



BOARD OF DIRECTORS 2021

DEVORA "DEV" DAVIS, CHAIR
STEVE HEMINGER, VICE CHAIR
CINDY CHAVEZ
JEFF GEE
GLENN HENDRICKS
DAVE PINE
CHARLES STONE
SHAMANN WALTON
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MICHELLE BOUCHARD
ACTING EXECUTIVE DIRECTOR

AGENDA

PENINSULA CORRIDOR JOINT POWERS BOARD

Due to COVID-19, this meeting will be conducted via teleconference only (no physical location) pursuant to the [Governor's Executive Orders N-25-20 and N-29-20](#).

Directors, staff and the public may participate remotely via Zoom at

<https://zoom.us/j/91412776292?pwd=cVdKa01PK2FKdm1CSUwwZXR3RmlkUT09>

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<http://www.caltrain.com/about/bod/video.html>

Public Comments: Members of the public are encouraged to participate remotely. Public comments may be submitted to publiccomment@caltrain.com prior to the meeting's call to order so that they can be sent to the Board as soon as possible, while those received during or after an agenda item is heard will be included into the Board's weekly correspondence and posted online at http://www.caltrain.com/about/bod/Board_of_Directors_Meeting_Calendar.html.

Oral public comments will also be accepted during the meeting through *Zoom or via the teleconference number listed above. Public comments on individual agenda items are limited to one per person PER AGENDA ITEM. Use the Raise Hand feature to request to speak. For public 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 the Hand feature for public comment and press *6 to accept being unmuted when recognized to speak for two minutes or less. Each commenter will be automatically notified when they are unmuted to speak for two minutes or less. The Board 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.

July 1, 2021 – Thursday

PART I OF MEETING (CALL TO ORDER): 9:00 am

1. Call to Order / Pledge of Allegiance
2. Roll Call

PART II OF MEETING (CLOSED SESSION): 9:05 am estimated

3. General Counsel Report – Closed Sessions:
 - a. Closed Session: Conference with Legal Counsel – Anticipated Litigation. Initiation of Litigation pursuant to Government Code Section 54956.9(d)(4): One potential case

- b. Closed Session: Conference with Legal Counsel – Conference with Legal Counsel – Existing Litigation Pursuant to Government Code Section 54956.9(d)(1): JPB v. Parsons, et al, San Mateo County Superior Court, Case No. 17CIV00786
- c. Closed Session: Conference with Legal Counsel – Existing Litigation Pursuant to Government Code Section 54956.9(d)(1): JPB v. Golden Bay Fence Plus Iron Works, Inc., City & County of San Francisco, Caltrans, San Francisco County Superior Court, Case No. Case No. CGC-19-573781

PART III OF MEETING (REGULAR SESSION): 10:25 am estimated

- 4. General Counsel Report – Report Out from Above Closed Session INFORMATIONAL
- 5. Public Comment for 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 reply.
- 6. Consent Calendar
Members of the Board may request that an it5.em under the Consent Calendar be considered separately
 - a. Approve Regular Meeting Minutes of June 3, 2021 MOTION
 - b. Receive Key Caltrain Performance Statistics – May 2021 MOTION
 - c. Award of Contract to Provide Third Party Administrator Services for Public Liability Claims RESOLUTION
 - d. Approve and Ratify Fiscal Year 2022 Property Casualty Insurance Program RESOLUTION
 - e. Authorize Execution of Memorandum of Understanding with Prologis 4th & King LLC for Joint Delivery of the Caltrain San Francisco Railyards Preliminary Business Case RESOLUTION
 - f. Report of the Chief Financial Officer (CFO) INFORMATIONAL
 - g. Accept Statement of Revenues and Expenses for the Period Ended May 31, 2021 MOTION
 - h. Accept On-Call Transportation Planning and Consultant Support Services Update INFORMATIONAL
 - i. State and Federal Legislative Update INFORMATIONAL
 - j. Update on Service Restoration INFORMATIONAL
- 7. Reports
 - a. Report of the Citizens Advisory Committee INFORMATIONAL
 - b. Report of the Chair *(oral)*
 - i. Report on Governance *(oral)* INFORMATIONAL
 - ii. Pride Month Resolution RESOLUTION
 - c. Report of the Local Policy Maker Group (LPMG) *(oral)* INFORMATIONAL

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| d. Report of the Transbay Joint Powers Authority (<i>oral</i>) | INFORMATIONAL |
| e. Report of the Executive Director | INFORMATIONAL |
| i. Peninsula Corridor Electrification Project (PCEP) Monthly Progress Report – May | INFORMATIONAL |
| 8. Approving a Contract with Alstom Signaling Operation LLC for Signal Systems Modification Work to Support the Peninsula Corridor Electrification Project for a Sum Not to Exceed \$25,800,000 | RESOLUTION |
| 9. Conditionally Authorizing Increases of \$20,000,000 to South San Francisco Station Improvement Contract, and \$25,000,000 to Both the Project Budget and the Fiscal Year 2022 Capital Budget | RESOLUTION |
| 10. Update on Service Restoration | INFORMATIONAL |
| 11. Correspondence | |
| 12. Board Member Requests | |
| 13. General Counsel Report | |
| 14. Date/Time of Next Regular Meeting: Thursday, August 5, 2021 at 9:00 am via Zoom | |
| 15. Adjourn | |

INFORMATION FOR THE PUBLIC

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

If you have questions on the agenda, please contact the JPB Secretary at 650.508.6242. Agendas are available on the Caltrain website at 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: Fourth Monday of the month, 2:30 pm; JPB WPLP Committee: Fourth Wednesday of the month, 3:00 pm. 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

Due to COVID-19, the meeting will only be via teleconference as per the information provided at the top of the agenda. the Public may not attend this meeting in person. *Should Zoom not be operational, please check online at http://www.caltrain.com/about/bod/Board_of_Directors_Meeting_Calendar.html for any updates or further instruction.

Public Comment*

Members of the public are encouraged to participate remotely. Public comments may be submitted to publiccomment@caltrain.com prior to the meeting's call to order so that they can be sent to the Board as soon as possible, while those received during or after an agenda item is heard will be included into the Board's weekly correspondence and posted online at http://www.caltrain.com/about/bod/Board_of_Directors_Meeting_Calendar.html. Oral public comments will also be accepted during the meeting through Zoom or the teleconference number listed above. Public comments on individual agenda items are limited to one per person PER AGENDA ITEM and each commenter will be automatically notified when they are unmuted to speak for two minutes or less. The Board 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 for written agenda materials in appropriate alternative formats, or disability-related modification or accommodation, including auxiliary aids or services, to enable individuals with disabilities to participate in 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 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 are distributed to a majority of the legislative body will be available for public inspection at 1250 San Carlos Avenue, San Carlos, CA 94070-1306, at the same time that the public records are distributed or

made available to the legislative body.

**Peninsula Corridor Joint Powers Board
Board of Directors Meeting
1250 San Carlos Avenue, San Carlos CA**

DRAFT MINUTES OF JUNE 3, 2021

MEMBERS PRESENT: C. Chavez , D. Davis (Chair), J. Gee, G. Hendricks, S. Heminger (Vice Chair), D. Pine, C. Stone, S. Walton, M. Zmuda

MEMBERS ABSENT: C. Stone

STAFF PRESENT: C. Mau, J. Cassman, S. Van Hoften, M. Bouchard, D. Hansel, J. Harrison, R. Johansen, S. Petty, B. Shaw, B. Fitzpatrick, J. Funghi, R. Rios, B. Tietjen, P. Skinner, K. Yin, M. Kumar, S. Cocke, R. Barnard, T. Young, L. Leung, A. Kleiber, M. Jones, T. Burgwyn, J. Sangha, D. Seamans, S. Wong

1. CALL TO ORDER / PLEDGE OF ALLEGIANCE

Chair Dev Davis called the meeting to order at 9:00 am and led the pledge of allegiance.

2. ROLL CALL

District Secretary Dora Seamans called the roll and a quorum was confirmed.

Public Comment

Roland Lebrun, San Jose, commented on the legality of Valley Transportation Authority (VTA) approving a bi-annual budget approving \$2.2 billion for BART and zero dollars for Caltrain and the background of a Staff Coordinating Council member.

3. GENERAL COUNSEL REPORT – CLOSED SESSION:

a. Closed Session: Conference with Legal Counsel – Anticipated Litigation Initiation of litigation pursuant to Government Code Section 54956.9(d)(4): One potential case

*The Board convened in closed session at 9:05 am
The Board reconvened in regular session at 10:05 am*

Director Glenn Hendricks acknowledged the tragedy that occurred on May 26 at the VTA light rail yard where nine members lost their lives. He thanked AC Transit, SamTrans, and the public for their support.

4. GENERAL COUNSEL REPORT – REPORT OUT FROM ABOVE CLOSED SESSION

General Counsel James Harrison stated that there was no reportable action at this time.

5. PUBLIC COMMENT FOR ITEMS NOT ON THE AGENDA

Marie Blankley, Gilroy Mayor, commented on improving Caltrain and bus service at the Gilroy Transit Center, VTA housing plans, and building a parking structure to accommodate parking demands.

Kaloma Smith, University AME Zion Church Pastor, commented on considering Manzanita Works for the Caltrain GoPass pilot.

Vaughn Wolffe, Pleasanton, commented on addressing climate change and a resilience plan.

Adina Levin, Friends of Caltrain, expressed condolences to VTA and commented on continuing remote public comment when restrictions are lifted.

Aleta Dupree, Oakland, commented on recognizing Pride Month and moving away from paper tickets.

Jeff Carter, Millbrae, expressed condolences to VTA and commented on adding public comment on closed sessions as an agenda item.

Roland Lebrun, San Jose, commented on enabling closed captioning on Zoom, enabling Zoom before the pledge, operating hourly Caltrain service to Gilroy, and buying the VTA-owned Caltrain parking to help Caltrain capital and operating budgets.

Doug Delong, Mountain View, commented on welcoming people with disabilities, mental health disabilities, and looking at condoning insensitive behavior among employees as a workplace safety issue.

Mila Zelkha, CEO Manzanita Works, commented on considering Manzanita Works for the Gopass pilot and addressing growing ridership and equity issues with GoPass.

Bruce England, Mountain View Coalition for Sustainable Planning, commented on the VTA tragedy and considering remote public comment for future meetings.

Adrian Brandt, San Mateo County, commented on continuing remote public participation via Zoom and increasing the number of riders.

6. CONSENT CALENDAR

- a. Approve Regular Meeting Minutes of May 6, 2021 and Special Meeting #2 minutes of May 14, 2021**
- b. Receive Key Caltrain Performance Statistics – April 2021**
- c. Authorize Execution of Contracts for Information Technology Licenses, Maintenance Services, and Professional Services**
- d. Authorize Execution of Contracts for Technology-Related Products and Services through Piggybacking Contracts and Cooperative Purchasing Programs**

- e. Authorization to Execute Master Agreement and Program Supplements for State-Funded Transit Projects**
- f. Authorize Execution of a Change Order to the Peninsula Corridor Electrification Project Contract with ARINC for Supervisory Control and Data Acquisition (SCADA) Database Changes**
- g. Authorize an Amendment to the Agreement with HDR Engineering, Inc. for Engineering Consultant Design Services**
- h. Amendment of the Caltrain Fare Structure and Approval of Associated Title VI Equity Analysis**
- i. Capital Projects/FY21 Q3 Quarterly Progress Report**
- j. Report of the Chief Financial Officer (CFO)**
- k. Accept Statement of Revenues and Expenses for the Period Ended April 30, 2021**
- l. GoPass Donation Program Update**
- m. Approve Caltrain Corridor Use Compatibility Finding for Proposed Bicycle and Pedestrian Undercrossing at Bernardo Avenue in Sunnyvale and Mountain View**
- n. Approve 10-year lease with Prometheus Real Estate Group at the San Carlos Caltrain Station**
- o. State and Federal Legislative Update**

Director Charles Stone commented on item b - increasing the amount of Caltrain ridership and moving in the right direction.

Chair Davis requested Key Caltrain Performance statistics to include 2019, 2020, and 2021 as points of reference in tables.

The Board members had a robust discussion and staff provided further clarification in response to the Board comments and questions on how the GoPass donation program was embedded in the overall equity program. Director Chavez requested it go through an entire committee to assess fit with the equity program.

Motion/Second: Chavez/Stone

Ayes: Chavez, Gee, Hendricks, Pine, Stone, Walton, Zmuda, Heminger, Davis

Noes: None

Absent: None

Public Comment

Jeff Carter, Millbrae, commented on item h, hearing an update on the comprehensive fare structure, new fare products, and abandoning the zone system.

Aleta Dupree, Oakland, commented on continuing Clipper START, and having fare caps.

7. REPORTS

a. Report of the Citizens Advisory Committee (CAC)

Brian Shaw, Chair, reported on the May meeting, which included public comments on the new ticket vending machines in Millbrae, moving to Clipper START, increasing ridership, train frequency, state of good repair budgets, shuttle availability, and the 15 ride ticket system. Mr. Shaw summarized committee comments on wireless crossing technology, current schedules at stations, Measure RR fees, disappointment at member agency withdrawing budget support, implementation of a new discount, replacing zonal fares with distance based fares, drafting a distance-based fare resolution, and code of conduct update. He also reported on CAC seat openings for San Mateo and San Francisco Counties.

b. Report of the Chair

i. Report on Governance

Chair Davis announced June as Pride month and stated there would be a retroactive resolution in July recognizing Pride month. She summarized the May Special Meeting that looked at the three self-directed options, and the next Special Board Meetings are scheduled for June 25th, August 20th, and October 22nd, with action expected to be taken at the December meeting.

c. Report of the Executive Director

Michelle Bouchard, Acting Executive Director, reported on the following: support, condolences, and solidarity for the VTA; returning to work; service recovery while maintaining commitments with regional agencies; business strategy around recovery; fare structure; the upcoming MTC Blue Ribbon Task Force meeting.

i. Peninsula Corridor Electrification Project (PCEP) Monthly Progress Report – April

Ms. Bouchard stated this was included in the monthly packet.

Public Comment

Roland Lebrun, San Jose, commented on Chair Report on governance and closed captioning, monthly ridership slide starting in January 2020, ridership recovery, and the VTA contribution to BART.

Vaughn Wolffe, Pleasanton, commented on keeping paper tickets.

Aleta Dupree, Oakland, commented on public comments on Zoom, pride month, and return of riders.

Jeff Carter, Millbrae, commented on keeping a paper ticket option, performance statistics, and breakdown in revenue for GoPass and various fare products.

8. PENINSULA CORRIDOR ELECTRIFICATION PROJECT (PCEP) UPDATE

Michelle Bouchard, Acting Executive Director, introduced the item. She stated the project overview (electrifying 51 miles from San Francisco to San Jose), instead of 16 six-car trains, the project will have 19 seven-car trains. Ms. Bouchard said there were huge

project benefits: improved performance, reduced emissions, positive economic benefits, and reduced noise. She also cited the long term service vision.

John Funghi, CalMod Chief Officer, provided an updates on construction progress, which included the following: overhead contact system (OCS) installation, traction power facilities, electric trains; costs increases (driven by contract dispute related to signal system) with a delayed schedule; PG&E substation work; traction power system design in completion. He noted additional costs to complete the program and provided time estimates, including the escalating program and reserve costs to address unknown risks. He noted that there were contract disputes with ongoing negotiations, unknown underground site conditions, and COVID related delays. He noted next steps would include complete contract negotiations, project completion plan, funding plan agreements, and contract award authorization.

Derek Hansel, CFO, discussed the following: Federal and State funding opportunities, issuance of tax-exempt bonds, member agency funding, Four Party agreement, and project bond financing.

Public Comment

Jeff Carter, Millbrae, commented on the availability of the slides presented and eventually having electric multiple units (EMUs) up to ten cars.

Roland Lebrun, San Jose, commented on Mr. Funghi being the fourth project manager, the signaling system, whether the EMU is horizontal or vertical, de-coupling, and governance familiar with rail issues.

Aleta Dupree, Oakland, commented on increasing foundations during the dry season.

Vaughn Wolffe, Pleasanton, commented on resilience planning with Caltrain and PG&E over large distances.

Adrian Brandt, San Mateo County, commented on the cost over runs, make the draft risk reports available for reading, and more information for dual speed check.

Elizabeth Alexis, Californians Advocating Responsible Rail Design (CARRD) commented on encouraging transparency, transparency with vendors, and keeping numbers up to date.

The Board members had a robust discussion and staff provided further clarification in response to the Board comments and questions regarding:

- Replenishing project reserves with so much uncertainty
- How long will it take to determine how much should be financed and how much Measure RR is needed
- Negotiation of payment to contractors – when will this be known
- FTA Risk Refresh Report – level of analysis for change order request & risks out there (entitlement, Unit prices, cost, scope etc.) what did FTA look at
- BBI physical construction completion date (in a year)
- The committed signal system and software for the safety systems

- Tension with contracts, vendors, & public agency – contingency is to manage risks ahead of us and not a pot of money for contractors to get and to manage this aggressively
- Hitting the new completion date
- Being transparent with potential delays and costs
- If the draft report from FTA be available on CalMod website
- When will the final report be available and posted
- Engaging with partner agencies for state and federal funding sources discussion
- Will there be future action requested of member agencies on the funding side

9. AFFIRMATION OF DEBT POLICY AND CONSIDERATION OF 2021 FINANCING PLAN

Derek Hansel provided the presentation, which included: revolving credit agreements, potential savings, "New Money" Measure RR Secured Bonds, and refinancing of 2019 farebox revenue bonds, series A. He recommended replacing credit agreements, refinancing, securing new money bond, and re-authorizing the debt policy.

Public Comment

Roland Lebrun, San Jose, commented on making the presentation available to the public and previous money not used for intended purposes.

The Board members had a robust discussion and staff provided further clarification in response to the Board comments and questions regarding the following:

- Who will get paid back first
- New money bonds sales tax bonds Caltrain pays back with fuel credit
- Credit facility support by subordinate pledge of Measure RR money
- Capital contributions from partner agencies
- Requesting through Twitter or social media

Ms. Bouchard stated that in the past, they aligned the budget with the partner least able to contribute, and currently they have a pledge from San Mateo \$5 million and San Francisco contributed \$2.5 million. She stated they would try to push forward this year to allow for differentials.

Motion/Second: Zmuda/Heminger with authorization with staff to proceed with re-adoption of the debt policy

Ayes: Chavez, Gee, Hendricks, Pine, Stone, Walton, Zmuda, Heminger, Davis

Noes: None

Absent: None

10. UPDATE ON SERVICE RESTORATION

Sebastian Petty, Deputy Chief of Planning, introduced the item and stated that many employers and academic institutions are targeting September for resumption of in person activities.

Ted Burgwyn, Director of Rail Networks and Operations Planning, provided an update on COVID recovery planning efforts, including the following: vaccinations and reopening, scaling up regional transit service, service restoration goals, ongoing constraints, and Fall 2021 service expansion, key tradeoffs, and next steps to coordinate with BART, marketing, and fare reduction.

Public Comment

Roland Lebrun, San Jose, commented on putting the presentation online, BART, Capital Corridor, lowering and increasing fares, and increasing Caltrain's success with passing tracks.

Jeff Carter, Millbrae, commented on mixing local and express service during all periods.

Nishant Kheterpal, San Francisco, commented on restoring service to pre-pandemic levels as soon as possible.

Aleta Dupree, Oakland, commented on decreasing the intervals between trains to no longer than 30 minutes to allow for frequency and connections.

Vaughn Wolffe, Pleasanton, commented on frequency, and running fuller capacity of trains.

Adrian Brandt, San Mateo County, commented on catering to different demographics with lower frequency and bringing a regional transit type service.

Andy Chow, Redwood City, commented on restoring at least one set of baby bullets in the Fall to restore ridership.

Adina Levin, Friends of Caltrain, commented on providing robust service restoration in August or sooner, and having flexible service.

R. Bautista commented on bringing back pre-pandemic service, decreasing current service, and endorsing higher frequency on the weekend.

Remi Tan, Pacifica, commented on having a robust service throughout the day to accommodate flexible hybrid schedules, and moving along the electrification project.

Paul Wendt, Belmont, commented on returning to normal schedules, eliminating zones, matching BART's discount, the new Hillsdale station, center boarding, and 31st avenue undercrossing difficulties.

Matthew Asuncion, Sunnyvale, commented on off peak riders, electric train frequency impacts and timed connections with BART.

The Board members had a robust discussion and staff provided further clarification in response to the Board comments and questions regarding the following:

- Staff plans for ridership
- What is the impediment to running schedules next week at pre-pandemic levels
- GoPass partners regarding their return to work plan
- More discussion so we have good data on GoPass customers so we know what that reliability looks like
- Maintaining previous choice riders
- Expanding the baby bullet
- The date for coordination with BART and local buses
- Training new operators for expanded service

11. ADOPTION OF THE FISCAL YEAR 2022 PROPOSED OPERATING BUDGET AND THE FISCAL YEAR 2022 PROPOSED CAPITAL BUDGET

Derek Hansel, Chief Financial Officer, stated there were no proposed changes for member contributions and touched on the proposed budget outlook, and ARPA allocations, Measure RR funding, expenditure assumptions, two-thirds of fuel budget hedged, rail operator expenses being the largest expenditure, new full time employees (FTE), the Mountain View project being the bulk of "other" funding in capital budget, and transition and deferred capital projects from FY 2018-2022.

Public Comment

Roland Lebrun, San Jose, commented on VTA allocating \$2.2 billion to BART and \$0 to Caltrain, expenses for Caltrain administration, and decoupling rail and train operations.

Jeff Carter, Millbrae, commented on lack of member contributions, having two conductors on board trains may not be necessary,

Adina Levin, Friends of Caltrain, commented on the budget scenario, approving scenarios to bring back service, capital budget, and funding state of good repair for the Guadalupe Bridge project.

Remi Tan, Pacifica, commented on not seeing the electrification delay indicated on the budget, and driverless trains.

Aleta Dupree, Oakland, commented on focusing on Americans with Disabilities Act (ADA) work with elevators and escalators especially with 22nd street, and deferring fare increases.

Adrian Brandt, San Mateo County, commented on driverless trains, moving to one conductor per train, run more service or reduce cost, and passenger buttons to open train doors.

The Board members had a robust discussion and staff provided further clarification in response to the Board comments and questions regarding the following:

- The zeroed out number on Slide 15 – rolling stock
- The ability to meet desired state of good repair goals with the above number zeroed out
- What else is given up in the constrained budget, the pragmatic cost of the constrained budget
- The cost of delaying projects to a later date & the safety issues of putting projects off until a later date
- Impacts to service if there is less reliability/constrained budget
- History of capital contributions
- Engaging member agencies regarding budget contribution
- Prioritization of Measure RR funds
- Unconstrained budget being the value of all of capital projects the agency is recommending
- If member contributions come about, would Measure RR contributions be reduced
- Why rail service higher in FY22 than FY20, costing more to run less service
- Having a side by side comparison of the old contract and new one
- Having a follow up report on the constrained budget
- We need to take a look at lowest number while others match
- Having a breakdown of the positive train control (PTC) costs

Motion/Second: Hendricks/Zmuda

Ayes: Gee, Hendricks, Pine, Zmuda, Heminger, Davis

Noes: Stone

Absent: Chavez, Walton

12. CORRESPONDENCE

Correspondence was available online.

13. BOARD MEMBER REQUESTS

Chair Davis requested a Pride month resolution

Chair Davis requested including the 2019 and 2020 tables in addition to the 2021 table to have a point of reference for the Key Caltrain Performance Statistics for rider numbers.

Chair Davis requested the additional costs be in the PCEP reports and to inform the Board of any potential delays and potential costs as they become known.

Director Heminger requested a comparison of the old rail contracts to the new ones to compare service

Director Gee requested a detailed report on the constrained budget; of projects not done or deferred, including deferred.

Chair Davis requested the Positive Train Control (PTC) costs broken down

13. GENERAL COUNSEL REPORT

James Harrison, General Counsel, reported transitioning with the help of Renee Marler and Joan Cassman.

14. DATE/TIME OF NEXT REGULAR MEETING:

Thursday, July 1, 2021 at 9:00 am via Zoom

15. ADJOURN

The meeting adjourned at 1:55 pm in memory of the lives lost at VTA last week and former Assistant District Secretary Cindy Gumpal who lost her battle with cancer.

An audio/video recording of this meeting is available online at www.Caltrain.com. Questions may be referred to the Board Secretary's office by phone at 650.508.6242 or by email to Board@Caltrain.com.

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: Joint Powers Board

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Joe Navarro
Deputy Chief, Rail Operations

SUBJECT: **KEY CALTRAIN PERFORMANCE STATISTICS – MAY 2021**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

Staff Coordinating Council recommends that the Board receive the Performance Statistics Report for May 2021.

SIGNIFICANCE

Staff will provide monthly updates to Key Caltrain Performance Statistics, Caltrain Shuttle Ridership, Communications and Marketing Promotions, and Digital Communications. It should be noted that this report reflects impacts from the COVID-19 pandemic.

BUDGET IMPACT

There is no budget impact.

MONTHLY UPDATE

The coronavirus (COVID-19) pandemic continues to have drastic impacts on Caltrain ridership and revenue. Ridership estimates are developed using daily conductor counts at 14 key stations and Clipper tag-ons at all stations. This methodology has been in use since April 2020.

In May 2021, Caltrain's ridership was estimated as follows:

- Average Weekday Ridership (AWR) increased by 209 percent to 5,520 from May 2020 (1,936);
- Average Saturday Ridership increased by 297 percent to 3,920 from May 2020 (986);

- Average Sunday Ridership increased by 293 percent to 3,302 from May 2020 (834);
- Total ridership increased by 185 percent to 150,801 from May 2020 (48,771).

The large increase in ridership from a year ago is due to significant improvements of the COVID-19 pandemic, easing of COVID-19 restrictions and resumption of special events such as professional sports games played with spectators at the venues. However, when comparing current ridership to FY2019 pre-pandemic ridership, Caltrain ridership is gradually recovering.

Slow ridership recovery is attributed to dominance of tech industry and white-collar jobs within the Caltrain service area and telecommuting flexibility that has continued throughout the pandemic. Telecommuting has also impacted vehicular travel. Traffic crossing Dumbarton Bridge and San Mateo-Hayward Bridge has been approximately 20 percentage points slower than that on other toll bridges in San Francisco Bay Area.

The return of Caltrain ridership has been slower than other commuter/regional rail systems in North America. May 2021 average mid-weekday ridership (AMWR) was only 8.6 percent of AMWR reported in 2019 Caltrain Annual Passenger Count (63,597), the pre-pandemic baseline, whereas:

- Weekday ridership of both BART (East Bay) and Metrolink's (Los Angeles Basin) in May 2021 trended 15 to 20 percent of pre-pandemic ridership, and
- Average weekday ridership of Metrolink (Los Angeles Basin) in March 2021 was approximately 20 percent of that in March 2019, and;
- Monthly ridership of Metra (Greater Chicago region) in April 2021 was approximately 11 percent of their April 2019 monthly ridership.

With the opening of the economy, many companies are modifying and adjusting telecommuting policies and return to office policies which will impact future ridership. Staff will continue to monitor other commuter railways' ridership recovery trends and research on innovative measures to accelerate ridership recovery.

This month ticket sales changed from May 2020 for:

- One Way tickets: +216 percent
- ED One Way tickets: +157 percent
- Day Passes: +482 percent
- ED Day Passes: +432 percent
- Monthly Passes: +135 percent
- ED Monthly Passes: +84 percent

Other ticket sales and farebox revenue statistics trended as follows:

- Caltrain Mobile Ticketing accounted for 11.3 percent (17,107 rides) of the monthly ridership and 6.9 percent (\$113,903) of the monthly ticket sales revenue
- Number of Eligible Go Pass Employees decreased to 44,383 from 87,225 from May 2020
- Number of the participating Go Pass Companies decreased to 28 in May 2021 from 121 in May 2020
- Total Farebox Revenue increased by 148 percent to \$1,658,803 from May 2020

The adjusted negative farebox revenue for May 2020 is due to a \$6.2 million revenue adjustment for the 2020 Go Pass contract extension. Farebox revenue continues to be impacted due to lower ridership as a result of COVID-19 pandemic and the reduced number of participating Go Pass Companies.

On-time performance (OTP) for May 2021 was 90.2 percent compared to 95.8 percent for May 2020.

Regarding customer service statistics, the number of complaints per 100,000 passengers in May 2021 is not provided due to the significant decrease in ridership due to COVID-19 pandemic.

Shuttle ridership for May 2021 decreased 78.8 percent from May 2020. For station shuttles, the Millbrae-Broadway shuttle is averaging 20 daily riders.

Table A

May 2021

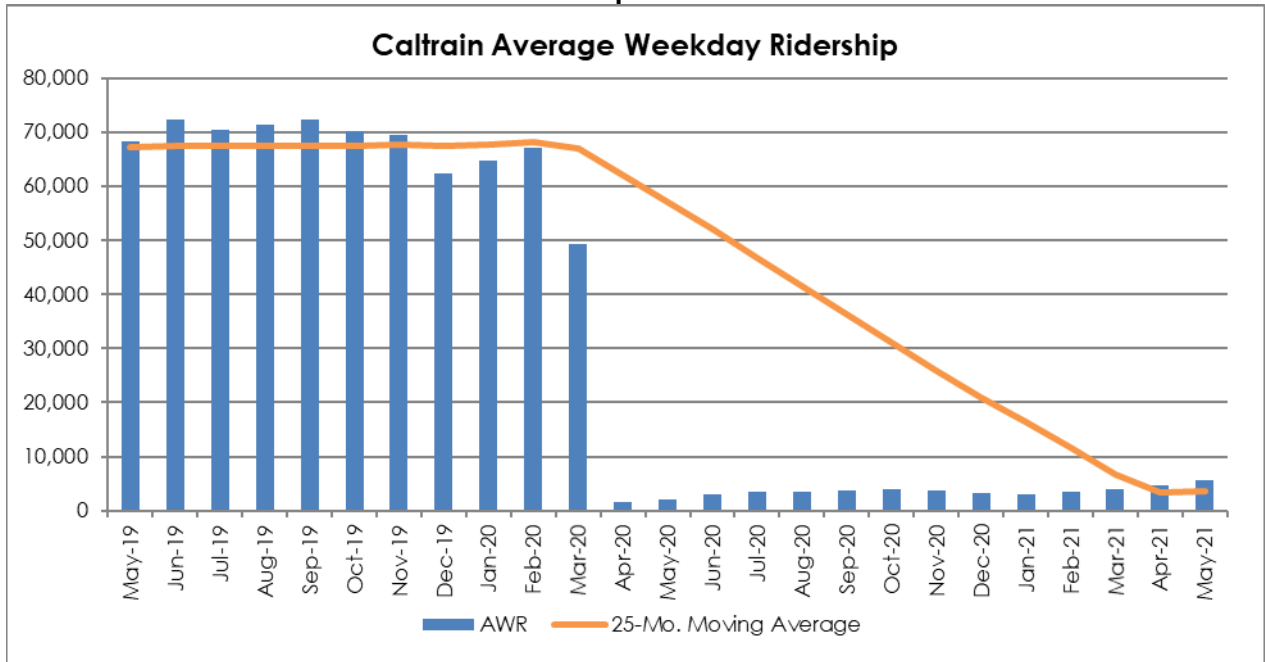
	FY2019	FY2020*	FY2021	FY20* to FY21 % Change
Total Ridership	1,618,825	48,771	150,801	209.2%
Average Weekday Ridership	68,326	1,936	5,521	185.2%
Total Farebox Revenue*	\$ 10,017,921	\$ (3,454,587)	\$ 1,658,803	148.0%
On-time Performance	95.0%	95.8%	90.2%	-5.8%
Average Weekday Caltrain Shuttle Ridership	8,267	621	132	-78.8%

Fiscal Year to Date

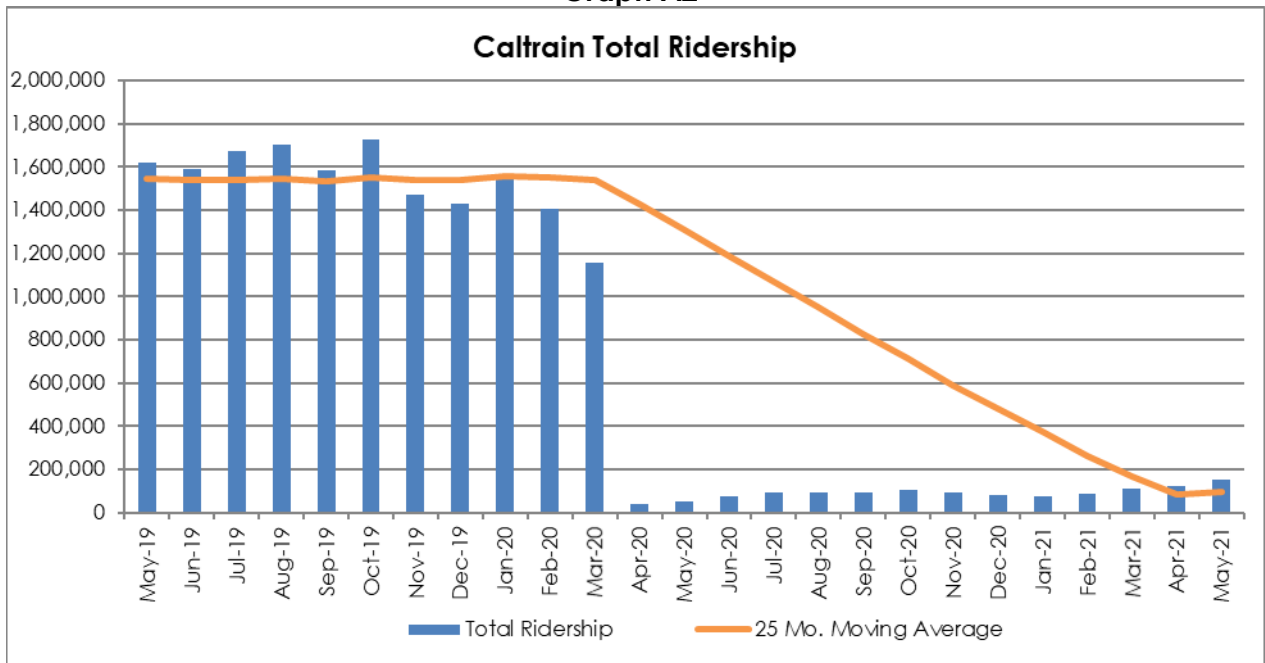
	FY2019	FY2020*	FY2021	FY20* to FY21 % Change
Total Ridership	16,774,836	13,778,965	1,093,693	-92.1%
Average Weekday Ridership	66,691	54,697	3,824	-93.0%
Total Farebox Revenue*	\$ 94,811,471	\$ 75,893,840	\$ 29,801,021	-60.7%
On-time Performance	93.3%	94.0%	93.7%	-0.3%
Average Weekday Caltrain Shuttle Ridership	8,356	6,823	970	-85.8%

* = Farebox Revenue Adjustment

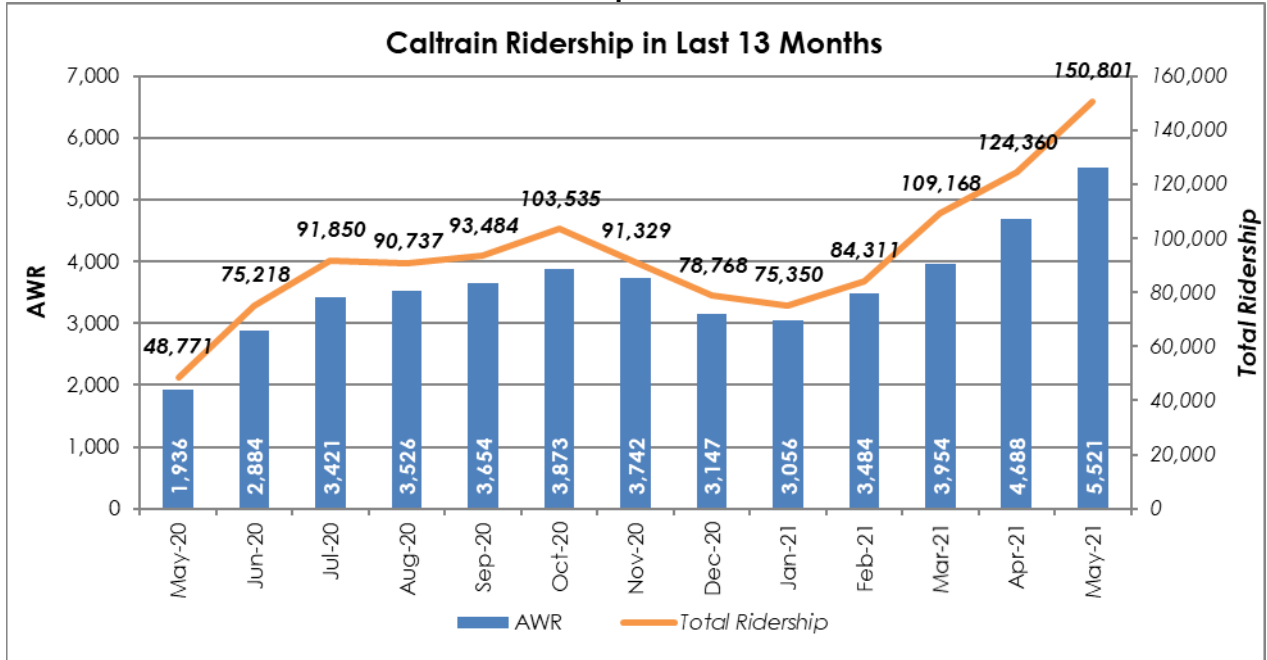
Graph A1



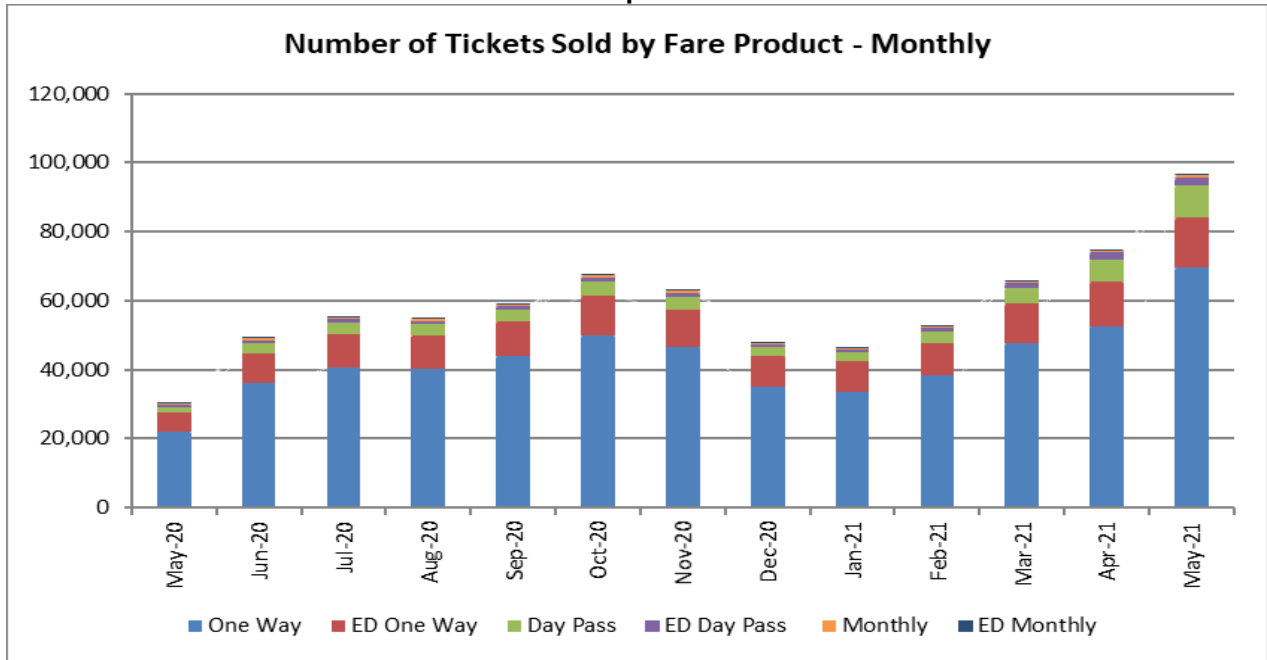
Graph A2



Graph A3

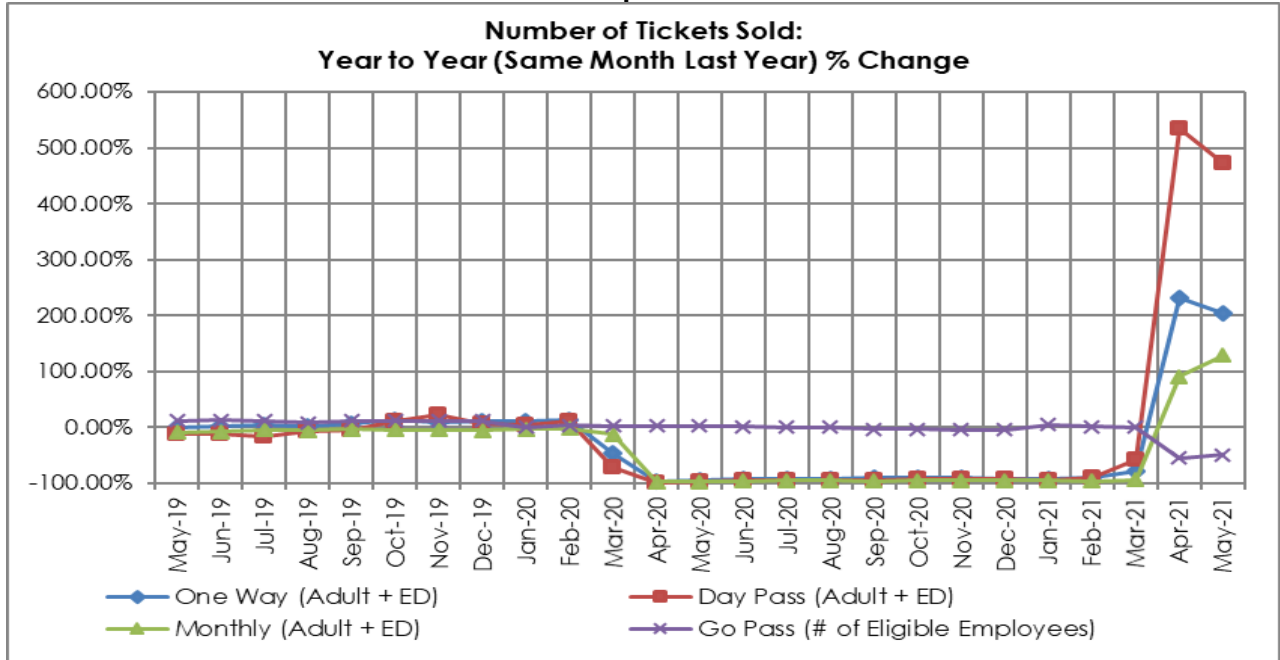


Graph B

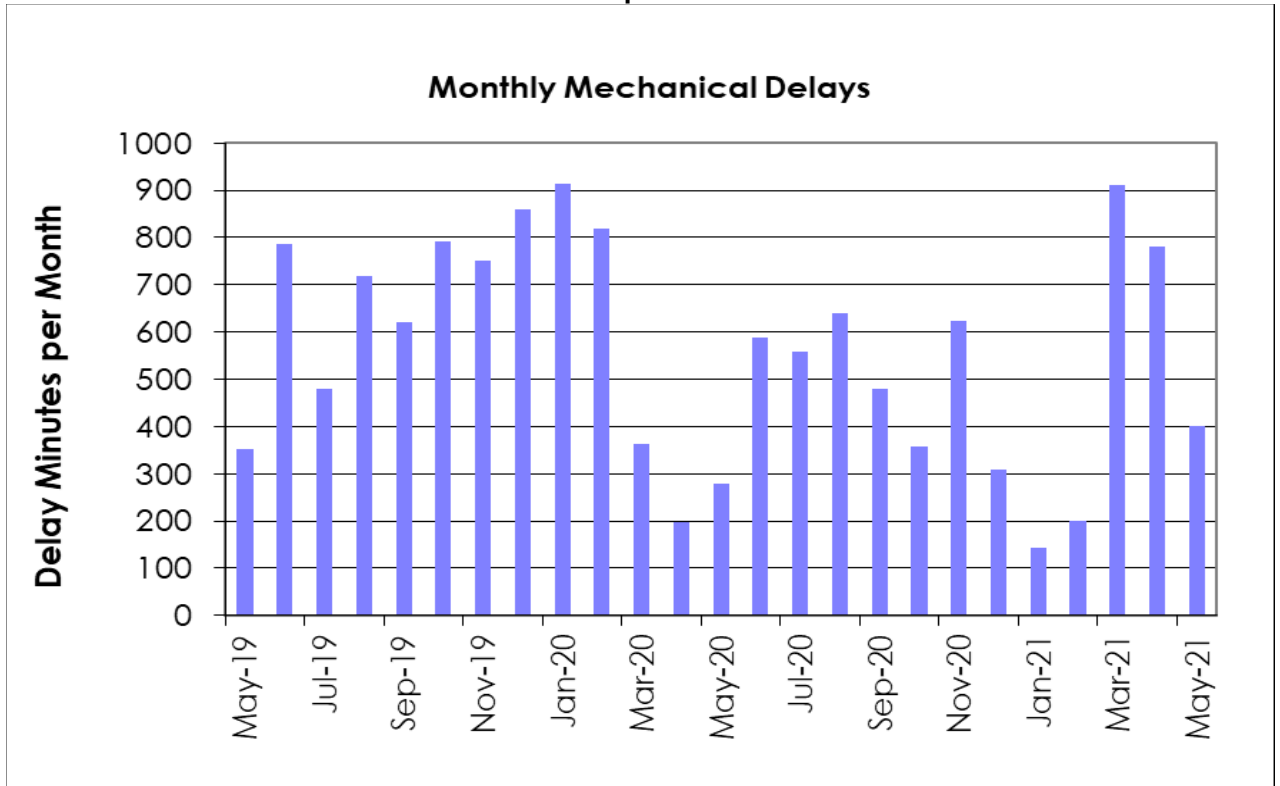


**Go Passes tracked by Monthly Number of Eligible Employees (not by Sales)*

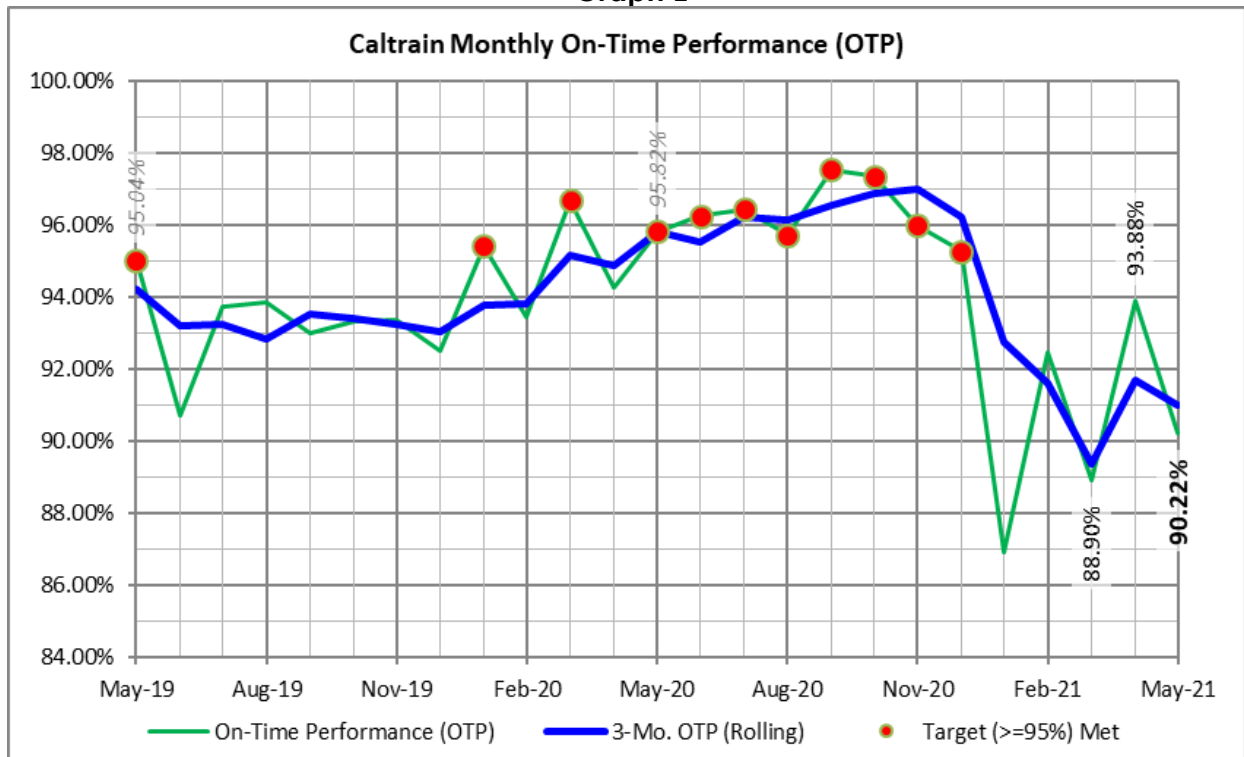
Graph C



Graph D



Graph E



Caltrain Communication and Marketing Campaigns for May 2021:

- Take Caltrain to the Game - SF Giants Baseball (Outreach at SF Station)
- Clipper Mobile (new Android, ongoing)
- 20% Off Caltrain Monthly Pass (ongoing)
- Clipper Start (ongoing)
- Press Release: "Caltrain Seeks Volunteers for Citizens Advisory Committee"
- Press Release: "Caltrain Considers Fare Changes as Part of Pandemic Recovery"
- Press Release: "Caltrain Cheered by Newsom Budget"
- Press Release: "Caltrain Celebrates Bike to Wherever Day"
- Press Release: "Statement: Caltrain, SamTrans Offer Condolences for VTA Shooting"
- Press Release: "Caltrain to Run Holiday Schedule on Memorial Day"
- Press Release: "Caltrain to Provide Free Rides to San Jose Vigil Tonight"

Digital Communications Report:

In the month of May Caltrain continued to welcome back customers as part of a welcome back series. Messaged electrification, SF Giants, Warriors, improvements to Bay Area Clipper. Bike to Wherever day was a huge success. Caltrain's involvement with the TikTok app continued to grow with more than 50,000 views in May. Unfortunately, some of the highest performing content was in support of the tragic

events happening at VTA. Our strongest platform for announcements at this time is TikTok and Instagram Reels.

Notes: The @Caltrain Twitter account is losing followers due to ridership changes and account purges by Twitter. On a positive note, @CaltrainAlerts Twitter has gained followers as has Caltrain's TikTok and Instagram accounts.

Some highlights:

- Bike To Wherever Day
- EMU vs EMU meme
- Instagram Stories
- Social Organic Push
- Diversity Day
- Gov. Newsom at Diridon

Caltrain Website:

Website traffic (sessions) grew in May by 27% over April.

Prepared by:	Patrice Givens - Administrative Analyst II	650.508.6347
	Robert Casumbal - Director, Marketing & Research	650.508.7924
	Jeremy Lipps - Manager, Digital Communication	650.622.7845

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: Joint Powers Board
THROUGH: Michelle Bouchard
Acting Executive Director
FROM: Derek Hansel
Chief Financial Officer

SUBJECT: **AWARD OF CONTRACT TO PROVIDE THIRD PARTY ADMINISTRATOR SERVICES FOR PUBLIC LIABILITY CLAIMS**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

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

1. Award a contract to Carl Warren & Company, LLC (Carl Warren) of Walnut Creek, California to provide Third Party Administrator (TPA) services for public liability claims , inclusive of per-claim fees, subrogation fees, outside legal counsel expenses, and other related costs for a not-to-exceed amount of \$1,065,000 for a five-year term.
2. Authorize the Acting Executive Director, or designee, to execute a contract with Carl Warren in full conformity with the terms and conditions of the solicitation documents and negotiated agreement, and in a form approved by legal counsel.

SIGNIFICANCE

Award of this contract will allow the JPB to continue partnering with an experienced TPA to support the JPB's public liability claims administration program for property casualty claims that fall within established self-insured retentions and insurance deductibles.

