127,325</strong></td>
<td><strong>$ 985,734</strong></td>
<td><strong>$ 87,788,982</strong></td>
<td><strong>$ 576,338,343</strong></td>
<td><strong>$ 664,127,325</strong></td>
</tr>
</tbody>
</table>

Notes regarding tables above:

1. “Current Budget” includes executed change orders and awarded contracts.
2. Column C "Cost This Month" represents the cost of work performed this month.
3. Column D "Cost To Date" includes actuals (amount paid) and accruals (amount of work performed) to date.
4. The agency labor is actual through January 2018 and accrued for February 2018.

### Table 8-3 PCEP Budget & Expenditure Status

<table>
<thead>
<tr>
<th>Description of Work</th>
<th>Budget</th>
<th>Current Budget</th>
<th>Cost This Month</th>
<th>Cost To Date</th>
<th>Estimate To Complete</th>
<th>Estimate At Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(A)</td>
<td>(B)</td>
<td>(C)</td>
<td>(D)</td>
<td>(E)</td>
<td>(F) = (D) + (E)</td>
</tr>
<tr>
<td>Electrification Subtotal</td>
<td>$ 1,316,125,208</td>
<td>$ 1,316,125,208</td>
<td>$ 9,425,372</td>
<td>$ 322,467,238</td>
<td>$ 993,657,970</td>
<td>$ 1,316,125,208</td>
</tr>
<tr>
<td><strong>PCEP TOTAL</strong></td>
<td><strong>$ 1,980,252,533</strong></td>
<td><strong>$ 1,980,252,533</strong></td>
<td><strong>$ 10,411,106</strong></td>
<td><strong>$ 410,256,219</strong></td>
<td><strong>$ 1,569,996,313</strong></td>
<td><strong>$ 1,980,252,533</strong></td>
</tr>
</tbody>
</table>

Notes regarding tables above:

1. Column B "Current Budget" includes executed change orders and awarded contracts.
2. Column C "Cost This Month" represents the cost of work performed this month.
3. Column D "Cost To Date" includes actuals (amount paid) and accruals (amount of work performed) to date.

Appendix D includes costs broken down by Standard Cost Code (SCC) format. This format is required for reporting of costs to the FTA. The overall project total in the SCC format is lower than the project costs in table 8-3. This is due to the exclusion of costs incurred prior to the project entering the Project Development phase.
9.0 CHANGE MANAGEMENT

The change management process establishes a formal administrative work process associated with the initiation, documentation, coordination, review, approval and implementation of changes that occur during the design, construction or manufacturing of the PCEP. The change management process accounts for impacts of the changes and ensures prudent use of contingency.

Currently the three PCEP contracts are BBII, Stadler, and SCADA. Future PCEP contracts such as CEMOF Modifications and the Tunnel Notching will also follow the change management process.

A log of all executed change orders can be found in Appendix E.

Executed Contract Change Orders (CCO) This Month

Electrification Contract

<table>
<thead>
<tr>
<th>Date</th>
<th>Change Number</th>
<th>Description</th>
<th>CCO Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>02/21/2018</td>
<td>BBI-053-CCO-004</td>
<td>Field Order for Differing Site Condition Work Performed on 6/19/17</td>
<td>$59,965</td>
</tr>
<tr>
<td>02/28/2018</td>
<td>BBI-053-CCO-003</td>
<td>Deletion of Signal Cable Meggering (Testing)</td>
<td>($800,000)</td>
</tr>
</tbody>
</table>

Total ($740,035)

EMU Contract

<table>
<thead>
<tr>
<th>Date</th>
<th>Change Number</th>
<th>Description</th>
<th>CCO Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>02/09/2018</td>
<td>STA-056-CCO-008</td>
<td>Adjustment to Delivery and LDs due to delayed FNTP</td>
<td>$490,000</td>
</tr>
<tr>
<td>02/12/2018</td>
<td>STA-056-CCO-009</td>
<td>Ship Cab Mock-up to Caltrain</td>
<td>$53,400</td>
</tr>
</tbody>
</table>

Total $543,400

SCADA Contract

<table>
<thead>
<tr>
<th>Date</th>
<th>Change Number</th>
<th>Description</th>
<th>CCO Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total
10.0 FUNDING

Figure 10-1 depicts a summary of the funding plan for the PCEP. It provides a breakdown of the funding partners as well as the allocated funds. As previously noted, the JPB received approval of the FFGA from the FTA in May 2017. The Agreement provides the project with a commitment of $647 million in federal funding. To date, $172.9 million has been made available to the project by the FTA. In the last month, the JPB received $31 million in FTA section 5307 formula funding, which is part of MTC’s commitment of $315 million as noted in the figure below.

**Figure 10-1 Funding Plan**

![Funding Plan Diagram]

<table>
<thead>
<tr>
<th>Fund Source</th>
<th>Amount</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>FTA Core Capacity</td>
<td>$647,000,000</td>
<td>32.67%</td>
</tr>
<tr>
<td>FTA Section 5307 (EMU only)*</td>
<td>$315,000,000</td>
<td>15.91%</td>
</tr>
<tr>
<td>FTA Section 5307 (Environmental / Pre Development only)</td>
<td>$15,676,000</td>
<td>0.79%</td>
</tr>
<tr>
<td>Prep 1A</td>
<td>$600,000,000</td>
<td>30.30%</td>
</tr>
<tr>
<td>High Speed Rail Cap and Trade</td>
<td>$113,000,000</td>
<td>5.71%</td>
</tr>
<tr>
<td>Transit &amp; Intercity Rail Capital Program</td>
<td>$20,000,000</td>
<td>1.01%</td>
</tr>
<tr>
<td>Prep 18 (Public Transportation Modernization &amp; Improvement Account)</td>
<td>$8,000,000</td>
<td>0.40%</td>
</tr>
<tr>
<td>Bridge Toll Funds (RM1/RM2)</td>
<td>$30,430,000</td>
<td>1.59%</td>
</tr>
<tr>
<td>Carl Moyer</td>
<td>$20,000,000</td>
<td>1.01%</td>
</tr>
<tr>
<td>SECTA/SFMTA**</td>
<td>$41,382,178</td>
<td>2.09%</td>
</tr>
<tr>
<td>SMCTA Measure A</td>
<td>$41,382,178</td>
<td>2.09%</td>
</tr>
<tr>
<td>VTA Measure A</td>
<td>$41,382,177</td>
<td>2.09%</td>
</tr>
<tr>
<td>Santa Clara (VTA) 7-Party MOU Contribution</td>
<td>$20,000,000</td>
<td>1.01%</td>
</tr>
<tr>
<td>San Francisco 7-Party MOU Contribution</td>
<td>$20,000,000</td>
<td>1.01%</td>
</tr>
<tr>
<td>San Mateo (SMCTA) 7-Party MOU Contribution</td>
<td>$20,000,000</td>
<td>1.01%</td>
</tr>
<tr>
<td>Caltrain Low Carbon Transit Operations Cap and Trade</td>
<td>$9,000,000</td>
<td>0.45%</td>
</tr>
<tr>
<td>Prior Local Contribution</td>
<td>$9,000,000</td>
<td>0.45%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$1,980,252,533</strong></td>
<td></td>
</tr>
</tbody>
</table>

**Notes:**
*Includes necessary fund transfer with SMCTA
**Includes $4M CMAQ Transfer considered part of SF local contribution
11.0 RISK MANAGEMENT

The risk management process is conducted in an iterative fashion throughout the life of the project. During this process, new risks are identified, other risks are resolved or managed, and potential impacts and severity modified based on the current situation. The Risk Management team’s progress report includes a summary on the effectiveness of the Risk Management Plan, any unanticipated effects, and any correction needed to handle the risk appropriately.

The Risk Management team meets monthly to identify risks and corresponding mitigation measures. Each risk is graded based on the potential cost and schedule impacts they could have on the project. This collection of risks has the greatest potential to affect the outcome of the project and consequently is monitored most closely. For each of the noted risks, as well as for all risks on the risk register, mitigation measures have been identified and are being implemented. Progress in mitigating these risks is confirmed at monthly risk assessment meetings attended by project team management and through continuous monitoring of the Risk Management Lead.

The team has identified the following items as top risks for the project (see Appendix F for the complete Risk Table):

- BBII may be unable to develop grade crossing modifications that meet regulatory requirements prior to scheduled testing and commissioning of the system.
- A complex and diverse collection of major program elements and current Caltrain capital works projects may not be successfully integrated with existing operations and infrastructure.
- PG&E may not be able to deliver permanent power for the project within the existing budget and in accordance with the project schedule.
- JPB’s ability to deliver work windows to contractor as dictated per contract.
- Additional work in the form of signal/pole adjustments may be required to remedy sight distance impediments arising from modifications to original design.
- Cost and schedule of Stadler contract could increase as a result of this change in PTC system.
- Cost and schedule of BBII contract could increase as a result of this change in PTC system.
- Cost and schedule of Wabtec contract (SCADA) could increase as a result of this change in PTC system.
- Design changes may necessitate additional implementation of environmental mitigations not previously budgeted.
- Relocation of overhead utilities must precede installation of catenary wire and connections to TPSs. Relocation work will be performed by others and may not be completed to meet BBII’s construction schedule.
- Collaboration across multiple disciplines to develop a customized rail activation program may fail to comprehensively address the full scope of issues required to operate and maintain an electrified railroad and decommission the current diesel fleet.
- BBII may be unable to get permits required by jurisdictions for construction in a timely manner.
- UPRR does not accept catenary pole offsets from centerline of track necessitating further negotiation or relocation of poles.

**Activity This Month**

- Updates were made to risk descriptions, effects, and mitigations based upon weekly input from risk owners. Monthly cycle of risk updating was completed based on schedules established in the Risk Identification and Mitigation Plan.
- Risk retirement dates were updated based upon revisions to the project schedule and input from risk owners.
- Continued weekly monitoring of risk mitigation actions and publishing of the risk register.
- The Risk Management team attended Project Delivery and Systems Integration meetings to monitor developments associated with risks and to identify new risks.

Tables 11-1 and 11-2 show the risks identified for the program. Risks are categorized as top risk, upcoming risk, and all other risks. The categories are based on a rating scale composed of schedule and cost factors. Top risks are considered to have a significantly higher than average risk grade. Upcoming risks are risks for which mitigating action must be taken within 60 days. All other risks are risks not falling into other categories.

**Table 11-1 Monthly Status of Risks**

<table>
<thead>
<tr>
<th>Category</th>
<th>Number of Risks</th>
</tr>
</thead>
<tbody>
<tr>
<td>Top Risks</td>
<td>13</td>
</tr>
<tr>
<td>Upcoming Risks</td>
<td>10</td>
</tr>
<tr>
<td>All Other Risks</td>
<td>70</td>
</tr>
</tbody>
</table>

**Total Number of Active Risks = 93**
Table 11-2 Risk Classification

<table>
<thead>
<tr>
<th>Category &amp; Owner</th>
<th>Number of Risks</th>
</tr>
</thead>
<tbody>
<tr>
<td>JPB</td>
<td>13</td>
</tr>
<tr>
<td>EMU</td>
<td>51</td>
</tr>
<tr>
<td>D/B</td>
<td>13</td>
</tr>
</tbody>
</table>

Total Number of Active Risks = 93

Activity Next Month

- Conduct weekly monitoring of risk mitigation actions and continue publishing risk register.
- Update risk descriptions, effects, mitigations and retirement dates based on weekly monitoring.
- Continue reviewing risks on project risk register with Systems Integration database.
12.0 ENVIRONMENTAL

12.1 Permits

The PCEP has obtained the required environmental permits from the following agencies/federal regulations: Section 106 of the National Historic Preservation Act of 1966 (NHPA), Section 7 of the Endangered Species Act (ESA), United States Army Corps of Engineers, San Francisco Bay Regional Water Quality Control Board (SFWQCB), the California Department of Fish and Wildlife, and the San Francisco Bay Conservation Development Commission.

Activity This Month

- The Drainage and Stormwater Plan for Traction Power Facilities in Construction Segments 2 and 4 is under review by the SFWQCB in accordance with the permit requirements.

Activity Next Month

- Respond to comments or questions from SFWQCB and obtain approval on the Drainage and Stormwater Plan for Traction Power Facilities in Construction Segments 2 and 4.

12.2 Mitigation Monitoring and Reporting Program (MMRP)

The California Environmental Quality Act (CEQA) requires that a Lead Agency establish a program to monitor and report on mitigation measures that it has adopted as part of the environmental review process. The PCEP team has prepared a MMRP to ensure that mitigation measures identified in the PCEP Environmental Impact Report (EIR) are fully implemented during project implementation. PCEP will implement the mitigation measures through its own actions, those of the DB contractor and actions taken in cooperation with other agencies and entities. The status of each mitigation measure in the MMRP is included in Appendix G.

Activity This Month

- Environmental compliance monitors were present during project activities (OCS pole foundation installation, potholing for utility location, ductbank installation, tree trimming/removal, etc.) occurring in areas that required monitoring. The monitoring was conducted in accordance with measures in the MMRP in an effort to minimize potential impacts on sensitive environmental resources.

- Noise and vibration monitoring also occurred during project activities, and non-hazardous soil was removed from the ROW.

- Pre-construction surveys for sensitive wildlife ahead of project activities occurred to help ensure no special-status species were impacted during project activities.

- Pre-construction nesting bird surveys during the nesting bird season were initiated (nesting bird season is defined as February 1 through August 31).
- Environmentally Sensitive Area (ESA) staking and/or fencing occurred to delineate jurisdictional waterways and other potentially sensitive areas that should be avoided during upcoming construction activities, and wildlife exclusion fencing installation and monitoring occurred adjacent to portions of the alignment designated for wildlife exclusion fencing.

- Protocol-level surveys for a sensitive avian species continued at previously identified potential habitat locations.

- Silt fencing installation occurred at equipment staging areas in accordance with the project-specific Stormwater Pollution Prevention Plan.

- Archaeological exploratory trenching occurred prior to construction activities within and adjacent to culturally sensitive areas.

**Activity Next Month**

- Environmental compliance monitors will continue to monitor project activities occurring in areas that require monitoring in an effort to minimize potential impacts on sensitive environmental resources in accordance with the MMRP.

- Noise and vibration monitoring of project activities will continue to occur and non-hazardous soil will continue to be removed.

- Tree trimming and removal will continue in Segments 2 and 4, and biological surveyors will continue to conduct pre-construction surveys for sensitive wildlife species ahead of project activities.

- Silt fencing installation will continue.

- ESA staking will continue to occur to delineate jurisdictional waterways and other potentially sensitive areas that should be avoided during upcoming project activities.

- Wildlife exclusion fencing will continue to be installed prior to upcoming construction activities adjacent to potentially suitable habitat for sensitive wildlife species.

- Biological surveyors will continue surveys for nesting birds ahead of project activities occurring during the nesting bird season (February 1 through August 31) and biological survey teams will continue to conduct protocol-level surveys for sensitive avian species.

- Archaeological exploratory trenching will continue to occur prior to construction activities within culturally sensitive areas.
13.0 UTILITY RELOCATION

Implementation of the PCEP requires relocation or rerouting of both public and private utility lines and/or facilities. Utility relocation will require coordination with many entities, including regulatory agencies, public safety agencies, federal, state, and local government agencies, private and public utilities, and other transportation agencies and companies. This section describes the progress specific to the utility relocation process.

Activity This Month

- Work continued with all utilities on review of overhead utility line relocations based on the current design.
- Continued individual coordination with utility companies on relocation plans and schedule for incorporation with project master schedule.
- Continued to work on relocation design review for PG&E and coordinate with PG&E on permitting and work planning.
- Worked with Verizon to resolve the relocation of fiber optic cable within the Caltrain ROW.
- Continued PG&E relocations in S2WA4.
- Conducted Utility Coordination Construction Partnering Workshop #2.

Activity Next Month

- Continue to coordinate with utility owners on the next steps of relocations, including support of any required design information.
- Update the relocation schedule as information becomes available from the utility owners.
- Continue review of relocation design from PG&E and coordinate with PG&E on permitting and work planning for relocations.
- Continue PG&E relocations in S2WA4 and S2WA5.
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14.0 REAL ESTATE

The PCEP requires the acquisition of a limited amount of real estate. In general, Caltrain uses existing ROWs for the PCEP, but in certain locations, will need to acquire small portions of additional real estate to expand the ROW to accommodate installation of OCS supports (fee acquisitions or railroad easements) and associated Electrical Safety Zones (easements). There are two larger full acquisition areas required for wayside facilitates. The PCEP Real Estate team manages the acquisition of all property rights. Caltrain does not need to acquire real estate to complete the EMU procurement portion of the PCEP.

Activity This Month

- The Loop Bus site for TPS-2 has been turned over to BBII.
- An alternate location for PS-2 is being internally finalized.
- There are three active eminent domain actions in Segment 2, with other property owners either settling or in active negotiations to settle.
- Two offers were made in Segment 3, with one owner agreeing to sell.
- Staff closed one Segment 3 parcel and reached terms with another.
- Staff is actively working with PG&E to get a permit for potholing and surveying so design can be finalized.
- UPRR is drafting a Purchase and Sale Agreement for the PS-7 site.

Activity Next Month

- Negotiations for all outstanding offers will continue.
- The remaining appraisals in Segments 1 and 3 will be completed.
- Staff will continue to work with PG&E and Central Concrete.
- Staff will continue to work with San Francisco Public Utilities Commission regarding two new parcels.
- Maps and appraisals for new parcels will be developed.
- Staff will send the appraisal for the SamTrans site to FTA for review.
Table 14-1 below provides a brief summary of the Real Estate acquisition overview for the project.

### Table 14-1 Real Estate Acquisition Overview

<table>
<thead>
<tr>
<th>Segment</th>
<th>No. of Parcels Needed</th>
<th>No. of Appraisals Completed</th>
<th>Offers Presented</th>
<th>Offers Accepted</th>
<th>Acquisition Status</th>
</tr>
</thead>
<tbody>
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<td></td>
<td></td>
<td></td>
<td></td>
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<td>Escrow Closed</td>
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<td></td>
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<td>Action Filed</td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Parcel Possession</td>
</tr>
<tr>
<td>Segment 1</td>
<td>8</td>
<td>2</td>
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<td>0</td>
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<tr>
<td>Segment 4</td>
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<td>8**</td>
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<td></td>
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<td>0</td>
</tr>
<tr>
<td>Additional Parcels*</td>
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<td>0</td>
<td>0</td>
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<td>0</td>
</tr>
<tr>
<td>Total</td>
<td>57</td>
<td>46</td>
<td>41</td>
<td>25</td>
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<td>20</td>
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</tbody>
</table>

Note:
During design development, the real estate requirements may adjust to accommodate design refinements. Parcel requirements will adjust accordingly. The table in this report reflects the current property needs for the Project.

*Parcels being tracked but areas are not finalized.

**PG&E covers 4 parcels.

Status of Segment 2 and Segment 4 ROW Acquisition

- **Segment 2**
  - All parcels necessary for construction are under JPB control except:
    - An Electrical Safety Zone, which is needed later in the project.
    - UPRR requested JPB follow their utility approval process. BBII has completed catenary design in this area, and reduced the poles in PG&E property from six to three.
    - SamTrans Dumbarton Parcel.

- **Segment 4**
  - JPB is working with BBII to redesign the poles that impact PG&E and Central Concrete operations; a number of poles were moved onto JPB property reducing the size of both acquisitions.
  - PG&E has agreed to allow potholing and surveying to advance design.
15.0 **THIRD PARTY AGREEMENTS**

Third-party coordination is necessary for work impacting public infrastructure, utilities, ROW acquisitions, and others. The table below outlines the status of necessary agreements for the PCEP.

**Table 15-1 Third-Party Agreement Status**

<table>
<thead>
<tr>
<th>Type</th>
<th>Agreement</th>
<th>Third-Party</th>
<th>Status</th>
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<tbody>
<tr>
<td>Governmental Jurisdictions</td>
<td>Construction &amp; Maintenance&lt;sup&gt;1&lt;/sup&gt;</td>
<td>City &amp; County of San Francisco</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of Brisbane</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of South San Francisco</td>
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</tr>
<tr>
<td></td>
<td></td>
<td>City of San Bruno</td>
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</tr>
<tr>
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<td>City of Millbrae</td>
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<tr>
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<td>City of Burlingame</td>
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<td></td>
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<td>City of San Mateo</td>
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<td></td>
<td></td>
<td>City of Belmont</td>
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</tr>
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<td></td>
<td>City of San Carlos</td>
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</tr>
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<td></td>
<td>City of Redwood City</td>
<td>Executed</td>
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<tr>
<td></td>
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<td>City of Atherton</td>
<td>In Process</td>
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<td></td>
<td></td>
<td>County of San Mateo</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of Menlo Park</td>
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<td>City of Palo Alto</td>
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<td>City of Mountain View</td>
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<td>City of Santa Clara</td>
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<td>County of Santa Clara</td>
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<td></td>
<td></td>
<td>City of San Jose</td>
<td>Executed</td>
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<td></td>
<td>Condemnation Authority</td>
<td>San Francisco</td>
<td>In Process</td>
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<td>San Mateo</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Santa Clara</td>
<td>Executed</td>
</tr>
<tr>
<td>Utilities</td>
<td>Infrastructure</td>
<td>PG&amp;E</td>
<td>Executed&lt;sup&gt;2&lt;/sup&gt;</td>
</tr>
<tr>
<td></td>
<td>Operating Rules</td>
<td>CPUC</td>
<td>Executed</td>
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<td>Transportation &amp; Railroad</td>
<td>Construction &amp; Maintenance</td>
<td>Bay Area Rapid Transit</td>
<td>Executed&lt;sup&gt;3&lt;/sup&gt;</td>
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<tr>
<td></td>
<td>Construction &amp; Maintenance</td>
<td>California Dept. of Transportation (Caltrans)</td>
<td>Not needed&lt;sup&gt;4&lt;/sup&gt;</td>
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<tr>
<td></td>
<td>Trackage Rights</td>
<td>UPRR</td>
<td>Executed&lt;sup&gt;3&lt;/sup&gt;</td>
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</table>

Notes regarding table above:

1. Agreements memorialize the parties’ consultation and cooperation, designate respective rights and obligations and ensure cooperation between the JPB and the 17 cities and three counties along the Caltrain ROW and within the PCEP limits in connection with the design and construction of the PCEP.
2. The Master Agreement and Supplemental Agreements 1, 2, 3, 4 and 5 have been executed.
3. Utilizing existing agreements.
16.0 GOVERNMENT AND COMMUNITY AFFAIRS

The Community Relations and Outreach team coordinates all issues with all jurisdictions, partner agencies, government organizations, businesses, labor organizations, local agencies, residents, community members, other interested parties, and the media. In addition, the team oversees the DB contractor’s effectiveness in implementing its Public Involvement Program. The following PCEP-related external affairs meetings took place this month:

Presentations/Meetings

- Menlo Park Community Meeting
- South San Francisco Community Meeting

Third Party/Stakeholder Actions

- Foundation and Pole Layout 65% Drawings shared with Belmont
- Traction Power Facilities and Bridge Screening and Attachments 95% Drawings shared with South San Francisco
17.0 DISADVANTAGED BUSINESS ENTERPRISE (DBE) PARTICIPATION AND LABOR STATISTICS

BBII proposed that 5.2% of the total DB contract value ($36,223,749) would be subcontracted to DBEs. As expressed in Figure 17-1 below, to date:

- $18,168,316 has been awarded to DBE subcontractors.
- $6,578,467 has been paid to DBE subcontractors.

**Figure 17-1 DBE Participation**

In order to reach the 5.2% DBE participation goal, BBII has proposed the following key actions:

“In the month of March 2018, we anticipate increasing our DBE commitments to firms who we are currently negotiating pricing on proposed work or Professional Services Agreements. Also in the month of February we expect to award an additional contract to a DBE firm in the area of Traffic Control services.”
18.0 PROCUREMENT

Invitation for Bid (IFB)/Request for Qualifications (RFQ)/ Request for Proposals (RFP) Issued this Month:

- IFB – 18-J-C-070 – Tunnel Modifications

IFB/RFQ/RFP Received this Month:

- None

Contract Awards this Month:

- None

Work Directive (WD)/Purchase Order (PO) Awards & Amendments this Month:

- Multiple WDs & POs issued to support the program needs

In Process IFB/RFQ/RFP/Contract Amendments:

- RFP – 17-J-S-070 – On-Call Construction Testing & Inspection Services
- RFP – 18-J-P-0XX – On-Call Construction Management Services for PCEP
- IFB – 18-J-C-071 – CEMOF Facility Upgrades for EMUs

Upcoming Contract Awards:

- RFP – 18-J-S-066 – Overhaul Services of Electric Locomotive for PCEP – Amtrak
- Memorandum of Understanding and Contract – 18-J-P-065 – Purchase of Electric Locomotives – Mitsui

Upcoming IFB/RFQ/RFP:

- RFP – 17-J-S-070 – On-Call Construction Testing & Inspection Services
- RFP – 18-J-P-0XX – On-Call Construction Management Services for PCEP

Existing Contracts Amendments Issued:

- None
19.0 TIMELINE OF MAJOR PROJECT ACCOMPLISHMENTS

Below is a timeline showing major project accomplishments from 2001 to 2017:

<table>
<thead>
<tr>
<th>Date</th>
<th>Milestone</th>
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<tbody>
<tr>
<td>2001</td>
<td>Began federal National Environmental Policy Act (NEPA) Environmental</td>
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<tr>
<td></td>
<td>Assessment (EA) / state EIR clearance process</td>
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<tr>
<td>2002</td>
<td>Conceptual Design completed</td>
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<tr>
<td>2004</td>
<td>Draft NEPA EA/EIR</td>
</tr>
<tr>
<td>2008</td>
<td>35% design complete</td>
</tr>
<tr>
<td>2009</td>
<td>Final NEPA EA/EIR and Finding of No Significant Impact (FONSI)</td>
</tr>
<tr>
<td>2014</td>
<td>RFQ for electrification</td>
</tr>
<tr>
<td></td>
<td>RFI for EMU</td>
</tr>
<tr>
<td>2015</td>
<td>JPB approves final CEQA EIR</td>
</tr>
<tr>
<td></td>
<td>JPB approves issuance of RFP for electrification</td>
</tr>
<tr>
<td></td>
<td>JPB approves issuance of RFP for EMU</td>
</tr>
<tr>
<td></td>
<td>Receipt of proposal for electrification</td>
</tr>
<tr>
<td></td>
<td>FTA approval of Core Capacity Project Development</td>
</tr>
<tr>
<td>2016</td>
<td>JPB approves EIR Addendum #1: PS-7</td>
</tr>
<tr>
<td></td>
<td>FTA re-evaluation of 2009 FONSI</td>
</tr>
<tr>
<td></td>
<td>Receipt of electrification best and final offers</td>
</tr>
<tr>
<td></td>
<td>Receipt of EMU proposal</td>
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<tr>
<td></td>
<td>Application for entry to engineering to FTA</td>
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<tr>
<td></td>
<td>Completed the EMU Buy America Pre-Award Audit and Certification</td>
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<tr>
<td></td>
<td>Negotiations completed with Stadler for EMU vehicles</td>
</tr>
<tr>
<td></td>
<td>Negotiations completed with BBII, the apparent best-value electrification firm</td>
</tr>
<tr>
<td></td>
<td>JPB approves contract award (LNTP) BBII</td>
</tr>
<tr>
<td></td>
<td>JPB approves contract award (LNTP) Stadler</td>
</tr>
<tr>
<td></td>
<td>FTA approval of entry into engineering for the Core Capacity Program</td>
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<tr>
<td></td>
<td>Application for FFGA</td>
</tr>
<tr>
<td>2017</td>
<td>FTA finalized the FFGA for $647 million in Core Capacity funding, met all</td>
</tr>
<tr>
<td></td>
<td>regulatory requirements including end of Congressional Review Period</td>
</tr>
<tr>
<td></td>
<td>(February)</td>
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<tr>
<td></td>
<td>FTA FFGA executed, committing $647 million to the project (May)</td>
</tr>
<tr>
<td></td>
<td>JPB approves $1.98 billion budget for PCEP (June)</td>
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<tr>
<td></td>
<td>Issued NTP for EMUs to Stadler (June 1)</td>
</tr>
<tr>
<td></td>
<td>Issued NTP for electrification contract to BBII (June 19)</td>
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<tr>
<td></td>
<td>Construction began (August)</td>
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<tr>
<td></td>
<td>EMU manufacturing began (October)</td>
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<tr>
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<td>Issued NTP for SCADA to Rockwell Collins (October)</td>
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<tr>
<td></td>
<td>Issued NTP for CEMOF Facility Upgrades to HNTB (November)</td>
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</table>
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APPENDICES
Appendix A – Acronyms
<table>
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<th>Acronym</th>
<th>Definition</th>
<th>Acronym</th>
<th>Definition</th>
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<td>AIM</td>
<td>Advanced Information Management</td>
<td>EIR</td>
<td>Environmental Impact Report</td>
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<tr>
<td>ARINC</td>
<td>Aeronautical Radio, Inc.</td>
<td>EOR</td>
<td>Engineer of Record</td>
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<td>BAAQMD</td>
<td>Bay Area Air Quality Management District</td>
<td>EMU</td>
<td>Electric Multiple Unit</td>
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<td>BBII</td>
<td>Balfour Beatty Infrastructure, Inc.</td>
<td>ESA</td>
<td>Endangered Species Act</td>
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<td>California Independent System Operator</td>
<td>ESA</td>
<td>Environmental Site Assessments</td>
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<td>CalMod</td>
<td>Caltrain Modernization Program</td>
<td>FEIR</td>
<td>Final Environmental Impact Report</td>
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<td>California Department of Transportation</td>
<td>FNGA</td>
<td>Full Funding Grant Agreement</td>
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<td>California Department of Fish and Wildlife</td>
<td>FONSI</td>
<td>Finding of No Significant Impact</td>
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<td>CEMOF</td>
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<td>FRA</td>
<td>Federal Railroad Administration</td>
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<td>California Environmental Quality Act (State)</td>
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<td>Federal Transit Administration</td>
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<td>California High-Speed Rail Authority</td>
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<td>General Order</td>
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<td>Capital Improvement Plan</td>
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<td>San Mateo County Transit District</td>
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<td>Supervisory Control and Data Acquisition</td>
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<td>San Francisco Bay Area Planning and Urban Research Association</td>
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<td>State of Good Repair</td>
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<td>SSWP</td>
<td>Site Specific Work Plan</td>
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<td>TASI</td>
<td>Transit America Services Inc.</td>
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<tr>
<td>Acronym</td>
<td>Definition</td>
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<td>TBD</td>
<td>To Be Determined</td>
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<td>TVA</td>
<td>Threat and Vulnerability Assessment</td>
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<td>UPRR</td>
<td>Union Pacific Railroad</td>
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<td>USACE</td>
<td>United States Army Corp of Engineers</td>
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<td></td>
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<td>USFWS</td>
<td>U.S. Fish and Wildlife Service</td>
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<td>VTA</td>
<td>Santa Clara Valley Transportation Authority</td>
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Appendix B – Funding Partner Meetings
## Appendix B – Funding Partner Meetings

