AGENDA

PENINSULA CORRIDOR JOINT POWERS BOARD
Bacciocco Auditorium, 2nd Floor
1250 San Carlos Avenue, San Carlos CA 94070

June 3, 2010 – Thursday 10:00 a.m.

1. Pledge of Allegiance

2. Call to Order/Roll Call

3. Fiscal Emergency Declaration
   a) Public Hearing to Declare a Fiscal Emergency for the Peninsula Corridor Joint Powers Board for Fiscal Year 2011
   b) Declaration of Fiscal Emergency for Fiscal Year 2011

4. Public Comment
   Public comment by each individual speaker shall be limited to two minutes

5. Consent Calendar
   Members of the public or Board may request that an item under the Consent Calendar be considered separately
   a) Approval of Minutes of May 6, 2010
   b) Authorize Filing an Application to Receive $1,250,000 of Fiscal Year 2010 Federal Railroad Administration Railroad Research and Development Earmark Funds for the Caltrain Positive Train Control/Communications Based Overlay Signal System Project
   c) Authorize Entering into a Funding Agreement in the Amount of $4,943,089 with Caltrans for Seismic Retrofit Work on Four Caltrain Bridges in the City of San Mateo
   d) Authorize the Execution of the Memorandum of Understanding with the Metropolitan Transportation Commission for the Operations and Maintenance of the ClipperSM Fare Collection System

6. Chairperson’s Report

7. MTC Liaison Report

8. Report of the Citizens Advisory Committee

9. Report of the Executive Director
   a) Caltrain Performance Report – April 2010
   b) Peninsula Rail Program Update
10. Acceptance of Statement of Revenues and Expenses for April 2010  MOTION

11. Update on Proposed Fiscal Year 2011 Operating Budget  INFORMATIONAL

12. Update on Proposed Fiscal Year 2011 Capital Budget  INFORMATIONAL

13. Authorize a Budget Amendment to the Fiscal Year 2010 Capital Budget in the Amount of $47 Million from $158,861,042 to $205,861,042 for the San Bruno Grade Separation Project  RESOLUTION

14. Authorize Approval of Bid Documents and Execute a Contract for Fuel Hedging Program  RESOLUTION

15. Legislative Update  INFORMATIONAL

16. Quarterly Capital Progress Report  INFORMATIONAL

17. Correspondence

18. Board Member Requests

19. General Counsel Report

20. Date/Time of Next Meeting
   Thursday, July 1, 2010, 10 a.m. at San Mateo County Transit District Administrative Building, Bacciocco Auditorium, 2nd Floor, 1250 San Carlos Avenue, San Carlos, CA 94070

21. 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 650.508.6242. Agendas are available on the JPB Website at [www.caltrain.com](http://www.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 Ave., San Carlos, which is located one block west of the San Carlos Caltrain Station on El Camino Real. The building is also accessible by SamTrans bus Routes: 260, 295, 390, 391, and KX.

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 6 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.
AGENDA ITEM # 3 (b)  
JUNE 3, 2010  

PENINSULA CORRIDOR JOINT POWERS BOARD  
STAFF REPORT  

TO: Joint Powers Board  
THROUGH: Michael J. Scanlon  
Executive Director  
FROM: Gigi Harrington  
Deputy CEO  
SUBJECT: FISCAL EMERGENCY DECLARATION  

ACTION  
Staff Coordinating Council (SCC) recommends that the Board of Directors declare a fiscal emergency under the California Public Resources Code section 21080.32 and California Environmental Quality Act (CEQA) implementing guidelines, Title 14 of the California Code of Regulations section 15285 for Fiscal Year 2011, in light of the following considerations:  

1. The JPB, as it has in the previous several fiscal years, utilized one-time sources of funds to balance the FY2010 budget. Staff has reviewed various options to balance the FY2011 budget, including scenarios to reduce service levels and increase fares.  
2. When a transit agency’s revenues are insufficient to fund operations and facilities, the CEQA provides a statutory exemption from environmental review to any public service, program, project or activity for reducing or eliminating services and for initiating or increasing fees, rates or charges through declaration of a fiscal emergency.  
3. The criterion for declaring a fiscal emergency is that the transit agency expects to have negative working capital within one year from the date of the declaration. The amount of unrestricted net assets is estimated to be a negative $6.6 million at the end of FY2011 and is insufficient to support current service levels. This analysis is included in Attachment A.  
4. At its May 6 meeting, the JPB called for a public hearing on the issue of a JPB fiscal emergency to be held on June 3.  
5. On May 20, the public notice was published in the San Francisco Chronicle and the San Jose Mercury News.  
6. At JPB’s June 3 Board of Directors meeting, the JPB will hold a public hearing and receive testimony regarding the intended declaration of a fiscal emergency.
7. Comments received during the public hearing, via e-mail, phone and US post will be considered today by the JPB Board along with staff’s responses to these comments.

8. The JPB Board will respond to public comments, today, at the June 3 meeting. At the same meeting, staff will request the JPB Board to consider a declaration of fiscal emergency caused by a projected failure within one year of revenues to adequately fund programs and facilities for FY2011, which begins July 1, 2011, as defined in the California Public Resources Code section 21080.32.

**SIGNIFICANCE**

For the past several years, the JPB has balanced its budget using one-time funding sources that are now depleted making the funding of operations for fiscal year 2011 particularly challenging. In addition, the JPB partners continue to experience reductions in their traditional essential sources of revenues largely attributable to the ongoing global recession. The overall projected shortfall for the FY2011 budget proposed at the May 6 Board meeting is $12.5 million. To plan for the worst-case scenario, the SCC has recommended that the JPB undertake the process outlined in the California Environmental Quality Act (CEQA) for declaring a fiscal emergency. If a fiscal emergency is declared, the JPB can pursue appropriate service scenarios for the FY2011 budget, including reductions in service and increases in fees, rates and charges in compliance with applicable laws and regulations.

According to the CEQA, a reduction in transit service typically requires an evaluation of the potential environmental impact or an environmental review of the specified changes to public transit service. However, the requirement for an environmental review is exempted when a fiscal emergency has been declared. (California Public Resources Code section 21080.32; 14 Code of California Regulations section 15285).

Staff is completing a comprehensive review of both revenue and expense options and is developing a proposal to balance the FY2011 budget. The proposed balanced budget for FY2011 is anticipated to require both increases in revenues and reductions in service.

**BUDGET IMPACT**

There is minimal budget impact directly associated with the declaration of a fiscal emergency. Should the Board choose to declare a fiscal emergency after consideration of public comment and staff’s responses, staff will present a revised proposed FY2011 budget incorporating the results of reduced service for consideration by the Board.

**BACKGROUND**

A fiscal emergency is deemed to exist if the transit agency is projected to have negative working capital within one year from the date the fiscal emergency is declared. To calculate available working capital, the transit agency adds together all unrestricted cash, unrestricted short-term investments and unrestricted short-term accounts receivable and then subtracts unrestricted accounts payable, where applicable. Excluded from the calculation of available working capital are employee retirement funds, including Internal Revenue Code Section 457 deferred compensation plans and Section 401(k) plans, health insurance reserves, bond payment reserves, workers’ compensation reserves, and insurance reserves.
At the JBP’s May 6 Board of Director’s meeting, following a report on the agency’s financial status, the Board concluded that there were significant financial issues regarding the FY2011 budget and called for a public hearing to hear public testimony regarding the declaration of a fiscal emergency. The purpose of the hearing is to present detailed information that confirms that a fiscal emergency exists and to provide an opportunity for the public to comment on the proposed declaration of fiscal emergency.

Prepared by: Ladi Bhuller, Manager, Budgets 650.508.7755
### NET ASSETS VIEW

*see footnote below*

Calculated per annual audited financial statement principles

<table>
<thead>
<tr>
<th>UNRESTRICTED NET ASSETS - June 30, 2009</th>
<th>$</th>
<th>10,974,067</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reserves programmed in FY2010</td>
<td>$</td>
<td>(5,095,412)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>UNRESTRICTED NET ASSETS - June 30, 2010</th>
<th>$</th>
<th>5,878,655</th>
</tr>
</thead>
<tbody>
<tr>
<td>Farebox Revenue</td>
<td>$</td>
<td>43,353,719</td>
</tr>
<tr>
<td>Parking Revenue</td>
<td>$</td>
<td>2,271,159</td>
</tr>
<tr>
<td>Shuttles</td>
<td>$</td>
<td>1,505,578</td>
</tr>
<tr>
<td>Rental Income</td>
<td>$</td>
<td>1,696,200</td>
</tr>
<tr>
<td>Other Income</td>
<td>$</td>
<td>2,435,440</td>
</tr>
<tr>
<td><strong>FY2011 Operating Revenue</strong></td>
<td>$</td>
<td>51,262,096</td>
</tr>
</tbody>
</table>

| AB-434-Peninsula Feeder Shuttle        | $            | 1,000,000  |
| Operating Grants                       | $            | 5,000,000  |
| JPB Member Agencies                    | $            | 25,434,226 |
| Other Sources                          | $            | 6,000,000  |
| **FY2011 Contributions Revenue**      | $            | 37,434,226 |
| **FY2011 Maintenance Funding**        | $            | 1,196,277  |

| TOTAL FY2011 SOURCES                  | $            | 89,892,599 |

- Contract Operating & Maintenance
- Operator Transition Costs
- Shuttle Service
- Fuel
- Timetables & Tickets
- Insurance
- Facilities and Equipment Maintenance
- Utilities
- Services

| FY2011 Operating Expense              | $            | 91,045,266 |

- Wages & Benefits
- Board Of Directors
- Professional Services
- Communications and Marketing
- Other Office Expense and Services

| FY2011 Administrative Expense        | $            | 10,252,229 |
| FY2011 Debt Service                  | $            | 1,102,875  |

| TOTAL FY2011 USES                    | $            | 102,400,370|

| FY2011 DEFICIT                       | $            | (12,507,771)|
| UNRESTRICTED NET ASSETS - June 30, 2011 | $            | (6,629,116)|

* Footnote: This presentation is consistent with the JPB's audited financial statements, which are based on generally accepted governmental accounting principles. An alternative view based on a statutory definition of working capital is available upon request. Both views demonstrate the existence of a fiscal emergency for JPB FY2011 operations.
### JPB Fiscal Emergency Worksheet

**WORKING CAPITAL VIEW *see footnote below**

*Calculated per definitions contained in CEQA exemption*

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash &amp; cash equivalents</td>
<td>16,295,095</td>
</tr>
<tr>
<td><strong>Exclusions:</strong></td>
<td></td>
</tr>
<tr>
<td>Farebox bonds payable - long-term</td>
<td>(1,024,131)</td>
</tr>
<tr>
<td>Self-insurance claims - long-term</td>
<td>(2,864,981)</td>
</tr>
<tr>
<td>Restricted member contributions - capital</td>
<td>(11,199,906)</td>
</tr>
<tr>
<td>Prepaid expenses</td>
<td>30,000</td>
</tr>
<tr>
<td><strong>FY09 Unrestricted Cash Equivalents</strong></td>
<td>$1,236,077</td>
</tr>
<tr>
<td>Current investments</td>
<td>4,750,970</td>
</tr>
<tr>
<td><strong>FY09 Unrestricted Short term investments</strong></td>
<td>$4,750,970</td>
</tr>
<tr>
<td>Due from govt agencies</td>
<td>16,310,759</td>
</tr>
<tr>
<td>Receivables from members</td>
<td>2,047,126</td>
</tr>
<tr>
<td>Accounts receivable - other</td>
<td>2,726,537</td>
</tr>
<tr>
<td><strong>FY09 Unrestricted Accounts Receivable</strong></td>
<td>$21,084,422</td>
</tr>
<tr>
<td><strong>TOTAL WORKING CAPITAL SOURCES</strong></td>
<td>$27,071,469</td>
</tr>
<tr>
<td>Accounts payable &amp; accrued liabilities</td>
<td>16,245,744</td>
</tr>
<tr>
<td>Interest payable</td>
<td>275,719</td>
</tr>
<tr>
<td>Self-insurance claims liabilities</td>
<td>421,866</td>
</tr>
<tr>
<td>Deferred revenue</td>
<td>6,665,607</td>
</tr>
<tr>
<td>Current portion farebox bonds payable</td>
<td>-</td>
</tr>
<tr>
<td>Other liabilities</td>
<td>73,326</td>
</tr>
<tr>
<td>Member contributions payable</td>
<td>199,739</td>
</tr>
<tr>
<td><strong>FY09 Unrestricted Accounts Payable</strong></td>
<td>$23,882,001</td>
</tr>
<tr>
<td><strong>TOTAL WORKING CAPITAL USES</strong></td>
<td>$23,882,001</td>
</tr>
<tr>
<td><strong>WORKING CAPITAL - June 30, 2009</strong></td>
<td>$3,189,468</td>
</tr>
<tr>
<td>Reserve programmed in FY2010</td>
<td>$(5,095,412)</td>
</tr>
<tr>
<td>Less: FY2010 Deficit</td>
<td>-</td>
</tr>
<tr>
<td><strong>WORKING CAPITAL - June 30, 2010</strong></td>
<td>$(1,905,944)</td>
</tr>
<tr>
<td>Less: FY2011 Deficit</td>
<td>$(12,507,771)</td>
</tr>
<tr>
<td><strong>WORKING CAPITAL - June 30, 2011</strong></td>
<td>$(14,413,715)</td>
</tr>
</tbody>
</table>

* Footnote: This presentation is consistent with the CEQA definition of working capital for the purpose of determining a fiscal emergency. An alternative view based on the JPB's audited financial statements and generally accepted governmental accounting principles is available upon request. Both views demonstrate the existence of a fiscal emergency for JPB FY2011 operations.
RESOLUTION NO. 2010-

PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA
* * *

DECLARING A FISCAL EMERGENCY UNDER THE CALIFORNIA ENVIRONMENTAL QUALITY ACT FOR FISCAL YEAR 2011

WHEREAS, the Peninsula Corridor Joint Powers Board (“JPB”) faces a financial crisis of significant proportions necessitating consideration of a declaration of fiscal emergency as that term is defined in the California Environmental Quality Act (“CEQA”); and

WHEREAS, the challenges faced by JPB member agencies to maintain their annual operating subsidies for FY 2011 fundamentally due to the effects of the ongoing global recession on their traditional essential sources of revenue; and

WHEREAS, one of the consequences of the fiscal emergency faced by the JPB is the need to consider possible reductions in overall Caltrain service; and

WHEREAS, although a reduction in transit service normally requires an evaluation of the potential environmental impact of such reductions, CEQA provides a statutory exemption for the reduction or elimination of existing transit service, facilities, programs or activities by a transit agency as a result of a declared fiscal emergency caused by failure of agency revenues to sufficiently fund programs and facilities; and

WHEREAS, a fiscal emergency exists when an agency is projected to have “negative working capital” within one year from the date the agency declares that a fiscal emergency exists; and
WHEREAS, based on current service levels, the JPB’s fiscal year 2011 budget projects an anticipated deficit in working capital of $14.4 million and an unrestricted net asset balance of negative $6.6 million; and

WHEREAS, on May 6, 2010, the JPB was provided with a report of the agency’s financial status, and based thereon, the Board concluded there was justification to call for a public hearing regarding the possible declaration of a fiscal emergency; and

WHEREAS, on June 3, 2010, the JPB held a public hearing to present detailed information confirming the existence of a fiscal emergency and provide the public an opportunity to comment on the proposed declaration of fiscal emergency; and

WHEREAS, the JPB has considered all comments received at the public hearing and via e-mail, phone and US post, and has responded to those comments orally during the public hearing on June 3, 2010; and

WHEREAS, the JPB has received staff’s analysis, reviewed public comments and staff responses to those comments, and has further considered the financial condition of the JPB.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board, in performing its responsibilities under CEQA, finds and declares that a “Fiscal Emergency” exists within the definition of section 21080.32 of the California Public Resources Code and the implementing regulations and guidelines promulgated there under, in that the JPB is predicted to have negative working capital within one year from the date of this Resolution; and
BE IT FUTHER RESOLVED that the Peninsula Corridor Joint Powers Board finds that the reduction or elimination of existing Caltrain service resulting from the aforementioned fiscal emergency is statutorily exempt from CEQA review and that the Executive Director is authorized to take any necessary steps, including filing of a Notice of Exemption, to further comply with CEQA relative to this action.

Regularly passed and adopted this 3rd day of June, 2010 by the following vote:

AYES:

NOES:

ABSENT:

Chair, Peninsula Corridor Joint Powers Board

ATTEST:

JPB Secretary
MEMBERS PRESENT:  O. Ahmad, M. Church, J. Cisneros, S. Elsbernd (Chair), N. Ford, D. Gage, A. Kalra, A. Lloyd, K. Yeager

MEMBERS ABSENT:  None

MTC LIAISON:  S. Lempert


Chair Sean Elsbernd called the meeting to order at 10:02 a.m. Director José Cisneros led the Pledge of Allegiance.

PUBLIC COMMENT
Steve Schmidt, Menlo Park, said he was the deciding vote for electrification being the highest priority for Caltrain when he was a director on the Joint Powers Board (JPB). It is the right policy for this Board to pursue.

Jeff Carter, Burlingame, urges the Board to stay with electrification and not depend on High Speed Rail (HSR). There needs to be dedicated funding for Caltrain. Cuts in Caltrain service only fuel the fire for those who want BART down the Peninsula and could affect people’s livelihoods.

Allan Ild, San Francisco, said in Mexico City, the only rights bicyclists have is their last rites. He thanked the Board for allowing bikes on Caltrain.

Pat Giorni, Burlingame, said Caltrain passengers going to the San Francisco International Airport must transfer to BART. The airport continues to operate the blue parking buses at the Millbrae Intermodal Station offering free rides for employees and passengers directly to the terminal. She recommends staff get in touch with airport staff and post information about the shuttle for Caltrain customers.

Vaughn Wolfe, Pleasanton, said a study was done in 1992 that electrification would be good for Caltrain. If Caltrain was electrified when the opportunity presented itself and was cheaper, Caltrain wouldn’t be in its current financial position.

Charles Vercelli, San Francisco, said he is a weekend rider and is concerned about the possibility of weekend service being cut.
Nadia Naik, Californians Advocating Responsible Rail Design (CARRD), said the Board needs to think carefully and be very explicit about Caltrain’s future needs when communicating with the California High Speed Rail Authority (CHSRA) and the public on the HSR project. The public has 30 days to respond to the Alternatives Analysis for HSR and none of the alternatives shown at this point include passing tracks for Caltrain. She said, under the plan, Caltrain will be handing over the passing tracks to HSR, giving up the option of express service and, therefore, will have no more bullet trains. Ms. Naik asked if the full range of possibilities is being considered. CARRD is concerned about the basic service and life of Caltrain.

Director Ash Kalra arrived at 10:16 a.m.

Bruce Jenkins, RailPac, said RailPac strongly supports Caltrain and electrification. The criticism from self-appointed experts and NIMBYs (Not in My Back Yard) on the operation of Caltrain has become exceedingly offensive. RailPac commends staff for the exemplary work and progress the past few years considering the continuous funding situation.

Andy Chow, Bay Rail Alliance, said Bay Rail Alliance is disappointed the Board didn’t approve the electrification Environmental Impact Report (EIR) last month. Bay Rail Alliance believes Caltrain has met the legal requirement for environmental clearance, which is the basis for approving the EIR. He believes staff can work with the community to ease their concerns on the EIR.

CONSENT CALENDAR
Approval of Minutes of April 1, 2010

Chair Elsbernd asked that the minutes be removed from the consent calendar due to an error. On page seven, sixth bullet, the correct amount is $400 million, not $40 million.

The Board approved the corrected minutes (Gage/Ford).

Chair Elsbernd asked that agenda items 17 and 18 be moved to the consent calendar.

a. Authorize Executing Purchase Orders of Over $100,000 for Information Technology License Renewals, Maintenance Services and Professional Services for Fiscal Year (FY) 2011 for an Aggregate Not-to-Exceed Amount of $700,000
b. Authorize Execution of Purchase Orders for Technical Related Products and Services to Vendors Under Cooperative Purchasing Programs for an Aggregate Not-to-Exceed Amount of $300,000 for FY2011

The Board approved the consent calendar (Gage/Ford).

CHAIRPERSON’S REPORT
No report

METROPOLITAN TRANSPORTATION COMMISSION (MTC) LIAISON REPORT
MTC Liaison Sue Lempert said Caltrain needs an ongoing source of funding and needs to address the immediate crisis. Before the partners agree to the 70 percent cut from each agency, they need to find some other way to get funding. She said the partners need to go to each of their
agencies and counties and see if there is some extra short-term funding that can be provided as part of the partner commitment. Ms. Lempert said Caltrain has a bright future and the Board can not let it die.

Public Comment
Ed DeLanoy, San Carlos, asked if Dumbarton Rail restoration is worth being financed as a homeland security priority.

Director Ken Yeager said Santa Clara Valley Transportation Authority (VTA) continues to support its funding of Caltrain and has no issue with keeping its contribution, but it is SamTrans that is cutting its contribution.

REPORT OF THE CITIZENS ADVISORY COMMITTEE (CAC)
CAC Chair John Hronowski reported the following on the April meeting:
1. In the Board reading file is a letter from the CAC supporting the adoption of the final EIR for the electrification program.
2. Executive Officer, Customer Service and Marketing Rita Haskin gave a presentation on TransLink and Executive Officer, Planning and Development Marian Lee and Manager Capital Projects and Environmental Planning Hilda Lafebre gave a presentation on the electrification update.
3. Director Art Lloyd was thanked for attending their meeting.

REPORT OF THE EXECUTIVE DIRECTOR
Executive Director Michael Scanlon reported:
- Thanked Ms. Naik and the CARRD group for their continuing work and advocating for what is right for the Peninsula. This Board owns this right of way and there is no deadline that anybody is going to give for what needs to be done on this railroad.
- Last month the Board simply deferred the acceptance of the EIR, which is a perfectly valid document.
- Monthly Performance Statistics – March 2010 compared to March 2009
  a. Total Ridership was 999,004, an increase of 0.5 percent.
  b. Average Weekday Ridership was 36,056, a decrease of 1.3 percent.
  c. Total Revenue was $3,501,706, an increase of 3.4 percent.
  d. On-time Performance was 96.7 percent, a decrease of 1.5 percent.
  e. Caltrain Shuttle Ridership was 5,465, a decrease of 13.7 percent.
- Year-to-date Performance Statistics ending March 2010 compared to March 2009
  f. Total Ridership was 8,860,131, a decrease of 7.4 percent.
  g. Average Weekday Ridership was 37,225, a decrease of 7.5 percent.
  h. Total Revenue was $31,311,119, a decrease of 3.1 percent.
  i. On-time Performance was 94.3 percent, a decrease of 1 percent.
  j. Caltrain Shuttle Ridership was 5,674, a decrease of 7.8 percent.
- The Request for Proposals (RFP) for a contractor to operate Caltrain was posted yesterday.
- There were two fatalities in April.
- Giants special event service continues to average about 4,100 riders per game.
- The Bikes on Board count and dwell study began in April and will continue through the end of May. This is the final phase of the bike improvement project. Staff is anticipating a final report to be completed in early July.
The application deadline for the Bicycle Advisory Committee (BAC) has been extended to May 14.

Bay to Breakers is May 16 and four extra trains will be operating for the event.

KFOG KaBoom has moved from the piers in San Francisco to Candlestick Park. Staff will monitor ridership during the day and make adjustments, if need be, for after the fireworks.

WebEx will be advertising at the San Francisco station for approximately four weeks beginning in mid-May. This will generate about $15,000 in revenue.

The reading file contains the latest Caltrain Connection, Take Ones for TransLink, Caltrain CAC recruitment and Bay to Breakers and the Safety and Security Report.

Caltrain’s fiscal problems principally are not Caltrain’s solely. The underlying problem is the partner agencies supporting Caltrain are in trouble and SamTrans is at the front of that line. SamTrans must reduce its contribution and expects the other partners to follow suit. At the heart of this problem are significantly lower sales tax revenues for all the partners and it is a cumulative effect of lower or no State transit funding. Caltrain has a very robust system, but it doesn’t have any dedicated revenues. The farebox recovery ratio for Caltrain is 43-44 percent and it is too good to abandon. This Board has to do what is right for the long-term. These fiscal issues are happening literally everywhere across this country. Public transportation is being cut at precisely the time it should be expanding. Going forward the railroad must be electrified and modernized. The financial crisis is big and if electrification happens it becomes half as big.

Peninsula Rail Program (PRP) Update

CHSRA Regional Manager Dominic Spaethling reported:

On April 8, the preliminary Alternatives Analysis document for the San Francisco-to-San Jose section was released. There have been seven workshops held to allow the community to hear a presentation about what is in the document, how to read it and provide feedback to staff.