BUDGET IMPACT

Funding for these services is available under the approved JPB Fiscal Year 2022 Operating Budget, and will be included in future fiscal year operating budgets.

BACKGROUND

A joint Request for Proposals (RFP) 21-S-J-P-032 to provide public liability claims administration services was issued by the JPB and the San Mateo County Transit District (District). The solicitation was advertised on the JPB's and District's websites. Solicitation notices also were sent to interested firms, including small business enterprises (SBEs) and

disadvantaged business enterprises (DBEs). Staff received proposals from three firms, none of which is an SBE nor a DBE.

A Selection Committee (Committee), composed of staff with expertise in various disciplines, reviewed and ranked proposals according to the following weighted criteria set forth in the RFP:

- Approach to Scope of Services 30 points
- Qualifications and Experience of Firm 25 points
- Qualifications and Experience of Key Personnel 25 points
- Cost Proposal 20 points
- SBE Preference 5 points

After evaluating and scoring written proposals, the Committee reached consensus and identified Carl Warren as the highest ranked proposer possessing the requisite depth of experience and resources to successfully perform the services. The Committee further determined interviews were unlikely to change the ranking. Therefore, the Committee elected not to conduct interviews. The three firms are listed below in order of their consensus ranking:

- Carl Warren, Walnut Creek, CA
- TRISTAR Risk Management, Long Beach, CA
- George Hills Company, Rancho Cordova, CA

Carl Warren and George Hills Company proposed to engage SBE subcontractors to perform part of the services and received SBE preference points accordingly.

The Committee determined that Carl Warren, the highest consensus-ranked proposer, is qualified to be selected for contract award. Carl Warren has more than 45 years of transit public liability claims administration experience and is currently providing public liability claims administration services for many transit clients, including the Santa Clara Valley Transportation Authority and the Los Angeles Metropolitan Transportation Authority, and has been the JPB's TPA for the last ten years. This background demonstrates that the firm possesses the depth of experience and requisite qualifications to successfully perform the scope of services defined in the solicitation documents. In addition, the firm intends to engage one SBE firm as a subcontractor to provide ancillary investigation and administrative support services.

Based on full and open competition and a price analysis, staff determined the costs proposed by Carl Warren are fair and reasonable. Proposals were requested for both a monthly flat rate fee and a per-claim fee. Due to COVID-19 and a reduction in filed claims as a result of lower ridership, the per-claim fee will be more cost-effective than the monthly flat rate fee.

For subrogation services, Carl Warren will receive:

- 20 percent on amounts collected up to \$50,000
- 15 percent on collections of \$50,001 to \$100,000
- 12 percent on collections greater than \$100,000

Under the JPB's current contract, which expires July 31, 2021, Carl Warren's per-claim fee is \$750. For the first year of the new contract, Carl Warren has reduced its pricing by

approximately 5% to a proposed per-claim fee of \$712.50. The proposed per-claim fee escalates slowly (\$750 for year 2; \$775 for years 3 and 4) until it reaches \$800 in the final contract year.

Prepared By:

Project Manager

Tim Willson, Procurement Administrator II
Marshall Rush, Claims Administrator

650.508.6011
650.508.7742

RESOLUTION NO. 2021 –

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

*** * ***

**AWARDING A CONTRACT TO CARL WARREN & COMPANY, LLC
TO PROVIDE THIRD PARTY ADMINISTRATOR SERVICES
FOR THE NOT-TO-EXCEED AMOUNT OF \$1,065,000**

WHEREAS, the Peninsula Corridor Joint Powers Board (JPB) and the San Mateo County Transit District (District) jointly issued Request for Proposals (RFP) 21-S-J-P-032 to provide Third Party Administrator (TPA) services for public liability claims; and

WHEREAS, in response to the RFP, three firms submitted proposals; and

WHEREAS, none of the responding firms is a Small Business Enterprise nor a Disadvantaged Business Enterprise; and

WHEREAS, a Selection Committee (Committee) composed of staff with expertise in various disciplines reviewed the proposals and ranked proposals according to the evaluation criteria set forth in the RFP; and

WHEREAS, after evaluating and scoring written proposals, the Committee reached a consensus and identified Carl Warren & Company, LLC (Carl Warren) of Walnut Creek, California as the highest ranked proposer possessing the requisite depth of experience and resources to successfully perform the services; and

WHEREAS, the Committee further determined interviews were unlikely to change the ranking and the Committee elected not to conduct interviews; and

WHEREAS, based on full and open competition and a price analysis, staff determined the costs proposed by Carl Warren are fair and reasonable; and

WHEREAS, staff and legal counsel have reviewed Carl Warren's proposal and determined that it complies with the requirements of the solicitation documents; and

WHEREAS, staff recommends that the Board of Directors (Board) award a contract to Carl Warren for the provision of TPA services for public liability claims for a five-year term at the not-to-exceed amount of \$1,065,000, inclusive of per-claim fees, subrogation fees, outside legal counsel expenses, and other related costs.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors (Board) of the Peninsula Corridor Joint Powers Board hereby awards a contract to provide Third Party Administrator services for public liability claims to Carl Warren & Company, LLC (Carl Warren) for a five-year term at the not-to-exceed amount of \$1,065,000, inclusive of per-claim fees, subrogation fees, outside legal counsel expenses, and other related costs; and

BE IT FURTHER RESOLVED that the Board authorizes the Acting Executive Director, or designee, to execute a contract on behalf of the JPB with Carl Warren in full conformity with all the terms and conditions of the solicitation documents and negotiated agreement, and in a form approved by legal counsel.

Regularly passed and adopted this 1st day of July, 2021 by the following vote:

AYES:

NOES:

ABSENT:

Chair, Peninsula Corridor Joint Powers Board

ATTEST:

JPB Secretary

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: Joint Powers Board

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Derek Hansel
Chief Financial Officer

SUBJECT: **APPROVE AND RATIFY FISCAL YEAR 2022 PROPERTY CASUALTY INSURANCE PROGRAM**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

Staff recommends the Board ratify the binding of commitments for the Peninsula Corridor Joint Powers Board's (JPB) insurance program for Fiscal Year (FY) 2022 including:

- Purchase of \$198 million Railroad Liability, Commercial General Liability and Excess Automobile Liability coverage with a \$2 million self-insured retention. The total premium for \$200 million liability coverage, inclusive of terrorism coverage, is \$3,598,900; and
- Satisfy the Department of Transportation's Rail Passenger Liability Cap adjustment notice of February 2021 to \$323 million by adding \$23 million in excess of the combined JPB/TASI \$300 million for a total of \$323 million railroad liability coverage. The premium for the additional \$23 million railroad liability coverage is \$115,000; and
- Purchase \$400 million limits real and personal property insurance with a \$250,000 deductible for an annual premium of \$1,689,789. Coverage extends to Centralized Equipment Maintenance and Operations Facility (CEMOF) property, stations, tunnels, bridges, culverts, signals, railroad equipment, and rolling stock. Coverage satisfies the State of California boiler and machinery inspection requirements against perils and provides for coverage against terrorism.
- Renewal of the \$15 million Public Officials Liability policy with a deductible of \$75,000 at an annual premium of \$145,385; and
- Purchase blanket Railroad Protective Liability coverage subject to a zero self-insured retention at an annual premium of \$44,941; and
- Purchase Special Events and Emergency Drill Liability policy with a \$2 million limit and deductible of \$25,000 for a premium of \$24,633; and
- Purchase Accidental Death & Dismemberment (AD&D) insurance with limits of \$100,000 and \$0 deductible at an annual premium of \$2,806.

SIGNIFICANCE

Despite the hardening insurance market over the past few years and uncertainty surrounding Covid-19, the FY2022 insurance program provides the JPB with coverage levels similar to those in the FY2021 insurance program. Railroad Liability, Commercial General Liability and Excess Automobile Liability coverage will remain the same at \$198 million with a \$2 million self-insured retention. The JPB will, however, add an additional \$23 million on top of TASI's \$100 million to satisfy the federal government's new \$323 million liability cap. This measure taken by the JPB will further satisfy contractual obligations with certain vendors that require that the JPB maintain limits equal to or higher than the federal government's liability cap.

Although the JPB is experiencing lower estimated ridership due to Covid-19, securing Rail Liability coverage remains a challenge. Available capacity in the insurance market has improved somewhat and the JPB's long-term relationship with carriers and underwriters has helped ensure coverage levels are met and liability premiums remain relatively flat in FY2022 compared to FY2021.

Limits on the JPB's Public Officials Liability program remain the same with limits of \$15 million and a self-insured deductible of \$75,000. In anticipation that some level of normalcy will be returning to the JPB commuter rail service, the JPB was able to renew the annual Special Events and Emergency Drill Liability policy with a limit of \$2 million. This coverage includes a \$25,000 self-insured retention and protects the JPB during what are sometimes higher hazard operations for its annual special train events and emergency training exercises. JPB procures AD&D insurance for the volunteers working at these special events. The JPB will continue to carry the Railroad Protective Liability insurance program designed specifically for construction activities along the JPB right-of-way.

The property insurance market remains very challenging with insurers reducing capacity while at the same time increasing premiums and deductibles. Property catastrophes nationwide have been substantial in recent years, leading to this hardening of the market. Consequently, the JPB has had to seek out additional insurers to meet the \$400 million limit. The JPB increased its deductible from \$100,000 to \$250,000 for a meaningful premium difference.

Below is an overview of the JPB's FY2021 premiums and updates on the FY2022 premiums we have as of publication of this report:

<u>Premium Element</u>	<u>FY2021</u>	<u>FY2022</u>
Liability: Railroad, Commercial General, Excess Automobile	\$3,648,900	\$3,713,900
Liability: Environmental (2-year premium for FY2021)	\$ 78,981	\$ 0
Property Insurance	\$1,479,612	\$1,689,789
Public Officials, AD&D ,Special Events & Railroad Protective Liability		
\$ 204,595 \$ 217,765		
Totals	<u>\$5,412,088</u>	<u>\$5,621,454</u>

BUDGET IMPACT

Funding for the payment of premiums associated with the recommended program is included in the FY2022 Operating Budget adopted at the June 3, 2021 Board meeting.

BACKGROUND

The JPB's liability limits will remain at \$200 million with an additional \$100 million provided by Transit America Services, Inc. (TASI). In addition, the JPB will be adding another \$23M in limits given the inflationary increase of the Passenger Rail Cap for a total of \$323 million FY2022. Underwriters continue to focus on risk selection, adjusting pricing to reflect exposures and claims.

Prepared By: Marshall Rush
Insurance and Claims Administrator

650.508.7742

RESOLUTION NO. 2021-

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

* * *

**APPROVING AND RATIFYING THE INSURANCE PROGRAM FOR
FISCAL YEAR 2022**

WHEREAS, the Executive Director of the Peninsula Corridor Joint Powers Board (JPB) has approved an insurance program for Fiscal Year (FY) 2022 with premiums totaling \$5,621,454, which program was presented to the Staff Coordinating Council (SCC); and

WHEREAS, in conjunction with the expiration of the JPB's existing insurance program on June 30, 2021, JPB staff renewed its insurance program for FY2022 based on the plan approved by the Executive Director, with the following significant elements:

1. A self-insured retention in the amount of \$2 million.
2. Railroad Liability, Commercial General Liability and Excess Automobile Liability policies, including Terrorism (TRIA) coverage, with a total limit of \$198 million, in excess of the \$2 million self-insured retention, at an annual premium of \$3,598,900. JPB will also procure \$23 million in excess of \$300 million additional policy limits so as to satisfy the federal government's new \$323 million Rail Passenger Liability Cap, as well as meet contractual requirements that the JPB maintain limits up to the rail liability cap, for an annual premium of \$115,000.
3. Property insurance, including Special Risk property policies, at an annual premium of \$1,689,789 with limits of \$400 million and a \$250,000 deductible to cover real and personal property, including stations, the Centralized Equipment Maintenance and Operations Facility, tunnels, bridges, culverts, signals, railroad equipment, and rolling stock, as well as Boiler and Machinery

- insurance sufficient to meet the State of California inspection requirements;
4. Public Officials Liability coverage with \$15 million limits at an annual premium of \$145,385.
 5. Annual Special Events and Emergency Drill liability with a \$2 million limit at a premium of \$24,633.
 6. Railroad Protective Liability coverage with an annual premium of \$44,941.
 7. Volunteers AD&D for a premium of \$2,806; and

WHEREAS, SCC recommends that the Board approve and ratify the renewal of the JPB's insurance program for FY2022, as delineated above.

NOW, THEREFORE, BE IT RESOLVED that the Peninsula Corridor Joint Powers Board hereby approves and ratifies the renewal of the JPB's insurance program for FY2022, including the types of coverage, limits and premiums recited above.

Regularly passed and adopted this 1st day of July 2021 by the following vote:

AYES:

NOES:

ABSENT:

Chair, Board of Directors

ATTEST:

JPB Secretary

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: Joint Powers Board

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Sebastian Petty
Deputy Chief, Caltrain Planning

SUBJECT: **AUTHORIZE EXECUTION OF MEMORANDUM OF UNDERSTANDING WITH PROLOGIS 4th & KING LLC FOR JOINT DELIVERY OF THE CALTRAIN SAN FRANCISCO RAILYARDS PRELIMINARY BUSINESS CASE**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

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

Authorize the Acting Executive Director to execute (1) a 24-month Memorandum of Understanding (MOU) with Prologis 4th & King LLC (Prologis) for the joint delivery of the San Francisco Railyards Preliminary Business Case and (2) any extensions of the MOU that may be necessary to complete the delivery of the San Francisco Railyards PBC

SIGNIFICANCE

Execution of the MOU with Prologis for the joint delivery of the Caltrain San Francisco Railyards Preliminary Business Case will allow for the start of an 24-month process to evaluate options for the potential redevelopment of the railyards.

Based on initial technical studies by Prologis, Caltrain and Prologis have agreed to undertake a robust Preliminary Business Case (PBC) to further investigate the feasibility and options related to the redevelopment of the railyards and to inform the decision making of both parties. The PBC would be based on the United Kingdom's "Green Book" that is used in various forms internationally to equip decision makers with the information needed to make investment decisions for a wide range of projects, including railroads, highways, dams, power stations, stadiums, and major events. A modified Business Case approach was used to develop Caltrain's Long Range Service Vision and the methodology is broadly considered a global best practice for analyzing significant public projects and investments.

The Caltrain-Prologis MOU will commit both parties to a cooperative working relationship to deliver the PBC. Work will be contracted by Caltrain through its planning on-call contracts, with funding provided by Prologis. After completion of the expected 24 -

month process, the PBC will culminate in a recommended redevelopment approach for the site. The PBC will seek to satisfy Caltrain's current and future operational needs and business objectives, the goals of Prologis, and the requirements of the Railyards MOU group partners. The results of the PBC will be presented to the Board for consideration and action and will be used to inform subsequent steps should redevelopment of the site move forward.

BUDGET IMPACT

There is no budget impact associated with the authorizing the Acting Executive Director to enter into the MOU. The cost of work performed under the MOU will be paid for by Prologis and will be amended into the FY22 capital budget at such time as exact costs have been fully negotiated.

BACKGROUND

The Caltrain San Francisco Railyards (4th and King Station) in Mission Bay is Caltrain's current San Francisco terminus and a critical operational asset. The underlying site is owned by Prologis (previously known as Catellus) and Caltrain operates the railyards and station through a perpetual operational easement on the surface as well as a limited height above the surface.

The Mission Bay neighborhood of San Francisco has experienced substantial new development and transformation over the last two decades, with intensifying population, density, and activity in the area. Given its prime location and proximity to significant transit assets including both Caltrain as well as existing and under-construction MUNI Metro lines, the railyards site has been considered and discussed as a potential redevelopment opportunity for a number of years by Prologis as well as Caltrain and the City and County of San Francisco. Interest in the potential redevelopment of the railyard was formalized in 2018 through the creation of a railyards-focused Memorandum of Understanding (MOU) working group ("the Railyards MOU group") that includes Caltrain, the City and County of San Francisco's Planning Department, Prologis, the Transbay Joint Powers Authority, the San Francisco County Transportation Authority, and the California High Speed Rail Authority. This group has served as a staff forum for the advancement of work related to the potential development of the site and for coordination of different projects and plans that have the potential to impact the railyard.

Prepared by:

Anthony Simmons
Director of Systemwide Planning, Caltrain Planning

650.622.7831

RESOLUTION NO. 2021-

**PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA**

*** * ***

**AUTHORIZE EXECUTION OF MEMORANDUM OF UNDERSTANDING WITH PROLOGIS 4th &
KING LLC FOR JOINT DELIVERY OF THE CALTRAIN SAN FRANCISCO RAILYARDS
PRELIMINARY BUSINESS CASE**

WHEREAS, Prologis 4th & King, LLC ("Prologis") is the fee owner of the San Francisco Railyards ("Railyards"), bounded by 4th Street, King Street, 7th Street, and Townsend Street in Mission Bay, San Francisco, an area of approximately 20 acres; and

WHEREAS, the Peninsula Corridor Joint Powers Board ("JPB") owns and operates the Peninsula Corridor Commute Service (Caltrain), and the northern terminus of this service is currently located in the Railyards at a "temporary" station building constructed in the 1970's; and

WHEREAS, the JPB has a perpetual operating easement (the "Railyard Easement") on and over the Railyards for railroad, transportation, and communications purposes, which was obtained as part of the Purchase and Sale Agreement between the JPB, and the Southern Pacific Transportation Company; and

WHEREAS, Prologis, which owns fee title to the property burdened by the Railyard Easement, has long expressed a desire to develop the Railyards and has committed to a variety of studies to investigate viability, feasibility, and opportunity for such development; and

WHEREAS, during Prologis' development investigations, the surrounding Mission Bay neighborhood has experienced a substantial amount of new, denser, more

intensive development providing more residential, commercial, institutional, and social uses over the last several years; and

WHEREAS, the JPB has since developed a clearer understanding of its future service and system needs as codified in the JPB's 2040 Long Range Service Vision adopted in 2019, which supports enhanced operations, improved passenger experience, and value creation potential from assets; and

WHEREAS, the JPB and Prologis have now agreed to proceed with a formal robust and evidence-based joint investigation, a "San Francisco Railyards Preliminary Business Case" ("PBC"), that will examine potential site redevelopment outcomes that accommodate Caltrain's and Prologis' future needs; and

WHEREAS, the JPB and Prologis desire to enter into a Memorandum of Understanding for the joint delivery of the PBC within 24-month period, subject to extension by the parties if necessary to complete the PBC; and

WHEREAS, the City and County of San Francisco ("CCSF") also shares the goal of a redeveloped Railyards and enhanced transportation outcomes to support its previous, current, and future investments in MUNI rail lines, the Central Subway project, the Downtown Extension project, and the Pennsylvania Avenue Extension project; and

WHEREAS, the CCSF has developed a multi-disciplinary, multi-party Railyards Memorandum of Understanding ("Railyards MOU") with Caltrain, Prologis, San Francisco County Transportation Authority, Transbay Joint Powers Authority, and California High Speed Rail to coordinate the public plans and priorities at the site and to facilitate potential development of the site in an integrated manner; and

WHEREAS, the completed San Francisco Railyards PBC will be presented to the Board with recommended next steps (if any) for the development of the San

Francisco Railyards, and subsequently, will be provided to the Railyards MOU as input into their coordinated planning efforts.

NOW, THEREFORE, BE IT RESOLVED that Peninsula Corridor Joint Powers Board hereby approves the Memorandum of Understanding with Prologis 4th & King, LLC for the joint delivery of the San Francisco Railyards Preliminary Business Case and authorizes the Acting Executive Director to execute the MOU and any extensions of it that may be necessary to complete the delivery of the San Francisco Railyards PBC if in the best interests of the JPB to do so.

Regularly passed and adopted this 1st day of July, 2021 by the following vote:

AYES:

NOES:

ABSENT:

Chair, Peninsula Corridor Joint Powers Board

ATTEST:

JPB Secretary

**MEMORANDUM OF UNDERSTANDING
(JPB-Prologis Work Plan)**

This Memorandum of Understanding (“**Agreement**”) is made and entered into as of _____, 2021 (the “**Effective Date**”), by and between the Peninsula Corridor Joint Powers Board (“**JPB**”) and Prologis 4th & King LLC, a Delaware limited liability company (“**Prologis**”). JPB and Prologis are each a "Party" and together the "Parties."

RECITALS

A. Prologis is the fee owner of Property commonly referred to as the San Francisco Caltrain Station and Railyard, more particularly described in **Exhibit A**, attached hereto (the “**Property**”). JPB runs and operates rail lines and a railyard on the Property pursuant to a perpetual operating easement for railroad, transportation, and communication purposes as provided in the easement.

B. The Parties intend to collaborate in evaluating the feasibility and alternatives for redevelopment of the Property. The Parties have agreed to jointly participate in the development of a "Preliminary Business Case" supporting a preferred development option that could then be further refined, as more fully described in the Rail and Transportation Infrastructure Scope of Work, which has two parts (Part I and Part II) attached hereto as **Exhibit B** (“**Scope of Work**”).

C. The parties are undertaking the Scope of Work in coordination with other efforts underway as part of the Railyards MOU.

D. The parties desire to enter into this Agreement to establish the respective responsibilities of the Parties in connection with the implementation of the Scope of Work. As set forth in more detail in Section 7 of this Agreement, this Agreement does not constitute approval of any projects or project alternatives, nor has either party committed itself to a definite course of action with respect to the redevelopment of the Property by entering into this Agreement.

AGREEMENT

NOW THEREFORE, in consideration of the mutual promises contained in this Agreement, the Parties agree as follows:

1. **Good Faith Negotiations.** The parties hereby agree to collaborate in good faith to implement the Scope of Work during the Negotiation Period (defined in Section 2 below). The parties agree that the objective of the Scope of Work is the successful delivery of a robust and quantitatively-based analysis that confirms or refutes the viability of potential development of the Property. The analysis will be the basis for determining the advancement of development by the parties’ governing bodies as well as key stakeholders. Good faith negotiations shall include, without limitation, attending scheduled meetings, directing staff and consultants to cooperate with the other party to the extent reasonably practicable and necessary to negotiations, providing information reasonably available and necessary to negotiations and promptly reviewing and returning comments on correspondence, reports, documents or draft agreements received from the other party.

2. Negotiation Term. The term of this Agreement shall commence on the Effective Date and, subject to extension or termination as provided below, expire on the date that is two years after the Effective Date (the “**Negotiation Period**”).

3. Task Completion. The parties shall use commercially reasonable efforts during the Negotiation Period to complete the tasks described in the Scope of Work. Notwithstanding Section 10 of this Agreement, failure to complete a task by the time set out in the Scope of Work shall not constitute a breach of this Agreement.

4. Expense Payments.

4.1 **JPB Contribution.** As further described in this Section, JPB shall be responsible for the funding, completion, and delivery of the tasks in the Scope of Work, Part I.

4.2 **Prologis Contribution.** As further described in this Section, assuming agreement to scope and budget, Prologis shall make a contribution in an amount sufficient ("Initial Deposit") to fund the completion of an initially-agreed set of tasks or an alternative amount as agreed by both parties. Prologis shall make the Initial Deposit to JPB within five (5) business days of the agreed completion of the Work Plan and Project Budget (defined in Section 4.3 below). JPB shall draw against the Initial Deposit to pay all Consultant costs incurred in JPB's performance of the initially-agreed set of tasks.. Upon successful completion of this work interval (as determined by agreement between the parties), the parties shall determine and mutually agree whether to proceed to a subsequent interval. Assuming agreement to proceed, Prologis shall make an additional deposit (“Subsequent Deposit 1”) in the same manner as the previous deposit. Upon successful completion of the next interval (as determined by agreement between the parties), the parties shall determine and mutually agree whether to proceed to a subsequent interval. Assuming agreement to proceed, Prologis shall make an additional deposit (“Subsequent Deposit 2”, and together with Subsequent Deposit 1, the “Subsequent Deposits”) in the same manner as previous intervals. This pattern shall continue until the completion of the agreed scope or at the expiration or termination of this Agreement. JPB shall not be required to continue any work under this Agreement until Prologis provides the Initial Deposit or Subsequent Deposits as provided above. At the expiration or termination of this Agreement, if the Initial Deposit and Subsequent Deposits paid to JPB exceed the actual expenses required to be paid under this Section, including those necessary to demobilize and wind down the proposed project, Prologis shall be entitled to a refund of the excess amount.

4.3 **Budget and Work Plan.** Following execution of this Agreement, JPB and Prologis shall jointly develop a "Work Plan" and "Project Budget" to guide the work and services that the Parties anticipate will be required to implement the Scope of Work. The mutually agreed Work Plan will identify the manner in which JPB and Prologis will facilitate the project management, third-party consultant support, outside counsel, and internal staff resources, and the Project Budget will outline the estimated costs regarding same. As the delivery of the Scope of Work progresses, the Parties will meet at least monthly to review the status of the Work Plan and Project Budget and to consider and implement, as appropriate, any adjustments that could improve project delivery or enhance cost effectiveness.

4.4 **Consultants.** JPB may contract with one or more outside project management consultants, legal counsel, or other third-party consultants ("Consultants") to perform all or any portion of the work required by JPB under this Agreement. JPB shall consult with Prologis prior to selecting the Consultants and establishing a scope of services and budget(s) for the service contract with each consultant ("Consultant Contract"), but the contractual appointment of Consultants and scope of services shall ultimately be undertaken by JPB. JPB agrees that the scope of work to be undertaken by the Consultants shall be reasonable in light of the size, type, and complexity of the Proposed Project. Rights to all work product are entitled to JPB and Prologis.

Each Consultant Contract shall require Consultants to submit itemized invoices to JPB for moneys then owed ("Consultant Fees"). JPB shall make available to Prologis copies of itemized invoices for such services from the Consultants directly funded by Prologis, provided, however, that JPB shall not be required to disclose any information on its legal counsel invoices that may be subject to attorney-client or work-product privilege or other confidentiality protections. JPB shall provide Prologis with a reasonable accounting of any costs and expenses funded by Prologis and shall use good faith efforts to provide this information on a monthly basis.

4.5 **Update to Agreement Terms.** At the monthly meetings, JPB and Prologis shall also address whether an Amendment to this Agreement may be required to implement any proposed adjustment or whether this Agreement should be extended beyond the Negotiation Period. If an Agreement extension is deemed necessary, the parties shall mutually agree on appropriate changes to the Work Plan and Project Budget to cover additional work, support and the expenses that are anticipated to be required to financially support any such extension.

4.6 This Section 4 shall expressly survive expiration or termination of the Agreement, and Prologis shall be responsible for any and all costs and expenses reasonably and necessarily incurred by JPB to effectively bring the Scope of Work to an end if this Agreement is terminated prior to the end of the Negotiation Period.

5. **Termination.** During the term of this Agreement, either Party may terminate this Agreement at any time, for any reason (the "Termination Right"), upon giving thirty (30) calendar days written notice to the other Party in compliance with the Notice provision of this Agreement (the "Termination Notice.") Prior to exercising its Termination Right, the Parties shall meet and confer and shall reach a written agreement (the "Termination Agreement") on the steps reasonably necessary to demobilize and wind down the Scope of Work activities. Once a Party effectively exercises the Termination Right, its reimbursement obligations under Section 4, above, shall terminate; provided, however, Prologis shall remain liable (1) for costs already incurred pursuant to Section 4, above, which expressly survives expiration or termination of the Agreement, and (2) for any costs required to be paid to JPB pursuant to the Termination Agreement.

6. **Mutual Confidentiality, Trade Secret, Personal, Financial and Other Proprietary Information.** To the extent permitted by applicable law, the Parties shall maintain all information concerning or documents produced for the purpose of negotiations between the parties conducted pursuant to this Agreement as confidential, disclosing information only to those individuals and representatives as designated by the other party, provided that such individuals acknowledge and

agree to maintain the confidentiality of such information. The parties enter into this Agreement with the understanding that in the course of the negotiations JPB may require or request that Prologis provide certain information that is proprietary. Such information may be necessary for JPB to verify financial, operational, or trade secret information that is relevant to the Scope of Work or that will serve the public interest in assisting JPB to complete its tasks under the Scope of Work. The parties enter into this Agreement with the additional understanding that all records, agreements and correspondence in JPB's possession are subject to public inspection and disclosure under the California Public Records Act (PRA) (Cal. Govt. Code Sections 625 et seq.) and unless the information is exempt from disclosure by law, the content of any such records shall be made available to the public. To the extent that Prologis agrees to provide information that Prologis believes contains trade secrets or other proprietary information that Prologis believes would cause substantial injury to Prologis's competitive position if disclosed, Prologis shall designate such records as confidential or proprietary by clearly marking and labeling each page containing such information "CONFIDENTIAL." JPB shall not disclose such information publicly without Prologis's consent, following the receipt by Prologis of written notice from JPB of a specific PRA request, except to the extent that JPB is required to make such a disclosure under applicable law, as determined in JPB's reasonable discretion. To the extent that JPB makes a determination that disclosure is so required, it shall promptly provide Prologis with written notice of such determination. If Prologis requests that JPB withhold from disclosure information identified as confidential, and JPB complies with Prologis's request, Prologis shall assume all responsibility for any challenges resulting from the non-disclosure, indemnify and hold harmless JPB from and against all damages (including but not limited to attorneys' fees that may be awarded to the party requesting the information deemed confidential by Prologis), and pay any and all costs and expenses related to the withholding of said information. Prologis shall not make a claim, sue, or maintain any legal action against JPB or its directors, officers, employees, or agents concerning the withholding from disclosure of said information.

The provisions under this Section 6 shall survive the Negotiation Term.

7. Effect of Negotiations.

7.1 **No Effect on Property Rights.** Nothing in this Agreement nor any plan, agreement, or work product that results from the Scope of Work shall affect JPB and Prologis' existing property rights in and to the Property.

7.2 **No Commitment to Redevelopment.** The Parties acknowledge that the execution of this Agreement does not obligate or otherwise commit the other party to agree to any specific term or plan with respect to the redevelopment of the Property. This Agreement does not constitute or evidence an approval by JPB or Prologis, or commitment of JPB or Prologis, to take any action for which a prior environmental review is required under CEQA, NEPA or other applicable law.

8. Remedies for Default.

(a) **JPB.** JPB agrees that its remedy for a Prologis default hereunder shall be limited to the right to terminate this Agreement and retain any previously applied portions of the Expense Payment.

(b) **Prologis.** Prologis agrees that its remedy for a JPB default hereunder shall be limited to the right to terminate this Agreement and receive a refund of the unapplied portion of the Expense Payment.

9. Assignment of Agreement. This Agreement is personal to Prologis and is not assignable to any other person or entity without the prior written consent of JPB. Any attempt to assign this Agreement or any part of the Agreement without the prior written consent of JPB shall constitute a breach of this Agreement and shall be void and of no force and effect.

10. Notices. Any notice pursuant to this Agreement shall be given in writing by (a) personal delivery, (b) reputable overnight delivery service with proof of delivery, (c) email to the email addresses noted below, or (d) United States Mail, postage prepaid, sent to the intended addressee at the address set forth below, or to such other address or to the attention of such other person as the addressee shall have designated by written notice sent in accordance herewith. Any notice so given shall be deemed to have been given upon receipt or refusal to accept delivery. Unless changed in a written notice provided to the other party, the addresses for notices given pursuant to this Agreement shall be as follows:

PROLOGIS:

Prologis 4th & King LLC
1800 Wazee Street Suite 500
Denver, CO 80202
attention: Mark Hansen mhansen@prologis.com and legalnotices@prologis.com

JPB:

1250 San Carlos Avenue
San Carlos, CA 94070-1306
attention: Anthony Simmons SimmonsA@samtrans.org and James Harrison
jharrison@olsonremcho.com

11. Dispute Resolution. If a question arises regarding interpretation of this Agreement or its performance, or the alleged failure of a Party to perform, the Party raising or making the allegation shall give written notice thereof to the other Parties. The Parties shall promptly meet in an effort to resolve the issues raised. If the Parties fail to resolve the issues raised, alternative forms of dispute resolution, including mediation or binding arbitration, may be pursued by mutual agreement. It is the intent of the Parties, to the extent possible, that litigation be avoided as a method of dispute resolution.

12. Time of the Essence. Time is of the essence in this Agreement. Any party's failure to timely perform according to the terms and conditions of this Agreement shall be considered a material breach of this Agreement.

13. Governing Law. This Agreement shall be construed in accordance with the laws of the State of California, except for those provisions preempted by federal law.

14. Attorneys' Fees. If any party commences litigation to enforce the terms of this Agreement, the prevailing party in such litigation shall be entitled to recover its costs and fees incurred in such action, including reasonable attorneys' fees.

15. Counterparts. This Agreement may be signed in multiple counterparts which, when signed by both parties, shall constitute a binding agreement.

16. Amendments. This Agreement may be amended or modified only by a written instrument executed by JPB and Prologis.

17. Entire Agreement. This Agreement (including the Exhibits) contains all the representations and the entire agreement between the parties with respect to the subject matter of this Agreement. Any prior correspondence, memoranda, agreements, warranties, or representations relating to such subject matter are superseded in total by this Agreement. No prior drafts of this Agreement or changes from those drafts to the executed version of this Agreement shall be introduced as evidence in any litigation or other dispute resolution proceeding by either party or any other person and no court or other body shall consider those drafts in interpreting this Agreement.

18. Relationship of the Parties. Prologis is and shall at all times be and remain independent from JPB and shall not be an agent of JPB. Nothing herein contained shall be construed to place the parties in the relationship of partners or joint venturers. Neither party shall have any right or power to obligate or bind any other party in any manner whatsoever except as expressly authorized in this Agreement. This Agreement is not intended, nor shall it be construed, to create any third-party beneficiary rights in any third party, unless otherwise expressly provided. No party is a fiduciary to any other party under this Agreement and no party has any special responsibilities to any other party to this Agreement beyond any obligations expressly set forth herein.

[Signatures on next page]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

Peninsula Corridor Joint Powers Board

By: _____

Name: _____

Its: _____

Prologis 4th & King LLC

By: _____

Name: Mark Hansen_____

Its: Authorized Signatory_____

EXHIBIT A
Legal Description of the Property

EXHIBIT B
Scope of Work

EXHIBIT C
Funding Allocation and Agreement

Scope Reference	Task	Responsible Party	Responsible Funder	Task Budget

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

DATE: June 24, 2021

TO: Joint Powers Board

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Derek Hansel
Chief Financial Officer

SUBJECT: **JUNE 28, 2021 FINANCE COMMITTEE REPORT OF THE CHIEF FINANCIAL OFFICER**

HIGHLIGHTS

- Staff has completed interim audit work with the new external auditor, Brown Armstrong, and is working on preparations for the close of the fiscal year and then moving into “audit season”.
- With approval of the Fiscal Year 2022 operating budget, Budget staff is in the process of “loading in” the budget so that expense control procedures are ready for the new fiscal year.
- We have begun the process of approval of the comprehensive financing plan discussed with the Board earlier this month. VTA has approved execution of the two new lines of credit. The SFMTA has recommended the entire financing package, and staff is working with San Francisco to get their approval for all elements in July. The San Mateo County Transit District Board will be considering the financing plan at its July 7, 2021 meeting.
- The Staff Report on the Statement of Revenues and Expenses for the Period Ending May 31, 2021 follows.

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: Joint Powers Board

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Derek Hansel
Chief Financial Officer

SUBJECT: STATEMENT OF REVENUES AND EXPENSES FOR THE PERIOD ENDING MAY 31, 2021

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

Staff proposes that the Board of Directors (Board) of the Peninsula Corridor Joint Powers Board (JPB) accept and enter into the record the Statement of Revenues and Expenses for the month of May 2021.

This staff report provides a brief discussion of significant items and trends on the attached Statement of Revenues and Expenses through May 31, 2021. The statement has been designed to follow the Agency-wide line item rollup as included in the approved budget. The columns have been designed to provide easy comparison of year-to-date current actuals to the budget including dollar and percentage variances.

SIGNIFICANCE

Annual Forecast: The annual forecast was updated based on actual revenue and expense trends through May 2021. The forecast was derived by analyzing trends and reviewing details with cost center managers.

Forecast Revenues: Total revenue (page 1, line 18) is forecast \$32.3 million higher than budget. This is driven primarily by \$6.9M phase one allocation and \$31.6M drawdown of the phase 2 allocation from the Coronavirus Response and Relief Supplemental Appropriations Act (CRRSAA page 1, line 14). The revenue increase is partially offset by Operating Grants (page 1, line 11) which is lower than budget by \$5.8 million as the State Rail Assistance (SRA) funding is delayed to FY22, Farebox Revenue (page 1, line 1) which is \$0.1M lower than budget due to lower than anticipated Go Pass renewals as companies continue to assess their return to work plans, and by Shuttles Revenue (page 1, line 3) which is \$0.3 million lower than budget due to lower shuttle service as routes have been reduced or suspended due to low ridership.

Forecast Expenses: Total Expense (page 1, line 49) is \$3.0 million lower than budget. The variance is primarily due to lower expense trends. Rail Operator Service (page 1, line 24) is \$1.0 million lower than budget due to under-runs in services. Shuttles Services (page 1, line 26) is \$0.5 million lower than budget due to reduction or suspended service as result

of low ridership. Facilities & Equipment Maintenance (page 1, line 31) is lower than budget by \$1.0 million due to lower Clipper Operator Charges as a result of lower ridership and under-runs in other contract services. Managing Agency OH (page 1, line 39) is lower than budget by \$1.3 million due to the change in the cost allocation methodology effective January 1, 2021. This included an update to the basis for the cost allocations. As a result, the managing agency overhead costs allocated to the JPB Operating Budget is expected to decrease. Professional Services (page 1, line 41) is lower than budget by \$0.4 million as a result of under-runs in various planning studies and less consultant services. Other Office Expenses and Services (page 1, line 43) is \$0.6 million lower than budget due to utilizing a portion of bank fees budget to cover the expenses and fees associated with the line of credit drawdowns. The Debt Service Expense (page 1, line 47) is \$1.5 million higher than budget due to associated fees on the line of credit drawdowns, and Fuel & Lubricants (page 1, line 27) which is \$0.4 million higher than budget due to rising diesel prices.

Year to Date Revenues: As of May year-to-date actual, the Grand Total Revenue (page 1, line 18) is \$25.2 million higher than the approved budget. This is primarily driven by CRRSAA fund draw (page 1, line 14) which is partially offset by decrease of contributions from JPB Member Agencies (page 1, line 12).

Year to Date Expenses: As of May year-to-date actual, the Grand Total Expense (page 1, line 49) is \$12.3 million lower than the approved budget. This is primarily driven by Rail Operator Service (page 1, line 24), Facilities and Equipment Maintenance (page 1, line 31), Wages and Benefits (page 1, line 38), Managing Agency Admin OH Cost (page 1, line 39), Professional Services (page 1, line 41), and Other Office Expenses and Services (page 1, line 43).

Other Information: The Agency accounts for revenue and expenditures on a modified cash basis (only material revenues and expenses are accrued) in the monthly financial statements. Due to the impact of Covid-19 pandemic, the variance between the current year actual and the budget shows noticeable variances due to the timing of expenditures.

BUDGET IMPACT

There are no budget amendments for the month of May 2021.

STRATEGIC INITIATIVE

This item does not achieve a strategic initiative.

Prepared By : Thwe Han, Accountant II

650-508-7912

Jennifer Ye, Manager, General Ledger

650-622-7890

PENINSULA CORRIDOR JOINT POWERS BOARD
STATEMENT OF REVENUE AND EXPENSE
Fiscal Year 2021
May 2021

	% OF YEAR ELAPSED							91.7%
	JULY - MAY				ANNUAL			
	CURRENT ACTUAL	APPROVED BUDGET	\$ VARIANCE	% VARIANCE	APPROVED BUDGET	FORECAST	\$ VARIANCE	
REVENUE								
OPERATIONS:								
1 Farebox Revenue	29,801,021	30,243,649	(442,628)	(1.5%)	32,029,149	31,890,000	(139,149)	
2 Parking Revenue	320,189	346,918	(26,730)	(7.7%)	372,718	372,718	-	
3 Shuttles	1,422,917	1,846,440	(423,523)	(22.9%)	2,031,246	1,773,647	(257,599)	
4 Rental Income	1,189,938	1,020,412	169,526	16.6%	1,111,804	1,111,804	-	
5 Other Income	1,298,969	1,605,467	(306,498)	(19.1%)	1,764,000	1,764,000	-	
6								
7 TOTAL OPERATING REVENUE	34,033,033	35,062,886	(1,029,853)	(2.9%)	37,308,917	36,912,169	(396,748)	
8								
9 CONTRIBUTIONS:								
10 AB434 Peninsula & TA Shuttle Funding	1,469,111	1,592,769	(123,658)	(7.8%)	1,737,950	1,737,950	-	
11 Operating Grants	4,291,555	4,339,491	(47,936)	(1.1%)	12,808,500	7,008,500	(5,800,000)	
12 JPB Member Agencies	25,721,385	26,943,954	(1,222,569)	(4.5%)	28,809,434	28,809,434	-	
13 CARES ACT Fund	41,509,536	41,507,983	1,553	.0%	41,507,983	41,507,983	-	
14 CRRSAA Fund	27,585,235	-	27,585,235	.0%	-	38,536,627	38,536,627	
15								
16 TOTAL CONTRIBUTED REVENUE	100,576,822	74,384,197	26,192,625	35.2%	84,863,867	117,600,494	32,736,627	
17								
18 GRAND TOTAL REVENUE	134,609,855	109,447,083	25,162,772	23.0%	122,172,784	154,512,663	32,339,879	
19								
20								
21 EXPENSE								
22								
23 OPERATING EXPENSE:								
24 Rail Operator Service	75,688,807	78,530,954	(2,842,147)	(3.6%)	85,109,942	84,109,942	(1,000,000)	
25 Security Services	5,914,078	6,186,754	(272,676)	(4.4%)	6,746,908	6,746,908	-	
26 Shuttle Services	2,785,350	3,683,552	(898,202)	(24.4%)	4,057,249	3,542,715	(514,534)	
27 Fuel and Lubricants	5,610,729	5,454,939	155,790	2.9%	5,930,523	6,330,523	400,000	
28 Timetables and Tickets	6,073	100,276	(94,203)	(93.9%)	110,000	110,000	-	
29 Insurance	5,373,698	5,375,553	(1,855)	(0.0%)	5,410,000	5,410,000	-	
30 Claims, Payments, and Reserves	359,871	879,770	(519,899)	(59.1%)	960,000	960,000	-	
31 Facilities and Equipment Maintenance	2,904,365	5,426,740	(2,522,375)	(46.5%)	6,174,428	5,124,428	(1,050,000)	
32 Utilities	1,657,839	2,024,036	(366,197)	(18.1%)	2,100,400	2,100,400	-	
33 Maint & Services-Bldg & Other	1,038,070	1,429,441	(391,371)	(27.4%)	1,548,433	1,548,433	-	
34								
35 TOTAL OPERATING EXPENSE	101,338,880	109,092,015	(7,753,135)	(7.1%)	118,147,883	115,983,349	(2,164,534)	
36								
37 ADMINISTRATIVE EXPENSE								
38 Wages and Benefits	8,737,023	9,252,997	(515,974)	(5.6%)	9,836,681	9,836,681	-	
39 Managing Agency Admin OH Cost	3,081,993	4,577,821	(1,495,828)	(32.7%)	4,872,852	3,550,188	(1,322,664)	
40 Board of Directors	21,997	16,257	5,740	35.3%	18,000	18,000	-	
41 Professional Services	3,456,349	5,029,244	(1,572,895)	(31.3%)	5,594,024	5,147,524	(446,500)	
42 Communications and Marketing	156,005	129,268	26,737	20.7%	136,000	136,000	-	
43 Other Office Expenses and Services	870,234	2,610,503	(1,740,269)	(66.7%)	2,981,079	2,416,079	(565,000)	
44								
45 TOTAL ADMINISTRATIVE EXPENSE	16,323,600	21,616,090	(5,292,490)	(24.5%)	23,438,636	21,104,472	(2,334,164)	
46								
47 Debt Service Expense	3,365,950	2,659,939	706,011	26.5%	2,901,752	4,365,950	1,464,198	
48								
49 GRAND TOTAL EXPENSE	121,028,430	133,368,044	(12,339,614)	(9.3%)	144,488,271	141,453,772	(3,034,499)	
50								
51 NET SURPLUS / (DEFICIT)	13,581,425	(23,920,961)	37,502,386	(156.8%)	(22,315,487)	13,058,891	35,374,378	
52								
53 FUNDING OF SURPLUS / (DEFICIT):								
54 Draw from Reserves					7,015,487	-		
55 Short-term Borrowings					15,300,000	-		
56 FUNDED SURPLUS / (DEFICIT):					-	13,058,891		



BOARD OF DIRECTORS 2021

DEVORA "DEV" DAVIS, CHAIR
 STEVE HEMINGER, VICE CHAIR
 CINDY CHAVEZ
 JEFF GEE
 GLENN HENDRICKS
 DAVE PINE
 CHARLES STONE
 SHAMANN WALTON
 MONIQUE ZMUDA

PENINSULA CORRIDOR JOINT POWERS BOARD

INVESTMENT PORTFOLIO

AS OF MAY 31, 2021

MICHELLE BOUCHARD
 ACTING EXECUTIVE DIRECTOR

TYPE OF SECURITY		MATURITY DATE	INTEREST RATE	PURCHASE PRICE	MARKET RATE
Local Agency Investment Fund (Unrestricted)	*	Liquid Cash	0.315%	25,064,770	25,064,770
County Pool (Unrestricted)		Liquid Cash	0.864%	556,444	556,444
Other (Unrestricted)		Liquid Cash	0.050%	49,530,781	49,530,781
Other (Restricted)	**	Liquid Cash	0.050%	13,035,566	13,035,566
				\$ 88,187,562	\$ 88,187,562

Interest Earnings for May 2021 \$ 1,639.81
 Cumulative Earnings FY2021 \$ 56,392.62

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

** Prepaid Grant funds for Homeland Security, PTMISEA and LCTOP projects, and funds reserved for debt repayment. The Portfolio and this Investment Report comply with the Investment Policy and the provisions of SB 564 (1995). The Joint Powers Board has the ability to meet its expenditure requirements for the next six months.

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: Joint Powers Board

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Melissa Reggiardo Lawrence Leung
Manager, Caltrain Planning Manager, Rail Contracts & Budget

SUBJECT: **ACCEPT ON-CALL TRANSPORTATION PLANNING AND CONSULTANT
SUPPORT SERVICES UPDATE**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

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

SIGNIFICANCE

This informational item is presented quarterly to the Board and reports on the following:

- Total amount of work directives (WDs) issued to each firm since contract inception
- List of WDs and amendments issued since the last reporting period with the WD number, title, description, JPB project manager, vendor, issuance date, start date, end date, and value

The tables below provide an update of contract activities from March 10th, 2021 thru June 4th, 2021. Table 1 summarizes the contract capacity status. Table 2 updates the percentage of capacity used against the percent time elapsed. Table 3 shows the Board approved dates and amounts. Table 4 aggregates the WD amounts issued to each of the vendors. Table 5 describes each of the WDs issued since the last reporting period.

BUDGET IMPACT

There is no impact on the budget.

BACKGROUND

Pursuant to Resolution No. 2020-18, the Board of Directors (Board) awarded contracts to Fehr & Peers, HNTB Corporation, Kimley-Horn & Associates, Inc., Arup North America Ltd., Mott MacDonald Group Inc., and WSP USA, Inc., consisting of a five-year base term for an aggregate not-to-exceed amount of \$25,000,000 with two additional, one-year option terms in an aggregate not-to-exceed amount of \$5,000,000 for each option year.

Prepared By:

Melissa Reggiardo
Manager, Caltrain Planning

650.508.6283

Lawrence Leung
Manager, Rail Contracts & Budget

650.508.6328

Table 1

Contract Summary	Years	Amount
Total Capacity:	7.0	\$35,000,000
Exercised:	5.0	\$25,000,000
Work Directives Issued:		\$4,568,665
Remaining Capacity:		\$20,431,335

Table 2

Contract Days	Days Elapsed	% Time Elapsed	Capacity Used
1825	338	19%	18%

Table 3

Contract Information	Start	End	Years	Capacity	Resolution/ Authorized
Base	7/1/2020	6/30/2025	5.0	\$25,000,000	2020-18
Option #1	7/1/2025	6/30/2026	1.0	\$5,000,000	
Option #2	7/1/2026	6/30/2027	1.0	\$5,000,000	
Amendment			0.0		
Total:			7.0	\$35,000,000	

Table 4

Vendor	Fehr & Peers	HNTB	Kimley-Horn	ARUP	Mott MacDonald	WSP
Contract #	20-J-P-006A	20-J-P-006B	20-J-P-006C	20-J-P-006D	20-J-P-006E	20-J-P-006F
Total WDs Issued	\$1,427,247	\$595,198	\$1,240,743	\$622,093	\$583,474	\$99,909
Previous Reporting Period	\$879,666	\$532,888	\$600,720	\$43,854	\$-	\$-
Current Reporting Period	\$547,581	\$62,310	\$640,023	\$578,239	\$583,474	\$99,909

Table 5

WD#	Title	Description (Updates in Bold)	Vendor	Updated	Start	(Revised) End	Current Value
10306	¹ Caltrain DTX – Operations Analysis	Rail operations technical analysis to support Caltrain and California High-Speed Rail Authority (CHSRA) to assess service and infrastructure configurations for the San Francisco Downtown Rail Extension. Authorized additional \$133.6k-->\$293.6k to fully fund WD and extended from 5/31/21 to 7/31/21.	Kimley-Horn	6/1/2021	9/1/2020	7/31/2021	\$ 293,625.00
10428	Refinement of Capital Project Implementation	Consultant shall be responsible for refining the decision-making process to ensure that specific decisions are being made at the correct level of the organization, defining a reporting process that is aligned with the decision-making process and provides both the appropriate information for decision-making as well as an accurate documentation of decisions made, providing COO with a program and project reporting template at the level of detail that meets her needs, and aligning staff reports with each other as well as Board reports to better inform the Board and staff as well as reduce the need to produce multiple reports.	WSP	5/18/2021	1/11/2021	9/30/2021	\$ 99,909.25
10335	² 22nd St Station ADA Access Feasibility Study	Completion of the ADA Access Feasibility study for the 22nd Street Caltrain Station including background research; stakeholder engagement; conceptual designs; constructability and funding analysis; alternative screening; and final report. Extended to 6/30/21.	HNTB	4/29/2021	9/1/2020	6/30/2021	\$ 133,106.00
10468	Capital Planning Support	Support for potential capital projects that are currently being managed within the Planning Department or being transitioned from Planning to the Capital Projects/Development Department. Such projects require ongoing yet intermittent planning management and tracking, coordination with internal and external partners and stakeholders, development of agreements, technical reviews, etc. The goal is to acquire resources to support these projects up to a certain dollar value.	Kimley-Horn	4/2/2021	4/2/2021	8/31/2021	\$ 252,226.00
10305	³ DISC Plan – Technical Support & Analysis	Technical management and support and organizational, governance and funding analysis and strategy for the remainder of Phase I of the Diridon Station Concept Plan. Added \$59k for additional support.	Kimley-Horn	3/31/2021	9/3/2020	6/30/2021	\$ 386,447.00
10304	³ DISC Plan – PM & Outreach Support	Technical and outreach program management for the remainder of Phase I of the Diridon Station Concept Plan. Added \$140k for additional support.	Kimley-Horn	3/30/2021	9/3/2020	6/30/2021	\$ 308,445.00
10309	Caltrain Governance Support	Support for Caltrain’s governance process including the following tasks: assisting with designing and structuring meetings, providing meeting facilitation services, developing and producing visual communications and graphics, and providing notetaking services during meetings.	Fehr & Peers	3/30/2021	2/22/2021	12/31/21	\$ 103,890.15

¹ Multi-agency Endeavor - San Francisco

² Transferred from old contract #13-PCJPB-P-023

³ Multi-agency Endeavor - San Francisco

WD#	Title	Description (Updates in Bold)	Vendor	Updated	Start	(Revised) End	Current Value
10334	⁴ Bike Parking and Micromobility Support	Continuation of bike parking and micromobility support as Caltrain replaces and expands bike parking infrastructure throughout the Corridor; includes demand analysis, conceptual station plans and micromobility best practices. Extended to 5/31/21.	HNTB	3/23/2021	9/1/2020	5/31/2021	\$ 179,304.33
10307	DSAP Development Support Services	Development support services associated with commercial development on the Caltrain-owned parcels within the Diridon Station Area Plan (DSAP) area in the City of San Jose. Specifically, the development team will be responsible for developing planning, land use, economic, environmental and development strategy associated with the City of San Jose's preliminary review application and formal planning application. \$573k budget thru FY24 but \$98k authorized for FY21.	Fehr & Peers	3/17/2021	3/8/2021	6/30/2024	\$ 97,967.24
10308	Internal Support for Interim Executive Director Transition	Internal support for the Interim Executive Director transition for the JPB and includes the following tasks: Development of Internal Action Plan for Transition Period, Support for Implementation of Internal Action Plan, Manage Special Projects as Identified by COO/ED, and Support Recruitment of Chief of Staff including Transitioning Internal Action Plan Tasks as Needed.	Fehr & Peers	3/17/2021	3/15/2021	9/30/2021	\$ 207,882.64
10446	Redwood City Station Area Planning	The main objective of the station area planning work is to provide inputs into Redwood City's Transit District planning process in the spring 2021 timeframe with consideration for the proposed redevelopment of Sequoia Station, the Whipple Avenue Grade Separation Study, Reimagine SamTrans and potential options related to the Dumbarton Rail Corridor Project. The scope of work will potentially produce street networks and a station area footprint to aid near-term land use development. It does not include public outreach, detailed design or cost estimates.	Mott Mac-Donald	3/11/2021	3/11/2021	6/30/2021	\$ 296,048.22

⁴ Transferred from old contract #13-PCJPB-P-023

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: JPB Work Program-Legislative - Planning Committee

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Rona Rios
Chief Communications Officer, Acting

SUBJECT: **STATE AND FEDERAL LEGISLATIVE UPDATE**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

Staff recommends that the Board of Directors (Board) of the Peninsula Corridor Joint Powers Board (JPB) receives the attached memos. Staff will provide regular updates to the Board in accordance with Legislative Program.

