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EXECUTIVE DIRECTOR

AGENDA

Peninsula Corridor Joint Powers Board Technology, Operations, Planning, and Safety (TOPS) Committee Meeting

August 27, 2025, 1:30 pm

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

Committee Members: Rico E. Medina (Chair), Pat Burt (Vice Chair), Shamann Walton

Members of the public may participate remotely via Zoom at <https://us06web.zoom.us/j/81186731470?pwd=OUE3b0ZiY3ZoYzRCN280UG5GbI9WZz09> or by entering Webinar ID: **811 8673 1470**, Passcode: **274739**, in the Zoom app for audio/visual capability or by calling 1-669-219-2599 (enter webinar ID and press # when prompted for participant ID) for audio only. The video live stream will be available after the meeting at <https://www.caltrain.com/video-board-directors>.

Members of the public also may participate in person at: San Mateo County Transit District, Bacciocco Auditorium - Second Floor, 1250 San Carlos Avenue, San Carlos, CA, or any other noticed location.

Public Comments: Written public comments may be emailed to publiccomment@caltrain.com or mailed to 1250 San Carlos Avenue, San Carlos, CA 94070, and will be compiled and posted weekly along with any TOPS Committee correspondence. Any written public comments received within two hours prior to the start of the meeting will be included in the weekly TOPS Committee correspondence reading file, posted online at: <https://www.caltrain.com/about-caltrain/meetings..>

Verbal public comments will also be accepted during the meeting in person and through Zoom* or the teleconference number listed above. Public comments on individual agenda items are limited to one per person PER AGENDA ITEM. Participants using Zoom over the Internet should use the Raise Hand feature to request to speak. For participants calling in, dial *67 if you do not want your telephone number to appear on the live broadcast. Callers may dial *9 to use the Raise Hand feature for public comment. Each commenter will be recognized to speak, and callers should dial *6 to unmute themselves when recognized to speak.

Each public comment is limited to two minutes. The Committee Chair has the discretion to manage the Public Comment process in a manner that achieves the purpose of public communication and assures the orderly conduct of the meeting.

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

August 27, 2025 - Wednesday

1:30 pm

All items to which [Government Code section 84308](#) applies have been marked with an asterisk.

A double asterisk indicates that one or more Directors of the JPB serve on the governing board of a public agency with which the JPB proposes to contract. Under Government code section 1091(a)((9), this relationship is considered to be a noninterest but it must be disclosed.

1. Call to Order
2. Roll Call
3. Pledge of Allegiance / Safety Briefing
4. Public Comment on Items Not on the Agenda
Comments by each individual speaker shall be limited to two (2) minutes. Items raised that require a response will be deferred for staff to reply.
5. Approval of Meeting Minutes for July 23, 2025 Motion
6. Authorize Executive Director to Execute Lease Agreement with Caltrans for Three Locomotives, Three Cab Cars, and 13 Coach Cars* Motion
7. Authorize Execution of Amendment Number 2 to Contract 23-J-C-040 with Flatiron-Herzog Joint Venture for Construction Manager/General Contractor (CMGC) Support Services and Amendment Number 5 to Contract 23-J-P-041 with Mark Thomas for Designer Services for Broadway Burlingame Grade Separation Project 65 Percent Redesign* Motion
8. Receive Update on Guadalupe River Bridge Project Informational
9. Committee Member Requests
10. Date/Time of Next Regular TOPS Committee Meeting: Wednesday, September 24, 2025 at 1:30 pm.
The meeting will be accessible via Zoom and in person at the San Mateo County Transit District, Bacciocco Auditorium, 2nd Floor, 1250 San Carlos Avenue, San Carlos, CA 94070.
11. Adjourn

Information for the Public

All items appearing on the agenda are subject to action by the Committee. Staff recommendations are subject to change by the Committee. If you have questions on the agenda, please contact the JPB Secretary at 650.551.6108. Agendas are available on the Caltrain website at <https://www.caltrain.com>. Communications to the Board of Directors can be e-mailed to board@caltrain.com.

Free translation is available; Para traducción llama al 1.800.660.4287; 如需翻译 请电1.800.660.4287

Date and Time of Board and Committee Meetings

JPB Board: First Thursday of the month, 9:00 am; JPB Finance Committee: Two Mondays before the Board Meeting, 2:30 pm; JPB Technology, Operations, Planning, and Safety (TOPS) Committee: Two Wednesdays before the Board meeting, 1:30 pm. JPB Advocacy and Major Projects (AMP) Committee: Two Wednesdays before the Board meeting, 3:30 pm. The date, time, and location of meetings may be changed as necessary. Meeting schedules for the Board and Committees are available on the website.

Location of Meeting

Members of the Public may attend this meeting in person or remotely via Zoom. Should Zoom not be operational, please check online at <https://www.caltrain.com/about-caltrain/meetings> for any updates or further instruction.

Public Comment

Members of the public are encouraged to participate remotely or in person. Public comments may be submitted by comment card in person and given to the JPB Secretary. Written public comments may be emailed to publiccomment@caltrain.com or mailed to 1250 San Carlos Avenue, San Carlos, CA 94070, and will be compiled and posted weekly along with any TOPS Committee correspondence. Any written public comments received within two hours prior to the start of the meeting will be included in the weekly TOPS Committee correspondence reading file, posted online at: <https://www.caltrain.com/about-caltrain/meetings>.

Oral public comments will also be accepted during the meeting in person or through Zoom or the teleconference number listed above. Public comments on individual agenda items are limited to one per person PER AGENDA ITEM. Each commenter will be automatically notified when they are unmuted to speak for two minutes or less. The Committee Chair shall have the discretion to manage the Public Comment process in a manner that achieves the purpose of public communication and assures the orderly conduct of the meeting.

Accessible Public Meetings/Translation

Upon request, the JPB will provide 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 and provide comments at/related to public meetings. Please submit a request, including your name, phone number and/or email address, and a description of the modification, accommodation, auxiliary aid, service or alternative format requested at least 72 hours in advance of the meeting or hearing. Please direct requests for disability-related modification and/or interpreter services to the Title VI Administrator at San Mateo County Transit District, 1250 San Carlos Avenue, San Carlos, CA 94070-1306; or email titlevi@samtrans.com; or request by phone at 650-622-7864 or TTY 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 is 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.