This is a preliminary report and staff will report back the the CHSRA with a submittal report reflecting comments received.

There is no definite end date for the comment period for the Alternatives Analysis document. The goal is to have each city comment on the document. Another goal is to have the draft EIR out in December 2010.

Director Omar Ahmad asked whether the CHSRA has hired a new chief executive officer. Mr. Scanlon said an offer is being made to Roelof van Ark today.

Director Ahmad said the public has not been given the ability to understand the Alternatives Analysis process. He supports the reiterations, but the public has some expectation of when the next reiteration will be released. Director Ahmad would like to see this plan brought to the Board with full disclosure so the public knows what they can expect and he asked that the plan be presented by a marketing person, not an engineer.

Mr. Spaethling said that at the workshops, staff describes the alignment issues and discussions include the stations and locations for both High Speed Rail (HSR) and Caltrain. He said there are intermediary points for public comment and outreach between now and the draft document in December.

Director Don Gage said the biggest problem in southern Santa Clara County is the alignment.
Annual Passenger Counts
Deputy CEO Chuck Harvey made the following points:

- Headcounts are taken on every weekday train and averaged over a five-day period for average weekday ridership. Headcounts are taken on every weekend train for one weekend only.
- Northbound morning peak ridership was down 6.6 percent; midday was down 8.7 percent; the reverse southbound morning peak ridership was down 5.6 percent and evening ridership was up 3.8 percent. The net of all of these is a 6 percent decline in ridership.
- This was the first year since 2004 there was a decline in average weekday ridership.
- San Francisco and San Martin stations had an increase in ridership and 27 stations had a decrease in ridership.
- Ridership in San Francisco County remains flat and San Mateo and Santa Clara counties each had losses in ridership.
- Santa Clara County had the highest decrease in ridership, but still generates the most revenue.
- Gilroy ridership has decreased 27.6 percent since 2006.
- Average trip length increased slightly from 22.3 to 23 miles.
- Average weekday bicycle ridership decreased 8.9 percent.
- The top five bicycle boarding stations are San Francisco, Palo Alto, Mountain View, San Jose Diridon and Redwood City.
- Weekend ridership increased 1.1 percent.
- Ridership decreases are slightly less than expected given the local economic climate.
- The Fiscal Year (FY) 2011 budget remains challenging with a projected deficit.
- This data will be used to develop service suspension scenarios that impact the fewest number of customers, maintains service productivity and secures the largest cost reduction with the ability to reinstate service when possible.

Director Gage asked about Atherton ridership. Mr. Harvey said Atherton ridership is down for both Saturday and Sunday.

Public Comment
Pat Giorni, Burlingame, said it is great the Alternatives Analysis meetings are taking place, but the cost burden for these meetings is being put on the cities and municipalities. A few cities have asked to be reimbursed for the cost.

Ms. Lempert said she went to the community meeting at the San Mateo Library and was quite impressed with staff and the information that was available.

Mr. Scanlon said Congresswoman Jackie Speier wrote to CHSRA Chair Curt Pringle and asked if there was any way to help some of the cities with costs associated with the meetings.

Director Nat Ford said the San Francisco partners including the mayor of San Francisco, have had discussions on the partner commitment. He said the San Francisco Municipal Transportation Authority budget includes a significant reduction in the partner contribution, but staff is aggressively looking at obtaining additional funding for Caltrain. The ridership numbers speak to the importance of Caltrain in San Francisco.
ACCEPTANCE OF STATEMENT OF REVENUES AND EXPENSES FOR MARCH 2010
Deputy CEO Gigi Harrington said fare revenues are down, but overall revenues are slightly over budget due to payments from Union Pacific for track maintenance. On the expense side, there are savings from the fuel hedge program. Last week, fuel was $2.30 per gallon.

A motion (Gage/Cisneros) to accept the March statement was approved unanimously.

PRELIMINARY FISCAL YEAR 2011 OPERATING BUDGET
Ms. Harrington made the following points:
- The FY2011 budget builds upon the FY2010 budget with service levels remaining unchanged.
- Total revenue is $78.9 million, a decrease of $18.3 million. Fare revenue totals $43.4 million.
- Total expenses are $102.4 million with the rail operator contract being the largest expense at $59 million. Expenses increased $5.2 million.
- SamTrans has initiated a decrease in its contribution to the JPB and expects the other member agencies to decrease accordingly.
- JPB member agency contributions are projected to decrease due to the impact of State budget cuts on each member agencies’ revenues.
- To close the gap, staff is recommending using $5 million from State Transit Assistance (STA) funding and $6 million in savings from FY2010.
- There is a projected $12.5 million deficit for FY2011.
- Staff will be looking at a fare increase and possible service changes to include the closing of the ticket offices in San Francisco and San Jose; the Holiday Train; Gilroy service; midday, weekend and late night/early morning service.
- Increasing service is not an option because the diesel system is operating at maximum capacity within the existing service model.
- Caltrain is experiencing decreased ridership with the economic downturn.
- The system’s structural deficit will continue to increase and eventually threaten the entire Caltrain system without an ability to expand capacity and attract new riders with improved service.

Chair Elsbernd asked what the basis is for the reduction in total fare revenue in FY2011.
Ms. Harrington said she is using the current year-to-date number, which is under budget by about $600,000.

Chair Elsbernd asked about STA funding being used on the operating side and if is it safe to assume this is one-time funding or will this be an ongoing source of revenue. Mr. Scanlon said staff needs to be very cautious on this.

Director Ken Yeager said if member contributions were made would there still be a deficit.

Mr. Scanlon said SamTrans has a $28.5 million deficit and a large debt service for BART. The Caltrain operation is run at a 10 percent administrative cost with 40 employees. Director Yeager said he is not critical, but the partner agencies will feel the repercussions. Mr. Scanlon said the Chair has appointed a budget sub-committee consisting of Directors Mark Church, Ash Kalra and himself to discuss the financial issue. He said SamTrans can’t be funding regional rail trips
for upscale commuters by abandoning the bus riders. Last year SamTrans service was cut 7.5 percent, 60 people were laid off and fares were raised twice in the last two years.

Director Ford asked if the same level of partner contributions is projected for FY2012 or a lower amount. Ms. Harrington said she proportionately reduced the partner contributions to what SamTrans receives from the San Mateo County Transportation Authority.

Director Gage said VTA is okay this year but next year there is a $40 million gap and the only way to solve the budget issue is cutting wages and benefits. The VTA is looking at eliminating everything that doesn’t have to do with a train or bus.

Public Comment
Jeff Carter, Burlingame, said everyone is looking to save costs and the partners need to do whatever possible to find funding. He urged the Santa Clara County representatives to tell the full VTA board how much debt BART has produced for SamTrans. Mr. Carter asked if TransLink will reduce onboard fare collection costs.

Andy Chow, Bay Rail Alliance, said the Board needs to do everything they can to fill the budget gap for the next few years. He sits on the SamTrans CAC, and last year all express service was cut and passengers went to Caltrain. If Caltrain doesn’t run on weekends, the only alternative is local bus service.

Vaughn Wolfe, Pleasanton, said at one time there was authority given to the region for a regional gas tax and this may be the time to push for it.

Mr. Scanlon said it costs money to run the transit agencies and he doesn’t want to pit agencies against each other. The MTC is beginning a two-year sustainability study to look at all the transit systems and all the services. Ultimately, the voters may have to weigh in.

PRELIMINARY FISCAL YEAR 2011 CAPITAL BUDGET
Director of Budgets and Grants April Chan made the following points:

- The goals of the budget are:
  1. Invest in infrastructure and equipment improvements to maintain a system in a state of good repair.
  2. Continue work on the overall program management for the PRP and to coordinate planning and design efforts for the HSR system along the Caltrain corridor with the CHSRA.
  3. Provide funding to procure equipment to meet the Federal Communications Commission (FCC) mandate.

- The total proposed FY2011 Capital budget is $37.3 million.

- Some of the capital program/project highlights are:
  1. Continue design efforts for the Los Gatos Creek Bridge replacement project. The estimated cost of the project is $12.4 million.
  2. Rehabilitate track and related structures at an estimated cost of $7 million.
  3. Rehabilitate components of the current fleet of passenger cars and locomotives to ensure vehicles will operate reliably through the end of their useful lives. The estimated cost is $29.1 million.
4. Procure radio equipment to meet FCC mandates. The estimated budget for this project is $2.2 million.
5. Continue the Caltrain Safety Fencing Program at an estimated budget of $9 million.
6. Funding for ongoing program management and oversight for the PRP.
   • If the proposed budget is fully funded, $18.6 million is needed from the partner agencies.

CALL FOR A PUBLIC HEARING ON JUNE 3, 2010 TO DECLARE A FISCAL EMERGENCY FOR THE PENINSULA CORRIDOR JOINT POWERS BOARD FOR FISCAL YEAR 2011

Public Comment
Jeff Carter, Burlingame, said, hopefully, everything can be put on the table such as diverting capital costs into operating funds.

Director Ahmad asked about the budget process. Mr. Scanlon said in a normal year, staff would present a preliminary budget at the May meeting and the final budget would be presented in June for adoption. This is not the case this year and staff will be working with General Counsel so that funding authority is available on July 1. He said staff will be working with the budget committee and recommend adoption of a temporary budget in June.

A motion (Church/Gage) to call for a public hearing to declare a fiscal emergency was approved unanimously.

ACCEPTANCE OF THE QUARTERLY INVESTMENT REPORT AND FIXED INCOME MARKET REVIEW AND OUTLOOK FOR THE QUARTER ENDED MARCH 31, 2010
Bill Osher, CSI Capital Management, Inc. said interest rates have remained pretty low. One of the challenges in managing the portfolio is to produce a decent return in a very low rate environment and keep the safety of the portfolio at the highest level. Mr. Osher said there was good growth in the fourth quarter; first quarter was above 3 percent; and this quarter is looking to be stronger than last quarter. The current market is being driven by a combination of problems in Europe, particularly with the situation in Greece. Mr. Osher said going forward rates should be a bit higher by the end of the year and earn more money for the portfolio.

A motion (Cisneros/Ford) to accept the Quarterly Investment Report was approved unanimously.

ADOPTION OF THE CALTRAIN COMPREHENSIVE ACCESS PROGRAM – POLICY STATEMENT
Manager of Planning and Research Marisa Espinosa made the following points:
   • The purpose of the program is to take advantage of potential long-term ridership.
   • There are four main components of the Access Program (Program). What is being presented today is a focus on step 1, the Comprehensive Access Policy Statement (Policy).
   • The components of the Policy are a set of guiding principles, access mode priorities, both at a systemwide and station specific level, and example access strategies.
   • Outreach was done with Staff Coordinating Council (SCC), JPB CAC, City/County Association of Governments (C/CAG) Bicycle and Pedestrian Advisory Committee and
the San Francisco and Silicon Valley Bicycle coalitions. In addition, staff solicited for public comment on the draft policy.

- Key comments received included strong support for the Policy and Program; improve transit coordination; emphasize bike access over transit; request for more bikes on board; specific bike/pedestrian improvements at stations and concern for potential Caltrain service reductions.
- Once the bike counts currently being done are completed, a bike-on-board assessment will be done.

A motion (Gage/Ahmad) to adopt the Comprehensive Access Program-Policy Statement was approved unanimously by roll call.

Sue Lempert left at 12:03 p.m.

AUTHORIZE PUBLICATION AND APPROVAL OF THE PROPOSED DISADVANTAGED BUSINESS ENTERPRISE (DBE) OVERALL GOAL OF 10.5 PERCENT FOR FEDERAL TRANSIT ADMINISTRATION (FTA) ASSISTED CONTRACTS FOR FISCAL YEARS 2011-2013

A motion (Ford/Ahmad) to publish and approve the proposed DBE goal of 10.5 percent for FTA assisted contracts for FY2011-2013 was approved unanimously by roll call.

AUTHORIZE AWARD OF CONTRACT TO URS CORPORATION FOR CONSTRUCTION MANAGEMENT SERVICES FOR A TOTAL NOT-TO-EXCEED AMOUNT OF $11,775,000 OVER A THREE YEAR PERIOD

Director of Contracts and Procurement Cheryl Cavitt said SCC is requesting Board approval of a contract to URS Corporation for Construction Management Services.

A motion (Yeager/Ahmad) to award a contract to URS Corporation for construction management services was approved unanimously by roll call.

STATE AND FEDERAL LEGISLATIVE UPDATE

Government Affairs Manager Seamus Murphy reported:

- There is a $400 million appropriation next year for transit and Caltrain will be receiving $5 million. The sales tax on diesel fuel provides approximately $4.5 million a year for Caltrain. This is based on the $350 million statewide program.
- The Local Taxpayer, Public Safety and Transportation Protection Act submitted 1.1 million signatures last week, which should qualify the measure for the November ballot.
- There is some legal ambiguity with the STA program given the gas tax swap’s elimination of spillover transit funding. As long as the swap survives the next budget negotiation, and if the measure passes, then worse case scenario for transit would be guaranteed protections that cover a minimum level of $260 million statewide for the STA program. This would mean would be approximately $3.4 million a year and it would be protected funding. At best, the measure would undo the swap completely and fully protect an STA program that includes restored spillover funds. This would be a dramatic increase in what the STA program is scheduled to receive. Either option is preferable compared to what we have today since the Legislature currently reserves the right to redirect that funding at any time.
CORRESPONDENCE
None

BOARD MEMBER REQUESTS
None

GENERAL COUNSEL REPORT
Mr. Miller said, in conjunction with Ms. Lee and her staff, outreach has been initiated to all those who issued comments or appeared before the Board last month with respect to the EIR on the electrification project. The purpose of the outreach is to indicate staff is listening to their concerns and the EIR prepared adequately addresses these concerns.

DATE/TIME/PLACE OF NEXT MEETING
Thursday, June 3, 2010, 10 a.m. at San Mateo County Transit District Administrative Building, Bacciocco Auditorium, 2nd Floor, 1250 San Carlos Avenue, San Carlos, CA 94070

ADJOURNED
Adjourned at 12:08 p.m.
AGENDA ITEM # 5 (b)
JUNE 3, 2010

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Gigi Harrington
Deputy CEO

SUBJECT: AUTHORIZATION TO FILE AN APPLICATION TO RECEIVE
$1,250,000 OF FISCAL YEAR 2010 FEDERAL RAILROAD
ADMINISTRATION RAILROAD RESEARCH AND DEVELOPMENT
EARMARK FUNDS

ACTION
Staff Coordinating Council (SCC) recommends the Board authorize the Executive Director, or
his designee, to submit a grant application to receive $1,250,000 in Fiscal Year 2010 Federal
Railroad Administration (FRA) Railroad Research and Development earmark funds and to
execute any agreements, certifications and/or assurances required to receive the funds, for the
Caltrain Positive Train Control (PTC) Communication Based Overlay Signal System (CBOSS)
project.

SIGNIFICANCE
The Peninsula Corridor Joint Powers Board has been programmed to receive a total of
$1,250,000 in Federal earmark funds to help underwrite the Caltrain PTC/CBOSS project.

BUDGET IMPACT
There is no local match required. The $1,250,000 of Federal earmark funds will be proposed for
inclusion as part of the Fiscal Year 2011 Capital Budget deliberations.

BACKGROUND
The Rail Safety Improvement Act of 2008 mandates the installation of PTC on all commuter
railroads and some freight railroads by 2015. Pursuant to the Consolidated Appropriations Act
of 2010, funding has been made available through the Railroad Research and Development
Program, which includes $1,250,000 of earmarked funding to help underwrite the initial efforts
for the development of the Caltrain CBOSS PTC system. The Federal Railroad Administration
is the agency responsible for the administration of the Railroad Research and Development
Program, which supports research and development activities to advance science and engineering
to improve the technology for railroad safety and work.

Prepared by: Suna Mullins, Capital Programming and Grants Administrator 650.508.6490
RESOLUTION NO. 2010 -

PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

* * *

AUTHORIZATION TO REQUEST AN ALLOCATION OF
$1,250,000 FISCAL YEAR 2010 FEDERAL RAILROAD ADMINISTRATION
RAILROAD RESEARCH AND DEVELOPMENT EARMARK FUNDS

WHEREAS, The Rail Safety Improvement Act of 2008 mandates the installation of Positive Train Control systems (PTC) on all commuter railroads and some freight railroads by the end of 2015; and

WHEREAS, the Federal Railroad Administration (FRA) sponsors research and development activities through the Railroad Research and Development Program (RRDP) to advance science and engineering that improves the technology for railroad safety and work; and

WHEREAS, $1,250,000 in earmarked funding has been made available through the RRDP to help underwrite a portion of the Caltrain Communication Based Overlay Signal System (CBOSS) PTC development.

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 file an application and accept an award of funding from the FRA in a total amount of $1,250,000 to help fund a portion of the Caltrain CBOSS PTC development; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is authorized to take such actions as may be necessary to give effect to this resolution, including executing any agreements, certifications and/or assurances required to receive the funds.

Regularly passed and adopted this 3rd day of June 2010, by the following vote:

AYES:

NOES:

ABSENT:

____________________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

__________________________
JPB Secretary
AGENDA ITEM # 5 (c)
JUNE 3, 2010

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Michael J. Seanlon
Executive Director

FROM: Gigi Harrington
Deputy CEO

SUBJECT: AUTHORIZATION TO ENTER INTO A FUNDING AGREEMENT WITH CALTRANS IN THE AMOUNT OF $4,943,089 FOR SEISMIC RETROFIT WORK ON FOUR CALTRAIN BRIDGES IN SAN MATEO

ACTION
Staff Coordinating Council (SCC) recommends the Board authorize the Executive Director to execute an agreement with Caltrans to receive funding in the amount of $4,943,089 to complete seismic retrofit work on the Tilton, Poplar, Santa Inez and Monte Diablo avenues railroad bridges.

SIGNIFICANCE
This agreement enables the Joint Powers Board (JPB) to be reimbursed, in the amount of $4,943,089, for seismic retrofit construction necessary to rehabilitate the bridge foundations for the Tilton, Poplar, Santa Inez and Monte Diablo avenues Caltrain railroad bridges in the City of San Mateo. This work is being performed as part of the State’s Seismic Safety Retrofit Program.

BUDGET IMPACT
Funding from the State Seismic Safety Retrofit Program for this project has already been included as part of the adopted Fiscal Year 2009 Capital Budget. The execution of the funding agreement would allow Caltrain to be reimbursed for the funds previously budgeted.

BACKGROUND
After the Loma Prieta earthquake of 1989, the State Seismic Safety Retrofit Program was established by emergency legislation (SB36X). The program is designed to provide funding assistance to local agencies so they can address structural seismic deficiencies of public bridges. In California, this includes approximately 12,000 State and 12,000 local bridges. Only structures deemed subject to collapse in a seismic event, and threatening public safety, would qualify for funds under this program.

JPB and Caltrans staff have determined through engineering analysis that the four railroad bridges in San Mateo are in need of seismic retrofit and are eligible for funding under this
program. Funding from the State Seismic Safety Retrofit Program has been programmed to the JPB for this project by Caltrans in FY2010 from a combination of Federal Highway Bridge Program (HBP) funds, in the amount of $4,376,116, and matching State Proposition 1B Local Bridge Seismic Retrofit Account (LBSRA) funds, in the amount of $566,973.

Prepared by: Joel Slavit, Manager, Grants and Fund Programming   650.508.6476
Project Manager: Ildefonso Burgos, Senior Project Manager 650.508.7922
RESOLUTION NO. 2010 -

PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

* * *

AUTHORIZATION TO ENTER INTO A FUNDING AGREEMENT WITH CALTRANS
IN THE AMOUNT OF $4,943,089 FOR SEISMIC RETROFIT WORK ON FOUR
CALTRAIN BRIDGES IN SAN MATEO

WHEREAS, the State of California established the California Seismic Safety Retrofit Program (Program) in 1989, which provides funding assistance to local agencies to address structural seismic deficiencies of public bridges that are vulnerable to collapse during a seismic event and therefore threaten public safety; and

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) and the California Department of Transportation (Caltrans) have determined through engineering analysis that the Tilton, Poplar, Santa Inez and Monte Diablo railroad bridges in the City of San Mateo are in need of retrofit and are eligible for funding under the Program; and

WHEREAS, Caltrans has programmed Federal Highway Bridge Replacement (HBR) funds, in the amount of $4,376,116, and matching Proposition 1B Local Bridge Seismic Retrofit Account (LBSRA) funds from the State Seismic Safety Retrofit Program in Fiscal Year 2010, in the amount of $566,973, for a total of $4,943,089, to the JPB for retrofit work associated with the specified four railroad bridges; and

WHEREAS, Caltrans has issued an Authorization to Proceed for the construction phase of work on the four bridges; and

WHEREAS, funding from the Seismic Safety Retrofit Program has already been included as part of the JPB’s adopted Fiscal Year 2009 Capital Budget; and
WHEREAS, the Staff Coordinating Council recommends approval of a Funding Agreement with Caltrans to reimburse JPB expenditures for the construction phase of work for seismic retrofit work associated with the rehabilitation of the foundations of the four specified bridges in San Mateo under the California Seismic Safety Retrofit Program in the total amount of $4,943,089.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the JPB hereby approves a Funding Agreement with Caltrans whereby Caltrans will reimburse the JPB for expenditures for the construction phase of seismic retrofit repairs to the Tilton, Poplar, Santa Inez and Monte Diablo railroad bridges in the City of San Mateo in the amount of $4,943,089; and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is authorized to execute a Funding Agreement with Caltrans for the seismic retrofit projects described above and to take such actions as may be necessary to give effect to this resolution.

Regularly passed and adopted this 3rd day of June 2010, by the following vote:

AYES:

NOES:

ABSENT:

Chair, Peninsula Corridor Joint Powers Board

ATTEST:

JPB Secretary
PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Gigi Harrington
Deputy CEO

SUBJECT: AUTHORIZE THE EXECUTION OF A MEMORANDUM OF
UNDERSTANDING REGARDING OPERATIONS AND MAINTENANCE
OF CLIPPER\textsuperscript{SM} FARE COLLECTION SYSTEM

ACTION
Staff Coordinating Council (SCC) recommends the Board authorize the Executive Director, or
his designee, to execute a Memorandum of Understanding (MOU) with the Metropolitan
Transportation Commission (MTC) regarding the operations and maintenance of the Clipper\textsuperscript{SM}
fare collection system, in a form acceptable to the initial seven participating transit operators in
the regional fare collection program, to take effect upon execution by all of the parties.

SIGNIFICANCE
The MOU, once executed, would replace the Interagency Participation Agreement (IPA) that has
been in place since December 12, 2003. The IPA, which was entered into by MTC and
participating transit agencies including Caltrain, created a TransLink\textsuperscript{®} Consortium for joint
agency decision-making to implement, operate and maintain the regional fare payment system in
the San Francisco Bay Area. Due to MTC’s decision to withdraw from the Consortium, it was
agreed amongst the stakeholders that another vehicle would need to be put in place to continue to
govern obligations of MTC and the participating transit agencies to operate and maintain
TransLink\textsuperscript{®}, which is being re-branded as Clipper\textsuperscript{SM} starting in June 2010.

The initial signatories to the MOU are MTC, Alameda-Contra Costa Transit District, Golden
Gate Bridge Highway and Transportation District, the San Francisco Bay Area Rapid Transit
District, the City and County of San Francisco, acting by and through its Municipal
Transportation Agency, the Santa Clara Valley Transportation Authority, the San Mateo County
Transit District, and the Peninsula Corridor Joint Powers Board.
Attachment A, prepared by MTC staff, summarizes the key principles of the proposed MOU. It formalizes the respective obligations of MTC and the participating transit operators, regarding the operation, maintenance and allocation of costs and revenues for the Clipper automated fare payment system. It sets forth a process for amending the Clipper operating rules and for resolving disputes among the parties. It replaces the prior governance structure under the IPA of the TransLink Management Group, which was comprised of the participating agencies’ general managers or equivalents, and which was responsible for significant business decisions regarding the regional fare payment system.

MTC, as the contracting party with Cubic Transportation Systems, Inc., the contractor for the Clipper system, will oversee and administer the project throughout the contract term, which ends November 2, 2019. Clipper costs and revenues will be allocated in a similar manner to that currently provided for under the expiring IPA.

BUDGET IMPACT
There is no impact to the budget.

BACKGROUND
ClipperSM is an automated fare payment system for intra- and inter-operator transit trips in the San Francisco Bay Area. MTC, under authority granted to it under SB1474 (Statutes 1996, Chapter 256), included TransLink®, now ClipperSM, in its regional transit coordination program. MTC entered into a contract with Motorola, Inc. on June 25, 1999 to design, build, operate and maintain TransLink® in two phases, first as a demonstration project, and then as a full role-out. Caltrain is one of the transit operators that has participated in this program.