SIGNIFICANCE

The 2021 Legislative Program establishes the principles that will guide the legislative and regulatory advocacy efforts. Based on those principles, staff coordinates closely with our Federal and State advocates on a wide variety of issues that are considered in Congress and the State legislature. The attached reports highlight the recent issues and actions that are relevant to the Board.

Prepared By: Lori Low, Government and Community Relations Officer

650-508-6391



June 11, 2021

TO: Caltrain Board of Directors

FM: Joshua W. Shaw, Matt Robinson & Michael Pimentel, Shaw Yoder Antwih Schmelzer & Lange
Mike Robson & Bridget McGowan, Edelstein Gilbert Robson & Smith LLC

RE: **STATE LEGISLATIVE UPDATE – July 2021**

General Update

The Legislature just reached another significant legislative deadline – June 4 marked the house of origin deadline, where all bills had to pass out of the house where they were introduced. Both houses have imposed bill caps, limiting each Senator and Assemblymember to 12 bills that can pass into the second house. Because of this factor, we saw many bills not come up for a vote in time for the house of origin deadline.

Now that bills are in the second house, policy committees will begin to ramp up again. Legislators have until July 7 for bills to pass out of policy committees before facing the fiscal committee.

2021-22 State Budget

As we reported last month, Governor Newsom released his update to the FY 2021-22 Proposed Budget, known as the [May Revise](#) on May 14 and noted the state's current fiscal position will set the state up for a comeback. The Governor's revised \$267.8 billion budget highlights several of the Administration's priorities. The Governor's focus remains on pandemic response & relief, healthcare (vaccines), public education (school reopening), economic recovery (including stimulus and tax breaks), homelessness & housing affordability, rent relief, wildfire response & climate change, and transportation. Building on recent news reports, the Governor stated today that California will see an unprecedented \$75.7 billion surplus. As a result, in addition to increased spending on the state's priorities noted above, the Governor is proposing to pay down retirement liabilities and set aside \$24.4 billion in reserves. At the heart of the budget is the Governor's proposed investment of \$100 billion in new economic stimulus - dubbed the "*California Comeback Plan*" - supported by the state's improved state budget revenues. Included in the Plan is a proposed \$11 billion investment in transportation.

On June 1, Legislative Leaders announced a [budget agreement](#) of their own, roughly the same size as the budget released by the Governor in May, but with different spending priorities. The agreement was approved by the Budget Committees in both houses on June 2. As we approach the constitutional deadline for the Legislature to pass a balanced state budget (of June 15), it appears that the Governor and Legislative Leaders are still far apart on several big picture items. As such, the Legislature may act on its own version of the budget, representing the consensus priorities agreed to by the two Democratic Legislative Leaders, while the Legislative Leaders continue negotiations with the Governor on the

outstanding big picture items, which could be included in a “baby budget” bill later this year. To that end, budget bills to move the consensus priorities of Legislative Leaders and their respective caucuses forward are now in print as two identical measures: [SB 112 \(Committee on Budget and Fiscal Review\)](#) and [AB 128 \(Committee on Budget\)](#).

AB 128 is expected to be the legislative vehicle for the state budget and will be voted on by the June 15 deadline. The bills include the following proposed *supplemental* investments benefitting transportation:

- **\$2.5 billion** for the Transit and Intercity Rail Capital Program
 - Of that total, **\$1 billion** is expected to be directed to projects related to the 2028 Olympics.
 - Of that total, **\$1 billion** is expected to be directed to “priority transit and rail projects.”
 - The remaining balance is expected to be directed to grade separations.
- **\$2.267 billion** for a “Zero-Emission Vehicle Package”
 - Of that total, **\$407 million** is expected to be directed to the purchase, lease or demonstration of zero-emission rail and transit equipment and infrastructure for intercity rail and bus service.
 - The remaining balance is expected to be directed to light-, medium- and heavy-duty vehicle deployment, including for buses and trucks; per the budget bills, the exact allocations will be “*contingent upon future legislation.*”
- **\$500 million** for the Active Transportation Program
- **\$10 million** for the UC Institute of Transportation Studies

The budget bills do not yet include the proposed Cap and Trade Expenditure Plan, which is expected to advance later this summer through a separate budget trailer bill, following continued negotiations; nor do they include the Governor’s proposed \$4.2 billion investment in the California high-speed rail project, which is still the subject of ongoing negotiations between Legislative Leaders and Governor Newsom. The budget bills also do not yet include the statutory relief measure for transit agencies pursued this year, which are expected to be included in a separate budget trailer bill later this summer.

Governor Newsom Announces Plans to Lift Pandemic Executive Orders

On June 11, Governor Newsom took action to lift pandemic executive orders as the state moves [Beyond the Blueprint](#) next week to fully, safely reopen. That includes terminating the Stay-at-Home Order that was implemented early in the pandemic to protect Californians and retiring the Blueprint for a Safer Economy. Effective June 15, restrictions such as physical distancing and capacity limits – including on public transit vehicles – and the county tier system will end.

The Governor is also continuing the wind down of executive actions put in place since March 2020 to help facilitate a coordinated response to the pandemic and ensure the state could quickly and efficiently respond to the impacts of the pandemic. A subset of provisions that facilitate the ongoing recovery will remain in place.

A copy of the order terminating the Stay-at-Home Order and the Blueprint for a Safer Economy can be found [here](#). A copy of the order rolling back additional pandemic order provisions can be found [here](#).

High Speed Rail

Yesterday, the state and the US Department of Transportation finalized negotiations to restore \$929 billion in funding for California's High Speed Rail that was rescinded by the previous federal Administration in 2019.

Legislation of Interest

AB 361 (R. Rivas) Open Meetings: Teleconference. This bill would allow a local agency to use teleconferencing without complying with the Brown Act when holding a meeting to declare or ratify a local emergency when state/local health officials have required or recommended social distancing. The bill would require that teleconferenced meetings provide notice of the meeting, post agendas, and means for public comment. Further, the bill prohibits local bodies from requiring public comment in advance of the meeting. It also requires the body to make a series of findings related to the emergency 30 days after each meeting and every 30 days thereafter.

The bill is currently in the Senate and was referred to both the Senate Governance and Finance Committee and the Senate Judiciary Committee. It has not yet been set for hearing.

AB 1260 (Chen) - Transit CEQA Exemption. This bill establishes a temporary CEQA exemption until Jan 1, 2023, for public transit projects to construct/maintain infrastructure to charge or refuel zero-emission trains.

The bill is currently in the Senate and was referred to the Senate Environmental Quality Committee but has not been set for hearing.

SB 44 (Allen) – CEQA Streamlining for Transit. This bill would allow certain transit projects that meet environmental and labor requirements to have a streamlined judicial review period for CEQA. This is the new legislative effort after SB 757 (Allen) was vetoed last session because it was tied to SB 995. *Support.*

This bill is in the Senate and has been referred to the Senate Natural Resources Committee and the Senate Judiciary Committee. It has not been set for hearing yet.

Grants

In late-2020, the California Transportation Commission [awarded grants](#) for three SB 1 programs – the [Solutions for Congested Corridors Program](#) (SCCP), [Local Partnership Program](#) (LPP), and the [Trade Corridor Enhancement Program](#) (TCEP). In total, approximately \$2 billion was awarded for 56 new projects throughout the state to reduce traffic, improve goods movement, increase transit service, expand California's managed lanes network, and invest in bicycle and pedestrian improvements. According to the CTC, the funded projects would create more than 100,000 jobs over the next several years. The CTC will solicit applications for the next round of funding in the fall of 2021. Additionally, we expect the [Transit and Intercity Rail Capital Program](#) (TIRCP) to follow a similar schedule. We will provide more information as it becomes available.

Grade Separation Funding - Below is a list of the funding sources that we are aware of and/or that have been used to fund grade separations in the recent years. The funding sources below are managed across

various state agencies and departments, including the Public Utilities Commission (PUC), the California State Transportation Agency (CalSTA), the California Transportation Commission (CTC), and Caltrans.

PUC Section 190 Grade Separation Program – The Program is a [state funding program](#) to grade separate crossings between roadways and railroad tracks and provides approximately \$15 million annually, transferred from Caltrans. Agencies apply to the PUC for project funding.

State Transportation Improvement Program – The STIP, managed by Caltrans and programmed by the CTC, is primarily used to fund highway expansion projects throughout the state, but also supports grade separations. The STIP is programmed every two years (currently the 2018 STIP added \$2.2 billion in new funding). Local agencies receive a share of STIP funding, as does the State. The STIP is funded with gasoline excise tax revenues.

Transit and Intercity Rail Capital Program – The TIRCP is managed by CalSTA and is available to fund rail and transit projects that reduce greenhouse gas emissions. The program receives funding from Cap and Trade and the recently created Transportation Improvement Fee to the tune of approximately \$500 million per year. The TIRCP is programmed over 5 years, with the most recent cycle beginning in May 2018. Caltrain received \$160 million for the CalMod project.

Proposition 1A – This \$9.9 billion Bond Act is the primary funding source for the high-speed rail project and has been used to fund a very limited number of grade separation projects in the past, including in the City of San Mateo.

Caltrain

State Legislative Matrix 6/11/2021

ACTIVE BILLS

Bill Number (Author)	Summary	Location	Position
<p>AB 339 (Lee D)</p> <p>Local government: open and public meetings.</p>	<p>Existing law, the Ralph M. Brown Act, requires, with specified exceptions, that all meetings of a legislative body of a local agency, as those terms are defined, be open and public and that all persons be permitted to attend and participate. Under existing law, a member of the legislative body who attends a meeting where action is taken in violation of this provision, with the intent to deprive the public of information that the member knows the public is entitled to, is guilty of a crime. This bill would, until December 31, 2023, require all open and public meetings of a city council or a county board of supervisors that governs a jurisdiction containing least 250,000 people to include an opportunity for members of the public to attend via a telephonic option or an internet-based service option. The bill would require all open and public meetings to include an in-person public comment opportunity, except in specified circumstances during a declared state or local emergency. The bill would require all meetings to provide the public with an opportunity to comment on proposed legislation in person and remotely via a telephonic or an internet-based service option, as provided. This bill contains other related provisions and other existing laws.</p> <p>Amended: 5/4/2021</p>	<p>Senate Rules</p>	<p>Watch</p>
<p>AB 361 (Rivas, Robert D)</p> <p>Open meetings: local agencies: teleconferences.</p>	<p>Existing law, the Ralph M. Brown Act requires, with specified exceptions, that all meetings of a legislative body of a local agency, as those terms are defined, be open and public and that all persons be permitted to attend and participate. The act contains specified provisions regarding the timelines for posting an agenda and providing for the ability of the public to directly address the legislative body on any item of interest to the public. The act generally requires all regular and special meetings of the legislative body be held within the boundaries of the territory over which the local agency exercises jurisdiction, subject to certain exceptions. The act allows for meetings to occur via teleconferencing subject to certain requirements, particularly that the legislative body notice each teleconference location of each member that will be participating in the public meeting, that each teleconference location be accessible to the public, that members of the public be allowed to address the legislative body at each teleconference location, that the legislative body post an</p>	<p>Senate Gov. & F.</p>	<p>Watch</p>

Bill Number (Author)	Summary	Location	Position
	<p>agenda at each teleconference location, and that at least a quorum of the legislative body participate from locations within the boundaries of the local agency's jurisdiction. The act provides an exemption to the jurisdictional requirement for health authorities, as defined. The act authorizes the district attorney or any interested person, subject to certain provisions, to commence an action by mandamus or injunction for the purpose of obtaining a judicial determination that specified actions taken by a legislative body are null and void. This bill would authorize a local agency to use teleconferencing without complying with the teleconferencing requirements imposed by the Ralph M. Brown Act when a legislative body of a local agency holds a meeting for the purpose of declaring or ratifying a local emergency, during a declared state of emergency or local emergency, as those terms are defined, when state or local health officials have imposed or recommended measures to promote social distancing, and during a declared local emergency provided the legislative body determines, by majority vote, that meeting in person would present imminent risks to the health or safety of attendees. The bill would require legislative bodies that hold teleconferenced meetings under these abbreviated teleconferencing procedures to give notice of the meeting and post agendas, as described, to allow members of the public to access the meeting and address the legislative body, to give notice of the means by which members of the public may access the meeting and offer public comment, including an opportunity for all persons to attend via a call-in option or an internet-based service option, and to conduct the meeting in a manner that protects the statutory and constitutional rights of the parties and the public appearing before the legislative body. The bill would require the legislative body to take no further action on agenda items when there is a disruption which prevents the public agency from broadcasting the meeting, or in the event of a disruption within the local agency's control which prevents members of the public from submitting public comments, until public access is restored. The bill would specify that actions taken during the disruption are subject to challenge proceedings, as specified. The bill would prohibit the legislative body from requiring public comments to be submitted in advance of the meeting and would specify that the legislative body must provide an opportunity for the public to address the legislative body and offer comment in real time. When there is a continuing state of emergency, local emergency, or when state or local officials have imposed or recommended measures to promote social distancing, the bill would require a legislative body to make specified findings not later than 30 days after the first teleconferenced meeting pursuant to these provisions, and to make those findings every 30 days thereafter, in order to continue to meet under these abbreviated teleconferencing procedures. This bill contains other related provisions and other existing laws.</p> <p>Amended: 5/10/2021</p>		

Bill Number (Author)	Summary	Location	Position
<p>AB 1157 (Lee D)</p> <p>Controller: transportation funds: distribution and reporting requirements.</p>	<p>Existing law, for purposes of the State Transit Assistance Program, requires local transportation agencies to report to the Controller by June 15 of each year the public transportation operators within its jurisdiction that are eligible to claim specified local transportation funds. This bill would instead require local transportation agencies to report this information within 7 months after the end of each fiscal year. This bill contains other related provisions and other existing laws.</p> <p>Amended: 3/15/2021</p>	<p>Senate Transportation</p> <p>6/15/2021 9 a.m. - Senate Chamber SENATE TRANSPORTATION, GONZALEZ, LENA, Chair</p>	<p>Watch</p>
<p>AB 1260 (Chen R)</p> <p>California Environmental Quality Act: exemptions: transportation-related projects.</p>	<p>The California Environmental Quality Act (CEQA) requires a lead agency, as defined, to prepare, or cause to be prepared, and certify the completion of an environmental impact report on a project that it proposes to carry out or approve that may have a significant effect on the environment or to adopt a negative declaration if it finds that the project will not have that effect. CEQA also requires a lead agency to prepare a mitigated negative declaration for a project that may have a significant effect on the environment if revisions in the project would avoid or mitigate that effect and there is no substantial evidence that the project, as revised, would have a significant effect on the environment. This bill contains other existing laws.</p> <p>Introduced: 2/19/2021</p>	<p>Senate Environmental Quality</p> <p>6/28/2021 9 a.m. - John L. Burton Hearing Room (4203) SENATE ENVIRONMENTAL QUALITY, ALLEN, Chair</p>	<p>Watch</p>
<p>ACA 1 (Aguiar-Curry D)</p> <p>Local government financing: affordable housing and public infrastructure: voter approval.</p>	<p>(1)The California Constitution prohibits the ad valorem tax rate on real property from exceeding 1% of the full cash value of the property, subject to certain exceptions. This measure would create an additional exception to the 1% limit that would authorize a city, county, city and county, or special district to levy an ad valorem tax to service bonded indebtedness incurred to fund the construction, reconstruction, rehabilitation, or replacement of public infrastructure, affordable housing, or permanent supportive housing, or the acquisition or lease of real property for those purposes, if the proposition proposing that tax is approved by 55% of the voters of the city, county, or city and county, as applicable, and the proposition includes specified accountability requirements. The measure would specify that these provisions apply to any city, county, city and county, or special district measure imposing an ad valorem tax to pay the interest and redemption charges on bonded indebtedness for these purposes that is submitted at the same election as this measure. This bill contains other related provisions and other existing laws.</p> <p>Introduced: 12/7/2020</p>	<p>Assembly Local Government</p>	<p>Supported February 2021</p>

Bill Number (Author)	Summary	Location	Position
<p>SB 44 (Allen D)</p> <p>California Environmental Quality Act: streamlined judicial review: environmental leadership transit projects.</p>	<p>The California Environmental Quality Act (CEQA) requires a lead agency, as defined, to prepare, or cause to be prepared, and certify the completion of, an environmental impact report (EIR) on a project that it proposes to carry out or approve that may have a significant effect on the environment or to adopt a negative declaration if it finds that the project will not have that effect. CEQA also requires a lead agency to prepare a mitigated negative declaration for a project that may have a significant effect on the environment if revisions in the project would avoid or mitigate that effect and there is no substantial evidence that the project, as revised, would have a significant effect on the environment. CEQA establishes a procedure by which a person may seek judicial review of the decision of the lead agency made pursuant to CEQA. This bill would provide that no reimbursement is required by this act for a specified reason. This bill contains other existing laws.</p> <p>Amended: 4/27/2021</p>	<p>Assembly Natural Resources</p>	<p>Supported February 2021</p>
<p>SB 339 (Wiener D)</p> <p>Vehicles: road usage charge pilot program.</p>	<p>Existing law requires the Chair of the California Transportation Commission to create a Road Usage Charge (RUC) Technical Advisory Committee in consultation with the Secretary of Transportation. Under existing law, the purpose of the technical advisory committee is to guide the development and evaluation of a pilot program to assess the potential for mileage-based revenue collection as an alternative to the gas tax system. Existing law requires the technical advisory committee to study RUC alternatives to the gas tax, gather public comment on issues and concerns related to the pilot program, and make recommendations to the Secretary of Transportation on the design of a pilot program, as specified. Existing law repeals these provisions on January 1, 2023. This bill would extend the operation of these provisions until January 1, 2027. The bill would require the Transportation Agency, in consultation with the California Transportation Commission, to implement a pilot program to identify and evaluate issues related to the collection of revenue for a road charge program, as specified. The bill would require the RUC Technical Advisory Committee to make recommendations to the Transportation Agency on the design of the pilot program, including the group of vehicles to participate. The bill would require that if a group of vehicles other than state-owned vehicles is selected, that participation in the program be voluntary. The bill would require the Transportation Agency to convene a state agency work group, as specified, to implement the pilot program and to design a process for collecting road charge revenue from vehicles. The bill would require that participants in the program be charged a mileage-based fee, as specified, and receive a credit or a refund for fuel taxes or electric vehicle fees, as specified. The bill would require that the pilot program not affect funding levels for a program or purpose supported by state fuel tax and electric vehicle fee revenues. The bill would require the Transportation Agency to submit reports to the Legislature, as specified.</p>	<p>Assembly Transportation</p> <p>6/21/2021 Upon adjournment of Session - State Capitol, Assembly Chamber ASSEMBLY TRANSPORTATION, FRIEDMAN, Chair</p>	<p>Supported April 2021</p>

Bill Number (Author)	Summary	Location	Position
	Amended: 5/20/2021		
<p>SB 674 (Durazo D)</p> <p>Public Contracts: workforce development: transportation-related contracts.</p>	<p>Existing law establishes the Labor and Workforce Development Agency, under the supervision of the Secretary of Labor and Workforce Development. Existing law establishes within the Labor and Workforce Development Agency, the Department of Industrial Relations, to foster, promote, and develop the welfare of the wage earners of California and to advance their opportunities for profitable employment, among other duties. This bill would require the Labor and Workforce Development Agency to develop a program, known as the California Jobs Plan Program, to meet specified objectives, including, as a component of applications for covered public contracts, as defined, creation of a form that states the minimum numbers of proposed jobs that are projected to be retained and created if the applicant wins the covered public contract, and proposed wages, benefits, and investment in training. That component of the application would be known as the California Jobs Plan, as defined. Other objectives of the program, pursuant to the bill, would include supporting the hiring of displaced workers and individuals facing barriers to employment, as defined; encouraging the development of the state's long-term green transportation and related infrastructure and manufacturing sector; and protecting public health by supporting the adoption of specific protections for worker health and safety. This bill contains other related provisions and other existing laws.</p> <p>Amended: 5/20/2021</p>	Assembly Labor and Employment	Watch
<p>SB 771 (Becker D)</p> <p>Sales and Use Tax Law: zero emissions vehicle exemption.</p>	<p>Existing state sales and use tax laws impose a tax on retailers measured by the gross receipts from the sale of tangible personal property sold at retail in this state or on the storage, use, or other consumption in this state of tangible personal property purchased from a retailer for storage, use, or other consumption in this state. The Sales and Use Tax Law provides various exemptions from those taxes. This bill, on or after January 1, 2022, would provide an exemption from those taxes with respect to the sale in this state of, and the storage, use, or other consumption in this state of, a qualified motor vehicle, as defined, sold to a qualified buyer, as defined. The bill would provide that this exemption does not apply to specified state sales and use taxes from which the proceeds are deposited into the Local Revenue Fund, the Local Revenue Fund 2011, or the Local Public Safety Fund. This bill contains other related provisions and other existing laws.</p> <p>Amended: 5/11/2021</p>	Assembly Desk	Watch

Bill Number (Author)	Summary	Location	Position
<h2>Inactive Bills</h2>			
<p>AB 5 (Fong R)</p> <p>Greenhouse Gas Reduction Fund: High-Speed Rail Authority: K-12 education: transfer.</p>	<p>The California Global Warming Solutions Act of 2006 designates the State Air Resources Board as the state agency charged with monitoring and regulating sources of emissions of greenhouse gases. The act authorizes the state board to include in its regulation of those emissions the use of market-based compliance mechanisms. Existing law requires all moneys, except for fines and penalties, collected by the state board from the auction or sale of allowances as part of a market-based compliance mechanism to be deposited in the Greenhouse Gas Reduction Fund. Existing law continuously appropriates 25% of the annual proceeds of the fund to the High-Speed Rail Authority for certain purposes. This bill would suspend the appropriation to the High-Speed Rail Authority for the 2023-24 and 2024-25 fiscal years and would require the transfer of those amounts from moneys collected by the state board to the General Fund. The bill would specify that the transferred amounts shall be available, upon appropriation, to augment funding for K-12 education and to support full-time in-person instruction for all students.</p> <p>Amended: 3/17/2021</p>	<p>Assembly 2 year</p>	<p>Watch</p>
<p>AB 476 (Mullin D)</p> <p>Department of Transportation: state highways: transit bus pilot program.</p>	<p>Existing law vests the Department of Transportation with full possession and control of the state highway system and associated real property. Existing law generally requires vehicles to be driven upon the right 1/2 of a roadway, defined to include only that portion of a highway improved, designed, or ordinarily used for vehicular travel. Existing law generally prohibits the driver of a vehicle from overtaking and passing another vehicle by driving off the paved or main-traveled portion of the roadway. Existing law authorizes the Monterey-Salinas Transit District and the Santa Cruz Metropolitan Transit District to conduct a transit bus-only program using the shoulders of certain state highways as transit bus-only traffic corridors, subject to approval by the Department of Transportation and the Department of the California Highway Patrol. Existing law requires that the highway segments to be used for the program are to be jointly determined by the districts, the department, and the Department of the California Highway Patrol, as provided. This bill would authorize the Department of Transportation to establish a pilot program to authorize a transit operator or operators to operate transit buses on the shoulders of state highways, under a project selected under the program. The bill would authorize an operator or operators, in partnership with a regional transportation agency that meets specified requirements, to submit an application to the department to establish and operate a project under the program. The bill would authorize the department to select no more than 8 total projects under the program using guidelines developed with input from the Department of the California Highway Patrol and the public. The bill would require the department, the Department of the California Highway Patrol, and the operator or operators and regional transportation agency that submitted the application to jointly</p>	<p>Assembly 2 year</p>	<p>Watch</p>

Bill Number (Author)	Summary	Location	Position
	<p>determine the state highways, or segment of state highways, that will be used in a project. The bill would require the applicable regional transportation agency to be responsible for all costs attributable to the project. Two years after commencing a project, the bill would require an operator or operators, in conjunction with the applicable regional transportation agency, to submit a report to the Legislature that includes certain information about the project.</p> <p>Amended: 3/16/2021</p>		
<p>AB 629 (Chiu D) San Francisco Bay area: public transportation.</p>	<p>(1)Existing law creates the Metropolitan Transportation Commission as a local area planning agency for the 9-county San Francisco Bay area with comprehensive regional transportation planning and other related responsibilities. Existing law creates various transit districts located in the San Francisco Bay area, with specified powers and duties relative to providing public transit services. This bill would require the commission on or before February 1, 2022, to submit a copy of a specified transit fare study undertaken by the commission to certain committees of the Legislature. The bill would require the commission to submit a report on or before January 1, 2023, to those entities on the progress of implementing the recommendations of that study. This bill contains other related provisions and other existing laws.</p> <p>Amended: 3/22/2021</p>	<p>Assembly 2 year</p>	<p>Watch</p>
<p>AB 703 (Rubio, Blanca D) Open meetings: local agencies: teleconferences.</p>	<p>Existing law, the Ralph M. Brown Act, requires, with specified exceptions, that all meetings of a legislative body of a local agency, as those terms are defined, be open and public and that all persons be permitted to attend and participate. The act contains specified provisions regarding the timelines for posting an agenda and providing for the ability of the public to observe and provide comment. The act allows for meetings to occur via teleconferencing subject to certain requirements, particularly that the legislative body notice each teleconference location of each member that will be participating in the public meeting, that each teleconference location be accessible to the public, that members of the public be allowed to address the legislative body at each teleconference location, that the legislative body post an agenda at each teleconference location, and that at least a quorum of the legislative body participate from locations within the boundaries of the local agency's jurisdiction. The act provides an exemption to the jurisdictional requirement for health authorities, as defined. This bill would remove the notice requirements particular to teleconferencing and would revise the requirements of the act to allow for teleconferencing subject to existing provisions regarding the posting of notice of an agenda, provided that the public is allowed to observe the meeting and address the legislative body directly both in person and remotely via a call-in option or internet-based service option, and that a quorum of members participate in person from a singular physical location clearly identified on the agenda that is open to the public and situated within the jurisdiction. The bill would require that, in each instance in which notice of the time of the teleconferenced meeting is otherwise given or the agenda for the</p>	<p>Assembly 2 year</p>	<p>Watch</p>

Bill Number (Author)	Summary	Location	Position
	<p>meeting is otherwise posted, the local agency also give notice of the means by which members of the public may observe the meeting and offer public comment and that the legislative body have and implement a procedure for receiving and swiftly resolving requests for reasonable accommodation for individuals with disabilities, consistent with the federal Americans with Disabilities Act, as provided. This bill contains other related provisions and other existing laws.</p> <p>Amended: 4/29/2021</p>		
<p>AB 823 (Gray D) High-Speed Rail Authority: trains powered by fossil fuel combustion engines.</p>	<p>The California High-Speed Rail Act creates the High-Speed Rail Authority to develop and implement a high-speed rail system in the state, with specified powers and duties. Existing law requires the high-speed rail system to be designed to use electric trains. Existing law authorizes the authority, upon receiving legislative or voter approval, to enter into contracts with private or public entities for the design, construction, and operation of high-speed trains. This bill would prohibit the authority from directly or indirectly using local, state, federal, or any other public or private funding to purchase, lease, operate, or maintain a passenger or freight train powered by a diesel engine or other type of fossil fuel combustion engine, and from enabling such a train to operate on authority-owned rail infrastructure designed for speeds in excess of 125 miles per hour, except as specified.</p> <p>Introduced: 2/16/2021</p>	<p>Assembly 2 year</p>	<p>Watch</p>
<p>AB 1116 (Friedman D) High-Speed Rail Authority: oversight: Legislative Analyst's Office.</p>	<p>Existing law creates the High-Speed Rail Authority with specified powers and duties related to the development and implementation of a high-speed train system. Existing law, pursuant to the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, approved by the voters as Proposition 1A at the November 4, 2008, statewide general election, provides for the issuance of \$9.95 billion in general obligation bonds for high-speed rail and related rail purposes. This bill would require the Legislative Analyst's Office, for the purpose of reviewing the planning, financing, expenditures, and other elements of the statewide high-speed rail system, to review any materials submitted to the authority and documents the authority requests from contractors, consultants, or external parties, as specified, and to provide recommendations to the policy and budget committees of the Legislature regarding the statewide high-speed rail system and the development of shared mobility systems statewide. The bill would require the authority, and any entity contracting with the authority, to provide to the Legislative Analyst's Office any information that it requests and to permit representatives of the Legislative Analyst's Office to attend the authority's internal meetings. The bill would repeal these requirements on January 1, 2031.</p> <p>Introduced: 2/18/2021</p>	<p>Assembly 2 year</p>	<p>Watch</p>

Bill Number (Author)	Summary	Location	Position
<p>AB 1235 (Patterson R)</p> <p>High-speed rail: legislative oversight.</p>	<p>The California High-Speed Rail Act creates the High-Speed Rail Authority to develop and implement a high-speed rail system in the state, with specified powers and duties. Existing law requires the authority, on or before March 1, 2017, and every 2 years thereafter, to provide a project update report, approved by the Secretary of Transportation as consistent with specified criteria, to the budget committees and the appropriate policy committees of both houses of the Legislature, on the development and implementation of intercity high-speed train service, as provided. This bill would create the Joint Legislative High-Speed Rail Oversight Committee consisting of 3 Members of the Senate and 3 Members of the Assembly to provide ongoing and independent oversight of the high-speed rail project by performing specified duties, and would require the committee to make recommendations to the appropriate standing policy and budget committees of both houses of the Legislature to guide decisions concerning the state's programs, policies, and investments related to high-speed rail. The bill would require the authority to provide the committee with certain documents and information within prescribed timelines, and would require the authority to permit the chairperson of the committee, or the chairperson's designee, to attend meetings of any internal governance committees related to project oversight, as provided.</p> <p>Introduced: 2/19/2021</p>	<p>Assembly 2 year</p>	<p>Watch</p>

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: Joint Powers Board

THROUGH: Michelle Bouchard
Executive Director, Caltrain

FROM: Sebastian Petty
Deputy Chief, Planning, Caltrain

SUBJECT: **UPDATE ON SERVICE RESTORATION**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

This item is for information only.

SIGNIFICANCE

Caltrain is currently operating a reduced, 70-train per weekday service based on the significant reduction in demand resulting from the COVID-19 Pandemic. The current service has been developed to conserve agency resources while continuing to provide a foundational level of regional rail service to communities in San Francisco, San Mateo and Santa Clara counties.

As the COVID-19 Pandemic recedes and the region and state relax and lift public health orders, transit operators across the region are preparing to adjust and restore service. Caltrain is developing plans for a service change and expansion to coincide with BART's recently announced intention to operate an expanded service starting on August 30th. This restoration will allow the railroad to provide a competitive service offering as some employees return to in-office work and in-person education resumes. The planned service change also provides a further opportunity to continue implementation of the Equity, Connectivity Recovery and Growth Framework adopted by the Board in 2020 – with an emphasis on providing improved service at all times of day, a simplified set of stopping patterns, and coordinated connections with other transit operators at key regional transfer points. At the same time, Caltrain must manage the planned restoration of service while still balancing constraints created by significant ongoing construction activities, staffing availability and overall financial capacity.

After careful deliberation and consultation with various stakeholders, staff is ready to present the fall service plan at the July JPB meeting. Once the timetable is drafted it

will be distributed to partner agencies to coordinate transfers and showcased as part of the "Welcome Back to Transit" marketing campaign. The new schedule will go into effect Monday, August 30, 2021, to coincide with the first day of BART's new schedule.

BUDGET IMPACT

There is no budget impact associated with receiving this informational update. The restoration of service described has been incorporated into the FY22 operating budget.

BACKGROUND

Starting in March of 2020, the emergence of the COVID-19 Pandemic resulted in a rapid and severe crisis for the railroad, with ridership plummeting by as much as 98%. Caltrain quickly implemented significant service cuts and has been restoring and adjusting service over subsequent months as the pandemic has continued.

At the June 2020 Board Meeting, staff announced that activity on the Caltrain Business Plan would pause and pivot toward COVID Recovery Planning efforts. At the September 2020 Board Meeting the Board adopted the Equity, Connectivity, Recovery & Growth Framework (the Framework) – a significant policy document that outlines Caltrain's approach to recovering from the COVID-19 Pandemic and growing the system in a manner consistent with the larger Business Plan process. The framework includes specific policies and actions that describe how Caltrain can recover in a way that emphasizes improving equity outcomes on the system and enhancing connectivity to the region's transit network.

The Equity, Connectivity, Recovery & Growth Framework was used to develop a reduced, 70 train per weekday service that was implemented at the end of 2020 and adjusted in March of 2021 to coincide with an update to BART's timetable. This service focused on initial implementation of the Framework by providing a simplified set of train patterns, improved midday and weekend service levels, and coordinated connections at the Millbrae BART station.

The service restoration will build off these improvements and not only restore service to pre-pandemic levels, but will also provide additional enhancements to capture new ridership markets and adjust to changing travel behaviors. This includes increased train frequencies at most stations throughout the day, along with a variety of new limited and "Baby Bullet" express trains to provide a competitive and reliable transit service to the region.

Prepared by:

Ted Burgwyn, Director,
Rail Network and Operations Planning, Caltrain

650-551-6139

CITIZENS ADVISORY COMMITTEE (CAC)
PENINSULA CORRIDOR JOINT POWERS BOARD (JPB)
SAN MATEO COUNTY TRANSIT DISTRICT ADMINISTRATIVE BUILDING
Bacciocco Auditorium, 2nd Floor
1250 San Carlos Avenue, San Carlos CA 94070

DRAFT MINUTES OF JUNE 16, 2021

MEMBERS PRESENT: A. Brandt (Vice Chair), P. Flautt, L. Klein, R. Kutler, P. Leung, K. Maxwell (Alternate), D. Tuzman, B. Shaw (Chair)

MEMBERS ABSENT: N. Mathur (Alternate)

STAFF PRESENT: C. Kwok, J. Navarrete, J. Navarro, D. Provence,

Due to COVID-19, this meeting was conducted as a teleconference pursuant to the provisions of the Governor's Executive Orders N-25-20 and N-29-20, which suspends certain requirements of the Ralph M. Brown Act.

Chair Brian Shaw called the meeting to order at 5:40 p.m. and led the Pledge of Allegiance.

APPROVAL OF MINUTES OF MAY 19, 2021

Motion/Second: Klein / Leung

Ayes: Brandt, Flautt, Kutler, Shaw, Tuzman

Absent: None

R. Kutler arrived

PUBLIC COMMENT

Aleta Dupree, via Zoom Q&A, advised that June is Pride month and that it is important to keep diversity in mind. She stated that the citizenry of Caltrain is very diverse and advocates that Pride is a global perspective of inclusion. She asked that the Board and staff be aware of the importance of equity and to welcome anyone who uses Caltrain, pays their fare and follows the rules of conduct, always be welcomed and treated with respect. Aleta then stated that to build this new electric railroad, the focus should be on foundations. She suggested completing a deep dive on the site conditions to determine why foundations are not being produced as fast as they should. She then emphasized the importance of operating entirely on Clipper and the Mobile APP as part of a modern railroad. She recommended Caltrain's efforts should be in selling Clipper cards out of the new vending machines to get away from paper tickets.

Roland Lebrun, San Jose, via Zoom Q&A, requested the Zoom meeting start before the CAC meeting begins so that he has time to connect through his computer and not via telephone. He then advised that the Governance Executive Order N-2920 is now obsolete and that the new Governance Order is N-A-21. He stated that Paragraph 44 indicated how meetings will be conducted until September the 30th, at least. He then referenced the correspondence packet, and stated that the DTX project is out of control. He shared that there is a new High Speed Rail station at 4th & Townsend and that there is no way that a High Speed Train Operator will ever stop there. Roland then mentioned that electrification has been delayed two years later and that the problem is not with foundation, and that the problem is with Constant Warning Time. Roland suggested that with the new trains coming in 2022 and no place to store them, to see if there is any way to operate the new EMUs in diesel mode with push/pull at 80MPH.

Jeff Carter, Millbrae, via Zoom Q&A, shared his pleasure with seeing the schedules out on the train. He then shared his disappointment with the delay in electrification.

Adina Levin, via Zoom Q&A, shared that at some point this body and the Board and other bodies are going to go back to meeting in a Boardrooms in person and there are a number of transit agencies that have already said that they are planning to continue to allow for online, dial in or Zoom public comment. She asked, through the Chair, if this body is interested in inquiring, it would be good to check with Caltrain about whether Caltrain would align with other agencies to continue to allow dial in and Zoom public comment after the Board goes back to in person meetings. She stated that it may be difficult for many people to get to the CAC meeting or the Board meeting to then just sit there for a long time to make their comments. And therefore, this body may be interested in asking staff or and or recommending to the Board to do as other agencies are doing and continuing with hybrid meetings, allowing dial in and online public comment.

CHAIRPERSON'S REPORT

Chair Brian Shaw shared his experience with riding Caltrain since March 2020. He said that it was great to do and that other than wearing a mask, it is pretty much the way it was before. He stated that Caltrain continues to be a consistent operation. He said that the biggest change was being able to use his cell phone to tag on and off versus using his Clipper card and it worked great. Chair Shaw then reported that Alternate Member Kathleen Maxwell will likely be stepping down, as an Alternate, in the coming months and encouraged anyone interested to apply for all openings on the CAC.

COMMITTEE COMMENTS

Member Patrick Flautt reported that he does not have a website update for the committee members and hopes to meet with Five Paths website development team soon to provide an update to the committee. He then agreed with public comment from Adina Levin about continuing the possibility of allowing for Zoom call in and commentary. He then requested staff to look into allowing for this type of hybrid participation for future meetings.

Member David Tuzman reported that he emailed MTC to ask for a presentation on their study on fare coordination and integration around the region. Mr. Navarro advised that Caltrain has a department that works with Cubic and MTC and that Christiane Kwok, who will be presenting later, is the Caltrain liaison for MTC in another capacity, and that staff may help coordinate the presentation. Member Tuzman said that he would reach out to Ms. Kwok for further details. Member Tuzman then asked whether the timetable on the website is the latest timetable as there is no "schedule updated since" date. Chair Shaw confirmed that the timetable on the website is the latest and agreed that there is no "as of" date. Member Tuzman advised that the scrolling version indicates as of April 26, 2021 but the default that comes up does not have clear indication that gives someone confidence that it is the latest schedule. Lastly, Member Tuzman asked whether the CAC or the Board will decide to continue these meetings virtually. Chair Shaw advised that the CAC will follow the Board's lead. Lastly, Member Tuzman asked staff to consider updating their pet onboard policy to not only allow service animals. He said that the more types of trips that Caltrain makes available to people, the more people will ride.

Member Patricia Leung agreed with previous comments and likes the idea of future Zoom hybrid meeting. She then shared her recent Caltrain experience and happy to come back to everything running the way she remembered it, before the pandemic began. She thanked staff for making things normal for returning riders. She also appreciated the Apple Pay component. She then reported to Member Flautt that looking at the schedule from the Mobile App is clunky and suggested he take a look to make suggestions for improvement. Lastly, Member Leung mentioned state legislation SB466 regarding the parking lot in Santa Clara station. Two things that pertains to Caltrain one is as proposal was actually reducing the number of parking spots from 240 to 95 parking spots. She stated that this would set a dangerous precedence.

Member Rosalind Kutler agreed with previous comments regarding a hybrid Zoom option for future meetings. Her only concern with this type of meeting is whether staff will have enough resources to support. She then thanked staff for supporting the San Francisco Giants fans and the printed schedules.

Member Larry Klein also supports the hybrid CAC meeting option as remote meetings make it easier to jump between different meetings, without commuting up the peninsula. He voiced his disappointment with the electrification delay. Member Klein then thanked staff for the new schedule and asked when the Baby Bullets might be scheduled. He stated that a Baby Bullet to Sunnyvale would help eliminate shuttles and vehicles on the road.

Vice Chair Adrian Brandt commented that the recent development in Sunnyvale challenge Caltrain to figure how to respond to new development up and down the line around stations that might merit additional service. Vice Chair Brandt also agreed to having the option of hybrid Zoom CAC meetings in the future. He then suggested Caltrain to have a rider safety webpage with safety tips, just as BART has. He stated that Caltrain previously had a Safety and Security webpage; however the last report was from September 2018 and would like to see it posted for the public to see. He then reported that on his last Caltrain ride, dwell times are high and suggested to remove

the cushion time off the schedule to offer a more attractive schedule to riders. He then reported that although the schedules are posted at the stations, he did not see a highlighted line indicating the “you are here” station. Chair Shaw mentioned that he saw the station name highlighted, not the times, but the station name was highlighted. Mr. Navarro responded that due to Accessible Service compliance and other factors, the best staff could do was highlight the station name in green and is manually placing these stickers on the station boards throughout the corridor. He then agreed with comments in the correspondence packet regarding VTA withholding their operating contribution. Lastly, he also shared his disappointment with the electrification delay due to Constant Time Warning, a known problem. He then requested a formal presentation on some of the issues and details around the delay and a description of the planned wireless enhancement.

Alternate Member Kathleen Maxwell also agreed with previous comments to have the option of attending future CAC meetings remotely via Zoom or in person.

Public Comments:

Jeff Carter, Millbrae, via Zoom Q&A, hopes that the CAC meeting will continue on Zoom to help with public participation. He then reported that he has noticed increased dwell times in Millbrae and that the doors close fifteen to twenty seconds prior to departure. He then shared that the gates at the Broadway station remain down the entire time that the train is in the station on the northbound side. He then shared his disappointment with partner agencies not contributing to Caltrain. He suggested the CAC look into how much the partner agencies contribute to BART.

Roland Lebrun, San Jose, via Zoom Q&A, stated that the Governance Ordinance will determine how future CAC meetings will be held. He suggested looking at Assembly Bill 703, where the possible changes to the Brown Act will be. He suggested Member Patricia Leung attend the Plan Bay Area 2050 workshops to submit her comments there. He then stated that he will be submitting a proposed schedule to include Baby Bullets that will serve Sunnyvale. Roland then stated that South San Francisco should have a passing track so that Caltrain can provide more service. He then stated that the issue with Caltrain missing webpages will be resolved when the administration transitions from Samtrans. He advised that the VTA contribution issue will be resolved at the August VTA Board Meeting.

Adina Levin, via Zoom Q&A, shared that the Fair Integration Taskforce will have more information about the study on July 19, 2021 and will make presentations to various Transit Boards in July and August and will have decisions made in the fall. Lastly, regarding the hybrid meetings is that the issue for public comment is technically, and legally different from the issue of being on the board so for the public comment BART and a variety of other agencies and jurisdictions have said yes it is legal to allow online public comment. She stated that it would take a legal change to enable hybrid meetings for members of the body.

ELECTRONIC BICYCLE LOCKER UPDATE

Dan Provence, Principal Planner, presented the Electronic Bicycle Locker Update.

The full presentation can be found on caltrain.com

Committee Comments:

Member Kutler asked Mr. Provence what services are offered in San Francisco. Mr. Provence responded that there is a free valet bike parking facility at 4th & King.

Member Leung asked whether there is a way to look at availability of the lockers. Mr. Provence responded that availability can be seen on the bikelink.org website.

Member David Tuzman asked to confirm the \$5 credit for linking the Clipper card. Mr. Provence confirmed the incentive.

Member Flautt asked what full deployment will look like. Mr. Provence stated that staff is looking at different options with a team of consultants that are tied to the business plan. Member Flautt then asked when would eLockers be installed at Gilroy. Mr. Provence responded that VTA is in charge of the efforts in Gilroy. Mr. Navarro suggested Dan to provide his email address to Mr. Flautt to get him in contact with the organization in San Francisco to better answer Mr. Flautt's questions. Mr. Provence will follow-up with Member Flautt.

Vice Chair Brandt asked Mr. Provence to clarify whether Caltrain has agreed to pay a fixed fee to have 1150 lockers deployed for \$4.5M. Mr. Provence responded that the \$4.5M is all encompassing and deals with the locker costs as well as the ongoing operations and maintenance costs. Vice Chair Brandt then asked what the transition process looks like for customers. Mr. Provence advised that letters were sent to existing customer explaining how it all worked and incentives for transitioning. Mr. Provence stated that he personally set the customers up with a bikelink.org representative.

Public Comments:

Adina Levin, via Zoom Q&A, asked whether staff has thought about strategies to avoid customers camping their bike in these lockers for months at a time, when trains are crowded again. Mr. Provence responded that there is a maximum rental time to avoid these situations.

Aleta Dupree, via Zoom Q&A, expressed her support with the bike lockers. She stated that there is a bike theft problem in America, and that the secure bike lockers are better than racks. She suggested staff to look into dynamic pricing with equity in mind. She also suggested educating riders on how to use Clipper with these eLockers. Lastly regarding the double level lockers, she requested staff to keep in mind that for lower income rider, who would buy a less expensive bike, those less expensive bikes tend to be heavier and therefore harder to lift.

Jeff Carter, Millbrae, via Zoom Q&A, thanked Mr. Provence for the report and appreciated Caltrain providing many options as possible for people to get to and from

the station. Jeff then asked whether there is a difference in the rental rates at Millbrae station between BART installed bike lockers and Caltrain BikeLink.org eLockers.

Roland Lebrun, San Jose, via Zoom Q&A, suggested to conduct a study to determine why passengers bring their bikes onboard the train. He suggested the conductors distribute business card size surveys asking passengers to help staff understand why they brought their bike on board today. The business card would have a link to an online web survey and ask further questions. Roland then stated that as an incentive for completing the survey, passengers would receive a Clipper credit for future eLocker rental. Lastly, he shared that VTA will give up the entire Gilroy parking lot to TODs. He hopes that there will be a resolution to this matter at VTAs August Board meeting.

DRAFT CALTRAIN CAC RESOLUTION, DISTANCE BASED FARES

Adrian Brandt, Vice Chair, CAC, presented the Draft Caltrain CAC Resolution, Distance Based Fares.

Vice Chair Brandt stated that the Ad Hoc subcommittee, Members Tuzman, Leung and himself met and came up with the Draft Caltrain CAC Resolution, Distance Based Fares that can be found in the Agenda packet. Vice Chair Brandt recommended an update to the draft for the committee's consideration. He suggested modifying the, BE IT RESOLVED, to basically say, be it resolved that in absence of a regional fare program unless and until Caltrain engages with and participates in a regional fare program or a regional fair tariff, that Caltrain now develop and propose etc.

The draft can be found on caltrain.com

Committee Comments:

Member Kutler expressed her full support of the Resolution with the update Vice Chair Brandt suggested phrasing, "in the absence of a regional fare program".

Member Tuzman expressed his interest in learning more about the MTC proposals about regional fare integration before passing the Resolution. He then stated that there should be mention of the 2040 Business Plan in the last "Where As". He then asked Ms. Christiane Kwok to speak about the MTC proposal and timing. Ms. Kwok responded that she is not directly involved with the development of the program, and will find out whether MTC can present to this committee. Member Tuzman stated that he would work with the Chair and staff to get this item added to the July Agenda, which would move the passing of this Resolution to August.

Member Leung recommended moving forward with the Resolution regardless of what the regional agencies do, with amendments to the Resolution as discussed.

Public Comments:

Roland Lebrun, San Jose, via Zoom Q&A, thanked the Ad Hoc Subcommittee, Brandt, Tuzman and Leung for their time and effort in putting together the Resolution. He

supported the approval of the Resolution and provided insight on what is going on at the regional level. Roland stated that this will be legislation by June next year. He recommended the committee members to visit MTC.legistar.com to get up to speed and view the list of MTC meetings. He said that the two meetings of interest are the Fare Integration Study meeting and the Blue Ribbon Transit Recovery Task Force.

Jeff Carter, Millbrae via Zoom Q&A, thanked the work from the subcommittee and expressed his support of the Resolution with the amendment suggested by Vice Chair Brandt. He stated that he has provided correspondence to the CAC and the Board with a distance fare matrix in various scenarios and hopes it can be easily implemented. He then stated that Caltrain should move ahead with this as soon as possible regardless of the Fare Integration Task Force.

Aleta Dupree, via Zoom Q&A, expressed her support with the Resolution and advised that it would have to go before the Board and that a Title VI analysis will need to be completed for equity purposes. She also stated that there will need to be technology upgrades and is the reason she continues to advocate the importance of going to a system that uses Clipper and open payments, etc.

Adina Levin, via Zoom Q&A, appreciated the leadership on this issue and agrees with the intent of this Resolution. She recommended having something that looks like BART with fares that match BART and with other regional transit. In terms of the timing of larger changes she said that she is curious to hear what is coming forward from staff in terms of what would be feasible to do immediately versus what will be feasible to do when Clipper 2.0 is scheduled to roll out in 2023. Lastly regarding the point about equity, she hopes that a fare system is something that can be affordable to people at a variety of income levels to provide mobility to all. She looks forward to this body taking a look at the Regional Study and weighing in on that and then speaking up to influence the Caltrain Board on that issue.

APPROVAL OF DRAFT CALTRAIN CAC RESOLUTION, DISTANCE BASED FARES

To include amendments from earlier comment from Vice Chair Brandt

Motion/Second: Brandt / Flautt

Ayes: Brandt, Klein, Kutler, Leung, Shaw, Tuzman

Absent: None

Chair Shaw stated that the Resolution passes and will make mention of it at next month's Caltrain Board Meeting.

Vice Chair Brandt stated that he would provide the CAC Secretary, P. Givens a copy of the amended Resolution for the meeting minutes.

CLIPPER NEXT GENERATION AND CLIPPER MOBILE APP UPDATE

Christian Kwok, Manager Fare Program Operations, presented the Clipper Next Generation and Clipper Mobile App Update.

The full presentation can be found on caltrain.com

Committee Comments:

Member David Tuzman asked whether Clipper Next Generation is synonymous with Clipper 2.0. Ms. Kwok confirmed. Member Tuzman then asked whether Clipper Next Generation is an opportunity to make fare changes less of a burden. Ms. Kwok stated that currently the region is still working on the requirements and that she did not have all of the details. She also stated that the Regional Integration project is working closely with the Clipper team and would be able to accommodate recommendations that come from the study. Mr. Tuzman asked where he could learn about Clipper Next Generation. Ms. Kwok stated that she would follow-up with the link to the Legistar.