**Peninsula Corridor Joint Powers Board
Technology, Operations, Planning, and Safety (TOPS) Committee**

1250 San Carlos Avenue, San Carlos, CA 94070

DRAFT Minutes of July 23, 2025

Members Present: Shamann Walton, Pat Burt (Vice Chair), Rico E. Medina (Chair)

Staff Present: M. Bouchard, S. Bullock, T. Burgwyn, J. Harrison, L. Lumina-Hsu,
M. Meader, A. Metz, M. Tseng

1. Call to Order

Chair Medina called the meeting to order at 1:30 pm.

2. Roll Call

Margaret Tseng, JPB Secretary, called the roll and confirmed a quorum was present.

3. Pledge of Allegiance / Safety Briefing

Chair Medina led the Pledge of Allegiance and Ms. Tseng delivered the safety briefing.

4. Public Comment on Items not on the Agenda

Roland commented on the listing of on-call contracts in the supplemental reading file.

5. Approval of Meeting Minutes for May 28, 2025

Motion/Second: Burt/Walton

Ayes: Burt, Walton, Medina

Noes: None

6. Authorize Executive Director to Execute Two Memoranda of Understanding with San Mateo County Transportation Authority (TA) and City of Burlingame for Broadway Burlingame Grade Separation**

Sherry Bullock, Interim Chief, Design and Construction, and James Harrison, General Counsel, provided the presentation that included the following:

- Increased construction costs for original 65 percent design; project to total \$15.3 million
- Funding contribution: 25 percent Caltrain, 25 percent City of Burlingame, and 50 percent San Mateo County Transportation Authority (TA)
- Property acquisition from TA

The Committee members had a robust discussion and staff provided further clarification in response to the Committee comments and questions, which included the following:

- Funding sources clarification asking TA to allocate funds for Caltrain's acquisition
- Routine or annual construction cost updates based on inflation or local cost index
- Communication and collaboration with counties and cities located along corridor on construction costs and methodology of projects

- Corridor crossing strategies and significant cost-factors communications with partner government agencies

Motion/Second: Burt/Walton

Ayes: Burt, Walton, Medina

Noes: None

Public Comment

Roland commented on minimizing design costs.

Adrian Brandt commented on the project's location, the RailSentry system, and construction techniques used abroad.

7. Receive Update Regarding Guadalupe River Bridge Project

Ms. Bullock provided the presentation that included the following:

- Development of hazardous materials management plan
- No incidents for the month of June
- Project risks and mitigations: different site conditions, bird nesting, different or additional permit requirements, unpredictable water or weather conditions, alternative pile installation to acceleration schedule

Director Walton left the meeting at 2:07 pm.

The Committee members had a robust discussion and staff provided further clarification in response to the Committee comments and questions, which included the following:

- Birds and bird-nesting; recorded eagle and raptor sounds deterrents
- Bus bridge ridership numbers; 100 per weekday; 35-40 per weekend day; checking the seasons such as when school is in session; shuttle frequency
- Capital funds, funding from capital-and-trade dollars

Public Comment

Roland commented on recorded sounds for deterrents and project schedule acceleration.

8. Receive Updates on Caltrain Safety Performance for Quarter Three (Q3) 2025 and Trespasser/Suicide Prevention Safety Plan

Michael Meader, Chief Safety Officer, provided the presentation that included the following:

- 2025 Commuter Rail Safety Gold Award; Safety culture initiatives
- Employee engagements – exceeding last year's numbers
- Vehicle track incursions – measurement change resulting in a decrease in Quarter 2 values

- Trespasser and suicide prevention safety plan
 - Education: regional mental health partnership events; employee training; expanded mental health messaging on trains, stations, website and social media
 - Engineering: new trespasser panels in high-risk areas
 - Enforcement: ticketing, municipal enforcement coverage, increasing transit police
- Evaluation criteria: prioritizing trespasser/suicide areas, risk assessment, cost-effect solutions to implement quickly
- Preliminary cost estimates for enhancements and improvements along corridor and per grade crossing; \$40 million cost to fence 82,000 feet along entire corridor
- Four-quadrant gates considerations: (1) closing the crossing, (2) grade separation, (3) median barriers; evaluate feasibility at gates including motorist and pedestrian behaviors
- 143 trespassers transit police calls for service between April and June 2025

The Committee members had a robust discussion and staff provided further clarification in response to the Committee comments and questions, which included the following:

- Grade crossing separations prioritization
- Cost comparison analysis of grade crossing separations versus packaged corridor-wide construction needs
- Intrusion detection technology and preventative barriers
- Potential project qualification for Santa Clara Valley Transportation Authority (VTA) funding

Public Comment

Roland commented on delineators, international standards for double yellow lines, gates, and grade separations prioritization.

Adrian Brandt commented on four-quadrant gate costs and automated grade crossing enforcement systems.

9. Receive Update on Regional Coordination Efforts: Bay Area Transit Reliability and Accessibility Network Scheduling Framework and Equitable Regional (TRANSFER) Plan

Theodore Burgwyn, Director, Rail Networks and Operation Planning, and Andy Metz, Principal Planner, Alameda-Contra Costa Transit District (AC Transit), provided the presentation that included the following:

- Primary objectives: service change alignment, improve transfer timing, highlight efforts, develop a framework for scheduling alignment
- Schedule changes in August 2025 include Palo Alto Caltrain

The Committee members had a robust discussion and staff provided further clarification in response to the Committee comments and questions, which included the following:

- Palo Alto intermodality station – VTA awarding funding for transit improvement projects
- Station activation timing, user experience at stations, and transferring between transit systems

Public Comment

Adina Levin, Friends of Caltrain and Seamless Bay Area, commented on transit hubs and improved transit user experience.

Roland commented on transfer experience.

10. Committee Member Requests - There were none.

11. Date/Time of Next Regular TOPS Committee Meeting: Wednesday, August 27, 2025, at 1:30 pm.

12. Adjourn - The meeting adjourned at 3:11 pm.

**Peninsula Corridor Joint Powers Board
Staff Report**

To: JPB Technology, Operations, Planning, and Safety (TOPS) Committee

Through: Michelle Bouchard, Executive Director

From: Li Zhang, Chief, Rail Commercial and Business Development

For: September 2025 JPB Board of Directors Meeting

Subject: **Authorize Executive Director to Execute Lease Agreement with Caltrans for Three Locomotives, Three Cab Cars, and 13 Coach Cars**

<input type="checkbox"/> Finance Committee Recommendation	<input type="checkbox"/> Technology, Operations, Planning, and Safety Committee Recommendation	<input type="checkbox"/> Advocacy and Major Projects Committee Recommendation
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Purpose and Recommended Action

Staff recommends that the Board of Directors of the Peninsula Corridor Joint Powers Board (JPB or Caltrain) approves an agreement with the California Department of Transportation (Caltrans) for the lease of three F-40PH-2C locomotives, three Bombardier cab cars, and 13 Bombardier coach cars. The agreement provides for the lease of these vehicles at a monthly rate of \$12,300 per locomotive, \$10,000 per cab car, and \$8,600 per coach car, totaling \$2,144,400 annually.

