

Metropolitan Transportation Commission Programming and Allocations Committee

June 8, 2016

Agenda Item 3a

MTC Resolution Nos. 3915, Revised, 4137, Revised, 4212, Revised, 4241 and 4243

Subject: Peninsula Corridor Electrification Project Memorandum of Understanding and Funding Plan.

Background: This item proposes to update the funding plan for the Peninsula Corridor Electrification Project (PCEP), with certain conditions, by:

- 1) Authorizing the Executive Director to execute a Seven-Party Supplement to the 2012 Memorandum of Understanding regarding the High Speed Rail Early Investment Strategy for the Peninsula Corridor;
- 2) Programming and allocating \$8.4 million of RM1 West Bay Rail Reserve funds to PCEP;
- 3) Allocating \$11 million of RM1 West Bay Rail Reserve funds and \$20 million of RM2 funds, which were previously programmed to PCEP; and
- 4) Revising the FY2015-16 Transit Capital Priorities program to program \$22.6 million of FTA formula funds to Caltrain's Railcar Replacement project, and \$12.6 million to Caltrain fixed guideway rehabilitation projects.

Background

In 2012 the Commission adopted MTC Resolution No. 4056, which approved a nine-party Memorandum of Understanding (Nine-Party MOU) among MTC, the California High Speed Rail Authority (CHSRA), the Peninsula Corridor Joint Powers Board (PCJPB), the San Francisco County Transportation Authority, the San Mateo County Transportation Authority, VTA, the City of San Jose, the City and County of San Francisco, and the Transbay Joint Powers Authority, for a High Speed Rail Early Investment Strategy for a blended system in the Peninsula Corridor. The Nine-Party MOU established a funding plan for two related projects required to electrify Caltrain service and lay the groundwork for High Speed Rail on the Peninsula: The Peninsula Corridor Electrification Project (PCEP), including the procurement of electric railcars known as electric multiple units (EMUs), with a projected cost of \$1.2 billion, and Positive Train Control, also known as "CBOSS," with a projected cost of \$231 million, for a total of \$1.4 billion. The Nine-Party MOU funding strategy is included as Exhibit B to Attachment A to MTC Resolution No. 4241.

Proposed MOU Updates

After the adoption of the Nine-Party MOU, the PCJPB requested to remove from the funding plan \$125 million in FTA funds committed by MTC, and redirect the FTA funds to infrastructure rehabilitation projects, which the funds would otherwise be used for under MTC's Transit Capital Priorities programming policy. The Nine-Party MOU allows for revising the funding plan if substitute funding sources can be identified.

In addition, based on revised cost estimates and bids received for the electrification and EMU contracts, PCJPB has revised the projected cost for PCEP to nearly \$2.0 billion, including a 20% contingency required by FTA, an increase of \$755 million. The cost estimate for Positive Train Control in the Nine-Party MOU is not being revised at this time, although it is our understanding that costs may exceed the \$231 million estimate for this ongoing work.

Staff from MTC, PCJPB and the other parties to the Nine-Party MOU have been meeting for many months to develop options for limiting the costs increases for PCEP and revisions to the funding plan to cover the remaining increases, as well as to replace the \$125 million of FTA funds. The result of this process is a Seven-Party Supplement to the Nine-Party MOU, which commits or anticipates an additional \$877 million for PCEP:

- \$647 million in FTA Core Capacity discretionary funds, for which PCJPB has applied;
- \$113 million additional funding from CHSRA;
- \$69 million in additional contributions from PCJPA member agencies;
- \$20 million in state Transit & Intercity Capital Rail (Cap and Trade) funds, part of a \$225 million application submitted by PCJPB;
- \$20 million in RM2 bridge tolls from MTC, which were previously programmed by the Commission; and
- \$8.4 million in RM1 bridge tolls from MTC, which would be programmed as part of this item.

The overall project funding plan is shown in Attachment A.

The Seven-Party Supplement has been approved by the PCJPB board, and is scheduled for approval by the boards of the other parties (all of the parties to the Nine-Party MOU except City of San Jose and TJPA) before the end of June, except for CHSRA, which is scheduled to take up the agreement in August. The PCJPB hopes to award the two PCEP contracts (line work and electric railcars) in July, with at least a limited notice to proceed with design work for both contractors. The Seven-Party Supplement is included as Attachment A to MTC Resolution No. 4241, with the revised funding plan summarized in Exhibit B.

Funding Requests

PCJPB staff has developed cash flow projections for completing PCEP, and, in order to meet projected cash flow needs, has requested that MTC take the actions listed below, with which MTC staff concurs:

- Program \$22.6 million in FTA funds for the EMUs, part of a \$315 million commitment by MTC in the original Nine-Party MOU funding plan. The TCP program had reserved funds in anticipation of this need in FY2016, so can accommodate this request without reducing funds for other projects.
- Program \$12.6 million for Caltrain infrastructure rehabilitation projects, part of the \$125 million in FTA funds removed from the PCEP funding plan by the Seven-Party Supplement;
- Allocate the \$11 million in RM1 bridge toll funds that were part of MTC's commitment in the original Nine-Party MOU funding plan;
- Allocate the additional \$8.4 million in RM1 funds and \$20 million in RM2 funds that are proposed as additional MTC contributions to PCEP in the Seven-Party Supplement.

The allocation of all of the bridge toll funds is proposed to be conditioned on approval of the Initial Project Report (IPR) by the Caltrain Board, and execution of a funding agreement between MTC and PCJPB.

Issues:

1. Uncertainty of total project cost. PCJPB staff is currently evaluating bids for the electrification work and EMUs, and will negotiate contract amounts with the selected bidders before the contracts are awarded this summer. PCJPB staff anticipates that the total cost of the contracts and related soft costs will not exceed the \$2 billion projection, which includes a 20% contingency.
2. Uncertainty of FTA Core Capacity funds. The PCJPB has applied for \$647 million from FTA's Core Capacity program (an element of the Capital Investment Grants or "New Starts" program). The PCEP project received an allocation of \$73 million in Core Capacity funds in FY2015-16, and another \$100 million is included in the FY2016-17 House appropriations bill that is currently working through Congress. However, the total amount of Core Capacity funds available to the project will not be known until FTA awards a Full Funding Grant Agreement, which could be in the closing days of the Obama Administration in late 2016.
3. Uncertainty of Cap and Trade funds. The PCJPB has applied for \$225 million from the Transit Capital and Intercity Rail Program (TIRCP), including \$100 million for PCEP and \$125 million for additional EMUs beyond the 98 included in the PCEP project budget. The revised PCEP funding plan established by the Seven-Party Supplement counts on only \$20 million from TIRCP, assuming the full \$647 million in Core Capacity funds is awarded by FTA. If FTA awards less than \$647 million, additional TIRCP or other funds could make up

the difference, but the amount of TIRCP funds will not be known until CalSTA makes project selections in August 2016.

4. Condition on future programming of FTA funds for infrastructure rehabilitation projects. PCJPB has requested that MTC program \$12.6 million of FTA formula funds for infrastructure rehabilitation projects in a revision to the FY2015-16 Transit Capital Priorities (TCP) program, which was adopted by the Commission in January 2016, and another \$12.6 million in the FY2016-17 TCP program, which is scheduled for Commission adoption in January 2017. These requests are from the \$125 million of FTA formula funds that were committed to PCEP in the Nine-Party MOU, and would be removed from the funding plan by the Seven-Party Supplement. The requests to program the funds for rehabilitation projects are consistent with the Commission's TCP programming policy. However, given the uncertainty of the total PCEP costs, as well as the level of funding from FTA Core Capacity and TIRCP, staff is concerned that some portion of the \$125 million may ultimately be required to complete the funding for PCEP.

Therefore staff recommends programming the \$12.6 million requested in the FY2015-16 TCP program as part of this item, but not to program the FY2016-17 funds at this time, pending an assessment of whether sufficient FTA Core Capacity, TIRCP or other funds have been awarded to substantially complete the PCEP funding plan. By the time the FY2016-17 TCP program is presented to the Commission for approval next winter, project costs and funding levels should be known with greater certainty. The 2015-16 funds will be added to the Transportation Improvement Program (TIP) in a subsequent action, likely in July.

5. Caltrain Right-of-Way Repayment. A 2007 agreement between MTC, SamTrans, VTA and SFMTA to reimburse SamTrans for funds it advanced to acquire the Caltrain right-of-way (ROW) included \$43 million from MTC (MTC Resolution No. 3147). MTC previously programmed \$23.7 million in STP/CMAQ and state "spillover" funds against this commitment, leaving a remaining obligation of \$19.3 million. The proposed resolution authorizing the Executive Director to execute the Seven-Party Supplement specifies that the \$28.4 million in RM1 and RM2 bridge toll funds committed to PCEP by the Seven-Party Supplement satisfies MTC's remaining ROW repayment obligation.

Recommendation: Refer Resolution Nos. 3915, Revised, 4137, Revised, 4212, Revised, 4241 and 4243 to the Commission for approval.

Attachments: Attachment A – Summary Funding Plan

MTC Resolution Nos. 3915, Revised, 4137, Revised, 4212, Revised, 4241
and 4243.

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Attachment A - SUMMARY FUNDING PLAN FOR PENINSULA CORRIDOR ELECTRIFICATION
(\$ millions)

	9-Party MOU Funding Strategy	Changes in the 7-Party Supplemental MOU	Revised Funding Strategy
Projected Costs			
PCEP	1,225	755	1,980
CBOSS	231		231
Total	1,456	755	2,211
Funding Sources			
JPB Partner Contributions	180	60	240
<i>San Mateo</i>	60	20	80
VTA	60	20	80
<i>San Francisco</i>	60	20	80
JPB Local (Caltrain)	11	9	20
Caltrain PTC	4		4
Subtotal Local	195	69	264
Prop 1A Connectivity	106		106
Prop 1A HSRA	600		600
HSRA Cap and Trade/Other		113	113
Cap & Trade TIRCP		20	20
Prop 1B Caltrain	24		24
Subtotal State	730	133	863
FRA	17		17
FTA Prior Obligations	46		46
FTA Current/Future Formula Funds	440	(125)	315
FTA Core Capacity	-	647	647
Subtotal Federal	503	522	1,025
MTC Bridge Tolls	11	28	39
BAAQMD Carl Moyer	20		20
Subtotal Regional	31	28	59
Total	1,459	752	2,211

Date: June 24, 2009
W.I.: 1514
Referred by: PAC
Revised: 01/23/13-C
07/24/13-C
06/22/16-C

ABSTRACT

Resolution No. 3915

This resolution allocates Regional Measure 1 (RM1) Rail Extension Reserves (West) to eligible projects.

