Metropolitan Transportation Commission
Operations Committee

May 8, 2020 **Agenda Item 5b**

San Francisco Peninsula Rail Program Memorandum of Understanding

Subject: A request for approval of a Memorandum of Understanding (MOU) with the Transbay Joint Powers Authority (TJPA), Peninsula Corridor Joint Powers Board (Caltrain), San Francisco County Transportation Authority (SFCTA), City/County of San Francisco, and the California High-Speed Rail Authority to support the Transbay Joint Powers Authority in development of the Downtown Extension Rail Program.

Background: The Downtown Rail Extension project will extend Caltrain commuter rail and future California High-Speed Rail service from the current Caltrain terminus at Fourth and King streets to the new Transbay Transit Center (see map in Attachment A). The project, which completed supplemental environmental review in mid-2019, is estimated to cost nearly $4 billion and involves significant technical complexities including tunneling under San Francisco. Regional Measure 3 includes $325 million for the Downtown Rail Extension project.

In October 2019, the San Francisco County Transportation Authority (SFCTA) released the Downtown Rail Extension Peer Review Panel's Final Report on Governance, Oversight, Management, and Project Delivery. MTC staff participated in the report through stakeholder workshops. The expert panel recommended project partners undertake a two-year work plan focusing on funding, project design and integration with existing and planned transit projects, and potential management and governance structures.

The Downtown Rail Exension project is one of several major rail infrastructure projects currently in development. MTC has a significant role to play in major projects to ensure regional coordination in both planning and funding, to ensure delivery of the region's long range transportation plan, and as a major funding partner since the projects often rely on Federal New Starts and bridge toll funds. Attachment B summarizes MTC's role in a number of major regional projects.

Historically, MTC has provided a degree of oversight for all phases of projects with Regional Measure funds. For more complex projects and those with significant risks, MTC has engaged technical consultants or supported peer reviews to address specific challenges as they arise. However, this involvement has often occurred after critical decisions have been made and when sponsors seek additional funds from MTC to address cost increases. At its January Workshop, MTC directed staff to explore ways to get more involved in the early stages of project delivery as a means to manage risk, control costs and ensure the most effective regional planning. This role is more akin to BATA's role in the Toll Bridge Seismic Retrofit Program where BATA staff and consultants served as part of an integrated project team, deeply involved in design, engineering decisions and risk management.

Over the past several months, MTC staff has been working with staff from SFCTA, Transbay Joint Powers Authority (TJPA), City and County of San Francisco, Caltrain, and the California High-Speed Rail Authority to develop a Memorandum of Understanding and draft work plan. MTC staff recommends the Commission authorize the Executive Director to enter into an MOU with the project partners to execute the two-year work plan with a focus on: (1) seamless integration with local transit and regional transit services, including a potential future Transbay rail crossing; (2) providing an equitable transit system that works for all residents of the Bay Area; and (3) anticipating and managing risk through design and delivery.

The draft MOU (Attachment C) establishes an integrated, multi-agency team composed of the partners. The team includes an executive steering committee to oversee the work plan, resolve conflicts, and make recommendations to the TJPA. As part of the integrated program management team, MTC would participate in the technical work, including defining a fundable and deliverable initial phase and associated funding plan, developing a project delivery strategy, and reviewing options for governance and oversight during construction. MTC staff would have a role producing work products and making key recommendations that protect the regional investment. Given the current, profound economic impacts of COVID-19, the effort focused on phasing and funding will be particularly important. In addition, MTC would be well-positioned to ensure coordination of the Downtown Rail Extension project with a future Transbay rail crossing. The MOU recognizes the importance of coordinating with BART and the Capital Corridor Joint Powers Authority, and the partners acknowledge potential for them to join the MOU in the future.

TJPA, SFCTA, Caltrain and the California High Speed Rail Authority approved the MOU in April, and the The City/County of San Francisco is expected to execute the agreement in May.

Issues: The economic impact of COVID-19 appears likely to impact transportation revenue significantly. While restoring transit operations to stable levels is top priority, there is value in continuing to plan for a future transit system that is both connected and seamless, such as that afforded by the Downtown Rail Extension. The work plan under the MOU affords an opportunity for MTC to participate actively in a considering the new economic lanscape.

In addition, COVID-19 economic impacts will likely affect MTC's level of engagement in this project and other similar projects, at least in the near term. Over the next two months, the partners will develop a work plan in detail and identify the staffing and funding for each agency's participation. While it remains important that MTC participate in the project leadership and work plan for reasons stated above, MTC anticipates initiating this work with current staff as opposed to hiring new, in-house expertise. Staff expects MTC's less intensive approach is reflective of the resources other partners can bring to the table and of a somewhat slower paced schedule in the near-term. MTC may wish to procure supplemental rail expertise to advise on specific technical matters. The same team of MTC staff and consultants could support similar work on other major regional rail projects if MTC elected to participate in those efforts in a similar manner. Such decisions would be subject to future review and approval by the Comission.

For all of the projects, staff proposes that MTC's efforts beyond typical Regional Measure oversight would appropriately be funded through project funds – in the case of the Downtown Rail Extension, San Francisco Proposition K and Regional Measure 3 funds (subject to resolution of litigation).

Recommendation: Refer the MOU with the Transbay Joint Powers Authority, Peninsula Corridor Joint Powers Board (Caltrain), San Francisco County Transportation Authority, City/County of San Francisco, and the California High Speed Rail Authority to support the Transbay Joint Powers Authority in development of the Downtown Extension Rail Program to the Commission for approval and authority for the Executive Director to negotiate and enter into the MOU in substantially the same form as Attachment C.