Discussion

With the launch of electrified service, Caltrain currently has surplus diesel rolling stock. Rather than storing, maintaining, and insuring idle equipment at cost, staff have negotiated a lease agreement with Caltrans that will support the state's intercity and commuter rail operators - Capitol Corridor Joint Powers Authority (CCJPA), Altamont Corridor Express (ACE), and the San Joaquin Joint Powers Authority (SJJPA) - which are experiencing equipment shortages due to increased ridership demand.

This lease supports statewide mobility and rail recovery efforts by supplying urgently needed, service-ready rail vehicles to California's intercity and commuter rail operators. By entering into this agreement, Caltrain will help the State meet pressing public transportation needs while demonstrating effective stewardship of public assets.

Under the terms of the lease, Caltrans and the San Joaquin Regional Rail Commission will assume full responsibility for maintenance, insurance, and storage of the equipment, which will result in additional operating savings to Caltrain, as Caltrain will be relieved of the need to maintain, store and carry liability insurance for the leased equipment.

Caltrain has received Federal Transit Administration (FTA) Section 5337 formula funds used to procure new electric multiple unit (EMU) trainsets to replace the three F-40PH-2C locomotives . Once those EMU vehicles are delivered and placed in revenue service, Caltrain plans to retire the three locomotives from its fleet inventory. The recommended lease allows Caltrain and Caltrans the option to negotiate for a permanent transfer of ownership for those units, subject to state and federal requirements.

The lease agreement is for a term of five (5) years. However, either party may terminate the lease as to all or a portion of the Equipment for any reason with 90 days' written notice. In addition, if Caltrain needs one or more pieces of equipment as a result of damage to its current fleet, partial termination of the lease is allowed upon providing reasonable notice to Caltrans, without being subject to the 90-day notice requirement. This flexible arrangement allows both agencies to adapt to future fleet or operational changes as needed.

Budget Impact

The lease will generate annual revenue of approximately \$2.14 million.

In addition to the lease revenue and operational benefits of freeing storage space, Caltrain will avoid costs associated with maintenance and inspection and insurance for this equipment. Staff estimate \$500,000 annual savings from the following two items:

- Maintenance: \$350,000 per year
- Insurance: \$150,000 per year

The synergistic effect of lease revenue and avoided costs is projected to yield substantial positive impacts on Caltrain's operating budget over the duration of the lease. This agreement directly supports Caltrain's strategic objectives of enhancing financial stability by implementing cost efficiencies and securing non-farebox revenue to mitigate anticipated operational deficits. Furthermore, it will contribute to broader regional mobility initiatives, expanding transportation alternatives for Californians.

Prepared By:	Devon Ryan	Government and Community Affairs Officer	07/14/2025
	Michelle Stewart	Director of Grants and Fund Management	07/14/2025

Resolution No. 2025 –

**Board of Directors, Peninsula Corridor Joint Powers Board
State of California**

*** * ***

**Authorize Executive Director to Execute Lease Agreement with Caltrans for
Three Locomotives, Three Cab Cars, and 13 Coach Cars**

Whereas, with the launch of electrified service, Caltrain currently has surplus diesel rolling stock. Rather than storing, maintaining, and insuring idle equipment at cost, staff have negotiated a lease agreement with the California Department of Transportation (Caltrans) that will support the State’s intercity and commuter rail operators—Capitol Corridor Joint Powers Authority (CCJPA), Altamont Corridor Express (ACE), and the San Joaquin Joint Powers Authority (SJJPA)—which are experiencing equipment shortages due to increased ridership demand; and

Whereas, this lease supports statewide mobility and rail recovery efforts by supplying urgently needed, service-ready rail vehicles to California’s intercity and commuter rail operators. By entering into this agreement, Caltrain will help the State meet pressing public transportation needs while demonstrating effective stewardship of public assets; and

Whereas, under the terms of the lease, Caltrans and the San Joaquin Regional Rail Commission will assume full responsibility for maintenance, insurance, and storage of the equipment, which results in additional operating savings to Caltrain, as Caltrain will be relieved of the need to maintain, store and carry property insurance for the leased equipment; and

Whereas, Caltrain has received Federal Transit Administration (FTA) Section 5337 formula funds used to procure new electric multiple unit (EMU) trainsets to replace the three F-40PH-2C locomotives . Once those EMU vehicles are delivered and placed in revenue service,

Caltrain plans to retire the three locomotives from its fleet inventory. The recommended lease allows Caltrain and Caltrans the option to negotiate for a permanent transfer of ownership for those units, subject to state and federal requirements; and

Whereas, the lease agreement is for a term of five (5) years. However, either party may terminate the lease to all or a portion of the equipment for any reason with 90 days' written notice. In addition, if Caltrain needs one or more pieces of equipment as a result of damage to its current fleet, partial termination of the lease is permissible upon providing reasonable notice to Caltrans and is not subject to the 90-day notice requirement. This flexible arrangement allows both agencies to adapt to future fleet or operational changes as needed; and

Whereas, the lease will generate annual revenue of approximately \$2.14 million; and

Whereas, in addition to the lease revenue and operational benefits of freeing storage space, Caltrain will avoid costs associated with maintenance, inspection and insurance for this equipment. Staff estimate \$500,000 annual savings—\$350,000 per year in maintenance and inspection savings and \$150,000 per year in insurance savings; and

Whereas, the synergistic effect of lease revenue and avoided costs is projected to yield substantial positive impacts on Caltrain's operating budget over the duration of the lease. This agreement directly supports Caltrain's strategic objectives of enhancing financial stability by implementing cost efficiencies and securing non-farebox revenue to mitigate anticipated operational deficits. Furthermore, it will contribute to broader regional mobility initiatives, expanding transportation alternatives for Californians; and

Whereas, staff recommends that the Board approve the agreement with Caltrans for the lease of three F-40PH-2C locomotives, three Bombardier cab cars, and 13 Bombardier coach cars. The agreement provides for the lease of these vehicles at an annual rate of \$147,600 per locomotive, \$120,000 per cab car, and \$103,200 per coach car.

Now, Therefore, Be It Resolved that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby approves the agreement with Caltrans for the lease of three F-40PH-2C locomotives, three Bombardier cab cars, and 13 Bombardier coach cars; and

Be it Further Resolved that the Executive Director, or designee, is authorized to execute a lease agreement with Caltrans in a form approved by legal counsel, and to take all necessary actions to implement the agreement.