### Funding Partner Meeting Representatives

*Updated July 25, 2017*

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<thead>
<tr>
<th>Agency</th>
<th>CHSRA</th>
<th>MTC</th>
<th>SFCTA/SFMTA/CCSF</th>
<th>SMCTA</th>
<th>VTA</th>
</tr>
</thead>
</table>
| **FTA Quarterly Meeting**     | • Bruce Armistead  
  • Boris Lipkin  
  • Ben Tripousis (info only)  
  • Ian Ferrier (info only)  
  • Wai Siu (info only)      | • Anne Richman  
  • Glen Tepke                | • Luis Zurinaga            | • April Chan  
  • Peter Skinner             | • Jim Lawson            |
| **Funding Partners Quarterly Meeting** | • Bruce Armistead  
  • Boris Lipkin  
  • Ben Tripousis  
  • John Popoff           | • Trish Stoops              | • Luis Zurinaga            | • April Chan  
  • Peter Skinner             | • Krishna Davey        |
| **Funding Oversight (monthly)** | • Ben Tripousis  
  • Kelly Doyle              | • Anne Richman  
  • Glen Tepke  
  • Kenneth Folan            | • Anna LaForte  
  • Maria Lombardo  
  • Luis Zurinaga  
  • Monique Webster  
  • Ariel Espiritu Santo | • April Chan  
  • Peter Skinner             | • Jim Lawson  
  • Krishna Davey  
  • Marcella Rensi  
  • Michael Smith           |
| **Change Management Board (monthly)** | • Bruce Armistead  
  • Boris Lipkin            | • Trish Stoops              | • Luis Zurinaga            | • Joe Hurley            | • Krishna Davey  
  • Tilly Chang (info only)  | • Jim Lawson  
  • Carol Lawson  
  • Nuria Fernandez (info only) |                           |
| **Master Program Schedule Update (monthly)** | • Ian Ferrier  
  • Wai Siu                    | • Trish Stoops              | • Luis Zurinaga            | • Joe Hurley            | • Jim Lawson            |
| **Risk Assessment Committee (monthly)** | • Ian Ferrier  
  • Wai Siu                  | • Trish Stoops              | • Luis Zurinaga            | • Joe Hurley            | • Krishna Davey        |
| **PCEP Delivery Coordination Meeting (bi-weekly)** | • Ian Ferrier  
  • Wai Siu                  | • Trish Stoops              | • Luis Zurinaga            | • Joe Hurley            | • Krishna Davey        |
| **Systems Integration Meeting (bi-weekly)** | • Ian Ferrier  
  • Wai Siu                  | • Trish Stoops              | • Luis Zurinaga            | • Joe Hurley            | • Krishna Davey        |
Appendix C – Schedule
### MASTER PROGRAM SCHEDULE C16.05

#### MILESTONES
- **Start**: 0d, **Finish**: 08/22/22
- **MILESTONES**
  - **Start**
    - 0d, **Finish**: 05/01/14 A
    - 0d, **Finish**: 02/11/16 A
    - 0d, **Finish**: 09/06/16 A
    - 0d, **Finish**: 05/23/17 A
    - 0d, **Finish**: 04/03/20
    - 0d, **Finish**: 12/09/21
    - 0d, **Finish**: 04/22/22
    - 0d, **Finish**: 08/22/22
  - **NEPA Reevaluation Complete**
  - **LNTP to Electrification Contractor**
  - **LNTP to Vehicle Manufacturer**
  - **FTA Issue FFGA**
  - **Segment 4 (Test Track) Complete**
  - **Revenue Service Date (RSD) w/ Risk Contingency (JPB Target)**
  - **Revenue Service Date (RSD) w/ Risk Contingency (FFGA RSD)**
  - **Start**
    - 0d, **Finish**: 05/01/14 A
    - 0d, **Finish**: 03/30/18
  - **REAL ESTATE ACQUISITION**
    - **Start**
      - 0d, **Finish**: 11/05/15 A
    - **Segment 1**
      - **Start**
        - 0d, **Finish**: 03/01/18
      - **Segment 2**
        - **Start**
          - 0d, **Finish**: 08/04/16 A
      - **Segment 3**
        - **Start**
          - 0d, **Finish**: 07/06/17 A
      - **Segment 4**
        - **Start**
          - 0d, **Finish**: 11/05/15 A
      - **Segment 5**
        - **Start**
          - 0d, **Finish**: 03/10/17 A
      - **INTERCONNECT (Supporting TPS-2)**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **INTERIM POWER**
        - **Start**
          - 0d, **Finish**: 06/04/16 A
      - **SCADA**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **PREPARE SOLVE SOURCE & AWARD**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **IMPLEMENTATION, TEST, INSTALL & CUTOVER**
        - **Start**
          - 0d, **Finish**: 06/04/16 A
      - **CEMOF**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **TUNNEL MODIFICATION**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **ELECTRIC LOCOMOTIVE**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **REHAB / TEST/TRAIN / SHIP**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **DEVELOP RPP, BID & AWARD**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **DESIGN**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **PROCUREMENT / [Material(s)]**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **MANUFACTURING & TESTING**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **TRANSPORT 1**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **TRANSPORT 2**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **TRANSPORT 3**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **TRANSPORT 4**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **TRANSPORT 5**
        - **Start**
          - 0d, **Finish**: 03/01/17 A
      - **TRANSPORT 6**
        - **Start**
          - 0d, **Finish**: 03/01/17 A

#### Actual Level of Effort
- **Prog Plan (C16.00)**
- **Prog Plan (C16.00) Remaining**
- **Last Months Update**
- **Near Critical**
- **Finish Milestone**
- **Critical Milestone**

---

**Page 1 of 2**

**NAME:** PCEP C16.05 Summary  
**FOR INTERNAL USE ONLY 03/26/18 10:00**

**Filename:** C16.05 032619...

**February 2018 Schedule Update is Draft until Finalized at March 2018 Month End**
<table>
<thead>
<tr>
<th>Activity Name</th>
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<td>TRAINSET 7</td>
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<td>TRAINSET 8</td>
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<td>TRAINSET 9</td>
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<td>08/22/22</td>
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<tr>
<td>REVENUE Service Date (RSD) w/ Risk Contingency (FFGA RSD)</td>
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<td>08/22/22</td>
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<td>ELECTRIFICATION SCHEDULE (BB) 030118</td>
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<td>08/07/14 A</td>
<td>08/06/18 A</td>
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<tr>
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<td>03/01/18</td>
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<td>02/13/21</td>
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<tr>
<td>Segment 1</td>
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</tr>
<tr>
<td>Segment 4</td>
<td>06/06/21</td>
<td>08/13/20</td>
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</table>
Appendix D – Standard Cost Codes
Description of Work
10 ‐ GUIDEWAY & TRACK ELEMENTS
10.02 Guideway: At‐grade semi‐exclusive (allows cross‐traffic)
10.07 Guideway: Underground tunnel
10.07 Allocated Contingency
30 ‐ SUPPORT FACILITIES: YARDS, SHOPS, ADMIN. BLDGS
30.03 Heavy Maintenance Facility
30.03 Allocated Contingency
30.05 Yard and Yard Track
40 ‐ SITEWORK & SPECIAL CONDITIONS
40.01 Demolition, Clearing, Earthwork
40.02 Site Utilities, Utility Relocation (1)
40.02 Allocated Contingency (2)
40.03 Haz. mat'l, contam'd soil removal/mitigation, ground water treatments
40.04 Environmental mitigation, e.g. wetlands, historic/archeologic, parks
40.05 Site structures including retaining walls, sound walls
40.06 Pedestrian / bike access and accommodation, landscaping
40.07 Automobile, bus, van accessways including roads, parking lots
40.08 Temporary Facilities and other indirect costs during construction
40.08 Allocated Contingency
50 ‐ SYSTEMS
50.01 Train control and signals
50.01 Allocated Contingency
50.02 Traffic signals and crossing protection
50.02 Allocated Contingency
50.03 Traction power supply: substations
50.03 Allocated Contingency
50.04 Traction power distribution: catenary and third rail
50.04 Allocated Contingency
50.05 Communications
50.07 Central Control
50.07 Allocated Contingency
60 ‐ ROW, LAND, EXISTING IMPROVEMENTS
60.01 Purchase or lease of real estate
60.01 Allocated Contingency
60.02 Relocation of existing households and businesses
70 ‐ VEHICLES (96)
70.03 Commuter Rail
70.03 Allocated Contingency
70.06 Non‐revenue vehicles
70.07 Spare parts
80 ‐ PROFESSIONAL SERVICES (applies to Cats. 10‐50)
80.01 Project Development
80.02 Engineering (not applicable to Small Starts)
80.02 Allocated Contingency
80.03 Project Management for Design and Construction
80.03 Allocated Contingency
80.04 Construction Administration & Management
80.04 Allocated Contingency
80.05 Professional Liability and other Non‐Construction Insurance
80.06 Legal; Permits; Review Fees by other agencies, cities, etc.
80.06 Allocated Contingency
80.07 Surveys, Testing, Investigation, Inspection
80.08 Start up
80.08 Allocated Contingency
Subtotal (10 ‐ 80)
90
UNALLOCATED CONTINGENCY (2)
Subtotal (10 ‐ 90)
100
FINANCE CHARGES
Total Project Cost (10 ‐ 100)

Notes:

(1)
(2)

Approved
Budget
(A)
$14,256,739
$2,500,000
$8,110,649
$3,646,090
$2,265,200
$1,344,000
$421,200
$500,000
$260,604,313
$3,077,685
$93,455,599
$0
$2,200,000
$32,579,208
$568,188
$804,933
$284,094
$107,343,777
$20,160,000
$502,766,044
$96,789,149
$2,451,000
$23,879,905
$1,140,000
$70,671,121
$28,464,560
$253,743,010
$18,064,000
$5,455,000
$2,090,298
$18,000
$35,675,084
$25,927,074
$8,748,010
$1,000,000
$625,755,807
$590,716,951
$8,134,924
$8,140,000
$18,763,931
$325,532,351
$130,350
$181,346,859
$1,742,144
$72,910,901
$9,270,000
$23,677,949
$19,537,000
$4,305,769
$6,341,599
$556,000
$3,287,824
$1,797,957
$628,000
$1,766,855,538
$156,947,587
$1,923,672,296
$6,998,638
$1,930,670,934

Cost This Month

Cost To Date

(B)

(C)

$0
$0
$0
$0
$0
$0
$0
$0
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$120,000
$368,860
$0
$0
$6,750
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$0
$0
$622,130
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$12,887
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$0
$358,102,177
$0
$358,102,177
$2,572,443
$360,674,620

Increase in Approved Budget value reflects Board Approval of PG&E Supplemental Agreement #4
Decrease in Approved Budget value reflects Board Approval of PG&E Supplemental Agreement #4

Estimate To
Complete

Estimate At
Completion

(D)
$14,356,739
$2,600,000
$8,110,649
$3,646,090
$2,265,200
$1,344,000
$421,200
$500,000
$223,126,153
$2,787,685
$91,451,731
$0
$2,200,000
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$568,188
$740,933
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$72,410,735
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$800,000
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$18,000
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$3,274,937
$1,797,957
$628,000
$1,432,294,753
$133,406,195
$1,565,570,119
$4,426,195
$1,569,996,314

(E) = (C) + (D)
$14,356,739
$2,600,000
$8,110,649
$3,646,090
$2,265,200
$1,344,000
$421,200
$500,000
$284,742,980
$3,077,685
$107,955,599
$0
$2,200,000
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$740,933
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$20,160,000
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$800,000
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$5,455,000
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$1,797,957
$628,000
$1,790,396,930
$133,406,195
$1,923,672,296
$6,998,638
$1,930,670,934


Appendix E – Change Order Logs
### Change Order Logs

#### Electrification Contract

**Change Order Authority (5% of BBII Contract)**

<table>
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<th>Date</th>
<th>Change Number</th>
<th>Description</th>
<th>CCO Amount</th>
<th>Percent of Authority</th>
<th>Remaining Authority</th>
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<tbody>
<tr>
<td>08/31/2017</td>
<td>BBI-053-CCO-001</td>
<td>Track Access Delays Q4 2016</td>
<td>$85,472</td>
<td>0.25%</td>
<td>$34,745,056</td>
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<td>02/28/2018</td>
<td>BBI-053-CCO-003</td>
<td>Deletion of Signal Cable Meggering (Testing)</td>
<td>($800,000)</td>
<td>(2.30%)</td>
<td>$35,485,090</td>
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<tr>
<td>02/21/2018</td>
<td>BBI-053-CCO-004</td>
<td>Field Order for Differing Site Condition Work Performed on 6/19/17</td>
<td>$59,965</td>
<td>0.17%</td>
<td>$34,685,090</td>
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**Total** ($654,562) (1.88 %) $35,485,090

**Notes:**
1. When the threshold of 75% is reached, staff may return to the Board to request additional authority.

#### EMU Contract

**Change Order Authority (5% of Stadler Contract)**

<table>
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<tr>
<th>Date</th>
<th>Change Number</th>
<th>Description</th>
<th>CCO Amount</th>
<th>Percent of Authority</th>
<th>Remaining Authority</th>
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</thead>
<tbody>
<tr>
<td>09/22/2017</td>
<td>STA-056-CCO 001</td>
<td>Contract General Specification and Special Provision Clean-up</td>
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<td>10/27/2017</td>
<td>STA-056-CCO 002</td>
<td>Prototype Seats and Special Colors</td>
<td>$55,000</td>
<td>0.20%</td>
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<td>11/02/2017</td>
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<td>Car Level Water Tightness Test</td>
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<td>0.00%</td>
<td>$27,489,973</td>
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<td>STA-056-CCO 004</td>
<td>Onboard Wheelchair Lift 800 Pound Capacity Provisions</td>
<td>$848,000</td>
<td>3.08%</td>
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<td>Design Progression (multiple)</td>
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<td>STA-056-CCO 006</td>
<td>Prototype Seats and Special Colors</td>
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<td>Multi-Color Destination Signs</td>
<td>$130,760</td>
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</tr>
<tr>
<td>02/09/2018</td>
<td>STA-056-CCO 008</td>
<td>Adjustment to Delivery and LDs due to delayed FNTP</td>
<td>$490,000</td>
<td>1.78%</td>
<td>$26,048,713</td>
</tr>
<tr>
<td>02/12/2018</td>
<td>STA-056-CCO 009</td>
<td>Ship Cab Mock-up to Caltrain</td>
<td>$53,400</td>
<td>0.19%</td>
<td>$25,995,313</td>
</tr>
</tbody>
</table>

**Total** $1,549,660 5.63% $25,995,313

**Notes:**
1. When the threshold of 75% is reached, staff may return to the Board to request additional authority.

#### SCADA Contract

**Change Order Authority (15% of ARINC Contract)**

<table>
<thead>
<tr>
<th>Date</th>
<th>Change Number</th>
<th>Description</th>
<th>CCO Amount</th>
<th>Percent of Authority</th>
<th>Remaining Authority</th>
</tr>
</thead>
<tbody>
<tr>
<td>None to date</td>
<td></td>
<td>None to date</td>
<td>$0</td>
<td>0%</td>
<td>$517,038</td>
</tr>
</tbody>
</table>

**Total** $0 0% $517,038

**Notes:**
1. When the threshold of 75% is reached, staff may return to the Board to request additional authority.
Appendix F – Risk Table
### Listing of PCEP Risks and Effects in Order of Severity

<table>
<thead>
<tr>
<th>ID</th>
<th>RISK DESCRIPTION</th>
<th>EFFECT(S)</th>
</tr>
</thead>
<tbody>
<tr>
<td>279</td>
<td>BBII may be unable to develop grade crossing modifications that meet regulatory requirements prior to scheduled testing and commissioning of the system.</td>
<td>Crossing operations will not be acceptable to CPUC and FRA and therefore delay commissioning.</td>
</tr>
<tr>
<td>223</td>
<td>A complex and diverse collection of major program elements and current Caltrain capital works projects may not be successfully integrated with existing operations and infrastructure.</td>
<td>Proposed changes resulting from electrification may not be fully and properly integrated into existing system.</td>
</tr>
<tr>
<td>101</td>
<td>PG&amp;E may not be able to deliver permanent power for the project within the existing budget and in accordance with the project schedule</td>
<td>Additional project costs; potential delay to revenue service date</td>
</tr>
<tr>
<td>242</td>
<td>JPB's ability to deliver work windows to contractor as dictated per contract</td>
<td>Delays to construction schedule and associated delay claims.</td>
</tr>
<tr>
<td>281</td>
<td>Additional work in the form of signal/pole adjustments may be required to remedy sight distance impediments arising from modifications to original design.</td>
<td>Add repeater signals, design duct bank would result in increased design and construction costs.</td>
</tr>
</tbody>
</table>
| 297 | Cost and schedule of Stadler contract could increase as a result of this change in PTC system | 1) Full integrated testing between EMU and wayside cannot be conducted without PTC in place.  
2) Delays to completion of signal system could result in conflicts with PTC testing and PCEP construction and integrated testing.  
3) Potential for claims for D/B contractor.  
4) Delay in EMU final design for PTC and potential PTC interfaces.  Need to finalize braking system sequence priority.  
5) Potential impact to SCADA contractor (schedule and budget). |
<p>| 298 | Cost and schedule of BBII contract could increase as a result of this change in PTC system | Balfour contract: changes in datafiles could affect what Balfour provides; could delay timing for testing; could change books that FRA had to review; Delay in testing and increased costs |
| 299 | Cost and schedule of Wabtec contract (SCADA) could increase as a result of this change in PTC system | Requires negotiation with Stadler as to what is included in current contract; Delay in testing and increased costs |
| 287 | Design changes may necessitate additional implementation of environmental mitigations not previously budgeted. | Increased cost for environmental measures and delays to construct and overall delay in construction schedule |
| 67  | Relocation of overhead utilities must precede installation of catenary wire and connections to TPSs. Relocation work will be performed by others and may not be | Delay in progress of catenary installation resulting in claims and schedule delay |</p>
<table>
<thead>
<tr>
<th>ID</th>
<th>RISK DESCRIPTION</th>
<th>EFFECT(S)</th>
</tr>
</thead>
<tbody>
<tr>
<td>263</td>
<td>Collaboration across multiple disciplines to develop a customized rail activation program may fail to comprehensively address the full scope of issues required to operate and maintain an electrified railroad and decommission the current diesel fleet.</td>
<td>Delay in testing of EMUs. Delay in Revenue Service Date. Additional costs for Stadler and BBII due to overall schedule delays.</td>
</tr>
<tr>
<td>276</td>
<td>BBII may be unable to get permits required by jurisdictions for construction in a timely manner.</td>
<td>Additional cost and time resulting from delays to construction</td>
</tr>
<tr>
<td>294</td>
<td>UP does not accept catenary pole offsets from centerline of track necessitating further negotiation or relocation of poles</td>
<td>Delay to construction and additional costs for redesign and ROW acquisition.</td>
</tr>
<tr>
<td>209</td>
<td>TASI may be unable to deliver sufficient resources to support construction and testing for the electrification contract.</td>
<td>• Testing delayed. Additional construction costs.</td>
</tr>
<tr>
<td></td>
<td>Balfour Beatty needs to build TP2 and Interconnection in time for PG&amp;E to supply power in time to support testing</td>
<td>• Change order for extended vehicle acceptance.</td>
</tr>
<tr>
<td>241</td>
<td>• Date is December 2018 to support contractor’s schedule • Interim power was mitigation to providing permanent power</td>
<td>Delay in testing and increased costs</td>
</tr>
<tr>
<td></td>
<td>Risk of PG&amp;E delay in interim power availability.</td>
<td></td>
</tr>
<tr>
<td>247</td>
<td>Timely resolution of 3rd party design review comments to achieve timely approvals</td>
<td>Delay to completion of design and associated additional labor costs.</td>
</tr>
<tr>
<td>257</td>
<td>Modifications to the CTC system hardware and software and Back Office Server database and systems to support DB must be completed in time for cutover and testing.</td>
<td>Failure to follow the DB Management process will result in major interruption to train service and overall capital projects delay.</td>
</tr>
<tr>
<td>267</td>
<td>Additional property acquisition is necessitated by design changes.</td>
<td>New project costs and delays to schedule.</td>
</tr>
<tr>
<td>268</td>
<td>Potential that vehicles will not receive timely notification of compliance from FRA. Most significant issues include: Placement of windows as emergency exits Compliance with acceptable alternate crash management standards</td>
<td>Delays to completion of construction and additional cost to changes in design.</td>
</tr>
<tr>
<td>213</td>
<td>Unable to acquire property required to build PS-2.</td>
<td>Extensive redesign of existing and future facilities and utilities resulting in potential delay and additional costs to D/B contractor.</td>
</tr>
</tbody>
</table>