Attachments: Attachment A – San Francisco Downtown Extension Program Map
Attachment B – Large Projects with MTC/BATA Participation
Attachment C – San Francisco Peninsula Rail Program Memorandum of Understanding

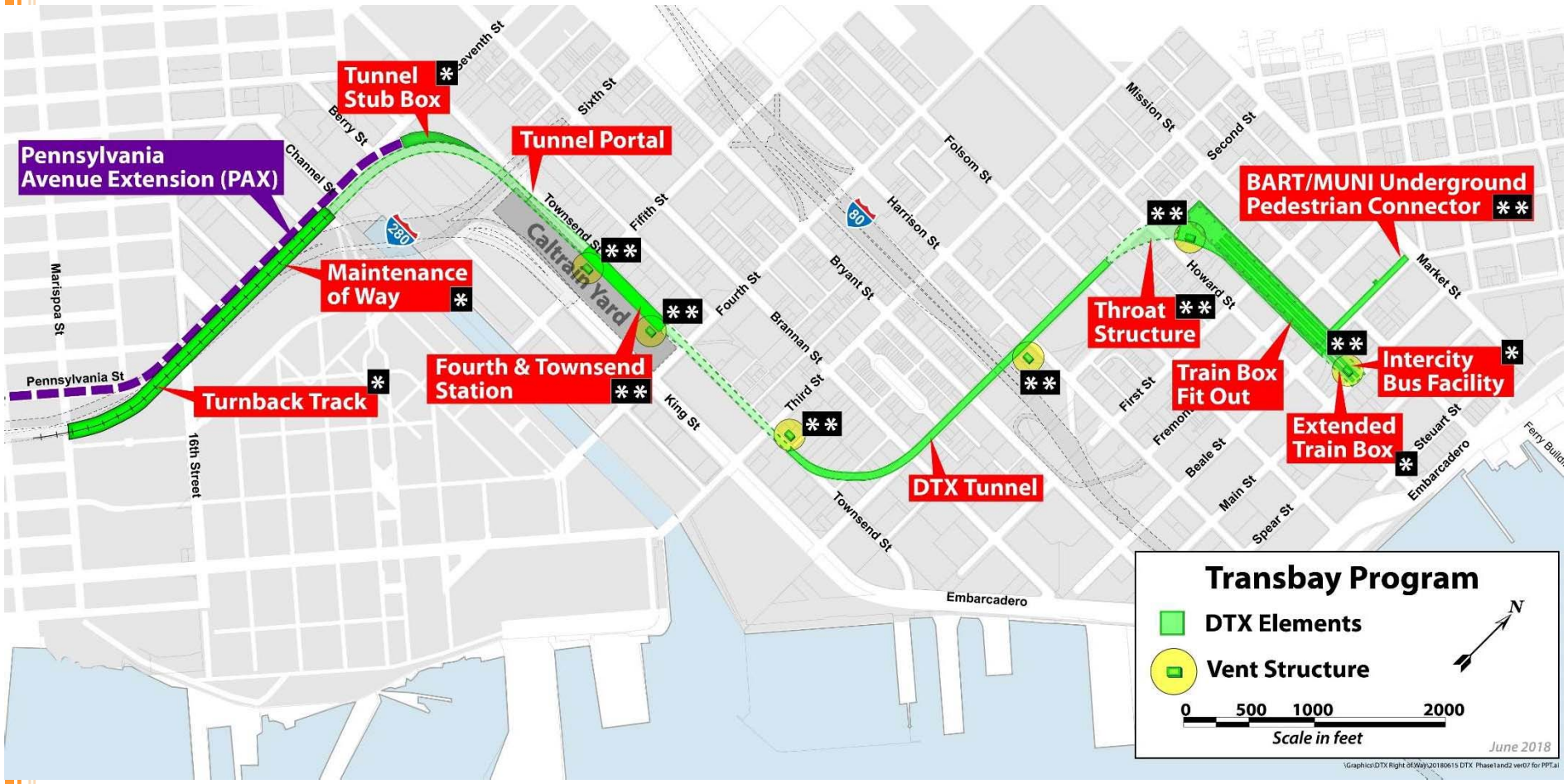
Therese W. McMillan

REQUEST FOR COMMISSION APPROVAL

Summary of Proposed Memorandum of Understanding

Work Item No.:	1251
Parties:	Transbay Joint Powers Authority, Peninsula Corridor Joint Powers Board (Caltrain), San Francisco County Transportation Authority, City/County of San Francisco, and the California High Speed Rail Authority
Work Project Title:	Development of the Downtown Extension Rail Program
Purpose of Project:	Support the Transbay Joint Powers Authority in development of the Downtown Extension Rail Program
Brief Scope of Work:	Participate in an integrated, multi-agency team that will undertake project development, including defining a fundable and deliverable initial phase and associated funding plan, developing a project delivery strategy, and reviewing options for governance and oversight during construction.
Motion by Committee:	That the Executive Director or designee is authorized to negotiate and enter into a memorandum of understanding with the Transbay Joint Powers Authority, Peninsula Corridor Joint Powers Board (Caltrain), San Francisco County Transportation Authority, City/County of San Francisco, and the California High Speed Rail Authority to support the Transbay Joint Powers Authority in development of the Downtown Extension Rail Program as described above and in the Operations Committee Summary Sheet dated May 8, 2020.
Commission :	_____
	Scott Haggerty, Chair
Approved:	May 27, 2020

Phase 2 Scope



Element added (*) or modified (**) in the SEIS/EIR

TJPA
TRANSBAY JOINT POWERS AUTHORITY

Large Projects with MTC/BATA Participation in Governance, Risk Management and Delivery

Project	Cost	Current Phase	MTC Roles (in addition to Funding Partner)	Start of MTC's Involvement	Agreements
Regional Rail Projects					
Transbay Terminal Phase 1	$2 B	Construction Complete	1. Independent cost review 2. Cost Review Committee 3. Peer review of fractured girder	1-2. Cost increase 3. Girder fracture	1. Cost Review conducted by MTC in coordination with TJPA 2. Transbay Project Cost Oversight Agreement 3. Cooperative Agreement
Caltrans Electrification	$2 B	Under Construction	Change Management Committee	Cost increase	MOU, executed
Peninsula Corridor Rail Program – Downtown Extension	$4 B	Design	Executive Steering Committee Regional rail planning and funding	Start of design	MOU (subject to MTC approval)
Valley Link	$2–$3 B	Environmental	Executive Steering Committee Project Policy Committee	Start of environmental	Funding Agreements (subject to MTC approval)
Diridon Station	TBD	Planning	Executive Committee Policy Director Committee Organizational Subcommittee	Initial studies	TBD
Transbay Rail Crossing	$30 - $50 B	Initial Studies	TBD	Initial studies	TBD
Roadway/Bridge Projects					
Toll Bridge Seismic Retrofit Program	$7 B	Construction Complete	Toll Bridge Program Oversight Committee Project Management Team Risk Management Independent cost and technical reviews	Cost increase	Cooperative Agreement, executed MOU, executed
State Route 37	$4 B	Environmental	Lead for initial studies Executive Steering Committee Hire project director Lead interim project	Initial studies	MOU, executed