Prepared by: April Chan, Director, Budgets and Grants 650.508.6228
The recommended MOU defines:

1. **High level responsibilities of MTC and the Operators.** Items of note include:

   **For MTC:**
   - confirm existing obligations under the ClipperSM Contract to collect and disperse revenues to the participating agencies, according to the stated cost and revenue sharing formula;
   - acknowledge responsibility for management of bank accounts and fiduciary duty to the cardholders;
   - notify Operators of changes to Operating Rules, participate in consultation process on Rules changes, and provide regular reports to the Operators;
   - pay fixed operating costs, specified variable costs and other lump sum and capital costs, and operator incentive fees; and
   - make project records available to the operators (exact terms not yet agreed-upon).

   **For the Operators:**
   - implement and operate ClipperSM;
   - pay specified variable operating costs; and
   - accept ownership of equipment one year after acceptance.

2. **Cost and revenue allocation formula.** The formula first adopted in the IPA is carried with minor revisions. Operating costs allocated to MTC and the Operators are specified described, and any changes require an amendment to the MOU. Operators agree to periodic reviews of the cost allocation formula to support fairness among Operators and accommodate changes.

3. **Process for dispute resolution.** The TransLink® IPA called for, but never defined such a process. The proposed process first calls for informal dispute resolution and then allows escalation to mediation or arbitration, binding or nonbinding, as agreed by the parties.

4. **Process for Operator input on MTC-proposed changes to Operating Rules.** MTC will provide at least 90 day notice for any changes impacting Operators’ Roles and Responsibilities, and consult further with Operators, if requested. Disagreement about changes impacting Operators are subject to the dispute resolution process in the MOU, if the consultation process fails to result in agreement.

5. **Process for new operator participation.** To implement ClipperSM, an agency must sign a supplemental agreement with MTC, agreeing to the terms of the MOU. MTC will not sign a supplemental agreement until Cubic and the operator are ready to implement Clipper.

6. **Term of the MOU.** The MOU is effective on the date when all parties have signed the MOU and will terminate at conclusion of the ClipperSM Contract (November 2 2019), unless otherwise terminated by the parties.
RESOLUTION NO. 2010 –

PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

* * *

AUTHORIZE THE EXECUTION OF THE MEMORANDUM OF UNDERSTANDING REGARDING OPERATIONS AND MAINTENANCE OF CLIPPERSM FARE COLLECTION SYSTEM

WHEREAS, the Metropolitan Transportation Commission (MTC), under authority granted to it under SB1474 (Statutes 1996, Chapter 256), included TransLink®, now ClipperSM, in its regional transit coordination program; and

WHEREAS, ClipperSM is an automated fare payment system for intra- and inter-operator transit trips in the San Francisco Bay Area; and

WHEREAS, the ClipperSM Memorandum of Understanding (MOU) sets forth a new governance structure for the participating agencies in the operation and maintenance of ClipperSM; and

WHEREAS, the initial seven signatories to the MOU are MTC, Alameda-Contra Costa Transit District (AC Transit), Golden Gate Bridge Highway and Transportation District (GGBHTD), the San Francisco Bay Area Rapid Transit District (BART), the City and County of San Francisco, acting by and through its Municipal Transportation Agency (MTA), the Santa Clara Valley Transportation Authority (VTA), the San Mateo County Transit District (SamTrans), and the Peninsula Corridor Joint Powers Board (Caltrain); and

WHEREAS, the general principles governing the MOU are set forth in Attachment A, which outlines MTC and operator responsibilities related to the operation and maintenance of ClipperSM, provides for a process for amending ClipperSM operating rules, for resolving disputes amongst the parties, and for how ClipperSM costs and revenues would be distributed.
NOW, THEREFORE, BE IT RESOLVED that the Peninsula Corridor Joint Powers Board authorize the Executive Director, or his designee, to execute a Memorandum of Understanding (MOU) with the Metropolitan Transportation Commission (MTC) regarding the operations and maintenance of the ClipperSM fare collection system, in a form acceptable to the initial seven participating operators, to take effect upon execution by all seven agencies.

Regularly passed and adopted this 3rd day of June 2010, by the following vote:

AYES:

NOES:

ABSENT:

____________________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

____________________________________
JPB Secretary
For April 2010, Caltrain average weekday ridership (AWR) decreased 2.7 percent when compared to April 2009. AWR based on ticket sales was 38,057 for April 2010, a decrease of 1,058 compared to April 2009. The total number of passengers for the month of April 2010 was 1,011,777. This is a 0.6 percent increase from last year’s April total of 1,006,241. The local economy is continuing to negatively impact ridership.

In April 2010, on-time performance was 93.2 percent, as compared to 96.7 percent in April 2009. This represents a decline of 3.5 percentage points and can be attributable to a bomb threat and suspicious package incident in one day, two days of signal system problems, two fatalities, and a vehicle stuck in the track ballast.

Average weekday shuttle ridership was estimated at 5,516. Overall shuttle ridership is down 8.8 percent but the non-Marguerite ridership is down 16.1 percent. Staff will continue to report shuttle ridership both with and without Marguerite counts to allow meaningful comparisons. There are large variations among individual shuttles that reflect the local area economy impact on companies directly served by these shuttles. For the station shuttles, the Millbrae-Broadway shuttle averaged 115 daily riders. The Tamien-San Jose shuttle averaged 50 riders per Saturday/Sunday. The Belmont-Hillsdale shuttle averaged 50 daily riders.
Caltrain Promotions – April 2010

San Francisco Giants – Coming off the best spring league in recent years, the Giants opened their 10th year at AT&T Park by immediately capturing the western division lead. This year’s promotion includes a radio campaign on stations KNBR and KFOG, a button on the Caltrain website, a print ad in the Giants game program, video commercial on the AT&T scoreboard and a printed program. In addition, the Giants have opened a “portable “Dugout” store to sell team merchandise for about two dozen games. The Giants winning record has translated into 61,396 additional riders during the first month of the season.

Earth Day – The 40th anniversary of Earth Day was observed by Caltrain staff, in partnership with Clear Channel radio stations, at the San Francisco and San Jose stations. More than 2,000 Caltrain customers were treated to reusable shopping bags containing information about how to go green and a brochure about how to use TransLink.

Hello Neighbor – The rise in the number of housing developments near Caltrain presents a unique opportunity to reach out to these communities and gain riders. In April, San Mateo County was the focus of a direct mail piece sent to more than 1,900 individual housing units. This follows a mailing to nearly 6,800 units in Santa Clara County in March. In order to receive two free round-trip tickets, respondents were required to complete an online survey about their use of Caltrain. To date, more than 400 people have responded to the offer. San Francisco is the next area to be targeted by the promotion.

San Jose Sharks – The San Jose Sharks’ regular season is over, but the team continues its drive to the franchise’s first Stanley Cup with a strong showing in the playoffs. This year’s cooperative promotion with the Sharks included a print campaign in local newspapers, adcards on the trains and a Web button on the Caltrain website. Caltrain carried an additional 9,057 riders to the HP Pavilion during the regular season. The Sharks held four playoff games in April and Caltrain carried an additional 798 riders.

Transit Benefits – The financial incentive for using transit has become more attractive since the implementation of the American Recovery and Reinvestment Act of 2009 increased the allowance by nearly 100 percent. A new program sponsored by the Peninsula Traffic Congestion Relief Alliance provides fresh incentive for San Mateo County employers to get started – cash awards of up to $1,000 to defray some of the initial costs, as well as assistance in learning how to set up a program. To get the word out about the potential tax savings and the Alliance's program, Caltrain partnered with the organization to inform people about it and to promote public transit ridership. The educational component of the campaign included a news release, an article the in Caltrain Connection newsletter and mention in the Alliance Earth Day promotion, which gave qualified commuters the opportunity to receive a $10 TransLink card.

Caltrain TransLink Hard Launch: Caltrain took TransLink to the next level by announcing the “hard launch” of this new method of paying fares. To get the word out about TransLink, take ones and a news release were issued and a notice was placed on the Caltrain Ticket-by-Mail program page announcing that the program was not accepting new applications. Caltrain staff is currently gearing up for the next major milestone when TransLink becomes Clipper in June.

Prepared by:  Ted Yurek, Senior Planner 650.508.6471
             Patrick Boland, Marketing Manager 650.508.6245
Table A

April 2010

<table>
<thead>
<tr>
<th>FY2009</th>
<th>FY2010</th>
<th>%Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Ridership</td>
<td>1,006,241</td>
<td>1,011,777</td>
</tr>
<tr>
<td>Average Weekday Ridership</td>
<td>39,115</td>
<td>38,057</td>
</tr>
<tr>
<td>Total Revenue</td>
<td>$3,646,903</td>
<td>$3,657,801</td>
</tr>
<tr>
<td>On-time Performance</td>
<td>96.7%</td>
<td>93.2%</td>
</tr>
<tr>
<td>Caltrain Shuttle Ridership</td>
<td>6,045</td>
<td>5,516</td>
</tr>
<tr>
<td>Non-Marguerite Shuttle Ridership</td>
<td>3,648</td>
<td>3,060</td>
</tr>
</tbody>
</table>

Year to Date

<table>
<thead>
<tr>
<th>FY2009</th>
<th>FY2010</th>
<th>%Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Ridership</td>
<td>10,544,835</td>
<td>9,871,908</td>
</tr>
<tr>
<td>Average Weekday Ridership</td>
<td>40,125</td>
<td>37,308</td>
</tr>
<tr>
<td>Total Revenue</td>
<td>35,961,884</td>
<td>34,968,920</td>
</tr>
<tr>
<td>On-time Performance</td>
<td>95.4%</td>
<td>94.2%</td>
</tr>
<tr>
<td>Average Caltrain Shuttle Ridership</td>
<td>6,178</td>
<td>5,658</td>
</tr>
</tbody>
</table>

Graph A

Caltrain Average Weekday Ridership

[Bar chart showing average weekday ridership from April 2009 to April 2010, with a trend line showing a decrease over the year.]
ACTION
Staff proposes that the Board of Directors accept and enter into the record the Statement of Revenue and Expense for the month of April 2010 and supplemental information.

SIGNIFICANCE
Revenue: For April of Fiscal Year 2010, Total Operating Revenue (line 7) is $391,594 or 0.9 percent better than budget. This is due to Other Income (line 5) which is better than budget by $1,076,336 or 86.4 percent mainly due to an unbudgeted increase in shared track revenue and is offset by lower than anticipated Farebox Revenue (line 1) and Parking Revenue (line 2) which together are $758,559 or 2.0 percent worse than budget. Compared to the prior year, Total Operating Revenue (line 7) is $1,481,973 or 3.7 percent higher, due to Other Income (line 5) which is $2,146,095 or 1217.8 percent higher, due to prior year investment losses and this year unbudgeted shared track revenue and is offset by Farebox Revenue (line 1) which is $993,361 or 2.8 percent lower.

Expense: Grand Total Expenses (line 44) show a favorable variance of $5,284,631 or 6.8 percent. Total Operating Expense (line 31) is $4,175,752 or 6.1 percent better than budget. Within total operating expense Contract Operating & Maintenance (line 23) is $1,470,261 or 3.0 percent better than budget and Fuel (line 25) is better than budget by $1,822,704 or 17.6 percent. Total Administrative Expense (line 40) is $1,108,879 or 13.7 percent better than budget.

Compared to prior year, Grand Total Expenses (line 44) are $1,435,743 or 2.0 percent lower. The decrease in expense over the prior year is mainly due to Fuel (line 25) which is $704,269 or 7.6 percent lower than the prior year.

Budget Revisions: There are no budget revisions for the month of April 2010.
## PENINSULA CORRIDOR JOINT POWERS BOARD

**STATEMENT OF REVENUE AND EXPENSE**

**FISCAL YEAR 2010**

**APRIL 2010**

<table>
<thead>
<tr>
<th>MONTH</th>
<th>YEAR TO DATE</th>
<th>ANNUAL</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>CURRENT ACTUAL</td>
<td>PRIOR ACTUAL</td>
</tr>
<tr>
<td>OPERATIONS:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1 Farebox Revenue</td>
<td>3,657,801</td>
<td>35,962,281</td>
</tr>
<tr>
<td>2 Parking Revenue</td>
<td>247,706</td>
<td>1,759,120</td>
</tr>
<tr>
<td>3 Shuttles</td>
<td>109,083</td>
<td>899,744</td>
</tr>
<tr>
<td>4 Rental Income</td>
<td>137,037</td>
<td>1,391,928</td>
</tr>
<tr>
<td>5 Other Income</td>
<td>375,446</td>
<td>176,231</td>
</tr>
<tr>
<td>6 TOTAL OPERATING REVENUE</td>
<td>4,527,074</td>
<td>40,189,304</td>
</tr>
<tr>
<td>CONTRIBUTIONS:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 AB-434-Peninsula Feeder Shuttle</td>
<td>83,333</td>
<td>850,511</td>
</tr>
<tr>
<td>11 Operating Grant</td>
<td>13,818</td>
<td>77,448</td>
</tr>
<tr>
<td>12 JPB Member Agencies</td>
<td>3,284,715</td>
<td>32,847,155</td>
</tr>
<tr>
<td>13 Other Sources</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>14 TOTAL CONTRIBUTED REVENUE</td>
<td>3,381,867</td>
<td>33,775,114</td>
</tr>
<tr>
<td>15 GRAND TOTAL REVENUE</td>
<td>7,908,940</td>
<td>73,964,418</td>
</tr>
</tbody>
</table>

| EXPENSE | | | | | |
| OPERATING EXPENSE: | | | | | |
| 23 Contract Operating & Maintenance | 4,350,412 | 47,509,638 | 46,821,420 | 48,291,681 | 97.0% | 60,425,885 | 60,425,885 | 77.5% |
| 24 Shuttles (Including Peninsula Pass) | 245,775 | 2,470,296 | 2,433,409 | 2,438,350 | 99.8% | 2,926,620 | 2,926,120 | 83.2% |
| 25 Fuel | 912,339 | 9,261,944 | 8,557,675 | 10,380,379 | 82.4% | 13,839,649 | 13,839,649 | 61.8% |
| 26 Timetables & Tickets | 22,410 | 158,280 | 157,774 | 167,817 | 94.0% | 210,000 | 210,000 | 75.1% |
| 27 Insurance | 365,413 | 3,831,699 | 3,684,078 | 3,779,140 | 97.5% | 4,535,000 | 4,535,000 | 81.2% |
| 28 Facilities and Equipment Maintenance | 85,968 | 930,343 | 895,933 | 1,248,633 | 71.8% | 1,502,400 | 1,502,400 | 59.6% |
| 29 Utilities | 89,290 | 1,030,471 | 895,933 | 1,248,633 | 71.8% | 1,502,400 | 1,502,400 | 59.6% |
| 30 Services | 90,416 | 785,967 | 771,357 | 926,250 | 83.3% | 1,155,630 | 1,156,130 | 66.7% |
| 31 TOTAL OPERATING EXPENSE | 6,162,024 | 65,978,638 | 64,159,452 | 68,335,204 | 93.9% | 86,190,480 | 86,190,480 | 74.4% |

| ADMINISTRATIVE EXPENSE: | | | | | |
| 32 Wages & Benefits | 462,731 | 4,371,739 | 4,276,117 | 5,275,842 | 89.6% | 6,318,279 | 6,323,513 | 74.7% |
| 33 Board Of Directors | 1,491 | 7,287 | 9,748 | 10,500 | 92.8% | 12,300 | 12,300 | 79.3% |
| 34 Professional Services | 198,072 | 1,281,958 | 1,120,393 | 1,519,888 | 73.7% | 1,976,628 | 1,951,594 | 57.4% |
| 35 Communications/Marketing | 6,280 | 139,491 | 129,180 | 204,970 | 63.0% | 265,000 | 265,000 | 48.7% |
| 36 Other Office Expense and Services | 96,055 | 1,146,159 | 1,008,359 | 1,091,476 | 92.4% | 1,289,734 | 1,309,534 | 77.0% |
| 37 TOTAL ADMINISTRATIVE EXPENSE | 764,629 | 6,946,634 | 6,993,797 | 8,102,676 | 86.3% | 9,861,941 | 9,861,941 | 70.9% |

| 38 Long Term Debt Expense | 91,906 | 582,783 | 919,063 | 919,063 | 100.0% | 1,102,875 | 1,102,875 | 83.3% |

| 39 GRAND TOTAL EXPENSES | 7,018,559 | 73,508,055 | 72,072,312 | 77,356,943 | 93.2% | 97,155,296 | 97,155,296 | 74.2% |

"% OF YEAR ELAPSED" provides a general measure for evaluating overall progress against the annual budget. When comparing it to the amounts shown in the "% REV BUDGET" column, please note that individual line items reflect variations due to seasonal activities during the year.
## PENINSULA CORRIDOR JOINT POWERS BOARD

### INVESTMENT PORTFOLIO

**AS OF APRIL 30, 2010**

<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 (Restricted)</td>
<td>Liquid Cash</td>
<td>0.588%</td>
<td>$ 2,000,000</td>
<td>$ 2,002,366</td>
</tr>
<tr>
<td>Local Agency Investment Fund (Unrestricted)</td>
<td>Liquid Cash</td>
<td>0.588%</td>
<td>14,783,441</td>
<td>14,800,931</td>
</tr>
<tr>
<td>Investment Portfolio (Unrestricted)</td>
<td>Liquid Cash</td>
<td>3.639%</td>
<td>7,735,005</td>
<td>7,663,925</td>
</tr>
</tbody>
</table>

$ 24,518,446 $ 24,467,222

Accrued Earnings for April 2010 $30,611.94 (1)
Cumulative Earnings FY2010 $283,055.83

(1) Earnings do not include prior period adjustments

* The market value of Local Agency Investment Fund (LAIF) was derived from the fair value factor of 1.001183091 as reported by LAIF for quarter ending March 31, 2010.

** 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.
PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Gigi Harrington
Deputy CEO

SUBJECT: PRELIMINARY CALTRAIN FISCAL YEAR 2011 OPERATING BUDGET

ACTION
This report is submitted for informational purposes only. No policy action is requested at this time.

SIGNIFICANCE
At the May Board meeting, staff presented a preliminary operating budget with a deficit of $12.5 million. Since then, in an effort to reduce the deficit, staff has been reviewing a number of options including service reductions and fare increases. Staff will present a number of options at the June 3 board meeting.

The preliminary FY2011 Caltrain Operating Budget is not balanced. The attached budget (Attachment “A”) shows an operating budget of $102.5 million, an increase of $5.3 million, or 5.5 percent, over the FY2010 revised budget. Expenditures exceed revenues by approximately $12.5 million.

Fiscal Year 2011 Revenue Projections
Total revenues for FY2011 are projected to be $90.0 million, a decrease of $7.2 million from the FY2010 revised budget. Revenues include the following significant components:

FY2011 Operating Revenue for Caltrain is projected to be $51.3 million, an increase of $600,000, or 1.2 percent over FY2010 revised budget.

- Farebox revenue is decreasing by $408,000 to reflect current farebox levels. Currently, service levels are proposed to remain the same with 90 weekday trains, 32 trains on Saturday, and 28 trains on Sunday.

- Other income is increasing by $943,000 due to an increase in the shared track maintenance with Union Pacific.
Total Contributed Revenue is projected to be $38.8 million, a decrease of $7.8 million, or 16.7 percent primarily due to a major reduction in member contribution.

- Operating Grants are increasing by $4 million due mostly to $5.1 million in STA formula funds available to Caltrain as a result of the state gasoline tax swap.
- JPB Member Agency contributions are projected to decrease by $14 million. SamTrans has initiated a decrease in its contribution to the JPB and expects the other member agencies to decrease proportionately. The total projected contributions for each member agency are as follows:
  - San Mateo - $10,660,645
  - Santa Clara - $10,245,635
  - San Francisco - $4,527,947
- Other Sources are increasing by $2.2 million due to more operating savings being utilized from FY2010.

**Fiscal Year 2011 Expense Projections**

Total Expense for FY2011 is projected to be $102.5 million, an increase of $5.3 million, or 5.5 percent over FY2010 revised budget. Expenses include the following significant components:

- Operating Expenses for Caltrain are projected at $91.0 million, an increase of $4.8 million, or 5.6 percent over FY2010 revised budget.
  - Rail Operator Service is increasing by $2.1 million due primarily to the contractually required increase in Amtrak service costs.
  - Operator Contract Transition Costs are estimated to be $2 million. This projection is for mobilization costs expected to be incurred as a result of a new operator effective July 1, 2011.
  - Fuel costs are projected to increase by $307,000 in FY2011 to $14.1 million, based on a projected fuel price of $3 per gallon. The increase is due to a projected slight increase in miles. Staff has implemented a fuel hedging program as a means of reducing volatility and uncertainty in the fuel budget.
- Administrative expenses are projected to increase by $463,000 or 4.7 percent over the FY2010 revised budget mostly due largely to costs associated with the request for proposal for the Operating Contract and litigation costs reflective of year-to-date actuals. In addition, there are changes in the allocation of staff time and corresponding benefits.
As discussed at previous Board meetings, Caltrain’s reserves are well below reasonable levels and the agency continues to face a structural imbalance. In addition, the JPB partners continue to experience reductions in their traditional essential sources of revenues largely attributable to the ongoing global recession. There is no dedicated source of funding for Caltrain and the railroad’s operations are funded annually out of the general funds of the partner transit agencies.

The JPB Budget Subcommittee along with staff are working to seek further cost reductions and economies of scale and will bring forward recommendations including service reductions and fare increases prior to presenting a final budget proposal to the Board at its July 1 meeting.