Member Flautt asked in terms of user experience how is this data tracked to make it the best user experience possible. Ms. Kwok responded that MTC staff and Cubic are monitoring all the issues with the platforms and resolving them as they come. Mr. Navarro stated that Caltrain voices their feedback, however Caltrain is one of twenty-two transit operators.

Member Rosalind Kutler suggested to register ADA passengers on the mobile app as such, so that they would not have to prove their identity or eligibility of fare type use and their status would be a part of their wallet or profile on the Mobile app.

Public Comments:

Aleta Dupree, via Zoom Q&A, shared that she likes the idea of using both physical Clipper cards and Clipper on the phone. She stated that she supports Member Kutler's idea of a means for reduced fare passengers to be able to have their information in the phone so that they do not have to carry these cards around. She then recommended that staff incentivize people to get Clipper cards both physical and virtual.

Jeff Carter, Millbrae, via Zoom Q&A, asked how much does the transition to Clipper Next Generation cost for MTC and all of the transit agencies. Jeff then asked whether having paper tickets raises the cost of doing business. Jeff then asked whether the current Mobile app will allow you to use a monthly ticket and whether it charges the Clipper fare or the TVM fare.

Roland Lebrun, San Jose, via Zoom Q&A, advised that since Caltrain is one in twenty-two transit operators it is important to watch what is going on and suggested to attend the five o'clock meeting on Monday 23rd of the Blue Ribbon Transit Recovery Task Force. Lastly, Roland addressed Jeff Carter's public comment regarding monthly passes and stated that the issue is being addressed at the regional level and monthly passes will be available regardless of the transit system.

STAFF REPORT UPDATE

Joe Navarro, Deputy Chief, Rail Operations reported:
(The full report can be found on caltrain.com)

On-time Performance (OTP) –

- **May:** The May 2021 OTP was 90.1% compared to 95.8% for May 2020.
 - **Vehicle Strikes** – There was one vehicle strike on May 10.
 - **Vehicle on Tracks** – There were four days, May 8, 11, 13 and 21, with a vehicle on the tracks that caused train delays.
 - **Mechanical Delays** – In May 2021 there were 401 minutes of delay due to mechanical issues compared to 278 minutes in May 2020.
 - **Trespasser Strikes** – There was one trespasser strike on May 4, resulting in a fatality.
- **April:** The April 2021 OTP was 93.9% compared to 94.3% for April 2020.

Mr. Navarro addressed the two-year delay with electrification and reported that the pandemic affected factory shutdowns and low manpower among other issues like underground utilities and signal system changes. He then reported some good news, that seventy-five percent of foundations have been completed and sixty percent of the poles have been installed and have been working on tracks and facilities. He then stated that switching gear will be arriving in two weeks and will be able to test that out. He then reported that the first EMU trainset will be delivered in November 22, 2021. Mr. Navarro shared that he took a trip to Salt Lake City and resolved supplier issues. On this trip, three engineers from Caltrain joined him and were able to operate the new equipment and provide feedback. They were pleased with how the new trains handled. Mr. Navarro then presented a slide that indicated the Ridership data and reported that ridership is trending upward.

Committee Comments:

Vice Chair Brandt asked about the Safety and Security Reports. Mr. Navarro responded that there have been organizational changes within the Safety and Security department and that he would reach out to them to inquire on keeping up with those reports. Vice Chair Brandt then requested that a data point be added to the Ridership

slide to indicate the percentage of pre-pandemic ridership. Lastly, Vice Chair Brandt asked whether the vehicle on the tracks occur at night time. Mr. Navarro confirmed that they did occur at night time.

Public comments:

Jeff Carter, Millbrae, via Zoom Q&A, requested that the Ridership chart be posted on the website for the public. He then requested that the weekend ridership be included in the Ridership chart.

Roland Lebrun, via Zoom Q&A, also requested that the Ridership slide be made available to the public and be posted on the website. He then suggested that staff look at what the other agencies are reporting to the public and for Caltrain to provide the same data. He stated that the other agencies are reporting ridership as a percentage. He stated that Caltrain is less than ten percent and that other agencies are above twenty percent. Lastly, regarding training, he stated that with a simulator, Engineers would not have to fly to Salt Lake City and that a lot of the problems could be detected with a simulator.

JPB CAC Work Plan

July 21, 2021

- COVID 19 cleaning efforts cost
- Blue Ribbon Task Force
-

August 18, 2021

- High Speed Rail
- PCEP Update (Schedule)
-

September 15, 2021

- South San Francisco
- Code of Conduct
-

October 20, 2021

-
-
-

November 17, 2021

-

Suggested Items:

- Go Pass cost per ride factors – requested by Chair, Brian Shaw on 6/19/19
- San Mateo County Climate Action Plan – requested by Member Rosalind Kutler on 10/16/19
- MTC Means-Based Discount Fare program update
- Caltrain connections with other agencies – requested by Member Rosalind Kutler on 12/18/19
- Update on grade crossing pilot six months after installation – requested by Member, Patrick Flautt on 12/18/19
- Summary video of the CAC meetings by the Social Media Officer – requested by Chair, Brian Shaw on 12/18/19
- Operating Costs – requested by Member Adrian Brandt on 2/13/20
- Rail Corridor Use Policy – requested by Member Anna Dagum on 10/21/20
- South San Francisco
- Overview of COVID19 train schedule
- Industry Safe Functionality
- Regional Fare Integration Task Force – requested by Member David Tuzman on 6/1/21

DATE, TIME AND LOCATION OF NEXT REGULAR MEETING:

July 21, 2021 at 5:40 p.m., San Mateo County Transit District Administrative Building, 2nd Floor Bacciocco Auditorium, 1250 San Carlos Avenue, San Carlos, CA.

Adjourned at 8:28 pm

Caltrain CAC resolution

Distance-based fares

Approved unanimously on June 16, 2021

WHEREAS, passenger rail service on the modernizing Caltrain rail line dates back to its steam train era construction in 1863, and is the oldest continuously operating service of its kind west of the Mississippi;

WHEREAS, Caltrain still uses a historic fare zone-based tariff dating back to the last century and which was designed to help speed and simplify the job of Southern Pacific Railroad (SPRR) conductors who sold tickets on board in all-cash transactions based on memorized fares;

WHEREAS, until the 1998 installation of state-of-the-art automated ticket vending machines (TVMs), all Caltrain tickets were still sold by on-board conductors and station agents based on SPRR's zone-based tariff in which riders must pay for each entire fare zone entered, no matter how slightly;

WHEREAS, the current tariff is so inequitable that it results in some very short 1- or 2-stop rides (e.g. from Redwood City to Menlo Park or Palo Alto) that happen to cross a zone boundary to cost the same as a long 13-stop ride (to San Francisco), and actually cost more than an 8-stop ride (to Millbrae) from the same station going in the opposite direction, thereby discouraging an unknowably large segment of potential Caltrain riders who would otherwise to make short or medium-length trips or commutes that just happen to cross into and/or out of a zone boundary by one or two stations;

WHEREAS, while some price-sensitive riders simply choose not to ride, numerous others have for many years told or written of going well out of their way to travel to and from more distant and otherwise less convenient stations solely to avoid the inequitably large "fare penalty" of crossing into or out of an additional fare zone by only one or two stations;

WHEREAS, despite calls by rider-advocates and some board members for equitable distance-based fares enabled by TVM-based ticket sales during a 2003 fare study, Caltrain staff instead urged keeping the zone system, but decreased zones from 9 to 6 by lengthening them to approximately 13 miles each, thereby worsening inequities caused by longer zones ... but staff reassured disappointed advocates that an equitable distance-based fare scheme would be "looked at" the next time fares were revisited;

WHEREAS, the simplification rationale for moving to a reduced number of longer 13-mile zones instead of equitable distance-based fares disappeared ever since all ticket sales were shifted to TVMs and Clipper following the end of on-board ticket sales beginning with the 2003 switchover to proof-of-payment (POP) self-ticketing;

WHEREAS, equitable distance-based station-to-station fares 1) will ensure that all riders pay the same fares for the same ticket types for the same distances traveled, 2) will make more intuitive sense, and be conceptually easier for new riders to learn and understand using origin & destination station names instead of arbitrary fare zones, 3) would be automatically and effortlessly calculated by TVMs, phone apps, web pages for all paper- or Clipper-based ticket types, 4) and as BART has done for 50 years, can also be published and/or printed as an origin-destination station table, and 5) can easily be queried with web- or app-based “fare calculators” in which the correct fare is displayed for any origin, destination, and ticket type;

WHEREAS, such a fare scheme is also compatible with unlimited time-based passes (e.g. 24-hour or calendar day, weekend, 7-day or calendar week, 30-day or calendar month, annual or GoPass), multi-ride passes, single-use station-to-station pass upgrades, discounted youth/disabled/senior fares, etc., as well as with pay-as-you-go “Clipper cash” and/or with fare accumulator & capping features. Distance-based fares typically consist of a base fare plus a distance-based component, while still allowing for possible future station-specific surcharges. A transition to distance-based fares can be ridership and fare revenue-neutral, -positive, or -negative, depending on how the base and distance-based fare components are initially priced;

WHEREAS, due to the effects of COVID-19 pandemic, including suffering one of the deepest and slowest-to-recover ridership & revenue losses among all North American transit systems, and consistent with the goals envisioned in the board-adopted 2040 Business Plan, it is now more critical than at any time in Caltrain’s history to expeditiously take all reasonable steps possible to maximize the appeal, equity and ease of use of the Caltrain service and its fares to a broader, new set of riders comprised of a wider socio-economic and demographic spectrum of people and trip types more typical of a regional transit rail system as well as to returning “choice” riders that had disproportionately comprised Caltrain’s ridership under the pre-pandemic peak-period-focused service model more typical of “commuter rail.”

NOW THEREFORE, BE IT RESOLVED: that unless and until there is a regional tariff that Caltrain elects or is required to adopt, that it now develop and propose an equitable distance-based station-to-station fare tariff along with a transition implementation & deployment plan to be presented to its Citizens Advisory Committee for review and constructive feedback before its formal presentation at a public hearing and before its formal presentation to the Board for review and potential approval and adoption.

RESOLUTION NO. 2021-

**PENINSULA CORRIDOR JOINT POWERS BOARD
STATE OF CALIFORNIA**

* * *

**RECOGNIZING LESBIAN, GAY, BISEXUAL, TRANSGENDER AND QUEER PRIDE MONTH AND
REAFFIRMING A COMMITMENT TO DIVERSITY, EQUITY, ACCESS AND INCLUSION**

WHEREAS, the Peninsula Corridor Joint Powers Board (Caltrain) cherishes the value and dignity of every person and appreciates the importance of equality, freedom and acceptance; and

WHEREAS, Caltrain denounces prejudice and unfair discrimination based on age, gender identity, gender expression, race, color, religion, marital status, national origin, sexual orientation, or physical attributes as an affront to our fundamental principles; and

WHEREAS, Caltrain serves a diverse population that continues to experience bias, discrimination, and unequal outcomes and treatment in numerous sectors including housing, employment, education, health and safety, and criminal justice; and

WHEREAS, Caltrain recognizes the long history of inequity in its own transit industry that has excluded, targeted or oppressed people due to their color, race, national origin, gender identity or expression, income, housing status, sexual orientation, disability status and immigration status; and

WHEREAS, Caltrain acknowledges that Pride Month for Lesbian, Gay, Bisexual, Transgender and Queer (LGBTQ+) people and communities began in June of 1969 on the one-year anniversary of the Stonewall Uprising in New York City, when LGBTQ+

people and allied friends rose up and fought against constant police harassment and discriminatory laws that have since been declared unconstitutional; and

WHEREAS, over the last decade, Caltrain has provided special service to thousands of individuals going to and coming from events in San Francisco during Pride Weekend each June; and

WHEREAS, Caltrain will continue to strive to make our transportation services and programs accessible and open to all individuals and to protect the most vulnerable among us; and

WHEREAS, Caltrain believes that working to ensure the public sector serves the public good, and advances equity, diversity and inclusion in its policies, programs and practices, is critical to the success of our transportation services, and benefits our communities and our society; and

WHEREAS, Caltrain commits to providing an inclusive community for employees and those within its service area by eradicating discrimination, harassment, bullying, and hate speech, and by standing in solidarity with LGBTQ+ people and all those who have historically been marginalized for any reason; and

WHEREAS, in honor of Pride Month, the Caltrain Board recognizes the resilience and determination of LGBTQ+ people who are fighting to live freely and authentically in a manner that upholds the dignity of all people; and

WHEREAS, the rainbow flag, a symbol of pride, inclusion, and support for social movements that advocate for LGBTQ+ people in society, was proudly flown at Caltrain's administrative headquarters throughout the month of June to further symbolize the rail agency's celebration of diversity and support for the LGBTQ+ community.

NOW, THEREFORE, BE IT RESOLVED that the Caltrain Board celebrates Pride Month for LGBTQ+ people and communities, and reaffirms its commitment to diversity, equity, access, and inclusion.

Regularly passed and adopted this 1st day of July, 2021 by the following vote:

AYES:

NOES:

ABSENT:

Chair, Board of Directors
Peninsula Corridor Joint Powers Board



ATTEST:

District Secretary



BOARD OF DIRECTORS 2021

DEVORA "DEV" DAVIS, CHAIR
STEVE HEMINGER, VICE CHAIR
CINDY CHAVEZ
JEFF GEE
GLENN HENDRICKS
DAVE PINE
CHARLES STONE
SHAMANN WALTON
MONIQUE ZMUDA

MICHELLE BOUCHARD
ACTING EXECUTIVE DIRECTOR

Memorandum

Date: June 21, 2021
To: Board of Directors
From: Michelle Bouchard, Acting Executive Director
Subject: July 1, 2021 JPB Board Meeting Executive Director's Report

- **On-time Performance –**
 - **Through June 20:** The preliminary June 2021 OTP was 90.4 percent compared to 96.3 for June 2020.
 - **Trespasser Strikes –** There was one trespasser strike on June 3, resulting in a fatality.
 - **May:** The May 2021 OTP was 90.2 percent compared to 95.8 percent for May 2020.
 - **Trespasser Strikes –** There was one trespasser strike on May 4, resulting in a fatality.
- **CAC Meeting –** The Citizens Advisory Committee met on Wednesday, June 16, via teleconference. Adrian Brandt, CAC Vice Chair, provided a DRAFT document on Distance Based Fares. Christiane Kwok, Manager – Fare Program Operations, provided a presentation and update on Clipper Next Generation & Clipper Mobile App. Dan Provence, Planning Administrator – Stations Mobility Access, provided a presentation on E Bike Lockers. Joe Navarro, Deputy Chief – Rail Operations, provided the Staff Report. The

next CAC meeting is scheduled for Wednesday, July 21, via teleconference or in San Carlos.

- **BAC Meeting** – The next Bicycle Advisory Committee meeting is scheduled for Thursday, July 15, via teleconference or in San Carlos.
- **Special Event Service** –

Services Performed:

- **SF Giants** – The SF Giants hosted 9 home games in May at limited capacity. Average additional ridership per game, boarding and alighting at San Francisco station, was 849, an increase of 90% compared to April, 2021. Total additional ridership for May was 7,638. Year-to-date additional ridership is 13,433.

As the Bay Area reopens and growing numbers of Giants fans return to Oracle Park starting Tuesday, June 15 the Millbrae Express Special Post-Event Service returned for Weekday night and Weekend night games. An extra train will depart SF Station approximately 15 minutes after the last out, or when full, express to Millbrae Station and then make all local stops south to San Jose Diridon Station.

- **Golden State Warriors** – The Golden State Warriors hosted 7 home games in May at limited capacity, including one play-in home game for a play-off run ending their season. Average additional ridership per game, boarding and alighting at San Francisco station, was 107, approximately the same as the average for April, 2021. Total additional ridership for May was 748. Total additional riders, boarding and alighting at San Francisco station for April and May was 1,070.
- **Memorial Day Holiday Service** – On Monday, May 31, Caltrain operated a Holiday/Sunday schedule in observance of the Memorial Day holiday.

Services Scheduled:

- **SF Giants** – The Giants will host 14 home games at Oracle Park at full capacity in July. Caltrain will continue to operate the Millbrae Express special post-event service for all Weekday night and Weekend night games that was implemented with the opening of the economy starting June 15. Caltrain will continue to monitor ridership arriving and departing SF station to support customer needs.

- **Independence Day Service & SF Waterfront Fireworks** – On Sunday, July 4th, Caltrain will operate a Holiday/Sunday schedule.

The City of San Francisco announced the return of fireworks along the SF waterfront with event details forthcoming. Caltrain post-event service is still to be determined.

- **Observed Independence Day Service** – On Monday, July 5th, Caltrain will operate a Holiday/Sunday schedule in observance of Independence Day.

Capital Projects –

The Capital Projects information is current as of June 11, 2021 and is subject to change between June 11 and July 1, 2021 (Board Meeting).

- **San Mateo 25th Avenue Grade Separation Project:** Raise the elevation of the alignment from Hillsdale Boulevard to south of the Highway 92 Overcrossing in the city of San Mateo. The project creates a grade separation at 25th Avenue, relocates the Hillsdale Station to the north, and creates two new east-west street grade-separated connections at 28th and 31st Avenues in San Mateo. The project is over 93% complete.

The new Hillsdale Station was opened for rail service on April 26th along with the parking lots between 28th Avenue and 31st Avenue, and, between 28th Avenue and 25th Avenue. Small portions of the parking lots at the southern end by 31st Avenue and at the northern end near 25th Avenue remain closed as these small sections are needed to support construction of the roadway underpasses. Landscape installation at the parking lots are in progress.

At 25th Avenue, work continued on installation of underground utilities for storm drains and sanitary sewer systems. Backfill of retaining walls and roadway grading are also in progress. Concrete flat work for curbs, gutters and sidewalks have begun. Completion is expected by summer 2021.

Work continued at 31st Avenue with roadway grading, installation of underground utilities for storm drains and traffic signals, and construction of sidewalks, railings, lights, curbs and gutters for the future roadway underpass.

- **South San Francisco Station Improvements:** Replace the existing side platforms with a new centerboard platform, construction of a new connecting pedestrian underpass to the two new plazas in downtown South San Francisco to the west and the shuttle area to east. Upon completion, the

hold-out rule at this station will be removed that currently impacts overall system operational efficiency.

In June, the contractor (PMI) is installing architectural and electrical finishes for Ramp 3 (Pedestrian Underpass leading to West Plaza/Airport Boulevard entrance), and, Ramp 2 (Pedestrian Underpass to Center Platform). Concrete work and embedded electrical for Ramp1/Stair 1 (East Side entrance on Poletti Ave. to Pedestrian Underpass) is also in progress. The ceiling of the Pedestrian Underpass is in progress. The project completion date is forecasted to extend from December 2020 until the fall of 2021.

The assessment of overall project budget and schedule impacts from utility and contractor caused delays is complete. Funding is being sought from the San Mateo County Transit Authority (TA) and City of South San Francisco are being finalized and staff is bringing an action to the board In July.

- **Marin and Napoleon Bridge Rehabilitation Project:** This state of good repair project will perform repairs at the Marin St. Bridge and replace the Napoleon St. Bridge. Both bridges are in the City of San Francisco located south of the 22nd Street Station. The repairs at Marin Street are primarily for concrete spalling and cracks, and deficient walkways and handrails. The Napoleon St. bridge concrete spans will be removed and replaced with elevated soil berm structures and the main steel span will be replaced with a new steel span. The span replacement at Napoleon Street will require several partial weekend service outages between Bayshore and 4th & King Stations during the outages. The project will install security fencing to deter encampments, and, also include track improvements in the vicinity of the bridges.

During June, work continued to address structural deficiencies of the Marin and Napoleon bridges and track improvements in the adjacent areas such as spot tie replacement, and new bridge walkways and railings. The contract is planned to complete in the summer of 2021.

- **Burlingame Broadway Grade Separation Project:** This project will grade separate the railroad alignment at Broadway, between Carolan and California Avenues, in the City of Burlingame and remove the current at-grade crossing. As a part of this project, the Broadway Station will become elevated and the hold out rule at this station will be eliminated that impacts operational efficiency. Currently this project is funded for the design phase through local funds (San Mateo County Transportation Agency Measure A and City of Burlingame). The City of Burlingame is the sponsor of the project with Caltrain acting as the lead agency for implementation.

The project will improve both traffic safety and traffic flow on Broadway. The Project will also provide improved and more efficient traffic movement along adjacent streets and intersections surrounding the crossing. Pedestrian and vehicle safety will be greatly improved by creating clear separation between pedestrians/vehicles and trains, and by eliminating the potentially dangerous conflicts presented by the current at-grade crossing. Lastly, railroad operation efficiency will be improved as there have been numerous accidents at the Broadway at-grade crossing, many involving vehicles stopped on the tracks. The Broadway at-grade crossing is currently ranked on the California Public Utilities Commission's Grade Separation Priority List as the top ranked crossing for grade separation in northern California and as the second highest ranked crossing in the state. The Project can: 1) help reduce emergency response times as the Caltrain corridor bisects the east and west sides of the City, 2) help to alleviate traffic queuing on Broadway, which extends east to the U.S. Highway 101 ramps, 3) reduce traffic delays at nearby intersections with California Drive, Carolan Avenue and Rollins Road, and 4) significantly improve access to the Broadway commercial district from U.S. Highway 101, which would further support economic development.

Currently, the project is addressing the City of Burlingame's comments to their review of the value engineering of the preliminary design to optimize cost, schedule, and construction efficiency. The value engineering phase is expected to be completed in late July. The current schedule is to complete the final design for construction contract advertisement by mid-2023. Construction scheduled to occur from early 2024 to early 2026. Advance utility relocations are expected to begin in mid-2023. Team is evaluating the potential use of alternative contract delivery methods to address project risk and site constraints.

- **Ticket Vending Machine (TVM) Rehabilitation:** Upgrade existing TVM Server and retrofit and refurbish two existing TVM machines to become prototypes for new TVM's so that the machines are capable of performing the functions planned for the current Clipper program. The new machines will be able to dispense new Clipper cards (excluding discount Clipper cards that require verification of eligibility) and have the ability of increasing the cash values of existing Clipper cards. Scope of the original contract was increased to include upgrades to the credit card reader and database.

In early October, the first phase of the project to develop a prototype Clipper TVM successfully completed final acceptance testing that results in completion of Phase 1. Phase 2 retrofitting of 12 additional TVM's was completed in March. The award of Phase 3 for upgrading of another 21 TVM's is pending. Additional funds for Phase 4 for another 25 TVM's was included in the FY21 Capital Budget amendment approved in October 2020.

Phase 4 will be added to the project when funding becomes available. Funding for Phase 5 to upgrade all remaining stations (30 TVM's) was included in the FY22 Capital Budget that was approved in June 2021.

- **Mary and Evelyn Avenue Traffic Signal Preemption Project:** Perform upgrades to train approach warning systems at Mary Avenue and Evelyn Avenue crossings in Sunnyvale. Project will improve vehicle safety at the at-grade crossings by increasing traffic signal advance warning times for approaching trains in order to clear vehicles at the crossings. Project will mimic the 2014 completed traffic signal preemption project in Redwood City, Palo Alto, and Mountain View. This project is being funded through the State of California Public Utilities Commission Section 130 program to eliminate hazards at grade crossings.

The 100% crossing design by the Electrification project is not available for design coordination and a timeframe for its receipt is pending. Project proceeded to complete its design without this information from the Electrification project. The 100% design is complete and Notice to Proceed for construction was issued to TASI on July 9. TASI has completed the installation of traffic signal preemption equipment. Communications cables that were damaged by PCEP construction are currently under repair. JPB standalone testing is planned over the next several months and integrated testing with the City of Sunnyvale's traffic department will be conducted when the city's traffic controller upgrade is complete fall 2021.

- **FY19/FY20 Grade Crossing Improvements:** This project is a continuation of the ongoing grade crossing program to improve safety at grade crossings in accordance with Grade Crossing Hazards Analysis for the entire corridor. This analysis prioritized crossings and we have proceeded with the work in phases based on funding availability. Ten crossings were improved in 2018 under the FY16 budget authorization. Due to budget constraints, the FY19/FY20 scope is limited to five (5) crossings to be improved. The five crossings selected in this phase are 1st, 2nd, and 3rd Avenues in San Mateo, and, Glenwood and Oak Grove Avenues in Menlo Park. Work items include installation of signals, gates, curbs, and signs.

Construction began in April and as of June 11th, the work on the 1st, 2nd and the west side of 3rd Avenues in San Mateo, and, at Glenwood and Oak Grove Avenues in Menlo Park have been completed. The remaining work is on the east side of 3rd Avenue which is pending coordination with the City of San Mateo's construction activities.

- **Churchill Avenue Grade Crossing Improvements:** This project will make safety, pedestrian and bicycle access improvements to the Churchill Avenue

crossing in the City of Palo Alto. The project scope includes widening sidewalks, associated relocation of pedestrian gates, and installing new vehicle pavement markings and markers.

Project began in December 2019. The 65% design, with design assumptions, was received at the end of April 2021 is under review. The City of Palo Alto is rethinking the scope of work for the project and is in discussion with CPUC and Caltrans to modify the scope. The City of Palo Alto's design consultant has developed a conceptual design which is being reviewed by the City. Coordination meetings continued between staff and the City's design consultant.

- **Bayshore Station Bridge Painting:** This project will perform rehabilitation of the coatings of the existing steel pedestrian overpass bridge at the Bayshore Station, in Brisbane. The bridge connects the southbound platform to the northbound platform and the parking lots on the east side. The bridge was originally constructed as part of the Caltrain Express project (CTX) in 2002 and has not been repainted since. The bridge's paint coatings are in need of rehabilitation with surface rust that needs to be addressed along with a complete repainting of the bridge to bring the structure to a state of good repair.

The project is finalizing the Issue for Bid construction bid documents. Coordination and outreach with the Electrification project and stakeholders, such as the Cities of Brisbane and San Francisco, have been conducted and continue. Advertisement for bids is forecast to occur in summer 2021 with construction expected to commence in the spring of 2022.

- **Broadband Wireless Communications:** Project will provide wireless communication systems to enhance capabilities for monitoring of railroad operations and maintenance, and provide Wi-Fi capability for passengers. Project is funded through a grant from the Transit and Intercity Rail Capital Program (TIRCP).

Project has completed the planning/conceptual design phase to develop project requirements and a stakeholder's review of planning/conceptual design was completed. A recommendation has been made to proceed with the project as a Design/Build procurement. The Request For Proposal (RFP) contract documents are currently undergoing legal review and expected advertisement in summer 2021 and contract award by the end of 2021. Design and Construction is planned from early 2022 until mid-2023.

MP-36 Locomotive Mid-Life Overhaul Project: Perform mid-life overhaul of six MP-36-3C Locomotives. The mid-life overhaul includes complete disassembly of the main diesel engine, overhauling by reconditioning re-usable main frame components and re-assembly with new engine components and replacement of Separate Head-End Power (SEP-HEP) unit and all electrical components of the SEP-HEP compartment. All areas of the locomotive car body, trucks, wheels and electrical components shall be reconditioned to like-new condition or replaced with new material. The project work is occurring off-site at the contractor's facility location. The 6 locomotives to be overhauled are Locomotive #'s 923, 924, 925, 928. In order to maintain daily service, only 1 to 2 of these locomotives are released at a time for overhaul work that is expected to take approximately 8 months per locomotive. Due to this restriction, the overall completion of this work is expected to take approximately 4 years.

The first vehicle #927 was shipped to the vendor's facility at Mare Island (Vallejo) in July for overhauling. Its return to Caltrain has been delayed from early-2021 until mid-2021 due to COVID-19 related impacts to the vendor's supply chain, availability of testing staff due to travel restrictions, and increase in the scope of needed repairs. This delay is expected to be limited to vehicle #927, this unit is currently 55% completed. A second vehicle #924 was shipped to the vendor's facility in November and is currently being overhauled.

PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT

TO: Joint Powers Board

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: John Funghi
Chief Officer, Caltrain Modernization Program

SUBJECT: **PENINSULA CORRIDOR ELECTRIFICATION PROJECT MONTHLY
PROGRESS REPORT – MAY**

ACTION

Staff Coordinating Council recommends the Board receive the Peninsula Corridor Electrification Project (PCEP) Monthly Progress Report (MPR). The MPR is available online under "Reports and Presentations" at this webpage: http://www.caltrain.com/projectsplans/CaltrainModernization/CalMod_Document_Library.html. No action required.

SIGNIFICANCE

Staff prepares and submits a report covering the PCEP on a monthly basis.

BUDGET IMPACT

There is no impact on the budget.

BACKGROUND

The MPR is intended to provide funding partners, stakeholders, and the public a PCEP overview and an overall update on project progress. This document provides information on the scope, cost, funding, schedule, and project implementation.

Prepared by: Josh Averill, Program Management Administrator

650.508.6453



Caltrain Modernization Program Peninsula Corridor Electrification Project (PCEP)



May 2021 Monthly Progress Report

May 31, 2021

Funding Partners



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



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



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



Carl Moyer Fund



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



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



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



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



City and County of San Francisco (CCSF) Contribution

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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 2022, will electrify and upgrade the performance, operating efficiency, capacity, safety, and reliability of Caltrain's commuter rail service.

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

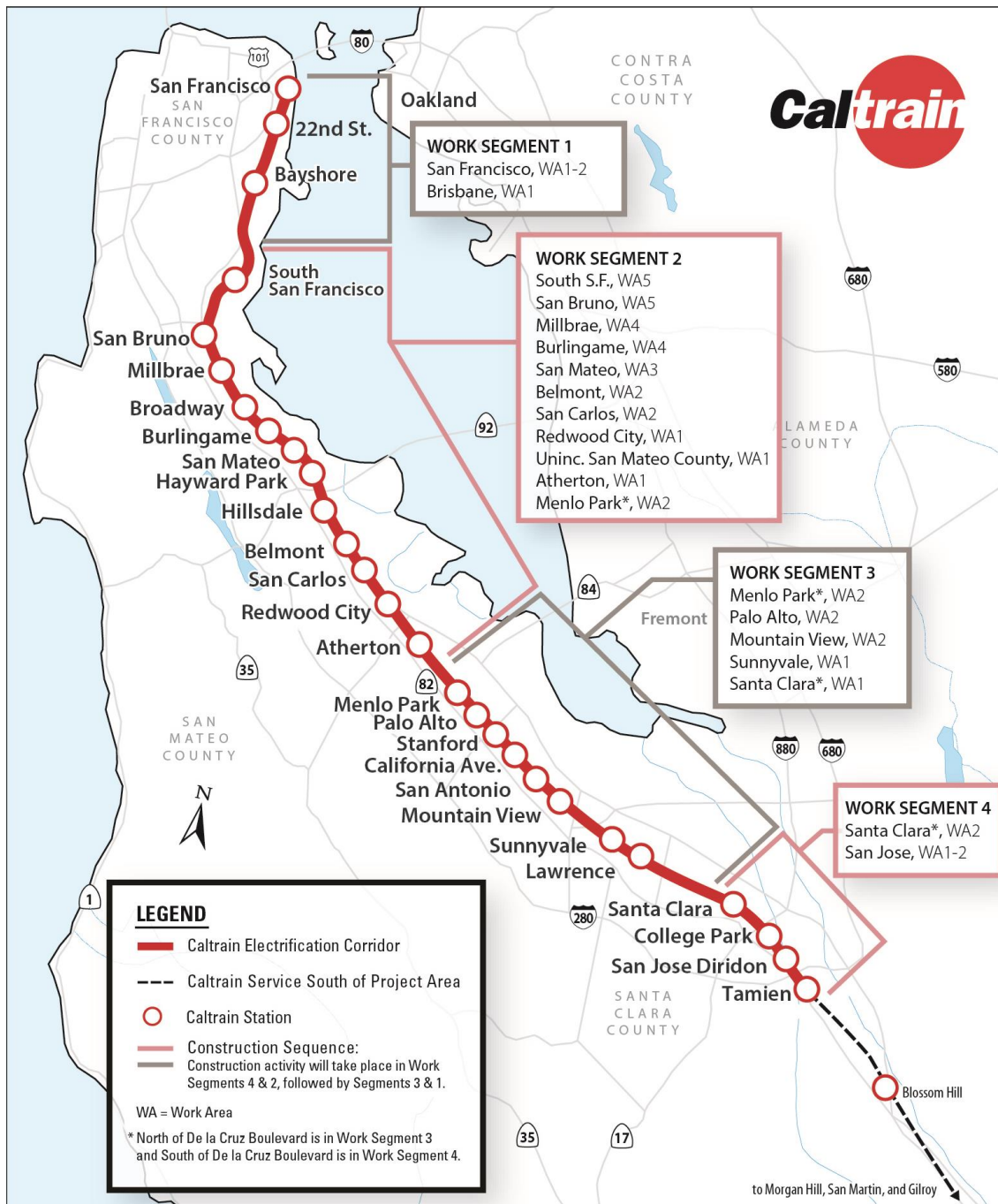
An electrified Caltrain will better address Peninsula commuters' vision of environmentally friendly, fast and reliable service. Electrification will modernize Caltrain and make it possible to increase service while offering several advantages in comparison with existing diesel power use, including:

- **Improved Train Performance, Increased Ridership Capacity and Increased Service:** Electrified trains can accelerate and decelerate more quickly than diesel-powered trains, allowing Caltrain to run more efficiently. In addition, because of their performance advantages, electrified trains will enable more frequent and/or faster train service to more riders.
- **Increased Revenue and Reduced Fuel Cost:** An electrified Caltrain will increase ridership and fare revenues while decreasing fuel costs.
- **Reduced Engine Noise Emanating from Trains:** Noise from electrified train engines is measurably less than noise from diesel train engines. Train horns will continue to be required at grade crossings, adhering to current safety regulations.
- **Improved Regional Air Quality and Reduced Greenhouse Gas Emissions:** Electrified trains will produce substantially less corridor air pollution compared with diesel trains even when the indirect emissions from electrical power generation are included. Increased ridership will reduce automobile usage, resulting in additional air quality benefits. In addition, the reduction of greenhouse gas emissions will improve our regional air quality, and will also help meet the state's emission reduction goals.

2.0 EXECUTIVE SUMMARY

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

Figure 2-1 PCEP Work Segments



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Crews continued foundation installation in Segment 2 between Belmont and Atherton, as well as off-track foundations in Segment 1. Installation of gantry foundations was completed at Paralleling Station (PS) PS-1 in San Francisco. Other PS work included ductbank, low voltage wire, drainage, access ramp, and light pole installations.

Punch list work continued at the Centralized Equipment Maintenance and Operations Facility (CEMOF), and the CEMOF Modifications Contract is expected to be complete by July 2021.

PG&E completed the low voltage gantry terminations at the East Grand and FMC Substations.

Trainset 1 is still undergoing dynamic type testing in Pueblo, CO. This month, brake testing, propulsion testing, and wheel spin/slide protection testing was conducted. The Train Control Final Design Review was completed leaving only two software-based FDRs left to complete, which are anticipated mid-2021.

2.1. Monthly Dashboards

Dashboard progress charts are included below to summarize construction progress.

Figure 2-2 Expenditure – Planned vs. Actual

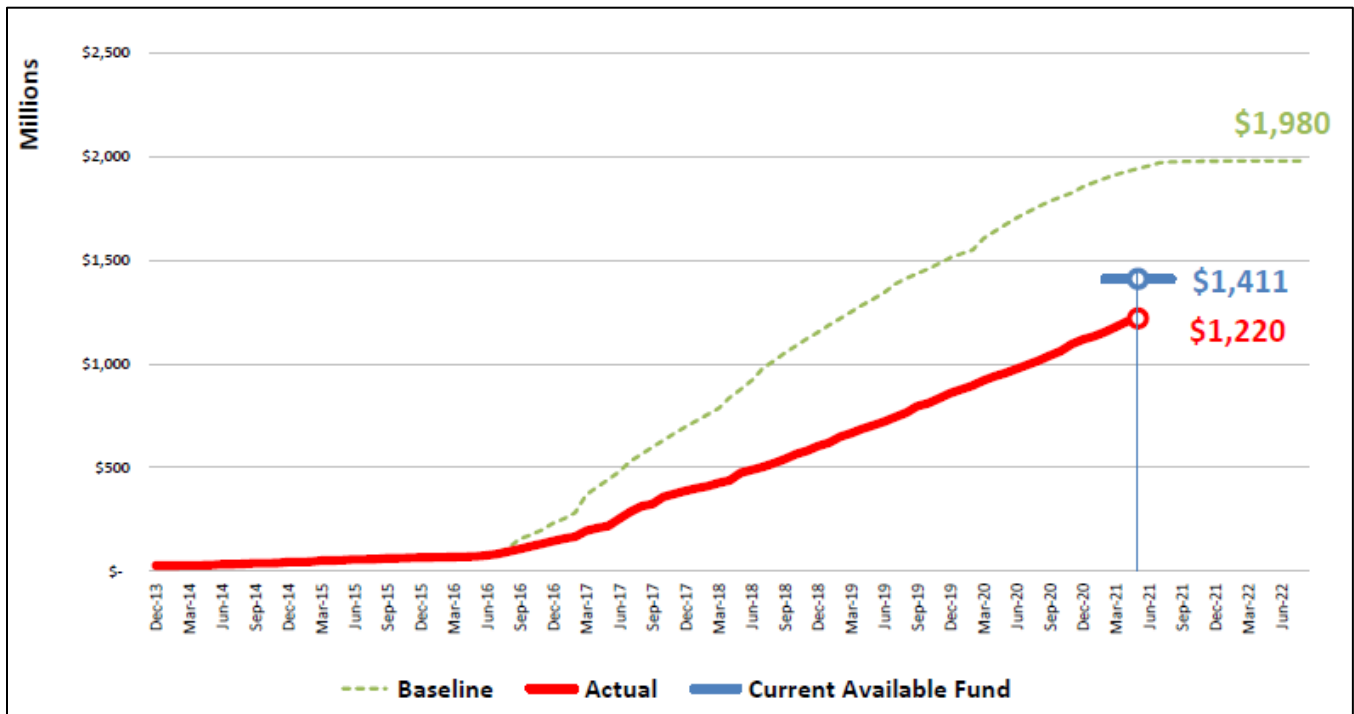


Figure 2-3 Spending Rate vs. Required

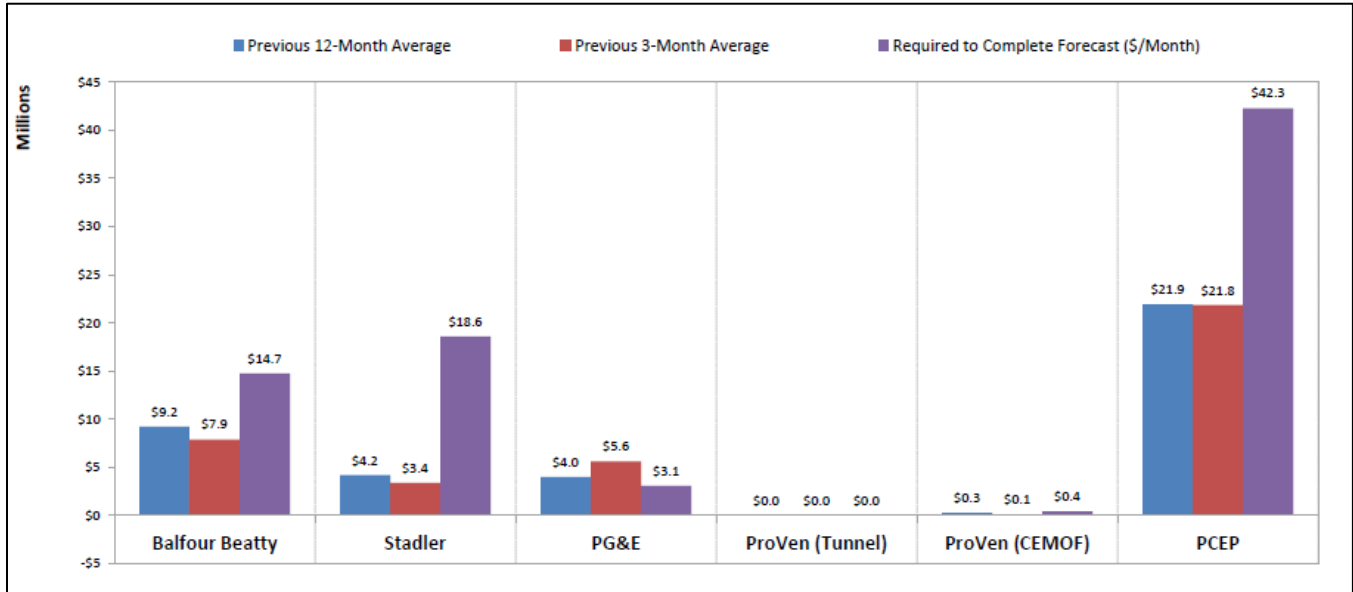
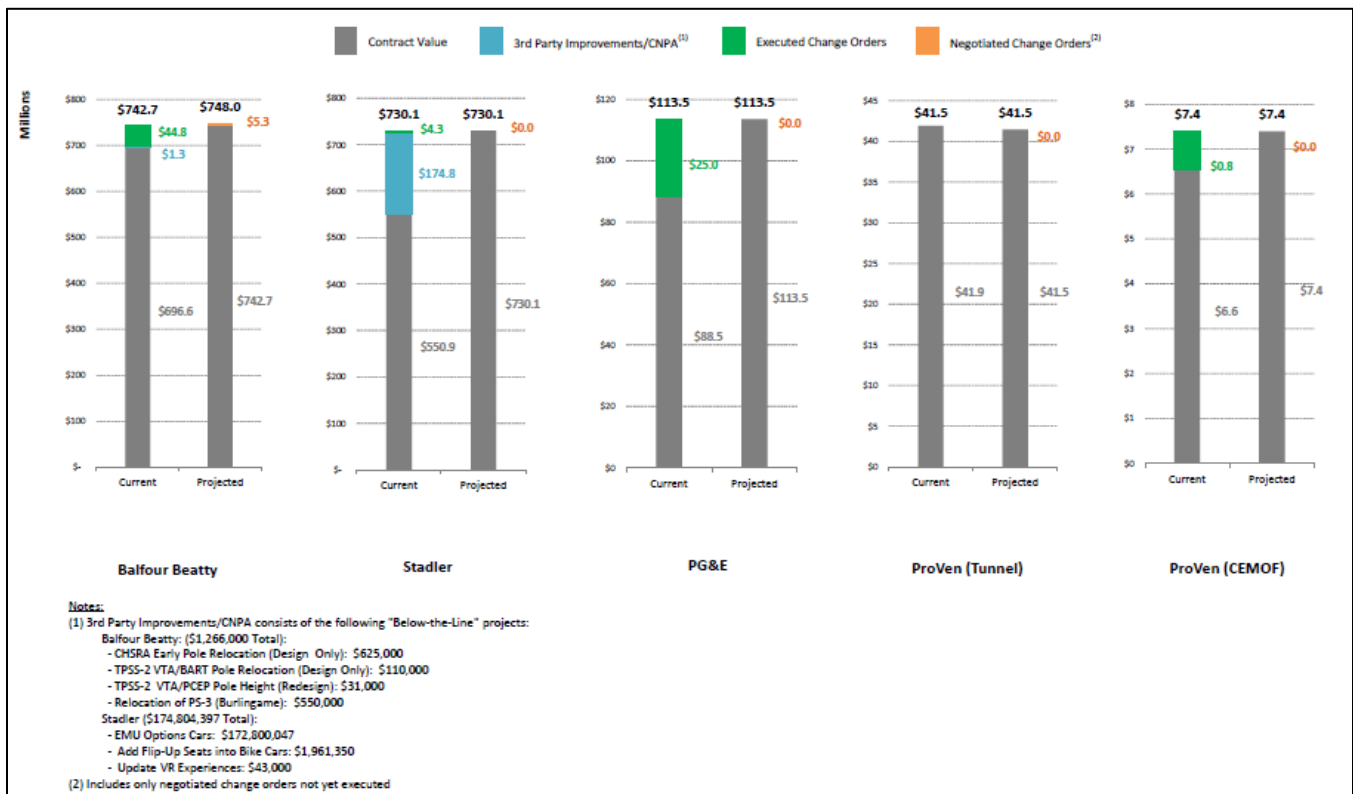


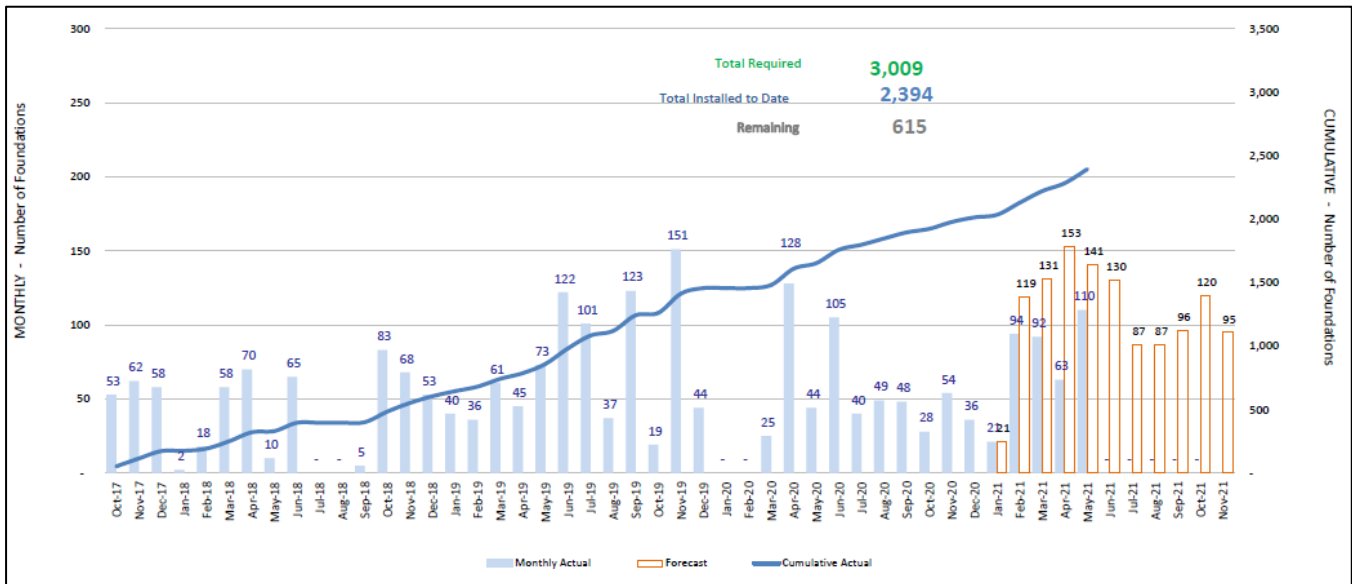
Figure 2-4 Construction Contract Budgets



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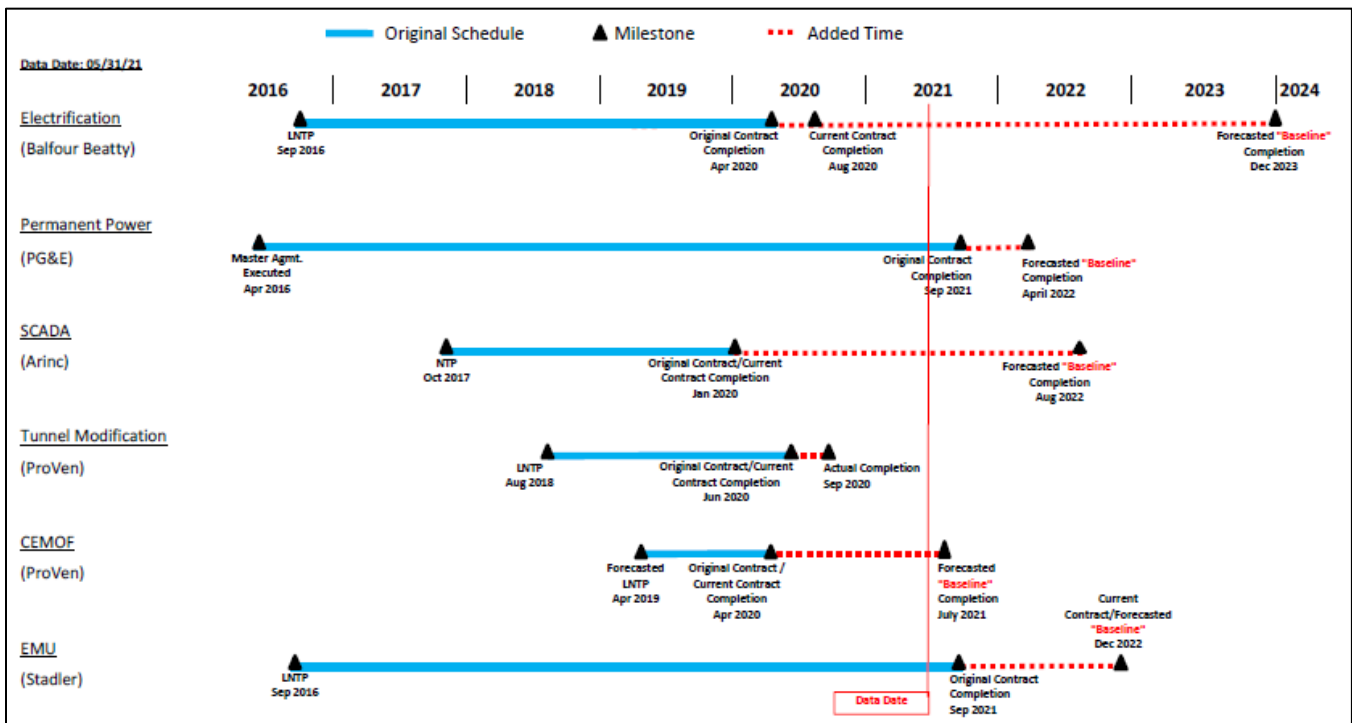
Figure 2-5 OCS Foundation Production



Notes regarding tables above:

1. BBII is reporting a delay in the completion date for the OCS foundations from May 2021 to July 2021. PCEP's own projection of BBII's productivity estimates the completion date to be in November, reflected in Figure 2-5. The monthly forecast is revised at the end of ongoing OCS foundation workshops, which are held to determine the level of effort necessary for each of the activities prior to foundation installation. The delay to the OCS foundation completion date does not change the substantial completion date of the BBII contract.

Figure 2-6 Contractor Completion Schedule



2.2. Funding Partners Participation in PCEP

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

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

Electrification – Weekly Discipline-Specific Meetings

Purpose: To replace the previous weekly Engineering Meeting with three discipline-specific meetings for the three major categories of work under the Electrification Design Build (DB) contract: Overhead Contact System (OCS) Foundation, Traction Power Facilities (TPF), and Signals. Each meeting will focus on the status, resolution and tracking of Balfour Beatty Infrastructure, Inc. (BBII) and Electrification design- and construction-related issues.

Activity this Month

OCS Foundation Meeting

Funding Partners: None

- Review of upcoming foundation design and installation schedule
- Discussion of open issues impacting foundations design and installation
- Discussion of outstanding Requests for Information (RFI)
- Review of foundation designs that potentially impact Right of Way (ROW)
- Review of outstanding Field Orders or Change Notices required for work to continue

TPF Meeting

Funding Partners: None

- Review of outstanding items as they relate to the design and construction of the PG&E Interconnection
- Review of PG&E Interconnection schedule
- Discuss progress and next steps for the Single-Phase Study
- Discuss outstanding comments on the interconnection agreement
- Review and resolve open issues on the construction and design of the TPFs (paralleling stations, traction power substations, switching station)

PCEP Delivery Coordination Meeting – Bi-Weekly

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

Activity this Month

Funding Partners: SFCTA: Luis Zurinaga; MTC: Trish Stoops; CHSRA: Sharath Murthy

The next Project Management Oversight Consultant (PMOC) monitoring visit is scheduled to occur virtually on June 21-23. The PCEP presentation to the SFCTA Board has been rescheduled to July 27 and the presentation to the Citizens Advisory Committee (CAC) has been rescheduled to July 28. There are two remaining cutovers in Segment 4 that are scheduled for the weekend of June 11 and June 25. In Testing and Commissioning, the Factory Acceptance Test (FAT) for the TPS-2 control building has been set for June 2-4 and several JPB personnel will be in attendance to witness the testing. For EMU design and testing, the Train Control final design review (FDR) has been completed and two FDRs are now remaining. Train 2 heating, ventilation, and air conditioning (HVAC) air flow tests have been completed and Car B has left Salt Lake City, UT for climate room testing in Elmira, NY. Car F has arrived in Pueblo for eight-car testing, which will begin in June. A Federal Railroad Administration (FRA) sample car inspection is targeted for fall 2021 in Salt Lake City, UT. In Design Build activities, foundation installation is continuing in S2WA1 and S2WA2, and off-track foundation installation will resume in Segment 1 for OCS foundations. The strain gantry installation at PS-6 has been completed. Resolution for several open items from the SCADA FAT is ongoing.