San Francisco Peninsula Rail Program MOU

This San Francisco Peninsula Rail Program Memorandum of Understanding (MOU), effective _____, 2020 is between the Transbay Joint Powers Authority (TJPA); the Metropolitan Transportation Commission (MTC); the San Francisco County Transportation Authority (SFCTA); the Peninsula Corridor Joint Powers Board (Caltrain); the California High Speed Rail Authority (CHSRA); and the City and County of San Francisco (CCSF) (each a "Partner" and collectively the "Partners).

1. Definitions:

DTX Rail Program: Activities directed toward the advancement of the environmentally cleared Downtown Rail Extension Project (DTX)

SF Peninsula Rail Program: A program of projects comprised of the DTX and Related Projects

Related Projects: Pennsylvania Avenue Extension (PAX), Railyards Development, and 22nd St Station Study

Regional and State Rail Efforts: Related regional and state rail efforts including the ongoing development of Caltrain and CHSRA programs, the State Rail Plan, New Transbay Rail Crossing, and others, including any future regional rail planning or funding programs

Ready-for-Procurement: All work in planning and engineering is advanced to a level consistent with the contract(s) delivery method(s), has completed all required planning and National Environmental Policy Act/California Environmental Quality Act, and applicable other permit/approval requirements, has secured necessary funding, has obtained or identified Right-of-Way and/or easements and permits, and is ready to proceed to bid.

2. Purpose:

The Partners recognize that the DTX is a critical rail link in the Bay Area, mega-region, and state transportation system and that it will be more efficiently and effectively developed through a multi-agency partnership among local, regional, and state stakeholder agencies with expertise in developing, funding, and implementing major infrastructure projects.

The Partners also recognize that – and nothing in this MOU is intended to imply otherwise – state law and the TJPA's 2001 Joint Powers Agreement (as amended) currently provide that the TJPA has primary jurisdiction over and will implement all aspects of the DTX that will connect the new Salesforce Transit Center (STC) to the regional rail system.

This MOU describes a new organizational structure that will support the efforts of the TJPA in the development of the DTX to a Ready-for-Procurement status and would make direct recommendations to the TJPA Board based on a set of activities outlined below. These activities will be undertaken by an integrated multi-agency project team, comprised of senior staff of the signatory agencies to this agreement, as shown in Attachment 1, who will oversee the Work Program shown in Attachment 2.

3. Structure

The new organizational structure described by this MOU is summarized below and depicted in the Organization Charts in Attachment 3.

Executive Steering Committee (ESC):

By virtue of this MOU, an Executive Steering Committee (ESC) will be instituted to support the TJPA in project development efforts for the DTX as described in Attachment 2, and empowered to implement this MOU. The ESC is responsible for making recommendations to the TJPA Board regarding the scope of efforts under this MOU. The TJPA Board will maintain its ultimate authority over the DTX. Accordingly, it may accept or reject recommendations of the ESC, and it may act in the absence of a recommendation from the ESC.

The ESC will consist of the executives (or their designee) of the TJPA, MTC, SFCTA, Caltrain, CHSRA, and the CCSF (for CCSF the executive will be the Mayor or her designee). The initial and alternate members of the ESC are named on Attachment 1. Each Partner may change its appointment to the ESC by providing written notice to the ESC. The ESC will meet at least monthly, sufficiently in advance of the TJPA Board's regularly scheduled meetings that the ESC will have an opportunity to provide a progress update or to present items to the TJPA Board; a majority of authorized representatives shall constitute quorum. The ESC will elect a Chair and Vice-Chair as a first order of business. At the request of the TJPA Board Chair, the ESC Chair or Vice-Chair will report to the TJPA Board on a monthly basis on the status of the program. The ESC will be responsible for the DTX work program as summarized in Attachment 2, which specifies which elements of the DTX work program must be brought to the TJPA Board for information and/or approval. The ESC will also help resolve conflicting areas of work among the Partners. While the ESC will attempt to reach consensus, it will make recommendations to the TJPA Board by a majority vote of the representatives present. The ESC may also serve as a coordinating forum for the SF Peninsula Rail Program and other relevant regional or statewide rail system planning and development efforts.

Integrated Program Management Team (IPMT):

For the DTX Rail Program, the ESC will be supported by an IPMT consisting of representatives with relevant experience in large complex projects from each of the Partners, as designated by their corresponding executive. In addition, the IPMT may also be supplemented with relevant qualified personnel from within their own agencies or their supporting consultancy organizations.

Project Director (PD):

The PD should have proven leadership, organizational acumen and relevant experience in delivering all aspects of mega rail projects and tunneling. The ESC, or a sub-committee thereof, will recruit and recommend a short list of the PD candidates to the TJPA Board for final selection. The TJPA prefers that the PD be a TJPA employee or direct consultant. However, the TJPA may also consider PD candidates as a consultant seconded to the TJPA through one of the Partners; in such case, a separate agreement between the TJPA and the Partner would be required. The PD will lead the IPMT.

The PD will report to his/her hiring entity for purposes of administrative matters and report to the ESC for purposes of coordination of the IPMT. The PD will coordinate the IPMT in its development of recommendations to present to the TJPA Board as to the delivery of the Work Program (Attachment 2). The PD will be responsible for the day-to-day management of those portions of the DTX work program identified for TJPA to lead, reporting on those matters to the TJPA's Executive Director. The PD shall also be responsible for directing TJPA DTX staff and consultants as needed. To the extent another Partner is identified as assuming a lead role for portions of the DTX work program, that Partner will be responsible for day-to-day management of its tasks.