This resolution includes the following attachments:

Attachment A – Allocation of Bridge Toll Revenues

This resolution was revised on January 23, 2013 to allocate \$47.8 million to TJPA in order to certify their upcoming Structural Steel Superstructure construction contract, as well as ancillary logistics contracts.

This resolution was revised on July 24, 2013 to revise allocation conditions for the \$47.8 million in RM1 funds previously allocated to the Transbay Joint Powers Authority, to reflect updates in the project budget and structural steel bids as follows: a) Remove the condition stating that “Once the land sales revenues are available in Spring 2013, MTC will rescind the remaining RM1 funds from this allocation so that they may be used for future elements of this project”; and, b) Add a condition stating that “Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and TJPA for the RM1 Bridge Toll funds.”

This resolution was revised on June 22, 2016 to allocate \$19,430,000 to Caltrain for the Caltrain Electrification project.

Further discussion of this allocation is contained in the Programming and Allocations Summary Sheets dated June 10, 2009, January 9, 2013, and June 8, 2016, and in the memorandum to the Commission dated July 17, 2013.

Date: June 24, 2009
W.I.: 1514
Referred by: PAC

RE: Allocation of Regional Measure 1 (RM1) Rail Extension Reserves (West)

METROPOLITAN TRANSPORTATION COMMISSION
RESOLUTION NO. 3915

WHEREAS, the Metropolitan Transportation Commission (MTC) is the regional transportation planning agency for the San Francisco Bay Area pursuant to Government Code §66500 et seq.; and

WHEREAS, MTC is responsible for the allocation of certain bridge toll revenues, to wit:

(1) Pursuant to Streets and Highways Code §30892, after deduction for MTC's administrative costs, MTC shall allocate toll bridge net revenues to public entities operating public transportation systems and to the California Department of Transportation (Caltrans) to achieve MTC's capital planning objectives in the vicinity of toll bridges as set forth in its adopted Regional Transportation Plan (RTP) ("Net Revenues"); and

(2) Streets and Highways Code §30914(a)(4), provides that 90 percent of the revenues derived from the toll increase for Class 1 vehicles on the San Francisco-Oakland Bay Bridge, authorized by Sections 30916 and 30917, shall be used exclusively for rail transit capital improvements ("90% Rail Extension Reserves") consistent with Section 30919(b); and

(3) Streets and Highways Code §30919(b) provides that the revenues expended pursuant to 30914(a)(4) shall be expended on rail extension and improvement projects designed to reduce vehicular traffic congestion on the San Francisco-Oakland bay Bridge. Seventy percent of the revenues shall be expended on rail extensions and improvement projects in the Counties of Alameda and Contra Costa, including, but not limited to, extending the regional rail system in the Concord-Antioch, Fremont-San Jose, and the Bayfair-Livermore rail transit corridors ("90% Rail Extension Reserves East"). The remaining 30 percent shall be expended on rail extensions and improvement projects in the City and County of San Francisco and the Counties of San Mateo and Santa Clara ("90% Rail Extension Reserves West").

WHEREAS, eligible claimants have submitted an application to MTC for an allocation of certain bridge toll revenues for the projects and purposes set forth in Attachment A to this resolution, attached hereto and incorporated herein as though set forth at length; and

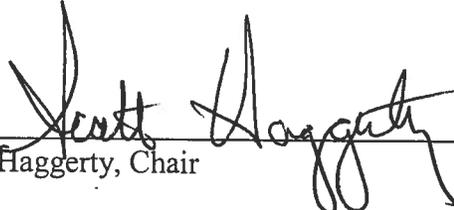
WHEREAS, claimants have certified that the projects and purposes set forth in Attachment A are in compliance with the requirements of the California Environmental Quality Act (Public Resources Code §21000 et seq.) and the State EIR Guidelines (14 Cal. Code Regs. §15000 et seq.); now, therefore, be it

RESOLVED, that MTC finds that claimants' projects and purposes are in conformance with MTC's Regional Transportation Plan, MTC's bridge toll revenue allocation policies, and MTC's capital planning and ferry system objectives; and, be it further

RESOLVED, that MTC approves the allocation of Regional Measure 1 (RM1) 90% Rail Extension Reserves West Bridge Toll Revenues to claimants, in the amounts, for the purposes, and subject to the conditions listed on Attachment A to this resolution; and be it further

RESOLVED, that should the allocation of RM1 Rail Extension Reserve Bridge Toll Revenues be conditioned on the execution of a funding agreement, that the Executive Director or his designee is authorized to negotiate and enter into a funding agreement with claimant that includes the provisions contained in Attachment A.

METROPOLITAN TRANSPORTATION COMMISSION



Scott Haggerty, Chair

The above resolution was entered into by the Metropolitan Transportation Commission at a regular meeting of the Commission held in Oakland, California, on June 24, 2009.

Date: June 24, 2009
W.I.: 1514
Referred by: PAC
Revised: 01/23/13-C
07/24/13-C
06/22/16-C

Attachment A
Resolution No. 3915
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ALLOCATION OF REGIONAL MEASURE 1 (RM1) 90% RAIL EXTENSION RESERVES WEST REVENUES

Allocation Authorization: S&H § 30919(b)

Alloc. #	Fund Reserve	Fiscal Year	Claimant	Project Description	Allocation Amount	Date of MTC Approval	Allocation Conditions
01	Regional Measure 1 (RM1) 90% Rail Extension Reserves West	2008-09	TJPA	Transbay Terminal/ Downtown Caltrain Extension – PMPC Services (Phase: PS&E)	\$5,200,000	06/24/2009	<ol style="list-style-type: none"> 1. Allocation and disbursement is contingent upon the TJPA board approving the Initial Project Report and the corresponding resolution of project compliance. 2. In the resolution of project compliance TJPA shall agree: (1) to complete the project described in its updated Initial Project Report, through its contractor; and (2) to comply with all provisions of MTC Resolution No. 3636, Revised and that any RM1 funds received under this allocation be subject to MTC Resolution No. 3636, Revised.

Alloc. #	Fund Reserve	Fiscal Year	Claimant	Project Description	Allocation Amount	Date of MTC Approval	Allocation Conditions
2	Regional Measure 1 (RM1) 90% Rail Extension Reserves West	2012-13	TJPA	Transbay Terminal/ Downtown Caltrain Extension – certification of Structural Steel Superstructure construction contract and ancillary logistics contracts. (Phase: CON)	47,800,000	01/23/2013	<p>Scope of Work: This allocation will be used towards a portion of the upcoming Structural Steel Superstructure contracts, as well as ancillary logistics contracts (i.e: temporary power, site maintenance, traffic control and personnel/material hoists).</p> <p>TJPA plans to use these bridge toll funds to issue some of the first NTPs over the course of the first year of the package, which will cover preconstruction work, the production of shop drawings, and initial material procurement. The allocation of funds is conditioned on the following:</p> <p>a) Approval of the Initial Project Report (IPR) package by the TJPA board.</p> <p>b) Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and TJPA for the RM1 Bridge Toll funds. Such agreement shall include the following provisions:</p> <p>TJPA agrees to comply with the provisions of MTC Resolution No. 3636, Revised and that any RM1 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise stated in the agreement.</p>

Alloc. #	Fund Reserve	Fiscal Year	Claimant	Project Description	Allocation Amount	Date of MTC Approval	Allocation Conditions
3	Regional Measure 1 (RM1) 90% Rail Extension Reserves West	2015-16	Caltrain	Caltrain Electrification	\$19,430,000	06/22/2016	<p>Scope of Work: This allocation will be used for construction on the Peninsula Corridor Electrification Project.</p> <p>The allocation of these funds is conditioned on the following:</p> <ul style="list-style-type: none"> a) Approval of the Initial Project Report (IPR) package by the Peninsula Corridor Joint Powers Board. b) Allocation and disbursement is contingent upon the execution of a funding agreement between MTC and Caltrain for the RM1 Bridge Toll funds. Such agreement shall include the following provisions: <p>Caltrain agrees to comply with the provisions of MTC Resolution No. 3636, Revised and that any RM1 Bridge Toll funds received under the funding agreement shall be subject to MTC Resolution No. 3636, Revised, unless otherwise stated in the agreement.</p>
TOTAL					\$72,430,000		

Date: March 26, 2014
W.I.: 1511
Referred by: PAC
Revised: 11/19/14-C
06/22/16-C

ABSTRACT

Resolution No. 4137, Revised

This resolution establishes the program of projects for Regional Measure 1 90% Rail Reserve funds and for Two Percent Capital Program funds.

The following attachment is provided with this resolution:

Attachment A. Program of Projects

This resolution was revised on November 19, 2014 to program an additional \$7,772,274 in Regional Measure 1 90% Rail Reserve East funds to the eBART project.

This resolution was revised on June 22, 2016 to program an additional \$8,430,000 in Regional Measure 1 90% Rail Reserve West funds to the Caltrain Electrification project.

Further discussion of this action is contained in the MTC Programming and Allocations Committee summary sheets dated March 5, 2014, November 12, 2014, and June 8, 2016.

