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

March 2, 2017 – Thursday
10:00 a.m.

1. Pledge of Allegiance
2. Call to Order
3. Swearing-in of Devora “Dev” Davis Representing Santa Clara Valley Transportation Authority
4. Roll Call
5. Public Hearing for Consideration of Proposed 2017 Weekend Service Changes
   a) Approval of the Title VI Equity Analysis Report and Proposed 2017 Weekend Service Changes

RESOLUTION
6. Public Comment
   Public comment by each individual speaker shall be limited to two minutes
7. 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 February 2, 2017
   b) Acceptance of Statement of Revenues and Expenses for January 2017
   d) Approval of Enrollment in 100 Percent Renewable Electricity Service Options of CleanPowerSF, Peninsula Clean Energy, and Silicon Valley Clean Energy, and City of Palo Alto Utilities and Silicon Valley Power
   e) Approval of Revisions to the Peninsula Corridor Joint Powers Board Procurement Policy to Incorporate Provisions of Assembly Bill 2030

RESOLUTIONS
8. Chairperson’s Report
9. Report of the Citizens Advisory Committee

INFORMATIONAL

Note: All items appearing on the agenda are subject to action by the Board. Staff recommendations are subject to change by the Board.
10. Report of the Executive Director
   a) Peninsula Corridor Electrification Project Full Funding Grant Agreement Update
   b) Peninsula Corridor Electrification Project Monthly Report
   c) Communications-Based Overlay Signal System/ Positive Train Control Project Update

11. Key Caltrain Performance Statistics January 2017

12. Authorize the Filing and Execution of Annual Cap and Trade Funding Application with the California State Department of Transportation to Receive $502,745 in California Low Carbon Transportation Operations Program Funds for the Peninsula Corridor Electrification Project

13. Award of Contracts to Armand Consulting, Inc. and Rail Surveyors and Engineers, Inc. to Provide On-Call Communication and Signal Services for an Estimated, Aggregate Not-to-Exceed Shared Total Amount of $8.5 Million for a Three-Year Base Term

14. Authorize Increase in the Executive Director’s Change Order Authority in an Amount Not to Exceed $719,000 for the San Mateo Bridges Replacement Project

15. Caltrain Short Range Transit Plan – Draft Elements

16. Caltrain Business Plan


18. Legislative Update

19. Correspondence

20. Board Member Requests

21. Date/Time of Next Regular Meeting: Thursday, April 6, 2017, 10 a.m. at San Mateo County Transit District Administrative Building, Bacciocco Auditorium, 2nd Floor, 1250 San Carlos Avenue, San Carlos, CA 94070

22. General Counsel Report
   a) Closed Session: Conference with Legal Counsel - Anticipated Litigation Pursuant to Government Code Section 54956.9(d)(2): One Potential Case
   b) Consider Delegation of Authority to the Executive Director to Enter into Agreements within the Project Budget to Continue Work to Complete the Communication-Based Overlay Signal System Project

23. Adjourn

Note: All items appearing on the agenda are subject to action by the Board. Staff recommendations are subject to change by the Board.
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 Caltrain website at www.caltrain.com. Communications to the Board of Directors can be e-mailed to board@caltrain.com.

Location, Date and Time of Regular Meetings

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

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

Public Comment

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

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

Accessibility for Individuals with Disabilities

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

Availability of Public Records

All public records relating to an open session item on this agenda, which are not exempt from disclosure pursuant to the California Public Records Act, that are distributed to a majority of the legislative body will be available for public inspection at 1250 San Carlos Avenue, San Carlos, CA 94070-1306, at the same time that the public records are distributed or made available to the legislative body.
AGENDA ITEM # 5 & 5 (a)  
MARCH 2, 2017

PENINSULA CORRIDOR JOINT POWERS BOARD  
STAFF REPORT

TO: Joint Powers Board

THROUGH: Jim Hartnett  
Executive Director

FROM: Michelle Bouchard  
Chief Operating Officer, Rail

SUBJECT: PUBLIC HEARING ON PROPOSED 2017 WEEKEND SERVICE CHANGES, APPROVAL OF THE RELATED TITLE VI EQUITY ANALYSIS, AND ADOPTION OF THE PROPOSED 2017 WEEKEND SERVICE CHANGES

ACTION
Staff Coordinating Council (SCC) recommends the Board, at the close of the public hearing to receive comment on proposed 2017 weekend service changes:

1. Approve the related Title VI Equity Analysis Report; and
2. Adopt the proposed 2017 Weekend Service Changes

SIGNIFICANCE
SCC recommends a reduction of weekend service headways to 90 minutes from the current 60 minutes, while retaining two Baby Bullet round trips currently in the weekend schedule. The schedule changes are estimated to be implemented in July 2017, and will coincide with the commencement of construction of the Peninsula Corridor Electrification Project (PCEP). These service reductions are needed to support the work windows of the PCEP and contained in the design/build contract awarded by the Board on July 7, 2016 to Balfour Beatty Infrastructure Inc.

Staff reviewed the proposed service changes and determined that the weekend service changes are considered a Major Service Change according to Peninsula Corridor Joint Powers Board (JPB) policy because a service-day reduction in train revenue miles equal to or greater than 25 percent will occur. Prior to adopting any Major Service Changes, the JPB must engage in public outreach, hold a public hearing, and complete a Title VI Equity Analysis in accordance with the 2016 Caltrain Title VI Compliance Program and Federal Transit Administration (FTA) Title VI regulations to identify whether the changes will have a disparate impact on minority populations or cause a disproportionate burden on low income populations. In order for the service changes to be implemented in coordination with the start of PCEP construction, currently estimated to be in July 2017, the Board must approve the Title VI Equity Analysis and 2017 weekend service changes by early April 2017.
**BUDGET IMPACT**

The service reduction could result in reduced operating costs and slightly reduced fare revenue.

The reduction in weekend service is part of the Caltrain application for a Federal funding grant of $647 million. The financial projections that accompanied the request for a Full Funding Grant Agreement anticipated likely ridership and revenue declines on weekends during construction. Staff projected that weekend ridership would decline by 5 percent a year in Fiscal Year (FY) 2018, FY2019, and FY2020.

Budget impacts of the service reduction will be estimated as part of the preparation of the FY2018 Operating Budget.

**BACKGROUND**

The PCEP calls for construction while continuing to operate the railroad with minimal disruption to the service and Caltrain customers. To accommodate construction, windows in the schedule have been identified during which installation and testing of the electrification system can take place. Accommodation of these work windows will necessitate changes to the Caltrain weekend timetable starting in summer 2017.

Staff expects the revised weekend timetable to be in effect for the entire construction and testing phases of the PCEP (to be for approximately three years), though periodic adjustments may be required to accommodate work on the right of way.

Public comments on the 2017 proposed service changes were sought and accepted by staff at public outreach meetings, through the dedicated Caltrain website www.caltrain.com/proposedchanges, via mail, e-mail, and through the Customer Service Center. Staff has reviewed public comments received as of publication of this staff report and has taken them into consideration prior to finalizing the schedule changes.

The Proposed 2017 Weekend Service Changes and Title VI Equity Analysis Report Findings will be discussed and presented to the Board at the March 2, 2017 Public Hearing.

The weekend service changes will present no environmental effects that would exceed those considered in the Final Environmental Impact Report certified by the Board on January 8, 2015.

Prepared by: Matt Verhoff, Manager, Rail Operations Planning 650.207.8020
**NORTHBOUND**

<table>
<thead>
<tr>
<th>Shuttle Bus</th>
<th>421</th>
<th>423</th>
<th>801</th>
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**Train Schedule**

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**Eff. Summer 2017**

**PROPOSED CHANGES**

**ATTACHMENT A**
## CALTRAIN WEEKEND SCHEDULE

**Eff. Summer 2017**

### PROPOSED CHANGES

#### SOUTHBOUND

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<tr>
<th>Train #</th>
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<th>430</th>
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<td>2:30p</td>
<td>4:00p</td>
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<td>Broadway</td>
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### Shuttle Bus

RESOLUTION NO. 2017 –
BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

* * *

ADOPTING PROPOSED WEEKEND SERVICE CHANGES AND APPROVING
THE ASSOCIATED TITLE VI ANALYSIS

WHEREAS, staff has proposed the Peninsula Corridor Joint Powers Board (JPB) Board of Directors (Board) approve weekend Caltrain service changes to accommodate construction activities related to the Peninsula Corridor Electrification Project (PCEP), a key component of the Caltrain Modernization Program, and other Capital Projects that will occur simultaneously with electrification such as the Los Gatos Creek Bridge Project, San Mateo 25th Avenue Grade Separation Project, and the South San Francisco Station Improvement Project; and

WHEREAS, the weekend service changes will increase headways from 60 minutes to 90 minutes and reduce the number of trains on Saturdays from 36 trains to 28 trains and the number of trains on Sundays from 32 trains to 24 trains; and

WHEREAS, despite these weekend service changes, Caltrain will maintain existing weekend Baby Bullet service (two in each direction per day), preserve the approximate range of weekend service at the start and end of the day, and provide for continued weekend shuttle service between San Jose Diridon and Tamien stations; and

WHEREAS, on April 4, 2013, by Resolution No. 2013-21, the Board adopted the Major Service Change Policy for the Caltrain system, which sets the thresholds for when a proposed service change must be preceded by a service equity analysis and public engagement process; and
WHEREAS, the weekend service changes meet the Major Service Change Policy threshold, and therefore require public outreach, a public hearing, and completion of an equity analysis; and

WHEREAS, the equity analysis must comply with Title VI of the Civil Rights Act of 1964 and implementing regulations, including Federal Transit Administration Circular C 4702.1B, and thereby assess whether the change will result in disparate impacts on minority populations or disproportionate burdens on low-income populations; and

WHEREAS, on April 4, 2013, by Resolution No. 2013-21, the Board adopted Disparate Impact and Disproportionate Burden Policies to set thresholds for when fare or major service changes are deemed to have disparate or disproportionate effects on minority or low-income populations; and

WHEREAS, staff has prepared and presented to the Board a Title VI Equity Analysis that assesses the potential effects of the weekend service changes, concluding that the service changes will not disparately impact minority passengers nor impose a disproportionate burden on low-income passengers; and

WHEREAS, the Board of Directors held a duly noticed public hearing at its March 2, 2017 meeting, and engaged in public outreach including through published notices and community meetings throughout the JPB's service area to afford members of the public an opportunity to comment upon the weekend service change proposals outlined above; and

WHEREAS, on January 8, 2015, pursuant to Resolution No. 2015-03, the JPB certified the Final Environmental Impact Report (FEIR) for the PCEP and, pursuant to Resolution No. 2015-04, the JPB approved the PCEP and adopted California Environmental Quality Act findings of fact, a statement of overriding considerations, and a mitigation monitoring and reporting plan; and
WHEREAS, the weekend service changes will present no environmental effects that would exceed those considered in the FEIR; and

WHEREAS, Staff Coordinating Council recommends that the Board of Directors approve the Title VI Equity Analysis and adopt the proposed weekend service changes, effective summer 2017, with the final effective date to be determined pending final notice to proceed being given to the PCEP infrastructure contractor.

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

1. Finds pursuant to Title VI of the Civil Rights Act of 1964 that the proposed weekend service changes will not have a disparate impact on minority populations nor impose a disproportionate burden on low-income populations;

2. Approves the Title VI Equity Analysis attached as Attachment B and incorporated by this reference;

3. Adopts the weekend service changes set forth in Attachment A and incorporated by this reference.

Regularly passed and adopted this 2nd day of March, 2017 by the following vote:

AYES: 

NOES: 

ABSENT: 

ATTEST: 

Chair, Peninsula Corridor Joint Powers Board

JPG Secretary
Chair José Cisneros called the meeting to order at 10:07 a.m. and led the Pledge of Allegiance.

SWEARING IN OF JEANNIE BRUINS, REPRESENTING SANTA CLARA VALLEY TRANSPORTATION AUTHORITY (VTA)
Martha Martinez, JPB Secretary, administered the Oath of Office.

PUBLIC COMMENT
Jeff Carter, Millbrae, said there is construction going on next to the right of way in San Carlos and asked how that construction will constrain the expansion to four tracks if that is needed. He asked for a status on the fare study. He said he has ideas about the methodology for calculating ridership through revenues and tickets that he can share with staff.

Roland Lebrun, San Jose, said at the conclusion of the January meeting closed session it was disclosed there was an agreement with Union Pacific Railroad (UP). There was no opportunity for public comment. He brought to the Board several times an explanation about how there could be a better outcome in South San Francisco that includes passing tracks and retains the existing UP yard. It appears there will not be a functioning Communications-based Overlay Signal System (CBOSS). He asked what can be salvaged from the $250 million in wasted equipment and consulting fees and if there is any opportunity to recover these losses through mitigation.

Mike Giari, Executive Director, Port of Redwood City, and Peninsula Freight Rail Users Group (PFRUG), said PFRUG is a coalition of rail shippers, the Port of Redwood City, the Port of San Francisco, as well as other businesses and labor stakeholders. At the last JPB meeting it was announced that Caltrain and UP came to an agreement to have a short line operator for freight service. The Port of Redwood City has five companies and there are 20 companies along the peninsula that utilize freight rail for business. It is important for industrial operations to have access to highway, rail, and water transportation. It is very important for rail stakeholders to have a seat at the table as this issue moves forward to bring on a short line operator. He would like to understand the public process involved in moving forward concerning the timeline and opportunities for public input. He sees bringing on a short line operator as an opportunity to build a system that plans for both passenger and freight rail operations on the peninsula.
Adina Levin, Friends of Caltrain, said if the short line operators ran equipment that was able to take steeper grades, it could provide savings in the hundreds of millions of dollars in allowing less expensive grade separations. She said she hopes the JPB will agendize this topic to review the possibility that the deal could result in a system that would lower the cost of grade separations.

CONSENT CALENDAR
   a) Approval of Minutes of January 5, 2017
   b) Acceptance of Statement of Revenues and Expenses for December 2016
   c) Resolution of Appreciation to Outgoing Director Malia Cohen
   d) Resolution of Appreciation to Outgoing Director Raul Peralez

Motion/Second: Gee/Yeager
Ayes: Bruins, Gee, Pine, Ramos, Yeager, Cisneros
Absent: Guilbault

CHAIRPERSON’S REPORT
Appointment of Citizens Advisory Committee (CAC) Member Catherine Chang Representing San Francisco
Motion/Second: Ramos/Yeager
Ayes: Bruins, Gee, Pine, Ramos, Yeager, Cisneros
Absent: Guilbault

REPORT OF THE CAC
Brian Shaw, CAC Chair, said at the January 18 meeting, the CAC:
   • Elected him chair. Vice chair elections will be done in February.
   • Received a presentation on the JPB’s partnership with Crisis Text Line to help mitigate suicide incidents along the corridor.
   • Received a presentation on proposed schedule changes to accommodate work for the Peninsula Corridor Electrification Project (PCEP). Concerns were raised about the impact on commuters.
   • Received a staff report that featured continuing improving on-time performance (OTP) and incident mitigation procedures that were put into place last year.
   • Received information that staff is investigating mitigation strategies at crossings that continue to have frequent vehicle incursions.

REPORT OF THE EXECUTIVE DIRECTOR
PCEP Monthly Report
Jim Hartnett, Executive Director, said the JPB reached an agreement with UP on a set of deal terms that will pave the way for construction of the PCEP without objection from UP. This includes construction of the South San Francisco Station Rehabilitation Project including rearrangement of the freight facilities currently located there and initiation of a competitive procurement process by UP for solicitation of possible interest in the short line industry to take over operation of the freight service of the rail corridor between San Francisco and Santa Clara. Staff and legal counsel are in the process of implementing the deal terms of that agreement. JPB representatives will attend a meeting with PFRUG and UP where UP will discuss the procurement process that they will initiate and answer questions. UP is responsible for leading this process because UP holds the
exclusive legal rights and associated duties to conduct freight service in the corridor. The JPB will have the right to approve a short line railroad ultimately selected by UP.

Dave Couch, Project Delivery Director, presented:

- **Electrification infrastructure**
  - Design Build (DB) contract (Balfour Beatty)
    - Approved in July
    - Started with LNTP in early September
    - Looking where buried utilities are
    - Completing geotechnical work this month to allow design of foundations
    - Starting potholing
    - Construction expected to start this summer
  - Tunnel modifications
    - Notches have to be installed
    - Approaching 95 percent design level
    - Will go through internal staff review with consultants and will move on to UP for their review in the next quarter
  - Centralized Equipment Maintenance and Operations Facility (CEMOF)
    - Series of changes have to be made to maintain EMUs
    - Will put set of overhead mezzanines in to access the roof structure of EMUs
  - Pacific Gas and Electric (PG&E)
    - Supplemental Agreements 1, 2, and 5 executed
    - Initial studies complete
    - Ready to formulate the next step to enter design phase
  - Utility relocation and coordination
    - Series of utilities along the right of way that have to be raised in height to provide sufficient clearance from overhead power system
  - Disadvantaged Business Enterprise participation and labor
    - DB contract goal 5.2 percent

- **Electric Multiple Units (EMU)**
  - EMU contract (Stadler)
    - Completion of technical compliance matrix
    - Submittals of mobilization plan development, schedule, safety, and quality assurance plans
  - EMU-related activities
    - Continued work on system interface with the design builder
    - Development of EMU conceptual design elements

- **Safety**
  - Caltrain Roadway Worker Protection Training Program
  - Site specific work plan
  - Fire/Life Safety and Security Committee meetings

- **Third party agreements**
  - City/county agreements
  - Cooperative agreement
    - San Francisco in progress
Utilities
  - Electrification requirements approved by California Public Utilities Commission

Liria Larano, Deputy Chief, Caltrain Modernization (CalMod)/Caltrain Program Delivery, presented:

- Schedule
  - In Limited Notice to Proceed (LNTP) phase
  - If able to issue the Notice to Proceed (NTP) on March 1, will be on target to meet key milestones for electrification construction for testing, train delivery, and revenue service

- Budget and expenditures
  - Electrification: $697 million
  - EMU: $551 million
  - Separate contract and support costs: $417 million
  - Contingency: $315 million
  - PCEP total: $1.98 billion

- Funding update
  - Federal Transit Administration (FTA) Core Capacity Grant ($647 million)
    - Submitted Fiscal Year (FY) 2018 Presidential Budget application
    - Full Funding Grant Agreement (FFGA) sent to congress for 30-day Congressional review period
    - Third quarterly meeting with FTA headquarters and region scheduled to occur in spring

- Risk/quality/environmental
  - Risk management
    - 241 risks; 133 retired
    - Top risk: overhead utility relocation
  - Quality
  - Environmental consultation and permits

- Real estate
  - Three appraisals to complete in Segment 2
  - Several offers have been made and four have been accepted so far

- Community outreach

Director Dave Pine asked why overhead utility relocation is so difficult. Ms. Larano said there are many utility owners on the property and because of the franchise agreements they are required to relocate utilities, most of them at their own cost. Staff has to negotiate with them to work within their schedules and their own requirements to complete the utilities relocation in time for the PCEP construction. There are several utilities providers and it requires a lot of coordination. Staff meets with them every month to make sure the schedules coincide.