The PD will coordinate with other IPMT members leading other tasks, as well as with the SF Peninsula Rail program of projects. The PD may also coordinate with other relevant Regional and State Rail Projects as needed.

4. Scope/Responsibilities

SF Peninsula Rail Program Group of Projects:

The DTX is part of a set of regional rail projects within San Francisco that will provide valuable connectivity for the Bay Area and mega-region rail network.[1] A subset of these, called "Related Projects" for the purpose of this MOU, is covered under a separately executed San Francisco 4th/King Railyard MOU (Railyards MOU)[2], which describes cooperative planning and project development activities for the Related Projects.

Whereas the DTX Rail Program will be managed as described in this MOU, the Related Projects are coordinated in accordance with the Railyards MOU and managed according to their own responsible agency's individual governance. For the Related Projects, the ESC will serve in an advisory and supporting role.

While the Partners recognize that coordinating activities can improve their planning and delivery in order to maximize public benefit for the region as a whole, the Partners confirm

[1] Additional regional rail system planning, and coordination is being undertaken for potential BART and standard gauge Transbay rail crossings with BART, Capitol Corridor, Caltrain and the California State Transportation Agency (CalSTA).

[2] San Francisco 4th/King Railyard MOU dated June 3, 2019 between Caltrain, Prologis, CCSF/SFCTA, and TJPA

that each project within the SF Peninsula Rail Program has independent utility from every other project.

Summary of Work Elements Under this MOU:

DTX Rail Program:

The following are the main activities that comprise the DTX work program.

DTX Project Development -- anticipated activities include, but are not limited to, developing a phasing strategy that addresses both Caltrain and CHSRA needs, conducting industry reviews, performing design of the phased project to a level that will allow for a reliable bottom-up cost estimate, updating the right-of-way plan, conducting robust risk assessment, implementation planning, and developing the project delivery strategy to advance the DTX to a Ready-for-Procurement status.

Coordination for Regional Planning and Funding— this effort will focus on articulating the regional context for the DTX and integrating the planning and funding of the DTX with broader regional, mega-regional, statewide plans, and funding programs. This includes helping to design and advance DTX funding strategies and analyzing implementation options in coordination with other regional and statewide entities and efforts.

A Summary Work Program is attached (Attachment 2) that includes detailed description of the roles and responsibilities for each participating agency. The Summary Work Program consists of the following main tasks, for which the ESC will develop recommendations to the TJPA Board for decision:

- Establish and Initiate New Management Structure
- Define a Fundable and Deliverable Initial Phase of the DTX Project
- Select the Project Delivery Strategy
- Undertake a Governance and Oversight Review
- Prepare for Procurement

Select work elements under the Railyards MOU:

Pennsylvania Avenue Extension (PAX)– Led by the SFCTA, this project will perform scoping and pre-environmental engineering to affect an underground rail grade separation at 16th Street and Mission Bay Drive by means of a tunnel following the general alignment of Pennsylvania Avenue, with a special focus on the interface with the DTX at 4th/Townsend rail station and the transition to the mainline at its southern end.

4th and King Railyard Studies – Led by Caltrain, in coordination with Prologis, Inc. (the property owner), this project will perform studies to determine Caltrain's needs within San Francisco, develop railyard alternatives, determine storage, service,

station, and maintenance requirements, among others, in accordance with the agreement set forth in the Railyards MOU for the possible development of the railyard.

22nd Street Station Study – Led by SF Planning, in close coordination with Caltrain, this project will study the options for improving or relocating the current 22nd Street Station.

Railyard Site Land Use and Development Study – Led by Prologis, Inc., this work will examine the feasibility of various development options at the 4th and King railyards; options will consider DTX, PAX, and/or the undergrounding of some or all of the current railyard.

5. External Resources and Engagement:

The Partners will work together to identify the necessary resources to support their respective activities to carry out the DTX work program. Some agencies' budgets have identified sources, while others are to be confirmed. Within two months after signing the MOU, the Partners will develop a more detailed work plan, identify a budget for the total resource requirement (staffing and contractor) for each agency and in total, and confirm funding sources. Notwithstanding the above, this MOU commits the Partners to consider providing funding or resources, but does not commit any Partner to provide any resources other than those the agency already has funded and programmed to support DTX or to provide any funding.

These resources may include, among others, on-call consultants and legal counsel. Actual staffing and support from each agency will be based on their designated roles and responsibilities. This MOU commits the Partners to participation in the ESC/IMPT process but does not constitute a commitment of financial resources.

The Partners recognize that other state, regional and local government agencies, such as BART, Capitol Corridor, California State Transportation Agency, and Caltrans, have an interest in and/or expertise regarding the matters contemplated in the Summary Work Program. Accordingly, the Partners agree to work collaboratively to engage those agencies as appropriate during implementation of the Summary Work Program.

6. Work Plan:

A Summary Work Program, delineating the scope of efforts to be executed under this MOU, is attached (Attachment 2). Once the MOU is executed and the ESC and IPMT instituted, the first order of business will be the development of a comprehensive Work Plan, for presentation and approval by the TJPA Board, building upon the activities of the Summary Work Program. The Detailed Work Plan will detail all the necessary tasks, their relationships, schedule, and responsible Partner to take the project to start of construction. The Detailed Work Plan should be completed within 2 months.

As defined in the Summary Work Program, the ESC will work to develop an initial operating phase that provides the necessary capacity to operate a reliable blended system to the Salesforce Transit Center at the earliest practicable date and with consideration of reasonably available funding. Any proposed initial operating phase recommended by the ESC must have prior concurrence of Caltrain and CHSRA members of the ESC.

7. NEPA/CEQA:

Any recommendations regarding modifications to the DTX resulting from the work under the MOU is intended to be consistent with and not require any material modification of the existing DTX NEPA/CEQA documentation.