Date: March 26, 2014
W.I.: 1511
Referred by: PAC

RE: Programming of Regional Measure 1 90% Rail Reserve funds and Two Percent Capital Program funds

METROPOLITAN TRANSPORTATION COMMISSION
RESOLUTION NO. 4137

WHEREAS, the Metropolitan Transportation Commission (MTC) is the regional transportation planning agency for the San Francisco Bay Area pursuant to Government Code Section 66500 *et seq.*; and

WHEREAS, MTC is responsible for the allocation of certain bridge toll revenues, to wit:

(1) Pursuant to Streets and Highways Code §30892, after deduction for MTC's administrative costs, MTC shall allocate toll bridge net revenues to public entities operating public transportation systems and to the California Department of Transportation (Caltrans) to achieve MTC's capital planning objectives in the vicinity of toll bridges as set forth in its adopted Regional Transportation Plan (RTP) ("Net Revenues"); and

(2) Streets and Highways Code §30914(a)(4), provides that 90 percent of the revenues derived from the toll increase for Class 1 vehicles on the San Francisco-Oakland Bay Bridge, authorized by Sections 30916 and 30917, shall be used exclusively for rail transit capital improvements ("90% Rail Reserve") consistent with Section 30919(b); and

WHEREAS, pursuant to Streets and Highways Code Section 30913 (b), MTC has allocated two-thirds of the 2 percent of the 1988 Regional Measure 1 toll increase ("Two Percent Bridge Toll Revenues") to projects which are designed to reduce vehicular traffic congestion on these bridges; and,

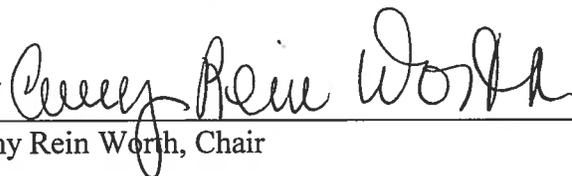
WHEREAS, MTC adopted Resolution 3434, Revised, which established the Regional Transit Expansion Plan designating projects as regional priorities; and

WHEREAS, MTC adopted Resolution 3948 and BATA adopted Resolution 93 and executed a Funding Agreement relieving BATA of responsibility for making AB 664 Net Bridge Toll Revenues Reserve Transfers, Two Percent Transit Reserves Transfers, and 90% Rail Reserves Transfers for 50 years; and

WHEREAS, MTC adopted Resolution 4015 adopting programming and allocation policies for AB664 Net Bridge Toll Revenues, RM1 90% Rail Reserve, Two Percent Bridge Toll Revenues, and Five Percent State General Fund Revenues transit funding programs; now therefore be it

RESOLVED, that MTC approves the programs of projects for the 90% Rail Reserve funds and the Two Percent Capital funds in the amounts, for the purposes, and subject to the conditions listed on Attachment A to this resolution, attached hereto and incorporated herein as though set forth at length.

METROPOLITAN TRANSPORTATION COMMISSION



Amy Rein Worth, Chair

The above resolution was entered into by the Metropolitan Transportation Commission at a regular meeting of the Commission held in Oakland, California, on March 26, 2014.

Date: March 26, 2014
W.I.: 1511
Referred by: PAC
Revised: 11/19/14-C
06/22/16-C

Attachment A
Resolution No. 4137
Page 1 of 1

PROGRAM OF PROJECTS

Regional Measure 1 90% Rail Reserve Funds
Project Commitments

Project	Rail Reserve East	Rail Reserve West	Total
Transbay Terminal		\$ 53,000,000	\$ 53,000,000
BART Oakland Airport Connector	\$ 31,000,000		\$ 31,000,000
BART Warm Springs Extension	\$ 113,000,000		\$ 113,000,000
eBART	\$ 63,772,274		\$ 63,772,274
Tri Valley Access Improvements to BART	\$ 16,000,000		\$ 16,000,000
Caltrain Electrification		\$ 11,000,000	\$ 11,000,000
		\$ 19,430,000	\$ 19,430,000
<i>Total</i>	<i>\$ 223,772,274</i>	<i>\$ 64,000,000</i>	<i>\$ 287,772,274</i>
		\$ 72,430,000	\$ 296,202,274

Two Percent Capital Funds
Project Commitments

Project	Amount
SMART - IOS and SLPP backfill	\$ 7,677,000
SMART - Airport segment	\$ 7,300,000
Total	\$ 14,977,000

Date: January 27, 2016
W.I.: 1512
Referred By: PAC
Revised: 04/27/16-C
05/25/16-C
06/22/16-C

ABSTRACT

Resolution No. 4212, Revised

This resolution approves the FY2015-16 Transit Capital Priorities preliminary program of projects for inclusion in the Transportation Improvement Program (TIP). The program includes projects funded with FTA Section 5307 Urbanized Area, Section 5337 State of Good Repair, and Section 5339 Bus and Bus Facilities. In addition, Surface Transportation Program Cycle 2 Transit Capital Rehabilitation funds are being programmed in MTC Resolution No. 4035, Revised, and AB 664 Bridge Toll revenues and BATA Project Savings are programmed in MTC Resolution No. 4213 and Resolution No. 4169, Revised, respectively, for FY2015-16 Transit Capital Priorities projects.

This Resolution includes the following attachment:

Attachment A – FY2015-16 Program of Projects

This resolution was revised on April 27, 2016 to make revisions to several projects in the Transit Capital Priorities program for FY2015-16 to reconcile the program to final FTA Apportionments for the year.

This resolution was revised on May 25, 2016 to make minor revisions to the Transit Capital Priorities program for FY2015-16: transferring programming between projects for WETA, programming of operating assistance for Vacaville Transit, and reducing the programmed amount for a Marin Transit bus replacement due to revised scope.

This resolution was revised on June 22, 2016 to program funds that had previously been reserved for Caltrain Electrification to Caltrain's Railcar Replacement and infrastructure rehab projects.

Further discussion of the Transit Capital Priorities program of projects is contained in the Programming and Allocations Committee summary sheets dated January 13, 2016, April 13, 2016, May 11, 2016 and June 8, 2016.

Date: January 27, 2016
W.I.: 1512
Referred By: PAC

RE: San Francisco Bay Area Regional Transit Capital Priorities

METROPOLITAN TRANSPORTATION COMMISSION

RESOLUTION NO. 4212

WHEREAS, the Metropolitan Transportation Commission (MTC) is the regional transportation planning agency for the San Francisco Bay Area pursuant to Government Code Sections 66500 et seq.; and

WHEREAS, MTC is the designated Metropolitan Planning Organization (MPO) for the nine-county Bay Area and is required to prepare and endorse a Transportation Improvement Program (TIP) which includes a list of priorities for transit capital projects; and

WHEREAS, MTC is the designated recipient of the Federal Transit Administration (FTA) Section 5307 Urbanized Area, Section 5337 State of Good Repair, and Section 5339 Bus and Bus Facilities funds for the large urbanized areas of San Francisco-Oakland, San Jose, Concord, Antioch, and Santa Rosa, and has been authorized by the California Department of Transportation (Caltrans) to select projects and recommend funding allocations subject to state approval for the FTA Section 5307 and Section 5339 small urbanized area funds of Vallejo, Fairfield, Vacaville, Napa, Livermore, Gilroy-Morgan Hill, and Petaluma in MTC's Federal Transportation Improvement Program; and

WHEREAS, MTC has worked cooperatively with the cities, counties and transit operators and with Caltrans in the region to establish priorities for the transit capital projects to be included in the TIP; and

WHEREAS, the process and criteria used in the selection and ranking of such projects are set forth in MTC Resolution No. 4140; and

WHEREAS, the projects to be included in the TIP are set forth in the detailed project listings in Attachment A, which are incorporated herein as though set forth at length; now, therefore, be it

RESOLVED, that MTC adopts the FY 2015-16 Transit Capital Priorities program of projects to be included in the TIP as set forth in Attachment A; and, be it further

RESOLVED, that the Executive Director or designee is authorized to revise Attachment A as necessary to reflect the programming of projects as the projects are revised in the TIP; and be it further

RESOLVED, that the Executive Director of MTC is authorized and directed to forward a copy of this resolution to FTA, and such agencies as may be appropriate.

METROPOLITAN TRANSPORTATION COMMISSION



Dave Cortese, Chair

The above resolution was entered into by the Metropolitan Transportation Commission at a regular meeting of the Commission held in Oakland, California on January 27, 2016.

FY 2015-16 Transit Capital Priorities / Transit Capital Rehabilitation Program						
TIP ID	Operator	Project Description	FTA Section 5307	FTA Section 5337	FTA Section 5339	
			Actual Apportionments	211,278,509	196,480,438	12,032,931
			Previous Year Carryover	2,662,039	24,863,868	394,073
			Funds Available for Programming	213,940,548	221,344,306	12,427,004
Lifeline Set-Aside (JARC Projects)						
Reserved	Various	Reserved for programming in Lifeline Transportation Program Cycle 4	2,936,093			
ADA Operating Set-Aside						
ALA990076	AC Transit	ADA Set-aside	3,984,138			
ALA050042	ACE	Preventive Maintenance		8,996		
BRT99T01B	BART	ADA Paratransit Capital Accessibility Improvements		2,727,176		
REG090051	Caltrain	Revenue Vehicle Rehab Program		166,206		
CC-99T001	CCCTA	ADA Set-aside	1,199,933			
CC-030035	ECCTA	ADA Set-aside	532,570			
MRN130015	GGBHTD	Transit System Enhancements	156,753			
ALA990077	LAVTA	ADA Set-aside	341,367			
MRN110047	Marin Transit	ADA Set-aside	627,012			
NAP030004	Napa VINE	ADA Set-aside	41,320			
SON150007	Petaluma Transit	ADA Set-aside	84,261			
SM-990026	SamTrans	ADA Set-aside	1,584,235			
SM-150008	SamTrans	Replacement of Non-Revenue Vehicles	296,800			
SF-990022	SFMTA	ADA Set-aside	4,062,514			
SOL110025	SolTrans	ADA Set-aside	324,344			
SON030005	Sonoma City Transit	Preventive Maintenance	29,452			
New	Union City Transit	ADA Set-aside	0			
SCL050046	VTA	ADA Set-aside	3,711,401			
CC-990045	WestCat	ADA Set-aside	248,192			
REG090067	WETA	Fixed Guideway Connectors	5,225			
Reserved for Future Programming						
SM-03006B	Caltrain	Positive Train Control/Electrification-		42,606,500		
SF-010028	Caltrain	Railcar Replacement (Electrification)		17,174,630		
			Total Program Set-asides and Commitments	20,165,610	20,077,008	0
			Funds Available for Capital Programming	193,774,938	201,267,298	12,427,004
Capital Projects						
REG110044	ACE	Positive Train Control		1,387,000		
ALA150038	AC Transit	Purchase (10) Double-Deck Diesel Buses	3,636,463	1,500,000		
ALA150040	AC Transit	Replace (10) 40ft Urban Buses - Diesels	4,081,000			
ALA150039	AC Transit	Purchase (10) 40ft Urban Buses - Zero-emission Fuel Cell (PM swap)	979,153			
ALA150041	AC Transit	Replace (29) 60ft Artic Urban Buses - Diesels	753,998			
ALA990052	AC Transit	ADA Paratransit Van Replacement	1,319,762			
BRT97100B	BART	Rail, Way & Structures program	11,317,223	5,752,805		
REG050020	BART	BART Car Exchange Preventive Maintenance	0	47,116,668		
BRT030004	BART	Train Control		13,000,000		
BRT030005	BART	Traction Power		13,000,000		
ALA090065	BART	Fare Collection Equipment		6,000,000		
REG090037	BART	Railcar Replacement		500,000		
SM-03006B	Caltrain	Systemwide Track Rehab & Related Struct.		11,406,500		
SM-050041	Caltrain	Signal/Communication Rehab. & Upgrades		1,200,000		
SF-010028	Caltrain	Railcar Replacement		22,620,000		
MTC99002A	Clipper	Replacement of legacy Clipper fare collection system		5,000,000		
CC-070092	ECCTA	Replace (25), Ford Cutaways	1,392,642		411,358	
CC-070092	ECCTA	Replace (3), Ford Cutaways	216,480			
SOL010006	Fairfield	Fairfield Operating Assistance	2,470,825			
SOL110041	Fairfield	2 Gillig Bus Replacements			265,234	
MRN050025	GGBHTD	Misc Facilities Rehab	1,529,895			
ALA150031	LAVTA	Replacement purchase (10) 40' Hybrids	5,384,025		938,175	
ALA150032	LAVTA	Replacement purchase (10) 30' Hybrids	5,953,200			
ALA150033	LAVTA	Service vehicles (2) trucks	81,600			
ALA150036	LAVTA	Service vehicles (3) road supervisor vehicles	122,400			
ALA150037	LAVTA	Service vehicles (4) shift trade vehicles	163,200			
ALA150034	LAVTA	Trapeze Upgrade	130,000			
ALA030030	LAVTA	Preventive Maintenance	1,272,500			
ALA150035	LAVTA	Farebox Replacement	398,242			