Regularly passed and adopted this 4th day of September, 2025, by the following vote:

Ayes:

Noes:

Absent:

Chair, Peninsula Corridor Joint Powers Board

Attest:

JPB Secretary

**Peninsula Corridor Joint Powers Board
Staff Report**

To: JPB Technology, Operations, Planning, and Safety (TOPS) Committee

Through: Michelle Bouchard, Executive Director

From: Sherry Bullock, Interim Chief, Rail Design and Construction, and CalMod Program Director

For: September 2025 JPB Board of Directors Meeting

Subject: **Authorize Execution of Amendment Number 2 to Contract 23-J-C-040 with Flatiron-Herzog Joint Venture for Construction Manager/General Contractor (CMGC) Support Services and Amendment Number 5 to Contract 23-J-P-041 with Mark Thomas for Designer Services for Broadway Burlingame Grade Separation Project 65 Percent Redesign**

<input type="checkbox"/> Finance Committee Recommendation	<input type="checkbox"/> Technology, Operations, Planning, and Safety Committee Recommendation	<input type="checkbox"/> Advocacy and Major Projects Committee Recommendation
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Purpose and Recommended Action

Staff recommends that the Board of Directors (Board) of the Peninsula Corridor Joint Powers Board (JPB):

1. Authorize Amendment Number 2 to the Construction Manager/General Contractor (CMGC) Support Services Contract with Flatiron-Herzog Joint Venture (FHJV) to increase the contract budget by the not-to-exceed amount of \$2,782,279.33, from \$2,500,000 to \$5,282,279.33, with 10 percent contingency, for the Broadway Burlingame Grade Separation Project (Project).
2. Authorize Amendment Number 5 to Designer Services Contract with Mark Thomas to increase the contract budget by the not-to-exceed amount of \$7,178,492, from \$16,751,815 to \$23,930,307, with 10 percent contingency, for the Project.
3. Authorize the Executive Director, or designee, to execute both contract amendments in a form approved by legal counsel

Discussion

On August 7, 2025, the JPB Board formally approved Caltrain's contribution of \$3.83 million towards the agreed upon \$15.3 million 65 percent redesign and right-of-way (ROW) support budget for the Project. Additionally, the Board approved the execution of separate Memoranda of Understanding (MOU) with the San Mateo County Transportation Authority (TA) and the City of Burlingame to define the parties' roles and responsibilities for the redesign effort. The goal

of the redesign is to reduce complexity, minimize long-lead risks, and improve the Project's readiness for external funding.

Total cost of the 65 percent redesign and ROW support effort is \$15.3 million; the following table depicts the cost breakdown by elements:

65% Re-Design and ROW Support	Budget (US\$ millions)
Design	\$7.2
CMGC	\$2.8
ROW Support Activities	\$2.0
Caltrain Staff and ICAP	\$1.8
Contingency (10%)	\$1.4
Total	\$15.3

To proceed with and finalize the redesign, it is necessary to execute the corresponding amendments with the CMGC contractor, FHJV, and the Designer contractor, Mark Thomas.

Budget Impact

The contract capacity increases of \$2,782,279.33 for the CMGC Support Services Contract and \$7,178,492 for the Designer Contract are included in the JPB-approved 65 percent re-design budget of \$15.3 million.

Prepared By: Roland Mouawad

Senior Project Manager

08/07/2025

Resolution No. 2025-

**Board of Directors, Peninsula Corridor Joint Powers Board
State of California**

* * *

**Authorize Execution of Amendment Number 2 to Contract 23-J-C-040 with
Flatiron-Herzog Joint Venture for Construction Manager/General Contractor
(CMGC) Support Services and Amendment Number 5 to Contract 23-J-P-041
with Mark Thomas for Designer Services for Broadway Burlingame Grade
Separation Project 65 Percent Redesign**

Whereas, the Broadway at-grade rail crossing in Burlingame is currently the top-ranked crossing for grade separation on the California Public Utilities Commission's (CPUC) Grade Separation Priority List; and

Whereas, on August 7, 2025, the Board of Directors (Board) of the Peninsula Corridor Joint Powers Board (JPB) formally approved the redesign effort for the Broadway Burlingame Grade Separation Project (Project); and

Whereas, on August 7, 2025, the Board approved an amendment to the JPB's agreement with the San Mateo County Transportation Authority (SMCTA) and the City of Burlingame to formalize each party's roles and financial responsibilities as the Project is redesigned to the 65 percent design milestone, including approval of Caltrain's contribution of \$3.83 million towards the agreed upon \$15.3 million for the redesign and right-of-way (ROW) support budget for the Project; and

Whereas, to proceed with and finalize the redesign, it is necessary to execute corresponding amendments with the Project's CMGC contractor, Flatiron-Herzog Joint Venture (FHJV), and Designer contractor, Mark Thomas; and

Whereas, specifically, staff recommend an amendment to the CMGC contract with FHJV to increase the Broadway Burlingame Grade Separation Project contract budget by a not-to-exceed amount of \$2,782,279.33, from \$2,500,000 to \$5,282,279.33, including a 10 percent contingency; and

Whereas, staff also recommend an amendment to the Designer Services Contract with Mark Thomas to increase the Broadway Burlingame Grade Separation Project contract budget by the not-to-exceed amount of \$7,178,492, from \$16,751,815 to \$23,930,307, with 10 percent contingency; and

Whereas, the contract capacity increases of \$2,782,279.33 for the CMGC Support Services Contract and \$7,178,492 for the Designer Contract are included in the JPB-approved 65 percent re-design budget of \$15.3 million. Therefore, there is no additional budget impact through this proposed action; and

Whereas, staff recommend increasing the Designer Support Services contract capacity to facilitate the redesign effort and implement the August 7, 2025, Board action.

Now, Therefore, Be It Resolved that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby authorizes the Executive Director, or designee, to execute the following amendments in a form approved by General Counsel to Caltrain:

1. Amendment Number 2 to the CMGC Support Services contract, increasing the not-to-exceed contract capacity amount by Two Million Seven Hundred Eighty-Two Thousand Two Hundred Seventy-Nine Dollars and Thirty-Three Cents (\$2,782,279.33), from Two Million Five Hundred Thousand Dollars (\$2,500,000) to Five Million Two Hundred Eighty-Two Thousand Two Hundred Seventy-Nine

Dollars and Thirty-Three Cents (\$5,282,279.33), with a 10 percent contingency, to be expended as needed for authorized tasks for FHJV.