Director Jeff Gee said when and after the final NTP is issued a good practice is to form an internal audit ad hoc committee to make sure internal procedures are adhered to. This is a proactive measure because this is a highly scrutinized project.

Mr. Hartnett said the agency is in accord with Director Gee’s suggestion.
Mr. Hartnett reported:
- Preliminary OTP figures for January were at 94.1 percent compared to 93.3 percent the year before. Most delays were for the typical reasons except in one instance where protestors blocked the tracks on January 20 causing 341 minutes of train delay.
- December OTP was 95.2 percent compared to 91 percent last year.
- Annual passenger counts will start in early February and will be complete in April.
- Special event train service includes:
  - San Francisco 49ers regular season games. Total ridership averaged an extra 2,678 riders per game, a decrease over last year.
  - San Jose Sharks hosted eight regular season games in January and post-game riders total 2,397, an 18 percent increase.
  - Foster Farms Bowl.
  - New Year’s Eve service, which operated as a regular Saturday service with three extra advance northbound trains and six additional post-fireworks trains. There were almost 10,000 additional riders, a 5 percent increase over last year. Free service was provided after 8 p.m.
  - Caltrain Northern California Martin Luther King Celebration Train was run on January 16 and carried 955 riders, a 24 percent over last year.
- Capital projects include:
  - San Francisco Highway Bridges Project. The 22nd Street Bridge is expected to be completed in the spring of 2017.
  - San Mateo 25th Avenue Bridge Separation Project.
  - Los Gatos Creek Bridge Project scope is to replace substandard 80-year-old rail bridge. The LNTP was issued in October. This will be complete in early 2018.
  - South San Francisco Station improvements. This project will remove the hold-out rule at the station that currently impacts the system operational efficiency. This project should be complete in early 2017.
  - Train departure monitors at 4th and King and San Jose Diridon stations to provide passengers to the proper platforms. This project should be complete around the end of February.
  - Redwood City grade crossing improvements.
  - General FY2016 grade crossing improvement projects.

Public Comment
Paul Jones, Atherton, said he hopes the Board is aware that a contract with Balfour Beatty is having problems with a similar project in Denver and he urged the Board to monitor that situation to avoid a similar problem. He urged the Board to follow the recommendation from the peer review group on CBOSS and hire a highly qualified signaling and communications staff member to manage the program.

Roland Lebrun, San Jose, asked why there is going to be an island platform at the South San Francisco rehabilitated station when trains will be going by at 110 miles per hour on each side. The budget is now $2.2 billion. The JPB has now spent $130 million designing electrification including $17.3 million last month and $16.5 million in EMU management oversight. He asked why the JPB keeps wasting money on redesigning CEMOF when it will not have enough capacity to store existing trains and EMUs. A new maintenance facility is needed in San Jose to relieve congestion. The Metropolitan
Transportation Commission said the FFGA is not going to the Department of Transportation to be approved, it is going to the White House. He suggested putting an immediate moratorium on spending the $125 million in FTA funds, and to terminate all contracts if the FFGA is not approved by the end of the month. The audit that Director Gee suggested needs to be external.

Nadia Naik, Cofounder, Californians Advocating Responsible Rail Design (CARRD), said the UP contract indicates it moves forward regardless of whether the JPB gets the FTA funding. It seems the JPB has cut a deal with UP. The documents have not been made public. The term sheet and consecutive concurrent agreements have been executed but are still not public. The deal is structured to be phased so UP agreed not to sue only if phases 1, 2 and 3 are done. If CB OSS is not complete by a particular date, the JPB agreed to stop operating Caltrain to Gilroy. She has not seen a public process around this issue and this should be approved by the Board not just at a staff level. There is no mention of freight requirements. How quickly a train can go up grade or down grade has a direct impact on cost. Palo Alto did a study that said if the grade changes from 1 percent to 2 percent, the grade separation cost drops from $1 billion to $500 million. She suggested this issue be agendized for the next meeting and the technical policymaking group should agendize this, too.

Elizabeth Alexis, Cofounder, CARRD, asked the Board to agendize the agreements with UP before final approval. The details will have a significant impact on the cost, benefits and success of CalMod. The agreements go beyond any basic settlement of the California Environmental Quality Act (CEQA) dispute. It is difficult to understand how these were not agendized so the Board and public could provide input. Through a public records request it was discovered that outside counsel signed 10 different towing agreements with UP on behalf of the JPB. These agreements freeze the CEQA statute of limitations and allow parties to negotiate environmental review settlements. Caltrain did not disclose the agreements and went out to bid on an electrification contract without telling bidders there were pending legal challenges.

Adina Levin, Friends of Caltrain, said Caltrain has made compromises in its train car design for the option of dual doors to provide for platform compatibility at Transbay Terminal and possibly other stations that would provide operational flexibility and capacity and schedule quality benefits. Millbrae would have sharable platforms and San Jose Diridon would include options for at-grade solutions. Some members of the community have proposals that by changing train storage and how trains are moved around, it might be possible to solve the train congestion problem in a way that allows for lower cost of construction.

KEY CALTRAIN PERFORMANCE STATISTICS DECEMBER 2016
Michelle Bouchard, Chief Operating Officer, Rail, said:
  o Average weekday ridership was 52,404, a 1.4 percent increase. Staff hopes the changes that have been made to create additional capacity are helping to improve ridership.
  o Revenue is up 10 percent.
  o There is continued improvement in OTP despite disruptions in December, which speaks to the renewed sense of urgency that Caltrain operations
Joint Powers Board Meeting  
Minutes of February 2, 2017

and TransitAmerica Services, Inc. (TASI) are placing on incident recovery. OTP was 95.2 percent, an increase of 4.7 percent.

Public Comment
Roland Lebrun, San Jose, said there was a decision by management to park the new Metrolink cars because the new EMUs could not match the capacity of the six-car Bombardier trains, let alone match the FTA-mandated minimum 10 percent increase in seated capacity.

2017 WEEKDAY SERVICE CHANGES
Ms. Bouchard presented:

- Weekday service change background
  - Facilitate construction work windows for PCEP
  - Supports entire JPB capital program
  - Limited changes weekday peak hour service
  - Coordinated with sister transit agencies connections, contractors, TASI, stakeholders
  - Effective date: April 10, 2017

- Service change information
  - All details available at www.caltrain.com/proposedchanges
  - Robust public outreach

- Weekday comment summary
  - Approximately 380 comments
  - Mostly negative feedback on proposed Train 305 schedule (adding stops)
  - Mostly positive feedback for split of southbound morning Bullet Trains 312, 314, 322, and 324, but Redwood City Station stops were a concern
  - Many comments requested more service

- Weekday schedule next steps
  - Execute implementation plan for weekday service changes
  - Share final weekday timetable with riders, transit agencies, and stakeholders

- Weekend changes next steps
  - Finalize Title VI Equity Analysis for weekend changes
  - Compile and review public comments for consideration
  - Finalize proposed 2017 weekend service changes
  - March 2, 2017: public hearing and action on proposed weekend service changes and Title VI Equity Analysis

Director Ramos encouraged staff to put notices that service changes will be coming in places that are blatantly obvious such as on handrails onboard.

Public Comment
Roland Lebrun, San Jose, said Tamien outreach was conducted on a Saturday, but service does not run to Tamien on a Saturday. Instead of reaching out to over a thousand passengers, they may have reached out to a fraction. He would like Train 190 to go to Tamien. The real issue is not ridership, it is operational. In the evening, trains come empty from CEMOF and are parked in Diridon to be turned around causing a massive jam.
Jeff Carter, Millbrae, said this kind of information could be better conveyed to riders. It is difficult to construct and electrify a working railroad, but he would like to know how this is done on other rail lines. Things like this are not done efficiently in the United States. Other countries are much more efficient at construction projects. He asked why it has to take so long and why service reductions have to be done. Weekends already have inadequate service and now it will be less adequate.

George Kranen, Belmont, suggested staff look at proofreading process because in the past the JPB had to withdraw thousands of schedules because something was overlooked.

EXECUTE FIVE ONE-YEAR OPTIONS TO EXTEND THE OPERATING AND MAINTENANCE CONTRACT WITH TASI THROUGH JUNE 30, 2022

Ms. Bouchard presented:

- **Background**
  - JPB awarded TASI rail operator agreement in September 2011
  - Five-year base agreement with option to extend for up to another five years
  - Base agreement expires June 30, 2017
  - October 6, 2016 staff presented contract status to the Board
- **Scope of work**
  - TASI provides rail operations, maintenance and support services in the following areas:
    - Administration and safety
    - Operations and dispatch
    - Maintenance of equipment, track, communications and signals, stations
    - Construction support
    - State of good repair
- **Contract extension process**
  - Set objectives
    - Safety
    - Reliability
    - Customer experience
    - Financial considerations
  - Review contract and performance
  - Discuss with TASI
  - Formalize modifications
- **Considerations**
  - CBOSS
  - Electrification construction
  - Continuity of service
  - JPB resources
  - Timeline for re-procurement – three year
  - Positive Train Control (PTC) and electrification commencement of service
  - Ability of contractor to attract and retain talent
- **TASI performance**
- **Negotiated terms**
  - Enhanced safety approach, safety roundtable sessions
- Revised performance fee metrics to support JPB goals
- Cost containment including revised/flexible approach to staffing and headcount
- Implementation of partnering approach to ensure performance and contract compliance
- Reduced administrative fee to an average of 7 percent over five-year extension period
- Staff recommendation
  - Execute operations and maintenance contract for a period of five years concluding in FY2022 with TASI

Public Comment
Roland Lebrun, San Jose, said five years ago a member of the public said this is an opportunity to change to a different business model. A business model was presented last year from the private sector. It would have brought trains in by 2018 that may not have needed electrification because there were hybrid trains. Staff sat on their hands for five years and did not take the opportunity to put this contract out to bid. The time has come for the JPB to terminate the SamTrans administrative contract for cause before the operating budget discussions.

Elizabeth Alexis, CARRD, asked the Board to wait a month to approve the contract or approve a shorter extension. Five years from now is 2022 after electrification is supposed to be finished. It is not obvious this is the right agreement to reflect the changes in operations and maintenance that should be in place then. She asked why the JPB would commit to having TASI operate an electrified railroad when it may make sense for other operators to be brought in or to use a different contracting approach. Even if TASI is the correct operator it is worth asking if different alternatives should be looked at.

Adina Levin, Friends of Caltrain, said the role of TASI is appreciated and not having more variables during electrification seems like a good choice. There are opportunities and questions about the best way to run service after electrification is complete that creates opportunities for service improvements. She urged the Board to start the process how Caltrain should look once it’s electrified.

Director Bruins asked what it would look like if the Board wanted to terminate the contract in the next five years for any reason. Ms. Bouchard said the contract is very flexible in terms of its capability to amend or terminate. There are termination for cause and termination for convenience clauses that could allow flexibility in the out years.

Director Gee asked if three years is typical from an operator procurement standpoint. Ms. Bouchard said there are various paths an agency can take to re-procure. This contract is a bundled contract that requires thorough vetting of the entity or joint venture. The responsible way about this is to go through an RFP, financial vetting and visiting references. Two to three years is definitely normal. The procurement process takes less than three years but anticipating that there will be a successor operator, mobilization on such a large scope takes between six and nine months. On this property there are 13 city obligations that require the negotiation of 11 agreements during mobilization.
Director Gee said this was a five-year agreement and the Board would have to make the call in year two to re-procure if it is a three-year process. After a six- to nine-month transition the operator would have a little over one year to stabilize the operation. It does not seem like enough time to make a judgment call. Looking at another five years the operator would walk into electrified revenue service, which adds another degree of complication. He said given the procurement timeframe and the other factors that are in play, it seems like the staff recommendation is appropriate.

Director Pine asked if and how the contract will be revised to reflect operating requirements of an electrified system. Ms. Bouchard said the contract contemplates that the railroad will evolve over time as CBOSS and other things are brought online. It is up to the JPB to make an assessment of the capability of the existing contractor to do the work. There is an option to make an assessment to have the existing operator do the work or pursue another path to unbundle a piece of the contract and go out to bid. Under the Balfour Beatty contract, there is an option for maintenance for the traction power system after construction that could be executed. The form of contract is flexible as the railroad evolves and additional systems to maintain are brought on, and they would be considered under this scope of work.

Director Pine asked what the timeline is for a termination notice. Joan Cassman, Legal Counsel, said 180 days.

Motion/Second: Ramos/Gee
Ayes: Bruins, Gee, Pine, Ramos, Yeager, Cisneros
Absent: Guilbault

UPDATE ON COMMUNITY CHOICE ENERGY (CCE) AND CALTRAIN ELECTRICITY SERVICE
Michelle Senatore, Sustainability Planner, presented:
- CCE
  - Cities/counties procure and provide electricity on behalf of their communities
    - Goal: higher renewable, lower greenhouse gas (GHG) emissions electricity at competitive rates
  - Electricity still delivered and billed by PG&E
  - Automatic enrollment; customer can opt-out at any time
  - June 2016: Board took action to enroll in CCE; staff to conduct technical evaluation
- Electricity (generation) providers percent of Caltrain total kilowatt hour
  - PG&E (investor-owned utility): 50 percent
  - CleanpowerSF (CCE): 16 percent
  - Peninsula Clean Energy (CCE): 21 percent
  - Silicon Valley Clean Energy (CCE): 7 percent
  - City of Palo Alto Utilities (municipal utility): 4 percent
  - Silicon Valley Power (municipal utility): 2 percent
- Technical evaluation criteria and results
  - Environmental: percent renewable, percent GHG free
  - Cost
  - New entity risk management
Administrative

Reliability: infrastructure
  - No change: delivered and maintained by PG&E
  - De-prioritization of CCE customers not allowed nor practicable

Reliability: energy supply

Compatible with future Caltrain

Options

1: CCE current path: 36 percent renewable, 67 percent GHG-free, -1 percent or -$14,000 estimated annual cost difference
2a: CCE upgrade: 60 percent renewable, 78 percent GHG-free, 2 percent or $35,000 estimated annual cost difference
2b (staff recommended): CCE and municipal upgrade: 65 percent renewable, 79 percent GHG-free, 3 percent or $41,000 estimated annual cost difference
2c: CCE and municipal and PG&E upgrade: 100 percent renewable, 100 percent GHG-free, 11 percent or $158,000 estimated annual cost difference
3: opt-out to PG&E default: 30 percent renewable, 59 percent GHG-free, 0 percent or $0 estimated annual cost difference
4: opt-out to PG&E default and upgrade: 100 percent renewable, 100 percent GHG-free, 15 percent or $225,000 estimated annual cost difference

Next steps

March 2017: Staff presents formalized recommendation of option 2b for Board action
July 2017: Last of the three CCEs finishes enrolling remainder of Caltrain electricity meters
Spring/summer 2018: Staff evaluations one-year actual CCE billing data and updates Board

Public Comment

Vaughn Wolffe, Pleasanton, asked if the cost reduction in changes would extrapolate linearly once Caltrain is electrified. He said it would be helpful in March to get a cost comparison between diesel and electricity by the different options. He asked if the JPB will have input as to what it wants to use. Going to batteries is a big thing as is concentrated solar power, which has storage and batteries do not. The JPB might want to pick a different source than what the CCEs come up with.

LEGISLATIVE UPDATE

Casey Fromson, Manager, Government and Community Relations, provided the following update:

State

Transportation makes up 6 percent of the proposed budget, which totals $1.8 billion on streets and roads, $1.8 billion on highways, $250 million on goods movement, and $400 million on transit. The governor has proposed an additional $400 million investment in the Transit and Intercity Rail Capital Program. This program along with Active Transit and Low Carbon Transportation are part of the suite of Cap and Trade programs.
Federal
Elaine Chao was confirmed as the Secretary of Transportation.

Senate Democrats have proposed an infrastructure package and House Republicans are not interested in taking this up in the first 200 days, but are starting to have a process to vet some of these issues.

CORRESPONDENCE
No discussion.

BOARD MEMBER REQUESTS
None.

Public Comment
Nadia Naik, CARRD, asked the Board to direct staff to have the Board provide final approval over the UP contract instead of staff so the public can see it. She asked for a presentation about freight to provide an overview of how freight impacts operations and what it does in cities and how it affects grade separations. She asked the Board to put the UP agreements online including the South San Francisco agreement, the settlement agreement, transfer agreement, PTC agreement, and electrification agreement. The TASI contract could also be put online. This helps with transparency. She asked if cities and the public will get a chance to talk to UP about their issues.

DATE/TIME/PLACE OF NEXT REGULAR MEETING
Thursday, March 2, 2017, 10 a.m. at San Mateo County Transit District Administrative Building, Bacciocco Auditorium, 2nd Floor, 1250 San Carlos Avenue, San Carlos, CA 94070.

GENERAL COUNSEL REPORT
Closed Session: Conference with Legal Counsel - Anticipated Litigation Pursuant to Government Code Section 54956.9(d)(2): One Potential Case

Recessed to closed session at 11:52 a.m.

Reconvened to open session at 12:17 p.m.

Ms. Cassman said no action has been taken.

Adjourned at 12:17 p.m.
AGENDA ITEM # 7 (b)  
MARCH 2, 2017

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

FROM: Kathleen Kelly
Interim Chief Financial Officer

SUBJECT: STATEMENT OF REVENUES AND EXPENDITURES FOR THE PERIOD ENDING JANUARY 31, 2017 AND SUPPLEMENTAL INFORMATION

ACTION
Staff proposes the Board accept and enter into the record the Statement of Revenues and Expenditures for the month of January 2017 and supplemental information.

SIGNIFICANCE
Revenues: For January of Fiscal year 2017, Total Operating Revenue (line 7) is $2,698,747 or 4.7 percent better than budget. Within total operating revenue, Farebox Revenue (line 1) is $1,037,777 or 2.0 percent better than budget. Compared to the prior year, Total Operating Revenue (line 7) is $5,398,164 or 9.8 percent higher.

Expense: Grand Total Expenses (line 50) show a favorable variance of $12,460,029 or 14.5 percent. Total Operating Expense (line 36) is $10,592,034 or 14.9 percent better than budget. Total Administrative Expense (line 46) is $1,880,918 or 13.6 percent better than budget.

Compared to prior year, Grand Total Expenses (line 50) are $1,936,032 or 2.7 percent higher.

Use of Reserves: For January 2017, the JPB did not use its reserves, mostly due to direct savings from fuel and lubricants.

BUDGET IMPACT
There are no budget revisions for the month of January 2017.