FY 2015-16 Transit Capital Priorities / Transit Capital Rehabilitation Program					
TIP ID	Operator	Project Description	FTA Section 5307	FTA Section 5337	FTA Section 5339
Capital Projects, continued					
MRN150011	Marin Transit	Replace (2) Cutaways for FR Service	200,080		
MRN150012	Marin Transit	Replacement Purchase (10) 40' Hybrid, (2) 35' electric, and (1) 30' diesel bus	7,899,880		
MRN150003	Marin Transit	On Board Vehicle Equipment for (15) replaced vehicles	172,200		
MRN150013	Marin Transit	Emergency Radio System	285,360		
NAP970010	Napa Vine	Napa Vine: Operating Assistance	1,865,913		
NAP090008	Napa Vine	Equipment Replacement & Upgrades	14,635		162,206
SON150014	Petaluma	(2) 35' Diesel Hybrid Bus Replacement	1,072,534		118,106
SON150015	Petaluma	Clipper for (3) FR Buses	14,400		
SON150016	Petaluma	Communication equipment for (3) FR Buses	27,244		
SM-150005	Samtrans	Replacement of (60) 2003 Gillig Buses	6,914,860		
SM-110068	Samtrans	Replacement of (55) NABI Articulated Buses	20,157,000		
SM-150010	Samtrans	Replacement of (9) Cutaway Buses	900,360		
SM-150011	Samtrans	Replacement of (10) Minivans	418,200		
SON070020	Santa Rosa	Diesel Bus Purchase	247,595		243,709
SON150017	Santa Rosa	Miscellaneous Capital Equipment	56,000		
SON030012	Santa Rosa	Bus Stop ADA Improvements	16,433		
SON150018	Santa Rosa	Garage Hoist for Bus Repairs	288,000		
SON090023	Santa Rosa	Santa Rosa CityBus: Operating Assistance	1,324,057		
SON090024	Santa Rosa	Santa Rosa CityBus: Preventive Maintenance	400,000		
SF-150005	SFMTA	Replacement of 40' Motor Coaches	3,347,163		6,364,945
SF-150006	SFMTA	Replacement of 60' Motor Coaches	45,417,750		
SF-090035	SFMTA	Replacement of (27) Type II Paratransit Vans	1,948,320		
SF-150014	SFMTA	30-Foot Motor Coach Mid-Life Overhaul	13,125,926		
SF-150007	SFMTA	Farebox Replacement	2,228,800		
SF-95037B	SFMTA	Muni Rail Replacement		5,316,972	
SF-030013	SFMTA	Wayside Fare Collection		1,000,000	
SF-970170	SFMTA	Overhead Line Rehabilitation		6,684,663	
SF-050024	SFMTA	Wayside/Central Train Control & Trolley Signal Systems Rehabilitation		5,000,000	
SF-99T002	SFMTA	Cable Car Infrastructure		2,000,000	
SF-970073	SFMTA	Cable Car Renovation Program		988,800	
SF-150004	SFMTA	Station Area and Pedestrian Improvements		500,000	
SF-150015	SFMTA	Replacement of (21) 40' Trolley Coaches		20,000,000	
SOL090034	Soltrans	Bus Purchase (4) 45' CNG Commuter Coaches	2,436,729		360,668
SOL070032	Soltrans	Preventive Maintenance	711,997		
SON030005	Sonoma County	SCT Preventive Maintenance Program	1,221,660		
SON150013	Sonoma County	Replacement of (1) CNG 40-Foot Heavy-Duty Bus in SCT's Fixed-Route Fleet	467,090		176,479
SON050021	Sonoma County	Installation of Passenger Shelters and Other Amenities at Various SCT Bus Stops	0		
ALA150046	Union City	Union City: Midlife Rehab of (2) 35' CNG Vehicles	410,000		
SOL010007	Vacaville	Operating Assistance	985,000		
SCL150019	VTA	Radio System Upgrade	0		
SCL050001	VTA	40' Hybrid Bus Procurement	33,824,944		2,806,890
SCL050049	VTA	Rail Substation Rehab/ Replacement		3,000,000	
SCL050002	VTA	Rail Replacement Program		3,600,000	
SCL110104	VTA	Light Rail Track Crossovers and Switches		777,500	
SCL150008	VTA	Track Intrusion Abatement		1,600,000	
CC-150014	WestCat	Replacement of (1) 40-Foot Revenue Vehicle	434,600		
CC-150015	WestCat	Fast Fare Electronic Farebox (1)	14,249		
REG090055	WETA	Ferry Propulsion System Replacement		2,880,000	
REG090057	WETA	Ferry Major Component Rehab/Replacement		7,912,000	
REG090067	WETA	Ferry Passenger Float/Gangway		74,790	
SF-110053	WETA	Ferry Vessel Replacement		11,449,600	
Total Capital Projects			190,051,587	201,267,298	11,847,770
Total Programmed			210,217,197	221,344,306	11,847,770
Fund Balance			3,723,351	0	579,234

Date: 1/27/2016
W.I.: 1512
Referred by: PAC
Revised: 04/27/16-C
05/25/16-C
06/22/16-C

Attachment A
Resolution No. 4212, Revised
Page 3 of 3

FY2015-16 Transit Capital Priorities / Transit Capital Rehabilitation Program Notes

1.	Program is based on final apportionments issued by FTA in February 2016.
2.	AC Transit: \$6.4M of BATA project savings have been programmed to AC Transit's Core Capacity Challenge Grant Program (CCCGP) projects proportionately according to the CCCGP funding plan. An additional \$18.5M is being programmed towards AC Transit's CCCGP projects in order to resolve the shortfall in the San Francisco - Oakland urbanized area. BATA Project Savings are being programmed in lieu of AB664 plus BATA Project Savings (both part of CCCGP funding plan) in order to reduce the number of fund sources. In the next program year, AB664 funds can be programmed in lieu of BATA project savings.
3.	SFMTA: \$8.2M of AB664 funds have been programmed to SFMTA's Core Capacity Challenge Grant Program (CCCGP) projects proportionately according to the CCCGP funding plan. An additional \$13.7 million in AB664 funds have been programmed to SFMTA's CCCGP projects to enable SFMTA to execute a contract option that would result in earlier delivery of buses.
4.	SFMTA: \$15.3M of FY15 FG (Fixed Guideway) Cap deferred by formula based on grant balances to FY18 as SFMTA did not meet their fixed guideway spending target. This deferral is reduced to \$5.3M due to a \$10M voluntary deferral.
5.	SFMTA: \$500k programmed to Station Bike and Pedestrian Improvements project in exchange for \$500k of SFMTA revenue bond funds for FG cap projects.
6.	Caltrain: Caltrain did not meet their FG spending target. However, they were exempted from a deferral of their FG Cap because Caltrain's FG Caps were still committed to the Electrification project at the time the preliminary program was adopted. The preliminary program was revised in June 2016 to program the full \$12.6 million FG cap to rehab projects. Caltrain's FY17 FG cap will be adjusted to reflect missing the FG spending target.
7.	Clipper: \$14.2M of Clipper's request for \$19.2M is being deferred to FY17 in order to reduce shortfall in the San Francisco Oakland Urbanized Area, as this would not from a cash flow standpoint impede Clipper's ability to fund current equipment replacement or contracts.
8.	BART Car Exchange PM: \$26.9M of BART's request for \$74.5M for the BART Car Replacement Project is being deferred to future years in order to reduce shortfall in the San Francisco Oakland Urbanized Area.
9.	Caltrain: The current program reserves \$39.8M in a vehicle procurement reserve for future programming. Depending on the timing of the contract award and contract needs, the reserved funds can be programmed either later in FY16 or in later years. Also, by agreement with VTA, SFMTA, and Caltrain, EMUs are being funded from San Jose in this cycle to help address the shortfall. Future EMU programming will come more from SF-O to maintain a 2/3-1/3 split overall.
10.	GGBHTD: Voluntarily deferred \$23,628,000 of fixed guideway cap funds from FY12 through FY16 to FY19. These funds will have priority for programming in FY19 as a prior-year commitment. GGBHTD voluntarily deferred their 67 40' Diesel Bus procurement to FY17; also exercised the Capital Exchange element of the TCP policy by deferring replacement of these vehicles until FY16-17. Total savings to the region equals \$3,529,895, GGBHTD will utilize the option for using these savings towards their ACIS and Miscellaneous Facilities Rehab projects.
11.	LAVTA exercised the Capital Exchange element of the TCP policy by deferring replacement of seven 2002 40' diesel vehicles for life. Total savings to the region equals \$1,769,700. LAVTA will utilize the option for using these savings towards their Service Vehicle Replacement and Preventive Maintenance projects.
12.	WETA: Voluntarily deferred \$1,517,210 of FG cap to FY17. These funds will have priority for programming in FY17 as a prior-year commitment. WETA also transferred \$5,392,000 from Ferry Vessel Replacement (M/V Vallejo) to two fixed guideway rehab projects, reversing the deferral of \$5,392,000 in FY14 fixed guideway caps. The remaining \$11.5 million programmed for Ferry Vessel Replacement completes the regional share of the M/V Vallejo replacement project.
13.	Union City Transit elected to defer \$130,627 of ADA Set-aside from FY16 to FY17. This amount will be treated as a Prior-Year Commitment in the FY17 program.