Systems Integration Meeting – Bi-Weekly

Purpose: To discuss and resolve issues with inter-system interfaces and to identify and assign Action Item Owners for interface points that have yet to be addressed.

Activity this Month

Funding Partners: CHSRA: Sharath Murthy

Bi-weekly PCEP System Integration meetings are held to monitor and determine appropriate resolution for systems integration issues. The Systems Integration Lead also maintains contact with the EMU procurement team. The Traction Power SCADA team also holds bi-weekly status meetings. Coordination with the EMU procurement, Positive Train Control (PTC) and Caltrain Capital Project managers responsible for other capital projects on the corridor is ongoing. There is coordination with PG&E construction of the Interconnection to TPS-2, and the CEMOF upgrades as well. The Systems Integration meeting has been arranged to have a technical discussion of the interface issues to existing Caltrain legacy systems followed by a shorter session with CalMod management for elevation of issues identified. A smaller “breakout” group is meeting to determine and track what testing and with which resources will need to be coordinated among the various contracts and suppliers. This “Testing and Commissioning Meeting” is the primary interface to the PCEP Design-Build Team at this time. Work to define dependencies for completion of Segment 4 (Intermediate Milestone #1) is ongoing with the Testing & Commissioning discussion. The schedule fragnet for the achievement of Intermediate Milestone #1 has been largely developed and the group continues to refine

this and monitor progress toward achievement of the milestone. This group will report back to the System Integration meeting group with their findings.

Master Program Schedule (MPS) Meeting – Monthly

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

Activity this Month

Funding Partners: Metropolitan Transportation Commission (MTC): Trish Stoops;
SFCTA: Luis Zurinaga; CHSRA: Sharath Murthy

JPB has proposed a new revised Revenue Service Date (RSD) as a result of the risk refresh exercise performed by FTA-PMOC in December 2020. RSD is forecasted to occur between January 1, 2024 and March 31, 2024. When six to eight months of risk contingency is included, the new proposed revised RSD is September 26, 2024.

The program's critical path was revised in May due to the incorporation of the signals cutover execution plan into the MPS.

Milestone #1 - Segment 4 Construction Completion continues to be impacted by damage to the TPS-2 switchgear sustained during mishandling at customs in North Carolina. The new forecasted date for Milestone # 1 is October 15, 2021.

Stadler's forecasted conditional acceptance of the 14th trainset in the MPS May update remains December 9, 2022 and 1st trainset arrival at JPB is November 24, 2022. The impact of both the replacement of the internal parts supplier remains unknown in Stadler's schedule during the upcoming months.

The JPB's forecasted electrification substantial completion date for the BBII contract in the MPS May update is December 31, 2023. JPB is working with BBII to improve progress on both the signals system, which lags behind baseline productivity level, and traction power facilities, which continue to progress at a slow rate.

Risk Assessment Meeting – Monthly

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

Activity this Month

No meeting was held in May due to the absence of items for the agenda.

Change Management Board (CMB) – Monthly

Purpose: To review, evaluate and authorize proposed changes to PCEP over \$200,000. The CMB discusses major topics including potential changes to PCEP contracts, contingency usage, track access delays and Differing Site Conditions (DSC) field order updates. Potential contract changes will follow the PCEP Change Order Procedure. Once approved changes are executed, they will be reported in the Change Management section (Section 9) of this report.

Activity this Month

Funding Partners: CHSRA: Boris Lipkin and Sharath Murthy; SFCTA: Luis Zurinaga; SMCTA: Joe Hurley; MTC: Trish Stoops and Kenneth Folan; VTA: Franklin Wong; FTA: Mike Eidlin

BBII Contract

Three changes were approved.

CEMOF Contract

No changes were identified for consideration.

Stadler Contract

No changes were identified for consideration.

SCADA Contract

No changes were identified for consideration.

Tunnel Modification Contract

No changes were identified for consideration.

Amtrak Contract

No changes were identified for consideration.

Other

One change was approved.

2.3. Schedule

JPB has proposed a new revised Revenue Service Date (RSD) as a result of the risk refresh exercise performed by FTA-PMOC in December 2020. RSD is forecasted to occur between January 1, 2024 and March 31, 2024. When six to eight months of risk contingency is included, the new proposed revised RSD is September 26, 2024.

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

Table 2-1 Schedule Status

Milestones	Program Plan	Progress Schedule (May 2021) ¹
Milestone #1 Segment 4 Construction Completion	11/21/2019	10/04/2021 ¹
Arrival of First Vehicle at JPB	N/A	11/24/2021 ²
PG&E Provides Permanent Power	09/09/2021	04/15/2022
FFGA RSD	08/22/2022	08/22/2022
Acceptance of 14 th Trainset	08/20/2021	12/09/2022 ²
Electrification Substantial Completion	08/10/2020	12/31/2023 [*]
Revenue Service Date (RSD)	12/09/2021	01/01/2024 – 03/31/2024
Proposed Revised RSD with Contingency	N/A	09/26/2024

Note:

¹. Dates may shift slightly in the next month's Progress Schedule update due to additional signal cutovers in Segment 4.

². These dates are expected to be delayed due to the replacement of internal parts supplier.

^A Completed Milestone.

^{*} Pending mediation process resolution with BBII.

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2.4. Budget

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

Table 2-2 Budget and Expenditure Status

Description of Work	Budget (A)	Current Budget (B) ¹	Cost This Month (C) ²	Cost To Date (D) ³	Estimate To Complete (E)	Estimate At Completion (F) = (D) + (E)
Electrification Subtotal	\$1,316,125,208	\$1,316,125,208	\$13,206,813	\$936,747,974	\$379,377,234	\$1,316,125,208
EMU Subtotal	\$664,127,325	\$664,127,325	\$643,461	\$282,933,333	\$381,193,992	\$664,127,325
PCEP TOTAL	\$1,980,252,533	\$1,980,252,533	\$13,850,274	\$1,219,681,307	\$760,571,225	\$1,980,252,533

Notes regarding tables above:

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

2.5. Board Actions

- Authorize the Application for and Receipt of Annual Cap and Trade Funding for the Procurement of Electric Multiple Unit Vehicles
- Project office lease extension

Future anticipated board actions include:

- Change order to the Traction Power Facility Supervisory Control and Data Acquisition (SCADA) System contract with ARINC, Inc. for database changes
- Change orders as needed

2.6. Government and Community Affairs

There were two outreach events this month.

3.0 ELECTRIFICATION – INFRASTRUCTURE

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

3.1. Electrification

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

Activity This Month

- Continued installation of on-track foundations in S2 WA1 and 2.
- Continued installation of off-track foundations in Segment 1.
- Continued installation of OCS poles, cantilevers, and wires in Segments 3 and 4.
- Continued regulation of OCS wires (sagging the wires) in Segment 3.
- Continued installation of shunt wires in Segment 3.
- Continued to pothole at proposed OCS locations and utility locations in Segment 2 and Segment 1 in preparation of upcoming foundation installations.
- Continued to resolve conflicts found during the potholing process, such as loose concrete, asphalt, and other debris, and continued designing solutions for those conflicts that cannot be avoided. The conflicts must be resolved before installation of foundations at those locations.
- Relocated signal cables and remove abandoned facilities found in conflict with planned OCS foundations as conflicts were identified.
- PS-1:
 - Completed installation of gantry foundations.
 - Continued installation of ductbanks for PG&E service and lighting.
 - Began shallow foundation installation.
- PS-2:
 - Continued installation of PG&E ductbank, pulling wire and installing low voltage equipment.
 - Continued installing ground grid.
 - Installed bus from 25 kV transformer to riser structure.
- PS-3:
 - Continued construction of high voltage ductbank.

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- Reviewed city comment responses for the Issued for Construction (IFC) design draft with PGH Wong, BBII, and the City of Burlingame.
- Updated low voltage drop easement survey drawings provided to the City of Burlingame.
- Progressed work on ductbank excavation and gantry conduit layout.
- Poured blast wall.
- PS-4:
 - Continued pulling low voltage wires.
 - Poured fence post foundations.
 - Placed drain rock.
 - Completed backfill for cinderblock wall footing.
- PS-5: Continued installation of planter box and grouting of foundations.
- PS-6:
 - Continued drainage and access ramp installation.
 - Installed strain gantry foundations.
- PS-7: Continued low voltage drop termination.
- TPS-1: Continued installation of low voltage terminations.
- TPS-2: Continued installation of drain rock and light poles.
- SWS-1: Continued with low voltage termination.
- Continued to install signal ductbank, conduits, and cables in Segment 2 and Segment 1.
- Performed signal equipment and track circuit installation in Segment 2.
- Pulled signal cables, installed signal equipment and installed transformers in Segment 2.
- Installed signal house at Milepost (MP) MP 14.87 and MP 14.89.
- Performed track circuit setup and local testing at Control Point (CP) Shark and Alameda.
- Performed track bonding in Segments 2 and 4.
- Continued fiber optic cable installation and splicing in Segment 4.
- Install overhead bridge attachments at various locations in Segment 3 and 4.
- Progressed the OCS design with BBII in all segments, which included submittal and review of Design Change Notices for revised foundation locations.
- Continued Right of Way acquisition process for off-track foundation installation in Segment 1.
- Continue Right of Way acquisition for TPS-1 interconnection.
- Coordinated design review with local jurisdictions for the OCS, traction power facilities, and bridge attachments design, including responses to comments from jurisdictions.

- Continued to review and coordinate signal and communication design submittals with BBII.
- Continued internal discussions about design, installation and testing of signal and communications modifications to the Caltrain system and schedule for cutover plans.
- Continued discussions with VTA on Right of Way acquisition for TPS-2 interconnection.
- Worked with BBII through Site Specific Work Plans (SSWP) for upcoming field work.
- Continued model validation for the single phase study.
- PG&E continued work at East Grand and FMC substations.
- PG&E continued TPS-2 and TPS-1 Interconnection work.

A summary of the work progress by segment is provided in Table 3-1 below.

Table 3-1 Work Progress by Segment

Segment	Work Area	Foundations			Poles		
		Required ^{abc}	Completed this Month	Completed to Date	Required ^{ab}	Completed this Month	Completed to Date
1	Tunnels	32	0	32	32	0	32
	A	303	21	21	259	0	0
	B	232	3	92	177	0	0
2	5	247	0	246	208	0	160
	4	316	1	316	253	0	190
	3	177	0	176	140	0	43
	2	239	48	133	205	0	60
	1	202	37	115	154	0	33
3	2	509	0	509	445	0	445
	1	392	0	392	310	0	306
4	A	242	0	242	180	2	173
	B	128	0	128	124	2	105
	CEMOF	85	0	85	81	49	49
Total		3,104	110	2,487	2,568	53	1,596

Note:

- ^a. Foundations required do not match poles required as guy foundations are needed in some locations for extra support.
- ^b. Reported number of required poles and foundations fluctuate due to Design changes.
- ^c. Update: To-date, 30 foundations have been installed by the South San Francisco in S2WA5 and 65 have been installed by the 25th Ave projects in S2WA3.

Activity Next Month

- Continue OCS foundation installations, in S2WA2 and 1.
- Continue off-track OCS foundation installations in S1.
- Continue resolution of foundation conflicts.
- Continue to install protective steel plates for protection of utilities during foundation installation.
- Continue to install OCS poles and assemblies in all Segments where available.

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- Continue wire installation and regulation in Segments 3 and 4.
- Continue shunt wire installation.
- Continue work with BBII on field investigation activities and designs, which will include the progression of the OCS, traction power, bonding and grounding, signal systems, and other civil infrastructure such as overhead bridge protections.
- Pothole and clear obstructions at proposed OCS locations.
- Continue construction at TPS-1 and TPS-2.
- PS-1
 - Install ductbank and conduit stubups for PG&E service.
 - Complete shallow foundation installation.
 - Install grounding grid.
- PS-2
 - Install PG&E service ductbank.
 - Continue to install ground grid.
 - Install low voltage steel for risers and fuses.
- PS-3
 - Pour blast wall.
 - Install main gantry foundations and high voltage ductbank.
 - Complete city comment responses for the IFC design draft with PGH Wong, BBII, and the City of Burlingame.
 - Finalize low voltage drop easement drawings with City of Burlingame.
- PS-4
 - Finish installing ground grid and strain gantry foundations.
 - Install grounding pads, curb, gate, and fence panels.
- PS-6: Begin low-power drop civil and electrical work.
- PS-7:
 - Install communications equipment in 25 kV enclosure.
 - Complete low voltage termination.
- SWS-1: Complete low voltage termination.
- Continue to install conduit and foundations for signal and wayside power cubicle (WPC) units in all Segments.
- Continue cable termination at signal locations in Segment 4.
- Continue fiber installation and splicing in Segment 4.
- Continue preparation for next signal cutover in Segment 4.
- Continue conduit installations in Segments 2 and 1.
- Continue to install impedance bond connections.

- Continue to install bridge attachments.
- Continue to progress location-specific design for grade crossing system.
- Continue planning process for signal cutovers.
- Review BBII work plans for upcoming construction activities.
- Coordinate with PG&E on construction for PG&E infrastructure.
- Coordinate with local jurisdictions to review designs.
- Continue tree pruning and removals.
- Continue progress on Single Phase Study.

3.2. Supervisory Control and Data Acquisition

SCADA is a system that monitors and controls field devices for electrification, including traction power substations (TPS), wayside power cubicles (WPC), and the OCS. SCADA will be integrated with the base operating system for Caltrain Operations and Control, which is the Rail Operations Center System (ROCS). A separate control console will be established for the Power Director.

Activity This Month

- Submitted Monthly Progress Report.
- Submitted May Schedule Update.
- Continued progress on change requests related to cutover.
- Received Limited Notice to Proceed (LNTP) to provide a proposal on the second part of the points list changes due to version 11 of the Points List.

Activity Next Month

- Prepare and deliver the Monthly Report and the Monthly Schedule Update.
- Attend project status meetings (virtually).
- Review and address punch list items from FAT.
- Begin installation of hardware at BCCF & CCF.

3.3. Tunnel Modification

Tunnel modifications will be required on the four tunnels located in San Francisco. This effort is needed to accommodate the required clearance for the OCS to support electrification of the corridor. Outside of the PCEP scope, Caltrain Engineering has requested the PCEP team to manage completion of design and construction for the Tunnel 1 and Tunnel 4 Drainage and Track Rehabilitation Project. The Tunnel Drainage and Track Rehabilitation Project is funded separately from PCEP.

Activity This Month

- Reconciled Change Orders.
- Progressed As-Built Drawings.

Activity Next Month

- Reconcile Change Orders.
- Receive As-Built Drawings from ProVen.
- Closeout Contract documents – Requests for Information (RFIs), submittals, and letters.

3.4. Interconnection Construction

The PCEP will require a 115-kV interconnection to supply power from the PG&E substations to the Caltrain substations in San Jose and South San Francisco. Construction of the interconnections will be performed by PG&E under an amendment to Supplemental Agreement No. 2.

Activity This Month

- EGS – TPS-1:
 - Circuit #1 ductbank installation completed at the East Grand Substation.
 - Completed PG&E low-voltage gantry termination.
 - Completed fine-grade on-site.
 - Completed Transmission Structure Pole (TSP) redesign coordination with South San Francisco team, TRC and PG&E.
- FMC – TPS-2:
 - Circuit #2 and redundant fiber highway crossing rescheduled to May 2022.
 - Completed PG&E low-voltage gantry termination.
 - Provided 45kVa temporary generator for PG&E construction.

Activity Next Month

- EGS – TPS-1:
 - TRC to submit 90% redesign for final location.
 - Complete the ductbank installation for Circuit #2 at the East Grand Substation and Gateway Blvd.
 - Install strain gantry structures.
- FMC – TPS-2:
 - Complete Factory Acceptance Testing of TPS-2 control buildings.

4.0 ELECTRIC MULTIPLE UNITS

This section reports on the progress of the Electric Multiple Units (EMU) procurement and the Centralized Equipment Maintenance and Operations Facility (CEMOF) modifications.

4.1. Electric Multiple Units

The procurement of EMUs, or trainsets, from Stadler consists of a Base Order of 96 railcars, plus an Option Order of an additional 37 railcars, for a total of 133 railcars. The cars from these two orders will be combined and delivered as 19 seven-car Trainsets. The Base Order is funded from PCEP, and Option Order funded by a Transit and Intercity Rail Capital Program (TIRCP) grant. One more Option for additional cars is available.

Activity This Month

- Dynamic type testing continued on Train 1 at TTCL in Pueblo, CO, including brake testing, propulsion testing and wheel spin/slide protection testing. The train successfully operated at 115 miles per hour.
- HVAC qualification testing took place on Train 2, in Salt Lake City.
- Routine static testing continued on Trainset 3 and has started on Trainset 4.
- Production continued on Trainsets 3 through 13.
- COVID-19 related actions continued for the 15th month causing mixed disruptions to Stadler's activities:
 - Stadler's manufacturing facilities in Switzerland supporting the Caltrain Project have returned to normal levels of activity.
 - The Switzerland-based manufacturing of car shells and trucks frames is on schedule.
 - Salt Lake City-based manufacturing is delayed due to previously incurred and ongoing person-power limitations and sub-supplier parts shortages.
 - Stadler has submitted multiple requests for 'excusable delays' due to COVID-19. The extent of the continuing delay is being evaluated. Currently, delivery of the first trainset to Caltrain has been delayed 8.5 months to November 2021.
 - Stadler's supply chain has been disrupted by two supplier bankruptcies. Replacement suppliers were found, but the delivery schedule was impacted. In addition, one of the replacement suppliers is now having financial issues. Due to this, Stadler submitted another request for excusable delay in February 2021. The extent of the delay is being evaluated. The key point is Stadler's ability to assemble the luggage racks and ceiling panels themselves. Assembly of those parts will begin in June.
- Final Design Reviews (FDR) remain to be completed for two systems. These software-based systems include Monitoring and Diagnostics (MDS) and Positive Train Control (PTC). The train control FDR was completed in May, and MDS completion is near. For PTC, completion is anticipated in mid-2021.

- First Article Inspections (FAI) continue to have their paperwork formalized and closed out.
- 78 car shells have been shipped from Stadler Switzerland, with 70 arriving at Stadler's Salt Lake City facility (eight shells are in transit).
- Quality Assurance audits of USA-based sub-suppliers were halted in mid-March due to COVID-19 travel restriction. Audits will commence when sub-suppliers reopen and travel restrictions are lifted.

Activity Next Month

- Continue to close out system level FDRs and FAIs.
- Continue to support Caltrain/PCEP system integration and rail startup activation activities.
- Support type testing in SLC and at TTCl.

4.2. Centralized Equipment Maintenance and Operations Facility Modifications

The CEMOF Modifications Project will provide work areas to perform maintenance on new EMUs.

Activity This Month

- North Pit and South Pit:
 - Reinstalled and backfilled the oil line.
 - Formed and grouted pads under rail baseplate for south pit.
 - Backfilled trenching at Stair 70.
 - Continued shop drawings/submittals for north pit repair.
- Component Test Room:
 - Installed additional siding trim and exterior siding.
 - Pulled wires and trimmed out boxes.
- Part Storage Building:
 - Formed and poured out-of-sequence door landing.
 - Painted sheetrock walls.

Activity Next Month

- North Pit and South Pit:
 - Install ballast, track rubber and paving for south pit.
 - Implement north pit repairs.
 - Install WSP unit.
 - Continue shop drawings/submittals for north pit repair.
- Component Test Room:
 - Continue installing additional siding trim and exterior siding.

- Continue pulling wires and trim out boxes.
- Install 2' wide floor leveling.
- Inspect T-Bar ceiling and wall panels.
- Part Storage Building:
 - Continue electrical work.
 - Install warehouse lighting.
 - Install aerial cable conduit.

5.0 SAFETY

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

Activity This Month

- Project staff provided input and continued its participation in the BBII contractor workforce safety meetings. Project incidents continue to be reviewed with project staff to reinforce the application of recommended safety mitigation measures.
- Conducted the monthly employee injury review for BBII and its subcontractors.
- Continued to provide input and oversight of the contractor SSWP safety provisions and ongoing safety construction oversight and inspections.
- Met with Santa Clara County Fire Department representatives to review emergency responder electrification training needs.
- Conducted the monthly project Safety and Security Certification and Fire/Life Safety Meetings.
- Continued to perform reviews and provide comments on the BBII Safety and Security Certification Design Criteria Conformance Checklists (DCCC) and Construction Specification Conformance Checklist (CSCC) submittals.
- Participated with internal stakeholders in Rail Activation Committee meetings.
- Investigated project incident occurrences and worked with the contractor representatives to identify incident root causes and develop and implement safety and security mitigation measures.
- Reviewed the status and next steps needed to support compliance to the FTA Oversight Procedure 54 (Readiness for Service) project safety and security requirements.
- Conducted ongoing safety inspections of contractor field activities.
- Performed hi-rail vehicle safety inspections of contractor on-track equipment.
- Participated in weekly project coordination meetings with the contractor to review open issues and recommended action items.

Activity Next Month

- Conduct monthly virtual safety communication meetings for the Project Safety and Security Certification Committee, Fire/Life Safety Committee, Rail Activation Committee, and other project-related contractor and JPB safety meetings to discuss safety priorities.
- Update project emergency responder presentations.
- Continue to finalize safety and security certification documentation requirements in coordination with project testing and commissioning activities.

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- Continue focus on performing site safety inspections on the OCS foundations, pole installations, potholing, and CEMOF work activities to assess safety work practices and identify additional opportunities for improvement. Conduct contractor equipment inspections as needed.
- Reinforce the ongoing application of recommended mitigation measures in response to the COVID-19 virus.
- Investigate project incident occurrences as needed and work with the contractor representatives to identify incident root cause, contributing factors and safety mitigation measures.

6.0 QUALITY ASSURANCE

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

Activity This Month

- Reviewed BBII submittals of Inspector Daily Reports (IDR) and Contractor Quality Control Report (CQCR).
- Provided QA review of BBII submittals of Material Review Reports (MRR) to ensure that purchase order quality and test document requirements are met and included in the receiving inspection document package.
- Provided QA review of BBII submittals of Certificates of Conformance (C of C) and Certificates of Analysis (C of A).
- Provided QA review of BBII Non-Conformance Reports (NCR) and Construction Discrepancy Reports (CDR) to assure that in-process discrepancies are processed as required.
- Provided review of BBII QA Audit Surveillance Reports.
- Provided QA review of Supplier Certified Test Reports (CTR), and Certified Material Tests Reports (CMTR).
- Prepared for upcoming audits for design, quality audits, quality records and training.
- Continued review of BBII record set of As-Built Drawings related to open NCRs.
- Updated Buy America report submitted by BBII and is under review.
- Submitted revised JPB QMP R3 for review and approval
- NCR #14 issued to BBII for Impedance Bond work performed to unapproved drawing.
- NCR #15 issued to BBII for condensation build-up in TPS-2 unit.

Activity Next Month

- Review BBII quality records and prepare for upcoming audits for design, quality audits, quality records and training.

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

Table 6-1 Quality Assurance Audit Summary

Quality Assurance Activity	This Reporting Period	Total to Date
Audits Conducted	0	131
Audit Findings		
Audit Findings Issued	0	81
Audit Findings Open	0	0
Audit Findings Closed	0	81
Non-Conformances		
Non-Conformances Issued	1	15
Non-Conformances Open	46	6
Non-Conformances Closed	0	9

7.0 SCHEDULE

JPB has proposed a new revised Revenue Service Date (RSD) as a result of the risk refresh exercise performed by FTA-PMOC in December 2020. RSD is forecasted to occur between January 1, 2024 and March 31, 2024. When six to eight months of risk contingency is included, the new proposed revised RSD is September 26, 2024.

The program's critical path was revised in May due to the incorporation of the signals cutover execution plan into the MPS.

Milestone #1 - Segment 4 Construction Completion continues to be impacted by damage to the TPS-2 switchgear sustained during mishandling at customs in North Carolina. The new forecasted date for Milestone # 1 is October 15, 2021.

Stadler's forecasted conditional acceptance of the 14th trainset in the MPS May update remains December 9, 2022 and 1st trainset arrival at JPB is November 24, 2022. The impact of both the replacement of the internal parts supplier remains unknown in Stadler's schedule during the upcoming months.

The JPB's forecasted electrification substantial completion date for the BBII contract in the MPS May update is December 31, 2023. JPB is working with BBII to improve progress on both the signals system, which lags behind baseline productivity level, and traction power facilities, which continue to progress at a slow rate.

Shown below, Table 7-1 indicates major milestone dates for the MPS.

Table 7-1 Schedule Status

Milestones	Program Plan	Progress Schedule (May 2021) ¹
Milestone #1 Segment 4 Construction Completion	11/21/2019	10/15/2021 ¹
Arrival of First Vehicle at JPB	N/A	11/24/2021 ²
PG&E Provides Permanent Power	09/09/2021	04/15/2022
FFGA RSD	08/22/2022	08/22/2022
Acceptance of 14 th Trainset	08/20/2021	12/09/2022 ²
Electrification Substantial Completion	08/10/2020	12/31/2023 [*]
Revenue Service Date (RSD)	12/09/2021	01/01/2024 – 03/31/2024
Proposed Revised RSD with Contingency	N/A	09/26/2024

Note:

- ¹ Dates may shift slightly in the next month's Progress Schedule update due to additional signal cutovers in Segment 4.
- ² These dates are expected to be delayed due to COVID-19 impacts on Stadler's Assembly & Testing facility in Salt Lake City.
- ^A Completed Milestone.
- ^{*} Pending mediation process resolution with BBII.

Notable Variances

As a result of the latest schedule risk refresh model analysis exercise by FTA-PMOC, the RSD is forecasted to occur between January 1, 2024 and March 31, 2024. With project contingency, JPB’s new Proposed Revised RSD is September 26, 2024.

Schedule delay in Milestone # 1, Segment 4 Construction Completion is due to a delay in the switchgear arrival date from June 14, 2021 to June 25, 2021. The new forecasted date for Milestone # 1, Segment 4 Construction Completion is October 15, 2021.

Table 7-2 Critical Path Summary

Activity	Start	Finish
Signals System Design, Installation & Cutover, and Integration Testing	05/01/2020	12/31/2023
Forecast Revenue Service Date - RSD	01/01/2024	03/31/2024

Schedule Hold Points

Schedule Hold Points (SHP) represent key milestones on or near a schedule’s critical path that are used as measurement points with respect to contingency drawdown. Delays to these key milestones will result in consuming program schedule contingency.

Table 7-3 below reflects the SHPs for the PCEP master program schedule. The dates indicated the planned completion dates for each SHP.

Table 7-3 Schedule Hold Points

Schedule Hold Point (SHP)	Date
Segment 4 Construction Completion	10/15/2021 ¹
Arrival of 1 st Trainset at JPB	11/24/2021
Conditional Acceptance of 1 st Trainset	02/25/2022 ²
Conditional Acceptance of 14th Trainset	12/09/2022 ²
System Electrified	12/31/2023 [*]
Forecasted Revenue Service Date (RSD) –	01/01/ 2024- 03/31/2024 ^{2*}

Note:
¹. Dates may shift slightly in the next month’s Progress Schedule update due to additional signal cutover in segment 4.
². Dates may change due to COVID-19 Impact.
^A Completed Schedule Hold Point (SHP).
^{*} Pending mediation process resolution with BBII.

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8.0 BUDGET AND EXPENDITURES

The summary of overall budget and expenditure status for the PCEP and Third-Party Improvements is shown in the following tables. Table 8-1 reflects the Electrification budget, Table 8-2 the EMU budget, Table 8-3 the overall PCEP budget, and Table 8-4 Third Party Improvements budget. Table 8-5 summarizes the budget transfers of contingency completed this month.

Table 8-1 Electrification Budget & Expenditure Status

Description of Work	Budget (A)	Current Budget (B) ¹	Cost This Month (C) ²	Cost To Date (D) ³	Estimate To Complete (E)	Estimate At Completion (F) = (D) + (E)
ELECTRIFICATION						
Electrification ⁽⁴⁾	\$696,610,558	\$741,390,433	\$6,835,209	\$505,507,158	\$235,883,275	\$741,390,433
SCADA	\$0	\$3,842,455	\$0	\$2,980,726	\$861,729	\$3,842,455
Tunnel Modifications	\$11,029,649	\$41,469,522	\$0	\$41,314,390	\$155,132	\$41,469,522
Real Estate	\$28,503,369	\$28,503,369	\$40,397	\$23,383,557	\$5,119,812	\$28,503,369
Private Utilities ⁽⁵⁾	\$63,515,298	\$117,850,334	\$2,629,557	\$133,627,108	(\$15,776,774)	\$117,850,334
Management Oversight	\$141,506,257	\$168,029,038	\$1,741,408	\$159,692,166	\$8,336,872	\$168,029,038
Executive Management	\$7,452,866	\$9,568,427	\$43,294	\$9,366,026	\$202,401	\$9,568,427
Planning	\$7,281,997	\$6,281,997	\$25,323	\$5,985,630	\$296,367	\$6,281,997
Community Relations	\$2,789,663	\$1,789,663	\$4,893	\$1,481,452	\$308,211	\$1,789,663
Safety & Security	\$2,421,783	\$4,747,861	\$95,386	\$4,513,600	\$234,261	\$4,747,861
Project Management Services	\$19,807,994	\$17,526,725	\$193,829	\$14,093,786	\$3,432,939	\$17,526,725
Engineering & Construction	\$11,805,793	\$13,965,112	\$167,085	\$13,173,041	\$792,071	\$13,965,112
Electrification Eng & Mgmt	\$50,461,707	\$54,259,867	\$352,914	\$52,960,444	\$1,299,424	\$54,259,867
Construction Management	\$0	\$12,076,434	\$672,816	\$11,003,818	\$1,072,617	\$12,076,434
IT Support	\$312,080	\$407,170	\$0	\$400,132	\$7,038	\$407,170
Operations Support	\$1,445,867	\$3,337,383	\$19,620	\$3,070,695	\$266,688	\$3,337,383
General Support	\$4,166,577	\$6,963,434	\$37,567	\$6,826,324	\$137,110	\$6,963,434
Budget / Grants / Finance	\$1,229,345	\$1,626,354	\$722	\$1,622,835	\$3,519	\$1,626,354
Legal	\$2,445,646	\$4,993,672	\$16,811	\$4,950,302	\$43,371	\$4,993,672
Other Direct Costs	\$5,177,060	\$5,777,060	\$111,149	\$5,536,203	\$240,857	\$5,777,060
Prior Costs 2002 - 2013	\$24,707,878	\$24,707,878	\$0	\$24,707,878	\$0	\$24,707,878
TASI Support	\$55,275,084	\$59,409,403	\$1,915,188	\$59,193,509	\$215,894	\$59,409,403
Insurance	\$3,500,000	\$4,543,588	\$0	\$4,543,588	\$0	\$4,543,588
Environmental Mitigations	\$15,798,320	\$14,454,390	\$0	\$899,851	\$13,554,540	\$14,454,390
Required Projects	\$17,337,378	\$10,182,576	\$3,246	\$1,007,847	\$9,174,729	\$10,182,576
Maintenance Training	\$1,021,808	\$1,021,808	\$0	\$0	\$1,021,808	\$1,021,808
Finance Charges	\$5,056,838	\$6,137,156	\$41,808	\$4,598,074	\$1,539,082	\$6,137,156
Contingency	\$276,970,649	\$119,291,134	N/A	N/A	\$21,746,060	\$21,746,060
Forecasted Costs and Changes	\$0	\$0	N/A	N/A	\$97,545,074	\$97,545,074
ELECTRIFICATION SUBTOTAL	\$1,316,125,208	\$1,316,125,208	\$13,206,813	\$936,747,974	\$379,377,234	\$1,316,125,208

Notes regarding tables above:

1. Column B "Current Budget" includes executed change orders and awarded contracts.
2. Column C "Cost This Month" represents the cost of work performed this month.
3. Column D "Cost To Date" includes actuals (amount paid) and accruals (amount of work performed) to date.
4. Cost To Date for "Electrification" includes 5% for Contractor's retention until authorization of retention release.
5. Private utilities cost to date includes the unbudgeted upfront cost for PG&E's share of substation improvements prior to PG&E reimbursement.

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Table 8-2 EMU Budget & Expenditure Status

Description of Work	Budget (A)	Current Budget (B) ¹	Cost This Month (C) ²	Cost To Date (D) ³	Estimate To Complete (E)	Estimate At Completion (F) = (D) + (E)
EMU						
EMU	\$550,899,459	\$555,247,601	\$0	\$220,686,565	\$334,561,036	\$555,247,601
CEMOF Modifications	\$1,344,000	\$7,392,755	\$113,463	\$6,460,595	\$932,160	\$7,392,755
Management Oversight	\$64,139,103	\$61,961,693	\$488,088	\$51,961,403	\$10,000,290	\$61,961,693
Executive Management	\$5,022,302	\$6,263,136	\$25,326	\$5,970,382	\$292,754	\$6,263,136
Community Relations	\$1,685,614	\$975,782	\$2,999	\$691,453	\$284,328	\$975,782
Safety & Security	\$556,067	\$766,796	\$15,979	\$745,474	\$21,322	\$766,796
Project Mgmt Services	\$13,275,280	\$11,275,280	\$118,798	\$8,813,973	\$2,461,308	\$11,275,280
Eng & Construction	\$89,113	\$89,113	\$0	\$23,411	\$65,702	\$89,113
EMU Eng & Mgmt	\$32,082,556	\$29,981,014	\$309,159	\$24,547,614	\$5,433,400	\$29,981,014
Construction Management	\$0	\$1,603,758	(\$82,664)	\$1,480,100	\$123,658	\$1,603,758
IT Support	\$1,027,272	\$952,089	\$13,299	\$768,702	\$183,388	\$952,089
Operations Support	\$1,878,589	\$781,858	\$4,632	\$419,394	\$362,463	\$781,858
General Support	\$2,599,547	\$2,934,702	\$12,595	\$2,846,647	\$88,055	\$2,934,702
Budget / Grants / Finance	\$712,123	\$1,042,274	\$481	\$1,038,182	\$4,092	\$1,042,274
Legal	\$1,207,500	\$1,292,752	\$76	\$1,258,493	\$34,259	\$1,292,752
Other Direct Costs	\$4,003,139	\$4,003,139	\$67,409	\$3,357,578	\$645,562	\$4,003,139
TASI Support	\$2,740,000	\$2,789,493	\$16,286	\$430,053	\$2,359,440	\$2,789,493
Insurance	\$0	\$38,263	\$0	\$38,263	\$0	\$38,263
Required Projects	\$4,500,000	\$1,059,221	\$0	\$538,280	\$520,941	\$1,059,221
Finance Charges	\$1,941,800	\$3,761,482	\$25,624	\$2,818,174	\$943,308	\$3,761,482
Contingency	\$38,562,962	\$31,876,816	N/A	N/A	\$26,057,694	\$26,057,694
Forecasted Costs and Changes	\$0	\$0	N/A	N/A	\$5,819,122	\$5,819,122
EMU SUBTOTAL	\$664,127,325	\$664,127,325	\$643,461	\$282,933,333	\$381,193,992	\$664,127,325

Notes regarding tables above:

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

Table 8-3 PCEP Budget & Expenditure Status

Description of Work	Budget (A)	Current Budget (B) ¹	Cost This Month (C) ²	Cost To Date (D) ³	Estimate To Complete (E)	Estimate At Completion (F) = (D) + (E)
Electrification Subtotal	\$1,316,125,208	\$1,316,125,208	\$13,206,813	\$936,747,974	\$379,377,234	\$1,316,125,208
EMU Subtotal	\$664,127,325	\$664,127,325	\$643,461	\$282,933,333	\$381,193,992	\$664,127,325
PCEP TOTAL	\$1,980,252,533	\$1,980,252,533	\$13,850,274	\$1,219,681,307	\$760,571,225	\$1,980,252,533

Notes regarding tables above:

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

Table 8-4 Third Party Improvements/CNPA Budget & Expenditure Status

Description of Work	Budget (A)	Current Budget (B) ¹	Cost This Month (C) ²	Cost To Date (D) ³	Estimate To Complete (E)	Estimate At Completion (F) = (D) + (E)
CHSRA Early Pole Relocation	\$1,000,000	\$941,706	\$0	\$941,706	\$0	\$941,706
PS-3 Relocation (Design)	\$500,000	\$500,000	\$0	\$150,000	\$350,000	\$500,000
PS-3 Relocation (FEMA, BGSP Design Coord.)	\$50,000	\$50,000	\$0	\$0	\$50,000	\$50,000
TPSS-2 VTA/PCEP Pole Relocation (Design)	\$110,000	\$110,000	\$0	\$110,000	\$0	\$110,000
TPSS-2 VTA/PCEP Pole Height (Redesign)	\$31,000	\$31,000	\$0	\$27,900	\$3,100	\$31,000
EMU Option Cars	\$172,800,047	\$172,800,047	\$0	\$59,599,692	\$113,200,355	\$172,800,047
Add Flip-Up Seats into Bike Cars	\$1,961,350	\$1,961,350	\$0	\$980,675	\$980,675	\$1,961,350
Update Virtual Reality Experience	\$43,000	\$43,000	\$0	\$43,000	\$0	\$43,000
CNPA TOTAL	\$176,495,397	\$176,437,103	\$0	\$61,852,973	\$114,584,130	\$176,437,103

Notes regarding tables above:

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

Table 8-4 shows improvements outside of the scope of PCEP that are funded with non-PCEP funds. These improvements are implemented through the PCEP contracts. In FTA terminology, these efforts are categorized as Concurrent Non-Project Activities (CNPA).

CHSRA Early Pole Relocation: Relocation of 196 OCS poles as part of PCEP. Implementing these pole relocations minimizes future cost and construction impacts. This scope is funded by the CHSRA.

PS-3 Relocation (Design): Relocate PS-3 (Burlingame) as part of PCEP to avoid a future conflict with the Broadway Grade Separation Project (BGSP). This scope is funded by the BGSP.

PS-3 Relocation (FEMA, BGSP Design Coord.): PS-3 Relocation FEMA Update and Design Coordination: Perform incremental design effort related to the 2019 FEMA requirement update to the flood plain map and design coordination with the BGSP. This scope is funded by the BGSP.

TPSS-2 VTA/PCEP Pole Relocation and Height (Design): Design changes due to the relocation of VTA/BART Pole at TPSS-2 location and pole height redesign for live line clearances. This scope is funded by the VTA.

EMU Option Cars: Exercise Stadler Contract Option for 37 additional EMUs. This scope is funded with a combination of TIRCP and matching local funds.

Add Flip-Up Seats into Bike Cars: Stadler contract change order to add four additional flip-up seats in each of the two unpowered (bike) cars per trainset (eight total per trainset). This scope is funded by Caltrain outside of the PCEP.

Update Virtual Reality Experience: Stadler contract change order to update the virtual reality experience to reflect the latest configuration of the trainsets. This scope is funded by Caltrain outside of the PCEP.

Table 8-5 Budget Transfers of Contingency

Transfer	Description	Contingency ¹
ELECTRIFICATION		
BBI-053-CCO-073	South San Francisco Bioswale Redesign	\$26,067
	ELECTRIFICATION SUBTOTAL	\$26,067
EMU		
PROV-071-CCO-055	Windows and Glazing at Component Test Room	\$17,679
	EMU SUBTOTAL	\$17,679
	PCEP TOTAL	\$43,746

Notes regarding tables above:

¹. Budget amount transferred from project contingency. A negative amount represents a credit to contingency.

Table 8-5 shows budget transfers of project contingency implemented during the current monthly reporting period. This table includes contingency transfers for both executed contract change orders as covered under Section 9.0 and uses of contingency for Program budget line items outside the five PCEP contracts.

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

9.0 CHANGE MANAGEMENT

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

Currently the PCEP contracts are BBII, CEMOF, Stadler, SCADA, Tunnel Modifications, and Amtrak.

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

Executed Contract Change Orders (CCO) This Month

Electrification Contract

Change Order Authority (5% of BBII Contract) **5% x \$696,610,558 = \$34,830,528**

Date	Change Number	Description	CCO Amount
5/27/2021	BBI-053-CCO-073	South San Francisco Bioswale Redesign	\$26,067
Total			\$26,067

¹ (When indicated) Change approved by the Board of Directors – not counted against the Executive Director's Change Order Authority.

EMU Contract

Change Order Authority (5% of Stadler Contract) **5% x \$550,899,459 = \$27,544,973**

Date	Change Number	Description	CCO Amount
	None		\$0
Total			\$0

¹ (When indicated) Change approved by the Board of Directors – not counted against the Executive Director's Change Order Authority.

SCADA Contract

Change Order Authority (15% of ARINC Contract) **15% x \$3,446,917 = \$517,038**

Date	Change Number	Description	CCO Amount
	None		\$0
Total			\$0

¹ (When indicated) Change approved by the Board of Directors – not counted against the Executive Director's Change Order Authority.

Tunnel Modification Contract

Change Order Authority (10% of ProVen Contract)² **10% x \$38,477,777 = \$3,847,778**

Date	Change Number	Description	CCO Amount
	None		\$0
Total			\$0

¹ (When indicated) Change approved by the Board of Directors – not counted against the Executive Director's Change Order Authority.

² Tunnel modification contract (\$38,477,777) includes: Notching (\$25,281,170) and Drainage (\$13,196,607).

³ Third Party Improvements/CNPA Projects that are funded with non-PCEP funds.

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CEMOF Contract

Change Order Authority (10% of ProVen Contract) 10% x \$6,550,777 = \$655,078

Date	Change Number	Description	CCO Amount
5/7/2021	PROV-071-CCO-055	Windows and Glazing at Component Test Room	\$17,679
Total			\$17,679

¹ (When indicated) Change approved by the Board of Directors – not counted against the Executive Director’s Change Order Authority.

Amtrak AEM-7 Contract

Change Order Authority (Lump Sum) Up to \$150,000

Date	Change Number	Description	CCO Amount
	None		\$0
Total			\$0

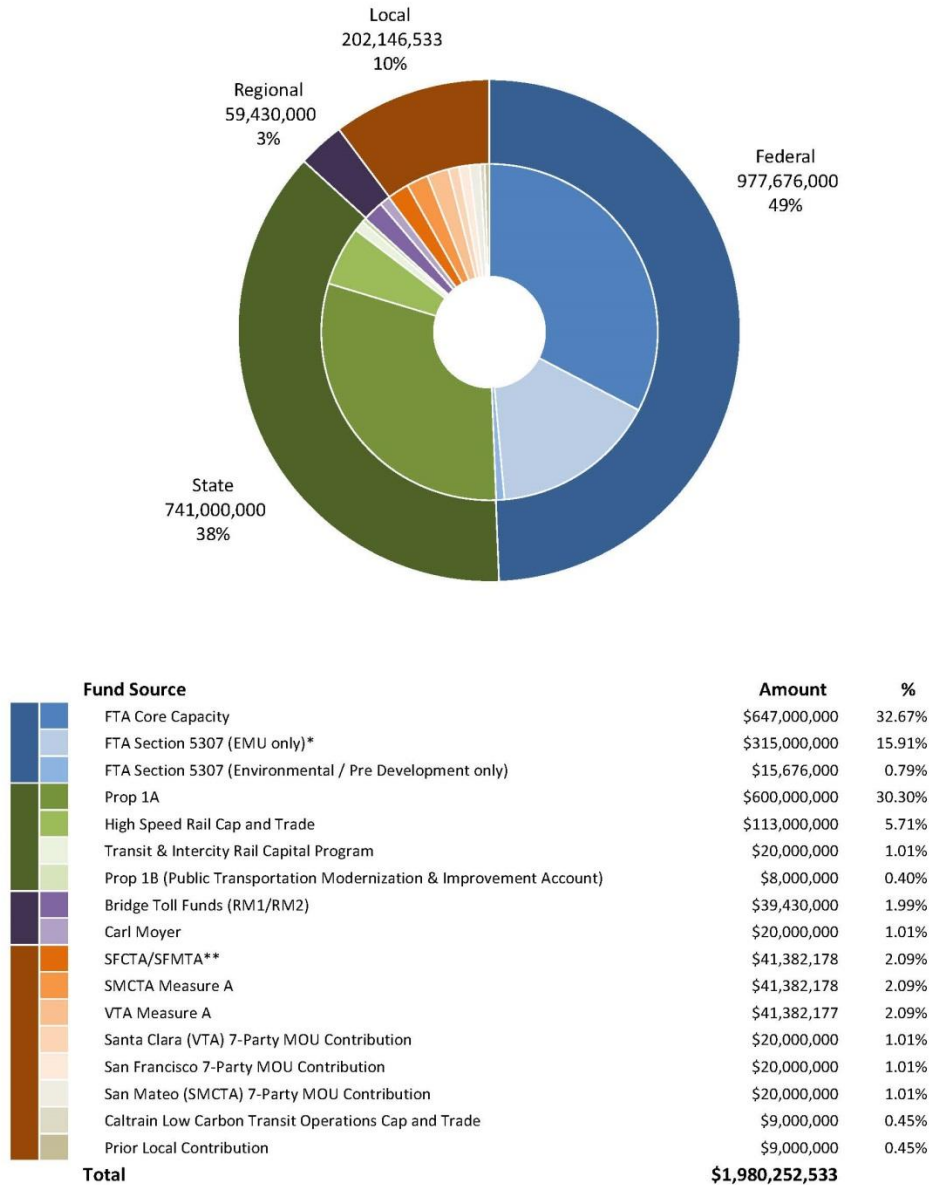
Notes:

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

10.0 FUNDING

Figure 10-1 depicts a summary of the funding plan for the PCEP. It provides a breakdown of the funding partners as well as the allocated funds. On March 11, 2021, President Biden signed into law the American Rescue Plan, which will provide PCEP with an additional \$52.4 million in Core Capacity funding, above and beyond the \$647 million awarded to the project in 2017. PCEP staff will work with FTA Region IX staff to ensure these funds are added to the project in the coming weeks.

Figure 10-1 Funding Plan



Notes:

*Includes necessary fund transfer with SMCTA

**Includes \$4M CMAQ Transfer considered part of SF local contribution

11.0 RISK MANAGEMENT

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

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

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

1. The contractor may not complete signal and communication design, installation and testing for the two-speed check (2SC) modifications within budget and schedule.
2. Extent of differing site conditions and associated redesign efforts results in delays to the completion of the electrification contract and increases program costs.
3. Sub-optimal contractor sequencing, when progressing design and clearing foundation locations may result in construction inefficiencies.
4. Property not acquired in time for contractor to do work.
5. Additional property acquisition is necessitated by change in design.
6. Contractor generates hazardous materials that necessitate proper removal and disposal in excess of contract allowances and expectations.
7. Change of vehicle sub-suppliers results in additional first article inspections at cost to JPB (i.e., COVID, bankruptcy).
8. Collaboration across multiple disciplines to develop a customized rail activation program may fail to comprehensively address the full scope of issues required to operate and maintain an electrified railroad and decommission the current diesel fleet.
9. Solution to FRA concerns over bike storage impeding path to emergency exit windows path results in increased costs and potential rework.
10. PG&E interconnection work may not be completed on time resulting in delays the reimbursement of PG&E Exhibit B Cost Allocation from PG&E.

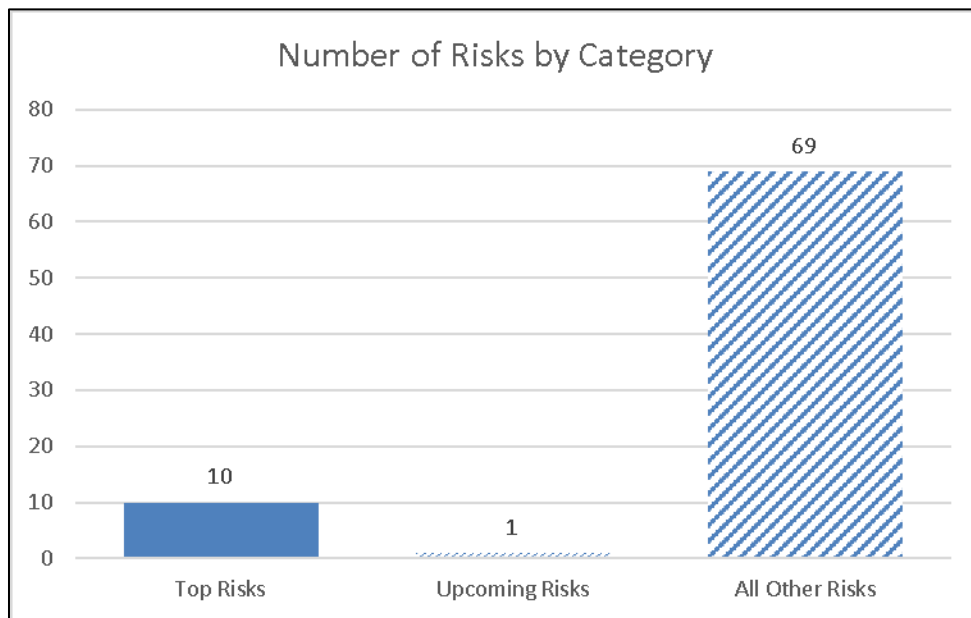
Activity This Month

- Updated 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.

- Updated risk retirement dates 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.
- Continued monitoring of issues on issues log for determination of new risks.
- The Risk Management team attended Project Delivery, Vehicle Design, Systems Integration, and Weekly Contractor Progress meetings to monitor developments associated with risks and to identify new risks.
- Updated contractor-owned risks through JPB and consultant personnel.

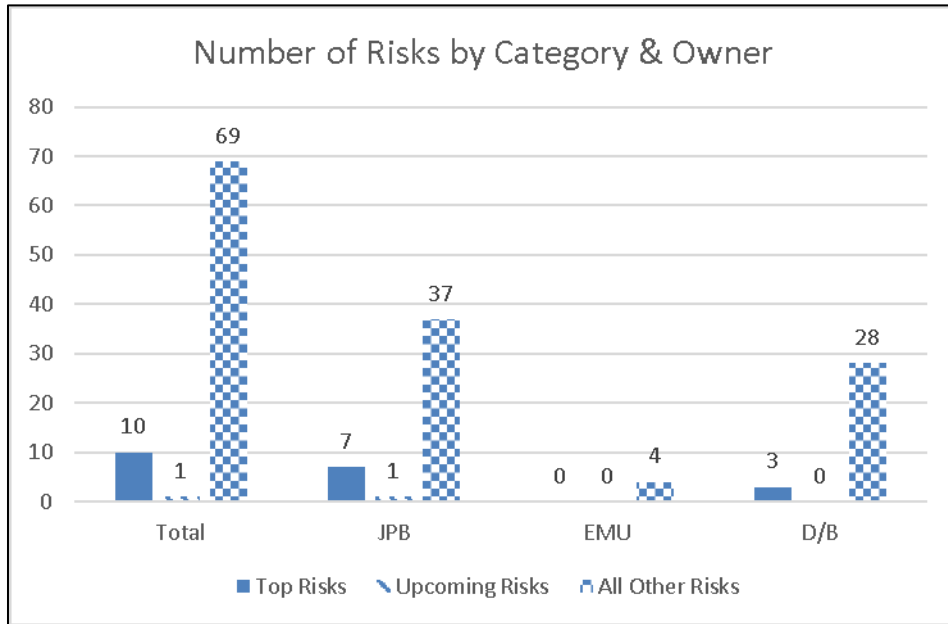
Figures 11-1 and 11-2 show the risks identified for the program. Risks are categorized as top risk, upcoming risk, and all other risks. The categories are based on a rating scale composed of schedule and cost factors. Top risks are considered to have a significantly higher than average risk grade. Upcoming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

Figure 11-1 Monthly Status of Risks



Total Number of Active Risks = 80

Figure 11-2 Risk Classification



Total Number of Active Risks = 80

Activity Next Month

- Conduct weekly monitoring of risk mitigation actions and continue publishing risk register.
- Update risk descriptions, effects, mitigations and retirement dates based on weekly monitoring and attendance at key project meetings.
- Monitor issues on issues log for determination of potential new risks.
- Convene Risk Assessment Committee meeting.