Prepared by:  Jeannie Chen, Senior Accountant  650.508.6259
Sheila Tioyao, Manager, General Ledger  650.508.7752
Statement of Revenue and Expense

PENINSULA CORRIDOR JOINT POWERS BOARD
STATEMENT OF REVENUE AND EXPENSE
Fiscal Year 2017
January 2017

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**PENINSULA CORRIDOR JOINT POWERS BOARD**

**INVESTMENT PORTFOLIO**

**AS OF JANUARY 31, 2017**

<table>
<thead>
<tr>
<th>TYPE OF SECURITY</th>
<th>MATURITY DATE</th>
<th>INTEREST RATE</th>
<th>PURCHASE PRICE</th>
<th>MARKET RATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local Agency Investment Fund (Unrestricted)</td>
<td>* Liquid Cash</td>
<td>0.751%</td>
<td>72,404</td>
<td>72,404</td>
</tr>
<tr>
<td>County Pool (Restricted)</td>
<td>** Liquid Cash</td>
<td>0.945%</td>
<td>1,000,000</td>
<td>1,000,000</td>
</tr>
<tr>
<td>County Pool (Unrestricted)</td>
<td>** Liquid Cash</td>
<td>0.945%</td>
<td>1,557,238</td>
<td>1,557,238</td>
</tr>
<tr>
<td>Other (Unrestricted)</td>
<td>Liquid Cash</td>
<td>0.000%</td>
<td>14,990,710</td>
<td>14,990,710</td>
</tr>
<tr>
<td>Other (Restricted)</td>
<td>*** Liquid Cash</td>
<td>0.200%</td>
<td>23,981,328</td>
<td>23,981,328</td>
</tr>
</tbody>
</table>

$41,601,681 $ 41,601,681

**Accrued Earnings for January 2017** $ 5,218.90
**Cumulative Earnings FY2017** $ 34,836.82

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

** As of January 2017, the total cost of the Total County Pool was $4,936,011,574 and the fair market value per San Mateo County Treasurer’s Office was $4,934,788,246.

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

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

The Joint Powers Board has the ability to meet its expenditure requirements for the next six months.
AGENDA ITEM # 7 (c)
MARCH 2, 2017

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

FROM: Kathleen Kelly
Interim Chief Financial Officer

SUBJECT: COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE FISCAL YEAR ENDING JUNE 30, 2016

ACTION
Staff Coordinating Council recommends the Board receive and file the Peninsula Corridor Joint Powers Board’s (JPB) Fiscal Year (FY) 2016 Comprehensive Annual Financial Report (CAFR).

The FY2016 CAFR is available online at http://www.caltrain.com/Assets/_Finance/CAFR/CT/PCJPB+CAFR+2016.pdf

SIGNIFICANCE
The CAFR is prepared in accordance with the guidelines set forth by the Government Accounting Standards Board and is organized into four sections – Introductory, Financial, Statistical and Single Audit.

- The Introductory Section includes a Transmittal Letter and provides general information on the JPB’s structure, personnel, economic outlook and finances.

- The Financial Section includes audited financial statements which provide detailed financial information as well as comparative financial data. The Management Discussion & Analysis (MD&A) is also found in the Financial Section. Along with the Transmittal Letter, the MD&A is of most interest to those looking for a narrative annual review of the JPB’s finances.

- The Statistical Section provides a broad range of data covering key financial trends including revenue and debt capacity, economic and demographic data and operating information.

Together, all sections of the CAFR provide the detail as well as the perspective with which to assess the JPB’s financial condition.

This year the auditors found a deficiency in internal controls which they deemed “significant.” A significant finding indicates a deficiency in internal controls, but not one that is considered to be “material” (a more serious finding).

The auditors finding was related to a lack of timely reconciliation of cash balances, which led to the need for post-closing adjustments. Procedures were implemented during FY2017 to streamline the reconciliation of cash. In addition, staff has drafted a plan to prevent such lapses in the future, and is working to ensure that such plans will satisfy future audit requirements.

**BUDGET IMPACT**
There is no impact on the Budget.

**BACKGROUND**
The JPB contracts with an independent auditor to conduct yearly audits of the Financial Statements in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States of America. The introductory section and the statistical section presented in the CAFR are not required by California Government Code to be reported as part of the audited financial statements of the JPB but are required when producing a CAFR which the JPB chooses to do in order to provide detailed information about the financial condition of the JPB in a form that is understandable to the tax payers of San Mateo County.

The CAFR is prepared and presented to the Government Finance Officers Association for their review, evaluation and to apply for the certificate of Achievement for Excellence in Financial Reporting. The JPB has received an award for every year that the report was submitted.

Prepared by: Sheila Tiyao, Manager, General Ledger 650.508.7752
Jeannie Chen, Senior Accountant 650.508.6259
TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

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

SUBJECT: APPROVAL OF PENINSULA CORRIDOR JOINT POWERS BOARD ENROLLMENT IN THE 100 PERCENT RENEWABLE ELECTRICITY SERVICE OPTIONS AVAILABLE THROUGHOUT THE CALTRAIN SERVICE AREA

ACTION
Staff Coordinating Council (SCC) recommends the Board approve Peninsula Corridor Joint Powers Board (JPB) enrollment in the 100 percent renewable electricity service options for each of the three Community Choice Energy (CCE) Programs (CleanPowerSF, Peninsula Clean Energy (PCE), and Silicon Valley Clean Energy (SVCE)) and of the two municipal utilities (City of Palo Alto Utilities and Silicon Valley Power) operating in the Caltrain service area.

SIGNIFICANCE
By summer 2017, nearly half of the JPB’s electricity supply will be transitioned to three CCE programs unless JPB chooses to opt-out of the programs back to the incumbent utility, Pacific Gas and Electric (PG&E). The CCE energy providers offer the promise of “greener” electricity that comes from sources that emit less criteria pollutant and greenhouse gases, resulting in fewer environmental impacts. Electricity transmission and distribution infrastructure, repairs, billing, and most customer service will continue to be administered by PG&E. Reliable electricity service is essential to Caltrain fleet operations, facilities and signals, and JPB administrative operations.

The JPB has several options available for securing electricity:

<table>
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<tr>
<th>Option</th>
<th>Action</th>
<th>Caltrain System Percent Renewable</th>
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<tbody>
<tr>
<td>1</td>
<td>Stay enrolled in the CCE programs at the default service offering (at least 33-50 percent renewable)</td>
<td>36 percent</td>
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<tr>
<td>2a</td>
<td>Stay enrolled in the CCE programs and choose 100 percent renewable electricity</td>
<td>60 percent</td>
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<tr>
<td>2b</td>
<td>Stay enrolled in the CCE programs and choose 100 percent renewable electricity from the CCE programs as well as 100 percent renewable electricity from existing municipal providers</td>
<td>65 percent</td>
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In June 2016, by Resolution No. 2016-32, the JPB Board of Directors approved Option 1, and staff began a technical evaluation of the CCE programs as compared to PG&E, based on the following criteria: supply and infrastructure reliability, rates and cost, environmental benefits, administrative procedures, and compatibility with future Caltrain operations (i.e., electrified Caltrain). The results of the technical evaluation were presented at the February 2, 2017 meeting. During the course of the technical evaluation, additional Options 2b and 2c were identified. SCC recommends the Board approve Option 2b, which with a modest financial investment would achieve significantly higher renewable energy content and lower greenhouse gas emissions associated with the use of electricity in Caltrain operations. This recommendation supports the Caltrain Strategic Plan 2015-2024 goals to minimize Caltrain’s environmental footprint (focus area: social responsibility) and efficiently deliver services (focus area: finance).

**BUDGET IMPACT**
Funds to implement this action are available under the approved Fiscal Year 2017 Operating Budget and will be included in future operating budgets.

**BACKGROUND**
CCE programs enable local municipalities to aggregate the electricity demand of their communities and procure power separate from the incumbent investor-owned utility (in this case, PG&E). The CCE model allows for more local control over the cost and source of electricity supply, and in the case of existing CCE programs, has resulted in customer options for higher renewable energy content at competitive rates. The electricity continues to be delivered over the existing electricity lines by the incumbent utility.

Through mid-2017, three CCE programs are launching in phases in the cities and counties along the Caltrain corridor. The first phase of CleanPowerSF launched in May 2016 in San Francisco, and is administered by the San Francisco Public Utilities Commission. The first phase of PCE launched in October 2016 throughout San Mateo County, and is administered by a joint powers authority (JPA) with membership from all 20 cities and the county. SVCE is expected to launch in April 2017 in 12 jurisdictions within Santa Clara County and is also administered by a JPA. All electricity customers in CCE program jurisdictions, including Caltrain, will be automatically enrolled in the CCE program unless they submit an opt-out request.

The City of Palo Alto Utilities and Silicon Valley Power in the city of Santa Clara will continue to supply electricity to Caltrain within their jurisdictions, as CCE is not permitted.
in areas, such as these, where a municipal utility is already providing electric service.

There are three other CCE programs currently operating in California: Marin Clean Energy in Marin County (since 2010), Sonoma Clean Power in Sonoma County (since 2014), and Lancaster Choice Energy in the city of Lancaster (since 2015).

Prepared by: Michelle Senatore, Principal Planner, Sustainability 650.508.6384
RESOLUTION NO. 2017 –

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

* * *

APPROVING PENINSULA CORRIDOR JOINT POWERS BOARD ENROLLMENT IN THE
100 PERCENT RENEWABLE ELECTRICITY SERVICE OPTIONS OF THE CLEANPOWERSF,
PENINSULA CLEAN ENERGY, AND SILICON VALLEY CLEAN ENERGY COMMUNITY CHOICE
ENERGY PROGRAMS, AND THE 100 PERCENT RENEWABLE ELECTRICITY SERVICE OPTIONS
OF THE CITY OF PALO ALTO UTILITIES AND SILICON VALLEY POWER MUNICIPAL UTILITIES

WHEREAS, CleanPowerSF, Peninsula Clean Energy (PCE), and Silicon Valley Clean Energy (SVCE) are Community Choice Energy (CCE) Programs in the city and county of San Francisco, San Mateo County, and select jurisdictions within Santa Clara County, respectively; and

WHEREAS, San Francisco, San Mateo County and the cities within San Mateo County, and the select jurisdictions composing SVCE have elected to allow these CCE programs to supply electricity within their jurisdictions, and therefore each electricity customer in these jurisdictions, including the Peninsula Corridor Joint Powers Board (JPB), will be automatically enrolled in the CCE programs unless the customer submits an opt-out request to return to the incumbent utility, Pacific Gas & Electric Company (PG&E); and

WHEREAS, PG&E will continue to provide electricity delivery, line maintenance, repairs, most customer service, and billing services under the CCE programs; and

WHEREAS, the JPB can opt-out and go back to PG&E-sourced electricity at any time, potentially with an administrative fee; and

WHEREAS, the CCE programs offer customers a default electricity service of at least 33 percent renewable energy at costs equal to or less than PG&E, and a voluntary electricity service of 100 percent renewable energy at a cost premium; and
WHEREAS, PG&E’s default electricity service is currently 30 percent renewable energy, with 50 and 100 percent solar options available at higher cost premiums; and

WHEREAS, City of Palo Alto Utilities (CPAU) and Silicon Valley Power (SVP) are municipal utilities serving JPB operations in the city of Palo Alto and city of Santa Clara; and

WHEREAS, CPAU and SVP also offer voluntary electricity service options of 100 percent renewable energy at a cost premium; and

WHEREAS, the Caltrain Strategic Plan 2015-2024 includes goals to minimize Caltrain’s environmental footprint (focus area: social responsibility) and efficiently deliver service (focus area: finance); and

WHEREAS, reliable electricity service is essential to Caltrain fleet operations, facilities and signals, and JPB administrative operations; and

WHEREAS, JPB has completed a technical evaluation to assess the advantages, disadvantages, and risks of securing electricity through the CCE programs, municipal utilities, and PG&E at the default and 100 percent renewable electricity service options; and

WHEREAS, Staff Coordinating Council recommends that the Board approve the JPB’s enrollment in the CleanPowerSF, PCE, and SVCE CCE programs and CPAU and SVP municipal utilities at the 100 percent renewable electricity service options, which will result in 65 percent renewable electricity for JPB system wide.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board approves the JPB’s enrollment in CleanPowerSF, Peninsula Clean Energy, and Silicon Valley Clean Energy Community Clean Energy programs and the City of Palo Alto Utilities and Silicon Valley Power municipal utilities at the
100 percent renewable electricity service options, which will have higher renewable energy content and lower greenhouse gas emissions than the default electricity service options provided by the CCEs, municipal utilities, and PG&E.

**BE IT FURTHER RESOLVED** that the Board of Directors delegates authority to the Executive Director or his designee to execute documents and take all other actions necessary to give effect to this Resolution.

Regularly passed and adopted this 2\textsuperscript{nd} day of March, 2017 by the following vote:

AYES:

NOES:

ABSENT:


Chair, Peninsula Corridor Joint Powers Board

ATTEST:

______________________________
JPB Secretary
TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

FROM: Kathleen Kelly
Interim Chief Financial Officer

SUBJECT: APPROVAL OF REVISIONS TO PENINSULA CORRIDOR JOINT POWERS BOARD PROCUREMENT POLICY TO INCORPORATE PROVISIONS OF ASSEMBLY BILL 2030

ACTION
Staff Coordinating Council recommends the Board:

1. Approve revisions to the Peninsula Corridor Joint Powers Board’s (JPB) Procurement Policy (Attachment “A”) made to incorporate provisions of Assembly Bill (AB) 2030.
   - Require formal competitive proposals to retain professional and non-professional services when the estimated expenditure exceeds $150,000.
   - Authorize the Executive Director to issue contract change orders or amendments up to $150,000 or up to 10 percent (cumulative) of the contract amount, whichever is greater.
   - Authorize the Executive Director to determine the manner of disposition of surplus supplies, equipment and materials whose original acquisition cost exceeds $50,000 but is less than $150,000.
   - Authorize the Executive Director to act for the Board for procurements under $150,000 for (a) equipment, supplies, and materials, (b) services, and (c) revenue generating contracts, and to review and determine bid protests concerning contracts awarded within such authority.

2. Authorize the Executive Director or his designee to update the Procurement Manual (Manual) to implement the Procurement Policy revisions.

SIGNIFICANCE
Approval of this action will update the Procurement Policy to include the provisions of AB 2030, align other provisions of the Policy with the legislative intent behind AB 2030, provide a broad overview of procurement standards and methods that guide the JPB
in obtaining goods and services in its day-to-day operation, and parallel the updated San Mateo County Transit District’s (District) procurement policy.

**BUDGET IMPACT**
Approval of this action will have no impact on operating or capital budgets.

**BACKGROUND**
Because the District is the managing agency for the JPB, the JPB’s Procurement Policy is modeled after the District’s. In 2004, the Board adopted a Procurement Policy that was essentially identical to the District’s, and authorized the Executive Director to (1) utilize the Procurement Manual approved by the District, and (2) approve revisions to the Procurement Manual consistent with the Policy.

At its meeting of March 1, 2017, the District’s Board of Directors is expected to approve revisions to its Procurement Policy to conform to new State law, AB 2030, which revised California Public Utilities Code Section 103222, governing the District’s purchase of supplies, equipment and materials. As the District is the managing agency for the JPB, it makes sense that the JPB’s Procurement Policy should now also be updated to mirror the changes recently adopted by the District.

The changes ushered in by AB 2030 are outlined below. All the following rules applicable to the District will apply also to the JPB if the Board adopts the proposed updates to the Procurement Policy:

- The threshold for using formal (advertised) competitive bidding and a lowest responsible bidder basis of award has been raised. Instead of applying to procurement of equipment, supplies and materials that exceed $100,000, the threshold has been changed to procurements exceeding $150,000. This bidding threshold is consistent with the Federal government’s threshold for small purchasing procedures.

- The legislation grants the discretion to the District to award contracts for equipment, supplies or materials that exceed $150,000 either on a lowest responsible bidder standard or to the bidder that submits the proposal that provides the “best value” to the District. Best value continues to be defined as the “overall combination of quality, price, and other elements of a proposal that, when considered together, provide the greatest overall benefit in response to the requirements described in the solicitation documents.”

- Notice of the request for bids for procurements in excess of $150,000 may be satisfied by posting the notice on the District’s website coupled with one publication in a newspaper of general circulation at least 10 days before the deadline for bids.

- When the estimated expenditure for equipment, supplies, or materials is between $5,000 and $150,000, the new law requires that the District obtain, when practical, a minimum of three quotations, either written or oral, that permit comparison on the basis of prices and other terms. This is the same process the District currently uses for procuring goods costing between $2,500 and $100,000. The District will continue to
perform adequate outreach to ensure open and free competition, and that small businesses, including Disadvantaged Business Enterprises, are afforded opportunities to submit quotations.

AB 2030 does not alter in any way the rules for awarding public works/construction contracts. Public works/construction contracts that exceed $10,000 must still be let by formal competitive bidding. In addition to those changes incorporating AB 2030, staff recommends increasing the procurement thresholds and Executive Director’s procurement authority in other areas of the Policy to align with AB 2030’s increased formal bidding threshold of $150,000.

Prepared by: Nita Vigil, Interim Director, Contracts and Procurement 650.508.7731
PROCUREMENT POLICY
PENINSULA CORRIDOR JOINT POWERS BOARD

The Peninsula Corridor Joint Powers Board ("JPB") is organized pursuant to the Government Code Section 6500, *et seq.* and comprised of three member agencies, the City and County of San Francisco, the Santa Clara Valley Transportation Authority, and the San Mateo County Transit District ("District"). The District provides personnel, administrative, and operational support for the JPB and District staff generally provides all procurement support functions for both agencies in order to acquire such property, facilities, equipment, materials, supplies and services as may be deemed necessary to carry out its duties.

The procedures governing procurements of the JPB are derived from State law and Federal law. By accepting State and Federal funding, the JPB is also obligated to comply with certain regulations in its procurement of goods and services. More specifically, certain standards, regulations, and other requirements for grants to local governments issued by the United States Department of Transportation apply to the JPB in connection with contracts financed in whole or in part with Federal funds. In the event of a conflict between the JPB’s Procurement Policy and State or Federal law, such State or Federal law shall supersede this Procurement Policy.

This Procurement Policy provides a broad overview of the standards and methods that will guide the JPB in obtaining goods and services. Whenever in this Procurement Policy, the Executive Director is designated authority, such authority shall be understood to include the designee of the Executive Director.

A. **Fundamental Principles**

The JPB’s Procurement Policy is guided by seven fundamental principles to:

1. Foster maximum open and free competition for JPB Contracts;
2. Promote the greatest economy and efficiency in JPB procurements;
3. Ensure adherence to proper standards of conduct by JPB board members, officers and employees;
4. Maintain procurement policies and procedures that guarantee compliance with applicable State and Federal laws and regulations;
5. Establish and maintain an arm’s length relationship with all Contractors;
6. Treat all prospective Contractors, Consultants, and vendors, including Disadvantaged Business Enterprises ("DBEs") and small businesses, in an equal and equitable manner; and
7. Provide guidance for remedy and resolution of Contract claims or disputes.

Based on these fundamental principles and the general standards of public sector procurement, the following set of procurement and contracting policies have been developed.

B. Conflicts of Interest

No director, officer, employee or agent of the JPB shall participate in any procedure, tasks, or decisions relative to initiation, evaluation, award, or administration of a contract if a conflict of interest, real or apparent, exists. Such a conflict of interest arises when (a) the director, officer, employee or agent, (b) any member of his or her immediate family, (c) his or her business associate, or (d) an organization which employs, or which is about to employ, any of the above described individuals has a financial or other interest in a firm that participates in a JPB procurement process or that is selected for an award. The standards governing the determination as to whether such an interest exists are set forth in the Political Reform Act (Section 81000 et seq. of the California Government Code) and in Sections 1090, 1091, and 1091.5 of the California Government Code.