Date: June 22, 2016
W.I.: 1512
Referred By: PAC

ABSTRACT

Resolution No. 4241

This resolution updates the funding plan for the Peninsula Corridor Electrification Project by authorizing the Executive Director to execute a Seven-Party Supplement to the 2012 Memorandum of Understanding regarding the High Speed Rail Early Investment Strategy for the Peninsula Corridor (MTC Resolution No. 4056).

This Resolution includes the following attachment:

Attachment A – Seven Party Supplement to 2012 Memorandum of Understanding

Further discussion of the Seven-Party Supplement and the Peninsula Corridor Electrification Project is contained in the Programming and Allocations Committee summary sheet dated June 8, 2016.

Date: June 22, 2016
W.I.: 1512
Referred by: PAC

Re: Seven-Party Supplement to the 2012 Memorandum of Understanding regarding the High Speed Rail Early Investment Strategy for the Peninsula Corridor

METROPOLITAN TRANSPORTATION COMMISSION
RESOLUTION NO. 4241

WHEREAS, the Metropolitan Transportation Commission (MTC) is the regional transportation planning agency for the San Francisco Bay Area pursuant to Government Code 66500 et. seq.; and

WHEREAS, during the spring of 2012, MTC, the California High Speed Rail Authority (CHSRA), the Peninsula Corridor Joint Powers Board (PCJPB), the San Francisco County Transportation Authority (SFCTA), the Santa Clara Valley Transportation Authority (VTA), the City of San Jose, the City and County of San Francisco (CCSF), the San Mateo County Transportation Authority (SMCTA), and the Transbay Joint Powers Authority entered into a Memorandum of Understanding that adopted an early investment strategy pertaining to the Blended System in the San Francisco to San Jose Segment of the Peninsula Rail Corridor (the "2012 Nine-Party MOU"), a copy of which is attached hereto as Exhibit A of Attachment A, and incorporated herein by this reference; and

WHEREAS, the 2012 Nine-Party MOU identifies two principal inter-related projects as essential to the early investment strategy: (1) the Peninsula Corridor Electrification Project, including associated rolling stock acquisition (PCEP), and (2) construction of an advanced signal system, commonly known as the PCJPB's "CBOSS" project, which will incorporate federally mandated Positive Train Control (collectively, the "Early Investment Projects"); and

WHEREAS, \$125 million in Federal Transit Administration (FTA) funds identified in the 2012 Early Investment Strategy funding plan included in the 2012 Nine-Party MOU is needed by the PCJPB to advance critical state of good repair improvements necessary to maintain existing Caltrain operations, and the PCJPB has requested to remove these funds from the early investment funding strategy, which would create a \$125 million funding gap; and

WHEREAS, a note to the 2012 early investment strategy funding plan included in the 2012 Nine-Party MOU indicated that other potential future funding sources could be substituted if secured; and

WHEREAS, the PCJPB conducted a cost estimate study for the PCEP in 2014 to update the 2008 cost estimate on which the 2012 Nine-Party MOU funding strategy for the PCEP was based, and the PCJPB has since included additional program contingency to the PCEP, such that the total anticipated budget for the PCEP is up to \$1.98 billion, which includes costs covering the contracts, program management, and contingency costs; and

WHEREAS, representatives of MTC, PCJPB, SMCTA, VTA, CCSF, SFCTA and CHSRA have met and discussed with all parties to the 2012 Nine-Party MOU additional funding needed for the PCEP to support contract awards, and have agreed to a Seven-Party Supplement to the 2012 Nine-Party MOU (Seven-Party Supplement), which is attached hereto as Attachment A, and incorporated herein by this reference; and

WHEREAS, the Seven-Party Supplement updates the 2012 early investment strategy funding plan by making additional funding commitments to replace \$125 million in FTA funds that PCJPB requested to remove from the early investment funding strategy and to provide sufficient funds to complete PCEP at the anticipated cost of up to \$1.98 billion, which is attached hereto as Exhibit B to Attachment A, and incorporated herein by this reference;

WHEREAS, the funding specified in the Seven-Party Supplement from the Federal Transit Administration Core Capacity Program and from the state Transit Capital and Intercity Rail Program has not been awarded, and shortfalls in these funding sources may require that a portion of the \$125 million in FTA funds that PCJPB requested to remove from the early investment funding strategy be used to complete the PCEP funding plan; and

WHEREAS, a 2007 agreement between MTC, SamTrans, VTA and SFMTA to reimburse SamTrans for funds it advanced to acquire the Caltrain right-of-way (ROW) included \$43 million from MTC, of which MTC previously programmed \$23.7 million against this commitment, leaving a remaining obligation of \$19.3 million; now therefore be it

RESOLVED, that MTC approves the Seven-Party Supplement to the 2012 Nine-Party MOU as set forth in Attachment A and incorporated herein; and be it further

RESOLVED, that all Parties have agreed to and approve the funding plan set forth in Exhibit B to Attachment A and incorporated herein; and be it further

RESOLVED, that the Executive Director is authorized to execute Attachment A on behalf of MTC, and to make non-substantive changes or minor amendments as deemed appropriate subject to review by MTC's Office of General Counsel for form; and, be it further

RESOLVED, that MTC agrees to provide the funds as shown in Exhibit B to Attachment A subject to the PCJPB, SMCTA, VTA, CCSF, SFCTA and CHSRA also agreeing to provide the funds as shown in Exhibit B to Attachment A, and subject to Congressional authorization and appropriation, availability of funds, and other critical regional transit capital needs; and, be it further

RESOLVED, that MTC may substitute other MTC-controlled funds in place of the funds shown in Exhibit B to Attachment A; and be it further

RESOLVED, that MTC agrees to take timely follow-up approval actions as may be necessary to allocate and program specific funding identified in Exhibit B to Attachment A; and be it further

RESOLVED, that programming by MTC of FTA funds that are part of the \$125 million in FTA funds that PCJPB requested to remove from the early investment funding strategy for PCJPB fixed guideway infrastructure rehabilitation projects in the regional Transit Capital Priorities Program for FY2016-17 shall be conditioned on an assessment that sufficient funds from the Federal Transit Administration Core Capacity Program, the state Transit Capital and Intercity Rail Program, or other sources have been committed to PCEP to substantially complete the PCEP funding plan; and be it further

RESOLVED, that the additional funding for PCEP provided by MTC from Regional Measure 1 and Regional Measure 2 bridge tolls in the Seven-Party Supplement shall satisfy any remaining obligation to repay SamTrans for acquisition of the Caltrain right-of-way.

METROPOLITAN TRANSPORTATION COMMISSION

Dave Cortese, Chair

This resolution was entered into by the Metropolitan Transportation Commission at a regular meeting of the Commission held in San Francisco, California, on June 22, 2016.

Date: June 22, 2016
W.I.: 1512
Referred by: PAC

Attachment A
Resolution No. 4241
Page 1 of 6

**SEVEN PARTY SUPPLEMENT TO
2012 MEMORANDUM OF UNDERSTANDING (MOU)**

**FINANCIAL COMMITMENTS TO ADDRESS FUNDING GAP FOR
THE PENINSULA CORRIDOR ELECTRIFICATION PROJECT**

BY AND AMONG THE FOLLOWING PARTIES (PARTIES)

SAN MATEO COUNTY TRANSPORTATION AUTHORITY (SMCTA)
SANTA CLARA VALLEY TRANSPORTATION AUTHORITY (VTA)
CITY AND COUNTY OF SAN FRANCISCO (CCSF)
SAN FRANCISCO COUNTY TRANSPORTATION AUTHORITY (SFCTA)
METROPOLITAN TRANSPORTATION COMMISSION (MTC)
PENINSULA CORRIDOR JOINT POWERS BOARD (JPB)
CALIFORNIA HIGH SPEED RAIL AUTHORITY (CHSRA)

RECITALS

WHEREAS, during the spring of 2012, the California High Speed Rail Authority (CHSRA) and the Peninsula Corridor Joint Powers Board (PCJPB), together with the Metropolitan Transportation Commission (MTC), the San Francisco County Transportation Authority (SFCTA), the Santa Clara Valley Transportation Authority (VTA), the City of San Jose, the City and County of San Francisco (CCSF), the San Mateo County Transportation Authority (SMCTA), and the Transbay Joint Powers Authority entered into a Memorandum of Understanding that adopted an early investment strategy pertaining to the Blended System in the San Francisco to San Jose Segment of the Peninsula Rail Corridor (the "2012 Nine-Party MOU"), a copy of which is attached hereto as Exhibit A and incorporated herein by this reference;

WHEREAS, the 2012 Nine-Party MOU identifies two principal inter-related projects as essential to the early investment strategy: (1) the Peninsula Corridor Electrification Project, including associated rolling stock acquisition (the PCEP), and (2) construction of an advanced signal system, commonly known as the PCJPB's "CBOSS" project, which will incorporate federally mandated Positive Train Control (collectively, the "Early Investment Projects");

WHEREAS, the Parties to the 2012 Nine-Party MOU agreed to work together to identify the appropriate amounts and types of local resources that may be used to support the completion of the Early Investment Projects and to coordinate efforts to obtain funding using a mutually agreed-upon strategy, and in the event that funding for the program is constrained by statute, rescission of existing law, change in funding requirements or eligibility, reduction in funding level or availability, the Parties agreed to take steps to notify each other as needed in a timely manner;

WHEREAS, \$125 million in FTA funds identified in the 2012 Early Investment Strategy funding plan included in the 2012 Nine-Party MOU is needed by the PCJPB to advance critical state of good repair improvements necessary to maintain existing Caltrain operations, and the PCJPB has requested to remove these funds from the early investment funding strategy, which would create a \$125 million funding gap; and

WHEREAS, a note to the 2012 early investment strategy funding plan included in the 2012 Nine-Party MOU indicated that other potential future funding sources could be substituted if secured;

WHEREAS, the PCJPB conducted a cost estimate study for the PCEP in 2014 to update the 2008 cost estimate on which the 2012 Nine-Party MOU funding strategy for the PCEP was based, and the PCJPB has since included additional program contingency to the PCEP, such that the total anticipated budget for the PCEP is up to \$1.980 billion, which includes costs covering the contracts, program management, and contingency costs;