Prepared by: Ladi Bhuller, Manager, Budgets 650.508.7755
## PENINSULA CORRIDOR JOINT POWERS BOARD

### STATEMENT OF REVENUE AND EXPENSE

#### PRELIMINARY BUDGET

**FY2011**

<table>
<thead>
<tr>
<th>REVENUE OPERATIONS:</th>
<th>FY2009 ACTUAL</th>
<th>FY2010 ADOPTED</th>
<th>FY2011 REVISED</th>
<th>% INC/(DEC) FY2010 to FY11 PROPOSED</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Farebox Revenue</td>
<td>43,271,656</td>
<td>43,762,048</td>
<td>43,762,048</td>
<td>43,353,719 (408,329) -0.9%</td>
</tr>
<tr>
<td>2 Parking Revenue</td>
<td>2,032,022</td>
<td>2,598,890</td>
<td>2,598,890</td>
<td>2,271,159 (327,731) -12.6%</td>
</tr>
<tr>
<td>3 Shuttles</td>
<td>1,079,760</td>
<td>1,098,504</td>
<td>1,098,504</td>
<td>1,505,578 407,074 37.1%</td>
</tr>
<tr>
<td>4 Rental Income</td>
<td>1,660,773</td>
<td>1,682,800</td>
<td>1,682,800</td>
<td>1,696,200 13,400 0.8%</td>
</tr>
<tr>
<td>5 Other Income</td>
<td>411,106</td>
<td>1,492,090</td>
<td>1,492,090</td>
<td>2,435,440 943,350 63.2%</td>
</tr>
<tr>
<td><strong>TOTAL OPERATING REVENUE</strong></td>
<td>48,455,317</td>
<td>50,634,332</td>
<td>50,634,332</td>
<td>51,262,096 627,764 1.2%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>CONTRIBUTIONS:</th>
<th>FY2010 OPERATING GRANTS</th>
<th>FY2011 JPB MEMBER AGENCIES</th>
<th>FY2011 OTHER SOURCES</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 AB434 Peninsula Feeder Shuttle</td>
<td>1,017,177 1,000,000</td>
<td>39,416,584 39,416,585</td>
<td>1,996,889</td>
</tr>
<tr>
<td>10 Operating Grants</td>
<td>132,456 2,316,867</td>
<td>39,416,585 25,434,225</td>
<td>3,787,512 3,787,512</td>
</tr>
<tr>
<td>11 JPB Member Agencies</td>
<td>39,416,584 39,416,585</td>
<td>39,416,585 25,434,225</td>
<td>3,787,512 3,787,512</td>
</tr>
<tr>
<td>12 Other Sources</td>
<td>1,996,889 3,787,512</td>
<td>39,416,585 25,434,225</td>
<td>3,787,512 3,787,512</td>
</tr>
<tr>
<td><strong>TOTAL CONTRIBUTED REVENUE</strong></td>
<td>42,563,107 46,520,964</td>
<td>46,520,964 38,761,614</td>
<td>3,787,512 3,787,512</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>EXPENSE OPERATING EXPENSE:</th>
<th>FY2010 OPERATING GRANTS</th>
<th>FY2011 JPB MEMBER AGENCIES</th>
<th>FY2011 OTHER SOURCES</th>
</tr>
</thead>
<tbody>
<tr>
<td>20 Rail Operator Service</td>
<td>56,045,145 56,822,333</td>
<td>39,416,584 39,416,585</td>
<td>1,996,889 3,787,512</td>
</tr>
<tr>
<td>21 Security Services</td>
<td>3,161,029 3,453,552</td>
<td>39,416,585 25,434,225</td>
<td>1,996,889 3,787,512</td>
</tr>
<tr>
<td>22 Rail Operator Extra Work</td>
<td>204,956 150,000</td>
<td>39,416,585 25,434,225</td>
<td>1,996,889 3,787,512</td>
</tr>
<tr>
<td><strong>TOTAL OPERATING EXPENSE</strong></td>
<td>81,499,156 86,190,480</td>
<td>46,520,964 38,761,614</td>
<td>3,787,512 3,787,512</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>ADMINISTRATIVE EXPENSE:</th>
<th>FY2010 OPERATING GRANTS</th>
<th>FY2011 JPB MEMBER AGENCIES</th>
<th>FY2011 OTHER SOURCES</th>
</tr>
</thead>
<tbody>
<tr>
<td>35 Wages &amp; Benefits</td>
<td>5,382,201 6,316,279</td>
<td>39,416,584 39,416,585</td>
<td>1,996,889 3,787,512</td>
</tr>
<tr>
<td>36 Board of Directors</td>
<td>9,008 12,300</td>
<td>39,416,585 39,416,585</td>
<td>1,996,889 3,787,512</td>
</tr>
<tr>
<td>37 Professional Services</td>
<td>1,835,958 1,976,628</td>
<td>39,416,585 25,434,225</td>
<td>1,996,889 3,787,512</td>
</tr>
<tr>
<td>38 Communications and Marketing</td>
<td>198,159 265,000</td>
<td>39,416,585 25,434,225</td>
<td>1,996,889 3,787,512</td>
</tr>
<tr>
<td>39 Other Expenses and Services</td>
<td>1,327,347 1,298,734</td>
<td>39,416,585 25,434,225</td>
<td>1,996,889 3,787,512</td>
</tr>
<tr>
<td><strong>TOTAL ADMINISTRATIVE EXPENSE</strong></td>
<td>8,752,672 9,861,941</td>
<td>39,416,585 39,416,585</td>
<td>1,996,889 3,787,512</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>REVENUE OVER/UNDER</th>
<th>FY2010 OPERATING GRANTS</th>
<th>FY2011 JPB MEMBER AGENCIES</th>
<th>FY2011 OTHER SOURCES</th>
</tr>
</thead>
<tbody>
<tr>
<td>46 Revenue Over/Under</td>
<td>0 0</td>
<td>0 (12,449,659)</td>
<td></td>
</tr>
</tbody>
</table>

5/27/10 8:52 AM
TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Gigi Harrington
Deputy CEO

SUBJECT: PRELIMINARY FISCAL YEAR 2011 CALTRAIN CAPITAL BUDGET

The Preliminary Fiscal Year 2011 Caltrain Capital Budget will be presented to the Board on June 3, 2010 as an informational item, and will be available for distribution at the meeting.
AGENDA ITEM # 13
JUNE 3, 2010

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Gigi Harrington
Deputy CEO

SUBJECT: AUTHORIZATION TO AMEND AND INCREASE THE FISCAL YEAR 2010 CALTRAIN CAPITAL BUDGET

ACTION
Staff Coordinating Council (SCC) recommends the Board increase the Fiscal Year (FY) 2010 Capital Budget by $47 million for the San Bruno Grade Separation project, subject to approval and allocation of Measure A funds from the San Mateo County Transportation Authority (TA). As a result of this change, the total authorized amount for the FY2010 Caltrain Capital Budget would increase from $158,861,042 to $205,861,042.

SIGNIFICANCE
The estimated total cost of the Caltrain San Bruno Grade Separation project (Project) is $147 million, revised downward from the original estimate of $165 million as a result of favorable construction bids received on May 18, 2010. Funding for the project is proposed to be comprised of $6.6 million in Federal funds, $104.8 million in Measure A funds from the TA, $26.7 million in Proposition 1B Highway-Railroad Crossing Safety Account (Prop 1B HRCSA) funds and $8.9 million in State Public Utilities Commission Section 190 (PUC 190) funds.

In previous reports to the Board, staff outlined Prop 1B HRCSA and PUC 190 funding of $30 million and $10 million, respectively. Prop 1B HRCSA and PUC 190 grant guidelines, however, require these funding amounts be adjusted proportionately to the adjustments in the total estimated project cost. Due to the reduction in the total estimated Project cost, the proportionate reduction in these funding sources would instead provide $26.7 million in Prop 1B HRCSA and $8.9 million in PUC 190 funds. Staff is proposing to offset the combined reduction of $4.4 million with TA Measure A funds, while at the same time fully funding the Project with an additional $47 million in TA Measure A funds. The additional budget authority and allocation of $51.4 million in TA Measure A funds is scheduled for TA Board action at its June 3, 2010 meeting. Because the JPB has already approved a budget for the Project of $100 million, the remaining budget authority to be secured is $47 million.
At its May 6, 2010 meeting, the TA Board was presented with a range of options for securing the remaining funds required for the Project. These funding options included, but were not limited to, the following: $19.2 million in State Transportation Improvement Program (STIP) funds, $3.75 million in Proposition 1B State Local Partnership Program funds, and potential Federal stimulus and Federal High Speed Rail funds.

It is uncertain whether the State funds identified will be available in light of current State budgetary constraints. With regard to the $19.2 million in STIP funds, this funding has been programmed but not yet allocated for the Project. The State has approved pre-award spend authority for the funding, which would allow the JPB to advance local funds for the $19.2 million and receive State reimbursement once the State funds become available for allocation. For the Federal sources identified, there is no indication at this time whether these fund sources can be secured for the Project. In consideration of these uncertainties and unknowns, staff is requesting the TA to fully budget the Project with TA Measure A funds, including funds to advance the anticipated STIP and proposed Federal funds. Should these State and Federal funds become available, they will substitute dollar-for-dollar the TA funds approved for this Project. At the appropriate time, a budget amendment will be brought back to the JPB Board to reflect such changes.

The scope of the Project includes elimination of three street-level grade crossings by lowering San Bruno, San Mateo and Angus avenues and raising the railroad tracks. Pedestrian underpasses will be built at Euclid, San Bruno and Sylvan avenues. A new elevated Caltrain station between San Bruno and San Mateo avenues will replace the existing station at Sylvan Avenue. Streets and sidewalks, including those at Posy Park, also will be improved.

**BUDGET IMPACT**

No JPB member contributions are required for the proposed Capital Budget amendment. The additional funds for the San Bruno Grade Separation are anticipated to be provided by the TA.

**BACKGROUND**

The Joint Powers Board approved the FY2010 Capital Budget on July 2, 2009 under Resolution No. 2009-38, in the amount of $82,336,042 and subsequently amended it on September 3, 2009, October 1, 2009 and January 7, 2010 under Resolution Nos. 2009-40, 2009-45 and 2010-4. The proposed amendment as discussed above would increase the Capital Budget to an authorized total of $205,861,042.

The JPB annually adopts a Capital Budget to accompany the Operating Budget. The purpose of the Capital Budget is to implement a balanced program of projects that gives the JPB the ability to meet its goals and objectives as set forth in the 10-year Short Range Transit Plan and the related Rapid Rail Plan.

Prepared by: April Chan, Director, Budgets and Grants 650.508.6228
RESOLUTION NO. 2010 –

PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

* * *

AUTHORIZING AMENDMENT TO THE FISCAL YEAR 2010 CAPITAL BUDGET IN THE AMOUNT OF $47,000,000 FOR A TOTAL BUDGET OF $205,861,042

WHEREAS, pursuant to Resolution Nos. 2009-38, 2009-40, 2009-45 and 2010-4, adopted on July 2, 2009, September 3, 2009, October 1, 2009 and January 7, 2010 respectively, the Peninsula Corridor Joint Powers Board (JPB) adopted and subsequently amended the Fiscal Year 2010 Capital Budget for a total authorized budget of $158,861,042; and

WHEREAS, the JPB’s previously approved Capital Budget included $100 million for the Caltrain San Bruno Grade Separation project (Project), which Project requires $47 million in supplemental funding for Fiscal Year 2010 in order to be fully funded before the anticipated award of the construction contract; and

WHEREAS, the total cost of the Project has been revised down from $165 million to $147 million as a result of favorable construction bids received on May 18, 2010; and

WHEREAS, the guidelines of two of the previously identified funding sources for the Project, Proposition 1B Highway-Railroad Crossing Safety Account (Prop 1B HRCSA) and State Public Utilities Commission Section 190 (PUC 190), require resulting downward adjustments proportional to the total Project cost decreases, lowering Prop 1B HRCSA and PUC 190 funding availability from $30 million to $26.7 million, and from $10 million to $8.9 million, respectively; and

WHEREAS, the San Mateo County Transportation Authority will be requested to authorize and allocate $51.4 million from Measure A, including an offset for the $4.4 million reduction in Prop 1B HRCSA and PUC 190 funds, to fully fund the Project; and
WHEREAS, several other potential State and Federal funding sources exist, which may be substituted for Measure A funds if and when they become available; and

WHEREAS, the Capital Budget will be amended to replace the Measure A funds with those funding sources should they become available; and

WHEREAS, the Staff Coordinating Council recommends that the JPB approve the amendment to the FY2010 Capital Budget described above.

NOW, THEREFORE, BE IT RESOLVED that the Peninsula Corridor Joint Powers Board approves an amendment to the FY2010 Capital Budget to increase the budget for the San Bruno Grade Separation project for a total authorized capital budget increase for FY2010 of $47,000,000, from $158,861,042 to $205,861,042, contingent upon approval and allocation of Measure A funds by the San Mateo County Transportation Authority Board; and

BE IT FURTHER RESOLVED that the Board authorizes the Executive Director to take such additional actions as may be necessary to give effect to this resolution.

Regularly passed and adopted this 3rd day of June 2010, by the following vote:

AYES:

NOES:

ABSENT:

______________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

______________________________
JPB Secretary
AGENDA ITEM # 14
JUNE 3, 2010

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Gigi Harrington
Deputy CEO

SUBJECT: APPROVE BID DOCUMENTS AND AUTHORIZE EXECUTION OF DOCUMENTS FOR FUEL HEDGING PROGRAM

ACTION
Staff Coordinating Council recommends that the Board:

1. Approve execution of the documents on file in substantially final form for a diesel fuel price cap in connection with the Peninsula Corridor Joint Powers Board’s (JPB) fuel hedging program; and

2. Authorize the Executive Director or the Deputy CEO, Finance and Administration to execute the International Swaps and Derivatives Association, Inc. (ISDA) Master Agreement, the Schedule to the ISDA Master Agreement, the Credit Support Annex and related diesel fuel price cap documents, including a Confirmation, with the winning bidder, and to pay the premium for the diesel fuel price cap.

SIGNIFICANCE
In accordance with the fuel hedging policy adopted by the Board in March by Resolution No. 2010-15 (the Fuel Hedging Policy), staff has been working with the JPB’s financial advisor to determine the interest of qualified financial institutions in bidding on a diesel fuel price cap and to develop a bid package for the diesel fuel price cap. The documents included in the bid package are a Request for Commodity Price Caps, an ISDA Master Agreement (Master Agreement), a Schedule to the Master Agreement (Schedule) and a Credit Support Annex (CSA). The documents have been reviewed by Orrick, Herrington & Sutcliffe, LLP, special counsel to the JPB. The documents require Board approval prior to the bidding process and execution by the Executive Director or Deputy CEO, Finance and Administration. In addition to the documents included in the bid package, a Confirmation setting forth the pricing and other economic terms will be drafted and executed after the winning bid is selected.
The Master Agreement provides the terms and conditions governing the JPB’s relationship with the winning bidder. The Master Agreement is a form document of the International Swaps and Derivatives Association, Inc., and may apply to numerous types of hedging transactions, including fuel price caps, interest rate swaps and currency transactions. The Master Agreement documents the relationship between contracting parties and provides for greater legal certainty in the dealings of the parties. The Master Agreement contains provisions relating to the obligations of each party, representations, events of default and termination, early termination procedures and other matters. The Schedule modifies the Master Agreement to reflect the commercial understanding of the parties with respect to the contemplated transactions between them.

The CSA accompanies the Master Agreement and Schedule. The CSA provides protection to the JPB while the diesel fuel price cap remains in effect in the event that the rating of the winning bidder falls below A3/A-/A- by Moody’s, Standard & Poor’s or Fitch, as applicable. In the event of such a downgrade if the price cap has value to the JPB at the time, then the winning bidder (hereinafter sometimes referred to as the “counterparty”) must post collateral on a daily basis to secure its performance. As a condition for bidding, the counterparty must be rated in the “Aa” or “AA” category by at least one national rating agency at the time of bidding.

Based on preliminary discussions with eligible bidders by the JPB’s financial advisor, two firms, Barclays Capital (Barclays) and Deutsche Bank (DB), have expressed their intention to bid. DB was the winning bidder for the price cap which is in place through June 30, 2010 and has agreed to bid based on the documents approved by the Board in 2009. Barclays has agreed to bid using the proposed bid package on file, which includes the forms of Barclays’ documents submitted to the Board in 2009. Staff assumes that other eligible bidders declined to participate in the bid process as they did not wish to enter into the proposed form of documents and risk the need to post collateral in the event of a downgrade.

The bid and settlement of the premium payable by the JPB for the diesel fuel price cap are expected to occur prior to the beginning of the next fiscal year, with the price cap taking effect as of July 1, 2010. If staff is uncomfortable with the results of the bid, including the required premium for a price cap, the JPB will elect not to proceed with a fuel hedging program at the time bids are received.

The primary goal for the fuel hedging program is to reduce volatility and uncertainty in the fuel budget for Fiscal Year 2011. Pursuant to the Fuel Hedging Policy, the fuel hedging transaction for FY2011 will be implemented for no more than 75 percent of annual fuel consumption. Staff has proposed that the JPB hedge 2.1 million gallons, which currently represents approximately 50 percent of its expected annual fuel consumption. Staff has reviewed possible service adjustments and has determined that these adjustments to service will not cause the percent of expected fuel consumption hedged to exceed the 75 percent level authorized in the Fuel Hedging Policy. In order to maximize the hedging program’s potential for economic efficiency, the JPB will partner with the San Mateo County Transit District, which is expected to hedge 0.9 million gallons, which currently represents approximately 50 percent of its expected annual fuel consumption.
Staff expects to return to the Board at the next meeting with a report on the results of the bid. Staff also expects to return to the Board next year with an assessment of the FY2011 fuel hedging program.

BUDGET IMPACT
The JPB’s FY2010 adopted budget for fuel expenses is $13.8 million, which incorporates an estimated $2.5 million of savings due to the diesel fuel price cap compared with the FY2009 revised budget. Implementing the fuel hedging program will enable the JPB to purchase at least half of its fuel within a pre-determined price range, thus giving the JPB a measure of budgetary certainty and allowing for more effective utilization of budget resources. With a constraint on fuel costs, staff believes the JPB will be able to hold the FY2011 budget to similar levels as the FY2010 budget, if not better. The proposed FY2011 fuel budget will include the hedging program fees consisting of up to $25,000 for financial advisor, up to $87,500 for outside legal counsel, $10,000 in miscellaneous costs and approximately $0.5 million for the cost of a price cap.

BACKGROUND
The JPB currently purchases fuel from Pinnacle Petroleum based on the weekly spot price for ultra-low sulfur diesel (ULSD). This method leaves the JPB vulnerable to fluctuation in the market for diesel fuel. During the past twelve month period from May 1, 2009 to April 30, 2010, the price of ULSD has ranged from a high of $2.36 per gallon in the last week of April 2010 to a low of $1.52 in the first week of May 2009.

In order to meet the primary goal of the fuel hedging program of reducing volatility and uncertainty in the fuel budget for FY2011, staff will purchase a price cap consistent with the JPB’s adopted Fuel Hedging Policy. This price cap will not include taxes on the fuel price, however the price commonly reported to the Board of Directors includes taxes. A price cap allows the JPB to limit its exposure if fuel prices rise, while continuing to receive the benefit if prices fall.

Prepared by: Trish Reavey, Director of Finance 650.508.6434
RESOLUTION NO. 2010-

PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

* * *

AUTHORIZING IMPLEMENTATION OF A FUEL HEDGING PROGRAM FOR THE FISCAL YEAR ENDING JUNE 30, 2011, AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS NECESSARY TO IMPLEMENT SUCH FUEL HEDGING PROGRAM, INCLUDING AN ISDA MASTER AGREEMENT, A SCHEDULE TO THE ISDA MASTER AGREEMENT, A CREDIT SUPPORT ANNEX AND A CONFIRMATION, AND AUTHORIZING THE TAKING OF ALL ACTION NECESSARY RELATING TO THE IMPLEMENTATION AND EXECUTION OF SAID FUEL HEDGING PROGRAM.

WHEREAS, pursuant to the Joint Exercise of Powers Agreement-Peninsula Corridor Project, made and entered into as of October 3, 1996, among the Santa Clara Valley Transportation Authority, formerly known as the Santa Clara County Transit District, the City and County of San Francisco and the San Mateo County Transit District, creating the Peninsula Corridor Joint Powers Board (the "JPB"), the JPB is authorized to operate the Caltrain commuter rail service (hereinafter referred to as "Caltrain") and to perform all acts deemed necessary or convenient for the exercise of its power to operate Caltrain, including making and entering into contracts; and

WHEREAS, over the past several years, in connection with the operation of Caltrain, the JPB has consistently purchased over four million gallons of diesel fuel each year; and

WHEREAS, staff, in conjunction with PFM Asset Management LLC and Ross Financial, has studied various options for reducing volatility in the price paid for diesel fuel and assisting in the process of budgeting for fuel costs; and

WHEREAS, as a result of such study, staff recommended adoption of a fuel hedging program for the fiscal year ending June 30, 2010 (hereinafter referred to as the "2010 Fuel Hedging Program") in the form of a diesel fuel price cap; and
WHEREAS, the 2010 Fuel Hedging Program was authorized and approved by the governing body of the JPB and implemented by staff; and

WHEREAS, Deutsche Bank AG (hereinafter referred to as "Deutsche Bank") was selected as provider of the diesel fuel price cap for the 2010 Fuel Hedging Program; and

WHEREAS, in connection with the 2010 Fuel Hedging Program, the JPB entered into a 1992 International Swaps and Derivatives Association, Inc. ("ISDA") Master Agreement, a Schedule to the ISDA Master Agreement, and a 1994 ISDA Credit Support Annex (hereinafter collectively referred to as the "Deutsche Bank Hedging Documents") with Deutsche Bank; and

WHEREAS, forms of the Deutsche Bank Hedging Documents were made available to, and approved by, the JPB in connection with the authorization and approval of the 2010 Fuel Hedging Program; and

WHEREAS, staff recommended continuation of the fuel hedging program and prepared a policy (hereinafter referred to as the "Fuel Hedging Policy") which recommended approval of a fuel hedging program, in the form of a diesel fuel price cap, as an appropriate method of decreasing the volatility in the price to be paid for diesel fuel and assisting in the process of budgeting for fuel costs, which Fuel Hedging Policy was approved and adopted by the governing body of the JPB on March 4, 2010; and

WHEREAS, implementation of such fuel hedging program for the fiscal year ending June 30, 2011 (hereinafter referred to as the "2011 Fuel Hedging Program") will involve soliciting bids from providers of diesel fuel price caps meeting the credit rating criteria specified in the Fuel Hedging Policy that are interested in bidding on the diesel fuel price cap on substantially such terms as are set forth in the Request for Commodity Price Caps (the "Request") prepared by PFM Asset Management LLC and Ross Financial; and
WHEREAS, a proposed form of the Request has been made available to the JPB; and

WHEREAS, implementation of the 2011 Fuel Hedging Program will involve the selection of a provider of diesel fuel price caps as a cap counterparty, such selection to be made by the Executive Director of the JPB (the "Executive Director") or the Deputy CEO of the JPB, Finance and Administration (the "Deputy CEO"), with the advice of PFM Asset Management LLC (the "Financial Advisor"); and

WHEREAS, in the event a provider of diesel fuel price caps other than Deutsche Bank is selected as a cap counterparty, implementation of the 2011 Fuel Hedging Program will also involve execution and delivery of a 1992 ISDA Master Agreement (the "Master Agreement"), a Schedule to the ISDA Master Agreement (the "Schedule") and a 1994 ISDA Credit Support Annex (the "Credit Support Annex"); and

WHEREAS, there has been prepared and made available to the JPB proposed forms of the Master Agreement, the Schedule and the Credit Support Annex; and

WHEREAS, implementation of the 2011 Fuel Hedging Program will also involve execution and delivery of a Confirmation (the "Confirmation"); and

WHEREAS, it is now necessary for the governing body of the JPB to approve the forms of the Request, the Master Agreement, the Schedule and the Credit Support Annex, to authorize the negotiation and execution and delivery of the Master Agreement, the Schedule, the Credit Support Annex and the Confirmation, to authorize the taking of such other actions as shall be necessary to consummate the 2011 Fuel Hedging Program and to authorize the taking of various actions necessary in connection therewith.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE PENINSULA CORRIDOR JOINT POWERS BOARD as follows:
Section 1. **Findings.** The governing body of the JPB hereby finds and determines that the foregoing recitals are true and correct. The governing body of the JPB hereby further determines that it would be in the best interest of the JPB and in furtherance of the purposes of the JPB and the exercise of the powers of the JPB in connection with the operation of Caltrain to mitigate the risk of a rise in diesel fuel cost and to assist the JPB in its budgeting process by reducing the volatility and uncertainty in the effective cost to the JPB of diesel fuel by acquiring a diesel fuel price cap through the implementation of the 2011 Fuel Hedging Program and the execution and delivery of such documentation as shall be required to implement such 2011 Fuel Hedging Program, including the Confirmation and, as and to the extent applicable, the Master Agreement, the Schedule and the Credit Support Annex.

Section 2. **Approval of the 2011 Fuel Hedging Program.** Implementation of the 2011 Fuel Hedging Program in accordance with the Fuel Hedging Policy with a cap counterparty (the "Cap Counterparty") selected by the Executive Director or the Deputy CEO, with the advice of the Financial Advisor, and on such other terms as are acceptable to the Deputy CEO, with the advice of the Financial Advisor, is hereby authorized and approved.

Section 3. **Approval of Documentation.** The proposed forms of Master Agreement, Schedule and Credit Support Annex presented to this meeting are hereby approved. The Executive Director or the Deputy CEO, each acting alone (each, an "Authorized Officer") is hereby authorized and directed, for and in the name and on behalf of the JPB, to execute and deliver a Master Agreement, Schedule and Credit Support Annex, in substantially the form presented to this meeting, with such changes therein as the Authorized Officer executing the same, with the advice of the Financial Advisor, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.
Each Authorized Officer is hereby authorized and directed, for and in the name and on behalf of the JPB, to execute and deliver a Confirmation, such Confirmation to be in such form as shall be acceptable to the Authorized Officer executing the same, with the advice of the Financial Advisor, such acceptability to be conclusively evidenced by the execution and delivery thereof.

Section 4. **Authorized Representative.** All approvals, consents, directions, notices, orders, requests and other actions permitted or required by the Master Agreement, the Schedule, the Credit Support Annex and the Confirmation (hereinafter referred to as the "2011 Hedging Documentation") entered into or to be entered into, as applicable, with the Cap Counterparty, or by any of the other documents authorized by this Resolution may be given or taken by either Authorized Officer without further authorization or direction by the governing body of the JPB and each Authorized Officer is hereby authorized and directed to give any such approval, consent, direction, notice, order or request and to take any such action which such Authorized Officer may deem necessary or desirable to further the purposes of this Resolution.

Section 5. **Ratification of Deutsche Bank Hedging Documents.** All actions heretofore taken with respect to the authorization, approval, execution and delivery of the Deutsche Bank Hedging Documents are hereby ratified, confirmed, and approved.

Section 6. **Ratification of Actions Relating to 2011 Fuel Hedging Program.** All actions heretofore taken by the officers and agents of the JPB with respect to the 2011 Fuel Hedging Program are hereby ratified, confirmed, and approved.