8. Funding:

The Partners recognize that Federal funding programs require demonstration of strong local financial capacity and commitment and intend to collaborate on strengthening project funding plans.

9. Principles for Collaboration:

- Follow the decision-making processes and communication models established by the ESC and IPMT
- Share information and resources to assist with the successful and timely completion of tasks and follow-on studies
- Respond and provide input within agreed-upon response times
- Design meetings as small working sessions and provide appropriate staff to focus on the outcomes required, in accordance with the roles and responsibilities established in the attached Summary Work Program
- Seek to make decisions by consensus when possible, by majority vote otherwise

10. Policy Recommendations:

Policy recommendations of the ESC to the TJPA Board for the DTX will require majority support of the ESC. Policy recommendations are expected to include, but are not limited to:

- Phasing Plan for the Initial Operating Segment
- Adoption of a new Funding Plan
- Project Delivery Plan, including ROW acquisition plan, project delivery method(s), contracting strategy
- Final institutional arrangement for project delivery through initial operating segment as proposed in the Summary Work Program
- Significant design decisions

11. No Adjudication of Rights:

The MOU does not adjudicate legal rights with respect to the development of the DTX or provide the Partners with any rights with respect to the revenues derived therefrom.

12. Other MOUs:

The Partners acknowledge that there are other agreements already entered into by the Partners or which may be entered in the future related to the SF Peninsula Rail Program, including but not limited to operating and maintenance agreements between the TJPA (or another entity designated to carry out the DTX) and Caltrain and the California High-Speed Rail Authority; MOU between the TJPA the Federal Railroad Administration related to the allocation of $400 million for the construction of the train box at the STC; and the Railyards MOU. This MOU is separate from and does not modify or replace any other MOU or other agreement between the Partners regarding the DTX.

13. Term

13.1 The term of this MOU shall be 36 months or when the DTX reaches Ready-for-Procurement status, whichever is earlier.

13.2 The Partners may amend, conclude or extend this MOU by mutual agreement; such agreement shall be evidenced in writing. Notwithstanding the foregoing, the TJPA may terminate this MOU in its discretion by action of the TJPA Board; prior to any such proposed termination, the TJPA shall meet and confer with the other Partners in a good faith effort to resolve any concerns and avoid the need for termination. Any other Partner may withdraw from this MOU in its discretion, following a meet and confer with the other Partners in a good faith effort to resolve any concerns and avoid the need for withdrawal

14 General Conditions

14.1 Each Partner will conduct its activities under this MOU in accordance with applicable federal, state, and local laws, regulations, and standards.

14.2 Each Partner will ensure that personnel assigned by it to conduct activities under this MOU are appropriately qualified or licensed to the perform the tasks assigned to them.

14.3 Each Partner will hold all administrative drafts and administrative final reports, studies, materials, and documentation relied upon, produced, created, or utilized for the activities under this MOU in confidence to the extent permitted by law. Where applicable, the provisions of California Government Code section 6254.5(e) shall protect the confidentiality of such documents in the event that said documents are shared between the Partners. The Partners will not distribute, release, or share said documents with anyone other than employees, agents, and consultants who require access to complete the activities under this MOU without the written consent of the Partner authorized to release

them, unless required and authorized to do so by law. If a Partner receives a public records request pertaining to activities under this MOU, that Partner will notify the other Partners within five (5) working days of receipt and make the other Partners aware of any intent to disclose public documents. The Partners will consult with each other prior to the release of any public documents or statements related to the activities under this MOU. Nothing herein shall require any Partner to waive any attorney-client privileges or other protections it otherwise has a right to assert.

14.4 The Partners do not intend this MOU to create a third-Partner beneficiary or define duties, obligations, or rights in Partners not signatory to this MOU.

14.5 The Partners will not assign or attempt to assign their rights or obligations under this MOU to parties not signatory to this MOU without an amendment to this MOU.

14.6 The following documents are **Attachments** hereto:

Attachment 1: Initial members of the ESC
Attachment 2: Summary DTX Rail Program -- Work Program
Attachment 3: Organization Chart

IN WITNESS WHEREOF, the Partners have executed this MOU as of the date first written above.

Transbay Joint Powers Authority	Metropolitan Transportation Commission
By: _____ TJPA Board Chair	By: _____
Address:	Address:
San Francisco County Transportation Authority	Peninsula Corridor Joint Powers Board
By: _____	By: _____
Address:	Address:

California High Speed Rail Authority	City and County of San Francisco
By: _____	By: _____
Address:	Address:

DTX MOU Attachment 1 Initial ESC and IPMT Membership		
Executive Steering Committee	**Member**	**Alternate**
Caltrain	Jim Harnett	Michelle Bouchard
CCSF	Paul Supawanich	TBD
CHSRA	Boris Lipkin	Simon Whitehorn
MTC/BATA	Andrew Fremier	Lisa Klein
TJPA	Mark Zabaneh	Erin Roseman
SFCTA	Tilly Chang	Eric Cordoba
Integrated Program Management Team		
Caltrain	Sebastian Petty	Anthony Simmons
CCSF	Doug Johnson	Anna Harvey
CHSRA	Simon Whitehorn	Paul Hebditch
MTC/BATA	Stephen Wolf	Trish Stoops
TJPA	TBD	TBD
SFCTA	Eric Cordoba	Luis Zurinaga