WHEREAS, the Parties to this Seven-Party Supplement (Supplement) have met and discussed with all parties to the 2012 Nine-Party MOU additional funding needed for the PCEP to support contract award and have agreed to the funding commitments specified herein;

NOW, THEREFORE, it is mutually understood and agreed to by the PARTIES as follows:

1. To fully fund the PCEP, the parties to this Supplement commit to make the funding available to support the PCEP as set forth below. This funding is in addition to funding commitments previously made by these parties in the 2012 Nine-Party MOU.
 - a. The SMCTA will contribute an additional \$20 million;
 - b. The VTA will contribute an additional \$20 million;
 - c. The SFCTA and/or the CCSF will contribute an additional \$20 million;

(For SMCTA, VTA, and SFCTA and/or CCSF, each agency's contribution is contingent upon the \$20 million each from the other two JPB partners, with the exact manner and timing of the contributions to be worked out with the JPB.)
 - d. The MTC will program \$28.4 million from Regional Measures 1 and 2;
 - e. The PCJPB will contribute \$9 million from funding provided by formula to Caltrain through the State of California's Low Carbon Transit Operations Program; and
 - f. The CHSRA will contribute an additional \$113 million.
2. The Parties to this Supplement also support the PCJPB's efforts to obtain \$647 million from FTA's Core Capacity Grant Program for the PCEP as a regional priority. The \$647 million would help provide funding needed for the PCEP, as well as funding to support a larger contingency set-aside for the PCEP program.
3. The Parties to this Supplement understand PCJPB has requested \$225 million from the California State Transportation Agency's Transit & Intercity Rail Capital Program (Cap & Trade TIRCP) to support the PCEP, as contemplated in the 2012 Nine-Party MOU. These funds will be prioritized for PCEP and will be used to backfill any shortfall in requested FTA Core Capacity funds. If available, funding not needed for PCEP will be used to replace the remaining Caltrain diesel vehicles with Electric Multiple Units (EMUs). The exact remaining number of vehicles to be replaced will be contingent on the final Cap & Trade TIRCP grant award.
4. The parties to this Supplement also agree that, with the additional funding sources, \$125 million in FTA funds identified in the 2012 Early Investment Strategy funding plan will no longer be needed for the PCEP, and will instead be programmed by the MTC to the JPB to advance critical Caltrain state of good repair improvements through MTC's established regional Transit Capital Priorities process.
5. The total anticipated amount of funding to be secured for the PCEP will be \$1.980 billion, which includes the funding sources outlined above in paragraphs 1, 2, and 3, along with the original funding sources in the 2012 Nine-Party MOU except the \$125 million noted in paragraph 4 above. The revised funding plan for the PCEP reflecting the changes described herein is attached as Exhibit B.

6. The parties to this supplement agree to continue, through regular meetings, to provide opportunity for all nine parties to the 2012 Nine-Party MOU to discuss, review, and/or comment on relevant project matters and collectively provide advisory oversight to help advance the PCEP.
7. If overall program costs reflect a financial commitment that is below the funding plan of \$1.980 billion, funding commitments from the parties to this Supplement will be reduced proportionally according to their respective additional shares as stated in this Supplement.
8. In the event overall program costs reflect a financial commitment that is above the funding plan of \$1.980 billion, or if the FTA Core Capacity funds are awarded at less than \$647 million, the parties to this Supplement will discuss with all parties to the 2012 Nine-Party MOU how to secure additional funding beyond what is presently identified, and/or discuss project scope adjustments to match to funding availability.
9. The parties to the 2012 Nine-Party MOU will also discuss and agree on program oversight roles for the funding partners prior to the award of the PCEP contracts.

IN WITNESS WHEREOF, this MOU has been executed by the PARTIES hereto as of the day and year indicated next to each signature, with the final signature date constituting the effective date.

Jim Hartnett, Executive Director
Peninsula Corridor Joint Powers Board and
San Mateo County Transportation Authority

Date

Nuria Fernandez, General Manager/CEO
Santa Clara Valley Transportation Authority

Date

Edwin M. Lee, Mayor
City and County of San Francisco

Date

Tilly Chang, Executive Director
San Francisco County Transportation Authority

Date

Steve Heminger, Executive Director
Metropolitan Transportation Commission

Date

Jeff Morales, Chief Executive Officer
California High Speed Rail Authority

Date

APPROVED AS TO FORM BY:

Attorney for Peninsula Corridor Joint Powers Board and San Mateo County Transportation Authority	Date
Attorney for Santa Clara Valley Transportation Authority	Date
Attorney for City and County of San Francisco	Date
Attorney for San Francisco County Transportation Authority	Date
Attorney for Metropolitan Transportation Commission	Date
Attorney for California High Speed Rail Authority	Date

MEMORANDUM OF UNDERSTANDING (MOU)

HIGH SPEED RAIL EARLY INVESTMENT STRATEGY FOR A BLENDED SYSTEM IN THE SAN FRANCISCO TO SAN JOSE SEGMENT KNOWN AS THE PENINSULA CORRIDOR OF THE STATEWIDE HIGH-SPEED RAIL SYSTEM

BY AND AMONG THE FOLLOWING PARTIES (PARTIES)

CALIFORNIA HIGH SPEED RAIL AUTHORITY (AUTHORITY)
METROPOLITAN TRANSPORTATION COMMISSION (MTC)
PENINSULA CORRIDOR JOINT POWERS BOARD (JPB)
SAN FRANCISCO COUNTY TRANSPORTATION AUTHORITY (SFCTA)
SAN MATEO COUNTY TRANSPORTATION AUTHORITY (SMCTA)
SANTA CLARA VALLEY TRANSPORTATION AUTHORITY (VTA)
CITY OF SAN JOSE
CITY AND COUNTY OF SAN FRANCISCO
TRANSBAY JOINT POWERS AUTHORITY (TJPA)

Recitals

Whereas, the California High-Speed Rail AUTHORITY (AUTHORITY) is responsible for planning, building and maintaining an 800-mile statewide high-speed rail system and improved mobility through the development of safe, clean, reliable rail technology; and

Whereas, the AUTHORITY, in partnership with the Federal Railroad Administration is advancing a California High-Speed Train (HST) network that links the major metropolitan areas of the State of California utilizing corridors into and through Southern, Central and Northern California; and

Whereas, the AUTHORITY has responsibility for planning, construction and operation of high-speed passenger train service in California and is exclusively charged with accepting grants, fees and allocations from the state, from political subdivisions of the state and from the federal government, foreign governments, and private sources; and

Whereas, the AUTHORITY's 2012 Business Plan proposes to incrementally develop the HST system utilizing a blended system approach that will coordinate the development and operations of HST with existing passenger rail systems that improves, enhances and expands the integration of high-speed and regional/local passenger rail systems; and

Whereas, this blended approach requires a series of incremental investments in the Peninsula corridor to prepare for integrated service and operations and the AUTHORITY recognizes the need for a collaborative effort with regional and local agencies to identify early investment projects along existing rail corridors that improves service, improves safety and efficiency, and creates linkages between HST and local passenger rail service; and

Whereas, a blended system will remain substantially within the existing Caltrain right-of-way and will accommodate future high-speed rail and modernized Caltrain service along the Peninsula corridor by primarily utilizing the existing track configuration on the Peninsula; and

Whereas, this MOU is specific to project investments that upgrade existing rail service and prepare for a future high-speed train project that is limited to infrastructure necessary to support a blended system, which will primarily be a two-track system shared by both Caltrain and high-speed rail and will be designed to continue to support existing passenger and freight rail tenants; and

Whereas, local transportation improvement projects are required to be included in a Regional Transportation Plan (Plan), and the Metropolitan Transportation Commission, working closely with local agencies is charged with developing the Plan every four years to provide guidance for transportation investments within the Bay Area and with development of regional transportation strategies to address the needs of the San Francisco Bay Area; and

Whereas, on December 19, 2001, MTC adopted the Regional Transit Expansion Program of Projects (Resolution 3434) which includes the Transbay Transit Center Phase 2 Downtown Extension and Caltrain Electrification projects as regional priorities for transit expansion; and

Whereas, the Sustainable Communities and Climate Protection Act of 2008 (SB 375, Steinberg, Statutes of 2008) requires the Plan to include a Sustainable Communities Strategy (SCS), showing evidence of integrated planning, goals that establish and strengthen the crucial linkages between the economy, land use development and the regional transportation system to improve access to jobs, education, healthcare, and other amenities in ways that improve the overall quality of life in the Bay Area and the blended system on the Peninsula corridor in the California High-Speed Rail program are consistent with achieving SB 375 goals to reduce greenhouse gas emissions; and

Whereas, all Parties are involved in the planning, funding, construction and/or operation of heavy and light rail transit, buses, and/or commuter train services in the Peninsula corridor and are considering intermodal service integration, including linkages to the proposed HST service; and

Whereas, it is the intent and purpose of this MOU to strengthen the working relationship between the PARTIES to facilitate the development and implementation of passenger rail improvements that will improve local passenger rail service and operations while preparing designated HST corridors for eventual HST operation to achieve region wide systems integration of rail service in Northern California; and

Whereas, local transportation improvement projects are required to be environmentally evaluated according to CEQA and NEPA regulations and where necessary, existing environmental approval covering incremental improvements to the Peninsula corridor will be updated to reflect evolving local and regional conditions and concerns; and

Whereas, incremental improvements and the blended system project will be planned, designed and constructed in a way that supports local land use and Transit Oriented Development policies along the Peninsula corridor; and

Now, **THEREFORE**, it is mutually understood and agreed to by the **PARTIES** as follows:

To jointly support and pursue the implementation of a statewide high speed rail system that utilizes a blended system and operational model on the Peninsula corridor and that has its northern terminus at the Transbay Transit Center in San Francisco as specified in law, and it's southern limit at Mile Post 51.4 at the Tamien Station in San Jose. The blended system will support and benefit operation of both Caltrain and future high speed train service.

To jointly recognize a defined set of Inter-related Program of Projects that are consistent with the AUTHORITY's phased implementation plan, are consistent with a blended system operation of the corridor and achieve objectives that include but are not limited to system capacity and connectivity for Caltrain, HST and freight, public safety, operational efficiency, effectiveness and connectivity.