C. Methods of Procurement

1. All purchases and contracts, whether by informal bidding, formal bidding or proposals, shall be made on a competitive basis to the greatest extent practicable.

2. The method of procurement, such as small purchases, informal bids or proposals, formal competitive bidding, requests for proposals, etc., shall be appropriate for the type of project or procurement and shall be in the best interest of the JPB.

3. Formal competitive bidding must be used for construction, repair, maintenance, alteration, and similar work whenever the estimated expenditure for such work exceeds $10,000 or more. Alternative methods of procurement, such as a design build approach, may be utilized if authorized by state law and in full compliance with all applicable requirements.

4. Formal competitive bidding should be used when purchasing equipment, supplies, or materials over $150,000, but a “best value” approach may be used in circumstances where it is determined to be in the best interest of the JPB. “Best value” means a process in which the overall combination of quality, price, and other elements such as reliability, standardization, vendor qualifications, warranty, life cycle costs, and sustainability issues are considered together to determine which proposal provides the greatest overall benefit to the JPB. On a case by case basis, and in particular when a procurement involves a combination of goods and services, the JPB Procurement Office, in consultation with the Project Manager or the department issuing the solicitation, shall make the determination of whether a “best value” approach is in the best interest of the
JPB. In such circumstances, the determination will be documented in writing and a formal competitive proposal process will be utilized.

5. An informal procurement method may be utilized for the purchase of materials, equipment or supplies when the estimated expenditure is between $2,500,000 and $15,000,000. To the extent practicable, such a method shall involve obtaining a minimum of three quotations, either written or oral, that permit prices and other terms to be compared. The JPB will undertake adequate outreach to ensure open and free competition, and that small businesses, including Disadvantaged Business Enterprises are afforded opportunities to submit quotations. To the extent practicable, the JPB will strive to obtain at least one of the minimum of three quotations from a small business. The JPB will utilize interested vendors based upon a review of trade sources, lists of certified DBEs and small businesses that have registered with the State, and vendors that have registered with the JPB to receive notice of contract opportunities. When appropriate to ensure satisfaction of the Fundamental Principles set forth in Section A of this Policy, such solicitations shall be advertised by the JPB. The JPB’s informal bidding procedures using a lowest responsible bidder standard for bid comparison will serve as the typical standard on which to base the purchase of materials, equipment, or supplies, unless it is determined in writing that it is in the JPB’s best interest to apply a “best value” approach, in which event, qualitative factors such as those set forth in paragraph C.4. above, in addition to price may be considered in making an award.

6. Formal competitive proposals, which consider and evaluate factors in addition to price, will be used to retain professional and non-professional services when the estimated expenditure exceeds $15,000,000. Specialized State and federal laws will apply to the procurement of architectural and engineering services as defined by applicable laws and regulations, regardless of the estimated expenditure.

7. In certain circumstances, a competitive negotiation process utilizing an RFP process may be necessary or appropriate to accomplish the JPB’s procurement goals, such as to procure specialized equipment or computer software systems. The competitive negotiation process will be conducted pursuant to Public Contract Code §20216, et seq.

8. The use of appropriate intergovernmental and cooperative agreements is encouraged in order to reduce duplicative effort and to achieve cost economies.

9. The JPB may purchase items on the open market under the following conditions: (a)(i) if the JPB rejects bids received in connection with a procurement of materials, supplies and equipment requiring formal competitive bidding, and (ii) the Board of Directors determines and declares by a two-thirds vote of all its members that in its opinion the supplies, equipment and materials may be purchased at a lower price in the open market; or (b) if the Board of Directors, or
the Executive Director, within the Executive Director’s procurement authority, has exercised discretion to waive the competitive process when permissible under applicable law and consistent with the fundamental principles of procurement set forth in this Policy. See Public Utilities Code §103223 and Section L “Discretion to Waive the Competitive Process” set forth below.

D. **Procurement Documentation and Consideration of Bids and Proposals**

1. Formal competitive bidding requires preparation of bid documents that clearly set forth all requirements which must be fulfilled in order for the bid to be responsive, advertisement in accordance with the law, and, once bids are received, an award, if made, to the lowest responsive and responsible bidder.

2. Formal competitive proposals, including the “best value” approach, require issuance of Requests for Proposals, which clearly set forth all the requirements, and state the qualitative factors, in addition to price, which will be used to evaluate and rank the Proposals. An award, if made, will be to the proposer receiving the highest consensus ranking, subject to successful negotiations with the JPB.

3. Any and all bids or proposals may be rejected by the JPB if it is in the JPB’s best interest to do so.

4. The JPB may only contract with persons, firms or entities that are qualified and possess the ability to perform successfully under the terms and conditions of the proposed procurement.

E. **Execution of Contract Documents**

1. All JPB contracts and amendments will be in writing and executed prior to beginning performance under the contract.

2. The Executive Director may execute all contracts on behalf of the JPB that are duly approved within the Executive Director’s authority. The President of the Board of Directors will sign contracts and leases that require approval by the Board, unless otherwise delegated to the Executive Director.

F. **Disadvantaged Business Enterprise Program**

The JPB is committed to a Disadvantaged Business Enterprise (“DBE”) Program for DBE participation in JPB contracting opportunities in accordance with 49 Code of Federal Regulations (CFR) Part 26, effective June 22, 2001, as may be amended. It is the policy of the JPB to ensure nondiscrimination on the basis of race, color, sex or national origin in the award and administration of U.S. Department of Transportation assisted and JPB contracts. It is the intention of the JPB to create a level playing field on which DBEs can compete fairly for
contracts and subcontracts to provide the JPB’s public works, supplies, equipment, materials and services.

G. **Protest Procedures**

Bidders may protest contracts that are let through formal competitive bidding or competitive negotiations. The Executive Director is authorized to review and determine protests concerning contracts awarded within the Executive Director’s procurement authority. Bid protests for all other contracts not within the Executive Director’s procurement authority will be reviewed and determined by the Board of Directors upon recommendation by the Executive Director and the General Counsel. All protests will be in accordance with the written procedures set forth in the Procurement Manual.

H. **Executive Director’s Procurement Authority**

1. The Executive Director is authorized to purchase supplies, equipment and materials and to arrange for work in a manner consistent with this Procurement Policy and written procedures as may be developed from time to time. The Executive Director is authorized to execute agreements and expend funds for procurements and activities included within the JPB’s approved annual budget as follows: (1) up to $1,500,000 for equipment, supplies, materials, or services and (2) up to $10,000 for public works.

2. The Executive Director is authorized to modify and otherwise administer all contracts on behalf of the JPB. For all contracts, the Executive Director is authorized to issue contract change orders or amendments within any Board approved contingency. If the Board does not establish a contingency or in the event the contingency is exhausted, the Executive Director is authorized to issue contract change orders or amendments up to $1,500,000 or up to 10% (cumulative) of the Contract Amount, whichever is greater. The Contract Amount shall equal the base amount of the contract, supplemented by (a) the amount of any exercised options, (b) the amount of any Board-authorized contingency, and (c) the amount of any previously Board-approved amendments or change orders.

3. The Executive Director is authorized to designate staff to oversee and monitor procurements and may delegate this contracting authority, which must be in writing, documented by the Director of Contracts and Procurement, and must specify defined monetary limits.

4. For award of contracts for materials, supplies and equipment or services over $1,500,000, Board approval is required. For award of public works contracts over $10,000, Board approval is required. The Board delegates to the Executive Director the signature authority for all such contracts for the purchase/lease of equipment, supplies, materials, and the procurement of services and public works.
I. **Emergency Contracts**

For procurements requiring competitive bidding and/or Board approval, in case of any sudden, unexpected occurrence that poses a clear and imminent danger, requiring immediate action to prevent or mitigate the loss or impairment of life, health, property, or essential public services, the Board hereby designates the Executive Director to take all necessary and proper measures in emergency conditions to maintain the JPB’s systems in operation. The Board also grants the Executive Director the authority to determine that there is insufficient time for competitive bidding and that public interest and necessity demand the immediate expenditure of public money to safeguard life, health, or property. If the Executive Director makes such a determination, the Executive Director may expend or enter into a contract involving the expenditure of any sum needed in such emergency without observance of the provisions requiring contracts, bids or notice. The Executive Director shall promptly report on the reasons and necessity for proceeding without a competitive solicitation for bids to the Board of Directors at the next available meeting, provided that the Executive Director reports to the Board no later than 14 days after the Executive Director takes such emergency action. Upon hearing the Executive Director’s report, the Board shall determine, by a four-fifths vote, whether or not there is a need to continue the emergency action. The Board shall continue to evaluate the emergency action, determining whether or not the emergency procurement is still required, at every regularly scheduled meeting thereafter until the action is terminated. See Public Contract Code §§ 20331 and 22050.

J. **Sole Source**

Regardless of the estimated cost of the procurement, the JPB is not required to engage in the competitive bidding process when procuring materials, equipment, supplies or services for which there exists only a sole source of supply. If more than one distributor of a product is available, the product is not exempt from competitive bidding as a sole source. A sole source decision is not permitted merely upon the grounds that the source demonstrates technical or administrative superiority, is the most convenient, or shows superior performance potential at lower costs. In all cases, the JPB must verify that the particular procurement meets the definition of a sole source and the JPB must perform a cost or price analysis to determine the fairness and reasonableness of the price of the sole source. The sole source determination will be reviewed by the Director of Contracts and Procurement in consultation with legal staff, as needed.

K. **Cooperative Purchasing Agreements**

To foster greater economy and efficiency, the JPB may avail itself of state and local intergovernmental agreements for procurement or use of common goods and services. Joint procurements, state cooperative purchasing programs, and assignment of existing contract rights (“piggyback” procurements) with other public agencies may be used when consistent with applicable state and federal statutory or grant requirements.
L. **Discretion to Waive the Competitive Process**

The Board of Directors or the Executive Director in the case of procurements within the Executive Director’s procurement authority may waive the requirements for formal competitive bidding or other procedures set forth in this Policy when permissible under applicable law, when a determination is made that the best interests of the JPB are served thereby, and provided there is adequate documentation of the need for such material, supplies, equipment, public works or services. These circumstances shall be evaluated on a case-by-case basis, keeping in mind the Fundamental Principles of procurement set forth in this Policy. The findings justifying the waiver must be documented in the record.

M. **Contract Administration**

The JPB shall administer all contracts to ensure that contractors conform with the terms, conditions, and specifications of all contracts and to ensure all purchases are received in a timely manner. Contract administration files shall contain documentation concerning the solicitation, contract costs, modifications and final disposition. All significant formal and informal communications on all contracts must be committed to written memoranda and promptly included in the contract file.

N. **Disposal of Surplus Property**

1. The Director of Contracts and Procurement shall determine the manner of disposition of surplus supplies, equipment and materials whose original acquisition cost does not exceed $50,000. The Executive Director shall determine the manner of disposition of surplus supplies, equipment and materials whose original acquisition cost exceeds $50,000 but is less than $150,000. The Board of Directors shall approve the disposition of any item having an original acquisition cost greater than $150,000. In all cases, disposition or sale of rolling stock shall require approval of the Board. In the event the surplus item to be disposed of was purchased with federal funds, the JPB will comply with federal disposition requirements.

2. The method of sale or disposition of any surplus or scrap items shall depend upon the nature of the items. Such methods shall include: (1) transfer or sale to other public agencies, (2) trade-in as part of a new procurement, (3) sale by auction, advertisement for sealed bids, or negotiation, or (4) where appropriate, proper recycling or disposal.
O. Revenue Generating Contracts/Concessions

To the extent they are not otherwise governed by JPB policies, concession agreements are contracts where the JPB grants permission to use JPB facilities or property to vendors to sell products or services, for which the JPB receives a percentage of the proceeds and/or a flat rate of compensation. Generally, these arrangements are at no direct cost to the JPB.

Where it is determined that a number of potential vendors are available to provide similar products or services, a competitive negotiations procedure should be followed, and award made to the highest ranked proposer, taking into consideration the economic return to the JPB, quality of the product, service and experience of the vendor.

The Board of Directors shall approve revenue generating/concessions contracts that exceed $1,500,000 in value.

P. Implementation

This Policy sets forth the standards and methods to be followed by the JPB in obtaining goods and services. Since 2004, the JPB has had in place Board has adopted a Procurement Manual that sets forth implementing guidelines and procedures consistent with applicable law, best procurement practices, and the Procurement Policy. The Executive Director shall have the authority to maintain and update as necessary the Procurement Manual to give effect to this Policy and may make subsequent revisions if necessary to implement changes in applicable laws and regulations and best procurement practices such as FTA Best Practices Procurement Manual, Caltrans Local Assistance Procedures Manual, American Public Transit Association guidelines and standards, or other well accepted external references. Changes that represent a deviation from this Policy must be approved by the Board of Directors. All JPB staff with responsibility for procurement activities shall be trained in, and adhere to, this Policy and the Procurement Manual.

Revised: Resolution No. 2010-11 February 4, 2010
Adopted: Resolution No. 2004-17 June 3, 2004
RESOLUTION NO. 2017 –

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

***

APPROVING UPDATES TO THE PENINSULA CORRIDOR JOINT POWERS BOARD’S
PROCUREMENT POLICY TO INCORPORATE PROVISIONS OF ASSEMBLY BILL 2030

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) is organized pursuant
to Government Code Section 6500, et seq. and is comprised of three member
agencies, the city and county of San Francisco, the Santa Clara Valley Transportation
Authority, and the San Mateo County Transit District (District); and

WHEREAS, the JPB has an obligation to establish an efficient procurement
process that protects the public investment, and that is transparent, consistent, and
treats all vendors equally; and

WHEREAS, the District is the managing agency for the JPB and provides all
procurement support functions for the acquisition of such property, facilities,
equipment, materials, supplies, and services as may be deemed necessary to carry out
the JPB’s duties; and

WHEREAS, on June 3, 2004, the JPB Board (1) adopted a Procurement Policy that
mirrored that of the District, (2) authorized the Executive Director to implement the JPB’s
Procurement Policy by utilizing the Procurement Manual developed by the District, and
(3) authorized the Executive Director to approve subsequent revisions to the
Procurement Manual made in accordance with the Procurement Policy; and

WHEREAS, on March 1, 2017, the District updated its procurement policy to reflect
changes in State law enacted through Assembly Bill (AB) 2030; and

WHEREAS because the District is the managing agency for the JPB, it is
appropriate to similarly modify the JPB’s Procurement Policy to conform to that of the
District, while at the same time promoting the greatest economy and efficiency to the JPB, and maintaining appropriate safeguards to preserve fairness and accountability in all of the JPB’s procurement activities.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby adopts an updated Procurement Policy that includes the following revisions, effective March 2, 2017:

1. Formal competitive bidding procedures using the lowest responsible bidder standard as the basis of award will typically apply to purchases of equipment, supplies, or materials over $150,000, but a “best value” approach may be used in circumstances where it is determined to be in the best interest of the JPB.

2. An informal procurement method may be utilized for the purchase of equipment, supplies, or materials when the estimated expenditure is between $5,000 and $150,000. To the extent practicable, such a method shall involve obtaining a minimum of three quotations, either written or oral, that permit prices and other terms to be compared. Adequate outreach will be made to ensure open and free competition, and that small businesses, including Disadvantaged Business Enterprises are afforded opportunities to submit quotations. To the extent practicable, the JPB will strive to obtain at least one of the three minimum quotations from a small business.

3. Formal competitive proposals will be used to retain professional and non-professional services when the estimated expenditure exceeds $150,000.
4. The Executive Director shall be authorized to issue contract change orders or amendments up to $150,000 or up to 10 percent (cumulative) of the contract amount, whichever is greater.

5. The Executive Director shall be authorized to determine the manner of disposition of surplus supplies, equipment and materials whose original acquisition cost exceeds $50,000 but is less than $150,000.

6. The Executive Director shall be authorized to act for the Board for procurements under $150,000 for (a) equipment, supplies, and materials, (b) services, and (c) revenue generating contracts, and shall be authorized to review and determine bid protests concerning contracts awarded within such authority.

BE IT FURTHER RESOLVED, that the Board adopts, effective March 2, 2017, the restated Procurement Policy attached to this Resolution as Attachment A, which gives effect to the modifications called for in AB 2030 and the revisions and additions recommended by staff, with the understanding that the Executive Director is authorized to take further actions as may be necessary to give effect to the restated Procurement Policy.

Regularly passed and adopted this 2nd day of March, 2017 by the following vote:

AYES:

NOES:

ABSENT:

______________________________
Chair, Peninsula Corridor Joint Powers Board

______________________________
ATTEST:

______________________________
JPB Secretary
January 2017
Monthly Progress Report

January 31, 2016
Funding Partners

FTA Core Capacity
FTA Section 5307 (Environmental / Pre Development only)
FTA Section 5307 (EMU only)

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

Prop 1A
High Speed Rail Cap and Trade

Carl Moyer Fund

Bridge Tolls Funds (RM1/RM2)

SFCTA/SFMTA

San Mateo (SMCTA) Contribution
SMCTA Measure A

VTA Measure A
Santa Clara (VTA) Contribution

San Francisco Contribution
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1.0 BACKGROUND

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

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

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

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

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

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

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

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

Figure 2-1 PCEP Work Segments
In January, the Federal Transit Administration (FTA) finalized the Full Funding Grant Agreement (FFGA) for $647 million in Core Capacity funding, which was submitted for the mandatory 30-day Congressional review period.

The PCEP team continues work with Balfour Beatty Infrastructure, Inc. (BBI) on 65% design and field investigations. The PCEP and BBI teams hold regular workshop meetings to discuss design related topics. The 65% Overhead Catenary System (OCS) typical design was submitted for review in January. In conjunction with field investigations performed by BBI, protocol-level surveys for a sensitive avian species were initiated at previously identified potential habitat locations and inspections of overpasses and bridges were initiated in order to determine the potential for nesting swallows. An architectural historian also continued to take photos and document site conditions at a number of historic railroad stations in support of historic documentation required as part of the Mitigation Monitoring and Reporting Program (MMRP).

The PCEP team has continued to work with Stadler on the technical aspects of the project. The PCEP team continues to address system-wide interface issues involving the emerging EMU design and the existing wayside infrastructure, the Electrification Project, the Communications Based Overlay Signal System (CBOSS) Project, and the Centralized Equipment Maintenance and Operations Facility (CEMOF) Design Upgrade. The PCEP team advanced the conceptual design to consider alternatives for the modification of CEMOF. The alternatives are under review with Caltrain Operations.

2.1 Schedule

The Revenue Service Date (RSD) in the Master Program Schedule (MPS) remains unchanged. Without adjustment for contingency, the RSD is forecast as August 2021. With the addition of approximately five months of contingency to account for potential risk to the project, the RSD is anticipated as December 2021. Table 2-1 provides a summary of the current schedule and milestones.