12.0 ENVIRONMENTAL

12.1. Permits

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

Activity This Month

- None

Activity Next Month

- None

12.2. Mitigation Monitoring and Reporting Program (MMRP)

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

Activity This Month

- Environmental compliance monitors were present during project activities (OCS pole foundation installation, potholing for utility location, tree trimming/removal, conduit installation, etc.) occurring in areas that required environmental compliance monitoring. The monitoring was conducted in accordance with measures in the MMRP in an effort to minimize potential impacts on sensitive environmental resources.
- Biological surveyors continued to conduct pre-construction surveys for sensitive wildlife species including nesting bird surveys ahead of project activities. Pre-construction nesting bird surveys during the nesting bird season continued (Nesting bird season is defined as February 1 through September 15)
- Noise and vibration monitoring also occurred during project activities, and non-hazardous soil was removed from the right of way (ROW).
- Environmentally Sensitive Area (ESA) delineation (staking and/or fencing) occurred to delineate jurisdictional waterways and other potentially sensitive areas that should be avoided during upcoming construction activities. Second round of protocol-level burrowing owl surveys were conducted. Pre-construction surveys for sensitive wildlife species continued at previously identified potential habitat locations. Wildlife exclusion fencing installation and monitoring occurred adjacent to portions of the alignment designated for wildlife exclusion fencing.

- Best management practices (BMPs) installation and maintenance (e.g., silt fencing, straw wattles with no monofilament netting per wildlife agency permit requirements, soil covers, etc.) occurred at equipment staging areas and other work areas throughout the alignment in accordance with the project-specific Stormwater Pollution Prevention Plan (SWPPP).

Activity Next Month

- Environmental compliance monitors will continue to monitor project activities (OCS pole foundation installation, sawcutting on station platforms, potholing for utility location, tree trimming/removal, conduit installation, abandoned signal cable removal, etc.) occurring in areas that require environmental compliance monitoring in an effort to minimize potential impacts on sensitive environmental resources in accordance with the MMRP.
- Biological surveyors will continue to conduct pre-construction surveys for sensitive wildlife species including nesting bird surveys ahead of project activities. Pre-construction nesting bird surveys during the nesting bird season will continue (nesting bird season is defined as February 1 through September 15); and protocol-level surveys for sensitive avian species, including burrowing owls, will continue for the 2021 breeding season at previously identified potential habitat location.
- Noise and vibration monitoring of project activities will continue to occur and non-hazardous soil will continue to be removed.
- BMPs installation will continue in accordance with the project-specific SWPPP, and ESA staking and fencing will continue to be maintained, to delineate jurisdictional waterways, and other potentially sensitive areas, that should be avoided during upcoming project activities.
- Wildlife exclusion fencing will continue to be maintained prior to upcoming construction activities adjacent to potentially suitable habitat for sensitive wildlife species.

13.0 UTILITY RELOCATION

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

Activity This Month

- Conducted utility coordination meeting to discuss overall status and areas of potential concern from the utilities.
- Continued relocation of Comcast and AT&T Utilities in all Segments, with a focus on Segment 3 and 4 ahead of OCS wiring.

Activity Next Month

- Coordinate with individual utility owners on the next steps of relocations, including support of any required design information.
- Update the relocation schedule as information becomes available from the utility owners.
- Continue to review relocation design from communications companies and coordinate relocation field work.
- Continue communication relocations in all Segments.

14.0 REAL ESTATE

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

The Project has obtained possessory rights for all but one of the parcels identified at the beginning of the project.

The Real Estate team's current focus is working to identify new parcels and acquire them in conjunction with the project schedule.

- Staff has defined a process to ensure that BBII conveys new property needs (both for poles and for overhead wires) as soon as possible.
 - BBII must justify and JPB must approve all new parcels.
- Design needs to progress to enable BBII to identify exact acquisition areas.
- Staff is conducting pre-acquisition activities as appropriate.
- JPB has approved eight new parcels to date.

Activity This Month

- Staff continues to review potential new pole locations and is engaging in a system-wide review of potential ESZ needs. Staff continues to meet with the internal signal team and BBII signal team to determine potential Real Estate interests.
- Staff continues to negotiate with Universal Paragon Corporation (UPC) to allow the potential for early access onto their property, a vital site for catenary pole installation.

Activity Next Month

- Continued review of ESZ needs submitted by BBII compared to direction from contract.
- Continue to meet with internal signal team and BBII signal team to determine potential Real Estate needs.
- Make offers on the parcel for which appraisals have been completed,
- Continue to work with project team to identify and analyze new potential parcels.
- Continue to work with UPC to finalize early access.

15.0 THIRD PARTY AGREEMENTS

Third-party coordination is necessary for work impacting public infrastructure, utilities, ROW acquisitions, and others. Table 15-1 below outlines the status of necessary agreements for the PCEP.

Table 15-1 Third-Party Agreement Status

Type	Agreement	Third-Party	Status
Governmental Jurisdictions	Construction & Maintenance ¹	City & County of San Francisco	Executed
		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
		Town of Atherton	Not Needed
		County of San Mateo	Executed
		City of Menlo Park	Executed
		City of Palo Alto	Executed
		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	PG&E	Executed
	Operating Rules	CPUC	Executed
Transportation & Railroad	Construction & Maintenance	Bay Area Rapid Transit	Executed ²
	Construction & Maintenance	California Dept. of Transportation (Caltrans)	In Process
	Trackage Rights	UPRR	Executed ²

Notes regarding table above:

- ¹. Agreements memorialize the parties' consultation and cooperation, designate respective rights and obligations and ensure cooperation between the JPB and the 17 cities and three counties along the Caltrain ROW and within the PCEP limits in connection with the design and construction of the PCEP.
- ². Utilizing existing agreements.

16.0 GOVERNMENT AND COMMUNITY AFFAIRS

The Community Relations and Outreach team coordinates all issues with all jurisdictions, partner agencies, government organizations, businesses, labor organizations, local agencies, residents, community members, other interested parties, and the media. In addition, the team oversees the BBII's effectiveness in implementing its Public Involvement Program.

Presentations/Meetings

- BART Phase II – Downtown Community Working Group
- BART Phase II – Santa Clara Community Working Group

Third Party/Stakeholder Actions

- None

17.0 DISADVANTAGED BUSINESS ENTERPRISE (DBE) PARTICIPATION AND LABOR STATISTICS

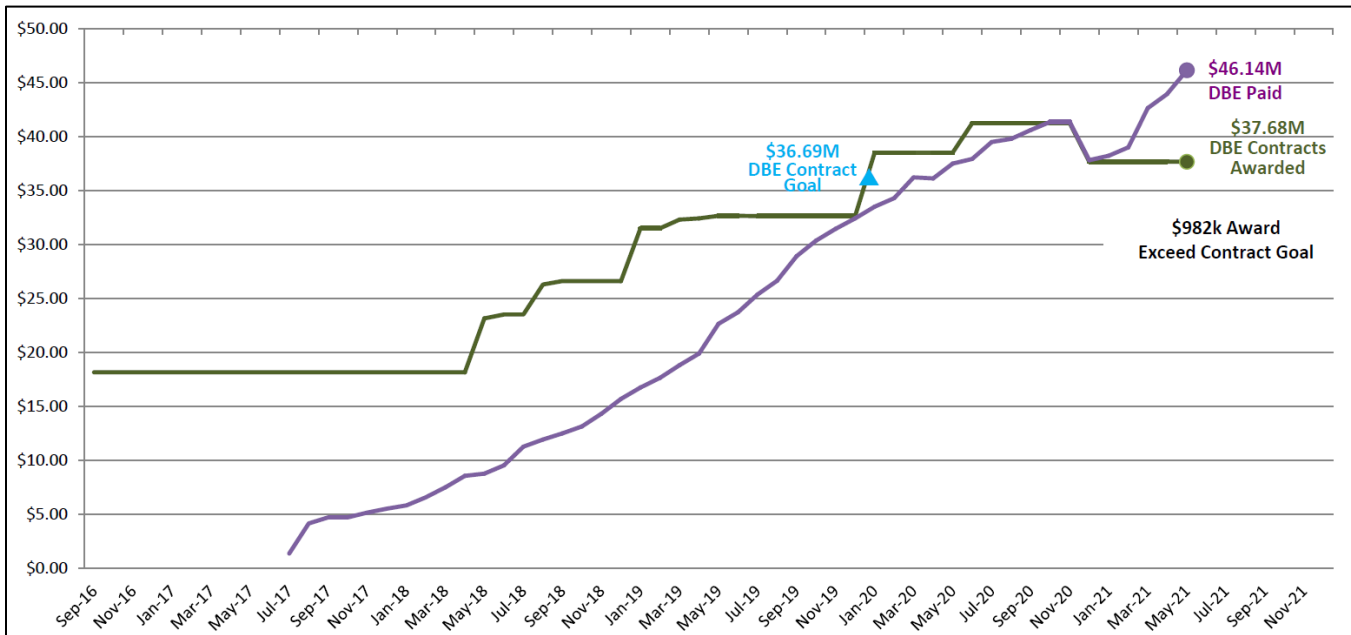
BBII proposed that 5.2% (\$36,693,442) of the DB base contract value including DBE contract change orders (\$705,643,121) would be subcontracted to DBEs.

Activity This Month

As expressed in Figure 17-1 below, to date BBII reports:

- **\$46,143,445** has been paid to DBE subcontractors.
- **\$37,675,908** of DBE contracts have been awarded.
- **6.54%** has been achieved.
- All reported figures are subject to verification by DBE Administrator.
- As a result of JPB’s DBE Office’s review of BBII’s DBE reports, one subcontractor was disqualified in December 2020. After removing amounts paid to the disqualified subcontractor, BBII’s reported awarded and achieved amounts show a decline from previous months. These amounts and are to be verified by JPB’s DBE Administrator.

Figure 17-1 DBE Participation



Activity Next Month

BBII has proposed the following key actions:

“We continue to anticipate increasing our DBE commitments to firms who we are currently negotiating pricing on proposed work or Professional Services Agreements. We are optimistic about the prospect of making future awards to DBE firms. We also anticipate that the existing project work will increase resulting in expanded work for current DBE subcontractors.”

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18.0 PROCUREMENT

Invitation for Bids (IFB)/Request for Quotes (RFQ)/ Request for Proposals (RFP) Issued this Month:

- None

Bids, Quotes, Proposals in Response to IFB/RFQ/RFP Received this Month:

- None

In Process IFB/RFQ/RFP/Contract Amendments for Award:

- None

Contract Awards this Month:

- None

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

- Multiple WDs & POs issued to support the program needs

Upcoming Contract Awards/Contract Amendments:

- Contract 18-J-P-115 On-Call Construction Management Services for PCEP

Upcoming IFB/RFQ/RFP to be Issued:

- None

Existing Contracts Amendments Issued:

- None

19.0 TIMELINE OF MAJOR PROJECT ACCOMPLISHMENTS

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

Date	Milestone
2001	Began federal National Environmental Policy Act (NEPA) Environmental Assessment (EA) / state EIR clearance process
2002	Conceptual Design completed
2004	Draft NEPA EA/EIR
2008	35% design complete
2009	Final NEPA EA/EIR and Finding of No Significant Impact (FONSI)
2014	RFQ for electrification RFI for EMU
2015	JPB approves final CEQA EIR JPB approves issuance of RFP for electrification JPB approves issuance of RFP for EMU Receipt 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 best and final offers 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 BBII, the apparent best-value electrification firm JPB approves contract award (LNTP) to BBII JPB approves contract award (LNTP) to Stadler FTA approval of entry into engineering for the Core Capacity Program Application for FFGA
2017	FTA finalized the FFGA for \$647 million in Core Capacity funding, met all regulatory requirements including end of Congressional Review Period (February) FTA FFGA executed, committing \$647 million to the project (May) JPB approves \$1.98 billion budget for PCEP (June) Issued NTP for EMUs to Stadler (June 1) Issued NTP for electrification contract to BBII (June 19) Construction began (August) EMU manufacturing began (October) Issued NTP for SCADA to Rockwell Collins (ARINC) (October) Issued NTP for CEMOF Facility Upgrades to HNTB (November)

Peninsula Corridor Electrification Project
Monthly Progress Report

Date	Milestone
2018	Completed all PG&E agreements JPB approves contract award to Mitsui for the purchase of electric locomotives and Amtrak for overhaul services, storage, acceptance testing, training, and shipment of locomotive to CEMOF JPB approves authorization for the Executive Director to negotiate final contract award to ProVen for tunnel modifications and track rehabilitation project JPB approves contract award (LNTP) to ProVen for tunnel modifications Issued NTP to ProVen for tunnel modifications (October) Amended contract with ProVen to include OCS in the tunnels (November)
2019	JPB approves contract award to ProVen for CEMOF modifications (February) JPB approves LNTP to ProVen for CEMOF modifications (April) JPB approves NTP to ProVen for CEMOF modifications (September)
2020	JPB approves agreement amendment to PG&E for interconnection construction JPB executes agreement with PG&E for interconnection construction (May) FRA approved the waiver for Alternative Vehicle Technology regarding crashworthiness of EMU cars
2021	The intertie between TPS-2 and FMC was completed (January 18) First EMU vehicle shipped to Pueblo, CO for testing (February 10)

APPENDICES

Appendix A – Acronyms

**Peninsula Corridor Electrification Project
Monthly Progress Report**

AIM	Advanced Information Management	EA	Environmental Assessment
ARINC	Aeronautical Radio, Inc.	EAC	Estimate at Completion
BAAQMD	Bay Area Air Quality Management District	EIR	Environmental Impact Report
BBII	Balfour Beatty Infrastructure, Inc.	EOR	Engineer of Record
CAISO	California Independent System Operator	EMU	Electric Multiple Unit
CalMod	Caltrain Modernization Program	ESA	Endangered Species Act
Caltrans	California Department of Transportation	ESA	Environmental Site Assessments
Caltrans	California Department of Transportation	FAI	First Article Inspection
CDFW	California Department of Fish and Wildlife	FEIR	Final Environmental Impact Report
CEMOF	Centralized Equipment Maintenance and Operations Facility	FNTF	Full Notice to Proceed
CEQA	California Environmental Quality Act (State)	FFGA	Full Funding Grant Agreement
CEQA	California Environmental Quality Act (State)	FONSI	Finding of No Significant Impact
CHSRA	California High-Speed Rail Authority	FRA	Federal Railroad Administration
CIP	Capital Improvement Plan	FTA	Federal Transit Administration
CNPA	Concurrent Non-Project Activity	GO	General Order
CPUC	California Public Utilities Commission	HSR	High Speed Rail
CTC	Centralized Traffic Control	ICD	Interface Control Document
DB	Design-Build	IFC	Issued for Construction
DBB	Design-Bid-Build	ITS	Intelligent Transportation System
DBE	Disadvantaged Business Enterprise	JPB	Peninsula Corridor Joint Powers Board
DEMP	Design, Engineering, and Management Planning	LNTF	Limited Notice to Proceed

Peninsula Corridor Electrification Project
Monthly Progress Report

MMRP	Mitigation, Monitoring, and Reporting Program	RFI	Request for Information
		RFP	Request for Proposals
MOU	Memorandum of Understanding	RFQ	Request for Qualifications
MPS	Master Program Schedule	ROCS	Rail Operations Center System
NCR	Non Conformance Report	ROW	Right of Way
NEPA	National Environmental Policy Act (Federal)	RRP	Railroad Protective Liability
NHPA	National Historic Preservation Act	RSD	Revenue Service Date
NMFS	National Marine Fisheries Service	RWP	Roadway Worker Protection
NTP	Notice to Proceed	SamTrans	San Mateo County Transit District
OCS	Overhead Contact System	SCADA	Supervisory Control and Data Acquisition
PCEP	Peninsula Corridor Electrification Project	SCC	Standard Cost Code
PCJPB	Peninsula Corridor Joint Powers Board	SPUR	San Francisco Bay Area Planning and Urban Research Association
PG&E	Pacific Gas and Electric	SFBCDC	San Francisco Bay Conservation Development Commission
PHA	Preliminary Hazard Analysis	SFCTA	San Francisco County Transportation Authority
PMOC	Project Management Oversight Contractor	SFMTA	San Francisco Municipal Transportation Authority
PS	Paralleling Station	SFRWQCB	San Francisco Regional Water Quality Control Board
PTC	Positive Train Control	SOGR	State of Good Repair
QA	Quality Assurance	SSCP	Safety and Security Certification Plan
QC	Quality Control	SSMP	Safety and Security Management Plan
QMP	Quality Management Plan	SSWP	Site Specific Work Plan
QMS	Quality Management System		
RAMP	Real Estate Acquisition Management Plan		
RE	Real Estate		

SWS	Switching Station
TASI	TransitAmerica Services Inc.
TBD	To Be Determined
TPS	Traction Power Substation
TSP	Transmission Structure Pole
TVA	Threat and Vulnerability Assessment
UPRR	Union Pacific Railroad
USACE	United States Army Corp of Engineers
USFWS	U.S. Fish and Wildlife Service
VTA	Santa Clara Valley Transportation Authority

Appendix B – Funding Partner Meetings

Funding Partner Meeting Representatives
Updated May 21, 2021

Agency	CHSRA	MTC	SFCTA/SFMTA/CCSF	SMCTA	VTA
FTA Quarterly Meeting	<ul style="list-style-type: none"> • Boris Lipkin • Simon Whitehorn • Wai Siu (info only) • Sharath Murthy (info only) 	<ul style="list-style-type: none"> • Anne Richman 	<ul style="list-style-type: none"> • Luis Zurinaga 	<ul style="list-style-type: none"> • April Chan • Peter Skinner 	<ul style="list-style-type: none"> • Jim Lawson
Funding Partners Quarterly Meeting	<ul style="list-style-type: none"> • Boris Lipkin • Simon Whitehorn • John Popoff • Sharath Murthy (info only) 	<ul style="list-style-type: none"> • Trish Stoops 	<ul style="list-style-type: none"> • Luis Zurinaga 	<ul style="list-style-type: none"> • April Chan • Peter Skinner 	<ul style="list-style-type: none"> • Krishna Davey • Edwin Castillo • Franklin Wong
Funding Oversight (monthly)	<ul style="list-style-type: none"> • Kelly Doyle 	<ul style="list-style-type: none"> • Anne Richman • Kenneth Folan 	<ul style="list-style-type: none"> • Anna LaForte • Maria Lombardo • Luis Zurinaga • Monique Webster • Ariel Espiritu Santo 	<ul style="list-style-type: none"> • April Chan • Peter Skinner 	<ul style="list-style-type: none"> • Jim Lawson • Marcella Rensi • Michael Smith
Change Management Board (monthly)	<ul style="list-style-type: none"> • Boris Lipkin • Simon Whitehorn 	<ul style="list-style-type: none"> • Trish Stoops • Kenneth Folan 	<ul style="list-style-type: none"> • Luis Zurinaga • Tilly Chang (info only) 	<ul style="list-style-type: none"> • Joe Hurley 	<ul style="list-style-type: none"> • Krishna Davey • Edwin Castillo • Franklin Wong • James Costantini • Jim Lawson
Master Program Schedule Update (monthly)	<ul style="list-style-type: none"> • Wai Siu • Sharath Murthy 	<ul style="list-style-type: none"> • Trish Stoops 	<ul style="list-style-type: none"> • Luis Zurinaga 	<ul style="list-style-type: none"> • Joe Hurley 	<ul style="list-style-type: none"> • Jim Lawson
Risk Assessment Committee (monthly)	<ul style="list-style-type: none"> • Wai Siu • Sharath Murthy 	<ul style="list-style-type: none"> • Trish Stoops 	<ul style="list-style-type: none"> • Luis Zurinaga 	<ul style="list-style-type: none"> • Joe Hurley 	<ul style="list-style-type: none"> • Krishna Davey • Edwin Castillo • Franklin Wong
PCEP Delivery Coordination Meeting (bi-weekly)	<ul style="list-style-type: none"> • Wai Siu • Sharath Murthy 	<ul style="list-style-type: none"> • Trish Stoops 	<ul style="list-style-type: none"> • Luis Zurinaga 	<ul style="list-style-type: none"> • Joe Hurley 	<ul style="list-style-type: none"> • Krishna Davey • Edwin Castillo • Franklin Wong • James Costantini
Systems Integration Meeting (bi-weekly)	<ul style="list-style-type: none"> • Wai Siu • Sharath Murthy 	<ul style="list-style-type: none"> • Trish Stoops 	<ul style="list-style-type: none"> • Luis Zurinaga 	<ul style="list-style-type: none"> • Joe Hurley 	<ul style="list-style-type: none"> • Krishna Davey • Edwin Castillo • Franklin Wong

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Appendix C – Schedule

Appendix D – Standard Cost Codes

**Peninsula Corridor Electrification Project
Monthly Progress Report**

Description of Work	FFGA Baseline	Approved Budget	Cost This Month	Cost To Date	Estimate To	Estimate At
10 - GUIDEWAY & TRACK ELEMENTS	\$14,256,739	\$27,369,522	\$3,199	\$25,016,684	\$3,279,956	\$28,296,640
10.02 Guideway: At-grade semi-exclusive (allows cross-traffic)	\$2,500,000	\$2,500,000	\$3,199	\$147,880	\$2,352,120	\$2,500,000
10.07 Guideway: Underground tunnel	\$8,110,649	\$24,869,522	\$0	\$24,868,804	\$927,836	\$25,796,640
10.07 Allocated Contingency	\$3,646,090	\$0	\$0	\$0	\$0	\$0
30 - SUPPORT FACILITIES: YARDS, SHOPS, ADMIN. BLDGS	\$2,265,200	\$8,182,966	\$113,463	\$6,855,700	\$1,505,895	\$8,361,596
30.03 Heavy Maintenance Facility	\$1,344,000	\$8,182,966	\$113,463	\$6,855,700	\$1,505,895	\$8,361,596
30.03 Allocated Contingency	\$421,200	\$0	\$0	\$0	\$0	\$0
30.05 Yard and Yard Track	\$500,000	\$0	\$0	\$0	\$0	\$0
40 - SITEWORK & SPECIAL CONDITIONS	\$255,072,402	\$259,581,723	\$4,222,494	\$238,943,802	\$31,058,131	\$270,001,933
40.01 Demolition, Clearing, Earthwork	\$3,077,685	\$10,136,067	\$195,509	\$7,222,210	\$2,925,396	\$10,147,606
40.02 Site Utilities, Utility Relocation	\$62,192,517	\$98,238,387	\$2,080,260	\$125,289,461	(\$23,342,515)	\$101,946,945
40.02 Allocated Contingency	\$25,862,000	(\$0)	\$0	\$0	(\$0)	(\$0)
40.03 Haz. mat'l, contam'd soil removal/mitigation, ground water	\$2,200,000	\$8,744,961	\$0	\$6,555,554	\$2,866,380	\$9,421,934
40.04 Environmental mitigation, e.g. wetlands,	\$32,579,208	\$19,504,208	\$50,625	\$2,561,720	\$16,942,488	\$19,504,208
40.05 Site structures including retaining walls, sound walls	\$568,188	\$0	\$0	\$0	\$0	\$0
40.06 Pedestrian / bike access and accommodation, landscaping	\$804,933	\$2,735,000	\$113,000	\$451,000	\$2,284,000	\$2,735,000
40.07 Automobile, bus, van accessways including roads, parking	\$284,094	\$0	\$0	\$0	\$0	\$0
40.08 Temporary Facilities and other indirect costs during	\$107,343,777	\$99,613,100	\$1,783,101	\$96,863,857	\$28,943,430	\$125,807,287
40.08 Allocated Contingency	\$20,160,000	\$20,610,000	\$0	\$0	\$438,953	\$438,953
50 - SYSTEMS	\$504,445,419	\$503,805,169	\$6,938,407	\$277,913,483	\$251,327,413	\$529,240,897
50.01 Train control and signals	\$97,589,149	\$120,137,993	\$1,655,071	\$53,105,674	\$68,344,249	\$121,449,923
50.01 Allocated Contingency	\$1,651,000	\$0	\$0	\$0	\$0	\$0
50.02 Traffic signals and crossing protection	\$23,879,905	(\$0)	\$0	\$0	(\$0)	(\$0)
50.02 Allocated Contingency	\$1,140,000	\$1,140,000	\$0	\$0	\$1,140,000	\$1,140,000
50.03 Traction power supply: substations	\$69,120,009	\$101,632,202	\$1,410,772	\$57,530,663	\$46,666,453	\$104,197,116
50.03 Allocated Contingency	\$31,755,013	\$2,990,895	\$0	\$0	\$1,778,337	\$1,778,337
50.04 Traction power distribution: catenary and third rail	\$253,683,045	\$268,320,591	\$3,710,563	\$166,720,157	\$128,338,906	\$295,059,062
50.04 Allocated Contingency	\$18,064,000	\$4,018,488	\$0	\$0	\$51,458	\$51,458
50.05 Communications	\$5,455,000	\$5,547,000	\$162,000	\$556,989	\$4,990,011	\$5,547,000
50.07 Central Control	\$2,090,298	\$0	\$0	\$0	\$0	\$0
50.07 Allocated Contingency	\$18,000	\$18,000	\$0	\$0	\$18,000	\$18,000
60 - ROW, LAND, EXISTING IMPROVEMENTS	\$35,675,084	\$35,675,084	\$40,397	\$21,783,369	\$14,699,852	\$36,483,220
60.01 Purchase or lease of real estate	\$25,927,074	\$25,927,074	\$40,397	\$21,649,377	\$13,833,843	\$35,483,220
60.01 Allocated Contingency	\$8,748,010	\$8,748,010	\$0	\$0	(\$0)	(\$0)
60.02 Relocation of existing households and businesses	\$1,000,000	\$1,000,000	\$0	\$133,992	\$866,008	\$1,000,000
70 - VEHICLES (96)	\$625,544,147	\$619,576,898	\$549,378	\$264,880,438	\$355,242,906	\$620,123,345
70.03 Commuter Rail	\$589,167,291	\$590,626,491	\$549,378	\$262,118,266	\$334,148,717	\$596,266,983
70.03 Allocated Contingency	\$9,472,924	\$5,118,655	\$0	\$0	\$24,610	\$24,610
70.06 Non-revenue vehicles	\$8,140,000	\$5,067,821	\$0	\$538,280	\$4,529,541	\$5,067,821
70.07 Spare parts	\$18,763,931	\$18,763,931	\$0	\$2,223,893	\$16,540,038	\$18,763,931
80 - PROFESSIONAL SERVICES (applies to Cats. 10-50)	\$323,793,010	\$372,743,005	\$1,915,504	\$327,289,984	\$62,516,607	\$389,806,590
80.01 Project Development	\$130,350	\$130,350	\$0	\$289,233	(\$158,883)	\$130,350
80.02 Engineering (not applicable to Small Starts)	\$180,227,311	\$218,534,794	\$385,699	\$204,333,994	\$19,629,447	\$223,963,441
80.02 Allocated Contingency	\$1,866,000	\$4,678	\$0	\$0	\$4,678	\$4,678
80.03 Project Management for Design and Construction	\$72,029,265	\$86,612,175	\$904,294	\$86,913,629	\$15,632,723	\$102,546,352
80.03 Allocated Contingency	\$9,388,080	\$5,471,844	\$0	\$0	(\$0)	(\$0)
80.04 Construction Administration & Management	\$23,677,949	\$35,036,659	\$620,700	\$25,807,196	\$12,549,272	\$38,356,467
80.04 Allocated Contingency	\$19,537,000	\$8,581,451	\$0	\$0	\$5,261,643	\$5,261,643
80.05 Professional Liability and other Non-Construction Insurance	\$3,500,000	\$4,581,851	\$0	\$4,581,851	\$0	\$4,581,851
80.06 Legal; Permits; Review Fees by other agencies, cities, etc.	\$7,167,275	\$8,721,371	\$4,811	\$5,310,208	\$4,503,010	\$9,813,218
80.06 Allocated Contingency	\$556,000	\$0	\$0	\$0	\$0	\$0
80.07 Surveys, Testing, Investigation, Inspection	\$3,287,824	\$3,418,022	\$0	\$53,873	\$3,444,907	\$3,498,781
80.08 Start up	\$1,797,957	\$1,021,808	\$0	\$0	\$1,021,808	\$1,021,808
80.08 Allocated Contingency	\$628,000	\$628,000	\$0	\$0	\$628,000	\$628,000
Subtotal (10 - 80)	\$1,761,052,001	\$1,826,934,367	\$13,782,842	\$1,162,683,460	\$719,630,761	\$1,882,314,221
90 - UNALLOCATED CONTINGENCY	\$162,620,295	\$93,837,929	\$0	\$0	\$38,458,075	\$38,458,075
Subtotal (10 - 90)	\$1,923,672,296	\$1,920,772,296	\$13,782,842	\$1,162,683,460	\$758,088,836	\$1,920,772,296
100 - FINANCE CHARGES	\$6,998,638	\$9,898,638	\$67,432	\$7,416,248	\$2,482,390	\$9,898,638
Total Project Cost (10 - 100)	\$1,930,670,934	\$1,930,670,934	\$13,850,274	\$1,170,099,708	\$760,571,225	\$1,930,670,934

Appendix E – Change Order Logs

**Peninsula Corridor Electrification Project
Monthly Progress Report**

Change Order Logs

Electrification Contract

Change Order Authority (5% of BBII Contract)

5% x \$696,610,558 = \$34,830,528

Date	Change Number	Description	CCO Amount	Change Order Authority Usage¹	Remaining Authority
08/31/17	BBI-053-CCO-001	Track Access Delays Q4 2016	\$85,472	0.25%	\$34,745,056
02/28/18	BBI-053-CCO-003	Deletion of Signal Cable Meggering (Testing)	(\$800,000)	(2.30%)	\$35,545,056
02/21/18	BBI-053-CCO-004	Field Order for Differing Site Condition Work Performed on 6/19/17	\$59,965	0.17%	\$35,485,091
03/12/18	BBI-053-CCO-006	Track Access Delays for Calendar Quarter 1 2017	\$288,741	0.83%	\$35,196,350
04/24/18	BBI-053-CCO-002	Time Impact 01 Associated with Delayed NTP	\$9,702,667	0.00% ²	-
04/24/18	BBI-053-CCO-008	2016 Incentives (Safety, Quality, and Public Outreach)	\$750,000	0.00% ²	-
05/31/18	BBI-053-CCO-009	16th St. Grade Crossing Work Removal from BBII Contract	(\$685,198)	(1.97%)	\$35,881,548
05/31/18	BBI-053-CCO-012	2017 Incentives (Safety, Quality, and Public Outreach)	\$1,025,000	0.00% ²	-
06/25/18	BBI-053-CCO-010	Pothole Change Of Shift	\$300,000	0.86%	\$35,581,548
06/25/18	BBI-053-CCO-013	Field Order for Signal Cable Relocation (FO# 31)	\$95,892	0.28%	\$35,485,656
06/25/18	BBI-053-CCO-015	TASI Pilot Transportation 2017	\$67,345	0.19%	\$35,418,311
06/26/18	BBI-053-CCO-005	Field Orders for Signal Cable Relocation (FO#s 26, 30)	\$191,836	0.55%	\$35,226,475
06/28/18	BBI-053-CCO-014	Field Orders for Signal Cable Relocation (FO-36 & FO-38)	\$145,694	0.42%	\$35,080,781
06/29/18	BBI-053-CCO-007	Track Access Delays for Calendar Quarter 2 2017	\$297,512	0.85%	\$34,783,269
06/29/18	BBI-053-CCO-011	Field Orders for Differing Site Condition (FO#s Partial 07A , 08-14)	\$181,013	0.52%	\$34,602,256
06/29/18	BBI-053-CCO-017	Field Order for NorCal Utility Potholing (FO# 27)	\$93,073	0.27%	\$34,509,183
06/29/18	BBI-053-CCO-018	Field Order for NorCal Utility Potholing (FO# 29)	\$76,197	0.22%	\$34,432,986
06/29/18	BBI-053-CCO-020	Field Orders for Differing Site Condition (FO#s 15-19)	\$118,364	0.34%	\$34,314,622
7/19/2018	BBI-053-CCO-019	Field Order for NorCal Utility Potholing (FO-032)	\$88,956	0.26 %	\$34,225,666
7/19/2018	BBI-053-CCO-021	As In-Service (AIS) Drawings for Segment 2 and 4 Signal Design (CN-009)	\$105,000	0.30 %	\$34,120,666
7/25/2018	BBI-053-CCO-022	CEMOF Yard Traction Power Feed (CN-008)	\$332,700	0.96 %	\$33,787,966
7/31/2018	BBI-053-CCO-028	Sonic Echo Impulse Testing	\$4,541	0.01 %	\$33,783,425
7/31/2018	BBI-053-CCO-026	TASI Pilot Transportation 2018 (CNC-0022)	\$50,409	0.14%	\$33,733,016
7/31/2018	BBI-053-CCO-027	Signal Cable Relocation (FOs-040 & 051)	\$196,114	0.56%	\$33,536,902
9/27/2018	BBI-053-CCO-030	Delete Spare 115k Disconnect Switches	(\$19,000)	(0.05)%	\$33,555,902
9/28/2018	BBI-053-CCO-031	Bldg A HVAC and FOB Card Reader Systems	\$76,500	0.22 %	\$33,479,402
9/28/2018	BBI-053-CCO-025A	Addition of Shunt Wire at Transverse Utility Crossing Locations – Design	\$925,000	2.66 %	\$32,554,402
9/28/2018	BBI-053-CCO-016A	UPRR MT-1 Pole Relocation - Design Changes	\$903,000	0.00% ²	-
9/28/2018	BBI-053-CCO-024A	PG&E Utility Feed Connection to TPS#1 and TPS#2 (Design Only)	\$727,000	0.00% ²	-
12/17/2018	BBI-053-CCO-032	PS-2 Site Relocation (Design Only)	\$291,446	0.84%	\$32,262,956
1/17/2019	BBI-053-CCO-023	Insulated Rail Joints	\$2,694,519	0.00% ²	-
1/17/2019	BBI-053-CCO-029	CHSRA Early Pole Relocation (Design Only)	\$625,000	0.00% ^{2,3}	-
2/5/2019	BBI-053-CCO-040A	Increase in Potholing Quantity (unit price contract bid item by 25%)	\$1,662,500	4.77 %	\$30,600,456

Peninsula Corridor Electrification Project
Monthly Progress Report

Change Order Authority (5% of BBII Contract)

5% x \$696,610,558 = \$34,830,528

Date	Change Number	Description	CCO Amount	Change Order Authority Usage ¹	Remaining Authority
3/5/2019	BBI-053-CCO-042A	TPSS-2 VTA/BART Pole Relocation (Design Only) (CNPA funded by VTA)	\$110,000	0.32% ³	\$30,490,456
3/11/2019	BBI-053-CCO-036	Field Order for Signal Cable Relocation (FO-064)	\$86,538	0.25%	\$30,403,918
3/20/2019	BBI-053-CCO-035	Millbrae Avenue Existing Overhead Barrier	(\$40,000)	(0.11)%	\$30,443,918
3/19/2019	BBI-053-CCO-046	Training in Design Software and Potholing	\$136,611	0.39%	\$30,307,307
4/8/2019	BBI-053-CCO-041	Grade Crossing Warning System (CN59) – 5 mph Speed Check	\$446,982	1.28%	\$29,860,325
5/30/2019	BBI-053-CCO-044	Additional Daytime Potholing (Increase Quantity by 500 in Segment 4)	\$150,000	0.43 %	\$29,710,325
6/6/2019	BBI-053-CCO-048	Power Metering Devices	\$101,908	0.29 %	\$29,608,417
6/13/2019	BBI-053-CCO-045	Incentive Payment for 2018	\$1,025,000	0.00% ²	-
6/13/2019	BBI-053-CCO-024B	PG&E Utility Feed Connection to TPS #1 and TPS#2 (Material On Hand)	\$1,600,000	4.59 %	\$28,008,417
6/24/2019	BBI-053-CCO-043	PS-5 Site Relocation (Design Only)	\$348,000	1.00 %	\$27,660,417
6/24/2019	BBI-053-CCO-054	Change Design Sequence for OCS Foundations	\$37,500	0.11%	\$27,622,917
7/1/2019	BBI-053-CCO-040B	Increase Quantity for Utilities Potholing (Bid Item #9)	\$1,867,700	5.36 %	\$25,755,217
7/10/2019	BBI-053-CCO-033A	Relocation of PS3 (Design) (CNPA funded by BGSP)	\$500,000	1.44 % ³	\$25,255,217
8/15/2019	BBI-053-CCO-047	CEMOF Slot Drains (Design Only)	\$69,000	0.20%	\$25,186,217
8/16/2019	BBI-053-CCO-055	Sheriff's Deputy in Segment 4B	\$4,644	0.01%	\$25,181,573
9/3/2019	BBI-053-CCO-037	Field Orders for Signal Cable Relocation (FO-053 & FO-059)	\$184,576	0.53%	\$24,996,997
9/7/2019	BBI-053-CCO-057	Mediator with Technical Expertise	\$0	0.00%	\$24,996,997
9/27/2019	BBI-053-CCO-061	Interconnect Renaming of Circuit Numbers	\$58,058	0.17%	\$24,938,939
9/27/2019	BBI-053-CCO-063A	Track Access Delays - Quarter 1 2018 (Partial)	\$343,496	0.99%	\$24,595,443
10/21/2019	BBI-053-CCO-064	TPS-2 VTA Pole Height Redesign (CNPA funded by VTA)	\$31,000	0.09% ³	\$24,564,443
11/15/2019	BBI-053-CCO-038	Field Order for Signal Cable Relocation (FO-079 & FO-085)	\$187,764	0.54 %	\$24,376,680
11/26/2019	BBI-053-CCO-025B	Addition of OCS Shunt Wires in Segments 2 & 4 - Wire Assembly Materials Only - voided below on 7/31/20	\$144,370	0.41 %	\$24,232,310
12/11/2019	BBI-053-CCO-065A	Foundation Inefficiencies S2WA5	\$401,501	1.15%	\$23,830,809
12/17/2019	BBI-053-CCO-025C	Addition of OCS Shunt Wires in Segments 2 & 4 – Pole Assembly Materials Only - voided below on 7/31/20	\$884,500	2.54 %	\$22,946,309
1/7/2020	BBI-053-CCO-066A	Increase Quantity for Contaminated Soils (Bid Unit Price Item #1)	\$950,000	2.73 %	\$21,996,309
2/5/2020	BBI-053-CCO-023B	Insulated Rail Joints De-stressing	\$890,600	2.56 %	\$21,105,709
3/18/2020	BBI-053-CCO-072A	SVP Requirements for Joint SIS & SPS (Task 1) - voided below on 7/9/20	\$80,000	0.23 %	\$21,025,709
3/19/2020	BBI-053-CCO-023C	Portec Insulated Rail Joints	\$375,000	1.08 %	\$20,650,709
3/26/2020	BBI-053-CCO-076	Asbestos Pipe Abatement at CP Shark	\$145,872	0.42 %	\$20,504,837
3/31/2020	BBI-053-CCO-075	Norcal Utility Potholing (FO#39)	\$98,105	0.28 %	\$20,406,733
4/21/2020	BBI-053-CCO-077A	Contaminated Soil (Class 1) at TPS-1	\$701,780	2.01 %	\$19,704,953
4/27/2020	BBI-053-CCO-066B	Increase Quantity for Contaminated Soils (Bid Item #1)	\$926,273	2.66 %	\$18,778,680
4/27/2020	BBI-053-CCO-090A	Signal Cable Relocation (Field Order No. 340)	\$47,258	0.14 %	\$18,731,423
4/27/2020	BBI-053-CCO-091A	Signal Cable Relocation (Field Order No. 340)	\$131,663	0.38 %	\$18,599,759
4/29/2020	BBI-053-CCO-080A	Steel Plates to Protect Utilities (DTDS)	\$135,128	0.39 %	\$18,464,631

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4/29/2020	BBI-053-CCO-081A	Steel Plates to Protect Utilities (DTDS)	\$95,474	0.27 %	\$18,369,157
4/29/2020	BBI-053-CCO-071	Increase Quantity for Tree Pruning (Bid Unit Price Item #4d)	\$375,000	1.08 %	\$17,994,157
5/1/2020	BBI-053-CCO-050	Switch Machine Isolation – Credit	(\$277,430)	(0.80)%	\$18,271,586
5/19/2020	BBI-053-CCO-092A	Signal Cable Relocation (Field Order No. 340)	\$106,773	0.31 %	\$18,164,814
5/19/2020	BBI-053-CCO-093A	Signal Cable Relocation (Field Order No. 340)	\$90,765	0.26 %	\$18,074,049
5/27/2020	BBI-053-CCO-101	Asbestos Pipe Abatement at 46.3-07/08	\$21,037	0.06 %	\$18,053,012
6/15/2020	BBI-053-CCO-049A	Long-reach Foundations Installation - Unit Price	\$46,560	0.13 %	\$18,006,452
6/15/2020	BBI-053-CCO-049B	Long-reach Foundations Installation - Unit Price	\$46,560	0.13 %	\$17,959,892
6/18/2020	BBI-053-CCO-033B	PS-3 Site Relocation FEMA 2019 Update and BGSP Design Coordination – CNPA	\$50,000	0.14 % ³	\$17,909,892
6/30/2020	BBI-053-CCO-082A	Steel Plates to Protect Utilities (DTDS)	\$90,658	0.26 %	\$17,819,235
6/30/2020	BBI-053-CCO-083A	Steel Plates to Protect Utilities (DTDS)	\$181,900	0.52 %	\$17,637,335
6/30/2020	BBI-053-CCO-094A	Signal Cable Relocation (Field Order No. 340)	\$124,633	0.36 %	\$17,512,702
7/9/2020	BBI-053-CCO-072A	SVP Requirements for Joint SIS & SPS (Task 1) – Voided	(\$80,000)	(0.23)%	\$17,592,702
7/9/2020	BBI-053-CCO-072A REV2	SVP Requirements for Joint SIS & SPS (Tasks 0-5) - voided below on 2/23/2021	\$300,000	0.86 %	\$17,292,702
7/16/2020	BBI-053-CCO-100	Remove Tree Stump at 46.4-02	\$1,459	0.00 %	\$17,291,243
7/30/2020	BBI-053-CCO-078	Re-design CEMOF OCS Poles due to Stair 71 Conflict	\$11,796	0.03 %	\$17,279,447
7/30/2020	BBI-053-CCO-084A	Steel Plates to Protect Utilities (DTDS)	\$101,334	0.29 %	\$17,178,113
7/30/2020	BBI-053-CCO-085A	Steel Plates to Protect Utilities (DTDS)	\$94,062	0.27 %	\$17,084,051
7/30/2020	BBI-053-CCO-104	Utility Conflict During PVC Conduit Installation	\$2,657	0.01 %	\$17,081,394
7/31/2020	BBI-053-CCO-103	Track Access Delays – 2017 Quarter 3 - voided below on 2/16/2021	\$145,892	0.42 %	\$16,935,503
7/31/2020	BBI-053-CCO-025B	Addition of OCS Shunt Wires in Segments 2 & 4 - Wire Assembly Materials Only – Voided	(\$144,370)	(0.41)%	\$17,079,873
7/31/2020	BBI-053-CCO-025C	Addition of OCS Shunt Wires in Segments 2 & 4 – Pole Assembly Materials Only – Voided	(\$884,500)	(2.54)%	\$17,964,373
8/3/2020	BBI-053-CCO-063B	Track Access Delays – Quarter 1 2018 (Part 2)	\$92,906	0.27 %	\$17,871,466
8/14/2020	BBI-053-CCO-106	Track Access Delays – 2017 Quarter 4	\$903,794	2.59 %	\$16,967,672
9/10/2020	BBI-053-CCO-025F	OCS Shunt Wire (Construction)	\$9,500,000	0.00% ²	-
9/11/2020	BBI-053-CCO-126	Track Access Delays - 2019 Quarter 3 – OCS Foundations	\$81,223	0.23 %	\$16,886,450
9/24/2020	BBI-053-CCO-127	Track Access Delays – 2019 Quarter 4 – OCS Foundations	\$147,223	0.42 %	\$16,739,227
9/21/2020	BBI-053-CCO-051	CEMOF Yard OCS Changes (Design Only)	\$210,300	0.60 %	\$16,528,927
9/21/2020	BBI-053-CCO-074	Underground Utilities Clearance	\$0	0.00 %	\$16,528,927
10/19/2020	BBI-053-CCO-072C	PCEP SIS & SPS Additional Validation Work	\$27,696	0.08 %	\$16,501,231
10/27/2020	BBI-053-CCO-105	Pole Removal at Location 30.7-01	\$2,297	0.01 %	\$16,498,935
11/30/2020	BBI-053-CCO-056	Delivery of Signal Cable	\$3,391	0.01 %	\$16,495,544
12/22/2020	BBI-053-CCO-111	Incentives Payment for 2019	\$825,000	0.00% ²	-
2/9/2021	BBI-053-CCO-025G	OCS Shunt Wire (Design)	\$0	0.00 %	\$16,495,544
2/11/2021	BBI-053-CCO-047B	CEMOF Yard Slot Drains Relocation (Construction)	\$360,000	1.03 %	\$16,135,544
2/16/2021	BBI-053-CCO-103	Track Access Delays – 2017 Quarter 3 – voided	(\$145,892)	(0.42)%	\$16,281,435
2/16/2021	BBI-053-CCO-103 REV1	Track Access Delays – 2017 Quarter 3	\$164,518	0.47 %	\$16,116,918

Peninsula Corridor Electrification Project
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2/23/2021	BBI-053-CCO-072A REV2	SVP Requirements for Joint SIS & SPS (Tasks 0-5) – voided	(\$300,000)	(0.86)%	\$16,416,918
2/23/2021	BBI-053-CCO-072B	Requirements for PCEP Joint System Impact Study & Single Phase Study	\$520,000	1.49 %	\$15,896,918
3/17/2021	BBI-053-CCO-203	Increase in Permit Allowance (Bid Allowance Item #5)	\$300,000	0.86 %	\$15,596,918
3/17/2021	BBI-053-CCO-205	Increase in Partnering Allowance (Bid Allowance Item #2)	\$186,000	0.53 %	\$15,410,918
3/26/2021	BBI-053-CCO-192	Abandoned Utility Pole Removal at MP24.72	\$2,766	0.01 %	\$15,408,151
4/23/2021	BBI-053-CCO-108A	Deletion of 5 & 5A Switch Crossover at CP Shark (Part 1)	\$163,996	0.47 %	\$15,244,156
4/23/2021	BBI-053-CCO-024C	TPSS 1&2 PG&E Interconnection-Procurement of Long Lead Materials (Credit)	(\$1,345,033)	(3.86)%	\$16,589,188
4/30/2021	BBI-053-CCO-113A	Walk-in Enclosure at Luther Junction (BBI, PGH Wong and QEI)	\$51,281	0.15 %	\$16,537,907
5/27/2021	BBI-053-CCO-073	South San Francisco Bioswale Redesign	\$26,067	0.07 %	\$16,511,840
Total			\$46,095,874	52.59 %	\$16,511,840

Notes:

1. When the threshold of 75% is reached, staff may return to the Board to request additional authority.
2. Change approved by the Board of Directors – not counted against the Executive Director’s Change Order Authority.
3. Third party improvements/CNPA projects that are funded with non-PCEP funds.

EMU Contract

Change Order Authority (5% of Stadler Contract)

5% x \$550,899,459 = \$27,544,973

Date	Change Number	Description	CCO Amount	Change Order Authority Usage ¹	Remaining Authority
09/22/2017	STA-056-CCO-001	Contract General Specification and Special Provision Clean-up	\$0	0.00%	-
10/27/2017	STA-056-CCO-002	Prototype Seats and Special Colors	\$55,000	0.20%	\$27,489,973
11/02/2017	STA-056-CCO-003	Car Level Water Tightness Test	\$0	0.00%	-
12/05/2017	STA-056-CCO-004	Onboard Wheelchair Lift 800 Pound Capacity Provisions	\$848,000	3.08%	\$26,641,973
11/03/2017	STA-056-CCO-005	Design Progression (multiple)	\$0	0.00%	-
12/12/2017	STA-056-CCO-006	Prototype Seats and Special Colors	(\$27,500)	(0.10%)	\$26,669,473
01/17/2018	STA-056-CCO-007	Multi-Color Destination Signs	\$130,760	0.47%	\$26,538,713
02/09/2018	STA-056-CCO-008	Adjustment to Delivery and LDs due to delayed FNTF	\$490,000	0.00% ²	-
02/12/2018	STA-056-CCO-009	Ship Cab Mock-up to Caltrain	\$53,400	0.19%	\$26,485,313
04/17/2018	STA-056-CCO-010	Onboard Wheelchair Lift Locations	(\$1,885,050)	(6.84%)	\$28,370,363
04/17/2018	STA-056-CCO-011	Multiple Change Group 3 and Scale Models	\$0	0.00%	-
10/29/2018	STA-056-CCO-012	Multiple Change Group 4	\$0	0.00%	-
10/29/2018	STA-056-CCO-013	Wheelchair Lift Installation Redesign	\$228,400	0.83%	\$28,141,963
12/14/2018	STA-056-CCO-014	PTC System Change	\$0	0.00%	-
12/22/2018	STA-056-CCO-015	EMU Option Cars	\$172,800,047	0.00% ^{2,3}	-
6/26/2019	STA-056-CCO-016	Testing at TTCL (Pueblo Facility) - First Trainset	\$3,106,428	11.28 %	\$25,035,535
8/27/2019	STA-056-CCO-017	Virtual Reality Experience	\$400,000	1.45 %	\$24,635,535
8/21/2019	STA-056-CCO-018	EMI Conducted Emissions Limits	\$0	0.00%	\$24,635,535
8/8/2019	STA-056-CCO-019	Option Car Payment Milestones	\$0	0.00%	\$24,635,535
8/21/2019	STA-056-CCO-020	Multiple No Cost No Schedule Impact Changes Group 5	\$0	0.00%	\$24,635,535
10/28/2019	STA-056-CCO-021	Plugging of High-Level Doorways	\$736,013	2.67%	\$23,899,523

**Peninsula Corridor Electrification Project
Monthly Progress Report**

Change Order Authority (5% of Stadler Contract)				5% x \$550,899,459 = \$27,544,973	
Date	Change Number	Description	CCO Amount	Change Order Authority Usage¹	Remaining Authority
11/13/2019	STA-056-CCO-022	Add Flip-Up Seats into Bike Cars (CNPA: \$1.96M funded by Non-PCEP)	\$1,961,350	7.12% ³	\$21,938,173
4/21/2020	STA-056-CCO-025	Removal of Vandal Film from Windows	(\$374,994)	(1.36)%	\$22,313,167
5/6/2020	STA-056-CCO-023	Deferral of Wheelchair Lifts	\$632,703	2.30 %	\$21,680,464
7/13/2020	STA-056-CCO-026	Update VR Experiences (CNPA: \$43K funded by Non-PCEP)	\$43,000	0.16 % ³	\$21,637,464
9/14/2020	STA-056-CCO-027	EMU Liquidated Damages, and Delivery and Testing Schedule Modifications	\$0	0.00 %	\$21,637,464
10/12/2020	STA-056-CCO-029	Multiple No Cost / No Schedule Impact Changes Group 7	\$0	0.00 %	\$21,637,464
1/28/2021	STA-056-CCO-028	Procure Pantograph Automated Inspection System	\$790,211	2.87 %	\$20,847,253
2/26/2021	STA-056-CCO-031	Bike Car Dividers	\$194,940	0.71 %	\$20,652,313
3/8/2021	STA-056-CCO-030	Video of trainset while at TTC	\$9,833	0.04 %	\$20,642,481
3/25/2021	STA-056-CCO-032	Credit for Waived Testing	(\$1,040,000)	(3.78)%	\$21,682,481
Total			\$179,152,539	21.28 %	\$21,682,481

Notes:

- ¹. When the threshold of 75% is reached, staff may return to the Board to request additional authority.
- ². Change approved by the Board of Directors – not counted against the Executive Director's Change Order Authority.
- ³. Third party improvements/CNPA projects that are funded with non-PCEP funds.

