



December 2016 Monthly Progress Report

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.

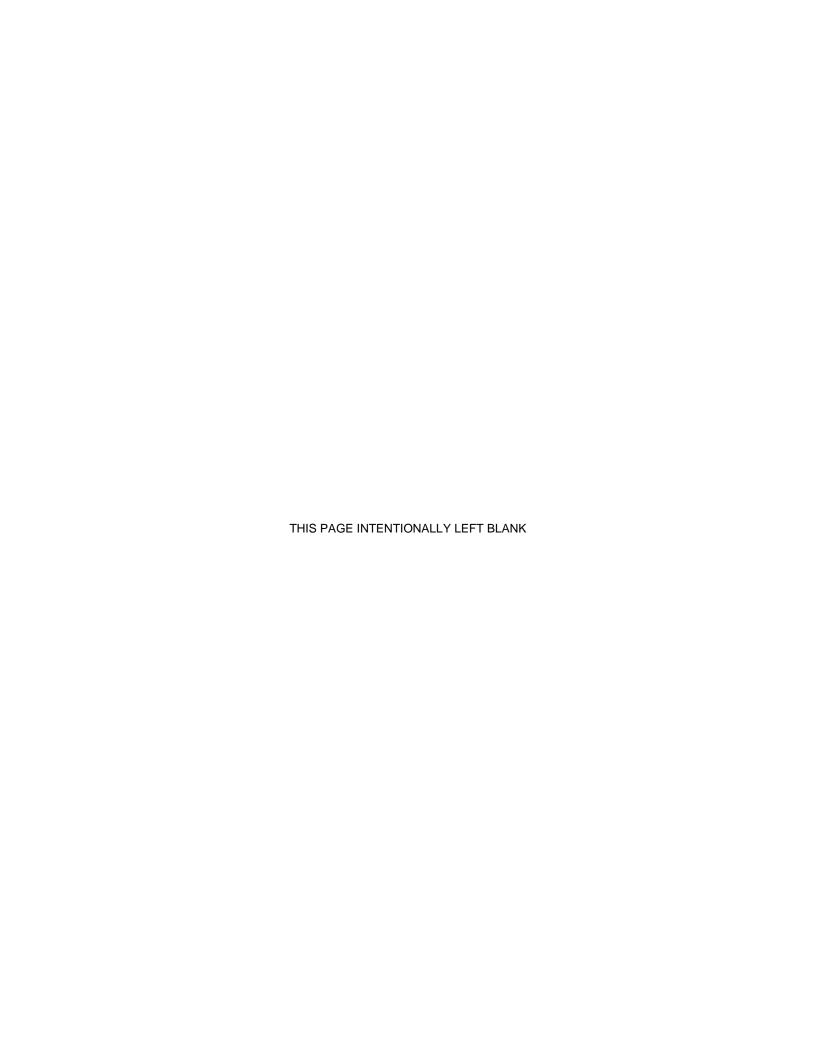
The Peninsula Corridor Electrification Project (PCEP) is a key component of the CalMod Program and consists of converting Caltrain from diesel-hauled to Electric Multiple Unit (EMU) trains for service between San Francisco Station (at the intersection of Fourth and King Streets in San Francisco) and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

An electrified Caltrain will better address Peninsula commuters' vision of an environmentally friendly, and 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 dieselpowered 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.

An electrified Caltrain system would set the stage for an enhanced, modern commuter rail service and for future blended California High-Speed Rail (CHSR) service. While this project will not include or study all infrastructure necessary to implement high-speed rail service on the corridor (such as CHSR maintenance facilities, station improvements, or passing tracks), the electrical infrastructure (such as overhead wire systems) will be compatible with later blended service.

Background 1-1 December 31, 2016



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.

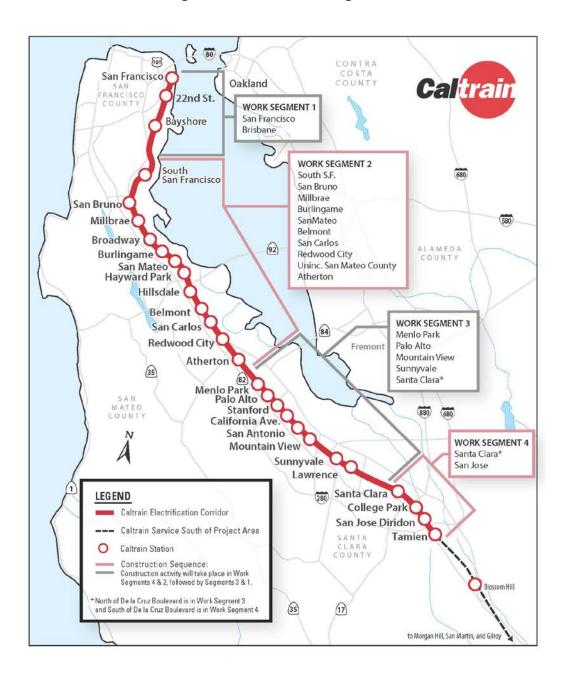


Figure 2-1 PCEP Work Segments

The PCEP team continues work with Balfour Beatty Infrastructure, Inc (BBI) on the technical aspects of the project. The PCEP team and BBI are progressing with design work and field investigations. BBI continued conducting utility surveys, pothole location layouts, geotechnical boring layouts, completed physical geotechnical boring, and conducted cone penetrometer tests on the Caltrain ROW for Segments 2 and 4. Biological, archaeological, and Native American monitors were present during field investigation activities occurring in areas that require environmental compliance monitoring.

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 CBOSS Project, and the CEMOF Design Upgrade. The PCEP Team and Stadler conducted conceptual Design Reviews (CDRs) on several EMU systems, including the HVAC system, passenger side doors and controls, the propulsion system, the auxiliary power systems and the friction brakes. Stadler has submitted several deliverables to the PCEP team for review.

The PCEP team has also moved forward with developing an acquisition plan for all work segments. The PCEP team continues negotiations on offers pending, including working through relocation of one commercial business. The first grantor signed the offer package in late December and the PCEP team anticipates a number of grantors to sign in early January.

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 December 1, 2016 meeting, JPB took action by approving interim financing in an amount not to exceed \$150 million with DNT asset Trust. The JPB also authorized execution of the \$647 million Full Funding Grant Agreement (FFGA) with the Federal Transportation Administration (FTA).