2.2 Budget

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

2.3 Board Actions

At the January 5, 2017 Board meeting, there were several items related to the PCEP:

- Informational item on the status of the FFGA
- Unanimous support affirming the Caltrain Modernization Program (includes PCEP) oversight protocol
- Unanimous support approving and ratifying the Caltrain Modernization (includes PCEP) Insurance Program at a total premium Cost Not to Exceed $4,305,769 for a six-year term
Unanimous support authorizing execution of a funding agreement with the California State Department of Transportation for a $20 million Transit Intercity Rail Capital Program Grant for the PCEP.

The agenda and meeting minutes for the January meeting can be found at the link below:

http://www.caltrain.com/Agendas+and+Minutes/JPB/Board+of+Directors/Agendas/2017-01-05+JPB+Agenda.pdf

(Note: For viewers accessing the link above electronically, please cut and paste the link into a browser if it does not direct you immediately to the document.)

Table 2-1 Schedule Status

<table>
<thead>
<tr>
<th>Milestones</th>
<th>Program Plan</th>
<th>November</th>
<th>December</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full Notice to Proceed to Electrification Contractor</td>
<td>N/A</td>
<td>03/01/2017</td>
<td>03/01/2017</td>
</tr>
<tr>
<td>Full Notice to Proceed to EMU Manufacturer</td>
<td>N/A</td>
<td>03/01/2017</td>
<td>03/01/2017</td>
</tr>
<tr>
<td>Start of Electrification Major Construction</td>
<td>03/20/2017</td>
<td>07/24/2017</td>
<td>07/24/2017</td>
</tr>
<tr>
<td>First 8 Miles of Electrification Complete to Begin Testing</td>
<td>04/08/2019</td>
<td>10/08/2019</td>
<td>10/08/2019</td>
</tr>
<tr>
<td>Delivery of 1st Vehicle</td>
<td>06/25/2019</td>
<td>07/30/2019</td>
<td>07/30/2019</td>
</tr>
<tr>
<td>Start Pre-Revenue Operations</td>
<td>09/08/2020</td>
<td>09/22/2020</td>
<td>09/22/2020</td>
</tr>
<tr>
<td>Potential Limited Service</td>
<td>12/31/2020</td>
<td>12/31/2020</td>
<td>12/31/2020</td>
</tr>
<tr>
<td>RSD (w/ Risk Contingency)</td>
<td>12/30/2021</td>
<td>12/30/2021</td>
<td>12/30/2021</td>
</tr>
</tbody>
</table>

Notes:

1 Milestones reported on this table may differ from the current schedule. As the schedule continues to be refined over the coming months to incorporate approved baseline schedules from the Electrification and EMU contractors, changes to milestones will be thoroughly vetted prior to reflecting those changes in the Monthly Report.

2 Program Plan only considered an NTP. It did not account for an LNTP and FNTP.

Table 2-2 Budget and Expenditure Status

<table>
<thead>
<tr>
<th>Description of Work</th>
<th>Budget (A)</th>
<th>Cost This Month (B)</th>
<th>Cost To Date (C)</th>
<th>Estimate To Complete (D)</th>
<th>Estimate At Completion (E) = (C) + (D)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Electrification Subtotal</td>
<td>$1,316,125,208</td>
<td>$10,553,561</td>
<td>$139,305,584</td>
<td>$1,176,819,624</td>
<td>$1,316,125,208</td>
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<tr>
<td>EMU Subtotal</td>
<td>$664,127,325</td>
<td>$728,450</td>
<td>$18,623,598</td>
<td>$645,503,727</td>
<td>$664,127,325</td>
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<tr>
<td>PCEP TOTAL</td>
<td>$1,980,252,533</td>
<td>$11,282,011</td>
<td>$157,929,181</td>
<td>$1,822,323,351</td>
<td>$1,980,252,533</td>
</tr>
</tbody>
</table>
2.4 Government and Community Affairs

A number of community relations and outreach events took place during the month of January. PCEP team gave a total of seven presentations and participated/attended two stakeholder meetings related to PCEP. Third party stakeholders (SMCTA, SFCTA, MTC, and SCVTA) took actions in support of the PCEP.
3.0 ELECTRIFICATION – INFRASTRUCTURE

This section reports on the progress of the Electrification, Supervisory Control and Data Acquisition (SCADA), and Tunnel Modification components. A brief description on each of the components is provided below.

3.1 Electrification

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

Activity This Month

- The PCEP team continued working with BBI on 65% design and field investigations. The PCEP and BBI teams hold regular workshop meetings to discuss design related topics. The 65% OCS typical design was submitted for review in January.

- BBI continued conducting utility surveys, pothole location layouts, and geotechnical boring layouts. Physical geotechnical boring and cone penetrometer tests (CPT) on the Caltrain right-of-way (ROW) continued in Segments 1 and 3. Potholing of utilities at proposed OCS locations began in Segment 2.

- The PCEP team also continued to review requests for information (RFIs) and submittals from BBI.

- Coordination efforts with PG&E continued for infrastructure improvements and traction power substation interconnects. Scoping documents prepared by PG&E were received in January and are under review by the PCEP team.

Activity Next Month

- The PCEP team will continue to work with BBI on design and field investigation activities. The 65% submittals for OCS design in Segment 2 are expected in February.

- Geotechnical investigations are expected to be completed in February. Potholing activities in Segments 2 will continue in the upcoming months.

- Coordination efforts will continue with PG&E on interconnection design and final design for PG&E infrastructure. The PCEP and BBI teams are in the process of designing the 115 kV interconnection between PG&E and Caltrain’s future substations.
3.2 Supervisory Control and Data Acquisition (SCADA)

SCADA is a system that monitors and controls field devices for electrification, including substations, paralleling stations and sectionalization. SCADA will be integrated with the base operating system for Caltrain Operations and Control, which is the Rail Operations Center System (ROCS).

Activity This Month

- Activity continues to be limited to providing technical support on an as needed basis to the Caltrain Contract and Procurement (C&P) Department for the procurement of the SCADA system.
- Technical documents and cost estimates were updated and provided to the C&P Department.

Activity Next Month

- PCEP staff will continue to support Caltrain Contracts and Procurement Department on providing technical support during the procurement process.
- Issue procurement package to sole source supplier for proposal.

3.3 Tunnel Modification

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

Activity This Month

- PCEP team continued coordination efforts with the design team on drawings and specifications on Tunnel 1 and Tunnel 4 Drainage Rehab projects.
- PCEP team continued coordination efforts with Union Pacific Railroad (UPRR) and other stakeholders
- The PCEP team continues to progress 95% design drawings and specifications for tunnel modification.

Activity Next Month

- PCEP staff will review and resolve comments on 95% design drawings and specifications.
4.0 ELECTRIC MULTIPLE UNITS

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

Activity This Month

- The PCEP team facilitated a weeklong, in-person working session with Stadler to discuss system safety and security, quality management, master program schedule, a variety of technical issues, and Caltrain Public Outreach Group needs. In addition, Stadler met with Caltrain and CalMod executives, and further analyzed Caltrain onboard train operations and passenger patterns. A visit to Caltrain’s CEMOF was also conducted for Stadler to become more familiar with the facilities’ capabilities and improvements necessary to maintain the EMUs.

- Stadler continued to progress numerous management submittals, including a Master Program Schedule, an updated Contract Deliverables Requirement List (CDRL), and updated System Safety and Quality Assurance Plans. The PCEP team is currently reviewing these submittals and working with Stadler to finalize these deliverables within the next month.

- Weekly conference calls were held with Stadler, Caltrain Operations, Maintenance and Safety and Security group representatives. The PCEP team also conducted a more in-depth Monthly Progress Review Meeting.

- The PCEP team continues to address system-wide interface issues involving the emerging EMU design and the existing wayside infrastructure, the Electrification Project, the CBOSS Project, and the Centralized Equipment Maintenance and Operations Facility (CEMOF) design upgrade.

- The PCEP team and Stadler conducted in-depth reviews of the virtual reality mockup as well as the cab and console mockup.

- The PCEP team and Stadler participated in numerous coordination meetings regarding the EMU design to support Caltrain’s Operation and Maintenance objectives plus upcoming public outreach initiatives.

Activity Next Month

- PCEP will review and approve several documents including: the Quality Plan, the Master Project Schedule, the System Safety Plan and CDRL. PCEP’s approval of the Master Program Schedule and Quality Plan are prerequisites for upcoming milestone payments to Stadler.

- Conceptual Design Reviews (CDRs) are to be conducted with Stadler on car body, truck and coupler-draft gear equipment.
4.1 Centralized Equipment Maintenance and Operations Facility (CEMOF) Modifications

The Centralized Equipment Maintenance and Operations Facility (CEMOF) Modifications project will provide safe work areas for performing maintenance on the new EMUs.

Activity This Month

- The PCEP team advanced the conceptual design to consider alternatives for the modification of CEMOF. The alternatives continue to be reviewed with Caltrain Operations.

Activity Next Month

- Continue with development of conceptual design alternatives.
5.0 SAFETY

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

Activity This Month

- Safety staff continued to review BBI and Stadler’s safety and security contract documentation deliverables to ensure they meet PCEP requirements. Safety staff has been facilitating meetings with BBI and Stadler to advance project safety and security program implementation.

- Field visits were conducted to work sites to ensure that the Site Specific Work Plan (SSWP) was being followed by BBI, Stadler, and their subcontractors.

- A Safety & Security Certification Review Committee (SSCRC) meeting was held on January 26, 2017. Monthly meetings will be held as the project continues.

- A two-day Safety and Security workshop was held with the Stadler representatives to discuss safety and security requirements and expectations.

- The PCEP team met with the San Francisco Municipal Transportation Agency (SFMTA) to discuss the 16th street crossing in compliance with environmental mitigation measures, which call for technical coordination with the PCEP and SFMTA regarding re-routing of the 22 electric trolley bus.

Activity Next Month

- Monthly meetings for SSCRC and Fire/Life Safety & Security Committee (FLSSC) will be held.

- All staff safety meetings will be held with PCEP, BBI employees and subcontractors to reinforce the importance of safety in the field.

- Follow-up meetings to finalize the preliminary hazards analysis (PHA) are scheduled for early February.

- Site visits to BBI subcontractor work areas for potholing operations are planned
6.0 QUALITY ASSURANCE

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

Activity This Month

- An audit of BBI’s design quality control and the OCS 65% design package was conducted and yielded three Findings and three Observations.
- An audit of Parikh Geotechnical Labs was conducted and yielded five Findings.
- QA review of Stadler’s BBI’s Quality Management Plan (QMP) was conducted. The QA team provided comments and closure of those comments is pending.
- Staff meetings with BBI QA/QC management and Stadler project and oversight representatives began.
- QA staff submitted to PCEP Management a QA Resource Plan for 2017 and beyond. This included a recommendation and request for an Independent QA Testing and Inspection Lab and a QA Engineer.
- Closure of all outstanding NCRs and all Findings from the Internal Document Control Audit.

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

<table>
<thead>
<tr>
<th>Quality Assurance Activity</th>
<th>This Reporting Period</th>
<th>Total to Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Internal Audits Conducted</td>
<td>0</td>
<td>16</td>
</tr>
<tr>
<td>External Audits Conducted</td>
<td>2</td>
<td>2</td>
</tr>
<tr>
<td>Audit Findings Issued</td>
<td>8</td>
<td>14</td>
</tr>
<tr>
<td>Audit Findings Open</td>
<td>8</td>
<td>8</td>
</tr>
<tr>
<td>Audit Findings Closed</td>
<td>6</td>
<td>6</td>
</tr>
<tr>
<td>Non-Conformances Open</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Non-Conformances Issued</td>
<td>0</td>
<td>4</td>
</tr>
<tr>
<td>Non-Conformances Closed</td>
<td>1</td>
<td>4</td>
</tr>
</tbody>
</table>

Activity Next Month

- Three audits are planned and scheduled: Signet Testing Lab, Construction Testing Services, and Design Package for Traction Power System at 65%.
- QA review of Stadler’s QMP revision for EMU procurement.
- Regularly scheduled design reviews will begin on project design packages and will continue through the late summer.
7.0 SCHEDULE

The schedule provided in this Monthly Progress Report is the approved schedule from December 2016, due to the timeframe necessary to update and approve the schedule. As indicated in Table 7-1, the Revenue Service Date (RSD), which is the date in which the project is deemed completed, remains unchanged in the Master Program Schedule (MPS). Without adjustment for contingency, the RSD is forecast as August 2021. With the addition of approximately five months contingency to account for potential risk to the project, the RSD is anticipated as December 2021. A summary of the overall schedule status for the PCEP is provided in Table 7-1, which provides comparisons between the baseline schedule (Program Plan), the previous update (November) and the current update (December) to capture any potential changes in the schedule. A complete schedule can be found in Appendix B.

Items listed in Table 7-2 show the critical path activities/milestones for the PCEP. Table 7-3 lists near-critical activities on the horizon.

Notable Variances

There were no notable variances this month.

Table 7-1 Schedule Status

<table>
<thead>
<tr>
<th>Milestones1,2</th>
<th>Program Plan</th>
<th>November</th>
<th>December</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full Notice to Proceed to Electrification Contractor</td>
<td>N/A</td>
<td>03/01/2017</td>
<td>03/01/2017</td>
</tr>
<tr>
<td>Full Notice to Proceed to EMU Manufacturer</td>
<td>N/A</td>
<td>03/01/2017</td>
<td>03/01/2017</td>
</tr>
<tr>
<td>Start of Electrification Major Construction</td>
<td>03/20/2017</td>
<td>07/24/2017</td>
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<td>10/08/2019</td>
<td>10/08/2019</td>
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<td>Delivery of 1st Vehicle</td>
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<td>07/30/2019</td>
<td>07/30/2019</td>
</tr>
<tr>
<td>Start Pre-Revenue Operations</td>
<td>09/08/2020</td>
<td>09/22/2020</td>
<td>09/22/2020</td>
</tr>
<tr>
<td>Potential Limited Service</td>
<td>12/31/2020</td>
<td>12/31/2020</td>
<td>12/31/2020</td>
</tr>
<tr>
<td>RSD (w/ Risk Contingency)</td>
<td>12/30/2021</td>
<td>12/30/2021</td>
<td>12/30/2021</td>
</tr>
</tbody>
</table>

Notes:
1 Milestones reported on this table may differ from the current schedule. As the schedule continues to be refined over the coming months to incorporate approved baseline schedules from the Electrification and EMU contractors, changes to milestones will be thoroughly vetted prior to reflecting those changes in the Monthly Report.
2 Program Plan only considered an NTP. It did not account for an LNTP and FNTP.
Table 7-2 Critical Path Summary

<table>
<thead>
<tr>
<th>Activity</th>
<th>Start</th>
<th>Finish</th>
</tr>
</thead>
<tbody>
<tr>
<td>Electrification Design to Begin Major Construction</td>
<td>09/06/2016</td>
<td>07/21/2017</td>
</tr>
<tr>
<td>EMU Design to Delivery of First Car body</td>
<td>09/06/2016</td>
<td>10/13/2017</td>
</tr>
<tr>
<td>Electrification OCS Construction</td>
<td>07/24/2017</td>
<td>02/26/2020</td>
</tr>
<tr>
<td>Electrification Acceptance &amp; Integrated Testing</td>
<td>02/26/2020</td>
<td>04/25/2020</td>
</tr>
<tr>
<td>PG&amp;E Complete Infrastructure Upgrades to Provide Permanent Power</td>
<td>08/31/2020</td>
<td>08/31/2020</td>
</tr>
<tr>
<td>Vehicle Manufacturing &amp; Assembly to Provide First 5 Trainsets</td>
<td>11/13/2017</td>
<td>09/09/2020</td>
</tr>
<tr>
<td>Pre-Revenue Operations</td>
<td>09/22/2020</td>
<td>12/10/2020</td>
</tr>
<tr>
<td>Potential Limited Service&lt;sup&gt;1&lt;/sup&gt;</td>
<td>12/31/2020</td>
<td>12/31/2020</td>
</tr>
<tr>
<td>RSD w/ out Risk Contingency&lt;sup&gt;1&lt;/sup&gt;</td>
<td>08/16/2021</td>
<td>08/16/2021</td>
</tr>
<tr>
<td>RSD w/ Risk Contingency&lt;sup&gt;1&lt;/sup&gt;</td>
<td>12/30/2021</td>
<td>12/30/2021</td>
</tr>
</tbody>
</table>

<sup>1</sup>Milestone activity

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

<table>
<thead>
<tr>
<th>WBS</th>
<th>Activity</th>
<th>Responsibility</th>
</tr>
</thead>
<tbody>
<tr>
<td>FTA</td>
<td>Path to Full Funding Grant Agreement (FFGA)</td>
<td>Project Delivery</td>
</tr>
<tr>
<td>Utilities</td>
<td>PG&amp;E Scoping &amp; Preliminary Design</td>
<td>Project Delivery</td>
</tr>
<tr>
<td>Utilities</td>
<td>Overhead Utility Relocation</td>
<td>Project Delivery</td>
</tr>
</tbody>
</table>
8.0 BUDGET AND EXPENDITURES

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

Table 8-1 Electrification Budget & Expenditure Status

<table>
<thead>
<tr>
<th>Description of Work</th>
<th>Budget (A)</th>
<th>Cost This Month (B)</th>
<th>Cost To Date (C)</th>
<th>Estimate To Complete (D)</th>
<th>Estimate At Completion (E) = (C) + (D)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>ELECTRIFICATION</strong></td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Electrification</td>
<td>$696,610,558</td>
<td>$8,034,625</td>
<td>$63,490,500</td>
<td>$633,120,058</td>
<td>$696,610,558</td>
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<tr>
<td>Tunnel Notching</td>
<td>$11,029,649</td>
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<td>-</td>
<td>$11,029,649</td>
<td>$11,029,649</td>
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<tr>
<td>Real Estate</td>
<td>$28,503,369</td>
<td>$271,019</td>
<td>$5,671,755</td>
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<td>$28,503,369</td>
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<td>Private Utilities</td>
<td>$63,515,298</td>
<td>$276,074</td>
<td>$3,651,752</td>
<td>$59,863,547</td>
<td>$63,515,298</td>
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<td>Management Oversight</td>
<td>$141,526,164</td>
<td>$1,299,612</td>
<td>$63,292,881</td>
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<td>Executive Management</td>
<td>$7,452,866</td>
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<td>Planning</td>
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<td>Safety &amp; Security</td>
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<td>Engineering &amp; Construction</td>
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<td>Electrification Engineering &amp; Management</td>
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<td>IT Support</td>
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<td>$331,987</td>
<td>-</td>
<td>$331,987</td>
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<tr>
<td>Operations Support</td>
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<td>$26,633</td>
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<td>General Support</td>
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<td>Budget / Grants / Finance</td>
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<td>Other Direct Costs</td>
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<td>Prior Costs 2002 - 2013</td>
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<td>$14,972,645</td>
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<td>Required Projects</td>
<td>$17,337,378</td>
<td>-</td>
<td>$16,970,350</td>
<td>$17,337,378</td>
<td>$17,337,378</td>
</tr>
<tr>
<td>Maintenance Training</td>
<td>$1,021,808</td>
<td>-</td>
<td>$1,021,808</td>
<td>$1,021,808</td>
<td>$1,021,808</td>
</tr>
<tr>
<td>Finance Charges</td>
<td>$5,056,838</td>
<td>$97,230</td>
<td>$4,959,608</td>
<td>$5,056,838</td>
<td>$5,056,838</td>
</tr>
<tr>
<td>Contingency</td>
<td>$276,970,649</td>
<td>-</td>
<td>$276,970,649</td>
<td>$276,970,649</td>
<td>$276,970,649</td>
</tr>
<tr>
<td>Owner's Reserve</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>ELECTRIFICATION SUBTOTAL</strong></td>
<td>$1,316,125,208</td>
<td>$10,553,561</td>
<td>$139,305,584</td>
<td>$1,176,819,624</td>
<td>$1,316,125,208</td>
</tr>
</tbody>
</table>