Appendix F – Risk Table
February 28, 2018
<table>
<thead>
<tr>
<th>ID</th>
<th>RISK DESCRIPTION</th>
<th>EFFECT(S)</th>
</tr>
</thead>
<tbody>
<tr>
<td>240</td>
<td>Property not acquired in time for contractor to do work.</td>
<td>• Potential delays in construction schedule</td>
</tr>
<tr>
<td></td>
<td>Property Acquisition not complete per contractor availability date</td>
<td></td>
</tr>
<tr>
<td></td>
<td>&lt;&gt; Fee</td>
<td></td>
</tr>
<tr>
<td></td>
<td>&lt;&gt; Easement</td>
<td></td>
</tr>
<tr>
<td></td>
<td>&lt;&gt; Contract stipulates that if parcels are not available by contract date, there is only a delay if parcels are not available by the time contractor completes the Segment</td>
<td></td>
</tr>
<tr>
<td>295</td>
<td>UP does not accept catenary pole offsets from centerline of track necessitating further negotiation or relocation of poles</td>
<td>Delay to construction and additional costs for redesign and ROW acquisition.</td>
</tr>
<tr>
<td>64</td>
<td>Potential need for additional right-of-way beyond that initially envisioned and/or relocation of underground utilities by others, which could result in delays to the schedule and associated costs.</td>
<td>Delay in installation of catenary poles resulting in claims and schedule delay</td>
</tr>
<tr>
<td></td>
<td></td>
<td>CBOSS FOC conflicts additional costs and delays include:</td>
</tr>
<tr>
<td></td>
<td></td>
<td>1. Potholing</td>
</tr>
<tr>
<td></td>
<td></td>
<td>2. Design</td>
</tr>
<tr>
<td></td>
<td></td>
<td>3. OCS materials</td>
</tr>
<tr>
<td></td>
<td></td>
<td>4. Encasement</td>
</tr>
<tr>
<td></td>
<td></td>
<td>5. ROW</td>
</tr>
<tr>
<td></td>
<td>JPB Signal Cable conflicts additional costs and delays include:</td>
<td></td>
</tr>
<tr>
<td></td>
<td>1. Trenching</td>
<td></td>
</tr>
<tr>
<td></td>
<td>2. Splicing</td>
<td></td>
</tr>
<tr>
<td></td>
<td>3. Cable</td>
<td></td>
</tr>
<tr>
<td>115</td>
<td>Other capital improvement program projects compete with PCEP for track access allocation and requires design coordination (design, coordination, integration).</td>
<td>Schedule delay as resources are allocated elsewhere, won’t get track time, sequencing requirements may delay PCEP construction, track access requirements must be coordinated.</td>
</tr>
<tr>
<td>136</td>
<td>UP may not complete review of BBI design in accordance with agreed deadlines (90 days in Segment 4, 60 days in other segments).</td>
<td>Delays to completion of design and claims for delay.</td>
</tr>
<tr>
<td>174</td>
<td>Installation of electrification infrastructure may require the relocation of signals, which would affect the block design.</td>
<td>Cost and schedule impacts resulting from the design, construction, and testing of modified signal system and review of revised block design.</td>
</tr>
<tr>
<td>260</td>
<td>EMU Contractor’s facility is not completed before needed for vehicle assembly.</td>
<td>Delay in commencement of assembly of EMUs delaying final delivery and system-wide testing.</td>
</tr>
<tr>
<td>261</td>
<td>EMU electromechanical emissions and track circuit susceptibility are incompatible.</td>
<td>Changes on the EMU and/or signal system require additional design and installation time and expense.</td>
</tr>
<tr>
<td>262</td>
<td>Configuration changes from other capital</td>
<td>Potential increase or decrease in final</td>
</tr>
<tr>
<td>ID</td>
<td>RISK DESCRIPTION</td>
<td>EFFECT(S)</td>
</tr>
<tr>
<td>-----</td>
<td>----------------------------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
</tr>
<tr>
<td>265</td>
<td>PG&amp;E must deliver interim power in time for testing for Balfour testing</td>
<td>Delay in testing and increased costs</td>
</tr>
<tr>
<td>277</td>
<td>Inadequate D-B labor to support multiple work segments</td>
<td>Additional cost and time</td>
</tr>
<tr>
<td>280</td>
<td>Field equipment installed by D/B contractor may not communicate with the Central</td>
<td>Could require the acquisition and installation of additional equipment at</td>
</tr>
<tr>
<td></td>
<td>Control Facility (CCF), the Back-Up Central Control Facility (BCCF) through SCADA</td>
<td>BCCF and CCF. Could therefore require additional cost and time</td>
</tr>
<tr>
<td></td>
<td>and function as designed.</td>
<td></td>
</tr>
<tr>
<td>285</td>
<td>Potential for inflation, (except with respect to Maintenance Option) to increase</td>
<td>Higher cost</td>
</tr>
<tr>
<td></td>
<td>contractor costs.</td>
<td></td>
</tr>
<tr>
<td>286</td>
<td>Potential for wage escalation, (except for Maintenance Option) to increase contractor costs.</td>
<td>Higher cost</td>
</tr>
<tr>
<td>296</td>
<td>BBII needs to complete interconnection and traction power substations be sufficiently complete to accept interim power</td>
<td>Delay in testing and increased costs</td>
</tr>
<tr>
<td>56</td>
<td>Lack of O&amp;M support for testing and/or vehicle operations.</td>
<td>• Testing delayed.</td>
</tr>
<tr>
<td></td>
<td>Includes operational readiness and personnel hired and scheduled to be trained.</td>
<td>• Change order for extended vehicle acceptance.</td>
</tr>
<tr>
<td>88</td>
<td>Construction safety program fails to sufficiently maintain safe performance.</td>
<td>Work stoppages due to safety incidents resulting in schedule delay and additional labor costs.</td>
</tr>
<tr>
<td>161</td>
<td>Unanticipated costs to provide alternate service (bus bridges, etc.) during rail service disruptions.</td>
<td>Cost increase.</td>
</tr>
<tr>
<td>179</td>
<td>Risk that municipal reviews take additional time due to absence of municipal agreement.</td>
<td>Possible delay to: (1) to design review; (2) permit issuance; (3) construction within local jurisdiction right-of-way</td>
</tr>
<tr>
<td>183</td>
<td>Installation and design of new duct bank takes longer because of UP coordination</td>
<td>Schedule - Delay. May need to use condemnation authority to acquire easement.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Cost - Additional cost for PG&amp;E to make connections increasing project costs</td>
</tr>
<tr>
<td>250</td>
<td>Potential for municipalities to request betterments as part of the electrification project.</td>
<td>Delay to project schedule in negotiating betterments as part of the construction within municipalities and associated increased cost to</td>
</tr>
<tr>
<td>ID</td>
<td>RISK DESCRIPTION</td>
<td>EFFECT(S)</td>
</tr>
<tr>
<td>-----</td>
<td>---------------------------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
</tr>
<tr>
<td>259</td>
<td>Work on 25th Avenue Grade Separation Project could delay Balfour construction</td>
<td>• Increased cost for BBI as catenary construction in this section was</td>
</tr>
<tr>
<td></td>
<td>schedule.</td>
<td>anticipated to be constructed under the 25th Avenue Grade Separation</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Project.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Potential delays in construction schedule.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Risk is delay to BBI</td>
</tr>
<tr>
<td>266</td>
<td>Relocation of Verizon must precede installation of foundations and</td>
<td>Delay in progress of catenary installation resulting in claims and</td>
</tr>
<tr>
<td></td>
<td>connections to TPSs. Relocation work will be performed by others and may not be</td>
<td>schedule delay</td>
</tr>
<tr>
<td></td>
<td>completed to meet BBII’s construction schedule.</td>
<td></td>
</tr>
<tr>
<td>270</td>
<td>OCS poles or structures as designed by Contractor fall outside of JPB row</td>
<td>Additional ROW Take, additional cost and time</td>
</tr>
<tr>
<td>82</td>
<td>Unexpected restrictions could affect construction progress:</td>
<td>• Reduced production rates.</td>
</tr>
<tr>
<td></td>
<td>&lt;&gt; night work</td>
<td>• Delay</td>
</tr>
<tr>
<td></td>
<td>&lt;&gt; noise</td>
<td></td>
</tr>
<tr>
<td></td>
<td>&lt;&gt; local roads</td>
<td></td>
</tr>
<tr>
<td></td>
<td>&lt;&gt; local ordinances</td>
<td></td>
</tr>
<tr>
<td>119</td>
<td>Coordination of electrification design with Operations</td>
<td>• Qualified individuals may not be available.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Training may take longer than anticipated.</td>
</tr>
<tr>
<td>253</td>
<td>Risk that existing conditions of Caltrans-owned bridges will not support bridge</td>
<td>Delays to issuance of permit for construction while negotiating and</td>
</tr>
<tr>
<td></td>
<td>barriers. The existing bridge conditions and structural systems are unknown and</td>
<td>executing an operation and maintenance agreement for equipment installed</td>
</tr>
<tr>
<td></td>
<td>may not support mounting new work</td>
<td>on bridges; existing bridge deficiencies could result in additional</td>
</tr>
<tr>
<td></td>
<td>Design will need to prove new barriers will not impact existing capacity of the</td>
<td>costs to PCEP.</td>
</tr>
<tr>
<td></td>
<td>bridges prior to Caltrain’s approval for construction. Without approval of</td>
<td></td>
</tr>
<tr>
<td></td>
<td>design and issuance of permit, there is risk to the schedule for the work and</td>
<td></td>
</tr>
<tr>
<td></td>
<td>also budget if during design existing bridge will require some upgrades due to</td>
<td></td>
</tr>
<tr>
<td></td>
<td>the introduction of new attachments.</td>
<td></td>
</tr>
<tr>
<td>78</td>
<td>Need for unanticipated, additional ROW for new signal enclosures.</td>
<td>Delay while procuring ROW and additional ROW costs.</td>
</tr>
<tr>
<td>154</td>
<td>Potential for encountering unidentified or unknown private crossings along the</td>
<td>Additional cost and time to acquire ROW by condemnation</td>
</tr>
<tr>
<td></td>
<td>corridor.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Could impose unanticipated rights or requirements on the design.</td>
<td></td>
</tr>
<tr>
<td>171</td>
<td>Electrification facilities could be damaged</td>
<td>Delay in commencing electrified</td>
</tr>
<tr>
<td>ID</td>
<td>RISK DESCRIPTION</td>
<td>EFFECT(S)</td>
</tr>
<tr>
<td>-----</td>
<td>---------------------------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
</tr>
<tr>
<td>195</td>
<td>Introduction of electrified train service will require training of first responders in working in and around the rail corridor. The new vehicles will be considerably quieter than the existing fleet and the presence of high voltage power lines will require new procedures for emergency response. A new training program will need to be developed and disseminated for: • Fire, police, and first responders • Local communities • Schools</td>
<td>Safety hazards resulting in incidents that delay construction and increase labor cost. Delays in RSD until training is completed as requirement of safety certification process.</td>
</tr>
<tr>
<td>251</td>
<td>Subcontractor and supplier performance to meet aggressive schedule &lt;&gt;Potential issue meeting Buy America requirements</td>
<td>Delay to production schedule resulting in increased soft costs and overall project schedule delay.</td>
</tr>
<tr>
<td>271</td>
<td>Need for additional construction easements beyond that which has been provided for Contractor proposed access and staging</td>
<td>Additional cost and time</td>
</tr>
<tr>
<td>272</td>
<td>Final design based upon actual Geotech conditions</td>
<td>Could require changes</td>
</tr>
<tr>
<td>288</td>
<td>Independent checker finds errors in signal design and technical submittals</td>
<td>Additional cost and time</td>
</tr>
<tr>
<td>289</td>
<td>Coordination and delivery of permanent power for power drops for everything except traction power substations along alignment</td>
<td>Can't test resulting in delays to schedule and associated additional project costs.</td>
</tr>
<tr>
<td>291</td>
<td>Order/manufacture of long lead items prior to 100% IFC design document that proves to be incorrect</td>
<td>Design change and/or delays</td>
</tr>
<tr>
<td>292</td>
<td>Potential that UPS will not fit in the spaces allotted to communications work within the buildings.</td>
<td>Requisite backup capacity units under design criteria could result in the need for larger unit than originally planned resulting in design and fabrication changes and associated schedule delays and costs.</td>
</tr>
<tr>
<td>19</td>
<td>Potential for vehicle delivery to be hampered by international conflict; market disruption; labor strikes at production facility.</td>
<td>Delay in production of vehicle with associated cost implications.</td>
</tr>
<tr>
<td>42</td>
<td>Full complement of EMUs not available upon initiation of electrified revenue service</td>
<td>Late delivery impacts revenue service date.</td>
</tr>
<tr>
<td>150</td>
<td>Number of OCS pole installation is significant. Any breakdown in sequencing</td>
<td>Delay.</td>
</tr>
<tr>
<td>ID</td>
<td>RISK DESCRIPTION</td>
<td>EFFECT(S)</td>
</tr>
<tr>
<td>-----</td>
<td>----------------------------------------------------------------------------------</td>
<td>--------------------------------------------------------------------------</td>
</tr>
<tr>
<td>245</td>
<td>Failure of BBI to submit quality design and technical submittals in accordance with contract requirements • $3-$5M/month burn rate for Owner’s team during peak</td>
<td>Delays to project schedule and additional costs for preparation and review of submittals.</td>
</tr>
<tr>
<td>252</td>
<td>Failure of BBI to order/manufacture long lead items prior to 100% IFC design document approval by JPB</td>
<td>Delays to project schedule and additional cost for contractor and JPB staff time.</td>
</tr>
<tr>
<td>264</td>
<td>Design coordination with other capital improvement projects is required</td>
<td>Rework resulting in cost increases and schedule delays</td>
</tr>
<tr>
<td>10</td>
<td>Delays in parts supply chain result in late completion of vehicles.</td>
<td>• Delay in obtaining parts / components. • Cost increases. (See Owner for allocation of costs) • Schedule increase - 3 months (See Owner for allocation of damages associated with this Risk)</td>
</tr>
<tr>
<td>12</td>
<td>Potential for electromagnetic interference (EMI) to private facilities with sensitive electronic equipment caused by vehicles.</td>
<td>• Increased cost due to mitigation • Potential delay due to public protests or environmental challenge.</td>
</tr>
<tr>
<td>50</td>
<td>Leadership and / or key personnel changes with car builder results in delays to completion of design and manufacture of vehicles.</td>
<td>• Cost Increase • Schedule Increase – not supported by a TIA</td>
</tr>
<tr>
<td>51</td>
<td>Damage during delivery of first six EMUs.</td>
<td>Schedule delay</td>
</tr>
<tr>
<td>54</td>
<td>Infrastructure not ready for vehicles (OCS, TPS, Commissioning site / facility).</td>
<td>Increases cost if done off property</td>
</tr>
<tr>
<td>69</td>
<td>Potential need for additional construction easements. Especially for access and laydown areas. Contractor could claim project is not constructible and needs more easements after award.</td>
<td>Increased cost Delay</td>
</tr>
<tr>
<td>87</td>
<td>Unanticipated HazMat or contaminated hot spots encountered during foundation excavations for poles, TPSS, work at the yards.</td>
<td>Increased cost for clean-up and handling of materials and delay to schedule due to HazMat procedures.</td>
</tr>
<tr>
<td>93</td>
<td>Unanticipated subsurface conditions affecting pole or TPSS installation.</td>
<td>• Delay to take actions to remedy conditions or relocate foundations. • Increased cost for design and construction of remediation</td>
</tr>
<tr>
<td>106</td>
<td>Potential that DB contractor will have insufficient field resources (personnel or equipment) to maintain aggressive schedule.</td>
<td>Delay.</td>
</tr>
<tr>
<td>ID</td>
<td>RISK DESCRIPTION</td>
<td>EFFECT(S)</td>
</tr>
<tr>
<td>----</td>
<td>------------------</td>
<td>-----------</td>
</tr>
<tr>
<td></td>
<td>Multiple segments will need to be under design simultaneously. Labor pool issue. 32 qualified linemen will be needed. Potential there is not enough available. Big storm damage anywhere in US will draw from the pool to make line repairs. Possible shortages with other specialty crafts as well.</td>
<td></td>
</tr>
<tr>
<td>146</td>
<td>Wayside signal / pole adjustments to avoid sighting distance problems.</td>
<td>Change order.</td>
</tr>
<tr>
<td>148</td>
<td>Potential impact to advancing construction within the vicinity of any cultural finds that are excavated.</td>
<td>Minor disruption of the construction work</td>
</tr>
<tr>
<td>151</td>
<td>Public could raise negative concerns regarding wheel/rail noise.</td>
<td>Increased cost to mitigate: &lt;&gt; grind rails &lt;&gt; reprofile wheels &lt;&gt; sound walls</td>
</tr>
<tr>
<td>182</td>
<td>Compliance with Buy America requirements for 3rd party utility relocations. &lt;&gt;Utility relocations covered under existing Caltrain agreements that require utilities to move that will not have effect on project cost - will not be Buy America &lt;&gt;Installation of new equipment inside PG&amp;E substations that will provide all PG&amp;E customers, about 1/6 of that provides power to our system - is upgrade that benefits all customers subject to Buy America requirements, is it 1/6th, or 100% &lt;&gt;Risk is substation not relocations &lt;&gt;Substation equipment is available domestically, has 6 month longer lead time and increased cost of 20%</td>
<td>Increased cost Delay</td>
</tr>
<tr>
<td>189</td>
<td>EMUs will need I-ITCS equipment that is compatible with wayside equipment. Same supplier thereby reducing the risk.</td>
<td>Could drive up price because the car builder may not be a priority customer.</td>
</tr>
<tr>
<td>192</td>
<td>Environmental compliance during construction. Failure to meet the commitments contained within the PCEP EA, FEIR and permit conditions</td>
<td>Delay Cost increase</td>
</tr>
<tr>
<td>237</td>
<td>JPB needs and agreement with each city in which catenary will be strung over an existing grade crossing (17 in all) under GO 88 (grade crossings). These</td>
<td>Not completing the grade crossing diagnostics and getting agreement from the cities on the results can result in delays to necessary approvals for the project and revenue service.</td>
</tr>
<tr>
<td>ID</td>
<td>RISK DESCRIPTION</td>
<td>EFFECT(S)</td>
</tr>
<tr>
<td>----</td>
<td>-----------------</td>
<td>-----------</td>
</tr>
<tr>
<td>248</td>
<td>agreements must be executed subsequent to installing overhead catenary. JPB is preparing a response to CPUC while working with the cities. Delays in reaching agreement could have impacts on schedule and budget.</td>
<td></td>
</tr>
<tr>
<td>249</td>
<td>3rd party coordination &lt;&gt; Jurisdictions, Utilities, UP, Contractors &lt;&gt; D/B needs to provide timely information to facilitate 3rd party coordination &lt;&gt; Risk is for construction</td>
<td>Delays in approvals resulting in project schedule delays and associated costs.</td>
</tr>
<tr>
<td>254</td>
<td>Potential that bridge clearance data are inaccurate and that clearances are not sufficient for installation of catenary.</td>
<td>Results in additional design and construction to create sufficient clearance.</td>
</tr>
<tr>
<td>269</td>
<td>Potholing unearths the fact that pole locations conflict with utilities. OCS pole or structure locations as designed by Contractor conflict with utilities where conflict could have been avoided by allowable final design adjustments.</td>
<td>Additional cost and time</td>
</tr>
<tr>
<td>273</td>
<td>Contractor generates new hazardous materials, necessitates proper removal and disposal of existing hazardous materials identified in the Contract for D-B remediation.</td>
<td>Delay to construction while removing and disposing of hazardous materials resulting in schedule delay, increased construction costs, and schedule delay costs.</td>
</tr>
<tr>
<td>274</td>
<td>JPB as-built dwgs and existing infrastructure to be used as basis of final design and construction is not correct</td>
<td>Additional cleanup of as-builts after PCEP construction</td>
</tr>
<tr>
<td>275</td>
<td>DB fails to verify as-built dwgs and existing infrastructure</td>
<td>Additional cleanup of as-builts after PCEP construction</td>
</tr>
<tr>
<td>278</td>
<td>Failure of D/B contractor and subcontractors and suppliers to meet Buy America requirements</td>
<td>Delays while acceptable materials are procured and additional costs for delays and purchase of duplicative equipment.</td>
</tr>
<tr>
<td>282</td>
<td>Failure to maintain dynamic envelope and existing track clearances consistent with requirements.</td>
<td>Redesign entailing cost and schedule impacts.</td>
</tr>
<tr>
<td>283</td>
<td>Fluctuation in foreign currency v US dollar</td>
<td>Increase in costs</td>
</tr>
<tr>
<td>284</td>
<td>Compliance with project labor agreement could result in inefficiencies in staffing of construction.</td>
<td>Increase in labor costs and less efficient construction resulting in schedule delays.</td>
</tr>
<tr>
<td>290</td>
<td>Delays in agreement and acceptance of initial VVSC requirements database.</td>
<td>Delay to design acceptance</td>
</tr>
<tr>
<td>293</td>
<td>Readiness of 115kV interconnect for temporary power to support testing</td>
<td>Delay in testing</td>
</tr>
</tbody>
</table>
Appendix G – MMRP Status Log
## Mitigation Monitoring and Reporting

<table>
<thead>
<tr>
<th>Mitigation Measure</th>
<th>Mitigation Timing</th>
<th>Status</th>
<th>Status Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Pre-Construction</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Construction</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Post-Construction</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Operation</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### AES-2a: Minimize OCS construction activity on residential and park areas outside the Caltrain ROW.

- **Status:** Ongoing
- **Notes:**
  - The OCS proposed construction schedule has been provided to the JPB. OCS construction began the week of October 2, 2017. The D-B has used the potholing process to assist in locating conflicts in the 35% design and attempting to relocate OCS pole locations within the ROW, thereby avoiding parks and residential areas.

### AES-2b: Aesthetic treatments for OCS poles, TPFs in sensitive visual locations, and Overbridge Protection Barriers.

- **Status:** Ongoing
- **Notes:**
  - The design requirements indicated in the measure have been implemented as described, and coordination with the specific jurisdictions regarding pole colors and design, TPFs, and Overbridge Protection Barriers, is ongoing.

### AES-4a: Minimize spillover light during nighttime construction.

- **Status:** Ongoing
- **Notes:**
  - OCS construction began the week of October 2, 2017. The BBI community relations lead has notified nearby residents of upcoming construction. During construction, lighting is faced inward, towards the railroad tracks, and any complaints will be documented and addressed by the BBI community relations lead.

### AES-4b: Minimize light spillover at TPFs.

- **Status:** Upcoming
- **Notes:**
  - The design requirements indicated in the measure are being used in the design process of the TPFs.

### AQ-2a: Implement BAAQMD basic and additional construction mitigation measures to reduce construction-related dust.

- **Status:** Ongoing
- **Notes:**
  - The Dust Mitigation Plan was submitted to the JPB. The requirements in the Dust Mitigation Plan will be implemented throughout the construction period and documented in daily reports.
## Mitigation Monitoring and Reporting

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<thead>
<tr>
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<th>Status</th>
<th>Status Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>AQ-2b: Implement BAAQMD basic and additional construction mitigation measures to control construction-related ROG and NOX emissions.</td>
<td>Pre-Construction: X</td>
<td>Post-Construction: X</td>
<td>Ongoing</td>
</tr>
<tr>
<td>AQ-2c: Utilize clean diesel-powered equipment during construction to control construction-related ROG and NOX emissions.</td>
<td>Pre-Construction: X</td>
<td>Post-Construction: X</td>
<td>Ongoing</td>
</tr>
<tr>
<td>BIO-1a: Implement general biological impact avoidance measures.</td>
<td>Pre-Construction: X</td>
<td>Post-Construction: X</td>
<td>Ongoing</td>
</tr>
<tr>
<td>BIO-1b: Implement special-status plant species avoidance and revegetation measures.</td>
<td>Pre-Construction: X</td>
<td>Post-Construction: X</td>
<td>Complete</td>
</tr>
</tbody>
</table>
## Mitigation Monitoring and Reporting

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<tbody>
<tr>
<td><strong>Pre-Construction</strong></td>
<td><strong>Construction</strong></td>
<td><strong>Post-Construction</strong></td>
<td>Operation</td>
</tr>
<tr>
<td><strong>BIO-1c: Implement California red-legged frog and San Francisco garter snake avoidance measures.</strong></td>
<td></td>
<td></td>
<td>Ongoing</td>
</tr>
<tr>
<td></td>
<td>X</td>
<td>X</td>
<td>Pre-construction surveys are occurring no more than 7 days prior to the initiation of construction activities nearby/adjacent to potential habitat for CRLF and SFGS. The Wildlife Exclusion Fencing Plan for Segments 2 and 4 was submitted and approved by the wildlife agencies, and installation and monitoring of wildlife exclusion fencing is ongoing. No CRLF / SFGS or sign of each species has been observed to date on the Project. A separate Wildlife Exclusion Fencing Plan will be submitted for Segments 1 and 3, prior to initiation of construction activities in those segments.</td>
</tr>
<tr>
<td><strong>BIO-1d: Implement western pond turtle avoidance measures.</strong></td>
<td></td>
<td></td>
<td>Ongoing</td>
</tr>
<tr>
<td></td>
<td>X</td>
<td>X</td>
<td>Pre-construction surveys are occurring no more than 7 days prior to the initiation of construction activities nearby/adjacent to potential habitat for WPT. No WPT or WPT sign have been observed to date on the Project.</td>
</tr>
<tr>
<td><strong>BIO-1e: Implement Townsend’s big-eared bat, pallid bat, hoary bat, and fringed myotis avoidance measures.</strong></td>
<td></td>
<td></td>
<td>Ongoing</td>
</tr>
<tr>
<td></td>
<td>X</td>
<td>X</td>
<td>Pre-construction surveys are occurring no more than 7 days prior to the initiation of construction activities with the potential to disturb bats or their habitat. No special-status bats or sign have been observed to date on the Project.</td>
</tr>
</tbody>
</table>
## Mitigation Monitoring and Reporting

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</thead>
<tbody>
<tr>
<td><strong>BIO-1f: Implement western burrowing owl avoidance measures.</strong></td>
<td>Pre-Construction XX Post-Construction XX Operation</td>
<td>Ongoing</td>
</tr>
<tr>
<td><strong>BIO-1g: Implement northern harrier, white-tailed kite, American peregrine falcon, saltmarsh common yellowthroat, purple martin, and other nesting bird avoidance measures.</strong></td>
<td>Pre-Construction XX Post-Construction XX Operation</td>
<td>Ongoing</td>
</tr>
<tr>
<td>Mitigation Measure</td>
<td>Mitigation Timing</td>
<td>Status</td>
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</tr>
<tr>
<td><strong>BIO-1h:</strong> Conduct biological resource survey of future contractor-determined staging areas.</td>
<td>Pre-Construction: X</td>
<td>Ongoing</td>
</tr>
<tr>
<td><strong>BIO-1i:</strong> Minimize impacts on Monarch butterfly overwintering sites.</td>
<td>Pre-Construction: X</td>
<td>Ongoing</td>
</tr>
<tr>
<td><strong>BIO-1j:</strong> Avoid nesting birds and bats during vegetation maintenance.</td>
<td>Pre-Construction: X</td>
<td>Upcoming</td>
</tr>
<tr>
<td><strong>BIO-2:</strong> Implement serpentine bunchgrass avoidance and revegetation measures.</td>
<td>Pre-Construction: X, Post-Construction: X</td>
<td>Complete</td>
</tr>
<tr>
<td><strong>BIO-3:</strong> Avoid or compensate for impacts on wetlands and waters.</td>
<td>Pre-Construction: X, Post-Construction: X</td>
<td>Complete</td>
</tr>
</tbody>
</table>
## Mitigation Monitoring and Reporting

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<tbody>
<tr>
<td><strong>BIO-5: Implement Tree Avoidance, Minimization, and Replacement Plan.</strong></td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td><strong>BIO-6: Pay Santa Clara Valley Habitat Plan land cover fee (if necessary).</strong></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td><strong>CUL-1a: Evaluate and minimize impacts on structural integrity of historic tunnels.</strong></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>CUL-1b: Minimize impacts on historic decorative tunnel material.</strong></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>CUL-1c: Install project facilities in a way that minimizes impacts on historic tunnel interiors.</strong></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mitigation Measure</td>
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<td>Status Notes</td>
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</tr>
<tr>
<td><strong>CUL-1d: Implement design commitments at historic railroad stations</strong></td>
<td>Pre-Construction: X</td>
<td>Complete</td>
<td>The Qualified Architectural Historian completed and submitted the HABS Level III documents to the JPB for all seven of the historic stations. Pole placement has been designed to minimize the visual impact to historic stations.</td>
</tr>
<tr>
<td><strong>CUL-1e: Implement specific tree mitigation considerations at two potentially historic properties and landscape recordation, as necessary.</strong></td>
<td>Pre-Construction: X</td>
<td>Complete</td>
<td>It was determined that the project is not acquiring any ROW at either of the subject properties so all tree effects would be within the JPB ROW. Therefore, the APE does not include these two historic properties. This measure is no longer needed.</td>
</tr>
<tr>
<td><strong>CUL-1f: Implement historic bridge and underpass design requirements.</strong></td>
<td>Pre-Construction: X</td>
<td>Ongoing</td>
<td>This measure is being implemented as described during the design process and will be incorporated into the final design. The four bridges that are included in the MMRP are rail bridges crossing over another feature. Design of the OCS system is taking into account that there are requirements that restrict the design. Thus far, the designs for Construction Segments 2 &amp; 4 are in process and designs are not yet complete. The D-B will forward to the Architectural Historian once complete.</td>
</tr>
<tr>
<td><strong>CUL-2a: Conduct an archaeological resource survey and/or monitoring of the removal of pavement or other obstructions to determine if historical resources under CEQA or unique archaeological resources under PRC 21083.2 are present.</strong></td>
<td>Pre-Construction: X</td>
<td>Ongoing</td>
<td>Periodic inspections of ground surface areas along the alignment, in conjunction with cultural monitoring as-needed of project activities in culturally sensitive areas are ongoing. The Archaeological Final Report will be provided at the conclusion of construction activities.</td>
</tr>
</tbody>
</table>
## Mitigation Monitoring and Reporting

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</thead>
<tbody>
<tr>
<td>CUL-2b: Conduct exploratory trenching or coring of areas where subsurface project disturbance is planned in those areas with “high” or “very high” potential for buried site.</td>
<td>Pre-Construction: X</td>
<td>Ongoing</td>
<td>Exploratory trenching and subsurface testing of all potentially culturally sensitive areas is occurring prior to the initiation of construction activities in those areas. The results will be included in the Archaeological Final Report. No cultural resources requiring the development of a treatment plan were observed. A Native American monitor has been present for all exploratory trenching and subsurface testing work.</td>
</tr>
<tr>
<td>CUL-2c: Conduct limited subsurface testing before performing ground-disturbing work within 50 meters of a known archaeological site.</td>
<td>Pre-Construction: X</td>
<td>Ongoing</td>
<td>Exploratory trenching and subsurface testing of all potentially culturally sensitive areas is occurring prior to the initiation of construction activities in those areas. The results will be included in the Archaeological Final Report. No cultural resources requiring the development of a treatment plan were observed. A Native American monitor has been present for all exploratory trenching and subsurface testing work.</td>
</tr>
<tr>
<td>CUL-2d: Conduct exploratory trenching or coring of areas within the three zones of special sensitivity where subsurface project disturbance is planned.</td>
<td>Pre-Construction: X</td>
<td>Ongoing</td>
<td>Exploratory trenching and subsurface testing of all potentially culturally sensitive areas is occurring prior to the initiation of construction activities in those areas. The results will be included in the Archaeological Final Report. No cultural resources requiring the development of a treatment plan were observed. A Native American monitor has been present for all exploratory trenching and subsurface testing work.</td>
</tr>
<tr>
<td>Mitigation Measure</td>
<td>Mitigation Timing</td>
<td>Status</td>
<td>Status Notes</td>
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<td>-----------------------------------------------------------------------------------</td>
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<td>---------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>CUL-2e: Stop work if cultural resources are encountered during ground-disturbing</td>
<td>X</td>
<td></td>
<td>No prehistoric or historic-period cultural materials have been observed during cultural monitoring.</td>
</tr>
<tr>
<td>activities.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>CUL-2f: Conduct archaeological monitoring of ground-disturbing activities in areas</td>
<td></td>
<td></td>
<td>Cultural monitoring as-needed of project activities in culturally sensitive areas is ongoing.</td>
</tr>
<tr>
<td>as determined by JPB and SHPO.</td>
<td>X</td>
<td></td>
<td>The Archaeological Final Report will be provided at the conclusion of construction activities.</td>
</tr>
<tr>
<td>CUL-3: Comply with state and county procedures for the treatment of human remains</td>
<td>X</td>
<td></td>
<td>No human remains have been observed to date on the Project.</td>
</tr>
<tr>
<td>discoveries.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>EMF-2: Minimize EMI effects during final design, Monitor EMI effects during testing,</td>
<td>X</td>
<td></td>
<td>The design requirements indicated in the measure are being implemented through the final design as described.</td>
</tr>
<tr>
<td>commission and operations, and Remediate Substantial Disruption of Sensitive</td>
<td>X</td>
<td>X</td>
<td>Designs are submitted and reviewed/commented on by JPB. Monitoring EMI effects will occur post construction.</td>
</tr>
<tr>
<td>Electrical Equipment.</td>
<td>X</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>GEO-1: Perform a site-specific geotechnical study for traction power facilities.</td>
<td></td>
<td></td>
<td>The design requirements indicated in the measure are being implemented through the final design as described.</td>
</tr>
<tr>
<td></td>
<td>X</td>
<td></td>
<td>Geotechnical studies and results are submitted to JPB as completed.</td>
</tr>
</tbody>
</table>
### Mitigation Monitoring and Reporting