2. Amendment Number 5 to the Designer Support Services contract, increasing the not-to-exceed contract capacity amount by Seven Million One Hundred Seventy-Eight Thousand Four Hundred Ninety-Two Dollars (\$7,178,492), from Sixteen Million, Seven Hundred Fifty-One Thousand, Eight Hundred Fifteen Dollars (\$16,751,815) to Twenty-Three Million, Nine Hundred Thirty Thousand, Three Hundred Seven Dollars (\$23,930,307), with a 10 percent contingency, to be expended as needed for authorized tasks for Mark Thomas; and

Be It Further Resolved that the Board of Directors hereby authorizes the Executive Director, or designee, to take all steps necessary to implement this resolution.

Regularly passed and adopted this 4th day of September, 2025 by the following vote:

Ayes:

Noes:

Absent:

Chair, Peninsula Corridor Joint Powers Board

Attest:

JPB Secretary

**Peninsula Corridor Joint Powers Board
Staff Report**

To: JPB Technology, Operations, Planning, and Safety (TOPS) Committee

Through: Michelle Bouchard, Executive Director

From: Sherry Bullock, Interim Chief, Design and Construction, and CalMod Program Director

For: September 2025 Board of Directors Meeting

Subject: **Receive Update on Guadalupe River Bridge Project**

<input type="checkbox"/> Finance Committee Recommendation	<input type="checkbox"/> Technology, Operations, Planning, and Safety Committee Recommendation	<input type="checkbox"/> Advocacy and Major Projects Committee Recommendation
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Purpose and Recommended Action

This report includes an informational update that requires no action by the Board of Directors (“Board”) of the Peninsula Corridor Joint Powers Board (“JPB” or “Caltrain”).

Staff will provide monthly updates covering Guadalupe River Bridge Project-related activities during the reporting month and a preview of activities anticipated to take place during the current month.

Discussion

Due to unforeseen challenges that have resulted in project delays and increased expense, the Guadalupe River Bridge Replacement Project concluded project reset with a revised budget, schedule, and funding plan. In June of 2025, the JPB approved staff’s request of additional \$107,691,005 to complete the Project, bringing the total cost estimate for the project to \$171,389,598 as the revised project budget. The JPB also authorized bus bridge agreement with Santa Clara Valley Transportation Authority (VTA) in support of bridge Construction.

The Executive Oversight Committee, convened by the Executive Director Bouchard, continues to meet regularly, providing additional project oversight and making recommendations regarding Caltrain’s responses to the resource agencies, including reviewing and proactively implementing improvements to internal processes and controls for current and future projects.

Staff successfully secured all necessary permits in time to resume construction at the start of the dry season on June 15, 2025. Staff are also committed to providing monthly updates to the Technology, Operations, Planning, and Safety (TOPS) Committee through a monthly progress report. This report will ensure full transparency on key aspects of the Project, including project highlights, Hazardous Materials Management Plan (HMMP) work, project cost, schedule,

change orders, issues, and top risks. Each monthly report will be included in the JPB Board agenda packet, making it accessible to all Board members and the public.

See attached July Monthly Progress Report for detailed Monthly Update detail.

Budget Impact

There is no impact on the budget by receiving this report.

Prepared By: Sherry L Bullock Interim Chief, Design and Construction, 08/15/2025
and CalMod Program Director

Guadalupe River Bridge Replacement Project (GRBRP)



Executive Monthly Progress Report

July 31, 2025

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1.0 EXECUTIVE SUMMARY

1.1 Introduction

Caltrain will extend and replace two bridges over the Guadalupe River in The City of San José (Santa Clara County) just north of Caltrain Tamien Station. The Project is technically and logistically complex due to the age of the existing structures, their geographical location over a river, and the need to obtain and comply with multiple permits issued by various federal, state, and regional agencies.

The Project involves the full replacement of a northbound bridge (Main Track Bridge 1 or "MT-1"), a partial replacement, including seismic improvements, of the southbound bridge (Main Track Bridge 2 or "MT-2") and modifications to the existing Guadalupe River channel. The improvements address the structural deficiencies of the MT-1 bridge and the geomorphic instability of the Guadalupe River channel in the vicinity of the MT-1 and MT-2 bridges to provide for long-term public safety and service reliability. The Project will enhance surrounding aquatic and upland habitats on the Project site, will purchase habitat credits from the Santa Clara Valley Habitat Agency and will partner with the Midpeninsula Regional Open Space District on a restoration project at Hick's Creek to satisfy mitigation requirements resulting from the environmental impact arising from the Project.

1.2 Background and Recent Accomplishments

In 2023, Caltrain completed demolition and extension of the MT2 bridge, relocation of all signaling cables from the MT1 bridge to the new MT2 bridge, relocation of all privately-owned utilities from the MT1 bridge to the new MT2 bridge and placement of the new MT2 bridge into passenger service. Due to constructability issues with the existing environmental permits, the construction work was paused in 2024 while Caltrain worked to amend the environmental permits to align with the revised approach for completing the project.

While the Construction work was paused, Caltrain issued three limited notices to proceed (LNTPs) to Walsh in February 2025. The LNTPs enabled Walsh to begin fabricating materials (e.g., rebar and casings), procure pipes for river diversion, and mobilize workers, subcontractors, and equipment in order to commence work on June 15. Caltrain completed a thorough assessment of all aspects of the program including cost, schedule, risks, and organization and completed a global settlement with the Construction Contractor. Caltrain received JPB board approval for the re-baselined project budget and schedule in June of 2025.

Upon receipt of the amended permits, Caltrain provided notice to proceed (NTP) to Walsh to resume construction in June 2025. In the month of July 2025 the installation of the river diversion system and demolition of the existing MT1 bridge were substantially completed. Remaining project work including reconstructing the MT1 bridge, installation of seismic retrofit piles for the MT2 bridge, widening the Guadalupe River channel, and implementing environmental mitigation in the form of habitat restoration and enhancements will continue through the completion date of March 2027.

1.3 Resource Agency Permitting Status

The team worked with the resource agencies and secured revised permits for the Project in time to commence construction on June 15, 2025, the beginning of the 4-month "dry" construction season, followed by limited construction activities in the "wet season"

(October 15, 2025 – June 15, 2026). The following permits were received including conditions and mitigation requirements:

- San Francisco Bay Regional Water Quality Control Board (RWQCB) revised 401 Water Quality Certification
- U.S. Army Corps of Engineers (USACE) Section 404 reverification and the existing 408 permit is sufficient for Caltrain to resume bridge construction
- The California Department of Fish and Wildlife (CDFW) 1600 Streambed Alteration Agreement.
- Santa Clara Valley Water District (SCVWD) bridge construction encroachment permits extension and amendment.