The link to the full board meeting packet can be viewed here:

http://www.caltrain.com/Assets/__Agendas+and+Minutes/JPB/Board+of+Directors/Agendas/2016/2016-12-01+JPB+BOD+Agenda+Packet.pdf#page78

(Note: For viewers accessing the links 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

Milestones ^{1,2}	Program Plan	September	October
Full Notice to Proceed to Electrification Contractor	N/A	03/01/2017	03/01/2017
Full Notice to Proceed to EMU Manufacturer	N/A	03/01/2017	03/01/2017
Start of Electrification Major Construction	03/20/2017	07/24/2017	07/24/2017
First 8 Miles of Electrification Complete to Begin Testing	04/08/2019	10/08/2019	10/08/2019
Delivery of 1 st Vehicle	06/25/2019	07/30/2019	07/30/2019
Start Pre-Revenue Operations	09/08/2020	09/22/2020	09/22/2020
Potential Limited Service	12/31/2020	12/31/2020	12/31/2020
RSD (w/ Risk Contingency)	12/30/2021	12/30/2021	12/30/2021

Notes:

Table 2-2 Budget and Expenditure Status

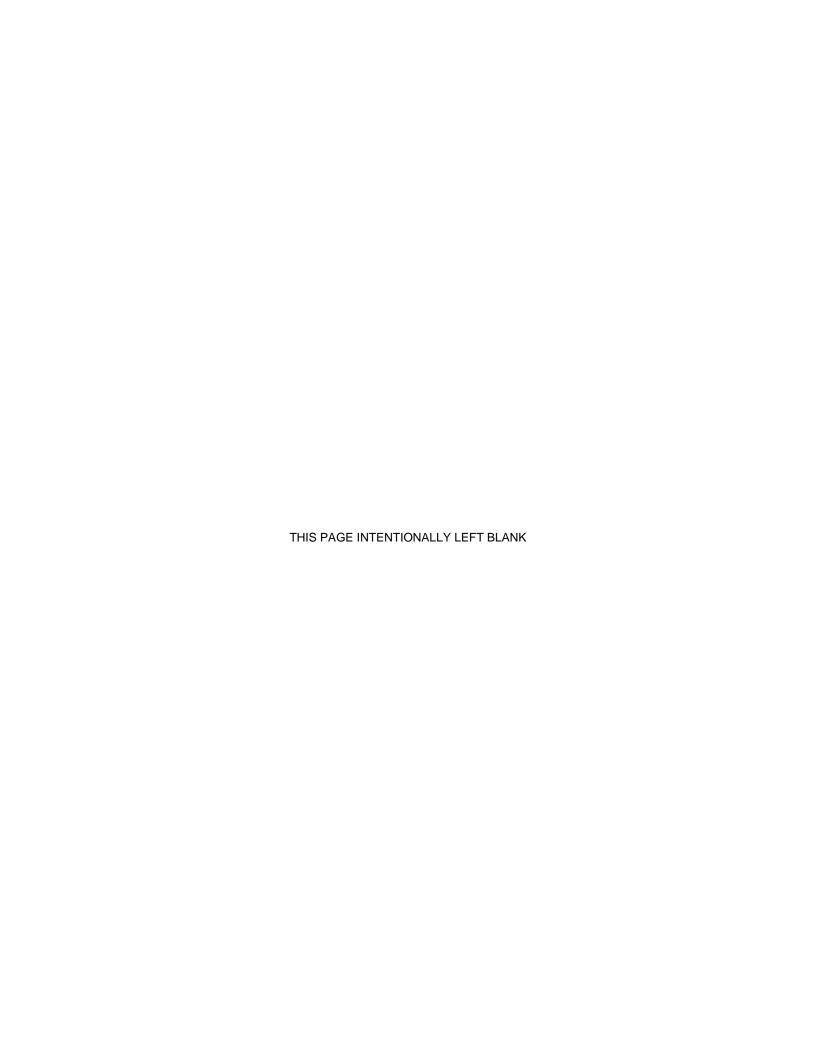
Description of Work	Budget		Cost This Month		Cost To Date	Estimate To Complete	Estimate At Completion	
		(A)		(B)		(C)	(D)	(E) = (C) + (D)
Electrification Subtotal	\$	1,316,125,208	\$	17,367,351	\$	129,027,925	\$ 1,187,097,283	\$ 1,316,125,208
EMU Subtotal	\$	664,127,325	\$	750,110	\$	17,895,148	\$ 646,232,177	\$ 664,127,325
PCEP TOTAL	\$	1,980,252,533	\$	18,117,461	\$	146,923,073	\$ 1,833,329,460	\$ 1,980,252,533

2.4 Community Relations and Outreach

A number of community relations and outreach events took place during the month of November. PCEP staff attended 8 third party/stakeholder actions and meetings.

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.



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 contract 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 DB delivery method.

Activity This Month

- The PCEP team continued working with BBI on initial design and field investigations. BBI continued conducting utility surveys, pothole location layouts, geotechnical boring layouts, and completed physical geotechnical boring and cone penetrometer tests on the Caltrain ROW for Segments 2 and 4.
- The PCEP team also continued to review requests for information (RFIs) and submittals from BBI. This effort is expected to continue during the upcoming months.
- Coordination efforts with PG&E continued for infrastructure improvements and traction power substation interconnects. Scoping documents prepared by PG&E are expected to be complete by early January.

Activity Next Month

- The PCEP team will continue to work with BBI on design and field investigation activities.
- Geotechnical investigations in Segments 1 and 3 are expected to start in January and potholing activities in Segments 2 and 4 are expected to start in January as well.
- The PCEP team will continue to respond to RFIs submitted for review.
- Coordination efforts will continue with PG&E on interconnection design and final design for PG&E infrastructure.

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 Department for the procurement of the SCADA system.

Activity Next Month

- PCEP staff will continue to support Caltrain Contracts and Procurement Department on providing technical support during the procurement process.
- Finalization of procurement package for issuance in January to the sole-source supplier for a 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 as well as field survey investigations on Tunnel 1 and Tunnel 4 Drainage Rehab projects.
- The PCEP team continues to progress 95% design drawings and specifications for tunnel modification.

- PCEP staff will complete 95% design drawings and specifications for review and resolve comments for preparation of Issued for Bid (IFB) documents
- Coordination of the 95% design on the Tunnel Modification design efforts with Union Pacific Railroad (UPRR) and other stakeholders will begin.

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 and Stadler participated in numerous coordination meetings regarding the EMU design to support Caltrain's Operation and Maintenance objectives plus upcoming public outreach initiatives.
- Stadler management submittals in December included a Baseline Master Schedule, an updated Contractual Submittals Report, and updated System Safety and Quality Assurance Plans. The PCEP team is currently reviewing these submittals and working with Stadler to finalize these deliverables.
- The PCEP Team conducted weekly conference calls 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 CEMOF Design Upgrade.
- The PCEP Team and Stadler conducted conceptual Design Reviews (CDRs) on several EMU systems, including the HVAC system, passenger side doors and controls, the propulsion system, the auxiliary power systems and the friction brakes.

- Stadler will work towards PCEP's approval of several documents including: the
 Quality Plan, the Master Project Schedule, the System Safety Plan and
 Contractual Submittals Report. Stadler will be in San Mateo to review the
 documents with Caltrain Operation, Maintenance, and Outreach Groups as well
 as PCEP Quality Assurance and System and Safety representatives in San
 Mateo. CDRs are scheduled for the virtual mock-up and the cab mock-up.
- Stadler will be in San Mateo the later part of the month and meetings will be held with them and Caltrain's Operation, Maintenance, and Outreach Groups, as well as PCEP Quality Assurance and System Safety representatives.

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 are under review with Operations.

Activity Next Month

• Determination of preferred concepts to allow progression of design.