<table>
<thead>
<tr>
<th>Mitigation Measure</th>
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<th>Status</th>
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</thead>
<tbody>
<tr>
<td>GEO-4a: Identification of expansive soils.</td>
<td>X</td>
<td>Ongoing</td>
<td>The design requirements indicated in the measure are being implemented through the final design as described. Geotechnical studies and results are submitted to JPB as completed.</td>
</tr>
<tr>
<td>GEO-4b: Mitigation of expansive soils.</td>
<td>X</td>
<td>Ongoing</td>
<td>The design requirements indicated in the measure are being implemented through the final design as described. Geotechnical studies and results are submitted to JPB as completed.</td>
</tr>
<tr>
<td>HAZ-2a: Conduct a Phase II Environmental Site Assessment prior to construction.</td>
<td>X</td>
<td>Complete</td>
<td>A Phase II Environmental Assessment was completed prior to construction by the JPB consultant, and the results were provided to BBI, and the required mitigation is being implemented prior to the initiation of construction activities.</td>
</tr>
<tr>
<td>HAZ-2b: Implement engineering controls and best management practices during construction.</td>
<td>X X</td>
<td>Ongoing</td>
<td>Field activities are being monitored daily for significant color changes or odors which may indicate contamination.</td>
</tr>
<tr>
<td>HYD-1: Implement construction dewatering treatment, if necessary.</td>
<td>X X</td>
<td>Ongoing</td>
<td>Facilities &amp; BMPs are in place to deal with this requirement should it arise in the OCS foundations.</td>
</tr>
<tr>
<td>HYD-4: Minimize floodplain impacts by minimizing new impervious areas for TPFs or relocating these facilities.</td>
<td>X</td>
<td>Ongoing</td>
<td>The design requirements indicated in the measure are being implemented through the final design as described. The TPFs in Construction Segments 2 &amp; 4 are</td>
</tr>
<tr>
<td>Mitigation Measure</td>
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<td>Status</td>
<td>Status Notes</td>
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</tr>
<tr>
<td></td>
<td>Pre-Construction</td>
<td>Post-Construction</td>
<td>Operation</td>
</tr>
<tr>
<td>HYD-5: Provide for electrical safety at TPFs subject to periodic or potential flooding.</td>
<td>X</td>
<td>X</td>
<td>Ongoing</td>
</tr>
<tr>
<td>HYD-7: Implement sea level rise vulnerability assessment and adaptation plan.</td>
<td></td>
<td>X</td>
<td>Upcoming</td>
</tr>
<tr>
<td>NOI-1a: Implement Construction Noise Control Plan.</td>
<td>X</td>
<td>X</td>
<td>Ongoing</td>
</tr>
<tr>
<td>NOI-1b: Conduct site-specific acoustical analysis of ancillary facilities based on the final mechanical equipment and site design and implement noise control treatments where required.</td>
<td></td>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>
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<table>
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</tr>
</thead>
<tbody>
<tr>
<td><strong>NOI-2a: Implement Construction Vibration Control Plan.</strong></td>
<td>X</td>
<td>X</td>
<td>Ongoing The Noise and Vibration Control Plan has been submitted and is being implemented. Field activity is monitored per the Plan.</td>
</tr>
<tr>
<td><strong>PSU-8a: Provide continuous coordination with all utility providers.</strong></td>
<td>X</td>
<td>X</td>
<td>Ongoing The design requirements indicated in the measure will be implemented through the final design as described. Coordination with utility providers is ongoing and there have not been any service interruptions thus far.</td>
</tr>
<tr>
<td><strong>PSU-8b: Adjust OCS pole foundation locations.</strong></td>
<td>X</td>
<td></td>
<td>Ongoing The design requirements indicated in the measure are being implemented through the final design as described.</td>
</tr>
<tr>
<td><strong>PSU-8c: Schedule and notify users about potential service interruptions.</strong></td>
<td>X</td>
<td>X</td>
<td>Ongoing The design requirements indicated in the measure are being implemented through the final design as described. There have not been any service interruptions thus far.</td>
</tr>
<tr>
<td><strong>PSU-9: Require application of relevant construction mitigation measures to utility relocation and transmission line construction by others.</strong></td>
<td>X</td>
<td>X</td>
<td>Ongoing JPB has initiated coordination with PG&amp;E regarding transmission line construction. Construction has not begun.</td>
</tr>
</tbody>
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</thead>
<tbody>
<tr>
<td>TRA-1a: Implement Construction Road Traffic Control Plan.</td>
<td>X X</td>
<td>Upcoming</td>
<td>The D-B has begun traffic control design and permit applications with the City of Millbrae. Other communities will follow.</td>
</tr>
<tr>
<td>TRA-1c: Implement signal optimization and roadway geometry improvements at impacted intersections for the 2020 Project Condition.</td>
<td>X X</td>
<td>Upcoming</td>
<td>This measure has not started.</td>
</tr>
<tr>
<td>TRA-2a: Implement construction railway disruption control plan.</td>
<td>X X</td>
<td>Ongoing</td>
<td>Minimization of railway disruption is being coordinated by the Site Specific Work Plan.</td>
</tr>
<tr>
<td>TRA-3b: In cooperation with the City and County of San Francisco, implement surface pedestrian facility improvements to address the Proposed Project’s additional pedestrian movements at and immediately adjacent to the San Francisco 4th and King Station.</td>
<td>X X X</td>
<td>Upcoming</td>
<td>This measure has not started.</td>
</tr>
<tr>
<td>TRA-4b: Continue to improve bicycle facilities at Caltrain stations and partner with bike share programs where available following guidance in Caltrain’s Bicycle Access and Parking Plan.</td>
<td>X</td>
<td>Upcoming</td>
<td>This measure will be implemented during project operation.</td>
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## Mitigation Monitoring and Reporting

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<tbody>
<tr>
<td><strong>NOI-CUMUL-1</strong>: Implement a phased program to reduce cumulative train noise along the Caltrain corridor as necessary to address future cumulative noise increases over FTA thresholds</td>
<td>Pre-Construction:</td>
<td>X</td>
<td>Upcoming</td>
</tr>
<tr>
<td><strong>NOI-CUMUL-2</strong>: Conduct project-level vibration analysis for Blended System operations and implement vibration reduction measures as necessary and appropriate for the Caltrain corridor</td>
<td>Pre-Construction:</td>
<td>X</td>
<td>In Progress</td>
</tr>
<tr>
<td><strong>TRA-CUMUL-1</strong>: Implement a phased program to provide traffic improvements to reduce traffic delays near at-grade crossings and Caltrain stations</td>
<td>Pre-Construction:</td>
<td>X</td>
<td>Upcoming</td>
</tr>
<tr>
<td><strong>TRA-CUMUL-2</strong>: Implement technical solution to allow electric trolley bus transit across 16th Street without OCS conflicts in cooperation with SFMTA.</td>
<td>Pre-Construction:</td>
<td>X</td>
<td>Complete</td>
</tr>
<tr>
<td>Mitigation Measure TRA-CUMUL-3: As warranted, Caltrain and freight operators will partner to provide Plate H clearance as feasible between San Jose and Bayshore.</td>
<td>Pre-Construction:</td>
<td>X</td>
<td>Upcoming</td>
</tr>
<tr>
<td><strong>AES-2a</strong>: Minimize OCS construction activity on residential and park areas outside the Caltrain ROW.</td>
<td>Pre-Construction:</td>
<td>X</td>
<td>Ongoing</td>
</tr>
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<tbody>
<tr>
<td><strong>AES-2b:</strong> Aesthetic treatments for OCS poles, TPFs in sensitive visual locations, and Overbridge Protection Barriers.</td>
<td>Pre-Construction: X</td>
<td>Ongoing</td>
<td>The design requirements indicated in the measure have been implemented as described, and coordination with the specific jurisdictions regarding pole colors and design, TPFs, and Overbridge Protection Barriers, is ongoing.</td>
</tr>
<tr>
<td><strong>AES-4a:</strong> Minimize spillover light during nighttime construction.</td>
<td>Post-Construction: X</td>
<td>Ongoing</td>
<td>OCS construction began the week of October 2, 2017. The BBI community relations lead has notified nearby residents of upcoming construction. During construction, lighting is faced inward, towards the railroad tracks, and any complaints will be documented and addressed by the BBI community relations lead.</td>
</tr>
<tr>
<td><strong>AES-4b:</strong> Minimize light spillover at TPFs.</td>
<td>Pre-Construction: X</td>
<td>Upcoming</td>
<td>The design requirements indicated in the measure are being used in the design process of the TPFs.</td>
</tr>
<tr>
<td><strong>AQ-2a:</strong> Implement BAAQMD basic and additional construction mitigation measures to reduce construction-related dust.</td>
<td>Pre-Construction: X, Post-Construction: X</td>
<td>Ongoing</td>
<td>The Dust Mitigation Plan was submitted to the JPB. The requirements in the Dust Mitigation Plan will be implemented throughout the construction period and documented in daily reports.</td>
</tr>
<tr>
<td><strong>AQ-2b:</strong> Implement BAAQMD basic and additional construction mitigation measures to control construction-related ROG and NOX emissions.</td>
<td>Pre-Construction: X, Post-Construction: X</td>
<td>Ongoing</td>
<td>The Equipment Emissions Control Plan was submitted to the JPB. The requirements in the Equipment Emissions Control Plan will be implemented throughout the construction period and documented in daily reports.</td>
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<tbody>
<tr>
<td><strong>AQ-2c: Utilize clean diesel-powered equipment during construction to control</strong></td>
<td>X X X</td>
<td></td>
<td>The Equipment Emissions Control Plan was submitted to the JPB. The requirements in the Equipment Emissions Control Plan will be implemented throughout the construction period and documented in daily reports.</td>
</tr>
<tr>
<td><strong>construction-related ROG and NOX emissions.</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>BIO-1a: Implement general biological impact avoidance measures.</strong></td>
<td>X X X</td>
<td></td>
<td>Worker Environmental Awareness Training is provided to all project-related personnel before they work on the project. All measures as described will be implemented throughout the construction period and documented in daily reports.</td>
</tr>
<tr>
<td><strong>BIO-1b: Implement special-status plant species avoidance and revegetation measures.</strong></td>
<td>X X X</td>
<td></td>
<td>Not applicable. Subsequent habitat assessment and avoidance of Communication Hill eliminated any potential to affect special-status plant species. The measure is not needed.</td>
</tr>
<tr>
<td><strong>BIO-1c: Implement California red-legged frog and San Francisco garter snake</strong></td>
<td>X X X</td>
<td></td>
<td>Pre-construction surveys are occurring no more than 7 days prior to the initiation of construction activities nearby/adjacent to potential habitat for CRLF and SFGS. The Wildlife Exclusion Fencing Plan for Segments 2 and 4 was submitted and approved by the wildlife agencies, and installation and monitoring of wildlife exclusion fencing is ongoing. No CRLF / SFGS or sign of each species has been observed to date on the Project. A separate Wildlife Exclusion Fencing Plan will be submitted for Segments 1 and 3, prior to initiation of construction</td>
</tr>
<tr>
<td><strong>avoidance measures.</strong></td>
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<tr>
<td></td>
<td>Pre-Construction</td>
<td></td>
<td>activities in those segments.</td>
</tr>
<tr>
<td>Mitigation Measure</td>
<td>Post-Construction</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Operation</td>
<td></td>
<td></td>
</tr>
<tr>
<td>BIO-1d: Implement western pond turtle avoidance measures.</td>
<td>X</td>
<td>X</td>
<td>Ongoing</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Pre-construction surveys are occurring no more than 7 days prior to the initiation of construction activities nearby/adjacent to potential habitat for WPT. No WPT or WPT sign have been observed to date on the Project.</td>
</tr>
<tr>
<td>BIO-1e: Implement Townsend’s big-eared bat, pallid bat, hoary bat, and fringed myotis avoidance measures.</td>
<td>X</td>
<td>X</td>
<td>Ongoing</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Pre-construction surveys are occurring no more than 7 days prior to the initiation of construction activities with the potential to disturb bats or their habitat. No special-status bats or sign have been observed to date on the Project.</td>
</tr>
<tr>
<td>BIO-1f: Implement western burrowing owl avoidance measures.</td>
<td>X</td>
<td>X</td>
<td>Ongoing</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Protocol surveys for Western Burrowing Owl were conducted from April 2017 through July 2017 at previously identified potentially suitable habitat locations. Note that all of these locations are in Construction Segment 4 (southern Santa Clara and San Jose). No Burrowing Owls were observed during the surveys. Construction in Segment 4 is anticipated to occur in 2018. Prior to construction activities in Segment 4, pre-construction surveys of the potential habitat areas will occur no more than 7 days prior to the onset of construction activities.</td>
</tr>
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<tr>
<td><strong>BIO-1g</strong>: Implement northern harrier, white-tailed kite, American peregrine falcon, saltmarsh common yellowthroat, purple martin, and other nesting bird avoidance measures.</td>
<td>Pre-Construction</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td><strong>BIO-1h</strong>: Conduct biological resource survey of future contractor-determined staging areas.</td>
<td>Pre-Construction</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td><strong>BIO-1i</strong>: Minimize impacts on Monarch butterfly overwintering sites.</td>
<td>Pre-Construction</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td><strong>BIO-1j</strong>: Avoid nesting birds and bats during vegetation maintenance.</td>
<td></td>
<td>X</td>
<td>Upcoming</td>
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<tr>
<td><strong>BIO-2: Implement serpentine bunchgrass avoidance and revegetation measures.</strong></td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td><strong>BIO-3: Avoid or compensate for impacts on wetlands and waters.</strong></td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td><strong>BIO-5: Implement Tree Avoidance, Minimization, and Replacement Plan.</strong></td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td><strong>BIO-6: Pay Santa Clara Valley Habitat Plan land cover fee (if necessary).</strong></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>CUL-1a: Evaluate and minimize impacts on structural integrity of historic tunnels.</strong></td>
<td>X</td>
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<tr>
<td><strong>CUL-1b: Minimize impacts on historic decorative tunnel material.</strong></td>
<td></td>
<td></td>
<td>To be implemented prior to construction in tunnels.</td>
</tr>
<tr>
<td><strong>CUL-1c: Install project facilities in a way that minimizes impacts on historic tunnel interiors.</strong></td>
<td></td>
<td></td>
<td>To be implemented prior to construction in tunnels.</td>
</tr>
<tr>
<td><strong>CUL-1d: Implement design commitments at historic railroad stations</strong></td>
<td></td>
<td></td>
<td>The Qualified Architectural Historian completed and submitted the HABS Level III documents to the JPB for all seven of the historic stations. Pole placement has been designed to minimize the visual impact to historic stations.</td>
</tr>
<tr>
<td><strong>CUL-1e: Implement specific tree mitigation considerations at two potentially historic properties and landscape recordation, as necessary.</strong></td>
<td></td>
<td></td>
<td>It was determined that the project is not acquiring any ROW at either of the subject properties so all tree effects would be within the JPB ROW. Therefore, the APE does not include these two historic properties. This measure is no longer needed.</td>
</tr>
<tr>
<td><strong>CUL-1f: Implement historic bridge and underpass design requirements.</strong></td>
<td></td>
<td></td>
<td>This measure is being implemented as described during the design process and will be incorporated into the final design. The four bridges that are included in the MMRP are rail bridges crossing over another feature. Design of the OCS system is taking into account that there are requirements that restrict the design. Thus far, the</td>
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<tr>
<td><strong>Pre-Construction</strong></td>
<td></td>
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</tr>
<tr>
<td><strong>CUL-2a: Conduct an archaeological resource survey and/or monitoring of the removal of pavement or other obstructions to determine if historical resources under CEQA or unique archaeological resources under PRC 21083.2 are present.</strong></td>
<td>X</td>
<td>Ongoing</td>
<td>Periodic inspections of ground surface areas along the alignment, in conjunction with cultural monitoring as-needed of project activities in culturally sensitive areas are ongoing. The Archaeological Final Report will be provided at the conclusion of construction activities.</td>
</tr>
<tr>
<td><strong>CUL-2b: Conduct exploratory trenching or coring of areas where subsurface project disturbance is planned in those areas with “high” or “very high” potential for buried site.</strong></td>
<td>X</td>
<td>Ongoing</td>
<td>Exploratory trenching and subsurface testing of all potentially culturally sensitive areas is occurring prior to the initiation of construction activities in those areas. The results will be included in the Archaeological Final Report. No cultural resources requiring the development of a treatment plan were observed. A Native American monitor has been present for all exploratory trenching and subsurface testing work.</td>
</tr>
<tr>
<td><strong>CUL-2c: Conduct limited subsurface testing before performing ground-disturbing work within 50 meters of a known archaeological site.</strong></td>
<td>X</td>
<td>Ongoing</td>
<td>Exploratory trenching and subsurface testing of all potentially culturally sensitive areas is occurring prior to the initiation of construction activities in those areas. The results will be included in the Archaeological Final Report. No cultural resources requiring the development of a treatment plan were observed. A Native American monitor has been present for all exploratory trenching and subsurface testing work.</td>
</tr>
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</tr>
<tr>
<td><strong>CUL-2d:</strong> Conduct exploratory trenching or coring of areas within the three zones of special sensitivity where subsurface project disturbance is planned.</td>
<td>Pre-Construction: X Post-Construction:</td>
<td>Ongoing</td>
<td>Exploratory trenching and subsurface testing of all potentially culturally sensitive areas is occurring prior to the initiation of construction activities in those areas. The results will be included in the Archaeological Final Report. No cultural resources requiring the development of a treatment plan were observed. A Native American monitor has been present for all exploratory trenching and subsurface testing work.</td>
</tr>
<tr>
<td><strong>CUL-2e:</strong> Stop work if cultural resources are encountered during ground-disturbing activities.</td>
<td>Pre-Construction: X Post-Construction: X</td>
<td>Ongoing</td>
<td>No prehistoric or historic-period cultural materials have been observed during cultural monitoring.</td>
</tr>
<tr>
<td><strong>CUL-2f:</strong> Conduct archaeological monitoring of ground-disturbing activities in areas as determined by JPB and SHPO.</td>
<td>Pre-Construction: X</td>
<td>Ongoing</td>
<td>Cultural monitoring as-needed of project activities in culturally sensitive areas is ongoing. The Archaeological Final Report will be provided at the conclusion of construction activities.</td>
</tr>
<tr>
<td><strong>CUL-3:</strong> Comply with state and county procedures for the treatment of human remains discoveries.</td>
<td>Pre-Construction: X</td>
<td>Ongoing</td>
<td>No human remains have been observed to date on the Project.</td>
</tr>
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<tr>
<td><strong>EMF-2: Minimize EMI effects during final design, Monitor EMI effects during testing, commission and operations, and Remediate Substantial Disruption of Sensitive Electrical Equipment.</strong></td>
<td>Pre-Construction: X  Construction: X  Operation: X</td>
<td>Ongoing</td>
<td>The design requirements indicated in the measure are being implemented through the final design as described. Designs are submitted and reviewed/commented on by JPB. Monitoring EMI effects will occur post construction.</td>
</tr>
<tr>
<td><strong>GEO-1: Perform a site-specific geotechnical study for traction power facilities.</strong></td>
<td>Pre-Construction: X  Construction:</td>
<td>Ongoing</td>
<td>The design requirements indicated in the measure are being implemented through the final design as described. Geotechnical studies and results are submitted to JPB as completed.</td>
</tr>
<tr>
<td><strong>GEO-4a: Identification of expansive soils.</strong></td>
<td>Pre-Construction: X  Construction:</td>
<td>Ongoing</td>
<td>The design requirements indicated in the measure are being implemented through the final design as described. Geotechnical studies and results are submitted to JPB as completed.</td>
</tr>
<tr>
<td><strong>GEO-4b: Mitigation of expansive soils.</strong></td>
<td>Pre-Construction: X  Construction:</td>
<td>Ongoing</td>
<td>The design requirements indicated in the measure are being implemented through the final design as described. Geotechnical studies and results are submitted to JPB as completed.</td>
</tr>
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<td></td>
<td>Pre-Construction</td>
<td>Post-Construction</td>
<td>Operation</td>
</tr>
<tr>
<td>HAZ-2a: Conduct a Phase II Environmental Site Assessment prior to construction.</td>
<td>X</td>
<td></td>
<td>Complete</td>
</tr>
<tr>
<td>HAZ-2b: Implement engineering controls and best management practices during construction.</td>
<td>X X</td>
<td></td>
<td>Ongoing</td>
</tr>
<tr>
<td>HYD-1: Implement construction dewatering treatment, if necessary.</td>
<td>X X</td>
<td></td>
<td>Ongoing</td>
</tr>
<tr>
<td>HYD-4: Minimize floodplain impacts by minimizing new impervious areas for TPFs or relocating these facilities.</td>
<td>X</td>
<td></td>
<td>Ongoing</td>
</tr>
<tr>
<td>HYD-5: Provide for electrical safety at TPFs subject to periodic or potential flooding.</td>
<td>X X</td>
<td></td>
<td>Ongoing</td>
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<td><strong>HYD-7: Implement sea level rise vulnerability assessment and adaptation plan.</strong></td>
<td></td>
<td>X</td>
<td>Ongoing</td>
</tr>
<tr>
<td>The JPB has initiated this measure and preparation of the sea level rise vulnerability assessment and adaptation plan is underway.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>NOI-1a: Implement Construction Noise Control Plan.</strong></td>
<td></td>
<td>X</td>
<td>Ongoing</td>
</tr>
<tr>
<td>The Noise and Vibration Control Plan has been submitted and is being implemented. Field activity is monitored per the Plan. If allowable noise levels are near or exceed allowable noise levels, mitigation such as blankets are used from that point forward.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>NOI-1b: Conduct site-specific acoustical analysis of ancillary facilities based on the final mechanical equipment and site design and implement noise control treatments where required.</strong></td>
<td></td>
<td>X</td>
<td>Ongoing</td>
</tr>
<tr>
<td>The design requirements indicated in the measure are being implemented through the final design as described. Design is still in process.</td>
<td></td>
<td></td>
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</tr>
<tr>
<td><strong>NOI-2a: Implement Construction Vibration Control Plan.</strong></td>
<td></td>
<td>X</td>
<td>Ongoing</td>
</tr>
<tr>
<td>The Noise and Vibration Control Plan has been submitted and is being implemented. Field activity is monitored per the Plan.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>PSU-8a: Provide continuous coordination with all utility providers.</strong></td>
<td></td>
<td>X</td>
<td>Ongoing</td>
</tr>
<tr>
<td>The design requirements indicated in the measure will be implemented through the final design as described. Coordination with utility providers is ongoing and there have not been any service interruptions thus far.</td>
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<tr>
<td>PSU-8b: Adjust OCS pole foundation locations.</td>
<td>X</td>
<td>Ongoing</td>
<td>The design requirements indicated in the measure are being implemented through the final design as described.</td>
</tr>
<tr>
<td>PSU-8c: Schedule and notify users about potential service interruptions.</td>
<td>X X</td>
<td>Ongoing</td>
<td>The design requirements indicated in the measure are being implemented through the final design as described. There have not been any service interruptions thus far.</td>
</tr>
<tr>
<td>PSU-9: Require application of relevant construction mitigation measures to utility relocation and transmission line construction by others.</td>
<td>X X</td>
<td>Ongoing</td>
<td>JPB has initiated coordination with PG&amp;E regarding transmission line construction. Construction has not begun.</td>
</tr>
<tr>
<td>TRA-1a: Implement Construction Road Traffic Control Plan.</td>
<td>X X</td>
<td>Upcoming</td>
<td>The D-B has begun traffic control design and permit applications with the Cities of Millbrae, Burlingame, and San Mateo. Other communities will follow.</td>
</tr>
<tr>
<td>TRA-1c: Implement signal optimization and roadway geometry improvements at impacted intersections for the 2020 Project Condition.</td>
<td>X X</td>
<td>Upcoming</td>
<td>This measure has not started</td>
</tr>
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<tr>
<td><strong>TRA-2a: Implement construction railway disruption control plan.</strong></td>
<td>X X X</td>
<td>Ongoing</td>
<td>Minimization of railway disruption is being coordinated by the Site Specific Work Plan.</td>
</tr>
<tr>
<td><strong>TRA-3b: In cooperation with the City and County of San Francisco, implement surface pedestrian facility improvements to address the Proposed Project’s additional pedestrian movements at and immediately adjacent to the San Francisco 4th and King Station.</strong></td>
<td>X X X</td>
<td>Upcoming</td>
<td>This measure has not started.</td>
</tr>
<tr>
<td><strong>TRA-4b: Continue to improve bicycle facilities at Caltrain stations and partner with bike share programs where available following guidance in Caltrain’s Bicycle Access and Parking Plan.</strong></td>
<td>X</td>
<td>Upcoming</td>
<td>This measure will be implemented during project operation.</td>
</tr>
<tr>
<td><strong>NOI-CUMUL-1: Implement a phased program to reduce cumulative train noise along the Caltrain corridor as necessary to address future cumulative noise increases over FTA thresholds</strong></td>
<td>X</td>
<td>Upcoming</td>
<td>This measure will be implemented during project operation.</td>
</tr>
<tr>
<td><strong>NOI-CUMUL-2: Conduct project-level vibration analysis for Blended System operations and implement vibration reduction measures as necessary and appropriate for the Caltrain corridor</strong></td>
<td>X</td>
<td>In Progress</td>
<td>CHSRA is conducting this analysis as part of the EIR/EIS for the San Francisco to San Jose section.</td>
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<tbody>
<tr>
<td></td>
<td>Pre-Construction</td>
<td>Post-Construction</td>
<td>Operation</td>
</tr>
<tr>
<td>TRA-CUMUL-1: Implement a phased program to provide traffic improvements to reduce traffic delays near at-grade crossings and Caltrain stations</td>
<td>X</td>
<td>Upcoming</td>
<td>This measure will be implemented during project operation.</td>
</tr>
<tr>
<td>TRA-CUMUL-2: Implement technical solution to allow electric trolley bus transit across 16th Street without OCS conflicts in cooperation with SFMTA.</td>
<td>X</td>
<td>Complete</td>
<td>Not applicable. SFMTA has elected to not electrify the 16th Street crossing. This measure no longer applies.</td>
</tr>
<tr>
<td>Mitigation Measure TRA-CUMUL-3: As warranted, Caltrain and freight operators will partner to provide Plate H clearance as feasible between San Jose and Bayshore.</td>
<td>X</td>
<td>Upcoming</td>
<td>This measure will be implemented during project operation.</td>
</tr>
</tbody>
</table>
TO: Joint Powers Board
THROUGH: Jim Hartnett
Executive Director
FROM: Michelle Bouchard
Chief Operating Officer, Rail

SUBJECT: CALTRAIN POSITIVE TRAIN CONTROL PROJECT UPDATE - APRIL 2018

ACTION
Caltrain staff recommends that the Board receive the Positive Train Control (PTC) report for April, 2018.

SIGNIFICANCE
On March 1, 2018, the JPB Board of Directors approved the award of a contract to Wabtec Corporation for the purposes of completing the implementation of Caltrain’s PTC system, replacing the previous systems integrator whose contract was terminated in February, 2017. Notice to Proceed (NTP) was issued to Wabtec on the same day (March 1, 2018).

In conjunction with this action, Staff committed to the full implementation of the Funding Partners’ Protocol including providing monthly reports to the Board. This staff report provides an update on project activities and is unique in its format due to the newness of the project. In future months, the monthly update will contain information regarding scope, schedule, budget, project risk and other data relevant to attaining critical 2018 milestones and beyond.