Section 7. **Completion of 2011 Fuel Hedging Program.** Each Authorized Officer is hereby authorized and directed, for and in the name and on behalf of the JPB, to do any and all things and to take any and all actions and to execute and deliver any and all agreements,
certificates, documents and instruments and to do any and all things and take any and all actions which may be necessary or advisable to effectuate the actions which the governing body of the JPB has approved in this Resolution, including, without limitation, payment of the premium for the diesel fuel price cap, and to carry out, consummate and perform the duties of the JPB set forth in the 2011 Hedging Documentation and all other documents executed in connection with the 2011 Fuel Hedging Program.

Section 8. **Severability of Invalid Provisions.** If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution which shall continue in full force and effect.

Section 9. **Effective Date.** This Resolution shall take effect immediately upon its passage.

Regularly passed and adopted this 3rd day of June, 2010 by the following vote:

AYES:

NOES:

ABSENT:

Chair, Peninsula Corridor Joint Powers Board

ATTEST:

_____________________________

JPB Secretary
TO: Joint Powers Board

THROUGH: Michael J. Scanlon
Executive Director

FROM: Mark Simon
Executive Officer, Public Affairs

SUBJECT: STATE AND FEDERAL LEGISLATIVE UPDATE

ACTION
This report is for information only. No Board action is required.

SIGNIFICANCE
Staff will provide regular updates to the Board consistent with the approved Legislative Program.

STATE ISSUES

State Budget
On May 14 the Governor released the May Revision to his proposed Fiscal Year (FY) 2010-11 State Budget. The proposal preserves revenues reserved for transit in the Public Transportation Account in accordance with the “gas tax swap” proposal approved by the Legislature earlier this year.

Under the gas tax swap proposal, funding for the State Transportation Improvement Program (STIP), State Highway Operation and Protection Plan (SHOPP) and Highway Users Tax Account (HUTA) was increased, but the May Revision proposes diverting $650 million from these programs, which would bring funding levels for these programs back to pre-gas tax swap levels. This diversion would have no impact on funding for transit programs.

HSR Budget Hearings
The Senate Budget Subcommittee on Resources, Environmental Protection, Energy and Transportation met to review the California High Speed Rail Authority (CHSRA) FY 2010-11 budget requests including a $1.6 million request for funding to participate in the Peninsula Rail Program (PRP).

Caltrain staff met with individual subcommittee members and legislative staff to clarify the nature of the CHSRA request, which was ultimately approved.
Subcommittee members also indicated a desire to provide funding for a more active and engaged Peer Review Committee pursuant to AB 3034. They also approved $1 million for a new ridership study and reduced the CHSRA request for land acquisition from $250 million to $1 million.

**FEDERAL ISSUES**

**American Power Act (APA)**
On May 12, Senators Kerry, Lieberman and Graham released their legislative proposal to address climate change. The APA bill directs up to $6.25 billion per year for transportation investments from revenues generated from carbon fees and emissions auctions. A minimum of $19.5 billion in funds will be generated from motor fuels production in 2013 (the year the bill would become effective), with that amount significantly increasing in subsequent years. This means that at least 77 percent of revenue generated from pollution fees on gasoline and diesel would be diverted away from investment in transportation in the first year. In later years as the price of carbon increases, the percentage diverted could be as much as 91 percent.

Staff plans to work with the American Public Transportation Association (APTA) and California’s Senators to ensure that any fee associated with an increase in the price of gasoline be used to finance a long-term transportation authorization bill.

**Federal Tax Extenders Legislation (HR 4213)**
Congress is working to approve a $200 billion tax extenders bill that would extend jobless benefits and contains a number of one-year fuel tax credit extensions including the 50 cents per gallon alternative fuel tax credit for liquid fuels derived from biomass, compressed or liquefied biogas, natural gas and propane, as well as the alternative motor vehicle credit for heavy hybrids (i.e., hybrid motor vehicles that are not passenger automobiles or light trucks). Congress will need to pass the bill by June 1 to prevent unemployment benefits from expiring.

Prepared By: Seamus Murphy, Manager, Government Affairs 650.508.6388
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<tr>
<td><strong>AB 153</strong></td>
<td>SENATE</td>
<td>Existing law creates the High-Speed Rail Authority with specified powers and duties relating to the development and implementation of an intercity high-speed rail system. Existing law authorizes the authority to prepare a plan for the construction and operation of that system and to enter into contracts, acquire rights-of-way through purchase or eminent domain, and take other actions, subject to specified contingencies. Under existing law, a public entity may not commence an eminent domain proceeding until its governing body has adopted a resolution of necessity that meets certain requirements. Existing law generally prohibits a state agency from employing legal counsel other than the Attorney General unless there is a specific statute authorizing that employment. This bill would eliminate those contingencies to the exercise of the authority's authority and would specify that the authority constitutes a &quot;governing body&quot; for the purpose of adopting a resolution of necessity. The bill would authorize the authority to employ its own legal staff or contract with other state agencies for legal services, or both. This bill contains other related provisions and other existing laws.</td>
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<td><strong>Ma D</strong></td>
<td><strong>7/2/2009</strong> - In committee; Set, first hearing. Hearing canceled at the request of author.</td>
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<td><strong>AB 231</strong></td>
<td>SENATE E.Q.</td>
<td>Requires that revenues collected pursuant to the California Global Warming Solutions Act of 2006 be deposited into a Climate Protection Trust Fund, and establishes parameters by which those funds can be distributed for the reduction of GHG and mitigation of climate change impacts.</td>
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<td><strong>Huffman D</strong></td>
<td><strong>6/18/2009</strong> - From committee chair, with author's amendments: Amend, and re-refer to committee. Read second time, amended, and re-referred to Com. on EQ.</td>
<td>Last Amended on 6/26/2009</td>
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<td><strong>AB 266</strong></td>
<td>SENATE RLS.</td>
<td>Requires the California Transportation Commission (CTC) to, on an every-5-year basis, to develop an assessment of the unfunded costs of programmed state projects and federally earmarked projects in the state, as well as an assessment of available funding for transportation purposes and unmet transportation needs on a statewide basis.</td>
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<tr>
<td><strong>Carter D</strong></td>
<td><strong>6/11/2009</strong> - Referred to Com. on RLS.</td>
<td>Last Amended on 4/20/2009</td>
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### Peninsula Corridor Joint Powers Board
#### Legislative Matrix as of May 25, 2010

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<tr>
<td><strong>AB 289</strong> Galgiani D</td>
<td>SENATE T. &amp; H. 4/21/2010 - From committee chair, with author's amendments: Amend, and re-refer to committee. Read second time, amended, and re-referred to Com. on T. &amp; H.</td>
<td>Existing law, the California High-Speed Rail Act, creates the High-Speed Rail Authority to develop and implement a high-speed rail system in the state, with specified powers and duties. Existing law, pursuant to the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, approved by the voters as Proposition 1A at the November 4, 2008, general election, provides for the issuance of $9.95 billion in general obligation bonds for high-speed rail and related purposes. Existing law provides for appointment of an executive director by the authority, who is exempt from civil service and serves at the pleasure of the authority. This bill would authorize the Governor to appoint up to 5 deputy directors exempt from civil service who would serve at the pleasure of the executive director. This bill contains other related provisions and other existing laws. <strong>Last Amended on 4/21/2010</strong></td>
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<td><strong>AB 619</strong> Blumenfield D</td>
<td>SENATE T. &amp; H. 6/17/2009 - In committee: Set, first hearing. Hearing canceled at the request of author.</td>
<td>Existing law provides that the Department of Transportation has full possession and control of the state highway system. Existing law provides for allocation of federal transportation funds made available to the state. This bill would require the department to notify the Legislature within 30 days of making a determination that a project, including a project designated in the National Corridor Infrastructure Improvement Program, will be delayed beyond its scheduled completion date due to state cashflow or other funding issues, if the delay places at risk federal funds, including funds earmarked for the project.</td>
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<td><strong>AB 726</strong> Nielsen R</td>
<td>SENATE T. &amp; H. 6/16/2009 - In committee: Set, first hearing. Hearing canceled at the request of author.</td>
<td>Existing law generally provides for allocation of transportation capital improvement funds pursuant to the State Transportation Improvement Program process. Existing law provides for 75% of funds available for transportation capital improvement projects to be made available for regional projects, and 25% for interregional projects. Existing law describes the types of projects that may be funded with the regional share of funds, and includes local road projects as a category of eligible projects. This bill would state that local road rehabilitation projects are eligible for these funds.</td>
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<td><strong>AB 732</strong> Jeffries R</td>
<td>SENATE APPR. SUSPENSE FILE 8/27/2009 - In committee: Held under submission.</td>
<td>Existing law authorizes the Department of Transportation, until January 1, 2010, to conduct phase 2 of a pilot project through the utilization of design-sequencing contracts, as defined, for the design and construction of not more than 12 transportation projects, which are selected by the Director of Transportation taking into consideration specified geographical considerations. This bill would extend the operative date of those provisions until July 1, 2010, thereby extending the authority of the department to conduct phase 2 of the pilot project. The bill would instead specify that the pilot project consist of not more than 9 transportation projects. <strong>Last Amended on 6/16/2009</strong></td>
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### Peninsula Corridor Joint Powers Board
### Legislative Matrix as of May 25, 2010

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<tr>
<td>AB 1375</td>
<td>SENATE T. &amp; H. 4/21/2010 - From committee chair, with author's amendments: Amend, and re-refer to committee. Read second time, amended, and re-referred to Com. on T. &amp; H.</td>
<td>Existing law, the California High-Speed Train Act, creates the High-Speed Rail Authority to develop and implement a high-speed train system in the state, with specified powers and duties. Existing law, the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, approved by the voters as Proposition 1A at the November 4, 2008, general election, provides for the issuance of $9.95 billion in general obligation bonds for high-speed rail and related purposes. This bill would revise and recast these provisions by repealing and reenacting the California High-Speed Train Act. The bill would continue the High-Speed Rail Authority in existence to establish compensation of certain employees of the department, advise the Secretary of Business, Transportation and Housing and the Director of the Department of Railroads concerning high-speed rail matters, and annually adopt a 6-year high-speed train program for submission to the Governor and the Legislature. The bill would create the Department of Railroads within the Business, Transportation and Housing Agency, which would succeed to most of the existing powers and responsibilities of the authority and would be responsible for implementing the high-speed train project. The director of the department would be appointed by the Governor, who would serve at the pleasure of the Governor, and the Governor would be authorized to appoint up to 10 executive employees of the department who would be exempt from civil service and serve at the pleasure of the director. The bill would provide for acquisition and disposition by the department of rights-of-way for the high-speed rail project. The bill would limit the department's authority to use eminent domain to the powers previously granted to the authority in that regard, as specified. The bill would transfer the existing employees of the authority, other than the executive director, to the department. The bill would enact other related provisions. Last Amended on 5/24/2010</td>
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<tr>
<td>Bill ID/Topic</td>
<td>Location</td>
<td>Summary</td>
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| **AB 1405**  | SENATE  | **The California Global Warming Solutions Act of 2006 requires the State Air Resources Board to adopt regulations to require the reporting and verification of emissions of greenhouse gases and to monitor and enforce compliance with the reporting and verification program, and requires the state board to adopt a statewide greenhouse gas emissions limit equivalent to the statewide greenhouse gas emissions level in 1990 to be achieved by 2020. The act requires the state board to adopt rules and regulations in an open public process to achieve the maximum technologically feasible and cost-effective greenhouse gas emission reductions. The act authorizes the state board to include the use of market-based compliance mechanisms. The act authorizes the state board to adopt a schedule of fees to be paid by the sources of greenhouse gas emissions regulated pursuant to the act, and requires the revenues collected pursuant to that fee to be deposited into the Air Pollution Control Fund and be available, upon appropriation by the Legislature, for purposes of carrying out the act.**

This bill would establish the Community Benefits Fund, and would require a minimum of 30% of revenues generated pursuant to the act, including the fee discussed above, other than revenues collected for administrative purposes, to be deposited into that fund. The moneys in the fund would be used, upon appropriation by the Legislature, in the most impacted and disadvantaged communities in California to accelerate greenhouse gas emission reductions or mitigate direct health impacts of climate change in those communities. The state board would be required to develop a methodology to identify the most impacted and disadvantaged communities. The state board would be required to prepare a report by June 30, 2011, that describes how this bill will be implemented. The bill would require the report to provide for the formation of an independent panel to review, evaluate, and recommend approval of projects and programs solicited for funding. The state board would also be required to develop and adopt biennial plans for the use of funds. |
| **Last Amended on 9/1/2009** |          |                                                                                                                                                                                                       |          |
| **AB 1609**  | ASSEMBLY | **This bill would make appropriations for support of state government for the 2010-11 fiscal year.**

This bill contains other related provisions. |
| **Evans**    | BUDGET   | 1/21/2010 - Referred to Com. on BUDGET.                                                                                                                                                               |          |
| **D**        |          |                                                                                                                                                                                                       |          |
| **2010-11 Budget.** |          |                                                                                                                                                                                                       |          |
| **AB 1747**  | SENATE   | **Existing law creates the High-Speed Rail Authority with specified powers and duties relating to the development and implementation of an intercity high-speed rail system. Existing law, pursuant to the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, authorizes $9.95 billion in general obligation bonds for high-speed rail development and other related purposes.**

This bill would authorize the authority to consider, to the extent permitted by federal and state law, the creation of jobs in California when awarding major contracts including purchasing high-speed trains, as specified. |
| **Galgiani** | RLS.     | 5/20/2010 - In Senate. Read first time. To Com. on RLS. for assignment.                                                                                                                                 |          |
| **D**        |          |                                                                                                                                                                                                       |          |
| **High-Speed Rail Authority.** |          |                                                                                                                                                                                                       |          |
| **Last Amended on 4/14/2010** |          |                                                                                                                                                                                                       |          |
## Peninsula Corridor Joint Powers Board
### Legislative Matrix as of May 25, 2010

<table>
<thead>
<tr>
<th>Bill ID/Topic</th>
<th>Location</th>
<th>Summary</th>
<th>Position</th>
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</thead>
<tbody>
<tr>
<td><strong>AB 1830</strong></td>
<td>ASSEMBLY THIRD READING 4/22/2010 - Read second time. To third reading. 5/28/2010 #20 ASSEMBLY ASSEMBLY THIRD READING FILE</td>
<td>Existing law creates the High-Speed Rail Authority with specified powers and duties relating to the development and implementation of an intercity high-speed rail system. Existing law, pursuant to the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, authorizes $9.95 billion in general obligation bonds for high-speed rail development and other related purposes. This bill would require the authority to make every effort to purchase high-speed train rolling stock and related equipment that are manufactured in California, consistent with federal and state laws. <strong>Last Amended on 4/8/2010</strong></td>
<td>Oppose</td>
</tr>
<tr>
<td><strong>AB 2121</strong></td>
<td>ASSEMBLY APPR. SUSPENSE FILE 5/12/2010 - In committee: Set, first hearing. Referred to APPR. suspense file. 5/28/2010 Upon Adjournment of Session - State Capitol, Room 4202 ASSEMBLY APPROPRIATIONS SUSPENSE, FUENTES, Chair</td>
<td>Existing law, the California High-Speed Rail Act, creates the High-Speed Rail Authority to develop and implement a high-speed rail system in the state, with specified powers and duties. Existing law, pursuant to the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, approved by the voters as Proposition 1A at the November 4, 2008, general election, provides for the issuance of $9.95 billion in general obligation bonds for high-speed rail and related purposes. This bill would require the authority to annually adopt a 6-year high-speed train program, as specified, for submission to the Legislature and the Governor. The bill would also require the authority to annually prepare and submit to the Legislature and the Governor a report including, among other things, a description of the progress made on the program and a detailed financing plan to pay for construction of the high-speed train network. <strong>Last Amended on 4/28/2010</strong></td>
<td>Oppose</td>
</tr>
<tr>
<td><strong>AB 2324</strong></td>
<td>SENATE RLS. 5/13/2010 - In Senate. Read first time. To Com. on RLS. for assignment.</td>
<td>Existing law prohibits a person from knowingly possessing specified weapons and other items within any sterile area, as defined, of an airport or passenger vessel terminal, except as specified. This bill would make it a misdemeanor, punishable as specified, for any person to knowingly possess at a public transit vehicle facility, as defined, specified weapons, if a notice is posted at the facility, as specified. By creating a new crime, the bill would impose a state-mandated local program. This bill contains other related provisions and other existing laws. <strong>Last Amended on 5/10/2010</strong></td>
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</table>
## Peninsula Corridor Joint Powers Board
### Legislative Matrix as of May 25, 2010

<table>
<thead>
<tr>
<th>Bill ID/Topic</th>
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<th>Summary</th>
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</thead>
<tbody>
<tr>
<td><strong>AB 2579</strong> Evans D</td>
<td><strong>ASSEMBLY</strong> APPR. SUSPENSE FILE</td>
<td>The California Constitution regulates the issuance of debt by the state and requires that debt in excess of $300,000 for which the state will be generally obligated be submitted to, and approved by, the voters. This bill would create the Master Plan for Infrastructure Financing and Development Commission, the mission of which would be to develop and recommend a plan to be presented to the Governor and Legislature that provides for financing, building, and maintaining the infrastructure necessary to meet the needs of Californians from the present to the year 2050, and to establish a process for periodically adjusting and adapting the plan in coming years to meet changing circumstances. The bill would require that the commission consist of 11 members: the Treasurer or his or her designee, and members appointed by the Governor, the Speaker of the Assembly, and the Senate Committee on Rules. The bill would authorize the Governor to appoint the chair of the commission who would work full time on commission business for an unspecified salary. The bill would authorize the chair, with the concurrence of the commission, to appoint an executive director, who would be exempt from civil service and be paid an unspecified salary. The bill would require that funding for the operating costs of the commission be available upon appropriation by the Legislature. The bill would require the chair of the commission to appoint the members of specified task force committees, to be composed of both members and nonmembers of the commission, and would require commission members to chair at least one task force committee in which they have expertise. The bill would provide that the subject matter responsibilities of these task force committees include, but not be limited to, planning and financing, transportation, housing, natural resources and conservation, and education. The commission would be required to establish a timeline for submission of periodic reports on its findings to the Governor and Legislature, provide opportunity for public comment and participation, and to incorporate existing state and local infrastructure reports, as specified, that reflect current or future infrastructure needs into its recommendations. The bill would require the commission to submit its final report to the Governor and Legislature no later than December 1, 2012, and to be dissolved 30 days after issuance of the final report.</td>
<td><strong>Motion of Assembly Member Torrico.</strong></td>
</tr>
</tbody>
</table>

| **ACA 9** Huffman D | **ASSEMBLY** INACTIVE FILE | Creates an additional exemption to the 1% limit on the tax rate on real property for a rate imposed by a city, county, or city and county to service bonded indebtedness, incurred to fund specified public improvements, facilities, and housing, and related costs that is approved by 55% of the voters of the city, county, or city and county. | **Motion of Assembly Member Torrico.** |

**Last Amended on 4/19/2010**

**Last Amended on 6/26/2009**
<table>
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<th>Bill ID/Topic</th>
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<tbody>
<tr>
<td><strong>ACA 15</strong></td>
<td>ASSEMBLY INACTIVE FILE 6/1/2009 - To inactive file on motion of Assembly Member Arambula.</td>
<td>Amends the California Constitution to change the two-thirds voter-approval requirement for transportation related special taxes to 55%.</td>
<td></td>
</tr>
<tr>
<td>Arambula I</td>
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<tr>
<td>Local government transportation projects: special taxes: voter approval.</td>
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<tr>
<td><strong>ACR 14</strong></td>
<td>ASSEMBLY NAT. RES. 4/27/2009 - In committee: Refused adoption.</td>
<td>This measure would call upon the State Air Resources Board, prior to any regulatory action being taken consistent with the scoping plan for the implementation of the California Global Warming Solutions Act of 2006, to perform an economic analysis that will give the State of California a more complete and accurate picture of the costs and benefits of the act's implementation. The measure would also call upon the Governor to use the authority granted by the act to adjust any applicable deadlines for regulations.</td>
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<td>Niello R</td>
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<tr>
<td><strong>SB 409</strong></td>
<td>ASSEMBLY TRANS. 2/11/2010 - To Com. on TRANS. 6/14/2010 Anticipated Hearing ASSEMBLY TRANS., Not in daily file.</td>
<td>Existing law creates the Department of Transportation in the Business, Transportation and Housing Agency, with various powers and duties relative to the intercity passenger rail program, among other transportation programs. Existing law creates in state government the High-Speed Rail Authority, with various powers and duties relative to development and implementation of a high-speed passenger train system. The authority has 9 members, 5 appointed by the Governor and 4 appointed by the Legislature. Existing law also creates in state government the California Transportation Commission, with various powers and duties relative to programming of transportation capital projects and assisting the Secretary of Business, Transportation and Housing in formulating state transportation policies. This bill would place the High-Speed Rail Authority within the Business, Transportation and Housing Agency. The bill would require the 5 members of the authority appointed by the Governor to be appointed with the advice and consent of the Senate. The bill would require the authority to annually submit a funding plan to the California Transportation Commission for approval, identifying the need for investments during the fiscal year and the amount of bond sales necessary to accommodate those investments. This bill contains other related provisions.</td>
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<td>Ducheny D</td>
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<td>Passenger rail programs: strategic planning.</td>
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<tr>
<td><strong>Last Amended on 3/27/2009</strong></td>
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<tr>
<td><strong>Last Amended on 1/26/2010</strong></td>
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<td>Bill ID/Topic</td>
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<tr>
<td><strong>SB 455</strong> Lowenthal D</td>
<td>ASSEMBLY INACTIVE FILE 7/24/2009 - Placed on inactive file on request of Assembly Member Torrico.</td>
<td>Existing law creates the High-Speed Rail Authority with specified powers and duties relative to development and implementation of a high-speed train system. The authority is composed of 9 members, including 5 members appointed by the Governor. This bill would provide that the members of the authority appointed by the Governor are subject to appointment with the advice and consent of the Senate. The bill would require the members of the authority, at a scheduled board meeting, to cause to be prepared an overall project schedule with project delivery milestones on a quarterly basis, and to approve a quarterly contract status report, beginning at the first board meeting after March 1, 2010. The bill would also require the members of the authority to approve all contract amendments at a scheduled board meeting. This bill contains other related provisions and other existing laws.</td>
<td><strong>Last Amended on 4/16/2009</strong></td>
</tr>
<tr>
<td><strong>SB 476</strong> Correa D</td>
<td>ASSEMBLY NAT. RES. 7/7/2009 - Hearing postponed by committee. (Refers to 6/22/2009 hearing)</td>
<td>The California Environmental Quality Act (CEQA) requires a lead agency, as defined, to prepare, or cause to be prepared, and certify the completion of, an environmental impact report (EIR) on a project that it proposes to carry out or approve that may have a significant effect on the environment or to adopt a negative declaration if it finds that the project will not have that effect. CEQA also requires a lead agency to prepare a mitigated negative declaration for a project that may have a significant effect on the environment if revisions in the project would avoid or mitigate that effect and there is no substantial evidence that the project, as revised, would have a significant effect on the environment. CEQA provides for a public review period for the public to review a draft EIR, proposed negative declaration, or proposed mitigated negative declaration made during the public review period and authorizes a lead agency to evaluate and respond to comments made on a draft EIR when the comments are submitted after the public review period. CEQA requires an action or proceeding alleging noncompliance with its requirements to be based on grounds that were presented to the public agency orally or in writing by any person, and prohibits a person from maintaining an action or proceeding unless the person objected to the approval of the project orally or in writing, during the public comment period provided under CEQA or prior to the close of the public hearing on the project before the issuance of the notice of determination. This bill instead would prohibit these actions or proceedings unless the oral or written presentation or objection occurs during the public comment period provided under CEQA or prior to the close of the public hearing on the project before the filing, rather than issuance, of the notice of determination.</td>
<td><strong>Last Amended on 4/30/2009</strong></td>
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</table>
### Peninsula Corridor Joint Powers Board
#### Legislative Matrix as of May 25, 2010