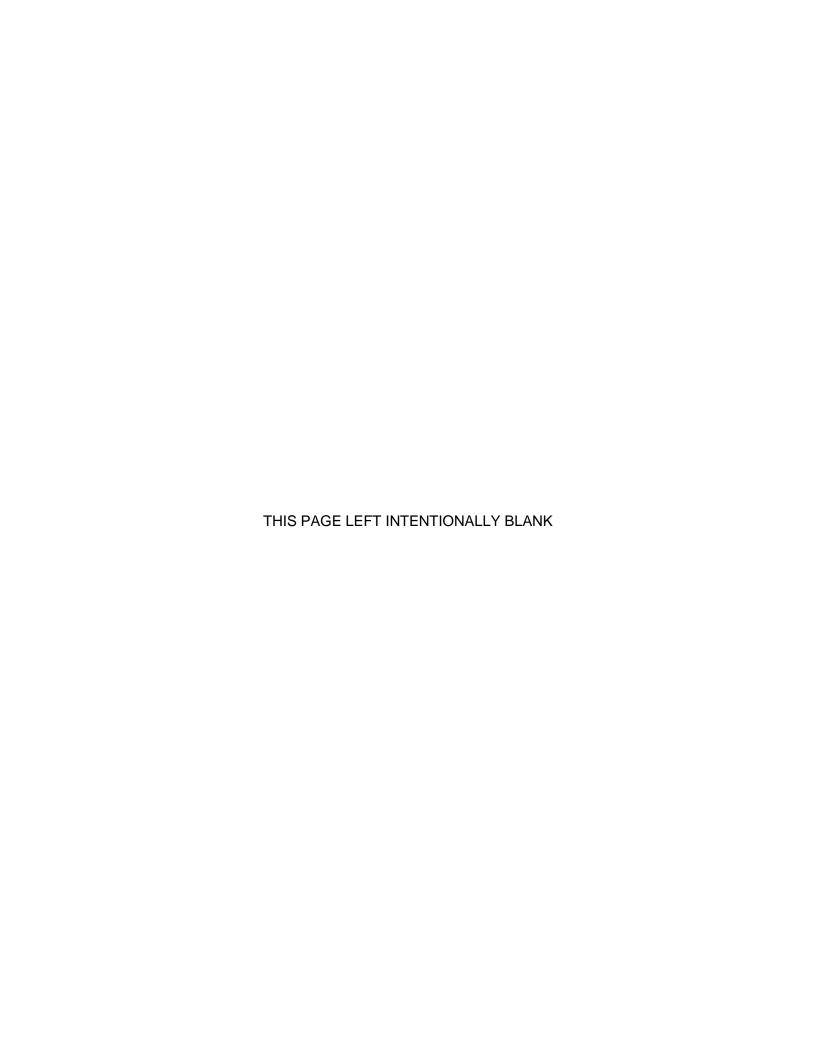
5.0 SAFETY

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 in reviewing and planning 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 contractor safety and security contract
 documentation deliverables to ensure they meet project requirements. Meetings
 with continue with BBI and Stadler to progress project safety and security
 program implementation.
- Field visits were conducted to work sites to ensure Site Specific Work Plan (SSWP) was being followed by the contractors and sub-contractors.
- A kick-off meeting for the PCEP Fire/Life Safety & Security Committee (FLSSC)
 was held on December 8, 2016 and will occur every month. The Safety Staff
 continues to review EMU safety related documents including the Hazard Analysis
 program and Safety Certification programs.
- Kick-off meeting for the project Safety & Security Certification Review Committee (SSCRC) was held on December 15, 2016. Monthly meetings will be held as the project continues.
- Roadway Worker Protection (RWP) program was revised and presented to TASI and Rail Operations. Trial presentations have been conducted and the new program is currently being implemented.

- Monthly meetings for SSCRC and FLSSC will be held.
- All staff safety meetings will be held with PCEP, BBI employees and subs to reinforce the importance of safety in the field.



6.0 QUALITY ASSURANCE

The Quality Assurance (QA) staff performs technical review 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

- The re-audit for LKG-CMC Document Control corrective action verification was conducted the first week of December and yielded six Findings and four Observations.
- QA review of Stadler's BBI's Quality Management Plan (QMP) was conducted.
 The QA team provided comments closure of those comments is pending.
- QMP training for incoming PCEP employees was conducted.

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

Quality Assurance Activity This Reporting Period **Total to Date** Internal Audits Conducted 16 **External Audits Conducted** 0 0 6 Audit Findings Issued 6 5 5 **Audit Findings Open** 1 1 **Audit Findings Closed** 1 0 Non-Conformances Open Non-Conformances Issued 0 4 Non-Conformances Closed 0 3

Table 6-1 Quality Assurance Audit Summary

- QA Manager will continue to provide support of FTA document submittals, also provide reviews for Full Funding Grant Agreement (FFGA) items, and the review of technical documents from BBI and Stadler.
- Three audits are planned and scheduled: Parikh Geotechnical Lab, BBI Purchasing, and Design Package for 65% Traction Power System.
- 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.

Peninsula Corridor Electrification Project

Monthly Progress Report

 Regularly scheduled QA staff meetings with BBI and Stadler will begin in January.

7.0 SCHEDULE

The schedule provided in this Monthly Progress Report is the approved schedule from November 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 (October) and the current update (November) 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.

Program Milestones^{1,2} October November Plan Full Notice to Proceed to N/A 03/01/2017 03/01/2017 **Electrification Contractor** Full Notice to Proceed to EMU N/A 03/01/2017 03/01/2017 Manufacturer Start of Electrification Major 03/20/2017 07/24/2017 07/24/2017 Construction First 8 Miles of Electrification 04/08/2019 10/08/2019 10/08/2019 Complete to Begin Testing Delivery of 1st Vehicle 06/25/2019 07/30/2019 07/30/2019 Start Pre-Revenue Operations 09/08/2020 09/22/2020 09/22/2020 Potential Limited Service 12/31/2020 12/31/2020 12/31/2020 RSD (w/ Risk Contingency) 12/30/2021 12/30/2021 12/30/2021

Table 7-1 Schedule Status

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

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

¹Milestone activity

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

WBS	Activity	Responsibility
FTA	Path to Full Funding Grant Agreement (FFGA)	Project Delivery
Utilities	PG&E Scoping & Preliminary Design	Project Delivery