The monthly report format and contents will be vetted with the Board PTC Ad Hoc Committee and presented in future agendas.

BUDGET IMPACT
There is no budget impact related to this informational report. Staff will provide no later than June/July 2018 a revised PTC program budget accompanied by a budget plan.

APRIL UPDATE
Current Activities

Since Notice To Proceed, the Caltrain project team has been moving quickly to re-start and re-energize activities, focusing foremost on the work required to meet the FRA mandate and apply for an extension beyond December 2018. These activities are focused on on-board installations and getting Caltrain operations into Revenue Service
Demonstration (RSD) by December 2018. Gaining FRA approval to enter RSD in 2018 will both meet the federal mandate as well as drive the success of the 2019-2020 interoperability activities.

1. **Establishment of Caltrain project delivery team**—The delivery team features Caltrain PTC team members as augmented by contracted subject matter experts and administrative support. This will be critical to building internal subject matter knowledge, regulatory interface and support for on-going maintenance of interoperability and SOGR.

2. **Colocation of project teams**—Wabtec already has multiple personnel working on the property with the Wabtec team currently working out of the San Carlos headquarters. They will be moved to the Backup Central Control Facility (BCCF) in early April, which will serve as their testing and base of work location. The vehicle installation teams will be located at the CEMOF Yard in San Jose.

3. **Day long Kick off March 13**—In early March, an extensive kick-off meeting between Caltrain and Wabtec laid the groundwork to move quickly in both the technical and management areas of the project. Multiple workshops covering data communications, vehicle installations and field testing have occurred to establish working relationships on both sides while clarifying questions and gaining agreements on many design and implementation aspects. Formal and informal communication channels to be employed at all levels of the project where established during the kick-off meeting to insure that clear and transparent discussions are held on a regular basis to mitigate issues and any potential delays.

4. **Commencement of Vehicle surveys**—Wabtec performed vehicle surveys on Caltrain locomotives and cab cars to initiate the pilot designs of the on board equipment.

5. **Commencement of field testing**—field testing verification efforts were started, including the delivery of a Wabtec hi-rail dedicated to PTC testing.

6. **Initial RSD segment agreement**—A key agreement was reached late in the month. Caltrain and Wabtec have mutually determined the area of track that will be proposed to the FRA as the Caltrain ‘Designated RSD’ segment to be used to run in PTC mode and meet the mandate requirements. Caltrain will now propose this segment to the FRA to gain their approval for use.

7. **Baseline Schedule**—Wabtec has formally submitted a baseline schedule to Caltrain, which the project team is currently reviewing. It is the goal of both the project team and Wabtec to lock down the baseline schedule in April, as it is a key tool in measuring and managing the progress of the project. In addition, the Caltrain team is working with Wabtec to initiate the monthly joint risk management sessions in April.

8. **Oversight Protocol Implementation**—The project team is also reinitiating the project oversight protocols. Due to the accelerated mobilization, oversight activities are expected to be identified and rolled out through the month of April.

9. **Securement of non-WABTEC contracts**—The Caltrain project team is working with ARINC / Rockwell Collins to determine the scope and cost required to support the Wabtec BOS upgrade as related to the ROCS systems. The expectation is to close the agreement by the end of April.
Non-Contract Activities

1. **Secure FTA/FRA grants**: Caltrain project team continued to support the JPB Grants group in finalizing information requests in order to secure multiple federal grants to be used on the PTC project. The funds will be used for vehicle installs, testing, BOS upgrades and interoperability support. As of March 29th it was confirmed that the FRA interoperability grant for $21.6M was secured and will be available for use on this project. The team is also preparing a grant application for the recently announced FRA CRISI grant program that is due in June 2018.

2. **Configuration management (CM)** - The Caltrain project team has been expanded to include an internal JPB resource to coordinate and implement the configuration management tool to be used on this project as well as future Caltrain CM needs as PTC is maintained as a key component of everyday Caltrain operation. Configuration management processes and procedures have been developed and are being trained internally as well as with TASI.

3. **Interoperability Coordination** - The team has maintained its regional interoperability development connection via the monthly MTA04 meetings. These meetings ensure the appropriate regional radio coverage and slot planning and allocation among operators. Staff will further strengthen its tenants and UPRR relationship by meeting directly with all in the coming months to ensure the linkage required to successfully deploy interoperability is maintained.

Future Activities

In April the team expects to have Wabtec completely mobilized on site and actively working through the Wabtec submittals as Wabtec fully engages in its design and testing efforts. The team will also engage the FRA to discuss its plan to achieve RSD, the result being a formal application to the FRA including the designated RSD segment and vehicle install plan.

Prepared by: Matt Scanlon, Deputy Director, Systems 650.622.7819
AGENDA ITEM #8
APRIL 5, 2018

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

FROM: John Funghi
Chief Officer, CalMod Program

SUBJECT: REQUEST AUTHORIZATION FOR THE EXECUTIVE DIRECTOR TO EXECUTE CONTRACT CHANGE ORDERS FOR DELAY TO THE NOTICE TO PROCEED CONTRACTS, 14-PCJPB-P-053(ELECTRIFICATION) AND 14-PCJPB-P-056(EMU) AND AWARD CONTRACT INCENTIVES FOR 14-PCJPB-P-053.

ACTION
Staff Coordinating Council recommends the Board authorize:

1. The issuance of three separate contract change orders, to provide reimbursement for the costs associated with the delay to issuance of the Full Notice to Proceed for the Balfour Beatty Design Build (Contract # 14-PCJPB-P-053), the Stadler EMU (Contract # 14-PCJPB-P-056) and award of the contract incentives bid items for Contract # 14-PCJPB-P-053.

   a. Contract Change Order #002: compensation to the design build contractor Balfour Beatty for delays resulting from the late issuance of the Notice to Proceed in the amount of $9,702,667 (Attachment A)

   b. Contract Change Order #008: compensation to the EMU supplier Stadler for delays resulting from the late issuance of the Notice to Proceed in the amount of $490,000. (Attachment B)

   c. Contract Change Order - Annual: award and establishment of funding for the performance based incentives in the design build contract originally budgeted but not approved in the award of the contract in the amount of $7,150,000. Contract change orders will be issued to Balfour Beatty as listed and noted in the Resolution. (Attachment C)

2. The Executive Director, or his designee, to execute separate contract change orders with Balfour Beatty and Stadler in full conformity with the terms and conditions set forth in the negotiated agreements, and in a form approved by legal counsel.
As these changes were a consequence of either the late receipt of the FFGA or incentives that were not included in the original board awarded contracts, the above change orders are to be issued without impacting each respective 5 percent authority of the Executive Director to execute future contract modifications.

**SIGNIFICANCE**

The design-build and EMU contracts were awarded at the July 2016 Board meeting. Since the FFGA had not been finalized at the time of board award, a Limited Notice to Proceed was issued to both contractors on September 6, 2016. The authorized scope within the Limited Notice to Proceed included design, potholing and the purchase of long lead items. The FFGA was anticipated to be finalized before the end of the Limited Notice to Proceed in February 2017. The contractors agreed to hold the awarded bid prices during the limited notice to proceed time period. Work progressed based on the value of the Limited Notice to Proceed of $108 million for the design build and of $41 million for the EMU contract.

As the FFGA had not been finalized by the end of February 2017, the Limited Notices to Proceed were extended to June 30, 2017. The contractors agreed again to hold the award bid prices without any increase in labor, material or equipment costs. The design-build contractor requested compensation for the delay as a result of the extended time and the EMU contractor requested payment for costs to continue extended engineering and project management.

When the design-build contract was awarded in July 2016, it was a staff oversight that the requested Board Award amount did not include the incentives to be earned for safety, community relations, DBE achievement and quality. The funds to cover these incentives are budgeted in the overall program budget in the amount of $7,150,000. The contract incentives will be evaluated according to the contract requirements and a contract change order will be issued on an annual basis, with the exception of the DBE incentive, which will be evaluated at the Substantial Completion of the Contract.

The design-build CCO #002, EMU contract CCO #008 and the performance based incentives in the design build contract were all unanimously approved by the Configuration Management Board.

**BUDGET IMPACT**

The contract change orders for the design-build (CCO #002) and EMU contracts (CCO #008) have already been funded from contingency and do not impact the projects estimate to complete. The contract change order for incentives is included within an existing budget line item. The remaining PCEP contingency funds are above the Federal Transit Administration recommended contingency amount.

**BACKGROUND**

The PCEP is a key component of the Caltrain Modernization (CalMod) Program. The PCEP will electrify the Caltrain Corridor from San Francisco’s 4th and King Caltrain
Station to approximately the Tamien Caltrain Station, convert diesel-hauled to electric trainsets, and increase service to up to six Caltrain trains per peak hour per direction.

The design-build and EMU contracts represent approximately 60 percent of the program budget. These contracts are the cornerstone of the Electrification Program.

Sr. Contract Officer: Alicia Fraumeni 650.508.6442
Dave Couch, Project Delivery Director, CalMod 650.508.7790
PCEP Design-Build Electrification

CONTRACT 14-PCJPB-P-053

PROJECT NUMBER 2036

CHANGE ORDER # 002

Time Impact Analysis #01 Associated with Delayed NTP
CHANGE ORDER NO. 002

CONTRACT NO. 14-PCJPB-P-053
CONTRACT TITLE: Peninsula Corridor Electrification Project Design-Build

CONTRACTOR: Balfour Beatty Infrastructure, Inc.

CONTRACT CHANGE ORDER TITLE: Time Impact Analysis #01, NTP Delay

CHANGE NOTICE REFERENCE: N/A – TIA-001

The following changes shall be made to the Contract:

I. SCOPE CHANGE
   Incorporate the scope of work as set forth in TIA-001 and in this Change Order No. 002 in accordance with the Original Baseline Schedule dated April 3, 2017, including applicable attachments appended hereto and incorporated herein by this reference.

1. Change tree trimming activity from night time work as reflected in the baseline schedule to day time work. This allows tree trimming to continue without delaying night time potholing and foundations work, and the critical path foundation work to be completed in the environmentally sensitive area prior to the end of October thereby reducing the potential time extension.

2. Advance procurement of OCS foundation anchor bolts, from November 16, 2017 to October 2, 2017, to allow foundation installation work to begin on October 2. This allows for completion of foundation installations before the restriction of work in the environmentally sensitive area of Segment 2 Work Area 5.

3. Re-sequence foundation and conduit work for all three wayside power cabinets (WPC) in Segment 2 Work Area 5 to allow completion ahead of delivery of the cabinets. Initially the schedule was created to show the foundation and conduit work beginning after WPCs were procured.

4. The schedule mitigations outlined in above items 1-3 result in mitigating the delayed substantial completion date of February 28, 2021, as projected in TIA-001, back to August 10, 2020 which is a 104 calendar day delay extension to the original baseline.

Modernization Program
Peninsula Corridor Electrification Project (PCEP)

CHANGE ORDER NO. 002

CONTRACT NO. 14-PCJPB-P-053
CONTRACT TITLE: Peninsula Corridor Electrification Project Design-Build

CONTRACTOR: Balfour Beatty Infrastructure, Inc.

CONTRACT CHANGE ORDER TITLE: Time Impact Analysis #01, NTP Delay

CHANGE NOTICE REFERENCE: N/A – TIA-001

II. COST IMPACT
Payment and terms shall be in accordance with the Contract Documents, as revised by this Contract Change Order. Compensation for this change shall be made as:

<table>
<thead>
<tr>
<th>ITEM</th>
<th>SPEC SECTION</th>
<th>DESCRIPTION</th>
<th>UNIT</th>
<th>EST. QTY.</th>
<th>UNIT PRICE</th>
<th>ITEM PRICE</th>
<th>TOTAL AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>N/A</td>
<td>FNTP Delay</td>
<td>Month</td>
<td>104 Days</td>
<td>2,770,000.00</td>
<td>9,602,667.00</td>
<td>$9,602,667.00</td>
</tr>
<tr>
<td>2</td>
<td>SP01900</td>
<td>Move tree work from nighttime to daytime – Attachment 1</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>$100,000.00</td>
</tr>
<tr>
<td>3</td>
<td>Vol 2, A6 – Real Property Acquisition</td>
<td>Table No. 5.0 – Real Property Acquisition – Update - Attachment 3</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>$0</td>
</tr>
<tr>
<td>4</td>
<td>Multiple Spec Sections</td>
<td>Summary of Revisions to Contract Provisions – Attachment 3</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>$0</td>
</tr>
</tbody>
</table>

Total Cost of this Contract Change Order $9,702,667.00

The Contract Price due to this change order will be increased by $9,702,667.00. This sum constitutes full and complete compensation, including all markups for the scope change as described above.

III. SCHEDULE IMPACT
The Contract Time shall change due to this Contract Change Order.

The Overall Substantial Completion Date for the project is extended to August 10, 2020, or a 104 calendar day extension as compared to the original schedule. Real property acquisition and milestone dates are also adjusted as described in Attachment 3.

The finalized and approved TIA#1 Rev 8 Full Schedule dated 2018.01.24 is attached as Attachment 2.
**Modernization Program**  
Peninsula Corridor Electrification Project (PCEP)

**CHANGE ORDER NO. 002**

**CONTRACT NO.** 14-PCJPB-P-053  
**CONTRACT TITLE:** Peninsula Corridor Electrification Project Design-Build

**CONTRACTOR:** Balfour Beatty Infrastructure, Inc.

**CONTRACT CHANGE ORDER TITLE:** Time Impact Analysis #01, NTP Delay

**CHANGE NOTICE REFERENCE:** N/A – TIA-001

<table>
<thead>
<tr>
<th>Name</th>
<th>Signature</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>DAVID COUCH</td>
<td>1/26/18</td>
<td></td>
</tr>
<tr>
<td>JULIE TAYLOR</td>
<td>1/31/18</td>
<td></td>
</tr>
<tr>
<td>LIZIA LAMUNO</td>
<td>1/31/18</td>
<td></td>
</tr>
<tr>
<td>Michellle Bouchard</td>
<td>2/6/18</td>
<td></td>
</tr>
</tbody>
</table>

---

*Deputy Director approval required on all change orders. Both Deputy Director & Director joint approval required for change orders up to $200K.*

*Joint approval required of Deputy Chief, CalMod Program & Director, Contracts & Procurement*
Modernization Program
Peninsula Corridor Electrification Project (PCEP)

CHANGE ORDER NO. 002

CONTRACT NO. 14-PCJPB-P-053
CONTRACT TITLE: Peninsula Corridor Electrification Project Design-Build

CONTRACTOR: Balfour Beatty Infrastructure, Inc.

CONTRACT CHANGE ORDER TITLE: Time Impact Analysis #01, NTP Delay

CHANGE NOTICE REFERENCE: N/A – TIA-001

Except as modified by this Contract 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 Contract Change Order is a final and equitable adjustment of the Contract Time and/or Contract Price, as the case may be, and constitutes a full mutual accord and satisfaction of all known or reasonably foreseeable claims at the time of execution of this Contract Change Order, of whatever nature caused by or arising out of the facts and circumstances surrounding this Contract Change Order including, but not limited to, direct, indirect, and consequential costs; additional time for performance; and the impact of the modifications specified in this Contract Change Order, alone or taken with other changes, on the unchanged Work.

The undersigned agrees to the terms and conditions described herein.

Accepted by: __________________________________________________________________________

Contractor Authorized Agent Title Date
August 16, 2017

Davie McCulloch  
Project Manager  
Balfour Beatty Infrastructure, Inc.  
2121 S El Camino Real, Suite 1000  
San Mateo, CA 94403

Subject: Peninsula Corridor Electrification Program–Contract No.14-PCJPB-P-053  
Moving Tree Pruning and Removal Work to Day Time

Dear Mr. McCulloch:

Per the recent discussions between the JPB and Balfour Beatty Infrastructure (BBII),  
this letter serves to capture the agreement made during the meeting on August 11th,  
2017 to move Tree Pruning and Removal work from planned night time work to day  
time work for all segments as a result of the schedule discussions.

A Change Notice (CN) will be officially issued to BBII to document this change and the  
agreed compensation of $100,000.

Should you have any questions on this direction, please do not hesitate to contact me  
immediately.

Sincerely,

[Signature]

Dave Couch  
Program Delivery Director, CalMod

CC: Zhenlin Guan  
Charlie Lynch  
Document Control  
Field Forces

CALTRAIN MODERNIZATION PROGRAM  
Peninsula Corridor Electrification Project (PCEP)  
2121 S. El Camino Real, Suite 300  
San Mateo, CA 94403  
Tel: 1-650-508-6269
CHANGE ORDER # 002

ATTACHMENT 2
## ATTACHMENT 3

### SUMMARY OF REVISIONS TO CONTRACT PROVISIONS

<table>
<thead>
<tr>
<th>No.</th>
<th>Volume &amp; Section</th>
<th>Section Title</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>V2, A3 GP's</td>
<td>GP6.5.1 – Notice to Proceed</td>
<td>Revise GP6.5.1.b, 2&lt;sup&gt;nd&lt;/sup&gt; &amp; 3&lt;sup&gt;rd&lt;/sup&gt; lines “March 1, 2017” to “June 19, 2017”</td>
</tr>
</tbody>
</table>
| 2   | V2, A3 GP's      | GP6.5.3 – LNTP | Revise GP6.5.3, GP6.5.3, Add at the end of 1<sup>st</sup> paragraph after GP6.5.1 as follows:  
In order to expedite performance of the Work and to manage cash flow, the Contractor and JPB agreed to the issuance of a LNTP for design and design/support services and other items of Work in accordance with GP6.5.1 and JPB’s letters issued as follows regarding the LNTP:  
- Dated September 2, 2016 – LNTP – March 1, 2017;  
- Dated June 1, 2017 – LNTP June 19, 2017 |
| 3   | V2, A3 GP's      | GP6.5.3.1 – LNTP Scope of Work | Revise GP6.5.3.1 as follows:  
The scope of Work that may be performed and that is authorized by the JPB under the LNTP is identified in the “LNTP Schedule of Values” as agreed to in the Revised LNTP Schedule of Values dated 2-28-17 and appended to the executed Design-Build Contract.  
Unless otherwise agreed, the LNTP does not authorize the start of performance of any items of Work other than those items identified in the “LNTP Schedule of Values” as agreed to in the Revised LNTP Schedule of Values dated 2-28-17. |
| 4   | V2, A3 GP's      | GP6.5.3.1 – LNTP Payment | Revise GP6.5.3.2, as follows:  
Payment for Work during the LNTP period shall be invoiced by the Contractor and paid by the JPB each month as a percentage of each individual line item amount identified in the “LNTP Schedule of Values” as agreed to in the Revised LNTP Schedule of Values dated 2-28-17.  
Payment for Work during the LNTP period shall be accounted for, allocated, and included in the Contractor’s baseline schedule for the Project in accordance with Special Provision SP01310 and as provided in JPB’s LNTP letters, including all attachments, referred to in GP6.5.3. |
<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>5</td>
<td>V2.A3 GP's</td>
<td>GP23.5.2 – Termination for Convenience</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Revise GP23.5.2, third paragraph, as follows: If JPB terminates the Contract before full NTP, Contractor shall be paid in full any amounts due for Work performed under the agreed Revised LNTP Schedule of Values dated 2-28-17 and those additional costs reasonably necessary and unavoidable that arise from the termination, including but not limited to, non-refundable commitments for supplies, equipment, commodities, costs incurred to terminate the Contract and all subcontracts, and costs to demobilize from the Site, due to the termination for JPB’s Convenience before full NTP. Contractor must provide documentation of good-faith efforts to obtain refunds of commitments for supplies, equipment, commodities, and all other costs incurred resulting from the JPB’s termination.</td>
</tr>
<tr>
<td></td>
<td>V2, A6 ROW</td>
<td>A6 – Real Property Acquisition, Section 5, Table No. 5 – Real Property Acquisition</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Replace Table No. 5 – Real Property Acquisition</td>
</tr>
<tr>
<td></td>
<td></td>
<td><strong>TABLE NO. 5.0 – REAL PROPERTY ACQUISITION</strong></td>
</tr>
<tr>
<td></td>
<td></td>
<td>The table below contains all known parcels remaining to be acquired as of December 22, 2017.</td>
</tr>
<tr>
<td></td>
<td>Segment 1</td>
<td>SF1-0093, 0094; SM1-0202, 0203, 0205, 0206, 0207, 0208</td>
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<tr>
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<td></td>
<td>06/13/2018</td>
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<tr>
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<td>Segment 2</td>
<td>SM2-0111-1, SM2-0118*</td>
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<tr>
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<td>12/15/2017, 07/01/2018</td>
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<tr>
<td></td>
<td>Segment 3</td>
<td>SC3-0206, 0207, 0208, 0213, 0214, 0215, 0216, 0217, 0218 and 0220</td>
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<tr>
<td></td>
<td></td>
<td>09/15/2018</td>
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<tr>
<td></td>
<td>Segment 4</td>
<td>SC4-0089, 0090, 0092, 0109 and 0110</td>
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<td>1/1/2018</td>
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<tr>
<td></td>
<td>TPSS-2</td>
<td>SC4-0112</td>
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<td></td>
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<td>02/10/2018</td>
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<td>SF1-0093</td>
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<td></td>
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<td>01/29/2019</td>
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<td></td>
<td>PS-7</td>
<td>SC4-0113</td>
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<td>07/01/2018</td>
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<td></td>
<td>SWS-1</td>
<td>SM2-0137</td>
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<tr>
<td></td>
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<td>03/15/2018</td>
</tr>
</tbody>
</table>
| Page | V2, A8 Contract Time, LD’s | A8 – Contract Time; Liquidated Damages; Incentives | **Acquisition does not preclude pole placement.**

*** See Volume 4 – Reference Documents, Part B, Sections 3, for JPB real property limits and available staging and access locations.**

| 7    | V2, A8 Contract Time, LD’s | A8 – Contract Time; Liquidated Damages; Incentives | Revise title for Section 2.1.1 as follows:

2.1.1 **Contract Overall Substantial Completion Date**

(also referred to as the Contract Completion Date) - **August 10, 2020**

| 8    | V2, A8 Contract Time, LD’s | A8 – Contract Time; Liquidated Damages; Incentives | Revise title for Section 2.1.3 as follows:

2.1.3 **Contract Intermediate Milestone No. 1, Test Track Completion Date – January 23, 2020**

| 9    | V2, A8 Contract Time, LD’s | A8 – Contract Time; Liquidated Damages; Incentives | Revise Table 3.1 – Liquidated Damages for Section 3.1 Liquidated Damages Amounts as follows:

<table>
<thead>
<tr>
<th>Table No. 3.1 – Liquidated Damages</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Contract Completion Milestone</strong></td>
</tr>
<tr>
<td>Overall Substantial Completion</td>
</tr>
<tr>
<td>Intermediate Milestone No. 1</td>
</tr>
<tr>
<td>Final Acceptance (FA)</td>
</tr>
</tbody>
</table>
| 10 | V2, A8 Contract Time, LD’s | A8 – Contract Time; Liquidated Damages; Incentives | Section 5.0 Safety Incentive, paragraph 5.2.2 – Evaluation Period
Revise **1st Evaluation Period** as follows:
- 1st Evaluation Period: Calendar year 2017 only. |

| 11 | V2, A8 Contract Time, LD’s | A8 – Contract Time; Liquidated Damages; Incentives | Section 5.0 Safety Incentive, paragraph 5.2.2 – Evaluation Period
Revise **End-of-Project Evaluation Period** as follows:
- End-of-Project Evaluation Period: LNTP through date of Substantial Completion, with additional pre-requisite that the Contractor shall have been eligible for a Safety Incentive in each of the first three evaluation periods. |

| 12 | V2, A8 Contract Time, LD’s | A8 – Contract Time; Liquidated Damages; Incentives | Section 5.0 Safety Incentive, paragraph 5.3.4 – End-of Project Payout
Revise **2nd Paragraph** as follows:
The end-of-project payout will consider the Contractor's and its Subcontractors' performance from LNTP through the date of Substantial Completion, based upon the average EMR for the entire Project, in accordance with Table No. 5.1. |

| 13 | V2, A8 Contract Time, LD’s | A8 – Contract Time; Liquidated Damages; Incentives | Section 6.0 Community Outreach Incentive, paragraph 6.2.2 – Evaluation Period
Revise **1st Evaluation Period** as follows:
- 1st Evaluation Period: LNTP through end of calendar year 2016 only. |

| 14 | V2, A8 Contract Time, LD’s | A8 – Contract Time; Liquidated Damages; Incentives | Section 7.0 Quality Incentive, paragraph 7.2.2 – Evaluation Period
Revise **1st Evaluation Period** as follows:
1st Evaluation Period: LNTP through end of calendar year 2016 only. |

| 15 | V3, Part C, Special Provisions | Special Provisions, SP01505 – Mobilization | Revise SP01505 – Mobilization, Section 1.03.C as follows:
C. The JPB has made partial payments for mobilization in accordance with the LNTP Schedule of Values as agreed to in the Revised LNTP Schedule of Values dated 2-28-17. |
PENINSULA CORRIDOR
ELECTRIFICATION PROGRAM
Request for Proposal
for
Design-Build Electrification
Services

RFP No.: 14-PCJPB-P-053
Volume 2, Part A, Section 8

CONTRACT TIME; LIQUIDATED
DAMAGES; INCENTIVES

CONFORMED
July 5, 2016

Rev 1 - 1/11/2018
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<th>Date</th>
<th>Author</th>
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<td>Incentives – Quality</td>
<td>Same as above</td>
<td>Same as above</td>
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PART A

SECTION 8 CONTRACT TIME; LIQUIDATED DAMAGES; INCENTIVES

1.0 General

This Section covers Contract time for completion, liquidated damages, and incentives. The Contractor shall refer to the Design-Build Contract (Volume 2, Part A, Section 1), for key dates indicated herein.

The Contractor also shall refer to GP12, Changes; GP25, Use Prior to Overall Completion, Substantial Completion, Final Acceptance; SP1700, Close-out; and SP1310, Scheduling, Cost Controls and Reporting.

2.0 Contract Time

2.1 Contract Completion Milestone Dates

Overall time for completion of the Contract and intermediate milestone dates will be established in Article 4 of the Design-Build Contract, as executed, and brought forward into this Section. The Contract requires the Contractor to meet the following milestone completion dates:

2.1.1 Contract Overall Substantial Completion Date
(also referred to as the Contract Completion Date) - August 10, 2020.

Overall Substantial Completion will be established by the JPB as the date on which the JPB can safely and reliably begin final full integrated system testing followed by JPB simulated revenue testing under electrification on the entire alignment - segments 1, 2, 3 and 4 – utilizing interim PG&E 115 kV power to traction power substations. Refer to GP25.1 for further specified requirements that the Contractor must fulfill before the JPB will establish the actual date of Overall Substantial Completion, and to the schedule requirements in SP01310.

2.1.2 Contract Final Acceptance Date – no later than 120 calendar days after the JPB established Overall Substantial Completion Date.

Final Acceptance will be the date on which the Contractor has completed all Work and submitted all required close-out documentation under the Contract. Refer to GP25.2 and SP1700 for further requirements that the Contractor must fulfill before the JPB will establish the actual date of Final Acceptance.

The Contract Final Acceptance Date excludes any extended maintenance services that the JPB may elect to incorporate into this Contract by exercising Option A – Maintenance. Completion of maintenance services shall be as specified in Option A.
2.1.3 **Contract Intermediate Milestone No. 1, Test Track Completion Date** — January 23, 2020.

This date is established by the JPB as the date on which the EMU vehicle contractor can begin burn-in and testing of the new EMU Vehicles in the JPB-designated test track section that is electrified under this Contract utilizing interim PG&E 115 kV power to traction power substation. The JPB-designated test track section is located in Segment 4 and is identified in the JPB’s Electrification schematic drawings as the Santa Clara Drill track (SCDT). Completion of the test track includes completion of Segment 4 systems as specified in GP25.1 so that EMUs can be operated safely in Segment 4. The JPB has scheduled to have new EMU vehicles on-site by this milestone date and ready for burn-in and testing. In order to meet this date, the Design-Build Contractor must complete installation, integrated testing, safety certification, and make operational in accordance with the Contract, all of its Work in the test track section, and allow priority access to the test track section to the EMU vehicle contractor through the JPB. The Design-Build Contractor will retain priority access over other construction contractors to complete its Work in the non-test track portions of the Project until Substantial Completion is achieved. All track access is subject to the JPB-approval process in SP01040.