	Roles and Responsibilities Lead: Agency responsible for executing the task Co-Lead: Agencies jointly responsible for executing the task Concur: Agency that must sign off on deliverables Contribute: Agency that will provide input and assistance to Lead Consulted: Agency that must be informed and consulted by Lead								
Task No	**Task**	**Sub-task Description**	**Caltrain**	**CCSF**	**CHSRA**	**MTC/BATA**	**SFCTA**	**TJPA**	**To TJPA Board For**
A.	**Establish and Initiate New Management Structure**								
1	Establish Executive Steering Committee (ESC) and Integrated Project Management Team (IPMT), identify resources and develop a staffing plan.	(a)Develop MOU (b)Develop Summary Work Program (c) Define roles and responsibilities (d) Determine staffing levels for IPMT from participating agencies	Concur	Concur	Concur	Concur	Lead	Concur	Reporting
2	ESC and IPMT Program Management	(a) Execute and implement transition to the new structure and agreements (b) Ongoing oversight and management of the program (c) Manage key initiatives to address issues (d) Coordinate with other regional and state projects (e.g. BART/Capitol Corridor on the development of the New Transbay Rail Crossing and State Rail Plan)	Contribute	Contribute	Contribute	Contribute	Contribute	Contribute	Reporting
3	Recruit Program Director		Contribute	Contribute	Contribute	Contribute	Contribute	Lead	Approval
4	Coordinate with Project Initiation phase of the Pennsylvania Avenue Extension (PAX)	(a) Interface with PAX pre-environmental engineering and funding permitting, environmental studies.	Contribute	Contribute	Contribute	Contribute	Lead	Contribute	Reporting
5	Coordinate with other SF Peninsula Rail Program components	(a) Coordinate with Railyards Development planning (per Railyards MOU) and 22nd Street Station study led by SF Planning (b) Coordinate with BART/CCJPA on potential through running of conventional rail services	Contribute	Lead	Contribute	Contribute	Contribute	Contribute	Reporting
6	Develop a comprehensive Work Plan, building upon the activities of this Summary Work Program. The Detailed Work Plan will describe all the necessary tasks, their relationships, schedule, and responsible party to take the project to start of construction. (target completion: within 2 months)	(a) Identify all tasks, including programmatic documentation (PMP and associated management plans and criteria), a project phasing study and business case analysis; branding, planning and funding plans; outreach and stakeholder engagement; qualitative and quantitative risk analyses, constructability review and industry review;	Concur	Concur	Concur	Concur	Concur	Lead	Approval

		project delivery plan; and other tasks necessary to bring the DTX Rail Program to bid, and assign responsibilities (b) Determine staffing levels, budgets and funding for delivering the tasks (c) Develop a Master Schedule							
Task No	**Task**	**Sub-task Description**	**Caltrain**	**CCSF**	**CHSRA**	**MTC/BATA**	**SFCTA**	**TJPA**	**To TJPA Board For**
7	Develop a re-branding strategy to reposition the DTX Rail Program	Develop a plan for re-branding of the Program with updated graphics and messaging based on economic benefits for the region, state, and nation	Contribute	Contribute	Contribute	Contribute	Concur	Lead	Approval
8	Perform public outreach by engaging external stakeholders, advocacy groups, and the public at large, and perform public outreach	(a) Develop external outreach plan (b) Conduct public outreach (c) Conduct advocacy group outreach (d) Maintain clear records of stakeholder engagement (e) Coordinate with adjacent developments, related and interconnected plans and projects by other agencies, such as Transbay rail planning, and stakeholder business plans	Contribute	Contribute	Contribute	Contribute	Contribute	Lead	Reporting
B.	**Define a Fundable and Deliverable Initial Phase of the DTX Project**								
9	Develop operational plans for near-term and long-term rail operations at the STC	(a) Develop a consolidated set of service assumptions (b) Develop operational objectives, timetables, track usage, and platform distribution. (c) Perform all necessary modeling, including perturbation analysis, to assure reliable, smooth operations at the STC and the Peninsula	Co-Lead	Contribute	Co-Lead	Contribute	Contribute	Contribute	Reporting
10	Conduct planning for DTX	(a) Identify the full extent of the Salesforce Transit Center users, currently planned and future, direct and indirect, and existing relevant plans and studies (b) perform ridership forecasts, and coordinate with Caltrain and CHSR based on their current/updated Business Plans; transit users; and, New Transbay Crossing based on 2018 State Rail Plan, regional rail plan, and current BART/CCJPA planning study	Concur	Contribute	Concur	Concur	Lead	Concur	Reporting

Task No	Task	Sub-task Description	Caltrain	CCSF	CHSRA	MTC/BATA	SFCTA	TJPA	To TJPA Board For
11	Perform technical studies and design to re-define and deliver a DTX initial operating phase as soon as possible	(a) Engineering studies to achieve project re-definition and initial operating phase (b) Utilizing input from the operational plans developed under task 9, perform demand vs capacity scenario analysis over time and side-by-side comparison of options in terms of benefits (economic, riders, housing, etc.), costs, schedules, operations, etc. (c) Perform design of the phased project to a level that will allow for the reliability of the tasks below (d) Develop detailed cost estimates, schedules, and extensive risk register and analysis based on structured workshops, including risk management program and independent reviews (e) Develop plans for utility relocations and ROW acquisition requirements, including risk management and insurance plans, early works packages, and third-party agreements as needed (f) Resolve critical operational issues for all users of the initial operating phase, conduct operational analysis, and coordinate operators' plans and requirements	Concur	Contribute	Concur	Contribute	Concur	Lead	Approval
12	Prepare a preferred Phasing Plan conforming with technical studies and policy direction on realistic amounts/timing of funding and stakeholder delivery date expectations -with an explicit goal to deliver rail service to the STC as soon as possible	(a) Utilizing input from tasks 9, 10, 11 and 13, prepare Rail Program phasing options in response to rail service scenarios, funding sources and availability, and stakeholder requirements (b) Develop detailed risk management and assurance plans including ownership, staffing, independent strategic advisor / independent engineer, and management processes (c) Develop Business Case for the phased project (d) Revisit Detailed Work Plan to assure compatibility with preferred phasing plan	Concur	Concur	Concur	Concur	Concur	Lead	Approval
13	Develop and confirm Funding Plan strategy for the DTX Rail Program based on achievable funding assumptions and securing adequate capital funding and O&M revenues enough for the initial phase	(a) Develop funding plan for construction and operations, inter-agency responsibilities, securing commitments, schedule of availability, and tasks to enter FTA funding process (b) Conduct assessment of high/ low confidence sources of funding with focus on funding initial operating phase and funding strategy of subsequent phases (c) Develop new/innovative funding and financing sources including joint development (e.g., Railyards) enabled by project re-definition strategy (d) Develop funding plan strategy for operations phase, including funding agreements and commitments to support initial operating phase operating costs	Contribute	Contribute	Contribute	Concur	Lead	Concur	Approval