The Habitat Mitigation Management Plan (HMMP) was revised substantially due to comments from SCVWD. The Environmental Team is actively working toward finalizing the HMMP, which will satisfy both on-site and off-site mitigation requirements. The following are highlights of habitat mitigation effort:

- On site HMMP package was submitted for agency review and approval on July 18, 2025
- Upon approval of the HMMP package, JPB will seek to Amend the USACE 408 permit for on-site mitigation work.
- Obtain SCVWD HMMP Encroachment Permit #2 for approval to perform on-site habitat mitigation within the district's land.

Offsite compensatory mitigation was selected through the Santa Clara Valley Habitat Agency (Habitat Agency) and the Mid-Peninsula Open Space District (Midpen).

- Participating in Special Entity (PSE) agreement through the Habitat Agency
- Midpen Board approved the Hick's Creek Mitigation project on July 9th
 - A Cooperative Mitigation Agreement is currently being drafted between Midpen and JPB.
 - CEQA Addendum approval needed for Offsite Mitigation.
 - JPB and FTA to complete NEPA evaluation for Offsite Mitigation.

1.4 Project Cost and Budget

On June 5, 2025, the JPB board approved to amend the Guadalupe River Bridge Replacement Project Budget from \$63,698,593 to \$171,389,598. As of July 2025, the project is on budget:

- The current project total cost at completion (EAC) is the same as the Board approved budget of \$171.38 million.
- As of July 2025, the project cost is on track to complete the project.
- No drawdown occurred to the Contractors Risk Allowance and project contingency of \$7.6 million.

1.5 Project Progress and Schedule

After June 2025 NTP was issued, a nesting blue bird within the project delayed the start of water diversion work. However, the project team has been working with the Contractor on resequencing to minimize the critical path impact.

As of July 31, 2025, the overall bridge construction completion is 43% and the current project schedule is still on track with the contractors' substantial completion date of March 2027 for the Guadalupe River Bridge Replacement and Habitat Mitigation work on the Guadalupe Bridge Site. Additional work will be ongoing through 2027 for completion of an offsite habitat mitigation project at the Hick's Ranch site owned by Mid-peninsula Regional Open Space District.

1.6 This Month's Accomplishments

The project team has completed the following notable activities for the month of July 2025:

- Submitted the revised onsite HMMP package to permitting agencies for review.
- Issued several work directives and contract amendments for ongoing project needs for various environmental consultants.
- Acquired Mid-peninsula Regional Open Space District board approval for use of Hick's Ranch for an offsite mitigation project
- Issued a work directive proposal request for Hick's Creek offsite compensatory mitigation design.
- Hosted monthly and quarterly update meetings with the Environmental Permitting Agencies, including FTA.
- Worked with Caltrans to execute lease agreements for parcels included in encroachment permits.
- Acquiring Traffic Control permits and closed roads around the project and facilitate construction access.
- Resumed and completed critical construction activities of river diversion installation and MT1 bridge demo upon resolution of the nesting blue bird impacts.

1.7 Upcoming Work

For the next month, the GRBRP team has set additional goals as described below:

- Begin construction of the new MT1 bridge foundations and MT2 retrofit piles.
- Work with permitting agencies to gather feedback and work to finalize the onsite HMMP design
- Work to draft agreement with Mid-peninsula Regional Open Space District for use of Hick's Ranch for the offsite mitigation project
- Execute contract and begin preparation of a complete Mitigation and Monitoring Plan (MMP) and detailed design package for the Hicks Creek Off-Site Mitigation Project
- Host monthly update meetings with the Environmental Permitting Agencies.
- Continue to execute various work directives and contract amendments needed for completion of the project.

1.8 Risk Management

As of July 2025, the top critical items and related actions are listed below.

Table 1-1. Key Risks and Actions

Risk Descriptions	Mitigation Actions
Bird nesting impact to construction work	<ul style="list-style-type: none"> Walsh provided a recovery schedule to defers some MT2 work to 2026 dry season and maintains current substantial completion date. Bird deterrents are installed on bridge structures to prevent nesting. Walsh to perform contract required tree removals in 2025 dry season to eliminate locations for nesting birds. Biological monitors scan sites regularly to prevent development of new nests.
<p>Work needed to execute construction deviates from what is permitted:</p> <p>For example, the VW permits does not allow refueling of equipment on VW property. This poses a significant challenge to the project because of the site constraints. Some equipment is immobile and even moving the mobiles ones off of VW property for fueling leads to inefficiencies for the work.</p>	<ul style="list-style-type: none"> Worked in advance with the Construction Contractor when developing Environmental Permit applications to ensure the permitting materials accurately described planned work methods. Ongoing work with the construction contractor to review work plans and confirm alignment with permit conditions prior to work proceeding. The construction team closely coordinates with the environmental team to understand the intent of permit conditions and if needed, engage permitting agencies for clarity. Where exceptions are required, work with the contractor to come up detailed work plans and mitigations to address agency concerns. For fueling issues, worked with the contractor to find alternate locations for fueling away from VW property and developed a fueling plan for approval by JPB.
Unforeseen subsurface or structural conditions	<ul style="list-style-type: none"> Performing advanced sampling of known areas of contamination to determine limits and plan for proper disposal in advance of work. Performing investigation, to the extent feasible, of the existing MT-1 bridge structure to properly plan demolition activities in advance. Advanced potholing, when possible, to uncover potential utility conflicts.
Unpredictable Water or weather conditions	<ul style="list-style-type: none"> River Diversion and Temp Sheet pile for wet season work designs incorporate appropriate capacities to handle expected water levels. Monitoring forecast to allow time to sufficiently prepare for weather events Response plan was developed with Construction Contractor to mitigate “over-topping” of river diversion in case of weather event that will affect water levels in river.
Delays to approval of onsite HMMP	<ul style="list-style-type: none"> Worked with permitting agencies to review draft HMMP and capture edits needed in advance of permit needs. Set date of July 18th for submission to permitting agencies to allow for revisions to be addressed and sufficient time for permit issuance before the work needs to begin in the dry season of 2026. Primed permitting agencies for the anticipated submittal date and turnaround time needed. Provided draft HMMP plans to Walsh to confirm baseline schedule assumptions and to prepare for advertisement to subcontractors. To maintain schedule, draft HMMP (90% complete) will be used to advance bidding process. Any changes resulting from agency reviews will be addressed via addendum to the subcontractor.