2.2 **Extension of Contract Completion Dates (CCD)**

The JPB may extend the time for completion of the established Contract Completion Milestone Dates by CCO, in accordance with GP12, Changes, in which case any assessment of liquidated damages shall be calculated against the extended date. Any Contractor request for an extension of Contract Time shall be accompanied by a schedule analysis in accordance with SP1310, Scheduling, Cost Controls and Reporting. The schedule analysis and request for time extension shall be based upon the CCD established at time of award of the Contract in accordance with provision 2.1.1 above, and as otherwise extended during performance of the Work.

3.0 **Liquidated Damages**

3.1 **Liquidated Damages Amounts**

In the event that the Contractor fails to complete the Work in accordance with the specified Contract Completion Milestone Dates, the JPB will suffer delay damages including, but not limited to, extended Project overheads, extended 3rd party cost impacts, extended cost impacts during construction to JPB’s revenue service, delay impacts to follow-on contracts, and loss of revenue due to delayed commencement of increased service with its expanded vehicle fleet. The JPB agrees that its sole damages for delay shall be the Liquidated Damages stipulated herein. In accordance with GP13.1, Liquidated Damages, the JPB stipulates the amount of liquidated damages associated with the Contractor’s late completion of the contractually established completion dates in Section 2.1 above, as follows:
### Table No. 3.1 – Liquidated Damages

<table>
<thead>
<tr>
<th>Contract Completion Milestone</th>
<th>Contract Completion Date</th>
<th>Amount of Liquidated Damages per Calendar Day (CD)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Overall Substantial Completion</td>
<td>August 10, 2020</td>
<td>$20,000 for each day of delay to Overall Substantial Completion</td>
</tr>
<tr>
<td>Intermediate Milestone No. 1</td>
<td>January 23, 2020</td>
<td>$10,000 per day of delay to Intermediate Milestone No. 1</td>
</tr>
<tr>
<td>Final Acceptance (FA)</td>
<td>120 CDs after</td>
<td>$10,000 for each day of delay to FA beyond 120 CDs after Overall</td>
</tr>
<tr>
<td></td>
<td>Overall Substantial Completion</td>
<td></td>
</tr>
</tbody>
</table>

### 3.2 Assessment of Liquidated Damages

The Contractor shall pay the liquidated damage amounts specified in Table No. 3.1 – Liquidated Damages, for each calendar day of delay to the Contract Completion Milestone Date for which the Contractor is responsible.

The liquidated damages amounts in Table No. 3.1 – Liquidated Damages, are independent of each other and shall be cumulative, but shall not be incurred simultaneously. Liquidated damages for late completion shall be calculated against each established Contract Completion Milestone Date, as that date may be extended by the JPB, and shall be the only damages available to the JPB with regard to delayed project completion. However, in addition to liquidated damages, the JPB shall be able to pursue all other categories of damages it is entitled to under the Contract.
3.3 Cap on Liquidated Damages

The total, cumulative amount of liquidated damages that JPB may assess for delay(s) to Contract Milestones in accordance with Table No. 3.1 above and for rail interruptions in accordance with Supplemental General Provision SGP16 is capped at $7.3 million.

4.0 Not Used.

5.0 Safety Incentive

5.1 Safety Criteria

5.1.1 Safety Goals

The JPB values safe performance of all Work under the Contract and embraces a zero incident policy. Accordingly, the JPB has established a Safety Incentive to recognize and provide a monetary reward to the Contractor for actual performance that exceeds regulatory and contract requirements.

5.1.2 Pre-requisite Criteria to Qualify for Safety Incentive Consideration

As a pre-requisite for the Contractor to be eligible for a JPB Safety Incentive payout, the performance of the Contractor and all of its Subcontractors must meet all of the following criteria:

- No incident has occurred on the Project involving death or serious bodily injury (to be determined by the JPB on a case by case basis);
- Weekly toolbox meetings, safety inspections, reporting, corrective action plans substantially comply with the Contract requirements and the Contractor’s approved safety plan;
- No failure to report, within applicable regulatory or specified Contract time due dates, lost work days, or recordable incidents; and
- OHSA 300 logs are current.

The Contractor and all of its Subcontractors must meet all of the pre-requisite criteria during the review period for the Contractor to be eligible for any Safety Incentive payout for the respective period.
5.1.3 Safety Incentive Criteria

If the Contractor and all of its Subcontractors meet the pre-requisite criteria during the review period, evaluation will be based on the performance of the Contractor with regard to the safety criteria in Table No. 5.1, as follows:

Table No. 5.1- Safety Incentive Criteria

<table>
<thead>
<tr>
<th>Criteria Category</th>
<th>Payout Percentage for the Evaluation Period</th>
<th>Maximum Total Payout Percentage Available</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Recordable Incident Rate (TRIR)</td>
<td>100% if TRIR is zero; 75% if TRIR is less than 2.0 but greater than zero; 50% if TRIR is less than 2.5 but equal to or greater than 2.0; 25% if TRIR is less than 3.0 but equal to or greater than 2.5; 0% if TRIR is 3.0 or greater.</td>
<td>100%</td>
</tr>
<tr>
<td>Failure to Qualify for Incentive Payout</td>
<td>If 0% scored in TRIR criteria category or if an incident has occurred on the Project involving death or serious bodily injury.</td>
<td>0%, and Not-Qualified</td>
</tr>
</tbody>
</table>

In accordance with SP01545, Exhibit H, the Total Recordable Incident Rate (TRIR) will be based upon the total number of OSHA recordable cases for the evaluation period specified herein and calculated as follows:

\[ \text{TRIR} = \frac{\text{(Number of OSHA Recordable Cases x 200,000)}}{\text{Number of Actual Employee Hours}} \]

5.2 Evaluation Process

5.2.1 Evaluation Individual or Panel

The Contractor’s safety performance will be evaluated by the JPB. The JPB reserves the right at its sole discretion to designate a single evaluator or a panel.

5.2.2 Evaluation Period

There are four separate and distinct evaluation periods. The JPB evaluator(s) will meet with the Contractor to discuss, receive information, and evaluate the safety performance of it and its Subcontractors after the following periods:

- 1st Evaluation Period: Calendar year 2017 only.
- 2nd Evaluation Period: Calendar year 2018 only.
- 3rd Evaluation Period: Calendar year 2019 only.
- End-of-Project Evaluation Period: LNTP through date of Substantial Completion, with additional pre-requisite that the Contractor shall have been eligible for a Safety Incentive in each of the first three evaluation periods.
At the JPB’s discretion, the JPB may meet with the Contractor on a quarterly basis throughout the construction of the Project for the purpose of tracking and discussing its safety performance on the Project against the criteria established herein. The first of any such meetings may occur approximately 3 months after the start of the Contractor’s construction in the JPB’s right-of-way.

5.3 Payout

5.3.1 Pre-requisites to Qualify for Payout

For each evaluation period, the Contractor and all of its Subcontractors must meet all of the pre-requisite Safety Incentive criteria in 5.1.2 in order to be eligible for a Safety Incentive payout for the respective period.

5.3.2 Total Payout Amount

JPB payout of any Safety Incentive will be made to the Contractor. The total amount of JPB Safety Incentive payout to the Contractor for the Project shall not exceed $2,500,000, with maximum available individual payouts to the Contractor as follows:

- End-of-2017: $500,000
- End-of-2018: $500,000
- End-of-2019: $500,000
- End-of-Project: $1,000,000

5.3.3 End-of-Year Payouts (3 Total)

Three Safety Incentive reward payouts will be made available on an end-of-calendar year with the first evaluation payout being made at the end of calendar year 2017. Each payout evaluation will be made within 30 days after the end of the calendar year. Any payout amount will be processed as part of the next monthly progress payment. Each end-of-year Payout Percentage will be based upon the performance of the Contractor in accordance with the criteria in Table No. 5.1.

If, in the JPB’s sole determination, the Contractor or any of its Subcontractors fail to meet the pre-requisites for an end-of-year Safety Incentive payout, those funds do not roll over into any other Safety Incentive evaluation period, or into any other category of incentive evaluation.

5.3.4 End-of-Project Payout

In the event that the Contractor and all of its Subcontractors have met the pre-requisite criteria for Safety Incentive eligibility in each and every one of the three end-of-year evaluation periods, and continue to meet the pre-requisite safety criteria in 5.1.2 through the date of Substantial Completion, the Contractor shall be eligible for an end-of-project payout.

The end-of-project payout will consider the Contractor’s and its Subcontractors’ performance from LNTF through the date of Substantial Completion, based upon the average EMR for the entire Project, in accordance with Table No. 5.1. An end-of-project payout evaluation will be made within 30 days after the JPB establishes the date of Substantial Completion for the Project.
the Project. Any payout amount will be processed as part of the next monthly progress payment.

If, in the JPB’s sole determination, the Contractor does not qualify for an end-of-project Safety Incentive payout, those funds do not roll over into any other category of incentive evaluation.

6.0 Community Outreach Incentive

6.1 Community Outreach Criteria

The JPB values prompt, satisfactory resolution of community issues. Accordingly, the JPB has established a Community Outreach Incentive to recognize and provide a monetary reward to the Contractor for actual performance that exceeds contract requirements.

Evaluation will be based upon the performance of the Contractor and its team’s community outreach results. Evaluation criteria and percentage weighting are identified in the Table No. 6.1 - Community Outreach Incentive Matrix, as follows:

Table No. 6.1 - Community Outreach Incentive Matrix

<table>
<thead>
<tr>
<th>Criteria Category</th>
<th>Payout Percentage for each Criteria Category (of total maximum payout available) for the Evaluation Period</th>
<th>Maximum Payout Percentage Available</th>
</tr>
</thead>
<tbody>
<tr>
<td>Public Responsiveness: # of substantive, non-repetitive, valid complaints received</td>
<td>50% if zero valid complaints received; 40% if 1 or 2 valid complaints received; 30% if 3 valid complaints received; 20% if 4 valid complaints received; 10% if 5 valid complaints received; 0% if more than 5 valid complaints received.</td>
<td>50%</td>
</tr>
<tr>
<td>Prompt Issue Resolution: implementation of corrective action or corrective action plan within 48 hours</td>
<td>50% if zero incidents of failure to implement corrective action or plan within 48 hours; 40% if 1 incident of failure to implement corrective action or corrective action plan within 48 hours; 20% if 2 incidents of failure to implement corrective action or a plan within 48 hours; 0% if more than 2 incidents.</td>
<td>50%</td>
</tr>
<tr>
<td>Prompt Issue Resolution criteria categories</td>
<td>If 0% scored in both Public Responsiveness and Prompt Issue Resolution criteria categories</td>
<td>0%, and Not-Qualified</td>
</tr>
<tr>
<td>Total Maximum Payout Available</td>
<td></td>
<td>100%</td>
</tr>
</tbody>
</table>

Guidance related to valid complaints: The JPB’s evaluation panel or individual will determine whether a complaint is considered a valid complaint for purposes of this incentive evaluation, and will consider the Contractor’s input regarding the complaint. Duplicative complaints...
arising from the same issue or incident on a particular day will only be counted one time; however, if the same issue or incident is repeated on another day, it will be counted for that day. Complaints received based on issues or incidents for which the Contractor is not directly responsible will not be counted. Complaints that the JPB determines to be unsubstantiated, not factual, of an inconsequential minor nature, or based upon unavoidable circumstances associated with performing the work will not be counted; however substantiated complaints related to consequential, significant, repetitive, or reasonably avoidable issues or incidents will be counted.

6.2 Evaluation Process

6.2.1 Evaluation Individual or Panel

The Contractor’s Community Outreach performance will be evaluated by the JPB. The JPB reserves the right at its sole discretion to designate a single evaluator or a panel, and to consult with members of the community as part of its evaluation.

6.2.2 Evaluation Period

There are five separate and distinct evaluation periods. The JPB evaluator(s) will meet with the Contractor’s Project Manager and up to two other Contractor personnel to discuss, receive information, and evaluate the Contractor’s Community Outreach performance during the following periods:

- 1st Evaluation Period: LNTP through end of calendar year 2016 only.
- 2nd Evaluation Period: Calendar year 2017 only.
- 3rd Evaluation Period: Calendar year 2018 only.
- 4th Evaluation Period: Calendar year 2019 only.
- Final Evaluation Period: Calendar year 2020 through date of Substantial Completion, with pre-requisite that the Contractor shall have qualified for a Community Outreach Incentive in each of the first four evaluation periods.

At the JPB's discretion, the JPB may meet with the Contractor and its community outreach lead on a quarterly basis throughout the Project for the purpose of tracking and discussing the Contractor’s community outreach performance on the Project in general and against the criteria established herein. The first of any such meetings would occur 3-6 months after the start of community outreach activities by the Contractor.
6.3 Payout

6.3.1 Total Payout Amount

The total amount of JPB Community Outreach payout for the Project shall not exceed $2,500,000, with maximum available individual payouts as follows:

- End-of-2016: $500,000
- End-of-2017: $500,000
- End-of-2018: $500,000
- End-of-2019: $500,000
- End-of-Project: $500,000

6.3.2 End-of-Year Annual Payments (4 Total)

Four Community Outreach Incentive reward payouts will be made available on an end-of-calendar year, annual basis, with the first evaluation payout being made at the end of calendar year 2016. Each payout evaluation will be made within 30 days after the end of the calendar year. Any payout amount will be processed as part of the next monthly progress payment. Each annual payout will be based upon the Contractor’s performance in accordance with the criteria in Table No. 6.1.

If, in the JPB’s sole determination, the Contractor does not qualify for an annual Community Outreach Incentive payout, those funds do not roll over into any other Safety Incentive evaluation period, or into any other category of incentive evaluation.

6.3.3 End-of-Project Payout

In the event that the Contractor qualified for a Community Outreach Incentive payout in each and every one of the four annual evaluation periods, and continues to qualify through the date of Substantial Completion, the Contractor shall qualify for an end-of-project payout. The end-of-project payout will be based upon the Contractor’s performance commencing in calendar year 2020 and continuing through the date of Substantial Completion, in accordance with Table No. 6.1. An end-of-project payout evaluation will be made within 30 days after the JPB establishes the date of Substantial Completion for the Project. Any payout amount will be processed as part of the next monthly progress payment.

If, in the JPB’s sole determination, the Contractor does not qualify for an end-of-project Community Outreach Incentive payout, those funds do not roll over into any other category of incentive evaluation.
7.0 Quality

7.1 Quality Criteria

The JPB values the quality of design and construction of the Project. The JPB recognizes that the degree of quality can result in lower life cycle costs and lower maintenance costs for the JPB.

According, the JPB has created a Quality Incentive to encourage the Contractor to exceed the minimum requirements of the Contract.

7.1.1 Pre-requisite Criteria to Qualify for Quality Incentive Consideration

As a pre-requisite for the Contractor to be eligible for a JPB Quality Incentive payout, the performance of the Contractor and all of its Subcontractors must meet all of the following criteria:

- Use and issuance of reports on Non-conformance Items (NCR Items) shall comply with the JPB’s Quality Management Plan (refer to Volume 2, Part A, Section 13). Should JPB audit find non-compliance with such QMP provisions during the evaluation period in review, the Contractor will be deemed ineligible for Quality Incentive consideration in that period.
- Open NCR Items that remain open from previous evaluation periods shall be closed out in accordance with the provisions of the QMP. If the Contractor should have closed out, but fails to close out, any NCR Item from a previous period in accordance with the provisions of the QMP, the Contractor will be deemed ineligible for Quality Incentive consideration in the current evaluation period. Those open NCR Items that are not due for close out as prescribed in the QMP during the current evaluation period will not cause the Contractor to be deemed ineligible for Quality Incentive consideration in the current period.

The Contractor and all of its Subcontractors must meet all of the pre-requisite criteria during the review period for the Contractor to be eligible for any Quality Incentive payout for the respective period.

7.1.2 Quality Incentive Criteria

Evaluation criteria and percentage weighting are identified in the Table No. 7.1 – Quality Incentive Matrix. Evaluation will be based on the performance of the Contractor and all of its Subcontractors with regard to the criteria.
Table No. 7.1 - Quality Incentive Matrix

<table>
<thead>
<tr>
<th>Criteria Category</th>
<th>Payout Percentage for each Criteria Category (of total maximum payout available) for the Evaluation Period</th>
<th>Maximum Payout Percentage Available</th>
</tr>
</thead>
<tbody>
<tr>
<td>Non-conformance Items (&quot;NCR Items&quot; means the total number NCR items that are or were open during the evaluation period, inclusive of NCR items opened by the D-B and JPB)</td>
<td>50% if zero NCR Items remain open; 40% if at least 80% but not all of the NCR Items are closed; 30% if at least 60% but less than 80% of the NCR Items are closed; 20% if at least 40% but less than 60% of the NCR Items are closed; 10% if at least 20% but less than 40% of the NCR Items are closed; 0% if more than 80% of the NCR Items remain open.</td>
<td>50%</td>
</tr>
<tr>
<td>Audit Reports</td>
<td>50% for 100% closure of items identified in independent audits on the project-to-date including those issued within the evaluation period; 25% for 75% closure of items identified in independent audits on the project-to-date including those issued within the evaluation period; 0% for less than 75% closure of items identified in independent audits on the project-to-date including those issued within the evaluation period.</td>
<td>50%</td>
</tr>
<tr>
<td>Failure to Qualify for Incentive Payout</td>
<td>If pre-requisites not met, or if 0% scored in both non-conformance and audit reports criteria categories</td>
<td>0%, and Not-Qualified</td>
</tr>
<tr>
<td>Total Maximum Payout Percentage Available</td>
<td></td>
<td>100%</td>
</tr>
</tbody>
</table>

7.2.1 Evaluation Individual or Panel

The Contractor’s Quality performance will be evaluated by the JPB. The JPB reserves the right at its sole discretion to designate a single evaluator or a panel.

7.2.2 Evaluation Period

There are five separate and distinct evaluation periods. The JPB evaluator(s) will meet with the Contractor’s Project Manager and up to two other Contractor personnel to discuss, receive information, and evaluate the Contractor’s Quality performance during the following periods:
7.3 Payment

7.3.1 Total Payout Amount

The total amount of JPB Quality Incentive payout for the Project shall not exceed $1,250,000, with maximum available individual payouts as follows:

- End-of-2016: $250,000
- End-of-2017: $250,000
- End-of-2018: $250,000
- End-of-2019: $250,000
- End-of-Project: $250,000

7.3.2 End-of-Year Annual Payouts (4 Total)

Four Quality Incentive reward payouts will be made available on an end-of-calendar year, annual basis, with the first evaluation payout being made at the end of calendar year 2016. Each payout evaluation will be made within 30 days after the end of the calendar year. Any payout amount will be processed as part of the next monthly progress payment. Each annual payout will be based upon the Contractor's performance in accordance with the criteria in Table No. 7.1.

If, in the JPB's sole determination, the Contractor does not qualify for an annual Quality Incentive payout, those funds do not roll over into any other Safety Incentive evaluation period, or into any other category of incentive evaluation.

7.3.3 End-of-Project Payout

In the event that the Contractor qualified for a Quality Incentive payout in each and every one of the four annual evaluation periods, and continues to qualify through the date of Substantial Completion, the Contractor shall qualify for an end-of-project payout. The end-of-project payout will be based upon the Contractor’s performance commencing in calendar year 2020 and continuing through the date of Substantial Completion, in accordance with Table No. 7.1. An end-of-project payout evaluation will be made within 30 days after the JPB establishes the date of Substantial Completion for the Project. Any payout amount will be processed as part of the next monthly progress payment.

If, in the JPB's sole determination, the Contractor does not qualify for an end-of-project Quality Incentive payout, those funds do not roll over into any other category of incentive evaluation.
8.0 DBE Contracting

8.1 DBE Contracting Criteria

The JPB values diversity. The JPB has established a DBE Contracting goal of 5.2% for the Contract, and encourages the Contractor to exceed the goal. The Contractor may be entitled to an incentive payout of up to $900,000 for exceeding the DBE Contracting goal of 5.2% over the course of the Project, as summarized below.

8.2 Evaluation Process

8.2.1 Evaluation Individual or Panel

The Contractor’s DBE Contracting performance will be evaluated by the JPB. The JPB reserves the right at its sole discretion to designate a single evaluator or a panel.

8.2.2 Evaluation Period

A one-time evaluation will be made. The evaluation period will be for the Contractor’s actual performance under the Contract, as measured through the JPB established date of Substantial Completion. The JPB will evaluate whether the Contractor is entitled to a DBE Contractor Incentive payout within 120 calendar days after the JPB established date of Substantial Completion.

8.3 Payout

A one-time payout will be made. A one-time payout evaluation will be made at time of Final Acceptance. The Contractor shall provide documentation verifying actual payment to DBEs as part of the payout evaluation. Any payout amount will be processed after Final Acceptance and after payments to DBEs have been made by the Contractor. The payout will be subject to JPB receipt of documentation of actual payment amounts to DBEs.

The total amount of JPB DBE Contracting Incentive payout for the Project shall not exceed $900,000, with a maximum payout of $300,000 for each full percentage, or linearly apportioned fraction thereof for less than a full percentage, of actual DBE Contracting utilization above the DBE percentage goal established in the Contract.

If, in the JPB’s sole determination, the Contractor does not qualify for a DBE Contracting Incentive payout, those funds do not roll over into any other category of incentive evaluation.

END OF SECTION
PCEP EMU PROCUREMENT

CONTRACT 14-PCJPB-P-056

PROJECT NUMBER 2061

CHANGE ORDER # 008

Milestone and Liquidated Changes Associated with Delayed NTP
CHANGE ORDER NO. 008

CONTRACT NO. 14-PC-JPB-P-056
CONTRACT TITLE: Caltrain CALMOD Electrification EMU Procurement

CONTRACTOR: Stadler Allerhein AG

CONTRACT CHANGE ORDER TITLE: Milestone and LD Changes Associated with Delayed NTP

CHANGE NOTICE REFERENCE: None – Ref CR 029

The following changes shall be made to the Contract:

I. **SCOPE CHANGE**
   Incorporate the scope of work as set forth in Change Notice No. *(None - As per CR 029 and attachment at the end of this document)*, appended hereto and incorporated herein by this reference.

II. **COST IMPACT**
   Payment and terms shall be in accordance with the Contract Documents, as revised by this Contract Change Order. Compensation for this change shall be made as:

<table>
<thead>
<tr>
<th>ITEM</th>
<th>SPEC SECTION</th>
<th>DESCRIPTION</th>
<th>UNIT</th>
<th>EST. QTY.</th>
<th>UNIT PRICE</th>
<th>ITEM PRICE</th>
<th>TOTAL AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Vol 5, Sections 1.2 and 1.3</td>
<td>Contractual Milestone Table and Liquidated Damages</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>490,000</td>
</tr>
</tbody>
</table>

Total Cost of this Contract Change Order $490,000

The Contract Price due to this change order will be increased by $490,000. This sum constitutes full and complete compensation, including all markups for the scope change as described above.

III. **SCHEDULE IMPACT**
The Contract Time shall change due to this Contract Change Order.
**Modernization Program**
**Peninsula Corridor Electrification Project (PCEP)**

**CHANGE ORDER NO. 008**

**CONTRACT NO. 14-PCEPB018**  **CONTRACT TITLE:** Caltrain CALMOD Electrification EMU Procurement

**CONTRACTOR:** Stadler Altenrhein AG

**CONTRACT CHANGE ORDER TITLE:** Milestone and LD Changes Associated with Delayed NTP

**CHANGE NOTICE REFERENCE:** None – Ref CR 029

<table>
<thead>
<tr>
<th>Vehicle Constructability &amp; Compliance Manager or Construction Manager (up to $50,000)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>NA</strong></td>
</tr>
<tr>
<td><strong>NA</strong></td>
</tr>
<tr>
<td><strong>NA</strong></td>
</tr>
<tr>
<td><strong>Print Name</strong></td>
</tr>
<tr>
<td><strong>Signature</strong></td>
</tr>
<tr>
<td><strong>Date</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Project Manager (up to $100,000)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Rick Landell</strong></td>
</tr>
<tr>
<td><strong>Print Name</strong></td>
</tr>
<tr>
<td><strong>Signature</strong></td>
</tr>
<tr>
<td><strong>Date</strong></td>
</tr>
<tr>
<td><strong>E-SIGNED by Rick Landell January 09, 2018</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Deputy Director or Delivery Director, PCEP (NTE $200,000)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Dave Couch</strong></td>
</tr>
<tr>
<td><strong>Print Name</strong></td>
</tr>
<tr>
<td><strong>Signature</strong></td>
</tr>
<tr>
<td><strong>Date</strong></td>
</tr>
<tr>
<td><strong>E-SIGNED by Dave Couch January 09, 2018</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Director, Contracts &amp; Procurement AND Deputy Chief, CalMod Program (up to $300,000)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Julie Taylor</strong></td>
</tr>
<tr>
<td><strong>Print Name</strong></td>
</tr>
<tr>
<td><strong>Signature</strong></td>
</tr>
<tr>
<td><strong>Date</strong></td>
</tr>
<tr>
<td><strong>E-SIGNED by Julie Taylor January 12, 2018</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Laren Luria</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Print Name</strong></td>
</tr>
<tr>
<td><strong>Signature</strong></td>
</tr>
<tr>
<td><strong>Date</strong></td>
</tr>
<tr>
<td><strong>E-SIGNED by Laren Luria January 13, 2018</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Chief Operating Officer, Rail (up to $400,000)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Joe Navarro</strong></td>
</tr>
<tr>
<td><strong>Print Name</strong></td>
</tr>
<tr>
<td><strong>Signature</strong></td>
</tr>
<tr>
<td><strong>Date</strong></td>
</tr>
<tr>
<td><strong>E-SIGNED by Joe Navarro January 24, 2018</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>General Manager, CEO (&gt; $400,000 up to $2.5M)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Carter May</strong></td>
</tr>
<tr>
<td><strong>Print Name</strong></td>
</tr>
<tr>
<td><strong>Signature</strong></td>
</tr>
<tr>
<td><strong>Date</strong></td>
</tr>
<tr>
<td><strong>1-29-18</strong></td>
</tr>
</tbody>
</table>

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- Deputy Director approval required on all change orders. Both Deputy Director & Director joint approval required for change orders up to $200K.
- Joint approval required of Deputy Chief, CalMod Program & Director, Contracts & Procurement.
CHANGE ORDER NO. 008

CONTRACT NO. 14-PCJPB-P-056

CONTRACT TITLE: Caltrain CALMOD Electrification EMU Procurement

CONTRACTOR: Stadler Altenrhein AG

CONTRACT CHANGE ORDER TITLE: Milestone and LD Changes Associated with Delayed NTP

CHANGE NOTICE REFERENCE: None — Ref CR 029

Except as modified by this Contract 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 Contract Change Order is a final and equitable adjustment of the Contract Time and/or Contract Price, as the case may be, and constitutes a full mutual accord and satisfaction of all known or reasonably foreseeable claims at the time of execution of this Contract Change Order, of whatever nature caused by or arising out of the facts and circumstances surrounding this Contract Change Order including, but not limited to, direct, indirect, and consequential costs; additional time for performance; and the impact of the modifications specified in this Contract Change Order, alone or taken with other changes, on the unchanged Work.

The undersigned agrees to the terms and conditions described herein.

Accepted by: ________________________________  ________________________________  ________________________________

Contractor Authorized Agent    Title    Date
CHANGE ORDER NO. 008

CONTRACT NO. 14-PCJPB-P-056
CONTRACT TITLE: Caltrain C lumière Electrification EMU Procurement

CONTRACTOR: Stadler Altenrhein AG

CONTRACT CHANGE ORDER TITLE: Milestone and LD Changes Associated with Delayed NTP
CHANGE NOTICE REFERENCE: None – Ref CR 029

Attachment

This change alters the Contractual Milestones and the Liquidated Damages to account for the delayed NTP and to provide for the additional costs incurred by STADLER as a result.