Notes regarding tables above:

1. Column B “Cost This Month” represents the cost of work performed this month.

2. Column C “Cost To Date” includes actuals (amount paid) and accruals (amount of work performed) to date.

3. Cost To Date for “Electrification” include 5% for Contractor’s retention until authorization of retention release.

4. The agency labor is currently accrued since end of October 2016. Expenditures for agency labor will be updated once the financial data is available.
### Table 8-2 EMU Budget & Expenditure Status

<table>
<thead>
<tr>
<th>Description of Work</th>
<th>Budget</th>
<th>Cost This Month</th>
<th>Cost To Date</th>
<th>Estimate To Complete</th>
<th>Estimate At Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(A)</td>
<td>(B)</td>
<td>(C)</td>
<td>(D)</td>
<td>(E)</td>
</tr>
<tr>
<td>EMU</td>
<td>$550,899,459</td>
<td>$-</td>
<td>$1,242,300</td>
<td>$549,657,159</td>
<td>$550,899,459</td>
</tr>
<tr>
<td>CEMOF Modifications</td>
<td>$1,344,000</td>
<td>$-</td>
<td>$-</td>
<td>$1,344,000</td>
<td>$1,344,000</td>
</tr>
<tr>
<td>Management Oversight</td>
<td>$64,139,103</td>
<td>$668,857</td>
<td>$17,321,705</td>
<td>$46,817,399</td>
<td>$64,139,103</td>
</tr>
<tr>
<td>Executive Management</td>
<td>$5,022,302</td>
<td>$41,559</td>
<td>$1,571,348</td>
<td>$3,450,954</td>
<td>$5,022,302</td>
</tr>
<tr>
<td>Community Relations</td>
<td>$1,685,614</td>
<td>$37,212</td>
<td>$292,210</td>
<td>$1,393,404</td>
<td>$1,685,614</td>
</tr>
<tr>
<td>Safety &amp; Security</td>
<td>$556,067</td>
<td>$9,647</td>
<td>$155,869</td>
<td>$400,199</td>
<td>$556,067</td>
</tr>
<tr>
<td>Project Management Services</td>
<td>$13,275,280</td>
<td>$72,541</td>
<td>$4,791,549</td>
<td>$8,483,732</td>
<td>$13,275,280</td>
</tr>
<tr>
<td>Engineering &amp; Construction</td>
<td>$89,113</td>
<td>$-</td>
<td>$23,817</td>
<td>$3,450,954</td>
<td>$89,113</td>
</tr>
<tr>
<td>EMU Engineering &amp; Management</td>
<td>$32,082,556</td>
<td>$200,452</td>
<td>$7,516,865</td>
<td>$24,565,692</td>
<td>$32,082,556</td>
</tr>
<tr>
<td>IT Support</td>
<td>$1,027,272</td>
<td>$8,640</td>
<td>$225,381</td>
<td>$801,991</td>
<td>$1,027,272</td>
</tr>
<tr>
<td>Operations Support</td>
<td>$1,878,589</td>
<td>$11,464</td>
<td>$295,812</td>
<td>$1,582,777</td>
<td>$1,878,589</td>
</tr>
<tr>
<td>General Support</td>
<td>$2,599,547</td>
<td>$18,890</td>
<td>$627,304</td>
<td>$1,972,243</td>
<td>$2,599,547</td>
</tr>
<tr>
<td>Budget / Grants / Finance</td>
<td>$712,123</td>
<td>$24,708</td>
<td>$125,404</td>
<td>$586,716</td>
<td>$712,123</td>
</tr>
<tr>
<td>Legal</td>
<td>$1,207,500</td>
<td>$208,211</td>
<td>$689,396</td>
<td>$518,104</td>
<td>$1,207,500</td>
</tr>
<tr>
<td>Other Direct Costs</td>
<td>$4,003,139</td>
<td>$35,533</td>
<td>$1,006,848</td>
<td>$2,966,291</td>
<td>$4,003,139</td>
</tr>
<tr>
<td>TASI Support</td>
<td>$2,740,000</td>
<td>$-</td>
<td>$2,740,000</td>
<td>$2,740,000</td>
<td>$2,740,000</td>
</tr>
<tr>
<td>Required Projects</td>
<td>$4,500,000</td>
<td>$-</td>
<td>$4,500,000</td>
<td>$4,500,000</td>
<td>$4,500,000</td>
</tr>
<tr>
<td>Finance Charges</td>
<td>$1,941,800</td>
<td>$59,593</td>
<td>$1,882,207</td>
<td>$1,941,800</td>
<td>$1,941,800</td>
</tr>
<tr>
<td>Contingency</td>
<td>$38,562,962</td>
<td>$-</td>
<td>$38,562,962</td>
<td>$38,562,962</td>
<td>$38,562,962</td>
</tr>
<tr>
<td>Owner's Reserve</td>
<td>$-</td>
<td>$-</td>
<td>$-</td>
<td>$-</td>
<td>$-</td>
</tr>
<tr>
<td><strong>EMU SUBTOTAL</strong></td>
<td><strong>$664,127,325</strong></td>
<td><strong>$728,450</strong></td>
<td><strong>$16,623,598</strong></td>
<td><strong>$645,503,727</strong></td>
<td><strong>$664,127,325</strong></td>
</tr>
</tbody>
</table>

Notes regarding tables above:
1. Column B "Cost This Month" represents the cost of work performed this month.
2. Column C "Cost To Date" includes actuals (amount paid) and accruals (amount of work performed) to date.
3. The agency labor is currently accrued since the end of October 2016. Expenditures for agency labor will be updated once the financial data is available.

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

<table>
<thead>
<tr>
<th>Description of Work</th>
<th>Budget</th>
<th>Cost This Month</th>
<th>Cost To Date</th>
<th>Estimate To Complete</th>
<th>Estimate At Completion</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(A)</td>
<td>(B)</td>
<td>(C)</td>
<td>(D)</td>
<td>(E)</td>
</tr>
<tr>
<td>Electrification Subtotal</td>
<td>$1,316,125,208</td>
<td>$10,553,561</td>
<td>$139,305,584</td>
<td>$1,176,819,624</td>
<td>$1,316,125,208</td>
</tr>
<tr>
<td>EMU Subtotal</td>
<td>$664,127,325</td>
<td>$728,450</td>
<td>$18,623,598</td>
<td>$645,503,727</td>
<td>$664,127,325</td>
</tr>
<tr>
<td><strong>PCEP TOTAL</strong></td>
<td><strong>$1,980,252,533</strong></td>
<td><strong>$11,282,011</strong></td>
<td><strong>$157,929,181</strong></td>
<td><strong>$1,822,323,351</strong></td>
<td><strong>$1,980,252,533</strong></td>
</tr>
</tbody>
</table>

Notes regarding tables above:
1. Column B "Cost This Month" represents the cost of work performed this month.
2. Column C "Cost To Date" includes actuals (amount paid) and accruals (amount of work performed) to date.
9.0 FUNDING

Figure 9-1 depicts a summary of the funding plan for the PCEP. It provides a breakdown of the funding partners as well as the allocated funds. As previously reported, all non-core capacity funds have been committed to the PCEP project. In January, the FTA finalized the FFGA for $647 million in Core Capacity funding, which was submitted for the mandatory 30-day Congressional review period.

![Figure 9-1 Funding Plan](image)

<table>
<thead>
<tr>
<th>Fund Source</th>
<th>Amount</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>FTA Core Capacity</td>
<td>$647,000,000</td>
<td>32.67%</td>
</tr>
<tr>
<td>FTA Section 5307 (EMU only)*</td>
<td>$315,000,000</td>
<td>15.91%</td>
</tr>
<tr>
<td>FTA Section 5307 (Environmental / Pre Development only)</td>
<td>$15,676,000</td>
<td>0.79%</td>
</tr>
<tr>
<td>Prop 1A</td>
<td>$600,000,000</td>
<td>30.30%</td>
</tr>
<tr>
<td>High Speed Rail Cap and Trade</td>
<td>$113,000,000</td>
<td>5.71%</td>
</tr>
<tr>
<td>Transit &amp; Intercity Rail Capital Program</td>
<td>$20,000,000</td>
<td>1.01%</td>
</tr>
<tr>
<td>Prop 1B (Public Transportation Modernization &amp; Improvement Account)</td>
<td>$8,000,000</td>
<td>0.40%</td>
</tr>
<tr>
<td>Bridge Toll Funds (RM1/RM2)</td>
<td>$39,430,000</td>
<td>1.99%</td>
</tr>
<tr>
<td>Carl Moyer</td>
<td>$20,000,000</td>
<td>1.01%</td>
</tr>
<tr>
<td>SFCTA/SFMTA**</td>
<td>$41,382,178</td>
<td>2.09%</td>
</tr>
<tr>
<td>SMCTA Measure A</td>
<td>$41,382,178</td>
<td>2.09%</td>
</tr>
<tr>
<td>VTA Measure A</td>
<td>$41,382,177</td>
<td>2.09%</td>
</tr>
<tr>
<td>Santa Clara (VTA) 7-Party MOU Contribution</td>
<td>$20,000,000</td>
<td>1.01%</td>
</tr>
<tr>
<td>San Francisco 7-Party MOU Contribution</td>
<td>$20,000,000</td>
<td>1.01%</td>
</tr>
<tr>
<td>San Mateo (SMCTA) 7-Party MOU Contribution</td>
<td>$20,000,000</td>
<td>1.01%</td>
</tr>
<tr>
<td>Caltrain Low Carbon Transit Operations Cap and Trade</td>
<td>$9,000,000</td>
<td>0.45%</td>
</tr>
<tr>
<td>Prior Local Contribution</td>
<td>$9,000,000</td>
<td>0.45%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$1,980,252,533</strong></td>
<td></td>
</tr>
</tbody>
</table>

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

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

The Risk Management team has identified the following items as Top Risks for the project:

- If overhead utilities are not relocated in time, BBI may incur delays.
- A delay in the execution of the FFGA by the FTA, could potentially result in delays to the project.
- Upgrades to the electrical service needed for the Electrification project are dependent upon final agreement with PG&E, for which technical and contractual issues must first be resolved.
- The final configuration of the electrification system requires the installation of a duct bank under Union Pacific Railroad (UPRR) tracks. This will require further coordination with UPRR.
- Transit America Services Inc. (TASI) may not be able to deliver sufficient staff resources to support the construction and testing of the electrification system.
- Recruitment of Key Staff is necessary to support the project.
- As built Communications Based Overlay Signal System (CBOSS) drawings needed by BBI may not be completed as originally scheduled.

Activity This Month

- Updates were made to risk descriptions, effects, and mitigations based upon weekly input from risk owners. Monthly cycle of risk updating was completed based on schedules established in the Risk Identification and Mitigation Plan.
- Risk retirement dates were updated based upon revisions to the project schedule and input from risk owners.
- Continued weekly monitoring of risk mitigation actions and publishing of the risk register.
- The PCEP Risk Management Team attended Electrification, Project Delivery, and Systems Integration meetings to monitor developments associated with risks and to identify new risks.
The Risk Assessment Committee convened to review risks proposed for retirement and major changes to grading of risks. Two risks were retired. A potential new risk was referred for further development, mitigation, and grading. Continued discussion of reputational risk as a potential adjunct to current risk management efforts.

Tables 10-1 and 10-2 show the risks identified for the program. Risks are categorized as: top risk, upcoming risk, long lead, and all other risks. The categories are based on a rating scale comprised of schedule and cost factors. Simply put, top risks are considered to have a significantly higher than average risk grade. Upcoming risks are risks for which mitigating action must be taken within 60 days. Long lead risks are risks for which mitigating action must be taken as much as a year or more into the future. All other risks are risks not falling into other categories.

Table 10-1 Monthly Status of Risks

<table>
<thead>
<tr>
<th>Category</th>
<th>Number of Risks</th>
</tr>
</thead>
<tbody>
<tr>
<td>Top Risks</td>
<td>8</td>
</tr>
<tr>
<td>Upcoming Risks</td>
<td>25</td>
</tr>
<tr>
<td>Long Lead Risks</td>
<td>62</td>
</tr>
<tr>
<td>All Other Risks</td>
<td>11</td>
</tr>
</tbody>
</table>

Total Number of Active Risks = 106
Table 10-2 Risk Classification

<table>
<thead>
<tr>
<th>Category &amp; Owner</th>
<th>Top 10 Risks</th>
<th>Upcoming Risks</th>
<th>Long Led Risks</th>
<th>All Other Risks</th>
</tr>
</thead>
<tbody>
<tr>
<td>JPB</td>
<td>8</td>
<td>14</td>
<td>10</td>
<td>0</td>
</tr>
<tr>
<td>EMU</td>
<td>10</td>
<td>0</td>
<td>4</td>
<td>15</td>
</tr>
<tr>
<td>D/B</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>7</td>
</tr>
</tbody>
</table>

Total Number of Active Risks = 106

Activity Next Month

- Update risk descriptions, effects, mitigations and retirement dates.
- Conduct weekly monitoring of risk mitigation actions and continue publishing risk register.
- Further develop reputational risk analysis and submit recommendation.
11.0 ENVIRONMENTAL

11.1 Permits

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

Section 106 of the NHPA process as well as Section 7 of the ESA process have concluded.

Activity This Month

- All environmental permits have been obtained.

Activity Next Month

- There are no planned permit activities in the next month.

11.2 Mitigation Monitoring and Reporting Program

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

http://www.caltrain.com/Assets/Caltrain+Modernization+Program/Electrification+Documents/MMRP.pdf

(Note: For viewers accessing the link above electronically, please cut and paste the link into a browser if it does not direct you immediately to the document.)

Activity This Month

- Biological, archaeological, and Native American monitors continued to be present during design phase investigation activities (geotechnical and potholing activities) occurring in areas that require environmental compliance monitoring. The monitoring was conducted in accordance with measures in the MMRP in an effort to minimize potential impact on sensitive environmental resources.
• Protocol-level surveys for a sensitive avian species were initiated at previously identified potential habitat locations and inspections of over-passes and bridges were initiated in order to determine the potential for nesting swallows.

• An architectural historian continued to take photos and document site conditions at a number of historic railroad stations in support of historic documentation required as part of the MMRP.

Activity Next Month

• Biological, archaeological, and Native American monitors will continue to monitor design phase investigation activities (geotechnical and potholing activities) occurring in areas that require environmental compliance monitoring. Biological surveyors will initiate surveys for nesting birds ahead of design phase investigation activities occurring during the nesting bird season (February 1st through August 31st) and will continue to conduct protocol level surveys for sensitive avian species.
12.0 UTILITY RELOCATION

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

Activity This Month

- PCEP team continued monthly coordination meetings with telecommunication and power utilities. These meetings focused on overall project and relocation schedules, designation of responsibilities, applicable design standards, and reconciliation of agreements and records.
- Work continued with all utilities on review of overhead utility line relocations based on the current preliminary design. This effort is expected to continue for the next several months to support identification and confirmation, agreements, and design of all relocations.
- PCEP team sent relocation notices and requested design information to PG&E as a part of the relocation process.
- PCEP team continued to work with Verizon on the relocation of fiber optics cable within the Caltrain ROW.

Activity Next Month

- Monthly meetings will continue with telecom and power carriers.
- PCEP team will continue to send relocation notices to utility owners and will also continue to provide design information for relocation designs.
- PCEP team will continue to work with utility owners to update the relocation schedule.
13.0 REAL ESTATE

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

Activity This Month

Table 13-1 below provides a brief summary of the Real Estate acquisition overview for the project.

- The RE team continues negotiations on offers pending, including working through relocation of two commercial businesses.
- The first parcel in Segment 2 closed escrow.
- Four other property owners in Segment 2 signed and accepted offers presented to them.
- The agency continues to negotiate the Cooperative Agreement for eminent domain authority with the City & County of San Francisco. The target for completion is early 2017.
- The PCEP team with UPRR developed a process for acquiring the two parcels necessary for the Project.
- Three appraisals were updated.

Activity Next Month

- Negotiations for all outstanding offers will continue.
- The PCEP team issued work directives to appraise and acquire parcels in Segments 1 and 3 and appraisals commenced.
- It is anticipated that properties will close escrow for grantors who have accepted the offers.
Table 13-1 Real Estate Acquisition Overview

<table>
<thead>
<tr>
<th>Segment</th>
<th>No. of Parcels Needed</th>
<th>No. of Appraisals Completed</th>
<th>Offers Presented</th>
<th>Offers Accepted</th>
<th>Acquisition Status</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Escrow Closed</td>
</tr>
<tr>
<td>Segment 1</td>
<td>8</td>
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<tr>
<td>Segment 2</td>
<td>27</td>
<td>24</td>
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<tr>
<td>Segment 3</td>
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<tr>
<td>Segment 4</td>
<td>10</td>
<td>10</td>
<td>9</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Total</td>
<td>56</td>
<td>34</td>
<td>30</td>
<td>5</td>
<td>1</td>
</tr>
</tbody>
</table>

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

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

Table 14-1 Third-Party Agreement Status

<table>
<thead>
<tr>
<th>Type</th>
<th>Agreement</th>
<th>Third-Party</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Governmental Jurisdictions</td>
<td>Construction &amp; Maintenance(^1)</td>
<td>City and County of San Francisco</td>
<td>In Process</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of Brisbane</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of South San Francisco</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of San Bruno</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of Millbrae</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of Burlingame</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of San Mateo</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of Belmont</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of San Carlos</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of Redwood City</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of Atherton</td>
<td>In Process</td>
</tr>
<tr>
<td></td>
<td></td>
<td>County of San Mateo</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of Menlo Park</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of Palo Alto</td>
<td>In Process</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of Mountain View</td>
<td>Executed</td>
</tr>
<tr>
<td></td>
<td></td>
<td>City of Sunnyvale</td>
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</tr>
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<td>Trackage Rights</td>
<td>Union Pacific Railroad (UPRR)</td>
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Notes regarding table above:

1. Agreements memorialize the parties’ consultation and cooperation, designate respective rights and obligations and ensure cooperation between the JPB and the cities and counties in connection with the design and construction of the PCEP. A comprehensive agreement is planned for each of the 17 cities and three counties along the Caltrain ROW and within the PCEP limits.