<table>
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<tr>
<td>SB 874</td>
<td>SENATE  BUDGET &amp; F.R. 1/21/2010 - To Com. on B. &amp; F.R.</td>
<td>This bill would make appropriations for support of state government for the 2010-11 fiscal year. This bill contains other related provisions.</td>
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<tr>
<td>SB 964</td>
<td>SENATE APPR. SUSPENSE FILE 5/21/2010 - Set for hearing May 27. (Suspense - for vote only.) 5/27/2010 Upon adjournment of session SENATE APPROPRIATIONS SUSPENSE, KEHOE, Chair</td>
<td>Existing law, the California High-Speed Train Act, creates the High-Speed Rail Authority to develop and implement a high-speed train system in the state, with specified powers and duties. Existing law, the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, provides for the issuance of $9.95 billion in general obligation bonds for high-speed rail and related purposes. This bill would require the authority to contract with the Employment Development Department to develop a labor market assessment of the workforce and identify the education and skills needed for construction, operation, and maintenance of the high-speed train system. The bill would require the authority and the department to form an advisory committee, as specified, to advise the authority and the department on the availability of skilled labor relative to the high-speed train project and on options for workforce training programs in that regard. The bill would require the labor market assessment to be submitted to the Legislature and incorporated into the authority's biennial revised business plan. This bill contains other related provisions.</td>
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<tr>
<td>SB 965</td>
<td>ASSEMBLY TRANS. 5/13/2010 - To Com. on TRANS. 6/14/2010 Anticipated Hearing ASSEMBLY TRANS., Not in daily file.</td>
<td>Existing law, the California High-Speed Train Act, creates the High-Speed Rail Authority to develop and implement a high-speed train system in the state, with specified powers and duties. Existing law, the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, approved by the voters as Proposition 1A at the November 4, 2008, general election, provides for the issuance of $9.95 billion in general obligation bonds for high-speed rail and related purposes. This bill, subject to appropriation by the Legislature, would authorize the authority to expend federal funds made available by the federal American Recovery and Reinvestment Act (ARRA) for high-speed rail purposes. The bill would require the authority to take various actions in that regard. The bill would also require the authority to submit to the Legislature an expenditure plan for the federal funds within 60 days of enactment of this act or upon finalization of a cooperative agreement with the federal government, whichever occurs later, and to submit a progress report on expenditure of the funds to the Legislature on the following December 31 and annually thereafter. The bill would make legislative findings and declarations relative to the award of federal funds to the state by ARRA for high-speed rail purposes. The bill would exempt the Transbay Terminal project in San Francisco from these provisions if ARRA funds are made available to the Transbay Joint Powers Authority for that project.</td>
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Last Amended on 4/22/2010

Last Amended on 4/7/2010
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<th>Bill ID/Topic</th>
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<tr>
<td><strong>SB 1320</strong></td>
<td>ASSEMBLY  TRANS. 5/20/2010 - To Com. on TRANS.</td>
<td>Existing law provides that it is an infraction, punishable by a fine not to exceed $250 and by specified community service, to evade the payment of any fare of, or to engage in passenger misconduct on or in a facility or vehicle of a public transportation system. Existing law authorizes the City and County of San Francisco and the Los Angeles County Metropolitan Transportation Authority to adopt and enforce an ordinance to impose and enforce civil administrative penalties for fare evasion or passenger misconduct, other than by minors, on or in a transit facility or vehicle in lieu of the criminal penalties, with specified administrative adjudication procedures for the imposition and enforcement of the administrative penalties, including an initial review and opportunity for a subsequent administrative hearing. Fare evasion and passenger misconduct violation penalties are deposited in the general fund of the City and County of San Francisco or the County of Los Angeles, as applicable. This bill would authorize the Alameda-Contra Costa Transit District to adopt and enforce a similar administrative adjudication ordinance. Fare evasion and passenger misconduct violation penalties would be deposited in the general fund of the county in which the citation is administered. This bill contains other related provisions. <strong>Last Amended on 4/26/2010</strong></td>
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<tr>
<td><strong>SB 1371</strong></td>
<td>ASSEMBLY DESK 5/10/2010 - In Assembly. Read first time. Held at Desk.</td>
<td>Existing law generally provides for programming and allocation of state and federal transportation capital improvement program funds pursuant to the state transportation improvement program process administered by the California Transportation Commission. Under these provisions, 25% of available funds are available for interregional improvement projects nominated by the Department of Transportation, subject to a requirement that 60% of these funds be available for projects in nonurbanized areas on the interregional road system and for intercity rail projects. The remaining 75% of available funds are available for regional improvement projects nominated by regional agencies. All funds programmed through the state transportation improvement program process are subject to the north-south split, and the regional improvement funds are further subject to the county shares formula. This bill would require the Department of Transportation to work with local transportation agencies to develop a list of potential projects that may be awarded within a 90-day period of the award to the state of 2nd round federal transportation economic stimulus funds. The bill would require the department to submit a monthly status report to the Legislature, as specified, with respect to certain milestones for expenditure of these funds. The bill would make related legislative findings and declarations. This bill contains other related provisions and other existing laws.</td>
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<td>Bill ID/Topic</td>
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<td><strong>SCA 15</strong></td>
<td><strong>SENATE  B. &amp; F.R.  4/28/2010 - Hearing postponed by committee. (Refers to 4/22/2010 hearing)</strong></td>
<td>The California Constitution requires the Governor to submit to the Legislature by January 10 of each year a budget for the ensuing fiscal year, accompanied by a Budget Bill itemizing recommended expenditures. The Constitution requires specified bills, including a bill making a change in state taxes for the purpose of raising revenue, a bill containing an urgency clause, and a bill, including the Budget Bill, that makes certain appropriations from the General Fund, to be passed in each house of the Legislature by a 2/3 vote. This measure would exempt General Fund appropriations in the Budget Bill for the ensuing fiscal year from the 2/3 vote requirement if the total amount of General Fund revenues estimated by the Legislative Analyst, on or after May 15, for the current fiscal year is at least 5% below the estimate of General Fund revenues set forth in the Budget Bill enacted for the current fiscal year. This bill contains other related provisions and other existing laws.</td>
<td><strong>D</strong></td>
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Quarterly Capital Program Status Report
and DBE Status Report

Prepared for the June 3, 2010 JPB Meeting

3rd Quarter FY2010: January 1, 2010 – March 31, 2010

Peninsula Corridor
Joint Powers Board
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### Caltrain - Capital Program - Budget Status Summary

Q3 FY2010 - January 1 to March 31, 2010

All Costs in $1,000’s

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<td>1. Station and Intermodal Access</td>
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<td>$42,558</td>
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<td>2. Right of Way</td>
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<td>3. Rolling Stock / Equipment</td>
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<td>4. Operational Facilities &amp; Equip.</td>
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<td>5. Others</td>
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<td>6. Caltrain Express / Caltrain 2025</td>
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<td>7. Electrification</td>
<td>$0</td>
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<td><strong>Total Board Approved Budget by FY</strong></td>
<td>$78,665</td>
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<td>$83,147</td>
<td>$62,421</td>
<td>$151,105</td>
<td>$83,535</td>
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| Total Audited Expenditures by FY       | $65,393| $103,282| $87,216| $96,971| $76,917| $50,183 |

Some of the major projects completed include, but are not limited to the following:

- Ponderosa - Construction of Station Platforms, Track, Bridge Rehab, & Grade Crossing Project
- Passenger Car Overhaul
- Passenger Car Procurement
- CTX - Caltrain Express (Baby Bullet) Engineering / Construction Project
- CTX - Baby Bullet Train - Procurement of Rolling Stock
- Centralized Traffic Control Project
- Purchase and Installation of Ticket Vending Machines (TVM) - Phase 2
- Centralized Equipment & Maintenance Operations Facility Related Projects
- San Francisco Station Improvements
- San Mateo Station Improvements
- Sunnyvale Multimodal Project
- Tunnel Rehabilitation Project
- Hillsdale Station Outboard Platform Improvements
- Bridge Seismic Retrofit and Deck Replacement Project
- Centralized Equipment Maintenance & Operations Facility (CEMOF)
- North Terminal Operations Improvements Project
- Burlingame Station Platform & Track Improvements Project
- Diridon Station Improvements
- Guadalupe River Bridge Interim Repair Project
- Cal Ave Station Improvements / Palo Alto Ped Underpass & Platform Improvements / Bridge Deck Repair Project
- San Bruno / South Linden Interim Safety Improvement Project

Note: (1) The “Total Board Approved Budget by FY” reflects the annual budget approved by the JPB at the beginning of each fiscal year. This authorizes the amount that could be spent on projects. Unspent budget in a fiscal year will be carried forward to subsequent budget years.

(2) "Total Audited Expenditures by FY" reflects total cost expended in the fiscal year; funding source for the expenditures could be from prior fiscal years.

(3) Expenditure shown for FY2010 through March 31, 2010 are unaudited.
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The following projects represent a sub-set of the total Capital Program and have been selected for inclusion into the Quarterly Report due to project value, operational significance, and/or impact on customers.

<table>
<thead>
<tr>
<th>SCOPE</th>
<th>SCHEDULE</th>
<th>BUDGET / COST</th>
<th>HSR IMPACT</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Q2 FY10</td>
<td>Q3 FY10</td>
<td>Q2 FY10</td>
<td>Q3 FY10</td>
<td>Q2 FY10</td>
</tr>
<tr>
<td>2nd ATCS Channel Project</td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Atherton Station Improvements (Project On hold)</td>
<td></td>
<td></td>
<td></td>
<td>R</td>
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<tr>
<td>Broadway Station Improvements (Project On hold)</td>
<td></td>
<td></td>
<td></td>
<td>R</td>
</tr>
<tr>
<td>Caltrain Right of way Fencing Project</td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Dumbarton Rail Corridor Project</td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Electrification - Environmental and 35% Design</td>
<td></td>
<td></td>
<td></td>
<td>Y</td>
</tr>
<tr>
<td>Jerrold Avenue Bridge Replacement Project</td>
<td></td>
<td></td>
<td></td>
<td>Y</td>
</tr>
<tr>
<td>Los Gatos &amp; Guadalupe Bridges Replacement</td>
<td></td>
<td></td>
<td></td>
<td>Y</td>
</tr>
<tr>
<td>Purchase eight Caltrain Passenger Cars</td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Quint Street Bridge Project</td>
<td></td>
<td></td>
<td></td>
<td>Y</td>
</tr>
<tr>
<td>Rail Operations Control System Project</td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Real Time Transit Information Project</td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>San Bruno Grade Separation</td>
<td></td>
<td></td>
<td></td>
<td>Y</td>
</tr>
<tr>
<td>San Francisco Roadway Bridges Replacement</td>
<td></td>
<td></td>
<td></td>
<td>Y</td>
</tr>
<tr>
<td>San Mateo Bridges Rehabilitation Project</td>
<td></td>
<td></td>
<td></td>
<td>R</td>
</tr>
<tr>
<td>San Mateo County At-Grade Crossing Improvement</td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>South San Francisco Parking Lot</td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>South Terminal and Santa Clara Stations Improvements Project</td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Systemwide Track Rehab Program - FY2010</td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
</tbody>
</table>

- **= Project On-Hold**
- **= No Issues**
- **= Notable Issues**
- **= Significant Issues**
The purpose of this project is to refine, adjust and modify Caltrain's Signal Data Radio Communications Network which links signal control points to the central control/dispatch office. The modifications are required to improve the reliability, quality, and speed of data transmissions within the radio network, specifically between the antennas at control points, the two base stations located on the San Bruno and Monument Peak Mountain Tops and along the right-of-way.

Issues: None.

SCHEDULE:

<table>
<thead>
<tr>
<th>Activity ID</th>
<th>Activity Description</th>
<th>Orig.</th>
<th>Dur</th>
<th>Start</th>
<th>Finish</th>
<th>2007</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
</tr>
</thead>
<tbody>
<tr>
<td>01741</td>
<td>2nd ATCS Channel Project</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phase Gate/Programmatic Reviews</td>
<td>548</td>
<td>0</td>
<td>100%</td>
<td>24-Feb-08 A</td>
<td>25-Apr-08 A</td>
<td>39</td>
<td></td>
<td>2</td>
<td>1</td>
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<tr>
<td>Second Channel Implementation</td>
<td>146</td>
<td>0</td>
<td>100%</td>
<td>18-May-07 A</td>
<td>06-Dec-07 A</td>
<td>39</td>
<td></td>
<td>2</td>
<td>1</td>
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<tr>
<td>Owner Furnished Material</td>
<td>946</td>
<td>0</td>
<td>100%</td>
<td>05-Sep-05 A</td>
<td>31-Aug-05 A</td>
<td></td>
<td>39</td>
<td>2</td>
<td>1</td>
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<td>Engineering Design</td>
<td>277</td>
<td>0</td>
<td>100%</td>
<td>06-Aug-07 A</td>
<td>21-Aug-07 A</td>
<td>39</td>
<td></td>
<td>2</td>
<td>1</td>
</tr>
<tr>
<td>Procurement/Bid &amp; Awards</td>
<td>138</td>
<td>0</td>
<td>100%</td>
<td>22-Aug-08 A</td>
<td>22-Mar-08 A</td>
<td></td>
<td>39</td>
<td>2</td>
<td>1</td>
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<tr>
<td>Construction</td>
<td>197</td>
<td>0</td>
<td>100%</td>
<td>23-Mar-09 A</td>
<td>04-Jan-10 A</td>
<td></td>
<td>39</td>
<td>2</td>
<td>1</td>
</tr>
<tr>
<td>Project Closure</td>
<td>1136</td>
<td>128</td>
<td>86.73%</td>
<td>03-Apr-08 A</td>
<td>30-Sep-10</td>
<td></td>
<td>39</td>
<td>2</td>
<td>1</td>
</tr>
</tbody>
</table>

Progress:
Jan - Mar 2010
(1) Began research of the auto roll.
(2) Began construction close out.

Future Activities:
Apr - Jun 2010
(1) Implementation of auto roll.
(2) Project close out.

Issues: None.
### BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed to Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
<td>$485,290</td>
<td>$485,167</td>
<td>$508,658</td>
<td>$485,167</td>
<td>$123</td>
</tr>
<tr>
<td>Right of Way</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
</tr>
<tr>
<td>Construction</td>
<td>$2,364,290</td>
<td>$2,364,075</td>
<td>$2,399,431</td>
<td>$2,367,042</td>
<td>($2,752)</td>
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<tr>
<td>Construction Management</td>
<td>$792,400</td>
<td>$721,464</td>
<td>$757,122</td>
<td>$761,881</td>
<td>$30,519</td>
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<tr>
<td>Administration</td>
<td>$808,955</td>
<td>$821,876</td>
<td>$821,876</td>
<td>$881,862</td>
<td>($72,907)</td>
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<tr>
<td>Contingency</td>
<td>$49,065</td>
<td>$0</td>
<td>$0</td>
<td>$4,048</td>
<td>$45,017</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$4,500,000</strong></td>
<td><strong>$4,392,582</strong></td>
<td><strong>$4,487,087</strong></td>
<td><strong>$4,500,000</strong></td>
<td><strong>$0</strong></td>
</tr>
</tbody>
</table>

### Project Budget / Cost Status

![Project Budget / Cost Status Graph]

**Issues:** None.

### OTHER:

None.
**SCOPE:** This project provides for the design and construction of new station facilities at Atherton Station (MP 27.80) to eliminate the "hold out rule". The scope of the project includes demolishing the center platform and providing outboard boarding platforms with a center inter-track fence and a signalized/gated pedestrian crossing at the northern end of the platforms.

**Issues:** Design has been completed; project was placed on hold for further efforts (see note in "Other" section). Scope of project is on hold; Caltrain capital program management team is reviewing the impacts of other improvements in the vicinity of the station to determine the appropriate scope definition for the Atherton Station project.

---

**SCHEDULE:**

<table>
<thead>
<tr>
<th>Activity ID</th>
<th>Activity Description</th>
<th>Orig Dur</th>
<th>%</th>
<th>Early Start</th>
<th>Early Finish</th>
</tr>
</thead>
<tbody>
<tr>
<td>01572</td>
<td>Atherton Interim Outboard Platform</td>
<td>100</td>
<td>1</td>
<td>15JUN03A</td>
<td>19DEC03A</td>
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</table>

- **Project On-Hold**

**Future Activities:**

**Issues:** Project is on hold; schedule needs to be redefined and re-baselined.
ATHERTON STATION IMPROVEMENTS

BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>(a) Current Board Approved Budget</th>
<th>(b) Expended to Date</th>
<th>(c) Committed To Date</th>
<th>(d) Estimate at Completion</th>
<th>(e) Variance at Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
<td>$239,400</td>
<td>$339,639</td>
<td>$339,642</td>
<td>$365,000</td>
<td>($125,600)</td>
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<tr>
<td>Right of Way</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
</tr>
<tr>
<td>Construction</td>
<td>$1,296,250</td>
<td>$22,696</td>
<td>$28,906</td>
<td>$2,557,527</td>
<td>($1,261,277)</td>
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<tr>
<td>Construction Management</td>
<td>$200,000</td>
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<tr>
<td>Administration</td>
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<td>$160,625</td>
<td>$160,625</td>
<td>$687,036</td>
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<tr>
<td>Contingency</td>
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<td>$0</td>
<td>$386,712</td>
<td>($265,002)</td>
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<td>Total</td>
<td>$2,000,000</td>
<td>$522,960</td>
<td>$529,173</td>
<td>$4,285,800</td>
<td>($2,285,800)</td>
</tr>
</tbody>
</table>

PROJECT BUDGET / COST STATUS

ISSUES:
The project was put on hold for any further design efforts. Estimate at Completion will be re-evaluated when project is re-activated.

HSR IMPACT:
Project scope, budget and delivery schedule will likely be impacted by High Speed Rail development along the Caltrain corridor.

OTHERS:
Project has been placed on hold; Capital Program Management team is currently reviewing the impact of capital improvements (incl. Dumbarton Rail Extension) in the vicinity of Atherton Station.
### BROADWAY STATION IMPROVEMENTS

#### SCOPE:
This project is to eliminate the “hold out rule”, reduce gate down time and provide pedestrian/patron safety by providing outboard boarding platforms at the Broadway Station (MP 15.2). The platforms are to be staggered, the Northbound platform north of Broadway Avenue and the Southbound platforms remaining south of Broadway Avenue. Scope includes track work, signal work, pedestrian active warning devices, lighting and general construction work on platforms and associated amenities. This work shall eliminate the hold out rule and reduce gate downtime. Most of the track rehab work in the vicinity of the Broadway station has been transferred to the Burlingame Outboard Platform Project.

#### Issues:
The project was put on hold for any further design efforts. Scope of project is on hold; Caltrain capital program management team is reviewing the impacts of other improvements in the vicinity of the station to determine the appropriate scope definition for the Broadway Station project.

#### SCHEDULE:

<table>
<thead>
<tr>
<th>Activity ID</th>
<th>Activity Description</th>
<th>Orig Dur</th>
<th>%</th>
<th>Early Start</th>
<th>Early Finish</th>
</tr>
</thead>
<tbody>
<tr>
<td>01574</td>
<td>Broadway Interim Outboard Platform</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Preliminary Engineering</td>
<td>27%</td>
<td>100</td>
<td>16JUN23A</td>
<td>16JUL24A</td>
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<tr>
<td></td>
<td>Engineering Design</td>
<td>30%</td>
<td>100</td>
<td>16JUL24A</td>
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</tr>
</tbody>
</table>

**Progress:** Project is on hold.

**Jan - Mar 2010**

**Future Activities:**

**Apr - Jun 2010**

**Issues:** Project is on hold; schedule needs to be redefined and re-baselined.
BROADWAY STATION IMPROVEMENTS

BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed To Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
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<td>$1,059,935</td>
<td>$1,265,000</td>
<td>($1,021,804)</td>
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<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
</tr>
<tr>
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<td>$30,906</td>
<td>$4,174,947</td>
<td>($2,310,447)</td>
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<td>$0</td>
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<td>$326,493</td>
<td>$980,039</td>
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<td>$0</td>
<td>$616,155</td>
<td>($291,197)</td>
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<tr>
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<td>$1,410,282</td>
<td>$1,417,334</td>
<td>$7,497,100</td>
<td>($4,707,759)</td>
</tr>
</tbody>
</table>

Project scope, budget and delivery schedule will likely be impacted by High Speed Rail development along the Caltrain corridor.

ISSUES:

The project was put on hold for any further design efforts. Estimate at Completion will be re-evaluated when project is re-activated.

HSR IMPACT:

Project scope, budget and delivery schedule will likely be impacted by High Speed Rail development along the Caltrain corridor.

OTHER:

Project has been placed on hold; Capital Program Management team is currently reviewing the impact of future capital improvements in the vicinity of the Broadway station.
CALTRAIN RIGHT OF WAY FENCING PROJECT

SCOPE:
The project consists of the installation of fencing along the Caltrain Corridor based on location and exposure requirements. Fencing contracts will be authorized in the following two phases:

Phase 1: Previously completed by Amtrak at the following locations: San Bruno, Burlingame, San Mateo, Belmont and Redwood City.

Phase 2: Base work and Option 1 and Option 2 fencing along the right of way at the following locations: San Francisco, San Bruno, San Mateo, Redwood City, Menlo Park, Sunnyvale and San Jose.

Phase 2 Base: consists of: 900 LF (Linear Feet) of fence demolition, 400 LF chain link fence, 400 LF expanded wire mesh fence and 7,000 LF welded wire mesh fence.

Phase 2 Option 1: consists of: 450 LF chain link fence, 350 LF expanded wire mesh fence and 20,000 LF welded wire mesh fence.

Phase 2 Option 2 work will be executed as two work packages - Option 2A and Option 2B.
- Phase 2 Option 2A: consists of: 200 LF chain link fence and 10,000 LF welded wire mesh fence.
- Phase 2 Option 2B: consists of: 200 LF chain link fence and 10,000 LF welded wire mesh fence.

Issues:
None.

Progress:
Jan - Mar 2010
(1) Contractor installed approximately 3,000 LF of fencing along the right of way this quarter.
(2) Began emergency fencing from Barron Creek to Adobe Creek.
(3) Continued Phase 2 Option 2A fencing work.

Future Activities:
Apr - Jun 2010
(1) Complete Phase 2 Option 2A fencing work.
(2) Complete preparation of Phase 2 Option 2B work package.
(3) Begin Phase 2 Option 2B work.

Issues:
None.
## CALTRAIN RIGHT OF WAY FENCING PROJECT

### BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed to Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
<td>$27,500</td>
<td>$20,528</td>
<td>$20,528</td>
<td>$27,500</td>
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<tr>
<td>Right of Way</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
</tr>
<tr>
<td>Construction</td>
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<td>$2,897,221</td>
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<tr>
<td>Contingency</td>
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<td>$0</td>
<td>$178,405</td>
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</tr>
<tr>
<td><strong>Total</strong></td>
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<td><strong>$3,303,170</strong></td>
<td><strong>$3,433,041</strong></td>
<td><strong>$4,473,014</strong></td>
<td><strong>$171,114</strong></td>
</tr>
</tbody>
</table>

### Project Budget / Cost Status

- **Current Board Approved Budget**
- **Estimate at Completion**
- **Expended to Date**

![Project Budget / Cost Status Chart]

### Issues:

None.

### OTHER:

None.
The Dumbarton Rail Corridor (DRC) Project will extend commuter rail service across the Bay between the Peninsula and the East Bay by rehabilitating and reconstructing rail facilities on the existing railroad alignment and right-of-way. Three new passenger rail stations in Menlo Park/East Palo Alto, Newark, Union City, and a new layover facility in the East Bay will be constructed, as well as upgrading the Fremont Centerville Station. The proposed Dumbarton train service will consist of six trains across the bridge during the morning commute and six during the evening commute. Morning trains will originate at the Union City Intermodal Station, cross the bay to Redwood City, and then three trains will travel north to San Francisco and three will travel south to San Jose. In the evening, all trains will reverse pattern and travel back to Union City.

The current scope and budget is for Environmental Clearance and Preliminary Engineering only.

**Issues:**

1. Environmental Mitigation – Pending the result of the findings in the Environmental Impact Report (EIR) under the California Environmental Quality Act (CEQA) and under the National Environmental Policy Act (NEPA), the project may be required to implement various mitigation conditions in the bay and the wetlands. This may result in additional studies, schedule delays and/or cost increase.
2. Future required negotiations for right-of-way acquisition and operating and capital agreements with other affected railroads and agencies (i.e., the Union Pacific Railroad and the Capitol Corridor) may result in potential schedule delays, additional studies, or capital and operating costs.
3. Dumbarton Bridge – The existing bridge has been out of service since the mid-1980s. Uncertainties surrounding the existing condition of the bridge and various regulations and other needs may significantly affect the options and the designs for rehabilitation and replacement of the Dumbarton Bridge.