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 6-1 Electrification Budget & Experiantale Otatus										
Description of Work		Budget		Cost This Month	,	Cost To Date		Estimate To Complete		Estimate At Completion
		(A)		(B) ¹		(C) ²		(D)		(E) = (C) + (D)
ELECTRIFICATION										
Electrification ³	\$	696,610,558	\$	15,067,625	\$	55,455,875	\$	641,154,683	\$	696,610,558
Tunnel Notching	\$	11,029,649	\$	-	\$	-	\$	11,029,649	\$	11,029,649
Real Estate	\$	28,503,369	\$	141,130	\$	5,451,285	\$	23,052,084	\$	28,503,369
Private Utilities	\$	63,515,298	\$	401,511	\$	3,394,230	\$	60,121,069	\$	63,515,298
Management Oversight ⁴	\$	141,526,164	\$	1,245,522	\$	62,200,069	\$	79,326,094	\$	141,526,164
Executive Management	\$	7,452,866	\$	91,537	\$	2,724,683	\$	4,728,183	\$	7,452,866
Planning	\$	7,281,997	\$	27,589	\$	4,213,382	\$	3,068,614	\$	7,281,997
Community Relations	\$	2,789,663	\$	11,482	\$	857,078	\$	1,932,585	\$	2,789,663
Safety & Security	\$	2,421,783	\$	11,719	\$	485,170	\$	1,936,613	\$	2,421,783
Project Management Services	\$	19,807,994	\$	188,675	\$	6,980,721	\$	12,827,273	\$	19,807,994
Engineering & Construction	\$	11,805,793	\$	19,500	\$	1,836,328	\$	9,969,465	\$	11,805,793
Electrification Engineering &										
Management	\$	50,461,707	\$	571,756	\$	15,370,119	\$	35,091,589	\$	50,461,707
IT Support ⁶							\$			
	\$	331,987	\$	216	\$	331,987	0		\$	331,987
Operations Support	\$	1,445,867	\$	5,525	\$	356,210	\$	1,089,657	\$	1,445,867
General Support	\$	4,166,577	\$	56,881	\$	1,251,176	\$	2,915,402	\$	4,166,577
Budget / Grants / Finance	\$	1,229,345	\$	25,924	\$	207,851	\$	1,021,493	\$	1,229,345
Legal	\$	2,445,646	\$	166,266	\$	1,678,386	\$	767,261	\$	2,445,646
Other Direct Costs	\$	5,177,060	\$	68,453	\$	1,573,620	\$	3,603,440	\$	5,177,060
Prior Costs 2002 - 2013	\$	24,707,878	\$	-	\$	24,333,358	\$	374,520	\$	24,707,878
TASI Support	\$	55,275,084	\$	299,063	\$	606,670	\$	54,668,414	\$	55,275,084
Insurance	\$	4,305,769	\$	212,500	\$	1,155,769	\$	3,150,000	\$	4,305,769
Environmental Mitigations ⁵	\$	14,972,645	\$	-	\$	397,000	\$	14,575,645	\$	14,972,645
Required Projects	\$	17,337,378	\$	-	\$	367,028.00	\$	16,970,350	\$	17,337,378
Maintenance Training	\$	1,021,808	\$	-			\$	1,021,808	\$	1,021,808
Finance Charges	\$	5,056,838	\$	-	\$	-	\$	5,056,838	\$	5,056,838
Contingency	\$	276,970,649	\$	-	\$	-	\$	276,970,649	\$	276,970,649
Owner's Reserve	\$	-	\$	-	\$	-	\$	-	\$	-
ELECTRIFICATION SUBTOTAL	\$	1,316,125,208	\$	17,367,351	\$	129,027,925	\$	1,187,097,283	\$	1,316,125,208

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 due to the upgrade of the accounting system. Expenditures for agency labor will be updated once the financial data is available

An internal budget transfer was performed in the current reporting month. A total of \$1,888,854.00 was transferred from Environmental Mitigations to IT Support and Finance Charges at \$216.00 and \$1,888,638.00, respectively.

Table 8-2 EMU Budget & Expenditure Status

Description of Work	Budget	C	Cost This Month	С	ost To Date	_	stimate To Complete	_	Estimate At Completion
	(A)		(B) ¹		(C) ²		(D)	(E	E) = (C) + (D)
EMU	\$ 550,899,459	\$	-	\$	1,242,300	\$	549,657,159	\$	550,899,459
CEMOF Modifications	\$ 1,344,000	\$	1	\$	-	\$	1,344,000	\$	1,344,000
Management Oversight ³	\$ 64,139,103	\$	750,110	\$	16,652,848	\$	47,486,256	\$	64,139,103
Executive Management	\$ 5,022,302	\$	45,417	\$	1,529,789	\$	3,492,513	\$	5,022,302
Community Relations	\$ 1,685,614	\$	2,516	\$	254,997	\$	1,430,617	\$	1,685,614
Safety & Security	\$ 556,067	\$	81	\$	146,222	\$	409,845	\$	556,067
Project Management Services	\$ 13,275,280	\$	139,667	\$	4,719,008	\$	8,556,273	\$	13,275,280
Engineering & Construction	\$ 89,113	\$	=	\$	23,817	\$	65,296	\$	89,113
EMU Engineering &									
Management	\$ 32,082,556	\$	401,298	\$	7,316,413	\$	24,766,144	\$	32,082,556
ITSupport ³	\$ 1,027,272	\$	22,632	\$	216,642	\$	810,631	\$	1,027,272
Operations Support	\$ 1,878,589	\$	2,000	\$	284,347	\$	1,594,241	\$	1,878,589
General Support	\$ 2,599,547	\$	24,978	\$	608,414	\$	1,991,133	\$	2,599,547
Budget / Grants / Finance	\$ 712,123	\$	6,548	\$	100,700	\$	611,424	\$	712,123
Legal	\$ 1,207,500	\$	63,073	\$	481,184	\$	726,316	\$	1,207,500
Other Direct Costs	\$ 4,003,139	\$	41,898	\$	971,315	\$	3,031,824	\$	4,003,139
TASI Support	\$ 2,740,000	\$	-	\$	-	\$	2,740,000	\$	2,740,000
Required Projects	\$ 4,500,000	\$	-	\$	=	\$	4,500,000	\$	4,500,000
Finance Charges	\$ 1,941,800	\$	-	\$	-	\$	1,941,800	\$	1,941,800
Contingency	\$ 38,562,962	\$	-	\$	-	\$	38,562,962	\$	38,562,962
Owner's Reserve	\$ 	\$	-	\$		\$	-	\$	
EMU SUBTOTAL	\$ 664,127,325	\$	750,110	\$	17,895,148	\$	646,232,177	\$	664,127,325

Notes regarding tables above:

Table 8-3 PCEP Budget & Expenditure Status

Description of Work	Rudget		Cost This Month	Cost To Date		Estimate To Complete		Estimate At Completion	
	(A)		(B) ¹		(C) ²		(D)	(I	E) = (C) + (D)
Electrification Subtotal	\$ 1,316,125,208	\$	17,367,351	\$	129,027,925	\$	1,187,097,283	\$	1,316,125,208
EMU Subtotal	\$ 664,127,325	\$	750,110	\$	17,895,148	\$	646,232,177	\$	664,127,325
PCEP TOTAL ³	\$ 1,980,252,533	\$	18,117,461	\$	146,923,073	\$	1,833,329,460	\$	1,980,252,533

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 due to the upgrade of the accounting system. Expenditures for agency labor will be updated once the financial data is available.

^{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 due to the upgrade of the accounting system. Expenditures for agency labor will be updated once the financial data is available.

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 noncore capacity funds have been committed to the PCEP project and the JPB continued to work with FTA to secure a FFGA for the \$647 million in Core Capacity funding, including the preparation of an updated Financial Plan in response to FTA's Financial Capacity Assessment.