2. Approved by City Council, or Board of Supervisors, and awaiting signature for execution.

3. The Master agreement and supplemental agreements 1, 2 and 5 have been executed. Supplemental agreements 3 and 4 are to be negotiated and executed.

4. Utilizing existing agreements.

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15.0 GOVERNMENT AND COMMUNITY AFFAIRS

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

- **Presentations/Meetings**
  - Caltrain Accessibility Advisory Committee
  - City/County Staff Coordinating Group
  - JPB Citizen Advisory Committee
  - JPB Bicycle Advisory Committee
  - SFCTA Citizen Advisory Committee
  - Local Policy Maker Group
  - SMCTA Citizen Advisory Committee

- **Third Party/Stakeholder Actions**
  - Unanimous support by San Mateo County Transportation Authority Board of Directors committing to fund up to $135 million for potential cost over-runs or funding shortfalls, if they arise for the PCEP. If a cost over-run occurs, members of the 9-party and 7-party MOUs would collectively decide how to address the cost over-run so one funding partner was not overly burdened.
  - Unanimous support by San Francisco County Transportation Authority committing to fund up to $50 million for potential cost over-runs or funding shortfalls, if they arise for the PCEP. If a cost over-run occurs, members of the 9-party and 7-party MOUs would collectively decide how to address the cost over-run so one funding partner was not overly burdened.
  - Unanimous support by Metropolitan Transportation Commission committing to fund up to $50 million for potential cost over-runs or funding shortfalls, if they arise for the PCEP. If a cost over-run occurs, members of the 9-party and 7-party MOUs would collectively decide how to address the cost over-run so one funding partner was not overly burdened.
  - Unanimous support by Santa Clara Valley Transportation Authority committing to fund up to $65 million for potential cost over-runs or funding shortfalls, if they arise for the PCEP. If a cost over-run occurs, members of the 9-party and 7-party MOUs would collectively decide how to address the cost over-run so one funding partner was not overly burdened.

- **Stakeholder Meetings**
  - San Mateo County Economic Development Association (SAMCEDA)
  - Caltrain Commuter Coalition
16.0 DBE PARTICIPATION AND LABOR STATISTICS

Disadvantaged Business Enterprise (DBE) and labor statistics will be reported after construction has commenced.
17.0 PROCUREMENT

Contract Activity

- Issued Amendment No. 3 to exercise the first 2-year option terms for the CalMod Program Management Support Services contract for URS (AECOM).
- Issued Amendment No. 2 to exercise both option year terms for the CalMod Systems Safety Specialist Support Services contract for B&G Transportation Group.

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

- No IFB/RFQ/RFP’s were issued for January.

IFB/RFQ/RFP Received this Month:

- No IFB/RFQ/RFP’s were received for January.

Contract Awards this Month:

- No Contract Awards were made for January.

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

- Multiple WD & PO’s were issued to support the program needs for January.

Upcoming Invitation for Bid (IFB)/Request for Qualifications (RFQ)/Request for Proposals (RFP):

- RFP - SCADA system to support CalMod. (Issue in February)
- RFP - On-Call Ambassador Support Services. (Issue in February)

Upcoming Contract Awards:

- No upcoming contract awards.
18.0 TIMELINE OF MAJOR PROJECT ACCOMPLISHMENTS

Below is a timeline showing major project accomplishments from 2002 to 2017:

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<th>Date</th>
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<td>Conceptual Design Completed</td>
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<tr>
<td>2008</td>
<td>35% design complete</td>
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<tr>
<td>2009</td>
<td>Final NEPA EA/EIR and Finding of No Significant Impact (FONSI)</td>
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<tr>
<td>2014</td>
<td>Request for Qualifications (RFQ) for Electrification Request for Information for EMU</td>
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<td>2015</td>
<td>JPB Approves Final CEQA Environmental Impact Report (EIR) JPB Approves Issuance of RFP for Electrification JPB Approves Issuance of RFP for EMU Receipt of Electrification of Proposal for Electrification FTA approval of Core Capacity Project Development</td>
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<td>JPB Approves EIR Addendum #1: PS-7 FTA Re-Evaluation of 2009 FONSI Receipt of Electrification BAFOs Receipt of EMU Proposal Application for Entry to Engineering to FTA Completed the EMU Buy America Pre-Award Audit and Certification Negotiations completed with Stadler for EMU Vehicles Negotiations completed with BBI, the apparent best value Electrification firm JPB Approves Contract Award (LNTP) BBI JPB Approves Contract Award (LNTP) Stadler FTA approval of Entry into Engineering for the Core Capacity Program</td>
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<td>2017</td>
<td>FTA finalized the FFGA for $647 million in Core Capacity funding</td>
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Appendix A – Acronyms
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<td>Advanced Information Management</td>
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In January 2017, Caltrain’s average weekday ridership (AWR) decreased 1.3 percent to 55,271 from January 2016 AWR of 56,012. The total number of passengers who rode Caltrain in January 2017 increased 0.1 percent to 1,477,362 from 1,476,202 in January 2016. Staff continues to monitor ticket types sold in an effort to identify potential trends. This month with the exception of eight-ride tickets (up 3.2 percent), all other ticket types sold decreased from January 2016. Staff continues to assess other potential contributing factors to the previous months ridership decline. Farebox revenue increased 6.1 percent from January 2016.

On-time performance (OTP) for January 2017 was 94.4 percent, compared to 93.3 percent OTP for January 2016. Taking into account trains arriving within 10 minutes of the scheduled arrival time, OTP rises to 96.6 percent. In January 2017 there were 254 minutes of delay due to mechanical issues compared to 468 minutes in January 2016.

Looking at customer service statistics, there were 9.1 complaints per 100,000 passengers in January 2017 which increased from 8.7 in January 2016.

Shuttle ridership for January 2017 is down 11.5 percent from January 2016. For the station shuttles, the Millbrae-Broadway shuttle averaged 195 daily riders. The Belmont-Hillsdale shuttle averaged 36 daily riders. The weekend Tamien-San Jose shuttle averaged 43 daily riders. When the Marguerite shuttle was removed, the impact to ridership was a decrease of 19.1 percent.

**Caltrain Promotions – January 2017**

**MLK Train** – Caltrain partnered with the Northern California Dr. Martin Luther King, Jr. Community Foundation (NorCalMLK Foundation) to run a special “Celebration Train” celebrating the life and legacy of Dr. Martin Luther King, Jr. The Celebration Train ran on January 16, 2017 and stopped in San Jose, Palo Alto and San Mateo. Ridership for the 2017 Celebration Train was 955, which represents a 24 percent increase compared to 2016. Caltrain promoted the special service on boosted Facebook, Twitter, press releases/blog, Caltrain’s website and through partnerships with the NorCalMLK.
Foundation and the San Mateo County Martin Luther King, Jr. Day event. For the last two years, a commemorative ticket was printed and distributed to Celebration Train registrars.

**On-going**

**49ers At Levi’s® Stadium** – The 49ers hosted the final game against the Seattle Seahawks on Sunday, January 1, at 1:25 p.m. Total ridership alighting and boarding for the game was 2,941. Total ridership for pre and regular season was 26,781, an average of 2,678 per game. This is a 16 percent decrease compared to the 2015/16 season. Finishing with a 2-14 record likely contributed to the decrease in ridership.

**San Jose Sharks at SAP Center** – There were nine home games played through January 26, 2017. Caltrain carried an additional 2,397 customers for the month of January. Year-to-date, additional ridership boarding at San Jose Diridon is 9,595 which represents an 18 percent increase compared to the same number of games in the 2015/16 season.

**Caltrain Social Media Analytics – January 2017**

In January, Caltrain dedicated most of the month promoting the Proposed Schedule Changes, which helped to drive attendance at public outreach meetings and comment submissions. Caltrain social media began a slow rollout of the Go.Caltrain lifestyle website. Caltrain covered the Celebration Train with live coverage and a follow up video. Caltrain also served many riders headed to the Women’s March in San Francisco, and was the victim of disruptive protests the same weekend where the Social Media Team monitored protest organizers live on Twitter. Ad campaigns for the 49ers, Stanford and the Sharks all concluded in December or early January. Caltrain social media added 3,248 new followers in January, with Twitter and Facebook leading the gains, although Instagram also had record growth with 68 new followers. We also ran several contests this month to keep riders engaged. Customer Service saw an uptick in social media inquiries, from 53 in December, to 65 in January.
Social Media Impression Spikes
January, 2017

Your Tweets earned **1.9M impressions** over this **31 day** period

- **Jan 20**
  - Protesters
  - 383 Incident Delay Mins
  - 542 Daily Delay Mins

Prepared by:
- James Namba, Marketing Specialist  650.508.7924
- Jeremy Lipps, Social Media Officer, Communications  650.622.7845
- Catherine David, Senior Planner  650.508.6471
## Table A

### January 2017

<table>
<thead>
<tr>
<th></th>
<th>FY2016</th>
<th>FY2017</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Ridership</td>
<td>1,476,202</td>
<td>1,477,362</td>
<td>0.1%</td>
</tr>
<tr>
<td>Average Weekday Ridership</td>
<td>56,012</td>
<td>55,271</td>
<td>-1.3%</td>
</tr>
<tr>
<td>Total Farebox Revenue</td>
<td>$6,514,916</td>
<td>$6,911,884</td>
<td>6.1%</td>
</tr>
<tr>
<td>On-time Performance</td>
<td>93.3%</td>
<td>94.4%</td>
<td>1.2%</td>
</tr>
<tr>
<td>Average Caltrain Shuttle Ridership</td>
<td>9,993</td>
<td>8,848</td>
<td>-11.5%</td>
</tr>
</tbody>
</table>

### Year to Date

<table>
<thead>
<tr>
<th></th>
<th>FY2016</th>
<th>FY2017</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Ridership</td>
<td>11,071,661</td>
<td>10,877,503</td>
<td>-1.8%</td>
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<tr>
<td>Average Weekday Ridership</td>
<td>59,292</td>
<td>58,525</td>
<td>-1.3%</td>
</tr>
<tr>
<td>Total Farebox Revenue</td>
<td>$50,369,390</td>
<td>$53,259,725</td>
<td>5.7%</td>
</tr>
<tr>
<td>On-time Performance</td>
<td>88.1%</td>
<td>94.0%</td>
<td>6.7%</td>
</tr>
<tr>
<td>Average Caltrain Shuttle Ridership</td>
<td>8,641</td>
<td>9,106</td>
<td>5.4%</td>
</tr>
</tbody>
</table>

## Graph A

Caltrain Average Weekday Ridership

![Graph showing Caltrain Average Weekday Ridership over time from January 2016 to January 2017 with a 13-month average plotted.](attachment:image.png)
Graph B

MONTHLY MECHANICAL DELAYS

Delay Minutes per Month

Graph C

CALTRAIN MONTHLY COMPLAINTS

Complaints per 100,000 Passengers

[Bar chart showing data for different months and years]
AGENDA ITEM # 12
MARCH 2, 2017

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

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

SUBJECT: ANNUAL CAP AND TRADE FUNDING APPLICATION FOR THE PENINSULA CORRIDOR ELECTRIFICATION PROJECT AND ANNUAL CAP AND TRADE AUTHORIZED AGENT FORMS AND CERTIFICATIONS/ASSURANCES

ACTION
Staff Coordinating Council (SCC) recommends the Board:

1. Authorize the Executive Director, or his designee, to apply for and receive from California State Department of Transportation (Caltrans) $502,745 in California Low Carbon Transportation Operations Program (LCTOP) funds for the Peninsula Corridor Electrification Project (PCEP); and

2. Authorize the Executive Director, or his designee, to take such actions as may be necessary to give effect to this resolution, including filing and executing annual cap-and-trade funding applications, certifications and assurances, authorized agent forms, related amendments, and any other documentation required to apply for and receive LCTOP funds.

SIGNIFICANCE
The LCTOP is one of several funding programs that are part of a broad-based State effort to invest Cap and Trade auction proceeds to reduce greenhouse gas emissions as required under California’s climate action law, Assembly Bill (AB) 32. These funds are distributed annually on a formula basis to transit agencies and metropolitan planning organizations, including the Metropolitan Transportation Commission in the Bay Area. Similar to the State Transit Assistance Program, transit agencies receive a portion of the funds directly, based on operating revenues.

Caltrans is the administering agency for the funds and requires eligible funding recipients to submit annual resolutions authorizing agency officer(s) to execute and process the application materials associated with LCTOP funds. Caltrans also requires applicants to specify the projects to receive the LCTOP funds within the resolution.

The Board has previously committed up to $9 million in LCTOP funds to the PCEP and SCC recommends that the subject LCTOP funds be allocated to the project.
**BUDGET IMPACT**
There is no budget impact associated with this action. The LCTOP funds are already included in the overall funding plan for PCEP.

**BACKGROUND**
The LCTOP provides capital funding as well as operational assistance for expanded transit service to reduce greenhouse gas emissions and improve mobility. The LCTOP program is funded annually with 5 percent of the auction proceeds from the State’s Cap and Trade Program.

Prepared by: Peter Skinner, Manager, Grants and Fund Programming   650.622.7818
RESOLUTION NO. 2017 –

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

* * *

AUTHORIZING THE FILING AND EXECUTION OF A FUNDING APPLICATION FOR THE PENINSULA CORRIDOR ELECTRIFICATION PROJECT IN THE AMOUNT OF $502,745

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) is an eligible project sponsor and may receive State funding from the Low Carbon Transit Operations Program (LCTOP) now or sometime in the future for transit projects; and

WHEREAS, the statutes related to State-funded transit projects require a local or regional implementing agency to abide by various regulations; and

WHEREAS, Senate Bill 862 (2014) named the California Department of Transportation (Caltrans) as the administrative agency for the LCTOP; and

WHEREAS, the Department has developed guidelines for the purpose of administering and distributing LCTOP funds to eligible project sponsors, including the JPB; and

WHEREAS, the JPB wishes to use Fiscal Year (FY) 2016-2017 LCTOP funds for the Peninsula Corridor Electrification Project (PCEP), which will electrify the Caltrain commuter rail line, providing improved transit service and reduced greenhouse gas emissions that will benefit disadvantaged communities, as identified by the State of California, in Santa Clara, San Mateo and San Francisco counties; and

WHEREAS, the Staff Coordinating Council recommends that the JPB Board of Directors authorize the Executive Director, or his designee, to:

1. Apply for and receive $502,745 in FY2016-2017 LCTOP funds for the PCEP; and
2. File and execute annual cap-and-trade funding applications, certifications and assurances, authorized agent forms, agreements, related amendments, and any other documents required to apply for and receive LCTOP funding.

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

1. Agrees to comply with all conditions and requirements set forth in the annual certifications and assurances, authorized agent forms, and any applicable statutes, regulations and guidelines for all LCTOP funded transit projects; and

2. Authorizes the Executive Director, or his designee, to apply for and receive from Caltrans $502,745 in FY2016-2017 LCTOP funds for the PCEP; and

3. Authorizes the Executive Director, or his designee, to take such actions as may be necessary to give effect to this resolution, including filing and executing annual cap-and-trade funding applications, certifications and assurances, authorized agent forms, agreements, related amendments, and any other documentation that may be required to apply for and receive LCTOP funds.

Regularly passed and adopted this 2\textsuperscript{nd} day of March, 2017 by the following vote:

AYES:

NOES:

ABSENT:

ATTEST:

Chair, Peninsula Corridor Joint Powers Board

______________________________

JPB Secretary
AGENDA ITEM # 13
MARCH 2, 2017

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

FROM: Kathleen Kelly
Interim Chief Financial Officer
Michelle Bouchard
Chief Operating Officer, Rail

SUBJECT: AWARD OF CONTRACTS TO PROVIDE ON-CALL COMMUNICATION AND SIGNAL SERVICES

ACTION
Staff Coordinating Council recommends the Board:

1. Award two on-call contracts, each for a three-year base term, to provide communication and signal services in the estimated aggregate not-to-exceed amount of $8.5 million to:

   • Armand Consulting, Inc. (ACI) - for communication services
   • Rail Surveyors and Engineers, Inc. (RSE) - for signal services

2. Authorize the Executive Director, or his designee, to execute a contract with each firm listed above in full conformity with the terms and conditions set forth in the solicitation documents and negotiated agreements, and in a form approved by legal counsel.

3. Authorize the Executive Director, or his designee, to exercise up to two one-year option terms with each firm listed above, for an estimated aggregate not-to-exceed total amount of $6 million for both option years, if it is deemed in the best interest of the Peninsula Corridor Joint Powers Board (JPB) to do so.

SIGNIFICANCE
Award of these contracts will benefit the JPB by providing access to dedicated, qualified firms for railroad communication and signal services on an on-call basis in support of ongoing JPB maintenance planning, engineering design, and construction and maintenance oversight activities on Caltrain-related projects.

Award of these contracts will not obligate the JPB to purchase any specific level of service from either firm as Work Directives (WDs) will be issued to assign work on an as-needed, project-by-project basis.
BUDGET IMPACT
WDs issued to each firm will be funded with a mix of Federal, State, regional and/or local revenues and grants from approved current and future capital and/or operating budgets.

BACKGROUND
The JPB has an ongoing need for on-call communication and signal services to provide support for the planning, implementation and execution of various Caltrain-related projects.

On-call communication and signal services are currently provided to the JPB by Stantec/SYSTRA Joint Venture and Xorail, Inc., respectively, under three-year term contracts with up to two additional one-year option terms, with an aggregate shared total of $14 million, including option years. Because these contracts end in May 2017, the JPB issued a Request for Proposals (RFP) on September 19, 2016 to re-procure for these ongoing, as-needed engineering services.

A single RFP for both communication and signal disciplines was issued and advertised in a newspaper of general circulation and on the JPB’s procurement website. Solicitation notices also were sent to Small and Disadvantaged Business Enterprises (SBE/DBE) in the communication and engineering fields. The JPB received a total of 10 proposals (six proposals for communications services and four proposals for signal services). In accordance with State and Federal law governing the procurement of engineering services, proposals for each discipline were evaluated based on qualifications, and not on price, with price being negotiated only with the highest ranked firms.

An Evaluation Committee (Committee) composed of JPB staff reviewed, scored, and ranked the proposals for each discipline, according to the evaluation criteria stated in the RFP, which included the following weighted factors:

- Financial Stability 5 points
- Administration Systems 15 points
- Key Personnel Qualifications and Experience 25 points
- Quality Control Plan 20 points
- Firm or Team Qualifications and Experience 35 points
- Small Business Enterprise Preference 5 points

After the initial scoring and ranking of proposals, four firms for each discipline were found to be in the competitive range and were invited to oral interviews with the JPB. After oral interviews, the Committee reconvened, rescored all proposals and reached a final consensus ranking. The interviewed firms are listed below, by discipline, in their respective rankings:
The Committee determined that ACI and RSE, including their proposed sub-consultants, possess the requisite depth of experience and qualifications required to successfully perform the scope of services defined in the solicitation documents in their respective disciplines.

As certified DBE firms, both ACI and RSE received SBE Preference points. The JPB DBE Officer reviewed the proposals from ACI and RSE and determined that they were in compliance with the JPB's DBE Program.