**Progress:**

1) Continued ridership sensitivity modeling runs and analyses on the variables of increased frequency and station stops, as well as the effectiveness of a shuttle type of service between Union City and Redwood City.
2) Provided responses to comments from the review of the administrative draft environmental document and technical reports.
3) The Capitol Corridor is preparing a grant application to the Federal Railroad Administration (FRA) High Speed Intercity Passenger Rail program (HSIPR) in Summer 2010 for eight projects that include the procurement and construction of Segment G of the Dumbarton Rail Corridor Project in Union City. Staff continued to coordinate with Capitol Corridor to provide updates on the right of way negotiation strategy.
4) A meeting was held with MTC and High Speed Rail/Altamont Corridor staff to discuss JPB comments on the Altamont Corridor Initial Alternatives. Staff also met with Peninsula Rail Program (PRP) and HNTB High Speed Rail design team to review the preliminary design for the integration at the Redwood Junction for Dumbarton, Caltrain and High Speed Rail operations.
5) Staff continued to coordinate with MTC and DBROC members to follow-up on the interim bus enhancement plan. DBROC members are collaborating to develop a service plan for future PAC review.
6) A proposal was received from Wilbur Smith Associates to perform project management and planning support work for the Technical Analysis. The proposal was reviewed and approved with Notice to Proceed (NTP) issued on 3/23/10.

**Future Activities:**

1) Continue working on the technical analysis for updating the draft environmental document. Coordinate with California High Speed Rail Authority (CHSRA) and Altamont Corridor project teams to integrate environmental planning and analyses.
2) Initiate meetings to engage Wilbur Smith Associates on the transitioning of project management and new service planning work.
3) Continue to work with Capitol Corridor on UPRR right of way negotiations.
4) Continue to work with DBROC members on the interim bus enhancement plan.
5) Continue to coordinate with stakeholders on funding opportunities.

**Issues:**

Environmental reviews will take longer than expected. This is due to a delayed start of the scoping period, the development of new phasing options, a delay in obtaining concurrence with project partners MTC and the FTA regarding inputs to the ridership model and the need to consider phasing options in the environmental evaluation. The project has also encountered significant funding and implementation issues when the MTC approved shifting $91 million RM2 funding from the Dumbarton project to the BART Warm Springs project in January 2009 and repayment is deferred until 2019-2020.
Jan. 1, 2010 - Mar. 31, 2010

Caltrain QUARTERLY REPORT

Actve Capital Projects

DUMBARTON RAIL CORRIDOR

BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed To Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
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<tbody>
<tr>
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<td>$8,106,056</td>
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<td>Construction</td>
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<td><strong>Total</strong></td>
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<td><strong>$12,444,010</strong></td>
<td><strong>$15,468,000</strong></td>
<td><strong>$0</strong></td>
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</table>

Project Budget / Cost Status

Issues:

Funding approved is sufficient to complete the environmental and preliminary engineering phase of the project.

MTC reprogrammed $91 million of the project's funding to the BART Warm Springs extension in September 2008, and the $91M is proposed to be re-paid after FY 2019-20. Remaining project funding would be insufficient even for Phase 1 construction. The repayment of the $91 Million after FY 2019-20 would delay the project ten years. The certainty of the payback is in question, as it depends upon the willingness of a future Alameda County Congestion Management Agency (ACCMA) action to honor the action of its current board. A public hearing was held on January 14, 2009, for the RM2 funding reassignment and the action was formally approved by the MTC commissioners at the January 28, 2009, MTC Meeting. It places the Dumbarton Project focus on near-term and interim actions as a consequence of the 10+ year delay in capital funding: 1) completion of the draft EIR/EIS; 2) steps towards purchase of needed right-of-way; 3) expansion of bus service in the corridor in the interim.

OTHER:

None.
CALTRAIN QUARTERLY REPORT

Active Capital Projects

ELECTRIFICATION

SCOPE: The Electrification Program will electrify the 52-mile Caltrain Commuter line from San Francisco to Tamien. The project will include the following activities: (1) an approved Environmental Assessment / Environmental Impact Report (EA/EIR); (2) the design and installation of approximately 150 single track miles of overhead contact system (OCS) that will distribute power to the electrically-powered locomotives or electric multiple unit (EMU) trainsets; (3) the design and construction of two traction power substations (TPS) and eight autotransformer stations to deliver the 25kV, 60Hz, single-phase, alternating current to the OCS; (4) the design and installation of enhancements to the signaling and grade crossing control systems to make the system compatible with electrification and to provide for future operations service levels; and (5) the integration of the Electrification System, Signaling modifications and Electric Rolling Stock.

Current program scope is funded through the completion of environmental activities and 35% design engineering activities.

Issues: Caltrain is currently working with California High Speed Rail Authority, among others, to determine the impact of high speed rail development on this project. Project scope is under review.

SCHEDULE:

<table>
<thead>
<tr>
<th></th>
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<td>09-Nov-10</td>
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<tr>
<td>Environmental</td>
<td>1521</td>
<td>5</td>
<td>88.67%</td>
<td>24-May-04</td>
<td>A</td>
<td>13-May-10</td>
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<tr>
<td>Funding</td>
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<td>100%</td>
<td>03-Jul-09</td>
<td>A</td>
<td>30-Apr-09</td>
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<td>Preliminary Engineering</td>
<td>1254</td>
<td>15</td>
<td>88.8%</td>
<td>01-Jun-05</td>
<td>A</td>
<td>21-Apr-10</td>
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<tr>
<td>Contracting Strategy &amp; Methodol...</td>
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<td></td>
<td></td>
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</tr>
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</table>

Progress: PG & E continued processing applications for 115 kV service at both South San Francisco and San Jose.

Future Activities:

(1) Continue coordination of project with JPB Capital Program and engineering to keep Electrification documents current.

(2) Coordinate with California High-Speed Train Project (CHSTP) on engineering and planning activities for the Caltrain Corridor.

Issues: Caltrain is currently working with California High Speed Rail Authority, among others, to determine the impact of high speed rail development on this project. Project scope is under review. Until review is complete, project remains at the 35% design phase; thereby, will significantly slip from the original project schedule.
CALTRAIN QUARTERLY REPORT

Active Capital Projects

BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>(a) Current Board Approved Budget</th>
<th>(b) Expended to Date</th>
<th>(c) Committed To Date</th>
<th>(d) Estimate at Completion</th>
<th>(a) - (d) Variance at Completion</th>
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<tbody>
<tr>
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</tbody>
</table>

*NOTE: Budget and cost are for construction planning, constructability review and value engineering support activities.

Issues:

Total Estimate-at-Completion (EAC) shown above is through 35% Engineering Design only. Once the scope of the project is coordinated with California High Speed Rail Authority (CHSRA), the budget for the balance of the project will be updated and reflected in the report. Full funding for the project will depend on the coordination of the project with CHSRA.

HSR IMPACT:

Caltrain is currently working with California High Speed Rail Authority, among others, to determine the impact of high speed rail development on this project. Project scope is under review.

OTHER:

None.

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Page 15
SCOPES:

Final design and construction of the Jerrold Avenue (MP 2.85) Bridge including:
1. Replacement of the existing intermediate three-spans of the Jerrold Avenue bridge with a single span bridge (including the installation of two (2) jump-spans to conform to the present bridge layout);
2. Reconstruction of tracks impacted by the new structures;
3. Reconstruction of the traveled way and sidewalks.

Issues:
None.

SCHEDULE:

<table>
<thead>
<tr>
<th>Activity ID</th>
<th>Activity Description</th>
<th>Org Dr</th>
<th>Ave Dr</th>
<th>%</th>
<th>Start</th>
<th>Finish</th>
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<th>2011</th>
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<td>11-Sep-09 A</td>
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<td>G</td>
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<td></td>
<td>Funding</td>
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<td></td>
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<td>16-Sep-10</td>
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<tr>
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<td>Project Closure</td>
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<td>13-Jan-12</td>
<td>G</td>
<td>G</td>
<td>G</td>
</tr>
</tbody>
</table>

Progress:

Jan - Mar 2010
1. Completed review of the 95% design and returned comments to the designer.
2. Received the final Invitation for Bid (IFB) documents package.
3. Completed constructability and qualification evaluations.
4. Forwarded IFB documents package to Contracts and Procurement for legal review.
5. Conducted 100% IFB Phase Gate on 3/08/10 to obtain approval to advertise the construction package for the project.

Future Activities:

Apr - Jun 2010
1. Advertise the construction package for the project.
2. Prepare draft C&M agreement and begin discussions with San Francisco City agencies.
3. Receive construction bids and begin bid evaluations.

Issues:
The project schedule has previously slipped due to the time required by Caltrans to program the project and include it on the FY2010 Federal Transportation Improvement Program (FTIP). The project can be fully funded without the FHWA funds and the project moved forward without the Caltrans funding.
**Caltrain QUARTERLY REPORT**

**JERROLD AVENUE BRIDGE REPLACEMENT PROJECT**

**Budget:**

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>(a) Current Board Approved Budget</th>
<th>(b) Expended to Date</th>
<th>(c) Committed To Date</th>
<th>(d) Estimate at Completion</th>
<th>(e) Variance at Completion</th>
</tr>
</thead>
<tbody>
<tr>
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<td>$0</td>
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<td><strong>$1,854,066</strong></td>
<td><strong>$19,685,486</strong></td>
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</table>

Issues: None.

**HSR Impact:**

Caltrain is currently working with California High Speed Rail Authority, among others, to determine the impact of high speed rail development on this project. Project scope is under review.
SCOPE: The Los Gatos and Guadalupe Bridge Replacement Project includes:
(1) Preliminary Design, Environmental Document and Final Design to remove and replace the existing MT-1 and MT-2 bridges crossing Los Gatos Creek. As recommended in the Project Study Report (PSR), the new replacement structure is to be a pre-stressed / pre-cast concrete bridge with new foundations and a new widened bridge deck that functions as a construction shoofly.

The permanent third track and signal work have been deleted from this project.
(2) The preliminary design (only) of a replacement bridge for the existing MT-1 timber bridge crossing the Guadalupe River.

Issues: (1) The project is located over a sensitive riparian habitat which requires the JPB to design a bridge structure that has minimal environmental impacts.

SCOPE: The Los Gatos and Guadalupe Bridge Replacement Project includes:
(1) Preliminary Design, Environmental Document and Final Design to remove and replace the existing MT-1 and MT-2 bridges crossing Los Gatos Creek. As recommended in the Project Study Report (PSR), the new replacement structure is to be a pre-stressed / pre-cast concrete bridge with new foundations and a new widened bridge deck that functions as a construction shoofly.

The permanent third track and signal work have been deleted from this project.
(2) The preliminary design (only) of a replacement bridge for the existing MT-1 timber bridge crossing the Guadalupe River.

Issues: (1) The project is located over a sensitive riparian habitat which requires the JPB to design a bridge structure that has minimal environmental impacts.

--- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | ---
01812 - Los Gatos Creek Bridge | 2119  | 870 | 62.2% | 10-Apr-09 A | 13-Jun-10
Phase Gate/Programmatic Reviews | 1045 | 276 | 73.3% | 13-Apr-09 | 31-Oct-10
Environmental | 509 | 0 | 100% | 26-Jan-07 | 26-Jan-07
Funding | 103 | 0 | 0% | 01-Dec-10 | 31-Mar-11
Engineering Design | 1025 | 323 | 52.0% | 04-Jun-07 | 12-Jun-11
Procurement/Bid & Awards | 150 | 0 | 0% | 13-Jul-11 | 15-Feb-12
Construction | 200 | 0 | 0% | 16-Feb-12 | 15-Feb-13
Project Closure | 45 | 0 | 0% | 11-Mar-13 | 15-Feb-12

Progress: Jan - Mar 2010
(1) Scope of the project has been revised:
(a) Delete the permanent third track plus signal work; (b) build a new three track bridge, which will accommodate a future third track.
(2) Continued 35% design (Preferred Alternative) for the environmental assessment.

Future Activities: Apr - Jun 2010
(1) Work on a full funding plan for the project.
(2) Complete the 35% design for the Preferred Alternative (Full 3-track alternative) with phased construction schedule which is required for the environmental clearance document. Continue additional Documented Categorical Exclusion (DCE) environmental report work (Biological Report and Wetland Delineation).
(3) Complete the revised 35% design alternative and phased construction schedule for construction of bridge foundations, superstructure and deck.

Issues: As federal funds are to be used, the project will be on-hold at 35% design until environmental clearance from the FTA is obtained. This action will delay the original baseline schedule by approximately twenty (20) months. Current schedule is based on DCE. If more environmental clearance is required, then the schedule may be delayed an additional six months.
LOS GATOS AND GUADALUPE BRIDGES REPLACEMENT

**BUDGET:**

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed To Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
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</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
<td>$2,558,274</td>
<td>$1,357,231</td>
<td>$1,443,657</td>
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<td><strong>$2,151,846</strong></td>
<td><strong>$3,893,154</strong></td>
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</tr>
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</table>

*(NOTE: Budget and cost are for construction planning, constructability review and value engineering support activities.)*

**Issues:**

Estimate at Completion of about $3.9 million is for the preliminary design and environmental review phases only. Once the scope is refined, the Budget and Estimate-Completion will be updated and reflected in the report.

**HSR IMPACT:**

Caltrain is currently working with California High Speed Rail Authority, among others, to determine the impact of high speed rail development on this project. Project scope is under review.
PURCHASE EIGHT CALTRAIN PASSENGER CARS

SCOPE:
This project is for the purchase of eight rail cars to replace the VRE cars that were purchased to implement the first two years of the SF Giants service. Staff has identified the need for eight additional Bombardier cars in order to shore up an inadequate spare ratio and to provide the required train capacity to meet passenger demand through 2011.

The project scope includes the purchase of two cab cars and six trailer cars, including all ancillary services and costs, QA/QC inspection and spare parts as well as the costs incurred for legal, technical and financial services.

Issues: None.

SCHEDULE:

<table>
<thead>
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<th>Activity Description</th>
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<th>RWM</th>
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<th>Finish</th>
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<tbody>
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<td>74</td>
<td>0%</td>
<td>02-Feb-09 A</td>
<td>15-Jul-10</td>
</tr>
</tbody>
</table>

Progress:
Jan - Mar 2010 (1) Continued receipt of spare parts.

Future Activities:
Apr - Jun 2010 (1) Complete receipt of all spare parts.
(2) Complete project close-out activities.

Issues: Final spare parts pending delivery. Will delay project close-out until 2nd quarter 2010.
### PURCHASE EIGHT CALTRAIN PASSENGER CARS

**BUDGET:**

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed To Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
</tr>
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<td>$0</td>
<td>$0</td>
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<td>$20,383,891</td>
<td>$20,484,159</td>
<td>$20,486,000</td>
<td>$541,874</td>
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<td>$29,856</td>
<td>$44,281</td>
<td>$29,856</td>
<td>$790</td>
</tr>
<tr>
<td>Administration</td>
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<td>$267,559</td>
<td>$305,344</td>
<td>$274,577</td>
<td>$7,263</td>
</tr>
<tr>
<td>Contingency</td>
<td>$306,778</td>
<td>$0</td>
<td>$0</td>
<td>$298,872</td>
<td>$7,906</td>
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<tr>
<td><strong>Total</strong></td>
<td><strong>$21,692,734</strong></td>
<td><strong>$20,726,701</strong></td>
<td><strong>$20,879,179</strong></td>
<td><strong>$21,133,700</strong></td>
<td><strong>$559,034</strong></td>
</tr>
</tbody>
</table>

**Issues:** None.

**OTHER:** None.
QUINT STREET BRIDGE PROJECT

SCOPE:  
Proposed Scope:  
(1) Close Quint Street permanently to vehicular traffic.  
(2) Remove the Quint Street Bridge.  
(3) Fill the bridge opening with an embankment.  
(4) Perform other related work such as utility protection, trackwork and street utilities.

The scope change for Quint Street from bridge replacement to street closure and bridge removal is to enable completion of the project within the approved budget without compromising JPB goals on seismic vulnerability, state of good repair and safety.

If the street closure is approved by the City of San Francisco, JPB will take the lead in getting environmental clearance for the project. Design will not proceed until approval is received from the City of San Francisco.

ISSUES:  
JPB is seeking community support from the City of San Francisco on the concept of Quint Street closure. The project scope may have to be re-visited or modified to address community concerns and issues.

SCHEDULE:  

<table>
<thead>
<tr>
<th>Activity</th>
<th>Activity Description</th>
<th>Start Date</th>
<th>End Date</th>
<th>% Complete</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>016918 - Quint Street Bridge Clo...</td>
<td>1030 791</td>
<td>51.47%</td>
<td>63-Dec-09</td>
<td>23-May-13</td>
<td></td>
</tr>
<tr>
<td>Environmental</td>
<td>644 239</td>
<td>62.69%</td>
<td>20-Aug-09</td>
<td>14-Mar-11</td>
<td></td>
</tr>
<tr>
<td>Street Closure</td>
<td>305 211</td>
<td>13.88%</td>
<td>4-Jan-13</td>
<td>13-Apr-11</td>
<td></td>
</tr>
<tr>
<td>Fencing</td>
<td>45 51</td>
<td>31.11%</td>
<td>6-Sep-11</td>
<td>21-Oct-11</td>
<td></td>
</tr>
<tr>
<td>Engineering Design</td>
<td>1203 207</td>
<td>62.72%</td>
<td>6-Oct-08</td>
<td>6-Sep-11</td>
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</tr>
<tr>
<td>Right of Way</td>
<td>176 176</td>
<td>0%</td>
<td>30-Sep-10</td>
<td>13-Jun-11</td>
<td></td>
</tr>
<tr>
<td>Procurement/Bid &amp; Awards</td>
<td>120 120</td>
<td>0%</td>
<td>6-Sep-11</td>
<td>15-Mar-12</td>
<td></td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>150 150</td>
<td>0%</td>
<td>15-Mar-11</td>
<td>13-Oct-11</td>
<td></td>
</tr>
<tr>
<td>Construction</td>
<td>253 253</td>
<td>0%</td>
<td>18-Mar-12</td>
<td>18-Mar-13</td>
<td></td>
</tr>
</tbody>
</table>

Progress:  
Jan - Mar 2010  
(1) Completed review and accepted the Phase 1 Archaeological Report.  
(2) A proposal was received and negotiated for the extended archeological field investigation work plan. Notice to Proceed (NTP) was issued on 3/24/10 to perform the work.  
(3) A meeting was held on 3/01/10 with Supervisor Maxwell. Caltrain will continue to coordinate the proposed street closure with the City of San Francisco.

Future Activities:  
Apr - Jun 2010  
(1) Initiate coordination and field work for the extended archeological investigation.  
(2) Prepare a funding and cashflow plan for the project.  
(3) Complete an engagement strategy for future outreach activities and coordination with the City of San Francisco.

Issues:  
Due to the archaeological findings at the project site, the environmental clearance process is expected to become much longer. A strategic consolidated approach was developed to mitigate impacts to the project schedule.
Caltrain QUARTERLY REPORT

QUINT STREET BRIDGE PROJECT

BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed To Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
<td>$2,422,288</td>
<td>$619,772</td>
<td>$1,188,126</td>
<td>$2,350,684</td>
<td>$71,604</td>
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<tr>
<td>Right of Way</td>
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<td>$34</td>
<td>$34</td>
<td>$2,976</td>
<td>$0</td>
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<tr>
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<td>$1,956</td>
<td>$11,539,138</td>
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<td>Administration</td>
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<td>$432,111</td>
<td>$2,571,637</td>
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<td>Contingency</td>
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<td>$0</td>
<td>$1,697,914</td>
<td>$51,811</td>
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<td>$1,054,531</td>
<td>$1,622,887</td>
<td>$20,512,140</td>
<td>$624,823</td>
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</tbody>
</table>

Issues: None.

HSR IMPACT:

Caltrain is currently working with California High Speed Rail Authority, among others, to determine the impact of high speed rail development on this project.
Rail Operations Control System Project

SCOPE:
This project provides for the procurement and commissioning of a new operating control system for the Caltrain corridor. The project includes software procurement and development, hardware procurement and installation, testing, training, support and maintenance of the new system. The new system will meet all functionality and features necessary for current operations as well as accommodate for future projects identified by the JPB, such as Electrification, Communications Based Overlay Signal System (CBOSS), and various communication improvements.

Issues: None.

SCHEDULE:

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
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<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>01729 - Rail Operations Control...</td>
<td>Conceptual/Study</td>
<td>134</td>
<td>0</td>
<td>100%</td>
<td>20-May-09 A</td>
<td>28-Nov-09 A</td>
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<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
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<tr>
<td></td>
<td>Preliminary Engineering</td>
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<td>100%</td>
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<td>27-Feb-09 A</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
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<td>G</td>
<td>G</td>
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<tr>
<td></td>
<td>Engineering Design</td>
<td>36</td>
<td>0</td>
<td>100%</td>
<td>05-Mar-09 A</td>
<td>24-Apr-09 A</td>
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<td>G</td>
<td>G</td>
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<td></td>
<td>Procurement/Bid &amp; Awards</td>
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<td>100%</td>
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<td>31-Dec-09 A</td>
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<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
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<tr>
<td></td>
<td>Construction</td>
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<td>180</td>
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<td>04-Jan-10 A</td>
<td>30-Dec-10</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
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<td>71</td>
<td>0%</td>
<td>04-Jan-11</td>
<td>13-Apr-11</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
</tr>
<tr>
<td></td>
<td>Warranty Period</td>
<td>365</td>
<td>365</td>
<td>0%</td>
<td>31-Dec-10</td>
<td>30-Dec-11</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
<td>G</td>
</tr>
</tbody>
</table>

Progress:
(1) Issued Notice to Proceed (NTP) to ARINC on January 4, 2010.
(2) Conducted contractor kick-off meetings.
(3) Began information gathering, development of project management plan and master schedule by contractor.
(4) Continued development of SIP (Strategic Implementation Plan) by JPB.
(5) Received the Project Management Plan and Master Schedule for review.
(6) Met with ARINC to discuss project management plan.

Future Activities:
(1) Define system requirements.
(2) Conduct Conceptual Design meeting.
(3) Receive Requirements Matrix, Software Functional Requirements Documents and System Drawings from ARINC.
(4) Review project deliverable list.
(5) Continue working on software development, hardware procurement and installation.

Issues: None.
Rail Operations Control System Project

BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed To Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
<td>$141,910</td>
<td>$290,455</td>
<td>$360,505</td>
<td>$643,280</td>
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<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
</tr>
<tr>
<td>Construction</td>
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<td>$124</td>
<td>$480,000</td>
<td>($188,005)</td>
</tr>
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<td>Administration</td>
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<td>$1,177,409</td>
<td>$3,168,464</td>
<td>($1,730,106)</td>
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<tr>
<td>Contingency</td>
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<td>$0</td>
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<td>Total</td>
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<td>$1,616,185</td>
<td>$4,115,409</td>
<td>$8,756,744</td>
<td>($1,056,744)</td>
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</tbody>
</table>

**Issues:** Additional budget authority for this project will be secured as part of the FY2011 budget development process.

**OTHER:** None.
SCOPE:
The Real Time Transit Information Project will provide predictive arrival/departure times for all Caltrain trains and Samtrans buses. The real time predictions data will be provided to MTC’s 511 system to be disseminated to the public. The train predictive arrival/departure times will be displayed on the visual message signs at the San Francisco 4th & King, Millbrae, San Mateo, Redwood City, Palo Alto, Mountain View, Sunnyvale, and the San Jose Diridon stations. The bus predictive arrival/departure times will be displayed on new electronic signs at the bus bays at the Daly City BART, Colma BART, Redwood City Sequoia and the Palo Alto stations. Project was funded by MTC for both SamTrans and Caltrain.

Issues: None.

SCHEDULE:

For SamTrans, the following was completed:
(1) Completed electrical conduit work at Daly City BART station. ACS demonstrated prototype sign for the ADA committee and received feedback.
(2) Completed electrical work at Redwood City for the new bus shelters. Completed software development for the signs.
(3) Completed vehicle software for the bus. Received implementation plan for Colma BART Station.

For Caltrain, the following was completed:
(1) Established framework for the JPB Strategic Implementation Plan.
(2) Received ARINC’s Project Management Plan and master schedule. Continue with the development of JPB Implementation Plan.

Future Activities:
For SamTrans, the following is planned:
(1) Complete software development.
(2) Order hardware for signs.
(3) Conduct Factory Acceptance Testing.
(4) Test interface with MTC 511.
(5) Receive implementation plan for Millbrae BART station.

For Caltrain, the following is planned:
(1) Conduct Conceptual Design meeting.
(2) Install GPS units.
(3) Review master schedule with ARINC. Review JPB Implementation Plan.