2.0 SAFETY

Walsh Construction provides a full-time safety manager on the project who oversees and implements the Health and Safety program for the project. Walsh's safety manager continues to provide relevant training, host safety meetings, safety related inspections, reporting and managing responses to safety issues. This role will continue for the duration of the project.

Walsh reports the following safety activities for the month of July 2025:

Period	Man Hours	Safety Meetings	Inspections	Observations	Near Misses	Incidents
July 2025	7,494	26	12	43	3	4
Cumulative (from June 2025)	12,929	46	19	63	3	4

Caltrain staff and consultants have experienced no incidents in the month of July related to the GRBR project.

3.0 PROJECT SCHEDULE

3.1 Introduction

The JPB has approved project re-baseline schedule as part of project reset with a substantial completion date of March 03, 2027, and Final Acceptance of March 30, 2027. The offsite habitat mitigation work will carry through 2027 for completion at Hick's Ranch site owned by Mid-peninsula Regional Open Space District.

As of July 31, 2025, the overall delay to the critical path is 0 days. The contractor re-sequenced water division work to minimize schedule impact caused by bird nesting. Bridge Construction will be completed in two dry seasons.

3.2 Re-Baseline Schedule

Guadalupe River Bridge Replacement (GRBR) project re-baseline schedule was established. The following are the status of major Milestones as of July 31, 2025.

Major Milestones	Re-Baseline Date	Forecast Date	Notes
2025 Dry Season Mobilization	06/15/2025	06/15/2025A	
Interim Milestone 1 (Completion of MT1 Steel Girder)	09/27/2025	09/27/2025	
2025-2026 Wet Season (outside of river channel) <ul style="list-style-type: none"> MT1 Foundation and Super Structure MT2 Pier 4 Work 	01/23/2026	01/23/2026	
2026 Dry Season—Milestone 2 (All in-channel work) <ul style="list-style-type: none"> MT1 Deck & Finishes MT2 Finishes 	10/15/2026	10/15/2026	
2026-2027 Wet Season-Complete Final Planting – On-Site Mitigation	02/09/2027	02/09/2027	
Substantial Completion	03/03/2027	03/03/2027	
Completion of Off-Site Mitigation	12/27/2027	12/27/2027	

Table 3-1. Re-baseline Schedule

3.3 Critical Path Analysis

The critical path in 2025 dry season goes through MT1 which includes river diversion, CIDH work and installation of steel girders. The critical path continues through the 2026 dry season and includes completing the remaining MT1 bridge work, MT2 bridge work, remaining grading and final HMMP work.

4.0 COST AND BUDGET

4.1 Introduction

The JPB approved a revised Project budget of \$171.38 million. Table 4-1 depicts a summary level of project budget, costs, and estimate at completion based on the latest project cost update as of July 31, 2025.

4.2 Project Budget and Cost

Table 4-1. Budget Summary by Project

Description of Work	Current Budget (A) ¹	Cost This Month (B) ²	Cost To Date (C) ³	Estimate To Complete (D)	Estimate At Completion (E) = (C) + (D)	Variance at Completion (F) = (A) – (E)
Guadalupe River Bridges Replacement	\$171,389,598	\$6,365,742	\$63,174,708	\$108,214,890	\$171,389,598	\$0
GRB TOTAL	\$171,389,598	\$6,365,742	\$63,174,708	\$108,214,890	\$171,389,598	\$0

1. Column A "Current Budget" includes re-baseline and executed change orders and awarded contracts.

2. Column B "Cost This Month" represents the cost of work performed this month.

3. Column C "Cost to Date" includes actual (amount paid) and accruals (amount of work performed) to date.

Table 4-2 depicts project budget, costs, and estimate at completion summarized by major elements of work. This budget table provides additional details for the project and is broken down by major work elements for the project, minor contracts, environmental, designer, project management oversight, HMMP and other indirect support costs.

Table 4-2. Budget Summary by Major Elements

Description of Work	Re-Baseline Budget (A)	Current Budget (B)	Cost This Month (C)	Cost To Date (D)	Estimate To Complete (E)	Estimate At Completion (F) = (D) + (E)
Walsh Construction Contract	\$89,787,026	\$89,787,026	\$4,825,027	\$33,439,695	\$56,347,331	\$89,787,026
Design Services during Construction	\$2,312,930	\$2,312,930	\$13,143	\$893,265	\$1,419,665	\$2,312,930
Environmental Support (Including Compliance, Monitoring, Legal & Permit Fees)	\$14,124,097	\$14,124,097	\$252,928	\$6,824,071	\$7,300,027	\$14,124,097
Offsite Habitat Mitigation (HMMP) - Incl 100% Design	\$12,250,000	\$12,250,000	\$0	\$0	\$12,250,000	\$12,250,000
Management Oversight & Support	\$23,180,900	\$23,180,900	\$535,293	\$11,594,487	\$11,586,413	\$23,180,900
Others (TASI & Bus Bridge Support, ICAP)	\$16,834,453	\$16,834,453	\$739,352	\$5,147,246	\$11,687,207	\$16,834,453
PRIOR COSTS - Planning/Engineering & CalMod Improvements	\$5,275,945	\$5,275,945	\$0	\$5,275,945	\$0	\$5,275,945
Contingency	\$7,624,247	\$7,624,247	\$0	\$0	\$7,624,247	\$7,624,247
Grand Total	\$171,389,598	\$171,389,598	\$6,365,742	\$63,174,708	\$108,214,890	\$171,389,598

4.3 Contractor's Risk Allowance Pool

Caltrain and Walsh continued to implement new mechanisms to support a collaborative approach to project delivery. The parties jointly completed a detailed review of project risks and mitigation strategies, acknowledging that certain risks may materialize under specific conditions. To address this, both parties agreed to establish an allowance pool to cover additional costs related to risk mitigation following the start of construction in July 2025.

As part of the global reset, a \$4 million Risk Allowance Pool was created to proactively and collaboratively manage risks with the contractor. This pool is intended to compensate the contractor for additional costs incurred if identified risks are realized. Table 4-3 summarizes the current month's drawdown from the Risk Allowance Pool, the cumulative drawdown to date, and the remaining balance by risk category.