Cost Analysis

Stadler Altenrhein

- Project Management: While Stadler commits to finish the project in time, the project phase that requires active involvement and management form Stadler Altenrhein is prolonged by two months. This phase roughly runs until the type testing and certification of the first train is finished. As for this entire time functions like project management, quality management and supervision of engineering and type testing are needed Stadler Altenrhein seeks to claim additional costs of:

  $320,000

Stadler US

- Project Management: Due to the delayed FNTP a variety of unexpected internal as well as external costs were incurred. These range from supporting the achievement of the FFGA to ensuring project continuity while financing was not fully secured:

  $170,000

Make the following changes to Volume 5, Special Provisions, Section 1.2 Contractual Milestone Table:

<table>
<thead>
<tr>
<th>Contractual Milestone</th>
<th>Time from LNTP (months)</th>
<th>Liquidated Damage Schedule, Time from LNTP (months)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arrival of the 1st Trainset at the JPB</td>
<td>36 35</td>
<td>39</td>
</tr>
<tr>
<td>Substantial Completion of the 1st Trainset</td>
<td>42 44</td>
<td>45</td>
</tr>
<tr>
<td>Arrival of the 2nd Trainset at the JPB</td>
<td>43 45</td>
<td>46</td>
</tr>
<tr>
<td>Substantial Completion of the 2nd Trainset</td>
<td>46 47</td>
<td>48</td>
</tr>
<tr>
<td>Conditional Acceptance of the 1st Trainset</td>
<td>46 47</td>
<td>48</td>
</tr>
<tr>
<td>Conditional Acceptance of the 2nd Trainset</td>
<td>46 48</td>
<td>49</td>
</tr>
</tbody>
</table>
## Change Order No. 008

**Contract No.:** 14-PC-JPB-P-058  
**Contract Title:** Caltrain CALMOD Electrification EMU Procurement

**Contractor:** Studier Altenhein AG

**Change Order Title:** Milestone and LD Changes Associated with Delayed NTP

**Change Notice Reference:** None – Ref CR 029

<table>
<thead>
<tr>
<th>Conditional Acceptance of the 3rd Trainset</th>
<th>47 49</th>
<th>50</th>
</tr>
</thead>
<tbody>
<tr>
<td>Conditional Acceptance of the 4th Trainset</td>
<td>49 50</td>
<td>51</td>
</tr>
<tr>
<td>Conditional Acceptance of the 5th Trainset</td>
<td>49 50</td>
<td>52</td>
</tr>
<tr>
<td>Conditional Acceptance of the 6th Trainset</td>
<td>50 51</td>
<td>53</td>
</tr>
<tr>
<td>Conditional Acceptance of the 7th Trainset</td>
<td>51 52</td>
<td>54</td>
</tr>
<tr>
<td>Conditional Acceptance of the 8th Trainset</td>
<td>52 53</td>
<td>55</td>
</tr>
<tr>
<td>Conditional Acceptance of the 9th Trainset</td>
<td>53 54</td>
<td>56</td>
</tr>
<tr>
<td>Conditional Acceptance of the 10th Trainset</td>
<td>54 55</td>
<td>57</td>
</tr>
<tr>
<td>Conditional Acceptance of the 11th Trainset</td>
<td>55 56</td>
<td>58</td>
</tr>
<tr>
<td>Conditional Acceptance of the 12th Trainset</td>
<td>56 57</td>
<td>59</td>
</tr>
<tr>
<td>Conditional Acceptance of the 13th Trainset</td>
<td>57 58</td>
<td>60</td>
</tr>
<tr>
<td>Conditional Acceptance of the 14th Trainset</td>
<td>58 59</td>
<td>61</td>
</tr>
<tr>
<td>Conditional Acceptance of the 15th Trainset</td>
<td>59 60</td>
<td>62</td>
</tr>
<tr>
<td>Conditional Acceptance of the 16th Trainset</td>
<td>60 60</td>
<td>63</td>
</tr>
<tr>
<td>Completion of Training</td>
<td>54 55</td>
<td>57</td>
</tr>
<tr>
<td>Delivery of Final sets of the Manuals and Guides</td>
<td>44 47</td>
<td></td>
</tr>
<tr>
<td>Delivery of Final sets of Spare Parts</td>
<td>50 51</td>
<td>53</td>
</tr>
<tr>
<td>Delivery of Final sets of Special Tools</td>
<td>50 51</td>
<td>53</td>
</tr>
<tr>
<td>Delivery of Final sets of Test Equipment</td>
<td>50 51</td>
<td>53</td>
</tr>
<tr>
<td>Delivery of Final sets of As Built Drawings</td>
<td>66 69</td>
<td></td>
</tr>
<tr>
<td>Final Payment / Final Completion Certificate</td>
<td>88 91</td>
<td></td>
</tr>
</tbody>
</table>

**Make the following changes to Volume 5, Special Provisions, Section 1.3 LIQUIDATED DAMAGES:**

The Contractor understands that time is of the essence, and that the JPB will suffer significant damages if the above schedule is not met. Because of the difficulty of determining at the time of contracting the actual damages to JPB resulting from Contractor's delayed performance, the parties agree that the JPB may assess liquidated damages in the amounts set forth below:
CHANGE ORDER NO. 008

CONTRACT NO. 14-PCJPR-P-066  CONTRACT TITLE: Caltrain CALMOD Electrification EMU Procurement

CONTRACTOR: Stadler Altenheim AG

CONTRACT CHANGE ORDER TITLE: Milestone and LD Changes Associated with Delayed NTP

CHANGE NOTICE REFERENCE: None — Ref CR 029

• $6,359 per calendar day for late Delivery of the 1st trainset, according to the table above.
• $2,186 per calendar day for late Substantial Completion of each trainset including the 1st trainset, and other deliverables according to the table above.

JPB and the Contractor agree that the payment of liquidated damages pursuant to this Section is not a penalty, and that the amounts specified herein are a reasonable forecast of the damages that JPB would suffer by reason of the Contractor’s failure to achieve the required schedule.

The total amount for all liquidated damages under this Contract shall not exceed ten percent (10%) of the Total Base Bid Trainsets Order Price. JPB may deduct the sum of liquidated damages from payments or other amounts due under this Contract.

This section is in addition to the Liquidated Damages for failure to meet warranty obligations described in Volume 7 of this RFP.

The parties agree that Liquidated Damages under this Contract shall be the sole and exclusive remedy for delay in Delivery of the first trainset, and delay in Substantial Completion of all trainsets.
APPROVED STADLER IMPACT SCHEDULE
ATTACHMENT TO
CCO-008 –EMU MILESTONE & LIQUIDATED
CHANGES ASSOCIATED WITH DELAYED NTP
Incentives Payment Potential, as defined in the Design-Build Electrification Contract

<table>
<thead>
<tr>
<th>Category</th>
<th>Summary Criteria</th>
<th>Value ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Safety</td>
<td>Total Recordable Incident Rate</td>
<td>$2,500,000</td>
</tr>
<tr>
<td>Community Outreach</td>
<td>Public responsiveness, prompt issue resolution, corrective action</td>
<td>$2,500,000</td>
</tr>
<tr>
<td>Quality</td>
<td>Non-conformance items</td>
<td>$1,250,000</td>
</tr>
<tr>
<td>Contracting with Disadvantaged Business Enterprise (DBE) Companies</td>
<td>Goal of 5.2% of the Contract</td>
<td>$900,000</td>
</tr>
<tr>
<td>Total (Not to Exceed)</td>
<td></td>
<td>$7,150,000</td>
</tr>
</tbody>
</table>

Incentive payout requirements are defined in Volume 2, A*, Sections 5.0 – 8.0.
# CONTRACT HISTORY

## Timeline

<table>
<thead>
<tr>
<th>Date</th>
<th>Electrification Contract</th>
<th>EMU Procurement Contract</th>
</tr>
</thead>
<tbody>
<tr>
<td>September 2013</td>
<td>Board authorized Design Build (DB) delivery approach</td>
<td></td>
</tr>
<tr>
<td>February 2017</td>
<td>RFP issued</td>
<td></td>
</tr>
<tr>
<td>August 2015</td>
<td>Proposals received</td>
<td>RFP issued</td>
</tr>
<tr>
<td>March 2016</td>
<td></td>
<td>Single proposal received</td>
</tr>
<tr>
<td>July 2016</td>
<td>Board authorized award contract to <strong>Balfour Beatty Infrastructure, Inc.</strong></td>
<td>Board authorized award of contract to <strong>Stadler</strong></td>
</tr>
</tbody>
</table>
## CONTRACT HISTORY

### Timeline

<table>
<thead>
<tr>
<th>Date</th>
<th>DB Electrification and EMU Procurement Contracts</th>
</tr>
</thead>
<tbody>
<tr>
<td>August 18, 2016</td>
<td>Contracts executed</td>
</tr>
<tr>
<td>September 6, 2016</td>
<td>Limited Notice to Proceed</td>
</tr>
<tr>
<td>December 2016</td>
<td>FFGA sent to Congress for 30-day review period</td>
</tr>
<tr>
<td>February 17, 2017</td>
<td>FTA deferred execution of FFGA</td>
</tr>
<tr>
<td>February 27, 2017</td>
<td>LNTP extended to June 30, 2017 / Caltrain news release stating $20M project contingency funds may be required to cover delay</td>
</tr>
<tr>
<td>March 2, 2017</td>
<td>Executive Director verbally informed Board of potential $20M in contingency costs</td>
</tr>
<tr>
<td>April 6, 2017</td>
<td>Executive Director updated Board on potential contingency costs</td>
</tr>
<tr>
<td>May 4, 2017</td>
<td>PowerPoint presented to Board reiterating potential $20M</td>
</tr>
<tr>
<td>May 23, 2017</td>
<td>FFGA signed by FTA</td>
</tr>
<tr>
<td>June 1, 2017</td>
<td>Remaining Notice to Proceed issued to Stadler</td>
</tr>
<tr>
<td>June 19, 2017</td>
<td>Remaining Notice to Proceed issued to Balfour</td>
</tr>
</tbody>
</table>
# FFGA DELAY COSTS

## Estimated vs. Actual Change Order Expenses

### Estimated Rough Order of Magnitude Expenses – As of March 2, 2017

<table>
<thead>
<tr>
<th>Item</th>
<th>In Millions $</th>
</tr>
</thead>
<tbody>
<tr>
<td>DB Contract – Electrification</td>
<td>$12</td>
</tr>
<tr>
<td>Stadler Contract - EMU</td>
<td>$4</td>
</tr>
<tr>
<td>Staff Costs</td>
<td>$4</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$20</strong></td>
</tr>
</tbody>
</table>

### Actual Change Order Expenses

<table>
<thead>
<tr>
<th>Item</th>
<th>In Millions $</th>
</tr>
</thead>
<tbody>
<tr>
<td>DB Contract with 104-Day Extension</td>
<td>$9.7</td>
</tr>
<tr>
<td>CCO: BBI-053-CCO-002</td>
<td></td>
</tr>
<tr>
<td>Stadler Engineering and Management Costs</td>
<td>$0.5</td>
</tr>
<tr>
<td>CCO: STA-056-CCO-008</td>
<td></td>
</tr>
<tr>
<td>JPB and Consultant Costs</td>
<td>$5.5</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$15.7</strong></td>
</tr>
</tbody>
</table>
• Contract incentive status reported to Board November 2014
• DB contract incentives are budgeted in the $1.98B overall program budget
• Maximum incentive payout totals $7.15M and will have no impact to contingency
• Performance-based incentives are earned annually for:
  – Safety: Total Recordable Incident Rate
  – Community Outreach: Public responsiveness, prompt issue resolution, corrective action
  – Quality: Non-conformance items
  – Disadvantaged Business Enterprise (DBE): Goal of 5.2% of the Contract
Incentives Payment Potential

<table>
<thead>
<tr>
<th>Category</th>
<th>Summary Criteria</th>
<th>Payout Percentage</th>
<th>Not to Exceed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Safety</td>
<td>Total Recordable Incident Rate</td>
<td>0: 100% 0-2: 75% 2.5-3: 25% 3: 0%</td>
<td>$2,500,000</td>
</tr>
<tr>
<td>Community Outreach</td>
<td>Public responsiveness, prompt issue resolution, corrective action</td>
<td>Complaints received: 50% Failure to issue resolution w/i 48hrs: 50%</td>
<td>$2,500,000</td>
</tr>
<tr>
<td>Quality</td>
<td>Non-conformance items and audit reports</td>
<td>Closed NCR: 50% Audit item closures: 50%</td>
<td>$1,250,000</td>
</tr>
<tr>
<td>Contracting with DBE Companies</td>
<td>Goal of 5.2% of the Contract</td>
<td>Linear apportionment</td>
<td>$900,000</td>
</tr>
</tbody>
</table>

Total (Not to Exceed) $7,150,000

Incentive payout requirements are defined in Contract Volume 2, A*, Sections 5.0 – 8.0.
RESOLUTION NO. 2018 -

BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

***

AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE CONTRACT CHANGE ORDERS FOR DELAY IN ISSUING FULL NOTICES TO PROCEED FOR DESIGN BUILD CONTRACT WITH BALFOUR BEATTY, INC. AND EMU PROCUREMENT CONTRACT WITH STADLER U.S., INC., AND AWARD OF CONTRACT INCENTIVES IN THE DESIGN BUILD CONTRACT

WHEREAS, the Peninsula Corridor Electrification Project ("PCEP" or "Project"), a key component of the Caltrain Modernization program, will electrify the Caltrain Corridor from San Francisco’s 4th and King Caltrain Station to approximately the Tamien Caltrain Station, replace diesel-hauled trainsets with Electric Multiple Unit (EMU) trainsets, and increase service to up to six Caltrain trains per peak hour per direction; and

WHEREAS, the primary purposes of the PCEP are to improve Caltrain system performance and to reduce long-term environmental impacts associated with Caltrain service by reducing noise, improving regional air quality and reducing greenhouse gas emissions; and

WHEREAS, at the July 7, 2016 meeting, by Resolutions 2016-35 and 2016-36, respectively, the Peninsula Corridor Joint Powers Board (JPB) Board of Directors (Board) authorized award of contracts to Balfour Beatty, Inc., for design-build services and Stadler U.S., Inc. for the purchase of EMU rail vehicles; and

WHEREAS, in September 2016, Limited Notices to Proceed (LNTP) were issued to each contractor to advance design and limited pre-construction activities for the Project during the subsequent months while the JPB worked with the Federal Transit Administration (FTA) to secure a Full Funding Grant Agreement (FFGA) for a $647 million Core Capacity Grant; and
WHEREAS, the FFGA was anticipated to be finalized before the expiration of the Limited Notices to Proceed in February 2017; and

WHEREAS, the contractors agreed to hold the awarded prices during the period of the Limited Notices to Proceed; and

WHEREAS, work progressed based on the value of the Limited Notices to Proceed of $108 million for the design build contract and of the $41 million for the EMU contract; and

WHEREAS, the FFGA had not been finalized at the end of February 2017, so the Limited Notices to Proceed were extended with no increase in the previously authorized amounts; and

WHEREAS, the contractors agreed again to hold the award value of the contracts without any increase in labor, material or equipment costs; and

WHEREAS, on May 23, 2017, the Federal Transit Administration approved and executed the FFGA which permitted the JPB to issue the Full Notices to Proceed to Balfour Beatty, Inc., on June 19, 2017 and to Stadler on June 1, 2017; and

WHEREAS, the design build contractor requested compensation for the delay as a result of the extended time and the EMU contractor requested payment for costs to continue engineering and project management; and

WHEREAS, when the design-build contract was awarded in July 2016, the requested contract award amount did not include funds for the incentives to be earned for safety, community relations, Disadvantaged Business Enterprise achievement, and quality; and

WHEREAS, the funds to cover the incentives are budgeted in the overall program budget in the amount of $7,150,000; and
WHEREAS, the PCEP project team has successfully negotiated contract change orders with Balfour Beatty and with Stadler to cover the delay damages and contract award incentives referenced above; and

WHEREAS, these contract change orders have been reviewed and approved by the PCEP Change Management Board; and

WHEREAS, the Staff Coordinating Council recommends that the Board approve the issuance of the above-referenced change orders with the understanding that these change orders will not count against the respective five percent contingency authority previously granted to the Executive Director for future contract modifications.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby authorizes the Executive Director to issue three separate contract change orders, in full conformity with the terms and conditions set forth in the negotiated agreements, and in a form approved by legal counsel, as follows:

1. To Balfour Beatty, Inc. to provide compensation to the design build contractor for delays resulting from the late issuance of the Full Notice to Proceed in the amount of $9,702,667;

2. To Stadler U.S., Inc. to provide compensation to the EMU contractor for delays resulting from the late issuance of the Full Notice to Proceed in the amount of $490,000; and

3. To Balfour Beatty for the award of performance based incentives in the design build contract originally budgeted, but not approved by the Board as part of the award of the contract, in the amount of $7,150,000; and
BE IT FURTHER RESOLVED that the Board of Directors hereby directs that the above change orders are to be issued without impacting the respective 5 percent contingency authority granted to the Executive Director to address future contract modifications for each contract.

Regularly passed and adopted this 5th day of April, 2018 by the following vote:

AYES:

NOES:

ABSENT:

Chair, Peninsula Corridor Joint Powers Board

ATTEST:

J PB Secretary
TO: J oint Powers Board

THROUGH: J im Hartnett
Executive Director

FROM: April Chan
Chief Officer, Planning, Grants
and the Transportation Authority

SUBJECT: AUTHORIZATION FOR THE EXECUTIVE DIRECTOR AND CHAIRPERSON OF THE BOARD OF DIRECTORS TO APPROVE CERTAIN REAL ESTATE OFFERS, TRANSACTIONS AND PROPERTY RIGHTS CONVEYANCES

ACTION
Staff Coordinating Council (SCC) recommends the Board:
1. Authorize the Executive Director, or a designee, to submit and accept offers to (a) purchase rights in real property valued up to and including $500,000; (b) enter into leases, rights of entry, licenses, or other types of agreements to use property owned by third parties at values up to and including $500,000; and (c) convey easements, licenses and rights of entry when such conveyances support utility or street relocations or other third-party obligations necessitated by Peninsula Corridor Joint Powers Board (JPB) capital projects.
2. Authorize the Executive Director, in consultation with the Chairperson of the JPB Board of Directors (Board), to (a) purchase rights in real property valued up to and including $750,000, and (b) enter into leases, rights of entry, licenses, or other types of agreements to use property owned by third parties at values up to and including $750,000.
3. Establish that the exercise of authorities granted by this proposed action will be limited as follows: (a) the funds for any purchase of property must be available in a Board-approved annual or project budget; (b) each purchase transaction must be supported by a current appraisal; (c) an offer may be made or accepted under the proposed delegation of authority only after staff finds that the transaction is in the best interest of the JPB and General Counsel advises that the transaction can be completed as proposed under applicable laws and regulations.
4. Authorize the Executive Director, or a designee, to take all actions necessary to consummate and record (if appropriate) the above-referenced transactions, including executing agreements and other documents in forms acceptable to Legal Counsel.
5. Direct the Executive Director, or a designee, to provide quarterly updates on transactions entered into under the proposed delegations of authority.

SIGNIFICANCE
The two resolutions accompanying this staff report would make the implementation of JPB capital projects and management of the agency's real property interests more efficient.

The proposed delegations of authority will allow staff to be more nimble during property negotiations, which can be delayed by the Board's monthly meeting schedule. The flexibility provided by the proposed action also is expected to increase the likelihood of favorable economic terms for the agency and less burdensome impacts on property owners whose property rights are being acquired by the JPB. Furthermore, staff and legal counsel anticipate the increased efficiencies of the proposed delegations will decrease the need for condemnation proceedings, which sometimes become expensive and confrontational, but are often required to be filed on the JPB's behalf to keep projects on schedule. Finally, the proposed actions will allow the Board to focus its attention on larger transactions without taking up time with discussions of relatively small-value transactions that have already been identified during the Board's consideration of annual and project budgets.

The proposed resolutions would supplement, but not alter, the JPB's existing policy (adopted via Resolution 2010-14) for the handling of certain real estate transactions with third-parties that are not related to JPB capital projects, such as short-term leases of JPB properties to others.

BACKGROUND
The JPB is the process of implementing a capital improvement program, which includes bridge replacement projects, grade separations and the Peninsula Corridor Electrification Project, all of which may require the purchase of property rights. The projects also may require the relocation of utilities or public roadway facilities, sometimes necessitating the JPB to transfer property rights to cities, utility companies or other third parties to accommodate relocation of the facility. Currently the approval of all such transactions must go to the Board, even if the transaction is necessary to complete an approved project.

For example:
- The 25th Avenue Grade Separation Project required that the agency purchase 17 separate parcels of property, each of which was approved individually by the Board after discussions in closed sessions. The San Bruno Grade Separation Project required eight.
- The Quint Street Bridge Replacement Project required the granting of an easement for the relocation of a PG&E facility onto property acquired by the JPB through the vacation of a portion of Quint Street, which transaction was approved by the Board pursuant to Resolution 2015-58.

The recommended policy reflects current real property market trends in the Bay Area, and the limits of the delegation will ensure that particularly sizable, valuable or complex
property transactions will still be brought to the Board rather than being handled administratively.

In developing the proposed action, staff reviewed applicable Federal Transit Administration (FTA) requirements and surveyed other agencies. FTA-funded transactions over $500,000 require the FTA to concur with appraisals and settlements in excess of $50,000 above appraised values. Both the San Francisco Municipal Transportation Agency and the Santa Clara Valley Transportation Authority have delegated authority to staff to engage in real property negotiations and transaction valued at up to $500,000.

The San Mateo County Transit District will be considering a complementary delegation of authority proposal at its April 4 Board of Directors Meeting.

Prepared by: Brian W. Fitzpatrick, Director, Real Estate & Development
Shayna van Hoften, Legal Counsel

650-508-7781
415-995-5880
RESOLUTION NO. 2018-
BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

***

AUTHORIZING THE EXECUTIVE DIRECTOR, IN CONSULTATION WITH THE CHAIRPERSON OF
THE BOARD OF DIRECTORS, TO APPROVE CERTAIN REAL ESTATE TRANSACTIONS
IN CONNECTION WITH PENINSULA CORRIDOR JOINT POWER BOARD CAPITAL PROJECTS

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) is in the process of
implementing a capital improvement program, which includes bridge replacement
projects, grade separations and the Peninsula Corridor Electrification Project; and

WHEREAS, these projects often require the acquisition of property rights from
private property owners, currently requiring Board of Directors (Board) approval before
staff can offer or accept any offers or settlements for such acquisitions; and

WHEREAS, staff and General Counsel recommend that the Board adopt this
resolution to enhance efficiency and enable staff to be more nimble during property
negotiations, increase the likelihood of favorable economic terms for the JPB and less
burdensome impacts on property owners with property rights being acquired by the JPB,
and decrease the frequency of condemnation proceedings filed on the JPB’s behalf; and

WHEREAS, Staff Coordinating Council recommends the Board:

1. Authorize the Executive Director, or designee, to (a) purchase rights in real
   property valued up to and including $500,000, and (b) enter into leases, right
   of entries, license agreements, or other types of agreements to use property
   owned by third parties at values up to and including $500,000;
2. Authorize the Executive Director, or designee, in consultation with the Chairperson of the Board of Directors, to submit and accept offers to (a) purchase rights in real property valued up to and including $750,000, or (b) enter into leases, right of entries, license agreements, or other types of agreements to use property owned by third parties at values up to and including $750,000;

3. Establish that the exercise of authorities granted by this resolution will be limited as follows: (a) the funds for any purchase of property must be available in a Board-approved annual or project budget; (b) each purchase transaction must be supported by a current appraisal; (c) an offer may be made or accepted under this delegation of authority only after staff finds that the transaction is in the best interest of the JPB and General Counsel advises that the transaction can be completed as proposed under applicable laws and regulations;

4. Authorize the Executive Director, or designee, to take all actions necessary to consummate and record (if appropriate) the above-referenced transactions, including executing agreements and other documents in forms acceptable to Legal Counsel;

5. Direct the Executive Director, or designee, to provide quarterly updates on transactions entered into pursuant to this resolution; and

WHEREAS, the Board recognizes and affirms that this resolution does not alter the JPB's Policy Regarding Processing of Requests for Conveyance of Property Interests Involving Property Owned by the JPB, adopted pursuant to Resolution 2010-45, which
addresses the granting of leases, rights of entry, easements, licenses and encroachments to third parties; and

WHEREAS, the Board intends for this resolution to be consistent with, and a companion to, Resolution 2018-__, Authorizing the Executive Director to Convey Certain Property Rights to Cities, Utility Companies and Other Third Parties to Support Peninsula Corridor Joint Powers Board Capital Projects, also adopted at this April 5, 2018 meeting.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby:

1. Authorizes the Executive Director, or designee, to (a) purchase rights in real property valued up to and including $500,000, and (b) enter into leases, rights of entries, license agreements, or other types of agreements to use property owned by third parties at values up to and including $500,000;

2. Authorizes the Executive Director, or designee, in consultation with the Chairperson of the Board of Directors to (a) purchase rights in real property valued up to and including $750,000, or (b) enter into leases, rights of entries, license agreements, or other types of agreements to use property owned by third parties at values up to and including $750,000;

3. Establishes that the exercise of authorities granted by this resolution will be limited as follows: (a) the funds for any purchase of property must be available in a Board-approved annual or project budget; (b) each purchase transaction must be supported by a current appraisal; (c) an offer may be made or accepted under this delegation of authority only after staff finds that the transaction is in the best interest of the JPB and General Counsel advises
that the transaction can be completed as proposed under applicable laws and regulations;

4. Authorizes the Executive Director, or designee, to take all actions necessary to consummate and record (if appropriate) the above-referenced transactions, including executing agreements and other documents in forms acceptable to Legal Counsel; and

5. Directs the Executive Director, or designee, to provide quarterly updates on transactions entered into pursuant to this resolution.

Regularly passed and adopted this 5th day of April, 2018 by the following vote:

AYES:

NOES:

ABSENT:

________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

________________________
JPB Secretary
RESOLUTION NO. 2018-__

BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD

STATE OF CALIFORNIA

** ** *

AUTHORIZING THE EXECUTIVE DIRECTOR TO CONVEY CERTAIN PROPERTY RIGHTS TO CITIES, UTILITY COMPANIES AND OTHER THIRD PARTIES TO SUPPORT PENINSULA CORRIDOR JOINT POWERS BOARD CAPITAL PROJECTS

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) is in the process of implementing a capital improvement program, which includes bridge replacement projects, grade separations and the Peninsula Corridor Electrification Project; and

WHEREAS, these projects often require the relocation of utilities or public roadways facilities (Facilities); and

WHEREAS, to complete the Facility relocation, the JPB will often be required to convey appropriate property rights to cities, utility companies or other third parties to accommodate the relocation of Facilities, currently requiring Board of Directors (Board) approval before staff can transfer such property rights; and

WHEREAS, staff and General Counsel recommend that the Executive Director be granted authority to convey property rights to cities, utility companies and other third parties to accommodate such project obligations, which authority will enhance the efficiency of JPB capital project planning, delivery, and closeout; and

WHEREAS, Staff Coordinating Council recommends the Board:

1. Authorize the Executive Director, or designee, to convey easements, when such conveyances support utility or street relocations or other third-party obligations necessitated by JPB capital projects;
2. Authorize the Executive Director, or designee, to take all actions necessary to consummate and record (if appropriate) the above-referenced transactions, including executing agreements and other documents in forms acceptable to Legal Counsel; and

WHEREAS, the Board recognizes and affirms that this resolution does not alter the JPB's Policy Regarding Processing of Requests for Conveyance of Property Interests Involving Property Owned by the JPB, adopted pursuant to Resolution 2010-45, which addresses the granting of leases, rights of entry, easements, licenses and encroachments to third parties except in the case of transactions conducted to facilitate the construction of JPB capital projects; and

WHEREAS, the Board intends for this resolution to be consistent with, and a companion to, Resolution 2018-__, Authorizing the Executive Director and Chairperson of the Board of Directors to Approve Certain Real Estate Offers in Connection with Peninsula Corridor Joint Powers Board Capital Projects, also adopted at this April 5, 2018 meeting.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby:

1. Authorizes the Executive Director, or designee, to convey easements, licenses and rights of entry when such conveyances support utility or street relocations or other third-party obligations necessitated by JPB capital projects;

2. Authorizes the Executive Director, or designee, to take all actions necessary to consummate and record (if appropriate) the above-referenced transactions, including executing agreements and other documents in forms acceptable to Legal Counsel; and
BE IT FURTHER RESOLVED that the Board of Directors authorizes the Executive Director, or designee, to take any other actions necessary to give effect to this resolution.