Staff successfully negotiated contractual terms and conditions, including price, with each of the highest ranked firms and determined the costs to be fair, reasonable and consistent with prices currently paid by the JPB for similar services. Staff therefore recommends award of contracts to ACI and RSE to provide on-call communication and signal services, respectively.

Contract Officer: Alice Cho 650.508.7908
Project Manager: Joe Conn, Manager, Engineering Rail Communications 650.508.7710
RESOLUTION NO. 2017 –

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

* * *

AWARDING CONTRACTS TO ARMAND CONSULTING, INC. FOR ON-CALL COMMUNICATION SERVICES AND TO RAIL SURVEYORS AND ENGINEERS, INC. FOR ON-CALL SIGNAL SERVICES FOR AN ESTIMATED AGGREGATE NOT-TO-EXCEED TOTAL AMOUNT OF $8.5 MILLION FOR A THREE-YEAR TERM

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) issued a Request for Proposals (RFP) for one or more consultants to provide on-call communication and signal services for a three-year term; and

WHEREAS, in response to the RFP, the JPB received a total of ten proposals, consisting of six proposals for on-call communication services and four proposals for on-call signal services; and

WHEREAS, the RFP included the JPB’s Small Business Enterprise (SBE) program, for which five firms for on-call communication services and two firms for on-call signal services applied for the SBE preference; and

WHEREAS, an Evaluation Committee (Committee) composed of JPB staff reviewed and evaluated the firms’ proposals and scored and ranked the proposals separately in the disciplines of communication services and signal services according to the evaluation criteria set forth in the RFP, and held oral interviews with four firms from each discipline that were found to be in the competitive range; and

WHEREAS, following the oral interviews, the Committee rescored the proposals and determined that Armand Consulting, Inc. of San Francisco, California (ACI) received the highest consensus ranking for on-call communication services and Rail...
Surveyors and Engineers, Inc. of Belmont, California (RSE) received the highest consensus ranking for on-call signal services; and

WHEREAS, the Committee further determined that ACI and RSE each possess the necessary qualifications and requisite experience in their respective disciplines to successfully provide on-call communication and signal services to the JPB, and will perform such services at fair and reasonable prices; and

WHEREAS, the Disadvantaged Business Enterprise officer reviewed ACI’s and RSE’s proposals and determined both firms meet the requirements of the JPB’s SBE Program; and

WHEREAS, staff and legal counsel reviewed ACI’s and RSE’s proposals and determined the proposals comply with the requirements of the solicitation documents; and

WHEREAS, Staff Coordinating Council recommends that the Board of Directors award a contract to ACI for on-call communication services and a contract to RSE for on-call signal services for an estimated, aggregate not-to-exceed shared total amount of $8.5 million; and both for a three-year base term, with up to two additional, one-year option terms for an estimated aggregate not-to-exceed total amount of $6 million for both years, to be shared between the two firms, and to be exercised at the sole discretion of the JPB if it is deemed in the best interest of the JPB to do so.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby awards a contract for on-call communication services to Armand Consulting Inc. of San Francisco, California and a contract for on-call signal services to Rail Surveyors and Engineers, Inc. of Belmont, California, both for a three-year base term, for an estimated, aggregate not-to-exceed total amount of
$8.5 million, which amount is to be shared between the two firms; and

BE IT FURTHER RESOLVED the Executive Director, or his designee, is authorized to execute contracts on behalf of the JPB with ACI for on-call communication services and with RSE for on-call signal services, in full conformity with all the terms and conditions of the RFP and negotiated agreements and in a form approved by legal counsel; and

BE IT FURTHER RESOLVED the Executive Director, or his designee, is authorized to exercise up to two additional, one-year option terms to the contracts with ACI and RSE for an estimated aggregate not-to-exceed shared total amount of $6 million for both option terms, if it is deemed in the best interest of the JPB to do so.

Regularly passed and adopted this 2\textsuperscript{nd} day of March, 2017 by the following vote:

AYES:

NOES:

ABSENT:

______________________________
Chair, Peninsula Corridor Joint Powers Board

ATTEST:

______________________________
JPB Secretary
ACTION
Staff Coordinating Council recommends the Board approve an increase of $719,000 in the Executive Director’s change order authority for the San Mateo Bridges Replacement Project (Project) contract with ProVen Management, Inc. (PMI).

SIGNIFICANCE
The scope of the Project is to improve public safety by replacing four existing railroad bridges in San Mateo and raising the railroad tracks between the bridges.

BUDGET IMPACT
The current budget authority for the Project is sufficient to accommodate this request and the funds are available to pay for this change.

BACKGROUND
Per Board Resolution No. 2014-42, the original award amount for the contract was $22,958,777. The change order authority of the Executive Director for the Project was 10 percent of the total contract amount, or $2,295,878. Board Resolution No. 2016-05 increased the Executive Director’s change order authority by $2,751,110. The procurement policy grants the Executive Director an additional contingency of 10 percent for a total change order authority of $5,322,099.

A total of $5,090,322 in change orders has been executed to date. The value of outstanding change orders to close out the contract is approximately $950,000.

The total amount forecasted for outstanding change orders on the Project exceeds the Executive Director’s contract authority primarily due to three factors:

1. Additional ballast required to raise the track between the bridges;
2. Mitigation measures required to reduce the amount of grout needed to stabilize the track after it was raised; and
3. Additional costs for work required to open streets to traffic due to weather impacts.

An increase of $719,000 in the Executive Director’s change order authority will enable execution of the outstanding change orders and final Project close out.

Sr. Contract Officer: Patrick May 650.508.7732
Project Manager: Rafael Bolon 650.508.7805
RESOLUTION NO. 2017 –
BOARD OF DIRECTORS, PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA

*   *   *

INCREASE EXECUTIVE DIRECTOR’S CHANGE ORDER AUTHORITY BY $719,000 FOR THE
SAN MATEO BRIDGES REPLACEMENT PROJECT CONTRACT

WHEREAS, on August 7, 2014, pursuant to Resolution No. 2014-42, the Peninsula Corridor Joint Powers Board (JPB) awarded a contract to ProVen Management, Inc. (Contract) to perform construction for the San Mateo Bridges Replacement Project (Project), in an amount not to exceed $22,958,777; and

WHEREAS, the Executive Director’s original Contract change order authority was established at 10 percent of the total Contract amount, or $2,295,878; and

WHEREAS, pursuant to Resolution No. 2016-05, the Board of Directors increased the Executive Director’s Contract change order authority by $2,751,110 and, the JPB’s procurement policy grants the Executive Director an additional contingency of 10 percent for a total of $5,322,099; and

WHEREAS, a total of $5,090,322 in change orders have been executed to date, and the value of all known outstanding change orders to close out the Contract is approximately $950,000; and

WHEREAS, the combined total of executed and additional change orders will exceed the Executive Director’s Contract change order authority; and

WHEREAS, the Staff Coordinating Counsel recommends the Executive Director's Contract change order authority be increased in an amount not to exceed $719,000 which will permit execution of essential change orders and bring the Project to its completion.
NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby authorizes an increase in the Executive Director’s Contract change order authority in an amount not to exceed $719,000 for the San Mateo Bridges Replacement Project.

Regularly passed and adopted this 2nd day of March, 2017 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: Jim Hartnett
Executive Director

FROM: Michelle Bouchard
Chief Operating Officer, Rail

SUBJECT: CALTRAIN SHORT RANGE TRANSIT PLAN – DRAFT ELEMENTS

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

SIGNIFICANCE
The Metropolitan Transportation Commission (MTC) requires San Francisco Bay Area transit districts periodically to prepare and submit Short Range Transit Plans (SRTP) describing their systems and policies and identifying 10-year operating and capital plans. Caltrain’s most recent SRTP was adopted in 2015 and covers fiscal years 2015-2024.

Throughout 2016, Caltrain staff has worked to develop an updated SRTP covering fiscal years 2017-2026. The development of the updated SRTP has been conducted in accordance with MTC’s published guidelines and has been coordinated with financial capacity work undertaken as part of Caltrain’s participation in the Federal Transit Administration’s (FTA) Core Capacity Grant Program.

At its December 2016 meeting the Board directed staff that this SRTP be financially constrained to ensure consistency with financial plan documents submitted to FTA and to demonstrate Caltrain’s commitment to maintaining its assets in a State of Good Repair.

At the March meeting staff will present an overview of key elements in Caltrain’s forthcoming SRTP including highlights of the proposed FY2017-2026 operating and capital improvement plans.

Following the March Board meeting, staff will complete and submit a draft SRTP document to MTC for review and confirmation of conformance with MTC’s guidelines. This draft will also be provided to the Board and will be posted on Caltrain’s website. Based on the timing and outcome of MTC’s review, staff anticipates returning to the Board in the spring of 2017 with a final draft SRTP and to ask the Board to consider adoption at that time.
BUDGET IMPACT
There is no impact on the budget.

BACKGROUND
Prior to 2010, MTC required Bay Area transit operators to prepare full SRTPs every four years and shorter, “mini” SRTPs annually. Caltrain last completed a “full” SRTP in 2008 and completed a “mini” SRTP in 2009. In 2010, MTC initiated the Transit Sustainability Project (TSP) and temporarily suspended the requirement that operators produce SRTPs. In the fall of 2013, following completion of the TSP, MTC renewed its requirement that the largest seven transit agencies in the Bay Area (Alameda Contra-Costa Transit, Bay Area Rapid Transit, Caltrain, Golden Gate Transit, San Francisco Municipal Transportation Authority, SamTrans, and Santa Clara Valley Transportation Authority) complete and submit SRTPs. The Board adopted Caltrain’s current SRTP in 2015 and staff began work on an update to the SRTP in 2016.

The Caltrain SRTP serves as a midterm planning document that is used by MTC to inform the development of the Regional Transportation Plan (RTP) and Transportation Improvement Plan (TIP), which fulfills key regulatory requirements of the FTA. In addition to fulfilling a regional planning function, the SRTP provides Caltrain with a venue to concisely describe its existing system and policies as well as its future operating and capital plans for the next 10 years.

Prepared by: Sebastian Petty, Senior Policy Advisor 650.622.7831
TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

FROM: Mark Simon
Chief of Staff

SUBJECT: CALTRAIN BUSINESS PLAN

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

SIGNIFICANCE
At the March Board meeting, Peninsula Corridor Joint Powers Board (JPB) staff will make an informational presentation to seek feedback on the proposed work program for the development of a Caltrain Business Plan.

The Caltrain Business Plan will be an implementing document for the Caltrain Strategic Plan (2014) that also builds upon the 10-year, fiscally constrained capital and operating plans included in the forthcoming Caltrain Short Range Transit Plan (SRTP). When completed, the Business Plan will:

• Provide a framework for addressing the expanding demands for traffic congestion relief in the region and begin to define the potential role for Caltrain in addressing that significant issue
• Develop a framework for addressing JPB’s ongoing and unsustainable operating and capital funding, including a range of near-term and long-term options for further consideration
• Outline the potential range of improved Caltrain services that are enabled by the system’s electrification and articulate the benefits and costs associated with each
• Identify supplemental capital projects needed to fully modernize the railroad and realize the full benefit of the public’s investment in electrification
• Develop cost, revenue and funding targets that support improved Caltrain services and ensure the agency’s ongoing financial stability
• Define opportunities for the long-term expansion of the Caltrain system and develop a consistent business framework for ongoing coordination with regional and State projects
• Develop a long-range, unconstrained vision for Caltrain and define the capital and operating needs necessary to achieve that vision
Critically, the Business Plan will also form the basis for the JPB’s participation in potential local, regional and state funding initiatives contemplated in the 2018 timeframe.

**BUDGET IMPACT**
There is no impact on the budget.

**BACKGROUND**
The Board adopted Caltrain’s Strategic Plan in 2014, setting a vision for the agency to provide a safe, reliable, sustainable modern rail system that meets the growing mobility needs of the San Francisco Bay Area region. Within this broad vision, the plan elaborates a range of focus areas, goals and objectives that provide guidance around critical policy and business choices.

Since the plan’s adoption, the JPB has significantly advanced its Modernization Program. The agency has environmentally cleared the Peninsula Corridor Electrification Project (PCEP) at both the State and Federal levels and has issued limited notice to proceed contracts for the construction of both the electrified infrastructure and electric multiple unit trains. During this time the agency has also adopted a SRTP providing a baseline, 10-year projection of one way that Caltrain’s service and capital plans could evolve in the context of an electrified system.

As the PCEP moves into construction, the JPB has the opportunity to refocus its business model and ensure that it is taking full advantage of the public’s investment in an electrified system. This means evaluating a range of options for improving and expanding rail services and better understanding their benefits and costs to Caltrain’s customers and the region. The JPB also needs to identify additional capital investments that may be needed to supplement and complement electrification to truly enhance and modernize the entire railroad.

Planning for Caltrain’s business success also means achieving financial stability by aligning the railroad’s costs and service delivery with available revenue streams. Lacking a dedicated funding source beyond fare box revenues, Caltrain has struggled with its annual budgets. The lack of a dedicated funding source has the potential to undermine Caltrain’s ability to maintain the system and sustain levels of service that meet the needs of the region. Caltrain’s Business Plan will seek to identify new revenue streams and funding sources and will establish framework for controlling costs and ensuring long term financial stability for the railroad and its funding partners.

Prepared by: Sebastian Petty, Senior Policy Advisor 650.622.7831
TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

FROM: Michelle Bouchard
Chief Operating Officer, Rail

SUBJECT: CAPITAL PROJECTS QUARTERLY STATUS REPORT – 2nd QUARTER FISCAL YEAR 2017

ACTION
The Capital Projects Quarterly Status Report is submitted to the Board for information only.

SIGNIFICANCE
The Capital Projects Quarterly Status Report is submitted to keep the Board advised as to the scope, budget and progress of current ongoing capital projects.

BUDGET IMPACT
There is no impact on the budget.

BACKGROUND
Staff prepares the Capital Projects Quarterly Status Report for the Board on a quarterly basis. The report is a summary of the scope, budget and progress of capital projects. It is being presented to the Board for informational purposes and is intended to better inform the Board of the capital project status.

Prepared by: Gordon Hail, Senior Project Controls Engineer 650.508.7795
TO: Joint Powers Board

THROUGH: Jim Hartnett
General Manager/CEO

FROM: Seamus Murphy
Chief Communications Officer

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 in accordance with the approved Legislative Program.

STATE ISSUES
AS OF 2/16/17:

The deadline to introduce legislation for consideration in the first half of the 2017-2018 Legislative Session was February 17. Staff is monitoring several bills that have been introduced including:

**Senate Bill (SB) 1 Beall - SUPPORT**
On February 14, 2017, SB 1 was passed in the Transportation and Housing Committee (eight to three) and re-referred to the Committee on Environmental Quality. SB 1 would raise an estimated $6 billion annually through a variety of sources including a fuel excise tax and increased vehicle license fees. Of the $6 billion, the bill would provide for an estimated $563 million for public transportation capital and operations funding and $150 million for active transportation funding. This bill includes additional California State Department of Transportation (Caltrans) oversight and would establish the California Transportation Commission (CTC) as an independent agency. While the overall proposal is good, staff will continue to advocate for additional resources, above $40 million for the proposed commuter and intercity funding stream and include the governor’s proposal to restore cuts made to the 2016 State Transportation Improvement Program.

**Assembly Bill (AB) 1 Frazier - SUPPORT**
Similar to SB 1, AB 1 would raise an estimated $6 billion annually through gas excise taxes, increased vehicle license fees and other sources. The bill would provide $563 million for transit capital and operations as well as $80 million annually for active
transportation. This bill includes additional Caltrans oversight and would establish the CTC as an independent agency. While the overall proposal is good, staff will continue to advocate for a well-funded commuter and intercity funding stream, similar to what is in SB 1.

AB 496 Fong - WATCH
AB 496 would raise an estimated $7 billion annually for transportation through sales and use taxes from vehicle sales, redirecting use of truck weight fees, Caltrans efficiencies and other sources. The bill would provide $520 million for transit capital and operations as well as $100 million annually for active transportation. Will require audits for major transportation projects. This bill includes additional Caltrans oversight and would establish the CTC as an independent agency.

Senate Constitutional Amendment (SCA) 6 Wiener – SUPPORT
SCA 6 would lower the threshold for the creation, extension or increase of a special tax for transportation purposes by a local government from two-thirds to 55 percent of voters.

FEDERAL ISSUES
AS OF 2/16/17

Thirteen of President Trump's cabinet members have been confirmed, including Transportation Secretary Elaine Chao. Secretary Chao was confirmed by the United States Senate on January 31, 2017 in a 93-six vote.

House Speaker Paul Ryan has stated that an infrastructure bill would be considered in the spring budget, noting that health care reforms were the current priority for House Republicans. House Transportation Committee Chairman Bill Shuster conveyed a similar message stating that a transportation bill would not be revealed in the next two months.

Prepared by: Brent Tietjen, Government and Community Relations Officer
Casey Fromson, Director, Government and Community Affairs
<table>
<thead>
<tr>
<th>Bill ID/Topic</th>
<th>Location</th>
<th>Summary</th>
<th>Position</th>
</tr>
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<tbody>
<tr>
<td>AB 1 Frazier D</td>
<td>A. TRANS. 1/19/2017-Referred to Coms. on TRANS. and NAT. RES.</td>
<td>Would create the Road Maintenance and Rehabilitation Program to address deferred maintenance on the state highway system and the local street and road system.</td>
<td>Support</td>
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<tr>
<td>AB 17 Holden D</td>
<td>A. TRANS. 1/19/2017-Referred to Com. on TRANS.</td>
<td>Would create the Transit Pass Program to be administered by the Department of Transportation.</td>
<td>Pending</td>
</tr>
<tr>
<td>AB 467 Mullin D</td>
<td>A. PRINT 2/13/2017-Read first time. To print.</td>
<td>Would create the Traffic Relief and Road Improvement Program to address traffic congestion and deferred maintenance on the state highway system and the local street and road system.</td>
<td>Pending</td>
</tr>
<tr>
<td>SB 1 Beall D</td>
<td>S. T. &amp; H. 2/3/2017-Set for hearing February 14. 2/14/2017 1:30 p.m. - John L. Burton Hearing Room (4203) SENATE TRANSPORTATION AND HOUSING, BEALL, Chair</td>
<td>Would create the Road Maintenance and Rehabilitation Program to address deferred maintenance on the state highway system and the local street and road system.</td>
<td>Support</td>
</tr>
</tbody>
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**Last Amended on 1/26/2017**
TO: Joint Powers Board

THROUGH: Jim Hartnett
Executive Director

FROM: Joan Cassman
General Counsel

SUBJECT: CONSIDER DELEGATION OF AUTHORITY TO THE EXECUTIVE DIRECTOR TO ENTER INTO AGREEMENTS WITHIN THE PROJECT BUDGET TO CONTINUE WORK TO COMPLETE THE COMMUNICATIONS-BASED OVERLAY SIGNAL SYSTEM PROJECT

The staff report and resolution will be provided under separate cover prior to the March 2 Board meeting.