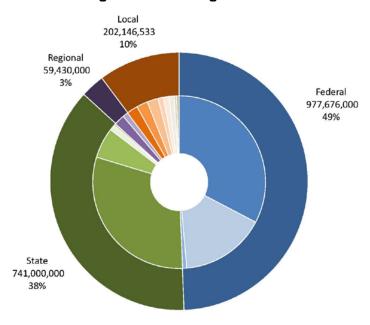


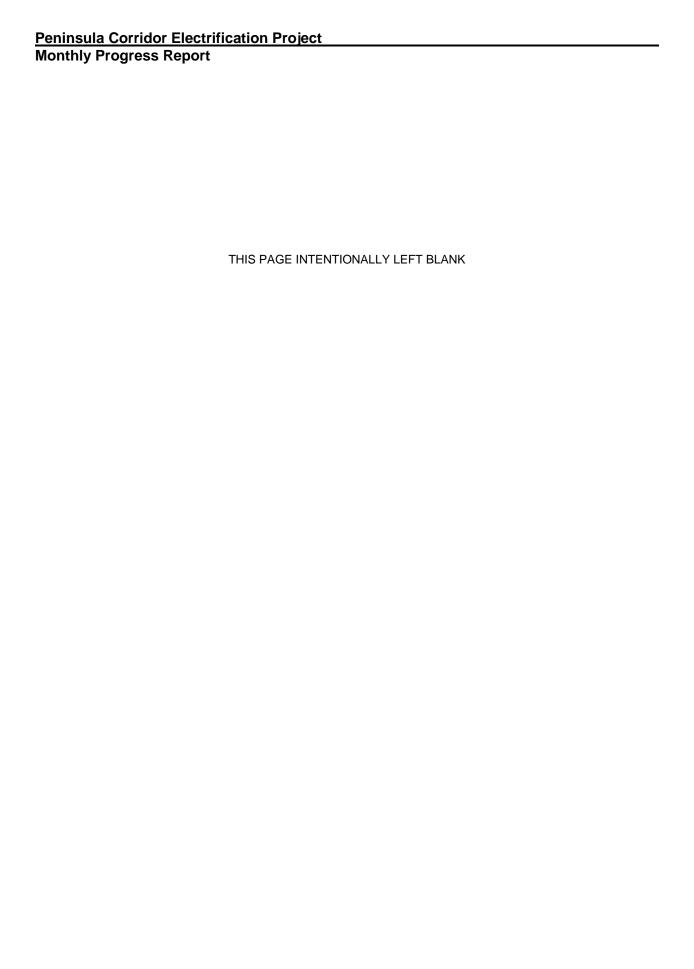
Figure 9-1 Funding Plan



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 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 Systems 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 be incomplete, and will need to be revised.

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.
- 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. 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.

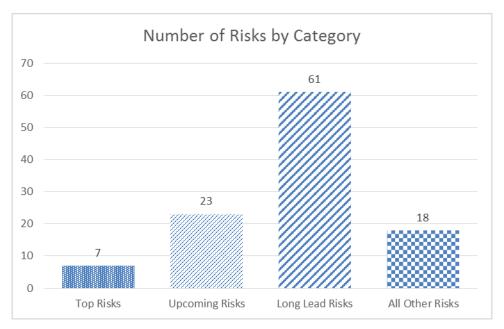


Table 10-1 Monthly Status of Risks

Total Number of Active Risks = 108

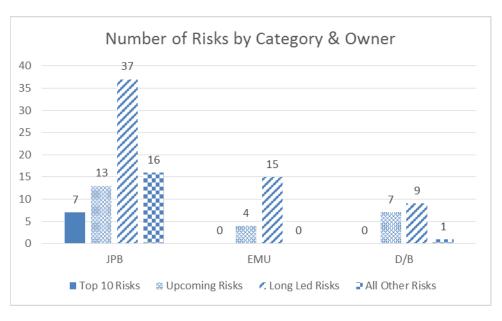
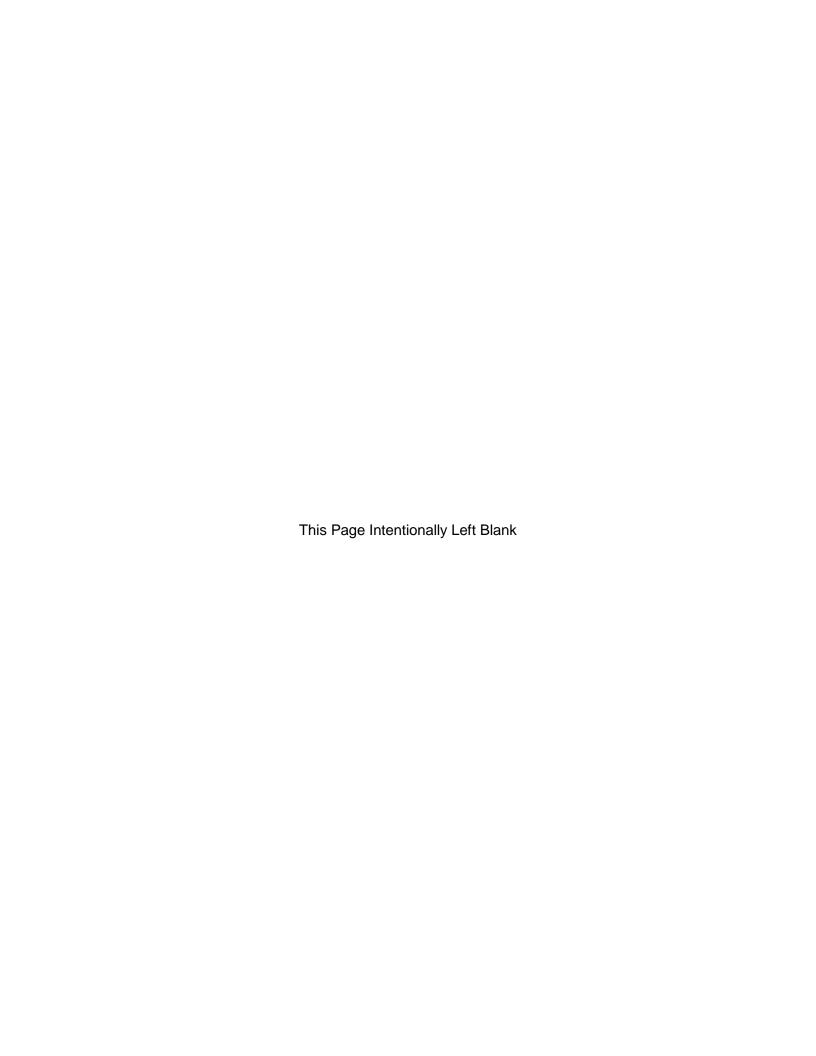


Table 10-2 Risk Classification

Total Number of Active Risks = 108

- Update risk descriptions, effects, mitigations, 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 Sites Army Corps of Engineers (USACE), San Francisco Bay Regional Water Quality Control Board (SFBRWQCB), the California Department of Fish and Wildlife (CDFW), and the San Francisco Bay Conservation Development Commission (BCDC).

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 JPB 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. The JPB will implement the mitigation measures through its own actions, those of the design-build contractor and actions taken in cooperation with other agencies and entities. The MMRP is available on the Caltrain website:

 $\underline{\text{http://www.caltrain.com/Assets/Caltrain+Modernization+Program/Electrification+Documents/MMRP.pdf}$

(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 were present during the design phase investigation activities (geotechnical 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.
- A habitat assessment for a sensitive avian species was conducted at previously identified potential habitat locations. The habitat assessment was conducted in

- order to determine the likelihood of encountering the sensitive species during upcoming project activities.
- Architectural historians took photos and documented 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 activities) occurring in areas that require environmental compliance monitoring. In addition, biological survey teams will conduct protocol level surveys for sensitive avian species and an architectural historian will continue to take photos and document site conditions at historic railroad stations in support of historic documentation required as part of the MMRP.

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. The 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 began preparation of relocation notices and various design information for utility owners.

- Monthly meetings will continue with telecom and power carriers.
- PCEP team will send relocation notices to utility owners and will also continue to provide design information for relocation designs.



13.0 REAL ESTATE

The PCEP requires the acquisition of a limited amount of real estate. In general, Caltrain uses existing ROW for the PCEP, but in certain locations, will need to acquire small portions of additional real estate to expand the right-of-way (ROW) to accommodate installation of OCS supports (fee acquisitions or railroad easements) and associated Electrical Safely Zones (easements). There are two larger full acquisition areas required for wayside facilitates (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.