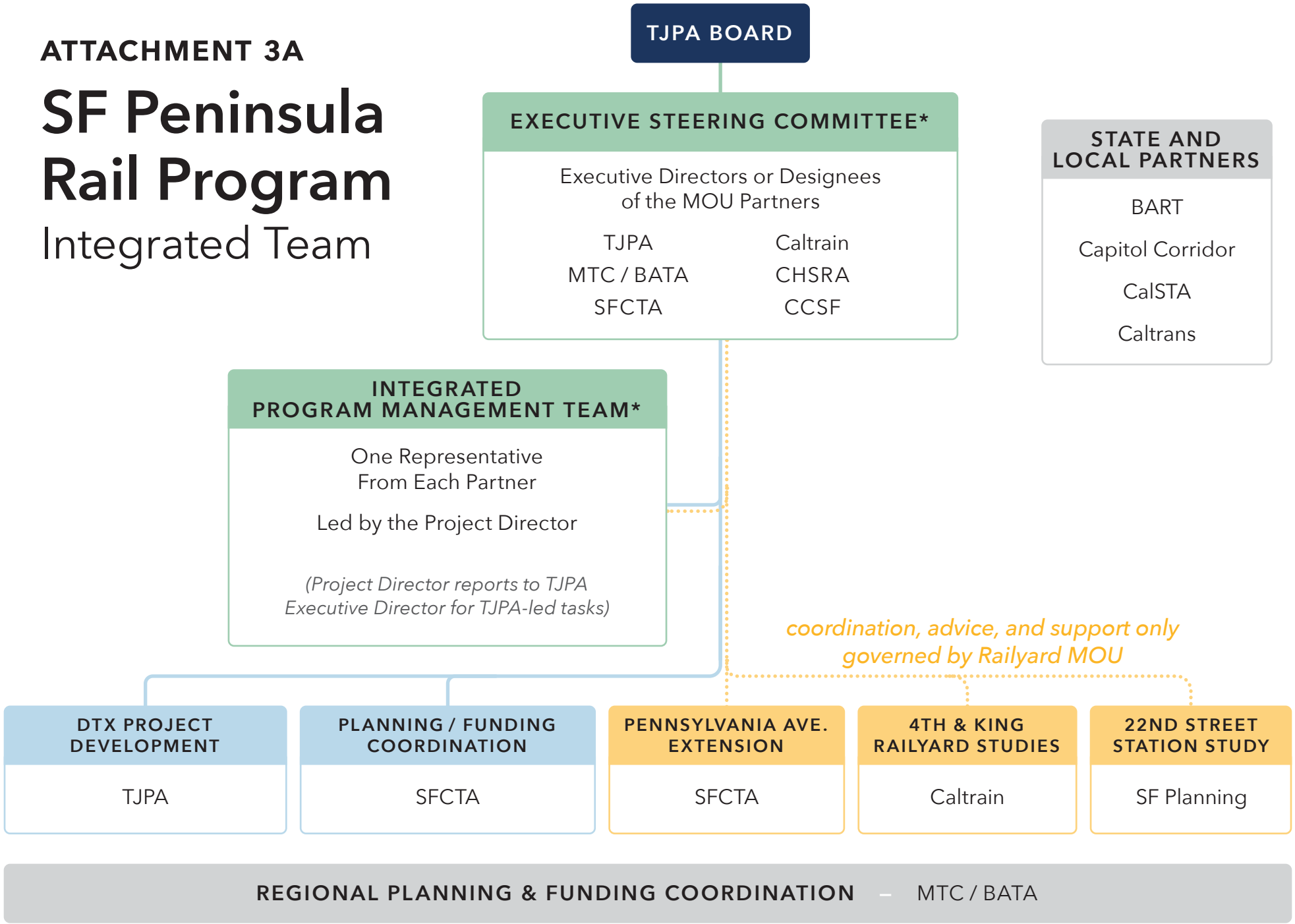
Task No	Task	Sub-task Description	Caltrain	CCSF	CHSRA	MTC/BATA	SFCTA	TJPA	To TJPA Board For
14	Prepare the project to enter the federal New Starts Program	(a)Develop all the documentation required by the FTA to enter the New Starts Program (b) Engage with the FTA to develop a road map to the Full Funding Grant Agreement	Concur	Concur	Concur	Concur	Concur	Lead	Report on progress and approval of final documents
C.	**Select the Project Delivery Strategy**								
15	Conduct industry outreach to validate construction methodology and contracting strategy	Conduct market sounding through engagement with the infrastructure industry and update the qualitative delivery options analysis previously completed.	Contribute	Contribute	Contribute	Contribute	Contribute	Lead	Report
16	Develop a project delivery and contracting strategy	(a) Analyze project delivery options analysis based on a business case and risk-adjusted financial analysis, including input from the market sounding (b) Analyze legal framework and issues for delivery options, procurement, and development of contracts (c) Develop a strategic implementation roadmap including a procurement and contracting plan, risk management plan, and organizational requirements (d) Conduct workshops to allocate risk based on risk analysis performed under tasks above, and develop analysis and plans for insurance (e) Scope pre-procurement engineering and early works contracts tailored to the delivery options	Contribute	Contribute	Contribute	Concur	Co-Lead	Co-Lead	Approval
17	Develop an O&M plan with roles and responsibilities	(a) Prepare a 20-year financial plan for Operations and Maintenance (b) Review and identify the ownership and governance of project elements for construction, operations, and maintenance (c) Develop and execute agreements for Operations and Maintenance	Concur	Consulted	Concur	Concur	Concur	Lead	Approval
D.	**Undertake a Governance and Oversight Review and Transition**								
18	Explore the best institutional arrangement and governance for the delivery of the DTX Rail Program thru construction and make recommendations to TJPA Board	(a) Detailed study to identify the governance structure to enable stakeholder alignment, effective mega-project delivery, oversight, independent strategic advice, and assurance (b)Stress-test options to maximize opportunities for Federal, State, and Regional funding as a Project of Regional and National Significance. Recommend governance/project delivery structure for delivery (c) Develop management structure, briefs with roles and responsibilities, staffing qualifications, reporting and communication protocols, contracting, and staffing plan (d) Conduct assessment with strategic, economic, commercial, financial, management cases and consider	Contribute	Contribute	Contribute	Co-Lead	Co-Lead	Concur	Approval