Table 4-3. Risk Allowance Pool Status as of July 2025

Risk Allowance Pool Category	Risk Amount	Current Month	Executed to Date	Remaining Balance
Differing Site Conditions	\$390,750	\$0	\$0	\$390,750
Bird Deterrent Mitigation	\$250,000	\$0	\$0	\$250,000
Permit Requirements	\$1,000,000	\$0	\$0	\$1,000,000
Track Access Impacts	\$360,000	\$0	\$0	\$360,000
Water Management	\$250,000	\$0	\$0	\$250,000
Warehouse Storage	\$297,000	\$0	\$0	\$297,000
Isolation Casings	\$600,000	\$0	\$0	\$600,000
Phytophthora Management	\$750,000	\$0	\$0	\$750,000
Contingency	\$102,250	\$0	\$0	\$102,250
Total	\$4,000,000	\$0	\$0	\$4,000,000

In addition to the established Risk Allowance Pool with Walsh, the Re-Baseline Budget includes a project contingency of \$7.6 million to cover potential changes and unknowns not related to Walsh. As of the July 2025 Re-Baseline Budget, the total project contingency is \$7.6 million. Table 4-4 summarizes the current remaining and forecasted contingency balance as of the latest monthly update.

Table 4-4. Overall Project Contingency

	Project Contingency		
	Allocated (A)	Unallocated (B)	Subtotal C = (A+B)
Project Contingency	\$7,624,247	\$0	\$7,624,247
Drawn Contingency	\$0	\$0	\$0
Remaining Contingency	\$7,624,247	\$0	\$7,624,247
Pending Changes	\$0	\$0	\$0
Forecasted Remaining Contingency	\$7,624,247	\$0	\$7,624,247

4.4 Contract Incentives

The Global Re-set included incentives based on Early Interim Milestone Completion. Table 4-5 provides a status of Contractor incentives Budgeted, Awarded, and remaining Balance. There is \$0 drawn from the contract incentives as of July 2025.

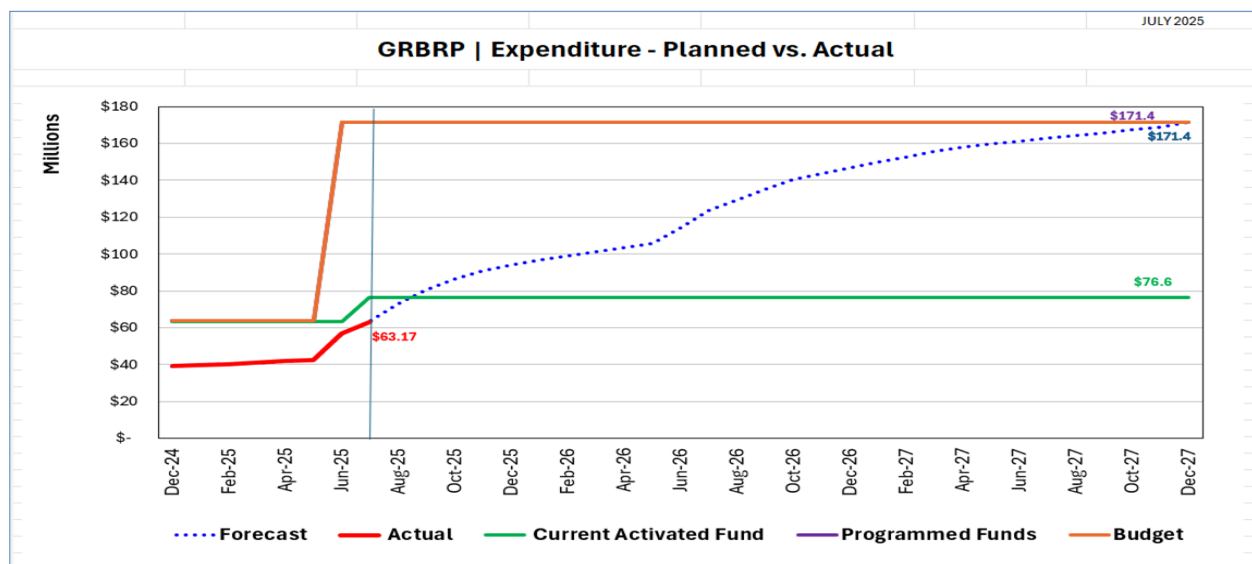
Table 4-5. Construction Contractor Incentives

Incentives	Budgeted (A)	Awarded (B)	Projected Remaining to Award (C)	Projected Balance Remaining (D)=(A)-(B)-(C)
Interim Milestone				
Install Steel Girders on MT1 Span 2	\$540,000	\$0	\$540,000	\$540,000
In-Channel Work	\$540,000	\$0	\$540,000	\$540,000
Total Contract Incentive	\$1,080,000	\$0	\$1,080,000	\$1,080,000

4.5 Project Cash Flow and Funding

The remaining project expenditures are cash flowed in Figure 4-1. With the award of full funding, the project does not expect any cash flow issues due to funding.

Figure 4.1. Expenditure – Funding Cash Flow



4.6 Issues

Table 4-7. Cost and Funding Issues Identified, and Actions Taken for July 2025

Issues	Actions
None	<ul style="list-style-type: none"> N/A

5.0 CHANGE MANAGEMENT

5.1 Introduction

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

5.2 Construction Change Orders / Risk Allowance Pool

5.2.1 Executed Risk Allowance/CCO Items

- CCO-30 – Global Re-set

5.2.2 Approved Risk Allowance/Change Order Items:

- None as of July 2025

5.2.3 Upcoming Risk Allowance Items or Change Orders

- Pending Risk allowance usage for
 - CIDH pile modifications
 - Removal of Fallen tree in river obstructing installation of river diversion
 - Additional generator for river diversion pumping and double handling of equipment to accommodate Valley Water fueling restrictions
 - Demo of additional unforeseen concrete at existing MT1 piers
 - Removal of unforeseen buried concrete
 - Additional pumps needed for river diversion

5.3 Issues

Table 5-1. Change Management Issues Identified, and Actions Taken for July 2025

Issues	Actions
River Diversion cofferdams have not sealed completely and are resulting in greater seepage quantities than anticipated. There is no direct impact on critical path work.	<ul style="list-style-type: none"> • Working with the contractor to develop a plan for improvements and in compliance with permits. • Use of risk allowance anticipated to compensate Walsh for work that is beyond the baseline assumptions
Valley Water added an unexpected permit condition about fueling at the very last minute before construction. No fueling on VW property was not included in previous permits.	<ul style="list-style-type: none"> • Worked with Walsh to develop fueling plans for approval by JPB for fueling non-mobile equipment within JPB ROW. • Monitoring potential impacts on productivity due to fueling restrictions related to mobile equipment and working with the contractor to mitigate where possible. • Use of risk allowance anticipated to compensate Walsh for work that is beyond baseline assumptions.