SCADA Contract

Change Order Authority (15% of ARINC Contract)				15% x \$3,446,917 = \$517,038	
Date	Change Number	Description	CCO Amount	Change Order Authority Usage¹	Remaining Authority
2/11/2021	ARINC-061-CCO-001	Traction Power Facility SCADA Database Changes	\$395,538	76.50 %	\$121,500
Total			\$395,538	76.50 %	\$121,500

Notes:

- ¹. When the threshold of 75% is reached, staff may return to the Board to request additional authority.
- ². Change approved by the Board of Directors – not counted against the Executive Director's Change Order Authority.

Tunnel Modifications Contract

Change Order Authority (10% of ProVen Contract¹)				10% x \$55,077,777 = \$5,507,778	
Date	Change Number	Description	CCO Amount	Change Order Authority Usage²	Remaining Authority
3/27/2019	PROV-070-CCO-003	Track Access Delay	\$25,350	0.46 %	\$5,482,428
3/27/2019	PROV-070-CCO-004	Additional OCS Potholing Due to Conflict with Existing Utilities	\$70,935	1.29 %	\$5,411,493
3/27/2019	PROV-070-CCO-005	Install Tie Backs and Piles in Boulders at Tunnel 4	\$29,478	0.54 %	\$5,382,015
3/28/2019	PROV-070-CCO-001	Partnering Meetings (50% PCEP)	\$14,443	0.26 % ⁴	\$5,367,572
4/25/2019	PROV-070-CCO-002	Furnish Galvanized E-clips	\$37,239	0.68 %	\$5,330,333
4/30/2019	PROV-070-CCO-006	Additional Rock Bolts and Testing	\$22,549	0.41 %	\$5,307,784
5/23/2019	PROV-070-CCO-013	Late Removal of Leaky Feeder Tunnel 4 (T-4)	\$21,225	0.39 %	\$5,286,559
5/28/2019	PROV-070-CCO-014	OCS Piles Utility Conflict at Tunnel-1 South (T-1S)	\$16,275	0.30 %	\$5,270,284
5/29/2019	PROV-070-CCO-012	OCS Piles Utility Conflict at T-4S	\$6,871	0.12 %	\$5,263,413

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Change Order Authority (10% of ProVen Contract¹)

10% x \$55,077,777 = \$5,507,778

Date	Change Number	Description	CCO Amount	Change Order Authority Usage ²	Remaining Authority
5/31/2019	PROV-070-CCO-016A	Portal Structure Detailing Changes	\$84,331	1.53 %	\$5,179,082
6/18/2019	PROV-070-CCO-009	Creosote Ties Covering (CNPA - Drainage \$3,116.00)	\$3,116	0.06 % ⁴	\$5,175,966
6/28/2019	PROV-070-CCO-008	Micropiles at South Tunnel-2 South (T-2S)	\$41,322	0.75 %	\$5,134,644
6/28/2019	PROV-070-CCO-010	Salvage Transition Panels (CNPA - Drainage \$6,144.00)	\$6,144	0.11 % ⁴	\$5,128,500
6/28/2019	PROV-070-CCO-011	Demo PVC and Plug Tunnel-1 South (T-1S) (CNPA - Drainage \$4,035.00)	\$4,035	0.07 % ⁴	\$5,124,465
6/28/2019	PROV-070-CCO-020	Unidentified SD Conflict with Junction Inlet (CNPA - Drainage \$1,976.00)	\$1,976	0.04 % ⁴	\$5,122,489
9/26/2019	PROV-070-CCO-007	Canopy Tube Drilling	\$89,787	1.63%	\$5,032,702
9/26/2019	PROV-070-CCO-023	Over-excavate Trapezoidal Ditch at T-1N (CNPA - Drainage \$46,914.00)	\$46,914	0.85% ⁴	\$4,985,788
10/4/2019	PROV-070-CCO-029	Additional DryFix Pins	\$105,000	1.91%	\$4,880,788
10/4/2019	PROV-070-CCO-021	Out of Sequence Piles	\$185,857	3.37 %	\$4,694,931
10/30/2019	PROV-070-CCO-017	Hard Piping in T-4 (CNPA - Drainage \$2,200.00)	\$2,200	0.04 % ⁴	\$4,692,731
1/25/2020	PROV-070-CCO-027	Grout Quantity Underrun	(\$1,216,000)	(22.08)%	\$5,908,731
1/29/2020	PROV-070-CCO-026	HMAC Quantity Overrun (CNPA - Drainage \$160,000.00)	\$160,000	2.9 % ⁴	\$5,748,731
5/11/2020	PROV-070-CCO-025	NOPC #1 CWR (CNPA - Drainage \$660,000.00)	\$660,000	11.98 % ⁴	\$5,088,731
7/31/2020	PROV-070-CCO-032	Stone Masonry Fabrication at T-4S	\$26,367	0.48 %	\$5,062,364
7/31/2020	PROV-070-CCO-035	Low Overhead Obstruction at T-1N	\$18,894	0.34 %	\$5,043,470
8/20/2020	PROV-070-CCO-034	Milestone No. 2 - Overall Substantial Completion	\$0	0.00 %	\$5,027,819
1/27/2021	PROV-070-CCO-037	Additional Fence	\$15,651	0.28 %	\$5,027,819
Total			\$479,959	8.71 %	\$5,027,819

Notes:

1. Tunnel modifications contract (\$55,077,777) includes: Notching (\$25,281,170), Drainage (\$13,196,607) and OCS Installation (\$16,600,000).
2. When the threshold of 75% is reached, staff may return to the Board to request additional authority.
3. Change approved by the Board of Directors – not counted against the Executive Director’s Change Order Authority.
4. Third Party Improvements/CNPA Projects that are funded with non-PCEP funds.

CEMOF Modifications Contract

Change Order Authority (10% of ProVen Contract)

10% x \$6,550,777 = \$655,078

Date	Change Number	Description	CCO Amount	Change Order Authority Usage ¹	Remaining Authority
1/16/2020	PROV-071-CCO-001	Change Casing Size of Siphon Line to Schedule 80 PVC Pipe	\$3,849	0.59 %	\$651,229
1/13/2020	PROV-071-CCO-002	Leakage test for IW line	\$1,339	0.20 %	\$649,890
1/15/2020	PROV-071-CCO-003	Roughen surface of existing concrete	\$3,159	0.48 %	\$646,731
1/9/2020	PROV-071-CCO-004	Change Catch Basin Size from 24"X24" to 36" Round	\$14,415	2.20 %	\$632,316
1/15/2020	PROV-071-CCO-005	Hand Dig around Communication Lines	\$906	0.14 %	\$631,410
1/17/2020	PROV-071-CCO-008	Change Storm Drain Line A Material from 12-inch RCP Pipe to 12-inch PVC Pipe	\$3,583	0.55 %	\$627,827
1/16/2020	PROV-071-CCO-009	Demolition of Existing Exterior Light	\$1,558	0.24 %	\$626,269
2/13/2020	PROV-071-CCO-010	Deletion of Plastic Bollards Around New Inspection Pit	(\$3,324)	(0.51)%	\$629,593

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Change Order Authority (10% of ProVen Contract)

10% x \$6,550,777 = \$655,078

Date	Change Number	Description	CCO Amount	Change Order Authority Usage¹	Remaining Authority
2/13/2020	PROV-071-CCO-011	Fixing Broken Conduit in Concrete Slab North of Maintenance Building	\$4,286	0.65 %	\$625,307
2/13/2020	PROV-071-CCO-012	Epoxy Dowels at New Stairwells	\$3,526	0.54 %	\$621,781
2/13/2020	PROV-071-CCO-013	Deletion of the Removal and Replacement of Pump Disconnect Switches	(\$7,007)	(1.07)%	\$628,788
2/13/2020	PROV-071-CCO-014	Recycled Base Rock for Backfill at Pressurized Water Line at Parts Storage Warehouse	\$1,411	0.22 %	\$627,377
2/20/2020	PROV-071-CCO-015	Cut and Cap Oil Line	\$1,002	0.15 %	\$626,375
2/25/2020	PROV-071-CCO-016	Installation of Homerun Conduit	\$27,404	4.18 %	\$598,971
2/25/2020	PROV-071-CCO-017	Potholing for Boosted Water Line	\$18,476	2.82 %	\$580,495
2/28/2020	PROV-071-CCO-018	Cap Compressed Air Line	\$9,519	1.45 %	\$570,976
2/28/2020	PROV-071-CCO-019	Acoustic Ceiling Removal at Component Test Room	\$4,253	0.65 %	\$566,723
3/5/2020	PROV-071-CCO-020	Ground Wire Relocation	\$14,117	2.16 %	\$552,606
3/13/2020	PROV-071-CCO-021	Zurn Drain Assembly in Lieu of Fibrelyte	\$1,104	0.17 %	\$551,502
4/8/2020	PROV-071-CCO-022	Deletion of Concrete Pad and Double Plywood Floor at PSW	(\$1,409)	(0.22)%	\$552,911
4/8/2020	PROV-071-CCO-023	Flashing at Overflow Drain at Component Test Room	\$2,981	0.46 %	\$549,930
4/9/2020	PROV-071-CCO-024	Parts Storage Warehouse Power Feed	\$16,412	2.51 %	\$533,518
4/22/2020	PROV-071-CCO-025	Removal of Hazardous Soil from PSW Subgrade Excavation	\$43,444	6.63 %	\$490,073
4/22/2020	PROV-071-CCO-026A	Removal of Hazardous Soil from PSW Footing Excavation	\$35,808	5.47 %	\$454,266
4/27/2020	PROV-071-CCO-027	480 Volt Duct Bank and Wire Removal	\$5,015	0.77 %	\$449,251
5/28/2020	PROV-071-CCO-031A	Temporary Facilities - Eye Wash Stations	\$656	0.10 %	\$448,595
6/3/2020	PROV-071-CCO-032A	Water Diversion Pump for Catch Basin Work	\$2,745	0.42 %	\$445,850
6/3/2020	PROV-071-CCO-033A	Light Towers for Maintenance Building Yard	\$3,897	0.59 %	\$441,953
6/3/2020	PROV-071-CCO-034	Investigation of Concrete Underneath Ties at Track 5	\$5,060	0.77 %	\$436,893
6/16/2020	PROV-071-CCO-029A	Shoring Design for Boosted Water Line Work	\$14,307	2.18 %	\$422,586
6/16/2020	PROV-071-CCO-030A	Investigation and Re-wiring of Electrical Receptacles at CTR	\$7,783	1.19 %	\$414,803
6/10/2020	PROV-071-CCO-028	Credit for Electrical Feed to Parts Storage Warehouse	(\$18,682)	(2.85)%	\$433,485
7/24/2020	PROV-071-CCO-029B	Shoring Design for Boosted Water Line Work	\$2,175	0.33 %	\$431,310
7/24/2020	PROV-071-CCO-032B	Water Diversion Pump for Catch Basin Work	\$3,621	0.55 %	\$427,689
7/24/2020	PROV-071-CCO-035	Settlement Slab Demolition	\$479	0.07 %	\$427,210
7/24/2020	PROV-071-CCO-036	Storm Drain Line A	\$2,066	0.32 %	\$425,144
7/30/2020	PROV-071-CCO-037	Owner Supplied WSP Cabinet - Added Mechanical Pad and Conduit Pull	\$5,922	0.90 %	\$419,222
7/30/2020	PROV-071-CCO-038	Interior and Exterior Metal Wall Panels at CTR	\$10,317	1.57 %	\$408,905
7/30/2020	PROV-071-CCO-039	Exterior CMU Wall at CTR	\$16,152	2.47 %	\$392,753
7/30/2020	PROV-071-CCO-040	Membrane Waterproofing Specification Modifications	\$36,233	5.53 %	\$356,520
12/17/2019	PROV-071-CCO-007	Demolition of Existing Transition Slab at North and South Pits	\$8,101	1.24 %	\$348,419
8/13/2020	PROV-071-CCO-041	Abandonment of Drainage Structure in Conflict with Shoring at Stair No. 71	\$11,015	1.68 %	\$337,404
8/14/2020	PROV-071-CCO-043	Lighting Circuit Restoration	\$2,980	0.45 %	\$334,424

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Change Order Authority (10% of ProVen Contract)

10% x \$6,550,777 = \$655,078

Date	Change Number	Description	CCO Amount	Change Order Authority Usage ¹	Remaining Authority
8/18/2020	PROV-071-CCO-026B	Removal of Hazardous Soil from PSW Ductbank Excavation	\$6,838	1.04 %	\$327,586
8/24/2020	PROV-071-CCO-044	Aerial Cable and Waterproofing Cable Penetrations at the CCF and PSW Buildings	\$14,589	2.23 %	\$312,997
8/24/2020	PROV-071-CCO-045	Conduit Outside Component Test Room	\$6,865	1.05 %	\$306,132
9/15/2020	PROV-071-CCO-030B	Component Test Room Data and Electrical Outlets and Masonry Work	\$12,530	1.91 %	\$293,602
9/17/2020	PROV-071-CCO-042	Shallow Fire Sprinkler Line	\$162,000	0.00% ²	-
10/19/2020	PROV-071-CCO-046A	Electrical Duct Bank Extension from Parts Storage Warehouse to CCF Building	\$20,307	3.10 %	\$273,295
10/19/2020	PROV-071-CCO-047	Removal of Oil Line at the Exterior of the Maintenance Building in the Way of Storm Drain Line A	\$262	0.04 %	\$273,033
10/20/2020	PROV-071-CCO-048	Electrical Conduit and Wires at Track 5	\$6,770	1.03 %	\$266,263
11/30/2020	PROV-071-CCO-033B	Light Towers for Maintenance Building Yard	\$10,393	1.59 %	\$255,870
11/17/2020	PROV-071-CCO-049	Lighting at Parts Storage Warehouse	\$6,358	0.97 %	\$249,512
11/25/2020	PROV-071-CCO-050	NTP Delay – Non-Compensable Time Extension	\$0	0.00 %	\$249,512
11/19/2020	PROV-071-CCO-051	Relocation of an Existing Boosted Water Line in Conflict with South Pit Extension	\$250,000	0.00% ²	-
2/26/2021	PROV-071-CCO-052	Acoustic Ceiling Framing at the Component Test Room	\$3,998	0.61 %	\$245,514
2/26/2021	PROV-071-CCO-053	Temporary Sanitary Facilities During Boosted Water/Copper Line Work	\$963	0.15 %	\$244,551
3/3/2021	PROV-071-CCO-054	Relocation of Material Onsite for OCS Foundation Project	\$1,772	0.27 %	\$242,779
5/7/2021	PROV-071-CCO-055	Windows and Glazing at Component Test Room	\$17,679	2.70 %	\$225,100
Total			\$841,978	65.64 %	\$225,100

Notes:

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

². Change approved by the Board of Directors – not counted against the Executive Director's Change Order Authority.

AMTRAK AEM-7 Contract

Change Order Authority (Lump Sum)

Up to \$150,000

Date	Change Number	Description	CCO Amount	Change Order Authority Usage ¹	Remaining Authority
10/25/2019	AMTK-066-CCO-001	Change to Amtrak Contract for Test Locomotives	(72,179)	(48.12%)	222,179
Total			(72,179)	(48.12%)	\$222,179

Notes:

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

Appendix F – Risk Table

Listing of PCEP Risks and Effects in Order of Severity

ID	RISK DESCRIPTION	EFFECT(S)
314	The contractor may not complete signal and communication design, installation and testing for the Two-speed check (2SC) modifications within budget and schedule.	Delay to integrated testing and operations/revenue service
303	Extent of differing site conditions and associated redesign efforts results in delays to the completion of the electrification contract and increases program costs.	<p>Extends construction of design-build contract with associated increase in project costs</p> <ul style="list-style-type: none"> • DSC design cost • Inefficiencies • Construction costs related to DSCs (i.e., larger foundations) • Additional potholing
010	Potential for Stadler's sub-suppliers to fall behind schedule or delays in parts supply chain result in late completion of vehicles.	<ul style="list-style-type: none"> • Delay in obtaining parts / components. • Cost increases. (See Owner for allocation of costs) • Schedule increase - 3 months (See Owner for allocation of damages associated with this Risk)
313	Sub-optimal contractor sequencing, when progressing design and clearing foundation locations may result in construction inefficiencies	Contractor claims for increase in construction and design costs, and reduced production rates extending construction duration
240	<p>Property not acquired in time for contractor to do work.</p> <p>Property Acquisition not complete per contractor availability date <>Fee <>Easement <>Contract stipulates that if parcels are not available by contract date, there is only a delay if parcels are not available by the time contractor completes the Segment</p>	<ul style="list-style-type: none"> • Potential delays in construction schedule
267	Additional property acquisition is necessitated by change in design.	New project costs and delays to schedule.
273	Contractor generates hazardous materials, that necessitates proper removal and disposal in excess of contract allowances and expectations.	Delay to construction while removing and disposing of hazardous materials resulting in schedule delay, increased construction costs, and schedule delay costs.
308	Rejection of DVR for ATF and static wires results in cost and schedule impacts to PCEP.	Delay and delay claims

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ID	RISK DESCRIPTION	EFFECT(S)
318	Change of vehicle sub-suppliers results in additional first article inspections at cost to JPB (i.e., COVID, bankruptcy)	PCEP incurs additional cost to validate supplier and product, including repeat FAIs as needed
263	Collaboration across multiple disciplines to develop a customized rail activation program may fail to comprehensively address the full scope of issues required to operate and maintain an electrified railroad and decommission the current diesel fleet.	Delay in testing of EMUs. Delay in Revenue Service Date. Additional costs for Stadler and BBII due to overall schedule delays.
304	Solution to FRA concerns over bike storage impeding path to emergency exit windows path results in increased costs and potential rework.	Protracted negotiations with FRA to achieve original design
330	PG&E interconnection work may not be completed on time resulting in delays to the reimbursement of PG&E Exhibit B Cost Allocation from PG&E.	<ul style="list-style-type: none"> • Potential cash flow issue requiring use of line-of-credit • Failure to receive reimbursement during course of project • Delay or otherwise affect close-out of FFGA
209	TASI may not have sufficient number of signal maintainers for testing.	<ul style="list-style-type: none"> • Delays to construction/testing. • Delays to completion of infrastructure may delay acceptance of vehicles
011	<p>Risks in achieving acceptable vehicle operations performance:</p> <ul style="list-style-type: none"> <> software problems <> electrical system problems <> mechanical problems <> systems integration problems <> interoperability with diesel equipment <p>Increased issues lately with vehicles regarding system integration and compatibility.</p>	<p>Cost increase.</p> <p>Delays vehicle acceptance</p> <p>Potential spill-over to other program elements</p>
244	Delays to completion of Segment 4 and then the entire alignment would create storage issues and impede the ability to exercise (power up and move) EMUs and delay testing of the delivered EMUs.	Delay claims from the EMU contractor (Stadler) and expiration of the EMU 2 year warranty before putting significant mileage on the EMUs. Inability to exercise EMUs
319	Failure of BBI to order cages in advance results in delays to foundation installation	Delays in installation of catenary system and additional cost for track protection and oversight.
325	EMU production delay. Possible that there are quality issues, failed factory tests, poor integration / control of suppliers.	Schedule Increase
327	EMU production delay. Possible that there is poor integration / control of suppliers.	Schedule Increase

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ID	RISK DESCRIPTION	EFFECT(S)
329	Work for PCEP that is being constructed by other projects may not be completed in accordance with the BBII project schedule. Critical work includes: <ul style="list-style-type: none"> • Installation of signal house as part of SSF Station Project 	Delay to BBII construction progress and associated delay claims
013	Vehicle manufacturer could default.	Prolonged delay to resolve issues (up to 12 months) Increase in legal expenses Potential price increase to resolve contract issue
067	Relocation of overhead utilities must precede installation of catenary wire and connections to TPSs. Relocation work will be performed by others and may not be completed to meet BBII's construction schedule.	Delay in progress of catenary installation resulting in claims and schedule delay
223	Major program elements may not be successfully integrated with existing operations and infrastructure in advance of revenue service.	Proposed changes resulting from electrification may not be fully and properly integrated into existing system. Rework resulting in cost increases and schedule delays
242	Track access does not comply with contract-stipulated work windows.	Contractor claims for delays, schedule delays and associated costs to owner's representative staff.
253	Permits for bridges may not be issued in a timely manner.	Delays to issuance of permit for construction while negotiating and executing an operation and maintenance agreement for equipment installed on bridges; existing bridge deficiencies could result in additional costs to PCEP.
261	Although EMUs meets their electromagnetic emissions limits and wayside signal system track circuits meet their susceptibility requirements there are still compatibility issues leading to improper signal system operation	Changes on the EMU and/or signal system require additional design and installation time and expense.
285	Potential for inflation, (except with respect to Maintenance Option) to increase contractor costs.	Higher cost
286	Potential for wage escalation, (except for Maintenance Option) to increase contractor costs.	Higher cost
056	Lack of operations personnel for testing.	<ul style="list-style-type: none"> • Testing delayed. • Change order for extended vehicle acceptance.

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ID	RISK DESCRIPTION	EFFECT(S)
115	Other capital improvement program projects compete with PCEP for track access allocation and requires design coordination (design, coordination, integration).	Schedule delay as resources are allocated elsewhere, won't get track time, sequencing requirements may delay PCEP construction, track access requirements must be coordinated.
289	Coordination and delivery of permanent power for power drops for everything except traction power substations along alignment	Can't test resulting in delays to schedule and associated additional project costs.
296	PG&E needs to complete interconnection to be sufficiently complete to accept interim power	SCC
321	Single Phase Study and interconnection agreement may be delayed preventing energization of Segment 4 for milestone 1	
082	Unexpected restrictions could affect construction progress: <> night work <> noise <> local roads <> local ordinances	<ul style="list-style-type: none"> • Reduced production rates. • Delay
270	OCS poles or structures as designed by Contractor fall outside of JPB row	Additional ROW Take, additional cost and time
012	Potential for electromagnetic interference (EMI) to private facilities with sensitive electronic equipment caused by vehicles.	<ul style="list-style-type: none"> • Increased cost due to mitigation • Potential delay due to public protests or environmental challenge.
014	Contractor's proposal on stakeholder requested changes to the vehicles (e.g., High Level Doors in lieu of windows as emergency exits) may significantly exceed JPB authorized amount.	<p>Schedule delay.</p> <p>Cost increase.</p>
078	Need for unanticipated, additional ROW for new signal enclosures.	Delay while procuring ROW and additional ROW costs.
087	Unanticipated HazMat or contaminated hot spots encountered during foundation excavations for poles, TPSS, work at the yards.	Increased cost for clean-up and handling of materials and delay to schedule due to HazMat procedures.
088	Construction safety program fails to sufficiently maintain safe performance.	Work stoppages due to safety incidents resulting in schedule delay and additional labor costs.
171	Electrification facilities could be damaged during testing.	Delay in commencing electrified operations.
247	Timely resolution of 3rd party design review comments to achieve timely approvals	Delay to completion of design and associated additional labor costs.
251	Subcontractor and supplier performance to meet aggressive schedule <>Potential issue meeting Buy America requirements	Delay to production schedule resulting in increased soft costs and overall project schedule delay.

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ID	RISK DESCRIPTION	EFFECT(S)
272	Final design based upon actual Geotech conditions	Could require changes
287	Design changes may necessitate additional implementation of environmental mitigations not previously budgeted.	Increased cost for environmental measures and delays to construct and overall delay in construction schedule
291	Order/manufacture of long lead items prior to 100% IFC design document that proves to be incorrect	Design change and/or delays
317	JPB may not make timely acquisition of resources to staff rail activation plan with key personnel.	Delay in operating electrified railroad - delay of RSD.
323	FRA concerns require re-design	
326	EMU production delay. Possible that there are failed factory tests	Schedule Increase
027	Vehicle power consumption may not meet requirements. <>System impact study and load flow show no issues	Issue with PG&E. Can't run full acceleration.
031	New cars possibly not reliable enough to be put into service as scheduled	Operating plan negatively impacted
101	PG&E may not be able to deliver permanent power for the project within the existing budget and in accordance with the project schedule	Additional project costs; potential delay to revenue service date
150	Number of OCS pole installation is significant. Any breakdown in sequencing of operations or coordination of multiple crews will have a substantial effect on the project.	Delay.
245	Failure of BBI to submit quality design and technical submittals in accordance with contract requirements • \$3-\$5M/month burn rate for Owner's team during peak	Delays to project schedule and additional costs for preparation and review of submittals.
252	Failure of BBI to order/manufacture long lead items prior to 100% IFC design document approval by JPB	Delays to project schedule and additional cost for contractor and JPB staff time.
271	Need for additional construction easements beyond that which has been provided for Contractor proposed access and staging	Additional cost and time
306	Possible legal challenge and injunction to any changes in PCEP requiring subsequent CEQA or NEPA environmental clearance documentation/actions.	Worst case: a judge issues an injunction, which would prohibit any work ONLY on the project scope of the environmental document. Impact to the project from cost and schedule impact depends on if work is on the critical or becomes on the critical path.

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ID	RISK DESCRIPTION	EFFECT(S)
322	BBII needs to complete traction power substations to be sufficiently complete to accept interim power	Delay in testing and increased costs
008	Requests for change orders after vehicles are in production	Delays to manufacturing of vehicles and additional design and manufacturing costs.
025	Potential that vehicles cannot meet requirements for "Mean Time to Repair" (MTTR).	Increased maintenance cost.
032	Failure to come up to speed on stakeholder safety requirements: <> FTA <> FRA <> CPUC	Takes longer than expected to gain FRA/FTA concurrence on waiver and/or level boarding requirements.
053	Failure to meet Buy America requirements. (Contractor definition of component v. sub-component may not be accepted by Caltrain / FTA.)	Potential need for negotiations that might lead to delay of project award. (BA is not negotiable)
069	Potential need for additional construction easements. Especially for access and laydown areas. Contractor could claim project is not constructible and needs more easements after award.	Increased cost Delay
106	Potential that DB contractor will have insufficient field resources (personnel or equipment) to maintain aggressive schedule. Multiple segments will need to be under design simultaneously. Labor pool issue. 32 qualified linemen will be needed. Potential there is not enough available. Big storm damage anywhere in US will draw from the pool to make line repairs. Possible shortages with other specialty crafts as well.	Delay.
151	Public could raise negative concerns regarding wheel/rail noise.	Increased cost to mitigate: <> grind rails <> reprofile wheels <> sound walls
161	Unanticipated costs to provide alternate service (bus bridges, etc.) during rail service disruptions.	Cost increase.

ID	RISK DESCRIPTION	EFFECT(S)
192	Environmental compliance during construction. <ul style="list-style-type: none"> - Potential impact to advancing construction within the vicinity of any cultural finds that are excavated. - Failure to meet the commitments contained within the PCEP EA, FEIR and permit conditions 	<ul style="list-style-type: none"> • Delay • Cost increase
195	Introduction of electrified train service will require training of first responders in working in and around the rail corridor. The new vehicles will be considerably quieter than the existing fleet and the presence of high voltage power lines will require new procedures for emergency response. A new training program will need to be developed and disseminated for: <ul style="list-style-type: none"> • Fire, police, and first responders • Local communities • Schools 	Safety hazards resulting in incidents that delay construction and increase labor cost. Delays in RSD until training is completed as requirement of safety certification process.
237	JPB needs an agreement with each city in which catenary will be strung over an existing grade crossing (17 in all) under GO 88 (grade crossings). These agreements must be executed subsequent to installing overhead catenary. JPB is preparing a response to CPUC while working with the cities. Delays in reaching agreement could have impacts on schedule and budget.	Not completing the grade crossing diagnostics and getting agreement from the cities on the results can result in delays to necessary approvals for the project and revenue service.
248	3rd party coordination <>Jurisdictions, Utilities, UP, Contractors <>D/B needs to provide timely information to facilitate 3rd party coordination <>Risk is for construction	Delays in approvals resulting in project schedule delays and associated costs.
250	Potential for municipalities and other agencies to request betterments as part of the electrification project	Delay to project schedule in negotiating betterments as part of the construction within municipalities and associated increased cost to the project as no betterments were included in the project budget.
254	Potential that bridge clearance data are inaccurate and that clearances are not sufficient for installation of catenary.	Results in additional design and construction to create sufficient clearance.
266	Verizon poles in conflict with OCS may not be removed in advance of OCS installation.	Delay in progress of catenary installation resulting in claims and schedule delay

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ID	RISK DESCRIPTION	EFFECT(S)
274	JPB as-built drawings and existing infrastructure to be used as basis of final design and construction is not correct	Additional cleanup of as-builts after PCEP construction
275	DB fails to verify as-built drawings and existing infrastructure	Additional cleanup of as-builts after PCEP construction
278	Failure of D/B contractor and subcontractors and suppliers to meet Buy America requirements	Delays while acceptable materials are procured and additional costs for delays and purchase of duplicative equipment.
282	Failure to maintain dynamic envelope and existing track clearances consistent with requirements.	Redesign entailing cost and schedule impacts.
284	Compliance with project labor agreement could result in inefficiencies in staffing of construction.	Increase in labor costs and less efficient construction resulting in schedule delays.
290	Delays in agreement and acceptance of initial VVSC requirements database.	Delay to design acceptance
292	Communications equipment, including the UPS, will not fit in the spaces allotted to communications work within the buildings.	Requisite equipment under design criteria could result in the need for larger unit than originally planned resulting in design and fabrication changes and associated schedule delays and costs.
311	Although project recordable injuries remain below the industry average, there have been numerous small impact incidents occurring that could potentially lead to a more serious event occurring.	The occurrence of a high impact safety event could result in project rework, construction delays, and increased project costs.
ID	RISK DESCRIPTION	EFFECT(S)
314	The contractor may not complete signal and communication design, installation and testing for the Two-speed check (2SC) modifications within budget and schedule.	Delay to integrated testing and operations/revenue service
303	Extent of differing site conditions and associated redesign efforts results in delays to the completion of the electrification contract and increases program costs.	<p>Extends construction of design-build contract with associated increase in project costs</p> <ul style="list-style-type: none"> • DSC design cost • Inefficiencies • Construction costs related to DSCs (i.e., larger foundations) • Additional potholing
010	Potential for Stadler's sub-suppliers to fall behind schedule or delays in parts supply chain result in late completion of vehicles.	<ul style="list-style-type: none"> • Delay in obtaining parts / components. • Cost increases. (See Owner for allocation of costs) • Schedule increase - 3 months (See Owner for allocation of damages associated with this Risk)

ID	RISK DESCRIPTION	EFFECT(S)
313	Sub-optimal contractor sequencing, when progressing design and clearing foundation locations may result in construction inefficiencies	Contractor claims for increase in construction and design costs, and reduced production rates extending construction duration
240	Property not acquired in time for contractor to do work. Property Acquisition not complete per contractor availability date <>Fee <>Easement <>Contract stipulates that if parcels are not available by contract date, there is only a delay if parcels are not available by the time contractor completes the Segment	<ul style="list-style-type: none"> • Potential delays in construction schedule
267	Additional property acquisition is necessitated by change in design.	New project costs and delays to schedule.
273	Contractor generates hazardous materials, that necessitates proper removal and disposal in excess of contract allowances and expectations.	Delay to construction while removing and disposing of hazardous materials resulting in schedule delay, increased construction costs, and schedule delay costs.
308	Rejection of DVR for ATF and static wires results in cost and schedule impacts to PCEP.	Delay and delay claims
318	Change of vehicle sub-suppliers results in additional first article inspections at cost to JPB (i.e., COVID, bankruptcy)	PCEP incurs additional cost to validate supplier and product, including repeat FAIs as needed
263	Collaboration across multiple disciplines to develop a customized rail activation program may fail to comprehensively address the full scope of issues required to operate and maintain an electrified railroad and decommission the current diesel fleet.	Delay in testing of EMUs. Delay in Revenue Service Date. Additional costs for Stadler and BBII due to overall schedule delays.
304	Solution to FRA concerns over bike storage impeding path to emergency exit windows path results in increased costs and potential rework.	Protracted negotiations with FRA to achieve original design
330	PG&E interconnection work may not be completed on time resulting in delays to the reimbursement of PG&E Exhibit B Cost Allocation from PG&E.	<ul style="list-style-type: none"> • Potential cash flow issue requiring use of line-of-credit • Failure to receive reimbursement during course of project • Delay or otherwise affect close-out of FFGA
209	TASI may not have sufficient number of signal maintainers for testing.	<ul style="list-style-type: none"> • Delays to construction/testing. • Delays to completion of infrastructure may delay acceptance of vehicles

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ID	RISK DESCRIPTION	EFFECT(S)
011	<p>Risks in achieving acceptable vehicle operations performance: <> software problems <> electrical system problems <> mechanical problems <> systems integration problems <> interoperability with diesel equipment</p> <p>Increased issues lately with vehicles regarding system integration and compatibility.</p>	<p>Cost increase.</p> <p>Delays vehicle acceptance</p> <p>Potential spill-over to other program elements</p>
244	<p>Delays to completion of Segment 4 and then the entire alignment would create storage issues and impede the ability to exercise (power up and move) EMUs and delay testing of the delivered EMUs.</p>	<p>Delay claims from the EMU contractor (Stadler) and expiration of the EMU 2 year warranty before putting significant mileage on the EMUs. Inability to exercise EMUs</p>
319	<p>Failure of BBI to order cages in advance results in delays to foundation installation</p>	<p>Delays in installation of catenary system and additional cost for track protection and oversight.</p>
325	<p>EMU production delay. Possible that there are quality issues, failed factory tests, poor integration / control of suppliers.</p>	<p>Schedule Increase</p>
327	<p>EMU production delay. Possible that there is poor integration / control of suppliers.</p>	<p>Schedule Increase</p>
329	<p>Work for PCEP that is being constructed by other projects may not be completed in accordance with the BBII project schedule. Critical work includes:</p> <ul style="list-style-type: none"> • Installation of signal house as part of SSF Station Project 	<p>Delay to BBII construction progress and associated delay claims</p>
013	<p>Vehicle manufacturer could default.</p>	<p>Prolonged delay to resolve issues (up to 12 months)</p> <p>Increase in legal expenses</p> <p>Potential price increase to resolve contract issue</p>
067	<p>Relocation of overhead utilities must precede installation of catenary wire and connections to TPSs. Relocation work will be performed by others and may not be completed to meet BBII's construction schedule.</p>	<p>Delay in progress of catenary installation resulting in claims and schedule delay</p>

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ID	RISK DESCRIPTION	EFFECT(S)
223	Major program elements may not be successfully integrated with existing operations and infrastructure in advance of revenue service.	Proposed changes resulting from electrification may not be fully and properly integrated into existing system. Rework resulting in cost increases and schedule delays
242	Track access does not comply with contract-stipulated work windows.	Contractor claims for delays, schedule delays and associated costs to owner's representative staff.
253	Permits for bridges may not be issued in a timely manner.	Delays to issuance of permit for construction while negotiating and executing an operation and maintenance agreement for equipment installed on bridges; existing bridge deficiencies could result in additional costs to PCEP.
261	Although EMUs meets their electromagnetic emissions limits and wayside signal system track circuits meet their susceptibility requirements there are still compatibility issues leading to improper signal system operation	Changes on the EMU and/or signal system require additional design and installation time and expense.
285	Potential for inflation, (except with respect to Maintenance Option) to increase contractor costs.	Higher cost
286	Potential for wage escalation, (except for Maintenance Option) to increase contractor costs.	Higher cost
056	Lack of operations personnel for testing.	<ul style="list-style-type: none"> • Testing delayed. • Change order for extended vehicle acceptance.
115	Other capital improvement program projects compete with PCEP for track access allocation and requires design coordination (design, coordination, integration).	Schedule delay as resources are allocated elsewhere, won't get track time, sequencing requirements may delay PCEP construction, track access requirements must be coordinated.
289	Coordination and delivery of permanent power for power drops for everything except traction power substations along alignment	Can't test resulting in delays to schedule and associated additional project costs.
296	PG&E needs to complete interconnection to be sufficiently complete to accept interim power	SCC
321	Single Phase Study and interconnection agreement may be delayed preventing energization of Segment 4 for milestone 1	

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ID	RISK DESCRIPTION	EFFECT(S)
082	Unexpected restrictions could affect construction progress: <> night work <> noise <> local roads <> local ordinances	<ul style="list-style-type: none"> • Reduced production rates. • Delay
270	OCS poles or structures as designed by Contractor fall outside of JPB row	Additional ROW Take, additional cost and time
012	Potential for electromagnetic interference (EMI) to private facilities with sensitive electronic equipment caused by vehicles.	<ul style="list-style-type: none"> • Increased cost due to mitigation • Potential delay due to public protests or environmental challenge.
014	Contractor's proposal on stakeholder requested changes to the vehicles (e.g., High Level Doors in lieu of windows as emergency exits) may significantly exceed JPB authorized amount.	<p>Schedule delay.</p> <p>Cost increase.</p>
078	Need for unanticipated, additional ROW for new signal enclosures.	Delay while procuring ROW and additional ROW costs.
087	Unanticipated HazMat or contaminated hot spots encountered during foundation excavations for poles, TPSS, work at the yards.	Increased cost for clean-up and handling of materials and delay to schedule due to HazMat procedures.
088	Construction safety program fails to sufficiently maintain safe performance.	Work stoppages due to safety incidents resulting in schedule delay and additional labor costs.
171	Electrification facilities could be damaged during testing.	Delay in commencing electrified operations.
247	Timely resolution of 3rd party design review comments to achieve timely approvals	Delay to completion of design and associated additional labor costs.
251	Subcontractor and supplier performance to meet aggressive schedule <>Potential issue meeting Buy America requirements	Delay to production schedule resulting in increased soft costs and overall project schedule delay.
272	Final design based upon actual Geotech conditions	Could require changes
287	Design changes may necessitate additional implementation of environmental mitigations not previously budgeted.	Increased cost for environmental measures and delays to construct and overall delay in construction schedule
291	Order/manufacture of long lead items prior to 100% IFC design document that proves to be incorrect	Design change and/or delays
317	JPB may not make timely acquisition of resources to staff rail activation plan with key personnel.	Delay in operating electrified railroad - delay of RSD.
323	FRA concerns require re-design	
326	EMU production delay. Possible that there are failed factory tests	Schedule Increase

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ID	RISK DESCRIPTION	EFFECT(S)
027	Vehicle power consumption may not meet requirements. <>System impact study and load flow show no issues	Issue with PG&E. Can't run full acceleration.
031	New cars possibly not reliable enough to be put into service as scheduled	Operating plan negatively impacted
101	PG&E may not be able to deliver permanent power for the project within the existing budget and in accordance with the project schedule	Additional project costs; potential delay to revenue service date
150	Number of OCS pole installation is significant. Any breakdown in sequencing of operations or coordination of multiple crews will have a substantial effect on the project.	Delay.
245	Failure of BBI to submit quality design and technical submittals in accordance with contract requirements • \$3-\$5M/month burn rate for Owner's team during peak	Delays to project schedule and additional costs for preparation and review of submittals.
252	Failure of BBI to order/manufacture long lead items prior to 100% IFC design document approval by JPB	Delays to project schedule and additional cost for contractor and JPB staff time.
271	Need for additional construction easements beyond that which has been provided for Contractor proposed access and staging	Additional cost and time
306	Possible legal challenge and injunction to any changes in PCEP requiring subsequent CEQA or NEPA environmental clearance documentation/actions.	Worst case: a judge issues an injunction, which would prohibit any work ONLY on the project scope of the environmental document. Impact to the project from cost and schedule impact depends on if work is on the critical or becomes on the critical path.
322	BBII needs to complete traction power substations to be sufficiently complete to accept interim power	Delay in testing and increased costs
008	Requests for change orders after vehicles are in production	Delays to manufacturing of vehicles and additional design and manufacturing costs.
025	Potential that vehicles cannot meet requirements for "Mean Time to Repair" (MTTR).	Increased maintenance cost.
032	Failure to come up to speed on stakeholder safety requirements: <> FTA <> FRA <> CPUC	Takes longer than expected to gain FRA/FTA concurrence on waiver and/or level boarding requirements.

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ID	RISK DESCRIPTION	EFFECT(S)
053	<p>Failure to meet Buy America requirements.</p> <p>(Contractor definition of component v. sub-component may not be accepted by Caltrain / FTA.)</p>	<p>Potential need for negotiations that might lead to delay of project award.</p> <p>(BA is not negotiable)</p>
069	<p>Potential need for additional construction easements. Especially for access and laydown areas.</p> <p>Contractor could claim project is not constructible and needs more easements after award.</p>	<p>Increased cost</p> <p>Delay</p>
106	<p>Potential that DB contractor will have insufficient field resources (personnel or equipment) to maintain aggressive schedule.</p> <p>Multiple segments will need to be under design simultaneously.</p> <p>Labor pool issue. 32 qualified linemen will be needed. Potential there is not enough available. Big storm damage anywhere in US will draw from the pool to make line repairs.</p> <p>Possible shortages with other specialty crafts as well.</p>	<p>Delay.</p>
151	<p>Public could raise negative concerns regarding wheel/rail noise.</p>	<p>Increased cost to mitigate:</p> <p><> grind rails</p> <p><> reprofile wheels</p> <p><> sound walls</p>
161	<p>Unanticipated costs to provide alternate service (bus bridges, etc.) during rail service disruptions.</p>	<p>Cost increase.</p>
192	<p>Environmental compliance during construction.</p> <ul style="list-style-type: none"> - Potential impact to advancing construction within the vicinity of any cultural finds that are excavated. - Failure to meet the commitments contained within the PCEP EA, FEIR and permit conditions 	<ul style="list-style-type: none"> • Delay • Cost increase

ID	RISK DESCRIPTION	EFFECT(S)
195	<p>Introduction of electrified train service will require training of first responders in working in and around the rail corridor. The new vehicles will be considerably quieter than the existing fleet and the presence of high voltage power lines will require new procedures for emergency response. A new training program will need to be developed and disseminated for:</p> <ul style="list-style-type: none"> • Fire, police, and first responders • Local communities • Schools 	<p>Safety hazards resulting in incidents that delay construction and increase labor cost. Delays in RSD until training is completed as requirement of safety certification process.</p>
237	<p>JPB needs an agreement with each city in which catenary will be strung over an existing grade crossing (17 in all) under GO 88 (grade crossings). These agreements must be executed subsequent to installing overhead catenary. JPB is preparing a response to CPUC while working with the cities. Delays in reaching agreement could have impacts on schedule and budget.</p>	<p>Not completing the grade crossing diagnostics and getting agreement from the cities on the results can result in delays to necessary approvals for the project and revenue service.</p>
248	<p>3rd party coordination <>Jurisdictions, Utilities, UP, Contractors <>D/B needs to provide timely information to facilitate 3rd party coordination <>Risk is for construction</p>	<p>Delays in approvals resulting in project schedule delays and associated costs.</p>
250	<p>Potential for municipalities and other agencies to request betterments as part of the electrification project</p>	<p>Delay to project schedule in negotiating betterments as part of the construction within municipalities and associated increased cost to the project as no betterments were included in the project budget.</p>
254	<p>Potential that bridge clearance data are inaccurate and that clearances are not sufficient for installation of catenary.</p>	<p>Results in additional design and construction to create sufficient clearance.</p>
266	<p>Verizon poles in conflict with OCS may not be removed in advance of OCS installation.</p>	<p>Delay in progress of catenary installation resulting in claims and schedule delay</p>
274	<p>JPB as-built drawings and existing infrastructure to be used as basis of final design and construction is not correct</p>	<p>Additional cleanup of as-builts after PCEP construction</p>
275	<p>DB fails to verify as-built drawings and existing infrastructure</p>	<p>Additional cleanup of as-builts after PCEP construction</p>
278	<p>Failure of D/B contractor and subcontractors and suppliers to meet Buy America requirements</p>	<p>Delays while acceptable materials are procured and additional costs for delays and purchase of duplicative equipment.</p>

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ID	RISK DESCRIPTION	EFFECT(S)
282	Failure to maintain dynamic envelope and existing track clearances consistent with requirements.	Redesign entailing cost and schedule impacts.
284	Compliance with project labor agreement could result in inefficiencies in staffing of construction.	Increase in labor costs and less efficient construction resulting in schedule delays.
290	Delays in agreement and acceptance of initial VVSC requirements database.	Delay to design acceptance
292	Communications equipment, including the UPS, will not fit in the spaces allotted to communications work within the buildings.	Requisite equipment under design criteria could result in the need for larger unit than originally planned resulting in design and fabrication changes and associated schedule delays and costs.
311	Although project recordable injuries remain below the industry average, there have been numerous small impact incidents occurring that could potentially lead to a more serious event occurring.	The occurrence of a high impact safety event could result in project rework, construction delays, and increased project costs.

Appendix G – MMRP Status Log

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Mitigation Monitoring and Reporting						
Mitigation Measure	Mitigation Timing				Status	Status Notes
	Pre-Construction	Construction	Post-Construction	Operation		
AES-2a: Minimize OCS construction activity on residential and park areas outside the Caltrain ROW.	X	X			Ongoing	The OCS proposed construction schedule has been provided to the JPB. OCS construction began the week of October 2, 2017. The D-B has utilized the potholing process to assist in locating conflicts in the 35% design and attempting to relocate OCS pole locations within the ROW.
AES-2b: Aesthetic treatments for OCS poles, TPFs in sensitive visual locations, and Overbridge Protection Barriers.	X				Ongoing	The design requirements indicated in the measure have been implemented as described, and coordination with the specific jurisdictions regarding pole colors and design is ongoing. Coordination with the JPB & local jurisdiction regarding Overbridge Protection Barriers and TPFs is ongoing.
AES-4a: Minimize spillover light during nighttime construction.		X			Ongoing	OCS construction began the week of October 2, 2017; and the BBI community relations lead has notified nearby residents of upcoming construction. During construction, lighting is faced inward, towards the railroad tracks, and any complaints will be documented and addressed by the BBI community relations lead.
AES-4b: Minimize light spillover at TPFs.	X				Upcoming	The design requirements indicated in the measure are being utilized in the design and construction process.

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AQ-2a: Implement BAAQMD basic and additional construction mitigation measures to reduce construction-related dust.	X	X			Ongoing	The Dust Mitigation Plan was submitted to the JPB and approved. The requirements in the Dust Mitigation Plan will be implemented throughout the construction period and documented in daily reports.
AQ-2b: Implement BAAQMD basic and additional construction mitigation measures to control construction-related ROG and NOX emissions.	X	X			Ongoing	The Equipment Emissions Control Plan was submitted to the JPB and approved. The requirements in the Equipment Emissions Control Plan will be implemented throughout the construction period and documented in daily reports.
AQ-2c: Utilize clean diesel-powered equipment during construction to control construction-related ROG and NOX emissions.	X	X			Ongoing	The Equipment Emissions Control Plan was submitted to the JPB and approved. The requirements in the Equipment Emissions Control Plan will be implemented throughout the construction period and documented in daily reports.
BIO-1a: Implement general biological impact avoidance measures.	X	X			Ongoing	Worker Environmental Awareness Training is provided to all project-related personnel before they work on the project. All measures as described will be implemented throughout the construction period and documented in daily reports.
BIO-1b: Implement special-status plant species avoidance and revegetation measures.	X	X	X		Complete	Not applicable. Subsequent habitat assessment and avoidance of Communication Hill eliminated any potential to affect special-status plant species. The measure is not needed.
BIO-1c: Implement California red-legged frog and San Francisco garter snake avoidance measures.	X	X			Ongoing	Pre-construction surveys are occurring no more than 7 days prior to the initiation of construction activities nearby/adjacent to potential habitat for CRLF and SFGS. The Wildlife Exclusion Fencing Plans for Segments 1 and 4 were submitted and approved by the wildlife agencies, and installation and monitoring of wildlife exclusion

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						fencing is ongoing. No CRLF / SFGS or sign of each species has been observed to date on the Project.
BIO-1d: Implement western pond turtle avoidance measures.	X	X			Ongoing	Pre-construction surveys are occurring no more than 7 days prior to the initiation of construction activities nearby/adjacent to potential habitat for WPT. No WPT or WPT sign have been observed to date on the Project.
BIO-1e: Implement Townsend’s big-eared bat, pallid bat, hoary bat, and fringed myotis avoidance measures.	X	X			Ongoing	Pre-construction surveys are occurring no more than 7 days prior to the initiation of construction activities with the potential to disturb bats or their habitat. No special-status bats or sign have been observed to date on the Project.
BIO-1f: Implement western burrowing owl avoidance measures.	X	X			Ongoing	<p>Protocol surveys for Western Burrowing Owl have been conducted from April–July, in 2017, 2018, 2019, and 2020, at previously identified potentially suitable habitat locations. Note that all of these locations are in Construction Segment 4 (southern Santa Clara and San Jose). No Burrowing Owls have been observed during the 2017-2019 surveys. Survey reports for the 2017, 2018, 2019, and 2020 surveys have been submitted to the JPB for the project record. In addition, pre-construction surveys of the potential BUOW habitat areas in Segment 4 are ongoing, as needed, and if required, they occur no more than 7 days prior to the onset of new ground-disturbing construction activities.</p> <p>During a 2020 pre-construction survey (March 24, 2020), two burrowing owls were observed adjacent to the Caltrain ROW, near MP 44.6. The owls were located</p>

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						<p>approximately 150 feet away from the Caltrain ROW. A 200-meter no-disturbance buffer and a combination of full-time monitoring and weekly spot-checks, as approved by the CDFW, were implemented during the breeding season (March through August). No impacts to the BUOW were observed, and the BUOW was consistently observed at the northern most potential BUOW burrow location during the monitoring effort. On September 1, since there was some potential for indirect impacts during the non-breeding season (September 1 through January 31), the disturbance buffer was reduced from 200 meters to 75 meters, as approved by the CDFW. On February 2, 2021, while conducting nesting bird surveys in the area, a biologist checked the burrow and there were no sign of use and cobwebs were present. Subsequent check-ins of the area revealed the same results, and it was determined the burrow was no longer active, and the buffer was removed. The second round of protocol BUOW surveys were conducted in May and no BUOWs or signs were detected. The final two rounds of surveys will be conducted next month. The Biologist will continue to conduct preconstruction surveys for nesting burrowing owls no more than 7 days prior to ground disturbance as needed throughout the 2021 nesting season.</p>
<p>BIO-1g: Implement northern harrier, white-tailed kite, American peregrine falcon, saltmarsh common yellowthroat, purple martin, and other nesting bird avoidance measures.</p>	<p>X</p>	<p>X</p>			<p>Ongoing</p>	<p>Nesting Bird and raptor surveys were conducted from February 1 through September 15, in 2017, 2018, 2019, and 2020, prior to project-related activities with the potential to impact nesting birds. Nesting bird surveys continued during this reporting period for the 2021 nesting season. Active cliff swallow nests previously observed are still present on the underside of the Tunnel Ave bridge.</p>

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						Biological monitors were present as work occurred within the 50-foot monitoring buffer. No signs of distress were observed. No additional active nests were observed on the Project.
BIO-1h: Conduct biological resource survey of future contractor-determined staging areas.	X	X			Ongoing	The agency-approved Qualified Biologist has conducted surveys of the staging areas currently being used for construction activities. No special-status species or other potentially sensitive biological resources were observed. The agency-approved Qualified Biologist will continue to survey ahead of the initiation of activities at planned staging areas as the Project moves into new construction areas.
BIO-1i: Minimize impacts on Monarch butterfly overwintering sites.	X	X			Ongoing	The agency-approved Qualified Biologist has periodically monitored the project limits to evaluate the presence of Monarch butterfly overwintering sites. No Monarch butterfly overwintering sites have been observed on the Project to date.
BIO-1j: Avoid nesting birds and bats during vegetation maintenance.				X	Upcoming	To be completed during Project operation.
BIO-2: Implement serpentine bunchgrass avoidance and revegetation measures.	X	X	X		Complete	Not applicable. Subsequent habitat assessment and avoidance of Communication Hill eliminated any potential to affect serpentine bunchgrass. This measure is no longer needed.
BIO-3: Avoid or compensate for impacts on wetlands and waters.	X	X	X		Complete	The JPB has compensated for unavoidable wetland impacts by purchasing adequate credits from a wetlands mitigation bank approved by USACE and SFRWQCB.