Regularly passed and adopted this 5th day of April, 2018 by the following vote:

AYES:

NOES:

ABSENT:

______________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

______________________________
JPB Secretary
TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

FROM: Michelle Bouchard
Chief Operating Officer, Caltrain

SUBJECT: AUTHORIZATION TO EXECUTE A MEMORANDUM OF UNDERSTANDING WITH STANFORD UNIVERSITY AND FUNDING AGREEMENTS FOR MEMBER AGENCY SUPPORT OF THE CALTRAIN BUSINESS PLAN, AND AMENDMENT TO INCREASE THE CAPITAL BUDGET TO BY $1.5 MILLION TO $72,823,295.

ACTION
The Staff Coordinating Council (SCC) recommends the Board:

1. Authorize the Executive Director, or his designee, to enter into a Memorandum of Understanding (MOU) with Leland Stanford Junior University (Stanford) to establish a partnership through which Stanford would provide technical assistance for the Caltrain Business Plan.

2. Authorize the Executive Director, or his designee, to enter into funding agreements with the San Mateo County Transit District, City and County of San Francisco and Santa Clara Valley Transportation Authority, or their designees, for the Peninsula Corridor Joint Powers Board (JPB) to receive up to a total of $1.5 million in funding and in-kind support for the development of the Caltrain Business Plan.

3. Increase the Fiscal Year (FY) 2017-18 Capital Budget by $1.5 million from $71,323,295 to $72,823,295.

SIGNIFICANCE
In February, 2018, the Board of Directors (Board) adopted the Caltrain Business Plan Business Strategy and Scope of Work. These documents outline a comprehensive program of technical and policy work that staff will undertake over the coming year. The Business Plan is the JPB’s first planning effort of this kind. The Business Plan has been scoped to include long-range demand modeling, and service and infrastructure planning, as well as organizational analysis and an assessment of Caltrain’s interface with the communities it traverses.
Staff has developed an approach to deliver the Business Plan that relies on a partnership with Stanford University as well as financial support from multiple public sources. This approach and associated funding plan will be described in more detail in a brief presentation by staff as part of the April Caltrain Business Plan Project Update.

The recommended actions will provide the Executive Director with the authority to execute the attached MOU with Stanford, under which Stanford will conduct several significant aspects of the Business Plan Scope of Work at no cost to the JPB. Stanford's participation will not be included in the JPB's budgeted revenues or expenses; rather, it will supplement budgeted funding received and expended by the JPB to complete the Business Plan.

In addition, the recommended actions will authorize the Executive Director to execute funding agreements with the JPB's member agencies or other public agencies that agree to partially or entirely contribute member agencies' equal one-third shares of financial support for the Business Plan effort, in a cumulative amount of up to $1.5 million. While the majority of member agency support will be monetary contributions, some in-kind services may be needed, such as transportation demand modeling.

**BUDGET IMPACT**

The MOU with Stanford will not be reflected in the JPB budget; Stanford's assistance will be entirely in-kind, therefore, there is no budget impact associated with that proposed partnership.

Up to $1.5 million is anticipated to be contributed to the JPB for the Business Plan by other public agency partners, as discussed above. Accordingly, an amendment to the FY 2018 Capital Budget is needed to increase both revenues and expenditures by $1.5 million for a new total FY 2018 Capital Budget of $72.8 million.

Additional budget amendments are expected over the next several months as additional funding sources become available for the Business Plan, primarily through pending State of California grant processes.

**BACKGROUND**

In 2017, the JPB secured full funding for the Peninsula Corridor Electrification Project and issued notices to proceed to its contractors for corridor electrification and purchase of Electric Multiple Unit railcars. Now that construction on this long-awaited project has begun, the agency has the opportunity to articulate a long-term business strategy for the future of the system. The initial concept for a Caltrain “Business Plan” was brought to the Board in April of 2017. The Board reviewed a draft scope of work for the Business Plan in December of 2017 and adopted a final Business Strategy and Scope of Work in February of 2018.

In addition to the support detailed above from Stanford and the JPB's member agencies and their partners, California High-Speed Rail Authority (CHSRA) also will support the Business Plan under existing intergovernmental agreements with the JPB.
Finally, the JPB has applied for funding from the State’s Transit and Intercity Rail Capital Program (TIRCP) that could be used towards various planning projects including the Business Plan. If TIRCP funds become available for the Business Plan, staff will return to the Board to seek authority to accept the funds and further amend the Capital Budget as it relates to the Business Plan.

As some funds required to complete the Business Plan will not be available immediately, staff will carefully monitor expenditures to ensure that Business Plan costs stay within then-available funds.

Prepared By: Sebastian Petty, Senior Policy Advisor 650.622.7831
MEMORANDUM OF UNDERSTANDING
between the
PENINSULA CORRIDOR JOINT POWERS BOARD (JPB)
and
LELAND STANFORD JUNIOR UNIVERSITY (STANFORD)
for
DEVELOPMENT OF THE CALTRAIN BUSINESS PLAN

This Memorandum of Understanding (Agreement) is entered into on the ___ day of ________________, 2018, by and between the Peninsula Corridor Joint Powers Board ("JPB") and Leland Stanford Junior University ("Stanford"). Hereinafter, the JPB and Stanford may be individually referred to as “Party” or collectively referred to as “Parties.”

RECITALS

A. The JPB is the owner and managing authority for the Peninsula Rail Corridor between San Francisco and San Jose and is responsible for the delivery of the Caltrain passenger rail service operating between San Francisco and Gilroy.

B. The JPB seeks to develop a Caltrain Business Plan ("Business Plan"), in collaboration with government agencies, community partners, contractors and stakeholders, that explores economic, policy, and technical approaches that will allow the JPB to identify a long term service vision for how the railroad will grow. The Business Plan will also seek to identify options for how the Caltrain organization can evolve to support the service vision and how the railroad can strategically and equitably manage its interface with surrounding communities in a way that generates value and minimizes impacts.

C. At its February 1, 2018 meeting, the Board of Directors of the JPB ("Board") approved a Final Business Strategy and Scope for the Business Plan, which is attached hereto and incorporated as Exhibit A.
D. Stanford desires to provide in-kind support to the development of the Business Plan.

E. This Agreement sets forth the terms under which the JPB and Stanford will collaborate to develop the Business Plan.

AGREEMENT

NOW, THEREFORE, the JPB and Stanford agree as follows:

SECTION I
TERM AND TERMINATION

The term of this Agreement will extend until the adoption of the Business Plan by the JPB Board, currently anticipated to be in one year. Notwithstanding the foregoing, either Party may terminate this Agreement at any time with reasonable notice to the other Party.

SECTION II
ROLES AND RESPONSIBILITIES

A. Stanford's Role and Responsibilities

1. Stanford will collaborate in good faith with the JPB to support development of the Caltrain Business Plan in accordance with the JPB Board-adopted Scope of Work.

2. Stanford will provide in-kind assistance to the JPB to deliver the Business Plan in accordance with the Strategy and Scope of Work adopted by the JPB Board and the Project Charter described in paragraph II.C.1, below. Stanford's in-kind assistance may include, but may not be limited to: staff and faculty participation and technical expertise, reports, designs, drawings, plans, specifications, schedules, studies, memoranda, and other documents to further the development of the Business Plan (collectively "Work Product"). Notwithstanding the foregoing, Stanford agrees that...
Work Product performed for and provided to the JPB will not include any of the material set forth in Section V, Exclusions.

3. Stanford may contract with one or more third parties to produce the Work Product. However, before Stanford engages any other party to produce the Work Product, Stanford must inform the JPB and permit the JPB to conduct an analysis of potential conflicts of interest related to such other party under State law (including, but not limited to California Government Code sections 1090, et seq., and California Government Code sections 87100, et seq.).

4. Stanford will participate in meetings as set forth in Section III.

5. Stanford will respond to any requests for clarifications from the JPB related to the Business Plan or Work Product in an expeditious manner. Stanford is not, however, obligated to respond to any requests for clarifications that would require Stanford to disclose information it considers confidential or sensitive.

B. JPB's Role and Responsibilities

1. The JPB will serve as the project lead for the development of the Business Plan, and will perform and manage the Scope of Work described in Exhibit A through an integrated structure, including Stanford as a partner.

2. The JPB will determine, in its sole discretion, the contents of the final Business Plan, including the inclusion or exclusion of any Work Product or any portion or derivative work thereof and Stanford shall not be liable for any of the decisions made by the JPB.

3. The JPB will coordinate and participate in meetings as set forth in Section III.

4. The JPB will provide guidance and feedback to Stanford related to Stanford's development of any Work Product included in the Project Charter.
5. The JPB may contract with one or more third parties to complete any or all elements of the Business Plan.

C. Joint Responsibilities

1. The Parties agree to negotiate in good faith and execute a Project Charter that will memorialize further terms related to the roles and responsibilities and day-to-day cooperation of the Parties in developing the Business Plan.

2. The Parties agree to collaborate on identifying and developing external funding sources for the Business Plan. Either or both Parties may contract with one or more third parties to fund the Work Product and/or other elements of the Business Plan.

SECTION III MEETINGS

The Parties will actively participate in each occurrence of the following meetings unless both parties agree to change the schedule:

A. Stanford / JPB Coordination Meetings: Staff level meetings to be held not more than monthly between the JPB and Stanford to discuss specific coordination issues related to the partnership between the two entities and the coordination of Work Product development.

B. Partner Working Group Meetings: Staff level meetings to be held not more than monthly between the JPB, Stanford and other project partners to collectively review Work Product and to coordinate the month-to-month development of the project.

C. Project Stakeholder Meetings: Staff level meetings to be held not more than quarterly between the JPB, Stanford and a larger group of project partners, stakeholders, and community members to discuss and review the Business Plan.

D. Partner Executive Group Meetings: Chief executive-level meetings to be held not more than quarterly between the Executive Director of the JPB, the Vice
President of Lands, Buildings and Real Estate of Stanford and the chief executives of other project partners, or their designees, to discuss and review the Business Plan.

E. Other meetings as mutually agreed between the Parties.

SECTION IV
OWNERSHIP OF WORK

A. The Work Product is and will be the joint property of the JPB and Stanford. The JPB's use of Work Product in the development of the Business Plan does not grant Stanford any interest in the final Business Plan regardless of the amount or kind of Work Product Stanford provides, or the manner in which it is used. Stanford may use the Work Product for other purposes.

B. The JPB agrees to include, at Stanford's request, attribution in a form reasonably acceptable to Stanford in the Business Plan, and any portion or draft thereof, that contains Work Product or any portion or derivative work thereof.

SECTION V
EXCLUSIONS

Stanford will not undertake and will not provide to the JPB any Work Product under this Agreement that includes any of the following:

A. Analysis or recommendations directly relating to:
   1. Operational modeling of Caltrain service, including specific schedules or stopping patterns.
   2. Real estate or other financial interests held by Stanford.
   3. The JPB's Go-Pass program.

B. Stamped engineering drawings.
SECTION VI
FINANCIAL COMMITMENTS

Each Party will bear its own costs in the performance of this Agreement. Neither Party
incurs any financial obligation of any kind to the other Party by executing this
Agreement, or by providing or accepting any Work Product.

SECTION VII
REPRESENTATIONS

A. Stanford agrees not to issue any public announcements or press releases
regarding this Agreement or work performed thereunder without first obtaining
prior consent from the JPB.

B. The JPB agrees not to issue any public announcement or press releases
regarding this Agreement or Stanford’s participation in the development of the
Business Plan without first obtaining prior consent from Stanford.

C. Neither Party may represent that the Business Plan, any Work Product, or any
portion, draft, or derivative work thereof, is the product of a partnership between
the Parties without the prior consent of the other Party.

SECTION VIII
INDEMNIFICATION

A. Stanford will indemnify, keep and save harmless the JPB, the City and County of
San Francisco, the San Mateo County Transit District, the Santa Clara Valley
Transportation Authority, the San Mateo County Transportation Authority, the
San Francisco County Transportation Authority, TransitAmerica Services, Inc.,
the Union Pacific Railroad Company, and any successor railroad operator of
record, and their respective directors, supervisors, officers, agents and
employees against any and all suits, claims or actions arising out of any
allegation that materials or services provided by Stanford under this Agreement
infringe or violate any copyright, trademark, patent, trade secret, or any other
intellectual property or proprietary right of any third party.
Stanford further agrees to defend any and all such actions, suits or claims and pay all charges of attorneys and all other costs and expenses of defense as they are incurred. If any judgment is rendered against the JPB or any of the other individuals enumerated above in any such action, Stanford will, at its expense, satisfy and discharge the same. This indemnification will survive termination or expiration of the Agreement.

B. The JPB will indemnify, keep and save harmless Stanford and its trustees, officers, agents and employees against any and all suits, claims or actions arising out of (1) any allegation that materials or services provided by the JPB under this Agreement infringe or violate any copyright, trademark, patent, trade secret, or any other intellectual property or proprietary right of any third party or (2) any allegation of any harm or damage as a result of any actions or decisions made by JPB under this agreement.

The JPB further agrees to defend any and all such actions, suits or claims and pay all charges of attorneys and all other costs and expenses of defense as they are incurred. If any judgment is rendered against Stanford or any of the other individuals enumerated above in any such action, the JPB will, at its expense, satisfy and discharge the same. This indemnification will survive termination or expiration of the Agreement.

SECTION IX
MISCELLANEOUS

A. Amendment. This Agreement may be amended only by mutual written consent of the Parties.

B. Successors. This Agreement is to be binding upon each Party and any successors or assigns thereof. Neither party may assign nor transfer any part of this Agreement without the written consent of the other. Any attempt to violate the restriction in the prior sentence is void.

C. Third Parties. This Agreement does not confer any benefits on any third party.
D. Governing Law. This Agreement will be construed and its performance enforced under California law.

E. Venue. In the event that a suit is brought by either Party to this Agreement, the Parties agree that venue will be exclusively vested in the State courts of the County of San Mateo or, if federal jurisdiction is appropriate, exclusively in the United States District Court for the Northern District of California, in San Jose, California.

F. Entire Agreement. The Agreement constitutes the entire agreement between the Parties pertaining to the subject matter contained herein and supersedes all prior or contemporaneous agreements, representations and understanding of the Parties relative hereto. The Recitals above and the attached Exhibit A are made a part of this Agreement as if set forth in full herein. In the event of any conflict between this Agreement and Exhibit A, this Agreement prevails. This Agreement cannot be modified except by a writing signed by both parties.

G. Notices. Any notice required to be given by either Party, or which either Party may wish to give, must be in writing and served either by personal delivery or sent by certified or registered mail, postage prepaid, addressed as follows:

   To the JPB: Peninsula Corridor Joint Powers Board
                Attn: Jim Hartnett
                1250 San Carlos Avenue
                San Carlos, CA 94070

   To Stanford: ____________________
                ____________________
                ____________________

Notice will be deemed effective on the date personally delivered or, if mailed, three days after deposit in the United States mail.

H. Severability. If any term, covenant, condition, or provision of this Agreement, or the application thereof to any person or circumstance, is to any extent held by a court of
competent jurisdiction to be invalid, void or unenforceable, the remainder of the terms, covenants, conditions and provisions of this Agreement, or the application thereof to any person or circumstance, will remain in full force and effect and will in no way be affected, impaired or invalidated thereby.

I. No Waiver. The failure of either Party to insist upon the strict performance of any of the terms, covenants or conditions of this Agreement will not be deemed a waiver of any right or remedy that either Party may have, and will not be deemed a waiver of their right to require strict performance of all of the terms, covenants, and conditions thereafter.

J. Relationship of the Parties. This is an agreement by and between independent contractors and is not intended to and does not create the relationship of agent, servant, employee, partnership, joint venture or association, or any other relationship whatsoever other than that of independent contractor.

K. Counterparts. This Agreement may be executed in counterparts.

L. Warranty of Authority to Execute Agreement. Each Party to this Agreement represents and warrants that each person whose signature appears hereon has been duly authorized and has the full authority to execute this Agreement on behalf of the entity that is a Party to this Agreement.
IN WITNESS WHEREOF, the Parties hereto have executed this Agreement on the day first mentioned above.

PENINSULA CORRIDOR JOINT POWERS BOARD

By: __________________________
    Jim Hartnett, Executive Director

LELAND STANFORD JUNIOR UNIVERSITY

By: __________________________
    Name: __________________________
    Its: _____________________________

ATTESTED BY:

By: __________________________
    Board Secretary

APPROVED AS TO FORM:

By: __________________________
    Attorney for the JPB
Caltrain Business Plan

Project Update

Board of Directors
April 5, 2018
Agenda Item 9
Overview

• Funding Update
• Partnership with Stanford
• Next Steps
Project Funding Approach

- Large-scale technical project with total funding needs estimated at $5 million
- Project cash flowing is assumed
- Caltrain seeking funds from multiple different sources including both direct support or in-kind technical assistance

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>Amount Sought ($ or equivalent)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Caltrain Member Agencies</td>
<td>Up to $500,000 each ($1.5 million total)</td>
</tr>
<tr>
<td>CHSRA</td>
<td>Up to $500,000 of in-kind assistance</td>
</tr>
<tr>
<td>CalSTA (TIRCP)</td>
<td>$1,000,000 or balance needed from public sources</td>
</tr>
<tr>
<td>Private Assistance</td>
<td>$2,000,000 of in-kind assistance</td>
</tr>
</tbody>
</table>
Project Funding Status

• Funds Allocated
  – San Mateo County TA has conditionally allocated $500,000 (to be matched by other partners)

• Funding Discussions in Progress
  – Matching funds and resources from VTA and San Francisco
  – Technical resource sharing through CHSRA
  – Technical assistance from private sector

• Funding TBD
  – TIRCP funding through CalSTA

• Confirmation of funding expected by end of April
Stanford Partnership Proposal

• Caltrain and Stanford will work collaboratively as part of an integrated project structure to deliver the scope of work adopted by the JPB

• Specifically Stanford will:
  – Provide technical assistance to support the planning process both directly and through 3rd party contractors
  – Participate in stakeholder and project partner meetings
  – Work with Caltrain to identify additional resources and funding for the Business Plan

• Agreement is for technical assistance- not a financial contribution
Project Structure

JPB
- Ad Hoc Committee
- Citizen’s Advisory Committee
- External Review Committee
- Partner GM Group
- Project Stakeholder Committee
- Project Partner Committee

Jim Hartnett

Internal Project Team

Local Policy Maker Group Group
City / County Staff Coordinating Group

Technical & Outreach Consultants
Proposed Actions

• Authorize Executive Director to enter into an MOU with Stanford

• Authorize Executive Director to enter into funding agreements with partner agencies or their designees, for the Peninsula Corridor Joint Powers Board (JPB) to receive up to a total of $1.5 million in funding and in-kind support for the development of the Caltrain Business Plan.

• Increase (FY) 2017-18 Capital Budget by $1.5 million to $72,823,295 to accommodate anticipated receipt of partner contributions to the Business Plan
Next Steps

• Finalize funding arrangements
• Proceed with contractor procurement and development of detailed work scopes
• Begin technical work
RESOLUTION NO. 2018 -
BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

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AUTHORIZING THE EXECUTION OF A MEMORANDUM OF UNDERSTANDING WITH LELAND STANFORD JUNIOR UNIVERSITY AND THE EXECUTION OF FUNDING AGREEMENTS TO RECEIVE UP TO $1.5 MILLION OF MEMBER AGENCY SUPPORT FOR THE DEVELOPMENT OF THE CALTRAIN BUSINESS PLAN, AND AMENDING TO INCREASE THE FISCAL YEAR 2018 CAPITAL BUDGET BY $1.5 MILLION FOR A TOTAL CAPITAL BUDGET OF $72,823,295

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) is the owner and managing authority of the Peninsula Rail Corridor between San Francisco and San Jose and is responsible for the delivery of the Caltrain passenger rail service operating between San Francisco and Gilroy; and

WHEREAS, the JPB seeks to develop a Caltrain Business Plan (Business Plan) that explores economic, policy, and technical approaches that will allow the JPB to identify a long-term service vision for how the railroad will grow in a way that generates value and minimizes impacts, and to identify options for how the Caltrain organization can evolve to support the service vision; and

WHEREAS, at its February 1, 2018 meeting, the Board of Directors of the JPB (Board) approved a set of Business Strategy Principles and a Scope of Work for the Business Plan; and

WHEREAS, staff has developed an approach to deliver the Business Plan that relies on a partnership with Leland Stanford Junior University (Stanford) as well as financial support from multiple public sources; and

WHEREAS, Stanford desires to provide in-kind technical assistance support for the development of the Business Plan; and

WHEREAS, staff has prepared a memorandum of understanding outlining the structure of a partnership through which Stanford and the JPB can collaborate on developing the Business Plan, attached hereto as Exhibit A (Stanford MOU); and

WHEREAS, the Executive Director recommends and the Staff Coordinating Council concurs that the Board authorize the Executive Director, or his designee, to execute the Stanford MOU to support the development of the Business Plan; and
WHEREAS, the JPB anticipates partnering with and receiving both monetary and in-kind support from the JPB’s three member agencies (the San Mateo County Transit District, the City and County of San Francisco and the Santa Clara Valley Transportation Authority), or their designees, in the amount of up to $1.5 million to develop the Business Plan; and

WHEREAS, the Executive Director recommends and the Staff Coordinating Council concurs that the Board authorize the Executive Director, or his designee, to execute funding agreements for acceptance of up to $1.5 million in monetary and in-kind assistance from the JPB member agencies and their designees in support of the Business Plan; and

WHEREAS, the JPB’s Joint Powers Agreement requires approval of a capital budget; and

WHEREAS, pursuant to Resolution No. 2017-24, the Board adopted a Fiscal Year (FY) 2018 Capital Budget of $64,959,720, which was amended most recently pursuant to Resolution 2017-65 to increase the budget to $71,323,295; and

WHEREAS, the Executive Director recommends and the Staff Coordinating Council concurs that the Board amend to increase the FY2018 Capital Budget from $71,323,295 to $72,823,295.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby authorizes the Executive Director, or his designee, to enter into a Memorandum of Understanding with Leland Stanford Junior University, in a form substantially similar to Exhibit A, to establish a partnership through which the parties will collaborate on the development of the Caltrain Business Plan; and

BE IT FURTHER RESOLVED, that the Board authorizes the Executive Director, or his designee, to enter into funding agreements with the San Mateo County Transit District, the City and County of San Francisco and the Santa Clara Valley Transportation Authority, or their designees, for the Peninsula Corridor Joint Powers Board to receive up to a total of $1.5 million in funding and in-kind support for the development of the Business Plan.

BE IT FURTHER RESOLVED, that the Board amends the Fiscal Year 2018 Capital Budget to increase it by $1.5 million from $71,323,295 to $72,823,295.
BE IT FURTHER RESOLVED, that the Board authorizes the Executive Director, or his
designee, to take such further actions as may required to give effect to this resolution.

Regularly passed and adopted this 5th day of April, 2018 by the following vote:

AYES:

NOES:

ABSENT:

______________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

______________________________
JPB Secretary
AGENDA ITEM #11
APRIL 5, 2018

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board
THROUGH: Jim Hammett
Executive Director
FROM: Michelle Bouchard
Chief Officer Rail

SUBJECT: ADOPTION OF A NEGATIVE DECLARATION FOR THE SAN MATEO SET OUT TRACK-25TH AVENUE GRADE SEPARATION PROJECT

ACTION
Adopt the Negative Declaration for the San Mateo Set Out Track Project (Project) and approve the construction of a Set Out Track in San Mateo on the Caltrain corridor.

SIGNIFICANCE
The purpose of the proposed Project is to replace the set out track located at 28th Avenue in the City of San Mateo, which was removed to facilitate the construction of the 25th Avenue Grade Separation project. The set out track is necessary to create a storage space for track maintenance equipment, including hi-rail trucks of various sizes, tampers, regulators, stabilizers, ballast cars, and flat cars. The proposed project would improve the efficiency of track maintenance operations. Equipment would be stored during the day shift or night shift on an as needed basis. The setout track would likely be used approximately one to two days per week by maintenance crews.

The Peninsula Corridor Joint Powers Board (JPB) has completed operational analyses that indicate the need for the setout track south of the interlocking CP Palm in San Mateo. The set out track would be positioned to the west of the existing mainline tracks, extending approximately 1,000 feet. The northern limit of the setout track would be Tenth Avenue, and it would extend to 200 feet from 14th Avenue. The Project would also include a gravel access road from 11th Avenue to 14th Avenue, fencing, utility relocations, drainage modifications and tree trimming. The proposed Project would be built on the existing JPB right-of-way.

BUDGET IMPACT
There is no impact on the budget.

BACKGROUND
The proposed Project area is located in an urban environment in the City of San Mateo, restricted to the existing active railroad right-of-way. The existing right-of-way contains two mainline tracks. No reconfiguration of the main operating tracks is associated with
the proposed Project, with the exception of the installation of a turnout (connection) to southbound mainline (MT2) tracks.

Construction of the proposed Project is estimated to take approximately 4 months and is anticipated to begin in summer 2018.

An environmental review process is being implemented to fulfill the State requirements under the California Environmental Quality Act (CEQA).

To comply with CEQA, JPB has prepared and published an Initial Study/ Negative Declaration (ND) document which has been circulated for public review. The Final ND document will be presented to the Board for adoption at the April Board meeting.

Prepared by: Rafael Bolon 650.622.7805
Deputy Director Capital Delivery Program

Hilda Lafebre 650.622.7842
Manager, Capital Project and Environmental Planning
RESOLUTION NO. 2018 -

BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

*   *   *

ADOPTING NEGATIVE DECLARATION AND APPROVING THE SAN
MATEO SET OUT TRACK PROJECT-25th Avenue Grade Separation

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) owns the railroad right of way between San Francisco and San Jose and operates commuter rail service between San Francisco and Gilroy; and

WHEREAS, the JPB is constructing a grade separation project at 25th Avenue in San Mateo; and

WHEREAS, the 25th Avenue Grade Separation Project includes the relocation of the Caltrain Hillsdale Station and the installation of new grade-separated crossings at 28th and 31st Avenues; and

WHEREAS, to facilitate the construction of the 28th Avenue crossing, the JPB was required to remove the set out track located in that area; and

WHEREAS, the set out track is necessary to provide a storage space for track maintenance equipment, including hi-rail trucks of various sizes, tampers, regulators, stabilizers, ballast cars, and flat cars; and

WHEREAS, in order to maintain efficient operations of the Caltrain’s rail service and support track maintenance activities, the set out track needs to be relocated to the area between 10th Avenue and 14th Avenue in San Mateo; and

WHEREAS, the JPB has prepared an Initial Study (IS) of the possible environmental effects of the proposed San Mateo Set Out Track Project (Project); and
WHEREAS, the IS concluded that the Project would not have a significant effect on the environment and therefore recommended that a Negative Declaration (ND) be prepared by the JPB; and

WHEREAS, the JPB published a notice of availability of the draft IS/ND and invited comments thereon until February 19, 2018; and

WHEREAS, no comments were received during the public comment period.

NOW, THEREFORE, BE IT RESOLVED the Peninsula Corridor Joint Powers Board of Directors:

1. Hereby finds that, in order to maintain efficient and reliable commuter rail services, it is necessary to proceed with the San Mateo Set Out Track Project; and

2. Hereby finds and declares that, based upon its independent judgment following review of the Initial Study and proposed Negative Declaration and consideration of the record of the Project as a whole, there is no evidence before the Board that the proposed Project will have a significant effect upon the environment; and

3. Hereby finds that the Project will not have a significant effect on the environment, and therefore adopts the Negative Declaration; and

BE IT FURTHER RESOLVED the JPB Secretary is directed to file a Notice of Determination promptly with the County Clerk of San Mateo County and the State Clearinghouse; and

BE IT FURTHER RESOLVED that the San Mateo Set Out Track Project is hereby approved; and
BE IT FURTHER RESOLVED the record of this action shall be maintained by the Board Secretary at the JPB’s offices at 1250 San Carlos Avenue in San Carlos, CA.

Regularly passed and adopted this 5th day of April, 2018 by the following vote:

AYES:

NOES:

ABSENT:

________________________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

________________________________________
JPB Secretary