- 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 one commercial business.
- The first grantor has signed the offer package.
- The PCEP team conducted a number of surveys to help property owners identify the exact limits of property acquisition required for the project.
- The agency continues to negotiate the Cooperative Agreement for eminent domain authority with the City & County of San Francisco. The target for completion is for early 2017.
- Staff met with UPRR and developed a process for acquiring the two parcels necessary for the Project.

- Negotiations for all outstanding offers will continue.
- The PCEP team will issue work directives to appraise and acquire parcels in Segments 1 and 3.
- It is anticipated that properties will close escrow for grantors who have accepted the offers.

Table 13-1 Real Estate Acquisition Overview

	No. of	No. of	Offers	Offers	Acquisition Status					
Segment	Parcels Needed [*]	Appraisals Completed	Presented	Accepted	Escrow Closed	Value Litigation	Parcel Possession			
Segment 1	8	0	0	0	0	0	0			
Segment 2	27	24	17	4	0	0	0			
Segment 3	11	0	0	0	0	0	0			
Segment 4	11	11	4	0	0	0	0			
Total	57	35	21	4	0	0	0			

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

Туре	Agreement	Third-Party	Status
	Construction & Maintenance 1	City and County of San Francisco	In Process
		City of Brisbane	Executed
		City of South San Francisco	Executed
		City of San Bruno	Executed
		City of Millbrae	Executed
		City of Burlingame	Executed
		City of San Mateo	Executed
		City of Belmont	Executed
		City of San Carlos	Executed
		City of Redwood City	Executed
Governmental		City of Atherton	In Process
Jurisdictions		County of San Mateo	Executed
		City of Menlo Park	Executed
		City of Palo Alto	In Process
		City of Mountain View	Executed
		City of Sunnyvale	Executed
		City of Santa Clara	Executed
		County of Santa Clara	Executed
		City of San Jose	Executed
	Condemnation Authority	San Francisco	In Process
		San Mateo	Executed
		Santa Clara	Executed
Utilities	Infrastructure	Pacific Gas & Electric (PG&E)	Executed
Otilities	Operating Rules	California Public Utilities Commission (CPUC)	Executed ²
	Construction & Maintenance	Bay Area Rapid Transit (BART)	Executed ⁴
Transportation	Construction & Maintenance	California Dept. of Transportation (Caltrans)	Not needed ⁵
& Railroad	Trackage Rights	Union Pacific Railroad (UPRR)	Executed 4

Notes regarding table above:

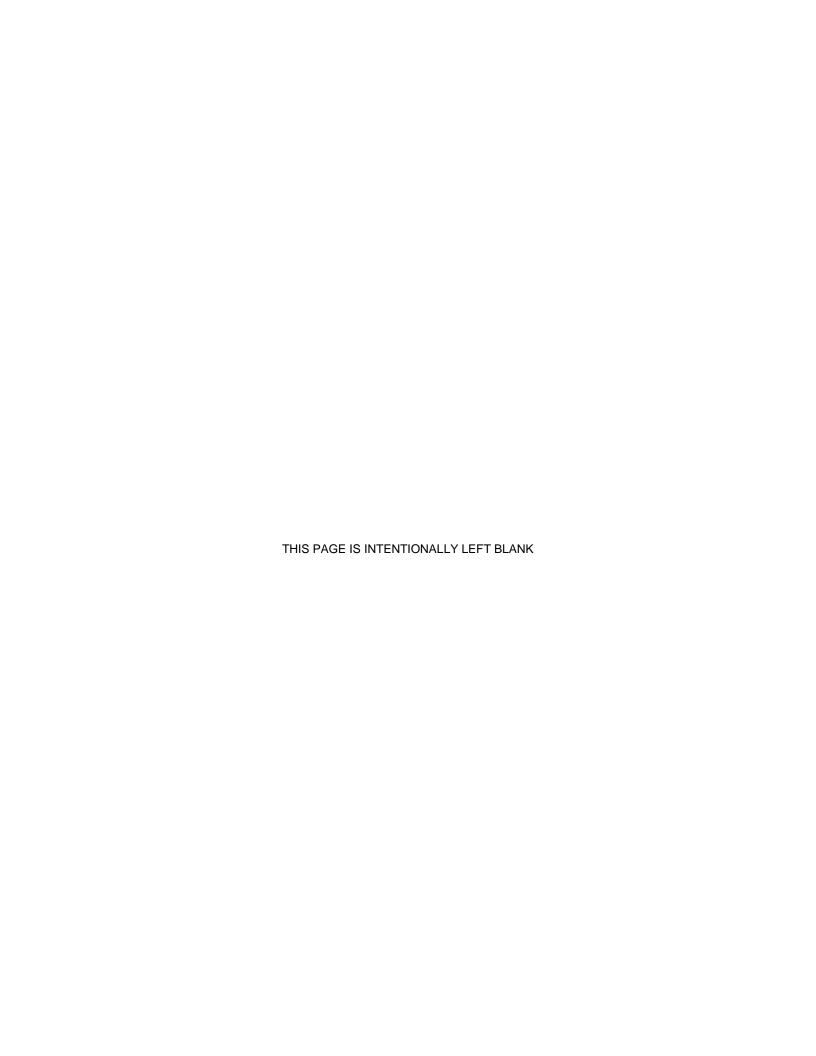
Third Party Agreements 14-1 December 31, 2016

^{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.

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

Utilizing existing agreements.
 Caltrans Peer Process utilized. Formal agreement not needed.



15.0 COMMUNITY RELATIONS AND OUTREACH

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

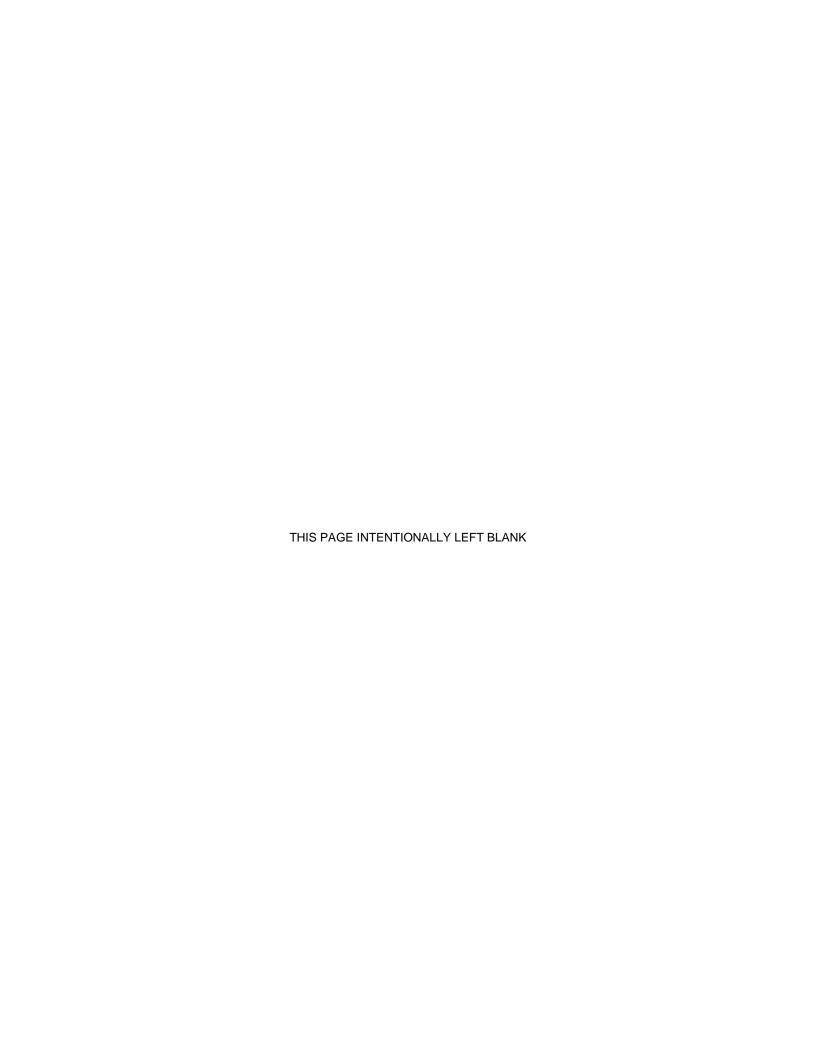
- Harbor Industrial Association
- C3
- Atherton Rail Committee
- Fire Life Safety
- Peninsula Freight User Group
- JPB CAC
- Visitation Valley Community Center
- Diridon Station Joint Policy Advisory Board
- JPB Citizen Advisory Committee