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BIO-5: Implement Tree Avoidance, Minimization, and Replacement Plan.	X	X	X		Ongoing	Tree removal and pruning activities were initiated in August 2017, and are ongoing, under the guidance of the BBI Arborist, and in accordance with the Tree Avoidance, Minimization, and Replacement Plan. Tree Removal and Pruning status is provided to the JPB on a regular basis.
BIO-6: Pay <i>Santa Clara Valley Habitat Plan</i> land cover fee (if necessary).	X				Complete	Not applicable. The SCVHP does not apply to the Project because TPS2, Option 1 was not selected and OCS does not extend to Communication Hill. This measure is not needed.
CUL-1a: Evaluate and minimize impacts on structural integrity of historic tunnels.	X				Upcoming	To be implemented prior to construction in tunnels.
CUL-1b: Minimize impacts on historic decorative tunnel material.	X				Upcoming	To be implemented prior to construction in tunnels. Historic American Engineering Record (HAER) documentation was completed in October 2018, pursuant to this measure.
CUL-1c: Install project facilities in a way that minimizes impacts on historic tunnel interiors.	X				Upcoming	To be implemented prior to construction in tunnels.
CUL-1d: Implement design commitments at historic railroad stations	X				Complete	The Qualified Architectural Historian completed and submitted the HABS Level III documents to the JPB for all seven of the historic stations. Pole placement has been designed to minimize the visual impact to historic stations and all design changes are reviewed by the Environmental Compliance Lead to ensure the mitigation measure is being implemented as the design of the project progresses.

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<p>CUL-1e: Implement specific tree mitigation considerations at two potentially historic properties and landscape recordation, as necessary.</p>	<p align="center">X</p>	<p align="center">X</p>			<p align="center">Complete</p>	<p>It was determined that the project is not acquiring any ROW at either of the subject properties so all tree effects would be within the JPB ROW. Therefore, the APE does not include these two historic properties. This measure is no longer needed.</p>
<p>CUL-1f: Implement historic bridge and underpass design requirements.</p>	<p align="center">X</p>				<p align="center">Ongoing</p>	<p>This measure is being implemented as described during the design process and will be incorporated into the final design. The four bridges that are included in the MMRP are rail bridges crossing over another feature. Design of the OCS system is taking into account that there are requirements that restrict the design. Thus far, the designs for Construction Segments 2 & 4 are in process and designs are not yet complete. The D-B will forward to the Architectural Historian once complete.</p>
<p>CUL-2a: Conduct an archaeological resource survey and/or monitoring of the removal of pavement or other obstructions to determine if historical resources under CEQA or unique archaeological resources under PRC 21083.2 are present.</p>	<p align="center">X</p>				<p align="center">Ongoing</p>	<p>Periodic inspections of ground surface areas along the alignment, in conjunction with cultural monitoring as-needed of project activities in culturally sensitive areas are ongoing. The Archaeological Final Report will be provided at the conclusion of construction activities.</p>
<p>CUL-2b: Conduct exploratory trenching or coring of areas where subsurface project disturbance is planned in those areas with “high” or “very high” potential for buried site.</p>	<p align="center">X</p>				<p align="center">Ongoing</p>	<p>Exploratory trenching and subsurface testing of all potentially culturally sensitive areas occurred prior to the initiation of construction activities in those areas. The results will be included in the Archaeological Final Report. No cultural resources requiring the development of a treatment plan were observed. A Native American monitor has been present for all exploratory trenching and subsurface testing work.</p>

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CUL-2c: Conduct limited subsurface testing before performing ground-disturbing work within 50 meters of a known archaeological site.	X				Ongoing	Exploratory trenching and subsurface testing of all potentially culturally sensitive areas occurred prior to the initiation of construction activities in those areas. The results will be included in the Archaeological Final Report. No cultural resources requiring the development of a treatment plan were observed. A Native American monitor has been present for all exploratory trenching and subsurface testing work.
CUL-2d: Conduct exploratory trenching or coring of areas within the three zones of special sensitivity where subsurface project disturbance is planned.	X				Ongoing	Exploratory trenching and subsurface testing of all potentially culturally sensitive areas occurred prior to the initiation of construction activities in those areas. The results will be included in the Archaeological Final Report. No cultural resources requiring the development of a treatment plan were observed. A Native American monitor has been present for all exploratory trenching and subsurface testing work.
CUL-2e: Stop work if cultural resources are encountered during ground-disturbing activities.	X	X			Ongoing	No prehistoric or historic-period cultural materials have been observed during cultural monitoring.
CUL-2f: Conduct archaeological monitoring of ground-disturbing activities in areas as determined by JPB and SHPO.		X			Ongoing	Cultural monitoring as-needed of project activities in culturally sensitive areas is ongoing. The Archaeological Final Report will be provided at the conclusion of construction activities.
CUL-3: Comply with state and county procedures for the treatment of human remains discoveries.		X			Ongoing	No human remains have been observed to date on the Project.

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<p>EMF-2: Minimize EMI effects during final design, Monitor EMI effects during testing, commission and operations, and Remediate Substantial Disruption of Sensitive Electrical Equipment.</p>	X	X	X		Ongoing	<p>The design requirements indicated in the measure are being implemented through the final design as described. Designs are submitted and reviewed/commented on by JPB. Monitoring EMI effects will occur post construction.</p>
<p>GEO-1: Perform a site-specific geotechnical study for traction power facilities.</p>	X				Ongoing	<p>The design requirements indicated in the measure are being implemented through the final design as described. Geotechnical studies are being conducted by Parikh under subcontract with PGH Wong. Studies and results are submitted to JPB as completed.</p>
<p>GEO-4a: Identification of expansive soils.</p>	X				Ongoing	<p>The design requirements indicated in the measure are being implemented through the final design by the D-B as described. Geotechnical studies are being conducted by Parikh under subcontract with PGH Wong. Studies and results are submitted to JPB as completed.</p>
<p>GEO-4b: Mitigation of expansive soils.</p>	X				Ongoing	<p>The design requirements indicated in the measure are being implemented through the final design by the D-B as described. Geotechnical studies are being conducted by Parikh under subcontract with PGH Wong. Studies and results are submitted to JPB as completed.</p>
<p>HAZ-2a: Conduct a Phase II Environmental Site Assessment prior to construction.</p>	X				Complete	<p>A Phase II Environmental Assessment was completed prior to construction by the JPB consultant, and the results were provided to BBI, and the required mitigation is being implemented prior to the initiation of construction activities.</p>

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<p>HAZ-2b: Implement engineering controls and best management practices during construction.</p>	<p>X</p>	<p>X</p>			<p>Ongoing</p>	<p>D-B field activities are being monitored daily for significant color changes or odors which may indicate contamination. In addition, assessments of existing subsurface pipes by a certified Asbestos Consultant are occurring as needed throughout the project as they are observed. Following the assessments, a specification describing the methods for removal and disposal are provided to the certified asbestos contractor. The removal and disposal work performed by the certified asbestos contractor is monitored by the certified asbestos consultant. During the reporting period, a certified asbestos consultant conducted exposure monitoring at PS-1 where naturally occurring asbestos was detected. Also, during the reporting period, samples of wrapped conduit at MP 46.7-12A were collected for asbestos analysis.</p>
<p>HYD-1: Implement construction dewatering treatment, if necessary.</p>	<p>X</p>	<p>X</p>			<p>Ongoing</p>	<p>Facilities & BMPs are in place to deal with this requirement should it arise in the OCS foundations.</p>
<p>HYD-4: Minimize floodplain impacts by minimizing new impervious areas for TPFs or relocating these facilities.</p>	<p>X</p>				<p>Ongoing</p>	<p>The design requirements indicated in the measure are being implemented through the final design as described. The TPFs in Construction Segments 2 & 4 are currently in final design and design for TPFs in Construction Segments 1 & 3 has begun. The design minimizes hardscape only to required structure foundations; yard areas are to receive a pervious material.</p>
<p>HYD-5: Provide for electrical safety at TPFs subject to periodic or potential flooding.</p>	<p>X</p>			<p>X</p>	<p>Ongoing</p>	<p>The design requirements indicated in the measure are being implemented through the final design as described. The TPFs in Construction Segments 2 & 4 are currently in final design and design for TPFs in Construction Segments 1 & 3 has begun. The design plan currently raises the TPFs above the floodplain.</p>

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HYD-7: Implement sea level rise vulnerability assessment and adaptation plan.				X	Ongoing	The JPB has initiated this measure and preparation of the sea level rise vulnerability assessment and adaptation plan is underway.
NOI-1a: Implement Construction Noise Control Plan.	X	X			Ongoing	The Noise and Vibration Control Plan has been submitted and is being implemented. Field activity is monitored per the Plan. If allowable noise levels are near or exceed allowable noise levels, mitigation such as blankets are used from that point forward.
NOI-1b: Conduct site-specific acoustical analysis of ancillary facilities based on the final mechanical equipment and site design and implement noise control treatments where required.	X				Ongoing	The design requirements indicated in the measure are being implemented through the final design as described. PGH Wong has completed analysis and design and issued for JPB review.
NOI-2a: Implement Construction Vibration Control Plan.	X	X			Ongoing	The Noise and Vibration Control Plan has been submitted and is being implemented. Field activity is monitored per the Plan.
PSU-8a: Provide continuous coordination with all utility providers.	X	X			Ongoing	The design requirements indicated in the measure will be implemented through the final design as described. Coordination with utility providers is ongoing and there have not been any service interruptions thus far.
PSU-8b: Adjust OCS pole foundation locations.	X				Ongoing	The design requirements indicated in the measure are being implemented through the final design as described.

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PSU-8c: Schedule and notify users about potential service interruptions.	X	X			Ongoing	The design requirements indicated in the measure are being implemented through the final design as described. There have not been any service interruptions thus far.
PSU-9: Require application of relevant construction mitigation measures to utility relocation and transmission line construction by others.	X	X			Ongoing	JPB has initiated coordination with PG&E regarding transmission line construction. PG&E is currently raising overcrossing lines in Segment 2.
TRA-1a: Implement Construction Road Traffic Control Plan.	X	X			Ongoing	The D-B has begun traffic control design and permit applications with the City of Millbrae, Burlingame and San Mateo. Other communities will follow. Designs have been completed for all cross-over bridges in Segments 2 & 4 and submitted.
TRA-1c: Implement signal optimization and roadway geometry improvements at impacted intersections for the 2020 Project Condition.	X	X			Upcoming	This measure has not started
TRA-2a: Implement construction railway disruption control plan.	X	X			Ongoing	Minimization of railway disruption is being coordinated by the Site Specific Work Plan. A Construction Railway Disruption Control Plan was prepared to document the measures that are being implemented.
TRA-3b: In cooperation with the City and County of San Francisco, implement surface pedestrian facility improvements to address the Proposed Project's additional pedestrian movements at and immediately adjacent to the San Francisco 4th and King Station.	X	X	X		Upcoming	This measure has not started.

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<p>TRA-4b: Continue to improve bicycle facilities at Caltrain stations and partner with bike share programs where available following guidance in Caltrain's Bicycle Access and Parking Plan.</p>				X	Ongoing	<p>The JPB adopted the Caltrain Bicycle Parking Management Plan in November 2017, and staff has been working to implement the Plan's recommendations to improve wayside bike parking facilities along the corridor. Staff has also been coordinating with local jurisdictions that have launched bikeshare pilot programs to safely site bicycles near Caltrain stations.</p>
<p>NOI-CUMUL-1: Implement a phased program to reduce cumulative train noise along the Caltrain corridor as necessary to address future cumulative noise increases over FTA thresholds</p>				X	Upcoming	<p>This measure will be implemented during project operation.</p>
<p>NOI-CUMUL-2: Conduct project-level vibration analysis for Blended System operations and implement vibration reduction measures as necessary and appropriate for the Caltrain corridor</p>				X	In Progress	<p>CHSRA is conducting this analysis as part of the EIR/EIS for the San Francisco to San Jose section.</p>
<p>TRA-CUMUL-1: Implement a phased program to provide traffic improvements to reduce traffic delays near at-grade crossings and Caltrain stations</p>				X	Upcoming	<p>This measure will be implemented during project operation.</p>
<p>TRA-CUMUL-2: Implement technical solution to allow electric trolley bus transit across 16th Street without OCS conflicts in cooperation with SFMTA.</p>	X				Complete	<p>Not applicable. SFMTA has elected to not electrify the 16th Street crossing. This measure no longer applies.</p>
<p>Mitigation Measure TRA-CUMUL-3: As warranted, Caltrain and freight operators will partner to provide Plate H clearance as feasible between San Jose and Bayshore.</p>				X	Upcoming	<p>This measure will be implemented during project operation.</p>

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<p>AES-2a: Minimize OCS construction activity on residential and park areas outside the Caltrain ROW.</p>	<p>X</p>	<p>X</p>			<p>Ongoing</p>	<p>The OCS proposed construction schedule has been provided to the JPB. OCS construction began the week of October 2, 2017. The D-B has used the potholing process to assist in locating conflicts in the 35% design and attempting to relocate OCS pole locations within the ROW, thereby avoiding parks and residential areas.</p>
<p>AES-2b: Aesthetic treatments for OCS poles, TPFs in sensitive visual locations, and Overbridge Protection Barriers.</p>	<p>X</p>				<p>Ongoing</p>	<p>The design requirements indicated in the measure have been implemented as described, and coordination with the specific jurisdictions regarding pole colors and design, TPFs, and Overbridge Protection Barriers, is ongoing.</p>
<p>AES-4a: Minimize spillover light during nighttime construction.</p>		<p>X</p>			<p>Ongoing</p>	<p>OCS construction began the week of October 2, 2017. The BBI community relations lead has notified nearby residents of upcoming construction. During construction, lighting is faced inward, towards the railroad tracks, and any complaints will be documented and addressed by the BBI community relations lead.</p>
<p>AES-4b: Minimize light spillover at TPFs.</p>	<p>X</p>				<p>Upcoming</p>	<p>The design requirements indicated in the measure are being used in the design process of the TPFs.</p>
<p>AQ-2a: Implement BAAQMD basic and additional construction mitigation measures to reduce construction-related dust.</p>	<p>X</p>	<p>X</p>			<p>Ongoing</p>	<p>The Dust Mitigation Plan was submitted to the JPB. The requirements in the Dust Mitigation Plan will be implemented throughout the construction period and documented in daily reports.</p>
<p>AQ-2b: Implement BAAQMD basic and additional construction mitigation measures to control construction-related ROG and NOX emissions.</p>	<p>X</p>	<p>X</p>			<p>Ongoing</p>	<p>The Equipment Emissions Control Plan was submitted to the JPB. The requirements in the Equipment Emissions Control Plan will be implemented throughout the construction period and documented in daily reports.</p>

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AQ-2c: Utilize clean diesel-powered equipment during construction to control construction-related ROG and NOX emissions.	X	X			Ongoing	The Equipment Emissions Control Plan was submitted to the JPB. The requirements in the Equipment Emissions Control Plan will be implemented throughout the construction period and documented in daily reports.
BIO-1a: Implement general biological impact avoidance measures.	X	X			Ongoing	Worker Environmental Awareness Training is provided to all project-related personnel before they work on the project. All measures as described will be implemented throughout the construction period and documented in daily reports.
BIO-1b: Implement special-status plant species avoidance and revegetation measures.	X	X	X		Complete	Not applicable. Subsequent habitat assessment and avoidance of Communication Hill eliminated any potential to affect special-status plant species. The measure is not needed.
BIO-1c: Implement California red-legged frog and San Francisco garter snake avoidance measures.	X	X			Ongoing	Pre-construction surveys are occurring no more than 7 days prior to the initiation of construction activities nearby/adjacent to potential habitat for CRLF and SFGS. The Wildlife Exclusion Fencing Plan for Segments 2 and 4 was submitted and approved by the wildlife agencies, and installation and monitoring of wildlife exclusion fencing is ongoing. No CRLF / SFGS or sign of each species has been observed to date on the Project. A separate Wildlife Exclusion Fencing Plan will be submitted for Segments 1 and 3, prior to initiation of construction activities in those segments.
BIO-1d: Implement western pond turtle avoidance measures.	X	X			Ongoing	Pre-construction surveys are occurring no more than 7 days prior to the initiation of construction activities nearby/adjacent to potential habitat for WPT. No WPT or WPT sign have been observed to date on the Project.

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<p>BIO-1e: Implement Townsend’s big-eared bat, pallid bat, hoary bat, and fringed myotis avoidance measures.</p>	<p>X</p>	<p>X</p>			<p>Ongoing</p>	<p>Pre-construction surveys are occurring no more than 7 days prior to the initiation of construction activities with the potential to disturb bats or their habitat. No special-status bats or sign have been observed to date on the Project.</p>
<p>BIO-1f: Implement western burrowing owl avoidance measures.</p>	<p>X</p>	<p>X</p>			<p>Ongoing</p>	<p>Protocol surveys for Western Burrowing Owl were conducted from April 2017 through July 2017 at previously identified potentially suitable habitat locations. Note that all of these locations are in Construction Segment 4 (southern Santa Clara and San Jose). No Burrowing Owls were observed during the surveys. Construction in Segment 4 is anticipated to occur in 2018. Prior to construction activities in Segment 4, pre-construction surveys of the potential habitat areas will occur no more than 7 days prior to the onset of construction activities. In addition, protocol surveys were initiated in March 2018, and were completed in June 2018, at the previously identified potentially suitable habitat locations, which will allow work to occur during the 2019 breeding season, if necessary. No Burrowing Owls were observed during the 2018 surveys.</p>
<p>BIO-1g: Implement northern harrier, white-tailed kite, American peregrine falcon, saltmarsh common yellowthroat, purple martin, and other nesting bird avoidance measures.</p>	<p>X</p>	<p>X</p>			<p>Ongoing</p>	<p>Nesting Bird surveys were conducted from February 1 through September 15, 2017 prior to project-related activities with the potential to impact nesting birds. No active nests were observed during this reporting period. Nesting Bird surveys were initiated on February 1, 2018 and continued throughout the reporting period. Active nests were observed during this reporting period, and no-disturbance buffers were implemented to avoid any impacts to active nests, and all project activities which occurred nearby active nests were monitored by agency-approved biological monitors.</p>

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BIO-1h: Conduct biological resource survey of future contractor-determined staging areas.	X	X			Ongoing	The agency-approved Qualified Biologist has conducted surveys of the staging areas currently being used for construction activities. No special-status species or other potentially sensitive biological resources were observed. The agency-approved Qualified Biologist will continue to survey ahead of the initiation of activities at planned staging areas as the Project moves into new construction areas.
BIO-1i: Minimize impacts on Monarch butterfly overwintering sites.	X	X			Ongoing	The agency-approved Qualified Biologist has periodically monitored the project limits to evaluate the presence of Monarch butterfly overwintering sites. No Monarch butterfly overwintering sites have been observed on the Project to date.
BIO-1j: Avoid nesting birds and bats during vegetation maintenance.				X	Upcoming	To be completed during Project operation.
BIO-2: Implement serpentine bunchgrass avoidance and revegetation measures.	X	X	X		Complete	Not applicable. Subsequent habitat assessment and avoidance of Communication Hill eliminated any potential to affect serpentine bunchgrass. This measure is no longer needed.
BIO-3: Avoid or compensate for impacts on wetlands and waters.	X	X	X		Complete	The JPB has compensated for unavoidable wetland impacts by purchasing adequate credits from a wetlands mitigation bank approved by USACE and SFRWQCB.
BIO-5: Implement Tree Avoidance, Minimization, and Replacement Plan.	X	X	X		Ongoing	Tree removal and pruning activities were initiated in August 2017, and are ongoing, under the guidance of the BBI Arborist, and in accordance with the Tree Avoidance, Minimization, and Replacement Plan. Tree Removal and Pruning status is provided to the JPB on a weekly basis.

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BIO-6: Pay Santa Clara Valley Habitat Plan land cover fee (if necessary).	X				Complete	Not applicable. The SCVHP does not apply to the Project because TPS2, Option 1 was not selected and OCS does not extend to Communication Hill. This measure is not needed.
CUL-1a: Evaluate and minimize impacts on structural integrity of historic tunnels.	X				Upcoming	To be implemented prior to construction in tunnels.
CUL-1b: Minimize impacts on historic decorative tunnel material.	X				Upcoming	To be implemented prior to construction in tunnels.
CUL-1c: Install project facilities in a way that minimizes impacts on historic tunnel interiors.	X				Upcoming	To be implemented prior to construction in tunnels.
CUL-1d: Implement design commitments at historic railroad stations	X				Complete	The Qualified Architectural Historian completed and submitted the HABS Level III documents to the JPB for all seven of the historic stations. Pole placement has been designed to minimize the visual impact to historic stations and all design changes are reviewed by the Environmental Compliance Lead to ensure the mitigation measure is being implemented as the design of the project progresses.
CUL-1e: Implement specific tree mitigation considerations at two potentially historic properties and landscape recordation, as necessary.	X	X			Complete	It was determined that the project is not acquiring any ROW at either of the subject properties so all tree effects would be within the JPB ROW. Therefore, the APE does not include these two historic properties. This measure is no longer needed.

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<p>CUL-1f: Implement historic bridge and underpass design requirements.</p>	<p align="center">X</p>				<p>Ongoing</p>	<p>This measure is being implemented as described during the design process and will be incorporated into the final design. The four bridges that are included in the MMRP are rail bridges crossing over another feature. Design of the OCS system is taking into account that there are requirements that restrict the design. Thus far, the designs for Construction Segments 2 & 4 are in process and designs are not yet complete. The D-B will forward to the Architectural Historian once complete.</p>
<p>CUL-2a: Conduct an archaeological resource survey and/or monitoring of the removal of pavement or other obstructions to determine if historical resources under CEQA or unique archaeological resources under PRC 21083.2 are present.</p>	<p align="center">X</p>				<p>Ongoing</p>	<p>Periodic inspections of ground surface areas along the alignment, in conjunction with cultural monitoring as-needed of project activities in culturally sensitive areas are ongoing. The Archaeological Final Report will be provided at the conclusion of construction activities.</p>
<p>CUL-2b: Conduct exploratory trenching or coring of areas where subsurface project disturbance is planned in those areas with “high” or “very high” potential for buried site.</p>	<p align="center">X</p>				<p>Ongoing</p>	<p>Exploratory trenching and subsurface testing of all potentially culturally sensitive areas occurred prior to the initiation of construction activities in those areas. The results will be included in the Archaeological Final Report. No cultural resources requiring the development of a treatment plan were observed. A Native American monitor has been present for all exploratory trenching and subsurface testing work.</p>
<p>CUL-2c: Conduct limited subsurface testing before performing ground-disturbing work within 50 meters of a known archaeological site.</p>	<p align="center">X</p>				<p>Ongoing</p>	<p>Exploratory trenching and subsurface testing of all potentially culturally sensitive areas occurred prior to the initiation of construction activities in those areas. The results will be included in the Archaeological Final Report. No cultural resources requiring the development of a treatment plan were observed. A Native American monitor has been present for all exploratory trenching and subsurface testing work.</p>

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<p>CUL-2d: Conduct exploratory trenching or coring of areas within the three zones of special sensitivity where subsurface project disturbance is planned.</p>	X				Ongoing	<p>Exploratory trenching and subsurface testing of all potentially culturally sensitive areas occurred prior to the initiation of construction activities in those areas. The results will be included in the Archaeological Final Report. No cultural resources requiring the development of a treatment plan were observed. A Native American monitor has been present for all exploratory trenching and subsurface testing work.</p>
<p>CUL-2e: Stop work if cultural resources are encountered during ground-disturbing activities.</p>	X	X			Ongoing	<p>No prehistoric or historic-period cultural materials have been observed during cultural monitoring.</p>
<p>CUL-2f: Conduct archaeological monitoring of ground-disturbing activities in areas as determined by JPB and SHPO.</p>		X			Ongoing	<p>Cultural monitoring as-needed of project activities in culturally sensitive areas is ongoing. The Archaeological Final Report will be provided at the conclusion of construction activities.</p>
<p>CUL-3: Comply with state and county procedures for the treatment of human remains discoveries.</p>		X			Ongoing	<p>No human remains have been observed to date on the Project.</p>
<p>EMF-2: Minimize EMI effects during final design, Monitor EMI effects during testing, commission and operations, and Remediate Substantial Disruption of Sensitive Electrical Equipment.</p>	X	X	X		Ongoing	<p>The design requirements indicated in the measure are being implemented through the final design as described. Designs are submitted and reviewed/commented on by JPB. Monitoring EMI effects will occur post construction.</p>

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GEO-1: Perform a site-specific geotechnical study for traction power facilities.	X				Ongoing	The design requirements indicated in the measure are being implemented through the final design as described. Geotechnical studies and results are submitted to JPB as completed.
GEO-4a: Identification of expansive soils.	X				Ongoing	The design requirements indicated in the measure are being implemented through the final design as described. Geotechnical studies and results are submitted to JPB as completed.
GEO-4b: Mitigation of expansive soils.	X				Ongoing	The design requirements indicated in the measure are being implemented through the final design as described. Geotechnical studies and results are submitted to JPB as completed.
HAZ-2a: Conduct a Phase II Environmental Site Assessment prior to construction.	X				Complete	A Phase II Environmental Assessment was completed prior to construction by the JPB consultant, and the results were provided to BBI, and the required mitigation is being implemented prior to the initiation of construction activities.
HAZ-2b: Implement engineering controls and best management practices during construction.	X	X			Ongoing	Field activities are being monitored daily for significant color changes or odors which may indicate contamination. In addition, an assessment of two existing subsurface pipes by a certified Asbestos Consultant occurred during this reporting period, and a specification describing the methods for removal and disposal is currently in progress.
HYD-1: Implement construction dewatering treatment, if necessary.	X	X			Ongoing	Facilities & BMPs are in place to deal with this requirement should it arise in the OCS foundations.

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<p>HYD-4: Minimize floodplain impacts by minimizing new impervious areas for TPFs or relocating these facilities.</p>	<p>X</p>				<p>Ongoing</p>	<p>The design requirements indicated in the measure are being implemented through the final design as described. The TPFs in Construction Segments 2 & 4 are currently in final design and design for TPFs in Construction Segments 1 & 3 has begun. The design minimizes hardscape only to required structure foundations; yard areas are to receive a pervious material.</p>
<p>HYD-5: Provide for electrical safety at TPFs subject to periodic or potential flooding.</p>	<p>X</p>			<p>X</p>	<p>Ongoing</p>	<p>The design requirements indicated in the measure are being implemented through the final design as described. The TPFs in Construction Segments 2 & 4 are currently in final design and design for TPFs in Construction Segments 1 & 3 has begun. The design plan currently raises the TPFs above the floodplain.</p>
<p>HYD-7: Implement sea level rise vulnerability assessment and adaptation plan.</p>				<p>X</p>	<p>Ongoing</p>	<p>The JPB has initiated this measure and preparation of the sea level rise vulnerability assessment and adaptation plan is underway.</p>
<p>NOI-1a: Implement Construction Noise Control Plan.</p>	<p>X</p>	<p>X</p>			<p>Ongoing</p>	<p>The Noise and Vibration Control Plan has been submitted and is being implemented. Field activity is monitored per the Plan. If allowable noise levels are near or exceed allowable noise levels, mitigation such as blankets are used from that point forward.</p>
<p>NOI-1b: Conduct site-specific acoustical analysis of ancillary facilities based on the final mechanical equipment and site design and implement noise control treatments where required.</p>	<p>X</p>				<p>Ongoing</p>	<p>The design requirements indicated in the measure are being implemented through the final design as described. Design is still in process and a noise study is currently being performed.</p>

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NOI-2a: Implement Construction Vibration Control Plan.	X	X			Ongoing	The Noise and Vibration Control Plan has been submitted and is being implemented. Field activity is monitored per the Plan.
PSU-8a: Provide continuous coordination with all utility providers.	X	X			Ongoing	The design requirements indicated in the measure will be implemented through the final design as described. Coordination with utility providers is ongoing and there have not been any service interruptions thus far.
PSU-8b: Adjust OCS pole foundation locations.	X				Ongoing	The design requirements indicated in the measure are being implemented through the final design as described.
PSU-8c: Schedule and notify users about potential service interruptions.	X	X			Ongoing	The design requirements indicated in the measure are being implemented through the final design as described. There have not been any service interruptions thus far.
PSU-9: Require application of relevant construction mitigation measures to utility relocation and transmission line construction by others.	X	X			Ongoing	JPB has initiated coordination with PG&E regarding transmission line construction. PG&E is currently raising overcrossing lines in Segment 2.
TRA-1a: Implement Construction Road Traffic Control Plan.	X	X			Ongoing	The D-B has begun traffic control design and permit applications with cities in Segments 2 and 4. Designs have been completed and approved for all cross-over bridges in Segments 2 and 4.
TRA-1c: Implement signal optimization and roadway geometry improvements at impacted intersections for the 2020 Project Condition.	X	X			Upcoming	This measure has not started

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<p>TRA-2a: Implement construction railway disruption control plan.</p>	<p>X</p>	<p>X</p>			<p>Ongoing</p>	<p>Minimization of railway disruption is being coordinated by the Site Specific Work Plan. A Construction Railway Disruption Control Plan was prepared to document the measures that are being implemented.</p>
<p>TRA-3b: In cooperation with the City and County of San Francisco, implement surface pedestrian facility improvements to address the Proposed Project's additional pedestrian movements at and immediately adjacent to the San Francisco 4th and King Station.</p>	<p>X</p>	<p>X</p>	<p>X</p>		<p>Upcoming</p>	<p>This measure has not started.</p>
<p>TRA-4b: Continue to improve bicycle facilities at Caltrain stations and partner with bike share programs where available following guidance in Caltrain's Bicycle Access and Parking Plan.</p>				<p>X</p>	<p>Ongoing</p>	<p>The JPB adopted the Caltrain Bicycle Parking Management Plan in November 2017, and staff have been working to implement the Plan's recommendations to improve wayside bike parking facilities along the corridor. Staff have also been coordinating with local jurisdictions that have launched bikeshare pilot programs to safely site bicycles near Caltrain stations.</p>
<p>NOI-CUMUL-1: Implement a phased program to reduce cumulative train noise along the Caltrain corridor as necessary to address future cumulative noise increases over FTA thresholds</p>				<p>X</p>	<p>Upcoming</p>	<p>This measure will be implemented during project operation.</p>
<p>NOI-CUMUL-2: Conduct project-level vibration analysis for Blended System operations and implement vibration reduction measures as necessary and appropriate for the Caltrain corridor</p>				<p>X</p>	<p>In Progress</p>	<p>CHSRA is conducting this analysis as part of the EIR/EIS for the San Francisco to San Jose section.</p>

**Peninsula Corridor Electrification Project
Monthly Progress Report**

<p>TRA-CUMUL-1: Implement a phased program to provide traffic improvements to reduce traffic delays near at-grade crossings and Caltrain stations</p>				<p>X</p>	<p>Upcoming</p>	<p>This measure will be implemented during project operation.</p>
<p>TRA-CUMUL-2: Implement technical solution to allow electric trolley bus transit across 16th Street without OCS conflicts in cooperation with SFMTA.</p>	<p>X</p>				<p>Complete</p>	<p>Not applicable. SFMTA has elected to not electrify the 16th Street crossing. This measure no longer applies.</p>
<p>Mitigation Measure TRA-CUMUL-3: As warranted, Caltrain and freight operators will partner to provide Plate H clearance as feasible between San Jose and Bayshore.</p>				<p>X</p>	<p>Upcoming</p>	<p>This measure will be implemented during project operation.</p>

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: Joint Powers Board

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Derek Hansel John Funghi
Chief Financial Officer Chief Officer, Caltrain Modernization Program

SUBJECT: **APPROVING A CONTRACT WITH ALSTOM SIGNALING OPERATION LLC FOR SIGNAL SYSTEMS MODIFICATION WORK TO SUPPORT THE PENINSULA CORRIDOR ELECTRIFICATION PROJECT FOR A SUM NOT TO EXCEED \$25,800,000**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

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

1. Approve a contract with Alstom Signaling Operation L. L. C (Alstom) for the design and fabrication of modifications to the existing rail signaling system necessary to support the Peninsula Corridor Electrification System (PCEP) for a total sum not to exceed \$25,800,000; and
2. Authorize the Acting Executive Director, or designee, to execute the contract with Alstom in accordance with the negotiated terms and conditions and in a form approved by legal counsel, and to take any and all such other actions necessary to give effect to this Resolution.

SIGNIFICANCE

Approval of the contract with Alstom will enable the Caltrain PCEP team to work directly with the contractor responsible for the design and fabrication of vital signal systems modification work, including grade crossings, necessary to complete the PCEP (Signal Systems Work), which will hasten the completion of this critical work. These modifications must be made to the existing rail signaling system once the system is energized in order to be compatible with 25 kV AC 60 Hz electrification track circuits. Because Alstom is the legacy manufacturer of Caltrain's existing rail system requiring modification to accommodate electrification, Alstom is the only firm that can perform this Signal System Work and as such, the JPB has negotiated this contract with Alstom on a single source basis. The PCEP Change Management Board has approved of this direct contract with Alstom.

BUDGET IMPACT

The Alstom contract will require the use of \$10.2 million of unallocated contingency from the PCEP budget. The remainder, \$15.6 million, of the \$25.8 million not-to-exceed contract will be a reassignment of funds currently included in the Balfour Beatty Infrastructure, Inc. (BBII) design build contract.

BACKGROUND

The Signal Systems Work was included in the prime PCEP Design Build Contract with BBII executed in 2016. BBII initially contracted this Work to its subcontractor, Modern Railway Systems (MRS), who, in turn, contracted the Work to the signal designer and equipment manufacturer, Alstom, which firm, as referenced above, constitutes Caltrain's legacy signal system manufacturer.

Commercial disputes among the JPB, BBII and its subcontractors, focused on the cost responsibility for the required signal system modifications, have detrimentally affected the progress of the Signal System Work, and negotiations among the respective parties have been unsuccessful in resolving these disputes. The Signal System Work has advanced at a slow pace and BBII projects that the Signal System Work will be completed in late 2024, 2 years after completion of the PCEP infrastructure.

The JPB is continuing difficult negotiations with BBI, but in parallel is pursuing the removal of the Signal System Work to enable its completion earlier than BBII's projected completion date. To this end, MRS has agreed to assign their contract with Alstom directly to the JPB. Because Alstom is the JPB's legacy system manufacturer, the JPB has negotiated the terms and conditions of a direct contract with Alstom on a single source basis.

Alstom has agreed to complete the system modification design and fabrication by February 2023.

Prepared by: John Funghi
Chief Officer, Caltrain Modernization

650.295.6882

RESOLUTION NO. 2021 –

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

*** * ***

**APPROVING A CONTRACT WITH ALSTOM SIGNALING OPERATION LLC FOR SIGNAL
SYSTEMS MODIFICATION WORK FOR THE PENINSULA CORRIDOR ELECTRIFICATION
PROJECT
FOR A SUM NOT-TO-EXCEED AMOUNT OF \$25,800,000**

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

WHEREAS, PCEP requires modifications to the existing rail signaling system, including grade crossings, once the system is energized in order to be compatible with 25-kilovolt alternating current 60-hertz electrification track circuits (Signal Systems Work); and

WHEREAS, the Signal System Work was included in the prime PCEP Design-Build (DB) contract with Balfour Beatty Infrastructure, Inc. (BBII) executed in 2016 pursuant to Resolution No. 2016-35, who contracted the Work to its subcontractor, Modern Railway Systems (MRS), who, in turn, contracted the Work to the signal designer and equipment manufacturer, Alstom Signaling Operation LLC (Alstom), who is the legacy signal system manufacturer currently in use for the Caltrain Signal System; and

WHEREAS, commercial disputes among the Peninsula Corridor Joint Powers Board (JPB), BBII and its subcontractors, focused on the cost responsibility for the required Signal System Work, have detrimentally affected the progress of this Work, and

negotiations among the respective parties have been unsuccessful in resolving these disputes to date; and

WHEREAS, the Signal System Work has advanced at a slow pace, and BBII projects that this Work will be completed in late 2024, 2 years after completion of the PCEP infrastructure; and

WHEREAS, for the purpose of securing completion of this Signal System Work earlier than BBII's projected completion date, MRS has agreed to assign their contract with Alstom to the JPB; and

WHEREAS, because Alstom is the JPB's legacy signal system equipment manufacturer, the JPB has negotiated the terms and conditions of a direct contract with Alstom for the Signal System Work on a single source basis; and

WHEREAS, Alstom has agreed to complete the design and fabrication of the Signal System Work by February 2023; and

WHEREAS, of the **\$25.8 Million required for** the Alstom contract, \$10.2 million will come from unallocated contingency in the PCEP budget, and the remaining \$15.6 million will come from a reassignment of funds currently included within the BBII PCEP DB contract budget; and

WHEREAS, the PCEP Change Management Board has approved this transaction.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby approves a contract for the Signal Systems Work to support the Peninsula Corridor Electrification Project with Alstom Signaling Operation LLC, for a total not-to-exceed amount of \$25,800,000; and

BE IT FURTHER RESOLVED the Acting Executive Director, or designee, is authorized to execute a contract on behalf of the JPB with Alstom, in full conformity with all the

negotiated terms and conditions and in a form approved by legal counsel and to take any and all such other actions necessary to give effect to this Resolution.

Regularly passed and adopted this 1st day of July, 2021 by the following vote:

AYES:

NOES:

ABSENT:

Chair, Peninsula Corridor Joint Powers Board

ATTEST:

JPB Secretary

**PENINSULA CORRIDOR JOINT POWERS BOARD
STAFF REPORT**

TO: Joint Powers Board

THROUGH: Michelle Bouchard
Acting Executive Director

FROM: Derek Hansel
Chief Financial Officer

SUBJECT: **CONDITIONALLY AUTHORIZING INCREASES OF \$20,000,000 TO SOUTH SAN FRANCISCO STATION IMPROVEMENT CONTRACT, AND \$25,000,000 TO BOTH THE PROJECT BUDGET AND THE FISCAL YEAR 2022 CAPITAL BUDGET**

Finance Committee Recommendation Work Program-Legislative-Planning Committee Recommendation Staff Coordinating Council Reviewed Staff Coordinating Council Recommendation

ACTION

Staff recommends the Board:

1. Approve an increase in the amount of the Peninsula Corridor Joint Powers Board (JPB) contract (Contract) with Proven Management, Inc. (PMI) for the South San Francisco Station Improvement Project (Project) by \$20,000,000, resulting in total Contract authority of \$60,212,449, inclusive of Contract change order authority of \$28,034,672;
2. Authorize amendment of the related Memorandum of Understanding with the City of South San Francisco (City) and the San Mateo County Transportation Authority (TA) to provide an additional \$25,000,000 for the Project; and
3. Increase the Project budget by \$25,000,000, from \$71,600,000 to \$96,600,000, and amend the Fiscal Year (FY) 2022 Capital Budget by \$25,000,000, from \$39,209,919 to \$64,209,919; and
4. Authorize the Acting Executive Director or designee to execute any necessary agreements or amendments, and take any additional actions necessary, to give effect to this resolution.

Staff further recommends that the above actions be conditioned upon, and limited by, Project funding decisions made by the City Council of the City of South San Francisco and the Board of Directors of the TA on June 23 and July 1, 2021, respectively, such that the increases to the Contract amount, Project budget, and Capital Budget are capped at the amounts committed by the TA and City.

SIGNIFICANCE

The South San Francisco station is one of three remaining Caltrain stations, along with Broadway and College Park, that is subject to a safety precaution and operational constraint known as the "hold-out rule." Because the platform configurations require passengers to cross train tracks to board their trains, a train approaching the station must "hold out" if another train is in the station, and cannot enter the station until it is clear. The hold-out rule at the South San Francisco station can be eliminated with the construction of a wider platform that meets current Caltrain standards, and construction of an underpass that would connect Caltrain users to the center platform. The Project will also serve as an important component of the City's plans for downtown mixed-use development.

The Project cost was originally estimated in 2015 at \$55.0 million and was funded with a combination of TA Measure A program funds (\$49,100,000) and local funds from the City (\$5,900,000).

At the TA's April 2017 Board meeting, it redirected \$38,827,600 of the Measure A funds from the Project to the Peninsula Corridor Electrification Project (PCEP) as part of a funding exchange that also replaced the redirected Measure A funds with Federal Transit Administration (FTA) Section 5337 Program funds. This left a balance of \$10,272,400 of Measure A funds for the Project. This change was necessitated by conditions placed on PCEP by the FTA and was approved by both the FTA and the Metropolitan Transportation Commission.

In 2018, the Project budget was increased by \$4,100,000 due to negotiations concerning a Union Pacific Railroad (UPRR) rail yard within the Project limits and new scope added by the City. The \$4,100,000 increase was funded by \$1,300,000 in UPRR funds and \$2,800,000 in City funds.

In December 2019, due to utility relocation and permit delays, the Project budget increased by \$12,500,000 with a total anticipated cost to complete the Project of \$71,600,000. The additional funding was comprised of \$11,300,000 in TA Measure A funds and a City contribution of \$1,200,000. Relatedly, the JPB increased the Executive Director's Contract authority by \$1,413,894, resulting in total Contract authority of \$40,212,449.

Since December 2019, the Project has run into additional challenges related to COVID-19, utilities, and contaminated soils, further delaying the work completion date to Fall of 2021.

In April 2021, with a commitment to return to the Board of Directors (Board) with its findings, the Project team began to evaluate the impacts of these challenges on the Project total cost, schedule to complete, and funding. Based on this evaluation, the Project team has determined that the current Project budget and Contract limits are not sufficient to complete the Project. Staff now seeks a Contract increase of \$20,000,000 and a Project budget increase of \$25,000,000 to facilitate Project completion later this year. The Project team further anticipates that it may return to the Board at Project completion with a final request for action to address any negotiated change orders or additional costs.

The following table shows funding currently secured for the Project's construction phase, along with the additional funding requested. The additional funding request of \$25,000,000 is being considered by both the City and the TA; the TA Board will meet on the

evening of July 1, after the JPB Board is asked to take action. The Project funding chart will be updated to reflect City and TA contributions following their respective governing board actions.

Funding Source	Current Project Budget	Additional Funding Request	Revised Project Budget
Local Funds:			
TA Measure A Caltrain Category	\$21,572,400		
City of South San Francisco	\$9,900,000		
TA and City of South San Francisco		\$25,000,000 (cumulative)	\$56,472,400, pending TA and City actions
FTA Section 5337 Program	\$38,827,600	\$0	\$38,827,600
UPRR	\$1,300,000	\$0	\$1,300,000
Total	\$71,600,000	\$25,000,000	\$96,600,000, pending TA and City actions

BUDGET IMPACT

The initial Project budget was set in FY2015 at \$55,000,000. Subsequent increases were approved by the Board in FY2016, FY2018, FY2019. Most recently, in FY2020, the Project budget was increased from \$64,500,000 to \$71,600,000. Assuming TA and City action to contribute an additional \$25,000,000, the new Project budget will be \$96,600,000. This will require the JPB to increase the FY2022 Capital Budget by \$25,000,000, from \$39,209,919 to \$64,209,919, as reflected in Attachment B.

BACKGROUND

This Project has had several challenges due to decisions and assumptions that were made to expedite the advertisement of the Project: inclement weather delays impacting gas line relocation; unavailability of PG&E utility relocation subcontractors due to PG&E's bankruptcy filing; additional costs for removing contaminated soils; and changes to materials and labor market conditions. In addition, the Project has required sequential, instead of concurrent, PG&E and Cal Water utility relocations due to work crew space limitations.

Due to coordination issues related to the timing of the PCEP, the advertisement of this Project was expedited and a construction contract was awarded in August 2017.

Significant assumptions were made at that time related to requirements for receipt of an Encroachment Permit. First, the Encroachment Permit could not be issued without Right of Way (ROW) Certification by Caltrans. A ROW Certification for the Project had been issued in 2008, and the Project Management Team at the time assumed that this ROW Certification would require minimal updating; however, Caltrans required a new Certification. Second, the Encroachment Permit issuance also required the City to obtain an Air Space Lease. The unanticipated time required for receipt of the new ROW Certification and the Air Space Lease led to Project delays and cost increases.

The above items were resolved and the contractor resumed work in the fall 2019. Additional utility conflicts, shoring, COVID-19, and contaminated soil challenges further delayed the work from an expected completion date of November 2020 to fall 2021, resulting in increased Project costs.

Prepared By: Jonathan Tillman
Director, Capital Program Management

650.350.0739

RESOLUTION NO. 2021 –

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

*** * ***

CONDITIONALLY AUTHORIZING INCREASES OF \$20,000,000 TO SOUTH SAN FRANCISCO STATION IMPROVEMENT CONTRACT, AND \$25,000,000 TO BOTH THE PROJECT BUDGET AND THE FISCAL YEAR 2022 CAPITAL BUDGET

WHEREAS, on December 9, 2015, the City of South San Francisco (City), the Peninsula Corridor Joint Powers Board (JPB), and the San Mateo County Transportation Authority (TA) entered into a cooperative agreement under which the JPB is undertaking the design and construction of the South San Francisco Station Improvement Project (Project), which includes an extension and reconfiguration of the station platforms and facilities, construction of a new center platform and a new pedestrian and bicycle undercrossing to eliminate the "hold-out rule," a new shuttle pick-up area and a new pedestrian and bicycle tunnel entry plaza, all at an estimated Project cost of \$55,000,000; and

WHEREAS, on August 3, 2017, pursuant to Resolution No. 2017-42, the JPB awarded a contract to Proven Management, Inc. (Contract) to perform construction for the Project, in an amount not to exceed \$32,177,777; and;

WHEREAS, in 2018, the Project budget was increased by \$4,100,000 due to negotiations concerning a Union Pacific Railroad rail yard within the Project limits and new scope added by the City; and

WHEREAS, on December 5, 2019, as a result of utility relocation and permit delays, pursuant to Resolution No. 2019-46, the Board of Directors approved a new Project cost of \$71,600,000 and authorized a new total Contract amount of \$40,212,449; and

WHEREAS, since that time, Project completion has been delayed to Fall of 2021 due to additional challenges related to COVID-19, utilities, and contaminated soils, further increasing both the anticipated Project cost and Contract amount; and

WHEREAS, staff has requested that the Project funding partners contribute a combined \$25,000,000 to fund a new estimated Project cost of \$96,600,000; and

WHEREAS, staff recommends that the Board of Directors take the following actions:

1. Approve an increase in the amount of the Contract with Proven Management, Inc. for the Project by \$20,000,000, resulting in total Contract authority of \$60,212,449, inclusive of Contract change order authority of \$28,034,672;
2. Authorize amendment of the related Memorandum of Understanding with the City and the TA to provide an additional \$25,000,000 for the Project; and
3. Increase the Project budget by \$25,000,000, from \$71,600,000 to \$96,600,000, and amend the Fiscal Year 2022 Capital Budget by \$25,000,000, from \$39,209,919 to \$64,209,919, as shown in Attachment B; and
4. Authorize the Acting Executive Director or designee to execute any necessary agreements or amendments, and take any additional actions necessary, to give effect to this resolution; and

WHEREAS, staff further recommends that the above-enumerated actions be conditioned upon, and limited by, Project funding decisions made by the City Council of the City of South San Francisco and the Board of Directors of the TA on June 23 and

July 1, 2021, respectively, such that the increases to the Contract amount, Project budget and Capital Budget are capped at the amounts committed by the TA and City.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Peninsula Corridor Joint Powers Board hereby takes the actions enumerated above, with such action conditioned upon, and limited by, Project funding decisions made by the City Council of the City of South San Francisco and the Board of Directors of the TA on June 23 and July 1, 2021, respectively.

Regularly passed and adopted this 1st day of July, 2021 by the following vote:

AYES:

NOES:

ABSENT:

Chair, Peninsula Corridor Joint Powers Board

ATTEST:

JPB Secretary



FY2022 CAPITAL BUDGET

Attachment B
Amendment 1
July 2021

Item #	PROJECT NAME	PRIOR YEARS APPROVED	AMENDED FY2022 CAPITAL BUDGET	Federal Funds	STA SOGR Funds	Measure RR	Others	AMENDED FY2022 CAPITAL BUDGET
i. STATE OF GOOD REPAIR								
Bridges								
1	Guadalupe River Bridge Replacement and Extension	12,400,000	1,989,000	1,591,200	397,800	-	-	1,989,000
			1,989,000	1,591,200	397,800	-	-	1,989,000
Right of Way								
2	Track SOGR	11,220,000	5,437,771	4,350,217	1,087,554	-	-	5,437,771
3	Right of Way Fencing	585,000	156,000	-	-	156,000	-	156,000
			5,593,771	4,350,217	1,087,554	156,000	-	5,593,771
Signal & Communications								
4	Communications SOGR	2,000,000	416,000	332,800	5,667	77,533	-	416,000
5	Fiber Optics SOGR	1,000,000	572,000	457,600	-	114,400	-	572,000
6	Signal SOGR	-	1,248,000	998,400	-	249,600	-	1,248,000
7	Migration To Digital Voice Radio System	700,000	832,000	665,600	-	166,400	-	832,000
			3,068,000	2,454,400	5,667	607,933	-	3,068,000
Rolling Stock								
			-	-	-	-	-	-
Facilities & Intermodal Access								
8	Stations SOGR	1,500,000	208,000	-	-	208,000	-	208,000
9	Historic Stations SOGR	-	1,352,000	-	-	1,352,000	-	1,352,000
29	South San Francisco Station Improvement ³	71,600,000	25,000,000	-	-	-	25,000,000	25,000,000
			26,560,000	-	-	1,560,000	25,000,000	26,560,000
	Total SOGR		37,210,771	8,395,817	1,491,021	2,323,933		37,210,771
ii. LEGAL MANDATES AND ELECTRIFIED SERVICE RAIL PROGRAM INTEGRATION								
10	Rail Program Integration and Transition	-	4,658,148	-	-	4,658,148	-	4,658,148
11	Hayward Park Remediation	-	51,000	-	-	51,000	-	51,000
			4,709,148	-	-	4,709,148	-	4,709,148
iii. OPERATIONAL IMPROVEMENTS/ENHANCEMENTS								
12	PADS Replacement	-	1,040,000	-	-	1,040,000	-	1,040,000
13	Grade Crossing Improvements Construction	500,000	1,040,000	-	-	1,040,000	-	1,040,000
14	Caltrain VoIP	-	520,000	-	-	520,000	-	520,000
15	TVM Upgrade Phase 5	2,795,000	1,040,000	832,000	-	208,000	-	1,040,000
16	Caltrain Fiber Connectivity to Caltrain Stations and Digital Voice Base Station	-	624,000	-	-	624,000	-	624,000
17	Next Gen Clipper Validators Site Prep	2,500,000	1,560,000	1,248,000	-	312,000	-	1,560,000
18	Mountain View Transit Center Grade Separation and Access Project ¹	-	11,200,000	-	-	-	11,200,000	11,200,000
			17,024,000	2,080,000	-	3,744,000	11,200,000	17,024,000
iv. PLANNING/STUDIES								
19	Operations, Access and Customer Interface Planning	-	260,000	-	-	260,000	-	260,000
20	Business Strategy and Policy Development	-	780,000	-	-	780,000	-	780,000
21	Electrification Expansion and Integration - Preliminary Planning	-	520,000	-	-	520,000	-	520,000
22	Capital Planning Technical Support	-	286,000	-	-	286,000	-	286,000
23	Transit-oriented Development Studies	-	1,040,000	-	-	1,040,000	-	1,040,000
24	Diridon Integrated Station Concept Plan (DISC) ²	-	720,000	-	-	-	720,000	720,000
			3,606,000	-	-	2,886,000	720,000	3,606,000
iv. CAPITAL CONTINGENCY FUNDS								
25	Capital Contingency Funds - Engineering	-	330,000	-	-	330,000	-	330,000
26	Capital Contingency Funds - Rail	-	660,000	-	-	660,000	-	660,000
27	Capital Project Development	-	335,000	-	-	335,000	-	335,000
28	Capital Program Management	-	335,000	-	-	335,000	-	335,000
		106,800,000	1,660,000	-	-	1,660,000	-	1,660,000
			64,209,919	10,475,817	1,491,021	15,323,081	11,920,000	64,209,919

¹ \$10.0 million from Santa Clara Valley Transportation Authority (VTA) per Reso 2020-39 and \$1.2 million from the City of Mountain View

² City of San Jose

³ San Mateo County Transportation Authority (TA) and City of South San Francisco