		responsibilities for O&M of new trackage and the rail portion of STC (e) Develop outcome-based performance and sourcing management system, regime of Key Performance Indicators (KPIs), and stage-gated decision-making protocols							
Task No	**Task**	**Sub-task Description**	**Caltrain**	**CCSF**	**CHSRA**	**MTC/BATA**	**SFCTA**	**TJPA**	**To TJPA Board For**
19.	Select lead agency for Construction. Should an alternate structure be adopted by the TJPA Board as a result of the above task, effect transition to final institutional arrangement and organization	Execution and implementation of Task 18 outcomes in coordination with the selected project delivery method.	Concur	Concur	Concur	Concur	Concur	Lead	Approval
E.	**Prepare for Procurement**								
20	Start procurement tasks as applicable based on final institutional agreement, selected project delivery method, and scoping	(a) Finalize Plans, Specifications, and Estimates (PS&E) to the level required by the contracting strategy and delivery method(s) (b) Develop draft Commercial Terms and Conditions as appropriate for each contract (c) Conduct additional industry outreach to create interest and create a competitive environment (d) Develop draft bid documents for each contract	Concur	Concur	Concur	Concur	Concur	Lead	Report on Progress Approval to begin procurement

ATTACHMENT 3A

SF Peninsula Rail Program

Integrated Team

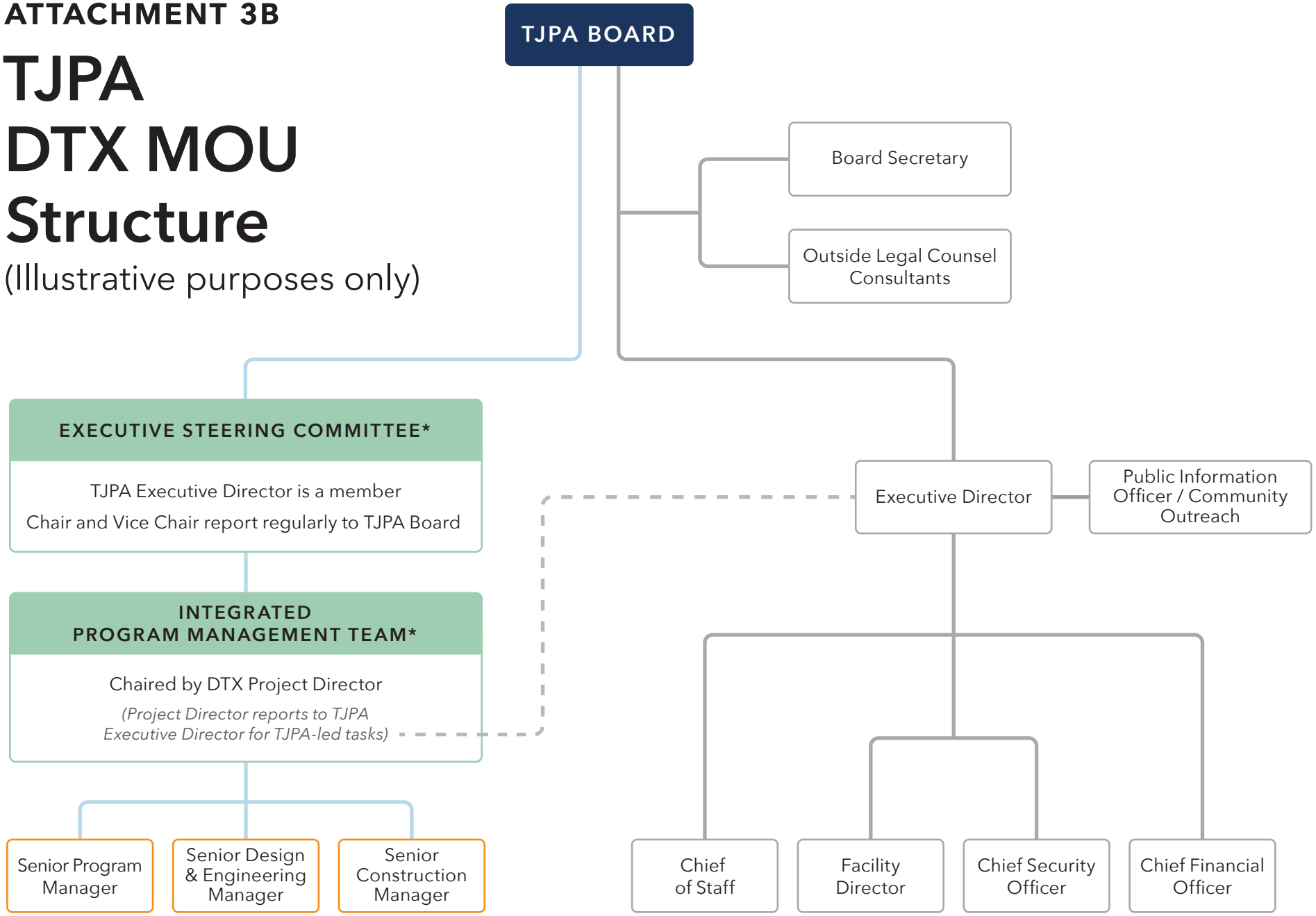


* *Consistent with and limited to the Summary Work Program (Attachment 2) defined by the San Francisco Peninsula Rail Program MOU approved by TJPA Board on April 9, 2020*

ATTACHMENT 3B

TJPA DTX MOU Structure

(Illustrative purposes only)



* *Consistent with and limited to the Summary Work Program (Attachment 2) defined by the San Francisco Peninsula Rail Program MOU approved by TJPA Board on April 9, 2020*