• Third Party/Stakeholder Actions

None to report.

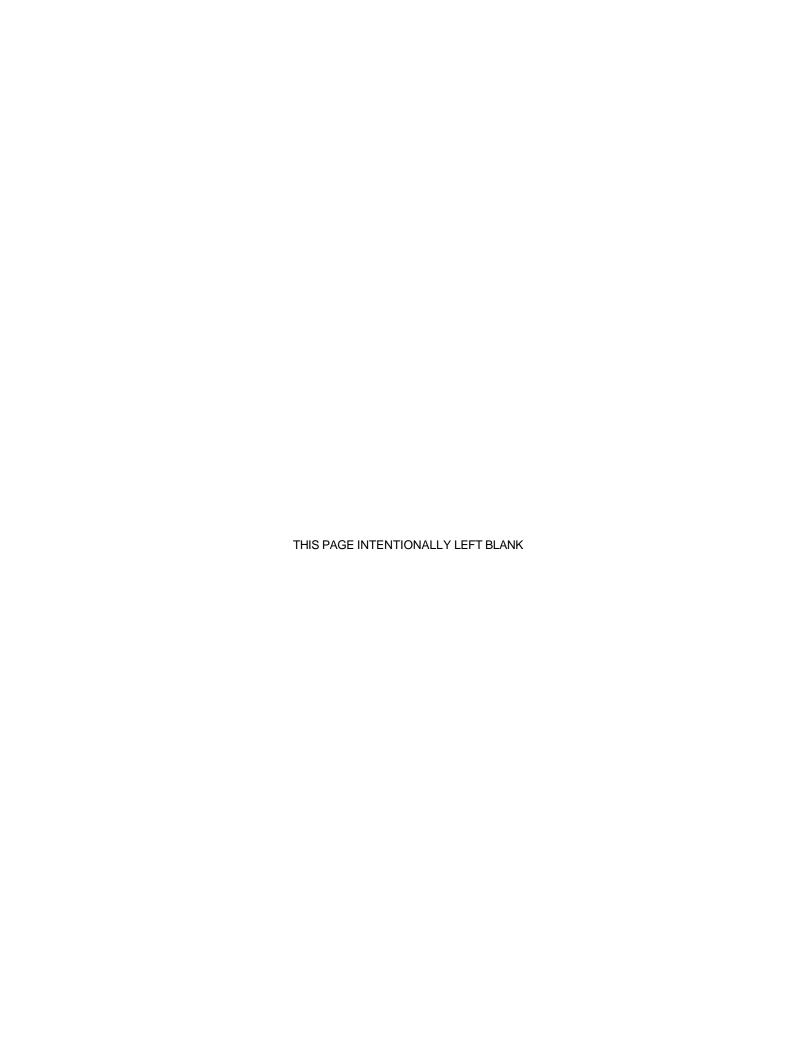
Stakeholder Meetings

- San Mateo County Economic Development Association (SAMCEDA)
- Silicon Valley and San Francisco Bicycle 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. 2 to increase contract authority by \$5.5M for the CalMod Program Management Support Services contract.

IFB/RFQ/RFP Advertised this Month:

• No IFB/RFQ/RFP's were issued for December.

IFB/RFQ/RFP Received this Month:

No IFB/RFQ/RFP's were received for December.

Contract Awards this Month:

• No Contract Awards were made for December.

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

- Multiple WD & PO's were issued to support the program needs for December.
- Purchase Order issued to ARES for Prism Contract Management software.

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

- RFP SCADA system to support CalMod.
- RFP On- Call Ambassador Support Services.

Upcoming Contract Awards:

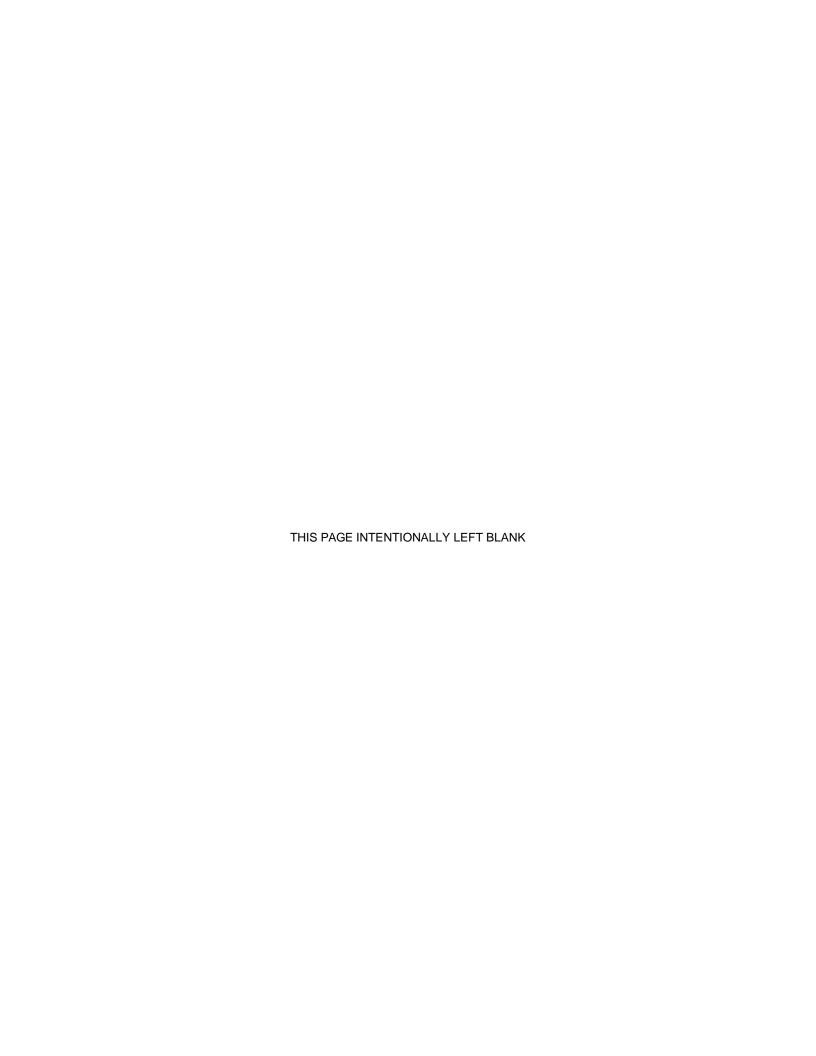
 Issue Amendment No. 3 to exercise Option Year 1 for the CalMod Program Management Support Services contract for URS (AECOM).