To generally describe, identify and work to fully fund an Inter-related Program of Projects known as the Corridor Electrification Infrastructure Project, Advanced Signal System (also known as Positive Train Control), the Downtown Extension to the Transbay Transit Center, which is the Proposition 1A designated northern terminus of high-speed rail, new high-speed stations at San Jose Diridon Station and a Millbrae BART/Caltrain Station with a connection to San Francisco International Airport, and a Core Capacity project of needed upgrades to stations, tunnels, bridges, potential passing tracks and other track modifications and rail crossing improvements including improvements and selected grade separations required to accommodate the mixed traffic capacity requirements of high-speed rail service and commuter services.

To recognize that of the set of Inter-related Program of Projects, the most substantial and tangible early-investment benefits will be realized when two essential projects are identified for an Initial Investment Strategy to secure, at the earliest possible date, the benefits of the blended system for the traveling public and an Initial Investment Strategy is needed to provide the groundwork upon which future construction can more readily progress.

To recognize that the two Inter-related projects for Initial Investment Strategy are the Corridor Electrification Infrastructure Project that includes the needed rolling stock to operate revenue service; and the Advanced Signal System project and to adopt as part of this MOU, the funding plans needed to move as expeditiously as possible toward construction of these two essential projects.

To work toward the implementation of the Initial Investment Strategy to the maximum extent feasible and that the PARTIES shall endeavor to incorporate the Electrification Infrastructure and Advanced Signal System projects into their respective plans and that the AUTHORITY shall reflect this MOU in its Business Plan by December 31, 2012.

That the aforementioned projects will need to be environmentally analyzed and cleared according to CEQA and NEPA guidelines as appropriate, including updating and recirculation of the Caltrain Electrification EA/FEIR completed in 2009.

That the AUTHORITY will endeavor in good faith to secure approval and release of \$600 million of Proposition 1A funds and \$106 million of Proposition 1A “connectivity” funds consistent with the funding plans contained in this MOU as required to complete at the earliest possible date, the Corridor Electrification Infrastructure and Advanced Signal System projects.

That the AUTHORITY will endeavor in good faith to secure approval of Proposition 1A “connectivity” funds for Bay Area project sponsors consistent with and in accordance with the schedule and project expenditure plan approved and as amended by the California Transportation Commission.

That the AUTHORITY will work with funding partners to assist in seeking and releasing the funds necessary to implement the Electrification Infrastructure Project and Advanced Signal System project. Local agencies may provide local funds, real property, or in-kind resources as matching funds where matching funds are required to qualify for grant funds. PARTIES agree to work together to identify the appropriate amounts and types of local resources that may be used to support the completion of the Electrification Infrastructure Project and the Advanced Signal System Project.

That the AUTHORITY and appropriate PARTIES will coordinate to obtain funding using a mutually agreed-upon strategy. In the event that funding for the program is constrained by statute, rescission of existing law, change in funding requirements or eligibility, reduction in funding level or availability, the AUTHORITY and the PARTIES shall take steps to notify each other as needed in a timely manner.

FUNDING PLAN

**Program Costs and Proposed Funding
for
Peninsula Corridor Projects:
Electrification and Advance Signal System**

Program Costs <i>(in \$ millions, year of expenditure)</i>	
Advance Signal System / Positive Train Control (PTC)	\$231
Electrification and Electric Multiple Units (EMUs)	\$1,225
Total	\$1,456

Program Funding <i>(in \$ millions)</i>	
Source	Amount
JPB Contributions	\$180
JPB Local - Currently Available	\$11
Caltrain PTC	\$4
Subtotal Local	\$195
Prop 1A Connectivity	\$106
Prop 1A High Speed Rail Authority	\$600
Prop 1B Caltrain	\$24
Subtotal State	\$730
Federal RR Admin. for PTC	\$17
Federal Transit Admin prior/current obligations	\$43
Federal Transit Admin future obligations	\$440
Subtotal Federal	\$500
MTC Bridge Tolls	\$11
BAAQMD Carl Moyer	\$20
Subtotal Regional	\$31
Total	\$1,456

Funding Plan Notes:

1. Caltrain Joint Powers Board (JPB) Local Contribution is \$60 million from San Mateo sales tax, \$60 million from VTA sales tax, and \$60 million from San Francisco (\$23 million from sales tax, \$37 million from Regional Transportation Improvement Program (RTIP)/local/other). Each agency's contribution, including Proposition 1A Connectivity funds as outlined in Note 2, is contingent upon the \$60 million each from the other two JPB partners.
2. Prop 1A Connectivity is \$42 million from Caltrain, \$26 million from VTA, and \$38 million from BART (2nd priority for BART after receipt of \$150 million for railcars).
3. Prop 1B Caltrain is \$20 million Public Transportation Modernization, Improvement, and Service Enhancement Account (PTMISEA), \$4 million State-Local Partnership Program (SLPP).
4. FTA Prior/Current Obligations is \$16 million for electrification in prior years, \$27 million for EMUs in FY12.
5. FTA Future Obligations is \$315 million for electric multiple units (EMUs), \$125 million from fixed guideway caps. Funds will be programmed in accordance with MTC Transit Capital Priorities process between approximately FY2012-2013 and FY2022-2023.
6. Bridge Tolls is from Regional Measure 1 (RM1) West Bay Rail Reserve.
7. Bay Area Air Quality Management District (BAAQMD) funds to be confirmed.
8. Assumes that all local sources, Prop 1B PTMISEA, all federal sources, and bridge tolls can be used as match to Prop 1A funds, totaling \$726 million in matching funds for \$706 million in Prop 1A funds.
9. Other potential future funding sources could be substituted if secured, including federal Transportation Investment Generating Economic Recovery (TIGER) funds (such as current Caltrain application for \$44 million), State Interregional Transportation Improvement Program (ITIP) funds, and private financing.

IN WITNESS WHEREOF, this MOU has been executed by the PARTIES hereto as of the day and year indicated next to each signature, with the final signature date constituting the effective date.



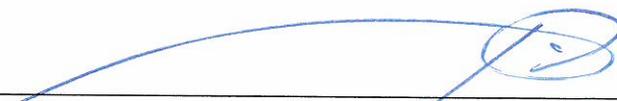
Jeff Morales, Chief Executive Officer
California High Speed Rail Authority | Date
9/18/2012



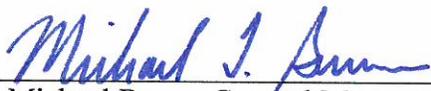
Steve Heminger, Executive Director
Metropolitan Transportation Commission | Date
9/18/2012



Michael J. Scanlon, Executive Director
Peninsula Corridor Joint Powers Board and
San Mateo County Transportation Authority | Date
9/21/2012



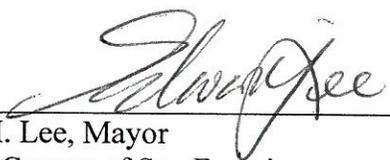
Jose Luis Moscovich, Executive Director
San Francisco County Transportation Authority | Date
10/15/12



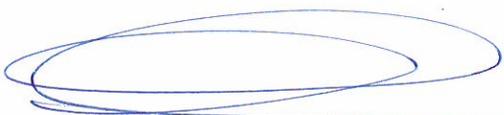
Michael Burns, General Manager
Santa Clara Valley Transportation Authority | Date
11/27/12



Debra Figone, City Manager
City of San Jose | Date
12/12/12



Edwin M. Lee, Mayor
City and County of San Francisco | Date
1/15/13



Maria Ayerdi-Kaplan, Executive Director
Transbay Joint Powers Authority | Date
1/25/13

EXHIBIT B
FUNDING PLAN FOR PENINSULA CORRIDOR
ELECTRIFICATION AND ADVANCED SIGNAL SYSTEM PROJECTS
(\$ millions)

	9-Party MOU Funding Strategy	Changes in the 7-Party Supplemental MOU	Revised Costs & Funding Sources	CBOSS	PCEP
Projected Costs					
PCEP	1,225.0	755.0	1,980.0	-	1,980.0
CBOSS	231.0		231.0	231.0	-
Total	1,456.0	755.0	2,211.0	231.0	1,980.0
Funding Sources					
JPB Member Contributions	180.0	60.0	240.0	47.0	193.0
JPB Local	11.0	9.0	20.0	11.0	9.0
Caltrain PTC	4.0		4.0	4.0	
Subtotal Local	195.0	69.0	264.0	62.0	202.0
Prop 1A Connectivity	106.0		106.0	106.0	
Prop 1A HSRA	600.0		600.0		600.0
CHSRA Cap & Trade/Other		113.0	113.0		113.0
Cap & Trade TIRCP ¹		20.0	20.0		20.0
Prop 1B Caltrain	24.0		24.0	16.0	8.0
Subtotal State	730.0	133.0	863.0	122.0	741.0
FRA	17.0		17.0	17.0	
FTA/FHWA Prior/Current Obligations ²	45.8		45.8	29.8	16.0
FTA Future Obligations	440.0	(125.0)	315.0		315.0
FTA Core Capacity ³	-	647.0	647.0	-	647.0
Subtotal Federal	502.8	522.0	1,024.8	46.8	978.0
MTC Bridge Tolls	11.0	28.4	39.4		39.4
BAAQMD Carl Moyer	20.0		20.0		20.0
Subtotal Regional	31.0	28.4	59.4	-	59.4
Total	1,458.8	752.4	2,211.2	230.8	1,980.4

Notes

1. The parties to the Seven-Party Supplement to 2012 Memorandum of Understanding recognize that the JPB has requested State Cap & Trade TIRCP funds to help fund the PCEP. Of the \$225m requested, \$20m is identified to help close the funding gap in the \$1.98 billion project cost estimate for PCEP.

2. The \$2.8m represents a FHWA grant (Railway/Hwy Hazard Elimination) for the CBOSS project that was secured after the 2012 MOU execution. This amount is not included in the 7-party MOU since the funding is for the CBOSS project.

3. \$647 million in FTA Core Capacity funds would help close the funding gap for PCEP, as well as providing funding to support a larger contingency set-aside for PCEP.

Date: June 22, 2016
W.I.: 1255
Referred by: PAC

ABSTRACT

MTC Resolution No. 4243

This resolution approves the allocation of Regional Measure 2 funds for the Caltrain Electrification project, sponsored by Caltrain.