Issues:
Project is currently 28 months behind the baseline schedule due to delay in procurement. The Caltrain PADS procurement was combined with the Railroad Operations Control System (ROCS) procurement. The combined procurement process shortens the schedule by two months, from a 30-month delay to a 28-month delay. As a result of combining the Caltrain PADS project with the ROCS project, the project schedule will be rebaselined in the next quarter when data is available.
### Caltrain QUARTERLY REPORT

**Active Capital Projects**

### REAL TIME TRANSIT INFORMATION PROJECT

**BUDGET:**

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed To Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
<td>$60,654</td>
<td>$35,606</td>
<td>$35,636</td>
<td>$60,798</td>
<td>($144)</td>
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<tr>
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<td>$0</td>
<td>$0</td>
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<td>$2,491,292</td>
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<tr>
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<tr>
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<td>$0</td>
<td>$142,026</td>
<td>$4,156</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$3,773,048</strong></td>
<td><strong>$1,275,839</strong></td>
<td><strong>$3,226,260</strong></td>
<td><strong>$3,769,036</strong></td>
<td><strong>$4,012</strong></td>
</tr>
</tbody>
</table>

**Current Board Approved Budget and EAC reflect the reduction of $125K due to the elimination of five kiosks at five stations. Total EAC reflects project scope for both Samtrans buses and Caltrain trains.**

### Project Budget / Cost Status

<table>
<thead>
<tr>
<th>Amount in $</th>
<th>Planning &amp; Engineering</th>
<th>Right of Way</th>
<th>Construction</th>
<th>Construction Management</th>
<th>Administration</th>
<th>Contingency</th>
</tr>
</thead>
<tbody>
<tr>
<td>$0</td>
<td>Current Board Approved</td>
<td>Estimate</td>
<td>Expended</td>
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<td></td>
</tr>
<tr>
<td>$500,000</td>
<td>$1,000,000</td>
<td>$1,500,000</td>
<td>$2,000,000</td>
<td>$2,500,000</td>
<td>$3,000,000</td>
<td>$3,500,000</td>
</tr>
</tbody>
</table>

### Issues:

None.

### OTHER:

None.
San Bruno Grade Separation

Scope:
The project will raise the railroad in a retained embankment and lower roadways crossing the railroad right-of-way from just south of the I-380 flyover to approximately San Felipe Road in San Bruno. The project will eliminate at-grade vehicular crossings at San Bruno Avenue, San Mateo Avenue and Angus Avenue and replace them with grade separated vehicular access with a four-track footprint. Pedestrian under-crossings will be constructed at Euclid and Sylvan Avenues in San Bruno. The existing San Bruno station will be relocated onto an elevated structure at San Bruno and San Mateo Avenues. The former site of San Bruno Lumber will become a surface parking lot for the new San Bruno station.

Issues:
None.

Schedule:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start Date</th>
<th>End Date</th>
<th>Percent Complete</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>01880 - San Bruno Grade Separation</td>
<td>6/1/09</td>
<td>12/31/10</td>
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<td>General</td>
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<td>12/31/10</td>
<td>100%</td>
<td>6/1/09</td>
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<td>0/1/10</td>
<td>0%</td>
<td>15/Dec-09</td>
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<tr>
<td>Environmental</td>
<td>1/1/10</td>
<td>1/1/10</td>
<td>100%</td>
<td>2/Jan-09</td>
</tr>
<tr>
<td>Operations</td>
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<td>100%</td>
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<td>1/1/10</td>
<td>1/1/10</td>
<td>84.26%</td>
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<tr>
<td>Utility Relocation</td>
<td>1/1/10</td>
<td>1/1/10</td>
<td>70.11%</td>
<td>1/Jan-09</td>
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<tr>
<td>Owner Furnished Material</td>
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<td>1/1/10</td>
<td>43.88%</td>
<td>30/Nov-09</td>
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<tr>
<td>3rd Party Negotiations</td>
<td>1/1/10</td>
<td>1/1/10</td>
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<tr>
<td>Design Bid Build (DBB)</td>
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<td>Project Closure</td>
<td>1/1/10</td>
<td>1/1/10</td>
<td>0%</td>
<td>01/Aug-12</td>
</tr>
</tbody>
</table>

Progress:

Jan - Mar 2010
1. Board concurred with the staff recommendation for award of Box Culvert contract work at the February Board meeting.
2. Finalized design review of 95% final Grade Separation plans & specifications. Incorporated comments into the Invitation for Bid (IFB) and issued IFB to Contracts & Procurement. Advertised the San Bruno Grade Separation project in March.
3. Continued negotiations with BART concerning design review approvals.
4. Issued Purchase Orders for Owner Furnished Signal Equipment (March Board) and Rail Crossovers (February Board).
5. Continued negotiations with City relative to design issues and C&M Agreement.
6. Initiated utility relocation work.
7. Issued Limited Notice to Proceed (LNTP) to the Box Culvert contractor to mobilize staff and begin construction planning and administrative activities.
8. Continued negotiations pertaining to real estate acquisition with five property owners. Obtained Orders of Possession for three out of five proposed acquisitions.

Future Activities:
Apr - Jun 2010
1. Issue Notice to Proceed (NTP) to Disney Construction for Box Culvert construction.
2. Sign C&M Agreement with the City of San Bruno.
3. Obtain Orders of Possession for remaining two real estate acquisitions.
4. Issue Addendums 1-7 to the Grade Separation IFB package.
5. Begin 35% design of BART retrofit work.

Issues:
None.
CALTRAIN QUARTERLY REPORT

SAN BRUNO GRADE SEPARATION

BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>(a) Current Board Approved Budget</th>
<th>(b) Expended To Date</th>
<th>(c) Committed To Date</th>
<th>(d) Estimate at Completion</th>
<th>Variance at Completion</th>
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</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
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<tr>
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<td>$3,247,851</td>
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<td>$0</td>
<td>$27,067,250</td>
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<tr>
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<td>$18,632,241</td>
<td>$21,811,043</td>
<td>$165,000,000</td>
<td>($65,000,000)</td>
</tr>
</tbody>
</table>

Current Board Approved Budget of $100 million has been approved by both the San Mateo County Transportation Authority (SMCTA) and PCJPB Boards for the design and front-end construction phase of the project. Additional budget authority will need to be approved by the Board later in the Summer 2010 to fully fund the project.

HSR IMPACT:

Caltrain is currently working with California High Speed Rail Authority, among others, to determine the impact of high speed rail development on this project. Project scope is under review.
The San Francisco Roadway Bridges Replacement project upgrades the Caltrain owned vehicular bridges located at 22nd Street, 23rd Street and Paul Avenue and includes:

1. Remove and replace the existing two-span steel-through girder superstructures as the bridges have reached the end of their useful lives, and allowing sufficient vertical clearance to accommodate future projects such as electrification.
2. Remove and reconstruct the existing utility lines attached to the bridges. Provide temporary supports until the bridges are reconstructed.

Issues:

None.

Future Activities:

1. Submit additional funding request to Caltrans.
2. Project will be put On-Hold, pending additional funding.

Issues:

Awaiting Caltrans' response on the funding request; lack of additional Caltrans funds will likely stall project design completion.
SAN FRANCISCO ROADWAY BRIDGES REPLACEMENT

BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>(a)</th>
<th>(b)</th>
<th>(c)</th>
<th>(d)</th>
<th>(e) = (a - d)</th>
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</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
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<td><strong>Total</strong></td>
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<td><strong>$1,911,882</strong></td>
<td><strong>$3,015,000</strong></td>
<td><strong>$0</strong></td>
</tr>
</tbody>
</table>

* Note: EAC and costs are for construction planning, constructability review and value engineering support activities.

**Issues:**
1. Budget and Estimate at Completion (EAC) of about $3.0 million is for 100% design and environmental assessment only.
2. Lack of Caltrans funds will likely stall the project; Caltrain has submitted additional funding request to Caltrans.

**HSR IMPACT:**
Caltrain is currently working with California High Speed Rail Authority, among others, to determine the impact of high speed rail development on this project. Project scope is under review.
SAN MATEO BRIDGES REHABILITATION PROJECT

SCOPE:
The scope of the project includes:
Seismic retrofit of foundations/abutments of four Caltrain bridges located at Poplar Avenue, Santa Inez Avenue, Monte Diablo Avenue and Tilton Avenue in San Mateo.

The scope of the project was modified to better coordinate with High Speed Rail (HSR) and also to make certain that a project invested in today isn’t deemed obsolete in the near future. The project has been re-scoped to perform the seismic improvement first as an interim solution. The bridges will also be maintained and kept in a state of good repair. It is anticipated that the bridges will be replaced in the future, once the High Speed Rail alignment is known.

ISSUES:
None.

Progress:
Jan - Mar 2010
(1) Issued Invitation for Bid (IFB) documents to Contracts and Procurement.
(2) Received FHWA E-76 funding allocation from Caltrans on 3/23/10.
(3) Received CPSR/ Phase Gate approval to advertise project for construction.
(4) Continued coordination of underground water utility relocations.

Future Activities:
Apr - Jun 2010
(1) Advertise project for construction.
(2) Continue coordination of water utility relocations.
(3) Real Estate department is to acquire an utility relocation agreement with Cal Water.
(4) Initiate additional Historic American Engineering Record work for the four Caltrain bridges.
(5) Receive and evaluate construction bids. Prepare recommendation of award for the July Board.

Issues:
Authorization to advertise from Caltrans (E-76) was obtained on 3/23/10 and the project will be advertised for construction in April 2010.
### SAN MATEO BRIDGES REHABILITATION PROJECT

#### BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed To Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
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</thead>
<tbody>
<tr>
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<td><strong>$5,917,330</strong></td>
<td><strong>$12,428,000</strong></td>
<td><strong>$32,970,069</strong></td>
</tr>
</tbody>
</table>

#### Project Budget / Cost Status

![Project Budget / Cost Status Diagram]

#### Issues:

None.

#### HSR IMPACT:

The development of the high speed rail in the vicinity of this project requires a re-visit of the project scope. Project has been phased to first perform seismic retrofit of the foundations of the bridge structure. Once the HSR alignment through the project area is known, the replacement of the bridge structure will be evaluated and programmed.
Jan. 1, 2010 - Mar. 31, 2010 Caltrain QUARTERLY REPORT

SAN MATEO COUNTY AT- GRADE CROSSING IMPROVEMENT PROJECT

SCOPE:
The scope of the At-Grade Crossing Improvement Program is to evaluate, design and construct safety improvements at, and in the vicinity of (25) at-grade crossings on the Caltrain Corridor in San Mateo County. Improvements will be made in regards to railroad, pedestrian, traffic, and roadway safety systems. At-grade crossings to be considered for improvements include: Center St. in Millbrae; Broadway Ave., Oak Grove Ave. and Peninsula Ave. in Burlingame; Villa Terrace Ave., 1st Ave., 2nd Ave., 3rd Ave., 4th Ave., 5th Ave., 9th Ave. and 25th Ave. in San Mateo; Whipple Ave., Brewster Ave., Broadway Ave., Maple Ave., Main St., and Chestnut St. in Redwood City; Fair Oaks Lane and Watkins Ave. in Atherton; Encinal Ave., Glenwood Ave., Oak Grove Ave., and Ravenswood Ave. in Menlo Park. Improvements needed at each location may differ depending on the at grade crossing configurations and diagnostics, among other considerations.

The construction of five additional mini-high platforms was incorporated into this project, as a scope addendum to the construction contract.

Issues:
None.

SCHEDULE:

- Final signal cutover is scheduled for Fair Oaks (Atherton). The EGMS will be cut into service in April, pending arrival of spare parts.
- Finalize punch list items and change orders at completed crossings.
- The final signal cutover at Fair Oaks (Atherton) was delayed again, pending replacement of Emergency Gate Management System (EGMS) spare parts. Initial spares received but failed. The Fair Oaks quad gate cutover will be re-scheduled for April.

Future Activities:
Apr - Jun 2010

- Final signal cutover is scheduled for Fair Oaks (Atherton). The EGMS will be cut into service in April, pending arrival of spare parts.
- Finalize punch list items and change order work.
- Continue contract close-out activities.

Issues:
Substantial completion is forecasted for February 2010 with Final Completion in April 2010. This is a 3-4 month improvement in the construction schedule. Project close-out is forecasted for August 2010.
### SAN MATEO COUNTY AT- GRADE CROSSING IMPROVEMENT PROJECT

#### BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed To Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
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</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
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</tr>
</tbody>
</table>

#### Issues:

Current Estimate at Completion (EAC) has been reduced to $18.65M based on a forecast on all remaining construction activities.

#### OTHER:

None.
SCOPE:
The project will rehabilitate and improve the existing parking lot at the South San Francisco Caltrain station. This will provide interim improvements until such time as High Speed Rail and the new South San Francisco Station Project come to fruition.

The project will rehabilitate the existing parking lot by patching the existing pavement, where necessary, and adding a new asphalt top coat. In addition, the project will provide proper drainage, improve the lighting, and provide traffic islands and striping. This project will provide up to 74 parking spaces.

Issues:
None.

SCHEDULE:

<table>
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<tr>
<th>Activity ID</th>
<th>Activity Description</th>
<th>Origin</th>
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<th>Finish</th>
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<td>Phase Gate/Programmatic Reviews</td>
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<td>05-May-10</td>
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<td></td>
<td>Environmental</td>
<td>20</td>
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<td>15-Dec-09 A</td>
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<td>Engineering Design</td>
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<td>40</td>
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<td>08-Apr-11</td>
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</table>

Progress:
1. Received and reviewed 65% design documents.
2. Conducted 3/15/10 Phase Gate meeting and received approval to proceed with 100% Final Design.
3. Initiated 100% Invitation for Bid (IFB) Final Design.

Future Activities:
Apr - Jun 2010
1. Receive 100% IFB design package for review.
2. Conduct 100% IFB design package review.
3. Issue 100% IFB design package to Contracts & Procurement for legal review.
4. Advertise the construction package.

Issues:
None.
**SOUTH SAN FRANCISCO PARKING LOT**

### BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed To Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
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</table>

### Project Budget / Cost Status

- **Current Board Approved Budget**
- **Estimate at Completion**
- **Expended to Date**

**Amount in $**

- Planning & Engineering
- Right of Way
- Procurement/ Rolling Stock
- Construction Management
- Administration
- Contingency

### Issues:

None.

### OTHER:

None.
Caltrain QUARTERLY REPORT

South Terminal and Santa Clara Stations Improvements Project

SCOPE:
The South Terminal Station Project includes construction of two new platforms at the Diridon Station with stairs and ADA ramps to access the existing pedestrian underpass. The platforms will include canopies, signage, mini-high platforms and Ticket Vending Machine (TVM), Visual Message System (VMS), Public Address System (PA), Closed Circuit Television (CCTV), and Card Interface System (CID). The project also includes removal of the maintenance facilities located in the terminal, removal and construction of tracks, installation of new turnouts, fencing, drainage, and maintenance and alteration of the existing signal system to accommodate new track work.

The Santa Clara Station Project includes design and construction of a 700’ long by 30’ wide center platform, a 150’ extension to the existing southbound platform, and a pedestrian underpass between the 2 platforms. The project also includes track work shifting of MT3 (Main Track #3), construction of approximately 1500’ of MT2 (Main Track #2) through the station area, and a relocated turnout of MT2 at the south end of the station.

Issues:
None.

SCHEDULE:

<table>
<thead>
<tr>
<th>Activity ID</th>
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<tr>
<td></td>
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<tr>
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<td>Conceptual/Study</td>
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<td>Engineering Design</td>
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<tr>
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<td>Procurement/Bid &amp; Awards</td>
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<tr>
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<td>South Terminal Project Phase 1</td>
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<td>Phase Gate/Programmatic Reviews</td>
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<td></td>
<td>Conceptual/Study</td>
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<td>Engineering Design</td>
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<td>Procurement/Bid &amp; Awards</td>
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<tr>
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</tr>
<tr>
<td></td>
<td>Project Closure</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Progress:
South Terminal:
(1) Set up trailer and field personnel moved to site.

South Terminal and Santa Clara:
(1) Issued Limited Notice to Proceed (LNTP) on February 2, 2010.
(2) Conducted pre-construction meeting.
(3) Contractor completed baseline schedule.

Future Activities:
Terminal and Santa Clara:
(1) Issue Notice to Proceed for South Terminal & Santa Clara (NTP).
(2) Perform site survey and grading.
(3) Review and approve administrative and technical submittals.
(4) Construct signal house foundations.
(5) Excavate and install underpass, ramps, stairs and platform foundations.
(6) Install utility conduits.

Issues:
None.
### South Terminal and Santa Clara Stations Improvements Project

#### BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed To Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
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<td>$5,994,273</td>
<td>$8,089,080</td>
<td>$6,168,624</td>
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<td><strong>$59,600,906</strong></td>
<td><strong>$18,416,819</strong></td>
</tr>
</tbody>
</table>

#### Project Budget / Cost Status

![Project Budget / Cost Status Graph]

#### Issues:

Current project EAC decreased by $18.4 million from the current Board Approved Budget.

#### OTHER:

None.
SYSTEMWIDE TRACK REHABILITATION PROJECT - FY2010

SCOPE:
The systemwide track rehabilitation program covers the work required to keep the Caltrain railroad in a state of good repair. The type and scope of work scheduled for each fiscal year is based upon the condition of the railroad as reflected in Caltrain's State of Good Repair database. The scope of work proposed for FY2010 includes the following:

1) Replacement of stock rails and points at ends of #20 passing tracks on an as-needed basis.
2) Replacement of rail joints - approximately 100 locations.
3) Removal of old or bonded over insulated (Allegheny) joints – about 50 locations (100 welds).
4) Production ties and surfacing - 30 miles surfacing, 25 turnouts and 1500 ties, various locations.
5) Purchase and installation of rail lubricators for six locations.
6) Purchase of small tools and equipment required for track maintenance activities.
7) Relay of approximately five track miles of rail at approximately MP 9, MP 17 and MP 48.5.
8) Procurement of approximately 8,000 tons (two trains) of ballast for FY2011.
9) Rebuilding grade crossings at Fair Oaks Lane (Atherton), Peninsula Avenue (Burlingame), Villa Terrace Avenue and E. Bellevue Avenue (San Mateo) and shift approximately two track miles of mainline track.
10) Surfacing through grade crossings at 4th Avenue, 9th Avenue and Mary Avenue (San Mateo), Oak Grove Avenue (Burlingame) and pedestrian crossing at Lawrence Avenue (Sunnyvale).

Issues: None.

SCHEDULE:

Progress:
Jan - Mar 2010
(1) Installed 613 main line ties.
(2) Surfaced 6.6 miles of track.
(3) Performed 8 thermite welds.
(4) Replaced 9 main line switch ties.
(5) Geometry car tested the property.
(6) Rail detection car tested the property.
(7) Placed 2,480 tons of ballast.
(8) Builtup 10 frogs.
(9) Ground 22 turnouts.
(10) Replaced 24,000 anchors.
(11) Replaced 1,531 LF of rail.

Future Activities:
Apr - Jun 2010
(1) Continue on-going systemwide track maintenance.
(2) Continue on-going inspection and preventative testing.

Issues: None.
Jan. 1, 2010 - Mar. 31, 2010

Caltrain Quarterly Report
Active Capital Projects

SYSTEMWIDE TRACK REHABILITATION PROJECT - FY2010

BUDGET:

<table>
<thead>
<tr>
<th>Segment Group</th>
<th>Current Board Approved Budget</th>
<th>Expended to Date</th>
<th>Committed to Date</th>
<th>Estimate at Completion</th>
<th>Variance at Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td>Planning &amp; Engineering</td>
<td>$100,000</td>
<td>$87,660</td>
<td>$115,489</td>
<td>$100,000</td>
<td>0</td>
</tr>
<tr>
<td>Right of Way</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Construction</td>
<td>$6,725,000</td>
<td>$3,392,087</td>
<td>$5,547,266</td>
<td>$6,725,000</td>
<td>0</td>
</tr>
<tr>
<td>Construction Management</td>
<td>$360,000</td>
<td>$170,157</td>
<td>$170,157</td>
<td>$360,000</td>
<td>0</td>
</tr>
<tr>
<td>Administration</td>
<td>$1,390,000</td>
<td>$659,764</td>
<td>$659,764</td>
<td>$1,390,000</td>
<td>0</td>
</tr>
<tr>
<td>Contingency</td>
<td>$50,000</td>
<td>0</td>
<td>0</td>
<td>$50,000</td>
<td>0</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$8,625,000</strong></td>
<td><strong>$4,309,668</strong></td>
<td><strong>$6,492,696</strong></td>
<td><strong>$8,625,000</strong></td>
<td><strong>0</strong></td>
</tr>
</tbody>
</table>

Issues:
None.

OTHER:
None.
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Caltrain

Disadvantaged Business Enterprise (DBE) Quarterly Status Report

As of: Q2 Federal Fiscal Year (FFY) 2010
(From October 1, 2009 to March 31, 2010)

The following is a summary of the PCJPB’s DBE Status:

<table>
<thead>
<tr>
<th>Status</th>
<th>Q2 FFY10</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount of Contracts Awarded</td>
<td>$32,372,007</td>
</tr>
<tr>
<td>Amount of Contracts Awarded to DBEs</td>
<td>$3,091,767</td>
</tr>
<tr>
<td>Overall Annual Goal in %</td>
<td>13.0%</td>
</tr>
<tr>
<td>% DBE Attainment</td>
<td>9.6%</td>
</tr>
<tr>
<td>% Over/(Under) Goal</td>
<td>-3.4%</td>
</tr>
</tbody>
</table>

The diagram below illustrates the DBE Goals & Achievements in $ and % for the 2nd Quarter of Fiscal Year 2010.
Definition of Terms

**Committed to Date** - The committed to date amount includes all actual expenditure of agency labor, other direct costs, the awarded amount of a work directive, a contract, or a purchase order which have been committed in the PeopleSoft accounting system.

**Current Board Approved Budget** - The current board approved budget includes the original board approved budget plus approved change orders or internal budget transfers which have been approved by the board.

**Estimate at Completion** - The forecasted final cost of the project. The estimate at completion can be different from the Current Board Approved Funding, which indicates a variance at completion.

**Expended to Date** - The cumulative project costs that have been expended through the current reporting period as reported in PeopleSoft + the accrual cost of the work performed that has not been recorded in PeopleSoft.

**Variance at Completion** - The difference between the Current Board Approved Funding and the Estimate at Completion. A negative variance indicates that additional funding is needed.
## Performance Status (Traffic Light) Criteria

<table>
<thead>
<tr>
<th>SECTIONS</th>
<th>On Target (GREEN)</th>
<th>Moderate Risk (YELLOW)</th>
<th>High Risk (RED)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>1. SCOPE</strong></td>
<td>(a) Scope is consistent with Budget or Funding.</td>
<td>(a) Scope is NOT consistent with Budget or Funding.</td>
<td>(a) Significant scope changes / significant deviations from the original plan.</td>
</tr>
<tr>
<td></td>
<td>(b) Scope is consistent with other projects.</td>
<td>(b) Scope appears to be in conflict with another project.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(c) Scope change has been mitigated.</td>
<td>(c) Scope changes have been proposed.</td>
<td></td>
</tr>
<tr>
<td><strong>2. BUDGET</strong></td>
<td>(a) Estimate at Completion forecast is within plus / minus 5% of the Current Approved Budget.</td>
<td>(a) Estimate at Completion forecast exceeds Current Approved Budget between 5% to 10%.</td>
<td>(a) Estimate at Completion forecast exceeds Current Approved Budget by more than 10%.</td>
</tr>
<tr>
<td></td>
<td>(a) Project milestones / critical path are within plus / minus one / two months of the current baseline schedule.</td>
<td>(a) Project milestones / critical path show slippage. Project is more than two to six months behind the current baseline schedule.</td>
<td>(a) Project milestones / critical path show slippage more than two consecutive months.</td>
</tr>
<tr>
<td></td>
<td>(b) Physical progress during the report period is consistent with incurred expenditures.</td>
<td>(b) No physical progress during the report period, but expenditures have been incurred.</td>
<td>(b) Forecast project completion date is later than the current baseline scheduled completion date by more than six months.</td>
</tr>
<tr>
<td></td>
<td>(c) Schedule has been defined.</td>
<td>(c) Detailed baseline schedule NOT finalized.</td>
<td>(c) Schedule NOT defined for two consecutive months.</td>
</tr>
<tr>
<td><strong>3. SCHEDULE</strong></td>
<td>(a) Expenditure is consistent with Available Funding.</td>
<td>(a) Expenditure reaches 90% of Available Funding, where remaining funding is NOT yet available.</td>
<td>(a) Expenditure reaches 100% of Available Funding, where remaining funding is NOT yet available.</td>
</tr>
<tr>
<td></td>
<td>(b) All funding has been secured or available for scheduled work.</td>
<td>(b) NOT all funding is secured or available for scheduled work.</td>
<td>(b) No funding is secured or available for scheduled work.</td>
</tr>
<tr>
<td><strong>4. FUNDING</strong></td>
<td>(a) No potential impact.</td>
<td>(a) Potential impact.</td>
<td>(a) Significant impact.</td>
</tr>
<tr>
<td><strong>5. HIGH SPEED RAIL (HSR) IMPACT</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>