18.0 TIMELINE OF MAJOR PROJECT ACCOMPLISHMENTS

Below is a timeline showing major project accomplishments from 2002 to 2016:

Date 2002	Milestone Conceptual Design Completed
2004	Draft NEPA Environmental Assessment (EA)/Environmental Impact Report (EIR) (2004)
2008	35% design complete
2009	Final NEPA EA/EIR and Finding of No Significant Impact (FONSI)
2014	Request for Qualifications (RFQ) for Electrification Request for Information for EMU
2015	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
2016	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 ETA approval of Entry into Engineering for the Core Capacity Program
	FTA approval of Entry into Engineering for the Core Capacity Program



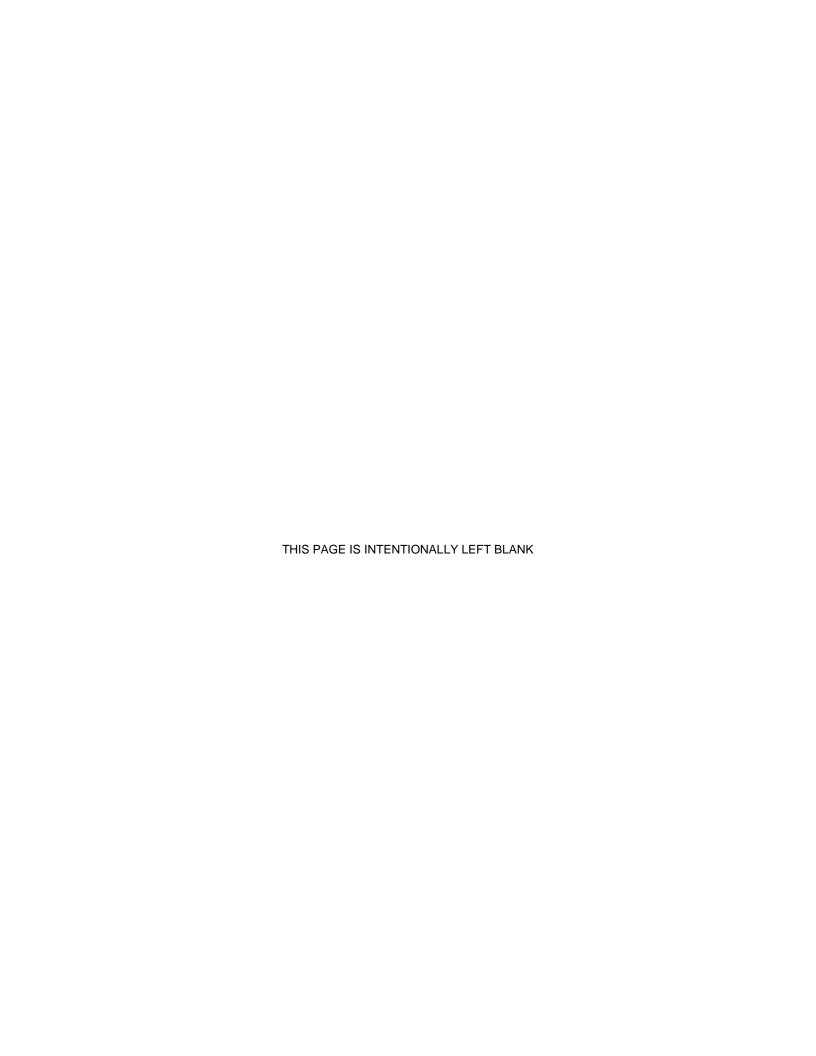
APPENDICES

Appendices December 31, 2016



Appendix A – Acronyms

Appendix A December 31, 2016



AIM	Advanced Information Management	EIR	Environmental Impact Report
ARINC	Aeronautical Radio, Inc.	EMU	Electric Multiple Unit
BAAQMD	Bay Area Air Quality	ESA	Endangered Species Act
ВВІ	Management District Balfour Beatty	ESA	Environmental Site Assessments
CAISO	Infrastructure, Inc. California Independent	FEIR	Final Environmental Impact Report
	System Operator	FNTP	Full Notice to Proceed
CalMod	Caltrain Modernization Program	FFGA	Full Funding Grant Agreement
Caltrans	California Department of Transportation	FONSI	Finding of No Significant Impact
CDFW	California Department of Fish and Wildlife	FRA	Federal Railway Administration
CEMOF	Centralized Equipment Maintenance and Operations Facility	FTA	Federal Transit Administration
CEQA	California Environmental Quality Act (State)	GO	General Order
		HSR	High Speed Rail
CHSRA	California High-Speed Rail Authority	ICD	Interface Control Document
CIP	Capital Improvement Plan	ITS	Intelligent Transportation
CPUC	California Public Utilities Commission		System
DB	Design-Build	JPB	Peninsula Corridor Joint Powers Board
DBB	Design-Bid-Build	LNTP	Limited Notice to Proceed
DBE	Disadvantaged Business Enterprise	MMRP	Mitigation, Monitoring, and Reporting Program
DEMP	Design, Engineering, and Management Planning	MOU	Memorandum of Understanding
EA	Environmental Assessment	MPS	Master Program Schedule
		NCR	Non Conformance Report
EAC	Estimate at Completion	NEPA	National Environmental Policy Act (Federal)

NHPA	National Historic Preservation Act	RRP	Railroad Protective Liability	
NMFS	National Marine Fisheries Service	RSD	Revenue Service Date	
NTP	Notice to Proceed	RWP	Roadway Worker Protection	
ocs	Overhead Contact System	SamTrans	San Mateo County Transit District	
PCEP	Peninsula Corridor Electrification Project	SCADA	Supervisory Control and	
PCJPB	Peninsula Corridor Joint Powers Board	SCC	Data Acquisition Standard Cost Code	
PG&E	Pacific Gas and Electric	SPUR	JR San Francisco Bay Area	
РНА	Preliminary Hazard Analysis		Planning and Urban Research Association	
PMOC	Project Management Oversight Contractor	SFBCDC	San Francisco Bay Conservation Development Commission	
PS	Paralleling Station	SFCTA	San Francisco County	
PTC	Positive Train Control		Transportation Authority	
QA	Quality Assurance	SFMTA	San Francisco Municipal Transportation Authority	
QC	Quality Control	SFRWQCB	San Francisco Regional	
QMP	Quality Management Plan	Water Quality Control Board		
QMS	Quality Management System	SOGR	State of Good Repair	
RAMP	Real Estate Acquisition Management Plan	SS	Switching Station	
		SSCP	Safety and Security	
RE	Real Estate		Certification Plan	
RFI	Request for Information	SSMP	Safety and Security Management Plan	
RFP	Request for Proposals	SSWP	Site Specific Work Plan	
RFQ	Request for Qualifications	TASI	Transit America Services	
ROCS	Rail Operations Center System		Inc.	
ROW	Right-of-Way	TBD	To Be Determined	
		TPS	Traction Power Substation	

TVA Threat and Vulnerability

Assessment

UPRR Union Pacific Railroad

United States Army Corp of Engineers USACE

U.S. Fish and Wildlife **USFWS**

Service

VTA

Santa Clara Valley Transportation Authority