This resolution includes the following attachments:

Attachment A - Allocation Summary Sheet

Attachment B - Project Specific Conditions for Allocation Approval

Attachment C - MTC staff's review of Caltrain's Initial Project Report (IPR) for this project

Attachment D - RM2 Deliverable/Useable Segment Cash Flow Plan

Additional discussion of this allocation is contained in the Executive Director's memorandum to the MTC Programming and Allocations Committee dated June 8, 2016.

Date: June 22, 2016
W.I.: 1255
Referred by: PAC

Re: Approval of Allocation of Regional Measure 2 Funds for the Caltrain Electrification Project

METROPOLITAN TRANSPORTATION COMMISSION
RESOLUTION No. 4243

WHEREAS, pursuant to Government Code Section 66500 et seq., the Metropolitan Transportation Commission (“MTC”) is the regional transportation planning agency for the San Francisco Bay Area; and

WHEREAS, Streets and Highways Code Sections 30950 *et seq.* created the Bay Area Toll Authority (“BATA”) which is a public instrumentality governed by the same board as that governing MTC; and

WHEREAS, on March 2, 2004, voters approved Regional Measure 2, increasing the toll for all vehicles on the seven state-owned toll bridges in the San Francisco Bay Area by \$1.00, with this extra dollar funding various transportation projects within the region that have been determined to reduce congestion or to make improvements to travel in the toll bridge corridors, as identified in SB 916 (Chapter 715, Statutes of 2004), commonly referred as Regional Measure 2 (“RM2”); and

WHEREAS, RM2 establishes the Regional Traffic Relief Plan and lists specific capital projects and programs and transit operating assistance eligible to receive RM2 funding as identified in Streets and Highways Code Sections 30914(c) & (d); and

WHEREAS, RM2 assigns administrative duties and responsibilities for the implementation of the Regional Traffic Relief Plan to MTC; and

WHEREAS, BATA shall fund the projects of the Regional Traffic Relief Plan by transferring RM2 authorized funds to MTC; and

WHEREAS, MTC adopted policies and procedures for the implementation of the Regional Measure 2 Regional Traffic Relief Plan, specifying the allocation criteria and project compliance requirements for RM2 funding (MTC Resolution No. 3636); and

WHEREAS, Caltrain is the project sponsor and implementing agency for the Caltrain Electrification project; and

WHEREAS, Caltrain has submitted a request for the allocation of RM2 funds for the Caltrain Electrification project; and

WHEREAS, the Caltrain Electrification project is identified as capital project number 40 under RM2 and is eligible to receive RM2 funding as identified in Streets and Highways Code Sections 30914(c)(40); and

WHEREAS, Caltrain has submitted an Initial Project Report (IPR), as required pursuant to Streets and Highway Code Section 30914(e), to MTC for review and approval; and

WHEREAS, Attachment A to this resolution, attached hereto and incorporated herein as though set forth at length, lists the project and phase for which Caltrain is requesting RM2 funding and the reimbursement schedule and amount recommended for allocation by MTC staff; and

WHEREAS, Attachment B to this resolution, attached hereto and incorporated herein as though set forth at length, lists the required project specific conditions which must be met prior to execution of the allocation and any reimbursement of RM2 funds; and

WHEREAS, Attachment C to this resolution, attached hereto and incorporated herein as though set forth at length, includes MTC staff's review of Caltrain's Initial Project Report ("IPR") for this project; and

WHEREAS, Attachment D attached hereto and incorporated herein as though set forth at length, lists the cash flow of RM2 funds and complementary funding for the deliverable/useable RM2 project segment; and

WHEREAS, the claimants to which funds are allocated under this resolution have certified that the projects and purposes listed and recorded in Attachment A are in compliance with the requirements of the California Environmental Quality Act (Public Resources Code Section 21000 et seq.), and with the State Environmental Impact Report Guidelines (14 California Code of Regulations Section 15000 et seq.); now, therefore, be it

RESOLVED, that MTC approves MTC staff's review of Caltrain's IPR for this project as set forth in Attachment C; and be it further

RESOLVED, that MTC approves the allocation and reimbursement of RM2 funds in accordance with the amount and reimbursement schedule for the phase, and activities as set forth in Attachment A; and, be it further

RESOLVED, that the allocation and reimbursement of RM2 funds as set forth in Attachment A are conditioned upon Caltrain complying with the provisions of the Regional Measure 2 Regional Traffic Relief Plan Policy and Procedures as set forth in length in MTC Resolution 3636; and be it further

RESOLVED, that the allocation and reimbursement of RM2 funds are further conditioned upon the project specific conditions as set forth in Attachment B; and, be it further

RESOLVED, that the allocation and reimbursement of RM2 funds as set forth in Attachment A are conditioned upon the availability and expenditure of any complementary funding as set forth in Attachment D; and be it further

RESOLVED, that reimbursement of RM2 funds as set forth in Attachment A is subject to the availability of RM2 funding; and be it further

RESOLVED, that a certified copy of this resolution, shall be forwarded to the project sponsor.

METROPOLITAN TRANSPORTATION COMMISSION

Dave Cortese, Chair

The above resolution was entered into by the Metropolitan Transportation Commission at the regular meeting of the Commission held in San Francisco, California, on June 22, 2016.

REGIONAL MEASURE 2 PROGRAM Allocation of Funds

Project Title: Caltrain Electrification
Sponsor: Caltrain
Project Number: 40

Activities to be funded with Allocation #1:						
Peninsula Corridor Electrification Project, including infrastructure (design/build) and rolling stock components (procurement).						
Funding Information:						
Allocation Instruction No.	Approval Date	Amount	Phase	Reimbursement Year	Cumulative Total To Date	
16424301	22-Jun-16	\$ 20,000,000	PSE/CON	FY 2015-16	\$ 20,000,000	

REGIONAL MEASURE 2 PROGRAM Project Specific Conditions

Project Title: Caltrain Electrification
Sponsor: Caltrain
Project Number: 40.0

The allocation and reimbursement of RM2 funds for the above project are conditioned upon the following:

1. a) Approval of the Initial Project Report (IPR) package by the Peninsula Corridor Joint Powers Board.
- b) Execution of a funding agreement between MTC and Caltrain for the RM2 Bridge Toll funds.

RM2 Project Number: 40 Caltrain Electrification

Lead Sponsor Caltrain	Other Sponsors(s)	Implementing Agency (if applicable) Caltrain
Legislated Project Description Provide funding for the electrification of Caltrain.		
RM2 Legislated Funding (in \$1,000) \$20,000	Total Estimated Project Cost (in \$1,000) \$1,980,252	
Project Purpose and Description Electrify Caltrain corridor and purchase Electric Multiple Units (EMUs).		
Funding Description Committed Funds: RM2 and RM1 bridge toll funds, Peninsula Corridor Joint Powers Board member funds, State Prop 1A, Federal Transit Administration (FTA) formula funds, California High Speed Rail Authority, Carl Moyer grant. Uncommitted Funds: FTA Core Capacity funds, Transit and Intercity Rail Capital Program Operating Capacity: Peninsula Corridor Joint Powers Board member contributions and operating revenues.		

Overall Project Cost and Schedule

Phase	Scope	Start	End	Cost (in \$1,000)
1	Environmental Document/Preliminary Engineering	2001	9/2016	\$28,803
2	Designs, Plans, Specs, & Estimates	8/2016	7/2020	\$274,642
3	Right-of-Way Acquisition	5/2015	11/2017	\$28,385
4	Construction	2/2017	7/2021	\$1,648,422
Total:				\$1,980,252

Total Project Funding Plan: Committed and Uncommitted Sources

(Amounts Escalated in Thousands)

Project Title	Caltrain Electrification	Project No.	40
Lead Sponsor	Caltrain	Last Updated	6/22/2016

Fund Source	Phase	Prior	2014-15	2015-16	2016-17				Future	Total
Committed										
Prop 1B	Env/PE	8,000								8,000
JPB Members	Env/PE	58,640								58,640
FTA Formula	Env/PE	15,680	5,230							20,910
RM2	Construction				20,000					20,000
RM1	Construction				19,400					19,400
Prop 1A	Construction				87,230			512,770		600,000
Carl Moyer	Construction				4,000			16,000		20,000
JPB Members	Construction				52,170			91,362		143,532
FTA Formula	Construction				11,650			298,120		309,770
HSR/Non Prop 1A	Construction				30,230			82,770		113,000
Total:		82,320	5,230	-	224,680	-	-	-	1,001,022	1,313,252
Uncommitted										
FTA Core Capacity	Construction				172,000				475,000	647,000
TIRCP	Construction								20,000	20,000
Total:		0	0	0	172,000	0	0	0	495,000	\$ 667,000
Total Project Committed and Uncommitted										
		Prior	2014-15	2015-16	2016-17				Future	Total
Total:		82,320	5,230	0	396,680	0	0	0	1,496,022	\$1,980,252

REGIONAL MEASURE 2 PROGRAM Project Cash Flow Plan

Project Title: Caltrain Electrification
Sponsor: Caltrain
RM2 Project Number: 40

RM2 Project No. 40	PRIOR	FY 2014-15	FY 2015-16	FY 2016-17	FUTURE	TOTAL
RM2 Funds Total	-	-	-	20,000,000	-	20,000,000
PA/ED	82,320,000	5,230,000		0	0	87,550,000
Prop 1B	8,000,000	5,230,000				13,230,000
JPB Members	58,640,000					58,640,000
FTA Formula	15,680,000					15,680,000
Final Design (PS&E)	0	0	0	0	0	0
						0
Right of Way	0	0	0	0	0	0
						0
Construction	0	0	0	396,680,000	1,496,022,000	1,892,702,000
RM2				20,000,000		20,000,000
RM1				19,400,000		19,400,000
Prop 1A				87,230,000	512,770,000	600,000,000
FTA Core Capacity				172,000,000	475,000,000	647,000,000
Carl Moyer				4,000,000	16,000,000	20,000,000
JPB Members				52,170,000	91,362,000	143,532,000
FTA Formula				11,650,000	298,120,000	309,770,000
HSR/Non Prop 1A				30,230,000	82,770,000	113,000,000
TIRCP					20,000,000	20,000,000
TOTAL FUNDING						
Environmental	82,320,000	5,230,000	0	0	0	87,550,000
Final Design (PS&E)	0	0	0	0	0	0
Right of Way	0	0	0	0	0	0
Construction	0	0	0	396,680,000	1,496,022,000	1,892,702,000
PROJECT TOTAL	82,320,000	5,230,000		396,680,000	1,496,022,000	1,980,252,000